Title:
IV.6.1 - Express and implied obligations

Content:
No. IV.6.1 - Express and implied obligations

(a) The contractual obligations of the parties may be express or implied.

(b) Implied obligations stem from

i) the nature and the purpose of the contract;
ii) practices established between the parties and usages;
iii) good faith and fair dealing; or
iv) reasonableness.

Commentary:
Subsection (a) takes account of the fact that the parties may provide for their contractual obligations in their contract expressly or by implication. In the latter case, these obligations must be determined by application of the general Principles of contract interpretation, taking into account the aspects listed in Subsection (b). The list itself makes reference to Principles of transnational law, such as good faith, trade usages and the standard of reasonableness.