

OVERVIEW

PURPOSE

The International Institute for the Unification of Private Law (UNIDROIT) is an independent intergovernmental Organisation with its seat in the Villa Aldobrandini in Rome. Its purpose is to study needs and methods for modernising, harmonising and co-ordinating private and in particular commercial law as between States and groups of States and to formulate uniform law instruments, principles and rules to achieve those objectives.

ORIGINS

Set up in 1926 as an auxiliary organ of the League of Nations, the Institute was, following the demise of the League, re-established in 1940 on the basis of a multilateral agreement, the [UNIDROIT Statute](#).

MEMBERSHIP

Membership of UNIDROIT is restricted to States acceding to the UNIDROIT Statute. UNIDROIT's [63 member States](#) are drawn from the five continents and represent a variety of different legal, economic and political systems as well as different cultural backgrounds.

FUNDING

The Institute is financed by annual contributions from its member States which are fixed by the General Assembly. Extra-budgetary contributions may be made to fund specific projects or activities.

STRUCTURE

UNIDROIT has an essentially three-tiered structure, made up of a Secretariat, a Governing Council and a General Assembly. The Secretariat is the executive organ of UNIDROIT responsible carrying out its [Work Programme](#) from day to day. It is headed by a Secretary-General appointed by the Governing Council on the nomination of the President of the Institute. The Secretary-General is assisted by a team of international civil servants and supporting staff.

Annual Reports on the activity of UNIDROIT

The **Governing Council** supervises all policy aspects of the means by which the Institute's statutory objectives are to be attained and in particular the way in which the Secretariat carries out the **Work Programme** drawn up by the Council. It is made up of one ex officio member, the President of the Institute, and 25 elected members, mostly eminent judges, practitioners, academics and civil servants. The Governing Council is chaired by the President of the Institute who is a member of the Council ex officio.

The General Assembly is the ultimate decision-making organ of UNIDROIT: it votes the Institute's budget each year; it approves the **Work Programme** every three years; it elects the Governing Council every five years. It is made up of one representative from each member Government. The Presidency of the General Assembly is held, on a rotating basis and for one year, by the Ambassador of one of the Organisation's member States.

Reports on the annual sessions of the General Assembly of Member States

LANGUAGES

The official languages of UNIDROIT are English, French, German, Italian and Spanish; its working languages are English and French.

LEGISLATIVE POLICY

UNIDROIT has over the years prepared over seventy studies and drafts. Many of these have resulted in international instruments, including international Conventions, Model Laws, Principles and Legal and Contractual Guides. In the case of Conventions, they were adopted by diplomatic Conferences convened by member States of UNIDROIT:

UNIDROIT's work has also served as the basis for a number of international instruments adopted under the auspices of other international Organisations, several of which are already in force.

Nature of instruments drawn up by UNIDROIT

UNIDROIT's basic statutory objective is to prepare modern and where appropriate harmonised uniform rules of private law understood in a broad sense. However, experience has demonstrated a need for occasional incursion into public law, especially in areas where hard and fast lines of demarcation are difficult to draw or where transactional law and regulatory law are intertwined. Uniform rules prepared by UNIDROIT are concerned with the unification of substantive law rules; they will only include uniform conflict of laws rules incidentally.

Technical approach to harmonisation or unification favoured by UNIDROIT

UNIDROIT's independent status amongst intergovernmental Organisations has enabled it to pursue working methods which have made it a particularly suitable forum for tackling more technical and correspondingly less political issues.

Factors determining eligibility of subjects for uniform law treatment

New technologies and international commercial practices call for new, harmonised and widely acceptable solutions. Generally speaking, the eligibility of a subject for harmonisation or even unification will to a large extent be conditional on the willingness of States to accept changes to domestic law rules in favour of a new international solution on the relevant subject. Legal and other arguments in favour of harmonisation have accordingly to be weighed carefully against such perception. Similar considerations will also tend to determine the most appropriate sphere of application to be given to uniform rules, that is to say, whether they should be restricted to truly cross-border transactions or extended to cover internal situations as well. While commercial law topics tend to make for most of the international harmonisation initiatives, the broad mandate given to UNIDROIT allows the organisation to deal with non-commercial matters as well.

Factors determining choice of instrument to be prepared

The uniform rules drawn up by UNIDROIT have, in keeping with its intergovernmental structure, generally taken the form of international Conventions, designed to apply automatically in preference to a State's municipal law once all the formal requirements of that State's domestic law for their entry into force have been completed. However, alternative forms of unification have become increasingly popular in areas where a binding instrument is not felt to be essential. Such alternatives may include model laws which States may take into consideration when drafting domestic legislation or general principles which the judges, arbitrators and contracting parties they address are free to decide whether to use or not. Where a subject is not judged ripe for uniform rules, another alternative consists in the legal guides, typically on new business techniques or types of transaction or on the framework for the organisation of markets both at the domestic and the international level. Generally speaking, "hard law" solutions (i.e. Conventions) are needed where the scope of the proposed rules transcends the purely contractual relationships and where third parties' or public interests are at stake as is the case in property law. The choice of topics for the UNIDROIT work programme, their priority levels and working methods, as well as the overall line of activities follow the criteria and strategic objectives of the Institute, as set out in its [Strategic Plan](#).

WORKING METHODS

Preliminary stage

Once a subject has been entered on UNIDROIT's Work Programme, the Secretariat, where necessary assisted by experts in the field, will draw up a feasibility study and/or a preliminary comparative law report designed to ascertain the desirability and feasibility of law reform. Where appropriate and funding permitting, an economic impact assessment study is also carried

out. The report, which may include a first rough draft of the relevant principles or uniform rules, will then be laid before the Governing Council which, if satisfied that a case has been made out for taking action, will typically ask the Secretariat to convene a study group, traditionally chaired by a member of the Council, to prepare a preliminary draft Convention or one of the alternatives mentioned above. The membership of such study groups, made up of experts sitting in their personal capacity, is a matter for the Secretariat to decide. In doing so, the Secretariat will seek to ensure as balanced a representation as possible of the world's different legal and economic systems and geographic regions.

Intergovernmental negotiation stage

A preliminary draft instrument prepared by the study group will be laid before the Governing Council for approval and advice as to the most appropriate further steps to be taken. In the case of a preliminary draft Convention, the Council will usually ask the Secretariat to convene a committee of governmental experts whose task it will be to finalise a draft Convention capable of submission for adoption to a diplomatic Conference. In the case of one of the alternatives to a preliminary draft Convention not suitable by virtue of its nature for transmission to a committee of governmental experts, the Council will be called upon to authorise its publication and dissemination by UNIDROIT in the circles for which it was prepared.

Full participation in UNIDROIT committees of governmental experts is open to representatives of all UNIDROIT member States. The Secretariat may also invite such other States as it deems appropriate, notably in light of the subject-matter concerned, as well as the relevant international Organisations and professional associations to participate as observers. A draft Convention finalised by a committee of governmental experts will be submitted to the Governing Council for approval and advice as to the most appropriate further steps to be taken. Typically, where it judges that the draft Convention reflects a consensus as between the States represented in the committee of governmental experts and that it accordingly stands a good chance of adoption at a diplomatic Conference, the Council will authorise the draft Convention to be transmitted to a diplomatic Conference for adoption as an international Convention. Such a Conference will be convened by one of UNIDROIT's member States.

Co-operation with other international Organisations

UNIDROIT maintains close ties of co-operation with other international Organisations, both intergovernmental and non-governmental, which in many cases take the form of co-operation agreements concluded at inter-Secretariat level. The Hague Conference on Private International Law, UNIDROIT and the United Nations Commission on International Trade Law (UNCITRAL), the three private-law formulating agencies, are quite appropriately referred to as "the three sisters".

By reason of its expertise in the international unification of law, UNIDROIT is moreover at times commissioned by such other Organisations to prepare comparative law studies and/or draft Conventions designed to serve as the basis for the preparation and/or finalisation of international instruments in those Organisations.

Network of correspondents

UNIDROIT's ability to obtain up-to-date information on the state of the law in all the various countries is essential to the pursuit of its statutory objectives. Such information can be difficult to obtain and UNIDROIT therefore maintains a network of correspondents in both member and non-member States, who are appointed by the Governing Council from amongst academic and practising lawyers.

DEPOSITARY FUNCTIONS

UNIDROIT has been designated as the Depositary to its most recent instruments: the 2001 Cape Town Convention (pursuant its Article 62(1)), the 2001 Aircraft Protocol (pursuant to its Article XXXVII(1)), which both entered into force on 1 March 2006, the 2007 Luxembourg Rail Protocol (pursuant to its Article XXXIV(1)), the 2012 Space Protocol (pursuant to its Article XLVIII(1)) and the 2019 MAC Protocol (pursuant to its Article XXXVII(1)) which have not yet entered into force, as well as the 2009 UNIDROIT Convention on Substantive Rules for Intermediated Securities (pursuant to its Article 48 (1) (also not yet in force).

UNIDROIT's responsibilities as Depositary under those instruments are specified in each instrument, and include the operation of a system for the receipt and notification of all instruments of ratification, declarations and other documents lodged with the Depositary. UNIDROIT provides information for the assistance of States that are contemplating becoming Contracting States to them.

Contact: Ms Marina SCHNEIDER, Principal Legal Officer and Treaty Depositary, m.schneider@unidroit.org

LEGISLATIVE ACTIVITIES

- [Principles of International Commercial Contracts](#)
- [Civil Procedure](#)
- [Model Law on Factoring](#)
- [Best Practice of Effective Enforcement](#)
- [Rail Prepcom](#)
- [Space Prepcom](#)
- [Protocol to the Cape Town Convention on matters specific to agricultural, mining and construction equipment](#)
- [MAC Prepcom](#)
- [Agriculture](#)
- [Cultural Property](#)

NON-LEGISLATIVE ACTIVITIES AND OUTREACH RESOURCES

Essential support for UNIDROIT's core activity – that is the drawing up of uniform rules – is provided by its maintenance of a world-renowned library, its preparation of a number of

specialised publications in the field of the unification of law, its legal co-operation programme and its periodic organisation of congresses, meetings and seminars.

Library

The UNIDROIT Library is one of the leading documentation centres in its field and is consulted by researchers from all over the world. Its holdings include over 330,000 books and 260 current periodicals covering a wide range of countries and all the different branches of private law, in particular commercial law, as well as international private law and comparative law. The library catalogue is available [on-line](#).

Publications

From its earliest days UNIDROIT has put out a number of publications. Foremost among these is the [Uniform Law Review / Revue de droit uniforme](#) (ISSN 1124 – 3694), a quarterly published by Oxford University Press since 2013. In addition the working materials are available on the UNIDROIT website.

Congresses, meetings and seminars

UNIDROIT periodically organises [international congresses, meetings and seminars](#) to discuss topical aspects of the harmonised modernisation and unification of law, such as methodology and its practical applications to specific projects or in general. These events bring together judges, arbitrators, academics and practising lawyers as well as national and international civil servants.

Legal co-operation

UNIDROIT makes its expertise in the field of legal harmonisation available to developing countries or regions and countries in economic transition, in particular, also with a view to promoting uniform law in those parts of the world. It also offers technical assistance with the drafting of national and regional legislation, a prime example being its co-operation with the Organisation for the Harmonisation of Business Law in Africa (OHADA). At the request of that Organisation, UNIDROIT prepared a preliminary draft OHADA Uniform Act on contract law, largely inspired by the UNIDROIT Principles. Moreover, UNIDROIT provides assistance in implementing and publicising UNIDROIT instruments and activities, including training and research in respect of uniform law. A research scholarships programme, funded largely by outside donors, enables the UNIDROIT Library to host a certain number of researchers each year. For further information see the [legal co-operation programme webpage](#).