

Article 94

(1) Two or more Contracting States which have the same or closely related legal rules on matters governed by this Convention may at any time declare that the Convention is not to apply to contracts of sale or to their formation where the parties have their places of business in those States. Such declarations may be made jointly or by reciprocal unilateral declarations.

(2) A Contracting State which has the same or closely related legal rules on matters governed by this Convention as one or more non-Contracting States may at any time declare that the Convention is not to apply to contracts of sale or to their formation where the parties have their places of business in those States.

(3) If a State which is the object of a declaration under the preceding paragraph subsequently becomes a Contracting State, the declaration made will, as from the date on which the Convention enters into force in respect of the new Contracting State, have the effect of a declaration made under paragraph (1), provided that the new Contracting State joins in such declarations or makes a reciprocal unilateral declaration.

OVERVIEW

1. Article 94 (1) enables Contracting States that have largely harmonized domestic legal rules on matters governed by the Convention to exclude application of the Convention, or parts thereof, to sales between parties located in those States; the exclusion may be accomplished via joint or reciprocal unilateral declarations.

2. When a Contracting State has the same or closely related rules on matters covered by the Convention as a non-contracting State, article 94 (2) enables the Contracting State to make a declaration that the Convention will not apply to contracts of sale or to their formation between a party that has a place of business in that Contracting State and a party that has a place of business in the non-contracting State. Regarding issues surrounding multiple places of business, see the Digest for article 10.

3. Pursuant to article 94 (3), if a non-contracting State that is identified in a declaration made under article 94 (2)

becomes a Contracting State, the article 94 (2) declaration will, as of the time the Convention enters into force in respect of the new Contracting State, have the same effect as a declaration made under article 94 (1), provided the new Contracting State joins the declaration made pursuant to 94 (2) or makes a reciprocal unilateral declaration.

4. To date Denmark,¹ Finland,² Norway,³ Sweden⁴ and Iceland⁵ have made article 94 declarations.

5. If there is an international agreement between two or more Contracting States that prevails over the applicability of the Convention via article 90, there is no need for the Contracting States to make article 94 declarations in order to preserve the other international agreement.

6. There are no time restrictions for declarations made pursuant to article 94.

7. Court decisions and arbitral awards referring to article 94 have not been identified.

Notes

¹Denmark made an article 94 declaration providing that, “under paragraph 1 cf. paragraph 3 of article 94 that the Convention shall not apply to contracts of sale where one of the parties has his place of business in Denmark, Finland, Norway or Sweden and the other party has his place of business in another of the said States...[U]nder paragraph 2 of article 94 that the Convention is not to apply to contracts of sale where one of the parties has his place of business in Denmark, Finland, Norway or Sweden and the other party has his place of business in Iceland.” (14 February 1989). United Nations Convention on Contracts for the International Sale of Goods, 11 April, 1980, 1489 U.N.T.S. 3. Available at https://treaties.un.org/Pages/ViewDetails.aspx?src=TREATY&mtmsg_no=X-10&chapter=10&clang=_en#19.

²Finland made an article 94 declaration providing that, “[w]ith reference to Article 94, in respect of Sweden in accordance with paragraph (1) and otherwise in accordance with paragraph (2) the Convention will not apply to contracts of sale where the parties have their places of business in Finland, Sweden, Denmark, Iceland or Norway.” (15 December 1987). United Nations Convention on Contracts for the International Sale of Goods, 11 April, 1980, 1489 U.N.T.S. 3. Available at https://treaties.un.org/Pages/ViewDetails.aspx?src=TREATY&mtmsg_no=X-10&chapter=10&clang=_en#19.

²Identical reservation as the one made by Finland. United Nations Convention on Contracts for the International Sale of Goods, 11 April, 1980, 1489 U.N.T.S. 3. Available at https://treaties.un.org/Pages/ViewDetails.aspx?src=TREATY&mtdsg_no=X-10&chapter=10&clang=_en#19.

⁴Identical reservation as the one made by Finland. United Nations Convention on Contracts for the International Sale of Goods, 11 April, 1980, 1489 U.N.T.S. 3. Available at https://treaties.un.org/Pages/ViewDetails.aspx?src=TREATY&mtdsg_no=X-10&chapter=10&clang=_en#19.

⁵Iceland made an article 94 declaration providing that, “the Convention will not apply to contracts of sale or to their formation where the parties have their places of business in Denmark, Finland, Iceland, Norway or Sweden.” (12 March 2003). United Nations Convention on Contracts for the International Sale of Goods, 11 April, 1980, 1489 U.N.T.S. 3. Available at https://treaties.un.org/Pages/ViewDetails.aspx?src=TREATY&mtdsg_no=X-10&chapter=10&clang=_en#19.