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INTERNATIONAL INSTITUTE FOR THE UNIFICATION OF PRIVATE LAW

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GOVERNING COUNCIL

77<sup>th</sup> session

(Rome, 16 to 20 February 1998)

Item 2 on the Agenda - Report on the Activity of the Institute in 1997

(Secretariat memorandum)

Rome, January 1998

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This Report covers the activity of Unidroit from 1 January to 31 December 1997.

## **I. ADMINISTRATION AND ORGANISATION**

### **A. PRESIDENCY, GOVERNING COUNCIL AND PERMANENT COMMITTEE, GENERAL ASSEMBLY AND FINANCE COMMITTEE, ADMINISTRATIVE TRIBUNAL**

#### **1. Governing Council and Permanent Committee**

The 76<sup>th</sup> session of the Governing Council was held in Rome from 7 to 12 April under the chairmanship of the President of the Institute, Mr Luigi Ferrari Bravo.

The Council listened attentively to the President's commemoration of the late Secretary-General of the Institute, Mr Malcolm Evans, who after a lengthy illness had passed away on 23 February 1997.

The Secretary-General, Mr Malcolm Evans, was subsequently commemorated in the course of the Council session at a memorial service held in All Saints' Anglican Church in Rome during which the President of the Institute, Mr Luigi Ferrari Bravo, the first Vice-President of the Council, Mr Roland Loewe, and the Council member who had brought Mr Evans to the Institute, Mr Jean-Pierre Plantard, gave commemorative addresses.

The Deputy Secretary-General, Mr Walter Rodinò, also paid tribute to the memory of Mr Evans a personal friend of long-standing, and expressed his and the entire staff's heartfelt regret at the loss of Mr Evans who had been both a guide and a friend.

The Deputy Secretary-General, who had, in conformity with Art. 20 of the Regulations of the Institute, performed the functions of Secretary-General since the late Secretary-General had, on account of his health, been prevented from doing so, presented the report on the activity of the Institute in 1996. The Governing Council approved his report.

The Council appointed Mr Roland Loewe and Mr Charles Dlamini as its First and Second Vice-Presidents respectively until its 77<sup>th</sup> session.

Following lengthy discussion the Governing Council considered it advisable not to appoint the Secretary-General at that session as the time available for a careful examination of the curricula vitae of the candidates was insufficient and to postpone this question to its 77<sup>th</sup> session.

After reviewing the role of the correspondents of the Institute, the Governing Council nominated the following new correspondents: Mr Alvaro Villaço Azevedo (Brazil), Mr Edward Chiasson (Canada), Mr Georges Droz (France), Mr Doo Ung Kang (Australia) and Mr Jeffrey Wool (United States of America).

After taking note with satisfaction of the outcome of the Inter-American Congress on the UNIDROIT Principles held in Valencia, Venezuela from 6 to 9 November 1996, of the information concerning the acceptance of Unidroit Conventions, of the new format of the Uniform Law Review,

and of the establishment of the Unidroit Foundation, the Governing Council proceeded to consideration of the implementation of the Work Programme for the current triennial period 1996-1998.

The Council authorised the transmission to the financial organs of the Institute of the draft estimates of expenditure for 1998 as drawn up by the Secretariat and decided that its 77<sup>th</sup> session should, in principle, be held in Rome from 16 to 20 February 1998 and decided that a small working group of the Council on the Work Programme composed of Mr Loewe, Mr Plantard and Mr Hartkamp should meet in Paris in the month of December 1997.

Finally, the Governing Council approved the Deputy Secretary-General's proposal to prepare and publish a collection of essays in memory of Mr Malcolm Evans. It also adopted a resolution expressing its appreciation of the work accomplished by the staff of Unidroit even in the absence of the Secretary-General.

At its 98<sup>th</sup> meeting, held on 11 April 1997, the Permanent Committee took a number of decisions concerning staff matters and approved the provisional agenda for the 51<sup>st</sup> session of the General Assembly.

## **2. General Assembly and Finance Committee**

The 51<sup>st</sup> session of the General Assembly was held in Rome on 28 November under the chairmanship of the Minister of the United Kingdom in Italy, Mr Keith George Bloomfield. Following a commemoration of the late Secretary-General of the Institute, Mr Malcolm Evans, by the Chairman of the General Assembly, the President of Unidroit, Mr Luigi Ferrari Bravo, made a statement concerning the Institute's activity during 1997.

In the course of its consideration of financial matters, the Assembly approved the final modifications to the 1996 budget, together with the accounts for that financial year, as well as the Secretary-General's proposals for adjustments to the 1997 budget. The Assembly also adopted the budget for 1998 and the assessments of member States' contributions for that year.

In addition to considering certain financial and administrative matters such as the problem of arrears in the payment of contributions by member States and the requests made by some member States for reclassification in the contributions chart of the Institute, the General Assembly encouraged the Secretariat to pursue its efforts to accelerate the entry into force of the amendments to Article 20 of the Statute of the Institute and took note of the entry into force of the revised Headquarters Agreement with the Italian Government.

The General Assembly re-appointed Messrs Philippe Cahier, Francesco Durante and Francis Jacobs full members of the Administrative Tribunal and Mr Erik Jayme substitute member, their terms of office expiring on 31 December 2002.

The 50<sup>th</sup> session of the Finance Committee was held on 15 September 1997 under the chairmanship of Mr Wolfgang Gaerte, Legal Counsel at the Embassy of Germany in Italy. The Committee was called upon to formulate opinions on certain financial matters which were submitted for decision to the General Assembly at its above-mentioned 51<sup>st</sup> session.

In order to finalise some proposals concerning the revision of the 1998 budget, a meeting of the Sub-committee of the Finance Committee was held in Rome on 24 October 1997.

## **B. DIPLOMATIC CONFERENCES, STUDY GROUPS AND COMMITTEES OF EXPERTS**

The following meetings were organised by the Institute in 1997:

Study Group for the preparation of uniform rules on international interests in mobile equipment (third session - Rome, 15 to 21 January);

Study Group for the preparation of uniform rules on international interests in mobile equipment: Drafting Group (third session - Rome, 17 and 20 January);

ICC/Unidroit Symposium - The Harmonisation of Commercial Law: Co-ordination and Collaboration (Rome, 18 January);

Study Group on franchising (third session - Rome, 14 to 15 April);

Study Group for the preparation of uniform rules on international interests in mobile equipment: Working Group to consider the legal and technical issues raised by the establishment of an international register (second session - Geneva, 26 to 28 May);

Study Group for the preparation of uniform rules on international interests in mobile equipment: Drafting Group (fourth session - Würzburg, 24 to 26 July);

Joint Unidroit/A.I.J.A. seminar on Taking security over movables: moving towards a universal system of registration (Florence, 3 September)

Study Group on franchising: Drafting Group (Rome, 10 to 11 September; Washington, 22 to 23 September);

Study Group for the preparation of uniform rules on international interests in mobile equipment (fourth session - Rome, 3 to 7 November);

Study Group for the preparation of uniform rules on international interests in mobile equipment: Drafting Group (fifth session - Rome, 4 to 7 November).

## **C. RELATIONS WITH GOVERNMENTS**

In 1997 there was no change in the membership of the Institute which has 58 States members, namely: Argentina, Australia, Austria, Belgium, Bolivia, Brazil, Bulgaria, Canada, Chile, China, Colombia, Croatia, Cuba, Czech Republic, Denmark, Egypt, Finland, France, Germany, Greece, Holy See, Hungary, India, Iran, Iraq, Ireland, Israel, Italy, Japan, Luxembourg, Malta, Mexico, Netherlands, Nicaragua, Nigeria, Norway, Pakistan, Paraguay, Poland, Portugal, Republic of Korea, Romania, Russian Federation, San Marino, Senegal, Slovakia, Slovenia, South Africa, Spain, Sweden, Switzerland, Tunisia, Turkey, United Kingdom, United States of America, Uruguay, Venezuela, Yugoslavia (former

Federative Socialist Republic of). Consultations continued throughout 1997 between the Secretariat and a number of Governments with a view to their accession to Unidroit and it is hoped that these contacts will in due course result in a further expansion of the membership of the Institute.

#### **D. DIPLOMATIC CONFERENCES AND MEETINGS ORGANISED BY OTHER INTERNATIONAL ORGANISATIONS**

In the course of the period under review, the Institute was represented at meetings organised by a number of international organisations, including FAO, UNESCO, the United Nations Commission on International Trade Law (UNCITRAL), the Hague Conference on Private International Law, the Council of Europe, the Asian-African Legal Consultative Committee (AALCC), the International Development Law Institute (IDLI) and the International Bar Association. Members of the Secretariat also participated in various meetings and seminars at which they gave exposure to Unidroit Conventions and to the Institute's ongoing work, information regarding which is provided in Part II of this Report.

## **II. SCIENTIFIC ACTIVITY**

### **A. WORK IN PROGRESS**

#### **1. Principles of international commercial contracts**

The success of the Principles was confirmed in 1997 in a number of ways. Sales of the English, French, Italian, and Spanish editions of the Principles published by Unidroit continued to be highly satisfactory. The integral version of the Principles (provisions and comments) was published in the Chinese, Czech and Dutch languages. Moreover the Ministry of Justice of the Republic of Colombia has published a Spanish language version of the Principles which has been distributed to legal experts, professors, lawyers, chambers of commerce and countries in Colombia and other Latin American countries in the framework of the Programme of Harmonisation of Private International Law (*Plan de armonización de Derecho Internacional Privado, PADIP*). The purpose of that publication was to “establish optimum legal conditions which permit Colombians to be in equal position in international contractual negotiations”.

The integral version of the Principles (provisions and comments) was put on the official Unidroit Internet Web site in 1997. On authorisation by Unidroit, the “black letter rules” only of the Principles have been made available by academic and commercial Internet Web sites and electronic data bases.

The number of decisions of State courts and arbitral tribunals making reference to the Principles is increasing and, following the decision taken by the Governing Council at its 76<sup>th</sup> session in 1997, the Centre for Comparative and Foreign Law Studies is considering the feasibility of extending UNILEX to include international case law and bibliography on the UNIDROIT Principles.

Several seminars were held in 1997 for the purpose of promoting the use of the Principles. The Chamber of Commerce and Industry of the Russian Federation, the International Center for Financial and Economic Development, the Ministry for Foreign Economic Relations of the Russian Federation

and the Russian Foundation for Legal Reforms organised a seminar “Legal Regulation of International Contracts: Modern Approaches and Tendencies” in Moscow in June 1997. One of the sessions was dedicated to the UNIDROIT Principles, the Russian language version of which was on display. Papers were presented by Messrs W. Rodinò, M.J. Bonell, A.S. Komarov and M.G. Rozenberg.

Two seminars dealing with the UNIDROIT Principles were held in Japan in 1997. The first, which took place in Tokyo on 3 October 1997, focused on the relationship between the UNIDROIT Principles and CISG. It was sponsored by Shoji Honmu (the Tokyo-based publishers of the *New Business Law* legal journal). Papers were presented by Messrs M.J. Bonell, H. Hirose and T. Uchida. The second seminar, held in Kyoto on 10 October 1997 on the invitation of the University of Kyoto, was devoted to a critical comparison between the UNIDROIT Principles and the Principles of European Contract Law. The meeting was chaired by Mr K. Sono and the subject was introduced by Mr M.J. Bonell.

Later in October 1997 two other seminars dealing with the UNIDROIT Principles were held in China. The first, organised by the Chinese Department of Treaty and Law of the Ministry of Foreign Trade and Economic Cooperation of the People’s Republic of China and the Chinese Centre for International Information Exchange, took place in Beijing on 14-15 October. The meeting was chaired by Mr Yuan Zhenmin. Papers were presented by Messrs L. Ferrari Bravo, W. Rodinò, M.J. Bonell, S. Schipani, G. Recchia, G. Crespi Reghizzi and Ms Huang Danhan. The seminar served also to present the complete Chinese language version of the UNIDROIT Principles to a wider public.

The seminar was repeated in Shanghai, at the Judicial Bureau of the Pudong New Area, on October 17. This seminar was organised by the Shanghai Municipal Foreign Economic Relations and Trade Commission (SMERT).

The French National Committee of the International Chamber of Commerce organised a seminar on the UNIDROIT Principles in Paris on 16 October 1997. Under the chairmanship of Mr E. Petersen, papers were presented by Messrs D. Tallon, J. Huet, E. Robine, S. Lazareff, L. Wits and M. Bourdeaux.

The Europa Institut of the University of Basel organised a seminar on the UNIDROIT Principles in Basel on 7-8 November 1997 which was opened by Mr P. Widmer, who gave a general address on Unidroit and its work. Messrs M.J. Bonell, F. Vischer, F. Ferrari, A. Schnyder, I. Schwenzer, E. Kramer and M. Schmidt-Kessel (replacing P. Schlechtriem) presented papers dealing respectively with the general aspects of the UNIDROIT Principles, their relevance in proceedings before State courts and arbitral tribunals, the provisions on contract formation, validity, performance and non-performance and the relation between hardship and contract termination for non-performance. Each presentation was followed by a stimulating debate.

The UNIDROIT Principles were presented by Mr W. Rodinò at a regional seminar organised by the Central American Parliament (PARLACEN) at a seminar on “International Law and Central American Integration” in Guatemala City on 6 October 1997.

## **2. International protection of cultural property**

The Unidroit Convention on Stolen or Illegally Exported Cultural Objects, adopted and opened to signature on 24 June 1995, has been signed by twenty-two States, namely: Bolivia, Burkina Faso,

Cambodia, Côte d'Ivoire, Croatia, Finland, France, Georgia, Guinea, Hungary, Italy, Lithuania, the Netherlands, Pakistan, Paraguay, Peru, Portugal, Romania, the Russian Federation, Senegal, Switzerland and Zambia. In 1997 Lithuania and Paraguay ratified the Convention and China and Ecuador acceded to it.

The Acts and Proceedings of the Diplomatic Conference, published in English and French, have been widely distributed. Unofficial translations of the Convention into Arabic, Chinese, Russian and Spanish have also been made available through the good offices of UNESCO and in Italian and German thanks to the Swiss Ministry of Culture with a view to assisting in the ratification process.

Since the adoption of the Convention, the Secretariat has sought to give the widest possible exposure to the Convention by participating in a number of meetings at which the Convention has been considered. Among these special mention may be made, at intergovernmental level, of the Meeting organised by the Council of Europe on 24 January 1997 in Paris during which there was a discussion on the way to promote accession by various countries to legal instruments to fight illicit trafficking in cultural property. The Secretariat also participated in a regional workshop for the Caribbean organised by UNESCO in Grenada in March 1997 during which the participants (senior officials in the Ministries of Culture, directors of museums, police and customs officers, etc.) became familiar with the legal weapons available in the area of the protection of cultural property.

The Convention was also presented by Ms Marina Schneider before the Central American Parliament (PARLACEN) in Guatemala City on 6 October 1997. Following this meeting contacts were made with the Guatemalan authorities who decided to initiate the process of accession. Lastly the Secretariat attended the 2<sup>d</sup> Technical Meeting on Access to Databases on Stolen Cultural Objects organised by the U.S. National Central Bureau of INTERPOL in Washington, D.C. in November 1997.

The Convention continues to be the subject of articles published in legal periodicals and daily and specialised newspapers world-wide.

### **3. International interests in mobile equipment**

#### *(1) Completion of a preliminary draft Convention by the Study Group*

1997 saw the achievement of a major landmark in the Institute's development of a number of international instruments on international interests in mobile equipment, to wit the establishment by the Study Group set up by the Governing Council in 1992 of a preliminary draft Convention. The text of this preliminary draft Convention was established at the fourth session of the Study Group, held in Rome from 3 to 7 November. This text will be laid before the Governing Council at its 77<sup>th</sup> session, to be held in Rome from 16 to 20 February 1998, for approval, subject to the granting of which it is the intention to convene governmental experts to hammer out a draft Convention capable of being submitted for adoption at a diplomatic Conference.

At its 77<sup>th</sup> session the Governing Council will also be called upon to decide on the most appropriate manner to move the project forward at the stage of governmental experts, in particular on the mode of co-operation to be envisaged with its sister intergovernmental organisations in respect of

the preliminary draft Protocols to the future Convention being prepared on matters specific to particular categories of equipment, namely aircraft equipment, railway rolling stock and space property.

(2) *Preparation of preliminary draft Protocols to the future Convention*

- (a) Decision to split the future international instrument into a general Convention and equipment-specific Protocols

The aforementioned preliminary draft Protocols are being prepared pursuant to the decision taken by the Study Group at its third session, held in Rome from 15 to 21 January 1997, upon a proposal tabled jointly by the Aviation Working Group (A.W.G.) and the International Air Transport Association (I.A.T.A.), and provisionally approved by the Governing Council at its 76<sup>th</sup> session, held in Rome from 7 to 12 April 1997, to split the future international instrument into a base Convention setting forth general rules universally applicable to all the different categories of equipment falling within its sphere of application, on the one hand, and one or more equipment-specific Protocols containing such additional rules as might be necessary to adapt the general rules of the future Convention to the special financing patterns of specific categories of equipment, on the other hand.

This proposal was seen as having particular merit in that it provided an open-ended opportunity for the different equipment sectors contemplated under the proposed Convention to latch on to it as and when they felt ready to do so, thus ensuring maximum flexibility, in particular as regards those equipment sectors that were more advanced in their position in relation to the future Convention.

- (b) Preliminary draft Protocol on matters specific to aircraft equipment

Thus, in view of all the preliminary work carried out by the A.W.G. since the constitution of that group, pursuant to a decision taken at the second session of the Sub-committee of the Study Group responsible for the preparation of a first draft, held in Rome from 29 November to 1 December 1994, in identifying those special rules necessary for aircraft equipment, the President of Unidroit felt able already in February 1997 to invite Mr J. Wool, as co-ordinator of the A.W.G. and expert consultant to the Study Group on international aviation finance matters, to organise and chair a Working Group responsible for the preparation of a preliminary draft Protocol on matters specific to aircraft equipment.

The Aircraft Protocol Group held two sessions, one in Montreal at the Headquarters of the International Civil Aviation Organization (I.C.A.O.) from 25 to 27 August 1997 and the other in Geneva at the I.A.T.A. Building from 19 to 21 November 1997. The core members of the Aircraft Protocol Group were representatives of I.C.A.O., I.A.T.A. and the A.W.G. with liaison observers from different regions of the world, in particular the General Administration of Civil Aviation of China, the Commission of the European Communities and a number of the leading export credit agencies of the world, namely Coface, the Export Credits Guarantee Department of the United Kingdom, the Export Import Bank of the United States of America and Hermes. The Institute was represented at the first session of the Aircraft Protocol Group by Ms A.M. Trahan, Canadian member of the Governing Council, and at its second session by the President and Mr M.J. Stanford. The preliminary draft Protocol on matters specific to aircraft equipment established following the second session of the Aircraft Protocol Group will be forwarded for information both to the Governing Council and to the I.C.A.O. Council with a view to its serving as the basic working text for governmental experts in their preparation of a draft Protocol on the subject.

(c) Preliminary draft Protocol on matters specific to space property

On the other hand, the Institute's efforts to persuade representatives of the international space finance community to set up a comparable Space Working Group only really having taken off following Mr Stanford's presentation to the Second Space and Satellite Finance Conference, held in London on 28 and 29 January 1997, it was only on 1 July 1997 that this Space Working Group was able to meet in Los Angeles to consider the need for a Protocol on space property and in August 1997 that the President of Unidroit, following the submission of that group's report, was able to invite Mr P.D. Nesgos, Mr S.H. Siegel and Professor D.S. Schechter, as joint co-ordinators of the Space Working Group, to organise a Working Group responsible for the preparation of a preliminary draft Protocol on matters specific to space property. Work on the preparation of this preliminary draft Protocol was underway as this report went to press and would, it was hoped, be ready for submission for information purposes to the Governing Council at its 77<sup>th</sup> session with a view to its serving as the basic working text for governmental experts in their preparation of a draft Protocol on the subject.

(d) Preliminary draft Protocol on matters specific to railway rolling stock

Thanks to the efforts of Mr H. Rosen, expert consultant to the Study Group on international rail finance matters, a Rail Working Group designed to examine the need for a Protocol on railway rolling stock was set up and held a first session in Brussels at the Headquarters of the Union of European Railway Industries (*UNIFE*) on 30 September 1997. The Institute was represented at this session by Mr Stanford. The Working Group noted the decision taken by the fourth General Assembly of the Intergovernmental Organisation for International Carriage by Rail (*O.T.I.F.*), held in Athens from 8 to 11 September 1997, to authorise that organisation to co-ordinate work on the preparation of a possible Protocol on railway rolling stock. Work on the preparation of such a preliminary draft Protocol was underway at the time when this report went to press. A second session of the Rail Working Group was planned for January 1998 after which it was hoped that it would be possible to submit a preliminary draft Protocol on matters specific to railway rolling stock to the Governing Council at its 77<sup>th</sup> session for information purposes with a view to its serving as the basic working text for governmental experts in their preparation of a draft Protocol on the subject.

It should also be noted in connection with the future Convention's application to railway rolling stock that Mr Rosen addressed the 7<sup>th</sup> Annual European Railway Financing Conference in Zürich on 10 November 1997 on the latest developments regarding the preliminary draft Convention as it was likely to affect the railway sector.

(3) *Meetings of the Study Group and its organs during the year under review*

Parallel with the development of these different preliminary draft Protocols the Secretariat has been engaged throughout 1997 in intense activity designed to permit the conclusion of the Study Group's work. This has essentially involved the organisation of the third and fourth sessions of the Study Group, referred to above, that of the second session of the Registration Working Group, held in Geneva, at the invitation of I.A.T.A., from 26 to 28 May 1997 and that of the third, fourth and fifth sessions of the Drafting Group, held in Rome on 17 and 20 January 1997, in conjunction with the third session of the Study Group, in Würzburg, at the invitation of . Mr F. Kreuzer, German member of the Study Group, from 24 to 26 July 1997, and in Rome from 4 to 7 November 1997, in conjunction with the fourth session of the Study Group, respectively.

(a) Registration Working Group: second session (Geneva, 26 - 28 May 1997)

At its second session the Registration Working Group considered those provisions of the revised draft articles of a future Unidroit Convention on international interests in mobile equipment prepared by Mr R.M. Goode, as Chairman of both the Study Group and the Drafting Group, following the third session of the Study Group concerned with the international registration system and the modalities of registration. It also considered those changes that would be necessary to these provisions as a result of the decision to split the future international instrument into a Convention and separate Protocols; in this connection it was noted that, to the extent that it was likely that separate Protocols would be necessary for each of the different categories of equipment to be encompassed by the future Convention, separate registries would need to be established in respect of each category of equipment and the majority of the provisions dealing with registration in respect of each such category would fall to be covered by the applicable Protocol, as supplemented by the Regulations that would need to be adopted pursuant thereto, with only a limited number of generic registration provisions appearing in the future Convention itself.

The Registration Working Group gave particular attention to the need to give a clear signal that the future international registration system was intended to be on-line, with registration and amendments thereof being able to be recorded and searched from remote locations via an electronic connection to the international registry data base, while nevertheless allowing, in the initial stages at least, for the international registration system also to be operated by non-electronic means. In respect of aircraft equipment it was agreed to provide for the use of existing national registration facilities as points of entry to the international registry data base.

(b) Drafting Group: fourth session (Würzburg, 24 - 26 July 1997)

The text of the revised draft articles relating to registration as redrafted by the Registration Working Group during its second session was transmitted to the Drafting Group at its fourth session in Würzburg where it was considered together with the aforementioned text of the revised draft articles prepared by Mr Goode in the light of the deliberations of the Study Group at its third session. In Würzburg the Drafting Group also gave special attention to the preliminary comments submitted by the Space Working Group, in the light of its deliberations at its aforementioned Los Angeles session, indicating those provisions of the revised draft articles which might need amendment so as to take adequate account of special features of space finance; in particular, the Drafting Group endorsed the Registration Working Group's recommendation that the future Convention should apply to those associated rights inextricably connected to objects covered by its terms.

(c) Study Group: fourth session (Rome, 3 - 7 November 1997)  
Drafting Group: fifth session (Rome, 4 - 7 November 1997)

It was the revised draft articles which came out of the Würzburg session which provided the main working document of the Study Group at its fourth and final session. At this session the Study Group also had before it, however, a considerable body of comments on the revised draft articles as proposed by the Drafting Group in Würzburg. These comments came not only from members of the Study Group, advisers thereto and those international Organisations, professional associations and other bodies represented thereon by observers but also, pursuant to an inquiry launched, at the Chairman of the Study Group's specific request, from among those having responded to the Institute's initial questionnaire on the subject as well as those having demonstrated an interest in the Institute's work on

this topic over the years. On the basis of its deliberations as reflected by the Drafting Group during the session, the Study Group was able on 7 November, subject to drafting refinements which were agreed upon subsequently by correspondence, to establish the text of a preliminary draft Convention.

Among the issues resolved at this final session of the Study Group was that of the relationship of the intended Protocols to the future Convention: first, the Convention will only enter into force in respect of a category of equipment at such time as the Protocol in respect of that category itself enters into force; secondly, the Convention will enter into force in respect of a category of equipment subject to the terms of the Protocol applicable to that category and, thirdly, the Convention will only enter into force in respect of a given category of equipment as between Contracting States that are Parties to the Protocol applicable to that category. These provisions, contained in Article X, indicate the Study Group's awareness of the necessity of deferring in respect of a specific category of equipment to the sovereignty of States as evinced in their decision to become Parties to the relevant Protocol.

Another thorny issue settled at the final session concerned the connecting factor to be employed in the future Convention: in recognition of the fact that the Convention was designed to enhance financing opportunities, it was agreed that regard should in the first place be had to the obligor's place of incorporation or registration or to the place where it had its principal place of business but that regard should alternatively be had to the place where the equipment was registered as to nationality or in some other State-authorized asset register or which otherwise had a close connection to that equipment.

(4) *Conferences / seminars organised to publicise the Institute's project*

(a) Joint Unidroit / A.I.J.A. seminar (Florence, 3 September 1997)

Throughout the year the Secretariat has continued to publicise its work on this project. One of the highlights of its efforts to date was its joint organisation with the Insolvency Commission of the International Association of Young Lawyers, in the context of that Organisation's annual conference held in Florence, of a one-day seminar on *Taking security over movables: moving towards a universal system of registration*. This seminar, held on 3 September 1997, was prepared for by twelve national reports (Belgium, Canada, Finland, France, Germany, Ireland, Italy, Netherlands, Sweden, Switzerland, United Kingdom, United States of America) and a general report in which the reporter, Mr D.W.C. Mallon of Biddle & Co., London, identified four basic different approaches to the taking of security over movables, namely the English Common law system, the classic Civil Code system (as exemplified by France), the German system and the North American system and then, in common with the national reporters, examined the universal system of registration for high-value mobile equipment proposed by the Institute, in particular in the light of these various existing systems. The presentations at the seminar itself included one on the Institute's project made by Mr Stanford and two providing critical analyses of the revised draft articles as they had emerged from the third session of the Study Group from a Common law point of view, on the one hand, and from a Civil law standpoint, on the other, made by Mr W. Holohan of G.J. Moloney & Co., Cork and Dublin and Mr V. Jeanneret of Brunshwig Wittmer, Geneva respectively. Mr Stanford was given an opportunity to answer the questions raised by Mr Jeanneret.

(b) Department of Trade and Industry conference (London, 24 February 1997)

The Secretariat was also involved in the half-day conference on the revised draft articles as they emerged from the third session of the Study Group organised by the Department of Trade and Industry of the United Kingdom in London on 24 February 1997. The conference was chaired by Mr Goode, who also provided an analysis of his revised draft; the other speakers were Mr J Burnett, Director of the Business Law Unit of the Department of Trade and Industry, Mr S.J. McGairl, member of the Study Group, Mr Wool, Dr C. Dageförde, Legal Adviser in the Office of the General Counsel of the European Bank for Reconstruction and Development, and Mr Stanford.

(c) Economic Forum (New York, 29 July 1997 / Fontainebleau, 28 October 1997)

Finally, mention should be made of the Economic Forum organised by the Aircraft Protocol Group to permit the expression of views on the economic benefits of the future Convention and Protocol on aircraft equipment for the financing of commercial aircraft and aircraft engines. The first meeting of the Economic Forum was held in New York at the offices of The Long-Term Credit Bank of Japan on 29 July 1997; its second meeting was held at Fontainebleau at the campus of INSEAD on 28 October 1997. The principal focus of both meetings was the economic impact assessment study prepared under the auspices of INSEAD and the New York University Salomon Center by Messrs A. Saunders and I. Walter.

(5) *Adoption of an I.A.T.A. Resolution relating to the future Convention and aircraft equipment Protocol*

At its 53<sup>rd</sup> Annual General Meeting, held in Amman on 3 and 4 November 1997, I.A.T.A. unanimously adopted a Resolution endorsing efforts toward rapid completion of the preliminary draft Convention and the preliminary draft aircraft Protocol, urging all international airlines and relevant intergovernmental Organisations to support this initiative and calling upon Governments to consider favourably the proposed text and to ensure the early convening of a diplomatic Conference.

#### **4. Franchising**

The *Study Group on Franchising* held its third session on 14 and 15 April 1997. On the agenda, was the examination of the second draft of the *Guide to International Master Franchise Arrangements*. A considerable number of changes to the draft were approved by the Study Group. Following the introduction of these changes and a renewed editing of the draft Guide, a *Drafting Committee* was convened. The meeting of the Drafting Committee was divided into two parts. The first was held in Rome on 10 and 11 September, 1997, the second in Washington on 22 and 23 September, 1997. A further series of modifications were suggested by the Drafting Committee.

In the context of the joint Conference of the International Bar Association Sections on Business Law and General Practice (New Delhi, 2- 7 November 1997), Committee X (International Franchising) devoted a session to the *Draft Unidroit Guide to International Master Franchise Arrangements*. The session was chaired by Ms Lena Peters of the Unidroit Secretariat, who introduced the Institute and its project on franchising. The panellists included members of the Unidroit Study Group and guest speakers from Malaysia, the Philippines and Indonesia.

The members of the Unidroit Study Group dealt with the following issues:

- ◆ what the Guide attempts to do and how it is organised (*Mr Frank Jesse*)
- ◆ whether the Guide achieves what it set out to do, whether it properly addresses the key issues and the limitations of a publication such as a Guide (*Mr Alexander Konigsberg*)
- ◆ the role of the Unidroit Guide in the process of negotiating and drafting a master franchise agreement: its relevance for both the franchisor and the sub-franchisor (*Mr Philip Zeidman*) and
- ◆ the utility of the Guide to prospective sub-franchisees, notwithstanding the fact that it is primarily drafted for franchisors and sub-franchisors, and the use of the Guide by advisers and others involved with franchising (*Mr John Vernon*).

The Guest speakers from Malaysia (*Ms Chua Su Yin*), the Philippines (*Mr Tadeo F. Hilado*), and Indonesia (*Mr Richard L. Weiss*) examined the following points:

- ◆ the type of economy prevalent in the countries they represented and whether the use of the Guide might vary depending on the type of economy
- ◆ whether the legal concepts dealt with are familiar to their legal cultures and/or whether they are explained with sufficient clarity
- ◆ whether the Guide would be useful also to franchise operators or only to lawyers
- ◆ whether, with the support of the Guide, the lawyers of their countries would be equipped to deal with the lawyers of the franchisors, and
- ◆ whether anything in particular should be added to the Guide.

The conference was well attended, with the participants expressing considerable interest in the Guide. It was suggested that the Guide might be useful not only for franchise lawyers and franchise operators, but also for Government officials and for judges and arbitrators who were frequently faced with cases dealing with franchising but were regrettably unaware of the implications of a contract of this nature. The reactions of the participants in the meeting showed clearly that there is a need for an instrument such as the draft Unidroit Guide.

Following the New Delhi Conference, the draft Guide was again revised, so as to incorporate the modifications suggested by the Drafting Committee and by the participants at the New Delhi meeting. The resulting fourth draft will be submitted for approval to the Governing Council of the Institute at its 77<sup>th</sup> session in February 1998.

## **5. Civil liability connected with the carrying out of dangerous activities**

No progress was made on this subject as a result of the decision taken by the Governing Council in 1997 to delete this item from the agenda of its 77<sup>th</sup> session in 1998 and, if the subject were to be taken up again, it would be done in the framework of the new Work Programme for the triennial period 1999-2001.

## **6. Legal issues associated with computer software**

No progress was made on this subject as a result of the decision taken by the Governing Council in 1997 to delete this item from the agenda of its 77<sup>th</sup> session in 1998 and, if the subject were

to be taken up again, it would be done in the framework of the new Work Programme for the triennial period 1999-2001.

## **B. ACTIVITIES SUBSIDIARY TO THE UNIFICATION OF LAW**

### **1. Programme of legal co-operation**

In 1997, the Programme of legal co-operation, managed by Ms Frédérique Mestre, developed considerably thanks to the support of the French Government, the Korean Government and the Seoul based “Transnational Law and Business Studies”, the Swedish Government (with a carryover from its 1995 grant), the Council of Europe in the framework of its programme of co-operation and assistance aimed at the countries of Central and Eastern Europe and by the *Agence de coopération culturelle et technique (ACCT)* in Paris in addition to Chapter 11 of the Unidroit budget devoted to “Legal assistance to developing countries”.

During the period under consideration the following researchers were welcomed in the framework of the programme: Mr Alfonso Soria Mendoza (Colombia); Mr François Anoukaha (Cameroon); Mr Diman Ivanov (Bulgaria); Ms Maura Olaru (Romania); Ms Ardita Alsula (Albania); Mr Antenor Madruga (Brazil); Mr Jacek Napierala (Poland); Mr Mauricio Prado (Brazil); Mr Bostjan Tratar (Slovenia); Ms Ding Ding (China).

On 6 October 1997 the President of the Central American Parliament and the Secretary-General of Unidroit signed a co-operation agreement in Guatemala City. The parties to this agreement intend to co-operate in the field of unification law in the framework of the process of regional integration.

### **2. Creation of a data base on uniform law**

The year 1997 saw the beginning of work on a prototype of the Unidroit Data Base on uniform Law (UNILAW). The prototype is intended to demonstrate the type of materials that the data base will include. The two conventions on which materials are being inserted in the prototype are the 1956 Geneva Convention on the Contract for the International Carriage of Goods by Road (CMR) and the 1929 Warsaw Convention for the Unification of certain Rules relating to International Carriage by Air. Contacts have also been taken with a view to obtaining funding for the data base.

### **3. Convening of a Congress or meeting on uniform law**

A symposium “Harmonisation of commercial law: co-ordination and collaboration”, organised jointly by the International Chamber of Commerce and Unidroit was held in Rome on 18 January 1997 under the joint chairmanship of Mr Roy Goode, Chairman of the International Chamber of Commerce Commission on International Commercial Practice and Member of the Governing Council, and of Mr Walter Rodinò, then Deputy Secretary-General of Unidroit. The President of Unidroit, Mr Luigi Ferrari Bravo gave an opening address. Participants included representatives of seven intergovernmental organisations (Commission of the European Communities, the Hague Conference on Private International Law, the International Civil Aviation Organization, the International Development Law

Institute, Unidroit, the International Maritime Organization and the United Nations Commission on International Trade Law) and six non-governmental organisations (the International Air Transport Association, the International Association of Young Lawyers, the International Bar Association, the International Chamber of Commerce, the International Maritime Committee, the Liaison Group of the European Mechanical, Electrical, Electronic and Metal Working Industries).

The programme centred on four themes: Role and working methods of participating organisations (lead speakers: Mr R.M. Goode (I.C.C.), Mr R. Sorieul (UNCITRAL) and Ms L. Peters (Unidroit)) • Choice of the harmonising instrument (convention, uniform law, directive, contractually incorporated rules and trade terms, model forms, legal guides, etc.) (lead speakers: Mr J. Izquierdo of the Commission of the European Communities and Mr A. Von Ziegler of the C.M.I.) • Collaborative agenda-building: exchange of information, co-ordination of efforts to maximise use of resources (lead speakers: Mr M. Pelichet of the Hague Conference on Private International Law and Mr G. Librando of the I.M.O.) • Mutual support and assistance; carry forward projects, mutual assistance in publishing and supporting adoption of new instruments (lead speakers: Mr M. Delfino representing the International Bar Association and Mr G. Jimenez of the I.C.C.) The Organisation of American States was unable to send a representative but submitted a written report entitled “A perspective from the OAS”.

#### **4. Acceptance of Unidroit Conventions**

The Secretariat has continued throughout 1997 to use its best efforts to promote Unidroit Conventions, whether by making presentations at conferences or by penning articles.

Lithuania was the first Government to ratify the Unidroit Convention on Stolen or Illegally Exported Cultural Objects adopted in 1995. Lithuania deposited its instrument of ratification on 4 April 1997, followed by Paraguay on 27 May. China acceded to the Convention on 7 May 1997 and Ecuador on 26 November. The Parliaments of Peru and Romania have completed the domestic procedure for ratification and the formal deposit of the instruments of ratification is being awaited. In conformity with Article 12(1) of the Convention shall enter into force on the first day of the sixth month following the date of deposit of the fifth instrument of ratification, acceptance, approval or accession.

The Government of Panama deposited, on 26 March 1997, its instrument of ratification of the 1988 Unidroit Convention on International Financial Leasing. In conformity with Article 16(2) of the Convention, it duly entered into force in respect of Panama on 1 October 1997.

#### **5. Interns and researchers**

The Institute welcomed the following interns and researchers in 1997: Mr Mads Bryde Andersen of the Copenhagen University (Denmark); Mr Mariano Banos (Argentina) of the University of Yale; Ms Josefina Boquera Matarredona of the University of Valencia (Spain); Ms Anne Fricke, Oberlandesgericht Naumburg (Germany); Ms Olivia Hantz of the University of Aix-en-Provence (France); Mr Olaf Hartenstein of the University of Kiel (Germany); Ms Christina Hultmark of the University of Göteborg (Sweden); Mr Stefan Krätschmer, Oberlandesgericht Nürnberg (Germany); Ms Claudia Kunert of the University of München (Germany); Mr Johannes Lübking, Kammergericht Berlin (Germany); Ms Nicola Mayerl of the University of Regensburg (Germany); Mr Juan Luis Pulido

of the University of Cádiz, (Spain); Ms Géraldine Robert (France); Mr Martin Selle, Oberlandesgericht Celle (Germany); Ms Laura Gonzalez Pachon of the University of Valladolid (Spain).

In addition, Mr Edouard Treppoz was seconded to the Secretariat for a period of sixteen months as from December under the French Government's voluntary service scheme.

## **6. Publications**

### **(a) Uniform Law Review**

Four issues of the Uniform Law Review were published in 1997 for a total of 868 pages. Although the number of subscriptions has increased, it was nevertheless considered insufficient by the Secretariat which has decided to print the Uniform Law Review at its own expense and have it distributed by an Italian publisher in Italy and a foreign publisher outside Italy. The distribution agreement, which is in the process of being finalised, will permit the Institute to count on a more precise commitment as concerns distribution which will certainly lead to positive results, also of a financial nature.

### **(b) Digest of Legal Activities of International Organizations and other Institutions**

The forthcoming (12<sup>th</sup>) edition of the *Digest* providing information on work currently underway within the international organisations and other institutions covered is scheduled to appear in 1998 together with a companion volume relating to work which has already been completed by the organisations and institutions in question.

### **(c) Acts of the Inter-American Congress on the Unidroit Principles**

The *Acts of the Inter-American Congress on the Unidroit Principles* held in Valencia, Venezuela from 6 to 9 November 1996 have been prepared and are scheduled for publication in 1998.

### **(d) News Bulletin**

The *News Bulletin* ceased publication in 1997. Issue No. 107/108 (July/October 1996) was the last issue of the News Bulletin published. It has in part been replaced by "Unidroit News" (see below).

### **(e) Unidroit News**

*Unidroit News*, a section of the Uniform Law Review providing information on current events within Unidroit, was distributed in 1997 by e-mail to subscribers to the defunct *News Bulletin*. *Unidroit News* is accessible on the Unidroit Internet World Wide Web site at <http://www.agora.stm.it/unidroit/english/news/news-main.htm> and will also be distributed on an ongoing basis as an electronic newsletter to those specifically requesting it.

### **(f) Other publications**

1997 saw the publication by the Secretariat of the Report on the Activity of the Institute for 1996, the accounts for 1996 and the budget for 1998.

The following documents relating to the implementation of the Institute's Work Programme were published during 1997, in English and French unless otherwise stated:

### **Study LXV – Programme of legal co-operation**

Scholarships Impl. 9 – Implementation of the Unidroit research scholarships programme as of 15 December 1996

Scholarships Impl. 10/Rev. – Implementation of the Unidroit research scholarships programme as of 1 December 1997

### **Study LXVIII – Franchising**

Doc. 12 – Study Group on Franchising. Guide to International Franchising. Second Draft (English only)

Doc. 13 – Report on the third session (Rome, 14 to 15 April 1997) (prepared by the Unidroit Secretariat).

Doc. 14 – Study Group on Franchising. Guide to International Franchising. Third Draft (English only)

Doc. 15 – Study Group on Franchising. Drafting Committee: Report on the meetings held in Rome, 10 - 11 September 1997 and Washington, 22 - 23 September 1997 (prepared by the Unidroit Secretariat).

### **Study LXXII – International interests in mobile equipment**

Doc. 35 – Study Group for the preparation of uniform rules on international interests in mobile equipment: revised draft articles of a future Unidroit Convention on international interests in mobile equipment (as proposed by the Drafting Group at its fourth session, held in Würzburg from 24 to 26 July 1997) with introductory remarks (by the Unidroit Secretariat)

Doc. 36 – Study Group for the preparation of uniform rules on international interests in mobile equipment: revised draft articles of a future Unidroit Convention on international interests in mobile equipment (as proposed by the Drafting Group at its fourth session, held in Würzburg from 24 to 26 July 1997): comments (by members of the Study Group, advisers thereto and the international Organisations, professional associations and other bodies represented thereon by observers as also those persons and bodies having participated from outside the Study Group in the development of the project)

Doc. 36 Add. 1 – Study Group for the preparation of uniform rules on international interests in mobile equipment: revised draft articles of a future Unidroit Convention on international interests in mobile equipment (as proposed by the Drafting Group at its fourth session, held in Würzburg from 24 to 26 July 1997): comments (by the Federal German Association of Banks)

Doc. 36 Add. 2 – Study Group for the preparation of uniform rules on international interests in mobile equipment: revised draft articles of a future Unidroit Convention on international interests in mobile equipment (as proposed by the Drafting Group at its fourth session, held in Würzburg from 24 to 26 July 1997): comments (by the Intergovernmental Organisation for International Carriage by Rail, the European Company for the Financing of Railroad Rolling Stock, the Danish Shipowners' Association and the Elf Aquitaine Group)

- Doc. 36 Add. 3 – Study Group for the preparation of uniform rules on international interests in mobile equipment: revised draft articles of a future Unidroit Convention on international interests in mobile equipment (as proposed by the Drafting Group at its fourth session, held in Würzburg from 24 to 26 July 1997): comments (by the Aircraft Protocol Group)
- Doc. 36 Add. 4 – Study Group for the preparation of uniform rules on international interests in mobile equipment: revised draft articles of a future Unidroit Convention on international interests in mobile equipment (as proposed by the Drafting Group at its fourth session, held in Würzburg from 24 to 26 July 1997): comments (by Professor B. Foëx)
- Doc. 36 Add. 5 – Study Group for the preparation of uniform rules on international interests in mobile equipment: revised draft articles of a future Unidroit Convention on international interests in mobile equipment (as proposed by the Drafting Group at its fourth session, held in Würzburg from 24 to 26 July 1997): comments (by Mr H.W. Fleisig, Director of the Center for the Economic Analysis of Law (C.E.A.L.) and expert consultant on international economic matters to the Study Group, and Professor L.G. Girton, consultant to C.E.A.L.).

### **Study LXXII C – Consideration of the legal and technical issues raised by the establishment of an international register**

- Doc. 2 – Study Group for the preparation of uniform rules on international interests in mobile equipment: Working Group to consider the legal and technical issues raised by the establishment of an international register (first session: Rome, 16 - 18 April 1996): summary report prepared by the Unidroit Secretariat)
- Doc. 3 – Study Group for the preparation of uniform rules on international interests in mobile equipment: Working Group to consider the legal and technical issues raised by the establishment of an international register (second session: Geneva, 26 - 28 May 1997): summary report prepared by the Unidroit Secretariat)

## **7. Internet**

During 1997 the content of the official Unidroit Internet Web Site at <http://www.agora.stm.it/unidroit> was substantially enlarged under the responsibility of Ms Paula Howarth. The principal additions made to the site in 1997 were: charts indicating the state of ratifications of, and accessions to, Unidroit Conventions, the full text of the complete version of the Principles of International Commercial Contracts (“black letter rules” and comments), the leading article of each issue of the *Uniform Law Review* (as of the 1997-3 issue), Unidroit News. Moreover, the French language version has been added to the site.

Therefore the Unidroit Web site comprises, in both English and French, one home page and seven main pages introducing the following sections:

- **Presentation of Unidroit**, providing general information on the Institute, an outline of current activities and a list of past achievements;
- **Unidroit News**, a section of the *Uniform Law Review* providing information on the current activities of Unidroit;

- **Unidroit Conventions**, including the full text of six Unidroit Conventions;
- **Implementation of Conventions drawn up by Unidroit and approved at diplomatic conferences convened by member States of Unidroit**, containing up to date charts of the state of ratifications of, and accessions to, Unidroit Conventions;
- **Principles of International Commercial Contracts**, containing a brief presentation of the UNIDROIT Principles, the integral version of the Principles (“black letter rules” and comments), a select bibliography, the Questionnaire prepared by the Secretariat and a first report on the replies received;
- **Unidroit publications**, a catalogue providing detailed descriptions of all Unidroit publications. Particular prominence has been given to the *Uniform Law Review* by providing that section with its own home page, a detailed presentation of the *Uniform Law Review*, the table of contents of each issue as well as the full text of a leading article from each issue.
- **Unidroit Library**, providing a brief overview of the collection and facilities.

For the efficient management of the Unidroit Web site, a mailbox *unidroit.1@agora.stm.it* was activated in June 1997 to enable readers to send their comments and/or requests by e-mail forms on the site. Moreover on 1 July 1997 a counter was placed on the English language home page of the site which, by 31 December 1997, had registered a total of 3035 contacts.

A number of commercial search engines as well as commercial and academic Web Directories to Internet Legal Resources have been notified by e-mail of the Unidroit Web site and many of them have created links to the Unidroit home page or to its individual Web pages.

The overall cost of the current Unidroit Web site, which is being updated continuously in “real time”, has been very low as it was planned and prepared for Internet in house and was hosted in 1997 by the services provider Agora Telematica free of charge for promotional reasons.

## 8. Library

As of July 1997, Mr L. Bernardeau was entrusted with the responsibility for the Library and with the task of computerizing both the Library and the Secretariat. Ms Dubois replaced Ms Rosenthal as assistant librarian and secretary.

In 1997, the Library’s holdings increased by 1,571 titles, of which 666 were purchased and 132 obtained on exchange for a total value of Lit. 71,239,061. Moreover 773 titles were received as gifts for a total value of Lit. 38,450,000. At the same time, taking into account budgetary restrictions, it was decided not to renew subscriptions to various reviews which were rarely or never consulted amounting to an annual value of Lit. 3,469,000.

In 1997 work in the Library was restructured with a view to improving the workplace and rationalising the use of the space available. In this framework, the books and furniture on the first floor have been cleaned at no additional expenditure to the Institute and the cleaning of those in the basement is expected to be completed by the end of 1998. The ceiling of the main reading room was

repaired at the expense of the Italian authorities (*Ministero dei Lavori Pubblici*). Moreover, repairs to the electric system necessitated by the computerisation of the Library has made it possible to increase the number of electrical outlets in the various reading rooms, thus facilitating the work of researchers using portable computers.

The local area network (LAN) in the Library and the connection of the server to Internet via an ISDN 64 line permit rapid access to and retrieval of legal information online, thereby making the creation of a virtual online library possible to complement the paper based collection.

Work began on the computerization of the catalogue in November 1997 once the appropriate software had been set in place. Entry and research fields have been defined taking into account the other online catalogues and the characteristics of multilingual legal research. Entry and research is possible from all workstations connected to the network. As entering records entails a great deal of work it is at present difficult to evaluate precisely the time required to convert the card catalogue into an electronic one.

The Library still attracts many readers from all over the world and the number of volumes requested is constantly increasing. In 1997, 376 new admission cards were issued 1,200 readers accessed the Library's collection.

**IMPLEMENTATION OF INSTRUMENTS BASED ON WORK  
CONDUCTED WITHIN UNIDROIT (\*)**

**A. CONVENTIONS DRAWN UP BY UNIDROIT AND APPROVED AT DIPLOMATIC  
CONFERENCES CONVENED BY MEMBER STATES OF UNIDROIT**

**1. Convention relating to a Uniform Law on the Formation of Contracts for the  
International Sale of Goods (ULFIS), opened to signature at the Hague on 1.VII.1964**

The following States signed the Convention:

Greece ( <i>ad referendum</i> )	3.VIII.1964
Netherlands	12.VIII.1964
San Marino	24.VIII.1964
Italy	23.XII.1964
Holy See (subject to ratification)	2.III.1965
United Kingdom	8.VI.1965
Belgium	6.X.1965
Federal Republic of Germany (subject to ratification)	11.X.1965
Luxembourg	7.XII.1965
Israel (subject to ratification)	28.XII.1965
France	31.XII.1965
Hungary	31.XII.1965

The following States have ratified the Convention:

United Kingdom	31.VIII.1967
San Marino (with reservation)	24.V.1968
Belgium	1.XII.1970
Netherlands (for the Kingdom in Europe) (with reservation)	17.II.1972
Italy	22.II.1972
Federal Republic of Germany (with reservation)	16.X.1973
Luxembourg (with reservation)	6.II.1979
Israel	30.V.1980

The following State has acceded to the Convention:

Gambia	5.III.1974
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The Convention duly entered into force on 23.VIII.1972 for Belgium, Italy, the Netherlands (for the Kingdom in Europe), San Marino and the United Kingdom, on 16.IV.1974 for the Federal Republic of Germany, on 5.IX.1974 for Gambia, on 6.VIII.1979 for Luxembourg and on 30.XI.1980 for Israel.

The Convention was denounced by Italy on 11.XII.1986 with effect from 1.I.1988, by the Federal Republic of Germany on 1.I.1990 with effect from 1.I.1991, by the Netherlands on 1.I.1991 with effect from 1.I.1992, by Belgium on 1.XI.1996 with effect from 1.XI.1997 and by Luxembourg on 20.I.1997 with effect from 20.I.1998.

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(\*) Based on information available to the Secretariat as of 31 December 1997.

**2. Convention relating to a Uniform Law on the International Sale of Goods (ULIS),**  
opened to signature at the Hague on 1.VII.1964

The following States signed the Convention:

Greece ( <i>ad referendum</i> )	3.VIII.1964
Netherlands	12.VIII.1964
United Kingdom	21.VIII.1964
San Marino	24.VIII.1964
Italy	23.XII.1964
Holy See (subject to ratification)	2.III.1965
Belgium	6.X.1965
Federal Republic of Germany (subject to ratification)	11.X.1965
Luxembourg	7.XII.1965
Israel (subject to ratification)	28.XII.1965
France	31.XII.1965
Hungary	31.XII.1965

The following States have ratified the Convention:

United Kingdom (with reservations)	31.VIII.1967
San Marino (with reservation)	24.V.1968
Belgium (with reservation)	12.XII.1968
Israel	3.XII.1971
Netherlands (for the Kingdom in Europe) (with reservation)	17.II.1972
Italy (with reservation)	22.II.1972
Federal Republic of Germany (with reservation)	16.X.1973
Luxembourg (with reservation)	6.II.1979

The following State has acceded to the Convention:

Gambia (with reservations)	5.III.1974
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The Convention duly entered into force on 18.VIII.1972 for Belgium, Israel, the Netherlands (for the Kingdom in Europe), San Marino and the United Kingdom, on 22.VIII.1972 for Italy, on 16.IV.1974 for the Federal Republic of Germany, on 5.IX.1974 for Gambia and on 6.VIII.1979 for Luxembourg.

The Convention was denounced by Italy on 11.XII.1986 with effect from 1.I.1988, by the Federal Republic of Germany on 1.I.1990 with effect from 1.I.1991, by the Netherlands on 1.I.1991 with effect from 1.I.1992, by Belgium on 1.XI.1996 with effect from 1.XI.1997 and by Luxembourg on 20.I.1997 with effect from 20.I.1998.

**3. International Convention on the Travel Contract (CCV),** opened to signature at Brussels on 23.IV.1970

The following States signed the Convention:

Belgium	23.IV.1970
Côte d'Ivoire	23.IV.1970
Holy See	23.IV.1970
Italy	23.IV.1970
Lebanon	23.IV.1970
Morocco (with reservations)	23.IV.1970
Niger	23.IV.1970
Philippines	23.IV.1970
Portugal	23.IV.1970
San Marino	23.IV.1970
Burkina Faso	27.IV.1970
Togo	25.III.1971

The following States have ratified the Convention:

Belgium	11.IV.1973
Togo	24.XI.1975
Italy	4.VII.1979

The following States have acceded to the Convention:

Benin	28.III.1975
Cameroon (with declaration)	16.IV.1975
Argentina	25.XI.1976

The Convention duly entered into force on 24.II.1976 for Belgium, Benin, Cameroon and Togo, on 25.II.1977 for Argentina and on 4.X.1979 for Italy.

This Convention was denounced by Belgium on 4.X.1993 with effect from 4.X.1994.

**4. Convention providing a Uniform Law on the Form of an International Will, opened to signature at Washington on 26.X.1973**

The following States signed the Convention:

Iran	27.X.1973
Sierra Leone	27.X.1973
United States of America	27.X.1973
Laos	30.X.1973
Holy See	2.XI.1973
Belgium	17.V.1974
Ecuador (with statement)	26.VII.1974
United Kingdom	10.X.1974
France	29.XI.1974
Union of Soviet Socialist Republics (with declaration)	17.XII.1974
Czechoslovakia (with statement)	30.XII.1974

The following States have ratified the Convention:

Ecuador	3.IV.1979
Belgium	21.IV.1983
France	1.VI.1994

The following States have acceded to the Convention:

Niger	19.V.1975
Portugal	19.XI.1975
Canada (for Manitoba and Newfoundland) (*)	24.I.1977
Libyan Arab Jamahiriya	4.VIII.1977
Yugoslavia	9.VIII.1977
Cyprus	19.X.1982
Italy	16.V.1991
Slovenia	20.VIII.1992
Bosnia-Herzegovina	15.VIII.1994

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(\*) Canada extended the application of the Convention to Ontario (by declaration deposited 15.III.1978), to Alberta (by declaration deposited 1.VI.1978), to Saskatchewan (by declaration deposited 8.IV.1982) and to Prince Edward Island (by declaration deposited 22.IX.1994).

The Convention duly entered into force on 9.II.1978 for Canada (for Manitoba and Newfoundland), Libyan Arab Jamahiriya, Niger, Portugal and Yugoslavia, on 3.X.1979 for Ecuador, on 19.IV.1983 for Cyprus, on 21.X.1983 for Belgium, on 16.XI.1991 for Italy, on 20.VIII.1992 for Slovenia, on 15.VIII.1994 for Bosnia-Herzegovina and on 1.XII.1994 for France.

The application of the Convention was extended for Canada to Ontario with effect from 31.III.1978, to Alberta with effect from 1.VI.1978, to Saskatchewan with effect from 8.X.1982 and to Prince Edward Island with effect from 22.III.1995.

**5. Convention on Agency in the International Sale of Goods**, opened to signature at Geneva on 17.II.1983

The following States signed the Convention:

Chile	17.II.1983
Holy See	17.II.1983
Morocco	17.II.1983
Switzerland	17.II.1983
Italy	9.IV.1984
France	25.X.1984

The following States have ratified the Convention:

Italy	16.VI.1986
France	7.VIII.1987

The following States have acceded to the Convention:

South Africa	27.I.1986
Mexico (with reservations)	22.XII.1987
Netherlands (**)	2.II.1994

The Convention will enter into force when accepted by ten Contracting States (see Article 33).

**6. Unidroit Convention on International Financial Leasing**, opened to signature at Ottawa on 28.V.1988

The following States signed the Convention:

Ghana	28.V.1988
Guinea	28.V.1988
Nigeria	28.V.1988
Philippines	28.V.1988
United Republic of Tanzania	28.V.1988
Morocco	4.VII.1988
France	7.XI.1989
Czechoslovakia	16.V.1990
Finland	30.XI.1990
Italy	13.XII.1990
Belgium	21.XII.1990
United States of America	28.XII.1990
Panama	31.XII.1990

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(\*\*) The Netherlands extended the application of the Convention to Aruba (by declaration deposited 2.II.1995).

The following States have ratified the Convention:

France (with reservation)	23.IX.1991
Italy	29.XI.1993
Nigeria	25.X.1994
Panama	26.III.1997

The following State has acceded to the Convention:

Hungary	7.V.1996
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The Convention entered into force between France, Italy and Nigeria on 1.V.1995, on 1.XII.1996 for Hungary and on 1.X.1997 for Panama.

**7. Unidroit Convention on International Factoring**, opened to signature at Ottawa on 28.V.1988

The following States signed the Convention:

Ghana	28.V.1988
Guinea	28.V.1988
Nigeria	28.V.1988
Philippines	28.V.1988
United Republic of Tanzania	28.V.1988
Morocco	4.VII.1988
France	7.XI.1989
Czechoslovakia	16.V.1990
Finland	30.XI.1990
Italy	13.XII.1990
Germany	21.XII.1990
Belgium	21.XII.1990
United States of America	28.XII.1990
United Kingdom	31.XII.1990

The following States have ratified the Convention:

France (with reservation)	23.IX.1991
Italy	29.XI.1993
Nigeria	25.X.1994

The following State has acceded to the Convention:

Hungary	7.V.1996
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The Convention entered into force between France, Italy and Nigeria on 1.V.1995 and on 1.XII.1996 for Hungary.

**8. Unidroit Convention on Stolen or Illegally Exported Cultural Objects**, opened to signature at Rome on 24.VI.1995

The following States have signed the Convention:

Burkina Faso	24.VI.1995
Cambodia	24.VI.1995

Côte d'Ivoire	24.VI.1995
Croatia	24.VI.1995
France	24.VI.1995
Guinea	24.VI.1995
Hungary	24.VI.1995
Italy	24.VI.1995
Lithuania	24.VI.1995
Zambia	24.VI.1995
Georgia	27.VI.1995
Finland	1.XII.1995
Portugal	23.IV.1996
Paraguay	13.VI.1996
Switzerland	26.VI.1996
Romania	27.VI.1996
Pakistan	27.VI.1996
Netherlands (with declarations)	28.VI.1996
Peru	28.VI.1996
Bolivia	29.VI.1996
Senegal	29.VI.1996
Russian Federation	29.VI.1996

The following States have ratified the Convention:

Lithuania	4.IV.1997
Paraguay	27.V.1997

The following State has acceded to the Convention:

China (with declarations)	7.V.1997
Ecuador	26.XI.1997

The Convention will enter into force when accepted by five Contracting States (see Article 12).

## **B. INTERNATIONAL INSTRUMENTS IN FORCE ADOPTED UNDER THE AUSPICES OF OTHER ORGANISATIONS AND BASED ON UNIDROIT DRAFTS OR CONVENTIONS**

- 1. Convention on the Contract for the International Carriage of Goods by Road (CMR)**, adopted in Geneva in 1956 under the auspices of the Economic Commission for Europe of the United Nations. The Convention, which entered into force in 1961, is based on the draft Convention on the Contract for the International Carriage of Goods by Road (CMR) which was transmitted by Unidroit to the Economic Commission for Europe of the United Nations in 1952.

Contracting Parties: Austria, Belarus, Belgium, Bosnia-Herzegovina (succession), Bulgaria, Croatia (succession), Czech Republic (succession), Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Kazakhstan, Latvia, Lithuania, Luxembourg, Morocco, Netherlands, Norway, Poland, Portugal, F.Y.R. Macedonia (succession), Republic of Moldova, Romania, Russian Federation, Slovakia (succession), Slovenia (succession), Spain, Sweden, Switzerland, Tadjikistan, Tunisia, Turkey, Turkmenistan, United Kingdom, Uzbekistan and Yugoslavia.

- 2. UNESCO Convention of 1954 for the Protection of Cultural Property in the Event of Armed Conflict**, which entered into force in 1956. The Convention is based on the draft Unidroit completed in 1951.

Contracting Parties: Albania, Argentina, Armenia, Australia, Austria, Azerbaijan, Belarus, Belgium, Bosnia-Herzegovina, Brazil, Bulgaria, Burkina Faso, Cambodia, Cameroon, Congo

(Democratic Rep. of), Côte d'Ivoire, Croatia, Cuba, Cyprus, Czech Republic, Dominican Republic, Ecuador, Egypt, Estonia, Finland, Former Yugoslav Republic of Macedonia, France, Gabon, Georgia, Germany, Ghana, Greece, Guatemala, Guinea, Holy See, Hungary, India, Indonesia, Iran, Iraq, Israel, Italy, Jordan, Kazakhstan, Kyrgyz Republic, Kuwait, Lebanon, Libyan Arab Jamahiriya, Liechtenstein, Luxembourg, Madagascar, Malaysia, Mali, Mexico, Monaco, Mongolia, Morocco, Myanmar, Netherlands, Nicaragua, Niger, Nigeria, Norway, Oman, Pakistan, Panama, Peru, Poland, Qatar, Romania, Russian Federation, San Marino, Saudi Arabia, Senegal, Slovakia, Slovenia, Spain, Sudan, Sweden, Switzerland, Syrian Arab Republic, Tajikistan, Thailand, Tunisia, Turkey, Ukraine, United Republic of Tanzania, Uzbekistan, Yemen and Yugoslavia (Federal Rep. of).

3. **International Convention of 1961 for the Protection of Performers, Producers of Phonograms and Broadcasting Organizations**, adopted under the auspices of ILO, UNESCO and WIPO and which entered into force in 1964. The Convention is very largely based on the preliminary draft Convention for the Protection of Interpreting and Performing Artists, as well as of Manufacturers of Phonographic Records and other phonograms and on the preliminary draft Convention for the Protection of Radio Broadcasts.

Contracting Parties: Argentina, Australia, Austria, Barbados, Bolivia, Brazil, Bulgaria, Burkina Faso, Cape Verde, Chile, Colombia, Congo, Costa Rica, Czech Republic, Denmark, Dominican Republic, Ecuador, El Salvador, Fiji, Finland, France, Germany, Greece, Guatemala, Honduras, Hungary, Iceland, Ireland, Italy, Jamaica, Japan, Lebanon, Lesotho, Luxembourg, Mexico, Monaco, Netherlands, Niger, Nigeria, Norway, Panama, Paraguay, Peru, Philippines, Poland, Republic of Moldova, Saint Lucia, Slovakia, Slovenia, Spain, Sweden, Switzerland, United Kingdom, Uruguay and Venezuela.

4. **Hague Convention of 1958 on the Recognition and Enforcement of Decisions involving Obligations to support Minor Children** which entered into force in 1962. This Convention was prepared on the basis of the draft Convention on the Recognition and Enforcement abroad of Maintenance Obligations, a first draft of which had been drawn up by Unidroit in 1938 and work on which was completed in 1949 when it was transmitted to the Department for Social Affairs of the United Nations. After being revised by a United Nations committee of experts, the draft was recommended to States under a Resolution of the Economic and Social Council at its XVIIth session for use as a model in the drawing up of bilateral conventions or uniform laws for separate adoption by each State.

Contracting Parties: Austria, Belgium, Czech Republic, Denmark, Finland, France, Germany, Hungary, Italy, Liechtenstein, Netherlands, Norway, Portugal, Slovakia, Spain, Surinam, Sweden, Switzerland and Turkey.

5. **European Convention of 1962 on the Liability of Hotel-keepers concerning the Property of their Guests**, adopted under the auspices of the Council of Europe and which entered into force in 1967. The Convention is based on the draft uniform law on the hotelkeeper's liability for damage to or destruction or theft of his guests' property, the drafting of which was completed by Unidroit in 1934.

Contracting Parties: Belgium, Bosnia-Herzegovina, Croatia, Cyprus, France, F.Y.R. Macedonia, Germany, Ireland, Italy, Luxembourg, Malta, Poland, Slovenia and United Kingdom.

6. **Benelux Treaty of 1955 on Compulsory Insurance against Civil Liability in respect of Motor Vehicles**  
*and*  
**European Convention on Compulsory Insurance against Civil Liability in respect of Motor Vehicles**, adopted in 1959 under the auspices of the Council of Europe, which entered into force in 1969. These two instruments are based on the draft uniform rules on the compulsory insurance of motorists, the drafting of which was completed by Unidroit in 1937.

Contracting Parties to the 1959 Convention: Austria, Denmark, Germany, Greece, Norway and Sweden.

7. **European Convention on Establishment of 1955**, adopted under the auspices of the Council of Europe and which entered into force in 1965. The Convention is based on the draft Convention on the reciprocal treatment of nationals as between member States of the Council of Europe, the drafting of which was completed by Unidroit in 1951.

Contracting Parties: Belgium, Denmark, Germany, Greece, Ireland, Italy, Luxembourg, Netherlands, Norway, Sweden, Turkey and United Kingdom.

8. **Protocol No. 1 concerning Rights in rem in Inland Navigation Vessels** annexed to the 1965 Convention on the Registration of Inland Navigation Vessels which was adopted under the auspices of the Economic Commission for Europe of the United Nations and to which Austria, France, Luxembourg, Netherlands, Switzerland and Yugoslavia are Contracting Parties. The Protocol is based on the draft Convention concerning rights in rem in boats in inland navigation, the drafting of which was completed by Unidroit in 1960. The Convention and Protocol No. 1 entered into force in 1982.

The Contracting Parties to Protocol No. 1 are Austria, France, Luxembourg, Netherlands, Switzerland and Yugoslavia.

9. **Protocol No. 2 on Attachment and Forced Sale of Inland Navigation Vessels** annexed to the 1965 Convention on the Registration of Inland Navigation Vessels, adopted under the auspices of the Economic Commission for Europe of the United Nations. The Protocol is based on the draft Protocol on attachment and forced sale of inland navigation vessels, the drafting of which was completed by Unidroit in 1962. Protocol No. 2 entered into force in 1982.

The Contracting Parties to Protocol No. 2 are Austria, France, Luxembourg and Yugoslavia.

10. **United Nations Convention on Contracts for the International Sale of Goods**, adopted at Vienna in 1980 and which entered into force in 1988. This Convention is based on the Convention relating to a Uniform Law on the Formation of Contracts for the International Sale of Goods (ULFIS) and the Convention relating to a Uniform Law on the International Sale of Goods (ULIS), adopted at The Hague at a diplomatic Conference in 1964 (Sections A 1 and 2 above).

Contracting States: Argentina, Australia, Austria, Belarus, Bosnia and Herzegovina, Belgium, Bulgaria, Canada, Chile, China, Cuba, Czech Republic, Denmark, Ecuador, Egypt, Estonia, Finland, France, Georgia, Germany, Guinea, Hungary, Iraq, Italy, Latvia, Lesotho, Luxembourg, Mexico, Netherlands, Norway, Republic of Moldova, Poland, Romania, Russian Federation, Slovakia, Slovenia, Spain, Sweden, Switzerland, Syrian Arab Republic, Uganda, Ukraine, United States of America, Uzbekistan, Yugoslavia and Zambia.

11. **Convention on the Contract for the International Carriage of Passengers and Luggage by Road (CVR)**, adopted in Geneva in 1973 under the auspices of the Economic Commission for Europe of the United Nations. The Convention is based on the draft Convention on the Contract for the International Carriage of Passengers and Luggage by Road (CVR), the drafting of which was completed by Unidroit in 1969. The Convention entered into force in 1994.

Contracting Parties: Bosnia-and-Herzegovina (succession), Croatia (succession), Czech Republic (succession), Latvia, Slovakia (succession) and Yugoslavia.

## C. **INTERNATIONAL INSTRUMENTS NOT YET IN FORCE ADOPTED UNDER THE AUSPICES OF OTHER ORGANISATIONS AND BASED ON UNIDROIT DRAFTS**

1. **Convention relating to the Limitation of the Liability of Owners of Inland Navigation Vessels (CLN)**, adopted in Geneva in 1973 under the auspices of the Economic Commission for Europe of the United Nations. The Convention is based on the draft Convention relating to the Limitation of the Liability of Owners of Inland Navigation Vessels (CLN), the drafting of which was completed by Unidroit in 1970. The Russian Federation is the sole Contracting State.

2. **Convention on the Contract for the International Carriage of Passengers and Luggage by Inland Waterway (CVN)**, adopted in Geneva in 1976 under the auspices of the Economic Commission for Europe of the United Nations. The Convention is based on the draft Convention on the Contract for the International Carriage of Passengers and Luggage by Inland Waterway (CVN), the drafting of which was completed by Unidroit in 1972. The Russian Federation is the sole Contracting State.
3. **European rules for investment funds**, which were in 1972 recommended by the Committee of Ministers of the Council of Europe as a model law for the member States of the Council of Europe. The rules are based on the preliminary draft model law on investment funds, Unidroit's drawing up of which was completed in 1969.
4. **European Convention providing a Uniform Law on Arbitration**, adopted in 1966 under the auspices of the Council of Europe. The Convention is based on the preliminary draft uniform law on arbitration in private law matters in international relations, Unidroit's drawing up of which was completed in 1954. The sole Contracting State is Belgium.
5. **European Convention of 1973 on Civil Liability for Damage caused by Motor Vehicles**, adopted under the auspices of the Council of Europe. The Convention is based on the draft of a uniform law on the civil liability of motorists, Unidroit's drawing up of which was completed in 1938. No State has ratified this Convention.
6. **United Nations Convention on International Multimodal Transport of Goods**, adopted in Geneva in 1980. The origin of the Convention is to be found in the draft Convention on Contracts for the Combined International Carriage of Goods, Unidroit's drawing up of which was completed in 1965. The Unidroit draft also provided one of the bases for the draft Convention on the International Combined Carriage of Goods (TCM), drawn up at a round table convened by Unidroit at the request of the Economic Commission for Europe of the United Nations in 1969 and 1970, which was itself revised at meetings convened jointly by the Intergovernmental Maritime Consultative Organisation (IMCO) and the Economic Commission for Europe of the United Nations. The Contracting States are: Chile, Georgia, Malawi, Mexico, Morocco, Rwanda, Senegal and Zambia.
7. **Convention on Civil Liability for Damage caused during Carriage of Dangerous Goods by Road, Rail and Inland Navigation Vessels (CRTD)**, adopted in Geneva in 1989 under the auspices of the Economic Commission for Europe of the United Nations. The Convention is based on the draft articles for a Convention on civil liability for damage caused during carriage of dangerous goods by road, rail and inland navigation vessels, Unidroit's drawing up of which was completed in 1986. No State has ratified this Convention.
8. **United Nations Convention on the Liability of Operators of Transport Terminals in International Trade**, adopted in Vienna in April 1991. The Convention is based on the preliminary draft Convention on Operators of Transport Terminals, Unidroit's work on which was completed in 1983. Georgia is the only State which has ratified the Convention.

**D. EUROPEAN COMMUNITY DIRECTIVE BASED ON A PRELIMINARY DRAFT UNIDROIT CONVENTION**

**Council Directive 93/7/EEC of 15 March 1993 on the return of cultural objects unlawfully removed from the territory of a Member State.**

**E. UNIFORM RULES PUBLISHED BY THE INTERNATIONAL CHAMBER OF COMMERCE AND BASED ON A DRAFT UNIDROIT CONVENTION**

**Uniform Rules for a Multimodal Transport Document** first published by the International Chamber of Commerce in 1973 and subsequently revised. The origin of the Rules is the same as that of the United Nations Convention on International Multimodal Transport of Goods (see above Section C. 6.).

**F. INTERNATIONAL INSTRUMENTS BASED ON PRELIMINARY STUDIES  
PREPARED BY UNIDROIT**

**1. European Convention on Products Liability in regard to Personal Injury and Death of  
27 January 1977**

No State has ratified this Convention.

**2. Resolution (78)3 on Penalty Clauses in Civil Law adopted by the Committee of  
Ministers of the Council of Europe on 20 January 1978.**

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