

# 商業登記法

## Commercial Registration Act

(昭和三十八年七月九日法律第百二十五号)  
(Act No. 125 of July 9, 1963)

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## 第一章 総則

### Chapter I General Provisions

(目的)

(Purposes)

第一条 この法律は、商法（明治三十二年法律第四十八号）、会社法（平成十七年法律第八十六号）その他の法律の規定により登記すべき事項を公示するための登記に関する制度について定めることにより、商号、会社等に係る信用の維持を図り、かつ、取引の安全と円滑に資することを目的とする。

Article 1 The purpose of this Act is to maintain the credibility of trade names, companies, etc. by establishing a registration system so as to notify the public of the matters to 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 Act, as well as to contribute to the safe and smooth conduct of transactions.

(定義)

(Definitions)

第一条の二 この法律において、次の各号に掲げる用語の意義は、それぞれ当該各号に定めるところによる。

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

一 登記簿 商法、会社法その他の法律の規定により登記すべき事項が記録される帳簿であつて、磁気ディスク（これに準ずる方法により一定の事項を確実に記録することができる物を含む。）をもつて調製するものをいう。

(i) registry: a book in which to record the matters to be registered pursuant to the provisions of the Commercial Code, the Companies Act or any other Act, and which is prepared by means of a magnetic disk (including an object that can record certain matters securely by equivalent means);

二 変更の登記 登記した事項に変更を生じた場合に、商法、会社法その他の法律の規定によりすべき登記をいう。

(ii) registration of change: a registration to be made pursuant to the provisions of the Commercial Code, the Companies Act and any other Act, in cases where any of the matters registered has been changed;

三 消滅の登記 登記した事項が消滅した場合に、商法、会社法その他の法律の規定によりすべき登記をいう。

(iii) registration of extinction: a registration to be made pursuant to the provisions of the Commercial Code, the Companies Act or any other Act, in cases where any of the matters registered has extinguished;

四 商号 商法第十一条第一項又は会社法第六条第一項に規定する商号をいう。  
(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.

## 第一章の二 登記所及び登記官

### Chapter I-II Registry Office and Registrar

(登記所)

(Registry Office)

第一条の三 登記の事務は、当事者の営業所の所在地を管轄する法務局若しくは地方法務局若しくはこれらの支局又はこれらの出張所（以下単に「登記所」という。）がつかさどる。

Article 1-3 Registration affairs shall be administered by the Legal Affairs Bureau or District Legal Affairs Bureau or the branch bureau thereof or the branch office of any of those bureaus (hereinafter simply referred to as a "registry office"), which has jurisdiction over the location of the business office of the party concerned.

(事務の委任)

(Delegation of Affairs)

第二条 法務大臣は、一の登記所の管轄に属する事務を他の登記所に委任することができる。

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

(事務の停止)

(Suspension of Affairs)

第三条 法務大臣は、登記所においてその事務を停止しなければならない事由が生じたときは、期間を定めて、その停止を命ずることができる。

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.

(登記官)

(Registrar)

第四条 登記所における事務は、登記官（登記所に勤務する法務事務官のうちから、法務局又は地方法務局の長が指定する者をいう。以下同じ。）が取り扱う。

Article 4 The affairs of a registry office shall be 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 shall apply hereinafter).

(登記官の除斥)

**(Disqualification of Registrar)**

第五条 登記官又はその配偶者若しくは四親等内の親族（配偶者又は四親等内の親族であつた者を含む。以下この条において同じ。）が登記の申請人であるときは、当該登記官は、当該登記をすることができない。登記官又はその配偶者若しくは四親等内の親族が申請人を代表して申請するときも、同様とする。

Article 5 When a registrar, a registrar's spouse or a 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 shall apply in this Article) is the applicant for a registration, such registrar may not make the registration. The same shall apply to cases where a registrar or a registrar's spouse or relative within the fourth degree of kinship files an application for a registration as a representative of the applicants.

**第二章 登記簿等**

**Chapter II Registry, etc.**

(商業登記簿)

**(Commercial Registry)**

第六条 登記所に次の商業登記簿を備える。

Article 6 A registry office shall keep the following types of commercial registries:

一 商号登記簿

(i) the trade name registry;

二 未成年者登記簿

(ii) the minor registry;

三 後見人登記簿

(iii) the guardian registry;

四 支配人登記簿

(iv) the manager registry;

五 株式会社登記簿

(v) the stock company registry;

六 合名会社登記簿

(vi) the general partnership company registry;

七 合資会社登記簿

(vii) the limited partnership company registry;

八 合同会社登記簿

(viii) the limited liability company registry; and

九 外国会社登記簿

(ix) the foreign company registry.

(登記簿等の持出禁止)

**(Prohibition on Carrying Out of Registries and Other Documents)**

第七条 登記簿及びその附属書類（第十七条第四項に規定する電磁的記録（電子的方式、磁気的方式その他人の知覚によつては認識することができない方式で作られる記録であつて、電子計算機による情報処理の用に供されるものをいう。以下同じ。）及び第十九条の二に規定する登記の申請書に添付すべき電磁的記録（以下「第十九条の二に規定する電磁的記録」という。）を含む。以下この条、第九条、第十一条の二、第四百四条及び第四百四十一条において同じ。）は、事変を避けるためにする場合を除き、登記所外に持ち出してはならない。ただし、登記簿の附属書類については、裁判所の命令又は嘱託があつたときは、この限りでない。

Article 7 No registry or document annexed thereto (including an electromagnetic record (meaning a record made in an electronic form, a magnetic form, or any other form not recognizable to human perception, which is used in information processing by computers; the same shall apply hereinafter) as prescribed in Article 17, paragraph (4), or electromagnetic record to be attached to a written application for registration as prescribed in Article 19-2 (hereinafter referred to as an "electromagnetic record under Article 19-2"); hereinafter the same shall apply in this Article, Article 9, Article 11-2, Article 140 and Article 141) may be carried outside of registry offices, except for the cases where it is necessary to do so in order to avoid any contingent circumstance; provided, however, that, with regard to the documents annexed to registries, this shall not apply to the cases where so ordered or commissioned by the court.

(登記簿の滅失と回復)

**(Loss and Restoration of Registries)**

第八条 登記簿の全部又は一部が滅失したときは、法務大臣は、一定の期間を定めて、登記の回復に必要な処分を命ずることができる。

Article 8 When the whole or part of a registry has been lost, the Minister of Justice may specify a certain period and issue an order to take the measures necessary for restoration of the registration.

(登記簿等の滅失防止)

**(Prevention of Loss of Registry, etc.)**

第九条 登記簿又はその附属書類が滅失するおそれがあるときは、法務大臣は、必要な処分を命ずることができる。

Article 9 In cases where there is a risk of loss of a registry or any documents annexed thereto, the Minister of Justice may issue an order to take the measures necessary for the prevention thereof.

(登記事項証明書の交付等)

**(Issuance of Certificate of Registered Matters)**

第十条 何人も、手数料を納付して、登記簿に記録されている事項を証明した書面（以下「登記事項証明書」という。）の交付を請求することができる。

Article 10 (1) Any person may, by paying fees, make a request for issuance of a document certifying the matters recorded in the registry (hereinafter referred to as a "certificate of registered matters").

2 前項の交付の請求は、法務省令で定める場合を除き、他の登記所の登記官に対してもすることができる。

(2) Unless otherwise prescribed in an Ordinance of the Ministry of Justice, a request for issuance of a certificate of registered matters set forth in the preceding paragraph may be filed with the registrar of a registry office of another jurisdiction.

3 登記事項証明書の記載事項は、法務省令で定める。

(3) The matters to be specified in a certificate of registered matters shall be prescribed by an Ordinance of the Ministry of Justice.

（登記事項の概要を記載した書面の交付）

(Issuance of Documents Specifying Extract of Matters Registered)

第十一条 何人も、手数料を納付して、登記簿に記録されている事項の概要を記載した書面の交付を請求することができる。

Article 11 Any person may, by paying fees, make a request for the issuance of a document stating the summary of the matters recorded in the registry.

（附属書類の閲覧）

(Inspection of Annexed Documents)

第十一条の二 登記簿の附属書類の閲覧について利害関係を有する者は、手数料を納付して、その閲覧を請求することができる。この場合において、第十七条第四項に規定する電磁的記録又は第十九条の二に規定する電磁的記録に記録された情報の閲覧は、その情報の内容を法務省令で定める方法により表示したものを閲覧する方法により行う。

Article 11-2 A person who has an interest in the inspection of documents annexed to registries may, by paying fees, make a request for the inspection thereof. In this case, inspection of the information recorded in an electromagnetic record under Article 17, paragraph (4) or information recorded in an electromagnetic record under Article 19-2 shall be conducted by way of inspecting the contents of relevant information made available by the method prescribed by an Ordinance of the Ministry of Justice.

（印鑑証明）

(Certificate of Seal Impression)

第十二条 第二十条の規定により印鑑を登記所に提出した者又は支配人、破産法（平成十六年法律第七十五号）の規定により会社につき選任された破産管財人若しくは保全

管理人、民事再生法（平成十一年法律第二百二十五号）の規定により会社につき選任された管財人若しくは保全管理人、会社更生法（平成十四年法律第百五十四号）の規定により選任された管財人若しくは保全管理人若しくは外国倒産処理手続の承認援助に関する法律（平成十二年法律第二百二十九号）の規定により会社につき選任された承認管財人若しくは保全管理人でその印鑑を登記所に提出した者は、手数料を納付して、その印鑑の証明書の交付を請求することができる。

Article 12 (1) A person who has submitted to a registry office a seal impression pursuant to the provision of Article 20, or, a manager, a bankruptcy trustee or provisional administrator appointed for a company under the Bankruptcy Act (Act No. 75 of 2004), a trustee or provisional administrator appointed for a company under the Civil Rehabilitation Act (Act No. 225 of 1999), a trustee or provisional administrator appointed for a company under the Corporate Reorganization Act (Act No. 154 of 2002), or a recognition trustee or provisional administrator appointed for a company under the Act on Recognition and Assistance for Foreign Insolvency Proceedings (Act No. 129 of 2000), any one of whom who has submitted his/her seal impression to a registry office, may file a request for issuance of the certificate of such seal impression, subject to the payment of fees.

2 第十条第二項の規定は、前項の証明書に準用する。

(2) The provision of Article 10, paragraph (2) shall apply mutatis mutandis to the certificate set forth in the preceding paragraph.

（電磁的記録の作成者を示す措置の確認に必要な事項等の証明）

(Certification of Matters Required for Verification of Measures to Identify the Creator of Electromagnetic Records and Other Matters)

第十二条の二 前条第一項に規定する者（以下この条において「印鑑提出者」という。）は、印鑑を提出した登記所が法務大臣の指定するものであるときは、この条に規定するところにより次の事項（第二号の期間については、法務省令で定めるものに限る。）の証明を請求することができる。ただし、代表権の制限その他の事項でこの項の規定による証明に適しないものとして法務省令で定めるものがあるときは、この限りでない。

Article 12-2 (1) A person prescribed in paragraph (1) of the preceding Article (hereinafter referred to as a "person submitting a seal impression" in this Article) may, pursuant to the provision of this Article, file a request for a certification of the following matters (with regard to a certification of the period specified in item (ii), limited to that prescribed by an Ordinance of the Ministry of Justice), if the registry office to which such person has submitted its seal impression is the one designated by the Minister of Justice; provided, however, that this shall not apply to a certification of restriction on the authority of representation and any other matter prescribed by an Ordinance of the Ministry of Justice as being unfit for the certification under this

paragraph.

一 電磁的記録に記録することができる情報が印鑑提出者の作成に係るものであることを示すために講ずる措置であつて、当該情報が他の情報に改変されているかどうかを確認することができる等印鑑提出者の作成に係るものであることを確実に示すことができるものとして法務省令で定めるものについて、当該印鑑提出者が当該措置を講じたものであることを確認するために必要な事項

(i) a matter required for verifying that a person submitting a seal impression has taken measures so as to evidence that he/she has prepared information recordable onto electromagnetic records, which measure is prescribed by an Ordinance of the Ministry of Justice as being available for verification as to whether the information has been altered or for otherwise evidencing that said information has been prepared by the person submitting a seal impression himself/herself; and

二 この項及び第三項の規定により証明した事項について、第八項の規定による証明の請求をすることができる期間

(ii) a period of time during which a request for certification under paragraph (8) may be filed, with regard to the matters certified pursuant to the provisions of this paragraph and paragraph (3).

2 前項の規定による証明の請求は、同項各号の事項を明らかにしてしなければならない。

(2) In filing a request for certification pursuant to the provision of the preceding paragraph, the matters specified in each item of said paragraph shall be expressly indicated.

3 第一項の規定により証明を請求した印鑑提出者は、併せて、自己に係る登記事項であつて法務省令で定めるものの証明を請求することができる。

(3) A person submitting a seal impression who has requested a certification pursuant to the provision of paragraph (1) may, together with said request, file a request for certification of the matters registered in relation to such person as prescribed by an Ordinance of the Ministry of Justice.

4 第一項の規定により証明を請求する印鑑提出者は、政令で定める場合を除くほか、手数料を納付しなければならない。

(4) Unless otherwise provided for in the Cabinet Order, a person submitting a seal impression who requests certification pursuant to the provision of paragraph (1) shall pay the fees.

5 第一項及び第三項の規定による証明は、法務大臣の指定する登記所の登記官がする。ただし、これらの規定による証明の請求は、第一項の登記所を経由してしなければならない。

(5) Certification under paragraphs (1) and (3) shall 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 shall be filed via the registry office set forth in paragraph (1).



6 第一項及び前項の指定は、告示してしなければならない。

(6) The designation set forth in paragraph (1) and the preceding paragraph shall be made by means of public notice.

7 第一項の規定により証明を請求した印鑑提出者は、同項第二号の期間中において同項第一号の事項が当該印鑑提出者が同号の措置を講じたものであることを確認するために必要な事項でなくなつたときは、第五項本文の登記所に対し、第一項の登記所を経由して、その旨を届け出ることができる。

(7) In cases where, during the period of time specified in item (ii) of paragraph (1), the matter specified in item (i) of said paragraph is no longer necessary in order to verify that a person submitting a seal impression himself/herself has taken the measures under said item, the person submitting a seal impression who had requested the certification pursuant to the provision of paragraph (1) may file a notification to that effect with the registry office specified in the main text of paragraph (5) via the registry office set forth in paragraph (1).

8 何人でも、第五項本文の登記所に対し、次の事項の証明を請求することができる。

(8) Any person may file a request for certification of the following matters with the registry office as set forth in the main text of paragraph (5):

一 第一項及び第三項の規定により証明した事項の変更（法務省令で定める軽微な変更を除く。）の有無

(i) whether there has been any change to the matters certified pursuant to the provisions of paragraphs (1) and (3) (excluding minor changes prescribed by an Ordinance of the Ministry of Justice);

二 第一項第二号の期間の経過の有無

(ii) whether the period of time specified in item (ii) of paragraph (1) has elapsed;

三 前項の届出の有無及び届出があつたときはその年月日

(iii) whether the notification set forth in the preceding paragraph has been filed, and if it has been filed, the date of such filing; and

四 前三号に準ずる事項として法務省令で定めるもの

(iv) the matters equivalent to those specified in the preceding three items, which are prescribed by an Ordinance of the Ministry of Justice.

9 第一項及び第三項の規定による証明並びに前項の規定による証明及び証明の請求は、法務省令で定めるところにより、登記官が使用する電子計算機と請求をする者が使用する電子計算機とを接続する電気通信回線を通じて送信する方法その他の方法によつて行うものとする。

(9) The certification under paragraphs (1) and (3), and the certification under the preceding paragraph and the request therefor shall 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 has made the request and any other means, as prescribed by an Ordinance of the Ministry of Justice.

10 前項に規定する証明及び証明の請求については、行政手続等における情報通信の技術の利用に関する法律（平成十四年法律第百五十一号。以下「情報通信技術利用法」という。）第三条及び第四条の規定は、適用しない。

(10) With regard to the certification set forth in the preceding paragraph and the request therefor, the provisions of Article 3 and Article 4 of Act on Use of Information and Communications Technology in Administrative Procedures, etc. (Act No. 151 of 2002; hereinafter referred to as "Act on Use of Information and Communications Technology") shall not apply.

(手数料)

(Fees)

第十三条 第十条から前条までの手数料の額は、物価の状況、登記事項証明書の交付等に要する実費その他一切の事情を考慮して、政令で定める。

Article 13 (1) The amount of fees set forth in Article 10 to Article 12-2 inclusive shall be specified by a Cabinet Order, taking into consideration any and all relevant circumstances such as commodity price levels, actual costs incurred for issuance of a certificate of registered matters, etc. and others.

2 第十条から前条までの手数料の納付は、登記印紙をもつてしなければならない。ただし、法務省令で定める方法で登記事項証明書又は印鑑の証明書の交付を請求するときは、法務省令で定めるところにより、現金をもつてすることができる。

(2) The payment of fees set forth in Article 10 to Article 12-2 inclusive shall be made by means of registration revenue stamps; provided however, that, in the case of filing a request for issuance of a certificate of registered matters or a certificate of seal impression by the method prescribed by an Ordinance of the Ministry of Justice, a cash payment of such fees shall be accepted as prescribed by an Ordinance of Ministry of Justice.

### 第三章 登記手続

#### Chapter III Registration Procedures

##### 第一節 通則

##### Section 1 General Rules

(当事者申請主義)

(Registration Upon Application by Party)

第十四条 登記は、法令に別段の定めがある場合を除くほか、当事者の申請又は官庁の囑託がなければ、することができない。

Article 14 Unless otherwise provided for in laws and regulations, no registration may be made without an application filed by a party concerned or a commission issued by a government agency or public office.

(囑託による登記)

(Registration upon Commission)

第十五条 第五条、第十七条から第十九条の二まで、第二十一条、第二十二条、第二十三条の二、第二十四条、第四十八条から第五十条まで（第九十五条、第百十一条及び第百十八条において準用する場合を含む。）、第五十一条第一項及び第二項、第五十二条、第七十八条第一項及び第三項、第八十二条第二項及び第三項、第八十三条、第八十七条第一項及び第二項、第八十八条、第九十一条第一項及び第二項、第九十二条、第百三十二条並びに第百三十四条の規定は、官庁の囑託による登記の手続について準用する。

Article 15 The provisions of Article 5, Article 17 to Article 19-2 inclusive, Article 21, Article 22, Article 23-2, Article 24, Article 48 to Article 50 inclusive (including the cases where applied mutatis mutandis pursuant to Article 95, Article 111 and Article 118), Article 51, paragraphs (1) and (2), Article 52, Article 78, paragraphs (1) and (3), Article 82, paragraphs (2) and (3), Article 83, Article 87, paragraphs (1) and (2), Article 88, Article 91, paragraphs (1) and (2), Article 92, Article 132 and Article 134 shall apply mutatis mutandis to a registration procedure to be performed as commissioned by a government agency or public office.

第十六条 削除

Article 16 (Deleted)

(登記申請の方式)

(Method of Application for Registration)

第十七条 登記の申請は、書面で行わなければならない。

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

2 申請書には、次の事項を記載し、申請人又はその代表者（当該代表者が法人である場合にあっては、その職務を行うべき者）若しくは代理人が記名押印しなければならない。

(2) The following matters shall be specified in the form of an application, with the name and seal of the applicant or its representative (in cases where the representative is a juridical person, a person to perform the duties thereof) or agent affixed thereto:

一 申請人の氏名及び住所、申請人が会社であるときは、その商号及び本店並びに代表者の氏名又は名称及び住所（当該代表者が法人である場合にあっては、その職務を行うべき者の氏名及び住所を含む。）

(i) the name and address of an applicant, or, if an applicant is a company, its trade name and head office as well as its representative's name and address (in cases where the representative is a juridical person, including the name and address of a person to perform the duties thereof);

二 代理人によつて申請するときは、その氏名及び住所

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

三 登記の事由

(iii) the grounds for registration;

四 登記すべき事項

(iv) the matters to be registered;

五 登記すべき事項につき官庁の許可を要するときは、許可書の到達した年月日

(v) if any matter to be registered requires permission from a government agency or public office, the date of the arrival of the permit;

六 登録免許税の額及びこれにつき課税標準の金額があるときは、その金額

(vi) the amount of registration tax payable, and if there is a tax base amount therefor, including said amount;

七 年月日

(vii) the date of filing; and

八 登記所の表示

(viii) the indication of registry office.

3 会社の支店の所在地においてする登記の申請書には、その支店をも記載しなければならない。

(3) In filing a written application for registration to be made at the location of a branch office of a company, such branch office shall also be specified.

4 第二項第四号に掲げる事項又は前項の規定により申請書に記載すべき事項を記録した電磁的記録（法務省令で定めるものに限る。）が申請書とともに提出されたときは、前二項の規定にかかわらず、当該申請書には、当該電磁的記録に記録された事項を記載することを要しない。

(4) In cases where an electromagnetic record containing the matters listed in item (iv) of paragraph (2), or the matters to be specified in a written application pursuant to the provision of the preceding paragraph (limited to those prescribed by an Ordinance of the Ministry of Justice) has been submitted with a written application, it shall not be required to specify in such written application the matters contained in said electromagnetic record, notwithstanding the provisions of the preceding two paragraphs.

（申請書の添付書面）

(Document to be Attached to Written Application)

第十八条 代理人によつて登記を申請するには、申請書（前条第四項に規定する電磁的記録を含む。以下同じ。）にその権限を証する書面を添付しなければならない。

Article 18 In cases where an application for registration is to be filed by an agent, a document evidencing the authority thereof shall be attached to a written application (including an electromagnetic record as prescribed in paragraph (4) of the preceding Article; the same shall apply hereinafter).

第十九条 官庁の許可を要する事項の登記を申請するには、申請書に官庁の許可書又はその認証がある謄本を添付しなければならない。

Article 19 In filing an application for registration of any matter which requires permission from a government agency or public office, a permit issued by a government agency or public office, or a transcript thereof certified by such agency or office shall be attached to a written application.

(申請書に添付すべき電磁的記録)

(Electromagnetic Records to be Attached to Written Application)

第十九条の二 登記の申請書に添付すべき定款、議事録若しくは最終の貸借対照表が電磁的記録で作られているとき、又は登記の申請書に添付すべき書面につきその作成に代えて電磁的記録の作成がされているときは、当該電磁的記録に記録された情報の内容を記録した電磁的記録（法務省令で定めるものに限る。）を当該申請書に添付しなければならない。

Article 19-2 In cases where 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 electromagnetic record, or in cases where an electromagnetic record has been prepared in lieu of documents to be attached to a written application for registration, an electromagnetic record (limited to one prescribed by an Ordinance of the Ministry of Justice) containing the contents of the information recorded in the above-mentioned electromagnetic records shall be attached to the written application.

(印鑑の提出)

(Submission of Seal Impression)

第二十条 登記の申請書に押印すべき者は、あらかじめ、その印鑑を登記所に提出しなければならない。改印したときも、同様とする。

Article 20 (1) A person who is required to affix a seal to a written application for registration shall submit an impression of such seal to a registry office in advance. The same shall apply to the cases where such person has changed a seal.

2 前項の規定は、委任による代理人によつて登記の申請をする場合には、委任をした者又はその代表者について適用する。

(2) In cases where an application for registration is to be filed by a privately appointed agent, the provision of the preceding paragraph shall apply to a person who has appointed said agent or a representative thereof.

3 前二項の規定は、会社の支店の所在地においてする登記の申請については、適用しない。

(3) The provisions of the preceding two paragraphs shall not apply to an application for registration to be made at the location of a branch office of a company.

(受付)

(Acceptance of Applications)

第二十一条 登記官は、登記の申請書を受け取ったときは、受付帳に登記の種類、申請人の氏名、会社が申請人であるときはその商号、受付の年月日及び受付番号を記載し、申請書に受付の年月日及び受付番号を記載しなければならない。

Article 21 (1) When a registrar has received a written application for registration, he/she shall enter the type of registration, applicant's name, applicant's trade name (in cases where the applicant is a company), date of acceptance thereof and its acceptance number into an acceptance record book, and shall also enter the date of the acceptance and acceptance number on such written application.

2 情報通信技術利用法第三条第一項の規定により同項に規定する電子情報処理組織を使用してする登記の申請については、前項の規定中申請書への記載に関する部分は、適用しない。

(2) In filing an application for registration pursuant to the provision of Article 3, paragraph (1) of the Act on Use of Information and Communications Technology by use of an electronic data processing system as set forth therein, the portion of the provision of the preceding paragraph referring to an entry on a written application shall not apply.

3 登記官は、二以上の登記の申請書を同時に受け取った場合又は二以上の登記の申請書についてこれを受け取った時の前後が明らかでない場合には、受付帳にその旨を記載しなければならない。

(3) In cases where a registrar has simultaneously received two or more written applications for registration, or in cases where he/she has received two or more written applications for registration and if the chronological order thereof is uncertain, he/she shall make an entry to that effect into an acceptance record book.

(受領証)

(Receipt)

第二十二条 登記官は、登記の申請書その他の書面（第十九条の二に規定する電磁的記録を含む。）を受け取った場合において、申請人の請求があつたときは、受領証を交付しなければならない。

Article 22 A registrar shall, when he/she has received a written application for registration and any other document (including an electromagnetic record under Article 19-2) and if so requested to do so by an applicant, issue a receipt therefor.

(登記の順序)

(Order of Registration)

第二十三条 登記官は、受付番号の順序に従つて登記をしなければならない。

Article 23 A registrar shall make registrations according to the order of the

acceptance numbers.

(登記官による本人確認)

**(Identity Confirmation by Registrar)**

第二十三条の二 登記官は、登記の申請があつた場合において、申請人となるべき者以外の者が申請していると疑うに足りる相当な理由があると認めるときは、次条の規定により当該申請を却下すべき場合を除き、申請人又はその代表者若しくは代理人に対し、出頭を求め、質問をし、又は文書の提示その他必要な情報の提供を求める方法により、当該申請人の申請の権限の有無を調査しなければならない。

Article 23-2 (1) Where an application for a registration is filed, and when a 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 shall, except where he/she should dismiss the application pursuant to the provision of the following Article, examine whether or not the applicant has the authority to apply, by requesting the applicant or his/her representative or agent to appear, asking questions of them, or requesting them to present documents or provide any other necessary information.

2 登記官は、前項に規定する申請人又はその代表者若しくは代理人が遠隔の地に居住しているとき、その他相当と認めるときは、他の登記所の登記官に同項の調査を嘱託することができる。

(2) If the applicant or his/her 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 from another registry office to conduct the examination set forth in said paragraph.

(申請の却下)

**(Dismissal of Application)**

第二十四条 登記官は、次の各号のいずれかに掲げる事由がある場合には、理由を付した決定で、登記の申請を却下しなければならない。ただし、当該申請の不備が補正することができるものである場合において、登記官が定めた相当の期間内に、申請人がこれを補正したときは、この限りでない。

Article 24 In cases where there is any ground which falls under any of the following items, a registrar shall dismiss an application for a registration, by a decision stating the reasons therefor; provided, however, that this shall not apply where defects in the application can be corrected, and where the applicant has corrected them within a reasonable period specified by the registrar:

一 申請に係る当事者の営業所の所在地が当該申請を受けた登記所の管轄に属しないとき。

(i) where 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;
- 二 申請が登記すべき事項以外の事項の登記を目的とするとき。
- (ii) where the purpose of the application is to register matters other than the matters to be registered;
- 三 申請に係る登記がその登記所において既に登記されているとき。
- (iii) where the registration for which the application was filed has already been registered by the same registry office;
- 四 申請の権限を有しない者の申請によるとき。
- (iv) where the application is filed by a person without the authority to apply;
- 五 第二十一条第三項に規定する場合において、当該申請に係る登記をすることにより同項の登記の申請書のうち他の申請書に係る登記をすることができなくなるとき。
- (x) in the case referred to in Article 21, paragraph (3), if, from among two or more written applications referred to in the same paragraph, making a registration based on one application hinders a registration based on any other application;
- 六 申請書がこの法律に基づく命令又はその他の法令の規定により定められた方式に適合しないとき。
- (vi) where the written application fails to conform to the method specified pursuant to the provisions of an order issued under this Act or of other laws and regulations;
- 七 第二十条の規定による印鑑の提出がないとき、又は申請書、委任による代理人の権限を証する書面若しくは第三十条第二項若しくは第三十一条第二項に規定する譲渡人の承諾書に押された印鑑が第二十条の規定により提出された印鑑と異なるとき。
- (vii) where the applicant has failed to submit a seal impression pursuant to the provision of Article 20, or in cases where a seal affixed to any of a written application, a document evidencing authority delegated to a privately appointed agent or a transferrer's written approval prescribed in Article 30, paragraph (2) or Article 31, paragraph (2) differs from the seal impression already submitted pursuant to the provision of Article 20;
- 八 申請書に必要な書面（第十九条の二に規定する電磁的記録を含む。）を添付しないとき。
- (viii) where the applicant has failed to attach any document required in relation to a written application (including an electromagnetic record under Article 19-2);
- 九 申請書又はその添付書面（第十九条の二に規定する電磁的記録を含む。以下同じ。）の記載又は記録が申請書の添付書面又は登記簿の記載又は記録と合致しないとき。
- (ix) where any statement or record contained in a written application or documents attached thereto (including an electromagnetic record under Article 19-2; the same shall apply hereinafter) is inconsistent with any



statement or record contained in documents attached to a written application or in a registry.

十 登記すべき事項につき無効又は取消しの原因があるとき。

(x) where there exists any ground for the invalidation, revocation or rescission of any matter to be registered;

十一 申請につき経由すべき登記所を経由しないとき。

(xi) where an application has not been filed with the registry office through which the application is required to pass;

十二 同時にすべき他の登記の申請を同時にしないとき。

(xii) where the applicant has failed to file an application for any other registration to be filed simultaneously therewith;

十三 申請が第二十七条の規定により登記することができない商号の登記を目的とするとき。

(xiii) where the purpose of an application is the registration of a trade name which is prohibited from being registered pursuant to the provision of Article 27;

十四 申請が法令の規定により使用を禁止された商号の登記を目的とするとき。

(xiv) where the purpose of an application is to register a trade name which is prohibited from being used pursuant to the provisions of the laws and regulations;

十五 商号の登記を抹消されている会社が商号の登記をしないで他の登記を申請したとき。

(xv) where a company whose trade name registration has been cancelled has filed an application for any other registration without making a registration of the trade name; or

十六 登録免許税を納付しないとき。

(xvi) where the applicant has failed to pay the registration tax.

(提訴期間経過後の登記)

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

第二十五条 登記すべき事項につき訴えをもつてのみ主張することができる無効又は取消しの原因がある場合において、その訴えがその提起期間内に提起されなかつたときは、前条第十号の規定は、適用しない。

Article 25 (1) In cases where there exists any ground for invalidating, revoking or rescinding a matter to be registered that may only be asserted by filing an action, and if no action has been filed within the period for filing such action, the provision of item (x) of the preceding Article shall not apply.

2 前項の場合の登記の申請書には、同項の訴えがその提起期間内に提起されなかつたことを証する書面及び登記すべき事項の存在を証する書面を添附しなければならない。この場合には、第十八条の書面を除き、他の書面の添附を要しない。

(2) In filing a written application for registration in the case referred to in the

preceding paragraph, a document evidencing that no action set forth in said paragraph had been filed within the period for filing, as well as a document evidencing the existence of the matters to be registered, shall be attached thereto. In this case, no other document except for that set forth in Article 18 needs to be attached thereto.

3 会社は、その本店の所在地を管轄する地方裁判所に、第一項の訴えがその提起期間内に提起されなかつたことを証する書面の交付を請求することができる。

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

(行政区画等の変更)

(Change in Administrative Zone, etc.)

第二十六条 行政区画、郡、区、市町村内の町若しくは字又はそれらの名称の変更があつたときは、その変更による登記があつたものとみなす。

Article 26 In cases where there has been any change of administrative zone, county (gun), ward (ku), cho or aza within a municipality, or the names thereof, a registration shall be deemed to have been made in accordance with the administrative zones, etc. after such change.

## 第二節 商号の登記

### Section 2 Registration of Trade Name

(同一の所在場所における同一の商号の登記の禁止)

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

第二十七条 商号の登記は、その商号が他人の既に登記した商号と同一であり、かつ、その営業所（会社にあつては、本店。以下この条において同じ。）の所在場所が当該他人の商号の登記に係る営業所の所在場所と同一であるときは、することができない。

Article 27 With regard to the registration of a trade name, if a trade name for which a registration was filed is identical to that already registered by any other party and if the location of the applicant's business office (in the case of a company, its head office; hereinafter the same shall apply in this Article) is the same as the location of such other party's business office for which the trade name has been registered, such registration shall not be made.

(登記事項等)

(Matters to be Registered, etc.)

第二十八条 商号の登記は、営業所ごとにしなければならない。

Article 28 (1) The registration of a trade name shall be made for each business office.

2 商号の登記において登記すべき事項は、次のとおりとする。

(2) The matters to be registered in relation to the registration of a trade name shall be as follows:

一 商号

(i) the trade name;

二 営業の種類

(ii) the type of enterprise;

三 営業所

(iii) the business office; and

四 商号使用者の氏名及び住所

(iv) the name and address of a trade name user.

(変更等の登記)

(Registration of Change, etc.)

第二十九条 商号の登記をした者は、その営業所を他の登記所の管轄区域内に移転したときは、旧所在地においては営業所移転の登記を、新所在地においては前条第二項各号に掲げる事項の登記を申請しなければならない。

Article 29 (1) When a person who has registered the trade name has relocated his/her business office to a jurisdictional district of another registry office, such person shall file an application for a registration of the relocation of the business office at the former location, and a registration of the matters listed in items of paragraph (2) of the preceding Article at the new location.

2 商号の登記をした者は、前条第二項各号に掲げる事項に変更を生じたとき、又は商号を廃止したときは、その登記を申請しなければならない。

(2) A person who has registered the trade name shall, when any change occurs to the matters listed in items of paragraph (2) of the preceding Article or when it has discontinued the trade name, file a registration to reflect these events.

(商号の譲渡又は相続の登記)

(Registration of Transfer or Inheritance of Trade Name)

第三十条 商号の譲渡による変更の登記は、譲受人の申請によつてする。

Article 30 (1) A registration of change due to the transfer of a trade name shall be made by the filing of an application by a transferee.

2 前項の登記の申請書には、譲渡人の承諾書及び商法第十五条第一項の規定に該当することを証する書面を添付しなければならない。

(2) In filing a written application for registration as set forth in the preceding paragraph, a transferrer's written approval as well as a document evidencing that the requirement under Article 15, paragraph (1) of the Commercial Code has been met shall be attached thereto.

3 商号の相続による変更の登記を申請するには、申請書に相続を証する書面を添付しなければならない。

(3) In filing an application for a registration of change due to the inheritance of a trade name, a document evidencing such inheritance shall be attached to the written application.

(営業又は事業の譲渡の際の免責の登記)

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

第三十一条 商法第十七条第二項前段及び会社法第二十二条第二項前段の登記は、譲受人の申請によつてする。

Article 31 (1) A registration under the first sentence of Article 17, paragraph (2) of the Commercial Code and the first sentence of Article 22, paragraph (2) of the Companies Act shall be made by the filing of an application by a transferee.

2 前項の登記の申請書には、譲渡人の承諾書を添付しなければならない。

(2) In filing a written application for a registration as set forth in the preceding paragraph, a transferrer's written approval shall be attached thereto.

(相続人による登記)

(Registration Filed by Heir)

第三十二条 相続人が前三条の登記を申請するには、申請書にその資格を証する書面を添付しなければならない。

Article 32 When an heir intends to file an application for a registration under the preceding three Articles, a document evidencing his/her capacity shall be attached to the written application.

(商号の登記の抹消)

(Cancellation of Registration of Trade Name)

第三十三条 次の各号に掲げる場合において、当該商号の登記をした者が当該各号に定める登記をしないときは、当該商号の登記に係る営業所（会社にあつては、本店。以下この条において同じ。）の所在場所において同一の商号を使用しようとする者は、登記所に対し、当該商号の登記の抹消を申請することができる。

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

一 登記した商号を廃止したとき 当該商号の廃止の登記

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

二 商号の登記をした者が正当な事由なく二年間当該商号を使用しないとき 当該商

号の廃止の登記

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

三 登記した商号を変更したとき 当該商号の変更の登記

(iii) where a registered trade name has been changed: registration of the change of such trade name; or

四 商号の登記に係る営業所を移転したとき 当該営業所の移転の登記

(iv) where a business office for which a trade name has been registered is relocated: registration of the relocation of such business office.

2 前項の規定によつて商号の登記の抹消を申請する者は、申請書に当該商号の登記に係る営業所の所在場所において同一の商号を使用しようとする者であることを証する書面を添付しなければならない。

(2) A person who intends to file an application for cancellation of the registration of a trade name pursuant to the provision of the preceding paragraph shall attach to the written application a document evidencing that such person intends to use the identical trade name at the location of the business office for which such trade name has been registered.

3 第三百三十五条から第三百三十七条までの規定は、第一項の申請があつた場合に準用する。

(3) The provisions of Article 135 to Article 137 inclusive shall apply mutatis mutandis to the cases where an application set forth in paragraph (1) has been filed.

4 登記官は、前項において準用する第三百三十六条の規定により異議が理由があるとす  
る決定をしたときは、第一項の申請を却下しなければならない。

(4) In cases where a registrar has rendered a decision to the effect that an objection has a reasonable ground pursuant to the provision of Article 136 as applied mutatis mutandis pursuant to the preceding paragraph, he/she shall dismiss the application set forth in paragraph (1).

(会社の商号の登記)

(Registration of Trade Name of Company)

第三十四条 会社の商号の登記は、会社の登記簿にする。

Article 34 (1) A registration of a company's trade name shall be entered into a company registry.

2 第二十八条、第二十九条並びに第三十条第一項及び第二項の規定は、会社については、適用しない。

(2) The provisions of Article 28, Article 29 and Article 30, paragraphs (1) and (2) shall not apply to a company.

### 第三節 未成年者及び後見人の登記

### Section 3 Registration of Minor and Guardian

(未成年者登記の登記事項等)

(Matters to be Registered, etc. in Relation to Registration of Minor)

第三十五条 商法第五条の規定による登記において登記すべき事項は、次のとおりとする。

Article 35 (1) The matters to be registered in relation to the registration referred to in Article 5 of the Commercial Code shall be as follows:

一 未成年者の氏名、出生の年月日及び住所

(i) the name, date of birth and address of a minor;

二 営業の種類

(ii) the type of business; and

三 営業所

(iii) the business office.

2 第二十九条の規定は、未成年者の登記に準用する。

(2) The provision of Article 29 shall apply mutatis mutandis to a registration of a minor.

(申請人)

(Registration Applicant)

第三十六条 未成年者の登記は、未成年者の申請によつてする。

Article 36 (1) The registration of a minor shall be made by the filing of an application by the minor.

2 営業の許可の取消しによる消滅の登記又は営業の許可の制限による変更の登記は、法定代理人も申請することができる。

(2) A registration of extinction due to rescission of the permission for carrying on business or a registration of change due to imposing a limitation on the permission for carrying on business may also be filed by the minor's statutory agent.

3 未成年者の死亡による消滅の登記は、法定代理人の申請によつてする。

(3) A registration of extinction due to a minor's death shall be made by the filing of an application by the minor's statutory agent.

4 未成年者が成年に達したことによる消滅の登記は、登記官が、職権であることができる。

(4) A registrar may, ex officio, make a registration of extinction on the ground of a minor having attained the age of majority.

(添付書面)

(Documents to be Attached)

第三十七条 商法第五条の規定による登記の申請書には、法定代理人の許可を得たことを証する書面を添付しなければならない。ただし、申請書に法定代理人の記名押印が

あるときは、この限りでない。

Article 37 (1) In filing a written application for registration referred to in Article 5 of the Commercial Code, a document evidencing the statutory agent's permission shall be attached thereto; provided, however, that this shall not apply to the cases where the statutory agent has affixed his/her name and seal to the written application.

2 未成年後見人が未成年被後見人の営業を許可した場合において、未成年後見監督人がないときはその旨を証する書面を、未成年後見監督人があるときはその同意を得たことを証する書面を、前項の申請書に添付しなければならない。

(2) In cases where the guardian of a minor has granted permission on business to be carried out by a minor ward, if no supervisor of the guardian of a minor has been selected, a document evidencing to that effect, or, if a supervisor of the guardian of a minor has been selected, a document evidencing the consent of such supervisor of the guardian of a minor shall be attached to a written application set forth in the preceding paragraph.

3 前二項の規定は、営業の種類増加による変更の登記の申請に準用する。

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

第三十八条 未成年者がその営業所を他の登記所の管轄区域内に移転した場合の新所在地における登記の申請書には、旧所在地においてした登記を証する書面を添付しなければならない。

Article 38 In cases where a minor has relocated his/her business office to a jurisdictional district of another registry office, a document evidencing the registration made at the former location shall be attached to a written application for the registration to be made at the new location.

第三十九条 未成年者の死亡による消滅の登記の申請書には、未成年者が死亡したことを証する書面を添付しなければならない。

Article 39 In filing a written application for a registration of extinction due to the death of a minor, a document evidencing the death of the minor shall be attached thereto.

(後見人登記の登記事項等)

(Matters to be Registered, etc. in Relation to Registration of Guardian)

第四十条 商法第六条第一項の規定による登記において登記すべき事項は、次のとおりとする。

Article 40 (1) The matters to be registered in relation to the registration referred to in Article 6, paragraph (1) of the Commercial Code shall be as follows:

一 後見人の氏名又は名称及び住所

(i) the name and address of a guardian;

二 被後見人の氏名及び住所

(ii) the name and address of a ward;

三 営業の種類

(iii) the type of business;

四 営業所

(iv) the business office;

五 数人の成年後見人が共同してその権限を行使すべきことが定められたときは、その旨

(v) if there is a provision setting forth that two or more guardians of an adult shall exercise their authority jointly, a statement to that effect; and

六 数人の成年後見人が事務を分掌してその権限を行使すべきことが定められたときは、その旨及び各成年後見人が分掌する事務の内容

(v) if there is a provision setting forth that two or more guardians of an adult shall exercise their authority on handling the affairs assigned to each of them separately, a statement to that effect as well as the contents of the affairs to be handled by each of them.

2 第二十九条の規定は、後見人の登記に準用する。

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

(申請人)

(Registration Applicant)

第四十一条 後見人の登記は、後見人の申請によつてする。

Article 41 (1) The registration of a guardian shall be made by the filing of an application by a guardian.

2 未成年被後見人が成年に達したことによる消滅の登記は、その者も申請することができる。成年被後見人について後見開始の審判が取り消されたことによる消滅の登記の申請についても、同様とする。

(2) A registration of extinction to be made on the ground of a minor ward having attained the age of majority may also be filed by such person. The same shall apply to an application for a registration of extinction to be made due to the revocation of an order for the commencement of guardianship with regard to an adult ward.

3 後見人の退任による消滅の登記は、新後見人も申請することができる。

(3) A registration of extinction due to the retirement of a guardian may also be filed by a new guardian.

(添付書面)

(Documents to be Attached)

第四十二条 商法第六条第一項の規定による登記の申請書には、次の書面を添付しなけ



ればならない。

Article 42 (1) In filing a written application for registration referred to in Article 6, paragraph (1) of the Commercial Code, the following documents shall be attached thereto:

一 後見監督人がないときは、その旨を証する書面

(i) in cases where no supervisor of a guardian has been selected, a document evidencing to that effect;

二 後見監督人があるときは、その同意を得たことを証する書面

(ii) in cases where a supervisor of a guardian has been selected, a document evidencing that his/her consent has been obtained; and

三 後見人が法人であるときは、当該法人の登記事項証明書。ただし、当該登記所の管轄区域内に当該法人の本店又は主たる事務所がある場合を除く。

(iii) in cases where a guardian is a juridical person, a certificate of the registered matters of said juridical person; provided, however, that this shall not apply to the cases where the juridical person has its head office or principal office within the jurisdictional district of the registry office where the application is to be filed.

2 後見人が法人であるときは、第四十条第一項第一号に掲げる事項の変更の登記の申請書には、前項第三号に掲げる書面を添付しなければならない。ただし、同号ただし書に規定する場合は、この限りでない。

(2) In cases where a guardian is a juridical person, a document listed in item (iii) of the preceding paragraph shall be attached to a written application for a registration of change to the matters listed in Article 40, paragraph (1), item (i); provided, however, that this shall not apply to the case where the proviso to such item applies.

3 第一項（第一号又は第二号に係る部分に限る。）の規定は、営業の種類の変化による変更の登記について準用する。

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

4 第三十八条の規定は、後見人がその営業所を他の登記所の管轄区域内に移転した場合の新所在地における登記について準用する。

(4) The provision of Article 38 shall apply mutatis mutandis to a registration to be made at a new location, in cases where a guardian has relocated his/her business office to a jurisdictional district of another registry office.

5 前条第二項又は第三項の登記の申請書には、未成年被後見人が成年に達したこと、成年被後見人について後見開始の審判が取り消されたこと又は後見人が退任したことを証する書面を添付しなければならない。

(5) In filing a written application for registration as set forth in paragraph (2) or (3) of the preceding Article, a document evidencing that a minor ward has attained the age of majority, that an order for the commencement of

guardianship with regard to an adult ward has been revoked or that a guardian has retired from his/her office shall be attached thereto.

#### 第四節 支配人の登記

#### Section 4 Registration of Manager

(会社以外の商人の支配人の登記)

(Registration of Manager of Merchants Other Than Companies)

第四十三条 商人（会社を除く。以下この項において同じ。）の支配人の登記において登記すべき事項は、次のとおりとする。

Article 43 (1) The matters to be registered in relation to the registration of a manager of a merchant (excluding a company; hereinafter the same shall apply in this paragraph) shall be as follows:

一 支配人の氏名及び住所

(i) the name and address of the manager;

二 商人の氏名及び住所

(ii) the name and address of the merchant;

三 商人が数個の商号を使用して数種の営業をするときは、支配人が代理すべき営業及びその使用すべき商号

(iii) in cases where 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

四 支配人を置いた営業所

(iv) the business offices where the manager has been stationed.

2 第二十九条の規定は、前項の登記について準用する。

(2) The provision of Article 29 shall apply mutatis mutandis to the registration set forth in the preceding paragraph.

(会社の支配人の登記)

(Registration of Company's Manager)

第四十四条 会社の支配人の登記は、会社の登記簿にする。

Article 44 (1) The registration of a company's manager shall be entered into a company registry.

2 前項の登記において登記すべき事項は、次のとおりとする。

(2) The matters to be registered in relation to the registration set forth in the preceding paragraph shall be as follows:

一 支配人の氏名及び住所

(i) the name and address of the manager; and

二 支配人を置いた営業所

(ii) the business office where the manager has been stationed.

3 第二十九条第二項の規定は、第一項の登記について準用する。

(3) The provision of Article 29, paragraph (2) shall apply mutatis mutandis to the registration set forth in paragraph (1).

第四十五条 会社の支配人の選任の登記の申請書には、支配人の選任を証する書面を添付しなければならない。

Article 45 (1) In filing a written application for registration of the election of a company's manager, a document evidencing the election thereof shall be attached thereto.

2 会社の支配人の代理権の消滅の登記の申請書には、これを証する書面を添付しなければならない。

(2) In filing a written application for registration of the extinction of the authority of agent of a company's manager, a document evidencing such extinction shall be attached thereto.

#### 第五節 株式会社の登記

#### Section 5 Registration of Stock Company

(添付書面の通則)

(General Rules on Documents to be Attached)

第四十六条 登記すべき事項につき株主全員若しくは種類株主全員の同意又はある取締役若しくは清算人の一致を要するときは、申請書にその同意又は一致があつたことを証する書面を添付しなければならない。

Article 46 (1) In cases where any matter to be registered requires the consent of all shareholders or class shareholders, or the unanimous consent of specific directors or liquidators, a document evidencing that such consent or unanimous consent has been obtained shall be attached to the written application.

2 登記すべき事項につき株主総会若しくは種類株主総会、取締役会又は清算人会の決議を要するときは、申請書にその議事録を添付しなければならない。

(2) In cases where any matter to be registered requires the resolution of a shareholders meeting, class shareholders meeting, board of directors or board of liquidators, the relevant minutes shall be attached to the written application.

3 登記すべき事項につき会社法第三百十九条第一項（同法第三百二十五条において準用する場合を含む。）又は第三百七十条（同法第四百九十条第五項において準用する場合を含む。）の規定により株主総会若しくは種類株主総会、取締役会又は清算人会の決議があつたものとみなされる場合には、申請書に、前項の議事録に代えて、当該場合に該当することを証する書面を添付しなければならない。

(3) In cases where any matters to be registered are deemed to have been resolved by a shareholders meeting, class shareholders meeting, board of directors or board of liquidators pursuant to the provision of Article 319, paragraph (1) of the Companies Act (including the cases where applied mutatis mutandis

pursuant to Article 325 of said Act) or Article 370 of said Act (including cases where applied mutatis mutandis pursuant to Article 490, paragraph (5) of said Act), a document evidencing the case referred to in these provisions is applicable shall, in lieu of the minutes set forth in the preceding paragraph, be attached to the written application.

4 委員会設置会社における登記すべき事項につき、会社法第四百十六條第四項の取締役会の決議による委任に基づく執行役の決定があつたときは、申請書に、当該取締役会の議事録のほか、当該決定があつたことを証する書面を添付しなければならない。

(4) With regard to any matter to be registered by a company with committees, in cases where an executive officer delegated by resolution of a board of directors pursuant to the provision of Article 416, paragraph (4) of the Companies Act has made any decision, a document evidencing that such decision has been made shall, in addition to the minutes of the relevant board of directors, be attached to the written application.

(設立の登記)

(Registration of Incorporation)

第四十七條 設立の登記は、会社を代表すべき者の申請によつてする。

Article 47 (1) The registration of incorporation of a company shall be made by the filing of an application by a person who shall represent the company.

2 設立の登記の申請書には、法令に別段の定めがある場合を除き、次の書面を添付しなければならない。

(2) Unless otherwise provided for in the laws and regulations, the following documents shall be attached to a written application for registration of incorporation:

一 定款

(i) the articles of incorporation;

二 会社法第五十七條第一項の募集をしたときは、同法第五十八條第一項に規定する設立時募集株式の引受けの申込み又は同法第六十一條の契約を証する書面

(ii) in the case where a solicitation set forth in Article 57, paragraph (1) of the Companies Act has been made, a document evidencing that an application for a subscription for the shares solicited at incorporation as set forth in Article 58, paragraph (1) of said Act has been made or a document evidencing the execution of the contract under Article 61 of said Act;

三 定款に会社法第二十八條各号に掲げる事項についての記載又は記録があるときは、次に掲げる書面

(iii) in cases where the articles of incorporation contain any statement or record on the matters listed in items of Article 28 of the Companies Act, the following documents:

イ 検査役又は設立時取締役（設立しようとする株式会社が監査役設置会社である場合にあつては、設立時取締役及び設立時監査役）の調査報告を記載した書面及

びその附属書類

- (a) a document containing an investigation report prepared by inspectors or directors at incorporation (in cases where a stock company to be incorporated is a company with auditors, directors at incorporation and auditors at incorporation) as well as documents annexed thereto;
  - ロ 会社法第三十三条第十項第二号に掲げる場合には、有価証券（同号に規定する有価証券をいう。以下同じ。）の市場価格を証する書面
- (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 said item; the same shall apply hereinafter);
  - ハ 会社法第三十三条第十項第三号に掲げる場合には、同号に規定する証明を記載した書面及びその附属書類
- (c) in the cases referred to in Article 33, paragraph (10), item (iii) of the Companies Act, a document containing the verification prescribed in said item as well as documents annexed thereto;
  - 四 検査役の報告に関する裁判があつたときは、その謄本
- (iv) in the cases where any judicial decision has been rendered in relation to an inspector's report, a transcript of such decision;
  - 五 会社法第三十四条第一項の規定による払込みがあつたことを証する書面（同法第五十七条第一項の募集をした場合にあつては、同法第六十四条第一項の金銭の保管に関する証明書）
- (v) a document evidencing the completion of a contribution in money as prescribed in Article 34, paragraph (1) of the Companies Act (in cases where a solicitation set forth in Article 57, paragraph (1) of said Act has been made, a certificate of deposit of the money prescribed in Article 64, paragraph (1) of said Act);
  - 六 株主名簿管理人を置いたときは、その者との契約を証する書面
- (vi) in cases where there is an administrator of shareholder registry, a document evidencing execution of a contract with such person;
  - 七 設立時取締役が設立時代表取締役を選定したときは、これに関する書面
- (vii) in cases where a representative director at incorporation has been elected by directors at incorporation, a document relevant thereto;
  - 八 設立しようとする株式会社が委員会設置会社であるときは、設立時執行役の選任並びに設立時委員及び設立時代表執行役の選定に関する書面
- (viii) in cases where a stock company to be incorporated is a company with committees, a document relevant to the appointment of executive officers at incorporation and a document related to the election of committee members at incorporation and the representative executive officer at incorporation;
  - 九 創立総会及び種類創立総会の議事録
- (ix) minutes of the organizational meeting and class organizational meeting;

十 会社法の規定により選任され又は選定された設立時取締役、設立時監査役及び設立時代表取締役（設立しようとする株式会社が委員会設置会社である場合にあっては、設立時取締役、設立時委員、設立時執行役及び設立時代表執行役）が就任を承諾したことを証する書面

(x) a document evidencing that each of the directors at incorporation, auditors at incorporation and the representative director at incorporation (in cases where the stock company to be incorporated is a company with committees, directors at incorporation, committee members at incorporation, executive officers at incorporation and the representative executive officer at incorporation) appointed or elected pursuant to the provisions of the Companies Act has consented to assume their respective offices;

十一 設立時会計参与又は設立時会計監査人を選任したときは、次に掲げる書面

(xi) in cases where an accounting advisor at incorporation or an accounting auditor at incorporation has been appointed, the following documents:

イ 就任を承諾したことを証する書面

(a) a document evidencing such person's acceptance of the assumption of office;

ロ これらの者が法人であるときは、当該法人の登記事項証明書。ただし、当該登記所の管轄区域内に当該法人の主たる事務所がある場合を除く。

(b) in cases where any of these persons is a juridical person, a certificate of registered matters of said juridical person; provided, however, that this shall not apply to cases where the juridical person has its principal office within the jurisdictional district of the registry office where the application is to be filed.

ハ これらの者が法人でないときは、設立時会計参与にあつては会社法第三百三十三条第一項に規定する者であること、設立時会計監査人にあつては同法第三百三十七条第一項に規定する者であることを証する書面

(c) in cases where any of these persons is not a juridical person, a document evidencing that the person appointed as accounting advisor at incorporation 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 accounting auditor at incorporation falls under any of the persons specified in Article 337, paragraph (1) of said Act.

十二 会社法第三百七十三条第一項の規定による特別取締役（同項に規定する特別取締役をいう。以下同じ。）による議決の定めがあるときは、特別取締役の選定及びその選定された者が就任を承諾したことを証する書面

(xii) in cases where there is a provision setting forth 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 shall apply hereinafter) pursuant to the provision of said paragraph, a document evidencing the election of such special directors and acceptance of the

assumption of office by the persons so elected;

3 登記すべき事項につき発起人全員の同意又はある発起人の一致を要するときは、前項の登記の申請書にその同意又は一致があつたことを証する書面を添付しなければならない。

(3) In cases where any matter to be registered requires the consent of all the incorporators or the unanimous consent of specific incorporators, a document evidencing that such consent or unanimous consent has been obtained shall be attached to the written application for registration set forth in the preceding paragraph.

4 会社法第八十二条第一項（同法第八十六条において準用する場合を含む。）の規定により創立総会又は種類創立総会の決議があつたものとみなされる場合には、第二項の登記の申請書に、同項第九号の議事録に代えて、当該場合に該当することを証する書面を添付しなければならない。

(4) In cases where a resolution of an organizational meeting or class organizational meeting is deemed to have been made pursuant to the provision of Article 82, paragraph (1) of the Companies Act (including the cases where applied mutatis mutandis pursuant to Article 86 of said Act), a document evidencing that such case is applicable shall, in lieu of the minutes specified in item (ix) of paragraph (2), be attached to the written application for registration set forth in said paragraph.

（支店所在地における登記）

(Registration to be Made at Location of Branch Office)

第四十八条 本店及び支店の所在地において登記すべき事項について支店の所在地においてする登記の申請書には、本店の所在地においてした登記を証する書面を添付しなければならない。この場合においては、他の書面の添付を要しない。

Article 48 (1) With regard to any matter to be registered at the locations of the head office and branch offices, in filing a written application for registration to be made at the location of a branch office, a document evidencing registration made at the location of the head office shall be attached thereto. In such case, no other document needs to be attached thereto.

2 支店の所在地において会社法第九百三十条第二項各号に掲げる事項を登記する場合には、会社成立の年月日並びに支店を設置し又は移転した旨及びその年月日をも登記しなければならない。

(2) With regard to registration of the matters listed in the items of Article 930, paragraph (2) of the Companies Act at the location of a branch office, the date of incorporation of the company, the fact of the establishment or relocation of the branch office and the date of such establishment or relocation shall also be registered.

第四十九条 法務大臣の指定する登記所の管轄区域内に本店を有する会社が本店及び支

店の所在地において登記すべき事項について支店の所在地においてする登記の申請は、その支店が法務大臣の指定する他の登記所の管轄区域内にあるときは、本店の所在地を管轄する登記所を経由してすることができる。

- Article 49 (1) In cases where a company having its head office in the jurisdictional district of a registry office designated by the Minister of Justice intends to file a registration at the location of a branch office with regard to any matter to be registered at the locations of the head office and branch offices, if such branch office is located within the jurisdictional district of other registry office designated by the Minister of Justice, such company may file an application for said registration via the registry office having jurisdiction over the location of its head office.
- 2 前項の指定は、告示してしなければならない。
- (2) The designation set forth in the preceding paragraph shall be made by means of public notice.
- 3 第一項の規定による登記の申請と本店の所在地における登記の申請とは、同時にしなければならない。
- (3) An application for registration under paragraph (1) and an application for registration to be made at the location of the head office shall be filed simultaneously.
- 4 申請書の添付書面に関する規定は、第一項の規定による登記の申請については、適用しない。
- (4) The provisions concerning the documents to be attached to a written application shall not apply to an application for registration under paragraph (1).
- 5 第一項の規定により登記を申請する者は、手数料を納付しなければならない。
- (5) A person who intends to file a registration pursuant to the provision of paragraph (1) shall pay the fees.
- 6 前項の手数料の額は、物価の状況、次条第二項及び第三項の規定による通知に要する実費その他一切の事情を考慮して、政令で定める。
- (6) The amount of fees set forth in the preceding paragraph shall be specified by a Cabinet Order, taking into consideration any and all circumstances such as commodity price levels, actual costs incurred for the notice set forth in paragraphs (2) and (3) of the following Article and others.
- 7 第十三条第二項の規定は、第五項の規定による手数料の納付に準用する。
- (7) The provision of Article 13, paragraph (2) shall apply mutatis mutandis to the payment of fees under paragraph (5).

第五十条 本店の所在地を管轄する登記所においては、前条第一項の登記の申請について第二十四条各号のいずれかに掲げる事由があるときは、その申請を却下しなければならない。前条第五項の手数料を納付しないときも、同様とする。

Article 50 (1) In cases where any of the grounds listed in the items of Article 24



is applicable to an application for registration set forth in paragraph (1) of the preceding Article, a registry office having jurisdiction over the location of the head office shall dismiss said application. The same shall apply to the cases where an applicant has failed to make payment of the fees under paragraph (5) of the preceding Article.

2 本店の所在地を管轄する登記所においては、前条第一項の場合において、本店の所在地において登記すべき事項を登記したときは、遅滞なく、同項の登記の申請があつた旨を支店の所在地を管轄する登記所に通知しなければならない。ただし、前項の規定によりその申請を却下したときは、この限りでない。

(2) In the cases referred to in paragraph (1) of the preceding Article, if a registry office having jurisdiction over the location of the head office has made the registration of the matters to be registered at the location of the head office, it shall, without delay, notify the registry office having jurisdiction over the location of the branch office to the effect that the application for registration set forth in said paragraph has been filed; provided, however, that this shall not apply to the cases where the application has been dismissed pursuant to the provision of the preceding paragraph.

3 前項本文の場合において、前条第一項の登記の申請が設立の登記の申請であるときは、本店の所在地を管轄する登記所においては、会社成立の年月日をも通知しなければならない。

(3) In the cases referred to in the main text of the preceding paragraph, if the application for registration set forth paragraph (1) of the preceding Article is an application for registration of incorporation, a registry office having jurisdiction over the location of the head office shall also notify the date of incorporation of the company.

4 前二項の規定による通知があつたときは、当該支店の所在地を管轄する登記所の登記官が前条第一項の登記の申請書を受け取つたものとみなして、第二十一条の規定を適用する。

(4) In cases where notice under the preceding two paragraphs has been given, the registrar of a registry office having jurisdiction over the location of the branch office shall be deemed to have received the written application for registration set forth in paragraph (1) of the preceding Article, and the provision of Article 21 shall apply.

(本店移転の登記)

(Registration of Relocation of Head Office)

第五十一条 本店を他の登記所の管轄区域内に移転した場合の新所在地における登記の申請は、旧所在地を管轄する登記所を経由してしなければならない。第二十条第一項又は第二項の規定により新所在地を管轄する登記所にする印鑑の提出も、同様とする。

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 at the new

location shall be filed via the registry office having jurisdiction over the former location. The same shall apply to the submission of a seal impression to a registry office having jurisdiction over the new location pursuant to the provision of Article 20, paragraph (1) or (2).

2 前項の登記の申請と旧所在地における登記の申請とは、同時にしなければならない。

(2) An application for registration as set forth in the preceding paragraph and an application for registration to be made at the former location shall be filed simultaneously.

3 第一項の登記の申請書には、第十八条の書面を除き、他の書面の添付を要しない。

(3) In filing a written application for registration as set forth in paragraph (1), no document other than that set forth in Article 18 needs to be attached thereto.

第五十二条 旧所在地を管轄する登記所においては、前条第二項の登記の申請のいずれかにつき第二十四条各号のいずれかに掲げる事由があるときは、これらの申請を共に却下しなければならない。

Article 52 (1) In cases where any of the grounds listed in the items of Article 24 is applicable to any of the applications for registration set forth in paragraph (2) of the preceding Article, a registry office having jurisdiction over the former location shall dismiss both of those applications simultaneously.

2 旧所在地を管轄する登記所においては、前項の場合を除き、遅滞なく、前条第一項の登記の申請書及びその添付書面並びに同項の印鑑を新所在地を管轄する登記所に送付しなければならない。

(2) Except for the case referred to in the preceding paragraph, a registry office having jurisdiction over the former location shall, without delay, send to a registry office having jurisdiction over the new location the written application for registration set forth in paragraph (1) of the preceding Article with its attachments and the seal impression prescribed in said paragraph.

3 新所在地を管轄する登記所においては、前項の申請書の送付を受けた場合において、前条第一項の登記をしたとき、又はその登記の申請を却下したときは、遅滞なく、その旨を旧所在地を管轄する登記所に通知しなければならない。

(3) In cases where a registry office having jurisdiction over the new location has received a written application sent under the preceding paragraph, and in cases where it has made the registration set forth in paragraph (1) of the preceding Article or has dismissed such application for registration, it shall, without delay, notify the registry office having jurisdiction over the former location to that effect.

4 旧所在地を管轄する登記所においては、前項の規定により登記をした旨の通知を受けるまでは、登記をすることができない。

(4) A registry office having jurisdiction over the former location may not make registrations unless and until it has received a notice of completion of registration pursuant to the provision of the preceding paragraph.

5 新所在地を管轄する登記所において前条第一項の登記の申請を却下したときは、旧所在地における登記の申請は、却下されたものとみなす。

(5) In cases where a registry office having jurisdiction over the new location has dismissed an application for registration as set forth in paragraph (1) of the preceding Article, the application for registration filed at the former location shall be deemed to have been dismissed.

第五十三条 新所在地における登記においては、会社成立の年月日並びに本店を移転した旨及びその年月日をも登記しなければならない。

Article 53 With regard to the registration to be made at the new location, the date of incorporation of a company, and the fact of the relocation of the head office and the date of the relocation thereof shall also be registered.

(取締役等の変更の登記)

(Registration of Change of Directors and Other Officers)

第五十四条 取締役、監査役、代表取締役又は特別取締役（委員会設置会社にあつては、取締役、委員、執行役又は代表執行役）の就任による変更の登記の申請書には、就任を承諾したことを証する書面を添付しなければならない。

Article 54 (1) In filing an application for a registration of change due to the assumption of office of a director, company auditor, representative director or special director (in the case of a company with committees, a director, committee member, executive officer or representative executive officer), a document evidencing the acceptance of the assumption of each of these offices shall be attached to a written application.

2 会計参与又は会計監査人の就任による変更の登記の申請書には、次の書面を添付しなければならない。

(2) In filing an application for a registration of change due to the assumption of office of an accounting advisor or an accounting auditor, the following documents shall be attached to the written application:

一 就任を承諾したことを証する書面

(i) a document evidencing such person's acceptance of the assumption of office;

二 これらの者が法人であるときは、当該法人の登記事項証明書。ただし、当該登記所の管轄区域内に当該法人の主たる事務所がある場合を除く。

(ii) in cases where any of those persons is a juridical person, a certificate of registered matters of said juridical person; provided, however, that this shall not apply to cases where the juridical person has its principal office within the jurisdictional district of the registry office where the application is to be filed; and

三 これらの者が法人でないときは、会計参与にあつては会社法第三百三十三条第一項に規定する者であること、会計監査人にあつては同法第三百三十七条第一項に規定する者であることを証する書面

(iii) in cases where any of those persons is not a juridical person, 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 advisor falls under any of the persons specified in Article 337, paragraph (1) of said Act.

3 会計参与又は会計監査人が法人であるときは、その名称の変更の登記の申請書には、前項第二号に掲げる書面を添付しなければならない。ただし、同号ただし書に規定する場合は、この限りでない。

(3) In cases where an accounting advisor or an accounting auditor is a juridical person, the documents listed in item (ii) of the preceding paragraph shall be attached to a written application for a registration of change of name; provided, however, that this shall not apply to the cases where proviso to said item applies.

4 第一項又は第二項に規定する者の退任による変更の登記の申請書には、これを証する書面を添付しなければならない。

(4) In filing a written application for a registration of change due to the retirement of a person specified in paragraph (1) or (2), a document evidencing such retirement shall be attached thereto.

(一時会計監査人の職務を行うべき者の変更の登記)

(Registration of Change of Person Who is to Temporarily Perform Duties of Accounting Auditor)

第五十五条 会社法第三百四十六条第四項の一時会計監査人の職務を行うべき者の就任による変更の登記の申請書には、次の書面を添付しなければならない。

Article 55 (1) In filing a written application for a registration of change due to the assumption of office of a person who is to temporarily perform the duties of an accounting auditor as prescribed in Article 346, paragraph (4) of the Companies Act, the following documents shall be attached thereto:

一 その選任に関する書面

(i) a document relevant to appointment of such person;

二 就任を承諾したことを証する書面

(ii) a document evidencing such person's acceptance of the assumption of office;

三 その者が法人であるときは、前条第二項第二号に掲げる書面。ただし、同号ただし書に規定する場合を除く。

(iii) in cases where such person is a juridical person, a document listed in item (ii) of paragraph (2) of the preceding Article; provided, however, that this shall not apply to the cases where the proviso to said item applies; and

四 その者が法人でないときは、その者が公認会計士であることを証する書面

(iv) in cases where such person is not a juridical person, a document evidencing that he/she is a certified public accountant.

2 前条第三項及び第四項の規定は、一時会計監査人の職務を行うべき者の登記について準用する。

(2) The provisions of paragraphs (3) and (4) of the preceding Article shall apply mutatis mutandis to the registration of a person who is to temporarily perform the duties of an accounting auditor.

(募集株式の発行による変更の登記)

(Registration of Change Due to Issues of Shares for Subscription)

第五十六条 募集株式（会社法第百九十九条第一項に規定する募集株式をいう。第一号において同じ。）の発行による変更の登記の申請書には、次の書面を添付しなければならない。

Article 56 In filing a written application for a registration of 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 shall apply in item (i)), the following documents shall be attached thereto:

一 募集株式の引受けの申込み又は会社法第二百五条の契約を証する書面

(i) a document evidencing that an application for subscription for the shares for subscription has been made, or that the contract set forth in Article 205 of the Companies Act has been executed;

二 金銭を出資の目的とするときは、会社法第二百八条第一項の規定による払込みがあつたことを証する書面

(ii) in cases where monies is the subject of a contribution, a document evidencing completion of the payment prescribed in Article 208, paragraph (1) of the Companies Act;

三 金銭以外の財産を出資の目的とするときは、次に掲げる書面

(iii) in cases where a property other than money is the subject of a contribution, the following documents:

イ 検査役が選任されたときは、検査役の調査報告を記載した書面及びその附属書類

(a) in cases where an inspector has been appointed, a document containing the inspector's investigation report and the documents annexed thereto;

ロ 会社法第二百七条第九項第三号に掲げる場合には、有価証券の市場価格を証する書面

(b) in the case referred to in Article 207, paragraph (9), item (iii) of the Companies Act, a document evidencing the market price of securities;

ハ 会社法第二百七条第九項第四号に掲げる場合には、同号に規定する証明を記載した書面及びその附属書類

(c) in the case referred to in Article 207, paragraph (9), item (iv) of the Companies Act, a document containing a verification under said item and the documents annexed thereto; and

ニ 会社法第二百七条第九項第五号に掲げる場合には、同号の金銭債権について記

載された会計帳簿

(d) in the case referred to in Article 207, paragraph (9), item (v) of the Companies Act, an accounting book containing a statement of the money claim set forth in said item.

四 検査役の報告に関する裁判があつたときは、その謄本

(iv) in the cases where any judicial decision has been rendered in relation to an inspector's report, a transcript of such decision.

(新株予約権の行使による変更の登記)

(Registration of Change due to Exercising of Share Options)

第五十七条 新株予約権の行使による変更の登記の申請書には、次の書面を添付しなければならない。

Article 57 In filing a written application for a registration of change due to the exercising of share options, the following documents shall be attached thereto:

一 新株予約権の行使があつたことを証する書面

(i) a document evidencing that the share options have been exercised;

二 金銭を新株予約権の行使に際してする出資の目的とするときは、会社法第二百八十一条第一項の規定による払込みがあつたことを証する書面

(ii) in cases where monies are the subject of the contribution to be made on the exercise of share options, a document evidencing completion of the payment under Article 281, paragraph (1) of the Companies Act;

三 金銭以外の財産を新株予約権の行使に際してする出資の目的とするときは、次に掲げる書面

(iii) in cases where any property other than monies is the subject of the contribution to be made on the exercise of share options, the following documents:

イ 検査役が選任されたときは、検査役の調査報告を記載した書面及びその附属書類

(a) in cases where an inspector has been appointed, a document containing the inspector's investigation report and the documents annexed thereto;

ロ 会社法第二百八十四条第九項第三号に掲げる場合には、有価証券の市場価格を証する書面

(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;

ハ 会社法第二百八十四条第九項第四号に掲げる場合には、同号に規定する証明を記載した書面及びその附属書類

(c) in the case referred to in Article 284, paragraph (9), item (iv) of the Companies Act, a document containing a verification under said item and documents annexed thereto;

ニ 会社法第二百八十四条第九項第五号に掲げる場合には、同号の金銭債権について記載された会計帳簿

(d) in the case referred to in Article 284, paragraph (9), item (v) of the Companies Act, an accounting book containing a statement on the monetary claim set forth in said item; and

ホ 会社法第二百八十一条第二項後段に規定する場合には、同項後段に規定する差額に相当する金銭の払込みがあつたことを証する書面

(e) in the case referred to in the second sentence of Article 281, paragraph (2) of the Companies Act, a document evidencing completion of the payment of monies equivalent to the balance set forth in the second sentence of said paragraph.

四 検査役の報告に関する裁判があつたときは、その謄本

(iv) in cases where any judicial decision has been rendered in relation to an inspector's report, a transcript of such decision.

(取得請求権付株式の取得と引換えにする株式の交付による変更の登記)

(Registration of Change Due to Delivery of Shares in Exchange for Acquisition of Shares with Put Option)

第五十八条 取得請求権付株式（株式の内容として会社法第百八条第二項第五号ロに掲げる事項についての定めがあるものに限る。）の取得と引換えにする株式の交付による変更の登記の申請書には、当該取得請求権付株式の取得の請求があつたことを証する書面を添付しなければならない。

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

(取得条項付株式等の取得と引換えにする株式の交付による変更の登記)

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

第五十九条 取得条項付株式（株式の内容として会社法第百八条第二項第六号ロに掲げる事項についての定めがあるものに限る。）の取得と引換えにする株式の交付による変更の登記の申請書には、次の書面を添付しなければならない。

Article 59 (1) In filing a written application for a registration of 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 listed in Article 108, paragraph (2), item (vi), sub-item (b) of the Companies Act have been provided), the following documents shall be attached thereto:

一 会社法第百七条第二項第三号イの事由の発生を証する書面

(i) a document evidencing that the ground set forth in Article 107, paragraph (2), item (iii), sub-item (a) of the Companies Act has arisen; and

二 株券発行会社にあつては、会社法第二百十九条第一項本文の規定による公告をしたことを証する書面又は当該株式の全部について株券を発行していないことを証する書面

(ii) in the case of a company issuing share certificates a document evidencing that such company has given the public notice under the main text of Article 219, paragraph (1) of the Companies Act or that such company has not issued share certificates for any of its shares.

2 取得条項付新株予約権（新株予約権の内容として会社法第二百三十六条第一項第七号ニに掲げる事項についての定めがあるものに限る。）の取得と引換えにする株式の交付による変更の登記の申請書には、次の書面を添付しなければならない。

(2) In filing a written application for a registration of 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 listed in Article 236, paragraph (1), item (vii), sub-item (d) of the Companies Act have been provided), the following documents shall be attached thereto:

一 会社法第二百三十六条第一項第七号イの事由の発生を証する書面

(i) a document evidencing that the ground set forth in Article 236, paragraph (1), item (vii), sub-item (a) of the Companies Act has arisen; and

二 会社法第二百九十三条第一項の規定による公告をしたことを証する書面又は同項に規定する新株予約権証券を発行していないことを証する書面

(ii) a document evidencing that the public notice under Article 293, paragraph (1) of the Companies Act has been given, or that no share option certificate under said paragraph has been issued.

（全部取得条項付種類株式の取得と引換えにする株式の交付による変更の登記）

(Registration of Change Due to Delivery of Shares in Exchange for Acquisition of Class Shares Subject to Wholly Call)

第六十条 株券発行会社が全部取得条項付種類株式（会社法第一百七十一条第一項に規定する全部取得条項付種類株式をいう。第六十八条において同じ。）の取得と引換えにする株式の交付による変更の登記の申請書には、前条第一項第二号に掲げる書面を添付しなければならない。

Article 60 In filing a written application for a registration of change due to the delivery of shares in exchange for the acquisition of class shares subject to wholly call (meaning class shares subject to wholly call as set forth in Article 171, paragraph (1) of the Companies Act; the same shall apply in Article 68) which has been implemented by a company issuing share certificates, a document listed in item (ii), paragraph (1) of the preceding Article shall be attached thereto.

（株式の併合による変更の登記）

(Registration of Change due to Consolidation of Shares)



第六十一条 株券発行会社がする株式の併合による変更の登記の申請書には、第五十九条第一項第二号に掲げる書面を添付しなければならない。

Article 61 With regard to a written application for a registration of change due to the consolidation of shares to be made by a company issuing share certificates, a document listed in Article 59, paragraph (1), item (ii) shall be attached thereto.

(株式譲渡制限の定款の定めの設定による変更の登記)

(Registration of Change Due to Establishment of Provision of Article of Incorporation Restricting Share Transfer)

第六十二条 譲渡による株式の取得について会社の承認を要する旨の定款の定めの設定による変更の登記（株券発行会社がするものに限る。）の申請書には、第五十九条第一項第二号に掲げる書面を添付しなければならない。

Article 62 In filing a written application for a registration of change due to the establishment of a provision 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), a document listed in Article 59, paragraph (1), item (ii) shall be attached thereto.

(株券を発行する旨の定款の定め廃止による変更の登記)

(Registration of Change Due to Abolition of Provisions of Articles of Incorporation that Share Certificates be Issued)

第六十三条 株券を発行する旨の定款の定め廃止による変更の登記の申請書には、会社法第二百十八条第一項の規定による公告をしたことを証する書面又は株式の全部について株券を発行していないことを証する書面を添付しなければならない。

Article 63 In filing a written application for a registration of change due to the abolition of a provision of the articles of incorporation that share certificates be issued, a document evidencing that the company has given public notice under Article 218, paragraph (1) of the Companies Act, or that the company has not issued share certificates for any of its shares shall be attached thereto.

(株主名簿管理人の設置による変更の登記)

(Registration of Change Due to Appointment of Administrator of Shareholder Registry)

第六十四条 株主名簿管理人を置いたことによる変更の登記の申請書には、定款及びその者との契約を証する書面を添付しなければならない。

Article 64 In filing a written application for a registration of change due to the appointment of an administrator of a shareholder registry, the articles of incorporation and a document evidencing the execution of a contract with said person shall be attached thereto.

(新株予約権の発行による変更の登記)

**(Registration of Change Due to Share Option Issue)**

第六十五条 新株予約権の発行による変更の登記の申請書には、法令に別段の定めがある場合を除き、次の書面を添付しなければならない。

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

一 募集新株予約権（会社法第二百三十八条第一項に規定する募集新株予約権をいう。次号において同じ。）の引受けの申込み又は同法第二百四十四条第一項の契約を証する書面

(i) a document evidencing that the application for subscription of the share options for subscription (meaning the share options for subscription prescribed in Article 238, paragraph (1) of the Companies Act; the same shall apply in the next item) has been made, or that the contract set forth in Article 244, paragraph (1) of said Act has been executed; and

二 募集新株予約権と引換えにする金銭の払込みの期日を定めたとき（当該期日が会社法第二百三十八条第一項第四号に規定する割当日より前の日であるときに限る。）は、同法第二百四十六条第一項の規定による払込み（同条第二項の規定による金銭以外の財産の給付又は会社に対する債権をもつてする相殺を含む。）があつたことを証する書面

(ii) in cases where a date for the payment of monies in exchange for the share options for subscription has been prescribed (limited to the cases where such date falls within the day prior to the day of allotment prescribed in Article 238, paragraph (1), item (iv) of the Companies Act), a document evidencing that the payment under Article 246, paragraph (1) of said Act (including the tendering of property other than monies or setting off of claims against the company, as provided for by paragraph (2) of said Article) has been completed.

(取得請求権付株式の取得と引換えにする新株予約権の交付による変更の登記)

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

第六十六条 取得請求権付株式（株式の内容として会社法第一百七条第二項第二号ハ又はニに掲げる事項についての定めがあるものに限る。）の取得と引換えにする新株予約権の交付による変更の登記の申請書には、当該取得請求権付株式の取得の請求があつたことを証する書面を添付しなければならない。

Article 66 In filing a written application for a registration of change due to the delivery of share options in exchange for the acquisition of shares with put option (limited to those for which, as a feature of the shares, the matters listed in Article 107, paragraph (2), item (ii), sub-item (c) or (d) of the Companies Act have been provided), a document evidencing that a demand for the acquisition

of such shares with put option has been made shall be attached thereto.

(取得条項付株式等の取得と引換えにする新株予約権の交付による変更の登記)  
(Registration of Change Due to Delivery of Share Options in Exchange for Acquisition of Shares Subject to Call)

第六十七条 取得条項付株式（株式の内容として会社法第一百七条第二項第三号ホ又はへに掲げる事項についての定めがあるものに限る。）の取得と引換えにする新株予約権の交付による変更の登記の申請書には、第五十九条第一項各号に掲げる書面を添付しなければならない。

Article 67 (1) In filing a written application for a registration of 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 listed in Article 107, paragraph (2), item (iii), sub-item (e) or (f) of the Companies Act have been provided), the documents listed in the items of Article 59, paragraph (1) shall be attached thereto.

2 取得条項付新株予約権（新株予約権の内容として会社法第二百三十六条第一項第七号へ又はトに掲げる事項についての定めがあるものに限る。）の取得と引換えにする新株予約権の交付による変更の登記の申請書には、第五十九条第二項各号に掲げる書面を添付しなければならない。

(2) In filing a written application for a registration of 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 listed in Article 236, paragraph (1), item (vii), sub-item (f) or (g) of the Companies Act has been provided), the documents listed in the items of Article 59, paragraph (2) shall be attached thereto.

(全部取得条項付種類株式の取得と引換えにする新株予約権の交付による変更の登記)

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

第六十八条 株券発行会社が全部取得条項付種類株式の取得と引換えにする新株予約権の交付による変更の登記の申請書には、第五十九条第一項第二号に掲げる書面を添付しなければならない。

Article 68 In filing a written application for a registration of change due to the delivery of share options in exchange for the acquisition of class shares subject to wholly call which has been implemented by a company issuing share certificates, a document listed in Article 59, paragraph (1), item (ii) shall be attached thereto.

(資本金の額の増加による変更の登記)

(Registration of Change Due to Increase in Amount of States Capital)

第六十九条 資本準備金若しくは利益準備金又は剰余金の額の減少によつてする資本金の額の増加による変更の登記の申請書には、その減少に係る資本準備金若しくは利益準備金又は剰余金の額が計上されていたことを証する書面を添付しなければならない。

Article 69 In filing a written application for a registration of change due to an increase in the amount of stated capital by reducing the amount of the capital reserve, retained earnings reserve or surplus, a document evidencing that the amount of the capital reserve, retained earnings reserve or surplus pertaining to such reduction have been recorded shall be attached thereto.

(資本金の額の減少による変更の登記)

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

第七十条 資本金の額の減少による変更の登記の申請書には、会社法第四百四十九条第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該資本金の額の減少をしても当該債権者を害するおそれがないことを証する書面を添付しなければならない。

Article 70 In filing a written application for a registration of change due to a reduction in the amount of stated capital, a document evidencing that the public notice and the notices under Article 449, paragraph (2) of the Companies Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, public notice by such method) have been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such reduction in the amount of the stated capital, shall be attached thereto.

(解散の登記)

(Registration of Dissolution)

第七十一条 解散の登記において登記すべき事項は、解散の旨並びにその事由及び年月日とする。

Article 71 (1) The matters to be registered in relation to a registration of dissolution shall be the fact of dissolution, as well as the grounds and the date therefor.

2 定款で定めた解散の事由の発生による解散の登記の申請書には、その事由の発生を証する書面を添付しなければならない。

(2) In filing a written application for a registration of dissolution on any ground for dissolution provided for in the articles of incorporation, a document evidencing that such ground has arisen shall be attached thereto.

3 代表清算人の申請に係る解散の登記の申請書には、その資格を証する書面を添付しなければならない。ただし、当該代表清算人が会社法第四百七十八条第一項第一号の規定により清算株式会社の清算人となつたもの（同法第四百八十三条第四項に規定する場合にあつては、同項の規定により清算株式会社の代表清算人となつたもの）であるときは、この限りでない。

(3) In filing a written application for a registration of dissolution filed by a representative liquidator, a document evidencing the capacity of such representative liquidator shall be attached thereto; provided, however, that this shall not apply to the cases where said representative liquidator has assumed the office of liquidator of a liquidating stock company pursuant to the provision of Article 478, paragraph (1), item (i) of the Companies Act (in the cases referred to in Article 483, paragraph (4) of said Act, the cases where said representative liquidator has assumed the office of representative liquidator of a liquidating stock company pursuant to the provision of said paragraph).

(職権による解散の登記)

(Ex Officio Registration of Dissolution)

第七十二条 会社法第四百七十二條第一項本文の規定による解散の登記は、登記官が、職権でしなければならない。

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

(清算人の登記)

(Registration of Liquidator)

第七十三条 清算人の登記の申請書には、定款を添付しなければならない。

Article 73 (1) In filing a written application for the registration of a liquidator, the articles of incorporation shall be attached thereto.

2 会社法第四百七十八条第一項第二号又は第三号に掲げる者が清算人となつた場合の清算人の登記の申請書には、就任を承諾したことを証する書面を添付しなければならない。

(2) In filing a written application for the registration of a liquidator in the cases where a person listed in Article 478, paragraph (1), item (ii) or (iii) of the Companies Act has assumed the office of liquidator, a document evidencing such person's acceptance on the assumption of office shall be attached thereto.

3 裁判所が選任した者が清算人となつた場合の清算人の登記の申請書には、その選任及び会社法第九百二十八条第一項第二号に掲げる事項を証する書面を添付しなければならない。

(3) In filing a written application for the registration of a liquidator in the cases

where a person appointed by a court has assumed the office of liquidator, a document evidencing the fact of such appointment and the matters listed in Article 928, paragraph (1), item (ii) of the Companies Act shall be attached thereto.

(清算人に関する変更の登記)

(Registration of Change Related to Liquidator)

第七十四条 裁判所が選任した清算人に関する会社法第九百二十八条第一項第二号に掲げる事項の変更の登記の申請書には、変更の事由を証する書面を添付しなければならない。

Article 74 (1) In filing a written application for a registration of change to any of the matters listed in Article 928, paragraph (1), item (ii) of the Companies Act which relates to a liquidator appointed by a court, a document evidencing the grounds for such change shall be attached thereto.

2 清算人の退任による変更の登記の申請書には、退任を証する書面を添付しなければならない。

(2) In filing a written application for a registration of change due to the retirement of a liquidator, a document evidencing such retirement shall be attached thereto.

(清算終了の登記)

(Registration of Completion of Liquidation)

第七十五条 清算終了の登記の申請書には、会社法第五百七条第三項の規定による決算報告の承認があつたことを証する書面を添付しなければならない。

Article 75 In filing a written application for a registration of completion of liquidation, a document evidencing that the settlement of accounts has been approved under Article 507, paragraph (3) of the Companies Act shall be attached thereto.

(組織変更の登記)

(Registration of Entity Conversion)

第七十六条 株式会社が組織変更をした場合の組織変更後の持分会社についてする登記においては、会社成立の年月日、株式会社の商号並びに組織変更をした旨及びその年月日をも登記しなければならない。

Article 76 In filing a registration concerning a membership company after entity conversion in cases where a stock company has effected an entity conversion, the date of incorporation of the company, trade name of the stock company as well as the fact and date of the entity conversion shall also be registered.

第七十七条 前条の登記の申請書には、次の書面を添付しなければならない。

Article 77 In filing a written application for the registration set forth in the

preceding Article, the following documents shall be attached thereto:

一 組織変更計画書

(i) an entity conversion plan;

二 定款

(ii) the articles of incorporation;

三 会社法第七百七十九条第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該組織変更をしても当該債権者を害するおそれがないことを証する書面

(iii) a document evidencing that the public notice and the notices under Article 779, paragraph (2) of the Companies Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, the public notice by such method) has been given, and, if any creditor has raised an objection, a document evidencing that the company has made payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such entity conversion;

四 組織変更をする株式会社が株券発行会社であるときは、第五十九条第一項第二号に掲げる書面

(iv) in cases where a stock company effecting an entity conversion is a company issuing share certificates, a document listed in Article 59, paragraph (1), item (ii);

五 組織変更をする株式会社が新株予約権を発行しているときは、第五十九条第二項第二号に掲げる書面

(v) in cases where a stock company effecting an entity conversion has issued share options, a document listed in Article 59, paragraph (2), item (ii);

六 法人が組織変更後の持分会社を代表する社員となるときは、次に掲げる書面

(vi) in cases where a juridical person is to become a partner representing a membership company after entity conversion, the following documents:

イ 当該法人の登記事項証明書。ただし、当該登記所の管轄区域内に当該法人の本  
店又は主たる事務所がある場合を除く。

(a) a certificate of registered matters of said juridical person; provided, however, that this shall not apply to cases where the juridical person has its head office or principal office in the jurisdictional district of the registry office where the application is to be filed;

ロ 当該社員の職務を行うべき者の選任に関する書面

(b) a document relevant to the appointment of a person who is to perform the duties of the partner; and

ハ 当該社員の職務を行うべき者が就任を承諾したことを証する書面

(c) a document evidencing that a person who is to perform the duties of the partner has consented to assume his/her office.

七 法人が組織変更後の持分会社の社員（前号に規定する社員を除き、合同会社にあつては、業務を執行する社員に限る。）となるときは、同号イに掲げる書面。ただし、同号イただし書に規定する場合を除く。

(vii) in cases where a juridical person is to become the partner of a membership company after entity conversion (excluding a partner specified in the preceding item, and, with regard to a limited liability company, limited to a partner who executes business), a document listed in sub-item (a) of said item; provided, however, that this shall not apply to the cases where the proviso to sub-item (a) of said item applies; and

八 株式会社が組織変更をして合資会社となるときは、有限責任社員が既に履行した出資の価額を証する書面

(viii) in cases where a stock company intends to effect an entity conversion into a limited partnership company, a document evidencing the value of the contributions already made by the limited partners.

第七十八条 株式会社が組織変更をした場合の株式会社についての登記の申請と組織変更後の持分会社についての登記の申請とは、同時にしなければならない。

Article 78 (1) In cases where 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 such entity conversion shall be filed simultaneously.

2 申請書の添付書面に関する規定は、株式会社についての前項の登記の申請については、適用しない。

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

3 登記官は、第一項の登記の申請のいずれかにつき第二十四条各号のいずれかに掲げる事由があるときは、これらの申請を共に却下しなければならない。

(3) In cases where any of the grounds listed in the items of Article 24 is applicable to either of the applications for registration set forth in paragraph (1), a registrar shall dismiss both of those applications simultaneously.

(合併の登記)

(Registration of Merger)

第七十九条 吸収合併による変更の登記又は新設合併による設立の登記においては、合併をした旨並びに吸収合併により消滅する会社（以下「吸収合併消滅会社」とい



う。)又は新設合併により消滅する会社(以下「新設合併消滅会社」という。)の商号及び本店をも登記しなければならない。

Article 79 With regard to a registration of 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 absorbed in the absorption-type merger (hereinafter referred to as a "company absorbed in absorption-type merger") or of a company consolidated through the consolidation-type merger (hereinafter referred to as a "company consolidated through consolidation-type merger") shall also be registered.

第八十条 吸収合併による変更の登記の申請書には、次の書面を添付しなければならない。

Article 80 In filing a written application for a registration of change due to an absorption-type merger, the following documents shall be attached thereto:

一 吸収合併契約書

(i) an absorption-type merger agreement;

二 会社法第七百九十六条第一項本文又は第三項本文に規定する場合には、当該場合に該当することを証する書面(同条第四項の規定により吸収合併に反対する旨を通知した株主がある場合にあっては、同項の規定により株主総会の決議による承認を受けなければならない場合に該当しないことを証する書面を含む。)

(ii) in the case referred to in the main text of paragraph (1) or of paragraph (3) of Article 796 of the Companies Act, a document evidencing that the case provided for therein is applicable (in cases where any shareholder has notified to the effect that such shareholder dissents from the absorption-type merger pursuant to the provision of paragraph (4) of said Article, including a document evidencing that such absorption-type merger does not fall under the case provided for in said paragraph where approval by a resolution of a shareholders meeting is required);

三 会社法第七百九十九条第二項の規定による公告及び催告(同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあっては、これらの方法による公告)をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該吸収合併をしても当該債権者を害するおそれがないことを証する書面

(iii) a document evidencing that the public notice and the notices under Article 799, paragraph (2) of the Companies Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, the public notice by such method) has been given, and, if

any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such absorption-type merger;

四 資本金の額が会社法第四百四十五条第五項の規定に従って計上されたことを証する書面

(iv) a document evidencing that the amount of stated capital has been recorded pursuant to the provision of Article 445, paragraph (5) of the Companies Act;

五 吸収合併消滅会社の登記事項証明書。ただし、当該登記所の管轄区域内に吸収合併消滅会社の本店がある場合を除く。

(v) a certificate of registered matters of a company absorbed in absorption-type merger; provided, however, that this shall not apply to the cases where the company absorbed in absorption-type merger has its head office in the jurisdictional district of the registry office where the application is to be filed;

六 吸収合併消滅会社が株式会社であるときは、会社法第七百八十三条第一項から第四項までの規定による吸収合併契約の承認その他の手続があつたことを証する書面（同法第七百八十四条第一項本文に規定する場合にあつては、当該場合に該当することを証する書面及び取締役の過半数の一致があつたことを証する書面又は取締役会の議事録）

(vi) in cases where a company absorbed in absorption-type merger is a stock company, a document evidencing the performance of the relevant procedures under Article 783, paragraphs (1) to (4) inclusive of the Companies Act such as obtaining approval for an absorption-type merger agreement (in the cases referred to in the main text of Article 784, paragraph (1) of said Act, a document evidencing that the case provided for therein is applicable and a document or minutes of a board of directors evidencing that the consent of the majority of directors has been obtained);

七 吸収合併消滅会社が持分会社であるときは、総社員の同意（定款に別段の定めがある場合にあつては、その定めによる手続）があつたことを証する書面

(vii) in cases where a company absorbed in absorption-type merger is a membership company, a document evidencing that the consent of all partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under such provision have been performed);

八 吸収合併消滅会社において会社法第七百八十九条第二項（第三号を除き、同法第七百九十三条第二項において準用する場合を含む。）の規定による公告及び催告（同法第七百八十九条第三項（同法第七百九十三条第二項において準用する場合を含む。）の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした株式会社又は合同会社にあつては、これらの方法による公

告)をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該吸収合併をしても当該債権者を害するおそれがないことを証する書面

(viii) a document evidencing that a company absorbed in absorption-type merger has given the public notice and the notices under Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2) of said Act) (in cases of a stock company or a limited liability company which, in addition to public notice in an official gazette, has given a public notice by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 789, paragraph (3) of said Act (including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2) of said Act), that the public notice was given by such method), and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such absorption-type merger;

九 吸収合併消滅会社が株券発行会社であるときは、第五十九条第一項第二号に掲げる書面

(ix) in cases where a company absorbed in absorption-type merger is a company issuing share certificates, a document listed in Article 59, paragraph (1), item (ii); and

十 吸収合併消滅会社が新株予約権を発行しているときは、第五十九条第二項第二号に掲げる書面

(x) in cases where a company absorbed in absorption-type merger has issued share options, a document listed in Article 59, paragraph (2), item (ii).

第八十一条 新設合併による設立の登記の申請書には、次の書面を添付しなければならない。

Article 81 In filing a written application for the registration of incorporation due to a consolidation-type merger, the following documents shall be attached thereto:

一 新設合併契約書

(i) a consolidation-type merger agreement;

二 定款

(ii) the articles of incorporation;

三 第四十七条第二項第六号から第八号まで及び第十号から第十二号までに掲げる書面

(iii) the documents listed in items (vi) to (viii) inclusive and items (x) to (xii)

- inclusive of Article 47, paragraph (2);
- 四 前条第四号に掲げる書面
- (iv) a document listed in item (iv) of the preceding Article;
- 五 新設合併消滅会社の登記事項証明書。ただし、当該登記所の管轄区域内に新設合併消滅会社の本店がある場合を除く。
- (v) a certificate of registered matters of a company consolidated through consolidation-type merger; provided, however, that this shall not apply to the cases where the company consolidated through consolidation-type merger has its head office in the jurisdictional district of the registry office where the application is to be filed;
- 六 新設合併消滅会社が株式会社であるときは、会社法第八百四条第一項及び第三項の規定による新設合併契約の承認その他の手続があつたことを証する書面
- (vi) in cases where a company consolidated through consolidation-type merger is a stock company, a document evidencing the performance of the relevant procedures under Article 804, paragraphs (1) and (3) of the Companies Act such as obtaining approval on the consolidation-type merger agreement;
- 七 新設合併消滅会社が持分会社であるときは、総社員の同意（定款に別段の定めがある場合にあつては、その定めによる手続）があつたことを証する書面
- (vii) in cases where a company consolidated through consolidation-type merger is a membership company, a document evidencing that the consent of all partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under said provision have been performed);
- 八 新設合併消滅会社において会社法第八百十條第二項（第三号を除き、同法第八百十三條第二項において準用する場合を含む。）の規定による公告及び催告（同法第八百十條第三項（同法第八百十三條第二項において準用する場合を含む。）の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした株式会社又は合同会社にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該新設合併をしても当該債権者を害するおそれがないことを証する書面
- (viii) a document evidencing that a company consolidated through consolidation-type merger has given the public notice and the notices under Article 810, paragraph (2) of the Companies Act (excluding item (iii), and including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2) of said Act) (with regard to a stock company or a limited liability company which, in addition to public notice in an official gazette, has given a public notice by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 810, paragraph (3) of said Act (including the cases

where applied mutatis mutandis pursuant to Article 813, paragraph (2) of said Act), that the public notice was given by such method), and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such consolidation-type merger;

九 新設合併消滅会社が株券発行会社であるときは、第五十九条第一項第二号に掲げる書面

(ix) in cases where a company consolidated through consolidation-type merger is a company issuing share certificates, a document listed in Article 59, paragraph (1), item (ii); and

十 新設合併消滅会社が新株予約権を発行しているときは、第五十九条第二項第二号に掲げる書面

(x) in cases where a company consolidated through consolidation-type merger has issued share options, a document listed in Article 59, paragraph (2), item (ii).

第八十二条 合併による解散の登記の申請については、吸収合併後存続する会社（以下「吸収合併存続会社」という。）又は新設合併により設立する会社（以下「新設合併設立会社」という。）を代表すべき者が吸収合併消滅会社又は新設合併消滅会社を代表する。

Article 82 (1) In filing an application for a registration of dissolution due to a merger, a person who shall represent a company surviving an absorption-type merger (hereinafter referred to as a "company surviving absorption-type merger") or a company incorporated through a consolidation-type merger (hereinafter referred to as a "company incorporated through consolidation-type merger") shall represent said company surviving absorption-type merger or company incorporated through consolidation-type merger.

2 本店の所在地における前項の登記の申請は、当該登記所の管轄区域内に吸収合併存続会社又は新設合併設立会社の本店がないときは、その本店の所在地を管轄する登記所を経由してしなければならない。

(2) With regard to an application for the registration set forth in the preceding paragraph to be made at the location of the head office, if a company surviving absorption-type merger or company incorporated through consolidation-type merger does not have its head office within the jurisdictional district of the registry office where such application is to be filed, such application shall be filed via a registry office having jurisdiction over the location of its head office.

3 本店の所在地における第一項の登記の申請と第八十条又は前条の登記の申請とは、同時にしなければならない。

(3) An application for registration as set forth in paragraph (1) to be made at the

location of the head office, and an application for registration as set forth in Article 80 or the preceding Article shall be filed simultaneously.

4 申請書の添付書面に関する規定並びに第二十条第一項及び第二項の規定は、本店の所在地における第一項の登記の申請については、適用しない。

(4) The provisions on the documents to be attached to a written application and the provisions of Article 20, paragraphs (1) and (2) shall not apply to an application for registration as set forth in paragraph (1) to be made at the location of the head office.

第八十三条 吸収合併存続会社又は新設合併設立会社の本店の所在地を管轄する登記所においては、前条第三項の登記の申請のいずれかにつき第二十四条各号のいずれかに掲げる事由があるときは、これらの申請を共に却下しなければならない。

Article 83 (1) In cases where any of the grounds listed in the items of Article 24 is applicable to any application for registration set forth in paragraph (3) of the preceding Article, a registry office having jurisdiction over the location of the head office of a company surviving absorption-type merger or company incorporated through consolidation-type merger shall dismiss all of these applications simultaneously.

2 吸収合併存続会社又は新設合併設立会社の本店の所在地を管轄する登記所においては、前条第二項の場合において、吸収合併による変更の登記又は新設合併による設立の登記をしたときは、遅滞なく、その登記の日を同項の登記の申請書に記載し、これを吸収合併消滅会社又は新設合併消滅会社の本店の所在地を管轄する登記所に送付しなければならない。

(2) In the case referred to in paragraph (2) of the preceding Article, if a registry office having jurisdiction over the location of the head office of a company surviving absorption-type merger or company incorporated through consolidation-type merger has made a registration of change due to an absorption-type merger or a registration of incorporation due to a consolidation-type merger, such registry office shall, without delay, enter the date of said registration on the written application for registration set forth in said paragraph and send it to the registry office having jurisdiction over the location of the head office of the company surviving absorption-type merger or company incorporated through consolidation-type merger.

(会社分割の登記)

(Registration of Company Split)

第八十四条 吸収分割をする会社とその事業に関して有する権利義務の全部又は一部を当該会社から承継する会社（以下「吸収分割承継会社」という。）がする吸収分割による変更の登記又は新設分割による設立の登記においては、分割をした旨並びに吸収分割をする会社（以下「吸収分割会社」という。）又は新設分割をする会社（以下「新設分割会社」という。）の商号及び本店をも登記しなければならない。

Article 84 (1) With regard to a registration of change due to an absorption-type company split to be made by a company which succeeds to all or part of the rights and obligations held by another company implementing an absorption-type company split in connection with its business (hereinafter referred to as a "succeeding company in absorption-type company split"), or with regard to a registration of incorporation due to incorporation-type company split, the fact that the company split has taken place as well as the trade name and head office of a company effecting an absorption-type company split (hereinafter referred to as a "splitting company in absorption-type company split[x8]") or of a company effecting an incorporation-type company split (hereinafter referred to as a "splitting company in incorporation-type company split") shall also be registered.

2 吸収分割会社又は新設分割会社がする吸収分割又は新設分割による変更の登記においては、分割をした旨並びに吸収分割承継会社又は新設分割により設立する会社（以下「新設分割設立会社」という。）の商号及び本店をも登記しなければならない。

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

第八十五条 吸収分割承継会社がする吸収分割による変更の登記の申請書には、次の書面を添付しなければならない。

Article 85 With regard to a written application for a registration of change due to an absorption-type company split to be made by a succeeding company in absorption-type company split, the following documents shall be attached thereto:

一 吸収分割契約書

(i) an absorption-type company split agreement;

二 会社法第七百九十六条第一項本文又は第三項本文に規定する場合には、当該場合に該当することを証する書面（同条第四項の規定により吸収分割に反対する旨を通知した株主がある場合にあつては、同項の規定により株主総会の決議による承認を受けなければならない場合に該当しないことを証する書面を含む。）

(ii) in the cases referred to in the main text of paragraph (1) or of paragraph (3) of Article 796 of the Companies Act, a document evidencing that the case provided for therein is applicable (in cases where any shareholder has notified to the effect that such shareholder dissents from an absorption-type company split pursuant to the provision of paragraph (4) of said Article,

including a document evidencing that such absorption-type company split does not fall under the case provided for in said paragraph where the approval by a resolution of a shareholders meeting is required;

三 会社法第七百九十九条第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該吸収分割をしても当該債権者を害するおそれがないことを証する書面

(iii) a document evidencing that the public notice and the notices under Article 799, paragraph (2) of the Companies Act (in cases where, in addition to the public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, the public notice by such method) has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such absorption-type company split;

四 資本金の額が会社法第四百四十五条第五項の規定に従つて計上されたことを証する書面

(iv) a document evidencing that the amount of stated capital has been recorded pursuant to the provision of Article 445, paragraph (5) of the Companies Act;

五 吸収分割会社の登記事項証明書。ただし、当該登記所の管轄区域内に吸収分割会社の本店がある場合を除く。

(v) a certificate of registered matters of a splitting company in absorption-type company split; provided, however, that this shall not apply to the cases where a splitting company in absorption-type company split has its head office in the jurisdictional district of the registry office where the application is to be filed;

六 吸収分割会社が株式会社であるときは、会社法第七百八十三条第一項の規定による吸収分割契約の承認があつたことを証する書面（同法第七百八十四条第一項本文又は第三項に規定する場合にあつては、当該場合に該当することを証する書面及び取締役の過半数の一致があつたことを証する書面又は取締役会の議事録）

(vi) in cases where a splitting company in absorption-type company split is a stock company, a document evidencing that the absorption-type company split agreement has been approved under Article 783, paragraph (1) of the Companies Act (in the cases referred to in the main text of Article 784, paragraph (1) of the Companies Act or in the provision of paragraph (3) of said Article, a document evidencing that the case provided for therein is



applicable and a document or minutes of board of directors evidencing that the consent of the majority of directors has been obtained);

七 吸収分割会社が合同会社であるときは、総社員の同意（定款に別段の定めがある場合にあつては、その定めによる手続）があつたことを証する書面（当該合同会社がその事業に関して有する権利義務の一部を他の会社に承継させる場合にあつては、社員の過半数の一致があつたことを証する書面）

(vii) in cases where a splitting company in absorption-type company split is a limited liability company, a document evidencing that the consent of all the partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under said provision have been performed)(in cases where said limited liability company intends to have 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 partners has been obtained);

八 吸収分割会社において会社法第七百八十九条第二項（第三号を除き、同法第七百九十三条第二項において準用する場合を含む。）の規定による公告及び催告（同法第七百八十九条第三項（同法第七百九十三条第二項において準用する場合を含む。以下この号において同じ。）の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告（同法第七百八十九条第三項の規定により各別の催告をすることを要しない場合以外の場合にあつては、当該公告及び催告））をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該吸収分割をしても当該債権者を害するおそれがないことを証する書面

(viii) a document evidencing that a splitting company in absorption-type company split has given the public notice and the notices under Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2) of said Act) (in cases where, in addition to public notice in an official gazette, a public notice by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 789, paragraph (3) of said Act (including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2) of said Act; hereinafter the same shall apply in this item), that the public notice was given by such method (in the cases excluding where separate notices are not required to be given pursuant to the provision of Article 789, paragraph (3) of the Companies Act, that the public notice and the notices were given)), and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor

by such absorption-type company split; and

九 吸収分割会社が新株予約権を発行している場合であつて、会社法第七百五十八条第五号に規定する場合には、第五十九条第二項第二号に掲げる書面

(ix) in cases where a splitting company in absorption-type company split has issued share options, and where Article 758, item (v) of the Companies Act applies, a document listed in Article 59, paragraph (2), item (ii).

第八十六条 新設分割による設立の登記の申請書には、次の書面を添付しなければならない。

Article 86 In filing a written application for a registration of incorporation due to an incorporation-type company split, the following documents shall be attached thereto:

一 新設分割計画書

(i) an incorporation-type company split plan;

二 定款

(ii) the articles of incorporation;

三 第四十七条第二項第六号から第八号まで及び第十号から第十二号までに掲げる書面

(iii) the documents listed in items (vi) to (viii) inclusive and items (x) to (xii) inclusive of Article 47, paragraph (2);

四 前条第四号に掲げる書面

(iv) a document listed in item (iv) of the preceding Article;

五 新設分割会社の登記事項証明書。ただし、当該登記所の管轄区域内に新設分割会社の本店がある場合を除く。

(v) a certificate of registered matters of a splitting company in incorporation-type company split; provided, however, that this shall not apply to the cases where a splitting company in incorporation-type company split has its head office in the jurisdictional district of the registry office where the application is to be filed;

六 新設分割会社が株式会社であるときは、会社法第八百四条第一項の規定による新設分割計画の承認があつたことを証する書面（同法第八百五条に規定する場合にあつては、当該場合に該当することを証する書面及び取締役の過半数の一致があつたことを証する書面又は取締役会の議事録）

(vi) in cases where a splitting company in incorporation-type company split is a stock company, a document evidencing that the incorporation-type company split plan has been approved under Article 804, paragraph (1) of the Companies Act (in the case referred to in Article 805 of said Act, a document evidencing that the case provided for therein is applicable and a document or the minutes of board of directors evidencing that the consent of the majority of the directors has been obtained);

七 新設分割会社が合同会社であるときは、総社員の同意（定款に別段の定めがある

場合にあつては、その定めによる手続)があつたことを証する書面(当該合同会社がその事業に関して有する権利義務の一部を他の会社に承継させる場合にあつては、社員の過半数の一致があつたことを証する書面)

(vii) in cases where a splitting company in incorporation-type company split is a limited liability company, a document evidencing that the consent of all the partners has been obtained (or, in cases where otherwise provided for in its articles of incorporation, that the procedures under said provision have been performed)(in cases where said limited liability company intends to have 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 partners has been obtained);

八 新設分割会社において会社法第八百十條第二項(第三号を除き、同法第八百十三條第二項において準用する場合を含む。)の規定による公告及び催告(同法第八百十條第三項(同法第八百十三條第二項において準用する場合を含む。以下この号において同じ。))の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告(同法第八百十條第三項の規定により各別の催告をすることを要しない場合以外の場合にあつては、当該公告及び催告)をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該新設分割をしても当該債権者を害するおそれがないことを証する書面

(viii) a document evidencing that a splitting company in incorporation-type company split has given the public notice and the notices under Article 810, paragraph (2) of the Companies Act (excluding item (iii), and including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2) of said Act) (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of Article 810, paragraph (3) of said Act (including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2) of said Act; hereinafter the same shall apply in this item), that the public notice was given by such method (in the cases excluding where separate notices are not required to be given pursuant to the provision of Article 810, paragraph (3) of the Companies Act, that the public notice and the notices were given)), and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such incorporation-type company split; and

九 新設分割会社が新株予約権を発行している場合であつて、会社法第七百六十三條第十号に規定する場合には、第五十九條第二項第二号に掲げる書面

(ix) in cases where a splitting company in incorporation-type company split has issued share options, and where Article 763, item (x) of the Companies Act applies, a document listed in Article 59, paragraph (2), item (ii).

第八十七条 本店の所在地における吸収分割会社又は新設分割会社がする吸収分割又は新設分割による変更の登記の申請は、当該登記所の管轄区域内に吸収分割承継会社又は新設分割設立会社の本店がないときは、その本店の所在地を管轄する登記所を経由してしなければならない。

Article 87 (1) With regard to an application for a registration of change due to absorption-type company split or an incorporation-type company split to be made by a splitting company in absorption-type company split or a splitting company in incorporation-type company split at the location of the head office, if a succeeding company in absorption-type company split or a company incorporated through incorporation-type company split does not have its head office within the jurisdictional district of the registry office where the application is to be filed, such application shall be filed via a registry office having jurisdiction over the location of the head office.

2 本店の所在地における前項の登記の申請と第八十五条又は前条の登記の申請とは、同時にしなければならない。

(2) An application for registration as set forth in the preceding paragraph to be made at the location of the head office, and an application for registration as set forth in Article 85 or the preceding Article shall be filed simultaneously.

3 第一項の登記の申請書には、登記所において作成した吸収分割会社又は新設分割会社の代表取締役（委員会設置会社にあつては、代表執行役）の印鑑の証明書を添付しなければならない。この場合においては、第十八条の書面を除き、他の書面の添付を要しない。

(3) In filing a written application for registration as set forth in paragraph (1), a certificate of a seal impression of a representative director (in case of a company with committees, a representative executive officer) of a splitting company in absorption-type company split or a splitting company in incorporation-type company split prepared by a registry office. In this case, no other document except for that set forth in Article 18 needs to be attached thereto.

第八十八条 吸収分割承継会社又は新設分割設立会社の本店の所在地を管轄する登記所においては、前条第二項の登記の申請のいずれかにつき第二十四条各号のいずれかに掲げる事由があるときは、これらの申請を共に却下しなければならない。

Article 88 (1) In cases where any of the grounds listed in the items of Article 24 is applicable to any of the applications for registration set forth in paragraph (2) of the preceding Article, a registry office having jurisdiction over the location of the head office of a succeeding company in absorption-type company

split or a company incorporated through incorporation-type company split shall dismiss both of those applications simultaneously.

2 吸収分割承継会社又は新設分割設立会社の本店の所在地を管轄する登記所においては、前条第一項の場合において、吸収分割による変更の登記又は新設分割による設立の登記をしたときは、遅滞なく、その登記の日を同項の登記の申請書に記載し、これを吸収分割会社又は新設分割会社の本店の所在地を管轄する登記所に送付しなければならない。

(2) In the cases referred to in paragraph (1) of the preceding Article, if a registry office having jurisdiction over the location of the head office of a succeeding company in absorption-type company split or a company incorporated through incorporation-type company split has made a registration of change due to an absorption-type company split or a registration of incorporation due to an incorporation-type company split, such registry office shall, without delay, enter the date of said registration on the written application for registration set forth in said paragraph and send it to the registry office having jurisdiction over the location of the head office of a splitting company in absorption-type company split or a splitting company in incorporation-type company split.

(株式交換の登記)

(Registration of Share Exchange)

第八十九条 株式交換をする株式会社の発行済株式の全部を取得する会社（以下「株式交換完全親会社」という。）がする株式交換による変更の登記の申請書には、次の書面を添付しなければならない。

Article 89 With regard to a written application for a registration of change due to a share exchange to be made by a company acquiring all of the issued shares of a stock company implementing such share exchange (hereinafter referred to as a "wholly owning parent company in a share exchange"), the following documents shall be attached thereto:

一 株式交換契約書

(i) a share exchange agreement;

二 会社法第七百九十六条第一項本文又は第三項本文に規定する場合には、当該場合に該当することを証する書面（同条第四項の規定により株式交換に反対する旨を通知した株主がある場合にあつては、同項の規定により株主総会の決議による承認を受けなければならない場合に該当しないことを証する書面を含む。）

(ii) in the cases referred to in the main text of paragraph (1) or of paragraph (3) of Article 796 of the Companies Act, a document evidencing that the case provided for therein is applicable (in cases where any shareholder has notified to the effect that such shareholder dissents from the share exchange pursuant to the provision of paragraph (4) of said Article, including a document evidencing that such share exchange does not fall under the case provided for in said paragraph where the approval by a resolution of a

shareholders meeting is required);

三 会社法第七百九十九条第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該株式交換をしても当該債権者を害するおそれがないことを証する書面

(iii) a document evidencing that the public notice and the notices under Article 799, paragraph (2) of the Companies Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, the public notice by such method) has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such share exchange;

四 資本金の額が会社法第四百四十五条第五項の規定に従つて計上されたことを証する書面

(iv) a document evidencing that the amount of stated capital has been recorded pursuant to the provision of Article 445, paragraph (5) of the Companies Act;

五 株式交換をする株式会社（以下「株式交換完全子会社」という。）の登記事項証明書。ただし、当該登記所の管轄区域内に株式交換完全子会社の本店がある場合を除く。

(v) a certificate of registered matters of a stock company effecting the share exchange (hereinafter referred to as a "wholly owned subsidiary company in share exchange"); provided, however, that this shall not apply to the cases where the wholly owned subsidiary company in share exchange has its head office in the jurisdictional district of the registry office where the application is to be filed;

六 株式交換完全子会社において会社法第七百八十三条第一項から第四項までの規定による株式交換契約の承認その他の手続があつたことを証する書面（同法第七百八十四条第一項本文に規定する場合にあつては、当該場合に該当することを証する書面及び取締役の過半数の一致があつたことを証する書面又は取締役会の議事録）

(vi) a document evidencing that the wholly owned subsidiary company in share exchange has performed the relevant procedures under Article 783, paragraphs (1) to (4) inclusive of the Companies Act such as obtaining approval for a share exchange agreement (in the case referred to in the main text of Article 784, paragraph (1) of said Act, a document evidencing that the case provided for therein is applicable and a document or minutes of board of

directors evidencing that the consent of the majority of the directors has been obtained);

七 株式交換完全子会社において会社法第七百八十九条第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該株式交換をしても当該債権者を害するおそれがないことを証する書面

(vii) a document evidencing that the wholly owned subsidiary company in share exchange has given the public notice and the notices under Article 789, paragraph (2) of the Companies Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, that the public notice was given by such method), and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such share exchange;

八 株式交換完全子会社が株券発行会社であるときは、第五十九条第一項第二号に掲げる書面

(viii) in cases where a wholly owned subsidiary company in share exchange is a company issuing share certificates, a document listed in Article 59, paragraph (1), item (ii); and

九 株式交換完全子会社が新株予約権を発行している場合であつて、会社法第七百六十八条第一項第四号に規定する場合には、第五十九条第二項第二号に掲げる書面

(ix) in cases where a wholly owned subsidiary company in share exchange has issued share options, and where Article 768, paragraph (1), item (iv) of the Companies Act applies, a document listed in Article 59, paragraph (2), item (ii).

(株式移転の登記)

(Registration of Share Transfer)

第九十条 株式移転による設立の登記の申請書には、次の書面を添付しなければならない。

Article 90 In filing a written application for a registration of incorporation due to a share transfer, the following documents shall be attached thereto:

一 株式移転計画書

(i) a share transfer plan;

二 定款

(ii) the articles of incorporation;

三 第四十七条第二項第六号から第八号まで及び第十号から第十二号までに掲げる書面

(iii) the documents listed in items (vi) to (viii) inclusive and items (x) to (xii) inclusive of Article 47, paragraph (2);

四 前条第四号に掲げる書面

(iv) a document listed in item (iv) of the preceding Article;

五 株式移転をする株式会社（以下「株式移転完全子会社」という。）の登記事項証明書。ただし、当該登記所の管轄区域内に株式移転完全子会社の本店がある場合を除く。

(v) a certificate of registered matters of the stock company effecting the share transfer (hereinafter referred to as a "wholly owned subsidiary company in share transfer" ; provided, however, that this shall not apply to the cases where the wholly owned subsidiary company in share transfer has its head office in the jurisdictional district of the registry office where the application is to be filed;

六 株式移転完全子会社において会社法第八百四条第一項及び第三項の規定による株式移転計画の承認その他の手続があつたことを証する書面

(vi) a document evidencing that the wholly owned subsidiary company in share transfer has performed the relevant procedures under Article 804, paragraphs (1) and (3) of the Companies Act such as obtaining approval for the share transfer plan;

七 株式移転完全子会社において会社法第八百十條第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該株式移転をしても当該債権者を害するおそれがないことを証する書面

(vii) a document evidencing that the wholly owned subsidiary company in share transfer has given the public notice and the notices under Article 810, paragraph (2) of the Companies Act (in cases where, in addition to public notice on in official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of paragraph (3) of said Article, that the public notice was given by such method), and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such share



transfer;

八 株式移転完全子会社が株券発行会社であるときは、第五十九条第一項第二号に掲げる書面

(viii) in cases where the wholly owned subsidiary company in share transfer is a company issuing share certificates, a document listed in Article 59, paragraph (1), item (ii); and

九 株式移転完全子会社が新株予約権を発行している場合であつて、会社法第七百七十三条第一項第九号に規定する場合には、第五十九条第二項第二号に掲げる書面

(ix) in cases where the wholly owned subsidiary company in share transfer has issued share options, and where Article 773, paragraph (1), item (ix) of the Companies Act applies, a document listed in Article 59, paragraph (2), item (ii).

(同時申請)

(Applications to be Filed at Same Time)

第九十一条 会社法第七百六十八条第一項第四号又は第七百七十三条第一項第九号に規定する場合において、本店の所在地における株式交換完全子会社又は株式移転完全子会社がする株式交換又は株式移転による新株予約権の変更の登記の申請は、当該登記所の管轄区域内に株式交換完全親会社又は株式移転により設立する株式会社（以下「株式移転設立完全親会社」という。）の本店がないときは、その本店の所在地を管轄する登記所を経由してしなければならない。

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

2 会社法第七百六十八条第一項第四号又は第七百七十三条第一項第九号に規定する場合には、本店の所在地における前項の登記の申請と第八十九条又は前条の登記の申請とは、同時にしなければならない。

(2) In the case referred to in either of Article 768, paragraph (1), item (iv) or Article 773, paragraph (1), item (ix) of the Companies Act, an application for registration as set forth in the preceding paragraph to be made at the location of the head office, and an application for registration as set forth in Article 89 or the preceding Article shall be filed simultaneously.

3 第一項の登記の申請書には、登記所において作成した株式交換完全子会社又は株式移転完全子会社の代表取締役（委員会設置会社にあつては、代表執行役）の印鑑の証明書を添付しなければならない。この場合においては、第十八条の書面を除き、他の書面の添付を要しない。

(3) In filing a written application for registration as set forth in paragraph (1), a certificate of a seal impression of a representative director (in the case of a company with committees, a representative executive officer) of a wholly owned subsidiary company in share exchange or a wholly owned subsidiary company in share transfer prepared by a registry office. In this case, no other document except for that set forth in Article 18 needs to be attached thereto.

第九十二条 株式交換完全親会社又は株式移転設立完全親会社の本店の所在地を管轄する登記所においては、前条第二項の登記の申請のいずれかにつき第二十四条各号のいずれかに掲げる事由があるときは、これらの申請を共に却下しなければならない。

Article 92 (1) In cases where any of the grounds listed in items of Article 24 is applicable to any of the applications for registration set forth in paragraph (2) of the preceding Article, a registry office having jurisdiction over the location of the head office of the wholly owning parent company in share exchange or the wholly owning parent company incorporated through share transfer shall dismiss all of those applications simultaneously.

2 株式交換完全親会社又は株式移転設立完全親会社の本店の所在地を管轄する登記所においては、前条第一項の場合において、株式交換による変更の登記又は株式移転による設立の登記をしたときは、遅滞なく、その登記の日を同項の登記の申請書に記載し、これを株式交換完全子会社又は株式移転完全子会社の本店の所在地を管轄する登記所に送付しなければならない。

(2) In the case referred to in paragraph (1) of the preceding Article, if a registry office having jurisdiction over the location of the head office of the wholly owning parent company in share exchange or the wholly owning parent company incorporated through share transfer has made the registration of change due to a share exchange or the registration of incorporation due to a share transfer, such registry office shall, without delay, enter the date of said registration on the written application for registration set forth in said paragraph and send it to the registry office having jurisdiction over the location of the head office of the wholly owned subsidiary company in share exchange or a wholly owned subsidiary company in share transfer.

#### 第六節 合名会社の登記

#### Section 6 Registration of General Partnership Company

(添付書面の通則)

(General Rule on Documents to be Attached)

第九十三条 登記すべき事項につき総社員の同意又はある社員若しくは清算人の一致を要するときは、申請書にその同意又は一致があつたことを証する書面を添付しなければならない。

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

(設立の登記)

(Registration of Incorporation)

第九十四条 設立の登記の申請書には、次の書面を添付しなければならない。

Article 94 The following documents shall be attached to a written application for registration of incorporation:

一 定款

(i) the articles of incorporation;

二 合名会社を代表する社員が法人であるときは、次に掲げる書面

(ii) in cases where a partner representing the general partnership company is a juridical person, the following documents:

イ 当該法人の登記事項証明書。ただし、当該登記所の管轄区域内に当該法人の本  
店又は主たる事務所がある場合を除く。

(a) a certificate of registered matters of said juridical person; provided, however, that this shall not apply to the cases where the juridical person has its head office or principal office in the jurisdictional district of the registry office where the application is to be filed;

ロ 当該社員の職務を行うべき者の選任に関する書面

(b) a document relevant to the appointment of a person who is to perform the duties of the partner; and

ハ 当該社員の職務を行うべき者が就任を承諾したことを証する書面

(c) a document evidencing that a person who is to perform the duties of the partner has consented to assume his/her office.

三 合名会社の社員（前号に規定する社員を除く。）が法人であるときは、同号イに掲げる書面。ただし、同号イただし書に規定する場合を除く。

(iii) In cases where a partner of a general partnership company (excluding a partner prescribed in the preceding item) is a juridical person, a document listed in sub-item (a) of the preceding item; provided, however, that this shall not apply to the cases where the proviso to sub-item (a) of said item applies.

(準用規定)

(Provisions Applied Mutatis Mutandis)

第九十五条 第四十七条第一項及び第四十八条から第五十三条までの規定は、合名会社の登記について準用する。

Article 95 The provisions of Articles 47, paragraph (1) and Article 48 to Article 53 inclusive shall apply mutatis mutandis to the registration of a general partnership company.

(社員の加入又は退社等による変更の登記)

(Registration of Change Due to Admission or Withdrawal of Partners)

第九十六条 合名会社の社員の加入又は退社による変更の登記の申請書には、その事実を証する書面（法人である社員の加入の場合にあつては、第九十四条第二号又は第三号に掲げる書面を含む。）を添付しなければならない。

Article 96 (1) In filing a written application for a registration of change due to the admission or withdrawal of the partners of a general partnership company, a document evidencing the fact of such admission or withdrawal (in cases of the admission of a partner which is a juridical person, including the documents listed in Article 94, item (ii) or (iii)) shall be attached thereto.

2 合名会社の社員が法人であるときは、その商号若しくは名称又は本店若しくは主たる事務所の変更の登記の申請書には、第九十四条第二号イに掲げる書面を添付しなければならない。ただし、同号イただし書に規定する場合は、この限りでない。

(2) In cases where a partner of a general partnership company is a juridical person, the documents listed in Article 94, item (ii), sub-item (a) shall be attached to a written application for a registration of change of its trade name or name or relocation of its head office or principal office; provided, however, that this shall not apply to the cases where the proviso to sub-item (a) of said item applies.

(合名会社を代表する社員の職務を行うべき者の変更の登記)

(Registration of Change of Person Who is to Perform Duties of Partner Representing General Partnership Company)

第九十七条 合名会社を代表する社員が法人である場合の当該社員の職務を行うべき者の就任による変更の登記の申請書には、第九十四条第二号に掲げる書面を添付しなければならない。ただし、同号イただし書に規定する場合は、同号イに掲げる書面については、この限りでない。

Article 97 (1) In cases where a partner representing a general partnership company is a juridical person, in filing a written application for the registration of change due to the assumption of office by a person who is to perform the duties of the partner, a document listed in Article 94, item (ii) shall be attached thereto; provided, however, that in cases where the proviso to sub-item (a) of said item applies, this shall not apply to the documents listed in sub-item (a) of said item.

2 前項に規定する社員の職務を行うべき者の退任による変更の登記の申請書には、これを証する書面を添付しなければならない。

(2) In filing a written application for a registration of change due to the

retirement of a person who is to perform the duties of the partner as prescribed in the preceding paragraph, a document evidencing such retirement shall be attached thereto.

(解散の登記)

(Registration of Dissolution)

第九十八条 解散の登記において登記すべき事項は、解散の旨並びにその事由及び年月日とする。

Article 98 (1) The matters to be registered in relation to a registration of dissolution shall be the fact of the dissolution, and the ground and date therefor.

2 定款で定めた解散の事由の発生による解散の登記の申請書には、その事由の発生を証する書面を添付しなければならない。

(2) In filing a written application for a registration of dissolution on any ground for dissolution provided for in the articles of incorporation, a document evidencing that said ground has arisen shall be attached thereto.

3 清算持分会社を代表する清算人の申請に係る解散の登記の申請書には、その資格を証する書面を添付しなければならない。ただし、当該清算持分会社を代表する清算人が会社法第六百四十七条第一項第一号の規定により清算持分会社の清算人となつたもの（同法第六百五十五条第四項に規定する場合にあつては、同項の規定により清算持分会社を代表する清算人となつたもの）であるときは、この限りでない。

(3) With regard to a written application for a registration of dissolution filed by a liquidator who represents a liquidating membership company, a document evidencing the capacity of such liquidator shall be attached thereto; provided, however, that this shall not apply to the cases where the liquidator who represents said liquidating membership company has assumed the office of a liquidator of the liquidating membership company pursuant to the provision of Article 647, paragraph (1), item (i) of the Companies Act (in the case referred to in Article 655, paragraph (4) of said Act, the cases where such liquidator has assumed the office of liquidator who represents the liquidating membership company pursuant to the provision of said paragraph).

(清算人の登記)

(Registration of Liquidator)

第九十九条 次の各号に掲げる者が清算持分会社の清算人となつた場合の清算人の登記の申請書には、当該各号に定める書面を添付しなければならない。

Article 99 (1) In filing a written application for registration of a liquidator in cases where any of the persons listed in the following items has assumed the office of liquidator of a liquidating membership company, the documents specified in the relevant item shall be attached thereto:

一 会社法第六百四十七条第一項第一号に掲げる者 定款

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

二 会社法第六百四十七条第一項第二号に掲げる者 定款及び就任を承諾したことを証する書面

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

三 会社法第六百四十七条第一項第三号に掲げる者 就任を承諾したことを証する書面

(iii) a person listed in Article 647, paragraph (1), item (iii) of the Companies Act: a document evidencing that said person has consented to assume his/her office; or

四 裁判所が選任した者 その選任及び会社法第九百二十八条第二項第二号に掲げる事項を証する書面

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

2 第九十四条（第二号に係る部分に限る。）の規定は、清算持分会社を代表する清算人（前項第一号又は第四号に掲げる者に限る。）が法人である場合の同項の登記について準用する。

(2) The provision of Article 94 (limited to the parts pertaining to item (ii)) shall apply mutatis mutandis to a registration set forth in the preceding paragraph in cases where a liquidator who represents a liquidating membership company (limited to a person listed in item (i) or (iv) of the preceding paragraph) is a juridical person.

3 第九十四条（第二号又は第三号に係る部分に限る。）の規定は、清算持分会社の清算人（第一項第二号又は第三号に掲げる者に限る。）が法人である場合の同項の登記について準用する。

(3) The provision of Article 94 (limited to the parts pertaining to item (ii) or (iii)) shall apply mutatis mutandis to a registration set forth in paragraph (1) in cases where a liquidator of a liquidating membership company (limited to a person listed in item (ii) or (iii) of paragraph (1)) is a juridical person.

（清算人に関する変更の登記）

(Registration of Change Related to Liquidator)

第百条 清算持分会社の清算人が法人であるときは、その商号若しくは名称又は本店若しくは主たる事務所の変更の登記の申請書には、第九十四条第二号イに掲げる書面を添付しなければならない。ただし、同号イただし書に規定する場合は、この限りでない。

Article 100 (1) In cases where a liquidator of a liquidating membership company is a juridical person, the documents listed in Article 94, item (ii), sub-item (a)

shall be attached to a written application for a registration of change of its trade name or name or relocation of its head office or principal office; provided, however, that this shall not apply to the cases where the proviso to sub-item (a) of said item applies.

2 裁判所が選任した清算人に関する会社法第九百二十八条第二項第二号に掲げる事項の変更の登記の申請書には、変更の事由を証する書面を添付しなければならない。

(2) In filing a written application for a registration of change to any of the matters listed in Article 928, paragraph (2), item (ii) of the Companies Act which relate to a liquidator appointed by a court, a document evidencing the grounds for such change shall be attached thereto.

3 清算人の退任による変更の登記の申請書には、退任を証する書面を添付しなければならない。

(3) In filing a written application for a registration of change due to the retirement of a liquidator, a document evidencing such retirement shall be attached thereto.

(清算持分会社を代表する清算人の職務を行うべき者の変更の登記)

(Registration of Change of Person Who is to Perform Duties of Liquidator Who Represents Liquidating Membership Company)

第百一条 第九十七条の規定は、清算持分会社を代表する清算人が法人である場合の当該清算人の職務を行うべき者の就任又は退任による変更の登記について準用する。

Article 101 The provision of Article 97 shall apply mutatis mutandis to a registration of change due to the assumption of, or resignation from, office of a person who is to perform the duties of liquidator in cases where a liquidator who represents a liquidating membership company is a juridical person.

(清算結了の登記)

(Registration of Completion of Liquidation)

第百二条 清算結了の登記の申請書には、会社法第六百六十七条の規定による清算に係る計算の承認があつたことを証する書面（同法第六百六十八条第一項の財産の処分の方法を定めた場合にあつては、その財産の処分が完了したことを証する総社員が作成した書面）を添付しなければならない。

Article 102 In filing a written application for a registration of completion of liquidation, a document evidencing that the accounting relating to the liquidation has been approved pursuant to the provision of Article 667 of the Companies Act (in cases where a method for the disposition of assets as set forth in Article 668, paragraph (1) of said Act has been prescribed, a document prepared by all the partners evidencing completion of the disposition of the relevant assets) shall be attached thereto.

(継続の登記)

(Registration of Continuation)

第百三条 合名会社の設立の無効又は取消しの訴えに係る請求を認容する判決が確定した場合において、会社法第八百四十五条の規定により合名会社を継続したときは、継続の登記の申請書には、その判決の謄本を添付しなければならない。

Article 103 In cases where a judgment upholding a claim relating to an action seeking the invalidation or rescission of the incorporation of a general partnership company has become final and binding, and where the general partnership company continues in existence pursuant to the provision of Article 845 of the Companies Act, a transcript of the judgment shall be attached to a written application for a registration of continuation.

(持分会社の種類の変更の登記)

(Registration of Change of Kind of Membership Company)

第百四条 合名会社が会社法第六百三十八条第一項の規定により合資会社又は合同会社となった場合の合資会社又は合同会社についてする登記においては、会社成立の年月日、合名会社の商号並びに持分会社の種類を変更した旨及びその年月日をも登記しなければならない。

Article 104 In cases where a general partnership company has become a limited partnership or a limited liability company pursuant to the provision of Article 638, paragraph (1) of the Companies Act, with regard to a registration concerning such limited partnership company or limited liability company, the date of incorporation of the company, trade name of the general partnership company as well as the fact of the change of the kind of membership company and the date of such change shall also be registered.

第百五条 合名会社が会社法第六百三十八条第一項第一号又は第二号の規定により合資会社となった場合の合資会社についてする登記の申請書には、次の書面を添付しなければならない。

Article 105 (1) In cases where a general partnership company has become a limited partnership company pursuant to the provision of Article 638, paragraph (1), item (i) or (ii) of the Companies Act, the following documents shall be attached to a written application for registration concerning such limited partnership company:

一 定款

(i) the articles of incorporation;

二 有限責任社員が既に履行した出資の価額を証する書面

(ii) a document evidencing the value of contributions already made by the limited partners; and

三 有限責任社員を加入させたときは、その加入を証する書面（法人である社員の加入の場合にあつては、第九十四条第二号又は第三号に掲げる書面を含む。）

(iii) in cases where a limited partner has been admitted, a document



evidencing such admission (in cases of the admission of a partner which is a juridical person, including the documents listed in Article 94, item (ii) or (iii)).

2 合名会社が会社法第六百三十八条第一項第三号の規定により合同会社となつた場合の合同会社についてする登記の申請書には、次の書面を添付しなければならない。

(2) In cases where a general partnership company has become a limited liability company pursuant to the provision of Article 638, paragraph (1), item (iii) of the Companies Act, the following documents shall be attached to a written application for registration concerning such limited liability company:

一 定款

(i) the articles of incorporation; and

二 会社法第六百四十条第一項の規定による出資に係る払込み及び給付が完了したことを証する書面

(ii) a document evidencing completion of the payment in and delivery relating to the contributions under Article 640, paragraph (1) of the Companies Act.

第百六条 合名会社が会社法第六百三十八条第一項の規定により合資会社又は合同会社となつた場合の合名会社についての登記の申請と前条第一項又は第二項の登記の申請とは、同時にしなければならない。

Article 106 (1) In cases where a general partnership company has become a limited partnership company or a limited liability company pursuant to the provision of Article 638, paragraph (1) of the Companies Act, an application for registration concerning the general partnership company and an application for registration as set forth in paragraph (1) or (2) of the preceding Article shall be filed simultaneously.

2 申請書の添付書面に関する規定は、合名会社についての前項の登記の申請については、適用しない。

(2) The provisions on the documents to be attached to a written application shall not apply to an application for registration as set forth in the preceding paragraph concerning a general partnership company.

3 登記官は、第一項の登記の申請のいずれかにつき第二十四条各号のいずれかに掲げる事由があるときは、これらの申請を共に却下しなければならない。

(3) In cases where any of the grounds listed in the items of Article 24 is applicable to any application for registration set forth in paragraph (1), a registrar shall dismiss all of these applications simultaneously.

(組織変更の登記)

(Registration of Entity Conversion)

第百七条 合名会社が組織変更をした場合の組織変更後の株式会社についてする登記の申請書には、次の書面を添付しなければならない。

Article 107 (1) In filing a registration concerning a stock company after entity

conversion in cases where a general partnership company has effected an entity conversion, the following documents shall be attached to a written application for registration concerning the stock company after entity conversion:

一 組織変更計画書

(i) an entity conversion plan;

二 定款

(ii) the articles of incorporation; and

三 組織変更後の株式会社の取締役（組織変更後の株式会社が監査役設置会社（監査役の監査の範囲を会計に関するものに限定する旨の定款の定めがある株式会社を含む。）である場合にあつては、取締役及び監査役）が就任を承諾したことを証する書面

(iii) a document evidencing that each of directors (directors and company auditors, in cases where the stock company after entity conversion is a company with auditors (including a stock company the articles of incorporation of which provide that the scope of the audit by its company auditors shall be limited to an audit related to accounting) of the stock company after entity conversion has consented to assume their respective offices;

四 組織変更後の株式会社の会計参与又は会計監査人を定めたときは、第五十四条第二項各号に掲げる書面

(iv) in cases where an accounting advisor or an accounting auditor of a stock company after entity conversion has been appointed, the documents listed in the items of Article 54, paragraph (2);

五 第四十七条第二項第六号に掲げる書面

(v) a document listed in Article 47, paragraph (2), item (vi); and

六 会社法第七百八十一条第二項において準用する同法第七百七十九条第二項（第二号を除く。）の規定による公告及び催告をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該組織変更をしても当該債権者を害するおそれがないことを証する書面

(vi) a document evidencing that the public notice and the notices under Article 779, paragraph (2) of the Companies Act (excluding item (ii)) as applied mutatis mutandis pursuant to Article 781, paragraph (2) of said Act has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such entity conversion.

2 第七十六条及び第七十八条の規定は、前項に規定する場合について準用する。

(2) The provisions of Article 76 and Article 78 shall apply mutatis mutandis to

the cases prescribed in the preceding paragraph.

(合併の登記)

(Registration of Merger)

第百八条 吸収合併による変更の登記の申請書には、次の書面を添付しなければならない。

Article 108 (1) In filing a written application for a registration of change due to an absorption-type merger, the following documents shall be attached thereto:

一 吸収合併契約書

(i) an absorption-type merger agreement;

二 第八十条第五号から第十号までに掲げる書面

(ii) the documents listed in items (v) to (x) inclusive of Article 80;

三 会社法第八百二条第二項において準用する同法第七百九十九条第二項（第三号を除く。）の規定による公告及び催告（同法第八百二条第二項において準用する同法第七百九十九条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該吸収合併をしても当該債権者を害するおそれがないことを証する書面

(iii) a document evidencing that 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 said Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by means of electronic public notices pursuant to the provision of Article 799, paragraph (3) of said Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of said Act, the public notice by such method) has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such absorption-type merger; and

四 法人が吸収合併存続会社の社員となるときは、第九十四条第二号又は第三号に掲げる書面

(vi) in cases where a juridical person is to become a partner of a company surviving absorption-type merger, the document listed in Article 94, item (ii) or (iii).

2 新設合併による設立の登記の申請書には、次の書面を添付しなければならない。

(2) In filing a written application for a registration of incorporation due to a consolidation-type merger, the following documents shall be attached thereto:

- 一 新設合併契約書
  - (i) a consolidation-type merger agreement;
  - 二 定款
  - (ii) the articles of incorporation;
  - 三 第八十一条第五号及び第七号から第十号までに掲げる書面
  - (iii) the documents listed in item (v), and items (vii) to (x) inclusive of Article 81;
  - 四 新設合併消滅会社が株式会社であるときは、総株主の同意があつたことを証する書面
  - (iv) in cases where a company consolidated through consolidation-type merger is a stock company, a document evidencing that the consent of all the shareholders has been obtained; and
  - 五 法人が新設合併設立会社の社員となるときは、第九十四条第二号又は第三号に掲げる書面
  - (v) in cases where a juridical person is to become a partner of a company incorporated through consolidation-type merger, the document listed in Article 94, item (ii) or (iii).
- 3 第七十九条、第八十二条及び第八十三条の規定は、合名会社の登記について準用する。
- (3) The provisions of Article 79, Article 82 and Article 83 shall apply mutatis mutandis to a registration concerning a general partnership company.

(会社分割の登記)

(Registration of Company Split)

第百九条 吸収分割承継会社がする吸収分割による変更の登記の申請書には、次の書面を添付しなければならない。

Article 109 (1) With regard to a written application for a registration of change due to an absorption-type company split to be made by a succeeding company in absorption-type company split, the following documents shall be attached thereto:

一 吸収分割契約書

(i) an absorption-type company split agreement;

二 第八十五条第五号から第八号までに掲げる書面

(ii) the documents listed in items (v) to (viii) inclusive of Article 85;

三 会社法第八百二条第二項において準用する同法第七百九十九条第二項（第三号を除く。）の規定による公告及び催告（同法第八百二条第二項において準用する同法第七百九十九条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該吸収分割をしても当該債権者を害するおそれが

ないことを証する書面

(iii) a document evidencing that 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 said Act (in cases where, in addition to the public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 799, paragraph (3) of said Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of said Act, the public notice by such method) has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such absorption-type company split; and

四 法人が吸収分割承継会社の社員となるときは、第九十四条第二号又は第三号に掲げる書面

(iv) in cases where a juridical person is to become a partner of a succeeding company in absorption-type company split, the document listed in Article 94, item (ii) or (iii).

2 新設分割による設立の登記の申請書には、次の書面を添付しなければならない。

(2) In filing a written application for a registration of incorporation due to an incorporation-type company split, the following documents shall be attached thereto:

一 新設分割計画書

(i) an incorporation-type company split plan;

二 定款

(ii) the articles of incorporation;

三 第八十六条第五号から第八号までに掲げる書面

(iii) the documents listed in items (v) to (viii) inclusive of Article 86; and

四 法人が新設分割設立会社の社員となるときは、第九十四条第二号又は第三号に掲げる書面

(iv) in cases where a juridical person is to become a partner of a company incorporated through an incorporation-type company split, the document listed in Article 94, item (ii) or (iii).

3 第八十四条、第八十七条及び第八十八条の規定は、合名会社の登記について準用する。

(3) The provisions of Article 84, Article 87 and Article 88 shall apply mutatis mutandis to a registration of a general partnership company.

## 第七節 合資会社の登記

### Section 7 Registration of Limited Partnership Company

(設立の登記)

**(Registration of Incorporation)**

第百十条 設立の登記の申請書には、有限責任社員が既に履行した出資の価額を証する書面を添付しなければならない。

**Article 110** In filing a written application for a registration of incorporation, a document evidencing the value of contributions already made by limited partners shall be attached thereto.

(準用規定)

**(Provisions Applied Mutatis Mutandis)**

第百十一条 第四十七条第一項、第四十八条から第五十三条まで、第九十三条、第九十四条及び第九十六条から第百三条までの規定は、合資会社の登記について準用する。

**Article 111** The provisions of Article 47, paragraph (1), Article 48 to Article 53 inclusive, Article 93, Article 94 and Article 96 to Article 103 inclusive shall apply mutatis mutandis to a registration of a limited partnership company.

(出資履行の登記)

**(Registration of Performance of Contributions)**

第百十二条 有限責任社員の出資の履行による変更の登記の申請書には、その履行があったことを証する書面を添付しなければならない。

**Article 112** In filing a written application for a registration of change due to the performance of the contribution by limited partners, a document evidencing completion of said performance shall be attached thereto.

(持分会社の種類の変更の登記)

**(Registration of Change of Kind of Membership Company)**

第百十三条 合資会社が会社法第六百三十八条第二項第一号又は第六百三十九条第一項の規定により合名会社となつた場合の合名会社についてする登記の申請書には、定款を添付しなければならない。

**Article 113** (1) In cases where a limited partnership company has become a general partnership company pursuant to the provision of Article 638, paragraph (2), item (i) or Article 639, paragraph (1) of the Companies Act, in filing a written application for a registration concerning such general partnership company, the articles of incorporation shall be attached thereto.

2 合資会社が会社法第六百三十八条第二項第二号又は第六百三十九条第二項の規定により合同会社となつた場合の合同会社についてする登記の申請書には、次の書面を添付しなければならない。

(2) In cases where a limited partnership company has become a limited liability company pursuant to the provision of Article 638, paragraph (2), item (ii) or Article 639, paragraph (2) of the Companies Act, in filing a written application

for a registration concerning such limited liability company, the following documents shall be attached thereto:

一 定款

(i) the articles of incorporation; and

二 会社法第六百三十八条第二項第二号の規定により合同会社となつた場合には、同法第六百四十条第一項の規定による出資に係る払込み及び給付が完了したことを証する書面

(ii) in cases where said company has become a limited liability company pursuant to the provision of Article 638, paragraph (2), item (ii) of the Companies Act, a document evidencing completion of the payment in and delivery relating to the contributions under Article 640, paragraph (1) of said Act.

3 第百四条及び第百六条の規定は、前二項の場合について準用する。

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

(組織変更の登記)

(Registration of Entity Conversion)

第百十四条 第百七条の規定は、合資会社が組織変更をした場合について準用する。

Article 114 The provision of Article 107 shall apply mutatis mutandis to the cases where a limited partnership company has effected an entity conversion.

(合併の登記)

(Registration of Merger)

第百十五条 第百八条の規定は、合資会社の登記について準用する。

Article 115 (1) The provision of Article 108 shall apply mutatis mutandis to registration of a limited partnership company.

2 第百十条の規定は、吸収合併による変更の登記及び新設合併による設立の登記について準用する。

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

(会社分割の登記)

(Registration of Company Split)

第百十六条 第百九条の規定は、合資会社の登記について準用する。

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

2 第百十条の規定は、吸収分割承継会社がする吸収分割による変更の登記及び新設分割による設立の登記について準用する。

(2) The provision of Article 110 shall apply mutatis mutandis to a registration of

change due to absorption-type company split to be made by a succeeding company in absorption-type company split and a registration of incorporation due to incorporation-type company split.

## 第八節 合同会社の登記

### Section 8 Registration of Limited Liability Company

(設立の登記)

(Registration of Incorporation)

第百十七条 設立の登記の申請書には、法令に別段の定めがある場合を除き、会社法第百七十八条に規定する出資に係る払込み及び給付があつたことを証する書面を添付しなければならない。

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

(準用規定)

(Provisions Applied Mutatis Mutandis)

第百十八条 第四十七条第一項、第四十八条から第五十三条まで、第九十三条、第九十四条、第九十六条から第一百一条まで及び第百三条の規定は、合同会社の登記について準用する。

Article 118 The provisions of Article 47, paragraph (1), Article 48 to Article 53 inclusive, Article 93, Article 94, Article 96 to Article 101 inclusive and Article 103 shall apply mutatis mutandis to registration of a limited liability company.

(社員の加入による変更の登記)

(Registration of Change Due to Admission of Partners)

第百十九条 社員の加入による変更の登記の申請書には、会社法第六百四条第三項に規定する出資に係る払込み又は給付があつたことを証する書面を添付しなければならない。

Article 119 In filing a written application for a registration of change due to the admission of partners, a document evidencing completion of the payment in or delivery relating to the contributions under Article 604, paragraph (3) of the Companies Act shall be attached thereto.

(資本金の額の減少による変更の登記)

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

第百二十条 資本金の額の減少による変更の登記の申請書には、会社法第六百二十七条第二項の規定による公告及び催告（同条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これら



の方法による公告)をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該資本金の額の減少をしても当該債権者を害するおそれがないことを証する書面を添付しなければならない。

Article 120 In filing a written application for a registration of change due to a reduction in the amount of stated capital, a document evidencing that the public notice and the notices under Article 627, paragraph (2) of the Companies Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of paragraph (3) of said Article, the public notice by such method) has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such reduction in the amount of stated capital.

(清算終了の登記)

(Registration of Completion of Liquidation)

第二百十一条 清算終了の登記の申請書には、会社法第六百六十七条の規定による清算に係る計算の承認があつたことを証する書面を添付しなければならない。

Article 121 In filing a written application for a registration of completion of liquidation, a document evidencing that the accounting relating to the liquidation has been approved pursuant to the provision of Article 667 of the Companies Act shall be attached thereto.

(持分会社の種類の変更の登記)

(Registration of Change of Kind of Membership Company)

第二百十二条 合同会社が会社法第六百三十八条第三項第一号の規定により合名会社となつた場合の合名会社についてする登記の申請書には、定款を添付しなければならない。

Article 122 (1) In cases where a limited liability company has become a general partnership company pursuant to the provision of Article 638, paragraph (3), item (i) of the Companies Act, in filing a written application for a registration concerning such general partnership company, the articles of incorporation shall be attached thereto.

2 合同会社が会社法第六百三十八条第三項第二号又は第三号の規定により合資会社となつた場合の合資会社についてする登記の申請書には、次の書面を添付しなければならない。

(2) In cases where a limited liability company has become a limited partnership company pursuant to the provision of Article 638, paragraph (3), item (ii) or

(iii) of the Companies Act, in filing a written application for a registration concerning such limited partnership company, the following documents shall be attached thereto:

一 定款

(i) the articles of incorporation;

二 有限責任社員が既に履行した出資の価額を証する書面

(ii) a document evidencing the value of contributions already performed by limited partners; and

三 無限責任社員を加入させたときは、その加入を証する書面（法人である社員の加入の場合にあつては、第九十四条第二号又は第三号に掲げる書面を含む。）

(iii) in cases where any unlimited partner has been admitted, a document evidencing such admission (in the case of the admission of a partner which is a juridical person, including a document listed in Article 94, item (ii) or (iii)).

3 第百四条及び第百六条の規定は、前二項の場合について準用する。

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

(組織変更の登記)

(Registration of Entity Conversion)

第百二十三条 第百七条の規定は、合同会社が組織変更をした場合について準用する。この場合において、同条第一項第六号中「公告及び催告」とあるのは、「公告及び催告（同法第七百八十一条第二項において準用する同法第七百七十九条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）」と読み替えるものとする。

Article 123 The provision of Article 107 shall apply mutatis mutandis to the cases where a limited liability company has effected an entity conversion. In this case, the term "the public notice and the notices" in item (vi), paragraph (1) of said Article shall be deemed to be replaced with "the public notice and the notices (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 779, paragraph (3) of said Act as applied mutatis mutandis pursuant to Article 781, paragraph (2) of said Act, the public notice by such method)".

(合併の登記)

(Registration of Merger)

第百二十四条 第百八条の規定は、合同会社の登記について準用する。この場合において、同条第一項第四号及び第二項第五号中「社員」とあるのは、「業務を執行する社員」と読み替えるものとする。

Article 124 The provision of Article 108 shall apply mutatis mutandis to

registration of a limited liability company. In this case, the term "partner" in item (iv) of paragraph (1) and item (v) of paragraph (2) of said Article shall be deemed to be replaced with "partner executing the business".

(会社分割の登記)

(Registration of Company Split)

第百二十五条 第百九条の規定は、合同会社の登記について準用する。この場合において、同条第一項第四号及び第二項第四号中「社員」とあるのは、「業務を執行する社員」と読み替えるものとする。

Article 125 The provision of Article 109 shall apply mutatis mutandis to the registration of a limited liability company. In this case, the term "partner" in item (iv) of paragraph (1) and item (iv) of paragraph (2) of said Article shall be deemed to be replaced with "partner executing the business".

(株式交換の登記)

(Registration of Share Exchange)

第百二十六条 株式交換完全親会社がする株式交換による変更の登記の申請書には、次の書面を添付しなければならない。

Article 126 (1) With regard to a written application for a registration of change due to a share exchange to be made by a wholly owning parent company in share exchange, the following documents shall be attached thereto:

一 株式交換契約書

(i) a share exchange agreement;

二 第八十九条第五号から第八号までに掲げる書面

(ii) the documents listed in items (v) to (viii) inclusive of Article 89;

三 会社法第八百二条第二項において準用する同法第七百九十九条第二項（第三号を除く。）の規定による公告及び催告（同法第八百二条第二項において準用する同法第七百九十九条第三項の規定により公告を官報のほか時事に関する事項を掲載する日刊新聞紙又は電子公告によつてした場合にあつては、これらの方法による公告）をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は当該株式交換をしても当該債権者を害するおそれがないことを証する書面

(iii) a document evidencing that 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 said Act (in cases where, in addition to public notice in an official gazette, a public notice has been given by publication in a daily newspaper that publishes matters on current affairs or by method of electronic public notices pursuant to the provision of Article 799, paragraph (3) of said Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of said Act, the public notice

by such method) has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such share exchange; and

四 法人が株式交換完全親会社の業務を執行する社員となるときは、第九十四条第二号又は第三号に掲げる書面

(iv) in cases where a juridical person is to become a partner executing the business of a wholly owning parent company in share exchange, the document listed in Article 94, item (ii) or (iii).

2 第九十一条及び第九十二条の規定は、合同会社の登記について準用する。

(2) The provisions of Article 91 and Article 92 shall apply mutatis mutandis to registrations of limited liability companies.

### 第九節 外国会社の登記

#### Section 9 Registration of Foreign Company

(管轄の特例)

(Special Provision on Jurisdiction)

第二百二十七条 日本に営業所を設けていない外国会社の日本における代表者（日本に住所を有するものに限る。第百三十条第一項を除き、以下この節において同じ。）の住所地は、第一条の三及び第二十四条第一号の規定の適用については、営業所の所在地とみなす。

Article 127 With regard to the application of 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 shall apply in this Section excluding Article 130, paragraph (1)) of a foreign company that has not established a business office in Japan shall be deemed to be the location of the business office.

(申請人)

(Registration Applicant)

第二百二十八条 外国会社の登記の申請については、日本における代表者が外国会社を代表する。

Article 128 In filing an application for registration of a foreign company, a representative in Japan shall represent the foreign company.

(外国会社の登記)

(Registration of Foreign Company)

第二百二十九条 会社法第九百三十三条第一項の規定による外国会社の登記の申請書には、次の書面を添付しなければならない。

- Article 129 (1) In filing a written application for registration of a foreign company pursuant to the provision of Article 933, paragraph (1) of the Companies Act, the following documents shall be attached thereto:
- 一 本店の存在を認めるに足りる書面
  - (i) a document which sufficiently evidences the existence of the head office;
  - 二 日本における代表者の資格を証する書面
  - (ii) a document evidencing the capacity of the representative in Japan;
  - 三 外国会社の定款その他外国会社の性質を識別するに足りる書面
  - (iii) the articles of incorporation of the foreign company and any other document sufficiently characterizing the nature of the foreign company; and
  - 四 会社法第九百三十九条第二項の規定による公告方法についての定めがあるときは、これを証する書面
  - (iv) in cases where methods of public notice have been provided pursuant to the provision of Article 939, paragraph (2) of the Companies Act, a document evidencing such provision.
- 2 前項の書類は、外国会社の本国の管轄官庁又は日本における領事その他権限がある官憲の認証を受けたものでなければならない。
- (2) The documents set forth in the preceding paragraph shall be certified by the competent government agency or consul in Japan of the foreign company's own state or any other competent authority.
- 3 第一項の登記の申請書に他の登記所の登記事項証明書で日本における代表者を定めた旨又は日本に営業所を設けた旨の記載があるものを添付したときは、同項の書面の添付を要しない。
- (3) In cases where an applicant has attached to its written application for registration set forth in paragraph (1) a certificate of registered matters 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 said paragraph needs to be attached.

(変更の登記)

(Registration of Change)

第百三十条 日本における代表者の変更又は外国において生じた登記事項の変更についての登記の申請書には、その変更の事実を証する外国会社の本国の管轄官庁又は日本における領事その他権限がある官憲の認証を受けた書面を添付しなければならない。

Article 130 (1) In filing a written application for a registration of change of representative in Japan or of a change to the registered matters which has arisen in the foreign country, a document evidencing the fact of such change certified by the competent government agency or consul in Japan of the foreign company's own state or any other competent authority shall be attached thereto.

2 日本における代表者の全員が退任しようとする場合には、その登記の申請書には、

前項の書面のほか、会社法第八百二十条第一項の規定による公告及び催告をしたこと並びに異議を述べた債権者があるときは、当該債権者に対し弁済し若しくは相当の担保を提供し若しくは当該債権者に弁済を受けさせることを目的として相当の財産を信託したこと又は退任をしても当該債権者を害するおそれがないことを証する書面を添付しなければならない。ただし、当該外国会社が同法第八百二十二条第一項の規定により清算の開始を命じられたときは、この限りでない。

(2) In cases where all of the representatives in Japan intend to resign, in filing a written application for registration due to such resignation, a document evidencing that the public notice and the notices under Article 820, paragraph (1) of the Companies Act has been given, and, if any creditor has raised an objection, a document evidencing that the company has made a payment or provided equivalent security to such creditor or has entrusted equivalent property for the purpose of making such creditor receive the payment, or that there is no risk of harm to such creditor by such resignation shall be attached thereto in addition to the document set forth in the preceding paragraph; provided, however, that this shall not apply to the cases where the foreign company has received an order for the commencement of liquidation pursuant to the provision of Article 822, paragraph (1) of said Act.

3 前二項の登記の申請書に他の登記所において既に前二項の登記をしたことを証する書面を添付したときは、前二項の書面の添付を要しない。

(3) In cases where 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.

(準用規定)

(Provisions Applied Mutatis Mutandis)

第一百三十一条 第五十一条及び第五十二条の規定は、外国会社がすべての営業所を他の登記所の管轄区域内に移転した場合について準用する。

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

2 第五十一条及び第五十二条の規定は、外国会社がすべての営業所を閉鎖した場合（日本における代表者の全員が退任しようとするときを除く。）について準用する。この場合においては、これらの規定中「新所在地」とあるのは「日本における代表者（日本に住所を有するものに限る。）の住所地」と、「旧所在地」とあるのは「最後に閉鎖した営業所（営業所が複数あるときは、そのいずれか）の所在地」と読み替えるものとする。

(2) The provisions of Article 51 and Article 52 shall apply mutatis mutandis to cases where a foreign company has closed all of its business offices (excluding

the cases where all of its representatives in Japan intend to resign). In this case, each of the terms "new location" and "former location" in these provisions shall be deemed to be replaced with, respectively, "domicile of a representative in Japan (limited to one whose domicile is in Japan)" and "location of the final business office to be closed (in cases where there are two or more business offices, either of them)".

3 第五十一条及び第五十二条の規定は、日本に営業所を設けていない外国会社の日本における代表者の全員がその住所を他の登記所の管轄区域内に移転した場合について準用する。

(3) The provisions of Article 51 and Article 52 shall apply mutatis mutandis to the cases where 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 第五十一条及び第五十二条の規定は、日本に営業所を設けていない外国会社が他の登記所の管轄区域内に営業所を設けた場合について準用する。この場合においては、これらの規定中「新所在地」とあるのは「営業所の所在地」と、「旧所在地」とあるのは「日本における代表者（日本に住所を有するものに限る。）の住所地」と読み替えるものとする。

(4) The provisions of Article 51 and Article 52 shall apply mutatis mutandis to the cases where 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 this case, each of the terms "new location" and "former location" in these provisions shall be deemed to be replaced with, respectively, "location of business office" and "domicile of representative in Japan (limited to one whose domicile is in Japan)".

#### 第十節 登記の更正及び抹消

#### Section 10 Correction and Cancellation of Registration

(更正)

(Correction)

第一百三十二条 登記に錯誤又は遺漏があるときは、当事者は、その登記の更正を申請することができる。

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

2 更正の申請書には、錯誤又は遺漏があることを証する書面を添付しなければならない。ただし、氏、名又は住所の更正については、この限りでない。

(2) In filing a written application for correction, a document evidencing the existence of the error or omission shall be attached thereto; provided, however, that this shall not apply to cases of correction of a surname, name or address.

第百三十三条 登記官は、登記に錯誤又は遺漏があることを発見したときは、遅滞なく、登記をした者にその旨を通知しなければならない。ただし、その錯誤又は遺漏が登記官の過誤によるものであるときは、この限りでない。

Article 133 (1) In cases where a registrar has found any error or omission regarding a registration, he/she shall give notice to a person who has made said application to that effect without delay; provided, however, that this shall not apply to the case where the error or omission has been caused by a mistake committed by a registrar.

2 前項ただし書の場合においては、登記官は、遅滞なく、監督法務局又は地方法務局の長の許可を得て、登記の更正をしなければならない。

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

(抹消の申請)

(Application for Cancellation)

第百三十四条 登記が次の各号のいずれかに該当するときは、当事者は、その登記の抹消を申請することができる。

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

一 第二十四条第一号から第三号まで又は第五号に掲げる事由があること。

(i) that any of the grounds listed in items (i) to (iii) inclusive or item (v) of Article 24 is applicable; or

二 登記された事項につき無効の原因があること。ただし、訴えをもつてのみその無効を主張することができる場合を除く。

(ii) that any of the registered matters has a ground for invalidation; provided, however, that this shall not apply to the cases where such invalidation may only be asserted by means of filing an action.

2 第百三十二条第二項の規定は、前項第二号の場合に準用する。

(2) The provision of Article 132, paragraph (2) shall apply mutatis mutandis to the case prescribed in item (ii) of the preceding paragraph.

(職権抹消)

(Ex Officio Cancellation)

第百三十五条 登記官は、登記が前条第一項各号のいずれかに該当することを発見したときは、登記をした者に、一月をこえない一定の期間内に書面で異議を述べないときは登記を抹消すべき旨を通知しなければならない。

Article 135 (1) In cases where a registrar has found that the registration falls under any of the items of paragraph (1) of the preceding Article, he/she shall



give notice to the person who has made said registration to the effect that the registration will be cancelled unless said person files an objection in writing within a fixed period not exceeding one month.

2 登記官は、登記をした者の住所又は居所が知れないときは、前項の通知に代え官報で公告しなければならない。

(2) In cases where the domicile or residence of any person who has made the registration is unknown, the registrar shall, in lieu of giving notice as set forth in the preceding paragraph, give public notice of the information to be notified.

3 登記官は、官報のほか相当と認める新聞紙に同一の公告を掲載することができる。

(3) A registrar may, in addition to publication in an official gazette, post a public notice of the same information in a newspaper as he/she may deem appropriate.

第三百三十六条 登記官は、異議を述べた者があるときは、その異議につき決定をしなければならない。

Article 136 In cases where there is a person who has filed an objection, a registrar shall render a decision with regard to such objection.

第三百三十七条 登記官は、異議を述べた者がいないとき、又は異議を却下したときは、登記を抹消しなければならない。

Article 137 In cases where no person has filed an objection, or where the registrar has dismissed such objection, the registrar shall cancel the registration.

第三百三十八条 前三条の規定は、本店及び支店の所在地において登記すべき事項の登記については、本店の所在地においてした登記にのみ適用する。ただし、支店の所在地における登記のみにつき抹消の事由があるときは、この限りでない。

Article 138 (1) With regard to the registration of the matters to be registered at the location of the head office and branch offices, the provisions of the preceding three Articles shall only be applicable to a registration made at the location of the head office; provided, however, that this shall not apply to the cases where only a registration made at the location of a branch office has any ground for cancellation.

2 前項本文の場合において、登記を抹消したときは、登記官は、遅滞なく、その旨を支店の所在地の登記所に通知しなければならない。

(2) In the case referred to in the main text of the preceding paragraph, if a registrar has effected the cancellation of a registration, he/she shall, without delay, notify the registry office to that effect with the location of the branch office.

3 前項の通知を受けたときは、登記官は、遅滞なく、登記を抹消しなければならない。

(3) A registrar shall effect the cancellation of a registration without delay upon receipt of the notice set forth in the preceding paragraph.

## 第四章 雑則

### Chapter 4 Miscellaneous Provisions

(行政手続法の適用除外)

(Exclusion from Application of the Administrative Procedure Act)

第百三十九条 登記官の処分については、行政手続法（平成五年法律第八十八号）第二章及び第三章の規定は、適用しない。

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

(行政機関の保有する情報の公開に関する法律の適用除外)

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

第百四十条 登記簿及びその附属書類については、行政機関の保有する情報の公開に関する法律（平成十一年法律第四十二号）の規定は、適用しない。

Article 140 The provisions of the Act on Access to Information Held by Administrative Organs (Act No. 42 of 1999) shall not apply to a registry nor the documents annexed thereto.

(行政機関の保有する個人情報の保護に関する法律の適用除外)

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

第百四十一条 登記簿及びその附属書類に記録されている保有個人情報（行政機関の保有する個人情報の保護に関する法律（平成十五年法律第五十八号）第二条第三項に規定する保有個人情報をいう。）については、同法第四章の規定は、適用しない。

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) shall not apply to the retained personal information (meaning the retained personal information prescribed in Article 2, paragraph (3) of said Act) which is recorded in a registry nor the documents annexed thereto.

(審査請求)

(Request for Review)

第百四十二条 登記官の処分を不当とする者は、当該登記官を監督する法務局又は地方法務局の長に審査請求をすることができる。

Article 142 A person who considers a disposition made by a registrar to be unjust may make a request for review to the Director of the Legal Affairs Bureau or District Legal Affairs Bureau who supervises said registrar.

第四百三十三條 審査請求は、登記官を経由してしなければならない。  
Article 143 A request for review shall be filed via the registrar.

(審査請求事件の処理)

(Handling of Request for Review Case)

第四百四十四條 登記官は、審査請求を理由があると認めるときは、相当の処分をしなければならない。

Article 144 A registrar, when he/she finds a request for review to be well-grounded, shall make a reasonable disposition.

第四百四十五條 登記官は、審査請求を理由がないと認めるときは、その請求の日から三日以内に、意見を付して事件を第四百四十二條の法務局又は地方法務局の長に送付しなければならない。

Article 145 A registrar, when he/she finds a request for review to be groundless, shall refer the case to the Director of the Legal Affairs Bureau or District Legal Affairs Bureau set forth in Article 142 within three days from the date of the request, with his/her opinions attached thereto.

第四百四十六條 第四百四十二條の法務局又は地方法務局の長は、審査請求を理由があると認めるときは、登記官に相当の処分を命じ、その旨を審査請求人のほか登記上の利害関係人に通知しなければならない。

Article 146 The Director of the Legal Affairs Bureau or District Legal Affairs Bureau set forth in Article 142, when he/she finds a request for review to be well-grounded, shall order the registrar to make a reasonable disposition, and shall give notice to the requester for the review and any other person who has an interest in the registration to that effect.

(行政不服審査法の適用除外)

(Exclusion from Application of the Administrative Appeal Act)

第四百四十七條 登記官の処分に係る審査請求については、行政不服審査法（昭和三十七年法律第六十号）第十四條、第十七條、第二十四條、第二十五條第一項ただし書、第三十四條第二項から第七項まで、第三十七條第六項、第四十條第三項から第六項まで及び第四十三條の規定は、適用しない。

Article 147 The provisions of Article 14, Article 17, Article 24, the proviso to Article 25, paragraph (1), Article 34, paragraphs (2) to (7) inclusive, Article 37, paragraph (6), Article 40, paragraphs (3) to (6) inclusive and Article 43 of the Administrative Appeal Act (Act No. 160 of 1962) shall not apply to a request for review pertaining to a disposition made by a registrar.

(省令への委任)

(Delegation to Ordinance of the Ministry)

第百四十八条 この法律に定めるもののほか、登記簿の調製、登記申請書の様式及び添付書面その他この法律の施行に関し必要な事項は、法務省令で定める。

Article 148 In addition to what is provided for in this Act, matters concerning the preparation of registries, application forms for registration and documents to be attached to the application as well as any other matter necessary for the enforcement of this Act shall be prescribed by the Ordinance of the Ministry of Justice.

#### 附 則

#### Supplementary Provisions

1 この法律は、昭和三十九年四月一日から施行する。

(1) This Act shall come into effect as from April 1, 1964.

2 この法律の施行に伴い必要な経過措置その他の事項は、別に法律で定める。

(2) Transitional measures and other matters necessary for the enforcement of this Act shall be prescribed separately by another act.