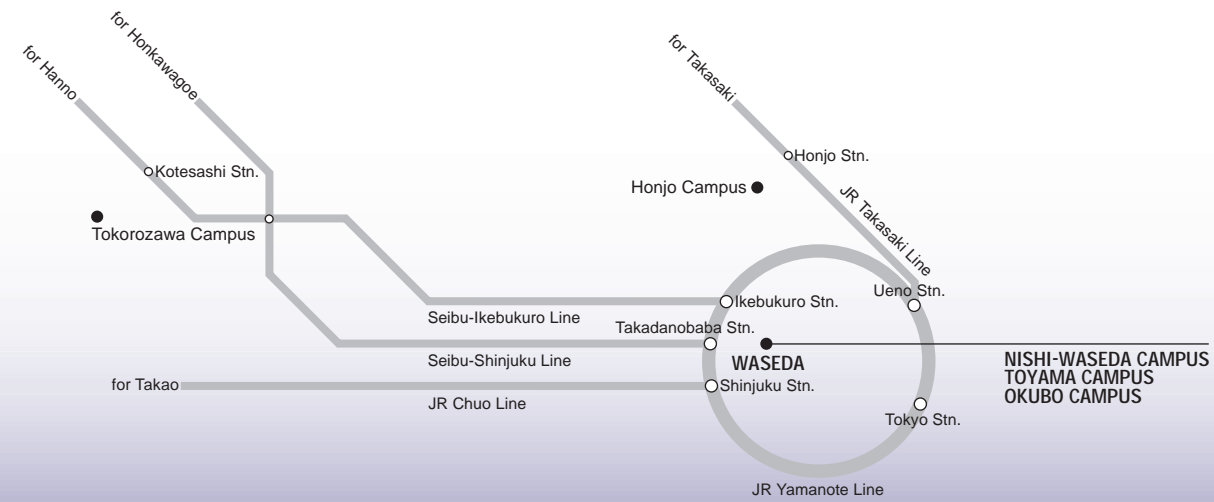


21ST CENTURY COE PROGRAM

COE

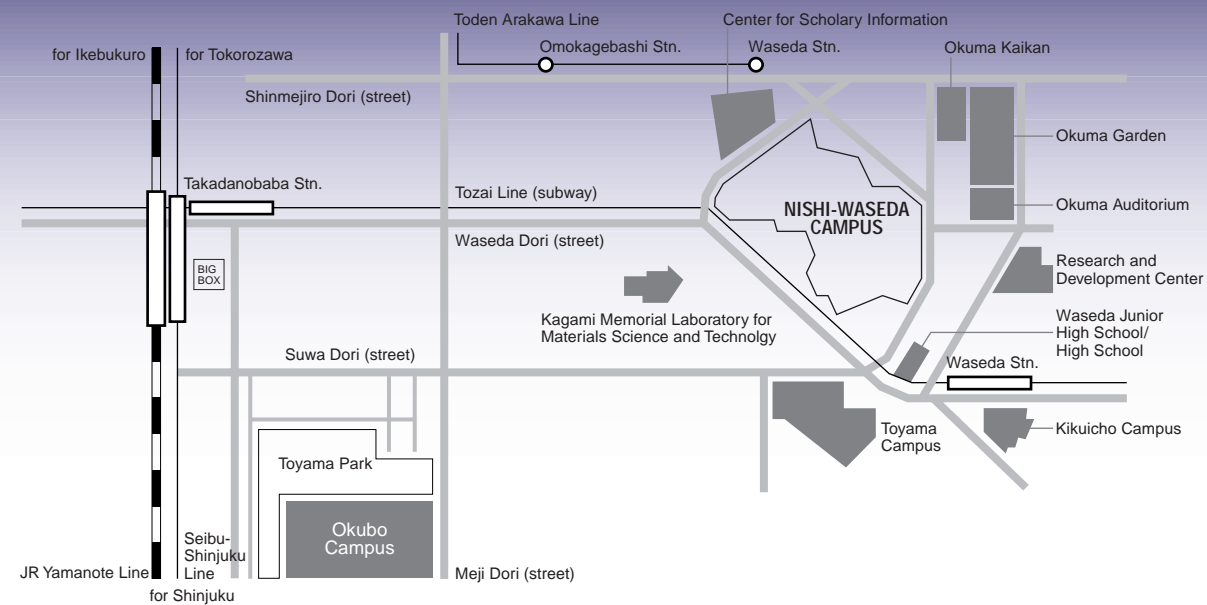
Waseda University 21 coe-win-cls
21st Century COE Program
"Creating New Legal Systems for Corporation and Society"



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WASEDA INSTITUTE FOR CORPORATION LAW AND SOCIETY



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CREATING NEW LEGAL SYSTEM FOR CORPORATION AND SOCIETY

With its little experience in making use of a corporation system, postwar Japan used up the system of corporation and capital market without preparing appropriate legal standards. As a result, Japan has been suffering from an aftereffect of severe damage caused by formation and collapse of huge bubble economy. Considering the current stagnation of Japanese economy, the Center of Excellence - Waseda Institute for Corporation Law and Society was established to conduct research on Japanese corporate society. The institute is dedicated to research on fundamental structure of a corporation system as well as financial and capital market systems in terms of historical and philosophical aspects. It also engages in research of Intellectual Property Rights (IPR) that is recently being looked upon by enterprises as its most strategic part. Through comparative research of the Western legal system that has been part of a long-term history of the corporation system, the institute creates an original theory regarding the rules of corporation law, and the rules for financial and capital market so that it can construct a theory of stable economic systems and contribute to develop sound economic and civil societies not only in Japan but also in Asia and in the world.

OUR INSTITUTE AIMS AT:

- Overcoming the lack of experience that the Western nations have, through logical deduction
- Approaching an urgent matter for Japan by constructing essential theory
- Researching activities in all legal fields pertaining to 'corporation and market'
- Seeking new jurisprudence and social science for the 21st century
- Approaching the theory of civil society in Japan narrowly through 'corporation and market'
- Creating an independent institute of jurisprudence
- Supporting 'the independence of learning practical utilization of knowledge', the founding theme of Waseda University

WHAT IS THE 21ST COE?

The 21st COE (Center of Excellence) program by the Ministry of Education, Culture, Sports, Science and Technology (MEXT) selects the bases of academic research and study that carries nation's future development in the 21st century. Large-scale financial support will be provided to the selected bases over five years. Our institute was selected as the research base in the field of social science in FY2003.

Japanese corporate society has been ignorant about how a public corporation should react to the emerging intense securities market. An effective and adequate corporation system should have the mechanism to verify the comprehensive power of corporate law, the civil law, the criminal law, the dispute resolution law, judicial system, and auditing system bearable in an intense securities market. Our institute brings the common concept of 'company and market' to the field of legal research, then, conducts large-scale comprehensive research to create views and proposals truly necessary for Japanese corporation and society.

Reviewing the corporate legal system is, in other words, questioning what the civil society should be. When problems like a bankruptcy of Enron or WorldCom arises, stockholders will show their anger. However, Japanese stockholders will rather stay calm because many of them are corporate stockholders while more than 90 percent of stockholders are individuals in the United States including institutional investors who work for individual investors. In the Western nations, individual-centric civil society was historically born under the oppression by the guild or groups and it has brought the idea that a stock market should depend on individual investors. Without an ideological background to tie civil society and corporate society closely, Japan created a corporation-centric society where two were separated during its rapid economic growth. To change it, it needs to facilitate in-depth research on cautiousness against association, organization and corporation in the Western society, as well as on their histories and ideologies such as the philosophy of the Enlightenment and civil rights revolution which that cautiousness comes from. Based on findings through these researches, Japanese corporate society has to find the way to shift toward the society where individuals are truly respected.

In considering corporate legal system with such a viewpoint as «corporate and capital market legal system regulates the quality of civil society», we need to overcome lack of the experience on which the Western nations cultivated individual-centric society. Therefore, solid «logic» has to be created to fill the gap between Japan and the Western nations in terms of ideological background. It is important for Japan to emphasize such an effort to compose theories of this field. Without the effort, our work will result in simply reviewing Western failures. This is the reason we carries the phrase of 'Creating New Legal System' in our mission. Many internal and external researchers consent our purpose and many research plans are developed. I strongly hope the new jurisprudence, moreover, social science in the 21st century of Japan will arise from these researches that are collaborated beyond traditional framework of research field across different universities.



TATSUO UEMURA

Director of Waseda Institute for Corporation and Society
Professor of Graduate School of Law at Waseda University

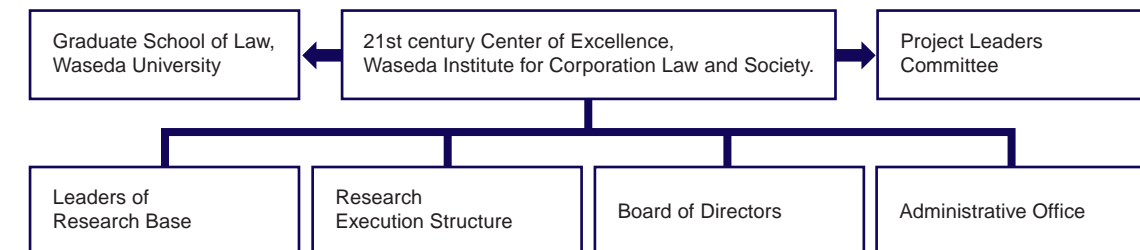
ORGANIZATION

Establishing Body
Graduate School of Law, Waseda University
Graduate School of Commerce, Waseda University
Institute of Comparative Law, Waseda University

CONCEPT MAP



EXECUTION STRUCTURE



RESEARCH PROJECTS

This institute consists of seven research project groups and Research Center for the Legal Systems of Intellectual Property (RCLIP). Currently it has twenty research projects. Each project has a project leader, internal and external researchers, and research assistants.

<p>I</p> <p>BASIC THEORY RESEARCH PROJECT</p> <p>Focusing on the philosophy of the Enlightenment, civil society, and invisible social norms, this project group conducts research on Western legal sense regarding corporation and market.</p> <p>I-A. Basic Research on Corporation and Society Prof. Koji Tonami I-b. Critic of fundamental legal concept Prof. Yoshiki Kurumizawa I-c. Positivist research on legal and illegal factors of corporate behavior Prof. Setsuo Miyazawa I-d. Legal research on mutual interaction between corporation and market Prof. Takao Suami and Prof. Kazuhiro Tsuchida</p>	<p>III</p> <p>CORPORATION AND CAPITAL MARKET LEGISLATION RESEARCH PROJECT</p> <p>This research project investigates various issues around corporate legislation and capital market legislation such as corporate governance, capital finance legislation, and company reorganization legislation.</p> <p>III-A. Comprehensive research group on Corporation and Capital market Prof. Tatsuo Uemura and Prof. Shosaku Masai, Assoc. Prof. Hiroyuki Watanabe III-b. Interpretation of Corporate Law Review Research Committee Prof. Tatsuo Uemura III-c. Comprehensive research on France and EU corporate law Prof. Kyoichi Toriyama III-d. Corporation and society in Scandinavian nations Prof. Yasuhiro Osaki and Assoc. Prof. Shin Matsuzawa III-e. Research on Trusts and Securitization Assoc. Prof. Hiroyuki Watanabe</p>	<p>V</p> <p>LABOR LAWS RESEARCH PROJECT</p> <p>This project researches on labor laws from different perspectives including changing labor market and corporation organization, corporate reorganization, and corporate social responsibilities.</p> <p>III-I. Research on the future of corporate society viewing from the field of legal practice in changing corporate organization, labor market and 《labor world》 Prof. Makoto Ishida and Prof. Yoichi Shimada</p>	<p>VII</p> <p>RESEARCH CENTER FOR THE LEGAL SYSTEMS OF INTELLECTUAL PROPERTY (RCLIP)</p> <p>This center aims to establish a global research network through comprehensive Intellectual Property researches. One of major projects is an English database of IP dispute cases (precedents) in Asian regions.</p> <p>VII-A. Research Center for the Legal Systems of Intellectual Property Prof. Ryu Takabayashi, Prof. Shoichi Kidana, and Prof. Toshiko Takenaka</p>
<p>II</p> <p>CIVIL LAWS RESEARCH PROJECT</p> <p>This research project conducts comprehensive researches on what the civil law should be mainly in relation to corporation and market, including Asian law research by scholars of China, Japan, and South Korea as well as a research on environmental law.</p> <p>II-A. Comprehensive research on civil law related to corporation and market Prof. Kaoru Kamata, Prof. Tatsuo Uemura, Prof. Katsuichi Uchida, and Prof. Michitaro Urakawa II-b. Changes in corporate society and new development of civil responsibility system Prof. Yasuhiro Fujioka, Prof. Makinori Goto, and Prof. Tatsuo Uemura II-c. Asian civil and commerce law research group by Japan, South Korea, and China Prof. Teruaki Tayama, Prof. Koji Omi, and Prof. Tatsuo Uemura II-d. Principle of prevention and corporate activities in environmental law Prof. Tadashi Otsuka</p>	<p>IV</p> <p>CRIMINAL LAWS RESEARCH PROJECT</p> <p>This group conducts a research on criminal legislation on corporation and market such as crimes in the market and punishment against a corporation.</p> <p>IV-A. Criminal legislation on corporation and market Prof. Morikazu Taguchi, Prof. Minoru Nomura, and Prof. Takehiko Sone</p>	<p>VI</p> <p>CORPORATE BANKRUPTCY LAW RESEARCH PROJECT</p> <p>This research group conducts a research on essential issues in corporate bankruptcy law, aiming to propose an ideal corporate bankruptcy law of the next generation.</p> <p>VI-A. Research on the state of bankruptcy legislation in the next generation Prof. Tetsuo Kato, Prof. Mitsuru Iwamura, Prof. Tatsuo Uemura, and Prof. Satoshi Nagano</p>	<p>VIII</p> <p>MANAGEMENT, ACCOUNTING, AND AUDITING RESEARCH PROJECT</p> <p>With collaboration of academics specialized in economics, accounting and management, this project pursues to solve various legal issues around economics, accounting and management.</p> <p>VIII-a. Corporate governance and creating legal system in the 21st century Prof. Hideaki Miyajima VIII-b. Corporate governance, investment activity, and performance of Japanese corporation in the 20th century Prof. Hideaki Miyajima and Assoc. Prof. Syunsuke Hanai VIII-c. Accounting and disclosure system to respond to changes of corporate activities Prof. Yoshihito Kako and Assoc. Prof. Yoshinori Kawamura</p>

RESEARCH STAFF

LEADERS OF RESEARCH BASE

Tatsuo Uemura,
Professor of Law, Director/Program Leader, Corporation Law; Securities Regulation

Ryu Takabayashi,
Professor of Law, Vice Director, Director of RCLIP, Intellectual Property Law

Shoichi Kidana,
Professor of Law, Director of ICL, Vice Director of RCLIP, Private International Law

Hiroshi Miyajima,
Professor of Law, Public Finance

Hideaki Miyajima,
Professor of Commerce, Vice Director

Yoshihito Kako,
Professor of Commerce, Advisor, Dean of School of Accounting

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Visiting Professor of Law, Waseda Institute of Clinical Legal Education, Intellectual Property Law

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Professor of Law, Civil Law

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Professor of Law, Philosophy of Law

Michiatsu Kaino,
Professor of Law, Common Law

Koji Tonami,
Professor of Law, Constitutional Law

Minoru Nomura,
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Koji Omi,
Professor of Law, Civil Law

Yasuhiro Osaki,
Professor of Law, Manager of ICL, Civil Law

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VICE DIRECTOR

Ryu Takabayashi(Director of RCLIP)
Morikazu Taguchi
Hideaki Miyajima

ASSOCIATE PROFESSOR

Hiroyuki Watanabe

Research Associates(2), Research Fellow(1), and Research Assistants of research groups(19 members)

VISITING RESEARCHERS

VISITING PROFESSOR

Shigehito Inukai(Senior Fellow, National Institute for Research Advancement)
Hiroshi Oda(Professor of University College London and EU University)

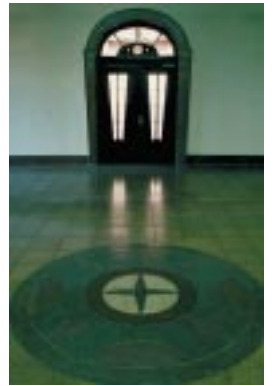
VISITING ASSOCIATE PROFESSOR

Satoshi Nagano(Vice Chief of London branch, Bank of Japan)

COLLABORATION

Our research groups are conducting collaborative researches with many internal and external organizations/individuals. Not only having a collaboration among different legal fields, which is very unique, but also having a collaboration with different academic fields such as economics, business or social science make our institute very distinguished. Our collaborative partners includes:

National Institute for Research Advancement (NIRA)
Economic and Social Research Institute, Cabinet Office, Government of Japan (for the survey on corporate legal responsibility)
Tokyo District Court (for the IP Mock Trial)
National People's Congress, Government of China (for Chinese corporate law revision project)
and more.



EDUCATION

Not only internal researchers and students but also external researchers and practitioners regularly participate in a lot of workshops and seminars organized by our 20 research project groups. It is a distinguished feature of our research base to provide young researchers with opportunities to join freely those academic gatherings and learn various thoughts. Our research base provides younger researchers with funds to support their independent research in foreign countries. We also accept many students from Asian countries so that we can share our intention with them. Moreover, for the freshman of School of Law, cross-educational lecture series is provided as a COE course to let them touch cutting edge legal issues. It is sure that the entire research environment given by our institute will develop the next generation of researchers with the finest awareness of current issues.



PUBLICATIONS

Quarterly Publication "Creating New Legal Systems for Corporation" (Japanese only)
RCLIP Newsletter (Quarterly published, Japanese and English) Available at online



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