

not mentioned many leading Australian decisions such as *Pioneer Concrete Services Ltd v Yelnah Pty Ltd*²² and *Briggs v James Hardie & Co Pty Ltd*²³ in reference to 'lifting the corporate veil', and *Bank of New Zealand v Fiberni*²⁴ when dealing with contractual liability.

The book leaves few divisions of the law untouched, but its brevity may be a limitation if the student wishes to use it as a primary resource for assignments or examinations. I recommend the conscientious law student invest in a more comprehensive text, as the deficiencies of the 'Nutshell' outweigh its usefulness for study purposes.

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Drafting

By Ros Macdonald and Denise McGill

Butterworths, 1997, pp xxix, 312 with index, \$48 (pbk)

Drafting is a welcome textbook for students and teachers studying modern legal drafting. Practitioners will also find it an extremely useful reference guide in their practice as it covers fundamental issues and principles relevant to some of the most common types of transactions in legal practice in all Australian jurisdictions. With its simple structure, concise style and expression, clear identification of relevant issues and principles, and numerous examples, this book is very well suited for the purpose for which it purports to be written. As the first textbook that summarises general principles of modern legal drafting and their practical application to specific transactions in Australia, it fills an important gap in Australian legal-education literature, complementing general texts on drafting,²⁵ and specialised texts in particular fields.²⁶

22 (1987) 5 ACLC 467.

23 (1989) 7 ACLC 841.

24 (1994) 12 ACLC 48; (1994) 12 ACLC 232.

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25 See for example JK Aitken, *Piess: The Elements of Drafting* (9th ed, Law Book Co, 1995).

26 See for example WD Duncan, *Commercial Leases* (2nd ed, Law Book Co, 1993); AG Lang et al, *Commercial Leases* (LAAMS Publications, 1993); JK de Groot and KF Maxwell, *Legal Letter Writing* (Blackstone Press, 1994).

The authors are both lecturers at Queensland University of Technology, teaching the subject of legal drafting. They are acutely aware that '[l]egal drafting is much more than simply using good English. It is the application of knowledge of the substantive law and of good drafting techniques to a particular transaction'.²⁷ They have skilfully demonstrated this point by detailed examination of all issues involved in a particular transaction, clear statement of relevant legal principles and their application to and implication in the transaction, explicit examples illustrating these applications and implications, and lucid analysis of drafting techniques applicable to the transaction—a pattern underlying the text consistently throughout the book.

Drafting comprises ten chapters in total. The first chapter conveniently summarises general principles in modern legal drafting, with particular emphasis on the 'Plain English' principle, by which the authors mean clear, plain and straightforward expression, using only as many words as are necessary. They point out that the aims of drafting are to record accurately and precisely what the client wants or the terms of agreement in a transaction, to protect the client's interests in an overall sense, and to keep the client out of court. To achieve these aims, they expound the fundamental principles of document construction, rules of document drafting (including its structure, style, paragraphs and sentences), and the use and choice of language (particular words and phrases) from both the drafter's point of view and the court's point of view. These are then applied to nine selected areas: deeds, special conditions, options, leases, sale and purchase of a business, Torrens title mortgages, guarantees, pre-nuptial agreements, and alternative dispute resolution clauses. Each of these areas are carefully examined in great detail in the subsequent nine chapters, focusing on the combined use of substantive law and of drafting techniques to achieve specific objectives in each particular transaction. Through the statement of principles and examples, by the style and organisation of the book itself, *Drafting* promotes clarity and brevity in drafting accurate and precise legal documents. It provides students with a good example of legal writing in general.

Whilst it is impossible to cover the field, it is somewhat regrettable, in the reviewer's opinion, that the two areas of will drafting and drafting of legislation are noticeably absent in this otherwise rather comprehensive textbook. Of course, each of these areas deserves special treatment sufficient for a single text. A similar summary of main

27 R Macdonald and D McGill, *Drafting* (Butterworths, 1997) p 1.

points to other areas treated in this book would help both students and practitioners broaden their scope of thinking, and would enhance the value of the book itself. The authors might consider inclusion of these two important areas in their next edition.

The legal profession is a highly skilled, specialist profession. In preparation for entering into such a profession, students are required to possess a wide range of basic skills including drafting skills. Practitioners already in the profession must improve and update their skills in the ever-changing market. The publication of Butterworths Skills Series (under which title this book is published) is thus a positive and farsighted move towards facilitating the meeting of these demands.

It may be argued that skills are developed through practice, and not simply by reading. However, reading skills texts can be of great benefit to both the junior and veteran practitioner alike. In this respect, this textbook on drafting skills will be an invaluable guide to those who wish to practise their drafting skills. It will provide the basis for the cultivation of drafting skills by consciously guiding the readers to apply the principles and techniques discussed in this book in their drafting practice.

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