

单证员英语辅导：英文合同相关翻译对照(1) PDF转换可能丢失图片或格式，建议阅读原文

https://www.100test.com/kao_ti2020/246/2021_2022__E5_8D_95_E8_AF_81_E5_91_98_E8_c32_246568.htm 看了之后明白了很多英文“之乎者也”所对应的现代文，对合同英语的结构和特色也有了大概的了解。值得一看。Contract与Agreement的有无区别在英语中，合同一般称为Contract，协议一般称为Agreement。何谓“contract”？1999年中国《合同法》第二条对contract定义为：A contract in this Law refers to an agreement establishing, modifying and terminating the civil rights and obligations between subjects of equal footing, that is, between natural persons, legal persons or other organizations”。根据这一定义，合同平等主体之间设立的确定的民事权利和义务的协议。Steven H. Gifts编著的“Law Dictionary”中将contract定义为“contract is a promise, or a set of promises, for breach of which the law gives remedy, or the performance of the which the law in some way recognize as a duty.”根据这一定义，合同是一种承诺，违反承诺可以得到法律救助，某种意义上法律将履行该承诺看做是一种补偿。L.B Curzon在其编撰的字典“A Dictionary of Law”给contract的定义：“Contract is a legally binding agreement”根据这一定义，合同就是有法律约束力的协议。综合起来，有一个相同点，就是“Contract is an agreement”，即可将合同说成是“An agreement which binds the parties concerned”或者说合同说成是“An agreement which is enforceable by law”，也可以说：Contracts are promises that the law will enforce。何谓“Agreement”？L.B “A consensus of

mind, or evidence of such consensus, in spoke or written form, relating to anything done or to be done.” 根据这一定义，协议是对已经做或准备做的相关事宜，经过谈判、协商后取得一致意见，以口头或书面形式做出的约定。Black "Law Dictionary" 有两个定义。一个是：“A concord of understanding and intention between two or more parties with respect to the effect upon their relative rights and duties, of certain past or future facts or performance” 根据这一定义，协议即双方或多方就某些过去或将来某些事实的相关权利、义务或相关权利、义务的履行而达成的一致理解和愿望。另一个是：“The consent of two or more persons concurring respecting the transmission of some property, right or benefits, with the view of contacting an obligation, a mutual obligation.” 根据这一定义，协议即两个或多个当事人，为了约定单方责任或相互责任，就财产权利、利益的转移取得的一致同意。Contract(合同)和Agreement(协议)是不是可以互换呢？合同的成立必须具备几个主要因素。它们（要约和承诺构成的）协议、约因、设立法律关系的愿望和缔约能力四大部分组成。L.B Curzon编著的“A Diction of Law”提到：“Contract generally involves” 1. offer and absolute and unqualified acceptance (要约和绝对接受) 2. consensus ad idem (意思表示一致，也叫meeting of minds) 3. intention to create legal relations (建立合同关系的意愿) 4. genuineness of consent (同意的真实性) 5. contractual capacity of the parties (合同当事人的缔约能力) 6. legality of object(标的物的合法性) 7. possibility of performance (履行的可能性) 8. certainty of terms(条款的确定性) 9. valuable consideration(等价有偿) Black ' Law Dictionary" 中解

释道：Although often used as synonyms with "contract", agreement is a broader term, e.g. an agreement might lack an essential element of a contract." 即“协议”和“合同”经常用作同义词，但“协议”这一术语含义更广，例如协议可能缺乏合同的必备条款（essential clauses/provisions）。实际使用当中，协议可不受必备条款的限制，而称为合同的文体肯定少不了必备条款，有的合同将其单列，称为一般条款（General provisions）。1999中国《合同法》第十二条规定了八项一般条款，分别是：

1. title or name and domicile of the parties(当事人的名称或姓名和住址)
2. contract object(标的)
3. quantity(数量)
4. quality(质量)
5. price or remuneration(价款或者报酬)
6. time limit, place and method of performance (履行期限、地点和方式)
7. liability for breach of contract(违约责任)
8. methods to settle disputes (解决争议的方法)

上述解释说明，contract(合同)和agreement(协议)的概念虽然接近，但使用范围不同，不能互换使用。合同是协议的重要组成部分，所有合同一定是协议，而协议不见得都是合同。可以说具备合同成立要求的具有强制执行力的协议才是合同。

结构特点 合同类法律文件用以规定当事人的权利与义务，是预防与解决争议的依据。合同英语行文缜密而准确，历史悠久，深含法律文化底蕴。中文的合同开头一般先罗列当事人的名称、姓名、住所或营业场所，然后是合同正文，结尾是当事人印章、授权代表签字、职务及签字日期。而英语合同一般以下面这类句式为开头：This agreement/contract is made and entered in to this _____ day of _____(month), _____ (year) by and between Party A (hereinafter called " Party A ")and Party B(hereinafter called " Party B ") 然后是

开始陈述： WHEREAS...THEREFORE ... It is hereby agreed as follows: 或以： WITNESSETH, WHEREAS... NOW THEREFORE, for and in consideration of the mutual covenants and agreements contained herein, the parties hereby covenant and agree as follows: 接着是正文，最后是证明部分： IN WITNESS WHEREOF， the parties hereto have hereunto set their hands the day and years first above written. 随后还包括当事人和见证人的签字。 签字日期一般在英文合同最搬弄是非是找不到的。 下面列出新加坡、美国、香港和日本的合同格式。 A. 新加坡 Agreement THIS AGREEMENT is made the 9th day of August, 2001 between LUCKY INTERNATIONAL LTD, a company incorporated in Singapore and having its registered office at Telek Blongar Rise, Singapore 19569 (hereinafter called "The Company") of the part and JACK Wong (NRIC No. _____ /A) of 108 Orchard Road, Singapore 01688 (hereinafter called "The Manager") of the other part. WHEREAS: 1. The company is engaged in IT business and requires a person with the necessary qualifications and experience to manage its business. 2. NOW IT IS HEREBY AGREED as follows: 1. The company shall employ the Manager and the Manager shall serve the Company as manager of the Company 's IT business for a period of two years commencing on 1st day of September 2. IN WITNESS WHEREOF, the parties hereto have set their hand the day and year first above written. THE SCHEDULE ABOVE REFERRED TO 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