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Book Review of *The Law of Partnerships and Corporations* by J. Anthony VanDuzer

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to the selection of a jury, to challenge for cause. The authors quote extensively and analyse relevant decisions and legislation to illustrate their arguments. Commentary from judges and lawyers provides an insider’s view of the jury selection process, while critical analyses of related social science literature explain the principles. Canadian law and practice is compared to that of the United States.

The information is presented in such a systematic way and the language so clear that even lay people will have few problems following the arguments and the steps of the jury selection process. For the busy practitioner, the book is a wealth of tactics and practical tips. It also includes in the appendices relevant provisions of provincial jury acts and the Criminal Code, an affidavit of Neil Vidmar, and recent statistics on challenge for cause allowed. Other practical information in the main text includes sample addresses by trial judges.

As the subtitle of the book, “Skills, Science and the Law” suggests, this book offers more than just practical skills. It also analyses cases that changed the jury landscape and outlines their possible implications in the future. The detailed table of contents and the index make it fairly easy to locate specific information and can almost serve as a summary of the various aspects of jury selection. The amount of primary and secondary literature quoted and cited is very impressive. It is a pity that the authors did not compile a bibliography of all secondary materials noted.

Although there are quite a number of law journal articles discussing different aspects of jury selection in Canada, there has been a lack of full-length books covering all aspects of jury selection in one single source. This book fills this notable void in recent Canadian legal literature. I highly recommend this book to all law librarians.

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This text, part of the Essentials of Canadian Law series published by Irwin Law, is directed toward a broad audience rather than the specialist corporate law practitioner. Intended readers include students of both law and business, general practice lawyers, accountants, and others concerned with business organizations. The author’s stated purpose is to examine the balance between the interests of the sole proprietorship, partnership, or corporation and its investors and stakeholders - creditors, customers, and tort victims. The book’s emphasis is on a practical application of the legal rules relating to the foregoing in an everyday context, primarily though not exclusively in a law practice. The author includes in this context not only day-to-day business activities, but also occasional activities such as corporate litigation and liabilities and shareholder remedies.

Despite the book’s title, only one of the book’s twelve chapters is dedicated to discussion of partnerships and the legal principles applicable to them. Nonetheless, the review contained therein of the law relating to partnerships is sufficient. In addition to a discussion of the nature and legal characteristics of partnerships, the chapter provides straightforward answers to some basic frequently arising questions for the non-specialist practitioner. There are brief and direct answers to questions about in whose name actions in involving partnerships are commenced and defended, and at what level partnership income is taxed.

The largest portion of the book is devoted to coverage of the corporate form of business. The nature and legal characteristics of corporations and the practical reasons for employing the corporate vehicle for doing business are outlined as are the legal principles relating to formation of corporations. The substantive chapters on shares and their dealing, corporate management and control, shareholders agreements, fiduciary and other directors’ duties, shareholder oppression and remedies are comprehensive in their coverage and likely to be frequently consulted. A full chapter is devoted to securities issues with which public corporations are concerned.

While the primary focus is clearly partnerships and corporations, the book’s scope encompasses a discussion of other business forms - sole proprietorships, joint ventures, franchises, co-ownership arrangements - and the characteristics, advantages, and disadvantages of each. By including useful discussion of key cases and citations to other works, the author succeeds in coherently synthesising and simplifying the law relating to business organizations, and in highlighting corporate and general business law issues. The chapter summaries should prove particularly useful to students and general practice lawyers. Whereas the book is an overview rather than an in-depth treatise on corporate law, the topic-specific reading lists included at the end of each chapter are useful in directing further research.

VanDuzer’s book is of greater use to students, accountants, lawyers whose practice focus is not corporate law, practitioners in other professions, and sophisticated businesspersons, than to the seasoned corporate lawyer. Law students, junior lawyers, and general practice lawyers will find this book useful in simplifying the often murky elements of
corporate and business organization law when quick reference rather than in-depth study is required. It is for these audiences that this reviewer recommends this work.

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This highly informative and practical self-help book should be on the bookshelf of anyone involved in legal disputes and of everyone who counsels individuals who are or may be involved in such disputes. The material deals with civil disputes only and has no relevance to the criminal justice system.

Mr. Ross, an experienced Ontario mediator, has written a clear and concise guide to the mediation process. The material is transparent, easy to read and well laid out with a very thorough table of contents in the beginning and a glossary at the back. There are tables that show the cost benefit ratio of mediation versus litigation. Several checklists take the reader through the necessary steps of the mediation process. There is also a sample Agreement To Mediate that can be used as a foundation document by disputants.

The author obviously favours mediation over litigation or arbitration. Ninety-five percent of legal disputes are settled out of court, while the average cost of a civil suit that gets to court is $38,000.00. The mediation route, if taken early enough, is much less costly in both monetary and social terms. While it is still a legal procedure that in most cases should have counsel advising the parties, it is the least adversarial method of dispute resolution. If the parties proceed to court or even arbitration, one party will win and the other lose. Mediation can minimize losses and maximize the total gains.

For negotiation to have a favourable outcome there has to be a great deal of commitment on all sides and an absolute willingness to negotiate in good faith. The work involved before the parties come to the table should, in itself, ensure that they see a resolution as possible if not probable. It is the job of the mediator to focus the negotiation towards an equitable resolution. The mediator is not a judge and should not be mistaken for one. Although there are various methods a mediator can employ, from directive on one end to interest-based on the other, the author’s preference is for the empowerment of the disputants to direct as much of the process as possible. This empowerment is the direct opposite of litigation, where the judge and the lawyers have complete control. The mediator is there to provide reality checks on both parties’ expectations.

During negotiations all parties are expected to be on their best behaviour. They should be courteous, prompt and straightforward. Statements by disputants should be addressed to their opponents, not to the mediator.

The case studies in the book universally show how successful mediation can or should proceed. However, one must understand that these are best case scenarios. The author himself dedicates a whole chapter to what he feels are obstacles to successful mediation. Among these impediments are anger, bottom line mentality, lack of preparation, insufficient disclosure, difficult people, difficult behaviour, bad timing, unrealistic expectations, missing party, over-emphasis on settlement, cultural barriers, power imbalances, lack of resources, institutional barriers and deadlocked mediation. The author also mentions that cases of abuse, either in the family or the workplace, are not suited to mediation.

While this is a good book about mediation, it is not a complete guide to Alternative Dispute Resolution (ADR). Various alternatives are described but mediation is the main focus.

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The Internet is a powerful communication tool. However, in the wrong hands it can become a lethal weapon that can destroy any business. Daniel Janal’s book describes real-life stories of cybercrimes that have happened to people who do business on the Internet. He gives examples of what could have been done to prevent the crimes from happening and explains the scenario from the occurrence of the crime to the apprehension of the hacker. Janal’s book is both reactive and proactive. It is packed with ways businesses and users can protect themselves. He discusses in detail hardware fixes, software fixes and legal steps to take.

This book explains the strengths and weaknesses of e-mail and provides step-by-step tips for combating common annoyances, such as creating e-mail filters. The author dis-