

# ROPPONGI BAR ASSOCIATION

RBALawNet.com

International Legal Network

June 2001

## Doing Business in Japan

*Business Organization in Japan, Part II*

**By Noriko Fujimoto**

*RBA Treasurer*

I. Types of corporations and their scope of taxable income

A. Definition of domestic corporation and foreign corporation

A corporation that has its head office in Japan is a domestic corporation, and all corporations other than Japanese corporations are foreign corporations. The place of management and control has no bearing on the nationality of corporations.

B. Scope of taxable income

A domestic corporation is subject to Japanese income tax on its worldwide income. A foreign corporation is subject to Japanese income tax only on income derived from a source in Japan. Its tax liability is usually finally settled through a withholding tax, unless it has a branch office, agent, etc. in Japan, in which case a corporation tax is levied on its income derived from sources in Japan.

II. Tax burden on corporate income

A. Effective corporate tax

*continued on page 2*

## 6-4-3 Double Play

*Letter from the President*

**By Jeff Shimamoto**

*RBA President*

For those of you who were able to attend the May Meeting at Century Court, I am sure you will agree that Eamonn Fingleton's presentation was both controversial and dynamic. On behalf of the RBA, I would like to thank Eamonn for his wonderful presentation and extend an invitation for him to return again next year for an update on the Japanese economic situation.

As the baseball reference states above, the RBA will be hosting 2 events in June. Be sure to mark your calendars for the June Meeting on Thursday, June 28, 2001 at Century Court in Roppongi and the June Party (Nijikai) at Jazz Café London in Roppongi.

Our featured speaker for the June Meeting will be Prof. John Haley of the Washington University School of Law. Prof. Haley will be speaking on Japanese legal reforms and their impact on Japanese society. This presentation promises to be both interesting and informative, so please RSVP to me at [17Hjshimamoto@whitecase.com](mailto:17Hjshimamoto@whitecase.com) by Tuesday, June 26<sup>th</sup> so that I can get a final head count to Century Court.

In addition, the RBA will be hosting a June Party (Nijikai) immediately following the June Meeting. Details are below on Page 3 in the Calendar of Events section.

Currently being planned is the RBA Summer Barbecue tentatively scheduled for Sunday, August 26, 2001. Please keep your calendars marked for this event.

I hope that you will continue to help us spread the word that the RBA is the premier legal networking organization here in Japan.

I look forward to seeing you all at the June Meeting and June Party (Nijikai).

*continued on page 3*

## INSIDE THIS ISSUE

- 1 Doing Business in Japan – *Bus. Organization in Japan, Part II*
- 1 6-4-3 Double Play – *Letter from the President*
- 3 Calendar of Events
- 4 Miscellaneous Announcements
- 7 Career Opportunities

| Taxable income     | Up to JPY 4 million | JPY 4 million to JPY 8 million | Over JPY 8 million |
|--------------------|---------------------|--------------------------------|--------------------|
| National tax       | 20.95%              | 20.50%                         | 27.37%             |
| Local tax          |                     |                                |                    |
| Inhabitant tax     | 3.63%               | 3.55%                          | 4.74%              |
| Business tax       | 4.76%               | 6.8%                           | 8.76%              |
| Effective tax rate | 20.34%              | 30.85%                         | 40.87%             |

Business tax is deductible for corporation tax purposes for the period in which it becomes due.

#### B. Additional tax

In addition to the normal corporate income taxes, there are the following additional income taxes.

1. Tax on undistributed profits for a family corporation
2. Surtax on capital gains on land - suspended until December 31, 2003

#### C. Adjustment of net profit for tax purposes

Generally, income computed following generally accepted accounting principles deviates from taxable income in accordance with the tax laws, and adjustments of net profit for tax purposes are often required.

#### 1. Fixed assets and depreciation

##### (a) Acquisition cost

The entire purchase cost and incidental expenses incurred directly in connection with acquisition of fixed assets must be included in the acquisition cost. However, registration and license tax, registration fee, and real property acquisition tax is allowed to be charged off by a company's option.

Minor assets whose acquisition cost is less than JPY 100,000 per unit are not required to be taken up as fixed assets but can be charged off as expenses.

##### (b) Depreciation

###### (1) Method of depreciation

Only the straight line is applicable to buildings. For other tangible assets, either the straight-line method or the declining-balance method may be selected.

###### (2) Useful life

Example of useful lives

- Reinforced concrete buildings for offices - 50 years
- Reinforced concrete buildings for residence - 47 years
- Elevators - 17 years
- Electronic computers - 4 years
- Desk or chair made of metal - 15 years

The depreciation charged must be recorded in the books of account. If the amount is over the limit prescribed as above, the excess amount should be added in the tax return. If the amount of the charge is less than the allowable limit, only the portion charged in the books is allowable in the tax return.

#### 2. Entertainment expenses

Entertainment expenses are deductible if it is reasonable and for business purposes. However, the amount of deductible expenses is limited based on a corporation's capital for tax purposes.

Any entertainment expenses in excess of the following amount are not deductible for tax purposes.

| If the paid-in capital is:                            | Amount allowable is:                                  |
|---|---|
| Not more than JPY 10 million                          | Lower of 3.2 million or 80% of entertainment expenses |
| More than JPY 10 million but more than JPY 50 million | Lower of 2.4 million or 80% of entertainment expenses |
| More than JPY 50 million                              | Zero  |

##### (a) Directors bonuses

Bonuses paid to directors and similar high-ranking individuals are not deductible. In the case of a person having dual status as an employee and a director of a corporation, that part of the bonus that can reasonably be attributed to that person's status as an employee is deductible.

##### (b) Taxes paid

###### (1) Nondeductible taxes

- Corporation tax
- Inhabitants tax
- Delinquency taxes on national and local taxes
- Withholding tax or foreign taxes for which the corporation has elected to take a credit
- Fines, criminals or otherwise

###### (2) Deductible taxes

- Business tax
- Excise taxes (national and local)
- Property taxes (national and local)
- Interest tax on national and local

Foreign taxes to which the foreign tax credit system does not apply to ©

Thank you again for supporting of the RBA. ♦

## CALENDAR OF EVENTS

### ***JUNE MEETING***

THURSDAY, JUNE 28, 2001  
7:00PM - 9:00PM

#### **Century Court**

Roi Building, 10<sup>th</sup> Floor  
5-5-1 Roppongi, Minato-ku, Tokyo 106-8522  
Tel: 03-3478-4100  
(please call for directions)

JPY 3,500 for members  
JPY 4,500 for non-members  
(Buffet dinner included, cash bar)

RSVP by Tuesday, June 26th to  
18Hjshimamoto@whitecase.com

FEATURED SPEAKER  
**PROF. JOHN HALEY**  
WASHINGTON UNIVERSITY  
SCHOOL OF LAW

TOPIC: "LEGAL REFORMS: ALTERING  
FUNDAMENTAL POLITICAL  
& SOCIAL BEHAVIOR IN JAPAN?"

### ***JUNE PARTY (NIJIKAI)***

THURSDAY, JUNE 28, 2001  
9:30PM - 11:30PM

#### **Jazz Café London**

ISO Roppongi Bldg. B1F  
4-9-5 Roppongi, Minato-ku, Tokyo  
Tel: 03-3401-7474  
(see 19H[www.jazzcafelondon.com](http://www.jazzcafelondon.com) for map)

JPY 3,500 for members  
JPY 4,500 for non-members  
(Plenty of food and drinks will be served)

RSVP by June, 26th to  
20Hjshimamoto@whitecase.com

**Roppongi Bar Association  
Executive Board**

*President &  
Marketing Coordinator*  
**Jeffrey T. Shimamoto**

Tel: 03-3259-0226  
Fax: 03-3259-0150

21Hjshimamoto@whitecase.com

*Vice President &  
Career Opportunities  
Coordinator*

**Tom Chung**

Tel: 03-5561-6640  
Fax: 03-5561-6649

22Hthomas.chung@cliffordchance.com

*Treasurer*  
**Noriko Fujimoto**

Tel: 03-3234-3170  
Fax: 03-3239-1428

23Hnoriko@fujimoto-co.com

*Secretary &  
Membership Coordinator*

**Gregory L. Pigott**

Tel: 03-5562-8645  
Fax: 03-5561-9713

24Hpigott@tokyo.email.ne.jp

*Webmaster*

**John E. Trytek**

Tel: 03-3470-7000  
Fax: 03-3470-7007

25Htryteklaw@aol.com

*Assistant Editor*

**Scott M. Imaye**

Tel: 03-5543-5803  
Fax: 03-5543-5915

26Hscott@sc.sumitomo-chem.co.jp

*Event Coordinator*

**Sachiko Watanabe**

Tel: 03-5571-6011  
Fax: 03-5571-6029

27Hswatanab@lehman.com

*General Counsel*

**Robert F. Grondine, Esq.**

**White & Case LLP**

Tel: 03-3259-0200  
Fax: 03-3259-0150

**Miscellaneous  
Announcements**

# 8<sup>th</sup> Japan Market Entry Competition

## Information Evening

at

The Canadian Embassy

June 18<sup>th</sup>, 2001 (Mon) 6:30-8:00pm

The 8<sup>th</sup> JMEC program will commence on October 20<sup>th</sup>, 2001 and applications are now invited.

### WHAT IS JMEC?

Japan Market Entry Competition is a non-profit organization which organizes a management training program and competition for young business people. JMEC is supported by ten foreign chambers of commerce from the following countries: America, Australian & New Zealand, Britain, Canada, Denmark, Finland, Ireland, Italy, Netherlands and Sweden. JMEC is also supported by the Delegation of the European Commission in Japan.

The purpose of the program is to provide young business people with a thorough understanding of how to do business in Japan and train them in writing professional business plans for real business situations. Participants first undertake a series of 18 lectures presented by executives experienced in the Japanese market. Following the lecture series, the participants are formed into teams and challenged to prepare business plans for real projects submitted by domestic and foreign companies. The teams are supported by experienced mentors and consultants throughout the program which runs from October to May.

### WHAT ARE THE BENEFITS?

Each participating company - **Project Client** - receives a comprehensive, innovative and actionable business plan at a reasonable fee. The business plan is prepared by a team of dynamic young business people who bring fresh perspectives to opportunities in the Japanese market.

Each participating individual – **Participant** - gains invaluable knowledge and hands-on experience as they create an actual business plan for the Japanese market. They are also eligible to win valuable prizes.

### JMEC Information Evening - June 18th, 2001 (Mon).

The evening will include a presentation on the JMEC program followed by a Q&A session with past participants and project clients. Light refreshments will be served.

**Date & Time:** Monday, June 18th (6:30 - 8:00pm)  
**Venue:** Canadian Embassy, 4th Floor North  
7-3-38 Akasaka, Minato-ku, Tokyo 107-8503  
**Nearest station:** Aoyama 1-chome  
**Direction:** Take Exit 4 to Aoyama Dori. Walk towards Akasaka-mitsuke, pass the Akasaka Post Office. The Canadian Embassy is the next building to your right.  
5 minutes walk from the station.

Brochures and applications for the 8<sup>th</sup> JMEC Program will be available.

For further information please contact Ikuko Collins, Program Director, via email [JMEC@twics.com](mailto:JMEC@twics.com)  
or by Tel: 03-3556-7991.

## Career Opportunities

By Tom Chung

RBA Board Member

If you would like to place a career opportunities advertisement in future issues of the RBA Newsletter, please contact Tom Chung at fax no. 03-5561-6649 or by e-mail at [thomas.chung@cliffordchance.com](mailto:thomas.chung@cliffordchance.com).

### TOKYO LISTINGS

#### ANDERSON MORI

An International Japanese law firm with a general corporate practice, wishes to engage a native English speaking attorney having at least two years of home jurisdiction experience, preferably in the corporate/commercial area, with strong corporate transactional experience, as a FULL-TIME FOREIGN LEGAL ASSOCIATE.

Japanese speaking and reading ability is not required for this position. The position is available from September 2000. Please address applications to Jim Minamoto, Esq. at Anderson Mori: fax 3214-8748; tel. 3214-3192; [james.minamoto@andersonmori.com](mailto:james.minamoto@andersonmori.com).

#### ATSUMI & USUI

Atsumi & Usui, a rapidly expanding mid-size Japanese law firm specializing in cross-border financial transactions, is currently accepting applications to fill an immediate need for the position of full time FOREIGN LEGAL ASSOCIATE.

We are looking for one or two native English-speaking attorneys from common law jurisdictions to join our team of 16 Japanese attorneys and two foreign associates. The positions will involve in-depth work on a wide variety of innovative financial and corporate transactions for major Japanese and international companies, investment banks and other financial institutions. Experience in banking and finance is preferred, but not required. Japanese language skills are an advantage, but are not required. For more information visit our web site at "[www.atsumi-usui.gr.jp](http://www.atsumi-usui.gr.jp)".

Applicants should send their resumes to Adam Chodkowski, Atsumi & Usui, 614 Shuwa Kioicho TBR Bldg., 5-7, Kojimachi, Chiyoda-

ku, Tokyo 102-0083; fax: 03-5276-6235; email: [a\\_chodkowski@atsumi-usui.gr.jp](mailto:a_chodkowski@atsumi-usui.gr.jp).

#### ENRON JAPAN

##### Sr. Legal Counsel

Enron Japan Corp seeks an attorney with 6+ years of law firm experience for a position in our Tokyo office. Essential responsibilities: working with commercial teams to advise on legal issues for power trading deals, drafting of contracts and general legal support for Enron entities in the Tokyo office including EPower, Broadband Services, Industrial Markets and Global Markets.

**Requirements:** The ideal candidate will be fluent in Japanese and English (ability to conduct business in both languages, including drafting), have graduated in the top 25% of their top-tier law school and have significant transactional experience with a major law firm. Candidate should bring experience from one or more of the following areas: Power, Financial Products, IPP Development, ISDA Documentations, and Telecommunications.

**Contact:** To submit CV for consideration, email to [japanjobs@enron.com](mailto:japanjobs@enron.com). Please send your resume as a Word document attachment and reference "Sr. Legal Counsel" in the subject line of your email. If applying by facsimile, please fax to 81-3-5219-4564, or mail to Enron Japan Corp, Attn: HR Manager, Otemachi 1<sup>st</sup> Square Bldg, West 11<sup>th</sup> Floor, 1-5-1 Otemachi, Chiyoda-ku, Tokyo 100-0004. Please reference "Sr. Legal Counsel" on your resume or cover letter if applying by facsimile or mail.

#### ENRON JAPAN

##### Legal Specialist

Enron Japan Corp. seeks a Legal Specialist (Paralegal) for a position in our Tokyo office.

**Essential Responsibilities:** Coordination in connection with the formation of new legal entities in Japan; coordination of document production and execution; review of contracts, interpretation of legal requirements, extensive interaction with clients, outside counsel, and third parties involved in projects; maintenance and enforcement of internal policies; special projects as requested.

**Requirements:** Bachelor's degree, Minimum of 5 years paralegal experience with heavy emphasis on transactional skills and experience. Proficiency with computer software, excellent written and verbal English communication skills, strong interpersonal skills coupled with the ability to interact with diverse groups, strong analytical, evaluative and organizational skills. Ability to manage numerous changing priorities and meet deadlines in a highly challenging and fast paced environment, ability to maintain confidentiality of information. Flexibility to work overtime as needed, ability to work with minimal supervision in a team-oriented environment, A pro-active personality coupled with the ability to quickly grasp concepts, knowledge of corporate formalities.

**Additional Factors:** Bilingual Japanese/English a plus.

**Contact:** To submit CV for consideration, email to [japanjobs@enron.com](mailto:japanjobs@enron.com). Please send your resume as a Word document attachment and reference "Legal Specialist" in the subject line of your email. If applying by facsimile, please fax to 81-3-5219-4564, or mail to Enron Japan Corp, Attn: HR Manager, Otemachi 1<sup>st</sup> Square Bldg, West 11<sup>th</sup> Floor, 1-5-1 Otemachi, Chiyoda-ku, Tokyo 100-0004. Please reference "Legal Specialist" on your resume or cover letter if applying by facsimile or mail.

### ITOH INTERNATIONAL PATENT OFFICE

We are an international Japanese patent office established in 1967 with 9 Japanese Patent Attorneys, 30 Patent Engineers, 6 Translators, one U. S. lawyer, one Chinese patent Attorney, and a total of 75 staff members, including clerks. We seek to engage a U. S. Patent Attorney or Patent Agent having a technical background in electronics or electrical engineering for duties involving, among other things, the rewriting or checking of patent specifications for U.S. applications, counsel regarding U. S. patent law and practice, and providing advice for establishing a branch office in the U. S.

Japanese speaking and reading ability is preferred for this position. The salary will start at ten million yen, negotiable depending

upon the qualifications and experience of the applicant. The address of our office is: 32nd Floor Yebisu Garden Place Tower, 20-3 Ebisu 4-chome, Shibuya-ku, Tokyo, 150-6032, TEL: 5424-2511, FAX: 5424-2530, E-mail: [itohpat@mb.infoweb.ne.jp](mailto:itohpat@mb.infoweb.ne.jp), URL: <http://www.itohpat.co.jp>. Please address applications to Mr. Tadahiko Itoh, Japanese Patent Attorney, or Mr. Hiroyoshi Ojima by e-mail.

### KOJIMA LAW OFFICES

Kojima Law Offices is a Tokyo law firm specializing in international commercial law matters including contracts, corporate, intellectual property and inbound and outbound investments. We have ten Japanese lawyers (three are also qualified in N.Y.) and one American lawyer qualified in N.Y. We are looking for a foreign associate who is a native speaker of the English language, qualified in a common law jurisdiction, with legal experience from 1 to 3 years principally in the fields of contract and/or corporate.

Applicants should send their resume with cover letter to Takeshi Kikuchi of Kojima Law Offices by fax (03-3222-1405) or by e-mail at [kikuchi@kojimalaw.gr.jp](mailto:kikuchi@kojimalaw.gr.jp).

### MORRISON AND FOERSTER

A large U.S. law firm is seeking a NATIVE ENGLISH TRANSLATOR for the Tokyo office. Salary commensurate with experience. Attractive terms and working environment. Send resume to Translation Section, Morrison and Foerster, 11F AIG BLDG, 1-1-3 Marunouchi, Chiyoda-ku, Tokyo 100-0005

### SAS INSTITUTE JAPAN

SAS Institute Japan, a wholly owned subsidiary of SAS Corporation is seeking an assistant manager/contracts administrator. SAS Corporation is the world's largest privately held software company (one of the top 15 in the world) with sales of over \$1 billion in 2000. SAS Corporation is the industry leader with providing an end-to end solution with decision support software, including some of the best data mining and data warehousing software on the market. The office in Japan has approximately 175 employees. SAS Corporation intends to go

public within the next two years so this is an opportunity to participate in a stock option plan pre-IPO.

The assistant manager/contracts administrator should be a native Japanese with at least 2-3 years corporate experience in a legal department, preferably in the software/hardware industry. Alternatively, the candidate should be a Japanese/American paralegal or young attorney (at least 2-3 years experience) who wants to try the law outside a law-firm environment and gain some business experience. Needs to be able to communicate effectively in English and be multi-tasked. Will be responsible for assisting both the Director (American) and Manager (Japanese) with the day-to-day activities of the Legal and Contracts Division and will be part of a team of at least 6 staff members. Need someone who can build a relationship with our sales and consulting groups and help negotiate and draft contracts in Japanese.

Interested candidates should send resumes and/or questions to Kelvin Williams at [jpnkaw@jpn.sas.com](mailto:jpnkaw@jpn.sas.com) and Mitsuhsa Kin at [jpnmhk@jpn.sas.com](mailto:jpnmhk@jpn.sas.com) or both can be reached by fax at 03-3533-3788. Need someone who can start working within 1-2 months. Salary is negotiable and commensurate with experience.

### **YOZAN INC.**

YOZAN Inc., a high tech company which principally manufactures and sells semiconductors for the next generation mobile communications and products for wired and wireless high-speed networks, is seeking a native English speaking, qualified lawyer, on either a full-time or part-time basis (at least three hours per day, five days per week), to assist with negotiation and documentation of their contracts with foreign companies and other aspects of their international business transactions. Applicants should have at least three years experience working in a law firm or corporate legal department, and should be able to speak and preferably read Japanese fluently. In the case of full-time employment, salary is negotiable and other benefits will be in line with Japanese standards. In the case of part-time employment, hourly compensation and other conditions are negotiable.

The company's office is located in Higashi-kitazawa (on the Odakyu Line one stop from Yoyogi-Uehara station). Interested candidates should send their resume to Mr. Ryuzo Higaki, General Affairs Division, by facsimile (03-5478-8712) or by e-mail at [higaki@yozan.co.jp](mailto:higaki@yozan.co.jp). Further information about the company can be obtained from its home page: [www.yozan.co.jp](http://www.yozan.co.jp).

### **YUWA PARTNERS**

(formerly "Hirakawa, Sato, Kobayashi & Hirata")

An International law firm with finance and general corporate practice, wishes to engage a native English speaking attorney having experience, preferably in finance or corporate area, as a FULL-TIME FOREIGN LEGAL ASSOCIATE.

Japanese speaking and reading ability is not required for this position. The position is available from May 2001. Please address applications to Izuru Goto, Esq. at Yuwa Partners: fax 3261-3660; tel. 3261-2222; [izuru.goto@yuwapartners.com](mailto:izuru.goto@yuwapartners.com)

DEDICATED LEGAL & COMPLIANCE  
RECRUITERS ACTIVE THROUGHOUT THE  
ASIA-PACIFIC REGION

**Legal Futures is the legal and compliance division of Wall Street Associates, one of Asia's leading and fastest growing human capital management consultancies as recognised by the Economist Intelligence Unit. Founded in 1998, Legal Futures is headquartered out of Hong Kong with offices in Tokyo and Singapore. From Hong Kong we also service our clients in the PRC, and we additionally service Thailand and Malaysia from Singapore. In addition to these offices, our affiliates provide coverage in Europe and Australia. Our clients are currently seeking:**

**HONG KONG**

***Regional Counsel, Asia Pacific (5 years+)***

Owing to regional expansion, our client, a leading international telecom carrier, is seeking a Regional Counsel. Working out of Hong Kong but reporting into the UK to the General Counsel, the successful candidate will be responsible for all legal functions in the Asia-Pacific region, including negotiation and drafting of contracts, acquisitions and setting up of new offices and HR and tax issues for offices in China.

The ideal candidate will have 5+ years PQE gained in-house with a multi-national company, preferably within the telecommunications sector, or in a leading law firm with cross cultural sensitivity and experience of PRC legal issues. Fluent English with written and spoken Putonghua is desirable. (MGA)

***Assistant Director Legal - Investment Banking (5-7 years)***

Our client, a leading European Investment Bank is currently looking for a 5-7 year qualified solicitor to act as number two to their General Counsel in their Asian operations. The successful candidate should have extensive Corporate Finance (ideally knowledge of

Hong Kong listing rules) and M&A (cross border) experience. (MGA)

***Associate Counsel (2-3 years)***

Our client, a leading European Investment Bank, is currently seeking a junior counsel to join a rapidly expanding Asian legal team. The successful candidate should have 2-3 years experience gained in a banking/corporate department of a leading UK/Australian firm.

This would represent an ideal opportunity for a junior associate to make the step into Investment Banking. (MGA)

***Associate General Counsel (5-8 years)***

Our client, a major international conglomerate, is currently expanding its regional Legal and Compliance function. Initially based at the corporate level, the successful applicant will be given the opportunity for fast track promotion within two years to General Counsel of one of the business units. The position will be based in Hong Kong initially, but with flexibility of location as the role progresses. The successful candidate will have 5-8 years PQE, an impeccable academic record and will have completed training in a reputable law firm. General corporate experience with some exposure to compliance and litigation are required for this challenging role. Cross-cultural sensitivity and the ability to communicate with staff at all levels are prerequisites, while Asian language skills would be advantageous. (MGA)

***Project Finance/Corporate Finance/US Securities***

An 'award winning' practice is aggressively expanding its presence in the Hong Kong and Asian wide markets. Successful candidates should possess over three year's experience in the above mentioned areas and have the dedication and marketing skills necessary to develop the relevant departments. Asian language skills would be advantageous for the position, in addition to existing Asian experience. (MGA)

***Telecoms Lawyers (3-5 PQE)***

One of the world's most respected telecoms firms is currently seeking 3-5 PQE solicitors for their Hong Kong office. The ideal candidate for the position is a mid level commonwealth qualified solicitor who has developed extensive skills in relation to the

regulatory aspects of the telecoms sector. Mandarin skills would be advantageous for the position, but are not essential. The role would suit an ambitious and dynamic young solicitor who is looking to make the step up into a truly global player in the telecoms sector. (MGA)

### ***Korean Speakers***

A top tier UK firm with an extensive and well established Korean practice is currently seeking Korean lawyers with 3-5 years solid corporate experience to assist in the continued development of the Hong Kong based practice. The successful candidate should have extensive transactional experience ideally gained in an existing international practice. (MGA)

### ***Mergers & Acquisitions***

A well-established global private practice is seeking a senior associate to continue in the development of its award winning M&A team. The successful candidate will have at least five years solid practical mergers and acquisition experience ideally with a telecoms slant. This represents an ideal opportunity for a commonwealth-qualified solicitor to relocate on expatriate terms to the Asian market and be guaranteed exposure to the highest profile Asian transactions/clients. (MGA)

## ***SINGAPORE***

### ***Securitisation (1-2 years)***

One of the region's most respected securitisation teams requires a junior associate for its Singapore operations. The role also encompasses some structured finance aspects. The very best and biggest securitisation deals in Asia flow through this team and there is an enviable lifestyle offered in Singapore. There is no specific admission or language requirement for this role. (MGA)

## ***HONG KONG, PRC & TOKYO***

### ***Banking, Project Finance & Corporate (all levels)***

Our client, one of the world's largest international law firms, is expanding and strengthening its presence in Hong Kong, the PRC and Tokyo. This is an excellent opportunity to join a firm that is aggressively targeting these Asian markets and is anticipating impressive growth over the next 12-18 months.

In Hong Kong and the PRC, they are seeking corporate, commercial and corporate finance associates, as well as banking and finance associates, from 0 PQE up to 7 PQE. There are no specific admission or language requirements for the Hong Kong positions, but Putonghua would be an advantage for all PRC positions. Junior lawyers will be trained in Hong Kong with an option to be transferred to the PRC.

In Japan, our client is seeking 0 PQE to 5 PQE associates with corporate, commercial, M&A or joint venture experience, in addition to junior project finance lawyers. There are no specific admission or language requirements. (MGA)

## ***TOKYO***

### ***General Counsel***

Recent expansion within the Tokyo and pan-Asian market has led to this large real estate subsidiary of one of the world's most successful conglomerates to seek a dynamic team player to lead its Tokyo legal operations. A Japanese *bengoshi*, preferably a junior partner or senior associate, is required to handle asset acquisitions, post-acquisition asset management and lending activities of the company etc. Basic requirements include strong transactional experience and although real estate experience would also be a plus it is not a pre-requisite. Attention to control issues such as money laundering, conflicts of interest and licensing is also expected. Unique amongst the group of companies, this position is also responsible for activities in Korea, Hong Kong, Singapore and Tokyo and extensive opportunities for travel to these and other Asian destinations are available. Long-term, transfers to the groups' many entities around the world are available and encouraged. (RKK)

### ***Asset Management Compliance & Legal Officer***

A fast-growing Asset Management subsidiary of one of the world's largest conglomerates is seeking a regulatory specialist with broad Investment Trust experience to be in charge of mutual fund, discretionary/advisory and pension fund duties. Our client is a new company but has already shown impressive growth and is confident of further growth in the medium to long term with the strong

financial backing of its parent company. The successful candidate will report directly to the General Counsel. **(RKK)**

**Senior Compliance Officer, Trust & Banking**

The Tokyo Trust Banking arm of one of the world's largest financial conglomerates is seeking a senior compliance officer to operate as No. 2 to the President in a Deputy Branch Manager role. This position is primarily responsible for supervising, dealing with regulatory issues in connection with the Investment Law and liaising with the relevant authorities/regulating bodies, however, some internal control function are included in this role as are contacts and filings with registrars and other Japanese government departments to achieve a satisfactory level of corporate housekeeping. The position will report directly to the President and a native Japanese speaker with strong English skills is a prerequisite. **(MGA)**

**Senior Banking Compliance Officer**

The Banking division of a first-tier US financial institution is seeking a compliance officer to lead its compliance and control functions in a newly created position. The successful candidate will have strong banking compliance and control experience and is also expected to be responsible for a small securities compliance function. However, there are no commercial or consumer duties at present or in the future. The position will report directly to the Country Compliance Officer and a native Japanese speaker with strong English skills is a prerequisite. **(MGA)**

**Senior Securities (Private Wealth) Compliance Officer**

The Private Banking Division of a first-tier banking conglomerate with a worldwide presence and strong Asian commitment seeks a senior securities compliance officer to lead its compliance operations. A regulatory specialist or someone with a strong familiarity with Japanese regulations is required for a position that is mainly compliance but with a small general control function included. Reporting directly to the Head of Compliance (Securities) this position requires a native Japanese speaker with strong English skills. **(MGA)**

**Documentation Officer, Asset Management**

A world-leading Asset Management company is seeking a documentation officer with

excellent written and oral communication skills in both English and Japanese. Experience with a wide range of documentation is preferred including disclosure documents for Japanese investment trusts, discretionary management agreements and corporate governance documents. Two to three years experience at a law firm or in the Legal Department within the financial industry would be preferred and an excellent working knowledge of the Japanese regulatory environment would be a plus. **(MGA)**

**Junior Counsel/Documentation Officer**

A leading European Bank is seeking a Junior Counsel/Documentation Officer to take an active, hands-on role in the coordination and documentation of a wide and interesting range of debt capital market, equity and mainstream banking products. The successful candidate will also be working closely alongside other members of the legal team in the structuring, drafting and negotiation of individual transactions on behalf of the business desks. This will include a broad range of structured products in the equity, equity derivatives, equity-linked, fixed income, debt derivative, credit, REPO and swap markets. Responsibilities will also extend to working with teams of front professionals who are structuring both vanilla and exotic financial instruments. There may be some primary market work in the debt equity derivative and equity capital markets in the future. Familiarity with ISDA, CSA and PSA/ISMA documentation would be an advantage and some experience of unsupervised drafting of OTC products and new issue documentation would be ideal. **(MGA)**

**Head of Compliance, Securities**

A large and successful securities company seeks a dynamic and self-motivated team player to lead the existing Tokyo compliance team in the role of Head of Compliance Japan. The successful candidate will have a strong working knowledge of Japanese regulations and the products and services generally offered by the company and preferably be a foreign qualified lawyer or at least have a strong overseas or local legal education. Native Japanese and strong English skills are essential. **(MGA)**

**Derivatives / Structured Finance Lawyer (6 years +)**

The financial products arm of a leading US financial services group requires a senior lawyer to review and negotiate legal documentation for a wide variety of financial transactions, including financial derivative transactions, securities transactions and structured transactions requiring a hands-on, pro-active approach throughout the transaction process. Furthermore the position requires:

- Significant experience (6 years plus) handling documentation and negotiation of complex financial transactions, including structured cross-border deals.
- Knowledge of Japanese Commercial Code, Japanese Securities Exchange Law, Japanese Banking Law, Japanese Insurance Law, Japanese Trust Law and other Japanese laws related to securities houses, financial institutions and financial products.
- Knowledge of swaps, equity and credit derivatives and other derivatives and financial products.
- The applicant must be a fluent Japanese speaker and writer, with complete facility to negotiate in the Japanese language and draft Japanese language legal documents. The attorney must also be a fluent English speaker able to negotiate and draft English language legal documents.
- Bengoshi status is an advantage but not a pre-requisite if all other criteria are met. **(RKK)**

#### ***Head of Compliance, Asset Management***

A leading US asset management company requires a senior compliance officer with general asset management experience, in particular fund-of-fund management, to fulfill the Head of Compliance position. Experience with trade surveillance, regulatory filing, documentation review, advice to business units and compliance training of all departments is a prerequisite.

Native Japanese with strong English ability is essential and the successful candidate will be a team player who is able to rapidly analyse regulatory changes in the asset management industry for prompt use by the various business units. **(MGA)**

#### ***Mid-level Associates - Corporate Finance / Capital Markets / Securitisation / M&A***

The large joint venture offices in Tokyo are always looking for the very best foreign associates at all levels although mainly 2 - 5 ppe. They are flexible as to the admission status - US/UK/AUS/NZ/Korean are all fine - so long as the experience is in any of the following areas – corporate finance / capital markets / securitisation / M&A. Successful candidates must come from top Wall Street, City of London, or the best Australian/New Zealand firms. Japanese language skills are an advantage but are not mandatory. **(RKK)**

#### ***Alternative Dispute Resolution (1 –3 years)***

This busy and very friendly UK practice is looking for a junior associate to assist with an ever-increasing ADR workload. Strong Japanese language ability and experience is required. . A solid ADR background is ideal but litigators interested in a shift of career will be gladly considered. **(MGA)**

#### ***High Yield / Distressed Loan Paralegal***

This US Investment Bank is seeking a Japanese national to assist in the evaluation, purchase and ongoing coverage of distressed loan assets. The successful candidate would be fluent in English and have knowledge of Japanese legal documentation, particularly those for Japanese bankruptcy. Knowledge of the Japanese court system and process would also be helpful. **(RKK)**

#### ***Compliance (All levels)***

Many of our leading investment bank, securities houses and asset management clients have a strong need for assistance in their compliance departments. We have openings from Tokyo Head of Compliance downwards. If you have any experience of securities, equities or asset management compliance in Tokyo and have good English language ability then please contact us to discuss these opportunities. **(MGA)**

#### ***Transaction Management***

A number of top tier investment banks are looking for transaction managers to assist with the preparation of legal documentation relating to a variety of products. The roles often encompass working with external counsel together with client servicing & marketing work. The preference is for Japanese persons with good English language ability or bilingual westerners. Formal legal training or documentation experience is not always

required although junior lawyers are gladly considered. (**RKK**)

**Structured Finance Lawyers – (3-4 years)**

One of the top UK practices is looking for structured finance lawyers to join a busy practice group. You need 3 or 4 years experience with a top firm, any of US / UK / Aus / NZ / Korean admission, Japanese fluency is not required. There is a generous expatriate package on offer. (**RKK**)

**For more information in absolute confidence please contact:**

Rikuro Kobori (for positions marked **RKK**) on  
5537 7221,  
[rikuro.kobori@legalfuturesjapan.com](mailto:rikuro.kobori@legalfuturesjapan.com)

Matt Anderson (for positions marked **MGA**)  
on 5537 7222,  
[matt.anderson@legalfuturesjapan.com](mailto:matt.anderson@legalfuturesjapan.com)

Legal Futures Japan  
5/F, Yajima Building, 11-3, Ginza 7-chome  
Chuo-ku, Tokyo, Japan, 104-0061  
Tel: 813 5537 7220 / Fax: 813 5537 7213  
E-mail: [info@legalfuturesjapan.com](mailto:info@legalfuturesjapan.com)  
Web: [WWW.WSAGROUP.COM](http://WWW.WSAGROUP.COM)

# ROPPONGI BAR ASSOCIATION

International Legal Network

## Registration Form 2001

### Introduction:

Welcome to the Roppongi Bar Association. Membership in the RBA entitles you to a monthly newsletter, access to the most up to date listings of career opportunities in Japan and discounted meeting attendance fees.

The annual membership fee for the RBA is **JPY 5,000** for individuals who join between January and March, JPY 4,000 for individuals who join between April and June, JPY 3,000 for individuals who join between July and September and JPY 7,000\* for individuals who join between October and December (\*includes annual fee for following year).

Members who are renewing their memberships from 2000 must pay JPY 5,000 regardless of the date joined in 2001.

### Member Information:

|                              |                    |                                   |
|------------------------------|--------------------|-----------------------------------|
| <b>Last Name:</b>            | <b>First Name:</b> | <b>Middle Name/Initial:</b>       |
| <b>Company Name:</b>         |                    | <b>Job Title/Description:</b>     |
| <b>Office Address:</b>       |                    | <b>Home Address: (Optional)</b>   |
| <b>Office Telephone:</b>     |                    | <b>Home Telephone: (Optional)</b> |
| <b>Office Fax:</b>           |                    | <b>Home Fax: (Optional)</b>       |
| <b>E-Mail Address:</b>       |                    | <b>Nationality:</b>               |
| <b>Date of Registration:</b> |                    | <b>Amount Paid:</b>               |

### Bank Transfer Information:

For those individuals who wish to pay their annual dues by bank transfer, please deposit to:

#### **Bank of Tokyo Mitsubishi - Jimbocho Branch**

Account Type: Ordinary

Account Number: 1283202

Account Name: "Roppongi Bar Association"

Upon the transfer of funds, please fax this form and the bank transfer receipt to Noriko Fujimoto at 03-3239-1428 and Greg Pigott at 03-5561-9711.