

Do foreign individuals or companies have the legal capacity to incorporate a company in Japan? If so, what types of documents are required?

(1) Foreign individual (individual)

(a) Foreign individuals have the legal capacity to incorporate a company in Japan. When foreign individuals perform a juridical act, whether they have the legal capacity to act is judged under Japanese law.

(b) Incorporators need to prepare and have articles of incorporation notarized (authenticated by a notary) to become legally effective. A person can seek authentication of a document in either of two ways: by signing the document in the presence of a notary, or by acknowledging in the presence of the notary that the signature already appended on the document is his/her own. For a foreign individual to do this, he/she must present any of the identity verification documents described in i or ii. below.

i. Certificate of registered seal impression. A registered foreign resident (listed in the foreign resident registration ledger) can register his/her seal impression with the relevant local government, which will issue a document that certifies this fact upon request.

ii. Other forms of identification, including residence card, driver's license, passport and certificate of signature issued by the consulate of his/her nation to Japan.

(c) A person can seek authentication of a document via an agent by entrusting the agent to state in the presence of the notary that the person has acknowledged that the signature already appended on the document is his/her own.

The agent is required to present two types of documents: any of the identification verification documents as listed above for the document creator/signatory; and a letter of authorization and related evidence. If the signatory (foreign individual) has registered his/her seal impression in Japan (as above (b)-i) or in his/her nation that adopts a similar seal impression registration system, a letter of authorization with the registered seal affixed along with a related certificate of registered seal impression will be accepted. If the person is from a nation that does not adopt a seal impression registration system, that person can place his/her signature on a letter of authorization and have it authenticated by the consul of the nation or a notary, or submit a certificate of signature issued by the nation's consulate or other government agencies to establish

the authenticity of a letter of authorization. For *wariin* (affixing a seal at the joining of two pages of a bound document) and *sutein* (affixing a seal onto the margins of a document), the signatory writes in the applicable sections the same signature that is used at the bottom of the document, or enters his/her initials.

(2) Foreign company

(a) According to Japanese laws, foreign companies should have the legal capacity to incorporate a company in Japan.

(b) For certifying corporate status, documents required for foreign companies that have completed commercial registration in Japan are the same as for Japanese companies. Unregistered foreign companies are required to submit either of the documents described in i or ii below:

i. Certificate issued by the competent authority of the nation where the head office is located.

ii. Certificate prepared by a notary certified by the government of the nation where the head office is located.

(c) For the certificate of registered seal impression of the company representative or its equivalent, foreign companies with their head office located in a nation that has a similar system are required to submit a relevant document issued by the government of that nation. For companies headquartered in a nation where such a system has not been adopted, acceptable options include a certificate of signature of the individual assuming the representative position, and sworn statements (affidavits) attesting to the fact that the individual has assumed this position. For *wariin* (affixing a seal at the joining of two pages of a bound document) and *sutein* (affixing a seal onto the margins of a document), the signatory writes in the applicable sections the same signature that is used at the bottom of the document, or enters his/her initials.

(d) Requirements for seeking authentication via an agent are almost the same as those for individuals, as described in (1) (c) above.