

14. The Working Group requested the secretariat to reconsider the present use of hyphens in the index. In addition, it was noted that the distinction between certain entries in the index was unclear (e.g. "arbitration" and "arbitral proceedings"), and the secretariat was requested to reconsider such entries.

15. It was observed that, for technical reasons, it had not been possible to issue the index for the current session in all six working languages of the Working Group; accordingly, the Working Group had before it the entire index only in English, although excerpts of the index had been made available in the other five working languages. In view of those circumstances, the Working Group requested the secretariat to arrange for the entire index, in its current form, to be issued and distributed in the other five working languages as soon as possible. Member States and observers were requested to submit to the secretariat any comments they might have on the index in sufficient time to enable the secretariat to inform the Commission what changes, if any, it recommended be made to the index in the light of the comments. In addition, the Working Group requested the secretariat to consider, after receiving those comments, whether it was desirable or feasible to prepare for the Commission a document setting forth the comments received.

II. PRINTING, DISTRIBUTION, PROMOTION AND POSSIBLE REVISION OF THE LEGAL GUIDE

16. The Working Group requested delegates and observers to communicate to the secretariat any errors in the translation of the draft chapters of the Guide in the various language versions.

17. The Working Group stressed that, given the nature of the footnotes in the Guide, nearly all of which

contained illustrative provisions, it was important for the understanding and use of the Guide that, in the final printed text, the footnotes appear at the bottom of the relevant pages, rather than at the end of each chapter.

18. The secretariat was urged to take whatever actions were possible to assure that the Legal Guide would be published in all languages as soon as possible after its adoption by the Commission. The Working Group noted that timely publication would be an important factor in the eventual impact the Legal Guide would have. The Working Group also urged its publication in sufficient quantities to ensure its availability to all interested readers.

19. The Working Group stressed the importance of achieving a widespread distribution of the Guide, and recommended that the Commission seek the co-operation of all States in that regard. In particular, it was desirable for the Guide to be distributed to relevant government officials, libraries and trade associations. The support of interested organizations might also be enlisted to promote distribution. It was further noted that the potential readership of the Guide included not only lawyers, but also persons interested in the construction of industrial works and in industrial development, and it was suggested that activities promoting the Guide should be directed to those categories of readers. The secretariat was requested to consider whether it would be useful to submit to the Commission a document setting forth proposals for the distribution and promotion of the Legal Guide.

20. The Working Group recommended to the Commission that it consider the desirability of revising the Legal Guide at an appropriate time in the future, and possible procedures in that regard. A suggestion was made to include in the Guide an invitation to readers to communicate to the secretariat suggestions for revising the Guide.

2. Revised draft Legal Guide on Drawing Up International Contracts for Construction of Industrial Works: report of the Secretary-General (A/CN.9/WG.V/WP.19)

1. At its second session the Working Group on the New International Economic Order decided to request the secretariat to commence the preparation of a legal guide on contracts for the supply and construction of large industrial works.¹ The Commission at its fourteenth session approved this decision by the Working Group and decided that the guide should identify the legal issues involved in such contracts and suggest possible solutions to assist parties, in particular from developing countries, in their negotiations.²

¹A/CN.9/198, para. 92.

² Report of the United Nations Commission on International Trade Law on the work of its fourteenth session, *Official Records of the General Assembly Thirty-sixth session, Supplement No. 17 (A/36/17)*, para. 84.

2. The secretariat prepared two studies on clauses related to contracts for the supply and construction of large industrial works³ and the Working Group considered these studies at its second and third sessions.⁴ In its second session the Working Group agreed to request the secretariat to commence drafting the legal guide.

3. In the light of the discussion on the studies the secretariat prepared draft chapters of the guide and submitted them for the consideration of the Working

³A/CN.9/WG.V/WP.4 and Add. 1-8 and A/CN.9/WG.V/WP.7 and Add. 1-6.

⁴A/CN.9/198 and A/CN.9/217.

Group.⁵ The Working Group considered the draft chapters submitted by the secretariat at its fourth⁶, fifth⁷, sixth⁸, seventh⁹ and eighth¹⁰ sessions.

4. At its eighth session the Working Group asked the secretariat to revise the Introduction and all draft chapters of the Guide and submit them to a further session of the Working Group.¹¹ In accordance with this mandate the secretariat has revised the Introduction and draft chapters of the Guide in the light of the discussion of the Working Group during previous sessions. The Foreword and Introduction as revised are found in document A/CN.9/WG.V/WP.20 and draft chapters I to XXIX are found in Add. 1 to 29 of that document.

5. The contents of the revised draft Guide are as follows:

Foreword and Introduction

Chapter I:	Pre-contract studies
Chapter II:	Choice of contracting approach
Chapter III:	Procedure for concluding contract

⁵A/CN.9/WG.V/WP.9 and Add. 1-8; A/CN.9/WG.V/WP.11 and Add. 1-9; A/CN.9/WG.V/WP.13 and Add. 1-6; A/CN.9/WG.V/WP.15 and Add. 1-10; A/CN.9/WG.V/WP.17 and Add. 1-9.

⁶A/CN.9/234.

⁷A/CN.9/247.

⁸A/CN.9/259.

⁹A/CN.9/262.

¹⁰A/CN.9/276.

¹¹A/CN.9/276, para. 209.

Chapter IV:	General remarks on drafting
Chapter V:	Description of works
Chapter VI:	Transfer of technology
Chapter VII:	Price and payment conditions
Chapter VIII:	Supply of equipment and materials
Chapter IX:	Construction on site
Chapter X:	Consulting engineer
Chapter XI:	Subcontracting
Chapter XII:	Inspections and tests during manufacture and construction
Chapter XIII:	Completion, take over and acceptance
Chapter XIV:	Passing of risk
Chapter XV:	Transfer of ownership of property
Chapter XVI:	Insurance
Chapter XVII:	Security for performance
Chapter XVIII:	Delay, defects and other failures to perform
Chapter XIX:	Liquidated damages and penalty clauses
Chapter XX:	Damages
Chapter XXI:	Exemption clauses
Chapter XXII:	Hardship clauses
Chapter XXIII:	Variation clauses
Chapter XXIV:	Suspension clauses
Chapter XXV:	Termination of contract
Chapter XXVI:	Supply of spare parts and services after construction
Chapter XXVII:	Transfer of contractual rights and obligations
Chapter XXVIII:	Choice of law
Chapter XXIX:	Settlement of disputes

3. Draft Legal Guide on Drawing Up International Contracts for Construction of Industrial Works: report of the Secretary-General (A/CN.9/WG.V/WP.20)^a

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^aThis document contains the draft Foreword and Introduction to the *UNCITRAL Legal Guide on Drawing Up International Contracts for the Construction of Industrial Works* considered by the Working Group on the New International Economic Order at its ninth session (see this *Yearbook*, part two, II, A, 1). Due to their length, the remaining draft chapters of the *UNCITRAL Legal Guide* considered by the Working Group (A/CN.9/WG.V/WP.20/Add. 1-29) are not reproduced in this *Yearbook*. The *UNCITRAL Legal Guide* has been published by the United Nations under Sales No. E.87.V.10, document A/CN.9/SER.B/2.

*The issues dealt with in the Foreword and Introduction were previously dealt with in the Introduction (A/CN.9/WG.V/WP.17/Add.1). They were considered by the Working Group at its eighth session (A/CN.9/276, paras. 12-21).

Foreword

The preparation of this Guide was carried out within the Working Group on the New International Economic Order of the United Nations Commission on International Trade Law (UNCITRAL), which is composed of all 36 member States of UNCITRAL. In drafting chapters of the Guide for consideration by the Working Group, the secretariat consulted with practitioners and other experts in the field of international works contracts. In addition, the secretariat consulted numerous materials, including books, articles and other