

Table of contents

	<i>page</i>
Foreword	XIII
Foreword to the First Edition	XV

Chapter 1

What is an international contract?

1.1. Contract: the legal instrument by which private parties enter and govern a business relationship between them	1
1.2. International contract	2
1.3. International trade contract	2
1.4. Private international law and international civil procedural law	3
1.5. The closest connection	4
1.6. Characterisation, qualification or classification	5

Chapter 2

Applicable Law

2.1. Parties' autonomy in undertaking contractual obligations	7
2.2. The principle of freedom of choice	8
2.3. <i>Lex mercatoria</i>	8
2.4. Drafting tips	9
2.5. Mandatory rules and public policy (" <i>ordre public</i> ")	10
2.6. Absence of choice by the parties	10
2.7. Harmonisation of private international law at international and European Union levels	11
2.8. Relationship between different sources of private international law	12

Chapter 3

Negotiation of international contracts

3.1. Contract formation	15
3.2. Negotiation	18
3.3. Good faith	19
3.4. Pre-contractual documents: the letter of intent	21

Chapter 4

Drafting of international contracts

4.1. Introduction	25
4.2. The role of lawyers and law firms in cross border transactions	26
4.3. Drafting style and standards	27
4.4. The language of contracts	28
4.5. Well-drafted contracts	30
4.6. Introductory elements	31
4.7. The body of obligations: contractual clauses	33
4.7.1. (i) Typical clauses	34
4.7.2. (ii) Tailored common clauses	35
4.7.3. (iii) Validity and effectiveness clauses	36
4.7.4. (iv) Risk allocation clauses	39
4.7.5. (v) Dispute resolution and applicable law clauses	44

Chapter 5

Jurisdiction

5.1. Judicial settlement of contractual disputes	47
5.2. Jurisdiction clause (parties' freedom of choice)	48
5.3. Drafting tips	49
5.4. Harmonisation of civil procedural law in Europe	50

Chapter 6

International arbitration and alternative dispute resolution

6.1.	Alternative (or amicable) dispute resolution: a definition	53
6.2.	Arbitration	54
6.3.	Legal framework and international arbitration institutions	56
6.4.	Arbitration <i>versus</i> litigation	57
	6.4.1. The pros	57
	6.4.2. The cons	60
6.5.	The arbitration clause	62
	6.5.1. Arbitration clause <i>versus</i> arbitration agreement	62
	6.5.2. “Arbitrability” of the dispute	64
6.6.	The place of arbitration	64
6.7.	The arbitrators: one or more?	66
6.8.	Recognition and enforcement of the arbitral award	67

Chapter 7

International sale of goods contracts

7.1.	Basic features	71
7.2.	The United Nations Convention on Contracts for the International Sale of Goods (CISG)	72
7.3.	Key provisions of the CISG	73
7.4.	CISG “opt-out” option	74
7.5.	Incoterms	75

Chapter 8

Supply contracts

8.1.	Basic features	83
8.2.	Supply v. Distribution	84

Chapter 9

Distribution contracts

9.1. The concept	93
9.2. Basic features	94

Chapter 10

Agency contracts

10.1. Concept and basic features	105
10.2. The Agent	106
10.3. The Principal	107
10.4. Additional key features characterising the Principal-Agent relationship	108
10.5. Applicable law	109
10.6. Main differences between agency and distribution contracts	110

Chapter 11

Franchise contracts

11.1. Notion and basic features	121
11.2. Obligations of the franchisor	122
11.3. Obligations of the franchisee	122
11.4. Other key provisions	123
11.5. Main differences between franchise, agency and distribution contracts	123

Chapter 12

Joint Ventures

12.1. Basic features	135
12.2. Types and basic principles	136
12.2.1. Contractual Joint Venture	136
12.2.2. Corporate (or Incorporated) Joint Ventures (“JVC”)	137
12.3. Common principles	138
12.3.1. The principle of personality (<i>intuitus personae</i>)	138
12.3.2. The principle of consensus	139

	<i>page</i>
12.4. Governing law	139
12.5. Chinese-foreign joint ventures	140

Annexes

United Nations Convention on Contracts for the International Sale of Goods (1980) [CISG]	157
Regulation (EC) No 593/2008 of the European Parliament and of the Council	181
INCOTERMS® 2010 Chart – Who pays?	199
Regulation (EU) No 1215/2012 of the European Parliament and of the Council	201
United Nations Convention on the Recognition and Enforcement of Foreign Arbitral Awards (New York, 10 June 1958)	231

