

yCMI Academic Session in CMI Tokyo Conference 2025
**“The Digital Transformation of Maritime Law:
A Comparative Examination of Legal Developments and
Challenges in Electronic Bills of Lading.”**

ELECTRONIC BILLS OF LADING LEGISLATION IN JAPAN

17th May 2025

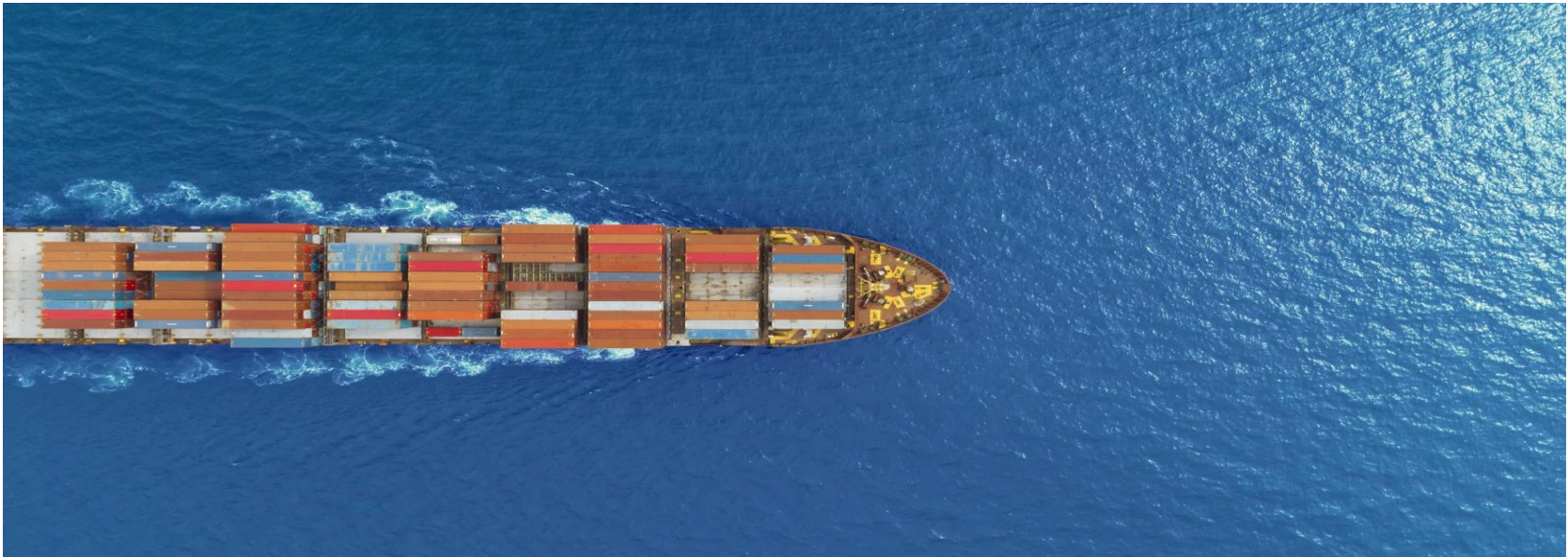
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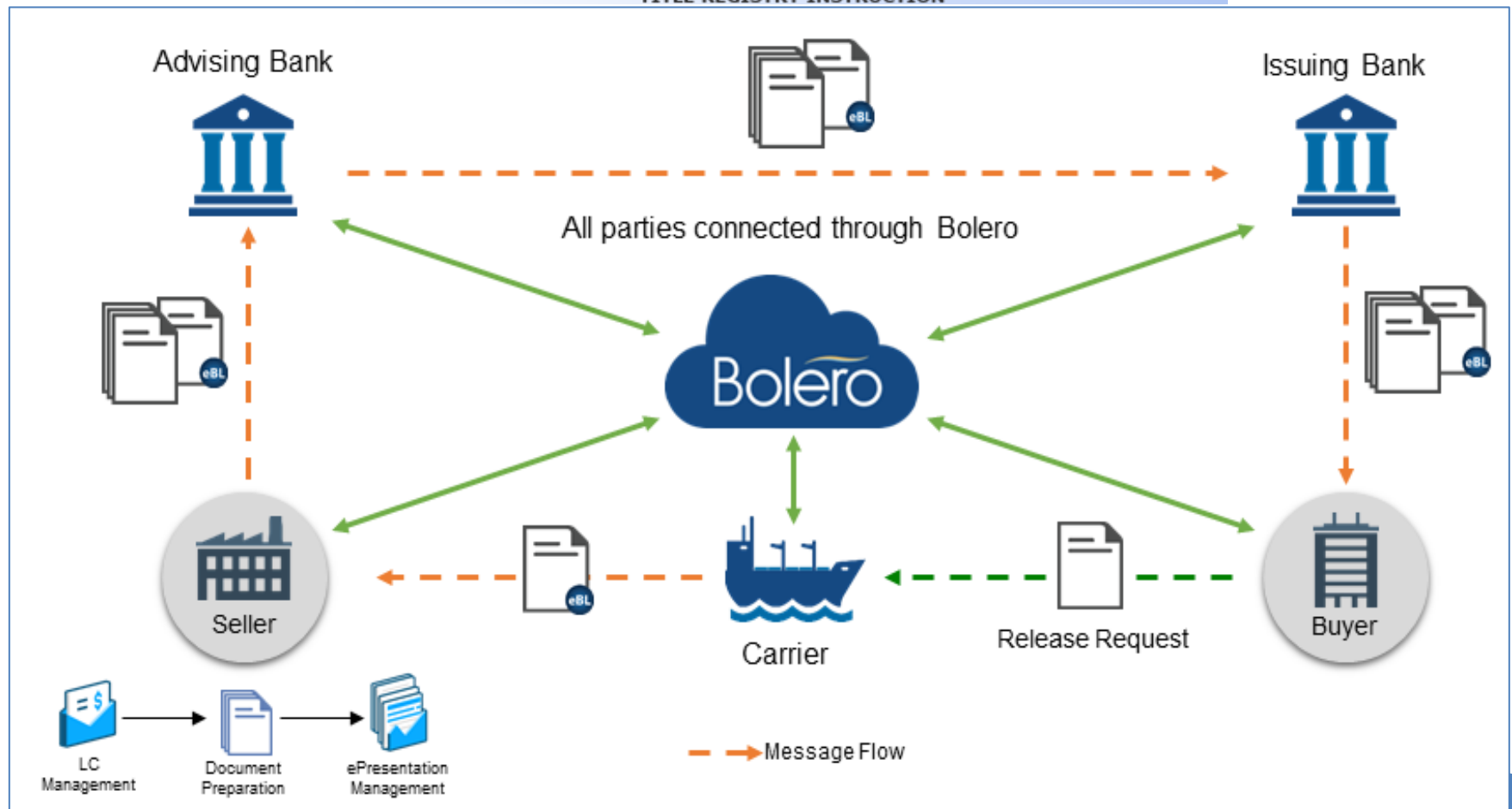
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TOPICS

1. Overview of e-B/L
2. Progress of the investigation for the revision of Japanese law
3. Outline of the revision of Japanese e-B/L law



1 OVERVIEW OF E-B/L



1 OVERVIEW OF E-B/L

- **Features of e-B/L**

- **functionally equivalent** to paper B/Ls
 - to replicate the current practice with **paper B/Ls** as closely as possible in **electronic form**
- e-B/L has the three functions of a paper B/L:
 - (i) **evidence of the contract of carriage**
 - (ii) **evidence of receipt or shipment of the goods**
 - (iii) **a (document of) title representing the right to claim for deliver of the goods carried**

1 OVERVIEW OF E-B/L

- **Advantages of e-B/L**

- a) Increased speed and reduced administrative costs,
- b) Reduced risk of forgery and tampering, and
- c) The ease of collection of all originals, simplifying the process of combining or splitting B/Ls, and delivery at a place other than the named delivery port

1 OVERVIEW OF E-B/L

● P&I insurance coverage

➤ International Group of P&I Clubs (IG) :

if the system is approved by the IG, the carrier's liability is covered to the same extent as that of a paper B/L.

*electronic-specific risks are excluded from coverage, such as breaches of confidentiality of electronic data and breaches of the duty to maintain computer links

➤ Deemed Approval

From 20th February 2025, systems will be “deemed approved” if they meet the following criteria:

- i) the system permits compliant e-bills only, meaning that they are subject to a governing law which gives legal recognition to them as equivalent to paper bills of lading; and
- ii) the system is reliable and is evidenced as such by:
 - an audit by an independent body; or
 - a declaration by a supervisory, regulatory or accreditation body or applicable voluntary scheme; or
 - applicable industry standards

1 OVERVIEW OF E-B/L

- **P&I insurance coverage**

- Following systems are “deemed approved”

The Bolero System、BRITC eBL、CargoX、Covantis eBL powered by Secro、trace:original™、eTEU eBL Platform、e-title system、edoxOnline、ICE CargoDocs (旧 essDOCS) 、IQAX eBL、Secro、TradeGo eBL、WAVEBL

※IG Website: <https://www.igpandi.org/article/ig-approved-electronic-bill-of-lading-systems/>

2 PROGRESS OF THE INVESTIGATION FOR THE REVISION OF JAPANESE LAW

Current
Commercial Code

implementing legislation for
the Hague-Visby Rules

	Domestic Transport	International Transport
Land		—
Sea	Commercial Code §§ 569-594 (transportation business) *Special provisions for carriage of goods by sea (Commercial Code, Articles 737-787)	Goods : Japan COGSA, Commercial Code
Air		Passenger : Commercial Code
		Montreal Convention, etc. (Direct application)
Multimodal	Commercial Code → each law	

- Paper B/L, Multimodal B/L (land and sea), Sea Waybill have provisions
- Electronic Sea Waybill (via email, web display, fax, etc.) has provisions
- **No provisions for e-B/Ls and e-Multimodal B/Ls**

2 PROGRESS OF THE INVESTIGATION FOR THE REVISION OF JAPANESE LAW

Progress

2018 Amendments to the Commercial Code No clauses about e-B/L(effective 2019)



<2021 Regulatory Reform Implementation Plan (Cabinet Decision)> Electronic Bills of Lading

The Ministry of Justice will participate in the Research Group on the Digitalisation of Commercial Law (launched in April 2021) and, taking into account international trends, will carry out research and deliberations, including the system design for the digitalisation of B/Ls, reach certain conclusions during FY2021 and promptly take concrete measures, including consultation with the Legislative Council.

April 2021 - March 2022 Research Group on the Digitalisation of Commercial Law (B/L) ; Report published



February 2022 Consultation from Minister of Justice to Legislative Council

“present an outline of a review of the provisions on B/L and other aspects of the Commercial Code, as it seems necessary to review them from the perspective of responding to changes in socio-economic conditions, such as the increasing use of electronic means in commercial transactions” (Consultation No. 121)



Apr. 2022 – Aug. 2024 Subcommittee of the Legislative Council on Commercial Law (Relating to Bills of Lading, etc.)

- Mar. 2023 Publication of Interim Draft / Public Comment
- Aug. 2024 Deciding Draft of Outline

September 2024 Report on the Outline from Council to Minister

[Future process] a bill based on the Outline to be submitted to Parliament

MLETR

- Model Law on Electronic Transferable Records; MLETR

Points

(i) Functional equivalence with paper securities

- Uniqueness: rights not duplicated, only one identified title (**singularity**)
- Can be possessed (=exclusivity)
⇒ can be controlled exclusively (**control**)
- **Integrity**: No tampering and a record of changes is kept.

(ii) Technological neutrality

Not require the use of a specific technology or model for e-B/Ls
Only a “reliable method” (**reliability**) that fulfils the functions of an e-B/L

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

Points

Harmonisation of the new Japanese e-B/L legislation with:

A) the MLETR

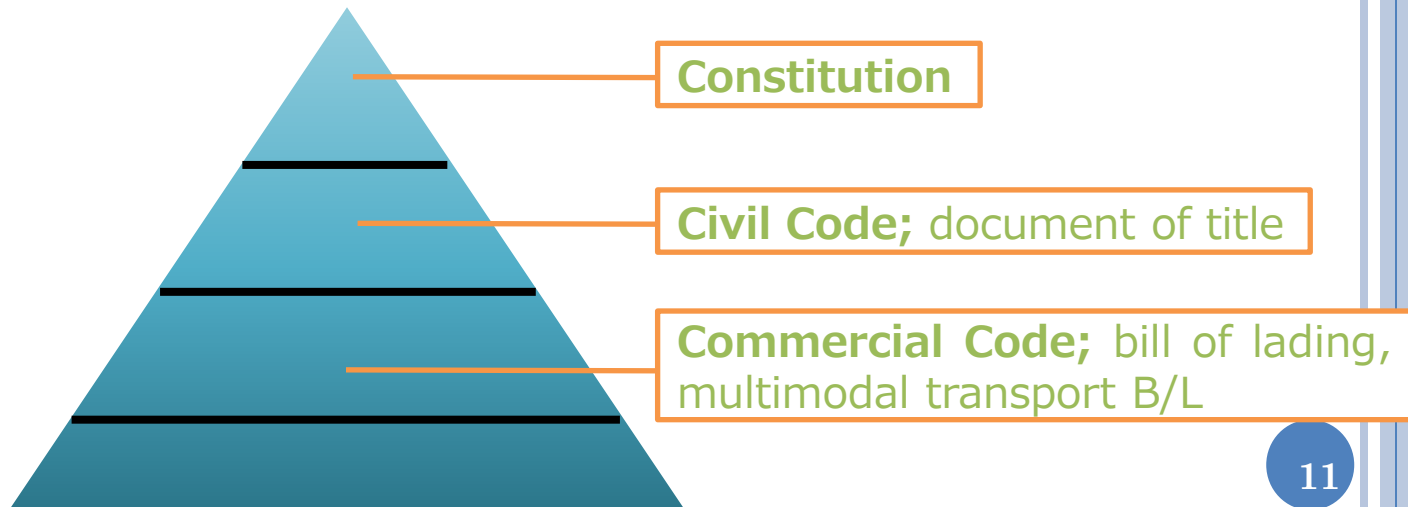
B) the existing Civil Code and Commercial Code

- Japan; a civil law/ statute law / codified law

general



specific



3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

Part I. Review of Provisions on Bills of Lading

1. Electronic Bill of Lading Record and basic concepts related thereto
2. Provision of Electronic Bill of Lading Record in lieu of Delivery of B/L
3. Matters Recorded in Electronic Bill of Lading Records
4. Assignment or pledge of rights on the Electronic Bill of Lading Record
5. Special clauses for Electronic Endorsement
6. Claiming delivery of goods
7. Other revisions about Electronic Bill of Lading Records
8. Conversion between Electronic Bill of Lading Records and B/Ls
9. Right to request provision of Electronic Bill of Lading Record

Part 2: Review of Other Provisions

1. Multimodal Transport Bill of Lading
2. Warehouse Receipts
3. Necessary revisions

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Definition of an e-B/L (Section 1.1, Part I of Outline)

An electronic bill of lading is named "**Electronic Bill of Lading Record (*Denshi Funani Shoken Kiroku*)**" and the **Electronic Bill of Lading Record** means an electronic record (a record made by electronic, magnetic or other means unrecognisable to human perception, which is used for information processing by computers; the same shall apply hereinafter) that is created and managed in a Specified Information Processing System and for which measures are taken to check whether said electronic record has been altered or not, or other measures to ensure that it can be demonstrated that said electronic record was created by the carrier or master of a ship.

to ensure the same function as the **signature or name and seal** of the carrier or master of the vessel, which is required on a paper B/L

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L

- Specified Information Processing System (Section 1.2, Part 1 of Outline)

The **Specified Information Processing System** means an information processing system used to create and manage Electronic Bill of Lading Records, which has the necessary technical measures in place to ensure that matters pertaining to the control of Electronic Bill of Lading Records and the provision of Electronic Bill of Lading Records are carried out properly and securely.

(a) The note of the Outline shows that the details of the necessary technical measures will be stipulated in the Ordinance of the Ministry of Justice. The Ordinance of the Ministry of Justice will stipulate

- (i) measures to **identify** electronic records that have effect as Electronic Bill of Lading Records,
- (ii) measures to **record or preserve** the history of information recorded in Electronic Bill of Lading Records if they are changed or deleted,
- (iii) measures to ensure the **reliability**, etc.,

which will be considered after the enactment of the law.

These measures are in line with the technical requirements under the **MLETR**.

(b) **No involvement of institutions certified by the government**, as e-B/Ls are used not only in Japan but also internationally

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L

- Creation of the concept of “control” (Section 1.3, Part 1 of Outline)

The concept of “**Control of the Electronic Bill of Lading Record**” is created as an alternative concept to possession of or holding the bill of lading, and the control of the Electronic Bill of Lading Record means, in a certain specified information processing system, the state that only a specified person may use an Electronic Bill of Lading Record as a person who has the rights pertaining to goods recorded in the Electronic Bill of Lading Record (hereinafter referred to as the “rights on the Electronic Bill of Lading Record”).

[Premise]

- Paper B/L: Physical “possession” or “holding” 
- E-B/L : Physical “possession” or “holding” 

[Outline]

New concept of “control of Electronic Bill of Lading Records” is created.

The criterion of “control” is **NOT** whether or not the person **actually has rights** on the Electronic Bill of Lading Record, but whether or not such use is **permitted in the Specified Information Processing System, either in fact or by the system design.**

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Creation of the concept of “provision” (Section 1.4, Part 1 of Outline)

The concept of “**provision of an Electronic Bill of Lading Record**” is created as an alternative concept to the delivery or handover of a bill of lading, and the provision of an Electronic Bill of Lading Record means that in the Specified Information Processing System, the carrier or master or a person with authority over the control of the Electronic Bill of Lading Record takes measures to make the person designated by him or her have such authority over the control of the Electronic Bill of Lading Record.

→ New concept replacing “**delivery**” or “**handover**” of a paper B/L

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Creation of the concept of "electronic endorsement" (Section 1.5, Part 1 of Outline)

The concept of “**electronic endorsement**” is created as an alternative to endorsement, and the electronic endorsement means in the Specified Information Processing System, recording the name of the person providing the Electronic Bill of Lading Record and the name of the person to whom the Electronic Bill of Lading Record is provided (hereinafter referred to as the “electronic endorsee”) and taking measures to check whether said electronic record has been altered or not, or other measures to ensure that it can be demonstrated that said electronic record was created by the person who made the record.

to ensure the same function as the **signature or name and seal** of the endorser, which is required on a paper B/L

→ New concept replacing “**endorsement**” on a paper B/L

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Provision of e-B/Ls by a carrier (Section 2.1, Part 1 of Outline)

Instead of delivering a bill of lading, the carrier or master may, with the consent of the shipper or charterer, provide an Electronic Bill of Lading Record.

[Current Commercial Code]

The carrier or master is obliged to deliver a bill of lading upon request of the shipper or voyage charterer (Article 757)

[Outline]

Regarding electronic B/Ls, the carrier is not obliged to issue them.

→allows an e-B/L to be issued only if the carrier has the consent of the shipper/charterer, i.e., only if the carrier, as issuer, and the shipper/charterer **agree** to the issuance of an e-B/L.

∴ burdens and technical difficulties upon carriers, such as the introduction of e-B/L system.

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Statutory matters to be recorded in e-B/Ls (Section 3.1, Part 1 of Outline)

An Electronic Bill of Lading Record shall record the matters listed in each item (excluding item 11) of Article 758(1) of the Commercial Code (in the case of a received Electronic Bill of Lading Record, excluding items 7 and 8).

[Current Commercial Code]

relatively loose formal requirements, and may be deemed valid even if some of the statutory matters listed in Article 758(1) of the Commercial Code ((i) type of goods, (ii) volume or weight of goods or number of packages or pieces, markings, (iii) external condition, (iv) name of shipper or charterer, (v) name of consignee, (vi) name of carrier, (vii) name of ship, (viii) port and date of loading, (ix) port of unloading, (x) freight, (xi) number of original bills if several are issued, and (xii) place and date of issue) are missing (e.g., Supreme Court of Judicature judgment dated 13 May 1932, Dai Minshu Vol. 11, p. 943).

[Outline]

- in principle, the same statutory matters to be recorded in paper B/Ls shall be recorded in electronic B/L
- Exception: (xi) number of original bills
- the nature of electronic issuance

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

● Types of e-B/Ls and methods of transfer (Sections 4 and 5, Part 1 of Outline)

[Premise] Types of paper securities under civil law: 4 categories

i) **Securities payable to order** (securities in which the rightful holder is a person nominated on the securities or a person endorsed on the security)

***straight (negotiable), to order**

ii) **Named negotiable securities payable to holder** (negotiable securities on which the name of the obligee is written with a supplementary note that payment should be made to its holder)

*no actual B/L example?

iii) **Other (non-negotiable) named securities** ***straight (non-negotiable)**

iv) **Bearer securities** (securities in which a rightful holder is not named on the security, and the bearer is the rightful holder). *Blank(bearer)

Blank Electronic Endorsement is available

[Outline] Method of transfer of Rights on e-B/L

i) **Securities payable to order**: “**Electronic endorsement**” + “**Provision of Electronic Bill of Lading Record** (≡ B/L delivery)”

ii) **Named negotiable securities payable to holder**, iv) **Bearer securities**: only “**Provision of Electronic Bill of Lading Record**”

* Any provisions relating to the transfer of (iii) **other (non-negotiable) named securities** will not be made because of their non-negotiable nature.

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Claiming delivery of goods (Section 6, Part 1 of Outline)

The person entitled on the Electronic Bill of Lading Record may not claim delivery of the goods carried unless measures are taken to prevent his use of the Electronic Bill of Lading Record as the person entitled on the Electronic Bill of Lading Record.

→ Equivalent to Article 764 of the Commercial Code, which stipulates that **goods may only be claimed for delivery in exchange for a paper B/L.**

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Conversion of e-B/Ls and paper B/Ls (Section 8, Part 1 of Outline)

[Premise]

MLETR, English law, and the need for it in practice

[Outline] Establish provisions for conversion between paper and electronic B/Ls.

1. Paper ⇒ Electronic

B/L holder is not granted the right to claim conversion against the carrier *Same as when an electronic B/L is issued

→ By **agreement between carrier and B/L holder**

- Issuing an e-B/L in exchange for all originals of paper B/L (record matters are almost the same as for paper)

2. Electronic ⇒ Paper

person controlling e-B/L is not granted the right to claim conversion against the carrier

→ By **agreement between carrier and person controlling e-B/L**

- Paper B/Ls to be issued in exchange for return of control of e-B/Ls.

3 OUTLINE OF THE REVISION OF JAPANESE E-B/L LAW

- Electronic Multimodal Transport B/Ls (Section 1, Part 2 of Outline)

The following rules shall be established and other necessary arrangements shall be made with respect to the Multimodal Transport B/Ls:

Instead of providing a Multimodal Transport B/L stating that the shipment has been made or the goods have been received, the carrier or master may, with the consent of the shipper, provide the shipper with an Electronic Multimodal Transport Bill of Lading Record stating that the shipment has been made or the goods have been received.

→ to allow the same arrangements for the Electronic Multimodal Transport (Sea & Land) B/Ls

ARIGATO GOZAIMASHITA!

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ELECTRONIC BILLS OF LADING LEGISLATION IN JAPAN

Thank you so much!

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- 2010 Japanese Lawyer
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● Background:

2014-2016 Attorney at Civil Affairs Bureau, Ministry of Justice (Commercial Law Group), Relevant Officer of the Subcommittee of the Legislative Council on Commercial Law (Relating to Commercial Code & Japan COGSA)

2018-2019 Queen Mary University of London (LLM, International Shipping Law course) Completed

2019-2020 Practical training at law firms and P&I in the UK, Germany and Singapore

2020 Final pass of the English Solicitor Exam (QLTS)

2020 Promotion to the Partner of Higashimachi, LPC

2022-2024 Coordinator (ad-hoc) at Ministry of Justice, Relevant Officer of the Subcommittee of the Legislative Council on Commercial Law (Relating to e-B/L etc.)

2023 Final pass of the U.S. CPA exam

2023-2025 Independent Director of a listed company

2024-2025 Japan P&I Club Partial Secondment (Claims Handler)

August 2025 Start new position at Skuld P&I, Singapore branch

● Main Publications:

"Q&A Introduction to the Legal Practice of Transport Transactions" (single-author), Shoji Homu, 2024

"Overview of Electronic B/L Legislation in England and Japan" (single-author), Kaijiho Kenkyu Kaishi (Japan Shipping Exchange), 2024

"Q&A: Revised Commercial Code" (co-author), Shoji Homu, 2018

... and more