



Section 2 Contract

Objectives:

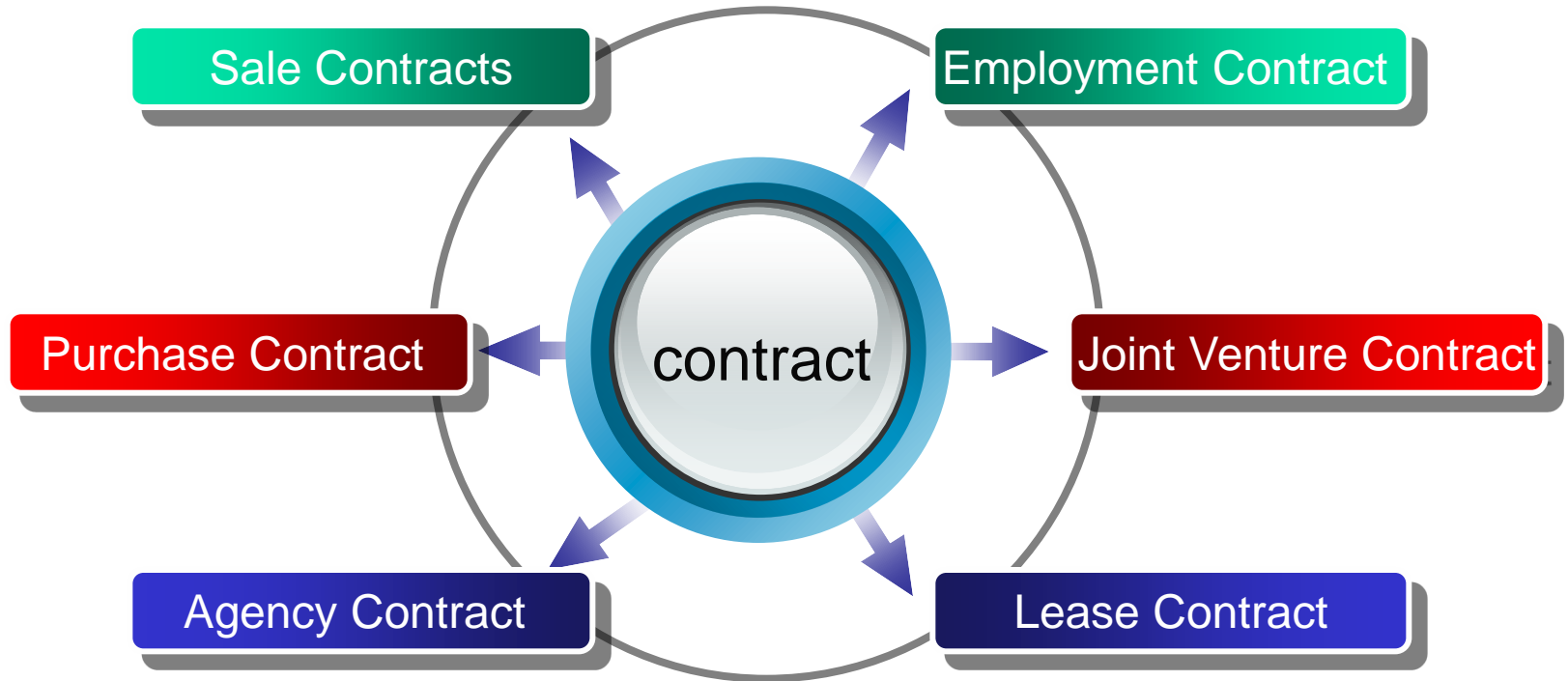
1. To know the definition and types of contract
2. To understand the contents of sales contract
3. To master the language features of contract



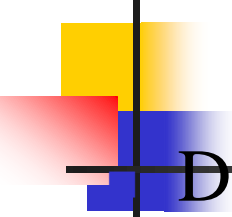
Contract

A contract is a formal written agreement which sets forth rights and obligations of the parties concerned.

Types of Contracts



Sales Contract



Definition: It refers to an agreement which is concluded between the seller and buyer mostly from different countries which sets forth binding obligations of the parties concerned.

- Governing rule: the United Nations Convention on Contracts for International Sale of Goods 1980 (CISG 1980) P30 P37 P38
- A contract can be formal, informal, simple or complicated, written or oral.



Type of contract

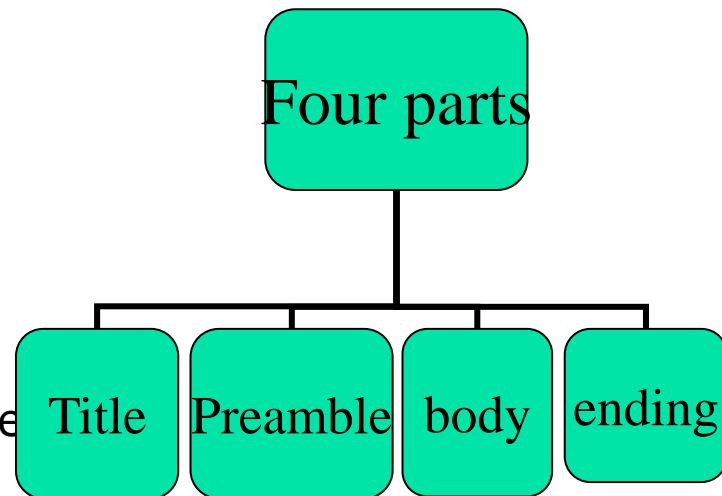
在进出口业务中，合同的书面形式可采用正式
的合同（**Contract**）、确认书
（**Confirmation**）、协议（**Agreement**），
也可采用备忘录（**Memorandum**）、意向书
（**Letter of Intent**）、订单（**Order**）等形式。



International trade and economic contract

-----form

- Title: according to the type of contract or agreement
- Preamble: a. parties, date, place
b. Interpretation clause
- Body: a. definition clause
b. specific conditions
c. general condition
- Final clauses: a. concluding sentence
b. signature
c. seal





The Structure of Contract

1. Preamble of a contract: 合同的前言(约首)

It includes titles, number of contract, date and place for signing the contract, parties and preface.

合同名称，编号，缔约时间和地点，当事人和合同前言。

Sample:

Commercial Contract

No. : _____

Date: _____

The Buyer: _____

Cable Address: _____ **Telex:** _____

The Seller: _____

Cable address: _____ **Telex:** _____

This contract is made **by and between the Buyer and the Seller,
**whereby the Buyer agrees to buy and the Seller agrees to sell the
undermentioned commodity according to the terms and
conditions stated below:****



商业合同

合同号:_____

日期:_____

买方:_____

电报:_____ 电传: _____

卖方:

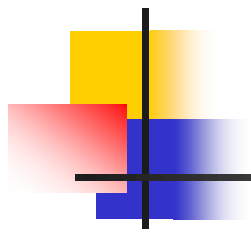
电报: _____ 电传:_____

兹经买卖双方同意按照下列条款买方买进卖方售出以下商品:



2. The main body of a contract 合同的正文 (约文)

- 1) Descriptions of Commodity: name, quality, specification, quantity, unit price
- 2) Transportation: including date of shipment
- 3) Method of payment: L/C, collection, T/T, M/T, D/D
- 4) Packing and shipping mark
- 5) Inspection, Test/ Trials, Acceptance 检验, 试航, 验收
- 6) Quality Guarantee 质量保证



7) Technical training(optional)

8) Insurance

10) Claim and Arbitration 索赔和仲裁

11) Validity, extension and termination 合同有效期,
延长和终止



3. Final Clauses (约尾)

合同的结尾是合同的最后条款，其包括合同生效，合同使用的文字，补充条文和额外协议等。

This contract is made out in two originals, each copy written in Chinese and English languages, both texts being valid. In case of any divergence of interpretation, the Chinese text shall prevail.

本合同正文一式两份，均为中文和英文书写，两种文本具有同等效力。若对其解释产生异议，则以中文文本为准。

4. Unique Features of Contract Writing

■ Lexical Level:

- formal words
- archaic words
- loan words
- pair synonyms
- terminologies

■ Syntactic Level:

- passive sentences
- restrictive attributive clauses
- long and complex sentences

Formal words

Informal Words	Formal Words
buy	purchase
change	modify/alter
go	proceed
begin/start	commence
end	terminate
tell	notify
help	assist
before	prior to
produce	manufacture
being talked about	in question
about	with regard to
according to	in accordance with
seldom	in a few cases
friendly discussion	amicable consultation



By virtue of = due to, because of

Prior to = before

in effect= in fact

Commence= begin

cease to do= stop doing

Miscellaneous= other matters

Construe/comprehend a matter = understand a matter



Loan Words

- Loan words: also called “foreign words” or “borrowed words”.
- French and Latin words are the most widely used loan words in contracts.



Functions of loan words

- To help raise the formality and solemnity of the contracts