

created the law. However, this essay is in contradiction to the articles which follow as it seems to be written under the assumption that the reader is already well versed in human rights problems and can readily understand the academic purr words of the author's discipline.

My final criticism of this book is directed toward the publisher. In an effort to conserve space, there is very little margin — the page is covered with print, and indentation for paragraphs and quotations is minimal. Not only does use of space cause visual discomfort to the reader, but it affords very little area to make notations in the margin of what was intended to be a resource book.

It is evident that the editors compiled these essays to provide a research and resource text for the growing number of our citizens who have recently become rights conscious and need to acquire over one hundred years of history of Canada's record in protecting the rights and freedoms of its people. This commendable objective has been achieved.

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***Secured Transactions in Personal Property in Canada*, Richard H. McLaren, Toronto: Carswell Co. Ltd., 1980. 2 Volumes. Pp. xxii, 766. \$80.00 (loose-leaf).**

Canadian law governing security interests in personal property underwent a sweeping change when the *Personal Property Security Act*¹ (P.P.S.A.) as adapted from Article 9 of the United States *Uniform Commercial Code* was proclaimed in Ontario in 1976, in Manitoba in 1978² and in Saskatchewan in 1980.³ Two other provinces, British Columbia and Alberta, have produced exposure drafts of similar legislation⁴ and in Quebec the Civil Code Revision Office has recommended the incorporation of important aspects of Article 9 in the

¹R.S.O. 1970, c. 344 as amended.

²1973 (Man.), c. 5.

³Stat. Sask. 1980, c. P-6.1

⁴See: British Columbia, Ministry of Consumer & Corporate Affairs, *A Proposed Personal Property Security Act*, July 1978; Alberta, Department of the Attorney General, *Proposals for an Alberta Personal Property Security Act*, Discussion Paper, November, 1978.

revised *Quebec Civil Code*.⁵ The primary purpose of Article 9-type legislation is to provide rules under which secured transactions in personal property can be concluded with reasonable certainty. In an effort to achieve this purpose the multiplicity of former common law, equitable and statutory security devices is replaced with the single concept of a "security interest" and the multiplicity of former registration systems is replaced by a fully computerized notice-filing and retrieval system.

In this major two-volume work Professor McLaren has filled an existing void for a varied readership in P.P.S.A. jurisdictions. Here are the answers to most of the day-to-day questions that will arise concerning the new legislation and both legal practitioners and businessmen in the field of commercial and consumer credit will find the text an invaluable tool.

The book, following the established pattern for this genre, approaches the analysis of P.P.S.A. legislation from the point of functional topics and is divided into eight parts. Happily for the reader it has little of the choppyness ordinarily associated with this type of text which all too frequently presents a multitude of bewildering cross-references to other sections which make a reader wish that he had a few more fingers with which to keep his place in the book.

Part I is a narrative introduction to the new concepts created by the Ontario and Manitoba legislation. In this chapter Professor McLaren provides an in-depth examination of the scope of each Act and the respective treatment afforded the concepts of attachment, perfection, after-acquired property, conflicts and priorities. He provides in addition an extensive commentary on the rights and duties imposed by each Act upon the secured party and the debtor both independent of and after default and the effects of authorized and unauthorized dispositions of collateral subject to a security interest. Overall, the author must be commended for providing to his readership a sufficiently detailed and fully integrated introductory analysis of the conceptual tools and framework of the new legislation. It should also be pointed out that his laudable attempt at brevity has not sacrificed ease of understanding for incisiveness of expression. As a result, the usefulness of the introductory analysis to the law student is underscored by the publisher's decision to issue a reprint of Part I as a special student edition in paperback form. A major criticism, however, is the rather cursory treatment afforded the relationship between the *Personal Property Security Act* and the *Corporation Securities Registration Act*⁶ in Ontario. The status of corporate securities is an area of significant confusion causing some commercial lawyers in Ontario to register corporate instruments under both the C.S.R.A. and

⁵Civil Code Revision Office, *Report on Security on Property*, Report No. XXXVII, Montreal, 1975.

⁶R.S.O. 1970, c. 88 as amended.

the P.P.S.A. This shortcoming in the McLaren commentary will in all probability resolve itself as a result of a Draft Bill⁷ the primary purpose of which is to repeal the C.S.R.A. and to amend the P.P.S.A. to the extent required to have it apply to corporation securities.

In Parts II and III Professor McLaren describes the mechanics of registering and the searching mechanisms of the P.P.S.A. computerized notice-filing and retrieval system, a system which does not accept copies of the security agreements but rather relies exclusively upon the very precise and limited information required to be furnished in a mandatory financing statement.

The P.P.S.A. grants statutory remedies for all types of secured transactions and due to the singular concept of "security interest" the same default remedies are available for all transactions. In Part IV the author describes these remedies and the steps to take when attempting to realize on the security. Fortunately for the reader he devotes considerable attention to setting out when and why a particular remedy should be chosen over another.

Part V entitled "Transactional Documents Explained" is probably the author's most helpful contribution to the busy practitioner. He illustrates possible formats that various consumer and commercial documents might take and provides lucid explanations of the proposed clauses. The format followed is to discuss the transaction involved with reference to the sections of the P.P.S.A. noting provincial variation where appropriate.

Parts VI and VII are a comprehensive reference source containing up-to-date versions of the statutes, regulations and prescribed forms. In Part VIII case law decided under the new legislation is topically classified and summarized together with full reporting of the major judgments.

It is something of a chock to realize the important developments which have occurred in the brief interval since publication of Professor McLaren's work in January, 1980 and publication of this review, *viz.* proclamation of the Saskatchewan P.P.S.A.,⁸ which is the most refined and sophisticated piece of legislation to date, and substantial amendments proposed to the Ontario P.P.S.A.⁹ These changes will of necessity require extensive updating but fortunately the two-volume format and a fixed-post type of loose-leaf binding should facilitate the undertaking.

⁷Exposure Draft: *An Act to Amend the Personal Property Security Act*, Ontario Ministry of Consumer and Commercial Relations, 1980.

⁸*Supra*, footnote 3.

⁹*Supra*, footnote 7.

In *Secured Transactions in Personal Property in Canada* Professor McLaren has begun the very difficult task of presenting a truly Canadian mosaic of personal property security law in those jurisdictions enacting P.P.S.A. legislation. Unfortunately, the shortcomings of pre-P.P.S.A. law in the Canadian provinces were not and are not perceived with an equivalent acuity.¹⁰ Professor McLaren's ultimate task will inevitably lead to the most complicated of parallels and deviations from province to province. To date, however, the arrangement of his material has much to commend it and the two volumes should be a valuable and easily used reference work.

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¹⁰Both the Ontario and Manitoba statutes which form the subject matter of Professor McLaren's work to date are adapted solely from the 1962 United States *Uniform Commercial Code*. The American code was substantially revised in 1972 with the result that provincial law reform commission reports subsequent to that date take such changes into account in their proposed legislation.

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***Milligan's Correlated Criminal Code & Selected Federal Statutes*, Bruce C. Milligan, Toronto: Butterworths, 1979. Pp. 500+ (unnumbered). \$15.95 (paperback).**

As the title indicates the book contains correlated *Criminal Code*¹ and eight selected Federal Statutes; namely, *Interpretation Act*,² *Bill of Rights*,³ *Identification of Criminals Act*,⁴ *Canada Evidence Act*,⁵ *Juvenile Delinquents Act*,⁶ *Food and Drugs Act*,⁷ *Narcotic Control Act*⁸ and *War Measures Act*.⁹

¹R.S.C. 1970, c. C-34.

²R.S.C. 1970, c. I-23.

³8-9 Eliz. II, c. 44 (Canada).

⁴R.S.C. 1970, c. I-1.

⁵R.S.C. 1970, c. E-10.

⁶R.S.C. 1970, c. J-3.

⁷R.S.C. 1970, c. F-27.

⁸R.S.C. 1970, c. N-1.

⁹R.S.C. 1970, c. W-2.