

**HITOTSUBASHI
UNIVERSITY**



**BUSINESS
LAW
STUDENT
EXCHANGE
PROGRAM**

FALL 2019

Contents

Welcome to Tokyo – 1
About Hitotsubashi University – 2
Essential Information – 3
Internship Program – 4
Seminars and Other Events – 4
Exchange Agreements and Admission – 5
Housing Assistance – 5
Location – 5
Academic Calendar – 6
Credits and Course Load – 7
Grading - 7
Fall 2019 Schedule – 7
Course Descriptions – 8
Faculty – 11
Contact Details – 12

“I participated in the Business Law Student Exchange Program in its inaugural year. It was an extremely fulfilling and enriching experience.

The program offers a comparative and international approach to the study of business law, complemented by highly interactive classes taught by prominent academics and practitioners. The program's unique combination of practice and theory was one of the highlights for me. Throughout the semester, you have the opportunity to enhance your learning through an internship and various field trips, all of which provide invaluable insights into the legal profession in Japan.

I highly recommend this program to those with an interest in an international career or anyone who hopes to gain a truly comparative perspective on business law while living in one of the most exciting and intriguing cities in the world.”

Stephen McCann
University of Sydney

Welcome to Tokyo!

Hitotsubashi University's Graduate School of Law, Business Law Department ("HBL") has offered a Business Law Student Exchange Program as part of its Global Business Law Program since 2014.

The program provides a limited number of students from law schools outside Japan with an opportunity to study business law for one semester at HBL in the heart of Tokyo, Japan, one of the world's most dynamic and vibrant capital cities.

In principle, only students from schools that have entered into exchange program agreements with HBL are eligible to participate, although exceptional independent students may be admitted.

東京くよろいそ

About Hitotsubashi University

“Hitotsubashi already has a long history of turning out future captains of industry.”
(Business Week)

Hitotsubashi University began as a private business institute in 1875 and is today a top-ranked national university in Japan. Throughout the history of modern Japan, Hitotsubashi has prepared the individuals who have led Japan’s economic development. Unique among universities in Japan, Hitotsubashi has retained its concentrated focus on four schools: Commerce and Management, Law, Economics, and Social Sciences. For this reason, it is sometimes compared to the London School of Economics and Political Science. The university’s traditional motto is “Captains of Industry.”

The University is relatively small among nationally prominent universities in Japan, with about 120 faculty, 4,400 undergraduate students, and 2,000 graduate students. It is the only Japanese university to specialize in social sciences and was the first Japanese university to introduce a seminar system--rather than emphasizing mass education. This system aids in cultivating individual abilities and in fostering close interaction between faculty and students. Hitotsubashi has continued its emphasis on combining practice with theory, but can also claim one of the top social science libraries in the world. The University is heavily involved in international academic exchange and cooperation, and has bilateral exchange agreements with 87 leading university and research institutions.

The University’s law school is generally ranked among the top law schools in Japan. Hitotsubashi Law School has consistently had the highest bar passage rate of any law school in Japan since introduction of the current bar examination system in 2006.

“The curriculum at Hitotsubashi was most enlightening in exposing students to Japanese legal practice and culture as a whole. Coupled with field trips to places of legal significance, link-ups with firms for internships and the international nature of the courses, the exchange programme was, for me, unforgettable.”

Chun Wai Poon
Singapore Management University

Business Law Department

Each of Hitotsubashi’s four schools has a graduate school that awards advanced degrees. HBL is a special business law department within the Graduate School of Law. Located at Hitotsubashi’s downtown graduate campus, HBL’s goal is to develop legal professionals capable of initiating, managing, and implementing legal innovation on a global scale. For this purpose, classes combine practice with theory to provide valuable graduate-level education to working professionals. HBL currently has fewer than 150 students, allowing for close interaction with professors and fellow students.



Essential Information

The one-semester program (September-December) focuses on Japanese, Asian, and international business law taught in English by regular HBL faculty and select adjunct faculty at our convenient downtown Tokyo campus.

Students have the opportunity to study in Japan, while also experiencing various other aspects of life in one of the world's major capital cities. No Japanese language is required, although both Japanese language courses and business law courses taught in Japanese are available on a non-credit basis for interested students.

Focus on Business Law. A rich offering of classes on Japanese, comparative, and international business law taught entirely in English by our distinguished regular and adjunct faculty provide students with a broad-based introduction to the issues involved in global business law. In addition to the Business Law subjects in the program, students also have some non-credit study alternatives, including auditing HBL subjects taught in Japanese and taking Japanese language courses.

Outstanding Faculty Combine Practice and Theory. HBL is a professional graduate school that focusses on combining practice with theory. Many of the faculty have substantial full-time work experience in the government or private sectors. Both regular faculty and practitioner adjuncts teach the courses in the Business Law Student Exchange Program. A class on Legal Practice in Japan gives students an opportunity to learn about the Japanese legal profession and legal practice at leading law firms and corporate legal departments in Japan.

Diverse and Small Classes. Each year's student body is intentionally kept small, and is generally

limited to no more than 12 students from the outstanding law schools that are our exchange program partners in several countries. Exchange students attend classes together with Master's degree students who are living and working in Japan. The student/faculty ratio is about 10:1. The small student body and small class sizes enable intensive in-class interaction and close relationships between students and faculty.

Pan-Asian Environment. The exchange program reflects the increasingly close economic, educational, and cultural linkages between Japan and other Asian countries. In addition to everyday interaction with students from across Asia, interested students can participate in occasional special programs in Asian business law and even pursue independent study under the supervision of HBL faculty members with special expertise on Asian business law.

Field Trips. As part of the Legal Practice in Japan course, group visits are arranged to places of interest related to law and business. Whenever possible, these field trips are arranged for Tuesday afternoons, although students are expected to keep their schedules flexible while arrangements are pending.

Possible field trips include

- National Diet of Japan
- Supreme Court
- Tokyo Stock Exchange
- Japan Patent Office
- Japan Federation of Bar Associations
- Financial Services Agency/Securities Exchange Surveillance Commission



Internship Program Provides International Experience

A part-time unpaid internship at a leading law firm or corporation in Tokyo will be arranged for each student registering for the Legal Practice in Japan course. The internship provides practical experience of the Japanese legal environment, making it a critical component of the “hands-on” approach of our program and the Tokyo experience.

It is nearly always the case that each exchange student obtains an internship in his or her top choice of category: Japanese law firm, foreign law firm, or corporate legal department.

“The Hitotsubashi exchange gave me a unique chance to understand so much more than the black letter framework of Japan’s legal system. I was immersed in the socio-cultural context of the law and had the opportunity to compare Japanese law and business practices to other countries. I also really enjoyed the opportunity to undertake an internship with a law firm in Tokyo, which provided an amazing window into the working life of Japanese and foreign lawyers.

If you are keen on a Japanese legal career, or if you would like to bring legal insights back to your home country, the Hitotsubashi exchange is the perfect way to experience life and the law in Japan.”

Alice Kennedy
Melbourne Law School

“Hitotsubashi’s exchange program was a great break from the usual studying and examination style back in Singapore. Instead of written exams, we had to write papers and give presentations on topics of our choice. As someone who learns better and more intuitively when learning about topics I’m personally interested in, this allowed me to gain a greater understanding of the subjects covered in class but on my own terms. It might seem daunting to have to write so many papers but rest assured that you’ll be able to handle it - we all did, and still had a great time.

The field trips were well-thought out and provided a greater understanding of different aspects of Japan’s corporate/ legal systems. The destinations were places we wouldn’t have been able to visit if the school didn’t plan for them.”

Emelia Kwa
Singapore Management University



“I greatly enjoyed my experience in Hitotsubashi’s business law program. The courses were well curated and my classmates were smart and diverse, representing the legal systems of at least seven different countries. Listening to and engaging with these global perspectives in class discussions focused on international business law topics was, for me, a truly invaluable and unique experience.”

Justin Sha
UC Hastings College of Law



“The program was outstandingly well organized to give students a great opportunity to learn more about Japanese law, also in comparison with other jurisdictions, from both a theoretical and practical point of view. In particular, the internship gave me the unique opportunity to observe the work of Japanese attorneys in my field of interest. I strongly recommend this program to anyone who is interested in Japanese law and the Japanese culture. It was an unforgettable experience for me!”

Svenja Schenck
Goethe University Frankfurt

Seminars and Other Events

Some professors arrange special opportunities to participate in outside seminars as part of their course content. Usually these are included in the syllabus distributed on the first day of classes, although sometimes they are added later. Students are expected to be flexible with their schedules and prioritize these opportunities.

When possible, students are also invited to attend other seminars (including some hosted by local law firms) and special guest lectures, as well as cultural or social events, further rounding out their exchange experience and introduction to the Tokyo legal community and life in Tokyo.

Exchange Agreements and Admission of Students

In principle, law schools that enter into agreements with HBL can send two students to participate in the Business Law Student Exchange Program each September-December semester. Each law school pre-selects and nominates up to two students for admission to HBL; those nominations will ordinarily be honored so long as the necessary documentation is received by March 31.

Students are expected to be self-funded or supported by scholarships from their home countries/schools. No financial assistance is available via HBL. HBL accepts a limited number of highly qualified independent students into its Business Law Student Exchange Program on a space available basis. HBL also sends students to its partner law schools in accordance with the terms of the particular exchange agreement.

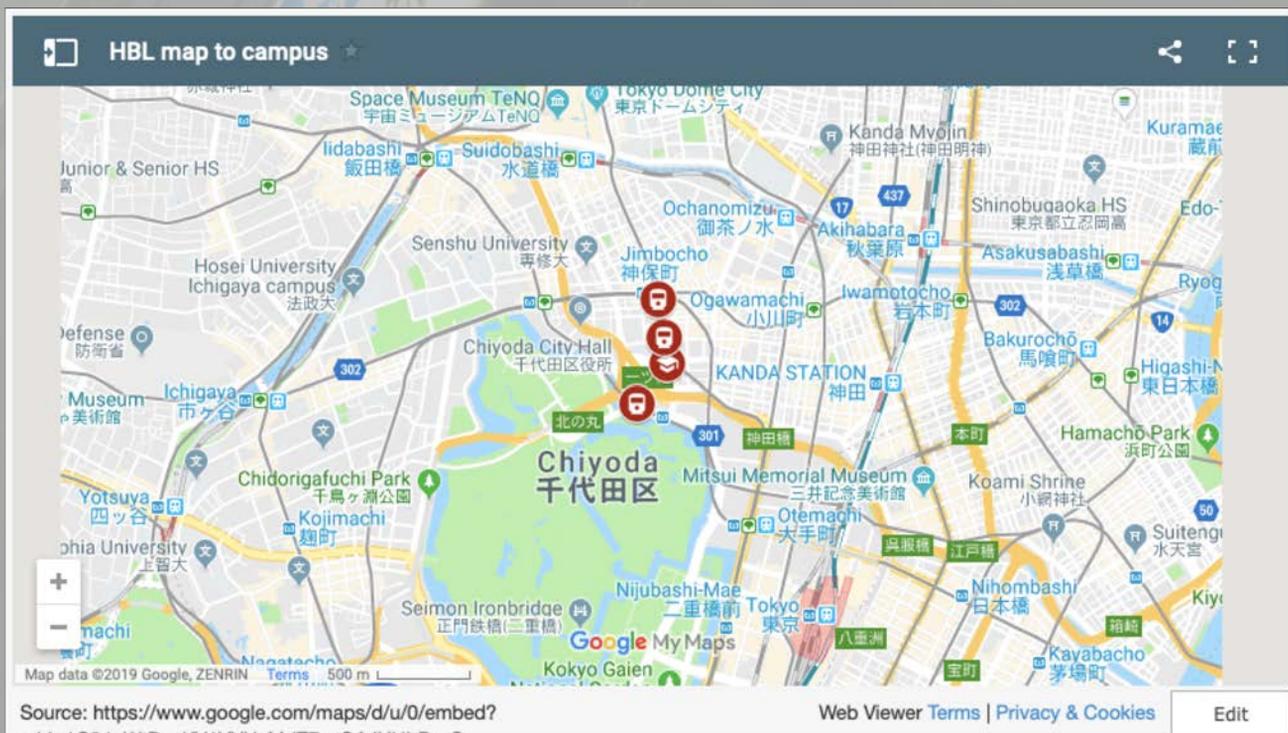
Full Year of Study

In addition to our regular one-semester study abroad program, HBL also offers a full load of Masters subjects in English during the spring semester. This creates the possibility of a full year of study at HBL to earn a double degree if allowed under the terms of an exchange agreement or otherwise approved. Please note that the one-semester study abroad program is only offered during the September-December semester; we are unable to accept students for a single semester of study during the April-July semester.

Housing Assistance

Finding short-term housing in Tokyo can be challenging and expensive. In the past, however, international students have been able to find suitable accommodation either on their own or with the support of HBL. A limited number of dormitory rooms near Hitotsubashi's Kunitachi campus (about one hour by train from the downtown campus) are usually available and many students pursue that option, which provides yet another element of Japanese university life and the Tokyo lifestyle.

The Location



Academic Calendar

Students are expected to arrive in Tokyo at the beginning of September. Following orientation, the 13-week semester begins in early September and concludes in mid-December, allowing students to return home before the year-end holiday season. Below is the tentative calendar (subject to change):

Date	Details
September 4 to September 10	Arrival in Japan
September 11 (Wed)	Dormitory Orientation for HBL Exchange Students (participation mandatory for dormitory residents)
September 12 (Thu)	Program Orientation, Welcome Lunch, Visit to Disaster Preparedness Center (participation mandatory)
September 13 (Fri)	Day Trip/Bicycle Tour of Kamakura (optional)
September 16 (Mon)	National Holiday (no regular classes)
TBA	Negotiation Seminar (participation mandatory)
September 17 (Tue)	First Day of Classes
September 23 (Mon)	National Holiday (regular classes are held)
October 14 (Mon)	National Holiday (regular classes are held)
November 4 (Mon)	National Holiday (regular classes are held)
December 16 (Mon)	Last Day of Classes
TBA	Final Class Party
December 20 (Fri)	Term Papers Due (unless earlier date set by instructor)

HBL offers predominately small-group classes and seminars in which students are expected to participate proactively. To facilitate participation by working professionals, who are the majority of HBL students, classes are taught in the evenings and on week-ends.

With the Global Business Law Program and the Business Law Student Exchange Program, HBL has extended its successful, innovative approach to address both the growing need in Japan for the development of internationally-minded business law professionals who can work effectively in English and the corresponding need to make Japanese and Asian business law and practice accessible to non-Japanese legal professionals.

To date, HBL has entered into student exchange programs with the Columbia University School of Law, University of California-Hastings College of Law, University of Frankfurt (Goethe University), Melbourne Law School, and Singapore Management University.



Credits and Course Load

A typical course load is six 2-credit subjects, providing students with 12 transferable credits. Classroom hours and instruction are normally sufficient for exchange students to obtain credit toward graduation from their home institutions, however the transfer of credits to home institutions is always subject to the policies and procedures of each institution.

Grading

Although assessment criteria are at the discretion of individual instructors, grading at HBL typically focuses on three elements: class participation, a research paper and class presentation of research--graded in roughly equal proportion--rather than on a single final exam. This grading method is particularly suited to learning through a combination of in-class interactions, in-depth research, and analytical writing.

Fall 2019 Schedule (tentative/subject to change)

TIME	MON	TUE	WED	THU
13:30 16:00		Most field trips will be scheduled during this time.		
16:00 17:45		Legal Practice in Japan (Credits: 2) (Beyer)		
18:20 20:05	Corporate Governance (Credits: 2) (Beyer)	International Dispute Resolution (Credits: 2) (Davis/Nonaka)	Intro to Japanese Business Law (Credits: 2) (Beyer)	Legal English (Credits: 2) (FitzGerald)
20:15 22:00	Japanese Securities Law (Credits: 2) (Martin)	International Entertainment Law (Credits: 2) (Rosen)		Corporate Law: Mergers and Acquisitions (Credits: 2) (Wilson/Yukevich)



“The Hitotsubashi business law program is a very well-arranged combination of theory, discussion with students from different jurisdictions, and practical insights. In addition to professional enrichment, this exchange program gives the possibility to get to know people from all around the world, who share the common interest in the culture and law system of Japan.

Especially the internships in Tokyo law firms offer outstanding first-hand experience. Participating in this program was a truly unique and unforgettable experience for me.”

Hans Trageser
Goethe University Frankfurt

Course Descriptions

In most semesters, 6 to 8 subjects are taught in English. Exchange students who require more than 14 transferable credits should consult the Program Director to find a suitable solution. Students interested in auditing business law courses taught in Japanese or attending Japanese language classes should inquire separately.

Comparative Corporate Governance

Instructor(s): Beyer

Credits: 2

Next Offered: **Fall 2019**

This course will examine systems of corporate governance from a comparative perspective. In considering the allocation of responsibility among corporate actors, we will focus on the following: (i) internal corporate mechanisms, particularly the function and duties of directors, (ii) outside market pressures, including institutional investors and the market for corporate control, and (iii) the role of non-shareholder stakeholders. Our study will include U.S., U.K., Japanese and German governance models as well as an examination of governance in selected transitional economies.

Comparative Labor/Employment Law

Instructor(s): Beyer/Nakakubo

Credits: 2

Next Offered: **Spring 2019**

This course examines the fundamentals of employment law, comparing primarily Japan and the U.S., with other jurisdictions informing the comparison from time to time. Beginning with an overview of the employment systems of Japan and the U.S., the course goes on to make comparisons specifically in a number of areas.

Corporate Law: Mergers and Acquisitions

Instructor(s): Wilson/Yukevich

Credits: 2

Next Offered: **Fall 2019**

This course introduces students to key legal aspects of mergers and acquisitions transactions between Japanese companies and foreign companies. We will look mainly at cross-border acquisitions of non-listed targets by Japanese companies (outbound), with some coverage of sales of or divestitures by Japanese companies to foreign buyers (inbound), and acquisitions of publicly-listed foreign companies. The course will have a practical orientation, with focus on how deals are actually negotiated and closed, and difficult issues resolved.

International Competition Law

Instructor(s): Smith et al

Credits: 2

Next Offered: **Spring 2019**

The purpose of this course is to teach students that antitrust laws have wide international implications. To be engaged in international business, it is essential that practitioners are aware that often antitrust laws of not just one country but several countries may be applicable and business persons should be aware of risks involved and be prepared to deal with them as cases arise.

International Contract Drafting

Instructor(s): Kilner/Shimamoto

Credits: 2

Next Offered: **Spring 2019**

This course helps prepare students to deal effectively with English language contracts, under both U.S. and U.K. law. The course is intended to be a practical, rather than theoretical survey, and actual contract provisions will be studied and practiced.

International Dispute Resolution

Instructor(s): Davis and Nonaka

Credits: 2

Next Offered: **Fall 2019**

This course will focus on selected topics in dispute resolution involving Japan and Asia, including the interpretation and drafting of contract provisions, dispute resolution procedures both within and outside Japan, and negotiation, litigation, and international commercial arbitration as means of resolving disputes. There will be a focus on real world case studies involving dispute resolution between Japanese and non-Japanese parties.

Course Descriptions (continued)

International Entertainment Law

Instructor(s): Rosen

Credits: 2

Next Offered: **Fall 2019**

This course will focus on the application of legal matters, such as contracts, torts, copyright and trademark, to the entertainment industry. A central concern of the course will be separating the artistic entity from the legal entity. The course will compare practices in the United States with those of the Japan and other countries, and consider whether a “global standard” exists in the world-wide entertainment market.

Introduction to American Business Law

Instructor(s): Beyer/Rosen

Credits: 2

Next Offered: **Spring 2019**

This course will provide both a general introduction to the American legal system and an introduction to U.S. business law. An American-style law school casebook will be used for the entire course.

Introduction to Japanese Business Law

Instructor(s): Beyer et al

Credits: 2

Next Offered: **Fall 2019**

To help equip students for transnational work involving Japan, this course will introduce the Japanese legal system and focus on how Japanese laws, regulations, and culture affect business transactions, and social issues related to business operations. Students will write a research paper, rather than take an exam, and students will give a presentation on their paper topics in class at the end of the semester.

Japanese Securities Law

Instructor(s): Martin

Credits: 2

Next Offered: **Fall 2019**

This course will provide an overview of securities law in Japan. It will examine the Financial Instruments Exchange Act and other laws and regulations to cover topics including the structure of the Japanese securities market, regulation of public offerings, public companies, investment companies and the securities business, as well as issues related to liability and enforcement for violations of securities laws.

Legal Aspects of IP Strategy

Instructor(s): Inge/Sagara

Credits: 2

Next Offered: **Spring 2019**

This course is designed to provide students a better understanding of the legal aspects of intellectual property (IP) in an international context. The course covers major issues and case studies in IP fields including patents, copyrights, trade secrets, and licensing. The course will also include a comparative law aspect. The entire course, to be conducted in English, is intended to be a practical, rather than theoretical survey.

Legal English

Instructor(s): FitzGerald

Credits: 2

Next Offered: **Fall 2019**

The aim of this course is to assist non-native English speakers in developing a confident understanding of legal concepts and terms in English and in communicating about law effectively in both written and spoken English. This course is intended to be practical and will address real challenges faced by non-native English speakers.

Legal Practice in Japan

Instructor(s): Beyer

Credits: 2

Next Offered: **Fall 2019**

This course will introduce students to legal practice in Japan through background readings and through guest lectures by a number of Japanese legal practitioners, such as practicing lawyers and members of corporate legal departments. This course is a prerequisite for students who wish to undertake an internship at a law firm or corporation in Japan.

Course Descriptions (continued)

Special Topics: Comparative Privacy Law

Instructor(s): FitzGerald

Credits: 2

Next Offered: **Spring 2019**

This course will provide students with an overview of privacy law and data protection principles, how nations interpret these principles, and the practical application of comparative privacy and data protection law in modern business. Students will develop an understanding of privacy law through examination of laws of Asian, European and North American nations, and gain an appreciation of how global privacy law and data protection continues to evolve.

Special Topics: Japanese Civil Law from a Comparative Perspective

Instructor(s): Sato

Credits: 2

Next Offered: *to be decided*

This course will provide a comparative overview of the law of contracts and torts, which are two of the main areas of civil law. With relevant Japanese civil law provisions and court decisions as a starting point, this course will examine civil law from a comparative perspective in relation to the law of the United States and other jurisdictions.

Directed Research

Instructor(s): HBL Faculty

Credits: 2

Next Offered: *to be decided*

A student who wishes to conduct research in English on a topic of Japanese or Asian law that is not covered by existing English course offerings may do so upon securing the agreement of an ICS faculty member to act as adviser to such independent research. In such case the student, in consultation with the faculty adviser, shall create a reading list on the topic and shall produce a written report to be submitted to the faculty adviser for evaluation and grading.



Faculty

Professors

Vicki L. Beyer, Director, Business Law Student Exchange Program/Associate Director, Global Business Law Program
Comparative employment law/Comparative corporate governance

University of Nebraska at Omaha (BA, 1980); University of Washington (MA, 1987); University of Washington School of Law (JD, 1990); Bond University (LLM, 1994)

Formerly Asst. Professor of Law at Bond University (1990-1994); Program Director and Assoc. Professor of Law at Temple University Law School Program in Japan (1994-2000); In-house lawyer (2000-2017).

Yuriko Inoue

Intellectual property law

University of Tokyo (BA, 1986), University of Tokyo (LLB, 1990)

Visiting Professor at the Institute of Information, Amsterdam University (2006, 2007-2008).

Masakazu Iwakura (Professor from Practice—senior partner at Nishimura & Asahi)

Mergers & Acquisitions

University of Tokyo (LLB, 1985); Harvard Law School (LLM, 1993)

Visiting Professor at Harvard Law School (2007, 2013)

Hiroya Nakakubo

Labor and employment law

University of Tokyo (LLB, 1980); Harvard Law School (LLM, 1990)

Visiting Scholar at University of Pennsylvania Law School (1989-1990), University of Washington Law School (1997), Cornell Law School (2010, and University of Glasgow (2013), and Visiting Professor at Goethe University Frankfurt (1999).

Chihiro Nunoi, Director, Global Business Law Program

Comparative corporate law

Hitotsubashi University (LLB, 1979); Hitotsubashi University (MA, 1981)

Visiting Scholar at Bonn University (1986-1987) and Munich University (1993-1994) in Germany.

Hiroyuki Ogawa, Associate Director, Global Business Law Program

Comparative financial regulation

University of Tokyo (LLB, 1997), Hitotsubashi University (PhD, 2003); Washington University (LLM 2004)

Zenichi Shishido

Comparative corporate governance

University of Tokyo (LLB, 1980); University of Tokyo (PhD, 2007)

Visiting Professor at Columbia Law School (1998-1999), Harvard Law School (2005). Visiting Professor at UC Berkeley (Boalt Hall) on an ongoing basis.

Masao Yoshimura

Taxation law

University of Tokyo (LLB, 1999)

Formerly taught at Yokohama National University (2002-2012)

Associate Professor

Junsuke Senbon

Patent law and policy

University of Tokyo (BS, 2002); University of Tokyo (MA, 2004); Toin University of Yokohama Law School (JD, 2009)

For full profiles of HBL faculty, please refer to the HBL website at

http://www.law.hit-u.ac.jp/bl/english/#anchor_faculty.

Adjunct Professors and Guest Speakers

- Paul Davis (Baker McKenzie) – International Dispute Resolution
- Evan M. FitzGerald (Attorney, Washington State) – Legal English, Comparative Privacy Law
- Ike Farida (Farida Law Office, Indonesia) – Asian Business Law
- Carrie Bee C. Hao (Romulo Law Office, Philippines) – Asian Business Law
- John Inge (Orrick, Herrington & Sutcliffe) – Legal Aspects of Intellectual Property Strategy
- Peter Kilner (Clifford Chance) – International Contract Drafting
- Uwani Martin (Natixis Japan Securities Co., Ltd.) – Japanese Securities Law
- Mitsuo Matsushita (Nagashima Ohno & Tsunematsu) – International Competition Law
- Takahiro Nonaka (DLA Piper) – International Dispute Resolution
- Anh Tuan Nguyen (LNT & Partners, Vietnam) – Asian Business Law
- Dan Rosen (Chuo University) – International Entertainment Law; American Business Law
- Yuriko Sagara (Nakamura Law & Patent Office) – Legal Aspects of Intellectual Property Strategy
- Chiaki Sato (Aoyama Gakuin University) – Civil Law from a Comparative Perspective
- Jeff Shimamoto (U-NEXT Co., Ltd.) – International Contract Drafting
- Allan Smith (RGA Reinsurance Co.) – International Competition Law
- Derek Wilson (Shartsis Friese LLP) – Mergers and Acquisitions
- Stan Yukevich (Morrison & Foerster) - Mergers and Acquisitions

For information on the Business Law Student Exchange Program, contact:

Professor Vicki L. Beyer
Program Director
Hitotsubashi University
Graduate School of Business Law
2-1-2 Hitotsubashi, Chiyoda-ku
Tokyo 101-8439 JAPAN

Tel. +81-3-4212-3140

Fax +81-3-4212-3149

E-mail: vicki.beyer@r.hit-u.ac.jp

