

# Ordinance for Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations

(Ordinance of the Ministry of Justice No. 28 of April 20, 2007)

Pursuant to the provisions of the General Incorporated Associations and General Incorporated Foundations Act (Act No. 48 of 2006), the Act on Utilization of Information and Communications Technology in Document Preservation, etc. Conducted by Private Business Operators, etc. (Act No. 149 of 2004), the Order for Enforcement of the General Incorporated Associations and General Incorporated Foundations Act (Cabinet Order No. 38 of 2007), and the Order for Enforcement of the Act on Utilization of Information and Communications Technology in Document Preservation, etc. Conducted by Private Business Operators, etc. (Cabinet Order No. 8 of 2005), the Ordinance for Enforcement of the General Incorporated Associations and General Incorporated Foundations Act is hereby enacted as follows.

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Supplementary Provisions

## **Chapter I General Provisions**

(Purpose)

Article 1 The purpose of this Ordinance is to provide for matters as delegated by  
the Act on General Incorporated Associations and General Incorporated  
Foundations (Act No. 48 of 2006; hereinafter referred to as the "Act").

(Definitions)

Article 2 The terms "General Incorporated Association, etc.," "Subsidiary," "Absorption-type Merger," and "Consolidation-type Merger" as used in this Ordinance mean a General Incorporated Association, etc., a Subsidiary, an Absorption-type Merger, and a Consolidation-type Merger as prescribed respectively in Article 2 of the Act.

(Subsidiary)

Article 3 The juridical person specified by Ordinance of the Ministry of Justice as prescribed in Article 2, item (iv) of the Act shall be a juridical person for which a General Incorporated Association, etc. holds over 50 percent of the Voting Rights Held by All Members, etc. (meaning the voting rights held by all members or all shareholders (in the case of a stock company, excluding voting rights relating to shares which do not allow the exercise of voting rights on all the matters that may be resolved at a shareholders meeting, and including voting rights relating to shares to which voting rights are deemed to be attached pursuant to the provisions of Article 879, paragraph (3) of the Companies Act (Act No. 86 of 2005); hereinafter the same shall apply in this Article); hereinafter the same shall apply in this Article). In this case, another juridical person for which over 50 percent of the Voting Rights Held by All Members, etc. are jointly held by the General Incorporated Association, etc. and one or more of its Subsidiaries, or independently held by one or more of the Subsidiaries of the General Incorporated Association, etc. shall be deemed to be a Subsidiary of the General Incorporated Association, etc.

## **Chapter II General Incorporated Associations**

### **Section 1 Organs**

#### **Subsection 1 General Meeting of Members**

(Matters to Be Decided upon Calling)

Article 4 The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 38, paragraph (1), item (v) of the Act shall be the following matters:

- (i) if the matters set forth in Article 38, paragraph (1), item (iii) or item (iv) of the Act are specified, the following matters (in the case where the articles of incorporation include provisions concerning the matters set forth in (b) and (c) or where it is decided that decisions on these matters shall be delegated to a director, such matters shall be excluded):
  - (a) matters to be stated in the Reference Documents for a General Meeting of Members (meaning the Reference Documents for a General Meeting of Members prescribed in Article 41, paragraph (1) of the Act; hereinafter the same shall apply in this Subsection) pursuant to the provisions of Article 5,

- paragraph (1);
- (b) if a certain point in time (limited to a point in time before the date of the general meeting of members and two weeks after the day on which notice was issued pursuant to the provisions of the proviso to Article 39, paragraph (1) of the Act) is specified as the time limit for the exercise of voting rights in writing, such point of time as specified;
  - (c) if a certain point in time (limited to a point in time before the date of the general meeting of members and two weeks after the day on which notice was issued pursuant to the provisions of the proviso to Article 39, paragraph (1) of the Act) is specified as the time limit for the exercise of voting rights by Electromagnetic Means (meaning the Electromagnetic Means prescribed in Article 14, paragraph (2), item (iv) of the Act; the same shall apply hereinafter), such point in time as specified;
  - (ii) if, with regard to the exercise of voting rights by proxy under the provisions of Article 50, paragraph (1) of the Act, a method of proving the authority of representation (including the qualification of the proxy), the number of proxies, and other matters concerning the exercise of voting rights by proxy (excluding the case where the articles of incorporation include provisions concerning these matters), such matters; and
  - (iii) in cases other than the case prescribed in item (i), if any of the following matters is a matter which is the purpose of a general meeting of members, an outline of the proposal pertaining to such matter (in the case where the proposal is yet to be finalized, a statement to that effect):
    - (a) election of an Officer, etc. (meaning the Officer, etc. prescribed in Article 111, paragraph (1) of the Act; hereinafter the same shall apply in this Section and Article 86, item (ii));
    - (b) Remuneration, etc. (meaning the Remuneration, etc. prescribed in Article 89 of the Act; the same shall apply in Article 58, item (ii) of an Officer, etc.;
    - (c) transfer of the whole business;
    - (d) amendment to the articles of incorporation; and
    - (e) merger.

(Reference Documents for a General Meeting of Members)

Article 5 (1) The matters to be stated in the Reference Documents for a General Meeting of Members, which are to be delivered pursuant to the provisions of Article 41, paragraph (1) or Article 42, paragraph (1) of the Act shall be the following matters:

- (i) proposals; and
- (ii) if there is any result from the investigation on proposals to be reported to a general meeting of members pursuant to the provisions of Article 102 of the

Act, the summary of such result.

- (2) In addition to what is specified in the preceding paragraph, matters that are found to be a helpful reference for members in exercising voting rights may be stated in Reference Documents for a General Meeting of Members.
- (3) Among the matters to be stated in Reference Documents for a General Meeting of Members which are to be provided for members with regard to a single general meeting of members, if there are any matters that are stated in other documents or matters to be provided by Electromagnetic Means, these matters shall not be required to be stated in the Reference Documents for a General Meeting of Members which are to be provided for members. In this case, the fact that some matters are stated in other documents or are to be provided by Electromagnetic Means shall be clarified.
- (4) Among the matters to be contained, with regard to a single general meeting of members, in a Notice of Calling (meaning the notice issued under the provisions of Article 39, paragraph (2) or paragraph (3) of the Act; hereinafter the same shall apply in this Chapter) to be provided for members or in a business report to be provided for members pursuant to the provisions of Article 125 of the Act, if there are any matters that are stated in the Reference Documents for a General Meeting of Members, such matters shall not be required to be contained in a Notice of Calling to be provided for members or in a business report to be provided for members pursuant to the provisions of said Article.

Article 6 (1) The delivery of Reference Documents for a General Meeting of Members stating the matters set forth in Article 38, paragraph (1), items (iii) and (iv) of the Act (including the provision by Electromagnetic Means in lieu of such delivery), which is conducted by a general incorporated association, shall serve as the delivery of Reference Documents for a General Meeting of Members under the provisions of Article 41, paragraph (1) and Article 42, paragraph (1) of the Act.

- (2) A director may notify members, upon issuing a Notice of Calling, of the method of informing members of any revisions made to the matters to be stated in Reference Documents for a General Meeting of Members in the case where the necessity to make such revisions arises during the period after the date of issue of the Notice of Calling until the date preceding the date of the general meeting of members.

(Voting Card)

Article 7 The matters to be stated in a Voting Card (meaning the Voting Card prescribed in Article 41, paragraph (1) of the Act; the same shall apply hereinafter) which is to be delivered pursuant to the provisions of said

paragraph or in a Voting Card to be delivered by Electromagnetic Means pursuant to the provisions of Article 42, paragraph (3) or paragraph (4) shall be the following matters:

- (i) a column to say yea or nay to each proposal (if the card has a column to declare abstention, including an abstention);
- (ii) the time limit for the exercise of the voting right; and
- (iii) the name of the member who is to exercise the voting right (in the case prescribed in the proviso to Article 48, paragraph (1) of the Act, including the number of exercisable voting rights).

(Time Limit for Exercise of Voting Rights in Writing)

Article 8 The time specified by Ordinance of the Ministry of Justice as prescribed in Article 51, paragraph (1) of the Act shall be the closing time of the business hours immediately before the date of a general meeting of members (in the case where the matter set forth in Article 4, item (i), (b) is specified, the time specified as set forth in (b) of said item).

(Time Limit for Exercise of Voting Rights by Electromagnetic Means)

Article 9 The time specified by Ordinance of the Ministry of Justice as prescribed in Article 52, paragraph (1) of the Act shall be the closing time of the business hours immediately before the date of a general meeting of members (in the case where the matter set forth in Article 4, item (i), (c) is specified, the time specified as set forth in (c) of said item).

(Obligation of Explanation of Director, etc.)

Article 10 The case specified by Ordinance of the Ministry of Justice as prescribed in Article 53 of the Act shall be any of the following cases:

- (i) where it is necessary to conduct an investigation in order to explain the matters on which a member requested an explanation (excluding the following cases):
  - (a) where the member has notified the general incorporated association of the matters well before the date of a general meeting of members; or
  - (b) where the investigation necessary for explaining certain matters is very easy to carry out;
- (ii) where explaining the matters on which a member requested an explanation could harm the rights of the general incorporated association or any other persons (excluding the relevant member);
- (iii) where a member repeatedly requests an explanation on virtually the same matters in the general meeting of members in question; and
- (iv) in addition to what is set forth in the preceding three items, where there are reasonable grounds for not explaining the matters on which a member

requested an explanation.

(Minutes of General Meeting of Members)

Article 11 (1) The preparation of the minutes of a general meeting of members under the provisions of Article 57, paragraph (1) of the Act shall be as specified in this Article.

(2) The minutes of a general meeting of members shall be prepared in writing or in the form of Electromagnetic Records (meaning the Electromagnetic Records prescribed in Article 10, paragraph (2) of the Act; hereinafter the same shall apply except in Chapter VI, Section 4, Subsection 2).

(3) The minutes of a general meeting of members shall contain the following matters:

(i) the date and place when and where the general meeting of members was held (in the case where any director, auditor, accounting auditor or member was not present at that place but attended a general meeting of members, the method of such attendance shall be included);

(ii) the points and results of the proceedings of the general meeting of members;

(iii) if any opinions or remarks were stated or made at the general meeting of members pursuant to the provisions set forth in the following, an outline of such opinions or remarks:

(a) Article 74, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to paragraph (4) of said Article);

(b) Article 74, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to paragraph (4) of said Article);

(c) Article 102 of the Act;

(d) Article 105, paragraph (3) of the Act;

(e) Article 109, paragraph (1) of the Act; and

(f) Article 109, paragraph (2) of the Act;

(iv) the names of the director, auditor or accounting auditor who attended the general meeting of members;

(v) if there was a chair of the general meeting of members, the name of the chair; and

(vi) the name of the person who performed the duty for preparing the minutes.

(4) In the cases set forth in the following items, the minutes of a general meeting of members shall contain the matters specified respectively in these items:

(i) where a resolution of a general meeting of members is deemed to have been made, pursuant the provisions of Article 58, paragraph (1) of the Act: the following matters:

(a) the details of the matters on which a resolution of a general meeting of members is deemed to have been made;

- (b) the name of the person who proposed the matters mentioned in (a);
- (c) the date on which a resolution of a general meeting of members is deemed to have been made; and
- (d) the name of the person who performed the duty for preparing the minutes;
- (ii) where a report to a general meeting of members is deemed to have been made, pursuant to the provisions of Article 59 of the Act: the following matters:
  - (a) the details of the matters on which a report to a general meeting of members is deemed to have been made;
  - (b) the date on which a report to a general meeting of members is deemed to have been made; and
  - (c) the name of the person who performed the duty for preparing the minutes.

**Subsection 2 Officer, etc.**

(Election of Substitute for Officer)

Article 12 (1) The election of a substitute for an Officer under the provisions of Article 63, paragraph (2) of the Act (meaning the Officer prescribed in paragraph (1) of said Article; hereinafter the same shall apply in this Article) shall be as specified in this Article.

(2) Where a substitute for an Officer is to be elected by a resolution as prescribed in Article 63, paragraph (2) of the Act, the following matters shall also be decided:

- (i) the status of the relevant candidate as a candidate for a substitute for an Officer;
- (ii) if the relevant candidate is to be elected as a substitute for an External Director (meaning the External Director prescribed in Article 113, paragraph (1), item (ii), (b) of the Act; the same shall apply in Article 19, item (ii), (b)), such status of the candidate;
- (iii) if the relevant candidate is to be elected as a substitute for an External Auditor (meaning the External Auditor prescribed in Article 115, paragraph (1) of the Act), such status of the candidate;
- (iv) if the relevant candidate is to be elected as a substitute for an Officer to serve in the place of one or more specific Officers, such status of the candidate, and the name(s) of the specific Officers;
- (v) if two or more substitutes for Officers are to be elected to serve in the place of the same Officer (in the case where they are to be elected as substitutes for two or more Officers, those Officers), the priority order among those substitutes for Officers; and
- (vi) if the election of a substitute for an Officer may be revoked before the

assumption of office, a note to that effect, and the procedure for revoking the election.

- (3) Unless otherwise provided for in the articles of incorporation, a resolution regarding the election of a substitute for an Officer shall be effective until the time of the commencement of the first annual general meeting of members to be held after the resolution was made; provided, however, that this shall not preclude the shortening of this period by a resolution of a general meeting of members.

(Systems for Ensuring Proper Operation of Business of General Incorporated Association Other Than General Incorporated Association with Council)

Article 13 (1) The systems specified by Ordinance of the Ministry of Justice as prescribed in Article 76, paragraph (3), item (iii) of the Act shall be the following systems:

- (i) a system concerning the preservation and management of information on the execution of his/her duties by a director;
  - (ii) regulations or other systems concerning the management of risk of loss;
  - (iii) a system for ensuring that a director will execute his/her duties effectively; and
  - (iv) a system for ensuring that employees will execute their duties in compliance with laws and regulations as well as the articles of incorporation.
- (2) In the case of a general incorporated association which has two or more directors, the systems prescribed in the preceding paragraph shall include a system for ensuring that decisions on business will be made properly.
- (3) In the case of a general incorporated association other than a General Incorporated Association with Auditors (meaning the General Incorporated Association with Auditors prescribed in Article 15, paragraph (2), item (i) of the Act; the same shall apply in the following paragraph), the systems prescribed in paragraph (1) shall include a system whereby a director makes a report to members with regard to matters that should be reported to them.
- (4) In the case of a General Incorporated Association with Auditors, the systems prescribed in paragraph (1) shall include the following systems:
- (i) in the case where an auditor requested an employee to be assigned to assist with his/her duties, the matters concerning such employee;
  - (ii) the matters concerning the independence of the employee set forth in the preceding item from a director;
  - (iii) a system whereby a director and employee make reports to an auditor and any other system concerning the reporting to an auditor; and
  - (iv) any other system for ensuring that an auditor will conduct an audit effectively.

(System for Ensuring Proper Operation of Business of General Incorporated Association with Council)

Article 14 The systems specified by Ordinance of the Ministry of Justice as prescribed in Article 90, paragraph (4), item (v) of the Act shall be the following systems:

- (i) a system concerning the preservation and management of information on the execution of his/her duties by a director;
- (ii) regulations or other systems concerning the management of risk of loss;
- (iii) a system for ensuring that directors will execute their duties effectively;
- (iv) a system for ensuring that employees will execute their duties in compliance with laws and regulations as well as the articles of incorporation;
- (v) in the case where an auditor requested an employee to be assigned to assist with his/her duties, the matters concerning such employee;
- (vi) the matters concerning the independence of the employee set forth in the preceding item from directors;
- (vii) a system whereby a director and employee make reports to an auditor and any other system concerning the reporting to an auditor; and
- (viii) any other system for ensuring that an auditor will conduct an audit effectively.

(Minutes of Meeting of Council)

Article 15 (1) The preparation of the minutes of a meeting of the council under the provisions of Article 95, paragraph (3) of the Act shall be as specified in this Article.

- (2) The minutes of a meeting of the council shall be prepared in writing or in the form of Electromagnetic Records.
- (3) The minutes of a meeting of the council shall contain the following matters:
  - (i) the date and place when and where the meeting of the council was held (in the case where any director, auditor or accounting auditor was not present at that place but attended a meeting of the council, the method of such attendance shall be included);
  - (ii) if the meeting of the council falls under any of the following, such fact:
    - (a) a meeting called at the request of a director made under the provisions of Article 93, paragraph (2) of the Act;
    - (b) a meeting called by a director pursuant to the provisions of Article 93, paragraph (3) of the Act;
    - (c) a meeting called at the request of an auditor made under the provisions of Article 101, paragraph (2) of the Act; or
    - (d) a meeting called by an auditor pursuant to the provisions of Article 101, paragraph (3) of the Act;
  - (iii) the points and results of the proceedings of the meeting of the council;

- (iv) if any of the directors has a special interest in any matters that require a resolution, the name of such director;
  - (v) if any opinions or remarks were stated or made at the meeting of the council pursuant to the provisions set forth in the following, an outline of such opinions or remarks:
    - (a) Article 92, paragraph (2) of the Act;
    - (b) Article 100 of the Act; and
    - (c) Article 101, paragraph (1) of the Act;
  - (vi) if the articles of incorporation include the provision as set forth in Article 95, paragraph (3) of the Act, the name of the director other than the Representative Director (meaning the Representative Director prescribed in Article 21, paragraph (1) of the Act; the same shall apply in Article 19, item (ii), (b)), who attended the meeting of the council;
  - (vii) the name of the accounting auditor who attended the meeting of the council; and
  - (viii) if there was a chair of the meeting of the council, the name of the chair.
- (4) In the cases set forth in the following items, the minutes of a meeting of the council shall contain the matters specified respectively in these items:
- (i) where a resolution of the council is deemed to have been made, pursuant to the provisions of Article 96 of the Act: the following matters:
    - (a) the details of the matters on which a resolution of the council is deemed to have been made;
    - (b) the name of the director who proposed the matters mentioned in (a);
    - (c) the date on which a resolution of the council is deemed to have been made; and
    - (d) the name of the director who performed the duty for preparing the minutes;
  - (ii) where a report to the council is determined as being unnecessary pursuant to the provisions of Article 98, paragraph (1) of the Act: the following matters:
    - (a) the details of the matters on which a report to the council is determined as being unnecessary;
    - (b) the date on which a report to the council is determined as being unnecessary; and
    - (c) the name of the director who performed the duty for preparing the minutes.

(Preparation of Audit Report)

Article 16 (1) The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 99, paragraph (1) of the Act shall be as specified in this Article.

- (2) An auditor shall, for the purpose of performing his/her duties appropriately, ensure communication with the following persons and endeavor to collect information and improve the environment for conducting an audit. In this case, a director or the council shall give consideration to setting up a necessary system for the execution of his/her duties by an auditor:
- (i) the director(s) and employees of the general incorporated association;
  - (ii) the directors, accounting advisors, executive officers, members in charge of the execution of business, persons in charge of performing the duties set forth in Article 598, paragraph (1) of the Companies Act, and any other persons equivalent to those persons, as well as employees, who belong to the Subsidiaries of the general incorporated association; and
  - (iii) any other persons with whom an auditor should ensure communication in the course of performing his/her duties appropriately.
- (3) The provisions of the preceding paragraph shall not be construed as allowing an auditor to create or maintain a relationship which is likely to prevent him/her from preserving his/her fair and impartial attitude or independence.
- (4) An auditor shall, in the course of performing his/her duties, endeavor to ensure communication and an exchange of opinions with other auditor(s) of the general incorporated association, the auditors and any other persons equivalent thereto of the Subsidiaries of the general incorporated association, when necessary.

(Subject of Auditor's Investigation)

Article 17 The items specified by Ordinance of the Ministry of Justice as prescribed in Article 102 of the Act shall be Electromagnetic Records and other materials.

(Preparation of Accounting Audit Report)

- Article 18 (1) The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 107, paragraph (1) of the Act shall be as specified in this Article.
- (2) An accounting auditor shall, for the purpose of performing his/her duties appropriately, ensure communication with the following persons and endeavor to collect information and improve the environment for conducting an audit; provided, however, that this shall not be construed as allowing an accounting auditor to create or maintain a relationship which is likely to prevent him/her from preserving his/her fair and impartial attitude or independence:
- (i) the director(s) and employees of the general incorporated association;
  - (ii) the directors, accounting advisors, executive officers, members in charge of the execution of business, persons in charge of performing the duties set forth in Article 598, paragraph (1) of the Companies Act, and any other

- persons equivalent to those persons, as well as employees, who belong to the Subsidiaries of the general incorporated association; and
- (iii) any other persons with whom an accounting auditor should ensure communication in the course of performing his/her duties appropriately.

(Method for Calculating Amount of Remuneration, etc.)

Article 19 The amount to be calculated by the method specified by Ordinance of the Ministry of Justice as prescribed in Article 113, paragraph (1), item (ii) of the Act shall be the total sum of the following amounts:

- (i) from among the total sums of the economic benefits which an Officer, etc. has received or is to receive while in office from a general incorporated association as a remuneration, bonus, or any other consideration for the execution of his/her duties (including, where said Officer, etc. also serves as an employee of the general incorporated association, a remuneration, bonus, or any other consideration for the execution of the duties received or to be received as an employee) (excluding the economic benefits specified in the following item) for the respective business years (limited to the business year containing the days specified in (a) through (c) below for the respective categories of cases set forth in (a) through (c), and each business year preceding said business year) (where the period of any such business year is not one year, the amount obtained by converting said total sum into an amount per year), the highest of such total sums:
- (a) where the resolution of the general meeting of members set forth in Article 113, paragraph (1) of the Act was made: the date of the resolution of the general meeting of members;
- (b) where a consent (in the case of a General Incorporated Association with Council (meaning the General Incorporated Association with Council prescribed in Article 16, paragraph (1) of the Act), a resolution of the council; the same shall apply in (b)) for exemption from liability was given based on the provisions of the articles of incorporation under the provisions of Article 114, paragraph (1) of the Act: the day on which said consent was given; and
- (c) where the contract set forth in Article 115, paragraph (1) of the Act was concluded: the day on which the event causing the liability occurred (if there are two or more such days, the latest day);
- (ii) the amount obtained by dividing the amount set forth in (a) by the number set forth in (b):
- (a) the total sum of the following amounts:
1. the amount of retirement bonus which the Officer, etc. has received from the general incorporated association;
  2. where the Officer, etc. has also served as an employee of the general

incorporated association, the part of the retirement allowance received as an employee, which is the consideration for the execution of his/her duties during the period in which said Officer, etc. also served as an Officer, etc.; and

3. the amount of economic benefits having the same nature as the amount set forth in 1. or 2. above;
- (b) the number of years during which the Officer, etc. remained in office (if the Officer, etc. falls under any of the following categories of Officers, etc. and the number specified below for each said category exceeds said number of years, said specified number):
  1. the Representative Director: six;
  2. a director other than the Representative Director (excluding an External Director): four; and
  3. an External Director, an auditor, or an accounting auditor: two.

(Retirement Bonus, etc. to Be Received After Resolution for Exemption from Liability)

Article 20 The economic benefits specified by Ordinance of the Ministry of Justice as prescribed in Article 113, paragraph (4) of the Act (including the cases where applied mutatis mutandis pursuant to Article 114, paragraph (5) and Article 115, paragraph (5) of the Act) shall be the following:

- (i) retirement bonus;
- (ii) where the Officer, etc. has also served as an employee of the general incorporated association, the part of the retirement allowance received as an employee, which is the consideration for the execution of his/her duties during the period in which said Officer, etc. also served as an Officer, etc.; and
- (iii) any economic benefits having the same nature as those set forth in the preceding two items.

## **Section 2 Account**

### **Subsection 1 General Provisions**

Article 21 With regard to the interpretation of terms used in this Section and the application of the provisions thereunder, generally accepted accounting standards and other accounting practices shall be taken into consideration.

### **Subsection 2 Accounting Books**

(Preparation of Accounting Books)

Article 22 (1) The values of assets, liabilities, and net assets to be noted in the

accounting books which are to be prepared pursuant to the provisions of Article 120, paragraph (1) of the Act, and other matters concerning the preparation of such accounting books (including the matters to be specified by Ordinance of the Ministry of Justice pursuant to the provisions of Article 141, paragraph (2), item (ii) of the Act) shall be as specified in this Subsection.

(2) The accounting books shall be prepared in writing or in the form of Electromagnetic Records.

(Valuation of Assets)

Article 23 (1) With regard to assets, unless otherwise provided for in laws and regulations other than this Ordinance or the Act, the acquisition value shall be noted in the accounting books.

(2) With regard to assets to be depreciated, a reasonable depreciation shall be made as of the last day of a business year (in the case where a valuation should be made as of a day other than the last day of a business year, such other day; hereinafter the same shall apply in this Subsection).

(3) Where the prices specified in the following items should be noted with regard to the assets set forth the respective items as of the last day of a business year, such prices specified in these items shall be noted with regard to the respective assets:

(i) an asset whose current price as of the last day of the business year is far below its acquisition cost at that time (excluding an asset whose current price is expected to recover to its acquisition cost at that time): the current price as of the last day of the business year; and

(ii) an asset which has been impaired to an unexpected level or on which a loss from the impairment should be recognized, as of the last day of the business year: the amount calculated by making a reasonable reduction from its acquisition cost at that time.

(4) With regard to a claim which is likely to be uncollectible, a deduction shall be made as of the last day of a business year, in an amount that is estimated to be uncollectible at that time.

(5) A fair price may be noted with regard to a claim if its acquisition value is not equal to the amount of the claim or there are other reasonable grounds to do so.

(6) With regard to the following assets, the current price or a fair price as of the last day of a business year may be noted at that time:

(i) an asset whose current price as of the last day of the business year is lower than its acquisition cost at that time; and

(ii) in addition to the asset set forth in the preceding item, any other asset for which it is appropriate to note, as of the last day of the business year, the current price or a fair price at that time.

(Valuation of Liabilities)

Article 24 (1) With regard to liabilities, unless otherwise provided for in laws and regulations other than this Ordinance or the Act, the amount of obligations shall be noted in the accounting books.

(2) With regard to the following liabilities, the current price or a fair price as of the last day of a business year may be noted at that time:

- (i) a reserve to be recorded, in preparation for any expense or loss (including a deduction from profit; hereinafter the same shall apply in this item) to be generated in the future, by including the part of the reasonably estimated amount of such expense or loss which should be assumed as an expense or loss in the relevant business year; and
- (ii) in addition to the liability set forth in the preceding item, any other liability for which it is appropriate to note, as of the last day of the business year, the current price or a fair price at that time.

(Valuation of Goodwill)

Article 25 Goodwill may be recorded as an asset or liability only if it is acquired by transfer for value or acquired by a merger.

### **Subsection 3 Financial Statements and Other Related Documents**

(Financial Statements and Other Related Documents)

Article 26 The Financial Statements and Other Related Documents (meaning those set forth in the following; hereinafter the same shall apply in this Section) to be prepared pursuant to the provisions of Article 123, paragraphs (1) and (2) of the Act shall be as specified in this Subsection; provided, however, that this shall not apply where otherwise provided for in other laws and regulations:

- (i) the balance sheet as of the date of incorporation; and
- (ii) Financial Statements (meaning the Financial Statements prescribed in Article 123, paragraph (2) of the Act; hereinafter the same shall apply in this Section) for each business year, and the annexed detailed statements thereof.

(Unit for Indicating Amount)

Article 27 The amounts of the matters relating to the Financial Statements and other related documents shall be indicated in units of one yen, one thousand yen, or one million yen.

(Balance Sheet as of Date of Incorporation)

Article 28 The balance sheet to be prepared pursuant to the provisions of Article 123, paragraph (1) of the Act shall be prepared based on the accounting books

as of the date of incorporation of a general incorporated association.

(Financial Statements for Each Business Year)

- Article 29 (1) The period relating to the preparation of Financial Statements for each business year and the annexed detailed statements thereof shall be between the day following the last day of the business year preceding the relevant business year (in the case where there is no such business year preceding the relevant business year, the date of incorporation) and the last day of the relevant business year. In this case, this period shall not exceed one year (or one year and six months in the case of the first business year after the last day of a business year is changed).
- (2) The Financial Statements for each business year and the annexed detailed statements thereof to be prepared pursuant to the provisions of Article 123, paragraph (2) of the Act shall be prepared based on the accounting books for the relevant business year.

(Categorization of Balance Sheet)

- Article 30 (1) A balance sheet shall be indicated as categorized into the following sections. In this case, the section set forth in item (iii) may be given a name that is suitable for representing net assets:
- (i) assets;
  - (ii) liabilities; and
  - (iii) net assets.
- (2) The sections set forth in the items of the preceding paragraph may be sub-categorized into appropriate sub-sections. In this case, these sub-sections shall be given names that are suitable for representing assets, liabilities, or net assets.

(Fund, etc.)

- Article 31 (1) The total amount of a Fund (meaning the Fund prescribed in Article 131 of the Act; hereinafter the same shall apply in this Chapter) and a Substitute Fund (meaning the amount recorded pursuant to the provisions of Article 144, paragraph (1) of the Act; hereinafter the same shall apply in this Chapter) shall be recorded in the net assets section (including a section to which a name suitable for representing net assets is given pursuant to the provisions of the second sentence of paragraph (1) of the preceding Article) of a balance sheet.
- (2) The amount of obligations arising from the return of a Fund may not be recorded in the liabilities section of a balance sheet.

(Categorization of Profit and Loss Statement)

Article 32 A profit and loss statement shall indicate earnings or expenses, or profits or losses, as categorized into appropriate sections or sub-sections.

(Annexed Detailed Statements)

Article 33 Annexed detailed statements of Financial Statements for each business year shall indicate important matters that are supplementary to the content of a balance sheet and a profit and loss statement, in addition to the following matters:

- (i) the breakdown of tangible fixed assets and intangible fixed assets; and
- (ii) the breakdown of reserves.

#### **Subsection 4 Business Report**

Article 34 (1) A business report and the annexed detailed statements thereof to be prepared pursuant to the provisions of Article 123, paragraph (2) of the Act shall be as specified in this Article; provided, however, that this shall not apply where otherwise provided for in other laws and regulations.

(2) A business report shall contain the following matters:

- (i) important matters concerning the state of the general incorporated association (excluding the matters to be contained in the Financial Statements and the annexed detailed statements thereof); and
- (ii) if a decision or resolution is made for setting up the systems prescribed in Article 76, paragraph (3), item (iii) and Article 90, paragraph (4), item (v) of the Act, an outline of the content of the decision or resolution.

(3) Annexed detailed statements of a business report shall contain important matters that are supplementary to the content of the business report.

#### **Subsection 5 Audit of Financial Statements and Other Related Documents**

##### **Division 1 General Rules**

Article 35 (1) An audit (limited to an audit of Financial Statements and other related documents (excluding the balance sheet as of the date of incorporation; hereinafter the same shall apply in this Subsection); hereinafter the same shall apply in this Subsection) to be conducted under the provisions of Article 124, paragraphs (1) and (2) of the Act shall be as specified in this Subsection.

(2) The audit prescribed in the preceding paragraph shall include the audit prescribed in Article 2, paragraph (1) of the Certified Public Accountants Act (Act No. 103 of 1948), and also include procedures for verifying the degree of consistency between the information that is actually indicated in the Financial Statements and other related documents and the information that is required

to be indicated in the Financial Statements and other related documents and for notifying the interested parties of the results of such verification.

**Division 2 Audit at General Incorporated Association with Auditors  
Other Than General Incorporated Association with Accounting  
Auditors**

(Content of Audit Report)

Article 36 (1) When an auditor (excluding an auditor of a General Incorporated Association with Accounting Auditors (meaning the General Incorporated Association with Accounting Auditors prescribed in Article 15, paragraph (2), item (ii) of the Act; hereinafter the same shall apply in this Section); hereinafter the same shall apply in this Division) receives Financial Statements and other related documents, he/she shall prepare an audit report which contains the following matters:

- (i) the method and content of the audit conducted by the auditor;
- (ii) the auditor's opinion as to whether or not the Financial Statements and other related documents properly indicate the state of the assets as well as the profits and losses of the general incorporated association in every important point;
- (iii) if the auditor was unable to conduct a necessary investigation for the audit, such fact and the reasons therefor;
- (iv) information with additional comments; and
- (v) the date of when the audit report is prepared.

(2) The "information with additional comments" prescribed in item (iv) of the preceding paragraph shall be matters that need to be accompanied by an explanation on an auditor's assessment or matters contained in the Financial Statements and other related documents that need to be emphasized, among the following matters and other matters:

- (i) a change to the accounting policy made on reasonable grounds;
- (ii) any material contingencies existing as of the date of the balance sheet; and
- (iii) any material contingencies occurring after the date of the balance sheet.

(Time Limit for Notification of Audit Report, etc.)

Article 37 (1) A Specified Auditor shall notify a Specified Director of the content of an audit report on the Financial Statements for each business year and the annexed detailed statements thereof, by any of the following days whichever comes later:

- (i) the day on which four weeks have passed from the day on which the Specified Auditor received the Financial Statements in whole;
- (ii) the day on which one week has passed from the day on which the Specified

- Auditor received the annexed detailed statements of the Financial Statements; or
- (iii) any day specified by agreement between the Specified Director and the Specified Auditor, if there is any such day.
- (2) The Financial Statements and other related documents shall be deemed to have been audited by an auditor as of the day on which a Specified Director is notified of the content of the audit report pursuant to the provisions of the preceding paragraph.
- (3) Notwithstanding the provisions of the preceding paragraph, where a Specified Auditor has not made a notification of the content of the audit report under the provisions of paragraph (1) by the day that is the time limit for making such notification under the provisions of said paragraph, the Financial Statements and other related documents shall be deemed to have been audited by an auditor as of the day that is the time limit for making such notification.
- (4) The term "Specified Director" prescribed in paragraphs (1) and (2) shall mean the person specified in the following items according to the cases set forth in the respective items:
- (i) where a director who is to receive a notification under the provisions of paragraph (1) is specified: the director specified as a director who is to receive such notification; or
- (ii) in cases other than the case set forth in the preceding item: a director who performed the duty for preparing the Financial Statements and other related documents to be audited.
- (5) The term "Specified Auditor" prescribed in paragraphs (1) and (3) shall mean the person specified in the following items according to the cases set forth in the respective items:
- (i) where there are two or more auditors, and an auditor who is to make a notification of the content of an audit report under the provisions of paragraph (1) is specified: the auditor specified as an auditor who is to make such notification;
- (ii) where there are two or more auditors, and an auditor who is to make a notification of the content of an audit report under the provisions of paragraph (1) is not specified: all auditors; or
- (iii) in cases other than the cases set forth in the preceding two items: any auditor.

**Division 3 Audit at General Incorporated Association with  
Accounting Auditors**

(Provision of Financial Statements and Other Related Documents)

Article 38 When a director who has prepared Financial Statements and other

documents intends to provide the Financial Statements and other related documents to an accounting auditor, he/she shall also provide the Financial Statements and other related documents to an auditor.

(Content of Accounting Audit Report)

Article 39 (1) When an accounting auditor receives Financial Statements and Other Related Documents, he/she shall prepare an accounting audit report which contains the following matters:

(i) the method and content of the accounting audit conducted by the accounting auditor;

(ii) if the accounting auditor has an opinion as to whether or not the Financial Statements and Other Related Documents properly indicate the state of the assets as well as the profits and losses of the general incorporated association in every important point, the matters specified in (a) to (c) below according to the types of opinion set forth respectively in (a) to (c):

(a) an opinion to confirm a proper indication unconditionally: a statement to the effect that the Financial Statements and Other Related Documents subject to the audit are confirmed as complying with generally accepted accounting practices and properly indicate the state of the assets as well as the profits and losses of the general incorporated association in every important point;

(b) an opinion to confirm a proper indication on condition of some exceptions: a statement to the effect that the Financial Statements and Other Related Documents subject to the audit, with some exceptions, are confirmed as complying with generally accepted accounting practices and properly indicate the state of the assets as well as the profits and losses of the general incorporated association in every important point, as well as such exceptions; and

(c) an opinion to declare an improper indication: a statement to the effect that the Financial Statements and Other Related Documents subject to the audit are improper, and the reasons therefor;

(iii) if the accounting auditor has none of the opinions set forth in the preceding item, a statement to that effect and the reasons therefor;

(iv) information with additional comments; and

(v) the date of when the accounting audit report is prepared.

(2) The "information with additional comments" prescribed in item (iv) of the preceding paragraph shall be matters that need to be accompanied by an explanation on an accounting auditor's assessment or matters contained in the Financial Statements and other related documents that need to be emphasized, among the following matters and other matters:

(i) a change to the accounting policy made on reasonable grounds;

- (ii) any material contingencies existing as of the date of the balance sheet; and
- (iii) any material contingencies occurring after the date of the balance sheet.

(Content of Audit Report by Auditor of General Incorporated Association with Accounting Auditors)

Article 40 When an auditor of a General Incorporated Association with Accounting Auditors receives Financial Statements and other related documents and an accounting audit report (in the case prescribed in paragraph (3) of the following Article, Financial Statements and other related documents), he/she shall prepare an audit report which contains the following matters:

- (i) the method and content of the audit conducted by the auditor;
- (ii) if the auditor finds the method or result of the audit conducted by the accounting auditor to be inappropriate, a statement to that effect and the reasons therefor (in the case prescribed in paragraph (3) of the following Article, a statement to the effect that the auditor has not received an accounting audit report);
- (iii) any material contingencies occurring after the date of the balance sheet (excluding those contained in the accounting audit report);
- (iv) the matters concerning the system for ensuring that an accounting auditor will properly perform his/her duties;
- (v) if the auditor was unable to conduct a necessary investigation for the audit, such fact and the reasons therefor;
- (vi) the date of when the audit report is prepared.

(Time Limit for Notification of Accounting Audit Report, etc.)

Article 41 (1) An accounting auditor shall notify a Specified Auditor and a Specified Director of the content of an accounting audit report on the Financial Statements for each business year and the annexed detailed statements thereof, by any of the following days whichever comes later:

- (i) the day on which four weeks have passed from the day on which the accounting auditor received the Financial Statements in whole;
  - (ii) the day on which one week has passed from the day on which the accounting auditor received the annexed detailed statements of the Financial Statements; or
  - (iii) any day specified by agreement among the Specified Director, the Specified Auditor, and the accounting auditor, if there is any such day.
- (2) The Financial Statements and other related documents shall be deemed to have been audited by an accounting auditor as of the day on which a Specified Auditor and a Specified Director are notified of the content of the accounting audit report pursuant to the provisions of the preceding paragraph.
- (3) Notwithstanding the provisions of the preceding paragraph, where an

accounting auditor has not made a notification of the content of the accounting audit report under the provisions of paragraph (1) by the day that is the time limit for making such notification under the provisions of said paragraph, the Financial Statements and other related documents shall be deemed to have been audited by an accounting auditor as of the day that is the time limit for making such notification.

- (4) The term "Specified Director" prescribed in paragraphs (1) and (2) shall mean the person specified in the following items according to the cases set forth in the respective items (the same shall apply in Article 43):
- (i) where a director who is to receive a notification under the provisions of paragraph (1) is specified: the director specified as a director who is to receive such notification; or
  - (ii) in cases other than the case set forth in the preceding item: a director who performed the duty for preparing the Financial Statements and other related documents to be audited.
- (5) The term "Specified Auditor" prescribed in paragraphs (1) and (2) shall mean the person specified in the following items according to the cases set forth in the respective items (the same shall apply in this Division):
- (i) where there are two or more auditors, and an auditor who is to receive a notification of the content of an accounting audit report under the provisions of paragraph (1) is specified: the auditor specified as an auditor who is to receive such notification;
  - (ii) where there are two or more auditors, and an auditor who is to receive a notification of the content of an accounting audit report under the provisions of paragraph (1) is not specified: all auditors; or
  - (iii) in cases other than the cases set forth in the preceding two items: any auditor.

(Matters Concerning Performance of Duties of Accounting Auditor)

Article 42 Upon notifying a Specified Auditor of the content of an accounting audit report pursuant to the provisions of paragraph (1) of the preceding Article, an accounting auditor shall, similarly, notify the following matters regarding the accounting auditor (if no such matters are specified, the fact that no such matters are specified); provided, however, that this shall not apply where all auditors already know these matters:

- (i) matters concerning independence and other matters concerning compliance with laws and regulations as well as rules on auditing;
- (ii) matters concerning the policy for accepting and maintaining a contract for auditing, services equivalent to auditing, and services relating thereto; and
- (iii) any other matters concerning a system for ensuring that an accounting auditor will properly perform his/her duties.

(Time Limit for Notification of Audit Report by Auditor of General Incorporated Association with Accounting Auditor)

Article 43 (1) A Specified Auditor of a General Incorporated Association with Accounting Auditors shall notify a Specified Director and an accounting auditor of the content of an audit report on the Financial Statements and other related documents, by any of the following days whichever comes later:

- (i) the day on which one week has passed from the day on which the Specified Auditor received the accounting audit report (in the case prescribed in Article 41, paragraph (3), the day on which the Financial Statements and other related documents are deemed to have been audited, pursuant to the provisions of said paragraph);
- (ii) any day specified by agreement among the Specified Director and the Specified Auditor, if there is any such day.

(2) The Financial Statements and other related documents shall be deemed to have been audited by an auditor as of the day on which a Specified Director and an accounting auditor are notified of the content of the audit report pursuant to the provisions of the preceding paragraph.

(3) Notwithstanding the provisions of the preceding paragraph, where a Specified Auditor has not made a notification of the content of the audit report under the provisions of paragraph (1) by the day that is the time limit for making such notification under the provisions of said paragraph, the Financial Statements and other related documents shall be deemed to have been audited by an auditor as of the day that is the time limit for making such notification.

#### **Subsection 6 Audit of Business Report, etc.**

(Audit of Business Report, etc.)

Article 44 An audit (limited to an audit of a business report and the annexed detailed statements thereof; hereinafter the same shall apply in this Subsection) to be conducted under the provisions of Article 124, paragraphs (1) and (2) of the Act shall be as specified in this Subsection.

(Content of Audit Report)

Article 45 When an auditor receives a business report and the annexed detailed statements thereof, he/she shall prepare an audit report which contains the following matters:

- (i) the method and content of the audit conducted by the auditor;
- (ii) the auditor's opinion as to whether or not the business report and the annexed detailed statements thereof properly indicate the state of the general incorporated association in compliance with laws and regulations or

- the articles of incorporation;
- (iii) if there was misconduct or any material fact in violation of laws and regulations or the articles of incorporation in connection with the performance of his/her duties by a director of the general incorporated association, such fact;
  - (iv) if the auditor was unable to conduct a necessary investigation for the audit, such fact and the reasons therefor;
  - (v) where there is the matter set forth in Article 34, paragraph (2), item (ii) (excluding such matter that is not included in the scope of an audit), and the auditor finds the content of said matter to be inappropriate, a statement to that effect and the reasons therefor; and
  - (vi) the date of when the audit report is prepared.

(Time Limit for Notification of Audit Report, etc.)

- Article 46 (1) A Specified Auditor shall notify a Specified Director of the content of an audit report, by any of the following days whichever comes later:
- (i) the day on which four weeks have passed from the day on which the Specified Auditor received the business report;
  - (ii) the day on which one week has passed from the day on which the Specified Auditor received the annexed detailed statements of the business report; or
  - (iii) any day specified by agreement between the Specified Director and the Specified Auditor, if there is any such day.
- (2) A business report and the annexed detailed statements thereof shall be deemed to have been audited by an auditor as of the day on which a Specified Director is notified of the content of the audit report pursuant to the provisions of the preceding paragraph.
- (3) Notwithstanding the provisions of the preceding paragraph, where a Specified Auditor has not made a notification of the content of the audit report under the provisions of paragraph (1) by the day that is the time limit for making such notification under the provisions of said paragraph, the business report and the annexed detailed statements thereof shall be deemed to have been audited by an auditor as of the day that is the time limit for making such notification.
- (4) The term "Specified Director" prescribed in paragraphs (1) and (2) shall mean the person specified in the following items according to the cases set forth in the respective items:
- (i) where a director who is to receive a notification under the provisions of paragraph (1) is specified: the director specified as a director who is to receive such notification; or
  - (ii) in cases other than the case set forth in the preceding item: a director who performed the duty for preparing the business report and the annexed detailed statements thereof.

- (5) The term "Specified Auditor" prescribed in paragraphs (1) and (3) shall mean the person specified in the following items according to the cases set forth in the respective items:
- (i) where there are two or more auditors, and an auditor who is to make a notification of the content of an audit report under the provisions of paragraph (1) is specified: the auditor specified as an auditor who is to make such notification;
  - (ii) where there are two or more auditors, and an auditor who is to make a notification of the content of an audit report under the provisions of paragraph (1) is not specified: all auditors; or
  - (iii) in cases other than the cases set forth in the preceding two items: any auditor.

**Subsection 7 Requirements Concerning Special Provisions for  
Provision to Members and Approval of Financial Statements, etc.  
Division 1 Provision of Financial Statements, etc. to Members**

Article 47 (1) The provision of Financial Statements, business reports, and audit reports (in the case of a General Incorporated Association with Accounting Auditors, including accounting audit reports; hereinafter referred to as the "Financial Statements, etc. to Be Provided" in this Article) under the provisions of Article 125 of the Act shall be as specified in this Article.

- (2) In the case of issuing a Notice of Calling of an annual general meeting of members by any of the methods set forth in the following items, the Financial Statements, etc. to Be Provided shall be provided by the method specified in the respective items:
- (i) provision of a document: either method specified in (a) or (b) below according to the cases set forth respectively in (a) or (b):
    - (a) where the Financial Statements, etc. to Be Provided are prepared by means of documents: the provision of documents stating the matters that are stated in said documents; or
    - (b) where the Financial Statements, etc. to Be Provided are prepared in the form of Electromagnetic Records: the provision of documents stating the matters recorded in said Electromagnetic Records;
  - (ii) provision by Electromagnetic Means: either method specified in (a) or (b) below according to the cases set forth respectively in (a) or (b):
    - (a) where the Financial Statements, etc. to Be Provided are prepared by means of documents: the provision of the matters that are stated in said documents by Electromagnetic Means; or
    - (b) where the Financial Statements, etc. to Be Provided are prepared in the form of Electromagnetic Records: the provision of the matters recorded in

said Electromagnetic Records by Electromagnetic Means.

- (3) A director may notify members, upon issuing a Notice of Calling of an annual general meeting of members, of the method of informing members of any revisions made to the matters to be contained in the Financial Statements or a business report in the case where the necessity to make such revisions arises during the period after the date of issue of the Notice of Calling until the date preceding the date of the annual general meeting of members.

### **Division 2 Requirements Concerning Special Provisions for Approval of Financial Statements**

Article 48 The requirement specified by Ordinance of the Ministry of Justice as prescribed in Article 127 of the Act shall be that all of the following are satisfied:

- (i) an accounting audit report on the Financial Statements prescribed in Article 127 of the Act contains the matter specified in Article 39, paragraph (1), item (ii), (a);
- (ii) there is no such opinion that finds the method or result of the audit conducted by the accounting auditor to be inappropriate as the content of an audit report pertaining to the accounting audit report set forth in the preceding item; and
- (iii) the Financial Statements prescribed in Article 127 of the Act are not those that are deemed to have been audited, pursuant to the provisions of Article 43, paragraph (3).

### **Subsection 8 Public Notice, etc. of Financial Statements**

(Matters to Be Contained in Public Notice Where There Is Opinion to Declare Improper Indication)

Article 49 In any of the cases set forth in the following items, when a General Incorporated Association with Accounting Auditors gives public notice under the provisions of Article 128, paragraph (1) or paragraph (2) of the Act (including the measures prescribed in paragraph (3) of said Article; hereinafter the same shall apply in this Article), it shall clarify the matters specified respectively in these items in such public notice:

- (i) where there is no accounting auditor (excluding the case where there is a person who is to perform the duties of the temporary accounting auditor set forth in Article 75, paragraph (4) of the Act): the fact that there is no accounting auditor;
- (ii) where the Financial Statements and Other Related Documents are deemed to have been audited, pursuant to the provisions of Article 41, paragraph (3):

- such fact;
- (iii) where an opinion to declare an improper indication is stated in an accounting audit report on the Financial Statements subject to the public notice: such fact; or
  - (iv) the accounting audit report on the Financial Statements subject to the public notice contains the matter set forth in Article 39, paragraph (1), item (iii): such fact.

(Unit for Indicating Amount)

- Article 50 (1) The amounts of the matters relating to the summary of a balance sheet or summary of a profit and loss statement shall be indicated in units of one million yen or one billion yen.
- (2) Notwithstanding the provisions of the preceding paragraph, where there is a risk of failure to accurately assess the state of the assets or profits and losses of a general incorporated association, the amounts of the matters relating to a summary of a balance sheet or summary of a profit and loss statement shall be indicated in appropriate alternative units.

(Method of Disclosure of Balance Sheet, etc. by Electromagnetic Means)

- Article 51 The measures prescribed in Article 128, paragraph (3) of the Act shall be taken by a method that uses an Automatic Public Transmission Server (meaning a device which, when connected to a telecommunications line provided for public use, functions to perform the automatic public transmission of information which is either recorded on the portion of the recording medium of such device to be used for automatic public transmission or is inputted into such device; the same shall apply hereinafter) which is connected to the Internet, in the category of the method set forth in Article 92, paragraph (1), item (i), (b).

### **Section 3 Fund**

(Matters of Which Person Offering to Contribute Should Be Notified)

- Article 52 (1) The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 133, paragraph (1), item (iv) of the Act shall be the following matters:
- (i) the provisions concerning the rights of contributors to the Fund;
  - (ii) procedures for the return of the Fund; and
  - (iii) the matters provided for in the articles of incorporation (excluding the matters set forth in Article 133, paragraph (1), items (i) through (iii) of the Act and the preceding two items), about which a person who intends to offer to contribute to the Fund requested the general incorporated association to

notify him/her.

(2) Notwithstanding the provisions of the preceding paragraph, where a Member at Incorporation (meaning the Member at Incorporation prescribed in Article 10, paragraph (1) of the Act; the same shall apply hereinafter) makes a notification pursuant to the provisions of Article 133, paragraph (1) of the Act, the matters specified by Ordinance of the Ministry of Justice as prescribed in item (i) of said paragraph shall be the following matters:

- (i) the date of certification of the articles of incorporation, and the name of the notary who certified them;
- (ii) the matters set forth in Article 11, paragraph (1), items (i) through (iii) and item (vii) of the Act;
- (iii) the matters set forth in items (i) and (ii) of the preceding paragraph; and
- (iv) the matters provided for in the articles of incorporation (excluding the matters set forth in Article 133, paragraph (1), items (i) through (iii) of the Act and the preceding three items), about which a person who intends to offer to contribute to the Fund requested the Member at Incorporation to notify him/her.

(Securities with Market Price, Not Required to Be Investigated by Inspector)

Article 53 The method specified by Ordinance of the Ministry of Justice as prescribed in Article 137, paragraph (9), item (ii) of the Act shall be the method of using the higher of the amounts set forth in the following as the price of the Securities prescribed in said item:

- (i) the closing price of the Securities on the market where they are traded, as of the day on which the value set forth in Article 132, paragraph (1), item (ii) of the Act is determined (hereinafter referred to as the "Date of Valuation" in this Article) (in the case where there was no trading on the Date of Valuation or where the Date of Valuation falls upon a non-business day of the market, the price of the first trading conducted thereafter); or
- (ii) if the Securities, as of the Date of Valuation, are subject to a Tender Offer, etc. (meaning the Tender Offer prescribed in Article 27-2, paragraph (6) of the Financial Instruments and Exchange Act (Act No. 25 of 1948) (including the cases where applied mutatis mutandis pursuant to Article 27-22-2, paragraph (2) of said Act) and an equivalent system under foreign laws and regulations; hereinafter the same shall apply in this item), the price of the Securities under a contract for the Tender Offer, etc. as of the Date of Valuation.

(Banks, etc.)

Article 54 The equivalent to Banks, etc. specified by Ordinance of the Ministry of Justice as prescribed in Article 138, paragraph (1) of the Act shall be the

following:

- (i) agricultural cooperatives or federations of agricultural cooperatives that carry out the business set forth in Article 10, paragraph (1), item (iii) of the Agricultural Cooperatives Act (Act No. 132 of 1947);
- (ii) fisheries cooperatives, federations of fisheries cooperatives, fishery processing cooperatives, or federations of fishery processing cooperatives that carry out the business set forth in Article 11, paragraph (1), item (iv), Article 87, paragraph (1), item (iv), Article 93, paragraph (1), item (ii), or Article 97, paragraph (1), item (ii) of the Fisheries Cooperatives Act (Act No. 242 of 1948);
- (iii) credit cooperatives or federations of credit cooperatives that carry out the business set forth in Article 9-9, paragraph (1), item (i) of the Small and Medium-Sized Enterprise, etc., Cooperatives Act (Act No. 181 of 1949);
- (iv) Shinkin Banks or federations of Shinkin Banks;
- (v) labor banks or federations of labor banks; and
- (vi) The Norinchukin Bank.

(Substitute Fund of General Incorporated Association Surviving Absorption-type Merger)

Article 55 The amount to be recorded by a General Incorporated Association Surviving an Absorption-type Merger (meaning a general incorporated association which survives an Absorption-type Merger; hereinafter the same shall apply in this Article) upon the merger pursuant to the provisions of Article 144, paragraph (3) of the Act shall be the total sum of the following amounts:

- (i) the amount of the Substitute Fund of the General Incorporated Association Surviving an Absorption-type Merger immediately prior to the Absorption-type Merger; and
- (ii) the amount specified by the General Incorporated Association Surviving an Absorption-type Merger to the extent of the amount of the Substitute Fund of the General Incorporated Association Absorbed in an Absorption-type Merger (meaning a general incorporated association which is absorbed in an Absorption-type Merger) immediately prior to the Absorption-type Merger.

(Substitute Fund of General Incorporated Association Incorporated Through Consolidation-type Merger)

Article 56 The amount to be recorded by a General Incorporated Association Incorporated through a Consolidation-type Merger (meaning a general incorporated association which is incorporated through a Consolidation-type Merger) upon the merger pursuant to the provisions of Article 144, paragraph (3) of the Act shall be the amount specified by the General Incorporated

Associations Consolidated through a Consolidation-type Merger (meaning general incorporated associations which are consolidated through a Consolidation-type Merger; hereinafter the same shall apply in this Article) to the extent of the total sum of the amounts of Substitute Funds of the General Incorporated Associations Consolidated through a Consolidation-type Merger immediately prior to the Consolidation-type Merger.

#### **Section 4 Dissolution**

- Article 57 (1) The Notification set forth in Article 149, paragraph (1) of the Act (hereinafter simply referred to as the "Notification" in this Article) shall be made by means of a document.
- (2) The document set forth in the preceding paragraph shall state the following matters, and the representative or agent of a general incorporated association shall affix his/her name and seal thereto:
- (i) the name and the principal office the general incorporated association, and the name and address of its representative;
  - (ii) if the Notification is made by an agent, his/her name and address;
  - (iii) a statement to the effect that the general incorporated association has not yet closed its business;
  - (iv) the date of the Notification; and
  - (v) the indication of the registry office.
- (3) When an agent makes the Notification, he/she shall attach a document proving his/her authority to the document set forth in paragraph (1).
- (4) The seal impression of the representative of a general incorporated association to be affixed to the document set forth in paragraph (1) or the preceding paragraph shall be the one submitted pursuant to the provisions of Article 20, paragraph (1) of the Commercial Registration Act (Act No. 25 of 1963) as applied mutatis mutandis pursuant to Article 303 of the Act; provided, however, that this shall not apply where the Notification is made by submitting a document pertaining to the notice issued under the provisions of Article 149, paragraph (2) of the Act.

### **Chapter III General Incorporated Foundations**

#### **Section 1 Organs**

##### **Subsection 1 Board of Councillors**

(Matters to Be Decided upon Calling)

Article 58 The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 181, paragraph (1), item (iii) of the Act shall be an outline of the proposals pertaining to the following matters if any of these matters is a

matter which is the purpose of a meeting of the board of councillors (in the case where the proposal is yet to be finalized, a statement to that effect):

- (i) election of an Officer, etc. (meaning the Officer, etc. prescribed in Article 111, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 198 of the Act; hereinafter the same shall apply in this Section);
- (ii) Remuneration, etc. of an Officer, etc.;
- (iii) transfer of the whole business;
- (iv) amendment to the articles of incorporation; and
- (v) merger.

(Obligation of Explanation of Director, etc.)

Article 59 The case specified by Ordinance of the Ministry of Justice as prescribed in Article 190 of the Act shall be any of the following cases:

- (i) where it is necessary to conduct an investigation in order to explain the matters on which a councillor requested an explanation (excluding the following cases):
  - (a) where the councillor has notified the general incorporated foundation of the matters well before the date of a meeting of the board of councillors; or
  - (b) where the investigation necessary for explaining certain matters is very easy to carry out;
- (ii) where explaining the matters on which a councillor requested an explanation could harm the rights of the general incorporated foundation or any other persons (excluding the relevant councillor);
- (iii) where a councillor repeatedly requests an explanation on virtually the same matters in the meeting of the board of councillors in question; and
- (iv) in addition to what is set forth in the preceding three items, where there are reasonable grounds for not explaining the matters on which a councillor requested an explanation.

(Minutes of Meeting of Board of Councillors)

Article 60 (1) The preparation of the minutes of a meeting of the board of councillors under the provisions of Article 193, paragraph (1) of the Act shall be as specified in this Article.

- (2) The minutes of a meeting of the board of councillors shall be prepared in writing or in the form of Electromagnetic Records.
- (3) The minutes of a meeting of the board of councillors shall contain the following matters:
  - (i) the date and place when and where the meeting of the board of councillors was held (in the case where any director, auditor, accounting auditor or councillor was not present at that place but attended a meeting of the board of councillors, the method of such attendance shall be included);

- (ii) the points and results of the proceedings of the meeting of the board of councillors;
  - (iii) if any of the councillors has a special interest in any matters that requires a resolution, the name of such councillor;
  - (iv) if any opinions or remarks were stated or made at the meeting of the board of councillors pursuant to the provisions set forth in the following, an outline of such opinions or remarks:
    - (a) Article 74, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 177 of the Act (including the cases where Article 74, paragraph (1) of the Act is applied mutatis mutandis pursuant to Article 74, paragraph (4) of the Act which is applied mutatis mutandis pursuant to Article 177 of the Act);
    - (b) Article 74, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 177 of the Act (including the cases where Article 74, paragraph (2) of the Act is applied mutatis mutandis pursuant to Article 74, paragraph (4) of the Act which is applied mutatis mutandis pursuant to Article 177 of the Act);
    - (c) Article 102 of the Act as applied mutatis mutandis pursuant to Article 197 of the Act;
    - (d) Article 105, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act;
    - (e) Article 109, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act; and
    - (f) Article 109, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act;
  - (v) the names of the councillor, director, auditor, or accounting auditor who attended the meeting of the board of councillors;
  - (vi) if there was a chair of the meeting of the board of councillors, the name of the chair; and
  - (vii) the name of the person who performed the duty for preparing the minutes.
- (4) In the cases set forth in the following items, the minutes of a meeting of the board of councillors shall contain the matters specified respectively in these items:
- (i) where a resolution of the board of councillors is deemed to have been made, pursuant the provisions of Article 194, paragraph (1) of the Act: the following matters:
    - (a) the details of the matters on which a resolution of the board of councillors is deemed to have been made;
    - (b) the name of the person who proposed the matters mentioned in (a);
    - (c) the date on which a resolution of the board of councillors is deemed to have been made; and

- (d) the name of the person who performed the duty for preparing the minutes;
- (ii) where a report to the board of councillors is deemed to have been made pursuant to the provisions of Article 195 of the Act: the following matters:
  - (a) the details of the matters on which a report to the board of councillors is deemed to have been made;
  - (b) the date on which a report to the board of councillors is deemed to have been made; and
  - (c) the name of the person who performed the duty for preparing the minutes.

**Subsection 2 Officer, etc.**

(Application Mutatis Mutandis of Provisions Concerning Election of Substitute for Officer)

Article 61 The provisions of Article 12 shall apply mutatis mutandis to the matters specified by Ordinance of the Ministry of Justice pursuant to the provisions of Article 63, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 177 of the Act. In this case, in Article 12, paragraph (2), item (ii), the phrase "Article 113, paragraph (1), item (ii), (b) of the Act" shall be deemed to be replaced with "Article 113, paragraph (1), item (ii), (b) of the Act as applied mutatis mutandis pursuant to Article 198 of the Act," and the phrase "Article 19, item (ii), (b)" shall be deemed to be replaced with "Article 19, item (ii), (b) as applied mutatis mutandis pursuant to Article 63"; in Article 12, paragraph (2), item (iii), the phrase "Article 115, paragraph (1) of the Act" shall be deemed to be replaced with "Article 115, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 198 of the Act"; and in Article 12, paragraph (3), the term "general meeting of members" shall be deemed to be replaced with "meeting of the board of councillors."

(Application Mutatis Mutandis of Provisions Concerning Council, etc.)

Article 62 The provisions of Articles 14 through 18 shall apply mutatis mutandis to the matters specified by Ordinance of the Ministry of Justice pursuant to the provisions of Article 90, paragraph (4), item (v), Article 95, paragraph (3), Article 99, paragraph (1), Article 102, and Article 107, paragraph (1) of the Act, which are applied mutatis mutandis pursuant to Article 197 of the Act. In this case: in Article 15, paragraph (1), item (ii), (a), the phrase "Article 93, paragraph (2) of the Act" shall be deemed to be replaced with "Article 93, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in (b) of said item, the phrase "Article 93, paragraph (3) of the Act" shall be deemed to be replaced with "Article 93, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in (c) of said item,

the phrase "Article 101, paragraph (2) of the Act" shall be deemed to be replaced with "Article 101, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in (d) of said item, the phrase "Article 101, paragraph (3) of the Act" shall be deemed to be replaced with "Article 101, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in item (v), (a), of said paragraph, the phrase "Article 92, paragraph (2) of the Act" shall be deemed to be replaced with "Article 92, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in (b) of said item, the phrase "Article 100 of the Act" shall be deemed to be replaced with "Article 100 of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in (c) of said item, the phrase "Article 101, paragraph (1) of the Act" shall be deemed to be replaced with "Article 101, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in item (vi) of said paragraph, the phrase "Article 95, paragraph (3) of the Act" shall be deemed to be replaced with "Article 95, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act," the phrase "Article 21, paragraph (1) of the Act" shall be deemed to be replaced with "Article 162, paragraph (1) of the Act," and the phrase "Article 19, item (ii), (b)" shall be deemed to be replaced with "Article 19, item (ii), (b) as applied mutatis mutandis pursuant to Article 63"; in paragraph (4), item (i) of said Article, the phrase "Article 96 of the Act" shall be deemed to be replaced with "Article 96 of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; in item (ii) of said paragraph, the phrase "Article 98, paragraph (1) of the Act" shall be deemed to be replaced with "Article 98, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act"; and in Article 16, paragraphs (2) and (4) and in Article 18, paragraph (2), the term "general incorporated association" shall be deemed to be replaced with "general incorporated foundation."

(Application Mutatis Mutandis of Provisions Concerning Liability for Damages Assumed by Officer, etc.)

Article 63 The provisions of Articles 19 and 20 shall apply mutatis mutandis to the matters specified by Ordinance of the Ministry of Justice pursuant to the provisions of Article 113, paragraph (1), item (ii) and paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 198 of the Act (including the cases where Article 113, paragraph (1), item (ii) and paragraph (4) of the Act are applied mutatis mutandis pursuant to Article 114, paragraph (5) and Article 115, paragraph (5) of the Act, which are applied mutatis mutandis pursuant to Article 198 of the Act). In this case, in Articles 19 and 20 (excluding Article 19, item (i), (b)), the term "general incorporated association" shall be deemed to be replaced with "general incorporated foundation"; in

Article 19, item (i), (a), the term "general meeting of members" shall be deemed to be replaced with "board of councillors" in (b) of said item, the phrase "Article 114, paragraph (1) of the Act" shall be deemed to be replaced with "Article 114, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 198 of the Act," the phrase "consent (in the case of a General Incorporated Association with Council (meaning the General Incorporated Association with Council prescribed in Article 16, paragraph (1) of the Act), a resolution of the council; the same shall apply in (b))" shall be deemed to be replaced with "resolution of the council," and the phrase "day on which said consent was given" shall be deemed to be replaced with "day on which said resolution was made"; and in (c) of said item, the phrase "Article 115, paragraph (1) of the Act" shall be deemed to be replaced with "Article 115, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 198 of the Act,"

## **Section 2 Account**

Article 64 The provisions of Section 2 of the preceding Chapter (excluding Article 31) shall apply mutatis mutandis to the matters specified by Ordinance of the Ministry of Justice pursuant to the provisions of Article 120, paragraph (1), Article 123, paragraphs (1) and (2), Article 124, paragraphs (1) and (2), Article 125, Article 127, and Article 128, paragraphs (1) and (3) of the Act, which are applied mutatis mutandis pursuant to Article 199 of the Act. In this case: in Section 2 of the preceding Chapter (excluding Article 31, Article 36, paragraph (1), Article 40, Article 43, paragraph (1), and Article 49), the term "general incorporated association" shall be deemed to be replaced with "general incorporated foundation"; in Article 26, item (ii), the phrase "Article 123, paragraph (2) of the Act" shall be deemed to be replaced with "Article 123, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 199 of the Act"; in Article 34, paragraph (2), item (ii), the phrase "Article 76, paragraph (3), item (iii) and Article 90, paragraph (4), item (v) of the Act" shall be deemed to be replaced with "Article 90, paragraph (4), item (v) of the Act as applied mutatis mutandis pursuant to Article 197 of the Act" and the phrase "decision or resolution" shall be deemed to be replaced with "resolution"; in Article 36, paragraph (1), the phrase "General Incorporated Association with Accounting Auditor (meaning the General Incorporated Association with Accounting Auditor prescribed in Article 15, paragraph (2), item (ii) of the Act" shall be deemed to be replaced with "General Incorporated Foundation with Accounting Auditor (meaning the General Incorporated Foundation with Accounting Auditor prescribed in Article 153, paragraph (1), item (vii) of the Act"; in item (ii) of said paragraph, the term "general incorporated association" shall be deemed to be replaced with "general incorporated foundation"; in

Article 40, Article 43, paragraph (1), and Article 49, the term "General Incorporated Association with Accounting Auditor" shall be deemed to be replaced with "General Incorporated Foundation with Accounting Auditor"; in Article 47, paragraphs (2) and (3), the phrase "general meeting of members" shall be deemed to be replaced with "meeting of the board of councillors"; in paragraph (2) of said Article, the term "Notice of Calling" shall be deemed to be replaced with "Notice of Calling (meaning the notice issued under the provisions of Article 182, paragraph (1) or paragraph (2) of the Act; the same shall apply in the following paragraph)"; in paragraph (3) of said Article, the term "members" shall be deemed to be replaced with "councillors"; and in Article 49, item (i), the phrase "Article 75, paragraph (4) of the Act" shall be deemed to be replaced with "Article 75, paragraph (4) of the Act as applied mutatis mutandis pursuant to Article 177 of the Act."

### **Section 3 Dissolution**

Article 65 (1) The Notification set forth in Article 203, paragraph (1) of the Act (hereinafter simply referred to as the "Notification" in this Article) shall be made by means of a document.

(2) The document set forth in the preceding paragraph shall state the following matters, and the representative or agent of a general incorporated foundation shall affix his/her name and seal thereto:

(i) the name and the principal office the general incorporated foundation, and the name and address of its representative;

(ii) if the Notification is made by an agent, his/her name and address;

(iii) a statement to the effect that the general incorporated foundation has not yet closed its business;

(iv) the date of the Notification; and

(v) the indication of the registry office.

(3) When an agent makes the Notification, he/she shall attach a document proving his/her authority to the document set forth in paragraph (1).

(4) The seal impression of the representative of a general incorporated foundation to be affixed to the document set forth in paragraph (1) or the preceding paragraph shall be the one submitted pursuant to the provisions of Article 20, paragraph (1) of the Commercial Registration Act as applied mutatis mutandis pursuant to Article 303 of the Act; provided, however, that this shall not apply where the Notification is made by submitting a document pertaining to the notice issued under the provisions of Article 203, paragraph (2) of the Act.

### **Chapter IV Liquidation**

(System for Ensuring Proper Operation of Business of Juridical Person in Liquidation Other Than Juridical Person with Board of Liquidators)

Article 66 (1) The systems specified by Ordinance of the Ministry of Justice as prescribed in Article 213, paragraph (3), item (iv) of the Act shall be the following systems:

- (i) a system concerning the preservation and management of information on the execution of his/her duties by a liquidator;
  - (ii) regulations or other systems concerning the management of risk of loss; and
  - (iii) a system for ensuring that employees will execute their duties in compliance with laws and regulations as well as the articles of incorporation.
- (2) In the case of a Juridical Person in Liquidation (meaning the Juridical Person in Liquidation prescribed in Article 207 of the Act; the same shall apply hereinafter) which has two or more liquidators, the systems prescribed in the preceding paragraph shall include a system for ensuring that decisions on business will be made properly.
- (3) In the case of a Juridical Person in Liquidation other than a Juridical Person in Liquidation with Auditors (meaning the Juridical Person in Liquidation with Auditors prescribed in Article 214, paragraph (6) of the Act; the same shall apply in this Chapter), the systems prescribed in paragraph (1) shall include a system whereby a liquidator makes a report to members or councillors with regard to matters that should be reported to them.
- (4) In the case of a Juridical Person in Liquidation with Auditors, the systems prescribed in paragraph (1) shall include the following systems:
- (i) in the case where an auditor requested an employee to be assigned to assist with his/her duties, the matters concerning such employee;
  - (ii) the matters concerning the independence of the employee set forth in the preceding item from a liquidator;
  - (iii) a system whereby a liquidator and employee make reports to an auditor and any other system concerning the reporting to an auditor; and
  - (iv) any other system for ensuring that an auditor will conduct an audit effectively.

(System for Ensuring Proper Operation of Business of Juridical Person with Board of Liquidators)

Article 67 (1) The systems specified by Ordinance of the Ministry of Justice as prescribed in Article 220, paragraph (6), item (v) of the Act shall be the following systems:

- (i) a system concerning the preservation and management of information on the execution of his/her duties by a liquidator;

- (ii) regulations or other systems concerning the management of risk of loss; and
  - (iii) a system for ensuring that employees will execute their duties in compliance with laws and regulations as well as the articles of incorporation.
- (2) Where a Juridical Person with Board of Liquidators (meaning the Juridical Person with Board of Liquidators prescribed in Article 209, paragraph (5) of the Act; the same shall apply in the following paragraph) is not a Juridical Person in Liquidation with Auditors, the systems prescribed in the preceding paragraph shall include a system whereby a liquidator makes a report to members or councillors with regard to matters that should be reported to them.
- (3) Where a Juridical Person with Board of Liquidators is a Juridical Person in Liquidation with Auditors, the systems prescribed in paragraph (1) shall include the following systems:
- (i) in the case where an auditor requested an employee to be assigned to assist with his/her duties, the matters concerning such employee;
  - (ii) the matters concerning the independence of the employee set forth in the preceding item from a liquidator;
  - (iii) a system whereby a liquidator and employee make reports to an auditor and any other system concerning the reporting to an auditor; and
  - (iv) any other system for ensuring that an auditor will conduct an audit effectively.

(Minutes of Meeting of Board of Liquidators)

- Article 68 (1) The preparation of the minutes of a meeting of the board of liquidators under the provisions of Article 95, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 221, paragraph (5) of the Act shall be as specified in this Article.
- (2) The minutes of a meeting of the board of liquidators shall be prepared in writing or in the form of Electromagnetic Records.
- (3) The minutes of a meeting of the board of liquidators shall contain the following matters:
- (i) the date and place when and where the meeting of the board of liquidators was held (in the case where any liquidator, auditor, member or councillor was not present at that place but attended a meeting of the board of liquidators, the method of such attendance shall be included);
  - (ii) if the meeting of the board of liquidators falls under any of the following, such fact:
    - (a) a meeting called at the request of a liquidator made under the provisions of Article 221, paragraph (2) of the Act;
    - (b) a meeting called by a liquidator pursuant to the provisions of Article 221, paragraph (3) of the Act;

- (c) a meeting called at the request of a member or councillor made under the provisions of Article 222, paragraph (1) of the Act;
  - (d) a meeting called by a member or councillor pursuant to the provisions of Article 221, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 222, paragraph (3) of the Act;
  - (e) a meeting called at the request of an auditor made under the provisions of Article 101, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act); or
  - (f) a meeting called by an auditor pursuant to the provisions of Article 101, paragraph (3) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
- (iii) the points and results of the proceedings of the meeting of the board of liquidators;
- (iv) if any of the liquidators has a special interest in any matters that requires a resolution, the name of such liquidator;
- (v) if any opinions or remarks were stated or made at the meeting of the board of liquidators pursuant to the provisions set forth in the following, an outline of such opinions or remarks:
- (a) Article 100 of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
  - (b) Article 101, paragraph (1) (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
  - (c) Article 92, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 220, paragraph (10) of the Act; or
  - (d) Article 222, paragraph (4) of the Act;
- (vi) if the articles of incorporation include the provision as set forth in Article 95, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 221, paragraph (5) of the Act, the name of the liquidator other than the Representative Liquidator (meaning the Representative Liquidator prescribed in Article 214, paragraph (1) of the Act), who attended the meeting of the board of liquidators;
- (vii) the name of the member or councillor attended the meeting of the board of liquidators; and
- (viii) if there was a chair of the meeting of the board of liquidators, the name of the chair.
- (4) In the cases set forth in the following items, the minutes of a meeting of the board of liquidators shall contain the matters specified respectively in these items:
- (i) where a resolution of the board of liquidators is deemed to have been made, pursuant the provisions of Article 96 of the Act as applied mutatis mutandis pursuant to Article 221, paragraph (5) of the Act: the following matters:

- (a) the details of the matters on which a resolution of the board of liquidators is deemed to have been made;
  - (b) the name of the liquidator who proposed the matters mentioned in (a);
  - (c) the date on which a resolution of the board of liquidators is deemed to have been made; and
  - (d) the name of the liquidator who performed the duty for preparing the minutes;
- (ii) where a report to the board of liquidators is determined as being unnecessary pursuant to the provisions of Article 98, paragraph (1) of the Act as applied mutatis mutandis pursuant to Article 221, paragraph (6) of the Act: the following matters:
- (a) the details of the matters on which a report to the board of liquidators is determined as being unnecessary;
  - (b) the date on which a report to the board of liquidators is determined as being unnecessary; and
  - (c) the name of the liquidator who performed the duty for preparing the minutes.

(Inventory of Assets)

Article 69 (1) An inventory of assets to be prepared pursuant to the provisions of Article 225, paragraph (1) of the Act shall be as specified in this Article.

(2) With regard to the assets to be recorded in the inventory of assets set forth in the preceding paragraph, the disposal price as of the day on which the relevant general incorporated association or foundation falls under any of the cases set forth in the items of Article 206 of the Act shall be noted, unless it is difficult to note such disposal price. In this case, in connection with the accounting books of a Juridical Person in Liquidation, the price noted in the inventory of assets shall be deemed to be the acquisition value.

(3) The inventory of assets set forth in paragraph (1) shall be indicated as categorized into the following sections. In this case, the sections set forth in items (i) and (ii) may be given a name that is suitable for representing the respective contents:

- (i) assets;
- (ii) liabilities; and
- (iii) net worth.

(Balance Sheet upon Commencement of Liquidation)

Article 70 (1) A balance sheet to be prepared pursuant to the provisions of Article 225, paragraph (1) of the Act shall be as specified in this Article.

(2) The balance sheet set forth in the preceding paragraph shall be prepared based on the inventory of assets.

- (3) The balance sheet set forth in paragraph (1) shall be indicated as categorized into the following sections. In this case, the section set forth in item (iii) may be given names that are suitable for representing net assets:
  - (i) assets;
  - (ii) liabilities; and
  - (iii) net assets.
- (4) The sections set forth in the items of the preceding paragraph may be sub-categorized into appropriate sub-sections. In this case, these sub-sections shall be given names that are suitable for representing assets, liabilities, or net assets.
- (5) Where there is any asset for which it is difficult to note the disposal price, an explanatory note to show the policy of asset valuation applicable to such asset shall be added to the balance sheet set forth in paragraph (1).

(Balance Sheet for Each Liquidation Year)

- Article 71 (1) A balance sheet to be prepared pursuant to the provisions of Article 227, paragraph (1) of the Act shall be prepared based on the accounting books for Each Liquidation Year (meaning Each Liquidation Year prescribed in said paragraph; the same shall apply in Article 73, paragraph (2)).
- (2) The provisions of paragraphs (3) and (4) of the preceding Article shall apply mutatis mutandis to the balance sheet set forth in the preceding paragraph.
  - (3) Annexed detailed statements of a balance sheet to be prepared pursuant to the provisions of Article 227, paragraph (1) of the Act shall contain important matters that are supplementary to the content of the balance sheet.

(Business Report for Each Liquidation Year)

- Article 72 (1) An administrative report to be prepared pursuant to the provisions of Article 227, paragraph (1) of the Act shall contain important matters relating to the status of the administration of liquidation.
- (2) Annexed detailed statements of an administrative report to be prepared pursuant to the provisions of Article 227, paragraph (1) of the Act shall contain important matters that are supplementary to the content of the administrative report.

(Audit Report of Juridical Person in Liquidation)

- Article 73 (1) An audit conducted under the provisions of Article 228, paragraph (1) of the Act shall be as specified in this Article.
- (2) When an auditor of a Juridical Person in Liquidation receives a balance sheet for Each Liquidation Year an administrative report as well as the annexed detailed statements of those documents, he/she shall prepare an audit report which contains the following matters:

- (i) the method and content of the audit conducted by the auditor;
  - (ii) the auditor's opinion as to whether or not the balance sheet for Each Liquidation Year and the annexed detailed statements thereof properly indicate the state of the Juridical Person in Liquidation in every important point;
  - (iii) the auditor's opinion as to whether or not the administrative report for Each Liquidation Year and the annexed detailed statements thereof properly indicate the state of the Juridical Person in Liquidation in compliance with laws and regulations or the articles of incorporation;
  - (iv) if there was misconduct or any material fact in violation of laws and regulations or the articles of incorporation in connection with the performance of his/her duties by a liquidator, such fact;
  - (v) if the auditor was unable to conduct a necessary investigation for the audit, such fact and the reasons therefor; and
  - (vi) the date of when the audit report is prepared.
- (3) A Specified Auditor shall notify a Specified Liquidator (meaning of the person specified in the following items according to the cases set forth in the respective items; hereinafter the same shall apply in this Article) of the content of an audit report, by the day on which four weeks have passed from the day on which the Specified Auditor received in whole both the balance sheet set forth in Article 71, paragraph (1) and the administrative report set forth in paragraph (1) of the preceding Article (or by any day specified by agreement between the Specified Liquidator and the Specified Director, if there is any such day):
- (i) where a liquidator who is to receive a notification under the provisions of this paragraph is specified: the liquidator specified as a liquidator who is to receive such notification; or
  - (ii) in cases other than the case set forth in the preceding item: a liquidator who performed the duty for preparing the balance sheet set forth in Article 71, paragraph (1) and the administrative report set forth in paragraph (1) of the preceding Article as well as the annexed detailed documents of those documents.
- (4) The balance sheet set forth in Article 71, paragraph (1) and the administrative report set forth in paragraph (1) of the preceding Article as well as the annexed detailed documents of those documents shall be deemed to have been audited by an auditor as of the day on which a Specified Liquidator is notified of the content of the audit report pursuant to the provisions of the preceding paragraph.
- (5) Notwithstanding the provisions of the preceding paragraph, where a Specified Auditor has not made a notification of the content of the audit report under the provisions of paragraph (3) by the day that is the time limit for making such

notification under the provisions of said paragraph, the balance sheet set forth in Article 71, paragraph (1) and the administrative report set forth in paragraph (1) of the preceding Article as well as the annexed detailed documents of those documents shall be deemed to have been audited by an auditor as of the day that is the time limit for making such notification.

(6) The term "Specified Auditor" prescribed in paragraph (3) and the preceding paragraph shall mean the person specified in the following items according to the cases set forth in the respective items:

- (i) where there are two or more auditors, and an auditor who is to make a notification of the content of an audit report under the provisions of paragraph (3) is specified: the auditor specified as an auditor who is to make such notification;
- (ii) where there are two or more auditors, and an auditor who is to make a notification of the content of an audit report under the provisions of paragraph (3) is not specified: all auditors; or
- (iii) in cases other than the cases set forth in the preceding two items: any auditor.

(Statement of Accounts)

Article 74 (1) A statement of accounts to be prepared pursuant to the provisions of Article 240, paragraph (1) of the Act shall contain the following matters: In this case, the matters set forth in items (i) and (ii) may be sub-categorized into appropriate sub-sections:

- (i) the amount of income obtained through collection or claims, disposition of assets or any other act;
  - (ii) the amount of expenses incurred through the performance of obligations, payment of expenses for liquidation or any other act; and
  - (iii) the amount of residual assets (in the case where there is any amount of tax paid, such amount of tax and the amount of assets that remains after deducting the amount of tax from the amount of residual assets).
- (2) With regard to the matter set forth in item (iii) of the preceding paragraph, an explanatory note to show the day on which the delivery of residual assets is completed shall be added.

## **Chapter V Merger**

### **Section 1 Procedures by Juridical Person Absorbed in Absorption-type Merger**

(Matters Subject to Prior Disclosure by Juridical Person Absorbed in Absorption-type Merger)

Article 75 (1) The matters specified by Ordinance of the Ministry of Justice as

prescribed in Article 246, paragraph (1) of the Act shall be the following matters:

- (i) the provisions in the articles of incorporation of the Juridical Person Surviving an Absorption-type Merger (meaning the Juridical Person Surviving an Absorption-type Merger prescribed in Article 244, item (i) of the Act; hereinafter the same shall apply in this Chapter);
- (ii) the following matters concerning the Juridical Person Surviving an Absorption-type Merger:
  - (a) the content of the Financial Statements, etc. for the Most Recent Business Year (meaning the Most Recent Business Year prescribed in Article 2, item (ii) or item (iii) of the Act; hereinafter the same shall apply in this Chapter) (in the case where there is no Most Recent Business Year, the balance sheet as of the date of incorporation of the Juridical Person Surviving an Absorption-type Merger); and
  - (b) if the disposition of any material asset, assumption of any material obligation, or any other event that would have a material influence on the state of a Juridical Person's Assets (meaning the assets of a General Incorporated Association, etc.; hereinafter the same shall apply in this Chapter) occurs after the last day of the Most Recent Business Year (in the case where there is no Most Recent Business Year, the date of incorporation of the Juridical Person Surviving an Absorption-type Merger), the details of such event (in the case where a new Most Recent Business Year is to start during the period from the Date of Commencement for Keeping an Absorption-type Merger Agreement (meaning the Date of Commencement for Keeping an Absorption-type Merger Agreement prescribed in Article 246, paragraph (2) of the Act; hereinafter the same shall apply in this paragraph) until the day on which the Absorption-type Merger becomes effective, limited to the details of any event that occurs after the last day of such new Most Recent Business Year);
- (iii) the following matters concerning the Juridical Person Absorbed in an Absorption-type Merger (meaning the Juridical Person Absorbed in an Absorption-type Merger prescribed in Article 244, item (i) of the Act; hereinafter the same shall apply in this Chapter) (excluding a Juridical Person in Liquidation; hereinafter the same shall apply in this item):
  - (a) if the disposition of any material asset, assumption of any material obligation, or any other event that would have a material influence on the state of a Juridical Person's Assets occurs after the last day of the Most Recent Business Year (in the case where there is no Most Recent Business Year, the date of incorporation of the Juridical Person Absorbed in an Absorption-type Merger) on the part of the Juridical Person Absorbed in an Absorption-type Merger, the details of such event (in the case where a new

- Most Recent Business Year is to start during the period from the Date of Commencement for Keeping an Absorption-type Merger Agreement until the day on which the Absorption-type Merger becomes effective, limited to the details of any event that occurs after the last day of such new Most Recent Business Year); and
- (b) if the Juridical Person Absorbed in an Absorption-type Merger has no Most Recent Business Year, the balance sheet as of the date of incorporation of the Juridical Person Absorbed in an Absorption-type Merger;
  - (iv) the matters concerning the prospects for the performance of the obligations of the Juridical Person Surviving an Absorption-type Merger (limited to such obligations to be assumed for creditors who may state objections against the Absorption-type Merger pursuant to the provisions of Article 248, paragraph (1) of the Act) on or after the day on which the Absorption-type Merger becomes effective; and
  - (v) if there is any change to the matters set forth in the preceding items on or after the Date of Commencement for Keeping an Absorption-type Merger Agreement, the matters as changed.
- (2) The term "Financial Statements, etc." prescribed in item (ii), (a) of the preceding paragraph shall mean those specified in the following items according to the types of General Incorporated Association, etc. set forth respectively in these items (hereinafter the same shall apply in this Chapter):
- (i) a general incorporated association: the Financial Statements (meaning the Financial Statements prescribed in Article 123, paragraph (2) of the Act) for each business year and a business report (including an audit report or accounting audit report in the case where the provisions of Article 124, paragraph (1) or paragraph (2) of the Act apply); or
  - (ii) a general incorporated foundation: the Financial Statements (meaning the Financial Statements prescribed in Article 123, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 199 of the Act) for each business year and a business report (including an accounting audit report in the case where the provisions of Article 124, paragraph (2) of the Act as applied mutatis mutandis pursuant to Article 199 of the Act apply).

(Matters Concerning Financial Statements)

Article 76 (1) The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 248, paragraph (2), item (iii) of the Act shall be the matters specified in the following items according to the cases set forth respectively in these items, as of the date of the public notice under the provisions of said paragraph or the date of the notice under the provisions of said paragraph, whichever comes earlier:

- (i) where the Juridical Person Subject to Public Notice (meaning the General Incorporated Association, etc. set forth in Article 248, paragraph (2), item (iii) of the Act; hereinafter the same shall apply in this Article) has given public notice with regard to its balance sheet for the Most Recent Business Year or the summary thereof pursuant to the provisions of Article 128, paragraph (1) or paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act) (excluding the case where the juridical person has given public notice by the method set forth in Article 331, paragraph (1), item (iv) of the Act): the following matters:
    - (a) if the juridical person has given public notice in an official gazette, the date of issue of the official gazette and the page on which the public notice appears;
    - (b) if the juridical person has given public notice in a daily newspaper that publishes matters on current affairs, the name and the date of issue of the daily newspaper, and the page on which the public notice appears; or
    - (c) if the juridical person has given public notice by means of an Electronic Public Notice (meaning the Electronic Public Notice prescribed in Article 331, paragraph (1), item (iii) of the Act; the same shall apply hereinafter), the matters set forth in Article 301, paragraph (2), item (xvii), (a) or Article 302, paragraph (2), item (xv), (a) of the Act;
  - (ii) where the Juridical Person Subject to Public Notice has taken the measures prescribed in Article 128, paragraph (3) of the Act (including the case where applied mutatis mutandis pursuant to Article 199 of the Act) with regard to its balance sheet for the Most Recent Business Year: the matters set forth in Article 301, paragraph (2), item (xv) or Article 302, paragraph (2), item (xiii) of the Act;
  - (iii) where the Juridical Person Subject to Public Notice has no Most Recent Business Year: a statement to that effect;
  - (iv) where the Juridical Person Subject to Public Notice is a Juridical Person in Liquidation: a statement to that effect; and
  - (v) in cases other than the case set forth in the preceding items: the content of the summary of the balance sheet for the Most Recent Business Year.
- (2) The provisions of Article 50 shall apply mutatis mutandis to the summary of the balance sheet set forth in item (v) of the preceding paragraph.

## **Section 2 Procedures by Juridical Person Surviving Absorption-type Merger**

(Matters Subject to Prior Disclosure by Juridical Person Surviving Absorption-type Merger)

Article 77 The matters specified by Ordinance of the Ministry of Justice as

prescribed in Article 250, paragraph (1) of the Act shall be the following matters:

- (i) the following matters concerning the Juridical Person Absorbed in an Absorption-type Merger (excluding a Juridical Person in Liquidation):
  - (a) the content of the Financial Statements, etc. for the Most Recent Business Year (in the case where there is no Most Recent Business Year, the balance sheet as of the date of incorporation of the Juridical Person Absorbed in an Absorption-type Merger); and
  - (b) if the disposition of any material asset, assumption of any material obligation, or any other event that would have a material influence on the state of a Juridical Person's Assets occurs after the last day of the Most Recent Business Year (in the case where there is no Most Recent Business Year, the date of incorporation of the Juridical Person Absorbed in an Absorption-type Merger), the details of such event (in the case where a new Most Recent Business Year is to start during the period from the Date of Commencement for Keeping an Absorption-type Merger Agreement (meaning the Date of Commencement for Keeping an Absorption-type Merger Agreement prescribed in Article 250, paragraph (2) of the Act; hereinafter the same shall apply in this Article) until the day on which the Absorption-type Merger becomes effective, limited to the details of any event that occurs after the last day of such new Most Recent Business Year);
- (ii) a balance sheet prepared by the Juridical Person Absorbed in an Absorption-type Merger (limited to a Juridical Person in Liquidation) pursuant to the provisions of Article 225, paragraph (1) of the Act;
- (iii) the following matters concerning the Juridical Person Surviving Absorption-type Merger:
  - (a) if the disposition of any material asset, assumption of any material obligation, or any other event that would have a material influence on the state of a Juridical Person's Assets occurs after the last day of the Most Recent Business Year (in the case where there is no Most Recent Business Year, the date of incorporation of the Juridical Person Surviving an Absorption-type Merger) on the part of the Juridical Person Surviving an Absorption-type Merger, the details of such event (in the case where a new Most Recent Business Year is to start during the period from the Date of Commencement for Keeping an Absorption-type Merger Agreement until the day on which the Absorption-type Merger becomes effective, limited to the details of any event that occurs after the last day of such new Most Recent Business Year); and
  - (b) if the Juridical Person Surviving an Absorption-type Merger has no Most Recent Business Year, the balance sheet as of the date of incorporation of

- the Juridical Person Surviving an Absorption-type Merger;
- (iv) the matters concerning the prospects for the performance of the obligations of the Juridical Person Surviving an Absorption-type Merger (limited to such obligations to be assumed for creditors who may state objections against the Absorption-type Merger pursuant to the provisions of Article 252, paragraph (1) of the Act) on or after the day on which the Absorption-type Merger becomes effective; and
  - (v) if there is any change to the matters set forth in the preceding items during the period from the Date of Commencement for Keeping an Absorption-type Merger Agreement until the day on which the Absorption-type Merger becomes effective, the matters as changed.

(Amount of Assets, etc.)

Article 78 (1) The amount specified by Ordinance of the Ministry of Justice as the amount of obligations, as prescribed in Article 251, paragraph (2) of the Act, shall be the amount obtained by subtracting the amount set forth in item (ii) from the amount set forth in item (i):

- (i) the amount to be recorded in the liabilities section of the balance sheet on the assumption that a balance sheet of the Juridical Person Surviving an Absorption-type Merger is prepared immediately after the Absorption-type Merger; and
- (ii) the amount to be recorded in the liabilities section of the balance sheet on the assumption that a balance sheet of the Juridical Person Surviving an Absorption-type Merger is prepared immediately before the Absorption-type Merger.

(2) The amount specified by Ordinance of the Ministry of Justice as the amount of assets, as prescribed in Article 251, paragraph (2) of the Act, shall be the amount obtained by subtracting the amount set forth in item (ii) from the amount set forth in item (i):

- (i) the amount to be recorded in the assets section of the balance sheet on the assumption that a balance sheet of the Juridical Person Surviving an Absorption-type Merger is prepared immediately after the Absorption-type Merger; and
- (ii) the amount to be recorded in the assets section of the balance sheet on the assumption that a balance sheet of the Juridical Person Surviving an Absorption-type Merger is prepared immediately before the Absorption-type Merger.

(Matters Concerning Financial Statements)

Article 79 (1) The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 252, paragraph (2), item (iii) of the Act shall be the

matters specified in the following items according to the cases set forth respectively in these items, as of the date of the public notice under the provisions of said paragraph or the date of the notice under the provisions of said paragraph, whichever comes earlier:

- (i) where the Juridical Person Subject to Public Notice (meaning the General Incorporated Association, etc. set forth in Article 252, paragraph (2), item (iii) of the Act; hereinafter the same shall apply in this Article) has given public notice with regard to its balance sheet for the Most Recent Business Year or the summary thereof pursuant to the provisions of Article 128, paragraph (1) or paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act) (excluding the case where the juridical person has given public notice by the method set forth in Article 331, paragraph (1), item (iv) of the Act): the following matters:
    - (a) if the juridical person has given public notice in an official gazette, the date of issue of the official gazette and the page on which the public notice appears;
    - (b) if the juridical person has given public notice in a daily newspaper that publishes matters on current affairs, the name and the date of issue of the daily newspaper, and the page on which the public notice appears; or
    - (c) if the juridical person has given public notice by means of an Electronic Public Notice, the matters set forth in Article 301, paragraph (2), item (xvii), (a) or Article 302, paragraph (2), item (xv), (a) of the Act;
  - (ii) where the Juridical Person Subject to Public Notice has taken the measures prescribed in Article 128, paragraph (3) of the Act (including the case where applied mutatis mutandis pursuant to Article 199 of the Act) with regard to its balance sheet for the Most Recent Business Year: the matters set forth in Article 301, paragraph (2), item (xv) or Article 302, paragraph (2), item (xiii) of the Act;
  - (iii) where the Juridical Person Subject to Public Notice has no Most Recent Business Year: a statement to that effect;
  - (iv) where the Juridical Person Subject to Public Notice is a Juridical Person in Liquidation: a statement to that effect; and
  - (v) in cases other than the case set forth in the preceding items: the content of the summary of the balance sheet for the Most Recent Business Year.
- (2) The provisions of Article 50 shall apply mutatis mutandis to the summary of the balance sheet set forth in item (v) of the preceding paragraph.

(Matters Subject to Subsequent Disclosure by Juridical Person Surviving Absorption-type Merger)

Article 80 The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 253, paragraph (1) of the Act shall be the following

matters:

- (i) the day on which the Absorption-type Merger became effective;
- (ii) the progress of the procedure under the provisions of Article 248 of the Act by the Juridical Person Absorbed in an Absorption-type Merger;
- (iii) the progress of the procedure under the provisions of Article 252 of the Act by the Juridical person Surviving an Absorption-type Merger;
- (iv) the matters concerning important rights and obligations that the Juridical Person Surviving an Absorption-type Merger has taken over from the Juridical Person Absorbed in an Absorption-type Merger as a result of the Absorption-type Merger;
- (v) the matters stated or recorded in the document or Electromagnetic Records kept by the Juridical Person Absorbed in an Absorption-type Merger pursuant to the provisions of Article 246, paragraph (1) of the Act (excluding the details of the Absorption-type Merger Agreement);
- (vi) the day on which the registration of change set forth in Article 306, paragraph (1) of the Act was made; and
- (vii) in addition to what is set forth in the preceding items, important matters concerning the Absorption-type Merger.

### **Section 3 Procedures by Juridical Person Consolidated Through Consolidation-type Merger**

(Matters Subject to Prior Disclosure by Juridical Person Consolidated Through Consolidation-type Merger)

Article 81 The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 256, paragraph (1) of the Act shall be the following matters:

- (i) the following matters concerning the other Juridical Person Consolidated through a Consolidation-type Merger (meaning the Juridical Person Consolidated through a Consolidation-type Merger prescribed in Article 254, item (i) of the Act; hereinafter the same shall apply in this Chapter) (excluding a Juridical Person in Liquidation; hereinafter the same shall apply in this item):
  - (a) the content of the Financial Statements, etc. for the Most Recent Business Year (in the case where there is no Most Recent Business Year, the balance sheet as of the date of incorporation of the other Juridical Person Consolidated through a Consolidation-type Merger); and
  - (b) if the disposition of any material asset, assumption of any material obligation, or any other event that would have a material influence on the state of a Juridical Person's Assets occurs on the part of the other Juridical Person Consolidated through a Consolidation-type Merger after the last

- day of the Most Recent Business Year (in the case where there is no Most Recent Business Year, the date of incorporation of the Juridical Person Consolidated through a Consolidation-type Merger), the details of such event (in the case where a new Most Recent Business Year is to start during the period from the Date of Commencement for Keeping a Consolidation-type Merger Agreement (meaning the Date of Commencement for Keeping a Consolidation-type Merger Agreement prescribed in Article 256, paragraph (2) of the Act; hereinafter the same shall apply in this Article) until the day on which the Consolidation-type Merger becomes effective, limited to the details of any event that occurs after the last day of such new Most Recent Business Year);
- (ii) a balance sheet prepared by the Juridical Person Consolidated through a Consolidation-type Merger (limited to a Juridical Person in Liquidation) pursuant to the provisions of Article 225, paragraph (1) of the Act;
  - (iii) the following matters concerning the Juridical Person Consolidated through a Consolidation-type Merger (excluding a Juridical Person in Liquidation; hereinafter the same shall apply in this item):
    - (a) if the disposition of any material asset, assumption of any material obligation, or any other event that would have a material influence on the state of a Juridical Person's Assets occurs after the last day of the Most Recent Business Year (in the case where there is no Most Recent Business Year, the date of incorporation of the Juridical Person Consolidated through a Consolidation-type Merger) on the part of the Juridical Person Consolidated through a Consolidation-type Merger, the details of such event (in the case where a new Most Recent Business Year is to start during the period from the Date of Commencement for Keeping a Consolidation-type Merger Agreement until the day on which the Consolidation-type Merger becomes effective, limited to the details of any event that occurs after the last day of such new Most Recent Business Year); and
    - (b) if the Juridical Person Consolidated through a Consolidation-type Merger has no Most Recent Business Year, the balance sheet as of the date of incorporation of the Juridical Person Consolidated through a Consolidation-type Merger;
  - (iv) the matters concerning the prospects for the performance of the obligations of the Juridical Person Incorporated through a Consolidation-type Merger (meaning the Juridical Person Incorporated through a Consolidation-type Merger prescribed in Article 254, item (ii) of the Act; the same shall apply in Article 83, item (iii)) (excluding such obligations to be taken over from the other Juridical Person Consolidated through a Consolidation-type Merger, and limited to such obligations to be assumed for creditors who may state

- objections against the Consolidation-type Merger pursuant to the provisions of Article 258, paragraph (1) of the Act) on or after the day on which the Consolidation-type Merger becomes effective; and
- (v) if there is any change to the matters set forth in the preceding items on or after the Date of Commencement for Keeping a Consolidation-type Merger Agreement, the matters as changed.

(Matters Concerning Financial Statements)

Article 82 (1) The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 258, paragraph (2), item (iii) of the Act shall be the matters specified in the following items according to the cases set forth respectively in these items, as of the date of the public notice under the provisions of said paragraph or the date of the notice under the provisions of said paragraph, whichever comes earlier:

- (i) where the Juridical Person Subject to Public Notice (meaning the General Incorporated Association, etc. set forth in Article 258, paragraph (2), item (iii) of the Act; hereinafter the same shall apply in this Article) has given public notice with regard to its balance sheet for the Most Recent Business Year or the summary thereof pursuant to the provisions of Article 128, paragraph (1) or paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act) (excluding the case where the juridical person has given public notice by the method set forth in Article 331, paragraph (1), item (iv) of the Act): the following matters:
- (a) if the juridical person has given public notice in an official gazette, the date of issue of the official gazette and the page on which the public notice appears;
- (b) if the juridical person has given public notice in a daily newspaper that publishes matters on current affairs, the name and the date of issue of the daily newspaper, and the page on which the public notice appears; or
- (c) if the juridical person has given public notice by means of an Electronic Public Notice, the matters set forth in Article 301, paragraph (2), item (xvii), (a) or Article 302, paragraph (2), item (xv), (a) of the Act;
- (ii) where the Juridical Person Subject to Public Notice has taken the measures prescribed in Article 128, paragraph (3) of the Act (including the case where applied mutatis mutandis pursuant to Article 199 of the Act) with regard to its balance sheet for the Most Recent Business Year: the matters set forth in Article 301, paragraph (2), item (xv) or Article 302, paragraph (2), item (xiii) of the Act;
- (iii) where the Juridical Person Subject to Public Notice has no Most Recent Business Year: a statement to that effect;
- (iv) where the Juridical Person Subject to Public Notice is a Juridical Person in

- Liquidation; a statement to that effect; and
- (v) in cases other than the case set forth in the preceding items: the content of the summary of the balance sheet for the Most Recent Business Year.
- (2) The provisions of Article 50 shall apply mutatis mutandis to the summary of the balance sheet set forth in item (v) of the preceding paragraph.

#### **Section 4 Procedures by Juridical Person Incorporated Through Consolidation-type Merger**

(Matters Subject to Subsequent Disclosure by Juridical Person Incorporated Through Consolidation-type Merger)

Article 83 The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 260, paragraph (1) of the Act shall be the following matters:

- (i) the day on which the Consolidation-type Merger became effective;
- (ii) the progress of the procedure under the provisions of Article 258 of the Act;
- (iii) the matters concerning important rights and obligations that the Juridical Person Incorporated through a Consolidation-type Merger has taken over from the Juridical Person Consolidated through a Consolidation-type Merger as a result of the Consolidation-type Merger;
- (iv) in addition to what is set forth in the preceding three items, important matters concerning the Consolidation-type Merger.

Article 84 The matters specified by Ordinance of the Ministry of Justice as prescribed in Article 260, paragraph (2) of the Act shall be the matters stated or recorded in the document or Electromagnetic Records kept by the Juridical Person Consolidated through a Consolidation-type Merger pursuant to the provisions of Article 256, paragraph (1) of the Act (excluding the details of the Consolidation-type Merger Agreement).

### **Chapter VI Miscellaneous Provisions**

#### **Section 1 Litigation**

(Method of Demanding Filing of Action to Claim Liability)

Article 85 The method specified by Ordinance of the Ministry of Justice set forth in Article 278, paragraph (1) of the Act shall be the submission of a document stating the following matters or provision of such matters by Electromagnetic Means:

- (i) a person to stand as a defendant; and
- (ii) the object of the claim and the facts necessary for identifying the claim.

(Method of Making Notification of Reason for Not Filing Action)

Article 86 The method specified by Ordinance of the Ministry of Justice set forth in Article 278, paragraph (3) of the Act shall be the submission of a document stating the following matters or provision of such matters by Electromagnetic Means:

- (i) the content of the investigation conducted by the general incorporated association (including the materials used as the basis for making the determination set forth in the following item);
- (ii) the determination as to whether or not the Alleged Person in Demand (meaning a Member at Incorporation, Director at Incorporation (meaning the Director at Incorporation prescribed in Article 15, paragraph (1) of the Act), Officer, etc. or liquidator, who is the person set forth in item (i) of the preceding Article in relation to the demand made under the provisions of Article 278, paragraph (1) of the Act; the same shall apply in the following item) has any liability or obligation; and
- (iii) where the general incorporated association determines that the Alleged Person in Demand has liability or an obligation but the association does not file an Action to Claim Liability (meaning the Action to Claim Liability prescribed in Article 278, paragraph (1) of the Act), the reasons for not filing the action.

## **Section 2 Registration**

Article 87 (1) The matters specified by Ordinance of the Ministry of Justice as prescribed in the provisions set forth in the following items shall be the characters, marks, codes, or combinations thereof, which are used to identify, on the Internet, the portion of the automatic public transmission server that is used for performing the acts specified in the respective items, and which allows the recipient of information to inspect the content of the information and record the information in a file on the computer used by said recipient by entering such characters, marks, codes, or combinations thereof into said computer:

- (i) Article 301, paragraph (2), item (v) of the Act: the measure under the provisions of Article 128, paragraph (3) of the Act;
- (ii) Article 301, paragraph (2), item (xvii), (a) of the Act: an Electronic Public Notice given by a general incorporated association;
- (iii) Article 302, paragraph (2), item (xiii) of the Act: the measure under Article 128, paragraph (3) of the Act as applied mutatis mutandis pursuant to Article 199 of the Act; and
- (iv) Article 302, paragraph (2), item (xv), (a) of the Act: an Electronic Public Notice given by a general incorporated foundation.

- (2) In the cases prescribed in the provisions set forth in the following items, the matters set forth in the provisions specified in the respective items, which are to be used to receive the provision of information contained in the Public Notice of Settlement of Accounts (meaning the public notice given under the provisions of Article 128, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act; hereinafter the same shall apply in this paragraph)), may be registered separately from those matters which are to be used to receive the provision of information contained in a public notice other than the Public Notice of Settlement of Accounts:
- (i) Article 301, paragraph (2), item (xvii) of the Act: (a) of said item; and
  - (ii) Article 302, paragraph (2), item (xv) of the Act: (a) of said item.

### **Section 3 Public Notice**

- Article 88 (1) The method specified by Ordinance of the Ministry of Justice as one of the measures prescribed in Article 331, paragraph (1), item (iv) of the Act shall be the method of posting the object in question at a place accessible to the public at the principal office of the General Incorporated Association, etc.
- (2) The public notice given by the method set forth in the preceding paragraph shall be maintained by the day specified in the following items according to the types of public notice set forth respectively in these items:
- (i) a public notice under the provisions of Article 128, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act): the day on which one year has passed from the date of commencement of the public notice; and
  - (ii) a public notice under the provisions of Article 249, paragraph (2) of the Act: the Effective Date (meaning the Effective Date prescribed in Article 244, item (ii) of the Act; hereinafter the same shall apply in this item) prior to the change set forth in said paragraph (in the case where the Effective Date after the change precedes the Effective date before the change, the Effective Date after the change).

### **Section 4 Electromagnetic Means and Electromagnetic Records, etc.**

#### **Subsection 1 Electromagnetic Means and Electromagnetic Records, etc.**

(Electromagnetic Records)

- Article 89 The records specified by Ordinance of the Ministry of Justice as prescribed in Article 10, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 152, paragraph (3) of the Act) shall be those recording information in a file prepared using a magnetic disk or any other equivalent media on which certain information can be securely

recorded.

(Electronic Signature)

Article 90 (1) The measures specified by Ordinance of the Ministry of Justice as an alternative to signing or affixing the name and seal as prescribed in the following provisions shall be an Electronic Signature:

- (i) Article 10, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 152, paragraph (3) of the Act); and
- (ii) Article 95, paragraph (4) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 and Article 221, paragraph (5) of the Act).

(2) The "Electronic Signature" prescribed in the preceding paragraph shall mean the measure taken with regard to information that can be recorded in electromagnetic records, which meets all of the following requirements:

- (i) a measure to indicate that the information was created by the person who has taken the measure; and
- (ii) a measure to confirm whether or not the information has been altered.

(Method of Indicating Matters Recorded in Electromagnetic Records)

Article 91 The method specified by Ordinance of the Ministry of Justice as prescribed in the following provisions shall be the method of indicating on paper or on displaying on a screen the matters recorded in the electromagnetic records set forth in these provisions:

- (i) Article 14, paragraph (2), item (iii) of the Act;
- (ii) Article 32, paragraph (2), item (ii) of the Act;
- (iii) Article 50, paragraph (6), item (ii) of the Act;
- (iv) Article 52, paragraph (5) of the Act;
- (v) Article 57, paragraph (4), item (ii) of the Act;
- (vi) Article 58, paragraph (3), item (ii) of the Act;
- (vii) Article 97, paragraph (2), item (ii) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
- (viii) Article 107, paragraph (2), item (ii) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
- (ix) Article 121, paragraph (1), item (ii) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
- (x) Article 129, paragraph (3), item (iii) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
- (xi) Article 156, paragraph (2), item (iii) of the Act;
- (xii) Article 193, paragraph (4), item (ii) of the Act;
- (xiii) Article 194, paragraph (3), item (ii) of the Act;
- (xiv) Article 223, paragraph (2), item (ii) of the Act;

- (xv) Article 229, paragraph (2), item (iii) of the Act;
- (xvi) Article 246, paragraph (3), item (iii) of the Act;
- (xvii) Article 250, paragraph (3), item (iii) of the Act;
- (xviii) Article 253, paragraph (3), item (iii) of the Act;
- (xix) Article 256, paragraph (3), item (iii) of the Act; and
- (xx) Article 260, paragraph (3), item (iii) of the Act.

(Electromagnetic Means)

Article 92 (1) The methods that use an electronic data processing system or methods that utilize any other information and communications technology which is specified by Ordinance of the Ministry of Justice as prescribed in Article 14, paragraph (2), item (iv) of the Act shall be the following methods:

- (i) a method that uses an electronic data processing system, which falls under (a) or (b):
  - (a) the method of transmitting information via a telecommunications line that connects the computer used by the sender and the computer used by the recipient and recording such information in a file stored on the computer used by the recipient; or
  - (b) the method of offering the content of the information which is recorded in a file stored on the computer used by the sender to the person who receives the provision of the information for inspection via a telecommunications line, and recording such information in a file stored on the computer used by said person who receives the provision of the information; and
- (ii) the method of delivering a file recording the information prepared using a magnetic disk or any other equivalent media on which certain information can be securely recorded.

(2) The methods set forth in the items of the preceding paragraph shall be those that enable the recipient to prepare documents by outputting the records to a file.

(Special Provisions for Keeping Electromagnetic Records)

Article 93 The measures specified by Ordinance of the Ministry of Justice as prescribed in the following provisions shall be the method which uses an electronic data processing system that connects the computer used by a General Incorporated Association, etc. via a telecommunications line, and by which the content of the information recorded in a file stored on said computer is recorded in a file stored on the computer used at the secondary offices of the General Incorporated Association, etc. via a telecommunications line:

- (i) Article 14, paragraph (3) of the Act;
- (ii) Article 57, paragraph (3) of the Act;
- (iii) Article 129, paragraph (2) of the Act (including the cases where applied

- mutatis mutandis pursuant to Article 199 of the Act);
- (iv) Article 156, paragraph (3) of the Act; and
  - (v) Article 193, paragraph (3) of the Act.

(Electromagnetic Records Provided by Inspector)

Article 94 The Electromagnetic Records specified by Ordinance of the Ministry of Justice as prescribed in the following provisions shall be magnetic disks (limited to Electromagnetic Records) having the structure that falls under any of the items of Article 36, paragraph (1) of the Commercial Registration Ordinance (Ordinance of the Ministry of Justice No. 23 of 1964) and the Electromagnetic Records specified by the person who receives the provision of Electromagnetic Records pursuant to the following provisions:

- (i) Article 46, paragraph (4) of the Act;
- (ii) Article 86, paragraph (5) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
- (iii) Article 137, paragraph (4) of the Act; and
- (iv) Article 187, paragraph (4) of the Act.

(Provision by Inspector of Matters Recorded in Electromagnetic Records)

Article 95 The method specified by Ordinance of the Ministry of Justice as prescribed in the following provisions (hereinafter referred to as the "Provisions on Inspector's Provision of Matters") shall be the Electromagnetic Means specified by the person who receives the matters recorded in the Electromagnetic Records set forth in the respective Provisions for the Inspectors' Provision of Matters, pursuant to the Provisions for the Inspectors' Provision of Matters:

- (i) Article 46, paragraph (6) of the Act;
- (ii) Article 86, paragraph (7) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
- (iii) Article 137, paragraph (6) of the Act; and
- (iv) Article 187, paragraph (6) of the Act.

(Electromagnetic Means Used for Giving Electronic Public Notice)

Article 96 The measures prescribed in Article 331, paragraph (1), item (iii) of the Act which is specified by Ordinance of the Ministry of Justice shall be the measure taken by the method set forth in Article 92, paragraph (1), item (i), (b), which uses an Automatic Public Transmission Server connected to the Internet.

(Electromagnetic Means Relating to the Order for Enforcement of the General Incorporated Associations and General Incorporated Foundations Act)

Article 97 The type and details of Electromagnetic Means to be indicated

pursuant to the provisions of Article 1, paragraph (1) or Article 2, paragraph (1) of the Order for Enforcement of the General Incorporated Associations and General Incorporated Foundations Act (Cabinet Order No. 38 of 2007) shall be the following:

- (i) any of the following methods which is used by the sender:
  - (a) the following method which uses an electronic data processing system:
    - 1. the method of transmitting information via a telecommunications line that connects the computer used by the sender and the computer used by the recipient and recording such information in a file stored on the computer used by the recipient; or
    - 2. the method of offering the content of the information which is recorded in a file stored on the computer used by the sender to the person who receives the provision of the information for inspection via a telecommunications line, and recording such information in a file stored on the computer used by said person who receives the provision of the information; and
  - (b) the method of delivering a file recording the information prepared using a magnetic disk or any other equivalent media on which certain information can be securely recorded; or
- (ii) the method of recording the information in a file.

## **Subsection 2 Use of Information and Communications Technology**

(Definitions)

Article 98 The terms used in this Subsection shall have the same meanings as the terms used in the Act on Utilization of Information and Communications Technology in Document Preservation, etc. Conducted by Private Business Operators, etc. (Act No. 149 of 2004; hereinafter referred to as the "Electronic Document Act" in this Subsection).

(Designation of Type of Preservation)

Article 99 The preservation specified by Ordinance of the competent ministry set forth in Article 3, paragraph (1) of the Electronic Document Act shall be the following types of preservation:

- (i) the preservation of a document proving the authority of representation under the provisions of Article 50, paragraph (5) of the Act;
- (ii) the preservation of a Voting Card under the provisions of Article 51, paragraph (3) of the Act;
- (iii) the preservation of the minutes of a general meeting of members under the provisions of Article 57, paragraph (2) of the Act;
- (iv) the preservation of a copy of the minutes of a general meeting of members

- under the provisions of Article 57, paragraph (3) of the Act;
- (v) the preservation of the document set forth in Article 58, paragraph (1) under the provisions of paragraph (2) of said Article;
  - (vi) the preservation of Minutes, etc. (meaning the Minutes, etc. prescribed in Article 97, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act); the same shall apply in Article 101, items (vii) and (viii)) under the provisions of Article 97, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
  - (vii) the preservation of the accounting books and materials under the provisions of Article 120, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
  - (viii) the preservation of the Financial Statements (meaning the Financial Statements prescribed in Article 123, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act)) and the annexed detailed statements thereof, under the provisions of Article 123, paragraph (4) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
  - (ix) the preservation of Financial Statements, etc. (meaning the Financial Statements, etc. prescribed in Article 129, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act); hereinafter the same shall apply in this Subsection) under the provisions of Article 129, paragraph (1) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
  - (x) the preservation of copies of the Financial Statements, etc. under the provisions of Article 129, paragraph (2) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
  - (xi) the preservation of the minutes of a meeting of the board of councillors under the provisions of Article 193, paragraph (2) of the Act;
  - (xii) the preservation of a copy of the minutes of a meeting of the board of councillors under the provisions of Article 193, paragraph (3) of the Act;
  - (xiii) the preservation of the document set forth in Article 194, paragraph (1) of the Act under the provisions of paragraph (2) of said Article;
  - (xiv) the preservation of Minutes, etc. (meaning the Minutes, etc. prescribed in Article 223, paragraph (1) of the Act); the same shall apply in Article 101, items (xiv) and (v)) under the provisions of said paragraph;
  - (xv) the preservation of an Inventory of Assets, etc. (meaning the Inventory of Assets, etc. prescribed in Article 225, paragraph (1) of the Act) under the provisions of paragraph (4) of said Article;
  - (xvi) the preservation of a balance sheet and the annexed detailed statements thereof under the provisions of Article 227, paragraph (3) of the Act;

- (xvii) the preservation of a Balance Sheet, etc. (meaning the Balance Sheet, etc. prescribed in Article 229, paragraph (1) of the Act; hereinafter the same shall apply in this Subsection) under the provisions of said paragraph;
- (xviii) the preservation of Accounting Materials (meaning the Accounting Materials prescribed in Article 241, paragraph (1) of the Act) under the provisions of paragraphs (1) and (3) of said Article;
- (xix) the preservation of the document set forth in Article 253, paragraph (1) of the Act under the provisions of paragraph (2) of said Article; and
- (xx) the preservation of the document set forth in Article 260, paragraph (2) under the provisions of said paragraph.

(Method of Preservation)

Article 100 (1) Where a private business operator, etc., in accordance with the provisions of Article 3, paragraph (1) of the Electronic Document Act, conducts the preservation of electromagnetic records relating to a document to be preserved, in lieu of preserving the document as set forth in the items of the preceding Article, the private business operator, etc. shall conduct such preservation by reading the matters stated in the document by means of a scanner (including any equivalent image scanning device), producing electromagnetic records of those matters, and preserving those records in a file stored on the computer used by the private business operator, etc. or in a file prepared using a magnetic disk or any other equivalent media on which certain information can be securely recorded.

(2) Where a private business operator, etc. conducts the preservation of electromagnetic records pursuant to the provisions of the preceding paragraph, the private business operator, etc. shall take measures by which the matters recorded in the electromagnetic records can be displayed on the computer or any other equipment used thereby, immediately and in a clear and orderly form, as well as measures by which documents can be prepared, by outputting those matters when necessary.

(Designation of Type of Public Inspection, etc.)

Article 101 The public inspection, etc. specified by Ordinance of the competent ministry set forth in Article 5, paragraph (1) of the Electronic Document Act shall be the following types of public inspection, etc.:

- (i) public inspection, etc. of the articles of incorporation under the provisions of Article 14, paragraph (2), item (i) of the Act;
- (ii) public inspection, etc. of a member registry under the provisions of Article 32, paragraph (2), item (i) of the Act;
- (iii) public inspection, etc. of a document proving the authority of representation under the provisions of Article 50, paragraph (6), item (i) of

- the Act;
- (iv) public inspection, etc. of a Voting Card under the provisions of Article 51, paragraph (4) of the Act;
  - (v) public inspection of the minutes of a general meeting of members or a copy thereof under the provisions of Article 57, paragraph (4), item (i) of the Act;
  - (vi) public inspection of the document set forth in Article 58, paragraph (2) of the Act under the provisions of paragraph (3), item (i) of said Article;
  - (vii) public inspection, etc. of the Minutes, etc. under the provisions of Article 97, paragraph (2), item (i) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
  - (viii) public inspection, etc. of the Minutes, etc. under the provisions of Article 97, paragraph (3) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);
  - (ix) public inspection of the accounting books or materials relating thereto under the provisions of Article 121, paragraph (1), item (i) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
  - (x) public inspection, etc. of the Financial Statements, etc. or copies thereof under the provisions of Article 129, paragraph (3), item (i) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);
  - (xi) public inspection, etc. of the articles of incorporation under the provisions of Article 156, paragraph (2), item (i) of the Act;
  - (xii) public inspection of the minutes of a meeting of the board of councillors or a copy thereof under the provisions of Article 193, paragraph (4), item (i) of the Act;
  - (xiii) public inspection, etc. of the document set forth in Article 194, paragraph (2) of the Act under the provisions of paragraph (3), item (i) of said Article;
  - (xiv) public inspection, etc. of the Minutes, etc. under the provisions of Article 223, paragraph (2), item (i) of the Act;
  - (xv) public inspection, etc. of the Minutes, etc. under the provisions of Article 223, paragraph (4) of the Act;
  - (xvi) public inspection, etc. of a Balance Sheet, etc. under the provisions of Article 229, paragraph (2), item (i) of the Act;
  - (xvii) public inspection, etc. of the document set forth in Article 246, paragraph (1) of the Act under the provisions of paragraph (3), item (i) of said Article;
  - (xviii) public inspection, etc. of the document set forth in Article 250, paragraph (1) of the Act under the provisions of paragraph (3), item (i) of said Article;
  - (xix) public inspection, etc. of the document set forth in Article 253, paragraph (1) of the Act under the provisions of paragraph (3), item (i) of said Article;

(xx) public inspection, etc. of the document set forth in Article 256, paragraph (1) of the Act under the provisions of paragraph (3), item (i) of said Article;  
and

(xxi) public inspection, etc. of the document set forth in Article 260, paragraph (2) of the Act under the provisions of paragraph (3), item (i) of said Article.

(Method of Public Inspection, etc.)

Article 102 Where a private business operator, etc., in accordance with the provisions of Article 5, paragraph (1) of the Electronic Document Act, makes electromagnetic records relating to a document to be preserved available for public inspection, etc., in lieu of making the document available for public inspection, etc. as set forth in the items of the preceding Article, the private business operator, etc. shall make such electromagnetic records available for public inspection, etc. by displaying the matters subject to public inspection, etc. on a screen of the computer situated at the office of the private business operator, etc. or by making available for public inspection, etc. a document stating the matters recorded in the electromagnetic records.

(Designation of Type of Delivery, etc.)

Article 103 The delivery, etc. specified by Ordinance of the competent ministry set forth in Article 6, paragraph (1) of the Electronic Document Act shall be the following types of delivery, etc.:

(i) delivery, etc. of a transcript or extract of the articles of incorporation under the provisions of Article 14, paragraph (2), item (ii) of the Act;

(ii) delivery, etc. of a copy of the document set forth in Article 46, paragraph (4) of the Act under the provisions of paragraph (6) of said Article;

(iii) delivery, etc. of a copy of the document set forth in Article 86, paragraph (5) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act) under the provisions of Article 86, paragraph (7) of the Act (including the cases where applied mutatis mutandis pursuant to Article 197 of the Act);

(iv) delivery, etc. of transcripts or extracts of the Financial Statements, etc. under the provisions of Article 129, paragraph (3), item (ii) of the Act (including the cases where applied mutatis mutandis pursuant to Article 199 of the Act);

(v) delivery, etc. of a copy of the document set forth in Article 137, paragraph (4) of the Act under the provisions of paragraph (6) of said Article;

(vi) delivery, etc. of a transcript or extract of the articles of incorporation under the provisions of Article 156, paragraph (2), item (ii) of the Act;

(vii) delivery, etc. of a copy of the document set forth in Article 187, paragraph (4) of the Act under the provisions of paragraph (6) of said Article;

- (viii) delivery, etc. of transcripts or extracts of a Balance Sheet, etc. under the provisions of Article 229, paragraph (2), item (ii) of the Act;
- (ix) delivery, etc. of a transcript or extract of the document set forth in Article 246, paragraph (1) of the Act under the provisions of paragraph (3), item (ii) of said Article;
- (x) delivery, etc. of a transcript or extract of the document set forth in Article 250, paragraph (1) of the Act under the provisions of paragraph (3), item (ii) of said Article;
- (xi) delivery, etc. of a transcript or extract of the document set forth in Article 253, paragraph (1) of the Act under the provisions of paragraph (3), item (ii) of said Article;
- (xii) delivery, etc. of a transcript or extract of the document set forth in Article 256, paragraph (1) of the Act under the provisions of paragraph (3), item (ii) of said Article; and
- (xiii) delivery, etc. of a transcript or extract of the document set forth in Article 260, paragraph (2) of the Act under the provisions of paragraph (3), item (ii) of said Article.

(Method of Delivery, etc.)

Article 104 (1) Where a private business operator, etc., in accordance with the provisions of Article 6, paragraph (1) of the Electronic Document Act, conducts the delivery, etc. of electromagnetic records relating to a document subject to delivery, etc., in lieu of conducting the delivery, etc. as set forth in the items of the preceding Article, the private business operator, etc. shall conduct the delivery, etc. by any of the following methods:

- (i) a method that uses an electronic data processing system, which falls under (a) or (b):
  - (a) the method of transmitting information via a telecommunications line that connects the computer used by the private business operator, etc. and the computer used by the person who receives the delivery, etc. and recording such information in a file stored on the computer used by the recipient.; or
  - (b) the method of offering the matters subject to the delivery, etc. which are recorded in a file stored on the computer used by the private business operator, etc. to the person who receives the delivery, etc. for inspection via a telecommunications line, and recording said matters in a file stored on the computer used by said person who receives the delivery, etc. (in the case where the intended recipient of the delivery, etc. gives his/her consent to receive the delivery, etc. by the method prescribed in Article 6, paragraph (1) of the Electronic Document Act or notifies to the effect that he/she will not receive the delivery, etc. by such method, a method of

recording to that effect in a file stored on the computer used by the private business operator, etc.); and

(ii) the method of delivering a file recording the matters subject to the delivery, etc. prepared using a magnetic disk or any other equivalent media on which certain matters can be securely recorded.

(2) The methods set forth in the items of the preceding paragraph shall be those that enable the recipient of the delivery, etc. to prepare documents by outputting the records to a file.

(Consent to Delivery, etc.)

Article 105 The type and details of a method to be indicated pursuant to the provisions of Article 2, paragraph (1) of the Order for Enforcement of the Act on Utilization of Information and Communications Technology in Document Preservation, etc. Conducted by Private Business Operators, etc. (Cabinet Order No. 8 of 2005) shall be the following:

(i) any of the methods prescribed in paragraph (1) of the preceding Article, which is used by a private business operator, etc.; and

(ii) the method of recording the information in a file.