

開示用電子情報処理組織による手続の特例等に関する 内閣府令

Cabinet Office Order on Special Rules on Procedures Undertaken Using an Electronic Data Processing System for Disclosure

(平成十四年五月二十二日内閣府令第四十五号)
(Cabinet Office Order No. 45 of May 22, 2002)

証券取引法及び金融先物取引法の一部を改正する法律（平成十二年法律第九十六号）の施行に伴い、並びに証券取引法（昭和二十三年法律第二十五号）第二十七条の三十の三第二項、第二十七条の三十の四第二項及び第百九十四条の六第三項の規定に基づき、開示用電子情報処理組織による手続の特例等に関する内閣府令を次のように定める。

In conjunction with the enforcement of the Act Partially Amending the Securities and Exchange Act and the Financial Futures Trading Act (Act No. 96 of 2000), and pursuant to the provisions of Article 27-30-3, paragraph (2), Article 27-30-4, paragraph (2) and Article 194-6, paragraph (3) of the Securities and Exchange Act (Act No. 25 of 1948), the Cabinet Office Order on Special Rules on Procedures Undertaken Using an Electronic Data Processing System for Disclosure is established as follows.

(電子開示手続又は任意電子開示手続の方法)

(Method of Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure)

第一条 金融商品取引法施行令（昭和四十年政令第三百二十一号。以下「令」という。）第十四条の十第一項の規定により電子開示手続（金融商品取引法（以下「法」という。）第二十七条の三十の二に規定する電子開示手続をいう。以下同じ。）又は任意電子開示手続（法第二十七条の三十の二に規定する任意電子開示手続をいう。以下同じ。）を行う者は、当該電子開示手続又は任意電子開示手続を行う者の使用に係る入出力装置（令第十四条の十第一項の入出力装置をいう。以下同じ。）により識別番号及び暗証番号を入力して当該入出力装置と法第二十七条の三十の二の電子計算機とを電気通信回線を使用して接続し、かつ、入出力装置から入力できる方式で、電子開示手続又は任意電子開示手続を文書をもって行う場合に記載すべきこととされている事項を、入力して行わなければならない。ただし、当該事項のうち押印及び署名については省略することができる。

Article 1 A person that carries out an electronic disclosure procedure (meaning an electronic disclosure procedure prescribed in Article 27-30-2 of the Financial Instruments and Exchange Act (hereinafter referred to as the "Act")); the same applies hereinafter) or discretionary electronic disclosure procedure (meaning a

discretionary electronic disclosure procedure prescribed in Article 27-30-2 of the Act; the same applies hereinafter) pursuant to the provisions of Article 14-10, paragraph (1) of the Order for Enforcement of the Financial Instruments and Exchange Act (Cabinet Order No. 321 of 1965; hereinafter referred to as the "Order") must enter the particulars to be stated in the written documents in the case where an electronic disclosure procedure or discretionary electronic disclosure procedure is carried out in writing with an input-output device (meaning input-output device referred to in Article 14-10, paragraph (1) of the Order; the same applies hereinafter) used by the person that carries out the electronic disclosure procedure or discretionary electronic disclosure procedure, based on a method by which the input-output device and the computer referred to in Article 27-30-2 of the Act can be connected over a telecommunications line by entering an identification number and security number, and by which input can be performed from the input-output device; provided, however, that among those particulars, the signature and seal may be omitted.

(電子開示手続又は任意電子開示手続に係る届出等)

(Notification Pertaining to an Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure)

第二条 令第十四条の十第二項の規定により届け出ようとする者（以下この条において「届出者」という。）は、第一号様式により作成した書面（当該届出者の使用に係る入出力装置と法第二十七条の三十の二の電子計算機とを電気通信回線で接続し、第一号様式に記載すべき事項その他の事項を入力することにより取得する番号を記載したものに限る。以下「電子開示システム届出書」という。）を、当該電子開示手続又は任意電子開示手続を文書をもって行う場合に提出すべきこととされている財務局長又は福岡財務支局長（以下「財務局長等」という。）に提出しなければならない。

Article 2 (1) A person that seeks to make a notification pursuant to the provisions of Article 14-10, paragraph (2) of the Order (hereinafter referred to as "person making the notification" in this Article) must submit a document prepared using Form 1 (limited to that stating the number obtained by connecting the input-output device used by the person making the notification and the computer referred to in Article 27-30-2 of the Act over a telecommunications line and by entering the particulars to be stated in Form 1 and others; hereinafter referred to as an "electronic disclosure system notice") to the Director-General of the Local Finance Bureau or the Director-General of the Fukuoka Local Finance Branch Bureau to whom the notification is to be submitted in a case where the electronic disclosure procedure or discretionary electronic disclosure procedure is carried out in writing (hereinafter referred to as "Director-General of the Local Finance Bureau, etc.").

2 財務局長等は、前項の規定により電子開示システム届出書の提出があった場合には、当該電子開示システム届出書を受理した日（第六項及び第七項において「受理日」と

いう。)、金融庁長官により届出者に付与される当該届出者を特定するための番号並びに電子開示手続又は任意電子開示手続を行うために必要な識別番号及び暗証番号を当該電子開示システム届出書を提出した届出者に通知するものとする。

(2) The Director-General of the Local Finance Bureau, etc. is to, in the case where an electronic disclosure system notice has been submitted pursuant to the provisions of the preceding paragraph, notify the person making the notification that submitted the electronic disclosure system notice of the date on which the electronic disclosure system notice was received (referred to as the "receipt date" in paragraphs (6) and (7)), the number assigned to the person making the notification by the Commissioner of the Financial Services Agency to identify the person making the notification, and the identification number and the security number required to carry out an electronic disclosure procedure or discretionary electronic disclosure procedure.

3 外国法人（外国債等（外国債等の発行者の内容等の開示に関する内閣府令（昭和四十七年大蔵省令第二十六号）第一条第一号に規定する外国債等をいう。次項において同じ。）の発行者（法第二条第五項に規定する発行者をいう。以下同じ。）を含む。以下同じ。）又は非居住者（外国為替及び外国貿易法（昭和二十四年法律第二百二十八号）第六条第一項第六号に規定する非居住者をいい、個人である場合に限る。）が届出者である場合にあっては、第一項に規定する電子開示システム届出書の提出をするときには、本邦内に住所を有する者であって、当該提出に関する一切の行為につき、当該届出者を代理する権限を有するものを定めなければならない。

(3) In the case where the person making the notification is a foreign corporation (including an issuer (meaning an issuer prescribed in Article 2, paragraph (5) of the Act; the same applies hereinafter) of foreign government bonds, etc. (meaning foreign government bonds, etc. prescribed in Article 1, item (i) of the Cabinet Office Order on Disclosure of Information on Issuers of Foreign Government Bonds (Ministry of Finance Order No. 26 of 1972); the same applies in the following paragraph); the same applies hereinafter) or a non-resident (meaning a non-resident prescribed in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act (Act No. 228 of 1949); limited to an individual), a person domiciled in Japan that has the authority to represent the person making the notification in all acts related to the submission of the electronic disclosure system notice under paragraph (1) must be specified when submitting the electronic disclosure system notice.

4 令第十四条の十第二項の規定により定款その他の書類を提出しなければならない届出者は、第一項の電子開示システム届出書に、次の各号に掲げる届出者の区分に応じ、当該各号に定める書類を添付しなければならない。

(4) The person making the notification that must submit articles of incorporation and other documents pursuant to the provisions of Article 14-10, paragraph (2) of the Order must attach the documents listed in the following items to the electronic disclosure system notice referred to in paragraph (1) according to the

category of the person making the notification specified therein:

一 内国法人 次に掲げる書類

(i) domestic corporation: the following documents:

イ 定款又はこれに準ずるもの

(a) articles of incorporation or document equivalent thereto; and

ロ 登記事項証明書又はこれに準ずるもの（当該書類を提出しようとする日前三月以内に交付を受けたものに限る。）

(b) certificate of registered information or document equivalent thereto

(limited to one issued within three months prior to the date on which the document is to be submitted);

二 外国法人 次に掲げる書類

(ii) foreign corporation: the following documents:

イ 前号イ及びロに掲げる書類（届出者が外国債等の発行者である場合を除く。）

(a) documents specified in (a) and (b) of the preceding item (excluding the cases in which the person making the notification is an issuer of foreign government bonds, etc.); and

ロ 当該届出者が、本邦内に住所を有する者に、前項に規定する権限を付与したことを証する書面

(b) a document evidencing that the person making the notification has granted the authority prescribed in the preceding paragraph to a person domiciled in Japan;

三 個人 次に掲げる書類

(iii) an individual: the following documents:

イ 住民票の抄本又はこれに準ずるもの

(a) extract of residence certificate or document equivalent thereto; and

ロ 前号ロに掲げる書類（届出者が非居住者（外国為替及び外国貿易法第六条第一項第六号に規定する非居住者をいう。）である場合に限る。）

(b) document specified in (b) of the preceding item (limited to the cases in which the person making the notification is a non-resident (meaning a non-resident prescribed in Article 6, paragraph (1), item (vi) of the Foreign Exchange and Foreign Trade Act)).

5 第一項の規定により提出した電子開示システム届出書の記載事項に変更があった場合（前項の規定により添付しなければならない書類に変更があった場合を含む。）には、遅滞なく、当該変更内容を記載した書面を財務局長等に提出しなければならない。

(5) In the case where there has been a change in the particulars to be stated in the electronic disclosure system notice submitted pursuant to the provisions of paragraph (1) (including the cases in which there has been a change in the documents that must be attached pursuant to the provisions of the preceding paragraph), a document describing the changes must be submitted to the Director-General of the Local Finance Bureau, etc. without delay.

6 既届出者（令第十四条の十第二項本文の規定により既に届出を行った者をいう。以

下この項において同じ。)が、同条第二項ただし書の規定により定款その他の書類を提出する場合には、次の各号に掲げる既届出者の区分に応じ、当該各号に定める書類を、受理日から起算して三年を経過するごとに、その三年を経過した日(次項において「基準日」という。)から一月以内に当該財務局長等に提出しなければならない。

(6) In the case where a person that already made a notification (meaning a person that has already made the notification under the main clause of Article 14-10, paragraph (2) of the Order; hereinafter the same applies in this paragraph) submits articles of incorporation or other documents under the proviso to paragraph (2) of that Article, the person that already made the notification must submit the documents listed in the following items according to the category of the person that already made the notification specified therein to the Director-General of the Local Finance Bureau, etc. every three years, within one month after the day on which three years have passed from the receipt date (referred to as the "reference date" in the following paragraph):

一 内国法人 第四項第一号に定める書類

(i) domestic corporation: documents prescribed in paragraph (4), item (i);

二 外国法人 第四項第二号(ロを除く。)に定める書類

(ii) foreign corporation: documents prescribed in paragraph (4), item (ii) (excluding (b));

三 個人 第四項第三号(ロを除く。)に定める書類

(iii) individual: documents prescribed in paragraph (4), item (iii) (excluding (b)).

7 令第十四条の十第二項ただし書に規定する内閣府令で定めるときは、次の各号に掲げる場合とする。

(7) The cases specified by Cabinet Office Order under the proviso to Article 14-10, paragraph (2) of the Order are the cases in each of the following items:

一 令第十四条の十第二項本文の規定により届出を行った者が、当該届出に係る受理日から起算して三年を経過する日までの間に電子開示手続又は任意電子開示手続を行う場合

(i) when the person that made the notification under the main clause of Article 14-10, paragraph (2) of the Order carries out an electronic disclosure procedure or discretionary electronic disclosure procedure during the period of three years from the receipt date pertaining to the notification;

二 基準日において、届出書提出者が法第二十四条第一項各号に掲げる有価証券の発行者に該当する場合

(ii) when the person that submitted the notification corresponds to an issuer of securities listed in any of the items of Article 24, paragraph (1) of the Act as of the reference date; and

三 基準日において、届出書提出者が法第二十七条の二十六第一項に規定する特例対象株券等の保有者に該当する場合

(iii) when the person that submitted the notification corresponds to a holder of share certificates, etc. subject to special rules prescribed in Article 27-26,

paragraph (1) of the Act as of the reference date.

- 8 第四項第二号及び第三号並びに第六項第二号及び第三号に定める書類が日本語をもって記載したものでないときは、その日本語による翻訳文を付さなければならない。ただし、法第五条第六項の規定により同項各号に掲げる書類又は法第二十四条第八項の規定により同項に規定する外国会社報告書を提出しようとする者が、第四項第二号又は第六項第二号に定める書類を提出する場合は、この限りでない。

- (8) When the documents set forth in paragraph (4), items (ii) and (iii), and paragraph (6), items (ii) and (iii) are not written in Japanese, a Japanese translation of the documents must be attached to those documents; provided, however, that this does not apply if a person that seeks to submit the document set forth in the items of Article 5, paragraph (6) of the Act pursuant to the provisions of that paragraph or a foreign company report prescribed in Article 24, paragraph (8) of the Act pursuant to the provisions of that paragraph submits the document specified in paragraph (4), item (ii) or paragraph (6), item (ii).

(磁気ディスクの提出による電子開示手続又は任意電子開示手続の承認等)

(Approval of Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure by Submission of Magnetic Disk)

第三条 令第十四条の十一第一項の規定により磁気ディスク（同条第二項の磁気ディスクをいい、これに準ずる方法により一定の事項を確実に記録しておくことができる物を含む。次条において同じ。）の提出による電子開示手続又は任意電子開示手続を行うための承認を得ようとする者は、第二号様式により作成した書面（以下「ディスク提出承認申請書」という。）を当該電子開示手続又は任意電子開示手続を文書をもって行う場合に提出すべきこととされている財務局長等に提出しなければならない。

Article 3 A person that seeks to obtain approval to carry out an electronic disclosure procedure or discretionary electronic disclosure procedure by submitting a magnetic disk pursuant to the provisions of Article 14-11, paragraph (1) of the Order (meaning a magnetic disk referred to in paragraph (2) of that Article, including media which are capable of keeping accurate records of information by a method similar thereto; the same applies in the following Article) must submit a document prepared using Form 2 (hereinafter referred to as an "application for disk submission approval") to the Director-General of the Local Finance Bureau, etc. to whom that document is to be submitted in the case where the electronic disclosure procedure or discretionary electronic disclosure procedure is carried out in writing.

(電子開示手続又は任意電子開示手続を磁気ディスクで行う場合)

(In the Case Where an Electronic Disclosure Procedure or Discretionary Electronic Disclosure Procedure Is Carried Out by Magnetic Disk)

第四条 令第十四条の十一第二項の規定により磁気ディスクの提出による電子開示手続

又は任意電子開示手続を行う者は、当該電子開示手続又は任意電子開示手続を文書をもって行う場合に記載すべきこととされている事項を、当該電子開示手続又は任意電子開示手続を行う者の使用に係る入出力装置から電気通信回線を使用して法第二十七条の三十の二の電子計算機に入力できる方式で磁気ディスクに記録して、これを当該電子開示手続又は任意電子開示手続を文書をもって行う場合に提出すべきこととされている財務局長等に提出しなければならない。ただし、当該事項のうち押印及び署名については省略することができる。

Article 4 A person that carries out an electronic disclosure procedure or discretionary electronic disclosure procedure by submitting a magnetic disk pursuant to the provisions of Article 14-11, paragraph (2) of the Order must record the particulars to be stated in the written documents in the case where the electronic disclosure procedure or discretionary electronic disclosure procedure is carried out in writing onto a magnetic disk based on a method by which the particulars can be entered in a computer specified by Article 27-30-2 of the Act from an input-output device used by the person that carries out the electronic disclosure procedure or discretionary electronic disclosure procedure over a telecommunications line, and submit the same to the Director-General of the Local Finance Bureau, etc. to whom that record is to be submitted in the case where the electronic disclosure procedure or discretionary electronic disclosure procedure is carried out in writing; provided, however, that among those particulars, the signature and seal may be omitted.

(ファイルへの記録の方法)

(Method of Recording Information in a File)

第五条 法第二十七条の三十の四第二項の規定によるファイルへの記録の方法は、法第二十七条の三十の二の電子計算機の操作によるものとする。

Article 5 Recording of the information in a file under the provisions of Article 27-30-4, paragraph (2) of the Act is made by means of the operation of a computer specified by Article 27-30-2 of the Act.

(電子開示手続の適用除外に係る承認手続)

(Procedures for Approval of Exclusion from Application of Electronic Disclosure Procedure)

第六条 法第二十七条の三十の五第一項の承認を受けようとする場合には、第三号様式により作成した書面を当該電子開示手続を文書をもって行う場合に提出すべきこととされている財務局長等に提出しなければならない。

Article 6 A person that seeks to obtain the approval referred to in Article 27-30-5, paragraph (1) of the Act must submit a document prepared using Form 3 to the Director-General of the Local Finance Bureau, etc. to whom that document is to be submitted in the case where the electronic disclosure procedure is carried out in writing.

(令第四十一条の二第二項に規定する内閣府令で定める会社)

(Company Specified by Cabinet Office Order under Article 41-2, Paragraph (2) of the Order)

第七条 令第四十一条の二第二項に規定する内閣府令で定めるものは、特定有価証券の内容等の開示に関する内閣府令（平成五年大蔵省令第二十二号。次条において「特定有価証券開示府令」という。）第一条第七号に掲げる有価証券の発行者である内国会社（これらの有価証券に係る電子開示手続又は任意電子開示手続を行う場合に限る。）とする。

Article 7 A company specified by Cabinet Office Order under Article 41-2, paragraph (2) of the Order is a domestic company (limited to the cases in which an electronic disclosure procedure or discretionary electronic disclosure procedure is carried out with respect to the securities of that company) that is an issuer of securities specified in Article 1, item (vii) of the Cabinet Office Order on Disclosure of Information on Regulated Securities (Ministry of Finance Order No. 22 of 1993; referred to as "Cabinet Office Order on Regulated Securities" in the following Article).

(開示用電子情報処理組織による手続を行った者の公衆縦覧等)

(Public Inspection by Person That Carries Out Procedures Undertaken Using an Electronic Data Processing System for Disclosure)

第八条 法第二十七条の三十の十に規定する内閣府令で定める場合は、次に掲げるすべての要件を満たす場合とする。

Article 8 (1) The cases specified by Cabinet Office Order under Article 27-30-10 of the Act are the cases in which all of the following requirements are satisfied:

一 次項に定める方法により公衆の縦覧に供すること。

(i) information is made available for public inspection by the method specified in the following paragraph; and

二 次項に定める方法による公衆の縦覧に供することに支障が生じた場合には、遅滞なく法第二十五条第二項又は法第二十七条の十四第二項の規定の例により公衆の縦覧に供する措置をとること。

(ii) if any problem arises in making information available for public inspection by the method specified in the following paragraph, measures are taken to make the information available for public inspection according to the example set forth in Article 25, paragraph (2) of the Act or Article 27-14, paragraph (2) of the Act without delay.

2 法第二十七条の三十の十に規定する内閣府令で定める方法は、同条の規定により公衆の縦覧に供する者が法第二十五条第二項又は法第二十七条の十四第二項の規定により公衆の縦覧に供しなければならないものとされている書類の写しを備え置かなければならないこととされている場所においてその使用に係る電子計算機の入出力装置の映像面に表示して公衆の縦覧に供する方法とする。

(2) The method specified by Cabinet Office Order under Article 27-30-10 of the Act is a method by which information is made available for public inspection at the place where the person that makes the information available for public inspection must keep copies of documents that must be made available for public inspection pursuant to the provisions of Article 25, paragraph (2) of the Act or Article 27-14, paragraph (2) of the Act by displaying the information on the screen of an input-output device of the computer used by that person.