



Counsel

Masashi Kitamura

Osaka Bar Association, Japan Federation of Bar Associations (2025)

Location

Osaka Office

Practice Areas

Corporate and M&A

General Corporate Practice / Corporate Litigations, Disputes and D&O Liabilities / M&A, Reorganization, and Business Alliance / Private Equity / Corporate Governance/Shareholders Meeting / Venture and Startup Support / ESG and Sustainability

Professional Summary

Since April 1988 to the present, I have given lectures on the Companies Act and the Commercial Code at Osaka City University (currently, Osaka Metropolitan University), Kyoto University and Kansai University, and also have been engaged in various studies of corporate law. I would like to work on various issues concerning corporate law practice by making use of the experience I have cultivated as a researcher in the field of corporate law.

Education & Professional Experience

April 2023 to the present

Professor, School of Law, Kansai University, and Professor Emeritus, Kyoto University

October 2021

Vice-President (for Legal Affairs and Compliance), Kyoto University

April 2017

Assistant to the Executive Vice-President (for General Affairs), Kyoto University

April 2004

Professor, Graduate School of Law, Kyoto University

July 2003

Kyoto University (LL.D)

April 2000

Professor, Graduate School of Law, Osaka City University

April 1988

Assistant Professor, Faculty of Law, Osaka City University

March 1988

Withdrawal with Research Guidance Approval (Kenkyu Shido Nintei Taigaku), Doctoral Program, Graduate School of Law, Kyoto University

March 1983

Kyoto University (LL.B.)

Activities

April 2002 - November 2005

Examiner of (conventional) bar examination

December 2007 - February 2012
Examiner of the certified public accountant examination

May 2008-
Director, The Air Law Institute of Japan

October 2008 - March 2012, October 2014 - October 2016
Director, Japan Association of Private Law

May 2009 - March 2012
Committee member, Research Project on Audit System in the Asia-Pacific Region, the Research and Training Institute of the Ministry of Justice

December 2012 – March 2015
Committee member, Research Project on System for Disclosure of Corporate Information in the Asia-Pacific Region, the Research and Training Institute of the Ministry of Justice

October 2013 – November 2018
Examiner of the bar and preliminary bar examinations

November 2015 – November 2021
Committee member, Research Project on Corporate Law Practice in the Asia-Pacific Region, the Research and Training Institute of the Ministry of Justice

April 2017 – February 2019
Member, Corporate Law Subcommittee (Related to Corporate Governance, etc.), the Legislative Council of the Ministry of Justice

August 2019 - July 2020
Member, “ Study Group on the Processes of General Shareholders Meeting in the New Era, ” the Ministry of Economy, Trade and Industry

April 2025 –
Member, Corporate Law Subcommittee (Related to Shares, Shareholders Meetings, etc.), the Legislative Council of the Ministry of Justice

Publications

2025	Q&As concerning the Practice of the Companies Act I (Vol. 1 & 2) to VII
2023	Proposal by Shareholders of an Agenda Item for Election of Directors and Cumulative Voting
2023	Validity of Transfer of Shares with Restriction on Transfer Without Approval of the Company – Consideration of Relative Theory and Valid Theory
2022	Companies Act Case Exercise Materials 4th edition
2022	Standard Commercial Code I: General Provisions/Commercial Transactions Law of the Commercial Code 2nd edition
2021	Amendment of the Companies Act in 2019 (3) – Remuneration of Directors, etc.
2021	Issues in the Revision of the System of Organs in Stock Companies
2020	Virtual Shareholders Meetings and Shareholders ’ Right to Participate in the Proceedings,
2020	Meaning of the Exercise of Voting Rights in Advance of a Shareholders Meeting and ‘ Attendance ’ Thereat – Based on the Judgment of the Tokyo High Court rendered on October 17, 2019
2020	Establishment of the System to Electronically Provide Materials for Shareholders Meetings
2020	Delivery of Shares
2020	Protection of Creditors and Principle of Good Faith and Fair Trading in Company Split – With Reference to the Supreme Court ’ s Decision rendered on January 19, 2017
2018	Consideration of the System of Organs in General Incorporated Associations – Memorandum for Comparative Study with Stock Companies
2018	Digitalization of Shareholders Meetings
2018	Standard Commercial Code I: General Provisions/Commercial Transactions Law of the Commercial Code
2017	Consideration of the System of Organs in General Incorporated Associations
2016	Corporate Governance Code

2016	Case Study: Companies Act
2015	Fraudulent Company Split and Protection of Creditors
2015	Protection of Shareholders of the Parent Company
2015	Protection of Creditors in Company Split, etc.
2015	Introduction to the Modern Companies Act 4th edition
2015	Primary Companies Act 4th edition
2014	Trends in Corporate Governance and the Amendment of the Companies Act
2013	Abusive Company Split and Right to Demand Revocation of a Fraudulent Act (Vol. 1 & 2)
2011	Supreme Court ' s Decision in the Rakuten vs. TBS Case concerning Determination of the Stock Purchase Price and the Reference Time for the Calculation of a Fair Price
2010	Primary Commercial Code General Provisions/Commercial Transactions Law 3rd edition
2009	Headhunting of Employees and Directors ' Duty of Loyalty
2009	Competitive Transactions/Transactions Involving Conflict of Interest and Directors
2007	Companies Act Case Exercise Materials
2007	Introduction to the Modern Companies Act
2004	Primary Commercial Code General Provisions/Commercial Transactions Law
2002	Primary Companies Act
2000	Non-competition obligation of Directors

Awards

January 2001
Osumi Kenichiro Award (Charitable Trust Osumi Legal Research Promotion Foundation)

Languages

Japanese