

※ Please note that if you use this Form (English) as a document certifying the matters to be pledged under the Basic Rules concerning Foreign Special Members Article 11- 4, please make sure to also attach a Japanese translation with a translation certificate. Submission of English form without the translation and translation certificate will not be accepted.

【Sample】 California, U.S.A

(For JFBA Use)

Date: **/**/20**

To: The President, The Japan Federation of Bar Associations

Name of Applicant/Reporting Gaikokuho-Jimu-Bengoshi: John Smith

CERTIFICATE

In relation to the foreign corporation, association or other entity (“**Foreign Entity**”) to which the above-mentioned [applicant / reporting gaikokuho-jimu-bengoshi] belongs, the purpose of which is, or includes, the provision of legal services, the undersigned hereby certifies as follows:

1. Name of Foreign Entity (in original language using Roman alphabet and Katakana):

In original language or

in Roman alphabets: E&F LLP

In Katakana: イーアンドエフ エルエルピー

2. (i) Jurisdiction in which the Foreign Entity is located:

California, U.S.A

(ii) Jurisdiction of qualification of [applicant / reporting gaikokuho-jimu-bengoshi]:

California, U.S.A

3. Equity interest and voting rights of non-lawyers in the Foreign Entity

(1) Outline of legal framework (Tick one of A to D below)

Under applicable law, bar association or law society rules or other rules or regulations of the jurisdiction in which the Foreign Entity is located (“**Applicable Rules**”), a corporation, association or other entity located in that jurisdiction whose purpose is, or includes, the provision of legal services (a “**Law Firm**”):

(A) is not permitted to grant equity interest or voting rights to non-lawyers¹.

The relevant Applicable Rules are:

California Rules of Professional Conduct, Rule 5.4

Accordingly, no equity interest or voting rights are currently granted by the Foreign Entity to such non-lawyers.

→ Go to Section 4

¹ Non-lawyers as defined in Article 11-2, Item 1 of the JFBA’s Basic Rules for Duties of Gaikokuho-jimu-bengoshi, i.e., those who are neither bengoshi nor foreign lawyers. The same applies elsewhere in this Certificate.

- (B) is permitted (subject to obtaining the requisite licenses, permits, etc.²) to grant equity interest or voting rights to non-lawyers who are **not engaged** in the services³ of the Law Firm.

The relevant Applicable Rules are:

Furthermore, a Law Firm is permitted (subject to obtaining the requisite licenses, permits, etc.²) to grant equity interest or voting rights to non-lawyers who are **engaged** in the services of the Law Firm up to _____ %.

The relevant Applicable Rules are:

→ *Go to Sub-section (2)*

- (C) is not permitted to grant equity interest or voting rights to non-lawyers who are **not engaged** in the services of the Law Firm.

The relevant Applicable Rules are:

However, a Law Firm is permitted (subject to obtaining the requisite licenses, permits, etc.²) to grant equity interest or voting rights to non-lawyers who are **engaged** in the services of the Law Firm up to _____ %.

The relevant Applicable Rules are:

→ *If the percentage is less than 50%, go to Section 4; if 50% or more, go to Sub-section (3)*

- (D) As described in attachment⁴

→ *Go to Sub-section (2) or (3) as applicable*

(2) Equity interest or voting rights of non-lawyers who are not engaged in the services of the Foreign Entity (Tick one of (B-1) to (B-4) below.)

- (B-1) No equity interest or voting rights are granted to non-lawyers who are **not engaged** in the services of the Foreign Entity because it is not permissible under the Applicable Rules.
- (B-2) No equity interest or voting rights are granted to non-lawyers who are **not engaged** in the services of the Foreign Entity because it is not permissible under the _____⁵ of the Foreign Entity.
- (B-3) Whist it is permissible under the _____⁵ of the Foreign Entity to grant equity interest or voting rights to non-lawyers who are **not engaged** in the services of the Foreign Entity, no equity interest or voting rights are currently granted by the Foreign Entity to such non-lawyers.

² Delete if there is no such requirement.

³ Services as provided for in Article 11-2, Item 1 of the JFBA's Basic Rules for Duties of Gaikokuho-jimu-bengoshi, i.e., including services other than the provision of legal services as may be permitted as the purpose of the Law Firm under the laws of the jurisdiction in which the Law Firm is located. The same applies elsewhere in this Certificate.

⁴ If none of (A) to (C) applies to your jurisdiction, describe the legal framework relating to the grant of equity interest or voting rights to non-lawyers in your jurisdiction in a separate sheet and attach it to this Certificate. The same applies elsewhere in this Certificate.

⁵ Specify the basis, such as articles of association, partnership agreement or licenses held, etc. The same applies elsewhere in this Certificate.

(B-4) As described in attachment⁴

→ If the percentage of equity interest or voting rights that may be granted to non-lawyers who **engage** in the services of a Law Firm under the Applicable Rules (as you described in (B) or (D) in Sub-section (1) above) is less than 50%, go to Section 4; if 50% or more, go to Sub-section (3)

(3) Equity interest or voting rights of non-lawyers who are engaged in the services of the Foreign Entity (Tick one of (C-1) to (C-4) below, then go to Section 4.)

(C-1) No equity interest or voting rights of 50% or more are granted to non-lawyers who are **engaged** in the services of the Foreign Entity because it is not permissible under the _____⁵ of the Foreign Entity.

(C-2) Whilst it is permissible under the _____⁵ of the Foreign Entity to grant equity interest or voting rights of 50% or more to non-lawyers who are **engaged** in the services of the Foreign Entity, no equity interest or voting rights of 50% or more are currently granted by the Foreign Entity to such non-lawyers.

(C-3) Whilst 50% or more of the equity interest or the voting rights are currently held by non-lawyers who are **engaged** in the services of the Foreign Entity, control by foreign lawyers⁶ is structurally and effectively secured due to the following reason(s)⁷:

Reasons:

(C-4) As described in attachment⁴

→ Go to Section 4

4. The Foreign Entity is not an entity that is deemed as being at risk of impairing the independence of the duties of gaikokuho-jimu-bengoshi due to the involvement of non-lawyers in the Foreign Entity.

Position and Title of the undersigned at the Foreign Entity

Position: In original language or Roman alphabets: **Partner**

In Katakana: **パートナー**

Title: In original language or Roman alphabets: **Managing Partner**

In Katakana: **マネージングパートナー**

By virtue of my above-mentioned position and title at the Foreign Entity, I am authorized to certify the above in relation to the Foreign Entity, and I hereby certify the above pursuant to such authority.

Signature: **Mary Jones**

Name: **Mary Jones**

⁶ As defined under Article 2, Item 2 of the Act on Special Measures concerning the Handling of Legal Services by Foreign Lawyers, i.e., a person whose professional duties are to provide legal services as a practice in a foreign jurisdiction (in the case of federal states stipulated by Ministry of Justice Order, its constituent unit such as a state, territory and others stipulated by Ministry of Justice Order) and who is equivalent to a bengoshi.

⁷ In the space for Reasons (or on a separate sheet if necessary), describe the basis, such as provisions of Applicable Rules, articles of association, partnership agreement or licenses held, etc.