

rules to govern labour strikes, Professor Christie has presented a fascinating, if somewhat disheartening, study of the legal process at work in one area of society. His examination of the way courts handle labour disputes and their development of the torts of nuisance, conspiracy, inducing breach of contract and interference with rights to trade and livelihood, has led him to the conclusion that Canadian courts have not proven themselves able to assess and balance with objectivity the conflicting interests in the trade dispute and have in fact seemed only concerned with the interest of the employer. He also suggests that not only should the courts be removed as much as possible from the task of balancing the conflicting interests involved in a trade dispute but that legislation should be enacted which would (1) outline the law applicable to strikes, (2) exclude the traditional common law heads of liability, (3) define the acceptable limits of picketing, (4) free the law from the common law complexities of inducing breach of contract, and (5) define what constitutes a secondary relationship and declare whether or not secondary picketing is to be permitted or prohibited.

Professor Christie admits that these suggestions are only directed to problems concerning the civil liability of strikers and will not solve all the problems inherent in industrial conflicts, such as the law relating to the labour injunction or the special problem of strikes in public utilities. His book clearly indicates the need for reform in the area of strikes and picketing and, although the reader may not agree with Professor Christie as to the degree of judicial indifference to labour interests, he has certainly provided a provoking critique of the situation. The recommendations he makes, which would tie the methods used in the strike to the legality of the strike itself, but subject to the limitations of the general criminal law to prevent violence and damage to persons and property, and the civil law of trespass to persons and land, seem reasonable. It is doubtful, however, whether even these suggestions can completely eliminate the courts from some participation in the settlement of labour disputes. It would still be the courts who have to interpret the Criminal Code and possibly the statutes relating to secondary picketing and boycotting though the latter statutory provisions Professor Christie would probably want to see administered or dealt with by an administrative board. Given this problem, the suggestions that he makes are certainly worth serious consideration, as is his whole book.

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STUDIES IN CANADIAN COMPANY LAW—ETUDES SUR LE DROIT CANADIEN DES COMPANIES. Edited by Jacob S. Ziegel. Toronto: Butterworths, 1967. Pp. xlii and 760. \$22.50.

Those teaching company law in Canadian law schools have always been hampered to a certain extent by the lack of an adequate Canadian textbook which could be used to supplement cases and other materials used in the course. Professor Gower's *Modern Company Law*, although a scholarly work on English company law, contains notable deficiencies especially in dealing with Canadian constitutional problems and with

letters patent companies. Perhaps the best current book on Canadian company law, Fraser & Stewart, *Company Law of Canada*, on the other hand, is essentially a practitioners' book and its scope and approach generally makes it unsuitable as a classroom aid.

The publication of *Studies in Canadian Company Law—Etudes sur le Droit Canadien des Companies* is intended to fill this void. Whether or not it will do so entirely remains to be seen; however, without a doubt, the book will convince readers that an adequate Canadian text in this field is essential.

Company law, as most other courses in our law schools, is generally taught on the case law system as opposed to the lecture system. A growing number of law teachers share the view that in a course such as company law, where statutory provisions play so important a role, teaching on a lecture system might prove to be of greater benefit to the students. In order to teach on the lecture system however, an adequate text is not only desirable but essential and the publication of this book may perhaps have the unexpected result of encouraging some company law teachers to change their system of lecturing.

A textbook as opposed to a practitioners' book should not only state "what" the law is but should also try to explain "why" it is so—in this way students encountering new problems are encouraged to develop solutions from basic legal concepts. This book in many of its chapters not only does this but goes one step further in suggesting possible changes that could be made when a satisfactory rationale cannot be found for the existing state of the law. Chapter 3, which is devoted to a comparison of letters patent and memorandum of association companies, includes a summary of recommended changes, most of which are reiterated in one form or another in the 1967 *Interim Report of the Select Committee on Company Law (Ontario)* better known as the "Lawrence Report."

Although it is true that companies are statutory creations and therefore, if any basic changes in the law are required, they should properly be made by amendments to the relevant Act, and although it is also true that the preservation of the principle of *stare decisis* in our legal system is essential, one cannot help but feel that much of the reluctance on the part of courts to do justice in some areas of corporate conflict is caused by the fact that both judges and counsel alike have become accustomed to applying existing rules without questioning their rationale. From this point of view certain chapters in this book, (e.g., chapter 6 dealing with pre-incorporation contracts, or chapter 8 dealing with *ultra vires* in letters patent companies, or chapter 9 dealing with the law of dividends) will prove to be of benefit not only to students but to members of the judiciary and the bar in that they suggest new approaches to old problems.

The book itself is divided into 21 chapters grouped into 6 parts: introductory; consequences of incorporation; the company's organs; investor protection; mergers and amalgamations; and the Canadian company in wider perspective. Except for chapters 19 and 20, which both deal with corporate acquisitions and are written by the same author, all the chapters are written by different authors, primarily university professors, but also including practitioners such as Philip F. Vineberg, Q.C., who wrote

the chapter on "Tax Considerations" and Harry S. Bray, Q.C., Director, Ontario Securities Commission, who is the author of the chapter dealing with recent developments in Ontario securities legislation.

Each chapter is to a certain extent an essay on its own, and, perhaps inevitably in a work having so many contributors, there is a certain amount of repetition especially in the initial chapters where basic corporate concepts are introduced. Occasionally authors dealing with the concepts in later chapters refer to these in terms which would seem to indicate that they were unaware that the subject had been dealt with previously in the book.

The chapter on constitutional aspects of Canadian companies by Professor Ziegel is well written and the treatment of the subject matter perhaps is more advanced than most of the other chapters in that the author assumes a basic knowledge of constitutional law as well as company law. Because of this it will also be of interest and helpful to those primarily interested in constitutional law.

It is interesting to note the emphasis of the book in devoting separate chapters to recent Ontario Securities legislation, to mutual funds, and to access to corporate information. Although these matters have been the subject of discussion for many years in the United States, it is only now that we in Canada are catching up to our Southern neighbors in these areas. It is from these chapters as well as the ones dealing with corporate acquisitions that the practising lawyer will perhaps derive the greatest benefit from the book.

One feature that will immediately strike the reader is that three of the chapters are written in French: Chapter 4 deals with the interaction between the Civil Law and Common Law in Quebec; Chapter 7 deals with the objects and powers of companies in that province; and chapter 13 deals with the comparative aspects of management control by the shareholders.

On the whole the book will prove to be of great assistance to both students and lawyers alike and one can only hope that with its publication will commence a new era in the development in Canadian company law.

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MODERN TRENDS IN TREATY LAW. By Kaye Holloway. Dobbs Ferry, N.Y.: Oceana Publications, 1967. Pp. xx and 732.

Discussion on the Law of Treaties is almost at a point of culmination. On October 26, 1967, the Sixth (Legal) Committee of the United Nations General Assembly approved a draft resolution for adoption by the General Assembly which recommended acceptance of Austria's invitation to hold the international conference of plenipotentiaries on the Law of Treaties in Vienna, the first session to be held in March, 1968.¹ *Modern Trends in Treaty Law* is the newest, freshest bit of work on the problem

¹ *United Nations Monthly Chronicle*, November, 1967, 56.