

# Convention on the Law Applicable to International Sales of Goods

Done at: The Hague

Date enacted: 1955-06-15

In force: 1964-09-01

The States signatory to this Convention;

Desiring to establish common provisions concerning the law applicable to sales of goods;

Have resolved to conclude a Convention for this purpose and have agreed on the following provisions:

## Article 1

This Convention shall apply to international sales of goods.

It shall not apply to sales of securities, to sales of ships and of registered boats or aircraft, or to sales upon judicial order or by way of execution. It shall apply to sales based on documents.

For the purposes of this Convention, contracts to deliver goods to be manufactured or produced shall be placed on the same footing as sales provided the party who assumes delivery is to furnish the necessary raw materials for their manufacture or production.

The mere declaration of the parties, relative to the application of a law or the competence of a judge or arbitrator, shall not be sufficient to confer upon a sale the international character provided for in the first paragraph of this Article.

## Article 2

A sale shall be governed by the domestic law of the country designated by the Contracting Parties.

Such designation must be contained in an express clause, or unambiguously result from the provisions of the contract.

Conditions affecting the consent of the parties to the law declared applicable shall be determined by such law.

## Article 3

In default of a law declared applicable by the parties under the conditions provided in the preceding Article, a sale shall be governed by the domestic law of the country in which the vendor has his habitual residence at the time when he receives the order. If the order is received by an establishment of the vendor, the sale shall be governed by the domestic law of the country in which the establishment is situated.

Nevertheless, a sale shall be governed by the domestic law of the country in which the purchaser has his habitual residence, or in which he has the establishment that has given the order, if the order has been received in such country, whether by the vendor or by his representative, agent or commercial traveller.

In case of a sale at an exchange or at a public auction, the sale shall be governed by the domestic law of the country in which the exchange is situated or the auction takes place.

## **Article 4**

In the absence of an express clause to the contrary, the domestic law of the country in which inspection of goods delivered pursuant to a sale is to take place shall apply in respect of the form in which and the periods within which the inspection must take place, the notifications concerning the inspection and the measures to be taken in case of refusal of the goods.

## **Article 5**

This Convention shall not apply to:

1. The capacity of the parties;
2. The form of the contract;
3. The transfer of ownership, provided that the various obligations of the parties, and especially those relating to risks, shall be subject to the law applicable to the sale pursuant to this Convention;
4. The effects of the sale as regards all persons other than the parties.

## **Article 6**

In each of the Contracting States, the application of the law determined by this convention may be excluded on a ground of public policy.

## **Article 7**

The contracting States have agreed to incorporate the provisions of Articles 1-6 of this Convention in the national law of their respective countries.

## **Article 8**

This Convention shall be open for signature by the States represented at the seventh session of the Hague Conference on Private International Law.

It shall be ratified, and the instruments of ratification shall be deposited with the Ministry of Foreign Affairs of the Netherlands.

A record shall be made of each deposit of instruments of ratification, a certified copy of which shall be transmitted through the diplomatic channel to each signatory States.

## **Article 9**

This Convention shall enter into force on the sixtieth day following the deposit of the fifth instrument of ratification in accordance with the provisions of article 8, second paragraph.

For each signatory State subsequently ratifying the Convention, it shall enter into force on the sixtieth day following the date of deposit of the instrument of ratification of that State.

## **Article 10**

This Convention shall apply to the metropolitan territories of the Contracting States as matter of course.

If a Contracting State wishes the Convention to be applicable to all its other territories, or to those of its other territories for the international relations of which it is responsible, it shall give notice of its intention in this regard by an instrument which shall be deposited with the Ministry of Foreign Affairs of the Netherlands. The latter shall transmit through the diplomatic channel a certified copy thereof to each of the Contracting States. The Convention shall enter into force as regards such territories on the sixtieth day following the date of deposit of the above-mentioned instrument of notification.

It is understood that the notification provided for in the second paragraph of this article shall not take effect until after the entry into force of the Convention pursuant to article 9, first paragraph.

## **Article 11**

Any State not represented at the seventh session of The Hague Conference on Private International Law may accede to this Convention. A State desiring to accede shall give notice of its intention by an instrument which shall be deposited with the Ministry of Foreign Affairs of the Netherlands. The latter shall transmit through the diplomatic channel a certified copy thereof to each of the Contracting States. The Convention shall enter into force as regards the acceding State on the sixtieth day following the date of deposit of the instrument of accession.

It is understood that the deposit of the instrument of accession may not take place until after the entry into force of the Convention pursuant to article 9, first paragraph.

## **Article 12**

This Convention shall have a duration of five years from the date specified in article 9, first paragraph. This period shall begin to run as from that date even for the States which ratify or accede to the Convention subsequently.

The Convention shall be renewed by tacit agreement for successive periods of five years unless it is denounced.

Notice of denunciation must be given, at least six months before the expiration of the period, to the Ministry of Foreign Affairs of the Netherlands, which shall notify all the other Contracting States thereof.

The denunciation may be limited to the territories, or to certain of the territories, specified in a notification made pursuant to article 10, second paragraph.

The denunciation shall have effect only as regards the States effecting it. The Convention shall remain in force for the other Contracting States.

In witness whereof, the undersigned, duly authorized by their respective Governments, have signed the present Convention.

Done at The Hague, on 15 June 1955, in a single copy, which shall be deposited in the archives of the Government of the Netherlands and of which a certified copy shall be transmitted, through the diplomatic channel, to each of the States represented at the seventh session of The Hague Conference on Private International Law.