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**GOVERNING COUNCIL**  
**99<sup>th</sup> session (B)**  
**Rome, 23-25 September 2020**

UNIDROIT 2020  
C.D. (99) B.11  
Original: English  
August 2020

**Item No. 9 on the agenda: International Sales Law –**  
**Adoption of Tripartite Legal Guide to Uniform Legal Instruments in the Area of**  
**International Commercial Contracts (with a focus on sales)**

(prepared by the Secretariat)

<i>Summary</i>	<i>Third report on the project</i>
<i>Action to be taken</i>	<i>The Governing Council is invited to take note of the document and authorise the publication of the Tripartite Legal Guide to Uniform Legal Instruments in the Area of International Commercial Contracts (with a focus on sales)</i>
<i>Mandate</i>	<i>Work Programme 2017-2019; renewed for Work Programme 2020-2022</i>
<i>Priority</i>	<i>High</i>
<i>Related document</i>	<a href="#">UNIDROIT 2020 –C.D.(99) A.5</a> ; <a href="#">UNIDROIT C.D. (99) A.8</a>

**I. UPDATES SINCE THE REMOTE MEETING OF THE 99<sup>TH</sup> SESSION OF THE GOVERNING COUNCIL**

1. The Tripartite Legal Guide to Uniform Legal Instruments in the Area of International Commercial Contracts (with a focus on sales) was unanimously approved at the remote meeting of the 99<sup>th</sup> session (A) of the UNIDROIT Governing Council, subject to such minor amendments as might be introduced by the discussion which would take place at the United Nations Commission on International Trade Law (UNCITRAL) session in 2020 ([see UNIDROIT C.D. \(99\) A.8](#), para. 38).

2. At its 53<sup>rd</sup> session held virtually in July 2020, the UNCITRAL Commission discussed the draft Tripartite Guide (as detailed in document [A/CN.9/1029](#)) together with adjustment proposals, as detailed in doc [A/CN.9/1030](#) and deriving from: (a) consideration of comments received by the UNCITRAL Secretariat in advance of the session (particularly by the CISG Advisory Council); (b)

insertion of a reference to the Hague Conference on Private International Law ([HCCH Convention](#) of 2 July 2019 on the Recognition and Enforcement of Foreign Judgments in Civil or Commercial Matters; (c) insertion of a reference to the ICC Force Majeure and Hardship clauses 2020; (d) insertion of the contribution of OHADA on the OHADA Uniform Act on General Commercial Law; (e) formal corrections. All proposed adjustments were agreed upon by the three Secretariats. In recognising the usefulness of such a guidance instrument and the importance of the cooperation and coordination among HCCH, UNCITRAL and UNIDROIT, the UNCITRAL Commission authorised the Secretariat to publish the Guide with the proposed adjustments, recommending the addition of an executive summary.

3. The consolidated revised text of the Legal Guide in English and French will be sent to the Governing Council as soon as they are finalised by the UNCITRAL Secretariat (the original text and the adjustment proposals are contained in docs [A/CN.9/1029](#) and doc [A/CN.9/1030 respectively](#)). The Legal Guide will be published also in Arabic, Chinese and Spanish.

4. The Tripartite Conference, which had originally been planned for the last day of the UNIDROIT Governing Council in May 2020, has now been postponed to September 22, on the eve of the second meeting of the 99<sup>th</sup> session of the UNIDROIT Governing Council. Like the Governing Council meeting itself, it is envisaged to be organised as a hybrid event, and a draft Agenda of the conference is contained in Annexe I.

### **III. ACTION TO BE TAKEN**

5. *The UNIDROIT Secretariat would invite the Governing Council to take note of this document and authorise the publication of the Legal Guide.*



## **DRAFT CONFERENCE AGENDA**

### **The contribution of HCCH, UNCITRAL and UNIDROIT to the harmonisation of the law of international sales**

**Rome, Tuesday 22 September 2020**

- 13:00-13:15 *Opening Addresses:*  
*Maria Chiara Malaguti, President, UNIDROIT*  
*Ignacio Tirado, Secretary-General, UNIDROIT*  
*Christophe Bernasconi, Secretary-General, HCCH*  
*Anna Joubin-Bret, Secretary, UNCITRAL*
- 13:15-14:30 *Chair: Ning Zhao*  
*Stefan Vogenauer: "Choice of contract law and choice forum: new developments with regard to regulatory competition"*  
*Neil Cohen: "The HCCH Principles on choice of law in contracts and their relationship to CISG and the UNIDROIT Principles"*  
*Michael Joachim Bonell: "The application of the UNIDROIT Principles in practice: past experience and future prospects"*  
*Discussion*
- 14:30-14:45 *Break*
- 14:45-16:00 *Chair: Henry D. Gabriel*  
*José Angelo Estrella Faria: "From the Hague Conventions to CISG: UNIDROIT's early legacy to the uniform law on international sales"*  
*Lauro Gama: [Topic TBC]*  
*Hiroo Sono: "Limitation Periods in International Sales"*  
*Discussion*
- 16:00-16:15 *Break*
- 16:15-17:30 *Chair: Ignacio Tirado*  
*Pilar Perales Viscasillas: "Force Majeure and Hardship in the context of the regulation of long-term contracts"*  
*Bénédicte Fauvarque-Cosson: "The CISG and the UNIDROIT Principles as a model for legislators: the case of France"*  
*SHI Jingxia: "The influence of CISG and the UNIDROIT Principles on the new Chinese Civil Code"*  
*Discussion*

