

外贸外语指导:如何写好英文合同 PDF转换可能丢失图片或格式, 建议阅读原文

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Before You Write the First Word 第一部分: 在动笔之前

1. Ask your client to list the deal points. This can be in the form of a list, outline or narration. Doing this will help the client focus on the terms of the agreement. 1. 要求你的客户列出合同交易的要点, 也可以说是合同的清单、目录或概述。这一招首先帮助你的客户弄清合同的重点所在。
2. Engage your client in "what if" scenarios. A good contract will anticipate many possible factual situations and express the parties' understanding in case those facts arise. Talking to your client about this will generate many issues you may not otherwise consider. 2. 让你的客户提供一些假设可能发生的情况。好的合同不仅能够预见到许多可能发生的情况, 而且还能清楚地描述出发生这些情况后合同双方的立场。和客户聊这些情况将有助于你发现一些你可能没有考虑到的问题。
3. Ask your client for a similar contract. Frequently, clients have had similar transactions in the past or they have access to contracts for similar transactions. 3. 请求你的客户提供类似的合同。通常情况下, 客户都保留着过去的交易记录或者是类似合同。
4. Search your office computer or the Internet for a similar form. Many times you can find a similar form on your computer. It may be one you prepared for another client or one you negotiated with another lawyer. Just remember to find and replace the old client's name. Starting with an existing form saves time and avoids the errors of typing. 4. 在办公室的电脑

中或是在因特网上搜索类似的合同范本。通常你会在你的电脑上找到你想要的东西，这些类似的合同范本要么是你给其他客户准备的，要么是你和其他的律师共同协商起草的。使用这些旧合同可以为你节省时间和避免打印错误，不过，用这些合同范本时别忘了替换掉老客户的名字。

5. Obtain forms in books or CD-ROM. Typical forms of contracts can be found in form books, such as West ' s Legal Forms (a nationwide set) and Florida Jur Forms, as well as in treatises and Florida Bar CLE publications. These can be used as the starting point for drafting the contract or as checklists of typical provisions and wording to include in the contract. Many treatises and form books now come with forms on disk or CD-ROM.

5.从书中或者是光盘上获取合同范本。典型的合同范本在一些范例书中都可能找到：比如,西方法律文书（全国版）佛罗里达州文书期刊，另外，在有些论文和佛罗里达州律师协会的法律继续教育出版物中也可以找到一些。起草合同时，你可以把这些范本当做原始资料，利用其中某些典型的条款和措词。更为方便的是，许多论文和书中的合同范本都有电子文本储存在磁盘或光盘中。

6. Don ' t let your client sign a letter of intent without this wording. Sometimes clients are anxious to sign something to show good faith before the contract is prepared. A properly worded letter of intent is useful at such times. Just be sure that the letter of intent clearly states that it is not a contract, but that it is merely an outline of possible terms for discussion purposes. See Appendix C.

6.如果没有特别申明，不要让你的客户在意向上签字。有时候，在合同未准备好之前，客户为了表示诚意，往往急于签署某些东西，当然，在这

种情况下，如果客户急于签署的是有特别声明的意向书，这也是可以的，但一定要注明：本意向书并非合同，只是双方为了更好地沟通协商，而拟定的对未来条款的概述。类似意向书的范例见附录C。 Writing that First Word 第二部分：开始起草合同

7. Start with a simple, generic contract form. The form in Appendix A is such a form. It provides a solid starting point for the structure of the contract. Like a house, a contract must have a good, solid foundation. 7.从简单、典型的合同入手。附录A就是一个简单、典型的合同，它提供了一个合同的基本支架。像房子一样，一个合同必须有一个牢固的根基。

8. State the correct legal names of the parties in the first paragraph. As obvious as this is, it is one of the most common problems in contracts. For individuals, include full first and last name, and middle initials if available, and other identifying information, if appropriate, such as Jr., M.D., etc. For corporations, check with the Secretary of State where incorporated. 8.在合同的第一段要写清楚双方的名称。 ，这是个简单而又不得不引起重视的问题。如果是个人，要写清姓和名,中间有大写字母和其他身份信息的，也要注明，例如：jr.,M.D,等等；如果是公司，为避免弄错，写名称时可以到公司注册地的相应机构去核对一下。

9. Identify the parties by nicknames. Giving each party a nickname in the first paragraph will make the contract easier to read. For example, James W. Martin would be nicknamed "Martin." 9.确定合同双方的别称（简称）。为便于阅读，一般要在合同的第一段为双方弄一个别称，如：将詹姆士.马丁简写为"马丁"。

10. Be careful when using legal terms for nicknames. Do not use "Contractor" as a nickname

unless that party is legally a contractor. Do not use "Agent" unless you intend for that party to be an agent, and if you do, then you better specify the scope of authority and other agency issues to avoid future disagreements. 100Test 下载频道开通，各类考试题目直接下载。详细请访问 www.100test.com