

Stefan Vogenauer and Jan Kleinheisterkamp, (Eds.), *Commentary on the UNIDROIT Principles of International Commercial Contracts (PICC)*, 1552 pages, hardback, £195.00, ISBN 978-0-19-929175-5, Oxford University Press, Oxford 2009

A diagnosis of our times is the continuous privatisation and unification of the law. A characteristic of this development is the ongoing creation of legal rules by private institutions and organisations. The International Institute for the Unification of Private Law (UNIDROIT) in Rome with its global focus is at the vanguard of this world-wide trend. A top-quality product of UNIDROIT are its Principles of International Commercial Contracts (PICC), which were first published in 1994 and then revised and expanded in a second edition of 2004 (a third edition is in progress)⁶. Inspired by the American Restatements and drafted by leading experts from all over the world, the PICC provide for clear and intelligible guidelines for international commercial contracts.

The PICC may be soft law without binding force. Nonetheless, they have already proven to be highly influential in international trade law. They have inspired various national law reforms and have been warmly welcomed by the international community of lawyers and arbitrators dealing with complex cross-border commercial cases. They have become a true option for choice of law clauses. Moreover, they are increasingly considered by international arbitral tribunals and sometimes also by state courts for interpreting or filling gaps of the applicable law. Occasionally, the UNIDROIT Principles are even considered as a model for a future 'World Code' in a globalised economy. It is all the more surprising that the scholarly writing had hitherto mainly concentrated on questions such as the legal nature, the purposes, and the applicability of the Principles, but that little had been written on the substance of their (currently) 185 articles. A systematic analysis dealing with all provisions of the Principles was missing.

This gap has now been filled by the present voluminous commentary edited by Vogenauer and Kleinheisterkamp. The editors assembled an international team of 14 contributors from nine different jurisdictions spread over three continents who undertook the difficult task of compiling, arranging, and structuring the material that has been published on the UNIDROIT Principles. The result is impressive. *Travaux préparatoires*, published court decisions, arbitral awards, and scholarly writing have been integrated into the commentary, combined with perceptive comparative observations on domestic and international contract law regimes. For those legal issues which have not been discussed yet but which may arise under the Principles in the future, the editors chose a "pro-active and forward looking"⁷ approach which is based on the experiences of existing contract laws. This broad comparative view quarries rich illustrative material from different jurisdictions from all over the world, often small and less known ones.

⁶ See www.unidroit.org (28 May 2010).

⁷ Preface, vii.

Furthermore, the solutions found under the Principles are frequently compared to those of the UN Convention on the International Sale of Goods (CISG) and the Principles of European Contract Law (PECL).

The commentary follows the structure of the Principles, analysing article by article. Each chapter is preceded by a bibliography specifically dealing with the respective chapter of the Principles and a second bibliography referring to comparative literature. This is very helpful not only for the audience this commentary is aimed at, that is, to business people, lawyers, arbitrators, judges, and legislators,⁸ but also for those engaging in scholarly writing. Similarly impressive is the *appareil scientifique*. It contains, over more than 400 pages, all international and national legal sources, court decisions and arbitral awards, the full wording of the Principles in all five official languages (English, French, German, Italian, and Spanish), a synopsis of international instruments,⁹ a comprehensive bibliography, and detailed index.

Both editors and authors are to be complimented on this commentary, which combines high scientific standard with optimum practical usefulness. The commentary sets the benchmark for similar oeuvres and is a 'must' for every practitioner and scholar in this field. The only suggestion one can make in light of this impressive work would be to expand the scope of authors in the second edition as to also include experts from China, the Islamic World, and the OHADA states. The formulation "the" rather than "a" second edition is used – for there is no doubt that such a magnificent work will be continued.

Prof. Dr. iur. Christiana Fountoulakis
Fribourg

⁸ Preface, vii.

⁹ The synopsis (Appendix I, page 1091 *et seq.*) juxtaposes the UNIDROIT Principles, the PECL, and various international uniform law conventions, such as the CISG, the UNIDROIT Agency Convention 1983, the UN Assignment Convention 2001, and the UN Limitation Convention 1974.