



ICC MODEL INTERNATIONAL SALE CONTRACT

The ICC Model International Sale Contract is used for sales of manufactured goods intended for resale and where the buyer is not a consumer and where the contract is an independent transaction.

The ICC Model International Sale Contract is a two-part contract composed of:

- **Specific conditions:** this is a form of document that allows the parties to fill in the basic information commonly found in export quotes, proforma invoices or purchase orders. The Special Conditions set out terms specific to a particular transaction.
- **General conditions:** the standard legal terms that apply to the contract. The General Conditions complement the choices in the Specific Conditions and also provide a number of fallback provisions in the event the parties fail to agree on contrary express terms.

The ICC Model is primarily directed at contracts for the sale of manufactured goods intended for resale, where the purchase is not a consumer and where the contract is an independent transaction rather than part of a long-term supply arrangement. The features of the contract are:

- **Manufactured goods:** the model contract does not cater for the special terms required in contracts for sale of commodities, in particular raw material, agricultural products, food or perishable goods.
- **Intended for resale:** the model is primarily intended for goods sold and bought in general commerce and which can easily be substituted, rather than for custom-built goods or equipment purchased by the end user. For these specially produced goods and more generally for machinery and equipment, other standard terms may be more appropriate (e.g. Orgalime General Conditions for the supply of mechanical, electrical and associated electronic products).
- **Sales to consumers:** the model contract does not cover sales to consumers, but only to purchasers who are in the business of re-selling goods, e.g. distributors, importers, wholesalers, etc.
- **One-off sales:** the model is principally designed for one-off sales rather than continuing supply arrangements. This is the reason why the model does not contain terms more likely to appear within long-term supply agreements, such as price adjustment clauses.

The ICC Model two-part structure mirrors the standard commercial practice in which the sale terms and other conditions specific to commercial transactions are contained in a form document (such a proforma invoice or purchase order), while the background legal conditions are contained in a separate document commonly entitled General Terms of Sale/Purchase.

The ICC Model International Sale Contract is specifically adapted for transactions governed by the UN Convention for the International Sale of Goods (CISG), included in the annex, which applies to an increasingly large volume of international sales.

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Michael Hoelscher



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