特別振替機関の監督に関する命令

Order on Supervision of Special Book-Entry Institutions

（平成十四年十二月六日内閣府・法務省・財務省令第一号）

(Ordinance of the Cabinet Office, Ministry of Justice, and Ministry of Finance No. 1 of December 6, 2002)

社債等の振替に関する法律（平成十三年法律第七十五号）の規定に基づき、及び同法を実施するため、特別振替機関の監督に関する命令を次のように定める。

Pursuant to the provisions of the Act on Book-Entry of Corporate Bonds (Act No. 75 of 2001) and to implement said Act, the Order on Supervision of Special Book-Entry Institutions is established as below.

第一章　総則（第一条）

Chapter I General Provisions (Article 1)

第二章　特別振替機関（第二条―第四十三条）

Chapter II Special Book-Entry Institutions (Article 2 to Article 43)

第三章　雑則（第四十四条・第四十五条）

Chapter III Miscellaneous Provisions (Article 44 and Article 45)

附　則

Supplementary Provisions

第一章　総則

Chapter I General Provisions

（定義）

(Definitions)

第一条　この命令において、次の各号に掲げる用語の意義は、当該各号に定めるところによる。

Article 1 In this Order, the meanings of the terms set forth in the following items are as prescribed respectively in those items:

一　社債等　社債、株式等の振替に関する法律（平成十三年法律第七十五号。以下「法」という。）第二条第一項に規定する社債等をいう。

(i) Corporate Bonds, etc.: corporate bonds, etc. as prescribed in Article 2, paragraph (1) of the Act on Book-Entry of Corporate Bonds, Shares (Act No. 75 of 2001; hereinafter referred to as the "Act");

二　振替機関　法第二条第二項に規定する振替機関をいう。

(ii) Book-Entry Institution: a book-entry institution as prescribed in Article 2, paragraph (2) of the Act;

三　特別振替機関　振替機関のうちその業務規程において国債を取り扱うこととしているものをいう。

(iii) Special Book-Entry Institution: a Book-Entry Institution that provides in its Operational Rules that it handles national government bonds;

四　加入者　法第二条第三項に規定する加入者をいう。

(iv) Participant: a participant as prescribed in Article 2, paragraph (3) of the Act;

五　口座管理機関　法第二条第四項に規定する口座管理機関をいう。

(v) Account Management Institution: an account management institution as prescribed in Article 2, paragraph (4) of the Act;

六　振替業　法第三条第一項に規定する振替業をいう。

(vi) Book-Entry Business: a book-entry business as prescribed in Article 3, paragraph (1) of the Act;

七　業務規程　法第三条第一項第五号に規定する業務規程をいう。

(vii) Operational Rules: operational rules as prescribed in Article 3, paragraph (1), item (v) of the Act;

八　機関口座　法第十二条第二項に規定する機関口座をいう。

(viii) Institution Account: an institution account as prescribed in Article 12, paragraph (2) of the Act;

九　特定合併　法第二十五条第一項に規定する特定合併をいう。

(ix) Specified Merger: a specified merger as prescribed in Article 25, paragraph (1) of the Act;

十　特定合併後の振替機関　法第二十五条第二項に規定する特定合併後の振替機関をいう。

(x) Book-Entry Institution after Specified Merger: a book-entry institution after specified merger as prescribed in Article 25, paragraph (2) of the Act;

十一　新設分割　法第二十七条第一項に規定する新設分割をいう。

(xi) Incorporation-Type Company Split: an incorporation-type company split as prescribed in Article 27, paragraph (1) of the Act;

十二　設立会社　法第二十七条第二項に規定する設立会社をいう。

(xii) Incorporated Company: an incorporated company as prescribed in Article 27, paragraph (2) of the Act;

十三　吸収分割　法第二十九条第一項に規定する吸収分割をいう。

(xiii) Absorption-Type Company Split: an absorption-type company split as prescribed in Article 29, paragraph (1) of the Act;

十四　承継会社　法第二十九条第二項に規定する承継会社をいう。

(xiv) Succeeding Company: a succeeding company as prescribed in Article 29, paragraph (2) of the Act;

十五　事業譲渡　法第三十一条第一項に規定する事業譲渡をいう。

(xv) Business Transfer: a business transfer as prescribed in Article 31, paragraph (1) of the Act;

十六　譲受会社　法第三十一条第二項に規定すの規定によるる譲受会社をいう。

(xvi) Assignee Company: an assignee company as prescribed in Article 31, paragraph (2) of the Act;

十七　加入者集会　法第三十三条に規定する加入者集会をいう。

(xvii) Participants' Meeting: a participants' meeting as prescribed in Article 33 of the Act; and

十八　短期社債　法第六十六条第一号に規定する短期社債をいう。

(xviii) Short-Term Corporate Bonds: short-term corporate bonds as prescribed in Article 66, item (i) of the Act.

第二章　特別振替機関

Chapter II Special Book-Entry Institutions

（指定の申請等）

(Application for Designation)

第二条　法第三条第一項の指定を受けようとする者（その業務規程において国債を取り扱うこととしている者に限る。）は、法又はこの命令の規定により内閣総理大臣、法務大臣及び財務大臣に提出する指定申請書のうち内閣総理大臣に提出するものを、金融庁長官を経由して提出しなければならない。

Article 2 (1) A person intending to obtain designation under Article 3, paragraph (1) of the Act (limited to a person that provides in its Operational Rules that it handles national government bonds) must submit, among the written applications for designation to be submitted to the Prime Minister, the Minister of Justice, and the Minister of Finance pursuant to the provisions of the Act or this Order, a written application for designation to be submitted to the Prime Minister via the Commissioner of the Financial Services Agency.

２　法第四条第一項の指定申請書には、同項各号に掲げる事項のほか、振替業を開始する時期を記載するものとする。

(2) A written application for designation under Article 4, paragraph (1) of the Act is to state the time of commencing the Book-Entry Business, in addition to the matters set forth in the items under said paragraph.

３　法第四条第二項第七号に規定する主務省令で定める書類は、次に掲げるものとする。

(3) The documents specified by Ordinance of the Competent Ministry as referred to in Article 4, paragraph (2), item (vii) of the Act are the following:

一　主要株主（総株主の議決権（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株式についての議決権を除き、会社法（平成十七年法律第八十六号）第八百七十九条第三項の規定により議決権を有するものとみなされる株式についての議決権を含む。次号、第二十四条第一号及び第二十七条を除き、以下同じ。）の百分の十以上の議決権を保有している株主をいう。以下同じ。）の氏名又は商号若しくは名称、住所又は所在地及びその保有する議決権の数を記載した書面

(i) a document stating the name or trade name, the address or location of, and the number of voting rights held by any Major Shareholder (meaning a shareholder that holds ten percent or more of the voting rights (excluding voting rights of shares that cannot be exercised for all matters subject to a resolution at a shareholders meeting and including voting rights of shares for which the shareholder is deemed to have voting rights under the provisions of Article 879, paragraph (3) of the Companies Act (Act No. 86 of 2005); hereinafter the same applies except in the following item, Article 24, item (i), and Article 27)) held by all shareholders; the same applies hereinafter);

二　親法人（特別振替機関の総株主の議決権（前号に規定する議決権をいう。）の過半数を保有している法人その他の団体をいう。以下同じ。）及び子法人（特別振替機関が総株主、総社員又は総出資者の議決権（株式会社にあっては、株主総会において決議をすることができる事項の全部につき議決権を行使することができない株式についての議決権を除き、会社法第八百七十九条第三項の規定により議決権を有するものとみなされる株式についての議決権を含む。）の過半数を保有している法人その他の団体をいう。以下同じ。）の概要を記載した書面

(ii) a document stating the outline of any Parent Corporation (meaning a corporation or any other organization that holds a majority of the voting rights (meaning the voting rights as prescribed in the preceding item) held by all shareholders of the Special Book-Entry Institution; the same applies hereinafter) and any Subsidiary Corporation (meaning a corporation or any other organization for which the Special Book-Entry Institution holds a majority of the voting rights (in the case of a stock company, excluding voting rights of shares which cannot be exercised for all matters that are subject to a resolution at a shareholders meeting and including voting rights of shares for which the shareholder is deemed to have voting rights under the provisions of Article 879, paragraph (3) of the Companies Act) held by all shareholders, all members, or all equity investors; the same applies hereinafter);

三　取締役及び監査役（委員会設置会社にあっては、取締役及び執行役。以下この項及び第二十条から第二十三条までにおいて同じ。）の住民票の抄本又はこれに代わる書面

(iii) extracts of the residence certificates of the directors and company auditors (in the case of a company with committees, the directors and executive officers; hereinafter the same applies in this paragraph and Articles 20 through 23) or documents in lieu of these;

四　取締役及び監査役の履歴書

(iv) the curricula vitae of the directors and company auditors;

五　会計参与設置会社にあっては、会計参与の住民票の抄本又はこれに代わる書面（会計参与が法人であるときは、当該会計参与の登記事項証明書）及び履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）

(v) in the case of a company with accounting advisors, extracts of the residence certificates of the accounting advisors or documents in lieu of these (if an accounting advisor is a corporation, the certificate of registered information of the accounting advisor) and their curricula vitae (if an accounting advisor is a corporation, a document stating the corporate history of the accounting advisor);

六　取締役（委員会設置会社にあっては、執行役）の担当業務を記載した書面

(vi) a document stating the duties of the directors (in the case of a company with committees, the executive officers);

七　振替業に関する知識及び経験を有する使用人の確保の状況並びに当該使用人の配置の状況を記載した書面

(vii) a document stating the status of securing employees that have knowledge of and experience in the Book-Entry Business and the status of assignment of said employees;

八　特別振替機関の事務の機構及び分掌を記載した書面

(viii) a document stating the organizational structure and division of responsibilities for handling the processes of the Special Book-Entry Institution; and

九　その他参考となるべき事項を記載した書類

(ix) a document stating other matters for reference.

第三条　法第四条第三項に規定する主務省令で定める電磁的記録は、工業標準化法（昭和二十四年法律第百八十五号）に基づく日本工業規格（以下この条において「日本工業規格」という。）Ｘ六二二三に適合する九十ミリメートルフレキシブルディスクカートリッジに該当する構造の磁気ディスクとする。

Article 3 (1) The electronic or magnetic record specified by Ordinance of the Competent Ministry as referred to in Article 4, paragraph (3) of the Act is a magnetic disk having the structure of a 90-mm flexible disk cartridge which conforms to X6223 of the Japanese Industrial Standards under the Industrial Standardization Act (Act No. 185 of 1949) (hereinafter referred to as the "JIS").

２　前項の電磁的記録への記録は、次に掲げる方式に従ってしなければならない。

(2) Recording of information in the electronic or magnetic record under the preceding paragraph must be carried out in accordance with the following specification:

一　トラックフォーマットについては、日本工業規格Ｘ六二二五に規定する方式

(i) with regard to the track format, the specification prescribed in JIS X6225; and

二　ボリューム及びファイル構成については、日本工業規格Ｘ〇六〇五に規定する方式

(ii) with regard to the volume and file configuration, the specification prescribed in JIS X0605.

３　第一項の電磁的記録には、日本工業規格Ｘ六二二三に規定するラベル領域に、次に掲げる事項を記載した書面をはり付けなければならない。

(3) A document stating the following matters must be affixed to the electronic or magnetic record under paragraph (1) in its label area prescribed in JIS X6223:

一　申請者の商号

(i) the trade name of the applicant; and

二　申請年月日

(ii) the date of the application.

（減資の認可申請）

(Application for Authorization for Capital Reduction)

第四条　特別振替機関は、法第六条第一項の規定により資本金の額の減少について認可を受けようとするときは、次に掲げる事項を記載した認可申請書を金融庁長官、法務大臣及び財務大臣に提出しなければならない。

Article 4 (1) If a Special Book-Entry Institution intends to obtain authorization for reducing the amount of its stated capital pursuant to the provisions of Article 6, paragraph (1) of the Act, it must submit a written application for authorization stating the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　減資前の資本金の額

(i) the amount of stated capital before the capital reduction;

二　減資後の資本金の額

(ii) the amount of stated capital after the capital reduction;

三　減資予定年月日

(iii) the scheduled date of the capital reduction; and

四　減資の内容

(iv) the contents of the capital reduction.

２　前項の認可申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for authorization under the preceding paragraph:

一　理由書

(i) a statement of reasons;

二　資本金の額の減少の方法を記載した書面

(ii) a document stating the method of reducing the amount of stated capital;

三　株主総会の議事録又は取締役会の議事録その他必要な手続があったことを証する書面

(iii) minutes of a shareholders meeting, minutes of a board of directors meeting, or other document proving that the necessary procedure has been followed; and

四　最終の貸借対照表

(iv) the most recent balance sheet.

（増資の届出）

(Notification of Capital Increase)

第五条　特別振替機関は、法第六条第二項の規定により資本金の額の増加について届出をしようとするときは、次に掲げる事項を記載した書面を金融庁長官、法務大臣及び財務大臣に届け出るものとする。

Article 5 (1) If a Special Book-Entry Institution intends to make a notification on an increase in the amount of stated capital pursuant to the provisions of Article 6, paragraph (2) of the Act, it is to submit a document stating the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　増資前の資本金の額

(i) the amount of stated capital before the capital increase;

二　増資後の資本金の額

(ii) the amount of stated capital after the capital increase;

三　増資予定年月日

(iii) the scheduled date of the capital increase; and

四　増資の内容

(iv) the contents of the capital increase.

２　前項の届出には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the notification under the preceding paragraph:

一　資本金の額の増加の方法を記載した書面

(i) a document stating the method of increasing the amount of stated capital; and

二　株主総会の議事録又は取締役会の議事録その他必要な手続があったことを証する書面

(ii) minutes of a shareholders meeting, minutes of a board of directors meeting, or other document proving that the necessary procedure has been followed.

（兼業の承認申請）

(Application for Approval for Concurrent Business)

第六条　特別振替機関は、法第九条第一項ただし書の規定により承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官、法務大臣及び財務大臣に提出しなければならない。

Article 6 (1) If a Special Book-Entry Institution intends to obtain approval pursuant to the provisions of the proviso to Article 9, paragraph (1) of the Act, it must submit a written application for approval stating the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　兼業の承認を受けようとする業務（以下この条において「兼業業務」という。）

(i) the business for which it intends to obtain the approval for a concurrent business (hereinafter referred to as the "concurrent business" in this Article); and

二　兼業業務の開始予定年月日

(ii) the scheduled date for commencing the concurrent business.

２　前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for approval under the preceding paragraph:

一　兼業業務の内容及び方法を記載した書類

(i) a document stating the contents and method of the concurrent business;

二　兼業業務を所掌する組織及び人員配置を記載した書面

(ii) a document stating the organization having jurisdiction over the concurrent business and the assignment of personnel;

三　兼業業務の運営に関する規則

(iii) rules concerning the operation of the concurrent business; and

四　兼業業務の開始後三年間における当該業務の収支の見込みを記載した書類

(iv) a document stating the projected income and expenditures of the concurrent business for the three years following the commencing of the concurrent business.

（兼業業務の廃止の届出）

(Notification of Discontinuation of Concurrent Business)

第七条　特別振替機関は、法第九条第二項の規定により同条第一項ただし書の承認を受けた業務を廃止した旨の届出をしようとするときは、次に掲げる事項を記載した書面を金融庁長官、法務大臣及び財務大臣に届け出るものとする。

Article 7 If a Special Book-Entry Institution intends to make a notification to the effect that it has discontinued the business for which approval under the proviso to Article 9, paragraph (1) of the Act has been obtained pursuant to the provisions of paragraph (2) of said Act, it is to submit a document stating the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　廃止したその業務の内容

(i) the contents of the discontinued business;

二　廃止した年月日

(ii) the date of the discontinuance; and

三　廃止の理由

(iii) the reason for the discontinuance.

（業務の一部委託の承認申請）

(Application for Approval for Subcontracting a Part of Its Business)

第八条　特別振替機関は、法第十条第一項の規定により承認を受けようとするときは、次に掲げる事項を記載した承認申請書を金融庁長官、法務大臣及び財務大臣に提出しなければならない。

Article 8 (1) If a Special Book-Entry Institution intends to obtain approval pursuant to the provisions of Article 10, paragraph (1) of the Act, it must submit a written application for approval stating the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　業務を委託する相手方（以下「受託者」という。）の商号又は名称及び住所又は所在地

(i) the trade name or name and the address or location of the counterparty to which it subcontracts the business (hereinafter referred to as the "Subcontractor");

二　委託する業務の内容及び範囲

(ii) the contents and the scope of the business to be subcontracted; and

三　委託の期間

(iii) the subcontracting period.

２　前項の承認申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for approval under the preceding paragraph:

一　理由書

(i) a statement of reasons;

二　業務の委託契約の内容を記載した書面

(ii) a document stating the contents of the subcontract agreement for the business;

三　受託者が法第三条第一項第三号に掲げるものと同様の要件に該当する旨を誓約する書面

(iii) a document to pledge that the Subcontractor satisfies a requirement similar to that set forth in Article 3, paragraph (1), item (iii) of the Act;

四　受託者の取締役及び監査役（理事、監事その他これらに準ずる者を含むものとし、委員会設置会社にあっては取締役及び執行役とする。以下この項及び次条において同じ。）が法第三条第一項第四号に掲げるものと同様の要件に該当する旨を誓約する書面

(iv) a document to pledge that the directors and company auditors of the Subcontractor (including administration officers, inspectors, or other equivalent persons, and in the case of a company with committees, the directors and executive officers; hereinafter the same applies in this paragraph and the following Article) satisfy requirements similar to that set forth in Article 3, paragraph (1), item (iv) of the Act;

五　受託者の登記事項証明書

(v) the certificate of registered information of the Subcontractor;

六　受託者の定款

(vi) the articles of incorporation of the Subcontractor;

七　委託する業務の実施方法を記載した書面

(vii) a document stating the method of conducting the business to be subcontracted;

八　受託者の最近三年の各年度における事業報告、貸借対照表（関連する注記を含む。以下同じ。）及び損益計算書（関連する注記を含む。以下同じ。）又はこれらに代わる書面

(viii) the business report, balance sheet (including the related notes; the same applies hereinafter), and profit and loss statement (including the related notes; the same applies hereinafter) for each of the most recent three fiscal years of the Subcontractor, or documents in lieu of these;

九　受託者の取締役及び監査役の氏名を記載した書面

(ix) a document stating the names of the directors and company auditors of the Subcontractor;

十　受託者の取締役及び監査役の住民票の抄本又はこれに代わる書面

(x) extracts of the residence certificates of the directors and company auditors of the Subcontractor or documents in lieu of these;

十一　受託者の取締役及び監査役の履歴書

(xi) the curricula vitae of the directors and company auditors of the Subcontractor;

十二　受託者が会計参与設置会社である場合にあっては、受託者の会計参与が法第三条第一項第四号に掲げるものと同様の要件に該当する旨を誓約する書面並びに当該会計参与の氏名又は名称を記載した書面、住民票の抄本又はこれに代わる書面（会計参与が法人であるときは、当該会計参与の登記事項証明書）及び履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）

(xii) if the Subcontractor is a company with accounting advisors, a document to pledge that the accounting advisors of the Subcontractor satisfy a requirement similar to that set forth in Article 3, paragraph (1), item (iv) of the Act, a document stating the names of the accounting advisors, extracts of their residence certificates or documents in lieu of these (if an accounting advisor is a corporation, the certificate of registered information of the accounting advisor), and their curricula vitae (if an accounting advisor is a corporation, a document stating the corporate history of the accounting advisor);

十三　受託者の取締役（理事その他これに準ずる者を含むものとし、委員会設置会社にあっては執行役とする。）の担当業務を記載した書面

(xiii) a document stating the duties of the directors of the Subcontractor (including administration officers and other equivalent persons, and in the case of a company with committees, the executive officers); and

十四　その他参考となるべき事項を記載した書類

(xiv) a document stating other matters for reference.

（業務の一部委託の承認基準）

(Criteria for Approval for Subcontracting Part of Business)

第九条　金融庁長官、法務大臣及び財務大臣は、前条第一項の承認申請書を受理した場合において、その申請が次に掲げる基準に適合していると認められるときは、これを承認するものとする。

Article 9 When the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance receive a written application for approval under paragraph (1) of the preceding Article and find that the application complies with the following criteria, they are to approve the application:

一　業務の委託契約に、受託者が当該業務を他の者に委託しない旨の条件が付されていること。

(i) a condition is attached to the subcontract agreement that the Subcontractor does not subcontract the business further to another person;

二　業務の委託が当該業務の効率化に資すること。

(ii) the subcontracting of the business contributes to increasing the efficiency of the business;

三　受託者が社会的信用のある法人であり、かつ、その受託する業務について、適正な計画を有し、確実にその業務を行うことができるものであること。

(iii) the Subcontractor is a corporation with sufficient social credibility, has an appropriate plan concerning the business to be subcontracted, and is capable of conducting the business securely;

四　受託者が法第三条第一項第三号に掲げるものと同様の要件に該当すること。

(iv) the Subcontractor satisfies a requirement similar to that set forth in Article 3, paragraph (1), item (iii) of the Act; and

五　受託者の取締役、会計参与及び監査役が法第三条第一項第四号に掲げるものと同様の要件に該当すること。

(v) the directors, accounting advisors, and company auditors satisfy a requirement similar to that set forth in Article 3, paragraph (1), item (iv) of the Act.

（業務規程の記載事項）

(Matters to Be Stated in Operational Rules)

第十条　法第十一条第一項第七号に規定する主務省令で定める事項は、次に掲げるものとする。

Article 10 The matters specified by Ordinance of the Competent Ministry as referred to in Article 11, paragraph (1), item (vii) of the Act are the following:

一　振替業を行う時間及び休日に関する事項

(i) matters concerning the hours for conducting the Book-Entry Business and holidays;

二　振替業において取り扱う社債等についての当該社債等の発行者の同意に関する事項

(ii) matters concerning the consent of the issuer of Corporate Bonds, etc. with regard to the handling of said Corporate Bonds, etc. in the Book-Entry Business;

三　振替口座簿に記載し、若しくは記録されている事項を証明した書面の作成及び交付又は電磁的方法による当該事項に係る情報の提供に関する事項

(iii) matters concerning preparation and delivery of a document certifying the matters described or recorded in the book-entry account registry or provision of information on said matters by electronic or magnetic means;

四　機関口座に関する事項

(iv) matters concerning the Institution Account;

五　法第十二条第一項又は法第四十四条第二項の規定による口座の開設の手続に関する事項

(v) matters concerning the procedure for opening accounts under Article 12, paragraph (1) of the Act or Article 44, paragraph (2) of the Act;

六　信託の記載又は記録に関する事項

(vi) matters concerning descriptions or records of trusts;

七　手数料に関する事項

(vii) matters concerning fees;

八　業務の一部委託に関する事項

(viii) matters concerning the subcontracting of a part of business;

九　加入者が口座管理機関である場合における次に掲げる事項

(ix) the following matters if the Participant is an Account Management Institution:

イ　法第四十四条第一項の規定による口座の開設の手続に関する事項

(a) matters concerning the procedure for opening accounts under Article 44, paragraph (1) of the Act; and

ロ　口座管理機関において、振替口座簿に記載し、若しくは記録されている事項を証明する場合における当該事項を証明した書面の作成及び交付又は電磁的方法による当該事項に係る情報の提供に関する事項

(b) matters concerning preparation and delivery of a document certifying the matters described or recorded in the book-entry account registry or provision of information on said matters by electronic or magnetic means for the case when the Account Management Institution certifies said matters; and

十　その他振替業に関し必要な事項

(x) other necessary matters concerning the Book-Entry Business.

第十一条　削除

Article 11 Deleted

（口座の開設）

(Opening of Account)

第十二条　法第十二条第一項又は法第四十四条第一項若しくは第二項の申出をしようとする者が第十条第五号又は第九号イの手続に際して特別振替機関又は口座管理機関に提出する書類は、金融庁長官が定めるものとする。

Article 12 The documents that a person intending to make the request set forth in Article 12, paragraph (1) of the Act or Article 44, paragraph (1) or (2) of the Act submits to a Special Book-Entry Institution or an Account Management Institution when following the procedures set forth in Article 10, item (v) or item (ix), (a) are to be specified by the Commissioner of the Financial Services Agency.

（帳簿書類等の作成及び保存）

(Preparation and Retention of Books and Documents)

第十三条　法第十五条の規定により特別振替機関が作成すべき帳簿書類その他の記録は、振替口座簿とする。

Article 13 (1) The books, documents, and any other records to be prepared by a Special Book-Entry Institution pursuant to the provisions of Article 15 of the Act are the book-entry account registry.

２　前項に規定する振替口座簿は、作成後十年間これを保存するものとする。

(2) The book-entry account registry prescribed in the preceding paragraph is to be retained for the ten years following its preparation.

（業務及び財産に関する報告書の提出）

(Submission of Reports on Business and Property)

第十四条　法第十六条第一項の規定による特別振替機関が作成すべき業務及び財産に関する報告書は、会社法第四百三十五条第二項に規定する計算書類及び事業報告とする。

Article 14 (1) The report on business and property to be prepared by a Special Book-Entry Institution under Article 16, paragraph (1) of the Act is the financial statements and business report prescribed in Article 435, paragraph (2) of the Companies Act.

２　前項の業務及び財産に関する報告書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the report on business and property under the preceding paragraph:

一　有形固定資産明細表

(i) a schedule of tangible fixed assets;

二　諸引当準備金明細表

(ii) a schedule of allowances and reserves;

三　その他諸勘定明細表

(iii) a schedule of other accounts; and

四　主要株主の氏名又は商号若しくは名称、住所又は所在地及びその保有する議決権の数を記載した書面

(iv) a document stating the name or trade name and the address or location of, and the number of voting rights held by any Major Shareholder.

３　第一項の業務及び財産に関する報告書は、事業年度経過後三月以内に金融庁長官、法務大臣及び財務大臣に提出するものとする。

(3) The report on business and property under paragraph (1) is to be submitted to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance within three months after the end of the business year.

（定款又は業務規程の変更認可申請）

(Application for Authorization for Amendment to Articles of Incorporation or Operational Rules)

第十五条　特別振替機関は、法第十七条の規定による定款又は業務規程の変更（加入者保護信託に係る事項の変更を除く。）の認可を受けようとするときは、次に掲げる事項を記載した認可申請書を金融庁長官、法務大臣及び財務大臣に提出しなければならない。

Article 15 (1) If a Special Book-Entry Institution intends to obtain authorization for amendment to the articles of incorporation or Operational Rules under Article 17 of the Act (excluding amendment to matters pertaining to the participants protection trust), it must submit a written application for authorization stating the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　変更の内容

(i) the contents of the amendment; and

二　変更予定年月日

(ii) the scheduled date of the amendment.

２　前項の認可申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for authorization under the preceding paragraph:

一　理由書

(i) a statement of reasons;

二　定款又は業務規程の新旧対照表

(ii) a comparison table of the old and new articles of incorporation or Operational Rules;

三　株主総会の議事録（業務規程の変更の認可申請書にあっては、取締役会の議事録）その他必要な手続があったことを証する書面

(iii) minutes of a shareholders meeting (in the case of a written application for authorization for amendment to Operational Rules, minutes of a board of directors meeting) or other document proving that the necessary procedure has been followed; and

四　その他参考となるべき書類

(iv) other documents for reference.

（定款又は業務規程の変更認可基準）

(Criteria for Authorization for Amendment to Articles of Incorporation or Operational Rules)

第十六条　金融庁長官、法務大臣及び財務大臣は、前条第一項の認可申請書を受理した場合において、定款又は業務規程の変更の内容が、法令に適合し、かつ、業務を適正かつ確実に運営するために十分であると認められるときは、これを認可するものとする。

Article 16 When the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance receive a written application for authorization under paragraph (1) of the preceding Article and find that the contents of the amendment to the articles of incorporation or the Operational Rules comply with laws and regulations and are sufficient for conducting the business appropriately and securely, they are to authorize the application.

（商号等の変更の届出）

(Notification of a Change in the Trade Name)

第十七条　特別振替機関は、法第十八条第一項の規定により法第四条第一項第一号又は第三号から第五号までに掲げる事項の変更について届出をしようとするときは、次に掲げる事項を記載した書面を金融庁長官、法務大臣及び財務大臣に届け出るものとする。

Article 17 (1) If a Special Book-Entry Institution intends to make a notification on a change in any of the matters set forth in Article 4, paragraph (1), item (i) or (iii) through (v) of the Act pursuant to the provisions of Article 18, paragraph (1) of the Act, it is to submit a document stating the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　変更の内容

(i) the contents of the change; and

二　変更年月日

(ii) the date of the change.

２　前項の届出には、次の各号に掲げる区分に応じ、当該各号に掲げる書類を添付しなければならない。

(2) The documents set forth in the following items must be attached to the notification under the preceding paragraph according to the classification under the respective items:

一　法第四条第一項第一号又は第三号に掲げる事項の変更　同条第二項第三号に掲げる書類

(i) a change in the matter set forth in Article 4, paragraph (1), item (i) or (iii) of the Act: the document set forth in paragraph (2), item (iii) of said Article;

二　法第四条第一項第四号に掲げる事項の変更

(ii) a change in the matter set forth in Article 4, paragraph (1), item (iv) of the Act:

イ　法第四条第二項第一号及び第三号に掲げる書類

(a) the documents set forth in Article 4, paragraph (2), items (i) and (iii) of the Act;

ロ　取締役、執行役又は監査役の住民票の抄本又はこれに代わる書面

(b) an extract of the residence certificate of the director, executive officer, or company auditor or a document in lieu of this;

ハ　取締役、執行役又は監査役の履歴書

(c) the curriculum vitae of the director, executive officer, or company auditor; and

ニ　取締役（委員会設置会社にあっては、執行役）の担当業務を記載した書面

(d) a document stating the duties of the director (in the case of a company with committees, the executive officer); and

三　法第四条第一項第五号に掲げる事項の変更

(iii) a change in the matter set forth in Article 4, paragraph (1), item (v) of the Act:

イ　法第四条第二項第一号及び第三号に掲げる書類

(a) the documents set forth in Article 4, paragraph (2), items (i) and (iii) of the Act; and

ロ　会計参与の住民票の抄本又はこれに代わる書面（会計参与が法人であるときは、当該会計参与の登記事項証明書）及び履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）

(b) an extract of the residence certificate of the accounting advisor or a document in lieu of this (if the accounting advisor is a corporation, the certificate of registered information of the accounting advisor) and the curriculum vitae of the accounting advisor (if the accounting advisor is a corporation, a document stating the corporate history of the accounting advisor).

（事故）

(Accident)

第十八条　法第十九条に規定する主務省令で定める事故は、次に掲げるものとする。

Article 18 (1) An accident specified by Ordinance of the Competent Ministry as referred to in Article 19 of the Act is any of the following:

一　特別振替機関又は当該特別振替機関に係る口座管理機関の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員を含む。）、監査役、執行役又は使用人（法第十条第一項の規定により業務の一部の委託を受けた受託者のこれらに相当する者を含む。次項第二号において同じ。）が法令又は当該特別振替機関の業務規程その他の規則に反する行為を行うこと。

(i) a director, accounting advisor (if the accounting advisor is a corporation, including a member that is to perform the duties thereof), company auditor, executive officer, or employee of a Special Book-Entry Institution or an Account Management Institution pertaining to said Special Book-Entry Institution (including a person equivalent thereto of a Subcontractor that has been subcontracted a part of the business pursuant to the provisions of Article 10, paragraph (1) of the Act; the same applies in item (ii) of the following paragraph) commits an act in violation of a law or regulation, or the Operational Rules or any other rules of the Special Book-Entry Institution; or

二　電子情報処理組織の故障その他の偶発的な事情により、振替業（口座管理機関として行うものを含む。）の全部又は一部を停止すること。

(ii) the whole or part of the Book-Entry Business (including such business conducted as an Account Management Institution) is suspended due to failure of an electronic data processing system or any other accidental circumstances.

２　特別振替機関は、前項各号に掲げる事故があったことを知ったときは、直ちに、次に掲げる事項を金融庁長官、法務大臣及び財務大臣に報告するものとする。

(2) If a Special Book-Entry Institution becomes aware that an accident as set forth in any of the items under the preceding paragraph has occurred, it is to immediately report the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　事故が発生した営業所の名称

(i) the name of the business office where the accident has occurred;

二　事故を起こした取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員を含む。）、監査役、執行役又は使用人の氏名又は名称及び役職名

(ii) the name and title of the director, accounting advisor (if the accounting advisor is a corporation, including a member that is to perform the duties thereof), company auditor, executive officer, or employee that has caused the accident; and

三　事故の概要

(iii) an outline of the accident.

３　特別振替機関は、前項の規定に基づき報告をした事故の詳細が判明したときは、遅滞なく、次に掲げる事項を金融庁長官、法務大臣及び財務大臣に報告するものとする。

(3) If the details of an accident reported based on the provisions of the preceding paragraph become clear, a Special Book-Entry Institution is to report the following matters to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance without delay:

一　事故の詳細

(i) the details of the accident: and

二　改善策

(ii) remedial measures.

（立入検査の証明書）

(Identification Cards for On-site Inspections)

第十九条　法第二十条第二項の規定により特別振替機関の営業所に対して立入検査をする際に職員が携帯すべき証明書の様式は、金融庁の職員にあっては金融庁等の職員が検査の際に携帯すべき身分証明書等の様式を定める内閣府令（平成四年大蔵省令第六十九号）第一項に規定する様式によるものとし、法務省の職員にあっては別紙様式一によるものとし、財務省の職員にあっては別紙様式二によるものとする。

Article 19 The identification cards that officials are required to carry when conducting an on-site inspection of the business office of a Special Book-Entry Institution pursuant to the provisions of Article 20, paragraph (2) of the Act are to be formatted as in the format prescribed in paragraph (1) of the Cabinet Office Ordinance Specifying the Format of Identification Cards that Must Be Carried by Officials of the Financial Services Agency (Ordinance of the Ministry of Finance No. 69 of 1992) for officials of the Financial Services Agency, and as in Appended Form 1 for officials of the Ministry of Justice, and as in Appended Form 2 for officials of the Ministry of Finance.

（特定合併の認可申請）

(Application for Authorization for a Specified Merger)

第二十条　特別振替機関は、法第二十五条第一項の規定による特定合併の認可を受けようとするときは、法第四条第一項各号に掲げる事項のほか、次に掲げる事項を記載した合併認可申請書を金融庁長官、法務大臣及び財務大臣に提出するものとする。

Article 20 (1) If a Special Book-Entry Institution intends to obtain authorization for a Specified Merger under Article 25, paragraph (1) of the Act, it is to submit a written application for merger authorization stating the following matters, in addition to the matters set forth in the items under Article 4, paragraph (1) of the Act, to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　特定合併予定年月日

(i) the scheduled date of the Specified Merger; and

二　特定合併の方法

(ii) the method of the Specified Merger.

２　法第二十五条第三項に規定するその他主務省令で定める書面又は電磁的記録は、次に掲げる書面又はこれらの書面に代えて電磁的記録の作成がされている場合における電磁的記録とする。

(2) Other written documents or electronic or magnetic records specified by Ordinance of the Competent Ministry as referred to in Article 25, paragraph (3) of the Act are the following documents or electronic or magnetic records if the electronic or magnetic c records are prepared in lieu of those documents:

一　理由書

(i) a statement of reasons;

二　特定合併の手続を記載した書面

(ii) a document stating the procedure of the Specified Merger;

三　特定合併の当事者の登記事項証明書

(iii) the certificates of registered information of the parties to the Specified Merger;

四　特定合併の当事者の会社法第七百八十三条第一項、第七百九十五条第一項及び第八百四条第一項の規定による株主総会の議事録その他必要な手続があったことを証する書面

(iv) minutes of shareholders meetings under Article 783, paragraph (1), Article 795, paragraph (1), and Article 804, paragraph (1) of the Companies Act of the parties to the Specified Merger, or other document proving that the necessary procedure has been followed;

五　加入者集会の議事録

(v) minutes of a Participants' Meeting;

六　特定合併の当事者の貸借対照表及び損益計算書

(vi) the balance sheets and profit and loss statements for the parties to the Specified Merger;

七　特定合併後の振替機関が法第三条第一項第三号及び第四号に掲げる要件に該当する旨を誓約する書面

(vii) a document to pledge that the Book-Entry Institution after Specified Merger satisfies the requirements set forth in article 3, paragraph (1), items (iii) and (iv) of the Act;

八　特定合併後の振替機関の定款

(viii) the articles of incorporation of the Book-Entry Institution after Specified Merger;

九　特定合併後の振替機関の業務規程

(ix) the Operational Rules of the Book-Entry Institution after Specified Merger;

十　特定合併後の振替機関の収支の見込みを記載した書類

(x) a document stating the projected income and expenditure of the Book-Entry Institution after Specified Merger;

十一　特定合併後の振替機関の主要株主の氏名又は商号若しくは名称、住所又は所在地及びその保有する議決権の数を記載した書面

(xi) a document stating the name or trade name and the address or location of, and the number of voting rights held by any Major Shareholder of the Book-Entry Institution after Specified Merger;

十二　特定合併後の振替機関の親法人及び子法人の概要を記載した書面

(xii) a document stating the outline of any Parent Corporation and any Subsidiary Corporation of the Book-Entry Institution after Specified Merger;

十三　特定合併後の振替機関の取締役及び監査役の住民票の抄本又はこれに代わる書面

(xiii) extracts of the residence certificates of the directors and company auditors of the Book-Entry Institution after Specified Merger or documents in lieu of these;

十四　特定合併後の振替機関の取締役及び監査役の履歴書

(xiv) the curricula vitae of the directors and company auditors of the Book-Entry Institution after Specified Merger;

十五　特定合併後の振替機関が会計参与設置会社である場合にあっては、特定合併後の振替機関の会計参与の住民票の抄本又はこれに代わる書面（会計参与が法人であるときは、当該会計参与の登記事項証明書）及び履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）

(xv) if the Book-Entry Institution after Specified Merger is a company with accounting advisors, extracts of the residence certificates of the accounting advisors of the Book-Entry Institution after Specified Merger or documents in lieu of these (if an accounting advisor is a corporation, the certificate of registered information of the accounting advisor) and their curricula vitae (if an accounting advisor is a corporation, a document stating the corporate history of the accounting advisor);

十六　特定合併後の振替機関の取締役（委員会設置会社にあっては、執行役）の担当業務を記載した書面

(xvi) a document stating the duties of the directors of the Book-Entry Institution after Specified Merger (in the case of a company with committees, the executive officers);

十七　特定合併後の振替機関における振替業に関する知識及び経験を有する使用人の確保の状況並びに当該使用人の配置の状況を記載した書面

(xvii) a document stating the status of securing employees that have knowledge of and experience in Book-Entry Business at the Book-Entry Institution after Specified Merger and the status of assignment of said employees;

十八　特定合併後の振替機関の事務の機構及び分掌を記載した書面

(xviii) a document stating the organizational structure and division of responsibilities for handling the processes of the Book-Entry Institution after Specified Merger; and

十九　その他参考となるべき事項を記載した書類

(xix) a document stating other matters for reference.

３　法第二十五条第三項に規定する主務省令で定める電磁的記録は、第三条に規定する電磁的記録とする。

(3) The electronic or magnetic record specified by Ordinance of the Competent Ministry as referred to in Article 25, paragraph (3) of the Act is the electronic or magnetic record prescribed in Article 3.

（新設分割の認可申請）

(Application for Authorization for an Incorporation-Type Company Split)

第二十一条　特別振替機関は、法第二十七条第一項の規定による新設分割の認可を受けようとするときは、同条第二項各号に掲げる事項のほか、次に掲げる事項を記載した新設分割認可申請書を金融庁長官、法務大臣及び財務大臣に提出するものとする。

Article 21 (1) If a Special Book-Entry Institution intends to obtain authorization for an Incorporation-Type Company Split under Article 27, paragraph (1) of the Act, it is to submit a written application for authorization for an Incorporation-Type Company Split stating the following matters, in addition to the matters set forth in the items under paragraph (2) of said Article, to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　新設分割予定年月日

(i) the scheduled date of the Incorporation-Type Company Split; and

二　新設分割の方法

(ii) the method of the Incorporation-Type Company Split.

２　法第二十七条第三項に規定するその他主務省令で定める書面又は電磁的記録は、次に掲げる書面又はこれらの書面に代えて電磁的記録の作成がされている場合における電磁的記録とする。

(2) Other written documents or electronic or magnetic records specified by Ordinance of the Competent Ministry as referred to in Article 27, paragraph (3) of the Act are the following documents or electronic or magnetic records if the electronic or magnetic records are prepared in lieu of those documents:

一　理由書

(i) a statement of reasons:

二　新設分割の手続を記載した書面

(ii) a document stating the procedure of the Incorporation-Type Company Split;

三　新設分割の当事者の登記事項証明書

(iii) the certificate of registered information of the party to the Incorporation-Type Company Split;

四　新設分割の当事者の会社法第八百四条第一項の規定による株主総会の議事録その他必要な手続があったことを証する書面

(iv) minutes of a shareholders meeting under Article 804, paragraph (1) of the Companies Act of the party to the Incorporation-Type Company Split, or other document proving that the necessary procedure has been followed;

五　加入者集会の議事録

(v) minutes of a Participants' Meeting;

六　新設分割の当事者の貸借対照表及び損益計算書

(vi) the balance sheets and profit and loss statements for the parties to the Incorporation-Type Company Split;

七　設立会社が法第三条第一項第三号及び第四号に掲げる要件に該当する旨を誓約する書面

(vii) a document to pledge that the Incorporated Company satisfies the requirements set forth in article 3, paragraph (1), items (iii) and (iv) of the Act;

八　設立会社の定款

(viii) the articles of incorporation of the Incorporated Company;

九　設立会社の業務規程

(ix) the Operational Rules of the Incorporated Company;

十　設立会社の収支の見込みを記載した書類

(x) a document stating the projected income and expenditure of the Incorporated Company;

十一　設立会社の主要株主の氏名又は商号若しくは名称、住所又は所在地及びその保有する議決権の数を記載した書面

(xi) a document stating the name or trade name and the address or location of, and the number of voting rights held by any Major Shareholder of the Incorporated Company;

十二　設立会社の親法人及び子法人の概要を記載した書面

(xii) a document stating the outline of any Parent Corporation and any Subsidiary Corporation of the Incorporated Company;

十三　設立会社の取締役及び監査役の住民票の抄本又はこれに代わる書面

(xiii) extracts of the residence certificates of the directors and company auditors of the Incorporated Company or documents in lieu of these;

十四　設立会社の取締役及び監査役の履歴書

(xiv) the curricula vitae of the directors and company auditors of the Incorporated Company;

十五　設立会社が会計参与設置会社である場合にあっては、設立会社の会計参与の住民票の抄本又はこれに代わる書面（会計参与が法人であるときは、当該会計参与の登記事項証明書）及び履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）

(xv) if the Incorporated Company is a company with accounting advisors, extracts of the residence certificates of the accounting advisors of the Incorporated Company or documents in lieu of these (if an accounting advisor is a corporation, the certificate of registered information of the accounting advisor) and their curricula vitae (if an accounting advisor is a corporation, a document stating the corporate history of the accounting advisor);

十六　設立会社の取締役（委員会設置会社にあっては、執行役）の担当業務を記載した書面

(xvi) a document stating the duties of the directors of the Incorporated Company (in the case of a company with committees, the executive officers);

十七　設立会社における振替業に関する知識及び経験を有する使用人の確保の状況並びに当該使用人の配置の状況を記載した書面

(xvii) a document stating the status of securing employees that have knowledge of and experience in Book-Entry Business at the Incorporated Company and the status of assignment of said employees;

十八　設立会社の事務の機構及び分掌を記載した書面

(xviii) a document stating the organizational structure and division of responsibilities for handling the processes of the Incorporated Company; and

十九　その他参考となるべき事項を記載した書類

(xix) a document stating other matters for reference.

３　法第二十七条第三項に規定する主務省令で定める電磁的記録は、第三条に規定する電磁的記録とする。

(3) The electronic or magnetic record specified by Ordinance of the Competent Ministry as referred to in Article 27, paragraph (3) of the Act is the electronic or magnetic record prescribed in Article 3.

（吸収分割の認可申請）

(Application for Authorization for an Absorption-Type Company Split)

第二十二条　特別振替機関は、法第二十九条第一項の規定による吸収分割の認可を受けようとするときは、同条第二項各号に掲げる事項のほか、次に掲げる事項を記載した吸収分割認可申請書を金融庁長官、法務大臣及び財務大臣に提出するものとする。

Article 22 (1) If a Special Book-Entry Institution intends to obtain authorization for an Absorption-Type Company Split under Article 29, paragraph (1) of the Act, it is to submit a written application for authorization for an Absorption-Type Company Split stating the following matters, in addition to the matters set forth in the items under paragraph (2) of said Article, to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　吸収分割予定年月日

(i) the scheduled date of the Absorption-Type Company Split; and

二　吸収分割の方法

(ii) the method of the Absorption-Type Company Split.

２　法第二十九条第三項に規定するその他主務省令で定める書面又は電磁的記録は、次に掲げる書面又はこれらの書面に代えて電磁的記録の作成がされている場合における電磁的記録とする。

(2) Other written documents or electronic or magnetic records specified by Ordinance of the Competent Ministry as referred to in Article 29, paragraph (3) of the Act are the following documents or electronic or magnetic records if the electronic or magnetic records are prepared in lieu of those documents:

一　理由書

(i) a statement of reasons;

二　吸収分割の手続を記載した書面

(ii) a document stating the procedure of the Absorption-Type Company Split;

三　吸収分割の当事者の登記事項証明書

(iii) the certificates of registered information of the parties to the Absorption-Type Company Split;

四　吸収分割の当事者の会社法第七百八十三条第一項及び第七百九十五条第一項の規定による株主総会の議事録その他必要な手続があったことを証する書面

(iv) minutes of shareholders meetings under Article 783, paragraph (1) and Article 795, paragraph (1) of the Companies Act of the parties to the Absorption-Type Company Split, or other document proving that the necessary procedure has been followed;

五　加入者集会の議事録

(v) minutes of a Participants' Meeting;

六　吸収分割の当事者の貸借対照表及び損益計算書

(vi) the balance sheets and profit and loss statements for the parties to the Absorption-Type Company Split;

七　承継会社が法第三条第一項第三号及び第四号に掲げる要件に該当する旨を誓約する書面

(vii) a document to pledge that the Succeeding Company satisfies the requirements set forth in article 3, paragraph (1), items (iii) and (iv) of the Act;

八　承継会社の定款

(viii) the articles of incorporation of the Succeeding Company;

九　承継会社の業務規程

(ix) the Operational Rules of the Succeeding Company;

十　承継会社の収支の見込みを記載した書類

(x) a document stating the projected income and expenditure of the Succeeding Company;

十一　承継会社の主要株主の氏名又は商号若しくは名称、住所又は所在地及びその保有する議決権の数を記載した書面

(xi) a document stating the name or trade name and the address or location of, and the number of voting rights held by any Major Shareholder of the Succeeding Company;

十二　承継会社の親法人及び子法人の概要を記載した書面

(xii) a document stating the outline of any Parent Corporation and any Subsidiary Corporation of the Succeeding Company;

十三　承継会社の取締役及び監査役の住民票の抄本又はこれに代わる書面

(xiii) extracts of the residence certificates of the directors and company auditors of the Succeeding Company or documents in lieu of these;

十四　承継会社の取締役及び監査役の履歴書

(xiv) the curricula vitae of the directors and company auditors of the Succeeding Company;

十五　承継会社が会計参与設置会社である場合にあっては、承継会社の会計参与の住民票の抄本又はこれに代わる書面（会計参与が法人であるときは、当該会計参与の登記事項証明書）及び履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）

(xv) if the Succeeding Company is a company with accounting advisors, extracts of the residence certificates of the accounting advisors of the Succeeding Company or documents in lieu of these (if an accounting advisor is a corporation, the certificate of registered information of the accounting advisor) and their curricula vitae (if an accounting advisor is a corporation, a document stating the corporate history of the accounting advisor);

十六　承継会社の取締役（委員会設置会社にあっては、執行役）の担当業務を記載した書面

(xvi) a document stating the duties of the directors of the Succeeding Company (in the case of a company with committees, the executive officers);

十七　承継会社における振替業に関する知識及び経験を有する使用人の確保の状況並びに当該使用人の配置の状況を記載した書面

(xvii) a document stating the status of securing employees that have knowledge of and experience in Book-Entry Business at the Succeeding Company and the status of assignment of said employees;

十八　承継会社の事務の機構及び分掌を記載した書面

(xviii) a document stating the organizational structure and division of responsibilities for handling the processes of the Succeeding Company; and

十九　その他参考となるべき事項を記載した書類

(xix) a document stating other matters for reference.

３　法第二十九条第三項に規定する主務省令で定める電磁的記録は、第三条に規定する電磁的記録とする。

(3) The electronic or magnetic record specified by Ordinance of the Competent Ministry as referred to in Article 29, paragraph (3) of the Act is the electronic or magnetic record prescribed in Article 3.

（事業譲渡の認可申請）

(Application for Authorization for a Business Transfer)

第二十三条　特別振替機関は、法第三十一条第一項の規定による事業譲渡の認可を受けようとするときは、同条第二項各号に掲げる事項のほか、次に掲げる事項を記載した事業譲渡認可申請書を金融庁長官、法務大臣及び財務大臣に提出するものとする。

Article 23 (1) If a Special Book-Entry Institution intends to obtain authorization for a Business Transfer under Article 31, paragraph (1) of the Act, it is to submit a written application for authorization for a Business Transfer stating the following matters, in addition to the matters set forth in the items under paragraph (2) of said Article, to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

一　事業譲渡予定年月日

(i) the scheduled date of the Business Transfer; and

二　事業譲渡の方法

(ii) the method of the Business Transfer.

２　法第三十一条第三項に規定するその他主務省令で定める書面又は電磁的記録は、次に掲げる書面又はこれらの書面に代えて電磁的記録の作成がされている場合における電磁的記録とする。

(2) Other written documents or electronic or magnetic records specified by Ordinance of the Competent Ministry as referred to in Article 31, paragraph (3) of the Act are the following documents or electronic or magnetic records if the electronic or magnetic records are prepared in lieu of those documents:

一　理由書

(i) a statement of reasons;

二　事業譲渡の手続を記載した書面

(ii) a document stating the procedure of the Business Transfer;

三　事業譲渡の当事者の登記事項証明書

(iii) the certificates of registered information of the parties to the Business Transfer;

四　事業譲渡の当事者の会社法第四百六十七条第一項の規定による株主総会の議事録又は取締役会の議事録その他必要な手続があったことを証する書面

(iv) minutes of shareholders meetings under Article 467, paragraph (1) of the Companies Act or minutes of a board of directors meeting of the parties to the Business Transfer, or other document proving that the necessary procedure has been followed;

五　加入者集会の議事録

(v) minutes of a Participants' Meeting;

六　事業譲渡の当事者の貸借対照表及び損益計算書

(vi) the balance sheets and profit and loss statements for the parties to the Business Transfer;

七　譲受会社が法第三条第一項第三号及び第四号に掲げる要件に該当する旨を誓約する書面

(vii) a document to pledge that the Assignee Company satisfies the requirements set forth in article 3, paragraph (1), items (iii) and (iv) of the Act;

八　譲受会社の定款

(viii) the articles of incorporation of the Assignee Company;

九　譲受会社の業務規程

(ix) the Operational Rules of the Assignee Company;

十　譲受会社の収支の見込みを記載した書類

(x) a document stating the projected income and expenditure of the Assignee Company;

十一　譲受会社の主要株主の氏名又は商号若しくは名称、住所又は所在地及びその保有する議決権の数を記載した書面

(xi) a document stating the name or trade name and the address or location of, and the number of voting rights held by any Major Shareholder of the Assignee Company;

十二　譲受会社の親法人及び子法人の概要を記載した書面

(xii) a document stating the outline of any Parent Corporation and any Subsidiary Corporation of the Assignee Company;

十三　譲受会社の取締役及び監査役の住民票の抄本又はこれに代わる書面

(xiii) extracts of the residence certificates of the directors and company auditors of the Assignee Company or documents in lieu of these;

十四　譲受会社の取締役及び監査役の履歴書

(xiv) the curricula vitae of the directors and company auditors of the Assignee Company;

十五　譲受会社が会計参与設置会社である場合にあっては、譲受会社の会計参与の住民票の抄本又はこれに代わる書面（会計参与が法人であるときは、当該会計参与の登記事項証明書）及び履歴書（会計参与が法人であるときは、当該会計参与の沿革を記載した書面）

(xv) if the Assignee Company is a company with accounting advisors, extracts of the residence certificates of the accounting advisors of the Assignee Company or documents in lieu of these (if an accounting advisor is a corporation, the certificate of registered information of the accounting advisor) and their curricula vitae (if an accounting advisor is a corporation, a document stating the corporate history of the accounting advisor);

十六　譲受会社の取締役（委員会設置会社にあっては、執行役）の担当業務を記載した書面

(xvi) a document stating the duties of the directors of the Assignee Company (in the case of a company with committees, the executive officers);

十七　譲受会社における振替業に関する知識及び経験を有する使用人の確保の状況並びに当該使用人の配置の状況を記載した書面

(xvii) a document stating the status of securing employees that have knowledge of and experience in Book-Entry Business at the Assignee Company and the status of assignment of said employees;

十八　譲受会社の事務の機構及び分掌を記載した書面

(xviii) a document stating the organizational structure and division of responsibilities for handling the processes of the Assignee Company; and

十九　その他参考となるべき事項を記載した書類

(xix) a document stating other matters for reference.

３　法第三十一条第三項に規定する主務省令で定める電磁的記録は、第三条に規定する電磁的記録とする。

(3) The electronic or magnetic record specified by Ordinance of the Competent Ministry as referred to in Article 31, paragraph (3) of the Act is the electronic or magnetic record prescribed in Article 3.

（招集通知に記載すべき事項）

(Matters to Be Stated in a Convocation Notice)

第二十四条　法第三十四条第二項に規定する書面をもってする通知には、同条第四項及び法第三十八条第二項の規定により記載すべき事項のほか、次に掲げる事項を記載しなければならない。

Article 24 A notice to be issued in writing as referred to in Article 34, paragraph (2) of the Act must state the following matters, in addition to the matters to be stated pursuant to the provisions of paragraph (4) of said Article and Article 38, paragraph (2) of the Act:

一　加入者が保有する議決権の数及び議決権の総数

(i) the number of voting rights held by the Participants and the total number of voting rights;

二　議案が法第二十六条に規定する加入者の承認に関するものである場合には、次に掲げる事項

(ii) if the proposal relates to the approval of the Participants as referred to in Article 26 of the Act, the following matters:

イ　特定合併を必要とする理由

(a) the reason for the need for the Specified Merger;

ロ　特定合併の合併契約の内容

(b) the contents of the merger agreement for the Specified Merger; and

ハ　特定合併の当事者の貸借対照表及び損益計算書の内容

(c) the contents of the balance sheets and profit and loss statements for the parties to the Specified Merger;

三　議案が法第二十八条に規定する加入者の承認に関するものである場合には、次に掲げる事項

(iii) if the proposal relates to the approval of the Participants as referred to in Article 28 of the Act, the following matters:

イ　新設分割を必要とする理由

(a) the reason for the need for the Incorporation-Type Company Split;

ロ　新設分割の分割計画の内容

(b) the contents of the company split plan for the Incorporation-Type Company Split; and

ハ　新設分割の当事者の貸借対照表及び損益計算書の内容

(c) the contents of the balance sheets and profit and loss statements for the parties to the Incorporation-Type Company Split;

四　議案が法第三十条に規定する加入者の承認に関するものである場合には、次に掲げる事項

(iv) if the proposal relates to the approval of the Participants as referred to in Article 30 of the Act, the following matters:

イ　吸収分割を必要とする理由

(a) the reason for the need for the Absorption-Type Company Split;

ロ　吸収分割の分割契約の内容

(b) the contents of the company split agreement for the Absorption-Type Company Split; and

ハ　吸収分割の当事者の貸借対照表及び損益計算書の内容

(c) the contents of the balance sheets and profit and loss statements for the parties to the Absorption-Type Company Split;

五　議案が法第三十二条に規定する加入者の承認に関するものである場合には、次に掲げる事項

(v) if the proposal relates to the approval of the Participants as referred to in Article 32 of the Act, the following matters:

イ　事業譲渡を必要とする理由

(a) the reason for the need for the Business Transfer;

ロ　事業譲渡の譲渡契約の内容

(b) the contents of the transfer agreement for the Business Transfer; and

ハ　事業譲渡の当事者の貸借対照表及び損益計算書の内容

(c) the contents of the balance sheets and profit and loss statements for the parties to the Business Transfer; and

六　その他参考となるべき事項

(vi) other matters for reference.

（電磁的方法による招集通知の発出）

(Issuance of a Convocation Notice by Electronic or Magnetic Means)

第二十五条　特別振替機関は、法第三十四条第三項の規定により電磁的方法による通知を発出しようとするときは、あらかじめ、その加入者に対し、当該特別振替機関の用いる電磁的方法の種類及び内容として次に掲げる事項を示し、書面又は電磁的方法による承諾を得なければならない。

Article 25 (1) If a Special Book-Entry Institution intends to issue a notice by electronic or magnetic means pursuant to the provisions of Article 34, paragraph (3) of the Act, it must indicate to the Participant the following matters as the type and contents of the electronic or magnetic means to be used by the Special Book-Entry Institution and obtain the Participant's consent in writing or by electronic or magnetic means in advance:

一　次に掲げる電磁的方法のうち、特別振替機関が使用するもの

(i) any of the following electronic or magnetic means to be used by the Special Book-Entry Institution:

イ　特別振替機関の使用に係る電子計算機とその加入者の使用に係る電子計算機とを接続する電気通信回線を通じて送信し、当該加入者の使用に係る電子計算機に備えられたファイルに記録する方法

(a) the means of transmitting information through a telecommunications line that connects the computer used by the Special Book-Entry Institution and the computer used by the Participant, and recording said information in a file on the computer used by the Participant;

ロ　特別振替機関の使用に係る電子計算機に備えられたファイルに記録された情報の内容を電気通信回線を通じてその加入者の閲覧に供し、当該加入者の使用に係る電子計算機に備えられたファイルに当該情報を記録する方法

(b) the means of providing, through a telecommunications line, the contents of information recorded in a file on the computer used by the Special Book-Entry Institution for the Participant's inspection, and recording said information in a file on the computer used by the Participant; or

ハ　磁気ディスクその他これに準ずる方法により一定の情報を確実に記録しておくことができる物をもって調製するファイルに情報を記録したものを交付する方法

(c) a means of delivering a record of information in a file that has been prepared by using a magnetic disk or other object onto which a fixed set of information can be securely recorded by an equivalent means; and

二　ファイルへの記録の方式

(ii) the specification for recording information in a file.

２　前項第一号に掲げる方法は、同号の加入者がファイルへの記録を出力することにより書面を作成することができるものでなければならない。

(2) The means set forth in item (i) of the preceding paragraph must be one that enables the Participant under said item to prepare a document by outputting the record in the file.

３　第一項の規定による承諾を得た特別振替機関は、その加入者から書面又は電磁的方法により電磁的方法による招集の通知を受けない旨の申出があったときは、当該加入者に対し、招集の通知を電磁的方法によってしてはならない。ただし、当該加入者が再び同項の規定による承諾をした場合は、この限りでない。

(3) A Special Book-Entry Institution that has obtained consent under paragraph (1) must not issue a convocation notice to the Participant by electronic or magnetic means if the Participant states in writing or by electronic or magnetic means that the Participant refuses to receive a convocation notice by electronic or magnetic means; provided, however, that this does not apply if the Participant again gives consent under said paragraph.

４　法第三十四条第三項に規定する主務省令で定める方法は、第一項第一号に掲げる方法とする。

(4) The means specified by Ordinance of the Competent Ministry as referred to in Article 34, paragraph (3) of the Act is the method set forth in paragraph (1), item (i).

（電磁的方法による招集通知に記録すべき事項）

(Matters to Be Recorded in a Convocation Notice by Electronic or Magnetic Means)

第二十六条　法第三十六条第二項に規定する主務省令で定めるものは、第二十四条各号に掲げる事項とする。

Article 26 The matters specified by Ordinance of the Competent Ministry as referred to in Article 36, paragraph (2) of the Act are the matters set forth in the items under Article 24.

（電磁的方法による議決権の行使）

(Exercise of Voting Rights by Electronic or Magnetic Means)

第二十七条　法第三十六条第四項において読み替えて準用する会社法第三百二条第三項及び第四項並びに第三百十二条第一項に規定する主務省令で定める事項は、議決権を行使するための電磁的記録（以下「議決権行使記録」という。）に加入者が議案に対する賛否を記録する欄とする。ただし、別に棄権の欄を提供することを妨げない。

Article 27 (1) The matters specified by Ordinance of the Competent Ministry as referred to in Article 302, paragraphs (3) and (4) and Article 312, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 36, paragraph (4) of the Act following the deemed replacement of terms, is a column in which the Participant records the Participant's approval or disapproval of the proposal in the electronic or magnetic record for exercising voting rights (hereinafter referred to as the "Record for Exercising Voting Rights"); provided, however, that this does not preclude provision of a separate column for abstaining from voting.

２　前項の電磁的記録は、電子的方式、磁気的方式その他人の知覚によっては認識することができない方式で作られる記録であって、電子計算機による情報処理の用に供される磁気ディスクその他これに準ずる方法により一定の情報を確実に記録しておくことができる物をもって調製するファイルに情報を記録したものとする。

(2) The electronic or magnetic record under the preceding paragraph is a record made in electronic form, magnetic form, or other form not recognizable to human perception, which is a record of information in a file that has been prepared by using a magnetic disk or other object onto which a fixed set of information can be securely recorded by equivalent means and that is used in information processing by computers.

３　議決権行使記録には、第一項に規定する記録のない議決権行使記録の提供を受けたときは、議案に賛成、反対又は棄権のいずれかの意思表示があったものとして取り扱う旨を記録することができる。

(3) A Record for Exercising Voting Rights may contain a record indicating whether a Record for Exercising Voting Rights lacking the record prescribed in paragraph (1) that has been received is to be treated as a manifestation of intention to approve the proposal, disapprove the proposal, or abstain from voting.

４　議決権行使記録には、議決権を行使すべき加入者の氏名又は商号若しくは名称及び議決権の数を記録し、当該加入者が電子署名（電子署名及び認証業務に関する法律（平成十二年法律第百二号）第二条第一項に規定する電子署名をいう。第三十二条第一項において同じ。）をすることができる措置を執らなければならない。

(4) A Record for Exercising Voting Rights must contain a record of the name or trade name of and the number of voting rights held by the Participant that is to exercise the voting rights, and measures must be taken to enable the Participant to affix an Electronic Signature (meaning the electronic signature prescribed in Article 2, paragraph (1) of the Act on Electronic Signatures and Certification Business (Act No. 102 of 2000); the same applies in Article 32, paragraph (1)).

（電磁的方法による議決権の行使に係る再請求）

(Repeated Request Pertaining to Exercise of Voting Rights by Electronic or Magnetic Means)

第二十八条　特別振替機関は、法第三十六条第四項において読み替えて準用する会社法第三百二条第四項の規定により同項に規定する事項を提供しようとするときは、あらかじめ、法第三十四条第三項の承諾をしなかった加入者に対し、第二十五条第一項各号に掲げる事項を示し、書面又は電磁的方法による承諾を得なければならない。

Article 28 (1) If a Special Book-Entry Institution intends to provide the matters prescribed in Article 302, paragraph (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 36, paragraph (4) of the Act following the deemed replacement of terms in accordance with Article 302, paragraph (4) of the Companies Act as thus applied mutatis mutandis, it must indicate to the Participant that did not give the consent under Article 34, paragraph (3) of the Act of the matters set forth in the items under Article 25, paragraph (1) and obtain the Participant's consent in writing or by electronic or magnetic means in advance.

２　前項の規定による承諾を得た特別振替機関は、前項の加入者から書面又は電磁的方法により電磁的方法による提供を受けない旨の申出があったときは、当該加入者に対し、法第三十六条第四項において読み替えて準用する会社法第三百二条第四項に規定する事項の提供を電磁的方法によってしてはならない。ただし、当該加入者が再び前項の規定による承諾をした場合は、この限りでない。

(2) A Special Book-Entry Institution that has obtained consent under the preceding paragraph must not provide the matters prescribed in Article 302, paragraph (4) of the Companies Act, as applied mutatis mutandis pursuant to Article 36, paragraph (4) of the Act following the deemed replacement of terms, to the Participant under the preceding paragraph by electronic or magnetic means if the Participant states in writing or by electronic or magnetic means that the Participant refuses to receive the matters by electronic or magnetic means; provided, however, that this does not apply if the Participant again gives consent under the preceding paragraph.

（電磁的方法による議決権の行使に係る特別振替機関の承諾）

(Consent of a Special Book-Entry Institution Pertaining to Exercise of Voting Rights by Electronic or Magnetic Means)

第二十九条　加入者は、法第三十六条第四項において読み替えて準用する会社法第三百十二条第一項の規定により同項に規定する事項を提供しようとするときは、あらかじめ、特別振替機関に対し、第二十五条第一項各号に掲げる事項を示し、書面又は電磁的方法による承諾を得なければならない。

Article 29 (1) If a Participant intends to provide the matters prescribed in Article 312, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 36, paragraph (4) of the Act following the deemed replacement of terms, in accordance with Article 312, paragraph (1) of the Companies Act thus applied mutatis mutandis, the Participant must indicate to the Special Book-Entry Institution the matters set forth in the items under Article 25, paragraph (1) and obtain the Special Book-Entry Institution's consent in writing or by electronic or magnetic means in advance.

２　前項の規定による承諾を得た加入者は、前項の特別振替機関から書面又は電磁的方法により電磁的方法による提供を受けない旨の申出があったときは、当該特別振替機関に対し、法第三十六条第四項において読み替えて準用する会社法第三百十二条第一項に規定する事項の提供を電磁的方法によってしてはならない。ただし、当該特別振替機関が再び前項の規定による承諾をした場合は、この限りでない。

(2) A Participant that has obtained approval under the preceding paragraph must not provide the matters prescribed in Article 312, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 36, paragraph (4) of the Act following the deemed replacement of terms, to the Special Book-Entry Institution under the preceding paragraph by electronic or magnetic means if the Special Book-Entry Institution states in writing or by electronic or magnetic means that it refuses to receive the matters by electronic or magnetic means; provided, however, that this does not apply if the Special Book-Entry Institution again gives consent under the preceding paragraph.

３　法第三十六条第四項において読み替えて準用する会社法第三百十二条第一項に規定する主務省令で定める時は、加入者集会の日時の直前の事業時間の終了時（特定の時（加入者集会の日時以前の時であって、法第三十四条第二項の通知の時から二週間を経過したとき以後の時に限る。）をもって電磁的方法（会社法第二条第三十四号に規定する電磁的方法をいう。）による議決権の行使を期限とする旨を定めるときは、その特定の時）とする。

(3) The time prescribed by Ordinance of the Competent Ministry as referred to in Article 312, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 36, paragraph (4) of the Act following the deemed replacement of terms, is the end of the business hour immediately before the time of the Participants' Meeting (if a specific timing (limited to the timing on or before the time of the Participants' Meeting, but after two weeks have elapsed from the time of the notice under Article 34, paragraph (2) of the Act) is to be designated as the time limit for exercising voting rights by electronic or magnetic means (meaning the electronic or magnetic means prescribed in Article 2, item (xxxiv) of the Companies Act), such specific timing).

（電磁的記録に記録された事項を表示する方法）

(Manner of Displaying Data Recorded in Electronic or Magnetic Records)

第三十条　法第三十六条第四項において読み替えて準用する会社法第三百十二条第五項に規定する主務省令で定める方法は、電磁的記録（第二十七条第二項に規定する電磁的記録をいう。）に記録された事項を紙面又は映像面に表示する方法とする。

Article 30 The manner prescribed by Ordinance of the Competent Ministry as referred to in Article 312, paragraph (5) of the Companies Act, as applied mutatis mutandis pursuant to Article 36, paragraph (4) of the Act following the deemed replacement of terms, is the manner of displaying the data recorded in the electronic or magnetic record (meaning the electronic or magnetic record prescribed in Article 27, paragraph (2)) on paper or on a screen.

（代理人による議決権の行使）

(Exercise of Voting Rights by a Proxy)

第三十一条　加入者又はその代理人は、法第三十九条において読み替えて準用する会社法第三百十条第三項の規定により同項に規定する事項を提供しようとするときは、あらかじめ、特別振替機関に対し、第二十五条第一項各号に掲げる事項を示し、書面又は電磁的方法による承諾を得なければならない。

Article 31 (1) If a Participant or a proxy thereof intends to provide the matters prescribed in Article 310, paragraph (3) of the Companies Act, as applied mutatis mutandis pursuant to Article 39 of the Act following the deemed replacement of terms, in accordance with Article 310, paragraph (3) of the Companies Act thus applied mutatis mutandis, the Participant or proxy must indicate to the Special Book-Entry Institution the matters set forth in the items under Article 25, paragraph (1) and obtain the Special Book-Entry Institution's consent in writing or by electronic or magnetic means in advance.

２　前項の規定による承諾を得た加入者又はその代理人は、同項の特別振替機関から書面又は電磁的方法により電磁的方法による情報の提供を受けない旨の申出があったときは、当該特別振替機関に対し、同項の情報の提供を電磁的方法によってしてはならない。ただし、当該特別振替機関が再び同項の規定による承諾をした場合は、この限りでない。

(2) A Participant or a proxy thereof that has obtained consent under the preceding paragraph must not provide the information under said paragraph to the Special Book-Entry Institution under said paragraph by electronic or magnetic means if the Special Book-Entry Institution states in writing or by electronic or magnetic means that it refuses to receive the information by electronic or magnetic means; provided, however, that this does not apply if the Special Book-Entry Institution again gives consent under said paragraph.

（電磁的記録による議事録の作成）

(Preparation of Minutes in the Form of Electronic or Magnetic Records)

第三十二条　法第三十九条において読み替えて準用する会社法第七百三十一条第一項の規定による議事録の作成については、第二十五条第一項第一号ハに掲げる情報を記録したものとし、電子署名をすることができる措置をとらなければならない。

Article 32 (1) With regard to the preparation of minutes under Article 731, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 39 of the Act following the deemed replacement of terms, the information set forth in Article 25, paragraph (1), item (i), (c) must be recorded, and a measure must be taken to enable affixing of an Electronic Signature.

２　法第三十九条において読み替えて準用する会社法第七百三十一条第三項第二号に規定する主務省令で定める方法は、第三十条に規定する方法とする。

(2) The manner prescribed in Ordinance of the Competent Ministry as referred to in Article 731, paragraph (3), item (ii) of the Companies Act, as applied mutatis mutandis pursuant to Article 39 of the Act following the deemed replacement of terms, is the manner prescribed in Article 30.

（解散等の認可申請）

(Application for Authorization for Dissolution)

第三十三条　特別振替機関は、法第四十条の規定による認可を受けようとするときは、当該認可を受けるべき事項を記載した認可申請書を金融庁長官、法務大臣及び財務大臣に提出しなければならない。

Article 33 (1) If a Special Book-Entry Institution intends to obtain authorization under Article 40 of the Act, it is to submit a written application for authorization stating the matters for which the authorization is to be obtained to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance:

２　前項の認可申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for authorization under the preceding paragraph:

一　理由書

(i) a statement of reasons;

二　株主総会の議事録（会社法第三百十九条第一項の規定により株主総会の決議があったものとみなされる場合にあっては、当該場合に該当することを証する書面）

(ii) minutes of a shareholders meeting (if a resolution of a shareholders meeting is deemed to have been made pursuant to the provisions of Article 319, paragraph (1) of the Companies Act, a document proving that it is such a case);

三　資産及び負債の内容を明らかにした書類

(iii) a document clarifying the contents of assets and liabilities;

四　振替業の結了の方法を記載した書類

(iv) a document stating the method of concluding the Book-Entry Business; and

五　その他参考となるべき事項を記載した書類

(v) a document stating other matters for reference.

（指定失効の届出）

(Notification of the Lapse of Designation)

第三十四条　特別振替機関であった者又は一般承継人（以下「旧特別振替機関等」という。）は、法第四十一条第二項の規定により届出をしようとするときは、別表第一上欄に掲げる区分により、同表中欄に定める事項を記載した書面に同表下欄に定める書類を添付し、金融庁長官、法務大臣及び財務大臣に届け出るものとする。

Article 34 If a person that was a Special Book-Entry Institution or its general successor (hereinafter referred to as a "Former Special Book-Entry Institution, etc.") intends to make a notification pursuant to the provisions of Article 41, paragraph (2) of the Act, it is to submit a document stating the matters specified in the center column of Appended Table 1 with the documents specified in the right column of said Table attached thereto in accordance with the classifications set forth in the left column of said Table to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance.

（振替業の結了の通知）

(Notice of Conclusion of Book-Entry Business)

第三十五条　旧特別振替機関等は、法第四十二条の規定により振替業を結了したときは、遅滞なく、その旨を当該振替業に係る社債等の発行者に通知しなければならない。この場合において、当該通知には、当該旧特別振替機関等の振替口座簿の抄本を添付するものとする。

Article 35 If a Former Special Book-Entry Institution, etc. has concluded its Book-Entry Business pursuant to the provisions of Article 42 of the Act, it must give a notice to that effect to the issuer of Corporate Bonds, etc. pertaining to the Book-Entry Business without delay. In this case, an extract of the book-entry account registry of the Former Special Book-Entry Institution, etc. is to be attached to said notice.

（振替業の結了の届出）

(Notification of Conclusion of Book-Entry Business)

第三十六条　旧特別振替機関等は、法第四十二条の規定により振替業を結了したときは、遅滞なく、その旨を金融庁長官、法務大臣及び財務大臣に届け出なければならない。

Article 36 (1) If a Former Special Book-Entry Institution, etc. has concluded Book-Entry Business pursuant to the provisions of Article 42 of the Act, it must make a notification to that effect to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance without delay.

２　金融庁長官、法務大臣及び財務大臣は、前項の届出を受理したときは、遅滞なく、その旨を官報に公示しなければならない。

(2) If the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance receive a notification under the preceding paragraph, they must give public notice to that effect in the official gazette without delay.

（振替口座簿の記載又は記録事項を証明する書面の交付等の請求）

(Demand for Delivery of a Document Certifying the Matters Described or Recorded in the Book-Entry Account Registry)

第三十七条　加入者又は法第二百七十七条に規定する利害関係を有する者は、特別振替機関に対して同条の規定による請求をするときは、次に掲げる方法のいずれかにより、請求者の氏名又は名称及び住所並びに請求の目的その他の当該請求に必要な情報を当該特別振替機関に提供しなければならない。

Article 37 (1) If a Participant or a person with an interest as referred to in Article 277 of the Act makes a demand under said Article to a Special Book-Entry Institution, the Participant or such person must provide the name and address of the person making the demand, the purpose of the demand, and any other information necessary for the demand to the Special Book-Entry Institution by any of the following means:

一　第二十五条第一項第一号に掲げる方法

(i) the means set forth in Article 25, paragraph (1), item (i); or

二　書面を提出する方法

(ii) a means of submitting a document.

２　法第二百七十七条に規定する利害関係を有する者が同条の規定による請求をするときは、当該請求において、当該利害関係を明らかにする資料を提出しなければならない。

(2) When a person with an interest as referred to in Article 277 of the Act makes a demand under said Article, such person must submit materials that clarify said interest upon making said demand.

（電磁的方法による情報の提供）

(Provision of Information by Electronic or Magnetic Means)

第三十七条の二　法第二百七十七条に規定する主務省令で定める方法は、第二十五条第一項第一号に掲げる方法とする。

Article 37-2 (1) The means specified by Ordinance of the Competent Ministry as referred to in Article 277 of the Act is the means set forth in Article 25, paragraph (1), item (i).

２　第二十五条第二項の規定は、前項に規定する方法について準用する。

(2) The provisions of Article 25, paragraph (2) apply mutatis mutandis to the means prescribed in the preceding paragraph.

（届出事項）

(Matters Requiring Notification)

第三十八条　特別振替機関は、次の各号のいずれかに該当することとなったときは、遅滞なく、その旨を金融庁長官、法務大臣及び財務大臣に届け出なければならない。

Article 38 (1) If a Special Book-Entry Institution has come to fall under any of the following items, it must make a notification to that effect to the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance without delay:

一　特別振替機関の代表者の氏名に変更があったとき。

(i) if the name of the representative of the Special Book-Entry Institution has changed;

二　第二条第三項第六号に掲げる書面の記載事項に変更があったとき（当該変更が特別振替機関の取締役又は執行役の氏名の変更による場合を除く。）。

(ii) if a matter stated in the document set forth in Article 2, paragraph (3), item (vi) has changed (excluding when such change has resulted from a change in the name of a director or executive officer of the Special Book-Entry Institution);

三　第二条第三項第八号に掲げる書面の記載事項に変更があったとき。

(iii) if a matter stated in the document set forth in Article 2, paragraph (3), item (viii) has changed;

四　第六条第二項第一号に掲げる書類の記載事項に変更があったとき。

(iv) if a matter stated in the document set forth in Article 6, paragraph (2), item (i) has changed;

五　第八条第一項第一号に掲げる記載事項又は同条第二項第二号、第六号若しくは第七号に掲げる書類の記載事項に変更（同項第六号に掲げる書類の記載事項の変更にあっては、当該変更が軽微なものを除く。）があったとき。

(v) if the matter set forth in Article 8, paragraph (1), item (i) or a matter stated in the document set forth in paragraph (2), item (ii), (vi), or (vii) of said Article has changed (in the case of a change in a matter stated in the document set forth in item (vi) of said paragraph, excluding a minor change); or

六　業務規程に基づき規則を定め、又は廃止若しくは変更したとき。

(vi) if rules have been established, abolished, or changed based on the Operational Rules.

２　前項の規定による届出を行う特別振替機関は、別表第二上欄に掲げる区分により、同表下欄に定める書類を添付しなければならない。

(2) The Special Book-Entry Institution making a notification under the preceding paragraph must attach the documents specified in the right column of Appended Table 2 to said notification in accordance with the classification set forth in the left column of said Table.

（日本銀行が国債の振替に関する業務を営む場合の特例）

(Special Provisions for the Case When the Bank of Japan Operates Business Concerning the Book-Entry of National Government Bonds)

第三十九条　第二条第一項の規定は、法第四十七条第一項の指定を受けようとする日本銀行について準用する。

Article 39 (1) The provisions of Article 2, paragraph (1) apply mutatis mutandis to the Bank of Japan when it intends to receive the designation under Article 47, paragraph (1) of the Act.

２　法第四十七条第三項において準用する法第四条第二項第七号に規定する主務省令で定める書類は、次に掲げるものとする。

(2) The documents specified by Ordinance of the Competent Ministry as referred to in Article 4, paragraph (2), item (vii) of the Act as applied mutatis mutandis pursuant to Article 47, paragraph (3) of the Act are the following:

一　日本銀行の役員の担当業務を記載した書面

(i) a document stating the duties of the officers of the Bank of Japan;

二　振替業に関する知識及び経験を有する職員の確保の状況並びに当該職員の配置の状況を記載した書面

(ii) a document stating the status of securing employees that have knowledge of and experience in Book-Entry Business and the status of assignment of said employees;

三　日本銀行の事務の機構及び分掌を記載した書面

(iii) a document stating the organizational structure and division of responsibilities for handling the processes of the Bank of Japan; and

四　その他参考となるべき事項を記載した書面

(iv) a document stating other matters for reference.

（日本銀行に適用される規定の読替え）

(Replacement of Terms of the Provisions to Be Applied to the Bank of Japan)

第四十条　法第四十八条の規定により振替機関とみなされる場合におけるこの命令の規定（第四条から第七条まで、第十四条、第十五条第二項第三号、第十七条第二項第二号及び第三号、第十九条から第二十二条まで、第二十四条第二号から第四号まで、第三十三条並びに第三十八条第一項第一号から第四号までの規定を除く。）の適用については、第十五条及び第十六条中「定款又は業務規程」とあるのは「業務規程」と、第十七条第一項中「法第四条第一項第一号又は第三号から第五号まで」とあるのは「法第四十七条第三項において読み替えて準用する法第四条第一項第一号又は第三号」と、第十八条第一項第一号中「特別振替機関又は当該特別振替機関に係る口座管理機関の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員を含む。）、監査役、執行役又は使用人」とあるのは「日本銀行の役員若しくは職員又は日本銀行に係る口座管理機関の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員を含む。）、監査役、執行役若しくは使用人」と、同条第二項第二号中「取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員を含む。）、監査役、執行役又は使用人」とあるのは「日本銀行の役員若しくは職員又は日本銀行に係る口座管理機関の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員を含む。）、監査役、執行役若しくは使用人」と、第二十三条第二項第四号及び第六号並びに第二十四条第五号ハ中「事業譲渡の当事者」とあるのは「譲受会社」と、第三十四条中「別表第一」とあるのは「別表第三」と、第三十八条第二項中「別表第二」とあるのは「別表第四」とする。

Article 40 With regard to application of the provisions of this Order (excluding the provisions of Articles 4 through 7, Article 14, Article 15, paragraph (2), item (iii), Article 17, paragraph (2), items (ii) and (iii), Articles 19 through 22, Article 24, items (ii) through (iv), Article 33, and Article 38, paragraph (1), items (i) through (iv)) when the Bank of Japan is deemed to be a Book-Entry Institution pursuant to the provisions of Article 48 of the Act, the phrase "the articles of incorporation or Operational Rules" in Articles 15 and 16 is deemed to be replaced with "the Operational Rules," the phrase "Article 4, paragraph (1), item (i) or items (iii) through (v) of the Act" in Article 17, paragraph (1) is deemed to be replaced with "Article 4, paragraph (1), item (i) or (iii) of the Act, as applied mutatis mutandis pursuant to Article 47, paragraph (3) of the Act following the deemed replacement of terms," the phrase "a director, accounting advisor (if the accounting advisor is a corporation, including a member that is to perform the duties thereof), company auditor, executive officer, or employee of a Special Book-Entry Institution or an Account Management Institution pertaining to said Special Book-Entry Institution" in Article 18, paragraph (1), item (i) is deemed to be replaced with "an officer or employee of the Bank of Japan or a director, accounting advisor (if the accounting advisor is a corporation, including a member that is to perform the duties thereof), company auditor, executive officer, or employee of the Account Management Institution pertaining to the Bank of Japan," the phrase "the director, accounting advisor (if the accounting advisor is a corporation, including a member that is to perform the duties thereof), company auditor, executive officer, or employee" in paragraph (2), item (ii) of said Article is deemed to be replaced with "the officer or employee of the Bank of Japan or the director, accounting advisor (if the accounting advisor is a corporation, including a member that is to perform the duties thereof), company auditor, executive officer, or employee of the Account Management Institution pertaining to the Bank of Japan," the phrase "the parties to the Business Transfer" in Article 23, paragraph (2), items (iv) and (vi) and Article 24, item (v), (c) is deemed to be replaced with "the Assignee Company," the term "Appended Table 1" in Article 34 is deemed to be replaced with "Appended Table 3," and the term "Appended Table 2" in Article 38, paragraph (2) is deemed to be replaced with "Appended Table 4."

第四十一条　法第四十八条において読み替えて適用する法第十六条第一項の規定による日本銀行が作成すべき業務に関する報告書には、次に掲げる事項を記載するものとする。

Article 41 (1) The report on business to be prepared by the Bank of Japan under Article 16, paragraph (1) of the Act, as applied pursuant to Article 48 of the Act after deemed replacement, is to state the following matters:

一　振替業の状況

(i) the status of the Book-Entry Business; and

二　振替業の状況に関し参考となるべき事項

(ii) matters for reference concerning the status of the Book-Entry Business.

２　第十四条第三項の規定は、前項の業務に関する報告書について準用する。

(2) The provisions of Article 14, paragraph (3) apply mutatis mutandis to the report on business under the preceding paragraph.

第四十二条　削除

Article 42 Deleted

第四十三条　第二十三条の規定（第二項第七号、第八号、第十号から第十五号まで及び第十八号の規定を除く。）は、法第五十条において準用する法第三十一条第一項に規定する特別振替機関が日本銀行に行う振替業の全部又は一部の譲渡について準用する。この場合において、第二十三条第二項第四号及び第六号中「事業譲渡の当事者」とあるのは「特別振替機関」と、同項第十六号中「取締役（委員会設置会社にあっては、執行役）」とあるのは「役員」と、同項第十七号中「使用人」とあるのは「職員」と読み替えるものとする。

Article 43 The provisions of Article 23 (excluding the provisions of paragraph (2), items (vii), (viii), (x) through (xv), and (xviii)) apply mutatis mutandis to the transfer of the whole or part of the Book-Entry Business of a Special Book-Entry Institution to the Bank of Japan under Article 31, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 50 of the Act. In this case, the phrase "the parties to the Business Transfer" in Article 23, paragraph (2), items (iv) and (vi) is deemed to be replaced with "the Special Book-Entry Institution," the phrase "the directors of the Assignee Company (in the case of a company with committees, the executive officers)" in item (xvi) of said paragraph is deemed to be replaced with "the officers of the Assignee Company," and the term "employees" in item (xvii) of said paragraph is deemed to be replaced with "employees."

第三章　雑則

Chapter III Miscellaneous Provisions

（短期社債等の発行残高に係る情報の提供）

(Provision of Information Pertaining to the Outstanding Balance of Short-Term Company Bonds)

第四十四条　特別振替機関は、振替口座簿に記載され、又は記録されている短期社債、投資信託及び投資法人に関する法律（昭和二十六年法律第百九十八号）第百三十九条の十二第一項に規定する短期投資法人債、保険業法（平成七年法律第百五号）第六十一条の十第一項に規定する短期社債、資産の流動化に関する法律（平成十年法律第百五号）第二条第八項に規定する特定短期社債及び短期外債（以下この条において「短期社債等」という。）について、次に掲げる事項を電子情報処理組織を使用する方法その他の方法により公衆に提供しなければならない。ただし、当該短期社債等の取得の申込みの勧誘が私募（金融商品取引法（昭和二十三年法律第二十五号）第二条第三項に規定する有価証券の私募をいう。）により行われる場合については、この限りでない。

Article 44 (1) A Special Book-Entry Institution must provide the following matters to the public by means of using an electronic data processing system or by any other means, with regard to the Short-Term Corporate Bonds, short-term investment corporation bonds prescribed in Article 139-12, paragraph (1) of the Act on Investment Trusts and Investment Corporations (Act No. 198 of 1951), Short-Term Corporate Bonds prescribed in Article 61-10, paragraph (1) of the Insurance Business Act (Act No. 105 of 1995), specified short-term corporate bonds prescribed in Article 2, paragraph (8) of the Act on the Securitization of Assets (Act No. 105 of 1998), and short-term foreign bonds (hereinafter referred to as "Short-Term Corporate Bonds, etc." in this Article) that are described or recorded in its book-entry account registry; provided, however, that this does not apply to the case when the solicitation of offers to acquire said Short-Term Corporate Bonds, etc. is made through private placement (meaning the private placement of securities prescribed in Article 2, paragraph (3) of the Financial Instruments and Exchange Act (Act No. 25 of 2011)):

一　短期社債等の銘柄

(i) the issues of the Short-Term Corporate Bonds, etc.; and

二　短期社債等の発行残高

(ii) the outstanding balance of the Short-Term Corporate Bonds, etc.

２　前項の「短期外債」とは、振替外債（法第百二十七条において準用する法第六十六条（第一号を除く。）に規定する振替外債をいう。以下この項において同じ。）のうち、次に掲げる要件のすべてに該当するものをいう。

(2) The term "short-term foreign bonds" under the preceding paragraph means Book-Entry Foreign Bonds (meaning the book-entry foreign bonds prescribed in Article 66 (excluding item (i)) of the Act as applied mutatis mutandis pursuant to Article 127 of the Act; hereinafter the same applies in this paragraph) that satisfy all of the following requirements:

一　円建てで発行されるものであること。

(i) the Book-Entry Foreign Bonds are issued in Japanese yen;

二　各振替外債の金額が一億円を下回らないこと。

(ii) the amount of each Book-Entry Foreign Bond is no less than 100 million yen;

三　元本の償還について、振替外債の総額の払込みのあった日から一年未満の日とする確定期限の定めがあり、かつ、分割払の定めがないこと。

(iii) there are provisions on a fixed due date for redemption of the principal that is within one year from the date on which the total amount of the Book-Entry Foreign Bonds have been paid, and there is no provisions for an installment plan; and

四　利息の支払期限を、前号の元本の償還期限と同じ日とする旨の定めがあること。

(iv) there are provisions to make the due date for the payment of interest the same date as the due date for the redemption of the principal under the preceding item.

（標準処理期間）

(Standard Processing Period)

第四十五条　内閣総理大臣又は金融庁長官、法務大臣及び財務大臣は、次の各号に掲げる指定、認可又は承認に関する申請があった場合は、その申請が事務所に到達した日から当該各号に定める期間内に、当該申請に対する処分をするよう努めるものとする。

Article 45 (1) If an application has been filed with regard to the designation, authorization, or approval set forth in any of the following items, the Commissioner of the Financial Services Agency, the Minister of Justice, and the Minister of Finance are to endeavor to process said application within the period specified in the respective items from the date on which the application arrived at the office:

一　法第三条第一項又は法第四十七条第一項の指定　二月

(i) designation under Article 3, paragraph (1) of the Act or Article 47, paragraph (1) of the Act: two months; or

二　法第六条第一項、法第十七条（法第四十八条において読み替えて適用する場合を含む。）、法第二十五条第一項、法第二十七条第一項、法第二十九条第一項、法第三十一条第一項（法第四十八条において読み替えて適用する場合を含む。）若しくは法第四十条の認可又は法第九条第一項ただし書若しくは法第十条第一項（法第四十八条において適用する場合を含む。）の承認　一月

(ii) authorization under Article 6, paragraph (1) of the Act, Article 17 of the Act (including the cases where applied pursuant to Article 48 of the Act after deemed replacement), Article 25, paragraph (1) of the Act, Article 27, paragraph (1) of the Act, Article 29, paragraph (1) of the Act, Article 31, paragraph (1) of the Act (including the cases where applied pursuant to Article 48 of the Act after deemed replacement), or Article 40 of the Act, or approval under the proviso to Article 9, paragraph (1) of the Act or Article 10, paragraph (1) of the Act (including the cases where applied pursuant to Article 48 of the Act): one month.

２　前項の期間には、次に掲げる期間を含まないものとする。

(2) The period under the preceding paragraph does not including the following periods:

一　当該申請を補正するために要する期間

(i) the period required to make corrections to the application;

二　当該申請をした者が当該申請の内容を変更するために要する期間

(ii) the period required for the person that has filed the application to change the contents of the application; and

三　当該申請をした者が当該申請に係る審査に必要と認められる資料を追加するために要する期間

(iii) the period required for the person that has filed the application to add materials that are found to be necessary for the examination of the application.