UNIDROIT
International Institute for the Unification of Private Law

WORKING GROUP FOR THE PREPARATION OF
PRINCIPLES OF INTERNATIONAL COMMERCIAL CONTRACTS

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Consolidated edition of Part I and Part II of the Principles of International Commercial Contracts:
Draft Structure

(Prepared by the Secretariat)

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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 Drafting 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).
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

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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)
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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)
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Article 1.104 - Application to questions of consent
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Article 4  (Agency undisclosed)
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Article 6  (Liability of agent acting without or exceeding its authority)
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Article 8  (Subagency)
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