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**Item No. 4 on the agenda: Principles of International Commercial Contracts –
publication and promotion of the “UNIDROIT Principles 2010”**

(Memorandum prepared by the Secretariat)

<i>Summary</i>	<i>Promotion of the UNIDROIT Principles 2010</i>
<i>Action to be taken</i>	<i>Continuation of promotion world-wide</i>
<i>Mandate</i>	<i>Work Programme 2011-2013</i>
<i>Priority level</i>	<i>High</i>
<i>Status</i>	<i>On target</i>
<i>Related documents</i>	<i>None</i>

I. PUBLICATION OF THE THIRD EDITION OF THE UNIDROIT PRINCIPLES (“UNIDROIT PRINCIPLES 2010”)

1. At its 90th session held in Rome from 9 to 11 May 2011 the Governing Council of UNIDROIT adopted the third edition of the UNIDROIT Principles of International Commercial Contracts (“UNIDROIT Principles 2010”). The UNIDROIT Principles 2010 contain new provisions on restitution in case of failed contracts, illegality, conditions, and plurality of obligors and of obligees, while with respect to the text of the 2004 edition the only significant changes made relate to the Comments to Article 1.4.

2. Immediately afterwards the Secretariat transmitted the print-ready copies of both the English and French language versions of the UNIDROIT Principles 2010 to the printer, and the two volumes were published by the end of June 2011. Also thanks to an intensive advertising campaign carried out by the Secretariat (electronic flyer sent to hundreds of prospective buyers and announcement of the publication of the two volumes on the UNIDROIT website), purchase orders were received in great number, and by the end of February 2012 sales of the English language version stood at 253 copies and of the French language version at 15. Complimentary copies were sent to members of the Governing Council, members and observers of the Working Group on the UNIDROIT Principles and depository libraries for UNIDROIT documentation.

II. ADDITIONAL LANGUAGE VERSIONS OF THE UNIDROIT PRINCIPLES 2010

3. By the end of February 2012 the black letter rules of the UNIDROIT Principles 2010 were available also in German, Italian, Japanese, Portuguese, Russian and Spanish. The integral version of the UNIDROIT Principles 2010 in Italian, prepared by a team of researchers at the University of Rome I "Sapienza" under the supervision of M.J. Bonell, was published in January 2012. Translation of the integral version into Chinese, Indonesian, Persian, Spanish and Ukrainian is underway.

III. PROMOTION OF THE UNIDROIT PRINCIPLES 2010

4. The Uniform Law Review has devoted an entire issue (2011/3) to the UNIDROIT Principles 2010 containing, in addition to the English and French texts of the black letter rules, articles by the Rapporteurs on the new topics (M.J. Bonell on Illegality, B. Fauvarque-Cosson on Conditions, M. Fontaine on Plurality of obligors and of obligees, and R. Zimmermann on Restitution in case of failed contracts) as well as contributions concerning the use of the UNIDROIT Principles in different parts of the world (L. Gama Jr., A. Komarov, S. Lake, and T. Uchida for Brazil, Russia, the United Kingdom and Japan, respectively) or in international contract and arbitration practice (E. Brödermann and E. Finazzi-Agrò).

5. The UNIDROIT Principles 2010 have been, or will be, presented at a number of events to interested academic and business circles.

- On the occasion of a seminar for Russian lawyers held at UNIDROIT on 18 April 2011 and organised by Capital Business Events (UK), M.J. Bonell and A. Komarov presented the UNIDROIT Principles 2010.
- On 24 May 2011 a seminar was held in Brussels at the Belgian Center for Arbitration and Mediation (CEPANI) on the topic "UNIDROIT Principles of International Commercial Contracts (2010) and arbitration, with presentations by M. Fontaine, J. Erauw, M. Piers, I. Claeys, D. Philippe and J. Kleinheisterkamp.
- On 27 June 2011 at a Study Day in honour of G. Schiavoni, organised by the Milan Chamber of Arbitration, the President of UNIDROIT, A. Mazzoni, presented the new edition of the UNIDROIT Principles.
- On 23-24 September 2011, on the occasion of the 32nd International Trade Law Symposium held in Canberra, Australia, D. Robertson and N. Ferreira-Jardim made a presentation on the harmonisation of international contract law and in this respect focussed on the UNIDROIT Principles.
- On 28 October 2011 an international Symposium on "The 2010 UNIDROIT Principles of International Commercial Contracts: Towards a 'Global' Contract Law" was hosted by the Center for Transnational Business and the Law at Georgetown University in Washington, D.C. Under the chairmanship of D. Wallace, presentations were made by M.J. Bonell, H.D. Gabriel, A. Garro, N.B. Cohen, followed by a panel discussion with the participation of L. Gama, Jr., E. Brödermann, F. Dessemontet, G. Saumier, Justice B. Fried and M. Kirtland. The Secretary General of UNIDROIT, J.A. Estrella Faria, made the luncheon keynote speech.
- On 31 October 2011 the UNIDROIT Principles 2010 were presented in Dubai by E. Brödermann at the breakfast organised by the Chinese European Arbitration Centre (CEAC) and the Chinese European Legal Association (CELA) on the occasion of the International Bar Association Annual Conference.
- On 8 November 2011, on the occasion of the International Colloquium on "Promoting Investment in Agricultural Production: Private Law Aspects" held at UNIDROIT, M.J. Bonell

made a presentation on "International Investment Contracts and General Contract Law: A Place for the UNIDROIT Principles of International Commercial Contracts?".

- The UNIDROIT Principles were used as the governing law at the 10th Intercollegiate Negotiation Competition held in Tokyo on 4 and 5 December 2011 with the participation of about 250 students from leading Japanese, Australian and Chinese Universities.
- A Colloquium on "A new transnational law of obligations? The UNIDROIT Principles 2010" was held on 3 February 2012 at the University of Geneva. After a general presentation of the UNIDROIT Principles 2010 by C. Chappuis, the new provisions on Illegality, Restitution, Plurality of obligors and of obligees and Conditions were presented by M.J. Bonell, C. Chappuis, M. Fontaine, B. Fauvarque-Cosson, respectively. Finally, P. Tercier and J.-P. Vulliet spoke on the use of the UNIDROIT Principles in arbitration.
- On 10 February 2012 a Colloquium on *Les Principes d'UNIDROIT 2010 : Une nécessité dans les contrats internationaux* was held in Paris at the *Grand'Chambre de la Cour de cassation*. Following the welcome address by the President of the French *Cour de cassation*, V. Lamanda, and a general presentation of the UNIDROIT Principles 2010 by D. Tricot and by J. A. Estrella Faria, papers were presented by C. Jauffret-Spinosi on "*Les méthodes d'élaboration des Principes*", by C. Kessedjian on "*Quelles portes d'entrée dans les Principes?*", by B. Fauvarque-Cosson on "*Les Principes et la convergence des droits*", by B. Mercadal on "*Les principales innovations des Principes*", and by E. Jolivet on "*Les Principes dans les sentences arbitrales*". The conclusions were drawn by D. Tricot.
- An international Symposium in celebration of the 25th anniversary of the foundation of the law journal *Diritto del commercio internazionale* and of the publication of the Italian version of the UNIDROIT Principles 2010 was held in Rome on 17 and 18 February 2012 on the theme "The UNIDROIT Principles 2010: Towards a 'Global' Law of International Commercial Contracts". On the first day of the Symposium, held at Villa Aldobrandini, following the welcome addresses by J.A. Estrella Faria, Secretary-General of UNIDROIT, F. Bonelli, Director in Chief, *Diritto del commercio internazionale*, and S. M. Carbone, papers were presented by M.J. Bonell on "The UNIDROIT Principles 2010: An Overview", by S. M. Carbone and F. De Ly on "The UNIDROIT Principles as the Law Applicable to International Commercial Contracts: A Valid Alternative to Domestic Laws", by G. Alpa and A. Veneziano on "The UNIDROIT Principles and the Proposal for a Regulation on a Common European Sales Law", by F. Bonelli and J. Ramberg on "The UNIDROIT Principles and the Vienna Convention on Contracts for the International Sale of Goods" and by U. Draetta and F. Dessemontet on "The UNIDROIT Principles and Long Term Contracts". On the second day the Symposium was held at the seat of the Italian Bar Association, and consisted of a round table on two themes: "The UNIDROIT Principles in International Commercial Arbitration Practice" with the participation of E. Brödermann, A. Crivellaro, P. Galizzi, A. Komarov and F. Mazza; and "The Use of the UNIDROIT Principles by Domestic and International Courts" with the participation of F. Ferrari, A. Hartkamp, D. Phillipe and L. Radicati di Brozolo. The Symposium was closed by the concluding remarks of the President of UNIDROIT, A. Mazzoni.
- On 21 March 2012 at the Appeal Court of Quebec in Montreal, under the patronage of the Chief Justice of Quebec, the Hon. Nicole Duval Hesler, a Conference will be held on *Les Principes d'UNIDROIT 2010 : Un outil indispensable dans la négociation et la rédaction de contrats commerciaux internationaux*, with the participation of M. Fontaine as guest speaker, and of L. Masson, President of the Bar of Quebec, K. Sabo, A.-M. Trahan, N. Duval Hesler, E. Darankoum, S. Deinman, B. Colas and C. Richter.
- On 10 April 2012 an international symposium will be held at the University of Bogota, Colombia, entirely devoted to the UNIDROIT Principles 2010. Following a presentation by F. Hinestroza Forero, papers will be presented by A. Zapata on "*El papel de los Principios de UNIDROIT en las fuentes del Derecho Mercantil Internacional*", by P. Perales Viscasillas on "*Incidencia de los Principios de UNIDROIT en el Arbitraje Internacional*", by M. Rodríguez

on *"Innovaciones de los Principios de UNIDROIT 2010"*, by W. Namen on *"Proyección de los Principios de UNIDROIT en la jurisprudencia colombiana"*, and by D. Peña on *"Articulación de los Principios UNIDROIT con instrumentos de derecho uniforme en el caso del comercio electrónico"* and a panel discussion will be held on the theme *"Los Principios UNIDROIT y el Derecho Colombiano"* with the participation of J. Oviedo Albán, J. P. Cárdenas and J. Rodríguez.

- In the context of the Madrid Moot to be held on 28 May - 1 June 2012 <<http://www.mootmadrid.es>> the UNIDROIT Principles 2010 will be used as the law governing the contract.

6. A significant contribution to the promotion of the 2004 edition of the UNIDROIT Principles was its formal endorsement by the United Nations Commission on International Trade Law (UNCITRAL) at its 40th session in 2007 (see Report of the Commission on the work of its 40th session (A/62/17, part I), 2007, paras. 209-213). The Governing Council may wish to instruct the Secretariat to contact UNCITRAL with a view to obtaining endorsement also of the 2010 edition of the UNIDROIT Principles.

7. Requests for permission to publish the UNIDROIT Principles 2010 (black letter rules) or a selection thereof have been made by:

- A. Huala (Faculty of Law Universitas Padjajdaran in Bandung, Indonesia): the black letter rules, with an introduction to the Principles in Indonesian, in a compilation of documents on international contract agreements;
- N. B. Cohen (Brooklyn Law School): the black letter rules in the 2011 edition of the statutory/treaty supplement to "Cases and Materials on Contracts (University Casebook)" (Eds. Farnsworth, Young, Sanger, Cohen, and Brooks)
- E. Reiley (University of San Francisco School of Law): Articles 2.1.11(2), 2.1.19, 2.1.20, 2.1.21, 2.1.22, 6.2.3, 7.2.2 and 7.4.13) in "The American Legal System for Foreign Lawyers" (Eds. Reiley and de la Vega);
- J. Oviedo Albán (Universidad de la Sabana, Bogota, Colombia) : the black letter rules in a collection of course materials;
- J. O. Rodner (Rodner, Martínez & Asociados, Caracas) : Chapter 9 on Assignment (black letter rules and comments);
- Avizandum Publishing (Edinburgh): the black letter rules in "Avizandum Legislation on the Scots Law of Obligations"
- Lextenso editions (Paris): the black letter rules in "Joly Contrats internationaux" (Ed. V. Heuzé);
- Routledge Law (Abingdon, U.K.): the black letter rules in a collection of course materials.

IV. UNILEX

8. Monitoring of the use in practice of the UNIDROIT Principles continues on a systematic basis. The database UNILEX <<http://www.unilex.info>> has been updated to include the text of the UNIDROIT Principles 2010 together with a list of relevant issues attached to each of the new provisions. By mid-March 2012 UNILEX contained a total of 285 decisions referring in one way or another to the Principles, of which 161 are arbitral awards and 124 court decisions, while the bibliographic references were more than 880.