Article 1: General Provisions

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ARTICLE 1: GENERAL PROVISIONS

SECTION 1-105. Territorial Application of the Act; Parties' Power to Choose Applicable Law.

(1) Except as provided hereafter in this section, when a transaction bears a reasonable relation to this state and also to another state or nation the parties may agree that the law either of this state or of such other state or nation shall govern their rights and duties. Failing such agreement this Act applies to transactions bearing an appropriate relation to this state.

(2) Where one of the following provisions of this Act specifies the applicable law, that provision governs and a contrary agreement is effective only to the extent permitted by the law (including the conflict of laws rules) so specified:

- Rights of creditors against sold goods. Section 2-402.
- Applicability of the Article on Bank Deposits and Collections. Section 4-102.
- Bulk transfers subject to the Article on Bulk Transfers. Section 6-102.
- Applicability of the Article on Investment Securities. Section 8-106.
- Policy and scope of the Article on Secured Transactions. Sections 9-102 and 9-103.


See the Annotation to Section 2-209, infra.
his pleading, testimony or otherwise in court that a contract
for sale was made, but the contract is not enforceable under
this provision beyond the quantity of goods admitted; or
(c) with respect to goods for which payment has been made and
accepted or which have been received and accepted (Sec.
2-606).

(1963).
See the Annotation to Section 2-209, infra.

SECTION 2-207. Additional Terms in Acceptance or Confirmation.

(1) A definite and seasonable expression of acceptance or a written
confirmation which is sent within a reasonable time operates as an acceptance
even though it states terms additional to or different from those offered or
agreed upon, unless acceptance is expressly made conditional on assent to the
additional or different terms.

(2) The additional terms are to be construed as proposals for addition

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