

I. TEXTS ADOPTED BY THE UNITED NATIONS CONFERENCE ON PRESCRIPTION (LIMITATION) IN THE INTERNATIONAL SALE OF GOODS (20 MAY-14 JUNE 1974)*

A. Final Act (A/CONF.63/14 and Corr.1)

1. The General Assembly of the United Nations, having considered chapter II of the report of the United Nations Commission on International Trade Law on the work of its fifth session in 1972 (*Official Records of the General Assembly, Twenty-seventh Session, Supplement No. 17 (A/8717)*, chap. II),¹ which contained a draft Convention on Prescription (Limitation) in the International Sale of Goods, decided, by its resolution 2929 (XXVII) of 28 November 1972,² that an international conference of plenipotentiaries should be convened in 1974 to consider the question of prescription (limitation) in the international sale of goods and to embody the results of its work in an international convention and such other instruments as it might deem appropriate. Subsequently, the General Assembly, by its resolution 3104 (XXVIII) of 12 December 1973,³ requested the Secretary-General to convene the Conference at United Nations Headquarters, New York, from 20 May to 14 June 1974.

2. The United Nations Conference on Prescription (Limitation) in the International Sale of Goods was held at United Nations Headquarters, New York, from 20 May to 14 June 1974.

3. Sixty-six States were represented at the Conference, as follows: Algeria, Australia, Austria, Barbados, Belgium, Brazil, Bulgaria, Byelorussian Soviet Socialist Republic, Canada, Chile, Colombia, Costa Rica, Cuba, Cyprus, Czechoslovakia, Democratic People's Republic of Korea, Denmark, Ecuador, Egypt, El Salvador, Finland, France, German Democratic Republic, Germany (Federal Republic of), Ghana, Greece, Guatemala, Guyana, Holy See, Hungary, India, Indonesia, Iran, Iraq, Ireland, Japan, Kenya, Mali, Mexico, Mongolia, Morocco, Netherlands, Nicaragua, Nigeria, Norway, Pakistan, Philippines, Poland, Qatar, Republic of Viet-Nam, Sierra Leone, Singapore, Spain, Sweden, Switzerland, Syrian Arab Republic, Thailand, Ukrainian Soviet Socialist Republic, Union of Soviet Socialist Republics, United Arab Emirates, United Kingdom of Great Britain and Northern Ireland, United Republic of Cameroon, United Republic of Tanzania, United States of America, Yugoslavia and Zaire.

4. Three States, Madagascar, Peru and Romania, sent observers to the Conference.

5. The General Assembly requested the Secretary-General to invite interested specialized agencies and

international organizations, and the United Nations Council for Namibia, to attend the Conference as observers. The Council of Europe, the International Chamber of Commerce, the Hague Conference on Private International Law and the United Nations Council for Namibia sent observers.

6. The Conference elected Mr. Jorge Barrera Graf (Mexico) as President.

7. The Conference elected as Vice-Presidents the representatives of the following States: Algeria, Australia, Belgium, Brazil, Chile, Cyprus, Denmark, France, Germany (Federal Republic of), Ghana, Guyana, India, Japan, Kenya, Nigeria, Philippines, Poland, Singapore, Union of Soviet Socialist Republics, United Kingdom of Great Britain and Northern Ireland, United States of America and Zaire.

8. The following Committees were set up by the Conference:

General Committee

Chairman: The President of the Conference

Members: The President and Vice-Presidents of the Conference, and the Chairmen of the First and Second Committees

First Committee

Chairman: Mr. Mohsen Chafik (Egypt)

Vice-Chairmen: Mr. Nehemias Gueiros (Brazil), Mr. L. H. Khoo (Singapore), Mr. Elias A. Krispis (Greece)

Rapporteur: Mr. Ludvik Kopač (Czechoslovakia)

Second Committee

Chairman: Mr. György Kampis (Hungary)

Vice-Chairmen: Mr. T. I. Adesalu (Nigeria), Mr. G. C. Parks (Canada), Mr. G. S. Raju (India)

Drafting Committee

Chairman: Mr. Anthony G. Guest (United Kingdom)

Members: Austria, Brazil, Czechoslovakia, France, India, Mexico, Nigeria, Norway, Philippines, Singapore, Union of Soviet Socialist Republics, United Kingdom of Great Britain and Northern Ireland, United Republic of Tanzania, United States of America and Zaire

* The Official Records of the United Nations Conference on Prescription (Limitation) in the International Sale of Goods will appear as document A/CONF.63/16.

¹ UNCITRAL Yearbook, Vol. III: 1972, part one, II, A.

² *Ibid.*, vol. IV: 1973, part one, I, C.

³ Reproduced in this volume, part one, I, C.

Credentials Committee

Chairman: Mr. José M. Zelaya (Nicaragua)

Members: Brazil, Ghana, Japan, Mongolia, Netherlands, Nicaragua, Union of Soviet Socialist Republics, United Republic of Tanzania and United States of America

9. The Secretary-General of the United Nations was represented by Mr. Blaine Sloan, Director of the General Legal Division, Office of Legal Affairs of the United Nations, and in his absence by Mr. John O. Honnold, Chief, International Trade Law Branch. Mr. G. W. Wattles, Principal Officer, Office of the Legal Counsel, acted as Executive Secretary.

10. The General Assembly, by its resolutions 2929 (XXVII) and 3104 (XXVIII) convening the Conference, referred to the Conference as the basis for its consideration of prescription (limitation) in the international sale of goods the draft Convention contained in chapter II of the report of the United Nations Commission on International Trade Law on the work of its fifth session (*Official Records of the General Assembly, Twenty-seventh Session, Supplement No. 17 (A/8717)*),⁴ together with the commentary thereon (A/CONF.63/5)⁵ and the analytical compilation of comments and proposals by Governments and interested international organizations (A/CONF.63/6 and Add.1 and 2).

11. The Conference initially assigned parts I and III of the draft Convention to the First Committee, and parts II and IV to the Second Committee. Subsequently it reallocated articles 37 and 38 to the Second Committee. A working group composed of Belgium, Ghana, Mexico, Singapore and the Union of Soviet Socialist Republics was entrusted with the preparation of the preamble, the Final Act and the resolutions.

12. On the basis of the deliberations recorded in the records of the Conference (A/CONF.63/SR.1 to SR.10) and the records of the First Committee (A/

⁴ UNCITRAL Yearbook, Vol. III: 1972, part one, II, A.

⁵ The commentary previously appeared in document A/CN.9/73; *ibid.*, part two, I, B, 3.

B. Convention on the Limitation Period in the International Sale of Goods (A/CONF.63/15)*

Preamble

The States Parties to the present Convention,

Considering that international trade is an important factor in the promotion of friendly relations amongst States,

Believing that the adoption of uniform rules governing the limitation period in the international sale of goods would facilitate the development of world trade,

Have agreed as follows:

PART I. SUBSTANTIVE PROVISIONS

Sphere of application

Article 1

1. This Convention shall determine when claims of a buyer and a seller against each other arising from a

* A commentary on the Convention, to be prepared by the Secretariat in response to a request made by the Conference, will appear as document A/CONF.63/17.

CONF.63/C.1/SR.1 to SR.25), its report (A/CONF.63/9 and Add.1 to 8), the records of the Second Committee (A/CONF.63/C.2/SR.1 to SR.4) and its report (A/CONF.63/12 and Corr.1), the Conference drew up the *Convention on the Limitation Period in the International Sale of Goods*.

13. That Convention was adopted by the Conference on 12 June 1974, and opened for signature on 14 June 1974 until 31 December 1975, in accordance with its provisions, at United Nations Headquarters in New York. The Convention was also opened for accession in accordance with its provisions.

14. The Convention is deposited with the Secretary-General of the United Nations.

15. The Conference also adopted the following resolution, which is annexed to this Final Act: "Tribute to the United Nations Commission on International Trade Law".

IN WITNESS WHEREOF the representatives have signed this Final Act.

DONE at United Nations Headquarters, New York, this fourteenth day of June, one thousand nine hundred and seventy-four, in a single copy in the Chinese, English, French, Russian and Spanish languages, each text being equally authentic.

[Signatures of representatives]

ANNEX

Tribute to the United Nations Commission on International Trade Law

The United Nations Conference on Prescription (Limitation) in the International Sale of Goods,

Having adopted the Convention on the Limitation Period in the International Sale of Goods on the basis of a draft convention prepared by the United Nations Commission on International Trade Law,

Resolves to express its deep gratitude to the United Nations Commission on International Trade Law for its outstanding contribution to the unification and harmonization of the law of the international sale of goods.

contract of international sale of goods or relating to its breach, termination or invalidity can no longer be exercised by reason of the expiration of a period of time. Such period of time is hereinafter referred to as "the limitation period".

2. This Convention shall not affect a particular time-limit within which one party is required, as a condition for the acquisition or exercise of his claim, to give notice to the other party or perform any act other than the institution of legal proceedings.

3. In this Convention:

(a) "buyer", "seller" and "party" mean persons who buy or sell, or agree to buy or sell, goods, and the successors to and assigns of their rights or obligations under the contract of sale;

(b) "creditor" means a party who asserts a claim, whether or not such a claim is for a sum of money;

(c) "debtor" means a party against whom a creditor asserts a claim;