

PENNINGTON'S COMPANY LAW. By R. PENNINGTON. [London: Butterworths. 1979. cxiii+874 pp.]

Perhaps inevitably, new editions of standard works appear in clusters either to reflect significant new developments or in response to new editions of competing works. Company law works in the past year or so reflect this tendency when one notices new editions: *Palmer's Company Law*, *Gore-Browne on Companies*, *Sealy's Cases and Materials on Company Law*, *Weinberg on Takeovers and Mergers* and the long awaited classic, Gower's *The Principles of Modern Company Law*. Much of these efforts reflect substantial changes effected by the European Communities Act and the Companies Act 1976 and

considerable developments on takeovers and mergers. However, the changes are continuing and if the reforms contained in the 'Changes in Company Law' (White Paper Cmnd. 7291) become enacted, the dilemma of a new edition is squarely posed. Pennington's justification for not either awaiting the new developments or to incorporate them into the text, is that they are unlikely to be passed in their current forms in the near future.

As a student text, the teacher of Company Law is constantly put at odds in deciding whether to use Gower or Pennington. Gower's classic is justly so because of his conceptual approach to the subject and his lucid writing. Pennington has always been practical and precise in his approach. As company law developments become more ad hoc rather than reflecting a fundamental rethinking of the subject, the choice becomes acute. In this new edition for example, Pennington incorporates the Stock Exchange rules into the text in his discussion of listing, which renders the discussion complete and convenient. In particular the outline of the new Talisman system for settlement of bargains on the Stock Exchange (now in force May 1979) reflects this practical approach. Another indication is the greater use of American caselaw and the great details to which corporate finance are outlined, enhance the value of this work beyond being merely a student work.

It is in its treatment of capital, flotations, share dealings and particularly mortgages and debentures that the value of this work is presented at its best. Most standard works are content with lucid outlines of the difficulties and governing rules. Pennington goes beyond to come to the aid of corporate counsel. For example, after discussing the rules relating to profits and dividends, he concludes by considering the various devices used to guarantee minimum dividends, thus bridging the gap between academic exposition and practice.

One final observation relates to the format and layout. This reviewer has been put off previous editions of Pennington which had large ungainly type. This fourth edition is by contrast, elegant and its layout eminently readable.