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UNIDROIT

International Institute for the Unification of Private Law
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WORKING GROUP FOR THE PREPARATION OF
PRINCIPLES OF INTERNATIONAL COMMERCIAL CONTRACTS

CONSOLIDATED EDITION OF PART I AND PART II OF THE PRINCIPLES OF INTERNATIONAL
COMMERCIAL CONTRACTS: DRAFT STRUCTURE

(Prepared by the Secretariat)

Rome, April 2003

Part II of the UNIDROIT Principles consists of five new chapters: AUTHORITY OF AGENTS, THIRD PARTY RIGHTS, ASSIGNMENT OF RIGHTS/TRANSFER OF OBLIGATIONS/ASSIGNMENT OF CONTRACTS, SET-OFF, LIMITATION PERIODS which have to be merged with Part I, i.e. the current edition of the Principles. In order to assist the Working Group when considering the final structure of the consolidated edition of the UNIDROIT Principles, the Secretariat has prepared this document containing the table of contents of the Principles of European Contract Law (Parts I, II and III) and the corresponding chapters of the UNIDROIT Principles (Parts I and II).

The Working Group has still to approve the proposed new provision on “Inconsistent Behaviour” (cf. UNIDROIT 2003 – Study L, Doc. 84). Accordingly the Working Group will have to decide where it should be placed in the new edition of the Principles.

UNIDROIT PRINCIPLES (PARTS I and II)

PREAMBLE (*Purpose of the Principles*)

CHAPTER 1: GENERAL PROVISIONS

- Article 1.1 (*Freedom of contract*)
- Article 1.2 (*No form required*)
- Article 1.3 (*Binding character of contract*)
- Article 1.4 (*Mandatory rules*)
- Article 1.5 (*Exclusion or modification by the parties*)
- Article 1.6 (*Interpretation and supplementation of the Principles*)
- Article 1.7 (*Good faith and fair dealing*)
- Article 1.8 (*Usages and practices*)
- Article 1.9 (*Notice*)
- Article 1.10 (*Definitions*)

CHAPTER 2: FORMATION

- Article 2.1 (*Manner of formation*)
- Article 2.2 (*Definition of offer*)
- Article 2.3 (*Withdrawal of offer*)
- Article 2.4 (*Revocation of offer*)
- Article 2.5 (*Rejection of offer*)
- Article 2.6 (*Mode of acceptance*)
- Article 2.7 (*Time of acceptance*)
- Article 2.8 (*Acceptance within a fixed period of time*)
- Article 2.9 (*Late acceptance. Delay in transmission*)
- Article 2.10 (*Withdrawal of acceptance*)
- Article 2.11 (*Modified acceptance*)
- Article 2.12 (*Writings in confirmation*)
- Article 2.13 (*Conclusion of contract dependent on agreement on specific matters or in a specific form*)
- Article 2.14 (*Contract with terms deliberately left open*)
- Article 2.15 (*Negotiations in bad faith*)
- Article 2.16 (*Duty of confidentiality*)
- Article 2.17 (*Merger clauses*)
- Article 2.18 (*Written modification clauses*)
- Article 2.19 (*Contracting under standard terms*)
- Article 2.20 (*Surprising terms*)
- Article 2.21 (*Conflict between standard terms and non-standard terms*)
- Article 2.22 (*Battle of forms*)

THE PRINCIPLES OF EUROPEAN CONTRACT LAW (PARTS I, II and III)

CHAPTER 1 - GENERAL PROVISIONS

Section 1 - Scope of the Principles

- Article 1.101 - Application of the Principles
- Article 1.102 - Freedom of contract
- Article 1.103 - Mandatory Law
- Article 1.104 - Application to questions of consent
- Article 1.105 - Usages and Practices
- Article 1.106 - Interpretation and Supplementation
- Article 1.107 - Application of the Principles by Way of Analogy

Section 2 - General Obligations

- Article 1.201 - Good Faith and Fair Dealing
- Article 1.202 - Duty to Co-operate

Section 3 - Terminology and Other Provisions

- Article 1.301 - Meaning of Terms
- Article 1.302 - Reasonableness
- Article 1.303 - Notice
- Article 1.304 - Computation of Time
- Article 1.305 - Imputed Knowledge and Intention

CHAPTER 2 - FORMATION

Section 1 - General Provisions

- Article 2.101 - Conditions for the Conclusion of a Contract
- Article 2.102 - Intention
- Article 2.103 - Sufficient Agreement
- Article 2.104 - Terms not individually negotiated
- Article 2.105 - Merger Clause
- Article 2.106 - Written Modification only
- Article 2.107 - Promises binding without acceptance

Section 2 - Offer and Acceptance

- Article 2.201 - Offer
- Article 2.202 - Revocation of an Offer
- Article 2.203 - Lapse of an Offer
- Article 2.204 - Acceptance
- Article 2.205 - Time of Conclusion of the Contract
- Article 2.206 - Time Limit for Acceptance
- Article 2.207 - Late Acceptance
- Article 2.208 - Modified Acceptance
- Article 2.209 - Conflicting General conditions

CHAPTER [...] : AUTHORITY OF AGENTS

- Article 1 *(Scope of the chapter)*
- Article 2 *(Establishment and scope of the authority of the agent)*
- Article 3 *(Agency disclosed)*
- Article 4 *(Agency undisclosed)*
- Article 5 *(Agent acting without or exceeding its authority)*
- Article 6 *(Liability of agent acting without or exceeding its authority)*
- Article 7 *(Conflict of interests)*
- Article 8 *(Subagency)*
- Article 9 *(Ratification)*
- Article 10 *(Termination of authority)*

CHAPTER 3: VALIDITY

- Article 3.1 *(Matters not covered)*
- Article 3.2 *(Validity of mere agreement)*
- Article 3.3 *(Initial impossibility)*
- Article 3.4 *(Definition of mistake)*
- Article 3.5 *(Relevant mistake)*
- Article 3.6 *(Error in expression or transmission)*
- Article 3.7 *(Remedies for non-performance)*
- Article 3.8 *(Fraud)*
- Article 3.9 *(Threat)*
- Article 3.10 *(Gross disparity)*
- Article 3.11 *(Third persons)*
- Article 3.12 *(Confirmation)*
- Article 3.13 *(Loss of right to avoid)*
- Article 3.14 *(Notice of avoidance)*
- Article 3.15 *(Time limits)*
- Article 3.16 *(Partial avoidance)*
- Article 3.17 *(Retroactive effect of avoidance)*
- Article 3.18 *(Damages)*
- Article 3.19 *(Mandatory character of the provisions)*
- Article 3.20 *(Unilateral declarations)*

Article 2.210 - Professional's written confirmation
Article 2.211 - Contracts not Concluded through Offer and Acceptance

Section 3 - Liability for negotiations

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Article 2.302 - Breach of Confidentiality

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Article 3.102 - Categories of Representation

Section 2 - Direct Representation

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Article 3.202 - Agent acting in exercise of his authority
Article 3.203 - Unidentified Principal
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Article 4.103 - Mistake as to facts or law
Article 4.104 - Inaccuracy in communication
Article 4.105 - Adaptation of contract
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Article 4.107 - Fraud
Article 4.108 - Threats
Article 4.109 - Excessive benefit or unfair advantage
Article 4.110 - Unfair terms which have not been individually negotiated
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Article 4.114 - Confirmation
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- Article 4.1 (*Intention of the parties*)
- Article 4.2 (*Interpretation of statements and other conduct*)
- Article 4.3 (*Relevant circumstances*)
- Article 4.4 (*Reference to contract or statement as a whole*)
- Article 4.5 (*All terms to be given effect*)
- Article 4.6 (*Contra proferentem rule*)
- Article 4.7 (*Linguistic discrepancies*)
- Article 4.8 (*Supplying an omitted term*)

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- Article 5.1 (*Express and implied obligations*)
- Article 5.2 (*Implied obligations*)
- Article 5.3 (*Co-operation between the parties*)
- Article 5.4 (*Duty to achieve a specific result. Duty of best efforts*)
- Article 5.5 (*Determination of kind of duty involved*)
- Article 5.6 (*Determination of quality of performance*)
- Article 5.7 (*Price determination*)
- Article 5.8 (*Contract for an indefinite period*)

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- Article 1 (*Contracts in favour of third parties*)
- Article 2 (*Third Party Identifiable*)
- Article 3 (*Exclusion and Limitation Clauses*)
- Article 4 (*Defences*)
- Article 5 (*Revocation*)
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- Article 6.1.1 (*Time of performance*)
- Article 6.1.2 (*Performance at one time or in instalments*)
- Article 6.1.3 (*Partial performance*)
- Article 6.1.4 (*Order of performance*)
- Article 6.1.5 (*Earlier performance*)
- Article 6.1.6 (*Place of performance*)
- Article 6.1.7 (*Payment by cheque or other instrument*)
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- Article 6.2.1 (*Contract to be observed*)
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- Article 5.101 - General Rules of Interpretation
- Article 5.102 - Relevant Circumstances
- Article 5.103 - Contra Proferentem Rule
- Article 5.104 - Preference to Negotiated Terms
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- Article 1.2 (*Exclusions*)
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