

Re: Handling in the case where a person who shall affix a seal to a written application for registration is a foreign national, and a certificate issued by a mayor of a municipality regarding the person's seal impression cannot be attached, etc. (Notice)

[Notice by the Director-General of the Civil Affairs Bureau dated as of June 28, 2016 (the Ministry of Justice, *Min-sho*, No. 100)

To Legal Affairs Bureau Directors and District Legal Affairs Bureau Directors]

Revision Notice dated as of February 10, 2017 (the Ministry of Justice, *Min-sho*, No. 15)

I. Matters relating to Article 9 of the Ordinance on the Commercial Registration

1. A person who shall affix a seal to a written application for registration must submit his/her seal impression with a document expressly indicating the seal impression, on which his/her name and address, the date, and the indication of registry office in addition to matters set forth in each Item under Article 9(1) of the Ordinance on the Commercial Registration (Ordinance of the Ministry of Justice No. 23 of 1964, hereinafter the "Ordinance") are described, and to which the seal is affixed (hereinafter the "Seal Impression Registration Document") (Article 9(1) of the Ordinance). With respect to the seal affixed to the Seal Impression Registration Document, a certificate of the seal impression issued by a mayor of a municipality (including mayors of special wards; for the designated cities prescribed in Article 252-19(1) of the Local Autonomy Act (Act No. 67 of 1947), a city mayor, a ward mayor or a general mayor; the same shall apply hereinafter) within 3 months before the submission must be attached to the Seal Impression Registration Document (Article 9(5)(i) of the Ordinance).
2. For submission of a seal impression by a foreign national (meaning a person who does not have Japanese nationality; the same shall apply hereinafter) in the case where such foreign national files an application for registration with a written application to which his/her seal is affixed, the procedures prescribed in 1 shall also apply. In this case, the foreign person may attach a certificate issued by a competent government agency of the foreign national's own country (including a consul and any other competent government agencies in Japan of the said country; the same shall apply hereinafter) that certifies that a signature on the Seal Impression Registration Document is the foreign national's signature in lieu of the certificate of the seal impression issued by a mayor of a municipality.

Furthermore, in the case where a foreign national who has not submitted his/her seal impression to a registry office in advance files an application for registration (excluding the case where such foreign national files the application for registration at the location of a company's branch office), certification by a competent government agency of the foreign national's own country certifying that the signature on the written application for registration or a power of attorney is the foreign national's signature is required.

II. Matters relating to Article 61 of the Ordinance

1. To a written application for registration of incorporation (excluding incorporation through mergers or entity conversions) of a stock company, a certificate issued by a mayor of a municipality regarding a seal impression on a document certifying that directors at incorporation, or representative directors at incorporation or representative executive officers at incorporation for a company with a board

of directors (hereinafter the “Director at Incorporation, Etc.”), have accepted the assumption of office shall be attached. The same shall apply to a seal impression on a document certifying that directors, or representative directors or representative executive officers for a company with a board of directors (hereinafter the “Representative Director, Etc.”), have accepted the assumption of office, which must be attached to a written application for registration of the assumption of office (excluding the case of reelection) of the Representative Directors, Etc. (Articles 61 (4) and (5) of the Ordinance)

In the case where a foreign national assumes the office of the Director at Incorporation, Etc. or the Representative Director, Etc. and the Director at Incorporation, Etc. or the Representative Director, Etc. puts his/her signature on a document certifying that he/she has accepted the assumption of office, a certificate issued by a competent government agency of the foreign national’s own country that certifies that the signature on the document is the foreign national’s signature may be attached in lieu of a certificate of a seal impression issued by a mayor of a municipality.

2. In the case where a certificate issued by a mayor of a municipality regarding the seal impression set forth in each Item under Article 61(6) of the Ordinance is required to be attached respectively in accordance with the categories of the cases listed therein pursuant to the main clause of Article 61(6) of the Ordinance and a chairperson, director or company auditor who is a foreign national has signed on the document stipulated in each Item under Article 61(6) of the Ordinance, a certificate issued by a competent government agency of the foreign national’s own country that certifies that the signature on the document is the foreign national’s signature may be attached in lieu of a certificate of a seal impression issued by a mayor of a municipality.

3. In the case where a certificate issued by a mayor of a municipality regarding a seal impression of a seal affixed to a document certifying that a representative director, representative executive officer, director or executive officer has resigned from his/her office is required to be attached pursuant to the main clause of Article 61 (8) of the Ordinance and the representative director, representative executive officer, director or executive officer who is a foreign national has signed on the document, a certificate issued by a competent government agency of the foreign national’s own country that certifies that the signature on the document is the foreign national’s signature may be attached in lieu of a certificate of a seal impression issued by a mayor of a municipality.

III. Certificates issued by notaries, etc. in Japan

In the case where it is allowed to attach a certificate issued by a competent government agency of a foreign national’s own country in lieu of a certificate of a seal impression issued by a mayor of a municipality regarding the foreign national’s signature and such certificate issued by the competent government agency of the foreign national’s own country that certifies that the said signature is the foreign national’s signature cannot be obtained due to unavoidable circumstances such as reasons associated with the legal system of the foreign national’s own country, a statement to such effect prepared by a person who shall affix his/her seal to a written application for registration and a certificate issued by a Japanese notary or a government agency of a country where the foreign national currently resides that certifies that the signature is the foreign national’s signature may be attached in lieu of a certificate of a seal impression issued by a mayor of a municipality. Furthermore, in the case where the certificate of an authentic signature cannot be obtained because a consul in Japan and any other competent government agencies in

Japan do not issue such certificate, or in the case where there is no competent government agency of the foreign national's own country in Japan, such circumstances may be considered as unavoidable circumstances exist, even though the said certificate can be obtained from a competent government agency in countries other than Japan.