

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)

(Purpose)

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

(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 are as prescribed 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) register: a book in which information that must be registered pursuant to the provisions of the Commercial Code, the Companies Act, or any other law is recorded, which is prepared using a magnetic disk (this includes a medium onto which it is possible to securely record a fixed set of information by equivalent means);

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 a change: a registration that must be carried out pursuant to the provisions of the Commercial Code, the Companies Act, or any other law in a case in which information that has been registered has changed;

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 a lapse: a registration that must be made pursuant to the

provisions of the Commercial Code, the Companies Act, or any other law in a case in which information that has been registered has ceased to be applicable;

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-2 Registry Offices and Registrars

(登記所)

(Registry Offices)

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

(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 are handled by a registrar (meaning a person appointed by the Director of the Legal Affairs Bureau or District Legal

Affairs Bureau from among officials of the Ministry of Justice who work at the registry office; the same applies hereinafter).

(登記官の除斥)

(Disqualification of Registrars)

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

第二章 登記簿等

Chapter II Registers

(商業登記簿)

(Commercial Register)

第六条 登記所に次の商業登記簿を備える。

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

一 商号登記簿

(i) the trade name register;

二 未成年者登記簿

(ii) the register of minors;

三 後見人登記簿

(iii) the guardian register;

四 支配人登記簿

(iv) the manager register;

五 株式会社登記簿

(v) the stock company register;

六 合名会社登記簿

(vi) the general partnership company register;

七 合資会社登記簿

(vii) the limited partnership company register;

八 合同会社登記簿

(viii) the limited liability company register; and

九 外国会社登記簿

(ix) the foreign company register.

(会社法人等番号)

(Corporate Identification Number)

第七条 登記簿には、法務省令で定めるところにより、会社法人等番号（特定の会社、外国会社その他の商人を識別するための番号をいう。第十九条の三において同じ。）を記録する。

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

(登記簿等の持出禁止)

(Prohibition of Removal of Registers and Other Documents)

第七条の二 登記簿及びその附属書類（第十七条第三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、第一百四十条及び第一百四十一条において同じ。）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 7-2 It is prohibited for a person to remove a register or document annexed to it (including an electronic or magnetic record (meaning a record used in computerized information processing which is created in electronic form, magnetic form, or any other form that cannot be perceived by the human senses; the same applies hereinafter) as prescribed in Article 17, paragraph (3), or electronic or magnetic record to be attached to a written application for registration as prescribed in Article 19-2 (hereinafter referred to as an "electronic or magnetic record prescribed in Article 19-2"); hereinafter the same applies in this Article, Article 9, Article 11-2, Article 140 and Article 141) from a registry office unless this is being done in order to avoid an incident; provided, however, that, this does not apply to a document annexed to a register, if the court orders or commissions this.

(登記簿の滅失と回復)

(Loss and Restoration of Registers)

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

(登記簿等の滅失防止)

(Prevention of Loss of Registers)

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

(登記事項証明書の交付等)

(Issuance of Certificates of Registered Information)

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

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

3 登記事項証明書の記載事項は、法務省令で定める。

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

(登記事項の概要を記載した書面の交付)

(Issuance of Documents Giving a Summary of Information 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 request to be issued a document that gives a summary of the information recorded in the register by paying a fee.

(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、第十七条第三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 registers may request to inspect them by paying a fee. In such a

case, a person inspects the information recorded in an electronic or magnetic record specified in Article 17, paragraph (3) or information recorded in an electronic or magnetic record specified in Article 19-2 by inspecting something that has been made to show the content of that information using the means prescribed by Ministry of Justice Order.

(印鑑証明)

(Certification of Seals)

第十二条 次に掲げる者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 as follows who has submitted an impression of their seal to the registry office may request to be issued a certificate of their seal impression by paying a fee:

一 第十七条第二項の規定により登記の申請書に押印すべき者（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）

(i) a person who is required to affix a seal to a written application for registration pursuant to the provisions of Article 17, paragraph (2) (or, if an application for registration is to be filed by a privately appointed agent, the person who appointed the agent or that person's representative);

二 支配人

(ii) a manager:

三 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又は保全管理人

(iii) a bankruptcy trustee or temporary administrator appointed for a company pursuant to the provisions of the Bankruptcy Act (Act No. 75 of 2004);

四 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又は保全管理人

(iv) a trustee or temporary administrator appointed for a company pursuant to the provisions of the Civil Rehabilitation Act (Act No. 225 of 1999);

五 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又は保全管理人

(v) a trustee or temporary administrator appointed for a company pursuant to the provisions of the Corporate Reorganization Act (Act No. 154 of 2002);

六 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又は保全管理人

(vi) a recognized trustee or temporary administrator appointed for a company pursuant to the provisions of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings (Act No. 129 of 2000).

2 第十条第二項の規定は、前項の証明書に準用する。

(2) The provisions of Article 10, paragraph (2) apply mutatis mutandis to the certificate referred to 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 Information Necessary for Confirming That Measures to Show the Creator of Electronic or Magnetic Records Have Been Taken)

第十二条の二 前条第一項各号に掲げる者（以下この条において「被証明者」という。）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 listed in each item of paragraph (1) of the preceding Article (hereinafter referred to as a "certified person" in this Article) may, pursuant to the provisions of this Article, file a request for certification of the following information (for a certification of the period specified in item (ii), this is limited to that prescribed by Ministry of Justice Order); provided, however, that this does not apply to a certification of restriction on the authority of representation and any other information prescribed by Ministry of Justice Order as being unfit for the certification under the provisions of this paragraph.

一 電磁的記録に記録することができる情報が被証明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被証明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、当該被証明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) information necessary for confirming that the certified person has taken measures to show that they personally have prepared the information which can be recorded onto electronic or magnetic records, and which are prescribed by Ministry of Justice Order as measures which make it possible to show definitively that the information has been prepared by the certified person, such as those that make it possible to check whether the information in question has been altered; and

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

2 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) A request for certification under the provisions of the preceding paragraph must expressly indicate the information specified in each item of that paragraph.

3 第一項の規定により証明を請求した被証明者は、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 certified person who has requested a certification pursuant to the provisions of paragraph (1) may, together with the request, file a request for certification of the information registered for themselves which is prescribed by Ministry of Justice Order.

4 第一項の規定により証明を請求する被証明者は、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 Cabinet Order, a certified person who requests certification pursuant to the provisions of paragraph (1) must 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、当事者の営業所（会社にあつては、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。

(5) Certification under the provisions of paragraphs (1) and (3) is to be issued by a registrar of a registry office designated by the Minister of Justice; provided, however, that a request for certification under these provisions must be filed via the registry office which has jurisdiction in the locality of the business office of the party concerned (in the case of a company, its head office).

6 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 the preceding paragraph must be made by means of public notice.

7 第一項の規定により証明を請求した被証明者は、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、同項ただし書の登記所を経由して、その旨を届け出ることができる。

(7) If, during the period of time specified in paragraph (1), item (ii), the information referred to in item (i) of that paragraph ceases to be information that is necessary for confirming that the person who has submitted an impression of their seal is the one that has taken the measures referred to in that item, the certified person who had requested the certification pursuant to the provisions of paragraph (1) may file a notification to that effect with the registry office referred to in the main clause of paragraph (5) via the registry office referred to in the proviso to paragraph (5).

8 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 information with the registry office referred to 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 information that has been certified pursuant to the provisions of paragraph (1) and paragraph (3) (excluding minor changes prescribed by Ministry of Justice Order);

二 第一項第二号の期間の経過の有無

(ii) whether the period of time referred to in paragraph (1), item (ii) 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 referred to in the preceding paragraph has been filed, and if it has been filed, the filing date; 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) information prescribed by Ministry of Justice Order as equivalent to what is specified in the preceding three items.

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 pursuant to the provisions of paragraph (1) and paragraph (3), and the certification and its request pursuant to the provisions of the preceding paragraph are to be made by means of transmission via telecommunication lines connecting a computer to be used by the registrar and a computer to be used by the person who makes the request and any other means, as prescribed by Ministry of Justice Order.

(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 through the preceding Article is specified by Cabinet Order, in consideration of commodity price levels, the actual costs required for things such as the issuance of certificates of registered information, and all other circumstances.

2 第十条から前条までの手数料の納付は、収入印紙をもつてしなければならない。

(2) The fees set forth in Article 10 through the preceding Article must be paid using revenue stamps.

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 the 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, it is not

permissible to make a registration other than based on the application by the party or a commission from a government agency or public office.

(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、第一百三十二条並びに第一百三十四条の規定は、官庁の囑託による登記の手續について準用する。

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

第十六条 削除

Article 16 Deleted

(登記申請の方式)

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

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つては、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 the name and address of the head office as well as its representative (this includes the name and address of the person who is required to perform the duties of the corporation, if the representative is a corporation);

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, their name and address;

三 登記の事由

(iii) the grounds for registration;

四 登記すべき事項

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

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 the amount of the tax base for this, if applicable;

七 年月日

(vii) the filing date; and

八 登記所の表示

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

3 前項第四号に掲げる事項を記録した電磁的記録が法務省令で定める方法により提供されたときは、同項の規定にかかわらず、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。

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

(申請書の添付書面)

(Documents to Be Attached to Written Applications)

第十八条 代理人によつて登記を申請するには、申請書（前条第三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 order to apply for registration through an agent, a document evidencing the agent's authority must be attached to the written application (including an electronic or magnetic record as prescribed in paragraph (3) of the preceding Article; the same applies hereinafter).

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附しなければならない。

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

(申請書に添付すべき電磁的記録)

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

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

(添付書面の特例)

(Special Provisions on Documents to Be Attached)

第十九条の三 この法律の規定により登記の申請書に添付しなければならないとされている登記事項証明書は、申請書に会社法人等番号を記載した場合その他の法務省令で定める場合には、添付することを要しない。

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

第二十条 削除

Article 20 Deleted

(受付)

(Acceptance of Applications)

第二十一条 登記官は、登記の申請書を受け取つたときは、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 receives a written application for registration, they must enter the type of registration; the applicant's name; the applicant's trade name, if it is a company; the date of acceptance; and the acceptance number into an acceptance record book, and must also enter the date of the acceptance and the acceptance number on the written application.

2 情報通信技術を活用した行政の推進等に関する法律（平成十四年法律第百五十一号）第六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) The part of the provisions of the preceding paragraph concerning the making of entries on a written application do not apply to an application for registration that a person makes pursuant to the provisions of Article 6, paragraph (1) of the Act on the Promotion of Administrative Affairs Through the Use of Information and Communications Technology (Act No. 151 of 2002) using an electronic data processing system as provided for in that paragraph.

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

(受領証)

(Receipt)

第二十二條 登記官は、登記の申請書その他の書面（第十九條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 If a registrar has received a written application for registration or any other such document (including an electronic or magnetic record prescribed in Article 19-2) they must issue a receipt if the applicant requests this.

(登記の順序)

(Order of Registration)

第二十三條 登記官は、受附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 must make registrations in accordance with the order of the acceptance numbers.

(登記官による本人確認)

(Identity Confirmation by Registrars)

第二十三條の二 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、次條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) If an application for a registration is filed and the registrar finds that there are reasonable grounds to suspect that the application has been filed by a person other than the one who should be the applicant, the registrar must examine whether or not the applicant has the authority to apply by requesting

the applicant or the applicant's representative or agent to appear, asking them questions, or requesting them to present documents or provide any other necessary information, unless the registrar is required to reject the application pursuant to the provisions of the following Article.

2 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囑託することができる。

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

(申請の却下)

(Rejection of Applications)

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

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

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) if the purpose of the application is to register information other than information that must 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) if 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、又は申請の権限を有する者であることの証明がないとき。

(iv) if the application is filed by a person without the authority to apply or there is no proof that the person has the authority to apply;

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。

(v) in the case provided for in Article 21, paragraph (3), if, from among two or

more written applications referred to in that paragraph, making a registration based on one application prevents the registration based on any other application;

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) if the written application fails to conform to the method specified by an order based on this Act or by the provisions of other laws and regulations;

七 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。

(vii) if the applicant fails to attach any document required to be attached to a written application (including an electronic or magnetic record prescribed in Article 19-2);

八 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。

(viii) if any statement or record contained in a written application or its attached documents (including an electronic or magnetic record under the provisions of Article 19-2; the same applies hereinafter) is inconsistent with any statement or record contained in documents attached to a written application or in a register.

九 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。

(ix) if there are grounds for invalidating, revoking or rescinding the information that must be registered;

十 申請につき経由すべき登記所を経由しないとき。

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

十一 同時にすべき他の登記の申請を同時にしないとき。

(xi) if the applicant has failed to file an application for any other registration that is required to be filed simultaneously;

十二 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。

(xii) if the purpose of an application is the registration of a trade name which is prohibited from being registered pursuant to the provisions of Article 27;

十三 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。

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

十四 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。

(xiv) if a company whose trade name registration has been canceled has filed an application for any other registration without making a registration of the

trade name; or

十五 登録免許税を納付しないとき。

(xv) if 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 Actions)

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、前条第九号の規定は、適用しない。

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

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

3 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 in the locality of its head office a request for issuance of a document evidencing that no action referred to in paragraph (1) had been filed within the period for filing.

(行政区画等の変更)

(Change in Administrative Zones)

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

第二節 商号の登記

Section 2 Registration of Trade Names

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

（登記事項等）

(Information That Must Be Registered)

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 must be carried out 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 information that must be registered in a trade name registration is as follows:

一 商号

(i) the trade name;

二 営業の種類

(ii) the type of business;

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 Changes)

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

2 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) If a particular set forth in one of the items of paragraph (2) of the preceding Article changes or if the trade name is discontinued, the person who registered

the trade name must apply to register this.

(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 change that is due to the transfer of a trade name is registered based on an application by the 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) The transferrer's written approval as well as a document evidencing that the requirement under the provisions of Article 15, paragraph (1) of the Commercial Code has been met must be attached to the written application for registration referred to in the preceding paragraph.

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

(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 Business or Business Operations)

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

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

(相続人による登記)

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

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

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

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) if a registered trade name has been changed: registration of the change of the 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) if a business office for which a trade name has been registered is relocated: registration of the relocation of the 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 seeks to file an application for cancellation of the registration of a trade name pursuant to the provisions of the preceding paragraph must attach to the written application a document evidencing that the person seeks to use the identical trade name at the location of the business office for which the trade name has been registered.

3 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 through 137 apply mutatis mutandis if an application referred to 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) If, pursuant to the provisions of Article 136 as applied mutatis mutandis

pursuant to the preceding paragraph, a registrar has given a decision establishing that there are grounds for objection, the registrar must reject the application referred to in paragraph (1).

(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 company's trade name is registered in a company register.

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, Article 30, paragraph (1) and paragraph (2) do not apply to a company.

第三節 未成年者及び後見人の登記

Section 3 Registration of Minors and Guardians

(未成年者登記の登記事項等)

(Information That Must Be Registered in the Registration of a 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 information that must be registered for a registration under the provisions of Article 5 of the Commercial Code is 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 provisions of Article 29 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) A minor is registered based on 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 lapse that is due to the rescission of the permission for carrying on business or a change that is due to imposing a limitation on the permission for carrying out business may also be registered by a minor's legal representative.

3 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 lapse that is due to a minor's death is registered based on an application by the minor's legal representative.

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, register a lapse that is due to a minor having reached adulthood.

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

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

3 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 apply mutatis mutandis to an application to register a change due to an increase in the types of business to be carried out.

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

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

(後見人登記の登記事項等)

(Information That Must Be Registered in the Registration of a 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 information that must be registered for a registration under the provisions of Article 6, paragraph (1) of the Commercial Code is as follows:

一 後見人の氏名又は名称及び住所並びに当該後見人が未成年後見人又は成年後見人のいずれであるかの別

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

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 数人の未成年後見人が共同してその権限を行使するとき、又は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 two or more guardians of a minor are to exercise their authority jointly or if it has been established that two or more guardians of an adult are to exercise their authority jointly, that fact;

六 数人の未成年後見人が単独でその権限を行使すべきことが定められたときは、その旨

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

七 数人の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、その旨及び各後見人が分掌する事務の内容

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

2 第二十九条の規定は、後見人の登記に準用する。

(2) The provisions of Article 29 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) A guardian is registered based on the application of the 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) The person in question may also apply to register a lapse that is due to a minor ward's having reached adulthood. The same applies to an application to register a lapse that is due to the revocation of an order for the commencement of guardianship for an adult ward.

3 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 a lapse that is due to the guardian having separated from that position may also be filed by the 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) The following documents must be attached to the written application for a registration under the provisions of Article 6, paragraph (1) of the Commercial Code:

一 後見監督人がないときは、その旨を証する書面

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

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) a document evidencing that the consent of the supervisor of a guardian has been obtained, if there is one; 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) the certificate of registered information of the corporation that is the guardian, if applicable; provided, however, that this does not apply if the corporation has its head office or principal office within the jurisdictional district of the registry office where the application is to be filed.

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

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

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

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

第四節 支配人の登記

Section 4 Registration of Managers

(会社以外の商人の支配人の登記)

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

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) if the merchant conducts two or more types of business using two or more trade names, the businesses to be represented by the manager and the trade name to be used; and

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 provisions of Article 29 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 Managers)

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) A company's manager is registered in a company register.

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 information that must be registered in the registration referred to in the preceding paragraph is 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 provisions of Article 29, paragraph (2) 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) A document evidencing the election of the manager in question must be attached to the written application to register the election of a company's manager.

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

第五節 株式会社の登記

Section 5 Registration of a 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) If information that must be registered requires the consent of all shareholders or class shareholders, or the unanimous consent of specific directors or liquidators, a document evidencing that the consent or unanimous consent has been obtained must be attached to the written application.

2 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) If information that must be registered requires the resolution of a shareholders meeting, class shareholders meeting, board of directors meeting, or board of liquidators meeting, the relevant minutes must be attached to the written application.
- 3 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) If information that must be registered is deemed to have been resolved by a shareholders meeting, class shareholders meeting, board of directors meeting, or board of liquidators meeting pursuant to the provisions of Article 319, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 325 of that Act) or Article 370 of that Act (including as applied mutatis mutandis pursuant to Article 490, paragraph (5) of that Act), a document evidencing the case referred to in these provisions is applicable must be attached to the written application in lieu of the minutes referred to in the preceding paragraph.
- 4 監査等委員会設置会社における登記すべき事項につき、会社法第三百九十九条の十三第五項又は第六項の取締役会の決議による委任に基づく取締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) If a director has made a decision that has been delegated to the director by a board of directors meeting resolution as referred to in Article 399-13, paragraph (5) or (6) of the Companies Act, concerning information that must be registered by a company with an audit and supervisory committee, a document evidencing that the decision has been made must be attached to the written application, in addition to the minutes of the relevant board of directors meeting.
- 5 指名委員会等設置会社における登記すべき事項につき、会社法第四百十六条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。
- (5) If an executive officer has made a decision that has been delegated to the officer by a board of directors meeting resolution as referred to in Article 416, paragraph (4) of the Companies Act concerning information that must be registered by a company with a nominating committee, etc., a document evidencing that the decision has been made must be attached to the written application, in addition to the minutes of the relevant board of directors meeting.

(設立の登記)

(Registration of Incorporation)

第四十七条 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) A company's incorporation is registered based on an application by a person who is to 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 laws and regulations, the following documents must be attached to a written application for registration of incorporation:

一 定款

(i) the articles of incorporation;

二 会社法第五十七条第一項の募集をしたときは、同法第五十八条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条の契約を証する書面

(ii) if a solicitation referred to in Article 57, paragraph (1) of the Companies Act has been made, a document evidencing offers to subscribe for the shares solicited at incorporation as prescribed in Article 58, paragraph (1) of that Act or a document evidencing the contract under Article 61 of that Act;

三 定款に会社法第二十八条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) if the articles of incorporation contain any statement or record on the matters set forth in the items of Article 28 of the Companies Act, the following documents:

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っては、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 (if a stock company to be incorporated is a company with company auditors, directors at incorporation and company auditors at incorporation) as well as documents annexed to it;

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 that item; the same applies 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 set forth in Article 33, paragraph (10), item (iii) of the Companies Act, a document containing the verification prescribed in that item as well as documents annexed to it;

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) if any judicial decision has been rendered in relation to an inspector's report, a transcript of that 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 completion of the payment as prescribed in Article 34, paragraph (1) of the Companies Act (if a solicitation set forth in Article 57, paragraph (1) of that Act has been made, a certificate of deposit of the money referred to in Article 64, paragraph (1) of that Act);

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) if there is an administrator of shareholder register, a document evidencing conclusion of a contract with that 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) if a representative director at incorporation has been elected by directors at incorporation, a document concerning this;

八 設立しようとする株式会社が指名委員会等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) if a stock company to be incorporated is a company with a nominating committee, etc., a document concerning the appointment of executive officers at incorporation and a document concerning the election of committee members at incorporation and the representative executive officer at incorporation;

九 創立総会及び種類創立総会の議事録

(ix) the 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監査等委員会設置会社である場合にあつては設立時監査等委員である設立時取締役及びそれ以外の設立時取締役並びに設立時代表取締役、設立しようとする株式会社が指名委員会等設置会社である場合にあつては設立時取締役、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 the directors at incorporation, company auditors at incorporation, and representative director at incorporation (or the directors at incorporation who are also audit and supervisory board members at incorporation, the other directors at incorporation, and the representative director at incorporation, if the stock company to be incorporated is a company with an audit and supervisory committee; or the directors at incorporation, committee members at incorporation, executive officers at incorporation, and representative executive officer at incorporation, if the stock to be incorporated is a company with a nominating

committee, etc.) appointed or elected pursuant to the provisions of the Companies Act has consented to assume office;

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) if 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 the person's consent to assume 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) if any of these persons is a corporation, a certificate of registered information of the corporation; provided, however, that this does not apply if the corporation has its principal office within the jurisdictional district of the registry office where the application is to be filed.

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條第一項に規定する者であることを証する書面

(c) if any of these persons is not a corporation, a document evidencing that the person appointed as accounting advisor at incorporation falls under a person specified in Article 333, paragraph (1) of the Companies Act, and a document evidencing that the person appointed as accounting auditor at incorporation falls under a person specified in Article 337, paragraph (1) of that Act.

十二 会社法第三百七十三條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) if there is a provision prescribing that specific matters may be resolved by special directors (meaning special directors as prescribed in Article 373, paragraph (1) of the Companies Act; the same applies hereinafter) pursuant to the provisions of that paragraph, a document evidencing the election of the special directors and that the persons elected have consented to assume office;

3 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) If information that must be registered requires the consent of all the incorporators or the unanimous consent of specific incorporators, a document evidencing that the consent or unanimous consent has been obtained must be attached to the written application for registration referred to in the preceding paragraph.

4 会社法第八十二條第一項（同法第八十六條において準用する場合を含む。）の規定により創立總會又は種類創立總會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) If a resolution of an organizational meeting or class organizational meeting is deemed to have been made pursuant to the provisions of Article 82, paragraph (1) of the Companies Act (including as applied mutatis mutandis pursuant to Article 86 of that Act), a document evidencing that the case is applicable must be attached to the written application for registration set forth in that paragraph in lieu of the minutes specified in paragraph (2), item (ix).

第四十八条 削除

Article 48 Deleted

第四十九条 削除

Article 49 Deleted

第五十条 削除

Article 50 Deleted

(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。

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

2 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 referred to in the preceding paragraph and the application for registration to be made in the former locality must 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) No document, other than one as referred to in Article 18, is required to be attached to the written application for a registration as referred to in paragraph (1).

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) If any of the grounds set forth in the items of Article 24 is applicable to any of the applications for registration as referred to in paragraph (2) of the preceding Article, a registry office having jurisdiction in

the former locality must reject both of those applications.

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

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

(取締役等の変更の登記)

(Registration of Change of Directors)

第五十四条 取締役、監査役、代表取締役又は特別取締役（監査等委員会設置会社にあつては監査等委員である取締役若しくはそれ以外の取締役、代表取締役又は特別取締役、指名委員会等設置会社にあつては取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。）、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) A document evidencing that the person in question consents to assume office must be attached to the written application for the registration of a change that is due to a person's assumption of office as a director, company auditor, representative director, or special director (or as a director who is also an audit and supervisory committee member, director who is not also an audit and supervisory committee member, representative director, or special director if it is a company with an audit and supervisory committee; or as a director, committee member (meaning a member of the nominating committee, audit committee, or compensation committee), executive officer, or representative executive officer if it is a company with a nominating committee, etc.).

2 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) The following documents must be attached to the written application for the registration of a change that is due to an accounting advisor's or accounting auditor's assumption of office:

一 就任を承諾したことを証する書面

(i) a document evidencing the person's consent to assume 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) if any of these persons is a corporation, a certificate of registered information of the corporation; provided, however, that this does not apply if the corporation has its principal office within the jurisdictional district of the registry office where the application is to be filed; and

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) if any of these persons is not a corporation, a document evidencing that the person appointed as an accounting advisor falls under any of the persons specified in Article 333, paragraph (1) of the Companies Act, and a document evidencing that the person appointed as an accounting auditor falls under any of the persons specified in Article 337, paragraph (1) of that Act.

3 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) If an accounting advisor or an accounting auditor is a corporation, the documents set forth in item (ii) of the preceding paragraph must be attached to a written application to register a change of name; provided, however, that this does not apply if the provisions of the proviso to that item apply.

4 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) A document evidencing the person's separation from the position must be attached to the written application for the registration of a change that is due to the separation of a person specified in paragraph (1) or (2) from their position.

(一時会計監査人の職務を行うべき者の変更の登記)

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

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) The following documents must be attached to the written application to register a change due to the assumption of office of a person who is required to temporarily perform the duties of an accounting auditor referred to in Article 346, paragraph (4) of the Companies Act:

- 一 その選任に関する書面
- (i) a document concerning the person's appointment;
- 二 就任を承諾したことを証する書面
- (ii) a document evidencing the person's consent to assume 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) if the person is a corporation, a document set forth in paragraph (2), item (ii) of the preceding Article; provided, however, that this does not apply if the proviso to that item applies; and
- 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) if the person is not a corporation, a document evidencing that the person 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 apply mutatis mutandis to the registration of a person who is required 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 Changes Due to Issue 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。第一号及び第五号において同じ。）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 The following documents must be attached to the written application to register a change due to the issue of shares for subscription (meaning shares for subscription as prescribed in Article 199, paragraph (1) of the Companies Act; the same applies in item (i) and item (v)):

- 一 募集株式の引受けの申込み又は会社法第二百五条第一項の契約を証する書面
(i) a document evidencing offers to subscribe for the shares for subscription or a contract under Article 205, paragraph (1) of the Companies Act;
- 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) if money is the subject of contribution, a document evidencing completion of the payment pursuant to the provisions of Article 208, paragraph (1) of the Companies Act;
- 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) if property other than money is the subject of 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) if an inspector has been appointed, a document containing the inspector's investigation report and documents annexed to it;
- 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 set forth 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 set forth in Article 207, paragraph (9), item (iv) of the Companies Act, a document containing a verification prescribed in that item and documents annexed to it; and
- 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 set forth in Article 207, paragraph (9), item (v) of the Companies Act, an accounting book containing a statement on the monetary claim referred to in that item;
- 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 concerning an inspector's report, a transcript of the decision;
- 五 会社法第二百六条の二第四項の規定による募集株式の引受けに反対する旨の通知があつた場合において、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ときは、当該場合に該当しないことを証する書面
(v) if the company has been notified of dissent to the subscription for the shares for subscription under the provisions of Article 206-2, paragraph (4) of the Companies Act, a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of that paragraph.

(新株予約権の行使による変更の登記)

(Registration of Changes Due to Exercise 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 The following documents must be attached to the written application to register a change due to the exercise of share options:

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) if money is the subject of the contribution to be made on the exercise of share options, a document evidencing completion of the payment pursuant to the provisions of Article 281, paragraph (1) of the Companies Act;

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) if property other than money 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) if an inspector has been appointed, a document containing the inspector's investigation report and documents annexed to it;

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 provided for in that item and documents annexed to it;

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

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 provided for in the second sentence of Article 281, paragraph (2) of the Companies Act, a document evidencing completion of the payment of money equivalent to the balance provided for in the second sentence of that paragraph.

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) if any judicial decision has been rendered concerning an inspector's report, a transcript of the 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 Changes Due to Delivery of Shares in Exchange for Acquisition of Shares with Put Options)

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

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

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 referred to 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 the company has given the public notice under the provisions of the main text of Article 219, paragraph (1) of the Companies Act or that the company has not issued share certificates for any of its shares.

2 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) The following documents must be attached to the written application to register a change due to the delivery of shares in exchange for the acquisition of share options subject to call (limited to those for which, as a feature of the share options, the matters set forth in Article 236, paragraph (1), item (vii), sub-item (d) of the Companies Act have been provided):

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 grounds referred to in Article 236, paragraph (1), item (vii), sub-item (a) of the Companies Act have 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 public notice under the provisions of Article 293, paragraph (1) of the Companies Act has been given, or that share option certificates provided for in that paragraph have not been issued.

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

(株式の併合による変更の登記)

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

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

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

（株主名簿管理人の設置による変更の登記）

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

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 The articles of incorporation and a document evidencing the execution of a contract with the person appointed as administrator of the shareholders register must be attached to the written application for the registration of a change due to that person's having been appointed.

（新株予約権の発行による変更の登記）

(Registration of Changes Due to Issue of Share Options)

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 laws and regulations, the following documents must be attached to the written application for the registration of a change due to issue of share options:

- 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。以下この条において同じ。）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 offers to subscribe for share options for subscription (meaning the share options for subscription prescribed in Article 238, paragraph (1) of the Companies Act; hereinafter the same applies in this Article) or a contract under Article 244, paragraph (1) of that Act; and
- 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) if a date for the payment of money in exchange for the share options for subscription has been prescribed (but only if that date is before the day of allotment prescribed in Article 238, paragraph (1), item (iv) of the Companies Act), a document evidencing that the payment pursuant to the provisions of Article 246, paragraph (1) of that Act (including the delivery of property other than money or setting off of claims against the company, as provided for by paragraph (2) of that Article) has been completed.
- 三 会社法第二百四十四条の二第五項の規定による募集新株予約権の引受けに反対する旨の通知があつた場合において、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ときは、当該場合に該当しないことを証する書面
- (iii) if the company has been notified of dissent to the subscription for the share options for subscription under the provisions of Article 244-2, paragraph (5) of the Companies Act, a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to that paragraph.

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

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七條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 A document evidencing that a demand has been made for the acquisition of the shares with put options in question must be attached to the written application for the registration of a change due to the delivery of share options in exchange for the acquisition of shares with put options (limited to those for which, as a feature of the shares, the matters set forth in Article 107, paragraph (2), item (ii), sub-item (c) or (d) of the Companies Act have been provided).

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

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

(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 Changes Due to Delivery of Share Options in Exchange for Acquisition of Shares Subject to Class-Wide 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 The document set forth in Article 59, paragraph (1), item (ii) must be attached to the written application for the registration of a change due to the delivery of share options in exchange for the acquisition of shares subject to class-wide call which has been implemented by a company issuing share certificates.

(資本金の額の増加による変更の登記)

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

(資本金の額の減少による変更の登記)

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

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

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) A document evidencing that grounds for dissolution provided for in the

articles of incorporation have arisen must be attached to the written application for the registration of a dissolution on any of those grounds.

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

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

(清算人の登記)

(Registration of Liquidators)

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) The articles of incorporation must be attached to the written application for the registration of a liquidator.

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) A document evidencing that the person in question has consented to assume office must be attached to the written application for the registration of a liquidator in a case in which a person set forth in Article 478, paragraph (1), item (ii) or (iii) of the Companies Act has assumed the office of liquidator.

3 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) A document evidencing the fact of the appointment and the information set

forth in Article 928, paragraph (1), item (ii) of the Companies Act must be attached to the written application for the registration of a liquidator in a cases in which a person appointed by a court has become the liquidator.

(清算人に関する変更の登記)

(Registration of Changes Concerning Liquidators)

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

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

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

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

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 The following documents must be attached to the written application

for the registration referred to in the preceding Article:

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) if the company has given the public notice and the notices under the provisions of Article 779, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the entity conversion is not likely to harm the creditor;

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) if a stock company effecting an entity conversion is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii);

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) if a stock company effecting an entity conversion has issued share options, a document set forth 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) if a corporation is to become a member 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 information of the corporation; provided, however, that this does not apply if the corporation has its head office or principal office in the jurisdictional district of the registry office where the application is to be filed;

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 concerning the appointment of a person who is required to perform the duties of the member; 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 required to perform the duties of the member has consented to assume 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) if a corporation is to become the member of a membership company after entity conversion (excluding a member specified in the preceding item, and, for a limited liability company, limited to a member who executes business), a document listed in sub-item (a) of that item; provided, however, that this does not apply if the provisions of the proviso to sub-item (a) of that item apply; and

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

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

2 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 do not apply to an application for registration referred to 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) If any of the grounds set forth in the items of Article 24 is applicable to either of the applications for registration referred to in paragraph (1), a registrar must reject both of those applications.

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

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

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二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（同条第三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) a document evidencing that the circumstances constitute a case provided for in Article 796, the main clause of paragraph (1) or the main clause of paragraph (2) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (3) of that Article, if a shareholder has notified the company of their dissent to the absorption-type merger pursuant to the provisions of that paragraph);

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) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so

as to enable the creditor to receive full payment for the debt, or that the absorption-type merger is not likely to harm the creditor;

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 in accordance with the provisions 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 information of a company disappearing in the absorption-type merger; provided, however, that this does not apply if the company disappearing in the absorption-type merger has its head office in the jurisdictional district of the registry office where the application is to be filed;

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) if a company disappearing in the absorption-type merger is a stock company, a document evidencing the performance of the relevant procedures pursuant to the provisions of Article 783, paragraphs (1) through (4) of the Companies Act such as obtaining approval for an absorption-type merger agreement (in the cases provided for in the main clause of Article 784, paragraph (1) of that Act, a document evidencing that the relevant case falls under the cases and a document or minutes of a board of directors evidencing that the consent of the majority of directors has been obtained);

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) if a company disappearing in the absorption-type merger is a membership company, a document evidencing that the consent of all the members has been obtained (or, if otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed);

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) if the company disappearing in the absorption-type merger has given the public notice and the notices under the provisions of Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act) (or public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 789, paragraph (3) of that Act (including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act), if it is a stock company or a limited liability company that has given public notice by those means), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type merger is not likely to harm the creditor;

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

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) if a company disappearing in the absorption-type merger has issued share options, a document set forth 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 The following documents must be attached to the written application for the registration of incorporation due to a consolidation-type merger:

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 set forth in Article 47, paragraph (2), items (vi) through (viii) and items (x) through (xii);

四 前条第四号に掲げる書面

(iv) a document set forth 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 information of a company disappearing in the consolidation-type merger; provided, however, that this does not apply if the company disappearing in the consolidation-type merger has its head office in the jurisdictional district of the registry office where the application is to be filed;

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) if a company disappearing in the consolidation-type merger is a stock company, a document evidencing the performance of the relevant procedures under the provisions of Article 804, paragraphs (1) and (3) of the Companies Act such as obtaining approval on the consolidation-type merger agreement;

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) if a company disappearing in the consolidation-type merger is a membership company, a document evidencing that the consent of all the members has been obtained (or, if otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed);

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) if the company disappearing in the consolidation-type merger has given the public notice and the notices under the provisions of Article 810, paragraph (2) of the Companies Act (excluding item (iii), and including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of that Act) (or the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 810, paragraph (3) of that Act (including as applied mutatis mutandis pursuant to Article 813, paragraph (2) of that Act), if it is a stock company or a limited liability company that has given public notice by those means), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive

full payment for the debt, or that the consolidation-type merger is not likely to harm the creditor;

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

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) if a company disappearing in the consolidation-type merger has issued share options, a document set forth 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) The person who is to represent the company surviving an absorption-type merger (hereinafter referred to as the "company surviving the absorption-type merger") or the company incorporated in a consolidation-type merger (hereinafter referred to as the "company incorporated in the consolidation-type merger") represents the company disappearing in the absorption-type merger or company disappearing in the consolidation-type merger as it concerns applying for the registration of a dissolution due to a merger.

2 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) If the company surviving the absorption-type merger or company incorporated in the consolidation-type merger does not have its head office within the jurisdictional district of the registry office where the application for the registration referred to in the preceding paragraph is to be filed, that application must be filed via the registry office having jurisdiction in the locality of its head office.

3 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 referred to in paragraph (1), and an application for registration referred to in Article 80 or the preceding Article must be filed simultaneously.

4 申請書の添付書面に関する規定は、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 do not apply to an application for registration referred to in paragraph (1).

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

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

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

referred to as the "company splitting in the absorption-type company split") or of the company effecting the incorporation-type company split (hereinafter referred to as the "company splitting in the incorporation-type company split") must also be registered.

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

第八十五条 吸収分割承継会社と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 The following documents must be attached to the written application to register a change due to an absorption-type company split to be made by the company succeeding in the absorption-type company split:

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二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（同条第三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) a document evidencing that the circumstances constitute a case provided for in Article 796, the main clause of paragraph (1) or the main clause of paragraph (2) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (3) of that Article, if a shareholder has notified the company of their dissent to the absorption-type company split pursuant to that paragraph);

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) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type company split is unlikely to harm the creditor

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 in accordance with the provisions 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 information of the company splitting in the absorption-type company split; provided, however, that this does not apply if that company has its head office in the jurisdictional district of the registry office where the application is to be filed;

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二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) if the company splitting in the absorption-type company split is a stock company, a document evidencing that the absorption-type company split agreement has been approved pursuant to the provisions of Article 783, paragraph (1) of the Companies Act (in the cases provided for in Article 784, the main clause of paragraph (1) or in the main clause of paragraph (2) of that Act, a document evidencing that the relevant case falls under the cases and a document or minutes of board of directors evidencing that the consent of the majority of directors has been obtained);

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) if the company splitting in the absorption-type company split is a limited liability company, a document evidencing that the consent of all the members has been obtained (or, if otherwise provided for in its articles of incorporation, that the procedures under those provisions have been performed) (if the

limited liability company has another company succeed to a part of its rights and obligations held in connection with its business, a document evidencing that the consent of the majority of the members has been obtained);

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) if the company splitting in the absorption-type company split has given the public notice and the notices under the provisions of Article 789, paragraph (2) of the Companies Act (excluding item (iii), and including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act) (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 789, paragraph (3) of that Act (including as applied mutatis mutandis pursuant to Article 793, paragraph (2) of that Act; hereinafter the same applies in this item) (or, in cases other than those in which separate notices are not required to be given pursuant to the provisions of Article 789, paragraph (3) of that Act, that it has given the public notice and those notices)), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type company split is not likely to harm the creditor; and

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) a document set forth in Article 59, paragraph (2), item (ii), if the company splitting in the absorption-type company split has issued share options and the provisions of Article 758, item (v) of the Companies Act apply.

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

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 set forth in Article 47, paragraph (2), items (vi) through
(viii) and items (x) through (xii);
四 前条第四号に掲げる書面
- (iv) a document set forth 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 information of the company splitting in the
incorporation-type company split; provided, however, that this does not apply
if that company has its head office in the jurisdictional district of the registry
office where the application is to be filed;
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) if the company splitting in the incorporation-type company split is a stock
company, a document evidencing that the incorporation-type company split
plan has been approved pursuant to the provisions of Article 804, paragraph
(1) of the Companies Act (in the case provided for in Article 805 of that Act, a
document evidencing that the relevant case falls under the case and a
document or the minutes of board of directors evidencing that the consent of
the majority of the directors has been obtained);
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) if the company splitting in the incorporation-type company split is a
limited liability company, a document evidencing that the consent of all the
members has been obtained (or, if otherwise provided for in its articles of
incorporation, that the procedures under those provisions have been
performed) (if the limited liability company has another company succeed to
a part of its rights and obligations held in connection with its business, a
document evidencing that the consent of the majority of the members has
been obtained);
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

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

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条第一項第十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) a document set forth in Article 59, paragraph (2), item (ii), if the company splitting in the incorporation-type company split has issued share options and the provisions of Article 763, paragraph (1), item (x) of the Companies Act apply.

第八十七条 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) If the company succeeding in an absorption-type company split or the company incorporated in an incorporation-type company split does not have its head office within the jurisdictional district of the registry office where the application to register a change due to an absorption-type company split or an incorporation-type company split that the company splitting in the absorption-type company split or the company splitting in the incorporation-type company

split files, that application must be filed via a registry office having jurisdiction in the locality of the head office.

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

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

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

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

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

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二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（同条第三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) a document evidencing that the circumstances constitute a case provided for in Article 796, the main clause of paragraph (1) or the main clause of paragraph (2) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (3) of that Article, if a shareholder has notified the company of dissent to the share exchange pursuant to the provisions of that paragraph);

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) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share exchange is not likely to harm the creditor;

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 in accordance with the provisions 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 information of the stock company effecting the share exchange (hereinafter referred to as "wholly owned subsidiary company resulting from the share exchange"); provided, however, that this does not apply if the wholly owned subsidiary company resulting from the share exchange has its head office in the jurisdictional district of the registry office where the application is to be filed;

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 resulting from the share exchange has performed the relevant procedures under the provisions of Article 783, paragraphs (1) through (4) of the Companies Act such as obtaining approval for a share exchange agreement (in the case provided for in Article 784, the main clause of paragraph (1) of that Act, a document evidencing that the relevant case falls under the case and a document or minutes of board of directors evidencing that the consent of the majority of the directors has been obtained);

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) if the wholly owned subsidiary company resulting from the share exchange has given the public notice and the notices under the provisions of Article 789, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share exchange is not likely to harm the creditor;

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) if the wholly owned subsidiary company resulting from the share

exchange is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii); and

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) a document set forth in Article 59, paragraph (2), item (ii), if the wholly owned subsidiary company resulting from the share exchange has issued share options and the provisions of Article 768, paragraph (1), item (iv) of the Companies Act apply.

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

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 set forth in Article 47, paragraph (2), items (vi) through (viii) and items (x) through (xii);

四 前条第四号に掲げる書面

(iv) a document set forth 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 information of the stock company effecting the share transfer (hereinafter referred to as "wholly owned subsidiary company resulting from the share transfer"; provided, however, that this does not apply if the wholly owned subsidiary company resulting from the share transfer has its head office in the jurisdictional district of the registry office where the application is to be filed;

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 resulting from the share transfer has performed the relevant procedures pursuant to the provisions of Article 804, paragraphs (1) and (3) of the Companies Act such as obtaining approval for the share transfer plan;

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) if the wholly owned subsidiary company resulting from the share transfer has given the public notice and the notices under the provisions of Article 810, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share transfer is not likely to harm the creditor;

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) if the wholly owned subsidiary company resulting from the share transfer is a company issuing share certificates, a document set forth in Article 59, paragraph (1), item (ii); and

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) a document set forth in Article 59, paragraph (2), item (ii), if the wholly owned subsidiary company resulting from the share transfer has issued share options and the provisions of Article 773, paragraph (1), item (ix) of the Companies Act apply.

(株式交付の登記)

(Registration of Share Delivery)

第九十条の二 株式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 90-2 The following documents must be attached to the written application for the registration of a change due to the delivery of shares:

一 株式交付計画書

(i) a share delivery plan;

二 株式の譲渡しの申込み又は会社法第七百七十四条の六の契約を証する書面

(ii) a document evidencing that offers to transfer shares have been made, or that the contract referred to in Article 774-6 of the Companies Act has been concluded;

三 会社法第八百十六条の四第一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（同条第二項の規定により株式交付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。）

(iii) a document evidencing that the circumstances fall under the case provided for in Article 816-4, the main clause of paragraph (1) of the Companies Act, if applicable (including a document evidencing that the circumstances do not constitute a case in which approval by a resolution at a shareholders meeting is required pursuant to the provisions of paragraph (2) of that Article, if a shareholder has notified the company in question of their dissent to the share delivery pursuant to the provisions of that paragraph);

四 会社法第八百十六条の八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付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

(iv) if the company has given the public notice and the notices under the provisions of Article 816-8, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share delivery is not likely to harm the creditor;

五 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

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

(同時申請)

(Simultaneous Application)

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

2 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、前項の登記の申請と第八十九条又は第九十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 provided for in either Article 768, paragraph (1), item (iv) or Article 773, paragraph (1), item (ix) of the Companies Act, an application for registration referred to in the preceding paragraph and an application for registration referred to in Article 89 or Article 90 must be filed simultaneously.

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

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

2 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 the registry office having jurisdiction in the locality of the head office of the wholly owning parent company resulting from the share exchange or the wholly owning parent company incorporated in the share transfer has registered a change due to a share exchange or registered an incorporation due to a share transfer, the

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

第六節 合名会社の登記

Section 6 Registration of a 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 information that must be registered requires the consent of all the members or the unanimous consent of certain members or liquidators, a document evidencing that the consent or unanimous consent has been obtained must be attached to the written application.

(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 must be attached to the 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) if a member representing the general partnership company is a corporation, 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 information of the corporation; provided, however, that this does not apply if the corporation has its head office or principal office in the jurisdictional district of the registry office where the application is to be filed;

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 concerning the appointment of a person who is required to perform the duties of the member; 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 required to perform the duties of the member has consented to assume 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) if a member of a general partnership company (excluding a member prescribed in the preceding item) is a corporation, a document set forth in sub-item (a) of the preceding item; provided, however, that this does not apply if the provisions of the proviso to sub-item (a) of that item apply.

(準用規定)

(Provisions Applied Mutatis Mutandis)

第九十五条 第四十七条第一項及び第五十一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 Articles 51 through 53 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 Changes Due to Admission or Withdrawal of Members)

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

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

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

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

いては、この限りでない。

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

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

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

2 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) A document evidencing that the grounds for dissolution provided for in the articles of incorporation have arisen must be attached to the written application for the registration of a dissolution on any of those grounds.

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

(清算人の登記)

(Registration of Liquidators)

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

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 set forth 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 set forth in Article 647, paragraph (1), item (ii) of the Companies

Act: the articles of incorporation and a document evidencing that the person has consented to assume office;

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 set forth in Article 647, paragraph (1), item (iii) of the Companies

Act: a document evidencing that the person has consented to assume office;

or

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

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

(清算人に関する変更の登記)

(Registration of Changes Concerning Liquidators)

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

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

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

(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 Changes to Persons Required to Perform Duties of Liquidators Representing Liquidating Membership Companies)

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

(清算終了の登記)

(Registration of Completion of Liquidation)

第百二条 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（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 A document evidencing that the accounting related to the liquidation

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

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

(持分会社の種類の変更の登記)

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

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。

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

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 members with limited liability; 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) if a member with limited liability has been admitted, a document evidencing the admission (in cases of the admission of a member that is a corporation, including the documents set forth in Article 94, item (ii) or (iii)).

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

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 and delivery related to the contributions under the provisions of 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) If a general partnership company has become a limited partnership company or a limited liability company pursuant to the provisions of Article 638, paragraph (1) of the Companies Act, an application for registration concerning the general partnership company and an application for registration referred to in paragraph (1) or (2) of the preceding Article must be filed simultaneously.

2 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) Provisions concerning the documents to be attached to a written application do not apply to an application for registration referred to in the preceding paragraph concerning a general partnership company.

3 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) If any of the grounds set forth in the items of Article 24 is applicable to any

application for registration referred to in paragraph (1), a registrar must reject all of those applications.

(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) The following documents must be attached to the written application to register the stock company after entity conversion in a case in which a general partnership company has effected an entity conversion:

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、組織変更後の株式会社が監査等委員会設置会社である場合にあつては監査等委員である取締役及びそれ以外の取締役）が就任を承諾したことを証する書面

(iii) a document evidencing that each of the directors (directors and company auditors, if the stock company after entity conversion is a company with company auditors (including a stock company whose articles of incorporation provide that the scope of the audit by its company auditors is limited to an audit related to accounting); or directors who are also audit and supervisory committee members and directors who are not also audit and supervisory committee members, if the stock company after entity conversion is a company with an audit and supervisory committee) of the stock company after entity conversion has consented to assume office;

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) if an accounting advisor or an accounting auditor of a stock company after entity conversion has been appointed, the documents set forth in the items of Article 54, paragraph (2);

五 第四十七条第二項第六号に掲げる書面

(v) a document set forth 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) if the company has given the public notice and the notices under the

provisions of Article 779, paragraph (2) of the Companies Act (excluding item (ii)) as applied mutatis mutandis pursuant to Article 781, paragraph (2) of that Act, and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the entity conversion is not likely to harm the creditor.

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

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 set forth in Article 80, items (v) through (x);

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) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (excluding item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 799, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type merger is not likely to harm the

creditor; and

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

(iv) if a corporation is to become a member of a company surviving the absorption-type merger, the documents set forth in Article 94, item (ii) or (iii).

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

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 set forth in Article 81, item (v), and items (vii) through (x);

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) if a company disappearing in the consolidation-type merger is a stock company, a document evidencing that the consent of all the shareholders has been obtained; and

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) if a corporation is to become a member of a company incorporated in the consolidation-type merger, the documents set forth in Article 94, item (ii) or (iii).

3 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 apply mutatis mutandis to the registration of 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) The following documents must be attached to the written application to register a change due to an absorption-type company split to be made by the company succeeding in the absorption-type company split:

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 set forth in Article 85, items (v) through (viii);

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) if the company has given the public notice and the notices under the provisions of Article 799, paragraph (2) of the Companies Act (excluding item (iii)) as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of Article 799, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the absorption-type company split is not likely to harm the creditor; and

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) if a corporation is to become a member of the company succeeding in the absorption-type company split, the documents set forth in Article 94, item (ii) or (iii).

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

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 set forth in Article 86, items (v) through (viii); 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) if a corporation is to become a member of a company incorporated in the incorporation-type company split, the documents set forth in Article 94, item (ii) or (iii).

3 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 apply mutatis mutandis to the registration of a general partnership company.

第七節 合資会社の登記

Section 7 Registration of a 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 A document evidencing the value of contributions already made by members with limited liability must be attached to the written application for a registration of incorporation.

(準用規定)

(Provisions Applied Mutatis Mutandis)

第百十一条 第四十七条第一項、第五十一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一百三条までの規定は、合資会社の登記について準用する。

Article 111 The provisions of Article 47, paragraph (1), Articles 51 through 53, Article 93, Article 94, and Articles 96 through 103 apply mutatis mutandis to the 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 A document evidencing completion of the performance must be attached to the written application to register a change due to the performance of the contribution by members with limited liability.

(持分会社の種類の変更の登記)

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

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

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

3 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 apply mutatis mutandis to the cases referred to 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 provisions of Article 107 apply mutatis mutandis if 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 provisions of Article 108 apply mutatis mutandis to the 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 provisions of Article 110 apply mutatis mutandis to the registration of a change due to absorption-type merger and the registration of an incorporation due to consolidation-type merger.

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

2 第一百十条の規定は、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 provisions of Article 110 apply mutatis mutandis to the registration of a change due to absorption-type company split and the registration of incorporation due to incorporation-type company split to be made by the company succeeding in the absorption-type company split.

第八節 合同会社の登記

Section 8 Registration of a Limited Liability Company

(設立の登記)

(Registration of Incorporation)

第一百七十七条 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、会社法第五百七十八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 laws and regulations, a document evidencing completion of the payment and delivery related to the contributions under the provisions of Article 578 of the Companies Act must be attached to a written application for a registration of incorporation.

(準用規定)

(Provisions Applied Mutatis Mutandis)

第一百八条 第四十七条第一項、第五十一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一百三條の規定は、合同会社の登記について準用する。

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

(社員の加入による変更の登記)

(Registration of Changes Due to Admission of Members)

第一百九条 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 A document evidencing completion of the payment or delivery related to the contributions provided for in Article 604, paragraph (3) of the Companies Act must be attached to the written application to register a change due to the admission of members.

(資本金の額の減少による変更の登記)

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

第二百二十条 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 If the company has given the public notice and the notices under the provisions of Article 627, paragraph (2) of the Companies Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice, pursuant to the provisions of paragraph (3) of that Article), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the reduction in the amount of stated capital is not likely to harm the creditor, must be attached to the written application to register a change due to a reduction in the amount of stated capital.

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

(持分会社の種類の変更の登記)

(Registration of Changes to the Type of Membership Company)

第二百二十二条 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) The articles of incorporation must be attached to the written application to register the general partnership company in a case in which a limited liability company has become a general partnership company pursuant to the provisions of Article 638, paragraph (3), item (i) of the Companies Act.
2 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。

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

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 members with limited liability; 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) if any member with unlimited liability has been admitted, a document evidencing the admission (in the case of the admission of a member which is a corporation, including the documents set forth in Article 94, item (ii) or (iii)).

3 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 apply mutatis mutandis to the cases referred to in the preceding two paragraphs.

（組織変更の登記）

(Registration of Entity Conversion)

第二百三十三条 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 provisions of Article 107 apply mutatis mutandis if a limited liability company has effected an entity conversion. In such a case, the term "the public notice and the notices" in paragraph (1), item (vi) of that Article is deemed to be replaced with "the public notice and the notices (if, in addition to public notice in an Official Gazette, a public notice has been given by publication in a daily newspaper that publishes information on current affairs or as an electronic public notice pursuant to the provisions of Article 779, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 781, paragraph (2) of that Act, the public notice by those means)".

（合併の登記）

(Registration of Merger)

第二百四十四条 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 provisions of Article 108 apply *mutatis mutandis* to the registration of a limited liability company. In such a case, the term "member" in paragraph (1), item (iv) and paragraph (2), item (v) of that Article is deemed to be replaced with "member executing the business".

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

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

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 set forth in Article 89, items (v) through (viii);

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) if the company has given the public notice and the notices under Article 799, paragraph (2) of the Companies Act (excluding item (iii)) as applied *mutatis mutandis* pursuant to Article 802, paragraph (2) of that Act (or, if applicable, the public notice other than in the Official Gazette that it has given by publication in a daily newspaper that publishes information on

current affairs or as an electronic public notice, pursuant to the provisions of Article 799, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 802, paragraph (2) of that Act), and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that the share exchange is not likely to harm the creditor; and
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) if a corporation is to become a member executing the business of a wholly owning parent company resulting from the share exchange, the documents set forth in Article 94, item (ii) or (iii).

2 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 apply mutatis mutandis to the registration of a limited liability company.

第九節 外国会社の登記

Section 9 Registration of a 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 To apply the provisions of Article 1-3 and Article 24, item (i), the domicile of a representative in Japan (limited to one whose domicile is in Japan; hereinafter the same applies in this Section excluding Article 130, paragraph (1)) of a foreign company that has not established a business office in Japan is deemed to be the location of the business office.

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

(外国会社の登記)

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

一 本店の存在を認めるに足りる書面

(i) a document sufficient to admit 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 status as 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 sufficient to identify 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) if there are provisions concerning the method of public notice under the provisions of Article 939, paragraph (2) of the Companies Act, a document evidencing them.

2 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 must be certified by the competent government agency of the foreign company's home country or by that country's consul or other competent authority in Japan.

3 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) If an applicant has attached to its written application for registration set forth in paragraph (1) a certificate of registered information issued by another registry office certifying that the representative in Japan has been specified or that a business office has been established in Japan, no document specified in that paragraph needs to be attached.

(変更の登記)

(Registration of Changes)

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

2 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 the case all of the representatives in Japan seek to separate from their positions, if the company has given the public notice and the notices under Article 820, paragraph (1) of the Companies Act, and a creditor has raised an objection, a document evidencing that the company has paid its debt or provided suitable collateral to the creditor, that it has placed suitable property into a trust so as to enable the creditor to receive full payment for the debt, or that their separation from their positions is not likely to harm the creditor must be attached to the written application for registration due to the separation, in addition to the document set forth in the preceding paragraph; provided, however, that this does not apply if the foreign company has received an order for the commencement of liquidation pursuant to the provisions of Article 822, paragraph (1) of that Act.

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

(準用規定)

(Provisions Applied Mutatis Mutandis)

第三百十一条 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 apply mutatis mutandis if 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 apply mutatis mutandis if a

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

3 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 apply mutatis mutandis if all the representatives in Japan of a foreign company that has not established a business office in Japan have relocated their domiciles to the jurisdictional district of other registry offices.

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

第十節 登記の更正及び抹消

Section 10 Correction and Cancellation of Registrations

(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) If a registration contains any error or omission, the party concerned may file an application for the correction of the 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) A document evidencing the error or omission must be attached to a written application for correction; provided, however, that this does not apply to the correction of a surname, name, or address.

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

2 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 must, without delay, correct the registration with the permission of the Director of the Legal Affairs Bureau or District Legal Affairs Bureau that supervises the registrar.

(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) If a registration falls under any of the following items, the party concerned may file an application for the cancellation of the 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 set forth in Article 24, items (i) through (iii), or item (v) 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 there are grounds that render any of the registered information invalid; provided, however, that this does not apply if the invalidity may only be asserted by means of filing an action.

2 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 provisions of Article 132, paragraph (2) apply mutatis mutandis to the case referred to 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) If a registrar discovers that the registration falls under any of the items of paragraph (1) of the preceding Article, they must give notice to the person who has made the registration of the fact that the registration will be canceled unless the person files an objection in writing within a fixed period

not exceeding one month.

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

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

第百三十六条 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 If there is a person who has filed an objection, a registrar must give a decision on that objection.

第百三十七条 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 If no person has filed an objection, or if the registrar has rejected the objection, the registrar must cancel the registration.

第百三十八条 削除

Article 138 Deleted

第四章 雑則

Chapter IV 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) do 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) do not apply to a register or documents annexed to it.

(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)

第四百十一条 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）第二条第五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) do not apply to the retained personal information (meaning the retained personal information as defined in Article 2, paragraph (5) of that Act) which is recorded in a register or in the documents annexed to it.

(審査請求)

(Request for Review)

第四百十二条 登記官の処分に不服がある者又は登記官の不作為に係る処分を申請した者は、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 is dissatisfied with a registrar's disposition or who has filed an application for a disposition in connection with which a registrar has taken no action may file a request for review with the Director of the Legal Affairs Bureau or District Legal Affairs Bureau who supervises the registrar.

第四百十三条 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 must be filed via the registrar.

(審査請求事件の処理)

(Handling of Request for Review Case)

第四百十四条 登記官は、処分についての審査請求を理由があると認め、又は審査請求に係る不作為に係る処分をすべきものと認めるときは、相当の処分をしなければならない。

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

第四百十五条 登記官は、前条に規定する場合を除き、審査請求の日から三日内に、意見を付して事件を第四百十二条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。この場合において、当該法務局又は地方法務局の長は、当該意見を行政不服審査

法（平成二十六年法律第六十八号）第十一条第二項に規定する審理員に送付するものとする。

Article 145 Except in the cases provided for in the preceding Article, the registrar must refer the case to the Director of the Legal Affairs Bureau or District Legal Affairs Bureau referred to in Article 142 within three days from the date of the request, with opinions attached. In such a case, the Director of the Legal Affairs Bureau or District Legal Affairs Bureau is to send the opinions to a review officer provided for in Article 11, paragraph (2) of the Administrative Complaint Review Act (Act No. 68 of 2014).

第百四十六条 第百四十二条の法務局又は地方法務局長は、処分についての審査請求を理由があると認め、又は審査請求に係る不作為に係る処分をすべきものと認めるときは、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 (1) If the Director of the Legal Affairs Bureau or District Legal Affairs Bureau referred to in Article 142 finds there to be grounds for a request to review a disposition or finds that it is necessary to make the disposition that the inaction subject to a request for review concerns, the Director must order the registrar to make a reasonable disposition, and must give notice to the requester and any other person who has an interest in the registration to that effect.

2 第百四十二条の法務局又は地方法務局長は、審査請求に係る不作為に係る処分についての申請を却下すべきものと認めるときは、登記官に当該申請を却下する処分を命じなければならない。

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

第百四十六条の二 第百四十二条の審査請求に関する行政不服審査法の規定の適用については、同法第二十九条第五項中「処分庁等」とあるのは「審査庁」と、「弁明書の提出」とあるのは「商業登記法（昭和三十八年法律第二百五号）第百四十五条に規定する意見の送付」と、同法第三十条第一項中「弁明書」とあるのは「商業登記法第百四十五条の意見」とする。

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

that Act is deemed to be replaced with "opinion referred to in Article 145 of the Commercial Registration Act."

(行政不服審査法の適用除外)

(Exclusion from Application of the Administrative Complaint Review Act)

第四百七条 行政不服審査法第十三条、第十五条第六項、第十八条、第二十一条、第二十五条第二項から第七項まで、第二十九条第一項から第四項まで、第三十一条、第三十七条、第四十五条第三項、第四十六条、第四十七条、第四十九条第三項（審査請求に係る不作為が違法又は不当である旨の宣言に係る部分を除く。）から第五項まで及び第五十二条の規定は、第四百二十二条の審査請求については、適用しない。

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

(省令への委任)

(Delegation to Ministerial Order)

第四百八条 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 Beyond what is prescribed in this Act, Ministry of Justice Order provides for the preparation of registers, the formats of written applications for registration, documents to be attached to them, and other necessary particulars relevant to this Act's entry into force.

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 comes into effect on 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 necessary particulars associated with this Act's entry into force are provided for by other laws.