

## RULES OF PROCEDURE\*

### CHAPTER I

#### Representation and credentials

##### *Composition of delegations*

###### **Rule 1**

The delegation of each State participating in the Conference shall consist of accredited representatives and such alternate representatives and advisers as may be required.

##### *Alternates or advisers*

###### **Rule 2**

An alternate representative or an adviser may act as a representative upon designation by the chairman of the delegation.

##### *Submission of credentials*

###### **Rule 3**

The credentials of representatives and the names of alternate representatives and advisers shall be submitted to the Executive Secretary of the Conference if possible not later than 24 hours after the opening of the Conference. Any later change in the composition of delegations shall also be submitted to the Executive Secretary. The credentials shall be issued either by the Head of State or Government, or by the Minister for Foreign Affairs.

##### *Credentials Committee*

###### **Rule 4**

A Credentials Committee shall be appointed at the beginning of the Conference. It shall consist of nine members, who shall be appointed by the Conference on the proposal of the President. The Committee shall elect a chairman. It shall examine the credentials of representatives and report to the Conference without delay.

##### *Provisional participation in the Conference*

###### **Rule 5**

Pending a decision of the Conference upon their credentials, representatives shall be entitled provisionally to participate in the Conference.

### CHAPTER II

#### Officers

##### *Elections*

###### **Rule 6**

The Conference shall elect a President and 22 Vice-Presidents and a Chairman of each of the two Main Committees provided for in rule 46. The Conference

\* As adopted by the Conference at its 2nd plenary meeting and circulated as document (A/CONF.63/8). The text is the same as the provisional rules of procedure (A/CONF.63/2 and Corr.1 and 2, except for some modifications adopted at the 2nd plenary meeting.

may also elect such other officers as it deems necessary for the performance of its functions.

##### *President*

###### **Rule 7**

The President shall preside at the plenary meetings of the Conference.

###### **Rule 8**

The President, in the exercise of his functions, remains under the authority of the Conference.

##### *Acting President*

###### **Rule 9**

If the President is absent from a meeting or any part thereof, he shall appoint one of the Vice-Presidents to take his place.

###### **Rule 10**

A Vice-President acting as President shall have the same powers and duties as the President.

##### *Replacement of the President*

###### **Rule 11**

If the President is unable to perform his functions, a new President shall be elected.

##### *The President shall not vote*

###### **Rule 12**

The President, or Vice-President acting as President, shall not vote in the Conference, but shall appoint another member of his delegation to vote in his place.

### CHAPTER III

#### General Committee

##### *Composition*

###### **Rule 13**

There shall be a General Committee of 25 members, which shall consist of the President and Vice-Presidents of the Conference and the Chairmen of the two Main Committees. The President of the Conference or, in his absence, one of the Vice-Presidents designated by him, shall serve as Chairman of the General Committee.

##### *Substitute members*

###### **Rule 14**

If any member of the General Committee is unable to attend a meeting of that Committee, he may designate a member of his delegation to sit and vote in his place.

##### *Functions*

###### **Rule 15**

The General Committee shall assist the President in the general conduct of the business of the Conference and, subject to the decisions of the Conference, shall ensure the co-ordination of its work.

## CHAPTER IV

## Secretariat

*Duties of the Secretary-General and the Secretariat**Rule 16*

1. The Secretary-General of the Conference shall be the Secretary-General of the United Nations. He, or his representative, shall act in that capacity in all meetings of the Conference and its committees.

2. The Secretary-General shall appoint an Executive Secretary of the Conference and shall provide and direct the staff required by the Conference and its committees.

3. The Secretariat shall receive, translate, reproduce and distribute documents, reports and resolutions of the Conference; interpret speeches made at the meetings; prepare and circulate records of the public meetings; have responsibility for the custody and preservation of the documents in the archives of the United Nations; and, generally, perform all other work which the Conference may require.

*Statements by the Secretariat**Rule 17*

The Secretary-General or any member of the staff designated for that purpose may at any time make either oral or written statements concerning any question under consideration.

## CHAPTER V

## Conduct of business

*Quorum**Rule 18*

The President may declare a meeting open and permit the debate to proceed when representatives of at least one third of the States participating in the Conference are present. The presence of representatives of a majority of such States shall be required for any decision to be taken.

*General powers of the President**Rule 19*

In addition to exercising the powers conferred upon him elsewhere by these rules, the President shall declare the opening and closing of each plenary meeting of the Conference; direct the discussions at such meetings; accord the right to speak; put questions to the vote and announce decisions. He shall rule on points of order and, subject to these rules of procedure, have complete control of the proceedings and over the maintenance or order thereat. The President may propose to the Conference the time to be allotted to speakers, the limitation of the number of times each representative may speak on any question, the closure of the list of speakers or the closure of the debate. He may also propose the suspension or the adjournment of the meeting or the adjournment of the debate on the question under discussion.

*Speeches**Rule 20*

No person may address the Conference without having previously obtained the permission of the President. Subject to rules 21 and 22, the President shall call upon speakers in the order in which they signify

their desire to speak. The Secretariat shall be in charge of drawing up a list of such speakers. The President may call a speaker to order if his remarks are not relevant to the subject under discussion.

*Precedence**Rule 21*

The Chairman or Rapporteur of a committee, or the representative of a sub-committee or working group, may be accorded precedence for the purpose of explaining the conclusion arrived at by his committee, sub-committee or working group.

*Points of order**Rule 22*

During the discussion of any matter, a representative may rise to a point of order, and the point of order shall be immediately decided by the President in accordance with the rules of procedure. A representative may appeal against the ruling of the President. The appeal shall be immediately put to the vote and the President's ruling shall stand unless the appeal is approved by a majority of the representatives present and voting. A representative rising to a point of order may not speak on the substance of the matter under discussion.

*Time-limit on speeches**Rule 23*

The Conference may limit the time to be allotted to each speaker and the number of times each representative may speak on any question. When a representative has spoken beyond his allotted time, the President shall call him to order without delay.

*Closing of list of speakers**Rule 24*

During the course of a debate the President may announce the list of speakers and, with the consent of the Conference, declare the list closed. He may, however, accord the right of reply to any representative if a speech delivered after he has declared the list closed makes this desirable.

*Adjournment of debate**Rule 25*

During the discussion of any matter, a representative may move the adjournment of the debate on the question under discussion. In addition to the proposer of the motion, two representatives may speak in favour of, and two against, the motion, after which the motion shall be immediately put to the vote. The President may limit the time to be allowed to speakers under this rule.

*Closure of debate**Rule 26*

A representative may at any time move the closure of the debate on the question under discussion, whether or not any other representative has signified his wish to speak. Permission to speak on the closure of the debate shall be accorded only to two speakers opposing the closure, after which the motion shall be immediately put to the vote. If the Conference is in favour of the closure, the President shall declare the closure of the debate. The President may limit the time to be allowed to speakers under this rule.

*Suspension or adjournment of the meeting***Rule 27**

During the discussion of any matter, a representative may move the suspension or the adjournment of the meeting. Such motions shall not be debated, but shall be immediately put to the vote. The President may limit the time to be allowed to the speaker moving the suspension or adjournment.

*Order of procedural motions***Rule 28**

Subject to rule 22, the following motions shall have precedence in the following order over all the proposals or motions before the meeting:

- (a) To suspend the meeting;
- (b) To adjourn the meeting;
- (c) To adjourn the debate on the question under discussion;
- (d) To close the debate on the question under discussion.

*Terms of reference***Rule 29**

1. The Conference shall consider the question of prescription (limitation) in the international sale of goods and embody the results of its work in an international convention and such other instruments as it may deem appropriate.

2. The basis for consideration by the Conference shall be the draft articles on prescription (limitation) in the international sale of goods as contained in chapter II of the report of the United Nations Commission on International Trade Law on the work of its fifth session,<sup>1</sup> together with the commentary thereupon<sup>2</sup> and the analytical compilation by the Secretary-General of comments and proposals by Governments and by interested international organizations.<sup>3</sup>

*Other proposals and amendments***Rule 30**

Other proposals and amendments thereto shall normally be introduced in writing and handed to the Executive Secretary of the Conference, who shall circulate copies to the delegations. As a general rule, no proposal shall be discussed or put to the vote at any meeting of the Conference unless copies of it have been circulated to all delegations not later than the day preceding the meeting. The President may, however, permit the discussion and consideration of amendments, or motions as to procedure, even though these amendments and motions have not been circulated or have only been circulated the same day.

<sup>1</sup> A/CONF.63/4 reproduces the draft articles set forth 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)*, para. 21. Draft articles 37 through 46 were not considered by the Commission and it was agreed that they should be submitted for consideration to the Conference; *ibid.*, para. 22. See also General Assembly resolution 2929 (XXVII), para. 4 and General Assembly resolution 3104 (XXVIII).

<sup>2</sup> A/CONF.63/5, reproducing the content of document A/CN.9/73.

<sup>3</sup> A/CONF.63/6.

*Decisions on competence***Rule 31**

Subject to rule 22, any motion calling for a decision on the competence of the Conference to discuss any matter or to adopt a proposal or an amendment submitted to it shall be put to the vote before the matter is discussed or a vote is taken on the proposal or amendment in question.

*Withdrawal of motions***Rule 32**

A motion may be withdrawn by its proposer at any time before voting on it has commenced, provided that the motion has not been amended. A motion which has thus been withdrawn may be reintroduced by any representative.

*Reconsideration of proposals***Rule 33**

When a proposal has been adopted or rejected it may not be reconsidered unless the Conference, by a two-thirds majority of the representatives present and voting, so decides. Permission to speak on the motion to reconsider shall be accorded only to two speakers opposing the motion, after which it shall be immediately put to the vote.

## CHAPTER VI

## Voting

*Voting rights***Rule 34**

Each State represented at the Conference shall have one vote.

*Required majority***Rule 35**

1. Decisions of the Conference on all matters of substance shall be taken by a two-thirds majority of the representatives present and voting.

2. Decisions of the Conference on matters of procedure shall be taken by a majority of the representatives present and voting.

*Meaning of the expression "representatives present and voting"***Rule 36**

For the purpose of these rules, the expression "representatives present and voting" means representatives present and casting an affirmative or negative vote. Representatives who abstain from voting shall be considered as not voting.

*Method of voting***Rule 37**

1. The Conference shall normally vote by show of hands or by standing, but any representative may request a roll-call. The roll-call shall be taken in the English alphabetical order of the names of the States participating in the Conference, beginning with the delegation whose name is drawn by lot by the President.

2. When the Conference votes by mechanical means, a non-recorded vote shall replace a vote by show of hands or by standing and a recorded vote shall replace a roll-call vote. Any representative may request a recorded vote. In the case of a recorded vote, the Conference shall, unless a representative requests otherwise, dispense with the procedure of calling out the names of the States; nevertheless, the results of the voting shall be inserted in the record in the same manner as that of a roll-call vote.

#### *Conduct during voting*

##### *Rule 38*

After the President has announced the beginning of voting, no representative shall interrupt the voting except on a point of order in connexion with the actual conduct of the voting. The President may permit representatives to explain their votes, either before or after the voting, except when the vote is taken by secret ballot. The President may limit the time to be allowed for such explanations.

#### *Division of proposals and amendments*

##### *Rule 39*

A representative may move that parts of a proposal or an amendment shall be voted on separately. If objection is made to the request for division, the motion for division shall be voted upon. If the motion for division is carried, those parts of the proposal or amendment which are subsequently approved shall be put to the vote as a whole. If all operative parts of the proposal or of the amendment have been rejected, the proposal or the amendment shall be considered to have been rejected as a whole.

#### *Voting on amendments*

##### *Rule 40*

When an amendment is moved to a proposal, the amendment shall be voted on first. When two or more amendments are moved to a proposal, the Conference shall first vote on the amendment furthest removed in substance from the original proposal and then on the amendment next furthest removed therefrom, and so on until all the amendments have been put to the vote. Where, however, the adoption of one amendment necessarily implies the rejection of another amendment, the latter amendment shall not be put to the vote. If one or more amendments are adopted, the amended proposal shall then be voted upon. A motion is considered an amendment to a proposal if it merely adds to, deletes from or revises part of that proposal.

#### *Voting on proposals*

##### *Rule 41*

If two or more proposals relate to the same question, the Conference shall, unless it decides otherwise, vote on the proposals in the order in which they have been submitted.

#### *Elections*

##### *Rule 42*

All elections shall be held by secret ballot unless otherwise decided by the Conference.

##### *Rule 43*

1. If, when one person or one delegation is to be elected, no candidate obtains in the first ballot a majority of the representatives present and voting, a second ballot restricted to the two candidates obtaining the largest number of votes shall be taken. If in the second ballot the votes are equally divided, the President shall decide between the candidates by drawing lots.

2. In the case of a tie in the first ballot among three or more candidates obtaining the largest number of votes, a second ballot shall be held. If a tie results among more than two candidates, the number shall be reduced to two by lot and the balloting, restricted to them, shall continue in accordance with the preceding paragraph.

##### *Rule 44*

When two or more elective places are to be filled at one time under the same conditions, those candidates, in a number not exceeding the number of places to be filled, obtaining in the first ballot the largest number of votes and a majority of the votes of the representatives present and voting, shall be elected. If the number of candidates obtaining such majority is less than the number of places to be filled, there shall be additional ballots to fill the remaining places, the voting being restricted to the candidates obtaining the largest number of votes in the previous ballot, to a number not more than twice the places remaining to be filled; provided that, after the third inconclusive ballot, votes may be cast for any eligible person or delegation. If three such unrestricted ballots are inconclusive, the next three ballots shall be restricted to the candidates who obtained the greatest number of votes in the third of the unrestricted ballots, to a number not more than twice the places remaining to be filled, and the following three ballots thereafter shall be unrestricted, and so on until all the places have been filled.

#### *Equally divided votes*

##### *Rule 45*

If a vote is equally divided on matters other than elections, the proposal shall be regarded as rejected.

### CHAPTER VII

#### Committees

##### *Main Committees*

##### *Rule 46*

1. The Conference shall establish two Main Committees (the "First Committee" and the "Second Committee"). All participants in the Conference may participate in the work of the Main Committees. The Conference shall determine the matters to be considered by each such Committee and may authorize the General Committee, upon the request of the Chairman of a Main Committee, to adjust the allocation of work between the Main Committees.

2. Each Main Committee may set up sub-committees or working groups.

##### *Drafting Committee*

##### *Rule 47*

1. The Conference shall appoint, on the proposal of the General Committee, a Drafting Committee,

which shall consist of not more than 15 members. In proposing the members of the Drafting Committee, the General Committee shall take into account the desirability that the Drafting Committee be composed of persons who are conversant with the technical aspects of the subject-matter under consideration by the Conference and shall also ensure that the languages of the Conference be adequately represented in this Committee.

2. The Drafting Committee shall, at the request of the Conference or of a Main Committee, prepare draft articles and shall co-ordinate the drafting of all texts. It shall report as appropriate either to the Conference or to a Main Committee.

#### Officers

##### Rule 48

Except in the cases of the Chairmen of the Main Committees, each committee, sub-committee and working group shall elect its own officers. Each Main Committee shall elect three Vice-Chairmen and a Rapporteur.

*Officers, conduct of business and voting in committees*

##### Rule 49

The rules contained in chapters II, V and VI above shall be applicable, *mutatis mutandis*, to the proceedings of committees, sub-committees and working groups, except that:

(a) Subject to rule 33, all decisions shall be taken by a majority of the representatives present and voting, and,

(b) The chairmen of the Drafting Committee, the Credentials Committee and the General Committee and the chairmen of sub-committees and working groups may exercise the right to vote.

### CHAPTER VIII

#### Languages and records

##### *Languages of the Conference*

##### Rule 50

Chinese, English, French, Russian and Spanish shall be the languages of the Conference.

#### *Interpretation from languages of the Conference*

##### Rule 51

Speeches made in any of the languages of the Conference shall be interpreted into the other languages.

#### *Interpretation from other languages*

##### Rule 52

Any representative may make a speech in a language other than a language of the Conference. In this case he shall himself provide for interpretation into one of the languages of the Conference and interpretation into the other such languages by the interpreters of the Secretariat may be based on the interpretation given in the first such language.

#### *Summary records*

##### Rule 53

1. Summary records of the plenary meetings of the Conference and of the meetings of the Main Committees shall be kept in the languages of the Conference. They shall be sent in provisional form as soon as possible to all representatives, who shall inform the Secretariat within five working days after the circulation of the summary record of any changes they wish to have made.

2. The Secretariat shall make sound recordings of meetings of the Conference and the Main Committees.

### CHAPTER IX

#### Public and private meetings

##### *Plenary meetings and meetings of committees*

##### Rule 54

The plenary meetings of the Conference and the meetings of the Main Committees shall be held in public unless the body concerned decides otherwise. As a general rule, meetings of the other Committees and of any sub-committee or working group shall be held in private.