



SEPT
11
2018

THE HENRY MORRIS LECTURE IN INTERNATIONAL & COMPARATIVE LAW

English Language Contracts
Governed by a Foreign Law



English Language Contracts Governed by a Foreign Law

Assume a Spanish business person and a Russian trader create a contract and agree to have it governed by Swiss law. Chances are that the contract is drafted in the English language. This scenario occurs frequently in international trade, particularly in Europe: English-language contracts governed by the law of a non-English speaking jurisdiction. The language is chosen as a matter of convenience, and the parties often rely on English or American templates.

This lecture will explore the frictions that arise

between the governing law and the contractual clauses that are drafted against an English law background; under the governing law, these clauses might generate unforeseen (and sometimes undesirable) results or they are, at best, superfluous. Moreover, the terminology often does not fit: any talk of ‘representations and warranties,’ for example, does not make sense if the governing law does not have anything resembling representations and warranties. This problem cannot simply be resolved by better efforts at legal translation. It rather requires lawyers to understand that legal language and national contract laws are the products of a particular culture, history, and worldview.



12:00p.m.-1:00p.m.

Ogilvie Auditorium

Chicago-Kent College of Law

IL MCLE Credit: 1.0 hr

**The lecture is free and open
to the public, however registration
is requested at cle.kentlaw.edu**

LECTURER

Professor Stefan Vogenauer

Managing Director, Max
Planck Institute for European
Legal History and Chair,
Max Planck Law

Professor Vogenauer works
mostly in the areas of legal
history, comparative law, and
transnational private law.

With regard to legal history,
he has a particular interest in legal transfers in the common law
world, the history of European Union law, and the comparative
history of legal method. He also works on contemporary issues
of international contracting, such as the UNIDROIT Principles
of International Commercial Contracts, choice of law, and
commercial arbitration.



Before taking up his current position in 2015, Professor Vogenauer held the Chair in Comparative Law at the University of Oxford where he also was a Fellow of Brasenose College and, since 2004, Director of the Oxford Institute of European and Comparative Law. He received his undergraduate education at the Universities of Kiel and Paris and his postgraduate education at the Universities of Oxford (MJur 1995) and Regensburg. In Regensburg, he also completed his practical training and was a research assistant at the Chair of Roman law and Comparative legal history. He then went on to be a Senior Research Fellow at the Hamburg Max Planck Institute for Comparative and International Private Law.

His publications include the *Commentary on the UNIDROIT Principles of International Commercial Contracts (PICC)* (2nd ed, Oxford University Press 2015) of which he is the sole editor. He is also a co-author of the *Ius Commune Casebook for the Common Law of Europe: Cases, Materials and Text on Contract Law* (3rd ed, Hart Publishing, forthcoming 2018).

Professor Vogenauer has held visiting positions at the Universities of Auckland, Melbourne, Paris II, and Stellenbosch, and also at Bucerius Law School, Louisiana State University, New York University, and the University of Texas at Austin.

HENRY MORRIS ENDOWMENT

This program is funded through the Henry Morris Endowment. An 1889 graduate of the Chicago-Kent College of Law, Henry Crittendon Morris (1863-1948) enjoyed a distinguished career as an international lawyer and diplomat. During 25 years of foreign service prior to World War I, Mr. Morris served as the United States Consul in Ghent, Belgium, and as Secretary to Chief Justice Fuller at the Permanent International Court at the Hague. When the war broke out, he returned to Chicago to coordinate Red Cross and Liberty Loan campaigns on behalf of the American war effort.

*Mr. Morris was a member of the American Society of International Law and a number of other organizations devoted to improving international relations. He was the author of *The History of Colonization from the Earliest Times to the Present Day* (1906). The French government made him a chevalier of the French Legion of Honor in 1937.*



C-K SPOTLIGHT



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The Law Lab

An interdisciplinary teaching and research center devoted to legal futurism. The Center examines the intersections of law and technology, mathematics, science and engineering.

UPCOMING CLE CONFERENCES

September 13, 2018	36th Annual Federal Sector Labor Relations & Labor Law Conference Eligible for 7.25 hrs IL MCLE credit
October 5, 2018	Biennial Midwest Arbitrators' Symposium, in cooperation with FMCS IL MCLE credit to be determined
October 19, 2018	Institute for Law and the Workplace Members' Conference, by invitation only IL MCLE credit to be determined
November 1, 2018	10th Annual Conference on Futures & Derivatives IL MCLE credit & IL CPE credit to be determined
November 8, 2018	Fin(Legal)Tech Conference IL MCLE credit to be determined
November 30, 2018	34th Annual Illinois Public Sector Labor Relations Law Conference IL MCLE credit to be determined

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ILLINOIS INSTITUTE OF TECHNOLOGY

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Tuesday, September 11, 2018

Earn up to 1.0 hr of IL MCLE credit