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GOVERNING COUNCIL
98th session
Rome, 8 - 10 May 2019

UNIDROIT 2019
C.D. (98) 1 rev.
Original: English/French
May 2019

ANNOTATED DRAFT AGENDA

1. Adoption of the annotated draft agenda (C.D. (98) 1 rev.)
2. Appointments (C.D. (98) 1 rev.)
 - (a) First and Second Vice-Presidents of the Governing Council
 - (b) Members *ad honorem* of the Governing Council
 - (c) Members of the Permanent Committee
3. Reports
 - (a) Annual Report 2018 (C.D. (98) 2)
 - (b) Report on the UNIDROIT Foundation
4. International Interests in Mobile Equipment
 - (a) Implementation and status of the Luxembourg Rail Protocol and of the Space Protocol (C.D. (98) 3)
 - (b) Draft Protocol to the Cape Town Convention on Matters Specific to Mining, Agricultural and Construction Equipment (C.D. (98) 4)
5. Private Law and Agricultural Development
 - (a) Preparation of an international guidance document on agricultural land investment contracts (C.D. (98) 5(a) rev.)
 - (b) Follow-up activities and promotion of the UNIDROIT/FAO/IFAD Legal Guide on Contract Farming (C.D. (98) 5(b))
6. Transnational civil procedure
 - (a) Formulation of ELI-UNIDROIT regional rules (C.D. (98) 6(a) rev.)

- (b) Principles on Effective Enforcement (C.D. (98) 6(b))
- 7. International Commercial Contracts: Formulation of Principles of Reinsurance Contracts (C.D. (98) 7)
- 8. International Sales Law: Preparation of a guidance document on existing texts in the area of international sales law in cooperation with UNCITRAL and the Hague Conference on Private International Law (C.D. (98) 8)
- 9. International protection of cultural property (C.D. (98) 9)
 - (a) Follow-up activities and promotion of the 1995 UNIDROIT Convention on Stolen or Illegally Exported Cultural Objects and the Model Provisions on State Ownership of Undiscovered Cultural Objects
 - (b) Private art collections
- 10. Promotion of UNIDROIT instruments (C.D. (98) 10)
- 11. Correspondents (C.D. (98) 11)
- 12. UNIDROIT Library and research activities (C.D. (98) 12 rev.)
- 13. UNIDROIT information resources and policy (C.D. (98) 13 rev.)
- 14. Proposals for the Work Programme for the triennial period 2020 – 2022 and comments received by the Secretariat (C.D. (98) 14 rev. 2)
- 15. Presentation of the Cape Town Convention and Aircraft Protocol Official Commentary – Fourth Edition (2019) by Professor Sir Roy Goode C.B.E., Q.C. and Professor Jeffrey Wool (Annexe 1 hereto)
- 16. Administrative matters
 - (a) Preparation of the draft Budget for the 2020 financial year (C.D. (98) 15(a))
 - (b) Report of the Secretary-General on the implementation of the new compensation and social security scheme applicable to the UNIDROIT staff (C.D. (98) 15(b))
- 17. Date and venue of the 99th session of the Governing Council (C.D. (98) 1 rev.)
- 18. Any other business
 - Private Law and Development - Cooperation with the Global Forum on Law Justice and Development (GFLJD) and possible future work in relation with the “Human-Centered Business Model” Project (C.D. (98) 16)
- 19. Panel on “Principles on Reinsurance Contracts” (Annexe 2 hereto)

ANNOTATIONS

1. The meeting of the 98th session of the Governing Council will be held at the seat of UNIDROIT. It will start on Wednesday 8 May 2019 at 9.30 a.m. and is due to close on Friday 10 May 2019 at 1.30 p.m., with a panel on “Principles of Reinsurance Contract Law” (see programme under Annexe 2).

Item No. 2 – Appointments

(a) First and Second Vice-Presidents of the Governing Council

2. At its annual sessions since 1977, the Governing Council has elected a First and a Second Vice-President who, in accordance with Article 11 of the Regulations of the Institute, will hold office until the following ordinary session, which is convened once a year. At present, the post of First Vice-President is occupied by the *doyen* of the Council and that of Second Vice-President by one of the most senior Council members, the latter on the basis of the criterion of rotation since 1994.

(b) Members *ad honorem* of the Governing Council

3. It is a well-established tradition that, at the first Council session held after their membership has ceased, former members of the Governing Council are appointed members of the Governing Council *ad honorem* in recognition of their services to the Institute.

4. The Governing Council is invited to appoint the following as members *ad honorem* (listed in alphabetical order): Professor Radu Bogdan Bobei; Professor Nuria Bouza Vidal; Professor Dr. B. Bahadır Erdem; Hon. Monique Jametti; Professor Miklós Király; Professor Lyou Byung-Hwa; Professor Jan Lambert Neels; Professor Wojciech Popiołek; Ms Rachel Sandby-Thomas; H.E. Álvaro Sandoval Bernal; Professor Daniel Tricot; Professor Spyridon Vrellis; Mr Roger Wilkins.

(c) Members of the Permanent Committee

5. According to Article 7(1) of the Statute, the Permanent Committee “shall consist of the President and five members appointed by the Governing Council from among its own members”. Pursuant to Article 7(2) of the Statute, the members of the Permanent Committee shall hold office for five years and shall be eligible for re-election. Various powers are conferred on the Permanent Committee by the Regulations of the Institute and in particular the drawing up of the agenda of the General Assembly (Article 1(2)), ensuring of the continuity of the Institute's operation in accordance with the instructions of the Governing Council (Article 17(1)), the appointment, nomination and promotion of certain categories of the staff (Articles 40, 41 and 42) and the taking of disciplinary measures concerning staff members (Article 62).

6. The current appointed members of the Permanent Committee are as follows: Dr Hans Georg Bollweg, Professor Arthur Hartkamp, Professor Henry Gabriel and Professor Jorge A. Sánchez Cordero. Ms Rachel Sandby-Thomas ceased her function as Governing Council member on 1 January 2019 and hence also on that day ceased to be a member of the Permanent Committee.

7. Should the four remaining members of the Permanent Committee wish to continue serving in the Permanent Committee, the Governing Council would need to renovate their mandate. A new member must be appointed to fill in the current vacancy.

Item No. 15 - UNIDROIT information resources and policy

8. This item will include a presentation of the new UNILEX database by Professor Michael Joachim Bonell.

Item No. 16 - Proposals for the Work Programme for the triennial period 2020 – 2022 and comments received by the Secretariat

9. Pursuant to Article 11(2) of the Statute of UNIDROIT, the Governing Council draws up the Work Programme of the Institute and makes a proposal to the General Assembly, which is then called to approve it (Article 5(3) of the Statute). The General Assembly adopted the Work Programme for the triennial period 2017 - 2019 at its 73rd session on 1 December 2016 (cf. UNIDROIT 2016 – A.G. (78) 8, A.G. (78) 3 corr.).

Item No. 19 - Date and venue of the 99th session of the Governing Council

10. The Governing Council may wish to consider holding its 99th session on 6 to 8, 20 to 22 or 27 to 29 May 2020.

ANNEXE 1

**Presentation of Cape Town Convention and Aircraft Protocol Official Commentary –
Fourth Edition (2019) by Professor Sir Roy Goode C.B.E., Q.C. and Professor Jeffrey Wool
(Secretary-General of the AWG)**

Thursday 9 May 5 pm

The Official Commentary on the Convention on International Interests in Mobile Equipment and Aircraft Protocol, produced by Professor Sir Roy Goode pursuant to a Resolution of the Cape Town Diplomatic Conference, was published in 2002, and quickly became the definitive guide to the Convention and the Aircraft Protocol. It was last revised in 2013. Much has changed in the intervening five years. The Convention has now been ratified by 80 States and the Protocol by 76 States, together in each case with the European Union (i.e. The European Community in the moment of ratification). The experience of the aviation industry based on large numbers of transactions registered under the Convention and Protocol, which has reached one million registrations in January 2019, has revealed a host of new issues which needed to be addressed. In addition the International Registry for aircraft objects has been progressively updated, and substantially enhanced facilities are now in preparation and will be the subject of new regulations designed to take effect in 2019 after approval by the Council of ICAO. In this fourth edition, Sir Roy has extensively revised and

expanded the Official Commentary to take account of these and other important developments. The new version of the Official Commentary is an essential guide for all those interested or involved in aviation finance and leasing.

Sir Roy Goode has also authored the Official Commentary on the Convention and Luxembourg Protocol as mandated by the Diplomatic Conference in Luxembourg in 2007 as well as an Official Commentary on the Convention and Space Protocol adopted by a Diplomatic Conference in Berlin in 2012, copies of which are available for purchase from UNIDROIT.



Professor Sir Roy Goode, CBE, QC, is Emeritus Professor of Law at the University of Oxford, Emeritus Fellow of St John's College, Oxford, and a Fellow of the British Academy. He has acted as Chairman of the UNIDROIT Study Group that initiated the Cape Town project, as Rapporteur to the three Joint Sessions of the UNIDROIT Committee of Governmental Experts and the ICAO Legal Sub-Committee, as Chairman of the Drafting Committee at the Cape Town Diplomatic Conference, and as Reporter to the Commission of the Whole at the Diplomatic Conference to adopt a Rail Protocol

to the Convention on International Interests in Mobile Equipment., as well as the Diplomatic Conference to adopt the Protocol to the Convention on International Interests in Mobile Equipment on Matters Specific to Space Assets.



***Jeffrey Wool** is the secretary general of the **Aviation Working Group**, a not-for-profit international industry group that works on the development of policies, regulations and rules designed to facilitate advanced international aviation financing and leasing. Jeffrey acts in that capacity on secondment from **Blakes**, a leading international law firm. Jeffrey is also a professor of global business law at the **University of Washington**. He is a senior research fellow at Harris Manchester College, Oxford, and an affiliate member of the faculty, **University of Oxford**. He is the*

*president of the **UNIDROIT Foundation**.*

Jeffrey has been centrally involved, on behalf of AWG, in the development, negotiation, and national ratification / implementation of the Cape Town Convention (CTC). He chaired the group that prepared the initial draft of the Aircraft Protocol, chairs the International Advisory Board for the CTC's International Registry, and is the executive director of the Oxford – UW CTC academic project. He now leads a global project promoting and assessing ratification of, and compliance with, CTC.

Jeffrey coordinates all AWG projects, including on banking (capital requirements) reform, export credit, and cross border transferability of aircraft, and works with governments and international organizations around the world on a day-to-day basis.

ANNEXE 2**PANEL ON REINSURANCE CONTRACT LAW**

UNIDROIT
Villa Aldobrandini
Via Panisperna 28, Rome

10 May 2019 11.30 am



11.30 - 11.40 Welcome and Introduction – Professor Alberto Mazzoni
 (President of the UNIDROIT Governing Council)

- 11.40 - 12.00 Introduction to the Principles of Reinsurance Contract Law and their Relationship with the UNIDROIT Principles on International Commercial Contracts – Professor Helmut Heiss (University of Zurich)
- 12.00 - 12.20 “Duties” and “Remedies” in the Principles of Reinsurance Contract Law as compared with the UNIDROIT Principles on International Commercial Contracts – Professor Diana Cerini (Milano Bicocca University)
- 12.20 - 12.40 A Direct Insurer’s View - Lari Kuitunen (If P&C Insurance)
- 12.40 - 13.00 A Reinsurer’s View – Eberhard Witthoff (Munich Re Group)
- 13.00 - 13.30 Discussion



Professor Dr. Helmut Heiss, LL.M. is full professor at the University of Zurich and attorney-at-law. He has in-depth knowledge and considerable experience in various areas of private law, in particular insurance and reinsurance contract law as well as private international law. Helmut Heiss also acts as Chairman of the Working Group on the Principles of European Insurance Contract Law (PEICL) and of the Working Group on the Principles of Reinsurance Contract Law (PRICL).



Diana Cerini is Full Professor of Comparative Private Law at the School of Law of Università degli Studi di Milano Bicocca. She is the author of several books and papers regarding, among others, insurance law, financial services and tort law. She has conducted researches at national and international level and has been visiting professor in various foreign universities. She has been a member of the Arbitration Committee of the Bank of Italy – Arbitro Bancario Finanziario in charge of resolution of conflicts between banks and other financial intermediaries and clients and has long experience in legal counselling and arbitration. She has been the Italian member of the PEICL (Principles of European Insurance Contract Law) and actually of the PRICL Group (on Principles of Reinsurance Contract Law).



Lari Kuitunen has been a Reinsurance manager at If P&C Insurance Ltd, for close to 10 years. If P&C is one of the largest insurance companies in the Nordics (in fact the largest if you look at Nordic countries as a combined entity). He obtained a Master of Economics at the University of Helsinki in 2007, and a Master of Laws at the University of Helsinki in 2010, his Master's thesis concerning the liability of reinsurers to compensate losses in certain special circumstances, awarded for excellence. His industry expertise has seen him in charge of the negotiation, contract drafting, operation and overseeing of long tail reinsurance contracts. He is a Member of the advisory panel of insurers of the PRICL project



Dr. Eberhard Witthoff has been Head of Claims Munich Re since 2016 for Global Clients and the Asia-Pacific region. He has the worldwide responsibility for Cyber claims, Casualty, Credit risk and Agro. Eberhard began his career as an insurance and contract lawyer in a law firm in Munich serving clients nation-wide, and joined Munich Re as a primary (fire/industrial) insurance specialist in 1997. From 2001 to 2005, he was Senior Claims Lawyer for the German market. In 2005 he became Head of Claims for Central Eastern Europe. From 2007 to 2016 he has been Head of Claims in the Germany, Asia-Pacific, and Africa Division.