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## Eightieth session

Agenda item 78

### Report of the United Nations Commission on International Trade Law on the work of its fifty-eighth session

#### Report of the Sixth Committee

*Rapporteur:* Ms. Wieteke Elisabeth Christina **Theeuwen** (Kingdom of the Netherlands)

#### I. Introduction

1. At its 2nd plenary meeting, on 12 September 2025, the General Assembly, on the recommendation of the General Committee, decided to include the item entitled “Report of the United Nations Commission on International Trade Law on the work of its fifty-eighth session” in its agenda and to allocate it to the Sixth Committee.

2. The Sixth Committee considered the item at its 20th to 22nd and 38th meetings, on 20 and 21 October and on 21 November 2025. The views of the representatives who spoke during the Committee’s consideration of the item are reflected in the relevant summary records.<sup>1</sup>

3. For its consideration of the item, the Committee had before it the report of the United Nations Commission on International Trade Law on the work of its fifty-eighth session (A/80/17).

4. At the 20th meeting, on 20 October, the Vice-Chair of the United Nations Commission on International Trade Law at its fifty-eighth session introduced the report of the Commission.

#### II. Consideration of proposals

##### A. Draft resolution A/C.6/80/L.10

5. At the 38th meeting, on 22 November, the representative of Austria, on behalf of Armenia, Austria, Bosnia and Herzegovina, the Democratic Republic of the Congo, Denmark, the Dominican Republic, Germany, Greece, Honduras, Hungary, Japan,

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<sup>1</sup> A/C.6/80/SR.20, A/C.6/80/SR.21, A/C.6/80/SR.22 and A/C.6/80/SR.38.



Luxembourg, the Philippines, the Republic of Korea, Romania, Singapore, Slovakia, Slovenia, Spain, Suriname, Sweden, Uganda, Ukraine, the United Kingdom of Great Britain and Northern Ireland and Zambia, introduced a draft resolution entitled “Report of the United Nations Commission on International Trade Law on the work of its fifty-eighth session” ([A/C.6/80/L.10](#)) and announced that Belarus, Bulgaria, Côte d’Ivoire, Cyprus, El Salvador, Finland, Israel, Italy, Mexico, Montenegro, Netherlands (Kingdom of the), Peru, the Republic of Moldova, the Russian Federation, Saint Kitts and Nevis, Sierra Leone, Thailand and Viet Nam had joined in sponsoring the draft resolution.

6. At the same meeting, the Secretary of the Committee made a statement regarding the financial implications of draft resolution [A/C.6/80/L.10](#) in accordance with rule 153 of the rules of procedure of the General Assembly.

7. At the same meeting, the Committee adopted draft resolution [A/C.6/80/L.10](#) without a vote (see para. 10, draft resolution I). The representative of Singapore spoke in explanation of position before the adoption of the draft resolution. The representative of Argentina spoke in explanation of position after the adoption of the draft resolution.

## **B. Draft resolution [A/C.6/80/L.8](#)**

8. At the 38th meeting, on 21 November, the representative of Austria, on behalf of the Bureau, introduced a draft resolution entitled “United Nations Convention on Negotiable Cargo Documents” ([A/C.6/80/L.8](#)).

9. At the same meeting, the Committee adopted draft resolution [A/C.6/80/L.8](#) without a vote (see para. 10, draft resolution II).

### III. Recommendations of the Sixth Committee

10. The Sixth Committee recommends to the General Assembly the adoption of the following draft resolutions:

#### **Draft resolution I**

#### **Report of the United Nations Commission on International Trade Law on the work of its fifty-eighth session**

*The General Assembly,*

*Recalling* its resolution [2205 \(XXI\)](#) of 17 December 1966, by which it established the United Nations Commission on International Trade Law with a mandate to further the progressive harmonization and unification of the law of international trade and in that respect to bear in mind the interests of all peoples, in particular those of developing countries, in the extensive development of international trade,

*Reaffirming* its belief that the progressive modernization and harmonization of international trade law, in reducing or removing legal obstacles to the flow of international trade, especially those affecting developing countries, would contribute significantly to universal economic cooperation among all States on a basis of equality, equity, common interest and respect for the rule of law, to the elimination of discrimination in international trade and, thereby, to peace, stability and the well-being of all peoples,

*Reiterating* the importance of coordinating the activities of bodies active in the field of international trade law, a core element of the mandate of the United Nations Commission on International Trade Law, as a means of avoiding duplication of efforts and promoting efficiency, consistency and coherence in the harmonization, unification and modernization of international trade law,

*Reaffirming* the mandate of the Commission, as the core legal body within the United Nations system in the field of international trade law, to coordinate legal activities in this field, in particular to avoid duplication of efforts, including among organizations formulating rules of international trade, and to promote efficiency, consistency and coherence in the harmonization, unification and modernization of international trade law, and to continue, through its secretariat, to maintain close cooperation with other international organs and organizations, including regional organizations, active in the field of international trade law,

*Having considered* the report of the Commission,<sup>1</sup>

1. *Takes note with appreciation* of the report of the United Nations Commission on International Trade Law;

#### **I** **Legislative activities**

2. *Commends* the Commission for the approval or adoption of:

(a) In the area of international transport and sale of goods and trade finance, the draft convention on negotiable cargo documents;<sup>2</sup>

<sup>1</sup> *Official Records of the General Assembly, Eightieth Session, Supplement No. 17 (A/80/17).*

<sup>2</sup> *Ibid.*, chap. IV, sect. C, and annex I.

(b) In the area of insolvency law, the Asset Tracing and Recovery in Insolvency Proceedings: UNCITRAL Toolkit and Background Notes;<sup>3</sup>

(c) In the area of investor-State dispute settlement reform, the UNCITRAL Toolkit on Prevention and Mitigation of International Investment Disputes;<sup>4</sup>

3. *Also commends* the Commission for approving the publication of:

(a) In the area of micro-, small and medium-sized enterprises, the model organization rules for limited liability enterprises as an annex to the *Legislative Guide on Limited Liability Enterprises*;<sup>5</sup>

(b) In the area of climate mitigation, adaptation and resilience, the UNCITRAL-UNIDROIT study on the legal nature of verified carbon credits issued by independent carbon standard setters;<sup>6</sup>

(c) In the area of electronic commerce and digital trade, the guidance document on legal issues relating to the use of distributed ledger technology in trade;<sup>7</sup>

4. *Notes with interest* the progress made by the Commission and its working groups in the areas of dispute settlement, investor-State dispute settlement reform, electronic commerce, insolvency law and negotiable cargo documents,<sup>8</sup> and encourages them to continue to move forward efficiently to further achieve tangible work outcomes;

5. *Takes note with interest* of the decision of the Commission to mandate Working Group VI to review an explanatory note for the draft convention on negotiable cargo documents, to be prepared by the secretariat;<sup>9</sup>

6. *Welcomes* the decision by the Commission to request its secretariat:

(a) To conduct preparatory work to refine the scope of possible work on updating the Model Law on Public Procurement and related texts to reflect recent developments, which would not include issues of climate change mitigation, adaption and resilience;<sup>10</sup>

(b) To continue to monitor developments related to secured transactions using new types of assets, and to define the scope and form of any future work;<sup>11</sup>

(c) To organize colloquiums on possible future work in the area of insolvency law, including possible updates to the Guide to Enactment and Interpretation of the Model Law on Cross-Border Insolvency, in conjunction with Working Group V sessions;

(d) In respect of topics related to digital trade:

(i) To continue, within the modalities it has defined, its exploratory work on the project on dispute resolution in the digital economy concerning the use of artificial intelligence, platform-based dispute resolution, as well as remote hearings in arbitration and conduct of mediation;<sup>12</sup>

<sup>3</sup> Ibid., chap. V, sect. B.

<sup>4</sup> Ibid., chap. VI, sect. C.

<sup>5</sup> Ibid., chap. VII.

<sup>6</sup> Ibid., chap. VIII.

<sup>7</sup> Ibid., chap. IX.

<sup>8</sup> Ibid., chaps. X-XIV.

<sup>9</sup> Ibid., chap. XIV.

<sup>10</sup> Ibid., chap. XVI, sect. B.1.

<sup>11</sup> Ibid., sect. B.2.

<sup>12</sup> Ibid., sect. B.3.

- (ii) To continue its preparatory work on enabling end-to-end trade digitalization and paperless trade;<sup>13</sup>
- (iii) To monitor developments on legal issues relating to the use of decentralized autonomous organizations in trade and to carry out further exploratory work on those issues;<sup>14</sup>
- (iv) To conduct exploratory work on legal aspects of digital trade with a focus on digital platforms and private law;<sup>15</sup>
- (v) To carry out exploratory work on the topic of digital payments, carefully considering any intersection of that work with existing regulatory frameworks;<sup>16</sup>
- (e) To facilitate intersessional consultations on possible cost-saving and efficiency-enhancing measures;<sup>17</sup>
- (f) To hold colloquiums on topics mentioned in subparagraph (b) and subparagraph (d) (ii), (iv) and (v) above, utilizing the conference resources tentatively allocated to Working Group I in the second half of 2025 and the first half of 2026, as well as any conference resources of other working groups that may become available;<sup>18</sup>

7. *Decides* to allocate one additional one-week session per year for a period of two years from 2026 to 2027 and additional support to the Commission to allow its Working Group III to continue to finalize its work with respect to investor-State dispute settlement reform;<sup>19</sup>

8. *Also decides* to allocate the resources to the Commission to allow the livestreaming of all sessions of the Commission and its six working groups;<sup>20</sup>

## II

### Establishment and operationalization of the Advisory Centre on International Investment Dispute Resolution

9. *Notes* the progress made by the Commission to establish and operationalize the Advisory Centre on International Investment Dispute Resolution, including the approval in principle of its statute in 2024;<sup>21</sup>

## III

### Rules of procedure and methods of work

10. *Recalls* the importance of adherence to the rules of procedure and methods of work of the Commission,<sup>22</sup> including transparent and inclusive deliberations, and the agreement reached by the Commission on the conditions that should be met with regard to informal meetings of the working groups between formal sessions;<sup>23</sup>

<sup>13</sup> Ibid., sect. B.4.

<sup>14</sup> Ibid., sect. C.2.

<sup>15</sup> Ibid., sect. C.3.

<sup>16</sup> Ibid., sect. C.4.

<sup>17</sup> Ibid., sect. D.4.

<sup>18</sup> Ibid., chap. XVI, sect. A, and chap. XXIII, sect. B.

<sup>19</sup> Ibid., chap. XVI, sect. E.

<sup>20</sup> Ibid., sect. D.3.

<sup>21</sup> Ibid., chap. XV.

<sup>22</sup> See the summary of conclusions as reproduced in annex III to the report on the work of the forty-third session of the Commission (*Official Records of the General Assembly, Sixty-fifth Session, Supplement No. 17 (A/65/17)*, para. 305, and annex III).

<sup>23</sup> See *Official Records of the General Assembly, Seventy-eighth Session, Supplement No. 17 (A/78/17)*, chap. XII, sect. C.

11. *Also recalls* paragraph 48 of its resolution [66/246](#) of 24 December 2011 regarding the rotation scheme of meetings between Vienna and New York;

#### IV Travel assistance

12. *Decides*, in order to ensure full participation of all Member States in the sessions of the Commission and its working groups, to continue, in the competent Main Committee during the eightieth session of the General Assembly, its consideration of granting travel assistance to the least developed countries, at their request and in consultation with the Secretary-General;

13. *Appeals* to Governments, the relevant bodies of the United Nations system, organizations, institutions and individuals to make voluntary contributions to the trust fund established to provide travel assistance to developing countries that are members of the Commission, at their request and in consultation with the Secretary-General, to increase representation from developing countries at sessions of the Commission and its working groups, necessary to build local expertise and capacities in those countries to put in place a regulatory and enabling environment for business, trade and investment, and notes the contributions from France, Germany, the European Union and the Swiss Agency for Development and Cooperation to the trust fund, which would facilitate the participation of representatives of developing countries in the deliberations of Working Group III;<sup>24</sup>

#### V Transparency repository

14. *Requests* the Secretary-General to continue to operate, through the secretariat of the Commission, the repository of published information in accordance with article 8 of the Rules on Transparency in Treaty-based Investor-State Arbitration,<sup>25</sup> as a continuation of the project until the end of 2027, to be funded entirely by voluntary contributions, notes with satisfaction the contributions by the European Union and Germany in this regard,<sup>26</sup> and also requests the Secretary-General to keep the General Assembly informed of developments regarding the funding and budgetary situation of the transparency repository;

#### VI Coordination and cooperation

15. *Endorses* the efforts and initiatives of the Commission, in line with its mandate,<sup>27</sup> aimed at increasing coordination of and cooperation on work of all international and regional organizations active in the field of international trade law, including on legal issues relating to the digital economy as reaffirmed by the Commission at its fifty-third session,<sup>28</sup> and at promoting the rule of law at the national and international levels in this field, and in this regard appeals to relevant international and regional organizations to coordinate their activities with those of the Commission, to avoid duplication of efforts and to promote efficiency, consistency and coherence in the modernization and harmonization of international trade law;

<sup>24</sup> *Ibid.*, *Eightieth Session, Supplement No. 17* ([A/80/17](#)), chap. XI.

<sup>25</sup> *Ibid.*, *Sixty-eighth Session, Supplement No. 17* ([A/68/17](#)), annex I.

<sup>26</sup> *Ibid.*, *Eightieth Session, Supplement No. 17* ([A/80/17](#)), chap. XVIII, sect. A.

<sup>27</sup> Resolution [2205 \(XXI\)](#), para. 8 (a).

<sup>28</sup> *Official Records of the General Assembly, Seventy-fifth Session, Supplement No. 17* ([A/75/17](#)), part two, chap. X, sect. C.4.

**VII****Technical assistance and capacity-building**

16. *Stresses* the importance of promoting the use of texts emanating from the work of the Commission for the global unification and harmonization of international trade law, and to this end urges States that have not yet done so to consider signing, ratifying or acceding to conventions, enacting model laws and encouraging the use of other relevant texts;

17. *Reaffirms* the importance, in particular for developing countries, of the work of the Commission concerned with technical cooperation and assistance in the field of international trade law reform and development, and in this connection:

(a) Welcomes the initiatives of the Commission towards expanding, through its secretariat, its technical cooperation and assistance programme, and in that respect encourages the Secretary-General to seek partnerships with State and non-State actors to increase awareness about the work of the Commission and facilitate the effective implementation of legal standards resulting from its work, and notes with appreciation the organization by the secretariat of the United Nations Commission on International Trade Law Day events in partnership with Governments and regional universities in Africa, Arab States, Asia and the Pacific and Latin America and the Caribbean, aimed at promoting awareness and encouraging the study and discussion of Commission texts;<sup>29</sup>

(b) Draws the attention of the Secretary-General to the limited resources that are made available for carrying out technical cooperation and assistance activities of the Commission, and appeals to Governments, the relevant bodies of the United Nations system, organizations, institutions and individuals to make voluntary contributions to the United Nations Commission on International Trade Law trust fund for symposiums and, where appropriate, for the financing of special projects and otherwise to assist the secretariat of the Commission in carrying out technical cooperation and assistance activities, in particular in developing countries;

(c) Reiterates its appeal to the United Nations Development Programme and other bodies responsible for development assistance, such as the World Bank and regional development banks, as well as to Governments in their bilateral aid programmes, to support the technical cooperation and assistance programme of the Commission and to cooperate with the Commission and coordinate their activities with those of the Commission, which contributes to the implementation of the international development agenda, including the achievement of the 2030 Agenda for Sustainable Development;<sup>30</sup>

(d) Recalls its resolutions stressing the need to strengthen support to Member States, upon their request, in the domestic implementation of their respective international obligations through enhanced technical assistance and capacity-building, and welcomes the efforts of the Secretary-General to ensure greater coordination and coherence among United Nations entities and with donors and recipients;

18. *Welcomes* the activities of the United Nations Commission on International Trade Law Regional Centre for Asia and the Pacific, in the Republic of Korea, towards providing capacity-building and technical assistance services to States in the Asia-Pacific region, including to international and regional organizations, expresses its appreciation to the Republic of Korea and China, whose contributions enabled continuing operation of the Regional Centre, notes that the

<sup>29</sup> Ibid., *Eightieth Session, Supplement No. 17 (A/80/17)*, chap. XVIII, sect. A.

<sup>30</sup> Resolution [70/1](#).

continuation of the regional presence relies entirely on extrabudgetary resources, including but not limited to voluntary contributions from States, and requests the Secretary-General to keep the General Assembly informed of developments regarding the establishment of regional centres, in particular their funding and budgetary situation;

## VIII

### Uniform interpretation and application of Commission texts

19. *Notes with appreciation* the work of the Secretariat on the system for the collection and dissemination of case law on Commission texts (the CLOUD system) in the six official languages of the United Nations, as well as the preparation and dissemination of digests of case law related to Commission texts, notes the resource-intensive nature of the system, acknowledges the need for further resources to sustain and expand it, notes with interest the progress towards a rejuvenation of the CLOUD system, and its focus on developing a more active and productive network of CLOUD system contributors and covering an expanded range of Commission texts, and in this respect, appeals to all relevant parties to support these efforts, including by raising awareness as to the availability and usefulness of the CLOUD system in professional, academic and judiciary circles and in securing the funding required for the coordination and expansion of the system;

20. *Notes* the satisfaction of the Commission with the performance of the New York Convention website<sup>31</sup> and the successful coordination between that website and the CLOUD system;

## IX

### Documentation, publication and dissemination

21. *Recalls* that Arabic, Chinese, English, French, Russian and Spanish are both the official and the working languages of the General Assembly, including its committees and subcommittees, and also recalls paragraph 64 of its resolution 78/330 of 6 September 2024 on multilingualism as applicable also to the documentation, publications and meetings of the United Nations Commission on International Trade Law;

22. *Reiterates its request* to the Secretary-General, in conformity with resolutions of the General Assembly on documentation-related matters,<sup>32</sup> which, in particular, emphasize that any invitation to limit, where appropriate, the length of documents should not adversely affect either the quality of the presentation or the substance of the documents, to bear in mind the particular characteristics of the mandate and functions of the Commission in the progressive development and codification of international trade law when implementing page limits with respect to the documentation of the Commission;<sup>33</sup>

23. *Requests* the Secretary-General to continue the publication of Commission standards and the provision of summary records of the meetings of the Commission, including committees of the whole established by the Commission for the duration of its annual session, relating to the formulation of normative texts;

24. *Recalls* its resolutions affirming the importance of high-quality, user-friendly and cost-effective United Nations websites and the need for their multilingual

<sup>31</sup> <https://newyorkconvention1958.org/>.

<sup>32</sup> Resolutions 52/214, sect. B, 57/283 B, sect. III, and 58/250, sect. III.

<sup>33</sup> Resolutions 59/39, para. 9, and 65/21, para. 18; see also *Official Records of the General Assembly, Fifty-ninth Session, Supplement No. 17 (A/59/17)*, paras. 124–128.

development, maintenance and enrichment,<sup>34</sup> commends the fact that the website of the Commission continues to be published simultaneously in the six official languages of the United Nations, and welcomes the continuous efforts of the Commission to maintain and improve its website, and to enhance the visibility of its work by utilizing social media features in accordance with the applicable guidelines;<sup>35</sup>

## X

### **Role of the Commission in achieving the broader agenda of the United Nations**

25. *Endorses* the conviction of the Commission that the implementation and effective use of modern private law standards in international trade are essential for advancing good governance, sustained economic development and the eradication of poverty and hunger and that the promotion of the rule of law in commercial relations should be an integral part of the broader agenda of the United Nations to promote the rule of law at the national and international levels, including through the Rule of Law Coordination and Resource Group, supported by the Rule of Law Unit in the Executive Office of the Secretary-General;

26. *Notes* the respective discussions in the Commission at its fifty-eighth session, and the comments transmitted by the Commission, pursuant to paragraph 21 of General Assembly resolution [79/126](#) of 4 December 2024, highlighting the relevance of its current work to the promotion of the rule of law and the implementation of the Sustainable Development Goals;<sup>36</sup>

27. *Recalls with satisfaction* the important role of the Commission in assisting States with establishing fair, stable and predictable legal frameworks for generating inclusive, sustainable and equitable development, economic growth and employment, generating investment and facilitating entrepreneurship for the promotion of the rule of law, as acknowledged and appreciated by Member States;<sup>37</sup>

28. *Also recalls with satisfaction* that, in the Sevilla Commitment of the Fourth International Conference on Financing for Development,<sup>38</sup> States expressed their resolve to support efforts to reform the mechanisms for investor-State dispute settlements in trade and investment agreements, including through a multilateral approach towards the establishment of an advisory centre on international investment dispute resolution, and building on the ongoing work of the Commission.

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<sup>34</sup> Resolutions [52/214](#), sect. C, para. 3; [55/222](#), sect. III, para. 12; [56/64](#) B, sect. X; [57/130](#) B, sect. X; [58/101](#) B, sect. V, paras. 61–76; [59/126](#) B, sect. V, paras. 76–95; [60/109](#) B, sect. IV, paras. 66–80; and [61/121](#) B, sect. IV, paras. 65–77.

<sup>35</sup> Resolution [63/120](#), para. 20.

<sup>36</sup> See *Official Records of the General Assembly, Eightieth Session, Supplement No. 17* ([A/80/17](#)), chap. XX.

<sup>37</sup> Resolution [67/1](#), para. 8, and resolution [69/313](#), annex, para. 89.

<sup>38</sup> Resolution [79/323](#), annex, para. 43 (I).

## **Draft resolution II**

### **United Nations Convention on Negotiable Cargo Documents**

*The General Assembly,*

*Recalling* its resolution [2205 \(XXI\)](#) of 17 December 1966, by which it established the United Nations Commission on International Trade Law with a mandate to further the progressive harmonization and unification of the law of international trade and in that respect to bear in mind the interests of all peoples, in particular those of developing countries, in the extensive development of international trade,

*Conscious* of the important role played by negotiable transport documents in facilitating trade finance and the sale of goods in transit,

*Convinced* of the desirability of establishing uniform rules for negotiable transport documents covering all modes of transport, including multimodal transport, thereby supporting the growth of door-to-door transportation,

*Acknowledging* that digital transformation in international trade depends on reliable systems and data, which in turn can enhance operational efficiency and support end-to-end digitalization,

*Convinced* that certainty with regard to the legal effect of negotiable cargo documents, as well as the rights and liability of the holder, will encourage the acceptance of such documents by banks, financial institutions and other stakeholders, thereby fostering international trade and contributing to economic growth,

*Convinced also* that a sound legal framework will reduce the costs of trade along inland routes and will assist both landlocked countries and countries with large mainland territories in integrating more effectively into global supply chains,

*Convinced further* that such a framework will support interested countries, including coastal countries, in the digitization of negotiable transport documents,

*Noting* that the preparation of the draft convention on negotiable cargo documents was the subject of due deliberation in the Commission and that the draft convention benefited from consultations with Governments and interested intergovernmental and international non-governmental organizations,

*Expressing its appreciation* to the International Civil Aviation Organization, the Intergovernmental Organization for International Carriage by Rail and the Organization for Cooperation between Railways for their contributions to the development of the draft convention,

*Taking note* of the decision of the Commission at its fifty-eighth session to submit the draft convention to the General Assembly for its consideration,<sup>1</sup>

*Taking note with satisfaction* of the draft convention approved by the Commission,<sup>2</sup>

*Expressing its appreciation* to the Government of Ghana for its offer to host a signing ceremony for the Convention in Accra,

1. *Commends* the United Nations Commission on International Trade Law for preparing the draft convention on negotiable cargo documents;

<sup>1</sup> *Official Records of the General Assembly, Eightieth Session, Supplement No. 17 (A/80/17)*, para. 128.

<sup>2</sup> *Ibid.*, annex I.

2. *Adopts* the United Nations Convention on Negotiable Cargo Documents, contained in the annex to the present resolution;

3. *Authorizes* a ceremony for the opening for signature of the Convention to be held as soon as practicable in the second half of 2026 in Accra, upon which occasion the Convention will be open for signature, and recommends that the Convention be known as the Accra Convention on Negotiable Cargo Documents;

4. *Calls upon* those Governments and regional economic integration organizations that wish to modernize their legal frameworks on negotiable transport documents to consider becoming Parties to the Convention.

## Annex

### United Nations Convention on Negotiable Cargo Documents

*The States Parties to this Convention,*

*Reaffirming* their belief that international trade on the basis of equality and mutual benefit is a key factor in promoting friendly relations among States,

*Conscious* of the important role played by negotiable transport documents in facilitating trade finance and the sale of goods in transit,

*Convinced* of the desirability of establishing uniform rules for negotiable transport documents covering all modes of transport, including multimodal transport, thereby supporting the growth of door-to-door transportation,

*Acknowledging* that digital transformation in international trade depends on reliable systems and data, which in turn can enhance operational efficiency and support end-to-end digitalization,

*Convinced* that certainty with regard to the legal effect of negotiable cargo documents, as well as the rights and liability of the holder, will encourage the acceptance of such documents by banks, financial institutions and other stakeholders, thereby fostering international trade and contributing to economic growth,

*Convinced also* that a sound legal framework could help to reduce the costs of trade along inland routes and will assist both landlocked countries and countries with large mainland territories in integrating more effectively into global supply chains,

*Have agreed* as follows:

## Chapter I

### General provisions

#### Article 1

##### Scope of application

1. This Convention applies to the issuance, transfer and legal effects of a negotiable cargo document that contains a conspicuous reference to this Convention in connection with the international transport of goods by one or more than one mode of transport if:

(a) The place of taking in charge of the goods by the transport operator as indicated in the negotiable cargo document is located in a State Party;

(b) The place of delivery of the goods by the transport operator as indicated in the negotiable cargo document is located in a State Party; or

(c) The place of issuance of the negotiable cargo document as indicated in the negotiable cargo document is located in a State Party.

2. This Convention does not affect the application of any international convention or national law relating to the regulation and control of transport operations.

3. Except as otherwise provided for herein, this Convention does not modify the rights and obligations of the transport operator, consignor or consignee or their liability under applicable international conventions or national law governing the transport contract.

*Article 2*

*Definitions*

For the purposes of this Convention:

1. “Consignor” means a person with which the transport operator has concluded a transport contract.

2. “Consignee” means a person named in the transport contract as the person entitled to take delivery of the goods.

3. “Electronic record” means information generated, communicated, received or stored by electronic means, including, where appropriate, all information logically associated with, or otherwise linked together so as to become part of, the record, whether generated contemporaneously or not.

4. “Holder” means a person that is in possession of a negotiable cargo document and is identified in it as the consignor, as the person to whose order it is issued or as the person to which the document is duly endorsed, or, if the document is an order document endorsed in blank, is the bearer thereof.

5. “Negotiable cargo document” means a paper document or an electronic record signed and issued by the transport operator that indicates by wording such as “to order” or “negotiable” or an equivalent expression that the goods as specified in the document have been taken in charge by the transport operator and consigned to the order of the holder.

6. “Transport contract” means a contract whereby the transport operator undertakes to perform international transport of goods for reward.

7. “Transport document” means a document that:

(a) Evidences or contains the transport contract; and

(b) Evidences the taking in charge of the goods for transport under the transport contract.

8. “Transport operator” means a person that concludes a transport contract with the consignor and that assumes responsibility for the performance of the contract, irrespective of whether or not that person performs the transport itself.

**Chapter II**

**Issuance, content and legal effect of negotiable cargo documents**

*Article 3*

*Issuance of a negotiable cargo document*

1. If so agreed between the transport operator and the consignor, the transport operator shall issue a negotiable cargo document, in the medium agreed upon, that contains a conspicuous reference to this Convention.

2. The transport operator and the consignor shall agree on the method of issuing a negotiable cargo document, which may include:

- (a) Entering an annotation signed by the transport operator in each original of the transport document; or
- (b) Issuing a stand-alone negotiable cargo document where no transport document has been issued or where a transport document has been issued and cancelled.

3. Where the parties have agreed on the method described in paragraph 2 (a) of this article, the annotation shall contain, in a conspicuous manner, the indication set out in article 2, paragraph 5, as well as a statement indicating that the transport document is to serve as a negotiable cargo document from a specified date.

4. The negotiable cargo document shall be issued when the goods are taken in charge by the transport operator. If so agreed between the transport operator and the consignor, where a transport document has been issued, the transport operator may issue the negotiable cargo document at a later stage.

5. The transport operator that issues a negotiable cargo document shall not request the issuance of a negotiable transport document in respect of the goods to which the negotiable cargo document relates.

6. The negotiable cargo document may be made out to order or to the order of a named person. If the negotiable cargo document fails to name the person to whose order it is made out, it shall be deemed to be made out to the order of the consignor.

*Article 4*

*Contents of the negotiable cargo document*

1. The negotiable cargo document shall indicate:
  - (a) The name and address of the transport operator;
  - (b) The name and address of the consignor;
  - (c) The following particulars as furnished by the consignor:
    - (i) the general nature of the goods;
    - (ii) the leading marks necessary for identification of the goods;
    - (iii) an express statement, if applicable, as to the dangerous character of the goods;
    - (iv) the number of packages or pieces; and
    - (v) the gross weight of the goods or their quantity otherwise expressed;
  - (d) The apparent order and condition of the goods as taken in charge by the transport operator;
  - (e) The place and date of taking in charge of the goods by the transport operator;
  - (f) The place and date of issuance of the negotiable cargo document;
  - (g) The terms of the transport contract, if issued as a stand-alone negotiable cargo document;
  - (h) The place of delivery of the goods;
  - (i) The number of originals of the negotiable cargo document; and
  - (j) A statement as to whether the freight has been prepaid or an indication as to whether the freight is payable at destination.

2. The negotiable cargo document may further indicate:

- (a) The date or the period of delivery of the goods at the place of delivery, if expressly agreed upon between the consignor and the transport operator;
- (b) The intended journey route, mode of transport, places of trans-shipment and information enabling tracking of the goods;
- (c) The law applicable to the transport contract, in particular any international convention to which the transport contract is subject; and
- (d) Any other particulars that the consignor and the transport operator agree to insert in the negotiable cargo document.

*Article 5*

*Deficiencies in the negotiable cargo document*

- 1. The absence of one or more of the particulars referred to in article 4, paragraph 1, does not of itself affect the legal effect or validity of the document as a negotiable cargo document provided that the document nevertheless falls within the definition of negotiable cargo document as set out in article 2, paragraph 5.
- 2. Nothing in paragraph 1 affects the liability of the transport operator under applicable law for any deficiency in the negotiable cargo document.
- 3. If the negotiable cargo document includes a date but fails to indicate the significance of that date, the date is deemed to be the date of issuance of the negotiable cargo document.
- 4. If the annotation referred to in article 3, paragraph 3, does not state the date from which the transport document is to serve as a negotiable cargo document, the transport document is deemed to serve that function from the date of its issuance.
- 5. If the negotiable cargo document does not include the date of taking in charge of the goods by the transport operator, the goods are deemed to have been taken in charge by the transport operator on the date of issuance of the negotiable cargo document.
- 6. If the negotiable cargo document fails to state the apparent order and condition of the goods at the time the transport operator takes them in charge, it shall be deemed to state that the goods were in apparent good order and condition at the time the transport operator took them in charge.

*Article 6*

*Evidentiary effect of the negotiable cargo document*

- 1. The transport operator may qualify any of the information in the negotiable cargo document furnished by the consignor and referred to in article 4, paragraph 1 (c), to indicate that the transport operator does not assume responsibility for the accuracy of such information if it has:
  - (a) Either actual knowledge or reasonable grounds to believe that any such information is false or misleading; or
  - (b) No reasonable means of checking such information.
- 2. Except to the extent that the information furnished by the consignor has been qualified in the manner set out in paragraph 1, the negotiable cargo document shall constitute *prima facie* evidence of the taking in charge of the goods by the transport operator as stated in the negotiable cargo document.

3. If the negotiable cargo document has been transferred to a third party acting in good faith in reliance on any of the information therein, proof to the contrary by the transport operator in respect of any information in the negotiable cargo document shall not be admissible against that third party, except to the extent that the information furnished by the consignor has been qualified in the manner set out in paragraph 1.

### **Chapter III** **Rights and liability of the holder**

#### *Article 7*

##### *Rights of the holder of a negotiable cargo document*

1. Upon the issuance of a negotiable cargo document, the rights provided for in the negotiable cargo document can be exercised only by the holder, which shall include the right to demand delivery of the goods at destination.

2. A person other than the consignor that becomes a holder of the negotiable cargo document shall, by virtue of becoming the holder, have acquired the right to bring a claim against the transport operator and, where applicable, the right of disposal under the transport contract, as well as those rights provided for in the law applicable to the transport contract, as if it were a party to that contract.

3. The transport operator may not invoke against a holder that is not the consignor any terms of the transport contract that are inconsistent with the express terms of the negotiable cargo document.

4. The issuance and initial transfer of possession of a negotiable cargo document, as well as any subsequent transfers, to the holder shall have the same effect, for the purpose of acquisition of rights to the goods, as the physical handing over of the goods.

5. In order to exercise its rights, the holder shall present the negotiable cargo document to the transport operator. If the negotiable cargo document states that more than one original has been issued, the holder shall present all originals to exercise the right of disposal.

#### *Article 8*

##### *Missing information, instructions or documents*

If the transport operator needs information, instructions or documents relating to the goods in order to perform its obligations, it shall seek that information or those instructions or documents from the holder of the negotiable cargo document. If the transport operator, after reasonable effort, is unable to obtain that information or those instructions or documents within a reasonable time, it shall proceed in accordance with the transport contract.

#### *Article 9*

##### *Liability of the holder*

1. A holder of the negotiable cargo document that is not the consignor and that does not exercise any right in accordance with article 7 does not assume any liability under the transport contract solely by reason of being a holder of the negotiable cargo document.

2. A holder of the negotiable cargo document that is not the consignor and that exercises a right in accordance with article 7 assumes any liability:

(a) Attributable to the person exercising such a right under the law applicable to the transport contract; or

(b) That arises from the exercise of that right under the transport contract to the extent that such liability is ascertainable from the negotiable cargo document; as if it were a party to the transport contract.

*Article 10*

*Delivery of the goods*

1. Delivery of the goods may be demanded from the transport operator only against surrender of the negotiable cargo document by the holder.

2. If more than one original of the negotiable cargo document has been issued, delivery of the goods may be demanded against surrender of one original. If the negotiable cargo document states that more than one original has been issued, the other originals will cease to have any effect or validity after the surrender of one original.

*Article 11*

*Transfer of rights of the holder*

A holder transfers the rights provided for in the negotiable cargo document to another person:

(a) By endorsement either to such person or in blank and by the transfer of possession of the negotiable cargo document to that person; or

(b) By mere transfer of possession of the negotiable cargo document to that person, if the last endorsement is in blank.

**Chapter IV**

**Special conditions for electronic negotiable cargo documents**

*Article 12*

*Requirements for an electronic negotiable cargo document*

1. A negotiable cargo document may be in the form of an electronic record provided that a reliable method is used:

(a) To identify that electronic record as the negotiable cargo document;

(b) To render that electronic record capable of being subject to control from its issuance until it ceases to have any effect or validity; and

(c) To retain the integrity of that electronic record.

2. The criterion for assessing integrity shall be whether information contained in the negotiable cargo document, including any authorized change that arises from its issuance until it ceases to have any effect or validity, has remained complete and unaltered apart from any change which arises in the normal course of communication, storage and display.

*Article 13*

*Content requirements*

For the purposes of this Convention, a requirement for information to be contained in a negotiable cargo document is met with respect to an electronic record if the information contained therein is accessible so as to be usable for subsequent reference.

*Article 14**Signature requirements*

For the purposes of this Convention, a requirement for a negotiable cargo document to be signed is met with respect to an electronic record if a reliable method is used to identify the signatory and to indicate that person's intention in respect of the information contained in the electronic record.

*Article 15**Possession requirements*

1. For the purposes of this Convention, a requirement for a negotiable cargo document to be possessed is met with respect to an electronic record if a reliable method is used:

- (a) To establish exclusive control of that electronic record by a person; and
- (b) To identify that person as the person in control.

2. A requirement to transfer possession of a negotiable cargo document is met with respect to an electronic record through the transfer of control over the electronic record.

*Article 16**Endorsement requirements*

For the purposes of this Convention, a requirement for a negotiable cargo document to be endorsed is met if the information required for the endorsement is included in the electronic record and that information is compliant with the requirements set forth in articles 13 and 14.

*Article 17**Change of medium*

1. If so agreed between the transport operator and the holder, the transport operator shall change the medium of the negotiable cargo document from a paper document to an electronic record or from an electronic record to a paper document provided that a reliable method for the change of medium is used.

2. For the change of medium to take effect:

(a) The holder shall surrender to the transport operator all originals of the negotiable cargo document in its previous medium; and

(b) The negotiable cargo document in its new medium shall include a statement that it replaces the negotiable cargo document in its previous medium.

3. Upon a change of medium, all originals of the negotiable cargo document in its previous medium shall be made inoperative and cease to have any effect or validity.

4. A change of medium in accordance with this article shall not affect the rights and obligations of the parties.

*Article 18**General reliability standard*

The method referred to in this chapter shall be:

(a) As reliable as appropriate for the fulfilment of the function for which the method is being used, in the light of all relevant circumstances, which may include:

- (i) Any operational rules relevant to the assessment of reliability;

- (ii) The assurance of data integrity;
- (iii) The ability to prevent unauthorized access to and use of the system used to implement the method;
- (iv) The security of hardware and software;
- (v) The regularity and extent of audit by an independent body;
- (vi) The existence of a declaration by a supervisory body, an accreditation body or a voluntary scheme regarding the reliability of the method;
- (vii) Any applicable industry standard; or

(b) Proven in fact to have fulfilled the function by itself or together with further evidence.

## **Chapter V**

### **Final clauses**

#### *Article 19*

##### *Depositary*

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

#### *Article 20*

##### *Signature, ratification, acceptance, approval, accession*

1. This Convention is open for signature by all States.
2. This Convention is subject to ratification, acceptance or approval by the signatories.
3. This Convention is open for accession by all States that are not signatories as from the date it is open for signature.
4. Instruments of ratification, acceptance, approval or accession are to be deposited with the depositary.

#### *Article 21*

##### *Participation by regional economic integration organizations*

1. A regional economic integration organization that is constituted by States and has competence over certain matters governed by this Convention may similarly sign, ratify, accept, approve or accede to the Convention. The regional economic integration organization shall in that case have the rights and obligations of a State Party, to the extent that that organization has competence over matters governed by this Convention. For the purposes of articles 25 and 26, an instrument deposited by a regional economic integration organization shall not be counted in addition to the instruments deposited by its member States.
2. The regional economic integration organization shall make a declaration specifying the matters governed by this Convention in respect of which competence has been transferred to that organization by its member States. The regional economic integration organization shall promptly notify the depositary of any changes to the distribution of competence, including new transfers of competence, specified in the declaration made under this paragraph.
3. Any reference to a "State", "States", "State Party" or "States Parties" in this Convention applies equally to a regional economic integration organization where the context so requires.

*Article 22**Non-unified legal systems*

1. If a State has two or more territorial units in which different systems of law are applicable in relation to the matters dealt with in this Convention, it may declare that this Convention shall extend to all its territorial units or only to one or more of them.
2. Declarations made under this article shall state expressly the territorial units to which this Convention extends.
3. If a State makes a declaration under paragraph 1 that this Convention shall extend to one or more but not all its territorial units, a place located in a territorial unit to which this Convention does not extend is not considered to be in a State Party for the purposes of this Convention.
4. If a State makes no declaration under paragraph 1, this Convention shall extend to all territorial units of that State.

*Article 23**Procedure and effects of declarations*

1. Declarations under article 21, paragraph 2, and article 22, paragraph 1, shall be made at the time of signature, ratification, acceptance, approval or accession. Declarations made at the time of signature are subject to confirmation upon ratification, acceptance or approval.
2. Declarations and their confirmations shall be made in writing and formally notified to the depositary.
3. A declaration takes effect simultaneously with the entry into force of this Convention in respect of the State concerned.
4. Any State that makes a declaration under article 21, paragraph 2, and article 22, paragraph 1, may modify or withdraw it at any time by a formal notification in writing addressed to the depositary. The modification or withdrawal shall take effect 180 days after the date of the receipt of the notification by the depositary. If the depositary receives the notification of the modification or withdrawal before the entry into force of this Convention in respect of the State concerned, the modification or withdrawal shall take effect simultaneously with the entry into force of this Convention in respect of that State.

*Article 24**Reservations*

1. A State may declare, at the time of the deposit of its instrument of ratification, acceptance, approval or accession or at any time thereafter, that it will not apply this Convention to any negotiable transport document that evidences or contains a contract for the carriage of goods wholly by sea governed by an international convention to which it is a State Party.
2. Article 23, paragraphs 2 to 4, apply to reservations made under paragraph 1.
3. No reservations are permitted except as expressly authorized in this article.

*Article 25**Entry into force*

1. This Convention shall enter into force 180 days after the date of the deposit of the tenth instrument of ratification, acceptance, approval or accession.

2. When a State ratifies, accepts, approves or accedes to this Convention after the deposit of the tenth instrument of ratification, acceptance, approval or accession, this Convention shall enter into force in respect of that State 180 days after the date of the deposit of its instrument of ratification, acceptance, approval or accession.

*Article 26*

*Amendment*

1. Any State Party may propose an amendment to this Convention by submitting it to the Secretary-General of the United Nations. The Secretary-General shall thereupon communicate the proposed amendment to the States Parties with a request that they indicate whether they favour a conference of States Parties for the purpose of considering and voting upon the proposal. In the event that within 120 days from the date of such communication at least one third of the States Parties favour such a conference, the Secretary-General shall convene the conference under the auspices of the United Nations.

2. The conference of States Parties shall make every effort to achieve consensus on each amendment. If all efforts at consensus are exhausted and no consensus is reached, the amendment shall, as a last resort, require for its adoption a two-thirds majority vote of the States Parties present and voting at the conference. For the purposes of this paragraph, the vote of a regional economic integration organization shall not be counted.

3. An adopted amendment shall be submitted by the depositary to all States Parties for ratification, acceptance or approval.

4. An adopted amendment shall enter into force 180 days after the date of deposit of the tenth instrument of ratification, acceptance or approval. When an amendment enters into force, it shall be binding on those States Parties that have expressed consent to be bound by it.

5. When a State Party ratifies, accepts or approves an amendment following the deposit of the tenth instrument of ratification, acceptance or approval, the amendment shall enter into force in respect of that State Party 180 days after the date of the deposit of its instrument of ratification, acceptance or approval.

*Article 27*

*Denunciation*

1. A State Party may denounce this Convention by a formal notification in writing addressed to the depositary. The denunciation may be limited to certain territorial units of a non-unified legal system to which this Convention applies.

2. The denunciation shall take effect 365 days after the date of the receipt of the notification by the depositary. Where a longer period for the denunciation to take effect is specified in the notification, the denunciation shall take effect upon the expiration of such longer period after the date of the receipt of the notification by the depositary.

DONE in a single original, of which the Arabic, Chinese, English, French, Russian and Spanish texts are equally authentic.