



# Contracts (Applicable Law) Act 1990

## CHAPTER 36

### CONTRACTS (APPLICABLE LAW) ACT 1990

- 1 Meaning of “the Conventions”.
- 2 Conventions to have force of law.
- 3 Interpretation of Conventions.
- 4 Revision of Conventions etc.
- 5 Consequential amendments.
- 6 Application to Crown.
- 7 Commencement.
- 8 Extent.
- 9 Short title.

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#### SCHEDULES

##### SCHEDULE 1 — The Rome Convention

The High Contracting Parties to the Treaty establishing the European...  
Anxious to continue in the field of private international law...  
Wishing to establish uniform rules concerning the law applicable to...  
Have agreed as follows:

##### Title I — SCOPE OF THE CONVENTION

##### *Article 1*

##### *Scope of the Convention*

- 1 The rules of this Convention shall apply to contractual obligations...
- 2 They shall not apply to: (a) questions involving the status...
- 3 The rules of this Convention do not apply to contracts...

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- 4 The preceding paragraph does not apply to contracts of re–insurance....

*Article 2*

*Application of law of non–contracting States*

Any law specified by this Convention shall be applied whether...

Title II — UNIFORM RULES

*Article 3*

*Freedom of choice*

- 1 A contract shall be governed by the law chosen by...
- 2 The parties may at any time agree to subject the...
- 3 The fact that the parties have chosen a foreign law,...
- 4 The existence and validity of the consent of the parties...

*Article 4*

*Applicable law in the absence of choice*

- 1 To the extent that the law applicable to the contract...
- 2 Subject to the provisions of paragraph 5 of this Article,...
- 3 Notwithstanding the provisions of paragraph 2 of this Article, to...
- 4 A contract for the carriage of goods shall not be...
- 5 Paragraph 2 shall not apply if the characteristic performance cannot...

*Article 5*

*Certain consumer contracts*

- 1 This Article applies to a contract the object of which...
- 2 Notwithstanding the provisions of Article 3, a choice of law...
- 3 Notwithstanding the provisions of Article 4, a contract to which...
- 4 This Article shall not apply to: (a) a contract of...
- 5 Notwithstanding the provisions of paragraph 4, this Article shall apply...

*Article 6*

*Individual employment contracts*

- 1 Notwithstanding the provisions of Article 3, in a contract of...
- 2 Notwithstanding the provisions of Article 4, a contract of employment...

*Article 7*

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#### *Mandatory rules*

- 1 When applying under this Convention the law of a country,...
- 2 Nothing in this Convention shall restrict the application of the...

#### *Article 8*

#### *Material validity*

- 1 The existence and validity of a contract, or of any...
- 2 Nevertheless a party may rely upon the law of the...

#### *Article 9*

#### *Formal validity*

- 1 A contract concluded between persons who are in the same...
- 2 A contract concluded between persons who are in different countries...
- 3 Where a contract is concluded by an agent, the country...
- 4 An act intended to have legal effect relating to an...
- 5 The provisions of the preceding paragraphs shall not apply to...
- 6 Notwithstanding paragraphs 1 to 4 of this Article, a contract...

#### *Article 10*

#### *Scope of the applicable law*

- 1 The law applicable to a contract by virtue of Articles...
- 2 In relation to the manner of performance and the steps...

#### *Article 11*

#### *Incapacity*

In a contract concluded between persons who are in the...

#### *Article 12*

#### *Voluntary assignment*

- 1 The mutual obligations of assignor and assignee under a voluntary...
- 2 The law governing the right to which the assignment relates...

#### *Article 13*

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### *Subrogation*

- 1 Where a person (“the creditor”) has a contractual claim upon...
- 2 The same rule applies where several persons are subject to...

### *Article 14*

### *Burden of proof, etc.*

- 1 The law governing the contract under this Convention applies to...
- 2 A contract or an act intended to have legal effect...

### *Article 15*

### *Exclusion of renvoi*

The application of the law of any country specified by...

### *Article 16*

### *“Ordre public”*

The application of a rule of the law of any...

### *Article 17*

### *No retrospective effect*

This Convention shall apply in a Contracting State to contracts...

### *Article 18*

### *Uniform interpretation*

In the interpretation and application of the preceding uniform rules,...

### *Article 19*

### *States with more than one legal system*

- 1 Where a State comprises several territorial units each of which...
- 2 A State within which different territorial units have their own...

### *Article 20*

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### *Precedence of Community law*

This Convention shall not affect the application of provisions which,...

#### *Article 21*

### *Relationship with other conventions*

This Convention shall not prejudice the application of international conventions...

#### *Article 22*

### *Reservations*

- 1 Any Contracting State may, at the time of signature, ratification,...
- 2 .....
- 3 Any Contracting State may at any time withdraw a reservation...

#### Title III — FINAL PROVISIONS

#### *Article 23*

- 1 If, after the date on which this Convention has entered...
- 2 Any signatory State may, within six months from the date...
- 3 If no signatory State has requested consultations within this period...

#### *Article 24*

- 1 If, after the date on which this Convention has entered...
- 2 The procedure referred to in the preceding paragraph need not...

#### *Article 25*

If a Contracting State considers that the unification achieved by...

#### *Article 26*

Any Contracting State may request the revision of this Convention....

#### *Article 27*

#### *Article 28*

- 1 This Convention shall be open from 19 June 1980 for...
- 2 This Convention shall be subject to ratification, acceptance or approval...

#### *Article 29*

- 1 This Convention shall enter into force on the first day...
- 2 This Convention shall enter into force for each signatory State...

#### *Article 30*

- 1 This Convention shall remain in force for 10 years from...

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- 2 If there has been no denunciation it shall be renewed...
- 3 A Contracting State which wishes to denounce shall, not less...
- 4 The denunciation shall have effect only in relation to the...

*Article 31*

The Secretary–General of the Council of the European Communities shall...

*Article 32*

The Protocol annexed to this Convention shall form an integral...

*Article 33*

This Convention, drawn up in a single original in the...

*PROTOCOL*

The High Contracting Parties have agreed upon the following provision...  
Notwithstanding the provisions of the Convention, Denmark, Sweden and Finland...

SCHEDULE 2 — The Luxembourg Convention

The High Contracting Parties to the Treaty establishing the European...  
Considering that the Hellenic Republic, in becoming a Member of...  
Have decided to conclude this Convention, and to this end...  
(Designation of plenipotentiaries)  
Who, meeting within the Council, having exchanged their full powers,...  
Have agreed as follows:

*Article 1*

The Hellenic Republic hereby accedes to the Convention on the...

*Article 2*

The Secretary–General of the Council of the European Communities shall...  
The text of the Convention on the law applicable to...

*Article 3*

This Convention shall be ratified by the Signatory States. The...

*Article 4*

This Convention shall enter into force, as between the States...  
This Convention shall enter into force for each Contracting State...

*Article 5*

The Secretary–General of the Council of the European Communities shall...

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### *Article 6*

This Convention, drawn up in a single original in the...

### SCHEDULE 3 — The Brussels Protocol

The High Contracting Parties to the Treaty establishing the European...  
Having regard to the Joint Declaration annexed to the Convention...  
Have decided to conclude a Protocol conferring jurisdiction on the...  
(Designation of plenipotentiaries)  
Who, meeting within the Council of the European Communities,  
having...  
Have agreed as follows:

#### *Article 1*

The Court of Justice of the European Communities shall have...

#### *Article 2*

Any of the courts referred to below may request the...

#### *Article 3*

- 1 The competent authority of a Contracting State may request the...
- 2 The interpretation given by the Court of Justice in response...
- 3 The Procurators-General of the Supreme Courts of Appeal of the...
- 4 The Registrar of the Court of Justice shall give notice...
- 5 No fees shall be levied or any costs or expenses...

#### *Article 4*

- 1 Except where this Protocol otherwise provides, the provisions of the...
- 2 The Rules of Procedure of the Court of Justice shall,...

#### *Article 5*

This Protocol shall be subject to ratification by the Signatory...

#### *Article 6*

- 1 To enter into force, this Protocol must be ratified by...
- 2 Any ratification subsequent to the entry into force of this...

#### *Article 7*

The Secretary-General of the Council of the European Communities shall...

#### *Article 8*

The Contracting States shall communicate to the Secretary-General of the...

#### *Article 9*

This Protocol shall have effect for as long as the...

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*Article 10*

Any Contracting State may request the revision of this Protocol....

*Article 11*

This Protocol, drawn up in a single original in the...

SCHEDULE 3A — THE FUNCHAL CONVENTION

The High Contracting Parties to the Treaty establishing the European...

Article 1

The Kingdom of Spain and the Portuguese Republic hereby accede...

Article 2

The Convention on the law applicable to contractual obligations is...

Article 3

The Secretary-General of the Council of the European Communities shall...

Article 4

This Convention shall be ratified by the Signatory States. The...

Article 5

This Convention shall enter into force, as between the States...

This Convention shall enter into force for each Contracting State...

Article 6

The Secretary-General of the Council of the European Communities shall...

Article 7

This Convention, drawn up in a single original in the...

SCHEDULE 3B — THE 1996 ACCESSION CONVENTION

The High Contracting Parties to the Treaty establishing the European...

Considering that the Republic of Austria, the Republic of Finland...

Have agreed as follows:

TITLE I — GENERAL PROVISIONS

*ARTICLE 1*

The Republic of Austria, the Republic of Finland and the...

TITLE II

— ADJUSTMENTS TO THE PROTOCOL ANNEXED TO THE  
CONVENTION OF 1980

*ARTICLE 2*

The Protocol annexed to the Convention of 1980 is hereby...

Notwithstanding the provisions of the Convention, Denmark, Sweden  
and Finland...

TITLE III — ADJUSTMENTS TO THE FIRST PROTOCOL OF 1988

*ARTICLE 3*

The following indents shall be inserted in Article 2(a) of...

TITLE IV — FINAL PROVISIONS

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*ARTICLE 4*

- 1 The Secretary-General of the Council of the European Union shall...
- 2 The text of the Convention of 1980, the Convention of...

*ARTICLE 5*

This Convention shall be ratified by the Signatory States. The...

*ARTICLE 6*

- 1 This Convention shall enter into force, as between the States...
- 2 This Convention shall enter into force for each Contracting State...

*ARTICLE 7*

The Secretary-General of the Council of the European Union shall...

*ARTICLE 8*

This Convention, drawn up in a single original in the...

SCHEDULE 4 — Consequential Amendments

*The Equal Pay Act 1970 (c.41)*

*The Equal Pay Act (Northern Ireland) 1970 (c.32 (N.I.))*

- 1 In Section 1(11) of the Equal Pay Act 1970 and...

*The Consumer Credit Act 1974 (c.39)*

- 2 In sections 43(2)(c) and 145(3)(c) and (4)(b) of the Consumer...

*The Patents Act 1977 (c.37)*

- 3 In section 82(5) and (6) of the Patents Act 1977,...

*The Unfair Contract Terms Act 1977 (c.50)*

- 4 In section 27(1) of the Unfair Contract Terms Act 1977,...

*The Aviation Security Act 1982 (c.36)*

- 5 In section 19(5) of the aviation security act 1982, for...

*The Income and Corporation Taxes Act 1988 (c.1)*

- 6 In section 347b(1)(a) of the Income and Corporation Taxes Act...

**Changes to legislation:**

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**Changes and effects yet to be applied to :**

- s. 8(1) text amended by [S.S.I. 2009/410 reg. 2\(b\)](#)
- Sch. 4 para. 6 repealed by [2007 c. 3 Sch. 3 Pt. 1](#)
- Sch. 4 para. 1 text amended by [2010 c. 15 Sch. 27 Pt. 1 \(as substituted\) by S.I. 2010/2279 Sch. 2](#)

**Changes and effects yet to be applied to the whole Act, associated Parts and Chapters:**

- Blanket amendment text amended by [S.I. 2011/1043 art. 3 4](#)
- Blanket amendment text amended by [S.I. 2011/1043 art. 3 6](#)

Whole provisions yet to be inserted into this Act (including any effects on those provisions):

- s. 4A inserted by [S.I. 2009/3064 reg. 2](#)
- s. 4B inserted by [S.S.I. 2009/410 reg. 2\(a\)](#)

**Commencement Orders yet to be applied to the Contracts (Applicable Law) Act 1990:**

Commencement Orders bringing provisions within this Act into force:

- [S.I. 2004/3448 art. 2](#) commences (1990 c. 36)

Commencement Orders bringing legislation that affects this Act into force:

- [S.I. 2010/2317 art. 2 3](#) commences (2010 c. 15)