

## BOOK REVIEWS.

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THE ANNOTATED CORPORATION LAWS OF ALL THE STATES. Compiled and Edited by ROBERT C. CUMMING, FRANK P. GILBERT and HENRY L. WOODWARD. Albany: J. B. Lyon Company. 1899.

It has become customary for persons living in one jurisdiction to avail themselves of the privileges of association conferred by the corporation laws of some other. Indeed, the states of the Union may be divided roughly into classes with reference to the policy manifested by their legislation dealing with corporate organization. Some of the states (as for example, Delaware, New Jersey and West Virginia) are well known as states which invite the organization under their laws of corporations whose promoters intend to do business in jurisdictions other than that in which the charter is granted. Every day experience teaches a practicing lawyer the importance of having at hand the means of obtaining reliable information about the corporation laws of states other than his own. The compilers of the volumes under examination have undertaken to supply this want. The result is that their publishers are able to offer to the profession an extremely useful compilation. In addition to the general corporation statutes of the several states, the editors have included in their work the provisions of state constitutions and statutory enactments bearing upon receiverships, proceedings in *quo warranto*, status of claims for wages, factory and police regulations, taxation, procedure in actions by and against corporations and trusts and combinations for the regulation of trade. The editors have wisely refrained from attempting to frame compendious statements of the effect of statutes and have, instead, followed the safer plan of giving to the reader the language of the statutes themselves. No attempt has been made to include statutes applicable exclusively to special classes of corporations. It was probably found impossible to include all this matter. At the same time it must be admitted that the omission of such statutory provisions has tended to lessen the value of the work as a book of reference. This is, perhaps, especially true in the case of Pennsylvania legislation, for in that state the general treatment of corporations is fragmentary and unsatisfactory, and many of the most important acts are those which relate exclusively to certain of the more important classes of bodies corporate. The notes of decisions in construction of statutes are most useful. The reviewer has satisfactorily tested the accuracy of them in a number of typical instances. An index to the legislation of each state follows immediately after the statutes themselves. By an ingenious device, consisting of a page of heavy,

colored paper before and after the portions of the work devoted to each state, the several portions are separated one from another and the entire work has the effect of a series of pamphlets bound together in volumes, an arrangement which greatly facilitates the labor of reference. There seems to be no reason to doubt that this collection of statutes will become very popular with the profession.

G. W. P.

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MONOPOLIES AND THE PEOPLE. By CHARLES WHITING BAKER, C. E. New York: G. P. Putnam's Sons. 1899.

The problems presented by the formation of great combinations of capital, commonly designated as trusts, are among the foremost in the eyes of the public at the present time. The possibility, and even probability, that the control of trusts may become an important political question in the near future, makes any book which deals with the question in a practical, common-sense manner, from an impartial point of view, very welcome.

Such a book is "Monopolies and the People," by Mr. C. W. Baker. This work was first published ten years ago. The present edition (the third) has been thoroughly revised, and a number of chapters added under the general title of "A Decade of Progress toward the Death of Competition." These closing chapters bring the statistics and history of the trust movement down to the present year.

The first portion of this book is devoted to a brief, but remarkably clear statement of the arguments usually advanced for and against the substitution of some form of combination for the former system of industry based on free competition. Then follows a description of the history and development of the monopolies in the several great branches of commerce; *e. g.*, in mineral wealth, in transportation, in trade, and in the labor market. The chapter on the latter subject is of especial interest because in it Mr. Baker points out what is seldom realized: the tendency towards the elimination of competition among wage-earners in many branches of trade. But we feel that the author has overestimated the strength of the trade unions, as for instance where, in speaking of the Burlington R. R. strike of 1888, he claims that the engineers might have secured their demands and more, and only refrained from so doing because of their good sense and honesty.

In his closing chapters the writer sets forth briefly the remedies for the difficulties set forth in the first part of the book. He realizes that the era of free competition has past, and that combinations are an inevitable outcome of present economic conditions. Assuming, therefore, that trusts have come to stay, he points out how he would endeavor to secure the benefits of them to the consumer. Thus, for instance, he advocates not the prohibition of railroad "pooling," but regulation of the railroads by the state by means

of government directors on their boards. Again, in the case of municipal monopolies, he recommends that the cities should undertake the operation of such *quasi* public corporations as gas works and street railways.

As to trusts in general, Mr. Baker believes that many of their harmful results could be obviated by (1) the securing of legislation which would place the granting of charters to them in the hands of Congress, and not in the states; (2) the adoption of a system by which the accounts of all trusts should be made public; and the placing of government directors to represent the interests of the people on the boards of directors of all trusts.

While we cannot agree with the advisability of adopting certain of these remedies, still they are as the suggestions of a practical business man worthy of earnest thought.

Mr. Baker's book is not a legal discussion of the subject. The question of modern trusts is considered from the standpoint of a business man and student of economics, not from the point of view of a lawyer. However, to any student of public affairs, it is a work full of valuable material and helpful suggestion.

R. D. J.

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REVIEW OF THE CONSTITUTION OF THE UNITED STATES. By W. G. BULLITT. Cincinnati: The Robert Clarke Company. 1899.

Such a small treatise attempting to go into principles, already so voluminously treated by so many eminent men, seems to us at first blush a rather bold, and, perhaps, unsuccessful effort. Such was our first impression until we had given Mr. Bullitt's work a more thorough inspection, and noted, with some surprise, the amount of truly scholarly work and research he had managed to condense into one small volume.

The pivotal point upon which this work swings and which its author so fondly defends in the face of a continually decreasing belief among *younger* members of the bar, is a power inherent in the *people* and the duty of the states to watch their rights closely and prevent a gradual absorption of powers where only certain ones are delegated by the Federal Government.

To fully sustain this point, and right successfully is it done, the author finds it necessary to trace certain principles found in our present government from their earliest infancy among our Anglo-Saxon ancestors.

Skillfully and rapidly he depicts the representative theory in the Anglo-Saxon family, husband representing all its members in the different gemots or gatherings, then down through English history until our own Articles of Confederation are drawn up and adopted. Here again our attention is forcibly called to the power of the people in that clause so familiar to us all, "each state retains its sover-

eignty, freedom and independence, and every power, jurisdiction and right which is not by this confederation expressly delegated to the United States in Congress assembled." Later we are reminded that the object of the Constitutional Convention is to *amend* the Articles of Confederation; "not to do away with the old law, but to amend it so as to make it meet the needs and exigencies of the government."

This argument, historically produced up to this point, holds us by its precise neatness and overwhelming truth. From here the author plunges into the Constitution, and, seizing upon certain decisions, acts and precedents, shows us just how and where this reserve power left in the states has been curtailed and intrenched upon. A notable instance of this is his criticism of the case of *In re Neagle*, where, in speaking of the President's right to protect Justice Field when in the State of California, he says: "The claim that Neagle was obeying orders of the President in going with Justice Field to protect him, concedes that he was in the act of violating that provision of the Constitution that requires the United States to guarantee to the *states* republican forms of government and the exercise of their *police power*."

Another topic in this work, which lack of space does not permit us to treat more fully, is its discussion of prohibition against admitting states remotely separated from the union, the prohibition against buying or selling the sovereign title to territory and its inhabitants.

It is, however, with unusual force of argument and clear diction that an attack is justly made upon the Fifteenth Amendment, now so firmly imbedded in our Constitution, and which, although we may doubt the wisdom of, we cannot controvert. The arguments here, as elsewhere, are such that one, firmly opposed to the assertion, can find no flaw in the reasoning.

On the whole, we think that after a careful study of the recognized standard works on the Constitution we could recommend no work better adapted than Mr. Bullitt's for the broadening and dilating of ideas already gained, and enlarging the scope of the grasp on the questions it considers.

T. C.

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FIRST STEPS IN INTERNATIONAL LAW. By SIR SHERSTON BAKER, Bart. Boston: Little, Brown & Co. 1899.

The recent war between the United States and Spain raised many questions of international law, which, owing to the vast commerce of the former nation were of peculiar interest to the people of England and the United States in particular, and it was owing to this that the present volume was given to the public.

The author in his preface clearly states that his purpose in writing was to present "a manual of international law, written in easy language and not too large a volume, which might meet with

the approbation of the public and supply a want to students." We think he has fully attained his end. There are, indeed, many works on international law, but they are designed only for those who are well versed in the subject, and are entirely beyond the reach of those who don't propose to make it a life-study. To the general public, and even to students, international law has but a vague significance. Based as it is upon ever-varying customs and elusive precedents, the average person has great difficulty in ascertaining the underlying principles of this great system.

Sir Sherston Baker has removed all this difficulty by writing the present volume. While its pretensions are small and its author disavows any intention to give to the public a voluminous work, still we must call attention to the vast amount of learning and careful research which he displays in its make up.

The book opens with a very interesting and instructive historical sketch of the subject wherein the laws of nations are traced from their earliest beginnings among the Jews, the Greeks and Romans through eleven distinct periods to the present day.

The nature and sources of international law are then taken up and ably discussed. He treats of in turn the rights of nations, and finally details the usages of states in their intercourse with one another. Every phase of the subject is treated in a plain and concise style, and in the appendix is inserted a digest of the more important cases for those who are inclined to look for the authority for statements made in the course of the work.

The volume, we think, is very meritorious, and, no doubt, will prove of great value to the general public and to students. It is, moreover, gotten up in first-class style, being well indexed, and should prove invaluable as a book of ready reference to those who are but rarely engaged in dealing with international questions.

*M. H.*

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A TRUSTEE'S HANDBOOK. BY AUGUSTUS PEABODY LORING, of the Suffolk Bar. Boston: Little, Brown & Company. 1898.

We particularly recommend this little book to any one who finds himself called upon to undertake the duties of a trustee. So far as we are informed it is the only complete work of its kind, and one could not wish for a clearer or more concise statement of the practical rules governing the relation of trustee and beneficiary. There is here no exhaustive discussion of legal principles, or long citation of conflicting decisions; for these the reader is referred to the standard text-books on the subject. One leading and illustrative case is cited with each settled principle laid down, while where decisions are in conflict, that fact is noted, and one or two of the leading decisions on each side are mentioned. Where rules are dependent upon statute, a brief abstract is given for each state; the general application of the work is thus apparent. It is, per-

haps, not too much to say that the book contains practically everything a trustee is ordinarily required to know.

The general practitioner will also find the work valuable as presenting in a few pages a complete working outline of a very practical subject. There is a very complete index and a table of cases.

*C. H. H.*

**BRYANT'S CODE PLEADING.** Second Edition. Boston: Little, Brown and Company. 1899.

This work will doubtless prove invaluable to a great many lawyers and students in the United States to-day, for twenty-seven states and territories have now adopted Code Pleading. New York was the first, we believe, to do this and about one-half of the states and territories, notably California, Connecticut, Indiana and Ohio, followed suit at a later date. The scope of the work and its novelty are well gleaned from the author's preface. The work contains "the combination of a condensed summary of the common law rules of pleading, an outline of the equity system of pleading and a general statement of the code system as now established by statute and interpretation. Add to this a chapter on the civil law system of pleading, a good general index and "an analytical index of the code provisions relating to pleading in the twenty-seven code states and territories," and we have a work well worthy of the author, who is Dean of the Law School of the University of Wisconsin. Typographically the work is good; the print is always clear, though rather fine at times.

*J. M. D.*

**GENERAL DIGEST, AMERICAN AND ENGLISH.** Vol. VI. New Series. Rochester, N. Y.: Lawyers' Co-operative Publishing Co. 1899.

At last we have a digest where not only are gathered the digested decisions from *all* American courts, federal and state, and intermediate as far as reported, but higher courts of England and Canada, with frequent citations from leading text-books.

In fact, in this series the publishers have offered us works complete in every way.

While regretting that lack of space forbids us to go into the merits of this digest more elaborately, we can, at least, heartily recommend it to the profession.

**PROBATE REPORTS ANNOTATED.** Vol. III. By FRANK S. RICE. New York: Baker, Voorhis & Co. 1899.

The fact that during every generation four-fifths of the entire real and personal property of seventy millions of people passes

under the absolute control of the probate jurisdictions of this country is sufficient excuse for a far more superior publication on this subject even in this age of publications. . But when we are aided in our research by an effort like Mr. Rice's we feel grateful indeed. These reports have condensed work which many precious hours would be consumed in looking up. Even in this 19th Century, remarkable for condensed material, we readily find place for such works.

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AMERICAN PRACTICE REPORTS. Vol. I. Edited by CHARLES A. RAY, LL.D. Washington Law Book Co. 1899.

These reports, which are meant to shorten the arduous labor of looking up many cases on small points in procedure, should be almost invaluable to the active practitioner. They are arranged to appear by advanced parts, thus being strictly up to date.

The arrangement by states, so that it is easy to find the law of a given jurisdiction in a short time, is most convenient. In this series Judge Ray and his associates are materially aiding the actual struggles of the practice of the law for the legal fraternity.

*T. C.*