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**GOVERNING COUNCIL
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Item No. 4 on the agenda: International Commercial Contracts –

(a) Adoption of Model Clauses for use by parties of the UNIDROIT Principles of International Commercial Contracts

(Memorandum prepared by the Secretariat)

<i>Summary</i>	<i>Report on the preparation of the Model Clauses</i>
<i>Action to be taken</i>	<i>Examination and adoption of the draft Model Clauses and accompanying Comments</i>
<i>Mandate</i>	<i>91st session of the Governing Council (2012)</i>
<i>Related documents</i>	<i>UNIDROIT 2013 – Study L – MC Doc. 1 rev.; UNIDROIT 2013 – Study L – MC Doc. 2; Doc. 2 Add., Doc. 2 Add. 2, Doc. 2 Add. 3 and Doc. 2 Add. 4; UNIDROIT 2013 – Study L – MC Doc. 3; UNIDROIT 2013 – Study L – MC Doc. 4 rev.;</i>

Model Clauses for Use of UNIDROIT Principles of International Commercial Contracts

1. The UNIDROIT Governing Council at its 91st session in May 2012, following a proposal submitted by Don Wallace Jr. (Georgetown University School of Law; President of the American Foundation of International Uniform Law), decided to set up a restricted Working Group for the preparation of Model Clauses for use by parties intending to indicate in their contract more precisely in what way they wish to see the UNIDROIT Principles of International Commercial Contracts used during the performance of the contract or when a dispute arises.

2. A Working Group was set up composed of internationally renowned experts in the field of private international law and arbitration: Don Wallace (Chairman), Klaus Peter Berger (Institut für Bankrecht, Universität zu Köln), Michael Joachim Bonell (Rapporteur), Neil B. Cohen (Brooklyn Law School), Yves Derains (Derains & Gharavi, Paris), Lauro Gama Jr. (Catholic University of Rio de Janeiro PUC-RIO), Toby Landau Q.C.(Essex Court Chambers, London), Alexander Komarov (Russian Academy of Foreign Trade, Moscow) and William W. Park (Boston University).

3. The Working Group held its first session in Rome from 11 to 12 February 2013. The session was also attended by numerous Observers: Eckart Brödermann (Managing Director, Chinese European Arbitration Center (CEAC) Hamburg), Andrea Carlevaris (Secretary General, ICC International Court of Arbitration), Simon Manner (representing Francesca Mazza, Secretary General of the German Institute of Arbitration), Geneviève Saumier (Faculty of Law, McGill University). The Working Group was seized of a position paper with draft Model Clauses prepared by the Rapporteur Michael Joachim Bonell (UNIDROIT 2013 – Study L – MC Doc. 1 Rev.). After an extensive discussion of the various issues raised in that paper, the Group agreed on a revised set of Model Clauses and asked the Rapporteur to prepare accompanying Comments (see Report on the meeting UNIDROIT 2013 – Study L – MC Doc. 3).

4. The draft Model Clauses and accompanying Comments prepared by the Rapporteur (see UNIDROIT 2013 – Study L – MC Doc. 4) were sent to Members and Observers of the Group for their observations and for circulation among interested circles (judges, arbitrators, lawyers, in-house counsel, etc.) in their respective countries. Replies were all very favourable and the few suggested amendments were mainly a matter of drafting which the Secretariat incorporated in a revised version of the original draft (see UNIDROIT 2013 – Study L – MC Doc. 4 Rev.).

5. *The Governing Council is invited to examine the draft Model Clauses and accompanying Comments and formulate proposals, if any, for amendments. Once the Model Clauses with Comments have been adopted by the Governing Council, the Secretariat intends to publish them in a paper-based booklet as well as to post them on the Institute's website. The Model Clauses with Comments will also be sent in electronic form to arbitration centers and associations worldwide as well as to national bar associations and judiciaries so as to give them the widest possible publicity.*