

United Nations Convention On The Limitation Period In The International Sale Of Goods (New York, 14 June 1974)

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1 **United Nations Convention on the Limitation Period in
the International Sale of Goods (New York, 14 June
1974)**

2 **Preamble**

3 The States Parties to the present Convention,
4 Considering that international trade is an important factor in the
promotion of friendly relations amongst States,
5 Believing that the adoption of uniform rules governing the limitation
period in the international sale of goods would facilitate the devel-
opment of world trade,
6 Have agreed as follows:

7 **PART I. Substantive Provisions**

8 Sphere of application

9 **Article 1**

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

11 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.

12 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; 13

(b) "creditor" means a party who asserts a claim, whether or not
such a claim is for a sum of money; 14

(c) "debtor" means a party against whom a creditor asserts a
claim. 15

(d) "breach of contract" means the failure of a party to perform
the contract or any performance not in conformity with the con-
tract; 16

(e) "legal proceedings" includes judicial, arbitral and administrative
proceedings; 17

(f) "person" includes corporation, company, partnership, associ-
ation or entity, whether private or public, which can sue or be
sued; 18

(g) "writing" includes telegram and telex; 19

(h) "year" means a year according to the Gregorian calendar. 20

21 **Article 2**

22 For the purposes of this Convention:

(a) a contract of sale of goods shall be considered international if,
at the time of the conclusion of the contract, the buyer and the seller
have their places of business in different States; 23

(b) the fact that the parties have their places of business in differ-
ent States shall be disregarded whenever this fact does not appear
either from the contract or from any dealings between, or from in-
formation disclosed by, the parties at any time before or at the con-
clusion of the contract; 24

(c) where a party to a contract of sale of goods has places of business in more than one State, the place of business shall be that which has the closest relationship to the contract and its performance, having regard to the circumstances known to or contemplated by the parties at the time of the conclusion of the contract;

26 (d) where a party does not have a place of business, reference shall be made to his habitual residence;

27 (e) neither the nationality of the parties nor the civil or commercial character of the parties or of the contract shall be taken into consideration.

28 Article 3

29 1. This Convention shall apply only if, at the time of the conclusion of the contract, the places of business of the parties to a contract of international sale of goods are in Contracting States.

30 2. Unless this Convention provides otherwise, it shall apply irrespective of the law which would otherwise be applicable by virtue of the rules of private international law.

31 3. This Convention shall not apply when the parties have expressly excluded its application.

32 Article 4

33 This Convention shall not apply to sales:

34 (a) of goods bought for personal, family or household use;

35 (b) by auction;

36 (c) on execution or otherwise by authority of law;

(d) of stocks, shares, investment securities, negotiable instruments or money;

(e) of ships, vessels or aircraft; 38

(f) of electricity. 39

Article 5 40

This Convention shall not apply to claims based upon: 41

(a) death of, or personal injury to, any person; 42

(b) nuclear damage caused by the goods sold; 43

(c) a lien, mortgage or other security interest in property; 44

(d) a judgement or award made in legal proceedings; 45

(e) a document on which direct enforcement or execution can be obtained in accordance with the law of the place where such enforcement or execution is sought; 46

(f) a bill of exchange, cheque or promissory note. 47

Article 6 48

1. This Convention shall not apply to contracts in which the preponderant part of the obligations of the seller consists in the supply of labour or other services. 49

2. Contracts for the supply of goods to be manufactured or produced shall be considered to be sales, unless the party who orders the goods undertakes to supply a substantial part of the materials necessary for such manufacture or production. 50

Article 7

In the interpretation and application of the provisions of this Convention, regard shall be had to its international character and to the need to promote uniformity.

The duration and commencement of the limitation period

Article 8

The limitation period shall be four years.

Article 9

1. Subject to the provisions of articles 10, 11 and 12 the limitation period shall commence on the date on which the claim accrues.

2. The commencement of the limitation period shall not be postponed by:

(a) a requirement that the party be given a notice as described in paragraph 2 of article 1, or

(b) a provision in an arbitration agreement that no right shall arise until an arbitration award has been made.

Article 10

1. A claim arising from a breach of contract shall accrue on the date on which such breach occurs.

2. A claim arising from a defect or other lack of conformity shall accrue on the date on which the goods are actually handed over to, or their tender is refused by, the buyer.

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3. A claim based on fraud committed before or at the time of the conclusion of the contract or during its performance shall accrue on the date on which the fraud was or reasonably could have been discovered.

Article 11

If the seller has given an express undertaking relating to the goods which is stated to have effect for a certain period of time, whether expressed in terms of a specific period of time or otherwise, the limitation period in respect of any claim arising from the undertaking shall commence on the date on which the buyer notifies the seller of the fact on which the claim is based, but not later than on the date of the expiration of the period of the undertaking.

Article 12

1. If, in circumstances provided for by the law applicable to the contract, one party is entitled to declare the contract terminated before the time for performance is due, and exercises this right, the limitation period in respect of a claim based on any such circumstances shall commence on the date on which the declaration is made to the other party. If the contract is not declared to be terminated before performance becomes due, the limitation period shall commence on the date on which performance is due.

2. The limitation period in respect of a claim arising out of a breach by one party of a contract for the delivery of or payment for goods by instalments shall, in relation to each separate instalment, commence on the date on which the particular breach occurs. If, under the law applicable to the contract, one party is entitled to declare the contract terminated by reason of such breach, and exercises this right, the limitation period in respect of all relevant instalments

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shall commence on the date on which the declaration is made to
the other party. 78

70 Cessation and extension of the limitation period

71 **Article 13**

72 The limitation period shall cease to run when the creditor performs
any act which, under the law of the court where the proceedings
are instituted, is recognized as commencing judicial proceedings
against the debtor or as asserting his claim in such proceedings
already instituted against the debtor, for the purpose of obtaining
satisfaction or recognition of his claim.

73 **Article 14**

74 1. Where the parties have agreed to submit to arbitration, the limita-
tion period shall cease to run when either party commences arbitral
proceedings in the manner provided for in the arbitration agreement
or by the law applicable to such proceedings.

75 2. In the absence of any such provision, arbitral proceedings shall
be deemed to commence on the date on which a request that the
claim in dispute be referred to arbitration is delivered at the habitual
residence or place of business of the other party or, if he has no
such residence or place of business, then at his last known resi-
dence or place of business.

76 **Article 15**

77 In any legal proceedings other than those mentioned in articles 13
and 14, including legal proceeding commenced upon the occur-
rence of:

(a) the death or incapacity of the debtor,

(b) the bankruptcy or any state of insolvency affecting the whole of 79
the property of the debtor, or

(c) the dissolution or liquidation of a corporation, company, part- 80
nership, association or entity when it is the debtor.

The limitation period shall cease to run when the creditor asserts 81
his claim in such proceedings for the purpose of obtaining satis-
faction or recognition of the claim, subject to the law governing the
proceedings.

82 **Article 16**

83 For the purposes of articles 13, 14 and 15, any act performed by
way of counterclaim shall be deemed to have been performed on
the same date as the act performed in relation to the claim against
which the counterclaim is raised, provided that both the claim and
the counterclaim relate to the same contract or to several contracts
concluded in the course of the same transaction.

84 **Article 17**

85 1. Where a claim has been asserted in legal proceedings within
the limitation period in accordance with article 13, 14, 15 or 16,
but such legal proceedings have ended without a decision binding
on the merits of the claim, the limitation period shall be deemed to
have continued to run.

86 2. If, at the time such legal proceedings ended, the limitation period
has expired or has less than one year to run, the creditor shall be
entitled to a period of one year from the date on which the legal
proceedings ended.

87 **Article 18**

88 1. Where legal proceedings have been commenced against one debtor, the limitation period prescribed in this Convention shall cease to run against any other party jointly and severally liable with the debtor, provided that the creditor informs such party in writing within that period that the proceedings have been commenced.

89 2. Where legal proceedings have been commenced by a subpurchaser against the buyer, the limitation period prescribed in this Convention shall cease to run in relation to the buyer's claim over against the seller, if the buyer informs the seller in writing within that period that the proceedings have been commenced.

90 3. Where the legal proceedings referred to in paragraphs 1 and 2 of this article have ended, the limitation period in respect of the claim of the creditor or the buyer against the party jointly and severally liable or against the seller shall be deemed not to have ceased running by virtue of paragraphs 1 and 2 of this article, but the creditor or the buyer shall be entitled to an additional year from the date on which the legal proceedings ended, if at that time the limitation period had expired or had less than one year to run.

91 **Article 19**

92 Where the creditor performs, in the State in which the debtor has his place of business and before the expiration of the limitation period, any act, other than the acts described in articles 13, 14, 15 and 16, which under the law of that State has the effect of recommencing a limitation period, a new limitation period of four years shall commence on the date prescribed by that law.

93 **Article 20**

94 1. Where the debtor, before the expiration of the limitation period, acknowledges in writing his obligation to the creditor, a new limitation period of four years shall commence to run from the date of such acknowledgement.

95 2. Payment of interest or partial performance of an obligation by the debtor shall have the same effect as an acknowledgement under paragraph (1) of this article if it can reasonably be inferred from such payment or performance that the debtor acknowledges that obligation.

Article 21

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97 Where, as a result of a circumstance which is beyond the control of the creditor and which he could neither avoid nor overcome, the creditor has been prevented from causing the limitation period to cease to run, the limitation period shall be extended so as not to expire before the expiration of one year from the date on which the relevant circumstance ceased to exist.

98 Modification of the limitation period by the parties

Article 22

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100 1. The limitation period cannot be modified or affected by any declaration or agreement between the parties, except in the cases provided for in paragraph (2) of this article.

101 2. The debtor may at any time during the running of the limitation period extend the period by a declaration in writing to the creditor. This declaration may be renewed.

102 3. The provisions of this article shall not affect the validity of a

clause in the contract of sale which stipulates that arbitral proceedings shall be commenced within a shorter period of limitation than that prescribed by this Convention, provided that such clause is valid under the law applicable to the contract of sale.

103 General limit of the limitation period

104 **Article 23**

105 Notwithstanding the provisions of this Convention, a limitation period shall in any event expire not later than 10 years from the date on which it commenced to run under articles 9, 10, 11 and 12 of this Convention.

106 Consequences of the expiration of the limitation period

107 **Article 24**

108 Expiration of the limitation period shall be taken into consideration in any legal proceedings only if invoked by a party to such proceedings.

109 **Article 25**

110 1. Subject to the provisions of paragraph (2) of this article and of article 24, no claim shall be recognized or enforced in any legal proceedings commenced after the expiration of the limitation period.

111 2. Notwithstanding the expiration of the limitation period, one party may rely on his claim as a defence or for the purpose of set-off against a claim asserted by the other party, provided that in the latter case this may only be done:

112 (a) if both claims relate to the same contract or to several contracts

concluded in the course of the same transaction; or

(b) if the claims could have been set-off at any time before the expiration of the limitation period. 113

Article 26 114

Where the debtor performs his obligation after the expiration of the limitation period, he shall not on that ground be entitled in any way to claim restitution even if he did not know at the time when he performed his obligation that the limitation period had expired. 115

Article 27 116

The expiration of the limitation period with respect to a principal debt shall have the same effect with respect to an obligation to pay interest on that debt. 117

Calculation of the period 118

Article 28 119

1. The limitation period shall be calculated in such a way that it shall expire at the end of the day which corresponds to the date on which the period commenced to run. If there is no such corresponding date, the period shall expire at the end of the last day of the last month of the limitation period. 120

2. The limitation period shall be calculated by reference to the date of the place where the legal proceedings are instituted. 121

Article 29 122

Where the last day of the limitation period falls on an official holiday 123

or other dies non juridicus precluding the appropriate legal action in the jurisdiction where the creditor institutes legal proceedings or asserts a claim as envisaged in article 13, 14 or 15, the limitation period shall be extended so as not to expire until the end of the first day following that official holiday or dies non juridicus on which such proceedings could be instituted or on which such a claim could be asserted in that jurisdiction.

124 International effect

125 **Article 30**

126 The acts and circumstances referred to in articles 13 through 19 which have taken place in one Contracting State shall have effect for the purposes of this Convention in another Contracting State, provided that the creditor has taken all reasonable steps to ensure that the debtor is informed of the relevant act or circumstances as soon as possible.

127 **PART II. Implementation**

128 **Article 31**

129 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 or accession, declare that this Convention shall 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.

130 2. These declarations shall be notified to the Secretary-General of the United Nations and shall state expressly the territorial units to which the Convention applies.

3. If a Contracting State described in paragraph (1) of this article makes no declaration at the time of signature, ratification or accession, the Convention shall have effect within all territorial units of that State. 131

Article 32 132

Where in this Convention reference is made to the law of a State in which different systems of law apply, such reference shall be construed to mean the law of the particular legal system concerned. 133

Article 33 134

Each Contracting State shall apply the provisions of this Convention to contracts concluded on or after the date of the entry into force of this Convention. 135

PART III. Declarations and Reservations 136

Article 34 137

Two or more Contracting States may at any time declare that contracts of sale between a seller having a place of business in one of these States and a buyer having a place of business in another of these States shall not be governed by this Convention, because they apply to the matters governed by this Convention the same or closely related legal rules. 138

Article 35 139

A Contracting State may declare, at the time of the deposit of 140

its instrument of ratification or accession, that it will not apply the provisions of this Convention to actions for annulment of the contract.

141 **Article 36**

142 Any State may declare, at the time of the deposit of its instrument of ratification or accession, that it shall not be compelled to apply the provisions of article 24 of this Convention.

143 **Article 37**

144 This Convention shall not prevail over conventions already entered into or which may be entered into, and which contain provisions concerning the matters covered by this Convention, provided that the seller and buyer have their places of business in States parties to such a convention.

145 **Article 38**

146 1. A Contracting State which is a party to an existing convention relating to the international sale of goods may declare, at the time of the deposit of its instrument of ratification or accession, that it will apply this Convention exclusively to contracts of international sale of goods as defined in such existing convention.

147 2. Such declaration shall cease to be effective on the first day of the month following the expiration of 12 months after a new convention on the international sale of goods, concluded under the auspices of the United Nations, shall have entered into force.

Article 39

No reservation other than those made in accordance with articles 34, 35, 36 and 38 shall be permitted. 149

Article 40

1. Declaration made under this Convention shall be addressed to the Secretary-General of the United Nations and shall take effect simultaneously with the entry of this Convention into force in respect of the State concerned, except declarations made thereafter. The latter declarations shall take effect on the first day of the month following the expiration of six months after the date of their receipt by the Secretary-General of the United Nations. 151

2. Any State which has made a declaration under this Convention may withdraw it at any time by a notification addressed to the Secretary-General of the United Nations. Such withdrawal shall take effect on the first day of the month following the expiration of six months after the date of the receipt of the notification by the Secretary-General of the United Nations. In the case of a declaration made under article 34 of this Convention, such withdrawal shall also render inoperative, as from the date on which the withdrawal takes effect, any reciprocal declaration made by another State under that article. 152

PART IV. Final Clauses

Article 41

This Convention shall be open until 31 December 1975 for signature by all States at the Headquarters of the United Nations. 155

156 **Article 42**

157 This Convention is subject to ratification. The instruments of ratification shall be deposited with the Secretary-General of the United Nations.

158 **Article 43**

159 This Convention shall remain open for accession by any State. The instruments of accession shall be deposited with the Secretary-General of the United States.

160 **Article 44**

161 1. This Convention shall enter into force on the first day of the month following the expiration of six months after the date of the deposit of the tenth instrument of ratification or accession.

162 2. For each State ratifying or acceding to this Convention after the deposit of the tenth instrument of ratification or accession, this Convention shall enter into force on the first day of the month following the expiration of six months after the date of the deposit of its instrument of ratification or accession.

163 **Article 45**

164 1. Any Contracting State may denounce this Convention by notifying the Secretary-General of the United Nations to that effect.

165 2. The denunciation shall take effect on the first day of the month following the expiration of 12 months after receipt of the notification by the Secretary-General of the United Nations.

166 **Article 46**

The original of this Convention, of which the Chinese, English, French, Russian and Spanish texts are equally authentic, shall be deposited with the Secretary-General of the United Nations. 167

Metadata

SiSU Metadata, document information

Document Manifest @:

http://www.jus.uio.no/lm/un.limitation.period.sog.convention.1974/sisu_manifest.html

Title: United Nations Convention On The Limitation Period In The International Sale Of Goods (New York, 14 June 1974)

Creator: United Nations (UN)

Rights: Copyright (C) 1974 United Nations (UN)

Subject: international sales, sale of goods

Publisher: SiSU <http://www.jus.uio.no/sisu> (this copy)

Date: 1974-06-14

Topics Registered: United Nations:contracts:sale of goods:limitation period:convention;-contracts;sale of goods:limitation period:convention

Version Information

Sourcefile: un.limitation.period.sog.convention.1974.sst

Filetype: SiSU text 2.0

Source Digest: SHA256(un.limitation.period.sog.convention.1974.sst)=1d33253f-4cc76d80ded5c26c2920193c244a73cf1a3c1c058c5126ca7af55fd1

Skin Digest: SHA256(skin_lm.rb)=5acda64a9532f9ef6b71693da2b471d4efac2f23-a8499e68de066eec8ea9b8e9

Generated

Document (dal) last generated: Tue Sep 21 18:07:27 -0400 2010

Generated by: SiSU 2.6.3 of 2010w30/3 (2010-07-28)

Ruby version: ruby 1.8.7 (2010-08-16 patchlevel 302) [i486-linux]