

Article 24

[Notice of avoidance]

A declaration of avoidance of the contract is effective only if made by notice to the other party.

PRIOR UNIFORM LAW

None.

Commentary

1. Avoidance of the contract by one party may have serious consequences for the other party. He may need to take immediate action to minimize the consequences of the avoidance such as to cease manufacturing, packing or shipping the goods or, if the goods have already been delivered, to retake possession and arrange to dispose of them.

2. For this reason article 24 provides that a declaration of avoidance is effective only if made by notice to the other party. It follows that the contract is avoided at the time notice of the declaration of avoidance¹ is given to the other party.

3. The Convention does not require, as do some legal systems, that an advance notice be given of the intention to declare the contract avoided. This Convention requires only one notice, the notice of the declaration of avoidance.²

4. The notice can be oral or written and can be transmitted by any means. If the means chosen are appropriate in the circumstances, article 25 provides that a delay or error in the transmission of the notice does not impair the legal effect of the notice.

¹ Articles 45, 60, 63 and 64 provide for a declaration of avoidance of a contract under appropriate circumstances.

² However, a party who declares the contract avoided pursuant to article 45 (1) (b) or article 60 (1) (b) must have previously fixed an additional period of time of reasonable length for performance by the other party under article 43 (1) or article 59 (1). In such a case the party who declares the contract avoided must necessarily send two communications to the other party.