

NISHIMURA & PARTNERS (eds.), *Commercial Code of Japan*

Shôji Hômu KK (Tokyo 2004) 682 pp.; Yen 10,290; ISBN 4-7857-1128-0

For a couple of years now, corporate law in Japan has been in a state of constant reform. There have been annual, often twice-yearly amendments of the *Shôhō*, the Commercial Code, that encompasses most of the regulation of stock companies. This will sound familiar to readers in Germany, where the *Aktiengesetz*, the German Stock Corporation Act, is seen as a “constant reform” (*Reform in Permanenz*). Repeated revisions of central pieces of economic legislation may be a boon for legal scholars and may provide for a stable source of income for practicing attorneys. But those market participants who have to follow the ever-changing rules will probably be less enthusiastic about such relentless reforms. In any case, repeated substantive amendments of important laws are a nightmare for foreign investors and comparative lawyers if they depend – as most of them will in the case of Japan – on translations of those amended statutes into English or another Western language. Thus it is especially commendable that *Nishimura & Partners*, a major and internationally well-known Japanese law firm based in Tokyo, has made the effort to produce an in-house English translation of the Japanese Commercial Code¹ and the Special Audit Law.² According to the introduction, some 70 lawyers and staff of the firm participated, with *Akira Kosugi* and *Kazuhiro Takei* acting as executive editors.

The translation is based on the amended versions of the two laws in force on January 1, 2004.³ Later amendments not yet in force on that date are indicated by means of explanatory notes added to the relevant provisions. The translation is “limited” to the First Book (General Provisions) and the Second Book of the Commercial Code (Companies), *i.e.* to Articles 1 through 499. The Special Audit Law is translated in full. Especially convenient for the user is the fact that the translation of each article is complemented by a reprint of the Japanese text. An extensive translation glossary in alphabetical order, Japanese/English (pp. 643–662) as well as English/Japanese (pp. 663–682), is also a helpful tool.

1 Law No. 48/1899 (as amended).

2 The Law for Special Provisions for the Commercial Code Concerning Audits, etc. of Joint Stock Companies [*Kabushiki kaisha no kansa tō ni kansuru shōhō no tokurei ni kansuru hōritsu*], Law No. 22/1974 (as amended).

3 An earlier authoritative English translation of the Commercial Code can be found in: *Hiroshi Oda* (ed.) *Basic Japanese Laws* (Oxford 1997) pp. 213 *et seq.* (as of 1996); a careful and comprehensive German translation of the Commercial Code and the Special Audit Law is *Olaf Kliesow / Ursula Eisele / Moritz Bälz*, *Das japanische Handelsgesetz* (Cologne 2002) (as of January 1, 2002).

As is always the case with translations of legal texts, the translators had to make the difficult choice between an easy-to-read translation, using standard English legal terms and the common English syntax but forsaking precision, and a translation predominantly faithful to the terminology and syntax of the Japanese original but resulting sometimes in rather unusual grammatical and terminological constructions. In this book, for good reasons, the translators have basically decided on the latter alternative. But they have still managed to strike a good balance between precision and readability. The result is a very reliable translation of the occasionally highly complex corporate law provisions that can reflect concepts from different legal cultures.

If some of the articles demand a careful and probably repeated reading to grasp their meaning, this is not the fault of the translators. Instead, as can be easily seen when comparing the translation and the original wording, responsibility should lie with the Japanese law maker, obviously inclined to follow the unhappy international trend of formulating increasingly complex and lengthy provisions in contemporary statutes.

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