

of the holder, who, logically, should accept the partial payment offered and then exercise his right of recourse for the rest. This right is above all detrimental to the other parties liable on the instrument, since it deprives them of partial discharge.

On this point it would be desirable to go back to the rule in article 39 of the Geneva Uniform Law, which does not allow the holder to refuse partial payment.

Article 73(2)

Delete the last phrase, beginning with the words "except where the drawee".

A drawee who does not pay properly should bear all the consequences himself, remaining liable *vis-à-vis* a third person who has asserted a valid claim to the instrument or to the legitimate holder of the instrument who is a victim of theft or forgery. The other parties may be presumed to be in good faith and should not have to pay for the drawee's dishonesty.

Articles 74-79

It may be asked whether these articles still serve any purpose, given that it is common practice all over the world to photocopy documents. Would it not be more to the point to rewrite these articles to take account of progress in electronics?

[A/CN.9/WG.IV/WP.32/Add.10]

This addendum to document A/CN.9/WG.IV/WP.32 sets forth the comments of Morocco received on 29 July 1987. The Working Group at its fifteenth session considered the comments submitted by Governments and international organizations in regard to articles 1-32

and expressed the view that the comments on the remaining articles could appropriately be discussed by the Commission in plenary session.¹

MOROCCO

[Original: French]

1. The question of the drawer or the party on whose behalf the bill of exchange is drawn having the funds available at maturity was not dealt with in the draft text, although UNCITRAL noted that this question was one of the most important problems not settled by the Geneva Conventions.

2. The draft Convention does not indicate whether a bill of exchange must be made in one original copy only or in several identical copies, nor does it provide for the making of duplicates.

Should it be necessary or possible to provide for more than one original or more than one duplicate, relevant rules should be laid down.

Should this not be the case, it would be more appropriate to include in the draft Convention a provision expressly stipulating that international bills of exchange and international promissory notes must be drawn up in a single original.

3. While the draft Convention deals with the problem of discrepancy between the amount expressed in words and the amount expressed in figures on the bill, it does not raise the question of a discrepancy in the expression of the amount of the bill when it is expressed several times, either in words or in figures.

¹Report of the Working Group on International Negotiable Instruments on the work of its fifteenth session (New York, 17-27 February 1987), A/CN.9/288, paras. 6-7.

3. Draft Convention on International Bills of Exchange and International Promissory Notes: draft final clauses: note by the secretariat: (A/CN.9/WG.IV/WP.33)

1. The Commission, at its nineteenth session,¹ requested the secretariat to submit to the Working Group draft final clauses to be included in the draft Convention. This note has been prepared pursuant to that request.

2. The draft final clauses set forth in this note are modelled on the final provisions of the United Nations Convention on Contracts for the International Sale of Goods (Vienna, 1980). Some draft provisions or parts thereof have been placed between square brackets so as to invite special attention and consideration by the Working Group.

¹Report of the United Nations Commission on International Trade Law on the work of its nineteenth session (1986), *Official Records of the General Assembly, Forty-first Session, Supplement No. 17* (A/41/17), para. 223.

Draft final clauses to be included in the draft Convention on International Bills of Exchange and International Promissory Notes

Chapter IX. Final provisions

Article 81

The Secretary-General of the United Nations is hereby designated as the depositary for this Convention.

[Article 82

This Convention prevails over any international agreement which has already been or may be entered into and which contains provisions concerning the

matters governed by this Convention, including issues of conflict of laws.]²

Article 83

(1) This Convention is open for signature at the signing ceremony of the United Nations General Assembly on . . . and will remain open for signature by all States at the Headquarters of the United Nations, New York until [31 December 1988].

(2) This Convention is subject to ratification, acceptance or approval by the signatory States.

(3) This Convention is open for accession by all States which are not signatory States as from the date it is open for signature.

(4) Instruments of ratification, acceptance, approval and accession are to be deposited with the Secretary-General of the United Nations.

Article 84

(1) If a Contracting State has two or more territorial units in which, according to its constitution, different systems of law are applicable in relation to the matters dealt with in this Convention, it may, at the time of signature, ratification, acceptance, approval or accession, declare that this Convention is to extend to all its territorial units or only to one or more of them, and may amend its declaration by submitting another declaration at any time.

(2) These declarations are to be notified to the depositary and are to state expressly the territorial units to which the Convention extends.

(3) If a Contracting State makes no declaration under paragraph (1) of this article, the Convention is to extend to all territorial units of that State.

²This tentative draft article has been included as a reminder of the view expressed by the Commission that one of the draft final clauses might reflect the results of consultations between States that were parties to the 1930 Geneva Convention providing a Uniform Law for Bills of Exchange and Promissory Notes and the 1930 Geneva Convention for the Settlement of Certain Conflicts of Laws in connection with Bills of Exchange and Promissory Notes as to the procedures to be followed by those States in becoming parties to the draft Convention (*ibid.*, para. 223). Such consultations, which had been informally commenced on the occasion of the nineteenth session of the Commission, are expected to be held in a formal manner shortly before or after the fifteenth session of the Working Group.

[Article 85

No reservations are permitted to this Convention.]

Article 86

(1) This Convention enters into force on the first day of the month following the expiration of twelve months after the date of deposit of the [. . .] instrument of ratification, acceptance, approval or accession.

(2) When a State ratifies, accepts, approves or accedes to this Convention after the deposit of the [. . .] instrument of ratification, acceptance, approval or accession, this Convention enters into force in respect of that State on the first day of the month following the expiration of twelve months after the date of deposit of its instrument of ratification, acceptance, approval or accession.

[Article 87

This Convention does not apply to instruments drawn or made before the date at which the Convention enters into force.]

Article 88

(1) A Contracting State may denounce this Convention by a formal notification in writing addressed to the depositary.

(2) The denunciation takes effect on the first day of the month following the expiration of six months after the notification is received by the depositary. Where a longer period for the denunciation to take effect is specified in the notification, the denunciation takes effect upon the expiration of such longer period after the notification is received by the depositary.

[(3) A Contracting State may declare in the notification that the Convention remains applicable to instruments drawn or made before the date at which the denunciation takes effect. In such case, the Contracting State may specify the period of time during which, or indicate the extent to which, the Convention remains applicable.]

DONE at . . . , this . . . day of . . . , one thousand nine hundred and eighty-seven in a single original, of which the Arabic, Chinese, English, French, Russian and Spanish texts are equally authentic.

IN WITNESS WHEREOF the undersigned plenipotentiaries, being duly authorized by their respective Governments, have signed this Convention.