

UAE CIVIL TRANSACTIONS LAW

Federal Law No. (5) Of 1985 on the Civil Transactions Law of the United Arab Emirates

Preamble

* Amended by Federal Law No. (1) Of 1987 dated 14/02/1987

We Zayed Bin Sultan Al Nahyan President of the United Arab Emirates State,

Pursuant to the perusal of the provisional* Constitution, and

* The word "Provisional" has been deleted from the Constitution of the United Arab Emirates, wherever mentioned, by virtue of Article (1) of the Constitutional Amendment No. (1) Of 1996 dated 02/12/1996; this Constitution has become the permanent Constitution of the State.

Federal Law No. (1) Of 1972 Concerning the Jurisdictions of the Ministers and the Powers of the Ministers and the amending laws thereof, and

Acting upon the proposal of the Minister of Justice and the approval of the Council of Ministers and the ratification of the Federal Supreme Council,

Have promulgated the following Law:

Article (1)

* As amended by Federal Law No. (1) Of 1987 dated 14/02/1987

The civil Transactions in the United Arab Emirates State shall be subject to the law, whereas the commercial transactions remain subject to the laws and regulations applicable in their regard, pending the issuance of the Federal Commercial Law.

Article (2)

* As amended by Federal Law No. (1) Of 1987 dated 14/02/1987

This Law shall be published in the Official Gazette and shall come into force as of 29 of March 1986.

**Promulgated by Us at the Presidential Palace in Abu Dhabi
On December 15, 1985
Corresponding to 3 Rabi al-Thani, 1406
Zayed Bin Sultan Al-Nahyan,
President of the United Arab Emirates State**

CIVIL TRANSACTIONS LAW (CIVIL CODE) OF THE UAE

INTRODUCTORY TITLE. GENERAL PROVISIONS

Chapter One - Application of the Law and Its Effectiveness in Time and Place

Section I: The Law and Its Application

Article (1)

Legislative provisions shall be applicable to all matters dealt therein, in letter and context. In presence of an absolutely unambiguous text, there is no room for personal interpretation. In the absence of a text in this Law, the judge shall adjudicate according to the Islamic Sharia taking into consideration the choice of the most appropriate solutions in the schools of Imam Malek and Imam Ahmad Ben Hanbal and, if not found there, then in the schools of Imam El Shafe'i and Imam Abou Hanifa, as the interest so requires.

Where no such solution is found, the judge shall decide according to custom, provided it is not incompatible with public policy and morals. In case the custom is restricted to a specific Emirate, it shall be effective therein.

Article (2)

In understanding, interpreting and construing the text, the rules and fundamentals of Islamic doctrine shall be followed.

Article (3)

Shall be considered of public policy, provisions relating to personal status, such as marriage, inheritance, lineage, provisions relating to systems of governance, freedom of trade, circulation of wealth, private ownership and other rules and foundations on which the society is based, provided that these provisions are not inconsistent with the imperative provisions and fundamental principles of the Islamic Sharia.

Section II: Application of Law as to Time

Article (4)

1. A legislative provision may not be repealed or stopped except by a subsequent law provision expressly so stating, or including a provision inconsistent with the previous legislation, or regulating anew the matter formerly regulated by that legislation.

2. Where a law provision repeals another provision and the former is later repealed, this shall not entail reinstating the latter unless so expressly provided.

Article (5)

1. Provisions concerning capacity shall be applicable to persons to whom the conditions set forth in these provisions apply.

2. Where a person is capacitated under the old provisions and becomes incapacitated under the new provisions, this shall not affect his previous acts.

Article (6)

1. The new provisions relating to limitation of time for lawsuits shall apply as of their effective date on each unexpired period of limitation.

2. The old provisions shall, however, apply on matters concerning the commencement, stay and interruption of limitation during the period preceding the effective date of the new provisions.

Article (7)

1. Where the new provision sets forth a period of limitation shorter than that presented in the old provision, the new period shall apply as of the effective date of the new provision even though the old period had already started to run.

2. Should the remainder of the period presented by the old provision be shorter than the period stated in the new provision, limitation shall operate upon the expiry of the said remainder.

Article (8)

Evidence in support shall be governed by the provisions in force at the time they are, or should have been prepared.

Article (9)

Unless otherwise provided by law, periods of time shall be computed according to the Gregorian calendar.

Section iii: Application of Law as to Place

Article (10)

The Law of the State of the United Arab Emirates shall authoritatively characterize the relationships when it is required to determine their nature in a case involving a conflict of laws in order to determine which of these laws is to be the governing law.

Article (11)

1. Civil status and capacity of persons are governed by the law of the State to which they belong by nationality. However, in financial dealings transacted in the State of the United Arab Emirates and producing their effects therein, should one of the parties be an incapacitated alien and the reason of his incapacity is not easily detected by the other party, this reason shall not affect his capacity.

2. The legal system related to foreign juridical personalities, such as companies, associations, institutions and others shall be governed by the law of the State where such personalities have the actual headquarters thereof. Should such personalities carry out an activity in the United Arab Emirates State, the national Law shall prevail.

Article (12)

1. For the objective conditions for the validity of marriage, the law of each of the spouses at the time of the conclusion of the marriage shall be referred to.

2. However, in the form, marriage between two foreigners, or between a foreigner and a national shall be deemed valid should it be concluded in accordance with the conditions of the State where it is concluded, or should it take meet the conditions set forth by the law of each of the spouses.

Article (13)

1. The law of the State of the husband upon the conclusion of the marriage shall govern the personal and financial impacts set by the contract of marriage.

2. On the other hand, divorce shall be governed by the law of the State of the husband upon the time of divorce. As for the cases of divorce and separation, the law of the State of the husband upon the filing of the case shall apply.

Article (14)

In cases referred to in the preceding two articles, should one of the spouses be a national upon the conclusion of marriage, the law of the United Arab Emirates alone shall apply, with the exception of the condition of capacity for marriage.

Article (15)

The abidance by the alimony among relatives shall be governed by the law of the person commissioned therewith.

Article (16)

The objective matters related to guardianship, custody, tutelage and other objective systems to protect persons lacking capacity shall be governed by the law of the person whose protection is required.

Article (17)

1. Heritage shall be governed by the law of the testator upon the death thereof.

2. The state shall be entitled to the financial rights present on its territory and belonging to the foreigner having no heirs.

3. The objective provisions of the will and all actions related to the after-death stage shall be governed by the law of the State of the person carrying out such action upon the death thereof.

4. The form of the will and all actions related to the after-death stage shall be governed by the law of the State of the person carrying out such action upon the issuance thereof, or the law of the State in which such action took place.

5. Provided that the law of the United Arab Emirates prevails regarding the will issued by a foreigner about the real estate thereof in the State.

Article (18)

1. The acquisition ownership and other in kind rights shall be governed by the law of the location with regards to the real estate, and the law of the party where the moveable property is located upon the achievement of the reason entailing the acquisition, ownership or other in kind rights, or the loss thereof, and such with regards to such moveable property.

2. The law of the State where the fund is located shall determine whether such fund is a real estate or a moveable property.

Article (19)

1. Contractual commitments in form and context shall be governed by the law of the State where the common residence of the contracting parties is located. Should they have different residences, the law of the State where the contract is made shall apply, unless the parties agree otherwise, or the conditions show that another law is to be applied.

2. However, the law on the location of the real estate is the law to be applied on contracts made in this regard.

Article (20)

1. Non-contractual commitments shall be governed by the law of the State where the incident causing the commitment takes place.

2. The provisions of the preceding paragraph shall not apply regarding commitments arising from an illegal business, and such with regards to the incidents carried out abroad and considered legal in the United Arab Emirates, even if they are deemed illegal in the country where they take place.

Article (21)

The rules of jurisdictions and all procedural matters shall be governed by the law of the State where the case is filed or where procedures take place.

Article (22)

The provisions of the preceding articles shall not apply should there be a text in a special law or an international treaty enforced in the country that contradicts such provisions.

Article (23)

The principles of the special international law shall apply with regards to matters not mentioned in the preceding articles related to the conflict of laws.

Article (24)

The law of the United Arab Emirates shall apply with regards to stateless persons, or to persons having multiple nationalities. However, people proven to hold the UAE nationality and the nationality of another State, the law of the United Arab Emirates shall be applied.

Article (25)

Where, in the provisions of the preceding Articles, the governing law is that of a specific country that has a multi-legislative system, the domestic law in this country shall indicate which law in this system should be applied. In the absence of such indication, the prevailing law or the law of the domicile, as the case may be, shall apply.

Article (26)

1. Should the governing law be a foreign one, its domestic provisions shall be applied, to the exclusion of the private international law provisions.

2. The Law of the United Arab Emirates State shall, however, be applied in case of renvoi to its provisions from the governing law.

Article (27)

The provisions of the law indicated by the foregoing provisions may not be applied in case they are contrary to the Islamic Sharia, public policy or morals in the United Arab Emirates State.

Article (28)

The law of the United Arab State shall apply in case the existence of the governing foreign law cannot be established or its context cannot be delimited.

Chapter Two – Certain Doctrinal Principles Rules Of Interpretation

Article (29)

Ignorance of the Sharia provisions is no excuse.

Article (30)

Exceptions may neither be applied by analogy nor receive extended interpretation.

Article (31)

What is established by a mandatory provision shall have precedence over obligation prescribed by a condition.

Article (32)

That without which an obligation cannot be fulfilled is itself an obligation.

Article (33)

A rule and its cause, go together in their existence or their negation.

Article (34)

Fungibles are not perishable.

Article (35)

Certainty is not removed by doubt.

Article (36)

Things, in principle, should remain as they were.

Article (37)

In principle, a person's financial is free from liability.

Article (38)

Contingent characteristics are considered, in principle, as non-existing.

Article (39)

What is established to exist at a certain time shall remain in existence, unless there is evidence to the contrary.

Article (40)

An event should in principle be attributed to its nearest time of occurrence.

Article (41)

No analogy may be made with what has proven to be contrary to analogy.

Article (42)

1. No prejudice caused and no harm inflicted.
2. Prejudice should be removed.
3. Prejudice is not removed by a similar one.

Article (43)

Necessities allow breaking prohibitions.

Article (44)

Preventing corruption is better than drawing benefits.

Article (45)

Compulsion does not impair the right of third parties.

Article (46)

1. General or particular, usage is binding.
2. Usage, if constant or prevalent, shall be taken into consideration.
3. Truth shall remain unchanged if corroborated by usage.

Article (47)

Utilization by the public is evidence to be followed.

Article (48)

What is impossible by usage is impossible in fact.

Article (49)

Prevalence and notoriety shall be taken into account not rareness.

Article (50)

That which is known by usage is equivalent to a stipulated condition.

Article (51)

Designation by usage is a designation by text.

Article (52)

Where an impediment conflicts with a requirement, the former shall have precedence.

Article (53)

Accessory is appurtenant and may not be individualized independently.

Article (54)

Where the principal is forfeited, the ancillary follows.

Article (55)

That is forfeited, alike the inexistent, shall not come back to existence.

Article (56)

Voidance shall extend to the thing and its contents.

Article (57)

Where the principal is void the substitute shall be sought.

Article (58)

To be effective against the public, a disposition is contingent on interest thereto.

Article (59)

Answer reproduces the question.

Article (60)

Imagination is not taken into consideration.

Article (61)

No consideration is to be given to a belief overtly incorrect.

Article (62)

What is established by proof amounts to eye-witnessing.

Article (63)

A person is bound by his acknowledgment.

Article (64)

An auxiliary matter may be established by proof though the principal is not.

Article (65)

Appearance may stand as a proof for defense but not for claiming a right.

Article (66)

Land tax is due by the exploiter.

Article (67)

Charges in consideration of profits.

Article (68)

An order to dispose of someone else's property is void.

Article (69)

He who accelerates the happening of a thing, before it is due, shall be deprived of it.

Article (70)

He who challenges what has been done from his part his attempt shall turn against him.

Chapter Three - Persons

Section I: Physical Persons

Article (71)

1. Personality of a human being starts at his birth alive and ends upon its death.
2. The law shall determine the rights of a fetus.

Article (72)

1. Birth and death events are established through their recording in the ad hoc registers.
2. Where the evidence is missing or if it appears that the data recorded are not true, any legal means of proof is accepted.

Article (73)

Provisions concerning foundlings are regulated by a special law.

Article (74)

Provisions relating to missing persons or absentees are regulated by a special law.

Article (75)

1. Nationality of the State of the United Arab Emirates is regulated by law.
2. A citizen, wherever this expression appears in the Civil Transaction Law, means the person who has the nationality of the Emirates State, the alien being the person who has not such nationality.

Article (76)

1. The family of a person is composed of his spouse and relatives.
2. Relatives are all those of common ancestry.

Article (77)

1. Direct kinship is the relation between ascendants and descendants.
2. Indirect kinship is the relation between persons of common ancestry, without being an ascendant or descendant of the other, regardless of the degree of consanguinity.

Article (78)

In calculating the degree of direct kinship, each descendant is a degree upward to the ascendant not counting the latter. In calculating the degree of indirect kinship, degrees are counted upwards from the descendant to the common ancestor and then downwards from this latter to the other descendant, each descendant, excluding the common ancestor, is counted a degree.

Article (79)

A relative of one of the spouses is considered of the same degree of kinship in relation to the other spouse.

Article (80)

1. Every person has a name and surname, the latter shall attach to his children's name.
2. A special law shall regulate the mode of acquiring and changing names and surnames.

Article (81)

1. Domicile is the place where a person habitually resides.
2. A person may have at the same time more than one domicile.
3. Where a person has no habitual residence, he shall be considered without domicile.

Article (82)

The place where a person carries out a trade, a profession or a craft shall be considered his domicile as concerns his activities relating to his trade, profession or craft.

Article (83)

1. The domicile of a minor, interdicted, missing or absent person shall be the domicile of his legal representative.
2. The minor authorized to carry out a trade shall have a special domicile as concerns the acts and dealings to which he is considered by law apt to perform.

Article (84)

1. A person may elect a domicile of choice to perform a specific legal act.

2. Election of a domicile must be established in writing.

3. A domicile elected for the performance of a legal act shall be considered the domicile for all matters relating to this act, including execution procedures, unless it is expressly specified that this domicile is restricted to certain acts to the exclusion of all others.

Article (85)

1. Every person attaining the legal age, enjoying full mental capacity and not interdicted shall be considered of full capacity to exercise his rights provided for in this Law and all laws deriving therefrom.

2. A person shall be considered of full age if he completes twenty one lunar years.

Article (86)

1. Whoever is devoid of discernment because of age, imbecility or insanity shall not have the capacity to exercise his civil rights.

2. A child below the age of seven shall be considered devoid of discernment.

Article (87)

Whoever has attained the age of discernment but not the age of full capacity and whoever has attained the legal age but is prodigal or simple-minded, shall be considered lacking capacity as determined by law

Article (88)

In matters of tutorship, guardianship or curatorship, incapacitated persons and those lacking capacity, as the case may be, shall be subject to the conditions set forth in the law.

Article (89)

No one may give up his personal freedom or capacity or modify the provisions thereof.

Article (90)

Whoever has been subject of an unlawful infringement to one of the rights intrinsic to his personality may ask for the cessation of such infringement and payment of damages for the prejudice sustained.

Article (91)

Whoever is unjustifiably disputed in the use of his name, surname or both or if his name or surname, or both, are misappropriated, may ask the cessation of this infringement and payment of damages for the prejudice sustained.

Section II: Juristic Persons

Article (92)

Juristic persons are:

- a) The State, the Emirates, the municipalities and other administrative units within the conditions determined by law.
- b) Public Administrations, Services establishments and institutions endowed, by law, juristic personality.
- c) Islamic organizations to which the State recognizes juristic personality.
- d) Wakfs.
- e) Civil and commercial companies with the exception of those excluded by a special law provision.
- f) Private associations and institutions established in accordance with the law.
- g) Any group of persons or property that the law endows with juristic personality.

Article (93)

1. Within the limits set forth by law, a juristic person enjoys all rights except those inherent to the natural characteristics of a human being.

2. It shall have:

- a) An independent financial status.
- b) Capacity within the limits specified in its constitution deed or as determined by law.
- c) The right to sue.
- d) An independent domicile. The domicile of a juristic person is the place where its administration set-up is situated. The administration seat of juristic persons that have their principal office abroad but carry out activities within the State, shall, as regards the State Law, be the place where their local administration is located.

3. It must have a representative to express its will.

Article (94)

Juristic persons are governed by their specific law provisions.

Chapter Four. Things And Property

Article (95)

Property is any object or right that has a negotiable value.

Article (96)

Property may be "mutaqawwim" or "non-mutaqawwim". Mutaqawwim (negotiable) property is that which it is permissible for a Muslim lawfully to enjoy, and non-mutaqawwim (non-negotiable) property is that which it is not permissible for a Muslim lawfully to enjoy.

Article (97)

Anything that may be subject to physical or legal possession, may be exploited lawfully and is not by nature or by law non-negotiable, can constitute the subject matter or proprietary rights.

Article (98)

Things that are outside the ambit of trade by their nature are those which may not be subject to exclusive possession. Things that are outside the ambit of trade by law are those that the law forbids that they be the object of proprietary rights.

Article (99)

1. Fungibles are those things which units and parts are so close that one may customarily stand for the other without any significant difference and which are estimated in dealings by number, measure, volume and weight.

2. Non-fungibles are those which units are significantly different in characteristics and value or are rare in circulation.

Article (100)

1. Consumables are those things which specifications may not be effectively utilized only by consumption or disposal.

2. Usable things are those which usufruct is materialized only by repeated use without affecting their existence.

Article (101)

Anything which is settled and fixed in space and cannot be moved without deterioration or alteration of its shape is an immovable property. Any other thing is movable.

Article (102)

An immovable property by destination is a movable put by its proprietor on a land he owns, destined for its service or exploitation even though not permanently fixed to stay.

Article (103)

1. Public property consists of all movable or immovable properties owned by the State and public juristic persons destined for public utility in fact or by virtue of a law.

2. This property may not, under all circumstances, be disposed of, seized or appropriated by prescription.

Chapter Five - The Right

Section I: Scope of Exercising a Right

Article (104)

Legal allowance negates warranties, so who utilizes his right legally does not warrant remedying the prejudice resulting therefrom.

Article (105)

1. Sustainance of private harm is justified in order to avoid public prejudice.
2. A more severe prejudice is removed by sustaining a less severe one.

Section II: Abuse of the Exercise of a Right

Article (106)

1. Warranty is a must for whoever unlawfully uses his right.
2. Use of a right is unlawful when:
 - a) There is an intention to trespass;
 - b) The interests sought to be achieved by such use are contrary to the provisions of the Islamic Sharia, the law, public policy or morals;
 - c) The expected interests are not commensurate with the prejudice sustained by other persons;
 - d) It exceeds what is usually accepted by custom and usage.

Section III: Different Kinds of Rights

Article (107)

Rights are personal, real or moral.

Article (108)

A personal right is a legal bond between a creditor and debtor where the former asks the latter to transfer a real right, or the performance or forbearance of an act.

Article (109)

1. A real right is a direct authority over a specific thing given by the Law to a specific person.
2. The real right may be principal or accessory.

Article (110)

1. Principal real rights are ownership, disposal, usufruct, use, lodging, shared occupation, easements, Wakf and all what is so considered by law.
2. Accessory real rights are surety mortgage, possessory mortgage and privilege.

Article (111)

1. Moral rights are those exercised over intangible things.
2. Copyrights, rights of inventors, artists, trademarks and all other moral rights are subject to special laws.

Section IV: Proof of Rights

1. Means of Proof

Article (112)

Means of proof are:

- a) Writing;
- b) Testimony;
- c) Presumptions;
- d) Eye-witnessing and expertise;
- e) Avowal;
- f) Oath.

2. General Rules of Evidence

Article (113)

The onus of proof lies on the creditor, in establishing his right and on the debtor, in refuting it.

Article (114)

Writing, testimony, irrefutable presumptions, eye - witnessing are means of proof with extensible effects, while avowal only binds the acknowledger.

Article (115)

Every testimony that includes drawing an advantage to the witness or repelling a detriment away from him, shall be disregarded.

Article (116)

The testimony of a dumb person and his oath, through his usual signs, shall be accepted if he ignores writing.

Article (117)

Burden of proof is on the claimant and oath on the denying.

Article (118)

Evidence is used to prove the contrary of what is apparent and oath to corroborate what originally exists.

Article (119)

Oath is accepted from the one who takes it in order to prove his innocence but not to obligate others.

Article (120)

1. Do not take an oath except on request of the opponent.
2. The judge may on his own direct the oath to one of the parties in one of the following instances:
 - a) Claim and prove that he has a right in an estate. He shall take oath that he apparently did not recover his dues from the decedent and did not discharge him or transfer his right to someone else and the decedent does not have a mortgage in consideration of this right.
 - b) There is evidence that he is entitled to a property, he takes an oath that he did not sell or donate it or that title thereto was not transferred by any means whatsoever.
 - c) Return of a defective property, he takes oath that he did not accept the defect, in words or through a sign.
 - d) In case he is adjudged a preemptory right, he takes oath that he did not forfeit his preemptory right by any means whatsoever.

Article (121)

The statement of a translator registered in the ad hoc register shall, as regulated by law, be accepted.

Article (122)

No argument is accepted in case of contradiction. It shall not affect the court judgment if established thereafter. The interested party may revert for warranty on the witness.

3. Application of Roles of Evidence Article (123)

Except where it is in conflict with the foregoing provisions, rules specified in the relevant special laws shall be followed by the courts, as concerns rules and procedures of evidence as well as the conditions of acceptance of evidence confirming the right.

BOOK ONE. PERSONAL OBLIGATIONS AND RIGHTS

PART ONE. SOURCES OF PERSONAL OBLIGATIONS AND RIGHTS

Article (124)

Personal obligations or rights derive from the legal acts of disposal and facts and from the law. The sources of obligations are:

- 1) The contract;
- 2) Unilateral act;
- 3) Tort;
- 4) The beneficial act;
- 5) The law.

CHAPTER ONE. THE CONTRACT

Section I: General Provisions

Article (125)

A contract is the meeting of an offer issued by one of the contracting parties with the acceptance made by the other party and their concordance in such a manner as to produce their effect on the object of the contract and results in a binding obligation on each party in consideration of the obligation of the other party.

A meeting of more than two minds may agree to produce a legal effect.

Article (126)

The object of a contract may consist of:

- a) Property, movable or immovable, corporeal or incorporeal;
- b) Usufruct of the property;
- c) A specific act or service;
- d) Any other thing that is not prohibited by law or violating public policy or morals.

Article (127)

An offense or violation may not constitute the object of a contract.

Article (128)

1. Nominated or innominate contracts are governed by the rules contained in this chapter.
2. Rules exclusively applicable to certain contracts are specified in the special provisions regulating same, whether in this law or any other.

Section II: Constituents, Validity and Implementation of Contracts and the Options

1. Formation of a Contract Article (129)

The necessary elements for the formation of a contract are:

- a) Meeting of minds of the contracting parties on the main elements;
- b) The object of the contract must be something possible, specified or specifiable, and negotiable;
- c) The obligations arising out of the contract must have a licit cause.

Article (130)

A contract is formed by the meeting of an offer with an acceptance, with due observance of any special conditions provided for in the law for its formation.

Article (131)

The offer and acceptance are the expression of a will used for the formation of a contract. The one expressed first is the offer and the second is the acceptance.

Article (132)

Expression of the will may be verbal or in writing, whether in the past or present tenses or imperative mood, if intended for immediate observation, or by signs customary followed, even from a non-dumb person, or by effective exchange proving mutual assent or by taking any other attitude indicating beyond any doubt mutual assent.

Article (133)

Future tense that denotes an absolute promise may form the contract as a binding promise, if so intended by the contracting parties.

Article (134)

1. Display of goods and services showing the consideration thereto is considered an offer.
2. Publication, advertising and lists of current prices as well as any other statement concerning offers or requests addressed to the public or to individuals shall not, in case of doubt, be considered an offer but an invitation to contract.

Article (135)

1. No statement may be attributed to a silent person. However, circumstantial silence shall constitute acceptance.

2. Silence shall amount to acceptance namely in case of previous dealings between the contracting parties that are met by the offer made or where the offer is made to the benefit or the offeree.

Article (136)

Following the offer and until the end of their meeting, the contracting parties have the option to accept or reject it. The offer becomes invalid if withdrawn by the offeror after the offer but prior to acceptance, or if one of the contracting parties states or does an act indicating retraction of the offer. Any statement made thereafter is irrelevant.

Article (137)

During the contract meeting, giving consideration to what is not meant by the parties is a relinquishment of what was intended.

Article (138)

Repetition of the offer prior to acceptance avoids the first offer. Only the second offer shall be taken into consideration.

Article (139)

1. Where a time is fixed for acceptance, the offeror is bound to maintain his offer until the expiry of the period fixed.

2. The said time may be inferred from the surrounding circumstances, or from the nature of the transaction.

Article (140)

1. Acceptance must be concordant with the offer.

2. Where the acceptance includes additions, restrictions or modifications to the offer, it shall be considered a rejection that includes a new offer.

Article (141)

1. A contract is not formed except through the agreement of the parties on the essential elements of the obligation and on all the other legitimate conditions which the parties consider them to be essential.

2. Where the parties agree on the essential elements of the obligation and on all the other legitimate conditions which the parties consider them to be essential, reserving some detailed to be agreed upon at a later date and did not condition the formation of the contract on the agreement on these matters,