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**Item No. 13 on the agenda: UNIDROIT information resources and policy**

(memorandum prepared by the Secretariat)

<i>Summary</i>	<i>Report on progress made</i>
<i>Action to be taken</i>	<i>Take note of the progress made</i>
<i>Mandate</i>	<i>ULR: Resolution of the Governing Council No. 2 (B)(5) adopted at its 34<sup>th</sup> session (15 April 1954); Decision of the Governing Council at its 51<sup>st</sup> session (29 – 31 May 1972)</i>
<i>Priority level</i>	<i>Medium/High</i>
<i>Status</i>	<i>On time</i>
<i>Related documents</i>	<i>Annual report 2012 (C.D.(92)2), C.D.(88) 14; C.D.(89) 12; C.D.(90) 13; C.D.(90) 11; C.D.(91) 11</i>

**INTRODUCTION**

1. At the 91<sup>st</sup> session of the Governing Council, the Secretariat informed the Council that efforts would be made to co-ordinate the Institute's different sources of information that in past years had been managed separately. The need for a greater co-ordination had increasingly been felt and there was furthermore the need to rationalise the resources available, both in terms of staff and in terms of financial resources.
2. In the course of 2012, the Secretariat made every effort to follow up on the announced policy. The process has not been completed, as the different sources of information must be first modified and updated before they are co-ordinated.
3. It may be recalled that in essence the sources of information are intended to promote knowledge of the Institute and the work it is conducting and has conducted in the past. They therefore have a crucial role to play which, albeit recognised, is all too often neglected for lack of staff and financial resources. The present economic climate not being propitious to the promotion of activities that go beyond what is necessary for survival, the challenge that the Secretariat faces is to invent novel methods of engaging in the very necessary activities promoting the Organisation despite the severely limited financial resources.
4. The sources of information can be divided into paper and electronic sources.

## A. PAPER-BASED PUBLICATIONS

5. Traditionally UNIDROIT issues periodic publications (the *Uniform Law Review*, the *Proceedings and Papers*), as well as single volumes not part of a series (the *Guide to International Master Franchise Arrangements*, the *UNIDROIT Principles of International Commercial Contracts*). In some instances the Institute issues a publication in languages other than its working languages, albeit always in one of its official languages (the *Principles*, the *Guide*), but also enters into agreements with other individuals or bodies for their translation and publication. UNIDROIT also has a few distribution contracts in place (the *Principles*, the *Guide*).

### (a) *Uniform Law Review*

6. It will be recalled that on 1 July 2011, the Secretariat received an offer for the *Uniform Law Review* from Oxford University Press (OUP) the leading publisher of academic journals in the world. The offer was not only for the distribution of the Review, but also for editing and type-setting. Negotiations progressed during the year that followed and the agreement was signed in July 2012. The duration of the initial agreement is five years.

7. This partnership marks the beginning of a new and important phase in the life of the Review and is a sign of the growing interest for uniform law in a globalised world. The professional support of OUP with the preparation of the Review, its world-wide marketing network and the offer of the journal in electronic format, will ensure high quality and a broad distribution, allowing UNIDROIT to focus entirely on offering readers the highest standard of content and information, with articles selected through a "peer review" system assisted by an Advisory Board comprised of experts of world renown and a small team of Editors (Mr José Angelo Estrella Faria, Secretary-General of UNIDROIT, Editor-in-Chief; Messrs M. Joachim Bonell, Professor Emeritus of the University of Rome I ("La Sapienza") and Stefan Vogenauer, Professor of Law, University of Oxford). The Advisory Board is chaired by Sir Roy Goode (Professor Emeritus, University of Oxford) and co-ordinated by Ms Anna Veneziano (Deputy Secretary-General UNIDROIT and Professor, University of Teramo).<sup>1</sup> On behalf of the UNIDROIT Secretariat, Ms Lena Peters, Senior Officer, has the role of Managing Editor. These changes are expected to further strengthen the unique place of the *Uniform Law Review* among international law journals and to expand its reach, in terms of readers, subscribers, and contributors.

8. The OUP has very generously agreed to provide UNIDROIT with 150 complimentary copies that the Institute will use primarily for the Depository Libraries, the exchanges of periodicals for the Library, the Advisory Board and select *ad hoc* recipients. The Secretariat regrets that it will no longer be possible to provide Governing Council members and members of the Governing Council *ad honorem* with complimentary copies of the Review, but would be happy to explore with OUP the possibility of purchasing subscriptions, on a discounted rate, for active members of the Governing Council or the institutions they represent, if not identical with a Depository Library.

9. The tables of content of the 2012 issues are reproduced in Annex I to this report.

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<sup>1</sup> The members of the Advisory Board are Messrs Neil Cohen (New York), Philippe Delebecque (Paris), Diego P. Fernández Arroyo (Paris), Hideki Kanda (Tokyo), Roderick McDonald (Montreal), Ralf Michaels (Durham NC), Ms Christina Ramberg (Stockholm), Ms Ingeborg Schwenzer (Basel) and Mr Wang Jun (Beijing).

(b) *UNIDROIT Proceedings and Papers*

10. It will be recalled that the Secretariat in 2012 questioned the utility of continuing to issue the *Proceedings and Papers* that for many years had been sold as a bound volume containing the documents produced by the Organisation year by year. Slowly, slowly, sales had dwindled to a mere nine copies.

11. The *Proceedings and Papers* were also issued as CD-ROM that were cumulative and distributed to select persons (notably the members of the Council). In a couple of instances the libraries that had requested the *Proceedings and Papers* had been sent the CD-ROM. In the course of 2012 only a couple of requests were received, and these are in the process of being met. It is recommended that in the future any requests be met *ad hoc* and that the *Proceedings and Papers* be available only in electronic format as a publication "on demand".

(c) *UNIDROIT Principles of International Commercial Contracts*

12. The year 2012 saw the publication of the Italian, Spanish and Chinese translations of the *UNIDROIT Principles of International Commercial Contracts 2010*. The Italian version was published in cooperation with Giuffrè, the Spanish version was published by La Ley in Spain and the Chinese version by the China Commerce and Trade Press. At the time of writing (March 2013) the advance copies of the Russian version had just been sent to the translator by the Publishing House "OOO Statut" in Moscow. Translations to a number of other languages are underway (Arabic, Indonesian, Japanese, Persian, Portuguese, Slovak, Ukrainian and Vietnamese).

13. A novel type of agreement was concluded with the Éditions Yvon Blais of Montreal, Canada, under which instead of importing the printed volumes to sell and distribute, the Éditions Yvon Blais themselves print the English and French versions of the Principles for the North American market, using a pdf copy of the Principles published by UNIDROIT. The two volumes were published in September 2012.

(d) *Official Commentary to the 2009 Convention on Intermediated Securities*

14. In November 2011, an agreement was concluded with Oxford University Press for the publication of the English language version of the *Official Commentary on the UNIDROIT Convention on Substantive Rules for Intermediated Securities*. The French version was subsequently published by Schulthess, the agreement being concluded in May 2012. The authors of the Commentary are Messrs Hideki Kanda (Tokyo); Charles W. Mooney (Pennsylvania); Luc Thévenoz (Geneva); and Stéphane Béraud (Paris). The authors were assisted by Mr Thomas Keijser acting on behalf of the UNIDROIT Secretariat.

15. Sales in 2012 of the English version totalled 117 paper copies (43 in the US, 74 in the rest of the world) and one electronic copy. The royalties received by UNIDROIT amounted to GBP 595.17. To date, no data is available for the sales of the French version: under the contract, royalties are to be paid in June/July each year.

16. Negotiations are underway for the translation of the Official Commentary into Chinese.

(e) *Official Commentary on the UNIDROIT Convention on International Interests in Mobile Equipment and its Protocols*

17. The diplomatic Conference that adopted the *Protocol to the Cape Town Convention on Matters Specific to Space Assets* (Berlin, 27 February – 9 March 2012) entrusted Sir Roy Goode with the writing of the Official Commentary to the Convention and Space Protocol. In addition, developments that have taken place, or are shortly expected, in the air and rail fields, have made a revision necessary of the two already existing Commentaries, namely the one on the Cape Town Convention and the Aircraft Protocol and the one on the Convention and the Railway Rolling Stock Protocol. The three Commentaries are expected to be published in the course of 2013.

18. Furthermore, an agreement has been concluded between Sir Roy Goode and *Law Press China* for the translation into Chinese of the Official Commentaries on the Convention and Aircraft Protocol and the Convention and Rail Protocol.

(f) *UNCITRAL, Hague Conference and UNIDROIT Texts on Security Interests*

19. In February 2012, an agreement was signed by UNIDROIT, UNCITRAL and the Hague Conference for the publication of a volume on the instruments prepared by the three organisations on security interests: "*UNCITRAL, Hague Conference and UNIDROIT Texts on Security Interests*". The volume is published by the United Nations which holds copyright. Authors of the volume are Messrs Neil Cohen, Professor of Law at the Brooklyn Law School (New York) and Steven Weise, Attorney-at-Law (Los Angeles).

20. The volume has not been included among the United Nations Sales Publications and has therefore not been sold, it has instead been distributed free of charge. Some 80 copies were distributed at the Global Forum at the World Bank in December 2012; it was also distributed at the UNCITRAL session in New York and the Working Group sessions in New York and Vienna. The electronic version was downloaded 1586 times from the UNCITRAL website in 2012. The early numbers from January suggest that roughly the same number of downloads can be expected in 2013. No information is available on downloading from the sites of the Hague Conference or UNIDROIT.

## **B. ELECTRONIC SOURCES OF INFORMATION ON UNIDROIT**

(a) *UNIDROIT Website*

21. The UNIDROIT website was designed in the 1990's and over the years proved to be the best and easiest introduction to the Organisation. The time has however come to update the technology used and to modernise the presentation of the materials. It was therefore decided to prepare a new website and to this end a contract was signed at the end of December 2012 with a company of software engineers. The migration of the materials (both English and French) to the new website is expected to be completed in the course of 2013, the software, instead, is expected to have been completed by May. The Secretariat is taking the opportunity to rationalise the presentation of the materials on the site as part of the rationalisation of the sources of information of the Organisation.

(b) *UNILAW*

22. At its 90<sup>th</sup> session in 2011, the Governing Council confirmed the decision of the year before that UNIDROIT should provide text search, case law and bibliographical information only on

instruments prepared by the Institute, while treatment of instruments prepared or finalised by other organisations should be limited to the provision of links to external databases and websites. Consequently, in view of the limited resources available, it was decided no longer to maintain the section in respect of the *Convention on the Contract for the International Carriage of Goods by Road (CMR)*. By means of the good offices of Mr Jacques Putzeys, former member of the Governing Council, an agreement was reached with the *Institut du droit international des transports (IDIT)* under which the IDIT took over the CMR section of the database, with a view to hosting the section on their website. The joint *UNIDROIT / IDIT CMR Database* is available at [http://www.idit.asso.fr/private/moteur\\_cmr/jurisprudence/index\\_pays.php?anglais=1](http://www.idit.asso.fr/private/moteur_cmr/jurisprudence/index_pays.php?anglais=1) (English) and [http://www.idit.asso.fr/private/moteur\\_cmr/jurisprudence/index\\_pays.php?anglais=0](http://www.idit.asso.fr/private/moteur_cmr/jurisprudence/index_pays.php?anglais=0) (French) and became operative in June, 2012.

23. The difficulty in funding the work necessary for the database in the end led to the decision to discontinue the project, despite the recognition of its value.

### C. DEPOSITORY LIBRARIES

24. Currently there are 52 Depository Libraries in UNIDROIT member States, a few countries having more than one.<sup>2</sup> Not all Depository Libraries receive everything issued by the organisation: when they adhered to the scheme they were asked what they were interested in and on the basis of their reply they were and are sent materials. For example, out of the 52 Depository Libraries only 31 receive the *Uniform Law Review*.

25. In 2012 it was observed that to a large extent the idea of Depository Libraries had run its course, the documentation increasingly being made available on the website of the organisation, which is accessible from most, if not all, countries of the world.

26. In the course of the discussion within the Council, it was however felt that the Depository Libraries did not only have the function of a repository of documentation, they also had other functions, notably one of lending prestige to the entities that acted as Depository. It was therefore decided to keep the Depository Library system and to continue to provide the libraries with documentation on UNIDROIT.

### D. THE FUTURE

27. In 2012 a number of actions were identified that could be undertaken to start the process of rationalisation of the sources of information available on UNIDROIT activities. The table below illustrates the status of each activity.

Website	With the preparation of a new, more modern website, the possibility of making more information available, and of organising it in a more user-friendly way, opens up great possibilities. To the greatest extent possible, duplication should be avoided, with the exception of when it is either necessary or justified.	The new website is being tested at the time of writing and is expected to be fully operative by the time of the Governing Council session.
Marketing	Over the past months the Secretariat has been retrieving the electronic addresses of	Work on this has continued and a certain number of mailings has been made. So far

<sup>2</sup> For a complete list of Depository Libraries, see the UNIDROIT website at: <http://www.unidroit.org/english/depositary/main.htm>.

	possible recipients of electronic publicity for the publications and activities of the Institute, classifying them by area of interest. These addresses can be used for repeated, periodic electronic mailings.	the mailings have concerned the <i>Official Commentary</i> for the Rail Protocol which will be replaced by the new edition due to be published in 2013. Perhaps for this reason orders have so far been disappointing. Mailings will however continue for new publications.
Papers and Proceedings	The utility of this publication seems to have run its course, both as regards distribution to Depository Libraries and as regards sales. However, since it may be possible that a recipient needs the publication either on paper or as a CD-ROM, one possibility could be to issue it as a publication-on demand, in the same way that a number of books are available only "on demand" from publishers.	In the future this publication will be issued only in electronic format and as an on-demand publication.
Other publications	The utility of the formula "on demand" for other publications, and the possibility of electronic versions only (payment as with e-books generally), need to be studied.	So far the "on demand" formula has not been further explored, but agreements for translation and/or printing concluded with scholars and publishers.
Depository Libraries	Also the utility of the Depository Libraries seems to have come to an end, as UNIDROIT documentation is available on line. However, given the political implications, their utility should be carefully assessed.	At the 91st Governing Council session it was decided to continue with Depository Libraries. In the course of the year a member State communicated its intention to nominate a Depository Library but so far has made no communication in this regard.
Uniform Law Review	If the <i>Uniform Law Review</i> were to be produced and marketed by the Oxford University Press, this would free resources, both staff and financial, that could be used for other purposes. In addition, the possibilities the OUP has for marketing the Review would be likely to increase sales in countries normally not reached by the Institute. An evaluation must be made of these advantages against the less freedom in managing and distributing the Review that would necessarily follow.	An agreement with Oxford University Press was concluded in July 2012. The first number of the Review published by OUP is expected to be issued in May, 2013.

## CONCLUSION

28. The limited financial and staff resources available to the Organisation for information and promotion activities call for greater co-ordination and rationalisation. The Secretariat has started on this path and is committed to continuing and perfecting both co-ordination and rationalisation. It is also committed to examining and assessing the utility for the purposes of UNIDROIT of new modern electronic means as they develop. As with all modernisation, it is a process that cannot be completed over night and that requires careful planning. It also requires the political support of the organs of the Organisation, Governing Council and General Assembly first and foremost.

29. *In the light of the above, the Governing Council is requested to take note of the actions conducted so far.*

**UNIFORM LAW REVIEW**

**Table of Contents – Table des matières 2012/1-2**

**FOCUS : ACTS OF THE COLLOQUIUM ON "PROMOTING INVESTMENT IN AGRICULTURE: PRIVATE LAW**

**ASPECTS" / ACTES DU COLLOQUE SUR "LA PROMOTION DE L'INVESTISSEMENT POUR LA PRODUCTION**

**AGRICOLE : ASPECTS DE DROIT PRIVÉ" – Rome, 8-10 November / novembre 2011**

Preface / Préface	6
<ul style="list-style-type: none"> <li>• <b>TITLE TO LAND / TITRES FONCIERS</b></li> </ul>	
Agricultural Investment and Land: Some reflections on Lessons Learned (and Still to be Learned) from Experiences with Land Titling Anne-Marie LEROY / Jonathan LINDSAY	15
Les droits réels fonciers Alfredo MASSART	31
L'action du notariat en matière de titrement – le Titre sécurisé simplifié (TSS) Didier NOURISSAT	45
A Pro-Poor Land Recordation System – Towards a Design Leon Verstappen / Jaap Zevenbergen	57
<ul style="list-style-type: none"> <li>• <b>INVESTMENT CONTRACTS IN AGRICULTURAL LAND / CONTRATS D'INVESTISSEMENT DANS LES TERRES AGRICOLES</b></li> </ul>	
La problématique juridique des investissements dans les terres agricoles des pays en développement François COLLART DUTILLEUL	73
Key Issues in Ensuring a Fair Balance Between Investor Interests and Host Country Benefits Antônio Flávio CAMILO DE LIMA	89
Devising Transparent and Efficient Concession Award Procedures Caroline NICHOLAS	97
Private Law and Responsible Agricultural Investment Gregory MYERS	119
Foreign Investment in Agriculture : Some Critical Contract Issues Howard MANN	129
International Investment Contracts and General Contract Law: a Place for the UNIDROIT Principles of International Commercial Contracts? Michael Joachim BONELL	141
<ul style="list-style-type: none"> <li>• <b>LEGAL TOOLS FOR INCLUDING SMALLHOLDER FARMERS IN THE VALUE CHAIN</b></li> </ul>	
<ul style="list-style-type: none"> <li><b>INSTRUMENTS JURIDIQUES POUR PROMOUVOIR L'INTÉGRATION DES PETITS EXPLOITANTS AGRICOLES DANS LA CHAÎNE DE VALEUR</b></li> </ul>	
<ul style="list-style-type: none"> <li>➤ <b>Farmers' Organisations: Legal Structure and Operation</b></li> </ul>	
<ul style="list-style-type: none"> <li><b>Organisations d'exploitants agricoles : structure juridique et exploitation</b></li> </ul>	
Bringing Smallholder Farmers into the Value Chain : Opportunities and Risks – a Review of the Legal Issues Rutsel S. Silvestre J. MARTHA	161
Le droit OHADA au soutien de l'entreprise agricole Daniel TRICOT	171
Farmers' Organisations Andrés Miguel COSIALLS UBACH	177
Programme for the Promotion of Private Investment in Rural Property: the Mexican Experience	

Jorge ARRAMBIDE MONTEMAYOR	191
Basics and New Features of Cooperative Law – The Case of Public International Cooperative Law and the Harmonisation of Cooperative Laws	
Hagen HENRY	197
Farm Structure and Market Constraints: a Focus on CEE and CIS Countries	
Zvi LERMAN	235
➤ <b>Collaborative Strategies: Organisational and Contractual Business Models / Stratégies de collaboration : structures organisationnelles et contractuelles</b>	
Contractual Frameworks and Inter-firm Co-operation in the Agricultural Sector	
Antonio IANNARELLI	247
An Overview of Contract Farming: Legal Issues and Challenges	
Caterina PULTRONE	263
Contract Farming: Business Models that Maximise the Inclusion of and Benefits for Smallholder Farmers in the Value Chain	
Ayelech Tiruwha MELESE	291
• <b>PROMOTING FINANCE FOR AGRICULTURAL PRODUCTION / LA PROMOTION DU FINANCEMENT POUR LA PRODUCTION AGRICOLE</b>	
Access to Credit and Equipment Finance	
Gerard J.J.M. VAN EMPEL	307
The Public Registration of Land Mortgages in the Russian Federation	
Eduard GALISHIN	331
Loan Collateral in Rural Finance – Experiences, Issues and Solutions in the Near East and North Africa	
Mohammad Rashrash MUSTAFA	337
Warehouse Receipts and Securitisation in Agricultural Finance to Promote Lending to Smallholder Farmers in Africa: Potential Benefits and Legal/Regulatory Issues	
Gideon E. ONUMAH	351
Warehouse Receipts and Securitization in Agricultural Finance	
Henry Deeb GABRIEL	369
Equipment Lease: Relevance of the Legal Framework – IFC Experiences and Practices	
Murat SULTANOV	377
The UNIDROIT Model Law on Leasing	393
Martin J. STANFORD	

### **Table of Contents – Table des matières 2012/3**

#### **FOCUS : MULTILINGUALISM IN FINANCIAL MARKETS GOVERNANCE: THE ROLE OF LANGUAGE IN THE PROCESS OF INTERNATIONAL REGULATORY CONVERGENCE**

Introduction	403
Alberto MONTI / Giuliano G. CASTELLANO	
• <b>LEGAL MULTILINGUALISM AND THE CONVERGENCE OF LAWS</b>	
Legislative Multilingualism and Comparative Law: a European Perspective	
Antonio GAMBARO	407
Multilingualism in UNCITRAL's Work on Security Interests	413
Spiros V. BAZINAS	
• <b>SELECTED THEMES ON MULTILINGUALISM IN THE GOVERNANCE OF FINANCIAL MARKETS</b>	
Cutting Across Linguistic and Regulatory Divides: on Covered Credit Default Swaps and Insurance	
Alberto MONTI	425
Towards a General Framework for a Common Definition of "Securities": Financial Markets	



Regulation in Multilingual Contexts Giuliano G. CASTELLANO	449
Commercial Reasonableness in Financial Collateral Contracts: a Comparative Overview Laura M. FRANCIOSI	483
Financial Collateral Arrangements: Directive 2002/47/E and the Many Faces of Reasonableness Michele GRAZIADEI	497
The UNIDROIT Principles of International Commercial Contracts: an American Perspective on the Principles and Their Use Henry Deeb GABRIEL	507
Designating the UNIDROIT Principles in International Dispute Resolution Geneviève SAUMIER	533
The Hague and Geneva Securities Conventions: a Modern and Global Legal Regime for Intermediated Securities Christophe BERNASCONI / Thomas KEIJSER	549
Modern Legal Regulation of Corporate Groups in National Private Law Valery FEDCHUK	561

### Table of Contents – *Table des matières* 2012/4

#### ARTICLES

The International Registry for Aircraft Equipment – Breaking New Ground Rob COWAN	579
From Acorn to Oak Tree: the Development of the Cape Town Convention and Protocols Roy GOODE	599
The Luxembourg Rail Protocol – Extending Cape Town Benefits to the Rail Industry Howard ROSEN / Martin FLEETWOOD / Benjamin VON BODUNGEN	609
Treaty Design, Implementation, and Compliance Benchmarking Economic Benefit – a Framework as Applied to the Cape Town Convention Jeffrey WOOL	633
Party Autonomy – a Blank Cheque? Cecilia FRESNEDO DE AGUIRRE	655

#### INTERNATIONAL DEVELOPMENTS / *ACTIVITÉS INTERNATIONALES*

<b>NEWS / <i>ACTUALITÉS</i></b>	680
◇ UNIDROIT	
➤ 91 <sup>st</sup> Session of the Governing Council – Summary Conclusions / <i>91<sup>ème</sup> Session du Conseil de Direction – Conclusions sommaires</i> – Rome, 7-9 May 2012	680
➤ International Interests in Mobile Equipment / <i>Garanties internationales portant sur des matériels d'équipement mobiles</i>	690
➤ Substantive Rules regarding Intermediated Securities / <i>Règles de droit applicables aux titres intermédiés, and/et Principles and Rules Capable of Enhancing Trading in Securities in Emerging Markets / Principes et règles visant à améliorer les transactions sur les marchés financiers émergents</i>	692
➤ Netting of Financial Instruments / <i>Compensation des instruments financiers</i>	702
➤ International Protection of Cultural Property / <i>La Protection internationale des biens culturels</i>	706
Publications – Uniform Law Review / <i>Publications – Revue de droit uniforme</i>	712
UNIDROIT Research Programme / <i>Programme de recherches d'UNIDROIT</i>	716

- ◇ Hague Conference on Private International Law / *Conférence de La Haye de droit international privé* 725
- ◇ United Nations Commission on International Trade Law (UNCITRAL) / *Commission des Nations Unies pour le droit commercial international (CNUDCI)* 745