

## The Uniform Commercial Code



OPCA theorists often insist that the *UNIFORM COMMERCIAL CODE* is some sort of "international law" that applies to every nation, but this is completely false. The U.C.C. operates mainly in the U.S. where it is used to harmonise the law of sales and other commercial transactions across the nation through its adoption by all states. The Uniform Commercial Code has no jurisdiction in Australia, nor any other sovereign nation, although some countries have included certain parts of it into their own provisions to govern commercial transactions with U.S. companies and institutions.

For these reasons we have adopted Article 9 and Article 3 in Australia, which are of course superseded by our own nations state and federal laws. Article 9 is "*Secured Transactions*", covering transactions secured by security interests between banks, and Article 3 is "*Negotiable Instruments*" covering promissory notes, bills of exchange, banknotes, demand draft and cheques, for the purposes of trade with U.S. companies and institutions.

Article 9 does not even govern real property security interests, only certain fixtures to real property. Mortgages, deeds of trust, and installment land contracts, which are the principal forms of real property security interests, remain governed by state laws. The closest thing we have to the U.C.C. in Australia is the [Personal Property Securities Register](#) but its not the same thing.

### [International UCC Equivalents:](#)

<https://freemandelusion.com/wp-content/uploads/2018/07/international-ucc-equivalents--the-metropolitan-corporate-counsel.pdf>

[Section 254\(1\) of the Personal Property Securities Act 2009](#) (Cth) clarifies the exclusion of current laws, so it definitely doesn't provide a mechanism to avoid any laws as the OPCA adherents like to think:

*"This Act is not intended to exclude or limit the operation of any of the following laws (a concurrent law), to the extent that the law is capable of operating concurrently with this Act:*

- *(a) a law of the Commonwealth (other than this Act);*
- *(b) a law of a State or Territory;*
- *(c) a general law."*

This exclusion of current laws is also clarified in section 5E(1) of the [Corporations Act 2001](#) (Cth) that all foreign companies are subject to.

*"The Corporations legislation is not intended to exclude or limit the concurrent operation of any law of a State or Territory."*



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