

TABLE B [the ULCC intends to update the enactment status of these projects, which is NOT complete at this time]

ORIGINAL TOPIC	COMMENTS AND NOTES	WORKING GROUP LEADER & PARTNERS ON PROJECT	STATUS <i>[Note to draft: "status" column needs updating to determine status of enactment]</i>
A. Commercial Laws That Order Affairs Between Private Parties			
1. Sale of Goods	<ul style="list-style-type: none"> • USA equivalent is UCC Article 2 • there have been several attempts at finding a person to leader this project; no one has been prepared to do so • existing Canadian legislation is largely based on the English act of 1893 		<ul style="list-style-type: none"> • <i>Uniform Sale of Goods Act</i> adopted August 1982; a review of developments since 1982 is desirable

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2. International Sale Of Goods	<p>✎ needed to enact the United Nations Convention on Contracts for the International Sale of Goods (the "Vienna Convention")</p> <p>[Kathryn Sabo: to provide update on what new convention may be coming in this area]</p> <p>[John Gregory advises that this links to the Limitations Convention; and the ULCC has done work on this Convention, which has yet to be adopted in Canada]</p>		<p>✎ enacted uniformly across Canada since February 1, 1993</p>

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<p>3.Secured Transactions</p> <p>(a) PPSA and Civil Code reform and harmonization</p>	<ul style="list-style-type: none"> • USA equivalent is UCC Article 9; which was revised in 2002 • There was a Uniform Personal Property Security Act promulgated in 1981. It was based on an earlier model and has not been adopted in any Canadian Jurisdiction. • now there is a <i>Personal Property Security Act</i> ("PPSA") statute in effect in all provinces and territories, except Quebec; Quebec has enacted Civil Code regimes for hypothecs in 1994 and registrations of other interests in moveables in 1999 • all 12 PPSA and Civil Code statutes are different but the "western model" and the "Atlantic model" are similar • there are generically speaking, in effect 4 "sets" of personalty laws in Canada <ul style="list-style-type: none"> i) the Ontario PPSA ii) the Western model PPSA iii) the Atlantic model PPSA iv) the Civil Code regime for moveables • the working group did not perceive an ability to move Legislatures to adopt a revised uniform act and so chose in 2002 to study 5 areas where uniformity might 	<ul style="list-style-type: none"> • Professors Ronald Cumming and Tamara Buckwold 	<ul style="list-style-type: none"> • <i>Uniform Personal Property Security Act</i> adopted in 1981 but <u>not</u> enacted • 5 reform papers to be presented August 2003

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	<p>be encouraged. These are:</p> <ul style="list-style-type: none"> a) relationship between section 427 of the <i>Bank Act</i> and provincial security interests b) conflict of law rules c) proceeds of purchase-money security interests ("PMSIs") vs. receivables financiers d) security in licences e) anti assignment clauses affecting accounts and chattel paper 		
(b) UNIDROIT Convention International Interests in Mobile Equipment	<ul style="list-style-type: none"> ✎ work will be needed in 2003 – 2004 to implement this convention for aircraft and harmonize the Convention with PPSA and Civil Code 	<ul style="list-style-type: none"> ✎ Professors Ronald Cumming , Tamara Buckwold and Mounia Alouche from Justice 	<ul style="list-style-type: none"> ✎ 2003 – 2004 ✎ Ontario has passed the implementing legislation which cannot be proclaimed until Canada adopts the Convention
(c) UNIDROIT Convention on International Assignments of Receivables	<ul style="list-style-type: none"> ✎ work will be needed in 2003 – 2004 to implement this convention and harmonize with PPSA and Civil Code 	<ul style="list-style-type: none"> ✎ Professor Cathy Walsh and Michel Deschamps 	<p>2003 – 2004</p>

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<p>4. Federal Secured Transactions</p> <p>(a) original issues: identifying areas of federal law creating security</p> <p>(b) intellectual property</p> <p>c) <i>Bank Act</i></p>	<ul style="list-style-type: none"> • issue spotting paper presented August 2001 • Law Commission of Canada ("LCC") held a 2 day meeting to consult the bar and industry in November 2001 • LCC then had Professors Walsh and Siebrasse research and prepare a discussion paper on ways to facilitate investment or loans based on intellectual property and any issues of legal uncertainty affecting interests in intellectual property and ways to improve the area • Professor Cummings and Buckwold are revising this paper and making recommendations • LCC preparing their paper for recommendations to Parliament on this topic in 2003 • see #3: Secured Transactions 	<ul style="list-style-type: none"> • Professors Walsh and Siebrasse • Professors Ronald Cummings and Tamara Buckwold and Rod Wood of LCC 	<ul style="list-style-type: none"> • original Walsh/ Siebrasse report August 2002 • ongoing work and consultation in 2003 • LCC report to Parliament with recommendations expected August 2003 • report August 2003

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5. Commercial Liens			<ul style="list-style-type: none"> • <i>Uniform Liens Act</i> adopted August 1963 amended August 200 • enacted by: <ul style="list-style-type: none"> i) Saskatchewan ii) Nova Scotia <p>[note: Ontario has the Repair and Storage Liens Act, which preceded the uniform legislation]</p>

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6. Warehouse Receipts, Bills of Lading & Other Documents of Title	<ul style="list-style-type: none"> USA equivalent is UCC Article 7; UCC Article 7 is now being revised by NCCUSL largely for electronic commerce the 1995 draft act needs to be updated and harmonized with PPSA legislation; draft not yet revised or considered 	<ul style="list-style-type: none"> Professor Jacob Ziegel 	<ul style="list-style-type: none"> <i>Draft Uniform Documents of Title Act</i> from 1995 Prof. Ziegel's first paper to be delivered August 2003

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<p>7. Transfer of Indirectly Held Securities</p> <p>(a) "Tiered Holdings"</p> <p>(b) impact on secured transactions</p> <p>c) impact of the enforcement of civil judgments on Securities</p>	<p> <ul style="list-style-type: none"> USA equivalent is Article 8 UCC market need to harmonize with UCC Article 8, plus future revisions may be needed to harmonize to the PRIMA Convention from the Hague Convention on the Choice of Law applicable to securities transfers </p> <p> <ul style="list-style-type: none"> needs simultaneous revisions to PPSA and Civil Code to be able to implement the USTA PPSA changes for Alberta and Ontario will be presented in August 2003; a separate act will likely be needed for Quebec </p> <p>Now being considered by Prof. Lyman Robinson's working group</p>	<p> <ul style="list-style-type: none"> joint with Canadian Securities Administrators legislative drafters Erik Spink and Max Pare </p> <p> <ul style="list-style-type: none"> Work with Professors Cumming and Buckwold working group on PPSA changes needed to implement tiered holding </p> <p>Prof. Lyman Robinson</p>	<p> <ul style="list-style-type: none"> public consultation Spring 2003 model <i>Uniform Securities Transfer Act</i> to be delivered August 2003 </p> <p> <ul style="list-style-type: none"> draft of PPSA revisions expected August 2003 </p> <p>Draft Uniform Civil Enforcement Act will address these issues</p>

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8. (a) Electronic Commerce	<ul style="list-style-type: none"> the original project was to give validity to transactions where the parties elected to use electronic media to contract and deals with writing and signature requirements; it does not deal with all issues in this area 	<ul style="list-style-type: none"> John Gregory and his working group 	<ul style="list-style-type: none"> model <i>Uniform Electronic Commerce Act</i> adopted August 1999 enacted with variations: <ul style="list-style-type: none"> i) federally, B.C., Alberta, Sask., Man., Ontario, NB, NS, PEI, Nfld., Yukon ii) Quebec has adopted legislation in this area in 2001
(b) jurisdiction and consumer protection in business to consumer ecommerce	<ul style="list-style-type: none"> rules needed to assist in determining which jurisdiction's laws apply in ecommerce transactions and protect consumers Consumer Measures Committee ("CMC") and ULCC joint working group did a public consultation to content sought by September 2002 	<ul style="list-style-type: none"> Lynn Romeo and Karen Pflanzner joint with CMC 	<ul style="list-style-type: none"> two papers on issues presented August 2002 draft act and commentaries expected August 2003

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9. Leases	<ul style="list-style-type: none"> ✎ USA equivalent is UCC Article 2A ✎ a report considering a consumer leasing statute was prepared, but there did not appear to be a need for legislation given (i) existing consumer protection legislation (ii) cost of credit reform (iii) PPSA and Civil Code provisions impacting enforcement and consumer rights ✎ the UCC Article 2A is unique given UCC Article 9 does not apply to consumer transactions and unique USA laws on motor vehicle titles to record vehicle liens 	<ul style="list-style-type: none"> ✎ Professor Tamara Buckwold 	<ul style="list-style-type: none"> ✎ Paper delivered August 1999 ✎ not continued

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10. Licensing of Intellectual Property	✎ USA equivalent is the Uniform Information Transfer Act; this NCCUSL has not been widely adopted; there appears to be very little interest in this topic in Canada at present		✎ not started

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11. Negotiable Instruments/Bills of Exchange	✎ USA equivalent is UCC Article 3; as this is a federal area of law, there may not be scope for a uniform act; there may be need of an updated federal act that would then be harmonized as needed with uniform legislation		✎ not started

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12. Cost of Credit Disclosure	<ul style="list-style-type: none"> ✱ the 1994 Agreement on Internal Trade targeted harmonization of credit disclosure as a priority ✱ CMC prepared the draft "template" ✱ Ministers of Consumer Affairs undertook to implement harmonized cost of credit legislation ✱ Industry and lobby efforts have since tried and continue to try, to push uniformity in regulations to ensure uniform consumer disclosure across Canada 	<ul style="list-style-type: none"> ✱ joint with CMC under Agreement on Internal Trade 	<ul style="list-style-type: none"> ✱ <i>Uniform Cost of Credit Disclosure Act</i> adopted 1998 ✱ enacted in: <ul style="list-style-type: none"> i) Alberta (the <i>Fair Trade Act</i>) ✱ legislation pending: <ul style="list-style-type: none"> i) B.C. ii) Ontario iii) NB iv) Sask.

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<p>NEW TOPIC</p> <p>13. Franchising</p>	<ul style="list-style-type: none"> • Today Ontario and Alberta have legislation governing franchises • The industry is so large and so trans-national that uniform legislation is key to both franchisors and franchisees • Wide consultation taking place via working group's email list server 	<ul style="list-style-type: none"> • Frank Zaid and John Sotos 	<ul style="list-style-type: none"> • first paper August 2002 • first draft of uniform act for August 2003

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<p>NEW TOPIC</p> <p>14.(a) Interest: section 347 of Criminal Code</p> <p>(b) impact of illegal provisions in civil contracts</p>	<ul style="list-style-type: none"> the section was created to fight loan sharking businesses are using section 347 to make unenforceable arm's length commercial bargains <ul style="list-style-type: none"> an analysis of how courts deal with unlawful provisions in contracts was done by B.C. Law Reform Commission in 1983; Professor Waldron is updating the case law since then to see if uniform legislation may be developed 	<ul style="list-style-type: none"> Professor Mary Anne Waldron: on business concerns; CMC working on ideas from the consumer perspective Professor Mary Anne Waldron: on business concerns 	<ul style="list-style-type: none"> first paper 2002 public consultation Spring 2003 recommendations August 2003 for reform first study paper August 2003

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EXISTING UNIFORM ACTS 15. <i>Uniform Frustrated Contracts Act</i>			• adopted 1974 • not adopted in all jurisdictions

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16. Uniform International Factoring (<i>Unidroit Convention Act</i>)	This is a Unidroit product from 1988; Canada has not yet signed the Convention		☞ adopted 1995 ☞ not adopted in any jurisdiction

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17. Uniform International Financial Leasing (<i>Unidroit Convention Act</i>)	[this is a Unidroit product from 1988; Canada has not yet signed the Convention		• adopted in 1995 • not adopted in any jurisdiction

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18. <i>Uniform Products Liability Act</i>	☛ only copy is found at Appendix K of 1984 proceedings at page 160; needs a thorough review		☛ adopted in 1984

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19. <i>Uniform Trade Secrets Act</i>			☞ adopted in 1989

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B. Enforcement Law			
1. Civil Enforcement	<ul style="list-style-type: none"> • a very large project to reform diverse and outdated pre and post judgment enforcement laws, registration of judgments and inter relation with secured transaction legislation • Nfld., Alberta, NB and Quebec have moved on reformed legislation in this area 	<ul style="list-style-type: none"> • Professor Lyman Robinson 	<ul style="list-style-type: none"> • first draft (incomplete) of uniform act expected August 2003

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2. Enforcement of Canadian Judgments and Decrees	<ul style="list-style-type: none"> goal: enforcement of a judgment granted anywhere in Canada, would be enforced in a second jurisdiction in Canada in the same manner as would be available in the first jurisdiction 		<ul style="list-style-type: none"> <i>Uniform Enforcement of Canadian Judgments Act</i> adopted in 1992 to deal with money judgments <i>Uniform Enforcement of Canadian Decrees Act</i> adopted in 1997 to deal with non money judgments rolled together in 1997 as <i>Uniform Enforcement of Judgments and Decrees Act</i> enacted in: <ul style="list-style-type: none"> i) B.C., Sask., PEI ii) comparable legislation in the Civil Code iii) Ontario is considering impact of these Acts on small judgments and consumers

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3. Court Jurisdiction and Proceedings Transfer	<ul style="list-style-type: none"> • problem: a highly mobile Canadian population and a need for certainty in enforcing business and consumer obligations • goal: a uniform set of rules for Canadian courts to follow to determine if they have jurisdiction to hear a case and to transfer ongoing litigation from one jurisdiction to another. • The Act takes the issue of the court's jurisdiction out of the rules of practice and places it in legislation; a marked departure from the past 		<ul style="list-style-type: none"> • <i>Uniform Court Jurisdiction and Proceedings Transfer Act</i> adopted in 1994 • Enacted in: <ul style="list-style-type: none"> i) Sask. ii) BC pending

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4. Enforcement of Foreign Judgments	<p>Deals with judgments from countries where there is no treaty or convention between Canada and that State</p> <p>First draft August 2002</p> <p>The decision of the Supreme Court of Canada in the Morguard case, although made in the context of Canadian judgments is currently being applied to truly foreign judgments as well and treats them much more generously than the treatment accorded to Canadian judgments sought to be enforced in most foreign courts. This has raised the need for a review of the rules that should apply when a foreign judgment is sought to be enforced in a Canadian court.</p> <p>Of particular concern are judgments that contain a large element of punitive damages that are awarded in circumstances and amounts that would not be sustained under Canadian law if awarded by a Canadian court.</p> <p>In The Beals case before the SCC in 2003, concerns the enforcement in Canada of a USA judgment and this decision may highlight the need for legislation to deal with some issues</p>	Kathryn Sabo	<p>☞ <i>Uniform Enforcement of Foreign Judgments Act</i> to be adopted August 2003</p>

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5. Enforcement of Judgments Convention	<ul style="list-style-type: none"> ✎ created to implement the Convention Between Canada and France on the Recognition and Enforcement of Judgments in Civil and Commercial Matters and on Mutual Legal Assistance in Maintenance; this Convention is not yet in force ✎ allow future enforcement conventions to be adopted by regulation ✎ Quebec has made a bilateral agreement with France 		<ul style="list-style-type: none"> ✎ <i>Uniform Enforcement of Judgments Convention Act</i> adopted August 1997 ✎ enacted: <ul style="list-style-type: none"> i) Sask. ii) Manitoba iii) Ontario

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6. Arbitration			<ul style="list-style-type: none"> ☛ <i>Uniform Arbitration Act</i> adopted August 1990 ☛ enacted: <ul style="list-style-type: none"> i) Alberta, Sask., Man., Ont., NB, PEI, [NS?] ii) parallel leg. in Canada and Quebec iv) like leg. In B.C.

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7. International Commercial Arbitration	<ul style="list-style-type: none"> to adopt the United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards and Model Law on International Commercial Arbitration 		<ul style="list-style-type: none"> <i>Uniform Commercial Arbitration Act</i> adopted in 1986 enacted across Canada

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8. Settlement of Investment Disputes	<ul style="list-style-type: none"> to implement the Convention on the Settlement of Investment Disputes Between States and Nationals of other Status enacted in 128 countries, but <u>not</u> Canada as it needs uniformity among the provinces as there is no “federal state” clause in the Convention 		<ul style="list-style-type: none"> <i>Uniform Act</i> adopted in 1997 enacted by Ontario
			<ul style="list-style-type: none"> <i>Uniform Foreign Money Claims Act</i>

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<p>NEW TOPIC</p> <p>9. Currency Conversion in Judgments</p>	<p>to implement rules for dealing with debts due in currencies other than Canadian dollars</p>		<p>adopted in 1990 enacted:</p> <ul style="list-style-type: none"> i) in BC ii) like legislation in Ontario