



1961

Book Review

William K. Gardner
Cleveland-Marshall Law School

Follow this and additional works at: <https://engagedscholarship.csuohio.edu/clevstlrev>



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

How does access to this work benefit you? Let us know!

Recommended Citation

William K. Gardner, Book Review, 10 Clev.-Marshall L. Rev. 546 (1961)

This Book Review is brought to you for free and open access by the Journals at EngagedScholarship@CSU. It has been accepted for inclusion in Cleveland State Law Review by an authorized editor of EngagedScholarship@CSU. For more information, please contact library.es@csuohio.edu.

*Reviewed by William K. Gardner**

ROWLEY ON PARTNERSHIP, 2d Ed., by Reed Rowley. Publisher, The Bobbs-Merrill Co., Indianapolis, Ind. Two Volumes (1960).

It was entirely fitting that Reed Rowley, late of the Ohio Bar, was selected to write the Second Edition of this monumental and comprehensive work on partnerships. He possessed a keen and analytical legal mind, and was a member of a family devoted to the legal profession. His uncle, Scott Rowley, Professor Emeritus of Drake University Law School, was author of the first edition, and his father, the late Arthur E. Rowley, served with ability and distinction as judge of the Probate Court of Huron County, Ohio, for many years, and was a co-founder of the Cleveland (now Cleveland-Marshall) Law School. Reed Rowley devoted the last several years of his life with indomitable energy to the prodigious feat of producing the manuscript for this exhaustive treatise on partnership law, which was concluded almost co-extensively with his untimely death.

In this edition the author has accomplished a masterful result of correlating the Uniform Partnership Act with the common or case law of partnership.

The first chapter contains a scholarly discussion of the historical background of partnerships, including some of the phases of the law based on the Code of Hammurabi, King of Babylonia (about 2300 B. C.), which was essentially a farming and mercantile empire; also, some of the aspects of the Jewish law pertaining to partnerships; and of the Roman civil law, growing out of the Justinian Code, where the definition of a partnership bore a striking similarity to our modern definition thereof:

“A contract by which two or more persons agree to combine their property or labor, or both, on the condition of sharing the common profit or loss.” (Citing Morey's *Outlines of Roman Law*.)

There is also a brief reference to the early Chinese law of partnership; the Law Merchant, as pertained to partnerships; also the early English law, and the later development thereof, including the English Partnership Act of 1890.

Chapters 2 to 43, inclusive, embody Definitions; Knowledge and Notice; Rules of Construction; Determination of Existence of Partnership; Partnership Property; Relations of Partners to

* Professor of Law, Cleveland-Marshall Law School.

Persons Dealing with the Partnership; Partnership Powers; Conveyances of Real Property; Admissions or Representations by Partners; Knowledge of or Notice to Partner; Wrongful Acts; Breach of Trust; Partner's Liability; Partner by Estoppel; Liability of Incoming Partner; Relations of Partners Inter sese; Rights and Duties in Relation to Partnership; Partnership Books; Duty of Partners to Render Information; Breach of Duty; Partner Accountable as Fiduciary; Right to an Account; Continuation of Partnership Beyond Fixed Term; Extent of Property Rights of a Partner; Nature of Partner's Right in Specific Partnership Property; Nature of Partner's Interest in the Partnership; Assignment of Partner's Interest; Partner's Interest Subject to Charging Order; Dissolution and Winding Up; Partnership Not Terminated by Dissolution; Causes of Dissolution; Dissolution by Decree of Court; Effect of Dissolution on Authority of Partner; Right of Partner to Contribution After Dissolution; Power of a Partner to Bind Partnership After Dissolution; Effect of Dissolution Upon Partner's Existing Liability; Winding up of Partnership; Rights of Partners to Partnership Property; Rights Where Dissolution is for Fraud or Mistake; Rules for Distribution; Rights of Business—of Creditors and Liability; Continuation of Business—Rights of Partners, and Accrual of Actions.

Volume 1 ends with an Appendix, containing the American Uniform Partnership Act and the English Partnership Act.

Volume 2 (Ch. 44) sets forth in detail modifications affected by the Uniform Partnership Act in pre-existing law.

Chapters 45 to 51, inclusive (Vol. 2), deal with remedial or procedural law, including Statutes of Limitation; Statutes of Fraud; Fraudulent Conveyances; Actions for Accounting; Actions Between Partners; Actions with Third Persons; Pleading and Evidence.

There are chapters on Bankruptcy of Partners and Partnerships; Joint Adventures; Limited Partnerships; Joint Stock Companies; Business Trusts; Mining Partnerships; Partnership on Defective Corporation, and Change of Partnership Into Corporation, by David Sive, of the New York Bar.

All of the chapters of the text are subdivided into numerous sections, containing sub-topics on related subjects in detail.

The last Chapter (59) contains multiple Forms of co-partnership agreements, and specific provisions therein, and several procedural forms.

An astonishing number of decisions were reviewed and cited, from a wide range of jurisdictions. There is an Index of Cases, consisting of more than 300 pages, in addition to the index to the text, which appears to be quite thorough.

These two volumes would be a valuable, if not essential, addition to the library of any law firm or general practitioner.