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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

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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)

Rome, November 2002

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

- 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)

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- 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

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- 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

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- Article 2.202 - Revocation of an Offer
- Article 2.203 - Lapse of an Offer
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- 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

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- 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*)
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- Article 10 (*Termination of authority*)

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- Article 3.4 (*Definition of mistake*)
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- 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*)
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- Article 3.20 (*Unilateral declarations*)

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- 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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