framework of principles rather than a legislative scheme, and is therefore limited in its direct effect. Chapter six ("Reconciling Diverse Legal traditions: Anti-Discrimination Law in the Member States") surveys national laws prohibiting racial and sexual orientation discrimination as a means of understanding, contextually, the role of the EU in fostering anti-discrimination laws. Member states' legal provisions are catalogued into three levels of protection: equality laws, anti-discrimination laws, and regimes without specific legal provisions. Chapter seven ("The Transformation of EU Anti-Discrimination Law") analyses Article 13 within the prevailing social policy models presented in the first chapter. It concludes that while Article 13 Directives have moved the EU somewhat in the direction of the social citizenship model, the market integration approach remains a strong presence. The chapter ends with a paragraph of "Concluding remarks" that favour the EU attaining a "careful balance."

Anti-Discrimination Law and the European Union covers a remarkably rich field in a very short time. As such, it is a useful primer on EU anti-discrimination law. At the same time, many questions remain unbroached. What should be made, for instance, from individual member states' approbation or resistance to particular areas of anti-discrimination coverage? Or, more broadly, what is the significance of the EU, as a whole, extending anti-discrimination protection to sexual orientation but not (yet) to disability?

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EC Securities Regulation. By Niamh Moloney. [Oxford: Oxford University Press, 2002. lxxxix, 897, and (Index) 42 pp. Hardback £110.00. ISBN 0–19–8268912.].

Financial globalisation is bringing deep changes to Europe's capital markets. Yet EC securities regulation is still an immature body of law with its underlying principles imprecisely articulated, if not sometimes ill defined. Niamh Moloney's book now provides the first comprehensive study of EC securities regulation that both introduces its regulatory content and, in a more analytical approach, tries to distil its underlying principles from the patchwork of sources, to allow systematisation and critical evaluation. The book is timely, as the amount of legislation produced by European institutions makes an attempt at consolidation and analytical penetration ever more indispensable.

The book consists of seven parts, which, after an introductory part one, deal with substantive EC securities regulation in parts two through six, while a final part seven covers its institutional structure.

Part one introduces the highly complex subject matter by placing EC securities regulation into the overall context of EC law, recapitulating Treaty objectives, Treaty bases, forms of and limitations to EC-level securities regulation. A historical overview lucidly highlights three main phases with evolving thematic focal points and methods of integration. These move from a first phase focussing on investment products and attempting maximum harmonisation, via a second phase concentrating on investment services and favouring minimum harmonisation-cum-mutual recognition, to the currently emerging third phase with a more

comprehensive thematic scope and a certain backlash towards stronger harmonisation at EC-level. EC securities regulation is also briefly discussed in the light of general market failure based regulatory theory and the harmonisation vs. regulatory competition debate.

Against this background, the main body of the book deals with substantive EC securities regulation, each part covering a particular regime. Analysis in each part roughly follows a four-step methodology. First, the rationales for and development of EC-level regulation in the particular field are explored. The second step brings an exposition of the relevant directives, which are then in a third step critically analysed in the light of their rationales. In a final step, the changes to come with the Financial Services Action Plan (FSAP) are described and analysed.

Part two thus deals with the EC investment products regime, governing securities and units of collective investment schemes. Lying at the outset of EC securities regulation, this regime constitutes a first attempt at capital market integration by facilitating cross-border issuer access to investors via harmonisation of official listing and issuer disclosure. The critical analysis of this regime traces the dire need of modernisation not only to a failed attempt at maximum harmonisation, but also to an obsolete notion of official listing.

The investment services regime, centrepiece of the second phase, is then covered in part three. This part provides an in-depth analysis of the market stability and investor protection rationales, which, as cross-sector topics, are relevant to all fields of EC securities regulation, if to varying degrees. Detailed discussions of the investment services passport, prudential and protective regulation then expound the difficult coexistence of home and host Member State-control, one of the main shortcomings to be remedied in the reform of the Investment Services Directive (ISD).

Subsequently, part four deals with securities trading markets, focussing on the regulated markets concept of the ISD and its imminent radical reform, reflecting profound industry changes such as exchange competition and the emergence of alternative trading systems. Part five deals with the new market abuse regime, extending beyond insider dealing to all forms of secondary market price manipulation. Finally, part six covers the currently defunct takeover regime.

Throughout these parts, and reflecting the author's aim at systematisation rather than detailed interpretation of particular directive provision, the exposition of existing directives with their many vague terms remains sometimes rather descriptive. As against this, the overall structural and conceptual analysis is very detailed, and lucidly reveals common features of substantive EC securities regulation. Thus, regulation to date is shown to have served primarily as an integration tool, tearing down obstacles to cross-border market access, whereas substantive re-regulation by harmonised standards has been marked by "philosophical bankruptcy"—*i.e.*, the absence of clearly defined and consistently pursued regulatory objectives. Current FSAP reforms are interpreted as indicators of a fundamentally new approach, with focus shifting towards substantive re-regulation, underpinned by an emerging coherent regulatory philosophy. Although welcome for its promise of more stringent legislation at EC level, this development is nevertheless questionable from the perspective of Treaty conformity, especially in view of the ECJ *Tobacco Advertising* decision

(Case C-376/98, ECR I-8419) and the principle of subsidiarity. This tension is clearly revealed throughout.

Complementing this analysis of substantive EC securities regulation, part seven deals with its institutional structure and, above all, its change-over to the "Lamfalussy Model" of regulation, based on comitology. Being the procedural counterpart to the FSAP, this development shares the same fundamental problem: it is desirable as it promises greater regulatory coherence, but its shift of competences from Parliament towards the Commission is problematic from the viewpoint of European institutional balance. The analysis is rounded off with an equally lucid and critical discussion of supervisory structure, between the alternatives of decentralisation-cum-cooperation and a European version of the Securities and Exchange Commission.

Two critical observations may be made of the work. The first concerns its approach, which presupposes a rather high level of economic and industry knowledge. A short introductory exposition might help the non-specialist reader understand the paramount importance of investor protection, as well as its difficult interaction and potential trade-offs with systemic stability and allocative efficiency, which form together the trinity of regulatory objectives emerging beyond market integration. Secondly, it might be regretted that the question of appropriate allocation of regulatory jurisdiction is, despite the reference to the harmonisation vs. regulatory competition debate in the introduction, not pursued in greater detail. As the author points out in her discussion of FSAP regulatory changes, this question might soon be a pressing one to answer.

These minor desiderata aside, the book is an excellent analysis of existing regulation and an invaluable guide to the emerging regime.

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Corporate Governance in Australia and New Zealand. By JOHN FARRAR. [Oxford: Oxford University Press. 2001. xxvi, 472 and (Appendices and Index) 52 pp. Paperback £33.99. ISBN 0–19–551314–2.]

THE TITLE chosen for this book may suggest that it is a work written for an antipodean audience and not likely to be of any great interest to readers outside those two countries. Nothing could be further from the truth. Particular reference is, indeed, made to the law and commercial practice in Australia and New Zealand and the author's comments largely have their focus there; but this is an undertaking which can be described without exaggeration as global both in its conception and its scope. For the English reader, in particular, there is as full and interesting an account of developments in corporate governance in his own jurisdiction as is likely to be found in any other book on the topic; and there is also extensive reference to American and Canadian materials and practice and to the position in the countries of continental Europe, Japan and China.

No-one but John Farrar could have written this book. He has put into it much of the experience of of a lifetime—or at least of the very full life which he has lived to date—spent as a legal practitioner, teacher and leading author in England and Wales, New Zealand and Australia and one who has served on law reform bodies in all of them. He has travelled