

Contents

FOREWORD	3
INTRODUCTION	7
1 A UNIFORM MODEL FORM FOR INTERNATIONAL TRADE	7
2 SCOPE OF APPLICATION	7
2.1. INTERNATIONAL AGREEMENTS	7
2.2 BUYER-RESELLER	7
2.3 DISTRIBUTOR-WHOLESALER/IMPORTER	7
2.4 PRODUCT LIABILITY	8
3 WHAT IS A DISTRIBUTOR?	8
4 DISTRIBUTION CONTRACT AND SALES CONTRACTS	8
5 THE APPLICABLE LAW	8
6 COUNTRIES IN WHICH SPECIAL PRECAUTIONS SHOULD BE TAKEN	9
7 THE NEED TO COMPLY WITH ANTITRUST RULES	9
7.1 EU RULES: ARTICLE 101 AND REGULATION 330/2010	10
7.2 NATIONAL LEGISLATION	10
8 RECOURSE TO INTERNATIONAL ARBITRATION	10
9 PRECAUTIONS FOR USE OF THE MODEL FORM	10
MODEL FORM OF INTERNATIONAL SOLE DISTRIBUTORSHIP CONTRACT	12
ANNEX I PRODUCTS AND TERRITORY	21
ANNEX II COMMISSION ON DIRECT SALES	22
ANNEX III PRODUCTS AND SUPPLIERS REPRESENTED BY THE DISTRIBUTOR	23
ANNEX IV ADVERTISING, FAIRS AND EXHIBITIONS	24
ANNEX V MARKETING STRATEGIES	25
ANNEX VI CONDITIONS OF SALE – DISCOUNTS	26
ANNEX VII GUARANTEED MINIMUM TARGET	27
ANNEX VIII ICC MODEL CONFIDENTIALITY CLAUSE 2006	28

ANNEX IX
STOCK OF PRODUCTS AND SPARE PARTS 30

ANNEX X
AFTER SALES SERVICE, REPAIRS, WARRANTY 31

ANNEX XI
CHANGE OF CONTROL, OWNERSHIP AND/OR MANAGEMENT IN THE DISTRIBUTOR..... 32

ANNEX XII
GOODWILL INDEMNITY 33

ICC'S INTERNATIONAL CONTRACTS SERIES 34

ICC AT A GLANCE..... 36