

Washington Law Review

Volume 1 | Number 1

6-1-1925

Principles of Corporation Law, by William W. Cook (1925)

Ivan W. Goodner

University of Washington School of Law

Follow this and additional works at: <https://digitalcommons.law.uw.edu/wlr>



Part of the [Business Organizations Law Commons](#)

Recommended Citation

Ivan W. Goodner, Book Review, *Principles of Corporation Law*, by William W. Cook (1925), 1 Wash. L. Rev. 77 (1925).

Available at: <https://digitalcommons.law.uw.edu/wlr/vol1/iss1/10>

This Book Review is brought to you for free and open access by the Law Reviews and Journals at UW Law Digital Commons. It has been accepted for inclusion in Washington Law Review by an authorized editor of UW Law Digital Commons. For more information, please contact cnyberg@uw.edu.

and forms of organization have in too many cases been uncomprehended by legislative assemblies.

Political expediency and personal bias bring tremendous pressure to bear upon an appointive commission. There is a danger that the views of so uncompromising a leader as the late President Wilson (who held monopoly an abhorrent thing and competition the desirable state) may lend color to decisions which ought to be as carefully weighed and as far removed from any accusation of political expediency as those of the Supreme Court.

A careful study of the activities of the Federal Trade Commission in the nine years or so of its existence leads Mr. Henderson to conclude that,

First: There is a real need for a revision of procedure which will free the Commission from the necessity of acting in the double role of prosecutor and judge. This, he points out, might be done in such form as to help to prevent damaging publicity and prejudice resulting from the fact that prosecution is conducted by the United States and at the same time more control might be exercised over the matter covered in hearings and some long drawn out and purposeless suits might be avoided.

Second: There is need for the adoption of the judicial form of decision, already familiar for centuries in our courts, in order that principles may emerge, based on recorded facts, which will help to avoid the uncertainty and confusion so apparent as a result of the present formalistic findings.

Last of all, as the author points out, monopoly and restraint of trade are the main issue, and time should not be wasted on petty squabbles and dishonesties. The Commission has attempted to handle too many cases. There is a warning for all of us in the statement that, "A crusade is more spectacular than a scientific inquiry, and a moral issue has greater political value than a practical adjustment."

The clearness of type and excellent quality of paper and binding are worthy vehicles for the scholarly, well weighed and clearly handled examination into the nature and functions of one of our most important commissions.

K. E. LEIB.

PRINCIPLES OF CORPORATION LAW. By William W Cook. Ann Arbor, Mich.. Lawyers' Club, Univ. of Mich., 1925. pp. xiv, 815.

Here is a book deserving of special notice, one that appears to be the pioneer of a new type of text-book. As the author says in the preface: "This book is an experiment to condense, simplify and clarify the law, for the use of the lawyer, law student and layman. In an article published in the Michigan Law Journal in February, 1923, on 'The Law Book of the Future', I proposed a new type of text-book, stating general principles with a few applications, and with foot-note references to elaborate text-books and to the decisions of the Supreme Court of the United States. This book has been written on that theory, the references being chiefly to the eighth edition of the author's six-volume work on corporation law, and to the decisions of the Supreme Court. References to very recent decisions are also added."

The work consists of 815 pages. The type is clear and easily read, the paper is thin, and the volume makes a very easily handled book but a little more than an inch in thickness, well bound in flexible covers. Mechanically it is a great improvement on the cumbersome text-book generally inflicted on the bench and bar.

This excellent publication is what it professes to be—a treatise on the principles of corporation law, and should prove invaluable to lawyers desiring to brush up on fundamentals and to students for general study and especially in reviewing. Mr. Cook has long been recognized as a sound authority on

stock, stockholders and general corporation law, and in this work he has drawn most generously upon his fund of accumulated knowledge, and has expressed himself in definite language easily understood.

Some of the features of arrangement are unique and exceedingly valuable. For example, Chapter I, consisting of 53 pages, is entirely devoted to "definitions and characteristics" and citations in support of the text are chiefly decisions of the Supreme Court of the United States. This chapter alone is worth the price of the book.

The topics presented and discussed can best be understood by quoting the head-lines of the several chapters: Chapter I has been referred to: Chapter II—Subscriptions to and liabilities on stock; conditional subscriptions; fraud, calls; forfeitures; defenses to suits; corporate creditors' suits; statutory liability irregular incorporation liability, and voluntary aid by directors or stockholders to an embarrassed corporation: Chapter III—Who may subscribe to or purchase stock? Power and liability of various parties, corporations, holding companies, directors; unissued stock; partners; joint tenants; tenants in common, joint operators; infants; married women; agents; "dummies" transfers; various parties; executors; legacies; life estates and remainders; gifts; guardians; pledgees: Chapter IV—"Watered" stock: Chapter V—Increase, decrease and overissue of capital stock: Chapter VI—Sales of stock: Chapter VII—Illegal combinations by corporations, commonly called "trusts" Chapter VIII—Pledges and mortgages of stock: Chapter IX—Brokers and their contracts: Chapter X—Actions and measure of damages in suits relative to stock: Chapter XI—Examination of corporate books and papers; unreasonable seizures and searches: Chapter XII—Dividends: Chapter XIII—Stockholders' powers, meetings and elections; directors' meetings and acts; mode of making corporate contracts; liability on unauthorized or irregularly executed contracts: Chapter XIV—Constitutionality of amendments to charters; police power commissions; reduction of rates; condemnation: Chapter XV—Frauds of directors and others on stockholders: Chapter XVI—Ultra vires; intra vires; negligence of directors and discretion as to suits by or against the corporation: Chapter XVII—Stockholders' suits in behalf of all stockholders to remedy frauds and ultra vires acts; pleadings, practice, etc., laches as a defense: Chapter XVIII—Bonds and mortgages: Chapter XIX—Receivers: Chapter XX—Foreclosure: Chapter XXI—Reorganizations: Chapter XXII—Taxation: Chapter XXIII—Dissolution and forfeiture of franchises: Chapter XXIV—Unincorporated associations; English trusteeships; New York joint stock companies; Massachusetts trusts: Chapter XXV—Public service corporations.

This unique treatise is painstakingly written, is sound, a credit to its author and worthy of an honorable position in any lawyer's library. Its value to the student is beyond question. It is as well adapted to the use of the layman as any purely professional book can well be.

IVAN W GOODNER.

CASES ON THE LAW OF PUBLIC SERVICE, INCLUDING THE LAW PECULIAR TO COMMON CARRIERS AND INNKEEPERS. By Charles K. Burdick. Second Edition. Boston: Little, Brown & Company, 1924. pp. vi, 738.

This book is arranged in two parts. Part I, 541 pages, deals with the principles of law applicable alike to all public service agencies. It is presented in seven chapters entitled: The Bases of the Duties of Public Service, 103 pages; The Service to Be Rendered, 79 pages; The Right to Make Rules for the Service, 40 pages; Rates, 170 pages; Discrimination, 57 pages; Adequate Facilities, 45 pages; and Withdrawal from Service, 40 pages.

Part II, 182 pages, is entitled "The Law Peculiar to Common Carriers and Innkeepers" though it includes only two cases dealing specifically with innkeepers. It is divided into seven chapters entitled: Common Carriage and Innkeeping, 19 pages; Commencement of the Undertaking, 18 pages; The