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**United Nations Commission
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Provisional agenda, annotations thereto and scheduling of meetings of the forty-fifth session

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II. Annotations

1. Opening of the session

1. The forty-fifth session of the Commission will be held at the United Nations Headquarters in New York, from 25 June to 6 July 2012 (4 July being an official holiday).¹ The session will be opened on Monday, 25 June 2012, at 10.30 a.m. (see below, section III, paragraphs 78-83, for more details about the scheduling of meetings). As at 25 June 2012, the United Nations Commission on International Trade Law will be composed of the following member States: Algeria, Argentina, Armenia, Australia, Austria, Bahrain, Benin, Bolivia (Plurinational State of), Botswana, Brazil, Bulgaria, Cameroon, Canada, Chile, China, Colombia, Croatia, Czech Republic, Egypt, El Salvador, Fiji, France, Gabon, Georgia, Germany, Greece, Honduras, India, Iran (Islamic Republic of), Israel, Italy, Japan, Jordan, Kenya, Latvia, Malaysia, Malta, Mauritius, Mexico, Morocco, Namibia, Nigeria, Norway, Pakistan, Paraguay, Philippines, Republic of Korea, Russian Federation, Senegal, Singapore, South Africa, Spain, Sri Lanka, Thailand, Turkey, Uganda, Ukraine, United Kingdom of Great Britain and Northern Ireland, United States of America and Venezuela (Bolivarian Republic of).

¹ *Official Records of the General Assembly, Sixty-sixth Session, Supplement No. 17 (A/66/17)*, para. 345.

2. States not members of the Commission and international governmental organizations may attend the session as observers and participate in the deliberations. In addition, invited international non-governmental organizations may attend the session as observers and represent the views of their organizations on matters where the organization concerned has expertise or international experience so as to facilitate the deliberations at the session.

2. Election of officers

3. Pursuant to a decision taken by the Commission at its first session, the Commission elects, for each session, a Chairperson, three Vice-Chairpersons and a Rapporteur.

4. Finalization and adoption of a Guide to Enactment of the UNCITRAL Model Law on Public Procurement

4. At its forty-fourth session, in 2011, the Commission adopted the UNCITRAL Model Law on Public Procurement² and instructed the Secretariat to finalize the draft Guide to Enactment for consideration by the Commission in 2012.³

5. At its forty-fifth session, the Commission will have before it: (a) the draft Guide to Enactment as considered by Working Group I (Procurement) at its twenty-first session (New York, 16-20 April 2012) (A/CN.9/WG.I/WP.79 and Add.1-19); (b) the report of the Working Group on the work of that session (A/CN.9/745); and (c) a note by the Secretariat containing a proposal for a part of the Guide explaining changes made to the 1994 UNCITRAL Model Law on Procurement of Goods, Construction and Services (A/CN.9/754 and addenda).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 78 below.)

5. Finalization and adoption of the Recommendations to assist arbitral institutions and other interested bodies with regard to arbitration under the UNCITRAL Arbitration Rules, as revised in 2010

6. At its forty-third session, in 2010, the Commission entrusted the Secretariat with the preparation of recommendations to assist arbitral institutions and other interested bodies with the use of the UNCITRAL Arbitration Rules, as revised in 2010.⁴ The Commission recalled at that session that, at its fifteenth session, in 1982, it had adopted “Recommendations to assist arbitral institutions and other interested bodies with regard to arbitration under the UNCITRAL Arbitration Rules”.⁵ The preparation of the Recommendations had been undertaken by the Commission to facilitate the use of the 1976 UNCITRAL Arbitration Rules in administered arbitration and to deal with instances where the Rules were adopted as institutional rules of an arbitral body or when the arbitral body was acting as appointing authority or provided administrative services in ad hoc arbitration under the Rules. The Commission agreed that similar recommendations to assist arbitral

² Ibid., para. 192.

³ Ibid., paras. 181-187.

⁴ Ibid., *Sixty-fifth Session, Supplement No. 17* (A/65/17), paras. 188 and 189.

⁵ Ibid., *Thirty-seventh Session, Supplement No. 17* and corrigenda (A/37/17 and Corr.1 and 2), paras. 74-85 and annex I.

institutions and other relevant bodies should be issued with respect to the UNCITRAL Arbitration Rules as revised in 2010 in view of the extended role granted to appointing authorities. It was said that the recommendations would promote the use of the Rules and that arbitral institutions in all parts of the world would be more inclined to accept acting as appointing authorities if they had the benefit of such guidelines.⁶

7. At its forty-fifth session, the Commission will have before it: (a) draft recommendations to assist arbitral institutions and other interested bodies with regard to arbitration under the UNCITRAL Arbitration Rules, as revised in 2010 (A/CN.9/746) and (b) any comments received from Governments and international organizations on the draft recommendations (A/CN.9/747 and addenda).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

6. Arbitration and conciliation: progress report of Working Group II

8. In accordance with a decision of the Commission at its forty-third session, in 2010,⁷ Working Group II (Arbitration and Conciliation) commenced its work on the preparation of a legal standard on transparency in treaty-based investor-State arbitration at its fifty-third session (Vienna, 4-8 October 2010) and continued it at its fifty-fourth (New York, 7-11 February 2011), fifty-fifth (Vienna, 3-7 October 2011) and fifty-sixth (New York, 6-10 February 2012) sessions.

9. At its forty-fifth session, the Commission will have before it the reports of the Working Group on the work of its fifty-fifth and fifty-sixth sessions (A/CN.9/736 and A/CN.9/741, respectively).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

7. Online dispute resolution: progress report of Working Group III

10. In accordance with a decision of the Commission at its forty-third session, in 2010,⁸ Working Group III (Online Dispute Resolution) commenced its work on the preparation of legal standards on online dispute resolution for cross-border electronic commerce transactions at its twenty-second session (Vienna, 13-17 December 2010) and continued it at its twenty-third (New York, 23-27 May 2011), twenty-fourth (Vienna, 14-18 November 2011) and twenty-fifth (New York, 21-25 May 2012) sessions.

11. At its forty-fifth session, the Commission will have before it the reports of the Working Group on the work of its twenty-fourth and twenty-fifth sessions (A/CN.9/739 and A/CN.9/744).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

⁶ *Ibid.*, *Sixty-fifth Session, Supplement No. 17* (A/65/17), para. 189.

⁷ *Ibid.*, paras. 190-191.

⁸ *Ibid.*, para. 257.

8. Electronic commerce: progress report of Working Group IV

12. At its forty-second session, in 2009, the Commission requested the Secretariat to prepare a study on electronic transferable records in the light of proposals received at that session (documents A/CN.9/681 and Add.1, and A/CN.9/682).⁹ At its forty-third session, in 2010, the Commission requested the Secretariat to convene a colloquium on the relevant topics, namely, electronic transferable records, identity management, electronic commerce conducted with mobile devices and electronic single window facilities, and to report on the discussions held at that colloquium.¹⁰

13. At its forty-fourth session, in 2011, the Commission had before it a note by the Secretariat (A/CN.9/728 and Add.1) summarizing the discussions at the colloquium on electronic commerce, held in New York from 14 to 16 February 2011.¹¹ At that session, the Commission agreed that Working Group IV (Electronic Commerce) should be convened to undertake work in the field of electronic transferable records,¹² and that its mandate should extend to aspects of the other topics discussed in documents A/CN.9/728 and Add.1 having incidental relation to electronic transferable records.¹³

14. The Working Group began its work at its forty-fifth session (Vienna, 10-14 October 2011). The Working Group considered various legal issues relating to the use of electronic transferable records, including possible methodology for future work by the Working Group (A/CN.9/737, paras. 14-88). It also considered the work of other international organizations on this subject (A/CN.9/737, paras. 89-91).

15. At its forty-fifth session, the Commission will have before it the report of the Working Group on the work of its forty-fifth session (A/CN.9/737).

16. The Commission will also hear an oral report on the progress of the cooperation between UNCITRAL and the United Nations Centre for Trade Facilitation and Electronic Business (UN/CEFACT), with particular regard to UN/CEFACT draft recommendation No. 37 on the signed digital document interoperability. The Commission will also hear an oral report on the progress of work relating to legal aspects of the operation of electronic cross-border single window facilities.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below).

9. Insolvency law: progress report of Working Group V

17. At its forty-third session, in 2010, the Commission had endorsed the recommendation by Working Group V (Insolvency Law) contained in document A/CN.9/691, paragraph 104, that activity be initiated on two topics, both of which were of current importance, and where a greater degree of harmonization of national

⁹ Ibid., *Sixty-fourth Session, Supplement No. 17* (A/64/17), para. 343.

¹⁰ Ibid., *Sixty-fifth Session, Supplement No. 17* (A/65/17), para. 250.

¹¹ Information about the colloquium is available at the date of this document from www.uncitral.org/uncitral/en/commission/colloquia/electronic-commerce-2010.html.

¹² *Official Records of the General Assembly, Sixty-sixth Session, Supplement No. 17* (A/66/17), para. 238.

¹³ Ibid., para. 239.

approaches would be beneficial in delivering certainty and predictability. Those topics were: (a) guidance on the interpretation and application of selected concepts of the UNCITRAL Model Law on Cross-Border Insolvency¹⁴ relating to centre of main interests and possible development of a model law or provisions on insolvency law addressing selected international issues, such as jurisdictions, access and recognition, in a manner that would not preclude the development of a convention; and (b) responsibility and liability of directors of an enterprise in the period approaching insolvency.¹⁵

18. The Working Group commenced its work on both topics at its thirty-ninth session (Vienna, 6-10 December 2010) and continued its deliberations at its fortieth (Vienna, 31 October-4 November 2011) and forty-first (New York, 30 April-4 May 2012) sessions.

19. At its forty-fifth session, the Commission will have before it the reports of the Working Group on the work of its fortieth and forty-first sessions (A/CN.9/738 and A/CN.9/742). The Commission may wish to consider the issue relating to the draft text considered by the Working Group at its forty-first session, which draws upon material contained in The UNCITRAL Model Law on Cross-Border Insolvency: the Judicial Perspective, adopted by the Commission in 2011.¹⁶ To the extent that the text currently being developed by the Working Group builds upon and revises material included in the Judicial Perspective, in particular with respect to interpretation and application of “centre of main interests”, the Commission may wish to consider whether the Judicial Perspective should be revised in parallel with the current work of the Working Group to ensure consistency. Revisions to the Judicial Perspective could be submitted to the Commission for adoption at the same time as the new text currently being prepared by the Working Group. The Commission may recall that its decision adopting the Judicial Perspective made provision for the text to be updated on an ongoing basis.¹⁷

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

10. Security interests: progress report of Working Group VI

20. At its forty-third session, in 2010, the Commission decided that Working Group VI (Security Interests) should be entrusted with the preparation of a text on registration of security rights in movable assets, which would usefully supplement the Commission’s work on secured transactions.¹⁸ It was widely felt that secured transactions law reform could not be effectively implemented without the establishment of an efficient publicly accessible security rights registry and that States urgently needed guidance with respect to the establishment and operation of such registries.¹⁹ The Commission agreed that, while the specific form and structure

¹⁴ United Nations publication, Sales No.E.99.V.3; also available at the date of this document from www.uncitral.org/uncitral/en/uncitral_texts/insolvency/1997Model.html.

¹⁵ *Official Records of the General Assembly, Sixty-fifth Session, Supplement No. 17 (A/65/17)*, para. 259.

¹⁶ *Ibid.*, *Sixty-sixth Session, Supplement No. 17 (A/66/17)*, para. 198.

¹⁷ *Ibid.*, paragraph 2 of the decision adopted by the Commission.

¹⁸ *Ibid.*, *Sixty-fifth Session, Supplement No. 17 (A/65/17)*, paras. 265 and 268.

¹⁹ *Ibid.*, para. 265.

of the text could be left to the Working Group, the text could: (a) include principles, guidelines, commentary, recommendations and model regulations; and (b) draw on the *UNCITRAL Legislative Guide on Secured Transactions* (the “*Secured Transactions Guide*”),²⁰ texts prepared by other organizations and national law regimes that have introduced security rights registries similar to the registry recommended in the *Secured Transactions Guide*.²¹

21. The Working Group began its work at its eighteenth session (Vienna, 8-12 November 2010) based on a note prepared by the Secretariat entitled “Registration of security rights in movable assets” (A/CN.9/WG.VI/WP.44 and Add.1 and 2). At that session, the Working Group considered certain issues arising from the use of electronic communications in security rights registries to ensure that the text on registration would be consistent with the UNCITRAL texts on electronic communications (A/CN.9/714, paras. 34-47).

22. The Working Group continued its work at its twentieth (Vienna, 12-16 December 2011) and twenty-first (New York, 14-18 May 2012) sessions. At its twentieth session, the Working Group agreed that the text being prepared should take the form of a guide with commentary and recommendations along the lines of the *Secured Transactions Guide*; where the text offered options, examples of model regulations could be included in an annex to the registry guide (A/CN.9/740, para. 18).

23. At its forty-fifth session, the Commission will have before it the reports of the twentieth and twenty-first sessions of the Working Group (A/CN.9/740 and A/CN.9/743). The Commission may wish to take note of the plan of the Working Group with regard to the completion of its current work, note the suggestions of the Working Group with regard to its possible future work and make a decision in that regard.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

11. Future work in the area of public procurement and related areas

24. At its forty-fourth session, in 2011, the Commission considered possible future work in the area of public procurement and related areas, in particular the desirability of work in the areas of public-private partnerships and privately financed infrastructure projects. The Commission requested the Secretariat to prepare a study on possible future work in the areas of public-private partnerships and privately financed infrastructure projects for consideration by the Commission at a later date.²²

²⁰ United Nations publication, Sales No. E.09.V.12; also available at the date of this document from www.uncitral.org/pdf/english/texts/security-ig/e/09-82670_Ebook-Guide_09-04-10English.pdf.

²¹ *Official Records of the General Assembly, Sixty-fifth Session, Supplement No. 17 (A/65/17)*, para. 266.

²² *Ibid.*, *Sixty-sixth session, Supplement No. 17 (A/66/17)*, paras. 190-191.

25. At its forty-fifth session, the Commission will have before it a note by the Secretariat on possible future work in the area of public procurement and related areas (A/CN.9/755).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 78 below.)

12. Possible future work in the area of microfinance

26. At its forty-second session, in 2009, the Commission heard a suggestion that it would be timely for UNCITRAL to carry out a study on microfinance with the purpose of identifying the need for a legal and regulatory framework aimed at protecting and developing the microfinance sector so as to allow its continuous development. After discussion at that session, the Commission requested the Secretariat to prepare a detailed study on the legal and regulatory issues of microfinance as well as proposals as to the form and nature of a reference document that the Commission might in the future consider preparing with a view to assisting legislators and policymakers around the world in establishing a favourable legal framework for microfinance.²³

27. At its forty-third session, in 2010, the Commission had before it a note by the Secretariat containing a study and proposals as requested (A/CN.9/698). After discussion at that session, the Commission agreed that the Secretariat should convene a colloquium, with the possible participation of experts from other organizations working actively in that field, to explore the legal and regulatory issues surrounding microfinance that fell within the mandate of UNCITRAL.²⁴

28. At its forty-fourth session, in 2011, the Commission had before it a note by the Secretariat containing a summary of the proceedings of and the key issues identified at the international colloquium on microfinance, held in Vienna from 12 to 13 January 2011 (A/CN.9/727).²⁵ After discussion, the Commission agreed to include microfinance as an item for the future work of UNCITRAL and to further consider that matter at its next session, in 2012. In order to assist the Commission in defining the areas where work was needed, the Commission requested the Secretariat to circulate to all States a short questionnaire regarding their experience with the establishment of a legislative and regulatory framework for microfinance, including any obstacles they might have encountered in that regard. Further, the Commission agreed that the Secretariat should, resources permitting, undertake research for consideration by the Commission on the following items: (i) overcollateralisation and the use of collateral with no economic value; (ii) electronic money, including its status as savings, whether its “issuers” were engaged in banking (and hence what type of regulation they were subject to) and the coverage of such funds by deposit insurance schemes; (iii) provision for fair, rapid, transparent and inexpensive processes for the resolution of disputes arising from microfinance transactions; and (iv) facilitating the use of, and ensuring transparency in, secured lending to microenterprises and small and medium-sized enterprises.²⁶

²³ Ibid., *Sixty-fourth Session, Supplement No. 17* (A/64/17), paras. 432-433.

²⁴ Ibid., *Sixty-fifth Session, Supplement No. 17* (A/65/17), para. 280.

²⁵ Ibid., *Sixty-sixth Session, Supplement No. 17* (A/66/17), paras. 241-246.

²⁶ Ibid., para. 246.

29. At its forty-fifth session, the Commission will have before it a note by the Secretariat addressing the items listed in the preceding paragraph and containing recommendations for future work of the Commission on those items (A/CN.9/756). The Commission will hear an oral report on the information received so far by the Secretariat from States in response to the questionnaire circulated in compliance with the request of the Commission at its forty-fourth session.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

13. Preparation of a guide on the 1958 New York Convention

30. At its forty-first session, in 2008, the Commission considered a written report in respect of a project aimed at monitoring the legislative implementation of the Convention on the Recognition and Enforcement of Foreign Arbitral Awards, done at New York, on 10 June 1958²⁷ (the “New York Convention”), covering implementation of the New York Convention by States, its interpretation and application, as well as the requirements and procedures put in place by States for enforcing an award under the New York Convention (A/CN.9/656 and Add.1). At that session, the Commission welcomed the recommendations and conclusions contained in the report, noting that they highlighted areas where additional work might need to be undertaken to enhance uniform interpretation and effective implementation of the New York Convention. The Commission agreed that work should be undertaken to eliminate or limit the effect of legal disharmony in that field. The Commission was generally of the view that the outcome of the project should consist in the development of a guide on the New York Convention, with a view to promoting a uniform interpretation and application of the Convention, thus avoiding uncertainty resulting from its imperfect or partial implementation and limiting the risk that practices of States diverge from the spirit of the Convention.²⁸ At its forty-fourth session, in 2011, the Commission was informed that the preparation of the guide was currently being carried out by the Secretariat.²⁹

31. At its forty-fifth session, the Secretariat will present an oral report on the progress of the project to the Commission.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

14. Endorsement of texts of other organizations

32. The Commission may be expected to consider requests of the International Institute for the Unification of Private Law (Unidroit) and the International Chamber of Commerce for endorsement of their texts.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

²⁷ United Nations, *Treaty Series*, vol. 330, No. 4739.

²⁸ *Official Records of the General Assembly, Sixty-third Session, Supplement No. 17* and corrigendum (A/63/17 and Corr.1), para. 355.

²⁹ *Ibid.*, *Sixty-sixth Session, Supplement No. 17* (A/66/17), para. 252.

15. Technical assistance to law reform

33. At its forty-fifth session, the Commission will have before it a note by the Secretariat on technical assistance activities undertaken since the Commission's forty-fourth session and on the technical assistance resources, including UNCITRAL publications and the UNCITRAL website (A/CN.9/753).

34. The Commission will also have before it a bibliography of recent writings related to its work (A/CN.9/750).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

16. Promotion of ways and means of ensuring a uniform interpretation and application of UNCITRAL legal texts**(a) Case Law on UNCITRAL texts (CLOUT)**

35. At its twenty-first session, in 1988, the Commission decided to establish a system for collecting and disseminating information on court decisions and arbitral awards relating to conventions and model laws that had emanated from the work of the Commission, known as the "Case Law on UNCITRAL texts (CLOUT)".³⁰ The purpose of the system has been to promote international awareness of such legal texts to enable judges, arbitrators, lawyers, parties to commercial transactions and other interested persons to take decisions and awards relating to those texts into account in dealing with matters within their responsibilities and to promote the uniform interpretation and application of those texts. The system has relied on a network of national correspondents designated by States parties to a convention emanating from the work of the Commission or that have enacted legislation based on a UNCITRAL model law. Since the establishment of the CLOUT system, the Secretariat has regularly reported to the Commission on the development of the system.

36. At its forty-fifth session, the Commission will have before it a note by the Secretariat on the status and development of CLOUT (A/CN.9/748).

(b) Digests of case law relating to UNCITRAL legal texts

37. At its thirty-fourth session, in 2001, the Commission considered a note by the Secretariat (A/CN.9/498), in which the Secretariat suggested that the preparation of an analytical digest of court and arbitration cases, identifying trends in interpretation, would be useful to foster the uniform interpretation of the United Nations Convention on Contracts for the International Sale of Goods (Vienna, 1980)³¹ (the "Sales Convention"). In the same note, the Secretariat suggested that for the same reasons the Commission might wish to take similar steps to foster the uniform interpretation of the UNCITRAL Model Law on International Commercial Arbitration (the "Model Law on Arbitration").³² After discussion, the Commission requested the Secretariat to draft a digest of case law on the Sales

³⁰ Ibid., *Forty-third Session, Supplement No. 17* (A/43/17), paras. 98-109.

³¹ United Nations, *Treaty Series*, vol. 1489, No. 25567.

³² United Nations publication, Sales No. E.08.V.4; also available at the date of this document from www.uncitral.org/uncitral/en/uncitral_texts/arbitration/1985Model_arbitration.html.

Convention. It was noted that, in doing so, the Secretariat should avail itself of the help of the network of CLOUT national correspondents and avoid criticism of the decisions of national courts.³³ At its thirty-fifth session, in 2002, the Commission requested the Secretariat to prepare a digest of case law on the Model Law on Arbitration.³⁴

38. Since 2004, the Commission has regularly been informed by the Secretariat on the progress of work on both digests,³⁵ noting in particular that the first edition of the digest of case law on the Sales Convention was published in December 2004³⁶ and the second edition of that digest was published in 2008.³⁷ The General Assembly, in its resolutions, has repeatedly expressed support for the work on digests.³⁸

39. The note by the Secretariat (A/CN.9/748) that will be before the Commission at its forty-fifth session (see paragraph 36 above) also refers to the third edition of the digest of case law on the Sales Convention and a digest of case law on the Model Law on Arbitration.

40. At its forty-fifth session, the Commission may also wish to consider the desirability of commencing the preparation of a digest of case law on the UNCITRAL Model Law on Cross-Border Insolvency. Such a digest would complement not only The Judicial Perspective, but also the text currently being prepared on “centre of main interests” (see paragraphs 17-19 above), providing wider and more ready access to the case law referred to in those texts and indicating emerging trends in interpretation of the Model Law.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

17. Status and promotion of UNCITRAL legal texts

41. At its forty-fifth session, the Commission will have before it a note by the Secretariat concerning the status of the conventions and model laws resulting from its work as well as the status of the New York Convention (A/CN.9/751).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

³³ *Official Records of the General Assembly, Fifty-sixth Session, Supplement No. 17* and corrigendum (A/56/17 and Corr.3), paras. 386-395.

³⁴ *Ibid.*, *Fifty-seventh Session, Supplement No. 17* (A/57/17), para. 243.

³⁵ *Ibid.*, *Sixtieth Session, Supplement No. 17* (A/60/17), para. 194; *ibid.*, *Sixty-first Session, Supplement No. 17* (A/61/17), para. 226; *ibid.*, *Sixty-second Session, Supplement No. 17* (A/62/17), part I, para. 220; *ibid.*, *Sixty-third Session, Supplement No. 17* and corrigendum (A/63/17 and Corr.1), para. 367; *ibid.*, *Sixty-fourth Session, Supplement No. 17* (A/64/17), para. 373; *ibid.*, *Sixty-fifth Session, Supplement No. 17* (A/65/17), paras. 290-293; and *ibid.*, *Sixty-sixth Session, Supplement No. 17* (A/66/17), paras. 271-274.

³⁶ A/CN.9/SER.C/DIGEST/CISG, available at the date of this document from www.uncitral.org/uncitral/en/case_law/digests/cisg.html.

³⁷ United Nations publication, Sales No. E.08.V.15; also available at the date of this document from www.uncitral.org/uncitral/en/case_law/digests/cisg.html.

³⁸ Resolutions 59/39, para. 13; 60/20, para. 13; 61/32, para. 15; 62/64, para. 14; 63/120, para. 18; 64/111, para. 21; 65/21 para. 22; and 66/94, para. 22.

18. Coordination and cooperation**(a) General**

42. At its forty-fifth session, the Commission will have before it a note by the Secretariat providing a brief survey of the activities undertaken by the Secretariat since the Commission's forty-fourth session to ensure coordination with the work of other organizations active in the field of international trade law (A/CN.9/749).

(b) Coordination in the field of security interests

43. Further to a decision by the Commission at its forty-third session, in 2010,³⁹ the secretariats of the Hague Conference on Private International Law, Unidroit and UNCITRAL prepared a coordination paper on security interests (A/CN.9/720). As noted by the Commission at its forty-first session, in 2008,⁴⁰ the purpose of this paper is to explain the inter-relationship among the security interests texts prepared by the three organizations and thus to assist States in understanding how these texts fit together and may be all adopted by States to establish a comprehensive and consistent regime on security interests in movable assets. It was envisaged that the paper would be issued as a publication by the three organizations to assist States considering security interests texts for adoption. At its forty-fourth session, in 2011, the Commission considered and approved that paper and its publication.⁴¹ At its forty-fifth session, the Commission may wish to note that all arrangements have been made and the paper should appear soon as a United Nations publication with the logos of all three organizations.

44. At its forty-fifth session, the Commission may wish in addition to recall that, at its forty-fourth session, in 2011, it had requested the Secretariat to proceed with the preparation, in cooperation with the World Bank and outside experts, of a joint set of principles on effective secured transactions regimes.⁴² Moreover, the Commission may wish to note that, at that session, it had requested the Secretariat to cooperate closely with the European Commission with a view to ensuring a coordinated approach to the law applicable to the third-party effects of assignments of receivables, taking into account the approach followed in the United Nations Convention on the Assignment of Receivables in International Trade⁴³ and the UNCITRAL Legislative Guide on Secured Transactions.⁴⁴ At its forty-fifth session, the Commission may wish to take note of the oral report by the Secretariat on those two projects.

(c) Reports of other international organizations

45. Representatives of other international organizations will be given an opportunity to apprise the Commission of their current activities and possible means of strengthening cooperation.

³⁹ *Official Records of the General Assembly, Sixty-fifth Session, Supplement No. 17 (A/65/17)*, para. 287.

⁴⁰ *Ibid.*, *Sixty-third Session, Supplement No. 17* and corrigendum (A/63/17 and Corr.1), para. 384.

⁴¹ *Ibid.*, *Sixty-sixth Session, Supplement No. 17 (A/66/17)*, para. 283.

⁴² *Ibid.*, para. 228.

⁴³ General Assembly resolution 56/81, annex.

⁴⁴ *Official Records of the General Assembly, Sixty-sixth Session, Supplement No. 17 (A/66/17)*, para. 231.

(d) International governmental and non-governmental organizations invited to sessions of UNCITRAL and its Working Groups

46. At its forty-fifth session, the Commission will hear an oral report by the Secretariat on the implementation of the decisions taken by the Commission at its forty-fourth session, in 2011, as regards information to be made available to States concerning intergovernmental and non-governmental organizations invited to sessions of UNCITRAL and its working groups and modality of communicating such information to them.⁴⁵

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

19. UNCITRAL regional presence

47. At the forty-fourth session of the Commission, in 2011, broad support was expressed for the establishment of UNCITRAL regional centres, which was considered a novel yet important step for UNCITRAL in reaching out and providing technical assistance to developing countries.⁴⁶ Informed of the offer received from the Republic of Korea, the Commission approved the establishment of the UNCITRAL Regional Centre for Asia and the Pacific (*Regional Centre*) in Incheon, Republic of Korea.⁴⁷ The General Assembly, in paragraph 12 of its resolution 66/94, welcomed that decision and expressed its appreciation to the Government of the Republic of Korea for its generous contribution.

48. The *Regional Centre* was officially opened on 10 January 2012 by the Under-Secretary-General for Legal Affairs and United Nations Legal Counsel, who emphasized the importance of the principle of the rule of law and the role of the *Regional Centre* in enhancing international trade and development in the Asia-Pacific Region.⁴⁸ The opening of the Centre was followed by a regional workshop in which panelists discussed the role of the *Regional Centre* and the significance of UNCITRAL texts in the region.⁴⁹

49. It is expected that the *Regional Centre* will enhance international trade and development in the Asia-Pacific region by promoting certainty in international commercial transactions through the dissemination of international trade norms and standards, in particular those elaborated by UNCITRAL and provide bilateral and multilateral technical assistance to States with respect to the adoption and uniform interpretation of UNCITRAL texts through workshops and seminars.

50. As other Member States have also expressed an interest in establishing UNCITRAL regional centres in other parts of the world including the Asia-Pacific region, the Secretariat is currently carefully considering those proposals to ensure that the regional centres are established to meet their objectives.

⁴⁵ Ibid., paras. 288-298.

⁴⁶ Ibid., para. 264.

⁴⁷ Ibid., paras. 267 and 269.

⁴⁸ The full text of the speech is available at the date of this document from http://untreaty.un.org/ola/media/info_from_lc/POB%20Incheon-Welcome%20Address.pdf.

⁴⁹ More information about the *Regional Centre* and the Launch Event can be found at the date of this document from www.uncitral.org/uncitral/en/tac/regionalcentre.html.

51. At its forty-fifth session, the Commission will hear an oral report on the progress made at the *Regional Centre* as well as progress made on establishing UNCITRAL's presence in other regions.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

20. Role of UNCITRAL in promoting the rule of law at the national and international levels

52. The item has been on the agenda of the Commission since its forty-first session, in 2008,⁵⁰ in response to the General Assembly's invitation to the Commission to comment, in its report to the General Assembly, on the Commission's current role in promoting the rule of law.⁵¹ At its forty-first to forty-fourth sessions, in 2008 to 2011, respectively, the Commission, in its annual reports to the General Assembly, transmitted comments on its role in promoting the rule of law at the national and international levels, including in the post-conflict reconstruction context. It expressed its conviction that the promotion of the rule of law in commercial relations should be an integral part of the broader agenda of the United Nations to promote the rule of law at the national and international levels, including through the Rule of Law Coordination and Resource Group supported by the Rule of Law Unit in the Executive Office of the United Nations Secretary-General.⁵² This view was endorsed by the General Assembly.⁵³

53. The Commission considered it essential to keep a regular dialogue with the Rule of Law Coordination and Resource Group through the Rule of Law Unit and to keep abreast of progress made in the integration of the work of UNCITRAL into the United Nations joint rule of law activities. To that end, it requested the Secretariat to organize briefings by the Rule of Law Unit biannually, when sessions of the Commission were held in New York.⁵⁴

54. At its forty-fourth session, in 2011, the Commission was informed about a high-level meeting of the General Assembly on the rule of law at the national and international levels expected to be held during the high-level segment of the General Assembly's sixty-seventh session in 2012. The importance of not overlooking aspects of the work of UNCITRAL in discussions during that high-level meeting was noted. The Commission was therefore expected to explore at its next session, in 2012, ways and means of ensuring that such aspects were duly reflected in that meeting.⁵⁵

⁵⁰ For the decision of the Commission to include the item on its agenda, see *Official Records of the General Assembly, Sixty-second Session, Supplement No. 17 (A/62/17)*, part II, paras. 111-113.

⁵¹ General Assembly resolutions 62/70, para. 3; 63/128, para. 7; 64/116, para. 9; 65/32, para. 10; and 66/102, para. 12.

⁵² *Official Records of the General Assembly, Sixty-third Session, Supplement No. 17 and corrigendum (A/63/17 and Corr.1)*, para. 386; *ibid.*, *Sixty-fourth Session, Supplement No. 17 (A/64/17)*, paras. 413-419; *ibid.*, *Sixty-fifth Session, Supplement No. 17 (A/65/17)*, paras. 313-336; and *ibid.*, *Sixty-sixth Session, Supplement No. 17 (A/66/17)*, paras. 299-321.

⁵³ Resolutions 63/120, para. 11; 64/111, para. 14; 65/21 paras. 12 to 14; and 66/94, paras. 15 to 17.

⁵⁴ *Official Records of the General Assembly, Sixty-fifth Session, Supplement No. 17 (A/65/17)*, paras. 335.

⁵⁵ *Ibid.*, *Sixty-sixth Session, Supplement No. 17 (A/66/17)*, para. 321.

55. At its forty-fifth session, a briefing will be organized by the Secretariat on the progress made in achieving increased awareness about the work of UNCITRAL and integration of that work into the rule of law activities of the United Nations and other organizations. The Commission will also be informed by the Secretariat of the preparations for the high-level meeting and expected outcomes of that meeting, with reference to General Assembly resolution 66/102 and the relevant report of the Secretary-General (A/66/749). (Copies of resolution 66/102 and the relevant reports of the Sixth Committee (A/66/475) and the Secretary-General will be made available at the forty-fifth session of the Commission.) The Commission may wish to include in its comments to the General Assembly its message to the high-level meeting.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 79 below.)

21. Strategic planning

56. At its forty-fourth session, in 2011, the Commission requested the Secretariat to prepare a note on strategic planning, with possible options and an assessment of their financial implications.⁵⁶ At its forty-fifth session, the Commission will have before it a note by the Secretariat responding to that request (A/CN.9/752).

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

22. International commercial arbitration moot competitions

57. An oral report will be presented on the Nineteenth Annual Willem C. Vis International Commercial Arbitration Moot competition.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

23. Relevant General Assembly resolutions

58. The Commission may wish to take note of the following three General Assembly resolutions adopted on the recommendation of the Sixth Committee: resolution 66/94 on the report of the United Nations Commission on International Trade Law on the work of its forty-fourth session; resolution 66/95 on the United Nations Commission on International Trade Law Model Law on Public Procurement; and resolution 66/96 on the United Nations Commission on International Trade Law Model Law on Cross-Border Insolvency: The Judicial Perspective. Copies of the resolutions and the relevant report of the Sixth Committee (A/66/471) will be made available at the forty-fifth session of the Commission.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

⁵⁶ Ibid., para. 343.

24. Other business

59. The attention of the Commission will be drawn to the Guiding Principles on Business and Human Rights contained in document A/HRC/17/31. The Commission may wish to note the relevance of the Principles to the work of the Commission and the potential for UNCITRAL texts and programmes to contribute to the advancement of the business and human rights agenda and to the dissemination and implementation of the Guiding Principles. The Commission may in particular recommend, as it did at its thirty-seventh session, in 2004, with respect to the Global Compact,⁵⁷ that member States and observers make the Principles known to private enterprises and business associations, such as chambers of commerce, in their own countries in order to promote wider adherence to and the application of the Principles. It may wish to decide to take further actions as regards the advancement of the business and human rights and the dissemination and implementation of the Guiding Principles.

60. An oral report will be presented on the internship programme in the Commission's secretariat.

61. The Commission will hear an oral report from the Secretariat on the results of evaluation by UNCITRAL at its forty-fourth session of the role of the Secretariat in facilitating the work of the Commission.

62. The Commission may wish to recall that, at its forty-fourth session, in 2011, it considered proposals to substitute the production of summary records of UNCITRAL meetings with either unedited transcripts of proceedings or digital recordings of proceedings. At that session, the Commission expressed its willingness to discuss the subject again at its next session on the basis of a report to be prepared by the Secretariat setting out the issues and options involved.⁵⁸ At its forty-fifth session, the Commission will have a report by the Secretariat on the subject.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

25. Date and place of future meetings

Forty-sixth session of the Commission

63. The forty-sixth session of the Commission will be held in Vienna. Tentative arrangements have been made for the session to be held from 8 to 26 July 2013.

Sessions of working groups

64. At its thirty-sixth session, in 2003, the Commission agreed that: (a) working groups should normally meet for a one-week session twice a year; (b) extra time, if required, could be allocated from the unused entitlement of another working group provided that such arrangement would not result in the increase of the total number of 12 weeks of conference services per year currently allotted to sessions of all six working groups of the Commission; and (c) if any request by a working group for extra time would result in the increase of the 12-week allotment, it should be

⁵⁷ Ibid., *Fifty-ninth Session, Supplement No. 17 (A/59/17)*, para. 117.

⁵⁸ Ibid., *Sixty-sixth Session, Supplement No. 17 (A/66/17)*, paras. 332-333.

reviewed by the Commission, with proper justification being given by that working group regarding the reasons for which a change in the meeting pattern was needed.⁵⁹ The Commission may wish to note that, by paragraph 48 of its resolution 66/246 on questions relating to the proposed programme budget for the biennium 2012-2013, the General Assembly decided to increase non-post resources in order to provide sufficient funding for servicing the work of the Commission for fourteen weeks and to retain the rotation scheme between Vienna and New York. In the light of this decision, the total number of 12 weeks of conference services per year could continue being allotted to sessions of working groups of the Commission if annual sessions of the Commission were of no longer than two weeks. Otherwise, adjustments would need to be made within the current 14-week allotment for all sessions of the Commission and its working groups.

Sessions of working groups between the forty-fifth and the forty-sixth sessions of the Commission

Working Group I

65. The twenty-second session of the Working Group could be held in New York, from 8 to 12 April 2013.

Working Group II (Arbitration and Conciliation)

66. The fifty-seventh session of the Working Group could be held in Vienna, from 1 to 5 October 2012, and the fifty-eighth session could be held in New York, from 4 to 8 February 2013.

Working Group III (Online Dispute Resolution)

67. The twenty-sixth session of the Working Group could be held in Vienna, from 10 to 14 December 2012, and the twenty-seventh session could be held in New York, from 20 to 24 May 2013.

Working Group IV (Electronic Commerce)

68. The forty-sixth session of the Working Group could be held in Vienna, from 29 October to 2 November 2012, and the forty-seventh session could be held in New York, from 11 to 15 February 2013.

Working Group V (Insolvency Law)

69. The forty-second session of the Working Group could be held in Vienna, from 26 to 30 November 2012, and the forty-third session could be held in New York, from 15 to 19 April 2013.

Working Group VI (Security Interests)

70. The twenty-second session of the Working Group could be held in Vienna, from 5 to 9 November 2012, and twenty-third session could be held in New York, from 13 to 17 May 2013.

⁵⁹ Ibid., *Fifty-eighth Session, Supplement No. 17 (A/58/17)*, para. 275.

Sessions of working groups in 2013 after the forty-sixth session of the Commission

Working Group I

71. Tentative arrangements have been made for the twenty-third session of the Working Group to be held in Vienna, from 30 September to 4 October 2013.

Working Group II (Arbitration and Conciliation)

72. Tentative arrangements have been made for the fifty-ninth session of the Working Group to be held in Vienna, from 15 to 20 September 2013.

Working Group III (Online Dispute Resolution)

73. Tentative arrangements have been made for the twenty-eighth session of the Working Group to be held in Vienna, from 7 to 11 October 2013.

Working Group IV (Electronic Commerce)

74. Tentative arrangements have been made for the forty-eighth session of the Working Group to be held in Vienna, from 23 to 27 September 2013.

Working Group V (Insolvency Law)

75. Tentative arrangements have been made for the forty-fourth session of the Working Group to be held in Vienna, from 16 to 20 December 2013.

Working Group VI

76. Tentative arrangements have been made for the twenty-fourth session of the Working Group to be held in Vienna, from 25 to 29 November 2013.

(For suggested scheduling of meetings to consider this agenda item, see paragraph 80 below.)

26. Adoption of the report of the Commission

77. The General Assembly, in its resolution 2205 (XXI) of 17 December 1966, decided that the Commission should submit an annual report to it and that the report should be submitted simultaneously to the United Nations Conference on Trade and Development for comments. Pursuant to a decision of the Sixth Committee,⁶⁰ the report of the Commission is introduced to the General Assembly by the chairperson of the Commission or by another officer designated by the chairperson.

(For suggested scheduling of meetings to consider this agenda item, see paragraphs 78 and 81 below.)

III. Scheduling of meetings and documentation

78. The Secretariat recommends that the Commission devote the time from 25 to 28 June 2012 to consideration of items 4 and 11 on the agenda. Adoption of the

⁶⁰ Ibid., *Twenty-third Session, annexes*, agenda item 88, document A/7408, para. 3.

report of the Commission on these agenda items and of the Guide to Enactment may be expected to take place on Friday afternoon, 29 June 2012.

79. The Secretariat recommends that the Commission devote the time on Friday morning, 29 June 2012, to consideration of agenda item 20, at which time a briefing organized by the Secretariat is expected to take place (see paragraph 55 above).

80. The Secretariat recommends that the Commission devote the time on Monday morning, 2 July, to consideration of agenda items 5, 6, 13 and 22, and the time on Monday afternoon and Tuesday, 3 July, to consideration of the remaining items on its agenda.

81. No formal meetings will be held on Wednesday, 4 July (being an official holiday), and Thursday, 5 July 2012, which will be used by the Secretariat to prepare the remaining parts of the draft report (i.e., not adopted on Friday, 29 June 2012, see paragraph 78 above), which will be presented to the Commission for adoption on Friday, 6 July 2012.

82. It should be noted that the above recommendations on the scheduling of meetings are intended to assist States and invited organizations in planning the attendance of their pertinent representatives; the actual scheduling will be determined by the Commission itself.

83. Meetings will be held from 10 a.m. to 1 p.m. and from 3 p.m. to 6 p.m., except on Monday, 25 June, when the morning meeting will commence at 10.30 a.m.

84. UNCITRAL documents are posted on the UNCITRAL website (www.uncitral.org/) upon their issuance in all the official languages of the United Nations. Delegates may wish to check the availability of the documents for the forty-fifth session by accessing the page of the forty-fifth session of the Commission in the "Commission Documents" section of the UNCITRAL website (www.uncitral.org/).