

The Ministry of Justice, Civil Affairs Bureau,
the Commercial Affairs Division No.113,

June 12 of 2023

To: The Directors of the Legal Affairs Bureau
To: The Directors of the District Legal Affairs Bureau

The Director-General of the Civil Affairs Bureau,
the Ministry of Justice
(Official seal omitted)

The Handling of Commercial and Corporation Registration Affairs Accompanying
the Enforcement of the Ministerial Order Partially Amending the Regulation on
Commercial Registration, etc. (Circular Notice)

As the Ministerial Order Partially Amending the Regulations on Commercial
Registrations, etc. (Ministry of Justice Order No. 31 of 2023; hereinafter referred to as
"Amended Ministerial Order") was promulgated and came into effect today, for the
handling of commercial and corporation registration affairs accompanying the
foregoing, you are requested to familiarize registrars under your jurisdiction with the
following so that they will take note thereof.

In addition, in this notice, "Commercial Registration Act" refers to the
Commercial Registration Act (Act No. 125 of 1963); "Regulation on Commercial
Registrations" refers to the Regulation on Commercial Registrations
(Ministry of Justice Order No.23 of 1964); "Regulation on Investment
Registrations" refers to Regulation on Registration of Investment Limited
Partnership and Limited Liability Partnership Agreement (Ministry of Justice
Ordinance No. 47 of 2008) following amendment pursuant to the Amendment
Ordinance, and all clauses cited refer to the clauses after amendment.

Notice

1. Preparation of documents to be stored in lieu of an electromagnetic record

It was determined that a registrar may prepare a document to be preserved in lieu of an electronic or magnetic record prescribed in Article 19-2 of the Commercial Registration Act and that in case where the registrar prepares such document, the provisions related to the documents annexed to registry in the Regulation on Commercial Registrations shall not be applied to an electronic or magnetic record pertaining to such document, but provisions of the Regulation on Commercial Registrations shall be applied to such document by being deemed as the document annexed to registry (Article 9-7 paragraph (3) as applied mutatis mutandis to paragraph (1) and (2) of the same Article).

2. Disposal of an electromagnetic record

It was determined that, in case where an electromagnetic record prescribed in Article 19-2 of the Commercial Registration Act is disposed at an registry office, a registry office shall not be required to obtain the approval of the Director of the Legal Affairs Bureau or District Legal Affairs Bureau, in case where the document to be preserved is prepared in lieu of such record pursuant to the provisions of Article 9-7, paragraph (1) of the Regulation on Commercial Registrations (Article 17 of the Regulation on Commercial Registrations).

3. Documents to be attached to application for registration in case where a representative of a corporation as a representative in Japan of a foreign company

It was determined that, in case where a representative of a corporation as a representative in Japan of a foreign company (in case where such representative is a corporation, the person responsible for acting in this capacity of a representative of a corporation as a representative in Japan of such foreign company) applies for registration, except for the case of application of such registration to the registry office with jurisdiction over the location of its head office or its principal office, a certificate of registered information for the corporation as a representative in Japan of such foreign company which has been prepared within the past three months must be attached to the application (Article 9-4, paragraph (2) of Regulation on Commercial Registrations as applied mutatis mutandis to Article 97, paragraph (1)). Furthermore, in case where corporate identification number of such corporation is stated in the written application for registration, attachment of such certificate of registered information shall not be required (Article 19-3 of the Commercial Registration Act, Article 36-3 of Regulation on Commercial Registrations).

4. Handling in registration of corporations etc.

As the provisions of Article 9-7, paragraph (3) and Article 17 of Regulation on Commercial Registrations apply mutatis mutandis to Article 5 of Regulation on Registration of Corporations (No.46 of Order of the Ministry of Justice of 1964), Article 3 of Regulation on Registration of Specified Purpose Companies (No.37 of Order of the Ministry of Justice of 2008), Article 8 of Regulation on Investment Registrations, Article 3 of Regulation on Investment Corporation Registrations (No.51 of Order of the Ministry of Justice of 2008), Article 8 of Regulation on Limited Liability Trust Registrations (No.46 of Order of the Ministry of Justice of 2007) and Regulation on General Incorporated Associations Registrations (No.48 of Order of the Ministry of Justice of 2008), such provisions shall be handled in the same manner with 1 and 2; the provision of Article 97, paragraph (1) of Regulation on Commercial Registrations applies mutatis mutandis to Article 5 of Regulation on Registration of Corporations, such provisions shall be handled in the same manner with 3, respectively.

5. Registration of Investment Limited Partnership

After enforcement of Amendment Ordinance, application for registration of effectuation of an investment limited partnership whose unlimited liability partner is a limited liability partnership may as well be accepted only if the said liability partnership is stated as the said unlimited liability partner in the written investment limited partnership agreement. Additionally, in case where an unlimited liability partner becomes a liquidator, application for registration of a liquidator of an investment limited partnership whose liquidator is a limited liability partnership may as well be accepted.

Furthermore, if an investment limited partnership where a partner of a limited liability partnership has been registered as an unlimited liability partner of the investment limited partnership applies for correction of the registration of the unlimited liability partner to be the limited liability partnership by attaching the written partnership agreement of the investment limited partnership which states that the limited liability partnership is the unlimited liability partner, such application may well be accepted as the case of registration containing an error. In this case, as long as such written partnership agreement of the investment limited partnership is stored at the register office, by stating that effect in such

application for correction, it shall not be required for such application for correction to accompany such document (Article 98 of Regulation on Commercial Registration as applied mutatis mutandis to Article 8 of Regulation on Investment Registrations).