

Example:

Small sized company (a private company with one or more than one director, no board of directors and no auditor)

JETRO Investing in Japan

Laws & Regulations on Setting Up Business in Japan

Samples of forms businesses are required to submit to authorities 1-2

ARTICLES OF INCORPORATION OF _____ STOCK COMPANY

Chapter 1: General Provisions

(Trade name)

Article 1. Our company shall be called _____ stock company.

(Purpose)

Article 2. The purpose of our company shall be to perform the following businesses:

- (1) Manufacturing and selling of _____
- (2) Importing and selling of xx
- (3) (Omitted)
- (4) (Omitted)
- (5) All businesses contingent on or related to the preceding items

(Location of head office)

Article 3. Our company has its head office in Tokyo, _____-ku.

(Method of public notice)

Article 4. The public notice of our company shall be done by running such notice in an official gazette.

Chapter 2: Share

(Total number of authorized shares)

Article 5. The total number of authorized shares of our company shall be 1,000 shares.

(Non-issuance of share certificate)

Article 6. Concerning the shares that our company issues, we will not issue share certificates.

(Restriction on transfer of shares)

Article 7. Concerning the acquisition of shares issued from our company by the method of transfer, it must be approved by the directors. However, in the case that a transfer is conducted by the shareholders of our company, it shall be deemed to have been approved.

(Request to sell against successors, etc.)

Article 8. Our company may request those who have acquired the shares of our company by succession, merger, or other general succession with restriction of transfer to sell such shares to our company.

(Request to state matters to be stated in the shareholder registry)

Article 9. Where those who have acquired the shares of our company request to state or record the matters to be stated in the shareholder registry such as their name, etc. in the shareholder registry, they shall sign or affix their name and seal to our predetermined form's written demand, collectively with those who have already been stated into the shareholder registry as shareholders of the same share that they acquire this time, or with their successor and other general successor. However, in the case that it is prescribed by an ordinance of Ministry of Justice, the acquirer of such share may solely demand the above-mentioned request.

(Request for registration of the right of pledge and the representation of trust property)

Article 10. Concerning the shares issued by our company, if you request the registration, modification, or obliteration of the right of pledge, or the representation or obliteration of trust property, you must sign or affix your name or seal to our predetermined form's written demand by the person concerned.

(Fees)

Article 11. If the request mentioned in Article 9 and 10 is demanded, fees that are predetermined by our company must be paid to our company.

(Date of record)

Article 12. Our company deems shareholders to be people who may execute their right at the regular general meeting of shareholders relating to each business year, subject to possessing the voting right stated or recorded in the final shareholder registry as of the end of March of each year.

2 In addition to the first section of this article, if it is necessary, by making public notice in advance, we may deem shareholders or registered pledgees of shares to be those who may execute their rights, subject to being stated or recorded in the final shareholder registry on a certain day.

(Notification of address, etc. of shareholders)

Article 13. The shareholders and registered pledgees of shares or their legal representatives shall submit their address, name, and seal impression to our company using our company's predetermined form.

2 The previous section shall apply when changing the above-mentioned matters of submission.

Chapter 3: Shareholders' Meeting

(Period of calling)

Article 14. A regular general meeting of stockholders of our company shall be called within three months after the termination of each business year, and an extraordinary general meeting shall be called when it is necessary.

(Person who may call a shareholders' meeting)

Article 15. Unless otherwise provided for by laws and regulations, a shareholders' meeting shall be called by the president of a company.

(Notice of calling)

Article 16. The notice of calling of the shareholders' meeting shall be issued no later than five days prior to such meeting to the shareholders who may exercise their voting rights at such meeting; this is provided, however, that the said notice shall be issued no later than two weeks prior to such meeting (in the event that voting in writing or electronic voting is permitted).

(Chairperson of a shareholders' meeting)

Article 17. The chairperson of a shareholders' meeting shall be the president of a company.

2 Where such president of a company may not become a chairperson due to accident, the chairperson shall be elected by such shareholders' meeting.

(Resolution of a shareholders' meeting)

Article 18. Unless otherwise provided for by laws and regulations or the Articles of Incorporation, the resolution of a shareholders' meeting shall be made by reaching a majority vote of the shareholders who attend the meeting and may exercise their voting rights.

(Omission of resolution)

Article 19. In the case that the directors or shareholders have made a proposition about a matter that is the purpose of a shareholders' meeting, if all shareholders who may exercise their voting rights concerning such proposition have expressed their agreement in writing or by electronic or magnetic record, such proposition shall be deemed to have been approved as a resolution by a shareholders' meeting.

(Minutes)

Article 20. As for the minutes of a shareholders' meeting, we will draw up the minutes containing its date and time of holding, place, officers who attended, a summary of the procedure and the result of the meeting, and other matters provided for by the ordinance of the Ministry of Justice, and the chairperson and the directors who attended the meeting shall sign or affix their name and seal or make an electronic signature to it, and then preserve it at the head office for a period of 10 years after the date of holding such meeting.

Chapter 4: Director and Representative Director

(Number of directors)

Article 21. The directors of our company shall be one or more person and five or less persons.

(Qualification of a director)

Article 22. The director shall be elected from the shareholders of our company; this is provided, however, that the election of a person who is not such shareholder shall not be prohibited, if it is necessary.

(Election of a director)

Article 23. The director shall be elected by a majority of voting rights, at the shareholders' meeting where shareholders who have one-third or more of voting rights attend.

2 The election of directors shall not be conducted by cumulative voting.

(Term of office of a director)

Article 24. The term of office of a director shall be terminated as of the termination of a regular general meeting of stockholders relating the final meeting within five business years after the said election.

2 The term of office of the director as an alternative for the directors who have resigned before the termination of their term of office, or newly elected directors by increasing the number of directors shall be the same as its remaining period of predecessors or other incumbent directors.

(Representative director and president)

- Article 25. In case of appointing more than one director, we will appoint a representative director within such directors by the method of mutual voting.
- 2 Such representative director shall be the president and be representative of our company.
- 3 Most of the business of our company shall be executed by the president of a company.

(Remuneration and retirement bonus of directors)

- Article 26. The remuneration and retirement bonus of directors shall be decided by a resolution at a shareholders' meeting.

Chapter 5: Calculation

(Business year)

- Article 27. The business year of our company shall be a one-year period that commences from the first day of April and ends at the end of March.

(Dividend of surplus)

- Article 28. The people eligible for the dividend of surplus shall be the shareholders or registered pledgees of shares who are stated or recorded in the final shareholder registry as of the end of each business year.

(Limitation of dividend)

- Article 29. In the case that the dividend of surplus should not be received for three years from its date of distribution, our company may be exempted from obligation of such payment.

Chapter 6: Supplementary Provisions

(Minimum amount of property financed in incorporation)

- Article 30. The minimum amount of property financed in the incorporation of our company shall be 3,000,000 yen.

(Amount of stated capital after incorporation)

- Article 31. The total amount of property financed in the incorporation of our company shall become the amount of stated capital after incorporation.

(First business year)

- Article 32. The first business year of our company shall commence from the incorporation of our company and ends at the end of March 20____.

(Director at incorporation, etc.)

- Article 33. The director and representative director at incorporation shall be as follows:
- The director at incorporation: _____
- The director at incorporation: _____
- The representative director at incorporation: _____

(Name of incorporater, etc.)

Article 34. The name and address of the founder, and the number of assigned shares in the incorporation and the amount deposited in exchange for shares are as follows:

Tokyo ____-ku __-chou __-chome __-__

Incorporater: _____ 180 shares, 1,800,000 yen
contribution in kind 20 shares (as provided for in Article 35)

Tokyo ____-ku __-chou __-chome __-__

Incorporater: _____ 100 shares, 1,000,000 yen

(Contribution in kind)

Article 35. The name of the person who finances the incorporation of our company, the property as the purpose of such financing, its value, and the number of shares assigned to such value shall be as follows:

(1) Capital investor incorporater _____

(2) Financed property and its value

one personal computer (____ stock company, manufactured in 1996,
FH-RARUGO, production number: _____)
200,000 yen

(3) Number of assigned shares:

20 shares

(Compliance with laws and regulations)

Article 36. All matters not provided for in these Articles of Incorporation shall comply with the Companies Act and other laws and regulations.

As stated above, we hereby prepare the Articles of Incorporation for the incorporation of Shou2____ stock company, and the incorporater then affixes the name and seal.

20____,____,____ (y/m/d)

Incorporater: _____ Seal

Incorporater: _____ Seal

These sample application forms indicate the essential points and descriptive examples of registration, visa, taxation, and personnel and labor affairs that are necessary when a foreign company establishes a corporation etc. in Japan. These documents are not published by competent authorities and therefore are not official. Therefore, when going through the official procedures consult a specialist or download the official documents from the competent authorities.

The competent authorities relating to these documents: notary office

URL: <http://www.koshonin.gr.jp/ti.html#02>

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