

A SHARED COMMERCIAL LEGAL HERITAGE – REFLECTIONS ON COMMERCIAL LAW REFORM IN FORMER BRITISH COLONIES AND DEPENDENCIES

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It is a privilege to be invited to provide a contribution to a series of essays to recognise the professional accomplishments of Professor Anthony Angelo. Tony Angelo and I were appointed within a short period of each other to the then rapidly expanding Faculty of Law at Victoria University of Wellington. Tony had joined the Law Faculty after a visit to Mauritius and I recall, soon after we first met, being given by him an enthusiastic brief on Mauritius' significance to comparative lawyers with its parallel systems of French Civil and Penal Codes, English trained bar and court system and a growing body of statute law in English. Mauritius' charms did not end there, but also encompassed the unique combination of cultures (French, Indian, Chinese and English) happily co-existing in a tropical island paradise! It was no surprise to me when Tony took a two-year leave from the Law Faculty to reside in Mauritius and operate, as Sir Ivor Richardson has aptly stated in his paper, as a "One Man Law Reform Commission".

The Attorney-General of Mauritius at that time, Edwin (Baby) Venchard QC, was a man of boundless energy and vision who, in addition to the major project of consolidation of the Laws of Mauritius being undertaken by Tony Angelo, also wished to review the Income Tax Act and the Companies Ordinance. For that purpose, Tony Angelo recruited Professor Ivor Richardson (as he then was) to undertake a revision of the income tax legislation and invited me to take responsibility for the revision of the Companies Ordinance. After Tony's earlier description of Mauritius, it was an offer that I could not refuse. The Venchard home, where we all stayed during a combined visit in 1974, became something of an outpost of the Law Faculty. Baby Venchard had a legendary reputation for hospitality and enjoyed taking us to Mauritius' seemingly endless variety of restaurants featuring the cuisine of the different communities in the island.

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The revision of the Companies Ordinance was an absorbing exercise through which I became more deeply acquainted with Mauritius, its diverse people, intriguing history and mix of languages and cultures. In hindsight, it was fortunate that, with a change of government, Bebe Venchard's vision for the new Companies Act was not realised. He wished to include ambitious provisions for a compulsory scheme of employee shareholding in all public companies. I persuaded Hamish Hancock, one of my LLM students, to research a similar scheme that had recently been introduced in France. Armed with this research, I prepared a set of provisions for Bebe Venchard, but had serious doubts as to whether a scheme of this kind would be workable in Mauritius.

It was not until 1983 that I was asked to return to Mauritius to resume work on the Companies Bill. This produced the Companies Act 1984 and led to a number of subsequent projects, including the Companies Act 2001 and a major consolidation of insolvency legislation still in progress.

The Companies Act 1984 did include one of Bebe Venchard's strong preferences, which was that the Act include a provision requiring public company shareholders to have equal voting rights and equal rights to the revenue and capital of the company. A provision to this effect was modelled on the Indian Companies Act 1956 and involved a transitional provision whereby, over a period of two years, disproportionate rights attached to any existing shareholdings would have to be phased out. I warned the Attorney-General that the provision could well be challenged as unconstitutional under the Mauritius Constitution,¹ which included provisions in relation to expropriation of property without compensation. The challenge duly arrived, but to the surprise of the Mauritius courts (which all held the provision to be unconstitutional), the Privy Council led by Lord Templeman upheld the provision.² In his usual trenchant style, Lord Templeman lectured the Mauritius courts on the importance of shareholder democracy in terms that Bruce Sheppard and the New Zealand Shareholders' Association would applaud. The Mauritius courts were, however, more attuned to local feeling on this issue and I was instructed to remove this provision from the Companies Act 2001 which replaced the 1984 legislation.

I have had a long and interesting association with Mauritius, for which I shall always be indebted to Anthony Angelo. Over the period I have visited the island there have been dramatic changes. A one crop economy (sugar) with very high unemployment has been diversified and with good economic management unemployment has been virtually removed notwithstanding a continually increasing population. Mauritius has become a model for other states in the African

1 The Mauritius Constitution, adopted on 12 March 1968, was the work of Professor Stanley Alexander de Smith, who developed an abiding affection for Mauritius. His ashes rest in the Jardin de Pamplemousses in the island.

2 *Government of Mauritius v Union Flacq Sugar Estates Co* [1992] 1 WLR 903 (PC (Mau)), *Government of Mauritius v Medine Shares Holding Co* [1992] 1 WLR 903 (PC (Mau)). The case was brought by two sugar plantation companies that had used "founders shares" to enable families which had controlled the sugar industry for generations to maintain their control.

region. I am also indebted to Anthony Angelo for opening the door through this Mauritius experience to my involvement in a number of other former colonial territories in the Indian Ocean, Africa and the Pacific, namely the Maldives, Seychelles, Botswana, Uganda, Sierra Leone, Samoa and Papua New Guinea. I would like, in this paper, to reflect briefly on that experience.

I THE ORIGINS OF DIFFERENT APPROACHES TAKEN TO THE LAW AND LEGAL SYSTEM INTRODUCED INTO THE COLONIES

As with several other significant areas of law, it was Lord Mansfield, in the 18th century, who laid down the principles for the application of law to a colonial territory. In *Campbell v Hall*,³ he held, with respect to the island of Grenada (a territory taken from Spain) that when the island had been conquered it became a dominion of the Sovereign. Hence, Grenada was subject to the Parliament of Great Britain and its inhabitants, upon receiving the Sovereign's protection, became British subjects. Where, as in the case of Grenada, the Sovereign enters into a treaty with the inhabitants for the retention of local laws and customs, these continue until such time as those laws are lawfully changed by a local assembly or by the Parliament of Great Britain.

The position is different in the case of a settled colony where the British subjects who settled the colony take English common law and relevant statutes with them, and those laws continue to apply until changed by a local assembly or an Act of the Parliament of Great Britain extending to that colony.⁴ Doubt as to the extent to which the local assembly could legislate was removed by the Colonial Laws Validity Act 1865. This Act made it clear that the colonial assembly had power to enact laws for the colony except where such laws were repugnant to an Act of the Parliament of Great Britain extending to that colony.

A third type of colony is one acquired either by conquest or by treaty of cession from inhabitants who are judged not to have a sufficiently developed legal system of their own and, although confirmed in possession of their land and properties until such time as they choose to alienate them, are governed by the common law and statute law of England as at the time of cession insofar as this is appropriate in the local context and until changed by the Parliament of Great Britain, or by a local assembly once that has been recognised.⁵

Examples of the first type of case are Mauritius and Seychelles. The second type of case covers New Zealand (which also has some features of the third category), and the remaining territories to which I have referred, other than Botswana, come within the third category. Botswana has certain

3 *Campbell v Hall* (1774) 1 Cowp 204; 98 ER 1045.

4 *Phillips v Eyre* (1870) LR 6 QB 1.

5 *Blackstone's Commentaries on the Laws of England* (3ed, John Murray, London, 1862) vol I, Introduction, On the Countries Subject to the Laws of England, 86, fn h; Royal Proclamation of George III of 1763 cited and applied in *Mabo v State of Queensland No 2* (1992) 175 CLR 1.

special features which place it in the same category as Mauritius. The Maldives, as will be noted later, does not fit into any of the categories and has distinctive features as a protectorate which was at no stage a British colony.

In the following parts of this paper, I shall illustrate each of these types of jurisdiction by reference to the particular countries with which I have had some familiarity. I will then conclude with some general observations on the colonial legacy in relation to company and commercial law.

II COLONIES WITH A RECEIVED LEGAL HERITAGE – MAURITIUS AND BOTSWANA

A Mauritius

Mauritius has an interesting legal history and I can well understand Anthony Angelo's fascination with that country as a comparative lawyer. Mauritius was fortunate to have remained under French colonial administration (although, unlike many French colonies, claiming at times a high degree of self-government) until after Napoleon's Codes had been introduced. Mauritius was taken over by Britain in 1810 during the Napoleonic wars with something of the passion of an angry wasp.⁶ Mauritius had been a nest of privateers during the Napoleonic wars, preying on British shipping which at that time had to circumnavigate the Cape of Good Hope on its way to India. At the Battle of Grande Port, just off the east coast of Mauritius, in 1810, the Royal Navy suffered its only substantial defeat at sea at the hands of the French. Stung by this reverse, Britain acted swiftly (in the manner of "Stormin' Norman" in the first Gulf war in 1991) by proceeding to assemble an overwhelming force in the nearby island of Rodriguez, which had been captured earlier by Britain. An army of 16,000, mostly regiments from India, was assembled and, when the opportunity presented, landed on the northern tip of Mauritius. At that time, Mauritius had a population of only about 80,000, 90 per cent of whom were slaves. General Charles Decaen, the French Governor of Mauritius, accepted the inevitable and surrendered the island to the invading army. A peace treaty was concluded and a royal proclamation issued which forms the first Ordinance in the early volumes of Mauritius statutes. As with Grenada in *Campbell v Hall*,⁷ the inhabitants of Mauritius were confirmed with their own laws, language, religion and customs. The first British Governor, Sir Robert Townsend Farquhar, was an enlightened and able administrator who did his best to promote good relations between the occupying British and the French citizenry.

The French Civil, Commercial and Penal Codes provided the substantive law for the colony and were administered by *avoués* (attorneys) trained in the civil law. When I first visited Mauritius, the Civil Code existed in a form that had been little changed from the time of Napoleon. The colonial

6 For those interested in the story, a readable and popular account may be found in Patrick O'Brian *The Mauritius Command* (Harper Collins, London, 1977).

7 Above n 3.

administration soon appointed its own judges and court structure and the barristers practising in these courts received their training at the Inns of Court in London.

In time, a body of statutory law (in English) provided a superstructure over the underlying French Codes. The most wide-ranging early legislative change made by Britain (which had the right to legislate for the colonies) was the abolition of slavery throughout the Empire in 1833. The Mauritius colonists conducted a vigorous campaign in London, led by a lawyer, Adrien d'Épinay, and succeeded in claiming a disproportionate share of the then huge sum of 20 million pounds allocated by the British Parliament as compensation to the owners of the freed slaves. Mauritius outwitted the much larger West Indies colonies and was allocated two million of that sum. Britain agreed to assist the colonists by bringing in Indian indentured labour to work the sugar plantations owned by the French settlers.

Although British colonial administrators were content to leave Mauritius to be governed under the French Codes, trade with and from the colony passed into British hands and inevitably over time "trade followed the flag." The commercial law of the colony was progressively brought into line with England and the Empire. A succession of statutes based on the English model replaced most of the *Code de Commerce*, dealing with banking, bills of exchange, shipping, bankruptcy and, in 1913, companies. The only significant provisions remaining in the *Code de Commerce* are those dealing with partnerships (*sociétés en nom collectif*) which retain their French character.

By 1913, Mauritius' commercial law had been firmly shaped in the familiar Empire-wide English model.

B Botswana

Botswana is something of a legal enigma. It had been the former British protectorate of Bechuanaland and was treated with little interest by the Colonial Office, and administered from outside Bechuanaland itself by a High Commissioner resident in neighbouring South Africa. Botswana owes a great deal of its present integrity to the vigorous campaign conducted by Scottish missionaries in the 1890s to persuade Queen Victoria and the British government to keep Cecil Rhodes and the Boers out of the territory and prohibit white settlement. To this day, Botswana retains a policy of aloofness from the domestic difficulties of its African neighbours.

I was invited to prepare a new Companies Act for Botswana and soon discovered that the present Act, although substantially based primarily on English Companies Acts (as is also the South African companies legislation), had some significant points of influence from South Africa and Roman-Dutch law. I was firmly told by the local lawyers that Botswana was not a country with an underlay of English common law and that its legal heritage was Roman-Dutch like South Africa. I was given to understand that the same situation applies to neighbouring Zimbabwe. When I inquired whether there was any statutory or other authority for this proposition, I was given no answer and I could find none. It was clear, however, that well-established principles of English law such as the trust were not accepted in Botswana. When I met with the bankers, I was told that the floating

charge which has played such a significant part in company financing in most of the English speaking world was not known in Botswana. Again, the reason for this could not be provided, but the position was clearly so firmly held that I proceeded to draft the new Companies Act on the basis that there was no underlying English common law in Botswana and that the law relating to contracts and obligations rested on a Roman-Dutch basis. My explanation, which may itself have no proper basis, is that the proximity of South Africa, and its well-established institutions and legal system, and the fact that South African lawyers and accountants provide the main body of these professionals in Botswana probably explain the import into Botswana of the Roman-Dutch law base.⁸

Botswana, like Mauritius (and indeed South Africa itself), has a series of commercial statutes which are largely derived from earlier English legislation. These statutes appear to assume an underlying common law based on the Roman-Dutch concept of legal obligations and, except where expressly covered, do not include constructs of English common law such as the trust and equitable concepts such as the floating charge.

III COLONIES WITH AN UNDERLYING COMMON LAW SYSTEM – UGANDA, SIERRA LEONE AND SAMOA

Uganda, Sierra Leone and Samoa, like the other British colonial territories in Africa and the Pacific, were not regarded as having a sufficiently developed legal system to supplant an underlying basis of English common law. Thus, although none of these were settled colonies, colonial administrators took with them a common law substructure for contracts and civil and commercial obligations, while retaining customary law and practices in relation to land. Regarding the latter, it was recognised as early as the Proclamation of George III in 1763 in the American colonies that aboriginal possession of land must be respected and any future occupation of land by settlers must be preceded by cession or sale of the land by the aboriginal occupants to the Crown.⁹ In Uganda and Samoa, alienation of land to settlers or foreign owners was discouraged and impediments placed in the path of alienation.

In this legal environment, English derived commercial statutes found a ready place and colonial administrators, to varying extents in the different colonies, issued ordinances in order to deal with matters such as companies, partnerships, bills of exchange and the other commercial areas.

8 I have since found statutory authority that confirms that Botswana has a Roman/Dutch legal base. This is the General Law Proclamation on no 39 of 1909, s 2 of which provides for the application of both common and statutory law in force at the Cape of Good Hope on 10 June 1891. The common law in the Cape of Good Hope was the Roman/Dutch law as received from Holland and developed by the colony's superior courts.

9 Royal Proclamation of George III of 1763, above n 5.

New Zealand, in its colonial trust territory of Western Samoa, adopted the same approach to the extent that the Samoa Companies Act 1955 was a virtually word for word re-enactment of the New Zealand Companies Act 1955.

Sierra Leone, in my view, ought to have proceeded in a different direction, but sadly due to the blinkered approach of early English Governors was treated in the same way as the other African colonies. A readable and insightful description of Sierra Leone's founding is given by Simon Schama.¹⁰ The colony was established in 1792 by anti-slavery campaigners, led by Granville Sharp and Thomas Clarkson, as a territory in which freed slaves would be the settlers. It was hoped that this would provide a model for other parts of Africa to follow. After very difficult and trouble plagued early years, the colony did establish itself and developed its own professional classes of lawyers and administrators. Apart, however, from John Clarkson (brother of Thomas Clarkson), who strove to ensure that all settlers whether black or white had equal opportunity in the colony, later governors and the Colonial Office refused to recognise that black settlers in Sierra Leone had the capacity for self-government, and Sierra Leone was treated in the same way as Britain's other African colonies which were not to attain self-government for another 150 years.

IV A SPECIAL CASE – THE MALDIVES

The Maldives does not fit into any of the categories discussed earlier in the paper. It was not a conquered, ceded or settled colony, but a British protectorate with its own form of government which it retained. It was ruled until 1953 by its Sultan and had an existing legal system and courts based on traditional Islamic law (the *Sharia*). Article 2 of the Constitution proclaims the Maldives to be an Islamic Republic. It is also declared to be a unitary religious state with Islam the religion of the Maldives.

When visiting the Maldives, I discovered that the contribution of English law had been minimal. Apart from the underlying *Sharia*, which religious scholars had preserved in Arabic, there were a number of statutes in the local language Dhivehi. Those which had significance for business had been translated into English and were derived in a very broad way from English law, such as a brief Contracts Act, a Bills of Exchange Act, a Banking Act and a Companies Act. The latter, although based on the English model, was of a minimalist nature.

The only courts are the religious *Sharia* courts and grappling with issues of company and securities law would clearly be very unfamiliar territory for them. The courts do not issue written judgments and precedents cannot, therefore, develop. Although precedents have had great importance in building a predictable body of commercial law in other developing jurisdictions, for instance, the law merchant in 16th to 18th century England, it was desirable, as far as possible, to

¹⁰ Simon Schama *Rough Crossings: Britain, the Slaves and the American Revolution* (Ecco, London, 2006).

avoid referring matters to the courts for determination and to provide for the securities regulatory authority to determine regulatory issues and impose penalties for non-compliance.

The Maldivians are an enterprising people and despite the handicap of the population being scattered over hundreds of atolls, the economy is thriving and a growing body of lawyers trained under English derived legal systems (principally Sri Lanka, India and Singapore) is emerging. It can be expected that the local court structure will, in time, accommodate a division staffed by secular trained lawyers to deal with commercial cases. Steps to modify some aspects of the *Sharia* as traditionally interpreted, particularly in relation to criminal law and human rights, have been made during the office of a young and courageous Attorney-General, Hassan Saeed, who unsuccessfully stood for office as President in the recent presidential elections.¹¹

V REFLECTIONS ON THE COLONIAL LEGAL LEGACY

A *The English Language*

The development of the global economy, coupled with the dominant role that the English language now plays in international commerce and international communication via the internet, has meant that those countries which use the English language in their statutes and court system are able to participate more easily at the international level. Countries which share the English language and an English legal structure can also cooperate more readily and naturally in regional groupings. This is seen in both East and West Africa. The English speaking jurisdictions of Kenya, Tanzania and Uganda have formed the East African Securities Regulatory Authority (EASRA), which provides collaboration on a number of levels, including cooperation between securities regulators. Possibly to the chagrin of Francophone Africa, the burgeoning economies of Rwanda and Burundi have recently joined EASRA.

Sierra Leone is a member of a wider group, the Economic Community of West African States (ECOWAS), which includes West African Francophone states, but enjoys closer relationships with the English speaking states of West Africa.

It is interesting that although the Abidjan Stock Exchange in neighbouring Ivory Coast is the largest and most active exchange in Africa outside the Johannesburg Stock Exchange, officials in Sierra Leone stated that they had few links with Ivory Coast, a Francophone country, and preferred to look to securities regulators and securities exchanges in English speaking Ghana or Nigeria for assistance and cooperative activities.

Mauritius, with its dual language heritage, enjoys the advantage of operating within both the French and English speaking orbit. In this respect, Anthony Angelo, with his facility in both

¹¹ Amendments have recently been made to the Maldives Constitution, introducing a number of protections in relation to human rights. However, Article 9(d) confines the right to become a citizen of the Maldives to persons of the Muslim faith, thereby "removing" citizenship from 2000 to 3000 Maldivians.

languages, enjoyed a distinct advantage over his less equipped New Zealand colleagues. I was constantly impressed with the ease with which my Mauritian hosts moved in and out of the two languages. I did notice, however, that English was used in virtually all business communications while French and the local Creole dominated on social occasions. When asked the reason for this, I was told that, notwithstanding having been brought up in the French language, Mauritians feel much more comfortable with English in business communications which can be expressed in a less formal manner than in French. Doubtless also, the pervasive influence of the internet has given a greater place to English.

France, however, continues to actively court Mauritius and promote its link with the Francophone world. By comparison, I noted that Britain takes much less interest in Mauritius, taking its place in the English speaking world for granted. One intriguing incident illustrating the anxiety to keep Mauritius within the Francophone sphere took place between my visits to Mauritius in 1974 and 1983. I discovered on returning to Mauritius in 1983 that the statute in English which had provided for floating charges to be given in favour of banks and financial institutions had been turned into French and put into the Civil Code. This was the work of a visiting French judge who was funded by France as a legal consultant on the Civil Code. He saw it as his mission to turn a statute which expresses a wholly English construct into French and I suspect in this way to free it from foreign associations and link it into the corpus of the Civil Code. There it remains, notwithstanding that all the relevant case law and textbook discussions on the floating charge are in English.

B A Shared Legal System

A shared body of commercial statutes has brought significant advantages to smaller jurisdictions, particularly with the development of a global business culture and the growth in international financing and investment. Within the English speaking world, commercial lawyers and those operating in areas of commercial transactions, banking, insurance and international shipping and air carriage have a common training in the familiar group of English commercial statutes that surface all over the former Empire. Mauritius, notwithstanding its dual legal heritage, shares that same advantage with the replacement of the *Code de Commerce* by the English-derived commercial statutes. Without this heritage, the Maldives has much greater difficulty adapting to the international commercial framework.

Whereas only a few of the former colonies in Africa and the Pacific developed any significant case law and local commentary in the commercial area, their courts and lawyers all have access (to a greatly varying degree depending on the quality of local legal collections) to the body of English and, to some extent, Commonwealth case law and text book commentary. It was interesting that Mauritius and Botswana, notwithstanding their underlying civil law heritage, relied on cases under the Companies Act concerning directors and controlling shareholders duties and the position of minorities which rests on equitable principles. Those principles form no part of the underlying law of either Mauritius or Botswana, but have been carried into their company law along with the

English-based Companies Act. That Act has brought with it the whole corpus of English company law.

C A Common Accounting and Business Framework

All of the territories to which I have referred have looked to the British Isles for the development of their accounting professions and business and secretarial training. Professional bodies of accountants and secretaries continue to refer to a varying extent to the standards and practices and in some cases qualifications of the accounting professional bodies in England and Wales, Scotland and Ireland and to the Chartered Institute of Secretaries. The leading international accounting firms of the English speaking world operate in all these jurisdictions. These provide a common commercial language and approach to the larger business enterprises across this range of territories.

D The Colonial Legal Patchwork

The incorporation of large bodies of sometimes dense and obscure statutory law from outside did not come without its cost and the extent to which this imported statutory law has been adapted to meet local circumstances differs greatly between jurisdictions. To a large degree, this has been dependent on the skills and resources available to local colonial administrators. India, as the so-called "jewel in the crown," was in many respects the exception. The famed Indian Civil Service recruited for generations, under competitive examination, the cream of Oxford and Cambridge graduates to serve in India. The earlier East India Company succeeded in recruiting some remarkably learned figures with a passion to understand the local culture and history, and the nature of its society. One can only marvel at the industry of someone like Charles Hamilton, a clerk with the East India Company, who in 1791 produced a statement and commentary on the *Sharia*¹² which could be used by English trained judges when dealing with Muslim law. Legislation which was providing a contemporary restatement of Hindu and Moslem personal law was developed and enacted and in the case of Muslim law became a model for other parts of the Islamic world under or affected by colonial administration, until the recent resurgence of the traditional *Sharia* has led, in jurisdictions such as Pakistan, to retreat from the colonial modifications. The Indian Contract Act 1872 provided a statutory restatement of the law of contract based on a draft New York Code which influenced later attempts at imposing a system on this body of rules.¹³ Sir James Stephens bequeathed to India, and elsewhere, his monumental consolidation of criminal law in the Indian Penal Code. New Zealand's consolidation of criminal law in the Crimes Act 1908 is indebted to this work.

12 Burhan-ud-din Ali bin Abi Bakr al-Marghinani *The Hedaya: Commentary on the Islamic Laws* (transl Charles Hamilton, Reprint, Darul Ishaat, Karachi, 1989).

13 A New Zealand example is John Salmond and James Williams *Principles of the Law of Contract* (2 ed, Sweet & Maxwell, London, 1945).

Other jurisdictions fared less well. To speak only of a few cases within my own experience, colonial administrators omitted to provide Sierra Leone with a Bankruptcy Act, an omission which is only now being remedied under pressure from the World Bank as a condition for debt write-off. How Sierra Leone coped for so long with no individual insolvency regime is a mystery to me. Mauritius was provided in 1856 with an insolvency statute dealing with the individual solvency of non-traders under the ancient *cessio bonorum* procedure that is used infrequently. The Bankruptcy Act dealing with individual traders was enacted in 1882. Subsequent colonial administrators neglected to bring the insolvency legislation into line with developments in Britain and elsewhere in the Empire, where the distinction between traders and non-traders had been removed long before. The 1856 and 1882 statutes remain on the Mauritius statute book, but are soon to give way to a new comprehensive Insolvency Act covering both individuals and companies.

A New Zealand administrator in Tanganyika bequeathed that unfortunate country a statute based on the New Zealand Chattels Transfer Act 1924, one of the most obscure and difficult pieces of legislation on the past New Zealand statute book. Unfortunately, not all commercial legislation has the clarity and enduring quality of Sir MacKenzie Chalmers' Bills of Exchange Act, Sale of Goods Act and Marine Insurance Act, which have generally served well all those jurisdictions in which they have been adopted.

Company law is an area of the law which is constantly struggling to keep up with developments in practice and it has been found necessary to introduce a major overhaul of companies legislation every 20 or 30 years in most jurisdictions. Few colonial administrators had the energy or priorities to enable that exercise to be undertaken. Mauritius continued with a Companies Act based on an English statute of 1906 until it was replaced in 1984; Uganda and Sierra Leone both struggle under Companies Acts based on the English model of 1926. Both are soon to be replaced.

Regrettably, many colonial administrators did not have the skill and energy shown by Anthony Angelo in his consolidation of the Mauritius legislation.

The Volumes of Consolidated Laws of Mauritius and Subsidiary Legislation and the greatly improved quality of the Law Reports remain as an enduring tribute to his painstaking work and the energy of Bebe Venchard. They are an invaluable resource for any law reformer and place Mauritius well ahead of some other small jurisdictions in which I have worked. I hope the impetus given by Anthony Angelo to law reform in Mauritius will be continued.

