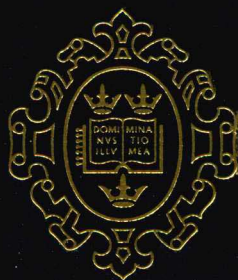

TRANSNATIONAL COMMERCIAL LAW

International Instruments and Commentary

SECOND EDITION

ROY GOODE
HERBERT KRONKE
EWAN McKENDRICK
JEFFREY WOOL



OXFORD

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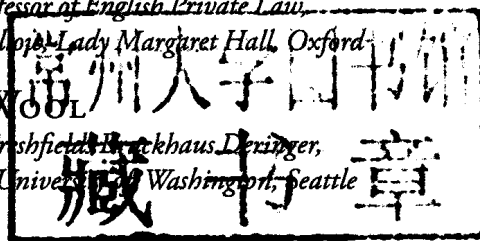
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PREFACE

In the seven years that have elapsed since the publication of the first edition there have been major developments in transnational commercial law, with numerous new international instruments as well as additional ratifications of existing conventions and protocols. In addition we have added an entirely new chapter on carriage of goods covering all modes of transport except rail, which for reasons of space had to be omitted. These changes have led to a comprehensive revision of the entire work.

In the field of contract law the third edition of the UNIDROIT Principles of International Commercial Contracts, published in 2011, replaces the second edition in Chapter 2. In Chapter 3 we have added the 2005 UN Convention on the Use of Electronic Communications in International Trade. In 2010 the International Chamber of Commerce issued its new Incoterms, which now feature in Chapter 4 in place of Incoterms 2000. The new Chapter 5, which begins with an overview of the conventions on carriage of goods by sea, road, and air, reproduces as regards carriage by sea the Hague and Hague-Visby Rules and the Protocol to the latter, as well as the Hamburg Rules and the Rotterdam Rules; as regards carriage by road, the CMR and its two Protocols; and as regards carriage by air, the Montreal Convention, which displaced the myriad of prior instruments and is approaching 100 ratifications.

The ‘First Company Directive’ was codified in 2009 and the codified version now appears in Chapter 6 dealing with agency and distribution. Chapter 7 has been substantially revised as the result of a spate of new ICC instruments: a new edition of the Uniform Customs and Practice for Documentary Credits (UCP 600), eUCP Version 1.1 (the UCP 600 supplement for electronic presentation), and the 2010 Uniform Rules for Demand Guarantees (URDG 758), replacing URDG 458. Chapter 8 adds the 2007 Luxembourg Protocol to the Cape Town Convention on International Interests in Mobile Equipment and the 2008 UNIDROIT Model Law on Leasing, while Chapter 9 incorporates the 2010 Consolidation of the Annexes to the EU Insolvency Regulation. There have also been extensive additions to Chapter 10 on securities custody, clearing, and settlement, with the 2009 amendments to the Settlement Finality Directive and the Financial Collateral Directive, and the 2009 UNIDROIT (Geneva) Convention on Substantive Rules for Intermediated Securities. In Chapter 11, dealing with the conflict of laws, Rome I has replaced the Rome Convention on the law applicable to contractual obligations, while in Chapter 12 the 2004 ALI/UNIDROIT Principles of Transnational Civil Procedure and the 2005 Hague Convention on choice of court agreements have been added. Finally, the 2012 ICC Rules of Arbitration were published just in time for their inclusion in Chapter 13.

In addition, the linking text has been revised and expanded and the tables of ratifications and accessions updated. The most striking changes relate to the 2001 Cape Town Convention on International Interests in Mobile Equipment and its associated Aircraft Protocol. At the time of the first edition there had been four ratifications of the Convention and four of the Protocol. Now there have been 50 ratifications of the Convention (including adoption by the European Union as regards the provisions within its competence) and 44 of the Protocol (including EU adoption).

In short, Chapter 5 is new and every other chapter except Chapter 1 has been revised.

In the preparation of this new edition we have incurred a number of debts. We should like to thank Chester Hooper, Judith Nemsick, and John Pritchard, all of Holland & Knights, for their helpful comments on the new carriage of goods chapter, and also Professor Malcolm A. Clarke, Emeritus Professor of Commercial Contract Law, University of Cambridge, who reviewed the section on the CMR. Andrew Dyson, a postgraduate research student of Merton College, Oxford, and Henry Defriez and Sophie Rohnke of Freshfields Bruckhaus Deringer helped us greatly by updating the tables of ratifications. Thanks are also due to the various international organizations that kindly gave us permission to reproduce some of their instruments; our appreciation is separately expressed elsewhere in this volume. Finally, we wish to express our gratitude to the editorial and production staff of Oxford University Press for all their labours. Particular thanks for steering this work through the press are due to Rachel Mullaly, the Senior Commissioning Editor; Jessica Huntley, the Assistant Commissioning Editor, followed in that role by Faye Judges; Jodi Roberts, Senior Production Editor; Bethan Cousins, Production Editor; and Zöe Organ, Assistant Production Editor.

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January 2012

CONTENTS

<i>Table of Cases</i>	xiii
<i>Tables of Statutes</i>	xv
1. Treaty Law	1
A. Introductory Text	1
1. Vienna Convention on the Law of Treaties, 1969	1
B. Instruments	7
(I) Vienna Convention on the Law of Treaties	7
2. International and European Restatements of Contract Law	30
A. Introductory Text	30
B. Instruments	36
(I) UNIDROIT Principles of International Commercial Contracts, 2010	36
(II) Principles of European Contract Law, 1999 and 2002	68
3. Electronic Commerce	103
A. Introductory Text	103
1. UNCITRAL Model Law on Electronic Commerce, 1996	104
2. UNCITRAL Model Law on Electronic Signatures, 2001	108
3. EC Directive on Electronic Commerce, 2000	109
4. EC Directive on Electronic Signatures, 1999	111
5. CMI Rules for Electronic Bills of Lading, 1990	111
6. The Bolero Bill of Lading	112
7. The eUCP	113
8. The URDG	113
9. The Rotterdam Rules	113
10. UN Convention on the Use of Electronic Communications in International Trade	113
B. Instruments	115
(I) UNCITRAL Model Law on Electronic Commerce, 1996	115
(II) UNCITRAL Model Law on Electronic Signatures, 2001	124
(III) EC Directive on Electronic Commerce, 2000	130
(IV) EC Directive on Electronic Signatures, 1999	147
(V) CMI Rules for Electronic Bills of Lading, 1990	156
(VI) United Nations Convention on the Use of Electronic Communications in International Contracts	159
4. International Sales	167
A. Introductory Text	167
1. United Nations Convention on Contracts for the International Sale of Goods, 1980	168
2. Incoterms, 2010	175

B. Instruments	176
(I) United Nations Convention on Contracts for the International Sale of Goods, 1980	176
(II) Incoterms, 2010	195
5. International Carriage of Goods	232
A. Introductory Text	232
1. International Carriage of Goods by Sea	233
2. International Carriage of Goods by Air	239
3. International Carriage of Goods by Road	244
B. Instruments	250
(I) International Convention for the Unification of Certain Rules Relating to Bills of Lading, Brussels, 1924 (Hague Rules)	250
(II) Protocol to Amend the International Convention for the Unification of Certain Rules of Law Relating to Bills of Lading, 1968 (Visby Rules)	258
(III) Protocol to the Hague-Visby Rules, 1979	263
(IV) United Nations Convention on the Carriage of Goods by Sea, 1978 (Hamburg Rules)	266
(V) United Nations Convention on Contracts for the International Carriage of Goods Wholly or Partly by Sea, 2009 (Rotterdam Rules)	280
(VI) Convention for the Unification of Certain Rules for International Carriage by Air (Montreal Convention)	310
(VII) Convention on the Contract for the International Carriage of Goods by Road (CMR)	325
(VIII) Protocol to the Convention on the Contract for the International Carriage of Goods by Road, 1978 (CMR)	339
(IX) Additional Protocol to the Convention on the Contract for the International Carriage of Goods by Road (CMR) Concerning the Electronic Consignment Note, 2008	343
6. Agency and Distribution	348
A. Introductory Text	348
1. The 'First Company Directive' (EEC)	350
2. The EEC Directive on Commercial Agents, 1986	350
3. The UNIDROIT Convention on Agency in the International Sale of Goods	351
4. UNIDROIT Model Franchise Disclosure Law; ICC Model International Franchising Contract	354
B. Instruments	356
(I) First Company Directive (EEC), 1968, as codified in 2009	356
(II) EEC Directive on Commercial Agents, 1986	364
(III) UNIDROIT Convention on Agency in the International Sale of Goods, 1983	370
(IV) UNIDROIT Model Franchise Disclosure Law, 2002	377
7. International Credit Transfers and Bank Payment Undertakings	383
A. Introductory Text	383
1. International Credit Transfers	385
2. Documentary Credits	386
3. Demand Guarantees	389

B. Instruments	397
(I) UNCITRAL Model Law on International Credit Transfers, 1992	397
(II) ICC Uniform Customs and Practice for Documentary Credits, 2007 revision (UCP 600)	405
(III) Supplement to the Uniform Customs and Practice for Documentary Credits for Electronic Presentation (eUCP) Version 1.1, 2007	420
(IV) ICC Uniform Rules for Demand Guarantees, 2010 revision (URDG 758)	423
(V) International Standby Practices, 1998 (ISP 98)	437
(VI) UN Convention on Independent Guarantees and Stand-by Letters of Credit, 1995	455
(VII) ICC Uniform Rules for Contract Bonds, 1993	463
8. International Secured Transactions	468
A. Introductory Text	468
1. Secured Transactions in General	469
2. Mobile Equipment Financing Conventions	471
3. Other Equipment Financing Conventions and Model Laws	479
4. International Receivables Financing Transactions	482
B. Instruments	486
(I) General	486
(a) ERBD Model Law on Secured Transactions, 1994	486
(b) Model Inter-American Law on Secured Transactions, 2002	506
(II) Equipment Financing Conventions	518
(a) International Convention on Maritime Liens and Mortgages, 1926	518
(b) International Convention on Arrest of Sea-Going Ships, 1952	524
(c) International Convention on Maritime Liens and Mortgages, 1993	530
(d) International Convention on Arrest of Ships, 1999	537
(e) International Convention on Precautionary Attachment of Aircraft, 1933	543
(f) International Convention on Recognition of Rights in Aircraft, 1948	547
(g) Convention on International Interests in Mobile Equipment, 2001	555
(h) Protocol to the Convention on International Interests in Mobile Equipment on Matters Specific to Aircraft Equipment, 2001	575
(i) Luxembourg Protocol to the Convention on International Interests in Mobile Equipment on Matters Specific to Railway Rolling Stock, 2007	589
(III) Other Equipment Financing Instruments	603
(a) UNIDROIT Convention on International Financial Leasing, 1988	603
(b) UNIDROIT Model Law on Leasing, 2008	610
(IV) International Receivables Financing Conventions	616
(a) UNIDROIT Convention on International Factoring, 1988	616
(b) UN Convention on the Assignment of Receivables in International Trade, 2001	622
9. Cross-Border Insolvency	638
A. Introductory Text	638
1. The UNCITRAL Model Law	639
2. The EC Insolvency Regulation	640

B. Instruments	645
(I) UNCITRAL Model Law on Cross-Border Insolvency, 1997	645
(II) Council Regulation (EC) No 1346/2000 on Insolvency Proceedings	655
(III) Regulations Implementing Council Regulation (EU) No 210/2010	670
10. Securities Custody, Clearing and Settlement, and Securities Collateral	680
A. Introductory text	680
1. UNIDROIT Securities Convention	680
2. EC Settlement Finality Directive, as amended	685
3. EC Financial Collateral Directive, as amended	687
B. Instruments	690
(I) UNIDROIT Convention on Substantive Rules for Intermediated Securities, 2009	690
(II) EC Settlement Finality Directive, 1998	707
(III) EC Directive on Financial Collateral Arrangements, 2002	713
(IV) EC Directive Amending the Settlement Finality Directive and the Financial Collateral Directive	723
11. Conflict of Laws	731
A. Introductory Text	731
1. Hague Convention on the Law Applicable to Agency, 1978	731
2. Hague Convention on the Law Applicable to Contracts for the International Sale of Goods, 1986	734
3. EC Regulation on the Law Applicable to Contractual Obligations (Rome I)	736
4. Inter-American Convention on the Law Applicable to International Contracts, 1994	740
5. Hague Convention on the Law Applicable to Certain Rights in Respect of Securities Held with an Intermediary, 2006	742
B. Instruments	747
(I) Convention on the Law Applicable to Agency, 1978	747
(II) Convention on the Law Applicable to Contracts for the International Sale of Goods, 1986	752
(III) EC Regulation on the Law Applicable to Contractual Obligations, 1980 (Rome I)	758
(IV) Inter-American Convention on the Law Applicable to International Contracts, 1994	772
(V) Convention on the Law Applicable to Certain Rights in Respect of Securities Held with an Intermediary, 2006	777
12. International Civil Procedure	786
A. Introductory Text	786
1. European Convention on State Immunity, 1972	786
2. UN Convention on Jurisdictional Immunities of States and Their Property, 2004	790
3. Hague Convention on Choice of Court Agreements, 2005	794
4. EC Regulation on Jurisdiction and the Recognition and Enforcement of Judgments in Civil and Commercial Matters	797
5. The Las Leñas and Buenos Aires Protocols to the MERCOSUR Treaty	801

6. Hague Convention on the Service Abroad of Judicial and Extrajudicial Documents in Civil or Commercial Matters, 1965	804
7. EC Regulation on the Service in the Member States of Judicial and Extrajudicial Documents in Civil or Commercial Matters	805
8. Hague Convention on the Taking of Evidence Abroad in Civil or Commercial Matters, 1970	807
9. EC Regulation on Cooperation between Courts of the Member States in the Taking of Evidence in Civil or Commercial Matters	808
10. ALI/UNIDROIT Principles of Transnational Civil Procedure, 2004	809
B. Instruments	811
(I) European Convention on State Immunity, 1972	811
(II) UN Convention on Jurisdictional Immunities, 2004	825
(III) Hague Convention on Choice of Court Agreements, 2005	835
(IV) Council Regulation (EC) 44/2001	844
(V) MERCOSUR/CMC/DEC No. 05/92	865
(VI) MERCOSUR/CMC/DEC No. 07/02	872
(VII) Buenos Aires Protocol on International Jurisdiction in Contractual Matters, 1994	876
(VIII) Hague Convention on the Service Abroad, 1965	880
(IX) Regulation (EC) No. 1393/2007	892
(X) Hague Convention on the Taking of Evidence Abroad, 1970	934
(XI) Regulation (EC) No. 1206/2001 on Cooperation between courts	943
(XII) ALI/UNIDROIT Principles of Transnational Civil Procedure, 2004	960
13. International Commercial Arbitration	968
A. Introductory Text	968
1. The New York Convention	969
2. The Inter-American Convention on International Commercial Arbitration	970
3. The UNCITRAL Model Law	971
4. MERCOSUR Agreement, 1998	972
5. Rules of Arbitration as Party-Determined Framework for Dispute Settlement through Arbitration	974
B. Instruments	984
(I) Convention on the Recognition and Enforcement of Foreign Arbitral Awards, 1958	984
(II) Inter-American Convention on International Commercial Arbitration, 1975	991
(III) UNCITRAL Model Law on International Commercial Arbitration, 1985	994
(IV) UNCITRAL Arbitration Rules, 2010	1009
(V) MERCOSUR No. 03/98	1024
(VI) Rules of Arbitration of the International Chamber of Commerce, 2012	1032
Index	1047

TABLE OF CASES

Banco Santander SA v Banque Paribas [2000] CLC 906	387n
Compania Naviera Vascongado v S S Cristina [1938] AC 485	787
The Rosa S [1988] 2 Lloyd's Rep 574	239
Société Nationale Industrielle Aérospatiale v US District Court for the Southern District of Iowa, 482, US 522 (1987)	807
Volkswagenwerk AG v Schlunk 486 US 694 (1988)	805

TABLES OF STATUTES

International Agreements	xv
EU Legislation	xxvii
OAS Legislation	xxxix
UNASUR Legislation	xxxix
National Legislation	xxxix

Note: Page numbers in bold type indicate instruments quoted in full; n = footnote.

INTERNATIONAL AGREEMENTS

Brussels Convention for the Unification of Certain Rules Relating to Bills of Lading 1924 (Hague Rules)	233, 250–7
Visby Rules Protocol 1968 (Hague-Visby Rules)	246n, 258–62
Art 1(b)	234
Art 1(e)	235
Protocol to the Hague-Visby Rules 1979	233, 263–5
Arts II–III	235
Art III	236
Art III(6)	239
Art III(8)	237
Art IV	235
Art IV(1)	237
Art IV(2)	237
Art IV(5)	239
Arts VI–VII	237
Art X	235
Brussels Convention for the Unification of Certain Rules Relating to Maritime Liens and Mortgages 1967	473, 475
Brussels Convention on Maritime Liens and Mortgages 1926	480, 518–23
Art 1	471
Art 2	472
Art 3	471
Art 6	472
Art 8	472
Brussels Convention on the Arrest of Sea-Going Ships 1952	4n, 524–9
Art 1(1)	472
Art 1(2)	472
Art 2	472
Art 3(1)	472

Art 3(3)	472
Art 4(4)	472
Art 5	472
Art 6	472
Art 7	472
Art 8(4)	472
Art 10(b)	472
Cape Town Convention <i>see</i> Convention on International Interests in Mobile Equipment 2001	
CMI Rules for Electronic Bills of Lading 1990	111–12, 156–8
Art 7	112
Art 9	112
Art 11	112
Convention for the Unification of Certain Rules for International Carriage by Air (Montreal Convention, MC 99)	240, 310–24
Ch I	
Art 1(1)	241
Art 1(2)	241
Art 1(3)	241
Art 2(3)	241
Ch II	
Art 4	241
Art 5	241
Art 7	241
Art 10	241n, 242
Art 11	241
Art 13	242
Art 15	243
Art 16	242
Ch III	
Art 18(1)	242n
Art 18(2)	243
Art 18(3)	242n
Art 18(4)	242n

Convention for the Unification of Certain Rules for International Carriage by Air (Montreal Convention, MC 99) (<i>cont.</i>)	Art 1(nn) 104n Art 2. 476n Art 3. 476n Art 4. 476n
Ch III (<i>cont.</i>)	Ch II Art 7. 476n
Art 20. 243 Art 22(5) 244n Art 24. 241 Art 26. 243 Art 27. 243 Art 29. 244 Art 31. 242 Art 33. 243 Art 34. 243 Art 35(1) 244 Art 37. 243	Ch III Arts 8–10 476 Art 8(1) 477 Art 9. 477 Art 13. 477
Ch IV	Ch IV Art 16(1)(a) 477
Art 38(1)–(2) 242n	Ch V Art 18(3) 477n Art 19(4) 477
Ch V	Ch VIII
Art 39. 241	Art 29(1) 477 Art 29(2)(b) 477 Art 29(3) 477n Art 29(4)(b) 478 Art 29(5) 477 Art 30(3)(a) 478 Art 30(3)(b) 478
Ch VI	Ch IX. 478
Art 49. 243	Art 31(1) 478 Art 32(3) 478 Art 35. 478 Art 36. 478
Ch VII	Ch X
Art 55. 240n	Art 39. 477, 478n Art 40. 478
Convention on International Carriage by Rail (COTIF) 232n, 235	Ch XI Art 41. 479n
Convention on International Interests in Mobile Equipment 2001 480, 484, 555–74, 644	Ch XII Arts 42–44 478
Aircraft Protocol 479, 575–88	Ch XIV Art 49(1)(b) 479 Art 54. 476n Art 57(3) 479 Art 58(2) 479 Art 59(3) 479 Art 60. 479
Ch I	Convention on Road Traffic 1940 245n
Art III. 479 Art IV. 479n Art VIII 479	Convention on the Contract for the International Carriage of Goods by Road 1956 (CMR) 235, 244–9, 325–38
Ch II	CMR Protocol 1978 339–42
Art IX. 478, 479 Art X 479 Art XI. 479, 641n	Art 2. 249
Ch IV	CMR Protocol concerning electronic consignment notes
Art XXII. 479	2008 (eCMR) 245, 343–6
Ch V	Arts 3–6 245n
Art XXIII 479	
Ch VI	
Art XXX. 479	
Luxembourg Protocol 477n, 589–602	
Ch I	
Art V 479n	
Ch II	
Art IX. 479	
Ch III	
Art XIV 479n	
Space Protocol (draft) 479	
Ch I	
Art 1(c). 478	

Ch I		Pt 2	
Art 1(1)	246	Art 6.7	470n
Art 1(1)–(2)	245	Art 8.	470n
Art 1(5)	245, 246	Pt 3	
Art 2.	246	Art 17.2	470
Ch III		Pt 4	
Art 4.	245n	Arts 22–24	470
Art 5.	245	Art 30.	470
Art 6.	245	Art 31.	469
Art 7.	245n	Geneva Convention on Maritime	
Art 8.	245, 248n	Liens and Mortgages 1993	473, 530–6
Art 9.	245	Art 1.	473
Art 9(2)	245, 248n	Art 2.	473
Art 10.	248	Art 3(1)	473
Arts 10–16	245	Art 3(2)	473
Art 12.	247	Art 5.	473
Art 13.	247	Art 6.	473
Art 14.	247n	Art 7.	473
Art 15.	247	Art 11(1)	473
Art 16.	247n	Art 12(6)	473
Art 20.	247	Geneva Convention on the Arrest of	
Ch IV		Ships 1999	5, 537–42
Art 17.	247	Art 1.	474
Art 17(1)	246n	Art 2(2)	474
Art 18.	247	Art 2(4)	474
Art 19.	247	Art 3.	474
Art 21.	247	Art 4.	474
Art 22.	247n	Art 5.	474
Art 23.	244	Art 6.	474
Art 23(1)	249	Art 7.	474
Art 23(2)	249	Geneva Convention on the Recognition	
Art 24.	249	of Rights in Aircraft 1948	474–6, 480, 547–54
Art 25(1)	249	Art I.	475
Art 26.	249	Art II(2)	475
Art 29.	249n	Art II(3)	475
Ch V		Art IV.	475
Art 30(1)	247	Art IX.	475
Art 30(3)	247	Arts VI–VIII.	475
Art 31(1)	248	Art VII	475
Art 31(3)	248n	Art VII(2).	475
Art 32.	249	Art X	476
Art 33.	248	Art XII	475
Ch VII		Hague Convention on Choice of Court	
Art 41.	245n, 248	Agreements 2005	794–7, 810, 835–43, 969
Ch VIII		Ch I	
Art 42(1)	244	Art 1(1)	794
ERBD Model Law on Secured		Art 1(2)	794
Transactions 1994	486–505	Art 2(1)(a)	794
Pt 1		Art 2(1)(b)	794
Art 1.	469	Art 2(2)(a)–(d)	794
Arts 4.3.4–4.4	469	Art 2(2)(f)	795
Arts 5.8–5.9	469		

Hague Convention on Choice of Court	Art 8.	733n
Agreements 2005 (<i>cont.</i>)	Art 8(a)–(f)	733n
Ch I (<i>cont.</i>)	Art 9.	733n
Art 2(2)(g)	Art 10.	732
Art 2(2)(h)	Ch III	
Art 2(2)(i)–(k)	Art 11(1)	733n
Art 2(2)(l)	Art 11(2)(a)–(d)	733
Art 2(2)(m)	Art 11(3)	733
Art 2(2)(n)–(p)	Art 13.	733
Art 2(4)	Ch IV	
Art 2(5)	Art 16.	734
Art 2(6)	Art 17.	734
Art 2(e)	Art 18.	732
Art 3(a)	Art 19.	734–4n
Art 3(c)(i)	Art 20.	734
Art 3(c)(ii)	Art 21.	734
Art 3(d)	Art 22.	731
Art 4(1)	Hague Convention on the Law	
Art 4(2)	Applicable to Certain Rights in	
Ch II	Respect of Securities held with an	
Art 5(1)–(3)	Intermediary 2002	689
Art 6(a)–(e)	Hague Convention on the Law	
Art 7.	Applicable to Certain Rights	
Ch III	Securities in respect of	
Art 8(1)	Securities held with an	
Art 9(a)–(g)	Intermediary 2006	680,
Art 10.		681, 687, 742–6, 777–85
Art 11(1)	Art 1(n)	104n
Art 11(2)	Ch I	
Art 12.	Art 1(1)(f)	743
Art 13.	Art 1(2)(c)	743
Art 14.	Art 2(1)	743, 744, 745
Ch IV	Art 2(2)	744
Art 18.	Art 2(3)	744
Art 21.	Art 3.	744
Art 22.	Ch II	
Hague Convention on the Law	Art 4.	744
Applicable to Agency 1978	Art 4(1)	746
	Art 5.	744
Ch I	Art 5(1)–(3)	745
Art 1(1)	Art 7.	744, 745
Art 1(2)	Art 8.	745
Art 1(3)	Ch III	
Art 2(a)–(f)	Art 9.	744
Art 3(a)	Art 11(1)	746
Art 3(b)	Art 11(2)	746
Art 4.	Art 11(3)	746
Ch II	Art 12.	744
Art 5.	Ch IV	
Arts 5–9	Art 15.	746
Art 6(1)	Art 16.	746
Art 6(2)	Hague Convention on the Law Applicable	
Art 6(3)	to Contracts for the International	
Art 7.	Sale of Goods 1986.	734–6, 752–7

Ch I		Art 6.	804
Art 1(a)	734	Art 8.	805
Art 1(b)	734	Art 9.	805
Art 2(a)	735	Art 10.	805
Art 2(b)	735	Art 13(1)	805
Art 2(c).	735	Art 13(2)	805
Art 3.	735	Hague Convention on the Taking of	
Art 4(1)	735	Evidence Abroad in Civil or	
Art 4(2)	735	Commercial Matters 1970	807–8,
Art 5(a)	735		934–42
Art 5(c).	735	Ch I	
Art 6.	735	Art 1.	807
Ch II		Art 2.	807
s 1, Art 7(1)	735	Art 3(1)(f)	807
s 1, Art 8(1)–(4)	735	Art 3(8)	807
s 1, Art 8(5)	734	Ch II	
s 1, Art 9.	735	Art 15(1)	807
s 1, Art 10.	735	Art 15(2)	807
s 1, Art 11.	735	Art 16.	807
s 2, Art 12.	735, 736	Art 17.	807
s 2, Art 12(d)	736	Art 18.	807
s 2, Art 12(e).	736	Ch III	
s 2, Art 12(g)	736	Art 23.	807
s 2, Art 13.	736n	Art 27(2)	807
Ch III		Hague Rules <i>see</i> Brussels Convention	
Art 14.	734, 735	for the Unification of Certain	
Art 15.	735	Rules Relating to Bills of Lading 1924	
Art 17.	736	Hague-Visby Rules <i>see</i> Brussels	
Art 18.	736	Convention for the Unification of	
Art 19.	736	Certain Rules Relating to Bills of	
Art 20.	736	Lading 1924; Visby-Rules Protocol 1968	
Art 21(1)(a)	734	Hamburg Rules <i>see</i> UN Convention on the	
Art 21(1)(c)	735	Carriage of Goods 1978	
Art 21(1)(d)	736	IATA AWB Conditions of Contract	244n
Art 22.	735	ICC Official Rules for the Interpretation	
Art 23.	735	of Trade Terms 2010 (Incoterms)	195–231
Hague Convention on the Law		ICC Rules of Arbitration	
Applicable to International Sales		2012.	396, 1032–45
of Goods 1955	734n	Art 1(2)	979
Hague Convention on the Law		Art 4(1)	979
Governing Transfer of Title		Art 4(3)	979
in International Sales of		Art 4(4)	979
Goods 1958.	734n	Art 4(5)	979
Hague Convention on the Service		Art 5.	979
Abroad of Judicial and Extrajudicial		Art 6(4)–(5)	980
Documents in Civil or Commercial		Art 6(8)–(9)	980
Matters 1965.	793, 804–5, 806, 880–91	Art 7.	980
Ch I		Art 8.	980
Art 1(1)	804	Art 10.	980
Art 1(2)	804	Art 11(2)	980
Art 2.	804	Art 11(3)	980
Art 3.	804	Art 12.	980
Art 4.	804	Art 12(6)	980
Art 5.	804	Art 12(7)	980

ICC Rules of Arbitration 2012 (<i>cont.</i>)	Art 12(b) 387n
Art 14. 980	Art 14(b) 387n
Art 14(1) 980n	Art 14(d) 388n
Art 14(2)–(3) 980	Art 14(h) 388
Art 15(1) 980	Art 17. 388
Art 15(2) 980–1	Art 38. 388–9
Art 15(3)–(5) 981	ICC Uniform Rules for Collections 1995 383
Art 18(1) 981	ICC Uniform Rules for Contract
Art 21(1) 981	Bonds 1993 (UCB) 384
Art 21(3) 981	ICC Uniform Rules for Contract
Art 22. 981	Bonds (URCB) 395–6, 463–7
Art 22(4) 981	Art 7(i) 395
Art 23. 981	Art 7(j) 395n
Art 23(4) 981	Art 8(a) 395
Art 24(1) 981n	ICC Uniform Rules for Demand
Art 24(2) 981	Guarantees 2010 (URDG) 389–93,
Art 24(3) 981	394, 423–36
Art 25. 982	Art 2. 113, 390, 390n
Art 25(3) 982	Art 4(a)–(c) 390
Art 25(4) 982	Art 14(a) 390n
Art 25(6) 982	Art 14(b) 392
Art 26. 982	Art 15. 390
Art 27. 982	Art 15(a) 392n
Art 28. 982n	Art 20(a) 392
Art 30. 982	Art 21(b) 392
Art 31(1) 982	Art 23. 392
Art 31(2) 982	Art 24(d) 392
Art 32. 982	Art 25(c) 393n
Art 33. 982	Art 26. 393
Arts 34–35 982	Art 33. 393
Art 34(6) 982	Art 34. 393
Art 36. 979, 982	Art 35. 393
ICC Rules of Conciliation 396	International Standard Banking
ICC Uniform Customs and Practice	Practice for the Examination of
for Documentary Credits for	Documents under Documentary
Electronic Presentation (eUCP) 384,	Credits 2007 (ISBP) 384, 388
420–2	International Standby Practices (ISP) 393–4
Art e3(b)(i) 389	Rule 1.06 394
Art e4. 389	Rule 1.07 394
Art e5(a) 389	Rule 1.09 394
Art e5(c) 389	Rule 2.04 394
Art e7(a)(i) 389	Rule 3.06(d) 394
ICC Uniform Customs and Practice for	Rule 3.09 394
Documentary Credits (UCP) 384,	Rule 4.11 394n
386–7, 393	Rule 6. 394
Art 1. 393	Rule 10. 394
Art 2. 386–7, 386n	Luxembourg Protocol 2007 <i>see</i>
Art 3. 386	Convention on International
Art 4(a) 387	Interests in Mobile Equipment 2001
Art 5. 387	Montreal Convention <i>see</i> Convention
Art 6(b) 386	for the Unification of Certain
Art 8(a)(ii) 387	Rules for International Carriage
Art 9. 386n	by Air