

For those who want to understand Japan Corporation Law in English

For the international lawyers, international law firm  
and the legal department of a foreign-affiliated company entering Japan.

# Japan Corporation Law Guide

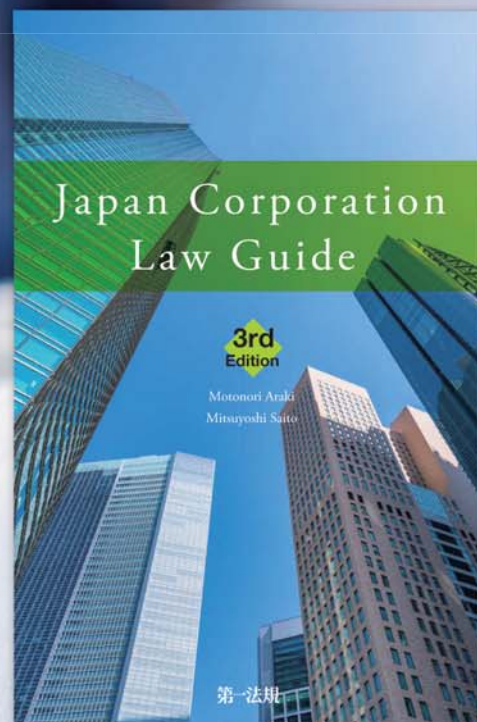
**3rd  
Edition**

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## This book is...

“Japan Corporation Law Guide 3rd Ed” is the only book explaining Japan corporate law in English provides you with a comprehensive analysis on Japan corporate law as well as other laws and regulations governing companies in Japan. You will find out in detail about the statutes regulating companies in Japan and legal requirements imposed on companies, from different business structures to the right of shareholders, company requirements with respect to meetings, accounting disclosure and company finance, the impact of the law on mergers and acquisitions and finally on dissolution and liquidation. The guide is a must for those seeking to set up operations in Japan, continuing to do business in Japan or entering into business arrangements with Japanese entities.

## 本書籍の特徴

- ★外資系企業をクライアントに持つ弁護士や、日本に進出している外資系企業の法務部にオススメの一冊!
- ★企業の取締役会や会計情報開示、M&A、解散と清算など、株式会社を運営する上で必要な日本の会社関係法令について、英語で詳しく解説している唯一の書籍!
- ★海外企業の日本進出・事業運営をサポートする「モリソン・フォースター外国法事務弁護士事務所」の弁護士が執筆!



第一法規

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日本語の一行解説も盛り込まれているので、さらに読みやすくなりました!

ENGLISH - JAPANESE

**GLOSSARY**  
ENGLISH - JAPANESE

English	Japanese	Kanji
Absorption-type company split	<i>Kynshu bunkatsu</i>	吸収分割
Absorption-type company split agreement	<i>Kynshu bunkatsu keiyaku</i>	吸収分割契約
Absorption-type merger	<i>Kynshu gappai</i>	吸収合併
Accounting advisor	<i>Kaizei sanjo</i>	会計参事
Accounting audit/financial audit	<i>Kaizei kansa</i>	会計監査
Accounting auditor/financial auditor	<i>Kaizei kansa nin</i>	会計監査人
Accounting principles	<i>Kaizei gensoku</i>	会計原則
Administrative order	<i>Kanri meiri</i>	管理命令
Affidavit	<i>Sensei kyoutai sho</i>	宣誓供述書
Agreement limiting liability	<i>Sekinin genai keiyaku</i>	責任限定契約
Allocation of shares to third parties	<i>Daisanbu wariate</i>	第三者割当て
Allotment	<i>Wariate</i>	割当て
Allotment without contribution	<i>Musho wariate</i>	無償割当て
Annexed detailed statement	<i>Fuzoku meisai-sho</i>	附属明細書
Annual securities report	<i>Yuka shoken hokoku sho</i>	有価証券報告書
Appointment	<i>Sen-inin</i>	選任
Articles of incorporation	<i>Teikan</i>	定款
Asset transfer	<i>Shisan joto</i>	資産譲渡
Audit	<i>Kansa</i>	監査
Audit and supervisory committee	<i>Kansa to iinkai</i>	監査等委員会

巻頭には便利な法律用語の英和・和英対訳表を掲載!

Chapter III COMPANY FINANCE IN JOINT STOCK CORPORATIONS (株式会社のファイナンス)

designated matters are subject to approval of the class shareholders meeting, in addition to approval of the general shareholders meeting, board of directors' meeting or liquidators' meeting, as applicable.

The articles of incorporation may impose conditions on the veto rights of such class shares.

**(8) Class shares with right to appoint directors/statutory auditors (取締役・監査役選任権付種類株式)**

Class shareholders holding class shares with the right to appoint directors/statutory auditors at a meeting of such class shareholders (Art 108, cl 1, item 9 and cl 2, item 9 of the *Companies Act*). Such class shareholders may dismiss the directors/statutory auditors appointed by such class shareholders.

This type of class shares may only be issued by transfer-restricted corporations without nominating committee, etc. A corporation with nominating committee, etc. or a public corporation (a corporation having an article provision to the effect that at least one class of shares is non-transfer-restricted shares) may not issue class shares with right to appoint directors/statutory auditors (Art 108, cl 1 of the *Companies Act*).

**2.2 Common terms of shares of stock**

全部の株式の内容 - 全部の株式を譲渡制限株式、取得請求株式及び取得条項付株式とすることも可能です。

All the shares of a joint stock corporation may have common terms such as transfer-restricted shares, shares with put option or shares subject to call, by the articles of incorporation (Art 107, cl 2 the *Companies Act*).

**3. SHARE CERTIFICATES (株券)**

**3.1 Share-certificate-issuing corporation**

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Before the enactment of the *Companies Act*, any joint stock corporation must issue share certificates, unless otherwise provided in the articles of incorporation. Under the *Companies Act*, conversely, a joint stock corporation may issue share certificates only if the articles provide that the corporation must issue share

2. TYPES OF SHARES (株式の種類) / A. SHARE CERTIFICATES (株券)

certificates (a "share-certificate-issuing corporation") (Art 117, cl 7 and Art 214 of the *Companies Act*). The articles may not provide that shares in a certain class are represented by share certificates, while shares in another class are not (Art 214 of the *Companies Act*).

**3.1.1 Joint stock corporations incorporated before the *Companies Act* (会社法施行前に設立された株式会社)**

Joint stock corporations that did not have a provision in its articles to the effect that the corporation shall "not" issue share certificates at the time of the *Companies Act* becoming effective are deemed to have a provision in its articles to the effect that the corporation shall issue share certificates (i.e., a share-certificate-issuing corporation) (Art 76, cl 4 of the *Act concerning Coordination, etc. of Related Statutes in Connection with Enforcement of the Companies Act*).

**3.1.2 Book-entry transfer system (株式振替制度)**

All listed corporations were required to issue share certificates under the regulations of stock exchanges. However, under the *Act on Book-Entry of Company Bonds, Shares, etc.* (the "*Book-Entry Act*"), shares and shareholders of listed corporations are mandatorily managed through book-entry with the Japan Securities Depository Center, Inc. ("JASDEC"). As of January 5, 2009, all listed corporations became non-share-certificate-issuing corporations, all share certificates of such corporations became invalid, and all listed shares were recorded in the accounts in the book-entry system. With respect to shares (e.g., listed shares) managed through the book-entry system ("Book Entry Transfer Shares"), recording the shares in the account in the book-entry system is deemed equivalent to holding share certificates (Art 128, 1, Art 140, Art 141, Art 145 of the *Book-Entry Act*).

**3.2 Transfer or pledge of shares**

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**3.2.1 Share-certificate-issuing corporations (株券発行会社)**

In a share-certificate-issuing corporation, the transfer or pledge of shares becomes effective only if share certificates representing the transferred shares are delivered to the buyer (Art 128, cl 1 and Art 146, cl 2 of the *Companies Act*).

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検索

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