



# CCH Legal Seminar

## Directors' Role and Responsibility

-Navigating common issues in managing a Japanese company-

- Thursday, 26<sup>th</sup> November 2009
- 1:00PM-4:30PM
- Arcadia Ichigaya "7F Room Kotohira"

Recent dynamic movement of economic conditions, Japanese corporate law is being significantly developed with various court rulings and amendments to regulations. It is increasingly important for the company management(s) to have a solid knowledge and to understand his or her responsibilities.

### Seminar Outline

This seminar will be 2 sessions with breaks between the sessions. During these breaks, participants can exchange business cards, and communicate each other. The first session of this seminar will be provided by corporate lawyers who are CCH's the best seller title, "Japan Corporation Law Guide" authors, describing recent legal developments and addressing legal issues facing directors in Japan. The second session will focus on practical issues from the viewpoint of a director and founder of well known Japanese companies. The reception starts 12:45PM.

- Session from legal practitioners
  - Overview of directors' role and responsibility - legal framework in Japan (directors' rights and obligations; management of the board of directors; qualifications of directors; term of office; appointment and removal of office)
  - Recent trends and case developments concerning directors' liabilities in Japan (shareholders' derivative suits and other recent cases against directors; and recent issues involving outside directors)
- Session from a director and founder of Japanese companies
  - Practical advice for directors to operate companies in Japan (Pros and Cons being Gaijin, Easy part vs. Difficult part etc.)

*\*CCH reserves the right to amend or cancel the events due to unforeseen circumstance*

### Seminar Details

**Date :** Thursday, 26<sup>th</sup> November 2009  
**Time:** 1:00PM~4:30PM  
**Venue:** Arcadia Ichigaya "7F Room Kotohira"  
( 4-2-25 Kudan-kita Chiyoda-ku, Tokyo Tel:03-3261-9921 )  
<http://www.arcadia-jp.org/top.htm>  
**Number of Seats:** 50 seats  
**Language:** English

**Seminar Price**                      ¥ 20,000+Tax

**Seminar participants can get special discount of following CCH Business books**

- Japan Corporation Law Guide -1<sup>st</sup> Edition-  
(Now "Loose leaf book" turned into "Bound book" with revision)
- Responsibilities of corporate officers and directors under federal securities law 2008/09 edition

\*Please register from following URL or send registration sheet by Fax

<https://www.cch-japan.jp/contents/register/form>

## Speaker coordinator Profile

### Motonori Araki: Partner / Morrison & Foerster LLP

Motonori Araki is a practicing lawyer, focusing on the international aspect of corporate and commercial issues. Mr. Araki has extensive experience in representing major Japanese companies and international companies in the areas of mergers and acquisitions and cross-border transactions. Mr. Araki received an LL.B from Chuo University (Tokyo), an LL.M. from Tulane University (New Orleans) and a J.D. from Georgetown University (Washington, D.C.).

### Mitsuyoshi Saito / Morrison & Foerster LLP (Ito & Mitomi)

Mitsuyoshi Saito is an Of Counsel of Morrison & Foerster LLP. Mr. Saito received an LL.B from Hitotsubashi University and an LL.M. from Columbia University (New York).

### Emi Takeda / Morrison & Foerster LLP (Ito & Mitomi)

Emi Takeda is an Associate of Morrison & Foerster LLP. Ms. Takeda received an LL.B from University of Tokyo and an LL.M. from Columbia University (New York).

### Terrie Lloyd: CEO, Japan Inc Communications KK/Writer of Terries Take

Terrie Lloyd is a 51-year dual-national of Australia and New Zealand, who has lived in Japan for 26 years. A "self-made man" in the truest sense, he formed his first company while in Japan on a working holiday visa at the age of 25. Since then, he has established another 17 companies of his own and many others for clients. He has had 6 successful earn-outs: LINC Computer and Techman (HK) sold to EDS in 1995, the Web division of LINC Media sold to Chinadotcom in 1999, Layer-8 Technologies spun out to ThetaMusic in 2003, DaiJob Inc. sold to Human Holdings in 2005, and Eshion Ltd., sold to Allot of Israel in 2007. In addition to Japan Inc, Lloyd is the CEO of six other companies and is a director and/or shareholder in a number of others. Of these, his main focus is his systems integration and incubation firm, called LINC Media. This company has 3 divisions, numbering approximately 70 staff, and is headquartered in Tokyo. Japan Inc., LINC Media, and Lloyd's other companies all work together to create a comprehensive services platform called Japan Door and provide IT, HR, accounting, corporate governance, marketing, and management support for foreign companies entering Japan. More recently, the group has also started working with Japanese technology firms wanting to establish overseas markets. Lloyd does a significant amount of public speaking for the US, Irish, Australian, and New Zealand governments and related industry bodies. As a long-time participant in the Japanese computer industry, he has been quoted by TIME, the Economist, Forbes, the Daily Telegraph (UK), US Public Radio, Bloomberg TV, Japan Times, Wired Online, and many other leading news sources. Lloyd is also active in the ACCJ (American Chamber of Commerce in Japan), the ANZCCJ (Australia New Zealand Chamber of Commerce in Japan), JMEC (Japan Market Entry Competition), and many other trade related organizations in Japan.

### 【MAP】



Subway Yurakucho line and Nanboku line: Ichigaya station \*A1-1Exit  
Subway Shinjuku line: Ichigaya station \*A-1-1 Exit  
JR Chuo line (Local Train): Ichigaya station

} 2minitus on foot  
from \*each exit

## Discount book information

### NEW “Japan Corporation Law Guide -1<sup>st</sup> Edition”

Regular Price : ¥21,000 +Tax      Bound Book  
Publish: Will be published end of November 2009



#### Now “Loose leaf book” turned into “Bound book” with revision

The *Japan Corporation Law Guide* provides you with a comprehensive analysis on Japan’s *Corporate Law* as well as other laws and regulations governing companies in Japan. You will find out in detail about the legal framework in Japan and legal requirements imposed on companies, from different business structures to the right of shareholders, company requirements with respect to meetings, accounting disclosure and company finance, the impact of the law on mergers and acquisitions and finally on dissolution and liquidation. The *Guide* is a must for those seeking to set up operations in Japan, continuing to do business in Japan or entering into business arrangements with Japanese entities.

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|---------------------------|--------------------------------|
| ✚ Legal Framework         | ✚ Mergers & Acquisitions       |
| ✚ Structure of Entities   | ✚ Dissolution & Liquidation    |
| ✚ Company Finance         | ✚ Legislation & Specimen Forms |
| ✚ Directors & Officers    | ✚ New Developments             |
| ✚ Meetings                | ✚ Finding Aids                 |
| ✚ Accounting & Disclosure | ✚ Filing Instructions          |

### “Responsibilities of Corporate Officers and Directors under federal securities law”

Regular Price : ¥17,500+Tax      Bound Book: 446 page  
Publish: October 2008



*Responsibilities of Corporate Officers and Directors Under Federal Securities Law* alerts board members and management to their personal duties and liabilities under the federal securities laws. From the vast body of federal laws, rules, administrative interpretations, and court decisions dealing with securities offerings and transactions, those of particular interest to corporate officers and directors as individuals are discussed here. The materials focus on the Securities Act of 1933 and the Securities Exchange Act of 1934, as well as pertinent provisions of the Investment Company Act of 1940. The 2008-2009 edition includes a new chapter on executive compensation, including discussion of the compensation disclosure tables, CD&A narrative disclosure, stock options, tax considerations under Section 162(m) and 409A, and perks. Also new is discussion of the Supreme Court's rejection of "scheme liability" in its *Stoneridge* decision; the SEC's e-proxy rule; shareholder access; and indemnification of directors serving on the board of one corporation at another's request.

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|------------------------------------|--|
| ✚ Corporate Governance             | ✚ Short-Swing Profits                  |
| ✚ Registration-Related Liabilities | ✚ Insider short sales                  |
| ✚ Fraud Liability                  | ✚ Resales of restricted stock-Rule 144 |
| ✚ Shareholder Derivative Actions   | ✚ Investment Companies                 |
| ✚ Corporate Reports                | ✚ Indemnification                      |
| ✚ Proxies                          | ✚ D & O Insurance                      |
| ✚ SEC Enforcement                  | ✚ Audit Committees                     |
| ✚ Insider Stock Ownership Reports  | ✚ Regulation FD                        |

# CCH Legal Seminar Registration Sheet 2009/11/26

To: CCH Japan Limited

2009/ / Fax to.03-3265-1166

|         |       |       |     |
|---------|-------|-------|-----|
| Company |       | Dept. |     |
| Address | 〒 -   |       |     |
| TEL     | ( )   | FAX   | ( ) |
| E-Mail  | @     |       |     |
| Name    | Title | Name  |     |

CCHJ WEB

## Registration Information

### Registration and Confirmation

Reserve your seat by telephone, fax, or e-mail.

Please complete the registration form on an individual basis.

After your seat has been reserved, a confirmation letter will be sent. Please present it to the reception desk with your business card.

### Payment

Once your participation has been confirmed, you will be required to make payment for the event before the seminar, as described on the invoice.

### Substitution Policy

A substitute delegate is welcomed at any time with no extra charge, if you are unable to attend. Notice of replacement must be made in writing via e-mail or fax to CCH Japan at least one day prior to the event.

### Cancellation

You may send notification of a substitute at any time prior to your scheduled seminar. If a cancellation notice is received in writing or by telephone more than one week before the seminar, you will receive a full refund. If a cancellation notice is not received, payment is due in full. (In such a case, a complete set of the course materials will be sent to you.)

### 【Contact us】

CCH Japan Limited

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