

Commercial Registration Act

(Act No. 125 of July 9, 1963)

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Chapter I General Provisions

(Purpose)

Article 1 The purpose of this Act is to help maintain people's trust in things such as trade names and companies by establishing a registration system for providing public notice of information that must be registered pursuant to the provisions of the Commercial Code (Act No. 48 of 1899), the Companies Act (Act No. 86 of 2005), or any other law, and to contribute to safe and seamless transactions.

(Definitions)

Article 1-2 In this Act, the meanings of the terms listed in the following items are as prescribed in those items:

(i) register: a book in which information that must be registered pursuant to the provisions of the Commercial Code, the Companies Act, or any other law

is recorded, which is prepared using a magnetic disk (this includes a medium onto which it is possible to securely record a fixed set of information by equivalent means);

- (ii) registration of a change: a registration that must be carried out pursuant to the provisions of the Commercial Code, the Companies Act, or any other law in a case in which information that has been registered has changed;
- (iii) registration of a lapse: a registration that must be made pursuant to the provisions of the Commercial Code, the Companies Act, or any other law in a case in which information that has been registered has ceased to be applicable;
- (iv) trade name: a trade name prescribed in Article 11, paragraph (1) of the Commercial Code or in Article 6, paragraph (1) of the Companies Act.

Chapter I-2 Registry Offices and Registrars

(Registry Offices)

Article 1-3 Registration affairs are administered by the Legal Affairs Bureau, District Legal Affairs Bureau, branch bureau, or the branch office of any of these bureaus (hereinafter simply referred to as a "registry office"), which has jurisdiction in the locality of the business office of the party concerned.

(Delegation of Affairs)

Article 2 The Minister of Justice may delegate affairs that are subject to the jurisdiction of one registry office to another registry office.

(Suspension of Affairs)

Article 3 In the event that a registry office is obliged to suspend its affairs for some reason, the Minister of Justice may specify a period for and order the suspension of the affairs of the registry office.

(Registrar)

Article 4 The affairs of a registry office are handled by a registrar (meaning a person appointed by the Director of the Legal Affairs Bureau or District Legal Affairs Bureau from among officials of the Ministry of Justice who work at the registry office; the same applies hereinafter).

(Disqualification of Registrars)

Article 5 A registrar may not make a registration if the registrar, their spouse, or their relative within the fourth degree of kinship (including a person who was a registrar's spouse or a relative within the fourth degree of kinship; hereinafter the same applies in this Article) is the person applying for the

registration. The same applies if the registrar, their spouse, or their relative within the fourth degree of kinship files an application for a registration as a representative of the applicant.

Chapter II Registers

(Commercial Register)

Article 6 A registry office keeps the following types of commercial registers:

- (i) the trade name register;
- (ii) the register of minors;
- (iii) the guardian register;
- (iv) the manager register;
- (v) the stock company register;
- (vi) the general partnership company register;
- (vii) the limited partnership company register;
- (viii) the limited liability company register; and
- (ix) the foreign company register.

(Corporate Identification Number)

Article 7 A corporate identification number (a number used to identify a specific company, foreign company, or other such merchant; the same applies in Article 19-3) is recorded in a register pursuant to Ministry of Justice Order.

(Prohibition of Removal of Registers and Other Documents)

Article 7-2 It is prohibited for a person to remove a register or document annexed to it (including an electronic or magnetic record (meaning a record used in computerized information processing which is created in electronic form, magnetic form, or any other form that cannot be perceived by the human senses; the same applies hereinafter) as prescribed in Article 17, paragraph (3), or electronic or magnetic record to be attached to a written application for registration as prescribed in Article 19-2 (hereinafter referred to as an "electronic or magnetic record prescribed in Article 19-2"); hereinafter the same applies in this Article, Article 9, Article 11-2, Article 140 and Article 141) from a registry office unless this is being done in order to avoid an incident; provided, however, that, this does not apply to a document annexed to a register, if the court orders or commissions this.

(Loss and Restoration of Registers)

Article 8 If all or part of a register is lost, the Minister of Justice may specify a certain period and order to the dispositions necessary for restoration of the registration to be made.

(Prevention of Loss of Registers)

Article 9 If there is a risk of loss of a register or a document annexed to it, the Minister of Justice may order the necessary dispositions to be made.

(Issuance of Certificates of Registered Information)

Article 10 (1) Any person may request to be issued a document certifying the information that has been recorded in the register (hereinafter referred to as a "certificate of registered information") by paying a fee.

(2) Unless otherwise prescribed in Ministry of Justice Order, a request to be issued a certificate of registered information referred to in the preceding paragraph may be filed with the registrar of a registry office of another jurisdiction.

(3) Ministry of Justice Order prescribes the information that is required to be specified in a certificate of registered information.

(Issuance of Documents Giving a Summary of Information Registered)

Article 11 Any person may request to be issued a document that gives a summary of the information recorded in the register by paying a fee.

(Inspection of Annexed Documents)

Article 11-2 A person who has an interest in the inspection of documents annexed to registers may request to inspect them by paying a fee. In such a case, a person inspects the information recorded in an electronic or magnetic record specified in Article 17, paragraph (3) or information recorded in an electronic or magnetic record specified in Article 19-2 by inspecting something that has been made to show the content of that information using the means prescribed by Ministry of Justice Order.

(Certification of Seals)

Article 12 (1) A person as follows who has submitted an impression of their seal to the registry office may request to be issued a certificate of their seal impression by paying a fee:

- (i) a person who is required to affix a seal to a written application for registration pursuant to the provisions of Article 17, paragraph (2) (or, if an application for registration is to be filed by a privately appointed agent, the person who appointed the agent or that person's representative);
- (ii) a manager;
- (iii) a bankruptcy trustee or temporary administrator appointed for a company pursuant to the provisions of the Bankruptcy Act (Act No. 75 of 2004);
- (iv) a trustee or temporary administrator appointed for a company pursuant to

- the provisions of the Civil Rehabilitation Act (Act No. 225 of 1999);
 - (v) a trustee or temporary administrator appointed for a company pursuant to the provisions of the Corporate Reorganization Act (Act No. 154 of 2002);
 - (vi) a recognized trustee or temporary administrator appointed for a company pursuant to the provisions of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings (Act No. 129 of 2000).
- (2) The provisions of Article 10, paragraph (2) apply mutatis mutandis to the certificate referred to in the preceding paragraph.

(Certification of Information Necessary for Confirming That Measures to Show the Creator of Electronic or Magnetic Records Have Been Taken)

- Article 12-2 (1) A person listed in each item of paragraph (1) of the preceding Article (hereinafter referred to as a "certified person" in this Article) may, pursuant to the provisions of this Article, file a request for certification of the following information (for a certification of the period specified in item (ii), this is limited to that prescribed by Ministry of Justice Order); provided, however, that this does not apply to a certification of restriction on the authority of representation and any other information prescribed by Ministry of Justice Order as being unfit for the certification under the provisions of this paragraph.
- (i) information necessary for confirming that the certified person has taken measures to show that they personally have prepared the information which can be recorded onto electronic or magnetic records, and which are prescribed by Ministry of Justice Order as measures which make it possible to show definitively that the information has been prepared by the certified person, such as those that make it possible to check whether the information in question has been altered; and
 - (ii) the period of time during which a request for certification under paragraph (8) may be filed, for information certified pursuant to the provisions of this paragraph and paragraph (3).
- (2) A request for certification under the provisions of the preceding paragraph must expressly indicate the information specified in each item of that paragraph.
- (3) A certified person who has requested a certification pursuant to the provisions of paragraph (1) may, together with the request, file a request for certification of the information registered for themselves which is prescribed by Ministry of Justice Order.
- (4) Unless otherwise provided for in Cabinet Order, a certified person who requests certification pursuant to the provisions of paragraph (1) must pay the fees.
- (5) Certification under the provisions of paragraphs (1) and (3) is to be issued by a registrar of a registry office designated by the Minister of Justice; provided,

however, that a request for certification under these provisions must be filed via the registry office which has jurisdiction in the locality of the business office of the party concerned (in the case of a company, its head office).

- (6) The designation set forth in the preceding paragraph must be made by means of public notice.
- (7) If, during the period of time specified in paragraph (1), item (ii), the information referred to in item (i) of that paragraph ceases to be information that is necessary for confirming that the person who has submitted an impression of their seal is the one that has taken the measures referred to in that item, the certified person who had requested the certification pursuant to the provisions of paragraph (1) may file a notification to that effect with the registry office referred to in the main clause of paragraph (5) via the registry office referred to in the proviso to paragraph (5).
- (8) Any person may file a request for certification of the following information with the registry office referred to in the main text of paragraph (5):
 - (i) whether there has been any change to the information that has been certified pursuant to the provisions of paragraph (1) and paragraph (3) (excluding minor changes prescribed by Ministry of Justice Order);
 - (ii) whether the period of time referred to in paragraph (1), item (ii) has elapsed;
 - (iii) whether the notification referred to in the preceding paragraph has been filed, and if it has been filed, the filing date; and
 - (iv) information prescribed by Ministry of Justice Order as equivalent to what is specified in the preceding three items.
- (9) The certification pursuant to the provisions of paragraph (1) and paragraph (3), and the certification and its request pursuant to the provisions of the preceding paragraph are to be made by means of transmission via telecommunication lines connecting a computer to be used by the registrar and a computer to be used by the person who makes the request and any other means, as prescribed by Ministry of Justice Order.

(Fees)

- Article 13 (1) The amount of fees set forth in Article 10 through the preceding Article is specified by Cabinet Order, in consideration of commodity price levels, the actual costs required for things such as the issuance of certificates of registered information, and all other circumstances.
- (2) The fees set forth in Article 10 through the preceding Article must be paid using revenue stamps.

Chapter III Registration Procedures

Section 1 General Rules

(Registration Upon Application by the Party)

Article 14 Unless otherwise provided for in laws and regulations, it is not permissible to make a registration other than based on the application by the party or a commission from a government agency or public office.

(Registration upon Commission)

Article 15 The provisions of Article 5, Articles 17 through 19-2, Article 21, Article 22, Article 23-2, Article 24, Article 51, paragraph (1) and paragraph (2), Article 52, Article 78, paragraph (1) and paragraph (3), Article 82, paragraph (2) and paragraph (3), Article 83, Article 87, paragraph (1) and paragraph (2), Article 88, Article 91, paragraph (1) and paragraph (2), Article 92, Article 132, and Article 134 apply mutatis mutandis to a registration procedure to be performed as commissioned by a government agency or public office.

Article 16 Deleted

(Method of Applying for Registration)

Article 17 (1) An application for registration must be filed in writing.

(2) The following information must be specified in a written application, and the applicant, or their representative (or, if the representative is a corporation, the person required to perform the duties of that position) or agent must affix their name and seal to it:

(i) the name and address of an applicant, or, if an applicant is a company, its trade name and the name and address of the head office as well as its representative (this includes the name and address of the person who is required to perform the duties of the corporation, if the representative is a corporation);

(ii) if an application is to be filed by an agent, their name and address;

(iii) the grounds for registration;

(iv) the information that must be registered;

(v) if permission from a government agency or public office is required in connection with a piece of information that must be registered, the date of the arrival of the permit;

(vi) the amount of registration tax payable, and the amount of the tax base for this, if applicable;

(vii) the filing date; and

(viii) an indication of which registry office it is.

(3) If an electronic or magnetic record containing the information listed in item (iv) of the preceding paragraph has been provided by the means prescribed by Ministry of Justice Order, it is not required to specify in a written application

the information that is contained in the electronic or magnetic record, notwithstanding the provisions of that paragraph.

(Documents to Be Attached to Written Applications)

Article 18 In order to apply for registration through an agent, a document evidencing the agent's authority must be attached to the written application (including an electronic or magnetic record as prescribed in paragraph (3) of the preceding Article; the same applies hereinafter).

Article 19 To file an application for the registration of information requiring the permission of a government agency or public office, a permit issued by a government agency or public office or a transcript of this certified by the agency or office must be attached to the written application.

(Electronic or Magnetic Records to Be Attached to Written Applications)

Article 19-2 If the articles of incorporation, minutes, or final balance sheet to be attached to a written application for registration has been prepared in the form of an electronic or magnetic record, or if an electronic or magnetic record has been prepared in lieu of documents to be attached to a written application for registration, an electronic or magnetic record (limited to one prescribed by Ministry of Justice Order) containing the content of the information recorded in the above-mentioned electronic or magnetic records must be attached to the written application.

(Special Provisions on Documents to Be Attached)

Article 19-3 A certificate of registered information that must be attached to a written application for registration pursuant to the provisions of this Act need not be attached if the corporate identification number is stated in the written application and other cases prescribed by Ministry of Justice Order.

Article 20 Deleted

(Acceptance of Applications)

Article 21 (1) When a registrar receives a written application for registration, they must enter the type of registration; the applicant's name; the applicant's trade name, if it is a company; the date of acceptance; and the acceptance number into an acceptance record book, and must also enter the date of the acceptance and the acceptance number on the written application.

(2) The part of the provisions of the preceding paragraph concerning the making of entries on a written application do not apply to an application for registration that a person makes pursuant to the provisions of Article 6,

paragraph (1) of the Act on the Promotion of Administrative Affairs Through the Use of Information and Communications Technology (Act No. 151 of 2002) using an electronic data processing system as provided for in that paragraph.

(3) If a registrar has simultaneously received two or more written applications for registration, or if the chronological order in which the registrar has received two or more written applications is unclear, the registrar must make an entry to that effect into an acceptance record book.

(Receipt)

Article 22 If a registrar has received a written application for registration or any other such document (including an electronic or magnetic record prescribed in Article 19-2) they must issue a receipt if the applicant requests this.

(Order of Registration)

Article 23 A registrar must make registrations in accordance with the order of the acceptance numbers.

(Identity Confirmation by Registrars)

Article 23-2 (1) If an application for a registration is filed and the registrar finds that there are reasonable grounds to suspect that the application has been filed by a person other than the one who should be the applicant, the registrar must examine whether or not the applicant has the authority to apply by requesting the applicant or the applicant's representative or agent to appear, asking them questions, or requesting them to present documents or provide any other necessary information, unless the registrar is required to reject the application pursuant to the provisions of the following Article.

(2) If the applicant, representative, or agent prescribed in the preceding paragraph resides in a remote place or the registrar finds it appropriate for other reasons, the registrar may commission a registrar of another registry office to conduct the examination referred to in that paragraph.

(Rejection of Applications)

Article 24 If any of the following grounds exist, a registrar must reject an application for registration in the form of a decision stating the reasons for this; provided, however, that this does not apply if defects in the application can be corrected and the applicant has corrected them within a reasonable period specified by the registrar:

(i) if the location of the business office of the party for which the application is filed is not subject to the jurisdiction of the registry office which has received the application;

(ii) if the purpose of the application is to register information other than

- information that must be registered;
- (iii) if the registration for which the application was filed has already been registered by the same registry office;
 - (iv) if the application is filed by a person without the authority to apply or there is no proof that the person has the authority to apply;
 - (v) in the case provided for in Article 21, paragraph (3), if, from among two or more written applications referred to in that paragraph, making a registration based on one application prevents the registration based on any other application;
 - (vi) if the written application fails to conform to the method specified by an order based on this Act or by the provisions of other laws and regulations;
 - (vii) if the applicant fails to attach any document required to be attached to a written application (including an electronic or magnetic record prescribed in Article 19-2);
 - (viii) if any statement or record contained in a written application or its attached documents (including an electronic or magnetic record under the provisions of Article 19-2; the same applies hereinafter) is inconsistent with any statement or record contained in documents attached to a written application or in a register.
 - (ix) if there are grounds for invalidating, revoking or rescinding the information that must be registered;
 - (x) if an application has not been filed with the registry office through which the application is required to pass;
 - (xi) if the applicant has failed to file an application for any other registration that is required to be filed simultaneously;
 - (xii) if the purpose of an application is the registration of a trade name which is prohibited from being registered pursuant to the provisions of Article 27;
 - (xiii) if the purpose of an application is to register a trade name which is prohibited from being used pursuant to the provisions of laws and regulations;
 - (xiv) if a company whose trade name registration has been canceled has filed an application for any other registration without making a registration of the trade name; or
 - (xv) if the applicant has failed to pay the registration tax.

(Registration to be Made After Lapse of Period for Filing Actions)

- Article 25 (1) The provisions of item (ix) of the preceding Article do not apply if there are grounds for invalidating, revoking or rescinding information that must be registered that may only be asserted by filing an action but no action has been filed within the period for filing it.
- (2) A document evidencing that no action as referred to in the preceding

paragraph has been filed within the period for filing it, as well as a document evidencing the existence of the information that must be registered, must be attached to the written application for registration in the case referred to in the preceding paragraph. In such a case, no other document except for that referred to in Article 18 is required to be attached.

(3) A company may file with the district court having jurisdiction in the locality of its head office a request for issuance of a document evidencing that no action referred to in paragraph (1) had been filed within the period for filing.

(Change in Administrative Zones)

Article 26 If an administrative zone, a county (gun), a ward (ku), or a "cho" or an "aza" within a municipality has changed or if its name has changed, it is deemed that a registration has been carried out based on that change.

Section 2 Registration of Trade Names

(Prohibition on Registration of Identical Trade Name at the Same Location)

Article 27 A trade name may not be registered if that trade name is identical to a trade name that has already been registered by any other person and the location of the applicant's business office (in the case of a company, its head office; hereinafter the same applies in this Article) is the same as the location of the other party's business office for which the trade name has been registered.

(Information That Must Be Registered)

Article 28 (1) The registration of a trade name must be carried out for each business office.

(2) The information that must be registered in a trade name registration is as follows:

- (i) the trade name;
- (ii) the type of business;
- (iii) the business office; and
- (iv) the name and address of a trade name user.

(Registration of Changes)

Article 29 (1) When a person who has registered a trade name has relocated their business office to a jurisdictional district of another registry office, the person must file an application for registration of the relocation of the business office in the former locality, and registration of the information set forth in the items of paragraph (2) of the preceding Article in the new locality.

(2) If a particular set forth in one of the items of paragraph (2) of the preceding

Article changes or if the trade name is discontinued, the person who registered the trade name must apply to register this.

(Registration of Transfer or Inheritance of Trade Name)

Article 30 (1) A change that is due to the transfer of a trade name is registered based on an application by the transferee.

(2) The transferrer's written approval as well as a document evidencing that the requirement under the provisions of Article 15, paragraph (1) of the Commercial Code has been met must be attached to the written application for registration referred to in the preceding paragraph.

(3) To file an application for the registration of a change due to the inheritance of a trade name, the applicant must attach a document evidencing the inheritance to the written application.

(Registration of Exemption of Liabilities Upon Transfer of Business or Business Operations)

Article 31 (1) A registration as referred to in the first sentence of Article 17, paragraph (2) of the Commercial Code or the first sentence of Article 22, paragraph (2) of the Companies Act is made based on an application by the transferee.

(2) The transferrer's written approval must be attached to the written application for the registration referred to in the preceding paragraph.

(Registration by the Heir)

Article 32 To apply for a registration referred to in the preceding three Articles, an heir must attach a document evidencing their status as an heir to the written application.

(Cancellation of Registration of Trade Name)

Article 33 (1) If any of the following items applies and a person who has registered a trade name has failed to file a registration prescribed in any of the relevant items, another person who seeks to use an identical trade name at the location of the business office (or a head office, in case of a company; hereinafter the same applies in this Article) for which the trade name has been registered may file with a registry office an application to cancel the registration of the trade name.

(i) if use of the registered trade name has been discontinued: registration of the discontinuance of the trade name;

(ii) if a person who has registered the trade name has failed to use the trade name for two years without justifiable grounds: registration of the discontinuance of the trade name;

- (iii) if a registered trade name has been changed: registration of the change of the trade name; or
 - (iv) if a business office for which a trade name has been registered is relocated: registration of the relocation of the business office.
- (2) A person who seeks to file an application for cancellation of the registration of a trade name pursuant to the provisions of the preceding paragraph must attach to the written application a document evidencing that the person seeks to use the identical trade name at the location of the business office for which the trade name has been registered.
- (3) The provisions of Article 135 through 137 apply mutatis mutandis if an application referred to in paragraph (1) has been filed.
- (4) If, pursuant to the provisions of Article 136 as applied mutatis mutandis pursuant to the preceding paragraph, a registrar has given a decision establishing that there are grounds for objection, the registrar must reject the application referred to in paragraph (1).

(Registration of Trade Name of Company)

- Article 34 (1) A company's trade name is registered in a company register.
- (2) The provisions of Article 28, Article 29, Article 30, paragraph (1) and paragraph (2) do not apply to a company.

Section 3 Registration of Minors and Guardians

(Information That Must Be Registered in the Registration of a Minor)

- Article 35 (1) The information that must be registered for a registration under the provisions of Article 5 of the Commercial Code is as follows:
- (i) the name, date of birth, and address of a minor;
 - (ii) the type of business; and
 - (iii) the business office.
- (2) The provisions of Article 29 apply mutatis mutandis to a registration of a minor.

(Registration Applicant)

- Article 36 (1) A minor is registered based on an application by the minor.
- (2) A lapse that is due to the rescission of the permission for carrying on business or a change that is due to imposing a limitation on the permission for carrying out business may also be registered by a minor's legal representative.
- (3) A lapse that is due to a minor's death is registered based on an application by the minor's legal representative.
- (4) A registrar may, ex officio, register a lapse that is due to a minor having reached adulthood.

(Documents to Be Attached)

Article 37 (1) A document evidencing the legal representative's permission must be attached to the written application for a registration under the provisions of Article 5 of the Commercial Code; provided, however, that this does not apply if the legal representative has affixed their name and seal to the written application.

(2) If the guardian of a minor has granted permission on business to be carried out by a minor ward and there is no supervisor of the guardian of a minor, a document evidencing this, or, if there is a supervisor of the guardian of a minor, a document evidencing the consent of the supervisor of the guardian of a minor must be attached to a written application referred to in the preceding paragraph.

(3) The provisions of the preceding two paragraphs apply mutatis mutandis to an application to register a change due to an increase in the types of business to be carried out.

Article 38 If a minor has relocated their business office to a jurisdictional district of another registry office, a document evidencing the registration made in the former locality must be attached to a written application for the registration to be filed in the new locality.

Article 39 A document evidencing that the minor has died must be attached to the written application to register a lapse that is due to the death of a minor.

(Information That Must Be Registered in the Registration of a Guardian)

Article 40 (1) The information that must be registered for a registration under the provisions of Article 6, paragraph (1) of the Commercial Code is as follows:

(i) the name and address of a guardian and whether the guardian is a guardian of a minor or a guardian of an adult;

(ii) the name and address of a ward;

(iii) the type of business;

(iv) the business office;

(v) if two or more guardians of a minor are to exercise their authority jointly or if it has been established that two or more guardians of an adult are to exercise their authority jointly, that fact;

(vi) if it has been established that two or more guardians of a minor are to exercise their authority independently, that fact;

(vii) if it has been established that two or more guardians are to exercise their authority on handling the affairs assigned to each of them separately, that fact and the content of the affairs to be handled by each guardian.

(2) The provisions of Article 29 apply mutatis mutandis to the registration of a guardian.

(Registration Applicant)

Article 41 (1) A guardian is registered based on the application of the guardian.

(2) The person in question may also apply to register a lapse that is due to a minor ward's having reached adulthood. The same applies to an application to register a lapse that is due to the revocation of an order for the commencement of guardianship for an adult ward.

(3) A registration of a lapse that is due to the guardian having separated from that position may also be filed by the new guardian.

(Documents to Be Attached)

Article 42 (1) The following documents must be attached to the written application for a registration under the provisions of Article 6, paragraph (1) of the Commercial Code:

(i) a document evidencing that there is no supervisor of a guardian, if applicable;

(ii) a document evidencing that the consent of the supervisor of a guardian has been obtained, if there is one; and

(iii) the certificate of registered information of the corporation that is the guardian, if applicable; provided, however, that this does not apply if the corporation has its head office or principal office within the jurisdictional district of the registry office where the application is to be filed.

(2) If a guardian is a corporation, a document set forth in item (iii) of the preceding paragraph must be attached to a written application to register a change to the information set forth in Article 40, paragraph (1), item (i); provided, however, that this does not apply in the case prescribed in the proviso to that item.

(3) The provisions of paragraph (1) (limited to the part related to item (i) or (ii)) apply mutatis mutandis to the registration of a change due to an increase in the types of business to be carried out.

(4) The provisions of Article 38 apply mutatis mutandis to the registration to be made in the new locality in a case in which a guardian has relocated their business office to the jurisdictional district of another registry office.

(5) A document evidencing that the minor ward has reached adulthood, that an order for the commencement of guardianship for an adult ward has been revoked, or that a guardian has separated from that position must be attached to the written application for a registration as referred to in paragraph (2) or (3) of the preceding Article.

Section 4 Registration of Managers

(Registration of Managers of Merchants Other Than Companies)

Article 43 (1) The information that must be registered in relation to the registration of a manager of a merchant (excluding a company; hereinafter the same applies in this paragraph) is as follows:

- (i) the name and address of the manager;
 - (ii) the name and address of the merchant;
 - (iii) if the merchant conducts two or more types of business using two or more trade names, the businesses to be represented by the manager and the trade name to be used; and
 - (iv) the business offices where the manager has been stationed.
- (2) The provisions of Article 29 apply mutatis mutandis to the registration set forth in the preceding paragraph.

(Registration of Company's Managers)

Article 44 (1) A company's manager is registered in a company register.

- (2) The information that must be registered in the registration referred to in the preceding paragraph is as follows:
- (i) the name and address of the manager; and
 - (ii) the business office where the manager has been stationed.
- (3) The provisions of Article 29, paragraph (2) apply mutatis mutandis to the registration set forth in paragraph (1).

Article 45 (1) A document evidencing the election of the manager in question must be attached to the written application to register the election of a company's manager.

- (2) A document evidencing that the company's manager no longer has the authority to act as the agent of the company must be attached to the written application to register the lapse of that authority.

Section 5 Registration of a Stock Company

(General Rules on Documents to Be Attached)

Article 46 (1) If information that must be registered requires the consent of all shareholders or class shareholders, or the unanimous consent of specific directors or liquidators, a document evidencing that the consent or unanimous consent has been obtained must be attached to the written application.

- (2) If information that must be registered requires the resolution of a shareholders meeting, class shareholders meeting, board of directors meeting, or board of liquidators meeting, the relevant minutes must be attached to the

written application.

- (3) If information that must be registered is deemed to have been resolved by a shareholders meeting, class shareholders meeting, board of directors meeting, or board of liquidators meeting pursuant to the provisions of Article 319, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 325 of that Act) or Article 370 of that Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of that Act), a document evidencing the case referred to in these provisions is applicable must be attached to the written application in lieu of the minutes referred to in the preceding paragraph.
- (4) If a director has made a decision that has been delegated to the director by a board of directors meeting resolution as referred to in Article 399-13, paragraph (5) or (6) of the Companies Act, concerning information that must be registered by a company with an audit and supervisory committee, a document evidencing that the decision has been made must be attached to the written application, in addition to the minutes of the relevant board of directors meeting.
- (5) If an executive officer has made a decision that has been delegated to the officer by a board of directors meeting resolution as referred to in Article 416, paragraph (4) of the Companies Act concerning information that must be registered by a company with a nominating committee, etc., a document evidencing that the decision has been made must be attached to the written application, in addition to the minutes of the relevant board of directors meeting.

(Registration of Incorporation)

Article 47 (1) A company's incorporation is registered based on an application by a person who is to represent the company.

- (2) Unless otherwise provided for in laws and regulations, the following documents must be attached to a written application for registration of incorporation:
 - (i) the articles of incorporation;
 - (ii) if a solicitation referred to in Article 57, paragraph (1) of the Companies Act has been made, a document evidencing offers to subscribe for the shares solicited at incorporation as prescribed in Article 58, paragraph (1) of that Act or a document evidencing the contract under Article 61 of that Act;
 - (iii) if the articles of incorporation contain any statement or record on the matters set forth in the items of Article 28 of the Companies Act, the following documents:
 - (a) a document containing an investigation report prepared by inspectors or directors at incorporation (if a stock company to be incorporated is a

- company with company auditors, directors at incorporation and company auditors at incorporation) as well as documents annexed to it;
- (b) in the cases referred to in Article 33, paragraph (10), item (ii) of the Companies Act, a document evidencing the market price of securities (meaning the securities prescribed in that item; the same applies hereinafter);
 - (c) in the cases set forth in Article 33, paragraph (10), item (iii) of the Companies Act, a document containing the verification prescribed in that item as well as documents annexed to it;
 - (iv) if any judicial decision has been rendered in relation to an inspector's report, a transcript of that decision;
 - (v) a document evidencing completion of the payment as prescribed in Article 34, paragraph (1) of the Companies Act (if a solicitation set forth in Article 57, paragraph (1) of that Act has been made, a certificate of deposit of the money referred to in Article 64, paragraph (1) of that Act);
 - (vi) if there is an administrator of shareholder register, a document evidencing conclusion of a contract with that person;
 - (vii) if a representative director at incorporation has been elected by directors at incorporation, a document concerning this;
 - (viii) if a stock company to be incorporated is a company with a nominating committee, etc., a document concerning the appointment of executive officers at incorporation and a document concerning the election of committee members at incorporation and the representative executive officer at incorporation;
 - (ix) the minutes of the organizational meeting and class organizational meeting;
 - (x) a document evidencing that the directors at incorporation, company auditors at incorporation, and representative director at incorporation (or the directors at incorporation who are also audit and supervisory board members at incorporation, the other directors at incorporation, and the representative director at incorporation, if the stock company to be incorporated is a company with an audit and supervisory committee; or the directors at incorporation, committee members at incorporation, executive officers at incorporation, and representative executive officer at incorporation, if the stock to be incorporated is a company with a nominating committee, etc.) appointed or elected pursuant to the provisions of the Companies Act has consented to assume office;
 - (xi) if an accounting advisor at incorporation or an accounting auditor at incorporation has been appointed, the following documents:
 - (a) a document evidencing the person's consent to assume office;
 - (b) if any of these persons is a corporation, a certificate of registered

information of the corporation; provided, however, that this does not apply if the corporation has its principal office within the jurisdictional district of the registry office where the application is to be filed.

- (c) if any of these persons is not a corporation, a document evidencing that the person appointed as accounting advisor at incorporation falls under a person specified in Article 333, paragraph (1) of the Companies Act, and a document evidencing that the person appointed as accounting advisor at incorporation falls under a person specified in Article 337, paragraph (1) of that Act.
- (xii) if there is a provision prescribing that specific matters may be resolved by special directors (meaning special directors as prescribed in Article 373, paragraph (1) of the Companies Act; the same applies hereinafter) pursuant to the provisions of that paragraph, a document evidencing the election of the special directors and that the persons elected have consented to assume office;
- (3) If information that must be registered requires the consent of all the incorporators or the unanimous consent of specific incorporators, a document evidencing that the consent or unanimous consent has been obtained must be attached to the written application for registration referred to in the preceding paragraph.
- (4) If a resolution of an organizational meeting or class organizational meeting is deemed to have been made pursuant to the provisions of Article 82, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 86 of that Act), a document evidencing that the case is applicable must be attached to the written application for registration set forth in that paragraph in lieu of the minutes specified in paragraph (2), item (ix).

Article 48 Deleted

Article 49 Deleted

Article 50 Deleted

(Registration of Relocation of Head Office)

Article 51 (1) In cases of the relocation of a head office to a jurisdictional district of another registry office, an application for registration to be made in the new locality must be filed via the registry office having jurisdiction in the former locality.

- (2) An application for registration as referred to in the preceding paragraph and the application for registration to be made in the former locality must be filed simultaneously.

- (3) No document, other than one as referred to in Article 18, is required to be attached to the written application for a registration as referred to in paragraph (1).

Article 52 (1) If any of the grounds set forth in the items of Article 24 is applicable to any of the applications for registration as referred to in paragraph (2) of the preceding Article, a registry office having jurisdiction in the former locality must reject both of those applications.

- (2) Except for the case referred to in the preceding paragraph, a registry office having jurisdiction in the former locality must, without delay, send to a registry office having jurisdiction in the new locality the written application for registration referred to in paragraph (1) of the preceding Article with its attached documents referred to in that paragraph.
- (3) If the registry office having jurisdiction in the new locality has received a written application sent under the preceding paragraph, once it has either made the registration set forth in paragraph (1) of the preceding Article or rejected the application for the registration, it must, without delay, notify the registry office having jurisdiction in the former locality to that effect.
- (4) The registry office having jurisdiction in the former locality may not make a registration unless and until it has received a notice of completion of registration pursuant to the provisions of the preceding paragraph.
- (5) If the registry office having jurisdiction in the new locality has rejected an application for registration referred to in paragraph (1) of the preceding Article, the application for registration filed in the former locality is deemed to have been rejected.

Article 53 The date of the company's formation, the fact it has relocated its head office, and the date of the relocation must also be registered in the registration that is made in the new locality.

(Registration of Change of Directors)

Article 54 (1) A document evidencing that the person in question consents to assume office must be attached to the written application for the registration of a change that is due to a person's assumption of office as a director, company auditor, representative director, or special director (or as a director who is also an audit and supervisory committee member, director who is not also an audit and supervisory committee member, representative director, or special director if it is a company with an audit and supervisory committee; or as a director, committee member (meaning a member of the nominating committee, audit committee, or compensation committee), executive officer, or representative executive officer if it is a company with a nominating committee, etc.).

- (2) The following documents must be attached to the written application for the registration of a change that is due to an accounting advisor's or accounting auditor's assumption of office:
- (i) a document evidencing the person's consent to assume office;
 - (ii) if any of these persons is a corporation, a certificate of registered information of the corporation; provided, however, that this does not apply if the corporation has its principal office within the jurisdictional district of the registry office where the application is to be filed; and
 - (iii) if any of these persons is not a corporation, a document evidencing that the person appointed as an accounting advisor falls under any of the persons specified in Article 333, paragraph (1) of the Companies Act, and a document evidencing that the person appointed as an accounting auditor falls under any of the persons specified in Article 337, paragraph (1) of that Act.
- (3) If an accounting advisor or an accounting auditor is a corporation, the documents set forth in item (ii) of the preceding paragraph must be attached to a written application to register a change of name; provided, however, that this does not apply if the provisions of the proviso to that item apply.
- (4) A document evidencing the person's separation from the position must be attached to the written application for the registration of a change that is due to the separation of a person specified in paragraph (1) or (2) from their position.

(Registration of Changes to Persons Required to Temporarily Perform Duties of Accounting Auditors)

- Article 55 (1) The following documents must be attached to the written application to register a change due to the assumption of office of a person who is required to temporarily perform the duties of an accounting auditor referred to in Article 346, paragraph (4) of the Companies Act:
- (i) a document concerning the person's appointment;
 - (ii) a document evidencing the person's consent to assume office;
 - (iii) if the person is a corporation, a document set forth in paragraph (2), item (ii) of the preceding Article; provided, however, that this does not apply if the proviso to that item applies; and
 - (iv) if the person is not a corporation, a document evidencing that the person is a certified public accountant.
- (2) The provisions of paragraphs (3) and (4) of the preceding Article apply mutatis mutandis to the registration of a person who is required to temporarily perform the duties of an accounting auditor.

(Registration of Changes Due to Issue of Shares for Subscription)

Article 56 The following documents must be attached to the written application

to register a change due to the issue of shares for subscription (meaning shares for subscription as prescribed in Article 199, paragraph (1) of the Companies Act; the same applies in item (i) and item (v)):

- (i) a document evidencing offers to subscribe for the shares for subscription or a contract under Article 205, paragraph (1) of the Companies Act;
- (ii) if money is the subject of contribution, a document evidencing completion of the payment pursuant to the provisions of Article 208, paragraph (1) of the Companies Act;
- (iii) if property other than money is the subject of contribution, the following documents:
 - (a) if an inspector has been appointed, a document containing the inspector's investigation report and documents annexed to it;
 - (b) in the case set forth in Article 207, paragraph (9), item (iii) of the Companies Act, a document evidencing the market price of securities;
 - (c) in the case set forth in Article 207, paragraph (9), item (iv) of the Companies Act, a document containing a verification prescribed in that item and documents annexed to it; and
 - (d) in the case set forth in Article 207, paragraph (9), item (v) of the Companies Act, an accounting book containing a statement on the monetary claim referred to in that item;
- (iv) in the cases where any judicial decision has been rendered concerning an inspector's report, a transcript of the decision;
- (v) if the company has been notified of dissent to the subscription for the shares for subscription under the provisions of Article 206-2, paragraph (4) of the Companies Act, a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of that paragraph.

(Registration of Changes Due to Exercise of Share Options)

Article 57 The following documents must be attached to the written application to register a change due to the exercise of share options:

- (i) a document evidencing that the share options have been exercised;
- (ii) if money is the subject of the contribution to be made on the exercise of share options, a document evidencing completion of the payment pursuant to the provisions of Article 281, paragraph (1) of the Companies Act;
- (iii) if property other than money is the subject of the contribution to be made on the exercise of share options, the following documents:
 - (a) if an inspector has been appointed, a document containing the inspector's investigation report and documents annexed to it;
 - (b) in the case referred to in Article 284, paragraph (9), item (iii) of the Companies Act, a document evidencing the market price of securities;

- (c) in the case referred to in Article 284, paragraph (9), item (iv) of the Companies Act, a document containing a verification provided for in that item and documents annexed to it;
 - (d) in the case set forth in Article 284, paragraph (9), item (v) of the Companies Act, an accounting book containing a statement on the monetary claim referred to in that item; and
 - (e) in the case provided for in the second sentence of Article 281, paragraph (2) of the Companies Act, a document evidencing completion of the payment of money equivalent to the balance provided for in the second sentence of that paragraph.
- (iv) if any judicial decision has been rendered concerning an inspector's report, a transcript of the decision.

(Registration of Changes Due to Delivery of Shares in Exchange for Acquisition of Shares with Put Options)

Article 58 A document evidencing that a demand for the acquisition of the shares with put options has been made must be attached to the written application for the registration of a change due to the delivery of shares in exchange for the acquisition of shares with put options (limited to those for which, as a feature of the shares, the matters set forth in Article 108, paragraph (2), item (v), sub-item (b) of the Companies Act have been provided).

(Registration of Changes Due to Delivery of Shares in Exchange for Acquisition of Shares Subject to Call)

Article 59 (1) The following documents must be attached to the written application to register a change due to the delivery of shares in exchange for the acquisition of shares subject to call (limited to those for which, as a feature of the shares, the matters set forth in Article 108, paragraph (2), item (vi), sub-item (b) of the Companies Act have been provided):

- (i) a document evidencing that the ground referred to in Article 107, paragraph (2), item (iii), sub-item (a) of the Companies Act has arisen; and
 - (ii) in the case of a company issuing share certificates a document evidencing that the company has given the public notice under the provisions of the main text of Article 219, paragraph (1) of the Companies Act or that the company has not issued share certificates for any of its shares.
- (2) The following documents must be attached to the written application to register a change due to the delivery of shares in exchange for the acquisition of share options subject to call (limited to those for which, as a feature of the share options, the matters set forth in Article 236, paragraph (1), item (vii), sub-item (d) of the Companies Act have been provided):
- (i) a document evidencing that the grounds referred to in Article 236,

paragraph (1), item (vii), sub-item (a) of the Companies Act have arisen; and (ii) a document evidencing that public notice under the provisions of Article 293, paragraph (1) of the Companies Act has been given, or that share option certificates provided for in that paragraph have not been issued.

(Registration of Changes Due to Delivery of Shares in Exchange for Acquisition of Shares Subject to Class-Wide Call)

Article 60 The document set forth in paragraph (1), item (ii) of the preceding Article must be attached to the written application for the registration of a change due to the delivery of shares in exchange for the acquisition of shares subject to class-wide call (meaning shares subject to class-wide call provided for in Article 171, paragraph (1) of the Companies Act; the same applies in Article 68) which has been implemented by a company issuing share certificates.

(Registration of Changes Due to Consolidation of Shares)

Article 61 The document set forth in Article 59, paragraph (1), item (ii) must be attached to the written application for the registration of a change due to a share consolidation effected by a company issuing share certificates.

(Registration of Changes Due to Establishment of Provisions of Article of Incorporation Restricting Share Transfer)

Article 62 The document set forth in Article 59, paragraph (1), item (ii) must be attached to the written application for the registration of a change due to the establishment of provisions of the articles of incorporation providing that the acquisition of shares by transfer requires the company's approval (limited to a registration made by a company issuing share certificates).

(Registration of Changes Due to Repeal of Provisions of Articles of Incorporation that Share Certificates Be Issued)

Article 63 A document evidencing that the company has given public notice under the provisions of Article 218, paragraph (1) of the Companies Act, or that the company has not issued share certificates for any of its shares, must be attached to the written application for the registration of a change due to the repeal of provisions of the articles of incorporation indicating that share certificates are issued.

(Registration of Changes Due to Appointment of Administrator of Shareholder Register)

Article 64 The articles of incorporation and a document evidencing the execution of a contract with the person appointed as administrator of the shareholders

register must be attached to the written application for the registration of a change due to that person's having been appointed.

(Registration of Changes Due to Issue of Share Options)

Article 65 Unless otherwise provided for in laws and regulations, the following documents must be attached to the written application for the registration of a change due to issue of share options:

- (i) a document evidencing offers to subscribe for share options for subscription (meaning the share options for subscription prescribed in Article 238, paragraph (1) of the Companies Act; hereinafter the same applies in this Article) or a contract under Article 244, paragraph (1) of that Act; and
- (ii) if a date for the payment of money in exchange for the share options for subscription has been prescribed (but only if that date is before the day of allotment prescribed in Article 238, paragraph (1), item (iv) of the Companies Act), a document evidencing that the payment pursuant to the provisions of Article 246, paragraph (1) of that Act (including the delivery of property other than money or setting off of claims against the company, as provided for by paragraph (2) of that Article) has been completed.
- (iii) if the company has been notified of dissent to the subscription for the share options for subscription under the provisions of Article 244-2, paragraph (5) of the Companies Act, a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to that paragraph.

(Registration of Changes Due to Delivery of Share Options in Exchange for Acquisition of Shares with Put Options)

Article 66 A document evidencing that a demand has been made for the acquisition of the shares with put options in question must be attached to the written application for the registration of a change due to the delivery of share options in exchange for the acquisition of shares with put options (limited to those for which, as a feature of the shares, the matters set forth in Article 107, paragraph (2), item (ii), sub-item (c) or (d) of the Companies Act have been provided).

(Registration of Changes Due to Delivery of Share Options in Exchange for Acquisition of Shares Subject to Call)

Article 67 (1) The documents set forth in the items of Article 59, paragraph (1) must be attached to the written application for the registration of a change due to the delivery of share options in exchange for the acquisition of shares subject to call (limited to those for which, as a feature of the shares, the matters set forth in Article 107, paragraph (2), item (iii), sub-item (e) or (f) of

the Companies Act have been provided).

- (2) The documents set forth in the items of Article 59, paragraph (2) must be attached to the written application for the registration of a change due to the delivery of share options in exchange for the acquisition of share options subject to call (limited to those for which, as a feature of the share options, the matters set forth in Article 236, paragraph (1), item (vii), sub-item (f) or (g) of the Companies Act have been provided).

(Registration of Changes Due to Delivery of Share Options in Exchange for Acquisition of Shares Subject to Class-Wide Call)

Article 68 The document set forth in Article 59, paragraph (1), item (ii) must be attached to the written application for the registration of a change due to the delivery of share options in exchange for the acquisition of shares subject to class-wide call which has been implemented by a company issuing share certificates.

(Registration of Changes Due to Increase in Amount of Stated Capital)

Article 69 A document evidencing that the amount by which the capital reserves, retained earnings reserves, or surplus have been reduced has been recorded must be attached to the written application for the registration of a change to be done due to an increase in the amount of stated capital caused by the reduction of the amount of the capital reserves, retained earnings reserves, or surplus.

(Registration of Changes Due to Reduction in Amount of Stated Capital)

Article 70 If the company has given the public notice and notices under the provisions of Article 449, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the reduction in the amount of the stated capital is not likely to harm the creditor, must be attached to the written application for the registration of a change due to a reduction in the amount of stated capital.

(Registration of Dissolution)

Article 71 (1) The information that must be registered in a dissolution registration is: the fact of dissolution, the grounds for dissolution, and the date

of dissolution.

- (2) A document evidencing that grounds for dissolution provided for in the articles of incorporation have arisen must be attached to the written application for the registration of a dissolution on any of those grounds.
- (3) A document evidencing the person's status as the representative liquidator must be attached to the written application for the registration of a dissolution that is filed by the representative liquidator; provided, however, that this does not apply if the representative liquidator has assumed the office of liquidator of a liquidating stock company pursuant to the provisions of Article 478, paragraph (1), item (i) of the Companies Act (in the cases provided for in Article 483, paragraph (4) of that Act, if the representative liquidator has assumed the office of representative liquidator of a liquidating stock company pursuant to the provisions of that paragraph).

(Ex Officio Registration of Dissolution)

Article 72 A registrar must, ex officio, make a registration of dissolution under the provisions of the main clause of Article 472, paragraph (1) of the Companies Act.

(Registration of Liquidators)

- Article 73 (1) The articles of incorporation must be attached to the written application for the registration of a liquidator.
- (2) A document evidencing that the person in question has consented to assume office must be attached to the written application for the registration of a liquidator in a case in which a person set forth in Article 478, paragraph (1), item (ii) or (iii) of the Companies Act has assumed the office of liquidator.
 - (3) A document evidencing the fact of the appointment and the information set forth in Article 928, paragraph (1), item (ii) of the Companies Act must be attached to the written application for the registration of a liquidator in a cases in which a person appointed by a court has become the liquidator.

(Registration of Changes Concerning Liquidators)

- Article 74 (1) A document evidencing the grounds for the change must be attached to the written application for the registration of a change to any of the information set forth in Article 928, paragraph (1), item (ii) of the Companies Act that concerns a liquidator appointed by a court.
- (2) A document evidencing the liquidator's separation from office must be attached to the written application for the registration of a change due to that liquidator's separation from office.

(Registration of Completion of Liquidation)

Article 75 A document evidencing that the settlement of accounts has been approved pursuant to the provisions of Article 507, paragraph (3) of the Companies Act must be attached to the written application for the registration of the completion of liquidation.

(Registration of Entity Conversion)

Article 76 In the registration that is carried out for the membership company after the entity conversion in a case in which a stock company has effected an entity conversion, the date of the company's formation, the stock company's trade name, the fact that an entity conversion has taken place, and the date of the entity conversion must also be registered.

Article 77 The following documents must be attached to the written application for the registration referred to in the preceding Article:

- (i) an entity conversion plan;
- (ii) the articles of incorporation;
- (iii) if the company has given the public notice and the notices under the provisions of Article 779, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the entity conversion is not likely to harm the creditor;
- (iv) if a stock company effecting an entity conversion is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii);
- (v) if a stock company effecting an entity conversion has issued share options, a document set forth in Article 59, paragraph (2), item (ii);
- (vi) if a corporation is to become a member representing a membership company after entity conversion, the following documents:
 - (a) a certificate of registered information of the corporation; provided, however, that this does not apply if the corporation has its head office or principal office in the jurisdictional district of the registry office where the application is to be filed;
 - (b) a document concerning the appointment of a person who is required to perform the duties of the member; and
 - (c) a document evidencing that a person who is required to perform the duties of the member has consented to assume office.
- (vii) if a corporation is to become the member of a membership company after

entity conversion (excluding a member specified in the preceding item, and, for a limited liability company, limited to a member who executes business), a document listed in sub-item (a) of that item; provided, however, that this does not apply if the provisions of the proviso to sub-item (a) of that item apply; and

(viii) if a stock company becomes a limited partnership company by effecting an entity conversion, a document evidencing the value of the contributions already made by the members with limited liability.

Article 78 (1) If a stock company has effected an entity conversion, an application for registration concerning the stock company and an application for registration concerning the membership company after the entity conversion must be filed simultaneously.

(2) The provisions on the documents to be attached to a written application do not apply to an application for registration referred to in the preceding paragraph concerning a stock company.

(3) If any of the grounds set forth in the items of Article 24 is applicable to either of the applications for registration referred to in paragraph (1), a registrar must reject both of those applications.

(Registration of Merger)

Article 79 In the registration of a change due to an absorption-type merger or a registration of incorporation due to a consolidation-type merger, the fact that the merger has been implemented, as well as the trade name and head office of a company disappearing in an absorption-type merger (hereinafter referred to as a "company disappearing in the absorption-type merger") or of a company disappearing in a consolidation-type merger (hereinafter referred to as a "company disappearing in the consolidation-type merger") must also be registered.

Article 80 The following documents must be attached to the written application to register a change due to an absorption-type merger:

(i) an absorption-type merger agreement;

(ii) a document evidencing that the circumstances constitute a case provided for in Article 796, the main clause of paragraph (1) or the main clause of paragraph (2) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (3) of that Article, if a shareholder has notified the company of their dissent to the absorption-type merger pursuant to the provisions of that paragraph);

- (iii) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type merger is not likely to harm the creditor;
- (iv) a document evidencing that the amount of stated capital has been recorded in accordance with the provisions of Article 445, paragraph (5) of the Companies Act;
- (v) a certificate of registered information of a company disappearing in the absorption-type merger; provided, however, that this does not apply if the company disappearing in the absorption-type merger has its head office in the jurisdictional district of the registry office where the application is to be filed;
- (vi) if a company disappearing in the absorption-type merger is a stock company, a document evidencing the performance of the relevant procedures pursuant to the provisions of Article 783, paragraphs (1) through (4) of the Companies Act such as obtaining approval for an absorption-type merger agreement (in the cases provided for in the main clause of Article 784, paragraph (1) of that Act, a document evidencing that the relevant case falls under the cases and a document or minutes of a board of directors evidencing that the consent of the majority of directors has been obtained);
- (vii) if a company disappearing in the absorption-type merger is a membership company, a document evidencing that the consent of all the members has been obtained (or, if otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed);
- (viii) if the company disappearing in the absorption-type merger has given the public notice and the notices under the provisions of Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act) (or public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 789, paragraph (3) of that Act (including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act), if it is a stock company or a limited liability company that has given public notice by those means), and a creditor has raised an objection, a document evidencing that the company

has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type merger is not likely to harm the creditor;

- (ix) if a company disappearing in the absorption-type merger is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii); and
- (x) if a company disappearing in the absorption-type merger has issued share options, a document set forth in Article 59, paragraph (2), item (ii).

Article 81 The following documents must be attached to the written application for the registration of incorporation due to a consolidation-type merger:

- (i) a consolidation-type merger agreement;
- (ii) the articles of incorporation;
- (iii) the documents set forth in Article 47, paragraph (2), items (vi) through (viii) and items (x) through (xii) ;
- (iv) a document set forth in item (iv) of the preceding Article;
- (v) a certificate of registered information of a company disappearing in the consolidation-type merger; provided, however, that this does not apply if the company disappearing in the consolidation-type merger has its head office in the jurisdictional district of the registry office where the application is to be filed;
- (vi) if a company disappearing in the consolidation-type merger is a stock company, a document evidencing the performance of the relevant procedures under the provisions of Article 804, paragraphs (1) and (3) of the Companies Act such as obtaining approval on the consolidation-type merger agreement;
- (vii) if a company disappearing in the consolidation-type merger is a membership company, a document evidencing that the consent of all the members has been obtained (or, if otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed);
- (viii) if the company disappearing in the consolidation-type merger has given the public notice and the notices under the provisions of Article 810, paragraph (2) of the Companies Act (excluding item (iii), and including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of that Act) (or the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 810, paragraph (3) of that Act (including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of that Act), if it is a stock company or a limited liability company that has given public notice by those means), and

a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the consolidation-type merger is not likely to harm the creditor;

- (ix) if a company disappearing in the consolidation-type merger is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii); and
- (x) if a company disappearing in the consolidation-type merger has issued share options, a document set forth in Article 59, paragraph (2), item (ii).

Article 82 (1) The person who is to represent the company surviving an absorption-type merger (hereinafter referred to as the "company surviving the absorption-type merger") or the company incorporated in a consolidation-type merger (hereinafter referred to as the "company incorporated in the consolidation-type merger") represents the company disappearing in the absorption-type merger or company disappearing in the consolidation-type merger as it concerns applying for the registration of a dissolution due to a merger.

- (2) If the company surviving the absorption-type merger or company incorporated in the consolidation-type merger does not have its head office within the jurisdictional district of the registry office where the application for the registration referred to in the preceding paragraph is to be filed, that application must be filed via the registry office having jurisdiction in the locality of its head office.
- (3) An application for registration referred to in paragraph (1), and an application for registration referred to in Article 80 or the preceding Article must be filed simultaneously.
- (4) The provisions on the documents to be attached to a written application do not apply to an application for registration referred to in paragraph (1).

Article 83 (1) If any of the grounds set forth in the items of Article 24 is applicable to an application for registration referred to in paragraph (3) of the preceding Article, a registry office having jurisdiction in the locality of the head office of a company surviving the absorption-type merger or company incorporated in the consolidation-type merger must reject all of those applications.

- (2) In the case referred to in paragraph (2) of the preceding Article, if a registry office having jurisdiction in the locality of the head office of a company surviving the absorption-type merger or company incorporated in the consolidation-type merger has registered a change due to an absorption-type

merger or registered an incorporation due to a consolidation-type merger, the registry office must, without delay, enter the date of the registration on the written application for registration referred to in that paragraph and send it to the registry office having jurisdiction in the locality of the head office of the company disappearing in the absorption-type merger or company disappearing in the consolidation-type merger.

(Registration of Company Split)

Article 84 (1) In the registration of a change due to an absorption-type company split which is filed for by the company that succeeds to all or part of the rights and obligations that a company implementing an absorption-type company split holds in connection with its business (hereinafter referred to as the "company succeeding in the absorption-type company split"), or in the registration of an incorporation due to an incorporation-type company split, the fact that the company split has taken place as well as the trade name and head office of the company effecting the absorption-type company split (hereinafter referred to as the "company splitting in the absorption-type company split") or of the company effecting the incorporation-type company split (hereinafter referred to as the "company splitting in the incorporation-type company split") must also be registered.

(2) In the registration of a change due to an absorption-type company split or an incorporation-type company split that is filed for by the company splitting in the absorption-type company split or the company splitting in the incorporation-type company split, the fact that the company split has taken place as well as the trade name and head office of the company succeeding in the absorption-type company split or of the company incorporated in the incorporation-type company split (hereinafter referred to as the "company incorporated in the incorporation-type company split") must also be registered.

Article 85 The following documents must be attached to the written application to register a change due to an absorption-type company split to be made by the company succeeding in the absorption-type company split:

- (i) an absorption-type company split agreement;
- (ii) a document evidencing that the circumstances constitute a case provided for in Article 796, the main clause of paragraph (1) or the main clause of paragraph (2) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (3) of that Article, if a shareholder has notified the company of their dissent to the absorption-type company split pursuant to that paragraph);

- (iii) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type company split is unlikely to harm the creditor
- (iv) a document evidencing that the amount of stated capital has been recorded in accordance with the provisions of Article 445, paragraph (5) of the Companies Act;
- (v) a certificate of registered information of the company splitting in the absorption-type company split; provided, however, that this does not apply if that company has its head office in the jurisdictional district of the registry office where the application is to be filed;
- (vi) if the company splitting in the absorption-type company split is a stock company, a document evidencing that the absorption-type company split agreement has been approved pursuant to the provisions of Article 783, paragraph (1) of the Companies Act (in the cases provided for in Article 784, the main clause of paragraph (1) or in the main clause of paragraph (2) of that Act, a document evidencing that the relevant case falls under the cases and a document or minutes of board of directors evidencing that the consent of the majority of directors has been obtained);
- (vii) if the company splitting in the absorption-type company split is a limited liability company, a document evidencing that the consent of all the members has been obtained (or, if otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed) (if the limited liability company has another company succeed to a part of its rights and obligations held in connection with its business, a document evidencing that the consent of the majority of the members has been obtained);
- (viii) if the company splitting in the absorption-type company split has given the public notice and the notices under the provisions of Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act) (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 789, paragraph (3) of that Act (including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act; hereinafter the same

- applies in this item) (or, in cases other than those in which separate notices are not required to be given pursuant to the provisions of Article 789, paragraph (3) of that Act, that it has given the public notice and those notices)), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type company split is not likely to harm the creditor; and
- (ix) a document set forth in Article 59, paragraph (2), item (ii), if the company splitting in the absorption-type company split has issued share options and the provisions of Article 758, item (v) of the Companies Act apply.

Article 86 The following documents must be attached to the written application for a registration of incorporation due to an incorporation-type company split:

- (i) an incorporation-type company split plan;
- (ii) the articles of incorporation;
- (iii) the documents set forth in Article 47, paragraph (2), items (vi) through (viii) and items (x) through (xii);
- (iv) a document set forth in item (iv) of the preceding Article;
- (v) a certificate of registered information of the company splitting in the incorporation-type company split; provided, however, that this does not apply if that company has its head office in the jurisdictional district of the registry office where the application is to be filed;
- (vi) if the company splitting in the incorporation-type company split is a stock company, a document evidencing that the incorporation-type company split plan has been approved pursuant to the provisions of Article 804, paragraph (1) of the Companies Act (in the case provided for in Article 805 of that Act, a document evidencing that the relevant case falls under the case and a document or the minutes of board of directors evidencing that the consent of the majority of the directors has been obtained);
- (vii) if the company splitting in the incorporation-type company split is a limited liability company, a document evidencing that the consent of all the members has been obtained (or, if otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed) (if the limited liability company has another company succeed to a part of its rights and obligations held in connection with its business, a document evidencing that the consent of the majority of the members has been obtained);
- (viii) if the company splitting in the incorporation-type company split has given the public notice and the notices under the provisions of Article 810, paragraph (2) of the Companies Act (excluding item (iii), and including as

applied mutatis mutandis pursuant to Article 813, paragraph (2) of that Act) (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 810, paragraph (3) of that Act (including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of that Act; hereinafter the same applies in this item) (or, in cases other than those in which separate notices are not required to be given pursuant to the provisions of Article 810, paragraph (3) of that Act, that it has given the public notice and those notices)), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the incorporation-type company split is not likely to harm the creditor; and

(ix) a document set forth in Article 59, paragraph (2), item (ii), if the company splitting in the incorporation-type company split has issued share options and the provisions of Article 763, paragraph (1), item (x) of the Companies Act apply.

Article 87 (1) If the company succeeding in an absorption-type company split or the company incorporated in an incorporation-type company split does not have its head office within the jurisdictional district of the registry office where the application to register a change due to an absorption-type company split or an incorporation-type company split that the company splitting in the absorption-type company split or the company splitting in the incorporation-type company split files, that application must be filed via a registry office having jurisdiction in the locality of the head office.

(2) An application for registration referred to in the preceding paragraph and an application for registration referred to in Article 85 or the preceding Article must be filed simultaneously.

(3) No document, other than one as referred to in Article 18, is required to be attached to the written application for registration referred to in paragraph (1).

Article 88 (1) If any of the grounds set forth in the items of Article 24 is applicable to any of the applications for registration referred to in paragraph (2) of the preceding Article, a registry office having jurisdiction in the locality of the head office of the company succeeding in the absorption-type company split or the company incorporated in the incorporation-type company split must reject both of those applications.

(2) In the cases referred to in paragraph (1) of the preceding Article, if a registry office having jurisdiction in the locality of the head office of the company

succeeding in the absorption-type company split or the company incorporated in the incorporation-type company split has registered a change due to an absorption-type company split or registered an incorporation due to an incorporation-type company split, the registry office must, without delay, enter the date of the registration on the written application for registration set forth in that paragraph and send it to the registry office having jurisdiction in the locality of the head office of the company splitting in the absorption-type company split or the company splitting in the incorporation-type company split.

(Registration of Share Exchange)

Article 89 The following documents must be attached to the written application to register a change due to a share exchange to be made by a company acquiring all of the issued shares of the stock company implementing the share exchange (hereinafter referred to as "wholly owning parent company resulting from the share exchange"):

- (i) a share exchange agreement;
- (ii) a document evidencing that the circumstances constitute a case provided for in Article 796, the main clause of paragraph (1) or the main clause of paragraph (2) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (3) of that Article, if a shareholder has notified the company of dissent to the share exchange pursuant to the provisions of that paragraph);
- (iii) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share exchange is not likely to harm the creditor;
- (iv) a document evidencing that the amount of stated capital has been recorded in accordance with the provisions of Article 445, paragraph (5) of the Companies Act;
- (v) a certificate of registered information of the stock company effecting the share exchange (hereinafter referred to as "wholly owned subsidiary company resulting from the share exchange"); provided, however, that this does not apply if the wholly owned subsidiary company resulting from the

share exchange has its head office in the jurisdictional district of the registry office where the application is to be filed;

- (vi) a document evidencing that the wholly owned subsidiary company resulting from the share exchange has performed the relevant procedures under the provisions of Article 783, paragraphs (1) through (4) of the Companies Act such as obtaining approval for a share exchange agreement (in the case provided for in Article 784, the main clause of paragraph (1) of that Act, a document evidencing that the relevant case falls under the case and a document or minutes of board of directors evidencing that the consent of the majority of the directors has been obtained);
- (vii) if the wholly owned subsidiary company resulting from the share exchange has given the public notice and the notices under the provisions of Article 789, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share exchange is not likely to harm the creditor;
- (viii) if the wholly owned subsidiary company resulting from the share exchange is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii); and
- (ix) a document set forth in Article 59, paragraph (2), item (ii), if the wholly owned subsidiary company resulting from the share exchange has issued share options and the provisions of Article 768, paragraph (1), item (iv) of the Companies Act apply.

(Registration of Share Transfer)

Article 90 The following documents must be attached to the written application for a registration of incorporation due to a share transfer:

- (i) a share transfer plan;
- (ii) the articles of incorporation;
- (iii) the documents set forth in Article 47, paragraph (2), items (vi) through (viii) and items (x) through (xii);
- (iv) a document set forth in item (iv) of the preceding Article;
- (v) a certificate of registered information of the stock company effecting the share transfer (hereinafter referred to as "wholly owned subsidiary company resulting from the share transfer"; provided, however, that this does not apply if the wholly owned subsidiary company resulting from the share

- transfer has its head office in the jurisdictional district of the registry office where the application is to be filed;
- (vi) a document evidencing that the wholly owned subsidiary company resulting from the share transfer has performed the relevant procedures pursuant to the provisions of Article 804, paragraphs (1) and (3) of the Companies Act such as obtaining approval for the share transfer plan;
 - (vii) if the wholly owned subsidiary company resulting from the share transfer has given the public notice and the notices under the provisions of Article 810, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share transfer is not likely to harm the creditor;
 - (viii) if the wholly owned subsidiary company resulting from the share transfer is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii); and
 - (ix) a document set forth in Article 59, paragraph (2), item (ii), if the wholly owned subsidiary company resulting from the share transfer has issued share options and the provisions of Article 773, paragraph (1), item (ix) of the Companies Act apply.

(Registration of Share Delivery)

Article 90-2 The following documents must be attached to the written application for the registration of a change due to the delivery of shares:

- (i) a share delivery plan;
- (ii) a document evidencing that offers to transfer shares have been made, or that the contract referred to in Article 774-6 of the Companies Act has been concluded;
- (iii) a document evidencing that the circumstances fall under the case provided for in Article 816-4, the main clause of paragraph (1) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (2) of that Article, if a shareholder has notified the company in question of their dissent to the share delivery pursuant to the provisions of that paragraph);
- (iv) if the company has given the public notice and the notices under the provisions of Article 816-8, paragraph (2) of the Companies Act (or, if

applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share delivery is not likely to harm the creditor;

- (v) a document evidencing that the amount of stated capital has been recorded in accordance with the provisions of Article 445, paragraph (5) of the Companies Act;

(Simultaneous Application)

Article 91 (1) In the case provided for in either Article 768, paragraph (1), item (iv) or Article 773, paragraph (1), item (ix) of the Companies Act, if the wholly owning parent company resulting from the share exchange or the stock company incorporated in the share transfer (hereinafter referred to as "wholly owning parent company incorporated in the share transfer") does not have its head office within the jurisdictional district of the registry office where the application for the registration of a change of share options due to a share exchange or share transfer which is filed for by the wholly owned subsidiary company resulting from the share exchange or the wholly owned subsidiary company resulting from the share transfer is to be filed, the application must be filed via a registry office having jurisdiction in the locality of its head office.

- (2) In the case provided for in either Article 768, paragraph (1), item (iv) or Article 773, paragraph (1), item (ix) of the Companies Act, an application for registration referred to in the preceding paragraph and an application for registration referred to in Article 89 or Article 90 must be filed simultaneously.
- (3) No document, other than one as referred to in Article 18, is required to be attached to the written application for registration referred to in paragraph (1).

Article 92 (1) If any of the grounds set forth in items of Article 24 is applicable to any of the applications for registration referred to in paragraph (2) of the preceding Article, a registry office having jurisdiction in the locality of the head office of the wholly owning parent company resulting from the share exchange or the wholly owning parent company incorporated in the share transfer must reject all of those applications.

- (2) In the case referred to in paragraph (1) of the preceding Article, if the registry office having jurisdiction in the locality of the head office of the wholly owning parent company resulting from the share exchange or the wholly owning parent company incorporated in the share transfer has registered a change due

to a share exchange or registered an incorporation due to a share transfer, the registry office must, without delay, enter the date of the registration on the written application for registration referred to in that paragraph and send it to the registry office having jurisdiction in the locality of the head office of the wholly owned subsidiary company resulting from the share exchange or a wholly owned subsidiary company resulting from the share transfer.

Section 6 Registration of a General Partnership Company

(General Rule on Documents to Be Attached)

Article 93 If any information that must be registered requires the consent of all the members or the unanimous consent of certain members or liquidators, a document evidencing that the consent or unanimous consent has been obtained must be attached to the written application.

(Registration of Incorporation)

Article 94 The following documents must be attached to the written application for registration of incorporation:

- (i) the articles of incorporation;
- (ii) if a member representing the general partnership company is a corporation, the following documents:
 - (a) a certificate of registered information of the corporation; provided, however, that this does not apply if the corporation has its head office or principal office in the jurisdictional district of the registry office where the application is to be filed;
 - (b) a document concerning the appointment of a person who is required to perform the duties of the member; and
 - (c) a document evidencing that a person who is required to perform the duties of the member has consented to assume office;
- (iii) if a member of a general partnership company (excluding a member prescribed in the preceding item) is a corporation, a document set forth in sub-item (a) of the preceding item; provided, however, that this does not apply if the provisions of the proviso to sub-item (a) of that item apply.

(Provisions Applied Mutatis Mutandis)

Article 95 The provisions of Articles 47, paragraph (1) and Articles 51 through 53 apply mutatis mutandis to the registration of a general partnership company.

(Registration of Changes Due to Admission or Withdrawal of Members)

Article 96 (1) A document evidencing the fact of the admission or withdrawal of

the members of a general partnership company (in cases of the admission of a member that is a corporation, including the documents set forth in Article 94, item (ii) or (iii)) must be attached to the written application for the registration of a change due to the admission or withdrawal of the members of a general partnership company.

- (2) If a member of a general partnership company is a corporation, the documents set forth in Article 94, item (ii), sub-item (a) must be attached to a written application to register a change of trade name, name, head office, or principal office; provided, however, that this does not apply if the provisions of the proviso to sub-item (a) of that item apply.

(Registration of Changes to Persons Required to Perform Duties of Members Representing General Partnership Companies)

Article 97 (1) The document set forth in Article 94, item (ii) must be attached to the written application for the registration of a change due to the assumption of office by the person required to perform the duties of the member representing a general partnership company in a case in which that member is a corporation; provided, however, that in a case provided for in the proviso to sub-item (a) of that item, this does not apply to the documents set forth in sub-item (a) of that item.

- (2) A document evidencing the separation from office of the person required to perform the duties of the member as prescribed in the preceding paragraph must be attached to the written application for the registration of a change due to that person's separation from office.

(Registration of Dissolution)

Article 98 (1) The information that must be registered in a dissolution registration is: the fact of the dissolution, the grounds for dissolution, and the date of dissolution.

- (2) A document evidencing that the grounds for dissolution provided for in the articles of incorporation have arisen must be attached to the written application for the registration of a dissolution on any of those grounds.
- (3) A document evidencing the person's status as the liquidator must be attached to a written application for a registration of dissolution filed by a liquidator who represents a liquidating membership company; provided, however, that this does not apply if the liquidator who represents the liquidating membership company has assumed the office of a liquidator of the liquidating membership company pursuant to the provisions of Article 647, paragraph (1), item (i) of the Companies Act (in the case referred to in Article 655, paragraph (4) of that Act, the liquidator that has assumed the office of liquidator who represents the liquidating membership company pursuant to the provisions of that paragraph).

(Registration of Liquidators)

Article 99 (1) The documents specified in the relevant of the following items must be attached to the written application for the registration of a liquidator in a case in which any of the persons set forth in those items has assumed the office of liquidator of a liquidating membership company:

(i) a person set forth in Article 647, paragraph (1), item (i) of the Companies Act: the articles of incorporation;

(ii) a person set forth in Article 647, paragraph (1), item (ii) of the Companies Act: the articles of incorporation and a document evidencing that the person has consented to assume office;

(iii) a person set forth in Article 647, paragraph (1), item (iii) of the Companies Act: a document evidencing that the person has consented to assume office;

or

(iv) a person appointed by a court: a document evidencing the appointment and the information set forth in Article 928, paragraph (2), item (ii) of the Companies Act.

(2) The provisions of Article 94 (limited to the part related to item (ii)) apply mutatis mutandis to the registration referred to in the preceding paragraph if a liquidator who represents a liquidating membership company (limited to a person set forth in item (i) or (iv) of the preceding paragraph) is a corporation.

(3) The provisions of Article 94 (limited to the part related to item (ii) or (iii)) apply mutatis mutandis to the registration referred to in paragraph (1) if a liquidator of a liquidating membership company (limited to a person set forth in paragraph (1), item (ii) or (iii)) is a corporation.

(Registration of Changes Concerning Liquidators)

Article 100 (1) If a liquidator of a liquidating membership company is a corporation, the documents set forth in Article 94, item (ii), sub-item (a) must be attached to a written application to register a change of trade name, name, head office, or principal office; provided, however, that this does not apply if the provisions of the proviso to sub-item (a) of that item apply.

(2) A document evidencing the grounds for the change in question must be attached to the written application for the registration of a change to any of the information set forth in Article 928, paragraph (2), item (ii) of the Companies Act concerning a liquidator appointed by a court.

(3) A document evidencing the liquidator's separation from office must be attached to the written application for the registration of a change due to that liquidator's separation from office.

(Registration of Changes to Persons Required to Perform Duties of Liquidators)

(Representing Liquidating Membership Companies)

Article 101 The provisions of Article 97 apply mutatis mutandis to the registration of a change due to the assumption of, or separation from, office of a person who is required to perform the duties of liquidator if a liquidator who represents a liquidating membership company is a corporation.

(Registration of Completion of Liquidation)

Article 102 A document evidencing that the accounting related to the liquidation has been approved pursuant to the provisions of Article 667 of the Companies Act (if a method for the disposition of assets referred to in Article 668, paragraph (1) of the Act has been prescribed, a document prepared by all the members evidencing completion of the disposition of the relevant assets) must be attached to the written application for the registration of the completion of liquidation.

(Registration of Continuation)

Article 103 If a judgment upholding a claim related to an action seeking the invalidation or rescission of the incorporation of a general partnership company has become final and binding and the general partnership company continues to exist pursuant to the provisions of Article 845 of the Companies Act, a transcript of the judgment must be attached to the written application for a registration of continuation.

(Registration of Changes to the Type of Membership Company)

Article 104 In a registration that is carried out for a limited partnership company or limited liability company in a case in which a general partnership company has become a limited partnership or a limited liability company pursuant to the provisions of Article 638, paragraph (1) of the Companies Act, the date of the company's foundation, the trade name of the general partnership company, the fact of the change of the type of membership company, and the date of the change must also be registered.

Article 105 (1) The following documents must be attached to the written application to register the limited partnership company in a case in which a general partnership company has become a limited partnership company pursuant to the provisions of Article 638, paragraph (1), item (i) or (ii) of the Companies Act:

- (i) the articles of incorporation;
- (ii) a document evidencing the value of contributions already made by the members with limited liability; and
- (iii) if a member with limited liability has been admitted, a document

- evidencing the admission (in cases of the admission of a member that is a corporation, including the documents set forth in Article 94, item (ii) or (iii)).
- (2) The following documents must be attached to the written application to register the limited liability company in a case in which a general partnership company has become a limited liability company pursuant to the provisions of Article 638, paragraph (1), item (iii) of the Companies Act:
- (i) the articles of incorporation; and
 - (ii) a document evidencing completion of the payment and delivery related to the contributions under the provisions of Article 640, paragraph (1) of the Companies Act.

- Article 106 (1) If a general partnership company has become a limited partnership company or a limited liability company pursuant to the provisions of Article 638, paragraph (1) of the Companies Act, an application for registration concerning the general partnership company and an application for registration referred to in paragraph (1) or (2) of the preceding Article must be filed simultaneously.
- (2) Provisions concerning the documents to be attached to a written application do not apply to an application for registration referred to in the preceding paragraph concerning a general partnership company.
- (3) If any of the grounds set forth in the items of Article 24 is applicable to any application for registration referred to in paragraph (1), a registrar must reject all of those applications.

(Registration of Entity Conversion)

- Article 107 (1) The following documents must be attached to the written application to register the stock company after entity conversion in a case in which a general partnership company has effected an entity conversion:
- (i) an entity conversion plan;
 - (ii) the articles of incorporation; and
 - (iii) a document evidencing that each of the directors (directors and company auditors, if the stock company after entity conversion is a company with company auditors (including a stock company whose articles of incorporation provide that the scope of the audit by its company auditors is limited to an audit related to accounting); or directors who are also audit and supervisory committee members and directors who are not also audit and supervisory committee members, if the stock company after entity conversion is a company with an audit and supervisory committee) of the stock company after entity conversion has consented to assume office;
 - (iv) if an accounting advisor or an accounting auditor of a stock company after entity conversion has been appointed, the documents set forth in the items of

- Article 54, paragraph (2);
- (v) a document set forth in Article 47, paragraph (2), item (vi); and
 - (vi) if the company has given the public notice and the notices under the provisions of Article 779, paragraph (2) of the Companies Act (excluding item (ii)) as applied mutatis mutandis pursuant to Article 781, paragraph (2) of that Act, and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the entity conversion is not likely to harm the creditor.
- (2) The provisions of Article 76 and Article 78 apply mutatis mutandis to the cases prescribed in the preceding paragraph.

(Registration of Merger)

- Article 108 (1) The following documents must be attached to the written application to register a change due to an absorption-type merger:
- (i) an absorption-type merger agreement;
 - (ii) the documents set forth in Article 80, items (v) through (x);
 - (iii) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (excluding item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 799, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type merger is not likely to harm the creditor; and
 - (iv) if a corporation is to become a member of a company surviving the absorption-type merger, the documents set forth in Article 94, item (ii) or (iii).
- (2) The following documents must be attached to the written application for a registration of incorporation due to a consolidation-type merger:
- (i) a consolidation-type merger agreement;
 - (ii) the articles of incorporation;
 - (iii) the documents set forth in Article 81, item (v), and items (vii) through (x);
 - (iv) if a company disappearing in the consolidation-type merger is a stock company, a document evidencing that the consent of all the shareholders has been obtained; and

- (v) if a corporation is to become a member of a company incorporated in the consolidation-type merger, the documents set forth in Article 94, item (ii) or (iii).
- (3) The provisions of Article 79, Article 82, and Article 83 apply mutatis mutandis to the registration of a general partnership company.

(Registration of Company Split)

- Article 109 (1) The following documents must be attached to the written application to register a change due to an absorption-type company split to be made by the company succeeding in the absorption-type company split:
- (i) an absorption-type company split agreement;
 - (ii) the documents set forth in Article 85, items (v) through (viii);
 - (iii) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (excluding item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 799, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type company split is not likely to harm the creditor; and
 - (iv) if a corporation is to become a member of the company succeeding in the absorption-type company split, the documents set forth in Article 94, item (ii) or (iii).
- (2) The following documents must be attached to the written application for a registration of incorporation due to an incorporation-type company split:
- (i) an incorporation-type company split plan;
 - (ii) the articles of incorporation;
 - (iii) the documents set forth in Article 86, items (v) through (viii); and
 - (iv) if a corporation is to become a member of a company incorporated in the incorporation-type company split, the documents set forth in Article 94, item (ii) or (iii).
- (3) The provisions of Article 84, Article 87, and Article 88 apply mutatis mutandis to the registration of a general partnership company.

Section 7 Registration of a Limited Partnership Company

(Registration of Incorporation)

Article 110 A document evidencing the value of contributions already made by members with limited liability must be attached to the written application for a registration of incorporation.

(Provisions Applied Mutatis Mutandis)

Article 111 The provisions of Article 47, paragraph (1), Articles 51 through 53, Article 93, Article 94, and Articles 96 through 103 apply mutatis mutandis to the registration of a limited partnership company.

(Registration of Performance of Contributions)

Article 112 A document evidencing completion of the performance must be attached to the written application to register a change due to the performance of the contribution by members with limited liability.

(Registration of Changes to the Type of Membership Company)

Article 113 (1) The articles of incorporation must be attached to the written application to register the general partnership company in a case in which a limited partnership company has become a general partnership company pursuant to the provisions of Article 638, paragraph (2), item (i) or Article 639, paragraph (1) of the Companies Act.

(2) The following documents must be attached to the written application to register the limited liability company in a case in which a limited partnership company has become a limited liability company pursuant to the provisions of Article 638, paragraph (2), item (ii) or Article 639, paragraph (2) of the Companies Act:

(i) the articles of incorporation; and

(ii) if the company has become a limited liability company pursuant to the provisions of Article 638, paragraph (2), item (ii) of the Companies Act, a document evidencing completion of the payment and delivery related to the contributions pursuant to the provisions of Article 640, paragraph (1) of that Act.

(3) The provisions of Article 104 and Article 106 apply mutatis mutandis to the cases referred to in the preceding two paragraphs.

(Registration of Entity Conversion)

Article 114 The provisions of Article 107 apply mutatis mutandis if a limited partnership company has effected an entity conversion.

(Registration of Merger)

Article 115 (1) The provisions of Article 108 apply mutatis mutandis to the

registration of a limited partnership company.

- (2) The provisions of Article 110 apply mutatis mutandis to the registration of a change due to absorption-type merger and the registration of an incorporation due to consolidation-type merger.

(Registration of Company Split)

Article 116 (1) The provisions of Article 109 apply mutatis mutandis to the registration of a limited partnership company.

- (2) The provisions of Article 110 apply mutatis mutandis to the registration of a change due to absorption-type company split and the registration of incorporation due to incorporation-type company split to be made by the company succeeding in the absorption-type company split.

Section 8 Registration of a Limited Liability Company

(Registration of Incorporation)

Article 117 Unless otherwise provided for in laws and regulations, a document evidencing completion of the payment and delivery related to the contributions under the provisions of Article 578 of the Companies Act must be attached to a written application for a registration of incorporation.

(Provisions Applied Mutatis Mutandis)

Article 118 The provisions of Article 47, paragraph (1), Articles 51 through 53, Article 93, Article 94, Articles 96 through 101, and Article 103 apply mutatis mutandis to the registration of a limited liability company.

(Registration of Changes Due to Admission of Members)

Article 119 A document evidencing completion of the payment or delivery related to the contributions provided for in Article 604, paragraph (3) of the Companies Act must be attached to the written application to register a change due to the admission of members.

(Registration of Changes Due to Reduction in Amount of Stated Capital)

Article 120 If the company has given the public notice and the notices under the provisions of Article 627, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the

creditor to receive full payment for the debt, or that the reduction in the amount of stated capital is not likely to harm the creditor, must be attached to the written application to register a change due to a reduction in the amount of stated capital.

(Registration of Completion of Liquidation)

Article 121 A document evidencing that the accounting related to the liquidation has been approved under the provisions of Article 667 of the Companies Act must be attached to the written application for a registration of completion of liquidation.

(Registration of Changes to the Type of Membership Company)

Article 122 (1) The articles of incorporation must be attached to the written application to register the general partnership company in a case in which a limited liability company has become a general partnership company pursuant to the provisions of Article 638, paragraph (3), item (i) of the Companies Act.

(2) The following documents must be attached to the written application to register the limited partnership company in a case in which a limited liability company has become a limited partnership company pursuant to the provisions of Article 638, paragraph (3), item (ii) or (iii) of the Companies Act:

- (i) the articles of incorporation;
- (ii) a document evidencing the value of contributions already performed by members with limited liability; and
- (iii) if any member with unlimited liability has been admitted, a document evidencing the admission (in the case of the admission of a member which is a corporation, including the documents set forth in Article 94, item (ii) or (iii)).

(3) The provisions of Article 104 and Article 106 apply mutatis mutandis to the cases referred to in the preceding two paragraphs.

(Registration of Entity Conversion)

Article 123 The provisions of Article 107 apply mutatis mutandis if a limited liability company has effected an entity conversion. In such a case, the term "the public notice and the notices" in paragraph (1), item (vi) of that Article is deemed to be replaced with "the public notice and the notices (if, in addition to public notice in an Official Gazette, a public notice has been given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of Article 779, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 781, paragraph (2) of that Act, the public notice by those means)".

(Registration of Merger)

Article 124 The provisions of Article 108 apply mutatis mutandis to the registration of a limited liability company. In such a case, the term "member" in paragraph (1), item (iv) and paragraph (2), item (v) of that Article is deemed to be replaced with "member executing the business".

(Registration of Company Split)

Article 125 The provisions of Article 109 apply mutatis mutandis to the registration of a limited liability company. In such a case, the term "member" in paragraph (1), item (iv) and paragraph (2), item (iv) of that Article is deemed to be replaced with "member executing the business".

(Registration of Share Exchange)

Article 126 (1) The following documents must be attached to the written application to register a change due to a share exchange to be made by a wholly owning parent company resulting from the share exchange:

- (i) a share exchange agreement;
- (ii) the documents set forth in Article 89, items (v) through (viii);
- (iii) if the company has given the public notice and the notices under Article 799, paragraph (2) of the Companies Act (excluding item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 799, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share exchange is not likely to harm the creditor; and
- (iv) if a corporation is to become a member executing the business of a wholly owning parent company resulting from the share exchange, the documents set forth in Article 94, item (ii) or (iii).

(2) The provisions of Article 91 and Article 92 apply mutatis mutandis to the registration of a limited liability company.

Section 9 Registration of a Foreign Company

(Special Provision on Jurisdiction)

Article 127 To apply the provisions of Article 1-3 and Article 24, item (i), the domicile of a representative in Japan (limited to one whose domicile is in

Japan; hereinafter the same applies in this Section excluding Article 130, paragraph (1)) of a foreign company that has not established a business office in Japan is deemed to be the location of the business office.

(Registration Applicant)

Article 128 The representative in Japan represents the foreign company as it concerns the filing of an application for registration of the foreign company.

(Registration of a Foreign Company)

Article 129 (1) The following documents must be attached to the written application for registration of a foreign company under the provisions of Article 933, paragraph (1) of the Companies Act:

- (i) a document sufficient to admit the existence of the head office;
 - (ii) a document evidencing the status as the representative in Japan;
 - (iii) the articles of incorporation of the foreign company and any other document sufficient to identify the nature of the foreign company; and
 - (iv) if there are provisions concerning the method of public notice under the provisions of Article 939, paragraph (2) of the Companies Act, a document evidencing them.
- (2) The documents set forth in the preceding paragraph must be certified by the competent government agency of the foreign company's home country or by that country's consul or other competent authority in Japan.
- (3) If an applicant has attached to its written application for registration set forth in paragraph (1) a certificate of registered information issued by another registry office certifying that the representative in Japan has been specified or that a business office has been established in Japan, no document specified in that paragraph needs to be attached.

(Registration of Changes)

Article 130 (1) A document evidencing the facts of the change which has been certified by the competent government agency of the foreign company's home country or by that country's consul or other competent authority in Japan must be attached to the written application to register a change of representative in Japan or a change to the registered information which has arisen in the foreign country.

- (2) In the case all of the representatives in Japan seek to separate from their positions, if the company has given the public notice and the notices under Article 820, paragraph (1) of the Companies Act, and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or

that their separation from their positions is not likely to harm the creditor must be attached to the written application for registration due to the separation, in addition to the document set forth in the preceding paragraph; provided, however, that this does not apply if the foreign company has received an order for the commencement of liquidation pursuant to the provisions of Article 822, paragraph (1) of that Act.

- (3) If an applicant has attached to its written application for registration set forth in the preceding two paragraphs a document evidencing that the registration under the preceding two paragraphs has already been made by another registry office, no document specified in the preceding two paragraphs needs to be attached.

(Provisions Applied Mutatis Mutandis)

Article 131 (1) The provisions of Article 51 and Article 52 apply mutatis mutandis if a foreign company has relocated all of its business offices to the jurisdictional districts of other registry offices.

- (2) The provisions of Article 51 and Article 52 apply mutatis mutandis if a foreign company has closed all of its business offices (unless all of its representatives in Japan seek to resign). In such a case, the terms "new locality" and "former locality" in these provisions are deemed to be replaced with "domicile of a representative in Japan (limited to one whose domicile is in Japan)" and "locality of the final business office that was closed (if there are two or more business offices, either of them)", respectively.

- (3) The provisions of Article 51 and Article 52 apply mutatis mutandis if all the representatives in Japan of a foreign company that has not established a business office in Japan have relocated their domiciles to the jurisdictional district of other registry offices.

- (4) The provisions of Article 51 and Article 52 apply mutatis mutandis if a foreign company that has not established a business office in Japan has established its business office in the jurisdictional district of another registry office. In such a case, the terms "new locality" and "former locality" in these provisions are deemed to be replaced with "locality of a business office" and "domicile of a representative in Japan (limited to one whose domicile is in Japan)", respectively.

Section 10 Correction and Cancellation of Registrations

(Correction)

Article 132 (1) If a registration contains any error or omission, the party concerned may file an application for the correction of the registration.

- (2) A document evidencing the error or omission must be attached to a written

application for correction; provided, however, that this does not apply to the correction of a surname, name, or address.

Article 133 (1) If a registrar discovers there to be an error or omission in a registration, they must give notice to a person who has made the application to that effect without delay; provided, however, that this does not apply if the error or omission is due to a registrar's error.

(2) In the case referred to in the proviso to the preceding paragraph, a registrar must, without delay, correct the registration with the permission of the Director of the Legal Affairs Bureau or District Legal Affairs Bureau that supervises the registrar.

(Application for Cancellation)

Article 134 (1) If a registration falls under any of the following items, the party concerned may file an application for the cancellation of the registration:

(i) that any of the grounds set forth in Article 24, items (i) through (iii), or item (v) is applicable; or

(ii) that there are grounds that render any of the registered information invalid; provided, however, that this does not apply if the invalidity may only be asserted by means of filing an action.

(2) The provisions of Article 132, paragraph (2) apply *mutatis mutandis* to the case referred to in item (ii) of the preceding paragraph.

(Ex Officio Cancellation)

Article 135 (1) If a registrar discovers that the registration falls under any of the items of paragraph (1) of the preceding Article, they must give notice to the person who has made the registration of the fact that the registration will be canceled unless the person files an objection in writing within a fixed period not exceeding one month.

(2) If the domicile or residence of any person who has made the registration is unknown, the registrar must, in lieu of giving a notice referred to in the preceding paragraph, give public notice of the information to be notified.

(3) In addition to publishing a public notice in an Official Gazette, a registrar may publish an identical public notice in a newspaper that the registrar finds to be appropriate.

Article 136 If there is a person who has filed an objection, a registrar must give a decision on that objection.

Article 137 If no person has filed an objection, or if the registrar has rejected the objection, the registrar must cancel the registration.

Article 138 Deleted

Chapter IV Miscellaneous Provisions

(Exclusion from Application of the Administrative Procedure Act)

Article 139 The provisions of Chapter II and Chapter III of the Administrative Procedure Act (Act No. 88 of 1993) do not apply to a disposition made by a registrar.

(Exclusion from Application of the Act on Access to Information Held by Administrative Organs)

Article 140 The provisions of the Act on Access to Information Held by Administrative Organs (Act No. 42 of 1999) do not apply to a register or documents annexed to it.

(Exclusion from Application of the Act on the Protection of Personal Information Held by Administrative Organs)

Article 141 The provisions of Chapter IV of the Act on the Protection of Personal Information Held by Administrative Organs (Act No. 58 of 2003) do not apply to the retained personal information (meaning the retained personal information as defined in Article 2, paragraph (5) of that Act) which is recorded in a register or in the documents annexed to it.

(Request for Review)

Article 142 A person who is dissatisfied with a registrar's disposition or who has filed an application for a disposition in connection with which a registrar has taken no action may file a request for review with the Director of the Legal Affairs Bureau or District Legal Affairs Bureau who supervises the registrar.

Article 143 A request for review must be filed via the registrar.

(Handling of Request for Review Case)

Article 144 If a registrar finds that there are grounds for a request to review a disposition or finds that it is necessary to make the disposition that the inaction subject to a request for review concerns, the registrar must make a reasonable disposition.

Article 145 Except in the cases provided for in the preceding Article, the registrar must refer the case to the Director of the Legal Affairs Bureau or District Legal Affairs Bureau referred to in Article 142 within three days from

the date of the request, with opinions attached. In such a case, the Director of the Legal Affairs Bureau or District Legal Affairs Bureau is to send the opinions to a review officer provided for in Article 11, paragraph (2) of the Administrative Complaint Review Act (Act No. 68 of 2014).

Article 146 (1) If the Director of the Legal Affairs Bureau or District Legal Affairs Bureau referred to in Article 142 finds there to be grounds for a request to review a disposition or finds that it is necessary to make the disposition that the inaction subject to a request for review concerns, the Director must order the registrar to make a reasonable disposition, and must give notice to the requester and any other person who has an interest in the registration to that effect.

(2) If the Director of the Legal Affairs Bureau or District Legal Affairs Bureau referred to in Article 142 finds that an application for a disposition in connection with an inaction subject to a request for review should be rejected, the Director must order the registrar to reject the application.

Article 146-2 To apply the provisions of the Administrative Complaint Review Act to requests for review prescribed in Article 142, the phrase "administrative agency reaching the disposition, etc." and the phrase "a written explanation has been submitted" in Article 29, paragraph (5) of that Act are deemed to be replaced with "reviewing agency" and "an opinion provided for in Article 145 of the Commercial Registration Act (Act No. 125 of 1963) has been sent", respectively, and the term "written explanation" in Article 30, paragraph (1) of that Act is deemed to be replaced with "opinion referred to in Article 145 of the Commercial Registration Act."

(Exclusion from Application of the Administrative Complaint Review Act)

Article 147 The provisions of Article 13, Article 15, paragraph (6), Article 18, Article 21, Article 25, paragraphs (2) through (7), Article 29, paragraphs (1) through (4), Article 31, Article 37, Article 45, paragraph (3), Article 46, Article 47, Article 49, paragraph (3) (excluding the part related to declarations to the effect that an inaction subject to a request for review is unlawful or unjust) through paragraph (5), and Article 52 of the Administrative Complaint Review Act do not apply to a request for review provided for in Article 142.

(Delegation to Ministerial Order)

Article 148 Beyond what is prescribed in this Act, Ministry of Justice Order provides for the preparation of registers, the formats of written applications for registration, documents to be attached to them, and other necessary particulars relevant to this Act's entry into force.

Supplementary Provisions

- (1) This Act comes into effect on April 1, 1964.
- (2) Transitional measures and other necessary particulars associated with this Act's entry into force are provided for by other laws.