

LAW OF PARTNERSHIP IN AUSTRALIA AND NEW ZEALAND. By P. F. P. Higgins. [Sidney: The Law Book Co. of Australasia Pty., Ltd. 1963. liv + 362 pp. £3. 16s.]

Mr. Higgins has written a useful reference volume for lawyers in Australia and New Zealand. For the most part, it takes the form of *Pollock on Partnership* by printing each section of the partnership acts followed by discussion of the relevant cases. Since all the Australian and New Zealand acts are substantially transcripts of the English Act, this task is simplified. A table at the beginning of the text correlates the section numbers of the different partnership statutes. The main partnership discussion is followed by four chapters on bankruptcy and taxation of partnerships and on registration of business names. The treatise deals primarily with the Australian and New Zealand cases with discussion of English cases where

no local ones are available. Thus, it has limited use outside its specific territory. It should be bought, however, by major law libraries in the common-law world so that lawyers can find an easy reference to Australian and New Zealand cases whose reasoning might be borrowed in preparing litigation.

The case discussions in this book are much longer than the case summaries in *Pollock on Partnership*. In this writer's opinion, such extensive discussions, especially of English decisions, are more of a detriment than an asset. They include quotations from decisions which the author considers important but which many lawyers or law teachers might consider of minor significance. But this is not the only aspect which might mislead the student who relies on this text without reading the decisions. There is an introductory discussion on the interpretation of the acts which attempts to discredit the observations of Lord Herschell in *Bank of England v. Vagliano*. Rejecting these observations on the relation of statutes to earlier law, the author puts greater weight on cases decided before passage of the Partnership Acts than many other lawyers would. In fact, the whole first chapter, with its attack on *Salomon v. Salomon*, is such a combination of necessary introduction with dissenting comment that its overall use is limited.

The book has important redeeming features. For lawyers in Australia and New Zealand, it gathers together statutory and case materials which were formerly available only in original sources and assembles them in a way that will save many hours of legal research. For students in those countries, it offers a valuable, if at times controversial, guide through the local law. For lawyers in other common-law countries, it offers a new vista of cases, presented in a well organised volume. A good example is the fiduciary duties case, *Birtchnell v. The Equity Trustees, Executors and Agency Co. Ltd.* The case illustrates the rule that the fiduciary duty is not confined to matters within the scope of the partnership. A related business opportunity which comes to a partner by virtue of his association with the partnership must be offered to his fellow partners, even if the partnership agreement would have to be amended to undertake it. Few jurisdictions have as clear an illustration of this rule.

Partnership law is not a dynamic field. Most of the important issues of scope of authority, estoppel, and fiduciary duties are derived from the law of agency and can not be treated fully by a partnership text. The future of the law of business organizations is in company law. It is hoped that academic commercial lawyers will allocate their research time in accordance with this fact.