TABLE OF CONTENTS

Introduction Acknowledgements		ix xv		
	PART I			
LIST	LIST OF CASES BY DATE OF CASES BY ADJUDICATING COURT GENERAL BIBLIOGRAPHY			
GENERAL BIBLIOGUNIDROIT Prin	ADJUDICATING COURT	3 7 11 19 22		
	PART II			
	E UNIDROIT PRINCIPLES & OFFICIAL COMMI ISSUES & CASES AND BIBLIOGRAPHY	ENTS		
Preamble (P	urpose of the Principles)	27		
Chapter 1: General Provisions		43		
Article 1.2 Article 1.3 Article 1.4 Article 1.5 Article 1.6 Article 1.7 Article 1.8 Article 1.9	(Freedom of Contract) (No form required) (Binding character of contract) (Mandatory rules) (Exclusion or modification by the parties) (Interpretation and supplementation of the Principles) (Good faith and fair dealing) (Usages and practices) (Notice) (Definitions)	45 47 49 51 53 55 62 66 68 71		
Article 2.1	V.	74		
	(Definition of offer)	76		

iv • UNIDROIT PRINCIPLES

Article 2.3	(Withdrawal of offer)	79
Article 2.4	(Revocation of offer)	80
Article 2.5	(Rejection of offer)	83
Article 2.6	(Mode of acceptance)	84
Article 2.7	(Time of acceptance)	87
Article 2.8	(Acceptance within a fixed period of time)	88
Article 2.9	(Late acceptance. Delay in transmission)	90
Article 2.10	(Withdrawal of acceptance)	92
Article 2.11	(Modified acceptance)	93
Article 2.12	(Writings in confirmation)	95
Article 2.13	(Conclusion of contract dependent on	
	agreement on specific matters or in a	
	specific form)	98
Article 2.14	(Contract with terms deliberately left open)	101
Article 2.15	(Negotiations in bad faith)	104
Article 2.16	(Duty of confidentiality)	107
Article 2.17	(Merger clause)	110
Article 2.18	(Written modification clause)	111
Article 2.19	(Contracting under standard terms)	113
Article 2.20	(Surprising terms)	116
Article 2.21	(Conflict between standard terms and	
	non-standard terms)	119
Article 2.22	(Battle of forms)	121
Chapter 3: Vali	idity	125
Article 3.1	(Matters not covered)	127
Article 3.2	(Validity of mere agreement)	128
Article 3.3	(Initial impossibility)	130
Article 3.4	(Definition of mistake)	132
Article 3.5	(Relevant Mistake)	133
Article 3.6	(Error in expression or transmission)	137
Article 3.7	(Remedies for non-performance)	139
Article 3.8	(Fraud)	141
Article 3.9	(Threat)	143
Article 3.10	(Gross disparity)	145
Article 3.11	(Third persons)	148
	(Confirmation)	150
Article 3.13	(Loss of right to avoid)	151
Article 3.14	(Notice of avoidance)	153
Article 3.15	(Time limits)	155
Article 3.16	(Partial avoidance)	157
Article 3.17	(Retroactive effect of avoidance)	158
Article 3.18	(Damages)	160

		CONTENTS	•	v
	Article 3.19	(Mandatory character of the provision)	16	51
			16	52
Cl	napter 4: Inter	pretation	16	53
	Article 4.1	(Intention of the parties)	16	54
		,		
		•	16	56
	Article 4.3		-	
	Article 4.4	(Reference to contract orstatement	1	
		as a whole)	17	71
	Article 4.5	(All terms to be given effect)	17	73
	Article 4.6	(Contra proferentem rule)	17	75
	Article 4.7	(Linguistic discrepancies)	1	77
	Article 4.8	(Supplying an omitted term)	17	79
CI	Article 3.19 (Mandatory character of the provision) Article 3.20 (Unilateral declarations) hapter 4: Interpretation 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 orstatement as a whole) Article 4.5 (All terms to be given effect) Article 4.6 (Contra proferentem rule) Article 4.7 (Linguistic discrepancies)	83		
<u> </u>	napter of Cont		1,	
	Article 5.1	(Express and implied obligations)	13	84
	Article 5.2	(Implied obligations)	13	85
	Article 5.3	(Co-operation between the parties)	13	87
	Article 5.4			
			13	89
	Article 5.5	(Determination of kind of duty involved)	19	91
	Article 5.6		19	94
	Article 5.7		19	96
	Article 5.8	(Contract for an indefinite period)	19	99
C	hapter 6: Per	formance		
	Section 1: Pe	rformance in general	20	01
	Article 6.1.1	(Time of performance)	2	02
			2	04
			2	05
			2	10
			2	13
			2	16
	· ·			
			2	25
		, , ,	2	26

vi • UNIDROIT PRINCIPLES

	Article 6.1.13	(Imputation of non-monetary obligations)	228
	Article 6.1.14	(Application for public permission)	229
	Article 6.1.15	(Procedure in applying for permission)	234
	Article 6.1.16	(Permission neither granted nor refused)	237
	Article 6.1.17	(Permission refused)	239
	Section 2: Ha	rdship	243
	Article 6.2.1	(Contract to be observed)	245
	Article 6.2.2	(Definition of hardship)	247
	Article 6.2.3	(Effects of hardship)	252
Ch	apter 7: Nor	n-performance	
	Section 1: No	n-performance in general	257
	Article 7.1.1	(Non-performance defined)	259
	Article 7.1.2	(Interference by the other party)	260
	Article 7.1.3	(Withholding performance)	262
	Article 7.1.4	(Cure by non-performing party)	264
	Article 7.1.5	(Additional period for performance)	269
	Article 7.1.6	(Exemption clauses)	272
	Article 7.1.7	(Force majeure)	276
	Section 2: Rig	ght to performance	281
	Article 7.2.1	(Performance of monetary obligation)	282
	Article 7.2.2	(Performance of non-monetary obligation)	283
	Article 7.2.3	(Repair and replacement of defective	
		performance)	287
	Article 7.2.4	(Judicial penalty)	289
	Article 7.2.5	(Change of remedy)	292
	Section 3: Te	rmination	295
	Article 7.3.1	(Right to terminate the contract)	296
	Article 7.3.2	(Notice of termination)	301
		(Anticipatory non-performance)	303
	Article 7.3.4	(Adequate assurance of due performance)	304
	Article 7.3.5	(Effects of termination in general)	306
	Article 7.3.6	(Restitution)	308

	CONTENTS	•	vii
Section 4: Dat	mages		313
Article 7.4.1	(Right to damages)	. :	315
Article 7.4.2	(Full compensation)	3	317
Article 7.4.3	(Certainty of harm)	3	321
Article 7.4.4	(Foreseeability of harm)	2	323
Article 7.4.5	(Proof of harm in case of replacement		
	transaction)	3	325
Article 7.4.6	(Proof of harm by current price)	3	327
Article 7.4.7	(Harm due in part to aggrieved party)	2	329
Article 7.4.8	(Mitigation of harm)	3	332
Article 7.4.9	(Interest for failure to pay money)		335
Article 7.4.10	(Interest on damages)		338
Article 7.4.11	(Manner of monetary redress)		339
Article 7.4.12	(Currency in which to access damages)		341
Article 7.4.13	(Agreed payment for non-performance)		342
	PART III		
	DECISIONS REPORTED:		
	ABSTRACTS AND FULL TEXT		
DECISIONS RE	EPORTED:		

ABSTRACTS AND FULL TEXT