



**GOVERNING COUNCIL**  
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**Item No. 8 on the agenda: 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**

(prepared by the Secretariat)

<i>Summary</i>	<i>Second report on the project</i>
<i>Action to be taken</i>	<i>The Governing Council is invited to take note of the progress</i>
<i>Mandate</i>	<i>Work Programme 2017-2019</i>
<i>Priority</i>	<i>High</i>
<i>Related document</i>	<i>UNIDROIT 2019 – C.D. (98) 2</i>

**I. HISTORY AND STATUS OF THE PROJECT**

1. On 14 December 2015, the Secretariat received a communication from the Secretariat of the United Nations Commission on International Trade Law (UNCITRAL) inviting UNIDROIT and the Hague Conference on Private International Law to cooperate on a project for the “creation of a roadmap to the existing texts in the area of international sales law (sales contracts) prepared by each organisation, primarily the CISG, the UNIDROIT Principles, and the Hague Principles, and providing an assessment of interactions between the texts, their actual and potential use, application, and impact, all with the goal to facilitate promotion of their appropriate use, uniform interpretation, and adoption.”

2. The Governing Council decided to recommend this topic for inclusion in the UNIDROIT Work Programme for the triennium 2017-2019 by the General Assembly, and proposed to assign it a high level of priority. The General Assembly endorsed this recommendation at its 75<sup>th</sup> session, on 1 December 2016.

3. During 2017, the three Secretariats devised an outline of the Guide and, in the interest of representing different legal traditions and geographic regions, identified a small joint panel of experts of international commercial contracts law and/or private international law to produce it. The project Expert group is now composed of Professors Neil B. Cohen (Brooklyn Law School, the United States of America), Lauro Gama Jr (Pontifícia Universidade Católica do Rio de Janeiro, Brazil), Hiroo Sono (Hokkaido University, Japan), Pilar Perales Viscasillas (Universidad Carlos III de Madrid, Spain), and Stefan Vogenauer (Max Planck Institute for European Legal History, Germany). The small Expert group met once in a face-to-face meeting, kindly hosted by Professor Stefan Vogenauer in Frankfurt in October 2017, which was determinant to develop an outline of the guidance document (“the Guide”) and to assign responsibilities for providing a first draft. Subsequently, the Expert Group only worked through email exchanges and teleconferences coordinated by the three Secretariats, in view to the lack of dedicated funding.

4. The three Secretariats also agreed to consult relevant stakeholders, including associations of judges and practitioners, for comments, before seeking formal approval from their respective governing bodies. In this context, a first step was represented by the presentation of the general concept of the Guide at the International Bar Association’s Annual Conference (Rome, 8-12 October 2018).

5. A first non-consolidated draft was produced by the experts in February 2019. It is currently being subject to substantive and linguistic revision and it will be circulated for further input by the experts. If feasible, a face-to-face meeting will be organised before circulation for external consultations.

6. As far as the timeline for approval of the Guide is concerned, UNCITRAL had expressed its wish to have the Guide, following completion of consultations, approved by its organs by July 2020, in conjunction with the CISG’s 40th anniversary. The three Secretariats agreed on this timeline. Consistent with that timeline, the draft Guide is to be submitted to the Governing Council in May 2020 for approval.

## **II. ACTION TO BE TAKEN**

7. *The UNIDROIT Secretariat would invite the Governing Council to take note of the developments in relation to 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.*