

BASIC RULES ON THE DUTIES OF PRACTICING ATTORNEYS

(Adopted at an Extraordinary General Meeting on November 10, 2004)

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The mission of an attorney is to protect fundamental human rights and realize social justice. To attain this mission, an attorney is granted freedom and independence in his or her duties, and is guaranteed a high degree of autonomy.

An attorney is socially responsible for being aware of ethics suitable for such mission and to discipline his or her behavior.

Therefore, in order to clarify the ethics and codes of conducts of practicing attorneys, we hereby declare the following basic rules in respect to an attorney's duties.

Chapter I. Basic Ethics

Article 1. (Awareness of Mission)

An attorney shall be aware that his or her mission is to protect fundamental human rights and realize social justice, and shall strive to attain this mission.

Article 2. (Freedom and Independence)

An attorney shall be free and independent in his or her duties.

Article 3. (Attorney Autonomy)

An attorney shall be aware of the significance of attorney autonomy and shall make efforts to sustain and develop this autonomy.

Article 4. (Protection of the Independence of the Judicial System)

An attorney shall protect the independence of the judicial system and strive to contribute to the sound development of the judicial system.

Article 5. (Fairness and Good Faith)

An attorney shall respect for the truth and be faithful and perform his or her duties fairly and in good faith.

Article 6. (Honor and Credibility)

An attorney shall value honor, maintain credibility, and at the same time endeavor to refine himself or herself and enhance the level of his or her culture.

Article 7. (Training)

An attorney shall endeavor to train and familiarize him or herself with laws and rules and legal practices.

Article 8. (Public Interest Activities)

An attorney shall endeavor to participate in and perform public-interest activities.

Chapter II. General Rules

Article 9. (Advertisement)

1. An attorney shall not provide false or misleading information in advertising or promoting his or her services.
2. An attorney shall not advertise or promote his or her services in a manner which would degrade his or her dignity as an attorney.

Article 10. (Solicitation of Prospective Client)

An attorney shall not solicit a prospective client or instigate litigation or a case for an unwarrantable purpose or in a manner which would damage his or her dignity.

Article 11. (Affiliation with Non Lawyers)

An attorney shall not obtain a referral of a matter from a person who is in violation of the provisions of Articles 72 through 74 of the Practicing Attorney Law or who is with reasonable grounds suspected of being in violation of these provisions, nor shall he or she employ the service of, or allow his or her name to be utilized by such person.

Article 12. (Restrictions on Sharing Fees)

An attorney shall not share fees for his or her services with anyone other than practicing attorneys or legal profession corporations, unless it is permitted to so under the laws, regulations or rules of the bar association to which the attorney belongs, or unless otherwise there is a justifiable cause.

Article 13. (Compensation for Referral of Client)

1. An attorney shall not pay any fees or any other compensation for a client referral.
2. An attorney shall not receive any fees or any other compensation for a client referral.

Article 14. (Promotion of Unlawful Conduct)

An attorney shall not promote any fraudulent transactions, violence, or any other similar violation of laws or unlawful conduct, nor shall he or she utilize such conduct.

Article 15. (Participation in Degrading Business)

An attorney shall not conduct any business which is against public order and morals or is degrading, participate in such business, or let his or her name be used for such business.

Article 16 (Maintaining Dignity in the Engagement in Business Operations)

An attorney who is engaged in business for profit or is a director, an executive officer, an officer performing other duties or an employee conducting business for profit shall not conduct undignified activities resulting from a preoccupation with the pursuit of profit.

Article 17. (Assignment of Right to the Subject Matter)

An attorney shall not receive any right in the subject matter of a dispute.

Article 18. (Storage of Case Records)

When storing or disposing of case records, an attorney shall take care to prevent confidential matters, privacy or other information from being leaked.

Article 19. (Supervision of Office Staff)

An attorney shall direct and supervise an employee, staff, legal apprentice or any other person who is involved in his or her practice so that such person would not engage in any illegal or improper activities, nor leak or otherwise use information which such person obtains in the course of activities in his or her law office.

Chapter III. Rules in Relation to Clients

Section 1

General Rules

Article 20. (Freedom and Independence in Relation to Clients)

An attorney shall strive to maintain his or her freedom and independence when taking a matter and handling it.

Article 21. (Realization of a Client's Legitimate Interest)

An attorney shall follow the dictates of his or her conscience and endeavor to realize his or her client's legitimate interest.

Article 22. (Respect for Wishes of the Client)

1 An attorney shall, when he or she performs duties, respect the wishes of the client with regard to the purpose of the mandate.

2 An attorney shall endeavor, in the event a client is unable to express his or her wishes due to illness or other circumstances, to take appropriate steps to confirm the wishes of the client.

Article 23. (Maintenance of Confidentiality)

An attorney shall not disclose or utilize, without due reason, confidential information of a client which is obtained in the course of his or her practice.

Article 24. (Legal Fees)

An attorney shall present appropriate and reasonable fees, considering the economic benefit, difficulty of the case, time and labor and other circumstances.

Article 25. (Loan Between an Attorney and a Client)

Unless warranted by special circumstances, an attorney shall not borrow from nor lend money to a client, request a client to guarantee his or her debt, nor shall he or she guarantee a client's debt.

Article 26. (Dispute With a Client)

An attorney shall endeavor to maintain a fiduciary relationship with a client and to avoid any dispute with the client. In case of a dispute with a client, the attorney shall attempt to settle it through the dispute mediation committee of the bar association to which he or she belongs.

Section 2 Rules on Matters Which May Not Be Handled

Article 27. (Matters Which May Not Be Handled)

An attorney shall not undertake any of the following matters, except where the client of a matter described in item 3 consents to the undertaking:

- (1) A matter in which the attorney assisted the opposite party in the consultation requested, or accepted a mandate from the opposite party.

- (2) A matter in which the attorney was consulted by the opposite party and the extent and form of the consultation was considered to be based upon a fiduciary relationship.
- (3) A matter for which consultation is by a party which is the opposite party of another matter in which the attorney is engaged.
- (4) A matter which the attorney handled in the past as a public servant.
- (5) A matter in which the attorney is involved as a person who conducts arbitration, mediation, settlement or arrangement or other forms of alternative dispute resolution proceedings.

Article 28. (Matters Which May Not Be Handled)

In addition to the provisions of the preceding Article, an attorney shall not undertake any of the following matters, except where (i) the client of a matter described in items 1 or 4 consents to the undertaking, (ii) the client and the opposite party of a matter described in item 2 consent to the undertaking, or (iii) the client and the other client of a matter described in item 3 consent to the undertaking.

- (1) A matter in which the opposite party is a spouse, lineal relation, sibling or cohabiting relative.
- (2) A matter in which the opposite party is a client of the attorney in another case or the attorney has agreed to provide continuous legal advice.
- (3) A matter where the interests of the client conflict with those of another client.
- (4) A matter where the interests of the client conflict with economic interests of the attorney.

Section 3 Rules on Accepting Cases

Article 29. (Explanation Upon Acceptance of a Matter)

- 1. When accepting a matter, an attorney shall explain appropriately to the client the outlook for the case, handling of the matter and the attorney's fees and costs based on the information obtained from the client.
- 2. An attorney shall not offer assurances or guarantees to the client regarding the positive outcome of a case.
- 3. An attorney shall not take a matter by pretending that there is a fair chance of achieving the result expected by the client, if such result is unlikely.

Article 30 (Obligation to Prepare a Written Mandate)

- 1 When accepting a case, an attorney shall prepare a written mandate including an item detailing the attorney's fee; provided, however, if circumstances prevent an attorney from preparing a written mandate, the mandate may be written when such circumstances cease.
- 2 Notwithstanding the preceding paragraph, it is not necessary to prepare a

written mandate if the matter involves mere legal consultation or preparation of a simple document or the matter is based on a retainer or other continuing agreement, or otherwise there is a reason.

Article 31. (Taking an Illegitimate Matter)

An attorney shall not take a matter if an objective of the mandate or the manner in which the matter is handled is clearly illegitimate.

Article 32. (Possibility of Adverse Effect)

If an attorney has more than two clients who are parties to the same matter and there is a possibility of a conflict of interests between them, the attorney shall notify each of such clients that the attorney may withdraw from the representation and there may be other adverse effects on their interests.

Article 33. (Explanation of Legal Aid System)

An attorney shall endeavor to protect a client's right to trial by instructing the client, depending on the cause, of the Legal Aid System, the Litigation Aid System and other systems which are designed to protect indigent people.

Article 34. (Notification of Whether or Not to Take a Matter)

An attorney shall notify a client without delay whether or not he or she will take a matter.

Section 4 Rules on Handling Cases

Article 35. (Proceeding with a Matter)

After taking a matter, an attorney shall commence promptly and proceed with it without delay.

Article 36. (Reporting Progress of a Matter)

An attorney shall report to a client the progress of a matter and any matters which may affect the outcome of the matter, if necessary, and handle the matter by consulting with the client.

Article 37 (Research on Laws and Regulations)

1 An attorney shall not neglect to conduct the necessary research of laws and regulations in the handling of any matter.

2 An attorney shall endeavor to conduct all necessary and possible research on the facts in the handling of any matter.

Article 38 (Storage of Deposited Funds)

In the event an attorney receives a sum of money from the client, the opposite party or any other party relating to a matter, this sum shall be separated from the attorney's own funds, storing it, and keeping records of its condition, in such way that clearly

shows the sum is a deposit.

Article 39 (Storage of Deposited Items)

In the event an attorney receives documents or other items from the client, the opposite party or any other party relating to a matter, these shall be stored with the care of a good manager.

Article 40. (Participation of Another Attorney)

An attorney shall not unreasonably prevent his or her client from engaging another attorney or legal profession corporation for any matter which he or she is handling.

Article 41. (Conflict of Opinion Between Attorneys)

When there is a conflict of opinion between attorneys or legal profession corporations who jointly represent a client in relation to a matter and such conflict may be prejudicial to the client, such situation shall be notified to the client.

Article 42 (Measures after Start of Work)

If an attorney represents two or more clients in relation to a matter which may involve a potential conflict of interests between the clients and if such conflict actually emerges after work is started, the attorney shall promptly notify each of the clients about the situation and resign or take other appropriate steps according to the case.

Article 43. (When an Attorney and a Client Lose Confidence in One Another)

When an attorney and a client lose confidence in one another and if it is extremely difficult to restore such confidence, the attorney shall promptly explain the situation to the client and resign or take other appropriate steps according to the case.

Section 5 Rules on Completing Cases

Article 44 (Explanation of Case Outcome)

Upon the completion of the mandate of any matter, an attorney shall provide the client with an explanation of the status of handling the case and its outcome without delay, including legal advice when necessary.

Article 45. (Return of Money and Other Valuables)

An attorney shall, upon completion of the mandate, pursuant to the agreement with the client, settle any money and return to the client any money and property in the custody of the attorney concerning the matter.

Chapter IV Rules on Criminal Defense

Article 46. (Mental Attitude toward Criminal Defense)

An attorney shall strive to provide at all times the best defense to a suspect or a defendant to protect such person's interests and legal rights in light of their rights to a defense being guaranteed.

Article 47 (Obtaining Interviews and Release from Physical Confinement)

An attorney shall endeavor to secure necessary interview opportunities with suspects and defendants and their release from physical confinement.

Article 48 (Explanation of the Right to a Defense)

An attorney shall provide suspects and defendants with the necessary explanations and advice regarding the right to remain silent and other rights to a defense, endeavoring to take necessary measures against unlawful or undue restrictions of the right of a suspect and defendant to a defense and the right of the criminal counsel to a defense.

Article 49. (Fee for a Public Defender)

1. An attorney as a public defender shall not accept any compensation or fee from a defendant or other interested parties.
2. When assigned as a public defender, an attorney shall not cause the defendant or another interested party to retain him or her as a private defender in the same matter unless otherwise provided in the rules and regulations of the Japan Federation of Bar Associations or the bar association to which he or she belongs.

Chapter V Rules for In-house Attorneys

Article 50 (Maintaining Independence)

An attorney (hereinafter referred to as "**in-house attorney**") that is a staff member or employee or is engaged as a director, board member or other officer of a government office or public/private organization (excluding legal profession corporations, hereinafter referred to as "**organization**") shall remain aware of the mission as an attorney in addition to the freedom and independence that are the essence of this mission, while endeavoring to perform duties according to his or her conscience.

Article 51 (Duty to Take Appropriate Action toward Illegal Actions)

If, in the course of performing his or her duties, an in-house attorney gains knowledge of a person within the organization performing or attempting to perform an action in violation of any law in the course of that person's duties, the in-house attorney shall provide full disclosure or a recommendation to the head of the department of the offending person or of the in-house attorney, the head of the organization, the board of directors, governing body or other superior organization, or take other appropriate steps within the organization.

Chapter VI. Rules in Relation to Opposite Parties

Article 52. (Direct Negotiation with the Opposite Party)

An attorney shall not contact or negotiate directly with an opposite party who is represented by an attorney or other lawful agent, without the consent of such attorney or agent or without due reason.

Article 53. (Deriving Benefit From the Opposite Party)

An attorney shall not derive benefit from or be entertained by the opposite party in connection with a matter, nor shall he or she demand or be promised such.

Article 54. (Giving Benefit to the Opposite Party)

An attorney shall not give benefit to or entertain the opposite party, nor shall he or she offer such.

Chapter VII Rules on Joint Offices

Article 55 (Responsibilities of Managing Attorneys)

In cases where two or more attorneys operate offices jointly other than by way of a legal profession corporation (these offices are hereinafter referred to a “**joint offices**”), the attorney having the authority to supervise an attorney who belongs to the joint offices (such attorney is referred to as a “**member attorney**”) shall endeavor to take necessary steps to ensure that such member attorney complies with these rules.

Article 56 (Confidentiality)

A member attorney shall not divulge or use confidential information regarding the clients of other member attorneys obtained through the performance of his or her duties without justifiable cause. This also applies after the attorney is no longer a member attorney.

Article 57 (A Matter Which May Not Be Handled)

A member attorney shall not undertake any matter which other member attorneys (including former member attorneys) may not undertake due to the provisions of Article 27 and Article 28, except where there is a reason that the member attorney can maintain impartiality.

Article 58. (A Matter Which May Not Be Handled - After Taking a Matter)

If a member attorney learns, after taking a matter, that the circumstances come under the preceding Article, he or she shall notify the client, without delay, of such circumstances and resign or take other appropriate steps according to the case.

Article 59 (Maintaining Case Information)

In order to prevent acceptance of matters which an attorney may not handle, a member attorney shall work with the other member attorneys and endeavor to maintain lists of clients, opposite parties and case names and to take other necessary measures.

Article 60 (Application Mutatis Mutandis to Joint Offices with *Gaikokuho-jimu-bengoshi*)

The provisions of this chapter shall be applied mutatis mutandis in cases where an attorney operates offices jointly with *gaikokuho-jimu-bengoshi*. In such cases, “two or more attorneys” in Article 55 shall be read as “an attorney and a *gaikokuho-jimu-bengoshi*” and “an attorney who belongs to the joint offices (such attorney is referred to as a “member attorney)” in Article 55 shall be read as “a *gaikokuho-jimu-bengoshi* who belongs to the joint offices (such *gaikokuho-jimu-bengoshi* is referred to as a “member *gaikokuho-jimu-bengoshi*)” and “member attorney” in Article 55 shall be read as “member *gaikokuho-jimu-bengoshi*” and “other member attorneys” in Articles 56 through 59 shall be read as “other member *gaikokuho-jimu-bengoshi*” and “Article 27 and Article 28” in Article 57 shall be read as “Article 27 and Article 28 as applied by virtue of Article 30-2 of the Basic Rules Concerning Foreign Special Members”.

Chapter VIII Rules on Legal Profession Corporations

Article 61 (Responsibilities of Partners)

An attorney that is a partner of a legal profession corporation shall endeavor to ensure that other partners and attorneys employed by the corporation (hereinafter referred to as “staff attorneys”) and *gaikokuho-jimu-bengoshi* employed by the corporation comply with these rules.

Article 62 (Confidentiality)

A staff attorney shall not divulge or use confidential information regarding the clients of the legal profession corporation, other staff attorneys or *gaikokuho-jimu-bengoshi* employed by the corporation obtained through the performance of their duties without justifiable cause. This also applies after an attorney is no longer a staff attorney.

Article 63 (Matters Which May Not Be Handled)

A staff attorney (including any former staff attorney in cases 1 and 2) shall not undertake any of the following matters, except where the client of the legal profession corporation of a matter described in item 4 consents to the undertaking:

- (1) A matter in which his or her legal profession corporation assisted the

opposite party in the consultation requested, or accepted a mandate from the opposite party, and in which he or she was involved while a staff attorney.

- (2) A matter in which his or her legal profession corporation was consulted by the opposite party and the extent and form of the consultation was considered to be based upon a fiduciary relationship, and in which he or she was involved while a staff attorney.
- (3) A matter in which his or her legal profession corporation is engaged by the opposite party.
- (4) A matter for which consultation is by a party which is the opposite party of another matter in which the legal profession corporation is engaged (limited to cases in which such staff attorney himself or herself is involved).

Article 64 (Matters Which May Not Be Handled Based on Relationship With Other Staff Attorneys)

1. A staff attorney shall not undertake any matter in case another staff attorney would not be able to undertake the matter pursuant to the provisions of Article 27, Article 28, Article 63(1) or 63(2), except where there is a reason that such staff attorney may maintain impartiality.

2. A staff attorney shall not undertake any matter in case a *gaikokuho-jimu-bengoshi* employed by the legal profession corporation would not be able to undertake the matter pursuant to the provisions of Article 27, Article 28, Article 63(1) or 63(2) as applied by virtue of Article 30-2 of the Basic Rules Concerning Foreign Special Members, except where there is a reason that such staff attorney can maintain impartiality of practice.

Article 65 (Matters Which May Not Be Handled By Legal Profession Corporation)

A legal profession corporation shall not undertake any of the following matters, except where (i) the client of a matter described in item 3 consents to the undertaking or (ii) the number of partners unable to handle a matter described in item 5 is less than half the total number of partners of that legal profession corporation and there is a reason that the legal profession corporation can maintain impartiality of operations:

- (1) A matter in which the legal profession corporation assisted the opposite party in the consultation requested, or accepted a mandate from the opposite party.
- (2) A matter in which the legal profession corporation was consulted by the opposite party and the extent and form of the consultation was considered

to be based upon a fiduciary relationship.

- (3) A matter in which the legal profession corporation is consulted by the opposite party of another matter in which the legal profession corporation is engaged.
- (4) A matter in which any staff attorney or *gaikokuho-jimu-bengoshi* employed by the legal profession corporation is engaged by the opposite party.
- (5) A matter which a staff attorney may not undertake pursuant to the provisions of Article 27, Article 28, Article 63(1) or 63(2).

Article 66 (Matters Which May Not Be Handled By Legal Profession Corporation)

In addition to the provisions of the preceding Article, a legal profession corporation shall not undertake any of the following matters, except where (i) the client and the opposite party of a matter described in item 1 consent to the undertaking, (ii) the client and the other client of a matter described in item 2 consent to the undertaking, or (iii) the client of a matter described in item 3 consents to the undertaking.

- (1) A matter in which the opposite party is a client of the legal profession corporation in another case or the legal profession corporation has agreed to provide continuous legal advice.
- (2) A matter where the interests of the client conflict with those of another client.
- (3) A matter where the interests of the client conflict with economic interests of the legal profession corporation.

Article 67 (Matters Which May Not Be Handled By Legal Profession Corporation - After Taking a Matter)

1 If a staff attorney learns, after taking a matter, that the circumstances come under Article 63(3), he or she shall notify the client, without delay, of such circumstances and resign or take other appropriate steps according to the case.

2 If a legal profession corporation learns, after taking a matter, that the circumstances come under Article 65(4) or (5), it shall notify the client, without delay, of such circumstances and resign or take other appropriate steps according to the case.

Article 68 (Maintaining Case Information)

In order to prevent acceptance of matters which a legal profession corporation may not handle and to prevent acceptance of matters which its staff attorneys or *gaikokuho-jimu-bengoshi* employed by it may not handle, the legal profession corporation shall endeavor to maintain lists of clients, opposite parties and case names

of matters handled by it, staff attorneys and *gaikokuho-jimu-bengoshi* employed by it and to take other necessary measures.

Article 69 (Mutatis Mutandis Application)

The provisions of Chapters I through III (excluding Articles 16, 19, 23, and Chapter III Section 2), Chapter VI, and Chapters IX through XII shall be applied mutatis mutandis to a legal profession corporation.

Chapter IX. Rules in Relation to Other Attorneys

Article 70. (Respect of Honor)

An attorney shall respect honor and trust with another attorney, legal profession corporation and *gaikokuho-jimu-bengoshi* (hereinafter “legal professional”).

Article 71. (Entrapping Another Lawyer)

An attorney shall not entrap another legal professional in contravention of fair business practices or trust.

Article 72. (Intervention with Another Matter)

An attorney shall not attempt to intervene in a matter which another legal professional has already taken.

Article 73. (Dispute Among Attorneys)

An attorney shall attempt to settle any disputes with other legal professionals amicably through mutual consultation or the dispute mediation committee of a bar association.

Chapter X. Rules in Relation to Court Cases

Article 74. (Fair Trial and Proper Procedure)

An attorney shall endeavor to realize a fair trial and proper procedure.

Article 75. (Enticement of Perjury)

An attorney shall not entice a witness into committing perjury or making a false statement, nor shall he or she submit false evidence.

Article 76. (Delay in Judicial Proceedings)

An attorney shall not cause any delay in judicial proceedings by negligence or for illegitimate purposes.

Article 77. (Personal Relations with Public Figure)

An attorney shall not use his or her personal relations with a judge, prosecutor or another public servant involved in court proceedings in handling any matter.

Chapter XI. Rules in Relation to Bar Association

Article 78. (Observance of the Practicing Attorney Law, etc.)

An attorney shall observe the Practicing Attorney Law, rules, regulations and resolutions of the Japan Federation of Bar Associations and the bar association to which he or she belongs.

Article 79. (Handling the Entrusted Matter)

An attorney may not, without due reason, decline any matters which are entrusted to him or her by the Japan Federation of Bar Associations, the bar association to which he or she belongs, or the federation of such bar association established by Article 44 of the Practicing Attorney Law.

Chapter XII. Rules in Relation to Government Authorities

Article 80. (Matters Referred by Government Authorities)

An attorney shall not, without due reason, decline matters which have been referred to him or her by government authorities pursuant to laws, rules and ordinances.

Article 81. (Limitation in Acceptance of Referrals)

An attorney shall not accept matters which have been referred to him or her by government authorities if such an acceptance may keep him or her from maintaining fairness in his or her duties.

Chapter XIII. Policy on Application of Interpretations

Article 82 (Policy on Application of Interpretations)

1 In consideration of diversity and individuality of the duties of attorneys, these rules shall be interpreted and applied so as not to impair the freedom and independence of attorneys. Article 5 should be interpreted and applied in relation to criminal defense so as not to jeopardize the right of suspect or defendant to a defense and the right of the criminal counsel to a defense.

2 The provisions of Chapter 1, Article 20 through Article 22, Article 26, Article 33, Article 37-2, Article 46 through Article 48, Article 50, Article 55, Article 59, Article 61, Article 68, Article 70, Article 73 and Article 74 shall be interpreted and applied as guideline illustrating attorneys' best practices.

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