

**The International Institute for the Unification of Private Law (UNIDROIT)
Statute, as amended
(Rome, 15 March 1940)**

**STATUTE OF THE INTERNATIONAL INSTITUTE FOR THE
UNIFICATION OF PRIVATE LAW¹**

Article 1

The purpose of the International Institute for the Unification of Private Law is to examine ways of harmonising and coordinating the private law of States and of groups of States, and to prepare gradually for the adoption by the various States of uniform rules of private law.

To this end the Institute will:

- (a) prepare drafts of laws and conventions with the object of establishing uniform internal law;
- (b) prepare drafts of agreements with a view to improving international relations in the field of private law;
- (c) undertake studies in comparative private law;
- (d) participate in projects already undertaken in any of these fields by other organisations with which it may maintain relations as necessary;
- (e) organise conferences and publish works considered worthy of a wide circulation.

Article 2

The International Institute for the Unification of Private Law is an international body responsible to the participating Governments.

The participating Governments are those which accede to the present Statute in accordance with Article 20.

The Institute shall enjoy in the territory of each participating Government, the necessary legal capacity to enable it to exercise its functions and to realise its purposes.

The privileges and immunities which the Institute and its agents and officers shall enjoy, shall be defined in agreements to be concluded with the participating Governments.

Article 3

The International Institute for the Unification of Private Law shall have its headquarters in Rome.

¹ Incorporating Amendments to:
Article 16 of 1 January 1952;
Article 7 of 30 April 1953;
Article 16 of 15 November 1961;
Articles 5, 16 and 18 of 16 June 1965

Article 4

The Institute shall have:

- (1) a General Assembly;
- (2) a President;
- (3) a Governing Council;
- (4) a Permanent Committee;
- (5) an Administrative Tribunal;
- (6) a Secretariat.

Article 5

The General Assembly shall consist of one representative from each of the participating Governments. Governments, other than the Italian Government, shall be represented by their diplomatic representatives accredited to the Italian Government or their deputies.

The Assembly shall be summoned by the President to hold an ordinary meeting in Rome at least once a year.

Every three years, it shall approve the programme of work of the Institute submitted by the Governing Council, and, in pursuance of paragraph 4 of Article 16, revise by a majority of two thirds of the Members present and voting, if necessary, the resolutions adopted under paragraph 3 of the said Article 16.

Article 6

The Governing Council shall consist of the President and between sixteen to twenty-one members.

The President shall be appointed by the Italian Government.

The members shall be appointed by the General Assembly. The Assembly may appoint, in addition to the members mentioned in paragraph 1, one other member chosen from among the judges in office of the International Court of Justice.

The President and members of the Governing Council shall hold office for a term of five years which shall be renewable.

A member of the Governing Council who is appointed to replace a member whose term of office has not expired shall hold office for the remainder of the term of his predecessor.

Each member can, with the consent of the President, choose another person to act as his representative.

The Governing Council may invite representatives of international institutes or organisations to take part in its meetings, in a consultative capacity, whenever the work of the Institute deals with subjects which are the concern of those institutes or organisations.

The Governing Council shall be convened by the President whenever he considers it expedient and in any case at least once a year.

Article 7

The Permanent Committee shall consist of the President and five members nominated by the Governing Council from among its own members.

Members of the Permanent Committee shall hold office for five years and shall be eligible for re-election.

The Permanent Committee shall be convened by the President whenever he considers it expedient and in any case at least once a year.

Article 7bis²

The Administrative Tribunal shall have jurisdiction to deal with any differences between the Institute and its officers or employees, or those claiming in right of them, with particular regard to the interpretation or application of the regulations governing the status of such officers and employees. Any differences arising from contractual relations between the Institute and the third parties shall be submitted to the Tribunal, provided that its jurisdiction has been expressly recognised by the parties to the contract giving rise to the dispute.

The Tribunal shall consist of three official members and one additional member, chosen from outside the Institute, and being preferably of different nationalities. They shall be elected for five years by the General Assembly. Any vacancy in the Tribunal shall be filled by co-option.

The decisions of the Tribunal shall be without appeal and it shall apply to the terms of the Statute and of the regulations as well as the general principles of law. It may also decide *ex aequo et bono* when such power has been given to it by an agreement between the parties.

Where the President of the Tribunal considers that a difference between the Institute and one of its officers or employees is of very limited importance, he may decide it himself or entrust the decision to only one of the judges of the Tribunal.

The Tribunal shall adopt its own rules of procedure.

Article 7ter

Members of the Governing Council, or of the Administrative Tribunal, whose term of office expires, will continue to exercise their functions until the newly elected members take office.

Article 8

The Secretariat shall consist of a Secretary General appointed by the Governing Council in the nomination of the President, two Assistant Secretaries General of different nationalities also appointed by the Governing Council, and the officers and employees provided for in the rules governing the management of the Institute and its internal administration referred to in Article 17.

The Secretary General and the Assistant Secretaries General shall be appointed for a period which shall not exceed five years. They shall be eligible for re-election.

The Secretary General of the Institute shall be *ex officio* Secretary of the General Assembly.

Article 9

The Institute shall maintain a library under the management of the Secretary General.

Article 10

The official languages of the Institute shall be Italian, German, English, Spanish and French.

² See Interpretative Declaration at end of text.

Article 11

The Governing Council shall determine the methods of carrying out the aims set out in Article 1.

It shall decide the subjects to be studied by the Institute.

It shall approve the annual report of the Institute's activities.

It shall approve the accounts of income and expenditure for the financial year and shall draw up a budget.

Article 12

All participating Governments, as well as all international organisations of an official nature, shall be entitled to set before the Governing Council proposals for the study of questions relating to the unification, harmonisation or coordination of private law.

Any international institute or association, the purpose of which is the study of legal questions, may put before the Governing Council suggestions concerning studies to be undertaken.

The Governing Council shall decide any action to be taken on proposals and suggestions made in this way.

Article 12 bis

The Governing Council may enter into relations with other intergovernmental organisations, as well as with non-participating Governments, in order to ensure co-operation in conformity with their respective aims.

Article 13

The Governing Council may refer the study of particular questions to commissions of jurists who have specialised knowledge of those questions.

The commissions shall, as far as possible, be presided over by members of the Governing Council.

Article 14

When the study of questions that have been taken up has been completed, the Governing Council shall, if it thinks fit, approve any drafts to be submitted to Governments.

It shall send such drafts to the participating Governments, or to the institutes, organisations or associations which made the relevant proposals or suggestions to it, asking them for their opinion on the expediency and the substance of the provisions.

In the light of the answers received, the Governing Council shall, if it thinks fit, approve final drafts.

It shall send these to the Governments or to the institutes or associations which made the relevant proposals or suggestions to it.

The Governing Council shall then consider the best way of convening a Diplomatic Conference to examine the drafts.

Article 15

The President shall represent the Institute.

Executive authority shall be exercised by the Governing Council.

Article 16

The yearly expenditure relating to the operation and maintenance of the Institute shall be covered by the income specified in the budget of the Institute, and this shall

include in the first place, the ordinary basic contribution of the Italian Government, the promoter of the Institute, which that Government declares to be fixed at 60 million Italian lire per annum and the ordinary yearly contributions of the other participating Governments.

For the purpose of distributing the part of the yearly expenditure, not covered by the ordinary contribution of the Italian Government or other income, among the other participating Governments, the latter shall be classified in categories. Each category will comprise a certain number of units.

The number of categories, the number of units according to each category, the amount of each unit, and the classification of each participating Government in a category, shall be determined by a resolution of the General Assembly adopted by a majority of two thirds of the Members present and voting, on the basis of proposals to be submitted to it by a Commission appointed by the Assembly. In this classification the Assembly shall take account, among other considerations, of the national income of the country concerned.

Resolutions adopted by the General Assembly in pursuance of paragraph 3 of this Article may be revised, every three years, by a further resolution of the General Assembly, adopted by a majority of two thirds of the Members present and voting, at the same time as the consideration of its resolution mentioned in paragraph 3 of Article 5.

Resolutions of the General Assembly adopted in pursuance of paragraphs 3 and 4 of this Article shall be communicated to the participating Governments by the Italian Government.

During a period of one year following the communication mentioned in paragraph 5 of this Article, each participating Government may put forward objections against resolutions concerning its classification for consideration by the next session of the General Assembly. The Assembly shall decide the question with a resolution, adopted by a majority of two thirds of the Members present and voting, which shall be communicated by the Italian Government to the interested participating Government. The latter Government shall, however, have the option of withdrawing from membership of the Institute, following the procedure under paragraph 3 of Article 19. Participating Governments which are more than two years in arrears with the payment of their contribution shall lose the right to vote in the General Assembly until they regularise their position.

Such premises as are necessary to the operation of the services of the Institute shall be put at its disposal by the Italian Government.

A Working Capital Fund of the Institute is established, the purpose of which is to meet current expenditures, pending the receipt of the annual contributions from participating Governments, and to meet unforeseen expenditures.

The rules of the Fund shall be incorporated in the Institute's Regulations. They shall be adopted and modified by the decision of a majority of two thirds of the Members present and voting in the General Assembly.

Article 17

Rules governing the management of the Institute, its internal administration and the status of its officers and employees shall be adopted by the Governing Council and must be approved by the General Assembly and communicated to the Italian Government.

Travel and subsistence expenses incurred by members of the Governing Council and of commissions engaged on studies, as well as the salaries of the staff of the

Secretariat and any other administrative expenses shall be met out of the Institute's budget.

The General Assembly shall, on the nomination of the President, appoint one or two auditors responsible for the financial control of the Institute. They shall be appointed for a period of five years. Should two auditors be appointed, they must be different nationalities.

The Italian Government shall not incur any liability, financial or otherwise, from the administration of the Institute, nor any civil liability from the operation of its services, especially in relation to the employees of the Institute.

Article 18

The Italian Government's undertaking to provide a yearly subsidy and premises for the Institute, as provided in Article 16, is made for a period of six years. It will continue to be effective for a further period of six years if the Italian Government has not informed the other participating Governments of its intention to terminate this assistance at least two years prior to the end of the current period. In such an event the President shall call a meeting of the General Assembly and if need be an extraordinary meeting.

If the General Assembly should decide to wind up the Institute, it shall be the duty of the General Assembly, without prejudice to the provisions in the Statute and in the Regulations concerning the Working Capital Fund, to take all necessary measures with regard to the property acquired by the Institute in the course of its existence, especially, the archives and collections of documents and books or periodicals.

Nevertheless, it is understood that, should there be such a winding up, the lands, buildings and movables that have been put at the disposal of the Institute by the Italian Government should be returned to that Government.

Article 19

Amendments to this Statute, passed by the General Assembly, shall come into force when approved by a majority of two thirds of the participating Governments.

Each Government shall notify its approval in writing to the Italian Government which shall inform the other participating Governments and the President of the Institute.

Any Government which has not approved an amendment to the Statute may denounce the Statute at any time within six months of the coming into force of the amendment. Denunciation shall take effect from the date on which the Italian Government is informed, and notice shall be given by the Italian Government to the other participating Governments and to the President of the Institute.

Article 20

Any Government wishing to accede to this Statute shall give notice of its accession in writing to the Italian Government³.

Participation shall be for six years and will be impliedly renewed for further periods of six years unless denunciation is declared in writing at least a year before the end of any period.

Accessions and denunciations shall be communicated to the participating Governments by the Italian Government.

³ Instrument of accession deposited for Australia 20 March 1973.

Article 21

This Statute shall come into force as soon as six Governments have notified the Italian Government of their accession⁴.

Article 22

This Statute, which is dated 15 March 1940, shall be deposited in the archives of the Italian Government. Certified copies of the text shall be sent by the Italian Government to each of the participating Governments.

TRANSITIONAL PROVISIONS

1. Until the first appointment in accordance with Article 6 of the Statute of 15 March 1940, the Governing Council of the International Institute for the Unification of Private Law shall consist of the President and the Members of the Governing Council in office on 20 April 1940.

2. Rules governing the management of the Institute, its internal administration and the status of its employees, in force on 20 April 1940, shall apply in so far as they do not conflict with the Statute of 15 March 1940, until new rules relating thereto shall have been approved in accordance with Article 17 of that Statute.

INTERPRETATION OF ARTICLE 7 *bis* OF THE STATUTE⁵

THE GENERAL ASSEMBLY,

CONSIDERING the Resolution, adopted by the Assembly on the 18 January 1952, which amends the Statute;

CONSIDERING that according to the second sentence of the first paragraph of Article 7*bis* of the Statute which deals with the jurisdiction of the Administrative Tribunal "any difference arising from the contractual relations between the Institute and third parties shall be submitted to the Tribunal, provided that its jurisdiction has been expressly recognised by the parties to the contract giving rise to the disputes";

CONSIDERING the advisability of further defining the extent of the jurisdiction which may be assumed by the Administrative Tribunal in accordance with the above provision;

DECLARES

(i) That the expression "differences arising from contractual relations between the Institute and third parties" which may be submitted to the Administrative Tribunal of the Institute under the conditions prescribed in Article 7*bis* of the Statute, relates exclusively to disputes about obligations arising from contracts concluded between the Institute and third parties.

(ii) That the jurisdiction of the Administrative Tribunal in respect of disputes arising from contractual relations between the Institute and third parties cannot be considered to have been "expressly recognised" unless this recognition has been expressed in writing.

⁴ The Statute entered into force generally 20 April 1940.

⁵ Approved at the Eleventh Session of the General Assembly of 30 April 1953.