



Labor

Bill to Amend the Labor Standards Act to Incorporate a Sophisticated Professional System Likely to Be Submitted to the Diet during the Current Ordinary Session

On March 2, 2015, the Ministry of Health, Labour and Welfare (the “MHLW”) announced that it would proceed with preparations to submit to the current ordinary session of the Diet a bill to amend the Labor Standards Act to adopt a “Sophisticated Professional System.” This system would exempt employees who are assigned a definite scope of work and meet a certain annual income requirement (equal to or greater than 10 million yen) from 40-hour per week labor regulations if engaged in certain duties, such as duties that require sophisticated professional knowledge, and if certain requirements are met, such as the implementation of health assurance measures and the receipt of the employee’s consent.

Opposition parties have criticized the Sophisticated Professional System as likely to lead to longer working hours, and it is expected that the bill will not easily pass if submitted to the Diet. Assuming that the bill is passed in accordance with the outline of the bill prepared by the MHLW, the system would be implemented effective April 1, 2016.

The implementation of the system is expected to have a significant impact on the human resources management of many companies, and attention should be paid to the development of the legislation.

Corp.

Amended Companies Act Will Come into Force on May 1, 2015

On January 23, 2015, a cabinet order providing for the effective date of amendments to the Companies Act was promulgated. As a result, the 2014 amendments to the Companies Act (the “Amendments”) will come into force on May 1, 2015.

In addition, on February 6, 2015, a ministerial ordinance to amend the Ordinance for Enforcement of the Companies Act (and other applicable ordinances) in accordance with the Amendments also was promulgated.

The Amendments aim to enhance the corporate governance of Japanese companies and to streamline regulation of the parent-subsidiary relationship. The Amendments are the first major amendment since the enactment of the Companies Act in 2006 and cover a broad range of issues.

Although some amendments (such as a provision requiring companies to explain any failure to have an outside director) will mainly impact listed companies, there are also amendments that are expected to have a large impact on the practices of unlisted companies (such as a change in the definition of “outside directors” and an expansion of the scope of directors and corporate auditors (*kansayaku*) who are eligible to enter into contracts to limit their liability to the

company). As the effective date is approaching, companies should continue to prepare for the Amendments.

Corp.

Amendment of Commercial Registration Rules

A ministerial ordinance amending a portion of the Commercial Registration Rules was promulgated on February 3, 2015 and came into force on February 27, 2015.

The amendment made stricter the requirements for documents to be attached to applications for the registration of officers. Going forward, in addition to the previously required documents, a document verifying the identity of the applicable officer (*e.g.*, a copy of his or her certificate of residence) that confirms the residential address stated in the letter accepting his or her appointment (or the minutes of the relevant shareholders’ meeting) also is required for an application for the registration of the appointment of a director, corporate auditor, etc. In addition, as a general rule, a representative’s seal is now required to be affixed to a resignation letter, which needs to be attached to an application for the registration of the resignation of a representative director, etc., if the representative director has registered his or her seal with the registry office.

Please note that if a nonresident is appointed as an officer, in addition to an identity verification document issued by a governmental authority of his or her country of citizenship or residence, a Japanese language translation thereof will be required.

IP

Publication and Enforcement of the 11th Version of the Trademark Examination Guidelines Associated with 2014 Amendment of the Patent Act, Etc.

On March 4, 2015, the 11th version of the Trademark Examination Guidelines (the “New Guidelines”), which is associated with the enforcement of amendments to a portion of the Patent Act, etc., was published. The New Guidelines will come into force on April 1, 2015.

In the New Guidelines, the examination guidelines with regard to Articles 3, 4 and 5 of the Trademark Act were significantly amended so as to comply with the amendments to the Trademark Act that (i) added the protection of sound marks and color marks to the definition of “trademark,” and (ii) provided an application procedure for moving marks, hologram marks and position marks.

Please note that under the current amended Trademark Act, there is no grace period (to avoid an overcrowding of applications) in which applications made during a certain period following the effective date are deemed to be made on the effective date. Therefore, companies should prepare applications for these new types of trademarks as soon as possible in order to secure first-to-file status.



Labor

高度プロフェッショナル制度を盛り込んだ労働基準法改正法案が今通常国会に提出される見込み

平成 27 年 3 月 2 日、厚生労働省は、職務の範囲が明確で一定の年収要件（少なくとも 1000 万円以上）を満たす労働者が高度な専門的知識を必要とする業務など一定の業務に従事する場合、健康確保措置の実施や本人の同意等一定の要件を満たすことを条件に、週 40 時間を基本とする労働時間法制の適用対象から除外するという「高度プロフェッショナル制度」の導入を盛り込んだ労働基準法等の一部を改正する法律案を今通常国会に提出する準備を進めると発表しました。

高度プロフェッショナル制度については、長時間労働につながるとして野党が批判しており、法律案が国会に提出されても審議は難航することが予想されますが、仮に厚生労働省が作成した法律案要綱に沿った形で法律案が成立すれば、平成 28 年 4 月 1 日から同制度が施行されることとなります。

同制度の実施は多数の企業の人事労務管理に大きなインパクトを与えるものと考えられ、立法の行方が注目されます。

Corp.

改正会社法の施行日が 5 月 1 日に決定

平成 27 年 1 月 23 日、会社法の一部を改正する法律の施行期日を定める政令が公布されました。これにより、平成 26 年改正会社法が平成 27 年 5 月 1 日から施行されます。

また、平成 27 年 2 月 6 日には、改正会社法の施行に伴う、会社法施行規則等の一部を改正する省令が公布されました。

今回の会社法改正は、コーポレート・ガバナンスの強化及び親子会社に関する規律の整備等を目的として行われる平成 18 年の会社法施行後初の本格的な改正であり、その改正内容は多岐にわたります。

改正内容の中には、①社外取締役を置いていない場合の理由の開示等、主として上場会社を対象としたものもありますが、他方、②社外取締役等の要件の見直しや、③これに伴い責任限定契約を締結できる取締役及び監査役の範囲が拡大されるなど、非上場会社にとっても、その実務に大きな影響を与えると思われる改正も多く含まれています。目前に迫っ

た施行に向けて、より一層準備を進めていく必要があると思われま。

Corp.

改正商業登記規則等の施行

平成 27 年 2 月 3 日、商業登記規則等の一部を改正する省令が公布され、同月 27 日から施行されました。

これにより役員の登記申請の添付書類が厳格化されています。今後は、①取締役・監査役等の就任登記の申請の際、従前の添付書類に加え、就任承諾書（株主総会議事録で代用する場合は当該議事録）記載の住所との一致を確認できる本人確認証明書（住民票の写し等）の添付が、②登記所に代表印を届け出ている代表取締役等の辞任登記の申請には、原則として辞任届に当該代表印の押印が必要となります。

非居住者が役員に就任する際には、国籍国又は居住国の政府機関が発行する本人確認証明書に加え、その日本語訳が必要となることに留意下さい。

IP

平成 26 年特許法等の一部改正に伴う商標審査基準 [改訂第 11 版] の公表及び施行

平成 27 年 3 月 4 日、特許法等の一部を改正する法律の施行に伴う商標審査基準の改訂第 11 版が公表されました。同基準は、平成 27 年 4 月 1 日より施行されます。

同審査基準では、音や色彩を保護対象として商標の定義に追加するとともに、動き、ホログラム及び商品等の特定の位置に付する標章について、出願手続きを整備することにより商標として保護を可能とした商標法改正に対応し、商標法第 3 条、第 4 条及び第 5 条等の審査基準に大きな修正が追加されています。

なお、今回の改正法については、施行日当日の出願集中を緩和することを目的として一定期間になされた出願については同日に出願されたものとみなすといった経過措置は実施されないことから、先願の地位を得るためには、施行日当日に向けた早期の出願準備をすることが重要となります。