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Original Research

Unification of Private International Law Rules

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The present study is a descriptive-analytical research conducted using a library-based method with the aim of examining the unification of private international law rules. The researcher seeks to answer the following questions: Is the unification of private international law historically and scientifically feasible? Which part of private international law is more susceptible to unification? Have the efforts made toward the unification of private international law been successful? Can such efforts bring benefits to Iran? What measures can enhance Iran's position in the field of unifying private international law? The findings of the study indicate that many legal scholars throughout history have advocated for the unification of private international law. Various countries, especially in Europe and the Americas, have taken effective steps toward this unification. Among the different areas of private international law, conflict-of-law rules appear to be the most amenable to unification. The steps taken toward the unification of private international law do not fundamentally conflict with the principles of Iranian law.

Keywords: *Unification, Legal Rules, Private International Law.*

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1. Introduction

Uniform laws are considered part of transnational law and can provide legal solutions either in a binding or non-binding form (Block-Lieb & Halliday, 2007; Červenkovà, 2008). Both types of these laws may serve merely as mechanisms for resolving conflicts of laws or, beyond that, as substantive rules (Afzali Mehr & Vahdati Shobeyri, 2016; Jalālī & Shakūrī, 2013). Currently, numerous governmental, semi-governmental, and private organizations play a leading role in designing uniform legal rules through instruments such as conventions—with greater binding force—or through instruments like principles and legal guidelines, which persuade states primarily through moral and intellectual conviction rather than legal compulsion (Reich, 2005; Zamboni, 2007). These instruments have accelerated the adoption and implementation of uniform laws.

In the present circumstances, national legal systems tend to accept transnational laws only to the extent that they do not conflict with their own mandatory national rules (Parvin & et al., 2015; Qāzī, 2016). Consequently, they frequently assess and sometimes reject them. Therefore, the number of substantive rules directly applicable within domestic legal systems remains limited (Shīrvī, 2008). This situation has led international organizations to introduce new mechanisms to make the adoption and implementation of uniform laws easier and more efficient (Block-Lieb & Halliday, 2007; Zamboni, 2007). What ultimately matters is paying attention to the limitations of unification efforts so that, by taking into

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account mutual interests among states and eliminating unnecessary issues, the difficulties of enacting and implementing new laws can be minimized (Sarfārāzī et al., 2014; Vālī Nezhād, 2003).

By considering the recommendations presented in this paper and improving the unification process, a promising future for this purposeful movement can be envisioned. Historically, Iran has participated in various international conventions aimed at unifying legal rules, including those related to commerce, maritime, rail, and road transport, labor law, and the protection of children and persons with disabilities (Abbāsi Sarmadi & Ābīd, 2017; Hāshemī, 2019). Continued active participation in such international arenas requires a serious examination and research into the unification of private international law to enable Iran to have a stronger presence globally. In this way, Iran can play a significant role in the development of this branch of legal science and benefit maximally from uniform legal rules (Ghavvam, 2003; Rūḥānī, 2001).

Law, by its nature, seeks to establish order in relations among individuals. In the past, this goal was achieved through the enactment of national laws within each country's internal sphere. However, with the expansion of communication systems such as rail, maritime, and air transport, postal services, telegraph, and telephone—and especially with the advent of modern information and communication technologies—social, commercial, cultural, and scientific interactions among individuals across countries have increased dramatically (Rūḥānī, 2001; Vālī Nezhād, 2003). As a result, many legal relationships now contain one or more foreign elements, making domestic legislation insufficient to achieve the objectives of law (Sūfī Zomorrod, 2015).

The objective of this paper is to identify the historical background of the unification of private international law, to examine the advantages and disadvantages of this unification, to review the measures taken at the international level in this regard, and to propose strategies for enhancing Iran's position in the field of unifying private international law (Abbāsi Sarmadi & Ābīd, 2017; Hāshemī, 2019). In order to address the existing challenges, various international initiatives have been undertaken to unify private international law rules—particularly substantive rules and conflict-of-law rules. Some of these initiatives have led to the drafting and signing of international conventions on this subject. This study will explore such developments and their implications (Afzali Mehr & Vahdati Shobeyri, 2016; Jalālī & Shakūrī, 2013).

2. Theoretical Foundations

2.1. Historical Evolution of Legal Unification

In the international system, individuals, organizations, and states are the principal actors and play a central role in global development. Therefore, the structures within which these natural and legal persons operate—and through which they acquire international identity and engage in cross-border activities—must align with established and accepted international frameworks (Abbāsi Sarmadi & Ābīd, 2017; Qāzī, 2016). These structures should exist within the spatial and temporal dimensions of international law and regulations. It is necessary to examine the obstacles and challenges that affect international development in fields such as economics and politics, and to determine the influence and intervention of each of the aforementioned actors in shaping these challenges (Ghavvam, 2003; Sarfārāzī et al., 2014).

Subsequently, existing legal infrastructures in the international arena should be analyzed from a legal perspective, identifying extra-legal policies and activities that operate beyond formal law. By examining the economic and political domains at the international level and articulating clear global visions in these fields, one can propose solutions for overcoming existing international challenges within the legal and executive infrastructures (Vālī Nezhād, 2003). Such an approach will pave the way for enhancing soft power across all domains—particularly in the legal field, including private international law (Abbāsi Sarmadi & Ābīd, 2017). For this reason, the uniformity and harmonization of private international law, given the diversity of legal systems, holds special importance. Despite the multiplicity and variety of domestic legal systems, international coordination among them has become an undeniable necessity (Červenkovà, 2008; Shīrvī, 2008). The unification and harmonization of private international law rules, like other branches of international law, manifest through processes of codification and development (Block-Lieb & Halliday, 2007; Dārābpūr, 1995). However, in private international law—being a subfield of private law—the

mechanisms of "codification" and "development" are not as extensive as in other international legal disciplines (Jalālī & Shakūrī, 2013). This is due to the diversity of domestic legal systems and their interactions on the international stage (Afzali Mehr & Vahdati Shobeyri, 2016; Reich, 2005).

Consequently, in the codification and development of private international law rules, there is limited diversity of mechanisms, and so far, the only significant institutional mechanism in this area has been the Hague Conference on Private International Law (Abbāsi Sarmadi & Ābīd, 2017; Hojjat Zadeh & Nūshādī, 2011).

2.2. *The Hague Conference on Private International Law*

The Hague Conference on Private International Law is one of the oldest international organizations, headquartered in The Hague, Netherlands (Abbāsi Sarmadi & Ābīd, 2017; Červenkovà, 2008). The organization held its first session in 1893 at the initiative of the Dutch jurist Tobias Asser, and since 1955, it has become a permanent intergovernmental organization (Dārābpūr, 1995; Jalālī & Shakūrī, 2013). The initial goal of this organization was to promote legal and judicial security in relations among individuals and companies of different nationalities. The outcomes of its activities include numerous conventions concerning commercial law, judicial and legal cooperation, and family law (Block-Lieb & Halliday, 2007; Reich, 2005).

Among the international organizations located in The Hague, the Hague Conference on Private International Law is the only one endowed with a legislative function (Abbāsi Sarmadi & Ābīd, 2017; Afzali Mehr & Vahdati Shobeyri, 2016). The rules drafted by this organization are subsequently transformed into international treaties and conventions. Unlike other international legislative bodies—such as the International Law Commission—the primary objective of this conference is not the regulation of intergovernmental relations but rather the facilitation of the cross-border legal life of individuals and private entities (Shīrvī, 2008; Zamboni, 2007).

Despite the rapid expansion of international relations across the world, a diversity of legal systems continues to exist. Whenever individuals engage in activities across borders, legal problems may arise in their relationships. The Hague Conference, being the oldest international legal institution in The Hague, traces its earliest efforts back to 1885 when the Italian jurist Pasquale Mancini initiated attempts to convene the first session in Rome (Červenkovà, 2008; Dārābpūr, 1995).

2.3. *The Concept of International Jurisdiction of Courts*

Jurisdiction refers to the legal capacity and competence of a court to adjudicate a case or matter (Qāzī, 2016; Shīrvī, 2008). When a foreign element is involved, jurisdiction is divided into two categories: domestic jurisdiction and international jurisdiction (Abbāsi Sarmadi & Ābīd, 2017; Afzali Mehr & Vahdati Shobeyri, 2016). International jurisdiction arises when the authority of a state's courts extends beyond its territorial boundaries. Therefore, international jurisdiction refers to the competence of courts to hear cases that contain at least one foreign element or, in other words, cases that are international in nature (Hojjat Zadeh & Nūshādī, 2011; Jalālī & Shakūrī, 2013).

A foreign element may include the nationality of the contracting parties, the location of an asset, or the place of contract formation—factors that connect a dispute to more than one state (Reich, 2005). If no foreign element is present and the jurisdiction of a court is limited to persons and events within its national territory, then the court's jurisdiction is classified as domestic (Qāzī, 2016). According to *Black's Law Dictionary*, international jurisdiction is defined as the authority of a court to exercise its power beyond territorial limitations or outside its own domain (Farber, 2004).

Some jurists consider "general jurisdiction" or "international jurisdiction" to mean the competence of a state's courts in relation to the courts of other states (Graglia, 2002; MacLean, 2002). Others define international jurisdictional rules as those determining which state's court is competent to adjudicate a dispute connected to multiple jurisdictions. These rules thus serve to resolve conflicts of jurisdiction between different states' courts (Shāpīrā, 1992; Shīrvī, 2008).

2.4. *The Basis of Conflict-of-Laws Rules*

Before the emergence of modern nation-states, countries either shared a common legal system—as in the case of Islamic or Christian territories—or did not recognize any external legal norms. Consequently, no conflict existed that required resolution (Ardabīlī, 2004; Sarfārāzī et al., 2014). The issue of conflict-of-laws and private

international law arose only with the appearance of sovereignty in its modern sense (Qāzī, 2016).

It was with the rise of nation-states and the development of national legal systems operating within defined territorial boundaries that the need emerged for coordination among inherently different domestic laws governing international private relations (Červenkovà, 2008; Zamboni, 2007). As a result of this necessity, conflict-of-laws rules were developed to reconcile the substantive laws of different countries in the sphere of private international interactions (Afzali Mehr & Vahdati Shobeyri, 2016; Jalālī & Shakūrī, 2013).

The application of foreign substantive laws within a state's territory rests on the fundamental assumption that such laws, like domestic laws, are neutral (Reich, 2005; Vālī Nezhād, 2003). In other words, the domain of private international law and conflict-of-laws rules is free from considerations of distributive justice or public interest (Hāshemī, 2019; Sūfī Zomorrod, 2015). Instead, it belongs exclusively to the sphere of private law, which reflects the sense of commutative justice characteristic of a particular society (Dārābpūr, 1995; Shīrvī, 2008).

2.5. *Factors Leading to the Emergence of Conflict of Laws*

A. Expansion of International Relations and Transactions

The issue of conflict of laws arises only when a legal relationship connects two or more countries. During periods when individuals were confined within their national borders, the emergence of conflict-of-laws problems was rare. However, as opportunities for private international relations expanded and states engaged in cross-border transactions, the conditions for the development and existence of conflict-of-laws issues were created (Sarfārāzī et al., 2014; Vālī Nezhād, 2003).

B. Legislative Tolerance and the Possibility of Applying Foreign Law

Another essential condition is the willingness of a country's legislature and judiciary to exercise flexibility and, in certain cases, to accept the application of foreign law within their own territory (Afzali Mehr & Vahdati Shobeyri, 2016; Reich, 2005). If a national legislator considers only domestic law as competent and the judge is always obliged to apply national law exclusively, then conflict-of-laws issues would never arise. Hence, a degree of legislative and judicial tolerance is necessary for the coexistence of multiple legal systems within a transnational context (Hāshemī, 2019; Shīrvī, 2008).

C. Differences Among National Legal Systems

The third condition is the existence of divergent domestic laws on the same legal issue in different countries (Červenkovà, 2008; Jalālī & Shakūrī, 2013). When two or more states regulate the same legal matter differently, the question arises as to which law should govern. If, however, the legal solutions in various countries were identical, the selection of one law over another would be practically meaningless. Therefore, the more uniform the substantive rules of different states become, the less frequent and relevant conflicts of laws will be (Block-Lieb & Halliday, 2007; Zamboni, 2007).

2.6. *Thematic Classification of Uniform Rules*

States exhibit varying reactions toward different types of uniform legal rules, generally showing greater sensitivity toward mandatory laws (Afzali Mehr & Vahdati Shobeyri, 2016; Reich, 2005). However, their reactions also depend on the specific subject matter addressed by these rules. Understanding the thematic scope of uniform rules is essential for identifying current trends in legal unification. Below, the uniform rules in contract law are classified according to their subject matter (Červenkovà, 2008; Dārābpūr, 1995).

A. Substantive Uniform Rules

Unification may aim at establishing substantive legal rules. Such rules, by their nature, indirectly eliminate conflicts of laws and may gain enforceability in two ways (Shīrvī, 2008). In some cases, harmonized rules require no additional national ratification; the mere membership of a state in the proposing organization automatically renders these rules part of domestic law, as practiced by France and the Netherlands within the European Union (Abbāsi Sarmadi & Ābīd, 2017). Conversely, countries such as Germany, Italy, and the United Kingdom adopt another approach, as discussed below (Afzali Mehr & Vahdati Shobeyri, 2016).

Once substantive rules become operative through either method, they can influence member states' legal systems in two main ways:

1. **Direct Effect:** Some substantive rules require member states to incorporate common provisions verbatim into their national laws. These directly operative rules are referred to as *uniform laws*. For instance, Article 1 of the

Convention Relating to a Uniform Law on the Formation of Contracts for the International Sale of Goods (The Hague, July 1, 1964) obliges each contracting state to incorporate the annexed uniform law into its domestic legislation in accordance with its constitutional procedure (Dārābpūr, 1995; Jalālī & Shakūrī, 2013).

2. **Indirect Effect:** Other substantive rules allow states discretion to harmonize their domestic laws with the uniform provisions to the extent compatible with their internal systems (Reich, 2005). In this case, states voluntarily align their legislation with uniform standards to enhance legal coherence and reduce transnational uncertainty (Sarfārāzī et al., 2014; Zamboni, 2007).

Accordingly, the first type—*direct substantive uniform rules* incorporated as part of domestic law—represents the most effective mechanism for achieving legal unification. However, practical and procedural obstacles in drafting and adopting such directly applicable rules have limited their prevalence compared to other forms of uniform regulation (Afzali Mehr & Vahdati Shobeyri, 2016; Shīrvī, 2008).

B. Uniform Conflict-of-Laws Rules

Some uniform laws focus on establishing conflict-of-laws rules rather than creating new substantive norms (Block-Lieb & Halliday, 2007; Shāpīrā, 1992). Under this approach, no new material law is determined; instead, the applicable legal system governing a given issue is decisively identified. Such rules simplify the selection process among different legal systems and eliminate uncertainty in the choice of law (Reich, 2005). The chosen legal system need not belong to one of the member states but may represent an internationally preferred framework even from non-member countries (Červenkovà, 2008; Jalālī & Shakūrī, 2013).

Like substantive rules, these conflict-of-laws rules can also exert influence through direct or indirect implementation. Overall, the directly applicable substantive uniform rules remain the most effective instrument for achieving unification, though, as experience shows, significant challenges have restricted their adoption (Afzali Mehr & Vahdati Shobeyri, 2016; Zamboni, 2007).

2.7. Organizations Active in Legal Unification

Organizations currently serve as the primary agents of international legal unification (Abbāsi Sarmadi & Ābīd, 2017; Červenkovà, 2008). Since the first Hague Conference on Private International Law in 1893 introduced this international objective, several governmental and non-governmental institutions have been established with the same purpose. These organizations can be divided into three main categories based on their structure:

(A) Intergovernmental Organizations, (B) Semi-Governmental Organizations, and (C) Private Associations (Block-Lieb & Halliday, 2007).

A. Intergovernmental Organizations

These are state-based bodies whose authority to draft uniform laws derives from the consent and cooperation of their member states (Reich, 2005; Zamboni, 2007). Because membership in such organizations confers significant political and economic advantages, states are implicitly compelled to align with the unification process to protect their national interests (Sarfārāzī et al., 2014). In many cases, unification of laws is not the primary goal but a secondary objective pursued in line with broader institutional purposes. Examples include the World Trade Organization (WTO), the European Union (EU), and the Organization of Islamic Cooperation (OIC) (Ghavvam, 2003).

B. Semi-Governmental Organizations

These institutions are primarily established to promote harmonization and coherence among the legal systems of different states (Abbāsi Sarmadi & Ābīd, 2017; Afzali Mehr & Vahdati Shobeyri, 2016). The rules developed within such organizations are typically adopted voluntarily by states. Prominent examples include UNCITRAL (United Nations Commission on International Trade Law) and UNIDROIT (International Institute for the Unification of Private Law), both of which are highly influential in the area of contract law (Block-Lieb & Halliday, 2007; Zamboni, 2007). Other semi-governmental organizations active in the public law sphere include the International Labour Organization (ILO), the United Nations Educational, Scientific and Cultural Organization (UNESCO), the International Atomic Energy Agency (IAEA), and the International Monetary Fund (IMF) (Reich, 2005).

C. Private Associations

Private organizations are non-governmental bodies that design and develop legal standards for contracting parties in international trade (Červenkovà, 2008; Jalālī & Shakūrī, 2013). These standards, when efficient and aligned with commercial needs, gradually gain widespread acceptance and are adopted by global business actors. The International Chamber of Commerce (ICC) is one such organization. Its *Incoterms (International Commercial Terms)* constitute one of the most successful private codifications, now widely used in nearly all international sales contracts (Reich, 2005).

Other notable non-governmental institutions include the International Academy of Comparative Law (founded in 1924), the International Law Association (ILA), and the Centre for Comparative International Law (Shīrvī, 2008). Depending on their operational scope, these organizations are categorized as either global (e.g., UNCITRAL, UNIDROIT, ICC, Hague Conference, WTO) or regional (e.g., the European Union, the UN Economic Commission for Europe, and the Organization for the Harmonization of Business Law in Africa) (Sarfārāzī et al., 2014; Zamboni, 2007).

3. Unification of Rules in Legal Systems

In nearly all countries of the world, the process of reforming existing regulations and enacting new laws is ongoing, and in many states, specialized institutions have been tasked with continuously reviewing the existing regulatory corpus through scientific study and submitting the results of their research as proposed reform bills to the legislative authorities (Qāzī, 2016; Shīrvī, 2008). In an ideal environment for the scientific appraisal of current laws, global scientific findings should be considered, and other countries' experiences should be taken into account (Červenkovà, 2008; Zamboni, 2007). Such findings and comparative experiences enable the legislator to anticipate the consequences of a proposed law and to select the best option among available methods (Dārābpūr, 1995; Reich, 2005). From this ideal, purely scientific perspective, legal experts and scholars would select and present the best and most modern texts available. In practice, of course, this endeavor faces serious political, cultural, and ideological challenges; nevertheless, at least in those areas where sensitivities are weaker, it is possible—relying on scientific evidence—to achieve legal uniformity or, at a minimum, regulatory similarity (Sarfārāzī et al., 2014; Vālī Nezhād, 2003).

For example, in Iran, the use of new means of communication—such as email, the internet, and, more generally, the exchange of electronic information and data—is expanding. To benefit effectively from these technologies for economic growth and development, the necessary legal infrastructure must be established (Hāshemī, 2019; Rūḥānī, 2001). It must be clarified, for instance, whether electronic correspondence has probative value as evidence, whether electronic signatures are cognizable, whether contracts may be concluded by means of data messages, whether data constitute "writing," and whether data can be deemed a "document" (Afzali Mehr & Vahdati Shobeyri, 2016; Hojjat Zadeh & Nūshādī, 2011). To draft such a statute—e.g., an Electronic Commerce Law—comparative study of other countries' experiences is required and, where appropriate, selective borrowing should occur. In practice, this process leads to similarity between domestic electronic commerce regulations and those of other jurisdictions, because sensitivities regarding such topics are generally low; therefore, the path toward unification proceeds more rapidly and effectively (Červenkovà, 2008; Jalālī & Shakūrī, 2013).

These model laws have been welcomed by national legislators for several reasons. First, they are not the product of any particular country, and adopting them does not wound national pride. Second, their substantive provisions are not bound to the culture, historical background, or ideological beliefs of a particular nation, so their reception elsewhere does not encounter fundamental challenges. Third, the texts of these model laws are drafted with precision and clarity, and the terminology used is, insofar as possible, free from the distinctive color of any single legal system (Block-Lieb & Halliday, 2007; Zamboni, 2007). Acceptance of these model laws by national legislators, in practice, leads to legal unification and regulatory harmonization in the relevant domain. For example, through this very process, Iran's Law on International Commercial Arbitration has been harmonized with the arbitration laws of roughly 40 other countries, despite undeniable political, cultural, and ideological differences among them (Červenkovà, 2008; Reich, 2005).

Uniform laws in the law of contracts are a type of transnational law. From their inception, these laws have

met with varied reactions from states. Although, in principle, states have sought—through their judicial decisions—to accept transnational rules to some extent, the degree of such acceptance varies notably across countries (Shāpīrā, 1992; Shīrvī, 2008). Overall, the results indicate that no state has thus far declared transnational rules to be the ultimate and absolute expression of will within its jurisdiction. Nevertheless, a common thread can be observed in states' reactions: they repeatedly face similar situations when deciding on uniform rules, and their choices in each of these contexts reveal their policy toward the unification of contract law (Afzali Mehr & Vahdati Shobeyri, 2016; Jalālī & Shakūrī, 2013). It should be recalled that the notion of "binding" or "non-binding" uniform rules here refers to whether the uniform instrument contains mandatory provisions or merely default ones. For example, Article 23 of the Convention on the International Sale of Goods constitutes a binding rule: "A contract is concluded at the moment when an acceptance of an offer becomes effective in accordance with the provisions of this Convention" (Dārābpūr, 1995). By contrast, Article 1.2 of the Principles of International Commercial Contracts is a default, non-binding rule: "Nothing in these Principles requires a contract to be concluded in or evidenced by writing. It may be proved by any means, including witnesses" (Afzali Mehr & Vahdati Shobeyri, 2016; Jalālī & Shakūrī, 2013).

4. Challenges and Obstacles to the Unification of Legal Rules

In general, multiple factors influence the success of an international uniform rule—for example, the quality of the drafted provisions, the strength of the stipulated enforcement mechanisms, practical enforceability, alignment with the cultural and social context of the receiving society, and the involvement of facilitating factors such as support from national elites (Reich, 2005; Zamboni, 2007). The failure of certain unification projects can be attributed to the absence of some of these conditions and to additional factors discussed below (Červenkovà, 2008; Shīrvī, 2008).

A. Observance of States' Common Interest

To achieve broad acceptance, the drafting and design of uniform rules should be grounded in the avoidance of a shared harm or the pursuit of a mutual benefit (Sarfārāzī et al., 2014; Vālī Nezhād, 2003). Experience shows that if states deem their national law self-sufficient and see no need for "superior" common rules, they will not exhibit sufficient willingness to harmonize (which is distinct from cases where harmonization is recognized as necessary, but the proposed project fails to offer an adequate response). Neglecting this condition results in proposals accepted only by some states. For instance, the United Kingdom, having already enacted its national bill of exchange law before the 1930 Uniform Law on Bills of Exchange, declined to adopt the 1930 uniform law (Shāpīrā, 1992). Conversely, when unification projects explicitly pursue common interests, they tend to yield successful legal integrations—as seen in contemporary regional unifications that, by adhering to this principle in drafting common rules, have achieved notable successes (Červenkovà, 2008; Reich, 2005). Moreover, realizing common benefits must consider the needs of countries at different economic levels, because even the most up-to-date rules can be detrimental if they are misaligned with a state's legal and economic system—for example, imposing stringent consumer or environmental protections without providing the necessary enforcement infrastructure may produce more harm than good (Ghavvam, 2003; Hāshemī, 2019).

B. Eliminating Nonessential Issues

Observance of the common-interest principle also requires removing nonessential matters from a unification project or addressing them separately. For example: (a) refrain from drafting substantive rules where uniform conflict-of-laws provisions would suffice; (b) refrain from proposing uniform rules for domestic contracts when unifying international commercial contract law is adequate—such as the 1964 law on international sales and the Incoterms, which do not legislate domestic matters; and (c) limit a unification project to either substantive rules or procedural/formal rules, rather than both simultaneously (Dārābpūr, 1995; Shāpīrā, 1992). Attention to these considerations does not diminish the competence of international organizations and institutions; rather, it is a pathway toward more exacting study and more effective uniform rules (Jalālī & Shakūrī, 2013; Zamboni, 2007).

C. Mechanisms for Adoption and Implementation of Uniform Rules

Designing appropriate mechanisms for the adoption and implementation of uniform rules is essential to any unification project (Block-Lieb & Halliday, 2007; Reich,

2005). The optional nature of adherence has prevented the practical operation of many conventions and instruments directed at states as the primary audience of unification. Although this is related to preserving state sovereignty, if unrestricted opt-in is not cabined by suitable techniques, uniform rules will operate only when private parties (subject to the bounds of freedom of contract and pacta sunt servanda) choose to make them governing law in their contracts (Afzali Mehr & Vahdati Shobeyri, 2016; Shīrvī, 2008). Several approaches can encourage state acceptance and mitigate these limitations, including phased accession models, incentive-linked technical assistance, and default legislative incorporation clauses tailored to domestic constitutional procedures (Červenkovà, 2008; Zamboni, 2007).

D. Utilization of International Mediation

States generally refrain from relinquishing their sovereignty unless they are assured that acceptance of proposed uniform rules does not amount to submission to the legal dominance of major powers. To avoid such prejudgment, neutral experts and jurists should accompany their proposed rules with objective and reasoned analyses. In this context, a neutral facilitator in negotiations can play a decisive role—both during the drafting of texts and subsequently in mediating between parties to achieve consensus (Reich, 2005; Zamboni, 2007). In other words, a neutral third party can remove obstacles that often create suspicion among states about hegemonic ambitions of rival powers, thus fostering trust, particularly among states with limited prior national experience in the proposed subject matter. The mediator may be a specialized neutral group or an international professional body such as the International Labour Organization (Reich, 2005).

E. Independence of Proposed Rules from National Legal Systems

When uniform rules merely replicate or synthesize elements from various national legal systems, they tend to encounter stronger opposition. Conversely, the less dependent these rules are on specific national systems and the more they derive from transnational commercial law, the greater their likelihood of acceptance (Afzali Mehr & Vahdati Shobeyri, 2016; Červenkovà, 2008).

F. Economic Leverage as a Tool of Influence

One mechanism capable of compelling states to accept uniform rules is economic leverage. When states are economically dependent on major and active international organizations, they may be obliged to conform to the uniform regulations of these bodies in exchange for economic or trade advantages (Block-Lieb & Halliday, 2007; Reich, 2005). In such circumstances, economic instruments, rather than purely legal persuasion, exert the most effective implicit pressure on national sovereignty. This method has been employed by organizations such as the World Trade Organization (WTO), the European Union (EU), and the Organization for the Harmonization of Business Law in Africa (OHADA).

Similarly, UNCITRAL has used this approach by emphasizing that its legal guides reflect the most advanced and robust economic systems, noting, for instance, that its *Legislative Guide on Insolvency Law* has been endorsed by the International Monetary Fund (IMF) and the World Bank (Block-Lieb & Halliday, 2007). By such means, UNCITRAL effectively enhances the credibility and desirability of its projects. However, this approach remains viable only as long as neutrality in rule drafting is preserved and the process does not result in laws favoring developed economies at the expense of developing nations (Reich, 2005; Sarfārāzī et al., 2014).

G. Limiting Uniform Rules to International Contracts

Another viable strategy is to confine uniform laws to international contracts. States are often more sensitive toward their domestic relations. Nevertheless, if the practicality and utility of uniform rules are proven in the international sphere, their influence will eventually extend to domestic relations as well (Jalālī & Shakūrī, 2013; Shīrvī, 2008).

H. Substantive Scope of the Rules

Uniform rules must possess adequate substantive scope. Some deficiencies in desirability stem from the overly restrictive drafting of certain instruments. Traditional uniform laws often seek to prevent disputes by limiting their application through exceptions—such as those found in the *1930 Uniform Law on Bills of Exchange*, which includes:

1. Matters expressly left to the discretion of states, such as the transfer of ownership of negotiable instruments;
2. Matters that, although mentioned in the convention, may be modified by states, such as guarantees written on documents other than the negotiable instrument itself;

3. Matters not addressed by the convention, such as facilitative commercial instruments created by merchants to assist one another without evidencing a real debt (Dārābpūr, 1995).

Similar exceptions can also be found in the *Convention on the International Sale of Goods (CISG)*. However, some recent efforts—such as legal principles and model guidelines—consider only *public order* and *good morals* as real limitations, establishing broad rules applicable to all related matters (Jalālī & Shakūrī, 2013). This new approach, though lacking binding force, is not significantly hindered by non-ratification risks, as modern unification strategies typically rely on moral and intellectual persuasion rather than legal compulsion to achieve global acceptance (Zamboni, 2007).

I. Adoption of a Creative Approach

In some instances, reliance on national concepts and sources in drafting uniform international rules has proven problematic. Therefore, resorting to *transnational commercial customs* and sources of *lex mercatoria*—as shared elements across legal systems—is recommended (Afzali Mehr & Vahdati Shobeyri, 2016; Červenkovà, 2008). Unification should be grounded in new regulatory frameworks that transcend national systems and are imported from the transnational sphere into domestic law. Most of these norms originate from the established practices of international commercial actors (Reich, 2005).

J. Avoiding Commercially Biased Approaches

Certain unification initiatives have exhibited an implicit commercial bias—that is, a tendency to prioritize programs that advance trade efficiency at the expense of other legitimate social or ethical values (Jalālī & Shakūrī, 2013; Reich, 2005). For instance, the objectives of organizations or governmental negotiators (or even industrial representatives) in unification projects may focus solely on national or corporate interests rather than on promoting public welfare or addressing the needs of vulnerable groups such as consumers. This risk is heightened when governmental representatives are absent from the drafting process (Sūfī Zomorrod, 2015). Therefore, successful unification must be designed and pursued by specialized and legally oriented institutions to ensure that the process is guided scientifically and impartially (Abbāsi Sarmadi & Ābīd, 2017; Shīrvī, 2008). The more political powers engage in non-legal bargaining to secure commercial advantages, the less likely a legally effective outcome will be achieved. This weakness is particularly evident in economic organizations such as the WTO and the EU, where legal harmonization serves as a secondary objective pursued under the shadow of commercial and economic interests (Reich, 2005). In contrast, UNIDROIT and UNCITRAL exemplify professional and relatively non-political institutions that guide unification scientifically and with greater neutrality (Block-Lieb & Halliday, 2007; Zamboni, 2007).

In general, directly applicable substantive rules in domestic legal systems remain limited in number (Afzali Mehr & Vahdati Shobeyri, 2016; Shīrvī, 2008). This limitation has prompted international organizations to devise new strategies to facilitate the adoption and implementation of uniform laws. Among these innovations is the replacement of conventions and model laws with *legal principles* and *guidelines*, which require no formal ratification, and the use of *international arbitration mechanisms* to enforce and validate such rules (Abbāsi Sarmadi & Ābīd, 2017; Reich, 2005). These two methods broaden participation beyond states, targeting global persuasion based on the practical utility and effectiveness of uniform laws. Once such utility is demonstrated, state accession naturally follows (Sarfārāzī et al., 2014; Zamboni, 2007).

At the same time, as the methods of integrating uniform laws into national legal systems evolve, the drafting of substantive rules must also adopt new and creative approaches. Substantive rules should draw their legitimacy from transnational commercial law rather than from mere amalgamation of state laws—except where the adoption of national elements preserves the desirability of the new rules (Červenkovà, 2008; Reich, 2005). This approach leads to the creation of new rules that avoid the difficulties of reconciling divergent national systems. Ultimately, by implementing the recommendations offered in this study and refining the unification process, a promising horizon for this purposeful movement can be anticipated in the near future (Abbāsi Sarmadi & Ābīd, 2017; Hāshemī, 2019).

4.1. National-Level Unification of Legal Rules

Conflict-of-laws rules, which form part of the national law or the lex fori, can be as diverse as the legal systems themselves, and because private international law reflects domestic law in an international context, the

diversity seen in substantive contract rules across countries is mirrored by the diversity of conflict rules governing contracts (Červenkovà, 2008; Shīrvī, 2008). It is therefore clear that differences in states' political, social, cultural, and economic conditions generate divergent outcomes, and there can be no assurance that different systems' conflict rules will reach the same result on a given contractual issue (Reich, 2005; Zamboni, 2007). Nevertheless, international conferences have sought to reduce the legal uncertainty arising from heterogeneous conflict rules by pursuing unification both of substantive law and of conflict rules, producing treaties that align member states around common rules on contractual and non-contractual obligations (Dārābpūr, 1995; Jalālī & Shakūrī, 2013). It therefore becomes necessary to examine the criteria by which different legal systems formulate and select their conflict rules (Afzali Mehr & Vahdati Shobeyri, 2016).

In contemporary practice, the principle of party autonomy in choosing the law governing a contract is widely accepted, but its reach is shaped through both "objective" and "subjective" connecting factors (Afzali Mehr & Vahdati Shobeyri, 2016; Shīrvī, 2008). Scholars who advocate the widest possible freedom for parties employ the subjective approach to read party autonomy expansively, whereas critics of boundless autonomy argue for a narrower interpretation that recognizes party choice within defined limits (Červenkovà, 2008; Jalālī & Shakūrī, 2013). As a result, the objective method is no longer independent of party autonomy; driven by commercial necessity, states generally accept freedom of choice, confining the objective method to cases where party autonomy cannot operate, thereby using it to fill gaps in the absence or invalidity of the parties' choice of law (Reich, 2005; Zamboni, 2007).

Contracts, as a principal arena where legal systems interact, now routinely transcend territorial borders and serve as vital conduits to the external world. The conflict rules of a legal system governing contracts are those national rules applied by courts to resolve disputes bearing a foreign element (Dārābpūr, 1995; Shīrvī, 2008). A court seised of a contract with a foreign element must, under the lex fori, characterize the legal relationship as contractual and then apply an appropriate test to determine whether the contract is international and which law governs it (Jalālī & Shakūrī, 2013).

Several methodologies exist for identifying the governing law. Historically, two principal approaches were used: the objective method, by which the applicable law was fixed by statute using impersonal connecting factors; and the subjective (or "intentional") method, by which the governing law was determined chiefly by the parties' will (Afzali Mehr & Vahdati Shobeyri, 2016; Shīrvī, 2008). Both approaches were used, to varying degrees, across many systems. However, rapid growth in cross-border trade and the globalization of commercial relations have reshaped conflict rules on contracts in numerous jurisdictions (Červenkovà, 2008; Zamboni, 2007).

The traditional concepts of the objective and subjective methods have thus evolved. Modern conflict rules—developed nationally and internationally—aim to serve domestic economic interests, broader national policies, the needs of transnational markets, and international public policy; in many regions with differing legal traditions, these rules have come to exhibit a significant degree of uniformity (Jalālī & Shakūrī, 2013; Reich, 2005). In the past, the objective method, understood in its classical sense, generated three leading theories for the governing law of contracts: (1) the law of the place of contracting; (2) the law of the place of performance; and (3) the law of the parties' nationality or domicile. Each theory influenced different countries' conflict rules and, in some places, hardened into a rule of its own (Dārābpūr, 1995; Shīrvī, 2008). Today, with the expansion of international economic relations—including contracts among private parties, as well as between states or state entities and foreign investors—party autonomy is recognized in most legal systems and international conventions (Afzali Mehr & Vahdati Shobeyri, 2016; Červenkovà, 2008). Contemporary doctrine, however, reconceives both the objective and subjective approaches, a shift reflected in modern comparative and private-international-law encyclopedias (Jalālī & Shakūrī, 2013; Reich, 2005).

Accordingly, today's doctrine treats the objective method as operating in a complementary relationship with party autonomy. The objective method plays a decisive role where the parties have neither expressly nor impliedly chosen the governing law, where the chosen law conflicts with overriding mandatory rules or public policy of the involved states, where public or national interests require it, where protection of weaker

parties is at stake, or in sectors where, for specific reasons, the objective approach is preferable to the subjective one (Hāshemī, 2019; Shīrvī, 2008). In its modern sense, the objective method encompasses the "proper law of the contract" or the "law of the closest connection"; thus, where the tribunal is empowered to select the applicable law, it performs an objective assessment of the concrete factors that most closely connect the contract to a legal system—considering the terms used, the parties' situation, and the surrounding circumstances (Afzali Mehr & Vahdati Shobeyri, 2016; Jalālī & Shakūrī, 2013). In many instances, this proper law will be the law of the place of performance of the characteristic obligation, which in practice often coincides with the law of the seller's place of business (Dārābpūr, 1995; Reich, 2005).

5. Conclusion

A fully unified rule concerning contract law must be a substantive rule—one that provides a complete and precise legal solution to a given issue. Such a rule should be capable of direct incorporation into domestic legal systems without being subject to reservation or modification by national authorities. However, under current conditions, national systems accept transnational legal norms only to the extent that they do not conflict with mandatory domestic provisions. Consequently, these norms are frequently reassessed, limited, or rejected, and truly self-executing substantive rules remain relatively rare.

This limitation has encouraged international organizations to develop new mechanisms to simplify the adoption and enforcement of uniform laws. Among these innovations are the replacement of traditional conventions and model laws with legal principles and guidelines, which remove the need for formal ratification, and the increasing use of international arbitration to apply and validate uniform legal rules. These approaches broaden the audience for unification beyond states themselves, relying instead on the persuasive appeal of the rules' effectiveness and practical benefits. Once such utility and fairness are demonstrated, state accession follows naturally.

As the mechanisms for integrating uniform law evolve, the drafting of substantive rules must also proceed from a new and creative perspective. Substantive rules should derive their foundation from transnational commercial practices rather than from the mere combination of national laws, except where the inclusion of specific domestic elements preserves the desirability of the rule. This method leads to the creation of genuinely new norms that avoid the difficulties of reconciling conflicting national systems. By implementing the recommendations proposed in this study and refining the process of legal unification, a promising horizon can be envisioned for this purposeful movement in the near future.

The development and expansion of legal norms on an international scale—particularly through public international law—has accelerated in recent decades. International treaties, globalization, and the evolution of human rights and humanitarian law have played a crucial role in harmonizing domestic legal systems. The study has examined the nature, benefits, and drawbacks of uniform conflict-of-laws rules. Without question, such unified rules, designed to harmonize private international law among nations, enhance legal certainty for contracting parties, allowing them to better understand their rights and obligations and to predict the likely outcomes of potential disputes. This unification contributes significantly to reducing conflicts between contractual parties and facilitates and accelerates the process of contract formation.

Accordingly, the architects of uniform rules—seeking to unify private international law—have endeavored to create new categories of connecting factors tailored to the specific nature and conditions of each contract and the parties involved. These innovations aim to generate conflict-resolution rules that ensure a higher degree of substantive justice compared with traditional procedural approaches.

Finally, regarding Iran's legal framework, the analysis highlighted that it is fundamentally grounded in Islamic jurisprudence. Therefore, any convergence or interaction between Iran's system and the globalized international legal order must take this element into account. Although Article 4 of the Iranian Constitution may appear, at first glance, to restrict such harmonization, in practice, continuous ijtihad (juridical reasoning) by scholars—considering time, place, and the expediency of the Islamic system—along with a modern interpretation of Article 4, can play a pivotal role in enabling constructive engagement with international legal developments.

Authors' Contributions

Authors contributed equally to this article.

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In order to correct and improve the academic writing of our paper, we have used the language model ChatGPT.

Transparency Statement

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