

IX. CO-ORDINATION OF WORK

Co-ordination of work: register of organizations: report of the Secretary-General
(A/CN.9/303) [Original: English]

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INTRODUCTION

1. One of the decisions of the Commission at its first session in 1968 was to create a register of texts in the field of international trade law and a register of international organizations and their work in the field (A/7216, para. 60).¹ The Register of Texts was duly published in two volumes.²

2. The register of organizations was expected to be an extension of the survey of the work of a number of world-wide and regional intergovernmental organizations and of non-governmental organizations in the field that was contained in the report of the Secretary-General submitted to the twenty-first session of the General Assembly in 1966, on the basis of which resolution 2205 (XXI) creating the Commission was adopted. At its third session in 1970 the Commission considered the possibility of preparing a permanent publication comparable to the Register of Texts, but concluded that the most useful method by which current information on the activities of other organizations in matters dealt with by the Commission could be presented was in the form of annual reports by the Secretary-General on the activities of those organizations (A/8017, paras. 169 and 172).

3. Pursuant to that decision the Secretariat has in recent years submitted to the Commission two types of reports. The first type has consisted of general surveys of activities of other organizations related to international trade law. In the second type the Secretariat has selected particular areas of international trade law and has reported in depth on the activities of organizations in those areas (see A/36/17, para. 100). The most recent general report (A/CN.9/281) was presented to the Commission in 1986 and the Secretariat plans to present the next one to the twenty-second session of the Commission in 1989. In-depth reports have dealt with the subjects of international transport documents (A/CN.9/225), barter and barter-like transactions

(A/CN.9/253) and international commercial arbitration (A/CN.9/280).

4. The present report has been prepared in order further to assist the Commission by providing it with information about the various organizations engaged in activities concerning the field of international trade law, enabling the Commission to obtain a broad view of those organizations and their potentialities. Information included in the report relates to the membership of the organizations, their nature and general roles and an overview of their activities related to international trade law, particularly those of relevance to the work of the Commission.

5. The report concentrates on those organizations that are formulating agencies, although it includes some organizations that are particularly important to the development of international trade law in other ways. As in the prior reports on the work of other organizations, the present report includes organizations involved in activities relevant to international trade even though those activities may go beyond the areas on which the Commission's programme of work has concentrated, and even though those activities may not result in normative legal texts. The basic criterion for inclusion in the report has been the relevance of the work conducted by the organization concerned to the Commission's areas of interest.

6. This survey does not claim to be exhaustive, especially in regard to trade associations. There has been an attempt to include the work of those trade associations that develop normative texts, including general conditions and standard contracts, intended for relatively widespread use. The most conspicuous examples are the trade associations in transportation that prepare standard transport documents. Deliberately excluded have been trade associations that prepare general conditions or standard contracts intended for relatively restricted usage in particular trades, although such texts play an important role in international trade law.

7. The secretariat would welcome suggestions in respect of this register of organizations that might be brought to the attention of the Commission at its next session.

¹Report of the United Nations Commission on International Trade Law on the work of its first session (1968), *Official Records of the General Assembly, Twenty-third Session, Supplement No. 16* (A/7216).

²*Register of Texts of Conventions and other Instruments concerning International Trade Law, Vols. I and II*, United Nations Publications, Sales No. E.71.V.3 and E.73.V.3, respectively.

I. Intergovernmental organizations

Asian-African Legal Consultative Committee (AALCC)

8. AALCC is an intergovernmental organization of 39 member States and 2 associate members. Its primary activities have been as an advisory body to member States in respect of developments in public international law, especially matters under negotiation in the various organs of the United Nations. However, a standing Subcommittee on International Trade Law, which meets concurrently with the Plenary at the annual session, was created in 1970.

9. On the recommendation of the Subcommittee, AALCC has prepared two standard forms for sales of commodities. In addition three different model bilateral agreements on investment promotion and protection have been adopted and transmitted to member Governments to assist their authorities in negotiating investment promotion and protection agreements.

10. Regional arbitration centres have been created at Cairo and Kuala Lumpur with a third planned for West Africa. The centres have promulgated a model arbitration clause calling for arbitration under the UNCITRAL Arbitration Rules.

11. AALCC has recommended to its member States that they use the UNCITRAL Arbitration Rules, ratify or accede to the United Nations Convention on Contracts for the International Sale of Goods and to the United Nations Convention on the Carriage of Goods by Sea, 1978 (Hamburg Rules) and adopt the UNCITRAL Model Law on International Commercial Arbitration.

Cartagena Agreement (Andean Group)

12. Five States participate in the structure established by the Agreement, the function of which is to promote subregional economic development and integration. In addition to trade liberalization and common external tariff measures, the Andean Group's major organ, the Commission, has taken a number of actions relevant to international trade law, particularly in the form of binding Commission Decisions. For example, based on proposals developed by the Junta and its Permanent Secretariat, the Commission recently issued Decision 220, replacing Decision 24 and setting out a common regime for the treatment of foreign capital and concerning trademarks, patents, licences and royalties. This Decision sets out, *inter alia*, certain required provisions and certain prohibited provisions in technology transfer and licensing contracts. It also contains provisions for agreements transforming foreign companies into mixed ownership entities and provides for the establishment of a subregional industrial property office. The functions of this office include the preparation of standard form contracts licensing the use of trademarks or exploitation of patents in the subregion.

Central American Common Market (CACM)

13. Five States participate in this organization for regional economic integration. In addition to efforts aimed at establishing a common market, activities relevant to international trade law include preparing conventions and taking other measures for the development of a regional payment mechanism, elimination of non-tariff barriers and facilitation of transportation. A customs and tariff convention has been concluded, establishing a regional customs committee which is considering simplification of customs formalities and adoption of updated uniform documents. Instruments in preparation include a regional convention on international transit of goods on land and a revised uniform customs law.

Council for Mutual Economic Assistance (CMEA)

14. CMEA is an intergovernmental organization grouping 10 States with centrally planned economies. Its purpose is to promote economic co-operation and integration among the member States. It carries out its work on the harmonization and unification of the legal rules governing trade between the member States through a permanent Conference on Legal Questions.

15. CMEA has adopted a number of legal texts governing the contractual relations between enterprises in the member States, including the General Conditions of Delivery of Goods between the Organizations of the Member Countries and the General Principles for the Supply of Spare Parts for Machinery and Equipment.

16. The Conference on Legal Questions has approved, for discretionary application, the basic principles for the drafting, structure, content and fulfilment of clauses relating to inter-state obligations in the area of multi-lateral production, specialization and co-operation between CMEA member countries. In addition, a practical guide has been prepared for drafting of contracts on the basis of the principles for various types of industrial co-operation between organizations of member countries. Other such items prepared for discretionary application include the Individual Model Principles for Trade and Payment Agreements and a model agreement on the performance of commissioned research, design, structural and experimental work.

17. The Standing Commission on Foreign Trade, as part of its continuing work on the standardization of foreign trade instruments, has approved a recommendation on standardized forms for consolidated documents used in clearing operations between bank of CMEA member countries through the International Bank for Economic Co-operation.

18. The legal aspects of other subjects on the CMEA agenda relevant to harmonization of trade law include, *inter alia*, transport, labour, arbitration, double taxation and industrial and intellectual property protection.

19. An important aspect of the harmonization of trade law in CMEA consists of the conduct of

comparative law analyses, surveys of national law and studies on implementation of uniform rules, such as the recent publication of *The Contract Law of the CMEA Member Countries and the Socialist Federal Republic of Yugoslavia, General Principles*.

20. In the area of dispute settlement, the 1972 Convention on Settlement by Arbitration of Civil Law Disputes arising from Economic, Scientific and Technical Co-operation (Moscow) has been adopted, as have the 1974 Uniform Rules for Arbitration Tribunals. On the basis of the latter, CMEA member countries approved national regulations for arbitration tribunals attached to their Chambers of Commerce. A study is being undertaken on the usefulness of formulating a uniform law on arbitration for foreign trade and on the execution of foreign arbitral awards taking into account the UNCITRAL Model Law on International Commercial Arbitration.

Council of Europe (CE)

21. The Council of Europe was established to promote European unity and to improve the quality of life. Among the many activities it has undertaken has been promotion of the unification and harmonization of various aspects of law, including international trade law.

22. The two primary means employed by the Council to achieve the unification and harmonization of law have been the preparation of international conventions and the adoption of recommendations addressed to the Governments of its member States.

23. Among the more than 100 conventions concluded thus far with a view to harmonization of national legislation, many of which are open to accession by non-member States, a number concern such trade-related subjects as data privacy, product liability, foreign money liabilities, bearer securities, arbitration, and calculation of time limits. In addition, CE has elaborated or is in the process of completing texts on mutual administrative assistance on tax matters, powers of official receivers (in bankruptcy) in a foreign country, creditor's rights and protection of individuals with regard to automatic data processing.

24. Recommendations on trade law related subjects that have been adopted by the Council include a Recommendation on the harmonization of laws relating to the requirements of written proof and to the admissibility of reproductions of documents and recordings on computers (with appended rules). Recommendations have been adopted on such other subjects as consumer protection and data privacy.

Customs Co-operation Council (CCC)

25. CCC is an intergovernmental organization with some 100 member States. It works for the harmonization and simplification of customs procedures, primarily

through the preparation of draft Conventions, standards and recommended practices, supervision of the implementation and development of conventions, dissemination of guidelines, and study of customs questions.

26. The principal instrument supporting the work of CCC is the 1973 International Convention on the Simplification and Harmonization of Customs Procedures (Kyoto Convention). A series of annexes to the Convention treat such subjects as customs warehouses, drawback, temporary admission, rules of origin, documentary evidence of origin, customs transit and free zones. The annexes contain *standards* (provisions the general application of which is recognized as necessary for the achievement of harmonization and simplification of customs procedures), *recommended practices* (provisions recognized as constituting progress towards the harmonization and simplification of customs procedures, the widest possible application of which is considered to be desirable) and *notes* (indicating some possible courses of action to be followed in applying the standard or recommended practice).

27. In order to assist member States with the application of the Kyoto Convention and other customs facilitation matters, the Council issues guidelines offering practical advice on subjects such as immediate release of goods, use of customs procedures to promote exports, auditing, use of a single document for exportation, importation and transit, rapid frontier controls, management information systems and accelerated clearance of urgent air consignments.

28. CCC is also undertaking a preliminary study on the feasibility of adopting a new international convention to unify the measures now in existence concerning temporary admission. The new Convention would follow the Kyoto Convention model, with a body containing common elements (particularly those in existing Conventions) and various annexes setting out specific provisions applicable to individual categories of goods.

29. Through the Automatic Data Processing Subcommittee of the Permanent Technical Committee, CCC is fostering the greater use of automatic data processes (ADP) in customs applications, including data interchange between importers and customs and between carriers and customs. In this regard it has made several recommendations regarding the use and legal value of computer records and reviewed legislation to foster the use of ADP.

Economic and Social Commission for Asia and the Pacific (ESCAP)

30. A regional economic commission of the United Nations, ESCAP engages in activities intended to facilitate the economic development of Asia and the Pacific. Examples of ESCAP activities relevant to the formulation of international trade law include the preparation of Guidelines for Maritime Legislation, the development of a common sales contract form for

pepper and the preparation of standard contracts and general conditions for tropical hardwood trade. ESCAP provides technical assistance and training in trade-related legislation facilitation matters and promotes regional participation in international trade facilitation agreements.

Economic Commission for Europe (ECE)

31. ECE, a regional economic commission of the United Nations, has engaged in extensive legal activities in pursuance of its goal of regional economic development. In an earlier period, it prepared a number of general conditions of sale and standard form contracts, as well as the 1961 European Convention on International Commercial Arbitration. More recently its legal work has concentrated on administrative law matters, but it continues to be interested in private law matters.

32. At the initiative of the Inland Transport Committee, the International Institute for the Unification of Private Law (UNIDROIT) has prepared and transmitted to the Committee for its consideration a draft convention on liability and compensation for damage caused during the carriage of dangerous goods by road, rail and inland waters.

33. The Group of Experts on International Contract Practices in Industry of the Committee on the Development of Trade has prepared a guide to drawing up international contracts for services relating to maintenance, repair and operation of industrial and other works and is currently drafting a guide to the legal aspects of new forms of industrial co-operation (joint ventures and joint development, production and co-ordinated marketing of products). The new guide will include an examination of compensation trade.

34. The Working Party on Facilitation of International Trade Procedures is not a formulating agency. However, it has prepared and is preparing various transport documents aligned to the United Nations Layout Key and suitable for electronic storage and transmission. It has encouraged other formulating agencies to undertake work necessary to permit the use of modern methods of trade documentation, both in paper-based and electronic form. It has also urged its member States to adopt existing international texts or to make changes in their laws that would facilitate international trade.

35. In transport matters, within the scope of the Inland Transport Committee and its subsidiary bodies, ECE has prepared a number of conventions to simplify border crossing such as the 1982 Convention on the Harmonization of Frontier Controls of Goods and the Customs Convention in the International Transport of Goods under Cover of TIR Carnets, which has gained adherence outside the ECE region. An Administrative Committee has been established to implement the TIR Convention and the Working Party on Customs

Questions affecting Transport, has developed a new multimodal TIR Carnet and is preparing a TIR Handbook and a TIR Carnet model. A number of other conventions dealing with technical aspects of transportation have been concluded, some of which are being reviewed for possible amendment and updating.

36. To assist the Committee on the Development of Trade in monitoring progress in long-term trade and economic co-operation agreements, the secretariat compiles an up-to-date Register of such agreements and regularly analyses treaty provisions in studies presented to the Committee.

Economic Community of West African States (ECOWAS)

37. Established by a 1975 treaty, ECOWAS joins 16 States in a customs union and subregional economic integration. ECOWAS aims to eliminate not only customs duties between member States, but also quantitative and administrative restrictions and other obstacles to the free movement of persons, services and capital. A number of technical and specialized Commissions have been established covering such subjects as trade, customs, payments and transport.

38. Under the terms of the ECOWAS Treaty, member States shall, upon the advice of the Trade, Customs, Immigration, Monetary and Payments Commission, take appropriate measures to harmonize and standardize their customs regulations and procedures to facilitate the movement of goods and services across their frontiers. Other ECOWAS activities relevant to international trade law include the preparation of protocols on the regime to be applied to ECOWAS enterprises and on transit trade and transit facilities.

European Economic Community (EEC)

39. The 12 member states of EEC have joined together to promote economic development by the establishment of a common market, economic integration and the harmonization of national economic policies. The activities of EEC in the harmonization and unification of law as it affects trade between the member States are too numerous to be summarized adequately in this document. It must suffice to indicate that in certain fields the EEC has direct law making power that it exercises through the adoption of a regulation, which is directly applicable in the member States. Directives are not in principle directly applicable, but bind the member States to adopt legislation that is compatible with them.

40. EEC has pursued its objectives of abolishing trade and monetary restrictions between member States and creating a unified market by issuing regulations and directives on matters such as the liberalization of capital movements, customs transit, insurance business, products liability, agency, company law and public procurement. In certain cases the unification of law

between the member States of the EEC has been carried out by the adoption of a convention, such as the Convention of 19 June 1980 on the Law Applicable to Contractual Obligations and the Convention of 27 September 1968 on Jurisdiction and Enforcement of Judgements in Civil and Commercial Matters. The Council in certain situations is empowered to decide that all member States should adhere to a convention, as occurred with the 1979 Council regulation that States members of the Community should become parties to the Convention on a Code of Conduct for Liner Conferences. In yet other circumstances the EEC itself can become party to a convention.

General Agreement on Tariffs and Trade (GATT)

41. The over 90 governments party to GATT seek to reduce trade barriers and expand international trade through multilateral trade negotiations and agreements, particularly with respect to tariff structure and non-tariff barriers to trade. As a consequence, the legal activities of GATT are in the field of public international law involving State to State relations. One activity of more immediate relevance to current work of UNCITRAL is the 1981 Agreement on Government Procurement. A Committee on Government Procurement, which supervises the Agreement, has examined national laws, regulations and procedures relating to implementation of the Agreement. In addition, GATT has published a *Practical Guide* to the Agreement.

42. GATT has sponsored a number of agreements designed to facilitate trade by reducing technical barriers. These include Agreements on Technical Barriers to Trade ("Standards Code"), Customs Valuation and Import Licensing.

Hague Conference on Private International Law

43. The Hague Conference is an intergovernmental organization with 35 member States. It works for the progressive unification of the rules of private international law through the preparation of multilateral treaties.

44. A number of trade-related conventions have been concluded by the Hague Conference, including the Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters and on the Taking of Evidence Abroad in Civil and Commercial Matters, the Convention on the Law Applicable to Contracts for the International Sale of Goods and the Convention on the Recognition and Enforcement of Foreign Judgements in Civil and Commercial Matters. Subjects currently on the work programme relevant to trade law include the preparation of studies on the law applicable to unfair contracts, transport contracts, negotiable instruments, licensing and know-how agreements, and unfair competition; jurisdictional conflicts stemming from the extraterritorial application of competition law and other types of economic regulation; conflict of laws in transfrontier data flows.

International Association of State Trading Organizations of Developing Countries (ASTRO)

45. With a membership consisting of the State trading organizations (STOs) of 27 countries, ASTRO aims, *inter alia*, to provide a trade information network for STOs and generally to promote economic and technical co-operation among developing countries.

46. The activities carried out by ASTRO include research, training, consultancy, information services and joint collaboration. Of particular relevance to the harmonization of trade law is ASTRO's publication, with regular updates, of a *Comprehensive Reference Service on Countertrade and Other Special Trade and Financing Transactions*. This two-volume set includes a *Manual on Countertrade, Switch, Discounting and Leasing*, containing guidelines for practitioners, as well as a *Loose-Leaf Service on Countertrade Practices*. The latter contains basic countertrade information, reflecting Government policy statements and regulations, as well as actual practice.

International Bank for Reconstruction and Development (IBRD)

47. The formulating activities of IBRD, a specialized agency of the United Nations, have arisen in connection with its own lending activities. The Guidelines for Procurement under IBRD Loans and IDA Credits are incorporated into loan and credit agreements and thus become binding on the borrowers and the recipients of the credits. Similar Guidelines for the Use of Consultants by World Bank Borrowers and by the World Bank as Executing Agency have been developed, covering services of consultants where consultants are retained by borrowers in connection with Bank-financed projects and where consultants are retained by the Bank as executing agency for studies financed by UNDP. The procurement Guidelines and, to a lesser extent, the consultant Guidelines, have been followed as models by other international lending institutions.

48. In co-operation with two other international lending institutions, the Asian Development Bank and the Inter-American Development Bank, IBRD has developed Sample Bidding Documents for the Procurement of Goods and Sample Bidding Documents for the Procurement of Works for use by borrowers in the procurement of goods and civil engineering works through international competitive bidding.

49. IBRD initiated the establishment of the International Centre for the Settlement of Investment Disputes (ICSID) by adopting the 1965 Convention on the Settlement of Investment Disputes between States and Nationals of other States. For the purposes of its arbitration and conciliation proceedings, ICSID has published the ICSID Arbitration and Conciliation Rules. Similarly, IBRD has initiated in 1985 the establishment of the Multilateral Investment Guarantee Agency (MIGA).

***International Center for Public Enterprises
in Developing Countries (ICPE)***

50. With governments of 35 countries as members, ICPE aims to assist public enterprises from developing countries in becoming stronger and more efficient in the discharge of their business, as well as their socio-economic responsibilities.

51. Together with the United Nations Industrial Development Organization (UNIDO), ICPE has worked on the preparation of a guide to the guarantee and warranty provisions in transfer of technology contracts, containing draft individual guarantee and warranty clauses.

52. ICPE also carries out research, training, consultancy, information, documentation and publishing activities and holds seminars.

International Civil Aviation Organization (ICAO)

53. ICAO, established by the Chicago Convention on International Civil Aviation 1944, is a specialized agency of the United Nations with 156 member States. Its objectives are, generally, to foster the development and orderly growth of international air transport and to promote the development of air navigation facilities and safety. The general work programme of ICAO's Legal Committee has included, *inter alia*: liability of air traffic control agencies; liability for damage caused by noise and sonic boom; the lease, charter and interchange of aircraft in international operations; and promotion of the instruments of the "Warsaw System".

54. At its twenty-fifth session (1983), the Legal Committee reviewed the status of the "Warsaw System" instruments (the Convention for the Unification of Certain Rules relating to International Carriage by Air, concluded at Warsaw on 12 October 1929, and its subsequent amendments) relating to the international carriage of passengers, cargo and mail by air and adopted a decision urging ratification of the 1975 Montreal Protocols.

55. Pursuant to Article 37 of the Chicago Convention the ICAO adopts and regularly revises, upon the recommendations of its Facilitation Division, the Standards and Recommended Practices contained in annex 9 to the Convention, which State Parties undertake to implement. These Standards and Recommended Practices cover "customs and immigration procedures . . . and such other matters concerned with the safety, regularity and efficiency of air navigation as may from time to time appear appropriate."

***International Institute for the Unification of Private Law
(UNIDROIT)***

56. UNIDROIT is an intergovernmental organization with 52 member States whose purpose is to investigate methods of harmonizing and co-ordinating private law.

UNIDROIT prepares draft conventions that are submitted to diplomatic conferences hosted by States or to other organizations for further preparation or adoption.

57. A significant portion of UNIDROIT's activities has involved various aspects of international trade law. Based on UNIDROIT's activities a number of uniform laws and conventions have been adopted by diplomatic conferences including the Convention relating to a Uniform Law on the International Sale of Goods, the Convention relating to a Uniform Law on the Formation of Contracts for the International Sale of Goods, the Convention on Agency in the International Sale of Goods, the Convention on the Contract for the International Carriage of Goods by Road (CMR), the Convention relating to the Limitation of the Liability of Owners of Inland Navigation Vessels, the European Convention providing a Uniform Law on Arbitration and the European Convention on Products Liability in regard to Personal Injury and Death.

58. Recently, the Institute has finalized draft Conventions on International Financial Leasing and on International Factoring, both of which will be submitted to a diplomatic conference to be hosted by the Canadian Government in Ottawa from 9 to 28 May 1988, in which all States have been invited to participate.

59. Other topics and activities relevant to international trade law in UNIDROIT's work programme include liability and compensation for damage caused during the carriage of dangerous goods by road, rail and inland navigation vessels (pursuant to a request by the Inland Transport Committee of the Economic Commission for Europe that UNIDROIT examine the possibility of a draft convention on the subject); relations between principals and agents in the international sale of goods, the franchising contract, general principles of international commercial contracts, organization of an information system or data bank on uniform law, and legal assistance to developing countries.

60. A draft text elaborated by the UNIDROIT Study Group on Warehousing and adopted at the 62nd Session of the Governing Council of UNIDROIT has partially served as the basis for the preparation by the UNCITRAL Working Group on International Contract Practices of the draft Convention on the Liability of Operators of Transport Terminals in International Trade.

International Maritime Organization (IMO)

61. IMO is a specialized agency of the United Nations with 130 member States. Its primary purpose is to develop machinery for co-operation among governments on their regulations and practices relating to technical aspects of international shipping. IMO concerns relate to such matters as safety at sea, protection of the environment and facilitation of maritime traffic. One of the principal means the Organization has used to achieve its goals has been the preparation and promotion of international conventions.

62. Among the conventions prepared by IMO of relevance to international trade law which have entered into force are the 1965 International Convention on Facilitation of Maritime Traffic, the 1969 International Convention on Civil Liability for Oil Pollution Damage and its 1976 Protocol, the 1971 International Convention on the Establishment of an International Fund for Compensation for Oil Pollution Damage, the 1971 Convention relating to Civil Liability in the Field of Maritime Carriage of Nuclear Material, the 1974 Athens Convention Relating to the Carriage of Passengers and their Luggage by Sea, and the 1976 Convention on Limitation of Liability for Maritime Claims. Relevant IMO instruments that await fulfilment of the requirements for their entry into force include: the 1976 Protocols for Revising the Unit of Account Provisions in the 1974 Athens Convention and the 1971 Fund Convention and the 1984 Protocols to amend the 1969 civil liability Convention and the 1971 Fund Convention. The expedited system for amending the various liability and compensation limits in the 1984 Protocols is based to a considerable extent upon the provisions of the unit of account and the adjustment of the limit of liability adopted by UNCITRAL at its 15th session (A/37/17, para. 63) and recommended by the General Assembly in resolution 37/107 of 16 December 1987 for use in the preparation of new international conventions containing limitations of liability provisions or in revisions of existing ones.

63. The Legal Committee, which normally prepares the IMO draft conventions, is currently considering revision of the 1974 Athens Conventions, as well as a possible convention on liability for damage caused by maritime carriage of hazardous and noxious substances. It has recently prepared a draft convention, based on a draft text prepared by CMI, to revise and replace the 1910 Convention on salvage and assistance at sea, which is due to be considered by a diplomatic conference in 1989. IMO is also participating with UNCTAD in a Joint Intergovernmental Group of Experts on Maritime Liens and Mortgages and Related Issues to study the revision of the 1926 and 1967 Conventions on maritime liens and mortgages (along with a draft revision by CMI) and the 1952 Convention on arrest of sea-going ships, the preparation of model laws or guidelines, and the feasibility of establishing an international registry of maritime liens and mortgages.

64. The 1965 Convention on facilitation of international maritime traffic aims to simplify and reduce to a minimum the formalities, documentary requirements and procedures on the arrival, stay and departure of ships engaged in international voyages. Of particular interest to international trade law are the efforts to induce the acceptance by port, customs and health officials of documents in computer-readable form rather than in paper-based form.

*Intergovernmental Organization
for International Carriage by Rail (OTIF)*

65. OTIF is an intergovernmental organization, with 33 member States in Europe, North Africa and Western

Asia, whose purpose is to develop and foster the application of a uniform legal system for international rail transport, concerning the carriage of goods, passengers and luggage.

66. A number of Conventions dealing with various aspects of transport by rail were replaced, at the Eighth Revision Conference, by a single instrument, the Convention concerning International Transport by Rail (COTIF) of 8 May 1980. COTIF came into force on 1 May 1985. COTIF represents a fundamental reform of the structure previously found in the separate instruments, with institutional provisions appearing in the Convention proper, and rules on the contract of carriage in the appendices: Appendix A, uniform rules concerning international rail transport of passengers and luggage (CIV), and Appendix B, goods (CIM, with annexes concerning dangerous goods (RID), personal wagons (RIP), containers (RICO), and express parcels (RIEX)).

67. In addition to adoption and codification of international rail transport law, OTIF formulates rules for the carriage of dangerous goods, maintains a list of lines to which the COTIF regime applies, collects jurisprudential information and acts as Registrar for the Arbitration Tribunal established by the Convention.

(See also the entry under International Rail Transport Committee (CIT).)

Latin American Integration Association (ALADI)

68. The successor organization to the Latin American Free Trade Association, ALADI comprises 11 States. Constituted by the 1980 Treaty of Montevideo, ALADI aims to strengthen the economic relations of its member States with a view to economic integration and the establishment of a common market.

69. In addition to the establishment of a regional tariff preference, member States may conclude regional or partial scope (bilateral) agreements touching on trade facilitation and other non-tariff matters. Under the Montevideo Treaty's convergence scheme (article IX), partial scope treaties are to include provisions for the accession of third States and the extension of treaty benefits to all ALADI members.

70. ALADI has established a Council on Transport for the Facilitation of Trade, an auxiliary organ focusing on the simplification and harmonization of documents, procedures and customs formalities involved in international trade and transport. Other ALADI efforts to eliminate non-tariff barriers include the development of a draft code of conduct concerning import licensing procedures and rules for the harmonization of customs procedures.

Nordic Council of Ministers (NC)

71. Comprising the Ministers of State concerned with Nordic co-operation, or those concerned with special

questions, from five Nordic States, NC promotes Nordic co-operation by facilitating joint action and discussion by the member countries' legislatures and governments. NC maintains an active programme of harmonization of legislation, including commercial law matters. One of its recent activities is the preparation of new uniform Sale of Goods Acts which are based on the structure of and take into account the United Nations Convention on Contracts for the International Sale of Goods (Vienna, 1980).

Organization of American States (OAS)

72. This regional organization of 32 member States has as one of its principal objectives the promotion of co-operative action and the solution of economic problems.

73. In this regard, the Inter-American Juridical Committee, the principal OAS legal organ, promotes the progressive development and codification of international law and examines legal aspects of hemispheric integration and legislative unification. Typically, the Committee has developed draft conventions and explanatory reports (with the assistance of the Secretariat for Legal Affairs) which have been considered for adoption by a specialized Inter-American Conference on Private International Law, of which there have been three to-date. This procedure for the codification of private international law stems from a recommendation first made by the Inter-American Council of Jurists in 1965 for a convocation of a specialized conference on private international law in order to revise the general rules on international trade and civil law in the Code of Private International Law (Bustamante Code). Among the trade-related subjects presented to these Conferences have been: conflict of laws concerning bills of exchange, promissory notes, and invoices; conflict of laws concerning checks; commercial arbitration; general rules of private international law; conflict of laws concerning commercial companies; and extraterritorial validity of foreign judgements and arbitral awards.

74. In addition to acting on regional instruments, the Inter-American Specialized Conference on Private International Law has recommended that member States ratify or accede to the Hamburg Rules. Beyond those already mentioned, the Inter-American Juridical Committee and the Legal secretariat have examined a number of other trade related issues, resulting, in certain cases, in Committee recommendations and reports. These subject areas include regulation and control of private foreign investment activities of transnational corporations, legal aspects of technology transfer and industrial property protection.

Preferential Trade Area for Eastern and Southern African States (PTA)

75. Established under the auspices of the United Nations Economic Commission for Africa, PTA, a regional economic integration organization in which the

governments of 14 countries are members, works to promote economic co-operation and development. Key aims include the establishment of a common market and an eventual economic community for Eastern and Southern African States.

76. The Council of the Federation of Chambers of Commerce and Industry, a body created under PTA auspices, has recommended that a subregional (PTA) Centre for Commercial Arbitration be established. The Council has also recommended that disputes be settled in accordance with the UNCITRAL Arbitration Rules, subject to such modifications as shall be set forth in the Statute of the Centre. In order to prepare the proposed Centre for operation, PTA is planning to conduct research on the laws of the PTA member States on arbitration and on the recognition and enforcement of foreign arbitral awards.

77. PTA's other activities include the establishment of clearing facilities (Preferential Trade Area Clearing House (PTACH)) and tariff reductions on a common list of selected commodities.

United Nations Centre on Transnational Corporations (CTC)

78. CTC serves as the focal point within the United Nations for all matters related to transnational corporations and it serves as the secretariat to the Commission on Transnational Corporations.

79. As a formulating agency, CTC has been involved in the development by the Commission of the Code of Conduct on Transnational Corporations which has been under negotiation since 1977.

80. CTC's series of publications has covered such subjects as natural gas clauses in petroleum contracts, arrangements between joint venture partners in developing countries and licensing agreements for technology transfer. The Advisory and Information Services Division provides advisory services and information to requesting governments on such matters as foreign investment policies, laws and regulations, the evaluation and screening of investment and technology proposals and contractual arrangements.

United Nations Conference on Trade and Development (UNCTAD)

81. UNCTAD, a permanent organ of the General Assembly comprising some 168 countries, is the central body of the United Nations concerned with trade and development. Although it is not primarily a formulating agency in the field of international trade law, it has adopted a number of legal texts. In the field on international shipping it has prepared three conventions, the Convention on a Code of Conduct for Liner Conferences, the United Nations Convention on International Multimodal Transport of Goods and the United Nations Convention on Conditions for Registration of Ships.

82. A Joint UNCTAD/IMO Intergovernmental Group on Maritime Liens and Mortgages and Related Subjects is reviewing the international conventions relating to maritime liens, mortgages and the arrest of sea-going ships. UNCTAD has prepared model clauses on marine hull and cargo insurance and is preparing a standard form and model provisions for a multimodal transport document to complement the United Nations Convention on International Multimodal Transport of Goods.

83. On the initiative of UNCTAD, in 1980 the General Assembly adopted the Set of Multilaterally Agreed Equitable Principles and Rules for the Control of Restrictive Business Practices, which contained provisions for its further implementation and revision. A Code of Conduct on Transfer of Technology has been under consideration by an UNCTAD sponsored Conference since 1978.

84. A number of commodity agreements, with the principal objectives of price and export earnings stabilization and long-term development, have been concluded under UNCTAD auspices.

United Nations Educational, Scientific and Cultural Organization (UNESCO)

85. While the main thrust of the activities of UNESCO, which is a specialized agency of the United Nations comprising some 158 States, is not in the field of trade, certain of its educational and cultural activities touch upon trade law matters.

86. UNESCO's activities in the field of copyright and neighbouring rights comprise, *inter alia*, the application and promotion of international conventions concluded under its sponsorship on copyright and on the protection of performers, producers of phonograms and broadcasting organizations. To facilitate developing countries' access to protected works, UNESCO's International Copyright Information Centre (administered jointly with the World Intellectual Property Organization (WIPO)) has established various model contracts accompanied by comments and guidelines. UNESCO has also developed a model law on copyright for developing countries, as well as model laws covering other copyright subjects. In co-operation with WIPO, UNESCO convened a Working Group on Model Provisions for National Laws on Publishing Contracts for Literary Works. Other copyright activities by UNESCO include exploration of an international instrument on the safeguarding of works in the public domain and studies concerning the protection of works of visual art.

87. While not strictly concerned with trade law, UNESCO's adoption of the Convention on the Means of Prohibiting and Preventing the Illicit Import, Export and Transfer of Ownership of Cultural Property may also be mentioned.

United Nations Industrial Development Organization (UNIDO)

88. UNIDO is a specialized agency of the United Nations, with 142 member States. In pursuit of its goal of achieving accelerated industrialization of the developing countries, it has a programme of activities designed to equip them with the legal tools and know-how necessary for industrialization. UNIDO has done this by developing a range of model contracts, guidebooks and guidelines for various sectors and aspects of industrialization.

89. Under the aegis of the System of Consultations, UNIDO has prepared model contracts for various industries, including a model form of turnkey lump-sum and cost-reimbursable contracts for fertilizer plants and a model form of agreement for the licensing of patents and know-how in the petrochemical sector. UNIDO has also evolved a set of legal materials, including surveys, analyses and checklists, for contractual arrangements according to the requirements of each of 13 industrial sectors. Other UNIDO *Guidelines* treat establishment of joint-ventures and multinational production enterprises in developing countries, the evaluation of transfer of technology agreements, as well as the acquisition of technology through joint ventures.

90. The UNIDO Technological Information Exchange System (TIES) disseminates information and guidance on contractual arrangements in various industrial sectors particularly affected by technology transfer questions (e.g. food-processing, computer software and hotel industry). TIES data focuses on terms and conditions of licensing, know-how and technical assistance agreements entered into by developing countries participating in the System.

91. UNIDO's Technological Advisory Services programme advises developing countries in the negotiation of contracts for joint ventures, turnkey deliveries, licences, know-how, management and franchising, and related financial arrangements. It also assists in the actual drafting of agreements.

World Intellectual Property Organization (WIPO)

92. WIPO, which is a specialized agency of the United Nations comprising some 126 States, was established to promote the protection of intellectual property. It administers, *inter alia*, the Berne Convention for the Protection of Literary and Artistic Work, the Paris Convention for the Protection of Industrial Property, the Madrid Agreement concerning the International Registration of Marks, the Nice Agreement concerning International Classification of Goods and Services for the Purposes of the Registration of Marks, the Rome Convention for the Protection of Performers, Producers of Phonograms and Broadcasting Organizations and the Brussels Convention relating to the Distribution of Programme-Carrying Signals Transmitted by Satellite.

93. In order to implement its basic responsibilities for these Conventions and the Unions they create, WIPO

has prepared a Model Law for Developing Countries on Inventions. It has also prepared a number of guides, such as the Licensing Guide for Developing Countries and the Guide to the Berne Convention for the Protection of Literary and Artistic Work.

II. Non-governmental organizations

Baltic and International Maritime Council (BIMCO)

94. BIMCO is a trade association of ship owners, brokers and other parties engaged in carriage of goods by sea who come from some 100 countries. BIMCO has an active programme of preparing and publishing standard form contracts and documents used in the trade. It also endorses and adopts as its own standard form contracts and documents issued by other organizations.

Comité Maritime International (CMI)

95. CMI is an association of 44 national maritime law associations whose purpose is to promote the unification of maritime law and practice. It has prepared a number of draft conventions on various subjects that have been submitted directly to diplomatic conferences. The subjects of these conventions, some of which are widely applied, include collisions at sea, assistance and salvage at sea, limitation of shipowners' liability, maritime mortgages and liens and carriage of goods by sea.

96. With the development of permanent intergovernmental organizations concerned with the same subject matter, CMI has submitted its draft conventions to those organizations for further preparation and adoption. CMI also conducts studies and holds seminars on subjects of maritime law and prepares legal texts that are not intended to become conventions, such as the rules for sea waybills now under preparation.

International Air Transport Association (IATA)

97. IATA is a trade association comprising 161 airline companies as active (international carriers) or associate (domestic) members. IATA makes membership available to operating companies licensed to provide scheduled air service by a government eligible for membership in ICAO. A significant portion of IATA's activities involves an effort to harmonize trade practice, usages and law through the adoption of resolutions, recommended practices, standards, procedures, guidelines and uniform documents.

98. IATA's activities relevant to international trade law include: the preparation of a standard air waybill; participation with the Customs Co-operation Council (CCC) in customs harmonization and facilitation efforts; representation of the industry in matters before other bodies; promotion of the Montreal Protocols to the Warsaw system; identification of necessary amendments to the facilitation annex of the Chicago Convention on International Civil Aviation 1944; preparation of a

Standard Ground Handling Agreement; and sponsorship of interline agreements on such matters as passenger, baggage and cargo handling.

International Bar Association (IBA)

99. With membership in over 100 countries drawn from national and local associations and individuals, IBA aims, *inter alia*, to study practical legal problems, promote the unification of law where appropriate and co-operate with international juridical organizations. Matters relevant to international trade law are dealt with by the Section on Business Law.

100. The Section on Business Law, which carries on its work through numerous specialized committees, is not primarily a formulating agency. Most of the committee work consists of programmes arranged at the annual meetings. However, based on the work of Committee D (Procedures for Settling Disputes), IBA has adopted Supplementary Rules Governing the Presentation and Reception of Evidence in International Commercial Arbitration (IBA Rules of Evidence).

International Chamber of Commerce (ICC)

101. ICC is a non-governmental organization comprising national bodies in 107 countries, of which 57 are represented by National Councils and 50 by the national chambers of commerce. Its object is to promote trade and international business. It carries out a wide range of activities in pursuit of its aims, including the conducting of studies, taking of positions in matters of current interest in international trade, holding of seminars and publishing informative material of various types.

102. Although ICC is not primarily a formulating agency it has developed several texts for voluntary use, some of which are considered to constitute the generally accepted statement of rights and obligations of parties to the transactions concerned. Of special note are INCOTERMS, which is currently under study for revision, and the Uniform Customs and Practice for Documentary Credits.

103. Other ICC texts include the Uniform Rules for Collections, Uniform Rules for a Combined Transport Document, Uniform Rules for Contract Guarantees, Rules for Adaptation of Contracts and Uniform Rules of Conduct for Interchange of Trade Data by Teletransmission.

104. The ICC arbitration rules have had a strong influence in the field of international commercial arbitration. Similarly, ICC has had a strong influence through its seminars and research publications.

International Council for Commercial Arbitration (ICCA)

105. ICCA is a non-governmental organization with members in 27 countries throughout the world that was

established with the objective of promoting the use of arbitration as a method for solving international trade disputes.

106. ICCA is not a formulating agency. It has, however, shown great interest in the new rules being formulated by other organizations in the field of international commercial arbitration, such as the UNCITRAL Arbitration Rules and the UNCITRAL Model Law on International Commercial Arbitration, and by the discussions it has held and positions it has taken, it has helped shape their content and contributed to their wider diffusion and use. It carries out its activities by organizing arbitration congresses and by a publishing programme.

International Federation of Consulting Engineers (FIDIC)

107. FIDIC is a trade association comprising national professional organizations of independent consulting engineers from 45 countries. FIDIC aims to study, promote and protect common professional interests and to encourage the creation of professional organizations in countries without such groupings.

108. FIDIC has prepared a number of standard conditions of contract and model forms of agreement including the Conditions of Contract for Works of Civil Engineering Construction, Conditions of Contract for Electrical and Mechanical Works (with form of tender and agreement), International Model Form of Agreement between Client and Consulting Engineer and International General Rules for Agreement between Client and Consulting Engineer for Pre-Investment Studies. Similar documents have also been established for design and supervision of construction of works and for project management.

International Federation of Freight Forwarders Associations (FIATA)

109. FIATA is a trade association representing some 1,200 individual affiliated firms in 113 countries and territories. It aims, *inter alia*, to improve the quality of the services of its members by promoting uniform forwarding documents, standard trading conditions, and the exchange of information, and by carrying out appropriate studies and surveys and consulting with other formulating agencies.

110. Among the documents developed and approved by FIATA over the years are: Certificate of Receipt (FCR); Certificate of Transport (FCT); Negotiable Combined Transport Bill of Lading (FBL); Warehouse Receipt (FWR); and Shippers Declaration for the Transport of Dangerous Goods (SDT) for use by its member firms.

111. FIATA participates actively in the activities of other organizations that are formulating rules that might have an impact on the role of freight forwarders.

International Law Association (ILA)

112. Established with the aim of promoting the advancement and unification of international law, ILA has carried out activities in the area of private trade law such as elaboration of draft conventions and model rules of law and practice, adoption of resolutions and preparation of comparative law studies.

113. Recent examples of ILA activities include preparation of a draft model law on time of payment of a monetary obligation, commentary on various CMI draft conventions, studies on various legal aspects of a New International Economic Order (e.g., dispute settlement, technology transfer and restrictive business practices), and passage of a resolution recommending that States take certain harmonizing and unifying action with respect to value clauses.

International Rail Transport Committee (CIT)

114. Some 200 transport enterprises (rail, road and navigation) from the 33 States Parties of COTIF in Europe, Western Asia and North Africa are members of CIT. CIT, whose working languages are French and German, aims to develop international railway transport law on the basis of COTIF and its Appendices and to provide for the uniform regulation of other issues concerning international rail transport law.

115. CIT's work is carried out through specialized Committees and Study Groups, and includes the publication of uniform and other regulations relevant to the carriage of passengers, luggage and goods. Uniform rules for the implementation of COTIF and its Appendices have been published, consisting of regulations binding transport enterprises and their users. Related agreements, both of mandatory and an indicative character, have also been included. CIT is also organizing a study of the legal requirements for the substitution of a rail consignment note by another instrument suitable for automatic data processing (DOCIMEL Project).

International Road Transport Union (IRU)

116. IRU is a trade association of some 119 non-profit national road transport organizations (goods or passenger) and professional bodies from 52 countries as active and associate members. IRU aims to study and help solve road transport questions and to promote unification and simplification of transport regulations and practice.

117. Although IRU does not act primarily as a formulating agency, it has prepared an International Consignment Note (CMR), which is widely used in Europe. IRU participates actively in the activities of other formulating agencies drafting texts of interest to the road transport profession, such as the European Agreement concerning the International Carriage of Dangerous Goods by Road; the Agreement on the

International Carriage of Perishable Foodstuffs and on the Special Equipment to be Used for such Carriage; and the Protocol to the Convention on the Contract for the International Carriage of Goods by Road.

International Union of Railways (UIC)

118. A trade association representing railways in over 60 countries, UIC aims to harmonize the operational conditions of international rail traffic.

119. Recent examples of UIC activities relevant to international trade law and documentation include: the establishment of a model agreement covering legal aspects of common inspection agreements; the preparation of model contractual clauses for suppliers and users of railway computer programs; and a proposal for the use of the International Consignment Note (CIM) as an international customs document for consideration by the International Rail Transport Committee (CIT) and the ECE Group of Experts on Customs Questions Affecting Transport.