Foreword

Our Sponsors

Text of Articles

English Commercial Agency, Franchise and Distribution Contracts

Dutch Agentuur-, Franchise- en Distributieovereenkomsten

French Contrats d'Agence Commerciale, de Franchise et de Distribution

German

Handelsvertreter-, Franchise- und Vertriebsverträge

Italian Contratti di Agenzia Commerciale, Affiliazione Commerciale e Distribuzione

Polish

Umowa agencyjna, umowa franszyzowa oraz umowa dystrybucyjna

Spanish Contratos Mercantiles de Agencia, Franquicia y Distribución 52

64

77

91

91

XXI

27

IX

XIII

XV

3

15

1

Principles of European Law on Commercial Agency, Franchise and Distribution Contracts

Introduction

- I. General
- II. Economic Function: Marketing (Vertical Agreements)

- Relation to General Contract Law (PECL) III. Relation To Competition Law IV. Mainly Default Rules; Some Mandatory Protection V.
- The Structure: General And Specific Rules VI.
- VII. External Relationship Not Dealt With

Chapter 1: General Provisions

Section 1: Scope of Chapter 1

Article 1:101: Scope

Comments

- General Idea A.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Three Contracts: Commercial Agency, Franchise, Distribution D.
- Other Vertical Agreements; not Advertisement E.
- Independent Business Persons; not Employees F.
- Other Long-Term Contracts G.
- Products Η.
- Character of the Rule I.
- Remedies

100

100

100

101

101

101

101

101

Notes

- In General 1.
- 2. Specific Rules concerning Commercial Agency
- Specific Rules concerning Franchise Contracts 3.
- Application of Commercial Agency Rules by Way of 4. Analogy to Franchise Contracts
- Specific Rules concerning Distribution Contracts 5.
- Application of Commercial Agency Rules by way of 6. analogy to Distribution
- Other rules 7.

Section 2: Obligations

Article 1:201: Pre-Contractual Information

Comments

- General Idea A.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Within a Reasonable Time D.
- Adequate Information E.



105

105

Character of the Rule F.

Remedies G.

Notes

- Specific Statutory Rules concerning Pre-Contractual Information 105 1. General Statutory Rules concerning Pre-Contractual Information 105 2.
- Other sources of an Obligation concerning Pre-Contractual Information 106 3.

Article 1:202: Co-Operation

Comments

Α.	General Idea	107
B.	Interests at Stake and Policy Considerations	107
C.	Relation to PECL	108
D.	Co-Operate Actively and Loyally	108
E.	Non-discrimination	108
F.	Specific Obligations to Co-Operate	108
G.	Character of the Rule	109
H.	Remedies	109
Not	es	
1.	Obligation to Co-Operate	109

Article 1:203: Information during Performance

Corr	nments	
Α.	General Idea	111
Β.	Interests at Stake and Policy Considerations	111
C.	Relation to PECL	111
D.	Actual Knowledge; No Duty to Investigate	111
E.	In Due Time	112
F.	No Form Requirement	112
G.	Character of the Rule	112
H.	Remedies	112

Notes

1

Information to be Provided 1.

Article 1:204: Confidentiality

Comments

٨	O 1 T 1	
Α.	General Idea	

Interests at Stake and Policy Considerations Β.

. /

Relation to PECL C.

113 114 114

112

XXIII

- Protection of Know-how D.
- Confidential Information E.
- Contractual and Post-Contractual F.
- Information Already Public G.
- Character of the Rule Η.
- Remedies I.

Notes

- Confidentiality during the Period of the Contract 1.
- Post-Contractual Obligation 2.

115

116

116

117

117

118

119

119

Information already Disclosed to the Public 3.

Section 3: Ending and Termination

Article 1:301: Contract for a Definite Period

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Definite Period D.
- Notice of Renewal and Response to Non-Renewal E.

F.	Continued Performance: A New Contract subject to the Old Conditions	119	
G.	Right to End a Contract for an Indefinite Period	120	
H.	Character of the Rule	120	
I.	Remedies	120	
Note	2S		
1.	No Right to End a Contract for a Definite Period Unilaterally	120	
2.	Notices of Non-Renewal and of Renewal	121	
3.	Continued Performance	121	
Artic	cle 1:302: Unilateral Ending of a Contract for an Indefinite Period		

Comments Comaral Idaa A

Α.	General Idea	123
B.	Interests at Stake and Policy Considerations	123
C.	Relation to PECL	124
D.	Receipt Principle Governs Notice	125
E.	No 'Good Reason' Required for Ending the Contract	125
F.	Reasonableness of the Period of Notice	125
G.	Presumption of Reasonableness	127
H.	Minimum Period	127

I. J. K.	Agreed Longer Periods Damages the Only Remedy; Specific Performance in Exceptional Cases Character of the Rule	128 128 128
Note	S	
1.	Right to End (General)	129
2.	Fixed Notice Period	129
3.	Reasonable Notice Period	130
4.	Minimum Notice Period for the Principal, Franchisor or Supplier	130
5.	Consequences of Disregarding the Notice Period	131

Article 1:303: Damages for Non-Observance of Notice Period

Comments

Α.	General Idea	131
B.	Interests at Stake and Policy Considerations	132
C.	Relation to PECL	132
D.	Damages the Only Remedy	132
E.	Calculation of Damages	133
F.	Concrete Damages	133
G.	General Rules on Damages Applicable	134
H.	Character of the Rule	134

Notes

- 1. Entitlement to Damages in the case of Non-Observance of the Notice Period
- 2. Calculation of the Damages

Article 1:304: Termination for Non-Performance

Comments

A. General Idea
B. Interests at Stake and Policy Considerations
C. Relation to PECL
D. Remedies
E. Character of the Rule

Notes

1.	In General	138
2.	Termination for Substantial or Intentional Non-Performance	139
3.	Ending for Important and Urgent Reasons	139
4.	No Termination if Proper Performance was 'of the Essence'	140

134

135

136

137

138

138

Article 1:305: Indemnity for Goodwill

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Generated Goodwill D.
- Commercial Agency, Franchise and Distribution Distinguished E.
- Continuous Substantial Benefits F.
- Ressonable Indemnity C

G.	Reasonable Indemnity	143
H.	Relation to Damages for Irregular Ending	143
I.	Relation to Compensation for Post-Contractual Non-Competition	143
J.	Relation to Commission Agent After Contract	143
Κ.	Remedies	144
L.	Character of the Rule	144
Note	S	
1.	Indemnity for Goodwill	144
2.	Compensation for Damages	145
3.	Indemnity for goodwill in the case of distribution contracts	146
4.	Application of the Commercial Agency Rule concerning Indemnity	
	for Goodwill by way of analogy to Franchise or Distribution Contracts	146
5.	No Indemnification for Goodwill in the case of Franchise	

- and Distribution Contracts
- Entitlement to Damages because of Non-Observance of Notice Period 6.

Article 1:306: Stock, Spare Parts and Materials

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Reasonable Price; No Speculation D.
- No Obligation to Repurchase E.
- Relation to the Period of Notice F.
- Remedies G.

150

2

147

147

Character of the Rule H.

Notes

Obligation to Repurchase Stock, Spare Parts and Materials 1.

Section 4: Other General Provisions

Article 1:401: Right of Retention

Cor	nments	
Α.	General Idea	152
B.	Interests at Stake and Policy Considerations	152
C.	Relation to PECL	153
D.	Right of Retention	153
F.	Remedies	153

- E. Nemeures
- Character of the Rule F.

Notes

Right of Retention 1.

Article 1:402: Signed Written Document

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- No Form Requirement D.
- Torms of the Contract F

153

154

154

154

155

. 2

E.	Terms of the Contract	(155
F.	Written Document		155
G.	Remedies		155
H.	Character of the Rule		155
Note	es		
1.	Written Document		155
2.	Formal Requirements		156

Chapter 2: Commercial Agency

Section 1: General

Article 2:101: Scope

Comments

1

3, 1

A.	General Idea	157
B.	Interests at Stake and Policy Considerations	157
C.	Relation to PECL	158
D.	Self-employed Intermediary	158
E.	Contracts with Customers	159
F.	Competition Law	159

.

XXVII

Character of the Rule G.

.

Remedies Η.

Notes

- Transposition of the Directive into National Legal Systems 1.
- Self-Employed Intermediary 2.

Section 2: Obligations of the Commercial Agent

- Contracts with Clients may include both Service and Sales Contracts 3.
- Remuneration 4.

Arti	cle 2:201: Negotiate and Conclude Contracts	
Corr	iments	
Α.	General Idea	161
B.	Interests at Stake and Policy Considerations	161
C.	Relation to PECL	162
D.	Reasonable Efforts	162
E.	Negotiate Contracts	162
F.	Conclude Contracts	162
G.	Character of the Rule	163
H.	Remedies	163

Notes

.

- Reasonable Efforts to Negotiate 1.
- To Conclude Contracts 2.

Article 2:202: Instructions

Comments

- General Idea A.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Reasonable Instructions D.
- Character of the Rule E.

163

163

159

159

160

160

160

160

165

166

Remedies F.

Notes

Reasonable Instructions 1.

Article 2:203: Information during Performance

Comments General Idea Α.



Table	of	Contents
	-,	

169

169

171

-

B.	Interests at Stake and Policy Considerations	166
C.	Relation to PECL	167
D.	Information to be Provided	167
E.	No Formalities	168
F.	Character of the Rule	168
G.	Remedies	168
Not	es	
1.	Information to Be Provided	168
2	Contracts Negotiated or Concluded	169

4+	Contracto		
	100 C 100		

Contracto a logochactor or contractor

.

- Market Conditions 3.
- Characteristics of Clients 4.

Article 2:204: Accounting

Comments

-

A.	General Idea	1	170
B.	Interests at Stake and Policy Considerations		170
C.	Relation to PECL		171
D.	Proper Accounts		171
E.	Character of the Rule		171
F.	Remedies		171

Notes

÷.

1

Obligation to Keep Separate Accounts 1.

Section 3: Obligations of the Principal

Article 2:301: Entitlement to Commission During the Contract

Comments

A.	General Idea	173
B.	Interests at Stake and Policy Considerations	174
C.	Relation to PECL	174
D.	Result of the Agent's Efforts	. 174
E.	Customers from a Specific Geographical Area or Group	175
F.	Performance of the Contract with the Customer	175
G.	Amount of Commission	175
H.	Character of the Rule	176
I.	Remedies	176
Note	S	
1.	In General	176
2.	Entitlement to Commission during the Contract	177
3.	The Moment when Commission is 'Due'	177
		XXIX

Article 2:302: Entitlement to Commission After the Contract

	Соп	nments	
	Α.	General Idea	178
	Β.	Interests at Stake and Policy Considerations	178
	C.	Relation to PECL	179
	D.	Reasonable Period	179
	E.	Mainly the Result of the Agent's Efforts	179
	F.	Performance of the Contract with the Customer	180
	G.	After the Contract	180
	H.	Relation to an Indemnity for Goodwill and to Damages for	
		Non-observance of the Period of Notice	180
	I.	Character of the Rule	180
	J.	Remedies	181
	Not	es	
	1.	In General	181
-	2.	Entitlement to Commission	181
	3.	The Moment when Commission is 'Due'	181
	Arti	icle 2:303: Prevailing Entitlement to Commission	

Commonte

Α.	General Idea	182
Β.	Interests at Stake and Policy Considerations	182
C.	Relation to PECL	182
D.	Reasonableness of Shared Entitlement	183
E.	Character of the Rule	18.
F.	Remedies	18.
Not	es	
	Prevailing Right to Commission	18.
1.		

Article 2:304: Moment when Commission is to be Paid

Comments

÷

ХХХ

Α.	General Idea	18-
Β.	Interests at Stake and Policy Considerations	18-
C.	Relation to the PECL	18-
D.	Character of the Rule	18.
E.	Remedies	18.
Note	es	

.

185

1. Moment when Commission is to be paid

Article 2:305: Entitlement to Commission Extinguished

Comments

-

	186
ke and Policy Considerations	186
CL	186
nce of the Contract with the Customer	187
ne Rule	187
	187
-	ake and Policy Considerations CL nce of the Contract with the Customer ne Rule

Notes

- Entitlement to Commission Extinguished 1.
- Character of the Rule 2.

Article 2:306: Remuneration

Comments

Α.	General Idea	188
B.	Interests at Stake and Policy Considerations	188
C.	Relation to the PECL	188
D.	Basis of Remuneration	189
E.	Character of the Rule	189
F	Remedies	180

Notes

. .

Remuneration

Article 2:307: Information during Performance

Comments General Idea Α. 190 Interests at Stake and Policy Considerations Β. 190 Relation to PECL C. 190 Information to be Provided D. 191 Character of the Rule Ε. 191 F. Remedies 191

189

187

188

.

Notes

- Information during Performance 1.
- Characteristics of the Goods or Services, Prices and 2. Conditions of Sale or Purchase

192

Article 2:308: Information on Acceptance, Rejection and Non-Performance

193

193

194

194

194

194

194

195

198

Comments

A	\cap 1	T 1
Α.	General	Idea
1 1+	Ochciai	Iuca

- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Character of the Rule D.
- Remedies E.

Notes

- Information on Acceptance, Rejection and Non-Performance 1.
- Reasonable Period 2.
- Character of the Rule 3.

Article 2:309: Warning of Decreased Volume of Contracts

Comments

А.	General Idea	195
B.	Interests at Stake and Policy Considerations	195
C.	Relation to PECL	196
D.	Volume of Contracts	196
E.	Reasonable Time	196
F.	Expectations of the Commercial Agent	196
G.	Character of the Rule	196
H.	Remedies	197
Note	es	
1.	Warning of Decreased Volume	197
2.	Reasonable Period	197
3.	Character of the Rule	197
7-1:	de 2.310. Commission Statement and Extract from the Books	

Anticle 2.510. Commission statement and extract from the books

Comments .

XXXII

- A. General Idea

Β.	Interests at Stake and Policy Considerations	198
C.	Relation to PECL	198
D.	Reasonable Period	199
E.	Character of the Rule	199
F.	Remedies	199
Not	es	
1.	Commission Statement	199
2.	Extracts from the Principal's Books	200
3.	Character of the Rule	200

202

Article 2:311: Accounting

Corr	iments	
A.	General Idea	200
B.	Interests at Stake and Policy Considerations	201
C.	Relation to PECL and ECC	201
D.	Proper Accounts	201
E.	Character of the Rule	202
F.	Remedies	202

.

- 5-

Notes

Reasonable Access to the Principal's Books 1.

Article 2:312: Amount of Indemnity

Com	ments	
Α.	General Idea	203
B.	Interests at Stake and Policy Considerations	203
C.	Relation to PECL	203
D.	New or Old Customers	204
E.	Likely Future Duration of Benefits	204
F.	Migration Rate	204
G.	Average Interest Rate	204
H.	Maximum Amount of Indemnity	204
I.	Damages	205
J.	Character of the Rule	205
K.	Remedies	205
Note	S	
1.	Calculating the Amount of Indemnity	205
2.	Maximum Amount of Indemnity	207
3.	Character of the Rule	207
Artic	cle 2:313: Del Credere Clause	

Comments

.

Α.	General Idea	207
Β.	Interests at Stake and Policy Considerations	208
C.	Relation to PECL and ECC	208
D.	Character of the Rule	208
E.	Remedies	208
Note	S	
1.	Del Credere Clause	208
2.	In Writing	209



.

.

- 3. Particular Contracts or Particular Clients
- 4. A Reasonable Cause Taking into Account the Interests of the Parties
- 5. Del Credere Commission

209 209 209

Chapter 3: Franchise

Section 1: General

Article 3:101: Scope

Comments

Α.	General Idea	210
B.	Interests at Stake and Policy Considerations	210
C.	Relation to PECL	211
D.	Mixed Contracts	211
E.	Types of Franchise Contracts	211
F.	Franchise Network	212
G.	Competition Law	212
H.	Character of the Rule	212
I.	Remedies	212
Note	es	

Definition of a Franchise
 Liss of Encoderary's Trademonds Trademonts Versus how and

2.	Use of Franchisor's Tradename, Trademark, Know-how and	
	Business Method	213
3.	To Conduct a Business in its Own Name and on its Own Behalf	213
4.	In Exchange for Remuneration	214
5.	To Conduct a Business within the Franchisor's Network	214
6.	Written Requirement	214
Arti	cle 3:102: Pre-Contractual Information	
Con	nments	
Α.	General Idea	215
B.	Interests at Stake and Policy Considerations	215

- C. Relation to PECL
- D. Adequate Information

216 216

213

E. Character of the Rule	218 218
	218
F. Remedies	
Notes	
1. Pre-Contractual Information	218
2. Contents of the Information	219
3. Remedies	220
4. Form Requirements	220

XXXIV

Article 3:201: Intellectual Property Rights

Corr	nments	
A.	General Idea	222
B.	Interests at Stake and Policy Considerations	222
C.	Relation to the PECL	223
D.	Granting Intellectual Property Rights	223
E.	Intellectual Property Rights Necessary for the Operation of	A.
	the Franchise Business	223
F.	Undisturbed and Continuous Use of Intellectual Property Rights	223
G.	Character of the Rule	224

- Character of the Kule G.
- Remedies H.

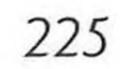
Notes

- Granting of Intellectual Property Rights 1.
- Undisturbed and Continuous Use 2.

Section 2: Obligations of the Franchisor

Article 3:202: Know-How

Comments General Idea Α.



224

224

225

1

Β.	Interests at Stake and Policy Considerations	226
C.	Relation to the PECL	226
D.	Necessary Know-How	226
E.	Regularly Reviewed Know-how	226
F.	Protection of Know-How	227
G.	Relation to Article 3:205 (Information during the Contract)	227
H.	Character of the Rule	227
I.	Remedies	227
Note	es	
1.	Know-How	227
2.	Granting Know-How	228

Article 3:203: Assistance

Comments

Α.	General Idea	229
B.	Interests at Stake and Policy Considerations	229
C.	Relation to the PECL	230
D	Necessary Assistance	230
E.	Responsive to Reasonable Requests for Further Assistance	230
F.	Without Additional Cost	230

XXXV

- Character of the Rule G.
- Remedies Η.

Notes

.

5 K.

Obligation to Provide Assistance 1.

Free of Extra Charge 2.

231 231

Article 3:204: Supply

Commonte

	Α.	General Idea	232
	B.	Interests at Stake and Policy Considerations	232
	C.	Relation to PECL	233
	D.	Designated Suppliers	233
	E.	Reasonable Time	234
	F.	Practicability	234
	G.	Reasonable Order	234
	H.	De Facto Exclusivity	234
	I.	Character of the Rule	235
	J.	Remedies	235
	Note	es	
	1.	In General	235

Article 3:205: Information during the Performance

Comments

Α.	General Idea	236
B.	Interests at Stake and Policy Considerations	236
C.	Relation to PECL	236
D.	Necessary Information	236
E.	No Formalities	238
F.	Character of the Rule	238
G.	Remedies	238

Notes

The Franchisor's Obligation to Inform its Franchisee 1.

Article 3:206: Warning of Decreased Supply Capacity

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.

239 240 240



242

D.	Supply Capacity	241
E.	Designated Third Suppliers	241
F.	Reasonable Time	241
G.	Significant Decrease	241
H.	Expectations of the Franchisee	241
I.	De Facto Exclusivity	242
J.	Character of the Rule	242
K.	Remedies	242
		1

Notes

1. In General

Article 3:207: Reputation of Network and Advertising

Comments

A.	General Idea	243
В.	Interests at Stake and Policy Considerations	243
C.	Relation to the PECL	244
D.	Reasonable Efforts	244
E.	Appropriate Advertising Campaigns	244
F.	Without Additional Cost	244
G.	Character of the Rule	245
H.	Remedies	245

Notes

1.	Reasonable Efforts to Promote and Maintain the Network's Reputation	245
2.	Advertising	245
3.	Costs	246

Section 3: Obligations of the Franchisee

Article 3:301: Fees, Royalties and Other Periodical Payments

Comments

- A. General Idea
- B. Interests at Stake and Policy Considerations

247 247

C.	Relation to PECL	248
D.	Reasonable Fee	248
E.	Calculation of Royalties and Periodical Payments	248
F.	Character of the Rule	248
G.	Remedies	249

Notes

- 1. Payment of Fees, Royalties or Other Periodical Payments 249
- 2. Unilateral determination of Fees, Royalties and Other Periodical Payments 249

XXXVII

Article 3:302: Information during the Performance

Comments

Α.	General Idea
B.	Interests at Stake and Policy Considerations
C.	Relation to PECL
D.	Character of the Rule
E.	Remedies

251

Notes

6

1.	The Franchisee's	Obligation	to	Inform	the	Franchisor	
----	------------------	------------	----	--------	-----	------------	--

Article 3:303: Business Method and Instructions

C	
Comn	nents
Conn	ICIILS

A.	General Idea	251
Β.	Interests at Stake and Policy Considerations	251
C.	Relation to the PECL	252
D.	Reasonable Efforts	252
E.	Reasonable Instructions	252
F.	Reasonable Care not to Harm the Franchise Network	253
G.	Character of the Rule	253
H.	Remedies	253

Notes

- Reasonable Efforts to Operate according to the Franchisor's 1. Business Method
- Obligation to Follow Instructions 2.
- Reasonable Care not to Harm the Franchise Network 3.

Article 3:304: Inspection

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to the PECL С.

253 253 254

254

254

1.1

C.	Relation to the PECL	255
D.	Inspection	255
E.	Reasonable Access	255
F.	Character of the Rule	256
G.	Remedies	256
Not	es	
1.	Right to Inspect the Franchisee's Premises	256
2.	Access to the Books	256



Chapter 4: Distribution

Section 1: General

Article 4:101: Scope and Definitions

Com	mer	nts

Α.	General Idea	257
В.	Interests at Stake and Policy Considerations	258
C.	Relation to the PECL	258
D	Purchasing and Selling of Products	259

D.	Purchasing and Selling of Products	259
E.	Distribution of Services	259
F.	Continuing Basis	259
G.	In the Distributor's Name	259
H.	On the Distributor's Behalf	259
I.	Framework Agreement	259
J.	Exclusive Distribution Contracts	260
K.	Selective Distribution Contracts	260
L.	Exclusive Purchasing Contracts	261
M.	Mixed Contracts	261
N.	De Facto Distribution Contracts and De Facto Exclusivity	261
О.	Competition Law	262
P.	Character of the Rule	262
Q.	Remedies	262

Notes	
-------	--

1.	Scope	262
2.	Definition of Distribution	263
3.	Exclusive Distribution, Selective Distribution, Exclusive Purchasing	263

Section 2: Obligations of the Supplier

Article 4:201: Supply

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.

C.	Relation to the PECL	266
D.	Obligation to Supply and Contrat d'Application	266
E.	In so far as Practicable	266
F.	Reasonable Order	266
G.	Character of the Rule	267
H.	Remedies	267
Note	S	
1.	Obligation to supply	267
		VVVVV
		XXXIX

Article 4:202: Information during the Performance

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Information to be Provided D.
- No Formalities E.
- F. Competition Law
- Character of the Rule G

Remedies H.

Notes

Information during the Performance 1.

Article 4:203: Warning of Decreased Supply Capacity

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL C.
- Reasonable Time D.
- E. Significant Decrease
- Expectations of the Distributor F.
- Character of the Rule G.
- Remedies Η.

Notes In General 1.

Article 4:204: Advertising Materials

Comments

- General Idea Α.
- Interests at Stake and Policy Considerations Β.
- Relation to PECL
- Advertising Materials D.
- Reasonable Price E.
- Character of the Rule F.
- Remedies G.

Notes Advertising Materials 1.

S.

f.

Article 4:205: Reputation of the Products

Com	ments	
Α.	General Idea	276
B.	Interests at Stake and Policy Considerations	277
C.	Relation to the PECL	277
D.	Reasonable Efforts	277
E.	Liability of the Supplier	277
F.	Character of the Rule	277
G.	Remedies	278

Notes

1. Reputation of the Products

278

Section 3: Obligations of the Distributor

Article 4:301: Distribution

Con	nments	
Α.	General Idea	279
B.	Interests at Stake and Policy Considerations	279
C.	Relation to PECL	280
D.	Reasonable Efforts in so far as Practicable	280

- E. Character of the Rule
- F. Remedies

Notes

1. Obligation to Promote the Sales of the Products

Article 4:302: Information during the Performance

Comments A. General Idea B. Interests at Stake and Policy Considerations

- C. Relation to PECL
- D. Information to be Provided

281 282 282

XLI

2

281

280 280

No Formalities	•	282
Character of the Rule		282
Remedies		282
2S		
Obligation to Provide Information during Performance		283
	Character of the Rule Remedies	Character of the Rule Remedies

Article 4:303: Warning of Decreased Requirement

Comments

	0 1	т 1
Α.	General	Idea
1 1+	Ocheran	Iucu

- B. Interests at Stake and Policy Considerations
- C. Relation to PECL
- D. Reasonable Time
- E. Significantly Less
- F. Expectations of the Supplier
- G. Character of the Rule

285

x

H. Remedies

Notes

Article 4:304: Instructions

Comments

- A. General Idea
- B. Interests at Stake and Policy Considerations
- C. Relation to PECL
- D. Reasonable Instructions
- E. To Secure Proper Distribution
- F. To Maintain Reputation and Distinctiveness

287

287

287

- G. Character of the Rule
- H. Remedies

Notes 1. In General

Article 4:305: Inspection

Comments

- A. General Idea
- B. Interests at Stake and Policy Considerations
- C. Relation to PECL
- D. Reasonable Access

2.		205
E.	Distributor's Premises	289
F.	Standard Agreed Upon	289
G.	Character of the Rule	290
H.	Remedies	290
Note	es	

1. Inspection

290

1.4

Article 4:306: Reputation of the Products

Con	nments	
Α.	General Idea	290
B.	Interests at Stake and Policy Considerations	291
C.	Relation to the PECL and ECC	291
D.	Reasonable Efforts	291
E.	Liability of the Distributor	291
F.	Character of the Rule	292
G.	Remedies	292

Notes

.

1. The Reputation of the Products

Annexes

Abbreviations

1.1

•

.

Table of European Legislation

Table of National Legislation and Soft Law

Table of Cases325Table of PECL331Bibliography333Index339

295

1

292

312

314

XLIII