

The Ministry of Justice, the Civil Affairs Bureau,  
the Commercial Affairs Division No.36,  
March 7 of 2017

To: The Director of the Legal Affairs Bureau

To: The Director of the District Legal Affairs Bureau

Director of the Commercial Affairs Division of  
the Civil Affairs Bureau, the Ministry of Justice  
(Official seal omitted)

Handling of Corporate Registration Affairs Accompanying the Enforcement of the  
Act for Partial Revision of the Medical Care Act (Notification)

The Act for Partial Revision of the Medical Care Act (Act No.74 of 2015; hereinafter referred to as the “Amendment Act”) in September 28 of 2015, Cabinet Order for Partial Revision of Enforcement Regulations on the Medical Care Act (Cabinet Order No.14 of 2017; hereinafter referred to as “Amendment Cabinet Order”.) and the Ministerial Ordinance Revising a Part of Enforcement Regulations on the Medical Care Act (Order of the Ministry of Health, Labour and Welfare No.4 of 2017; hereinafter referred to as “Amendment Ordinance”) will be promulgated respectively in February 8 of this year, and all of Amendment Act (excluding the provisions listed in the items of Article 1 of the same Act.) and Amendment Cabinet Order, and Amendment Ordinance will come into effect in April 2 of this year (hereinafter referred to as “Effective Date”), so please inform the registrar under your jurisdiction of the following points regarding the handling of commercial and corporate registrations in connection with the above, taking necessary care to prevent unsatisfactory administer affairs.

In addition, in this notice, "Act" refers to the Medical Care Act (Act No. 205 of 1948) following amendment pursuant to the Amendment Act; “Enforcement Order” refers to the Enforcement Order of the Medical Care Act (Cabinet Order No. 326 of 1948) following amendment pursuant to Amendment Cabinet Order; “Enforcement Regulations” refer to the Enforcement Regulations on the Medical Care Act (Order of the Ministry of Health and Welfare No.50 of 1948) following amendment pursuant to Amendment Ordinance; “ Commercial Registration Act” refers to the Commercial Registration Act (Act of No.

125 of 1963); “General Corporation Act” refers to Act on General Incorporated Associations and General Incorporated Foundations (Act No. 48 of 2006); and “Public Interest Certification Act” refers to Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (Act No. 49 of 2006), and all clauses cited regarding Act, Enforcement Order and Enforcement Regulations refer to the clauses of amended Act, Order and Regulations.

## Notice

### Section 1. Establishment of system for regional medical coordination promotion corporation

#### 1. Approval for medical coordination promotion

##### (1) A person who may receive approval

It was determined that general incorporated associations (including a general incorporated association that has received the authorization under Article 4 of Public Interest Certification Act (hereinafter referred to as “Public Interest Incorporated Association”); the same shall apply hereinafter.) that have members of the following corporations (excluding profit-oriented corporations; hereinafter referred to as "Participating Corporations" in this Chapter) and members specified by Article 39-2 of an Order of the Ministry of Health, Labour and Welfare as persons necessary for efficiently providing high-quality and appropriate medical care in the region, as well as having policies in place for promoting coordination of operations (hereinafter referred to as the "Medical Coordination Promotion Policy".) pertaining to a hospital, clinic, long-term care health facility, or integrated facility for medical and long-term care (hereinafter referred to as "Hospital, etc.". ) with the purpose of performing medical coordination promotion operations may obtain approval from the governor (hereinafter referred to as “Approval for Medical Coordination Promotion”.) of the prefecture to which the area to promote the relevant coordination specified in the articles of incorporation belongs (hereinafter referred to as "medical coordination promotion area") (in the case where the relevant medical coordination promotion area extends over two or more prefectures, any one of these prefectures):

- A. A corporation that establishes a hospital, etc. in the medical coordination promotion area; or
- B. A corporation that establishes or manages in the medical coordination promotion area a facility or office related to nursing care business.

##### (2) Medical coordination promotion operations

It was determined that the medical coordination promotion operations means the following operations and other operations performed for the purpose of promoting

coordination of operations pertaining to a hospital, etc. in accordance with the medical coordination promotion policy (Article 70, paragraph (2) of Act):

- A. Training to improve the qualities of medical care professionals;
- B. Supplying medicines, medical equipment and other supplies necessary for operations pertaining to a hospital, etc.; and
- C. Fund lending and other support specified under Article 39-3, paragraph (1) of Enforcement Regulations as support for raising funds necessary for a participating corporation to perform operations pertaining to a hospital, etc.

(3) Application and Authorization

It was determined that A general incorporated association that intends to obtain the approval for medical coordination promotion, pursuant to the provisions of Article 5-15 of Enforcement Order, must apply to the prefectural governor with a medical coordination promotion policy (Article 70-2, paragraph (1)).

In addition, it was determined that, when the prefectural governor finds that a general incorporated association that has applied for approval for medical coordination promotion conforms to the standards of items of Article 70-3, paragraph (1) of Act, the prefectural governor may grant approval for medical coordination promotion to the relevant general incorporated association (introductory clause of the same paragraph).

Furthermore, when a prefectural governor has granted approval for medical coordination promotion, the prefectural governor must make a public announcement to that effect through the appropriate means such as the Internet (Article 70-6 of Act, Article 39-13 of Enforcement Regulations).

(4) Name etc. of A general incorporated association that has obtained approval for medical coordination promotion

It was determined that a general incorporated association that has obtained approval for medical coordination promotion (hereinafter referred to as a "Regional Medical Coordination Promotion Corporation") must use the words "regional medical coordination promotion corporation" in its name (Article 70-5, paragraph (1) of Act), and that a regional medical coordination promotion corporation is deemed to have amended its articles of incorporation to change the words "general incorporated association" in its name to "regional medical coordination promotion corporation" (paragraph (2) of the same Article).

In addition, it was determined that a person who is not a regional medical coordination promotion corporation must not use the words in its name or trade name that may be misunderstood as a regional medical coordination promotion corporation (paragraph (4) of the same Article), and that A regional medical coordination promotion corporation must not use a name or trade name that may be misunderstood as another

regional medical coordination promotion corporation for wrongful purposes (paragraph (5) of the same Article).

Further, in addition to the paragraph (2) of the same Article, as it is provided that the provisions of the provisions of Article 5, paragraph (1) of General Corporation Act do not apply to a regional medical coordination promotion corporation pursuant to the provisions of Article 70-16 of Act (see 2(5) mentioned below), a regional medical coordination promotion corporation as a general incorporated association shall not be required to use the words “general incorporated association” in its name. However, as it is provided that application for Article 9, paragraph (3) of Public Interest Certification Act that provides the name of a public interest incorporated association has not been excluded, the public interest incorporated association must use the words "regional medical coordination promotion corporation" in addition to “public interest incorporated association” in its name.

Therefore, after a regional medical coordination promotion corporation as a public interest incorporated association change its articles of incorporation concerning change of its name (Article 146), approval must be obtained from a prefectural governor having granted approval (which refers to the prefectural governor having granted approval for medical coordination promotion; the same shall apply hereinafter) (Article 54-9, paragraph (3) of Act as applied mutatis mutandis by replacing the terms under Article 70-18, paragraph (1) of Act; see 2(1)B mentioned below).

#### (5) Rescission of approval for medical coordination promotion

##### A. Disposition of rescission

- (a) It was determined that, in the case where a regional medical coordination promotion corporation falls under any of the following items, the prefectural governor having granted approval must rescind the approval for medical coordination promotion (Article 70-21, paragraph (1) of Act):
  - a. When the regional medical coordination promotion corporation has come to fall under Article 70-4, item (i) or (iii); or
  - b. When the regional medical coordination promotion corporation has received the approval for medical coordination promotion by deception or other wrongful means.
- (b) It was determined that, in the case where a regional medical coordination promotion corporation falls under any of the following items, the prefectural governor having granted approval may rescind the approval for medical coordination promotions (Article 70-21, paragraph (2) of Act):
  - a. When the regional medical coordination promotion corporation no longer conforms to any of the standards listed in the items of Article 70-3, paragraph

(1);

b. When the regional medical coordination promotion corporation has filed an application for revocation of the approval for medical coordination promotion; or

c. When the regional medical coordination promotion corporation has violated the Act or any order under the Act or any disposition thereunder.

(c) It was determined that a prefectural governor having granted approval who rescinded the approval for medical coordination promotion pursuant to the provisions of (a) or (b) must make a public announcement to that effect to that effect through the appropriate means such as the Internet (Article 70-21, paragraph (4) of Act, Article 39-13 of Enforcement Regulations).

#### B. Change to articles of incorporation

A regional medical coordination promotion corporation that has received a disposition of rescission of the approval for medical coordination promotion pursuant to the provisions of (a) or (b) is deemed to have amended its articles of incorporation to change the words "regional medical coordination promotion corporation" in its name to "general incorporated association" (Article 70-21, paragraph (5) of Act).

Furthermore, as it is determined that, as a regional medical coordination promotion corporation as a public interest incorporated association receives disposition of rescission for medical coordination promotion pursuant to A (a) or (b), the provisions of the same paragraph shall not apply (Article 39-30, paragraph (2) of Enforcement Regulations), such public interest incorporated association shall be required to change its articles of incorporation pertaining to change of names by resolution of the general assembly of members (Article 146 of General Corporation Act). However, as at the time of change of such articles of incorporation, the disposition of such rescission has already taken effect and it is no longer a regional medical coordination promotion corporation, approval shall not be required to be obtained from a prefectural governor having granted approval involved in change to its articles of incorporation provided in Article 54-9, paragraph (3) as applied mutatis mutandis by replacing the terms of Article 70-18, paragraph (1) of Act. See 2(1)(b) mentioned below).

### 2.Regional medical coordination promotion corporation

#### (1) Articles of incorporation

##### A.Matters to be prescribed by articles of incorporation

It is determined that, beyond the particulars listed in items of Article 11, paragraph (1) of the Act on General Incorporated Associations and General Incorporated Foundations and the provisions of the articles of incorporation prescribed in Article

70-3, paragraph (1), items (vi), (vii), (xii) and (xvi) through (xix), a regional medical coordination promotion corporation must provide for in the following particulars in its articles of incorporation (Article 70-17 of Act):

- (a) Provisions concerning assets and accounting;
- (b) Provisions concerning officers;
- (c) Provisions concerning the board of directors;
- (d) Provisions concerning dissolution;
- (e) Provisions concerning change of the articles of incorporation; and
- (f) Names and locations of hospitals, etc. that it has established or facilities or offices engaged in nursing care business, etc. it has established or manages, which are specified by Article 39-15 of Enforcement Regulations, if any.

#### B. Approval for change of articles of incorporation

It was determined that change of articles of incorporation of Regional Medical Coordination Promotion Corporation (excluding change concerning the matters related to the location of its principal office and the ones related to the method of public notice) shall not take effect without obtaining approval from a prefectural governor having granted approval (Article 54-9, paragraph (3) and Article 39-25 of Enforcement as applied mutatis mutandis by replacing the terms under Article 70-18, paragraph (1) of Act).

#### (2) Selection and dismissal of a representative director

The selection and dismissal of a representative director is not take effect without the approval from a prefectural governor having granted approval (Article 70-19, paragraph (1)).

#### (3) The term of office of auditors etc.

It was determined that auditors of Regional Medical Coordination Promotion Corporation must not exceed two years (provided, however, that this must not preclude reappointment), and that, if more than one-fifth of positions of directors or auditors are vacant, the vacancy must be filled within one month (Article 46-5, paragraph (9) and Article 46-5-3, paragraph (3) as applied mutatis mutandis by replacing the terms under Article 70-12).

#### (4) Dissolution and liquidation

It was determined that the provisions of Chapter 6, Section 7 (provisions on dissolution and liquidation of a medical corporation; excluding Article 55, paragraph (1) (limited to the part pertaining to item (iv) and (vii).) and paragraph (3).) shall apply mutatis mutandis to the dissolution and liquidation of a regional medical coordination promotion corporation (Article 70-15).

In addition, it was determined that dissolution of a regional medical coordination

promotion corporation due to the grounds of Article 55, paragraph (2), item (ii) of Act (the inability to successfully carry out the intended operations) or item (iii) (resolution by a general meeting of members) shall not take effect without obtaining approval from a prefectural governor having granted approval (Article 55, paragraph (6) as applied mutatis mutandis by replacing the terms of Article 70-15 of Act).

(5) Exclusion from application of General Corporation Act

It was determined that the provisions of Article 5, paragraph (1) (name), Article 49, paragraph (2) (limited to the part pertaining to item (vi) (limited to the part pertaining to the general meeting of members set forth in item (iii) of Article 148 of the same Act)), Article 67, paragraphs (1) and (3) (the term of office of auditors), and Chapter V of General Corporation Act (merger; from Article 242 to 260) do not apply to a regional medical coordination promotion corporation.

3. Transitional measures

It was determined that A general incorporated association that intends to obtain the approval set forth in paragraph (1) of the Article 70 may apply pursuant to the provisions of Article 70-2, paragraph (1) of Act even before Effective Date and that such application shall be deemed to be the one pursuant to the same paragraph made by such general incorporated association on Effective Date (paragraph (3) of Supplementary Provisions of Amendment Ordinance).

Additionally, it was determined that a prefectural governor may accept applications and make other necessary preparations pursuant to the provisions of the same paragraph even before Effective Date in order to approve medical coordination promotion prescribed in Article 70-2, paragraph (1) of Act (paragraph (4) of Supplementary Provisions of Amendment Ordinance).

Section 2. Registration of change to names pertaining to approval for medical coordination promotion

1. Procedures for registration in case of having obtained approval for medical coordination promotion

(1) In case of having obtained approval for medical coordination promotion by a general incorporated association

A. Application for registration

As it is provided that a regional medical coordination promotion corporation as a general incorporated association must use the words “a regional medical coordination promotion corporation”, and that a regional medical coordination promotion corporation is deemed to have amended its articles of incorporation to change the words "general incorporated association" in its name to "regional medical coordination promotion corporation" (see 1-1(4) mentioned above), such regional medical coordination promotion corporation must register change of its

name within two weeks from the date when the certificate by a prefectural governor having granted approval arrives at the location of its principal office (Article 303, 300 of General Corporation Act).

Furthermore, in case where a secondary office is established in such regional medical coordination promotion corporation, such regional medical coordination promotion corporation must register change of its name within three weeks from the date when such certificate arrives at the location of such secondary office. (Article 312, paragraph (4) of General Corporation Act).

#### B. Document to be attached

As it is provided that a document evidencing that approval for medical coordination promotion has been obtained must be attached to the application for registration of change of names pursuant to the provisions of Article 70-5, paragraph (2) (paragraph(3) of the same Article), a certificate by a prefectural governor having granted approval shall fall under such document. Further, as a regional medical coordination promotion corporation is deemed to have amended its articles of incorporation to change the words "general incorporated association" in its name to "regional medical coordination promotion corporation" as mentioned in A, even in case where articles of incorporation pertaining to change of names are changed by resolution of a general meeting of members, notwithstanding the provisions of Article 317, paragraph (2) of General Corporation Act, the minute of such general meeting of members shall not be required to be attached thereto.

Additionally, while the document evidencing registration at the location of its principal office must be attached to the application for registration of change of names at the location of its secondary office, in this case, other documents shall not be required to be attached thereto (Article 329 of General Corporation Act).

#### C. Registration and License Tax

30,000JPY must be paid for registration of change of names at a principal office, and 9,000JPY for such registration at a secondary office for one application (Appended Table 1, No.24 (1)S, (2)A of Registration and License Tax Act (Act of No.35 of 1967)).

(2)In case of having obtained approval for medical coordination promotion by a Public Interest Incorporated Association

#### A. Application for registration

As it is provided that a regional medical coordination promotion corporation as a public interest incorporated association must use the words "public interest incorporated association" and "regional medical coordination promotion corporation" in its name and approval must be obtained from a prefectural governor having



granted approval after change of registration of articles of incorporation by resolution of its general meeting of members(see 1-1(4) mentioned above), such regional medical coordination promotion corporation must register change of its name within two weeks from the date when the certificate by a prefectural governor having granted approval regarding change of its article of incorporation pertaining change of its name arrives at the location of its principal office (Article 303, Article 300 of General Corporation Act).

Furthermore, in case where a secondary office is established in such regional medical coordination promotion corporation, such regional medical coordination promotion corporation must register change of its name within three weeks from the date when such certificate arrives at the location of such secondary office (Article 312, paragraph (4) of General Corporation Act).

#### B. Document to be attached

The following documents must be attached to the application for registration of change of names.

Furthermore, a document evidencing that approval for medical coordination promotion has been obtained (Article 70-5, paragraph (3) of Act) shall not be required to be attached to the application for registration of change of names.

Additionally, documents to be attached to the application for registration of names at the secondary office shall be the same with (1)B mentioned above.

- (a) The minutes of a general meeting of members that resolved change of articles of incorporation pertaining to change of names (Article 317, paragraph (2) of General Corporation Act);
- (b) A certificate by a prefectural governor having granted approval or its transcript thereof certified by such prefectural governor having granted (Article 19 of Commercial Registration Act as applied mutatis mutandis under Article 33 of General Corporation Act).

#### C. Registration and License Tax

Registration and license Tax shall not be imposed (Appended Table 1, No.24, introductory clause of Registration and License Tax Act).

2. Procedures for registration in case of having received disposition of rescission of approval for medical coordination promotion
  - (1) In case where a regional medical coordination promotion corporation as a general incorporated association has received disposition of rescission

A. Commission of registration

It was determined that the prefectural governor having granted approval who rescinded the approval for medical coordination promotion pursuant to the provisions of paragraph (1) or (2) of Act must immediately commission the registration of the change of the name of such regional medical coordination promotion corporation to the registration office having jurisdiction over the location of the principal office or secondary office of the relevant regional medical coordination promotion corporation (paragraph (6) of the same Article).

B. Document to be attached

As it was determined that the written commission for registration of the change of the name pursuant to the provisions of Article 70-21, paragraph (6) must be accompanied by a document certifying that the disposition pertaining to the ground of the relevant registration has been made (paragraph (7) of the same Article), the transcript of the certificate of rescission certified by a prefectural governor having granted shall fall thereunder.

Furthermore, the document to be able to confirm that rescission of approval for medical coordination promotion has been notified with such regional medical coordination promotion corporation (delivery certificate or a copy of receipt etc.) as a document evidencing that such disposition of rescission has taken effect in addition to such transcription must be attached thereto (see the Ministry of Justice, the Civil Affairs Bureau, Commercial Affairs Division No. 44, notice by order of the Director of the Commercial Affairs Division as of May 16 of 2014).

In addition, a document for commission of registration for change of names as the location of its secondary office, notwithstanding the provisions of the same paragraph, it is sufficient to attach the document evidencing registration at its principal office.

C. Registration and License Tax

The same shall be applied thereto with the ones of 1(1)C mentioned above.

- (2) In case where a regional medical coordination promotion corporation as a public interest incorporated association has received disposition of rescission

#### A. Application for registration

In case where a regional medical coordination promotion corporation as a public interest incorporated association receives disposition of rescission pursuant to the provisions of Article 70-2, paragraph (1) or (2), as the provisions of paragraph (5) (change to articles of incorporation) and (6) (commission of registration) of the same Article shall not be applied, and the change of articles of incorporation pertaining to change of names are required by resolution of a general meeting of members (see 1-1(5)B mentioned above), such public interest incorporated association must register change of its name within two weeks from the date of resolution of its general meeting of members with respect to change of articles of incorporation pertaining to change of name at the location of its principal office (Article 303 of General Corporation Act).

Furthermore, in case where a secondary office is established in such public interest incorporated association, such public interest incorporated association must register change of its name within three weeks from the date of such resolution at the location of such secondary office. (Article 312, paragraph (4) of General Corporation Act).

#### B. Document to be attached

The minutes of the general meeting of members that have resolved change of articles of incorporation pertaining to change of names must be attached to the application for registration of change of names (Article 313, paragraph (2) of General Corporation Act).

Additionally, the documents to be attached to the application for registration of change of names at the location of secondary offices shall be the same with the ones of 1(1)B mentioned above.

#### C. Registration and License Tax

Registration and license Tax shall not be imposed (Appended Table 1, No.24, introductory clause of Registration and License Tax Act).

#### 3. Record of registration

Appended Record Example shall be applied to the record of registration pertaining to change of names in case of receiving approval for medical coordination promotion or in case of receiving disposition of such approval.

### Section 3. Procedures for registration of regional medical coordination promotion corporation

#### 1. Registration pertaining to the matters that require approval by a prefectural

governor having granted approval

As it is provided in the Act that approval must be obtained from a prefectural governor having granted approval for all of the following matters, a certificate by a prefectural governor having granted approval or its transcript thereof certified by such prefectural governor having granted must also be attached thereto (Article 19 of the Commercial Registration Act as applied mutatis mutandis under Article 330 of General Corporation Act).

- (1) Change to articles of incorporation that causes change to matters to be registered (excluding ones pertaining to the matters related to the location of principal offices and method for public notice. See 1-2(1) mentioned above);
- (2) Selection and dismissal of a representative director (see 1-2(2) mentioned above);  
and
- (3) Dissolution pursuant to the inability to successfully carry out the intended operations or pursuant to resolution by a general meeting of members.

## 2. Registration of change of auditors

As 1-2(3) mentioned above, it is provided that the term of office of auditors of regional medical coordination promotion corporation may not exceed two years and that the term of office of auditors shall not to be until the end of the final annual general assembly meeting in a business year that ends within certain period after their appointment (Article 66 of General Corporation Act) as the term of office of directors, this should be taken into consideration upon conducting research on the time of retirement due to expiration of the term of office of auditors.