Table of contents

	page
Foreword	XI

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 assuming contractual undertakings	7
2.2.	The principle of freedom of choice	8
2.3.	Lex mercatoria	8
2.4.	Drafting tips	9
2.5.	Mandatory rules and public policy ("ordre public")	10
2.6.	Absence of choice by the parties	10
2.7.	Harmonisation of private international law at international and Euro-	
	pean Union levels	11
2.8.	Relationship between different sources of private international law	12

Chapter 3 Negotiation of international contracts

Contract formation	15
Negotiation	18
Good faith	19
Pre-contractual documents: the letter of intent	21
	Negotiation Good faith

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 versus 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	63
6.6.	The place of arbitration	64
6.7.	The arbitrators: one or more?	65
6.8.	Recognition and enforcement of the arbitral award	67

Chapter 7

International sale of goods contracts

7.1. Basic features	69
7.2. The United Nations Convention on Contracts for the International Sale	
of Goods (CISG)	70
7.3. Key provisions of the CISG	71
7.4. CISG "opt-out" option	72
7.5. Incoterms	73

Chapter 8 Distribution contracts

8.1.	The concept	81
8.2.	Basic features	82

Chapter 9

Agency contracts

9.1.	Concept and basic features	95
9.2.	The Agent	96
9.3.	The Principal	97
9.4.	Additional key features characterising the Principal-Agent relationship	98
9.5.	Applicable law	99
9.6.	Main differences between agency and distribution contracts	99

Chapter 10 Franchise contracts

10.1.	Concept and basic characteristics	111
10.2.	Obligations of the franchisor	112
10.3.	Obligations of the franchisee	112
10.4.	Other key provisions	113
10.5.	Main differences between franchise, agency and distribution contracts	113

Chapter 11 Joint ventures

Basic features	125
Types and basic principles	126
11.2.1. Contractual JV	126
11.2.2. Incorporated/corporate/Equity JV	127
Common principles	128
11.3.1. The principle of personality (intuitus personae)	128
11.3.2. The principle of consensus	129
Governing law	129
Chinese-foreign equity joint ventures (EJV)	129
	Types and basic principles 11.2.1. Contractual JV 11.2.2. Incorporated/corporate/Equity JV Common principles 11.3.1. The principle of personality (<i>intuitus personae</i>) 11.3.2. The principle of consensus Governing law

Annexes

United Nations Convention on contracts for the international sale of goods	
(1980) [CISG]	147
Regulation (EC) No 593/2008 of the European Parliament and of the Council	171
INCOTERMS® 2010 Chart – Who pays?	189
Regulation (EU) No 1215/2012 of the European Parliament and of the Council	191
United Nations Convention on the recognition and enforcement of foreign	
arbitral awards (New York, 10 June 1958)	221