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| 科目コード／科目名 (Course Code / Course Title) | EX113／Corporate Law A | | |
| テーマ／サブタイトル等 (Theme / Subtitle) | Corporate Governance | | |
| 担当者名 (Instructor) | 山下 徹哉(YAMASHITA TETSUYA) | | |
| 学期 (Semester) | 秋学期(Fall Semester) | 単位 (Credit) | 2単位(2 Credits) |
| 科目ナンバリング (Course Number) | LPX2201 | 言語 (Language) | 英語 (English) |
| 備考 (Notes) | | | |

授業の目標(Course Objectives)

The objectives of this course are:

- to develop students' ability to explain their knowledge of law in English;
- for students to learn basic knowledge of corporations and corporate law, especially corporate governance; and
- for students to understand the relationship between law and society.

授業の内容(Course Contents)

This course will provide an introduction to Japanese corporations and corporate law. Because corporations play an important role in Japanese society and economy, it is needed for students studying law and business to understand the basic knowledge of legal rules on corporations.

This course will be divided into two parts: the former part treats fundamental concepts on corporations and corporate law; and the latter part treats basic knowledge of Japanese legal rules about corporate governance.

The instructor will provide concise handouts and reading materials for each class. Students are expected to read them before the class. Besides, students are encouraged to ask questions and participate in discussions during the class.

*The instructor will give a paper explaining more detailed course contents and schedule in the first week of class. Some topics for learning and/or their order may be different than the topics listed in the course schedule in this syllabus.

授業計画(Course Schedule)

1. Course Guidance; Introduction to Corporate Law (1): What is Corporation?
2. Introduction to Corporate Law (2): Basic Features of Corporation and Corporate Law
3. Introduction to Corporate Law (3): Basic Governance Structure
4. Introduction to Corporate Law (4): Basics of Institutional Setting for Japanese Corporations
5. Introduction to Organs
6. Shareholders Meeting (1): What is Shareholders Meeting?
7. Shareholders Meeting (2): Defect in Shareholder Resolutions
8. Directors (1): Directors, Board of Directors, and Representative Directors
9. Directors (2): Conflicts of Interests between Directors and Corporation
10. Directors (3): Duties of Directors
11. Company Auditors and Accounting Auditors
12. New Types of Governance Structure: Companies with Committees
13. Liability of Organ Members
14. Course Wrap-up

授業時間外(予習・復習等)の学習(Study Required Outside of Class)

Before/after attending each class, students are expected to read the handouts and materials for each class. In addition, students will be assigned to submit reaction papers for each class and to answer quizzes which is sometimes given for checking the understanding of the contents of the course.

成績評価方法・基準(Evaluation)

Class Participation(40%)/Reaction Papers(30%)/Quizzes(30%)

テキスト(Textbooks)

Concise handouts and reading materials are distributed before each class.

参考文献(Readings)

1. Ichiro Kawamoto, Yasuhiro Kawaguchi, and Takayuki Kihira. 2016. Corporations and Partnerships in Japan (2nd ed.). Kluwer Law Intl (ISBN:978-9041168542)

2. Curtis J. Milhaupt, J. Mark Ramseryer, and Mark D. West. 2012. The Japanese Legal System: Cases, Codes, and Commentary (2nd ed.). Foundation Press (ISBN:978-1609300296)

The instructor will give detailed explanations about the readings mentioned above in the first class and may give information about further readings in each class.

その他(HP等)(Others(e.g.HP))

注意事項(Notice)