

保険業法

Insurance Business Act

(平成七年六月七日法律第百五号)
(Act No. 105 of June 7, 1995)

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Supplementary Provisions

第一編 総則

Part I General Provisions

(目的)

(Purpose)

第一条 この法律は、保険業の公共性にかんがみ、保険業を行う者の業務の健全かつ適切な運営及び保険募集の公正を確保することにより、保険契約者等の保護を図り、もって国民生活の安定及び国民経済の健全な発展に資することを目的とする。

Article 1 In view of the public nature of the Insurance Business, the purpose of this Act is to protect Policyholders, etc. by ensuring the sound and appropriate business operation of persons conducting Insurance Business and by ensuring fairness in Insurance Solicitation, and thereby to contribute to the stability of the lives of the citizens and to the sound development of the national economy.

(定義)

(Definitions)

第二条 この法律において「保険業」とは、人の生存又は死亡に関し一定額の保険金を支払うことを約し保険料を収受する保険、一定の偶然の事故によって生ずることのある損害をてん補することを約し保険料を収受する保険その他の保険で、第三条第四項各号又は第五項各号に掲げるものの引受けを行う事業（次に掲げるものを除く。）をいう。

Article 2 (1) The term "Insurance Business" as used in this Act means the business (except businesses listed in the following items) of underwriting insurance for which premiums are received in exchange for an agreement to pay a fixed amount of insurance proceeds in connection with the life or death of an individual, insurance for which premiums are received in exchange for an agreement to compensate for damage caused by specific and accidental events, and other insurances listed in the items of Article 3, paragraph (4) or the items of Article 3, paragraph (5):

一 他の法律に特別の規定のあるもの

(i) those provided in other Acts;

二 次に掲げるもの

(ii) the following businesses:

イ 地方公共団体がその住民を相手方として行うもの

(a) those which a local government enters into with its residents as the other parties;

ロ 一の会社等（会社（外国会社を含む。以下この号において同じ。）その他の事業者（政令で定める者を除く。）をいう。）又はその役員若しくは使用人（役員又は使用人であった者を含む。以下この号において同じ。）が構成する団体がその役員若しくは使用人又はこれらの者の親族（政令で定める者に限る。以下この号において同じ。）を相手方として行うもの

(b) those which a company, etc. (meaning a company (including a foreign company; hereinafter the same applies in this item) or any other enterprise (excluding any enterprise specified by Cabinet Order)) or an organization comprised of officers or employees (including former officers or employees;

hereinafter the same applies in this item) enters into with its officers or employees, or their relatives (limited to those specified by Cabinet Order; hereinafter the same applies in this item) as the other parties;

ハ 一の労働組合がその組合員（組合員であつた者を含む。）又はその親族を相手方として行うもの

(c) those which a labor union enters into with its union members (including former union members) or their relatives as the other parties;

ニ 会社が同一の会社の集団（一の会社及び当該会社の子会社の集団をいう。）に属する他の会社を相手方として行うもの

(d) those which a company enters into with another company that belongs to the same group (meaning the group of a company and its Subsidiary Companies) as the other party;

ホ 一の学校（学校教育法（昭和二十二年法律第二十六号）第一条に規定する学校をいう。）又はその学生が構成する団体がその学生又は生徒を相手方として行うもの

(e) those which a school (meaning a school as prescribed in Article 1 of the School Education Act (Act No. 26 of 1947)) or an organization comprised of its students enters into with its students as the other parties;

ヘ 一の地縁による団体（地方自治法（昭和二十二年法律第六十七号）第二百六十二条の二第一項に規定する地縁による団体であつて、同条第二項各号に掲げる要件に該当するものをいう。）がその構成員を相手方として行うもの

(f) those which a local community organization (meaning a local community organization as prescribed in Article 260-2, paragraph (1) of the Local Autonomy Act (Act No. 67 of 1947) that falls under the requirements listed in the items of paragraph (2) of that Article) enters into with its members as the other party; and

ト イからへまでに掲げるものに準ずるものとして政令で定めるもの

(g) those specified by Cabinet Order as being equivalent to those listed from (a) to (f);

三 政令で定める人数以下の者を相手方とするもの（政令で定めるものを除く。）

(iii) those for which the other parties are persons whose number does not exceed the number specified by Cabinet Order (except those specified by Cabinet Order).

2 この法律において「保険会社」とは、第三条第一項の内閣総理大臣の免許を受けて保険業を行う者をいう。

(2) The term "Insurance Company" as used in this Act means a legal entity who conducts Insurance Business under the license from the Prime Minister prescribed in Article 3, paragraph (1).

3 この法律において「生命保険会社」とは、保険会社のうち第三条第四項の生命保険業免許を受けた者をいう。

(3) The term "Life Insurance Company" as used in this Act means an Insurance

Company which has obtained the life insurance business license set forth in Article 3, paragraph (4).

4 この法律において「損害保険会社」とは、保険会社のうち第三条第五項の損害保険業免許を受けた者をいう。

(4) The term "Non-Life Insurance Company" as used in this Act means an Insurance Company which has obtained the non-life insurance business license set forth in Article 3, paragraph (5).

5 この法律において「相互会社」とは、保険業を行うことを目的として、この法律に基づき設立された保険契約者をその社員とする社団をいう。

(5) The term "Mutual Company" as used in this Act means an association established pursuant to this Act for the purpose of conducting Insurance Business, whose policyholders are the members.

6 この法律において「外国保険業者」とは、外国の法令に準拠して外国において保険業を行う者（保険会社を除く。）をいう。

(6) The term "Foreign Insurer" as used in this Act means a person conducting Insurance Business in a foreign state in accordance with the laws and regulations of the foreign state (excluding Insurance Companies).

7 この法律において「外国保険会社等」とは、外国保険業者のうち第百八十五条第一項の内閣総理大臣の免許を受けた者をいう。

(7) The term "Foreign Insurance Company, etc." as used in this Act means a Foreign Insurer which has obtained the license from the Prime Minister set forth in Article 185, paragraph (1).

8 この法律において「外国生命保険会社等」とは、外国保険会社等のうち第百八十五条第四項の外国生命保険業免許を受けた者をいう。

(8) The term "Foreign Life Insurance Company, etc." as used in this Act means a Foreign Insurance Company, etc. which has obtained the foreign life insurance business license set forth in Article 185, paragraph (4).

9 この法律において「外国損害保険会社等」とは、外国保険会社等のうち第百八十五条第五項の外国損害保険業免許を受けた者をいう

(9) The term "Foreign Non-Life Insurance Company, etc." as used in this Act means a Foreign Insurance Company, etc. which has obtained the foreign non-life insurance business license set forth in Article 185, paragraph (5).

10 この法律において「外国相互会社」とは、外国の法令に準拠して設立された相互会社と同種の外国の法人又はこれに類似する外国の法人をいう。

(10) The term "Foreign Mutual Company" as used in this Act means a foreign corporation akin to a Mutual Company, or a similar foreign corporation, which was established in accordance with the laws and regulations of a foreign state.

11 この法律において「総株主等の議決権」とは、総株主又は総出資者の議決権（株式会社にあつては、株主総会において決議をすることができる事項の全部につき議決権を行使することができない株式についての議決権を除き、会社法（平成十七年法律第八十六号）第百七十九条第三項（特別清算事件の管轄）の規定により議決権を有

するものとみなされる株式についての議決権を含む。以下この条、次条、第百条の二の二、第百六条、第百七条、第二百二十七条、第二百六十条、第二編第十一章及び第十二章並びに第三百三十三条において同じ。)をいう。

(11) The term "All Shareholders' Voting Rights" as used in this Act means voting rights of all shareholders or investors (in the case of a Stock Company, excluding voting rights related to shares which do not allow exercising voting rights for any of the matters which may be resolved at a shareholders' meeting, but including voting rights related to shares for which holders are deemed to have voting rights pursuant to the provisions of Article 879, paragraph (3) (Jurisdiction Over a Special Liquidation Case) of the Companies Act (Act No. 86 of 2005); the same applies hereinafter in this Article, the following Article, Article 100-2-2, Article 106, Article 107, Article 127, Article 260, Part II, Chapters XI and XII and Article 333).

1 2 この法律において「子会社」とは、会社がその総株主等の議決権の百分の五十を超える議決権を保有する他の会社をいう。この場合において、会社及びその一若しくは二以上の子会社又は当該会社の一若しくは二以上の子会社がその総株主等の議決権の百分の五十を超える議決権を保有する他の会社は、当該会社の子会社とみなす。

(12) The terms "Subsidiary Company" as used in this Act mean a company in which another company holds voting rights exceeding 50 percent of All Shareholders' Voting Rights. In such a case, if a first company and one or more of its Subsidiary Companies, or if one or more of the Subsidiary Companies of such first company, own voting rights exceeding 50 percent of All Shareholders' Voting Rights in a second company, the relevant second company is deemed to be the Subsidiary Company of the first company.

1 3 この法律において「主要株主基準値」とは、総株主の議決権の百分の二十（会社の財務及び営業又は事業の方針の決定に対して重要な影響を与えることが推測される事実が存在するものとして内閣府令で定める要件に該当する者が当該会社の議決権の保有者である場合にあっては、百分の十五）をいう。

(13) The term "Major Shareholder Threshold" as used in this Act means 20 percent (15 percent in the case where a person who satisfies the requirements specified by Cabinet Office Order as one with regard to which a fact exists that is expected to have a material effect on the decisions on the financial and business policies of the company, holds voting rights in the company) of all shareholders' voting rights.

1 4 この法律において「保険主要株主」とは、保険会社の主要株主基準値以上の数の議決権の保有者（他人（仮設人を含む。）の名義をもって保有する者を含む。以下同じ。）であって、第二百七十一条の十第一項の認可を受けて設立され、又は同項若しくは同条第二項ただし書の認可を受けているものをいう。

(14) The term "Insurance Company's Major Shareholder" as used in this Act means a person that holds a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold (including a person who

holds such number of voting rights in the name of another person (or under a fictitious name); the same applies hereinafter), and is established under the authorization set forth in Article 271-10, paragraph (1) or has obtained the authorization prescribed in Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2).

15 第十二項又は前項の場合において、会社又は議決権の保有者が保有する議決権には、金銭又は有価証券の信託に係る信託財産として所有する株式又は持分に係る議決権（委託者又は受益者が行使し、又はその行使について当該会社若しくは当該議決権の保有者に指図を行うことができるものに限る。）その他内閣府令で定める議決権を含まないものとし、信託財産である株式又は持分に係る議決権で、当該会社又は当該議決権の保有者が委託者若しくは受益者として行使し、又はその行使について指図を行うことができるもの（内閣府令で定める議決権を除く。）及び社債、株式等の振替に関する法律（平成十三年法律第七十五号）第四百七条第一項又は第四百八条第一項の規定により発行者に対抗することができない株式に係る議決権を含むものとする。

(15) In the case prescribed in paragraph (12) and the preceding paragraph, the voting rights held by a company or a person who holds voting rights is not to include any voting rights from shares or equity interests held in the form of trust property pertaining to a monetary or securities trust (limited to cases where the settlor or the beneficiary may exercise the voting rights or may give instructions to the company or the holder of the voting rights on the exercise of such voting rights) or any of the voting rights specified by Cabinet Office Order, but is to include voting rights from the shares or equity interests which are held as trust property and whose voting rights the other company or the person holding voting rights in the Insurance Company may, as a settlor or beneficiary, exercise or give instructions on the exercise (excluding those specified by Cabinet Office Order) and any voting rights from the shares which cannot be asserted against the issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Transfer of Bonds, Shares, etc. (Act No. 75 of 2001).

16 この法律において「保険持株会社」とは、保険会社を子会社とする持株会社（私的独占の禁止及び公正取引の確保に関する法律（昭和二十二年法律第五十四号）第九条第四項第一号（持株会社）に規定する持株会社をいう。以下同じ。）であつて、第二百七十一条の十八第一項の認可を受けて設立され、又は同項若しくは同条第三項ただし書の認可を受けているものをいう。

(16) The term "Insurance Holding Company" as used in this Act means a Holding Company (meaning a Holding Company as prescribed in Article 9, paragraph (4), item (i) (Holding Company) of the Act on Prohibiting Private Monopolies and Ensuring Fair Trade (Act No. 54 of 1947); the same applies hereinafter) whose Subsidiary Companies are Insurance Companies, which has been established under the authorization set forth in Article 271-18, paragraph (1)

or which obtains authorization prescribed in Article 271-18, paragraph (1) or the proviso to paragraph (3).

17 この法律において「少額短期保険業」とは、保険業のうち、保険期間が二年以内の政令で定める期間以内であつて、保険金額が千万円を超えない範囲内において政令で定める金額以下の保険（政令で定めるものを除く。）のみの引受けを行う事業をいう。

(17) The term "Small Amount and Short Term Insurance Business" as used in this Act means, within the Insurance Business, the business of underwriting only insurance that has a term of coverage within the period of two years or less specified by Cabinet Order, and for which the insurance proceeds do not exceed the amount of ten million yen or less specified by Cabinet Order (except those specified by Cabinet Order).

18 この法律において「少額短期保険業者」とは、第二百七十二条第一項の登録を受けて少額短期保険業を行う者をいう。

(18) The term "Small Amount and Short Term Insurance Company" as used in this Act means a person who has obtained the registration set forth in Article 272, paragraph (1) and who conducts Small Amount and Short Term Insurance Business.

19 この法律において「生命保険募集人」とは、生命保険会社（外国生命保険会社等を含む。以下この項において同じ。）の役員（代表権を有する役員並びに監査役、監査等委員会の委員（以下「監査等委員」という。）及び監査委員会の委員（以下「監査委員」という。）を除く。以下この条において同じ。）若しくは使用人若しくはこれらの者の使用人又は生命保険会社の委託を受けた者若しくはその者の再委託を受けた者（法人でない社団又は財団で代表者又は管理人の定めのあるものを含む。）若しくはこれらの者の役員若しくは使用人で、その生命保険会社のために保険契約の締結の代理又は媒介を行うものをいう。

(19) The term "Life Insurance Agent" as used in this Act means an officer (excluding officers with the authority of representation and company auditors, members of Audit and Supervisory Committees (hereinafter referred to as "Audit and Supervisory Committee Member") and members of audit committees (hereinafter referred to as "Audit Committee Members"); hereinafter the same applies in this Article) or employee of a Life Insurance Company (including Foreign Life Insurance Companies, etc.; hereinafter the same applies in this paragraph) or the employee of such a person, and any person delegated by a Life Insurance Company or any person who received a re-entrustment from by the relevant person (including an association or foundation that is not a corporation and has provisions on representative persons or administrators) or the officer or employee of these persons, who acts as an agent or intermediary for the conclusion of an insurance contract on behalf of the Life Insurance Company.

20 この法律において「損害保険募集人」とは、損害保険会社（外国損害保険会社等

を含む。次項において同じ。)の役員若しくは使用人、損害保険代理店又はその役員若しくは使用人をいう。

(20) The term "Non-Life Insurance Agent" as used in this Act means an officer or employee of a Non-Life Insurance Company (including Foreign Companies, etc.; the same applies in the following paragraph), Non-Life Insurance Representative, or the officer or employee of such a person.

2 1 この法律において「損害保険代理店」とは、損害保険会社の委託を受け、又は当該委託を受けた者の再委託を受けて、その損害保険会社のために保険契約の締結の代理又は媒介を行う者（法人でない社団又は財団で代表者又は管理人の定めのあるものを含む。）で、その損害保険会社の役員又は使用人でないものをいう。

(21) The term "Non-Life Insurance Representative" as used in this Act means a person delegated by a Non-Life Insurance Company, or a person who received a re-entrustment from the relevant person, who acts as an agent or intermediary for the conclusion of insurance contracts on its behalf (including an association or foundation that is not a corporation and has provisions on representative persons or administrators), and who is not an officer or employee of the Non-Life Insurance Company.

2 2 この法律において「少額短期保険募集人」とは、少額短期保険業者の役員若しくは使用人又は少額短期保険業者の委託を受けた者若しくはその者の再委託を受けた者（法人でない社団又は財団で代表者又は管理人の定めのあるものを含む。）若しくはこれらの者の役員若しくは使用人で、その少額短期保険業者のために保険契約の締結の代理又は媒介を行うものをいう。

(22) The term "Small Amount and Short Term Insurance Agent" as used in this Act means an officer or employee of a Small Amount and Short Term Insurance Company, or a person delegated by a Small Amount and Short Term Insurance Company, or a person who received a re-entrustment from the relevant person (including an association or foundation that is not a corporation and has provisions on representative persons or administrators) or an officer or employee of these persons, who acts as an agent or intermediary for the conclusion of insurance contracts on behalf of the Small Amount and Short Term Insurance Company.

2 3 この法律において「保険募集人」とは、生命保険募集人、損害保険募集人又は少額短期保険募集人をいう。

(23) The term "Insurance Agent" as used in this Act means a Life Insurance Agent, a Non-Life Insurance Agent, or a Small Amount and Short Term Insurance Agent.

2 4 この法律において「所属保険会社等」とは、生命保険募集人、損害保険募集人又は少額短期保険募集人が保険募集を行う保険契約の保険者となるべき保険会社（外国保険会社等を含む。）又は少額短期保険業者をいう。

(24) The term "Affiliated Insurance Company, etc." as used in this Act means the Insurance Company (including foreign insurance companies, etc.) or the Small

Amount and Short Term Insurance Company, which is to be the insurer in the insurance contracts solicited by Life Insurance Agents, Non-Life Insurance Agents, or Small Amount and Short Term Insurance Agents.

25 この法律において「保険仲立人」とは、保険契約の締結の媒介であつて生命保険募集人、損害保険募集人及び少額短期保険募集人がその所属保険会社等のために行う保険契約の締結の媒介以外のものを行う者（法人でない社団又は財団で代表者又は管理人の定めのあるものを含む。）をいう。

(25) The term "Insurance Broker" as used in this Act means a person who acts as an intermediary for the conclusion of an insurance contract other than the intermediation that Life Insurance Agents, Non-Life Insurance Agents, and Small Amount and Short Term Insurance Agents (including an association or foundation that is not a corporation and has provisions on representative persons or administrators) carry out on behalf of their Affiliated Insurance Companies, etc.

26 この法律において「保険募集」とは、保険契約の締結の代理又は媒介を行うことをいう。

(26) The term "Insurance Solicitation" as used in this Act means acting as an agent or intermediary for conclusion of an insurance contract.

27 この法律において「公告方法」とは、株式会社及び外国会社である外国保険会社等にあつては会社法第二条第三十三号（定義）に規定する公告方法をいい、相互会社及び外国保険会社等（外国会社を除く。以下この項において同じ。）にあつては相互会社及び外国保険会社等が公告（この法律又は他の法律の規定により官報に掲載する方法によりしなければならないものとされているものを除く。）をする方法をいう。

(27) The term "Method of Public Notice" as used in this Act means the Method of Public Notice prescribed in Article 2, item (xxxiii) (Definitions) of the Companies Act with regard to stock companies and foreign companies that are foreign insurance companies, etc. and the method by which mutual companies and foreign insurance companies, etc. (excluding foreign companies; hereinafter the same applies in this paragraph) give public notice with regard to mutual companies and foreign insurance companies, etc. (except cases where provisions of this Act or other Acts prescribe that a method of publication in the Official Gazette is to be used).

28 この法律において「指定紛争解決機関」とは、第三百八条の二第一項の規定による指定を受けた者をいう。

(28) The term "Designated Dispute Resolution Organization" as used in this Act means a person who has obtained the designation under Article 308-2, paragraph (1).

29 この法律において「生命保険業務」とは、生命保険会社が第九十七条、第九十八条及び第九十九条の規定により行う業務並びに他の法律により行う業務並びに当該生命保険会社のために生命保険募集人が行う保険募集をいう。

(29) The term "Life Insurance Business" as used in this Act means business

conducted by a Life Insurance Company pursuant to the provisions of Article 97, Article 98 and Article 99; business conducted by a Life Insurance Company pursuant to the provisions of any other laws; and Insurance Solicitation in which a Life Insurance Agent engages for the relevant Life Insurance Company.

30 この法律において「損害保険業務」とは、損害保険会社が第九十七条、第九十八条及び第九十九条の規定により行う業務（自動車損害賠償保障法（昭和三十年法律第九十七号）第五条（責任保険又は責任共済の契約の締結強制）に規定する責任保険に係る保険金等（同法第十六条の二（休業による損害等に係る保険金等の限度）に規定する保険金等をいう。）の支払及び支払に係る手続に関する業務（第三十二項及び第三十四項において「自動車損害賠償責任保険事業」という。）を除く。）並びに他の法律により行う業務並びに当該損害保険会社のために損害保険募集人が行う保険募集をいう。

(30) The term "Non-Life Insurance Business" as used in this Act means business conducted by a Non-Life Insurance Company pursuant to the provisions of Article 97, Article 98 and Article 99 (excluding business for paying Insurance Proceeds, etc. (meaning the Insurance Proceeds, etc. set forth in Article 16-2 (Limitations on Insurance Proceeds, etc. for Damage, etc. Caused by an Absence from Work) of the Automobile Liability Insurance Act (Act No. 97 of 1955)) from liability insurance as set forth in Article 5 (Compulsory Execution of Contracts for Liability Insurance or Mutual Aid Liability Insurance) of that Act (referred to as the "Automobile Damage Liability Insurance Business" in paragraphs (32) and (34))); business conducted by a Non-Life Insurance Company pursuant to the provisions of any other laws; and Insurance Solicitation in which a Non-Life Insurance Agent engages for the relevant Non-Life Insurance Company.

31 この法律において「外国生命保険業務」とは、外国生命保険会社等が第九十九条において準用する第九十七条、第九十八条、第九十九条及び第百条の規定により行う業務並びに当該外国生命保険会社等のために生命保険募集人が行う保険募集をいう。

(31) The term "Foreign Life Insurance Business" as used in this Act means business conducted by a Foreign Life Insurance Company, etc. pursuant to the provisions of Article 97, Article 98, Article 99 and Article 100 as applied *mutatis mutandis* pursuant to Article 199; and Insurance Solicitation in which a Life Insurance Agent engages for the relevant Foreign Life Insurance Company, etc.

32 この法律において「外国損害保険業務」とは、外国損害保険会社等が第九十九条において準用する第九十七条、第九十八条、第九十九条及び第百条の規定により行う業務（自動車損害賠償責任保険事業を除く。）並びに当該外国損害保険会社等のために損害保険募集人が行う保険募集をいう。

(32) The term "Foreign Non-Life Insurance Business" as used in this Act means business conducted by a Foreign Non-Life Insurance Company, etc. pursuant to the provisions of Article 97, Article 98, Article 99 and Article 100 as applied

mutatis mutandis pursuant to Article 199 (excluding the Automobile Damage Liability Insurance Business); and Insurance Solicitation in which a Non-Life Insurance Agent engages for the relevant Foreign Non-Life Insurance Company, etc.

3 3 この法律において「特定生命保険業務」とは、第二百十九条第四項の特定生命保険業免許を受けた同条第一項の特定法人の同項の引受社員が第百九十九条において準用する第九十七条、第九十八条、第九十九条及び第百条の規定により行う業務並びに当該引受社員のために生命保険募集人が行う保険募集をいう。

(33) The term "Specified Life Insurance Business" as used in this Act means business that the Underwriting Member referred to in Article 219, paragraph (1), of a Specified Corporation referred to in the relevant paragraph, which has obtained a specified life insurance business license under paragraph (4) of that Article, conducts pursuant to the provisions of Article 97, Article 98, Article 99 and Article 100 as applied mutatis mutandis pursuant to Article 199; and Insurance Solicitation in which a Life Insurance Agent engages for the relevant Underwriting Member.

3 4 この法律において「特定損害保険業務」とは、第二百十九条第五項の特定損害保険業免許を受けた同条第一項の特定法人の同項の引受社員が第百九十九条において準用する第九十七条、第九十八条、第九十九条及び第百条の規定により行う業務（自動車損害賠償責任保険事業を除く。）並びに当該引受社員のために損害保険募集人が行う保険募集をいう。

(34) The term "Specified Non-Life Insurance Business" as used in this Act means business that the Underwriting Member referred to in Article 219, paragraph (1), of a Specified Corporation as set forth in the relevant paragraph, which has obtained a specified non-life insurance business license under paragraph (5) of that Article, conducts pursuant to the provisions of Article 97, Article 98, Article 99 and Article 100 as applied mutatis mutandis pursuant to Article 199 (excluding the Automobile Damage Liability Insurance Business); and Insurance Solicitation in which a Non-Life Insurance Agent engages for the relevant Underwriting Member.

3 5 この法律において「少額短期保険業務」とは、少額短期保険業者が第二百七十二條の十一第一項の規定により行う業務及び当該少額短期保険業者のために少額短期保険募集人が行う保険募集をいう。

(35) The term "Small Amount and Short Term Insurance Business" as used in this Act means business that a Small Amount and Short Term Insurance Company conducts pursuant to the provisions of Article 272-11, paragraph (1); and Insurance Solicitation in which a Small Amount and Short Term Insurance Agent engage for the relevant Small Amount and Short Term Insurance Company.

3 6 この法律において「保険仲立人保険募集」とは、保険仲立人が行う保険契約の締結の媒介をいう。

(36) The term "Insurance Solicitation by Insurance Brokers" as used in this Act means the intermediation that Insurance Brokers performs for the conclusion of insurance contracts.

37 この法律において「保険業務等」とは、生命保険業務、損害保険業務、外国生命保険業務、外国損害保険業務、特定生命保険業務、特定損害保険業務、少額短期保険業務又は保険仲立人保険募集をいう。

(37) The term "Insurance Business, etc." as used in this Act means Life Insurance Business, Non-Life Insurance Business, Foreign Life Insurance Business, Foreign Non-Life Insurance Business, Specified Life Insurance Business, Specified Non-Life Insurance Business, Small Amount and Short Term Insurance Business, and Insurance Solicitation by Insurance Brokers.

38 この法律において「苦情処理手続」とは、保険業務等関連苦情（保険業務等に関する苦情をいう。第三百八条の七、第三百八条の八及び第三百八条の十二において同じ。）を処理する手続をいう。

(38) The term a "Complaint Processing Procedure" as used in this Act means a procedure for processing the Complaints Related to Insurance Business, etc. (meaning complaints related to Insurance Business, etc.; the same applies in Article 308-7, Article 308-8 and Article 308-12).

39 この法律において「紛争解決手続」とは、保険業務等関連紛争（保険業務等に関する紛争で当事者が和解をすることができるものをいう。第三百八条の七、第三百八条の八及び第三百八条の十三から第三百八条の十五までにおいて同じ。）について訴訟手続によらずに解決を図る手続をいう。

(39) The term a "Dispute Resolution Procedure" as used in this Act means a procedure to resolve Disputes Related to Insurance Business, etc. (meaning disputes related to Insurance Business, etc. that can be settled between the parties; the same applies in Article 308-7, Article 308-8 and Articles 308-13 to 308-15) without using court proceedings.

40 この法律において「紛争解決等業務」とは、苦情処理手続及び紛争解決手続に係る業務並びにこれに付随する業務をいう。

(40) The term "Business of Dispute Resolution, etc." as used in this Act means business for Complaint Processing Procedures and Dispute Resolution Procedures as well as business incidental thereto.

41 この法律において「紛争解決等業務の種別」とは、紛争解決等業務に係る生命保険業務、損害保険業務、外国生命保険業務、外国損害保険業務、特定生命保険業務、特定損害保険業務、少額短期保険業務及び保険仲立人保険募集の種別をいう。

(41) The term "Category of Business of Dispute Resolution, etc." as used in this Act means categorization of Business of Dispute Resolution, etc. such as Life Insurance Business, Non-Life Insurance Business, Foreign Life Insurance Business, Foreign Non-Life Insurance Business, Specified Life Insurance Business, Specified Non-Life Insurance Business, Small Amount and Short Term Insurance Business, or for Insurance Solicitation by Insurance Brokers.

42 この法律において「手続実施基本契約」とは、紛争解決等業務の実施に関し指定紛争解決機関と保険業関係業者（保険会社、外国保険会社等、第二百二十三条第一項の免許特定法人、少額短期保険業者又は保険仲立人をいう。以下同じ。）との間で締結される契約をいう。

(42) The term "Master Agreement for Implementation of Dispute Resolution Procedures" as used in this Act means a contract concluded between a Designated Dispute Resolution Organization and an Insurance-Related Business (meaning an Insurance Company, Foreign Life Insurance Company, etc., Licensed Specified Corporation as defined in Article 223, paragraph (1), Small Amount and Short Term Insurance Company, or Insurance Broker; the same applies hereinafter) with regard to the implementation of Business of Dispute Resolution, etc.

第二条の二 次の各号に掲げる者は、それぞれ当該各号に定める数の保険会社等（保険会社又は少額短期保険業者をいう。以下同じ。）の議決権の保有者とみなして、第二編第十一章第一節及び第二節、第十二章並びに第十三章、第五編並びに第六編の規定を適用する。

Article 2-2 (1) Any person listed in the following items is deemed to be a holder of voting rights in an Insurance Company, etc. (meaning Insurance Companies or Small Amount and Short Term Insurance Companies; the same applies hereinafter) amounting to the number specified in those items, and the provisions of Part II, Chapter XI, Sections 1 and 2, Chapters XII and XIII, and Parts V and VI apply to such person:

一 法人でない団体（法人に準ずるものとして内閣府令で定めるものに限る。） 当該法人でない団体の名義をもって保有される保険会社等の議決権の数

(i) an organization that is not a corporation (limited to an organization specified by Cabinet Office Order as those equivalent to a corporation): the number of voting rights in the Insurance Company, etc. that the organization holds in its own name;

二 内閣府令で定めるところにより連結してその計算書類その他の書類を作成するものとされる会社（次号において「連結基準対象会社」という。）であって、その連結する会社その他の法人（前号に掲げる法人でない団体を含む。以下この項において「会社等」という。）のうちに保険会社等を含むもののうち、他の会社の計算書類その他の書類に連結される会社以外の会社 当該会社の当該保険会社等に対する実質的な影響力を表すものとして内閣府令で定めるところにより計算される数

(ii) a company required to prepare its financial statements and other documents on a consolidated basis pursuant to the provisions of Cabinet Office Order (referred to as "Company Subject to Standards for Consolidation" in the following item), for which the companies and other corporations to be consolidated (including organizations that are not corporations as listed in the preceding item; and hereinafter referred to as

"Companies, etc." in this paragraph) include an Insurance Company, etc., and that is not consolidated in any other company's financial statements or other documents: the number calculated pursuant to the provisions of Cabinet Office Order as representing the company's substantial influence on the Insurance Company, etc.;

三 連結基準対象会社以外の会社等（保険会社等の議決権の保有者である会社等に限
り、前号に掲げる会社の計算書類その他の書類に連結されるものを除く。）が会社
等集団（当該会社等及び当該会社等が他の会社等に係る議決権の過半数を保有して
いることその他の当該会社等と密接な関係を有する会社等として内閣府令で定める
会社等の集団をいう。以下この項において同じ。）に属し、かつ、当該会社等集団
が当該会社等集団に属する全部の会社等の保有する一の保険会社等の議決権の数を
合算した数（以下この号及び次号において「会社等集団保有議決権数」という。）
が当該保険会社等の主要株主基準値以上の数である会社等集団（以下この号及び次
号において「特定会社等集団」という。）である場合において、当該特定会社等集
団に属する会社等のうち、その会社等に係る議決権の過半数の保有者である会社等
がない会社等 当該特定会社等集団に係る会社等集団保有議決権数

(iii) where a Company, etc. (excluding one that is consolidated in the financial statements and other documents of a company that falls under the type of company listed in the preceding item, limited to one that holds voting rights in an Insurance Company, etc.) that is not a Company Subject to Standards for Consolidation belongs to a Group of Companies, etc. (meaning the group of the relevant Company, etc., the group of another Company, etc. in which the relevant Company, etc. holds majority voting rights, or the group of a Company, etc. specified by Cabinet Office Order as a Company, etc. to which the relevant Company, etc. is otherwise closely related; hereinafter the same applies in this paragraph), and where the total number of voting rights held in an Insurance Company, etc. by all of the Companies etc. belonging to the Group of Companies, etc. (hereinafter referred to as the "Number of Voting Rights Held by the Group of Companies, etc." in this item and the following item) is equal to or exceeds the Major Shareholder Threshold (such Group of Companies, etc. are hereinafter referred to as "Specified Group of Companies, etc." in this item and the following item), a Company, etc. in the Specified Group of Companies, etc., in which no other Company, etc. holds majority voting rights: the Number of Voting Rights Held by the Group of Companies, etc. in the Specified Group of Companies, etc.;

四 特定会社等集団に属する会社等のうちに前号に掲げる会社等がない場合において、
当該特定会社等集団に属する会社等のうちその貸借対照表上の資産の額が最も多い
会社等 当該特定会社等集団に係る会社等集団保有議決権数

(iv) where no Company, etc. in a Specified Group of Companies, etc. falls under the type of Company, etc. listed in the preceding item, a Company, etc. whose assets in the balance sheet are the largest among the Companies, etc.

belonging to the Specified Group of Companies, etc.: the Number of Voting Rights Held by the Group of Companies, etc. in the Specified Group of Companies, etc.;

五 保険会社等の議決権の保有者である会社等（第二号から前号までに掲げる者を含む。以下この号において同じ。）に係る議決権の過半数の保有者である個人のうち、当該個人がその議決権の過半数の保有者である会社等がそれぞれ保有する一の保険会社等の議決権の数（当該会社等が前各号に掲げる者であるときは、それぞれ当該各号に定める数）を合算した数（当該個人が当該保険会社等の議決権の保有者である場合にあつては、当該合算した数に当該個人が保有する当該保険会社等の議決権の数を加算した数。以下この号において「合算議決権数」という。）が当該保険会社等の総株主の議決権の百分の二十以上の数である者 当該個人に係る合算議決権数

(v) an individual who, by virtue of holding majority voting rights in Companies, etc. that hold voting rights in an Insurance Company, etc. (including any of the persons listed from item (ii) to the preceding item; hereinafter the same applies in this item), is deemed to hold at least 20 percent of all shareholders' voting rights in the Insurance Company, etc., in terms of the number of voting rights held in the Insurance Company, etc. by such Companies, etc. (for those falling under any of the categories listed in the preceding items, the number specified in the relevant item), taken together (counting in any voting rights held by the relevant individual in the Insurance Company, etc.; the number thus calculated is hereinafter referred to as the "Grand Total Number of Voting Rights" in this item): the Grand Total Number of Voting Rights for the individual;

六 保険会社等の議決権の保有者（前各号に掲げる者を含む。以下この号において同じ。）のうち、その保有する当該保険会社等の議決権の数（当該議決権の保有者が前各号に掲げる者であるときは、それぞれ当該各号に定める数）とその共同保有者（保険会社等の議決権の保有者が、当該保険会社等の議決権の他の保有者（前各号に掲げる者を含む。）と共同して当該議決権に係る株式を取得し、若しくは譲渡し、又は当該保険会社等の株主としての議決権その他の権利を行使することを合意している場合における当該他の保有者（当該議決権の保有者が第二号に掲げる会社である場合においては当該会社の計算書類その他の書類に連結される会社等を、当該議決権の保有者が第三号又は第四号に掲げる会社等である場合においては当該会社等が属する会社等集団に属する当該会社等以外の会社等を、当該議決権の保有者が前号に掲げる個人である場合においては当該個人がその議決権の過半数の保有者である会社等を除き、当該議決権の保有者と政令で定める特別な関係を有する者を含む。）をいう。）の保有する当該保険会社等の議決権の数（当該共同保有者が前各号に掲げる者であるときは、それぞれ当該各号に定める数）を合算した数（以下この号において「共同保有議決権数」という。）が当該保険会社等の総株主の議決権の百分の二十以上の数である者 共同保有議決権数

(vi) a person who holds voting rights in an Insurance Company, etc. (including

a person falling under any of the categories listed in the preceding items; hereinafter the same applies in this item) who is deemed to hold at least 20 percent of all shareholders' voting rights in the Insurance Company, etc., in terms of the number of voting rights held by the relevant person in the Insurance Company, etc. (for a person falling under any of the categories listed in the preceding items, the number specified in the relevant item) and the number of voting rights held in the same Insurance Company, etc. by their Joint Holder(s) (meaning any other holder(s) of voting rights in the Insurance Company, etc. (including those falling under any of the categories listed in the preceding times) who has (have) agreed with the relevant person on concerted action in acquiring or transferring the shares pertaining to the voting rights, or in exercising the voting and other rights as shareholders of that Insurance Company, etc. (excluding, where the person who holds the voting rights is a company falling under the category listed in item (ii), any Company, etc. to be consolidated in the financial statements and other documents of the relevant company; excluding, where the person who holds the voting rights is a Company, etc. falling under the category prescribed in item (iii) or (iv), any other Company, etc. in the Group of Companies, etc. to which the relevant Company, etc. belongs; and excluding, where the person who holds the voting rights is an individual falling under the category listed in the preceding item, any Company, etc. in which the individual holds majority voting rights; but including any person who has a special relationship as specified by Cabinet Order with the person who holds the voting rights)) (for a Joint Holder falling under any of the categories listed in the preceding items, the number prescribed in the relevant item), taken together (the total number thus calculated is hereinafter referred to as the "Number of Voting Rights Jointly Held" in this item): the Number of Voting Rights Jointly Held;

七 前各号に掲げる者に準ずる者として内閣府令で定める者 保険会社等に対する実質的な影響力を表すものとして内閣府令で定めるところにより計算される数

(vii) a person specified by Cabinet Office Order as being equivalent to a person listed in any of the preceding items: the number calculated pursuant to the provisions of Cabinet Office Order as representing the person's substantive influence on the Insurance Companies, etc.

2 前条第十五項の規定は、前項各号の場合において同項各号に掲げる者が保有するものとみなされる議決権又は議決権の保有者が保有する議決権について準用する。

(2) In the case referred to in the items of the preceding paragraph, the provisions of paragraph (15) of the preceding Article apply mutatis mutandis to voting rights deemed to be held by a person listed in any of items of that paragraph and voting rights held by the holder of the voting rights.

第二編 保険会社等

Part II Insurance Companies

第一章 通則

Chapter I General Provisions

(免許)

(Licenses)

第三条 保険業は、内閣総理大臣の免許を受けた者でなければ、行うことができない。

Article 3 (1) No person may conduct Insurance Business without having first obtained a license from the Prime Minister.

2 前項の免許は、生命保険業免許及び損害保険業免許の二種類とする。

(2) The license set forth in the preceding paragraph consists of two types: a life insurance business license and the non-life insurance business license.

3 生命保険業免許と損害保険業免許とは、同一の者が受けることはできない。

(3) The same person may not obtain both a life insurance business license and the non-life insurance business license.

4 生命保険業免許は、第一号に掲げる保険の引受けを行い、又はこれに併せて第二号若しくは第三号に掲げる保険の引受けを行う事業に係る免許とする。

(4) A life insurance business license is a license for business of underwriting the class of insurance as listed in item (i) or of underwriting class of insurance as listed in item (ii) or (iii) in addition to the class listed in item (i):

一 人の生存又は死亡（当該人の余命が一定の期間以内であると医師により診断された身体の状態を含む。以下この項及び次項において同じ。）に関し、一定額の保険金を支払うことを約し、保険料を収受する保険（次号ハに掲げる死亡のみに係るものを除く。）

(i) insurance for which premiums are received in exchange for an agreement to pay fixed insurance proceeds in connection with the survival or death of individuals (including the physical state of an individual whom a doctor has diagnosed as having no longer than a certain period of time left to live; hereinafter the same applies in this paragraph and the following paragraph) (excluding that pertaining only to death, as under (c) of the following item);

二 次に掲げる事由に関し、一定額の保険金を支払うこと又はこれらによって生ずることのある当該人の損害をてん補することを約し、保険料を収受する保険

(ii) insurance for which insurance premiums are received in exchange for an agreement to pay fixed insurance proceeds in connection with the following events or to compensate for damage to the individual caused by such events:
イ 人が疾病にかかったこと。

(a) that an individual has contracted a disease;

ロ 傷害を受けたこと又は疾病にかかったことを原因とする人の状態

(b) an individual's condition that was caused by an injury or disease;

ハ 傷害を受けたことを直接の原因とする人の死亡

- (c) an individual's death that was directly caused by an injury;
 ニ イ又はロに掲げるものに類するものとして内閣府令で定めるもの（人の死亡を除く。）
- (d) cases specified by Cabinet Office Order as those similar to what is listed in (a) or (b) (excluding the death of an individual); and
 ホ イ、ロ又はニに掲げるものに関し、治療（治療に類する行為として内閣府令で定めるものを含む。）を受けたこと。
- (e) treatment (including those specified by Cabinet Office Order as a procedure similar to treatment) concerning those listed in (a), (b), or (d);
 三 次項第一号に掲げる保険のうち、再保険であつて、前二号に掲げる保険に係るもの
- (iii) under the class of insurance listed in item (i) of the following paragraph, reinsurance pertaining to the class of insurance listed in the preceding two items.
- 5 損害保険業免許は、第一号に掲げる保険の引受けを行い、又はこれに併せて第二号若しくは第三号に掲げる保険の引受けを行う事業に係る免許とする。
- (5) A non-life insurance business license is a license for business of underwriting the class of insurance as listed in item (i) or of underwriting the class of insurance as listed in item (ii) or (iii) in addition to the classes listed in item (i):
- 一 一定の偶然の事故によって生ずることのある損害をてん補することを約し、保険料を収受する保険（次号に掲げる保険を除く。）
- (i) insurance for which premiums are received in exchange for an agreement to compensate for damage caused by specific accidental events (excluding the classes of insurance listed in the following item);
 二 前項第二号に掲げる保険
- (ii) class of insurance listed in item (ii) of the preceding paragraph;
 三 前項第一号に掲げる保険のうち、人が外国への旅行のために住居を出発した後、住居に帰着するまでの間（以下この号において「海外旅行期間」という。）における当該人の死亡又は人が海外旅行期間中にかかった疾病を直接の原因とする当該人の死亡に関する保険
- (iii) among the class of insurance listed in item (i) of the preceding paragraph, insurance related to the death of an individual between the time the person leaves their residence for overseas travel and the time they return to their residence (hereinafter referred to in this item as "Overseas Travel Period") or the death of an individual directly caused by a disease contracted during the Overseas Travel Period.
- 6 保証証券業務（契約上の債務又は法令上の義務の履行を保証することを約し、その対価を受ける業務のうち、保険数理に基づき、当該対価を決定し、準備金を積み立て、再保険による危険の分散を行うことその他保険に固有の方法を用いて行うものをいう。）による当該保証は、前項第一号に掲げる保険の引受けとみなし、当該保証に係

る対価は、同号の保険に係る保険料とみなす。

(6) Sureties under surety bond services (meaning business for guaranteeing the performance of contractual obligations or legal and regulatory obligations and receiving consideration therefor, which is conducted by setting the amount of consideration, establishing a reserve, and distributing the risks through reinsurance, based on actuarial science, or by using any other methods inherent to insurance) is deemed to be the underwriting of the class of insurance listed in item (i) of the preceding paragraph, and the consideration pertaining to the surety is deemed to be the insurance premium pertaining to the classes of insurance set forth in that item.

(免許申請手続)

(License Application Procedures)

第四条 前条第一項の免許を受けようとする者は、次に掲げる事項を記載した免許申請書を内閣総理大臣に提出しなければならない。

Article 4 (1) A person who seeks to obtain a license set forth in paragraph (1) of the preceding Article must submit to the Prime Minister a written application for the license detailing the following particulars:

一 商号又は名称

(i) trade name or company name;

二 資本金の額又は基金の総額

(ii) amount of capital or total amount of funds;

三 取締役及び監査役（監査等委員会設置会社（監査等委員会を置く株式会社又は相互会社をいう。以下同じ。）にあっては取締役、指名委員会等設置会社（指名委員会、監査委員会及び報酬委員会（以下「指名委員会等」という。）を置く株式会社又は相互会社をいう。以下同じ。）にあっては取締役及び執行役）の氏名

(iii) name of the director and company auditor (director, in case of a company with Audit and Supervisory Committee (meaning a stock company or Mutual Company with an Audit and Supervisory Committee; the same applies hereinafter), or director and executive officer, in the case of a Company with Nominating Committee, etc. (meaning a Stock Company or Mutual Company with a nominating committee, audit committee, and compensation committee (hereinafter referred to as "Nominating Committees, etc."); the same applies hereinafter));

四 受けようとする免許の種類

(iv) type of license desired; and

五 本店又は主たる事務所の所在地

(v) location of the head office or principal office.

2 前項の免許申請書には、次に掲げる書類その他内閣府令で定める書類を添付しなければならない。

(2) The following documents and other documents specified by Cabinet Office

Order must be attached to the written application for a license set forth in the preceding paragraph:

一 定款

(i) articles of incorporation;

二 事業方法書

(ii) statement of business procedures;

三 普通保険約款

(iii) general policy conditions; and

四 保険料及び責任準備金の算出方法書

(iv) statement of calculation procedures for insurance premiums and policy reserves.

3 前項の場合において、同項第一号の定款が電磁的記録（電子的方式、磁気的方式その他の他人の知覚によっては認識することができない方式で作られる記録であって、電子計算機による情報処理の用に供されるものとして内閣府令で定めるものをいう。以下同じ。）で作成されているときは、書類に代えて電磁的記録を添付することができる。

(3) In the case referred to in the preceding paragraph, if the articles of incorporation under item (i) of that paragraph have been created as electronic or magnetic records (meaning a record that is created by an electronic method, magnetic method or any other method which does not allow recognition by human sensory perception and is specified by Cabinet Office Order as suitable for use in information processing by a computer; the same applies hereinafter), the electronic or magnetic records may be attached in place of the documents.

4 第二項第二号から第四号までに掲げる書類には、内閣府令で定める事項を記載しなければならない。

(4) The documents listed in paragraph (2), items (ii) to (iv) must detail the particulars specified by Cabinet Office Order.

(免許審査基準)

(Licensing Examination Standards)

第五条 内閣総理大臣は、第三条第一項の免許の申請があったときは、次に掲げる基準に適合するかどうかを審査しなければならない。

Article 5 (1) Whenever an application has been filed for a license set forth in Article 3, paragraph (1), the Prime Minister must examine whether it conforms to the following standards:

一 当該申請をした者（以下この項において「申請者」という。）が保険会社の業務を健全かつ効率的に遂行するに足りる財産的基礎を有し、かつ、申請者の当該業務に係る収支の見込みが良好であること。

(i) the person who filed the application (hereinafter referred to as the "Applicant" in this paragraph) has a sufficient financial basis to perform the business of an Insurance Company soundly and efficiently, and that the relevant Applicant has favorable prospects for income and expenditures

pertaining to the relevant business;

二 申請者が、その人的構成等に照らして、保険会社の業務を的確、公正かつ効率的に遂行することができる知識及び経験を有し、かつ、十分な社会的信用を有する者であること。

(ii) in light of such particulars as personnel structure, etc., the Applicant has the knowledge and experience necessary to perform the business of an Insurance Company appropriately, fairly, and efficiently, and that the relevant Applicant sufficient social credibility; and

三 前条第二項第二号及び第三号に掲げる書類に記載された事項が次に掲げる基準に適合するものであること。

(iii) the particulars detailed in the documents listed in paragraph (2), items (ii) and (iii) of the preceding Article conform to the following standards:

イ 保険契約の内容が、保険契約者、被保険者、保険金額を受け取るべき者その他の関係者（以下「保険契約者等」という。）の保護に欠けるおそれのないものであること。

(a) the contents of the insurance contracts have no risk of lacking in protection for the policyholders, the persons to be insured, beneficiaries of insurance proceeds, and other relevant persons (hereinafter referred to as "Policyholders, etc.");

ロ 保険契約の内容に関し、特定の者に対して不当な差別的取扱いをするものでないこと。

(b) no specific persons are subject to unfair or discriminatory treatment under the contents of the insurance contracts;

ハ 保険契約の内容が、公の秩序又は善良の風俗を害する行為を助長し、又は誘発するおそれのないものであること。

(c) the contents of the insurance contracts pose no risk of encouraging or inducing conduct that is harmful to public policy and good morals;

ニ 保険契約者等の権利義務その他保険契約の内容が、保険契約者等にとって明確かつ平易に定められたものであること。

(d) the rights and obligations of the Policyholders, etc. and other contents of the insurance contracts are specified clearly and simply for the Policyholders, etc.; and

ホ その他内閣府令で定める基準

(e) any other standards specified by Cabinet Office Order;

四 前条第二項第四号に掲げる書類に記載された事項が次に掲げる基準に適合するものであること。

(iv) the particulars detailed in the documents listed in paragraph (2), item (iv) of the preceding Article conform to the following standards:

イ 保険料及び責任準備金の算出方法が、保険数理に基づき、合理的かつ妥当なものであること。

(a) the calculation procedures for insurance premiums and policy reserves

are reasonable and proper, based on actuarial science;

ロ 保険料に関し、特定の者に対して不当な差別的取扱いをするものでないこと。

(b) no specific persons are subject to unfair or discriminatory treatment with regard to insurance premiums; and

ハ その他内閣府令で定める基準

(c) any other standards specified by Cabinet Office Order.

2 内閣総理大臣は、前項に定める審査の基準に照らし公益上必要があると認めるときは、その必要の限度において、第三条第一項の免許に条件を付し、及びこれを変更することができる。

(2) If and to the extent that the Prime Minister finds it necessary for the public interest in light of examination standards prescribed in the preceding paragraph, the Prime Minister may impose conditions on the license referred to in Article 3, paragraph (1) or change such conditions.

(機関)

(Administrative Organs)

第五条の二 保険会社は、株式会社又は相互会社であつて次に掲げる機関を置くものでなければならない。

Article 5-2 An Insurance Company is a Stock Company or a Mutual Company and must have in place the following administrative organs:

一 取締役会

(i) board of directors;

二 監査役会、監査等委員会又は指名委員会等

(ii) board of company auditors, Audit and Supervisory Committee or Nominating Committee, etc.; and

三 会計監査人

(iii) financial auditor.

(資本金の額又は基金の総額)

(Amount of Capital or Total Amount of Funds)

第六条 保険会社の資本金の額又は基金（第五十六条の基金償却積立金を含む。）の総額は、政令で定める額以上でなければならない。

Article 6 (1) The amount of capital or total amount of funds (including the reserves for redemption of funds set forth in Article 56) of an Insurance Company must be equal to or greater than the amount specified by Cabinet Order.

2 前項の政令で定める額は、十億円を下回ってはならない。

(2) The amount specified by Cabinet Order under the preceding paragraph must not be less than one billion yen.

(商号又は名称)

(Trade Names and Names)

第七条 保険会社は、その商号又は名称中に、生命保険会社又は損害保険会社であることを示す文字として内閣府令で定めるものを使用しなければならない。

Article 7 (1) An Insurance Company, in its trade name or name, must use terms specified by Cabinet Office Order for indicating that it is a Life Insurance Company or a Non-Life Insurance Company.

2 保険会社でない者は、その商号又は名称中に保険会社であると誤認されるおそれのある文字を用いてはならない。

(2) No person other than an Insurance Company, in its trade name or name, must not use any term which would indicate that the person is an Insurance Company.

(名義貸しの禁止)

(Prohibition on Name Lending)

第七条の二 保険会社は、自己の名義をもって、他人に保険業を行わせてはならない。

Article 7-2 An Insurance Company must not cause another person to conduct Insurance Business in the name of the Insurance Company.

(取締役等の兼職制限)

(Prohibition on Concurrent Holding of Positions by Directors)

第八条 保険会社の常務に従事する取締役（指名委員会等設置会社にあつては、執行役）は、内閣総理大臣の認可を受けた場合を除き、他の会社の常務に従事してはならない。

Article 8 (1) Directors (or executive officers, in the case of a Company with a Nominating Committee, etc.) engaging in the day-to-day business of an Insurance Company must not conduct the day-to-day business of any other company, except for the cases authorized by the Prime Minister.

2 内閣総理大臣は、前項の認可の申請があつたときは、当該申請に係る事項が当該保険会社の業務の健全かつ適切な運営を妨げるおそれがないと認める場合でなければ、これを認可してはならない。

(2) Whenever an application has been filed for the authorization referred to in the preceding paragraph, the Prime Minister may only grant the authorization if the Prime Minister finds that the particulars given in the application are unlikely to interfere with the sound and appropriate business operation of the Insurance Company.

(取締役等の適格性)

(Eligibility of Directors)

第八条の二 次の各号に掲げる者は、当該各号に定める知識及び経験を有し、かつ、十分な社会的信用を有する者でなければならない。

Article 8-2 (1) The persons listed in the following items are to have the

knowledge and experience specified in the relevant item, and must have sufficient social credibility:

一 保険会社の常務に従事する取締役（指名委員会等設置会社にあつては、保険会社の常務に従事する取締役及び執行役） 保険会社の経営管理を的確、公正かつ効率的に遂行することができる知識及び経験

(i) a director engaged in day-to-day business of an Insurance Company (or a director and executive officer engaged in day-to-day business of an Insurance Company, in case of a company with Nominating Committee, etc.):

knowledge and experience to carry out business management of an Insurance Company in an appropriate, fair and efficient manner;

二 保険会社の監査役（監査等委員会設置会社にあつては、監査等委員） 保険会社の取締役（会計参与設置会社（会計参与を置く株式会社又は相互会社をいう。以下同じ。）にあつては、取締役及び会計参与）の職務の執行の監査を的確、公正かつ効率的に遂行することができる知識及び経験

(ii) an auditor of an Insurance Company (or Audit and Supervisory Committee Member, in case of a Company with Audit and Supervisory Committee):

knowledge and experience to supervise the execution of duties of directors of an Insurance Company (or directors and accounting advisor, in case of a Company with Accounting Advisor (meaning a stock company or Mutual Company with an accounting advisor; the same applies hereinafter)) in an appropriate, fair and efficient manner;

三 保険会社の監査委員 保険会社の執行役及び取締役（会計参与設置会社にあつては、執行役、取締役及び会計参与）の職務の執行の監査を的確、公正かつ効率的に遂行することができる知識及び経験

(iii) an audit committee member of an Insurance Company: knowledge and experience to supervise the execution of duties of executive officers and directors of an Insurance Company (or executive officers, directors and accounting advisors, in case of a Company with Accounting Advisor) in an appropriate, fair and efficient manner.

2 破産手続開始の決定を受けて復権を得ない者又は外国の法令上これと同様に取り扱われている者は、保険会社の取締役、執行役又は監査役となることができない。

(2) No person who has become subject to an order commencing bankruptcy proceedings and has not been restored their rights, or a person who is treated the same as such a person under the laws and regulations of a foreign state, must be appointed as a director, executive officer or auditor of an Insurance Company.

第二章 保険業を営む株式会社及び相互会社

Chapter II Stock Companies That Conduct Insurance Business and Mutual Companies

第一節 保険業を営む株式会社の特例

Section 1 Special Provisions on Stock Companies That Conduct Insurance Business

(公告方法)

(Methods of Public Notice)

第九条 保険業を営む株式会社（以下この節において「株式会社」という。）は、公告方法として、次に掲げる方法のいずれかを定款で定めなければならない。

Article 9 (1) A Stock Company that conducts Insurance Business (hereinafter referred to as a "Stock Company" in this Section) must specify any of the following methods as the Method of Public Notice in its articles of incorporation:

一 時事に関する事項を掲載する日刊新聞紙に掲載する方法

(i) publication in a daily newspaper that publishes the news on current events;

or

二 電子公告（株式会社及び外国会社である外国保険会社等にあつては会社法第二条第三十四号（定義）に規定する電子公告をいい、相互会社及び外国保険会社等（外国会社を除く。）にあつては公告方法のうち、電磁的方法（同号に規定する電磁的方法をいう。）により不特定多数の者が公告すべき内容である情報の提供を受けることができる状態に置く措置であつて同号に規定するものをとる方法をいう。以下同じ。）

(ii) Electronic Public Notice (for Stock Companies and Foreign Insurance Companies, etc. that are foreign companies, meaning the Electronic Public Notice provided for in Article 2, item (xxxiv) (Definitions) of the Companies Act, and for Mutual Companies and a Foreign Insurance Companies, etc. (that are other than foreign companies), any of those Method of Public Notice meeting the definition provided in that item which allow many and unspecified persons to access the information that is published by electronic or magnetic means (meaning the electronic or magnetic means defined in that item); the same applies hereinafter).

2 会社法第九百四十条第一項（第二号を除く。）及び第三項（電子公告の公告期間等）の規定は、株式会社が電子公告によりこの法律の規定による公告をする場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 940, paragraph (1) (excluding item (ii)) and paragraph (3) (Period of Public Notice, etc. by Electronic Public Notice) of the Companies Act apply mutatis mutandis to the cases where a Stock Company gives public notice under this Act in the form of an electronic public notice. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(募集株式等の申込み)

(Offer for Offered Shares)

第十条 株式会社は、会社法第五十九条第一項（設立時募集株式の申込み）、第二百三条第一項（募集株式の申込み）又は第二百四十二条第一項（募集新株予約権の申込み）の規定による通知をする場合には、それぞれ、同法第五十九条第一項各号、第二百三条第一項各号又は第二百四十二条第一項各号に掲げる事項のほか、第百十三条後段（第二百七十二条の十八において準用する場合を含む。）の定款の定めがあるときは、その定めを通知しなければならない。

Article 10 A Stock Company, whenever it gives notice pursuant to the provisions of Article 59, paragraph (1) (Subscription for Shares Solicited at Incorporation), Article 203, paragraph (1) (Applications for Offered Shares) or Article 242, paragraph (1) (Subscription for Offered Share Options) of the Companies Act, must give notice of the particulars listed in the items of Article 59, paragraph (1), the items of Article 203, paragraph (1) or the items of Article 242, paragraph (1), respectively, as well as any provisions in its articles of incorporation as set forth in the second sentence of Article 113 (including the cases where it is applied mutatis mutandis pursuant to Article 272-18).

（基準日）

(Reference Date)

第十一条 株式会社に対する会社法第二百二十四条第二項（基準日）の規定の適用については、同項中「三箇月」とあるのは、「三箇月（定時株主総会において議決権を行使する権利その他内閣府令で定める権利については、四箇月）」とする。

Article 11 For the purpose of applying to a Stock Company the provisions of Article 124, paragraph (2) (Record Date) of the Companies Act, the term "three months" in that paragraph is deemed to be replaced with "three months (or four months for the right to exercise a voting right at an annual shareholders' meeting and any other right specified by Cabinet Office Order)".

（取締役等の資格等）

(Qualifications of Directors)

第十二条 株式会社に対する会社法第三百三十一条第一項第三号（取締役の資格等）（同法第三百三十五条第一項（監査役の資格等）及び第四百二条第四項（執行役の選任等）において準用する場合を含む。）の規定の適用については、同号中「この法律」とあるのは、「保険業法、この法律」とする。

Article 12 (1) For the purpose of applying the provisions of Article 331, paragraph (1), item (iii) (Qualifications of Directors) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 335, paragraph (1) (Qualifications of Company Auditors) and Article 402, paragraph (4) (Election of Executive Officers) of that Act) to a Stock Company, the term "this Act" in that item is deemed to be replaced with "the Insurance Business Act, this Act".

2 会社法第三百三十一条第二項ただし書（同法第三百三十五条第一項において準用す

る場合を含む。)、第三百三十二条第二項(取締役の任期)(同法第三百三十四条第一項(会計参与の任期)において準用する場合を含む。)、第三百三十六條第二項(監査役の任期)、第三百八十九条第一項(定款の定めによる監査範囲の限定)及び第四百二条第五項ただし書の規定は、株式会社については、適用しない。

(2) The provisions of the proviso to Article 331, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 335, paragraph (1) of the Companies Act), Article 332, paragraph (2) (Directors' Terms of Office) (including the cases where it is applied mutatis mutandis pursuant to Article 334, paragraph (1) (Accounting advisors' terms of office)), Article 336, paragraph (2) (Company Auditors' Terms of Office), Article 389, paragraph (1) (Limitation of Scope of Audit by Provisions of Articles of Incorporation), and the proviso to Article 402, paragraph (5) of the Companies Act does not apply to a Stock Company.

(株主総会参考書類及び議決権行使書面等)

(Voting Forms and Reference Documents for Shareholders' Meetings)

第十三条 株式会社に対する会社法第三百一条第一項(株主総会参考書類及び議決権行使書面の交付等)、第四百三十二条第一項(会計帳簿の作成及び保存)、第四百三十五条第一項及び第二項(計算書類等の作成及び保存)、第四百三十六条第一項及び第二項(計算書類等の監査等)、第四百三十九条(会計監査人設置会社の特則)並びに第四百四十条第一項(計算書類の公告)の規定の適用については、これらの規定中「法務省令」とあるのは、「内閣府令」とする。

Article 13 For the purpose of applying the provisions of Article 301, paragraph (1) (Delivery of Voting Forms and Reference Documents for a Shareholders' Meeting), Article 432, paragraph (1) (Preparation and Retention of Account Books), Article 435, paragraphs (1) and (2) (Preparation and Retention of Financial Statements, etc.), Article 436, paragraphs (1) and (2) (Audit of Financial Statements, etc.), Article 439 (Special Provisions on Companies with Financial Auditor), and Article 440, paragraph (1) (Public Notice of Financial Statements) of the Companies Act to a Stock Company, the term "Order of the Ministry of Justice" in the relevant provisions is deemed to be replaced with "Cabinet Office Order".

(会計帳簿の閲覧等の請求の適用除外等)

(Exclusion from Application of Provisions Regarding Requests to Inspect Account Books)

第十四条 会社法第四百三十三条(会計帳簿の閲覧等の請求)の規定は、株式会社の会計帳簿又はこれに関する資料については、適用しない。

Article 14 (1) The provisions of Article 433 (Request to Inspect Account Books) of the Companies Act do not apply to account books of a Stock Company and materials relating thereto.

2 株式会社に対する会社法第四百四十二条第三項（計算書類等の備置き及び閲覧等）の規定の適用については、同項中「及び債権者」とあるのは、「、保険契約者、保険金額を受け取るべき者その他の債権者及び被保険者」とする。

(2) For the purpose of applying the provisions of Article 442, paragraph (3) (Retention and Inspection of Financial Statements, etc.) of the Companies Act to a Stock Company, the term "and creditors" in that paragraph is deemed to be replaced with ", Policyholders, beneficiaries of insurance proceeds, and other creditors and insurers".

(準備金)

(Reserves)

第十五条 会社法第四百四十五条第四項（資本金の額及び準備金の額）の規定にかかわらず、剰余金の配当をする場合には、株式会社は、内閣府令で定めるところにより、当該剰余金の配当により減少する剰余金の額に五分の一を乗じて得た額を資本準備金又は利益準備金（以下「準備金」と総称する。）として計上しなければならない。

Article 15 Notwithstanding the provisions of Article 445, paragraph (4) (Amounts of Capital and Amounts of Reserves) of the Companies Act, in the case where a Stock Company pays dividends of surplus, it must record the amount equivalent to one-fifth of the amount of the deduction from surplus as a result of the payments of such dividends of surplus as capital reserves or retained earnings reserves (hereinafter referred to as "Reserves"), pursuant to the provisions of Cabinet Office Order.

(資本金等の額の減少に係る書類の備置き及び閲覧等)

(Retention and Inspection of Documents Related to a Reduction of Capital)

第十六条 株式会社は、資本金又は準備金（以下この節において「資本金等」という。）の額の減少（減少する準備金の額の全部を資本金とする場合を除く。）の決議に係る株主総会（会社法第四百四十七条第三項（資本金の額の減少）又は第四百四十八条第三項（準備金の額の減少）に規定する場合にあっては、取締役会）の会日の二週間前から資本金等の額の減少の効力を生じた日後六月を経過する日まで、資本金等の額の減少に関する議案その他の内閣府令で定める事項を記載し、又は記録した書類又は電磁的記録を各営業所に備え置かなければならない。ただし、準備金の額のみを減少する場合であって、次のいずれにも該当するときは、この限りでない。

Article 16 (1) A Stock Company must keep at each of its business offices the documents or electronic or magnetic records in which any proposal for a reduction (excluding the cases where the whole of the amount by which the Reserves are reduced is appropriated to the capital) of the capital or Reserves (hereinafter referred to as "capital, etc." in this Section) and any other particulars specified by Cabinet Office Order are detailed or recorded, for a period ranging from two weeks before the date of the shareholders' meeting related to the resolution on the reduction (or, the date of the board of directors

meeting where Article 447, paragraph (3) (Reductions in Amount of Capital) or Article 448, paragraph (3) (Reductions in Amount of Reserves) of the Companies Act Applies) to six months from the Effective Date of the reduction of the capital, etc.; provided, however, that this does not apply to the cases where only the amount of the Reserves is reduced and all of the following are met:

一 定時株主総会において会社法第四百四十八条第一項各号に掲げる事項を定めること。

(i) an annual shareholders' meeting has decided on the particulars listed in the items of Article 448, paragraph (1) of the Companies Act; and

二 会社法第四百四十八条第一項第一号の額が前号の定時株主総会の日（同法第四百三十九条前段（会計監査人設置会社の特則）に規定する場合にあっては、同法第四百三十六条第三項（計算書類等の監査等）の承認があった日）における欠損の額として内閣府令で定める方法により算定される額を超えないこと。

(ii) the amount set forth in Article 448, paragraph (1), item (i) of the Companies Act does not exceed the amount calculated in a manner specified by Cabinet Office Order as the amount of the deficit as of the date of the annual shareholders' meeting referred to in the preceding item (or, in the cases provided for in the first sentence of Article 439 (Special Provisions on Companies with Financial Auditor) of that Act, the date of authorization under Article 436, paragraph (3) (Audit of Financial Statements, etc.)).

2 株式会社の株主及び保険契約者その他の債権者は、株式会社の営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該株式会社の定めた費用を支払わなければならない。

(2) Shareholders, Policyholders and other creditors of a Stock Company may make the following requests at any time during the operating hours of the company; provided, however, that they must pay the fees determined by the Stock Company if making a request falling under item (ii) or (iv):

一 前項の書類の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書類の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法（電子情報処理組織を使用する方法その他の情報通信の技術を利用する方法であって内閣府令で定めるものをいう。以下同じ。）であって株式会社の定めたものにより提供することの請求又はその事

項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means (meaning any of the methods using an electronic data processing system or any other information and communication technology and specified by Cabinet Office Order; the same applies hereinafter) designated by the Stock Company, or to be issued a document detailing such particulars.

3 会社法第四百五十九条第一項（剰余金の配当等を取締役会が決定する旨の定款の定め）の規定による定款の定めがある場合における第一項第一号の規定の適用については、同号中「定時株主総会」とあるのは、「定時株主総会又は会社法第四百三十六条第三項の取締役会」とする。

(3) For the purpose of applying the provisions of paragraph (1), item (i) to the cases where the articles of incorporation include provisions as set forth in Article 459, paragraph (1) (Provisions in the Articles of Incorporation for the Board of Directors to Determine Dividends of Surplus) of the Companies Act, the term "annual shareholders' meeting" in that item is deemed to be replaced with "annual shareholders' meeting or the board of directors under Article 436, paragraph (3) of the Companies Act".

(債権者の異議)

(Objections by the Creditors)

第十七条 株式会社が資本金等の額を減少する場合（減少する準備金の額の全部を資本金とする場合を除く。）には、当該株式会社の保険契約者その他の債権者は、当該株式会社に対し、資本金等の額の減少について異議を述べることができる。ただし、準備金の額のみを減少する場合であって、前条第一項各号のいずれにも該当するときは、この限りでない。

Article 17 (1) Where a Stock Company reduces the amount of its capital, etc.

(excluding the cases where the whole of the amount by which the Reserves are reduced is appropriated to the capital), Policyholders or other creditors of such Stock Company may raise their objections to the reduction in the amount of the capital, etc. to the Stock Company; provided, however, that this does not apply to the cases where only the amount of the Reserves is reduced and all items of paragraph (1) of the preceding Article are met.

2 前項の規定により株式会社の保険契約者その他の債権者が異議を述べる場合には、当該株式会社は、次に掲げる事項を官報及び当該株式会社の定款で定めた公告方法により公告しなければならない。ただし、第三号の期間は、一月を下ることができない。

(2) Where Policyholders or other creditors of a Stock Company may raise their objections pursuant to the provisions of the preceding paragraph, the relevant Stock Company must give public notice of the following particulars below in

the Official Gazette and by the Method of Public Notice stipulated in the company's articles of incorporation; provided, however, that the period under item (iii) may not be less than one month:

一 当該資本金等の額の減少の内容

(i) the details of such reduction in the amount of the capital, etc.;

二 当該株式会社の計算書類に関する事項として内閣府令で定めるもの

(ii) the particulars specified by Cabinet Office Order regarding the financial statements of such Stock Company;

三 保険契約者その他の債権者が一定の期間内に異議を述べることができる旨

(iii) that Policyholders or other creditors may raise their objections within a certain period of time; and

四 前三号に掲げるもののほか、内閣府令で定める事項

(iv) beyond what is set forth in the preceding three items, any particulars specified by Cabinet Office Order.

3 保険契約者その他の債権者が前項第三号の期間内に異議を述べなかったときは、当該保険契約者その他の債権者は、当該資本金等の額の減少について承認をしたものとみなす。

(3) Where Policyholders or other creditors do not raise any objections within the period under item (iii) of the preceding paragraph, such Policyholders or other creditors are deemed to have approved such reduction in the amount of the capital, etc.

4 保険契約者その他の債権者が第二項第三号の期間内に異議を述べたときは、第一項の株式会社は、当該保険契約者その他の債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等（信託会社（信託業法（平成十六年法律第百五十四号）第二条第二項（定義）に規定する信託会社をいう。以下同じ。）及び信託業務を営む金融機関（金融機関の信託業務の兼営等に関する法律（昭和十八年法律第四十三号）第一条第一項（兼営の認可）の認可を受けた金融機関をいう。）をいう。以下同じ。）に相当の財産を信託しなければならない。ただし、当該資本金等の額の減少をしても当該保険契約者その他の債権者を害するおそれがないときは、この限りでない。

(4) Where Policyholders or other creditors raise objections within the period under paragraph (2), item (iii), the Stock Company in paragraph (1) must make payment or provide equivalent security to such policyholders or other creditors, or entrust equivalent property to a trust company, etc. (meaning a trust company (a trust company as defined in Article 2, paragraph (2) (Definitions) of the Trust Business Act (Act No. 154 of 2004); the same applies hereinafter) or financial institution conducting Trust Business (meaning a financial institution approved under Article 1, paragraph (1) (Authorization for Concurrent Operation) of the Act on Provision, etc. of Trust Business by Financial Institutions (Act No. 43 of 1943)); the same applies hereinafter) for the purpose of ensuring that such Policyholders or other creditors receive the

payment; provided, however, that this does not apply to the cases where the reduction of the capital, etc. poses no risk of harming the interest of such Policyholders or other creditors.

5 前項の規定は、保険契約者その他保険契約に係る権利を有する者の当該権利（第二項の規定による公告の時に既に保険事故の発生その他の事由により生じている保険金請求権その他の政令で定める権利（以下この節及び第三節並びに第八章第二節及び第三節において「保険金請求権等」という。）を除く。）については、適用しない。

(5) The provisions of the preceding paragraph do not apply to the Policyholders or to any rights held by other persons pertaining to insurance contracts (excluding insurance claims that have already arisen at the time of public notice under paragraph (2) due to the occurrence of insured events or for other reasons, and any other right specified by Cabinet Order (referred to as "Insurance Claims, etc." hereinafter in this Section, as well as in Section 3 and Chapter VIII, Sections 2 and 3)).

6 第二項第三号の期間内に異議を述べた保険契約者（同項の規定による公告の時に既に保険金請求権等が生じている保険契約（当該保険金請求権等に係る支払により消滅することとなるものに限る。）に係る保険契約者を除く。以下この項及び次条第四項において同じ。）の数が保険契約者の総数の五分の一を超え、かつ、当該異議を述べた保険契約者の保険契約に係る債権（保険金請求権等を除く。）の額に相当する金額として内閣府令で定める金額が保険契約者の当該金額の総額の五分の一を超えるときは、資本金等の額の減少に係る会社法第四百四十七条第一項（資本金の額の減少）又は第四百四十八条第一項（準備金の額の減少）の決議は、効力を有しない。

(6) Any resolution pertaining to the reduction of the capital, etc. under Article 447, paragraph (1) (Reductions in Amount of Capital) or Article 448, paragraph (1) (Reductions in Amount of Reserves) of the Companies Act is invalid if the number of Policyholders who have raised their objections within the period set forth in paragraph (2), item (iii) (excluding the holders of policies under which Insurance Claims, etc. had already arisen at the time of public notice under that paragraph (but limited to those policies that would be terminated with the payment of the Insurance Claims, etc.); hereinafter the same applies in this paragraph, as well as in paragraph (4) of the following Article) exceeds one fifth of the total number of Policyholders, and the amount specified by Cabinet Office Order as the credits (excluding Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have stated such objections exceeds one fifth of the total amount of credits belonging to the Policyholders.

7 前各項に定めるもののほか、これらの規定の適用に関し必要な事項は、政令で定める。

(7) Beyond what is provided for in the preceding paragraphs, any necessary particulars for the application of those provisions are specified by Cabinet Order.

(効力の発生)

(Effectuation)

第十七条の二 次の各号に掲げる額の減少は、当該各号に定める日にその効力を生ずる。ただし、前条の規定による手続が終了していないとき、又は同条第六項の規定により資本金等の額の減少に係る会社法第四百四十七条第一項（資本金の額の減少）若しくは第四百四十八条第一項（準備金の額の減少）の決議が効力を有しないこととなったときは、この限りでない。

Article 17-2 (1) The reduction of the amounts listed in the following items takes effect on the dates specified by the items, respectively; provided, however, that this does not apply to the cases where the procedures under the preceding Article have not been completed, or if a resolution pertaining to the reduction of the capital, etc. under Article 447, paragraph (1) (Reductions in Amount of Capital) or Article 448, paragraph (1) (Reductions in Amount of Reserves) of the Companies Act becomes null or void pursuant to the provisions of Article 17, paragraph (6):

一 資本金の額の減少 会社法第四百四十七条第一項第三号の日

(i) reduction of the capital: the date specified in Article 447, paragraph (1), item (iii) of the Companies Act; and

二 準備金の額の減少 会社法第四百四十八条第一項第三号の日

(ii) Reduction of Reserves: the date specified in Article 448, paragraph (1), item (iii) of the Companies Act.

2 株式会社は、前項各号に定める日前は、いつでも当該日を変更することができる。

(2) A Stock Company may change the dates specified in items (i) and (ii) of the preceding paragraph at any time before the relevant dates.

3 株式会社の資本金の額の減少は、第一項の規定にかかわらず、内閣総理大臣の認可を受けなければ、その効力を生じない。

(3) Notwithstanding the provisions of paragraph (1), any reduction of the capital of a Stock Company is not effective unless it is approved by the Prime Minister.

4 前条（資本金の額の減少にあっては、同条及び前項）の規定によりされた資本金等の額の減少は、同条第六項の異議を述べた保険契約者及び保険契約者に係る保険契約に係る権利（保険金請求権等を除く。）を有する者についても、その効力を生ずる。

(4) Any reduction of the capital, etc. pursuant to the provisions of the preceding Article (or, pursuant to the provisions of that Article and the preceding paragraph for any reduction of the capital) is also effective against the Policyholders who have stated their objections under that Article, paragraph (6) and other persons who hold any right (other than Insurance Claims, etc.) pertaining to insurance contracts involving the Policyholders.

(登記に関する特例)

(Special Provisions on Registration)

第十七条の三 株式会社の資本金の額の減少による変更の登記の申請書には、商業登記法（昭和三十八年法律第百二十五号）第十八条、第十九条（申請書の添付書面）及び第四十六条（添付書面の通則）に規定する書類のほか、次に掲げる書類を添付しなければならない。

Article 17-3 (1) The following documents must be attached to a written application for a registration of change due to a reduction of the capital of a Stock Company, in addition to the documents specified in Articles 18, Article 19 (Documents Attached to Written Applications) and Article 46 (General Provisions on Attached Documents) of the Commercial Registration Act (Act No. 125 of 1963):

一 第十七条第二項の規定による公告をしたことを証する書面

(i) a document certifying that the public notice under Article 17, paragraph (2) has been given;

二 第十七条第四項の異議を述べた保険契約者その他の債権者があるときは、当該保険契約者その他の債権者に対し、弁済し、相当の担保を提供し、若しくは当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託したこと又は当該資本金の額の減少をしても当該保険契約者その他の債権者を害するおそれがないことを証する書面

(ii) where any Policyholder or other creditor has stated objection under Article 17, paragraph (4), a document certifying that the company has made payment or provided equivalent security to such Policyholder or other creditor, or has entrusted equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment, or that the reduction of the capital poses no risk of harming the interest of such Policyholder or other creditor; and

三 第十七条第六項の異議を述べた保険契約者の数が同項の保険契約者の総数の五分の一を超えなかったことを証する書面又はその者の同項の内閣府令で定める金額が同項の金額の総額の五分の一を超えなかったことを証する書面

(iii) a document certifying that the number of Policyholders who stated their objections under Article 17, paragraph (6) has not exceeded one fifth of the total number of Policyholders as indicated in that paragraph, or a document certifying that the amount specified by Cabinet Office Order as belonging to such Policyholders as indicated in that paragraph has not exceeded one fifth of the total amount as indicated in that paragraph.

2 商業登記法第七十条（資本金の額の減少による変更の登記）の規定は、株式会社の資本金の額の減少による変更の登記については、適用しない。

(2) The provisions of Article 70 (Registration of Changes Due to a Reduction of Capital) of the Commercial Registration Act do not apply to a registration of change due to a reduction of the capital of a Stock Company.

（資本金等の額の減少に関する書面等の備置き及び閲覧等）

(Retention and Inspection of Documents Related to a Reduction of Capital)

第十七条の四 株式会社は、資本金等の額の減少がその効力を生じた日から六月間、第十七条に規定する手続の経過その他の資本金等の額の減少に関する事項として内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各営業所に備え置かなければならない。

Article 17-4 (1) A Stock Company must keep at each of its business offices the documents or electronic or magnetic records in which the progress of the procedures provided for in Article 17 and any other particulars specified by Cabinet Office Order as related to the reduction of the capital, etc. are detailed or recorded, for six months from the Effective Date of the reduction of the capital, etc.

2 株式会社の株主及び保険契約者その他の債権者は、株式会社の営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該株式会社の定めた費用を支払わなければならない。

(2) Shareholders, Policyholders and other creditors of a Stock Company may make the following requests at any time during the operating hours of the company; provided, however, that they must pay the fees determined by the Stock Company if making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means designated by the Stock Company, or to be issued a document detailing such particulars.

(適用除外等)

(Exclusions from Application)

第十七条の五 会社法第四百四十九条（債権者の異議）の規定は、株式会社の資本金等の額の減少については、適用しない。

Article 17-5 (1) The provisions of Article 449 (Objections by the Creditors) of the Companies Act do not apply to the reduction of the capital, etc. of a stock

company.

- 2 株式会社に対する会社法第七百四十条第一項（債権者の異議手続の特則）の規定の適用については、同項中「又は第八百十条」とあるのは「若しくは第八百十条」と、「の規定」とあるのは「又は保険業法第十七条、第七十条、第六百六十五条の七（同法第六百六十五条の十二において準用する場合を含む。）、第六百六十五条の二十四若しくは第七百七十三条の四の規定」とする。

(2) For the purpose of applying to a Stock Company the provisions of Article 740, paragraph (1) (Special Provisions on Objection Procedures for Creditors) of the Companies Act, the following text is inserted after the term "Article 810" in that paragraph: ", or Article 17, Article 70, Article 165-7 (including the cases where it is applied mutatis mutandis pursuant to Article 165-12 of the Insurance Business Act), Article 165-24 or Article 173-4 of the Insurance Business Act".

（株主に対する剰余金の配当の制限等）

(Restrictions on Dividends of Surplus to Shareholders)

第十七条の六 株式会社は、第百十三条前段（第二百七十二条の十八において準用する場合を含む。）の規定により貸借対照表の資産の部に計上した金額がある場合には、その全額を償却した後でなければ、次に掲げる行為をしてはならない。

Article 17-6 (1) Where any amount is credited to assets in the balance sheet pursuant to the provisions of the first sentence of Article 113 (including the cases where it is applied mutatis mutandis pursuant to Article 272-18), a Stock Company must not take any of the following actions unless such amount has been fully amortized:

一 会社法第百三十八条第一号ハ又は第二号ハ（譲渡等承認請求の方法）の請求に応じて行う当該株式会社の株式の買取り

(i) purchase of any share of the Stock Company at a request made under Article 138, item (i), (c) or item (ii), (c) (Method for Requests for Authorization of Transfer) of the Companies Act;

二 会社法第百五十六条第一項（株式の取得に関する事項の決定）の規定による決定に基づく当該株式会社の株式の取得（同法第百六十三条（子会社からの株式の取得）に規定する場合又は同法第六百六十五条第一項（市場取引等による株式の取得）に規定する場合における当該株式会社による株式の取得に限る。）

(ii) acquisition of any share of the Stock Company based on a decision under Article 156, paragraph (1) (Determination of Matters Regarding Acquisition of Shares) of the Companies Act (but limited to acquisition of any share of the Stock Company where Article 163 (Acquisition of Shares from Subsidiary Companies) or Article 165, paragraph (1) (Acquisition of Shares by Market Transactions) of that Act applies);

三 会社法第百五十七条第一項（取得価格等の決定）の規定による決定に基づく当該株式会社の株式の取得

- (iii) acquisition of any share of the Stock Company based on a decision under Article 157, paragraph (1) (Determination of Acquisition Price) of the Companies Act;
- 四 会社法第一百七十三条第一項（効力の発生）の規定による当該株式会社の株式の取得（金銭その他の財産を交付しない場合を除く。）
- (iv) acquisition of any share of the Stock Company under Article 173, paragraph (1) (Effectuation) of the Companies Act (excluding the cases where no money or other property is delivered);
- 五 会社法第一百七十六条第一項（売渡しの請求）の規定による請求に基づく当該株式会社の株式の買取り
- (v) purchase of any share of the Stock Company at a request made under Article 176, paragraph (1) (Demand for Sale) of the Companies Act;
- 六 会社法第九十七条第三項（株式の競売）の規定による当該株式会社の株式の買取り
- (vi) purchase of any share of the Stock Company under Article 197, paragraph (3) (Auction of Shares) of the Companies Act;
- 七 会社法第二百三十四条第四項（一に満たない端数の処理）（同法第二百三十五条第二項（一に満たない端数の処理）において準用する場合を含む。）の規定による当該株式会社の株式の買取り
- (vii) purchase of any share of the Stock Company under Article 234, paragraph (4) (Treatment of Fractions) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 235, paragraph (2) (Treatment of Fractions) of that Act); and
- 八 剰余金の配当
- (viii) dividend of surplus.
- 2 会社法第四百六十三条第二項（株主に対する求償権の制限等）の規定は、前項の規定に違反して株式会社と同項各号に掲げる行為をした場合について準用する。この場合において、必要な技術的読替えは、政令で定める。
- (2) The provisions of Article 463, paragraph (2) (Restrictions on Remedy Over Against Shareholders) of the Companies Act apply mutatis mutandis to the cases where a Stock Company, in violation of the provisions of the preceding paragraph, has taken any of the actions listed in the items of that Article. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.
- 3 株式会社に対する会社法第四百四十六条第七号（剰余金の額）並びに第四百六十一条第二項第二号イ及び第六号（配当等の制限）の規定の適用については、これらの規定中「法務省令」とあるのは、「内閣府令」とする。
- (3) For the purpose of applying to a Stock Company the provisions of Article 446, item (vii) (Amounts of Surplus), Article 461, paragraph (2), item (ii), (a) and item (vi) of that paragraph (Restriction on Dividends) of the Companies Act, the term "Order of the Ministry of Justice" in these items is deemed to be

replaced with "Cabinet Office Order".

(設立の登記に係る登記事項)

(Particulars Registered in Registering Incorporation)

第十七条の七 株式会社の設立の登記には、会社法第九百十一条第三項各号（株式会社の設立の登記）に掲げる事項のほか、第百十三条後段（第二百七十二条の十八において準用する場合を含む。）の定款の定めがあるときは、その定めを登記しなければならない。

Article 17-7 (1) In registering the incorporation of a Stock Company, the particulars listed in the items of Article 911, paragraph (3) (Registration of a Stock Company's Incorporation) of the Companies Act must be registered, along with any provisions in its articles of incorporation in the second sentence of Article 113 (including the cases where it is applied mutatis mutandis pursuant to Article 272-18).

2 株式会社において前項に規定する事項に変更が生じたときは、二週間以内に、その本店の所在地において、変更の登記をしなければならない。

(2) Where any change has occurred in the particulars prescribed in the preceding paragraph, the Stock Company must complete the registration of such a change within two weeks at the location of its head office.

第二節 相互会社

Section 2 Mutual Companies

第一款 通則

Subsection 1 General Provisions

(法人格)

(Legal Personality)

第十八条 相互会社は、法人とする。

Article 18 A Mutual Company is a corporation.

(住所)

(Address)

第十九条 相互会社の住所は、その主たる事務所の所在地にあるものとする。

Article 19 The address of a Mutual Company is to be at the location of its principal office.

(名称)

(Name)

第二十条 相互会社は、その名称中に相互会社という文字を用いなければならない。

Article 20 A Mutual Company must use the term "Sogo-Kaisha" (which means "Mutual Company") in its name.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第二十一条 会社法第八条（会社と誤認させる名称等の使用の禁止）の規定は相互会社であると誤認されるおそれのある商号又は名称の使用について、同法第九条（自己の商号の使用を他人に許諾した会社の責任）の規定は相互会社について、同法第一編第三章第一節（会社の使用人）の規定は相互会社の使用人について、同章第二節（第十八条を除く。）（会社の代理商）の規定は相互会社のために取引の代理又は媒介をする者について、同編第四章（第二十四条を除く。）（事業の譲渡をした場合の競業の禁止等）の規定は相互会社が事業を譲渡し、又は事業若しくは営業を譲り受けた場合について、それぞれ準用する。この場合において、同法第十条（支配人）中「会社（外国会社を含む。以下この編において同じ。）」とあるのは「相互会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 21 (1) The provisions of Article 8 (Prohibition on the Use of a Name, etc. That is Likely to Be Mistaken for That of a Company) of the Companies Act apply mutatis mutandis to the use of a misleading trade name or any other name that might evoke a Mutual Company; the provisions of Article 9 (Liability of a Company That Permits Others to Use Its Trade Name) of that Act apply mutatis mutandis to a Mutual Company; the provisions of Part I, Chapter III, Section 1 (Employees of a Company) of that Act apply mutatis mutandis to the employees of a Mutual Company; the provisions of Section 2 of the relevant Chapter (excluding Article 18) (Commercial Agents of a Company) apply mutatis mutandis to a person acting as an agent or intermediary in transactions for a Mutual Company; and the provisions of Chapter IV of the relevant Part (excluding Article 24) (Non-Competition after Business Transfer) apply mutatis mutandis to the cases where a Mutual Company either transfers its business, or takes over any business or operations, respectively. In this case, the term "Company (including a Foreign Company, hereinafter the same applies in this Part)" in Article 10 (Managers) of that Act is deemed to be replaced with "Mutual Company"; any other necessary technical replacement of terms is specified by Cabinet Order.

2 商法（明治三十二年法律第四十八号）第二編第一章（第五百一条から第五百三条まで及び第五百二十三条を除く。）（総則）の規定は相互会社の行う行為について、同編第二章（売買）の規定は相互会社が商人又は相互会社（外国相互会社を含む。）との間で行う売買について、同編第三章（交互計算）の規定は相互会社が平常取引をする者との間で行う相殺に係る契約について、同編第五章（第五百四十五条を除く。）（仲立営業）の規定は相互会社が行う他人間の商行為の媒介について、同編第六章（第五百五十八条を除く。）（問屋営業）及び同法第五百九十三条（寄託）の規定は相互会社について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

(2) The provisions of Part II, Chapter I (excluding Articles 501 to 503 and Article

523) (General Provisions) of the Commercial Code (Act No. 48 of 1899) apply mutatis mutandis to the actions taken by a Mutual Company; the provisions of Chapter II of the relevant Part (Buying and Selling) apply mutatis mutandis to the buying and selling carried out by a Mutual Company with a merchant or another Mutual Company (including any Foreign Mutual Company); the provisions of Chapter III of the relevant Part (Current Account) apply mutatis mutandis to the contracts pertaining to set-offs carried out by a Mutual Company with its usual counter Parties; the provisions of Chapter V of the relevant Part (excluding Article 545) (Brokerage Services) apply mutatis mutandis to a Mutual Company's actions as an intermediary with regard to commercial transactions between third Parties; and the provisions of Chapter VI of the relevant Part (excluding Article 558) (Commission Agent Services) and Article 593 (Deposits) of the relevant Code apply mutatis mutandis to a Mutual Company, respectively. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

- 3 この編（前節、第一項、第六十七条の二及び第二百十七条第三項を除く。）及び第六編（第三百三十二条の二を除く。）の規定において会社法の規定を準用する場合には、同法の規定（当該規定において準用する同法の他の規定を含む。）中「電磁的記録」とあるのは「電磁的記録（保険業法第四条第三項に規定する電磁的記録をいう。）」と、「電磁的方法」とあるのは「電磁的方法（保険業法第十六条第二項第四号に規定する電磁的方法をいう。）」と、「法務省令」とあるのは「内閣府令」と読み替えるものとする。

- (3) For the purpose of applying mutatis mutandis the provisions of the Companies Act to the provisions of this Part (excluding the preceding Section, paragraph (1), Article 67-2 and Article 217, paragraph (3)) and Part VI (excluding Article 332-2), the term "electronic or magnetic record" in the provisions of that Act (including other provisions of that Act as applied mutatis mutandis pursuant to the relevant provisions) is deemed to be replaced with "electronic or magnetic record (meaning the electronic or magnetic record prescribed in Article 4, paragraph (3) of the Insurance Business Act)"; the term "electronic or magnetic means" in that Act is deemed to be replaced with "electronic or magnetic means (meaning the electronic or magnetic means defined in Article 16, paragraph (2), item (iv) of the Insurance Business Act)"; and the term "Order of the Ministry of Justice" in that Act is deemed to be replaced with "Cabinet Office Order", respectively.

- 4 この節（第一項、第四款第一目及び第二目並びに第六十七条の二を除く。）及び第八章第四節の規定において会社法の規定を準用する場合には、特別の定めがある場合を除き、同法の規定（当該規定において準用する同法の他の規定を含む。）中「株式会社」とあり、及び「取締役会設置会社」とあるのは「相互会社」と、「株主」とあるのは「社員」と、「子会社」とあるのは「実質子会社（保険業法第三十三条の二第一項に規定する実質子会社をいう。）」と、「本店」とあるのは「主たる事務所」と、

「支店」とあるのは「従たる事務所」と、「営業時間」とあるのは「事業時間」と、「株主総会」とあるのは「社員総会（総代会を設けているときは、総代会）」と、「定時株主総会」とあるのは「定時社員総会（総代会を設けているときは、定時総代会）」と読み替えるものとする。

(4) For the purpose of applying mutatis mutandis the provisions of the Companies Act to the provisions of this Section (excluding paragraph (1), Divisions 1 and 2 of Subsection 4, and Article 67-2) and Chapter VIII, Section 4, the terms "Stock Company" and "Company with a Board of Directors" in the provisions of that Act (including other provisions of that Act as applied mutatis mutandis pursuant to the relevant provisions) is deemed to be replaced with "Mutual Company"; the term "shareholder" in that Act is deemed to be replaced with "member"; the term "Subsidiary Company" in that Act is deemed to be replaced with "Substantive Subsidiary Companies (meaning a Substantive Subsidiary Companies as defined in Article 33-2, paragraph (1) of the Insurance Business Act)"; the term "head office" in that Act is deemed to be replaced with "principal office"; the term "branch office" in that Act is deemed to be replaced with "secondary office"; the term "operating hours" in that Act is deemed to be replaced with "business hours"; the term "shareholders' meeting" in that Act is deemed to be replaced with "general meeting (or, a member representatives meeting, where the company has such a meeting)"; and the term "annual shareholders' meeting" in that Act is deemed to be replaced with "annual general meeting (or the annual member representatives meeting, where the company has a member representatives meeting)", respectively, unless provided otherwise.

第二款 設立

Subsection 2 Incorporation

(定款)

(Articles of Incorporation)

第二十二條 相互会社を設立するには、発起人が定款を作成し、その全員がこれに署名し、又は記名押印しなければならない。

Article 22 (1) In order to incorporate a Mutual Company, the incorporators are to prepare its articles of incorporation, and all incorporators must sign or affix the names and seals to it.

2 前項の定款は、電磁的記録をもって作成することができる。この場合において、当該電磁的記録に記録された情報については、内閣府令で定める署名又は記名押印に代わる措置をとらなければならない。

(2) The articles of incorporation set forth in the preceding paragraph may be prepared in the form of an electronic or magnetic record. In this case, actions specified by Cabinet Office Order must be taken in lieu of the signing or the

affixing of the names and seals, with respect to the data recorded in the electronic or magnetic record.

(定款の記載又は記録事項)

(Particulars Detailed or Recorded in the Articles of Incorporation)

第二十三条 相互会社の定款には、次に掲げる事項を記載し、又は記録しなければならない。

Article 23 (1) The following particulars must be detailed or recorded in the articles of incorporation of a Mutual Company:

一 目的

(i) purpose(s);

二 名称

(ii) name;

三 主たる事務所の所在地

(iii) location of the principal office;

四 基金（第五十六条の基金償却積立金を含む。）の総額

(iv) total amount of funds (including the reserves for redemption of funds under Article 56);

五 基金の拠出者の権利に関する定め

(v) provisions on the rights of fund contributors;

六 基金の償却の方法

(vi) method of redemption of funds;

七 剰余金の分配の方法

(vii) method of distributing dividends of surplus;

八 公告方法

(viii) method of Public Notice; and

九 発起人の氏名又は名称及び住所

(ix) name and address of the incorporator.

2 前項第八号に掲げる公告方法は、次に掲げる方法のいずれかとする。

(2) The Method of the Public Notice listed in item (viii) of the preceding paragraph is either:

一 時事に関する事項を掲載する日刊新聞紙に掲載する方法

(i) publication in a daily newspaper that publishes the news on current events;

or

二 電子公告

(ii) electronic public notice.

3 相互会社が前項第二号に掲げる方法を公告方法とする旨を定款で定める場合には、その定款には、電子公告を公告方法とする旨を定めれば足りる。この場合においては、事故その他やむを得ない事由によって電子公告による公告をすることができない場合の公告方法として、同項第一号に掲げる方法を定めることができる。

(3) Provisions in the articles of incorporation to the effect that electronic public

notice is to be the Method of Public Notice are to suffice for a Mutual Company to designate the method listed in item (ii) of the preceding paragraph as its Method of Public Notice in its articles of incorporation. In this case, the company may designate the method listed in item (i) of the preceding paragraph as the Method of Public Notice in case the electronic means is not available for public notice due to an accident or for any other compelling reason.

4 会社法第三十条（定款の認証）の規定は、前条第一項の定款の認証について準用する。この場合において、同法第三十条第二項中「第三十三条第七項若しくは第九項又は第三十七条第一項若しくは第二項」とあるのは「保険業法第二十四条第二項において準用する第三十三条第七項又は第九項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 30 (Certification of the Articles of Incorporation) of the Companies Act apply mutatis mutandis to certification of the articles of incorporation set forth in paragraph (1) of the preceding Article. In this case, the term "Article 33, paragraph (7) or (9), or Article 37, paragraph (1) or (2)" in Article 30, paragraph (2) of that Act is deemed to be replaced with "Article 33, paragraph (7) or (9) as applied mutatis mutandis pursuant to Article 24, paragraph (2) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第二十四条 相互会社を設立する場合には、次に掲げる事項は、第二十二条第一項の定款に記載し、又は記録しなければ、その効力を生じない。

Article 24 (1) Where a Mutual Company is to be incorporated, the following particulars does not become effective unless they are detailed or recorded in the articles of incorporation referred to in Article 22, paragraph (1):

一 相互会社の成立後に譲り受けることを約した財産及びその価額並びにその譲渡人の氏名又は名称

(i) property that it is agreed will be assigned to the Mutual Company after the establishment thereof, the value thereof, and the name of the assignor;

二 相互会社の成立により発起人が受ける報酬その他の特別の利益及びその発起人の氏名又は名称

(ii) compensation or any other special benefit which the incorporators are to obtain by establishing the Mutual Company, and the names of such incorporators; and

三 相互会社の負担する設立に関する費用（定款の認証の手数料その他相互会社に損害を与えるおそれがないものとして内閣府令で定めるものを除く。）

(iii) expenses for the incorporation that are borne by the Mutual Company (excluding the fees for the certification of the articles of incorporation and the other expenses specified by Cabinet Office Order as posing no risk of harming the interest of the Mutual Company).

2 会社法第三十三条（定款の記載又は記録事項に関する検査役の選任）、第八百六十

八条第一項（非訟事件の管轄）、第八百七十条第一項（第一号及び第三号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、相互会社の定款に前項各号に掲げる事項についての記載又は記録があるときの検査役による当該事項の調査について準用する。この場合において、同法第三十三条第八項中「その設立時発行株式の引受けに係る意思表示を取り消す」とあるのは「その職を辞する」と、同条第十項第一号中「第二十八条第一号及び第二号」とあり、並びに同項第二号及び第三号中「第二十八条第一号又は第二号」とあるのは「保険業法第二十四条第一項第一号」と、同項第一号中「同条第一号及び第二号」とあるのは「同号」と、同条第十一項第三号中「第三十八条第一項」とあるのは「保険業法第三十条の十第一項」と、「同条第三項第二号」とあるのは「同項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (2) The provisions of Article 33 (Election of an Inspector of Matters Specified or Recorded in the Articles of Incorporation), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (limited to the segment pertaining to items (i) and (iii)) (Hearing of Statements), Article 871 (Appending of Reasons), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeals), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to investigations by an inspector of any of the particulars listed in the items of the preceding paragraph where the Article of incorporation of a Mutual Company include any entry or record of that particular. In this case, the term "rescind the manifestation of the intention to subscribe for the relevant Shares Issued at Incorporation" in Article 33, paragraph (8) of that Act is deemed to be replaced with "resign from the office"; the term "Article 28, items (i) and (ii)" in paragraph (10), item (i) and the term "Article 28, item (i) or (ii)" in items (ii) and (iii) of that Article is deemed to be replaced with "Article 24, paragraph (1), item (i) of the Insurance Business Act", the term "items (i) and (ii) of that Article" in Article 33, paragraph (10), item (i) of that Act is deemed to be replaced with "that item", and the terms "Article 38, paragraph (1)" and "paragraph (3), item (ii) of the same Article" in Article 33, paragraph (11), item (iii) of that Act is deemed to be replaced with "Article 30-10, paragraph (1) of the Insurance Business Act" and "that paragraph", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

第二十五条 第二十三条第一項各号及び前条第一項各号に掲げる事項のほか、相互会社の定款には、この法律の規定により定款の定めがなければその効力を生じない事項及

びその他の事項でこの法律の規定に違反しないものを記載し、又は記録することができる。

Article 25 In addition to the particulars listed in the items of Article 23, paragraph (1) and the items of paragraph (1) of the preceding Article, any other particulars may be detailed or recorded in the articles of incorporation of a Mutual Company, including those which, pursuant to the provisions of this Act, do not take effect unless prescribed in the articles of incorporation, so long as they do not violate the provisions of this Act.

(定款の備置き及び閲覧等)

(Retention and Inspection of the Articles of Incorporation)

第二十六条 発起人（相互会社の成立後にあつては、当該相互会社）は、定款を発起人が定めた場所（相互会社の成立後にあつては、各事務所）に備え置かなければならない。

Article 26 (1) The incorporators (or the Mutual Company after the establishment of such Mutual Company) must keep the articles of incorporation at the place designated by the incorporators (or each office of the Mutual Company after the establishment of such Mutual Company).

2 発起人（相互会社の成立後にあつては、その社員及び債権者）は、発起人が定めた時間（相互会社の成立後にあつては、その事業時間）内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、発起人（相互会社の成立後にあつては、当該相互会社）の定めた費用を支払わなければならない。

(2) The incorporators (after the establishment of the Mutual Company, the members and creditors of such Mutual Company) may make the following requests at any time during the hours designated by the incorporators (after the establishment of such Mutual Company, during its business hours); provided, however, that they must pay the fees determined by the incorporators (after the establishment of the Mutual Company, such Mutual Company) if making a request falling under item (ii) or (iv):

一 定款が書面をもって作成されているときは、当該書面の閲覧の請求

(i) where the articles of incorporation have been prepared in writing, a request to inspect them;

二 前号の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the articles of incorporation referred to in the preceding item;

三 定款が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) where the articles of incorporation are prepared in the form of an electronic or magnetic record, a request to inspect anything that shows the particulars recorded in the electronic or magnetic record in a manner

specified by Cabinet Office Order; or

四 前号の電磁的記録に記録された事項を電磁的方法であって発起人（相互会社の成立後にあつては、当該相互会社）の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic record set forth in the preceding item by the electronic or magnetic means designated by the incorporators (after the establishment of the Mutual Company, such Mutual Company), or to be issued a document detailing such particulars.

3 定款が電磁的記録をもって作成されている場合であつて、従たる事務所における前項第三号及び第四号に掲げる請求に応じることを可能とするための措置として内閣府令で定めるものをとっている相互会社についての第一項の規定の適用については、同項中「各事務所」とあるのは、「主たる事務所」とする。

(3) Where the articles of incorporation are prepared in the form of an electronic or magnetic record, for the purpose of applying the provisions of paragraph (1) to a Mutual Company that adopts the measures specified by Cabinet Office Order as the measures that enable its secondary offices to respond to the requests listed in items (iii) and (iv) of the preceding paragraph, the term "each office" is deemed to be replaced with "principal office".

(相互会社の設立時の基金の募集)

(Solicitation of Funds at Incorporation by a Mutual Company)

第二十七条 発起人は、この款の定めるところにより、相互会社の設立に際して基金の総額を募集しなければならない。

Article 27 The incorporators must solicit contributions to the total amount of funds in incorporating a Mutual Company pursuant to the provisions of this Subsection.

(基金の拠出の申込み)

(Offers to Contribute Funds)

第二十八条 発起人は、前条の募集に応じて基金の拠出の申込みをしようとする者に対し、次に掲げる事項を通知しなければならない。

Article 28 (1) The incorporators must notify those who seek to offer contributions of funds in response to the solicitation under the preceding Article of the following particulars:

一 定款の認証の年月日及びその認証をした公証人の氏名

(i) date of the articles of incorporation and the name of the notary who certified them;

二 第二十三条第一項各号及び第二十四条第一項各号に掲げる事項

(ii) particulars listed in the items of Article 23, paragraph (1) and the items of Article 24, paragraph (1);

三 基金の拠出に係る銀行等（銀行（銀行法（昭和五十六年法律第五十九号）第二条第一項（定義等）に規定する銀行をいう。以下同じ。）、信託会社その他これに準ずるものとして内閣府令で定めるものをいう。以下この編において同じ。）の払込みの取扱いの場所

(iii) location of the bank(s), etc. (meaning any bank (meaning a bank as set forth in Article 2, paragraph (1) (Definitions, etc.) of the Banking Act (Act No. 59 of 1981); the same applies hereinafter), trust company, or any other institution specified by Cabinet Office Order as equivalent to a bank or trust company; hereinafter the same applies in this Part) where the payment of contribution of funds is handled; and

四 前三号に掲げるもののほか、内閣府令で定める事項

(iv) beyond what is set forth in the preceding three items, any other particulars specified by Cabinet Office Order.

2 前条の募集に応じて基金の拠出の申込みをする者は、次に掲げる事項を記載した書面を発起人に交付しなければならない。

(2) A person who offers to contribute funds in response to the solicitation under the preceding Article must submit to the incorporators a document detailing the following particulars:

一 申込みをする者の氏名又は名称及び住所

(i) name and address of the person making the offer; and

二 拠出しようとする基金の額

(ii) planned amount of funds to contribute.

3 前項の申込みをする者は、同項の書面の交付に代えて、政令で定めるところにより、発起人の承諾を得て、同項の書面に記載すべき事項を電磁的方法により提供することができる。この場合において、当該申込みをした者は、同項の書面を交付したものとみなす。

(3) A person who makes an offer under the preceding paragraph may, in lieu of submitting the document prescribed in that paragraph, and pursuant to the provisions of Cabinet Order, provide the particulars that are required to be included in such document by electronic or magnetic means, with the consent of the incorporators. In this case, the person who has made the offer is deemed to have submitted the document prescribed in that paragraph.

4 発起人は、第一項各号に掲げる事項について変更があったときは、直ちに、その旨及び当該変更があった事項を第二項の申込みをした者（以下この款において「申込者」という。）に通知しなければならない。

(4) The incorporators must immediately notify a person who has made an offer under paragraph (2) (hereinafter referred to as "Offeror" in this Subsection) of any changes in the particulars listed in the items of paragraph (1) and of the particulars affected by the changes.

5 発起人が申込者に対してする通知又は催告は、第二項第一号の住所（当該申込者が別に通知又は催告を受ける場所又は連絡先を発起人に通知した場合にあっては、その

場所又は連絡先) にあてて発すれば足りる。

- (5) It is sufficient for a notice or demand to be sent by the incorporators to an Offeror at the address specified under paragraph (2), item (i) (where the Offeror has notified the incorporators of a different place or contact address for the receipt of notices or demands, to such place or contact address).
- 6 前項の通知又は催告は、その通知又は催告が通常到達すべきであった時に、到達したものとみなす。
- (6) The notice or demand under the preceding paragraph is deemed to have arrived at the time such notice or demand would normally have arrived.

(基金の割当て)

(Allocation of Funds)

第二十九条 発起人は、申込者の中から基金を拠出すべき者を定め、かつ、その者に割り当てる拠出すべき基金の額を定めなければならない。この場合において、発起人は、当該申込者が拠出すべき基金の額を、前条第二項第二号の額よりも減少することができる。

Article 29 (1) The incorporators are to select among the Offerors the persons who must contribute funds, and must determine the amount of contribution to be allocated to each of them. In this case, the incorporators may reduce the amounts of the contributions of funds to be made by such Offerors from the amount prescribed in paragraph (2), item (ii) of the preceding Article.

2 発起人は、前項の規定による定めをした後遅滞なく、申込者に対し、当該申込者が拠出すべき基金の額を通知しなければならない。

(2) The incorporators, without delay following any decision under the preceding paragraph, must notify the Offerors of the amount of contributions of funds to be made by each of them.

(設立時に募集をする基金の拠出の申込み及び割当てに関する特則)

(Special Provisions on Offers to Contribute Funds as Solicited at Incorporation and the Allocation Thereof)

第三十条 前二条の規定は、設立時に募集をする基金を拠出しようとする者がその総額の拠出を行う契約を締結する場合には、適用しない。

Article 30 The provisions of the preceding two Articles do not apply to the cases where a person who seeks to contribute funds as solicited at incorporation concludes a contract stipulating the contribution of the total amount of such funds.

(基金の引受け)

(Fund Subscription)

第三十条の二 次の各号に掲げる者は、当該各号に定める基金の額について設立時に募集をする基金の引受人となる。

Article 30-2 The persons listed in the following items are to be fund subscribers solicited at incorporation in the amounts specified in the items:

一 申込者 発起人の割り当てた拠出すべき基金の額

(i) Offerors: the amount of their contributions of funds as allocated thereto by the incorporators; and

二 前条の契約により設立時に募集をする基金の総額を引き受けた者 その者が引き受けた基金の額

(ii) a person who, under a contract as set forth in the preceding Article, has subscribed for the total amount of funds solicited at incorporation: the amount of funds subscribed for.

(基金の払込み)

(Payment of Funds)

第三十条の三 設立時に募集をする基金の引受人は、第二十九条第二項の規定による通知を受けた後遅滞なく、第二十八条第一項第三号に掲げる払込みの取扱いの場所において、それぞれ、設立時に募集をする基金の拠出に係る金銭の全額の払込みを行わなければならない。

Article 30-3 (1) Each fund subscriber solicited at incorporation must, without delay following the receipt of the notice under Article 29, paragraph (2), pay the full amount of money pertaining to their contribution of funds solicited at incorporation, at the place of payment listed in Article 28, paragraph (1), item (iii).

2 設立時に募集をする基金の引受人のうち前項の払込みをしていないものがある場合には、発起人は、当該払込みをしていない設立時に募集をする基金の引受人に対して、期日を定め、その期日までに当該払込みをしなければならない旨を通知しなければならない。

(2) The incorporators must notify any fund subscriber solicited at incorporation who has not made the payment set forth in the preceding paragraph to the effect that such payment is to be made by a date designated thereby.

3 前項の規定による通知は、同項に規定する期日の二週間前までにしなければならない。

(3) The notice under the preceding paragraph must be given no later than two weeks before the date prescribed in that paragraph.

4 第一項の規定による払込みをすることにより相互会社の設立時の基金の拠出者となる権利の譲渡は、成立後の相互会社に対抗することができない。

(4) No assignment of the right to become a fund subscriber of a Mutual Company at its incorporation by making a payment pursuant to the provisions of paragraph (1) may be duly asserted against the Mutual Company thus established.

5 第二項の規定による通知を受けた設立時に募集をする基金の引受人は、同項に規定する期日までに払込みをしないときは、当該払込みをすることにより相互会社の設立

時の基金の拠出者となる権利を失う。

- (5) A fund subscriber solicited at incorporation who has received the notice under paragraph (2), if they fail to make the payment by the date prescribed in that paragraph, loses their right to become a fund contributor of a Mutual Company at incorporation by making such payment.

(払込金の保管証明)

(Certificate of Deposit for Monies Paid)

第三十条の四 発起人は、前条第一項の規定による払込みの取扱いをした銀行等に対し、同項の規定により払い込まれた金額に相当する金銭の保管に関する証明書の交付を請求することができる。

Article 30-4 (1) The incorporators may request the bank, etc. that handled the payment pursuant to the provisions of paragraph (1) of the preceding Article to issue a certificate of deposit for monies equivalent to the amount paid in pursuant to the provisions of that paragraph.

2 前項の証明書を交付した銀行等は、当該証明書の記載が事実と異なること又は前条第一項の規定により払い込まれた金銭の返還に関する制限があることをもって成立後の相互会社に対抗することができない。

- (2) The bank, etc. that issued the certificate referred to in the preceding paragraph may not assert against the Mutual Company after its establishment anything detailed on such certificate which differs from the truth or the existence of restrictions regarding the return of money paid in pursuant to the provisions of paragraph (1) of the preceding Article.

(引受けの無効又は取消しの制限等)

(Restrictions on the Invalidation or Recession of Subscription)

第三十条の五 設立時に募集をする基金の引受人は、発起人が定めた時間内は、いつでも、第二十六条第二項各号に掲げる請求をすることができる。ただし、同項第二号又は第四号に掲げる請求をするには、発起人の定めた費用を支払わなければならない。

Article 30-5 (1) Fund subscribers solicited at incorporation may make the requests listed in the items of Article 26, paragraph (2) at any time during the hours designated by the incorporators; provided, however, that they must pay the fees determined by the incorporators if making a request that falls under item (ii) or (iv) of that paragraph.

2 民法（明治二十九年法律第八十九号）第九十三条ただし書（心裡留保）及び第九十四条第一項（虚偽表示）の規定は、設立時に募集をする基金の拠出の申込み及び割当て並びに第三十条の契約に係る意思表示については、適用しない。

- (2) The proviso to Article 93 (Concealment of True Intent) and the provisions of Article 94, paragraph (1) (Fictitious Manifestation of Intention) of the Civil Code (Act No. 89 of 1896) does not apply to the manifestation of an intention to offer or allocate contributions of funds solicited at incorporation, and a contract

under Article 30.

3 設立時に募集をする基金の引受人は、相互会社の成立後は、錯誤を理由として設立時に募集をする基金の拠出の無効を主張し、又は詐欺若しくは強迫を理由として設立時に募集をする基金の拠出の取消しをすることができない。

(3) After the establishment of the Mutual Company, a fund subscriber solicited at incorporation may neither assert the invalidity of their contribution of funds solicited at incorporation on the grounds of a mistake, nor may cancel their contribution of funds solicited at incorporation on the grounds of fraud or duress.

(社員の募集)

(Solicitation of Members)

第三十条の六 発起人は、この款の定めるところにより、相互会社の設立に際して社員を募集しなければならない。

Article 30-6 (1) The incorporators, pursuant to the provisions of this Subsection, must solicit members in incorporating a Mutual Company.

2 相互会社の設立に必要な社員の数は、百人以上とする。

(2) One hundred or more members are required for incorporating a Mutual Company.

(入社の申込み)

(Application for Membership)

第三十条の七 発起人は、前条第一項の募集に応じて入社の申込みをしようとする者に対し、次に掲げる事項を通知しなければならない。

Article 30-7 (1) The incorporators must notify those who are willing to apply for membership in response to the solicitation under paragraph (1) of the preceding Article of the following particulars:

一 定款の認証の年月日及びその認証をした公証人の氏名

(i) date of the articles of incorporation and the name(s) of the notary (or notaries) who certified them;

二 第二十三条第一項各号及び第二十四条第一項各号に掲げる事項

(ii) particulars listed in the items of Article 23, paragraph (1) and the items of Article 24, paragraph (1);

三 基金の拠出者（基金の引受人を含む。）の氏名又は名称及び住所並びに当該各拠出者が拠出した金額（拠出すべき額を含む。）

(iii) names and addresses of the fund contributors (including the fund subscribers), and the amount of contribution (including the amount to be contributed) by each of the contributors;

四 設立の時に募集をしようとする社員の数

(iv) number of the members to be solicited at incorporation;

五 第百十三条後段（第二百七十二条の十八において準用する場合を含む。）の定款

の定めがあるときは、その定め

(v) any provisions in the articles of incorporation under the second sentence of Article 113 (including the cases where it is applied mutatis mutandis pursuant to Article 272-18); and

六 前各号に掲げるもののほか、内閣府令で定める事項

(vi) beyond what is set forth in the preceding five items, any other particular specified by Cabinet Office Order.

2 前条第一項の募集に応じて入社申し込みをする者は、次に掲げる事項を記載して署名した書面を二通作成し、発起人に交付しなければならない。

(2) A person who applies for membership in response to the solicitation under paragraph (1) of the preceding Article must prepare and submit to the incorporators two copies of a signed document detailing the following particulars:

一 申し込みをする者の氏名又は名称及び住所

(i) name and address of the person applying for membership; and

二 相互会社との間で締結しようとする保険契約に係る保険の種類

(ii) kind of insurance to which belongs the insurance contract that the person is willing to conclude with the Mutual Company.

3 前項の申し込みをする者は、同項の書面の交付に代えて、政令で定めるところにより、発起人の承諾を得て、同項の書面に記載すべき事項を電磁的方法により提供することができる。この場合において、当該申し込みをした者は、同項の書面を交付したものとみなす。

(3) A person who files an application under the preceding paragraph may, in lieu of submitting the document prescribed in that paragraph, and pursuant to the provisions of Cabinet Order, provide the particulars that are required to be included in such document by electronic or magnetic means, with the consent of the incorporators. In this case, the person who has filed the application is deemed to have submitted the document prescribed in that paragraph.

4 第三十条の五第二項の規定は、相互会社の成立前における入社申し込みに係る意思表示について準用する。この場合において、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 30-5, paragraph (2) apply mutatis mutandis to the manifestation of an intention to apply for membership prior to the establishment of a Mutual Company. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(創立総会)

(Organizational Meetings)

第三十条の八 発起人は、基金の総額についてその拠出に係る払込みが終了し、かつ、前条第二項の書面を発起人に交付した者の数が同条第一項第四号に掲げる数に達したとき（次項において「払込等完了時」という。）は、遅滞なく、相互会社の社員になろうとする者の総会（以下この節において「創立総会」という。）を招集しなければ

ならない。

Article 30-8 (1) If all payments have been completed for contributions comprising the total amount of funds, and the number of persons who have submitted to the incorporators the documents set forth in paragraph (2) of the preceding Article has reached the number set forth in paragraph (1), item (iv) of the same Article (referred to as "Completion of Payments, etc." in the following paragraph), the incorporators, without delay, must convene a meeting of prospective members of the Mutual Company (hereinafter referred to as an "Organizational Meeting" in this Section).

2 発起人は、払込等完了時以後は、必要があると認めるときは、いつでも、創立総会を招集することができる。

(2) After the Completion of Payments, etc., the incorporators may convene an Organizational Meeting whenever they find it necessary.

3 創立総会は、この節に規定する事項及び相互会社の設立の廃止、創立総会の終結その他相互会社の設立に関する事項に限り、決議をすることができる。

(3) An Organizational Meeting may adopt resolutions only on the particulars provided for in this Section, the discontinuation of the incorporation of the Mutual Company, the conclusion of Organizational Meetings, and other particulars regarding the incorporation of the Mutual Company.

4 社員になろうとする者は、創立総会において、各々一個の議決権を有する。

(4) Each prospective member is entitled to one vote at an Organizational Meeting.

5 創立総会の決議は、社員になろうとする者の半数以上が出席し、その議決権の四分の三以上の多数により行う。

(5) Resolutions at an Organizational Meeting are adopted by a three-quarters majority of the votes, provided that at least half of the prospective members are present.

6 会社法第六十七条（創立総会の招集の決定）、第六十八条（第二項各号を除く。）（創立総会の招集の通知）、第七十条、第七十一条（創立総会参考書類及び議決権行使書面の交付等）、第七十三条第四項（創立総会の決議）、第七十四条から第七十六条まで（議決権の代理行使、書面による議決権の行使、電磁的方法による議決権の行使）、第七十八条から第八十条まで（発起人の説明義務、議長の権限、延期又は続行の決議）及び第八十一条（第四項を除く。）（議事録）の規定は相互会社の創立総会について、同法第八百三十条（株主総会等の決議の不存在又は無効の確認の訴え）、第八百三十一条（株主総会等の決議の取消しの訴え）、第八百三十四条（第十六号及び第十七号に係る部分に限る。）（被告）、第八百三十五条第一項（訴えの管轄）、第八百三十六條第一項及び第三項（担保提供命令）、第八百三十七条（弁論等の必要的併合）、第八百三十八条（認容判決の効力が及ぶ者の範囲）、第八百四十六条（原告が敗訴した場合の損害賠償責任）並びに第九百三十七条第一項（第一号トに係る部分に限る。）（裁判による登記の嘱託）の規定は相互会社の創立総会の決議の不存在若しくは無効の確認又は取消しの訴えについて、それぞれ準用する。この場合において、これらの規定（同法第六十七条第二項及び第八百三十一条第一項を除く。）中

「設立時株主」とあり、及び同法第六十七条第二項中「設立時株主（創立総会において決議をすることができる事項の全部につき議決権を行使することができない設立時株主を除く。次条から第七十一条までにおいて同じ。）」とあるのは「社員になろうとする者」と、同法第六十八条第一項中「二週間（前条第一項第三号又は第四号に掲げる事項を定めたときを除き、設立しようとする株式会社が公開会社でない場合にあっては、一週間（当該設立しようとする株式会社が取締役会設置会社以外の株式会社である場合において、これを下回る期間を定款で定めた場合にあっては、その期間））」とあるのは「二週間」と、同条第二項中「次に掲げる場合には、前項」とあるのは「前項」と、同条第五項中「第二十七条第五号又は第五十九条第三項第一号」とあるのは「保険業法第三十条の七第二項第一号」と、同法第八百三十一条第一項中「株主等（当該各号の株主総会等が創立総会又は種類創立総会である場合にあっては、株主等、設立時株主、設立時取締役又は設立時監査役）」とあるのは「相互会社の社員、取締役、監査役若しくは清算人（監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては、社員、取締役、執行役又は清算人）又は社員になろうとする者、設立時取締役（保険業法第三十条の十第一項に規定する設立時取締役をいう。以下この項において同じ。）若しくは設立時監査役（同条第一項に規定する設立時監査役をいう。以下この項において同じ。））」と、「株主（当該決議が創立総会の決議である場合にあっては、設立時株主）又は取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役。以下この項において同じ。）、監査役若しくは清算人（当該決議が株主総会又は種類株主総会の決議である場合にあっては第三百四十六条第一項（第四百七十九条第四項において準用する場合を含む。）の規定により取締役、監査役又は清算人としての権利義務を有する者を含み、当該決議が創立総会又は種類創立総会の決議である場合にあっては設立時取締役（設立しようとする株式会社が監査等委員会設置会社である場合にあっては、設立時監査等委員である設立時取締役又はそれ以外の設立時取締役）又は設立時監査役を含む。）」とあるのは「取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役）、監査役若しくは清算人又は社員になろうとする者、設立時取締役（設立しようとする相互会社が監査等委員会設置会社である場合にあっては、設立時監査等委員（保険業法第三十条の十第二項に規定する設立時監査等委員をいう。）である設立時取締役又はそれ以外の設立時取締役）若しくは設立時監査役」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (6) The provisions of Article 67 (Determination to Convene an Organizational Meeting), Article 68 (excluding items in paragraph (2)) (Notices of Convocation for Organizational Meetings), Articles 70 and Article 71 (Delivery of Voting Forms and Reference Documents for an Organizational Meeting), Article 73, paragraph (4) (Resolutions at Organizational Meetings), Articles 74 to 76 (Proxy Voting, Voting in Writing, and Voting by Electronic or Magnetic Means), Articles 78 to 80 (Accountability of Incorporators, Authority of the Chairperson, and Resolutions for Postponement or Adjournment), and Article 81 (excluding paragraph (4)) (Minutes) of the Companies Act apply mutatis mutandis to Organizational Meetings of a Mutual Company; and the provisions of Article

830 (Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution of a Shareholders' Meeting, etc.), Article 831 (Action to Revoke a Resolution of a Shareholders' Meeting, etc.), Article 834 (limited to the segment pertaining to items (xvi) and (xvii)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Article 836, paragraphs (1) and (3) (Order to Provide Security), Article 837 (Mandatory Consolidation of Oral Arguments, etc.), Article 838 (Persons Affected by a Judgment Being Upheld), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (g)) (Commissioning of Registration by Judicial Decision) of that Act apply mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of a Mutual Company's Organizational Meeting and to an action to rescind a resolution of a Mutual Company's Organizational Meeting, respectively. In this case, the terms "Shareholders at Incorporation" in those provisions (excluding Article 67, paragraph (2) and Article 831, paragraph (1) of that Act), and "Shareholders at Incorporation (excluding Shareholders at Incorporation who may not exercise their voting rights on all matters which may be resolved at Organizational Meetings. The same applies in the following Article to Article 71)" in Article 67, paragraph (2) of that Act is deemed to be replaced with "prospective members"; the term "two weeks (or one week if the Stock Company to be incorporated is not a Public Company, except if the particulars listed in paragraph (1), item (iii) or item (iv) of the preceding Article are decided, (or if a shorter period of time is provided for in the articles of incorporation if the Stock Company to be incorporated is a Stock Company other than a Company with Board of Directors, such shorter period of time))" in Article 68, paragraph (1) of that Act is deemed to be replaced with "two weeks"; the term "in writing in the following cases" in Article 68, paragraph (2) is deemed to be replaced with "in writing"; the term "Article 27, item (v), or Article 59, paragraph (3), item (i)" in Article 68, paragraph (5) is deemed to be replaced with "Article 30-7, paragraph (2), item (i) of the Insurance Business Act"; the term "a Shareholder, etc. (or, if the Shareholders' Meeting, etc. set forth in each such item is an Organizational Meeting or a Class Organizational Meeting, a Shareholder, etc., a Shareholder at Incorporation, a Director at Incorporation, or a Company Auditor at Incorporation)" in Article 831, paragraph (1) is deemed to be replaced with "members, directors, auditors, or liquidators (members, directors or liquidators, in the case of a Company with Audit and Supervisory Committee, or members, directors, executive officers or liquidators, in the case of a company with Nominating Committee, etc.), or prospective members, directors at incorporation (meaning directors at incorporation as set forth in Article 30-10, paragraph (1) of the Insurance Business Act; hereinafter the same applies

in this paragraph) or company auditors at incorporation (meaning the company auditors at incorporation set forth in paragraph (1) of that Article; hereinafter the same applies in this paragraph) of a Mutual Company"; and the term "a shareholder (or, if the relevant resolution is the resolution of an Organizational Meeting, Shareholders at Incorporation) or director (or, in cases of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors; the same applies hereinafter in this paragraph), company auditor or liquidator pursuant to the provisions of Article 346 (1) (including cases where it is applied mutatis mutandis pursuant to Article 479 (4)), and if such resolution is a resolution at an Organizational Meeting or Class Organizational Meeting, this is to include a Director at Incorporation (if a Stock Company to be incorporated is a Company with Audit and Supervisory Committee, Directors at Incorporation who are Audit and Supervisory Committee Members at Incorporation or other Directors at Incorporation) or a Company Auditor at Incorporation" in the same paragraph of the Companies Act is deemed to be replaced with "directors (in the case of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors), company auditors, liquidators, prospective members, directors at incorporation (if a Mutual Company to be incorporated is a Company with Audit and Supervisory Committee, Directors at Incorporation who are Audit and Supervisory Committee Members at Incorporation (meaning an Audit and Supervisory Committee Member at Incorporation prescribed in Article 30-10, paragraph (2) of the Insurance Business Act) or other Directors at Incorporation) or company auditors at incorporation"; and any other necessary technical replacement of terms is specified by Cabinet Order.

(設立に関する事項の報告)

(Reporting of the Particulars of Incorporation)

第三十条の九 発起人は、相互会社の設立に関する事項を創立総会に報告しなければならない。

Article 30-9 (1) The incorporators must report the particulars of the incorporation of a Mutual Company at the Organizational Meeting.

2 発起人は、次の各号に掲げる場合には、当該各号に定める事項を記載し、又は記録した書面又は電磁的記録を創立総会に提出し、又は提供しなければならない。

(2) In the cases listed in the following items, the incorporators must submit or provide at the Organizational Meeting the document or electronic or magnetic records in which the particulars specified in the relevant items are detailed or recorded:

一 定款に第二十四条第一項各号に掲げる事項（同条第二項において準用する会社法第三十三条第十項各号に掲げる場合における当該各号に定める事項を除く。）の定

めがある場合 第二十四条第二項において準用する同法第三十三条第二項の検査役の第二十四条第二項において準用する同法第三十三条第四項の報告の内容

- (i) where the articles of incorporation provide for the particulars listed in the items of Article 24, paragraph (1) (excluding the particulars specified in the items of Article 33, paragraph (10) of the Companies Act in the cases listed in such items as applied mutatis mutandis pursuant to Article 24, paragraph (2)): the content of the report set forth in Article 33, paragraph (4) as applied mutatis mutandis pursuant to Article 24, paragraph (2) that is to be submitted by the inspector under Article 33, paragraph (2) as applied mutatis mutandis pursuant to Article 24, paragraph (2); and
- 二 第二十四条第二項において準用する会社法第三十三条第十項第三号に掲げる場合 第二十四条第二項において準用する同法第三十三条第十項第三号に規定する証明の内容
- (ii) in the case listed in Article 33, paragraph (10), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2): the content of the verification provided in Article 33, paragraph (10), item (iii) of that Act as applied mutatis mutandis pursuant to Article 24, paragraph (2).

(設立時取締役等の選任等)

(Election of Directors at Incorporation)

第三十条の十 設立時取締役（相互会社の設立に際して取締役となる者をいう。以下同じ。）、設立時会計参与（相互会社の設立に際して会計参与となる者をいう。以下同じ。）、設立時監査役（相互会社の設立に際して監査役となる者をいう。以下同じ。）又は設立時会計監査人（相互会社の設立に際して会計監査人となる者をいう。以下同じ。）の選任は、創立総会の決議によって行わなければならない。

Article 30-10 (1) The election of the directors at incorporation (meaning the persons who become directors at the incorporation of a Mutual Company; the same applies hereinafter), accounting advisors at incorporation (meaning the persons who become accounting advisors at the incorporation of a Mutual Company; the same applies hereinafter), auditors at incorporation (meaning the persons who become company auditors at the incorporation of a Mutual Company; the same applies hereinafter) and financial auditor at incorporation (meaning the persons who become financial auditor at the incorporation of a Mutual Company; the same applies hereinafter) must be made by a resolution of the Organizational Meeting.

2 設立しようとする相互会社が監査等委員会設置会社である場合には、前項の規定による設立時取締役の選任は、設立時監査等委員（相互会社の設立に際して監査等委員となる者をいう。以下同じ。）である設立時取締役とそれ以外の設立時取締役とを区別してしなければならない。

(2) If a Mutual Company to be incorporated is a Company with Audit and Supervisory Committee, the directors at incorporation under the preceding

paragraph must be elected separately for directors at incorporation who are Audit and Supervisory Committee Members at Incorporation (meaning a person who is to become an Audit and Supervisory Committee Member at the time of incorporation of a Mutual Company; the same applies hereinafter) and other directors at incorporation.

3 設立時取締役は、三人以上でなければならない。

(3) Three or more persons must be elected as directors at incorporation.

4 設立しようとする相互会社が監査役会設置会社（監査役会を置く株式会社又は相互会社をいう。以下同じ。）である場合には、設立時監査役は、三人以上でなければならない。

(4) Three or more persons must be elected as auditors at incorporation where the Mutual Company to be incorporated is a company with a board of company auditors (meaning a Stock Company or Mutual Company which has a board of company auditors; the same applies hereinafter).

5 設立しようとする相互会社が監査等委員会設置会社である場合には、設立時監査等委員である設立時取締役は、三人以上でなければならない。

(5) If a Mutual Company to be incorporated is a Company with Audit and Supervisory Committee, three or more persons must be elected as directors at incorporation who are Audit and Supervisory Committee Members at Incorporation.

6 第八条の二第二項、第五十三条の二第一項（第五十三条の五第一項において準用する場合を含む。）、第五十三条の四において準用する会社法第三百三十三条第一項若しくは第三項又は第五十三条の七において準用する同法第三百三十七条第一項若しくは第三項の規定により成立後の相互会社の取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役又は会計監査人となることができない者は、それぞれ設立時取締役（成立後の相互会社が監査等委員会設置会社である場合にあつては、設立時監査等委員である設立時取締役又はそれ以外の設立時取締役）、設立時会計参与、設立時監査役又は設立時会計監査人となることができない。

(6) A person who is precluded from being a director (in case of a Company with Audit and Supervisory Committee, a director who is an Audit and Supervisory Committee Member or other director), accounting advisor, company auditor or financial auditor of the Mutual Company after its establishment, pursuant to the provisions of Article 8-2, paragraph (2), Article 53-2, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 53-5, paragraph (1)), Article 333, paragraph (1) or (3) of the Companies Act as applied mutatis mutandis pursuant to Article 53-4, or Article 337, paragraph (1) or (3) of that Act as applied mutatis mutandis pursuant to Article 53-7 may not be elected as director at incorporation (in case where the incorporated Mutual Company is a Company with Audit and Supervisory Committee, a director at incorporation who is an Audit and Supervisory Committee Member

at Incorporation and other director at incorporation), accounting advisor at incorporation, auditor at incorporation or financial auditor at incorporation, respectively.

7 第一項及び第二項の規定により選任された設立時取締役、設立時会計参与、設立時監査役又は設立時会計監査人は、相互会社の成立の時までの間、創立総会の決議によって解任することができる。

(7) Directors at incorporation, accounting advisors at incorporation, auditors at incorporation or financial auditor at incorporation who are elected pursuant to the provisions of paragraphs (1) and (2) may be dismissed by a resolution of the Organizational Meeting at any time prior to the establishment of the Mutual Company.

8 会社法第四十七条（設立時代表取締役の選定等）の規定は相互会社（指名委員会等設置会社を除く。）の設立時代表取締役（相互会社の設立に際して代表取締役となる者をいう。以下同じ。）の選定及び解職について、同法第四十八条（設立時委員の選定等）の規定は相互会社（指名委員会等設置会社に限る。）の設立時委員（相互会社の設立に際して指名委員会等の委員となる者をいう。以下同じ。）の選定、設立時執行役（相互会社の設立に際して執行役となる者をいう。以下同じ。）の選任及び設立時代表執行役（相互会社の設立に際して代表執行役となる者をいう。以下同じ。）の選定並びにこれらの者の解職及び解任について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

(8) The provisions of Article 47 (Appointment, etc. of Representative Directors at Incorporation) of the Companies Act apply mutatis mutandis to the appointment and removal of the representative director at incorporation (meaning the person who becomes representative director at the incorporation of a Mutual Company; the same applies hereinafter) of a Mutual Company (other than a company with Nominating Committee, etc.); and the provisions of Article 48 (Appointment of Committee Members at Incorporation) of that Act apply mutatis mutandis to the appointment of committee members at incorporation (meaning the persons who become members of the Nominating Committee, etc. at the incorporation of a Mutual Company; the same applies hereinafter) of a Mutual Company (limited to a company with Nominating Committee, etc.), the election of its executive officers at incorporation (meaning the persons who become executive officers at the incorporation of a Mutual Company; the same applies hereinafter) and the appointment of its representative executive officer at incorporation (meaning the person who becomes representative executive officer at the incorporation of a Mutual Company; the same applies hereinafter), and the removal and dismissal of those persons, respectively. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（設立時取締役等による調査）

(Investigations by Directors at Incorporation)

第三十条の十一 設立時取締役（設立しようとする相互会社が監査役設置会社（監査役を置く株式会社又は相互会社をいう。以下同じ。）である場合にあっては、設立時取締役及び設立時監査役）は、その選任後遅滞なく、次に掲げる事項を調査しなければならない。

Article 30-11 (1) The directors at incorporation (meaning the directors at incorporation and auditors at incorporation where the Mutual Company to be incorporated is a company with auditors (meaning a Stock Company or Mutual Company that has company auditors; the same applies hereinafter)) must investigate the following particulars without delay after their election:

一 第二十四条第二項において準用する会社法第三十三条第十項第一号又は第二号に掲げる場合における現物出資財産等（第二十四条第二項において準用する同法第三十三条第十項第二号に掲げる場合にあっては、同号の有価証券に限る。）について定款に記載され、又は記録された価額が相当であること。

(i) that, with respect to the properties contributed in kind, etc. in the cases listed in Article 33, paragraph (10), item (i) or (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2) (if listed in Article 33, paragraph (10), item (ii) as applied mutatis mutandis pursuant to Article 24, paragraph (2), limited to the securities under such item), the value indicated or recorded in the articles of incorporation is reasonable;

二 第二十四条第二項において準用する会社法第三十三条第十項第三号に規定する証明が相当であること。

(ii) that the verification provided for in Article 33, paragraph (10), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2) is appropriate;

三 相互会社の設立に際して募集をする基金の総額の引受けがあること。

(iii) that the funds solicited at the incorporation of the Mutual Company have been fully subscribed for;

四 第三十条の三第一項の規定による払込みが完了していること。

(iv) that the payments pursuant to the provisions of Article 30-3, paragraph (1) have been completed;

五 社員になろうとする者が百人以上であること。

(v) that the number of prospective members is no less than 100; and

六 前各号に掲げる事項のほか、相互会社の設立の手続が法令又は定款に違反していないこと。

(vi) that, in addition to the particulars listed in the preceding five items, the procedures for the incorporation of the Mutual Company do not violate applicable laws and regulations or the articles of incorporation.

2 会社法第九十三条第二項及び第三項（設立時取締役等による調査）並びに第九十四条（設立時取締役等が発起人である場合の特則）の規定は、前項の規定による調査について準用する。この場合において、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 93, paragraphs (2) and (3) (Investigation by Directors at Incorporation), and Article 94 (Special Provisions in Case Directors at Incorporation are Incorporators) of the Companies Act apply mutatis mutandis to the investigation under the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(設立時の定款の変更等)

(Amendments to the Articles of Incorporation at Incorporation)

第三十条の十二 発起人は、第二十九条第二項の規定による通知をした以後は、第二十四条第二項において準用する会社法第三十三条第九項の規定にかかわらず、定款の変更をすることができない。

Article 30-12 (1) The incorporators may not effect any amendment to the articles of incorporation once the notice under Article 29, paragraph (2) has been given, notwithstanding the provisions of Article 33, paragraph (9) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2).

2 第二十三条第四項において準用する会社法第三十条第二項の規定にかかわらず、創立総会においては、その決議によって、定款の変更をすることができる。

(2) Notwithstanding the provisions of Article 30, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 23, paragraph (4), the articles of incorporation may be amended by a resolution at an Organizational Meeting.

3 創立総会において、第二十四条第一項各号に掲げる事項を変更する定款の変更の決議をした場合には、発起人は、当該決議後二週間以内に限り、その職を辞することができる。

(3) Where an Organizational Meeting has adopted a resolution to amend the articles of incorporation in a manner that modifies any of the particulars listed in the items of Article 24, paragraph (1), the incorporators may resign from their offices, provided that they do so within two weeks of the adoption of the resolution.

(成立の時期)

(Timing of Establishment)

第三十条の十三 相互会社は、その主たる事務所の所在地において設立の登記をすることによって成立する。

Article 30-13 (1) A Mutual Company is established by registering its incorporation at the location of its principal office.

2 第三十条の七第二項の書面を発起人に交付した者は、相互会社が成立し、かつ、当該相互会社が第三条第一項の免許又は第二百七十二条第一項の登録を受けた後、遅滞なく、当該相互会社に保険契約の申込みをしなければならない。

(2) A person who has submitted the document set forth in Article 30-7, paragraph

(2), without delay following the establishment of the Mutual Company and after the Mutual Company has received the license prescribed in Article 3, paragraph (1) or made a registration under Article 272, paragraph (1), must apply for an insurance contract with the Mutual Company.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第三十条の十四 会社法第二編第一章第八節（第五十二条第二項第二号及び第五十二条の二を除く。）（発起人等の責任等）及び第百三条第四項（発起人の責任等）の規定は、相互会社の発起人、設立時取締役又は設立時監査役の責任について準用する。この場合において、同法第五十二条第二項（出資された財産等の価額が不足する場合の責任）中「（第二十八条第一号の財産を給付した者又は同条第二号の財産の譲渡人を除く。第二号において同じ。）」とあるのは「（保険業法第二十四条第一項第一号の財産の譲渡人を除く。）」と、同項第一号中「第二十八条第一号又は第二号」とあるのは「保険業法第二十四条第一項第一号」と、同条第三項中「第三十三条第十項第三号」とあるのは「保険業法第二十四条第二項において準用する第三十三条第十項第三号」と、同法第百三条第四項中「第五十七条第一項の募集をした場合において、当該募集」とあるのは「保険業法第二十七条又は第三十条の六第一項の募集」と、「及び前三項」とあるのは「（第五十二条第二項第二号及び第五十二条の二を除く。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 30-14 The provisions of Part II, Chapter I, Section 8 (excluding Article 52, paragraph (2), item (ii) and Article 52-2) (Liability of the Incorporators) and Article 103, paragraph (4) (Liability of the Incorporators) of the Companies Act apply mutatis mutandis to the liabilities of incorporators, directors at incorporation or auditors at incorporation of a Mutual Company. In this case, the term "(in this paragraph and in item (ii) excluding those who contributed in kind under Article 28, item (i) or the assignor of the properties under item (ii) of the same Article)" in Article 52, paragraph (2) (Liability for Insufficiency of Value of Properties Contributed) of that Act is deemed to be replaced with "(excluding the assignor of the properties under Article 24, paragraph (1), item (i) of the Insurance Business Act)"; the term "Article 28, item (i) or (ii)" in Article 52, paragraph (2), item (i) is deemed to be replaced with "Article 24, paragraph (1), item (i) of the Insurance Business Act"; the term "Article 33, paragraph (10), item (iii)" in Article 52, paragraph (3) is deemed to be replaced with "Article 33, paragraph (10), item (iii) as applied mutatis mutandis pursuant to Article 24, paragraph (2) of the Insurance Business Act"; and in Article 103, paragraph (4) of that Act, the term "In cases where the solicitation under Article 57, paragraph (1) is carried out", is deemed to be deleted, and the terms "such solicitation" and "the preceding paragraph" is deemed to be replaced with "solicitation under Article 27 or Article 30-6, paragraph (1) of the Insurance Business Act" and "(excluding Article 52, paragraph (2), item (ii) and

Article 52-2)", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

(設立の無効の訴え)

(Actions to Invalidate Incorporation)

第三十条の十五 会社法第八百二十八条第一項（第一号に係る部分に限る。）及び第二項（第一号に係る部分に限る。）（会社の組織に関する行為の無効の訴え）、第八百三十四条（第一号に係る部分に限る。）（被告）、第八百三十五条第一項（訴えの管轄）、第八百三十六条第一項及び第三項（担保提供命令）、第八百三十七条から第八百三十九条まで（弁論等の必要的併合、認容判決の効力が及ぶ者の範囲、無効又は取消しの判決の効力）、第八百四十六条（原告が敗訴した場合の損害賠償責任）並びに第九百三十七条第一項（第一号イに係る部分に限る。）（裁判による登記の嘱託）の規定は、相互会社の設立の無効の訴えについて準用する。この場合において、同法第八百二十八条第二項第一号中「株主等（株主、取締役又は清算人（監査役設置会社にあつては株主、取締役、監査役又は清算人、指名委員会等設置会社にあつては株主、取締役、執行役又は清算人）をいう。以下この節において同じ。）」とあるのは「社員、取締役、監査役又は清算人（監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては社員、取締役、執行役又は清算人）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 30-15 The provisions of Article 828, paragraph (1) (limited to the segment pertaining to item (i)) and paragraph (2) (limited to the segment pertaining to item (i)) (Actions to Invalidate Acts Concerning the Organization of a Company), Article 834 (limited to the segment pertaining to item (i)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Article 836, paragraphs (1) and (3) (Order to Provide Security), Articles 837 to 839 (Mandatory Consolidation of Oral Arguments, etc., Persons Affected by a Judgment Being Upheld, Effects of a Judgment of Invalidity, Revocation or Rescission), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (a)) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to an action to invalidate the incorporation of a Mutual Company. In this case, the term "a Shareholder, etc. (meaning a shareholder, director or liquidator (or, for a Company with Company Auditors, it means a shareholder, director, company auditor or liquidator, and for a Company with Nominating Committee, etc., it means a shareholder, director, executive officer or liquidator); hereinafter the same applies in this Section)" in Article 828, paragraph (2), item (i) of that Act is deemed to be replaced with "members, directors, liquidators, in case of a Company with Audit and Supervisory Committee, or members, directors or liquidators (or members, directors, executive officers, or liquidators, in the case of a company with Audit and Supervisory Committee)"; any other necessary

technical replacement of terms is specified by Cabinet Order.

第三款 社員の権利義務

Subsection 3 Rights and Obligations of Members

(社員の責任)

(Obligations of Members)

第三十一条 社員の責任は、保険料を限度とする。

Article 31 The obligations of a member is limited to the amount of their insurance premium payments.

(通知及び催告)

(Notices and Demands)

第三十二条 相互会社への入社申し込みをした者又は社員に対する通知又は催告は、その者が発起人又は相互会社に通知した場所又は連絡先にあてて発すれば足りる。ただし、保険関係に属する事項の通知又は催告については、この限りでない。

Article 32 (1) It is sufficient for any notice or demand to an Applicant for membership, or member of a Mutual Company to be sent to the place or contact address of which the Applicant or member has notified the incorporators or Mutual Company; provided, however, that this does not apply to a notice or demand on any particular pertaining to the insurance relationship.

2 前項本文の通知又は催告は、その通知又は催告が通常到達すべきであった時に、到達したものとみなす。

(2) The notice or demand in the main clause of the preceding paragraph is deemed to have arrived at the time when such notice or demand would normally have arrived.

3 第一項本文及び前項の規定は、第四十一条第一項において準用する会社法第二百九十九条第一項の通知に際して社員に書面を交付し、又は当該書面に記載すべき事項を電磁的方法により提供する場合について準用する。この場合において、前項中「到達したもの」とあるのは「当該書面の交付又は当該事項の電磁的方法による提供があったもの」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of the main clause of paragraph (1) and the preceding paragraph apply mutatis mutandis to the cases where a document is delivered to the members in giving a notice under Article 299, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) or where the particulars that are required to be included in such document are provided by electronic or magnetic means. In this case, the term "to have arrived" in the preceding paragraph is deemed to be replaced with "to have been effected by delivery of such document or provision of such particulars by electronic or magnetic means"; and any other necessary technical replacement of terms is specified by Cabinet Order.

(社員の名簿)

(Members List)

第三十二条の二 相互会社は、内閣府令で定めるところにより、社員の名簿を作成し、これに社員の名簿に関し必要な事項として内閣府令で定める事項を記載し、又は記録しなければならない。

Article 32-2 (1) A Mutual Company, pursuant to the provisions of Cabinet Office Order, must prepare a members list in which it details or records the particulars specified by Cabinet Office Order as particulars required for such members list.

2 相互会社は、社員の名簿をその主たる事務所に備え置かなければならない。

(2) A Mutual Company must keep its members list at its principal office.

3 社員及び債権者は、相互会社の事業時間内は、いつでも、次に掲げる請求をすることができる。この場合においては、当該請求の理由を明らかにしてしなければならない。

(3) A member or creditor may make the following requests at any time during the business hours of the Mutual Company. In this case, however, the member or creditor must disclose the reason for their request:

一 社員の名簿が書面をもって作成されているときは、当該書面の閲覧又は謄写の請求

(i) where the members list has been prepared in writing, a request to investigate or copy the written document; or

二 社員の名簿が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧又は謄写の請求

(ii) where the members list has been prepared in the form of an electronic or magnetic record, a request to investigate or copy anything that shows the particulars recorded in the electronic or magnetic record in a manner specified by Cabinet Office Order.

4 相互会社は、前項の請求があったときは、次のいずれかに該当する場合を除き、これを拒むことができない。

(4) A Mutual Company may not reject any request made under the preceding paragraph unless:

一 当該請求を行う社員又は債権者（以下この項において「請求者」という。）がその権利の確保又は行使に関する調査以外の目的で請求を行ったとき。

(i) the member or creditor making such request (hereinafter referred to as "Requestor" in this paragraph) does so with any other intent than to investigate in connection with the protection or exercise their rights;

二 請求者が当該相互会社の業務の遂行を妨げ、又は社員の共同の利益を害する目的で請求を行ったとき。

(ii) the Requestor makes a request with the intent to preclude the Mutual Company from performing its business or to harm the common interest of the

members;

三 請求者が社員の名簿の閲覧又は謄写によって知り得た事実を利益を得て第三者に通報するため請求を行ったとき。

(iii) the Requestor makes a request with the intent to inform a third party of any fact obtained by investigating or copying the members list for material gain; or

四 請求者が、過去二年以内において、社員の名簿の閲覧又は謄写によって知り得た事実を利益を得て第三者に通報したことがあるものであるとき。

(iv) the Requestor has, within the past two years, informed a third party of any fact learned by investigating or copying the members list for material gain.

(基準日)

(Reference Date)

第三十三条 相互会社は、社員として権利を行使すべき者を定めるため、その権利を行使すべき日の前四月以内の一定の日における社員をもって、その権利を行使すべき社員とみなすことができる。

Article 33 (1) For the purpose of identifying the persons who exercise their rights as members, a Mutual Company may deem the persons who enjoy its membership on a certain date within four months prior to the date of exercising such rights as the members who exercise the relevant rights.

2 相互会社は、前項の一定の日を定めた場合には、その日をその二週間前に公告しなければならない。ただし、定款でその日を指定した場合は、この限りでない。

(2) A Mutual Company that has fixed the "certain date" set forth in the preceding paragraph must give public notice of such date no later than two weeks before the date; provided, however, that this does not apply to cases where the relevant date is fixed by the articles of incorporation.

3 第一項に規定する権利には、この法律に別段の定めがあるもの及び剰余金の分配を受ける権利その他の政令で定める権利を含まないものとする。

(3) The rights set forth in paragraph (1) do not include any right provided for otherwise in this Act or the rights specified by Cabinet Order such as the right to distribution of surplus.

(社員又は総代の権利の行使に関する利益の供与)

(Benefits Provided for the Exercise of the Rights of a Member or Representative Member)

第三十三条の二 相互会社は、何人に対しても、社員又は総代の権利の行使に関し、財産上の利益の供与（当該相互会社又はその実質子会社（相互会社はその総株主の議決権の過半数を有する株式会社その他の当該相互会社はその経営を支配している法人として内閣府令で定めるものをいう。以下同じ。）の計算においてするものに限る。）をしてはならない。

Article 33-2 (1) A Mutual Company must not provide a person with economic

benefits for the exercise of their member's rights or representative member's rights (limited to benefits given on the account of the Mutual Company or its Substantive Subsidiary Companies (meaning a corporation whose management is deemed to be controlled by the Mutual Company pursuant to the provisions of Cabinet Office Order, such as a Stock Company in which the Mutual Company holds the majority of all shareholders' voting rights; the same applies hereinafter)).

2 会社法第二百二十条第二項から第五項まで（株主等の権利の行使に関する利益の供与）の規定は前項の場合について、同法第七編第二章第二節（第八百四十七条第二項、第八百四十七条の二、第八百四十七条の三、第八百四十九条第二項及び第六項から第十一項まで、並びに第八百五十一条第一項第一号及び第二項並びに第八百五十三条第一項第二号及び第三号を除く。）（株式会社における責任追及等の訴え）の規定はこの項において準用する同法第二百二十条第三項の利益の返還を求める訴えについて、それぞれ準用する。この場合において、これらの規定（同法第八百四十七条の四第二項、第八百四十八条及び第八百四十九条第三項を除く。）中「株主等」とあるのは「社員」と、「株式会社等」とあるのは「相互会社」と、同法第二百二十条第三項及び第四項中「第一項」とあるのは「保険業法第三十三条の二第一項」と、同条第五項中「総株主」とあるのは「総社員」と、同法第八百四十七条第一項（株主による責任追及等の訴え）中「株式を有する株主（第八百八十九条第二項の定款の定めによりその権利を行使することができない単元未満株主を除く。）」とあるのは「社員である者」と、同条第八百四十七条の四第二項（責任追及等の訴えに係る訴訟費用等）中「株主等（株主、適格旧株主又は最終完全親会社等の株主をいう。以下この節において同じ。）」とあるのは「社員」と、「当該株主等」とあるのは「当該社員」と、同法第八百四十八条（訴えの管轄）中「株式会社又は株式交換等完全子会社（以下この節において「株式会社等」という。）」とあるのは「相互会社」と、同法第八百四十九条第一項（訴訟参加）中「（適格旧株主にあつては第八百四十七条の二第一項各号に掲げる行為の効力が生じた時までにはその原因となった事実が生じた責任又は義務に係るもの）に限り、最終完全親会社等の株主にあつては特定責任追及の訴えに限る。」に係る」とあるのは「に係る」と、同条第三項中「株式会社等、株式交換等完全親会社又は最終完全親会社等が、当該株式会社等、当該株式交換等完全親会社の株式交換等完全子会社又は当該最終完全親会社等の完全子会社等である株式会社の」とあるのは「相互会社が、」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 120, paragraphs (2) to (5) (Benefits Provided for the Exercise of a Shareholder's Right) of the Companies Act apply mutatis mutandis to the case set forth in the preceding paragraph; and the provisions of Part VII, Chapter II, Section 2 (excluding Article 847, paragraph (2), Article 847-2, Article 847-3, Article 849, paragraphs (2) and (6) to (11), Article 851, paragraph (1), item (i) and paragraph (2), and Article 853, paragraph (1), items (ii) and (iii)) (Liability Actions, etc. Against a Stock Company) of that Act apply mutatis mutandis to an action for the return of benefits under Article 120,

paragraph (3) of that Act as applied mutatis mutandis pursuant to this paragraph, respectively. In this case, the term "Shareholder, etc." and "Stock Company, etc." in these provisions (excluding Article 847-4, paragraph (2), Article 848 and Article 849, paragraph (3) of that Act) is deemed to be replaced with "members" and "Mutual Company", respectively; the term "paragraph (1)" in Article 120, paragraphs (3) and (4) of that Act is deemed to be replaced with "Article 33-2, paragraph (1) of the Insurance Business Act"; the term "all shareholders" in Article 120, paragraph (5) is deemed to be replaced with "all members"; the term "A shareholder (excluding a Holder of Shares Less than One Unit who is unable to exercise rights pursuant to the provisions of the articles of incorporation) having the shares" in Article 847, paragraph (1) (Liability Actions, etc. by Shareholders) of that Act is deemed to be replaced with "person who has been a member"; the term "a Shareholder, etc. (meaning a shareholder, a Qualified Former Shareholder or a shareholder of an Ultimate, Wholly Owing Parent Company, etc.; the same applies hereinafter in this Section)" and "said Shareholder, etc." in Article 847-4, paragraph (2) (Court Costs, etc. for an Action Pursuing Liability, etc.) is deemed to be replaced with "member" and "said member", respectively; the term "the Stock Company or the Wholly Owned Subsidiary Company Resulting from the Share Exchange, etc. (hereinafter referred to as "Stock Company, etc." in this Section)" in Article 848 (Jurisdiction of an Action) of that Act is deemed to be replaced with "Mutual Company"; the term "relating to an Action for Pursuing Liability, etc. (in cases of a Qualified Former Shareholder, limited to one related to the liabilities or obligations for which the fact causing them occurs by the time when the act listed in the items of Article 847-2 (1) becomes effective; in cases of a shareholder of an Ultimate, Wholly Owing Parent Company, etc., limited to the Action Pursuing Specific Liability)" in Article 849, paragraph (1) (Intervention) of that Act is deemed to be replaced with "relating to an Action for Pursuing Liability, etc."; the term "In order for a Stock Company, etc., Wholly Owing Parent Company Resulting from the Share Exchange, etc., or Ultimate, Wholly Owing Parent Company, etc. to intervene in a suit relating to an Action for Pursuing Liability, etc. to assist a director (excluding an Audit and Supervisory Committee Member and Audit Committee Member), executive officer, liquidator or a person who was formerly in such a position of a Stock Company that is the relevant Stock Company, etc., Wholly Owned Subsidiary Company Resulting from the Share Exchange, etc. of the relevant Wholly Owing Parent Company Resulting from the Share Exchange, etc., or Wholly Owned Subsidiary Company, etc. of the relevant Ultimate, Wholly Owing Parent Company, etc." in paragraph (3) of that Article is deemed to be replaced with "In order to intervene in a suit relating to an Action for Pursuing Liability, etc. to assist a director (excluding an Audit and Supervisory Committee

Member and Audit Committee Member), executive officer, liquidator or a person who was formerly in such a position of a Mutual Company", and any other necessary technical replacement of terms is specified by Cabinet Order.

(退社事由)

(Grounds for Withdrawal)

第三十四条 社員は、次に掲げる事由により退社する。

Article 34 (1) A member is to withdraw their membership on any of the following grounds:

一 保険関係の消滅

(i) termination of the insurance relationship; or

二 定款で定める事由の発生

(ii) occurrence of an event specified in the articles of incorporation.

2 社員が死亡した場合（当該死亡が前項各号に掲げる事由のいずれかに該当する場合を除く。）又は合併により消滅した場合における当該社員の相続人その他の一般承継人は、当該社員の権利及び義務を承継する。

(2) In the event of a member's death (excluding where the death falls under the items of the preceding paragraph) or a member disappearing in a merger, the heir or any other general successor to the member assumes the right and obligations of the member.

3 前項の一般承継人（相続による一般承継人であって、保険料の払込みの全部又は一部を履行していないものに限る。以下この項において同じ。）が二人以上ある場合には、各一般承継人は、連帯して当該保険料の払込みの履行をする責任を負う。

(3) Where the deceased or extinguished member set forth in the preceding paragraph has two or more general successors (meaning general successors by inheritance and limited to those who have not effected the payment of insurance premiums in whole or in part; hereinafter the same applies in this paragraph), the general successors assume the obligations of effecting the insurance premium payments jointly and severally.

4 一般承継人（相続による一般承継人に限る。以下この項において同じ。）が二人以上ある場合には、各一般承継人は、承継した社員としての権利を行使する者一人を定めなければ、当該権利を行使することができない。

(4) If a deceased or extinguished member has two or more general successors (limited to general successors by inheritance; hereinafter the same applies in this paragraph), the general successors may not exercise the member's rights that they have assumed, unless they appoint one person to exercise such rights.

(払戻請求権)

(Claims for a Refund)

第三十五条 退社員は、定款又は保険約款の定めるところにより、その権利に属する金額の払戻しを請求することができる。ただし、その者に代わって社員となる者がある

場合は、この限りでない。

Article 35 A withdrawn member may, pursuant to the terms of the articles of incorporation or insurance contract, claim refund of the money associated with their rights; provided, however, that this does not apply to the cases where the withdrawn member is replaced by another person.

(時効)

(Prescription)

第三十六条 前条の払戻しを請求する権利は、三年間行わないときは、時効によって消滅する。

Article 36 The claim for refund set forth in the preceding Article is to extinguish by prescription, unless exercised within three years.

第四款 機関

Subsection 4 Administrative Organs

第一目 社員総会

Division 1 General Meeting

(議決権)

(Voting Rights)

第三十七条 社員は、社員総会において、各々一個の議決権を有する。

Article 37 Each member is entitled to one vote at a general meeting.

(社員総会の権限)

(Authority of General Meeting)

第三十七条の二 社員総会は、この法律に規定する事項及び定款で定めた事項に限り、決議をすることができる。

Article 37-2 The general meeting may resolve only the matters provided for in this Act and the matters provided for in the articles of incorporation.

(社員総会の決議)

(Resolutions of a General Meeting)

第三十七条の三 社員総会の決議は、この法律又は定款に別段の定めがある場合を除き、総社員の半数以上が出席し、出席した当該社員の議決権の過半数をもって行う。

Article 37-3 (1) Unless otherwise provided for in this Act or the articles of incorporation, a resolution of the general meeting is adopted by the majority vote of the attending members at a session where at least half of the members are present.

2 社員総会は、第四十一条第一項において準用する会社法第二百九十八条第一項第二号に掲げる事項以外の事項については、決議をすることができない。ただし、第四十一条第一項において準用する同法第三百十六条第一項若しくは第二項に規定する者の

選任又は第五十三条の二十三において準用する同法第三百九十八条第二項の会計監査人の出席を求めることについては、この限りでない。

(2) A general meeting may not adopt a resolution on any other matter than matters listed in Article 298, paragraph (1), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1); provided, however, that this does not apply to a request for the appointment of a person set forth in Article 316, paragraphs (1) or (2) of that Act as applied mutatis mutandis pursuant to Article 41, paragraph (1), or for the attendance of the financial auditor set forth in Article 398, paragraph (2) of that Act as applied mutatis mutandis pursuant to Article 53-23.

(社員総会招集請求権)

(Right to Demand the Convocation of the General Meeting)

第三十八条 社員総数の千分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員又は三千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（少額短期保険業者である相互会社のうち政令で定めるもの（以下「特定相互会社」という。）にあつては、政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続き社員である者は、取締役に対し、社員総会の目的である事項（社員総会において決議をすることができる事項に限る。以下この目において同じ。）及び招集の理由を示して、社員総会の招集を請求することができる。

Article 38 (1) Members having consecutively for the preceding six months or more (or, if shorter period is prescribed in the articles of incorporation, such period) not less than three thousandths (or if lesser proportion is prescribed in the articles of incorporation, such proportion) of the total membership, or three thousand (or if smaller number is prescribed in the articles of incorporation) or more members of a Mutual Company (or, in mutual Small Amount and Short Term Insurance Companies specified by Cabinet Order (hereinafter referred to as a "Specified Mutual Company"), members equal to or exceeding the number specified by Cabinet Order), who have been members of the Mutual Company may, by showing matters which are a purpose for a general meeting (limited to matters on which the general meeting may adopt a resolution; hereinafter the same applies in this Division) and the reason for convocation, demand that the directors call a general meeting.

2 次に掲げる場合には、前項の規定による請求をした社員は、裁判所の許可を得て、社員総会を招集することができる。

(2) In the following cases, members who have made a demand pursuant to the provisions of the preceding paragraph may call a general meeting with the permission of the court:

一 前項の規定による請求の後遅滞なく招集の手続が行われない場合

(i) if the convocation procedures are not effected without delay after the

demand pursuant to the provisions of the preceding paragraph; or

二 前項の規定による請求があった日から八週間（これを下回る期間を定款で定めた場合にあつては、その期間）以内の日を社員総会の日とする社員総会の招集の通知が発せられない場合

(ii) if the notice for the convocation of the general meeting which designates, as the date of the general meeting, a date falling within the period of eight weeks (or if any period less than that is provided for in the articles of incorporation, such period) from the day of a demand pursuant to the provisions of the preceding paragraph, is not given.

3 会社法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十一条（理由の付記）、第八百七十四条（第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、前項の場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 871 (Appending of Reasons), Article 874 (limited to the segment pertaining to item (iv)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（提案権）

(Right to Submit Proposals)

第三十九条 社員総数の千分の一（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員又は千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（特定相互会社にあつては、政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続き社員である者は、取締役に対し、一定の事項（社員総会において決議をすることができる事項に限る。）を社員総会の目的とすることを請求することができる。この場合において、その請求は、社員総会の日から八週間（これを下回る期間を定款で定めた場合にあつては、その期間）前までにしなければならない。

Article 39 (1) Members having consecutively for the preceding six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period) no less than one thousandth (or if lesser proportion is prescribed in the articles of incorporation, such proportion) of the total membership, or one thousand (or in case where a smaller number is prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number prescribed by Cabinet Order), who have been members of the Mutual Company, may demand

that the directors include certain items (limited to matters on which the general meeting may adopt a resolution) in the agenda for a general meeting. In this case, the demand must be submitted no later than eight weeks (or any shorter period prescribed by the articles of incorporation) prior to the date of the general meeting.

2 社員は、社員総会において、社員総会の目的である事項につき議案を提出することができる。ただし、当該議案が法令若しくは定款に違反する場合又は実質的に同一の議案につき社員総会において総社員の議決権の十分の一（これを下回る割合を定款で定めた場合にあつては、その割合）以上の賛成を得られなかった日から三年を経過していない場合は、この限りでない。

(2) A member may submit a proposal at a general meeting with respect to any agenda item for the meeting; provided, however, that this does not apply to cases where the proposal is in violation of any applicable law or regulation, the articles of incorporation, or where three years have not elapsed since the day on which an essentially identical proposal was not approved by at least one tenth (1/10) of the votes of the members (or any smaller proportion prescribed by the articles of incorporation) of the general meeting.

3 社員総数の千分の一（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員又は千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（特定相互会社にあつては、第一項に規定する政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続いて社員である者は、取締役に対し、社員総会の日の八週間（これを下回る期間を定款で定めた場合にあつては、その期間）前までに、社員総会の目的である事項につき当該社員が提出しようとする議案の要領を通知すること（第四十一条第一項において準用する会社法第二百九十九条第二項（各号を除く。）又は第三項の通知をする場合にあつては、その通知に記載し、又は記録すること）を請求することができる。ただし、当該議案が法令若しくは定款に違反する場合又は実質的に同一の議案につき社員総会において総社員の議決権の十分の一（これを下回る割合を定款で定めた場合にあつては、その割合）以上の賛成を得られなかった日から三年を経過していない場合は、この限りでない。

(3) Members representing at least one thousandth (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or one thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in paragraph (1)), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation), may demand the directors that, no later than eight weeks (or any shorter period prescribed by the articles of incorporation) prior to the date of the general meeting, members be notified of the outline of any proposal to be submitted by the relevant member with respect to an

agenda item of the meeting (or, where a notice is to be given under Article 299, paragraph (2) (excluding the items (i) and (ii)) or (3) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1), such outline be described in, or recorded on, that notice); provided, however, that this does not apply to the cases where the proposal is in violation of any applicable law or regulation or the articles of incorporation, or where three years have not elapsed since the day on which an essentially identical proposal was not approved by at least one tenth of the membership (or any smaller proportion prescribed by the articles of incorporation) in the general meeting.

(社員総会検査役選任請求権)

(Right to Demand the Election of Inspector for a General Meeting)

第四十条 相互会社又は社員総数の千分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上に相当する数の社員若しくは千名（これを下回る数を定款で定めた場合にあっては、その数）以上の社員（特定相互会社にあつては、前条第一項に規定する政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続いて社員である者は、社員総会に係る招集の手續及び決議の方法を調査させるため、当該社員総会に先立ち、裁判所に対し、検査役の選任の申立てをすることができる。

Article 40 (1) A Mutual Company or members representing at least one thousandth (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or one thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in paragraph (1) of the preceding Article), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation), may file a petition with the court, prior to a session of the general meeting, for the election of an inspector to be retained to investigate the convocation procedures and method of resolution of the general meeting.

2 会社法第三百六条第三項から第七項まで（株主総会の招集手續等に関する検査役の選任）及び第三百七条（裁判所による株主総会招集等の決定）の規定は、前項の場合について準用する。この場合において、同法第三百六条第三項中「前二項」とあるのは「保険業法第四十条第一項」と、同条第四項及び第七項中「株式会社」とあるのは「相互会社」と、同法第三百七条中「株主総会」とあるのは「社員総会」と、同条第一項第二号中「株主」とあるのは「社員」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 306, paragraphs (3) to (7) (Election of Inspector on Calling Procedures of Shareholders' Meeting) and Article 307 (Determination by The Court of the Calling of Shareholders' Meeting) of the Companies Act

apply mutatis mutandis to the preceding paragraph. In this case, the term "preceding two paragraphs" in Article 306, paragraph (3) of that Act is deemed to be replaced with "Article 40, paragraph (1) of the Insurance Business Act"; the term "Stock Company" in Article 306, paragraphs (4) and (7) is deemed to be replaced with "Mutual Company"; the term "shareholders' meeting" in Article 307 of that Act is deemed to be replaced with "general meeting"; and the term "shareholders" in Article 307, paragraph (1), item (ii) of that Act is deemed to be replaced with "members"; any other necessary technical replacement of terms is specified by Cabinet Order.

3 会社法第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、前二項の場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of Reasons), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the preceding two paragraphs. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（会社法の準用）

（Mutatis Mutandis Application of the Companies Act）

第四十一条 会社法第二百九十六条（株主総会の招集）、第二百九十八条（第二項ただし書及び第三項を除く。）（株主総会の招集の決定）、第二百九十九条（第二項各号を除く。）（株主総会の招集の通知）、第三百条から第三百二条まで（招集手続の省略、株主総会参考書類及び議決権行使書面の交付等）、第三百十条から第三百十二条まで（議決権の代理行使、書面による議決権の行使、電磁的方法による議決権の行使）、第三百十四条から第三百七条まで（取締役等の説明義務、議長の権限、株主総会に提出された資料等の調査、延期又は続行の決議）、第三百十八条（第五項を除く。）（議事録）、第三百十九条（第四項を除く。）（株主総会の決議の省略）及び第三百二十条（株主総会への報告の省略）の規定は、相互会社の社員総会について準用する。この場合において、これらの規定中「株式会社」とあり、及び「取締役会設置会社」とあるのは「相互会社」と、「株主」とあるのは「社員」と、「本店」とあるのは「主たる事務所」と、「営業時間」とあるのは「事業時間」と、同法第二百九十六条第一項中「定時株主総会」とあるのは「定時社員総会」と、同条第三項中「次

条第四項」とあり、並びに同法第二百九十八条第一項及び第四項中「前条第四項」とあるのは「保険業法第三十八条第二項又は第五十条第二項」と、同条第二項中「(株主総会において決議をすることができる事項の全部につき議決権を行使することができない株主を除く。次条から第三百二条までにおいて同じ。)の数」とあるのは「の数」と、同法第二百九十九条第一項中「二週間(前条第一項第三号又は第四号に掲げる事項を定めたときを除き、公開会社でない株式会社にあつては、一週間(当該株式会社が取締役会設置会社以外の株式会社である場合において、これを下回る期間を定款で定めた場合にあつては、その期間))」とあるのは「二週間」と、同条第二項中「次に掲げる場合には、前項」とあるのは「前項」と、同法第三百一条及び第三百二条中「株主総会参考書類」とあるのは「社員総会参考書類」と、同法第三百十条第七項中「株主(前項の株主総会において決議をした事項の全部につき議決権を行使することができない株主を除く。次条第四項及び第三百十二条第五項において同じ。)」とあるのは「社員」と、同法第三百十六条第二項中「第二百九十七条」とあるのは「保険業法第三十八条」と、同法第三百十八条第三項中「支店」とあるのは「従たる事務所」と、同法第三百十九条第一項中「株主(当該事項について議決権を行使することができるものに限る。)の全員」とあるのは「社員の全員」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 41 (1) The provisions of Article 296 (Convocation of Shareholders' Meetings), Article 298 (excluding the proviso to paragraphs (2) and (3)) (Determination to Convoke a Shareholders' Meeting), Article 299 (excluding items of paragraph (2)) (Notice of Convocation for a Shareholders' Meeting), Articles 300 to 302 (Omission of Convocation Procedures, Delivery of Voting Forms and Reference Documents for a Shareholders' Meeting), Articles 310 to 312 (Proxy Voting, Voting in Writing, Voting by Electronic or Magnetic Means), Articles 314 to 317 (Accountability of Directors, etc., Authority of Chairperson, Investigation of Materials Submitted to the Shareholders' Meeting, Resolution for Postponement or Adjournment), Article 318 (excluding paragraph (5)) (Minutes), Article 319 (excluding paragraph (4)) (Omission of Resolution of Shareholders' Meetings) and Article 320 (Omission of Reports to Shareholders' Meetings) of the Companies Act apply mutatis mutandis to the general meeting of a Mutual Company. In this case, the terms "Stock Company" and "company with board of directors" in those provisions are deemed to be replaced with "Mutual Company"; the term "head office" in those provisions are deemed to be replaced with "principal office"; the term "operating hours" in those provisions is deemed to be replaced with "business hours"; the term "Annual shareholders' meeting" in Article 296, paragraph (1) of that Act is deemed to be replaced with "Annual general meeting"; the term "paragraph (4) of the following Article" in Article 296, paragraph (3), and the term "paragraph (4) of the preceding Article" in Article 298, paragraphs (1) and (4) of that Act are deemed to be replaced with "Article 38, paragraph (2) and Article 50, paragraph (2) of the Insurance Business Act"; the term "(excluding shareholders who may not

exercise their voting rights on all matters which may be resolved at a shareholders' meetings. The same applies in the following Article to Article 302)" in Article 298, paragraph (2) is deemed to be deleted; the term "two weeks (or one week if the Stock Company is not a Public Company, except if the particulars listed in paragraph (1), item (iii) or (iv) of the preceding Article are decided, (or if a shorter period of time is provided for in the articles of incorporation if the Stock Company is a Stock Company other than the Company with Board of Directors, such shorter period of time))" in Article 299, paragraph (1) of that Act is deemed to be replaced with "two weeks"; the term "in the following cases" in Article 299, paragraph (2) is deemed to be deleted; the term "Reference Documents for a Shareholders' Meeting" in Articles 301 and 302 of that Act is deemed to be replaced with "reference documents for a general meeting"; the term "shareholders (excluding the shareholders who may not exercise their voting rights on all matters which may be resolved at the shareholders' meeting under the preceding paragraph. The same applies hereinafter in paragraph (4) of the following Article and in Article 312, paragraph (5))" in Article 310, paragraph (7) of that Act is deemed to be replaced with "members"; the term "Article 297" in Article 316, paragraph (2) of that Act is deemed to be replaced with "Article 38 of the Insurance Business Act"; the term "branch offices" in Article 318, paragraph (3) of that Act is deemed to be replaced with "secondary offices"; and the term "all shareholders (limited to those who may exercise their voting rights with respect to such matter)" in Article 319, paragraph (1) of that Act is deemed to be replaced with "all members"; any other necessary technical replacement of terms is specified by Cabinet Order.

- 2 会社法第八百三十条（株主総会等の決議の不存在又は無効の確認の訴え）、第八百三十一条（株主総会等の決議の取消しの訴え）、第八百三十四条（第十六号及び第十七号に係る部分に限る。）（被告）、第八百三十五条第一項（訴えの管轄）、第八百三十六條第一項及び第三項（担保提供命令）、第八百三十七条（弁論等の必要的併合）、第八百三十八条（認容判決の効力が及ぶ者の範囲）、第八百四十六条（原告が敗訴した場合の損害賠償責任）並びに第九百三十七条第一項（第一号トに係る部分に限る。）（裁判による登記の嘱託）の規定は、相互会社の社員総会の決議の不存在若しくは無効の確認又は取消しの訴えについて準用する。この場合において、同法第八百三十一条第一項中「株主等（当該各号の株主総会等が創立総会又は種類創立総会である場合にあつては、株主等、設立時株主、設立時取締役又は設立時監査役）」とあるのは「相互会社の社員、取締役、監査役又は清算人（監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては、社員、取締役、執行役又は清算人）」と、「株主（当該決議が創立総会の決議である場合にあつては、設立時株主）又は取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役。以下この項において同じ。）」、監査役若しくは清算人（当該決議が株主総会又は種類株主総会の決議である場合にあつては第三百四十六条第一

項（第四百七十九条第四項において準用する場合を含む。）の規定により取締役、監査役又は清算人としての権利義務を有する者を含み、当該決議が創立総会又は種類創立総会の決議である場合にあつては設立時取締役（設立しようとする株式会社が監査等委員会設置会社である場合にあつては、設立時監査等委員である設立時取締役又はそれ以外の取締役）又は設立時監査役を含む。）とあるのは「社員又は取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役。以下この項において同じ。）、監査役若しくは清算人（保険業法第五十三条の十二第一項（同法第一百八十条の五第四項において準用する場合を含む。）の規定により取締役、監査役又は清算人としての権利義務を有する者を含む。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 830 (Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution of a Shareholders' Meeting, etc.), Article 831 (Action to Revoke a Resolution of a Shareholders' Meeting, etc.), Article 834 (limited to the segment pertaining to items (xvi) and (xvii)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Article 836, paragraphs (1) and (3) (Order to Provide Security), Article 837 (Mandatory Consolidation of Oral Arguments, etc.), Article 838 (Persons Affected by a Judgment Being Upheld), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (g)) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of the general meeting of a Mutual Company and to an action to rescind a resolution of the general meeting of a Mutual Company. In this case, the term "a Shareholder, etc. (or, if the Shareholders' Meeting, etc. set forth in each such item is an Organizational Meeting or a Class Organizational Meeting, a Shareholder, etc., a Shareholder at Incorporation, a Director at Incorporation or a Company Auditor at Incorporation)" in Article 831, paragraph (1) of that Act is deemed to be replaced with "members, directors, company auditors or liquidators of a Mutual Company (members, directors or liquidator, in the case of a company with Audit and Supervisory Committee, or members, directors, executive officers or liquidators, in the case of a Company with Nominating Committee, etc.)"; and the term "a shareholder (or, if the relevant resolution is the resolution of an Organizational Meeting, Shareholders at Incorporation) or director (or, in cases of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors; the same applies hereinafter in this paragraph), company auditor or liquidator pursuant to the provisions of Article 346 (1) (including cases where it is applied mutatis mutandis pursuant to Article 479 (4)), and if such resolution is the resolution of an Organizational Meeting or Class Organizational Meeting, it is to include a Director at Incorporation (if a Stock

Company to be incorporated is a Company with Audit and Supervisory Committee, Directors at Incorporation who are Audit and Supervisory Committee Members at Incorporation or other Directors at Incorporation) or a Company Auditor at Incorporation)" in Article 831, paragraph (1) of that Act is deemed to be replaced with "members or directors (or, in the case of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors; hereinafter the same applies in this paragraph), company auditors or liquidators (including a person who assumes the rights and obligations of a director, company auditor or liquidator pursuant to the provisions of Article 53-12, paragraph (1) of the Insurance Business Act (including the cases where it is applied mutatis mutandis pursuant to Article 180-5, paragraph (4) of that Act)"; any other necessary technical replacement of terms is specified by Cabinet Order.

第二目 総代会

Division 2 Member Representatives Meeting

(総代会の設置及び総代の任期等)

(Establishment of a Member Representatives Meeting and Representative Members' Terms of Office)

第四十二条 相互会社は、定款で定めるところにより、社員総会に代わるべき機関として、社員のうちから選出された総代により構成される機関（以下「総代会」という。）を設けることができる。

Article 42 (1) A Mutual Company may, pursuant to the provisions of its articles of incorporation, establish an administrative organ composed of the representative members elected from among its members (hereinafter referred to as "Member Representatives Meeting"), in lieu of a general meeting.

2 前項の定款には、総代の定数、任期、選出の方法その他の内閣府令で定める事項を定めなければならない。

(2) The articles of incorporation set forth in the preceding paragraph must specify the particulars prescribed by Cabinet Office Order, such as the number, term of office, and method of election of representative members.

3 総代の任期は、四年を超えることはできない。

(3) The term of office of a representative member must not exceed four years.

(総代の議決権)

(Voting Rights of Representative Members)

第四十三条 総代は、総代会において、各々一個の議決権を有する。

Article 43 Each representative member is entitled to one vote at Member Representatives Meetings.

(総代会の権限)

(Authority of the Member Representatives Meeting)

第四十三条の二 総代会は、この法律に規定する事項及び定款に定めた事項に限り、決議をすることができる。

Article 43-2 (1) The Member Representatives Meeting may resolve only the matters provided for in this Act and the matters provided for in the articles of incorporation.

2 この法律の規定により社員総会（総代会を設けているときは、総代会）の決議を必要とする事項について、取締役、執行役、取締役会その他の社員総会及び総代会以外の機関が決定することができることを内容とする定款の定めは、その効力を有しない。

(2) Any provisions in the articles of incorporation to the effect that the directors, executive officers, board of directors or any other organ than the general meeting or Member Representatives Meeting may decide on a matter which requires a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting) pursuant to the provisions of this Act are null and void.

(総代会の決議の方法等)

(Method of Adopting Resolutions of the Member Representatives Meeting)

第四十四条 総代会の議事は、この法律又は定款に別段の定めがある場合を除き、総代の半数以上が出席し、出席した者の議決権の過半数で決する。ただし、総代会に出席を必要とする総代の数は、定款の定めによっても総代の総数の三分の一未満とすることはできない。

Article 44 (1) Unless otherwise provided for in this Act or the articles of incorporation, a resolution at a Member Representatives Meeting is adopted by the majority vote of the attending representative members at a session where at least half of the representative members are present; provided, however, that the number of the general representatives required to attend the Member Representatives Meeting is not to be less than one-third of the total number of general representatives, notwithstanding the provisions of the articles of incorporation.

2 総代会は、第四十九条第一項において準用する会社法第二百九十八条第一項第二号に掲げる事項以外の事項については、決議をすることができない。ただし、第四十九条第一項において準用する同法第三百十六条第一項若しくは第二項に規定する者の選任又は第五十三条の二十三において準用する同法第二百九十八条第二項の会計監査人の出席を求めることについては、この限りでない。

(2) The Member Representatives Meeting may not adopt a resolution on any other matter than matters listed in Article 298, paragraph (1), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 49, paragraph (1); provided, however, that this does not apply to electing the person set forth in Article 316, paragraphs (1) or (2) of that Act as applied mutatis mutandis

pursuant to Article 49, paragraph (1), or to requiring the attendance of financial auditor under Article 398, paragraph (2) of that Act as applied mutatis mutandis pursuant to Article 53-23.

(議決権の代理行使)

(Proxy Voting)

第四十四条の二 総代は、定款に定めがある場合には、代理人によってその議決権を行使することができる。この場合において、代理人は一人に限るものとし、かつ、当該総代又は代理人は、当該代理権を証する書面を相互会社に提出しなければならない。

Article 44-2 (1) A representative member, may exercise their voting right by proxy where the articles of incorporation include any provisions to that effect. In this case, such representative member is to designate only one proxy, and the representative member or proxy must submit to the Mutual Company a document certifying the authority of proxy.

2 前項の代理人となることができる者は、総代に限る。

(2) Any proxy under the preceding paragraph is a representative member.

3 会社法第三百十条（第一項及び第五項を除く。）（議決権の代理行使）の規定は、第一項の場合について準用する。この場合において、同条第二項中「前項」とあり、及び同条第三項中「第一項」とあるのは「保険業法第四十四条の二第一項」と、同条第三項、第四項、第六項及び第七項中「株式会社」とあるのは「相互会社」と、同条第四項中「第二百九十九条第三項」とあるのは「保険業法第四十九条第一項において準用する第二百九十九条第三項」と、同条第七項中「株主（前項の株主総会において決議をした事項の全部につき議決権を行使することができない株主を除く。次条第四項及び第三百十二条第五項において同じ。）」とあるのは「社員」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 310 (excluding paragraphs (1) and (5)) (Proxy Voting) of the Companies Act apply mutatis mutandis to paragraph (1). In this case, the term "preceding paragraph" in paragraph (2) of that Article and the term "paragraph (1)" in paragraph (3) of that Article is deemed to be replaced with "Article 44-2, paragraph (1) of the Insurance Business Act"; the term "Stock Company" in Article 310, paragraphs (3), (4), (6) and (7) is deemed to be replaced with "Mutual Company"; the term "Article 299, paragraph (3)" in Article 310, paragraph (4) is deemed to be replaced with "Article 299, paragraph (3) as applied mutatis mutandis pursuant to Article 49, paragraph (1) of the Insurance Business Act"; and the term "shareholders (excluding the shareholders who may not exercise their voting rights on all matters which may be resolved at the shareholders' meeting under the preceding paragraph. The same applies in paragraph (4) of the following Article and in Article 312, paragraph (5))" in Article 310, paragraph (7) is deemed to be replaced with "members"; any other necessary technical replacement of terms is specified by Cabinet Order.

(総代会招集請求権)

(Right to Demand Convocation of a Member Representatives Meeting)

第四十五条 社員総数の千分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員若しくは三千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（特定相互会社にあつては、第三十八条第一項に規定する政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続いて社員である者又は九名（これを下回る数を定款で定めた場合にあつては、その数）以上の総代は、取締役に対し、総代会の目的である事項（総代会において決議をすることができる事項に限る。以下この目において同じ。）及び招集の理由を示して、総代会の招集を請求することができる。

Article 45 (1) Members representing at least three thousandths (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or three thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 38, paragraph (1)), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation), or nine (or any smaller number prescribed by the articles of incorporation) or more representative members may demand the directors to convene a Member Representatives Meeting by indicating the proposed agenda for the meeting (limited to matters on which the Member Representatives Meeting may adopt a resolution; hereinafter the same applies in this Division) and the reason for the convocation.

2 次に掲げる場合には、前項の規定による請求をした社員又は総代は、裁判所の許可を得て、総代会を招集することができる。

(2) In the following cases, a member or a representative member who made a demand pursuant to the provisions of the preceding paragraph may convene the Member Representatives Meeting with the permission of the court:

一 前項の規定による請求の後遅滞なく招集の手続が行われない場合

(i) where the convening procedure is not effected without delay after a demand pursuant to the provisions of the preceding paragraph; or

二 前項の規定による請求があつた日から八週間（これを下回る期間を定款で定めた場合にあつては、その期間）以内の日を総代会の日とする総代会の招集の通知が発せられない場合

(ii) where a notice for the convocation of a Member Representatives Meeting which designates, as the date of the Member Representatives Meeting, a date falling within the period of eight weeks (or any shorter period prescribed by the articles of incorporation) from the day of a demand pursuant to the provisions of the preceding paragraph is not given.

3 会社法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十一条（理由の付記）、第八百七十四条（第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、前項の場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 871 (Appending of the Reason), Article 874 (limited to the segment pertaining to item (iv)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（提案権）

(Right to Submit Proposals)

第四十六条 社員総数の千分の一（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員若しくは千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（特定相互会社にあつては、第三十九条第一項に規定する政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続いて社員である者又は三名（これを下回る数を定款で定めた場合にあつては、その数）以上の総代は、取締役に対し、一定の事項（総代会において決議をすることができる事項に限る。）を総代会の目的とすることを請求することができる。この場合において、その請求は、総代会の日の八週間（これを下回る期間を定款で定めた場合にあつては、その期間）前までにしなければならない。

Article 46 (1) Members representing at least one thousandth (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or one thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 39, paragraph (1)), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation), or three (or any smaller number prescribed by the articles of incorporation) or more representative members may demand the directors to include certain items (limited to matters on which the Member Representatives Meeting may adopt a resolution) in the agenda for the Member Representatives Meeting. In this case, the demand must be submitted no later than eight weeks (or any shorter period prescribed by the articles of incorporation) prior to the date of the Member Representatives Meeting.

2 総代は、総代会において、総代会の目的である事項につき議案を提出することができる。ただし、当該議案が法令若しくは定款に違反する場合又は実質的に同一の議案につき総代会において全総代の議決権の十分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上の賛成を得られなかった日から三年を経過していない場合は、この限りでない。

(2) Representative members may submit a proposal at a Member Representatives Meeting with respect to any agenda item for the meeting; provided, however, that this does not apply to cases where the proposal is in violation of any applicable law or regulation or the articles of incorporation, or where three years have not elapsed since the day on which an essentially identical proposal was not approved at a Member Representatives Meeting by at least one tenth of the representative members (or any smaller proportion prescribed by the articles of incorporation).

3 社員総数の千分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上に相当する数の社員若しくは千名（これを下回る数を定款で定めた場合にあっては、その数）以上の社員（特定相互会社にあつては、第三十九条第一項に規定する政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続いて社員である者又は三名（これを下回る数を定款で定めた場合にあっては、その数）以上の総代は、取締役に対し、総代会の日の八週間（これを下回る期間を定款で定めた場合にあっては、その期間）前までに、総代会の目的である事項につき議案の要領を通知すること（第四十九条第一項において準用する会社法第二百九十九条第二項（各号を除く。）又は第三項の通知をする場合にあっては、その通知に記載し、又は記録すること）を請求することができる。ただし、当該議案が法令若しくは定款に違反する場合又は実質的に同一の議案につき総代会において全総代の議決権の十分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上の賛成を得られなかった日から三年を経過していない場合は、この限りでない。

(3) Members representing at least one thousandth (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or one thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 39, paragraph (1)), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation), or three (or any smaller number prescribed by the articles of incorporation) or more representative members may demand the directors that, no later than eight weeks (or any shorter period prescribed by the articles of incorporation) prior to the date of the Member Representatives Meeting, members be notified of the outline of any proposal to be submitted with respect to an agenda item of the meeting (or, where a notice is to be given under Article 299, paragraph (2) (excluding the

items) or (3) of the Companies Act as applied mutatis mutandis pursuant to Article 49, paragraph (1), such outline be described in, or recorded on, that notice); provided, however, that this does not apply to the cases where the proposal is in violation of any applicable law or regulation or the articles of incorporation, or where three years have not elapsed since the day on which an essentially identical proposal was not approved at a Member Representatives Meeting by at least one tenth of the representative members (or any smaller proportion prescribed by the articles of incorporation).

(総代会検査役選任請求権)

(Right to Demand the Election of an Inspector for a Member Representatives Meeting)

第四十七条 相互会社、社員総数の千分の一（これを下回る割合を定款で定めた場合にあっては、その割合）以上に相当する数の社員若しくは千名（これを下回る数を定款で定めた場合にあっては、その数）以上の社員（特定相互会社にあつては、第三十九条第一項に規定する政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続いて社員である者又は三名（これを下回る数を定款で定めた場合にあっては、その数）以上の総代は、総代会に係る招集の手續及び決議の方法を調査させるため、当該総代会に先立ち、裁判所に対し、検査役の選任の申立てをすることができる。

Article 47 (1) A Mutual Company, members representing at least one thousandth (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or one thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 39, paragraph (1)), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation), or three (or any smaller number prescribed by the articles of incorporation) or more representative members may file a petition with the court, prior to the session of the Member Representatives Meeting, for the election of an inspector who is retained to investigate the convocation procedures and method of resolution related to such a meeting.

2 会社法第三百六条第三項から第七項まで（株主総会の招集手續等に関する検査役の選任）及び第三百七条（裁判所による株主総会招集等の決定）の規定は、前項の場合について準用する。この場合において、同法第三百六条第三項中「前二項」とあるのは「保険業法第四十七条第一項」と、同条第四項及び第七項中「株式会社」とあるのは「相互会社」と、同法第三百七条中「株主総会」とあるのは「総代会」と、同条第一項第二号中「株主」とあるのは「総代」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 306, paragraphs (3) to (7) (Election of an Inspector

for the Convocation Procedures of a Shareholders' Meeting) and Article 307 (Determination by the Court of the Calling of Shareholders' Meeting) of the Companies Act apply mutatis mutandis to the preceding paragraph. In this case, the term "preceding two paragraphs" in Article 306, paragraph (3) of that Act is deemed to be replaced with "Article 40, paragraph (1) of the Insurance Business Act"; the term "Stock Company" in Article 306, paragraphs (4) and (7) is deemed to be replaced with "Mutual Company"; the term "shareholders' meeting" in Article 307 of that Act is deemed to be replaced with "Member Representatives Meeting"; and the term "shareholders" in paragraph (1), item (ii) of that Article is deemed to be replaced with "representative members"; any other necessary technical replacement of terms is specified by Cabinet Order.

3 会社法第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、前二項の場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the preceding two paragraphs. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（総代会における参考書類及び議決権行使書面の交付等）

(Delivery of Reference Documents and Voting Forms for a Member Representatives Meeting)

第四十八条 取締役（第四十五条第二項の規定により社員又は総代が総代会を招集する場合にあっては、当該社員又は総代。以下この条において同じ。）は、次条第一項において読み替えて準用する会社法第二百九十九条第一項の通知に際して、内閣府令で定めるところにより、総代に対し、議決権の行使について参考となるべき事項を記載した書類を交付しなければならない。

Article 48 (1) The directors (or, where members or representative members convene the Member Representatives Meeting pursuant to the provisions of Article 45, paragraph (2), such members or representative members; hereinafter the same applies in this Article), when dispatching a notice under Article 299, paragraph (1) of the Companies Act as applied mutatis mutandis

pursuant to paragraph (1) of the following Article following the deemed replacement of terms, must give the representative members documents detailing particulars of reference with regard to the exercise of voting rights pursuant to the provisions of Cabinet Office Order.

2 取締役は、次条第一項において読み替えて準用する会社法第二百九十九条第三項の承諾をした総代に対し同項の電磁的方法による通知を発するときは、前項の規定による交付に代えて、その書類に記載すべき事項を電磁的方法により提供することができる。ただし、総代の請求があったときは、その書類を当該総代に交付しなければならない。

(2) If the directors dispatch notices by electronic or magnetic means referred to in Article 299, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to paragraph (1) of the following Article following the deemed replacement of terms to the representative members who have given consent under the same paragraph, the directors may, in lieu of giving the documents pursuant to the provisions of the preceding paragraph, provide the particulars that are required to be included in such documents by electronic or magnetic means; provided, however, that if requested by any representative member, they must give these documents to such representative member.

3 取締役は、次条第一項において読み替えて準用する会社法第二百九十八条第一項第三号に掲げる事項を定めた場合には、次条第一項において読み替えて準用する同法第二百九十九条第一項の通知に際して、内閣府令で定めるところにより、総代に対し、総代が議決権を行使するための書面（以下この条において「議決権行使書面」という。）を交付しなければならない。

(3) Where the matters listed in Article 298, paragraph (1), item (iii) of the Companies Act as applied mutatis mutandis pursuant to paragraph (1) of the following Article following the deemed replacement of terms are decided, the directors, when giving a notice under Article 299, paragraph (1) of that Act as applied mutatis mutandis pursuant to paragraph (1) of the following Article following the deemed replacement of terms, must provide the representative members with documents to be used by the representative members to exercise their voting rights (hereinafter referred to as "Voting Forms" in this Article) pursuant to the provisions of Cabinet Office Order.

4 取締役は、次条第一項において読み替えて準用する会社法第二百九十九条第三項の承諾をした総代に対し同項の電磁的方法による通知を発するときは、前項の規定による交付に代えて、その議決権行使書面に記載すべき事項を電磁的方法により提供することができる。ただし、総代の請求があったときは、その議決権行使書面を当該総代に交付しなければならない。

(4) If the directors give a notice by electronic or magnetic means referred to in Article 299, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to paragraph (1) of the following Article following the deemed replacement of terms to the representative members who have given consent

under the same paragraph, the directors may, in lieu of giving out Voting Forms pursuant to the provisions of the preceding paragraph, provide the particulars that are required to be included in such documents by electronic or magnetic means; provided, however, that if requested by any representative member, the directors must give their voting form to such representative member.

5 取締役は、次条第一項において読み替えて準用する会社法第二百九十八条第一項第四号に掲げる事項を定めた場合には、次条第一項において準用する同法第二百九十九条第三項の承諾をした総代に対する同項の電磁的方法による通知に際して、内閣府令で定めるところにより、総代に対し、その議決権行使書面に記載すべき事項を当該電磁的方法により提供しなければならない。

(5) Where the matters listed in Article 298, paragraph (1), item (iv) of the Companies Act as applied mutatis mutandis pursuant to paragraph (1) of the following Article following the deemed replacement of terms are decided, the directors, when giving a notice to the representative members who have given consent under Article 299, paragraph (3) of the Companies Act by electronic or magnetic means referred to in the same paragraph, must provide the representative members with the particulars that are required to be included in the Voting Forms by such electronic or magnetic means pursuant to the provisions of Cabinet Office Order.

6 取締役は、前項に規定する場合において、次条第一項において読み替えて準用する会社法第二百九十九条第三項の承諾をしていない総代から総代会の日の一週間前までに議決権行使書面に記載すべき事項の電磁的方法による提供の請求があったときは、内閣府令で定めるところにより、直ちに、当該総代に対し、当該事項を電磁的方法により提供しなければならない。

(6) In the cases prescribed in the preceding paragraph, if any representative member who has not given consent under Article 299, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to paragraph (1) of the following Article following the deemed replacement of terms requests, no later than one week prior to the date of the Member Representatives Meeting, to be provided the particulars that are required to be included in the Voting Forms by electronic or magnetic means, the directors must immediately, provide such particulars to such representative member by electronic or magnetic means pursuant to the provisions of Cabinet Office Order.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第四十九条 会社法第二百九十六条（株主総会の招集）、第二百九十八条（第二項及び第三項を除く。）（株主総会の招集の決定）、第二百九十九条（第二項各号を除く。）（株主総会の招集の通知）、第三百条（招集手続の省略）、第三百十一条（書面による議決権の行使）、第三百十二条（電磁的方法による議決権の行使）、第三百

十四条から第三百十七条まで（取締役等の説明義務、議長の権限、株主総会に提出された資料等の調査、延期又は続行の決議）及び第三百十八条（第五項を除く。）（議事録）の規定は、相互会社の総代会について準用する。この場合において、これらの規定中「株式会社」とあり、及び「取締役会設置会社」とあるのは「相互会社」と、「本店」とあるのは「主たる事務所」と、「営業時間」とあるのは「事業時間」と、これらの規定（同法第二百九十八条第一項（各号を除く。）及び第四項、第三百十一条第四項、第三百十二条第五項、第三百十四条並びに第三百十八条第四項を除く。）中「株主」とあるのは「総代」と、同法第二百九十六条第一項中「定時株主総会」とあるのは「定時総代会」と、同条第三項中「次条第四項」とあるのは「保険業法第四十五条第二項」と、同法第二百九十八条第一項（各号を除く。）及び第四項中「前条第四項」とあるのは「保険業法第四十五条第二項」と、「株主」とあるのは「社員又は総代」と、同法第二百九十九条第一項中「二週間（前条第一項第三号又は第四号に掲げる事項を定めたときを除き、公開会社でない株式会社にあつては、一週間（当該株式会社が取締役会設置会社以外の株式会社である場合において、これを下回る期間を定款で定めた場合にあつては、その期間））」とあるのは「二週間」と、同条第二項中「次に掲げる場合には、前項」とあるのは「前項」と、同法第三百十一条第四項及び第三百十二条第五項中「株主」とあるのは「社員」と、同法第三百十四条中「株主から」とあるのは「総代から」と、「株主の共同」とあるのは「社員の共同」と、同法第三百十六条第二項中「第二百九十七条」とあるのは「保険業法第四十五条」と、同法第三百十八条第三項中「支店」とあるのは「従たる事務所」と、同条第四項中「株主」とあるのは「社員」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 49 (1) The provisions of Article 296 (Convocation of Shareholders' Meetings), Article 298 (excluding paragraphs (2) and (3)) (Determination to Convoke a Shareholders' Meeting), Article 299 (excluding paragraph (2), items (i) and (ii)) (Notice of Calling of Shareholders' Meetings), Article 300 (Omission of Calling Procedures), Article 311 (Voting in Writing), Article 312 (Voting by Electronic or Magnetic Method), Articles 314 to 317 (Accountability of Directors, etc., Authority of Chairperson, Investigation of Materials Submitted to a Shareholders' Meeting, Resolution for Postponement or Adjournment) and Article 318 (excluding paragraph (5)) (Minutes) of the Companies Act apply *mutatis mutandis* to the Member Representatives Meeting. In this case, the terms "Stock Company" and "company with board of directors" in those provisions are deemed to be replaced with "Mutual Company"; the term "head office" in those provisions is deemed to be replaced with "principal office"; the term "operating hours" in those provisions is deemed to be replaced with "business hours"; the term "shareholder" in those provisions (excluding Article 298, paragraph (1) (excluding items), Article 298, paragraph (4), Article 311, paragraph (4), Article 312, paragraph (5), Article 314 and Article 318, paragraph (4)) is deemed to be replaced with "representative member"; the term "Annual shareholders' meeting" in Article 296, paragraph (1) of that Act

is deemed to be replaced with "Annual Member Representatives Meeting"; the term "paragraph (4) of the following Article" in Article 296, paragraph (3) is deemed to be replaced with "Article 45, paragraph (2) of the Insurance Business Act"; the terms "paragraph (4) of the preceding Article" and "shareholder" in Article 298, paragraph (1) (excluding the items) and Article 298, paragraph (4) of that Act are deemed to be replaced with "Article 45, paragraph (2) of the Insurance Business Act" and "member or representative member", respectively; the term "two weeks (or one week if the Stock Company is not a Public Company, except if the particulars listed in items (iii) and (iv), paragraph (1) of the preceding Article are decided, (or if a shorter period of time is provided for in the articles of incorporation if the Stock Company is a Stock Company other than the Company with Board of Directors, such shorter period of time))" in Article 299, paragraph (1) of that Act is deemed to be replaced with "two weeks"; the term "in the following cases" in Article 299, paragraph (2) is deemed to be deleted; the term "shareholders" in Article 311, paragraph (4) and Article 312, paragraph (5) of that Act is deemed to be replaced with "members"; the terms "by the shareholders" and "common interest of the shareholders" in Article 314 of that Act are deemed to be replaced with "by the representative members" and "common interest of the representative members", respectively; the term "Article 297" in Article 316, paragraph (2) of that Act is deemed to be replaced with "Article 45 of the Insurance Business Act"; the term "branch offices" in Article 318, paragraph (3) of that Act is deemed to be replaced with "secondary offices"; and the term "shareholders" in Article 318, paragraph (4) of that Act is deemed to be replaced with "members"; any other necessary technical replacement of terms is specified by Cabinet Order.

- 2 会社法第八百三十条（株主総会等の決議の不存在又は無効の確認の訴え）、第八百三十一条（株主総会等の決議の取消しの訴え）、第八百三十四条（第十六号及び第十七号に係る部分に限る。）（被告）、第八百三十五条第一項（訴えの管轄）、第八百三十六条第一項及び第三項（担保提供命令）、第八百三十七条（弁論等の必要的併合）、第八百三十八条（認容判決の効力が及ぶ者の範囲）、第八百四十六条（原告が敗訴した場合の損害賠償責任）並びに第九百三十七条第一項（第一号トに係る部分に限る。）（裁判による登記の嘱託）の規定は、相互会社の総代会の決議の不存在若しくは無効の確認又は取消しの訴えについて準用する。この場合において、同法第八百三十一条第一項中「株主等（当該各号の株主総会等が創立総会又は種類創立総会である場合にあつては、株主等、設立時株主、設立時取締役又は設立時監査役）」とあるのは「相互会社の社員、取締役、監査役又は清算人（監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては、社員、取締役、執行役又は清算人）」と、「株主（当該決議が創立総会の決議である場合にあつては、設立時株主）又は取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役。以下この項において同じ。）」、監査役若しくは清算人（当該

決議が株主総会又は種類株主総会の決議である場合にあつては第三百四十六条第一項（第四百七十九条第四項において準用する場合を含む。）の規定により取締役、監査役又は清算人としての権利義務を有する者を含み、当該決議が創立総会又は種類創立総会の決議である場合にあつては設立時取締役（設立しようとする株式会社が監査等委員会設置会社である場合にあつては、設立時監査等委員である設立時取締役又はそれ以外の設立時取締役）又は設立時監査役を含む。）とあるのは「社員又は取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役。以下この項において同じ。）、監査役若しくは清算人（保険業法第五十三条の十二第一項（同法第一百八十条の五第四項において準用する場合を含む。）の規定により取締役、監査役又は清算人としての権利義務を有する者を含む。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (2) The provisions of Article 830 (Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution of a Shareholders' Meeting, etc.), Article 831 (Action to Revoke a Resolution of a Shareholders' Meeting, etc.), Article 834 (limited to the segment pertaining to items (xvi) and (xvii)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Article 836, paragraphs (1) and (3) (Order to Provide Security), Article 837 (Mandatory Consolidation of Oral Arguments, etc.), Article 838 (Persons Affected by a Judgment Being Upheld), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (g)) (Commissioning of Registration by Judicial Decision) of the Companies Act apply mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of the General Representative Members' Council of a Mutual Company and to an action to revoke a resolution of the Member Representatives Meeting of a Mutual Company. In this case, the term "a Shareholder, etc. (or, if the Shareholders' Meeting, etc. set forth respectively in each such item is an Organizational Meeting or a Class Organizational Meetings, a Shareholder, etc., a Shareholder at Incorporation, a Director at Incorporation or a Company Auditor at Incorporation)" in Article 831, paragraph (1) of that Act is deemed to be replaced with "members, directors, company auditors or liquidators of a Mutual Company (members, directors or liquidators, in the case of a company with Audit and Supervisory Committee, or members, directors, executive officers or liquidators, in the case of a Company with Nominating Committee, etc.)"; and the term "a shareholder (or, if the relevant resolution is the resolution of an Organizational Meeting, Shareholders at Incorporation) or director (or, in cases of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors; the same applies hereinafter in this paragraph), company auditor or liquidator pursuant to the provisions of Article 346 (1) (including cases where it is applied mutatis mutandis pursuant to Article 479 (4)), and if such resolution is a resolution of

an Organizational Meeting or Class Organizational Meeting, it is to include a Director at Incorporation (if a Stock Company to be incorporated is a Company with Audit and Supervisory Committee, Directors at Incorporation who are Audit and Supervisory Committee Members at Incorporation or other Directors at Incorporation) or a Company Auditor at Incorporation)" in Article 831, paragraph (1) of that Act is deemed to be replaced with "members, or directors (in the case of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors; the same applies in this paragraph), company auditors or liquidators (including a person who assumes the rights and obligations of a director, executive officer or liquidator pursuant to the provisions of Article 53-12, paragraph (1) of the Insurance Business Act (including the cases where it is applied mutatis mutandis pursuant to Article 180-5, paragraph (4) of that Act)"; any other necessary technical replacement of terms is specified by Cabinet Order.

(社員総会招集請求権)

(Right to Demand the Convocation of a General Meeting)

第五十条 第四十二条第一項の規定により総代会が設けられている場合においても、社員総数の千分の五（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員（特定相互会社にあつては、政令で定める数以上の社員）で六月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続いて社員である者は、取締役に対し、総代会の廃止又は同条第二項の規定により定款に定めた事項の変更を社員総会の目的として、当該社員総会の目的である事項及び招集の理由を示して、社員総会の招集を請求することができる。

Article 50 (1) Even where a Mutual Company has established a Member Representatives Meeting pursuant to the provisions of Article 42, paragraph (1), members representing at least five thousandths (or any smaller proportion prescribed by the articles of incorporation) of the total membership (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation), may demand the directors to convene the general meeting with the purpose of abolishing the Member Representatives Meeting or modifying any particular prescribed by the articles of incorporation pursuant to the provisions of paragraph (2) in that Article, by indicating the proposed agenda for the meeting and the reason for the convocation.

2 次に掲げる場合には、前項の規定による請求をした社員は、裁判所の許可を得て、社員総会を招集することができる。

(2) In the following cases, the members who made a demand pursuant to the provisions of the preceding paragraph may convene a general meeting with the

permission of the court:

一 前項の規定による請求の後遅滞なく招集の手續が行われない場合

(i) where the convening procedure is not effected without delay after a demand pursuant to the provisions of the preceding paragraph; or

二 前項の規定による請求があった日から八週間（これを下回る期間を定款で定めた場合にあっては、その期間）以内の日を社員総会の日とする社員総会の招集の通知が発せられない場合

(ii) where a notice for the convocation of the general meeting which designates, as the date of the general meeting, a date falling within the period of eight weeks (or any shorter period provided for in the articles of incorporation) from the day of a demand pursuant to the provisions of the preceding paragraph is not given.

3 会社法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十一条（理由の付記）、第八百七十四条（第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、前項の場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 871 (Appending of the Reason), Article 874 (limited to the segment pertaining to item (iv)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

4 前三項の規定により招集された社員総会において、第四十二条第二項の規定により定款に定めた事項の変更の決議をした場合においては、当該事項に係る定款の変更が効力を生じた日から三年を経過する日までの間は、総代会においては、当該事項に係る定款の変更の決議をすることができない。

(4) Where a resolution modifying any particular prescribed by the articles of incorporation pursuant to the provisions of Article 42, paragraph (2) is adopted by the general meeting convened pursuant to the provisions of the preceding three paragraphs, the Member Representatives Meeting may not adopt a resolution amending the articles of incorporation regarding the particular thus modified, unless three years have elapsed since the day on which the amendment of the articles of incorporation came into effect regarding such particular.

第三目 社員総会及び総代会以外の機関の設置等

Division 3 Establishment of Administrative Organs Other than General Meetings and Member Representatives Meetings

(機関)

(Administrative Organs)

第五十一条 相互会社は、次に掲げる機関を置かなければならない。

Article 51 (1) A Mutual Company must have in place the following administrative organs:

一 取締役会

(i) board of directors; and

二 監査役、監査等委員会又は指名委員会等

(ii) company auditors, advisory committee or Nominating Committee, etc.

2 相互会社は、定款の定めによって、会計参与、監査役会又は会計監査人を置くことができる。

(2) A Mutual Company may have accounting advisors, a board of company auditors or financial auditor pursuant to the provisions of the articles of incorporation.

3 保険会社である相互会社及び第二百七十二条の四第一項第一号ロに掲げる相互会社（監査等委員会設置会社及び指名委員会等設置会社を除く。）は、監査役会及び会計監査人を置かなければならない。

(3) A Mutual Company that is an Insurance Company and a Mutual Company listed in Article 272-4, paragraph (1), item (i), (b) (other than a company with Audit and Supervisory Committee and Company with Nominating Committee, etc.) must have in place a board of company auditors and a financial auditor.

4 監査等委員会設置会社及び指名委員会等設置会社は、監査役を置いてはならない。

(4) A company with Audit and Supervisory Committee and Company with Nominating Committee, etc. must not have any company auditors.

5 監査等委員会設置会社及び指名委員会等設置会社は、会計監査人を置かなければならない。

(5) A company with Audit and Supervisory Committee and Company with Nominating Committee, etc. must have a financial auditor.

6 指名委員会等設置会社は、監査等委員会を置いてはならない。

(6) A Company with Nominating Committee, etc. must not have an Audit and Supervisory Committee.

(選任)

(Election)

第五十二条 役員（取締役、会計参与及び監査役をいう。以下この目において同じ。）及び会計監査人は、社員総会（総代会を設けているときは、総代会。以下この款において同じ。）の決議によって選任する。

Article 52 (1) Officers (meaning directors, accounting advisors and company auditors; hereinafter the same applies in this Division) and financial auditor is elected by a resolution of the general meeting (or the Member Representatives

Meeting, where the company has such a meeting; hereinafter the same applies in this Subsection).

2 監査等委員会設置会社においては、前項の規定による取締役の選任は、監査等委員である取締役とそれ以外の取締役とを区別してしなければならない。

(2) In case of a Company with Audit and Supervisory Committee, the election of directors under the preceding paragraph must be made separately for directors who are Advisory Committee Members and other directors.

3 第一項の決議をする場合には、内閣府令で定めるところにより、役員（監査等委員会設置会社にあつては、監査等委員である取締役若しくはそれ以外の取締役又は会計参与。以下この項において同じ。）が欠けた場合又はこの法律若しくは定款で定めた役員の員数を欠くこととなるときに備えて補欠の役員を選任することができる。

(3) In adopting a resolution under paragraph (1), substitute officers may be elected as prescribed by Cabinet Office Order as a precaution against cases in which there are no officers (in case of a Company with Audit and Supervisory Committee, a director who is an Audit and Supervisory Committee Member or other director, or an accounting advisor; hereinafter the same applies in this paragraph) in office or where there is a vacancy which results in a shortfall in the number of officers prescribed by this Act or the articles of incorporation.

（相互会社と役員等との関係）

(Relationship between a Mutual Company and Its Officers)

第五十三条 相互会社と役員及び会計監査人との関係は、委任に関する規定に従う。

Article 53 The relationship held by a Mutual Company with its officers and financial auditor are governed by the provisions on mandate.

（取締役の資格等）

(Qualifications of Directors)

第五十三条の二 次に掲げる者は、取締役となることができない。

Article 53-2 (1) None of the following persons may act as a director:

一 法人

(i) a corporation;

二 成年被後見人若しくは被保佐人又は外国の法令上これらと同様に取り扱われている者

(ii) an adult ward, a person under guardianship, or a person who is similarly treated under foreign laws and regulations;

三 この法律、会社法若しくは一般社団法人及び一般財団法人に関する法律（平成十八年法律第四十八号）の規定に違反し、又は金融商品取引法（昭和二十三年法律第二十五号）第百九十七条（有価証券届出書虚偽記載等の罪）、第百九十七条の二第一号から第十号の三まで若しくは第十三号から第十五号まで（有価証券の無届募集等の罪）、第百九十八条第八号（裁判所の禁止又は停止命令違反の罪）、第百九十九条（報告拒絶等の罪）、第二百条第一号から第十二号の二まで、第二十号若しく

は第二十一号（訂正届出書の不提出等の罪）、第二百三条第三項（金融商品取引業者等の役職員に対する贈賄罪）若しくは第二百五条第一号から第六号まで、第十九号若しくは第二十号（特定募集等の通知書の不提出等の罪）の罪、金融機関等の更生手続の特例等に関する法律（平成八年法律第九十五号）第五百四十九条（詐欺更生罪）、第五百五十条（特定の債権者等に対する担保の供与等の罪）、第五百五十二条から第五百五十五条まで（報告及び検査の拒絶等の罪、業務及び財産の状況に関する物件の隠滅等の罪、管財人等に対する職務妨害の罪）若しくは第五百五十七条（贈賄罪）の罪、民事再生法（平成十一年法律第二百二十五号）第二百五十五条（詐欺再生罪）、第二百五十六条（特定の債権者に対する担保の供与等の罪）、第二百五十八条から第二百六十条まで（報告及び検査の拒絶等の罪、業務及び財産の状況に関する物件の隠滅等の罪、監督委員等に対する職務妨害の罪）若しくは第二百六十二条（贈賄罪）の罪、外国倒産処理手続の承認援助に関する法律（平成十二年法律第二百二十九号）第六十五条（報告及び検査の拒絶等の罪）、第六十六条（承認管財人等に対する職務妨害の罪）、第六十八条（贈賄罪）若しくは第六十九条（財産の無許可処分及び国外への持出しの罪）の罪若しくは破産法（平成十六年法律第七十五号）第二百六十五条（詐欺破産罪）、第二百六十六条（特定の債権者に対する担保の供与等の罪）、第二百六十八条から第二百七十二条まで（説明及び検査の拒絶等の罪、重要財産開示拒絶等の罪、業務及び財産の状況に関する物件の隠滅等の罪、審尋における説明拒絶等の罪、破産管財人等に対する職務妨害の罪）若しくは第二百七十四条（贈賄罪）の罪を犯し、刑に処せられ、その執行を終わり、又はその執行を受けることがなくなった日から二年を経過しない者

(iii) a person who has been sentenced to a penalty for having violated the provisions of this Act, the Companies Act or the Act on General Incorporated Associations and General Incorporated Foundations (Act No. 48 of 2006), or for having committed: a crime under Article 197 (Crime of False Statements in a Securities Registration Report, etc.), Article 197-2, items (i) to (x)-3 or (xiii) to (xv) (Crime of Solicitation of Securities by Unregistered Agents. etc.), Article 198, item (viii) (Crime of Violating a Court's Restrictive Injunction or Order for Suspension), Article 199 (Crime of Refusal to Report, etc.), Article 200, items (i) to (xii)-2 or item (xxi) (Crime of Non-Submission of a Correction Report, etc.), Article 203, paragraph (3) (Bribery of an Officer or Staff Member of a Financial Instruments Transaction Business Operators, etc.) or Article 205, items (i) to (vi), item (xvi) or (xx) (Crime of Non-Submission of Written Notice, etc. on Specified Solicitation, etc.) of the Financial Instruments and Exchange Act (Act No. 25 of 1948); a crime under Article 549 (Crime of Fraudulent Reorganization), Article 550 (Crime of Providing a Specific Creditor, etc. with Collateral, etc.), Articles 552 to 555 (Crime of Refusal to Report or Undergo Investigation, etc., Crime of Destruction of Materials on the Status of Business and Property, etc., Crime of Obstruction of the Duties of a Bankruptcy Trustee, etc.) or Article 557 (Bribery) of the Act on Special Measures for the Reorganization Proceedings of Financial

Institutions (Act No. 95 of 1996); a crime under Article 255 (Crime of Fraudulent Rehabilitation), Article 256 (Crime of Providing a Specific Creditor, etc. with Collateral), Articles 258 to 260 (Crime of Refusal to Report or Undergo Investigation, etc., Crime of Destruction of Materials on the Status of Business and Property, etc., Crime of Obstruction of the Duties of a Supervising Commissioner, etc.) or Article 262 (Bribery) of the Civil Rehabilitation Act (Act No. 225 of 1999); a crime under Article 65 (Crime of Refusal to Report or Be Investigated, etc.), Article 66 (Crime of Obstruction of the Duties of a Recognition Trustee, etc.), Article 68 (Bribery) or Article 69 (Crime of Disposal or Export of Property without Permission) of the Act on Recognition of and Assistance for Foreign Insolvency Proceedings (Act No. 129 of 2000); a crime under Article 265 (Crime of Fraudulent Bankruptcy), Article 266 (Crime of Providing a Specific Creditor, etc. with Collateral), Articles 268 to 272 (Crime of Refusal to Explain or Be Investigated, etc., Crime of Refusing to Disclose Important Property, etc., Crime of Destruction of Materials on the Status of Business and Property, etc., Crime of Refusal to Explain at a Hearing, etc., Crime of Obstruction of the Duties of a Bankruptcy Trustee, etc.), or Article 274 (Bribery) of the Bankruptcy Act (Act No. 75 of 2004), for whom two years have not elapsed since the day on which the execution of the sentence was completed or the sentence ceased to apply;
or

四 前号に規定する法律の規定以外の法令の規定に違反し、禁錮以上の刑に処せられ、その執行を終わるまで又はその執行を受けることがなくなるまでの者（刑の執行猶予中の者を除く。）

(iv) a person who was sentenced to imprisonment or severer punishment for violating the provisions of laws and regulations other than those provided for in the preceding item, and who has not completed the execution of the sentence or to whom the sentence still applies (excluding persons for whom the execution of the sentence is suspended).

2 監査等委員である取締役は、監査等委員会設置会社若しくはその実質子会社の業務執行取締役（相互会社にあつては第五十三条の十三第一項各号に掲げる取締役及び当該相互会社の業務を執行したその他の取締役をいい、株式会社にあつては会社法第三百六十三条第一項各号に掲げる取締役及び当該株式会社の業務を執行したその他の取締役をいう。以下同じ。）若しくは支配人その他の使用人又は当該実質子会社の会計参与（会計参与が法人であるときは、その職務を行うべき社員）若しくは執行役を兼ねることができない。

(2) A director who is an Audit and Supervisory Committee Member may not concurrently serve as an executive director (in case of a Mutual Company, meaning a director listed in the items of Article 53-13, paragraph (1) and other director who executed the business of the relevant Mutual Company, and in case of a Stock Company, meaning a director listed in the items of Article 363,

paragraph (1) of the Companies Act and other director who executed the business of the relevant Stock Company; the same applies hereinafter), manager or any other employee of a Company with Audit and Supervisory Committee or its Substantive Subsidiary Companies, or as an accounting advisor (or, where the accounting advisor is a corporation, any member of that corporation who is supposed to carry out relevant duties) or executive officer of the relevant Substantive Subsidiary Companies.

3 指名委員会等設置会社の取締役は、当該指名委員会等設置会社の支配人その他の使用人を兼ねることができない。

(3) A director of a Company with Nominating Committee, etc. may not concurrently serve as a manager or any other employee of such Company with Nominating Committee, etc.

4 相互会社においては、取締役は、三人以上でなければならない。

(4) A Mutual Company must have three or more directors.

5 監査等委員会設置会社においては、監査等委員である取締役は、三人以上で、その過半数は、社外取締役（相互会社の取締役であって、次に掲げる要件のいずれにも該当するものをいう。以下同じ。）でなければならない。

(5) A Company with Audit and Supervisory Committee is to have at least three directors who are Advisory Committee Members, and the majority of such directors must be Outside Directors (meaning a director of a Mutual Company who satisfies all of the following requirements; the same applies hereinafter):

一 当該相互会社又はその実質子会社の業務執行取締役等（業務執行取締役若しくは執行役又は支配人その他の使用人をいう。以下同じ。）でなく、かつ、その就任の前十年間当該相互会社又はその実質子会社の業務執行取締役等であったことがないこと。

(i) a person who is not an Executive Director, etc. (meaning an executive director or executive officer, or manager or other employee; the same applies hereinafter) of the relevant Mutual Company or its Substantive Subsidiary Companies, and who has not served as an Executive Director, etc. of the relevant Mutual Company or its Substantive Subsidiary Companies within ten years before assuming the office;

二 その就任の前十年内のいずれかの時において当該相互会社又はその実質子会社の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員）又は監査役であったことがある者（業務執行取締役等であったことがあるものを除く。）にあっては、当該取締役、会計参与又は監査役への就任の前十年間当該相互会社又はその実質子会社の業務執行取締役等であったことがないこと。

(ii) in case of a person who served as a director, accounting advisor (or, where the accounting advisor is a corporation, any member of that corporation who is supposed to carry out relevant duties) or a company auditor of the relevant Mutual Company or its Substantive Subsidiary Companies at any time within ten years before assuming the office (excluding a person who was an

Executive Director, etc.), such person is not to have served as an Executive Director, etc. of the relevant Mutual Company or its Substantive Subsidiary Companies within ten years before assuming the office of the relevant director, accounting advisor or company auditor; and

三 当該相互会社の取締役若しくは執行役又は支配人その他の重要な使用人の配偶者又は二親等内の親族でないこと。

(iii) a person who is not a spouse or relative within the second degree of kinship of a director, executive officer, manager or other important employee of the relevant Mutual Company.

(取締役の任期)

(Directors' Terms of Office)

第五十三条の三 取締役の任期は、選任後二年以内に終了する事業年度のうち最終のものに関する定時社員総会（総代会を設けているときは、定時総代会。以下この款において同じ。）の終結の時までとする。ただし、定款又は社員総会の決議によって、その任期を短縮することを妨げない。

Article 53-3 (1) Directors' terms of office is to continue until the conclusion of the annual general meeting (or the annual member representatives meeting, where the company has a Member Representatives Meeting; hereinafter the same applies in this Subsection) for the last business year which ends within two years from the time of their election; provided, however, that this does not preclude the shortening of the their terms of office by the articles of incorporation or by a resolution of the general meeting.

2 監査等委員会設置会社の取締役（監査等委員であるものを除く。）についての前項の規定の適用については、同項中「二年」とあるのは、「一年」とする。

(2) For the purpose of applying the provisions of the preceding paragraph to a director (excluding a director who is an Audit and Supervisory Committee Member) of a company with Audit and Supervisory Committee, the term "two years" in that paragraph is deemed to be replaced with "one year".

3 監査等委員である取締役の任期については、第一項ただし書の規定は、適用しない。

(3) The proviso to paragraph (1) does not apply to the term of office of a director who is an Audit and Supervisory Committee Member.

4 第一項本文の規定は、定款によって、任期の満了前に退任した監査等委員である取締役の補欠として選任された監査等委員である取締役の任期を退任した監査等委員である取締役の任期の満了する時までとすることを妨げない。

(4) The provisions of the main clause of paragraph (1) do not exclude a company from providing that the term of office of a director who is an Audit and Supervisory Committee Member elected as a substitute for a director who is an Audit and Supervisory Committee Member resigned before expiry of their term of office is to be until the time of expiry of the term of office of the relevant resigned director who is an Audit and Supervisory Committee Member.

5 指名委員会等設置会社の取締役についての第一項の規定の適用については、同項中「二年」とあるのは、「一年」とする。

(5) For the purpose of applying the provisions of paragraph (1) to the directors of a Company with Nominating Committee, etc., the term "two years" in that paragraph is deemed to be replaced with "one year".

6 会社法第三百三十二条第七項（第三号を除く。）（取締役の任期）の規定は、相互会社の取締役の任期について準用する。この場合において、同項中「前各項」とあるのは、「保険業法第五十三条の三第一項から第五項まで」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(6) The provisions of Article 332, paragraph (7) (excluding item (iii)) (Directors' terms of office) of the Companies Act apply mutatis mutandis to the terms of office of the directors of a Mutual Company. In this case, the term "preceding paragraphs" in that paragraph is deemed to be replaced with "Article 53-3, paragraphs (1) to (5) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

（会計参与の資格等）

(Qualifications of Accounting Advisors)

第五十三条の四 会社法第三百三十三条（会計参与の資格等）及び第三百三十四条（同条第一項において準用する同法第三百三十二条第二項及び第七項第三号を除く。）

（会計参与の任期）の規定は、相互会社の会計参与について準用する。この場合において、必要な技術的読替えは、政令で定める。

Article 53-4 The provisions of Article 333 (Qualifications of Accounting Advisors) and Article 334 (excluding Article 332, paragraph (2) and Article 332, paragraph (7), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 334, paragraph (1)) (Accounting Advisors' Terms of Office) of the Companies Act apply mutatis mutandis to the accounting advisors of a Mutual Company. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（監査役の資格等）

(Qualifications of Company Auditors)

第五十三条の五 第五十三条の二第一項の規定は、相互会社の監査役について準用する。

この場合において、必要な技術的読替えは、政令で定める。

Article 53-5 (1) The provisions of Article 53-2, paragraph (1) apply mutatis mutandis to the company auditors of a Mutual Company. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

2 監査役は、相互会社若しくはその実質子会社の取締役若しくは支配人その他の使用人又は当該実質子会社の執行役若しくは会計参与（会計参与が法人であるときは、その職務を行うべき社員）を兼ねることができない。

(2) A company auditor of a Mutual Company may concurrently serve neither as a

director, or manager or any other employee of that Mutual Company or its Substantive Subsidiary Companies, nor as an executive officer or accounting advisor (or, where the accounting advisor is a corporation, any member of that corporation who is supposed to carry out relevant duties) of such Substantive Subsidiary Companies.

3 監査役会設置会社においては、監査役は、三人以上で、そのうち半数以上は、社外監査役（相互会社の監査役であって、次に掲げる要件のいずれにも該当するものをいう。以下同じ。）でなければならない。

(3) A company with a board of company auditors must have three or more company auditors, of whom half or more are to be outside company auditors (meaning those company auditors of a Mutual Company who falls under all of the following requirements; the same applies hereinafter):

一 その就任の前十年間当該相互会社又はその実質子会社の取締役、会計参与（会計参与が法人であるときは、その職務を行うべき社員。次号において同じ。）若しくは執行役又は支配人その他の使用人であったことがないこと。

(i) a person who has not served as a director, accounting advisor (or, where the accounting advisor is a corporation, any member of that corporation who is supposed to carry out relevant duties; the same applies in the following item), executive officer, manager or any other employee of the relevant Mutual Company or its Substantive Subsidiary Companies within ten years before the assumption of office;

二 その就任の前十年内のいずれかの時において当該相互会社又はその実質子会社の監査役であったことがある者にあつては、当該監査役への就任の前十年間当該相互会社又はその実質子会社の取締役、会計参与若しくは執行役又は支配人その他の使用人であったことがないこと。

(ii) in case of a person who served as a company auditor the relevant Mutual Company or its Substantive Subsidiary Companies at any time within ten years before assuming the office, such person did not serve as a director, accounting advisor, executive officer, manager or any other employee of the relevant Mutual Company or its Substantive Subsidiary Companies within ten years before assuming the office of the relevant company auditor; and

三 当該相互会社の取締役又は支配人その他の重要な使用人の配偶者又は二親等内の親族でないこと。

(iii) a person who is not a spouse or relative within the second degree of kinship of a director, manager or other important employee of the relevant Mutual Company.

（監査役の任期）

（Company Auditors' Terms of Office）

第五十三条の六 監査役の任期は、選任後四年以内に終了する事業年度のうち最終のものに関する定時社員総会の終結の時までとする。

Article 53-6 (1) Company auditors' terms of office continues until the conclusion of the annual general meeting for the last business year which ends within four years from the time of their election.

2 会社法第三百三十六条第三項及び第四項（第二号に係る部分に限る。）（監査役の任期）の規定は、相互会社の監査役について準用する。この場合において、同条第三項中「第一項」とあるのは「保険業法第五十三条の六第一項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 336, paragraphs (3) and (4) (limited to the segment pertaining to item (ii)) (Company Auditors' Terms of Office) of the Companies Act apply mutatis mutandis to the company auditors of a Mutual Company. In this case, the term "paragraph (1)" in paragraph (3) of that Article is deemed to be replaced with "Article 53-6, paragraph (1) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

（会計監査人の資格等）

(Qualifications of Financial Auditors)

第五十三条の七 会社法第三百三十七条（会計監査人の資格等）並びに第三百三十八条第一項及び第二項（会計監査人の任期）の規定は相互会社の会計監査人について、同条第三項の規定は第五十三条の十四第五項に規定する相互会社以外の相互会社の会計監査人について、それぞれ準用する。この場合において、同法第三百三十七条第三項第一号中「第四百三十五条第二項」とあるのは「保険業法第五十四条の三第二項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-7 The provisions of Article 337 (Qualifications of financial auditor) and Article 338, paragraphs (1) and (2) (financial auditor's Terms of Office) of the Companies Act apply mutatis mutandis to the financial auditor of a Mutual Company; and the provisions of Article 338, paragraph (3) of that Act apply mutatis mutandis to the financial auditor of a Mutual Company other than that set forth in Article 53-14, paragraph (5), respectively. In this case, the term "Article 435, paragraph (2)" in Article 337, paragraph (3), item (i) of that Act is deemed to be replaced with "Article 54-3, paragraph (2) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

（解任）

(Dismissal)

第五十三条の八 相互会社の役員及び会計監査人は、いつでも、社員総会の決議によって解任することができる。

Article 53-8 (1) Officers and financial auditors of a Mutual Company may be dismissed at any time by a resolution of the general meeting.

2 前項の規定により解任された者は、その解任について正当な理由がある場合を除き、

相互会社に対し、解任によって生じた損害の賠償を請求することができる。

(2) A person dismissed pursuant to the provisions of the preceding paragraph is entitled to demand from the Mutual Company compensation for damage arising from the dismissal, except if there are justifiable reasons for such dismissal.

(監査役等による会計監査人の解任)

(Dismissal of a Financial Auditor by Company Auditors)

第五十三条の九 監査役は、会計監査人が次のいずれかに該当するときは、その会計監査人を解任することができる。

Article 53-9 (1) The company auditor may dismiss a financial auditor if that financial auditor:

一 職務上の義務に違反し、又は職務を怠ったとき。

(i) has breached their professional obligations or neglected their duties;

二 会計監査人としてふさわしくない非行があったとき。

(ii) has engaged in conduct unbecoming of a financial auditor; or

三 心身の故障のため、職務の執行に支障があり、又はこれに堪えないとき。

(iii) has difficulty in, or is unable to cope with the execution of their duties due to a mental or physical disorder.

2 前項の規定による解任は、監査役が二人以上ある場合には、監査役の全員の同意によって行わなければならない。

(2) Any dismissal pursuant to the provisions of the preceding paragraph must be effected by the unanimous consent of all company auditors, where the company has two or more company auditors.

3 第一項の規定により会計監査人を解任したときは、監査役（監査役が二人以上ある場合にあっては、監査役の互選によって定めた監査役）は、その旨及び解任の理由を解任後最初に招集される社員総会に報告しなければならない。

(3) If a financial auditor is dismissed pursuant to the provisions of paragraph (1), the company auditor (or, where the company has two or more company auditors, a company auditor appointed from among themselves) must report such fact and the reason for dismissal to the first general meeting convened after the dismissal.

4 監査役会設置会社における前三項の規定の適用については、第一項中「監査役」とあるのは「監査役会」と、第二項中「監査役が二人以上ある場合には、監査役」とあるのは「監査役」と、前項中「監査役（監査役が二人以上ある場合にあっては、監査役の互選によって定めた監査役）」とあるのは「監査役会が選定した監査役」とする。

(4) For the purpose of applying the provisions of the preceding three paragraphs to a company with a board of company auditors, the term "company auditor" in paragraph (1) is deemed to be replaced with "board of company auditors"; the term "company auditors, where the company has two or more company auditors" in paragraph (2) is deemed to be replaced with "company auditors";

and the term "company auditor (or, where the company has two or more company auditors, a company auditor appointed from among themselves)" in the preceding paragraph is deemed to be replaced with "company auditor appointed by the board of company auditors".

5 監査等委員会設置会社における第一項から第三項までの規定の適用については、第一項中「監査役」とあるのは「監査等委員会」と、第二項中「監査役が二人以上ある場合には、監査役」とあるのは「監査等委員」と、第三項中「監査役（監査役が二人以上ある場合にあっては、監査役の互選によって定めた監査役）」とあるのは「監査等委員会を選定した監査等委員」とする。

(5) For the purpose of applying the provisions of paragraphs (1) to (3) to a Company with Audit and Supervisory Committee, the term "company auditor" in paragraph (1) is deemed to be replaced with "Audit and Supervisory Committee", the phrase "company auditors, where the company has two or more company auditors" in paragraph (2) is deemed to be replaced with "Advisory Committee Members", the phrase "the company auditor (or, where the company has two or more company auditors, a company auditor appointed from among themselves)" in paragraph (3) is deemed to be replaced with "the Audit and Supervisory Committee Member".

6 指名委員会等設置会社における第一項から第三項までの規定の適用については、第一項中「監査役」とあるのは「監査委員会」と、第二項中「監査役が二人以上ある場合には、監査役」とあるのは「監査委員」と、第三項中「監査役（監査役が二人以上ある場合にあっては、監査役の互選によって定めた監査役）」とあるのは「監査委員会を選定した監査委員」とする。

(6) For the purpose of applying the provisions of paragraphs (1) to (3) to a company with Nominating Committee, etc., the term "company auditor" in paragraph (1) is deemed to be replaced with "audit committee"; the term "company auditors, where the company has two or more company auditors" in paragraph (2) is deemed to be replaced with "Audit Committee Members"; and the term "company auditor (or, where the company has two or more company auditors, a company auditor appointed from among themselves)" in paragraph (3) is deemed to be replaced with "audit committee member appointed by the committee".

(役員を選任等のための決議の方法)

(Method of Adopting Resolution for Election of Officers)

第五十三条の十 第三十七条の三第一項及び第四十四条第一項の規定にかかわらず、役員を選任し、又は解任する社員総会の決議は、社員（総代会を設けているときは、総代）の半数以上（三分の一以上の割合を定款で定めた場合にあっては、その割合以上）が出席し、その議決権の過半数（これを上回る割合を定款で定めた場合にあっては、その割合以上）をもって行う。

Article 53-10 (1) Notwithstanding the provisions of Article 37, paragraph (1) and

Article 44, paragraph (1), resolutions of the general meeting for the election or dismissal of officers are adopted by the majority vote (or any larger proportion prescribed by the articles of incorporation) of the attending members (or, where the company has a Member Representatives Meeting, representative members) at a session where at least half (or any other proportion larger than one third prescribed by the articles of incorporation) of the members (or representative members) are present.

2 前項の規定にかかわらず、監査等委員である取締役又は監査役の解任の決議をする場合には、第六十二条第二項に定める決議によらなければならない。

(2) Notwithstanding the provisions of the preceding paragraph, in a case where the dismissal of a director who is an Audit and Supervisory Committee Member or a company auditor is to be resolved, it must be adopted by a resolution set forth in Article 62, paragraph (2).

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第五十三条の十一 会社法第三百四十二条の二第一項から第三項まで（監査等委員である取締役等の選任等についての意見の陳述）の規定は相互会社の監査等委員である取締役の選任若しくは解任又は辞任についての意見の陳述について、同条第四項の規定は相互会社の監査等委員である取締役以外の取締役の選任若しくは解任又は辞任についての意見の陳述について、同法第三百四十三条（第四項を除く。）（監査役の選任に関する監査役の同意等）の規定は相互会社の監査役の選任について、同法第三百四十四条（会計監査人の選任等に関する議案の内容の決定）の規定は相互会社の会計監査人の選任について、同法第三百四十四条の二（第三項を除く。）（監査等委員である取締役の選任に関する監査等委員会の同意等）の規定は相互会社の監査等委員である取締役の選任について、同法第三百四十五条（会計参与等の選任等についての意見の陳述）の規定は相互会社の会計参与、監査役又は会計監査人の選任若しくは解任又は辞任についての意見の陳述について、それぞれ準用する。この場合において、同条第三項中「第二百九十八条第一項第一号」とあるのは「保険業法第四十一条第一項又は第四十九条第一項において準用する第二百九十八条第一項第一号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-11 The provisions of Article 342-2, paragraphs (1) to (3) (Statement of Opinions on the Election of a Director, etc. who is an Audit and Supervisory Committee Member) of the Companies Act apply mutatis mutandis to statement of opinions on election, dismissal or resignation of a director who is an Audit and Supervisory Committee Member of a Mutual Company; the provisions of paragraph (4) of that Article apply mutatis mutandis to statement of opinions on election, dismissal or resignation of a director who is not an Audit and Supervisory Committee Member of a Mutual Company; the provisions of Article 343 (Consent of Company Auditors to Election of Company Auditors) (excluding paragraph (4)) of that Act apply mutatis mutandis to the

election of the company auditors of a Mutual Company; the provisions of Article 344 (Determination of Content of Proposal on the Election, etc. of financial auditor) of that Act apply mutatis mutandis to the election of the financial auditor of a Mutual Company; the provisions of Article 344-2 (Consent of the Audit and Supervisory Committee to the Election of Directors who are Audit and Supervisory Committee Members) (excluding paragraph (3)) of that Act apply mutatis mutandis to election of a director who is an Audit and Supervisory Committee Member of a Mutual Company; and the provisions of Article 345 (Statement of Opinions on Election of Accounting Advisors, etc.) of that Act apply mutatis mutandis to the statement of opinions regarding the election or dismissal, or resignation of the accounting advisors, company auditors or financial auditor of a Mutual Company. In this case, the term "Article 298, paragraph (1), item (i)" in paragraph (3) of that Article is deemed to be replaced with "Article 298, paragraph (1), item (i) as applied mutatis mutandis pursuant to Article 41, paragraph (1) or Article 49, paragraph (1) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(役員等に欠員を生じた場合の措置)

(Measures for Vacancies Arising among the Officers)

第五十三条の十二 役員（監査等委員会設置会社にあつては、監査等委員である取締役若しくはそれ以外の取締役又は会計参与。以下この条において同じ。）が欠けた場合又はこの法律若しくは定款で定めた役員の員数が欠けた場合には、任期の満了又は辞任により退任した役員は、新たに選任された役員（次項の一時役員の職務を行うべき者を含む。）が就任するまで、なお役員としての権利義務を有する。

Article 53-12 (1) Where a Mutual Company has no officers (in the case of a Company with Audit and Supervisory Committee, a director who is an Audit and Supervisory Committee Member or other director, or financial auditor; hereinafter the same applies in this Article) or where there any vacancies among the officers which results in a shortfall in the number of officers prescribed by this Act or the articles of incorporation, an officer who retired from office due to the expiration of their term of office or resignation is to retain the rights and obligations of an officer until a newly elected officer (including a person who is to temporarily carry out the duties of an officer under the following paragraph) assumes their office.

2 前項に規定する場合において、裁判所は、必要があると認めるときは、利害関係人の申立てにより、一時役員の職務を行うべき者を選任することができる。

(2) In the case prescribed in the preceding paragraph, the court may, if it finds necessary, appoint a person to temporarily carry out the duties of an officer, in response to a petition filed by any interested party.

3 裁判所は、前項の一時役員の職務を行うべき者を選任した場合には、相互会社がそ

の者に対して支払う報酬の額を定めることができる。

(3) The court may, if it has appointed a person to temporarily carry out the duties of an officer under the preceding paragraph, specify the amount of the remuneration to be paid thereto by the Mutual Company.

4 会計監査人が欠けた場合又は定款で定めた会計監査人の員数が欠けた場合において、遅滞なく会計監査人が選任されないときは、監査役は、一時会計監査人の職務を行うべき者を選任しなければならない。

(4) Where a Mutual Company has no financial auditor or where any vacancy occurs resulting in a shortfall in the number of financial auditors prescribed by the articles of incorporation, and a financial auditor is not elected immediately, the company auditor must appoint a person to temporarily carry out the duties of a financial auditor.

5 第五十三条の七において準用する会社法第三百三十七条の規定及び第五十三条の九の規定は、前項の一時会計監査人の職務を行うべき者について準用する。この場合において、必要な技術的読替えは、政令で定める。

(5) The provisions of Article 337 of the Companies Act as applied mutatis mutandis pursuant to Article 53-7 and the provisions of Article 53-9 apply mutatis mutandis to the person who is to temporarily carry out the duties of a financial auditor under the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

6 監査役会設置会社における第四項の規定の適用については、同項中「監査役」とあるのは、「監査役会」とする。

(6) For the purpose of applying the provisions of paragraph (4) to a company with a board of company auditors, the term "company auditor" in that paragraph is deemed to be replaced with "board of company auditors".

7 監査等委員会設置会社における第四項の規定の適用については、同項中「監査役」とあるのは、「監査等委員会」とする。

(7) For the purpose of applying the provisions of paragraph (4) to a company with Audit and Supervisory Committee, the term "company auditor" in that paragraph is deemed to be replaced with "Audit and Supervisory Committee".

8 指名委員会等設置会社における第四項の規定の適用については、同項中「監査役」とあるのは、「監査委員会」とする。

(8) For the purpose of applying the provisions of paragraph (4) to a Company with Nominating Committee, etc., the term "company auditor" in that paragraph is deemed to be replaced with "audit committee".

9 会社法第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二條（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）、第八百七十六条（最高裁判所規則）及び第九百三十七条第一項（第二号イ及びハに係る部分に限る。）（裁判による登記の嘱託）の規定は、第二項及び第三項の場

合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(9) The provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act), Article 876 (Supreme Court Rules) and Article 937, paragraph (1) (limited to the segment pertaining to item (ii), (a) and (c)) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to paragraphs (2) and (3). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

第四目 取締役及び取締役会

Division 4 Directors and Board of Directors

(取締役の権限)

(Authority of the Directors)

第五十三条の十三 次に掲げる取締役は、相互会社の業務を執行する。

Article 53-13 (1) The following directors execute the business of the Mutual Company:

一 代表取締役

(i) a representative director; and

二 代表取締役以外の取締役であつて、取締役会の決議によって相互会社の業務を執行する取締役として選定されたもの

(ii) a director other than a representative director, who is appointed by resolution of the board of directors as the director who is to execute the business of the Mutual Company.

2 前項各号に掲げる取締役は、三月に一回以上、自己の職務の執行の状況を取締役会に報告しなければならない。

(2) The directors listed in the items of the preceding paragraph must report the status of the execution of their duties to the board of directors at least once in every three months.

(取締役会の権限等)

(Authority of the Board of Directors)

第五十三条の十四 取締役会は、すべての取締役で組織する。

Article 53-14 (1) A board of directors is composed of all of the directors.

2 取締役会は、次に掲げる職務を行う。

(2) The board of directors is to carry out the following duties:

- 一 相互会社の業務執行の決定
 - (i) deciding the execution of the Mutual Company's business;
 - 二 取締役の職務の執行の監督
 - (ii) supervising the execution of duties by directors; and
 - 三 代表取締役の選定及び解職
 - (iii) appointing and removing representative directors.
- 3 取締役会は、取締役の中から代表取締役を選定しなければならない。
- (3) The board of directors must appoint the representative director from among the directors.
- 4 取締役会は、次に掲げる事項その他の重要な業務執行の決定を取締役に委任することができない。
- (4) The board of directors may not delegate decisions on the execution of important business, such as the following particulars, to directors:
- 一 重要な財産の処分及び譲受け
 - (i) the appropriation of and acceptance of assignment of important assets;
 - 二 多額の借財
 - (ii) borrowing a significantly large amount;
 - 三 支配人その他の重要な使用人の選任及び解任
 - (iii) the election and dismissal of an important employee including a manager;
 - 四 従たる事務所その他の重要な組織の設置、変更及び廃止
 - (iv) the establishment, modification or closure of secondary offices and other important structures;
 - 五 第六十一条第一号に掲げる事項その他の社債（同条に規定する社債をいう。）を引き受ける者の募集に関する重要な事項として内閣府令で定める事項
 - (v) the particulars specified by Cabinet Office Order as important particulars of the solicitation of persons who subscribe for bonds (meaning the bonds as defined in that Article), such as the particular listed in Article 61, item (i);
 - 六 取締役の職務の執行が法令及び定款に適合することを確保するための体制その他相互会社の業務並びに当該相互会社及びその実質子会社から成る企業集団の業務の適正を確保するために必要なものとして内閣府令で定める体制の整備
 - (vi) revision of a system necessary for ensuring that the execution of duties by directors complies with laws and regulations and the articles of incorporation, and of any other system specified by Cabinet Office Order as a system necessary for ensuring propriety in the business of a Mutual Company as well as the business of a corporate group consisting of the relevant Mutual Company and its de facto subsidiary companies; or
 - 七 第五十三条の三十六において読み替えて準用する会社法第四百二十六条第一項の規定による定款の定めに基づく第五十三条の三十三第一項の責任の免除
 - (vii) exemption from liability under Article 53-33, paragraph (1) pursuant to the provisions of the articles of incorporation under Article 426, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-

36 following the deemed replacement of terms.

5 保険会社である相互会社及び第二百七十二条の四第一項第一号ロに掲げる相互会社においては、取締役会は、前項第六号に掲げる事項を決定しなければならない。

(5) In a Mutual Company that is an Insurance Company and a Mutual Company listed in Article 272-4, paragraph (1), item (i), (b), the board of directors must decide on the particulars listed in item (vi) of the preceding paragraph.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第五十三条の十五 会社法第三百五十条（代表者の行為についての損害賠償責任）、第三百五十二条（取締役の職務を代行する者の権限）、第三百五十四条から第三百五十七条まで（表見代表取締役、忠実義務、競業及び利益相反取引の制限、取締役の報告義務）、第三百五十八条（第一項第二号を除く。）（業務の執行に関する検査役の選任）、第三百五十九条（裁判所による株主総会招集等の決定）、第三百六十条第一項（株主による取締役の行為の差止め）、第三百六十一条（取締役の報酬等）及び第三百六十五条第二項（競業及び取締役会設置会社との取引等の制限）の規定は相互会社の取締役について、同法第三百四十九条第四項及び第五項（株式会社の代表）並びに第三百五十一条（代表取締役に欠員を生じた場合の措置）の規定は相互会社の代表取締役について、同法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二條（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号及び第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は相互会社の取締役又は代表取締役について、同法第九百三十七条第一項（第二号イ及びハに係る部分に限る。）（裁判による登記の囑託）の規定は相互会社の代表取締役について、それぞれ準用する。この場合において、同法第三百五十六条第一項中「株主総会」とあるのは「取締役会」と、同法第三百五十八条第一項中「株主は」とあるのは「社員又は総代は」と、同項第一号中「総株主（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株主を除く。）の議決権の百分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上の議決権を有する株主」とあるのは「社員総数の千分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員又は三千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（特定相互会社にあつては、保険業法第三十八条第一項に規定する政令で定める数以上の社員）で六箇月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続いて社員である者（総代会を設けているときは、これらの者又は九名（これを下回る数を定款で定めた場合にあつては、その数）以上の総代）」と、同条第七項中「株主」とあるのは「社員又は総代」と、同法第三百五十九条第一項第二号中「株主」とあるのは「社員（総代会を設けているときは、総代）」と、同法第三百六十条第一項中「株式を有する株主」とあるのは「社員である者」と、「著しい損害」とあるのは「回復することができない損害」と読み替えるものとするほか、必要な技術的

読替は、政令で定める。

Article 53-15 The provisions of Article 350 (Liability for Damages Caused by Directors' Actions), Article 352 (Authority of Persons Who Perform Duties on Behalf of Directors), Articles 354 to 357 (Apparent Representative Directors, Duty of Loyalty, Restrictions on Competition and Conflict of Interest Transactions, Director's Duty to Report), Article 358 (excluding paragraph (1), item (ii)) (Election of Inspector of Execution of Operation), Article 359 (Decision by the Court to Call a Shareholders' Meeting), Article 360, paragraph (1) (Prohibition of Directors' Actions by the Shareholders), Article 361 (Remuneration for Directors) and Article 365, paragraph (2) (Restrictions on Competition and Transactions with Companies with a Board of Directors) of the Companies Act apply mutatis mutandis to the directors of a Mutual Company; the provisions of Article 349, paragraphs (4) and (5) (Representatives of Companies), and Article 351 (Measures When Vacancy Arises in the Office of a Representative Director) of that Act apply mutatis mutandis to the representative director of a Mutual Company; the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of Reasons), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to items (i) and (iv)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to the directors or representative director of a Mutual Company; and the provisions of Article 937, paragraph (1) (limited to the segment pertaining to item (ii), (a) and (c)) (Commissioning of Registration by Judicial Decision) of that Act apply mutatis mutandis to the representative director of a Mutual Company. In this case, the term "shareholders' meeting" in Article 356, paragraph (1) of that Act is deemed to be replaced with "board of directors"; the term "shareholders" in Article 358, paragraph (1) of that Act is deemed to be replaced with "members or representative members"; the term "Shareholders who hold not less than 3 percent of the voting rights (or, if a lesser proportion is prescribed in the articles of incorporation, such proportion) of all shareholders (excluding shareholders who may not exercise their voting rights on all matters which may be resolved at shareholders' meetings)" in Article 358, paragraph (1), item (i) of that Act is deemed to be replaced with "Members representing at least three thousandths (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or three thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or

exceeding the number specified by Cabinet Order set forth in Article 38, paragraph (1) of the Insurance Business Act), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation) (or, where the company has a Member Representatives Meeting, those persons, or nine (or any other smaller number prescribed by the articles of incorporation) or more representative members); the term "shareholders" in Article 358, paragraph (7) is deemed to be replaced with "members or representative members"; the term "shareholders" in Article 359, paragraph (1), item (ii) of that Act is deemed to be replaced with "members (or, where the company has a Member Representatives Meeting, representative members)"; and the terms "shareholders having the shares" and "substantial detriment" in Article 360, paragraph (1) of that Act is deemed to be replaced with "persons who have been members" and "irreparable damage", respectively; any other necessary technical replacement of terms is prescribed by Cabinet Order.

(取締役会の運営)

(Management of Boards of Directors)

第五十三条の十六 会社法第二編第四章第五節第二款（第三百六十七条並びに第三百七十一条第三項及び第五項を除く。）（運営）の規定は相互会社の取締役会の運営について、同法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第二項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二条（第五号に係る部分に限る。）（即時抗告）、第八百七十二条の二（抗告状の写しの送付等）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定はこの条において読み替えて準用する同法第三百七十一条第二項又は第四項の規定による許可の申立てについて、それぞれ準用する。この場合において、同法第三百七十一条第二項（議事録等）中「株主」とあるのは「社員（総代会を設けているときは、総代）」と、「株式会社の営業時間内は、いつでも」とあるのは「裁判所の許可を得て」と、同条第六項中「親会社若しくは子会社」とあるのは「保険業法第三十三条の二第一項に規定する実質子会社」と、同法第三百七十二條第二項及び第三項（取締役会への報告の省略）中「第三百六十三条第二項」とあるのは「保険業法第五十三条の十三第二項」と、同条第三項中「第四百七条第四項」とあるのは「保険業法第五十三条の三十第五項において準用する第四百七条第四項」と、同法第三百七十三条第一項（特別取締役による取締役会の決議）中「第三百九十九条の十三第五項」とあるのは「保険業法第五十三条の二十三の三第五項」と、「第三百六十二条第四項第一号及び第二号又は第三百九十九条の十三第四項第一号及び第二号」とあるのは「同法第五十三条の十四第四項第一号及び第二号又は第五十三条の二十三の三第四項第一号及び第二号」と、同条第二項中「第三百六十二条第四項第一号及び第二号又は第三百九十九条の十三第四項第一号及び第二号」とあるのは「保険業法第五十三条の十四第四項第一号及び第

二号又は第五十三条の二十三の三第四項第一号及び第二号」と、同条第四項中「第三百九十九条の十四」とあるのは「保険業法第五十三条の二十三の三第七項において準用する第三百九十九条の十四」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-16 The provisions of Part II, Chapter IV, Section 5, Subsection 2 (excluding Article 367, and Article 371, paragraphs (3) and (5)) (Operations) of the Companies Act apply mutatis mutandis to the management of the board of directors of a Mutual Company; and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (2) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to an application for permission under Article 371, paragraph (2) or (4) of that Act as applied mutatis mutandis pursuant to this Article following the deemed replacement of terms. In this case, the terms "shareholder" and "at any time during the business hours of a Stock Company" in Article 371, paragraph (2) (Minutes) of that Act is deemed to be replaced with "member (or, where the company has a Member Representatives Meeting, such representative members)" and "with the permission of the court", respectively; the term "Parent Company or Subsidiary Company" in Article 371, paragraph (6) is deemed to be replaced with "Substantive Subsidiary Companies as defined in Article 33-2, paragraph (1) of the Insurance Business Act"; the term "Article 363, paragraph (2)" in Article 372, paragraphs (2) and (3) (Omission of Report to Board of Directors) of that Act is deemed to be replaced with "Article 53-13, paragraph (2) of the Insurance Business Act"; the term "Article 417, paragraph (4)" in Article 372, paragraph (3) is deemed to be replaced with "Article 417, paragraph (4) as applied mutatis mutandis pursuant to Article 53-30, paragraph (5) of the Insurance Business Act"; the term "Article 399-13, paragraph (5)" in Article 373, paragraph (1) (Resolution of board of directors by special directors) of that Act is deemed to be replaced with "Article 53-23-3, paragraph (5) of the Insurance Business Act"; the term Article 362, paragraph (4), items (i) and (ii) or Article 399-13, paragraph (4), items (i) and (ii) " is deemed to be replaced with "Article 53-14, paragraph (4), items (i) and (ii) or Article 53-23-3, paragraph (4), items (i) and (ii) of that Act"; the term "Article 362, paragraph (4), items (i) and (ii) or Article 399-13, paragraph (4), items (i) and (ii)" in

paragraph (2) of that Article is deemed to be replaced with "Article 53-14, paragraph (4), items (i) and (ii) or Article 53-23-3, paragraph (4), items (i) and (ii) of the Insurance Business Act"; and the term "Article 399-14" in paragraph (4) of that Article is deemed to be replaced with "Article 399-14 as applied mutatis mutandis pursuant to Article 53-23-3, paragraph (7) of the Insurance Business Act", and any other necessary technical replacement of terms is specified by Cabinet Order.

第五目 会計参与

Division 5 Accounting Advisors

(会計参与の権限等)

(Authority of Accounting Advisors)

第五十三条の十七 会社法第二編第四章第六節（第三百七十八条第一項第二号及び第三項を除く。）（会計参与）の規定は、相互会社の会計参与について準用する。この場合において、同法第三百七十四条第一項（会計参与の権限）中「第四百三十五条第二項」とあるのは「保険業法第五十四条の三第二項」と、「附属明細書、臨時計算書類（第四百四十一条第一項に規定する臨時計算書類をいう。以下この章において同じ。）」とあるのは「附属明細書」と、「第四百四十四条第一項」とあるのは「保険業法第五十四条の十第一項」と、同条第五項中「第三百三十三条第三項第二号又は第三号」とあるのは「保険業法第五十三条の四において準用する第三百三十三条第三項第二号又は第三号」と、同法第三百七十六条第一項（取締役会への出席）中「第四百三十六条第三項、第四百四十一条第三項又は第四百四十四条第五項」とあるのは「保険業法第五十四条の四第三項又は第五十四条の十第五項」と、同条第三項中「第三百六十八条第二項」とあるのは「保険業法第五十三条の十六において準用する第三百六十八条第二項」と、同法第三百七十八条第一項第一号（会計参与による計算書類等の備置き等）中「第三百十九条第一項」とあるのは「保険業法第四十一条第一項において準用する第三百十九条第一項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-17 The provisions of Part II, Chapter IV, Section 6 (excluding Article 378, paragraph (1), item (ii) and Article 378, paragraph (3)) (Accounting Advisors) of the Companies Act apply mutatis mutandis to the accounting advisors of a Mutual Company. In this case, the terms "Article 435, paragraph (2)", "supplementary schedules thereof, the Temporary Financial Statements (referring to the Temporary Financial Statements provided for in Article 441, paragraph (1), hereinafter the same apply in this Chapter)" and "Article 444, paragraph (1)" in Article 374, paragraph (1) (Authority of Accounting Advisors) of that Act is deemed to be replaced with "Article 54-3, paragraph (2) of the Insurance Business Act", "annex detailed statement thereto" and "Article 54-10, paragraph (1) of the Insurance Business Act", respectively; the term "Article 333, paragraph (3), item (ii) or (iii)" in Article 374, paragraph (5) is deemed to

be replaced with "Article 333, paragraph (3), item (ii) or (iii) as applied mutatis mutandis pursuant to Article 53-4 of the Insurance Business Act"; the term "Article 436, paragraph (3), Article 441, paragraph (3) or Article 444, paragraph (5)" in Article 376, paragraph (1) (Attendance at board of directors meetings) of that Act is deemed to be replaced with "Article 54-4, paragraph (3) or Article 54-10, paragraph (5) of the Insurance Business Act"; the term "Article 368, paragraph (2)" in Article 376, paragraph (3) of that Act is deemed to be replaced with "Article 368, paragraph (2) as applied mutatis mutandis pursuant to Article 53-16 of the Insurance Business Act"; and the term "Article 319, paragraph (1)" in Article 378, paragraph (1), item (i) (Retention and Inspection of Financial Statements by Accounting Advisors) of that Act is deemed to be replaced with "Article 319, paragraph (1) as applied mutatis mutandis pursuant to Article 41, paragraph (1) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第六目 監査役及び監査役会

Division 6 Company Auditors and Board of Company Auditors

(監査役の権限)

(Authority of Company Auditors)

第五十三条の十八 監査役は、取締役（会計参与設置会社にあつては、取締役及び会計参与）の職務の執行を監査する。この場合において、監査役は、内閣府令で定めるところにより、監査報告を作成しなければならない。

Article 53-18 (1) The company auditors are to audit the execution of duties by directors (or, in a company with accounting Advisor, directors and accounting advisors). In this case, the company auditors must prepare audit reports pursuant to the provisions of Cabinet Office Order.

2 監査役は、いつでも、取締役及び会計参与並びに支配人その他の使用人に対して事業の報告を求め、又は相互会社の業務及び財産の状況を調査することができる。

(2) The company auditors may at any time request a business report from the directors and accounting advisors, managers and other employees, or investigate the status of the business and property of the Mutual Company.

3 監査役は、その職務を行うため必要があるときは、相互会社の実質子会社に対して事業の報告を求め、又はその実質子会社の業務及び財産の状況を調査することができる。

(3) If it is necessary for the purpose of carrying out their duties, the company auditors may request a business report from a Substantive Subsidiary Companies of the Mutual Company, or investigate the status of the business and property of such Substantive Subsidiary Companies.

4 前項の実質子会社は、正当な理由があるときは、同項の報告又は調査を拒むことが

できる。

- (4) The Substantive Subsidiary Companies set forth in the preceding paragraph may refuse to submit reports or undergo investigation as set forth in that paragraph if there are justifiable grounds for it to do so.

(監査役会の権限)

(Authority of Board of Company Auditors)

第五十三条の十九 監査役会は、すべての監査役で組織する。

Article 53-19 (1) The board of company auditors is to be composed of all company auditors.

2 監査役会は、次に掲げる職務を行う。ただし、第三号の決定は、監査役の権限の行使を妨げることはできない。

- (2) The board of company auditors is to carry out the following duties; provided, however, that a decision under item (iii) may not preclude company auditors from exercising their authority:

一 監査報告の作成

(i) preparing audit reports;

二 常勤の監査役の選定及び解職

(ii) appointing and removing full-time company auditors; and

三 監査の方針、監査役会設置会社の業務及び財産の状況の調査の方法その他の監査役の職務の執行に関する事項の決定

(iii) deciding on the particulars of the execution of the duties of company auditors, such as audit policy and method of investigating the status of the business and property of the company with board of company auditors.

3 監査役会は、監査役の中から常勤の監査役を選定しなければならない。

- (3) The board of company auditors must appoint full-time company auditors from among the company auditors.

4 監査役は、監査役会の求めがあるときは、いつでもその職務の執行の状況を監査役会に報告しなければならない。

- (4) The company auditors must report the status of the execution of their duties to the board of company auditors whenever the latter so requests.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第五十三条の二十 会社法第三百八十二条から第三百八十五条まで（取締役への報告義務、取締役会への出席義務等、株主総会に対する報告義務、監査役による取締役の行為の差止め）、第三百八十六条（第一項第二号及び第三号並びに第二項第三号及び第四号を除く。）（監査役設置会社と取締役との間の訴えにおける会社の代表等）、第三百八十七条（監査役の報酬等）及び第三百八十八条（費用等の請求）の規定は、相互会社の監査役について準用する。この場合において、同法第三百八十三条第一項中「第三百七十三条第一項」とあるのは「保険業法第五十三条の十六において準用する

第三百七十三条第一項」と、同条第二項中「第三百六十六条第一項ただし書」とあるのは「保険業法第五十三条の十六において準用する第三百六十六条第一項ただし書」と、同条第四項中「第三百七十三条第二項」とあるのは「保険業法第五十三条の十六において準用する第三百七十三条第二項」と、同法第三百八十六条第一項中「第三百四十九条第四項、第三百五十三条及び第三百六十四条」とあり、及び同条第二項中「第三百四十九条第四項」とあるのは「保険業法第五十三条の十五において準用する第三百四十九条第四項」と、同項第一号中「第八百四十七条第一項、第八百四十七条の二第一項若しくは第三項（同条第四項及び第五項において準用する場合を含む。）又は第八百四十七条の三第一項の規定による請求」とあるのは「保険業法第五十三条の三十七において準用する第八百四十七条第一項の訴えの提起の請求」と、同項第二号中「第三百四十九条第四項」とあるのは「保険業法第五十三条の三十七において準用する第八百四十九条第四項」と、「第八百五十条第二項」とあるのは「保険業法第五十三条の三十七において準用する第八百五十条第二項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-20 The provisions of Articles 382 to 385 (Duty to Report to Directors, Duty to Attend Board of Directors Meetings, Duty to Report to Shareholders' Meetings, Prohibition of Directors' Actions by the Company Auditors), Article 386 (excluding paragraph (1), items (ii) and (iii), and paragraph (2), items (iii) and (iv)) (Representation of Company in Actions between Company with Auditors and Directors), Article 387 (Remunerations for Company Auditors) and Article 388 (Requests for Indemnification of Expenses) of the Companies Act apply mutatis mutandis to the company auditors of a Mutual Company. In this case, the term "Article 373, paragraph (1)" in Article 383, paragraph (1) of that Act is deemed to be replaced with "Article 373, paragraph (1) as applied mutatis mutandis pursuant to Article 53-16 of the Insurance Business Act"; the term "proviso to Article 366, paragraph (1)" in Article 383, paragraph (2) is deemed to be replaced with "proviso to Article 366, paragraph (1) as applied mutatis mutandis pursuant to Article 53-16 of the Insurance Business Act"; the term "Article 373, paragraph (2)" in Article 383, paragraph (4) is deemed to be replaced with "Article 373, paragraph (2) as applied mutatis mutandis pursuant to Article 53-16 of the Insurance Business Act"; the term "Article 349, paragraph (4), Article 353 and Article 364" in Article 386, paragraph (1) of that Act and the term "Article 349, paragraph (4)" in Article 386, paragraph (2) is deemed to be replaced with "Article 349, paragraph (4) as applied mutatis mutandis pursuant to Article 53-15 of the Insurance Business Act"; the term "a request (limited to a request to file an action to pursue the liabilities of directors) pursuant to the provisions of Article 847, paragraph (1), Article 847-2, paragraph (1) or (3) (including cases where it is applied mutatis mutandis pursuant to paragraph (4) and (5) of the relevant Article), or Article 847-3, paragraph (1)" in Article 386, paragraph (2), item (i) of that Act is deemed to be replaced with "a request for institution of action under Article 847, paragraph

(1) as applied mutatis mutandis pursuant to Article 53-37 of the Insurance Business Act"; and the terms "Article 849, paragraph (4)" and "Article 850, paragraph (2)" in Article 386, paragraph (2), item (ii) of that Act is deemed to be replaced with "Article 849, paragraph (4) as applied mutatis mutandis pursuant to Article 53-37 of the Insurance Business Act" and "Article 850, paragraph (2) as applied mutatis mutandis pursuant to Article 53-37 of the Insurance Business Act", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

(監査役会の運営)

(Management of Boards of Company Auditors)

第五十三条の二十一 会社法第二編第四章第八節第二款（運営）の規定は相互会社の監査役会の運営について、同法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第二項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二条（第五号に係る部分に限る。）（即時抗告）、第八百七十二条の二（抗告状の写しの送付等）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定はこの条において準用する同法第三百九十四条第二項（同条第三項において準用する場合を含む。以下この条において同じ。）の規定による許可の申立てについて、それぞれ準用する。この場合において、同法第三百九十四条第二項（議事録）中「株主」とあるのは「社員（総代会を設けているときは、総代）」と、同条第三項中「役員」の責任を追及するため必要があるとき及び親会社社員がその権利を行使するため必要があるとき」とあるのは「役員」の責任を追及するため必要があるとき」と、同条第四項中「親会社若しくは子会社」とあるのは「保険業法第三十三条の二第一項に規定する実質子会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-21 The provisions of Part II, Chapter IV, Section 8, Subsection 2 (Operations) of the Companies Act apply mutatis mutandis to the management of the board of company auditors of a Mutual Company; and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (2) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to the application for permission under Article 394, paragraph (2) of that Act

(including the cases where it is applied mutatis mutandis pursuant to Article 394, paragraph (3); hereinafter the same applies in this Article) as applied mutatis mutandis pursuant to this Article. In this case, the term "shareholder" in Article 394, paragraph (2) (Minutes) of that Act is deemed to be replaced with "member (or, where the company has a Member Representatives Meeting, representative member)"; the term "and to the cases where it is necessary for the purpose of exercising the rights of a Member of the Parent Company" in Article 394, paragraph (3) is deemed to be deleted; and the term "Parent Company or Subsidiary Company" in Article 394, paragraph (4) is deemed to be replaced with "Substantive Subsidiary Companies as defined in Article 33-2, paragraph (1) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第七目 会計監査人

Division 7 Financial Auditor

(会計監査人の権限等)

(Authority of a Financial Auditor)

第五十三条の二十二 会計監査人は、次款の定めるところにより、相互会社の計算書類（第五十四条の三第二項に規定する計算書類をいう。以下この款において同じ。）及びその附属明細書並びに連結計算書類（第五十四条の十第一項に規定する連結計算書類をいう。）を監査する。この場合において、会計監査人は、内閣府令で定めるところにより、会計監査報告を作成しなければならない。

Article 53-22 (1) The financial auditor audits the financial statements (meaning the financial statements as defined in Article 54-3, paragraph (2); hereinafter the same applies in this Subsection), annexed detailed statements thereto and consolidated financial statements (meaning the consolidated financial statements as defined in Article 54-10, paragraph (1)) of the Mutual Company pursuant to the provisions of the following Subsection. In this case, the financial auditor must prepare financial audit reports pursuant to the provisions of Cabinet Office Order.

2 会計監査人は、いつでも、次に掲げるものの閲覧及び謄写をし、又は取締役及び会計参与並びに支配人その他の使用人に対し、会計に関する報告を求めることができる。

(2) The financial auditor may at any time inspect and copy the following materials or request reports on accounting from the directors and accounting advisors and managers or other employees:

一 会計帳簿（第五十四条の二第一項に規定する会計帳簿をいう。以下この款において同じ。）又はこれに関する資料が書面をもって作成されているときは、当該書面

(i) any account book (meaning the accounting book as defined in Article 54-2, paragraph (1); hereinafter the same applies in this Subsection) or related material prepared in writing; and

- 二 会計帳簿又はこれに関する資料が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を内閣府令で定める方法により表示したもの
- (ii) where account books or related materials are prepared in the form of an electronic or magnetic record, anything that displays the data recorded in the electronic or magnetic record in a manner specified by Cabinet Office Order.
- 3 会計監査人は、その職務を行うため必要があるときは、会計監査人設置会社（会計監査人を置く株式会社又は相互会社をいう。以下同じ。）の実質子会社に対して会計に関する報告を求め、又は会計監査人設置会社若しくはその実質子会社の業務及び財産の状況の調査をすることができる。
- (3) If it is necessary for the purpose of carrying out their duties, the financial auditor may request a report on accounting from a Substantive Subsidiary Companies of the company with financial auditor, or investigate the status of the business and property of the company with financial auditor or such Substantive Subsidiary Companies.
- 4 前項の実質子会社は、正当な理由があるときは、同項の報告又は調査を拒むことができる。
- (4) The Substantive Subsidiary Companies set forth in the preceding paragraph may refuse to submit a report or undergo investigation as set forth in that paragraph if there are justifiable grounds for it to do so.
- 5 会計監査人は、その職務を行うに当たっては、次のいずれかに該当する者を使用してはならない。
- (5) The financial auditor must not employ a person falling under any of the following items in carrying out their duties:
- 一 第五十三条の七において準用する会社法第三百三十七条第三項第一号又は第二号に掲げる者
- (i) a person listed in Article 337, paragraph (3), item (i) or (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 53-7;
- 二 会計監査人設置会社又はその実質子会社の取締役、執行役、会計参与若しくは監査役又は支配人その他の使用人である者
- (ii) a person who is a director, executive officer, accounting advisor or company auditor, or manager or any other employee of the company with financial auditor or its Substantive Subsidiary Companies; or
- 三 会計監査人設置会社又はその実質子会社から公認会計士又は監査法人の業務以外の業務により継続的な報酬を受けている者
- (iii) a person who is in continuous receipt of remuneration from the company with financial auditor or its Substantive Subsidiary Companies for any business other than those carried out as a certified public accountant or audit firm.
- 6 相互会社が指名委員会等設置会社である場合における第二項の規定の適用については、同項中「取締役」とあるのは、「取締役、執行役」とする。
- (6) For the purpose of applying the provisions of paragraph (2) to a Mutual

Company that is a company with Nominating Committee, etc., the term "directors" in that paragraph is deemed to be replaced with "directors, executive officers".

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第五十三条の二十三 会社法第三百九十七条から第三百九十九条まで（監査役に対する報告、定時株主総会における会計監査人の意見の陳述、会計監査人の報酬等の決定に関する監査役への関与）の規定は、相互会社の会計監査人について準用する。この場合において、同法第三百九十八条第一項中「第三百九十六条第一項」とあるのは「保険業法第五十三条の二十二第一項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-23 The provisions of Articles 397 to 399 (Report to Company Auditors, Statement of Opinions at the Annual Shareholders' Meeting, Involvement of Company Auditors in Decision on Remunerations for Financial Auditor) of the Companies Act apply mutatis mutandis to the financial auditor of a Mutual Company. In this case, the term "Article 396, paragraph (1)" in Article 398, paragraph (1) of that Act is deemed to be replaced with "Article 53-22, paragraph (1) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第八目 監査等委員会

Division 8 Audit and Supervisory Committee

(監査等委員会の権限等)

(Authorities of Audit and Supervisory Committee)

第五十三条の二十三の二 監査等委員会は、全ての監査等委員で組織する。

Article 53-23-2 (1) An Audit and Supervisory Committee is organized by all Audit and Supervisory Committee Members.

2 監査等委員は、取締役でなければならない。

(2) Audit and Supervisory Committee Members must be directors.

3 監査等委員会は、次に掲げる職務を行う。

(3) An Audit and Supervisory Committee performs the following duties:

一 取締役（会計参与設置会社にあつては、取締役及び会計参与）の職務の執行の監査及び監査報告の作成

(i) supervising the execution of duties of directors (in cases of a Company with Accounting Advisor, directors and accounting advisors) and preparing an audit report;

二 社員総会に提出する会計監査人の選任及び解任並びに会計監査人を再任しないことに関する議案の内容の決定

(ii) determining the content of proposals regarding the election and dismissal

of accounting advisors and the refusal to reelect accounting advisors to be submitted to a general meeting; and

三 第五十三条の十一において準用する会社法第三百四十二条の二第四項及び第五十三条の十五において準用する同法第三百六十一条第六項に規定する監査等委員会の意見の決定

(iii) determining the opinions of the Audit and Supervisory Committee prescribed in Article 342-2, paragraph (4) of the Companies Act as applied mutatis mutandis pursuant to Article 53-11 and Article 361, paragraph (6) of that Act as applied mutatis mutandis pursuant to Article 53-15.

4 監査等委員がその職務の執行（監査等委員会の職務の執行に関するものに限る。以下この項において同じ。）について監査等委員会設置会社に対して次に掲げる請求をしたときは、当該監査等委員会設置会社は、当該請求に係る費用又は債務が当該監査等委員の職務の執行に必要でないことを証明した場合を除き、これを拒むことができない。

(4) If Audit and Supervisory Committee Members make the following requests to a Company with Audit and Supervisory Committee with respect to the execution of their duties (limited to those related to the execution of duties of the Audit and Supervisory Committee; hereinafter the same applies in this paragraph), the relevant Company with Audit and Supervisory Committee may not refuse the relevant request except if it proves that the expense or debt relating to the relevant request is not necessary for the execution of the duties of the relevant Audit and Supervisory Committee Members:

一 費用の前払の請求

(i) requests for advancement of the expenses;

二 支出をした費用及び支出の日以後におけるその利息の償還の請求

(ii) request for the indemnification of the expenses paid and interests thereon from and including the day of payment; or

三 負担した債務の債権者に対する弁済（当該債務が弁済期にない場合にあっては、相当の担保の提供）の請求

(iii) requests for payment (or, if such debt is not yet incurred, provision of reasonable security) to the creditor of a debt incurred.

5 会社法第三百九十九条の三から第三百九十九条の六まで（監査等委員会による調査、取締役会への報告義務、株主総会に対する報告義務、監査等委員による取締役の行為の差止め）及び第三百九十九条の七（第三項、第四項並びに第五項第三号及び第四号を除く。）（監査等委員会設置会社と取締役との間の訴えにおける会社の代表等）の規定は、監査等委員会設置会社の監査等委員会又は監査等委員について準用する。この場合において、同条第一項中「第三百四十九条第四項、第三百五十三条及び第三百六十四条」とあり、及び同条第五項中「第三百四十九条第四項」とあるのは「保険業法第五十三条の十五において準用する第三百四十九条第四項」と、同項第一号中「第八百四十七条第一項、第八百四十七条の二第一項若しくは第三項（同条第四項及び第五項において準用する場合を含む。）又は第八百四十七条の三第一項の規定による請

求」とあるのは「保険業法第五十三条の三十七において準用する第八百四十七条第一項の規定による請求」と、同項第二号中「第八百四十九条第四項」とあるのは「保険業法第五十三条の三十七において準用する第八百四十九条第四項」と、「第八百五十条第二項」とあるのは「同法第五十三条の三十七において準用する第八百五十条第二項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(5) The provisions of Articles 399-3 to 399-6 of the Companies Act (Investigations by the Audit and Supervisory Committee, Duty to Report to Board of Directors, Duty to Report to Shareholders Meeting, and Enjoinment of Acts of Directors by Audit and Supervisory Committee Members) and Article 399-7 (excluding paragraphs (3), (4) and paragraph (5), items (iii) and (iv)) (Representative, etc. of a Company in Actions between a Company with Audit and Supervisory Committee and Directors) apply mutatis mutandis to an Audit and Supervisory Committee or Audit and Supervisory Committee Member of a Company with Audit and Supervisory Committee. In this case, the term "Article 349, paragraph (4), Article 353, and Article 364" in paragraph (1) of that Article and the term "Article 349, paragraph (4)" in paragraph (5) of that Article is deemed to be replaced with "Article 349, paragraph (4) as applied mutatis mutandis pursuant to Article 53-15 of the Insurance Business Act"; the term "a request (limited to a request to file an action to pursue the liabilities of directors) pursuant to the provisions of Article 847, paragraph (1), Article 847-2, paragraph (1) or (3) (including cases where it is applied mutatis mutandis pursuant to paragraph (4) and (5) of the relevant Article), or Article 847-3, paragraph (1)" of item (i) of that paragraph is deemed to be replaced with "a request under Article 847, paragraph (1) as applied mutatis mutandis pursuant to Article 53-37 of the Insurance Business Act"; the terms "Article 849, paragraph (4)" and "Article 850, paragraph (2)" in item (ii) of that paragraph is deemed to be replaced with "Article 849, paragraph (4) of that Article as applied mutatis mutandis to Article 53-37 of the Insurance Business Act" and "Article 850, paragraph (2) as applied mutatis mutandis pursuant to Article 53-37 of that Act", respectively; and any other necessary technical replacement of terms is specified by Cabinet Order.

6 会社法第二編第四章第九節の二第二款（運営）の規定は監査等委員会設置会社の監査等委員会の運営について、同法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第二項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条本文（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定はこの項において準用する同法第三百九十九条の十一第二項（同条第三項において準用する場合を含む。以下この項において同じ。）の規定による許可の申立てについて、それぞれ準用する。この場合において、同条第二項（議事録）中「株主」とあるのは「社員（総代会を設けているときは、総代）」と、同条第三項中「取締役又は会計参

与の責任を追及するため必要があるとき及び親会社社員がその権利を行使するため必要があるとき」とあるのは「取締役又は会計参与の責任を追及するため必要があるとき」と、同条第四項中「又はその親会社若しくは子会社」とあるのは「又はその保険業法第三十三条の二第一項に規定する実質子会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(6) The provisions of Part II, Chapter IV, Section 9-2, Subsection 2 (Operations) of the Companies Act apply mutatis mutandis to operation of an Audit and Supervisory Committee of a Company with Audit and Supervisory Committee, and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (2) (limited to the segment pertaining to item (i)) (Hearing of Statements), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to a petition for a permission under Article 399-11, paragraph (2) of that Act as applied mutatis mutandis pursuant to this paragraph (including the case where it is applied mutatis mutandis pursuant to paragraph (3) of that Article; hereinafter the same applies in this paragraph). In this case, the term "a shareholder" in paragraph (2) of that Article (Minutes) is deemed to be replaced with "a member (or, where the company has a Member Representatives Meeting, such representative members)"; the term "cases where it is necessary for the purpose of pursuing the liability of directors or accounting advisors by a creditor of a Company with Audit and Supervisory Committee and to the cases where it is necessary for the purpose of exercising the rights of a Member of the Parent Company" in paragraph (3) of that Article is deemed to be replaced with "cases where it is necessary for the purpose of pursuing the liability of directors or accounting advisors by a creditor of a Company with Audit and Supervisory Committee"; the term "or its Parent Company or Subsidiary Company" in paragraph (4) of that Article is deemed to be replaced with "or its Substantive Subsidiary Companies prescribed in Article 33-2, paragraph (1) of the Insurance Business Act"; and any other necessary technical replacement of terms is specified by Cabinet Order.

(監査等委員会設置会社の取締役会の権限)

(Authority of Board of Directors of Company with Audit and Supervisory Committee)

第五十三条の二十三の三 監査等委員会設置会社の取締役会は、第五十三条の十四の規定にかかわらず、次に掲げる職務を行う。

Article 53-23-3 (1) Board of directors of a Company with Audit and Supervisory Committee perform the following duties notwithstanding of provisions of Article 53-14:

一 次に掲げる事項その他監査等委員会設置会社の業務執行の決定

(i) deciding the following matters and execution of other operations of the Company with Audit and Supervisory Committee:

イ 経営の基本方針

(a) basic management policy;

ロ 監査等委員会の職務の執行のため必要なものとして内閣府令で定める事項

(b) the matters specified by Cabinet Office Order as those necessary for the execution of the duties of the Audit and Supervisory Committee;

ハ 取締役の職務の執行が法令及び定款に適合することを確保するための体制その他相互会社の業務並びに当該相互会社及びその実質子会社から成る企業集団の業務の適正を確保するために必要なものとして内閣府令で定める体制の整備

(c) the development of systems necessary to ensure that the execution of the duties by the directors complies with the laws and regulations and the articles of incorporation, and other systems prescribed by Cabinet Office Order as systems necessary to ensure the properness of operations of a Mutual Company and of operations of a group of entities consisting of the relevant Mutual Company and its de facto subsidiary companies;

二 取締役の職務の執行の監督

(ii) supervising the execution of duties by directors; and

三 代表取締役の選定及び解職

(iii) appointing and removing Representative Directors.

2 監査等委員会設置会社の取締役会は、前項第一号イからハまでに掲げる事項を決定しなければならない。

(2) The board of directors of a Company with Audit and Supervisory Committee must determine matters listed in item (i), (a) to (c) of the preceding paragraph.

3 監査等委員会設置会社の取締役会は、取締役（監査等委員である取締役を除く。）の中から代表取締役を選定しなければならない。

(3) Board of directors of a Company with Audit and Supervisory Committee must appoint Representative Directors from among the directors (excluding directors who are Audit and Supervisory Committee Members).

4 監査等委員会設置会社の取締役会は、次に掲げる事項その他の重要な業務執行の決定を取締役に委任することができない。

(4) Board of directors of a Company with Audit and Supervisory Committee may not delegate the decision on the execution of the following matters and other important operations to directors:

一 重要な財産の処分及び譲受け

(i) the disposal of and acceptance of assignment of important assets;

二 多額の借財

- (ii) borrowing a significant amount of money;
三 支配人その他の重要な使用人の選任及び解任
 - (iii) the election and dismissal of an important employee including managers;
四 従たる事務所その他の重要な組織の設置、変更及び廃止
 - (iv) the establishment, changes or closure of important structures including branch offices;
五 第六十一条第一号に掲げる事項その他の社債（同条に規定する社債をいう。）を引き受ける者の募集に関する重要な事項として内閣府令で定める事項
 - (v) matters listed in Article 61, item (i) and other matters specified by Cabinet Office Order as important matters regarding the solicitation of persons who subscribe Bonds (meaning Bonds prescribed in the relevant Article); and
六 第五十三条の三十六において読み替えて準用する会社法第四百二十六条第一項の規定による定款の定めに基づく第五十三条の三十三第一項の責任の免除
 - (vi) exemption from liability under Article 53-33, paragraph (1) pursuant to provisions of the articles of incorporation under Article 426, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-36 following the deemed replacement of terms.
- 5 前項の規定にかかわらず、監査等委員会設置会社の取締役の過半数が社外取締役である場合には、当該監査等委員会設置会社の取締役会は、その決議によって、重要な業務執行の決定を取締役に委任することができる。ただし、次に掲げる事項については、この限りでない。
- (5) Notwithstanding the provisions of the preceding paragraph, if a majority of directors of a Company with Audit and Supervisory Committee are Outside Directors, the board of directors of the relevant Company with Audit and Supervisory Committee may delegate to directors the decision on execution of important operations by its resolution; provided, however, that this does not apply to the following matters:
- 一 第四十一条第一項又は第四十九条第一項において準用する会社法第二百九十八条第一項各号に掲げる事項の決定
 - (i) decisions of the matters listed in the items of Article 298, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) or Article 49, paragraph (1);
二 社員総会に提出する議案（会計監査人の選任及び解任並びに会計監査人を再任しないことに関するものを除く。）の内容の決定
 - (ii) decisions on the content of proposals to be submitted to a general meeting (excluding those regarding the election and dismissal of financial auditor and the refusal to reelect financial auditor);
三 第五十三条の十五において準用する会社法第三百五十六条第一項の承認
 - (iii) approval under Article 356, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-15;
四 第五十三条の十六において準用する会社法第三百六十六条第一項ただし書の規定

- による取締役会を招集する取締役の決定
- (iv) decision of the directors to convene the board of directors meeting pursuant to the provisions of the proviso to Article 366, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-16;
- 五 前条第五項において準用する会社法第三百九十九条の七第一項第一号の規定による監査等委員会設置会社を代表する者の決定
- (v) decision of persons representing a Company with Audit and Supervisory Committee pursuant to the provisions of Article 399-7, paragraph (1), item (i) of the Companies Act as applied mutatis mutandis pursuant to paragraph (5) of the preceding Article;
- 六 前項第六号に掲げる事項
- (vi) matters listed in item (vi) of the preceding paragraph;
- 七 第五十四条の四第三項及び第五十四条の十第五項の承認
- (vii) approvals under Article 54-4, paragraph (3) and Article 54-10, paragraph (5);
- 八 第六十二条の二第一項各号に掲げる行為に係る契約の内容の決定
- (viii) decisions on the content of contract relating to the acts listed in the items of Article 62-2, paragraph (1);
- 九 組織変更計画の内容の決定
- (ix) decisions on the content of a reorganization plan; and
- 十 合併契約の内容の決定
- (x) decisions on the content of merger contract.
- 6 前二項の規定にかかわらず、監査等委員会設置会社は、取締役会の決議によって重要な業務執行（前項各号に掲げる事項を除く。）の決定の全部又は一部を取締役に委任することができる旨を定款で定めることができる。
- (6) Notwithstanding the provisions of the preceding two paragraphs, a Company with Audit and Supervisory Committee may stipulate in the articles of incorporation that all or part of decisions of execution of important operations (excluding matters listed in items of the preceding paragraph) may be delegated to directors by the resolution of the board of directors.
- 7 会社法第三百九十九条の十四（監査等委員会による取締役会の招集）の規定は、監査等委員会設置会社の取締役会の招集について準用する。この場合において、必要な技術的読替えは、政令で定める。
- (7) The provisions of Article 399-14 (Call of the Board of Directors by Audit and Supervisory Committee) of the Companies Act apply mutatis mutandis to convocation of board of directors meeting of a Company with Audit and Supervisory Committee. In such case, any necessary technical replacement of terms is specified by Cabinet Order.

第九目 指名委員会等及び執行役

Division 9 Nominating Committee and Executive Officer

(委員の選定等)

(Appointment of Committee Members)

第五十三条の二十四 指名委員会、監査委員会又は報酬委員会の各委員会（以下この条、次条及び第六十四条において単に「各委員会」という。）は、委員三人以上で組織する。

Article 53-24 (1) Each nominating committee, audit committee, and compensation committee (hereinafter simply referred to "Committee" in this Article, the following Article and Article 64) are composed of three or more committee members.

2 各委員会の委員は、取締役の中から、取締役会の決議によって選定する。

(2) The members of each Committee are appointed from among the directors by a resolution of the board of directors.

3 各委員会の委員の過半数は、社外取締役でなければならない。

(3) The majority of the members of each Committee must be outside directors.

4 監査委員は、指名委員会等設置会社若しくはその実質子会社の執行役若しくは業務執行取締役又は指名委員会等設置会社の実質子会社の会計参与（会計参与が法人であるときは、その職務を行うべき社員）若しくは支配人その他の使用人を兼ねることができない。

(4) An audit committee member may not concurrently serve as an executive officer or executive director of a company with a Nominating Committee, etc. or its Substantive Subsidiary Companies, or as an accounting advisor (or, where the accounting advisor is a corporation, any staff member of the corporation, who is to carry out the relevant duties) or manager or any other employee of a Substantive Subsidiary Companies of a company with a Nominating Committee, etc..

(委員の解職等)

(Removal of Committee Members)

第五十三条の二十五 各委員会の委員は、いつでも、取締役会の決議によって解職することができる。

Article 53-25 (1) A committee member may be removed at any time by a resolution of the board of directors.

2 会社法第四百一条第二項から第四項まで（委員の解職等）、第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）、第八百七十六条（最高裁判所規則）及び第九百三十七条第一項（第二号イ及びハに係る部分に限る。）

（裁判による登記の囑託）の規定は、指名委員会等設置会社の委員について準用する。この場合において、同法第四百一条第二項中「前条第一項」とあるのは「保険業法第

五十三条の二十四第一項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 401, paragraphs (2) to (4) (Removal of Committee Members), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of Reasons), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeals), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act), Article 876 (Supreme Court Rules) and Article 937, paragraph (1) (limited to the segment pertaining to item (ii), (a) and (c)) (Commissioning of Registration by Judicial Decision) of the Companies Act apply mutatis mutandis to the committee members of a company with Nominating Committee, etc. In this case, the term "paragraph (1) of the preceding Article" in Article 401, paragraph (2) of that Act is deemed to be replaced with "Article 53-24, paragraph (1) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(執行役の選任等)

(Election of Executive Officers)

第五十三条の二十六 指名委員会等設置会社には、一人又は二人以上の執行役を置かなければならない。

Article 53-26 (1) A company with a Nominating Committee, etc. must have one or more executive officers.

2 執行役は、取締役会の決議によって選任する。

(2) An executive officer is elected by a resolution of the board of directors.

3 指名委員会等設置会社と執行役との関係は、委任に関する規定に従う。

(3) The relationship between a company with Nominating Committee, etc. and its executive officers are governed by the provisions on mandate.

4 第五十三条の二第一項の規定は、執行役について準用する。

(4) The provisions of Article 53-2, paragraph (1) apply mutatis mutandis to an executive officer.

5 執行役は、取締役を兼ねることができる。

(5) An executive officer may serve concurrently as a director.

6 執行役の任期は、選任後一年以内に終了する事業年度のうち最終のものに関する定時社員総会の終結後最初に招集される取締役会の終結の時までとする。ただし、定款によって、その任期を短縮することを妨げない。

(6) An executive officer's term of office continues until the conclusion of the first board of directors meeting convened after the conclusion of the annual general meeting for the last business year ending within one year from the time of their election; provided, however, that this does not preclude the shortening of

their term of office by the articles of incorporation.

7 会社法第四百二条第八項（執行役の選任等）の規定は、相互会社の執行役の任期について準用する。この場合において、同項中「前項」とあるのは「保険業法第五十三条の二十六第六項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(7) The provisions of Article 402, paragraph (8) (Election of Executive Officers) of the Companies Act apply mutatis mutandis to the terms of office of the executive officers of a Mutual Company. In this case, the term "the preceding paragraph" in that paragraph is deemed to be replaced with "Article 53-26, paragraph (6) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

（執行役の解任等）

(Dismissal of Executive Officers)

第五十三条の二十七 執行役は、いつでも、取締役会の決議によって解任することができる。

Article 53-27 (1) An executive officer may be dismissed at any time by a resolution of the board of directors.

2 前項の規定により解任された執行役は、その解任について正当な理由がある場合を除き、指名委員会等設置会社に対し、解任によって生じた損害の賠償を請求することができる。

(2) An executive officer dismissed pursuant to the provisions of the preceding paragraph may demand from the company with Nominating Committee, etc. compensation for damage arising from the dismissal, unless the company has justifiable grounds for their dismissal.

3 第五十三条の二十五第二項において準用する会社法第四百一条第二項から第四項までの規定並びに同法第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）、第八百七十六条（最高裁判所規則）及び第九百三十七条第一項（第二号イ及びハに係る部分に限る。）（裁判による登記の囑託）の規定は、執行役が欠けた場合又は定款で定めた執行役の員数が欠けた場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 401, paragraphs (2) to (4) of the Companies Act as applied mutatis mutandis pursuant to Article 53-25, paragraph (2), and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article

875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act), Article 876 (Supreme Court Rules) and Article 937, paragraph (1) (limited to the segment pertaining to item (ii), (a) and (c)) (Commissioning of Registration by a Judicial Decision) of that Act apply mutatis mutandis to the cases where a Mutual Company has no executive officer or any vacancy in the number of executive officers prescribed by the articles of incorporation. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(指名委員会等の権限等)

(Authority of the Nominating Committee)

第五十三条の二十八 指名委員会は、社員総会に提出する取締役（会計参与設置会社にあつては、取締役及び会計参与）の選任及び解任に関する議案の内容を決定する。

Article 53-28 (1) The nominating Committee is to determine the contents of proposals to be submitted to the general meeting regarding the election and dismissal of directors (or, in a company with accounting advisors, directors and accounting advisors).

2 監査委員会は、次に掲げる職務を行う。

(2) The audit Committee carries out the following duties:

一 執行役等（執行役及び取締役をいい、会計参与設置会社にあつては、執行役、取締役及び会計参与をいう。以下この目において同じ。）の職務の執行の監査及び監査報告の作成

(i) supervising the execution of duties by executive officers, etc. (meaning executive officers and directors, or, in a company with accounting advisors, executive officers, directors and accounting advisors; hereinafter the same applies in this Division) and preparing audit reports; and

二 社員総会に提出する会計監査人の選任及び解任並びに会計監査人を再任しないことに関する議案の内容の決定

(ii) determining the contents of proposals to be submitted to the general meeting regarding the election and dismissal of financial auditor, and the non-reappointment of financial auditor.

3 報酬委員会は、第五十三条の十五において準用する会社法第三百六十一条第一項の規定並びに第五十三条の十七において準用する同法第三百七十九条第一項及び第二項の規定にかかわらず、執行役等の個人別の報酬等（報酬、賞与その他の職務執行の対価として相互会社から受ける財産上の利益をいう。以下この項において同じ。）の内容を決定する。執行役が指名委員会等設置会社の支配人その他の使用人を兼ねているときは、当該支配人その他の使用人の報酬等の内容についても、同様とする。

(3) Notwithstanding the provisions of Article 361, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-15, and the provisions of Article 379, paragraphs (1) and (2) of that Act as applied mutatis mutandis pursuant to Article 53-17, the compensation committee is to

determine the contents of remunerations, etc. (meaning the property considerations received from the Mutual Company in exchange for execution of duties, such as remunerations and bonuses; hereinafter the same applies in this paragraph) for individual executive officers, etc. Where an executive officer serves concurrently as a manager or any other employee of the company with Nominating Committee, etc., the same applies to the contents of remunerations, etc. for such manager or other employee.

4 委員がその職務の執行（当該委員が所属する指名委員会等の職務の執行に関するものに限る。以下この項において同じ。）について指名委員会等設置会社に対して次に掲げる請求をしたときは、当該指名委員会等設置会社は、当該請求に係る費用又は債務が当該委員の職務の執行に必要なことを証明した場合を除き、これを拒むことができない。

(4) A company with Nominating Committee, etc. may not refuse any of the following requests made to it by a committee member with respect to the execution of their duties (limited to a request regarding the execution of the duties of the Nominating Committee, etc. to which their belongs; hereinafter the same applies in this paragraph), unless the company with Nominating Committee, etc. proves that the expenses or obligations pertaining to the request are not necessary for the execution of the duties of such committee member:

一 費用の前払の請求

(i) a request for advance payment of expenses;

二 支出をした費用及び支出の日以後におけるその利息の償還の請求

(ii) a request for reimbursement of paid expenses and any interest incurred thereon from the date of payment; or

三 負担した債務の債権者に対する弁済（当該債務が弁済期にない場合にあつては、相当の担保の提供）の請求

(iii) a request for payment of any obligation incurred (or, where the obligation is not yet due, furnishing of reasonable security) to the creditor.

5 会社法第四百五条から第四百七条まで（監査委員会による調査、取締役会への報告義務、監査委員による執行役等の行為の差止め）、第四百八条（第三項、第四項並びに第五項第三号及び第四号を除く。）（指名委員会等設置会社と執行役又は取締役との間の訴えにおける会社の代表等）及び第四百九条（報酬委員会による報酬の決定の方法等）の規定は、指名委員会等設置会社の指名委員会等又は委員について準用する。この場合において、同法第四百八条第一項中「第四百二十条第三項において準用する第三百四十九条第四項の規定並びに第三百五十三条及び第三百六十四条」とあるのは「保険業法第五十三条の三十二において準用する第四百二十条第三項において準用する第三百四十九条第四項」と、同条第五項中「第四百二十条第三項において準用する第三百四十九条第四項」とあるのは「保険業法第五十三条の三十二において準用する第四百二十条第三項において準用する第三百四十九条第四項」と、同項第一号中「第四百四十七条第一項、第四百四十七条の二第一項若しくは第三項（同条第四項及び第

五項において準用する場合を含む。)又は第八百四十七条の三第一項の規定による請求」とあるのは「保険業法第五十三条の三十七において準用する第八百四十七条第一項の規定による請求」と、同項第二号中「第八百四十九条第四項」とあるのは「保険業法第五十三条の三十七において準用する第八百四十九条第四項」と、「第八百五十条第二項」とあるのは「同法第五十三条の三十七において準用する第八百五十条第二項」と、同法第四百九条第二項中「第四百四条第三項」とあるのは「保険業法第五十三条の二十八第三項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (5) The provisions of Articles 405 to 407 (Investigations by Audit Committees, Duty to Report to the Board of Directors, Prohibition of Executive Officers' Actions, etc. by Audit Committee Members), Article 408 (excluding paragraph (3), paragraph (4), and paragraph (5), items (iii) and (iv)) (Representation of a Company with Nominating Committee, etc. in Actions between the Company and Its Executive Officers or Directors) and Article 409 (Methods for Decisions on Remuneration by the Compensation Committee) of the Companies Act apply mutatis mutandis to the Nominating Committee, etc. or committee members of a company with Nominating Committee, etc. In this case, the term "provisions of Article 349, paragraph (4) applied mutatis mutandis under Article 420, paragraph (3), and the provisions of Article 353 and Article 364" in Article 408, paragraph (1) of that Act is deemed to be replaced with "provisions of Article 349, paragraph (4) as applied mutatis mutandis pursuant to Article 420, paragraph (3) as applied mutatis mutandis pursuant to Article 53-32 of the Insurance Business Act"; the term "Article 349, paragraph (4) applied mutatis mutandis under Article 420, paragraph (3)" in Article 408, paragraph (5) is deemed to be replaced with "Article 349, paragraph (4) as applied mutatis mutandis pursuant to Article 420, paragraph (3) as applied mutatis mutandis pursuant to Article 53-32 of the Insurance Business Act"; the term "a request (limited to a request to file an action to pursue the liabilities of directors) pursuant to the provisions of Article 847, paragraph (1), Article 847-2, paragraph (1) or (3) (including cases where it is applied mutatis mutandis pursuant to paragraph (4) and (5) of the relevant Article), or Article 847-3, paragraph (1)" in Article 408, paragraph (3), item (i) of that Act is deemed to be replaced with "a request for filing an action under Article 847, paragraph (1) as applied mutatis mutandis pursuant to Article 53-37 of the Insurance Business Act"; the terms "Article 849, paragraph (4)" and "Article 850, paragraph (2)" in Article 408, paragraph (3), item (ii) of that Act is deemed to be replaced with "Article 849, paragraph (4) as applied mutatis mutandis pursuant to Article 53-37 of the Insurance Business Act" and "Article 850, paragraph (2) as applied mutatis mutandis pursuant to Article 53-37 of the Insurance Business Act", respectively; and the term "Article 404, paragraph (3)" in Article 409, paragraph (2) of that Act is deemed to be replaced with "Article 53-28,

paragraph (3) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

- 6 会社法第二編第四章第十節第三款（指名委員会等の運営）の規定は指名委員会等設置会社の指名委員会等の運営について、同法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二條（第五号に係る部分に限る。）（即時抗告）、第八百七十二條の二（抗告状の写しの送付等）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定はこの項において準用する同法第四百十三條第三項（同條第四項において準用する場合を含む。以下この項において同じ。）の規定による許可の申立てについて、それぞれ準用する。この場合において、同條第三項（議事録）中「株主」とあるのは「社員（総代会を設けているときは、総代）」と、同條第四項中「委員の責任を追及するため必要があるとき及び親会社社員がその権利を行使するため必要があるとき」とあるのは「委員の責任を追及するため必要があるとき」と、同條第五項中「又はその親会社若しくは子会社」とあるのは「又はその保険業法第三十三條の二第一項に規定する実質子会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (6) The provisions of Part II, Chapter IV, Section 10, Subsection 3 (Operation of Nominating Committee, etc.) of the Companies Act apply mutatis mutandis to the management of the Nominating Committee, etc. of a company with Nominating Committee, etc.; and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to the application for permission under Article 413, paragraph (3) of that Act (including the cases where it is applied mutatis mutandis pursuant to Article 413, paragraph (4); hereinafter the same applies in this paragraph) as applied mutatis mutandis pursuant to this Article. In this case, the term "shareholder" in Article 413, paragraph (3) (Minutes) is deemed to be replaced with "member (or, where the company has a Member Representatives Meeting, representative member)"; the term "and where it is necessary for the purpose of exercising the rights of a Member of the Parent Company" in Article 413, paragraph (4) is deemed to be deleted"; and the term "or its Parent Company or Subsidiary Company" in

Article 413, paragraph (5) of that Act is deemed to be replaced with "or its Substantive Subsidiary Companies as defined in Article 33-2, paragraph (1) of the Insurance Business Act; any other necessary technical replacement of terms is specified by Cabinet Order.

(指名委員会等設置会社の取締役の権限)

(Authority of the Directors of a Company with Nominating Committee)

第五十三条の二十九 指名委員会等設置会社の取締役は、この法律又はこの法律に基づく命令に別段の定めがある場合を除き、指名委員会等設置会社の業務を執行することができない。

Article 53-29 The directors of a company with Nominating Committee, etc. may not execute the business of the company with Nominating Committee, etc. unless otherwise provided for in this Act or any order pursuant to this Act.

(指名委員会等設置会社の取締役会の権限)

(Authority of the Board of Directors of a Company with Nominating Committee)

第五十三条の三十 指名委員会等設置会社の取締役会は、第五十三条の十四の規定にかかわらず、次に掲げる職務を行う。

Article 53-30 (1) Notwithstanding the provisions of Article 53-14, the board of directors of a company with Nominating Committee, etc. are to carry out the following duties:

一 次に掲げる事項その他指名委員会等設置会社の業務執行の決定

(i) making decisions on the following particulars and any other decision on the execution of the business of the company with Nominating Committee, etc.:

イ 経営の基本方針

(a) basic management policy;

ロ 監査委員会の職務の執行のため必要なものとして内閣府令で定める事項

(b) particulars specified by Cabinet Office Order as necessary for the execution of the duties of the audit committee;

ハ 執行役が二人以上ある場合における執行役の職務の分掌及び指揮命令の関係その他の執行役相互の関係に関する事項

(c) in a Mutual Company with two or more executive officers, the particulars of the interrelationship between executive officers, such as allocation of duties and line of control among executive officers;

ニ 第五項において準用する会社法第四百十七条第二項の規定による取締役会の招集の請求を受ける取締役

(d) the directors to receive requests for the convocation of a board of directors meeting under Article 417, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to paragraph (5); and

ホ 執行役の職務の執行が法令及び定款に適合することを確保するための体制その

他相互会社の業務並びに当該相互会社及びその実質子会社から成る企業集団の業務の適正を確保するために必要なものとして内閣府令で定める体制の整備

(e) establishment of a system to ensure that the execution of duties by executive officers conforms to the applicable laws and regulations and the articles of incorporation, as well as any other system required by Cabinet Office Order to ensure the properness of operations of a Mutual Company and of operations of a group of entities consisting of the relevant Mutual Company and its de facto subsidiary companies: and

二 執行役等の職務の執行の監督

(ii) supervising the execution of duties by executive officers, etc.

2 指名委員会等設置会社の取締役会は、前項第一号イからホまでに掲げる事項を決定しなければならない。

(2) The board of directors of a company with Nominating Committee, etc. must decide on the particulars listed in item (i), (a) to (e) of the preceding paragraph.

3 指名委員会等設置会社の取締役会は、第一項各号に掲げる職務の執行を取締役に委任することができない。

(3) The board of directors of a company with Nominating Committee, etc. may not delegate to a director the execution of duties listed in paragraph (1), item (i) or (ii).

4 指名委員会等設置会社の取締役会は、その決議によって、指名委員会等設置会社の業務執行の決定を取締役に委任することができる。ただし、次に掲げる事項については、この限りでない。

(4) The board of directors of a company with Nominating Committee, etc. may, by adopting a resolution, delegate to an executive officer decisions on the execution of the company's business; provided, however, that this does not apply to the following particulars:

一 第四十一条第一項又は第四十九条第一項において準用する会社法第二百九十八条第一項各号に掲げる事項の決定

(i) decisions on the particulars listed in the items of Article 298, paragraph (1) of the Companies Act as applied mutatis mutandis to Article 41, paragraph (1) or Article 49, paragraph (1);

二 社員総会に提出する議案（取締役、会計参与及び会計監査人の選任及び解任並びに会計監査人を再任しないことに関するものを除く。）の内容の決定

(ii) decisions on the contents of proposals to be submitted to the general meeting (excluding those regarding the election and dismissal of directors, accounting advisors and financial auditor, and the non-reappointment of financial auditor);

三 第五十三条の十五において準用する会社法第三百五十六条第一項（第五十三条の三十二において準用する同法第四百十九条第二項前段において準用する場合を含む。）の承認

(iii) authorization under Article 356, paragraph (1) of the Companies Act as

- applied mutatis mutandis pursuant to Article 53-15 (including the cases where it is applied mutatis mutandis pursuant to the first sentence of Article 419, paragraph (2) of that Act as applied mutatis mutandis pursuant to Article 53-32);
- 四 第五十三条の十六において準用する会社法第三百六十六条第一項ただし書の規定による取締役会を招集する取締役の決定
- (iv) designation of the directors to convene a board of directors meetings under the proviso to Article 366, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-16;
- 五 第五十三条の二十四第二項の規定による委員の選定及び第五十三条の二十五第一項の規定による委員の解職
- (v) appointment of committee members under Article 53-24, paragraph (2) and removal of committee members under Article 53-25, paragraph (1);
- 六 第五十三条の二十六第二項の規定による執行役の選任及び第五十三条の二十七第一項の規定による執行役の解任
- (vi) election of executive officers under Article 53-26, paragraph (2) and dismissal of executive officers under Article 53-27, paragraph (1);
- 七 第五十三条の二十八第五項において準用する会社法第四百八条第一項第一号の規定による指名委員会等設置会社を代表する者の決定
- (vii) designation of persons to represent the company with Nominating Committee, etc. under Article 408, paragraph (1), item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 53-28, paragraph (5);
- 八 第五十三条の三十二において準用する会社法第四百二十条第一項前段の規定による代表執行役の選定及び第五十三条の三十二において準用する同法第四百二十条第二項の規定による代表執行役の解職
- (viii) appointment of the representative executive officer under the first sentence of Article 420, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-32 and removal of the representative executive officer under Article 420, paragraph (2) of that Act as applied mutatis mutandis pursuant to Article 53-32;
- 九 第五十三条の三十六において読み替えて準用する会社法第四百二十六条第一項の規定による定款の定めに基づく第五十三条の三十三第一項の責任の免除
- (ix) exemption from liability under Article 53-33, paragraph (1) pursuant to the provisions of the articles of incorporation under Article 426, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-36 following the deemed replacement of terms;
- 十 第五十四条の四第三項及び第五十四条の十第五項の承認
- (x) authorization under Article 54-4, paragraph (3) and Article 54-10, paragraph (5);
- 十一 第六十二条の二第一項各号に掲げる行為に係る契約の内容の決定
- (xi) decisions on the contents of any contract involving the actions listed in the

items of Article 62-2, paragraph (1);

十二 組織変更計画の内容の決定

(xii) decisions on the contents of any entity conversion plan; and

十三 合併契約の内容の決定

(xiii) decisions on the contents of any merger agreement.

5 会社法第四百十七條（指名委員会等設置会社の取締役会の運営）の規定は、指名委員会等設置会社の取締役会の運営について準用する。この場合において、同条第二項中「前条第一項第一号ニ」とあるのは「保険業法第五十三條の三十第一項第一号ニ」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(5) The provisions of Article 417 (Operations of Board of Directors of Company With Nominating Committee, etc.) of the Companies Act apply mutatis mutandis to the operation of the board of directors of a company with Nominating Committee, etc. In this case, the term "paragraph (1), item (i)-2 of the preceding Article" in paragraph (2) of that Article is deemed to be replaced with "Article 53-30, paragraph (1), item (i), (d) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(執行役の権限)

(Authority of Executive Officers)

第五十三條の三十一 執行役は、次に掲げる職務を行う。

Article 53-31 The executive officers carries out the following duties:

一 前条第四項の規定による取締役会の決議によって委任を受けた指名委員会等設置会社の業務の執行の決定

(i) making decisions on the execution of the business of the company with Nominating Committee, etc. as delegated by a resolution of the board of directors under paragraph (4) of the preceding Article; and

二 指名委員会等設置会社の業務の執行

(ii) executing the business of a company with Nominating Committee, etc.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第五十三條の三十二 会社法第四百十九條（第二項後段を除く。）（執行役の監査委員に対する報告義務等）、第四百二十一條（表見代表執行役）及び第四百二十二條第一項（株主による執行役の行為の差止め）の規定は指名委員会等設置会社の執行役について、同法第四百二十條（代表執行役）の規定は指名委員会等設置会社の代表執行役について、同法第八百六十八條第一項（非訟事件の管轄）、第八百六十九條（疎明）、第八百七十條第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一條（理由の付記）、第八百七十二條（第四号に係る部分に限る。）（即時抗告）、第八百七十四條（第一号及び第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五條（非訟事件手続法の規定の適用除外）及び第八百七十六條（最高裁判所規

則)の規定は指名委員会等設置会社の執行役又は代表執行役について、同法第九百三十七条第一項(第二号イ及びハに係る部分に限る。)(裁判による登記の嘱託)の規定は指名委員会等設置会社の代表執行役について、それぞれ準用する。この場合において、同法第四百十九条第二項前段中「第三百五十五条、第三百五十六条及び第三百六十五条第二項」とあるのは「保険業法第五十三条の十五において準用する第三百五十五条、第三百五十六条及び第三百六十五条第二項」と、同条第三項中「第三百五十七条」とあるのは「保険業法第五十三条の十五において準用する第三百五十七条」と、同法第四百二十条第三項中「第三百四十九条第四項及び第五項」とあるのは「保険業法第五十三条の十五において準用する第三百四十九条第四項及び第五項」と、「第三百五十二条」とあるのは「同法第五十三条の十五において準用する第三百五十二条」と、「第四百一条第二項から第四項まで」とあるのは「保険業法第五十三条の第二十五第二項において準用する第四百一条第二項から第四項まで」と、同法第四百二十二条第一項中「株式を有する株主」とあるのは「社員である者」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-32 The provisions of Article 419 (excluding the second sentence of paragraph (2)) (Executive Officer's Duty to Report to Audit Committee Members), Article 421 (Apparent Representative Executive Officers) and Article 422, paragraph (1) (Prohibition of Executive Officers' Actions by Shareholders) of the Companies Act apply mutatis mutandis to the executive officers of a company with Nominating Committee, etc.; the provisions of Article 420 (Representative Executive Officers) apply mutatis mutandis to the representative executive officer of a company with Nominating Committee, etc.; the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to items (i) and (iv)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to the executive officers or representative executive officer of a company with Nominating Committee, etc.; and the provisions of Article 937, paragraph (1) (limited to the segment pertaining to item (ii), (a) and (c)) (Commissioning of Registration by a Judicial Decision) of that Act apply mutatis mutandis to the representative executive officer of a company with Nominating Committee, etc.. In this case, the term "Article 355, Article 356 and Article 365, paragraph (2)" in the first sentence of Article 419, paragraph (2) of that Act is deemed to be replaced with "Article 355, Article 356 and Article 365, paragraph (2) as applied mutatis mutandis pursuant to Article 53-15 of the Insurance Business Act"; the term "Article 357" in Article 419, paragraph (3) is deemed to be replaced with "Article 357 as applied mutatis mutandis pursuant to Article 53-

15 of the Insurance Business Act"; the terms "Article 349, paragraphs (4) and (5)", "Article 352" and "Article 401, paragraphs (2) to (4)" in Article 420, paragraph (3) of that Act is deemed to be replaced with "Article 349, paragraphs (4) and (5) as applied mutatis mutandis pursuant to Article 53-15 of the Insurance Business Act", "Article 352 as applied mutatis mutandis pursuant to Article 53-15 of that Act" and "Article 401, paragraphs (2) to (4) as applied mutatis mutandis pursuant to Article 53-25 of the Insurance Business Act", respectively; and the term "shareholders having the shares" in Article 422, paragraph (1) of that Act is deemed to be replaced with "persons who have been members"; any other necessary technical replacement of terms is specified by Cabinet Order.

第十目 役員等の損害賠償責任

Division 10 Liability for Damages of Officers

(役員等の相互会社に対する損害賠償責任)

(Liability for Damages of Officers to a Mutual Company)

第五十三条の三十三 取締役、執行役、会計参与、監査役又は会計監査人（以下この目において「役員等」という。）は、その任務を怠ったときは、相互会社に対し、これによって生じた損害を賠償する責任を負う。

Article 53-33 (1) Directors, executive officers, accounting advisors, company auditors or financial auditor (hereinafter referred to as "Officers, etc." in this Division) who have been negligent in their duties are liable to compensate the Mutual Company for any damage resulting from such negligence.

2 取締役又は執行役が第五十三条の十五において準用する会社法第三百五十六条第一項（前条において準用する同法第四百十九条第二項前段において準用する場合を含む。以下この項において同じ。）の規定に違反して同法第三百五十六条第一項第一号（競業及び利益相反取引の制限）の取引をしたときは、当該取引によって取締役、執行役又は第三者が得た利益の額は、前項の損害の額と推定する。

(2) Where a director or executive officer has conducted a transaction set forth in Article 356, paragraph (1), item (i) (Restrictions on Competition and Transactions Involving a Conflict of Interest) of the Companies Act in violation of the provisions of Article 356, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 53-15 (including the cases where it is applied mutatis mutandis pursuant to the first sentence of Article 419, paragraph (2) of that Act as applied mutatis mutandis pursuant to the preceding Article; hereinafter the same applies in this paragraph), the amount of the profits obtained by the director, executive officer or a third party as a result of such transaction is presumed to be the amount of the damage set forth in the preceding paragraph.

3 第五十三条の十五において準用する会社法第三百五十六条第一項第二号又は第三号

(これらの規定を前条において準用する同法第四百十九条第二項前段において準用する場合を含む。)の取引によって相互会社に損害が生じたときは、次に掲げる取締役又は執行役は、その任務を怠ったものと推定する。

- (3) Where a Mutual Company incurs any damage as a result of a transaction set forth in Article 356, paragraph (1), item (ii) or (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 53-15 (including the cases where it is applied mutatis mutandis pursuant to the first sentence of Article 419, paragraph (2) of that Act as applied mutatis mutandis pursuant to the preceding Article), the following directors or executive officers are presumed to have been negligent in their duties:
- 一 第五十三条の十五において準用する会社法第三百五十六条第一項(前条において準用する同法第四百十九条第二項前段において準用する場合を含む。)の取締役又は執行役
 - (i) the directors or executive officers set forth in Article 356, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-15 (including the cases where it is applied mutatis mutandis pursuant to the first sentence of Article 419, paragraph (2) of that Act as applied mutatis mutandis pursuant to the preceding Article);
 - 二 相互会社が当該取引をすることを決定した取締役又は執行役
 - (ii) the directors or executive officers who decided that the Mutual Company would carry out such transaction; or
 - 三 当該取引に関する取締役会の承認の決議に賛成した取締役(指名委員会等設置会社においては、当該取引が指名委員会等設置会社と取締役との間の取引又は指名委員会等設置会社と取締役との利益が相反する取引である場合に限る。)
 - (iii) the directors who agreed to the board of directors' resolution approving such a transaction (in a company with Nominating Committee, etc., limited to the cases where such transaction is carried out between the company with Nominating Committee, etc. and the directors or gives rise to a conflict of interest between the company with Nominating Committee, etc. and the directors).
- 4 前項の規定は、第五十三条の十五において準用する会社法第三百五十六条第一項第二号又は第三号に掲げる場合において、同項の取締役(監査等委員であるものを除く。)が当該取引につき監査等委員会の承認を受けたときは、適用しない。
- (4) The provisions of the preceding paragraph do not apply to the case listed in Article 356, paragraph (1), item (ii) or (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 53-15, if a director prescribed in that paragraph (excluding a director who is an Audit and Supervisory Committee Member) obtains an approval from the Audit and Supervisory Committee for the relevant transaction.

(相互会社に対する損害賠償責任の免除)

(Exemption from Liability for Damages to a Mutual Company)

第五十三条の三十四 前条第一項の責任は、総社員の同意がなければ、免除することができない。

Article 53-34 Officers, etc. may not be exempted from the liability under paragraph (1) of the preceding Article without the consent of all members.

(役員等の第三者に対する損害賠償責任)

(Liability of Officers for Damages to Third Parties)

第五十三条の三十五 役員等がその職務を行うについて悪意又は重大な過失があったときは、当該役員等は、これによって第三者に生じた損害を賠償する責任を負う。

Article 53-35 (1) Officers, etc. are liable to compensate for any damage incurred by a third party as a result of their bad faith or gross negligence in carrying out their duties.

2 次の各号に掲げる者が、当該各号に定める行為をしたときも、前項と同様とする。ただし、その者が当該行為をすることについて注意を怠らなかつたことを証明したときは、この限りでない。

(2) The provisions of the preceding paragraph also apply where the persons listed in the following items have acted as provided for in the relevant items; provided, however, that this does not apply to the cases where such persons prove that they did not fail to exercise due care in carrying out their duties:

一 取締役及び執行役 次に掲げる行為

(i) directors and executive officers: the following actions:

イ 基金の募集若しくは社債（第六十一条に規定する社債をいう。）を引き受ける者の募集をする際に通知しなければならない重要な事項についての虚偽の通知又は当該募集のための当該相互会社の事業その他の事項に関する説明に用いた資料についての虚偽の記載若しくは記録

(a) giving false notice with respect to an important particular of which notice is required to be given in soliciting funds or subscribers for company bonds (meaning the company bonds as defined in Article 61), or including a false detail or record in a material used in explaining the business or any other particular of the Mutual Company for the purpose of such solicitation;

ロ 計算書類及び事業報告並びにこれらの附属明細書に記載し、又は記録すべき重要な事項についての虚偽の記載又は記録

(b) including a false detail or record of an important particular that must be entered or recorded in financial statements and business reports, and annexed detailed statements thereto;

ハ 虚偽の登記

(c) making a false registration; and

ニ 虚偽の公告（第五十四条の七第三項に規定する措置を含む。）

(d) giving a false public notice (including the measures provided for in Article 54-7, paragraph (3));

二 会計参与 計算書類及びその附属明細書並びに会計参与報告に記載し、又は記録すべき重要な事項についての虚偽の記載又は記録

(ii) accounting advisors: including a false detail or record with regard to an important particular that must be detailed or recorded in financial statements and annexed detailed statements thereto, and accounting advisors' reports;

三 監査役、監査等委員及び監査委員 監査報告に記載し、又は記録すべき重要な事項についての虚偽の記載又は記録

(iii) auditors, Audit and Supervisory Committee Members and Audit Committee Members: including a false detail or record with regard to an important particular that must be detailed or recorded in an audit report; and

四 会計監査人 会計監査報告に記載し、又は記録すべき重要な事項についての虚偽の記載又は記録

(iv) financial auditor: including a false detail or record with regard to an important particular that must be detailed or recorded in a financial audit report.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第五十三条の三十六 会社法第四百二十五条（第一項第二号、第四項後段及び第五項を除く。）（責任の一部免除）、第四百二十六条（第四項から第六項までを除く。）

（取締役等による免除に関する定款の定め）、第四百二十七条（責任限定契約）、第四百二十八条（取締役が自己のためにした取引に関する特則）及び第四百三十条（役員等の連帯責任）の規定は、相互会社の役員等の損害賠償責任について準用する。この場合において、これらの規定中「第四百二十三条第一項」とあるのは「保険業法第五十三条の三十三第一項」と、「第四百二十四条」とあるのは「保険業法第五十三条の三十四」と、同法第四百二十五条第一項中「（株式会社に最終完全親会社等（第八百四十七条の三第一項に規定する最終完全親会社等をいう。以下この節において同じ。）がある場合において、当該責任が特定責任（第八百四十七条の三第四項に規定する特定責任をいう。以下この節において同じ。）であるときにあっては、当該株式会社及び当該最終完全親会社等の株主総会。以下この条において同じ。）の決議」とあるのは「の保険業法第六十二条第二項に規定する決議」と、同条第二項中「取締役（株式会社に最終完全親会社等がある場合において、同項の規定により免除しようとする責任が特定責任であるときにあっては、当該株式会社及び当該最終完全親会社等の取締役）」とあるのは「取締役」と、同条第三項中「取締役（これらの会社に最終完全親会社等がある場合において、第一項の規定により免除しようとする責任が特定責任であるときにあっては、当該会社及び当該最終完全親会社等の取締役）」とあるのは「取締役」と、同法第四百二十六条第二項中「についての取締役の同意を得る場合及び当該責任の免除に関する」とあるのは「に関する」と、「準用する。この場合において、同条第三項中「取締役（これらの会社に最終完全親会社等がある場合にお

いて、第一項の規定により免除しようとする責任が特定責任であるときにあっては、当該会社及び当該最終完全親会社等の取締役)」とあるのは、「取締役」と読み替えるものとする」とあるのは「準用する」と、同条第七項中「総株主（第三項の責任を負う役員等であるものを除く。）の議決権の百分の三（これを下回る割合を定款で定めた場合にあっては、その割合）以上の議決権を有する株主が同項」とあるのは「社員総数（第三項の責任を負う役員等である社員の数を除く。）の千分の三（これを下回る割合を定款で定めた場合にあっては、その割合）以上に相当する数の社員（特定相互会社にあつては、保険業法第三十八条第一項に規定する政令で定める数以上の社員）が第三項」と、「とき（株式会社に最終完全親会社等がある場合において、第一項の規定による定款の定めに基づき免除しようとする責任が特定責任であるときにあっては、当該株式会社の総株主（第三項の責任を負う役員等であるものを除く。）の議決権の百分の三（これを下回る割合を定款で定めた場合にあっては、その割合）以上の議決権を有する株主又は当該最終完全親会社等の総株主（第三項の責任を負う役員等であるものを除く。）の議決権の百分の三（これを下回る割合を定款で定めた場合にあっては、その割合）以上の議決権を有する株主が第三項又は第五項の期間内に当該各項の異議を述べたとき）」とあるのは「ときは」と、同法第四百二十七条第三項中「準用する。この場合において、同条第三項中「取締役（これらの会社に最終完全親会社等がある場合において、第一項の規定により免除しようとする責任が特定責任であるときにあっては、当該会社及び当該最終完全親会社等の取締役）」とあるのは、「取締役」と読み替えるものとする」とあるのは「準用する」と、同条第四項中「（当該株式会社に最終完全親会社等がある場合において、当該損害が特定責任に係るものであるときにあっては、当該株式会社及び当該最終完全親会社等の株主総会）において」とあるのは「において」と、同条第五項中「第四百二十五条第四項及び第五項」とあるのは「第四百二十五条第四項前段」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-36 The provisions of Article 425 (excluding paragraph (1), item (ii), the second sentence of paragraphs (4) and (5)) (Partial Exemption from Liability), Article 426 (excluding paragraphs (4) to (6)) (Provisions of the Articles of Incorporation on Exemption by Directors), Article 427 (Limited Liability Contracts), Article 428 (Special Provisions on Transactions Carried Out by a Director for themselves) and Article 430 (Officers' Joint and Several Liability, etc.) of the Companies Act apply mutatis mutandis to the liability for damages of the Officers, etc. of a Mutual Company. In this case, the terms "Article 423, paragraph (1)" and "Article 424" in those provisions are deemed to be replaced with "Article 53-33, paragraph (1) of the Insurance Business Act" and "Article 53-34 of the Insurance Business Act", respectively; the term "resolution of a shareholders meeting (if there is a Wholly Owing Parent Company, etc. (meaning a Wholly Owing Parent Company, etc. as prescribed in Article 847-3, paragraph (1). The same applies hereinafter in this Part) in a Stock Company, if the relevant liabilities are special liabilities (meaning special liabilities as prescribed in Article 847-3, paragraph (4). The same

applies in this Part.), the shareholders meeting of the relevant Stock Company and the relevant Wholly Owing Parent Company, etc. The same applies hereinafter in this Article)" in Article 425, paragraph (1) of that Act is deemed to be replaced with "resolution set forth in Article 62, paragraph (2) of the Insurance Business Act"; the portion "the directors (if there is an Ultimate, Wholly Owing Parent Company, etc., when the liability to be exempted pursuant to the provisions of the relevant paragraph are special liabilities, the directors of the relevant Stock Company and the relevant Ultimate, Wholly Owing Parent Company, etc.)" in paragraph (2) of that Article is deemed to be replaced with "the directors"; the portion "directors (if there is an Ultimate, Wholly Owing Parent Company, etc. in these companies, if the liabilities to be exempted pursuant to the provisions of paragraph (1) are special liabilities, the directors of the relevant companies and the relevant Ultimate, Wholly Owing Parent Company, etc.)" in paragraph (3) of that Article is deemed to be replaced with "directors"; the term "the consent of directors with respect to an exemption from liability under the provisions of the articles of incorporation pursuant to the provisions of that paragraph (limited to exemptions from liability for directors (excluding those who are Audit Committee Members) and executive officers) is to be obtained, and to the cases where a proposal regarding such exemption from liability" in Article 426, paragraph (2) of that Act is deemed to be replaced with "a proposal regarding an exemption from liability pursuant to the provisions of the articles of incorporation under that paragraph (limited to exemptions from liability for directors (excluding those who are Audit Committee Members) and executive officers)"; the portion "mutatis mutandis to cases where a proposal to amend the articles of incorporation to create provisions of the articles of incorporation pursuant to the provisions of the preceding paragraph (limited to provisions of the articles of incorporation to the effect that directors (excluding those who are Audit and Supervisory Committee Members or Audit Committee Members) and executive officers may be exempted from the liability) is submitted to a shareholders meeting, to cases where the consent of directors with respect to exemption from liability under the provisions of the articles of incorporation pursuant to the provisions of that paragraph (limited to exemption from liability of directors (excluding those who are Audit and Supervisory Committee Members or Audit Committee Members) and executive officers) is to be obtained, and to the cases where a proposal regarding such exemption from liability is submitted to the board of directors. In this case, 'directors (if there is an Ultimate, Wholly Owing Parent Company, etc. in these companies, if the liabilities to be exempted pursuant to the provisions of paragraph (1) are special liabilities, the directors of the relevant companies and the relevant Ultimate, Wholly Owing Parent Company, etc.)' in paragraph (3) of the relevant Article is deemed to be

replaced with 'directors' in Article 426, paragraph (2) of that Act" is deemed to be replaced with "mutatis mutandis to cases where a proposal to amend the articles of incorporation to create provisions of the articles of incorporation pursuant to the provisions of the preceding paragraph (limited to provisions of the articles of incorporation to the effect that directors (excluding those who are Audit and Supervisory Committee Members or Audit Committee Members) and executive officers may be exempted from the liability) is submitted to a shareholders meeting, to cases where the consent of directors with respect to exemption from liability under the provisions of the articles of incorporation pursuant to the provisions of that paragraph (limited to exemption from liability of directors (excluding those who are Audit and Supervisory Committee Members or Audit Committee Members) and executive officers) is to be obtained, and to the cases where a proposal regarding such exemption from liability is submitted to the board of directors"; the term "shareholders having not less than three hundredths (3/100) (or, if lesser proportion is prescribed in the articles of incorporation, such proportion) of the votes of all shareholders (excluding Officers, etc. subject to the liability referred to in paragraph (3)) state objections during the period provided for in that paragraph" in Article 426, paragraph (7) is deemed to be replaced with "members representing at least three thousandths (or any smaller proportion prescribed by the articles of incorporation) of the total membership (excluding the number of members who are Officers, etc. subject to the liability referred to in paragraph (3)) of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 38, paragraph (1) of the Insurance Business Act) state objections during the period provided for in paragraph (3)"; the portion "state objections during the period provided for in that paragraph (if there is a Wholly Owing Parent Company, etc. in a Stock Company, when the liabilities to be exempted according to the provisions of the articles of incorporation pursuant to the provisions of paragraph (1), if shareholders having not less than three-hundredths (3/100) (or, if a lesser proportion is prescribed in the articles of incorporation, such proportion) of voting rights of all shareholders (excluding Officers, Etc. subject to the liability referred to in paragraph (3)) of the relevant Stock Company or shareholders having not less than three-hundredths (3/100) (or, if lesser proportion is prescribed in the articles of incorporation, the relevant proportion) of voting rights of all shareholders (excluding Officers, Etc. subject to the liability referred to in paragraph (3)) of the relevant Wholly Owing Parent Company state objections set forth in paragraphs (3) or (5) during the period set forth in the relevant paragraphs respectively)" in Article 426, paragraph (7) is deemed to be replaced with "state objections during the period provided for in paragraph (3)"; the portion "mutatis mutandis to cases where a

proposal to amend the articles of incorporation to create provisions of the articles of incorporation under the provisions of paragraph (1) (limited to the provisions of the articles of incorporation to the effect that contracts may be entered into with directors (excluding those who are Audit and Supervisory Committee Members or Audit Committee Members)) is submitted to a shareholders meeting. In this case, 'directors (if there is an Ultimate, Wholly Owing Parent Company, etc. in these companies, if the liabilities to be exempted pursuant to the provisions of paragraph (1) are special liabilities, the directors of the relevant companies and the relevant Ultimate, Wholly Owing Parent Company, etc.)' in paragraph (3) of that Article is deemed to be replaced with 'directors' in Article 427, paragraph (3) of that Act" is deemed to be replaced with "mutatis mutandis to cases where a proposal to amend the articles of incorporation to create provisions of the articles of incorporation under the provisions of paragraph (1) (limited to the provisions of the articles of incorporation to the effect that contracts may be entered into with directors (excluding those who are Audit and Supervisory Committee Members or Audit Committee Members)) is submitted to a shareholders meeting"; the portion "at the first shareholders meeting (if the relevant Stock Company is an Ultimate, Wholly Owing Parent Company, etc., when the relevant damage is related to special liabilities, shareholders meeting of the relevant Stock Company and the relevant Ultimate, Wholly Owing Parent Company, etc.) called thereafter" in paragraph (4) of that Article is deemed to be replaced with "at the first shareholders meeting called thereafter"; and the term "Article 425, paragraphs (4) and (5)" in paragraph (5) of that Article is deemed to be replaced with "the first sentence of Article 425, paragraph (4)"; any other necessary technical replacement of terms is prescribed by Cabinet Order.

(相互会社における責任追及等の訴え)

(Liability Actions against a Mutual Company)

第五十三条の三十七 会社法第七編第二章第二節（第八百四十七条第二項、第八百四十七条の三、第八百四十九条第二項及び第六項から第十一項まで、第八百五十一条第一項第一号及び第二項並びに第八百五十三条第一項第二号及び第三号を除く。）（株式会社における責任追及等の訴え）の規定は相互会社における責任を追及する訴えについて、同章第三節（第八百五十四条第一項第一号イ及び第二号並びに第二項から第四項までを除く。）（株式会社の役員解任の訴え）及び同法第九百三十七条第一項（第一号又に係る部分に限る。）（裁判による登記の嘱託）の規定は相互会社の役員解任の訴えについて、それぞれ準用する。この場合において、これらの規定（同法第八百四十七条の四第二項、第八百四十八条及び第八百四十九条第三項を除く。）中「株主等」とあるのは「社員」と、「株式会社等」とあるのは「相互会社」と、同法第八百四十七条第一項（株主による責任追及等の訴え）中「株式を有する株主（第八百四十九条第二項の定款の定めによりその権利を行使することができない単元未満株主

を除く。）」とあるのは「社員である者」と、「第四百二十三条第一項」とあるのは「保険業法第五十三条の三十三第一項」と、同法第四百四十七条の四第二項（責任追及等の訴えに係る訴訟費用等）中「株主等（株主、適格旧株主又は最終完全親会社等の株主をいう。以下この節において同じ。）」とあるのは「社員」と、「当該株主等」とあるのは「当該社員」と、同法第四百四十八条（訴えの管轄）中「株式会社又は株式交換等完全子会社（以下この節において「株式会社等」という。）」とあるのは「相互会社」と、同法第四百四十九条第一項（訴訟参加）中「（適格旧株主にあつては第四百四十七条の二第一項各号に掲げる行為の効力が生じた時までその原因となつた事実が生じた責任又は義務に係るものに限り、最終完全親会社等の株主にあつては特定責任追及の訴えに限る。）に係る」とあるのは「に係る」と、同条第三項中「株式会社等、株式交換等完全親会社又は最終完全親会社等が、当該株式会社等、当該株式交換等完全親会社の株式交換等完全子会社又は当該最終完全親会社等の完全子会社等である株式会社の」とあるのは「相互会社が、」と、同法第四百五十四条第一項第一号（株式会社の役員解任の訴え）中「総株主（次に掲げる株主を除く。）の議決権の百分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上の議決権を」とあるのは「社員総数の千分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上に相当する数の社員又は三千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（特定相互会社にあつては、保険業法第三十八条第一項に規定する政令で定める数以上の社員）で」と、「有する株主」とあるのは「社員である者（総代会を設けているときは、これらの者又は九名（これを下回る数を定款で定めた場合にあつては、その数）以上の総代）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 53-37 The provisions of Part VII, Chapter II, Section 2 (excluding Article 847, paragraph (2), Article 847-3, Article 849, paragraphs (2) and (6) to (11), Article 851, paragraph (1), item (i) and Article 851, paragraph (2), and Article 853, paragraph (1), items (ii) and (iii)) (Liability Actions, etc. Against a Stock Company) of the Companies Act apply mutatis mutandis to an action for accountability in a Mutual Company; and the provisions of Section 3 of the relevant Chapter (excluding Article 854, paragraph (1), item (i), (a) and Article 854, paragraphs (2) to (4)) (Action to Dismiss the Officer of a Stock Company) and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (j)) (Commissioning of Registration by a Judicial Decision) of that Act apply mutatis mutandis to an action to dismiss the officer of a Mutual Company. In this case, the term "Shareholder, etc." and "Stock Company, etc." in these provisions (excluding Article 847-4, paragraph (2), Article 848 and Article 849, paragraph (3)) is deemed to be replaced with "member" and "Mutual Company", respectively; the terms "A shareholder (excluding a Holder of Shares Less than One Unit who is unable to exercise rights pursuant to the provisions of the articles of incorporation) having the shares" and "Article 423, paragraph (1)" in Article 847, paragraph (1) (Action for Pursuing Liability, etc. by Shareholders) of that Act is deemed to be replaced with "persons who have been members"

and "Article 53-33, paragraph (1) of Insurance Business Act", respectively; the terms "a Shareholder, etc. (meaning shareholder, a Qualified Former Shareholder or a shareholder of an Ultimate, Wholly Owing Parent Company, etc.; the same applies hereinafter in this Section)" and "said Shareholder, etc." in Article 847, paragraph (2) (Court Costs, etc. for an Action Pursuing Liability, etc.) of that Act is deemed to be replaced with "member" and "said member", respectively; the term "the Stock Company or a Wholly Owned Subsidiary Company Resulting from the Share Exchange, etc. (hereinafter referred to as "Stock Company, etc." in this Section)" in Article 848 (Jurisdiction of an Action) of that Act is deemed to be replaced with "the Mutual Company"; the term "a suit relating to an Action for Pursuing Liability, etc. (in cases of a Qualified Former Shareholder, limited to one related to the liabilities or obligations for which the fact causing them occurs by the time when the act listed in the items of Article 847-2, paragraph (1) becomes effective; in cases of a shareholder of an Ultimate, Wholly Owing Parent Company, etc., limited to the Action Pursuing Specific Liability)" in Article 849, paragraph (1) (Intervention) of that Act is deemed to be replaced with "a suit relating to an Action for Pursuing Liability, etc."; the term "In order for a Stock Company, etc., Wholly Owing Parent Company Resulting from the Share Exchange, etc., or Ultimate, Wholly Owing Parent Company, etc. to intervene in a suit relating to an Action for Pursuing Liability, etc. to assist a director (excluding an Audit and Supervisory Committee Member and Audit Committee Member), executive officer, liquidator or a person who was formerly in such a position of a Stock Company that is the relevant Stock Company, etc., Wholly Owned Subsidiary Company Resulting from the Share Exchange, etc. of the relevant Wholly Owing Parent Company Resulting from the Share Exchange, etc., or Wholly Owned Subsidiary Company, etc. of the relevant Ultimate, Wholly Owing Parent Company, etc." in paragraph (3) of that Article is deemed to be replaced with "In order to intervene in a suit relating to an Action for Pursuing Liability, etc. to assist a director (excluding an Audit and Supervisory Committee Member and Audit Committee Member), executive officer, liquidator or a person who was formerly in such a position of a Mutual Company"; and the provisions of Article 854, paragraph (1), item (i) of that Act is deemed to be replaced with "members representing at least three thousandths (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or three thousand (or any smaller number prescribed by the articles of incorporation) or more members of a Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 38, paragraph (1) of the Insurance Business Act), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period

prescribed by the articles of incorporation) (or, where the company has a Member Representatives Meeting, those members or nine (or any smaller number prescribed by the articles of incorporation) or more representative members)"; any other necessary technical replacement of terms is prescribed by Cabinet Order.

第五款 相互会社の計算等

Subsection 5 Mutual Companies' Accounting

第一目 会計の原則

Division 1 Accounting Principles

第五十四条 相互会社の会計は、一般に公正妥当と認められる企業会計の慣行に従うものとする。

Article 54 A Mutual Company's accounting is subject to such business accounting practices that are generally accepted as fair and adequate.

第二目 計算書類等

Division 2 Financial Statements

(会計帳簿の作成及び保存等)

(Preparation and Retention of Accounting Books)

第五十四条の二 相互会社は、内閣府令で定めるところにより、適時に、正確な会計帳簿を作成しなければならない。

Article 54-2 (1) A Mutual Company, must prepare accurate account books in a timely manner pursuant to the provisions of Cabinet Office Order.

2 相互会社は、会計帳簿の閉鎖の時から十年間、その会計帳簿及びその事業に関する重要な資料を保存しなければならない。

(2) A Mutual Company must retain its account books and important materials regarding its business for ten years from the time of the closing of the account books.

3 裁判所は、申立てにより又は職権で、訴訟の当事者に対し、会計帳簿の全部又は一部の提出を命ずることができる。

(3) The court may, upon petition or by its own authority, order a party to litigation to submit its accounting books in whole or in part.

(計算書類等の作成及び保存)

(Preparation and Retention of Financial Statements)

第五十四条の三 相互会社は、内閣府令で定めるところにより、その成立の日における貸借対照表を作成しなければならない。

Article 54-3 (1) A Mutual Company, must prepare a balance sheet as of the date of its establishment pursuant to the provisions of Cabinet Office Order.

2 相互会社は、内閣府令で定めるところにより、各事業年度に係る計算書類（貸借対照表、損益計算書、剰余金の処分又は損失の処理に関する議案その他相互会社の財産及び損益の状況を示すために必要かつ適当なものとして内閣府令で定めるものをいう。以下この款において同じ。）及び事業報告並びにこれらの附属明細書を作成しなければならない。

(2) A Mutual Company, pursuant to the provisions of Cabinet Office Order, must prepare financial statements (meaning the balance sheet, profit and loss statement, proposal on appropriation of surplus or disposal of losses and any other statement specified by Cabinet Office Order as necessary and appropriate in order to indicate the status of the Mutual Company's property and profits or losses; hereinafter the same applies in this Division) and a business report for each business year and their annexed detailed statements.

3 計算書類及び事業報告並びにこれらの附属明細書は、電磁的記録をもって作成することができる。

(3) The financial statements, business report, and annexed detailed statements may be prepared in the form of an electronic or magnetic record.

4 相互会社は、計算書類を作成した時から十年間、当該計算書類及びその附属明細書を保存しなければならない。

(4) A Mutual Company must retain its financial statements and annexed detailed statements thereto for ten years from the time of preparation of the financial statements.

（計算書類等の監査等）

(Auditing of Financial Statements)

第五十四条の四 相互会社（会計監査人設置会社を除く。）においては、前条第二項の計算書類及び事業報告並びにこれらの附属明細書は、内閣府令で定めるところにより、監査役の監査を受けなければならない。

Article 54-4 (1) In a Mutual Company (other than a company with financial auditor), the financial statements and business report and their annexed detailed statements under paragraph (2) of the preceding Article, must be audited by the company auditors pursuant to the provisions of Cabinet Office Order.

2 会計監査人設置会社においては、次の各号に掲げるものは、内閣府令で定めるところにより、当該各号に定める者の監査を受けなければならない。

(2) In a company with financial auditor, the documents listed in the following items must be audited by the persons listed in the relevant items pursuant to the provisions of Cabinet Office Order:

一 前条第二項の計算書類及びその附属明細書 監査役（監査等委員会設置会社にあつては監査等委員会、指名委員会等設置会社にあつては、監査委員会）及び会計監査人

(i) the financial statements and annexed detailed statements thereto set forth

in paragraph (2) of the preceding Article: the company auditors (the Audit and Supervisory Committee, in the case of a company with Audit and Supervisory Committee, or the audit committee, in case of a Company with Nominating Committee, etc.) and financial auditor; and

二 前条第二項の事業報告及びその附属明細書 監査役（監査等委員会設置会社にあつては監査等委員会、指名委員会等設置会社にあつては、監査委員会）

(ii) the business report and annexed detailed statements thereto set forth in paragraph (2) of the preceding Article: the company auditors (the Audit and Supervisory Committee, in the case of a company with Audit and Supervisory Committee, or the audit committee, in the case of a Company with Nominating Committee, etc.).

3 前二項の監査を受けた計算書類及び事業報告並びにこれらの附属明細書は、取締役会の承認を受けなければならない。

(3) The financial statements and business report, and annexed detailed statements thereto audited under the preceding two paragraphs must be approved by the board of directors.

（計算書類等の社員への提供）

(Provision of Financial Statements to Members)

第五十四条の五 取締役は、定時社員総会（総代会を設けているときは、定時総代会。以下この款において同じ。）の招集の通知に際して、内閣府令で定めるところにより、社員（総代会を設けているときは、総代。以下この款において同じ。）に対し、前条第三項の承認を受けた計算書類及び事業報告（監査報告又は会計監査報告を含む。）を提供しなければならない。

Article 54-5 In giving a notice of convocation of the annual general meeting (or, where the company has a Member Representatives Meeting, the annual member representatives meeting; hereinafter the same applies in this Subsection), the directors, pursuant to the provisions of Cabinet Office Order, must provide the members (or, in a Mutual Company with a Member Representatives Meeting, representative members; hereinafter the same applies in this Subsection) with the financial statements and business report (including any audit report or financial audit report) that have been approved under paragraph (3) of the preceding Article.

（計算書類等の定時社員総会への提出等）

(Submission of Financial Statements at the Annual General Meeting)

第五十四条の六 取締役は、第五十四条の四第三項の承認を受けた計算書類及び事業報告を定時社員総会に提出し、又は提供しなければならない。

Article 54-6 (1) The directors must submit or provide the financial statements and business report approved under Article 54-4, paragraph (3) at the annual general meeting.

2 前項の規定により提出され、又は提供された計算書類は、定時社員総会の承認を受けなければならない。

(2) The financial statements submitted or provided pursuant to the provisions of the preceding paragraph must be approved at the annual general meeting.

3 取締役は、第一項の規定により提出され、又は提供された事業報告の内容を定時社員総会に報告しなければならない。

(3) The directors must report the contents of the business report submitted or provided pursuant to the provisions of paragraph (1) at the annual general meeting.

4 会計監査人設置会社において、第五十四条の四第三項の承認を受けた計算書類が法令及び定款に従い相互会社の財産及び損益の状況を正しく表示しているものとして内閣府令で定める要件に該当する場合における前二項の規定の適用については、第二項中「計算書類」とあるのは「剰余金の処分又は損失の処理に関する議案」と、前項中「事業報告」とあるのは「計算書類（剰余金の処分又は損失の処理に関する議案を除く。）及び事業報告」とする。

(4) In a company with financial auditor, for the purpose of applying the provisions of the preceding two paragraphs to the cases where the financial statements approved under Article 54-4, paragraph (3) satisfy the requirements specified by Cabinet Office Order for accurate indication of the status of a Mutual Company's property and profits or losses in compliance with the applicable laws and regulations and the articles of incorporation, the term "financial statements" in paragraph (2) is be deemed to be replaced with "proposal on appropriation of surplus or disposal of losses"; and the term "business report" in the preceding paragraph is deemed to be replaced with "financial statements (excluding the proposal on appropriation of surplus or disposal of losses) and business report".

(計算書類の公告)

(Public Notice of Financial Statements)

第五十四条の七 相互会社は、内閣府令で定めるところにより、定時社員総会の終結後遅滞なく、貸借対照表（第五十三条の十四第五項に規定する相互会社にあつては、貸借対照表及び損益計算書）を公告しなければならない。

Article 54-7 (1) A Mutual Company pursuant to the provisions of Cabinet Office Order, must give public notice of its balance sheet (or, in a Mutual Company set forth in Article 53-14, paragraph (5), its balance sheet, and profit and loss statement) without delay after the conclusion of the annual general meeting.

2 前項の規定にかかわらず、その公告方法が時事に関する事項を掲載する日刊新聞紙に掲載する方法である相互会社は、同項に規定する貸借対照表の要旨を公告することで足りる。

(2) Notwithstanding the provisions of the preceding paragraph, it is sufficient for a Mutual Company which adopts, as its Method of Public Notice, publication in

a daily newspaper that publishes the news on current events, to give public notice of the gist of the balance sheet set forth in that paragraph.

3 前項の相互会社は、内閣府令で定めるところにより、定時社員総会の終結後遅滞なく、第一項に規定する貸借対照表の内容である情報を、定時社員総会の終結の日後五年を経過する日までの間、継続して電磁的方法により不特定多数の者が提供を受けることができる状態に置く措置をとることができる。この場合においては、前二項の規定は、適用しない。

(3) Pursuant to the provisions of Cabinet Office Order, the Mutual Company set forth in the preceding paragraph, without delay after the conclusion of the annual general meeting, may take measures to make the information contained in the balance sheet provided for in paragraph (1) constantly available to many and unspecified persons by electronic or magnetic means for a period of five years from the date on which the annual general meeting was concluded. The provisions of the preceding two paragraphs do not apply in this case.

4 金融商品取引法第二十四条第一項（有価証券報告書の提出）の規定により有価証券報告書を内閣総理大臣に提出しなければならない相互会社については、前三項の規定は、適用しない。

(4) The provisions of the preceding three paragraphs does not apply to a Mutual Company which is to submit its securities report to the Prime Minister pursuant to the provisions of Article 24, paragraph (1) (Submission of Securities Report) of the Financial Instruments and Exchange Act.

（計算書類等の備置き及び閲覧等）

(Retention and Inspection of Financial Statements)

第五十四条の八 相互会社は、各事業年度に係る計算書類及び事業報告並びにこれらの附属明細書（監査報告又は会計監査報告を含む。以下この条において「計算書類等」という。）を、定時社員総会の日から二週間前（第四十一条第一項において準用する会社法第三百十九条第一項の場合にあっては、同項の提案があった日）から五年間、その主たる事務所に備え置かなければならない。

Article 54-8 (1) A Mutual Company must retain its financial statements and business report for each business year, and their annexed detailed statements (including the audit report or financial audit report; hereinafter referred to as "Financial Statements, etc." in this Article) at its principal office for a period of five years from the day that is two weeks before the date of the annual general meeting (or, in the case of Article 319, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1), the date of the proposal set forth in that paragraph).

2 相互会社は、各事業年度に係る計算書類等の写しを、定時社員総会の日から二週間前（第四十一条第一項において準用する会社法第三百十九条第一項の場合にあっては、同項の提案があった日）から三年間、その従たる事務所に備え置かなければならない。ただし、計算書類等が電磁的記録で作成されている場合であって、従たる事務

所における次項第三号及び第四号に掲げる請求に応じることを可能とするための措置として内閣府令で定めるものをとっているときは、この限りでない。

(2) A Mutual Company must keep the copies of its Financial Statements, etc. for each business year at its secondary offices for a period of three years from the day that is two weeks before the date of its annual general meeting (or, in the case of Article 319, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1), the date of the proposal set forth in that paragraph); provided, however, that this does not apply to the cases where the Financial Statements, etc. have been prepared in the form of an electronic or magnetic records, if the Mutual Company adopts the measures specified by Cabinet Office Order in order to enable its secondary offices to meet the requests listed in items (iii) and (iv) of the following paragraph.

3 相互会社の保険契約者、保険金額を受け取るべき者その他の債権者及び被保険者は、相互会社の事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該相互会社の定めた費用を支払わなければならない。

(3) The creditors and insured persons of a Mutual Company, such as Policyholders and beneficiaries of insurance proceeds, may make the following requests at any time during the business hours of the Mutual Company; provided, however, that they must pay the fees determined by the Mutual Company in making a request falling under item (ii) or (iv):

一 計算書類等が書面をもって作成されているときは、当該書面又は当該書面の写しの閲覧の請求

(i) where the Financial Statements, etc. have been prepared in writing, a request to inspect or copy such documents;

二 前号の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents referred to in the preceding item;

三 計算書類等が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) where the Financial Statements, etc. are prepared in the form of an electronic or magnetic record, a request to inspect anything that shows the particulars recorded in the electronic or magnetic record in a manner specified by Cabinet Office Order; or

四 前号の電磁的記録に記録された事項を電磁的方法であって相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic record set forth in the preceding item by the electronic or magnetic means determined by the Mutual Company, or to be issued a document detailing such particulars.

(計算書類等の提出命令)

(Order to Submit Financial Statements)

第五十四条の九 裁判所は、申立てにより又は職権で、訴訟の当事者に対し、計算書類及びその附属明細書の全部又は一部の提出を命ずることができる。

Article 54-9 The court may, upon petition or by its own authority, order a party to litigation to submit in whole or in Part the financial statements and annexed detailed statements thereto.

(連結計算書類)

(Consolidated Financial Statements)

第五十四条の十 会計監査人設置会社は、内閣府令で定めるところにより、各事業年度に係る連結計算書類（当該会計監査人設置会社及びその実質子会社から成る企業集団の財産及び損益の状況を示すために必要かつ適当なものとして内閣府令で定めるものをいう。以下この条において同じ。）を作成することができる。

Article 54-10 (1) A company with financial auditor may, pursuant to the provisions of Cabinet Office Order, prepare consolidated financial statements (meaning those statements specified by Cabinet Office Order as necessary and appropriate in order to indicate the status of the property and profits or losses of a corporate group comprised of the company with financial auditor and its de facto subsidiary companies; hereinafter the same applies in this Article) for each business year.

2 連結計算書類は、電磁的記録をもって作成することができる。

(2) Consolidated financial statements may be prepared in the form of an electronic or magnetic record.

3 事業年度の末日において第五十三条の十四第五項に規定する相互会社であって金融商品取引法第二十四条第一項（有価証券報告書の提出）の規定により有価証券報告書を内閣総理大臣に提出しなければならないものは、当該事業年度に係る連結計算書類を作成しなければならない。

(3) An entity that is a Mutual Company set forth in Article 53-14, paragraph (5) as of the last day of a business year must submit a securities report to the Prime Minister pursuant to the provisions of Article 24, paragraph (1) of the Financial Instruments and Exchange Act and must prepare consolidated financial statements for the business year.

4 連結計算書類は、内閣府令で定めるところにより、監査役（監査等委員会設置会社にあつては監査等委員会、指名委員会等設置会社にあつては、監査委員会）及び会計監査人の監査を受けなければならない。

(4) Consolidated financial statements must be audited by the company auditors (the Audit and Supervisory Committee, in the case of a company with Audit and Supervisory Committee, or the audit committee, in case of a Company with a Nominating Committee, etc.) and financial auditor, pursuant to the provisions of Cabinet Office Order.

- 5 前項の監査を受けた連結計算書類は、取締役会の承認を受けなければならない。
- (5) The consolidated financial statements audited under the preceding paragraph must be approved by the board of directors.
- 6 第五十四条の五並びに第五十四条の六第一項及び第三項の規定は、連結計算書類について準用する。この場合において、同項中「事業報告の内容」とあるのは「連結計算書類の内容及び第五十四条の十第四項の監査の結果」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。
- (6) The provisions of Article 54-5 and Article 54-6, paragraphs (1) and (3) apply mutatis mutandis to consolidated financial statements. In this case, the term "contents of the business report" in Article 54-6, paragraph (3) is deemed to be replaced with "contents of the consolidated financial statements and the result of audit under Article 54-10, paragraph (4)"; any necessary technical replacement of terms is specified by Cabinet Order.

第三目 基金利息の支払、基金の償却及び剰余金の分配
Division 3 Payment of Interest from Fund, Redemption of Fund, and Distributions of Surplus

(基金利息の支払等の制限)

(Restrictions on Payment of Interest from Funds)

第五十五条 基金利息の支払は、貸借対照表上の純資産額から次に掲げる金額の合計額を控除した額（第五十五条の三第三項第一号において「利息支払限度額」という。）を限度として行うことができる。

Article 55 (1) Payment of interest from funds may be made in an amount not exceeding the amount of net assets on the balance sheet after the sum total of the following amounts (referred to as "maximum limit of interest payment" in Article 55-3, paragraph (3), item (i)) has been deducted therefrom:

一 基金の総額

(i) the total amount of funds;

二 損失てん補準備金及び第五十六条の基金償却積立金の額（第五十九条第二項の規定により取り崩した基金償却積立金の額があるときは、その合計額を含む。次項において同じ。）

(ii) the loss reserves and the reserves for redemption of funds set forth in Article 56 (including the total amount of any reduction of the reserves for redemption of funds pursuant to the provisions of Article 59, paragraph (2); the same applies in the following paragraph); and

三 その他内閣府令で定める額

(iii) other amounts specified by Cabinet Office Order.

2 基金の償却又は剰余金の分配は、貸借対照表上の純資産額から次に掲げる金額の合計額を控除した額（第五十五条の三第三項第二号において「償却等限度額」という。）を限度として行うことができる。ただし、第百十三条前段（第二百七十二条の

十八において準用する場合を含む。)の規定により貸借対照表の資産の部に計上した額の全額を償却した後でなければ、これを行うことができない。

(2) Redemption of funds or distribution of surplus may be made in an amount not exceeding the amount of net assets on the balance sheet after deducting the sum total of the following amounts (referred to as "maximum limit of redemption, etc." in Article 55-3, paragraph (3), item (ii)); provided, however, that such redemption or distribution may only be effected after the amount credited to assets in the balance sheet pursuant to the provisions of the first sentence of Article 113 (including the cases where it is applied mutatis mutandis pursuant to Article 272-18) has been amortized in full:

一 基金の総額

(i) the total amount of funds;

二 損失てん補準備金及び第五十六条の基金償却積立金の額

(ii) the loss reserves and the reserves for redemption of funds set forth in Article 56;

三 前項の基金利息の支払額

(iii) the amount of interest from funds paid under the preceding paragraph;

四 その決算期に積み立てることを要する損失てん補準備金の額

(iv) the loss reserves to be set aside for the accounting period; and

五 その他内閣府令で定める額

(v) other amounts specified by Cabinet Office Order.

3 前二項の規定に違反して、基金利息の支払又は基金の償却若しくは剰余金の分配を行ったときは、当該相互会社の債権者は、これを返還させることができる。

(3) Where a Mutual Company has made any payment of interest from funds, or redemption of funds or distribution of surplus in violation of the provisions of the preceding two paragraphs, a creditor of the Mutual Company may cause it to refund the money thus expended.

(剰余金の分配)

(Distributions of Surplus)

第五十五条の二 剰余金の分配は、公正かつ衡平な分配をするための基準として内閣府令で定める基準に従い、行わなければならない。

Article 55-2 (1) Any distribution of surplus must be made in conformity with the standards specified by Cabinet Office Order for fair and equitable distribution.

2 相互会社は、その定款において第二十三条第一項第七号に掲げる事項として、毎決算期に剰余金の処分を行う場合には、その対象となる金額として内閣府令で定める金額のうち、当該金額に一定の比率を乗じた額以上の額を、社員に対する剰余金の分配をするための準備金として内閣府令で定めるものに積み立てるべき旨を定めなければならない。

(2) A Mutual Company, as the particulars listed in Article 23, paragraph (1), item (vii), prescribed in its articles of incorporation that, where the company

makes an appropriation of surplus for each accounting period, it must set aside at least the amount calculated by multiplying the appropriable amount specified by Cabinet Office Order by a certain proportion as the reserves for distributing surplus to members pursuant to the provisions of Cabinet Office Order.

3 前項に規定する一定の比率は、内閣府令で定める比率を下回ってはならない。

(3) The certain proportion set forth in the preceding paragraph must not be less than the proportion specified by Cabinet Office Order.

4 相互会社は、その決算の状況に照らしてやむを得ない事情がある場合には、前二項の規定にかかわらず、定款において、当該決算期における剰余金の処分に限り、第二項の内閣府令で定める金額に前項の内閣府令で定める比率を下回る比率を乗じた額を第二項の内閣府令で定める準備金に積み立てる旨を定めることができる。

(4) Notwithstanding the provisions of the preceding two paragraphs, a Mutual Company may, where it faces unavoidable circumstances in light of the status of its settlement of account, prescribe in its articles of incorporation that, so far as the appropriation of surplus for the accounting period is concerned, the company is to set aside as the Reserves specified by Cabinet Office Order under paragraph (2) the amount calculated by multiplying the amount prescribed by Cabinet Office Order under paragraph (2) by a ratio that is smaller than that prescribed by Cabinet Office Order under the preceding paragraph.

5 前項の定款の定めは、内閣総理大臣の認可を受けなければ、その効力を生じない。

(5) Any provisions in the articles of incorporation under the preceding paragraph do not take effect unless it is approved by the Prime Minister.

(基金利息の支払等に関する責任)

(Liability for Payment of Interest from Funds)

第五十五条の三 第五十五条第一項の規定に違反して相互会社が基金利息の支払をした場合又は同条第二項の規定に違反して相互会社が基金の償却若しくは剰余金の分配をした場合には、これらの行為（以下この条及び次条において「基金利息の支払等」という。）により金銭の交付を受けた者及び次に掲げる者は、当該相互会社に対し、連帯して、当該金銭の交付を受けた者が交付を受けた金銭の額に相当する金銭を支払う義務を負う。

Article 55-3 (1) Where a Mutual Company has paid any interest from funds in violation of the provisions of Article 55, paragraph (1), or made any redemption of funds or distribution of surplus in violation of the provisions of paragraph (2) of the same Article, the persons who were granted any money due to such action (referred to as "payment of interest from funds, etc." hereinafter in this Article as well as in the following Article) and the persons listed in the following items are to jointly and severally assume the obligation to pay to the Mutual Company the exact amount of money that those recipients have been granted:

- 一 基金利息の支払等に関する職務を行った業務執行者（業務執行取締役（指名委員会等設置会社にあつては、執行役）その他当該業務執行取締役の行う業務の執行に職務上関与した者として内閣府令で定めるものをいう。）
- (i) the executing person who has carried out any duty related to the payment of interest from funds, etc. (meaning the executive director (or, in a company with Nominating Committee, etc., executive officer) or any other person specified by Cabinet Office Order as having participated, in the course of functions, in the execution of duties to be carried out by the executive director); and
- 二 剰余金の処分又は損失の処理に関する議案に係る定時社員総会の決議があつた場合（当該決議によって定められた議案の内容が第五十五条第一項又は第二項の規定に違反している場合に限る。）における当該定時社員総会に議案を提案した取締役として内閣府令で定めるもの
- (ii) where the annual general meeting has adopted a resolution pertaining to a proposal related to the appropriation of surplus or disposal of losses (limited to the cases where the contents of the proposal approved by the resolution are in violation of the provisions of Article 55, paragraphs (1) or (2)), the person specified by Cabinet Office Order as the director who has presented the proposal to the annual general meeting.
- 2 前項の規定にかかわらず、同項各号に掲げる者は、その職務を行うについて注意を怠らなかつたことを証明したときは、同項の義務を負わない。
- (2) Notwithstanding the provisions of the preceding paragraph, a person listed in items (i) or (ii) of that paragraph is not to assume the obligation under that paragraph, if the person proves that they did not fail to exercise due care in carrying out their duties.
- 3 第一項の規定により同項各号に掲げる者の負う義務は、免除することができない。ただし、次の各号に掲げる場合において、当該各号に定める額を限度として当該義務を免除することについて総社員の同意があるときは、この限りでない。
- (3) A person listed in the items of paragraph (1) may not be exempted from the obligation under that paragraph; provided, however, that this does not apply if all of the members agree to exempt the person from the obligation to the amount prescribed in the relevant items in the cases listed in the following items:
- 一 基金利息の支払をした場合 利息支払限度額
- (i) in the case of a payment of interest from funds: maximum limit of interest payment; or
- 二 基金の償却又は剰余金の分配をした場合（第五十五条第二項ただし書に規定する場合を除く。） 償却等限度額
- (ii) in the case of a redemption of funds or distribution of surplus (excluding the cases set forth in the proviso to Article 55, paragraph (2)): maximum limit of redemption, etc.

(社員に対する求償権の制限等)

(Restrictions on the Right to Obtain Reimbursement from Members)

第五十五条の四 第五十五条第一項又は第二項の規定に違反して相互会社が基金利息の支払等をした場合において、これらの違反があることにつき善意の社員は、当該社員が交付を受けた金銭について、前条第一項の金銭を支払った同項各号に掲げる者からの求償の請求に応ずる義務を負わない。

Article 55-4 Where a Mutual Company has made any payment of interest from funds, etc. in violation of the provisions of Article 55, paragraphs (1) or (2), a member without knowledge of such violation is not obliged to meet any request for reimbursement made by a person listed in the items of paragraph (1) of the preceding Article who has paid the money prescribed in that paragraph.

第四目 基金償却積立金及び損失てん補準備金

Division 4 Reserves for Redemption of Fund and Loss Reserves

(基金償却積立金の積立て)

(Establishment of Reserve for Redemption of Funds)

第五十六条 基金を償却するときは、その償却する金額に相当する金額を、基金償却積立金として積み立てなければならない。

Article 56 (1) A Mutual Company, in redeeming its funds, must set aside the amount of money to be redeemed as the reserves for redemption of funds.

2 基金に係る債務の免除を受けたときは、その免除を受けた金額に相当する金額を、基金の総額から控除し、基金償却積立金として積み立てなければならない。

(2) A Mutual Company, if it has been released from any debt pertaining to its funds, must deduct the amount of debt thus relieved from the total amount of its funds and set it aside as the reserves for redemption of funds.

(基金償却積立金の取崩し)

(Reduction of Reserve for Redemption of Funds)

第五十七条 相互会社は、社員総会（総代会を設けているときは、総代会）の決議により、基金償却積立金を取り崩すことができる。

Article 57 (1) A Mutual Company may reduce the amount of the reserves for redemption of funds by a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting).

2 前項の場合には、第六十二条第二項に定める決議によらなければならない。

(2) The resolution set forth in the preceding paragraph must be a resolution under Article 62, paragraph (2).

3 第一項の規定による基金償却積立金の取崩しによる変更の登記の申請書には、第六十七条において準用する商業登記法第十八条、第十九条及び第四十六条に定める書類のほか、次に掲げる書類を添付しなければならない。

- (3) The documents prescribed in Articles 18, 19 and 46 of the Commercial Registration Act as well as the following documents must be attached to a written application for registration of change due to any reduction of the reserves for redemption of funds pursuant to the provisions of paragraph (1):
- 一 次項において読み替えて準用する第十七条第二項の規定による公告をしたことを証する書面
 - (i) a written statement certifying that the company has given a public notice under Article 17, paragraph (2) as applied mutatis mutandis pursuant to the following paragraph following the deemed replacement of terms;
 - 二 次項において読み替えて準用する第十七条第四項の異議を述べた保険契約者その他の債権者があるときは、当該保険契約者その他の債権者に対し、弁済し、相当の担保を供し、若しくは当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託したこと又は当該基金償却積立金の取崩しをしても当該保険契約者その他の債権者を害するおそれがないことを証する書面
 - (ii) where any Policyholder or other creditor has stated their objection under Article 17, paragraph (4) as applied mutatis mutandis pursuant to the following paragraph following the deemed replacement of terms, a written statement certifying that the company has made payment or provided equivalent security to such Policyholder or other creditor or entrusted equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment, or that the reduction of the reserves for redemption of funds poses no risk of harming the interest of such Policyholder or other creditor; and
 - 三 次項において読み替えて準用する第十七条第六項の異議を述べた保険契約者の数が同項の保険契約者の総数の五分の一を超えなかったことを証する書面又はその者の同項の内閣府令で定める金額が同項の金額の総額の五分の一を超えなかったことを証する書面
 - (iii) a written statement certifying that the number of the Policyholders who have stated their objections under Article 17, paragraph (6) as applied mutatis mutandis pursuant to the following paragraph following the deemed replacement of terms has not exceeded one fifth of the total number of Policyholders set forth in that paragraph, or a written statement certifying that the amount specified by Cabinet Office Order as belonging to such Policyholders has not exceeded one fifth of the total amount set forth in that paragraph.
- 4 第十六条第一項（ただし書を除く。）及び第二項、第十七条（第一項ただし書を除く。）、第十七条の二第四項並びに第十七条の四の規定は、第一項の基金償却積立金の取崩しについて準用する。この場合において、これらの規定中「資本金等の額の減少」とあるのは「基金償却積立金の取崩し」と、第十六条第一項中「株式会社は、資本金又は準備金（以下この節において「資本金等」という。）の額の減少（減少する準備金の額の全部を資本金とする場合を除く。）の決議に係る株主総会（会社法第四

百四十七条第三項（資本金の額の減少）又は第四百四十八条第三項（準備金の額の減少）に規定する場合にあっては、取締役会）の会日の二週間前から資本金等の額の減少の効力を生じた日後六月を経過する日まで」とあるのは「第五十七条第一項の場合には、相互会社は、同項の決議に係る社員総会（総代会を設けているときは、総代会）の会日の二週間前から基金償却積立金の取崩しをした日後六月を経過する日まで」と、第十七条第一項中「株式会社が資本金等の額を減少する場合（減少する準備金の額の全部を資本金とする場合を除く。）」とあるのは「第五十七条第一項の場合」と、同条第六項中「会社法第四百四十七条第一項（資本金の額の減少）又は第四百四十八条第一項（準備金の額の減少）」とあるのは「第五十七条第一項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 16, paragraph (1) (excluding the proviso thereto) and (2), Article 17 (excluding the proviso to paragraph (1)), Article 17-2, paragraph (4), and Article 17-4 apply mutatis mutandis to a reduction of the reserves for redemption of funds under paragraph (1). In this case, the term "reduction of the capital, etc." in those provisions is deemed to be replaced with "reduction of the reserves for redemption of funds"; the terms "A Stock Company" and "ranging from two weeks before the date of the shareholders' meeting pertaining to the resolution on the reduction of the capital, etc. (or, the date of the board of directors meeting where Article 447, paragraph (3) (Reductions in Amount of Capital) or Article 448, paragraph (3) (Reductions in Amount of Reserves) of the Companies Act applies) to six months from the Effective Date of the reduction of the capital, etc." in Article 16, paragraph (1) is deemed to be replaced with "In the case of Article 57, paragraph (1), a Mutual Company" and "ranging from two weeks before the date of the general meeting (or the Member Representatives Meeting, where the company has such a meeting) pertaining to the resolution under that paragraph to six months from the date of the reduction of the reserves for redemption of funds" respectively; the term "Where a Stock Company reduces the amount of its capital, etc. (excluding the cases where the whole of the amount by which the Reserves are reduced is appropriated to the capital)" in Article 17, paragraph (1) is deemed to be replaced with "In the case of Article 57, paragraph (1)"; and the term "Article 447, paragraph (1) (Reductions in amount of the Capital) or Article 448, paragraph (1) (Reductions in amount of Reserves) of the Companies Act" in Article 17, paragraph (6) is deemed to be replaced with "Article 57, paragraph (1)"; any other necessary technical replacement of terms is specified by Cabinet Order.

5 第一項の規定による基金償却積立金の取崩しは、内閣総理大臣の認可を受けなければ、その効力を生じない。

(5) Any reduction of the reserves for redemption of funds under paragraph (1) must not take effect unless it is approved by the Prime Minister.

6 会社法第八百二十八条第一項（第五号に係る部分に限る。）及び第二項（第五号に

係る部分に限る。) (会社の組織に関する行為の無効の訴え)、第八百三十四条(第五号に係る部分に限る。)(被告)、第八百三十五条第一項(訴えの管轄)、第八百三十六から第八百三十九条まで(担保提供命令、弁論等の必要的併合、認容判決の効力が及ぶ者の範囲、無効又は取消しの判決の効力)、第八百四十六条(原告が敗訴した場合の損害賠償責任)並びに第九百三十七条第一項(第一号ニに係る部分に限る。)(裁判による登記の囑託)の規定は、基金償却積立金の取崩しの無効の訴えについて準用する。この場合において、同法第八百二十八条第二項第五号中「株主等」とあるのは「相互会社の社員、取締役、監査役若しくは清算人(監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては、社員、取締役、執行役又は清算人)」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(6) The provisions of Article 828, paragraph (1) (limited to the segment pertaining to item (v)) and (2) (limited to the segment pertaining to item (v)) (Actions to Invalidate Acts Concerning the Organization of a Company), Article 834 (limited to the segment pertaining to item (v)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Articles 836 to 839 (Order to Provide Security, Mandatory Consolidation of Oral Arguments, etc., Persons Affected by Where a Judgment Being Upheld, Effects of a Judgment of Invalidity, Revocation or Rescission), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (d)) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to an action to invalidate a reduction of the reserves for redemption of funds. In this case, the term "shareholders, etc." in Article 828, paragraph (2), item (v) of that Act is deemed to be replaced with "members, directors, company auditors or liquidators (members, directors or liquidators, in the case of a company with Audit and Supervisory Committee, or members, directors, executive officers or liquidators, in the case of a Company with Nominating Committee, etc.) of a Mutual Company"; any other necessary technical replacement of terms is specified by Cabinet Order.

(損失てん補準備金)

(Loss Reserve)

第五十八条 相互会社は、基金(第五十六条の基金償却積立金を含む。)の総額(定款でこれを上回る額を定めたときは、その額)に達するまでは、毎決算期に剰余金の処分として支出する金額(第五十五条の二第二項の準備金のうち内閣府令で定めるものに積み立てる金額を含む。)の千分の三以上を、損失てん補準備金として積み立てなければならない。

Article 58 A Mutual Company must set aside at least three thousandths of the amount expended in each accounting period for appropriation of surplus (including that Part of the reserves set forth in Article 55-2, paragraph (2) that

is to be set aside pursuant to the provisions of Cabinet Office Order) as the loss reserve, until such time as its funds (including the reserves for redemption of funds set forth in Article 56) reach their full amount (or any larger amount prescribed by the articles of incorporation).

(損失のてん補に充てるための損失てん補準備金等の取崩し)

(Reduction of Loss Reserve to Compensate Losses)

第五十九条 損失てん補準備金は、損失のてん補に充てる場合を除くほか、取り崩すことができない。

Article 59 (1) The loss reserves may not be reduced, except in the case of allocating it to loss compensation.

2 損失てん補準備金を損失のてん補に充ててもなお不足するときは、第五十七条の規定によらないで、基金償却積立金を損失のてん補に充てるため取り崩すことができる。

(2) By derogation from Article 57, the reserves for redemption of funds may be reduced to compensate for the losses, where the loss reserves are not sufficient to cover the whole losses.

第六款 基金の募集

Subsection 6 Solicitation of Additional Fund

(基金の募集)

(Solicitation of Additional Funds)

第六十条 相互会社は、その成立後においても、社員総会（総代会を設けているときは、総代会。以下この項において同じ。）の決議により、新たに基金を募集することができる。この場合においては、相互会社は、社員総会の決議により、新たに募集をする基金の額を定めなければならない。

Article 60 (1) A Mutual Company, even after its establishment, may solicit additional funds by a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting; hereinafter the same applies in this paragraph). In this case, the Mutual Company must determine the amount of such additional funds by a resolution of the general meeting.

2 前項の場合には、第六十二条第二項に定める決議によらなければならない。

(2) The resolution specified in the preceding paragraph must be a resolution under Article 62, paragraph (2).

(基金の拠出の申込み)

(Offer of Contributions of Funds)

第六十条の二 相互会社は、前条第一項の募集に応じて基金の拠出の申込みをしようとする者に対し、次に掲げる事項を通知しなければならない。

Article 60-2 (1) A Mutual Company must notify the persons who seek to make an

offer to contribute funds in response to solicitation under paragraph (1) of the preceding Article of the following particulars:

一 第二十三条第一項第二号及び第四号から第六号までに掲げる事項

(i) particulars listed in Article 23, paragraph (1), item (ii) and items (iv) to (vi);

二 新たに募集をする基金の額、当該基金の拠出者が有する権利及びその償却の方法
(ii) the amount of the additional funds to be solicited, the rights enjoyed by the contributors to the funds and the method of redemption of the funds;

三 払込みの期日

(iii) payment date; and

四 基金の拠出に係る銀行等の払込みの取扱いの場所

(iv) the banks, etc. and other places where the payment of contribution of funds is to be handled.

2 前条第一項の募集に応じて基金の拠出の申込みをする者は、次に掲げる事項を記載した書面を相互会社に交付しなければならない。

(2) A person who offers to contribute to funds in response to the solicitation under paragraph (1) of the preceding Article must submit to the Mutual Company a document detailing the following particulars:

一 申込みをする者の氏名又は名称及び住所

(i) name and address of the person who makes the offer; and

二 拠出しようとする基金の額

(ii) planned amount of contribution of funds.

3 前条第一項の基金の募集による変更の登記の申請書には、第六十七条において準用する商業登記法第十八条及び第四十六条に定める書類のほか、次に掲げる書類を添付しなければならない。

(3) In addition to the documents specified in Articles 18 and 46 of the Commercial Registration Act as applied mutatis mutandis pursuant to Article 67, the following documents must be attached to the written application for registration of change due to any solicitation of additional funds under paragraph (1) of the preceding Article:

一 基金の拠出の申込み又は次項において準用する第三十条の契約を証する書面

(i) a document certifying the offer of a contribution of funds or a contract under Article 30 as applied mutatis mutandis pursuant to the following paragraph; and

二 次項において準用する第三十条の三第一項の基金の払込みがあったことを証する書面

(ii) a document certifying that payment has been made to the funds under Article 30-3, paragraph (1) as applied mutatis mutandis pursuant to the following paragraph.

4 第二十八条第三項から第六項まで、第二十九条から第三十条の二まで、第三十条の三（第二項及び第三項を除く。）並びに第三十条の五第二項及び第三項並びに会社法第二百九条第一項（第二号を除く。）（株主となる時期等）の規定は、前条第一項の

基金の募集について準用する。この場合において、これらの規定中「発起人」とあるのは「相互会社」と、第二十八条第三項中「前項」とあるのは「第六十条の二第二項」と、同条第四項中「第一項各号」とあるのは「第六十条の二第一項各号」と、「第二項」とあるのは「同条第二項」と、同条第五項中「第二項第一号」とあるのは「第六十条の二第二項第一号」と、第二十九条第一項中「前条第二項第二号」とあるのは「第六十条の二第二項第二号」と、第三十条中「前二条」とあるのは「第六十条の二第一項（第三号を除く。）及び第二項並びに同条第四項において準用する第二十八条第三項から第六項まで及び前条」と、第三十条の三第一項中「遅滞なく」とあるのは「第六十条の二第一項第三号の期日に」と、「第二十八条第一項第三号」とあるのは「同項第四号」と、同条第五項中「第二項の規定による通知を受けた設立時に募集をする基金の引受人は、同項に規定する」とあるのは「基金の引受人は、第一項の」と、第三十条の五第三項中「相互会社の成立後」とあるのは「第六十条第一項の基金の募集による変更の登記の日から一年を経過した後」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (4) The provisions of Article 28, paragraphs (3) to (6), Articles 29 to 30-2, Article 30-3 (excluding paragraphs (2) and (3)), Article 30-5, paragraphs (2) and (3) of this Act and Article 209, paragraph (1) (Timing of Shareholders Status) (excluding item (ii)) of the Companies Act apply mutatis mutandis to the solicitation of additional funds under paragraph (1) of the preceding Article. In this case, the term "incorporators" in those provisions is deemed to be replaced with "Mutual Company"; the term "preceding paragraph" in Article 28, paragraph (3) is deemed to be replaced with "Article 60-2, paragraph (2)"; the terms "the items of paragraph (1)" and "paragraph (2)" in Article 28, paragraph (4) is deemed to be replaced with "Article 60-2 the items of paragraph (1)" and "paragraph (2) of the same Article", respectively; the term "paragraph (2), item (i)" in Article 28, paragraph (5) is deemed to be replaced with "Article 60-2, paragraph (2), item (i)"; the term "paragraph (2), item (ii) of the preceding Article" in Article 29, paragraph (1) is deemed to be replaced with "Article 60-2, paragraph (2), item (ii)"; the term "the preceding two Articles" in Article 30 is deemed to be replaced with "Article 60-2, paragraph (1) (excluding item (iii)), and Article 28, paragraphs (3) to (6) and the preceding Article as applied mutatis mutandis pursuant to paragraph (4) of the same Article"; the terms "without delay" and "Article 28, paragraph (1), item (iii)" in Article 30-3, paragraph (1) is deemed to be replaced with "on the date set forth in Article 60-2, paragraph (1), item (iii)" and "Article 60-2, paragraph (1), item (iv)", respectively; the term "solicited at incorporation who has received the notice under paragraph (2), unless they make the payment by the date set forth in that paragraph" in Article 28, paragraph (5) is deemed to be replaced with", unless they make the payment by the date set forth in paragraph (1)"; and the term "After the establishment of the Mutual Company" in Article 30-5, paragraph (3) is deemed to be replaced with "After a year has elapsed since the

date of registration of change due to a solicitation of additional funds under Article 60, paragraph (1)"; any other necessary technical replacement of terms is specified by Cabinet Order.

5 会社法第八百二十八条第一項（第二号に係る部分に限る。）及び第二項（第二号に係る部分に限る。）（会社の組織に関する行為の無効の訴え）、第八百三十四条（第二号に係る部分に限る。）（被告）、第八百三十五条第一項（訴えの管轄）、第八百三十六条第一項及び第三項（担保提供命令）、第八百三十七条から第八百四十条まで（弁論等の必要的併合、認容判決の効力が及ぶ者の範囲、無効又は取消しの判決の効力、新株発行の無効判決の効力）、第八百四十六条（原告が敗訴した場合の損害賠償責任）並びに第九百三十七条第一項（第一号ロに係る部分に限る。）（裁判による登記の嘱託）の規定は前条第一項の基金の募集の無効の訴えについて、同法第八百六十八条第一項（非訟事件の管轄）、第八百七十一条本文（理由の付記）、第八百七十二條（第二号に係る部分に限る。）（即時抗告）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条から第八百七十七条まで（非訟事件手続法の規定の適用除外、最高裁判所規則、審問等の必要的併合）及び第八百七十八条第一項（裁判の効力）の規定はこの項において準用する同法第八百四十条第二項の申立てについて、それぞれ準用する。この場合において、同法第八百二十八条第二項第二号中「株主等」とあるのは「社員、取締役、監査役又は清算人（監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては、社員、取締役、執行役又は清算人）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(5) The provisions of Article 828, paragraph (1) (limited to the segment pertaining to item (ii)) and (2) (limited to the segment pertaining to item (ii)) (Actions to Invalidate Acts Concerning the Organization of a Company), Article 834 (limited to the segment pertaining to item (ii)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Article 836, paragraphs (1) and (3) (Order to Provide Security), Articles 837 to 840 (Mandatory Consolidation of Oral Arguments, etc., Persons Affected by a Judgment Being Upheld, Effects of a Judgment of Invalidity, Revocation or Rescission, Effects of a Judgment Invalidating New Share Issue), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (b)) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to an action to invalidate a solicitation of additional funds under paragraph (1) of the preceding Article; and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (ii)) (Immediate Appeal), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Articles 875 to 877 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act, Supreme Court Rules, Mandatory Consolidation of Hearings, etc.) and Article 878, paragraph (1) (Effect of Judicial Decision) of

that Act apply mutatis mutandis to an application under Article 840, paragraph (2) of that Act as applied mutatis mutandis pursuant to this paragraph. In this case, the term "shareholders, etc." in Article 828, paragraph (2), item (ii) of that Act is deemed to be replaced with "members, directors, company auditors or liquidators (members, in the case a company with Audit and Supervisory Committee, or, members, directors, executive officers or liquidators, in the case of a Company with Nominating Committee, etc.)"; any other necessary technical replacement of terms is specified by Cabinet Order.

第七款 相互会社の社債を引き受ける者の募集

Subsection 7 Solicitation of Subscribers for Bonds Issued by a Mutual Company

(募集社債に関する事項の決定)

(Determination of the Particulars of Bonds for Subscription)

第六十一条 相互会社は、その発行する社債（この法律の規定により相互会社が行う割当てにより発生する当該相互会社を債務者とする金銭債権であって次に掲げる事項についての定めに従い償還されるものをいう。以下この款において同じ。）を引き受ける者の募集をしようとするときは、その都度、募集社債（当該募集に応じて当該社債の引受けの申込みをした者に対して割り当てる社債をいう。以下この款において同じ。）について次に掲げる事項を定めなければならない。

Article 61 Before a Mutual Company seeks to solicit persons to subscribe for the bonds (meaning the monetary claims against the Mutual Company which accrue as a result of any allocation made by the Mutual Company pursuant to the provisions of this Act and which are to be redeemed under the conditions that have been fixed with regard to the following particulars; hereinafter the same applies in this Subsection) that it issues, the company must establish the following particulars with regard to the bonds for subscription (meaning the bonds that will be allocated to the persons who have subscribed for such bonds in response to the solicitation; hereinafter the same applies in this Subsection):

一 募集社債の総額

(i) the total monetary amount of the bonds for subscription;

二 各募集社債の金額

(ii) the monetary amount of each bond for subscription;

三 募集社債の利率

(iii) the interest rate on the bonds for subscription;

四 募集社債の償還の方法及び期限

(iv) the method and due date of redemption of the bonds for subscription;

五 利息支払の方法及び期限

(v) the method and due date of interest payment;

六 社債券を発行するときは、その旨

(vi) if bond certificates will be issued, that fact;

七 社債権者が第六十一条の五において準用する会社法第六百九十八条の規定による請求の全部又は一部をすることができないこととするときは、その旨

(vii) if it will be arranged that bondholders may not make, in whole or in part, a demand under Article 698 of the Companies Act as applied mutatis mutandis pursuant to Article 61-5, that fact;

八 社債管理者が社債権者集会の決議によらずに第六十一条の七第四項第二号に掲げる行為をすることができることとするときは、その旨

(viii) if it will be arranged that the bond administrator may take the action listed in Article 61-7, paragraph (4), item (ii) in the absence of a resolution of the bondholders meeting, that fact;

九 各募集社債の払込金額（各募集社債と引換えに払い込む金銭の額をいう。以下この款において同じ。）若しくはその最低金額又はこれらの算定方法

(ix) the amount to be paid in for each bond for subscription (meaning the amount of money to be paid in exchange for each bond for subscription: hereinafter the same applies in this Subsection) or the minimum amount thereof, or the method of calculating such amount;

十 募集社債と引換えにする金銭の払込みの期日

(x) due date for payment of the money in exchange for the bonds for subscription;

十一 一定の日までに募集社債の総額について割当てを受ける者を定めていない場合において、募集社債の全部を発行しないこととするときは、その旨及びその一定の日

(xi) if it will be arranged that the bonds for subscription will not be issued in their entirety if the persons to whom the bonds for subscription will be allocated have not been established by a certain date for the total monetary amount of the bonds, that fact and that certain date; and

十二 前各号に掲げるもののほか、内閣府令で定める事項

(xii) beyond what is set forth in the preceding items, particulars specified by Cabinet Office Order.

(募集社債の申込み)

(Offer to Subscribe for Bonds)

第六十一条の二 相互会社は、前条の募集に応じて募集社債の引受けの申込みをしようとする者に対し、次に掲げる事項を通知しなければならない。

Article 61-2 (1) A Mutual Company must notify the persons who seek to make an offer to subscribe for bonds in response to a solicitation under the preceding Article of the following particulars:

一 相互会社の名称

(i) name of the Mutual Company;

二 当該募集に係る前条各号に掲げる事項

- (ii) particulars listed in the items of the preceding Article pertaining to such solicitation; and
- 三 前二号に掲げるもののほか、内閣府令で定める事項
- (iii) beyond what is set forth in the preceding two items, the particulars specified by Cabinet Office Order.
- 2 前条の募集に応じて募集社債の引受けの申込みをする者は、次に掲げる事項を記載した書面を相互会社に交付しなければならない。
- (2) A person who offers to subscribe for bonds in response to the solicitation under the preceding Article must submit to the Mutual Company a document detailing the following particulars:
- 一 申込みをする者の氏名又は名称及び住所
- (i) name and address of the person who makes the offer;
- 二 引き受けようとする募集社債の金額及び金額ごとの数
- (ii) the total par value of the bonds for which they seek to subscribe and the number of bonds by par value; and
- 三 相互会社が前条第九号の最低金額を定めたときは、希望する払込金額
- (iii) where the Mutual Company has prescribed the minimum amount under item (ix) of the preceding Article, the preferred amount to be paid in.
- 3 前項の申込みをする者は、同項の書面の交付に代えて、政令で定めるところにより、相互会社の承諾を得て、同項の書面に記載すべき事項を電磁的方法により提供することができる。この場合において、当該申込みをした者は、同項の書面を交付したものとみなす。
- (3) A person who makes an offer under the preceding paragraph may, in lieu of submitting the document prescribed in that paragraph, and pursuant to the provisions of Cabinet Order, provide the particulars that are required to be included in such document by electronic or magnetic means, with the consent of the Mutual Company. In this case, the person who has made the offer is deemed to have submitted the document prescribed in that paragraph.
- 4 第一項の規定は、相互会社が同項各号に掲げる事項を記載した金融商品取引法第二条第十項（定義）に規定する目論見書を第一項の申込みをしようとする者に対して交付している場合その他募集社債の引受けの申込みをしようとする者の保護に欠けるおそれがないものとして内閣府令で定める場合には、適用しない。
- (4) The provisions of paragraph (1) do not apply to the cases where the Mutual Company has issued to the person who seeks to make an offer under paragraph (1) the prospectus prescribed in Article 2, paragraph (10) (Definitions) of the Financial Instruments and Exchange Act that details the particulars listed in the items of paragraph (1), or to any other case specified by Cabinet Office Order as posing no risk to the protection of persons who seek to offer to subscribe for bonds.
- 5 相互会社は、第一項各号に掲げる事項について変更があったときは、直ちに、その旨及び当該変更があった事項を第二項の申込みをした者（以下この款において「申込

者」という。)に通知しなければならない。

(5) The Mutual Company must immediately notify a person who has made an offer under paragraph (2) (hereinafter referred to as "Offeror" in this Subsection) of any change in the particulars listed in the items of paragraph (1) and the particular affected by the change.

6 相互会社が申込者に対してする通知又は催告は、第二項第一号の住所（当該申込者が別に通知又は催告を受ける場所又は連絡先を当該相互会社に通知した場合にあっては、その場所又は連絡先）にあてて発すれば足りる。

(6) It is sufficient for a notice or demand to an Offeror to be sent by the Mutual Company to the address specified under paragraph (2), item (i) (or to any other place or contact address of which the Offeror has notified the Mutual Company for the receipt of notices or demands).

7 前項の通知又は催告は、その通知又は催告が通常到達すべきであった時に、到達したものとみなす。

(7) The notice or demand in the preceding paragraph is deemed to have arrived at the time when such notice or demand would normally have arrived.

(募集社債の割当て)

(Allocation of Bonds for Subscription)

第六十一条の三 相互会社は、申込者の中から募集社債の割当てを受ける者を定め、かつ、その者に割り当てる募集社債の金額及び金額ごとの数を定めなければならない。この場合において、相互会社は、当該申込者に割り当てる募集社債の金額ごとの数を、前条第二項第二号の数よりも減少することができる。

Article 61-3 (1) The Mutual Company must select from among the Offerors the persons to receive allocation of the bonds for subscription, and determine the par value, and the number by name, of the bonds for subscription to be allocated to each of such persons. In this case, the Mutual Company may reduce the number of the bonds for subscription to be allocated to each Offeror for each name from the number prescribed in paragraph (2), item (ii) of the preceding Article.

2 相互会社は、第六十一条第十号の期日の前日までに、申込者に対し、当該申込者に割り当てる募集社債の金額及び金額ごとの数を通知しなければならない。

(2) The Mutual Company must notify the Offerors, no later than the day immediately preceding the date referred to in Article 61, item (x) of the par value, and the number by name, of the bonds for subscription that will be allocated to each Offeror.

(募集社債の申込み及び割当てに関する特則)

(Special Provisions on Offers for Bonds for Subscription and the Allocation Thereof)

第六十一条の四 前二条の規定は、募集社債を引き受けようとする者がその総額の引受

けを行う契約を締結する場合には、適用しない。

Article 61-4 The provisions of the preceding two Articles do not apply to the cases where a person who seeks to subscribe for bonds concludes a contract for the subscription for the total amount of those bonds.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第六十一条の五 会社法第六百八十条から第六百八十三条まで（募集社債の社債権者、社債原簿、社債原簿記載事項を記載した書面の交付等、社債原簿管理人）、第六百八十四条（第四項及び第五項を除く。）（社債原簿の備置き及び閲覧等）及び第六百八十五条から第七百一条まで（社債権者に対する通知等、共有者による権利の行使、社債券を発行する場合の社債の譲渡、社債の譲渡の対抗要件、権利の推定等、社債権者の請求によらない社債原簿記載事項の記載又は記録、社債権者の請求による社債原簿記載事項の記載又は記録、社債券を発行する場合の社債の質入れ、社債の質入れの対抗要件、質権に関する社債原簿の記載等、質権に関する社債原簿の記載事項を記載した書面の交付等、信託財産に属する社債についての対抗要件等、社債券の発行、社債券の記載事項、記名式と無記名式との間の転換、社債券の喪失、利札が欠けている場合における社債の償還、社債の償還請求権等の消滅時効）の規定は、相互会社が社債を発行する場合について準用する。この場合において、これらの規定中「社債発行会社」とあるのは「社債を発行した相互会社」と、同法第六百八十条第二号中「前条」とあるのは「保険業法第六十一条の四」と、同法第六百八十一条第一号中「第六百七十六条第三号から第八号まで」とあるのは「保険業法第六十一条第三号から第八号まで」と、同法第六百八十五条第五項中「第七百二十条第一項」とあるのは「保険業法第六十一条の八第二項において準用する第七百二十条第一項」と、同法第六百九十八条中「第六百七十六条第七号」とあるのは「保険業法第六十一条第七号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 61-5 The provisions of Articles 680 to 683 (Bondholders of Bonds for Subscription, Bond Registry, Delivery of Document Stating Matters to Be Stated in Bond Registry, Management of Bond Registry), Article 684 (excluding paragraphs (4) and (5)) (Retention of the Bond Registry and Making It Available for Inspection) and Articles 685 to 701 (Notices to Bondholders, Exercise of Rights by Co-owners, Assignment of Bonds with Issued Certificates, Perfection of Assignment of Bonds, Presumption of Rights, Stating or Recording Matters to Be Stated in Bond Registry Without Request from Bondholders, Stating or Recording Matters to Be Stated in Bond Registry as Requested by Bondholders, Pledges of Bonds with Issued Certificates, Perfection of Pledge of Bonds, Entries in Bond Registry Regarding Pledges, Delivery of Documents Stating Matters to Be Stated in Bond Registry Regarding Pledges, Perfection Requirements for Bonds Belonging to Trust Property, etc., Issuing of Bond Certificates, Matters to Be Stated on Bond Certificates, Conversions between Registered Bonds and Bearer Bonds, Loss of

Bond Certificates, Redemption of Bonds where Coupons Missing, Extinctive Prescription of Right to Claim Redemption of Bonds) of the Companies Act apply mutatis mutandis to the cases where a Mutual Company issues bonds. In this case, the term "bond-issuing Company" in those provisions is deemed to be replaced with "bond-issuing mutual company"; the term "the preceding Article" in Article 680, item (ii) of that Act is deemed to be replaced with "Article 61-4 of the Insurance Business Act"; the term "Article 676, items (iii) through (viii)" in Article 681, item (i) of that Act is deemed to be replaced with "Article 61, items (iii) to (viii) of the Insurance Business Act"; the term "Article 720, paragraph (1)" in Article 685, paragraph (5) of that Act is deemed to be replaced with "Article 720, paragraph (1) as applied mutatis mutandis pursuant to Article 61-8, paragraph (2) of the Insurance Business Act"; and the term "Article 676, item (vii)" in Article 698 of that Act is deemed to be replaced with "Article 61, item (vii) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(社債管理者の設置)

(Designation of Bond Administrator)

第六十一条の六 相互会社は、社債を発行する場合には、社債管理者を定め、社債権者のために、弁済の受領、債権の保全その他の社債の管理を行うことを委託しなければならない。ただし、各社債の金額が一億円以上である場合その他社債権者の保護に欠けるおそれがないものとして内閣府令で定める場合は、この限りでない。

Article 61-6 In issuing bonds, a Mutual Company must designate a bond administrator to be entrusted with the receipt of payments, preservation of claims and other bond administration on behalf of the bondholders; provided, however, that this does not apply to the cases where the par value of each bond is one hundred million yen or more, or any other case specified by Cabinet Office Order as posing no risk to the protection of bondholders.

(社債管理者の権限等)

(Authority of Bond Administrator)

第六十一条の七 社債管理者は、社債権者のために社債に係る債権の弁済を受け、又は社債に係る債権の実現を保全するために必要な一切の裁判上又は裁判外の行為をする権限を有する。

Article 61-7 (1) The bond administrator is to have the authority to carry out any action in or out of court to receive payments of claims pertaining to the bonds on behalf of the bondholders, or to secure the realization of claims pertaining to the bonds.

2 社債管理者が前項の弁済を受けた場合には、社債権者は、その社債管理者に対し、社債の償還額及び利息の支払を請求することができる。この場合において、社債券を発行する旨の定めがあるときは、社債権者は、社債券と引換えに当該償還額の支払を、

利札と引換えに当該利息の支払を請求しなければならない。

(2) Where the bond administrator has received any payment under the preceding paragraph, the bondholders may demand the payment of the redeemed amount of bonds and interest thereon from the bond administrator. In this case, the bondholders must demand the payment of such redeemed amount in exchange for bond certificates, and the payment of such interest in exchange for coupons, if the issuance of bond certificates is stipulated.

3 前項前段の規定による請求権は、十年間行使しないときは、時効によって消滅する。

(3) Any claim under the first sentence of the preceding paragraph is to extinguish by prescription if not exercised within ten years.

4 社債管理者は、社債権者集会の決議によらなければ、次に掲げる行為をしてはならない。ただし、第二号に掲げる行為については、第六十一条第八号に掲げる事項についての定めがあるときは、この限りでない。

(4) The bond administrator may not take the following actions without a resolution of the bondholders meeting; provided, however, that this does not apply to the actions listed in item (ii), if there is a stipulation with respect to the particulars listed in Article 61, item (viii):

一 当該社債の全部についてするその支払の猶予、その債務の不履行によって生じた責任の免除又は和解（次号に掲げる行為を除く。）

(i) suspension of their payment for the entirety of the bonds, exemption from any liability resulting from a default on their debt, or settlement (excluding the actions listed in the following item);

二 当該社債の全部についてする訴訟行為又は破産手続、再生手続、更生手続若しくは特別清算に関する手続に属する行為（第一項の行為を除く。）

(ii) procedural actions with respect to the entirety of the bonds, or any action involved in bankruptcy proceedings, rehabilitation proceedings, corporate reorganization proceedings or proceedings for special liquidation (excluding the action set forth in paragraph (1)).

5 社債管理者は、前項ただし書の規定により社債権者集会の決議によらずに同項第二号に掲げる行為をしたときは、遅滞なく、その旨を公告し、かつ、知っている社債権者には、各別にこれを通知しなければならない。

(5) If the bond administrator has taken the action listed in item (ii) of the preceding paragraph without a resolution of the bondholders meeting pursuant to the proviso to that paragraph, must give public notice of this without delay, and notify each of the known bondholders thereof.

6 前項の規定による公告は、社債を発行した相互会社における公告の方法によりしなければならない。ただし、その方法が電子公告であるときは、その公告は、官報に掲載する方法でなければならない。

(6) A public notice under the preceding paragraph must be made in accordance with the Method of Public Notice adopted by the bond-issuing mutual company; provided, however, that such public notice must be given by way of publication

in the Official Gazette, where that method is an electronic public notice.

7 社債管理者は、その管理の委託を受けた社債につき第一項の行為又は第四項各号に掲げる行為をするために必要があるときは、裁判所の許可を得て、社債を発行した相互会社の業務及び財産の状況を調査することができる。

(7) If it is necessary to take the action listed in paragraph (1) or the items of paragraph (4) with respect to the bonds with whose administration the administrator has been entrusted, the bond administrator may investigate with the permission of the court, the status of the business and property of the bond-issuing mutual company.

8 会社法第七百三条（社債管理者の資格）、第七百四条（社債管理者の義務）、第七百七条から第七百十四条まで（特別代理人の選任、社債管理者等の行為の方式、二以上の社債管理者がある場合の特則、社債管理者の責任、社債管理者の辞任、社債管理者が辞任した場合の責任、社債管理者の解任、社債管理者の事務の承継）、第八百六十八条第四項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第一項（第二号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二條（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号及び第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、社債管理者について準用する。この場合において、これらの規定中「社債発行会社」とあるのは「社債を発行した相互会社」と、同法第七百十條第一項中「この法律」とあるのは「保険業法」と、同法第七百十一条第二項中「第七百二條」とあるのは「保険業法第六十一条の六」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(8) The provisions of Article 703 (Qualifications of Bond Managers), Article 704 (Obligations of Bond Managers), Articles 707 to 714 (Appointment of Special Agent, Method of Acts of Bond Managers, Special Provisions on Multiple Bond Managers, Liability of Bond Manager, Resignation of Bond Managers, Liability of Bond Managers after Resignation, Dismissal of Bond Managers, Succession of Bond Manager's Administration of Bonds), Article 868, paragraph (4) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (1) (limited to the segment pertaining to item (ii)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to items (i) and (iv)) (Restrictions on Appeal), Article 875 (Mandatory Consolidation of Hearings, etc.) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to a bond administrator. In this case, the term "bond-issuing company" in those provisions is deemed to be replaced with "bond-issuing mutual company"; the term "this Act" in Article 710, paragraph (1) of that Act is deemed to be replaced with "the Insurance Business Act"; and the term "Article 702" in Article 711, paragraph (2) of that Act is deemed to be replaced with "Article 61-

6 of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(社債権者集会)

(Bondholders Meeting)

第六十一条の八 社債権者は、社債の種類（第六十一条の五において準用する会社法第六百八十一条第一号に規定する種類をいう。）ごとに社債権者集会を組織する。

Article 61-8 (1) The bondholders are to form a bondholders meeting for each class of bond (meaning the class of bond set forth in Article 681, item (i) of the Companies Act as applied mutatis mutandis pursuant to Article 61-5).

2 会社法第四編第三章（第七百五条及び第七百四十条第三項を除く。）（社債権者集会）、第七編第二章第七節（社債発行会社の弁済等の取消しの訴え）、第八百六十八条第四項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第一項（第七号から第九号までに係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十三条（原裁判の執行停止）、第八百七十四条（第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、相互会社が社債を発行する場合について準用する。この場合において、これらの規定中「社債発行会社」とあるのは「社債を発行した相互会社」と、同法第七百三十七条第二項（社債権者集会の決議の執行）中「第七百五条第一項から第三項まで、第七百八条及び第七百九条」とあるのは「保険業法第六十一条の七第一項から第三項までの規定並びに同法第六十一条の七第八項において準用する第七百八条及び第七百九条」と、同法第七百四十条第一項（債権者の異議手続の特則）中「第四百四十九条、第六百二十七条、第六百三十五条、第六百七十条、第七百七十九条（第七百八十一条第二項において準用する場合を含む。）、第七百八十九条（第七百九十三条第二項において準用する場合を含む。）、第七百九十九条（第八百二条第二項において準用する場合を含む。）又は第八百十条（第八百十三条第二項において準用する場合を含む。）」とあるのは「保険業法第五十七条第四項において準用する同法第十七条（第一項ただし書を除く。）の規定並びに同法第八十八条及び第六百六十五条の十七（同法第六百六十五条の二十において準用する場合を含む。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Part IV, Chapter III (excluding Article 715 and Article 740, paragraph (3)) (Bondholders' Meeting), Part VII, Chapter II, Section 7 (Action to Rescind Performance, etc. by a Company That Issues Bonds), Article 868, paragraph (4) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (1) (limited to the segment pertaining to items (vii) to (ix)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 874 (limited to the segment pertaining to item (iv)) (Restrictions on Appeal), Article 875 (Mandatory Consolidation of Hearings,

etc.) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the cases where a Mutual Company issues bonds. In this case, the term "bond-issuing company" in those provisions are deemed to be replaced with "bond-issuing mutual company"; the term "under Article 705, paragraphs (1) to (3), and under Articles 708 and 709" in Article 737, paragraph (2) (Execution of Resolutions of Bondholders' Meetings) of that Act is deemed to be replaced with "of Article 61-7, paragraphs (1) to (3) of the Insurance Business Act, and the provisions of Articles 708 and 709 as applied mutatis mutandis pursuant to Article 61-7, paragraph (8) of that Act"; and the term "the provisions of Article 449, Article 627, Article 635, Article 670, Article 779 (including the cases where applied mutatis mutandis pursuant to Article 781, paragraph (2)), Article 789 (including the cases where applied mutatis mutandis pursuant to Article 793, paragraph (2)), Article 799 (including the cases where applied mutatis mutandis pursuant to Article 802, paragraph (2)) or Article 810 (including the cases where applied mutatis mutandis pursuant to Article 813, paragraph (2))" in Article 740, paragraph (1) (Special provisions on objection procedures for creditors) of that Act is deemed to be replaced with "Article 17 (excluding the proviso to paragraph (1)) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 57, paragraph (4) of that Act, and Articles 88 and 165-17 (including the cases where it is applied mutatis mutandis pursuant to Article 165-20 of that Act) of that Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(担保付社債信託法等の適用関係)

(Application of the Secured Bond Trust Act)

第六十一条の九 社債は、担保付社債信託法（明治三十八年法律第五十二号）その他の政令で定める法令の適用については、政令で定めるところにより、会社法第二条第二十三号（定義）に規定する社債とみなす。

Article 61-9 For the purpose of applying the Secured Bond Trust Act (Act No. 52 of 1905) and other laws and regulations specified by Cabinet Order, the bonds, pursuant to the provisions of Cabinet Order, are to be deemed to be bonds as defined in Article 2, item (xxiii) (Definitions) of the Companies Act.

(短期社債に係る特例)

(Special Provisions on Short-Term Bonds)

第六十一条の十 次に掲げる要件のすべてに該当する社債（次項において「短期社債」という。）については、社債原簿を作成することを要しない。

Article 61-10 (1) A bond registry is not required for the bonds which meet all of the following requirements (referred to as "Short-Term Bonds" in the following paragraph):

- 一 各社債の金額が一億円を下回らないこと。

(i) the par value of each bond is not less than one hundred million yen;

二 元本の償還について、社債の総額の払込みのあった日から一年未満の日とする確定期限の定めがあり、かつ、分割払の定めがないこと。

(ii) the due date for redemption of the principal is fixed on a day within one year from the payment date of the total amount of the bonds, and no judgment has been made authorizing installment payments;

三 利息の支払期限を、前号の元本の償還期限と同じ日とする旨の定めがあること。

(iii) the due date for interest payment is fixed on the same day as the due date for redemption under the preceding item; and

四 担保付社債信託法の規定により担保が付されるものでないこと。

(iv) no security is furnished pursuant to the provisions of the Secured Bond Trust Act.

2 短期社債については、第六十一条の六から第六十一条の八までの規定は、適用しない。

(2) The provisions of Articles 61-6 to 61-8 do not apply to Short-Term Bonds.

第八款 定款の変更

Subsection 8 Amendment to Articles of Incorporation

第六十二条 定款を変更するには、社員総会（総代会を設けているときは、総代会。次条において同じ。）の決議を必要とする。

Article 62 (1) Any amendment to the articles of incorporation requires a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting).

2 第三十七条の三第一項及び第四十四条第一項の規定にかかわらず、前項の決議は、総社員の半数以上が出席し、その議決権の四分の三以上の多数（総代会の場合は、総代の半数以上が出席し、その議決権の四分の三以上の多数）により行う。

(2) Notwithstanding the provisions of Article 37-3, paragraph (1) and Article 44, paragraph (1), the resolution set forth in the preceding paragraph is adopted by a three-quarter majority vote of the attending members at a session where at least half of the members are present (or by a three-quarter majority vote of the attending representative members at a session of a Member Representatives Meeting at which at least half of the representative members are present).

第九款 事業の譲渡等

Subsection 9 Transfer, etc. of Business

第六十二条の二 相互会社は、次に掲げる行為をする場合には、当該行為がその効力を生ずる日の前日までに、社員総会の決議によって、当該行為に係る契約の承認を受けなければならない。

Article 62-2 (1) A Mutual Company, before it takes any of the following actions, must have the contract for the relevant action authorized by a resolution of the general meeting no later than the day immediately preceding the Effective Date of the action:

一 事業の全部の譲渡

(i) transfer of the whole of business;

二 事業の重要な一部の譲渡（当該譲渡により譲り渡す資産の帳簿価額が当該相互会社の総資産額として内閣府令で定める方法により算定される額の五分之一（これを下回る割合を定款で定めた場合にあっては、その割合）を超えないものを除く。）

(ii) transfer of any important part of the business (excluding the cases where the book value of the assets to be transferred by such transfer does not exceed one fifth (or any smaller proportion prescribed by the articles of incorporation) of the amount of the total assets of the Mutual Company as calculated by the method specified by Cabinet Office Order);

二の二 その実質子会社の株式又は持分の全部又は一部の譲渡（次のいずれにも該当する場合における譲渡に限る。）

(ii)-2 transfer of the whole or part of shares or equity interests in its Substantive Subsidiary Companies (limited to a transfer which falls under all of the following requirements):

イ 当該譲渡により譲り渡す株式又は持分の帳簿価額が当該相互会社の総資産額として内閣府令で定める方法により算定される額の五分之一（これを下回る割合を定款で定めた場合にあっては、その割合）を超えるとき。

(a) the book value of the shares or equity interests to be assigned by such transfer exceeds one-fifth (or any smaller proportion prescribed by the articles of incorporation) of the amount of the total assets of the relevant Mutual Company calculated by the method specified by Cabinet Office Order; and

ロ 当該相互会社が、当該譲渡がその効力を生ずる日において当該実質子会社の議決権の総数の過半数の議決権を有しないとき

(b) the relevant Mutual Company does not hold the majority of the total voting rights of the relevant Substantive Subsidiary Companies as of the date when the relevant transfer takes effect;

三 他の会社（相互会社、外国会社その他の法人を含む。）の事業の全部の譲受け

(iii) acquisition of the whole of business of another company (including a Mutual Company, foreign company or any other corporation); or

四 当該相互会社（第二款の規定により設立したものに限り。以下この号において同じ。）の成立後二年以内におけるその成立前から存在する財産であってその事業のために継続して使用するものの取得。ただし、イに掲げる額のロに掲げる額に対する割合が五分之一（これを下回る割合を当該相互会社の定款で定めた場合にあっては、その割合）を超えない場合を除く。

(iv) acquisition at any time within two years after the establishment of the

Mutual Company (limited to the cases where it was incorporated pursuant to the provisions of Subsection 2; hereinafter the same applies in this item) of any asset that has existed since before its establishment and is to be used constantly for conducting its business; provided, however, that this does not apply to the cases where the ratio of the amount listed in (a) to that listed in (b) does not exceed one fifth (or any smaller proportion prescribed by the articles of incorporation):

イ 当該財産の対価として交付する財産の帳簿価額の合計額

(a) the total book value of the property to be delivered in exchange for the asset;

ロ 当該相互会社の純資産額として内閣府令で定める方法により算定される額

(b) the amount of the net assets of the Mutual Company as calculated by the method specified by Cabinet Office Order.

2 前項の場合には、前条第二項に定める決議によらなければならない。

(2) The resolution set forth in the preceding paragraph must be a resolution under paragraph (2) of the preceding Article.

第十款 雑則

Subsection 10 Miscellaneous Provisions

(非社員契約)

(Non-Member Contract)

第六十三条 相互会社は、剰余金の分配のない保険契約その他の内閣府令で定める種類の保険契約について、当該保険契約に係る保険契約者を社員としない旨を定款で定めることができる。

Article 63 (1) A Mutual Company may, by provisions in its articles of incorporation, exclude from its membership the holders of non-participating policies or any other class of insurance policy specified by Cabinet Office Order.

2 前項の定款には、同項の定めをする保険契約の種類のほか、内閣府令で定める事項を定めなければならない。

(2) The articles of incorporation set forth in the preceding paragraph must specify the class of insurance policy to which that paragraph applies, as well as other particulars specified by Cabinet Office Order.

3 相互会社が行う第一項の保険契約に係る保険の引受けは、内閣府令で定める限度を超えてはならない。

(3) A Mutual Company must not underwrite the insurance policies set forth in paragraph (1) over the limit specified by Cabinet Office Order.

4 相互会社は、第一項の保険契約に係る保険の引受けをする場合には、内閣府令で定めるところにより、当該保険契約に係る経理を、社員である保険契約者の保険契約に係る経理と区分してしなければならない。

(4) Pursuant to the provisions of Cabinet Office Order, a Mutual Company, if it

underwrites any of the insurance policies set forth in paragraph (1), must separate the accounting for such insurance policies from that for the insurance policies held by the members.

5 商法第三編第六章（海上保険）の規定は、第一項の保険契約（海上保険契約に該当するものに限る。）について準用する。この場合において、必要な技術的読替えは、政令で定める。

(5) The provisions of Part III, Chapter VI (Marine Insurance) of the Commercial Code apply mutatis mutandis to the insurance policies set forth in paragraph (1) (limited to those which fall under the category of a marine insurance contract). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

6 前各項に定めるもののほか、第一項の保険契約に関し必要な事項は、内閣府令で定める。

(6) Beyond what is prescribed in the preceding paragraphs, necessary particulars of the insurance policies set forth in paragraph (1) is specified by Cabinet Office Order.

（会社法の準用）

(Mutatis Mutandis Application of the Companies Act)

第六十三条の二 会社法第八百二十四条（会社の解散命令）、第八百二十六条（官庁等の法務大臣に対する通知義務）、第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第十号に係る部分に限る。）（陳述の聴取）、第八百七十一条本文（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）、第八百七十六条（最高裁判所規則）、第九百四条（法務大臣の関与）及び第九百三十七条第一項（第三号ロに係る部分に限る。）（裁判による登記の嘱託）の規定は相互会社の解散の命令について、同法第八百二十五条（会社の財産に関する保全処分）、第八百六十八条第一項、第八百七十条第一項（第一号に係る部分に限る。）、第八百七十一条、第八百七十二条（第一号及び第四号に係る部分に限る。）、第八百七十三条、第八百七十四条（第二号及び第三号に係る部分に限る。）（不服申立ての制限）、第八百七十五条、第八百七十六条並びに第九百五条及び第九百六条（会社の財産に関する保全処分についての特則）の規定はこの条において準用する同法第八百二十四条第一項の申立てがあった場合における相互会社の財産の保全について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

Article 63-2 The provisions of Article 824 (Dissolution Order for a Company), Article 826 (Duty of a Government Agency, etc. to Give Notice to the Minister of Justice), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (Hearing of Statements) (limited to the portion pertaining to item (x)), the main text of Article 871 (Appending of the Reason), Article 872 (Immediate Appeal) (limited to the portion pertaining to item (iv)), the main text of Article 873 (Stay of Execution of the Judicial

Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act), Article 876 (Supreme Court Rules), Article 904 (Participation of the Minister of Justice) and Article 937, paragraph (1) (Commissioning of Registration by a Judicial Decision) (limited to the portion pertaining to item (iii), (b)) of the Companies Act apply mutatis mutandis to an order for dissolution of a Mutual Company; and the provisions of Article 825 (Special Provisions on a Temporary Restraining Order Concerning Property of a Company), Article 868, paragraph (1), Article 870, paragraph (1) (limited to the portion pertaining to item (i)), Article 871, Article 872 (limited to the portions pertaining to items (i) and (iv)), Article 873, Article 874 (Restrictions on Appeal) (limited to the portions pertaining to items (ii) and (iii)), Article 875, Article 876, Article 905 and Article 906 (Special Provisions on a Temporary Restraining Order Concerning Property of a Company) of the relevant Act apply mutatis mutandis to preservation of properties of a Mutual Company in case where a petition under Article 824, paragraph (1) of that Act as applied mutatis mutandis pursuant to this Article has been filed. In this case, any necessary technical replacement of terms is specified by Cabinet Order.

(設立の登記)

(Registration of Incorporation)

第六十四条 相互会社の設立の登記は、その主たる事務所の所在地において、創立総会終結の日（第三十条の十二第三項の規定により発起人がその職を辞した場合にあっては、その日）から二週間以内に行わなければならない。

Article 64 (1) A Mutual Company must complete its registration of incorporation at the location of its principal office within two weeks from the date of conclusion of the Organizational Meeting (or from the date of resignation of the incorporators pursuant to the provisions of Article 30-12, paragraph (3)).

2 前項の登記には、次に掲げる事項を登記しなければならない。

(2) The following particulars must be registered in the registration under the preceding paragraph:

一 第二十三条第一項第一号、第二号及び第四号から第七号までに掲げる事項

(i) particulars listed in Article 23, paragraph (1), items (i), (ii) and (iv) to (vii);

二 事務所の所在場所

(ii) the location of the offices;

三 取締役（監査等委員会設置会社の取締役を除く。）の氏名

(iii) the names of the directors (excluding directors of a Company with Audit and Supervisory Committee);

四 代表取締役の氏名及び住所（第十二号に規定する場合を除く。）

(iv) the name and address of the representative director (excluding the cases set forth in item (xii));

五 会計参与設置会社であるときは、その旨並びに会計参与の氏名又は名称及び第五十三条の十七において準用する会社法第三百七十八条第一項の場所

(v) if the company is a company with accounting advisors, that fact, and the names of the accounting advisors and the place set forth in Article 378, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-17;

六 監査役設置会社であるときは、その旨及び監査役の氏名

(vi) if the company is a company with auditors, that fact and the names of the company auditors;

七 監査役会設置会社であるときは、その旨及び監査役のうち社外監査役であるものについて社外監査役である旨

(vii) if the company is a company with a board of company auditors, that fact, and if there are outside auditors among its auditors, that fact;

八 会計監査人設置会社であるときは、その旨及び会計監査人の氏名又は名称

(viii) if the company is a company with a financial auditor, that fact and the names of the financial auditors;

九 第五十三条の十二第四項の規定により選任された一時会計監査人の職務を行うべき者を置いたときは、その氏名又は名称

(ix) the name of a person appointed pursuant to the provisions of Article 53-12, paragraph (4) temporarily to carry out the duties of a financial auditor;

十 第五十三条の十六において準用する会社法第三百七十三条第一項の規定による特別取締役（同項に規定する特別取締役をいう。以下同じ。）による議決の定めがあるときは、次に掲げる事項

(x) if it is stipulated that the special directors (meaning the special directors as defined in Article 373, paragraph (1) of the Companies Act; the same applies hereinafter) may adopt a resolution under that paragraph as applied mutatis mutandis pursuant to Article 53-16, the following particulars:

イ 第五十三条の十六において準用する会社法第三百七十三条第一項の規定による特別取締役による議決の定めがある旨

(a) that it is stipulated that the special directors may adopt a resolution under Article 373, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-16;

ロ 特別取締役の氏名

(b) the names of the special directors; and

ハ 取締役のうち社外取締役であるものについて、社外取締役である旨

(c) the fact that any outside directors among the directors are outside directors;

十一 監査等委員会設置会社であるときは、その旨及び次に掲げる事項

(xi) if the company is a company with Audit and Supervisory Committee, such fact and the following matters:

イ 監査等委員である取締役及びそれ以外の取締役の氏名

- (a) the names of directors who are Audit and Supervisory Committee Members and other directors;
 ロ 取締役のうち社外取締役であるものについて、社外取締役である旨
- (b) for the directors who are Outside Directors, the fact that they are outside directors; and
 ハ 第五十三条の二十三の三第六項の規定による重要な業務執行の決定の取締役への委任についての定款の定めがあるときは、その旨
- (c) if there is a stipulation in the articles of incorporation in relation to delegation of decision to directors for the execution of important business under Article 53-23-3, paragraph (6), such fact;
- 十二 指名委員会等設置会社であるときは、その旨及び次に掲げる事項
- (xii) if the company is a Company with Nominating Committee, etc., that fact and the following particulars:
 イ 取締役のうち社外取締役であるものについて、社外取締役である旨
- (a) the fact that any outside directors among the directors are outside directors;
 ロ 各委員会の委員及び執行役の氏名
- (b) the names of the members of each committee and its executive officers; and
 ハ 代表執行役の氏名及び住所
- (c) the name and address of its representative executive officer;
- 十三 第五十三条の三十六において準用する会社法第四百二十六条第一項の規定による取締役、執行役、会計参与、監査役又は会計監査人の責任の免除についての定款の定めがあるときは、その定め
- (xiii) any provisions in the articles of incorporation for the exemption from liabilities of directors, executive officers, accounting advisors, company auditors or financial auditor under Article 426, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-36;
- 十四 第五十三条の三十六において準用する会社法第四百二十七条第一項の規定による取締役（業務執行取締役等であるものを除く。）、会計参与、監査役又は会計監査人が負う責任の限度に関する契約の締結についての定款の定めがあるときは、その定め
- (xiv) any provisions in the articles of incorporation for the conclusion of contracts regarding the limit of the liabilities to be assumed by directors (excluding directors who are Executive Directors, etc.), accounting advisors, company auditors or financial auditor under Article 427, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-36;
- 十五 第五十四条の七第三項の規定による措置をとることとするときは、同条第一項に規定する貸借対照表の内容である情報について不特定多数の者がその提供を受けるために必要な事項であって内閣府令で定めるもの
- (xv) if the relevant company seeks to take measures referred to in Article 54-7,

paragraph (3), among the particulars necessary for allowing many and unspecified persons to receive the information contained in the balance sheet set forth in paragraph (1) of that Article, those specified by Cabinet Office Order;

十六 第二十三条第一項第八号の規定による公告方法についての定款の定め

(xvi) provisions in the articles of incorporation for the Method of Public Notice under Article 23, paragraph (1), item (viii);

十七 前号の定款の定めが電子公告を公告方法とする旨のものであるときは、次に掲げる事項

(xvii) if the provisions in the articles of incorporation set forth in the preceding item specify electronic public notice as the Method of Public Notice, the following particulars:

イ 電子公告により公告すべき内容である情報について不特定多数の者がその提供を受けるために必要な事項であって会社法第九百十一条第三項第二十八号イ（株式会社の設立の登記）に規定するもの

(a) particulars prescribed in Article 911, paragraph (3), item (xxviii), (a) (Registration of Incorporation of a Stock Company) of the Companies Act which are necessary for ensuring that the information made public by electronic public notice is available to many and unspecified persons; and

ロ 第二十三条第三項後段の規定による定款の定めがあるときは、その定め

(b) any provisions in the articles of incorporation under the second sentence of Article 23, paragraph (3); and

十八 第百十三条後段（第二百七十二条の十八において準用する場合を含む。）の定款の定めがあるときは、その定め

(xviii) any provisions in the articles of incorporation under the second sentence of Article 113 (including the cases where it is applied mutatis mutandis pursuant to Article 272-18).

3 会社法第九百十五条第一項（変更の登記）、第九百十六条（第一号に係る部分に限る。）（他の登記所の管轄区域内への本店の移転の登記）、第九百十八条（支配人の登記）及び第七編第四章第二節第二款（第九百三十二条を除く。）（支店の所在地における登記）の規定は相互会社について、同法第九百十七条（第一号に係る部分に限る。）（職務執行停止の仮処分等の登記）の規定は相互会社の取締役、執行役、会計参与、監査役、代表取締役、各委員会の委員又は代表執行役について、それぞれ準用する。この場合において、同法第九百十五条第一項中「第九百十一条第三項各号又は前三条各号」とあるのは「保険業法第六十四条第二項各号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 915, paragraph (1) (Registration of a Change), Article 916 (limited to the segment pertaining to item (i)) (Registration of Relocation of Head Office to a District under the Jurisdiction of Another Registry), Article 918 (Registration of a Manager) and Part VII, Chapter IV, Section 2, Subsection 2 (excluding Article 932) (Registration at the Location of

a Branch Office) of the Companies Act apply mutatis mutandis to a Mutual Company; and the provisions of Article 917 (limited to the segment pertaining to item (i)) (Registration of a Provisional Disposition, etc. Suspending Execution of Duties) of that Act apply mutatis mutandis to the directors, executive officers, accounting advisors, company auditors, representative director, committee members of Committees or representative executive officer of a Mutual Company. In this case, the term "the items of Article 911, paragraph (3) and the items of the three preceding Articles" in Article 915, paragraph (1) of that Act is deemed to be replaced with "the items of Article 64, paragraph (2) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(設立の登記の申請)

(Application for Registration of Incorporation)

第六十五条 前条第一項の登記の申請書には、第六十七条において準用する商業登記法第十八条、第四十六条及び第四十七条第三項に規定する書類のほか、次に掲げる書類を添付しなければならない。

Article 65 The following documents must be attached to a written application under paragraph (1) of the preceding Article, in addition to the documents set forth in Article 18, Article 46 and Article 47, paragraph (3) of the Commercial Registration Act as applied mutatis mutandis pursuant to Article 67:

一 定款

(i) articles of incorporation;

二 基金の拠出の申込み又は第三十条の契約を証する書面

(ii) a document certifying the offer to contribute funds or the contract set forth in Article 30;

三 社員になろうとする者の名簿

(iii) list of prospective members;

四 社員を募集したときは、各社員の入社申込みを証する書面

(iv) in the case of a solicitation of members, a document certifying each prospective member's application for membership;

五 定款に第二十四条第一項各号に掲げる事項についての記載又は記録があるときは、次に掲げる書面

(v) where the articles of incorporation include any detail or record of the particulars listed in the items of Article 24, paragraph (1), the following documents:

イ 検査役又は設立時取締役（設立しようとする相互会社が監査役設置会社である場合にあっては、設立時取締役及び設立時監査役）の調査報告を記載した書面及びその附属書類

(a) a document containing the investigative report of the inspector or the directors at incorporation (or the directors at incorporation and company

- auditors at incorporation, where the Mutual Company to be incorporated is a company with auditors) and annexed documents thereto;
- ロ 第二十四条第二項において準用する会社法第三十三条第十項第二号に掲げる場合には、同号に規定する有価証券の市場価格を証する書面
- (b) in the case listed in Article 33, paragraph (10), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2), a document certifying the market value of the securities set forth in that item; and
- ハ 第二十四条第二項において準用する会社法第三十三条第十項第三号に掲げる場合には、同号に規定する証明を記載した書面及びその附属書類
- (c) in the case listed in Article 33, paragraph (10), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 24, paragraph (2), a document containing the verification set forth in that item and attached documents thereto;
- 六 検査役の報告に関する裁判があったときは、その謄本
- (vi) a certified copy of any juridical decision on the report of the inspector;
- 七 第三十条の四第一項の金銭の保管に関する証明書
- (vii) a certificate of deposit of money under Article 30-4, paragraph (1);
- 八 設立時取締役による設立時代表取締役の選定に関する書面
- (viii) a document regarding the appointment of the representative director at incorporation by the directors at incorporation;
- 九 設立しようとする相互会社が指名委員会等設置会社であるときは、設立時執行役の選任並びに設立時委員及び設立時代表執行役の選定に関する書面
- (ix) where the Mutual Company to be incorporated is a company with Nominating Committee, etc., a document regarding the election of the executive officers at incorporation, and the appointment of the committee members at incorporation and representative executive officer at incorporation;
- 十 創立総会の議事録
- (x) minutes of the Organizational Meeting;
- 十一 この法律の規定により選任され又は選定された設立時取締役、設立時監査役及び設立時代表取締役（設立しようとする相互会社が監査等委員会設置会社である場合にあっては設立時監査等委員である設立時取締役及びそれ以外の設立時取締役並びに設立時代表取締役、設立しようとする相互会社が指名委員会等設置会社である場合にあっては、設立時取締役、設立時委員、設立時執行役及び設立時代表執行役）が就任を承諾したことを証する書面
- (xi) a document certifying that the directors at incorporation, company auditors at incorporation and representative director at incorporation (if a Mutual Company to be incorporated is a Company with Audit and Supervisory Committee, Directors at Incorporation who are Audit and Supervisory Committee Members at Incorporation, other Directors at Incorporation, and

Representative Director at Incorporation, or if a Mutual Company to be incorporated is a Company with Nominating Committee, etc., directors at incorporation, committee members at incorporation, executive officers at incorporation and representative executive officer at incorporation) elected or appointed pursuant to the provisions of this Act have accepted the assumption of office;

十二 設立時会計参与又は設立時会計監査人を選任したときは、次に掲げる書面 (xii) where accounting advisors at incorporation or financial auditor at incorporation have been elected, the following documents:

イ 就任を承諾したことを証する書面

(a) a document certifying that they have accepted the assumption of office;

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

(b) where they are corporations, Certificates of Registered Particulars for such corporations; provided, however, that this does not apply to the cases where the principal offices of such corporations are located within the district under the jurisdiction of the relevant registry office; and

ハ これらの者が法人でないときは、設立時会計参与にあつては第五十三条の四において準用する会社法第三百三十三条第一項に規定する者であること、設立時会計監査人にあつては第五十三条の七において準用する同法第三百三十七条第一項に規定する者であることを証する書面

(c) where they are not corporations, a document certifying that the accounting advisors at incorporation meet the requirement of Article 333, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-4, or that the financial auditor at incorporation meet the requirement of Article 337, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 53-7; and

十三 第五十三条の十六において準用する会社法第三百七十三条第一項の規定による特別取締役による議決の定めがあるときは、当該特別取締役の選定及びその選定された者が就任を承諾したことを証する書面

(xiii) where it is stipulated that the special directors may adopt a resolution under Article 373, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-16, a document certifying the appointment of the special directors and their acceptance of the assumption of office.

(登記簿)

(Registries)

第六十六条 登記所に、相互会社登記簿を備える。

Article 66 A registry office is to keep a registry of mutual companies.

(相互会社の登記についての会社法及び商業登記法の準用)

(Mutatis Mutandis Application of the Companies Act and the Commercial
Registration Act to the Registration of Mutual Companies)

第六十七条 会社法第七編第四章第一節（第九百七条を除く。）（総則）の規定並びに商業登記法第一条の三から第五条まで（登記所、事務の委任、事務の停止、登記官、登記官の除斥）、第七条から第十五条まで（会社法人等番号、登記簿等の持出禁止、登記簿の滅失と回復、登記簿等の滅失防止、登記事項証明書 of 交付等、登記事項の概要を記載した書面の交付、附属書類の閲覧、印鑑証明、電磁的記録の作成者を示す措置の確認に必要な事項等の証明、手数料、当事者申請主義、嘱託による登記）、第十七条から第二十七条まで（登記申請の方式、申請書の添付書面、申請書に添付すべき電磁的記録、添付書面の特例、印鑑の提出、受付、受領証、登記の順序、登記官による本人確認、申請の却下、提訴期間経過後の登記、行政区画等の変更、同一の所在場所における同一の商号の登記の禁止）、第三十一条（営業又は事業の譲渡の際の免責の登記）、第三十三条（商号の登記の抹消）、第四十四条から第四十六条まで（会社の支配人の登記、添付書面の通則）、第四十七条第一項及び第三項（設立の登記）、第四十八条から第五十五条まで（支店所在地における登記、本店移転の登記、取締役等の変更の登記、一時会計監査人の職務を行うべき者の変更の登記）並びに第百三十二条から第百四十八条まで（更正、抹消の申請、職権抹消、行政手続法の適用除外、行政機関の保有する情報の公開に関する法律の適用除外、行政機関の保有する個人情報の保護に関する法律の適用除外、審査請求、審査請求事件の処理、行政不服審査法の適用除外、省令への委任）の規定は、相互会社に関する登記について準用する。この場合において、同法第二十七条中「商号」とあるのは「商号又は名称」と、「営業所（会社にあつては、本店。以下この条において同じ。）」とあるのは「主たる事務所」と、「係る営業所」とあるのは「係る主たる事務所」と、同法第四十六条第二項中「株主総会若しくは種類株主総会」とあるのは「社員総会（総代会を設けているときは、総代会）」と、同条第三項中「会社法第三百十九条第一項（同法第三百二十五条において準用する場合を含む。）又は第三百七十条（同法第四百九十条第五項において準用する場合を含む。）」とあるのは「保険業法第四十一条第一項において準用する会社法第三百十九条第一項又は保険業法第五十三条の十六若しくは第百八十条の十五において準用する会社法第三百七十条」と、「株主総会若しくは種類株主総会」とあるのは「社員総会」と、同条第四項中「会社法第四百十六条第四項」とあるのは「保険業法第五十三条の三十第四項」と、同法第四十八条から第五十三条までの規定中「本店」とあるのは「主たる事務所」と、「支店」とあるのは「従たる事務所」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 67 The provisions of Part VII, Chapter IV, Section 1 (excluding Article 907) (General Provisions) of the Companies Act, and the provisions of Articles 1-3 to 5 (Registry Office, Delegation of Affairs, Suspension of Affairs, Registrar, Disqualification of Registrar), Articles 7 to 15 (Corporate Number, etc., Prohibition on Carrying Out of Registries and Other Documents, Loss and Restoration of Registries, Prevention of Loss of Registry, etc., Issuance of Certificate of Registered Matters, Issuance of Documents Specifying Extract of Matters Registered, Inspection of Annexed Documents, Certificate of Seal

Impression, Certification of Matters Required for Verification of Measures to Identify the Creator of Electronic or Magnetic Records and Other Matters, Fees, Registration Upon Application by a Relevant Party, Registration upon Commission), Articles 17 to 27 (Method of Application for Registration, Documents to Be Attached to Written Application, Electronic or Magnetic Record to be Attached to Written Application, Special Provisions on Documents to be Attached, Submission of Seal Impression, Acceptance of Applications, Receipt, Order of Registration, Identity Confirmation by Registrar, Dismissal of Application, Registration to be Made After Lapse of Period for Filing Action, Change in Administrative Zone, etc., Prohibition of Registration of Identical Trade Name at Same Location), Article 31 (Registration of Exemption of Liabilities Upon Transfer of Enterprise or Business), Article 33 (Cancellation of Registration of Trade Name), Articles 44 to 46 (Registration of Company's Manager, General Provisions on Documents to be Attached), Article 47, paragraphs (1) and (3) (Registration of Incorporation), Articles 48 to 55 (Registration to be Made at Location of Branch Offices, Registration of Relocation of Head Office, Registration of Change of Directors and Other Officers, Registration of Change of Person Who is to Temporarily Perform Duties of Financial Auditor), and Articles 132 to 148 (Correction, Application for Cancellation, Ex Officio Cancellation, Exclusion from Application of the Administrative Procedure Act, Exclusion from Application of the Act on Access to Information Held by Administrative Organs, Exclusion from Application of the Act on Protection of Personal Information Held by Administrative Organs, Request for Review, Handling of Request for Review Case, Exclusion from Application of the Administrative Appeal Act, Delegation to Order of the Ministry) of the Commercial Registration Act apply mutatis mutandis to a registration regarding a Mutual Company. In this case, the terms "trade name", "business office (or, in a company, head office; hereinafter the same applies in this Article)" and "business office pertaining to" in Article 27 of the latter Act is deemed to be replaced with "trade name or name", "principal office" and "principal office pertaining to", respectively; the term "shareholders' meeting or class shareholders' meeting" in Article 46, paragraph (2) of that Act is deemed to be replaced with "general meeting (or the Member Representatives Meeting, where the company has such a meeting)"; the terms "Article 319, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 325 of the Companies Act) or Article 370 (including the cases where it is applied mutatis mutandis pursuant to Article 490, paragraph (5) of that Act) of the Companies Act" and "shareholders' meeting or class shareholder meeting" in Article 46, paragraph (3) of that Act is deemed to be replaced with "Article 319, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) of the Insurance Business Act, or Article 370 of the

Companies Act as applied mutatis mutandis pursuant to Article 53-16 or 180-15 of the Insurance Business Act" and "general meeting", respectively; the term "Article 416, paragraph (4) of the Companies Act" in Article 46, paragraph (4) is deemed to be replaced with "Article 53-30, paragraph (4) of the Insurance Business Act"; and the terms "head office" and "branch offices" in the provisions of Articles 48 to 53 of that Act is deemed to be replaced with "principal office" and "secondary offices", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

(電子公告についての会社法の準用)

(Mutatis Mutandis Application of the Companies Act on Electronic Public Notice)

第六十七条の二 会社法第九百四十条第一項及び第三項（電子公告の公告期間等）、第九百四十一条（電子公告調査）、第九百四十六条（調査の義務等）、第九百四十七条（電子公告調査を行うことができない場合）、第九百五十一条第二項（財務諸表等の備置き及び閲覧等）、第九百五十三条（改善命令）並びに第九百五十五条（調査記録簿等の記載等）の規定は、相互会社が電子公告によりこの法律又は他の法律の規定による公告をする場合について準用する。この場合において、同法第九百四十条第一項第二号中「第四百四十条第一項」とあるのは「保険業法第五十四条の七第一項」と、「定時株主総会」とあるのは「定時社員総会（総代会を設けているときは、定時総代会）」と、同条第三項中「前二項」とあるのは「第一項」と、同法第九百四十一条中「この法律又は他の法律の規定による公告（第四百四十条第一項の規定による公告を除く）」とあるのは「保険業法の規定による公告（同法第五十四条の七第一項の規定による公告を除く）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 67-2 The provisions of Article 940, paragraphs (1) and (3) (Public Notice Period, etc. of Electronic Public Notice), Article 941 (Electronic Public Notice Investigation), Article 946 (Obligation, etc. of Investigation), Article 947 (Cases Where an Electronic Public Notice Investigation Is Unable to Be Carried Out), Article 951, paragraph (2) (Retention and Inspection, etc. of Financial Statements, etc.), Article 953 (Order for Improvement), and Article 955 (Statements, etc. in an Investigation Record Book, etc.) of the Companies Act apply mutatis mutandis to the cases where a Mutual Company gives public notice under this Act or any other Act in the form of an electronic public notice. In this case, the terms "Article 440, paragraph (1)" and "annual shareholders' meeting" in Article 940, paragraph (1), item (ii) of that Act is deemed to be replaced with "Article 54-7, paragraph (1) of the Insurance Business Act" and "annual general meeting (or the annual Member Representatives Meeting, where the company has a Member Representatives Meeting)", respectively; the term "the preceding two paragraphs" in Article 940, paragraph (3) of that Act is deemed to be replaced with "paragraph (1)"; and the term "public notice

under this Act or any other Act (excluding the public notice under Article 440, paragraph (1)" in Article 941 of that Act is deemed to be replaced with "public notice under the Insurance Business Act (excluding the public notice under Article 54-7, paragraph (1) of that Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第三節 組織変更

Section 3 Entity Conversion

第一款 株式会社から相互会社への組織変更

Subsection 1 Entity Conversion from a Stock Company to a Mutual Company

(組織変更)

(Entity Conversion)

第六十八条 保険会社である株式会社は、その組織を変更して保険会社である相互会社となることができる。

Article 68 (1) A stock Insurance Company may convert to a mutual Insurance Company.

2 少額短期保険業者である株式会社は、その組織を変更して少額短期保険業者である相互会社となることができる。

(2) A Stock Company that is a Small Amount and Short Term Insurance Company may convert to a Mutual Company that is a Small Amount and Short Term Insurance Company.

3 前二項の組織変更（以下この款において「組織変更」という。）をする場合においては、組織変更後の相互会社の基金の総額を、次の各号に掲げる区分に応じ、当該各号に定める額以上の額とするため、基金を募集しなければならない。

(3) Any entity conversion under the preceding two paragraphs (hereinafter referred to as "Entity Conversion" in this Subsection) must require a solicitation of funds in order to raise the total amount of the funds of the Mutual Company after the Entity Conversion to or over the amount specified in one of the following items depending on the case:

一 第一項の組織変更 第六条第一項の政令で定める額

(i) Entity Conversion under paragraph (1): the amount specified by Cabinet Order set forth in Article 6, paragraph (1); or

二 前項の組織変更 第二百七十二条の四第一項第二号の政令で定める額

(ii) Entity Conversion under the preceding paragraph: the amount specified by Cabinet Order set forth in Article 272-4, paragraph (1), item (ii).

4 前項に規定する基金の総額の全部又は一部は、組織変更時において準備金を積み立てることにより、これに代えることができる。この場合においては、当該積み立てる額については、同項の基金の募集は、することを要しない。

(4) The total amount of the funds set forth in the preceding paragraph may be

comprised in whole or in Part of a Reserves set aside at the time of Entity Conversion. In this case, the converting company is not to be required to solicit funds under that paragraph to the extent covered by the reserve.

5 前項の準備金は、基金償却積立金とみなして、この法律（第五十六条を除く。）の規定を適用する。

(5) The Reserves set forth in the preceding paragraph are deemed to be the reserves for redemption of funds, to which the provisions of this Act (excluding Article 56) apply.

6 組織変更をする場合においては、第四項の準備金のほか、損失てん補準備金を積み立てることができる。

(6) In the case of an Entity Conversion, the converting company may set aside loss reserves in addition to the reserves set forth in paragraph (4).

(組織変更計画の承認)

(Authorization of Entity Conversion Plan)

第六十九条 株式会社は、組織変更をするには、組織変更計画を作成して、株主総会の決議により、その承認を受けなければならない。

Article 69 (1) If the Stock Company seeks to convert to a Mutual Company, it must prepare an Entity Conversion plan to be approved by a resolution at a shareholders' meeting.

2 前項の場合には、会社法第三百九条第二項（株主総会の決議）に定める決議によらなければならない。

(2) The resolution set forth in the preceding paragraph must be a resolution under Article 309, paragraph (2) (Resolution of shareholders' meetings) of the Companies Act.

3 株式会社は、第一項の決議を行う場合には、会社法第二百九十九条第一項（株主総会の招集の通知）の通知において、組織変更計画の要領を示さなければならない。

(3) If it seeks to adopt a resolution under paragraph (1), a Stock Company must provide an outline of the Entity Conversion plan in the notice to be given pursuant to Article 299, paragraph (1) (Notices of Convocation for Shareholders' Meetings) of the Companies Act.

4 株式会社は、組織変更計画において、次に掲げる事項を記載しなければならない。

(4) A Stock Company must detail the following particulars in its Entity Conversion plan:

一 組織変更後の相互会社（以下この款において「組織変更後相互会社」という。）の基金の総額

(i) the total amount of funds of the Mutual Company to be established by the Entity Conversion (hereinafter referred to as "Converted Mutual Company" in this Subsection);

二 前条第四項の準備金及び同条第六項の損失てん補準備金の額

(ii) the amounts of the reserves set forth in paragraph (4) of the preceding

- Article and of the loss reserves set forth in paragraph (6) of that Article;
- 三 株主及び新株予約権者に対する補償に関する事項
(iii) the particulars of compensation to shareholders and holders of share options;
- 四 組織変更後における保険契約者の権利に関する事項
(iv) the particulars of the rights of Policyholders after the Entity Conversion;
and
- 五 組織変更がその効力を生ずる日（以下この款において「効力発生日」という。）
その他内閣府令で定める事項
(v) the day on which the Entity Conversion takes effect (hereinafter referred to as "Effective Date" in this Subsection) and other particulars specified by Cabinet Office Order.
- 5 株式会社が第一項の決議をしたときは、当該決議の日から二週間以内に、登録株主
質権者及び登録新株予約権質権者に対し、組織変更をする旨を各別に通知しなければ
ならない。
- (5) A Stock Company which has adopted a resolution under paragraph (1), within
two weeks from the date of the resolution, must notify each of the registered
pledgees of shares and registered pledgees of share options of the planned
Entity Conversion.
- 6 前項の規定による通知は、公告をもってこれに代えることができる。
- (6) A notice under the preceding paragraph may be replaced by a public notice.
- 7 会社法第二百十九条第一項（第五号に係る部分に限る。）、第二項（第三号に係る
部分に限る。）及び第三項（株券の提出に関する公告等）、第二百二十条（株券の提
出をすることができない場合）並びに第二百九十三条第一項（第二号に係る部分に限
る。）（新株予約権証券の提出に関する公告等）の規定は、組織変更をする株式会社
について準用する。この場合において、同法第二百十九条第二項第三号中「第七百四
十四条第一項第一号に規定する組織変更後持分会社」とあるのは「保険業法第六十九
条第四項第一号に規定する組織変更後相互会社」と読み替えるものとするほか、必要
な技術的読替えは、政令で定める。
- (7) The provisions of Article 219, paragraph (1) (limited to the segment
pertaining to item (v)), paragraph (2) (limited to segment pertaining to item
(iii)) and paragraph (3) (Public Notice in Relation to Submission of Share
Certificate), Article 220 (Cases where Share Certificates cannot be Submitted),
and Article 293, paragraph (1) (limited to the segment pertaining to item (ii))
(Public Notice in relation to Submission of Share Option Certificate) of the
Companies Act apply mutatis mutandis to a converting Stock Company. In this
case, the term "Membership Company after Entity Conversion prescribed in
Article 744, paragraph (1), item (i)" in Article 219, paragraph (2), item (iii) of
that Act is deemed to be replaced with "Mutual Company after Entity
Conversion prescribed in Article 69, paragraph (4), item (i) of the Insurance
Business Act", any other necessary technical replacement of terms is specified

by Cabinet Order.

(組織変更計画に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to Entity Conversion Plans)

第六十九条の二 組織変更をする株式会社は、組織変更計画備置開始日から効力発生日までの間、組織変更計画の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録をその各営業所に備え置かなければならない。

Article 69-2 (1) A converting Stock Company, for the period from the Day on Which the Entity Conversion plan Began to Be Kept to the Effective Date, must keep at each of its business offices the documents or electronic or magnetic records in which the details of the Entity Conversion plan and any other particulars specified by Cabinet Office Order are detailed or recorded.

2 前項に規定する「組織変更計画備置開始日」とは、次に掲げる日のいずれか早い日をいう。

(2) The term "the Day on Which the Entity Conversion plan Began to Be Kept" in the preceding paragraph refers to the earliest of the date listed in the following items:

一 前条第一項の株主総会の日から二週間前の日（会社法第三百十九条第一項（株主総会の決議の省略）の場合にあっては、同項の提案があった日）

(i) the day two weeks before the date of the shareholders' meeting set forth in paragraph (1) of the preceding Article (or, in the case of Article 319, paragraph (1) (Omission of Resolution of Shareholders' Meetings) of the Companies Act, the date of proposal under that paragraph);

二 組織変更をする株式会社が新株予約権を発行しているときは、第七十一条において準用する会社法第七百七十七条第三項の規定による通知の日又は第七十一条において準用する同法第七百七十七条第四項の公告の日のいずれか早い日

(ii) where the converting Stock Company has issued share options, the date of notice under Article 777, paragraph (3) of the Companies Act as applied mutatis mutandis pursuant to Article 71 or the date of public notice set forth in Article 777, paragraph (4) of that Act as applied mutatis mutandis pursuant to Article 71, whichever is earlier; or

三 次条第二項の規定による公告の日

(iii) the date of public notice under paragraph (2) of the following Article.

3 組織変更をする株式会社の株主及び保険契約者その他の債権者は、当該株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該株式会社の定めた費用を支払わなければならない。

(3) The creditors of a converting Stock Company, such as shareholders and Policyholders, may make the following requests to the company at any time during its operating hours; provided, however, that they must pay the fees determined by the Stock Company in making a request falling under item (ii)

or (iv):

一 第一項の書面の閲覧の請求

(i) a request to inspect the documents set forth in paragraph (1);

二 第一項の書面の謄本又は抄本の交付の請求

(ii) a request to be issued a certified copy or extract of the documents set forth in paragraph (1);

三 第一項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in paragraph (1) in a manner specified by Cabinet Office Order; or

四 第一項の電磁的記録に記録された事項を電磁的方法であって組織変更をする株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in paragraph (1) by the electronic or magnetic means determined by the converting Stock Company, or to be issued a document detailing such particulars.

4 組織変更後相互会社は、効力発生日から六月間、組織変更計画の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各事務所に備え置かなければならない。

(4) The Converted Mutual Company, for six months from the Effective Date, must keep at each of its offices the documents or electronic or magnetic records in which the details of the Entity Conversion plan and any other particulars specified by Cabinet Office Order are detailed or recorded.

5 組織変更後相互会社の保険契約者その他の債権者は、組織変更後相互会社に対して、その事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該組織変更後相互会社の定めた費用を支払わなければならない。

(5) Policyholders or other creditors of a Converted Mutual Company may make the following requests to the company at any time during its business hours; provided, however, that they must pay the fees determined by the Converted Mutual Company in making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the

electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であつて組織変更後相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求
(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Converted Mutual Company, or to be issued a document detailing such particulars.

(債権者の異議)

(Objections of Creditors)

第七十条 組織変更をする株式会社の保険契約者その他の債権者は、当該株式会社に対し、組織変更について異議を述べることができる。

Article 70 (1) Policyholders or other creditors of a converting Stock Company may state to the company their objections to the Entity Conversion.

2 組織変更をする株式会社は、次に掲げる事項を官報及び当該株式会社の定款で定めた公告方法により公告しなければならない。ただし、第四号の期間は、一月を下ることができない。

(2) A converting Stock Company must publish the following particulars in the Official Gazette and by the Method of Public Notice prescribed by its articles of incorporation; provided, however, that the period for item (iv) may not be shorter than one month:

一 組織変更をする旨

(i) the fact that an Entity Conversion will be carried out;

二 組織変更後相互会社の名称及び住所

(ii) the name and address of the Converted Mutual Company;

三 組織変更をする株式会社の計算書類に関する事項として内閣府令で定めるもの

(iii) particulars specified by Cabinet Office Order as pertaining to the financial statements of the converting Stock Company;

四 組織変更をする株式会社の保険契約者その他の債権者が一定の期間内に異議を述べる旨

(iv) the fact that Policyholders or other creditors of the converting Stock

Company may state their objections within a certain period of time; and

五 前各号に掲げるもののほか、内閣府令で定める事項

(v) beyond what is set forth in the preceding items, particulars specified by Cabinet Office Order.

3 保険契約者その他の債権者が前項第四号の期間内に異議を述べなかつたときは、当該保険契約者その他の債権者は、当該組織変更について承認をしたものとみなす。

(3) Where no Policyholders or other creditors have stated their objections within the period set forth in item (iv) of the preceding paragraph, such Policyholders or creditors are deemed to have approved the Entity Conversion.

4 保険契約者その他の債権者が第二項第四号の期間内に異議を述べたときは、組織変更をする株式会社は、当該保険契約者その他の債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該組織変更をしても当該保険契約者その他の債権者を害するおそれがないときは、この限りでない。

(4) Where any Policyholder or other creditor has stated their objection under paragraph (2), item (iv), the converting Stock Company must make payment or provide equivalent security to such Policyholder or other creditor, or entrust equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment; provided, however, that this does not apply to the cases where the Entity Conversion poses no risk of harming the interest of such Policyholder or other creditors;

5 前項の規定は、保険契約者その他保険契約に係る権利を有する者の当該権利（保険金請求権等を除く。）については、適用しない。

(5) The provisions of the preceding paragraph do not apply to the Policyholders or any rights held by other persons pertaining to insurance contracts (other than Insurance Claims, etc.).

6 第二項第四号の期間内に異議を述べた保険契約者（同項の規定による公告の時ににおいて既に保険金請求権等が生じている保険契約（当該保険金請求権等に係る支払により消滅することとなるものに限る。）に係る保険契約者を除く。以下この項及び次項において同じ。）の数が保険契約者の総数の五分の一を超え、かつ、当該異議を述べた保険契約者の保険契約に係る債権（保険金請求権等を除く。）の額に相当する金額として内閣府令で定める金額が保険契約者の当該金額の総額の五分の一を超えるときは、第六十九条第一項の承認の決議は、その効力を有しない。

(6) Any resolution of authorization under Article 69, paragraph (1) is null and void if the number of the Policyholders who have stated their objections within the period set forth in paragraph (2), item (iv) (excluding the holders of policies under which Insurance Claims, etc. had already occurred at the time of public notice under the paragraph (2) (but limited to those policies that would be terminated with the payment of the Insurance Claims, etc.); hereinafter the same applies in this paragraph and the following paragraph) exceeds one fifth of the total number of Policyholders, and the amount specified by Cabinet Office Order as the credits (other than Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have stated such objections exceeds one fifth of the total amount of credits belonging to the Policyholders.

7 前各項の規定によりされた組織変更は、前項の異議を述べた保険契約者及び保険契約者に係る保険契約に係る権利（保険金請求権等を除く。）を有する者についても、その効力を生ずる。

(7) An Entity Conversion carried out pursuant to the provisions of the preceding paragraphs is also to be effective against the Policyholders who have stated their objections under the preceding paragraph and other persons who hold any

right (other than Insurance Claims, etc.) pertaining to the insurance contracts involving the Policyholders.

8 前各項に定めるもののほか、これらの規定の適用に関し必要な事項は、政令で定める。

(8) Beyond what is provided for in the preceding paragraphs, necessary particulars for the application of those provisions are specified by Cabinet Order.

(新株予約権買取請求等)

(Demand for Purchase of Share Options)

第七十一条 会社法第七百七十七条（新株予約権買取請求）、第七百七十八条（新株予約権の価格の決定等）、第八百六十八条第一項（非訟事件の管轄）、第八百七十条第二項（第二号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二条（第五号に係る部分に限る。）（即時抗告）、第八百七十二条の二（抗告状の写しの送付等）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、組織変更をする株式会社が新株予約権を発行している場合について準用する。この場合において、同法第七百七十八条第一項、第二項及び第四項中「組織変更後持分会社」とあるのは「組織変更後相互会社（保険業法第六十九条第四項第一号に規定する組織変更後相互会社をいう。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 71 The provisions of Article 777 (Demand for Purchase of Share Options), Article 778 (Determination on Value of Share Options, etc.), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (2) (limited to the segment pertaining to item (ii)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Mandatory Consolidation of Hearings, etc.) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the cases where the converting Stock Company has issued share options. In this case, the term "converted membership company" in Article 778, paragraph (1), Article 778, paragraph (2), and Article 778, paragraph (4) of that Act is deemed to be replaced with "Converted Mutual Company (meaning a Converted Mutual Company as defined in Article 69, paragraph (4), item (i) of the Insurance Business Act)"; any other necessary technical replacement of terms is specified by Cabinet Order.

(組織変更手続中の契約)

(Contract during a Procedure of Entity Conversion)

第七十二条 組織変更をする株式会社が、第七十条第二項の規定による公告をした日の翌日以後保険契約を締結しようとするときは、保険契約者になろうとする者に対して、組織変更の途中で旨を通知し、その承諾を得なければならない。

Article 72 (1) A converting Stock Company, if it seeks to conclude an insurance contract on or after the day following the date of public notice under Article 70, paragraph (2), must notify the prospective Policyholder to the effect that the company is going through the procedure of Entity Conversion to obtain their consent.

2 前項の承諾をした保険契約者は、次条から第七十七条までの規定の適用については、保険契約者でないものとみなす。

(2) A Policyholder who has given their consent under the preceding paragraph is not deemed to be a Policyholder for the purpose of applying the following Article to Article 77.

(保険契約者総会)

(Policyholders Meeting)

第七十三条 第七十条第二項第四号の期間内に異議を述べた保険契約者の数又はその者の同条第六項の内閣府令で定める金額が同項に定める割合を超えなかったときは、組織変更をする株式会社の取締役は、同条に定める手続が終了した後、遅滞なく、保険契約者総会を招集しなければならない。

Article 73 Where the number of the Policyholders who have stated their objections within the period set forth in Article 70, paragraph (2), item (iv) or the amount of their credits as specified by Cabinet Office Order set forth in paragraph (6) of the same Article has not exceeded the proportion specified in that paragraph, the directors of the converting Stock Company must convene a policyholders meeting without delay following the completion of the procedures prescribed in the same Article.

(決議の方法等)

(Method of Adopting Resolution)

第七十四条 保険契約者は、保険契約者総会において、各々一個の議決権を有する。

Article 74 (1) Each Policyholder is entitled to one vote at the policyholders meeting.

2 保険契約者総会の決議は、保険契約者の半数以上が出席し、その議決権の四分之三以上の多数により行う。

(2) A resolution of the policyholders meeting is adopted by a three-quarter majority vote of the attending Policyholders at a session where at least half of the Policyholders are present.

3 会社法第六十七条第一項（創立総会の招集の決定）、第六十八条（第二項各号及び第五項から第七項までを除く。）（創立総会の招集の通知）、第七十条、第七十一条

(創立総会参考書類及び議決権行使書面の交付等)、第七十四条から第七十六条まで(議決権の代理行使、書面による議決権の行使、電磁的方法による議決権の行使)、第七十八条から第八十条まで(発起人の説明義務、議長の権限、延期又は続行の決議)、第八十一条第一項から第三項まで(議事録)及び第三百十六條第一項(株主総会に提出された資料等の調査)の規定は保険契約者総会について、同法第八百三十条(株主総会等の決議の不存在又は無効の確認の訴え)、第八百三十一条(株主総会等の決議の取消しの訴え)、第八百三十四条(第十六号及び第十七号に係る部分に限る。)(被告)、第八百三十五条第一項(訴えの管轄)、第八百三十六條第一項及び第三項(担保提供命令)、第八百三十七条(弁論等の必要的併合)、第八百三十八條(認容判決の効力が及ぶ者の範囲)、第八百四十六條(原告が敗訴した場合の損害賠償責任)並びに第九百三十七条第一項(第一号トに係る部分に限る。)(裁判による登記の囑託)の規定は保険契約者総会の決議の不存在若しくは無効の確認又は取消しの訴えについて、それぞれ準用する。この場合において、これらの規定中「発起人」とあるのは「組織変更をする株式会社」と、「設立時株主」とあるのは「保険契約者」と、「株式会社」とあるのは「相互会社」と、同法第六十八條第二項中「次に掲げる場合には、前項」とあるのは「前項」と、同法第七十四条第六項中「本店」とあるのは「主たる事務所」と、同条第七項中「株主」とあるのは「社員」と、同法第八百三十一条第一項中「株主等(当該各号の株主総会等が創立総会又は種類創立総会である場合にあつては、株主等、設立時株主、設立時取締役又は設立時監査役)」とあるのは「保険契約者、取締役、監査役又は清算人(監査等委員会設置会社にあつては保険契約者、取締役又は清算人、指名委員会等設置会社にあつては、保険契約者、取締役、執行役又は清算人)」と、「株主(当該決議が創立総会の決議である場合にあつては、設立時株主)又は取締役(監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役。以下この項において同じ。)、監査役若しくは清算人(当該決議が株主総会又は種類株主総会の決議である場合にあつては第三百四十六條第一項(第四百七十九條第四項において準用する場合を含む。))の規定により取締役、監査役又は清算人としての権利義務を有する者を含み、当該決議が創立総会又は種類創立総会の決議である場合にあつては設立時取締役(設立しようとする株式会社が監査等委員会設置会社である場合にあつては、設立時監査等委員である設立時取締役又はそれ以外の設立時取締役)又は設立時監査役を含む。)」とあるのは「取締役(監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役)、監査役又は清算人」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (3) The provisions of Article 67, paragraph (1) (Determination to Call Organizational Meetings), Article 68 (excluding the items in paragraph (2) and paragraphs (5) to (7)) (Notices of Calling of Organizational Meetings), Articles 70 and 71 (Giving of Organizational Meeting Reference Documents and Voting Forms), Articles 74 to 76 (Proxy Voting, Voting in Writing, Voting by Electronic or Magnetic Method), Articles 78 to 80 (Accountability of Incorporators, Authority of Chairperson, Resolution for Postponement or Adjournment), Article 81, paragraphs (1) to (3) (Minutes) and Article 316, paragraph (1)

(Investigation of Materials Submitted to the Shareholders' Meeting) of the Companies Act apply mutatis mutandis to the policyholders meeting; and the provisions of Article 830 (Action for a Declaratory Judgment as to the Absence or Invalidity of a Resolution of a Shareholders' Meeting, etc.), Article 831 (Action to Revoke a Resolution of a Shareholders' Meeting, etc.), Article 834 (limited to the segment pertaining to items (xvi) and (xvii)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Article 836, paragraphs (1) and (3) (Order to Provide Security), Article 837 (Mandatory Consolidation of Oral Arguments, etc.), Article 838 (Persons Affected by a Judgment Being Upheld), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (1) (limited to the segment pertaining to item (i), (g)) (Commissioning of Registration by a Judicial Decision) of that Act apply mutatis mutandis to an action for a declaratory judgment as to the absence or invalidity of a resolution of the policyholders meeting and to an action to rescind a resolution of the policyholders meeting. In this case, the terms "incorporators", "shareholders at incorporation" and "Stock Company" in those provisions are deemed to be replaced with "converting Stock Company", "policyholders" and "Mutual Company", respectively; the term "in the following cases" in Article 68, paragraph (2) of that Act is deemed to be deleted; the term "head office" in Article 74, paragraph (6) of that Act is deemed to be replaced with "principal office"; the term "shareholders" in Article 74, paragraph (7) of that Act is deemed to be replaced with "members"; and the terms "a Shareholder, etc. (or, if the Shareholders' Meeting, etc. set forth respectively in each such item is an Organizational Meeting or a Class Organizational Meetings, a Shareholder, etc., a Shareholder at Incorporation, a Director at Incorporation or a Company Auditor at Incorporation)" and "a shareholder (or, if the relevant resolution is the resolution of an Organizational Meeting, Shareholders at Incorporation) or director (or, in cases of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors; the same applies hereinafter in this paragraph), company auditor or liquidator pursuant to the provisions of Article 346 (1) (including cases where it is applied mutatis mutandis pursuant to Article 479 (4)), and if such resolution is a resolution of an Organizational Meeting or Class Organizational Meeting, a Director at Incorporation (if a Stock Company to be incorporated is a Company with Audit and Supervisory Committee, Directors at Incorporation who are Audit and Supervisory Committee Members at Incorporation or other Directors at Incorporation))" in Article 831, paragraph (1) of that Act is deemed to be replaced with "policyholders, directors, company auditors or liquidators (in the case of a company with Audit and Supervisory Committee, Policyholders, directors or liquidators, or in the case of a Company with

Nominating Committee, etc., Policyholders, directors, executive officers or liquidators" and "directors (in the case of a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors), company auditors or liquidators", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

4 組織変更をする株式会社が保険契約者に対してする通知又は催告は、当該保険契約者が当該株式会社に通知した通知又は催告を受ける場所又は連絡先にあてて発すれば足りる。

(4) It is sufficient for a notice or demand to a Policyholder to be sent by the converting Stock Company to the place or address which the Policyholder has notified to the Stock Company for the receipt of notices or demands.

5 前項の通知又は催告は、その通知又は催告が通常到達すべきであった時に、到達したものとみなす。

(5) The notice or demand set forth in the preceding paragraph is deemed to have arrived at the time when such notice or demand would normally have arrived.

6 前二項の規定は、第三項において準用する会社法第六十八条第一項の通知に際して保険契約者に書面を交付し、又は当該書面に記載すべき事項を電磁的方法により提供する場合について準用する。この場合において、前項中「到達したもの」とあるのは「当該書面の交付又は当該事項の電磁的方法による提供があったもの」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(6) The provisions of the preceding two paragraphs apply mutatis mutandis to the delivery of documents to Policyholders in giving a notice under Article 68, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to paragraph (3) and provision by electronic or magnetic means of the particulars that are required to be included in such documents. In this case, the term "to have arrived" in the preceding paragraph is deemed to be replaced with "to have been effected by delivery of such document or provision of such particulars by electronic or magnetic means"; and any other necessary technical replacement of terms is specified by Cabinet Order.

(取締役の報告)

(Report of Directors)

第七十五条 取締役は、組織変更に関する事項を保険契約者総会に報告しなければならない。

Article 75 The directors must report to the policyholders meeting the particulars related to an Entity Conversion.

(保険契約者総会の決議)

(Resolution of Policyholders Meeting)

第七十六条 保険契約者総会においては、その決議により、組織変更後相互会社の定款

その他組織変更後相互会社の組織に必要な事項を定めるとともに、組織変更後相互会社の取締役となるべき者を選任しなければならない。

Article 76 (1) The policyholders meeting, in its resolutions, must adopt the articles of incorporation of the Converted Mutual Company and other particulars required for the organization of the Converted Mutual Company, and elect the persons to serve as directors of the Converted Mutual Company.

2 組織変更後相互会社が監査等委員会設置会社である場合には、前項の規定による組織変更後相互会社の取締役となるべき者の選任は、組織変更後における監査等委員となる者である組織変更後相互会社の取締役となるべき者とそれ以外の組織変更後相互会社の取締役となるべき者とを区別してしなければならない。

(2) If the Converted Mutual Company is a Company with Audit and Supervisory Committee, the persons to become directors of the Converted Mutual Company under the preceding paragraph must be separately elected for persons to become directors of the Converted Mutual Company who will become Audit and Supervisory Committee Members after the entity conversion and the persons to become other directors of the Converted Mutual Company.

3 次の各号に掲げる場合には、保険契約者総会においては、当該各号に定める者を選任しなければならない。

(3) In the following cases, the policyholders meeting must elect the persons set forth in the relevant items:

一 組織変更後相互会社が会計参与設置会社である場合 組織変更後相互会社の会計参与となるべき者

(i) where the Converted Mutual Company is a company with accounting advisors, the persons to serve as accounting advisors of the Converted Mutual Company;

二 組織変更後相互会社が監査役設置会社である場合 組織変更後相互会社の監査役となるべき者

(ii) where the Converted Mutual Company is a company with auditors, the persons to serve as company auditors of the Converted Mutual Company; and

三 組織変更後相互会社が会計監査人設置会社である場合 組織変更後相互会社の会計監査人となるべき者

(iii) where the Converted Mutual Company is a company with financial auditor, the persons to serve as financial auditor of the Converted Mutual Company.

4 第六十九条第一項の決議は、第一項の決議により変更することができる。ただし、組織変更をする株式会社の債権者の利益を害することはできない。

(4) The resolution set forth in Article 69, paragraph (1) may be amended by a resolution under paragraph (1); provided, however, that such amendment may not harm the interest of the creditors of the converting Stock Company.

5 前項の変更が株主に損害を及ぼすおそれがあるときは、株主総会の同意を得なければならない。この場合においては、第六十九条第二項の規定を準用する。

(5) Any amendment under the preceding paragraph that poses the risk of causing

any damage to the interest of shareholders is subject to the authorization of the shareholders' meeting. In this case, the provisions of Article 69, paragraph (2) apply mutatis mutandis.

6 前項の株主総会の同意が得られなかった場合は、第六十九条第一項の承認の決議は、その効力を失う。

(6) The resolution of authorization set forth in Article 69, paragraph (1) loses its effect without the authorization of the shareholders' meeting set forth in the preceding paragraph.

7 保険契約者総会は、第七十四条第三項において準用する会社法第六十七条第一項第二号に掲げる事項以外の事項については、決議をすることができない。ただし、組織変更後相互会社の定款その他組織変更後相互会社の組織に必要な事項の決定並びに第一項及び第三項に規定する者の選任については、この限りでない。

(7) The policyholders meeting may not adopt a resolution on any other matter than that listed in Article 67, paragraph (1), item (ii) of the Companies Act as applied mutatis mutandis pursuant to Article 74, paragraph (3); provided, however, that this does not apply to a decision on the articles of incorporation of the Converted Mutual Company or on any other particular that is necessary for the organization of the Converted Mutual Company, and the election of the persons specified in paragraphs (1) and (3).

(保険契約者総代会)

(Policyholder Representatives Meeting)

第七十七条 組織変更をする株式会社は、第六十九条第一項の決議により、保険契約者総会に代わるべき機関として、保険契約者のうちから選出された総代により構成される機関（以下「保険契約者総代会」という。）を置くことができる。

Article 77 (1) The converting Stock Company may, by a resolution under Article 69, paragraph (1), establish an administrative organ composed of representative members elected from among the Policyholders (hereinafter referred to as "Policyholder Representatives Meeting") in lieu of the policyholders meeting.

2 前項の決議においては、総代の定数、選出の方法その他の内閣府令で定める事項を定めなければならない。

(2) The resolution set forth in the preceding paragraph must specify the particulars specified by Cabinet Office Order, such as the number and election method of representative members.

3 組織変更をする株式会社の保険契約者（次項の規定による公告の時に保険金請求権等が生じている保険契約（当該保険金請求権等に係る支払により消滅することとなるものに限る。）に係る保険契約者を除く。同項及び第五項において同じ。）は、組織変更をする株式会社に対し、第一項の決議について異議を述べることができる。

(3) Policyholders of a converting Stock Company (excluding the holders of the policies for which Insurance Claims, etc. had already occurred at the time of

public notice under the following paragraph (but limited to those policies that would be terminated with the payment of the Insurance Claims, etc.); the same applies in that paragraph and paragraph (5)) may state to the converting Stock Company their objections to the resolution set forth in paragraph (1).

4 組織変更をする株式会社は、第一項の決議の日から二週間以内に、次に掲げる事項を公告しなければならない。ただし、第二号の期間は、一月を下ることができない。

(4) A converting Stock Company must give public notice of the following particulars within two weeks from the date of the resolution set forth in paragraph (1); provided, however, that such period for item (ii) may not be shorter than one month:

一 第一項の決議の内容

(i) contents of the resolution set forth in paragraph (1);

二 組織変更をする株式会社の保険契約者が一定の期間内に異議を述べることができる旨

(ii) the fact that Policyholders of the converting Stock Company may state their objections within a certain period of time; and

三 前二号に掲げるもののほか、内閣府令で定める事項

(iii) beyond what is set forth in the preceding two items, particulars specified by Cabinet Office Order.

5 前項第二号の期間内に異議を述べた保険契約者の数が保険契約者の総数の五分之一を超え、かつ、当該異議を述べた保険契約者の保険契約に係る債権（保険金請求権等を除く。）の額に相当する金額として内閣府令で定める金額が保険契約者の当該金額の総額の五分之一を超えるときは、第一項の決議は、その効力を有しない。

(5) Any resolution under paragraph (1) is null and void if the number of Policyholders who have stated their objections within the period set forth in item (ii) of the preceding paragraph exceeds one fifth of the total number of Policyholders, and the amount specified by Cabinet Office Order as the credits (other than Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have stated such objections exceeds one fifth of the total amount of credits belonging to the Policyholders.

6 第四十四条の二（第三項後段を除く。）及び第七十三条から前条までの規定は、保険契約者総代会について準用する。この場合において、第四十四条の二第三項前段において準用する会社法第三百十条第二項中「前項」とあり、及び同条第三項中「第一項」とあるのは「保険業法第四十四条の二第一項」と、同条第四項中「第二百九十九条第三項」とあるのは「保険業法第七十四条第三項において準用する第六十八条第三項」と、同条第七項中「株主（前項の株主総会において決議をした事項の全部につき議決権を行使することができない株主を除く。次条第四項及び第三百十二条第五項において同じ。）」とあるのは「保険契約者又は社員」と、第七十四条第三項中「第七十四条から第七十六条まで」とあるのは「第七十五条及び第七十六条」と、同項及び同条第四項中「保険契約者」とあるのは「総代」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(6) The provisions of Article 44-2 (excluding the second sentence of paragraph (3)) and Article 73 to the preceding Article apply mutatis mutandis to the Policyholder Representatives Meeting. In this case, the term "the preceding paragraph" in Article 310, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to the first sentence of Article 44-2, paragraph (3) and the term "paragraph (1)" in Article 310, paragraph (3) is deemed to be replaced with "Article 44-2, paragraph (1) of the Insurance Business Act"; the term "Article 299, paragraph (3)" in Article 310, paragraph (4) is deemed to be replaced with "Article 68, paragraph (3) as applied mutatis mutandis pursuant to Article 74, paragraph (3) of the Insurance Business Act"; the term "shareholders (excluding the shareholders who may not exercise their voting rights on all matters which may be resolved at the shareholders' meeting under the preceding paragraph. The same applies hereinafter in paragraph (4) of the following Article and in Article 312, paragraph (5))" in Article 310, paragraph (7) is deemed to be replaced with "Policyholders or members"; the term "Articles 74 to 76" in Article 74, paragraph (3) is deemed to be replaced with "Articles 75 and 76"; and the term "Policyholder" in Article 74, paragraph (4) is deemed to be replaced with "representative member"; any other necessary technical replacement of terms is specified by Cabinet Order.

(組織変更における基金の募集)

(Solicitation of Funds in Entity Conversion)

第七十八条 組織変更をする株式会社は、組織変更後相互会社の基金について募集を要する場合には、その要する額について保険契約者総会又は保険契約者総代会が終結した後（第七十六条第五項の場合にあっては、同項の株主総会の同意が得られた後）、遅滞なく、その募集をしなければならない。

Article 78 (1) If a converting Stock Company, seeks to solicit additional funds for the Converted Mutual Company, it must solicit the required amount of such funds without delay following the conclusion of the policyholders meeting or Policyholder Representatives Meeting (or, in the case of Article 76, paragraph (5), following the authorization of the shareholders' meeting set forth in that paragraph).

2 組織変更をする株式会社は、前項の募集に応じて基金の拠出の申込みをしようとする者に対し、次に掲げる事項を通知しなければならない。

(2) A converting Stock Company must notify the persons who seek to offer contributions to its funds in response to a solicitation under the preceding paragraph of the following particulars:

一 第二十三条第一項第二号及び第四号から第六号までに掲げる事項

(i) particulars listed in Article 23, paragraph (1), item (ii) and items (iv) to (vi);

二 新たに募集をする基金の額、当該基金の拠出者が有する権利及びその償却の方法
(ii) amount of the additional funds to be solicited, the rights enjoyed by the

contributors to the funds and the method of redemption of the funds;

三 払込みの期日

(iii) payment date; and

四 基金の拠出に係る銀行等の払込みの取扱いの場所

(iv) location of the banks, etc. where the payment of contribution of funds is handled.

3 第二十八条第二項から第六項まで、第二十九条から第三十条の二まで、第三十条の三（第二項及び第三項を除く。）並びに第三十条の五第二項及び第三項の規定は、第一項の募集について準用する。この場合において、これらの規定中「発起人」とあるのは「組織変更をする株式会社」と、「設立時に募集をする基金」とあり、及び「相互会社の設立時の基金」とあるのは「第七十八条第一項の募集に係る基金」と、第二十八条第四項中「第一項各号」とあるのは「第七十八条第二項各号」と、第三十条中「前二条」とあるのは「第七十八条第二項（第三号を除く。）及び同条第三項において準用する第二十八条第二項から第六項まで」と、第三十条の三第四項中「成立後の相互会社」とあるのは「組織変更後相互会社」と、第三十条の五第三項中「相互会社の成立後」とあるのは「組織変更後」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 28, paragraphs (2) to (6), Articles 29 to 30-2, Article 30-3 (excluding paragraphs (2) and (3)), and Article 30-5, paragraphs (2) and (3) apply mutatis mutandis to a solicitation under (1). In this case, the term "incorporators" in those provisions is deemed to be replaced with "converting Stock Company"; the terms "funds solicited at incorporation" and "funds of a Mutual Company at incorporation" in those provisions are deemed to be replaced with "funds solicited under Article 78, paragraph (1)"; the term "the items in paragraph (1)" in Article 28, paragraph (4) is deemed to be replaced with "the items of Article 78, paragraph (2)"; the term "the preceding two Articles" in Article 30 is deemed to be replaced with "Article 78, paragraph (2) (excluding item (iii)) and Article 28, paragraphs (2) to (6) as applied mutatis mutandis pursuant to Article 30, paragraph (3)"; the term "Mutual Company thus established" in Article 30-4, paragraph (4) is deemed to be replaced with "Converted Mutual Company"; and the term "After the establishment of the Mutual Company" in Article 30-5, paragraph (3) is deemed to be replaced with "After the Entity Conversion"; any other necessary technical replacement of terms is specified by Cabinet Order.

(基金の募集後の保険契約者総会)

(Policyholders Meeting after Solicitation of Funds)

第七十九条 前条第一項の場合において、組織変更をする株式会社の取締役は、同項の募集に係る基金の総額の払込みがあった後、遅滞なく、第二回の保険契約者総会又は保険契約者総代会を招集しなければならない。

Article 79 (1) In the case of paragraph (1) of the preceding Article, the directors

of the converting Stock Company, without delay after the total amount of the funds solicited under that paragraph has been paid in, must convene a second policyholders meeting or Policyholder Representatives Meeting.

2 組織変更後相互会社の取締役（組織変更後相互会社が監査役設置会社である場合にあっては、取締役及び監査役。次項において同じ。）となるべき者は、前条第一項の募集に係る基金の総額についてその引受け及び払込みがあったかどうかを調査し、前項の保険契約者総会又は保険契約者総代会に報告しなければならない。

(2) The persons to serve as directors (or directors and company auditors, where the Converted Mutual Company is a company with auditors) of the Converted Mutual Company must investigate whether the total amount of the funds solicited under paragraph (1) of the preceding Article has been subscribed for and paid in, and report the result to the policyholders meeting or Policyholder Representatives Meeting set forth in the preceding paragraph.

3 会社法第九十四条（設立時取締役等が発起人である場合の特則）の規定は、組織変更後相互会社の取締役となるべき者の全部又は一部が組織変更をする株式会社の取締役又は執行役である場合における第一項の保険契約者総会又は保険契約者総代会について準用する。この場合において、同条第一項中「前条第一項各号に掲げる事項」とあるのは「保険業法第七十八条第一項の募集に係る基金の総額についてのその引受け及び払込みがあったかどうか」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 94 (Special Provisions in case Directors at Incorporation are Incorporators) of the Companies Act apply mutatis mutandis to the policyholders meeting or Policyholder Representatives Meeting set forth in paragraph (1), where all or some of the persons to serve as directors of the Converted Mutual Company are directors or executive officers of the converting Stock Company. In this case, the term "the particulars listed in the items of paragraph (1) of the preceding Article" in paragraph (1) of the same Article is deemed to be replaced with "whether the total amount of the funds solicited under Article 78, paragraph (1) of the Insurance Business Act has been subscribed for and paid in"; any other necessary technical replacement of terms is specified by Cabinet Order.

（組織変更の認可）

(Authorization of Entity Conversion)

第八十条 組織変更は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 80 (1) An Entity Conversion is not to take effect without the authorization of the Prime Minister.

2 内閣総理大臣は、前項の認可の申請があった場合には、次に掲げる基準に適合するかどうかを審査しなければならない。

(2) Whenever an application has been filed for the authorization referred to in the preceding paragraph, the Prime Minister must examine whether it

conforms to the following standards:

一 組織変更後相互会社が保険会社等の業務を健全かつ効率的に遂行するに足りる財産的基礎を有すること。

(i) the Converted Mutual Company would have a sufficient financial basis to execute the business of an Insurance Company, etc. in a sound and efficient manner;

二 組織変更により、保険契約者の有する権利が害されるおそれがないこと。

(ii) the Entity Conversion poses no risk of harming the rights of Policyholders; and

三 前二号に掲げるもののほか、組織変更により、保険会社等の業務の健全な運営に支障を生ずるおそれがないこと。

(iii) beyond what is set forth in the preceding two items, the Entity Conversion poses no risk of precluding the sound business operation of an Insurance Company, etc.

(組織変更の効力の発生等)

(Effectuation of Entity Conversion)

第八十一条 組織変更をする株式会社は、効力発生日に、相互会社となる。

Article 81 (1) A converting Stock Company becomes a Mutual Company on the Effective Date.

2 組織変更をする株式会社の株式及び新株予約権は、効力発生日に、消滅する。

(2) The shares and share options of a converting Stock Company becomes null and void on the Effective Date.

3 組織変更をする株式会社の保険契約者は、効力発生日に、組織変更後相互会社に入社するものとする。

(3) The Policyholders of a converting Stock Company becomes a member of the Converted Mutual Company on the Effective Date.

4 前三項の規定は、第七十条の規定による手続が終了していない場合又は組織変更を中止した場合には、適用しない。

(4) The provisions of the preceding three paragraphs do not apply to the cases where a procedure under Article 70 has not been completed or where the Entity Conversion has been voluntarily abandoned.

(組織変更の公告等)

(Public Notice of Entity Conversion)

第八十二条 組織変更後相互会社は、組織変更の後、遅滞なく、組織変更が行われたこと及び内閣府令で定める事項を公告しなければならない。第七十条第二項の規定による公告をした組織変更をする株式会社が組織変更を行わないこととなったときも、同様とする。

Article 82 (1) A Converted Mutual Company, without delay following the Entity Conversion, must give public notice of the effect that an Entity Conversion has

been carried out and publish the particulars specified by Cabinet Office Order. The same applies to the cases where a converting Stock Company has voluntarily abandoned the planned Entity Conversion after giving a public notice under Article 70, paragraph (2).

2 組織変更後相互会社は、効力発生日から六月間、第七十条に規定する手続の経過その他の組織変更に関する事項として内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各事務所に備え置かなければならない。

(2) A Converted Mutual Company, for six months following the Effective Date, must keep at each of its offices the documents or electronic or magnetic records in which the progress of the procedure under Article 70 and any other particulars specified by Cabinet Office Order as being involved in an Entity Conversion are detailed or recorded.

3 組織変更後相互会社の保険契約者その他の債権者は、組織変更後相互会社に対して、その事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該組織変更後相互会社の定めた費用を支払わなければならない。

(3) Policyholders or other creditors of a Converted Mutual Company may make the following requests to the company at any time during its business hours; provided, however, that they must pay the fees determined by the Mutual Company in making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって組織変更後相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Converted Mutual Company, or to be issued a document detailing such particulars.

(旧株式に関する質権)

(Pledge on Former Shares)

第八十三条 会社法第一百五十一条第一項（各号を除く。）並びに第一百五十四条第一項及び第二項（第二号に係る部分に限る。）（株式の質入れの効果）の規定は、株式会社

が組織変更をした場合に当該組織変更によって株主が受けることのできる金銭について準用する。この場合において、同条第一項中「金銭等（金銭に限る。）又は同条第二項の金銭」とあるのは「金銭」と、同条第二項第二号中「第七百四十四条第一項第一号に規定する組織変更後持分会社」とあるのは「保険業法第六十九条第四項第一号に規定する組織変更後相互会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 83 The provisions of Article 151, paragraph (1) (excluding the items) and Article 154, paragraphs (1) and (2) (limited to the segment pertaining to item (ii)) (Effect of pledge of shares) of the Companies Act apply mutatis mutandis to the monies which the shareholders are entitled to receive as a result of any Entity Conversion of a Stock Company. In this case, the term "Monies, etc. (limited to monies), or monies under paragraph (2) of that Article" in paragraph (1) of that Article is deemed to be replaced with "money", and the term "Membership Company after Entity Conversion as prescribed in Article 744, paragraph (1), item (i)" in paragraph (2), item (ii) of that Article is deemed to be replaced with "Converted Mutual Company prescribed in Article 69, paragraph (4), item (i) of the Insurance Business Act", and any other necessary technical replacement of terms is specified by Cabinet Order.

(登記)

(Registration)

第八十四条 株式会社が組織変更をしたときは、組織変更の日から本店又は主たる事務所の所在地においては二週間以内に、支店又は従たる事務所の所在地においては三週間以内に、組織変更前の株式会社については解散の登記を、組織変更後の相互会社については設立の登記をしなければならない。

Article 84 (1) Where a Stock Company has carried out an Entity Conversion, the converting Stock Company must make a registration of dissolution within two weeks from the date of Entity Conversion at the location of its head office and within three weeks from the relevant date at the location of its branch offices; and the Converted Mutual Company must complete registration of incorporation within two weeks from the date of Entity Conversion at the location of its principal office and within three weeks from the relevant date at the location of its secondary offices.

2 前項の規定による相互会社の設立の登記の申請書には、第六十七条において準用する商業登記法第十八条、第十九条及び第四十六条に規定する書類のほか、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to a written application for the registration of incorporation of a Mutual Company under the preceding paragraph, in addition to those specified in Articles 18, 19 and 46 of the Commercial Registration Act as applied mutatis mutandis pursuant to Article 67:

一 組織変更計画書

(i) Entity Conversion plan;

二 定款

(ii) articles of incorporation;

三 第七十条第二項の規定による公告をしたことを証する書面

(iii) a document certifying that a public notice under Article 70, paragraph (2) has been given;

四 株主総会及び保険契約者総会（保険契約者総代会を設けたときは、保険契約者総代会）の議事録

(iv) the minutes of the shareholders' meeting and policyholders meeting (or those of the Policyholder Representatives Meeting, where the company has such a meeting);

五 第七十条第四項の異議を述べた保険契約者その他の債権者があるときは、当該保険契約者その他の債権者に対し、弁済し、相当の担保を提供し、若しくは当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託したこと又は当該組織変更をしても当該保険契約者その他の債権者を害するおそれがないことを証する書面

(v) where any Policyholder or other creditor has stated their objection under Article 70, paragraph (4), a document certifying that the company has made payment or provided equivalent security to such Policyholder or other creditor, or entrusted equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment, or a document certifying that the Entity Conversion poses no risk of harming the interest of such Policyholder or other creditor;

六 第七十条第六項の異議を述べた保険契約者の数が同項の保険契約者の総数の五分の一を超えなかったことを証する書面又はその者の同項の内閣府令で定める金額が同項の金額の総額の五分の一を超えなかったことを証する書面

(vi) a document certifying that the number of Policyholders who have stated their objections under Article 70, paragraph (6) has not exceeded one fifth of the total number of Policyholders, or a document certifying that the amount specified by Cabinet Office Order set forth in that paragraph as the credits belonging to such Policyholders has not exceeded one fifth of the total amount set forth in that paragraph;

七 組織変更をする株式会社が株券発行会社であるときは、第六十九条第七項において準用する会社法第二百十九条第一項本文の規定による公告をしたことを証する書面又は当該株式の全部について株券を発行していないことを証する書面

(vii) where the converting Stock Company is a company issuing share certificates, a document certifying that a public notice has been given under the main clause of Article 219, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 69, paragraph (7), or a document certifying that the company has not issued share certificates for all of the

shares;

八 組織変更をする株式会社が新株予約権を発行しているときは、第六十九条第七項において準用する会社法第二百九十三条第一項の規定による公告をしたことを証する書面又は同項に規定する新株予約権証券を発行していないことを証する書面

(viii) where the converting Stock Company has issued share options, a document certifying that a public notice has been given under Article 293, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 69, paragraph (7), or a document certifying that the company has not issued any stock option certificate under that paragraph;

九 組織変更後相互会社の取締役（組織変更後相互会社が監査役設置会社である場合にあっては取締役及び監査役、組織変更後相互会社が監査等委員会設置会社である場合にあっては監査等委員である取締役及びそれ以外の取締役）が就任を承諾したことを証する書面

(ix) a document certifying that the directors (directors and company auditors, where the Converted Mutual Company is a company with auditors, or directors who are Audit and Supervisory Committee Members or other directors, where the Converted Mutual Company is a Company with Audit and Supervisory Committee) of the Converted Mutual Company have accepted the assumption of office;

十 組織変更後の会計参与又は会計監査人を選任したときは、次に掲げる書面

(x) where accounting advisors or financial auditor have been elected for the Converted Mutual Company, the following documents:

イ 就任を承諾したことを証する書面

(a) a document certifying that they have accepted the assumption of office;

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

(b) where they are corporations, Certificates of Registered Particulars for such corporations; provided, however, that this does not apply to the cases where the principal offices of such corporations are located within the district under the jurisdiction of the relevant registry office; and

ハ これらの者が法人でないときは、会計参与にあっては第五十三条の四において準用する会社法第三百三十三条第一項に規定する者であること、会計監査人にあっては第五十三条の七において準用する同法第三百三十七条第一項に規定する者であることを証する書面

(c) where they are not corporations, a document certifying that the accounting advisors meet the requirement of Article 333, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-4, or that the financial auditor meet the requirement of Article 337, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 53-7;

十一 基金の募集をしたときは、基金の抛出の申込み又は第七十八条第三項において

準用する第三十条の契約を証する書面

(xi) where funds have been solicited, a document certifying the offer to contribute funds or a contract under Article 30 as applied mutatis mutandis pursuant to Article 78, paragraph (3); and

十二 基金の募集をしたときは、第七十八条第三項において準用する第三十条の第三項の基金の払込みがあったことを証する書面

(xii) where funds have been solicited, a document certifying that payment has been made to the funds under Article 30-3, paragraph (1) as applied mutatis mutandis pursuant to Article 78, paragraph (3).

3 商業登記法第七十六条及び第七十八条（組織変更の登記）の規定は、第一項の場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) Articles 76 and 78 (Registration of Entity Conversion) of the Commercial Registration Act apply mutatis mutandis to the case of paragraph (1). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（組織変更無効の訴え）

(Action to Invalidate an Entity Conversion)

第八十四条の二 組織変更の無効は、効力発生日から六月以内に、訴えをもってのみ主張することができる。

Article 84-2 (1) The invalidity of an Entity Conversion may only be asserted in an action filed within six months from the Effective Date.

2 組織変更の無効の訴えは、効力発生日において組織変更をする株式会社の株主等（株主、取締役、監査役又は清算人（監査等委員会設置会社にあつては株主、取締役又は清算人、指名委員会等設置会社にあつては、株主、取締役、執行役又は清算人）をいう。以下この節において同じ。）であつた者又は組織変更後相互会社の社員等（社員、取締役、監査役又は清算人（監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては、社員、取締役、執行役又は清算人）をいう。以下この節において同じ。）、破産管財人若しくは組織変更について承認をしなかつた債権者に限り、提起することができる。

(2) An action to invalidate an Entity Conversion may only be filed by a person who was a shareholder, etc. (meaning a person who was a shareholder, director, company auditor or liquidator (in the case of a company with Audit and Supervisory Committee, a shareholder, director or liquidator, or, in the case of a Company with Nominating Committee, etc., a shareholder, director, executive officer or liquidator); hereinafter the same applies in this Section) of the converting Stock Company on the Effective Date, or a member, etc. (meaning a member, director, company auditor or liquidator (in the case of a company with Audit and Supervisory Committee, a member, director or liquidator, or in the case of a Company with Nominating Committee, etc., a member, director, executive officer or liquidator); hereinafter the same applies

in this Section) or bankruptcy trustee of the Converted Mutual Company or a creditor of the Converted Mutual Company who has not approved of the Entity Conversion.

3 組織変更の無効の訴えは、組織変更後相互会社を被告とする。

(3) An action to nullify an Entity Conversion is filed against the Converted Mutual Company.

4 会社法第八百三十五条第一項（訴えの管轄）、第八百三十六条から第八百三十九条まで（担保提供命令、弁論等の必要的併合、認容判決の効力が及ぶ者の範囲、無効又は取消しの判決の効力）、第八百四十六条（原告が敗訴した場合の損害賠償責任）及び第九百三十七条第三項（第一号に係る部分に限る。）（裁判による登記の嘱託）の規定は組織変更の無効の訴えについて、同法第八百四十条（新株発行の無効判決の効力）の規定は第七十八条第一項の基金の募集を伴う組織変更の無効判決について、同法第八百六十八条第一項（非訟事件の管轄）、第八百七十一条本文（理由の付記）、第八百七十二条（第二号に係る部分に限る。）（即時抗告）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条から第八百七十七条まで（非訟事件手続法の規定の適用除外、最高裁判所規則、審問等の必要的併合）及び第八百七十八条第一項（裁判の効力）の規定はこの項において準用する同法第八百四十条第二項の申立てについて、それぞれ準用する。この場合において、同条第一項中「株主」とあるのは「株主又は社員」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 835, paragraph (1) (Jurisdiction over Actions), Articles 836 to 839 (Order to Provide Security, Mandatory Consolidation of Oral Arguments, etc., Persons Affected by a Judgment Being Upheld), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff) and Article 937, paragraph (3) (limited to the segment pertaining to item (i)) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to an action to invalidate an Entity Conversion; the provisions of Article 840 (Effects of a Judgment of Invalidity of New Share Issue) of that Act apply mutatis mutandis to a judgment of invalidity of an Entity Conversion accompanied by the solicitation of funds set forth in Article 78, paragraph (1); and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (ii)) (Immediate Appeal), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Articles 875 to 877 (Mandatory Consolidation of Hearings, etc., Supreme Court Rules, Mandatory Consolidation of Hearings, etc.) and Article 878, paragraph (1) (Effects of a Judicial Decision) of that Act apply mutatis mutandis to an application under Article 840, paragraph (2) of that Act as applied mutatis mutandis pursuant to this paragraph. In this case, the term "shareholder" in Article 878, paragraph (1) is deemed to be replaced with "shareholder or member"; any other necessary technical replacement of

terms is specified by Cabinet Order.

第二款 相互会社から株式会社への組織変更

Subsection 2 Entity Conversion from a Mutual Company to a Stock Company

(組織変更)

(Entity Conversion)

第八十五条 保険会社である相互会社は、その組織を変更して保険会社である株式会社となることができる。

Article 85 (1) A mutual Insurance Company may convert to a stock Insurance Company.

2 少額短期保険業者である相互会社は、その組織を変更して少額短期保険業者である株式会社となることができる。

(2) A Mutual Company that is a Small Amount and Short Term Insurance Company may convert to a Stock Company that is a Small Amount and Short Term Insurance Company.

(組織変更計画の承認)

(Authorization of Entity Conversion Plan)

第八十六条 相互会社は、前条の組織変更（以下この款において「組織変更」という。）をするには、組織変更計画を作成して、社員総会（総代会を設けているときは、総代会。以下この款において同じ。）の決議により、その承認を受けなければならない。

Article 86 (1) A Mutual Company, if it seeks to carry out an Entity Conversion under the preceding Article (hereinafter referred to as "Entity Conversion" in this Subsection), must prepare an Entity Conversion plan to be approved by a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting; hereinafter the same applies in this Subsection).

2 前項の場合には、第六十二条第二項に定める決議によらなければならない。

(2) The resolution set forth in the preceding paragraph must be a resolution under Article 62, paragraph (2).

3 相互会社は、第一項の決議をする場合には、第四十一条第一項又は第四十九条第一項において準用する会社法第二百九十九条第一項の通知において、組織変更計画の要領を示さなければならない。

(3) A Mutual Company, if it seeks to adopt a resolution under paragraph (1), must provide an outline of the Entity Conversion plan in the notice to be given pursuant to Article 299, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) or Article 49, paragraph (1).

4 相互会社は、組織変更計画において、次に掲げる事項を定めなければならない。

(4) A Mutual Company must prescribe the following particulars in its Entity Conversion plan:

一 組織変更後の株式会社（以下この款において「組織変更後株式会社」という。）の目的、商号、本店の所在地及び発行可能株式総数

(i) the purpose, trade name, location of the head office and total number of authorized shares of the Stock Company to be established by the Entity Conversion (hereinafter referred to as "Converted Stock Company" in this Subsection);

二 前号に掲げるもののほか、組織変更後株式会社の定款で定める事項

(ii) beyond what is set forth in the preceding item, particulars specified by the articles of incorporation of the Converted Stock Company;

三 組織変更後株式会社の取締役の氏名

(iii) names of the directors of the Converted Stock Company;

四 次に掲げる場合の区分に応じ、次に定める事項

(iv) for each category set forth in the following, the corresponding particulars specified therein:

イ 組織変更後株式会社が会計参与設置会社である場合 組織変更後株式会社の会計参与の氏名又は名称

(a) where the Converted Stock Company is a company with accounting advisors: the names of the persons to serve as accounting advisors of the Converted Stock Company;

ロ 組織変更後株式会社が監査役設置会社である場合 組織変更後株式会社の監査役の氏名

(b) where the Converted Stock Company is a company with auditors: the names of the company auditors of the Converted Stock Company; or

ハ 組織変更後株式会社が会計監査人設置会社である場合 組織変更後株式会社の会計監査人の氏名又は名称

(c) where the Converted Stock Company is a company with financial auditor: the names of the financial auditor of the Converted Stock Company;

五 組織変更をする相互会社の社員が組織変更の際して取得する組織変更後株式会社の株式の数（組織変更後株式会社が種類株式発行会社である場合にあっては、株式の種類及び種類ごとの数）又はその数の算定方法並びに組織変更後株式会社の資本金及び準備金に関する事項

(v) the number of shares (or the classes of share and the number of shares by class, where the Converted Stock Company is a company with class shares) to be acquired by the members of the converting Mutual Company or the method of calculating such number, and particulars of the capital and Reserves of the Converted Stock Company;

六 組織変更をする相互会社の社員に対する前号の株式の割当てに関する事項

(vi) particulars related to the allocation of the shares set forth in the preceding item to the members of the converting Mutual Company;

- 七 組織変更をする相互会社の社員に対して金銭を交付するときは、その額又はその算定方法
- (vii) the amount of, and calculation method for, any money granted to the members of the converting Mutual Company;
- 八 組織変更をする相互会社の社員に対する前号の金銭の割当てに関する事項
- (viii) particulars related to the allocation of the money set forth in the preceding item to the members of the converting Mutual Company;
- 九 組織変更をする相互会社の社員に対する株式の割当てにより生ずる一株に満たない端数に係る部分につき新たに発行する株式の売却の方法その他売却に関し内閣府令で定める事項
- (ix) the method of selling any additional fraction of shares to be issued as a result of the allocation of shares to the members of the converting Mutual Company and any other particular specified by Cabinet Office Order regarding such sale;
- 十 前号の株式を買い受けるときは、買受けの方法その他当該買受けに関し内閣府令で定める事項
- (x) the method of purchasing any fraction of shares arising under the preceding item and any other particular specified by Cabinet Office Order regarding such purchase;
- 十一 組織変更後における保険契約者の権利に関する事項
- (xi) particulars related to the rights of Policyholders after the Entity Conversion; and
- 十二 組織変更がその効力を生ずる日（以下この款において「効力発生日」という。）その他内閣府令で定める事項
- (xii) the day on which the Entity Conversion takes effect (hereinafter referred to as "Effective Date" in this Subsection) and any other particular specified by Cabinet Office Order.
- 5 相互会社は、前項第二号の定款で定める事項として、組織変更後株式会社における第百十四条第一項（第二百七十二条の十八において準用する場合を含む。）に規定する契約者配当に係る方針を定めなければならない。
- (5) A Mutual Company, as a particular to be prescribed by the articles of incorporation pursuant to the provisions of item (ii) of the preceding paragraph, must include in the Converted Stock Company's articles of incorporation a principle pertaining to the policy dividends set forth in Article 114, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-18).
- 6 組織変更後株式会社が監査等委員会設置会社である場合には、第四項第三号に掲げる事項は、監査等委員である取締役とそれ以外の取締役とを区別して定めなければならない。
- (6) If a Converted Stock Company is Company with Audit and Supervisory Committee, the matters listed in paragraph (4), item (iii) must be specified

separately for directors who are Advisory Committee Members and other directors.

(組織変更に関する書類等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to Entity Conversion Plans)

第八十七条 組織変更をする相互会社は、組織変更計画備置開始日から効力発生日までの間、組織変更計画の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各事務所に備え置かなければならない。

Article 87 (1) A converting Mutual Company, for the period ranging from the commencement date for the keeping of an Entity Conversion plan to the Effective Date, must keep at each of its offices, documents or electronic or magnetic records in which the Entity Conversion plan and any other particulars specified by Cabinet Office Order are detailed or recorded.

2 前項に規定する「組織変更計画備置開始日」とは、次に掲げる日のいずれか早い日をいう。

(2) The term "the commencement date for the keeping of an Entity Conversion plan" in the preceding paragraph refers to the date listed in any of the following items, whichever is earlier:

一 前条第一項の社員総会の日から二週間前の日（第四十一条第一項において準用する会社法第三百十九条第一項の場合にあつては、同項の提案があつた日）

(i) the day that is two weeks before the date of the general meeting set forth in paragraph (1) of the preceding Article (or, in the case of Article 319, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1), the date of proposal under that paragraph); or

二 次条第二項の規定による公告の日

(ii) the date of public notice under paragraph (2) of the following Article.

3 組織変更をする相互会社の保険契約者その他の債権者は、当該相互会社に対して、その事業時間内は、いつでも、次の各号に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該相互会社の定めた費用を支払わなければならない。

(3) Policyholders or other creditors of a converting Mutual Company may make the following requests to the company at any time during its business hours; provided, however, that they must pay the fees determined by the Mutual Company in making a request falling under item (ii) or (iv):

一 第一項の書面の閲覧の請求

(i) a request to inspect the documents set forth in paragraph (1);

二 第一項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in paragraph (1);

三 第一項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in paragraph (1) in a manner specified by Cabinet Office Order; or

四 第一項の電磁的記録に記録された事項を電磁的方法であって組織変更をする相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in paragraph (1) by the electronic or magnetic means determined by the converting Mutual Company, or to be issued a document detailing such particulars.

4 組織変更後株式会社は、効力発生日から六月間、組織変更計画の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各営業所に備え置かなければならない。

(4) The Converted Stock Company, for six months from the Effective Date, must keep at each of its business offices the documents or electronic or magnetic records in which the details of the Entity Conversion plan and any other particulars specified by Cabinet Office Order are detailed or recorded.

5 組織変更後株式会社の株主及び保険契約者その他の債権者は、組織変更後株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該組織変更後株式会社の定めた費用を支払わなければならない。

(5) The creditors of a Converted Stock Company, such as Shareholders and Policyholders, may make the following requests to the company at any time during its operating hours; provided, however, that they must pay the fees determined by the Converted Stock Company in making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって組織変更後株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Converted Stock Company, or to be

issued a document detailing such particulars.

(債権者の異議)

(Objections of Creditors)

第八十八条 組織変更をする相互会社の保険契約者その他の債権者は、当該相互会社に対し、組織変更について異議を述べることができる。

Article 88 (1) Policyholders or other creditors of a converting Mutual Company may state to the company their objections to the Entity Conversion.

2 組織変更をする相互会社は、次に掲げる事項を官報及び当該相互会社の定款で定めた公告方法により公告しなければならない。ただし、第三号の期間は、一月を下ることができない。

(2) A converting Mutual Company must give public notice of the following particulars in the Official Gazette and by the Method of Public Notice prescribed by its articles of incorporation; provided, however, that the period for item (iii) may not be shorter than one month:

一 組織変更をする旨

(i) the fact that an Entity Conversion will be carried out;

二 組織変更後株式会社の商号及び住所

(ii) the trade name and address of the Converted Stock Company;

三 組織変更をする相互会社の保険契約者その他の債権者が一定の期間内に異議を述べる旨

(iii) the fact that Policyholders or other creditors of the converting Mutual Company may state their objections within a certain period of time; and

四 前三号に掲げるもののほか、内閣府令で定める事項

(iv) beyond what is set forth in the preceding three items, particulars specified by Cabinet Office Order.

3 保険契約者その他の債権者が前項第三号の期間内に異議を述べなかつたときは、当該保険契約者その他の債権者は、当該組織変更について承認をしたものとみなす。

(3) Where no Policyholders or other creditors have stated their objections within the period set forth in item (iii) of the preceding paragraph, such Policyholders or creditors are deemed to have approved the Entity Conversion.

4 保険契約者その他の債権者が第二項第三号の期間内に異議を述べたときは、組織変更をする相互会社は、当該保険契約者その他の債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該組織変更をしても当該保険契約者その他の債権者を害するおそれがないときは、この限りでない。

(4) Where any Policyholder or other creditor has stated their objection under paragraph (2), item (iii), the converting Mutual Company must make payment or provide equivalent security to such Policyholder or other creditor, or entrust equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment; provided, however,

that this does not apply to the cases where the Entity Conversion poses no risk of harming the interest of such Policyholder or other creditor;

5 前項の規定は、保険契約者その他保険契約に係る権利を有する者の当該権利（保険金請求権等を除く。）については、適用しない。

(5) The provisions of the preceding paragraph do not apply to the Policyholders or any rights held by other persons pertaining to insurance contracts (other than Insurance Claims, etc.).

6 第二項第三号の期間内に異議を述べた保険契約者（同項の規定による公告の時ににおいて既に保険金請求権等が生じている保険契約（当該保険金請求権等に係る支払により消滅することとなるものに限る。）に係る保険契約者を除く。以下この項及び次項において同じ。）の数が保険契約者の総数の五分の一を超え、かつ、当該異議を述べた保険契約者の保険契約に係る債権（保険金請求権等を除く。）の額に相当する金額として内閣府令で定める金額が保険契約者の当該金額の総額の五分の一を超えるときは、第八十六条第一項の承認の決議は、その効力を有しない。

(6) Any resolution of authorization under Article 86, paragraph (1) is null and void if the number of the Policyholders who have stated their objections within the period set forth in paragraph (2), item (iii) (excluding the holders of policies under which Insurance Claims, etc. had already occurred at the time of public notice under paragraph (2) (but limited to those policies that would be terminated with the payment of the Insurance Claims, etc.); the same applies hereinafter in this paragraph and in the following paragraph) exceeds one fifth of the total number of Policyholders, and the amount specified by Cabinet Office Order as the credits (other than Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have stated such objections exceeds one fifth of the total amount of credits belonging to the Policyholders.

7 前各項の規定によりされた組織変更は、前項の異議を述べた保険契約者及び保険契約者に係る保険契約に係る権利（保険金請求権等を除く。）を有する者についても、その効力を生ずる。

(7) An Entity Conversion carried out pursuant to the provisions of the preceding paragraphs is also to be effective against the Policyholders who have stated their objections under the preceding paragraph and other persons who hold any right (other than Insurance Claims, etc.) pertaining to the insurance contracts involving the Policyholders.

8 組織変更をする相互会社が、第二項の規定による公告をした日の翌日以後保険契約を締結しようとするときは、保険契約者になろうとする者に対し、組織変更の手段中である旨を通知しなければならない。

(8) If a converting Mutual Company seeks to conclude an insurance contract on or after the day following the date of public notice under paragraph (2), it must notify the prospective Policyholder to the effect that the company is going through an Entity Conversion procedure.

9 前各項に定めるもののほか、これらの規定の適用に関し必要な事項は、政令で定め

る。

(9) Beyond what is provided for in the preceding paragraphs, necessary particulars for the application of those provisions are specified by Cabinet Order.

(基金の償却等)

(Redemption of Funds)

第八十九条 組織変更をする相互会社は、償却を終わっていない基金があるときは、効力発生日までに、組織変更計画の定めるところに従い、基金の全額を償却しなければならない。ただし、第九十二条の規定による株式の発行に際して、基金に係る債権が現物出資の目的として給付された場合におけるその給付された額については、この限りでない。

Article 89 (1) A converting Mutual Company, where it has any amount of unredeemed funds, must redeem the full amount of its funds as stipulated in the Entity Conversion plan; provided, however, that this does not apply to any amount of credits pertaining to the funds delivered for the purpose of contribution in kind in issuing shares under Article 92.

2 第五十五条第二項及び第五十六条の規定は、相互会社から株式会社への組織変更をする場合には、適用しない。

(2) The provisions of Article 55, paragraph (2) and Article 56 do not apply to an Entity Conversion from a Mutual Company to a Stock Company.

(社員への株式又は金銭の割当て)

(Allocation of Shares or Monies to Members)

第九十条 組織変更をする相互会社の社員は、組織変更計画の定めるところにより、組織変更後株式会社の株式又は金銭の割当てを受けるものとする。

Article 90 (1) The members of a converting Mutual Company is to receive allocation of the Converted Stock Company's shares or monies as stipulated in the Entity Conversion plan.

2 前項の株式又は金銭の割当ては、社員の寄与分（社員の支払った保険料及び当該保険料として収受した金銭を運用することによって得られた収益のうち、保険金、返戻金その他の給付金の支払、事業費の支出その他の支出に充てられていないものから当該社員に対する保険契約上の債務を履行するために確保すべき資産の額を控除した残額に相当するものとして内閣府令で定めるところにより計算した金額をいう。）に応じて、しなければならない。

(2) The allocation of shares or monies set forth in the preceding paragraph must be made in accordance with the amount of contribution of each member (meaning the amount calculated pursuant to the provisions of Cabinet Office Order as equivalent to the balance of the amount paid by a member as the insurance premiums and the profits obtained by investing the money received as such insurance premiums which have neither been allocated to the payment

of benefits such as insurance proceeds or refunds, nor to business or other expenditures, after deducting the amount of assets to be retained for the performance of obligations under the insurance contract with the member).

3 会社法第二百三十四条第一項（各号を除く。）及び第二項から第五項まで（一に満たない端数の処理）、第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十一条（理由の付記）、第八百七十四条（第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）並びに第八百七十六条（最高裁判所規則）の規定は、前二項の規定により組織変更をする相互会社の社員に株式を割り当てる場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 234, paragraph (1) (excluding all items) and paragraphs (2) to (5) (Treatment of Fractions), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 871 (Appending of the Reason), Article 874 (limited to the segment pertaining to item (iv)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the allocation of shares to the members of a converting Mutual Company pursuant to the provisions of the preceding two paragraphs. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

4 前三項に定めるもののほか、組織変更の場合における株式又は金銭の割当てに関し必要な事項は、政令で定める。

(4) Beyond what is provided for in the preceding three paragraphs, particulars required for the allocation of shares or monies in the case of an Entity Conversion are specified by Cabinet Order.

（組織変更剰余金額等）

(Amount of Surplus in Entity Conversion)

第九十一条 組織変更をする相互会社は、第八十六条第四項第二号の定款で定める事項として、組織変更剰余金額を定めなければならない。

Article 91 (1) A converting Mutual Company, as a particular to be prescribed by the articles of incorporation pursuant to the provisions of Article 86, paragraph (4), item (ii), must determine the amount of surplus in Entity Conversion.

2 組織変更後株式会社は、貸借対照表上の純資産額から組織変更剰余金額を控除した金額を超えて、剰余金の配当を行うことができない。

(2) A Converted Stock Company may not distribute the surplus in excess of the amount of the net assets on the balance sheet after deduction of the amount of surplus in Entity Conversion.

3 組織変更剰余金額は、退社員の全体について、前条第二項の内閣府令に準じて内閣府令で定めるところにより計算した金額の総額とする。

(3) The amount of surplus in Entity Conversion is the total amount calculated for all withdrawn members as specified by Cabinet Office Order in accordance with Cabinet Office Order set forth in paragraph (2) of the preceding Article.

4 第一項及び前項に定めるもののほか、組織変更に際して資本準備金として計上すべき額、組織変更剰余金額の減額その他組織変更に際しての計算に関し必要な事項は、内閣府令で定める。

(4) Beyond what is provided for in paragraph (1) and the preceding paragraph, the amount to be set aside as capital reserves on Entity Conversion, the reduction of surplus in Entity Conversion and other particulars required for calculations on Entity Conversion is specified by Cabinet Office Order.

(組織変更における株式の発行)

(Issuance of Shares on Entity Conversion)

第九十二条 組織変更をする相互会社は、第九十条第一項の規定による株式の割当てを行うほか、組織変更に際して、組織変更後株式会社の株式を発行することができる。この場合においては、組織変更計画において、次に掲げる事項を定めなければならない。

Article 92 A converting Mutual Company may, in carrying out the Entity Conversion, issue shares of the Converted Stock Company, in addition to the allocation of shares under Article 90, paragraph (1). In this case, the Entity Conversion plan must stipulate the following particulars:

一 この条の規定により発行する組織変更後株式会社の株式（以下この款において「組織変更時発行株式」という。）の数（種類株式発行会社にあつては、組織変更時発行株式の種類及び数。以下この款において同じ。）

(i) the number of the shares to be issued pursuant to the provisions of this Article (hereinafter referred to as "Shares Issued on Entity Conversion" in this Subsection) (or, in a company with class shares, the classes and number of the Shares Issued on Entity Conversion; hereinafter the same applies in this Subsection);

二 組織変更時発行株式の払込金額（組織変更時発行株式一株と引換えに払い込む金銭又は給付する金銭以外の財産の額をいう。以下この款において同じ。）又はその算定方法

(ii) the amount to be paid in for the Shares Issued on Entity Conversion (meaning the amount of money to be paid, or of non-monetary properties to be delivered, in exchange for a share issued on Entity Conversion; hereinafter the same applies in this Subsection);

三 金銭以外の財産を出資の目的とするときは、その旨並びに当該財産の内容及び価額

(iii) where contribution is to be made in the form of non-monetary property, that fact and the description and value of such property;

四 組織変更時発行株式と引換えにする金銭の払込み又は前号の財産の給付の期日

(iv) the date of the payment of money in exchange for the Shares Issued on Entity Conversion or the delivery of the property set forth in the preceding item;

五 増加する資本金及び資本準備金に関する事項

(v) particulars of the capital and capital reserves to be increased.

(組織変更時発行株式の申込み等)

(Offer to Subscribe for Shares Issued on Entity Conversion)

第九十三条 組織変更をする相互会社は、組織変更時発行株式の引受けの申込みをしようとする者に対し、次に掲げる事項を通知しなければならない。

Article 93 (1) A converting Mutual Company must notify the persons who seek to make an offer to subscribe for Shares Issued on Entity Conversion of the following particulars:

一 組織変更後株式会社の商号

(i) the trade name of the Converted Stock Company;

二 前条各号に掲げる事項

(ii) particulars listed in the items of the preceding Article;

三 金銭の払込みをすべきときは、払込みの取扱いの場所

(iii) places where any payment of money is to be handled; and

四 前三号に掲げるもののほか、内閣府令で定める事項

(iv) beyond what is set forth in the preceding three items, particulars specified by Cabinet Office Order.

2 組織変更時発行株式の引受けの申込みをする者は、次に掲げる事項を記載した書面を組織変更をする相互会社に交付しなければならない。

(2) A person who offers to subscribe for Shares Issued on Entity Conversion must submit to the converting Mutual Company a document detailing the following particulars:

一 申込みをする者の氏名又は名称及び住所

(i) the name and address of the person who makes the offer; and

二 引き受けようとする組織変更時発行株式の数

(ii) the number of Shares Issued on Entity Conversion for which the person seeks to subscribe.

3 前項の申込みをする者は、同項の書面の交付に代えて、政令で定めるところにより、組織変更をする相互会社の承諾を得て、同項の書面に記載すべき事項を電磁的方法により提供することができる。この場合において、当該申込みをした者は、同項の書面を交付したものとみなす。

(3) A person who makes an offer under the preceding paragraph may, in lieu of submitting the document prescribed in that paragraph, and pursuant to the provisions of Cabinet Order, provide the particulars that are required to be included in such document by electronic or magnetic means, with the consent of the converting Mutual Company. In this case, the person who has made the

offer is deemed to have submitted the document prescribed in that paragraph.

4 組織変更をする相互会社は、第一項各号に掲げる事項について変更があったときは、直ちに、その旨及び当該変更があった事項を第二項の申込みをした者（以下この款において「申込者」という。）に通知しなければならない。

(4) The converting Mutual Company must immediately notify a person who has made an offer under paragraph (2) (hereinafter referred to as "Offeror" in this Subsection) of any change in the particulars listed in the items of paragraph (1) and the particular affected by the change.

5 組織変更をする相互会社が申込者に対してする通知又は催告は、第二項第一号の住所（当該申込者が別に通知又は催告を受ける場所又は連絡先を当該相互会社に通知した場合にあっては、その場所又は連絡先）にあてて発すれば足りる。

(5) It is sufficient for a notice or demand to an Offeror to be sent by the converting Mutual Company to the address specified under paragraph (2), item (i) (or to any other place or contact address of which the Offeror has notified the Mutual Company for the receipt of notices or demands).

6 前項の通知又は催告は、その通知又は催告が通常到達すべきであった時に、到達したものとみなす。

(6) The notice or demand set forth in the preceding paragraph is deemed to have arrived at the time when such notice or demand would normally have arrived.

7 第十条の規定は、組織変更をする相互会社が第一項の規定による通知をする場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(7) The provisions of Article 10 apply mutatis mutandis to a notice given by the converting Mutual Company under paragraph (1). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（組織変更時発行株式の割当て）

(Allocation of Shares Issued on Entity Conversion)

第九十四条 組織変更をする相互会社は、申込者の中から組織変更時発行株式の割当てを受ける者を定め、かつ、その者に割り当てる組織変更時発行株式の数を定めなければならない。この場合において、当該相互会社は、当該申込者に割り当てる組織変更時発行株式の数を、前条第二項第二号の数よりも減少することができる。

Article 94 (1) The converting Mutual Company must select from among the Offerors the persons to receive allocation of the Shares Issued on Entity Conversion, and determine the number of the Shares Issued on Entity Conversion to be allocated to each of such persons. In this case, the Mutual Company may reduce the number of the Shares Issued on Entity Conversion to be allocated to each Offeror from the number prescribed in paragraph (2), item (ii) of the preceding Article.

2 組織変更をする相互会社は、第九十二条第四号の期日の前日までに、申込者に対し、当該申込者に割り当てる組織変更時発行株式の数を通知しなければならない。

(2) The converting Mutual Company must notify the Offerors, no later than the

day immediately preceding the date referred to in Article 92, item (iv) of the number of the Shares Issued on Entity Conversion that will be allocated to each Offeror.

(組織変更時発行株式の引受け)

(Subscription for Shares Issued on Entity Conversion)

第九十五条 申込者は、組織変更をする相互会社の割り当てた組織変更時発行株式の数について組織変更時発行株式の引受人となる。

Article 95 An Offeror is a subscriber for Shares Issued on Entity Conversion for the number of such shares allocated by the converting Mutual Company.

(出資の履行)

(Performance of Contribution)

第九十六条 組織変更時発行株式の引受人（第九十二条第三号の財産（以下この款において「現物出資財産」という。）を給付する者を除く。）は、同条第四号の期日に、第九十三条第一項第三号の払込みの取扱いの場所において、それぞれの組織変更時発行株式の払込金額の全額を払い込まなければならない。

Article 96 (1) Subscribers for Shares Issued on Entity Conversion (other than those who deliver properties under Article 92, item (iii) (hereinafter referred to as "Properties Contributed in Kind" in this Subsection)), by the date set forth in item (iv) of the same Article, must pay the full amount to be paid in for the Shares Issued on Entity Conversion allocated to each of them at any of the places where such payment is to be handled under Article 93, paragraph (1), item (iii).

2 組織変更時発行株式の引受人（現物出資財産を給付する者に限る。）は、第九十二条第四号の期日に、それぞれの組織変更時発行株式の払込金額の全額に相当する現物出資財産を給付しなければならない。

(2) Subscribers for Shares Issued on Entity Conversion (limited to those who deliver Properties Contributed in Kind), by the date set forth in Article 92, item (iv), must deliver the Properties Contributed in Kind equivalent to the full amount to be paid in for the Shares Issued on Entity Conversion allocated to each of them.

3 組織変更時発行株式の引受人は、第一項の規定による払込み又は前項の規定による給付（以下この款において「出資の履行」という。）をする債務と組織変更をする相互会社に対する債権とを相殺することができない。

(3) A subscriber for Shares Issued on Entity Conversion may not set off their obligation of payment under paragraph (1) or delivery under the preceding paragraph (hereinafter referred to as "Performance of Contribution" in this Subsection) against any claim against the converting Mutual Company.

4 出資の履行をすることにより組織変更時発行株式の株主となる権利の譲渡は、組織変更後株式会社に対抗することができない。

(4) Any assignment of the right to become a holder of Shares Issued on Entity Conversion by Performance of Contribution may not be duly asserted against the Converted Stock Company.

5 組織変更時発行株式の引受人は、出資の履行をしないときは、当該出資の履行をすることにより組織変更時発行株式の株主となる権利を失う。

(5) A subscriber for Shares Issued on Entity Conversion who fails to perform contribution is to lose their right to become a holder of Shares Issued on Entity Conversion by the Performance of Contribution.

(株主となる時期等)

(Timing of Obtaining Shareholder Status)

第九十六条の二 組織変更時発行株式の引受人は、効力発生日に、出資の履行を行った組織変更時発行株式の株主となる。

Article 96-2 (1) A subscriber for Shares Issued on Entity Conversion, on the Effective Date, is to become the holder of the Shares Issued on Entity Conversion for which they have performed contribution.

2 組織変更時発行株式の引受人は、第九十六条の四の二において準用する会社法第二百十三条の二第一項各号に掲げる場合には、当該各号に定める支払若しくは給付又は第九十六条の四の三第一項の規定による支払がされた後でなければ、出資の履行を仮装した組織変更時発行株式について、株主の権利を行使することができない。

(2) In the cases listed in the items of Article 213-2, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 96-4-2, a subscriber of Shares Issued on Entity Conversion may exercise the rights of shareholders with respect to the relevant Shares Issued on Entity Conversion for which the performance of contribution is disguised, only after the payment or contribution prescribed in the relevant items or the payment pursuant to the provisions of Article 96-4-3, paragraph (1) is made.

3 前項の組織変更時発行株式又はその株主となる権利を譲り受けた者は、当該組織変更時発行株式についての株主の権利を行使することができる。ただし、その者に悪意又は重大な過失があるときは、この限りでない。

(3) A person who accepts assignment of Shares Issued on Entity Conversion under the preceding paragraph or the right to become shareholder may exercise the right of shareholders with respect to the relevant Shares Issued on Entity Conversion; provided, however, that this does not apply when the person had knowledge or was grossly negligent.

(引受けの無効又は取消しの制限)

(Restrictions on the Invalidation or Recession of Subscription)

第九十六条の三 民法第九十三条ただし書（心裡留保）及び第九十四条第一項（虚偽表示）の規定は、組織変更時発行株式の引受けの申込み及び割当てに係る意思表示については、適用しない。

Article 96-3 (1) The proviso to Article 93 (Concealment of True Intention) and the provisions of Article 94, paragraph (1) (Fictitious Manifestation of Intention) of the Civil Code do not apply to the manifestation of an intention to offer to subscribe for Shares Issued on Entity Conversion or to the manifestation of an intention to allocate them.

2 組織変更時発行株式の引受人は、効力発生日から一年を経過した後又はその株式について権利を行使した後は、錯誤を理由として組織変更時発行株式の引受けの無効を主張し、又は詐欺若しくは強迫を理由として組織変更時発行株式の引受けの取消しをすることができない。

(2) A subscriber for Shares Issued on Entity Conversion may neither assert the invalidity of their subscription for Shares Issued on Entity Conversion on the grounds of a mistake, nor rescind their subscription for Shares Issued on Entity Conversion on the grounds of fraud or duress, after one year has lapsed since the Effective Date or they have exercised any right regarding their shares.

(金銭以外の財産の出資)

(Contribution of Non-Monetary Property)

第九十六条の四 会社法第二百七条（金銭以外の財産の出資）、第二百十二条（第一項第一号を除く。）（不公正な払込金額で株式を引き受けた者等の責任）、第二百十三条（第一項第一号及び第三号を除く。）（出資された財産等の価額が不足する場合の取締役等の責任）、第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第一号及び第四号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二條（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は第九十二条第三号に掲げる事項を定めた場合について、同法第七編第二章第二節（第八百四十七条の二第九項、第八百四十七条の三、第八百四十九条第二項第二号、第七項及び第十項第二号、第八百五十条第四項並びに第八百五十三条第一項第三号を除く。）（株式会社における責任追及等の訴え）の規定はこの条において準用する同法第二百十二条（第一項第一号を除く。）の規定による支払を求める訴えについて、それぞれ準用する。この場合において、同法第二百七条第十項第一号中「取締役」とあるのは「保険業法第八十六条第一項に規定する組織変更をする相互会社の取締役」と、同法第二百十二条第一項第二号中「第二百九条第一項」とあるのは「保険業法第九十六条の二第一項」と、「第九十九条第一項第三号」とあるのは「同法第九十二条第三号」と、同条第二項中「第九十九条第一項第三号」とあるのは「保険業法第九十二条第三号」と、「申込み又は第二百五条第一項の契約」とあるのは「申込み」と、同法第八百四十七条第一項及び第二項（株主による責任追及等の訴え）中「株式を有する株主」とあるのは「株式を有する株主（組織変更の効力発生日から六箇月（これを下回る期間を定款で定めた場合にあつては、その期間。以下この項において同じ。）を経過していないときは、六箇月前から当該組織変更の効力発生日まで引き続いて社員であった者であつて、当該組織変更の効力発生日から引き続いて株式を有する株主）」

と、同法第八百四十七条の二第一項（旧株主による責任追及等の訴え）中「株式会社の株主であった者（）」とあるのは「組織変更後株式会社の株主であった者（当該日が組織変更の効力発生日から六箇月（これを下回る期間を定款で定めた場合にあっては、その期間。以下この項において同じ。）を経過していないときは、当該日の六箇月前から当該組織変更の効力発生日まで引き続いて社員であった者であって、当該組織変更の効力発生日から引き続いて株式を有する株主とし、）」と、同条第二項中「引き続き」とあるのは「引き続き組織変更後株式会社の株主であった者（当該日が組織変更の効力発生日から六箇月（これを下回る期間を定款で定めた場合にあっては、その期間。以下この項において同じ。）を経過していないときは、当該日の六箇月前から当該組織変更の効力発生日まで引き続いて社員であった者であって、当該組織変更の効力発生日から引き続いて株式を有する株主とし、）」と、「効力が生じた日において」とあるのは「効力が生じた日において組織変更後株式会社の株主であった者（）」と、同法第八百四十七条の四第二項（責任追及等の訴えに係る訴訟費用等）中「、適格旧株主又は最終完全親会社等の株主」とあるのは「又は適格旧株主（保険業法第九十六条の四において準用する会社法第八百四十七条の二第一項本文又は第三項本文の規定によれば同条第六項に規定する提訴請求をすることができることとなる同条第一項に規定する旧株主をいう。以下この節において同じ。）」と、同法第八百四十九条第一項（訴訟参加）中「責任追及等の訴え（適格旧株主にあっては第八百四十七条の二第一項各号に掲げる行為の効力が生じた時までにはその原因となった事実が生じた責任又は義務に係るものに限る、最終完全親会社等の株主にあっては特定責任追及の訴えに限る。）」とあるのは「保険業法第九十六条の四において準用する第二百十二条（第一項第一号を除く。）の規定による支払を求める訴え（適格旧株主にあっては、同法第九十六条の四において準用する第八百四十七条の二第一項各号に掲げる行為の効力が生じた時までにはその原因となった事実が生じた責任又は義務に係るものに限る。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 96-4 The provisions of Article 207 (Contribution of Property Other than Monies), Article 212 (excluding paragraph (1), item (i)) (Liabilities of Persons Who Subscribed for Shares with Unfair Amount to Be Paid in), Article 213 (excluding paragraph (1), items (i) and (iii)) (Liabilities of Directors in Case of Shortfall in Value of Property contributed), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (1) (limited to the segment pertaining to items (i) and (iv)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to any stipulation for the particulars listed in Article 92, item (iii); and the provisions of Part VII, Chapter II, Section 2 (excluding Article 847-2, paragraph (9), Article 847-3, Article 849, paragraph (2) item (ii), paragraph (7) and paragraph (10), item (ii), Article 850, paragraph (4) and Article 853, paragraph (1), item

(iii) (Liability Actions, etc. Against a Stock Company) of that Act apply mutatis mutandis to an action for payment under Article 212 (excluding paragraph (1), item (i)) of that Act as applied mutatis mutandis pursuant to this Article. In this case, the term "director" in Article 207, paragraph (10), item (i) of that Act is deemed to be replaced with "director of the converting Mutual Company set forth in Article 86, paragraph (1) of the Insurance Business Act"; the terms "Article 209, paragraph (1)" and "Article 199, paragraph (1), item (iii)" in Article 207, paragraph (2) is deemed to be replaced with "Article 96-2, paragraph (1) of the Insurance Business Act" and "Article 92, item (iii) of that Act", respectively; the terms "Article 199, paragraph (1), item (iii)" and "application for subscription for shares for subscription or their manifestation of intention related to the contract provided for in Article 205, paragraph (1)" in Article 212, paragraph (2) of that Act is deemed to be replaced with "Article 92, item (iii) of the Insurance Business Act" and "application", respectively; and the term "shareholders having the shares" in Article 847, paragraphs (1) and (2) (Action for Pursuing Liability, etc. by Shareholders) of that Act is deemed to be replaced with "shareholders having the shares (or, where six months (or any shorter period prescribed by the articles of incorporation; hereinafter the same applies in this paragraph) have not lapsed since the Effective Date of an Entity Conversion, persons who had been members from six months prior until the Effective Date of the Entity Conversion and have been holding the shares without interruption since the Effective Date of the Entity Conversion)"; the term "A person who had been a shareholder of a Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until said day" in Article 847-2, paragraph (1) (Action for Pursuing Liability, etc. by Former Shareholders) of that Act is deemed to be replaced with "A person who had been a shareholder of a Converted Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until the relevant day (or, if such date is before the expiration of six months from the day when the entity conversion takes effect (or, within the shorter period, if such term is provided in the articles of incorporation; hereinafter the same applies in this paragraph, a person who had been a member continuously from the day six months prior to the relevant date to the date when the entity conversion takes effect, and who has continuously held the shares from the date when the entity conversion takes effect)"; the term "continuously from six months or more (or, if a shorter period is prescribed in the articles of incorporation, the relevant period or more) before the day when the acts listed in the following items until said day" in

paragraph (2) of that Article is deemed to be replaced with "A person who had been a shareholder of a Converted Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until the relevant day (or, if such date is before the expiration of six months from the day when the entity conversion takes effect (or, within the shorter period, if such term is provided in the articles of incorporation; hereinafter the same applies in this paragraph, a person who had been a member continuously from the day six months prior to the relevant date to the date when the entity conversion takes effect, and who has continuously held the shares from the date when the entity conversion takes effect)"; the term "A person who had been a shareholder of a Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until said day" in that paragraph is deemed to be replaced with "A person who had been a shareholder of a Converted Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) on the day when the acts listed in the following items occur until said day"; the term ", a Qualified Former Shareholder or a shareholder of an Ultimate, Wholly Owing Parent Company, etc." in Article 847-4, paragraph (2) (Court Costs, etc. for an Action Pursuing Liability, etc.) is deemed to be replaced with "or a Qualified Former Shareholder (meaning a former shareholder prescribed in Article 947-2 of the Companies Act as applied mutatis mutandis pursuant to Article 96-4 of the Insurance Business Act who becomes eligible to file a suit under paragraph (6) of that Article pursuant to the main clauses of paragraphs (1) and (3) of that Article; hereinafter the same applies in this Section)"; the term "a suit relating to an Action for Pursuing Liability, etc. (in cases of a Qualified Former Shareholder, limited to one related to the liabilities or obligations for which the fact causing them occurs by the time when the act listed in the items of Article 847-2, paragraph (1) becomes effective; in cases of a shareholder of an Ultimate, Wholly Owing Parent Company, etc., limited to the Action Pursuing Specific Liability)" in Article 849, paragraph (1) (Intervention) of that Act is deemed to be replaced with "a suit seeking payment under Article 212 (excluding paragraph (1), item (i) as applied mutatis mutandis pursuant to Article 96-4 of the Insurance Business Act (in case of a Qualified Former Shareholder, limited to a suit relating to liabilities and obligations wherein the fact which gave rise to such suit occurred before the time when the act listed in items of Article 847-2, paragraph (1) as applied mutatis mutandis pursuant to Article 96-4 of that Act) took effect)", and any other necessary technical replacement of terms is specified by Cabinet Order.

(出資の履行を偽装した組織変更時発行株式の引受人の責任)

(Liabilities of Subscribers of Shares for Subscription for Which the Performance of Contribution Is Disguised)

第九十六条の四の二 会社法第二百十三條の二（出資の履行を偽装した募集株式の引受人の責任）の規定は組織変更時発行株式の引受人について、同法第七編第二章第二節（第八百四十七條の三、第八百四十九條第二項第二号、第七項及び第十項第二号並びに第八百五十三條第一項第三号を除く。）（株式会社における責任追及等の訴え）の規定はこの条において準用する同法第二百十三條の二第一項の支払又は給付を求める訴えについて、それぞれ準用する。この場合において、同項中「株式会社」とあるのは「保険業法第八十六條第一項に規定する組織変更をする相互会社」と、同項第一号中「第二百八條第一項」とあるのは「保険業法第九十六條第一項」と、同項第二号中「第二百八條第二項」とあるのは「保険業法第九十六條第二項」と、同条第二項中「総株主」とあるのは「総社員（組織変更後にあつては、総株主）」と、同法第八百四十七條第一項及び第二項（株主による責任追及等の訴え）中「株式を有する株主」とあるのは「株式を有する株主（組織変更の効力発生日から六箇月（これを下回る期間を定款で定めた場合にあつては、その期間。以下この項において同じ。）を経過していないときは、六箇月前から当該組織変更の効力発生日まで引き続いて社員であつた者であつて、当該組織変更の効力発生日から引き続いて株式を有する株主）」と、同法第八百四十七條の二第一項（旧株主による責任追及等の訴え）中「株式会社の株主であつた者（）」とあるのは「組織変更後株式会社の株主であつた者（当該日が組織変更の効力発生日から六箇月（これを下回る期間を定款で定めた場合にあつては、その期間。以下この項において同じ。）を経過していないときは、当該日の六箇月前から当該組織変更の効力発生日まで引き続いて社員であつた者であつて、当該組織変更の効力発生日から引き続いて株式を有する株主とし、）」と、同条第二項中「引き続き」とあるのは「引き続き組織変更後株式会社の株主であつた者（当該日が組織変更の効力発生日から六箇月（これを下回る期間を定款で定めた場合にあつては、その期間。以下この項において同じ。）を経過していないときは、当該日の六箇月前から当該組織変更の効力発生日まで引き続いて社員であつた者であつて、当該組織変更の効力発生日から引き続いて株式を有する株主とし、）」と、「効力が生じた日において」とあるのは「効力が生じた日において組織変更後株式会社の株主であつた者（）」と、同条第九項中「第五十五條、第二百二條の二第二項、第二百三條第三項、第二百十條第五項、第二百十三條の二第二項、第二百八十六條の二第二項、第四百二十四條（第四百八十六條第四項において準用する場合を含む。）、第四百六十二條第三項ただし書、第四百六十四條第二項及び第四百六十五條第二項」とあるのは「第二百十三條の二第二項」と、「これらの規定」とあるのは「同項」と、「第八百四十七條の二第九項」とあるのは「保険業法第九十六條の四の二において準用する第八百四十七條の二第九項」と、同法第八百四十九條第一項（訴訟参加）中「責任追及等の訴え（適格旧株主にあつては第八百四十七條の二第一項各号に掲げる行為の効力が生じた時までその原因となつた事実が生じた責任又は義務に係るもの）に限り、最終完全親会社等の株主にあつては特定責任追及の訴えに限る。」とあるのは「保険業法第九十六條の四の

二において準用する第二百十三条の二第一項の支払又は給付を求める訴え（適格旧株主にあつては、同法第九十六条の四の二において準用する第八百四十七条の二第一項各号に掲げる行為の効力が生じた時までにその原因となった事実が生じた責任又は義務に係るものに限る。）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 96-4-2 The provisions of Article 213-2 (Liabilities of Subscribers of Shares for Subscription for which the Performance of Contribution is Disguised) of the Companies Act apply *mutatis mutandis* to subscribers of Shares Issued on Entity Conversion; and the provisions of Part VII, Chapter 2, Section 2 (excluding Article 847-3, Article 849, paragraph (2) item (ii), paragraph (7), and paragraph (10) item (ii), and Article 853, paragraph (1), item (iii)) (Action for Pursuing the Liability, etc. of a Stock Company) of that Act apply *mutatis mutandis* to an action seeking payment or delivery under Article 213-2, paragraph (1) of that Act as applied *mutatis mutandis* pursuant to this Article. In this case, the term "a Stock Company" in that paragraph is deemed to be replaced with "a Mutual Company which implements entity conversion prescribed in Article 86, paragraph (1) of the Insurance Business Act"; the term "Article 208, paragraph (1)" in item (i) of that paragraph is deemed to be replaced with "Article 96, paragraph (1) of the Insurance Business Act"; the term "Article 208, paragraph (2)" in item (ii) of that paragraph is deemed to be replaced with "Article 96, paragraph (2) of the Insurance Business Act"; the term "all shareholders" in paragraph (2) of that paragraph is deemed to be replaced with "all members (or all shareholders after the entity conversion)"; the term "having the shares consecutively for the preceding six months or more" in Article 847, paragraphs (1) and (2) (Action for Pursuing Liability, etc. by Shareholders) of that Act is deemed to be replaced with "having the shares consecutively for the preceding six months or more"; the term "shareholders having the shares" in Article 847, paragraphs (1) and (2) (Action for Pursuing Liability, etc. by Shareholders) of that Act is deemed to be replaced with "shareholders having the shares (or, where six months (or any shorter period prescribed by the articles of incorporation; hereinafter the same applies in this paragraph) have not lapsed since the Effective Date of an Entity Conversion, persons who had been members from six months prior until the Effective Date of the Entity Conversion and have been holding the shares without interruption since the Effective Date of the Entity Conversion)"; the term "A person who had been a shareholder of a Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until said day" in Article 847-2, paragraph (1) (Action for Pursuing Liability, etc. by Former Shareholders) of that Act is deemed to be replaced with "A person who had been a shareholder of a Converted Stock

Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until the relevant day (or, if such date is before the expiration of six months from the day when the entity conversion takes effect (or, within the shorter period, if such term is provided in the articles of incorporation; hereinafter the same applies in this paragraph, a person who had been a member continuously from the day six months prior to the relevant date to the date when the entity conversion takes effect, and who has continuously held the shares from the date when the entity conversion takes effect)"; the term "continuously from six months or more (or, if a shorter period is prescribed in the articles of incorporation, the relevant period or more) before the day when the acts listed in the following items until said day" in paragraph (2) of that Article is deemed to be replaced with "A person who had been a shareholder of a Converted Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until the relevant day (or, if such date is before the expiration of six months from the day when the entity conversion takes effect (or, within the shorter period, if such term is provided in the articles of incorporation; hereinafter the same applies in this paragraph, a person who had been a member continuously from the day six months prior to the relevant date to the date when the entity conversion takes effect, and who has continuously held the shares from the date when the entity conversion takes effect)"; the term "A person who had been a shareholder of a Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) before the day when the acts listed in the following items occur until said day" in that paragraph is deemed to be replaced with "A person who had been a shareholder of a Converted Stock Company continuously for six months or more (or, if a shorter period is prescribed in the articles of incorporation, such period or more) on the day when the acts listed in the following items occur until said day"; the terms "Article 55, Article 102-2, paragraph (2), Article 103, paragraph (3), Article 120, paragraph (5), Article 213-2, paragraph (2), Article 286-2, paragraph (2), Article 424 (including cases as applied mutatis mutandis pursuant to Article 486, paragraph (4)), proviso to Article 462, paragraph (3), Article 464, paragraph (2), and Article 465, paragraph (2)", "these provisions" and "Article 847-2, paragraph (9)" in paragraph (9) of that Article is deemed to be replaced with "Article 213-2, paragraph (2)", "that paragraph" and "Article 847-2, paragraph (9) as applied mutatis mutandis pursuant to Article 96-4-2 of the Insurance Business Act"; the term "a suit relating to an Action for Pursuing Liability, etc. (in cases of a Qualified Former Shareholder, limited to one

related to the liabilities or obligations for which the fact causing them occurs by the time when the act listed in the items of Article 847-2, paragraph (1) becomes effective; in cases of a shareholder of an Ultimate, Wholly Owning Parent Company, etc., limited to the Action Pursuing Specific Liability)" in Article 849, paragraph (1) (Intervention) of that Act is deemed to be replaced with "a suit seeking payment under Article 212 (excluding paragraph (1), item (i) as applied mutatis mutandis pursuant to Article 96-4 of the Insurance Business Act (in case of a Qualified Former Shareholder, limited to a suit relating to liabilities and obligations wherein the fact which gave rise to such suit occurred before the time when the act listed in items of Article 847-2, paragraph (1) as applied mutatis mutandis pursuant to Article 96-4 of that Act took effect))", and any other necessary technical replacement of terms is specified by Cabinet Order.

(出資の履行を仮装した場合の取締役等の責任)

(Liabilities of Directors in the Case of Disguising the Performance of Contribution)

第九十六条の四の三 前条において準用する会社法第二百十三条の二第一項各号に掲げる場合には、組織変更時発行株式の引受人が出資の履行を仮装することに関与した取締役（指名委員会等設置会社にあつては、執行役を含む。）として内閣府令で定める者は、組織変更をする相互会社に対し、当該各号に規定する支払をする義務を負う。ただし、その者（当該出資の履行を仮装したものを除く。）がその職務を行うについて注意を怠らなかつたことを証明した場合は、この限りでない。

Article 96-4-3 (1) In the cases listed in the items of Article 213-2, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to the preceding Article, a person prescribed by Cabinet Office Order as a director (including executive officers, in cases of a Company with Nominating Committee, etc.) involved in the disguising of the performance of contribution by a subscriber of Shares Issued on Entity Conversion are liable to make the payment prescribed in the relevant items to the Mutual Company implementing the entity conversion; provided, however, that this does not apply to cases where the person (excluding the person who disguised the relevant performance of contribution) proves that they did not fail to exercise due care with respect to the performance of their duties.

2 組織変更時発行株式の引受人が前条において準用する会社法第二百十三条の二第一項各号に規定する支払をする義務を負う場合において、前項に規定する者が同項の義務を負うときは、これらの者は、連帯債務者とする。

(2) If a subscriber of Shares Issued on Entity Conversion is liable to make the payment prescribed in the items of Article 213-2, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to the preceding Article, if the person prescribed in the preceding paragraph is liable as set forth in the

relevant paragraph, these persons are joint and several obligors.

(組織変更株式交換)

(Share Exchange on Entity Conversion)

第九十六条の五 組織変更をする相互会社は、組織変更に際して、組織変更株式交換（組織変更をする相互会社が組織変更をするのと同時に組織変更後株式会社の株式の全部を他の株式会社（以下この款において「組織変更株式交換完全親会社」という。）に取得させることをいう。以下この款において同じ。）をすることができる。

Article 96-5 (1) A converting Mutual Company may, at the time of Entity Conversion, carry out a share exchange on Entity Conversion (meaning an exchange of shares whereby a converting Mutual Company causes all of the shares of the Converted Stock Company to be acquired by another Stock Company (hereinafter referred to as "Wholly Owing Parent Company Resulting from the Share Exchange" in this Subsection) at the time of the Entity Conversion; hereinafter the same applies in this Subsection).

2 組織変更株式交換をする場合には、組織変更をする相互会社は、組織変更株式交換完全親会社との間で、組織変更株式交換契約を締結しなければならない。

(2) A converting Mutual Company, in carrying out a share exchange on Entity Conversion, must conclude a contract for share exchange on Entity Conversion with the Wholly Owing Parent Company Resulting from the Share Exchange.

3 会社法第七百九十一条（第一項第一号及び第三項を除く。）（吸収分割又は株式交換に関する書面等の備置き及び閲覧等）の規定は組織変更株式交換を伴う組織変更をする相互会社について、同法第三百九条第二項（各号を除く。）（株主総会の決議）、第三百二十四条第二項（各号を除く。）（種類株主総会の決議）及び第五編第五章第二節第二款第一目（第七百九十五条第四項第一号及び第二号、第七百九十六条第二項第一号ロ、第七百九十九条第一項第一号及び第二号、第八百条並びに第八百一条第一項、第二項、第三項第一号及び第二号並びに第五項を除く。）（株式会社の手続）の規定は組織変更株式交換完全親会社について、同法第八百六十八条第一項（非訟事件の管轄）、第八百七十条第二項（第二号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二條（第五号に係る部分に限る。）（即時抗告）、第八百七十二條の二（抗告状の写しの送付等）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定はこの項において準用する同法第七百九十八条第二項の規定による申立てについて、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 791 (excluding paragraph (1), item (i) and paragraph (3)) (Retention and Inspection, etc. of Documents, etc. Related to an Absorption-Type Split or Share Exchange) of the Companies Act apply mutatis mutandis to a converting Mutual Company carrying out a share exchange on Entity Conversion; the provisions of Article 309, paragraph (2) (excluding all items) (Resolution of Shareholders' Meetings), Article 324, paragraph (2)

(excluding all items) (Resolution of Class Meetings) and Part V, Chapter V, Section 2, Subsection 2, Division 1 (excluding Article 795, paragraph (4), items (i) and (ii), Article 796, paragraph (2), item (i), (b), Article 799, paragraph (1), items (i) and (ii), Article 800, Article 801, paragraphs (1) and (2), Article 801, paragraph (3), items (i) and (ii), and Article 801, paragraph (5)) (Procedures for Stock Company) of that Act apply mutatis mutandis to a Wholly Owning Parent Company Resulting from the Share Exchange; and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (2) (limited to the segment pertaining to item (ii)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to an application under Article 798, paragraph (2) of that Act as applied mutatis mutandis pursuant to this paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(社員への組織変更株式交換完全親会社の株式の割当て等)

(Allocation of Shares of Wholly Owning Parent Company for Share Exchange to Members)

第九十六条の六 組織変更株式交換を伴う組織変更をする相互会社の社員は、第九十条第一項の規定にかかわらず、組織変更計画の定めるところにより、組織変更株式交換完全親会社が組織変更株式交換に際して交付する株式又は金銭の割当てを受けるものとする。

Article 96-6 (1) Notwithstanding the provisions of Article 90, paragraph (1), the members of a converting Mutual Company carrying out a share exchange on Entity Conversion, pursuant to the provisions of the Entity Conversion plan, is to receive allocation of shares issued, or monies granted, at the time of the share exchange by the Wholly Owning Parent Company Resulting from the Share Exchange.

2 第九十条第二項から第四項までの規定は、前項の場合について準用する。この場合において、同条第二項中「前項」とあるのは「第九十六条の六第一項」と、同条第三項中「前二項」とあるのは「第九十六条の六第一項及び前項」と、同条第四項中「前三項」とあるのは「第九十六条の六第一項及び前二項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 90, paragraphs (2) to (4) apply mutatis mutandis to the case set forth in the preceding paragraph. In this case, the term "the

preceding paragraph" in paragraph (2) of the same Article is deemed to be replaced with "Article 96-6, paragraph (1)"; the term "the preceding two paragraphs" in Article 90, paragraph (3) is deemed to be replaced with "Article 96-6, paragraph (1) and the preceding paragraph"; and the term "the preceding three paragraphs" in Article 90, paragraph (4) is deemed to be replaced with "Article 96-6, paragraph (1) and the preceding two paragraphs"; any other necessary technical replacement of terms is specified by Cabinet Order.

3 第九十二条の規定により株式を発行する組織変更をする相互会社が組織変更株式交換をする場合には、当該株式について払込み又は現物出資の給付をした株式の引受人は、組織変更計画の定めるところにより、組織変更株式交換完全親会社が当該組織変更株式交換に際して交付する株式又は金銭の割当てを受けるものとする。

(3) Where a converting Mutual Company issuing shares pursuant to the provisions of Article 92 carries out a share exchange on Entity Conversion, the subscribers for shares who have made payments or delivered contributions in kind for their shares, pursuant to the provisions of the Entity Conversion plan, are to receive allocation of shares issued, or monies delivered, at the time of the share exchange by the Wholly Owing Parent Company Resulting from the Share Exchange.

(組織変更株式交換に関し組織変更計画等に定めるべき事項)

(Particulars of Share Exchange on Entity Conversion to Be Prescribed by Entity Conversion Plan)

第九十六条の七 組織変更株式交換をする場合には、組織変更計画及び組織変更株式交換契約において、次に掲げる事項を定めなければならない。

Article 96-7 In the case of a share exchange on Entity Conversion, the Entity Conversion plan and the contract for share exchange on Entity Conversion must prescribe the following particulars:

一 組織変更をする相互会社及び組織変更株式交換完全親会社の名称及び商号並びに住所

(i) the names, trade names and addresses of the converting Mutual Company and the Wholly Owing Parent Company Resulting from the Share Exchange;

二 組織変更株式交換完全親会社が組織変更株式交換に際して組織変更をする相互会社の社員（第九十二条の規定により発行する株式の引受人を含む。以下この条において同じ。）に対して株式等（株式又は金銭をいう。以下この節において同じ。）を交付するときは、当該株式等についての次に掲げる事項

(ii) the following particulars regarding any Shares, etc. (meaning shares or monies; hereinafter the same applies in this Section) issued or granted by the Wholly Owing Parent Company Resulting from the Share Exchange to the members of the converting Mutual Company (including the subscribers for the shares issued pursuant to the provisions of Article 92; hereinafter the

same applies in this Article) in carrying out the share exchange on Entity Conversion:

イ 当該株式等が組織変更株式交換完全親会社の株式であるときは、当該株式の数（種類株式発行会社にあつては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該組織変更株式交換完全親会社の資本金及び準備金の額に関する事項

(a) where the Shares, etc. are the shares of the Wholly Owning Parent Company Resulting from the Share Exchange, the number of such shares (or, in a company with class shares, the classes of share and the numbers of shares by class) or the method of its calculation, and the particulars of the amounts of capital and Reserves of the Wholly Owning Parent Company Resulting from the Share Exchange; or

ロ 当該株式等が金銭であるときは、その額又はその算定方法

(b) where the Shares, etc. are monies, the amount of such monies or the method of its calculation;

三 前号に規定する場合には、組織変更をする相互会社の社員（組織変更株式交換完全親会社を除く。）に対する同号の株式等の割当てに関する事項

(iii) in the case of the preceding item, the particulars of the allocation of the Shares, etc. set forth in that item to the members of the converting Mutual Company (excluding the Wholly Owning Parent Company Resulting from the Share Exchange);

四 組織変更をする相互会社の社員に対する株式の割当てにより生ずる一株に満たない端数に係る部分につき新たに発行する株式の売却の方法その他売却に関し内閣府令で定める事項

(iv) the method of selling any additional fraction of shares to be issued as a result of the allocation of shares to the members of the converting Mutual Company and any other particular specified by Cabinet Office Order regarding such sale;

五 前号の株式を買い受けるときは、買受けの方法その他当該買受けに関し内閣府令で定める事項

(v) the method of purchasing any additional fraction of shares arising under the preceding item and any other particular specified by Cabinet Office Order regarding such purchase; and

六 組織変更及び組織変更株式交換がその効力を生ずる日

(vi) the day on which the Entity Conversion and share exchange on Entity Conversion take effect.

(組織変更株式移転)

(Share Transfer on Entity Conversion)

第九十六条の八 組織変更をする相互会社は、組織変更に際して、組織変更株式移転（一又は二以上の組織変更をする相互会社が組織変更をするのと同時に組織変更後株

式会社（次条第一項第九号に規定する場合にあっては、同号の株式会社を含む。）の発行する株式の全部を新たに設立する株式会社（以下この款において「組織変更株式移転設立完全親会社」という。）に取得させることをいう。）をすることができる。

Article 96-8 (1) A converting Mutual Company may, at the time of Entity Conversion, carry out a share transfer on Entity Conversion (meaning a transfer whereby a converting Mutual Company or two or more converting mutual companies cause(s) all of the shares of the Converted Stock Company (including, in the case set forth in paragraph (1), item (ix) of the following Article, the Stock Company set forth in that item) to be acquired by a new Stock Company to be incorporated (hereinafter referred to as "Wholly Owing parent Company Formed by Share Transfer on Entity Conversion" in this Subsection) at the time of the Entity Conversion).

2 第九十六条の六の規定は、組織変更株式移転の場合について準用する。この場合において、同条第一項中「組織変更株式交換完全親会社」とあるのは「組織変更株式移転設立完全親会社」と、同条第二項中「第九十六条の六第一項」とあるのは「第九十六条の八第二項において準用する第九十六条の六第一項」と、同条第三項中「組織変更株式交換完全親会社」とあるのは「組織変更株式移転設立完全親会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 96-6 apply mutatis mutandis to a share transfer on Entity Conversion. In this case, the term "Wholly Owing Parent Company Resulting from the Share Exchange" in paragraph (1) of the same Article is deemed to be replaced with "Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion"; the term "Article 96-6, paragraph (1)" in Article 96-6, paragraph (2) is deemed to be replaced with "Article 96-6, paragraph (1) as applied mutatis mutandis pursuant to Article 96-8, paragraph (2)"; and the term "Wholly Owing Parent Company Resulting from the Share Exchange" in Article 96-6, paragraph (3) is deemed to be replaced with "Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion"; any other necessary technical replacement of terms is specified by Cabinet Order.

（組織変更株式移転に関し組織変更計画に定めるべき事項等）

(Particulars of Share Transfer on Entity Conversion to Be Prescribed by Entity Conversion Plan)

第九十六条の九 組織変更株式移転をする場合には、組織変更計画において、次に掲げる事項を定めなければならない。

Article 96-9 (1) In the case of a share transfer on Entity Conversion, the Entity Conversion plan must prescribe the following particulars:

一 組織変更株式移転設立完全親会社の目的、商号、本店の所在地及び発行可能株式総数

(i) the purpose of the Wholly Owing Parent Company Formed by Share

- Transfer on Entity Conversion, the trade name, the location of its head office, and the total number of authorized shares;
- 二 前号に掲げるもののほか、組織変更株式移転設立完全親会社の定款で定める事項
(ii) beyond what is set forth in the preceding item, particulars specified by the articles of incorporation of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion;
- 三 組織変更株式移転設立完全親会社の設立に際して取締役となる者の氏名
(iii) the names of the persons to serve as directors at the incorporation of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion;
- 四 次に掲げる場合の区分に応じ、次に定める事項
(iv) for each of the following categories, the particulars set forth therein:
- イ 組織変更株式移転設立完全親会社が会計参与設置会社である場合 組織変更株式移転設立完全親会社の設立に際して会計参与となる者の氏名又は名称
(a) where the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion is a company with accounting advisors: the names of the persons to serve as accounting advisors at the incorporation of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion;
- ロ 組織変更株式移転設立完全親会社が監査役設置会社である場合 組織変更株式移転設立完全親会社の設立に際して監査役となる者の氏名
(b) where the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion is a company with auditors: the names of the persons to serve as company auditors at the incorporation of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion; or
- ハ 組織変更株式移転設立完全親会社が会計監査人設置会社である場合 組織変更株式移転設立完全親会社の設立に際して会計監査人となる者の氏名又は名称
(c) where the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion is a company with financial auditor: the names of the persons to serve as financial auditor at the incorporation of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion;
- 五 組織変更株式移転設立完全親会社が組織変更株式移転に際して組織変更をする相互会社の社員（第九十二条の規定により発行する株式の引受人を含む。以下この条において同じ。）に対して交付する当該組織変更株式移転設立完全親会社の株式の数（種類株式発行会社にあつては、株式の種類及び種類ごとの数）又はその数の算定方法並びに当該組織変更株式移転設立完全親会社の資本金及び準備金の額に関する事項
(v) the number of the shares (or, in a company with class shares, the classes of share and the numbers of shares by class) to be issued by the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion to the members of the converting Mutual Company (including the subscribers for shares issued pursuant to the provisions of Article 92; hereinafter the same

- applies in this Article) in carrying out the share transfer on Entity Conversion or the method of calculating such number, and the particulars of the amounts of the capital and Reserves of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion;
- 六 組織変更をする相互会社の社員に対する前号の株式の割当てに関する事項
(vi) particulars of the allocation of the shares set forth in the preceding item to the members of the converting Mutual Company;
- 七 組織変更株式移転設立完全親会社が組織変更株式移転に際して組織変更をする相互会社の社員に対して金銭を交付するときは、その額又はその算定方法
(vii) the amount of any money to be granted by the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion to the members of the converting Mutual Company in carrying out the share transfer on Entity Conversion or the method of calculating such amount;
- 八 前号に規定する場合には、組織変更をする相互会社の社員に対する同号の金銭の割当てに関する事項
(viii) in the case of the preceding item, the particulars of the allocation of the money set forth in that item to the members of the converting Mutual Company; and
- 九 他の組織変更をする相互会社又は株式会社と共同して組織変更株式移転により組織変更株式移転設立完全親会社を設立するときは、その旨並びに当該株式会社の新株予約権についての会社法第七百七十三条第一項第九号及び第十号（株式移転計画）に掲げる事項
(ix) in jointly incorporating a Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion with another converting Mutual Company or a Stock Company, that fact, and the particulars listed in Article 773, paragraph (1), items (ix) and (x) (Share Transfer Plan) of the Companies Act regarding the share options of the Stock Company.
- 2 組織変更株式移転設立完全親会社が監査等委員会設置会社である場合には、前項第三号に掲げる事項は、組織変更株式移転設立完全親会社の設立に際して監査等委員となる者である組織変更株式移転設立完全親会社の設立に際して取締役となる者とそれ以外の組織変更株式移転設立完全親会社の設立に際して取締役となる者とを区別して定めなければならない。
- (2) If a Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion is a Company with Audit and Supervisory Committee, the matters listed in item (iii) of the preceding paragraph must be specified separately for persons to become directors upon the incorporation of Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion who are Advisory Committee Members upon the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion, and for persons to become other directors upon the incorporation of Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion.

3 会社法第二編第一章（第二十七条（第四号及び第五号を除く。）、第二十九条、第三十一条、第三十七条第三項、第三十九条、第六節及び第四十九条を除く。）（設立）の規定は、組織変更株式移転設立完全親会社の設立については、適用しない。

(3) The provisions of Part II, Chapter I (excluding Article 27 (excluding items (iv) and (v)), Article 29, Article 31, Article 37, paragraph (3), Article 39, Section 6 and Article 49) (Incorporation) of the Companies Act does not apply to the incorporation of a Wholly Owning Parent Company Formed by Share Transfer on Entity Conversion.

4 組織変更株式移転設立完全親会社の定款は、組織変更株式移転を伴う組織変更をする相互会社（第一項第九号に規定する場合にあっては、組織変更株式移転を伴う組織変更をする相互会社及び同号の株式会社）が作成する。

(4) The articles of incorporation of a Wholly Owning Parent Company Formed by Share Transfer on Entity Conversion is drafted by the converting Mutual Company carrying out the share transfer on Entity Conversion (or, in the case of paragraph (1), item (ix), the converting Mutual Company carrying out the share transfer on Entity Conversion and the Stock Company set forth in that item).

5 会社法第八百十一条（第一項第一号を除く。）（新設分割又は株式移転に関する書面等の備置き及び閲覧等）の規定は組織変更株式移転を伴う組織変更をする相互会社について、同法第二百十九条第一項（第八号に係る部分に限る。）、第二項（第六号に係る部分に限る。）及び第三項（株券の提出に関する公告等）、第二百二十条（株券の提出をすることができない場合）、第二百九十三条第一項（第七号に係る部分に限る。）、第二項（第八号に係る部分に限る。）、第三項及び第五項（新株予約権証券の提出に関する公告等）、第三百九条第二項（各号を除く。）及び第三項（第三号に係る部分に限る。）（株主総会の決議）、第三百二十四条第二項（各号を除く。）及び第三項（第二号に係る部分に限る。）（種類株主総会の決議）並びに第五編第五章第三節第一款第一目（第八百三条第一項第一号及び第二号、第八百五条、第八百八条第一項第一号及び第二号並びに第三項第一号及び第二号、第八百十条第一項第一号及び第二号、第八百十一条第一項第一号及び第三項並びに第八百十二条を除く。）

（株式会社の手続）の規定は第一項第九号の株式会社について、同法第八百十五条第三項（第三号に係る部分に限る。）、第四項及び第六項（新設合併契約等に関する書面等の備置き及び閲覧等）の規定は組織変更株式移転設立完全親会社について、それぞれ準用する。この場合において、同法第二百十九条第二項第六号及び第二百九十三条第二項第八号中「第七百七十三条第一項第一号に規定する株式移転設立完全親会社」とあるのは「保険業法第九十六条の八第一項に規定する組織変更株式移転設立完全親会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(5) The provisions of Article 811 (excluding paragraph (1), item (i)) (Retention and Inspection, etc. of Documents, etc. Related to an Incorporation-type Company Split or Share Transfer) of the Companies Act apply mutatis mutandis to a converting Mutual Company carrying out a share transfer on Entity Conversion; the provisions of Article 219, paragraph (1) (limited to the

segment pertaining to item (viii)), (2) (limited to the segment pertaining to item (vi)) and (3) (Public Notice in Relation to Submission of Share Certificate), Article 220 (Cases Where Share Certificates Cannot be Submitted), Article 293, paragraph (1) (limited to the segment pertaining to item (vii)), paragraph (2) (limited to the segment pertaining to item (viii)), and paragraphs (3) to (5) (Public Notice in Relation to Submission of Share Option Certificate), Article 309, paragraph (2) (excluding the items) and paragraph (3) (limited to the segment pertaining to item (iii)) (Resolution of Shareholders' Meetings), Article 324, paragraph (2) (excluding the items) and paragraph (3) (limited to the segment pertaining to item (ii)) (Resolution of Class Meetings), and Part V, Chapter V, Section 3, Subsection 1, Division 1 (excluding Article 803, paragraph (1), items (i) and (ii), Article 805, Article 808, paragraph (1), items (i) and (ii), Article 808, paragraph (3), items (i) and (ii), Article 810, paragraph (1), items (i) and (ii), Article 811, paragraph (1), item (i), Article 811, paragraph (3), and Article 812) (Procedures for Stock Company) of that Act apply mutatis mutandis to a Stock Company set forth in paragraph (1), item (ix); and the provisions of Article 815, paragraph (3) (limited to the segment pertaining to item (iii)), paragraph (4) and paragraph (6) (Retention and Inspection, etc. of Documents, etc. Related to a Consolidation-type Merger Agreement, etc.) of that Act apply mutatis mutandis to a Wholly Owning Parent Company Formed by Share Transfer on Entity Conversion. In this case, the term "A Wholly Owning Parent Company Incorporated in the Share Transfer as prescribed in Article 773, paragraph (1), item (i)" in Article 219, paragraph (2), item (vi) and Article 293, paragraph (2), item (viii) of that Act is deemed to be replaced with "A Converted Wholly Owning Parent Company Incorporated in the Share Transfer prescribed in Article 96-8, paragraph (1) of the Insurance Business Act", and any other necessary technical replacement of terms is specified by Cabinet Order.

(組織変更の認可)

(Authorization of Entity Conversion)

第九十六条の十 組織変更は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 96-10 (1) An Entity Conversion must not take effect without the authorization of the Prime Minister.

2 内閣総理大臣は、前項の認可の申請があった場合には、次に掲げる基準に適合するかどうかを審査しなければならない。

(2) Whenever an application has been filed for the authorization set forth in the preceding paragraph, the Prime Minister must examine whether it conforms to the following standards:

一 組織変更後株式会社がその業務を健全かつ効率的に遂行するに足りる財産的基礎

を有すること。

(i) the Converted Stock Company has a sufficient financial basis to execute its business in a sound and efficient manner;

二 組織変更により、保険契約者の有する権利が害されるおそれがないこと。

(ii) the Entity Conversion poses no risk of harming the rights of Policyholders;

三 第九十条又は第九十六条の六（第九十六条の八第二項において準用する場合を含む。）の規定による株式又は金銭の割当てが適正に行われていること。

(iii) the allocation of shares or money under Article 90 or 96-6 (including the cases where it is applied mutatis mutandis pursuant to Article 96-8, paragraph (2)) has been carried out appropriately; and

四 前三号に掲げるもののほか、組織変更により、その業務の健全な運営に支障を生ずるおそれがないこと。

(iv) beyond what is set forth in the preceding three items, the Entity Conversion poses no risk of precluding sound business operation.

（組織変更の効力の発生等）

(Effectuation of Entity Conversion)

第九十六条の十一 組織変更をする相互会社は、効力発生日（組織変更株式移転をする場合にあっては、組織変更株式移転設立完全親会社の成立の日）に、株式会社となる。

Article 96-11 (1) A converting Mutual Company becomes a Stock Company on the Effective Date (or, in the case of a share transfer on Entity Conversion, the date of the establishment of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion).

2 組織変更をする相互会社の社員は、効力発生日に、第八十六条第四項第六号に掲げる事項についての定めに従い、同項第五号の株式の株主となる。

(2) The members of a converting Mutual Company, on the Effective Date, are to become holders of the shares set forth in Article 86, paragraph (4), item (v) pursuant to the provisions on the particulars listed in Article 86, paragraph (4), item (vi).

3 前二項の規定は、第八十八条の規定による手続が終了していない場合又は組織変更を中止した場合には、適用しない。

(3) The provisions of the preceding two paragraphs do not apply to the cases where a procedure under Article 88 has not been completed or where the Entity Conversion has been voluntarily abandoned.

第九十六条の十二 前条第二項及び第九十六条の二第一項の規定にかかわらず、組織変更をする相互会社が組織変更株式交換をする場合には、組織変更株式交換完全親会社は、効力発生日に、組織変更後株式会社の発行済株式（組織変更株式交換完全親会社の有する組織変更後株式会社の株式を除く。）の全部を取得する。

Article 96-12 (1) Notwithstanding the provisions of paragraph (2) of the preceding Article and Article 96-2, paragraph (1), the Wholly Owing Parent

Company Resulting from the Share Exchange is to acquire all of the issued shares of a Converted Stock Company (excluding the shares of the Converted Stock Company held by the Wholly Owing Parent Company Resulting from the Share Exchange) on the Effective Date, where the converting Mutual Company carries out a share exchange on Entity Conversion.

2 前条第二項及び第九十六条の二第一項の規定にかかわらず、組織変更をする相互会社が組織変更株式交換をする場合には、組織変更をする相互会社の社員（第九十二条の規定により発行する株式の引受人を含む。）は、効力発生日に、第九十六条の七第三号に掲げる事項についての定めに従い、同条第二号イの株式の株主となる。

(2) Notwithstanding the provisions of paragraph (2) of the preceding Article and Article 96-2, paragraph (1), the members of a converting Mutual Company (including the subscribers for the shares issued pursuant to the provisions of Article 92) become holders of the shares set forth in Article 96-7, item (ii), (a) on the Effective Date pursuant to the provisions on the particulars listed in item (iii) of the same Article, where the converting Mutual Company carries out a share exchange on Entity Conversion.

3 前二項の規定は、第八十八条の規定による手続が終了していない場合又は組織変更を中止した場合には、適用しない。

(3) The provisions of the preceding two paragraphs do not apply to the cases where a procedure under Article 88 has not been completed or where the Entity Conversion has been voluntarily abandoned.

第九十六条の十三 第九十六条の十一第二項及び第九十六条の二第一項の規定にかかわらず、組織変更をする相互会社が組織変更株式移転をする場合には、組織変更株式移転設立完全親会社は、その成立の日に、第九十条第一項の規定により社員に割り当てるべき株式（第九十二条の規定により発行する株式及び第九十六条の九第一項第九号の株式会社の発行する株式を含む。）の全部を取得する。

Article 96-13 (1) Notwithstanding the provisions of Article 96-11, paragraph (2) and Article 96-2, paragraph (1), the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion, on the date of its establishment, are to acquire all of the shares to be allocated to members pursuant to the provisions of Article 90, paragraph (1) (including the shares issued pursuant to the provisions of Article 92 and the shares issued by the Stock Company set forth in Article 96-9, paragraph (1), item (ix)), where the converting Mutual Company carries out a share transfer on Entity Conversion.

2 第九十六条の十一第二項及び第九十六条の二第一項の規定にかかわらず、組織変更をする相互会社が組織変更株式移転をする場合には、組織変更をする相互会社の社員（第九十二条の規定により発行する株式の引受人及び第九十六条の九第一項第九号の株式会社の株主を含む。）は、組織変更株式移転設立完全親会社の成立の日に、第九十六条の九第一項第六号に掲げる事項についての定めに従い、同項第五号の株式の株主となる。

(2) Notwithstanding the provisions of Article 96-11, paragraph (2) and Article 96-2, paragraph (1), the members of a converting Mutual Company (including the subscribers for the shares issued pursuant to the provisions of Article 92 and the shareholders of the Stock Company set forth in Article 96-9, paragraph (1), item (ix)), on the date of the establishment of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion, are to become holders of the shares set forth in Article 96-9, paragraph (1), item (v) pursuant to the provisions on the particulars listed in Article 96-9, paragraph (1), item (vi), where the converting Mutual Company carries out a share exchange on Entity Conversion.

3 会社法第七百七十四条第四項及び第五項（株式移転の効力の発生等）の規定は、第九十六条の九第一項第九号に規定する場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 774, paragraphs (4) and (5) (Effectuation, etc. of Share Transfer) of the Companies Act apply mutatis mutandis to the case of Article 96-9, paragraph (1), item (ix). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(登記)

(Registration)

第九十六条の十四 相互会社が組織変更をしたときは、二週間以内に、従たる事務所及び支店の所在地においては三週間以内に、組織変更をする相互会社については解散の登記を、組織変更後株式会社については設立の登記をしなければならない。

Article 96-14 (1) Where a Mutual Company has carried out an Entity Conversion, the converting Mutual Company must complete registration of dissolution within two weeks from the date of Entity Conversion at the location of its principal office and within three weeks from the relevant date at the location of its secondary offices; and the Converted Stock Company must make a registration of incorporation within two weeks from the date of Entity Conversion at the location of its head office and within three weeks from the relevant date at the location of its branch offices.

2 商業登記法第八十九条（第一号から第四号までに係る部分に限る。）（株式交換の登記）の規定は組織変更をする相互会社が組織変更株式交換をする場合について、会社法第九百二十五条（第二号及び第四号を除く。）（株式移転の登記）及び第九百三十条第一項（第四号に係る部分に限る。）（支店の所在地における登記）の規定並びに商業登記法第九十条（株式移転の登記）の規定は組織変更をする相互会社が組織変更株式移転をする場合について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 89 (limited to the segment pertaining to items (i) to (iv)) (Registration of Share Exchange) of the Commercial Registration Act apply mutatis mutandis to a share exchange on Entity Conversion carried out

by a converting Mutual Company; and the provisions of Article 925 (excluding items (ii) and (iv)) (Registration of Share Transfer) and Article 930, paragraph (1) (limited to the segment pertaining to item (iv)) (Registration at Location of Branch Offices) of the Companies Act, and the provisions of Article 90 (Registration of Share Transfer) of the Commercial Registration Act apply mutatis mutandis to a share transfer on Entity Conversion carried out by a converting Mutual Company. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

3 第一項の規定による設立の登記の申請書には、第六十七条において準用する商業登記法第十八条、第十九条及び第四十六条に規定する書類のほか、次に掲げる書類を添付しなければならない。

(3) The following documents must be attached to a written application for registration of incorporation under paragraph (1), in addition to those specified in Articles 18, 19 and 46 of the Commercial Registration Act as applied mutatis mutandis pursuant to Article 67:

一 組織変更計画書

(i) Entity Conversion plan;

二 定款

(ii) articles of incorporation;

三 相互会社の社員総会の議事録

(iii) the minutes of the Mutual Company's general meeting;

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

(iv) a document certifying that the directors (or directors and company auditors, where the Converted Stock Company is a company with auditors, or directors who are Audit and Supervisory Committee Members or other directors, where the Converted Stock Company is a Company with Audit and Supervisory Committee) of the Converted Stock Company have accepted the assumption of office;

五 組織変更後株式会社の会計参与又は会計監査人を定めたときは、次に掲げる書面

(v) where accounting advisors or financial auditor have been appointed for the Converted Stock Company, the following documents:

イ 就任を承諾したことを証する書面

(a) a document certifying that they have accepted the assumption of office;

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

(b) where they are corporations, Certificates of Registered Particulars for such corporations; provided, however, that this does not apply to the cases where the principal offices of such corporations are located within the

- district under the jurisdiction of the relevant registry office; and
- ハ これらの者が法人でないときは、会計参与にあつては第五十三条の四において準用する会社法第三百三十三条第一項に規定する者であること、会計監査人にあつては第五十三条の七において準用する同法第三百三十七条第一項に規定する者であることを証する書面
- (c) where they are not corporations, a document certifying that the accounting advisors meet the requirement of Article 333, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 53-4, or that the financial auditor meet the requirement of Article 337, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 53-7;
- 六 株主名簿管理人を置いたときは、その者との契約を証する書面
- (vi) a document certifying a contract with any administrator of the shareholder registry;
- 七 第八十八条第二項の規定による公告をしたことを証する書面
- (vii) a document certifying that a public notice under Article 88, paragraph (2) has been given;
- 八 第八十八条第四項の異議を述べた保険契約者その他の債権者があるときは、当該保険契約者その他の債権者に対し、弁済し、相当の担保を提供し、若しくは当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託したこと又は当該組織変更をしても当該保険契約者その他の債権者を害するおそれがないことを証する書面
- (viii) where any Policyholder or other creditor has stated their objection under Article 88, paragraph (4), a document certifying that the company has made payment or provided equivalent security to such Policyholder or other creditor, or entrusted equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment, or a document certifying that the Entity Conversion poses no risk of harming the interest of such Policyholder or other creditor;
- 九 第八十八条第六項の異議を述べた保険契約者の数が同項の保険契約者の総数の五分之一を超えなかったことを証する書面又はその者の同項の内閣府令で定める金額が同項の金額の総額の五分之一を超えなかったことを証する書面
- (ix) a document certifying that the number of Policyholders who have stated their objections under Article 88, paragraph (6) has not exceeded one fifth of the total number of Policyholders, or a document certifying that the amount specified by Cabinet Office Order set forth in that paragraph as the credits belonging to such Policyholders has not exceeded one fifth of the total amount set forth in that paragraph; and
- 十 第九十二条の規定により組織変更の際して株式を発行したときは、次に掲げる書面
- (x) where shares have been issued on the Entity Conversion pursuant to the

provisions of Article 92, the following documents:

イ 株式の引受けの申込みを証する書面

(a) a document certifying the offers to subscribe for the shares;

ロ 金銭を出資の目的とするときは、第九十六条第一項の規定による払込みがあったことを証する書面

(b) where contribution is to be made in the form of money, a document certifying that payments have been made under Article 96, paragraph (1);

ハ 金銭以外の財産を出資の目的とするときは、次に掲げる書面

(c) where contribution is to be made in the form of non-monetary property, the following documents:

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

1. where an inspector has been elected, a document containing the investigative report of the inspector and annexed documents thereto;

(2) 第九十六条の四において準用する会社法第二百七条第九項第三号に掲げる場合には、有価証券の市場価格を証する書面

2. in the cases listed in Article 207, paragraph (9), item (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 96-4, a document certifying the market value of the securities;

(3) 第九十六条の四において準用する会社法第二百七条第九項第四号に掲げる場合には、同号に規定する証明を記載した書面及びその附属書類

3. in the cases listed in Article 207, paragraph (9), item (iv) of the Companies Act as applied mutatis mutandis pursuant to Article 96-4, a document containing the verification set forth in that item and annexed documents thereto; and

(4) 第九十六条の四において準用する会社法第二百七条第九項第五号に掲げる場合には、同号の金銭債権について記載された会計帳簿

4. in the cases listed in Article 207, paragraph (9), item (v) of the Companies Act as applied mutatis mutandis pursuant to Article 96-4, the accounting books carrying the monetary claim set forth in that item; and

ニ 検査役の報告に関する裁判があったときは、その謄本

(d) certified copy of any judicial decision on the report of the inspector.

4 組織変更株式交換完全親会社がする組織変更株式交換による変更の登記の申請書には、商業登記法第十八条、第十九条（申請書の添付書類）及び第四十六条（添付書類の通則）並びに第二項において準用する同法第八十九条（第一号から第四号までに係る部分に限る。）に定める書類並びに前項各号に掲げる書類のほか、相互会社の登記事項証明書（当該登記所の管轄区域内に相互会社の主たる事務所がある場合を除く。）を添付しなければならない。

(4) In addition to the documents set forth in Articles 18, 19 (Documents to be Attached to Written Application) and 46 (General Provisions for Attached

Documents) of the Commercial Registration Act, and Article 89 (limited to the segment pertaining to items (i) to (iv)) of that Act as applied mutatis mutandis pursuant to paragraph (2), and the documents listed in the items of the preceding paragraph, a Certificate of Registered Particulars for the Mutual Company (unless the principal office of the Mutual Company is located within the district under the jurisdiction of the relevant registry office) must be attached to a written application for registration of change due to any share exchange on Entity Conversion carried out by a Wholly Owning Parent Company Resulting from the Share Exchange.

5 組織変更株式移転による設立の登記の申請書には、商業登記法第十八条、第十九条及び第四十六条並びに第二項において準用する同法第九十条に定める書類並びに第三項各号に掲げる書類のほか、相互会社の登記事項証明書（当該登記所の管轄区域内に相互会社の主たる事務所がある場合を除く。）を添付しなければならない。

(5) In addition to the documents set forth in Articles 18, 19 and 46 of the Commercial Registration Act, and Article 90 of that Act as applied mutatis mutandis pursuant to paragraph (2), and the documents listed in the items of paragraph (3), a Certificate Registered Particulars for the Mutual Company (unless the principal office of the Mutual Company is located within the district under the jurisdiction of the relevant registry office) must be attached to a written application for incorporation due to any share transfer on Entity Conversion.

6 商業登記法第七十六条及び第七十八条（組織変更の登記）の規定は第一項の場合について、第六十七条において準用する同法第四十六条第三項の規定は第三項第三号、第四項及び前項（第三項第三号に掲げる書面に関する部分に限る。）の場合について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

(6) The provisions of Articles 76 and 78 (Registration of Entity Conversion) of the Commercial Registration Act apply mutatis mutandis to the cases of paragraph (1); and the provisions of Article 46, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 67 apply mutatis mutandis to the cases of Article 3, item (iii), paragraph (4) and the preceding paragraph (limited to the segment pertaining to the documents listed in Article 3, item (iii)). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（株式会社から相互会社への組織変更の規定の準用）

(Mutatis Mutandis Application of Provisions on Entity Conversion from Stock Company to Mutual Company)

第九十六条の十五 第八十二条の規定は、相互会社から株式会社への組織変更について準用する。この場合において、同条第一項中「第七十条第二項」とあるのは「第八十八条第二項」と、同条第二項中「第七十条」とあるのは「第八十八条」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 96-15 The provisions of Article 82 apply mutatis mutandis to an Entity Conversion from a Mutual Company to a Stock Company. In this case, the term "Article 70, paragraph (2)" in paragraph (1) of the same Article is deemed to be replaced with "Article 88, paragraph (2)"; and the term "Article 70" in Article 82, paragraph (2) are deemed to be replaced with "Article 88"; any other necessary technical replacement of terms is specified by Cabinet Order.

(組織変更の無効の訴え)

(Actions to Invalidate Entity Conversion)

第九十六条の十六 組織変更の無効は、効力発生日（組織変更株式移転をした場合にあっては、組織変更株式移転設立完全親会社の成立の日。次項において同じ。）から六月以内に、訴えをもってのみ主張することができる。

Article 96-16 (1) The invalidity of an Entity Conversion may only be asserted in an action filed within six months from the Effective Date (or, in the case of a share transfer on Entity Conversion, the date of the establishment of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion; the same applies in the following paragraph).

2 組織変更の無効の訴えは、次の各号に掲げる場合の区分に応じ、当該各号に定める者に限り、提起することができる。

(2) An action to invalidate an Entity Conversion may only be filed by the person listed in the relevant of the following items for the category of cases set forth in that item:

一 組織変更株式交換を伴う組織変更の場合 効力発生日において組織変更をする相互会社の社員等であった者若しくは組織変更株式交換完全親会社の株主等であった者又は組織変更後株式会社の株主等、破産管財人若しくは組織変更について承認をしなかった債権者若しくは組織変更株式交換完全親会社の株主等若しくは破産管財人

(i) in the case of an Entity Conversion accompanied by a share exchange on Entity Conversion, a person who was a member, etc. of the converting Mutual Company or a shareholder, etc. of the Wholly Owing Parent Company Resulting from the Share Exchange as of the Effective Date, or a shareholder, etc. or bankruptcy trustee of the Converted Stock Company or a creditor of the Converted Stock Company who has not approved of the Entity Conversion or a shareholder, etc. or bankruptcy trustee of the Wholly Owing Parent Company Resulting from the Share Exchange;

二 組織変更株式移転を伴う組織変更の場合 効力発生日において組織変更をする相互会社の社員等であった者又は組織変更後株式会社若しくは第九十六条の九第一項第九号の株式会社の株主等、破産管財人若しくは組織変更について承認をしなかった債権者若しくは組織変更株式移転設立完全親会社の株主等若しくは破産管財人

(ii) in the case of an Entity Conversion accompanied by a share transfer on Entity Conversion, a person who was a member, etc. of the converting

Mutual Company as of the Effective Date, or a shareholder, etc. or bankruptcy trustee of the Converted Stock Company or the Stock Company set forth in Article 96-9, paragraph (1), item (ix) or a creditor of such Stock Company who has not approved of the Entity Conversion or a shareholder, etc. or bankruptcy trustee of the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion; or

三 前二号に掲げる場合以外の場合 効力発生日において組織変更をする相互会社の社員等であった者又は組織変更後株式会社の株主等、破産管財人若しくは組織変更について承認をしなかった債権者

(iii) in any other case than those listed in the preceding two paragraphs, a person who was a member, etc. of the converting Mutual Company as of the Effective Date, or a shareholder, etc. or bankruptcy trustee of the Converted Stock Company or a creditor of the Converted Stock Company who has not approved of the Entity Conversion.

3 組織変更の無効の訴えは、次の各号に掲げる場合の区分に応じ、当該各号に定める者を被告とする。

(3) An action to invalidate an Entity Conversion is filed against the person listed in the relevant of the following items for the category of cases set forth in that item:

一 前項第一号に掲げる場合 組織変更後株式会社及び組織変更株式交換完全親会社

(i) in the case of item (i) of the preceding paragraph, the Converted Stock Company and the Wholly Owing Parent Company Resulting from the Share Exchange;

二 前項第二号に掲げる場合 組織変更後株式会社及び組織変更株式移転設立完全親会社

(ii) in the case of item (ii) of the preceding paragraph, the Converted Stock Company and the Wholly Owing Parent Company Formed by Share Transfer on Entity Conversion; or

三 前項第三号に掲げる場合 組織変更後株式会社

(iii) in the case of item (iii) of the preceding paragraph, the Converted Stock Company.

4 会社法第八百三十五条第一項（訴えの管轄）、第八百三十六条から第八百三十九条まで（担保提供命令、弁論等の必要的併合、認容判決の効力が及ぶ者の範囲、無効又は取消しの判決の効力）、第八百四十六条（原告が敗訴した場合の損害賠償責任）並びに第九百三十七条第三項（第一号に係る部分に限る。）及び第四項（裁判による登記の嘱託）の規定は組織変更の無効の訴えについて、同法第八百四十条（新株発行の無効判決の効力）の規定は第九十二条の規定による組織変更時発行株式の発行を伴う組織変更の無効判決について、同法第八百四十四条（株式交換又は株式移転の無効判決の効力）の規定は組織変更株式交換又は組織変更株式移転を伴う組織変更の無効判決について、同法第八百六十八条第一項（非訟事件の管轄）、第八百七十一条本文（理由の付記）、第八百七十二条（第二号に係る部分に限る。）（即時抗告）、第八

百七十三条本文（原裁判の執行停止）、第八百七十五条から第八百七十七条まで（非訟事件手続法の規定の適用除外、最高裁判所規則、審問等の必要的併合）及び第八百七十八条第一項（裁判の効力）の規定はこの項において準用する同法第八百四十条第二項の申立てについて、それぞれ準用する。この場合において、同条第一項中「株主」とあるのは「株主又は社員」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 835, paragraph (1) (Jurisdiction over Actions), Articles 836 to 839 (Order to Provide Security, Mandatory Consolidation of Oral Arguments, etc., Persons Affected by a Judgment Being Upheld, Effects of a Judgment of Invalidity, Revocation or Rescission), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (3) (limited to the segment pertaining to item (i)) and paragraph (4) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to an action to invalidate an Entity Conversion; the provisions of Article 840 (Effects of a Judgment of Invalidity of New Share Issue) of that Act apply mutatis mutandis to a judgment of invalidity of an Entity Conversion accompanied by the issuance of shares on Entity Conversion under Article 92; the provisions of Article 844 (Effects of a Judgment of Invalidity of a Share Exchange or Share Transfer) of that Act apply mutatis mutandis to a judgment of invalidity of an Entity Conversion accompanied by a share exchange on Entity Conversion or share transfer on Entity Conversion; and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (ii)) (Immediate Appeal), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Articles 875 to 877 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act, Supreme Court Rules, Mandatory Consolidation of Hearings, etc.) and Article 878, paragraph (1) (Effect of Judicial Decision) of that Act apply mutatis mutandis to an application under Article 840, paragraph (2) of that Act as applied mutatis mutandis pursuant to this paragraph. In this case, the term "shareholder" in Article 878, paragraph (1) is deemed to be replaced with "shareholder or member"; any other necessary technical replacement of terms is specified by Cabinet Order.

5 組織変更株式移転設立完全親会社についての会社法第四百七十五条（清算の開始原因）の規定の適用については、同条中「次に掲げる場合」とあるのは、「次に掲げる場合又は保険業法第九十六条の八第一項に規定する組織変更株式移転を伴う組織変更の無効の訴えに係る請求を認容する判決が確定した場合」とする。

(5) For the purpose of applying the provisions of Article 475 (Causes of Commencement of Liquidation) of the Companies Act to a Wholly Owning Parent Company Formed by Share Transfer on Entity Conversion, the term "in

the cases listed below" in that Article is deemed to be replaced with "in the cases listed below or the cases where a judgment in favor of any claim in an action to invalidate an Entity Conversion accompanied by a share transfer on Entity Conversion under Article 96-8, paragraph (1) of the Insurance Business Act has become final and binding".

第三章 業務 Chapter III Business

(業務の範囲等)

(Scope of Business)

第九十七条 保険会社は、第三条第二項の免許の種類に従い、保険の引受けを行うことができる。

Article 97 (1) An Insurance Company may, in accordance with the types of licenses provided by Article 3, paragraph (2), underwrite insurance.

2 保険会社は、保険料として収受した金銭その他の資産の運用を行うには、有価証券の取得その他の内閣府令で定める方法によらなければならない。

(2) An Insurance Company must invest assets such as money received as insurance premiums by any of the methods specified by Cabinet Office Order, such as acquisition of securities.

第九十七条の二 保険会社は、内閣府令で定める資産については、内閣府令で定めるところにより計算した額を超えて運用してはならない。

Article 97-2 (1) An Insurance Company must not invest assets specified by Cabinet Office Order, in excess of the amount calculated pursuant to the provisions of Cabinet Office Order.

2 前項に定めるところによるほか、保険会社の同一人（当該同一人と内閣府令で定める特殊の関係のある者を含む。次項において同じ。）に対する内閣府令で定める資産の運用の額は、内閣府令で定めるところにより計算した額を超えてはならない。

(2) Beyond the provisions under the preceding paragraph, the amount of assets as specified by Cabinet Office Order to be invested by an Insurance Company regarding one person (including any party specially related to that one person as specified by Cabinet Office Order, with the relevant person; the same applies in the following paragraph) must not exceed the amount calculated pursuant to the provisions of Cabinet Office Order.

3 保険会社が子会社その他の内閣府令で定める特殊の関係のある者（以下この条において「子会社等」という。）を有する場合には、当該保険会社及び当該子会社等又は当該子会社等の同一人に対する内閣府令で定める資産の運用の額は、合算して内閣府令で定めるところにより計算した額を超えてはならない。

(3) If an Insurance Company has a Subsidiary Company or a party to which it is specially related as specified by Cabinet Office Orders (hereinafter referred to

in this Article as "Subsidiary Companies, etc."), the total amount of assets as specified by Cabinet Office Order to be invested in any one person by the Insurance Company and its Subsidiary Companies, etc., or by such Subsidiary Companies, etc. must not exceed the amount calculated pursuant to the provisions of Cabinet Office Order.

第九十八条 保険会社は、第九十七条の規定により行う業務のほか、当該業務に付随する次に掲げる業務その他の業務を行うことができる。

Article 98 (1) An Insurance Company may, in addition to the business it carries out pursuant to the provisions of Article 97, carry out the following and other business incidental thereto:

一 他の保険会社（外国保険業者を含む。）、少額短期保険業者、船主相互保険組合（船主相互保険組合法（昭和二十五年法律第百七十七号）第二条第一項（定義）に規定する船主相互保険組合をいう。）その他金融業を行う者の業務の代理又は事務の代行（内閣府令で定めるものに限る。）

(i) business agency or standing in for the administrative services (limited to those specified by Cabinet Office Order) of other insurance companies (including Foreign Insurers) for Small Amount and Short Term Insurance Companies, shipowners' mutual insurance associations (meaning shipowners' mutual insurance associations prescribed in Article 2, paragraph (1) (Definition) of the Act on Shipowners' Mutual Insurance Associations (Act No. 177 of 1950)), and other persons conducting financial business;

二 債務の保証

(ii) guarantee of obligation;

三 国債、地方債若しくは政府保証債（以下この号において「国債等」という。）の引受け（売出しの目的をもってするものを除く。）又は当該引受けに係る国債等の募集の取扱い

(iii) underwriting (excluding that carried out for the purpose of secondary distribution) of National Government Bonds, local government bonds or Government-Guaranteed Bonds (hereinafter referred to as "National Government Bonds, etc." in this Article) or handling of public offerings of the National Government Bonds, etc. pertaining to that underwriting;

四 金銭債権（譲渡性預金証書その他の内閣府令で定める証書をもって表示されるものを含む。）の取得又は譲渡（資産の運用のために行うものを除く。）

(iv) acquisition or transfer (not for the purpose of asset investment) of monetary claims (including those indicated in any of the certificates specified by Cabinet Office Order, such as certificates of negotiable deposits);

四の二 特定目的会社が発行する特定社債（特定短期社債を除き、資産流動化計画において当該特定社債の発行により得られる金銭をもって指名金銭債権又は指名金銭債権を信託する信託の受益権のみを取得するものに限る。）その他これに準ずる有価証券として内閣府令で定めるもの（以下この号において「特定社債等」とい

う。)の引受け(売出しの目的をもってするものを除く。)又は当該引受けに係る特定社債等の募集の取扱い

(iv)-2 underwriting (excluding that carried out for the purpose of secondary distribution) of Specified Company Bonds issued by Special Purpose Companies (excluding Specified Short-Term Company Bonds and limited to those where only nominative monetary claims or rights of beneficiary of trust into which nominative monetary claims are placed are acquired using the money gained through the issuance of that Specified Company Bonds under Asset Securitization Plans) and any other securities specified by Cabinet Office Order as those equivalent thereto (hereinafter referred to as "Specified Company Bonds, etc." in this item) or handling of public offering of the Specified Company Bonds, etc. pertaining to that underwriting;

四の三 短期社債等の取得又は譲渡(資産の運用のために行うものを除く。)

(iv)-3 acquisition or transfer of short-term Company bonds, etc. (except those for the investment of assets);

五 有価証券(第四号に規定する証書をもって表示される金銭債権に該当するもの及び短期社債等を除く。)の私募の取扱い

(v) handling of a private placement of securities (except those that fall under monetary claims indicated on the certificates prescribed in item (iv) and Short-Term Bonds, etc.);

六 デリバティブ取引(資産の運用のために行うもの及び有価証券関連デリバティブ取引に該当するものを除く。次号において同じ。)であって内閣府令で定めるもの(第四号に掲げる業務に該当するものを除く。)

(vi) Derivative Transactions (excluding those which are carried out for the investment of assets and those which fall under the category of Transactions of Securities-Related Derivatives; the same applies in the following item) that are specified by Cabinet Office Order (excluding those that fall under the category of business listed in item (iv));

七 デリバティブ取引(内閣府令で定めるものに限る。)の媒介、取次ぎ又は代理

(vii) intermediation, brokerage or agency for Derivative Transactions (limited to those specified by Cabinet Office Order);

八 金利、通貨の価格、商品の価格、算定割当量(地球温暖化対策の推進に関する法律(平成十年法律第百十七号)第二条第六項(定義)に規定する算定割当量その他これに類似するものをいう。次条第二項第四号において同じ。)の価格その他の指標の数値としてあらかじめ当事者間で約定された数値と将来の一定の時期における現実の当該指標の数値の差に基づいて算出される金銭の授受を約する取引又はこれに類似する取引であって内閣府令で定めるもの(次号において「金融等デリバティブ取引」という。)のうち保険会社の経営の健全性を損なうおそれがないと認められる取引として内閣府令で定めるもの(資産の運用のために行うもの並びに第四号及び第六号に掲げる業務に該当するものを除く。)

(viii) transactions where the relevant parties promise to give and receive

money calculated based on the difference between the reference value that they have determined in advance, in terms of an indicator such as interest rate, currency value, commodity price or price of Carbon Dioxide Equivalent Quotas (meaning carbon dioxide equivalent quotas defined in Article 2, paragraph (6) (Definitions) of the Act on Promotion of Global Warming Countermeasures (Act No. 117 of 1998) or any other quotas similar thereto; the same applies in item (iv), paragraph (2) of the following Article) on the one hand, and the actual numerical value of that indicator at a fixed point of time in the future, on the other, or any equivalent transactions thereto, that are specified by Cabinet Office Order (referred to as "Financial Derivative Transactions" in the following item) which are transactions found unlikely to damage the soundness of management of an Insurance Company as specified by Cabinet Office Order (excluding those which are carried out for the purpose of asset investment and those falling under the categories of business listed in items (iv) and (vi));

九 金融等デリバティブ取引の媒介、取次ぎ又は代理（第七号に掲げる業務に該当するもの及び内閣府令で定めるものを除く。）

(ix) intermediation, brokerage or agency for Financial Derivative Transactions (excluding business that falls under the category of business specified in item (vii) and those specified by Cabinet Office Order);

十 有価証券関連店頭デリバティブ取引（当該有価証券関連店頭デリバティブ取引に係る有価証券が第四号に規定する証書をもって表示される金銭債権に該当するもの及び短期社債等以外のものである場合には、差金の授受によって決済されるものに限る。次号において同じ。）（資産の運用のために行うものを除く。）

(x) Over-the-Counter Transactions of Securities-Related Derivatives (limited to those that are settled through giving and receiving the difference in the case where the securities pertaining to that Over-the-Counter Transactions of Securities-Related Derivatives fall under the category of monetary claims that are indicated in the form of certificates as prescribed in item (iv) and are not Short-Term Company Bonds, etc.; the same applies in the following item) (except those which are carried out for the investment of assets); and

十一 有価証券関連店頭デリバティブ取引の媒介、取次ぎ又は代理

(xi) intermediation, brokerage or agency for Over-the-Counter Transactions of Securities-Related Derivatives;

十二 機械類その他の物件を使用させる契約であつて次に掲げる要件の全てを満たすものに基づき、当該物件を使用させる業務

(xii) the business of granting the use of machinery or any other item under a contract for granting the use of such property which meets all of the following requirements:

イ 契約の対象とする物件（以下この号において「リース物件」という。）を使用させる期間（以下この号において「使用期間」という。）の中途において契約の

解除をすることができないものであること又はこれに準ずるものとして内閣府令で定めるものであること。

(a) a contract which cannot be cancelled prior to the expiration of the period during which the use of the property covered by the contract (hereinafter referred to as the "Leased Property" in this item) is granted (hereinafter referred to as the "Period of Use" in this item), or a contract specified by Cabinet Office Order as equivalent thereto;

ロ 使用期間において、リース物件の取得価額から当該リース物件の使用期間の満了の時に譲渡するとした場合に見込まれるその譲渡対価の額に相当する金額を控除した額及び固定資産税に相当する額、保険料その他当該リース物件を使用させるために必要となる付随費用として内閣府令で定める費用の合計額を対価として受領することを内容とするものであること。

(b) a contract which provides that during the Period of Use, the total of the amount calculated by deducting an amount equivalent to the transfer value of the Leased Property given on the assumption that the Leased Property is transferred upon the expiration of the Period of Use, from the acquisition cost of the Leased Property, and an amount equivalent to fixed asset tax, insurance premiums and any other expenses specified by Cabinet Office Order as ancillary expenses necessary for granting the use of the Leased Property, is paid as consideration for the granting of the use; and

ハ 使用期間が満了した後、リース物件の所有権又はリース物件の使用及び収益を目的とする権利が相手方に移転する旨の定めがないこと。

(c) a contract which does not provide that upon the expiration of the Period of Use, the ownership for the Leased Property or the right to use or earn profit from the Leased Property is transferred to the other party; and

十三 前号に掲げる業務の代理又は媒介

(xiii) acting as an agent or intermediary for the business set forth in the preceding items.

2 保険会社は、前項第一号に掲げる業務を行おうとするときは、第二百七十五条第三項の規定により同項に規定する保険募集再委託者が保険募集の委託に係る契約の締結について認可を受ける場合を除き、その内容を定めて、内閣総理大臣の認可を受けなければならない。ただし、当該保険会社の子会社その他当該保険会社と内閣府令で定める密接な関係を有する者に係る当該業務を行おうとするときは、あらかじめ、その旨及びその内容を内閣総理大臣に届け出ることをもって足りる。

(2) If an Insurance Company seeks to conduct the business listed in the preceding paragraph, item (i), the Insurance Company must specify its content and obtain authorization from the Prime Minister, except for cases where a Principal Insurance Solicitation Agent prescribed in Article 275, paragraph (3) obtains an authorization for conclusion of contracts relating to entrustment of Insurance Solicitation pursuant to the provisions of that paragraph; provided, however, that when the Insurance Company is to engage in the relevant

business pertaining to the Insurance Company's Subsidiary Company or any other persons specified by Cabinet Office Order as those having close relationships with the relevant Insurance Company, it is sufficient for the Insurance Company to notify the Prime Minister of such fact and the content of the relevant business in advance.

3 第一項第三号の「政府保証債」とは、政府が元本の償還及び利息の支払について保証している社債その他の債券をいう。

(3) The term "Government-Guaranteed Bonds" in paragraph (1), item (iii) means bonds, such as company bonds, for which redemption of the principal and payment of interest are guaranteed by the government.

4 第一項第四号に掲げる業務には同号に規定する証書をもって表示される金銭債権のうち有価証券に該当するものについて、同項第四号の三に掲げる業務には短期社債等について、金融商品取引法第二条第八項第一号から第六号まで及び第八号から第十号まで（定義）に掲げる行為を行う業務を含むものとする。

(4) Business provided for in paragraph (1), item (iv) concerning the monetary claims indicated on the certificates prescribed in the same item which fall under securities and business provided for in the same paragraph, item (iv)-3 concerning Short-Term Bonds, etc. include business through which the actions listed in Article 2, paragraph (8), items (i) to (vi) and items (viii) to (x) (Definitions) of the Financial Instruments and Exchange Act are taken.

5 第一項第四号の二の「特定目的会社」、「資産流動化計画」又は「特定社債」とはそれぞれ資産の流動化に関する法律（平成十年法律第百五号）第二条第三項、第四項又は第七項（定義）に規定する特定目的会社、資産流動化計画又は特定社債をいい、「特定短期社債」とは同法第二条第八項に規定する特定短期社債をいう。

(5) The terms "special purpose company", "asset securitization program" or "specified company bond" in paragraph (1), item (iv)-2 mean the special purpose company, asset securitization program, or specified company bond prescribed in Article 2, paragraph (3), (4), or (7) (Definitions) of the Act on the Liquidation of Assets (Act No. 105 of 1998), respectively, and the term "specified short-term bond" means the specified short-term bond prescribed in Article 2, paragraph (8) of the same Act.

6 第一項第四号の三、第五号及び第十号並びに第四項の「短期社債等」とは、次に掲げるものをいう。

(6) The term "Short-Term Bonds, etc." set forth in paragraph (1), items (iv)-3, (v), and (x), and paragraph (4) means the following bonds:

一 社債、株式等の振替に関する法律第六十六条第一号（権利の帰属）に規定する短期社債

(i) Short-Term Bonds prescribed in Article 66, item (i) (Ownership of Rights) of the Act on Transfer of Bonds, Shares, etc.;

二 削除

(ii) deleted

- 三 投資信託及び投資法人に関する法律（昭和二十六年法律第九十八号）第百三十九条の十二第一項（短期投資法人債に係る特例）に規定する短期投資法人債
- (iii) short-term investment corporation bonds prescribed in Article 139-12, paragraph (1) (Special Provisions Pertaining to Short-term Investment Corporation Bonds) of the Act on Investment Trust and Investment Corporation (Act No. 198 of 1951);
- 四 信用金庫法（昭和二十六年法律第二百三十八号）第五十四条の四第一項（短期債の発行）に規定する短期債
- (iv) Short-Term Bonds prescribed in Article 54-4, paragraph (1) (Issuance of Short-Term Bonds) of the Credit Union Act (Act No. 238 of 1951);
- 五 第六十一条の十第一項に規定する短期社債
- (v) Short-Term Bonds prescribed in Article 61-10, paragraph (1);
- 六 前項に規定する特定短期社債
- (vi) Specified Short-Term Bonds prescribed in the preceding paragraph;
- 七 農林中央金庫法（平成十三年法律第九十三号）第六十二条の二第一項（短期農林債の発行）に規定する短期農林債
- (vii) Short-term Norinchukin Bank debentures prescribed in Article 62-2, paragraph (1) (Issuance of Short-Term Norinchukin Bank Debentures) of the Norinchukin Bank Act (Act No. 93 of 2001); and
- 八 その権利の帰属が社債、株式等の振替に関する法律の規定により振替口座簿の記載又は記録により定まるものとされる外国法人の発行する債券（新株予約権付社債券の性質を有するものを除く。）に表示されるべき権利のうち、次に掲げる要件のすべてに該当するもの
- (viii) of the rights to be indicated in bonds issued by foreign corporations for which ownership of the rights is to be decided based on the entry or record in the transfer account registry pursuant to the provisions of the Act on Transfer of Bonds, Shares, etc. (excluding bonds having a nature of company bonds with share warrant), those that satisfy all of the following requirements:
- イ 各権利の金額が一億円を下回らないこと。
- (a) the amount of each right is not below hundred million yen;
- ロ 元本の償還について、権利の総額の払込みのあった日から一年未満の日とする確定期限の定めがあり、かつ、分割払の定めがないこと。
- (b) there are provisions on a fixed due date for redemption of the principal that is within one year from the day on which the total amount of the rights has been paid, and there are no provisions on an installment plan; and
- ハ 利息の支払期限を、ロの元本の償還期限と同じ日とする旨の定めがあること。
- (c) there are provisions to make the due date for the payment of interest the same date as the due date for the redemption of the principal set forth in (b).

7 第一項第五号の「有価証券の私募の取扱い」とは、有価証券の私募（金融商品取引法第二条第三項（定義）に規定する有価証券の私募をいう。）の取扱いをいう。

(7) The "Handling of Private Placement of Securities" set forth in paragraph (1), item (v) means to handle the Private Placement of Securities (meaning the private placement of securities prescribed in Article 2, paragraph (3) (Definitions) of the Financial Instruments and Exchange Act).

8 第一項第六号又は第七号の「デリバティブ取引」又は「有価証券関連デリバティブ取引」とは、それぞれ金融商品取引法第二条第二十項（定義）に規定するデリバティブ取引又は同法第二十八条第八項第六号（定義）に規定する有価証券関連デリバティブ取引をいう。

(8) The term "Derivative Transactions" or "Transactions of Securities-Related Derivatives" set forth in paragraph (1), item (vi) or (vii) respectively means the Derivative Transactions prescribed in Article 2, paragraph (20) (Definitions) of the Financial Instruments and Exchange Act or the Transactions of Securities-Related Derivatives prescribed in Article 28, paragraph (8), item (vi) (Definitions) of that Act.

9 第一項第十号又は第十一号の「有価証券関連店頭デリバティブ取引」とは、金融商品取引法第二十八条第八項第四号（定義）に掲げる行為をいう。

(9) The term "Over-the-Counter Transactions of Securities-Related Derivatives" in paragraph (1), item (x) or (xi) means the actions listed in Article 28, paragraph (8), item (iv) (Definitions) of the Financial Instruments and Exchange Act

第九十九条 保険会社は、第九十七条及び前条の規定により行う業務のほか、第九十七条の業務の遂行を妨げない限度において、金融商品取引法第三十三条第二項各号（金融機関の有価証券関連業の禁止等）に掲げる有価証券又は取引について、同項各号に定める行為を行う業務（前条第一項の規定により行う業務を除く。）及び当該業務に付随する業務として内閣府令で定めるものを行うことができる。

Article 99 (1) An Insurance Company may, in addition to the business it carries out pursuant to the provisions of Article 97 and the preceding Article, carry out, with regard to the securities or transactions listed in the items of Article 33, paragraph (2) of the Financial Instruments and Exchange Act (Prohibition, etc. of Securities Services by Financial Institutions), business through which the actions listed in the items of the same paragraph (excluding business carried out pursuant to the provisions of the preceding Article, paragraph (1)) and business specified by Cabinet Office Order as incidental thereto, within a limit so as not to preclude the performance of business under Article 97.

2 保険会社は、第九十七条及び前条の規定により行う業務のほか、第九十七条の業務の遂行を妨げない限度において、次に掲げる業務を行うことができる。

(2) In addition to the business it carries out pursuant to the provisions of Article 97 and the preceding Article, an Insurance Company may conduct the following

businesses, within a limit so as not to preclude the performance of business under Article 97:

一 地方債又は社債その他の債券の募集又は管理の受託

(i) subscription or commissioning the administration of bonds such as local government bonds or company bonds;

二 担保付社債信託法により行う担保付社債に関する信託業務

(ii) trust business concerning secured bonds that is carried out pursuant to the Secured Bond Trust Act;

三 金融商品取引法第二十八条第六項（通則）に規定する投資助言業務

(iii) Investment Advisory Business as defined in Article 28, paragraph (6) (General Provisions) of the Financial Instruments and Exchange Act;

四 算定割当量を取得し、若しくは譲渡することを内容とする契約の締結又はその媒介、取次ぎ若しくは代理を行う業務（前条第一項の規定により行う業務を除く。）であって、内閣府令で定めるもの

(iv) conclusion of a contract on obtaining or transferring Carbon Dioxide Equivalent Quotas or business for providing intermediation, brokerage, or agency therefor (excluding business conducted pursuant to paragraph (1) of the preceding Article) that is specified by Cabinet Office Order; and

五 資金決済に関する法律（平成二十一年法律第五十九号）第二条第二項（定義）に規定する資金移動業

(v) fund transfer business defined in Article 2, paragraph (2) (Definitions) of the Act on Financial Settlements (Act No. 59 of 2009).

3 生命保険会社は、第九十七条及び前条の規定により行う業務のほか、第九十七条の業務の遂行を妨げない限度において、信託業法の規定にかかわらず、その支払う保険金について、信託の引受けを行う業務（以下「保険金信託業務」という。）を行うことができる。

(3) A Life Insurance Company may, in addition to the business it carries out pursuant to the provisions of Article 97 and the preceding Article, carry out business through which it underwrites trusts for insurance proceeds paid (hereinafter referred to as "Insurance-Proceed Trust Services"), within a limit so as not to preclude the performance of business under Article 97, notwithstanding the provisions of the Trust Business Act.

4 保険会社が第一項の規定により同項に規定する業務を行おうとする場合には、当該保険会社は、不特定かつ多数の者を相手方とする当該業務については、その内容及び方法を定めて、内閣総理大臣の認可を受けなければならない。当該認可を受けた業務の内容及び方法を変更しようとするときも、同様とする。

(4) An Insurance Company, if it seeks to conduct business prescribed in paragraph (1) pursuant to the provisions of the same paragraph, must set forth the contents and method of any such business in connection with which the other parties are many and unspecified, and obtain authorization from the Prime Minister. The same applies if an Insurance Company seeks to modify the

contents and method of business for which it obtained the relevant authorization.

5 保険会社は、第二項の規定により同項各号に掲げる業務を行おうとするときは、内閣総理大臣の認可を受けなければならない。

(5) An Insurance Company must obtain authorization from the Prime Minister if it seeks to conduct business listed in the items of paragraph (2) pursuant to the provisions of the same paragraph.

6 保険会社は、第二項第一号、第二号及び第五号に掲げる業務に関しては、担保付社債信託法その他の政令で定める法令の適用については、政令で定めるところにより、銀行（相互会社にあつては、これらの法令に規定する株式会社その他の会社又は銀行）とみなす。この場合においては、信託業法第十四条第二項ただし書（商号）の規定は、適用しない。

(6) An Insurance Company, with regard to business listed in paragraph (2), items (i), (ii) and (v), is deemed to be a bank (a company including a stock company or bank prescribed by laws and regulations in the case of a Mutual Company) pursuant to the provisions of Cabinet Order, for the purpose of the application of the laws and regulations specified by Cabinet Order, such as the Secured Bond Trust Act. In this case, the provisions of the proviso (Trade Name) of Article 14, paragraph (2) of the Trust Business Act does not apply.

7 生命保険会社が保険金信託業務を行おうとする場合には、当該生命保険会社は、その方法を定めて、内閣総理大臣の認可を受けなければならない。当該認可を受けた業務の方法を変更しようとするときも、同様とする。

(7) A Life Insurance Company, if it seeks to engage in Insurance-Proceed Trust Services, must set forth the method and obtain authorization from the Prime Minister. The same must apply if a Life Insurance Company seeks to modify the method of business for which it obtained the relevant authorization.

8 信託業法第十一条（営業保証金）、第二十二條（信託業務の委託）、第二十三條（信託業務の委託に係る信託会社の責任）、第二十四條から第三十一條まで（信託の引受けに係る行為準則、金融商品取引法の準用、信託契約の内容の説明、信託契約締結時の書面交付、信託財産状況報告書の交付、信託会社の忠実義務等、信託財産に係る行為準則、重要な信託の変更等、費用等の償還又は前払の範囲等の説明、信託の公示の特例、信託財産に係る債務の相殺）、第四十二條（立入検査等）及び第四十九條（免許等の取消し等の場合の解任手続）並びに金融機関の信託業務の兼営等に関する法律第六条（損失の補てん等を行う旨の信託契約の締結）の規定は、生命保険会社が第三項の規定により保険金信託業務を行う場合について準用する。この場合において、次の表の上欄に掲げる信託業法の規定中同表の中欄に掲げる字句は、同表の下欄に掲げる字句と読み替えるものとする。

(8) The provisions of Article 11 (Business Deposits), Article 22 (Entrustment of Trust Business), Article 23 (Liability of Trust Company Pertaining to Entrustment of Trust Business), and Articles 24 to 31 (Conduct Rules Pertaining to Underwriting of Trust, Application mutatis mutandis of the

Financial Instruments and Exchange Act, Explanation of Contents of Trust Contract, Written Issuance at Conclusion of Trust Contract, Issuance of Report on Trust Property Situation, Duty of Loyalty of Trust Company, etc., Conduct Rules Pertaining to Trust Property, Change of Important Trust, etc., Explanation of Reimbursement of Costs, etc. or Scope of Advance Payment, etc., Special Measures for Public Notice of Trusts, and Debt Set-off Pertaining to Trust Property), Article 42 (Inspection, etc.), and Article 49 (Dismissal Procedure in the Case of Rescission, etc. of License, etc.) of the Trust Business Act and Article 6 (Conclusion of Trust Contract on Loss Compensation, etc.) of the Act on Provision, etc. of Trust Business by Financial Institutions apply mutatis mutandis to cases where a Life Insurance Company engage in Insurance-Proceed Trust Services pursuant to the provisions of paragraph (3). In this case, the phrases listed in the middle column of the following table in the provisions of the Trust Business Act listed in the left column of the table is deemed to be replaced with the phrases listed in the right column of the table.

<p>第十一条第十項 Article 11, paragraph (10)</p>	<p>第七条第三項の登録の更新がされなかった場合、第四十四条第一項の規定により第三条の免許が取り消された場合、第四十五条第一項の規定により第七条第一項の登録が取り消された場合若しくは第四十六条第一項の規定により第三条の免許若しくは第七条第一項の登録 In the case where the registration under Article 7, paragraph (3) is not renewed, in the case where the license under Article 3 is rescinded pursuant to the provisions of Article 44, paragraph (1), in the case where the registration under Article 7, paragraph (1) is rescinded pursuant to the provisions of Article 45, paragraph (1), or the license under Article 3 or registration under Article 7, paragraph (1) pursuant to the provisions of Article 46, paragraph (1)</p>	<p>保険業法第百三十三条若しくは第百三十四条の規定により同法第三条第一項の免許が取り消された場合若しくは同法第二百七十三条の規定により同法第三条第一項の免許 In the case where the license under Article 3, paragraph (1) of the Insurance Business Act is rescinded pursuant to the provisions of Article 133 or 134 of the same Act, or the license under Article 3, paragraph (1) of the same Act pursuant to the provisions of Article 273 of the same Act</p>
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<p>第四十二條第二項 Article 42, paragraph (2)</p>	<p>第十七条から第十九条までの届出若しくは措置若しくは当該 Notification or measures under Article 17 to 19 or the relevant</p>	<p>当該 the relevant</p>
<p>第四十九條第一項 Article 49, paragraph (1)</p>	<p>第七条第三項の登録の更新をしなかった場合、第四十四条第一項の規定により第三条の免許を取り消した場合又は第四十五条第一項の規定により第七条第一項の登録 In the case where the registration under Article 7, paragraph (3) is not renewed, in the case where the license under Article 3 is rescinded pursuant to the provisions of Article 44, paragraph (1), or the registration under Article 7, paragraph (1) pursuant to the provisions of Article 45, paragraph (1)</p>	<p>保険業法第百三十三条又は第百三十四条の規定により同法第三条第一項の免許 License under Article 3, paragraph (1) of the Insurance Business Act pursuant to the provisions of Article 133 or 134 of the same Act</p>

9 生命保険会社が第三項の規定により引き受ける信託契約の締結の代理又は媒介を第三者に委託する場合には、生命保険会社を信託会社とみなして信託業法第二条第八項（定義）及び第五章の規定（これらの規定に係る罰則を含む。）を適用する。この場合において、同章中「所属信託会社」とあるのは「所属生命保険会社」と、同法第七十八条第一項中「第三十四条第一項」とあるのは「保険業法第百十一条第一項及び第二項」とする。

(9) In the case where a Life Insurance Company entrusts a third party to act as an agent or intermediary for the conclusion of a trust contract underwritten pursuant to the provisions of paragraph (3), the Life Insurance Company is deemed to be a trust company and the provisions of Article 2, paragraph (8) (Definitions) and Chapter V (including penal provisions pertaining to these provisions) of the Trust Business Act apply. In this case, the term "affiliated trust company" in the same Chapter means "affiliated Life Insurance Company" and "Article 34, paragraph (1)" in Article 78, paragraph (1) of the same Act means "Article 111, paragraphs (1) and (2) of the Insurance Business Act".

10 第三項の規定により保険金信託業務を行う生命保険会社は、当該保険金信託業務については、租税に関する法令で政令で定めるものの適用については、政令で定めるところにより、信託会社とみなす。

(10) A Life Insurance Company that engages in Insurance-Proceed Trust Services

pursuant to the provisions of paragraph (3) is deemed to be a trust company pursuant to the provisions of Cabinet Order, with regard to the application of what is specified by Cabinet Order in the laws and regulations on taxation with regard to the relevant Insurance-Proceed Trust Services.

(他業の制限)

(Restriction on Other Businesses)

第百条 保険会社は、第九十七条及び前二条の規定により行う業務及び他の法律により行う業務のほか、他の業務を行うことができない。

Article 100 An Insurance Company may not conduct business other than business it conducts pursuant to the provisions of Article 97 and the preceding two Articles and business conducted pursuant to other Acts.

(業務運営に関する措置)

(Measures Concerning Business Operations)

第百条の二 保険会社は、その業務に関し、この法律又は他の法律に別段の定めがあるものを除くほか、内閣府令で定めるところにより、その業務に係る重要な事項の顧客への説明、その業務に関して取得した顧客に関する情報の適正な取扱い、その業務を第三者に委託する場合（当該業務が第二百七十五条第三項の規定により第三者に再委託される場合を含む。）における当該業務の的確な遂行その他の健全かつ適切な運営を確保するための措置を講じなければならない。

Article 100-2 Unless provided otherwise in this Act or any other Act, an Insurance Company, pursuant to the provisions of Cabinet Office Order, must take measures to ensure sound and appropriate management, such as explanation of important particulars of its business to its customers, appropriate handling of customer information acquired in relation to its business, and proper execution of any business entrusted to a third party (including the cases where the relevant business is re-entrusted to a third party pursuant to the provisions of Article 275, paragraph (3)).

(顧客の利益の保護のための体制整備)

(Establishment of a System for the Protection of Customers' Interests)

第百条の二の二 保険会社は、当該保険会社又はその親金融機関等若しくは子金融機関等が行う取引に伴い、当該保険会社又はその子金融機関等が行う業務（保険業その他の内閣府令で定める業務に限る。）に係る顧客の利益が不当に害されることのないよう、内閣府令で定めるところにより、当該業務に関する情報を適正に管理し、かつ、当該業務の実施状況を適切に監視するための体制の整備その他必要な措置を講じなければならない。

Article 100-2-2 (1) Whenever an Insurance Company, its Parent Financial Institution, etc. or Subsidiary Financial Institution, etc. conducts any transaction, such Insurance Company, pursuant to the provisions of Cabinet

Office Order, must properly manage information connected with the business conducted by itself or its Subsidiary Financial Institution, etc. (limited to Insurance Business and any other business specified by Cabinet Office Order), and establish a system for properly supervising the status of implementation of the relevant business or taking any other measures necessary so that the interests of the customer of the relevant business will not be unjustly impaired.

2 前項の「親金融機関等」とは、保険会社の総株主の議決権の過半数を保有している者その他の当該保険会社と密接な関係を有する者として政令で定める者のうち、保険会社、銀行、金融商品取引業者（金融商品取引法第二条第九項（定義）に規定する金融商品取引業者をいう。以下同じ。）その他政令で定める金融業を行う者をいう。

(2) The term "Parent Financial Institution, etc." as used in the preceding paragraph means a person that holds the majority of all shareholders' voting rights in an Insurance Company, and any other person that is specified by Cabinet Order as being closely related to the relevant Insurance Company and which is an Insurance Company, Bank, Financial Instruments Transaction Business Operator (meaning a Financial Instruments Transaction Business Operator as defined in Article 2, paragraph (9) (Definitions) of the Financial Instruments and Exchange Act; the same applies hereinafter), or any other person conducting financial business that is specified by Cabinet Order.

3 第一項の「子金融機関等」とは、保険会社が総株主等の議決権の過半数を保有している者その他の当該保険会社と密接な関係を有する者として政令で定める者のうち、保険会社、銀行、金融商品取引業者その他政令で定める金融業を行う者をいう。

(3) The term "Subsidiary Financial Institution, etc." as used in paragraph (1) means a person in which an Insurance Company holds the majority of All Shareholders' Voting Rights, and any other person that is specified by Cabinet Order as being closely related to the relevant Insurance Company and which is an Insurance Company, Bank, Financial Instruments Transaction Business Operator, or any other person conducting financial business that is specified by Cabinet Order.

（特定関係者との間の取引等）

(Transactions with Specified Related Parties)

第百条の三 保険会社は、その特定関係者（当該保険会社の子会社、当該保険会社の保険主要株主、当該保険会社を子会社とする保険持株会社、当該保険持株会社の子会社（当該保険会社を除く。）その他の当該保険会社と政令で定める特殊の関係のある者をいう。以下この条において同じ。）又はその特定関係者の顧客との間で、次に掲げる取引又は行為をしてはならない。ただし、当該取引又は行為をすることにつき内閣府令で定めるやむを得ない理由がある場合において、内閣総理大臣の承認を受けたときは、この限りでない。

Article 100-3 An Insurance Company must not make the following transactions or take the following actions with any Specified Related Party (meaning its

Subsidiary Company, its Major Shareholder, the Insurance Holding Company of which it is a Subsidiary Company, or a Subsidiary Company of such Insurance Holding Company (other than the relevant Insurance Company itself); hereinafter the same applies in this Article), or any other parties to which an Insurance Company is specially related as specified by Cabinet Order, or with a customer of a Specified Related Party; provided, however, that this does not apply to the cases where the authorization to make such transactions or take such actions is obtained from the Prime Minister for any of the compelling reasons specified by Cabinet Office Order:

一 当該特定関係者との間で行う取引で、当該保険会社の取引の通常条件と著しく異なる条件で行う資産の売買その他の取引

(i) any transaction with the Specified Related Party, such as the purchase and sale of assets, carried out on significantly different terms and conditions from those applied to normal transactions of the relevant Insurance Company; and

二 当該特定関係者との間又は当該特定関係者の顧客との間で行う取引又は行為のうち前号に掲げるものに準ずる取引又は行為で、当該保険会社の業務の健全かつ適切な運営に支障を及ぼすおそれのあるものとして内閣府令で定める取引又は行為

(ii) any transaction made or action taken with the Specified Related Party or the customer of the Specified Related Party which is equivalent to the transaction listed in the preceding item and which is specified by Cabinet Office Order as posing a risk to the sound and appropriate business operation of the relevant Insurance Company.

(無限責任社員等となることの禁止)

(Restriction on Becoming an Unlimited Partner)

第百条の四 保険会社は、持分会社の無限責任社員又は業務を執行する社員となることができない。

Article 100-4 An Insurance Company may not become an unlimited partner or a partner who executes the business of a membership company.

(運用報告書の交付)

(Delivery of Investment Report)

第百条の五 保険会社は、運用実績連動型保険契約（その保険料として収受した金銭を運用した結果に基づいて保険金、返戻金その他の給付金を支払うことを保険契約者に約した保険契約をいう。以下この条、第百十八条第一項、第三百十五条第八号及び第三百十七条の二第七号において同じ。）に基づいて運用する財産について、内閣府令で定めるところにより、当該財産の運用状況その他の内閣府令で定める事項を記載した運用報告書を作成し、当該運用実績連動型保険契約の保険契約者に交付しなければならない。ただし、運用報告書を保険契約者に交付しなくても保険契約者の保護に支障を生ずることがない場合として内閣府令で定める場合は、この限りでない。

Article 100-5 (1) In relation to properties managed based on a Performance-linked Insurance Contract (meaning an insurance contract stipulating that insurance proceeds, refunds or other benefits are paid to the Policyholders in accordance with the performance of investment of the money received as insurance premiums; hereinafter the same applies in this Article, Article 118, paragraph (1), Article 315, item (viii) and Article 317-2, item (vii)), an Insurance Company must prepare an investment report describing the status of investment of the relevant properties and any other matters specified by Cabinet Office Order and deliver it to a Policyholder of the relevant Performance-linked Insurance Contract, pursuant to the provisions of Cabinet Office Order; provided, however, that this does not apply to the case specified by Cabinet Office Order as cases where the protection of Policyholders would not be prejudiced by omission of delivery of the relevant investment report to the Policyholder.

2 保険会社は、前項の規定による運用報告書の交付に代えて、政令で定めるところにより、当該保険契約者の承諾を得て、当該運用報告書に記載すべき事項を電子情報処理組織を使用する方法その他の情報通信の技術を利用する方法であって内閣府令で定めるものにより提供することができる。この場合において、当該保険会社は、当該運用報告書を交付したものとみなす。

(2) In lieu of the delivery of an investment report under the preceding paragraph, an Insurance Company may, with the authorization of the customer pursuant to the provisions of Cabinet Order, communicate the particulars that are required to be included in the investment report by a method using an electronic data processing system or any other method using information and communications technology pursuant to the provisions of Cabinet Office Order. In this case, the Insurance Company is deemed to have delivered the investment report.

3 前二項の規定は、保険会社が締結した運用実績連動型保険契約の保険契約者が金融商品取引法第二条第三十一項（定義）に規定する特定投資家である場合には、適用しない。ただし、保険契約者等の保護のため支障を生ずるおそれがあるものとして内閣府令で定める場合は、この限りでない。

(3) The provisions of the preceding two paragraphs does not apply to cases where a Policyholder under a Performance-linked Insurance Contract concluded by an Insurance Company is a Professional Investor prescribed in Article 2, paragraph (31) (Definitions) of the Financial Instruments and Exchange Act; provided, however, that this does not apply to cases specified by Cabinet Office Order as the cases where protection of Policyholders, etc. may be prejudiced.

(私的独占の禁止及び公正取引の確保に関する法律の適用除外)

(Exclusion from Application of the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade)

第百一条 私的独占の禁止及び公正取引の確保に関する法律の規定は、次条第一項の認可を受けて行う次に掲げる行為には、適用しない。ただし、不公正な取引方法を用いるとき、一定の取引分野における競争を実質的に制限することにより保険契約者若しくは被保険者の利益を不当に害することとなるとき、又は第百五条第四項の規定による公示があった後一月を経過したとき（同条第三項の請求に応じ、内閣総理大臣が第百三条の規定による処分をした場合を除く。）は、この限りでない。

Article 101 (1) The provisions set forth in the Act on Prohibition of Private Monopolization and Maintenance of Fair Trade does not apply to the following actions, which are taken with the authorization set forth in the following Article, paragraph (1); provided, however, that this does not apply to the cases where any unfair trade practices are used, where the substantial restraint of competition in certain fields of trade unjustly harms the interests of Policyholders or the persons insured, or where one month has passed from the day of the public notice that was given under the provisions of Article 105, paragraph (4) (unless the Prime Minister has rendered a disposition under the provisions of Article 103 in response to the request in Article 105, paragraph (3)):

一 航空保険事業（航空機（ロケットを含む。以下この号において同じ。）若しくは航空機により運送される貨物を保険の目的とする保険又は航空機の事故により生じた損害を賠償する責任に関する保険の引受けを行う事業をいい、航空機搭乗中の者の傷害に関する保険の引受けに係る事業を含む。）、原子力保険事業（原子力施設を保険の目的とする保険又は原子力施設の事故により生じた損害を賠償する責任に関する保険の引受けを行う事業をいう。）、自動車損害賠償保障法の規定に基づく自動車損害賠償責任保険事業又は地震保険に関する法律（昭和四十一年法律第七十三号）に規定する地震保険契約に関する事業の固有の業務につき損害保険会社が他の損害保険会社（外国損害保険会社等を含む。）と行う共同行為

(i) concerted actions carried out by a Non-Life Insurance Company with another Non-Life Insurance Company (including foreign non-life insurance companies, etc.) with regard to business specific to the aviation Insurance Business (meaning the business of underwriting insurance whose purpose is to insure aircraft (including rockets; hereinafter the same applies in this item) or cargo transported by aircraft, or insurance concerning liability for the compensation of damage caused by an aircraft accident; including business connected with underwriting injury insurance for persons on board the aircraft), the nuclear Insurance Business (meaning the business of underwriting insurance whose purpose is to insure a nuclear facility, or liability insurance for damage caused by an accident at a nuclear facility), the Automobile Liability Insurance Business based on the provisions of the Automobile Liability Insurance Act, or the business under an earthquake insurance contract prescribed in the Act on Earthquake Insurance (Act No. 73 of 1966); and

二 前号以外の保険の引受けに係る事業において、危険の分散又は平準化を図るためにあらかじめ損害保険会社と他の損害保険会社（外国損害保険会社等を含む。）との間で、共同して再保険することを定めておかなければ、保険契約者又は被保険者に著しく不利益を及ぼすおそれがあると認められる場合に、当該再保険契約又は当該再保険に係る保険契約につき次に掲げる行為の全部又は一部に関し損害保険会社が他の損害保険会社（外国損害保険会社等を含む。）と行う共同行為

(ii) concerted actions taken by a Non-Life Insurance Company with another Non-Life Insurance Company (including foreign non-life insurance companies, etc.) involving all or part of the following actions in connection with a reinsurance contract or insurance contract for reinsurance, if it is found that there is a risk of extreme disadvantage to a Policyholder or those insured unless a Non-Life Insurance Company and another Non-Life Insurance Company (including foreign non-life insurance companies, etc.) jointly provide for reinsurance in advance to carry out risk distribution or equalization with regard to business connected with underwriting insurance not listed in the preceding item:

イ 保険約款の内容（保険料率に係るものを除く。）の決定

(a) ruling on contents of insurance contracts (except those pertaining to the insurance rate);

ロ 損害査定の方法の決定

(b) ruling on the method of damage contribution;

ハ 再保険の取引に関する相手方又は数量の決定

(c) ruling on another party or amount concerning reinsurance transactions;
and

ニ 再保険料率及び再保険に関する手数料の決定

(d) ruling on the reinsurance rate and reinsurance fee.

2 第二百五条第三項の規定による請求が共同行為の内容の一部について行われたときは、その共同行為の内容のうちその請求に係る部分以外の部分については、前項ただし書（同条第四項の規定による公示に係る部分に限る。）の規定にかかわらず、前項本文の規定の適用があるものとする。

(2) If a request under the provisions of Article 105, paragraph (3) is made concerning a Section of the contents of concerted actions, the provisions of the main clause of the preceding paragraph is deemed applicable notwithstanding the provisions of the proviso of the preceding paragraph (limited to the Parts pertaining to the public notice that was given under the provisions of paragraph (4) of the same Article) for Sections of the contents of the concerted actions which do not pertain to the request.

（共同行為の認可）

(Authorization of Concerted Actions)

第百二条 損害保険会社は、前条第一項各号の共同行為を行い、又はその内容を変更し

ようとするときは、内閣総理大臣の認可を受けなければならない。

Article 102 (1) If a Non-Life Insurance Company seeks to carry out concerted actions under the provisions of the items of paragraph (1) of the preceding Article or modify its contents, it must obtain authorization from the Prime Minister.

2 内閣総理大臣は、前項の認可の申請に係る共同行為の内容が次の各号に適合すると認めるときでなければ、同項の認可をしてはならない。

(2) The Prime Minister must not grant the authorization of the preceding paragraph unless the Prime Minister finds that the contents of the concerted actions pertaining to the application for authorization of the same paragraph conform to the following items:

一 保険契約者又は被保険者の利益を不当に害さないこと。

(i) there is no unjust harm to the interest of Policyholders or those insured;

二 不当に差別的でないこと。

(ii) the business is not unfairly discriminatory;

三 加入及び脱退を不当に制限しないこと。

(iii) there is no unreasonable restraint of enrollment and withdrawal; and

四 危険の分散又は平準化その他共同行為を行う目的に照らして必要最小限度であること。

(iv) it stays within the minimum necessary level in light of risk distribution or equalization, or any other purpose of the concerted actions.

(共同行為の変更命令及び認可の取消し)

(Order to Change Concerted Actions and Rescind Authorization)

第百三条 内閣総理大臣は、前条第一項の認可に係る共同行為の内容が同条第二項各号に適合するものでなくなったと認めるときは、その損害保険会社に対し、その共同行為の内容を変更すべきことを命じ、又はその認可を取り消さなければならない。

Article 103 If the Prime Minister finds that the contents of the concerted actions pertaining to the authorization of the preceding Article, paragraph (1) no longer conform to the items of the same Article, paragraph (2), must order the Non-Life Insurance Company to modify the contents of the concerted actions or rescind the authorization.

(共同行為の廃止の届出)

(Notification of Discontinuation of Concerted Actions)

第百四条 損害保険会社は、共同行為を廃止したときは、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

Article 104 A Non-Life Insurance Company, upon abolishing concerted actions must notify the Prime Minister of this without delay.

(公正取引委員会との関係)

(Relationship with the Fair Trade Commission)

第百五条 内閣総理大臣は、第百二条第一項の認可をしようとするときは、あらかじめ、公正取引委員会の同意を得なければならない。

Article 105 (1) If the Prime Minister seeks to grant the authorization set forth in Article 102, paragraph (1), the Prime Minister, in advance, must obtain the consent of the Fair Trade Commission.

2 内閣総理大臣は、第百三条の規定による処分をしたとき、又は前条の規定による届出を受理したときは、遅滞なく、その旨を公正取引委員会に通知しなければならない。

(2) The Prime Minister, upon rendering a disposition under the provisions of Article 103 or accepting a notification under the provisions of the preceding Article, must notify the Fair Trade Commission of this without delay.

3 公正取引委員会は、第百二条第一項の認可を受けた共同行為の内容が同条第二項各号に適合するものでなくなったと認めるときは、内閣総理大臣に対し、第百三条の規定による処分をすべきことを請求することができる。

(3) The Fair Trade Commission may, if it finds that the contents of the concerted actions which obtained the authorization set forth in Article 102, paragraph (1) no longer conform to the items of the same Article, paragraph (2), request the Prime Minister to render a disposition under the provisions of Article 103.

4 公正取引委員会は、前項の規定による請求をしたときは、その旨を官報に公示しなければならない。

(4) The Fair Trade Commission, upon making a request under the provisions of the preceding paragraph, must give public notice of this in the Official Gazette.

(指定生命保険業務紛争解決機関との契約締結義務等)

(Obligation to Conclude a Contract with a Designated Dispute Resolution Organization for Life Insurance Business)

第百五条の二 生命保険会社は、次の各号に掲げる場合の区分に応じ、当該各号に定める措置を講じなければならない。

Article 105-2 (1) A Life Insurance Company must take the measures specified in the following items according to the category of cases set forth in the respective items:

一 指定生命保険業務紛争解決機関（指定紛争解決機関であってその紛争解決等業務の種別が生命保険業務であるものをいう。以下この条において同じ。）が存在する場合 一の指定生命保険業務紛争解決機関との間で生命保険業務に係る手続実施基本契約を締結する措置

(i) if there is a Designated Dispute Resolution Organization for Life Insurance Business (meaning a Designated Dispute Resolution Organization for which the Category of Business of Dispute Resolution, etc. is Life Insurance Business; hereinafter the same applies in this Article): measures to conclude a Master Agreement for Implementation of Dispute Resolution Procedures for Life Insurance Business with a single Designated Dispute Resolution

Organization for Life Insurance Business;

二 指定生命保険業務紛争解決機関が存在しない場合 生命保険業務に関する苦情処理措置（顧客（顧客以外の保険契約者等を含む。以下この号において同じ。）からの苦情の処理の業務に従事する使用人その他の従業者に対する助言若しくは指導を第三百八条の十三第三項第三号に掲げる者に行わせること又はこれに準ずるものとして内閣府令で定める措置をいう。次条、第二百七十二条の十三の二及び第二百九十九条の二において同じ。）及び紛争解決措置（顧客との紛争の解決を認証紛争解決手続（裁判外紛争解決手続の利用の促進に関する法律（平成十六年法律第百五十一号）第二条第三号（定義）に規定する認証紛争解決手続をいう。）により図ること又はこれに準ずるものとして内閣府令で定める措置をいう。次条、第二百七十二条の十三の二及び第二百九十九条の二において同じ。）

(ii) if there is no Designated Dispute Resolution Organization for Life

Insurance Business: Complaint Processing Measures (meaning measures to have the person set forth in Article 308-13, paragraph (3), item (iii) provide advice or guidance to the employee or any other workers working to process complaints from the customers (including Policyholders, etc. other than customers; the same applies in this item) or any other measures specified by Cabinet Office Order as being equivalent thereto; the same applies in the following Article, Article 272-13-2 and Article 299-2) and Dispute Resolution Measures (meaning measures seeking to resolve disputes with customers through Certified Dispute Resolution Procedures (meaning Certified Dispute Resolution Procedures as defined in Article 2, item (iii) (Definition) of the Act on Promotion of Use of Alternative Dispute Resolution (Act No. 151 of 2004) or any other measures specified by Cabinet Office Order as being equivalent thereto; the same applies in the following Article, Article 272-13-2 and Article 299-2) concerning Life Insurance Business.

2 生命保険会社は、前項の規定により手続実施基本契約を締結する措置を講じた場合には、当該手続実施基本契約の相手方である指定生命保険業務紛争解決機関の商号又は名称を公表しなければならない。

(2) If a Life Insurance Company has taken measures to conclude a Master Agreement for Implementation of Dispute Resolution Procedures pursuant to the provisions of the preceding paragraph, the trade name or name of the Designated Dispute Resolution Organization for Life Insurance Business that is the counterparty to the relevant Master Agreement for Implementation of Dispute Resolution Procedures must be made public.

3 第一項の規定は、次の各号に掲げる場合の区分に応じ、当該各号に定める期間においては、適用しない。

(3) The provisions of paragraph (1) do not apply for the periods specified in the following items according to the category of cases set forth in the respective items:

一 第一項第一号に掲げる場合に該当していた場合において、同項第二号に掲げる場

合に該当することとなったとき 第三百八条の二十三第一項の規定による紛争解決等業務の廃止の認可又は第三百八条の二十四第一項の規定による指定の取消しの時に、同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(i) if the relevant case which had fallen under the cases set forth in paragraph (1), item (i), has come to fall under the cases set forth in item (ii) of that paragraph: the period specified by the Prime Minister as the period necessary to take the measures specified in that item at the time of granting authorization for discontinuation of Business of Dispute Resolution, etc. under Article 308-23, paragraph (1) or rescinding the designation under Article 308-24, paragraph (1);

二 第一項第一号に掲げる場合に該当していた場合において、同号の一の指定生命保険業務紛争解決機関の紛争解決等業務の廃止が第三百八条の二十三第一項の規定により認可されたとき、又は同号の一の指定生命保険業務紛争解決機関の第三百八条の二第一項の規定による指定が第三百八条の二十四第一項の規定により取り消されたとき（前号に掲げる場合を除く。） その認可又は取消しの時に、第一項第一号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(ii) if the relevant case had fallen under the cases set forth in paragraph (1), item (i), and the discontinuation of Business of Dispute Resolution, etc. of a single Designated Dispute Resolution Organization for the Life Insurance Business under that item has been authorized under Article 308-23, paragraph (1) or the designation under Article 308-2, paragraph (1) of a single Designated Dispute Resolution Organization for Life Insurance Business under that item has been rescinded pursuant to Article 308-24, paragraph (1) (excluding the case set forth in the preceding item): the period specified by the Prime Minister at the time of granting such authorization or making such rescission, as the period necessary for taking the measures specified in paragraph (1), item (i); and

三 第一項第二号に掲げる場合に該当していた場合において、同項第一号に掲げる場合に該当することとなったとき 第三百八条の二第一項の規定による指定の時に、同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(iii) if the relevant case which had fallen under the cases set forth in paragraph (1), item (ii) has come to fall under the cases set forth in item (i) of that paragraph: the period specified by the Prime Minister at the time of designation under Article 308-2, paragraph (1), as the period necessary to take the measures specified in that item.

(指定損害保険業務紛争解決機関との契約締結義務等)

(Obligation to Conclude a Contract with a Designated Dispute Resolution Organization for Non-Life Insurance Business)

第百五条の三 損害保険会社は、次の各号に掲げる場合の区分に応じ、当該各号に定める措置を講じなければならない。

Article 105-3 (1) A Non-Life Insurance Company must take the measures specified in the following items according to the category of cases set forth in the respective items:

一 指定損害保険業務紛争解決機関（指定紛争解決機関であってその紛争解決等業務の種別が損害保険業務であるものをいう。以下この条において同じ。）が存在する場合 一の指定損害保険業務紛争解決機関との間で損害保険業務に係る手続実施基本契約を締結する措置

(i) if there is a Designated Dispute Resolution Organization for Non-Life Insurance Business (meaning a Designated Dispute Resolution Organization for which the Category of Business of Dispute Resolution, etc. is Non-Life Insurance Business; hereinafter the same applies in this Article): measures to conclude a Master Agreement for Implementation of Dispute Resolution Procedures for Non-Life Insurance Business with a single Designated Dispute Resolution Organization for Non-Life Insurance Business; or

二 指定損害保険業務紛争解決機関が存在しない場合 損害保険業務に関する苦情処理措置及び紛争解決措置

(ii) if there is no Designated Dispute Resolution Organization for Non-Life Insurance Business: Complaint Processing Measures and Dispute Resolution Measures concerning Non-Life Insurance Business.

2 損害保険会社は、前項の規定により手続実施基本契約を締結する措置を講じた場合には、当該手続実施基本契約の相手方である指定損害保険業務紛争解決機関の商号又は名称を公表しなければならない。

(2) If a Non-Life Insurance Company has taken measures to conclude a Master Agreement for Implementation of Dispute Resolution Procedures pursuant to the provisions of the preceding paragraph, the trade name or name of the Designated Dispute Resolution Organization for Non-Life Insurance Business that is the counterparty to the relevant Master Agreement for Implementation of Dispute Resolution Procedures must be made public.

3 第一項の規定は、次の各号に掲げる場合の区分に応じ、当該各号に定める期間においては、適用しない。

(3) The provisions of paragraph (1) do not apply for the periods specified in the following items according to the category of cases set forth in the respective items:

一 第一項第一号に掲げる場合に該当していた場合において、同項第二号に掲げる場合に該当することとなったとき 第三百八条の二十三第一項の規定による紛争解決等業務の廃止の認可又は第三百八条の二十四第一項の規定による指定の取消しの時に、同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(i) if the relevant case which had fallen under the cases set forth in paragraph (1), item (i), has come to fall under the cases set forth in item (ii) of that paragraph: the period specified by the Prime Minister at the time of granting authorization for discontinuation of Business of Dispute Resolution, etc.

under Article 308-23, paragraph (1) or rescinding the designation under Article 308-24, paragraph (1), as the period necessary to take the measures specified in that item;

二 第一項第一号に掲げる場合に該当していた場合において、同号の一の指定損害保険業務紛争解決機関の紛争解決等業務の廃止が第三百八条の二十三第一項の規定により認可されたとき、又は同号の一の指定損害保険業務紛争解決機関の第三百八条の二第一項の規定による指定が第三百八条の二十四第一項の規定により取り消されたとき（前号に掲げる場合を除く。） その認可又は取消しの時に、第一項第一号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(ii) if the relevant case had fallen under the cases set forth in paragraph (1), item (i), and the discontinuation of Business of Dispute Resolution, etc. of a single Designated Dispute Resolution Organization for Non-Life Insurance Business under that item has been authorized under Article 308-23, paragraph (1) or the designation under Article 308-2, paragraph (1) of a single Designated Dispute Resolution Organization for Non-Life Insurance Business under that item has been rescinded pursuant to Article 308-24, paragraph (1) (excluding the case set forth in the preceding item): the period specified by the Prime Minister at the time of granting such authorization or making such rescission, as the period necessary for taking the measures specified in paragraph (1), item (i); and

三 第一項第二号に掲げる場合に該当していた場合において、同項第一号に掲げる場合に該当することとなったとき 第三百八条の二第一項の規定による指定の時に、同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(iii) if the relevant case which had fallen under the cases set forth in paragraph (1), item (ii) has come to fall under the cases set forth in item (i) of that paragraph: the period specified by the Prime Minister at the time of designation under Article 308-2, paragraph (1), as the period necessary to take the measures specified in that item.

第四章 子会社等

Chapter IV Subsidiary Companies

(保険会社の子会社の範囲等)

(Scope of Insurance Company's Subsidiary Companies)

第百六条 保険会社は、次に掲げる会社（以下この条において「子会社対象会社」という。）以外の会社を子会社としてはならない。

Article 106 (1) An Insurance Company must not have as its Subsidiary Company any company other than a company that falls under any of the categories specified in the following items (hereinafter such companies are referred to as a "Company Eligible to Be a Subsidiary Company" in this Article):

一 生命保険会社

(i) a Life Insurance Company;

二 損害保険会社

(ii) a Non-Life Insurance Company;

二の二 少額短期保険業者

(ii)-2 a Small Amount and Short Term Insurance Company;

三 銀行

(iii) a Bank;

四 長期信用銀行法（昭和二十七年法律第百八十七号）第二条（定義）に規定する長期信用銀行（以下「長期信用銀行」という。）

(iv) a long term credit bank as defined in Article 2 (Definitions) of the Long Term Credit Bank Act (Act No. 187 of 1952) (hereinafter referred to as "Long Term Credit Bank");

四の二 資金決済に関する法律第二条第三項（定義）に規定する資金移動業者（第九号に掲げる会社に該当するものを除く。）のうち、資金移動業（同条第二項に規定する資金移動業をいう。）その他内閣府令で定める業務を専ら営むもの（第二百七十一条の二十二第一項第四号の二において「資金移動専門会社」という。）

(iv)-2 fund transfer specialists defined in Article 2, paragraph (3) (Definitions) of the Act on Financial Settlements (excluding those falling under the company set forth in item (ix)) which exclusively conduct Fund Transfer Business (meaning the fund transfer business defined in paragraph (2) of that Article) or any other business specified by Cabinet Office Order (referred to as "Companies Specialized in Fund Transfer" in Article 271-22, paragraph (1), item (iv)-2);

五 金融商品取引業者のうち、有価証券関連業（金融商品取引法第二十八条第八項（通則）に規定する有価証券関連業をいう。以下同じ。）のほか、同法第三十五条第一項第一号から第八号まで（第一種金融商品取引業又は投資運用業を行う者の業務の範囲）に掲げる行為を行う業務その他の内閣府令で定める業務を専ら行うもの（以下「証券専門会社」という。）

(v) a Financial Instruments Transaction Business Operator that, apart from the Securities Services (meaning Securities Services as defined in Article 28, paragraph (8) (General Provisions) of the Financial Instruments and Exchange Act; the same applies hereinafter), exclusively conducts any of the business specified by Cabinet Office Order, such as business in which any of the actions listed in Article 35, paragraph (1), items (i) to (viii) (Scope of Business of Persons Who Engage in Type 1 Financial Instruments Transaction Business or Investment Management) of that Act (hereinafter referred to as "Company Specializing in Securities") are taken;

六 金融商品取引法第二条第十二項（定義）に規定する金融商品仲介業者のうち、金融商品仲介業（同条第十一項（定義）に規定する金融商品仲介業をいい、次に掲げる行為のいずれかを業として行うものに限る。以下この号において同じ。）のほか、金融商品仲介業に付随する業務その他の内閣府令で定める業務を専ら行うもの（以

- 下「証券仲介専門会社」という。)
- (vi) a Financial Instruments Intermediary Service Provider as defined in Article 2, paragraph (12) (Definitions) of the Financial Instruments and Exchange Act that, apart from the Financial Instruments Intermediary Service (meaning the Financial Instruments Intermediary Service defined in Article 2, paragraph (11) (Definitions) of that Act and limited to those in which the following actions are taken in the course of trade; hereinafter the same applies in this item), exclusively conducts any of the business specified by Cabinet Office Order, such as business incidental to Financial Instruments Intermediary Service (hereinafter referred to as "Company Specialized in Securities Intermediation"):
- イ 金融商品取引法第二条第十一項第一号（定義）に掲げる行為
- (a) acts listed in Article 2, paragraph (11), item (i) (Definitions) of the Financial Instruments and Exchange Act;
- ロ 金融商品取引法第二条第十七項（定義）に規定する取引所金融商品市場又は同条第八項第三号ロ（定義）に規定する外国金融商品市場における有価証券の売買の委託の媒介（ハに掲げる行為に該当するものを除く。）
- (b) intermediation for the entrustment of the purchase and sale of securities on Financial Instruments Exchange Markets prescribed in Article 2, paragraph (17) (Definitions) of the Financial Instruments and Exchange Act or Foreign Financial Instruments Markets prescribed in Article 2, paragraph (8), item (iii), (b) (Definitions) of that Act (excluding actions listed in (c));
- ハ 金融商品取引法第二十八条第八項第三号又は第五号（通則）に掲げる行為の委託の媒介
- (c) intermediation for the entrustment of actions listed in Article 28, paragraph (8), item (iii) or (v) (General Provisions) of the Financial Instruments and Exchange Act; and
- ニ 金融商品取引法第二条第十一項第三号（定義）に掲げる行為
- (d) actions listed in Article 2, paragraph (11), item (iii) of the Financial Instruments and Exchange Act;
- 七 信託会社のうち、信託業務（金融機関の信託業務の兼営等に関する法律第一条第一項（兼営の認可）に規定する信託業務をいう。次項第八号イにおいて同じ。）を専ら営む会社（以下「信託専門会社」という。）
- (vii) a trust company specialized in the Trust Business (meaning the Trust Business defined in Article 1, paragraph (1) of the Act on Provision of Trust Business by Financial Institutions; the same applies in item (viii), (a) of the following paragraph) (hereinafter referred to as "Companies Specialized in Trust Business");
- 八 保険業を行う外国の会社
- (viii) foreign companies that conduct Insurance Business;

九 銀行業（銀行法第二条第二項（定義等）に規定する銀行業をいう。以下同じ。）を営む外国の会社（前号に掲げる会社に該当するものを除く。）

(ix) foreign companies that engage in Banking (meaning Banking prescribed in Article 2, paragraph (2) (Definitions, etc.) of the Banking Act; the same applies hereinafter) (excluding those that fall under the category of companies specified in preceding item);

十 有価証券関連業を行う外国の会社（第八号に掲げる会社に該当するものを除く。）

(x) foreign companies that engage in Securities Services (excluding those that fall under the category of companies specified in item (viii));

十一 信託業（信託業法第二条第一項（定義）に規定する信託業をいう。以下同じ。）を営む外国の会社（第八号に掲げる会社に該当するものを除く。）

(xi) foreign companies that conduct Trust Business (means Trust Business prescribed in Article 2, paragraph (1) (Definitions) of the Trust Business Act; the same applies hereinafter) (excluding those that fall under the category of companies specified in item (viii));

十二 従属業務又は金融関連業務を専ら営む会社（従属業務を営む会社にあつては主として当該保険会社、その子会社（第一号、第二号及び第八号に掲げる者に限る。第十項において同じ。）その他これらに類する者として内閣府令で定めるものの営む業務のためにその業務を営んでいるものに限るものとし、金融関連業務を営む会社であつて次に掲げる業務の区分に該当する場合には、当該区分に定めるものに、それぞれ限るものとする。）

(xii) companies that exclusively operate Dependent Services or Finance-Related Services (limited, in case of those which operate Dependent Services, to companies that operate Dependent Services mainly for business operated by the Insurance Company, its Subsidiary Companies (limited to those that fall under any of the categories in item (i), (ii) or (viii); the same applies in paragraph (10)) or other entities specified by Cabinet Office Order as being similar to the Insurance Company and its Subsidiary Companies, and in case of those which operate Finance-Related Services and fall under any of the following business categories, to the cases specified in for the respective categories):

イ 銀行専門関連業務、証券専門関連業務及び信託専門関連業務のいずれも営むものの当該会社の議決権について、当該保険会社の銀行子会社等が合算して、当該保険会社又はその子会社（銀行子会社等、証券子会社等及び信託子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有し、かつ、当該保険会社の証券子会社等が合算して、当該保険会社又はその子会社（銀行子会社等、証券子会社等及び信託子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有し、かつ、当該保険会社の信託子会社等が合算して、当該保険会社又はその子会社（銀行子会社等、証券子会社等及び信託子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有しているもの

(a) companies which operate Specialized Banking-Related Services, Specialized Securities-Related Services and Specialized Trust-Related Services: limited to the case where, among all voting rights in the company, the total voting rights held by the Insurance Company's Banking Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Banking Subsidiary Companies, etc. Securities Subsidiary Companies, etc. and Trust Subsidiary Companies, etc.), and the total voting rights held by the Insurance Company's Securities Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Banking Subsidiary Companies, etc., Securities Subsidiary Companies, etc. and Trust Subsidiary Companies, etc.), and the total voting rights held by the Insurance Company's Trust Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Banking Subsidiary Companies, etc., Securities Subsidiary Companies, etc. and Trust Subsidiary Companies, etc.);

ロ 銀行専門関連業務及び証券専門関連業務のいずれも営むもの（イに掲げるものを除く。） 当該会社の議決権について、当該保険会社の銀行子会社等が合算して、当該保険会社又はその子会社（銀行子会社等及び証券子会社等を除く。）が合算して保有する当該会社の議決権の数を超過して保有し、かつ、当該保険会社の証券子会社等が合算して、当該保険会社又はその子会社（銀行子会社等及び証券子会社等を除く。）が合算して保有する当該会社の議決権の数を超過して保有しているもの

(b) companies which operate Specialized Banking-Related Services and Specialized Securities-Related Services (excluding those falling under the category listed in (a)): limited to the case where, among all voting rights in the company, the total voting rights held by the Insurance Company's Banking Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Banking Subsidiary Companies, etc. and Securities Subsidiary Companies, etc.), and the total voting rights held by the Insurance Company's Securities Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Banking Subsidiary Companies, etc. and Securities Subsidiary Companies, etc.);

ハ 銀行専門関連業務及び信託専門関連業務のいずれも営むもの（イに掲げるものを除く。） 当該会社の議決権について、当該保険会社の銀行子会社等が合算して、当該保険会社又はその子会社（銀行子会社等及び信託子会社等を除く。）が合算して保有する当該会社の議決権の数を超過して保有し、かつ、当該保険会社の信託子会社等が合算して、当該保険会社又はその子会社（銀行子会社等及び信託

子会社等を除く。)が合算して保有する当該会社の議決権の数を超えて保有しているもの

(c) companies which operate Specialized Banking-Related Services and Specialized Trust-Related Services (excluding those falling under the category listed in (a)): limited to the case where, among all voting rights in the company, the total voting rights held by the Insurance Company's Banking Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Banking Subsidiary Companies, etc. and Trust Subsidiary Companies, etc.), and the total voting rights held by the Insurance Company's Trust Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Banking Subsidiary Companies, etc. and Trust Subsidiary Companies, etc.);

ニ 証券専門関連業務及び信託専門関連業務のいずれも営むもの（イに掲げるものを除く。） 当該会社の議決権について、当該保険会社の証券子会社等が合算して、当該保険会社又はその子会社（証券子会社等及び信託子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有し、かつ、当該保険会社の信託子会社等が合算して、当該保険会社又はその子会社（証券子会社等及び信託子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有しているもの

(d) companies which operate Specialized Securities-Related Services and a Specialized Trust-Related Services (excluding those falling under the category listed in (a)): limited to the case where, among all voting rights in the company, the total voting rights held by the Insurance Company's Securities Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Securities Subsidiary Companies, etc. and Trust Subsidiary Companies, etc.), and the total voting rights held by the Insurance Company's Trust Subsidiary Companies, etc. exceeds the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Securities Subsidiary Companies, etc. and Trust Subsidiary Companies, etc.);

ホ 銀行専門関連業務を営むもの（イ、ロ及びハに掲げるものを除く。） 当該会社の議決権について、当該保険会社の銀行子会社等が合算して、当該保険会社又はその子会社（銀行子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有しているもの

(e) companies which operate Specialized Banking-Related Services (excluding those falling under the category listed in (a), (b) or (c)): limited to the case where, among all voting rights in the company, the total voting rights held by the Insurance Company's Banking Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary

Companies (other than its Banking Subsidiary Companies, etc.);

へ 証券専門関連業務を営むもの（イ、ロ及びニに掲げるものを除く。） 当該会社の議決権について、当該保険会社の証券子会社等が合算して、当該保険会社又はその子会社（証券子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有しているもの

(f) companies which operate Specialized Securities-Related Services (other than a company falling under (a), (b) or (d)): limited to the case where among all voting rights in the company, the total voting rights held by the Insurance Company's Securities Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Securities Subsidiary Companies, etc.); and

ト 信託専門関連業務を営むもの（イ、ハ及びニに掲げるものを除く。） 当該会社の議決権について、当該保険会社の信託子会社等が合算して、当該保険会社又はその子会社（信託子会社等を除く。）が合算して保有する当該会社の議決権の数を超えて保有しているもの

(g) companies which operate Specialized Trust-Related Services (excluding those falling under the category listed in (a), (c) or (d)); limited to the case where, among all voting rights in the company, the total voting rights held by the Insurance Company's Trust Subsidiary Companies, etc. exceed the total voting rights held by the Insurance Company and its Subsidiary Companies (other than its Trust Subsidiary Companies, etc.);

十三 新たな事業分野を開拓する会社又は経営の向上に相当程度寄与すると認められる新たな事業活動を行う会社として内閣府令で定める会社（当該会社の議決権を、当該保険会社又はその子会社のうち前号に掲げる会社で内閣府令で定めるもの（次条第七項において「特定子会社」という。）以外の子会社が、合算して、同条第一項に規定する基準議決権数を超えて保有していないものに限る。）

(xiii) companies specified by Cabinet Office Order as those exploring new business fields or conducting new business activities found to contribute considerably to the improvement of management (limited to the case where, among all voting rights in the company, the total voting rights held by the Insurance Company and its Subsidiary Companies other than those falling under the categories listed in the preceding item and specified by Cabinet Office Order (such excluded companies are referred to as a "Specified Subsidiary Company" in paragraph (7) of the following Article) does not exceed the Voting Right Holding Threshold prescribed in paragraph (1) of the same Article);

十四 前各号及び次号に掲げる会社のみを子会社とする持株会社で内閣府令で定めるもの（当該持株会社になることを予定している会社を含む。）

(xiv) among Holding Companies whose Subsidiary Companies consist exclusively of companies falling under any of the categories specified in the preceding items and the following item, those specified by Cabinet Office

Order (including those which are scheduled to become such Holding Companies); and

十五 前各号に掲げる会社のみを子会社とする外国の会社であつて、持株会社と同種のもの又は持株会社に類似するもの（当該会社になることを予定している会社を含み、前号に掲げる会社に該当するものを除く。）

(xv) a foreign company who has only Subsidiary Companies listed in the preceding items, which is identical in type with a Holding Company or is similar to a Holding Company (including a company which is scheduled to become such foreign company, and excluding a company which falls under a company listed in the preceding item).

2 前項において、次の各号に掲げる用語の意義は、当該各号に定めるところによる。

(2) In the preceding paragraph, the meanings of the terms listed in the following items are prescribed respectively in those items:

一 従属業務 保険会社又は前項第二号の二から第十一号までに掲げる会社の行う業務に従属する業務として内閣府令で定めるもの

(i) Dependent Services: Business specified by Cabinet Office Order as being dependent on the business of an Insurance Company or a company falling under any of items (ii)-2 to (xi) of the preceding paragraph;

二 金融関連業務 保険業、銀行業、有価証券関連業又は信託業に付随し、又は関連する業務として内閣府令で定めるもの

(ii) Finance-Related Services: Business specified by Cabinet Office Order as being incidental or related to the Insurance Business, Banking, Securities Services or Trust Business;

三 銀行専門関連業務 専ら銀行業に付随し、又は関連する業務として内閣府令で定めるもの

(iii) Specialized Banking-Related Services: Business specified by Cabinet Office Order as incidental or related exclusively to Banking;

四 証券専門関連業務 専ら有価証券関連業に付随し、又は関連する業務として内閣府令で定めるもの

(iv) Specialized Securities-Related Services: Business specified by Cabinet Office Order as being incidental or related exclusively to the Securities Services;

五 信託専門関連業務 専ら信託業に付随し、又は関連する業務として内閣府令で定めるもの

(v) Specialized Trust-Related Services: Business specified by Cabinet Office Order as being incidental or related exclusively to the Trust Business;

六 銀行子会社等 保険会社の子会社である次に掲げる会社

(vi) Banking Subsidiary Company, etc.: An Insurance Company's Subsidiary Company that falls under any of the following categories:

イ 銀行（長期信用銀行を含む。以下この号において同じ。）又は銀行業を営む外国の会社

- (a) a Bank (including a Long Term Credit Bank; hereinafter the same applies in this item) or a foreign company that operates in banking;
 - ロ イに掲げる会社を子会社とする前項第十四号又は第十五号に掲げる会社
 - (b) a Company falling under item (xiv) or (xv) of the preceding paragraph which has a company falling under (a) as its Subsidiary Company; or
 - ハ その他の会社であつて、当該保険会社の子会社である銀行の子会社のうち内閣府令で定めるもの
 - (c) any other company that is a Subsidiary Company of a Bank that is itself a Subsidiary Company of the Insurance Company and specified by Cabinet Office Order;
- 七 証券子会社等 保険会社の子会社である次に掲げる会社
- (vii) Securities Subsidiary Company, etc.: An Insurance Company's Subsidiary Company that falls under any of the following categories:
- イ 証券専門会社、証券仲介専門会社又は有価証券関連業を行う外国の会社
 - (a) a Company Specializing in Securities, Company Specializing in Securities Intermediation, or foreign company engaged in Securities Services;
 - ロ イに掲げる会社を子会社とする前項第十四号又は第十五号に掲げる会社
 - (b) a Company that falls under the category listed in item (xiv) or (xv) of the preceding paragraph and which has a company that falls under the category listed in (a) above as its Subsidiary Company; and
 - ハ その他の会社であつて、当該保険会社の子会社である証券専門会社又は証券仲介専門会社の子会社のうち内閣府令で定めるもの
 - (c) any other company that is a Subsidiary Company of a Company Specializing in Securities or a Subsidiary Company of a Company Specializing in Securities Intermediation which is a Subsidiary Company of that Insurance Company and is specified by Cabinet Office Order; and
- 八 信託子会社等 保険会社の子会社である次に掲げる会社
- (viii) Trust Subsidiary Company, etc.: An Insurance Company's Subsidiary Company that falls under any of the following categories:
- イ 金融機関の信託業務の兼営等に関する法律第一条第一項（兼営の認可）の認可を受けて信託業務を営む銀行（以下この号において「信託兼営銀行」という。）
 - (a) a Bank that operates in the Trust Business under the authorization set forth in Article 1, paragraph (1) (Authorization for Trust Business) of the Act on the Provision, etc. of Trust Business by Financial Institutions (hereinafter referred to as "Trust Bank" in this item);
 - ロ 信託専門会社又は信託業を営む外国の会社
 - (b) a Company Specialized in Trust Business or a foreign company that operates in the Trust Business;
 - ハ イ又はロに掲げる会社を子会社とする前項第十四号又は第十五号に掲げる会社
 - (c) a Company that falls under the category listed in item (xiv) or (xv) of the preceding paragraph and which has a company that falls under the

category listed in (a) or (b) above as its Subsidiary Company; and

ニ その他の会社であつて、当該保険会社の子会社である信託兼営銀行又は信託専門会社の子会社のうち内閣府令で定めるもの

(d) any other company that is a Subsidiary Company of a Trust Bank or a Company Specialized in Trust Services which is a Subsidiary Company of that Insurance Company and is specified by Cabinet Office Order.

3 第一項の規定は、子会社対象会社以外の会社が、保険会社又はその子会社の担保権の実行による株式又は持分の取得、保険会社又はその子会社による同項第十三号に掲げる会社の株式又は持分の取得その他内閣府令で定める事由により当該保険会社の子会社となる場合には、適用しない。ただし、当該保険会社は、その子会社となった会社が当該事由（当該保険会社又はその子会社による同号に掲げる会社の株式又は持分の取得その他内閣府令で定める事由を除く。）の生じた日から一年を経過する日までに子会社でなくなるよう、所要の措置を講じなければならない。

(3) The provisions of paragraph (1) do not apply where a company other than a Company Eligible to Be a Subsidiary Company became the Subsidiary Company of that Insurance Company due to the acquisition of shares or equity interests as a result of the exercise of security rights by the Insurance Company or its Subsidiary Companies, acquisition of shares or equity interests in a company listed in item (viii) of that paragraph by the Insurance Company or its Subsidiary Companies, or any other events specified by Cabinet Office Order; provided, however, that the Insurance Company must take necessary measures for making the company, which became to its Subsidiary Company in a manner as described as above, cease to be its Subsidiary Company by the day on which one year has elapsed from the date on which that event (excluding an acquisition of shares or equity interests in a company listed in that item by the Insurance Company or its Subsidiary Companies, or any other events specified by Cabinet Office Order) arose.

4 第一項の規定は、保険会社が、現に子会社対象会社以外の外国の会社を子会社としている同項第八号から第十二号までに掲げる会社（同号に掲げる会社にあつては、外国の会社に限る。第六項において同じ。）又は特例対象持株会社（持株会社（子会社対象会社を子会社としている会社に限る。）又は外国の会社であつて持株会社と同種のもの若しくは持株会社に類似するもの（子会社対象会社を子会社としているものに限る、持株会社を除く。）をいう。第六項において同じ。）を子会社とすることにより子会社対象会社以外の外国の会社を子会社とする場合には、適用しない。ただし、当該保険会社は、当該子会社対象会社以外の外国の会社が子会社となった日から五年を経過する日までに当該子会社対象会社以外の外国の会社が子会社でなくなるよう、所要の措置を講じなければならない。

(4) The provisions of paragraph (1) do not apply to the case where an Insurance Company acquires a foreign company other than a Company Eligible to Be a Subsidiary Company by an acquisition of a company listed in items (viii) to (xii) of that paragraph which currently holds a foreign company other than a

Company Eligible to Be a Subsidiary Company as its Subsidiary Company (limited to a foreign company in case of a company listed in that item; the same applies in paragraph (6)) or a Holding Company Eligible for Special Provisions (meaning a Holding Company (limited to a company which holds a Company Eligible to Be a Subsidiary Company as its Subsidiary Company) or a foreign company which is identical in type with a Holding Company or which is similar to a Holding Company (limited to a foreign company which holds a Company Eligible to Be a Subsidiary Company as its Subsidiary Company, and excluding a Holding Company); the same applies in paragraph (6)); provided, however, that the relevant Insurance Company must take necessary measures for making the relevant foreign company which is not a Company Eligible to Be a Subsidiary Company cease to be its Subsidiary Company by the day on which five years has elapsed from the day when the relevant foreign company which is not a Company Eligible to Be a Subsidiary Company became its Subsidiary Company.

5 保険会社は、前項ただし書の期限又はこの項の規定により延長された期限が到来する場合には、その子会社となった子会社対象会社以外の外国の会社を引き続き子会社とすることについて内閣総理大臣の承認を受けて、一年を限り、これらの期限を延長することができる。

(5) When the period under the proviso to the preceding paragraph or the period extended pursuant to the provisions of this paragraph is about to expire, an Insurance Company may extend these periods for only one year by obtaining an approval from the Prime Minister for continual holding of a foreign company other than a Company Eligible to Be a Subsidiary Company which has become its Subsidiary Company.

6 内閣総理大臣は、保険会社につき次の各号のいずれかに該当する場合に限り、前項の承認をするものとする。

(6) The Prime Minister is to grant an approval under the preceding paragraph only if an Insurance Company falls under any of the following items:

一 当該保険会社が、その子会社となった子会社対象会社以外の外国の会社又は当該会社を子会社としている第一項第八号から第十二号までに掲げる会社若しくは特例対象持株会社の本店又は主たる事務所の所在する国の金融市場又は資本市場の状況その他の事情に照らして、前項の期限までにその子会社となった子会社対象会社以外の外国の会社が子会社でなくなるよう、所要の措置を講ずることができないことについてやむを得ない事情があると認められること。

(i) a compelling reason is found for the Insurance Company being unable to implement necessary measures for making the relevant foreign company which is not a Company Eligible to Be a Subsidiary Company cease to be its Subsidiary Company within the period under the preceding paragraph, in light of conditions of financial markets or capital markets of a state where the foreign company which is not a Company Eligible to Be a Subsidiary

Company and which has become its Subsidiary Company, or a company listed in paragraph (1), items (viii) to (xii) or a Holding Company Eligible for Special Provisions which holds the relevant company as its Subsidiary Company has its head office of principal office;

二 当該保険会社の子会社とした第一項第八号から第十二号までに掲げる会社又は特例対象持株会社の事業の遂行のため、当該保険会社の子会社となった子会社対象会社以外の外国の会社を引き続き子会社とすることについてやむを得ない事情があると認められること。

(ii) a compelling reason is found for the Insurance Company to continue to hold the foreign company which is not a Company Eligible to Be a Subsidiary Company which has become its Subsidiary Company, for the purpose of execution of business of a company listed in paragraph (1), items (viii) to (xii) or a Holding Company Eligible for Special Provisions which is held by the relevant Insurance Company as its Subsidiary Company.

7 保険会社は、子会社対象会社のうち、第一項第一号から第十二号まで、第十四号又は第十五号に掲げる会社（従属業務（第二項第一号に掲げる従属業務をいう。以下この項及び第十項において同じ。）又は保険業に付随し、若しくは関連する業務として内閣府令で定めるものを専ら営む会社（従属業務を営む会社にあつては、主として当該保険会社の営む業務のためにその業務を営んでいる会社に限る。）を除く。以下この条及び次条第四項第一号において「子会社対象保険会社等」という。）を子会社としようとするときは、第四百二十二条、第六百六十七条第一項又は第七百七十三条の六第一項の規定により事業の譲受け、合併又は会社分割の認可を受ける場合を除き、あらかじめ、内閣総理大臣の認可を受けなければならない。

(7) If an Insurance Company seeks to have as its Subsidiary Company any of the Companies Eligible to Be a Subsidiary Company listed in paragraph (1), items (i) to (xii), items (xiv) or (xv) (other than a company specialized in Dependent Services (meaning Dependent Services falling under paragraph (2), item (i); hereinafter the same applies in this paragraph and paragraph (10)) or in any business specified by Cabinet Office Order as ancillary or related to the Insurance Business (for a company operates Dependent Services, limited to one that operates them mainly for business operated by the Insurance Company); referred to as "Insurance Company, etc. Eligible to Be a Subsidiary Company" hereinafter in this Article as well as in paragraph (4), item (i) of the following Article), the Insurance Company must obtain in advance the authorization from the Prime Minister, unless it receives an authorization for business acquisition, merger or company split under Article 142, Article 167, paragraph (1) or Article 173-6, paragraph (1).

8 前項の規定は、子会社対象保険会社等が、保険会社又はその子会社の担保権の実行による株式又は持分の取得その他の内閣府令で定める事由により当該保険会社の子会社となる場合には、適用しない。ただし、当該保険会社は、その子会社となった子会社対象保険会社等を引き続き子会社とすることについて内閣総理大臣の認可を受けた

場合を除き、当該子会社対象保険会社等が当該事由の生じた日から一年を経過する日までに子会社でなくなるよう、所要の措置を講じなければならない。

(8) The provisions of the preceding paragraph do not apply where an Insurance Company, etc. Eligible to Be a Subsidiary Company became the Subsidiary Company of an Insurance Company due to the acquisition of its shares or equity interests as a result of the exercise of security rights by the Insurance Company or its Subsidiary Company, or any other justifiable event specified by Cabinet Office Order; provided, however, that the Insurance Company must take necessary measures for the Insurance Company, etc. Eligible to Be a Subsidiary Company to cease to be its Subsidiary Company by the day on which one year has elapsed from the date on which the cause arose, unless the Insurance Company has obtained an authorization from the Prime Minister to allow the Insurance Company etc. Eligible to Be a Subsidiary Company that became its Subsidiary Company, continue to be its Subsidiary Company.

9 第七項の規定は、保険会社が、その子会社としている第一項各号に掲げる会社を当該各号のうち他の号に掲げる会社（子会社対象保険会社等に限る。）に該当する子会社としようとするときについて準用する。

(9) The provisions of paragraph (7) apply mutatis mutandis to the cases where an Insurance Company seeks make a company it has as its Subsidiary Company which falls under any of the categories prescribed in the items of paragraph (1) into a Subsidiary Company that falls under any of the categories prescribed in the items of that paragraph (limited to an Insurance Company, etc. Eligible to Be a Subsidiary Company).

10 第一項第十二号又は第七項の場合において、会社が主として保険会社、その子会社その他これらに類する者として内閣府令で定めるもの又は保険会社の行う業務のために従属業務を営んでいるかどうかの基準は、内閣総理大臣が定める。

(10) In a case falling under paragraph (1), item (xii), or paragraph (7), the Prime Minister is to establish standards for whether a company is operating Dependent Services mainly for an Insurance Company, its Subsidiary Companies, any other similar company specified by Cabinet Office Order, or for the business conducted by an Insurance Company.

(保険会社等による議決権の取得等の制限)

(Restrictions on the Acquisition of Voting Rights by an Insurance Company)

第七百七条 保険会社又はその子会社は、国内の会社（前条第一項第一号から第七号まで、第十二号及び第十四号に掲げる会社並びに特例対象会社を除く。以下この条において同じ。）の議決権については、合算して、その基準議決権数（当該国内の会社の総株主等の議決権に百分の十を乗じて得た議決権の数をいう。以下この条において同じ。）を超える議決権を取得し、又は保有してはならない。

Article 107 (1) An Insurance Company and its Subsidiary Companies may not acquire or hold voting rights in a Domestic Company (excluding companies

falling under the category listed in paragraph (1), items (i) to (vii) of the preceding Article, (xii) or (xiv) and a Company Eligible for Special Provisions; hereinafter the same applies in this Article) in a total number that exceeds the Voting Right Holding Threshold (meaning the number equal to 10 percent of All Shareholders' Voting Rights in the Domestic Company; the same applies in this Article).

2 前項の規定は、保険会社又はその子会社が、担保権の実行による株式又は持分の取得その他の内閣府令で定める事由により、国内の会社の議決権をその基準議決権数を超えて取得し、又は保有することとなる場合には、適用しない。ただし、当該保険会社又はその子会社は、合算してその基準議決権数を超えて取得し、又は保有することとなった部分の議決権については、当該保険会社があらかじめ内閣総理大臣の承認を受けた場合を除き、その取得し、又は保有することとなった日から一年を超えてこれを保有してはならない。

(2) The provisions of the preceding paragraph do not apply to the cases where an Insurance Company and its Subsidiary Companies, following any of the events specified by Cabinet Office Order such as the acquisition of shares or equity interests through exercise of security rights, comes to acquire or hold voting rights in a Domestic Company if the total number of the voting rights held by the Insurance Company and its Subsidiary Companies exceeds the Voting Right Holding Threshold; provided, however, that the Insurance Company or its Subsidiary Companies must not continue to hold the part of the voting rights which it came to acquire or hold in excess of the Voting Right Holding Threshold after one year from the day on which it came to acquire or hold the voting rights, unless the Insurance Company has in advance obtained approval for holding such portion of the voting rights from the Prime Minister.

3 前項ただし書の場合において、内閣総理大臣がする同項の承認の対象には、保険会社又はその子会社が国内の会社の議決権を合算してその総株主等の議決権の百分の五十を超えて取得し、又は保有することとなった議決権のうち当該百分の五十を超える部分の議決権は含まれないものとし、内閣総理大臣が当該承認をするときは、保険会社又はその子会社が合算してその基準議決権数を超えて取得し、又は保有することとなった議決権のうちその基準議決権数を超える部分の議決権を速やかに処分することを条件としなければならない。

(3) In the case referred to in the proviso in the preceding paragraph, if the total number of voting rights acquired or held by the Insurance Company and its Subsidiary Companies exceeds 50 percent of All Shareholders' Voting Rights in a Domestic Company, the Prime Minister's approval given under that paragraph must not cover the part of the voting rights which the Insurance Company and its Subsidiary Companies came to acquire or hold in excess of 50 percent; and the approval of the Prime Minister must be given on the condition that the Insurance Company and its Subsidiary Companies promptly dispose of voting rights they came to acquire or hold in excess of the Voting Right Holding

Threshold.

4 保険会社又はその子会社は、次の各号に掲げる場合には、第一項の規定にかかわらず、当該各号に定める日に保有することとなる国内の会社の議決権がその基準議決権数を超える場合であっても、同日以後、当該議決権をその基準議決権数を超えて保有することができる。ただし、内閣総理大臣は、保険会社又はその子会社が、次の各号に掲げる場合に国内の会社の議決権を合算してその総株主等の議決権の百分の五十を超えて保有することとなるときは、当該各号に規定する認可（第三号に該当する場合には、免許。次項において同じ。）をしてはならない。

(4) Notwithstanding the provisions of paragraph (1), in the case listed in any of the following items, even if the total number of voting rights which an Insurance Company and its Subsidiary Companies will hold in a Domestic Company on the day prescribed in the respective items exceeds the Voting Right Holding Threshold, the Insurance Company and its Subsidiary Companies may hold them after that day; provided, however, that the Prime Minister must not grant the authorization (or the license in the case of item (vi); the same applies in the following paragraph) referred to in the following items, if the total number of voting rights that the relevant Insurance Company and its Subsidiary Companies will hold in the Domestic Company in the case referred to in the respective items exceeds 50 percent of All Shareholders' Voting Rights in that Domestic Company:

一 前条第七項の認可を受けて当該保険会社が子会社対象保険会社等の子会社としたとき（内閣府令で定める場合に限る。）。 その子会社とした日

(i) if the Insurance Company has received the authorization set forth in paragraph (7) of the preceding Article and made a Subsidiary Insurance Company, etc. that is Eligible to Be a Subsidiary Company its Subsidiary Company (limited to the cases specified by Cabinet Office Order): the day on which that company becomes its Subsidiary Company;

二 当該保険会社が第百四十二条の認可を受けて事業の譲受けをしたとき（内閣府令で定める場合に限る。）。 その事業の譲受けをした日

(ii) if the Insurance Company has received the authorization set forth in Article 142 and acquired any other party's business under (limited to the cases specified by Cabinet Office Order): the day on which the acquisition is carried out;

三 第百七十三条の六第一項の認可を受けて共同新設分割（法人が他の法人と共同してする新設分割をいう。）により設立された会社が第三条第一項の免許を受けて当該保険会社になったとき。 その免許を受けた日

(iii) if a company that has been established by Joint Incorporation-Type Split (incorporation-type company split done by a corporation with another corporation) following authorization under Article 173-6, paragraph (1) has obtained a license under Article 3, paragraph (1) and become an Insurance Company: the day companion which it obtains the license;

- 四 当該保険会社が第一百七十三条の六第一項の認可を受けて吸収分割により事業を承継したとき（内閣府令で定める場合に限る。）。 その吸収分割をした日
- (iv) if the Insurance Company has succeeded to any other party's business through an absorption-type split following authorization set forth in Article 173-6, paragraph (1) (limited to the cases specified by Cabinet Office Order): the day on which the absorption-type split is carried out;
- 五 第六十七条第一項の認可を受けて当該保険会社が合併により設立されたとき。 その設立された日
- (v) if the Insurance Company is established by Merger under the authorization set forth in Article 167, paragraph (1): the day on which the Insurance Company is established; and
- 六 当該保険会社が第六十七条第一項の認可を受けて合併をしたとき（当該保険会社が存続する場合に限る。）。 その合併をした日
- (vi) if the Insurance Company carries out a Merger under the authorization set forth in Article 167, paragraph (1) (limited to the cases where the Insurance Company survives the merger): the day on which the Merger is carried out.
- 5 内閣総理大臣は、前項各号に規定する認可をするときは、当該各号に定める日に保険会社又はその子会社が合算してその基準議決権数を超えて保有することとなる国内の会社の議決権のうちその基準議決権数を超える部分の議決権を、同日から五年を経過する日までに内閣総理大臣が定める基準に従って処分することを条件としなければならない。
- (5) The Prime Minister's authorization set forth in the items of the preceding paragraph must be given on the condition that, the portion of the voting rights in the Domestic Company that an Insurance Company and its Subsidiary Companies hold in excess of the Voting Right Holding Threshold as of the day specified in the respective items will be disposed of in accordance with standards set by the Prime Minister by the day on which five years has elapsed from the day.
- 6 保険会社又はその子会社が、国内の会社の議決権を合算してその基準議決権数を超えて保有することとなった場合には、その超える部分の議決権は、当該保険会社が取得し、又は保有するものとみなす。
- (6) If an Insurance Company and its Subsidiary Companies come to hold a total number of voting rights in a Domestic Company which is in excess of the Voting Right Holding Threshold, the portion in excess of the Voting Right Holding Threshold is deemed to be acquired or held by that Insurance Company.
- 7 前各項の場合において、新たな事業分野を開拓する会社又は経営の向上に相当程度寄与すると認められる新たな事業活動を行う会社として内閣府令で定める会社の議決権の取得又は保有については、特定子会社は、保険会社の子会社に該当しないものとみなす。
- (7) In the cases of the referred to in the preceding paragraphs, with respect to

acquisition or holding of voting rights in a company specified by Cabinet Office Order as that exploring new business fields or as those engaged in new business activities which are found to significantly contribute to improvement of business management, a Specified Subsidiary Company is deemed not to be a Subsidiary Company of the Insurance Company.

8 第一項の「特例対象会社」とは、前条第一項第十三号に掲げる会社（保険会社の子会社であるものに限る。）と内閣府令で定める特殊の関係のある会社をいう。

(8) The term "Company Eligible for Special Provisions" in paragraph (1) means a company in special relationship specified by Cabinet Office Order with a company listed in item (xiii), paragraph (1) of the preceding Article (limited to a Subsidiary Company of an Insurance Company).

9 第二条第十五項の規定は、第一項から第七項までの場合において保険会社又はその子会社が取得し、又は保有する議決権について準用する。

(9) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights acquired or held by an Insurance Company or its Subsidiary Companies under paragraphs (1) to (7).

第百八条 削除

Article 108 Deleted

第五章 経理

Chapter V Accounting

(事業年度)

(Business Year)

第百九条 保険会社の事業年度は、四月一日から翌年三月三十一日までとする。

Article 109 The Business Year of an Insurance Company operates from 1 April to 31 March of the next year.

(業務報告書等)

(Business Report)

第百十条 保険会社は、事業年度ごとに、業務及び財産の状況を記載した中間業務報告書及び業務報告書を作成し、内閣総理大臣に提出しなければならない。

Article 110 (1) An Insurance Company must prepare an interim business report and a business report, describing the status of its business and property for submission to the Prime Minister for each business year.

2 保険会社が子会社その他の当該保険会社と内閣府令で定める特殊の関係のある会社（以下この章及び次章において「子会社等」という。）を有する場合には、当該保険会社は、事業年度ごとに、前項の報告書のほか、当該保険会社及び当該子会社等の業務及び財産の状況を連結して記載した中間業務報告書及び業務報告書を作成し、内閣総理大臣に提出しなければならない。

(2) Where an Insurance Company has a Subsidiary Company or any other company to which it is specially related as specified by Cabinet Office Order (referred to as "Subsidiary Company, etc." hereinafter in this Chapter as well as in the following Chapter), the Insurance Company, for each business year, in addition to the report set forth in the preceding paragraph, it must prepare an interim business report and business report describing the status of the business and property of the Insurance Company and its Subsidiary Company, etc. in a consolidated manner for submission to the Prime Minister.

3 前二項の報告書の記載事項、提出期日その他これらの報告書に関し必要な事項は、内閣府令で定める。

(3) The particulars for inclusion in the reports set forth in the preceding two paragraphs, their submission dates and other necessary particulars regarding those reports are specified by Cabinet Office Order.

(業務及び財産の状況に関する説明書類の縦覧等)

(Public Inspection of Explanatory Documents on Business and Property Status)

第百十一条 保険会社は、事業年度ごとに、業務及び財産の状況に関する事項として内閣府令で定めるものを記載した説明書類を作成し、本店又は主たる事務所及び支店又は従たる事務所その他これらに準ずる場所として内閣府令で定める場所に備え置き、公衆の縦覧に供しなければならない。

Article 111 (1) An Insurance Company, for each business year, must prepare explanatory documents detailing the particulars specified by Cabinet Office Order as pertaining to the status of its business and property, and keep them for public inspection at its head office or principal office and branch offices or secondary offices, or any other equivalent place specified by Cabinet Office Order.

2 保険会社の子会社等を有する場合には、当該保険会社は、事業年度ごとに、前項の説明書類のほか、当該保険会社及び当該子会社等の業務及び財産の状況に関する事項として内閣府令で定めるものを当該保険会社及び当該子会社等につき連結して記載した説明書類を作成し、当該保険会社の本店又は主たる事務所及び支店又は従たる事務所その他これらに準ずる場所として内閣府令で定める場所に備え置き、公衆の縦覧に供しなければならない。

(2) If an Insurance Company has a Subsidiary Company, etc., the Insurance Company, for each business year, must prepare in addition to the explanatory documents set forth in the preceding paragraph explanatory documents detailing, with regard to the Insurance Company and its Subsidiary Company, etc., the particulars specified by Cabinet Office Order as pertaining to the status of the business and property of the Insurance Company and its Subsidiary Company, etc. in a consolidated manner, and keep them for public inspection at the Insurance Company's head office or principal office and its branch offices or secondary offices, or any other equivalent place specified by

Cabinet Office Order.

- 3 前二項に規定する説明書類は、電磁的記録をもって作成することができる。
- (3) The explanatory documents set forth in the preceding two paragraphs may be prepared in the form of an electronic or magnetic record.
- 4 第一項又は第二項に規定する説明書類が電磁的記録をもって作成されているときは、保険会社の本店又は主たる事務所及び支店又は従たる事務所その他これらに準ずる場所として内閣府令で定める場所において当該電磁的記録に記録された情報を電磁的方法により不特定多数の者が提供を受けることができる状態に置く措置として内閣府令で定めるものをとることができる。この場合においては、第一項又は第二項に規定する説明書類を、第一項又は第二項の規定により備え置き、公衆の縦覧に供したものとみなす。
- (4) Where the explanatory documents set forth in paragraph (1) or (2) are prepared in the form of an electronic or magnetic record, the Insurance Company may take the measures specified by Cabinet Office Order as measures to ensure that the information recorded in the electronic or magnetic record is available to many and unspecified persons by electronic or magnetic means at its head office or principal office and its branch offices or secondary offices, or any other equivalent place specified by Cabinet Office Order. In this case, the explanatory documents set forth in paragraphs (1) or (2) are deemed to be kept for public inspection pursuant to the provisions of paragraph (1) or (2).
- 5 前各項に定めるもののほか、第一項又は第二項に規定する書類を公衆の縦覧に供する期間その他前各項の規定の適用に関し必要な事項は、内閣府令で定める。
- (5) Beyond what is provided for in the preceding paragraphs, the period for making the documents set forth in paragraphs (1) or (2) available for public inspection and any other particulars that are necessary in order to apply the provisions of the preceding paragraphs are specified by Cabinet Office Order.
- 6 保険会社は、第一項又は第二項に規定する事項のほか、保険契約者その他の顧客が当該保険会社及びその子会社等の業務及び財産の状況を知るために参考となるべき事項の開示に努めなければならない。
- (6) An Insurance Company must strive to disclose, in addition to the particulars set forth in paragraphs (1) or (2), any particulars that should serve as reference for Policyholders and other customers in knowing the status of the business and property of the Insurance Company and its Subsidiary Company, etc.

(株式の評価の特例)

(Special Provisions on Valuation of Shares)

第百十二条 保険会社は、その所有する株式のうち市場価格のあるもの（第百十八条第一項に規定する特別勘定に属するものとして経理されたものを除く。以下この項において同じ。）の時価が当該株式の取得価額を超えるときは、内閣府令で定めるところ

により、内閣総理大臣の認可を受けて、当該株式について取得価額を超え時価を超えない価額を付すことができる。

Article 112 (1) An Insurance Company may, if the current value of the quoted shares that it owns (excluding those shares which are accounted for under the Special Account set forth in Article 118, paragraph (1); hereinafter the same applies in this paragraph) exceeds the acquisition value of such shares, attach to the shares any value that exceeds their acquisition value but does not exceed their current value with the authorization of the Prime Minister, pursuant to the provisions of Cabinet Office Order.

2 前項の規定による評価換えにより計上した利益は、内閣府令で定める準備金に積み立てなければならない。

(2) Any profit recorded as a result of revaluation under the preceding paragraph must be set aside as a Reserve specified by Cabinet Office Order.

(事業費等の償却)

(Amortization of Business Expenditures)

第百十三条 保険会社は、当該保険会社の成立後の最初の五事業年度の事業費に係る金額その他内閣府令で定める金額を、貸借対照表の資産の部に計上することができる。この場合において、当該保険会社は、定款で定めるところにより、当該計上した金額を当該保険会社の成立後十年以内に償却しなければならない。

Article 113 An Insurance Company may credit to the assets on the balance sheet an amount pertaining to its business expenditures for the first five years following the establishment of the Insurance Company as well as any other amount specified by Cabinet Office Order. In this case, the Insurance Company, pursuant to the provisions of its articles of incorporation, must amortize the amount thus credited within ten years from the establishment of the Insurance Company.

(契約者配当)

(Policy Dividend)

第百十四条 保険会社である株式会社は、契約者配当（保険契約者に対し、保険料及び保険料として収受する金銭を運用することによって得られる収益のうち、保険金、返戻金その他の給付金の支払、事業費の支出その他の費用に充てられないものの全部又は一部を分配することを保険約款で定めている場合において、その分配をいう。以下同じ。）を行う場合は、公正かつ衡平な分配をするための基準として内閣府令で定める基準に従い、行わなければならない。

Article 114 (1) Any policy dividend (meaning the distribution to Policyholders, in whole or in Part, of those profits obtained by investing insurance premiums and the money received as insurance premiums which have neither been allocated to any payments such as insurance proceeds or refunds, nor to any business or other expenditures, where such distribution is stipulated in the

insurance contracts, the same applies hereinafter) distributed by a stock Insurance Company must meet the standards specified by Cabinet Office Order as standards for fair and equitable distribution.

2 契約者配当に充てるための準備金の積立てその他契約者配当に関し必要な事項は、内閣府令で定める。

(2) Cabinet Office Order is to specify how to fund the reserves for policy dividends as well as any other necessary particular pertaining to Policyholder dividends.

(価格変動準備金)

(Price Fluctuation Reserve)

第百十五条 保険会社は、その所有する株式その他の価格変動による損失が生じ得るものとして内閣府令で定める資産（次項において「株式等」という。）について、内閣府令で定めるところにより計算した金額を価格変動準備金として積み立てなければならない。ただし、その全部又は一部の金額について積立てをしないことについて内閣総理大臣の認可を受けた場合における当該認可を受けた金額については、この限りでない。

Article 115 (1) An Insurance Company, with regard to the assets specified by Cabinet Office Order as susceptible to losses due to price fluctuation, such as shares (referred to as "Shares, etc." in the following paragraph), within its portfolio, must set aside as a price fluctuation reserves the amount calculated pursuant to the provisions of Cabinet Office Order; provided, however, that this does not apply to any amount exempted from these funding standards by virtue of an authorization granted by the Prime Minister to relieve the Insurance Company of these standards in whole or in part.

2 前項の準備金は、株式等の売買等による損失（売買、評価換え及び外国為替相場の変動による損失並びに償還損をいう。）の額が株式等の売買等による利益（売買、評価換え及び外国為替相場の変動による利益（第百十二条第一項の規定による評価換えにより計上した利益を除く。）並びに償還益をいう。）の額を超える場合においてその差額をてん補に充てる場合を除くほか、取り崩してはならない。ただし、内閣総理大臣の認可を受けたときは、この限りでない。

(2) The Reserves set forth in the preceding paragraph must not be reduced unless it is allocated to compensation for any excess amount of the losses due to buying and selling, etc. of Shares, etc. (meaning losses due to buying and selling, revaluation and fluctuation in foreign exchange rates, and losses on redemption) over the profits due to buying and selling, etc. of Shares, etc. (meaning profits due to buying and selling, revaluation and fluctuation in foreign exchange rates (excluding any profit credited as a result of revaluation under Article 112, paragraph (1)), and gains on redemption); provided, however, that this does not apply to the cases where the Prime Minister has approved such reduction.

(責任準備金)

(Policy Reserve)

第百十六条 保険会社は、毎決算期において、保険契約に基づく将来における債務の履行に備えるため、責任準備金を積み立てなければならない。

Article 116 (1) An Insurance Company, for each accounting period, must set aside a certain amount of money as a policy reserves to prepare for future performance of obligations under its insurance contracts.

2 長期の保険契約で内閣府令で定めるものに係る責任準備金の積立方式及び予定死亡率その他の責任準備金の計算の基礎となるべき係数の水準については、内閣総理大臣が必要な定めをすることができる。

(2) The Prime Minister may set necessary standards for the method of funding the policy reserves pertaining to the long-term insurance contracts specified by Cabinet Office Order, as well as for the levels of the coefficients that should constitute the basis for calculating the amount of the policy reserve, such as expected mortality.

3 前二項に定めるもののほか、保険契約を再保険に付した場合における当該保険契約に係る責任準備金の積立方法その他責任準備金の積立てに関し必要な事項は、内閣府令で定める。

(3) Beyond what is provided for in the preceding two paragraphs, the method of funding the policy reserves pertaining to any reinsured insurance contract and any other particular necessary to the funding of the policy reserves are specified by Cabinet Office Order.

(支払備金)

(Reserve for Outstanding Claims)

第百十七条 保険会社は、毎決算期において、保険金、返戻金その他の給付金（以下「保険金等」という。）で、保険契約に基づいて支払義務が発生したものその他これに準ずるものとして内閣府令で定めるものがある場合において、保険金等の支出として計上していないものがあるときは、支払備金を積み立てなければならない。

Article 117 (1) For each business year, an Insurance Company must set aside a certain amount of money as reserves for outstanding claims, where it has any payments due, such as insurance proceeds or refunds (hereinafter referred to as "Insurance Proceeds, etc." in this paragraph), under its insurance contracts, or any other equivalent payment specified by Cabinet Office Order that has not been recorded as an expenditure for Insurance Proceeds, etc.

2 前項の支払備金の積立てに関し必要な事項は、内閣府令で定める。

(2) Cabinet Office Order is to specify the necessary particulars of the funding of the reserves for outstanding claims set forth in the preceding paragraph.

(生命保険会社における保険契約者等の先取特権)

(Statutory Lien for Policyholders in Life Insurance Company)

第百十七条の二 生命保険会社にあつては、保険契約者（再保険に係る保険契約者を除く。）は被保険者のために積み立てた金額につき、次に掲げる権利（再保険に係る権利を除く。）を有する者はその権利の額につき、それぞれ当該生命保険会社の総財産の上に先取特権を有する。

Article 117-2 (1) In a Life Insurance Company, the Policyholders (excluding the holders of reinsurance policies) and the persons who have any of the following rights (excluding the rights pertaining to reinsurance) have a statutory lien against the whole assets of the Life Insurance Company for the total amount of money paid for the insureds and for the amount of the relevant right, respectively:

一 保険金請求権

(i) Insurance Claims;

二 損害をてん補することを請求する権利（前号に掲げるものを除く。）

(ii) the right to demand compensation for losses (other than the right listed in the preceding item); or

三 返戻金、剰余金、契約者配当に係る配当金その他の給付金（保険金を除く。）を請求する権利

(iii) the right to demand a payment, such as refund, dividend of surplus or policy dividend (other than insurance proceeds).

2 前項の先取特権の順位は、民法第三百六条第一号（共益費用の先取特権）に掲げる先取特権に次ぐ。

(2) The statutory lien set forth in the preceding paragraph is ranked next in priority to the statutory lien set forth in Article 306, item (i) of the Civil Code (Statutory lien for expenses for common interest).

(特別勘定)

(Special Accounts)

第百十八条 保険会社は、運用実績連動型保険契約その他の内閣府令で定める保険契約について、当該保険契約に基づいて運用する財産をその他の財産と区別して経理するための特別の勘定（以下この条において「特別勘定」という。）を設けなければならない。

Article 118 (1) An Insurance Company must, in regards to performance-linked insurance contracts and any other class of insurance contract specified by Cabinet Office Order, create a Special Account to separate the property managed under such insurance contracts from other properties (hereinafter referred to as "Special Account" in this Article).

2 保険会社は、内閣府令で定める場合を除き、次に掲げる行為をしてはならない。

(2) Unless provided otherwise in Cabinet Office Order, an Insurance Company must not take any of the following actions:

一 特別勘定に属するものとして経理された財産を特別勘定以外の勘定又は他の特別

勘定に振り替えること。

(i) transferring any property to be accounted for under a Special Account to a Non-Special Account or to another Special Account; or

二 特別勘定に属するものとして経理された財産以外の財産を当該特別勘定に振り替えること。

(ii) transferring to a Special Account any property other than a property to be accounted for under the Special Account.

3 特別勘定に属する財産の管理の方法その他特別勘定に関し必要な事項は、内閣府令で定める。

(3) Cabinet Office Order is to specify how to manage the property belonging to a Special Account and any other necessary particulars for Special Accounts.

第百十九条 削除

Article 119 Deleted

(保険計理人の選任等)

(Appointment of Actuary)

第百二十条 保険会社（生命保険会社及び内閣府令で定める要件に該当する損害保険会社に限る。第三項及び第百二十二条において同じ。）は、取締役会において保険計理人を選任し、保険料の算出方法その他の事項に係る保険数理に関する事項として内閣府令で定めるものに関与させなければならない。

Article 120 (1) The board of directors of an Insurance Company (limited to a Life Insurance Company or a Non-Life Insurance Company meeting the requirements specified by Cabinet Office Order. The same applies in the paragraph (3) and in Article 122) must appoint an actuary to Participate with regard to the particulars specified by Cabinet Office Order as actuarial particulars involving, among others, the method of calculating insurance premiums.

2 保険計理人は、保険数理に関して必要な知識及び経験を有する者として内閣府令で定める要件に該当する者でなければならない。

(2) The actuary must be a person with necessary knowledge and experience with regard to actuarial science who meets the requirements specified by Cabinet Office Order.

3 保険会社は、保険計理人を選任したとき、又は保険計理人が退任したときは、内閣府令で定めるところにより、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

(3) An Insurance Company, if it has appointed an actuary or if its actuary has left office, must notify the Prime Minister of this without delay, pursuant to the provisions of Cabinet Office Order.

(保険計理人の職務)

(Actuary's Duties)

第二百十一条 保険計理人は、毎決算期において、次に掲げる事項について、内閣府令で定めるところにより確認し、その結果を記載した意見書を取締役会に提出しなければならない。

Article 121 (1) The actuary, for each accounting period, must check the following particulars pursuant to the provisions of Cabinet Office Order and submit to the board of directors a written opinion describing their findings:

一 内閣府令で定める保険契約に係る責任準備金が健全な保険数理に基づいて積み立てられているかどうか。

(i) whether the policy reserves pertaining to the insurance contracts specified by Cabinet Office Order has been funded according to sound actuarial practice;

二 契約者配当又は社員に対する剰余金の分配が公正かつ衡平に行われているかどうか。

(ii) whether policy dividends or dividends of surplus to members have been distributed in a fair and equitable manner; and

三 その他内閣府令で定める事項

(iii) any other particular specified by Cabinet Office Order.

2 保険計理人は、前項の意見書を取締役会に提出した後、遅滞なく、その写しを内閣総理大臣に提出しなければならない。

(2) The actuary must, without delay, submit a copy of the written opinion to the Prime Minister, following the submission to the board of directors of the written opinion set forth in the preceding paragraph.

3 内閣総理大臣は、保険計理人に対し、前項の意見書の写しについてその説明を求め、その他その職務に属する事項について意見を求めることができる。

(3) The Prime Minister may request the actuary to provide explanations about the copy of their written opinion set forth in the preceding paragraph and to present an opinion on any other particular within the scope of their duties.

4 前三項に定めるもののほか、第一項の意見書に関し必要な事項は、内閣府令で定める。

(4) Beyond what is provided for in the preceding three paragraphs, any necessary particulars of a written opinion as set forth in paragraph (1) is specified by Cabinet Office Order.

(保険計理人の解任)

(Dismissal of Actuary)

第二百十二条 内閣総理大臣は、保険計理人が、この法律又はこの法律に基づく内閣総理大臣の処分違反したときは、当該保険会社に対し、その解任を命ずることができる。

Article 122 The Prime Minister may order an Insurance Company to dismiss its actuary, if the latter has violated any provisions of this Act or any dispositions

of the Prime Minister under this Act.

(指定等)

(Designation)

第百二十二条の二 内閣総理大臣は、一般社団法人であつて、次項に規定する業務に関し次に掲げる基準に適合すると認められるものを、その申請により、同項に規定する業務を行う者として指定することができる。

Article 122-2 (1) The Prime Minister may, on application, designate a general incorporated association that they consider to conform to the following standards regarding the business set forth in the following paragraph as a person to conduct such business:

一 業務を確実に遂行するに足りる経理的及び技術的な基礎を有すると認められること。

(i) the incorporated association is found to have sufficient accounting and technical expertise to ensure proper performance of its business; and

二 前号に定めるもののほか、業務を公正かつ適確に実施することができるものであること。

(ii) beyond the standard set forth in the preceding item, the incorporated association has the ability to implement its business in a fair and appropriate manner.

2 前項の規定により指定された法人（以下この条において「指定法人」という。）は、次に掲げる業務を行うものとする。

(2) An incorporated association designated pursuant to the provisions of the preceding paragraph (hereinafter referred to as "Designated Association" in this Article) is to conduct any of the following business:

一 保険数理の専門的知識及び技能を有する者の養成及び研修を行うこと。

(i) developing and training persons with expert knowledge and skills on actuarial science;

二 保険数理に関し、必要な調査研究を行い、統計を作成し、資料を収集し、又は情報の提供を行うこと。

(ii) conducting necessary research and study, preparing statistics, collecting data, or providing information regarding actuarial science;

三 第百十六条第二項に規定する責任準備金の計算の基礎となるべき係数の水準その他の保険数理に関する事項に係る業務であつて、内閣総理大臣から委託を受けたものを行うこと。

(iii) any business involving the levels of coefficients that should constitute the basis for calculating the amount of the policy reserves set forth in Article 116, paragraph (2) or pertaining to any other actuarial particular, with which the Prime Minister has entrusted it; or

四 前三号に掲げる業務に附帯する業務

(iv) business incidental to any of the business listed in the preceding three

items.

3 内閣総理大臣は、前項に規定する業務の運営に関し改善が必要であると認めるときは、指定法人に対し、その改善に必要な措置をとるべきことを命ずることができる。

(3) If the Prime Minister finds that an improvement is required in the operation of business set forth in the preceding paragraph, they may order the Designated Association to take necessary measures for such improvement.

4 内閣総理大臣は、第二項に規定する業務の適正な運営を確保するため必要があると認めるときは、指定法人に対し同項に規定する業務若しくは財産に関し必要な報告を求め、又はその職員に、指定法人の事務所に立ち入らせ、同項に規定する業務若しくは財産の状況に関し質問させ、若しくは帳簿書類その他の物件を検査させることができる。

(4) If the Prime Minister finds it necessary for ensuring proper operation of business specified in paragraph (2), the Prime Minister may request the Designated Association to submit as necessary a report on the services under that paragraph or its property, or have officials to enter the Designated Association's offices, ask questions about the business provided for in that paragraph or its property or inspect its books and documents and other related materials.

5 内閣総理大臣は、指定法人が次の各号のいずれかに該当するときは、第一項の指定（第二号及び次項において「指定」という。）を取り消すことができる。

(5) The Prime Minister may rescind a designation under paragraph (1) (referred to as "Designation" in item (ii) and the following paragraph), if the Designated Association:

一 第二項に規定する業務を公正かつ適確に実施することができないと認められるとき。

(i) is found to be unable to implement its business under paragraph (2) in a fair and appropriate manner;

二 指定に関し不正の行為があったとき。

(ii) has committed any wrongful conduct in relation to the Designation; or

三 第三項の規定による命令に違反したとき。

(iii) has violated an order under paragraph (3).

6 前各項に定めるもののほか、指定の手續その他指定法人に関し必要な事項は、内閣府令で定める。

(6) Beyond what is provided for in the preceding paragraphs, the procedure of Designation and any other necessary particulars involving Designated Associations are specified by Cabinet Office Order.

第六章 監督

Chapter VI Supervision

(事業方法書等に定めた事項の変更)

(Change of Particulars Prescribed in Statement of Business Procedures)

第二百二十三条 保険会社は、第四条第二項第二号から第四号までに掲げる書類に定めた事項（保険契約者等の保護に欠けるおそれが少ないものとして内閣府令で定める事項を除く。）を変更しようとするときは、内閣総理大臣の認可を受けなければならない。

Article 123 (1) An Insurance Company must obtain authorization from the Prime Minister if it seeks to modify the particulars prescribed in the documents listed in Article 4, paragraph (2), items (ii) to (iv) (except the particulars specified by Cabinet Office Order as being not very likely to impair the protection of Policyholders, etc.).

2 保険会社は、前項に規定する書類に定めた事項を変更しようとする場合で、同項の内閣府令で定める事項を変更しようとするときは、あらかじめ当該変更しようとする旨を内閣総理大臣に届け出なければならない。

(2) If an Insurance Company seeks to modify the particulars specified by Cabinet Office Order set forth in the preceding paragraph in the case where it seeks to modify the particulars prescribed in the documents prescribed in the same paragraph, the Insurance Company must notify the Prime Minister thereof in advance.

(事業方法書等に定めた事項の変更の認可)

(Authorization of Change of Particulars Prescribed in Statement of Business Procedures)

第二百二十四条 内閣総理大臣は、前条第一項の認可の申請があったときは、次の各号に掲げる事項について、当該各号に定める基準に適合するかどうかを審査しなければならない。

Article 124 Whenever an application has been filed for the authorization referred to in the preceding Article, paragraph (1), the Prime Minister must examine whether the particulars set forth in each of the following items conform to the standards prescribed in the relevant item:

一 第四条第二項第二号及び第三号に掲げる書類に定めた事項 第五条第一項第三号イからホまでに掲げる基準

(i) particulars given in the documents listed in Article 4, paragraph (2), items (ii) and (iii): the standards set forth in Article 5, paragraph (1), item (iii), (a) to (e); and

二 第四条第二項第四号に掲げる書類に定めた事項 第五条第一項第四号イからハまでに掲げる基準

(ii) particulars given in the documents listed in Article 4, paragraph (2), item (iv): the standards set forth in Article 5, paragraph (1), item (iv), (a) to (c).

(事業方法書等に定めた事項の変更の届出等)

(Notification of Change of Particulars Prescribed in Statement of Business Procedures)

第百二十五条 第百二十三条第二項の規定による届出があった場合には、内閣総理大臣が当該届出を受理した日の翌日から起算して九十日を経過した日に、当該届出に係る変更があったものとする。

Article 125 (1) In the case where a notification under the provisions of Article 123, paragraph (2) is made, it is deemed that the change pertaining to the relevant notification was made on the day on which 90 days have passed since the day immediately following the date on which the Prime Minister received the relevant notification.

2 内閣総理大臣は、第百二十三条第二項の規定による届出に係る事項が第五条第一項第三号イからホまで又は第四号イからハマまでに掲げる基準に適合していると認めるときは、前項に規定する期間を相当と認める期間に短縮することができる。この場合において、内閣総理大臣は、当該届出をした者に対し、遅滞なく、当該短縮後の期間を通知しなければならない。

(2) If the Prime Minister finds that the particulars of a notification under the provisions of Article 123, paragraph (2) conform to the standards listed in Article 5, paragraph (1), item (iii), (a) to (e) or item (iv), (a) to (c), the Prime Minister may shorten the period of time prescribed in the preceding paragraph to a period of time found to be reasonable. In this case, the Prime Minister, without delay, must give notice of the shortened period of time to the person that made the relevant notification.

3 内閣総理大臣は、第百二十三条第二項の規定による届出に係る事項が第五条第一項第三号イからホまで又は第四号イからハマまでに掲げる基準に適合するかどうかについて審査するため相当の期間を要し、当該審査が第一項に規定する期間内に終了しないと認める相当の理由があるときは、当該期間を相当と認める期間に延長することができる。この場合において、内閣総理大臣は、当該届出をした者に対し、遅滞なく、当該延長後の期間及び当該延長の理由を通知しなければならない。

(3) If there are reasonable grounds requiring a reasonable period of time for examining whether the particulars of a notification under the provisions of Article 123, paragraph (2) conform to the standards listed in Article 5, paragraph (1), item (iii), (a) to (e) or item (iv), (a) to (c) and if the Prime Minister finds that the relevant examination will not terminate within the period of time prescribed in paragraph (1), the Prime Minister may extend the period of time to a period found to be reasonable. In this case, the Prime Minister, without delay, must give notice of the extended period of time and the reasons for the extension to the person that made the relevant notification.

4 内閣総理大臣は、第百二十三条第二項の規定による届出に係る事項が第五条第一項第三号イからホまで又は第四号イからハマまでに掲げる基準に適合しないと認めるときは、当該届出を受理した日の翌日から起算して九十日を経過する日までの期間（前項の規定により当該期間が延長された場合にあっては、当該延長後の期間）内に限り、当該届出をした者に対し、期限を付して当該届出に係る事項について変更を命じ、又は当該届出の撤回を命ずることができる。

(4) If the Prime Minister finds that the particulars of the notification under the provisions of Article 123, paragraph (2) do not conform to the standards listed in Article 5, paragraph (1), item (iii), (a) to (e) or item (iv), (a) to (c), the Prime Minister may order the person that made the relevant notification to modify the particulars of the relevant notification for a limited period or revoke the relevant notification, limited to within a period of time until the day on which 90 days have passed since the day following the date on which the relevant notification was received (the extended period of time in the case where the period of time is extended pursuant to the provisions of the preceding paragraph).

(定款の変更の認可)

(Authorization of Amendments to the Articles of Incorporation)

第二百六条 保険会社の次に掲げる事項に係る定款の変更についての株主総会又は社員総会若しくは総代会の決議は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 126 Any resolution of the shareholders' meeting or the general meeting or the Member Representatives Meeting concerning any amendment in the articles of incorporation involving the following particulars of an Insurance Company is not to come into effect without obtaining the authorization of the Prime Minister:

一 商号又は名称

(i) trade name or name;

二 基金の償却に関する事項

(ii) the particulars of the redemption of funds;

三 社員の退社事由

(iii) reasons for the withdrawal of members;

四 総代の定数及び選出方法に関する事項

(iv) the set number of representative members and the particulars of how they are selected;

五 第六十三条第一項の契約に関する事項

(v) the particulars of the contract set forth in Article 63, paragraph (1);

六 第八十六条第五項の組織変更後株式会社における契約者配当に係る方針に関する事項

(vi) the particulars of the policy on Policyholders' dividends in a Converted Stock Company set forth in Article 86, paragraph (5);

七 第八十二条の残余財産の処分に関する事項

(vii) the particulars of the appropriation of residual assets set forth in Article 182;

八 第二百四十条の五第五項の方針に関する事項

(viii) the particulars of the policy set forth in Article 240-5, paragraph (5).

(届出事項)

(Particulars Requiring Notice)

第二百二十七条 保険会社は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、その旨を内閣総理大臣に届け出なければならない。

Article 127 (1) An Insurance Company must, if it falls under any of the following items, notify the Prime Minister of this pursuant to the provisions of Cabinet Office Order:

一 保険業を開始したとき。

(i) if it has commenced Insurance Business;

二 第百六条第一項第十二号又は第十三号に掲げる会社（同条第七項の規定により子会社とすることについて認可を受けなければならないとされるものを除く。）を子会社としようとするとき（第百四十二条、第百六十七条第一項又は第百七十三条の六第一項の規定による認可を受けて事業の譲受け、合併又は会社分割をしようとする場合を除く。）。

(ii) if it seeks to have a company falling under the category specified in Article 106, paragraph (1), item (xii) or (xiii) (excluding one for which paragraph (7) provides that in order to have such a company as its Subsidiary Company, an Insurance Company is to obtain authorization) become its Subsidiary Company (excluding the case where it seeks to acquire a business or to effect a merger or company split upon obtaining authorization pursuant to the provisions of Article 142, Article 167, paragraph (1) or Article 173-6, paragraph (1));

三 その子会社が子会社でなくなったとき（第百四十二条又は第百七十三条の六第一項の規定による認可を受けて事業の譲渡又は会社分割をした場合を除く。）、又は第百六条第七項に規定する子会社対象保険会社等に該当する子会社が当該子会社対象保険会社等に該当しない子会社になったとき。

(iii) if its Subsidiary Company ceases to be its Subsidiary Company (other than due to a business transfer or company split implemented with the authorization under the provisions of Article 142 or Article 173-6, paragraph (1)), or if a Subsidiary Company that falls under the category of an Insurance Company, etc. That Is Eligible to Be a Subsidiary Company prescribed in Article 106, paragraph (7) becomes a Subsidiary Company that does not fall under the category of an Insurance Company, etc. That Is Eligible to Be a Subsidiary Company;

四 資本金の額又は基金の総額を増額しようとするとき。

(iv) if it seeks to increase the amount of capital or the total amount of funds;

五 他に特段の定めのある事項以外の事項に係る定款の変更をしたとき。

(v) if it modifies the articles of incorporation with regard to particulars other than those provided for otherwise;

六 外国において支店若しくは従たる事務所又は駐在員事務所を設置しようとする

き。

(vi) if it seeks to establish a branch office or secondary office or representative office in a foreign state;

七 その総株主の議決権の百分の五を超える議決権が一の株主により取得又は保有されることとなったとき。

(vii) if its voting rights are acquired or come to be held by a single shareholder, in excess of 5 percent of all shareholders' voting rights; or

八 その他内閣府令（金融破綻処理制度及び金融危機管理に係るものについては、内閣府令・財務省令）で定める場合に該当するとき。

(viii) if it falls under any of the other cases specified by Cabinet Office Order (Cabinet Office Order or Order of the Ministry of Finance for those pertaining to the financial bankruptcy processing system and financial crisis management).

2 第二条第十五項の規定は、前項第七号に規定する一の株主が取得し、又は保有することとなった保険会社の議決権について準用する。

(2) The provisions of Article 2, paragraph (15) applies mutatis mutandis to the voting rights in an Insurance Company to be acquired or held by one shareholder prescribed in the preceding paragraph, item (vii).

（報告又は資料の提出）

(Submission of Reports or Materials)

第百二十八条 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、保険会社に対し、その業務又は財産の状況に関し報告又は資料の提出を求めることができる。

Article 128 (1) If the Prime Minister finds it necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of an Insurance Company, the Prime Minister may require the Insurance Company to submit reports or materials concerning the status of its business or property.

2 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため特に必要があると認めるときは、その必要の限度において、当該保険会社の子法人等（子会社その他保険会社がその経営を支配している法人として内閣府令で定めるものをいう。次項並びに次条第二項及び第三項において同じ。）又は当該保険会社から業務の委託を受けた者（その者から委託（二以上の段階にわたる委託を含む。）を受けた者を含む。次項並びに同条第二項及び第三項において同じ。）に対し、当該保険会社の業務又は財産の状況に関し参考となるべき報告又は資料の提出を求めることができる。

(2) If and to the extent that the Prime Minister finds it particularly necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of an Insurance Company, the Prime Minister may require the relevant Insurance Company's Subsidiary Corporation, etc. (meaning a

Subsidiary Company or any other corporation specified by Cabinet Office Order as one whose operations are controlled by an Insurance Company; the same applies in the following paragraph and paragraphs (2) and (3) of the following Article) or a person the Insurance Company has entrusted with its business (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements); the same applies in the following paragraph, and paragraphs (2) and (3) of that Article), to submit reports or materials that would helpful to understand the status of the business or property of the Insurance Company.

3 保険会社の子法人等又は当該保険会社から業務の委託を受けた者は、正当な理由があるときは、前項の規定による報告又は資料の提出を拒むことができる。

(3) An Insurance Company's Subsidiary Corporation, etc. or a person that an Insurance Company has entrusted with its business may refuse to submit reports or materials required under the provisions of the preceding paragraph if there are justifiable grounds for it to do so.

(立入検査)

(Inspection)

第百二十九条 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、当該職員に、保険会社の営業所、事務所その他の施設に立ち入らせ、その業務若しくは財産の状況に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

Article 129 (1) If the Prime Minister finds it necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of an Insurance Company, the Prime Minister may have their officials enter a facility of the Insurance Company, such as a business or other office, ask questions about the status of its business or property, or inspect relevant objects such as books and documents.

2 内閣総理大臣は、前項の規定による立入り、質問又は検査を行う場合において特に必要があると認めるときは、その必要の限度において、当該職員に、保険会社の子法人等若しくは当該保険会社から業務の委託を受けた者の施設に立ち入らせ、当該保険会社に対する質問若しくは検査に必要な事項に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

(2) If and to the extent that the Prime Minister finds it particularly necessary in entering a site, asking questions, or conducting an inspection under the preceding paragraph, the Prime Minister may have their officials enter a facility of the Insurance Company's Subsidiary Corporation, etc. or of a person the Insurance Company has entrusted with its business, have such officials question the Insurance Company or ask questions about any particulars that are necessary for their inspection, or have such officials inspect relevant objects such as books and documents.

3 保険会社の子法人等又は当該保険会社から業務の委託を受けた者は、正当な理由があるときは、前項の規定による質問及び検査を拒むことができる。

(3) An Insurance Company's Subsidiary Corporation, etc. or a person that an Insurance Company has entrusted with its business may refuse the questioning and inspection under the provisions of the preceding paragraph if there are justifiable grounds for it to do so.

(健全性の基準)

(Standard of Integrity)

第百三十条 内閣総理大臣は、保険会社又は保険会社及びその子会社等に係る次に掲げる額を用いて、保険会社の経営の健全性を判断するための基準として保険金等の支払能力の充実の状況が適当であるかどうかの基準を定めることができる。

Article 130 The Prime Minister may use the following amounts with respect to an Insurance Company or pertaining to an Insurance Company and its Subsidiary Companies, etc. and establish whether or not the Insurance Company has an appropriate level of solvency in terms of its ability to pay for Insurance Proceeds, etc. as the standard by which the integrity of its business management is determined:

一 資本金、基金、準備金その他の内閣府令で定めるものの額の合計額

(i) total amount of the items specified by Cabinet Office Order such as capital, funds and reserves; and

二 引き受けている保険に係る保険事故の発生その他の理由により発生し得る危険であつて通常の予測を超えるものに対応する額として内閣府令で定めるところにより計算した額

(ii) amount calculated pursuant to the provisions of Cabinet Office Order as the amount for coping with possible risks exceeding standard predictions that may occur due to any events pertaining to the insurance being underwritten, such as insured events.

(事業方法書等に定めた事項の変更命令)

(Order for Modification of the Particulars Prescribed in Statement of Business Procedures)

第百三十一条 内閣総理大臣は、保険会社の業務若しくは財産の状況に照らして、又は事情の変更により、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、当該保険会社に対し、その必要の限度において、第四条第二項第二号から第四号までに掲げる書類に定めた事項の変更を命ずることができる。

Article 131 If and to the extent that the Prime Minister finds it necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of an Insurance Company in light of the status of the business or property of the Insurance Company or a change in the

circumstances, the Prime Minister may order the Insurance Company to modify the particulars prescribed in the documents listed in Article 4, paragraph (2), items (ii) to (iv).

(業務の停止等)

(Suspension of Business)

第百三十二条 内閣総理大臣は、保険会社の業務若しくは財産又は保険会社及びその子会社等の財産の状況に照らして、当該保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、当該保険会社に対し、措置を講ずべき事項及び期限を示して、経営の健全性を確保するための改善計画の提出を求め、若しくは提出された改善計画の変更を命じ、又はその必要の限度において、期限を付して当該保険会社の業務の全部若しくは一部の停止を命じ、若しくは当該保険会社の財産の供託その他監督上必要な措置を命ずることができる。

Article 132 (1) If the Prime Minister finds it necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of an Insurance Company in light of the status of the business or property of the Insurance Company or the status of the assets of the Insurance Company and its Subsidiary Company, etc., the Prime Minister may request the Insurance Company to submit an improvement program for ensuring integrity in its management by identifying particulars with regard to which measures are to be taken as well as due dates or order changes to the submitted improvement program, or, to the extent that the Prime Minister finds necessary, the Prime Minister may order the full or partial suspension of business of the Insurance Company with due dates, or order the deposit of property of the Insurance Company or other necessary measures for supervision.

2 前項の規定による命令（改善計画の提出を求めることを含む。）であつて、保険会社の保険金等の支払能力の充実の状況によって必要があると認めるときにするものは、保険会社の保険金等の支払能力の充実の状況に係る区分に応じ内閣府令・財務省令で定めるものでなければならない。

(2) An order under the provisions of the preceding paragraph (including the request for submission of an improvement program) that is issued when it is found to be necessary due to an Insurance Company's level of solvency in terms of its ability to pay for Insurance Proceeds, etc. must be an order specified by Cabinet Office Order or Order of the Ministry of Finance that corresponds to the Insurance Company's level of solvency in terms of its ability to pay for Insurance Proceeds, etc.

(免許の取消し等)

(Rescission of License)

第百三十三条 内閣総理大臣は、保険会社が次の各号のいずれかに該当することとなつ

たときは、当該保険会社の業務の全部若しくは一部の停止若しくは取締役、執行役、会計参与、監査役若しくは会計監査人の解任を命じ、又は第三条第一項の免許を取り消すことができる。

Article 133 The Prime Minister may, if an Insurance Company has come to fall under any of the following items, order the full or partial suspension of the business of the Insurance Company or the dismissal of the director, executive officer, accounting advisor, company auditor or financial auditor, or rescind the license set forth in Article 3, paragraph (1):

一 法令、法令に基づく内閣総理大臣の処分又は第四条第二項各号に掲げる書類に定められた事項のうち特に重要なものに違反したとき。

(i) if it is in violation of laws and regulations, disposition of the Prime Minister pursuant to laws and regulations, or particularly important particulars among those prescribed in the documents listed in the items of Article 4, paragraph (2);

二 当該免許に付された条件に違反したとき。

(ii) if it is in violation of the conditions attached to the relevant license; and

三 公益を害する行為をしたとき。

(iii) if it engages in conduct prejudicial to the public interest.

第百三十四条 内閣総理大臣は、保険会社の財産の状況が著しく悪化し、保険業を継続することが保険契約者等の保護の見地から適当でないと認めるときは、当該保険会社の第三条第一項の免許を取り消すことができる。

Article 134 If the Prime Minister finds that the property status of an Insurance Company is significantly worsening and that it is not appropriate for it to continue in the Insurance Business from the viewpoint of protecting Policyholders, etc., the Prime Minister may rescind the license of the Insurance Company set forth in Article 3, paragraph (1).

第七章 保険契約の移転、事業の譲渡又は譲受け並びに業務及び財産の管理の委託

Chapter VII Transfer of Insurance Contracts, Transfer or Acquisition of Business, and Entrustment of Business and Property Administration

第一節 保険契約の移転

Section 1 Transfer of Insurance Contracts

(保険契約の移転)

(Transfers of Insurance Contracts)

第百三十五条 保険会社は、この法律の定めるところに従い、他の保険会社（外国保険会社等を含む。以下この項において同じ。）との契約により保険契約を当該他の保険会社（以下この節において「移転先会社」という。）に移転することができる。

Article 135 (1) An Insurance Company may, pursuant to the provisions of this

Act, transfer insurance contracts to another Insurance Company (including a Foreign Insurance Company, etc.; hereinafter the same applies in this paragraph) under an agreement with such other Insurance Company (hereinafter referred to as "Transferee Company" in this Section).

2 前項の保険契約には、第百三十七条第一項の規定による公告の時に既に保険事故が発生している保険契約（当該保険事故に係る保険金の支払により消滅することとなるものに限る。）その他の政令で定める保険契約を含まないものとする。

(2) The insurance contracts under the preceding paragraph do not include an insurance contracts for which an insured event had occurred by the time of public notice pursuant to the provisions of Article 137, paragraph (1) (limited to those contracts which would be terminated with the payment of the insurance proceeds pertaining to the insured event) or other insurance contracts specified by Cabinet Order.

3 第一項の契約には、保険契約の移転とともにする保険会社の財産の移転に関する事項を定めなければならない。この場合においては、保険契約の移転をしようとする保険会社（以下この節において「移転会社」という。）は、同項の契約により移転するものとされる保険契約（第百三十八条第一項において「移転対象契約」という。）に係る保険契約者（以下この節において「移転対象契約者」という。）以外の当該移転会社の債権者の利益を保護するために必要と認められる財産を留保しなければならない。

(3) The agreement under paragraph (1) must provide for the particulars of the transfer of the Insurance Company's property which accompanies the transfer of insurance contracts. In this case, the Insurance Company which seeks to transfer insurance contracts (hereinafter referred to as "Transferor Company" in this Section) must retain the property deemed necessary to protect the interest of the Transferor Company's creditors other than the Policyholders to which pertains the insurance contracts (referred to as "Transferred Contract" in Article 138, paragraph (1)) to be transferred under the Agreement (hereinafter referred to as "Affected Policyholders" in this Section).

4 移転会社は、第一項の契約において、当該契約により移転するものとされる保険契約について、契約条項の軽微な変更で保険契約者の不利益とならないものを定めることができる。

(4) In the agreement under paragraph (1), the Transferor Company may stipulate minor changes to the clauses of the insurance contracts to be transferred under the agreement, so long as such changes are not disadvantageous to the Policyholders.

（保険契約の移転の決議）

(Resolution on Transfer of Insurance Contracts)

第百三十六条 前条第一項の保険契約の移転をするには、移転会社及び移転先会社（外国保険会社等を除く。）において株主総会又は社員総会（総代会を設けているときは、

総代会) (以下この章、次章及び第十章において「株主総会等」という。)の決議を必要とする。

Article 136 (1) Any transfer of insurance contracts under paragraph (1) of the preceding Article requires a resolution at a shareholders' meeting or a general meeting (or a Member Representatives Meeting, where the company has such a meeting) (referred to as "Shareholders' Meeting, etc." hereinafter in this Chapter, as well as in Chapters VIII and X) in both the Transferor Company and the Transferee Company (other than a Foreign Insurance Company, etc.).

2 前項の場合には、会社法第三百九条第二項(株主総会の決議)に定める決議又は第六十二条第二項に定める決議によらなければならない。

(2) The resolution set forth in the preceding paragraph must be a resolution under Article 309, paragraph (2) (Resolution of shareholders' meetings) of the Companies Act or under Article 62, paragraph (2) above.

3 移転会社及び移転先会社は、第一項の決議をする場合には、会社法第二百九十九条第一項(株主総会の招集の通知)(第四十一条第一項及び第四十九条第一項において準用する場合を含む。)の規定による通知において、前条第一項の契約の要旨を示さなければならない。

(3) In adopting a resolution under paragraph (1), the Transferor Company and the Transferee Company must describe the outline of the agreement set forth in paragraph (1) of the preceding Article in the notice to be given under Article 299, paragraph (1) (Notice of Calling of Shareholders' Meetings) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 41, paragraph (1) and Article 49, paragraph (1)).

(保険契約の移転に係る書類の備置き等)

(Retention of Documents Pertaining to the Transfer of Insurance Contracts)

第三百三十六条の二 移転会社の取締役(指名委員会等設置会社にあつては、執行役)は、前条第一項の株主総会等の会日の二週間前から次条第一項の規定により公告された異議を述べるべき期間の最終日まで、第三百三十五条第一項の契約に係る契約書その他の内閣府令で定める書類を各営業所又は各事務所に備え置かなければならない。

Article 136-2 (1) The directors (or, in a company with Nominating Committee, etc., executive officers) of the Transferor Company must keep at each of its business offices or offices, the documents specified by Cabinet Office Order, such as the written Agreement concluded under paragraph (1) of the preceding Article, for a period ranging from two weeks before the date of the Shareholders' Meeting, etc. set forth in Article 136, paragraph (1) to the end of the period for objection publicized pursuant to the provisions of paragraph (1) of the following Article.

2 移転会社の株主又は保険契約者は、その営業時間又は事業時間内に限り、前項の書類の閲覧を求め、又は移転会社の定める費用を支払ってその謄本若しくは抄本の交付を求めることができる。

(2) A shareholder or a Policyholder of the Transferor Company may, within the company's operating hours or business hours, make a request to inspect the documents set forth in the preceding paragraph, or may request a certified copy or extract of such documents in exchange for the fees determined by the Transferor Company.

(保険契約の移転の公告等及び異議申立て)

(Public Notice and Objection Regarding Transfer of Insurance Contracts)

第百三十七条 移転会社は、第百三十六条第一項の決議をした日から二週間以内に、第百三十五条第一項の契約の要旨、移転会社及び移転先会社の貸借対照表（外国保険会社等の場合にあつては、日本における保険業の貸借対照表）並びに移転対象契約者で異議がある者は一定の期間内に異議を述べるべき旨その他内閣府令で定める事項を公告するとともに、移転対象契約者にこれらの事項を通知しなければならない。ただし、当該移転対象契約者の保護に欠けるおそれがないものとして内閣府令で定める場合は、当該通知をすることを要しない。

Article 137 (1) The Transferor Company must, within two weeks from the date of the resolution set forth in Article 136, paragraph (1), give public notice of the gist of the Agreement concluded under Article 135, paragraph (1), the balance sheets of the Transferor Company and the Transferee Company (for a Foreign Insurance Company, etc., the balance sheet for its Insurance Business in Japan), as well as the notice to the effect that an Affected Policyholder who has an objection is to raise an objection within a certain period, and other particulars specified by Cabinet Office Order, and must notify Affected Policyholders of these matters; provided, however, that such notice is not required in the cases specified by Cabinet Office Order as the cases in which such omission poses no risk of harming protection of Affected Policyholders.

2 前項の期間は、一月を下つてはならない。

(2) The period under the preceding paragraph cannot be less than one month.

3 第一項の異議を述べるべき期間内に異議を述べた移転対象契約者の数が移転対象契約者の総数の十分の一（保険契約の全部に係る保険契約の移転である場合にあつては、五分の一）を超え、かつ、当該異議を述べた移転対象契約者の保険契約に係る債権（当該保険契約について、第一項の規定による公告の時に於いて既に生じている保険金請求権等（第十七条第五項に規定する保険金請求権等をいう。）がある場合には、当該保険金請求権等を除く。）の額に相当する金額として内閣府令で定める金額が移転対象契約者の当該金額の総額の十分の一（保険契約の全部に係る保険契約の移転である場合にあつては、五分の一）を超えるときは、保険契約の移転をしてはならない。

(3) A transfer of insurance contracts must not be carried out where the number of the Affected Policyholders who have stated their objections within the period for objection set forth in paragraph (1) exceeds one tenth (one fifth, in case of transfer of insurance contracts pertaining to all insurance contracts) of all Affected Policyholders, and the amount specified by Cabinet Office Order as

the credits belonging to the insurance contracts of the Affected Policyholders who have thus stated their objections (excluding any insurance claim, etc. (meaning the Insurance Claims, etc. set forth in Article 17, paragraph (5)) that had occurred with regard to such insurance contracts by the time of public notice under paragraph (1)) exceeds one tenth (one fifth, in case of transfer of insurance contracts pertaining to all insurance contracts) of the amount prescribed as the credits belonging to all Affected Policyholders.

4 第一項の異議を述べるべき期間内に異議を述べた移転対象契約者の数又はその者の前項の内閣府令で定める金額が、同項に定める割合を超えないときは、当該移転対象契約者全員が当該保険契約の移転を承認したものとみなす。

(4) Where the number of the Affected Policyholders who have stated their objections within the period for objection set forth in paragraph (1) or the amount of credits specified by Cabinet Office Order set forth in the preceding paragraph for such Policyholders does not exceed the proportion specified in that paragraph, all of the Affected Policyholders is deemed to have approved the transfer of insurance contracts.

5 移転会社（保険契約の全部に係る保険契約の移転をしようとするものを除く。）は、第三百三十九条第一項の規定による認可を受けた場合において、第一項の異議を述べ、かつ、保険契約が移転することとなる場合には解約する旨を申し入れた移転対象契約者がいるときは、保険契約の移転の前日までに、当該移転対象契約者に対し、被保険者のために積み立てた金額、未経過期間（当該保険契約に定めた保険期間のうち、当該保険契約が解約された時において、まだ経過していない期間をいう。）に対応する保険料その他内閣府令で定める金額を払い戻さなければならない。

(5) In case where a Transferor Company (excluding a company which intends to effect a transfer of all insurance contracts) obtains an authorization under Article 139, paragraph (1), and where any Affected Policyholder raised an objection under paragraph (1) and manifested their intention to cancel the contract if the transfer of the contract takes place, the Transferor Company must refund to the relevant Affected Policyholder the amount of money reserved for the insured, any unearned premium (meaning the insurance premium paid for that part of the period of insurance stipulated in an insurance contract which had not lapsed by the time at which the insurance contract was cancelled) and any other amount of money specified by Cabinet Office Order.

（保険契約移転手続中の契約）

(Contracts in Course of a Procedure for Transfer of Insurance Contracts)

第三百三十八条 移転会社は、第三百三十六条第一項の決議後に移転対象契約を締結するときは、保険契約の移転をし、又はしないこととなった時までの間は、当該移転対象契約を締結する者に対し、次に掲げる事項を通知し、当該移転対象契約が移転する場合には移転先会社の保険契約者となることについてその承諾を得なければならない。

Article 138 (1) When a Transferor Company concludes a Transferred Contract after the adoption of the resolution under Article 136, paragraph (1), it must inform the person who executes the relevant Transferred Contract of the following matters and obtain their approval on becoming a Policyholder of the Transferee Company in case of transfer of the relevant Transferred Contract, before the time when the implementation or renunciation of transfer of insurance contract is decided:

一 第三百三十五条第一項の契約の要旨

(i) a summary of a contract under Article 135, paragraph (1);

二 移転会社及び移転先会社の貸借対照表（外国保険会社等の場合にあつては、日本における保険業の貸借対照表）

(ii) balance sheets of Transferor Company and Transferee Company (in case of a Foreign Insurance Company, etc., a balance sheet for insurance business in Japan); and

三 前二号に掲げるもののほか、内閣府令で定める事項

(iii) beyond what is provided for in the preceding two items, the matters specified by Cabinet Office Order.

2 前項の承諾をした者は、前条の規定の適用については、移転対象契約者でないものとみなす。

(2) A person who has given an approval under the preceding paragraph is not deemed to be an Affected Policyholder for the purpose of applying the provisions of the preceding Article.

（保険契約の移転の認可）

(Authorization of Transfer of Insurance Contracts)

第三百三十九条 保険契約の移転は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 139 (1) Any transfer of insurance contracts does not become effective without the authorization of the Prime Minister.

2 内閣総理大臣は、前項の認可の申請があつたときは、次に掲げる基準に適合するかどうかを審査しなければならない。

(2) Whenever an application has been filed for the authorization set forth in the preceding paragraph, the Prime Minister must examine whether it conforms to the following standards:

一 当該保険契約の移転が、保険契約者等の保護に照らして、適当なものであること。

(i) the transfer of insurance contracts is appropriate in light of the protection of Policyholders, etc.;

二 移転先会社が、当該保険契約の移転を受けた後に、その業務を的確、公正かつ効率的に遂行する見込みが確実であること。

(ii) it is certain that the Transferee Company will perform its business in an appropriate, fair and efficient manner following the transfer of insurance

contracts; and

三 移転対象契約者以外の移転会社の債権者の利益を不当に害するおそれがないものであること。

(iii) the transfer poses no risk of unduly harming the interest of the creditors of the Transferor Company other than the Affected Policyholders.

(保険契約の移転の公告等)

(Public Notice of Transfer of Insurance Contracts)

第百四十条 移転会社は、保険契約の移転後、遅滞なく、保険契約の移転をしたこと及び内閣府令で定める事項を公告しなければならない。保険契約の移転をしないこととなったときも、同様とする。

Article 140 (1) The Transferor Company, following the transfer of insurance contracts, must give public notice without delay, the fact that a transfer of insurance contracts has been carried out and other particulars specified by Cabinet Office Order. The same applies where the company has renounced the transfer of insurance contracts.

2 移転先会社は、保険契約の移転を受けたときは、当該保険契約の移転後三月以内に、当該保険契約の移転に係る保険契約者に対し、その旨（第百三十五条第一項の契約において、当該保険契約の移転に係る保険契約について同条第四項に規定する軽微な変更を定めたときは、保険契約の移転を受けたこと及び当該軽微な変更の内容）を通知しなければならない。ただし、当該保険契約の移転に係る保険契約者の保護に欠けるおそれがないものとして内閣府令で定める場合は、この限りでない。

(2) If the Transferee Company, has received any transfer of insurance contracts, it must notify the Policyholders affected by the transfer of insurance contracts thereof (or, where any minor change to the transferred insurance contracts under Article 135, paragraph (4) is stipulated in the Agreement set forth in paragraph (1) of the same Article, of the fact that it has received a transfer of insurance contracts and the contents of such minor change) within three months from such transfer; provided, however, that this does not apply to the case specified by Cabinet Office Order as posing no risk to the protection of Policyholder whose insurance contract was transferred.

3 移転会社が保険契約者に対して貸付金その他の債権を有しており、かつ、当該債権が第百三十五条第一項の契約により保険契約とともに移転先会社に移転することとされている場合において、第一項前段の規定による公告が当該会社の公告方法として定める時事に関する事項を掲載する日刊新聞紙に掲載する方法によりされたときは、当該保険契約者に対して民法第四百六十七条（指名債権の譲渡の対抗要件）の規定による確定日付のある証書による通知があったものとみなす。この場合においては、当該公告の日付をもって確定日付とする。

(3) Where the Transferor Company has outstanding loans or other claims against Policyholders, and such claims are to be assigned to the Transferee Company under the Agreement on the transfer of insurance contracts set forth in Article

135, paragraph (1), a notice in the form of an instrument carrying a certified date under Article 467 (Requirement for Assertion of Assignment of Nominative Claims Against Third Parties) of the Civil Code is deemed to have been given to the Policyholders if a public notice under the first sentence of paragraph (1) has been given, in accordance with the Method of Public Notice specified by the company, by way of publication in a daily newspaper that publishes the news on current events. In this case, the date of the public notice is deemed to be the fixed date.

(保険契約の移転による入社)

(Membership through Transfer of Insurance Contracts)

第百四十一条 保険契約の移転がされた場合において、移転先会社が相互会社であるときは、当該保険契約の移転に係る移転対象契約者は、当該相互会社に入社する。ただし、移転先会社の定款において当該保険契約の移転に係る保険契約と同種の保険契約に係る保険契約者が社員とされていない場合は、この限りでない。

Article 141 Where insurance contracts are transferred to a Mutual Company, the Policyholders affected by the transfer become members of the Mutual Company; provided, however, that this does not apply to the cases where the articles of incorporation of the Transferee Company do not grant membership to the Policyholders with the same class of insurance contracts as those covered by the transfer agreement.

第二節 事業の譲渡又は譲受け

Section 2 Transfer or Acquisition of Business

(事業の譲渡又は譲受けの認可)

(Authorization of Transfer or Acquisition of Business)

第百四十二条 保険会社を全部又は一部の当事者とする事業の譲渡又は譲受けは、内閣府令で定めるものを除き、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 142 Unless otherwise specified by Cabinet Office Order, any transfer or acquisition of business involving Insurance Company or insurance companies are not to become effective without the authorization of the Prime Minister.

(保険金信託業務を行う保険会社の特例)

(Special Provisions on Insurance Companies Engaged in Insurance-Proceed Trust Services)

第百四十三条 保険金信託業務を行う相互会社が保険契約の全部に係る保険契約の移転の決議をした場合で、当該保険金信託業務に係る事業の譲渡について社員総会（総代会を設けているときは、総代会）又は取締役会の決議をしたときは、当該相互会社は、当該決議をした日から二週間以内に、当該決議の要旨及び当該事業の譲渡に異議のある金銭信託の受益者（以下この条において「受益者」という。）は一定の期間内に異

議を述べるべき旨を公告しなければならない。

Article 143 (1) Where a Mutual Company engaged in Insurance-Proceed Trust Services has adopted a resolution on the transfer of all insurance contracts, and the general meeting (or the Member Representatives Meeting, where the company has such a meeting) or the board of directors has adopted a resolution on the transfer of business including Insurance-Proceed Trust Services, the Mutual Company, within two weeks from the date of the latter resolution, must give public notice of the effect that any beneficiary of a monetary trust (hereinafter referred to as "Beneficiary" in this Article) who is opposed to the gist of the resolution and the transfer of business must state their objections within a certain period of time.

2 前項の期間は、一月を下ってはならない。

(2) The period under the preceding paragraph cannot be less than one month.

3 受益者が第一項の期間内に異議を述べなかったときは、当該受益者は、当該事業の譲渡を承認したものとみなす。

(3) Where no beneficiaries have stated their objections during the period set forth in paragraph (1), the beneficiaries are deemed to have approved the transfer of business.

第三節 業務及び財産の管理の委託

Section 3 Entrustment of Business and Property Administration

(業務及び財産の管理の委託)

(Entrustment of Business and Property Administration)

第百四十四条 保険会社は、この法律の定めるところに従い、他の保険会社（外国保険会社等（内閣府令で定めるものを除く。）を含む。以下この項において同じ。）との契約により当該他の保険会社（以下この節において「受託会社」という。）にその業務及び財産の管理の委託をすることができる。

Article 144 (1) An Insurance Company may, pursuant to the provisions of this Act, entrust another Insurance Company (including a Foreign Insurance Company, etc. (unless otherwise specified by Cabinet Office Order); hereinafter the same applies in this paragraph) with the administration of its business and property under an agreement with such other Insurance Company (hereinafter referred to as "Entrusted Company" in this Section).

2 前項の管理の委託をするには、当該管理の委託をする保険会社（以下この節において「委託会社」という。）及び受託会社（外国保険会社等を除く。）において株主総会等の決議を必要とする。

(2) Any entrustment of the administration business set forth in the preceding paragraph requires a resolution of the Shareholders' Meeting, etc. in both the Insurance Company entrusting the administration business (hereinafter referred to as "Entrusting Company" in this Section) and the Entrusted

Company (other than a Foreign Insurance Company, etc.).

3 前項の場合には、会社法第三百九条第二項（株主総会の決議）に定める決議又は第六十二条第二項に定める決議によらなければならない。

(3) The resolution set forth in the preceding paragraph must be a resolution under Article 309, paragraph (2) (Resolution of shareholders' meetings) of the Companies Act or under Article 62, paragraph (2) above.

4 第三百三十六条第三項の規定は、第二項の決議をする場合について準用する。

(4) The provisions of Article 136, paragraph (3) apply mutatis mutandis to the adoption of a resolution under paragraph (2).

(業務及び財産の管理の委託の認可)

(Authorization of Entrustment of Business and Property Administration)

第四百四十五条 前条第一項の管理の委託は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 145 (1) Any entrustment of business and property administration under paragraph (1) of the preceding Article must not become effective without the authorization of the Prime Minister.

2 内閣総理大臣は、前項の認可の申請があったときは、次に掲げる基準に適合するかどうかを審査しなければならない。

(2) Whenever an application has been filed for the authorization set forth in the preceding paragraph, the Prime Minister must examine whether it conforms to the following standards:

一 当該管理の委託が、保険契約者等の保護に照らして、必要かつ適当なものであること。

(i) the entrustment of administration is necessary and appropriate in light of the protection of Policyholders, etc.; and

二 受託会社が、当該管理の委託に係る業務を的確、公正かつ効率的に遂行する見込みが確実であること。

(ii) it is certain that the Entrusted Company will perform business to which the entrustment of administration pertains in an appropriate, fair and efficient manner.

(公告及び登記)

(Public Notice and Registration)

第四百四十六条 委託会社は、前条第一項の認可を受けたときは、遅滞なく、第四百四十四条第一項の契約（以下この節において「管理委託契約」という。）の要旨を公告し、かつ、当該管理の委託をした旨並びに受託会社の商号、名称又は氏名及びその本店若しくは主たる事務所又は日本における主たる店舗（第八十七条第一項第四号に規定する日本における主たる店舗をいう。）を登記しなければならない。

Article 146 (1) The Entrusting Company, without delay following the authorization set forth in paragraph (1) of the preceding Article, must give

public notice of the gist of the agreement set forth in Article 144, paragraph (1) (hereinafter referred to as "Administration Entrustment Agreement" in this Section) and register the entrustment of the administration business, and the Entrusted Company's trade name, name and its head office or principal office, or its principal branch in Japan (meaning the principal branch in Japan set forth in Article 187, paragraph (1), item (iv)).

2 前項の登記は、委託会社の本店又は主たる事務所の所在地において行わなければならない。

(2) The registration set forth in the preceding paragraph must be made at the location of the Entrusted Company's head office or principal office.

3 第一項の登記の申請書には、商業登記法第十八条、第十九条（申請書の添付書面）及び第四十六条（添付書面の通則）（これらの規定を第六十七条において準用する場合を含む。）に定める書類のほか、次に掲げる書類を添付しなければならない。

(3) The following documents must be attached to a written application for the registration set forth in paragraph (1), in addition to the documents set forth in Articles 18 and 19 (Documents to be Attached to Written Application) and Article 46 (General Provisions on Attached Documents) of the Commercial Registration Act (including the cases where it is applied mutatis mutandis pursuant to Article 67):

一 管理委託契約に係る契約書

(i) a copy of the Administration Entrustment Agreement; and

二 受託会社（外国保険会社等を除く。）の株主総会等の議事録

(ii) the minutes of the Shareholders' Meeting, etc. of the Entrusted Company (other than a Foreign Insurance Company, etc.).

（内部関係）

(Internal Relationship)

第百四十七条 この法律に別段の定めがある場合を除くほか、委託会社と受託会社との間の関係は、委任に関する規定に従う。

Article 147 Unless provided otherwise in this Act, the relationship between the Entrusting Company and the Entrusted Company is governed by the provisions on mandate.

（外部関係）

(External Relationship)

第百四十八条 受託会社が委託会社のために保険契約の締結その他の行為をするときは、委託会社のためにすることを表示しなければならない。

Article 148 (1) The Entrusted Company, in taking any action on behalf of the Entrusting Company, such as the conclusion of an insurance contract, must indicate that it does so on behalf of the Entrusting Company.

2 前項の表示をしないでした行為は、受託会社が自己のためにしたものとみなす。

- (2) Any action taken without the indication set forth in the preceding paragraph is deemed to have been taken on the Entrusted Company's own account.
- 3 会社法第十一条第一項及び第三項（支配人の代理権）の規定は、受託会社について準用する。この場合において、同条第一項中「会社」とあるのは「保険業法第百四十四条第二項に規定する委託会社」と、「事業」とあるのは「業務及び財産」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。
- (3) The provisions of Article 11, paragraphs (1) and (3) (Manager's Authority of Representation) of the Companies Act apply mutatis mutandis to an Entrusted Company. In this case, the terms "a Company" and "business" in paragraph (1) of the same Article is deemed to be replaced with "the Entrusting Company set forth in Article 144, paragraph (2) of the Insurance Business Act" and "business and properties", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.
- 4 一般社団法人及び一般財団法人に関する法律第七十八条（代表者の行為についての損害賠償責任）の規定は、委託会社について準用する。この場合において、同条中「代表理事その他の代表者」とあるのは、「保険業法第百四十四条第一項に規定する受託会社」と読み替えるものとする。
- (4) The provisions of Article 78 (Liability for Damages Pertaining to the Actions of the Representative) of the Act on General Incorporated Associations and General Incorporated Foundations apply mutatis mutandis to an Entrusting Company. In this case, the term "representative director or any other representative" in that Article is deemed to be replaced with "Entrusted Company set forth in Article 144, paragraph (1) of the Insurance Business Act".

（管理委託契約の変更又は解除）

(Amendment or Cancellation of Administration Entrustment Agreement)

第百四十九条 管理委託契約に定めた事項の変更又は管理委託契約の解除をするには、委託会社及び受託会社（外国保険会社等を除く。）において株主総会等の決議を必要とする。

Article 149 (1) Any amendment to an Administration Entrustment Agreement or cancellation of an Administration Entrustment Agreement requires a resolution of the Shareholders' Meeting, etc. in both the Entrusting Company and the Entrusted Company (other than a Foreign Insurance Company, etc.).

2 前項の変更又は解除は、内閣総理大臣の認可を受けなければ、その効力を生じない。

(2) The amendment or cancellation set forth in the preceding paragraph does not become effective without the authorization of the Prime Minister.

3 第百四十四条第三項及び第四項の規定は、第一項の決議をする場合について準用する。

(3) The provisions of Article 144, paragraphs (3) and (4) apply mutatis mutandis to the adoption of a resolution under paragraph (1).

(管理委託契約の変更又は終了の公告等)

(Public Notice of Amendment or Termination of Administration Entrustment Agreement)

第百五十条 委託会社は、前条第二項の認可を受けたときは、遅滞なく、その旨を公告しなければならない。管理委託契約が同条第一項の解除以外の原因によって終了したときも、同様とする。

Article 150 (1) If an Entrusting Company has obtained authorization under paragraph (2) of the preceding Article, it must give public notice of this without delay. The same applies if an Administration Entrustment Agreement has been terminated due to any cause other than the cancellation set forth in paragraph (1) of the same Article.

2 第百四十六条第三項の規定は、管理委託契約に定める事項の変更又は管理委託契約の終了の登記をする場合について準用する。この場合において、同項中「次に掲げる書類」とあるのは「次に掲げる書類（解除以外の原因による終了の場合にあっては、第一号に掲げる書類及びその終了の事由の発生を証する書面）」と、同項第一号中「管理委託契約」とあるのは「管理委託契約（変更の場合にあっては、変更後の管理委託契約）」と読み替えるものとする。

(2) The provisions of Article 146, paragraph (3) apply mutatis mutandis to the registration of any amendment to an Administration Entrustment Agreement or cancellation of an Administration Entrustment Agreement. In this case, the term "following documents" in that paragraph is deemed to be replaced with "following documents (or, in the case of termination due to any other cause than cancellation, the document listed in item (i) and a document certifying the occurrence of the cause of termination)"; and the term "Administration Entrustment Agreement" in Article 146, paragraph (3), item (i) is deemed to be replaced with "Administration Entrustment Agreement (or, in the case of any amendment, Administration Entrustment Agreement thus amended)".

第百五十一条 削除

Article 151 Deleted

第八章 解散、合併、会社分割及び清算

Chapter VIII Dissolution, Mergers, Company Splits, and Liquidation

第一節 解散

Section 1 Dissolution

(解散の原因)

(Causes of Dissolution)

第百五十二条 保険業を営む株式会社に対する会社法第四百七十一条（解散の事由）の規定の適用については、同条中「次に」とあるのは、「第三号から第六号までに」とする。

Article 152 (1) For the purpose of applying the provisions of Article 471 (Grounds for Dissolution) of the Companies Act to Stock Companies that conduct Insurance Business, the term "below" in that Article is deemed to be replaced with "in items (iii) to (vi)".

2 前項の規定により読み替えて適用する会社法第四百七十一条の規定は、相互会社について準用する。この場合において、同条第三号中「株主総会」とあるのは「社員総会（総代会を設けているときは、総代会）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 471 of the Companies Act as applied following the deemed replacement of terms pursuant to the provisions of the preceding paragraph apply mutatis mutandis to a Mutual Company. In this case, the term "a shareholders' meeting" in item (iii) of that Article is deemed to be replaced with "a general meeting of members (or a Member Representatives Meeting, where the company has such a meeting)"; any other necessary technical replacement of terms is specified by Cabinet Order.

3 保険会社等は、第一項の規定により読み替えて適用する会社法第四百七十一条第三号から第六号まで（前項において準用する場合を含む。）に掲げる事由のほか、次に掲げる事由（保険業を営む株式会社にあつては、第二号に掲げる事由）により解散する。

(3) An Insurance Company, etc. is to dissolve due to the following causes (or, for a Stock Company that conducts Insurance Business, the cause listed in item (ii)), beyond the causes listed in Article 471, items (iii) to (vi) of the Companies Act as applied following the deemed replacement of terms pursuant to the provisions of paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to the preceding paragraph):

一 保険契約の全部に係る保険契約の移転

(i) transfer of all insurance contracts; or

二 第三条第一項の免許又は第二百七十二条第一項の登録の取消し

(ii) cancellation of a license under Article 3, paragraph (1) or a registration under Article 272, paragraph (1).

(解散等の認可)

(Authorization of Dissolution)

第百五十三条 次に掲げる事項は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 153 (1) None of the following are effective without authorization of the Prime Minister:

一 保険会社等の解散についての株主総会等の決議

(i) a resolution of the Shareholders' Meeting, etc. that approves dissolution of the Insurance Company, etc.;

二 保険業の廃止についての株主総会の決議

(ii) a resolution of the shareholders' meeting that approves discontinuation of the Insurance Business; and

三 保険業を営む株式会社を全部又は一部の当事者とする合併（第百六十七条第一項の合併を除く。次項において同じ。）

(iii) a merger in which the parties solely consist of stock companies or include a Stock Company or stock companies conducting Insurance Business (excluding a merger under Article 167, paragraph (1); the same applies in the following paragraph).

2 内閣総理大臣は、前項の認可の申請があったときは、次に掲げる基準に適合するかどうかを審査しなければならない。

(2) Whenever an application has been filed for the authorization set forth in the preceding Article, the Prime Minister must examine whether it conforms to the following standards:

一 保険会社による認可の申請にあつては、当該決議に係る解散若しくは保険業の廃止又は当該合併が、当該保険会社の業務及び財産の状況に照らして、やむを得ないものであること。

(i) if the application for authorization is from an Insurance Company, that the dissolution or discontinuation of Insurance Business relating to that resolution, or the merger, is compelling one in light of the status of business and property of the Insurance Company; or

二 当該決議に係る解散若しくは保険業の廃止又は当該合併が、保険契約者等の保護に欠けるおそれのないものであること。

(ii) that the dissolution or discontinuation of Insurance Business envisaged by the resolution, or that the planned merger, poses no risk to the protection of Policyholders, etc.

3 内閣総理大臣は、第一項の認可の申請をした保険会社等（株式会社及び第六十三条第一項の定款の定めをしている相互会社に限る。）を保険者とする保険契約（当該申請の日において既に保険事故が発生している保険契約（当該保険事故に係る保険金の支払により消滅することとなるものに限る。）その他の政令で定める保険契約を除く。）がある場合には、第一項の認可をしないものとする。

(3) The Prime Minister is not to grant the authorization referred to in paragraph (1), if the Insurance Company, etc. that has submitted the application under paragraph (1) (limited to a Stock Company or a Mutual Company whose articles of incorporation include the provisions set forth in Article 63, paragraph (1)) is the insurer under any existing insurance contracts (excluding the insurance contracts specified by Cabinet Order, such as those for which an insured event had occurred by the date of the application (limited to those contracts which would be terminated with the payment of the insurance proceeds pertaining to the insured event)).

(解散等の公告)

(Public Notice of Dissolution)

第百五十四条 保険会社等は、前条第一項の認可を受けたときは、内閣府令で定めるところにより、遅滞なく、その旨及び当該認可を受けた事項の内容を公告しなければならない。

Article 154 Upon obtaining the authorization set forth in paragraph (1) of the preceding Article, the Insurance Company, etc., without delay, must give public notice of that effect and details of the particulars for which the authorization is granted pursuant to the provisions of Cabinet Office Order.

(保険契約の移転による解散の登記)

(Registration of Dissolution Due to Transfer of Insurance Contracts)

第百五十五条 第百五十二条第三項第一号に掲げる事由による解散の登記の申請書には、第六十七条において準用する商業登記法第十八条、第十九条及び第四十六条並びに第百五十八条において準用する同法第七十一条第三項に定める書類のほか、次に掲げる書類を添付しなければならない。

Article 155 The following documents must be attached to a written application for registration of dissolution due to the cause listed in Article 152, paragraph (3), item (i), in addition to the documents set forth in Articles 18, 19 and 46 of the Commercial Registration Act as applied mutatis mutandis pursuant to Article 67, and in Article 71, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 158:

一 第百三十五条第一項（第二百七十二条の二十九において準用する場合を含む。）に規定する移転先会社（外国保険会社等を除く。）の株主総会等の議事録

(i) the minutes of the Shareholders' Meeting, etc. of the Transferee Company (other than a Foreign Insurance Company, etc.) set forth in Article 135, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-29);

二 第百三十七条第一項（第二百五十一条第二項及び第三項の規定により読み替えて適用する場合並びに第二百七十二条の二十九において準用する場合を含む。次号において同じ。）の規定による公告をしたことを証する書面

(ii) a document certifying that a public notice has been given under Article 137, paragraph (1) (including the cases where it is applied following the deemed replacement of terms pursuant to the provisions of Article 251, paragraphs (2) and (3) and where it is applied mutatis mutandis pursuant to Article 272-29; the same applies in the following item);

三 第百三十七条第一項の異議を述べるべき期間内に異議を述べた同項に規定する移転対象契約者の数又はその者の同条第三項（第二百五十一条第二項及び第三項の規定により読み替えて適用する場合並びに第二百七十二条の二十九において準用する場合を含む。以下この号において同じ。）の内閣府令で定める金額が、第百三十七条第三項に定める割合を超えなかったことを証する書面

(iii) a document certifying that the number of those Affected Policyholders set

forth in Article 137, paragraph (1) who have stated their objections within the period for objection set forth in that paragraph, or the amount of credits specified by Cabinet Office Order set forth in paragraph (3) of that Article (including the cases where it is applied following the deemed replacement of terms pursuant to the provisions of Article 251, paragraphs (2) and (3) and where it is applied mutatis mutandis pursuant to Article 272-29; hereinafter the same applies in this item) as belonging to such Affected Policyholders has not exceeded the proportion set forth in Article 137, paragraph (3); and

四 第二百五十条第四項の公告をしたときは、これを証する書面

(iv) a document certifying any public notice given under Article 250, paragraph (4).

(相互会社の解散の手續等)

(Procedures of Dissolution for Mutual Company)

第百五十六条 相互会社が解散の決議をする場合には、第六十二条第二項に定める決議によらなければならない。

Article 156 In order to resolve the dissolution of a Mutual Company, it must do so by a resolution under Article 62, paragraph (2).

(解散に係る書面の備置き等)

(Retention of Documents Pertaining to Dissolution)

第百五十六条の二 相互会社は、解散の決議に係る社員総会（総代会を設けているときは、総代会）の会日の二週間前から当該決議の日（総代会において解散の決議をしたときは、次条第一項の規定による公告の日後一月を経過する日）まで、解散に関する議案その他の内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各事務所に備え置かなければならない。

Article 156-2 (1) A Mutual Company, for the period ranging from two weeks before the date of the general meeting (or the Member Representatives Meeting, where the company has such a meeting) pertaining to the resolution on its dissolution to the date of such resolution (or, where the resolution is adopted by the Member Representatives Meeting, the day that is one month after the date of public notice under paragraph (1) of the following Article), must keep at each of its offices the documents or electronic or magnetic records in which the dissolution proposal and any other particulars specified by Cabinet Office Order are detailed or recorded.

2 相互会社の社員は、相互会社の事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該相互会社の定めた費用を支払わなければならない。

(2) Members of a Mutual Company may make the following requests to the company at any time during its business hours; provided, however, that they must pay the fees determined by the Mutual Company in making a request

falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Mutual Company, or to be issued a document detailing such particulars.

第百五十七条 相互会社は、総代会において解散の決議をしたときは、当該決議の日から二週間以内に、当該決議の要旨及び貸借対照表その他内閣府令で定める事項を公告しなければならない。

Article 157 (1) Where the Member Representatives Meeting has adopted a resolution on dissolution, the Mutual Company, within two weeks from the date of such resolution, must give public notice of the outline of the resolution and its balance sheet, as well as any other particular specified by Cabinet Office Order.

2 前項の場合には、社員総数の千分の五以上に相当する数の社員（特定相互会社にあつては、第五十条第一項に規定する政令で定める数以上の社員）で六月前から引き続き社員である者は、取締役に対し、当該決議に係る事項を会議の目的として、当該会議の目的たる事項及び招集の理由を示して、社員総会の招集を請求することができる。この場合において、当該請求は、同項の規定による公告の日から、一月以内にしなければならない。

(2) In the case set forth in the preceding paragraph, members representing at least five thousandths (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 50, paragraph (1)), who have been members of the Mutual Company without interruption for the preceding six months may demand the directors to convene the general meeting of members with the purpose of discussing the particulars of the resolution, by indicating the proposed agenda for the meeting and the reason for the convocation. In this case, the demand must be made within one month from the date of public notice under that paragraph.

3 前項の場合において、同項の規定による請求があった日から六週間を経過する日までに総代会がした解散の決議を承認する旨の社員総会の決議がない場合には、当該総代会の決議は、その効力を失う。

(3) In the case referred to in the preceding paragraph, the resolution of the Member Representatives Meeting loses its effect, unless the general meeting adopts a resolution approving the resolution of the Member Representatives Meeting on dissolution within six weeks from the date of demand under that paragraph.

4 第百五十六条の規定は、前項の社員総会の決議について準用する。この場合において、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 156 apply mutatis mutandis to the resolution of the general meeting of members set forth in the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

第百五十八条 会社法第九百二十六条（解散の登記）並びに商業登記法第七十一条第一項及び第三項（解散の登記）の規定は、相互会社について準用する。この場合において、同項中「会社法第四百七十八条第一項第一号」とあるのは「保険業法第一百八十条の四第一項第一号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 158 The provisions of Article 926 (Registration of Dissolution) of the Companies Act, and Article 71, paragraphs (1) and (3) (Registration of Dissolution) of the Commercial Registration Act apply mutatis mutandis to a Mutual Company. In this case, the term "Article 478, paragraph (1), item (i) of the Companies Act" in Article 71, paragraph (3) of the Commercial Registration Act is deemed to be replaced with "Article 180-4, paragraph (1), item (i) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第二節 合併

Section 2 Merger

第一款 通則

Subsection 1 General Provisions

第百五十九条 相互会社は、他の相互会社又は保険業を営む株式会社と合併をすることができる。この場合においては、合併をする相互会社又は株式会社は、合併契約を締結しなければならない。

Article 159 (1) A Mutual Company may merge with another Mutual Company or a Stock Company that conducts Insurance Business. In this case, a merger agreement must be concluded between the mutual companies or between the Mutual Company and the Stock Company.

2 前項の場合において、合併後存続する会社又は合併により設立する会社は、次の各号に掲げる場合の区分に応じ当該各号に定める会社でなければならない。

(2) In the case referred to in the preceding paragraph, the company surviving the merger or the company incorporated by the merger must be the company that falls under one of the following items in the case set forth in each of those items:

一 相互会社と相互会社とが合併をする場合 相互会社

(i) where a Mutual Company merges with another Mutual Company: a Mutual Company; or

二 相互会社と保険業を営む株式会社とが合併をする場合 相互会社又は保険業を営む株式会社

(ii) where a Mutual Company merges with a Stock Company that conducts Insurance Business: a Mutual Company or a Stock Company that conducts Insurance Business.

第二款 合併契約

Subsection 2 Merger Agreement

(相互会社と相互会社との吸収合併契約)

(Absorption-Type Merger Agreement between Mutual Companies)

第六十条 相互会社と相互会社とが吸収合併（相互会社が他の相互会社又は株式会社とする合併であつて、合併により消滅する相互会社又は株式会社の権利義務の全部を合併後存続する相互会社又は株式会社に承継させるものをいう。以下同じ。）をする場合には、吸収合併契約において、次に掲げる事項を定めなければならない。

Article 160 Where mutual companies carry out an absorption-type merger (meaning any merger that a Mutual Company effects with another Mutual Company or a Stock Company, whereby the surviving mutual or Stock Company succeeds to any and all rights and obligations of the absorbed mutual or Stock Company; the same applies hereinafter), the absorption-type merger agreement must provide for the following particulars:

一 吸収合併後存続する相互会社（以下この節において「吸収合併存続相互会社」という。）及び吸収合併により消滅する相互会社（以下この節において「吸収合併消滅相互会社」という。）の名称及び住所

(i) the names and addresses of the Mutual Company surviving the absorption-type merger (hereinafter referred to as the "Mutual Company Surviving the Absorption-Type Merger" in this Section) and the Mutual Company disappearing in the merger (hereinafter referred to as "mutual company disappearing in the consolidation type merger " in this Section);

二 吸収合併消滅相互会社の社員に対して交付すべき金銭の額を定めたときは、その定め

(ii) the amount of any money to be granted to the members of the mutual

- company disappearing in the consolidation type merger;
- 三 吸収合併消滅相互会社の保険契約者の吸収合併後における権利に関する事項
- (iii) the particulars of the rights of the Policyholders of the mutual company disappearing in the consolidation type merger following the merger;
- 四 吸収合併がその効力を生ずる日
- (iv) the date on which the Merger takes effect; and
- 五 その他内閣府令で定める事項
- (v) any other particular specified by Cabinet Office Order.

(相互会社と相互会社との新設合併契約)

(Consolidation-Type Merger Agreement between Mutual Companies)

第六十一条 相互会社と相互会社とが新設合併（二以上の相互会社又は二以上の相互会社及び株式会社がする合併であつて、合併により消滅する相互会社又は株式会社の権利義務の全部を合併により設立する相互会社又は株式会社に承継させるものをいう。以下同じ。）をする場合には、新設合併契約において、次に掲げる事項を定めなければならない。

Article 161 (1) Where mutual companies carry out a consolidation-type merger (meaning any merger effected by two or more mutual companies or by two or more mutual and stock companies, whereby the new mutual or Stock Company established in the merger succeeds to any and all rights and obligations of the mutual or stock companies disappearing by the merger; the same applies hereinafter), the consolidation-type merger agreement must provide for the following particulars:

- 一 新設合併により消滅する相互会社（以下この節において「新設合併消滅相互会社」という。）の名称及び住所
- (i) the names and addresses of the Mutual Companies that will be extinguished in the merger (hereinafter referred to as "Consolidated Mutual Companies" in this Section);
- 二 新設合併により設立する相互会社（以下この節において「新設合併設立相互会社」という。）の目的、名称及び主たる事務所の所在地
- (ii) the purpose and name of the Mutual Company to be established in the merger (hereinafter referred to as the "Mutual Company Established by the Consolidation-Type Merger" in this Section) and the address of its principal office;
- 三 前号に掲げるもののほか、新設合併設立相互会社の定款で定める事項
- (iii) beyond what is set forth in the preceding item, particulars specified by the articles of incorporation of the Mutual Company Established by the Consolidation-Type Merger;
- 四 新設合併設立相互会社の設立時取締役の氏名
- (iv) the names of the directors at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

五 次に掲げる場合の区分に応じ、次に定める事項

(v) the particulars set forth in the following items in accordance with the categories provided therein:

イ 新設合併設立相互会社が会計参与設置会社である場合 新設合併設立相互会社の設立時会計参与の氏名又は名称

(a) where the Mutual Company Established by the Consolidation-Type Merger is a company with accounting advisors: the names of the accounting advisors at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

ロ 新設合併設立相互会社が監査役設置会社である場合 新設合併設立相互会社の設立時監査役の氏名

(b) where the Mutual Company Established by the Consolidation-Type Merger is a company with auditors: the names of the company auditors at incorporation of the Mutual Company Established by the Consolidation-Type Merger; or

ハ 新設合併設立相互会社が会計監査人設置会社である場合 新設合併設立相互会社の設立時会計監査人の氏名又は名称

(c) where the Mutual Company Established by the Consolidation-Type Merger is a company with financial auditor: the names of the financial auditor at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

六 新設合併消滅相互会社の社員に対して交付すべき金銭の額を定めたときは、その定め

(vi) the amount of any money to be granted to the members of the Consolidated Mutual Companies;

七 新設合併後における保険契約者の権利に関する事項

(vii) the particulars of the rights of Policyholders following the merger; and

八 その他内閣府令で定める事項

(viii) any other particular specified by Cabinet Office Order.

2 新設合併設立相互会社が監査等委員会設置会社である場合には、前項第四号に掲げる事項は、設立時監査等委員である設立時取締役とそれ以外の設立時取締役とを区別して定めなければならない。

(2) If a Mutual Company Established by the Consolidation-Type Merger is a Company with Audit and Supervisory Committee, the matters listed in item (iv) of the preceding paragraph must be specified separately for directors at incorporation who are Audit and Supervisory Committee Members or other directors at incorporation.

(相互会社が存続するときの株式会社と相互会社との吸収合併契約)

(Absorption-Type Merger Agreement between Stock and Mutual Companies Survived by Mutual Company)

第百六十二条 株式会社と相互会社とが吸収合併をする場合において、吸収合併後存続する保険会社等が相互会社であるときは、吸収合併契約において、次に掲げる事項を定めなければならない。

Article 162 (1) In an absorption-type merger between a Stock Company and a Mutual Company where the surviving Insurance Company, etc. is the Mutual Company, the merger agreement must provide for the following particulars:

一 吸収合併により消滅する株式会社（以下この節において「吸収合併消滅株式会社」という。）及び吸収合併存続相互会社の商号及び名称並びに住所

(i) the trade names, names and addresses of the Stock Company disappearing in the merger (hereinafter referred to as "stock company disappearing in an absorption-type merger" in this Section) and the Mutual Company Surviving the Absorption-Type Merger;

二 吸収合併消滅株式会社の株主及び新株予約権者に対する補償の方法

(ii) the method of compensation for the shareholders and holders of share options of the stock company disappearing in an absorption-type merger;

三 吸収合併存続相互会社の準備金に関する事項

(iii) the particulars of the Reserves of the Mutual Company Surviving the Absorption-Type Merger;

四 吸収合併消滅株式会社の保険契約者の吸収合併後における権利に関する事項

(iv) the particulars of the rights of the Policyholders of the stock company disappearing in an absorption-type merger following the merger;

五 吸収合併がその効力を生ずる日

(v) the date on which the merger takes effect; and

六 その他内閣府令で定める事項

(vi) any other particular specified by Cabinet Office Order.

2 第六十八条第六項の規定は、前項の吸収合併の場合について準用する。この場合において、同条第六項中「第四項の準備金のほか、損失てん補準備金」とあるのは「損失てん補準備金」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 68, paragraph (6) apply mutatis mutandis to the absorption-type merger set forth in the preceding paragraph. In this case, the term "loss reserves in addition to the reserves set forth in paragraph (4)" in paragraph (6) of the same Article is deemed to be replaced with "loss reserves"; any other necessary technical replacement of terms is specified by Cabinet Order.

3 第七十二条第一項の規定は、第一項第一号の吸収合併消滅株式会社について準用する。この場合において、同条第一項中「第七十条第二項」とあるのは「第百六十五条の七第二項」と、「組織変更」とあるのは「吸収合併」と、「通知し、その承諾を得なければならない」とあるのは「通知しなければならない」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 72, paragraph (1) apply mutatis mutandis to the

stock company disappearing in an absorption-type merger set forth in paragraph (1), item (i). In this case, the terms "Article 70, paragraph (2)" and "Entity Conversion" in that paragraph is deemed to be replaced with "Article 165-7, paragraph (2)" and "absorption-type merger", respectively; and the term "to obtain consent" is deemed to be deleted; any other necessary technical replacement of terms is specified by Cabinet Order.

4 第八十三条の規定は、第一項の吸収合併について準用する。この場合において、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 83 apply mutatis mutandis to the absorption-type merger set forth in paragraph (1). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(相互会社を設立するときの株式会社と相互会社との新設合併契約)

(Consolidation-Type Merger between Stock and Mutual Companies
Incorporating Mutual Company)

第百六十三条 株式会社と相互会社とが新設合併をする場合において、新設合併により設立する保険会社等が相互会社であるときは、新設合併契約において、次に掲げる事項を定めなければならない。

Article 163 (1) In a consolidation-type merger between a Stock Company (or stock companies) and a Mutual Company where the Insurance Company, etc. to be incorporated is a Mutual Company, the merger agreement must provide for the following particulars:

一 新設合併により消滅する株式会社（以下この節において「新設合併消滅株式会社」という。）及び新設合併消滅相互会社の商号及び名称並びに住所

(i) the trade names, names and addresses of the Stock Company (or stock companies) extinguished in the merger (hereinafter referred to as a "stock company disappearing in the consolidation-type Merger" in this Section) and the consolidated mutual company;

二 新設合併設立相互会社の目的、名称及び主たる事務所の所在地

(ii) the purpose and name of the Mutual Company Established by the Consolidation-Type Merger and the address of its principal office;

三 前号に掲げるもののほか、新設合併設立相互会社の定款で定める事項

(iii) beyond what is set forth in the preceding item, particulars specified by the articles of incorporation of the Mutual Company Established by the Consolidation-Type Merger;

四 新設合併設立相互会社の設立時取締役の氏名

(iv) the names of the directors at incorporation of the Mutual Company Established by the Consolidation-Type Merger;

五 次に掲げる場合の区分に応じ、次に定める事項

(v) the particulars set forth in the following items in accordance with the categories provided therein:

- イ 新設合併設立相互会社が会計参与設置会社である場合 新設合併設立相互会社の設立時会計参与の氏名又は名称
- (a) where the Mutual Company Established by the Consolidation-Type Merger is a company with accounting advisors: the names of the accounting advisors at incorporation of the Mutual Company Established by the Consolidation-Type Merger;
- ロ 新設合併設立相互会社が監査役設置会社である場合 新設合併設立相互会社の設立時監査役の氏名
- (b) where the Mutual Company Established by the Consolidation-Type Merger is a company with company auditors: the names of the company auditors at incorporation of the Mutual Company Established by the Consolidation-Type Merger; or
- ハ 新設合併設立相互会社が会計監査人設置会社である場合 新設合併設立相互会社の設立時会計監査人の氏名又は名称
- (c) where the Mutual Company Established by the Consolidation-Type Merger is a company with financial auditor: the names of the financial auditor at incorporation of the Mutual Company Established by the Consolidation-Type Merger;
- 六 新設合併消滅株式会社の株主及び新株予約権者に対する補償の方法
- (vi) the method of compensation for the shareholders and holders of share options of the Stock Company Disappearing in the Consolidation-type Merger;
- 七 新設合併消滅相互会社の社員に対して交付すべき金銭の額を定めたときは、その定め
- (vii) the amount of any money to be granted to the members of the consolidated mutual company;
- 八 新設合併設立相互会社の準備金に関する事項
- (viii) the particulars of the Reserves of the Mutual Company Established by the Consolidation-Type Merger;
- 九 新設合併後における保険契約者の権利に関する事項
- (ix) the particulars of the rights of Policyholders following the merger; and
- 十 その他内閣府令で定める事項
- (x) Any other particular specified by Cabinet Office Order.
- 2 新設合併設立相互会社が監査等委員会設置会社である場合には、前項第四号に掲げる事項は、設立時監査等委員である設立時取締役とそれ以外の設立時取締役とを区別して定めなければならない。
- (2) If a Mutual Company Established by the Consolidation-Type Merger is a Company with Audit and Supervisory Committee, the matters listed in item (iv) of the preceding paragraph must be specified separately for directors at incorporation who are Audit and Supervisory Committee Members or other directors at incorporation.

3 前条第二項の規定は第一項の新設合併の場合について、同条第三項の規定は新設合併消滅株式会社について、それぞれ準用する。この場合において、同項中「吸収合併」とあるのは「新設合併」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the consolidation-type merger set forth in paragraph (1); and the provisions of paragraph (3) of that Article apply mutatis mutandis to a Stock Company Disappearing in the Consolidation-type Merger. In this case, the term "absorption-type merger" in Article 162, paragraph (3) is deemed to be replaced with "consolidation-type merger"; any other necessary technical replacement of terms is specified by Cabinet Order.

4 第八十三条の規定は、第一項の新設合併について準用する。この場合において、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 83 apply mutatis mutandis to the consolidation-type merger set forth in paragraph (1). In this case, any necessary technical replacement of terms is specified by Cabinet Order.

(株式会社が存続するときの株式会社と相互会社との吸収合併契約)

(Absorption-Type Merger Agreement between Stock and Mutual Companies Survived by Stock Company)

第百六十四条 株式会社と相互会社とが吸収合併をする場合において、吸収合併後存続する保険会社等が株式会社であるときは、吸収合併契約において、次に掲げる事項を定めなければならない。

Article 164 (1) In an absorption between a Stock Company and a Mutual Company where the surviving Insurance Company, etc. is the Stock Company, the merger agreement must provide for the following particulars:

一 吸収合併後存続する株式会社（以下この節において「吸収合併存続株式会社」という。）及び吸収合併消滅相互会社の商号及び名称並びに住所

(i) the trade names, names and addresses of the Stock Company surviving the merger (hereinafter referred to as "Stock Company Surviving the Absorption-Type Merger" in this Section) and the mutual company disappearing in the consolidation type merger;

二 吸収合併存続株式会社が吸収合併に際して吸収合併消滅相互会社の社員に対して株式等（株式又は金銭をいう。以下この節において同じ。）を交付するときは、当該株式等についての次に掲げる事項

(ii) the following particulars of any share, etc. (meaning any share or money; hereinafter the same applies in this Section) to be granted to the members of the mutual company disappearing in the consolidation type merger by the Stock Company Surviving the Absorption-Type Merger in carrying out the merger:

イ 当該株式等が吸収合併存続株式会社の株式であるときは、当該株式の数（種類

株式発行会社にあつては、株式の種類及び種類ごとの数) 又はその数の算定方法並びに当該吸収合併存続株式会社の資本金及び準備金の額に関する事項

(a) where the share, etc. is the shares of the Stock Company Surviving the Absorption-Type Merger, the number of such shares (or, in a company with class shares, the classes of such shares and the number of shares by class) or the method of calculating such number, and the particulars of the amounts of capital and Reserves of the Stock Company Surviving the Absorption-Type Merger; or

ロ 当該株式等が金銭であるときは、当該金銭の額又はその算定方法

(b) where the share, etc. is money, the amount of such money or the method of calculating the amount;

三 前号に規定する場合には、吸収合併消滅相互会社の社員（吸収合併存続株式会社を除く。）に対する同号の株式等の割当てに関する事項

(iii) where the preceding item applies, the particulars of the allocation of Shares, etc. to the members of the mutual company disappearing in the consolidation type merger (excluding the Stock Company Surviving the Absorption-Type Merger) under that item;

四 吸収合併消滅相互会社の社員に対する株式の割当てにより生ずる一株に満たない端数に係る部分につき新たに発行する株式の売却の方法その他売却に関し内閣府令で定める事項

(iv) the method of sale for the new shares to be issued for fractional lots generated by the allocation of shares to the members of the mutual company disappearing in the consolidation type merger, and any other particular specified by Cabinet Office Order regarding such sale;

五 前号の株式を買い受けるときは、買受けの方法その他当該買受けに関し内閣府令で定める事項

(v) where the shares set forth in the preceding item are purchased, the method of the purchase and any other particular specified by Cabinet Office Order regarding such purchase;

六 吸収合併消滅相互会社の基金の拠出者に対して交付すべき金銭の額を定めたときは、その定め

(vi) the amount of any money to be granted to the contributors to the funds of the mutual company disappearing in the consolidation type merger;

七 吸収合併消滅相互会社の保険契約者の吸収合併後における権利に関する事項

(vii) the particulars of the rights of Policyholders of the mutual company disappearing in the consolidation type merger following the merger;

八 合併剰余金額に関する事項

(viii) the particulars of the amount of surplus from consolidation;

九 吸収合併がその効力を生ずる日

(ix) the date on which the merger takes effect; and

十 その他内閣府令で定める事項

(x) any other particulars specified by Cabinet Office Order.

2 第八十九条第一項本文及び第二項の規定は、前項の吸収合併の場合について準用する。この場合において、同条第一項中「組織変更をする相互会社」とあるのは「吸収合併消滅相互会社」と、「効力発生日」とあるのは「第百六十四条第一項第九号の日」と、「組織変更計画」とあるのは「同項の吸収合併契約」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of the main clause of Article 89, paragraph (1) and Article 89, paragraph (2) apply mutatis mutandis to the absorption-type merger set forth in the preceding paragraph. In this case, the terms "converting Mutual Company", "Effective Date" and "entity conversion plan" in paragraph (1) of the same Article is deemed to be replaced with "mutual company disappearing in the consolidation type merger", "date set forth in Article 164, paragraph (1), item (ix)" and "absorption-type merger agreement set forth in Article 164, paragraph (1)", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

3 第九十条の規定は第一項の吸収合併について、第百六十二条第三項の規定は吸収合併消滅相互会社について、それぞれ準用する。この場合において、第九十条第一項中「組織変更をする相互会社の社員は、組織変更計画」とあるのは「吸収合併消滅相互会社の社員は、第百六十四条第一項の吸収合併契約」と、「組織変更後株式会社」とあるのは「吸収合併存続株式会社」と、第百六十二条第三項中「第百六十五条の七第二項」とあるのは「第百六十五条の十七第二項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 90 apply mutatis mutandis to the absorption-type merger set forth in paragraph (1); and the provisions of Article 162, paragraph (3) apply mutatis mutandis to a mutual company disappearing in the consolidation type merger. In this case, the terms "members of a converting mutual company", "Converted Stock Company" and "entity conversion plan" in Article 90, paragraph (1) is deemed to be replaced with "members of a mutual company disappearing in the consolidation type merger", "Stock Company Surviving the Absorption-Type Merger" and "absorption-type merger agreement set forth in Article 164, paragraph (1)" respectively; and the term "Article 165-7, paragraph (2)" in Article 162, paragraph (3) is deemed to be replaced with "Article 165-17, paragraph (2)"; any other necessary technical replacement of terms is specified by Cabinet Order.

4 第九十一条の規定は、吸収合併存続株式会社について準用する。この場合において、同条中「組織変更剰余金額」とあるのは「合併剰余金額」と、同条第一項中「第八十六条第四項第二号の定款で定める事項として、」とあるのは「定款で」と、同条第三項中「前条第二項」とあるのは「第百六十四条第三項において準用する前条第二項」と、同条第四項中「、組織変更」とあるのは「、第百六十四条第一項の吸収合併」と、「その他組織変更」とあるのは「その他当該吸収合併」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 91 apply mutatis mutandis to a Stock Company Surviving an Absorption-Type Merger. In this case, the term "amount of surplus in Entity Conversion" in that Article is deemed to be replaced with "amount of merger surplus"; the term "as a particular to be specified by the articles of incorporation pursuant to the provisions of Article 86, paragraph (4), item (ii)" in Article 91, paragraph (1) is deemed to be replaced with "in its articles of incorporation"; the term "paragraph (3) of the preceding Article" in Article 91, paragraph (2) is deemed to be replaced with "paragraph (2) of the preceding Article as applied mutatis mutandis pursuant to Article 164, paragraph (3)"; and the terms "capital Reserve on Entity Conversion" and "calculations on Entity Conversion" in Article 91, paragraph (4) is deemed to be replaced with "capital Reserve on an absorption-type merger under Article 164, paragraph (1)" and "calculations on such absorption-type merger", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

(株式会社を設立するときの株式会社と相互会社との新設合併契約)

(Consolidation-Type Merger Agreement between Stock and Mutual Companies Incorporating Stock Company)

第百六十五条 株式会社と相互会社とが新設合併をする場合において、新設合併により設立する保険会社等が株式会社であるときは、新設合併契約において、次に掲げる事項を定めなければならない。

Article 165 (1) In a consolidation-type merger between a Stock Company (or stock companies) and a Mutual Company where the Insurance Company, etc. to be incorporated is a Stock Company, the merger agreement must provide for the following particulars:

一 新設合併消滅会社（新設合併消滅株式会社及び新設合併消滅相互会社をいう。以下この節において同じ。）の商号及び名称並びに住所

(i) the trade names, names and addresses of the consolidated companies (meaning the Stock Company Disappearing in the Consolidation-type Merger and the consolidated mutual company; hereinafter the same applies in this Section);

二 新設合併により設立する株式会社（以下この節において「新設合併設立株式会社」という。）の目的、商号、本店の所在地及び発行可能株式総数

(ii) the purpose, trade name, address of the head office, and total number of authorized shares of the Stock Company to be established in the merger (hereinafter referred to as "Stock Company Established by Consolidation-Type Merger" in this Section);

三 前号に掲げるもののほか、新設合併設立株式会社の定款で定める事項

(iii) beyond what is set forth in the preceding item, particulars specified by the articles of incorporation of the Stock Company Established by the

Consolidation-Type Merger;

四 新設合併設立株式会社の設立に際して取締役となる者の氏名

(iv) the names of the persons to serve as directors at the incorporation of the Stock-Company Established by the Consolidation-Type Merger;

五 次に掲げる場合の区分に応じ、次に定める事項

(v) the particulars set forth in the following items in accordance with the categories provided therein:

イ 新設合併設立株式会社が会計参与設置会社である場合 新設合併設立株式会社の設立に際して会計参与となる者の氏名又は名称

(a) where the Stock-Company Established by the Consolidation-Type Merger is a company with accounting advisors: the names of the persons to serve as accounting advisors at the incorporation of the Stock Company Established by the Consolidation-Type Merger;

ロ 新設合併設立株式会社が監査役設置会社である場合 新設合併設立株式会社の設立に際して監査役となる者の氏名

(b) where the Stock Company Established by the Consolidation-Type Merger is a company with auditors: the names of the persons to serve as company auditors at the incorporation of the Stock Company Established by the Consolidation-Type Merger; or

ハ 新設合併設立株式会社が会計監査人設置会社である場合 新設合併設立株式会社の設立に際して会計監査人となる者の氏名又は名称

(c) where the Stock Company Established by the Consolidation-Type Merger is a company with financial auditor: the names of the persons to serve as financial auditor at the incorporation of the Stock Company Established by the Consolidation-Type Merger;

六 新設合併設立株式会社が新設合併に際して新設合併消滅株式会社の株主に対して交付するその株式に代わる当該新設合併設立株式会社の株式の数（種類株式発行会社にあつては、株式の種類及び種類ごとの数）又はその数の算定方法

(vi) the number of the Stock Company Established by the Consolidation-Type Merger's shares (or, in a company with class shares, the classes of share and the number of shares by class) to be granted by the company in carrying out the merger to the shareholders of the Stock Company Disappearing in the Consolidation-type Merger in lieu of the latter company's shares, or the method of calculating such number;

七 新設合併設立株式会社が新設合併に際して新設合併消滅相互会社の社員に対して交付する当該新設合併設立株式会社の株式の数（種類株式発行会社にあつては、株式の種類及び種類ごとの数）又はその数の算定方法

(vii) the number of the Stock Company Established by the Consolidation-Type Merger's shares (or, in a company with class shares, the classes of shares and the number of shares by class) to be granted by the company in carrying out the merger to the members of the consolidated mutual company;

- 八 新設合併設立株式会社の資本金及び準備金の額に関する事項
(viii) the particulars of the amounts of the capital and reserves of the Stock Company Established by the Consolidation-Type Merger;
- 九 新設合併消滅株式会社の株主（新設合併消滅株式会社及び新設合併消滅相互会社を除く。）又は新設合併消滅相互会社の社員（新設合併消滅株式会社及び新設合併消滅相互会社を除く。）に対する第六号又は第七号の株式の割当てに関する事項
(ix) the particulars of the allocation of shares under items (vi) or (vii) to the shareholders of the Stock Company Disappearing in the Consolidation-type Merger (excluding any Stock Company Disappearing in the Consolidation-type Merger or mutual company disappearing in the consolidation-type merger consolidated mutual company) or the members of the consolidated mutual company (excluding any Stock Company Disappearing in the Consolidation-type Merger or mutual company disappearing in the consolidation-type merger);
- 十 新設合併消滅相互会社の社員に対する株式の割当てにより生ずる一株に満たない端数に係る部分につき新たに発行する株式の売却の方法その他売却に関し内閣府令で定める事項
(x) the method of sale for the new shares to be issued for fractional lots generated by the allocation of shares to the members of the consolidated mutual company, and any other particulars specified by Cabinet Office Order regarding such sale;
- 十一 前号の株式を買い受けるときは、買受けの方法その他当該買受けに関し内閣府令で定める事項
(xi) where the shares set forth in the preceding items are purchased, the method of the purchase and any other particulars specified by Cabinet Office Order regarding such purchase;
- 十二 新設合併消滅株式会社が新株予約権を発行しているときは、新設合併設立株式会社が新設合併に際して当該新株予約権の新株予約権者に対して交付する当該新株予約権に代わる当該新設合併設立株式会社の新株予約権又は金銭についての次に掲げる事項
(xii) where a Stock Company Disappearing in the Consolidation-type Merger has issued share options, the following particulars of the Stock Company Established by the Consolidation-Type Merger's share options or money to be granted by the latter company in carrying out the merger to the holders of share options of the Consolidated Stock Company in lieu of such share options:
イ 当該新設合併消滅株式会社の新株予約権の新株予約権者に対して新設合併設立株式会社の新株予約権を交付するときは、当該新株予約権の内容及び数又はその算定方法
(a) where share options of the Stock Company Established by the Consolidation-Type Merger are granted to the holders of stock options of

the Stock Company Disappearing in the Consolidation-type Merger, the contents and number of the share options thus granted and the method of calculating such number;

ロ イに規定する場合において、イの新設合併消滅株式会社の新株予約権が新株予約権付社債に付された新株予約権であるときは、新設合併設立株式会社が当該新株予約権付社債についての社債（会社法第二条第二十三号（定義）に規定する社債をいう。ロにおいて同じ。）に係る債務を承継する旨並びにその承継に係る社債の種類及び種類ごとの各社債の金額の合計額又はその算定方法

(b) in the case prescribed in (a), if the share options of the Stock Company Disappearing in the Consolidation-type Merger set forth in (a) are share options attached to bonds, the fact that the Stock Company Established by the Consolidation-Type Merger will assume the obligations pertaining to the bonds (meaning bonds as defined in Article 2, item (xxiii) of the Companies Act; the same applies in (b)) with stock options, and the classes of bonds covered by such assumption and the total value of the bonds by class or the method of calculating such amount; or

ハ イの新設合併消滅株式会社の新株予約権以外の当該新設合併消滅株式会社の新株予約権の新株予約権者に対して金銭を交付するときは、当該金銭の額又はその算定方法

(c) where any money is granted to the holders of stock options of a Stock Company Disappearing in the Consolidation-type Merger other than that set forth in (a), the amount of such money or the method of calculating such amount;

十三 前号に規定する場合には、新設合併消滅株式会社の新株予約権の新株予約権者に対する同号の新設合併設立株式会社の新株予約権又は金銭の割当てに関する事項 (xiii) where the preceding item applies, the particulars of the allocation of Stock Company Established by the Consolidation-Type Merger's share options or money to the holders of share options of the Stock Company Disappearing in the Consolidation-type Merger set forth in that item;

十四 新設合併消滅株式会社の株主又は新設合併消滅相互会社の基金の拠出者若しくは社員に対して交付すべき金額を定めたときは、その定め

(xiv) the amount of any money to be granted to the shareholders of the Stock Company Disappearing in the Consolidation-type Merger, or the contributors to the funds and the members of the consolidated mutual company;

十五 新設合併後における保険契約者の権利に関する事項

(xv) the particulars of the rights of Policyholders following the merger;

十六 合併剰余金額に関する事項

(xvi) the particulars of the amount of surplus from consolidation; and

十七 その他内閣府令で定める事項

(xvii) any other particular specified by Cabinet Office Order.

2 新設合併設立株式会社が監査等委員会設置会社である場合には、前項第四号に掲げ

る事項は、新設合併設立株式会社の設立に際して監査等委員となる者である新設合併設立株式会社の設立に際して取締役となる者とそれ以外の新設合併設立株式会社の設立に際して取締役となる者とを区別して定めなければならない。

(2) In case where a Stock Company Established by the Consolidation-Type Merger is a Company with Audit and Supervisory Committee, the matters listed in item (iv) of the preceding paragraph must be specified separately for persons to become directors upon the incorporation of the Stock Company Established by the Consolidation-Type Merger who are to become Audit and Supervisory Committee Members upon the incorporation of the relevant Stock Company Established by the Consolidation-Type Merger and persons to become other directors upon the incorporation of the Stock Company Established by the Consolidation-Type Merger

3 第一項に規定する場合において、新設合併消滅株式会社の全部又は一部が種類株式発行会社であるときは、新設合併消滅会社は、新設合併消滅株式会社の発行する種類の株式の内容に応じ、同項第六号に掲げる事項として次に掲げる事項を定めることができる。

(3) In the case prescribed in paragraph (1), the company disappearing in the consolidation-type merger may, where all or any of the Stock Company Disappearing in the Consolidation-type Merger is a company with class shares, prescribe the following particulars as particulars listed in item (vi) of that paragraph, depending on the class structure of the shares issued by the Stock Company Disappearing in the Consolidation-type Merger:

一 ある種類の株式の株主に対して新設合併設立株式会社の株式の割当てをしないこととするときは、その旨及び当該株式の種類

(i) if they do not allocate shares of the Stock Company Established by the Consolidation-Type Merger to any specific class of shareholder, that fact and the relevant class of share; and

二 前号に掲げる事項のほか、新設合併設立株式会社の株式の割当てについて株式の種類ごとに異なる取扱いを行うこととするときは、その旨及び当該異なる取扱いの内容

(ii) beyond what is set forth in the preceding item, if they treat each class of share in a different manner in allocating shares of the Stock Company Established by the Consolidation-Type Merger, that fact and a description of such different treatment.

4 第一項に規定する場合には、同項第六号に掲げる事項についての定めは、新設合併消滅株式会社の株主（新設合併消滅株式会社、新設合併消滅相互会社及び前項第一号の種類の株式の株主を除く。）の有する株式の数（前項第二号に掲げる事項についての定めがある場合にあっては、各種類の株式の数）に応じて新設合併設立株式会社の株式を交付することを内容とするものでなければならない。

(4) Where paragraph (1) applies, the provisions for the particulars listed in item (vi) of that paragraph must include a clause that the shares of the Stock

Company Established by the Consolidation-Type Merger is allocated in accordance with the number of shares (or, where the articles of incorporation include provisions for the particulars listed in item (ii) of the preceding paragraph, the number of shares by class) held by each shareholder of the Stock Company Disappearing in the Consolidation-type Merger (excluding any Consolidated Stock Company, consolidated mutual company or holder of the class of share set forth in item (i) of the preceding paragraph).

5 第八十九条第一項本文及び第二項の規定は、第一項の新設合併の場合について準用する。この場合において、同条第一項中「組織変更をする相互会社」とあるのは「新設合併消滅相互会社」と、「効力発生日」とあるのは「新設合併設立株式会社の成立の日」と、「組織変更計画」とあるのは「第百六十五条第一項の新設合併契約」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(5) The provisions of the main clause of Article 89, paragraph (1) and Article 89, paragraph (2) apply mutatis mutandis to the consolidation-type merger set forth in paragraph (1). In this case, the terms "converting Mutual Company", "Effective Date" and "entity conversion plan" in paragraph (1) of the same Article is deemed to be replaced with "consolidated mutual company", "date of the establishment of the Stock Company Established by the Consolidation-Type Merger" and "consolidation-type merger agreement set forth in Article 165, paragraph (1)", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

6 第九十条の規定は第一項の新設合併について、第百六十二条第三項の規定は新設合併消滅相互会社について、それぞれ準用する。この場合において、第九十条第一項中「組織変更をする相互会社の社員は、組織変更計画」とあるのは「新設合併消滅相互会社の社員は、第百六十五条第一項の新設合併契約」と、「組織変更後株式会社」とあるのは「新設合併設立株式会社」と、第百六十二条第三項中「第百六十五条の七第二項」とあるのは「第百六十五条の十七第二項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(6) The provisions of Article 90 apply mutatis mutandis to the consolidation-type merger set forth in paragraph (1); and the provisions of Article 162, paragraph (3) apply mutatis mutandis to a consolidated mutual company. In this case, the terms "members of a converting Mutual Company", "Converted Stock Company" and "entity conversion plan" in Article 90, paragraph (1) is deemed to be replaced with "members of a consolidated mutual company", "Stock Company Established by the Consolidation-Type Merger" and "consolidation-type merger agreement set forth in Article 165, paragraph (1)" respectively; and the term "Article 165-7, paragraph (2)" in Article 162, paragraph (3) is deemed to be replaced with "Article 165-17, paragraph (2)"; any other necessary technical replacement of terms is specified by Cabinet Order.

7 第九十一条の規定は、新設合併設立株式会社について準用する。この場合において、同条中「組織変更剰余金額」とあるのは「合併剰余金額」と、同条第一項中「第八十

六条第四項第二号」とあるのは「第百六十五条第一項第三号」と、同条第三項中「前条第二項」とあるのは「第百六十五条第六項において準用する前条第二項」と、同条第四項中「、組織変更」とあるのは「、第百六十五条第一項の新設合併」と、「その他組織変更」とあるのは「その他当該新設合併」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(7) The provisions of Article 91 apply mutatis mutandis to a Stock Company Established by the Consolidation-Type Merger. In this case, the term "amount of surplus in Entity Conversion" in that Article is deemed to be replaced with "amount of surplus from consolidation"; the term "Article 86, paragraph (4), item (ii)" in Article 91, paragraph (1) is deemed to be replaced with "Article 165, paragraph (1), item (iii)"; the term "paragraph (2) of the preceding Article" in Article 91, paragraph (3) is deemed to be replaced with "paragraph (2) of the preceding Article as applied mutatis mutandis pursuant to Article 165, paragraph (6)"; and the terms "capital Reserve on Entity Conversion" and "calculations on Entity Conversion" in Article 91, paragraph (4) is deemed to be replaced with "capital reserves on a consolidation-type merger under Article 165, paragraph (1)" and "calculations on such consolidation-type merger", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

第三款 合併の手続

Subsection 3 Merger Procedure

第一目 消滅株式会社の手続

Division 1 Procedure for a Disappearing Stock Company

(合併契約に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to a Merger Agreement)

第百六十五条の二 消滅株式会社（吸収合併消滅株式会社及び新設合併消滅株式会社をいう。以下この節において同じ。）は、次に掲げる日のいずれか早い日から合併がその効力を生ずる日（以下この節において「効力発生日」という。）までの間、合併契約の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各営業所に備え置かなければならない。

Article 165-2 (1) A Disappearing Stock Company (meaning an Absorbed Stock Company or a Stock Company Disappearing in the Consolidation-type Merger; hereinafter the same applies in this Section), for the period ranging from any of the following dates, whichever is the earliest, to the date on which the merger takes effect (hereinafter referred to as "Effective Date" in this Section), must keep at each of its business offices the documents or electronic or magnetic records in which the details of the merger agreement and any other particulars specified by Cabinet Office Order are detailed or recorded:

一 次条第一項の株主総会又は同条第五項の種類株主総会の日の二週間前の日

(i) the day that is two weeks before the date of the shareholders' meeting set forth in paragraph (1) of the following Article or the class meeting set forth in paragraph (5) of the same Article;

二 第六十五条の四第一項の規定による通知の日又は同条第二項の公告の日のいずれか早い日

(ii) the date of notice under Article 165-4, paragraph (1) or the date of public notice under paragraph (2) of the same Article, whichever is earlier; or

三 第六十五条の七第二項の規定による公告の日

(iii) the date of public notice under Article 165-7, paragraph (2).

2 消滅株式会社の株主及び保険契約者その他の債権者は、消滅株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該消滅株式会社の定めた費用を支払わなければならない。

(2) The creditors of a Disappearing Stock Company, such as shareholders and Policyholders, may make the following requests to the company at any time during its operating hours; provided, however, that they must pay the fees determined by the Disappearing Stock Company in making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって消滅株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Disappearing Stock Company, or to be issued a document detailing such particulars.

(合併契約の承認)

(Authorization of Merger Agreement)

第六十五条の三 消滅株式会社は、効力発生日の前日までに、株主総会の決議によって、合併契約の承認を受けなければならない。

Article 165-3 (1) A disappearing stock company, must have its merger agreement approved by a resolution of the shareholders' meeting by the day before the

Effective Date.

- 2 消滅株式会社が前項の規定による決議をする場合には、会社法第三百九条第二項（株主総会の決議）の規定による決議によらなければならない。
- (2) The resolution set forth in the preceding paragraph to be adopted by a disappearing stock company must be a resolution under Article 309, paragraph (2) (Resolution of shareholders' meetings) of the Companies Act.
- 3 消滅株式会社は、第一項の規定による決議をする場合には、会社法第二百九十九条第一項（株主総会の招集の通知）の通知において、合併契約の要領を示さなければならない。
- (3) If a disappearing stock company seeks to adopt a resolution under paragraph (1), the disappearing stock company must provide an outline of the merger agreement in the notice to be given pursuant to Article 299, paragraph (1) (Notice of Calling of Shareholders' Meetings) of the Companies Act.
- 4 第二項の規定にかかわらず、消滅株式会社が公開会社（会社法第二条第五号（定義）に規定する公開会社をいう。以下この節において同じ。）である場合において、消滅株式会社の株主に対して交付する株式等の全部又は一部が譲渡制限株式であるときは、第一項の決議は、同法第三百九条第三項に定める決議によらなければならない。ただし、当該消滅株式会社が種類株式発行会社である場合は、この限りでない。
- (4) Notwithstanding the provisions of paragraph (2), where the merger involves a disappearing stock company that is a public company (meaning a public company as defined in Article 2, item (v) (Definitions) of the Companies Act; hereinafter the same applies in this Section), and all or Part of the Shares, etc. to be distributed to the shareholders of the disappearing stock company are shares with restriction on transfer, the resolution set forth in paragraph (1) must be a resolution under Article 309, paragraph (3) of that Act; provided, however, that this does not apply to the cases where the disappearing stock company is a company with class shares.
- 5 新設合併消滅株式会社が種類株式発行会社である場合において、新設合併消滅株式会社の株主に対して交付する新設合併設立株式会社の株式の全部又は一部が譲渡制限株式であるときは、当該新設合併は、当該譲渡制限株式の割当てを受ける種類の株式（譲渡制限株式を除く。）の種類株主を構成員とする種類株主総会（当該種類株主に係る株式の種類が二以上ある場合にあっては、当該二以上の株式の種類別に区分された種類株主を構成員とする各種類株主総会）の決議がなければ、その効力を生じない。ただし、当該種類株主総会において議決権を行使することができる株主が存しない場合は、この限りでない。
- (5) In a consolidation-type merger involving a Stock Company Disappearing in the Consolidation-type Merger that is a company with class shares, where all or Part of the shares of the Stock Company Established by the Consolidation-Type Merger to be distributed to the shareholders of the Stock Company Disappearing in the Consolidation-type Merger are shares with restriction on transfer, the merger is not effective unless approved by a resolution of the class

meeting composed of the holders of the class of share (excluding shares with restriction on transfer) for which the shares with restriction on transfer are to be distributed (or, where the shares with restriction on transfer are to be distributed to the holders of two or more classes of shares, the class meetings each composed of the holders of one of such classes of shares); provided, however, that this does not apply to cases where no shareholders can exercise their voting rights in the relevant class meeting.

6 新設合併消滅株式会社が前項の規定による決議をする場合には、会社法第三百二十四条第三項（種類株主総会の決議）の規定による決議によらなければならない。

(6) Any resolution by a Stock Company Disappearing in the Consolidation-type Merger under the preceding paragraph must be a resolution under Article 324, paragraph (3) (Resolution of Class Meetings) of the Companies Act.

(吸収合併又は新設合併をやめることの請求)

(Request for Renunciation of Absorption-Type Merger or Consolidation-Type Merger)

第百六十五条の三の二 吸収合併又は新設合併が法令又は定款に違反する場合において、消滅株式会社の株主が不利益を受けるおそれがあるときは、消滅株式会社の株主は、消滅株式会社に対し、当該吸収合併又は新設合併をやめることを請求することができる。

Article 165-3-2 In case where an absorption-type merger or consolidation-type merger violates the laws and regulations or articles of incorporation, if there is a risk that shareholders of a Disappearing Stock Company may suffer disadvantage, the shareholders of a Disappearing Stock Company may request the Disappearing Stock Company to renounce the relevant absorption-type merger or consolidation-type merger.

(株主等に対する通知等)

(Notice to Shareholders)

第百六十五条の四 消滅株式会社は、効力発生日の二十日前までに、その株主及び登録株式質権者並びにその新株予約権者及び登録新株予約権質権者に対し、合併をする旨並びに吸収合併存続相互会社又は合併により設立する保険業を営む株式会社若しくは相互会社（以下この節において「新設合併設立会社」という。）の商号又は名称及び住所を通知しなければならない。

Article 165-4 (1) A disappearing stock company, no later than 20 days before the Effective Date, must notify its shareholders and the registered pledgees of its shares, and the holders of its share options and the registered pledgees of its share options of the planned merger, and the trade name or name and address of the Mutual Company Surviving the Absorption-Type Merger, or the Stock Company conducting Insurance Business or Mutual Company to be incorporated by the merger (hereinafter referred to as "Formed Company" in

this Section).

2 前項の規定による通知は、公告をもってこれに代えることができる。

(2) A notice under the preceding paragraph may be replaced with a public notice.

3 会社法第二百十九条第一項（第六号に係る部分に限る。）、第二項（第四号に係る部分に限る。）及び第三項（株券の提出に関する公告等）、第二百二十条（株券の提出をすることができない場合）並びに第二百九十三条第一項（第三号に係る部分に限る。）（新株予約権証券の提出に関する公告等）の規定は、消滅株式会社について準用する。この場合において、同法第二百十九条第二項第四号中「第七百四十九条第一項に規定する吸収合併存続会社又は第七百五十三条第一項に規定する新設合併設立会社」とあるのは「保険業法第六十条第一号に規定する吸収合併存続相互会社又は同法第六十五条の四第一項に規定する新設合併設立会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 219, paragraph (1) (limited to the segment pertaining to item (vi)), paragraph (2) (limited to the segment pertaining to item (iv)) and paragraph (3) (Public Notice in Relation to Submission of Share Certificate), Article 220 (Cases Where Share Certificates Cannot be Submitted), and Article 293, paragraph (1) (limited to the segment pertaining to item (iii)) (Public Notice in Relation to Submission of Share Option Certificate) of the Companies Act apply mutatis mutandis to an extinguished stock company. In this case, the term "A Company Surviving an Absorption-Type Merger as prescribed in Article 749, paragraph (1) or a Company Incorporated in a Consolidation-Type Merger as prescribed in Article 753, paragraph (1)" in Article 219, paragraph (2), item (iv) of that Act is deemed to be replaced with "A Mutual Company Surviving the Absorption-Type Merger prescribed in Article 160, item (i) of the Insurance Business Act or a Consolidated Mutual Company prescribed in Article 165-4, paragraph (1) of that Act", any other necessary technical replacement of terms is specified by Cabinet Order.

(株式買取請求権)

(Right to Request Purchase of Shares)

第百六十五条の五 次に掲げる株主は、消滅株式会社に対し、自己の有する株式を公正な価格で買い取ることを請求することができる。

Article 165-5 (1) The following shareholders may request the disappearing stock company to purchase the shares that they hold at a fair price:

一 合併契約を承認するための株主総会（種類株主総会を含む。以下この号において同じ。）に先立って当該合併に反対する旨を当該消滅株式会社に対し通知し、かつ、当該株主総会において当該合併に反対した株主（当該株主総会において議決権を行使することができるものに限る。）

(i) a shareholder who, prior to the shareholders' meeting to approve the merger agreement (including the class meeting; hereinafter the same applies in this item), has given notice to the disappearing stock company of their intent to

oppose the merger, and has actually opposed the merger at the shareholders' meeting (limited to a shareholder who can exercise their voting rights at the shareholders' meeting); and

二 当該株主総会において議決権を行使することができない株主

(ii) a shareholder who cannot exercise their voting rights at the shareholders' meeting.

2 会社法第七百八十五条第五項から第九項まで（反対株主の株式買取請求）、第七百八十六条（株式の価格の決定等）、第八百六十八条第一項（非訟事件の管轄）、第八百七十条第二項（第二号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二條（第五号に係る部分に限る。）（即時抗告）、第八百七十二條の二（抗告状の写しの送付等）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、前項の規定による請求について準用する。この場合において、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 785, paragraphs (5) to (9) (Dissenting Shareholders' Exercise of Appraisal Right), Article 786 (Appraisal, etc. of Price of Shares), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (2) (limited to the segment pertaining to item (ii)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to a request made under the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（新株予約権買取請求）

(Right to Request Purchase of Share Options)

第百六十五条の六 消滅株式会社の新株予約権者は、消滅株式会社に対し、自己の有する新株予約権を公正な価格で買い取することを請求することができる。

Article 165-6 (1) A holder of share options of a disappearing stock company may request the company to purchase the share options that they hold at a fair price:

2 会社法第七百八十七条第五項から第十項まで（新株予約権買取請求）、第七百八十八条（新株予約権の価格の決定等）、第八百六十八条第一項（非訟事件の管轄）、第八百七十条第二項（第二号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二條

(第五号に係る部分に限る。) (即時抗告)、第八百七十二条の二 (抗告状の写しの送付等)、第八百七十三条本文 (原裁判の執行停止)、第八百七十五条 (非訟事件手続法の規定の適用除外) 及び第八百七十六条 (最高裁判所規則) の規定は、前項の規定による請求について準用する。この場合において、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 787, paragraphs (5) to (10) (Demand for Purchase of Share Options), Article 788 (Appraisal, etc. of Price of Share Options), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (2) (limited to the segment pertaining to item (ii)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to a request made under the preceding paragraph. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(債権者の異議)

(Objections of Creditors)

第百六十五条の七 消滅株式会社の保険契約者その他の債権者は、消滅株式会社に対し、合併について異議を述べることができる。

Article 165-7 (1) Policyholders or other creditors of a disappearing stock company may state to the company their objections to the merger.

2 消滅株式会社は、次に掲げる事項を官報及び当該消滅株式会社の定款で定めた公告方法により公告しなければならない。ただし、第四号の期間は、一月を下ることができない。

(2) A disappearing stock company must give public notice of the following particulars in the Official Gazette and by the Method of Public Notice prescribed by its articles of incorporation; provided, however, that the period for item (iv) may not be shorter than one month:

一 合併をする旨

(i) the fact that a merger will be carried out;

二 吸収合併存続相互会社又は他の新設合併消滅会社 (新設合併消滅株式会社及び新設合併消滅相互会社をいう。第百六十五条の十七第二項において同じ。) 及び新設合併設立会社の商号又は名称及び住所

(ii) the trade names or names and addresses of the Mutual Company Surviving the Absorption-Type Merger or other consolidated companies (meaning Stock Company Disappearing in the Consolidation-type Merger and Consolidated

Mutual Companies; the same applies in Article 165-17, paragraph (2)) and the Formed Company;

三 消滅株式会社の計算書類に関する事項として内閣府令で定めるもの

(iii) the particulars specified by Cabinet Office Order as pertaining to the financial statements of an extinguished stock company;

四 消滅株式会社の保険契約者その他の債権者が一定の期間内に異議を述べることができる旨

(iv) the fact that Policyholders or other creditors of the extinguished stock company may state their objections within a certain period of time; and

五 前各号に掲げるもののほか、内閣府令で定める事項

(v) beyond what is set forth in the preceding items, particulars specified by Cabinet Office Order.

3 保険契約者その他の債権者が前項第四号の期間内に異議を述べなかったときは、当該保険契約者その他の債権者は、当該合併について承認をしたものとみなす。

(3) Where no Policyholders or other creditors have stated their objections within the period set forth in item (iv) of the preceding paragraph, such Policyholders or other creditors are deemed to have approved the merger.

4 第七十条第四項から第八項までの規定は、第一項の規定による債権者の異議について準用する。この場合において、同条第四項及び第六項中「第二項第四号」とあるのは「第百六十五条の七第二項第四号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 70, paragraphs (4) to (8) apply mutatis mutandis to objections of creditors under paragraph (1). In this case, the term "paragraph (2), item (iv)" in paragraphs (5) and (6) of the same Article is deemed to be replaced with "Article 165-7, paragraph (2), item (iv)"; any other necessary technical replacement of terms is specified by Cabinet Order.

(吸収合併の効力発生日の変更)

(Change in Effective Date of Absorption-Type Merger)

第百六十五条の八 吸収合併消滅株式会社は、吸収合併存続相互会社との合意により、効力発生日を変更することができる。

Article 165-8 (1) An Absorbed Stock Company may change the Effective Date in an agreement with the Mutual Company Surviving the Absorption-Type Merger.

2 前項の場合には、吸収合併消滅株式会社は、変更前の効力発生日（変更後の効力発生日が変更前の効力発生日前の日である場合にあっては、当該変更後の効力発生日）の前日までに、変更後の効力発生日を公告しなければならない。

(2) In the case set forth in the preceding paragraph, the Absorbed Stock Company must give public notice of the Effective Date thus changed by the day before the original Effective Date (or, where the changed Effective Date falls before the original Effective Date, the changed Effective Date).

3 第一項の規定により効力発生日を変更したときは、変更後の効力発生日を効力発生日とみなして、この節の規定を適用する。

(3) Where the Effective Date has been changed pursuant to the provisions of paragraph (1), the changed Effective Date is deemed to be the Effective Date for the purpose of applying the provisions of this Section.

第二目 吸収合併存続株式会社の手続

Division 2 Procedure for a Stock Company Surviving an Absorption-Type Merger

(吸収合併契約に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to an Absorption-Type Merger Agreement)

第百六十五条の九 吸収合併存続株式会社は、次に掲げる日のいずれか早い日から効力発生日後六月を経過する日までの間、吸収合併契約の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各営業所に備え置かなければならない。

Article 165-9 (1) A Stock Company Surviving an Absorption-Type Merger, for the period ranging from any of the following dates, whichever is the earliest, to the day that is six months after the Effective Date, must keep at each of its business offices the documents or electronic or magnetic records in which the details of the absorption-type merger agreement and any other particulars specified by Cabinet Office Order are detailed or recorded:

一 吸収合併契約について株主総会（種類株主総会を含む。）の決議によってその承認を受けなければならないときは、当該株主総会の日の二週間前の日

(i) where the merger agreement needs to be approved by a resolution of the shareholders' meeting (including the class meeting), the day that is two weeks before the date of the shareholders' meeting;

二 第百六十五条の十二において準用する第百六十五条の四第一項の規定による通知の日又は第百六十五条の十二において準用する第百六十五条の四第二項の公告の日のいずれか早い日

(ii) the date of notice under Article 165-4, paragraph (1) as applied mutatis mutandis pursuant to Article 165-12 or the date of public notice under Article 165-4, paragraph (2) as applied mutatis mutandis pursuant to Article 165-12, whichever is earlier; or

三 第百六十五条の十二において準用する第百六十五条の七第二項の規定による公告の日

(iii) the date of public notice under Article 165-7, paragraph (2) as applied mutatis mutandis pursuant to Article 165-12.

2 吸収合併存続株式会社の株主及び保険契約者その他の債権者は、吸収合併存続株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。

ただし、第二号又は第四号に掲げる請求をするには、当該吸収合併存続株式会社の定めた費用を支払わなければならない。

(2) The creditors of a Stock Company Surviving an Absorption-Type Merger, such as Shareholders and Policyholders, may make the following requests to the company at any time during its operating hours; provided, however, that they must pay the fees determined by the Stock Company Surviving the Absorption-Type Merger in making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって吸収合併存続株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Stock Company Surviving the Absorption-Type Merger, or to be issued a document detailing such particulars.

(吸収合併契約の承認等)

(Authorization of Absorption-Type Merger Agreement)

第百六十五条の十 吸収合併存続株式会社は、効力発生日の前日までに、株主総会の決議によって、吸収合併契約の承認を受けなければならない。

Article 165-10 (1) A Stock Company Surviving an Absorption-Type Merger must have its merger agreement approved by a resolution of the shareholders' meeting by the day before the Effective Date.

2 吸収合併存続株式会社が前項の規定による決議をする場合には、会社法第三百九条第二項（株主総会の決議）の規定による決議によらなければならない。

(2) The resolution set forth in the preceding paragraph to be adopted by the Stock Company Surviving the Absorption-Type Merger must be a resolution under Article 309, paragraph (2) (Resolution of Shareholders' Meetings) of the Companies Act.

3 吸収合併存続株式会社は、第一項の規定による決議をする場合には、会社法第二百九十九条第一項（株主総会の招集の通知）の通知において、吸収合併契約の要領を示さなければならない。

(3) A Stock Company Surviving an Absorption-Type Merger, if it seeks to adopt a resolution under paragraph (1), must provide an outline of the absorption-type merger agreement in the notice to be given pursuant to Article 299, paragraph (1) (Notice of Calling of Shareholders' Meetings) of the Companies Act.

4 承継する吸収合併消滅相互会社の資産に吸収合併存続株式会社の株式が含まれる場合には、取締役は、第一項の株主総会において、当該株式に関する事項を説明しなければならない。

(4) Where a Stock Company Surviving an Absorption-Type Merger succeeds to the assets of the mutual company disappearing in the consolidation type merger including its own shares, its directors must explain the particulars of such shares in the shareholders' meeting set forth in paragraph (1).

5 吸収合併存続会社が種類株式発行会社である場合において、吸収合併消滅相互会社の社員に交付する株式等が吸収合併存続株式会社の株式である場合には、吸収合併は、第六十四条第一項第二号イの種類株式（譲渡制限株式であって、会社法第九十九条第四項（募集事項の決定）の定款の定めがないものに限る。）の種類株主を構成員とする種類株主総会（当該種類株主に係る株式の種類が二以上ある場合にあっては、当該二以上の株式の種類別に区分された種類株主を構成員とする各種類株主総会）の決議がなければ、その効力を生じない。ただし、当該種類株主総会において議決権を行使することができる株主が存しない場合は、この限りでない。

(5) In an absorption-type merger wherein the company surviving the merger is a company with class shares, and in which the Shares, etc. to be granted to the members of the mutual company disappearing in the consolidation type merger are shares of the Stock Company Surviving the Absorption-Type Merger, the merger is null and void unless approved by a resolution of the class meeting composed of the holders of the class of share set forth in Article 164, paragraph (1), item (ii), (a) (limited to the shares with restriction on transfer which are not covered by the provisions in the articles of incorporation set forth in Article 199, paragraph (4) (Determination of Subscription Requirements) of the Companies Act) (or, where the shares are to be granted to the holders of two or more classes of share, the class meetings each composed of the holders of one of such classes of share); provided, however, that this does not apply to the cases where no shareholders can exercise their voting rights in the relevant class meeting.

6 吸収合併存続株式会社が前項の規定による決議をする場合には、会社法第三百二十四条第三項（種類株主総会の決議）の規定による決議によらなければならない。

(6) Any resolution by a Stock Company Surviving an Absorption-Type Merger under the preceding paragraph must be a resolution under Article 324, paragraph (3) (Resolution of Class Meetings) of the Companies Act.

（吸収合併契約の承認を要しない場合等）

(Cases Where Authorization of an Absorption-Type Merger Agreement Is Not

Required)

第百六十五条の十一 前条第一項から第四項までの規定は、第一号に掲げる額の第二号に掲げる額に対する割合が五分之一（これを下回る割合を吸収合併存続株式会社の定款で定めた場合にあつては、その割合）を超えない場合には、適用しない。ただし、吸収合併消滅相互会社の社員に対して交付する株式等の全部又は一部が吸収合併存続株式会社の譲渡制限株式である場合であつて、吸収合併存続株式会社が公開会社でないときは、この限りでない。

Article 165-11 (1) The provisions of the preceding Article paragraphs (1) to (4) do not apply where the amount set forth in item (i) does not exceed one fifth (or any smaller proportion prescribed by the articles of incorporation of the Stock Company Surviving the Absorption-Type Merger) of the amount set forth in item (ii); provided, however, that this does not apply to cases where all or part of the Shares, etc. delivered to members of a mutual company disappearing in the consolidation type merger are shares with restriction on transfer of the Stock Company Surviving the Absorption-Type Merger and where the Stock Company Surviving the Absorption-Type Merger is not a Public Company:

一 次に掲げる額の合計額

(i) the total of the following amounts:

イ 吸収合併消滅相互会社の社員に対して交付する吸収合併存続株式会社の株式の数に一株当たり純資産額（会社法第四百十一条第二項（株式会社による買取りの通知）に規定する一株当たり純資産額をいう。）を乗じて得た額

(a) the amount calculated by multiplying the number of Stock Company Surviving the Absorption-Type Merger's shares to be distributed to the members of the mutual company disappearing in the consolidation type merger by the amount of net assets per share (meaning the amount of net assets per share set forth in Article 141, paragraph (2) (Notice of purchases by Stock Company) of the Companies Act); and

ロ 吸収合併消滅相互会社の社員に対して交付する金銭の額

(b) the amount of money to be granted to the members of the mutual company disappearing in the consolidation type merger;

二 吸収合併存続株式会社の純資産額として内閣府令で定める方法により算定される額

(ii) the amount of net assets of the Stock Company Surviving the Absorption-Type Merger as calculated by the method specified by Cabinet Office Order.

2 前項本文に規定する場合において、内閣府令で定める数の株式（前条第一項の株主総会において議決権を行使することができるものに限る。）を有する株主が第百六十五条の十二において準用する第百六十五条の四第一項の規定による通知又は第百六十五条の十二において準用する第百六十五条の四第二項の公告の日から二週間以内に吸収合併に反対する旨を吸収合併存続株式会社に対し通知したときは、効力発生日の前日までに、株主総会の決議によって、吸収合併契約の承認を受けなければならない。

(2) In the case prescribed in the main clause of the preceding paragraph, an

absorption-type merger agreement must be approved by a resolution of the shareholders' meeting by the day before the Effective Date, where the holders of the number of shares specified by Cabinet Office Order (limited to those who can exercise their voting rights at the shareholders' meeting set forth in paragraph (1) of the preceding Article) have notified to the Stock Company Surviving the Absorption-Type Merger of their intention to oppose to the merger within two weeks from the date of notice under Article 165-4, paragraph (1) as applied mutatis mutandis pursuant to Article 165-12 or the date of public notice under Article 165-4, paragraph (2) as applied mutatis mutandis pursuant to Article 165-12.

(吸収合併をやめることの請求)

(Request for Renunciation of Absorption-Type Merger)

第百六十五条の十一の二 吸収合併が法令又は定款に違反する場合において、吸収合併存続株式会社の株主が不利益を受けるおそれがあるときは、吸収合併存続株式会社の株主は、吸収合併存続株式会社に対し、当該吸収合併をやめることを請求することができる。ただし、前条第一項本文に規定する場合（同項ただし書又は同条第二項に規定する場合を除く。）は、この限りでない。

Article 165-11-2 In case where an absorption-type merger violates the laws or regulations or articles of incorporation, if there is a risk that shareholders of a Stock Company Surviving an Absorption-Type Merger may suffer disadvantage, the shareholders of the Stock Company Surviving an Absorption-Type Merger may request the Stock Company Surviving an Absorption-Type Merger to renounce the relevant absorption-type merger or consolidation-type merger; provided, however, that this does not apply to the case prescribed in the main clause of paragraph (1) of the preceding Article (excluding the cases specified in proviso to that paragraph or paragraph (2) of that Article).

(準用規定)

(Provisions on Mutatis Mutandis Application)

第百六十五条の十二 第百六十五条の四、第百六十五条の五第二項及び第百六十五条の七並びに会社法第七百九十七条第一項及び第二項（反対株主の株式買取請求）の規定は、吸収合併存続株式会社について準用する。この場合において、第百六十五条の四第一項中「及び住所」とあるのは「、住所及び第百六十五条の十第四項に規定する場合にあっては同項の株式に関する事項」と、同法第七百九十七条第一項ただし書中「第七百九十六条第二項本文」とあるのは「保険業法第百六十五条の十一第一項本文」と、「第七百九十五条第二項各号に掲げる場合及び第七百九十六条第一項ただし書又は第三項」とあるのは「同項ただし書又は同条第二項」と、同条第二項第二号中「全ての株主（第七百九十六条第一項本文に規定する場合における当該特別支配会社を除く。）」とあるのは「全ての株主」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 165-12 The provisions of Article 165-4, Article 165-5, paragraph (2) and Article 165-7 of this Act and Article 797, paragraphs (1) and (2) (Dissenting Shareholders' Share Purchase Demand) of the Companies Act apply mutatis mutandis to a Stock Company Surviving an Absorption-Type Merger. In this case, the term "and address" in Article 165-4, paragraph (1) is deemed to be replaced with ", address and, where Article 165-10, paragraph (4) applies, the particulars of the shares set forth in that paragraph"; the term "the main clause of Article 796, paragraph (2)" and the term "listed in the items of Article 795, paragraph (2) and the cases prescribed in the proviso to Article 796, paragraph (1), or (3)" in the proviso to Article 797, paragraph (1) of that Act is deemed to be replaced with "the main clause of Article 165-11, paragraph (1) of the Insurance Business Act" and "prescribed in the proviso to that paragraph or paragraph (2) of that Article", respectively; and "all shareholders (excluding the relevant Special Controlling Company in the cases prescribed in the main clause of Article 796, paragraph (1)) in item (ii), paragraph (ii) of that Article is deemed to be replaced with "all shareholders"; any other necessary technical replacement of terms is specified by Cabinet Order.

(吸収合併に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to Absorption-Type Merger)

第百六十五条の十三 吸収合併存続株式会社は、効力発生日後遅滞なく、吸収合併により吸収合併存続株式会社が承継した吸収合併消滅相互会社の権利義務その他の吸収合併に関する事項として内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を作成しなければならない。

Article 165-13 (1) A Stock Company Surviving an Absorption-Type Merger, without delay following the Effective Date, must prepare documents or electronic or magnetic records in which the rights and obligations of the mutual company disappearing in the consolidation type merger assumed by the Stock Company Surviving the Absorption-Type Merger as a result of the absorption-type merger and any other particulars specified by Cabinet Office Order as being involved in an absorption-type merger are detailed or recorded.

2 吸収合併存続株式会社は、効力発生日から六月間、前項の書面又は電磁的記録を各営業所に備え置かなければならない。

(2) A Stock Company Surviving an Absorption-Type Merger, for six months from the Effective Date, must keep at each of its business offices documents or electronic or magnetic records set forth in the preceding paragraph.

3 吸収合併存続株式会社の株主及び保険契約者その他の債権者は、吸収合併存続株式会社に対して、その営業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該吸収合併存続株式会社の定めた費用を支払わなければならない。

(3) The creditors of a Stock Company Surviving an Absorption-Type Merger, such

as Shareholders and Policyholders, may make the following requests to the company at any time during its operating hours; provided, however, that they must pay the fees determined by the Stock Company Surviving the Absorption-Type Merger in making a request falling under items (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって吸収合併存続株式会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Stock Company Surviving the Absorption-Type Merger, or to be issued a document detailing such particulars.

第三目 新設合併設立株式会社の手続

Division 3 Procedure for a Stock Company Established by Consolidation-Type Merger

第百六十五条の十四 会社法第二編第一章（第二十七条（第四号及び第五号を除く。）、第二十九条、第三十一条、第三十七条第三項、第三十九条、第六節及び第四十九条を除く。）（設立）の規定は、新設合併設立株式会社の設立については、適用しない。

Article 165-14 (1) The provisions of Part II, Chapter I (excluding Article 27 (excluding items (iv) and (v)), Article 29, Article 31, Article 37, paragraph (3), Article 39, Section 6 and Article 49) (Incorporation) of the Companies Act do not apply to the incorporation of a Stock Company Established by a Consolidation-Type Merger.

2 新設合併設立株式会社の定款は、新設合併消滅会社が作成する。

(2) The articles of incorporation of a Stock Company Established by a Consolidation-Type Merger are drafted by the consolidated companies.

3 前条の規定は、新設合併設立株式会社について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of the preceding Article apply mutatis mutandis to a Stock Company Established by a Consolidation-Type Merger. In this case, any other

necessary technical replacement of terms is specified by Cabinet Order.

第四目 消滅相互会社の手続

Division 4 Procedure for a Disappearing Mutual Company

(合併契約に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to a Merger Agreement)

第百六十五条の十五 消滅相互会社（吸収合併消滅相互会社及び新設合併消滅相互会社をいう。以下この節において同じ。）は、次に掲げる日のいずれか早い日から効力発生日までの間、合併契約の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各事務所に備え置かなければならない。

Article 165-15 (1) A disappearing mutual company (meaning a mutual company disappearing in the consolidation type merger or a consolidated mutual company; hereinafter the same applies in this Section), for the period ranging from any of the following dates, whichever is earlier, to the Effective Date, must keep at each of its offices the documents or electronic or magnetic records in which the details of the merger agreement and any other particulars specified by Cabinet Office Order are detailed or recorded:

一 次条第一項の社員総会（総代会を設けているときは、総代会。以下この款において同じ。）の日の二週間前の日

(i) the day that is two weeks before the date of the general meeting of members (or the Member Representatives Meeting, where the company has such a meeting; hereinafter the same applies in this Subsection) set forth in paragraph (1) of the following Article; or

二 第百六十五条の十七第二項の規定による公告の日

(ii) the date of public notice under Article 165-17, paragraph (2).

2 消滅相互会社の保険契約者その他の債権者は、消滅相互会社に対して、その事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該消滅相互会社の定めた費用を支払わなければならない。

(2) Policyholders or other creditors of a disappearing mutual company may make the following requests to the company at any time during its business hours; provided, however, that they must pay the fees determined by the disappearing mutual company in making a request falling under items (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the

electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって消滅相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the disappearing mutual company, or to be issued a document detailing such particulars.

(合併契約の承認)

(Authorization of Merger Agreement)

第百六十五条の十六 消滅相互会社は、効力発生日の前日までに、社員総会の決議によって、合併契約の承認を受けなければならない。

Article 165-16 (1) A disappearing mutual company, must have its merger agreement approved by a resolution of the general meeting of members by the day before the Effective Date.

2 消滅相互会社が前項の規定による決議をする場合には、第六十二条第二項の規定による決議によらなければならない。

(2) The resolution set forth in the preceding paragraph to be adopted by a disappearing mutual company must be a resolution under Article 62, paragraph (2).

(吸収合併又は新設合併をやめることの請求)

(Request for Renunciation of Absorption-Type Merger or Consolidation-Type Merger)

第百六十五条の十六の二 吸収合併又は新設合併が法令又は定款に違反する場合において、消滅相互会社の社員が不利益を受けるおそれがあるときは、消滅相互会社の社員は、消滅相互会社に対し、当該吸収合併又は新設合併をやめることを請求することができる。

Article 165-16-2 If an absorption-type merger or consolidation-type merger violates the laws or regulations or articles of incorporation, if there is a risk that shareholders of a Disappearing Mutual Company may suffer disadvantage, the shareholders of a Disappearing Mutual Company may request the Disappearing Mutual Company to renounce the relevant absorption-type merger or consolidation-type merger.

(債権者の異議)

(Objections of Creditors)

第百六十五条の十七 消滅相互会社の保険契約者その他の債権者は、消滅相互会社に対し、合併について異議を述べることができる。

Article 165-17 (1) Policyholders or other creditors of an extinguished mutual

company may state to the company their objections to the merger.

2 消滅相互会社は、次に掲げる事項を官報及び当該消滅相互会社の定款で定めた公告方法により公告しなければならない。ただし、第三号の期間は、一月を下ることができない。

(2) A disappearing mutual company must give public notice of the following particulars in the Official Gazette and by the Method of Public Notice prescribed by its articles of incorporation; provided, however, that the period for item (iii) may not be shorter than one month:

一 合併をする旨

(i) the fact that a merger will be carried out;

二 吸収合併存続会社（吸収合併存続相互会社及び吸収合併存続株式会社をいう。以下この節において同じ。）又は他の新設合併消滅会社及び新設合併設立会社の商号又は名称及び住所

(ii) the trade names or names and addresses of the Company Surviving the Absorption-Type Merger (meaning the Mutual Company Surviving the Absorption-Type Merger or Stock Company Surviving the Absorption-Type Merger; hereinafter the same applies in this Section) or other consolidated companies and the Formed Company;

三 消滅相互会社の保険契約者その他の債権者が一定の期間内に異議を述べることができる旨

(iii) the fact that Policyholders or other creditors of the disappearing mutual company may state their objections within a certain period of time; and

四 前各号に掲げるもののほか、内閣府令で定める事項

(iv) beyond what is set forth in the preceding items, any particular specified by Cabinet Office Order.

3 保険契約者その他の債権者が前項第三号の期間内に異議を述べなかったときは、当該保険契約者その他の債権者は、当該合併について承認をしたものとみなす。

(3) Where no Policyholders or other creditors have stated their objections within the period set forth in item (iii) of the preceding paragraph, such Policyholders or other creditors are deemed to have approved the merger.

4 第八十八条第四項から第六項まで及び第九項の規定は、第一項の規定による債権者の異議について準用する。この場合において、同条第四項及び第六項中「第二項第三号」とあるのは「第百六十五条の十七第二項第三号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 88, paragraphs (4) to (6) apply mutatis mutandis to objections of creditors under paragraph (1). In this case, the term "paragraph (2), item (iii)" in paragraphs (4) and (6) of the same Article is deemed to be replaced with "Article 165-17, paragraph (2), item (iii)"; any other necessary technical replacement of terms is specified by Cabinet Order.

(吸収合併の効力発生日の変更)

(Change in Effective Date of an Absorption-Type Merger)

第百六十五条の十八 吸収合併消滅相互会社は、吸収合併存続会社との合意により、効力発生日を変更することができる。

Article 165-18 (1) A mutual company disappearing in the consolidation type merger may change the Effective Date in an agreement with the Company Surviving the Absorption-Type Merger.

2 前項の場合には、吸収合併消滅相互会社は、変更前の効力発生日（変更後の効力発生日が変更前の効力発生日前の日である場合にあっては、当該変更後の効力発生日）の前日までに、変更後の効力発生日を公告しなければならない。

(2) In the case set forth in the preceding paragraph, the mutual company disappearing in the consolidation type merger must give public notice of the Effective Date thus changed by the day before the original Effective Date (or, where the changed Effective Date falls before the original Effective Date, the changed Effective Date).

3 第一項の規定により効力発生日を変更したときは、変更後の効力発生日を効力発生日とみなして、この節の規定を適用する。

(3) Where the Effective Date has been changed pursuant to the provisions of paragraph (1), the changed Effective Date is deemed to be the Effective Date for the purpose of applying the provisions of this Section.

第五目 吸収合併存続相互会社の手続

Division 5 Procedure for a Mutual Company Surviving an Absorption-Type Merger

(吸収合併契約に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to an Absorption-Type Merger Agreement)

第百六十五条の十九 吸収合併存続相互会社は、次に掲げる日のいずれか早い日から効力発生日後六月を経過する日までの間、吸収合併契約の内容その他内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各事務所に備え置かなければならない。

Article 165-19 (1) A Mutual Company Surviving an Absorption-Type Merger, for the period ranging from any of the following dates, whichever is earlier, to the day that is six months after the Effective Date, must keep at each of its offices, documents or electronic or magnetic records in which the details of the absorption-type merger agreement and any other particulars specified by Cabinet Office Order are detailed or recorded:

一 次条において準用する第百六十五条の十六第一項の社員総会の日

(i) the day that is two weeks before the date of the general meeting of members set forth in Article 165-16, paragraph (1) as applied mutatis mutandis pursuant to the following Article; or

二 次条において準用する第百六十五条の十七第二項の規定による公告の日

(ii) the date of public notice under Article 165-17, paragraph (2) as applied mutatis mutandis pursuant to the following Article.

2 吸収合併存続相互会社の保険契約者その他の債権者は、吸収合併存続相互会社に対して、その事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該吸収合併存続相互会社の定めた費用を支払わなければならない。

(2) Policyholders or other creditors of a Mutual Company Surviving an Absorption-Type Merger may make the following requests to the company at any time during its business hours; provided, however, that they must pay the fees determined by the Mutual Company Surviving the Absorption-Type Merger in making a request falling under items (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって吸収合併存続相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Mutual Company Surviving the Absorption-Type Merger, or to be issued a document detailing such particulars.

(準用規定)

(Mutatis Mutandis Application of Provisions)

第百六十五条の二十 第百六十五条の十六から第百六十五条の十七までの規定は、吸収合併存続相互会社について準用する。この場合において、第百六十五条の十六の二中「吸収合併又は新設合併」とあるのは「吸収合併」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 165-20 The provisions of Articles 165-16 to 165-17 apply mutatis mutandis to a Mutual Company Surviving an Absorption-Type Merger. In this case, the term "an absorption-type merger or consolidation-type merger" in Article 165-16-2 is deemed to be replaced with "an absorption-type merger"; and any other necessary technical replacement of terms is specified by Cabinet

Order.

(吸収合併に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Related to an Absorption-Type Merger)

第百六十五条の二十一 吸収合併存続相互会社は、効力発生日後遅滞なく、吸収合併により吸収合併存続相互会社が承継した吸収合併消滅相互会社又は吸収合併消滅株式会社の権利義務その他の吸収合併に関する事項として内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を作成しなければならない。

Article 165-21 (1) A Mutual Company Surviving an Absorption-Type Merger, without delay following the Effective Date, must prepare documents or electronic or magnetic records in which the rights and obligations of the mutual company disappearing in the consolidation type merger or Absorbed Stock Company which are assumed by the Mutual Company Surviving the Absorption-Type Merger as a result of the absorption-type merger and any other particulars specified by Cabinet Office Order as being involved in an absorption-type merger are detailed or recorded.

2 吸収合併存続相互会社は、効力発生日から六月間、前項の書面又は電磁的記録を各事務所に備え置かなければならない。

(2) A Mutual Company Surviving an Absorption-Type Merger, for six months from the Effective Date, must keep at each of its offices documents or electronic or magnetic records set forth in the preceding paragraph.

3 吸収合併存続相互会社の保険契約者その他の債権者は、吸収合併存続相互会社に対して、その事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該吸収合併存続相互会社の定めた費用を支払わなければならない。

(3) Policyholders or other creditors of a Mutual Company Surviving an Absorption-Type Merger may make the following requests to the company at any time during its business hours; provided, however, that they must pay the fees determined by the Stock Company Surviving the Absorption-Type Merger in making a request falling under items (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって吸収合併存続相互会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求
(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Mutual Company Surviving the Absorption-Type Merger, or to be issued a document detailing such particulars.

第六目 新設合併設立相互会社の手続

Division 6 Procedure for a Mutual Company Established by a Consolidation-Type Merger

第百六十五条の二十二 第二章第二節第二款（第二十三条（第一項第九号及び第四項を除く。）、第二十五条、第二十六条、第三十条の十第三項から第六項まで及び第八項並びに第三十条の十三第一項を除く。）の規定は、新設合併設立相互会社の設立については、適用しない。

Article 165-22 (1) The provisions of Chapter II, Section 2, Subsection 2 (excluding Article 23 (excluding paragraph (1), item (ix) and paragraph (4)), Article 25, Article 26, Article 30-10, paragraphs (3) to (6) and (8), and Article 30-13, paragraph (1)) does not apply to the incorporation of a Mutual Company Established by a Consolidation-Type Merger.

2 新設合併設立相互会社の定款は、新設合併消滅会社が作成する。

(2) The articles of incorporation of a Mutual Company Established by a Consolidation-Type Merger are drafted by the consolidated companies.

3 前条の規定は、新設合併設立相互会社について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of the preceding Article apply mutatis mutandis to a Mutual Company Established by a Consolidation-Type Merger. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

第七目 株式会社の合併に関する特則

Division 7 Special Provisions on the Merger of Stock Companies

(合併契約に関する書面等の備置き及び閲覧等に関する特則)

(Special Provisions on the Retention and Inspection of Documents Related to Merger Agreements)

第百六十五条の二十三 保険業を営む株式会社が会社法第七百四十八条（合併契約の締結）の合併をする場合（合併後存続する会社又は合併により設立する会社が保険業を営む株式会社である場合に限る。）における同法第七百八十二条第一項、第七百九十四条第一項（吸収合併契約等に関する書面等の備置き及び閲覧等）及び第八百三条第一項（新設合併契約等に関する書面等の備置き及び閲覧等）の規定の適用については、

これらの規定中「事項」とあるのは「事項及び内閣府令で定める事項」と、「その本店」とあるのは「各営業所」とする。

Article 165-23 For the purpose of applying the provisions of Article 782, paragraph (1), Article 794, paragraph (1) (Retention and Inspection, etc. of Documents, etc. Related to an Absorption-type Merger Agreement, etc.) and Article 803, paragraph (1) (Retention and Inspection, etc. of Documents, etc. Related to a Consolidation-type Merger Agreement, etc.) of the Companies Act to a merger of stock companies that conducts Insurance Business pursuant to Article 748 (Conclusion of a Merger Agreement) of that Act, the terms "Order of the Ministry of Justice" and "its head office" in those provisions are deemed to be replaced with "Order of the Ministry of Justice or Cabinet Office Order" and "each of its business offices", respectively.

(債権者の異議に関する特則)

(Special Provisions on Objections of the Creditors)

第百六十五条の二十四 会社法第七百四十八条（合併契約の締結）の合併（合併後存続する会社又は合併により設立する会社が保険業を営む株式会社である場合に限る。）をする保険業を営む株式会社（以下この節において「会社法合併会社」という。）の保険契約者その他の債権者は、会社法合併会社に対し、合併について異議を述べることができる。

Article 165-24 (1) Policyholders or other creditors of a stock company conducting Insurance Business that seeks to carry out a merger under Article 748 (Conclusion of a Merger Agreement) of the Companies Act (limited to the cases where the company to survive the merger or to be incorporated by the merger is a stock company conducting Insurance Business) (hereinafter referred to as "Merging Company under the Companies Act" in this Section) may state to the company their objections to the merger.

2 前項の場合には、会社法合併会社は、次に掲げる事項を官報及び当該会社法合併会社の定款で定めた公告方法により公告しなければならない。ただし、第四号の期間は、一月を下ることができない。

(2) In the case set forth in the preceding paragraph, a Merging Company under the Companies Act must give public notice of the following particulars in the Official Gazette and by the Method of Public Notice prescribed by its articles of incorporation; provided, however, that the period for item (iv) may not be shorter than one month:

一 合併をする旨

(i) the fact that a merger will be carried out;

二 合併をする会社及び合併後存続する会社又は合併により設立する会社の商号及び住所

(ii) the trade names and addresses of the merging companies and the company to survive the merger or the company to be incorporated by the merger;

三 前号に規定する会社の計算書類に関する事項として内閣府令で定めるもの
(iii) the particulars specified by Cabinet Office Order as pertaining to the financial statements of the companies set forth in the preceding item;

四 会社法合併会社の保険契約者その他の債権者が一定の期間内に異議を述べること
ができる旨

(iv) the fact that Policyholders or other creditors of the Merging Company under the Companies Act may state their objections within a certain period of time; and

五 前各号に掲げるもののほか、内閣府令で定める事項

(v) beyond what is set forth in the preceding items, any particular specified by Cabinet Office Order.

3 保険契約者その他の債権者が前項第四号の期間内に異議を述べなかったときは、当該保険契約者その他の債権者は、当該合併について承認をしたものとみなす。

(3) Where no Policyholders or other creditors have stated their objections within the period set forth in item (iv) of the preceding paragraph, such Policyholders or other creditors are deemed to have approved the merger.

4 保険契約者その他の債権者が第二項第四号の期間内に異議を述べたときは、会社法合併会社は、当該保険契約者その他の債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該合併をしても当該保険契約者その他の債権者を害するおそれがないときは、この限りでない。

(4) Where any Policyholder or other creditor has stated their objection under paragraph (2), item (iv), the merging company under the Company Act must make payment or provide equivalent security to such Policyholder or other creditor, or entrust equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment; provided, however, that this does not apply to the cases where the merger poses no risk of harming the interest of such Policyholder or other creditor;

5 前項の規定は、保険契約者その他保険契約に係る権利を有する者の当該権利（保険金請求権等を除く。）については、適用しない。

(5) The provisions of the preceding paragraph do not apply to the Policyholders or any rights held by other persons pertaining to insurance contracts (other than Insurance Claims, etc.).

6 第二項第四号の期間内に異議を述べた保険契約者（同項の規定による公告の時ににおいて既に保険金請求権等が生じている保険契約（当該保険金請求権等に係る支払により消滅することとなるものに限る。）に係る保険契約者を除く。以下この項及び次項において同じ。）の数が保険契約者の総数の五分の一を超え、かつ、当該異議を述べた保険契約者の保険契約に係る債権（保険金請求権等を除く。）の額に相当する金額として内閣府令で定める金額が保険契約者の当該金額の総額の五分の一を超えるときは、合併の承認の決議は、効力を有しない。

(6) Any resolution approving the merger is null and void if the number of the

Policyholders who have stated their objections within the period set forth in paragraph (2), item (iv) (excluding the holders of policies under which Insurance Claims, etc. had occurred by the time of public notice under paragraph (2) (but limited to those policies that would be terminated with the payment of the Insurance Claims, etc.); hereinafter the same applies in this paragraph and the following paragraph) exceeds one fifth of the total number of Policyholders, and the amount specified by Cabinet Office Order as the credits (other than Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have stated such objections exceeds one fifth of the total amount of credits belonging to the Policyholders.

7 前各項の規定によりされた合併は、前項の異議を述べた保険契約者及び保険契約者に係る保険契約に係る権利（保険金請求権等を除く。）を有する者についても、その効力を生ずる。

(7) A merger carried out pursuant to the provisions of the preceding paragraphs are also to be effective against the Policyholders who have stated their objections under the preceding paragraph and other persons who hold any right (other than Insurance Claims, etc.) pertaining to the insurance contracts involving the Policyholders.

8 前各項に定めるもののほか、これらの規定の適用に関し必要な事項は、政令で定める。

(8) Beyond what is provided for in the preceding paragraphs, necessary particulars for the application of those provisions are specified by Cabinet Order.

9 会社法第七百八十九条、第七百九十九条及び第八百十条（債権者の異議）の規定は、会社法合併会社については、適用しない。

(9) The provisions of Articles 789, 799 and 810 (Objections of Creditors) of the Companies Act does not apply to a Merging Company under the Companies Act.

第八目 合併後の公告等

Division 8 Public Notice after Merger

第百六十六条 合併後存続する保険会社等又は合併により設立する保険会社等は、合併後、遅滞なく、合併がされたこと及び内閣府令で定める事項を公告しなければならない。第百六十五条の七第二項（第百六十五条の十二において準用する場合を含む。）、第百六十五条の十七第二項（第百六十五条の二十において準用する場合を含む。）又は前条第二項の規定による公告をした保険会社等が合併をしないこととなったときも、同様とする。

Article 166 (1) An Insurance Company, etc. surviving a merger or an Insurance Company, etc. incorporated by a merger without delay following the merger, must give public notice of the fact that the merger has been carried out and the particulars specified by Cabinet Office Order. The same applies where an

Insurance Company, etc. that has given public notice under paragraph (2) of the preceding Article (including the cases where it is applied mutatis mutandis pursuant to Article 165-12), Article 165-17, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20) or paragraph (2) of the preceding Article has renounced the planned merger.

2 合併後存続する保険会社等又は合併により設立する保険会社等は、合併の日から六月間、第百六十五条の七（第百六十五条の十二において準用する場合を含む。） 、 第百六十五条の十七（第百六十五条の二十において準用する場合を含む。） 又は前条に規定する手続の経過その他の合併に関する事項として内閣府令で定める事項を記載し、又は記録した書面又は電磁的記録を各営業所又は各事務所に備え置かなければならない。

(2) An Insurance Company, etc. surviving a merger or an Insurance Company, etc. incorporated by a merger, for six months from the date of the merger, must keep at each of its business offices or offices the documents or electronic or magnetic records in which the progress of the procedures provided for in Article 165-7 (including the cases where it is applied mutatis mutandis pursuant to Article 165-20), Article 165-17 (including the cases where it is applied mutatis mutandis pursuant to Article 165-20) and any other particulars specified by Cabinet Office Order as being involved in a merger are detailed or recorded.

3 合併後存続する保険会社等又は合併により設立する保険会社等の株主及び保険契約者その他の債権者は、その営業時間内又は事業時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該合併後存続する保険会社等又は合併により設立する保険会社等の定めた費用を支払わなければならない。

(3) The Shareholders and Policyholders, and other creditors of an Insurance Company, etc. surviving a merger or an Insurance Company, etc. incorporated by a merger may make the following requests at any time during its operating hours or business hours; provided, however, that they must pay the fees determined by the Insurance Company, etc. in making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order; or

四 前項の電磁的記録に記録された事項を電磁的方法であって合併後存続する保険会社等又は合併により設立する保険会社等の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by the Insurance Company, etc. surviving a merger or the Insurance Company, etc. incorporated by a merger, or to be issued a document detailing such particulars.

第四款 合併の効力の発生等

Subsection 4 Effectuation of Merger

(合併の認可)

(Authorization of Merger)

第一百六十七条 保険会社等の合併（保険会社等が合併後存続する場合又は保険会社等を合併により設立する場合に限る。）は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 167 (1) Any merger involving an Insurance Company, etc. (limited to the cases where the Insurance Company, etc. survives the merger or where an Insurance Company, etc. is established by the merger) is null and void without the authorization of the Prime Minister.

2 内閣総理大臣は、前項の認可の申請があったときは、次に掲げる基準に適合するかどうかを審査しなければならない。

(2) Whenever an application has been filed for the authorization set forth in the preceding paragraph, the Prime Minister must examine whether it conforms to the following standards:

一 当該合併が、保険契約者等の保護に照らして、適当なものであること。

(i) the merger is appropriate in light of the protection of Policyholders, etc.;

二 保険会社による認可の申請にあつては、当該合併が、保険会社相互の適正な競争関係を阻害するおそれのないものであること。

(ii) if the application for authorization is from an Insurance Company, that the merger poses no risk of impeding the appropriate competitive relationships among insurance companies; and

三 当該合併後存続する保険会社等又は当該合併により設立する保険会社等が、合併後に、その業務を的確、公正かつ効率的に遂行する見込みが確実であること。

(iii) it is certain that the Insurance Company, etc. surviving the merger or the Insurance Company, etc. established by the merger will perform its business in an appropriate, fair and efficient manner following the merger.

3 内閣総理大臣は、第一項の認可の申請が保険会社と少額短期保険業者との合併に係るものであるときは、合併後存続する会社又は合併により設立される会社が保険会社でなければ、同項の認可をしてはならない。

(3) The Prime Minister must not give the authorization set forth in paragraph (1) for any application made under that paragraph for a merger between an Insurance Company and a Small Amount and Short Term Insurance Company, unless the company surviving the merger or the company established by the merger is an Insurance Company.

(みなし免許等)

(Deemed License)

第百六十八条 前条第一項の認可を受けて合併により設立される株式会社又は相互会社は、当該設立の時に、保険会社を当事者とする合併にあつては第三条第一項の内閣総理大臣の免許を受けたものとみなし、保険会社を当事者としない合併にあつては第二百七十二条第一項の登録を受けたものとみなす。

Article 168 (1) A Stock Company or Mutual Company established by a merger with the authorization set forth in paragraph (1) of the preceding Article, at the time of its establishment, is deemed to obtain the license from the Prime Minister set forth in Article 3, paragraph (1) where the merger involves an Insurance Company, or the registration set forth in Article 272, paragraph (1) where the merger does not involve any Insurance Company.

2 前項の免許は、合併により消滅する保険会社が受けていた第三条第一項の免許に係る同条第二項の免許の種類と同一の種類免許とする。

(2) The license set forth in the preceding paragraph is either of the two types of licenses listed in Article 3, paragraph (2), whichever was obtained under paragraph (1) of the same Article by the Insurance Company that is disappeared in the merger.

(合併の効力の発生等)

(Effectuation of Merger)

第百六十九条 吸収合併存続相互会社は、効力発生日に、吸収合併消滅会社（吸収合併消滅相互会社又は吸収合併消滅株式会社をいう。以下この節において同じ。）の権利義務を承継する。

Article 169 (1) A Mutual Company Surviving an Absorption-Type Merger, on the Effective Date, is to succeed to the rights and obligations of the absorbed company (meaning the mutual company disappearing in the consolidation type merger or Absorbed Stock Company; hereinafter the same applies in this Section).

2 吸収合併消滅会社の吸収合併による解散は、吸収合併の登記の後でなければ、これをもって第三者に対抗することができない。

(2) The dissolution of an absorbed company following a merger may not be duly asserted against a third party prior to the registration of the merger.

3 吸収合併消滅株式会社の株式及び新株予約権は、効力発生日に、消滅する。

(3) The shares and share options of an Absorbed Stock Company expires on the

Effective Date.

4 吸収合併消滅会社の保険契約者は、効力発生日に、吸収合併存続相互会社に入社する。ただし、吸収合併存続相互会社の定款で当該保険契約者の保険契約と同種の保険契約に係る保険契約者が社員とされていない場合は、この限りでない。

(4) The Policyholders of an absorbed company is to gain membership in the Mutual Company Surviving the Absorption-Type Merger on the Effective Date; provided, however, that this does not apply to the cases where the Mutual Company Surviving the Absorption-Type Merger's articles of incorporation do not grant membership to the Policyholders with the same class of insurance contracts as those covered by the merger agreement.

5 前各項の規定は、第百六十五条の七若しくは第百六十五条の十七（第百六十五条の二十において準用する場合を含む。）の規定による手続が終了していない場合又は吸収合併を中止した場合には、適用しない。

(5) The provisions of the preceding paragraphs do not apply where the procedure set forth in Article 165-7 or 165-17 (including the cases where it is applied mutatis mutandis pursuant to Article 165-20) has not been completed, or where the absorption-type merger has been voluntarily abandoned.

第百六十九条の二 新設合併設立相互会社は、その成立の日に、新設合併消滅会社の権利義務を承継する。

Article 169-2 (1) A Mutual Company Established by a Consolidation-Type Merger, on the date of its establishment, is to succeed to the rights and obligations of the consolidated companies.

2 新設合併消滅会社の保険契約者は、新設合併設立相互会社の成立の日に、新設合併設立相互会社に入社する。ただし、新設合併設立相互会社の定款で当該保険契約者の保険契約と同種の保険契約に係る保険契約者が社員とされていない場合は、この限りでない。

(2) The Policyholders of a consolidated company is to gain membership in the Mutual Company Established by a Consolidation-Type Merger on the date of the latter's establishment; provided, however, that this does not apply to the cases where the Mutual Company Established by the Consolidation-Type Merger's articles of incorporation do not grant membership to the Policyholders with the same class of insurance contracts as those covered by the merger agreement.

3 新設合併消滅株式会社の株式及び新株予約権は、新設合併設立相互会社の成立の日に、消滅する。

(3) The shares and share options of a Stock Company Disappearing in the Consolidation-type Merger is to expire on the date of the establishment of the Mutual Company Established by the Consolidation-Type Merger.

第百六十九条の三 吸収合併存続株式会社は、効力発生日に、吸収合併消滅会社の権利

義務を承継する。

Article 169-3 (1) A Stock Company Surviving an Absorption-Type Merger, is to succeed to the rights and obligations of the absorbed company on the Effective Date.

2 吸収合併消滅会社の吸収合併による解散は、吸収合併の登記の後でなければ、これをもって第三者に対抗することができない。

(2) The dissolution of an absorbed company following a merger may not be duly asserted against a third party prior to the registration of the merger.

3 第百六十四条第一項第二号イに掲げる事項についての定めがある場合には、吸収合併消滅相互会社の社員は、効力発生日に、同項第三号に掲げる事項についての定めに従い、同項第二号イの株式の株主となる。

(3) Where the merger agreement provides for the particulars listed in Article 164, paragraph (1), item (ii), (a), the members of a mutual company disappearing in the consolidation type merger, on the Effective Date, are to become holders of the shares set forth in item (ii), (a) of the same paragraph pursuant to the provisions of the merger agreement on the particulars listed in item (iii) of the same paragraph.

4 前三項の規定は、第百六十五条の十二において準用する第百六十五条の七若しくは第百六十五条の十七の規定による手続が終了していない場合又は吸収合併を中止した場合には、適用しない。

(4) The provisions of the preceding three paragraphs do not apply where the procedure set forth in Article 165-7 as applied mutatis mutandis pursuant to Article 165-12 or in Article 165-17 has not been completed, or where the absorption-type merger has been voluntarily abandoned.

第百六十九条の四 新設合併設立株式会社は、その成立の日に、新設合併消滅会社の権利義務を承継する。

Article 169-4 (1) A Stock Company Established by a Consolidation-Type Merger, on the date of its establishment, is to succeed to the rights and obligations of the consolidated companies

2 新設合併消滅会社の株主又は社員は、新設合併設立株式会社の成立の日に、第百六十五条第一項第九号に掲げる事項についての定めに従い、同項第六号又は第七号の株式の株主となる。

(2) The shareholders or members of a consolidated company, on the date of the establishment of the Stock Company Established by the Consolidation-Type Merger, are to become the holders of the shares set forth in Article 165, paragraph (1), items (vi) or (vii) pursuant to the provisions of the merger agreement on the particulars listed in Article 165, paragraph (1), item (ix).

3 新設合併消滅株式会社の新株予約権は、新設合併設立株式会社の成立の日に、消滅する。

(3) The share options of a Stock Company Disappearing in the Consolidation-type

Merger expire on the date of the establishment of the Stock Company
Established by the Consolidation-Type Merger.

4 第百六十五条第一項第十二号イに規定する場合には、新設合併消滅株式会社の新株予約権の新株予約権者は、新設合併設立株式会社の成立の日に、同項第十三号に掲げる事項についての定めに従い、同項第十二号イの新設合併設立株式会社の新株予約権の新株予約権者となる。

(4) In the case prescribed in Article 165, paragraph (1), item (xii), (a), the holders of share options of a Stock Company Disappearing in the Consolidation-type Merger, on the date of the establishment of the Stock Company Established by the Consolidation-Type Merger, are to become holders of the latter company's share options as set forth in item (xii), (a) of the same paragraph, pursuant to the provisions of the merger agreement on the particulars listed in item (xiii) of the same paragraph.

(合併の登記)

(Registration of Merger)

第百六十九条の五 相互会社又は株式会社が吸収合併をしたときは、その効力が生じた日から二週間以内に、その主たる事務所又は本店の所在地において、吸収合併消滅会社については解散の登記をし、吸収合併存続会社については変更の登記をしなければならない。

Article 169-5 (1) Where a Mutual Company or stock company has undergone an absorption-type merger, it must make, at the location of its principal office or head office, a registration of dissolution for the absorbed company and a registration of change for the Company Surviving the Absorption-Type Merger, within two weeks from the date on which the merger took effect.

2 二以上の相互会社又は株式会社が新設合併をする場合には、次の各号に掲げる場合の区分に応じ、当該各号に定める日から二週間以内に、その主たる事務所又は本店の所在地において、新設合併消滅会社については解散の登記をし、新設合併設立会社については設立の登記をしなければならない。

(2) Where two or more Mutual Companies or Stock Companies are involved in a consolidation-type merger, they must complete, at the location of their principal offices or head offices, registrations of dissolution for the consolidated companies and a registration of incorporation for the Formed Company, within two weeks from the dates specified in each of the following items in accordance with the categories provided therein:

一 新設合併消滅会社が株式会社のみである場合 次に掲げる日のいずれか遅い日

(i) where the consolidated companies only include stock companies, any of the following dates, whichever is the latest:

イ 第百六十五条の三第一項の株主総会の決議の日

(a) the date of the resolution at the shareholders' meeting set forth in Article 165-3, paragraph (1);

- ロ 新設合併をするために種類株主総会の決議を要するときは、当該決議の日
- (b) where a resolution of the class meeting is required for the merger, the date of such resolution;
- ハ 第六十五条の四第一項の規定による通知又は同条第二項の公告をした日から二十日を経過した日
- (c) the day on which 20 days have elapsed since a notice under Article 165-4, paragraph (1) or a public notice under paragraph (2) of the same Article was given;
- ニ 第六十五条の七の規定による手続が終了した日
- (d) the date of completion of the procedure set forth in Article 165-7; or
- ホ 新設合併消滅会社が合意により定めた日
- (e) any date fixed by the consolidated companies in an agreement;
- 二 新設合併消滅会社が相互会社のみである場合 次に掲げる日のいずれか遅い日
- (ii) where the consolidated companies only include Mutual Companies, any of the following dates, whichever is the latest:
- イ 第六十五条の十六第一項の社員総会の決議の日
- (a) the date of the resolution of the general meeting of members set forth in Article 165-16, paragraph (1);
- ロ 第六十五条の十七の規定による手続が終了した日
- (b) the date of completion of the procedure set forth in Article 165-17; or
- ハ 新設合併消滅会社が合意により定めた日
- (c) any date fixed by the consolidated companies in an agreement; or
- 三 新設合併消滅会社が株式会社及び相互会社である場合 前二号に定める日のいずれか遅い日
- (iii) where the consolidated companies include a Stock Company (or stock companies) and a Mutual Company, any of the dates specified in the preceding two items, whichever is the latest.
- 3 前二項に規定する場合には、当該相互会社又は株式会社は、これらの規定に規定する日から三週間以内に、支店又は従たる事務所の所在地においても、これらの規定に規定する登記をしなければならない。ただし、第一項に規定する変更の登記は、会社法第九百三十条第二項各号（支店の所在地における登記）（第六十四条第三項において準用する場合を含む。）に掲げる事項に変更が生じた場合に限り、するものとする。
- (3) In the cases prescribed in the preceding two paragraphs, the Mutual Company or Stock Company must also complete the registration(s) set forth in the applicable provisions at the location of its (their) branch offices or secondary offices, within three weeks from the date specified in the applicable provision; provided, however, that a registration of change under paragraph (1) is only to be made where the change affects any of the particulars listed in the items of Article 930, paragraph (2) (Registration at Location of Branch Offices) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 64, paragraph (3)).

(合併の登記の申請等)

(Application for Registration of Merger)

第七十条 第一百五十九条第一項及び第六十五条の二十三の合併による変更の登記の申請書には、商業登記法第十八条、第十九条（申請書の添付書面）及び第四十六条（添付書面の通則）（これらの規定を第六十七条において準用する場合を含む。）並びに同法第八十条（吸収合併の登記）（第三項において準用する場合を含む。）に定める書類のほか、次に掲げる書類を添付しなければならない。

Article 170 (1) The following documents must be attached to a written application for registration of change due to a merger under Article 159, paragraph (1) and Article 165-23, in addition to the documents set forth in Articles 18 and 19 (Documents to be Attached to Written Application) and Article 46 (General Provisions on Attached Documents) of the Commercial Registration Act (including the cases where they are applied mutatis mutandis pursuant to Article 67), and Article 80 (Registration of Absorption-Type Merger) of that Act (including the cases where it is applied mutatis mutandis pursuant to paragraph (3)):

一 第六十五条の七第二項（第六十五条の十二において準用する場合を含む。）、第六十五条の十七第二項（第六十五条の二十において準用する場合を含む。）又は第六十五条の二十四第二項の規定による公告をしたことを証する書面

(i) a document certifying that a public notice has been given under Article 165-7, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-12), Article 165-17, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20) or Article 165-24, paragraph (2);

二 消滅株式会社又は吸収合併存続株式会社にあつては、第六十五条の七第二項第四号（第六十五条の十二において準用する場合を含む。）の期間内に異議を述べた保険契約者の数が第六十五条の七第四項（第六十五条の十二において準用する場合を含む。以下この号において同じ。）において準用する第七十条第六項（第二百五十五条第二項の規定により読み替えて適用する場合（以下この号において単に「第二百五十五条第二項の規定により読み替えて適用する場合」という。）を含む。以下この号において同じ。）の保険契約者の総数の五分之一（第二百五十五条第二項の規定により読み替えて適用する場合にあつては、十分の一）を超えなかったことを証する書面又はその者の第六十五条の七第四項において準用する第七十条第六項の内閣府令で定める金額が第六十五条の七第四項において準用する第七十条第六項の金額の総額の五分之一（第二百五十五条第二項の規定により読み替えて適用する場合にあつては、十分の一）を超えなかったことを証する書面

(ii) for a disappearing stock company or Stock Company Surviving an Absorption-Type Merger, a document certifying that the number of the Policyholders who raised their objections within the period set forth in Article 165-7, paragraph (2), item (iv) (including the cases where it is applied

mutatis mutandis pursuant to Article 165-12) has not exceeded one fifth of the total number of Policyholders set forth in Article 70, paragraph (6) (including the cases where it is applied following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2) (hereinafter referred to as "the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2)" in this item); hereinafter the same applies in this item) as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 165-12; hereinafter the same applies in this item) (or, in the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2), one tenth of such total number), or a document certifying that the amount of credits specified by Cabinet Office Order set forth in Article 70, paragraph (6) as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) as belonging to such Policyholders has not exceeded one fifth (or, in the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2), one tenth) of the total amount set forth in Article 70, paragraph (6) as applied mutatis mutandis pursuant to Article 165-7, paragraph (4);

三 消滅相互会社又は吸収合併存続相互会社にあつては、第百六十五条の十七第二項第三号（第百六十五条の二十において準用する場合を含む。）の期間内に異議を述べた保険契約者の数が第百六十五条の十七第四項（第百六十五条の二十において準用する場合を含む。以下この号において同じ。）において準用する第八十八条第六項（第二百五十五条第二項の規定により読み替えて適用する場合（以下この号において単に「第二百五十五条第二項の規定により読み替えて適用する場合」という。）を含む。以下この号において同じ。）の保険契約者の総数の五分之一（第二百五十五条第二項の規定により読み替えて適用する場合にあつては、十分の一）を超えなかったことを証する書面又はその者の第百六十五条の十七第四項において準用する第八十八条第六項の内閣府令で定める金額が第百六十五条の十七第四項において準用する第八十八条第六項の金額の総額の五分之一（第二百五十五条第二項の規定により読み替えて適用する場合にあつては、十分の一）を超えなかったことを証する書面

(iii) for a disappearing Mutual Company or a Mutual Company Surviving an Absorption-Type Merger, a document certifying that the number of the Policyholders who raised their objections within the period set forth in Article 165-17, paragraph (2), item (iii) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20) has not exceeded one fifth of the total number of Policyholders set forth in Article 88, paragraph (6) (including the cases where it is applied following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2) (hereinafter referred to as "the cases of application following the deemed replacement of

terms pursuant to the provisions of Article 255, paragraph (2)"in this item); hereinafter the same applies in this item) as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20; hereinafter the same applies in this item) (or, in the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2), one tenth of such total number), or a document certifying that the amount of credits specified by Cabinet Office Order set forth in Article 88, paragraph (6) as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) as belonging to such Policyholders has not exceeded one fifth (or, in the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2), one tenth) of the total amount set forth in Article 88, paragraph (6) as applied mutatis mutandis pursuant to Article 165-17, paragraph (4);

四 会社法合併会社にあつては、第百六十五条の二十四第二項第四号の期間内に異議を述べた保険契約者の数が同条第六項（第二百五十五条第二項の規定により読み替えて適用する場合（以下この号において単に「第二百五十五条第二項の規定により読み替えて適用する場合」という。）を含む。以下この号において同じ。）の保険契約者の総数の五分之一（第二百五十五条第二項の規定により読み替えて適用する場合にあつては、十分の一）を超えなかったことを証する書面又はその者の第百六十五条の二十四第六項の内閣府令で定める金額が同項の金額の総額の五分之一（第二百五十五条第二項の規定により読み替えて適用する場合にあつては、十分の一）を超えなかったことを証する書面

(iv) for a Merging Company under the Companies Act, a document certifying that the number of the Policyholders who raised their objections within the period set forth in Article 165-24, paragraph (2), item (iv) has not exceeded one fifth of the total number of Policyholders set forth in paragraph (6) of the same Article (including the cases where it is applied following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2) (hereinafter referred to as "the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2)"in this item); hereinafter the same applies in this item) (or, in the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2), one tenth of such total number), or a document certifying that the amount of credits specified by Cabinet Office Order set forth in Article 165-24, paragraph (6) as belonging to such Policyholders has not exceeded one fifth (or, in the cases of application following the deemed replacement of terms pursuant to the provisions of Article 255, paragraph (2), one tenth) of the total amount set forth in that paragraph; and

五 第二百五十四条第三項の規定による公告をしたときは、これを証する書面

(v) a document certifying any public notice made under Article 254, paragraph (3).

2 第百五十九条第一項及び第百六十五条の二十三の合併による設立の登記の申請書には、商業登記法第十八条、第十九条及び第四十六条（これらの規定を第六十七条において準用する場合を含む。）並びに同法第八十一条（新設合併の登記）（次項において準用する場合を含む。）に定める書類のほか、前項各号に掲げる書類を添付しなければならない。

(2) The documents listed in the items of the preceding paragraph must be attached to a written application for registration of incorporation due to a merger under Article 159, paragraph (1) and Article 165-23, in addition to the documents set forth in Articles 18, 19 and 46 of the Commercial Registration Act (including the cases where they are applied mutatis mutandis pursuant to Article 67), and Article 81 (Registration of Consolidation-Type Merger) of that Act (including the cases where it is applied mutatis mutandis pursuant to the following paragraph).

3 商業登記法第七十九条から第八十三条まで（合併の登記）の規定は、相互会社に関する登記について準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Articles 79 to 83 (Registration of Merger) of the Commercial Registration Act apply mutatis mutandis to a registration pertaining to a Mutual Company. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（合併の無効の訴え）

(Actions to Invalidate a Merger)

第七十一条 会社法第八百二十八条第一項（第七号及び第八号に係る部分に限る。）及び第二項（第七号及び第八号に係る部分に限る。）（会社の組織に関する行為の無効の訴え）、第八百三十四条（第七号及び第八号に係る部分に限る。）（被告）、第八百三十五条第一項（訴えの管轄）、第八百三十六条から第八百三十九条まで（担保提供命令、弁論等の必要的併合、認容判決の効力が及ぶ者の範囲、無効又は取消しの判決の効力）、第八百四十三条（第一項第三号及び第四号並びに第二項ただし書を除く。）（合併の無効判決の効力）、第八百四十六条（原告が敗訴した場合の損害賠償責任）並びに第九百三十七条第三項（第二号及び第三号に係る部分に限る。）及び第四項（裁判による登記の嘱託）の規定は第百五十九条第一項の合併の無効の訴えについて、同法第八百六十八条第六項（非訟事件の管轄）、第八百七十条第二項（第六号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二條（第五号に係る部分に限る。）（即時抗告）、第八百七十二條の二（抗告状の写しの送付等）、第八百七十三条本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定はこの条において準用する同法第八百四十三条第四項の申立てについて、それぞれ準用する。この場合において、同法第八百二十

八条第二項第七号及び第八号中「社員等」とあるのは「相互会社の社員、取締役、監査役若しくは清算人（監査等委員会設置会社にあつては社員、取締役又は清算人、指名委員会等設置会社にあつては、社員、取締役、執行役又は清算人）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 171 The provisions of Article 828, paragraph (1) (limited to the segment pertaining to items (vii) and (viii)) and paragraph (2) (limited to the segment pertaining to items (vii) and (viii)) (Actions to Invalidate Acts Concerning the Organization of a Company), Article 834 (limited to the segment pertaining to items (vii) and (viii)) (Defendant), Article 835, paragraph (1) (Jurisdiction over Actions), Articles 836 to 839 (Order to Provide Security, Mandatory Consolidation of Oral Arguments, etc., Persons Affected by a Judgment Being Upheld, Effects of a Judgment of Invalidity, Revocation or Rescission), Article 843 (excluding paragraph (1), items (iii) and (iv), and the proviso to paragraph (2)) (Effects of a Judgment of Invalidity of a Merger), Article 846 (Liability for Damages Where a Judgment Is Entered Against the Plaintiff), and Article 937, paragraph (3) (limited to the segment pertaining to items (ii) and (iii)) and paragraph (4) (Commissioning of Registration by a Judicial Decision) of the Companies Act apply mutatis mutandis to an action to invalidate a merger under Article 159, paragraph (1); and the provisions of Article 868, paragraph (6) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (2) (limited to the segment pertaining to item (vi)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to an application under Article 843, paragraph (4) of that Act as applied mutatis mutandis pursuant to this Article. In this case, the term "members, etc." in Article 828, paragraph (2), items (vii) and (viii) of that Act is deemed to be replaced with "members, directors, company auditors or liquidator(s) of a Mutual Company (in case of a company with Audit and Supervisory Committee, members, directors, or liquidator(s), or in case of a Company with Nominating Committee, etc., members, directors, executive officers or liquidator(s)); any other necessary technical replacement of terms is specified by Cabinet Order.

第七十二条 削除

Article 172 Deleted

第一百七十三条 削除

Article 173 Deleted

第三節 会社分割

Section 3 Company Split

(保険業を営む株式会社の分割)

(Split of Stock Company Conducting Insurance Business)

第一百七十三条の二 保険業を営む株式会社（以下この節において「保険株式会社」という。）がその会社分割（以下この節において「分割」という。）によりその保険契約を承継させる場合には、新設分割計画又は吸収分割契約（以下「分割計画等」という。）において、当該分割により承継させるものとする保険契約（第一百七十三条の五第一項において「分割対象契約」という。）について、契約条項の軽微な変更で保険契約者の不利益とならないものを定めることができる。

Article 173-2 Where a Stock Company that conducts Insurance Business

(hereinafter referred to as "Stock Insurance Company" in this Section) has its insurance contracts succeeded to in a company split (hereinafter referred to as "Split" in this Section), it may stipulate in the relevant incorporation-type company split plan or absorption-type split contract (hereinafter referred to as "Split Plan, etc.") minor changes to the provisions of the insurance contract to be succeeded to in the Split (referred to as "Insurance Contracts Subject to Split" in Article 173-5, paragraph (1)), so long as such changes are not disadvantageous to the Policyholders.

(分割に関する書面等の備置き及び閲覧等)

(Retention and Inspection of Documents Pertaining to a Split)

第一百七十三条の三 分割の当事者である保険株式会社についての会社法第七百八十二条第一項（吸収合併契約等に関する書面等の備置き及び閲覧等）、第七百九十四条第一項（吸収合併契約等に関する書面等の備置き及び閲覧等）及び第八百三条第一項（新設合併契約等に関する書面等の備置き及び閲覧等）の規定の適用については、これらの規定中「事項」とあるのは「事項及び内閣府令で定める事項」と、「その本店」とあるのは「各営業所」とする。

Article 173-3 For the purpose of applying the provisions of Article 782,

paragraph (1) (Retention and Inspection, etc. of Documents, etc. Related to an Absorption-type Merger Agreement, etc.), Article 794, paragraph (1) (Retention and Inspection, etc. of Documents, etc. Related to an Absorption-type Merger Agreement, etc.) and Article 803, paragraph (1) (Retention and Inspection, etc. of Documents, etc. Related to a Consolidation-type Merger Agreement, etc.) of the Companies Act to a Stock Insurance Company involved in a Split, the terms "particulars prescribed by Order of the Ministry of Justice" and "head office" in those provisions are deemed to be replaced with "particulars

prescribed by Order of the Ministry of Justice and particulars specified by Cabinet Office Order" and "business offices", respectively.

(債権者の異議)

(Objections of Creditors)

第七十三條の四 保險株式会社が分割の当事者となる場合には、次の各号に掲げる者は、当該各号に定める保險株式会社に対し、分割について異議を述べることができる。

Article 173-4 (1) Where a Stock Insurance Company is involved in a Split, the persons listed in the following items may state their objections thereto to the Stock Insurance Company set forth in each of those items:

一 保險株式会社である吸収分割会社（吸収分割をする株式会社又は合同会社をいう。以下この条において同じ。）の保險契約者その他の債権者（会社法第七百八十九條第一項第二号（債権者の異議）に定める債権者であるものに限る。） 当該吸収分割会社

(i) policyholders or other creditors (limited to the creditors set forth in Article 789, paragraph (1), item (ii) (Objections of Creditors) of the Companies Act) of a split company in an absorption-type split (meaning a Stock Company or limited liability company carrying out an absorption-type split; hereinafter the same applies in this Article) that is a Stock Insurance Company: the split company in an absorption-type split;

二 保險株式会社である吸収分割承継会社（吸収分割会社がその事業に関して有する権利義務の全部又は一部を当該吸収分割会社から承継する株式会社、合名会社、合資会社又は合同会社をいう。以下同じ。）の保險契約者その他の債権者 当該吸収分割承継会社

(ii) policyholders or other creditors of a succeeding company in an absorption-type split (meaning a Stock Company, general Partnership company, limited Partnership company or limited liability company assuming, in whole or in Part, the rights and obligations of the split company in an absorption-type split with regard to its business; the same applies hereinafter) that is a Stock Insurance Company: the succeeding company in an absorption-type split; and

三 保險株式会社である新設分割会社（新設分割をする株式会社又は合同会社をいう。以下この条において同じ。）の保險契約者その他の債権者（会社法第八百十條第一項第二号（債権者の異議）に定める債権者であるものに限る。） 当該新設分割会社

(iii) policyholders or other creditors (limited to the creditors set forth in Article 810, paragraph (1), item (ii) (Objections of Creditors) of the Companies Act) of a split company in an incorporation-type company split (meaning a Stock Company or limited liability company carrying out an incorporation-type company split; hereinafter the same applies in this Article) that is a Stock Insurance Company: the split company in an incorporation-type company split.

2 前項の場合には、同項各号に定める保険株式会社（以下この条において「分割当事会社」という。）は、次に掲げる事項を官報及び当該分割当事会社が定款で定めた公告方法により公告し、かつ、知っている債権者（会社法第七百八十九条第三項又は第八百十条第三項に規定する債権者に限る。）（保険契約を承継させる分割である場合にあっては、前項第一号又は第三号に掲げる者のうち分割により承継させる保険契約に係る保険契約者及び当該知っている債権者）には、各別にこれを催告しなければならない。ただし、第四号の期間は、一月を下ることができない。

(2) In the case set forth in the preceding paragraph, a Stock Insurance Company falling under any of the items of that paragraph (hereinafter referred to as "Split-Involved Company" in this Article) must give public notice of the following particulars in the Official Gazette and by the Method of Public Notice prescribed by the Split-Involved Company in its articles of incorporation, and notify each of the known creditors of the relevant particulars (limited to the creditors set forth in Article 789, paragraph (3) or Article 810, paragraph (3) of the Companies Act) (in case of a Split whereby the succeeding company succeeds to insurance contracts, persons listed in item (i) or (iii) or the preceding paragraph, who are Policyholders pertaining to the insurance contracts succeeded to in the Split and the relevant known creditors); provided, however, that the period set forth in item (iv) may not be shorter than one month:

一 分割をする旨

(i) the fact that a Split will be carried out;

二 次のイ又はロに掲げる分割の区分に応じ、当該イ又はロに定める会社の商号及び住所

(ii) the trade name and address of the companies listed in (a) or (b) in accordance with the categories of Split set forth in (a) and (b):

イ 吸収分割 吸収分割会社及び吸収分割承継会社

(a) in the case of an absorption-type split: the split company in an absorption-type split and the succeeding company in an absorption-type split; or

ロ 新設分割 新設分割会社及び新設分割設立会社（新設分割により設立する株式会社、合名会社、合資会社又は合同会社をいう。次条第一項において同じ。）

(b) in the case of an incorporation-type split: the split company in an incorporation-type company split and the Company Incorporated through Incorporation-type Company Split (meaning a Stock Company, general Partnership company, limited Partnership company or limited liability company to be incorporated by the Split; the same applies in paragraph (1) of the following Article);

三 前号イ又はロに定める株式会社の計算書類に関する事項として内閣府令で定めるもの

(iii) the particulars specified by Cabinet Office Order as pertaining to the

financial statements of a Stock Company falling under (a) or (b) of the preceding item;

四 分割当事会社の保険契約者その他の債権者が一定の期間内に異議を述べるができる旨

(iv) the fact that Policyholders or other creditors of the Split-Involved Company may raise their objections within a certain period of time; and

五 前各号に掲げるもののほか、内閣府令で定める事項

(v) beyond what is set forth in the preceding items, particulars specified by Cabinet Office Order.

3 保険契約者その他の債権者が前項第四号の期間内に異議を述べなかったときは、当該保険契約者その他の債権者は、当該分割について承認をしたものとみなす。

(3) Where no Policyholders or other creditors have raised their objections within the period set forth in item (iv) of the preceding paragraph, such Policyholders or other creditors are deemed to have approved the merger.

4 保険契約者その他の債権者が第二項第四号の期間内に異議を述べたときは、分割当事会社は、当該保険契約者その他の債権者に対し、弁済し、若しくは相当の担保を提供し、又は当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託しなければならない。ただし、当該分割をしても当該保険契約者その他の債権者を害するおそれがないときは、この限りでない。

(4) Where any Policyholder or other creditors have raised an objection under paragraph (2), item (iv), the Split-Involved Company must make payment or provide equivalent security to such Policyholder or other creditor, or entrust equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment; provided, however, that this does not apply to cases where the Split poses no risk of harming the interest of such Policyholder or other creditor.

5 前項の規定は、保険契約者その他保険契約に係る権利を有する者の当該権利（保険金請求権等を除く。）については、適用しない。

(5) The provisions of the preceding paragraph do not apply to the Policyholders or any rights held by other persons pertaining to insurance contracts (other than Insurance Claims, etc.).

6 第二項第四号の期間内に異議を述べた保険契約者（同項の規定による公告の時ににおいて既に保険金請求権等が生じている保険契約（当該保険金請求権等に係る支払により消滅することとなるものに限る。）に係る保険契約者を除く。以下この項及び次項において同じ。）の数が保険契約者（第一項の規定により異議を述べるができるものに限る。）の総数の十分の一（保険契約の全部を承継させる分割である場合にあつては、五十分の一）を超え、かつ、当該異議を述べた保険契約者の保険契約に係る債権（保険金請求権等を除く。）の額に相当する金額として内閣府令で定める金額が保険契約者（同項の規定により異議を述べるができるものに限る。）の当該金額の総額の十分の一（保険契約の全部を承継させる分割である場合にあつては、五十分の一）を超えるときは、分割は、その効力を有しない。

(6) Any Split is invalid if the number of the Policyholders who have raised their objections within the period set forth in paragraph (2), item (iv) (excluding the holders of policies under which Insurance Claims, etc. had already arisen at the time of public notice under paragraph (2) (but limited to those policies that would be terminated with the payment of the Insurance Claims, etc.); hereinafter the same applies in this paragraph and the following paragraph) exceeds one tenth (or one fifth, in case of a Split whereby the succeeding company succeeds to all insurance contracts) of the total number of Policyholders (limited to those who may raise their objections pursuant to the provisions of paragraph (1)), and the amount specified by Cabinet Office Order as the credits (other than Insurance Claims, etc.) belonging to the insurance contracts of the Policyholders who have raised such objections exceeds one tenth (or one fifth, in case of a Split whereby the succeeding company succeeds to all insurance contracts) of the total amount of credits belonging to the Policyholders (limited to those who may raise their objections pursuant to the provisions of paragraph (1)).

7 前各項の規定によりされた分割は、前項の異議を述べた保険契約者及び保険契約者に係る保険契約に係る権利（保険金請求権等を除く。）を有する者についても、その効力を生ずる。

(7) A Split carried out pursuant to the provisions of the preceding paragraphs are also to be effective against the Policyholders who have raised their objections under the preceding paragraph and other persons who hold any right (other than Insurance Claims, etc.) pertaining to the insurance contracts involving the Policyholders.

8 第四項の規定にかかわらず、吸収分割会社又は新設分割会社（保険契約の全部を承継させる分割を行うものを除く。）は、第百七十三条の六第一項の規定による認可を受けた場合において、第二項の各別の催告をしなければならない保険契約者のうち、第一項の異議を述べ、かつ、保険契約が承継されることとなる場合には解約する旨を申し入れた保険契約者がいるときは、分割の前日までに、当該保険契約者に対し、被保険者のために積み立てた金額、未経過期間（当該保険契約に定めた保険期間のうち、当該保険契約が解約された時において、まだ経過していない期間をいう。）に対応する保険料その他内閣府令で定める金額を払い戻さなければならない。

(8) Notwithstanding the provisions of paragraph (4), if a split company in an absorption-type split or a split company in an incorporation-type company split (excluding a company implementing a Split whereby the succeeding company succeeds to all insurance contracts) obtains an authorization under Article 173-6, paragraph (1), and where any Policyholder to whom a separate notice must be given under paragraph (2) raised an objection under paragraph (1) and manifested their intention to cancel the contract if the succession of the contract takes place, such company must refund to the relevant Policyholder the amount of money reserved for the insured, any unearned premium

(meaning the insurance premium paid for that part of the period of insurance stipulated in an insurance contract which had not lapsed by the time at which the insurance contract was cancelled) and any other amount specified by Cabinet Office Order no later than the day immediately before the day of the Split.

9 前各項に定めるもののほか、これらの規定の適用に関し必要な事項は、政令で定める。

(9) Beyond what is provided for in the preceding paragraphs, the necessary particulars for applying those provisions are specified by Cabinet Order.

10 会社法第七百八十九条、第七百九十九条（債権者の異議）及び第八百十条の規定は、第一項各号に定める保険株式会社については、適用しない。

(10) The provisions of Articles 789 and 799 (Objections of Creditors) and Article 810 of the Companies Act do not apply to a Stock Insurance Company falling under paragraph (1), item (i) or (ii).

11 第一項に規定する場合における会社法第七百五十九条第二項及び第三項（株式会社に権利義務を承継させる吸収分割の効力の発生等）、第七百六十一条第二項及び第三項（持分会社に権利義務を承継させる吸収分割の効力の発生等）、第七百六十四条第二項及び第三項（株式会社を設立する新設分割の効力の発生等）、第七百六十六条第二項及び第三項（持分会社を設立する新設分割の効力の発生等）、第七百九十一条第一項第一（吸収分割又は株式交換に関する書面等の備置き及び閲覧等）、第八百一条第二項（吸収合併等に関する書面等の備置き及び閲覧等）並びに第八百十一条第一項第一号（新設分割又は株式移転に関する書面等の備置き及び閲覧等）の規定の適用については、同法第七百五十九条第二項、第七百六十一条第二項、第七百六十四条第二項及び第七百六十六条第二項中「の規定により異議」とあるのは「又は保険業法第七十三条の四第一項の規定により異議」と、「）の各別の催告をしなければならないもの」とあるのは「）の各別の催告をしなければならないもの又は同法第七十三条の四第二項の各別の催告をしなければならないもの（同項に規定する保険契約者を除く。））」と、同法第七百五十九条第二項及び第七百六十一条第二項中「第七百八十九条第二項の各別の催告」とあるのは「第七百八十九条第二項又は同法第七十三条の四第二項の各別の催告」と、同法第七百六十四条第二項及び第七百六十六条第二項中「第八百十条第二項の各別の催告」とあるのは「第八百十条第二項又は同法第七十三条の四第二項の各別の催告」と、同法第七百五十九条第三項及び第七百六十一条第三項中「第七百八十九条第一項第二号」とあるのは「第七百八十九条第一項第二号又は保険業法第七十三条の四第一項」と、「同条第二項」とあるのは「第七百八十九条第二項又は同法第七十三条の四第二項」と、同法第七百六十四条第三項及び第七百六十六条第三項中「第八百十条第一項第二号」とあるのは「第八百十条第一項第二号又は保険業法第七十三条の四第一項」と、「同条第二項」とあるのは「第八百十条第二項又は同法第七十三条の四第二項」と、同法第七百九十一条第一項第一号、第八百一条第二項及び第八百十一条第一項第一号中「法務省令」とあるのは「内閣府令」とする。

(11) For the purpose of applying to the cases set forth in paragraph (1), the

provisions of Article 759, paragraphs (2) and (3) (Effectuation, etc. of an Absorption-type Company Split Which Causes a Stock Company to Succeed to Rights and Obligations), Article 761, paragraphs (2) and (3) (Effectuation, etc. of an Absorption-type Company Split Which Causes a Membership Company to Succeed to Rights and Obligations), Article 764, paragraphs (2) and (3) (Effectuation, etc. of an Incorporation-type Company Split by Which a Stock Company is Incorporated), and Article 766, paragraphs (2) and (3) (Effectuation, etc. of an Incorporation-type Company Split by Which a Membership Company is Incorporated), Article 791, paragraph (1), item (i) (Retention and Inspection, etc. of Documents, etc. Related to an Absorption-type Company Split or Share Exchange), Article 801, paragraph (2) (Retention and Inspection, etc. of Documents, etc. Related to an Absorption-type Merger, etc.) and Article 811, paragraph (1), item (i) (Retention and Inspection, etc. of Documents, etc. Related to an Incorporation-type Company Split or Share Transfer) of the Companies Act, the term "objections pursuant to the provisions of Article 789, paragraph (1), item (ii) (including the cases where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies in the following paragraph)" in Article 759, paragraph (2) and Article 761, paragraph (2) of that Act is deemed to be replaced with "objections pursuant to the provisions of Article 789, paragraph (1), item (ii) (including the cases where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies in the following paragraph) or the provisions of Article 173-4, paragraph (1) of the Insurance Business Act"; the term "individual notification under Article 789, paragraph (2) (excluding item (iii) and including the cases where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies hereinafter in this paragraph as well as in the following paragraph)" in Article 759, paragraph (2) and Article 761, paragraph (2) of that Act is deemed to be replaced with "individual notification under Article 789, paragraph (2) (excluding item (iii) and including the cases where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); the same applies hereinafter in this paragraph as well as in the following paragraph) or under Article 173-4, paragraph (2) of the Insurance Business Act"; the term "objections pursuant to the provisions of Article 810, paragraph (1), item (ii) (including the cases where it is applied mutatis mutandis pursuant to Article 813, paragraph (2); the same applies in the following paragraph)" in Article 764, paragraph (2) and Article 766, paragraph (2) of that Act is deemed to be replaced with "objections pursuant to the provisions of Article 810, paragraph (1), item (ii) (including the cases where it is applied mutatis mutandis pursuant to Article 813, paragraph (2); the same applies in the following paragraph) or the provisions of Article 173-4, paragraph (1) of the Insurance Business Act"; the term "limited to a creditor to whom the separate notice set

forth in Article 789, paragraph (2) (excluding item (iii) and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); hereinafter the same applies in this paragraph and the following paragraph) is given" in Article 764, paragraph (2) and Article 766, paragraph (2) of that Act is deemed to be replaced with "limited to a creditor to whom the separate notice set forth in Article 789, paragraph (2) (excluding item (iii) and including the case where it is applied mutatis mutandis pursuant to Article 793, paragraph (2); hereinafter the same applies in this paragraph and the following paragraph) or under Article 173-4, paragraph (2) of the that Act is given (excluding a Policyholders prescribed in that paragraph)"; the term "individual notification under Article 789, paragraph (2)" in Article 759, paragraph (2) and Article 761, paragraph (2) of that Act is deemed to be replaced with "individual notification under Article 789, paragraph (2) or under Article 173-4, paragraph (2) of that Act"; the term "individual notification under Article 810, paragraph (2)" in Article 764, paragraph (2) and Article 766, paragraph (2) of that Act is deemed to be replaced with "individual notification under Article 810, paragraph (2) or under Article 173-4, paragraph (2) of that Act"; the terms "Article 789, paragraph (1), item (ii)" and "paragraph (2) of the same Article" in Article 759, paragraph (3) and Article 761, paragraph (3) of that Act is deemed to be replaced with "Article 789, paragraph (1), item (ii) or Article 173-4, paragraph (1) of the Insurance Business Act" and "Article 789, paragraph (2) or Article 173-4, paragraph (2) of that Act", respectively; and the terms "Article 810, paragraph (1), item (ii)" and "Article 810, paragraph (2)" in Article 764, paragraph (3) and Article 766, paragraph (3) of that Act is deemed to be replaced with "Article 810, paragraph (1), item (ii) or Article 173-4, paragraph (1) of the Insurance Business Act" and "Article 810, paragraph (2) or Article 173-4, paragraph (2) of that Act", respectively; and the term "Order of the Ministry of Justice" in Article 791, paragraph (1), item (i), Article 801, paragraph (2) and Article 811, paragraph (1), item (i) of that Act is deemed to be replaced with "Cabinet Office Order", respectively.

1 2 会社法第七百五十九条第二項及び第三項、第七百六十一条第二項及び第三項、第七百六十四条第二項及び第三項並びに第七百六十六条第二項及び第三項の規定は、保険契約に係る権利を有する者、第九十九条第三項に規定する保険金信託業務に係る金銭信託の受益者その他の政令で定める債権者については、適用しない。

(12) The provisions of Article 759, paragraphs (2) and (3), Article 761, paragraphs (2) and (3), Article 764, paragraphs (2) and (3), and Article 766, paragraphs (2) and (3) of the Companies Act does not apply to the creditor specified by Cabinet Order, such as a person holding any right pertaining to an insurance contract, a Beneficiary of money trust pertaining to the Insurance-Proceed Trust Services set forth in Article 99, paragraph (3).

(分割手続中の契約)

(Contracts in Course of Split Procedures)

第百七十三条の五 分割により保険契約を承継させる保険株式会社は、分割の決議後に分割対象契約を締結するときは、分割をし、又はしないこととなった時までの間は、当該分割対象契約を締結する者に対し、前条第二項第一号から第三号までに掲げる事項その他内閣府令で定める事項を通知し、当該分割対象契約が承継される場合には吸収分割承継会社又は新設分割設立会社の保険契約者となることについてその承諾を得なければならない。

Article 173-5 (1) When a Stock Insurance Company that has its insurance contracts succeeded to in a Split concludes an Insurance Contract Subject to Split after the adoption of the resolution of a Split, it must inform the person who executes the relevant Insurance Contract Subject to Split of the matters listed in paragraph (2), items (i) to (iii) of the preceding Article and other matters specified by Cabinet Office Order, and obtain their approval on becoming a Policyholder of the a succeeding company in an absorption-type split or a company incorporated through incorporation-type company split in case of succession of the relevant Insurance Contract Subject to Split, before the time when the implementation or renunciation of the Split is decided.

2 前項の承諾をした者は、前条の規定の適用については、保険契約者でないものとみなす。

(2) A person who has given their consent under the preceding paragraph is not deemed to be a Policyholder for the purpose of applying the provisions of the preceding Article.

(保険株式会社の分割の認可)

(Authorization of Split of Stock Insurance Company)

第百七十三条の六 保険株式会社の分割は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 173-6 (1) Any Split of a Stock Insurance Company is not effective without the authorization of the Prime Minister.

2 内閣総理大臣は、前項の認可の申請があったときは、次に掲げる基準に適合するかどうかを審査しなければならない。

(2) Whenever an application has been filed for the authorization set forth in the preceding paragraph, the Prime Minister must examine whether it conforms to the following standards:

一 当該分割が、保険契約者等の保護に照らして、適当なものであること。

(i) the Split is appropriate in light of the protection of Policyholders, etc.;

二 保険会社による認可の申請にあっては、当該分割が、保険会社相互の適正な競争関係を阻害するおそれのないものであること。

(ii) if the application for authorization is from an Insurance Company, that the Split poses no risk of impeding the appropriate competitive relationships

among Insurance Companies; and

三 当該認可の申請をした保険株式会社が、分割後に、その業務を的確、公正かつ効率的に遂行する見込みが確実であること。

(iii) it is certain that the Stock Insurance Company applying for the authorization will perform its business in an appropriate, fair and efficient manner following the Split.

3 内閣総理大臣は、第一項の認可の申請が保険会社の保険契約を承継させる分割に係るものであるときは、当該保険契約を承継する会社が保険会社でなければ、同項の認可をしてはならない。

(3) The Prime Minister may not approve any application made under paragraph (1) pertaining to a Split that involves the succession of insurance contracts of an Insurance Company, unless the company that succeeds to the insurance contracts is an Insurance Company.

(分割の公告等)

(Public Notice of Split)

第百七十三条の七 分割により保険契約を承継させる保険株式会社は、当該分割後、遅滞なく、当該分割により保険契約を承継させたこと及び内閣府令で定める事項を公告しなければならない。分割をしないこととなったときも、同様とする。

Article 173-7 (1) A Stock Insurance Company that has its insurance contracts succeeded to in a Split, following the Split, must give public notice without delay of the fact that its insurance contracts have been succeeded to in the Split and other particulars specified by Cabinet Office Order. The same applies where the company has renounced the Split.

2 分割により保険契約を承継した保険株式会社は、当該分割の日後三月以内に、当該分割による承継に係る保険契約者に対し、その旨（分割計画等において、当該分割による承継に係る保険契約について第百七十三条の二に規定する軽微な変更を定めたときは、当該分割により保険契約を承継したこと及び当該軽微な変更の内容）を通知しなければならない。

(2) A Stock Insurance Company that has succeeded to insurance contracts in a Split, within three months from the date of the Split, must notify the Policyholders affected by the succession of insurance contracts in the Split thereof (or, where any minor change under Article 173-2 is stipulated in the Split Plan, etc. with regard to the insurance contracts succeeded to in the Split, of the fact that it has succeeded to the insurance contracts in the Split and the contents of such minor change).

3 分割により保険契約を承継させる保険株式会社が保険契約者に対して貸付金その他の債権を有しており、かつ、当該債権が分割計画等により保険契約を承継する保険株式会社に承継されることとされている場合において、第一項前段の規定による公告が時事に関する事項を掲載する日刊新聞紙に掲載する方法によりされたときは、当該保険契約者に対して民法第四百六十七条（指名債権の譲渡の対抗要件）の規定による確

定日付のある証書による通知があったものとみなす。この場合においては、当該公告の日付をもって確定日付とする。

- (3) Where a Stock Insurance Company that has its insurance contracts succeeded to in a Split has outstanding loans or other claims against Policyholders, and such claims are to be assumed by the Stock Insurance Company that succeeds to the insurance contracts under the Split Plan, etc., a notice in the form of an instrument carrying a fixed date under Article 467 (Requirement for Assertion of Assignment of Nominative Claims Against Third Parties) of the Civil Code is deemed to have been given to the Policyholders if a public notice under the first sentence of paragraph (1) has been given by way of publication in a daily newspaper that publishes the news on current events. In this case, the date of the public notice is to be the fixed date.

(分割の登記)

(Registration of a Split)

第七十三條の八 新設分割による設立の登記の申請書には、商業登記法第十八條、第十九條（申請書の添付書面）、第四十六條（添付書面の通則）、第八十六條（第八号を除く。）（会社分割の登記）及び第九條第二項（第三号中同法第八十六條第八号に掲げる書面に係る部分を除き、同法第十六條第一項及び第二十五條において準用する場合を含む。）（会社分割の登記）に規定する書類のほか、次に掲げる書類を添付しなければならない。

Article 173-8 (1) The following documents must be attached to a written application for registration of incorporation due to an incorporation-type split, in addition to the documents specified in Articles 18 and 19 (Documents to be Attached to Written Application), Article 46 (General Provisions on Attached Documents), Article 86 (excluding item (viii)) (Registration of Company Split) and Article 109, paragraph (2) (excluding that segment in item (iii) pertaining to the documents listed in Article 86, item (viii) of that Act and including the cases where it is applied mutatis mutandis pursuant to Article 116, paragraph (1) and Article 125 of that Act) (Registration of Company Split) of the Commercial Registration Act:

一 第七十三條の四第二項の規定による公告をしたことを証する書面

(i) a document certifying that a public notice under Article 173-4, paragraph (2) has been given;

二 第七十三條の四第四項の異議を述べた保険契約者その他の債権者があるときは、当該保険契約者その他の債権者に対し、弁済し、相当の担保を提供し、若しくは当該保険契約者その他の債権者に弁済を受けさせることを目的として信託会社等に相当の財産を信託したこと又は当該分割をしても当該保険契約者その他の債権者を害するおそれがないことを証する書面

(ii) where any Policyholder or other creditor has raised their objection under Article 173-4, paragraph (4), a document certifying that the company has

made payment or provided equivalent security to such Policyholder or other creditor, or entrusted equivalent property to a trust company, etc. for the purpose of ensuring that such Policyholder or other creditor receive the payment, or a document certifying that the Split poses no risk of harming the interest of such Policyholder or other creditor;

三 第一百七十三条の四第六項の異議を述べた保険契約者の数が同項の保険契約者の総数の十分の一（保険契約の全部を承継させる分割である場合にあっては、五分の一）を超えなかったことを証する書面又はその者の同項の内閣府令で定める金額が同項の金額の総額の十分の一（保険契約の全部を承継させる分割である場合にあっては、五分の一）を超えなかったことを証する書面

(iii) a document certifying that the number of Policyholders who raised their objections under Article 173-4, paragraph (6) has not exceeded one tenth (or one fifth, in case of a Split whereby the succeeding company succeeds to all insurance contracts) of the total number of Policyholders, or a document certifying that the amount specified by Cabinet Office Order set forth in that paragraph as the credits belonging to such Policyholders has not exceeded one tenth (or one fifth, in case of a Split whereby the succeeding company succeeds to all insurance contracts) of the total amount set forth in that paragraph.

2 吸収分割承継会社である株式会社、合名会社、合資会社又は合同会社がする吸収分割による変更の登記の申請書には、商業登記法第十八条、第十九条、第四十六条、第八十五条（保険株式会社に係る同条第三号又は第八号に掲げる書面に係る部分を除く。）（会社分割の登記）、第九十三条（添付書面の通則）（同法第百十一条及び第百十八条において準用する場合を含む。）及び第百九条第一項（第二号中同法第八十五条第八号に掲げる書面に係る部分を除き、同法第百十六条第一項及び第百二十五条において準用する場合を含む。）に規定する書類のほか、前項各号に掲げる書類を添付しなければならない。

(2) The documents listed in the items of the preceding paragraph must be attached to a written application for registration of change due to an absorption-type split carried out by a Stock Company, general Partnership company, limited Partnership company or limited liability company that is the succeeding company in an absorption-type split, in addition to the documents set forth in the following provisions of the Commercial Registration Act: Article 18, Article 19, Article 46, Article 85 (excluding the segment pertaining to the documents listed in item (iii) or (viii) of the same Article with regard to a Stock Insurance Company) (Registration of Company Split), Article 93 (General Provisions on Attached Documents) (including the cases where it is applied mutatis mutandis pursuant to Articles 111 and 118 of that Act) and Article 109, paragraph (1) (excluding that segment in item (ii) pertaining to the documents listed in Article 85, item (viii) of that Act and including the cases where it is applied mutatis mutandis pursuant to Article 106, paragraph (1) and Article

125 of that Act).

第四節 清算

Section 4 Liquidation

(内閣総理大臣による清算人の選任及び解任)

(Appointment and Dismissal of Liquidators by Prime Minister)

第百七十四条 内閣総理大臣は、保険会社等が第百五十二条第一項の規定により読み替えて適用する会社法第四百七十一条第六号（解散の事由）（第百五十二条第二項において準用する場合を含む。）に掲げる事由によって解散したものであるときは利害関係人若しくは法務大臣の請求により又は職権で、第百八十条の四第一項又は同法第四百七十八条第一項（清算人の就任）の規定により清算人となる者がいないとき、及び保険会社等が第百八十条第二号又は同法第四百七十五条第二号（清算の開始原因）に掲げる場合に該当することとなったものであるときは利害関係人の請求により又は職権で、清算人を選任する。

Article 174 (1) The Prime Minister is to appoint liquidators, at the request of interested persons or the Minister of Justice, or without any party's request, where an Insurance Company, etc. has dissolved on the grounds listed in Article 471, item (vi) (Grounds for Dissolution) of the Companies Act as applied following the deemed replacement of terms pursuant to the provisions of Article 152, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 152, paragraph (2)), or at the request of interested persons or without any party's request where no one is entitled to become a liquidator pursuant to the provisions of Article 180-4, paragraph (1) or under Article 478, paragraph (1) (Assumption of Office of Liquidators) of that Act or where an Insurance Company, etc. falls under Article 180, item (ii) or under Article 475, item (ii) (Causes of Commencement of Liquidation) of that Act.

2 保険業を営む株式会社に対する会社法第四百七十七条第四項（株主総会以外の機関の設置）の規定の適用については、同項中「大会社」とあるのは、「保険会社若しくは保険業法第二百七十二条の四第一項第一号ロに掲げる株式会社」とする。

(2) For the purpose of applying the provisions of Article 477, paragraph (4) (Establishment of Structures Other than Shareholders' Meetings) of the Companies Act to a Stock Company that conducts Insurance Business, the term "Large Company" in that paragraph is deemed to be replaced with "Insurance Company or a Stock Company listed in Article 272-4, paragraph (1), item (i), (b) of the Insurance Business Act".

3 会社法第四百七十八条第二項から第四項までの規定は、保険業を営む株式会社については、適用しない。

(3) The provisions of Article 478, paragraphs (2) to (4) of the Companies Act do not apply to a Stock Company that conducts Insurance Business.

- 4 保険会社等が第三条第一項の免許又は第二百七十二条第一項の登録の取消しによって解散したときは、第百八十条の四第一項又は会社法第四百七十八条第一項の規定にかかわらず、内閣総理大臣が清算人を選任する。
- (4) Notwithstanding the provisions of Article 180-4, paragraph (1) or Article 478, paragraph (1) of the Companies Act, the Prime Minister is to appoint liquidators where an Insurance Company, etc. has dissolved due to the cancellation of a license under Article 3, paragraph (1) or a registration under Article 272, paragraph (1).
- 5 第八条の二第二項の規定は、保険業を営む株式会社の清算人について準用する。
- (5) The provisions of Article 8-2, paragraph (2) apply mutatis mutandis to the liquidator(s) of a Stock Company that conducts Insurance Business.
- 6 保険業を営む株式会社に対する会社法第四百七十八条第八項において準用する同法第三百三十一条第一項第三号（取締役の資格等）の規定の適用については、同号中「この法律」とあるのは、「保険業法、この法律」とする。
- (6) For the purpose of applying to a Stock Company that conducts Insurance Business, the provisions of Article 331, paragraph (1), item (iii) (Qualifications of Directors) of the Companies Act as applied mutatis mutandis pursuant to Article 478, paragraph (8) of that Act, the term "this Act" in that item is deemed to be replaced with "the Insurance Business Act, this Act".
- 7 内閣総理大臣は、第一項、第四項又は第九項の規定により清算人を選任する場合には、その清算人の中から清算に係る株式会社又は相互会社（以下この節において「清算保険会社等」という。）を代表する清算人（以下この節において「代表清算人」という。）を定めることができる。
- (7) If the Prime Minister appoints liquidators pursuant to the provisions of paragraph (1), (4) or (9), the Prime Minister may designate from among them a liquidator (hereinafter referred to as "Representative Liquidator" in this Section) who represents the Stock Company or Mutual Company to be liquidated (hereinafter referred to as "Insurance Company in Liquidation, etc." in this Section).
- 8 清算人（内閣総理大臣が選任した者及び特別清算の場合の清算人を除く。）は、その就職の日から二週間以内に次に掲げる事項を内閣総理大臣に届け出なければならない。ただし、その間に特別清算が開始した場合は、この限りでない。
- (8) The liquidator(s) (excluding the persons appointed by the Prime Minister and the liquidator(s) in the case of special liquidation), within two weeks from the date of their assumption of office, must notify the Prime Minister of the following particulars; provided, however, that this does not apply to the cases where special liquidation has commenced in the meantime:
- 一 解散の事由（第百八十条第二号又は会社法第四百七十五条第二号に掲げる場合に該当することとなった清算保険会社等にあつては、その旨）及びその年月日
- (i) grounds for the dissolution (or, for an Insurance Company in Liquidation, etc. falling under Article 180, item (ii) or under Article 475, item (ii) of the

Companies Act, that fact) and the date of dissolution; and

二 清算人の氏名及び住所

(ii) the name(s) and address(es) of the liquidator(s).

9 内閣総理大臣は、保険会社等の清算（特別清算を除く。）の場合において、重要な事由があると認めるときは、清算人を解任することができる。この場合において、内閣総理大臣は、清算人を選任することができる。

(9) In the case of the liquidation of an Insurance Company, etc. (other than a special liquidation), the Prime Minister may dismiss a liquidator, if they find material grounds for such dismissal. In this case, the Prime Minister may appoint another liquidator.

10 保険業を営む株式会社の清算の場合における会社法第四百七十九条（清算人の解任）の規定の適用については、同条第一項中「前条第二項から第四項までの規定により裁判所」とあるのは「内閣総理大臣」と、同条第二項中「清算人」とあるのは「清算人（内閣総理大臣が選任した者を除く。）」とする。

(10) For the purpose of applying the provisions of Article 479 (Dismissal of Liquidators) of the Companies Act to the liquidation of a Stock Company that conducts Insurance Business, the term "court pursuant to the provisions of paragraphs (2) to (4) of the preceding Article" in paragraph (1) of that Article is deemed to be replaced with "Prime Minister"; and the term "liquidator" in paragraph (2) of that Article is deemed to be replaced with "liquidator (other than a person appointed by the Prime Minister)".

11 商業登記法第七十三条第一項及び第三項（清算人の登記）並びに第七十四条第一項（清算人に関する変更の登記）（第百八十三条第二項において準用する場合を含む。）の規定は、内閣総理大臣が選任した清算人について準用する。この場合において、必要な技術的読替えは、政令で定める。

(11) The provisions of Article 73, paragraphs (1) and (3) (Registration of Liquidators), and Article 74, paragraph (1) (Registration of Change with Regard to Liquidators) of the Commercial Registration Act (including the cases where it is applied mutatis mutandis pursuant to Article 183, paragraph (2)) apply mutatis mutandis to a liquidator appointed by the Prime Minister. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

12 第九項の規定により内閣総理大臣が清算人を解任する場合には、内閣総理大臣は、清算保険会社等の本店又は主たる事務所の所在地の登記所にその旨の登記を嘱託しなければならない。

(12) When the Prime Minister, dismisses a liquidator pursuant to the provisions of paragraph (9), the Prime Minister must commission a registration to that effect to the registry office with jurisdiction over the head office or principal office of the Insurance Company in Liquidation, etc.

（内閣総理大臣の選任する清算人の報酬）

(Remuneration for Liquidators Appointed by Prime Minister)

第百七十五条 前条第一項、第四項又は第九項の規定により選任された清算人は、清算保険会社等から報酬を受けることができる。

Article 175 (1) A liquidator appointed pursuant to the provisions of paragraph (1), (4) or (9) of the preceding Article may receive remuneration from the Insurance Company in Liquidation, etc.

2 前項の報酬の額は、内閣総理大臣が定める。

(2) The amount of the remuneration set forth in the preceding paragraph is determined by the Prime Minister.

(決算書類等の提出)

(Submission of Closing Financial Statements)

第百七十六条 清算保険会社等の清算人（特別清算の場合の清算人を除く。）は、会社法第四百九十二条第三項（財産目録等の作成等）若しくは第四百九十七条第二項（貸借対照表等の定時株主総会への提出等）（これらの規定を第百八十条の十七において準用する場合を含む。）又は第五百七条第三項（清算事務の終了等）（第百八十三条第一項において準用する場合を含む。）の規定により株主総会等においてこれらの規定に規定するものについて承認を得たときは、遅滞なく、これらの規定に規定するもの（電磁的記録で作成され、又はその作成に代えて電磁的記録の作成がされているときは、内閣府令で定める電磁的記録又は当該電磁的記録に記録された情報の内容を記載した書面）を内閣総理大臣に提出しなければならない。

Article 176 The liquidator(s) of an Insurance Company in Liquidation, etc. (other than the liquidator(s) in the case of a special liquidation), if the Shareholders' Meeting, etc. has approved the material set forth in Article 492, paragraph (3) (Preparation of Inventory of Property) or Article 497, paragraph (2) (Provision of Balance Sheet to Annual Shareholders' Meeting) (including the cases where they are applied mutatis mutandis pursuant to Article 180-17), or Article 507, paragraph (3) (Conclusion of Liquidation) (including the cases where it is applied mutatis mutandis pursuant to Article 183, paragraph (1)) of the Companies Act, must submit such material (or, where such material has been prepared in the form of an electronic or magnetic record or where an electronic or magnetic record has been prepared in lieu of such material, the electronic or magnetic record specified by Cabinet Office Order or a document describing the information contained in the electronic or magnetic record) to the Prime Minister without delay.

(解散後の保険契約の解除)

(Cancellation of Insurance Contracts after Dissolution)

第百七十七条 保険会社等が、第百五十二条第一項の規定により読み替えて適用する会社法第四百七十一条第三号若しくは第六号（解散の事由）（第百五十二条第二項において準用する場合を含む。）に掲げる事由又は第百五十二条第三項第二号に掲げる事

由によって解散したときは、保険契約者は、将来に向かって保険契約の解除をすることができる。

Article 177 (1) Where an Insurance Company, etc. has dissolved on the grounds listed in Article 471, item (iii) or (vi) (Grounds for Dissolution) of the Companies Act as applied following the deemed replacement of terms pursuant to the provisions of Article 152, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 152, paragraph (2)) or in Article 152, paragraph (3), item (ii), a Policyholder may cancel their insurance contract prospectively.

2 前項の場合において、保険契約者が同項の規定による保険契約の解除をしなかったときは、当該保険契約は、解散の日から三月を経過した日にその効力を失う。

(2) In the case referred to in the preceding paragraph, any insurance contract that is not cancelled by the Policyholder pursuant to the provisions of that paragraph is to lose its effect on the day that is three months after the date of dissolution.

3 前二項の場合においては、清算保険会社等は、被保険者のために積み立てた金額、未経過期間（保険契約に定めた保険期間のうち、当該保険契約が解除され、又は効力を失った時において、まだ経過していない期間をいう。）に対応する保険料その他内閣府令で定める金額を保険契約者に払い戻さなければならない。

(3) In the cases set forth in the preceding two paragraphs, the Insurance Company in Liquidation, etc. must refund to the Policyholder the amount of money reserved for the insured, any unearned premium (meaning the insurance premium paid for that Part of the period of insurance stipulated in an insurance contract which had not lapsed by the time at which the insurance contract was cancelled or lost its effect) and any other amount of money specified by Cabinet Office Order.

（債権申出期間中の弁済の許可）

(Permission of Performance during Period for Stating Claims)

第百七十八条 保険業を営む株式会社の清算の場合における会社法第五百条（債務の弁済の制限）の規定の適用については、同条第二項中「裁判所」とあるのは、「内閣総理大臣」とする。

Article 178 For the purpose of applying the provisions of Article 500 (Restrictions on Performance of Obligations) of the Companies Act to the liquidation of a Stock Company that conducts Insurance Business, the term "court" in paragraph (2) of that Article is deemed to be replaced with "Prime Minister".

（清算の監督命令）

(Order for Supervision of Liquidation)

第百七十九条 内閣総理大臣は、保険会社等の清算（特別清算を除く。）の場合におい

て、必要があると認めるときは、当該清算保険会社等に対し、財産の供託その他清算の監督上必要な措置を命ずることができる。

Article 179 (1) In the case of the liquidation of an Insurance Company, etc. (other than a special liquidation), the Prime Minister may, if they find it necessary, order the Insurance Company in Liquidation, etc. to deposit its properties or to take any other necessary measure for supervising the liquidation.

2 第二百二十八条第一項、第二百二十九条第一項、第二百七十二条の二十二第一項及び第二百七十二条の二十三第一項の規定は、前項の場合において、内閣総理大臣が清算保険会社等の清算の監督上必要があると認めるときについて準用する。

(2) The provisions of Article 128, paragraph (1), Article 129, paragraph (1), Article 272-22, paragraph (1) and Article 272-23, paragraph (1) apply mutatis mutandis to the case referred to in the preceding paragraph, if the Prime Minister finds it necessary for supervising the liquidation of an Insurance Company in Liquidation, etc.

(相互会社の清算の開始原因)

(Causes of Commencement of Mutual Company's Liquidation)

第八十条 相互会社は、次に掲げる場合には、この節の定めるところにより、清算をしなければならない。

Article 180 A Mutual Company must go into liquidation in the following cases, pursuant to the provisions of this Section:

一 解散した場合（第五十二条第二項において準用する会社法第四百七十一条第四号に掲げる事由によって解散した場合及び破産手続開始の決定により解散した場合であって当該破産手続が終了していない場合を除く。）

(i) where the company has dissolved (excluding the cases where it has dissolved on the grounds listed in Article 471, item (iv) of the Companies Act as applied mutatis mutandis pursuant to Article 152, paragraph (2) and where it has dissolved as a result of an order commencing bankruptcy proceedings and such bankruptcy proceedings have not ended); or

二 設立の無効の訴えに係る請求を認容する判決が確定した場合

(ii) where a judgment allowing an action to invalidate the company's incorporation has become final and binding.

(清算相互会社の能力)

(Capacity of Mutual Companies in Liquidation)

第八十条の二 前条の規定により清算をする相互会社（以下この節において「清算相互会社」という。）は、清算の目的の範囲内において、清算が終了するまではなお存続するものとみなす。

Article 180-2 A Mutual Company that goes into liquidation pursuant to the provisions of the preceding Article (hereinafter referred to as a "Mutual

Company in Liquidation" in this Section) is deemed to remain in existence until the liquidation is completed, to the extent of the purpose of the liquidation.

(清算相互会社の社員総会及び総代会以外の機関)

(Administrative Organs of Mutual Companies in Liquidation Other than General Meetings and Member Representatives Meetings)

第百八十条の三 清算相互会社は、一人又は二人以上の清算人及び監査役を置かなければならない。

Article 180-3 (1) A Mutual Company in Liquidation must have one or more liquidator(s) and company auditor(s).

2 清算相互会社は、定款の定めによって、清算人会又は監査役会を置くことができる。

(2) A Mutual Company in Liquidation may have a board of liquidators or a board of company auditors as prescribed by its articles of incorporation.

3 監査役会を置く旨の定款の定めがある清算相互会社は、清算人会を置かなければならない。

(3) A Mutual Company in Liquidation whose articles of incorporation provide for the establishment of a board of company auditors must also have a board of liquidators.

4 第百八十条各号に掲げる場合に該当することとなった時において監査等委員会設置会社であった清算相互会社においては、監査等委員である取締役が監査役となる。

(4) For a Mutual Company in Liquidation which was a Company with Audit and Supervisory Committee at the time when it fell under the case listed in the items of Article 180, a director who is an Audit and Supervisory Committee Member becomes a company auditor.

5 第百八十条各号に掲げる場合に該当することとなった時において指名委員会等設置会社であった清算相互会社においては、監査委員が監査役となる。

(5) In a Mutual Company in Liquidation that was a company with Nominating Committee, etc. when it fell under Article 180, items (i) or (ii), the Audit Committee Members become the company auditors.

6 第五十一条の規定は、清算相互会社については、適用しない。

(6) The provisions of Article 51 do not apply to a Mutual Company in Liquidation.

(清算人の就任)

(Assumption of Office of Liquidators)

第百八十条の四 次に掲げる者は、清算相互会社の清算人となる。

Article 180-4 (1) The following persons become the liquidators of a Mutual Company in Liquidation:

一 取締役（次号又は第三号に掲げる者がある場合を除く。）

(i) directors (unless the company has a person falling under the following item or item (iii));

二 定款で定める者

(ii) person(s) prescribed by the articles of incorporation; and

三 社員総会（総代会を設けているときは、総代会）の決議によって選任された者

(iii) person(s) elected by a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting).

2 第一百八十条各号に掲げる場合に該当することとなった時において監査等委員会設置会社であった清算相互会社における前項第一号の規定の適用については、同号中「取締役」とあるのは、「監査等委員である取締役以外の取締役」とする。

(2) For the purpose of applying the provisions of item (i) of the preceding paragraph to a Mutual Company in Liquidation which was a Company with Audit and Supervisory Committee at the time when it fell under the case listed in the items of Article 180, the term "Directors" in that item is deemed to be replaced with "Director other than directors who are Audit and Supervisory Committee Members".

3 第一百八十条各号に掲げる場合に該当することとなった時において指名委員会等設置会社であった清算相互会社における第一項第一号の規定の適用については、同号中「取締役」とあるのは、「監査委員以外の取締役」とする。

(3) For the purpose of applying the provisions of paragraph (1), item (i) to a Mutual Company in Liquidation that was a company with Nominating Committee, etc. when it fell under Article 180, items (i) or (ii), the term "Directors" in that item is deemed to be replaced with "Directors other than Audit Committee Members"

4 第五十三条の五第三項の規定にかかわらず、第一百八十条各号に掲げる場合に該当することとなった時において監査等委員会設置会社又は指名委員会等設置会社であった清算相互会社である監査役会設置会社においては、監査役は、三人以上で、そのうち半数以上は、次に掲げる要件のいずれにも該当するものでなければならない。

(4) Notwithstanding the provisions of Article 53-5, paragraph (3), for a company with a board of company auditors which is a Mutual Company in Liquidation and which was a Company with Audit and Supervisory Committee or a Company with Nominating Committee, etc. at the time when it fell under the case listed in the items of Article 180, three or more persons must be elected as company auditors, and at least half of such company auditors must be the persons who satisfies all of the following requirements:

一 その就任の前十年間当該監査等委員会設置会社若しくは指名委員会等設置会社又はその実質子会社の取締役（社外取締役を除く。）、会計参与（会計参与が法人であるときは、その職務を行うべき社員。次号において同じ。）若しくは執行役又は支配人その他の使用人であったことがないこと。

(i) a person who has not served as a director (excluding an Outside Director), accounting advisor (or, where the accounting advisor is a corporation, any member of that corporation who is supposed to carry out relevant duties; the same applies in the following item), executive officer, manager or other

employee of the relevant Company with Audit and Supervisory Committee, Company with Nominating Committee, etc. or its Substantive Subsidiary Companies within ten years before assuming the office;

二 その就任の前十年内のいずれかの時において当該監査等委員会設置会社若しくは指名委員会等設置会社又はその実質子会社の社外取締役又は監査役であったことがある者にあつては、当該社外取締役又は監査役への就任の前十年間当該監査等委員会設置会社若しくは指名委員会等設置会社又はその実質子会社の取締役（社外取締役を除く。）、会計参与若しくは執行役又は支配人その他の使用人であったことがないこと。

(ii) in case of a person who served as an Outside Director or company auditor of the relevant Company with Audit and Supervisory Committee, Company with Nominating Committee, etc. or its Substantive Subsidiary Companies at any time within ten years before assuming the office, such person has not served as a director (excluding an Outside Director), accounting advisor, executive officer, manager or other employee of the relevant Company with Audit and Supervisory Committee, Company with Nominating Committee, etc. or its Substantive Subsidiary Companies within ten years before assuming the office of the Outside Director or company auditor; and

三 第五十三条の五第三項第三号に掲げる要件

(iii) the requirement listed in item Article 53-5, paragraph (3), item (iii).

5 第八条の二第二項、第五十三条及び第五十三条の二第一項の規定は清算相互会社の清算人について、同条第四項の規定は清算人会設置相互会社（清算人会を置く清算相互会社をいう。以下この節において同じ。）における清算人について、それぞれ準用する。この場合において、必要な技術的読替は、政令で定める。

(5) The provisions of Article 8-2, paragraph (2), Article 53 and Article 53-2, paragraph (1) apply mutatis mutandis to the liquidator(s) of a Mutual Company in Liquidation; and the provisions of Article 53-2, paragraph (4) apply mutatis mutandis to the liquidators of a Mutual Company with a board of liquidators (meaning a mutual liquidating company that has a board of liquidators; hereinafter the same applies in this Section). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（清算人の解任）

(Dismissal of Liquidators)

第一百八十条の五 清算相互会社の清算人（第一百七十四条第一項、第四項及び第九項の規定により内閣総理大臣が選任した者を除く。）は、いつでも、社員総会（総代会を設けているときは、総代会）の決議によって解任することができる。

Article 180-5 (1) A liquidator (other than a person appointed by the Prime Minister pursuant to the provisions of Article 174, paragraph (1), (4) or (9)) may be dismissed at any time by a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting).

2 重要な事由があるときは、裁判所は、社員総数の千分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上又は三千名（これを下回る数を定款で定めた場合にあつては、その数）以上の社員（特定相互会社にあつては、第三十八条第一項に規定する政令で定める数以上の社員）であつて六月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続き社員である者（総代会を設けているときは、これらの者又は九名（これを下回る数を定款で定めた場合にあつては、その数）以上の総代）の申立てにより、前項の清算人を解任することができる。

(2) The court may, if it finds any material grounds, dismiss a liquidator under the preceding paragraph in response to a petition filed by members representing at least three thousandths (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or three thousand (or any smaller number prescribed by the articles of incorporation) or more members of the Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 38, paragraph (1)), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation) (or, in a company with a Member Representatives Meeting, those members or nine (or any smaller number prescribed by the articles of incorporation) or more representative members).

3 会社法第八百六十八条第一項（非訟事件の管轄）、第八百七十条第一項（第二号に係る部分に限る。）（陳述の聴取）、第八百七十一条本文（理由の付記）、第八百七十二條（第四号に係る部分に限る。）（即時抗告）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は前項の規定による申立てについて、同法第九百三十七条第一項（第二号ホ及び第三号イに係る部分に限る。）（裁判による登記の嘱託）の規定は前項の規定による第一項の清算人の解任の裁判について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 870, paragraph (2) (limited to the segment pertaining to item (i)) (Hearing of Statements), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to a petition under the preceding paragraph; and the provisions of Article 937, paragraph (1) (limited to the segment pertaining to item (ii), (e) and item (iii), (a)) (Commissioning of Registration by a Judicial Decision) of that Act apply mutatis mutandis to a judicial decision on the dismissal of a liquidator under paragraph (1). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

4 第五十三条の十二第一項から第三項までの規定並びに会社法第八百六十八条第一項、

第八百七十条第一項（第一号に係る部分に限る。）、第八百七十一条、第八百七十二条（第四号に係る部分に限る。）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条、第八百七十六条及び第九百三十七条第一項（第二号ロ及びハに係る部分に限る。）の規定は、第一項の清算人について準用する。この場合において、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 53-12, paragraphs (1) to (3), and the provisions of Article 868, paragraph (1), Article 870, paragraph (1) (limited to the segment pertaining to item (i)), Article 871, Article 872 (limited to the segment pertaining to item (iv)), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875, Article 876 and Article 937, paragraph (1) (limited to the segment pertaining to item (ii), (b) and (c)) of the Companies Act apply mutatis mutandis to the liquidator set forth in paragraph (1). In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（監査役の任期）

(Company Auditor's Term of Office)

第八十条の六 第五十三条の六の規定は、清算相互会社の監査役については、適用しない。

Article 180-6 The provisions of Article 53-6 do not apply to the company auditors of a Mutual Company in Liquidation.

（清算人の職務）

(Liquidator's Duties)

第八十条の七 清算相互会社の清算人は、次に掲げる職務を行う。

Article 180-7 The liquidator(s) of a Mutual Company in Liquidation carries out the following duties:

一 現務の結了

(i) completion of pending transactions;

二 債権の取立て及び債務の弁済

(ii) collection of debts and performance of obligations; and

三 残余財産の分配

(iii) distribution of residual assets.

（業務の執行）

(Execution of Business)

第八十条の八 清算人は、清算相互会社（清算人会設置相互会社を除く。以下この条において同じ。）の業務を執行する。

Article 180-8 (1) The liquidator(s) is to execute the business of the Mutual Company in Liquidation (other than a Mutual Company with a board of liquidators; hereinafter the same applies in this Article).

2 清算人が二人以上ある場合には、清算相互会社の業務は、定款に別段の定めがある場合を除き、清算人の過半数をもって決定する。

(2) If a Mutual Company in Liquidation has two or more liquidators, the business of the company is decided by the majority of the liquidators, unless otherwise provided for in the articles of incorporation.

3 前項の場合には、清算人は、次に掲げる事項についての決定を各清算人に委任することができない。

(3) In the case set forth in the preceding paragraph, the liquidators may not delegate to any liquidator a decision regarding any of the following particulars:

一 支配人の選任及び解任

(i) appointment or dismissal of a manager;

二 従たる事務所の設置、移転及び廃止

(ii) establishment, relocation or closure of a secondary office;

三 第四十一条第一項又は第四十九条第一項において準用する会社法第二百九十八条第一項各号に掲げる事項

(iii) particulars listed in the items of Article 298, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 41, paragraph (1) or Article 49, paragraph (1); or

四 清算人の職務の執行が法令及び定款に適合することを確保するための体制その他清算相互会社の業務の適正を確保するために必要なものとして内閣府令で定める体制の整備

(iv) revision of a system to ensure that the liquidators carry out their duties in compliance with applicable laws and regulations and the articles of incorporation, and any other system required by Cabinet Office Order for ensuring that the business of a Mutual Company in Liquidation is executed in an appropriate manner.

4 会社法第三百五十三条から第三百五十六条まで（株式会社と取締役との間の訴えにおける会社の代表、表見代表取締役、忠実義務、競業及び利益相反取引の制限）、第三百五十七条第一項及び第二項（取締役の報告義務）、第三百六十条第一項（株主による取締役の行為の差止め）並びに第三百六十一条第一項及び第四項（取締役の報酬等）の規定は、清算人（同条の規定については、第七百七十四条第一項、第四項又は第九項の規定により内閣総理大臣が選任したものを除く。）について準用する。この場合において、同法第三百五十三条中「第三百四十九条第四項」とあるのは「保険業法第八十条の九第五項において準用する第三百四十九条第四項」と、同法第三百五十四条中「代表取締役」とあるのは「代表清算人」と、同法第三百六十条第一項中「株式を有する株主」とあるのは「社員である者」と、「著しい損害」とあるのは「回復することができない損害」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Articles 353 to 356 (Representation of Companies in Actions Between Stock Company and Directors, Apparent Representative Directors, Duty of Loyalty, Restrictions on Competition and Conflicting Interest

Transactions), Article 357, paragraphs (1) and (2) (Director's Duty to Report), Article 360, paragraph (1) (Prohibition of Directors' Actions by the Shareholders) and Article 361, paragraphs (1) and (4) (Remuneration for Directors) of the Companies Act apply mutatis mutandis to a liquidator (with regard to the provisions of Article 361 of that Act, other than a liquidator appointed by the Prime Minister pursuant to the provisions of Article 174, paragraph (1), (4) or (9)). In this case, the term "Article 349, paragraph (4)" in Article 353 of that Act is deemed to be replaced with "Article 349, paragraph (4) as applied mutatis mutandis pursuant to Article 180-9, paragraph (5) of the Insurance Business Act"; the term "a Representative Director" in Article 354 of that Act is deemed to be replaced with "the Representative Liquidator"; and the terms "shareholders having the shares" and "substantial detriment" in Article 360, paragraph (1) of that Act is deemed to be replaced with "persons who have been members of the company" and "irreparable damage", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

(清算相互会社の代表)

(Representative of Mutual Company in Liquidation)

第百八十条の九 清算人は、清算相互会社を代表する。ただし、他に代表清算人その他清算相互会社を代表する者を定めた場合は、この限りでない。

Article 180-9 (1) The liquidator(s) is to represent the Mutual Company in Liquidation; provided, however, that this does not apply to cases where the liquidating Insurance Company appoints a Representative Liquidator or any other person to act as its representative.

2 前項本文の清算人が二人以上ある場合には、清算人は、各自、清算相互会社を代表する。

(2) Where a Mutual Company in Liquidation has two or more liquidators, each of the liquidators are to represent the company for the purpose of the main clause of the preceding paragraph.

3 清算相互会社（清算人会設置相互会社を除く。）は、定款、定款の定めに基づく清算人（第百七十四条第一項、第四項又は第九項の規定により内閣総理大臣が選任した者を除く。以下この項において同じ。）の互選又は社員総会（総代会を設けているときは、総代会）の決議によって、清算人の中から代表清算人を定めることができる。

(3) A Mutual Company in Liquidation (other than a Mutual Company with a board of liquidators) may appoint a Representative Liquidator from among its liquidators (excluding a person appointed by the Prime Minister pursuant to the provisions of Article 174, paragraph (1), (4) or (9); hereinafter the same applies in this paragraph) in accordance with its articles of incorporation, by mutual vote of the liquidators pursuant to the provisions of its articles of incorporation, or by a resolution of the general meeting (or the Member

Representatives Meeting, where the company has such a meeting).

4 第一百八十条の四第一項第一号の規定により取締役が清算人となる場合において、代表取締役を定めていたときは、当該代表取締役が代表清算人となる。

(4) Where a representative director has been appointed, the representative director is to act as the Representative Liquidator if the directors become the liquidators pursuant to the provisions of Article 180-4, paragraph (1), item (i).

5 会社法第三百四十九条第四項及び第五項（株式会社の代表）並びに第三百五十一条（代表取締役に欠員を生じた場合の措置）の規定は清算相互会社の代表清算人について、同法第三百五十二条（取締役の職務を代行する者の権限）の規定は民事保全法（平成元年法律第九十一号）第五十六条（法人の代表者の職務執行停止の仮処分等の登記の嘱託）に規定する仮処分命令により選任された清算相互会社の清算人又は代表清算人の職務を代行する者について、会社法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第一項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十一条（理由の付記）、第八百七十二条（第四号に係る部分に限る。）（即時抗告）、第八百七十四条（第一号及び第四号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は清算相互会社の清算人又は代表清算人について、同法第九百三十七条第一項（第二号ロ及びハに係る部分に限る。）（裁判による登記の嘱託）の規定は清算相互会社の一時代表清算人の職務を行うべき者について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

(5) The provisions of Article 349, paragraphs (4) and (5) (Representatives of Companies) and Article 351 (Measures when Vacancy Arises in Office of Representative Director) of the Companies Act apply mutatis mutandis to the Representative Liquidator of a Mutual Company in Liquidation; the provisions of Article 352 (Authority of Persons Who Perform Duties on Behalf of Directors) of that Act apply mutatis mutandis to a person appointed by a provisional disposition order under Article 56 (Commission of Registration of Provisional Disposition for Stay of Execution of Duties by Representative of Corporations) of the Civil Provisional Relief Act to act for a liquidator or the Representative Liquidator of a Mutual Company in Liquidation; the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (1) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (iv)) (Immediate Appeal), Article 874 (limited to the segment pertaining to items (i) and (iv)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to the liquidator(s) or Representative Liquidator of a Mutual Company in Liquidation; and the provisions of Article 937, paragraph (1) (limited to the

segment pertaining to item (ii), (b) and (c)) (Commissioning of Registration by a Judicial Decision) of that Act apply mutatis mutandis to a person who must carry out the duties of the temporary Representative Liquidator of a Mutual Company in Liquidation. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

(清算相互会社についての破産手続の開始)

(Commencement of Bankruptcy Proceedings for Mutual Company in Liquidation)

第百八十条の十 清算相互会社の財産がその債務を完済するのに足りないことが明らかになったときは、清算人は、直ちに破産手続開始の申立てをしなければならない。

Article 180-10 (1) If it has become clear that the assets of the Mutual Company in Liquidation are not sufficient to fully discharge its debts, the liquidators must immediately file a petition to commence bankruptcy proceedings.

2 清算人は、清算相互会社が破産手続開始の決定を受けた場合において、破産管財人にその事務を引き継いだときは、その任務を終了したものとする。

(2) If a Mutual Company in Liquidation has become subject to an order commencing bankruptcy proceedings, the liquidator(s) are deemed to have accomplished their duties when they have transferred their tasks to the bankruptcy trustee.

3 前項に規定する場合において、清算相互会社が既に債権者に支払ったものがあるときは、破産管財人は、これを取り戻すことができる。

(3) In the case prescribed in the preceding paragraph, the bankruptcy trustee may recover any payment made to creditors by the Mutual Company in Liquidation.

(清算人の清算相互会社に対する損害賠償責任)

(Liquidator's Liability for Damages to Mutual Company in Liquidation)

第百八十条の十一 清算人は、その任務を怠ったときは、清算相互会社に対し、これによって生じた損害を賠償する責任を負う。

Article 180-11 (1) A liquidator is liable to compensate the Mutual Company in Liquidation for any damage caused by the failure to carry out their duties.

2 清算人が第百八十条の八第四項において準用する会社法第三百五十六条第一項の規定に違反して同項第一号の取引をしたときは、当該取引により清算人又は第三者が得た利益の額は、前項の損害の額と推定する。

(2) Where a liquidator has carried out the transaction listed in Article 356, paragraph (1), item (i) of the Companies Act in violation of Article 356, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 180-8, paragraph (4), the amount of the profit gained by the liquidator or any third party from such transaction is presumed to be the amount of the damage set forth in the preceding paragraph.

3 第一百八十条の八第四項において準用する会社法第三百五十六条第一項第二号又は第三号の取引によって清算相互会社に損害が生じたときは、次に掲げる清算人は、その任務を怠ったものと推定する。

(3) Any of the following liquidators are presumed to have failed to carry out their duties if the Mutual Company in Liquidation has suffered any damage from the transaction set forth in Article 356, paragraph (1), item (ii) or (iii) of the Companies Act as applied mutatis mutandis pursuant to Article 180-8, paragraph (4):

一 第一百八十条の八第四項において準用する会社法第三百五十六条第一項の清算人

(i) a liquidator falling under Article 356, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180-8, paragraph (4);

二 清算相互会社が当該取引をすることを決定した清算人

(ii) a liquidator who decided that the Mutual Company in Liquidation carry out such transaction; or

三 当該取引に関する清算人会の承認の決議に賛成した清算人

(iii) a liquidator who agreed to the board of liquidators' resolution to approve such transaction.

4 第五十三条の三十四及び会社法第四百二十八条第一項（取締役が自己のためにした取引に関する特則）の規定は、清算相互会社の清算人の第一項の責任について準用する。この場合において、同条第一項中「第三百五十六条第一項第二号（第四百十九条第二項において準用する場合を含む。）」とあるのは「保険業法第一百八十条の八第四項において準用する第三百五十六条第一項第二号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 53-34 and the provisions of Article 428, paragraph (1) (Special Provisions on Transactions Carried Out by Directors for Themselves) of the Companies Act apply mutatis mutandis to the liability of a liquidator under paragraph (1). In this case, the term "Article 356, paragraph (1), item (ii) (including the cases where it is applied mutatis mutandis pursuant to Article 419, paragraph (2))" in Article 428, paragraph (1) of that Act is deemed to be replaced with "Article 356, paragraph (1), item (ii) as applied mutatis mutandis pursuant to Article 180-8, paragraph (4) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

（清算人の第三者に対する損害賠償責任）

(Liquidator's Liability for Damages to a Third Party)

第一百八十条の十二 清算相互会社の清算人がその職務を行うについて悪意又は重大な過失があったときは、当該清算人は、これによって第三者に生じた損害を賠償する責任を負う。

Article 180-12 (1) A liquidator of a Mutual Company in Liquidation is liable to compensate a third party for any damage caused by their bad faith or gross

negligence in carrying out their duties.

2 前項の清算人が、次に掲げる行為をしたときも、同項と同様とする。ただし、当該清算人が当該行為をすることについて注意を怠らなかったことを証明したときは、この限りでない。

(2) The provisions of the preceding paragraph is to also apply where the liquidator set forth in that paragraph has acted as follows; provided, however, that this does not apply to cases where the liquidator has proven that they did not fail to exercise due care in so acting:

一 社債（第六十一条に規定する社債をいう。）を引き受ける者の募集をする際に通知しなければならない重要な事項についての虚偽の通知又は当該募集のための当該清算相互会社の事業その他の事項に関する説明に用いた資料についての虚偽の記載若しくは記録

(i) giving false notice with respect to any important particulars of which a notice must be given in soliciting subscribers for bonds (meaning the bonds set forth in Article 61), or including a false detail or record in any material used to explain the Mutual Company in Liquidation's business or other particulars for the purpose of such solicitation;

二 第百八十条の十七において準用する会社法第四百九十二条第一項に規定する財産目録等並びに第百八十条の十七において準用する同法第四百九十四条第一項の貸借対照表及び事務報告並びにこれらの附属明細書に記載し、又は記録すべき重要な事項についての虚偽の記載又は記録

(ii) including a false detail or record with regard to any important particular that must be detailed or recorded in the inventory of property, etc. set forth in Article 492, paragraph (1) of the Companies Act as applied mutatis mutandis pursuant to Article 180-17 or the balance sheet and administrative report set forth in Article 494, paragraph (1) of that Act as applied mutatis mutandis pursuant to Article 180-17, or in the annexed detailed statements thereto;

三 虚偽の登記

(iii) making a false registration; or

四 虚偽の公告

(iv) giving false public notice.

(清算人及び監査役の連帯責任)

(Joint and Several Liability of Liquidators and Company Auditors)

第百八十条の十三 清算人又は監査役が清算相互会社又は第三者に生じた損害を賠償する責任を負う場合において、他の清算人又は監査役も当該損害を賠償する責任を負うときは、これらの者は、連帯債務者とする。

Article 180-13 (1) If a liquidator or company auditor is liable to compensate for any damage caused to the Mutual Company in Liquidation or a third party, and the other liquidator(s) or company auditor(s) are also liable to compensate

for such damage, the other liquidator(s) or company auditor(s) are their joint and several obligors.

2 前項の場合には、第五十三条の三十六において準用する会社法第四百三十条の規定は、適用しない。

(2) The provisions of Article 430 of the Companies Act as applied mutatis mutandis pursuant to Article 53-36 do not apply to the case set forth in the preceding paragraph.

(清算人会の権限等)

(Authority of the Board of Liquidators)

第百八十条の十四 清算相互会社の清算人会は、すべての清算人で組織する。

Article 180-14 (1) The board of liquidators of a Mutual Company in Liquidation is composed of all of its liquidators.

2 清算人会は、次に掲げる職務を行う。

(2) The board of liquidators carries out the following duties:

一 清算人会設置相互会社の業務執行の決定

(i) decisions on the execution of business of the Mutual Company with a board of liquidators;

二 清算人の職務の執行の監督

(ii) supervision of the execution of duties by the liquidators; and

三 代表清算人の選定及び解職

(iii) appointment and removal of the Representative Liquidator.

3 清算人会は、清算人の中から代表清算人を選定しなければならない。ただし、他に代表清算人があるときは、この限りでない。

(3) The board of liquidators must appoint the Representative Liquidator from among the liquidators; provided, however, that this must not apply to the cases where the Representative Liquidator has been appointed otherwise.

4 清算人会は、その選定した代表清算人及び第百八十条の九第四項の規定により代表清算人となった者を解職することができる。

(4) The board of liquidators may remove the Representative Liquidator that it has appointed or the person who has become the Representative Liquidator pursuant to the provisions of Article 180-9, paragraph (4).

5 第百七十四条第七項の規定により内閣総理大臣が清算相互会社の代表清算人を定めたときは、清算人会は、代表清算人を選定し、又は解職することができない。

(5) Where the Prime Minister has appointed the Representative Liquidator of a Mutual Company in Liquidation pursuant to the provisions of Article 174, paragraph (7), the board of liquidators may not appoint or remove the Representative Liquidator.

6 清算人会は、次に掲げる事項その他の重要な業務執行の決定を清算人に委任することができない。

(6) The board of liquidators may not delegate to any liquidator an important

decision on the execution of business, including on any of the following particulars:

一 重要な財産の処分及び譲受け

(i) the appropriation of and acceptance of assignment of important assets;

二 多額の借財

(ii) contracting of a large amount of debt;

三 支配人その他の重要な使用人の選任及び解任

(iii) appointment or removal of a manager or any other important employee;

四 従たる事務所その他の重要な組織の設置、変更及び廃止

(iv) establishment, change or closure of a secondary office or any other important structure;

五 第六十一条第一号に掲げる事項その他の社債（同条に規定する社債をいう。）を引き受ける者の募集に関する重要な事項として内閣府令で定める事項

(v) the particulars specified by Cabinet Office Order as important particulars of the solicitation of subscribers for bonds (meaning the bonds set forth in Article 61), such as the particulars listed in Article 61, item (i); or

六 清算人の職務の執行が法令及び定款に適合することを確保するための体制その他清算相互会社の業務の適正を確保するために必要なものとして内閣府令で定める体制の整備

(vi) revision of a system to ensure that the liquidators carry out their duties in compliance with applicable laws and regulations and the articles of incorporation, and any other system required by Cabinet Office Order for ensuring that the business of a Mutual Company in Liquidation is executed in an appropriate manner.

7 次に掲げる清算人は、清算人会設置相互会社の業務を執行する。

(7) The business of a Mutual Company with a board of liquidators is executed by:

一 清算相互会社の代表清算人

(i) the Representative Liquidator in a Mutual Company in Liquidation; or

二 代表清算人以外の清算人であって、清算人会の決議によって清算人会設置相互会社の業務を執行する清算人として選定されたもの

(ii) a liquidator other than the Representative Liquidator appointed by a resolution of the board of liquidators to execute the business of the Mutual Company with a board of directors.

8 前項各号に掲げる清算人は、三月に一回以上、自己の職務の執行の状況を清算人会に報告しなければならない。

(8) A liquidator listed in the items of the preceding paragraph must report, at least once in every three months, the status of execution of their duties to the board of liquidators.

9 会社法第三百六十四条（取締役会設置会社と取締役との間の訴えにおける会社の代表）及び第三百六十五条（競業及び取締役会設置会社との取引等の制限）の規定は、清算人会設置相互会社について準用する。この場合において、同法第三百六十四条中

「第三百五十三条」とあるのは「保険業法第百八十条の八第四項において準用する第三百五十三条」と、同法第三百六十五条第一項中「第三百五十六条」とあるのは「保険業法第百八十条の八第四項において準用する第三百五十六条」と、同条第二項中「第三百五十六条第一項各号」とあるのは「保険業法第百八十条の八第四項において準用する第三百五十六条第一項各号」と読み替えるものとするほか、必要な技術的読替は、政令で定める。

- (9) The provisions of Article 364 (Representation of Company in Actions between Companies with Board of Directors and Directors) and Article 365 (Restrictions on Competition and Transactions with Companies with Board of Directors) of the Companies Act apply mutatis mutandis to a Mutual Company with a board of liquidators. In this case, the term "Article 353" in Article 364 of that Act is deemed to be replaced with "Article 353 as applied mutatis mutandis pursuant to Article 180-8, paragraph (4) of the Insurance Business Act"; the term "Article 356" in Article 365, paragraph (1) of that Act is deemed to be replaced with "Article 356 as applied mutatis mutandis pursuant to Article 180-8, paragraph (4) of the Insurance Business Act"; and the term "the items of Article 356, paragraph (1)" in Article 365, paragraph (2) of that Act is deemed to be replaced with "the items of Article 356, paragraph (1) as applied mutatis mutandis pursuant to Article 180-8, paragraph (4) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(清算人会の運営)

(Operations of the Board of Liquidators)

第百八十条の十五 会社法第二編第四章第五節第二款（第三百六十七条、第三百七十一条第三項及び第五項、第三百七十二條第三項並びに第三百七十三條を除く。）（運営）の規定は清算人会設置相互会社の清算会の運営について、同法第八百六十八条第一項（非訟事件の管轄）、第八百六十九条（疎明）、第八百七十条第二項（第一号に係る部分に限る。）（陳述の聴取）、第八百七十条の二（申立書の写しの送付等）、第八百七十一条本文（理由の付記）、第八百七十二條（第五号に係る部分に限る。）（即時抗告）、第八百七十二條の二（抗告状の写しの送付等）、第八百七十三條本文（原裁判の執行停止）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六條（最高裁判所規則）の規定はこの条において準用する同法第三百七十一条第二項又は第四項の規定による許可の申立てについて、それぞれ準用する。この場合において、同条第二項（議事録等）中「株主」とあるのは「社員（総代会を設けているときは、総代）」と、「株式会社の営業時間内は、いつでも」とあるのは「裁判所の許可を得て」と、同条第六項中「親会社若しくは子会社」とあるのは「保険業法第三十三条の二第一項に規定する実質子会社」と、同法第三百七十二條第二項（取締役会への報告の省略）中「第三百六十三條第二項」とあるのは「保険業法第百八十条の十四第八項」と読み替えるものとするほか、必要な技術的読替は、政令で定める。

Article 180-15 The provisions of Part II, Chapter IV, Section 5, Subsection 2

(excluding Article 367, Article 371, paragraphs (3) and (5), Article 372, paragraph (3), and Article 373) (Operations) of the Companies Act apply mutatis mutandis to the operations of the board of liquidators of a Mutual Company with a board of liquidators; and the provisions of Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 869 (Prima Facie Showing), Article 870, paragraph (2) (limited to the segment pertaining to item (i)) (Hearing of Statements), Article 870-2 (Forwarding Copy of Petition and other procedures), the main clause of Article 871 (Appending of the Reason), Article 872 (limited to the segment pertaining to item (v)) (Immediate Appeal), Article 872-2 (Forwarding Copy of Petition for Immediate Appeal and other procedures), the main clause of Article 873 (Stay of Execution of the Judicial Decision of the Prior Instance), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of that Act apply mutatis mutandis to an application for permission under Article 371, paragraph (2) or (4) of that Act as applied mutatis mutandis pursuant to this Article. In this case, the terms "shareholder" and "at any time during the business hours of a Stock Company" in Article 371, paragraph (2) (Minutes) of that Act are deemed to be replaced with "member (or representative member, where the company has a Member Representatives Meeting)" and "with the permission of the court", respectively; the term "Parent Company or Subsidiary Company" in Article 371, paragraph (6) of that Act is deemed to be replaced with "de facto subsidiary companies as set forth in Article 33-2, paragraph (1) of the Insurance Business Act"; and the term "Article 363, paragraph (2)" in Article 372, paragraph (2) (Omission of report to board of directors) of that Act is deemed to be replaced with "Article 180-14, paragraph (8) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(取締役等に関する規定の適用)

(Application of Provisions on Directors)

第一百八十条の十六 清算相互会社については、第二章第二節第三款、同節第四款第一目及び第二目、第五十三条の五第二項、第五十三条の十一において準用する会社法第三百四十三条第一項及び第二項、第五十三条の十一において準用する同法第三百四十五条第四項において準用する同条第三項、第五十三条の十五において準用する同法第三百五十九条、同款第六目並びに第六十二条の二の規定中取締役、代表取締役、取締役会又は相互会社に関する規定は、それぞれ清算人、代表清算人、清算人会又は清算人会設置相互会社に関する規定として清算人、代表清算人、清算人会又は清算人会設置相互会社に適用があるものとする。

Article 180-16 For the purpose of applying to a Mutual Company in Liquidation the provisions of Chapter II, Section 2, Subsection 3; Chapter II, Section 2, Subsection 4, Divisions 1 and 2; Article 53-5, paragraph (2); Article 343,

paragraphs (1) and (2) of the Companies Act as applied mutatis mutandis pursuant to Article 53-11; Article 345, paragraph (3) of that Act as applied mutatis mutandis pursuant to Article 345, paragraph (4) of that Act as applied mutatis mutandis pursuant to Article 53-11; Article 359 of that Act as applied mutatis mutandis pursuant to Article 53-15; Chapter II, Section 2, Subsection 4, Division 6; and Article 62-2, the provisions pertaining to a director, representative director, board of directors or Mutual Company are deemed applicable to a liquidator, Representative Liquidator, board of liquidators or Mutual Company with board of liquidators, respectively.

(財産目録等)

(Inventory of Property)

第百八十条の十七 会社法第二編第九章第一節第三款（第四百九十六条第三項並びに第四百九十七条第一項第三号を除く。）（財産目録等）の規定は、清算相互会社について準用する。この場合において、同法第四百九十二条第一項（財産目録等の作成等）中「第四百八十九条第七項各号」とあるのは「保険業法第百八十条の十四第七項各号」と、「第四百七十五条各号」とあるのは「同法第百八十条各号」と、同法第四百九十四条第一項（貸借対照表等の作成及び保存）中「第四百七十五条各号」とあるのは「保険業法第百八十条各号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 180-17 The provisions of Part II, Chapter IX, Section 1, Subsection 3 (excluding Article 496, paragraph (3) and Article 497, paragraph (1), item (iii)) (Property Inventories) of the Companies Act apply mutatis mutandis to a Mutual Company in Liquidation. In this case, the terms "the items of Article 489, paragraph (7)" and "the items of Article 475" in Article 492, paragraph (1) (Preparation of Inventory of Property) of that Act are deemed to be replaced with "Article 180-14, paragraph (7), items (i) or (ii) of the Insurance Business Act" and "Article 180, items (i) or (ii) of that Act", respectively; and the term "the items of Article 475" in Article 494, paragraph (1) (Preparation and Retention of Balance Sheet) of that Act is deemed to be replaced with "Article 180, items (i) or (ii) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(財産処分の順序)

(Order of Appropriation of Property)

第百八十一条 清算相互会社の清算人は、相互会社の債務の弁済及び基金の払戻しをしなければならない。

Article 181 (1) The liquidator(s) of a Mutual Company in Liquidation must perform the obligations, and redeem the funds of the Mutual Company.

2 前項の場合において、基金の払戻しは、相互会社の債務の弁済をした後でなければ、してはならない。

(2) In the case referred to in the preceding paragraph, the funds must not be redeemed prior to the performance of the Mutual Company's obligations.

(債務の弁済等)

(Performance of Obligations)

第百八十一条の二 会社法第二編第九章第一節第四款（債務の弁済等）、第八百六十八条第一項（非訟事件の管轄）、第八百七十一条（理由の付記）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、清算相互会社について準用する。この場合において、同法第四百九十九条第一項（債権者に対する公告等）中「第四百七十五条各号」とあるのは「保険業法第百八十条各号」と、同法第五百条第二項中「裁判所」とあるのは「内閣総理大臣」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 181-2 The provisions of Part II, Chapter IX, Section 1, Subsection 4 (Performance of Obligations), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 871 (Appending of the Reason), Article 874 (limited to the segment pertaining to item (i)) (Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to a Mutual Company in Liquidation. In this case, the term "the items of Article 475" in Article 499, paragraph (1) (Public Notices to Creditors) of that Act is deemed to be replaced with "Article 180, items (i) or (ii) of the Insurance Business Act"; and the term "court" in Article 500, paragraph (2) of that Act is deemed to be replaced with "Prime Minister"; any other necessary technical replacement of terms is specified by Cabinet Order.

(残余財産の分配)

(Distribution of Residual Assets)

第百八十二条 清算相互会社の残余財産の処分については、定款に定めがない場合には、社員総会（総代会を設けているときは、総代会）の決議によらなければならない。

Article 182 (1) Unless otherwise provided in the articles of incorporation, any appropriation of the residual assets of a Mutual Company in Liquidation must be made by a resolution of the general meeting (or the Member Representatives Meeting, where the company has such a meeting).

2 清算相互会社の残余財産は、社員に分配し、又は保険契約者等の保護に資するような方法により処分しなければならない。

(2) The residual assets of a Mutual Company in Liquidation must be distributed to its members or disposed of in a manner that contributes to the protection of Policyholders, etc.

3 清算相互会社の残余財産を社員に分配する場合には、社員の寄与分（社員の支払っ

た保険料及び当該保険料として収受した金銭を運用することによって得られた収益のうち、保険金、返戻金その他の給付金の支払、事業費の支出その他の支出（第七十七條第三項の規定による払戻しを含む。）に充てられていないものとして内閣府令で定めるところにより計算した金額をいう。）に依じて、しなければならない。

(3) Any distribution of the residual assets of a Mutual Company in Liquidation to its members must be made in accordance with the members' amount of contribution (meaning the amount calculated pursuant to the provisions of Cabinet Office Order as that part of the profits obtained by investing the insurance premiums paid by the members and the amount of money received as such insurance premiums which have neither been allocated to any payments such as insurance proceeds or refunds, nor to any business or other expenditures (including any refund under Article 177, paragraph (3))).

4 清算相互会社の残余財産を第二項に規定する保険契約者等の保護に資するような方法により処分する場合には、退社員の全体について前項の内閣府令に準じて内閣府令で定めるところにより計算した金額の総額を上限とする。

(4) Any measures of the residual assets of a Mutual Company in Liquidation in a manner that contributes to the protection of Policyholders, etc. under paragraph (2) is made in an amount not exceeding the total amount calculated in accordance with Cabinet Office Order set forth in the preceding paragraph for all withdrawing members, pursuant to the provisions of Cabinet Office Order.

5 第一項の場合には、第六十二条第二項に定める決議によらなければならない。

(5) The resolution set forth in paragraph (1) must be a resolution under Article 62, paragraph (2).

6 第一項の決議は、内閣総理大臣の認可を受けなければ、その効力を生じない。

(6) Any resolution under paragraph (1) must be null and void without the authorization of the Prime Minister.

(清算事務の終了等)

(Completion of Liquidation Process)

第八十三条 会社法第五百七条（清算事務の終了等）、第五百八条（帳簿資料の保存）、第八百六十八条第一項（非訟事件の管轄）、第八百七十一条（理由の付記）、第八百七十四条（第一号に係る部分に限る。）（不服申立ての制限）、第八百七十五条（非訟事件手続法の規定の適用除外）及び第八百七十六条（最高裁判所規則）の規定は、清算相互会社について準用する。この場合において、同法第五百八条第一項中「第四百八十九条第七項各号」とあるのは「保険業法第一百八十条の十四第七項各号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 183 (1) The provisions of Article 507 (Conclusion of Liquidation), Article 508 (Retention of Accounting Materials), Article 868, paragraph (1) (Jurisdiction over Non-Contentious Cases), Article 871 (Appending of the Reason), Article 874 (limited to the segment pertaining to item (i))

(Restrictions on Appeal), Article 875 (Exclusion from Application of the Provisions of the Non-Contentious Cases Procedures Act) and Article 876 (Supreme Court Rules) of the Companies Act apply mutatis mutandis to a Mutual Company in Liquidation. In this case, the term "the items of Article 489, paragraph (7)" in Article 508, paragraph (1) of that Act is deemed to be replaced with "Article 180-14, paragraph (7), items (i) or (ii) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

2 会社法第九百二十八条（第二項を除く。）（清算人の登記）、第九百二十九条（第一号に係る部分に限る。）（清算終了の登記）及び第九百三十二条本文（支店における変更の登記等）並びに商業登記法第七十三条から第七十五条まで（清算人の登記、清算人に関する変更の登記、清算終了の登記）の規定は、相互会社の清算に関する登記について準用する。この場合において、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 928 (excluding paragraph (2)) (Registration of a Liquidator), Article 929 (limited to the segment pertaining to item (i)) (Registration of Completion of Liquidation) and the main clause of Article 932 (Registration of a Change, etc. with Regard to a Branch Office) of the Companies Act, and Articles 73 to 75 (Registration of Liquidators, Registration of Change Related to Liquidator, Registration of Completion of Liquidation) of the Commercial Registration Act apply mutatis mutandis to a registration regarding the liquidation of a Mutual Company. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

（相互会社の特別清算に関する会社法の準用）

(Mutatis Mutandis Application of the Companies Act to the Special Liquidation of a Mutual Company)

第八百八十四条 会社法第二編第九章第二節（第五百二十二条第三項及び第五百四十一条を除く。）（特別清算）、第七編第二章第四節（特別清算に関する訴え）、同編第三章第一節（第八百六十八条第二項から第六項まで及び第八百七十条から第八百七十四条までを除く。）（総則）及び第三節（第八百七十九条、第八百八十条並びに第八百九十八条第一項第二号及び第五項を除く。）（特別清算の手続に関する特則）並びに第九百三十八条第一項から第五項まで（特別清算に関する裁判による登記の嘱託）の規定は、清算相互会社について準用する。この場合において、同法第五百二十二条第一項（調査命令）中「総株主（株主総会において決議をすることができる事項の全部につき議決権を行使することができない株主を除く。）の議決権の百分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上の議決権を六箇月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続き有する株主若しくは発行済株式（自己株式を除く。）の百分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上の数の株式を六箇月（これを下回る期間を定款で定めた場合にあつては、その期間）前から引き続き有する株主」とあるのは「社員総数の千分の三（これを下回る割合を定款で定めた場合にあつては、その割合）以上

に相当する数の社員若しくは三千名（これを下回る数を定款で定めた場合にあっては、その数）以上の社員（特定相互会社にあつては、保険業法第三十八条第一項に規定する政令で定める数以上の社員）で六箇月（これを下回る期間を定款で定めた場合にあっては、その期間）前から引き続いて社員である者」と、同法第五百三十二条第二項（監督委員の報酬等）中「債権又は清算株式会社の株式」とあるのは「債権」と、同法第五百三十六条第三項（事業の譲渡の制限等）中「第七章（第四百六十七条第一項第五号を除く。）」とあるのは「保険業法第六十二条の二（第一項第四号を除く。）」と、同法第五百六十二条（清算人の調査結果等の債権者集会に対する報告）中「第四百九十二条第一項」とあるのは「保険業法第八十条の十七において準用する第四百九十二条第一項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 184 The provisions of Part II, Chapter IX, Section 2 (excluding Article 522, paragraph (3) and Article 541) (Special Liquidations), Part VII, Chapter II, Section 4 (Action Concerning Special Liquidation), Part VII, Chapter III, Section 1 (excluding Article 868, paragraphs (2) to (6) and Articles 870 to 874) (General Provisions) and Section 3 (excluding Article 879, Article 880, and Article 898, paragraphs (1), (2) and (5)) (Special Provisions on Procedures of Special Liquidation), and Article 938, paragraphs (1) to (5) (Commissioning of Registration by a Juridical Decision Concerning Special Liquidation) of the Companies Act apply mutatis mutandis to a Mutual Company in Liquidation. In this case, the term "shareholders who have held, for the consecutive period of the past six months or more (or, if a shorter period is provided for in the articles of incorporation, such period), not less than 3 percent of the voting rights held by all of the shareholders (excluding the shareholders that cannot exercise voting rights on all matters on which resolutions can be passed at the shareholders' meeting; or, if any proportion less than that is provided for in the articles of incorporation, such proportion) or shareholders who have held, for the consecutive period of the past six months or more (or, if a shorter period is provided for in the articles of incorporation, such period), not less than 3 percent of the issued shares (excluding treasury shares; or, if a lower proportion is provided for in the articles of incorporation, such proportion)" in Article 522, paragraph (1) (Order to investigate) of that Act is deemed to be replaced with "members representing at least three thousandths (or any smaller proportion prescribed by the articles of incorporation) of the total membership, or three thousand (or any smaller number prescribed by the articles of incorporation) or more members of the Mutual Company (or, in a Specified Mutual Company, members equal to or exceeding the number specified by Cabinet Order set forth in Article 38, paragraph (1) of the Insurance Business Act), who have been members of the Mutual Company without interruption for the preceding six months (or any shorter period prescribed by the articles of incorporation)"; the term "assigned claims owed by

the Liquidating Stock Company or shares in" in Article 532, paragraph (2) (Remunerations of Supervisors) of that Act is deemed to be replaced with "acquire any claim against"; the term "Chapter VII (excluding Article 467, paragraph (1), item (v))" in Article 536, paragraph (3) (Restrictions on Transfer of Business) of that Act is deemed to be replaced with "Article 62-2 of the Insurance Business Act (excluding paragraph (1), item (iv))"; and the term "Article 492, paragraph (1)" in Article 562 (Report to Creditors' Meeting of Outcome of Investigations by Liquidators) of that Act is deemed to be replaced with "Article 492, paragraph (1) as applied mutatis mutandis pursuant to Article 180-17 of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第九章 外国保険業者

Chapter IX Foreign Insurer

第一節 通則

Section 1 General Provisions

(免許)

(License)

第百八十五条 外国保険業者は、第三条第一項の規定にかかわらず、日本に支店等（外国保険業者の日本における支店、従たる事務所その他の事務所又は外国保険業者の委託を受けて当該外国保険業者の日本における保険業に係る保険の引受けの代理をする者の事務所をいう。以下この節から第五節までにおいて同じ。）を設けて内閣総理大臣の免許を受けた場合に限り、当該免許に係る保険業を当該支店等において行うことができる。

Article 185 (1) A Foreign Insurer may, only if it established a branch office, etc. in Japan (meaning an office in Japan, such as a branch office or secondary office, of the Foreign Insurer, or the office of a person delegated by the Foreign Insurer to act as an agent for the underwriting of insurance for the Foreign Insurer's Insurance Business in Japan; the same applies hereinafter in this Section to Section 5) and obtained a license of the Prime Minister, transact Insurance Business under that license at the relevant branch office, etc., notwithstanding the provisions of Article 3, paragraph (1).

2 前項の免許は、外国生命保険業免許及び外国損害保険業免許の二種類とする。

(2) The license set forth in the preceding paragraph refers to two types of licenses: a foreign life insurance business license and a foreign non-life insurance business license.

3 外国生命保険業免許と外国損害保険業免許とは、同一の者が受けることはできない。

(3) The same person cannot obtain both a foreign life insurance business license and a foreign non-life insurance business license.

4 外国生命保険業免許は、第三条第四項第一号に掲げる保険の引受けを行い、又はこ

れに併せて同項第二号若しくは第三号に掲げる保険の引受けを行う事業に係る免許とする。

(4) The foreign life insurance business license is a license pertaining to the business of underwriting the classes of insurance listed in Article 3, paragraph (4), item (i) or, in addition, underwriting the classes of insurance listed in the same paragraph, items (ii) or (iii).

5 外国損害保険業免許は、第三条第五項第一号に掲げる保険の引受けを行い、又はこれに併せて同項第二号若しくは第三号に掲げる保険の引受けを行う事業に係る免許とする。

(5) The foreign non-life insurance business license is a license pertaining to the business of underwriting the classes of insurance listed in Article 3, paragraph (5), item (i) or, in addition, underwriting the classes of insurance listed in the same paragraph, item (ii) or (iii).

6 外国保険会社等は、日本に住所若しくは居所を有する人若しくは日本に所在する財産又は日本国籍を有する船舶若しくは航空機に係る保険契約については、内閣府令で定める場合を除くほか、日本国内において締結しなければならない。

(6) A Foreign Insurance Company, etc., except as otherwise specified by Cabinet Office Order, must conclude, in Japan, an insurance contract pertaining to any persons with an address or residence in Japan or property located in Japan, or vessels or aircraft with Japanese nationality.

(日本に支店等を設けない外国保険業者等)

(Foreign Insurers without Branch Offices in Japan)

第百八十六条 日本に支店等を設けない外国保険業者は、日本に住所若しくは居所を有する人若しくは日本に所在する財産又は日本国籍を有する船舶若しくは航空機に係る保険契約（政令で定める保険契約を除く。次項において同じ。）を締結してはならない。ただし、同項の許可に係る保険契約については、この限りでない。

Article 186 (1) A Foreign Insurer without a branch office, etc. in Japan must not conclude an insurance contract pertaining to any persons with an address or residence in Japan or property located in Japan, or vessels or aircrafts with Japanese nationality (except for insurance contracts specified by Cabinet Order; the same applies in the following paragraph); provided, however, that this does not apply to insurance contracts pertaining to the permission set forth in the same paragraph.

2 日本に支店等を設けない外国保険業者に対して日本に住所若しくは居所を有する人若しくは日本に所在する財産又は日本国籍を有する船舶若しくは航空機に係る保険契約の申込みをしようとする者は、当該申込みを行う時まで、内閣府令で定めるところにより、内閣総理大臣の許可を受けなければならない。

(2) A person that seeks to apply to a Foreign Insurer without a branch office, etc. in Japan for an insurance contract pertaining to any persons with an address or residence in Japan or property located in Japan, or vessels or aircrafts with

Japanese nationality, must obtain the permission of the Prime Minister pursuant to the provisions of Cabinet Office Order before the application is made.

3 内閣総理大臣は、次の各号のいずれかに該当すると認められる場合には、前項の許可をしてはならない。

(3) The Prime Minister must not grant the permission set forth in the preceding paragraph in the case where the insurance contract is found to fall under any of the following items:

一 当該保険契約の内容が法令に違反し、又は不公正であること。

(i) the contents of that insurance contract are in violation of laws and regulations or are unfair;

二 当該保険契約の締結に代えて、保険会社又は外国保険会社等との間において当該契約と同等又は有利な条件で保険契約を締結することが容易であること。

(ii) in place of concluding that insurance contract, it is easy to conclude an insurance contract between insurance companies or foreign insurance companies, etc. which have equivalent or favorable conditions relative to that insurance contract;

三 当該保険契約の条件が、保険会社又は外国保険会社等との間において当該契約と同種の保険契約を締結する場合に通常付されるべき条件に比して著しく権衡を失するものであること。

(iii) the conditions of that insurance contract are significantly less balanced compared to the conditions that are to normally be attached in the case of concluding an insurance contract similar to that contract between insurance companies or foreign insurance companies, etc.;

四 当該保険契約を締結することにより、被保険者その他の関係者の利益が不当に侵害されるおそれがあること。

(iv) there is a risk of unjustifiable infringement to the interests of the insured and other relevant persons due to the conclusion of that insurance contract;

五 当該保険契約を締結することにより、日本における保険業の健全な発展に悪影響を及ぼし、又は公益を害するおそれがあること。

(v) there is a risk of adverse effect to the sound development of the Insurance Business in Japan or harm to the public interest due to the conclusion of that insurance contract.

(免許申請手続等)

(Application Procedures for a License)

第百八十七条 第百八十五条第一項の免許を受けようとする外国保険業者は、次に掲げる事項を記載した免許申請書を内閣総理大臣に提出しなければならない。

Article 187 (1) A Foreign Insurer that seeks to obtain the license set forth in Article 185, paragraph (1) must submit a written application for a license to

the Prime Minister, detailing the following particulars:

一 当該外国保険業者の本国（当該外国保険業者が保険業の開始又は当該外国保険業者に係る法人の設立に当たって準拠した法令を制定した国をいう。以下この節から第四節までにおいて同じ。）の国名並びに当該外国保険業者の氏名又は商号若しくは名称、住所又は本店若しくは主たる事務所の所在地及び保険業の開始又は設立の年月日

(i) the name of the home country of that Foreign Insurer (meaning the country where that Foreign Insurer started Insurance Business or the country that enacted laws and regulations in relation to the establishment of a corporation pertaining to that Foreign Insurer; hereinafter the same applies in this Section to Section 4) and the name or trade name or denomination of that Foreign Insurer, address or location of the head office or principal office, and date of commencement or establishment of Insurance Business;

二 日本における代表者の氏名及び住所

(ii) name and address of the representative person in Japan;

三 受けようとする免許の種類

(iii) types of license desired; and

四 日本における主たる店舗（支店等のうち、外国保険業者がその日本における保険業の本拠として定めたものをいう。以下この節から第四節までにおいて同じ。）

(iv) principal branch in Japan (meaning the branch office, etc. which the Foreign Insurer has prescribed as the headquarters of Insurance Business in Japan; hereinafter the same applies in this Section to Section 4).

2 前項の免許申請書には、次に掲げる事項を証する本国の権限のある機関の証明書を添付しなければならない。

(2) A certificate proving the following particulars which was issued by the competent organization in the home country must be attached to the written application for a license set forth in the preceding paragraph:

一 当該外国保険業者の保険業の開始又は当該外国保険業者に係る法人の設立が適法に行われたこと。

(i) that the commencement of Insurance Business of that Foreign Insurer or the establishment of a corporation pertaining to that Foreign Insurer was done lawfully; and

二 当該免許を受けて行おうとする日本における保険業と同種類の保険業を本国において適法に行っていること。

(ii) that the Foreign Insurer is lawfully conducting Insurance Business in its home country that is similar to the Insurance Business it seeks to conduct in Japan after obtaining that license.

3 前項に定めるもののほか、第一項の免許申請書には、次に掲げる書類その他内閣府令で定める書類を添付しなければならない。

(3) In addition to what is prescribed in the preceding paragraph, the following documents and other documents specified by Cabinet Office Order must be

attached to the written application for a license set forth in paragraph (1):

一 定款又はこれに準ずる書類

(i) articles of incorporation or equivalent documents;

二 日本における事業の方法書

(ii) statement of business procedures in Japan;

三 日本において締結する保険契約の普通保険約款

(iii) general policy conditions of the insurance contract concluded in Japan; and

四 日本において締結する保険契約に係る保険料及び責任準備金の算出方法書

(iv) statement of calculation procedures for insurance premiums and policy reserves pertaining to the insurance contract concluded in Japan.

4 前項第二号から第四号までに掲げる書類には、内閣府令で定める事項を記載しなければならない。

(4) The documents listed in items (ii) to (iv) of the preceding paragraph must detail the particulars specified by Cabinet Office Order.

5 第五条の規定は、第百八十五条第一項の免許の申請があった場合について準用する。この場合において、第五条第一項第一号及び第二号中「保険会社の業務」とあるのは「外国保険会社等の日本における業務」と、同項第三号中「前条第二項第二号及び第三号」とあるのは「第百八十七条第三項第二号及び第三号」と、同項第四号中「前条第二項第四号」とあるのは「第百八十七条第三項第四号」と読み替えるものとする。

(5) The provisions of Article 5 apply mutatis mutandis to cases where an application has been filed for the license set forth in Article 185, paragraph (1). In this case, the term "business of an Insurance Company" in Article 5, paragraph (1), items (i) and (ii) is deemed to be replaced with "business in Japan of a Foreign Insurance Company, etc.", the term "the preceding Article, paragraph (2), items (ii) and (iii)" in the same paragraph, item (iii) is deemed to be replaced with "Article 187, paragraph (3), items (ii) and (iii)", and the term "the preceding Article, paragraph (2), item (iv)" in the same paragraph, item (iv) is deemed to be replaced with "Article 187, paragraph (3), item (iv)".

(免許の条件)

(Conditions for a License)

第百八十八条 内閣総理大臣は、外国生命保険業免許の申請をした外国保険業者の行おうとする日本における保険業が、保険金額が外国通貨で表示された保険契約で政令で定める者を相手方とするものの引受けのみに係るものである場合には、当該保険契約に係る業務のみを行うことができる旨の条件を付して第百八十五条第一項の免許をすることができる。

Article 188 (1) The Prime Minister may, in the case where the Insurance Business that a Foreign Insurer which applied for a foreign life insurance business license seeks to conduct in Japan only involves the underwriting of insurance contracts in which the insurance proceeds are indicated in a foreign currency and for which the counter parties are the persons specified by Cabinet

Order, grant a license set forth in Article 185, paragraph (1) with conditions attached to the effect that the Foreign Insurer may only conduct business that is related to that insurance contract.

2 前項の条件が付された第百八十五条第一項の免許を受けた外国生命保険会社等に対しては、第百九十六条その他の政令で定める規定は適用しないものとするほか、この法律の適用に関し必要な特例を政令で定めることができる。

(2) The provisions specified by Cabinet Order, such as those of Article 196, do not apply to Foreign Life Insurance Companies, etc., which obtained the license set forth in Article 185, paragraph (1) attached with conditions set forth in the preceding paragraph; any necessary special measures concerning the application of this Act may be specified by Cabinet Order.

3 第一項に規定する場合における外国保険業者の第百八十五条第一項の免許の申請手続の特例その他第一項の規定の適用に関し必要な事項は、政令で定める。

(3) Special measures regarding the application procedures for a license set forth in Article 185, paragraph (1) of a Foreign Insurer in the case prescribed in paragraph (1) and other necessary particulars involving the application of the provisions of paragraph (1) are specified by Cabinet Order.

(内閣総理大臣の告示)

(Public Notice of Prime Minister)

第百八十九条 内閣総理大臣は、第百八十五条第一項の免許をしたときは、その旨及び第百八十七条第一項各号に掲げる事項を、遅滞なく、官報で告示するものとする。同項第一号、第二号又は第四号に掲げる事項の変更について第二百九条の規定による届出があったときも、同様とする。

Article 189 Whenever the Prime Minister, grants the license set forth in Article 185, paragraph (1), the Prime Minister is to give public notice thereof and the particulars listed in the items of Article 187, paragraph (1) in the Official Gazette without delay. The same applies if a notification is made under the provisions of Article 209 on the change of particulars listed in the same paragraph, items (i), (ii) or (iv).

(供託)

(Deposit)

第百九十条 外国保険会社等は、日本における保険契約者等の保護のため必要かつ適当なものとして政令で定める額の金銭を、日本における主たる店舗の最寄りの供託所に供託しなければならない。

Article 190 (1) A Foreign Insurance Company, etc. must deposit money to the deposit office closest to the principal branch in Japan in the amount specified by Cabinet Order deemed to be necessary and appropriate to protect Policyholders, etc. in Japan.

2 内閣総理大臣は、日本における保険契約者等の保護のため必要があると認めるとき

は、外国保険会社等に対し、その日本における保険業を開始する前に、前項の政令で定める額のほか、相当と認める額の金銭の供託を命ずることができる。

(2) If the Prime Minister finds it necessary to protect Policyholders, etc. in Japan, the Prime Minister may order a Foreign Insurance Company, etc. to deposit money in the amount found to be reasonable, in addition to the amount specified by Cabinet Order of the preceding paragraph, prior to commencing Insurance Business in Japan.

3 外国保険会社等は、政令で定めるところにより、当該外国保険会社等のために所要の供託金が内閣総理大臣の命令に応じて供託される旨の契約を締結し、その旨を内閣総理大臣に届け出たときは、当該契約の効力の存する間、当該契約において供託されることとなっている金額（以下この条において「契約金額」という。）につき前二項の供託金の全部又は一部の供託をしないことができる。

(3) If a Foreign Insurance Company, etc., pursuant to the provisions of Cabinet Order, concludes a contract pursuant to the provisions of Cabinet Order under which the required deposit will be deposited for that Foreign Insurance Company, etc. at the order of the Prime Minister, and notifies the Prime Minister of this, the relevant Foreign Insurance Company, etc. may choose not to deposit all or part of the amount set forth in the preceding two paragraphs in the amount that it has been decided will be deposited under that contract while the contract is in effect (hereinafter referred to in this Article as "Contract Amount").

4 内閣総理大臣は、日本における保険契約者等の保護のため必要があると認めるときは、外国保険会社等と前項の契約を締結した者又は当該外国保険会社等に対し、契約金額に相当する金額の全部又は一部を供託すべき旨を命ずることができる。

(4) If the Prime Minister finds it necessary to protect Policyholders, etc. in Japan, the Prime Minister may order any persons who have concluded the contract set forth in the preceding paragraph with a Foreign Insurance Company, etc. or that Foreign Insurance Company, etc. to deposit all or part of the amount corresponding to the Contract Amount.

5 外国保険会社等は、第一項の供託金（第二項の規定により同項の金銭の供託を命ぜられた場合には、その供託金を含む。）につき供託（第三項の契約の締結を含む。第八項において同じ。）を行い、その旨を内閣総理大臣に届け出た後でなければ、その免許に係る保険業を開始してはならない。

(5) A Foreign Insurance Company, etc. must not commence Insurance Business pertaining to its license unless it has deposited (including the conclusion of the contract set forth in paragraph (3); the same applies in paragraph (8)) the deposit set forth in paragraph (1) (including the following deposit in the case where a company is ordered to deposit the money set forth in paragraph (2) pursuant to the provisions of the same paragraph) and notified the Prime Minister of this.

6 日本における保険契約に係る保険契約者、被保険者又は保険金額を受け取るべき者

は、保険契約により生じた債権に関し、当該外国保険会社等に係る供託金について、他の債権者に先立ち弁済を受ける権利を有する。

(6) Policyholders under insurance contracts in Japan, the insured, or any persons who are to receive insurance proceeds have the right to receive payment ahead of other obligees with regard to the deposit pertaining to that Foreign Insurance Company, etc. concerning claims resulting from an insurance contract.

7 前項の権利の実行に関し必要な事項は、政令で定める。

(7) The necessary particulars related to the execution of the rights set forth in the preceding paragraph are specified by Cabinet Order.

8 外国保険会社等は、第六項の権利の実行その他の理由により、供託金の額（契約金額を含む。）が第一項の政令で定める額に不足することとなったときは、内閣府令で定める日から二週間以内にその不足額につき供託を行い、その旨を遅滞なく内閣総理大臣に届け出なければならない。

(8) If a deposit amount (including Contract Amount) has come short of the amount specified by Cabinet Order which is referred to in paragraph (1) for any reason such as the execution of the rights set forth in paragraph (6), the Foreign Insurance Company, etc. must deposit the deficit within two weeks from the date specified by Cabinet Office Order and notify the Prime Minister of this without delay.

9 外国保険会社等は、国債証券、地方債証券その他の内閣府令で定める有価証券（社債、株式等の振替に関する法律第二百七十八条第一項（振替債の供託）に規定する振替債を含む。第二百二十三条第十項、第二百七十二條の五第九項及び第二百九十一条第九項において同じ。）をもって、第一項、第二項又は前項の供託金に代えることができる。

(9) A Foreign Insurance Company, etc. may replace the deposit set forth in paragraph (1), paragraph (2), or the preceding paragraph with national government bond certificates, local government bond certificates, or other securities specified by Cabinet Office Order (including transfer bonds specified by Article 278, paragraph (1) (Deposit of Transfer Bonds) of the Act on Transfer of Corporate Bonds, Shares, etc.; the same applies in Article 223, paragraph (10), Article 272-5, paragraph (9) and Article 291, paragraph (9)).

10 第一項、第二項、第四項又は第八項の規定により供託した供託金は、次の各号のいずれかに該当する場合には、政令で定めるところにより、取り戻すことができる。

(10) A deposit which was deposited pursuant to the provisions of paragraph (1), (2), (4), or (8) may be reclaimed pursuant to the provisions of Cabinet Order in a case under any of the following items:

一 当該外国保険会社等に係る第八十五条第一項の免許が第二百五条又は第二百六条の規定により取り消されたとき。

(i) if the license set forth in Article 185, paragraph (1) pertaining to that Foreign Insurance Company, etc. is revoked pursuant to the provisions of

Articles 205 or 206; and

二 当該外国保険会社等に係る第八十五条第一項の免許が第二百七十三条の規定によりその効力を失ったとき。

(ii) if the license set forth in Article 185, paragraph (1) pertaining to that Foreign Insurance Company, etc. loses its validity pursuant to the provisions of Article 273.

1 1 前各項に定めるもののほか、供託金に関し必要な事項は、内閣府令・法務省令で定める。

(11) Beyond what is specified in the preceding paragraphs, the necessary particulars of deposits are specified by Cabinet Office Order and Order of the Ministry of Justice.

(外国保険会社等の商号又は名称)

(Trade Name or Denomination of a Foreign Insurance Company)

第九十一条 第七条第二項の規定は、外国保険会社等には適用しない。

Article 191 The provisions of Article 7, paragraph (2) do not apply to a Foreign Insurance Company, etc.

(日本における代表者)

(Representative Person in Japan)

第九十二条 外国保険会社等（会社法第二条第二号（定義）に規定する外国会社を除く。以下この項から第三項までにおいて同じ。）の日本における代表者は、当該外国保険会社等の日本における業務に関する一切の裁判上又は裁判外の行為をする権限を有する。

Article 192 (1) Representative persons in Japan of a Foreign Insurance Company, etc. (except for foreign companies prescribed in Article 2, item (ii) (Definitions) of the Companies Act; hereinafter the same applies in this paragraph to paragraph (3)) is to have the authority take any action in or out of court in connection with the business in Japan of that Foreign Insurance Company, etc.

2 前項の権限に加えた制限は、善意の第三者に対抗することができない。

(2) Restrictions on the right set forth in the preceding paragraph may not be asserted against a third party without knowledge of such restrictions.

3 外国保険会社等は、その日本における代表者がその職務を行うについて第三者に加えた損害を賠償する責任を負う。

(3) A Foreign Insurance Company, etc. is liable to compensate for any damage caused to a third party in connection with representative persons in Japan carrying out their duties.

4 外国保険会社等の日本における代表者は、その退任の後においても、これに代わるべき代表者の氏名及び住所その他の場所について商法第二十二条（支配人の登記）若しくは会社法第九百三十三条第二項（外国会社の登記）（第二百五条において準用する場合を含む。）の登記又は第八十九条後段の規定による告示があるまでは、な

お日本における代表者としての権利義務を有する。

- (4) Representative persons in Japan of a Foreign Insurance Company, etc., even after retiring from their posts, are to have rights and duties as representative persons in Japan until the registration of Article 22 (Registration of Manager) of the Commercial Code or Article 933, paragraph (2) (Registration of Foreign Company) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 215) regarding the name and address and other locations of representative persons who are to act in their place or public notice under the provisions of the second sentence of Article 189 is made.
- 5 外国保険会社等の日本における代表者は、内閣総理大臣の認可を受けた場合を除き、他の会社の常務に従事してはならない。
- (5) Representative persons in Japan of a Foreign Insurance Company, etc. must not engage in the day-to-day business of other company, except if authorized by the Prime Minister.
- 6 内閣総理大臣は、前項の認可の申請があったときは、当該申請に係る事項が当該外国保険会社等の日本における業務の健全かつ適切な運営を妨げるおそれがないと認める場合でなければ、これを認可してはならない。
- (6) Whenever an application has been filed for the authorization referred to in the preceding paragraph, the Prime Minister may only grant the authorization if they find that the particulars given in the application are unlikely to interfere with the sound and appropriate business operation of the Foreign Insurance Company, etc. in Japan.

(外国相互会社)

(Foreign Mutual Company)

第九十三条 外国相互会社は、日本において取引を継続してしようとするときは、日本における代表者を定めなければならない。この場合において、その日本における代表者のうち一人以上は、日本に住所を有する者でなければならない。

Article 193 (1) A Foreign Mutual Company must prescribe representative persons in Japan if it seeks to continue conducting in Japan. In this case, at least one of the representative persons in Japan must be a person with an address in Japan.

2 会社法第八百十八条（登記前の継続取引の禁止等）及び第八百十九条（貸借対照表に相当するものの公告）の規定は、外国相互会社について準用する。この場合において、同条第一項中「外国会社の登記をした外国会社（日本における同種の会社又は最も類似する会社が株式会社であるものに限る。）」とあるのは「外国相互会社の登記をした外国相互会社」と、「第四百三十八条第二項」とあるのは「保険業法第五十四条の六第二項」と、同条第二項中「第九百三十九条第一項第一号又は第二号」とあるのは「保険業法第二百七条第一項第一号」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(2) The provisions of Article 818 (Prohibition, etc. of Continuous Transactions

Prior to Registration) and Article 819 (Public Notice of What Is Equivalent to a Balance Sheet) of the Companies Act apply mutatis mutandis to a Foreign Mutual Company. In this case, the term "foreign company registered as a foreign company (limited to those where similar companies or their closest equivalents in Japan are stock companies)" in the same Article, paragraph (1) is deemed to be replaced with "Foreign Mutual Company registered as a Foreign Mutual Company", the term "Article 438, paragraph (2)" in the same Article, paragraph (1) is deemed to be replaced with "Article 54-6, paragraph (2) of the Insurance Business Act", and the term "Article 939, paragraph (1), items (i) or (ii)" in the same Article, paragraph (2) is deemed to be replaced with "Article 217, paragraph (1), item (i) of the Insurance Business Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

第二節 業務、経理等

Section 2 Business and Accounting

(顧客の利益の保護のための体制整備)

(Establishment of System for Protection of Customers' Interests)

第百九十三条の二 外国保険会社等は、当該外国保険会社等又はその親金融機関等若しくは子金融機関等が行う取引に伴い、当該外国保険会社等又はその子金融機関等が行う業務（保険業その他の内閣府令で定める業務に限る。）に係る顧客の利益が不当に害されることのないよう、内閣府令で定めるところにより、当該業務に関する情報を適正に管理し、かつ、当該業務の実施状況を適切に監視するための体制の整備その他必要な措置を講じなければならない。

Article 193-2 (1) Whenever a Foreign Insurance Company, etc., or its Parent Financial Institution, etc. or Subsidiary Financial Institution, etc. conducts any transaction, such Foreign Insurance Company, etc., pursuant to the provisions of Cabinet Office Order, must properly manage the information on business conducted by itself or its Subsidiary Financial Institution, etc. (limited to Insurance Business and any other business specified by Cabinet Office Order) and establish a system for properly supervising the status of implementation of the relevant business or taking any other measures necessary so that the interests of the customer of the relevant business will not be unjustly impaired.

2 前項の「親金融機関等」とは、外国保険会社等の総株主等の議決権の過半数を保有している者その他の当該外国保険会社等と密接な関係を有する者として政令で定める者のうち、保険会社、銀行、金融商品取引業者その他政令で定める金融業を行う者をいう。

(2) The term "Parent Financial Institution, etc." as used in the preceding paragraph means a person who holds the majority of All Shareholders' Voting Rights in a Foreign Insurance Company, etc. and any other person that is

specified by Cabinet Order as being closely related to the relevant Foreign Insurance Company, etc. and which is an Insurance Company, Bank, Financial Instruments Transaction Business Operator, or any other person conducting financial business that is specified by Cabinet Order.

3 第一項の「子金融機関等」とは、外国保険会社等が総株主等の議決権の過半数を保有している者その他の当該外国保険会社等と密接な関係を有する者として政令で定める者のうち、保険会社、銀行、金融商品取引業者その他政令で定める金融業を行う者をいう。

(3) The term "Subsidiary Financial Institution, etc." as used in paragraph (1) means a person in which a Foreign Insurance Company, etc. holds the majority of All Shareholders' Voting Rights, and any other person that is specified by Cabinet Order as being closely related to the relevant Foreign Insurance Company, etc. and which is an Insurance Company, Bank, Financial Instruments Transaction Business Operator, or any other person conducting financial business that is specified by Cabinet Order.

(特殊関係者との間の取引等)

(Transactions with Specially Related Parties)

第百九十四条 外国保険会社等は、当該外国保険会社等と政令で定める特殊の関係のある者（以下この条において「特殊関係者」という。）又は特殊関係者に係る顧客との間で、次に掲げる取引又は行為をしてはならない。ただし、当該取引又は行為をすることにつき内閣府令で定めるやむを得ない理由がある場合において、内閣総理大臣の承認を受けたときは、この限りでない。

Article 194 A Foreign Insurance Company, etc. must not make any of the following transactions or actions with parties to which it is specially related as specified by Cabinet Order (hereinafter referred to as a "Specially Related Party" in this Article) or a customer of any Specially Related Party; provided, however, that this does not apply where the Prime Minister has approved such transaction or action for any of the compelling reasons specified by Cabinet Office Order:

一 特殊関係者との間で当該外国保険会社等の支店等において行う取引で、当該外国保険会社等の取引の通常条件と著しく異なる条件で行う資産の売買その他の取引

(i) any transaction, such as the purchase and sale of assets, conducted with a Specially Related Party in a branch office, etc. of the Foreign Insurance Company, etc. on significantly different terms and conditions from those applied to normal transactions of the Foreign Insurance Company, etc.; or

二 特殊関係者との間又は特殊関係者に係る顧客との間で当該外国保険会社等の支店等において行う取引又は行為のうち前号に掲げるものに準ずる取引又は行為で、当該外国保険会社等の行う日本における保険業の健全かつ適切な運営に支障を及ぼすおそれのあるものとして内閣府令で定める取引又は行為

(ii) any transaction or action taken with a Specially Related Party or a

customer related to a Specially Related Party in a branch office, etc. of the Foreign Insurance Company, etc. that is equivalent to the transaction listed in the preceding item and specified by Cabinet Office Order as posing a risk to the sound and appropriate management of the Insurance Business conducted by the Foreign Insurance Company, etc. in Japan.

(本店又は主たる事務所の決算書類の提出)

(Submission of Closing Financial Statements of Head Office or Principal Office)

第百九十五条 外国保険会社等は、事業年度ごとに、その本店又は主たる事務所において作成した財産目録、貸借対照表、損益計算書及び事業報告を、内閣府令で定めるところにより、当該事業年度終了後相当の期間内に、内閣総理大臣に提出しなければならない。

Article 195 A Foreign Insurance Company, etc., for each business year, must submit to the Prime Minister an inventory of property, balance sheet, profit and loss statement and business report prepared in its head office or principal office, pursuant to the provisions of Cabinet Office Order, within a reasonable period of time following the end of the business year.

(定款等の備付け及び閲覧等)

(Retention and Inspection of the Articles of Incorporation)

第百九十六条 外国保険会社等の日本における代表者は、定款若しくはこれに準ずる書類（外国相互会社にあつては、これらの書類及び日本における社員の名簿）又はこれらの電磁的記録を、日本における主たる店舗に備え置かなければならない。

Article 196 (1) The representative person of a Foreign Insurance Company, etc. in Japan must keep in its principal branch in Japan its articles of incorporation or any other equivalent document (or, for a Foreign Mutual Company, such document and its members list in Japan), or an electronic or magnetic record thereof.

2 外国保険会社等の日本における代表者は、前条に規定する書類又は電磁的記録を、同条の規定により提出した日の翌日から起算して五年を経過する日まで、内閣府令で定めるところにより、日本における主たる店舗に備え置かなければならない。

(2) The representative person of a Foreign Insurance Company, etc. in Japan, pursuant to the provisions of Cabinet Office Order, must keep in its principal branch in Japan the document or electronic or magnetic record set forth in the preceding Article for five years from the day following the date of its submission pursuant to the provisions of that Article.

3 外国保険会社等の日本における代表者は、内閣府令で定めるところにより、日本における事業年度に係る毎決算期に次に掲げる書類及び附属明細書を作成し、その計算の基礎となった日本における事業年度終了の日の翌日から起算して五年を経過する日まで、日本における主たる店舗に備え置かなければならない。

(3) The representative person of a Foreign Insurance Company, etc. in Japan,

pursuant to the provisions of Cabinet Office Order, must prepare the following documents and annex detailed statements thereto for each accounting period of the business year in Japan and keep them in its principal branch in Japan for five years from the day following the date of the end of the business year in Japan covered by such accounting:

一 日本における保険業の貸借対照表

(i) a balance sheet for Insurance Business conducted in Japan;

二 日本における保険業の損益計算書

(ii) a profit and loss statement for Insurance Business conducted in Japan; and

三 日本における保険業の事業報告

(iii) a business report for Insurance Business conducted in Japan.

4 前項の書類は、電磁的記録をもって作成することができる。

(4) The documents set forth in the preceding paragraph may be prepared in the form of an electronic or magnetic record.

5 外国保険会社等の保険契約者、保険金額を受け取るべき者その他の債権者及び被保険者は、外国保険会社等の業務を行うべき時間内は、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該外国保険会社等の定めた費用を支払わなければならない。

(5) The creditors and insured of a Foreign Insurance Company, etc., such as Policyholders and beneficiaries of insurance proceeds, may make the following requests at any time during the hours in which the Foreign Insurance Company, etc. should be doing business; provided, however, that they must pay the fees determined by the Foreign Insurance Company, etc. in making a request falling under item (ii) or (iv):

一 第一項から第三項までの書類が書面をもって作成されているときは、当該書面の閲覧の請求

(i) where the documents set forth in paragraphs (1) to (3) are prepared in writing, a request to inspect such documents;

二 前号の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents referred to in the preceding item;

三 第一項から第三項までの書類が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) where the documents set forth in paragraphs (1) to (3) are prepared in the form of an electronic or magnetic record, a request to inspect anything that shows the particulars recorded in the electronic or magnetic record in a manner specified by Cabinet Office Order; or

四 前号の電磁的記録に記録された事項を電磁的方法であって外国保険会社等の定められたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or

magnetic record set forth in the preceding item by the electronic or magnetic means determined by the Foreign Insurance Company, etc., or a request for a document detailing such particulars.

(資産の国内保有義務)

(Obligation to Hold Assets in Japan)

第百九十七条 外国保険会社等は、第百九十九条において準用する第百十六条第一項及び第百十七条第一項の規定により日本において積み立てた責任準備金及び支払備金の額を基礎として内閣府令で定めるところにより計算した金額と第百九十条の供託金その他の自己資本に相当するものとして内閣府令で定める金額との合計額に相当する資産を、内閣府令で定めるところにより、日本において保有しなければならない。

Article 197 A Foreign Insurance Company, etc., pursuant to the provisions of Cabinet Office Order, must hold in Japan the assets equivalent to the sum total of the amount calculated pursuant to the provisions of Cabinet Office Order on the basis of the policy reserves and reserves for outstanding claims set aside in Japan pursuant to the provisions of Article 116, paragraph (1) and 117, paragraph (1) as applied mutatis mutandis pursuant to Article 199, and the amount specified by Cabinet Office Order as equivalent to equity capital, such as the deposit set forth in Article 190.

(会社法等の準用)

(Mutatis Mutandis Application of the Companies Act)

第百九十八条 会社法第八条（会社と誤認させる名称等の使用の禁止）の規定は外国相互会社であると誤認されるおそれのある商号又は名称の使用について、同法第九条（自己の商号の使用を他人に許諾した会社の責任）の規定は外国相互会社の名称について、同法第一編第三章第一節（会社の使用人）の規定は外国相互会社の使用人について、同章第二節（第十八条を除く。）（会社の代理商）の規定は外国相互会社のために取引の代理又は媒介をする者について、同編第四章（第二十四条を除く。）（事業の譲渡をした場合の競業の禁止等）の規定は外国相互会社が事業を譲渡し、又は事業若しくは営業を譲り受けた場合について、第五十四条、第五十四条の二並びに第五十四条の三第一項及び第四項の規定は外国相互会社の帳簿その他の資料について、それぞれ準用する。この場合において、必要な技術的読替えは、政令で定める。

Article 198 (1) The provisions of Article 8 (No Use of Name, etc. that is likely to be mistaken for a company) of the Companies Act apply mutatis mutandis to the use of a trade name or name that is likely to be mistaken for a Foreign Mutual Company; the provisions of Article 9 (Liability of Company Permitting Others to Use Its Trade Name) of that Act apply mutatis mutandis to the name of a Foreign Mutual Company; the provisions of Part I, Chapter III, Section 1 (Employees of a Company) of that Act apply mutatis mutandis to the employees of a Foreign Mutual Company; the provisions of Part I, Chapter III, Section 2 (excluding Article 18) (Commercial Agents of the Companies) of that Act apply

mutatis mutandis to a person acting as an agent or intermediary in a transaction for a Foreign Mutual Company; the provisions of Part I, Chapter IV (excluding Article 24) (Non-Competition after Business Transfer) of that Act apply mutatis mutandis to the cases where a Foreign Mutual Company has transferred its business or acquired any business or operation; and the provisions of Article 54, Article 54-2 and Article 54-3, paragraphs (1) and (4) apply mutatis mutandis to the books and other materials of a Foreign Mutual Company. In this case, any technical replacement of terms required is specified by Cabinet Order.

- 2 商法第二編第一章（第五百一条から第五百三条まで及び第五百二十三条を除く。）（総則）の規定は外国相互会社の行う行為について、同編第二章（売買）の規定は外国相互会社が商人又は相互会社（外国相互会社を含む。）との間で行う売買について、同編第三章（交互計算）の規定は外国相互会社が平常取引をする者との間で行う相殺に係る契約について、同編第五章（第五百四十五条を除く。）（仲立営業）の規定は外国相互会社が行う他人間の商行為の媒介について、同編第六章（第五百五十八条を除く。）（問屋営業）並びに第五百九十三条（寄託）の規定は外国相互会社について、それぞれ準用する。

- (2) The provisions of Part II, Chapter I (excluding Articles 501 to 503 and Article 523) (General Provisions) of the Commercial Code apply mutatis mutandis to the actions taken by a Foreign Mutual Company; the provisions of Part II, Chapter II (Buying or Selling) of the relevant Code apply mutatis mutandis to buying or selling between a Foreign Mutual Company and a merchant or Mutual Company (including a Foreign Mutual Company); the provisions of Part II, Chapter III (Current Account) of the relevant Code apply mutatis mutandis to a contract pertaining to set-offs between a Foreign Mutual Company and a person with which it has normal transactions; the provisions of Part II, Chapter V (excluding Article 545) (Brokerage Business) of the relevant Code apply mutatis mutandis to the acting as an intermediary by a Foreign Mutual Company in a commercial transaction between third parties; and the provisions of Part II, Chapter VI (excluding Article 558) (Commission Agent Business) and Article 593 (Deposit) of the relevant Code apply mutatis mutandis to a Foreign Mutual Company.

（業務等に関する規定の準用）

(Mutatis Mutandis Application of Provisions on Business)

- 第百九十九条 第九十七条、第九十七条の二第一項及び第二項、第九十八条、第九十九条第一項、第二項及び第四項から第六項まで、第百条並びに第百条の二の規定は外国保険会社等の支店等における業務について、第九十九条第三項及び第七項から第十項までの規定は外国生命保険会社等の支店等における業務について、第百一条から第百五条までの規定は外国損害保険会社等が他の損害保険会社（外国損害保険会社等を含む。）との間で行う共同行為について、第七条の二、第百条の五、第百九条、第百十

条第一項及び第三項、第百十一条第一項及び第三項から第六項まで、第百十二条、第百十四条から第百十八条まで並びに第百二十条から第百二十二条までの規定は外国保険会社等について、第百五条の二の規定は外国生命保険会社等について、第百五条の三の規定は外国損害保険会社等について、それぞれ準用する。この場合において、第九十七条第一項中「第三条第二項」とあるのは「第百八十五条第二項」と、第九十九条第六項中「相互会社」とあるのは「外国相互会社」と、同条第八項中「第百三十三條若しくは第百三十四條の規定により同法第三条第一項の免許が取り消された場合若しくは同法第二百七十三條の規定により同法第三条第一項」とあるのは「第二百五条若しくは第二百六條の規定により同法第百八十五条第一項の免許が取り消された場合若しくは同法第二百七十三條の規定により同法第百八十五条第一項」と、「第百三十三條又は第百三十四條の規定により同法第三条第一項」とあるのは「第二百五条又は第二百六條の規定により同法第百八十五条第一項」と、同条第九項中「第百十一条第一項及び第二項」とあるのは「第百九十九条において準用する第百十一条第一項」と、第百条の五中「保険契約者」とあるのは「日本における保険契約者」と、第百五条の二第一項各号並びに同条第二項及び第三項第二号中「指定生命保険業務紛争解決機関」とあるのは「指定外国生命保険業務紛争解決機関」と、同条第一項各号中「生命保険業務」とあるのは「外国生命保険業務」と、第百五条の三第一項各号並びに同条第二項及び第三項第二号中「指定損害保険業務紛争解決機関」とあるのは「指定外国損害保険業務紛争解決機関」と、同条第一項各号中「損害保険業務」とあるのは「外国損害保険業務」と、第百九条中「事業年度」とあるのは「日本における事業年度」と、第百十条第一項中「事業年度ごとに、業務」とあるのは「日本における事業年度ごとに、日本における業務」と、第百十一条第一項中「事業年度ごとに、業務」とあるのは「日本における事業年度ごとに、日本における業務」と、同項及び同条第四項中「本店又は主たる事務所及び支店又は従たる事務所その他これらに準ずる場所として内閣府令で定める場所」とあるのは「外国保険会社等の日本における支店その他これに準ずる場所として内閣府令で定める場所」と、同条第六項中「当該保険会社及びその子会社等の業務」とあるのは「当該外国保険会社等の日本における業務」と、第百十二条第一項中「所有する」とあるのは「日本において所有する」と、「内閣府令で定めるところにより、内閣総理大臣」とあるのは「内閣総理大臣」と、同条第二項中「内閣府令」とあるのは「日本において内閣府令」と、第百十四条第一項中「保険契約者」とあるのは「日本における保険契約者」と、第百十五条第一項中「所有する」とあるのは「日本において所有する」と、「価格変動準備金」とあるのは「日本において価格変動準備金」と、同条第二項中「株式等」とあるのは「日本における株式等」と、第百十六条第一項中「毎決算期」とあるのは「日本における事業年度に係る毎決算期」と、「保険契約」とあるのは「日本における保険契約」と、「責任準備金」とあるのは「日本において責任準備金」と、同条第二項中「長期の」とあるのは「日本における長期の」と、同条第三項中「保険契約」とあるのは「日本における保険契約」と、第百十七条第一項中「毎決算期」とあるのは「日本における事業年度に係る毎決算期」と、「保険契約」とあるのは「日本における保険契約」と、「支出として」とあるのは「支出として日本において」と、「支払備金」とあるのは「日本において支払備金」と、第百十八条第一項中「内閣府令で定める保険契約」とあるのは

「日本における保険契約のうち内閣府令で定めるもの」と、「設けなければならない」とあるのは「日本において設けなければならない」と、第百二十条第一項中「生命保険会社及び内閣府令で定める要件に該当する損害保険会社」とあるのは「外国生命保険会社等及び内閣府令で定める要件に該当する外国損害保険会社等」と、「は、取締役会において保険計理人」とあるのは「の日本における代表者は、当該外国保険会社等の日本における保険計理人」と、「保険料の算出方法」とあるのは「日本において締結する保険契約に係る保険料の算出方法」と、同条第二項及び第三項中「保険計理人」とあるのは「外国保険会社等の日本における保険計理人」と、第百二十一条中「保険計理人」とあるのは「外国保険会社等の日本における保険計理人」と、「毎決算期」とあるのは「日本における事業年度に係る毎決算期」と、「取締役会」とあるのは「外国保険会社等の日本における代表者」と、第百二十二条中「保険計理人」とあるのは「外国保険会社等の日本における保険計理人」と、「当該保険会社」とあるのは「当該外国保険会社等」と読み替えるものとする。

Article 199 The provisions of Article 97, Article 97-2, paragraphs (1) and (2), Article 98, Article 99, paragraphs (1), (2) and (4) to (6), Article 100 and Article 100-2 apply mutatis mutandis to the business of the branch offices, etc. of a Foreign Insurance Company, etc.; the provisions of Article 99, paragraphs (3) and (7) to (10) apply mutatis mutandis to the business of the branch offices, etc. of a Foreign Life Insurance Company, etc.; the provisions of Articles 101 to 105 apply mutatis mutandis to concerted actions taken by a Foreign Non-Life Insurance Company, etc. with another Non-Life Insurance Company (including a Foreign Non-Life Insurance Company, etc.); the provisions of Article 7-2, Article 100-5, Article 109, Article 110, paragraphs (1) and (3), Article 111, paragraph (1) and paragraphs (3) to (6), Article 112, Articles 114 to 118, and Articles 120 to 122 apply mutatis mutandis to a Foreign Insurance Company, etc.; the provisions of Article 105-2 apply mutatis mutandis to a Foreign Life Insurance Company, etc.; and the provisions of Article 105-3 apply mutatis mutandis to a Foreign Non-Life Insurance Company, etc. In this case, the term "Article 3, paragraph (2)" in Article 97, paragraph (1) is deemed to be replaced with "Article 185, paragraph (2)"; the term "Mutual Company" in Article 99, paragraph (6) is deemed to be replaced with "Foreign Mutual Company"; the term "In the case where the license of Article 3, paragraph (1) of the Insurance Business Act is cancelled pursuant to the provisions of Article 133 or 134 of that Act, or in the case where the license of Article 3, paragraph (1) of that Act loses its effect pursuant to the provisions of Article 273 of that Act" in Article 99, paragraph (8) is deemed to be replaced with "In the case where the license of Article 185, paragraph (1) of the Insurance Business Act is cancelled pursuant to the provisions of Article 205 or 206 of that Act, or in the case where the license of Article 185, paragraph (1) of that Act loses its effect pursuant to the provisions of Article 273 of that Act"; the term "Article 3, paragraph (1) of the Insurance Business Act pursuant to the provisions of

Article 133 or 134 of that Act" in Article 99, paragraph (8) is deemed to be replaced with "Article 185, paragraph (1) of the Insurance Business Act pursuant to the provisions of Article 205 or 206 of that Act"; the term "Article 111, paragraphs (1) and (2)" in Article 99, paragraph (9) are deemed to be replaced with "Article 111, paragraph (1) as applied mutatis mutandis pursuant to Article 199"; the term "Policyholders" in Article 100-5 is deemed to be replaced with "Policyholders in Japan"; the term "Designated Dispute Resolution Organization for Life Insurance Business" in the items of Article 105-2, paragraph (1), and paragraph (2) and paragraph (3), item (ii) of that Article is deemed to be replaced with "Designated Dispute Resolution Organization for Foreign Life Insurance Business"; the term "Life Insurance Business" in the items of paragraph (1) of that Article is deemed to be replaced with "Foreign Life Insurance Business"; the term "Designated Dispute Resolution Organization for Non-Life Insurance Business" in the items of Article 105-3, paragraph (1), and paragraph (2) and paragraph (3), item (ii) of that Article are deemed to be replaced with "Designated Dispute Resolution Organization for Foreign Non-Life Insurance Business"; the term "Non-Life Insurance Business" in the items of paragraph (1) of that Article is deemed to be replaced with "Foreign Non-Life Insurance Business"; the term "business year" in Article 109 is deemed to be replaced with "business year in Japan"; the term "for each business year, prepare an interim business report and business report describing the status of its business and property" in Article 110, paragraph (1) is deemed to be replaced with "for each business year in Japan, prepare an interim business report and business report describing the status of its business and property in Japan"; the term "for each business year, prepare explanatory documents detailing the particulars specified by Cabinet Office Order as pertaining to the status of its business and property" in Article 111, paragraph (1) is deemed to be replaced with "for each business year in Japan, prepare explanatory documents detailing the particulars specified by Cabinet Office Order as pertaining to the status of its business and property in Japan"; the term "its head office or principal office and its branch offices or secondary offices, or any other equivalent place specified by Cabinet Office Order" in Article 111, paragraphs (1) and (4) are deemed to be replaced with "the branch office of the Foreign Insurance Company, etc. in Japan or any other equivalent place specified by Cabinet Office Order"; the term "business and property of the Insurance Company and its Subsidiary Company, etc." in Article 111, paragraph (6) is deemed to be replaced with "business and property of the Foreign Insurance Company, etc. in Japan"; the term "owns" in Article 112, paragraph (1) is deemed to be replaced with "owns in Japan"; the term ", pursuant to the provisions of Cabinet Office Order" in Article 112, paragraph (1) is deemed to be deleted; the term "set aside as a reserve" in Article 112,

paragraph (2) is deemed to be replaced with "set aside in Japan as a reserve"; the term "Policyholders" in Article 114, paragraph (1) is deemed to be replaced with "Policyholders in Japan"; the terms "within its portfolio" and "set aside as price fluctuation reserve" in Article 115, paragraph (1) is deemed to be replaced with "within its portfolio in Japan" and "set aside in Japan as price fluctuation reserve", respectively; the term "Shares, etc." in Article 115, paragraph (2) is deemed to be replaced with "Shares, etc. in Japan"; the terms "each accounting period", "insurance contracts" and "set aside a certain amount of money" in Article 116, paragraph (1) is deemed to be replaced with "each accounting period of the business year in Japan", "insurance contracts in Japan" and "set aside in Japan a certain amount of money", respectively; the term "funding the policy reserve" in Article 116, paragraph (2) is deemed to be replaced with "funding in Japan the policy reserve"; the term "insurance contract" in Article 116, paragraph (3) is deemed to be replaced with "insurance contract in Japan"; the terms "each accounting period", "insurance contracts", "as expenditure" and "reserves for outstanding claims" in Article 117, paragraph (1) is deemed to be replaced with "each accounting period of the business year in Japan", "insurance contracts in Japan", "in Japan as expenditure" and "reserves for outstanding claims in Japan", respectively; the terms "insurance contract specified by Cabinet Office Order" and "create" in Article 118, paragraph (1) is deemed to be replaced with "insurance contract in Japan specified by Cabinet Office Order" and "create in Japan", respectively; the terms "board of directors", "Life Insurance Company or a Non-Life Insurance Company meeting the requirements specified by Cabinet Office Order", "actuary" and "method of calculating insurance premiums" in Article 120, paragraph (1) are deemed to be replaced with "representative person", "Foreign Life Insurance Company, etc. or a Foreign Non-Life Insurance Company, etc. meeting the requirements specified by Cabinet Office Order", "actuary of the Foreign Insurance Company, etc. in Japan" and "method of calculating the insurance premiums applicable to the insurance contracts concluded in Japan", respectively; the term "actuary" in Article 120, paragraph (2) is deemed to be replaced with "actuary of a Foreign Insurance Company, etc. in Japan"; the terms "Insurance Company" and "actuary" in Article 120, paragraph (3) are deemed to be replaced with "Foreign Insurance Company, etc." and "actuary in Japan" respectively; the terms "actuary", "each accounting period", and "board of directors" in Article 121 are deemed to be replaced with "actuary of a Foreign Insurance Company, etc. in Japan", "each accounting period of the business year in Japan" and "representative person of the Foreign Insurance Company, etc. in Japan", respectively; and the terms "Insurance Company" and "actuary" in Article 122 are deemed to be replaced with "Foreign Insurance Company, etc." and "actuary in Japan", respectively.

第三節 監督

Section 3 Supervision

(報告又は資料の提出)

(Submission of Reports or Materials)

第二百条 内閣総理大臣は、外国保険会社等の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、外国保険会社等又は第百八十五条第一項に規定する保険の引受けの代理をする者に対し、当該外国保険会社等の日本における業務又は財産の状況に関し報告又は資料の提出を求めることができる。

Article 200 (1) If the Prime Minister finds it necessary to protect Policyholders, etc. in Japan by ensuring the sound and appropriate business operation of a Foreign Insurance Company, etc. in Japan, the Prime Minister may request the Foreign Insurance Company, etc. or a person acting as an agent for the underwriting of insurance prescribed in Article 185, paragraph (1) to submit reports or materials concerning the status of its business in Japan or property of the Foreign Insurance Company, etc.

2 内閣総理大臣は、外国保険会社等の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため特に必要があると認めるときは、その必要の限度において、当該外国保険会社等の特殊関係者（第百九十四条に規定する特殊関係者をいう。次項及び次条において同じ。）又は当該外国保険会社等から日本における業務の委託を受けた者（その者から委託（二以上の段階にわたる委託を含む。）を受けた者を含み、前項の保険の引受けの代理をする者を除く。次項において同じ。）に対し、当該外国保険会社等の日本における業務又は財産の状況に関し参考となるべき報告又は資料の提出を求めることができる。

(2) If and to the extent that the Prime Minister finds it particularly necessary to protect Policyholders, etc. in Japan by ensuring the sound and appropriate business operation of a Foreign Insurance Company, etc. in Japan, the Prime Minister may request any Specially Related Party of the Foreign Insurance Company, etc. (meaning a Specially Related Party as prescribed in Article 194; the same applies in the following paragraph and the following Article) or person the Foreign Insurance Company, etc. has entrusted with its business in Japan (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements), and except for the person acting as an agent for the underwriting of insurance set forth in the preceding paragraph; the same applies in the following paragraph), to submit reports or materials that would be helpful to understand the status of the business in Japan or property of the Foreign Insurance Company, etc..

3 外国保険会社等の特殊関係者又は当該外国保険会社等から日本における業務の委託を受けた者は、正当な理由があるときは、前項の規定による報告又は資料の提出を拒

むことができる。

- (3) A Specially Related Party of a Foreign Insurance Company, etc. or person that a Foreign Insurance Company, etc. has entrusted with its business in Japan may refuse to submit reports or materials required under the preceding paragraph if there are justifiable grounds for it to do so.

(立入検査)

(On-Site Inspection)

第二百一条 内閣総理大臣は、外国保険会社等の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、当該職員に、外国保険会社等の支店等に立ち入らせ、当該外国保険会社等の日本における業務若しくは財産の状況に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

Article 201 (1) If the Prime Minister finds it necessary to protect Policyholders, etc. in Japan by ensuring the sound and appropriate business operation of a Foreign Insurance Company, etc. in Japan, the Prime Minister may have officials enter a branch office, etc. of the Foreign Insurance Company, etc., ask questions on the status of its business in Japan or property of the Foreign Insurance Company, etc., or inspect relevant items such as books and documents.

2 内閣総理大臣は、前項の規定による立入り、質問又は検査を行う場合において特に必要があると認めるときは、その必要の限度において、当該職員に、外国保険会社等の特殊関係者若しくは当該外国保険会社等から日本における業務の委託を受けた者（その昔から委託（二以上の段階にわたる委託を含む。）を受けた者を含む。次項において同じ。）の施設に立ち入らせ、当該外国保険会社等に対する質問若しくは検査に必要な事項に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

(2) If and to the extent that the Prime Minister finds it particularly necessary in entering a site, asking questions, or conducting an inspection under the preceding paragraph, the Prime Minister may have officials enter a facility of any Specially Related Party of the Foreign Insurance Company, etc. or person the Foreign Insurance Company, etc. has entrusted with its business in Japan (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements); the same applies in the following paragraph), have such officials question the Foreign Insurance Company, etc. or ask questions about particulars that are necessary for the inspection, or have such officials inspect relevant items such as books and documents.

3 外国保険会社等の特殊関係者又は当該外国保険会社等から日本における業務の委託を受けた者は、正当な理由があるときは、前項の規定による質問及び検査を拒むことができる。

(3) A Specially Related Party of a Foreign Insurance Company, etc. or a person that a Foreign Insurance Company, etc. has entrusted with its business in

Japan may refuse the questioning and inspection under the provisions of the preceding paragraph if there are justifiable grounds for it to do so.

(健全性の基準)

(Standard of Soundness)

第二百二条 内閣総理大臣は、外国保険会社等に係る次に掲げる額を用いて、外国保険会社等の日本における業務の運営の健全性を判断するための基準として保険金等の支払能力の充実の状況が適当であるかどうかの基準を定めることができる。

Article 202 The Prime Minister may use the following amounts with respect to a Foreign Insurance Company, etc. and establish whether or not the Foreign Insurance Company, etc. has an appropriate level of solvency in terms of its ability to pay Insurance Proceeds, etc. as the standard by which the soundness of its business management in Japan is determined:

一 第一百九十条の供託金その他の内閣府令で定めるものの額の合計額

(i) total amount of the items specified by Cabinet Office Order, such as the deposit set forth in Article 190; and

二 日本において引き受けている保険に係る保険事故の発生その他の理由により発生し得る危険であって通常の予測を超えるものに対応する額として内閣府令で定めるところにより計算した額

(ii) amount calculated pursuant to the provisions of Cabinet Office Order as the amount for coping with possible risks exceeding standard predictions that may occur due to any events pertaining to the insurance being underwritten in Japan, such as insured events.

(事業の方法書等に定めた事項の変更命令)

(Order to Change Regarding Particulars Prescribed in Statement of Business Procedures)

第二百三条 内閣総理大臣は、外国保険会社等の業務若しくは財産の状況に照らして、又は事情の変更により、外国保険会社等の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、当該外国保険会社等に対し、その必要の限度において、第一百八十七条第三項第二号から第四号までに掲げる書類に定めた事項の変更を命ずることができる。

Article 203 If and to the extent that the Prime Minister finds it necessary to protect Policyholders, etc. in Japan by ensuring the sound and appropriate business operation of a Foreign Insurance Company, etc. in Japan in light of the situation of the business or property of the Foreign Insurance Company, etc. or a change in the circumstances, the Prime Minister may order the Foreign Insurance Company, etc. to modify the particulars prescribed in the documents listed in Article 187, paragraph (3), items (ii) to (iv).

(業務の停止等)

(Suspension of Business)

第二百四条 内閣総理大臣は、外国保険会社等の業務又は財産の状況に照らして、外国保険会社等の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、当該外国保険会社等に対し、措置を講ずべき事項及び期限を示して、当該外国保険会社等の日本における業務の運営の健全性を確保するための改善計画の提出を求め、若しくは提出された改善計画の変更を命じ、又はその必要の限度において、期限を付して日本における業務の全部若しくは一部の停止を命じ、若しくは財産の供託その他監督上必要な措置を命ずることができる。

Article 204 (1) If the Prime Minister finds it necessary to protect Policyholders, etc. in Japan by ensuring the sound and appropriate business operation of a Foreign Insurance Company, etc. in Japan in light of the status of the business or property of the Foreign Insurance Company, etc., the Prime Minister may request that Foreign Insurance Company, etc. to submit an improvement plan for ensuring soundness in the business operation of that Foreign Insurance Company, etc. in Japan or order a change to the submitted improvement plan by designating the particulars and the time limit for which measures must be taken, or, to the extent the Prime Minister finds necessary, they may order the suspension of the whole or part of business of that Foreign Insurance Company by setting a limit or order deposit of property of that Foreign Insurance Company or other measures necessary for the purpose of supervision.

2 前項の規定による命令（改善計画の提出を求めることを含む。）であつて、外国保険会社等の保険金等の支払能力の充実の状況によって必要があると認めるときにするものは、外国保険会社等の保険金等の支払能力の充実の状況に係る区分に応じ内閣府令・財務省令で定めるものでなければならない。

(2) An order under the preceding paragraph (including the request of submission of an improvement plan) that is issued when it is found to be necessary due to the level of solvency of the Foreign Insurance Company, etc. in terms of its ability to pay Insurance Proceeds, etc. must be an order specified by Cabinet Office Order or Order of the Ministry of Finance for the category that corresponds to the level of solvency of the Foreign Insurance Company, etc. in terms of its ability to pay Insurance Proceeds, etc.

(免許の取消し等)

(Rescission of License)

第二百五条 内閣総理大臣は、外国保険会社等が次の各号のいずれかに該当することとなつたときは、当該外国保険会社等の日本における業務の全部若しくは一部の停止若しくは日本における代表者の解任を命じ、又は第百八十五条第一項の免許を取り消すことができる。

Article 205 If a Foreign Insurance Company, etc. has come to fall under any of the following items, the Prime Minister may order the full or partial

suspension of the business in Japan of the Foreign Insurance Company, etc. or the dismissal of the representative person in Japan, or rescind the license set forth in Article 185, paragraph (1):

一 法令（外国の法令を含む。） 、法令に基づく内閣総理大臣の処分又は第百八十七条第三項各号に掲げる書類に定めた事項のうち特に重要なものに違反したとき。

(i) if it is in violation of laws and regulations (including foreign laws and regulations), the measures of the Prime Minister pursuant to laws and regulations, or particularly vital particulars among those prescribed in the documents listed in the items of Article 187, paragraph (3);

二 第百八十五条第一項の免許又は本国において受けている保険業に係る免許（当該免許に類する許可、登録その他の行政処分を含む。第二百九条第七号において同じ。）に付された条件に違反したとき。

(ii) if it is in violation of the conditions attached to the license set forth in Article 185, paragraph (1) or the license obtained in its country for Insurance Business (including any administrative measures similar to the relevant license, such as permission or registration; the same applies in Article 209, item (vii)); and

三 公益を害する行為をしたとき。

(iii) if it engages in conduct that is prejudicial to the public interest.

第二百六条 内閣総理大臣は、外国保険会社等の財産の状況が著しく悪化し、日本における保険業を継続することが日本における保険契約者等の保護の見地から適当でないと認めるときは、当該外国保険会社等の第百八十五条第一項の免許を取り消すことができる。

Article 206 If the Prime Minister finds that the situation of the property of a Foreign Insurance Company, etc. is significantly worsening and that it is not appropriate for it to continue in the Insurance Business in Japan from the viewpoint of protecting Policyholders, etc. in Japan, the Prime Minister may rescind the license of the Foreign Insurance Company, etc. set forth in Article 185, paragraph (1).

（監督に関する規定の準用）

(Mutatis Mutandis Application of Provisions Concerning Supervision)

第二百七条 第百二十三条から第百二十五条までの規定は、外国保険会社等について準用する。この場合において、第百二十三条第一項中「第四条第二項第二号から第四号まで」とあるのは「第百八十七条第三項第二号から第四号まで」と、第百二十四条第一号中「第四条第二項第二号及び第三号」とあるのは「第百八十七条第三項第二号及び第三号」と、「第五条第一項第三号イからホまで」とあるのは「第百八十七条第五項において準用する第五条第一項第三号イからホまで」と、同条第二号中「第四条第二項第四号」とあるのは「第百八十七条第三項第四号」と、「第五条第一項第四号イからハまで」とあるのは「第百八十七条第五項において準用する第五条第一項第四号

イからハまで」と、第百二十五条中「第五条第一項第三号イからホまで又は第四号イからハまで」とあるのは「第百八十七条第五項において準用する第五条第一項第三号イからホまで又は第四号イからハまで」と読み替えるものとする。

Article 207 The provisions in Articles 123 to 125 apply mutatis mutandis to a Foreign Insurance Company, etc. In this case, the term "Article 4, paragraph (2), items (ii) to (iv)" in Article 123, paragraph (1) is deemed to be replaced with "Article 187, paragraph (3), items (ii) to (iv)", the term "Article 4, paragraph (2), items (ii) and (iii)" in Article 124, paragraph (1) is deemed to be replaced with "Article 187, paragraph (3), items (ii) and (iii)", the term "Article 5, paragraph (1), item (iii), (a) to (e)" in Article 124, paragraph (1) is deemed to be replaced with "Article 5, paragraph (1), item (iii), (a) to (e) as applied mutatis mutandis pursuant to Article 187, paragraph (5)", the term "Article 4, paragraph (2), item (iv)" in the same Article, item (ii) is deemed to be replaced with "Article 187, paragraph (3), item (iv)", the term "Article 5, paragraph (1), item (iv), (a) to (c)" in the same Article, item (ii) is deemed to be replaced with "Article 5, paragraph (1), item (iv), (a) to (c) as applied mutatis mutandis pursuant to Article 187, paragraph (5)", and the term "Article 5, paragraph (1), item (iii), (a) to (e) or item (iv), (a) to (c)" in Article 125 is deemed to be replaced with "Article 5, paragraph (1), item (iii), (a) to (e) or item (iv), (a) to (c) as applied mutatis mutandis pursuant to Article 187, paragraph (5)".

第四節 保険業の廃止等

Section 4 Discontinuation of Insurance Business

(日本における保険業の廃止)

(Discontinuation of Insurance Business in Japan)

第二百八条 外国保険会社等は、日本における保険業を廃止しようとする場合（次条第六号に該当する場合を除く。）には、内閣総理大臣の認可を受けなければならない。

Article 208 If a Foreign Insurance Company, etc. seeks to abolish its Insurance Business in Japan (excluding the cases falling under paragraph (6) of the following Article), it must obtain authorization from the Prime Minister.

(外国保険会社等の届出)

(Notification by a Foreign Insurance Company)

第二百九条 外国保険会社等は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

Article 209 If a Foreign Insurance Company, etc. falls under any of the following items, it must notify the Prime Minister of this without delay pursuant to the provisions of Cabinet Office Order:

一 日本における保険業を開始したとき。

(i) it has started its Insurance Business in Japan;

二 第一百八十七条第一項第一号、第二号若しくは第四号に掲げる事項又は同条第三項第一号に掲げる書類に定めた事項を変更したとき。

(ii) it has modified any of the particulars listed in Article 187, paragraph (1), item (i), (ii) or (iv), or any of the particulars prescribed by the document listed in Article 187, paragraph (3), item (i);

三 資本金若しくは出資の額又は基金の総額を変更したとき。

(iii) it has modified the amount of its capital or contribution, or the total amount of its funds;

四 組織変更をしたとき。

(iv) it has carried out an Entity Conversion;

五 合併をし、会社分割により事業を承継させ、若しくは承継し、又は事業の全部若しくは重要な一部の譲渡若しくは譲受け（支店等のみに係るものを除く。）をしたとき。

(v) it has merged, had its business succeeded to or succeeded to a business through a company split, or transferred or acquired the whole or an important part of a business (other than a business that only pertains to branch offices, etc.);

六 解散（合併によるものを除く。）をし、又は保険業の廃止をしたとき。

(vi) it has dissolved (for any other reason than a merger) or abolished its Insurance Business;

七 本国において受けている保険業に係る免許を取り消されたとき。

(vii) it has had its license for Insurance Business canceled in its home country;

八 破産手続開始の決定があったとき。

(viii) it has become subject to an order commencing bankruptcy proceedings; or

九 その他内閣府令で定める場合に該当するとき。

(ix) it falls under any of the other cases specified by Cabinet Office Order.

（保険契約の移転に関する規定の準用）

(Mutatis Mutandis Application of Provisions on Transfers of Insurance Contracts)

第二百十条 第七章第一節の規定は、外国保険会社等の日本における保険契約の移転について準用する。この場合において、第三百三十五条第三項中「債権者」とあるのは「第一百八十五条第一項に規定する支店等に係る債権者」と、第三百三十六条第一項及び第三項中「移転会社及び移転先会社」とあるのは「移転先会社」と、第三百三十六条の二第一項中「前条第一項の株主総会等の会日の二週間前」とあるのは「第三百三十五条第一項の契約に係る契約書（以下この節において「移転契約書」という。）の作成日」と、「第三百三十五条第一項の契約に係る契約書」とあるのは「移転契約書」と、「各営業所又は各事務所」とあるのは「支店等」と、同条第二項中「移転会社の株主又は保険契約者」とあるのは「移転対象契約者」と、第三百三十七条第一項中「第三百三十六条第一項の決議」とあるのは「移転契約書の作成」と、第三百三十八条第一項中「第三百三十六条第一項の決議」とあるのは「移転契約書の作成」と、「締結すると

き」とあるのは「日本において締結するとき」と、第百三十九条第二項第三号中「債権者」とあるのは「第百八十五条第一項に規定する支店等に係る債権者」と読み替えるものとする。

Article 210 (1) The provisions of Chapter VII, Section 1 apply mutatis mutandis to the comprehensive transfer of insurance contracts in Japan by a Foreign Insurance Company, etc. In this case, the term "creditors" in Article 135, paragraph (3) is deemed to be replaced with "creditors of branch offices, etc. set forth in Article 185, paragraph (1)"; the term "Transferor Company and the Transferee Company" in Article 136, paragraphs (1) and (3) is deemed to be replaced with "Transferee Company"; the terms "two weeks before the date of the Shareholders' Meeting, etc. set forth in paragraph (1) of the preceding Article", "written agreement concluded under Article 135, paragraph (1)" and "business offices or offices" in Article 136-2, paragraph (1) are deemed to be replaced with "the date of preparation of the written agreement concluded under Article 135, paragraph (1) (hereinafter referred to as "Transfer Agreement" in this Section)", "Transfer Agreement" and "branch offices, etc.", respectively; the term "shareholder or Policyholder of the Transferor Company" in Article 136-2, paragraph (2) is deemed to be replaced with "affected Policyholder"; the term "resolution set forth in Article 136, paragraph (1)" in Article 137, paragraph (1) is deemed to be replaced with "preparation of the Transfer Agreement"; the terms "the time of the adoption of resolution under Article 136, paragraph (1)" and "The Transferor Company does not conclude any insurance contract that belongs to the same class as the insurance contracts to be transferred, for the period ranging from the time of the adoption of the resolution under Article 136, paragraph (1) to the time of execution or renunciation of the transfer of insurance contracts" in Article 138 is deemed to be replaced with "the time of preparation of the Transfer Agreement" and "When a Transferor Company concludes a Transferred Contract in Japan after the adoption of the resolution under Article 136, paragraph (1), it is to inform the person who executes the relevant Transferred Contract of the following matters and obtain their approval on becoming a Policyholder of the Transferee Company in case of transfer of the relevant Transferred Contract, before the time when the implementation or renunciation of transfer of insurance contract is decided", respectively; and the term "creditors" in Article 139, paragraph (2), item (iii) is deemed to be replaced with "creditors of branch offices, etc. set forth in Article 185, paragraph (1)".

2 外国保険会社等が日本における保険契約の全部を移転したときは、その日本における保険業を廃止したものとみなす。この場合においては、第二百八条の規定は、適用しない。

(2) Any Foreign Insurance Company, etc. that has transferred all of its insurance

contracts in Japan is deemed to have abolished its Insurance Business in Japan. The provisions of Article 208 do not apply in this case.

(事業の譲渡又は譲受け並びに業務及び財産の管理の委託に関する規定の準用)

(Mutatis Mutandis Application of the Provisions on Transfer or Acquisition of Business and on Entrustment of Business and Property Administration)

第二百十一条 第四百二十二条の規定は外国保険会社等を全部又は一部の当事者とする日本における事業の譲渡又は譲受けについて、第七章第三節の規定は外国保険会社等がその日本における業務及び財産の管理の委託をする場合について、それぞれ準用する。この場合において、第四百四十四条第二項中「当該管理の委託をする保険会社（以下この節において「委託会社」という。）及び受託会社」とあるのは「受託会社」と、第四百四十六条第二項中「本店又は主たる事務所」とあるのは「同項の日本における主たる店舗」と、同条第三項中「、第十九条」とあるのは「及び第十九条」と、「及び第四十六条（添付書面の通則）（これらの規定を第六十七条）」とあるのは「（これらの規定を第二百十六条第一項）」と、第四百四十八条第三項中「保険業法第四百四十四条第二項に規定する委託会社」とあるのは「日本における業務及び財産の管理の委託をした保険業法第二条第七項に規定する外国保険会社等」と、同条第四項中「保険業法第四百四十四条第一項」とあるのは「保険業法第二百十一条において準用する同法第四百四十四条第一項」と、第四百四十九条第一項中「委託会社及び受託会社」とあるのは「受託会社」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 211 The provisions of Article 142 apply mutatis mutandis to a transfer or acquisition of business in Japan involving a Foreign Insurance Company, etc. or foreign insurance companies, etc.; and the provisions of Chapter VII, Section 3 apply mutatis mutandis to cases where a Foreign Insurance Company, etc. entrusts the administration of its business and property in Japan. In this case, the term "both the Insurance Company entrusting administration of business (hereinafter referred to as "Entrusting Company" in this Section) and the Entrusted Company" in Article 144, paragraph (2) is deemed to be replaced with "the Entrusted Company"; the term "head office or principal office" in Article 146, paragraph (2) is deemed to be replaced with "principal branch in Japan set forth in that paragraph"; the term ", Article 19" in item (iii) of that paragraph is deemed to be replaced with "and Article 19", the term "and Article 46 (General Provisions on Attached Documents) of the Commercial Registration Act (including the cases where they are applied mutatis mutandis pursuant to Article 67)" in Article 146, paragraph (3) is deemed to be replaced with "(including the cases where they are applied mutatis mutandis pursuant to Article 216, paragraph (1))"; the term "Entrusting Company set forth in Article 144, paragraph (2) of the Insurance Business Act" in Article 148, paragraph (3) is deemed to be replaced with "Foreign Insurance Company, etc. as defined in Article 2, paragraph (7) of the Insurance Business Act that has entrusted the administration of its business and property in Japan"; the term

"Article 144, paragraph (1) of the Insurance Business Act" in Article 148, paragraph (4) is deemed to be replaced with "Article 144, paragraph (1) of the Insurance Business Act as applied mutatis mutandis pursuant to Article 211 of that Act"; and the term "both the Entrusting Company and the Entrusted Company" in Article 149, paragraph (1) is deemed to be replaced with "the Entrusted Company"; any other necessary technical replacement of terms is specified by Cabinet Order.

(外国保険会社等の清算)

(Liquidation of a Foreign Insurance Company)

第二百十二条 外国保険会社等は、次の各号のいずれかに該当するときは、日本に所在する財産の全部について清算をしなければならない。

Article 212 (1) If a Foreign Insurance Company, etc. falls under any of the following items, it must liquidate the whole of its property in Japan:

一 当該外国保険会社等に係る第百八十五条第一項の免許が第二百五条又は第二百六条の規定により取り消されたとき。

(i) its license under Article 185, paragraph (1) has been cancelled pursuant to the provisions of Article 205 or 206; or

二 当該外国保険会社等に係る第百八十五条第一項の免許が第二百七十三条の規定によりその効力を失ったとき。

(ii) its license under Article 185, paragraph (1) has lost its effect pursuant to the provisions of Article 273.

2 前項の規定により外国保険会社等が清算をする場合には、内閣総理大臣は、利害関係人の請求により又は職権で、清算人を選任する。当該清算人を解任する場合についても、同様とする。

(2) If a Foreign Insurance Company, etc. goes into liquidation pursuant to the provisions of the preceding paragraph, the Prime Minister is to appoint (a) liquidator(s) at the request of any interested person or without any party's request. The same applies where they dismiss the liquidator(s).

3 内閣総理大臣は、前項の規定により清算人を解任する場合においては、当該清算に係る外国保険会社等の日本における主たる店舗の所在地の登記所にその旨の登記を嘱託しなければならない。

(3) Where the Prime Minister dismisses a liquidator pursuant to the provisions of the preceding paragraph, the Prime Minister must commission the registry office with jurisdiction over the principal branch of the Foreign Insurance Company in Liquidation, etc. in Japan to make a registration to that effect.

4 第百七十八条の規定により読み替えて適用する会社法第五百条（債務の弁済の制限）の規定並びに同法第四百七十六条（清算株式会社の能力）、第二編第九章第一節第二款（清算株式会社の機関）、第四百九十二条（財産目録等の作成等）、同節第四款（第五百条を除く。）（債務の弁済等）、第五百八条（帳簿資料の保存）、同章第二節（第五百十条、第五百十一条及び第五百十四条を除く。）（特別清算）、第七編

第三章第一節（総則）及び第三節（特別清算の手續に関する特則）並びに第九百三十八条第一項から第五項まで（特別清算に関する裁判による登記の嘱託）の規定は、その性質上許されないものを除き、第一項の規定による日本にある外国保険会社等の財産についての清算について準用する。この場合において、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 500 (Restrictions on Performance of Obligations) of the Companies Act as applied following the deemed replacement of terms pursuant to the provisions of Article 178, and the provisions of Article 476 (Capacity of Liquidating Stock Companies), Part II, Chapter IX, Section 1, Subsection 2 (Structures for Liquidating Stock Companies), Article 492 (Preparation of an Inventory of Property), Part II, Chapter IX, Section 1, Subsection 4 (excluding Article 500) (Performance of Obligations), Article 508 (Retention of Accounting Materials), Part II, Chapter IX, Section 2 (excluding Articles 510, 511 and 514) (Special Liquidations), Part VII, Chapter III, Sections 1 (General Provisions) and Section 3 (Special Provisions on Procedures of Special Liquidation) and Article 938, paragraphs (1) to (5) (Commissioning of Registration by a Juridical Decision on Special Liquidation) of that Act apply mutatis mutandis to the liquidation of the property of a Foreign Insurance Company, etc. in Japan under paragraph (1), unless their specific characters forbid such application. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

5 第七十七條の規定は第一項の規定による外国保険会社等の清算の場合について、第七十五條及び第七十九條第一項の規定は第一項の規定による外国保険会社等の清算の場合（前項において準用する会社法第二編第九章第二節（第五百十條、第五百十一條及び第五百十四條を除く。）、第七編第三章第一節及び第三節並びに第九百三十八條第一項から第五項までの規定の適用がある場合を除く。以下この項において同じ。）について、第二百條第一項及び第二百一條第一項の規定は第一項の規定による外国保険会社等の清算の場合において内閣総理大臣が清算に係る外国保険会社等の清算の監督上必要があると認めるときについて、それぞれ準用する。この場合において、第七十七條第二項中「解散の日」とあるのは「当該外国保険会社等に係る第八十五條第一項の免許が取り消され、又はその効力を失った日」と、同條第三項中「清算保険会社等」とあるのは「清算に係る外国保険会社等」と、第七十五條中「前條第一項、第四項又は第九項」とあるのは「第二百十二條第二項」と、「清算保険会社等」とあるのは「清算に係る外国保険会社等」と、第七十九條第一項中「清算保険会社等」とあるのは「清算に係る外国保険会社等」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(5) The provisions of Article 177 apply mutatis mutandis to the liquidation of a Foreign Insurance Company, etc. under paragraph (1); the provisions of Article 175 and Article 179, paragraph (1) apply mutatis mutandis to the liquidation of a Foreign Insurance Company, etc. under paragraph (1) (excluding the cases to which apply the provisions of Part II, Chapter IX, Section 2 (excluding Articles

510, 511 and 514), Part VII, Chapter III, Sections 1 and 3, and Article 938, paragraphs (1) to (5) of the Companies Act as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph); and the provisions of Article 200, paragraph (1) and Article 201, paragraph (1) apply mutatis mutandis to the liquidation of a Foreign Insurance Company, etc. under paragraph (1) where the Prime Minister finds it necessary for supervising the liquidation of the Foreign Insurance Company in Liquidation, etc. In this case, the term "date of dissolution" in Article 177, paragraph (2) is deemed to be replaced with "date of cancellation or expiration of the license issued to the Foreign Insurance Company, etc. under Article 185, paragraph (1)"; the term "Insurance Company in Liquidation, etc." in Article 177, paragraph (3) is deemed to be replaced with "Foreign Insurance Company in Liquidation, etc."; the terms "paragraph (1), (4) or (9) of the preceding Article" and "Insurance Company in Liquidation, etc." in Article 175 are deemed to be replaced with "Article 212, paragraph (2)" and "Foreign Insurance Company in Liquidation, etc.", respectively; and the term "Insurance Company in Liquidation, etc." in Article 179, paragraph (1) is deemed to be replaced with "Foreign Insurance Company in Liquidation, etc."; any other necessary technical replacement of terms is specified by Cabinet Order.

6 第八十五条第一項の内閣総理大臣の免許を受けた外国保険会社等（外国相互会社を除く。）については、会社法第八百二十条（日本に住所を有する日本における代表者の退任）の規定は、適用しない。

(6) The provisions of Article 812 (Resignation of Representatives in Japan Whose Domiciles Are in Japan) of the Companies Act do not apply to a Foreign Insurance Company, etc. (other than a Foreign Mutual Company) that has obtained a license from the Prime Minister set forth in Article 185, paragraph (1).

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第二百十三条 会社法第八百二十二条第一項から第三項まで（日本にある外国会社の財産についての清算）、第七編第一章第二節（外国会社の取引継続禁止又は営業所閉鎖の命令）、同編第三章第一節（総則）、第四節（外国会社の清算の手続に関する特則）及び第五節（会社の解散命令等の手続に関する特則）、第九百三十七条第二項（裁判による登記の嘱託）並びに第九百三十八条第六項（特別清算に関する裁判による登記の嘱託）の規定は、外国相互会社が日本国内に従たる事務所その他の事務所を設けた場合について準用する。この場合において、必要な技術的読替えは、政令で定める。

Article 213 The provisions of Article 822, paragraphs (1) to (3) (Liquidation of a Foreign Company's Property in Japan), Part VII, Chapter I, Section 2 (Order of Prohibition of Continuous Transactions or Closure of a Business Office of a

Foreign Company), Part VII, Chapter III, Sections 1 (General Provisions), Section 4 (Special Provisions on Liquidation Proceedings of a Foreign Company) and Section 5 (Special Provisions on Procedures of a Dissolution Order, etc. for a Company), Article 937, paragraph (2) (Commissioning of Registration by a Judicial Decision), and Article 938, paragraph (6) (Commissioning of Registration by a Juridical Decision Concerning Special Liquidation) of the Companies Act apply mutatis mutandis where a Foreign Mutual Company has established a secondary office or other office in Japan. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

第五節 雑則

Section 5 Miscellaneous Provisions

(登記簿)

(Registry)

第二百十四条 登記所に、外国相互会社登記簿を備える。

Article 214 A registry office is to keep a registry of foreign mutual companies.

(会社法の準用)

(Mutatis Mutandis Application of the Companies Act)

第二百十五条 会社法第七編第四章第一節（第九百七条を除く。）（総則）並びに第九百三十三条（第一項第一号及び第二項第七号を除く。）（外国会社の登記）、第九百三十四条第二項（日本における代表者の選任の登記等）、第九百三十五条第二項（日本における代表者の住所の移転の登記等）及び第九百三十六條第二項（日本における営業所の設置の登記等）の規定は、外国相互会社の登記について準用する。この場合において、同法第七編第四章第一節（第九百七条を除く。）中「この法律」とあるのは「保険業法及びこの法律」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 215 The provisions of Part VII, Chapter IV, Section 1 (excluding Article 907) (General Provisions), and Article 933 (excluding paragraph (1), item (i) and paragraph (2), item (vii)) (Registration of Foreign Company), Article 934, paragraph (2) (Registration, etc. of Appointment of a Representative in Japan), Article 935, paragraph (2) (Registration, etc. of the Relocation of the Domicile of a Representative in Japan) and Article 936, paragraph (2) (Registration, etc. of Establishment of a Business Office in Japan) of the Companies Act apply mutatis mutandis to the registration of a Foreign Mutual Company. In this case, the term "this Act" in Part VII, Chapter IV, Section 1 (excluding Article 907) of that Act is deemed to be replaced with "the Insurance Business Act and this Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

(商業登記法の準用)

(Mutatis Mutandis Application of the Commercial Registration Act)

第二百十六条 商業登記法第一条の三から第五条まで（登記所、事務の委任、事務の停止、登記官、登記官の除斥）、第七条から第十五条まで（会社法人等番号、登記簿等の持出禁止、登記簿の滅失と回復、登記簿等の滅失防止、登記事項証明書の交付等、登記事項の概要を記載した書面の交付、附属書類の閲覧、印鑑証明、電磁的記録の作成者を示す措置の確認に必要な事項等の証明、手数料、当事者申請主義、嘱託による登記）、第十七条第一項、第二項及び第四項（登記申請の方式）、第十八条から第十九条の三まで（申請書の添付書面、申請書に添付すべき電磁的記録、添付書面の特例）、第二十条第一項及び第二項（印鑑の提出）、第二十一条から第二十三条の二まで（受付、受領証、登記の順序、登記官による本人確認）、第二十四条（第十一号及び第十二号を除く。）（申請の却下）、第二十五条から第二十七条まで（提訴期間経過後の登記、行政区画等の変更、同一の所在場所における同一の商号の登記の禁止）、第三十三条（商号の登記の抹消）、第四十四条、第四十五条（会社の支配人の登記）、第五十一条、第五十二条（本店移転の登記）、第二百二十八条（申請人）、第二百二十九条（外国会社の登記）、第三百十条第一項及び第三項（変更の登記）並びに第三百十二条から第三百四十八条まで（更正、抹消の申請、職権抹消、行政手続法の適用除外、行政機関の保有する情報の公開に関する法律の適用除外、行政機関の保有する個人情報の保護に関する法律の適用除外、審査請求、審査請求事件の処理、行政不服審査法の適用除外、省令への委任）の規定は、外国相互会社に関する登記について準用する。この場合において、同法第十七条第四項中「事項又は前項の規定により申請書に記載すべき事項」とあるのは「事項」と、「前二項」とあるのは「同項」と、同法第五十一条第一項中「本店」とあるのは「日本国内の事務所」と、同法第二百二十九条第一項中「会社法第九百三十三条第一項の規定による外国会社」とあるのは「外国相互会社の事務所の設置」と、同条第三項中「日本における代表者を定めた旨又は日本に営業所」とあるのは「日本国内に事務所」と、同法第三百十条第三項中「前二項の登記の」とあるのは「第一項の登記の」と、「既に前二項」とあるのは「既に同項」と、「前二項」とあるのは「同項」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 216 The provisions of Articles 1-3 to 5 (Registry Office, Delegation of Affairs, Suspension of Affairs, Registrar, Disqualification of Registrar), Articles 7 to 15 (Corporate Number, etc., Prohibition on Carrying Out of Registries and Other Documents, Loss and Restoration of Registries, Prevention of Loss of Registry, Issuance of Certificate of Registered Matters, Issuance of Documents Specifying Extract of Matters Registered, Inspection of Annexed Documents, Certificate of Seal Impression, Certification of Matters Required for Verification of Measures to Identify the Creator of Electronic or Magnetic Records and Other Matters, Fees, Registration Upon Application by a Relevant Party, Registration upon Commission), Article 17, paragraphs (1), (2) and (4) (Method of Application for Registration), Articles 18 to 19-3 (Documents to be

Attached to Written Application, Electronic or Magnetic Record to be Attached to Written Application, Special Provisions on Documents to be Attached), Article 20, paragraphs (1) and (2) (Submission of Seal Impression), Articles 21 to 23-2 (Acceptance of Applications, Receipt, Order of Registration, Identify Confirmation by Registrar), Article 24 (excluding items (xi) and (xii)) (Dismissal of Application), Articles 25 to 27 (Registration to be Made after Lapse of Period for Filing Action, Change in Administrative Zone, etc., Prohibition of Registration of Identical Trade Name at Same Location), Article 33 (Cancellation of Registration of Trade Name), Articles 44 and 45 (Registration of Company's Manager), Articles 51 and 52 (Registration of Relocation of Head Office), Article 128 (Applicant), Article 129 (Registration of Foreign Company), Article 130, paragraphs (1) and (3) (Registration of Change), and Articles 132 to 148 (Correction, Application for Cancellation, Ex Officio Cancellation, Exclusion from Application of the Administrative Procedure Act, Exclusion from Application of the Act on Access to Information Held by Administrative Organs, Request for Review, Handling of Request of Review Case, Exclusion from Application of the Administrative Appeal Act, Delegation to Order of the Ministry) of the Commercial Registration Act apply mutatis mutandis to a registration regarding a Foreign Mutual Company. In this case, the term "or the particulars that are required to be included in a written application pursuant to the provisions of the preceding paragraph" in Article 17, paragraph (4) of that Act is deemed to be deleted; the term "preceding two paragraphs" in Article 17, paragraph (4) of that Act is deemed to be replaced with "that paragraph"; the term "head office" in Article 51, paragraph (1) of that Act is deemed to be replaced with "office in Japan"; the term "a foreign company under Article 933, paragraph (1) of the Companies Act" in Article 129, paragraph (1) of that Act is deemed to be replaced with "the establishment of an office of a Foreign Mutual Company"; the term "the company has designated its representative person in Japan or established a business office in Japan" in Article 129, paragraph (3) of that Act is deemed to be replaced with "the company has established an office in Japan"; and the terms "for registration under the preceding two paragraphs", "registration has been made under the preceding two paragraphs" and "documents set forth in the preceding two paragraphs" in Article 130, paragraph (3) of that Act are deemed to be replaced with "for registration under the preceding paragraph", "registration has been made under that paragraph" and "document set forth in that paragraph", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

(外国保険会社等の公告方法)

(Method of Public Notice by a Foreign Insurance Company)

第二百十七条 外国保険会社等（外国会社及び外国相互会社に限る。次項及び第三項において同じ。）の公告方法は、次に掲げる方法のいずれかを定めなければならない。

Article 217 (1) A Foreign Insurance Company, etc. (limited to a foreign company or Foreign Mutual Company; the same applies in the following paragraph and paragraph (3)) must designate as its Method of Public Notice:

一 時事に関する事項を掲載する日刊新聞紙に掲載する方法

(i) publication in a daily newspaper that publishes the news on current events;
or

二 電子公告

(ii) electronic public notice.

2 外国保険会社等が前項第二号に掲げる方法を公告方法とする旨を定める場合には、電子公告を公告方法とする旨を定めれば足りる。この場合においては、事故その他やむを得ない事由によって電子公告による公告をすることができない場合の公告方法として、同項第一号に掲げる方法を定めることができる。

(2) Where a Foreign Insurance Company, etc. designates the method listed in item (ii) of the preceding paragraph as its Method of Public Notice, it is sufficient for the company to prescribe that electronic public notice is to be its Method of Public Notice. In this case, the company may designate the method listed in item (i) of that paragraph as the Method of Public Notice to be adopted where it is unable to give an electronic public notice due to an accident or any other unavoidable circumstances.

3 会社法第九百四十条第一項（第一号を除く。）及び第三項（電子公告の公告期間等）、第九百四十一条（電子公告調査）、第九百四十六条（調査の義務等）、第九百四十七条（電子公告調査を行うことができない場合）、第九百五十一条第二項（財務諸表等の備置き及び閲覧等）、第九百五十三条（改善命令）並びに第九百五十五条（調査記録簿等の記載等）の規定は、外国保険会社等が電子公告によりこの法律又は他の法律の規定による公告をする場合について準用する。この場合において、同法第九百四十条第一項第二号中「第四百四十条第一項」とあるのは「保険業法第九百九十三条第二項において準用する第八百十九条第一項」と、「定時株主総会」とあるのは「手続」と、同条第三項中「前二項」とあるのは「第一項」と、同法第九百四十一条中「この法律又は他の法律の規定による公告（第四百四十条第一項の規定による公告を除く）」とあるのは「保険業法の規定による公告（同法第九百九十三条第二項において準用する第八百十九条第一項の規定による公告を除く）」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(3) The provisions of Article 940, paragraph (1) (excluding items (i) and paragraph (3) (Public Notice Period, etc. of Electronic Public Notice), Article 941 (Electronic Public Notice Investigation), Article 946 (Obligation, etc. of Investigation), Article 947 (Cases Where an Electronic Public Notice Investigation Is Unable to Be Carried Out), Article 951, paragraph (2) (Retention and Inspection, etc. of Financial Statements, etc.), Article 953 (Order for Improvement), and Article 955 (Statements, etc. in an Investigation

Record Book, etc.) of the Companies Act apply mutatis mutandis where a Foreign Insurance Company, etc. gives public notice under this Act or any other Act in the form of an electronic public notice. In this case, the terms "Article 440, paragraph (1)" and "annual shareholders' meeting" in Article 940, paragraph (1), item (ii) of that Act are deemed to be replaced with "Article 819, paragraph (1) as applied mutatis mutandis pursuant to Article 193, paragraph (2) of the Insurance Business Act" and "procedure" respectively; the term "the preceding two paragraphs" in Article 940, paragraph (3) of that Act is deemed to be replaced with "paragraph (1)"; and the term "public notice under this Act or any other Act (excluding the public notice under Article 440, paragraph (1))" in Article 941 of that Act is deemed to be replaced with "public notice under the Insurance Business Act (excluding the public notice under Article 819, paragraph (1) as applied mutatis mutandis pursuant to Article 193, paragraph (2) of that Act"; any other necessary technical replacement of terms is specified by Cabinet Order.

- 4 外国保険会社等（外国会社及び外国相互会社を除く。）の公告方法は、時事に関する事項を掲載する日刊新聞紙に掲載する方法とする。
- (4) The Method of Public Notice by a Foreign Insurance Company, etc. (other than a foreign company or Foreign Mutual Company) is to be a publication in a daily newspaper that publishes the news on current events.

（駐在員事務所の設置の届出等）

(Notification of Establishment of a Representative Office in a Foreign State)

第二百十八条 第百八十五条第一項の免許を有しない外国保険業者は、次の各号のいずれかに該当する場合には、第一号に掲げる場合にあつてはあらかじめ、その旨及び当該業務の内容、当該業務を行う施設の所在地その他内閣府令で定める事項を、第二号から第四号までに掲げる場合にあつては遅滞なく、その旨を内閣総理大臣に届け出なければならない。

Article 218 (1) If a Foreign Insurer who does not have a license as set forth in Article 185, paragraph (1) falls under any of the following items and if item (i) applies, the insurer must notify the Prime Minister of this and of the content of the relevant business, the location of the offices conducting such business and any other particular specified by Cabinet Office Order and, if item (ii), (iii) or (iv) applies, must notify the Prime Minister of this without delay:

一 次に掲げる業務を行うため、日本国内に駐在員事務所その他の施設を設置しようとするとき（他の目的により設置している事務所その他の施設において当該業務を行おうとする場合を含む。）。

(i) the insurer seeks to establish a resident office in a foreign state or any other office in Japan to conduct any of the following business (including the cases where it seeks to conduct such business in an office that has been established for any other purpose):

- イ 保険業に関する情報の収集又は提供
 - (a) collection or provision of information regarding the Insurance Business;
 - or
 - ロ その他保険業に関連を有する業務
 - (b) any other business related to the Insurance Business;
- 二 前号の施設を廃止したとき。
 - (ii) the insurer has abolished the office set forth in the preceding item;
- 三 第一号の施設において行う同号イ又はロに掲げる業務を廃止したとき。
 - (iii) the insurer has abolished the business listed in item (i), (a) or (b) that were provided at the office set forth in that item; or
- 四 第一号の場合において届け出た事項を変更したとき。
 - (iv) the insurer has modified any of the particulars for which it has provided notification under item (i).
- 2 内閣総理大臣は、公益上必要があると認めるときは、前項の外国保険業者に対し、同項第一号の施設において行う同号イ又はロに掲げる業務に関し報告又は資料の提出を求めることができる。
- (2) If the Prime Minister may finds it necessary for the public interest, the Prime Minister may request the Foreign Insurer set forth in the preceding paragraph to submit a report or materials concerning the business listed in item (i), (a) or (b) of that paragraph that is conducted at the office set forth in that item.

第六節 特定法人に対する特則

Section 6 Special Provisions on Specified Corporations

(免許)

(Licensing)

第二百十九条 次の各号のいずれにも該当する法人（以下この節において「特定法人」という。）は、保険の引受けを行う当該特定法人の社員（以下「引受社員」という。）の日本における保険業に係る引受けの代理並びに当該日本における保険業に係る当該特定法人及びその引受社員の業務の代理をする者（以下この節において「総代理店」という。）を定め、引受社員が日本において保険業を行うことについて、内閣総理大臣の免許を受けることができる。

Article 219 (1) A corporation falling under both of the following items (hereinafter referred to as a "Specified Corporation" in this Section) may designate a person (hereinafter referred to as "General Representative" in this Section) to act as an underwriting agent for those members of the Specified Corporation who provide insurance underwriting (hereinafter referred to as "Underwriting Members") for the corporation's Insurance Business in Japan, or as a business agent for the Specified Corporation and its Underwriting Members for such Insurance Business in Japan, and obtain a license from the Prime Minister for its Underwriting Members to conduct Insurance Business in

Japan:

一 外国の特別の法令により設立された法人であること。

(i) it was incorporated under a special foreign law or regulation; and

二 その社員である者が、外国の法令の特別の規定により、当該外国において保険業の免許（当該免許に類する許可、登録その他の行政処分を含む。）を受けないで、保険業を行うことが認められていること。

(ii) pursuant to special provisions of foreign laws or regulations, its members are allowed to conduct Insurance Business in the relevant foreign state without obtaining a license for Insurance Business (including any administrative measure similar to such license, such as permission or registration).

2 前項の免許は、特定生命保険業免許及び特定損害保険業免許の二種類とする。

(2) The license set forth in the preceding paragraph is to be in two types: a specified life insurance business license and a specified non-life insurance business license.

3 特定生命保険業免許と特定損害保険業免許とは、同一の特定法人が受けることはできない。

(3) The same Specified Corporation may not obtain both a specified life insurance business license and a specified non-life insurance business license.

4 特定生命保険業免許は、引受社員が日本における事業として第三条第四項第一号に掲げる保険の引受けを行い、又はこれに併せて同項第二号若しくは第三号に掲げる保険の引受けを行うことに係る免許とする。

(4) A specified life insurance business license is a license for Underwriting Members to underwrite the class of insurance listed in Article 3, paragraph (4), item (i) as a business undertaking in Japan or, in addition, to underwrite the class of insurance listed in Article 3, paragraph (4), item (ii) or (iii).

5 特定損害保険業免許は、引受社員が日本における事業として第三条第五項第一号に掲げる保険の引受けを行い、又はこれに併せて同項第二号若しくは第三号に掲げる保険の引受けを行うことに係る免許とする。

(5) A specified non-life insurance business license is a license for an Underwriting Member to underwrite the class of insurance listed in Article 3, paragraph (5), item (i) as a business undertaking in Japan or, in addition, to underwrite the class of insurance listed in Article 3, paragraph (5), item (ii) or (iii).

6 特定法人が第一項の免許を受けた場合には、当該特定法人の引受社員は、第三条第一項及び第百八十五条第一項の規定にかかわらず、第二項の免許の種類に従い、総代理店の事務所において日本における保険業を行うことができる。

(6) The Underwriting Members of a Specified Corporation that has obtained a license under paragraph (1) may, notwithstanding the provisions of Article 3, paragraph (1) and Article 185, paragraph (1), conduct Insurance Business in Japan in the offices of their general agent in accordance with the type of

license issued under paragraph (2).

(免許申請手続)

(Application Procedures for Licensing)

第二百二十条 前条第一項の免許を受けようとする特定法人は、次に掲げる事項を記載した免許申請書を内閣総理大臣に提出しなければならない。

Article 220 (1) Any Specified Corporation that seeks to obtain the license set forth in paragraph (1) of the preceding Article must submit to the Prime

Minister a written application for a license detailing the following particulars:

一 当該特定法人の商号又は名称、本店又は主たる事務所の所在地及び設立の年月日

(i) the trade name or name, address of the head office or principal office, and date of the incorporation of the Specified Corporation;

二 当該特定法人の設立に当たって準拠した法令を制定した国（以下この節において「設立準拠法国」という。）の国名

(ii) the name of the country that enacted the law or regulation under which the Specified Corporation was incorporated (hereinafter referred to as "Country with Jurisdiction over Incorporation" in this Section);

三 当該特定法人及び引受社員を日本において代表する者（以下この節において「日本における代表者」という。）の氏名及び住所

(iii) the name and address of the person who represents the Specified Corporation and its Underwriting Members in Japan (hereinafter referred to as the "Representative Person in Japan" in this Section);

四 受けようとする免許の種類

(iv) the type of license desired; and

五 当該特定法人及び引受社員の日本における主たる店舗（総代理店の本店をいう。以下この節において同じ。）

(v) the principal branch of the Specified Corporation and its Underwriting Members in Japan (meaning the head office of the General Representative; hereinafter the same applies in this Section).

2 前項の免許申請書には、当該特定法人の設立が適法に行われたこと及び引受社員が設立準拠法国において適法に日本において行おうとする保険業と同種類の保険業を行っていることを証する設立準拠法国の権限のある機関の証明書を添付しなければならない。

(2) A certificate issued by the competent authorities of the Country with Jurisdiction over Incorporation certifying that the Specified Corporation was incorporated legally and that its Underwriting Members legally conduct the same type of Insurance Business as that which they seek to conduct in Japan, in the Country with Jurisdiction over Incorporation, must be attached to the written application for a license set forth in the preceding paragraph.

3 前項に定めるもののほか、第一項の免許申請書には、次に掲げる書類その他内閣府令で定める書類を添付しなければならない。

- (3) In addition to what is listed in the preceding paragraph, the following documents and other documents specified by Cabinet Office Order must be attached to the written application for the license set forth in paragraph (1):
- 一 特定法人の定款又はこれに準ずる書類
 - (i) the articles of incorporation of the Specified Corporation or any other equivalent document;
 - 二 引受社員の日本における事業に係る事業の方法書
 - (ii) a statement of business procedures pertaining to the business of the Underwriting Members in Japan;
 - 三 引受社員が日本において締結する保険契約に係る普通保険約款
 - (iii) the general policy conditions pertaining to the insurance contracts to be concluded by the Underwriting Members in Japan;
 - 四 引受社員が日本において締結する保険契約に係る保険料及び責任準備金の算出方法書
 - (iv) a statement of calculation procedures for the insurance premiums and policy reserves pertaining to the insurance contracts to be concluded by the Underwriting Members in Japan; and
 - 五 引受社員が日本において行う保険の引受けについて保険契約の内容を確定するための協議を行うことのある者で内閣府令で定めるものの氏名又は商号及び住所又は本店の所在地を記載した書類
 - (v) a document indicating the name or trade name, and address or location of the head office of the person specified by Cabinet Office Order with whom the Underwriting Members may consult for the purpose of confirming the contents of insurance contracts in connection with the underwriting of insurance that they conduct in Japan.
- 4 前項第二号から第四号までに掲げる書類には、内閣府令で定める事項を記載しなければならない。
- (4) The documents listed in items (ii) to (iv) of the preceding paragraph must detail the particulars specified by Cabinet Office Order.

(免許審査基準)

(Licensing Examination Standards)

第二百二十一条 内閣総理大臣は、第二百十九条第一項の免許の申請があつたときは、次に掲げる基準に適合するかどうかを審査しなければならない。

Article 221 (1) Whenever an application has been filed for the license set forth in Article 219, paragraph (1), the Prime Minister must examine whether it conforms to the following standards:

- 一 当該申請をした者（以下この項において「申請者」という。）が、その人的構成等に照らして、引受社員の日本における業務の的確、公正かつ効率的な遂行を確保するために必要な知識及び経験を有し、かつ、十分な社会的信用を有する者であること。

(i) the person that filed the application (hereinafter referred to as "Applicant" in this paragraph) has, in light of its human resource structure, etc., the necessary knowledge and experience to carry out the business of the Underwriting Members in an appropriate, fair and efficient manner, and must have sufficient social credibility;

二 申請者が、設立準拠法国の法令又は当該法人の規約により引受社員の保険契約上の債務の履行を確実にするための財産を保有していることその他保険契約者等の保護のための措置が十分に講じられていること。

(ii) the Applicant has sufficient property to ensure the performance of the insurance contract obligations of the Underwriting Members pursuant to the laws and regulations of the Country with Jurisdiction over Incorporation or the bylaws of the corporation, and has taken other measures for the protection of Policyholders, etc. in a sufficient manner;

三 引受社員の行う日本における保険業に係る収支の見込みが良好であること。

(iii) the prospects of revenues and expenditures for the Insurance Business the Underwriting Members would conduct in Japan are satisfactory;

四 前条第三項第二号及び第三号に掲げる書類に記載された事項が、第五条第一項第三号イからホまでに掲げる基準に適合するものであること。

(iv) the particulars detailed in the documents listed in paragraph (3), item (ii) and (iii) of the preceding Article conform to the standards listed in Article 5, paragraph (1), item (iii), (a) to (e); and

五 前条第三項第四号に掲げる書類に記載された事項が、第五条第一項第四号イからハまでに掲げる基準に適合するものであること。

(v) the particulars detailed in the documents listed in paragraph (3), item (iv) of the preceding Article conform to the standards listed in Article 5, paragraph (1), item (iv), (a) to (c).

2 内閣総理大臣は、前項に定める審査の基準に照らし公益上必要があると認めるときは、その必要の限度において、第二百十九条第一項の免許に条件を付し、及びこれを変更することができる。

(2) If and to the extent that the Prime Minister finds it necessary for the public interest in light of standards for examination prescribed in the preceding paragraph, the Prime Minister may impose conditions on the license referred to in Article 219, paragraph (1) or change them.

(内閣総理大臣の告示)

(Public Notice by the Prime Minister)

第二百二十二条 内閣総理大臣は、第二百十九条第一項の免許をしたときは、その旨及び第二百二十条第一項各号に掲げる事項を、遅滞なく、官報で告示するものとする。同項第一号、第二号、第三号又は第五号に掲げる事項の変更について第二百三十四条の規定による届出があつたときも、同様とする。

Article 222 If the Prime Minister has granted a license under Article 219,

paragraph (1), the Prime Minister is to publish those fact and the particulars listed in the items of Article 220, paragraph (1) without delay in the Official Gazette. The same applies where the Prime Minister has been notified pursuant to Article 234 of the modification of any particular listed in Article 220, paragraph (1), items (i), (ii), (iii) or (v).

(供託)

(Deposits)

第二百二十三条 第二百十九条第一項の免許を受けた特定法人（以下「免許特定法人」という。）は、日本における保険契約者等の保護のため必要かつ適当なものとして政令で定める額の金銭を、日本における主たる店舗の最寄りの供託所に供託しなければならない。

Article 223 (1) A Specified Corporation that has obtained a license under Article 219, paragraph (1) (hereinafter referred to as a "Licensed Specified Corporation") must deposit the amount of money specified by Cabinet Order as necessary and appropriate for the protection of Policyholders, etc. in Japan with the deposit office located nearest to its principal branch in Japan.

2 内閣総理大臣は、日本における保険契約者等の保護のため必要があると認めるときは、免許特定法人に対し、引受社員が日本における保険業を開始する前に、前項の政令で定める額のほか、相当と認める額の金銭の供託を命ずることができる。

(2) If the Prime Minister finds it necessary for the protection of Policyholders, etc. in Japan, the Prime Minister may order a Licensed Specified Corporation to deposit, in addition to the amount of money specified by Cabinet Order set forth in the preceding paragraph, the amount of money that they find appropriate prior to the commencement of Insurance Business in Japan by its Underwriting Members.

3 免許特定法人は、政令で定めるところにより、当該免許特定法人のために所要の供託金が内閣総理大臣の命令に応じて供託される旨の契約を締結し、その旨を内閣総理大臣に届け出たときは、当該契約の効力の存する間、当該契約において供託されることとなっている金額（以下この条において「契約金額」という。）につき前二項の供託金の全部又は一部の供託をしないことができる。

(3) If a Licensed Specified Corporation has concluded an agreement stipulating that a required amount of deposit be made for the Licensed Specified Corporation by order of the Prime Minister pursuant to the provisions of Cabinet Order and has notified the Prime Minister of this, it may withhold in whole or in Part the deposit under the preceding two paragraphs regarding the amount to be deposited under the relevant agreement (hereinafter referred to as the "Contract Amount" in this Article), so long as the agreement remains in effect.

4 内閣総理大臣は、日本における保険契約者等の保護のため必要があると認めるときは、免許特定法人と前項の契約を締結した者又は当該免許特定法人に対し、契約金額

に相当する金額の全部又は一部を供託すべき旨を命ずることができる。

(4) If the Prime Minister finds it necessary for the protection of Policyholders, etc. in Japan, the Prime Minister may order a person who has concluded with a Licensed Specified Corporation an agreement as set forth in the preceding paragraph or the Licensed Specified Corporation concerned to make a deposit in an amount corresponding to the whole or Part of the Contract Amount.

5 引受社員は、免許特定法人が第一項の供託金（第二項の規定により同項の金銭の供託を命ぜられた場合には、その供託金を含む。）につき供託（第三項の契約の締結を含む。第九項において同じ。）を行い、その旨を内閣総理大臣に届け出た後でなければ、第二百十九条第一項の免許に係る保険業を開始してはならない。

(5) Underwriting Members may not commence Insurance Business under a license referred to in Article 219, paragraph (1), unless the Licensed Specified Corporation has made the deposit under paragraph (1) (including any deposit made following an order for the deposit of money under paragraph (2) pursuant to the provisions of that paragraph) (including the conclusion of an agreement under paragraph (3); the same applies in paragraph (9)) and has notified the Prime Minister of this.

6 引受社員の日本における保険契約に係る保険契約者、被保険者又は保険金額を受け取るべき者は、保険契約により生じた債権に関し、免許特定法人に係る供託金について、他の債権者に先立ち弁済を受ける権利を有する。

(6) The Policyholders, insurers or beneficiaries of insurance contracts concluded by Underwriting Members in Japan, with regard to any credit arising out of the insurance contracts, are to have priority claims over other creditors on the deposit pertaining to the Licensed Specified Corporation.

7 前項の規定の適用については、免許特定法人は、その引受社員が日本において引き受けた保険に係る保険契約について、当該保険契約に係る引受社員の債務を連帯して保証したものとみなす。

(7) For the purpose of applying the provisions of the preceding paragraph, a Licensed Specified Corporation is deemed to have jointly and severally guaranteed the obligations of its Underwriting Members under the insurance contracts that they have concluded in Japan.

8 第六項の権利の実行に関し必要な事項は、政令で定める。

(8) The necessary particulars for enforcing a claim under paragraph (6) are specified by Cabinet Order.

9 免許特定法人は、第六項の権利の実行その他の理由により、供託金の額（契約金額を含む。）が第一項の政令で定める額に不足することとなったときは、内閣府令で定める日から二週間以内にその不足額につき供託を行い、その旨を遅滞なく内閣総理大臣に届け出なければならない。

(9) If and when the amount of a deposit (including the Contract Amount) falls below the amount specified by Cabinet Order set forth in paragraph (1) for reasons such as the enforcement of a claim under paragraph (6), the Licensed

Specified Corporation must compensate for the shortfall within two weeks from the date specified by Cabinet Office Order, and notify the Prime Minister to that effect without delay.

1 0 免許特定法人は、国債証券、地方債証券その他の内閣府令で定める有価証券をもって、第一項、第二項又は前項の供託金に代えることができる。

(10) A Licensed Specified Corporation may deposit any of the securities specified by Cabinet Office Order, such as a national government bond or local government bond, in lieu of the deposit set forth in paragraph (1), (2) or the preceding paragraph.

1 1 第一項、第二項、第四項又は第九項の規定により供託した供託金は、次の各号のいずれかに該当する場合には、政令で定めるところにより、取り戻すことができる。

(11) The deposit made pursuant to the provisions of paragraph (1), (2), (4) or (9) may be recovered pursuant to the provisions of Cabinet Order, if and when:

一 当該免許特定法人に係る第二百十九条第一項の免許が第二百三十一条又は第二百三十二条の規定により取り消されたとき。

(i) the license granted to the Licensed Specified Corporation under Article 219, paragraph (1) is cancelled pursuant to the provisions of Article 231 or 232; or

二 当該免許特定法人に係る第二百十九条第一項の免許が第二百三十六条の規定によりその効力を失ったとき。

(ii) the license granted to the Licensed Specified Corporation under Article 219, paragraph (1) loses its effect pursuant to the provisions of Article 236.

1 2 前各項に定めるもののほか、供託金に関し必要な事項は、内閣府令・法務省令で定める。

(12) Beyond what is provided for in the preceding paragraphs, necessary particulars of a deposit are specified by Cabinet Office Order or Ministry of Justice Order.

(日本において保険業を行う引受社員の届出等)

(Notification on Underwriting Members Conducting Insurance Business in Japan)

第二百二十四条 日本における代表者は、日本において保険業を行う引受社員及び第二百二十条第三項第五号の内閣府令で定める者の氏名又は商号及び住所又は本店の所在地を、あらかじめ、内閣総理大臣に届け出なければならない。届け出た事項に変更があったときも、同様とする。

Article 224 (1) A Representative Person in Japan must notify the Prime Minister in advance of the names and addresses of the Underwriting Members to conduct Insurance Business in Japan, as well as the name or trade name, and address or location of the head office of the person specified by Cabinet Office Order set forth in Article 220, paragraph (3), item (v). The same applies to any change in a particular of which notification has been given.

2 日本における代表者は、日本において保険業を行う引受社員の名簿を日本における

主たる店舗に備え置かなければならない。

(2) A Representative Person in Japan must keep at its principal branch in Japan a list of the Underwriting Members conducting Insurance Business in Japan.

3 引受社員の日本における業務に係る保険契約者、保険金額を受け取るべき者その他の債権者及び被保険者は、総代理店に対して、その業務を行うべき時間内は、いつでも、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該総代理店の定めた費用を支払わなければならない。

(3) Policyholders and beneficiaries of insurance proceeds in connection with the business of the Underwriting Members in Japan, and other creditors and insured parties, may make any of the following requests to the General Representative at any time during the hours in which it should be doing business; provided, however, that they must pay the fees determined by the General Representative in making a request falling under item (ii) or (iv):

一 前項の名簿が書面をもって作成されているときは、当該書面の閲覧の請求

(i) where the list set forth in the preceding paragraph has been prepared in writing, a request to inspect such a document;

二 前号の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents referred to in the preceding item;

三 前項の名簿が電磁的記録をもって作成されているときは、当該電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) where the list set forth in the preceding paragraph has been prepared in the form of an electronic or magnetic record, a request to inspect anything that shows the particulars recorded in the electronic or magnetic record in a manner specified by Cabinet Office Order; or

四 前号の電磁的記録に記録された事項を電磁的方法であって総代理店の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic record set forth in the preceding item by the electronic or magnetic means determined by the General Representative, or to be issued a document detailing such particulars.

(事業の方法書等に定めた事項の変更)

(Modification of Particulars Prescribed in a Statement of Business Procedures)

第二百二十五条 免許特定法人は、第二百二十条第三項第二号から第四号までに掲げる書類に定めた事項（日本における保険契約者等の保護に欠けるおそれが少ないものとして内閣府令で定める事項を除く。）を変更しようとするときは、内閣総理大臣の認可を受けなければならない。

Article 225 (1) A Licensed Specified Corporation must obtain authorization from the Prime Minister when it seeks to modify any of the particulars prescribed in the documents listed in Article 220, paragraph (3), items (ii) to (iv) (excluding

the particulars specified by Cabinet Office Order as posing little risk to the protection of Policyholders, etc. in Japan).

2 免許特定法人は、前項に規定する書類に定めた事項を変更しようとする場合で、同項の内閣府令で定める事項を変更しようとするときは、あらかじめ、当該変更しようとする旨を内閣総理大臣に届け出なければならない。

(2) A Licensed Specified Corporation must, when it seeks to modify any of the particulars that are prescribed in the preceding paragraph and are specified by Cabinet Office Order set forth in that paragraph, notify the Prime Minister to that effect in advance.

3 第二百二十四条及び第二百五条の規定は、第一項の認可及び前項の届出について準用する。この場合において、第二百二十四条第一号中「第四条第二項第二号及び第三号」とあるのは「第二百二十条第三項第二号及び第三号」と、同条第二号中「第四条第二項第四号」とあるのは「第二百二十条第三項第四号」と読み替えるものとする。

(3) The provisions of Articles 124 and 125 apply mutatis mutandis to the authorization under paragraph (1) and the notification set forth in the preceding paragraph. In this case, the term "Article 4, paragraph (2), items (ii) and (iii)" in Article 124, item (i) is deemed to be replaced with "Article 220, paragraph (3), items (ii) and (iii)"; and the term "Article 4, paragraph (2), item (iv)" in Article 124, item (ii) is deemed to be replaced with "Article 220, paragraph (3), item (iv)".

(報告又は資料の提出)

(Submission of Reports and Materials)

第二百二十六条 内閣総理大臣は、引受社員の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、免許特定法人、引受社員又は総代理店に対し、当該免許特定法人又は引受社員の日本における業務又は財産の状況に関し報告又は資料の提出を求めることができる。

Article 226 (1) If the Prime Minister finds it necessary to protect Policyholders, etc. in Japan by ensuring the sound and appropriate business operation of the Underwriting Members in Japan, the Prime Minister may request the Licensed Specified Corporation, Underwriting Members or General Representative to submit a report or materials concerning the status of the business or property of the Licensed Specified Corporation or its Underwriting Members in Japan.

2 内閣総理大臣は、引受社員の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため特に必要があると認めるときは、その必要の限度において、当該引受社員の属する免許特定法人又は当該引受社員から日本における業務の委託を受けた者（その者から委託（二以上の段階にわたる委託を含む。）を受けた者を含み、当該引受社員及び総代理店を除く。次項並びに次条第二項及び第三項において「免許特定法人等から業務の委託を受けた者」という。）に対し、当該免許特定法人又は引受社員の日本における業務又は財産の状況に関し参考となるべき報告又は資料の提出を求めることができる。

(2) If and to the extent that the Prime Minister finds it particularly necessary for the protection of Policyholders, etc. in Japan and for ensuring the sound and appropriate business operation of the Underwriting Members in Japan, the Prime Minister may request the Licensed Specified Corporation to which the Underwriting Members belong or a person the Underwriting Members have entrusted with their business in Japan (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements), and excluding the Underwriting Members or General Representative; referred to as a "Person That a Licensed Specified Corporation, etc. Has Entrusted with Its Business" in the following paragraph, and paragraphs (2) and (3) of the following Article) to submit a report or materials that should serve as a reference concerning the status of the business or property of the Licensed Specified Corporation or Underwriting Members in Japan.

3 免許特定法人等から業務の委託を受けた者は、正当な理由があるときは、前項の規定による報告又は資料の提出を拒むことができる。

(3) A Person That a Licensed Specified Corporation, etc. Has Entrusted with Its Business may refuse to submit reports or materials required under the preceding paragraph if there are justifiable grounds for it to do so.

(立入検査)

(On-Site Inspections)

第二百二十七条 内閣総理大臣は、引受社員の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、当該職員に、総代理店の事務所に立ち入らせ、当該免許特定法人又は引受社員の日本における業務又は財産の状況に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

Article 227 (1) If the Prime Minister finds it necessary for ensuring the sound and appropriate business operation of the Underwriting Members in Japan and for protecting Policyholders, etc. in Japan, the Prime Minister may have officials enter the offices of the General Representative, ask questions on the status of the business or property of the Licensed Specified Corporation or its Underwriting Members, or inspect relevant items such as books and documents.

2 内閣総理大臣は、前項の規定による立入り、質問又は検査を行う場合において特に必要があると認めるときは、その必要の限度において、当該職員に、免許特定法人等から業務の委託を受けた者の施設に立ち入らせ、その免許特定法人若しくは引受社員に対する質問若しくは検査に必要な事項に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

(2) If and to the extent that the Prime Minister finds it to be particularly necessary in entering a site, asking questions, or conducting an inspection pursuant to the provisions of the preceding paragraph, the Prime Minister may have officials enter the office of a Person That the Licensed Specified

Corporation, etc. Has Entrusted with Its Business, have such officials question the Licensed Specified Corporation or its Underwriting Members or ask questions about any particulars that are necessary for their inspection, or have such officials inspect relevant materials such as books and documents.

3 免許特定法人等から業務の委託を受けた者は、正当な理由があるときは、前項の規定による質問及び検査を拒むことができる。

(3) A Person That a Licensed Specified Corporation, etc. Has Entrusted with Its Business may refuse the questioning and inspection under the preceding paragraph if there are justifiable grounds for it to do so.

(健全性の基準)

(Standard of Soundness)

第二百二十八条 内閣総理大臣は、免許特定法人に係る次に掲げる額を用いて、引受社員の日本における業務の運営の健全性を判断するための基準として引受社員の保険金等の支払能力の充実の状況が適当であるかどうかの基準を定めることができる。

Article 228 The Prime Minister may use the following amounts with respect to a Licensed Specified Corporation and establish whether or not the Underwriting Members have an appropriate level of solvency in terms of their ability to pay Insurance Proceeds, etc. as the standard by which the soundness of the Underwriting Members' business management in Japan is determined:

一 第二百二十三条の供託金その他の内閣府令で定めるものの額の合計額

(i) the sum total of the amounts specified by Cabinet Office Order, such as the deposit under Article 223; and

二 引受社員の日本において引き受けている保険に係る保険事故の発生その他の理由により発生し得る危険であって通常の予測を超えるものに対応する額として内閣府令で定めるところにより計算した額

(ii) an amount calculated pursuant to the provisions of Cabinet Office Order as the amount corresponding to that part of risks which might materialize beyond normal expectations for any reasons pertaining to the insurance underwritten in Japan by the Underwriting members, such as the occurrence of insured events.

(事業の方法書等に定めた事項の変更命令)

(Order to Modify Particulars Prescribed in a Statement of Business Procedures)

第二百二十九条 内閣総理大臣は、免許特定法人及び引受社員の業務若しくは財産の状況に照らして、又は事情の変更により、引受社員の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、当該免許特定法人に対し、その必要の限度において、第二百二十条第三項第二号から第四号までに掲げる書類に定めた事項の変更を命ずることができる。

Article 229 If and to the extent that the Prime Minister finds it necessary for

protecting Policyholders, etc. in Japan and for ensuring the sound and appropriate business operation of the Underwriting Members in Japan in light of the status of the business or property of the Licensed Specified Corporation and Underwriting Members or any changes in the circumstances, the Prime Minister may order the Licensed Specified Corporation to modify the particulars prescribed in the documents listed in Article 220, paragraph (3), items (ii) to (iv).

(業務の停止等)

(Suspension of Business)

第二百三十条 内閣総理大臣は、免許特定法人又は引受社員の業務又は財産の状況に照らして、引受社員の日本における業務の健全かつ適切な運営を確保し、日本における保険契約者等の保護を図るため必要があると認めるときは、当該免許特定法人又は引受社員に対し、措置を講ずべき事項及び期限を示して、当該引受社員の日本における業務の運営の健全性を確保するための改善計画の提出を求め、若しくは提出された改善計画の変更を命じ、又はその必要の限度において、期限を付して引受社員の日本における業務の全部若しくは一部の停止を命じ、若しくは財産の供託その他監督上必要な措置を命ずることができる。

Article 230 (1) If the Prime Minister finds it necessary for protecting the Policyholders, etc. in Japan and for ensuring the sound and appropriate business operation of the Underwriting Members in Japan in light of the status of the business or property of the Licensed Specified Corporation or Underwriting Members, the Prime Minister may request the Licensed Specified Corporation or Underwriting Members to submit an improvement program to ensure the soundness of the business operations of the Underwriting Members in Japan by identifying particulars for which measures must be taken as well as a time limit or order the modification of the submitted improvement program, or may, to the extent that they find necessary, order the full or partial suspension of the business in Japan with a time limit or order the deposit of property or other measures necessary for supervision.

2 前項の規定による命令（改善計画の提出を求めることを含む。）であつて、引受社員の保険金等の支払能力の充実の状況によって必要があると認めるときにするものは、引受社員の保険金等の支払能力の充実の状況に係る区分に応じ内閣府令・財務省令で定めるものでなければならない。

(2) An order under the preceding paragraph (including the request for submission of an improvement program) that is issued when it is found to be necessary due to the Underwriting Members' level of solvency in terms of their ability to pay Insurance Proceeds, etc. must be an order specified by Cabinet Office Order or Order of the Ministry of Finance for the category that corresponds to the Underwriting Members' level of solvency in terms of their ability to pay Insurance Proceeds, etc.

(免許の取消し等)

(Rescission of a License)

第二百三十一条 内閣総理大臣は、免許特定法人又は引受社員が次の各号のいずれかに該当することとなったときは、引受社員の日本における業務の全部若しくは一部の停止若しくは日本における代表者の解任を命じ、又は第二百十九条第一項の免許を取り消すことができる。

Article 231 The Prime Minister may order the full or partial suspension of business in Japan by the Underwriting Members or the dismissal of the Representative Person in Japan, or rescind the license set forth in Article 219, paragraph (1), if a Licensed Specified Corporation or its Underwriting Member:
一 法令（外国の法令を含む。）、法令に基づく内閣総理大臣の処分又は第二百二十条第三項第一号から第四号までに掲げる書類に定めた事項のうち特に重要なものに違反したとき。

(i) violates a law or regulation (including foreign law or regulation), any measures of the Prime Minister pursuant to a law or regulation, or any of the particularly important particulars prescribed in the documents listed in Article 220, paragraph (3), items (i) to (iv);

二 当該免許に付された条件に違反したとき。

(ii) violates any of the conditions attached to the license; or

三 公益を害する行為をしたとき。

(iii) engages in any conduct that harms public interest.

第二百三十二条 内閣総理大臣は、免許特定法人及び引受社員の財産の状況が著しく悪化し、引受社員が日本における保険業を継続することが日本における保険契約者等の保護の見地から適当でないと認めるときは、当該免許特定法人の第二百十九条第一項の免許を取り消すことができる。

Article 232 If the Prime Minister finds that the status of the property of a Licensed Specified Corporation or its Underwriting Members has deteriorated so significantly that it is not appropriate for the Underwriting Members to conduct Insurance Business in Japan from the viewpoint of protecting Policyholders, etc. in Japan, the Prime Minister may cancel the license issued to the Licensed Specified Corporation under Article 219, paragraph (1).

(総代理店の廃止の認可)

(Authorization of Discontinuation of a General Representative)

第二百三十三条 免許特定法人は、総代理店を廃止しようとする場合には、内閣総理大臣の認可を受けなければならない。

Article 233 A Licensed Specified Corporation, when it seeks to abolish its General Representative, must obtain authorization from the Prime Minister.

(免許特定法人の届出)

(Notification by Licensed Specified Corporation)

第二百三十四条 免許特定法人は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

Article 234 If a Licensed Specified Corporation falls under any of the following items, it must notify the Prime Minister of this without delay:

一 当該免許特定法人の引受社員が日本における保険業を開始したとき。

(i) its Underwriting Members have started their Insurance Business in Japan;

二 第二百二十条第一項第一号、第二号、第三号若しくは第五号に掲げる事項又は同条第三項第一号に掲げる書類に定めた事項を変更したとき。

(ii) it has modified any of the particulars listed in Article 220, paragraph (1), item (i), (ii), (iii) or (v), or any of the particulars provided for in the document listed in Article 220, paragraph (3), item (i);

三 当該免許特定法人が組織変更をしたとき。

(iii) it has carried out an Entity Conversion;

四 当該免許特定法人が事業の全部の譲渡をしたとき。

(iv) it has transferred the whole of its business;

五 当該免許特定法人が解散（合併によるものを除く。）をしたとき。

(v) it has dissolved (for any other reason than a merger);

六 当該免許特定法人について破産手続開始の決定があったとき。

(vi) it has been subject to an order commencing bankruptcy proceedings;

七 日本において保険業を行う引受社員について破産手続開始の決定があったとき。

(vii) its Underwriting Member conducting Insurance Business in Japan has been subject to an order commencing bankruptcy proceedings; or

八 その他内閣府令で定める場合に該当するとき。

(viii) when it falls under any other case specified by Cabinet Office Order.

(免許特定法人及び引受社員の清算)

(Liquidation of Licensed Specified Corporation and Underwriting Members)

第二百三十五条 免許特定法人及び引受社員は、次の各号のいずれかに該当するときは、日本に所在する財産の全部について清算をしなければならない。

Article 235 (1) A Licensed Specified Corporation and its Underwriting Members, when it falls under any of the following items, must liquidate the whole of their property in Japan when:

一 当該免許特定法人に係る第二百十九条第一項の免許が第二百三十一条又は第二百三十二条の規定により取り消されたとき。

(i) the license issued to the Licensed Specified Corporation under Article 219, paragraph (1) has been canceled pursuant to the provisions of Article 231 or 232; or

二 当該免許特定法人に係る第二百十九条第一項の免許が次条の規定によりその効力を失ったとき。

- (ii) the license issued to the Licensed Specified Corporation under Article 219, paragraph (1) has lost its effect pursuant to the provisions of the following Article.
- 2 前項の規定により免許特定法人及び引受社員が清算をする場合には、内閣総理大臣は、利害関係人の請求により又は職権で、清算人を選任する。当該清算人を解任する場合についても、同様とする。
- (2) The Prime Minister is to appoint (a) liquidator(s) at the request of interested persons or without any party's request, where a Licensed Specified Corporation and its Underwriting Members go into liquidation pursuant to the provisions of the preceding paragraph. The same applies to the dismissal of such liquidator(s).
- 3 内閣総理大臣は、前項の規定により清算人を解任する場合においては、当該清算に係る免許特定法人及び引受社員の日本における主たる店舗の所在地の登記所にその旨の登記を嘱託しなければならない。
- (3) When the Prime Minister dismisses a liquidator pursuant to the provisions of the preceding paragraph, the Prime Minister must commission a registration to that effect to the registry office with jurisdiction over the principal branch of the liquidating Licensed Specified Corporation and its Underwriting Members in Japan.
- 4 第七十八條の規定により読み替えて適用する会社法第五百條（債務の弁済の制限）の規定並びに同法第四百七十六條（清算株式会社の能力）、第二編第九章第一節第二款（清算株式会社の機関）、第四百九十二條（財産目録等の作成等）、同節第四款（第五百條を除く。）（債務の弁済等）、第五百八條（帳簿資料の保存）、同章第二節（第五百十條、第五百十一條及び第五百十四條を除く。）（特別清算）、第七編第三章第一節（総則）及び第三節（特別清算の手續に関する特則）並びに第九百三十八條第一項から第五項まで（特別清算に関する裁判による登記の嘱託）の規定は、その性質上許されないものを除き、第一項の規定による免許特定法人及び引受社員の財産についての清算について準用する。この場合において、必要な技術的読替えは、政令で定める。
- (4) The provisions of Article 500 (Restrictions on Performance of Obligations) of the Companies Act as applied following the deemed replacement of terms pursuant to the provisions of Article 178, and the provisions of Article 476 (Capacity of Liquidating Stock Companies), Part II, Chapter IX, Section 1, Subsection 2 (Structures for Liquidating Stock Companies), Article 492 (Preparation of Inventory of Property), Part II, Chapter IX, Section 1, Subsection 4 (excluding Article 500) (Performance of Obligations), Article 508 (Retention of Accounting Materials), Part II, Chapter IX, Section 2 (excluding Articles 510, 511 and 514) (Special Liquidations), Part VII, Chapter III, Sections 1 (General Provisions) and Section 3 (Special Provisions on the Procedures of Special Liquidation) and Article 938, paragraphs (1) to (5) (Commissioning of Registration by a Juridical Decision Concerning Special

Liquidation) of that Act apply mutatis mutandis to the liquidation of the property of a Licensed Specified Corporation and its Underwriting Members under paragraph (1), unless their specific characters forbid such application. In this case, any other necessary technical replacement of terms is specified by Cabinet Order.

- 5 第七十七條の規定は第一項の規定による免許特定法人及び引受社員の清算の場合について、第七十五條及び第七十九條第一項の規定は第一項の規定による免許特定法人及び引受社員の清算の場合（前項において準用する会社法第二編第九章第二節（第五百十條、第五百十一條及び第五百十四條を除く。）、第七編第三章第一節及び第三節並びに第九百三十八條第一項から第五項までの規定の適用がある場合を除く。以下この項において同じ。）について、第二百二十六條第一項及び第二百二十七條第一項の規定は第一項の規定による免許特定法人及び引受社員の清算の場合において内閣総理大臣が清算に係る免許特定法人及び引受社員の清算の監督上必要があると認めるときについて、それぞれ準用する。この場合において、第七十七條第二項中「解散の日」とあるのは「当該免許特定法人に係る第二百十九條第一項の免許が取り消され、又はその効力を失った日」と、同條第三項中「清算保険会社等」とあるのは「清算に係る引受社員」と、第七十五條中「前條第一項、第四項又は第九項」とあるのは「第二百三十五條第二項」と、「清算保険会社等」とあるのは「当該清算に係る免許特定法人及び引受社員」と、第七十九條第一項中「清算保険会社等」とあるのは「清算に係る免許特定法人及び引受社員」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (5) The provisions of Article 177 apply mutatis mutandis to the liquidation of a Licensed Specified Corporation and its Underwriting Members under paragraph (1); the provisions of Article 175 and Article 179, paragraph (1) apply mutatis mutandis to the liquidation of a Licensed Specified Corporation and its Underwriting Members under paragraph (1) (excluding the cases to which apply the provisions of Part II, Chapter IX, Section 2 (excluding Articles 510, 511 and 514), Part VII, Chapter III, Sections 1 and 3, and Article 938, paragraphs (1) to (5) of the Companies Act as applied mutatis mutandis pursuant to the preceding paragraph; hereinafter the same applies in this paragraph); and the provisions of Article 226, paragraph (1) and Article 227, paragraph (1) apply mutatis mutandis to the liquidation of a Licensed Specified Corporation and its Underwriting Members under paragraph (1) where the Prime Minister finds it necessary for supervising the liquidation of the liquidating Licensed Specified Corporation and its Underwriting Members. In this case, the term "date of dissolution" in Article 177, paragraph (2) is deemed to be replaced with "date of cancellation or expiration of the license issued to the Licensed Specified Corporation under Article 219, paragraph (1)"; the term "Insurance Company in Liquidation, etc." in Article 177, paragraph (3) is deemed to be replaced with "liquidating Underwriting Members"; the terms "paragraph (1), (4) or (9) of the preceding Article" and "Insurance

Company in Liquidation, etc." in Article 175 is deemed to be replaced with "Article 235, paragraph (2)" and "liquidating Licensed Specified Corporation and its Underwriting Members", respectively; and the term "Insurance Company in Liquidation, etc." in Article 179, paragraph (1) is deemed to be replaced with "liquidating Licensed Specified Corporation and its Underwriting Members"; any other necessary technical replacement of terms is specified by Cabinet Order.

(免許の失効)

(Expiration of License)

第二百三十六条 免許特定法人が次の各号のいずれかに該当するときは、当該免許特定法人の第二百十九条第一項の内閣総理大臣の免許は、その効力を失う。

Article 236 (1) The license from the Prime Minister to a Licensed Specified Corporation set forth in Article 219, paragraph (1), when it falls under any of the following items, is to lose its effect when:

一 日本における保険業をすべての引受社員が廃止したとき。

(i) all of its Underwriting Members have abolished their Insurance Business in Japan; or

二 当該免許を受けた日から六月を経過しても日本における保険業を開始した引受社員がないとき（やむを得ない理由がある場合において、あらかじめ、免許特定法人が内閣総理大臣の承認を受けたときを除く。）。

(ii) no Underwriting Members start their Insurance Business in Japan within six months from the date of obtaining such license (excluding the cases where the Licensed Specified Corporation has received in advance the authorization of the Prime Minister for any compelling reason).

2 第二百三十四条第四号から第六号までのいずれかに該当して同条の規定による届出があったときは、当該届出をした免許特定法人に係る第二百十九条第一項の内閣総理大臣の免許は、その効力を失う。

(2) Where any of Article 234, items (iv) to (vi) applies and the notification under Article 234 has been made, the license from the Prime Minister to the Licensed Specified Corporation that has made such notification is to lose its effect.

(内閣総理大臣の告示)

(Public Notice by the Prime Minister)

第二百三十七条 次に掲げる場合には、内閣総理大臣は、その旨を官報で告示するものとする。

Article 237 In the following cases, the Prime Minister is to give public notice to the relevant effect in the Official Gazette:

一 第二百三十条第一項若しくは第二百三十一条の規定又は第二百四十条の規定により適用する第二百四十一条第一項の規定により引受社員の日本における業務の全部又は一部の停止を命じたとき。

- (i) when the Prime Minister orders suspension of the whole or part of Underwriting Members' business in Japan under Article 230, paragraph (1) or Article 231, or under Article 240, paragraph (1) as applied pursuant to the provisions of Article 240;
- 二 第二百三十一条又は第二百三十二条の規定により第二百十九条第一項の免許を取り消したとき。
- (ii) when the Prime Minister rescinds the license set forth in Article 219, paragraph (1) canceled pursuant to the provisions of Article 231 or 232;
- 三 第二百四十条の規定により適用する第二百四十一条第一項の規定による保険管理人による業務及び財産の管理を命ずる処分又は第二百四十条の規定により適用する第二百五十八条第一項の規定による命令をしたとき。
- (iii) any measures ordering the administration of business and property by a receiver of an insurer under Article 241, paragraph (1) as applied pursuant to the provisions of Article 240, or any order under Article 258, paragraph (1) as applied pursuant to the provisions of Article 240; and
- 四 前条の規定により第二百十九条第一項の免許がその効力を失ったとき。
- (iv) when the license granted under Article 219, paragraph (1) loses its effect pursuant to the provisions of the preceding Article.

(公告)

(Public Notice)

第二百三十八条 免許特定法人又は引受社員がこの法律の規定により行う公告は、時事に関する事項を掲載する日刊新聞紙に掲載しなければならない。

Article 238 Any public notice given by a Licensed Specified Corporation or its Underwriting Members pursuant to the provisions of this Act must be published in a daily newspaper that publishes the news on current events.

(総代理店の届出等)

(Notification by General Representative)

第二百三十九条 第二百十九条第一項の免許を受けようとする特定法人及び当該特定法人の引受社員に係る総代理店になろうとする者は、当該免許の申請時まで、その旨、業務の内容、引受社員の日本に所在する財産の管理の方法その他の内閣府令で定める事項を内閣総理大臣に届け出なければならない。届け出た事項に変更があったときも、同様とする。

Article 239 A person who seeks to act as General Representative for a Specified Corporation that seeks to obtain the license set forth in Article 219, paragraph (1) or the Underwriting Members of the Specified Corporation, by the time of application for such license, must notify the Prime Minister of the particulars specified by Cabinet Office Order, such as the relevant fact, the contents of its business and the method of managing the property of the Underwriting Members in Japan. The same applies to any change in a particular with regard

to which notification has been given.

(この法律の適用関係等)

(Application of this Act)

第二百四十条 特定法人が第二百十九条第一項の免許を受けた場合におけるこの法律の適用については、次に定めるところによる。

Article 240 (1) This Act applies as follows where a Specified Corporation has obtained the license set forth in Article 219, paragraph (1):

一 第八十五条第六項、第八十六条第三項、第九十一条、第九十七条、第九十九条において準用する第九十七条、第九十七条の二第一項及び第二項、第九十八条から第一百条の二まで、第十二条並びに第十四条から第二十二條まで、第二百十条、次章（第二百六十二条、第二百六十五条の二、第二百六十五条の三、第二百六十五条の六及び第二百六十五条の四十二を除く。）、次編並びに第五編の規定並びにこれらの規定に係る第六編及び第七編の規定の適用については、免許特定法人の引受社員を外国保険会社等又は第二百十九条第二項の免許の種類に応じ外国生命保険会社等若しくは外国損害保険会社等とみなす。この場合において、第九十七条中「第九十条」とあるのは「第二百二十三条」と、第九十九条において準用する第九十七条第一項中「第八十五条第二項」とあるのは「第二百十九条第二項」と、第九十九条において準用する第九十九条第八項中「第二百五条若しくは第二百六条の規定により同法第八十五条第一項の免許が取り消された場合若しくは同法第二百七十三条の規定により同法第八十五条第一項」とあるのは「第二百三十一条若しくは第二百三十二条の規定により同法第二百十九条第一項の免許が取り消された場合若しくは同法第二百三十六条の規定により同法第二百十九条第一項」と、「第二百五条又は第二百六条の規定により同法第八十五条第一項」とあるのは「第二百三十一条又は第二百三十二条の規定により同法第二百十九条第一項」とする。

(i) for the purpose of applying the provisions of Article 185, paragraph (6); Article 186, paragraph (3); Article 191; Article 197; Article 97, Article 97-2, paragraphs (1) and (2), Articles 98 to 100-2, Article 112, and Articles 114 to 122 as applied mutatis mutandis pursuant to Article 199; Article 210; the following Chapter (excluding Articles 262, 265-2, 265-3, 265-6 and 265-42); the following Part; and Part V and the provisions of Parts VI and VII pertaining thereto, the Underwriting Members of a Licensed Specified Corporation are deemed to be a Foreign Insurance Company, etc., or a Foreign Life Insurance Company, etc. or Foreign Non-Life Insurance Company, etc. in accordance with the type of license issued under Article 219, paragraph (2). In this case, the term "Article 190" in Article 197 is deemed to be replaced with "Article 223"; the term "Article 185, paragraph (2)" in Article 97, paragraph (1) as applied mutatis mutandis pursuant to Article 199 is deemed to be replaced with "Article 219, paragraph (2)"; and the terms "In the case where the license of Article 185, paragraph (1) of the Insurance

Business Act is canceled pursuant to the provisions of Article 205 or 206 of that Act, or in the case where the license of Article 185, paragraph (1) of that Act loses its effect pursuant to the provisions of Article 273 of that Act" and "Article 185, paragraph (1) of the Insurance Business Act pursuant to the provisions of Article 205 or 206 of that Act" in Article 99, paragraph (8) as applied mutatis mutandis pursuant to Article 199 is deemed to be replaced with "In the case where the license of Article 219, paragraph (1) of the Insurance Business Act is canceled pursuant to the provisions of Article 231 or 232 of that Act, or in the case where the license of Article 219, paragraph (1) of that Act loses its effect pursuant to the provisions of Article 236 of that Act" and "Article 219, paragraph (1) of the Insurance Business Act pursuant to the provisions of Article 231 or 232 of that Act", respectively;

二 第百九十九条において準用する第百一条から第百五条までの規定（これらの規定に係る罰則を含む。）の適用については、特定損害保険業免許を受けた特定法人の日本において保険業を行う引受社員を外国損害保険会社等とみなす。

(ii) for the purpose of applying the provisions of Articles 101 to 105 (including the penal provisions pertaining thereto) as applied mutatis mutandis pursuant to Article 199, those Underwriting Members of a Specified Corporation with the specified non-life insurance business license who conduct Insurance Business in Japan is deemed to be a Foreign Non-Life Insurance Company, etc.;

三 第百九十五条、第百九十九条において準用する第七条の二、第百十条第一項及び第三項並びに第百十一条第一項及び第三項から第六項まで、第二百六十二条、第二百六十五条の二、第二百六十五条の三、第二百六十五条の六並びに第二百六十五条の四十二の規定（これらの規定に係る罰則を含む。）の適用については、免許特定法人を外国保険会社等とみなす。この場合において、第百九十五条中「財産目録、貸借対照表」とあるのは「当該免許特定法人及び引受社員の貸借対照表」と、第百九十九条において準用する第百十条第一項中「日本における業務」とあるのは「免許特定法人及び引受社員の日本における業務」と、第百九十九条において準用する第百十一条第一項中「日本における業務」とあるのは「免許特定法人及び引受社員の日本における業務」と、同項及び同条第四項中「外国保険会社等の日本における支店その他これに準ずる場所として内閣府令で定める場所」とあるのは「第二百九十九条第一項に規定する総代理店の本店及び支店その他これに準ずる場所として内閣府令で定める場所」と、同条第六項中「当該外国保険会社等の日本における業務」とあるのは「当該免許特定法人及び引受社員の日本における業務」とする。

(iii) for the purpose of applying the provisions of Article 195; Article 7-2, Article 110, paragraphs (1) and (3), and Article 111, paragraph (1) and paragraphs (3) to (6) as applied mutatis mutandis pursuant to Article 199; Article 262; Article 265-2; Article 265-3; Article 265-6; and Article 265-42 (including the penal provisions pertaining thereto), a Licensed Specified Corporation is deemed to be a Foreign Insurance Company, etc. In this case,

the term "inventory of property, balance sheet" in Article 195 is deemed to be replaced with "balance sheet of the Licensed Specified Corporation and its Underwriting Members"; the term "its business and property in Japan" in Article 110, paragraph (1) as applied mutatis mutandis pursuant to Article 199 is deemed to be replaced with "the business and property of the Licensed Specified Corporation and its Underwriting Members in Japan"; the term "its business and property in Japan" in Article 111, paragraph (1) as applied mutatis mutandis pursuant to Article 119 is deemed to be replaced with "the business and property of the Licensed Specified Corporation and its Underwriting Members in Japan"; the term "the branch office of the Foreign Insurance Company, etc. in Japan or any other equivalent place specified by Cabinet Office Order" in Article 111, paragraphs (1) and (4) as applied mutatis mutandis pursuant to Article 119 is deemed to be replaced with "the head office and branch offices of the General Representative set forth in Article 219, paragraph (1) or any other equivalent place specified by Cabinet Office Order"; and the term "business and property of the Foreign Insurance Company, etc. in Japan" in Article 111, paragraph (6) as applied mutatis mutandis pursuant to Article 119 is deemed to be replaced with "business and property of the Licensed Specified Corporation and its Underwriting Members in Japan";

三の二 第百九十九条において準用する第百五条の二の規定の適用については、特定生命保険業免許を受けた特定法人を外国生命保険会社等とみなす。この場合において、第百九十九条において準用する第百五条の二第一項各号並びに同条第二項及び第三項第二号中「指定外国生命保険業務紛争解決機関」とあるのは「指定特定生命保険業務紛争解決機関」と、同条第一項各号中「外国生命保険業務」とあるのは「特定生命保険業務」とする。

(iii)-2 for the purpose of applying the provisions of Article 105-2 as applied mutatis mutandis pursuant to Article 199, a Specified Corporation which has obtained a specified life insurance business license is deemed to be a Foreign Life Insurance Company, etc. In this case, the term "Designated Dispute Resolution Organization for Foreign Life Insurance Business" in the items of Article 105-2, paragraph (1), and paragraph (2) and paragraph (3), item (ii) of that Article as applied mutatis mutandis pursuant to Article 199 is deemed to be replaced with "Designated Dispute Resolution Organization for Specified Life Insurance Business"; and the term "Foreign Life Insurance Business" in the items of paragraph (1) of that Article are deemed to be replaced with "Specified Life Insurance Business";

三の三 第百九十九条において準用する第百五条の三の規定の適用については、特定損害保険業免許を受けた特定法人を外国損害保険会社等とみなす。この場合において、第百九十九条において準用する第百五条の三第一項各号並びに同条第二項及び第三項第二号中「指定外国損害保険業務紛争解決機関」とあるのは「指定特定損害

保険業務紛争解決機関」と、同条第一項各号中「外国損害保険業務」とあるのは「特定損害保険業務」とする。

(iii)-3 for the purpose of applying the provisions of Article 105-3 as applied mutatis mutandis pursuant to Article 199, a Specified Corporation which has obtained a specified non-life insurance business license is deemed to be a Foreign Non-Life Insurance Company, etc. In this case, the term "Designated Dispute Resolution Organization for Foreign Non-Life Insurance Business" in the items of Article 105-3, paragraph (1), and paragraph (2) and paragraph (3), item (ii) of that Article as applied mutatis mutandis pursuant to Article 199 is deemed to be replaced with "Designated Dispute Resolution Organization for Specified Non-Life Insurance Business"; and the term "Foreign Non-Life Insurance Business" in the items of paragraph (1) of that Article is deemed to be replaced with "Specified Non-Life Insurance Business";

四 第九十二条及び第九十六条の規定（これらの規定に係る罰則を含む。）の適用については、日本における代表者を外国保険会社等の日本における代表者とみなす。この場合において、同条第五項中「外国保険会社等の保険契約者」とあるのは「引受社員の保険契約者」と、「外国保険会社等の業務」とあるのは「総代理店の業務」と、「当該外国保険会社等」とあるのは「当該総代理店」とする。

(iv) for the purpose of applying the provisions of Articles 192 and 196 (including the penal provisions pertaining thereto), a Representative Person in Japan is deemed to be the representative person of a Foreign Insurance Company, etc. in Japan. In this case, the terms "Policyholders, beneficiaries of insurance benefits, other creditors and insurers of a Foreign Insurance Company, etc.", "Foreign Insurance Company, etc. should be doing business" and "determined by the Foreign Insurance Company, etc." in Article 196, paragraph (5) are deemed to be replaced with "Policyholders, beneficiaries of insurance benefits, other creditors and insurers of Underwriting Members", "General Representative should be doing business" and "determined by the General Representative", respectively;

五 第九十九条において準用する第九条並びに第二百十一条において準用する第九十二条及び第七章第三節の規定（これらの規定に係る罰則を含む。）の適用については、免許特定法人及び引受社員を外国保険会社等とみなす。

(v) for the purpose of applying the provisions of Article 109 as applied mutatis mutandis pursuant to Article 199, and Article 142 and Chapter VII, Section 3 as applied mutatis mutandis pursuant to Article 211 (including the penal provisions pertaining thereto), a Licensed Specified Corporation and its Underwriting Members are deemed to be a Foreign Insurance Company, etc.;

六 第二百十八条の規定は、免許特定法人の引受社員については、適用しない。

(vi) the provisions of Article 218 do not apply to the Underwriting Members of a Licensed Specified Corporation.

2 原子力損害の賠償に関する法律（昭和三十六年法律第百四十七号）その他の政令で定める法令の適用については、政令で定めるところにより、免許特定法人の引受社員を外国保険会社等又は第二百十九条第二項の免許の種類に応じ外国生命保険会社等若しくは外国損害保険会社等とみなす。

(2) For the purpose of applying the laws and regulations specified by Cabinet Order, such as the Act on Compensation for Nuclear Damage (Act No. 147 of 1961), the Underwriting Members of a Licensed Specified Corporation are deemed, pursuant to the provisions of Cabinet Order, as a Foreign Insurance Company, etc., or a Foreign Life Insurance Company, etc. or Foreign Non-Life Insurance Company, etc. in accordance with the type of license issued under Article 219, paragraph (2).

第十章 保険契約者等の保護のための特別の措置等

Chapter X Special Measures for the Protection of Policyholders

第一節 契約条件の変更

Section 1 Modification of Insurance Clauses

(契約条件の変更の申出)

(Reporting of Modification of Insurance Clauses)

第二百四十条の二 保険会社（外国保険会社等を含む。第二百四十条の五及び第二百四十条の六を除き、以下この節において同じ。）は、その業務又は財産の状況に照らしてその保険業（外国保険会社等にあつては、日本における保険業。以下この条、第二百四十条の十一、第二百四十一条及び第二百六十二条において同じ。）の継続が困難となる蓋然性がある場合には、内閣総理大臣に対し、当該保険会社に係る保険契約（変更対象外契約を除く。）について保険金額の削減その他の契約条項の変更（以下この節において「契約条件の変更」という。）を行う旨の申出をすることができる。

Article 240-2 (1) An Insurance Company (including a Foreign Insurance Company, etc.; hereinafter the same applies in this Section, excluding Article 240-5 and Article 240-6) may report to the Prime Minister to the effect that it will modify the clause of its contract (hereinafter referred to as a "Modification of Insurance Clauses" in this Section), such as a reduction in the insurance proceeds and other modifications to contract clauses with regard to insurance contracts pertaining to that Insurance Company (excluding Contracts Exempt from Modification) in the case that there is a probability that the continuation of that Insurance Company's Insurance Business (in the case of Foreign Insurance Companies, etc., Insurance Business in Japan; hereinafter the same applies in this Article, Article 240-11, Article 241 and Article 262) will be difficult in the light of the state of its business or property.

2 保険会社は、前項の申出をする場合には、契約条件の変更を行わなければ保険業の継続が困難となる蓋然性があり、保険契約者等（外国保険会社等の場合にあつては、日本における保険契約者等。以下この章において同じ。）の保護のため契約条件の変

更がやむを得ない旨及びその理由を、文書をもって、示さなければならない。

(2) In the case that an Insurance Company reports as set forth in the preceding paragraph, that Insurance Company must show that there is a probability that the continuation of its Insurance Business will be difficult unless it makes a Modification of Insurance Clauses, and that a Modification of Insurance Clauses is inevitable for the protection of Insurance Policyholders, etc. (in the case of Foreign Insurance Companies, etc., Policyholders, etc. in Japan; hereinafter the same applies in this Chapter), and the reason in writing.

3 内閣総理大臣は、第一項の申出に理由があると認めるときは、その申出を承認するものとする。

(3) If the Prime Minister finds there to be grounds in the report set forth in paragraph (1), the Prime Minister is to approve the report.

4 第一項に規定する「変更対象外契約」とは、契約条件の変更の基準となる日において既に保険事故が発生している保険契約（当該保険事故に係る保険金の支払により消滅することとなるものに限る。）その他の政令で定める保険契約をいう。

(4) The term "Contracts Exempt from Modification", as prescribed in paragraph (1), refers to the insurance contracts specified by Cabinet Order, such as those for which an insured event has already occurred by the date of reference of the Modification of Insurance Clauses (limited to those contracts which would be terminated with the payment of the insurance proceeds pertaining to the insured event).

（業務の停止等）

(Suspension of Business)

第二百四十条の三 内閣総理大臣は、前条第三項の承認をした場合において、保険契約者等の保護のため必要があると認めるときは、当該保険会社に対し、期限を付して当該保険会社の保険契約の解約に係る業務の停止その他必要な措置を命ずることができる。

Article 240-3 If the Prime Minister gives an approval referred to in paragraph (3) of the preceding Article, finding it necessary for the protection of Insurance Policyholders, etc., the Prime Minister may order that Insurance Company to suspend its business pertaining to the cancellation of the relevant Insurance Company's insurance contracts and other necessary measures with a time limit.

（契約条件の変更の限度）

(Limitations on Modification of Insurance Clauses)

第二百四十条の四 契約条件の変更は、契約条件の変更の基準となる日までに積み立てるべき責任準備金に対応する保険契約に係る権利に影響を及ぼすものであってはならない。

Article 240-4 (1) A Modification of Insurance Clauses must not affect the rights pertaining to an insurance contract corresponding to the policy reserves that

must be accumulated by the date of reference of the relevant Modification of Insurance Clauses.

2 契約条件の変更によって変更される保険金、返戻金その他の給付金の計算の基礎となる予定利率については、保険契約者等の保護の見地から保険会社の資産の運用の状況その他の事情を勘案して政令で定める率を下回ってはならない。

(2) Concerning the assumed interest rate that is to become the basis of calculation for the payments that are modified by the Modification of Insurance Clauses, such as insurance proceeds and refunds, from the standpoint of the protection of Insurance Policyholders, etc., the assumed interest rate must not be less than the rate specified by Cabinet Order, taking into account the Insurance Company's property operating situation and other circumstances.

(契約条件の変更の決議)

(Resolution of Modification of Insurance Clauses)

第二百四十五条の五 保険会社は、契約条件の変更を行おうとするときは、第二百四十五条の二第三項の承認を得た後、契約条件の変更につき、株主総会等の決議を経なければならぬ。

Article 240-5 (1) An Insurance Company, when it seeks to carry out a Modification of Insurance Clauses, must obtain approval as set forth in Article 240-2, paragraph (3), and after that, a resolution mandating the Modification of Insurance Clauses must be passed by the Shareholders' Meeting, etc. of the Insurance Company.

2 前項の場合には、会社法第三百九条第二項（株主総会の決議）の決議又は第六十二条第二項の決議によらなければならない。

(2) Cases described in the preceding paragraph must be resolved as set forth in Article 309, paragraph (2) (Resolutions of a Shareholders' Meeting) or under Article 62, paragraph (2) of the Companies Act.

3 第一項の決議を行う場合には、保険会社は、会社法第二百九十九条第一項（株主総会の招集の通知）（第四十一条第一項及び第四十九条第一項において準用する場合を含む。）の規定による通知において、契約条件の変更がやむを得ない理由、契約条件の変更の内容、契約条件の変更後の業務及び財産の状況の予測、基金及び保険契約者等以外の債権者に対する債務の取扱いに関する事項、経営責任に関する事項その他の内閣府令で定める事項を示さなければならない。

(3) An Insurance Company, if a resolution is carried out as set forth in paragraph (1), in a notice pursuant to the provisions of Article 299, paragraph (1) of the Companies Act (Notices of Convocation for Shareholders' Meetings) (including the cases where it is applied mutatis mutandis pursuant to Article 41, paragraph (1) and Article 49, paragraph (1)), must show the particulars specified by Cabinet Office Order, such as the reason why the Modification of Insurance Clauses is inevitable, the details of the Modification of Insurance Clauses, a forecast of the business and property situation after the

Modification of Insurance Clauses is effected, the particulars of funding and the handling of debts against creditors apart from Insurance Policyholders, etc. and the particulars of management responsibility.

4 第一項の決議を行う場合において、契約条件の変更に係る保険契約に関する契約者配当、剰余金の分配その他の金銭の支払に関する方針があるときは、前項の通知において、その内容を示さなければならない。

(4) If a resolution is carried out as set forth in paragraph (1), where there is a policy on monetary payments concerning the insurance contracts pertaining to the Modification of Insurance Clauses, such as policy dividend and the distribution of the surplus, the Insurance Company must show the details in the notice set forth in the preceding paragraph.

5 前項の方針については、その方針を定款に記載し、又は記録しなければならない。

(5) Concerning the policy set forth in the preceding paragraph, the Insurance Company must describe or record the policy in its articles of incorporation.

(契約条件の変更における株主総会等の特別決議等に関する特例)

(Special Provisions Concerning Extraordinary Resolutions of Shareholders' Meeting, Pertaining to Modification of Insurance Clauses)

第二百四十条の六 株式会社である保険会社における前条第一項の決議又はこれとともにする会社法第三百九条第二項第三号（同法第一百七十一条第一項に係る部分に限る。）から第五号まで、第九号、第十一号若しくは第十二号（株主総会の決議）若しくは第三百二十四条第二項第一号若しくは第四号（種類株主総会の決議）に掲げる株主総会若しくは種類株主総会の決議若しくは第六十九条第二項、第三百三十六条第二項、第四百四十四条第三項、第六百六十五条の三第二項若しくは第六百六十五条の十第二項の規定による決議は、これらの規定にかかわらず、出席した株主の議決権の三分の二以上に当たる多数をもって、仮にすることができる。

Article 240-6 (1) Resolutions set forth in paragraph (1) of the preceding Article of an Insurance Company that is a Stock Company, or resolutions listed in Article 309, paragraph (2), items (iii) (limited to the segment pertaining to Article 171, paragraph (1) of the Act) to (v), (ix), (xi), or (xii) of the Companies Act (Resolution of Shareholders' Meetings), or listed in Article 324, paragraph (2), item (i) or (iv) of that Act (Resolution of Class Meetings), or resolutions pursuant to the provisions of Article 69, paragraph (2), Article 136, paragraph (2), Article 144, paragraph (3), Article 165-3, paragraph (2), or Article 165-10, paragraph (2) of that Act that are to be decided together with the relevant resolutions, may be made provisionally with the two-thirds majority vote of the attending shareholders, notwithstanding these provisions.

2 株式会社である保険会社における前条第一項の決議とともにする会社法第三百九条第三項各号若しくは第三百二十四条第三項各号に掲げる株主総会若しくは種類株主総会の決議又は同法第三百二十三条（種類株主総会の決議を必要とする旨の定めがある場合）の規定若しくは第六百六十五条の三第四項若しくは第六項若しくは第六百六十五条

の十第六項の規定による決議は、これらの規定にかかわらず、出席した株主の半数以上であって出席した株主の議決権の三分の二以上に当たる多数をもって、仮にすることができる。

(2) Resolutions of a Shareholders' Meeting or a class meeting listed in the items of Article 309, paragraph (3) or in Article 324, paragraph (3), items (i) and (ii) of the Companies Act, or resolutions pursuant to the provisions of Article 323 of that Act (in the case that the provisions require a resolution of a class meeting), or in Article 165-3, paragraph (4) and Article 165-3, paragraph (6), or Article 165-10, paragraph (6) of that Act that are to be decided together with resolutions as set forth in paragraph (1) of the preceding Article of an Insurance Company that is a Stock Company may be made provisionally with the two-thirds majority vote of the attending shareholders at a session where at least half of the shareholders are present, notwithstanding these provisions.

3 相互会社である保険会社における前条第一項の決議又はこれとともにする第五十七条第二項、第六十条第二項、第六十二条第二項、第六十二条の二第二項、第八十六条第二項、第一百三十六条第二項、第一百四十四条第三項、第一百五十六条又は第一百六十五条の十六第二項（第一百六十五条の二十において準用する場合を含む。）の規定による決議は、これらの規定にかかわらず、出席した社員（総代会を設けているときは、総代）の議決権の四分の三以上に当たる多数をもって、仮にすることができる。

(3) Resolutions as set forth in paragraph (1) of the preceding Article of an Insurance Company that is a Mutual Company, or resolutions pursuant to the provisions of Article 57, paragraph (2), Article 60, paragraph (2), Article 62, paragraph (2), Article 62-2, paragraph (2), Article 86, paragraph (2), Article 136, paragraph (2), Article 144, paragraph (3), Article 156, or Article 165-16, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20) that are to be decided together with the relevant resolutions may be made provisionally with the three-quarter majority vote of the attending members (or, where the company has a Member Representatives Meeting, attending representative members).

4 第一項の規定により仮にした決議（以下この条において「仮決議」という。）があった場合においては、各株主に対し、当該仮決議の趣旨を通知し、当該仮決議の日から一月以内に再度の株主総会を招集しなければならない。

(4) In the case that a resolution is made provisionally pursuant to the provisions of paragraph (1) (hereinafter referred to as "Provisional Resolution" in this Article), the Insurance Company is to notify the purpose of the relevant Provisional Resolution to its shareholders and must call a subsequent Shareholders' Meeting within one month of the date of adoption of the Provisional Resolution.

5 前項の株主総会において第一項に規定する多数をもって仮決議を承認した場合には、当該承認のあった時に、当該仮決議をした事項に係る決議があったものとみなす。

(5) In the case where a Provisional Resolution is approved by majority as

prescribed in paragraph (1) at the Shareholders' Meeting set forth in the preceding paragraph, a resolution on the particulars of the relevant Provisional Resolution is deemed to have existed when the relevant approval was given.

6 前二項の規定は、第二項の規定により仮にした決議があった場合について準用する。この場合において、前項中「第一項」とあるのは、「第二項」と読み替えるものとする。

(6) The provisions of the preceding two paragraphs apply mutatis mutandis to cases where a resolution is made provisionally pursuant to the provisions of paragraph (2). In these cases, the term "paragraph (1)" in the preceding paragraph is deemed to be replaced with the term "paragraph (2)".

7 第四項及び第五項の規定は、第三項の規定により仮にした決議があった場合について準用する。この場合において、第四項中「各株主」とあるのは「各社員（総代会を設けているときは、各総代）」と、同項及び第五項中「株主総会」とあるのは「社員総会（総代会を設けているときは、総代会）」と、同項中「第一項」とあるのは「第三項」と読み替えるものとする。

(7) The provisions of paragraph (4) and paragraph (5) apply mutatis mutandis to cases where a resolution is made provisionally pursuant to the provisions of paragraph (3). In these cases, the term "shareholders" in paragraph (4) is deemed to be replaced with the term "Members (if a Member Representatives Meeting has been established, representative members)", the term "Shareholders' Meeting" in that paragraph and in paragraph (5) is deemed to be replaced with the term "general meeting (or the Member Representatives Meeting, where the company has such a meeting)", and the term "paragraph (1)" in that paragraph is deemed to be replaced with the term "paragraph (3)".

(契約条件の変更に係る書類の備置き等)

(Retention of Documents Related to the Modification of Insurance Clauses)

第二百四十条の七 保険会社は、第二百四十条の五第一項の決議を行うべき日の二週間前（外国保険会社等にあつては、契約条件の変更についての決定を行った日）から第二百四十条の十三第一項の規定による公告の日まで、契約条件の変更がやむを得ない理由、契約条件の変更の内容、契約条件の変更後の業務及び財産の状況の予測、基金及び保険契約者等以外の債権者に対する債務の取扱いに関する事項、経営責任に関する事項その他の内閣府令で定める事項（第二百四十条の五第四項に規定する方針がある場合にあつては、その方針の内容を含む。）を記載し、又は記録した書面又は電磁的記録を各営業所又は各事務所（外国保険会社等にあつては、第百八十五条第一項に規定する支店等）に備え置かなければならない。

Article 240-7 (1) From two weeks prior to the date the resolution must be made as set forth in Article 240-5, paragraph (1) (in the case of Foreign Insurance Companies, etc., the date the decision was made concerning the Modification of Insurance Clauses) until the date of issuance of the public notice pursuant to

the provisions of Article 240-13, paragraph (1), the Insurance Company must keep documents or electronic or magnetic records describing or recording the particulars specified by Cabinet Office Order, such as the reason why the Modification of Insurance Clauses is inevitable, the details of the Modification of Insurance Clauses, a forecast of the business and property situation after the Modification of Insurance Clauses is effected, the particulars of the funding and the handling of debts against creditors apart from Insurance Policyholders, etc., and the particulars of management responsibility (if there is a policy pursuant to the provisions of Article 240-5, paragraph (4), including the contents of the policy), at the company's business offices and other offices (in the case of Foreign Insurance Companies, etc., branch offices, etc. pursuant to the provisions of Article 185, paragraph (1)).

2 保険会社の株主又は保険契約者（外国保険会社等にあつては、日本における保険契約者）は、当該保険会社に対して、その営業時間内又は事業時間内は、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該保険会社の定めた費用を支払わなければならない。

(2) Shareholders or Insurance Policyholders of the Insurance Company (in the case of Foreign Insurance Companies, etc., Insurance Policyholders in Japan) may make the following listed requests to that Insurance Company at any time during its operating hours or business hours; provided, however, that they must pay the fees determined by the Insurance Company in making a request falling under item (ii) or (iv):

一 前項の書面の閲覧の請求

(i) a request to inspect the documents set forth in the preceding paragraph;

二 前項の書面の謄本又は抄本の交付の請求

(ii) a request for a certified copy or extract of the documents set forth in the preceding paragraph;

三 前項の電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧の請求

(iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order;

四 前項の電磁的記録に記録された事項を電磁的方法であつて当該保険会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求

(iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by the electronic or magnetic means determined by that Insurance Company, or to be issued a document detailing such particulars.

(保険調査人)

(Insurance Inspectors)

第二百四十条の八 内閣総理大臣は、第二百四十条の二第三項の承認をした場合において、必要があると認めるときは、保険調査人を選任し、保険調査人をして、契約条件の変更の内容その他の事項を調査させることができる。

Article 240-8 (1) If the Prime Minister finds it necessary, in cases approved as set forth in Article 240-2, paragraph (3), the Prime Minister may appoint an Insurance Inspector and cause that Insurance Inspector to investigate relevant particulars such as the content of the Modification of Insurance Clauses.

2 前項の場合においては、内閣総理大臣は、保険調査人が調査すべき事項及び内閣総理大臣に対して調査の結果の報告をすべき期限を定めなければならない。

(2) In the case referred to in the preceding paragraph, the Prime Minister must specify the particulars that must be investigated by the Insurance Inspector and the deadline by which the Prime Minister must report the investigation findings to the Prime Minister.

3 内閣総理大臣は、保険調査人が調査を適切に行っていないと認めるときは、保険調査人を解任することができる。

(3) If the Prime Minister finds that the Insurance Inspector is not carrying out the investigation appropriately, the Prime Minister may dismiss the Insurance Inspector.

4 会社更生法（平成十四年法律第百五十四号）第八十条及び第八十一条第一項（管財人の注意義務並びに費用の前払及び報酬）の規定は、保険調査人について準用する。この場合において、同項中「裁判所」とあるのは「内閣総理大臣」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

(4) The provisions of Article 80 and Article 81, paragraph (1) (Duty of Care and Advance Payment of Costs and Compensation of Trustees) of the Corporate Rehabilitation Act (Act No. 154 of 2002) apply mutatis mutandis to the Insurance Inspector. In this case, the term "court" in that paragraph is deemed to be replaced with "the Prime Minister", and any other necessary technical replacement of terms is specified by Cabinet Order.

5 前項において準用する会社更生法第八十一条第一項に規定する費用及び報酬は、第二百四十条の二第一項の保険会社（次条及び第三百十八条の二において「被調査会社」という。）の負担とする。

(5) The costs and compensation prescribed in Article 81, paragraph (1) of the Corporate Rehabilitation Act, as applied mutatis mutandis pursuant to the preceding paragraph, is borne by an Insurance Company (referred to as the "Company Being Investigated" in the following Article and in Article 318-2) as provided in Article 240-2, paragraph (1).

（保険調査人の調査等）

(Investigations by Insurance Inspectors)

第二百四十条の九 保険調査人は、被調査会社の取締役、執行役、会計参与、監査役、会計監査人及び支配人その他の使用人並びにこれらの者であった者に対し、被調査会

社の業務及び財産の状況（これらの者であった者については、その者が当該被調査会社の業務に従事していた期間内に知ることのできた事項に係るものに限る。）につき報告を求め、又は被調査会社の帳簿、書類その他の物件を検査することができる。

Article 240-9 (1) The Insurance Inspector may request directors, executive officers, accounting advisors, company auditors, financial auditor, and managers or any other employee of the Company Being Investigated, and any person who has resigned from these positions, to make a report on the status of the business and property of the Company Being Investigated (with regard to any person who has resigned from these positions, limited to the status of particulars that could have been known by the relevant person during the period when they were engaged to work for that Company Being Investigated), or inspect relevant items such as the books and documents of the Company Being Investigated.

2 保険調査人は、その職務を行うため必要があるときは、官庁、公共団体その他の者に照会し、又は協力を求めることができる。

(2) The Insurance Inspector may, when it is necessary to carry out their duty, inquire with, or request the cooperation of, relevant persons such as government agencies, public entities.

（保険調査人の秘密保持義務）

(Confidentiality Obligation of Insurance Inspectors)

第二百四十条の十 保険調査人は、その職務上知ることのできた秘密を漏らしてはならない。保険調査人がその職を退いた後も、同様とする。

Article 240-10 (1) The Insurance Inspector must not disclose any secrets learned in the course of their duties. The same applies after the Insurance Inspector resigns from office.

2 保険調査人が法人であるときは、保険調査人の職務に従事するその役員及び職員は、その職務上知ることのできた秘密を漏らしてはならない。その役員又は職員が保険調査人の職務に従事しなくなった後においても、同様とする。

(2) When the Insurance Inspector is a corporation, its officers and employees who are engaged in the duties of the Insurance Inspector must not disclose any secret learned in the course of their duties. The same applies after the relevant officers or employees are no longer engaged in the duties of the Insurance Inspector.

（契約条件の変更に係る承認）

(Approval for the Modification of Insurance Clauses)

第二百四十条の十一 保険会社は、第二百四十条の五第一項の決議（外国保険会社等にあつては、契約条件の変更についての決定。以下この節において同じ。）があつた場合（第二百四十条の六第五項（同条第六項及び第七項において準用する場合を含む。）の規定により第二百四十条の五第一項の決議があつたものとみなされる場合を

含む。)には、当該決議の後、遅滞なく、当該決議に係る契約条件の変更について、内閣総理大臣の承認を求めなければならない。

Article 240-11 (1) If a resolution (in the case of Foreign Insurance Companies, etc., a decision concerning the Modification of Insurance Clauses; hereinafter the same applies in this Section) pursuant to the provisions of Article 240-5, paragraph (1) (including cases where it is deemed that there was a resolution as set forth in Article 240-5, paragraph (1) pursuant to the provisions of Article 240-6, paragraph (5) (including the cases where it is applied mutatis mutandis to paragraph (6) and paragraph (7) of that Article)), after that resolution, the Insurance Company, without delay, must seek the approval of the Prime Minister concerning the Modification of Insurance Clauses pertaining to that resolution.

2 内閣総理大臣は、当該保険会社において保険業の継続のために必要な措置が講じられた場合であって、かつ、第二百四十条の五第一項の決議に係る契約条件の変更が当該保険会社の保険業の継続のために必要なものであり、保険契約者等の保護の見地から適当であると認められる場合でなければ、前項の承認をしてはならない。

(2) The Prime Minister must not grant approval set forth in the preceding paragraph except if measures necessary for the continuation of Insurance Business have been undertaken by that Insurance Company, and the Modification of Insurance Clauses pertaining to the resolution as set forth in Article 240-5, paragraph (1) is found necessary for the continuation of Insurance Business of that Insurance Company, and appropriate from the standpoint of the protection of Insurance Policyholders, etc.

(契約条件の変更の通知及び異議申立て等)

(Notice and Objection Regarding Modification of Insurance Clauses)

第二百四十条の十二 保険会社は、前条第一項の承認があった場合には、当該承認があった日から二週間以内に、第二百四十条の五第一項の決議に係る契約条件の変更の主要な内容を公告するとともに、契約条件の変更に係る保険契約者（以下この条において「変更対象契約者」という。）に対し、同項の決議に係る契約条件の変更の内容を、書面をもって、通知しなければならない。

Article 240-12 (1) If approval is granted as set forth in paragraph (1) of the preceding Article, within two weeks of the date of the relevant approval being granted, the Insurance Company must make a public notice of the main contents of the Modification of Insurance Clauses pertaining to the resolution set forth in Article 240-5, paragraph (1), and must also notify the Insurance Policyholders who are subject to the Modification of Insurance Clauses (hereinafter referred to as "Policyholders Subject to the Modification" in this Article) in writing of the contents of the Modification of Insurance Clauses under the resolution set forth in that paragraph.

2 前項の場合においては、契約条件の変更がやむを得ない理由を示す書類、契約条件

の変更後の業務及び財産の状況の予測を示す書類、基金及び保険契約者等以外の債権者に対する債務の取扱いに関する事項を示す書類、経営責任に関する事項を示す書類その他の内閣府令で定める書類（第二百四十条の五第四項に規定する方針がある場合にあつては、その方針の内容を示す書類を含む。）を添付し、変更対象契約者で異議がある者は、一定の期間内に異議を述べるべき旨を、前項の書面に付記しなければならない。

(2) In the case referred to in the preceding paragraph, the Insurance Company is to attach the documents specified by Cabinet Office Order, such as documents showing the reason why the Modification of Insurance Clauses is inevitable, documents showing a forecast of the business and property situation after the Modification of Insurance Clauses is effected, documents showing the particulars of funding and the handling of debts against creditors other than Insurance Policyholders, etc., and documents showing to the particulars of management responsibility (If there is a policy pursuant to the provisions set forth in Article 240-5, paragraph (4), including documents showing the content of the policy). Moreover, the Insurance Company must attach a supplementary note to the effect that any Policyholder Subject to the Modification who has an objection must raise that objection within a set period of time.

3 前項の期間は、一月を下ってはならない。

(3) The period under the preceding paragraph cannot be less than a month.

4 第二項の期間内に異議を述べた変更対象契約者の数が変更対象契約者の総数の十分の一を超え、かつ、当該異議を述べた変更対象契約者の保険契約に係る債権の額に相当する金額として内閣府令で定める金額が変更対象契約者の当該金額の総額の十分の一を超えるときは、契約条件の変更をしてはならない。

(4) Contract conditions must not be modified when the number of Policyholders Subject to the Modification who have raised objections within the period of time set forth in paragraph (2) exceeds one tenth of the total number of Policyholders Subject to the Modification and the amount specified by Cabinet Office Order as an amount equivalent to the sum of the claims pertaining to the insurance contracts of Policyholders Subject to the Modification who have raised such objections exceeds one tenth of the total amount of that amount of Policyholders Subject to the Modification.

5 第二項の期間内に異議を述べた変更対象契約者の数又はその者の前項の内閣府令で定める金額が、同項に定める割合を超えないときは、当該変更対象契約者全員が当該契約条件の変更を承認したものとみなす。

(5) When the number of Policyholders Subject to the Modification who have raised their objections within the period of time set forth in paragraph (2) or the amount specified by Cabinet Office Order belonging to those Policyholders as set forth in the preceding paragraph does not exceed the percentage specified in that paragraph, all of the relevant Policyholders Subject to the Modification are deemed to have approved the relevant Modification of

Insurance Clauses.

(契約条件の変更の公告等)

(Public Notice of the Modification of Insurance Clauses)

第二百四十条の十三 保険会社は、契約条件の変更後、遅滞なく、契約条件の変更をしたことその他の内閣府令で定める事項を公告しなければならない。契約条件の変更をしないこととなったときも、同様とする。

Article 240-13 (1) An Insurance Company, without delay after the Modification of Insurance Clauses, must make a public notice of the fact a Modification of Insurance Clauses has been made and any other particulars specified by Cabinet Office Order. The same applies even when a Modification of Insurance Clauses is not made.

2 保険会社は、契約条件の変更後三月以内に、当該契約条件の変更に係る保険契約者に対し、当該契約条件の変更後の保険契約者の権利及び義務の内容を通知しなければならない。

(2) An Insurance Company, within three months after the Modification of Insurance Clauses, must notify the Insurance Policyholders pertaining to the relevant Modification of Insurance Clauses of the content of the rights and duties of Insurance Policyholders after the relevant Modification of Insurance Clauses.

第二節 業務及び財産の管理等に関する内閣総理大臣の処分等

Section 2 Dispositions by the Prime Minister Related to Business and Property Administration

第一款 業務の停止、合併等の協議の命令並びに業務及び財産の管理

Subsection 1 Suspension of Business, Orders for Merger Consultations, and Business and Property Administration

(業務の停止、合併等の協議の命令並びに業務及び財産の管理)

(Suspension of Business, Orders for Merger Consultations, and Business and Property Administration)

第二百四十一条 内閣総理大臣は、保険会社等若しくは外国保険会社等の業務若しくは財産の状況に照らしてその保険業の継続が困難であると認めるとき、又はその業務

(外国保険会社等にあつては、日本における業務。以下この条から第二百五十五条の二までにおいて同じ。)の運営が著しく不適切でありその保険業の継続が保険契約者等の保護に欠ける事態を招くおそれがあると認めるときは、当該保険会社等又は外国保険会社等に対し、業務の全部若しくは一部の停止、合併、保険契約の移転(外国保険会社等にあつては、日本における保険契約の移転)若しくは当該保険会社等若しくは外国保険会社等の株式の他の保険会社等、外国保険会社等若しくは保険持株会社等による取得(第二百四十七条第一項、第二百五十六条から第二百五十八条まで、第二百七十条の三の二第四項及び第五項並びに第二百七十条の四第四項及び第五項におい

て「合併等」という。)の協議その他必要な措置を命じ、又は保険管理人による業務及び財産(外国保険会社等にあつては、日本に所在する財産。以下この条、次条及び第二百四十六条の二から第二百四十七条の二までにおいて同じ。)の管理を命ずる処分をすることができる。ただし、保険会社又は外国保険会社等が預金保険法(昭和四十六年法律第三十四号)第二百二十六条の五第一項(特定管理を命ずる処分)に規定する特定管理を命ずる処分を受けている場合においては、当該保険会社又は外国保険会社等に対し、保険管理人による業務及び財産の管理を命ずる処分をすることはできない。

Article 241 (1) If the Prime Minister finds that the continuation of Insurance Business will be difficult in light of the status of the business or property of an Insurance Company, etc., or Foreign Insurance Company, etc., or if the Prime Minister finds that the management of that business (in the case of Foreign Insurance Companies, etc., their business in Japan; hereinafter the same applies in this Article to Article 255-2) is extremely inappropriate and that there is a risk that the continuation of Insurance Business could bring about a situation lacking in protection for Insurance Policyholders, etc., the Prime Minister may order the whole or partial suspension of business, a merger, a transfer of insurance contracts (in the case of Foreign Insurance Companies, etc., the transfer of insurance contracts in Japan) or an agreement for the acquisition of the shares of that Insurance Company, etc., or Foreign Insurance Company, etc. by another Insurance Company, etc., Foreign Insurance Company, etc., or Insurance Holding Company, etc. (referred to as "Merger, etc." in Article 247, paragraph (1); Article 256 to Article 258; Article 270-3-2, paragraph (4) and Article 270-3-2, paragraph (5); and Article 270-4, Article 270-4, paragraph (4) and Article 270-4, paragraph (5)) or any other necessary measure against that Insurance Company, etc., or Foreign Insurance Company, etc., or make a disposition ordering business and property administration (in the case of Foreign Insurance Companies, etc., property located in Japan; the same applies in this Article, the following Article and Article 246-2 to Article 247-2) by a receiver of the insurer; provided, however, that if an Insurance Company or a Foreign Insurance Company, etc. is subject to an injunction ordering specified management prescribed in Article 126-5, paragraph (1) (Injunction Ordering Specified Management) of the Deposit Insurance Act (Act No. 34 of 1971), the Prime Minister may not make a disposition ordering business and property administration by a receiver of an insurer for the relevant Insurance Company or a Foreign Insurance Company, etc.

2 この章において「保険持株会社等」とは、次に掲げる者をいう。

(2) The term "Insurance Holding Company, etc." as used in this Chapter means the following:

一 保険持株会社

(i) an Insurance Holding Company;

- 二 第二百七十二条の三十七第二項に規定する少額短期保険持株会社
- (ii) a Small Amount and Short Term Insurance Holding Company prescribed in Article 272-37, paragraph (2);
- 三 株式を取得することにより保険会社を子会社とする持株会社となることについて第二百七十一条の十八第一項の認可を受けた会社
- (iii) a company that has received the approval under Article 271-18, paragraph (1) to become a Holding Company whose Subsidiary Companies include an Insurance Company, due to an acquisition of shares;
- 四 株式を取得することにより少額短期保険業者を子会社とする持株会社となることについて第二百七十二条の三十五第一項の承認を受けた会社
- (iv) a company that has received approval, as set forth in Article 272-35, paragraph (1), to become a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company, due to an acquisition of shares;
- 五 前各号に掲げる会社以外の会社（保険会社等及び外国保険会社等を除く。）で保険会社等又は外国保険会社等を子会社とするもの又は子会社としようとするもの
- (v) a company, other than the companies listed in the preceding items (excluding an Insurance Company, etc. and Foreign Insurance Company, etc.), whose Subsidiary Companies include an Insurance Company, etc. or Foreign Insurance Company, etc., or which is attempting to make such company its Subsidiary Company.
- 3 保険会社等又は外国保険会社等は、その業務又は財産の状況に照らしてその保険業の継続が困難であるときは、その旨及びその理由を、文書をもって、内閣総理大臣に申し出なければならない。
- (3) An Insurance Company, etc. or Foreign Insurance Company, etc., when the continuation of its Insurance Business is difficult in light of the state of its business or property, must notify the Prime Minister to that effect and of the reason in writing.

第二款 業務及び財産の管理

Subsection 2 Business and Property Administration

（保険管理人の選任等）

(Appointment of a Receiver of an Insurer)

第二百四十二条 前条第一項の規定による保険管理人による業務及び財産の管理を命ずる処分（以下この款及び第二百五十八条第二項において「管理を命ずる処分」という。）があったときは、当該処分を受けた保険会社等又は外国保険会社等（以下「被管理会社」という。）を代表し、業務の執行並びに財産の管理及び処分を行う権利（外国保険会社等を代表する権利にあっては、日本における保険業に係る範囲に限る。）は、保険管理人に専属する。会社法第八百二十八条第一項及び第二項（会社の組織に関する行為の無効の訴え）（第三十条の十五、第五十七条第六項、第六十条の

二第五項及び第七十一条において準用する場合を含む。)並びに第八百三十一条第一項(株主総会等の決議の取消しの訴え)(第四十一条第二項及び第四十九条第二項において準用する場合を含む。)の規定並びに第八十四条の二第二項及び第九十六条の十六第二項の規定による取締役及び執行役の権利についても、同様とする。

Article 242 (1) When a disposition ordering business and property administration by a receiver of an insurer has been issued under the provisions of paragraph (1) of the preceding Article (hereinafter referred to as "Disposition Ordering Management" in this Subsection and Article 258, paragraph (2)), the right to represent an Insurance Company, etc. or Foreign Insurance Company, etc. that has been rendered that disposition (hereinafter referred to as a "Managed Company"), execute its business, and manage and dispose of its property (in the case of the right to represent a Foreign Insurance Company, etc., limited to the scope of Insurance Business in Japan) is vested exclusively in a receiver of the insurer. The same applies to the rights of the directors and executive officers under the provisions of Article 828, paragraph (1) and Article 828, paragraph (2) (Actions to Invalidate Acts Concerning the Organization of a Company) (including the cases where it is applied mutatis mutandis pursuant to Article 30-15; Article 57, paragraph (6); Article 60-2, paragraph (5); and Article 171) and Article 831, paragraph (1) (Action to Revoke a Resolution of a Shareholders' Meeting, etc.) (including the cases where it is applied mutatis mutandis pursuant to Article 41, paragraph (2) and Article 49, paragraph (2)) and the provisions of Article 84-2, paragraph (2) and Article 96-16, paragraph (2) of the Companies Act.

2 内閣総理大臣は、管理を命ずる処分と同時に、一人又は数人の保険管理人を選任しなければならない。

(2) The Prime Minister, together with the Disposition Ordering Management, must appoint one or several receivers of an insurer.

3 内閣総理大臣は、保険管理人に対して、被管理会社の業務及び財産の管理に関し必要な措置を命ずることができる。

(3) The Prime Minister may order the receivers of an insurer to take necessary measures regarding the business and property administration of the Managed Company.

4 内閣総理大臣は、必要があると認めるときは、第二項の規定により保険管理人を選任した後においても、更に保険管理人を選任し、又は保険管理人が被管理会社の業務及び財産の管理を適切に行っていないと認めるときは、保険管理人を解任することができる。

(4) If the Prime Minister finds it necessary, they may appoint further receivers of an insurer after appointing receivers of an insurer pursuant to the provisions of paragraph (2), or when the Prime Minister finds that the receivers of an insurer are not appropriately administering the business and property of the Managed Company, dismiss the receivers of an insurer.

5 内閣総理大臣は、第二項若しくは前項の規定により保険管理人を選任したとき又は同項の規定により保険管理人を解任したときは、被管理会社にその旨を通知するとともに、官報により、これを公告しなければならない。

(5) If the Prime Minister has appointed receivers of an insurer pursuant to the provisions of paragraph (2) or the preceding paragraph or if the Prime Minister has dismissed receivers of an insurer pursuant to that paragraph, they must notify the Managed Company of this, as well as giving public notice of that fact in the Official Gazette.

6 会社更生法第六十九条、第七十条、第八十条並びに第八十一条第一項及び第五項（数人の管財人の職務執行、管財人代理の選任、注意義務並びに費用の前払及び報酬）の規定は保険管理人について、一般社団法人及び一般財団法人に関する法律第七十八条（代表者の行為についての損害賠償責任）の規定は被管理会社について、それぞれ準用する。この場合において、会社更生法第六十九条第一項中「裁判所の許可」とあるのは「内閣総理大臣の承認」と、同法第七十条中「管財人代理」とあるのは「保険管理人代理」と、同条第二項中「裁判所の許可」とあるのは「内閣総理大臣の承認」と、同法第八十一条第一項中「裁判所」とあるのは「内閣総理大臣」と、同条第五項中「管財人代理」とあるのは「保険管理人代理」と、一般社団法人及び一般財団法人に関する法律第七十八条中「代表理事その他の代表者」とあるのは「保険管理人」と読み替えるものとする。

(6) The provisions of Article 69, Article 70, Article 80, and Article 81, paragraph (1) and Article 81, paragraph (5) (Execution of Duty by Several Trustees, Appointment of Trustee Representatives, Duty of Care, and Advance Payment of Costs and Compensation of a Trustee) of the Corporate Rehabilitation Act and the provisions of Article 78 (Liability for Damages with regard to Acts of Representative Persons) of the Act on General Incorporated Associations and General Incorporated Foundations apply mutatis mutandis to receivers of an insurer and the Managed Company, respectively. In this case, the term "permission of a court" in Article 69, paragraph (1) of the Corporate Rehabilitation Act is deemed to be replaced with "approval of the Prime Minister", the term "trustee representatives" in Article 70 of that Act is deemed to be replaced with "receiver representatives of an insurer", the term "permission of a court" in paragraph (2) in that Article is deemed to be replaced with "Approval of the Prime Minister", the term "court" in Article 81, paragraph (1) of that Act is deemed to be replaced with "the Prime Minister", the term "trustee representatives" in paragraph (5) in that Article is deemed to be replaced with "receiver representatives of an insurer", and the term "representative directors and other representative persons" in Article 78 of the Act on General Incorporated Associations and General Incorporated Foundations is deemed to be replaced with "receivers of an insurer".

第二百四十三条 保険会社等は、保険管理人又は保険管理人代理となることができる。

Article 243 (1) An Insurance Company, etc. may become a receiver or receiver representative of an insurer.

2 保険会社等は、内閣総理大臣から保険管理人となることを求められた場合には、正当な理由がないのに、これを拒んではならない。

(2) An Insurance Company, etc., if requested by the Prime Minister to become a receiver of an insurer, must not refuse in the absence of justifiable grounds.

3 保険契約者保護機構は、保険管理人又は保険管理人代理となり、その業務を行うことができる。

(3) A Policyholders Protection Corporation may become a receiver or receiver representative of an insurer and undertake the business of such.

(通知及び登記)

(Notices and Registration)

第二百四十四条 内閣総理大臣は、管理を命ずる処分をしたときは、直ちに、被管理会社の本店又は主たる事務所の所在地を管轄する地方裁判所にその旨を通知し、かつ、嘱託書に当該命令書の謄本を添付して、被管理会社の本店又は主たる事務所（外国保険会社等の場合にあつては、第百八十五条第一項に規定する支店等の所在地）の登記所に、その登記を嘱託しなければならない。

Article 244 (1) If the Prime Minister issues a Disposition Ordering Management, the Prime Minister must immediately notify the district court with jurisdiction over the location of the head office or principal office of the Managed Company of this, and attach a certified copy of the written order to a written commission and commission its registration in the registry of the head office or principal office of the Managed Company (in the case of a Foreign Insurance Company, etc., the location of a branch office, etc. as prescribed in Article 185, paragraph (1)).

2 前項の登記には、保険管理人の氏名又は名称及び住所をも登記しなければならない。

(2) The name and address of a receiver of the insurer must also be registered in the registration of the preceding paragraph.

3 第一項の規定は、前項に掲げる事項に変更が生じた場合について準用する。

(3) The provisions of paragraph (1) apply mutatis mutandis when modifications occur to particulars listed in the preceding paragraph.

(業務の停止)

(Suspension of Business)

第二百四十五条 管理を命ずる処分があつたときは、被管理会社は、次に掲げる業務を除き、その業務を停止しなければならない。ただし、保険管理人の申出により、その業務の一部を停止しないことについて内閣総理大臣が必要があると認めた場合の当該業務の一部については、この限りでない。

Article 245 When a Disposition Ordering Management has been issued, the Managed Company must suspend its business, except for those listed as

follows; provided, however, that this does not apply to a portion business when the Prime Minister finds it necessary that the relevant portion not be suspended pursuant to a report by a receiver of an insurer:

一 第二百六十六条第一項に規定する加入機構と第二百七十条の六の七第三項の規定による契約を締結した場合において、第二百七十条の三第二項第一号に規定する補償対象契約（以下この条において「補償対象契約」という。）に係る保険金請求権その他の政令で定める権利に係る債権者の請求に基づき、当該補償対象契約の保険金その他の給付金（当該補償対象契約の保険金その他の給付金の額に、当該補償対象契約の種類、予定利率その他の内容、当該請求に係る保険事故が発生した時期等を勘案して内閣府令・財務省令で定める率を乗じて得た額に限る。以下「補償対象保険金」という。）の支払を行う業務（以下「補償対象保険金支払業務」という。）

(i) where a contract has been concluded under the provisions of Article 270-6-7, paragraph (3) with an Affiliated Corporation as prescribed in Article 266, paragraph (1), business for paying insurance proceeds or any other benefit under a Covered Insurance Contract as prescribed in Article 270-3, paragraph (2), item (i) (hereinafter referred to as a "Covered Insurance Contract" in this Article) (limited to the amount calculated by multiplying the amount of the insurance proceeds or any other benefit under the Covered Insurance Contract by the rate specified by Cabinet Office Order or Order of the Ministry of Finance, in consideration of the type of Covered Insurance Contract, the assumed interest rate, any other content, and the timing that the insured event pertaining to the relevant claim occurred, etc.; hereinafter referred to as "Covered Insurance Proceeds"), based on a creditor's right to claim Insurance Proceeds or any other right claimed by the creditor, as specified Cabinet Order, under the relevant Covered Insurance Contract (hereinafter referred to as "Services for Paying Covered Insurance Proceeds");

二 内閣府令・財務省令で定める期間内における特定補償対象契約（補償対象契約のうち保険契約者等の保護のためその存続を図る必要性が低いものとして内閣府令・財務省令で定めるものをいう。以下同じ。）の解約に係る業務（解約返戻金その他これに類する給付金の支払に係るものを除く。以下「特定補償対象契約解約関連業務」という。）

(ii) business involving the cancellation of specified Covered Insurance Contracts (meaning those Covered Insurance Contracts specified by Cabinet Office Order or Order of the Ministry of Finance as contracts having little necessity to maintain in order to protect Insurance Policyholders, etc.; the same applies hereinafter) within the period of time specified by Cabinet Office Order or Order of the Ministry of Finance (excluding business involving the payment of cancellation refunds or any other similar benefits; hereinafter referred to as "Business for Canceling Specified Covered

Insurance Contracts").

(株主の名義書換の禁止)

(Prohibition on Entry of Name Changes for Shareholders)

第二百四十六条 被管理会社（外国保険会社等を除く。）が株式会社である場合において、内閣総理大臣は、必要があると認めるときは、株主の名義書換を禁止することができる。

Article 246 If a Managed Company (excluding a Foreign Insurance Company, etc.) is a Stock Company and the Prime Minister finds it necessary, the Prime Minister may prohibit the entry of a name change for the shareholders.

(保険管理人の報告義務)

(Duty of a Receiver of an Insurer to Report)

第二百四十六条の二 保険管理人は、就職の後遅滞なく、次に掲げる事項を調査し、内閣総理大臣に報告しなければならない。

Article 246-2 A receiver of an insurer, without delay after taking office, must investigate and report the following particulars to the Prime Minister:

一 被管理会社が管理を命ずる処分を受ける状況に至った経緯

(i) the course of events that lead to the circumstances under which the Managed Company received a Disposition Ordering Management;

二 被管理会社の業務及び財産の状況

(ii) the situation of the business and property of the Managed Company;

三 その他必要な事項

(iii) any other necessary particular.

(計画の承認)

(Approval of Plans)

第二百四十七条 内閣総理大臣は、保険契約者等の保護のため被管理会社に係る保険契約（外国保険会社等にあつては、日本における保険契約。第二百五十四条及び第二百七十条の七第一項を除き、以下この章において同じ。）の存続を図ること又は特定補償対象契約の解約に係る業務その他の業務が円滑に行われることが必要であると認めるときは、保険管理人に対し、次に掲げる事項を含む業務及び財産の管理に関する計画の作成を命ずることができる。

Article 247 (1) If the Prime Minister finds it necessary for the protection of Insurance Policyholders, etc. that the maintenance of insurance contracts pertaining to the Managed Company (in the case of Foreign Insurance Companies, etc., insurance contracts in Japan; hereinafter the same applies in this Chapter, excluding Article 254 and Article 270-7, paragraph (1)) or business involving the cancellation of specified Covered Insurance Contracts or any other business be conducted smoothly, the Prime Minister may order a receiver of the insurer to prepare a plan, including the following particulars,

related to business and property administration:

一 被管理会社の業務の整理及び合理化に関する方針

(i) a policy related to the liquidation and rationalization of the business of the Managed Company; and

二 被管理会社に係る合併等を円滑に行うための方策

(ii) measures to carry out smoothly a Merger, etc. pertaining to the Managed Company.

2 保険管理人は、前項の計画を作成したときは、内閣総理大臣の承認を得なければならない。

(2) A receiver of an insurer must obtain the approval of the Prime Minister when they have prepared the plan set forth in the preceding paragraph.

3 保険管理人は、前項の承認があったときは、遅滞なく、当該承認に係る第一項の計画を実行に移さなければならない。

(3) A receiver of an insurer, without delay, when they have the approval set forth in the preceding paragraph, must move on to the implementation of the plan set forth in paragraph (1) pertaining to the relevant approval.

4 保険管理人は、やむを得ない事情が生じた場合には、内閣総理大臣の承認を受けて、第一項の計画を変更し、又は廃止することができる。

(4) A receiver of an insurer may, when unavoidable circumstances arise, receive approval from the Prime Minister and change or abolish the plan set forth in paragraph (1).

5 内閣総理大臣は、保険契約者等の保護のため必要があると認めるときは、保険管理人に対し、第一項の計画の変更又は廃止を命ずることができる。

(5) If the Prime Minister finds it necessary for the protection of Insurance Policyholders, etc., the Prime Minister may order a receiver of the insurer to change or abolish the plan set forth in paragraph (1).

(保険管理人の調査等)

(Investigations by Receivers of an Insurer)

第二百四十七条の二 保険管理人は、被管理会社の取締役、執行役、会計参与、監査役、会計監査人及び支配人その他の使用人並びにこれらの者であった者に対し、被管理会社の業務及び財産の状況（これらの者であった者については、その者が当該被管理会社の業務に従事していた期間内に知ることのできた事項に係るものに限る。）につき報告を求め、又は被管理会社の帳簿、書類その他の物件を検査することができる。

Article 247-2 (1) A receiver of an insurer may request directors, executive officers, accounting advisors, company auditors, financial auditor, and managers or any other employee of the Managed Company, and any person who has resigned from these positions, to make a report on the status of the business and property of the Managed Company (with regard to any person who has resigned from these positions, limited to the status of particulars that could have been known by the relevant person during the period when they

were engaged to work for that Managed Company), or inspect the books, documents, or any other items of the Managed Company.

2 保険管理人は、その職務を行うため必要があるときは、官庁、公共団体その他の者に照会し、又は協力を求めることができる。

(2) A receiver of an insurer may, when it is necessary to carry out their duty, inquire with, or request the cooperation of, government agencies, public entities, or any other person.

(保険管理人等の秘密保持義務)

(Confidentiality Obligation of Receivers and Receiver Representatives of an Insurer)

第二百四十七条の三 保険管理人及び保険管理人代理（以下この条において「保険管理人等」という。）は、その職務上知ることのできた秘密を漏らしてはならない。保険管理人等がその職を退いた後も、同様とする。

Article 247-3 (1) A receiver of an insurer and a receiver representative of an insurer (hereinafter referred to as a "receiver, etc. of an insurer" in this Article) must not disclose any secrets learned in the course of their duties. The same applies after the receiver, etc. of an insurer resigns from office.

2 保険管理人等が法人であるときは、保険管理人等の職務に従事するその役員及び職員は、その職務上知ることのできた秘密を漏らしてはならない。その役員又は職員が保険管理人等の職務に従事しなくなった後においても、同様とする。

(2) When a receiver, etc. of an insurer is a corporation, its officers and employees who are engaged in the duties of a receiver, etc. of an insurer must not disclose any secrets learned in the course of duty. The same applies after the relevant officers or employees are no longer engaged in the duties of a receiver, etc. of an insurer.

(被管理会社の経営者の破綻の責任を明確にするための措置)

(Measures to Clarify Managers' Responsibility for the Bankruptcy of a Managed Company)

第二百四十七条の四 保険管理人は、被管理会社の取締役、執行役、会計参与、監査役若しくは会計監査人又はこれらの者であった者の職務上の義務違反に基づく民事上の責任を履行させるため、訴えの提起その他の必要な措置をとらなければならない。

Article 247-4 (1) A receiver of an insurer, in order to cause directors, executive officers, accounting advisers, company auditors or financial auditor of a Managed Company, or any person who has resigned from these positions, to perform their civil responsibility based on the breach of professional obligations, must file an action with the court or take other necessary measures.

2 保険管理人は、その職務を行うことにより犯罪があると思料するときは、告発に向けて所要の措置をとらなければならない。

(2) A receiver of an insurer, if, in the course of their duties, they come to consider that a crime has been committed, must take the necessary measures toward prosecution.

(保険管理人と被管理会社との取引)

(Transactions between a Receiver of an Insurer and a Managed Company)

第二百四十七条の五 保険管理人は、自己又は第三者のために被管理会社と取引するときは、内閣総理大臣の承認を得なければならない。この場合においては、民法第百八条（自己契約及び双方代理）の規定は、適用しない。

Article 247-5 (1) A receiver of an insurer must obtain the approval of the Prime Minister before carrying out, for the receiver's own sake or for a third party, any transaction with the Managed Company. In this case, the provisions of Article 108 (Self-Contract and Representation of Both Parties) of the Civil Code does not apply.

2 前項の承認を得ないでした行為は、無効とする。ただし、善意の第三者に対抗することができない。

(2) An action is null and void if the approval set forth in the preceding paragraph has not been obtained; provided, however, that this may not be duly asserted against a third party without knowledge.

(保険管理人による管理を命ずる処分の取消し)

(Rescission of Dispositions Ordering Management by Receivers of an Insurer)

第二百四十八条 内閣総理大臣は、管理を命ずる処分について、その必要がなくなったと認めるときは、当該管理を命ずる処分を取り消さなければならない。

Article 248 (1) If the Prime Minister finds that there is no longer any need for a Disposition Ordering Management, the Prime Minister must rescind that Disposition Ordering Management.

2 第二百四十四条第一項の規定は、前項の場合について準用する。

(2) The provisions of Article 244, paragraph (1) apply mutatis mutandis to the case set forth in the preceding paragraph.

(株主総会等の特別決議等に関する特例)

(Special Provisions on Extraordinary Resolutions at Shareholders' Meetings)

第二百四十九条 株式会社である被管理会社（外国保険会社等を除く。以下この条及び次条において同じ。）における会社法第三百九条第二項第三号（同法第七十一条第一項に係る部分に限る。）から第五号まで、第九号、第十一号若しくは第十二号（株主総会の決議）若しくは第三百二十四条第二項第一号若しくは第四号（種類株主総会の決議）に掲げる株主総会若しくは種類株主総会の決議又は第六十九条第二項、第百三十六条第二項、第百四十四条第三項、第百六十五条の三第二項若しくは第百六十五条の十第二項の規定による決議は、これらの規定にかかわらず、出席した株主の議決権の三分の二以上に当たる多数をもって、仮にすることができる。

Article 249 (1) In a Managed Company that is a Stock Company (excluding a Foreign Insurance Company, etc.; hereinafter the same applies in this Article and the following Article), resolutions at a Shareholders' Meeting or class meeting listed in Article 309, paragraph (2), items (iii) (limited to the segment pertaining to Article 171, paragraph (1) of that Act) to (v), (ix), (xi), or (xii) (Resolutions at Shareholders' Meetings) or Article 324, paragraph (2), items (i) or (iv) (Resolutions at Class Meetings) of the Companies Act, or resolutions pursuant to the provisions of Article 69, paragraph (2), Article 136, paragraph (2), Article 144, paragraph (3), Article 165-3, paragraph (2), or Article 165-10, paragraph (2), may be made provisionally with the two-thirds majority vote of the attending shareholders, notwithstanding these provisions.

2 株式会社である被管理会社における会社法第三百九条第三項各号若しくは第三百二十四条第三項各号に掲げる株主総会若しくは種類株主総会の決議又は同法第三百二十三条（種類株主総会の決議を必要とする旨の定めがある場合）の規定若しくは第百六十五条の三第四項若しくは第六項若しくは第百六十五条の十第六項の規定による決議は、これらの規定にかかわらず、出席した株主の半数以上であって出席した株主の議決権の三分の二以上に当たる多数をもって、仮にすることができる。

(2) In a Managed Company that is a Stock Company, resolutions at a Shareholders' Meeting or class meeting listed in the items of Article 309, paragraph (3) or in Article 324, paragraph (3), items (i) and (ii) of the Companies Act or resolutions pursuant to the provisions of Article 323 (Cases of Provisions Requiring Resolution at a Class Meeting) of that Act or Article 165-3, paragraph (4) or Article 165-3, paragraph (6), or Article 165-10, paragraph (6) may be made provisionally with the two-thirds majority vote of the attending shareholders at a session where at least half of the shareholders are present, notwithstanding these provisions.

3 相互会社である被管理会社における第五十七条第二項、第六十条第二項、第六十二条第二項、第六十二条の二第二項、第八十六条第二項、第一百三十六条第二項、第一百四十四条第三項、第一百五十六条又は第百六十五条の十六第二項（第百六十五条の二十において準用する場合を含む。）の規定による決議は、これらの規定にかかわらず、出席した社員（総代会を設けているときは、総代）の議決権の四分の三以上に当たる多数をもって、仮にすることができる。

(3) In a Managed Company that is a Mutual Company, resolutions pursuant to the provisions of Article 57, paragraph (2), Article 60, paragraph (2), Article 62, paragraph (2), Article 62-2, paragraph (2), Article 86, paragraph (2), Article 136, paragraph (2), Article 144, paragraph (3), Article 156 or Article 165-16, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20) may be made provisionally with a three-quarters majority vote of the members attending the meeting (or the representative members, where the company has a Member Representatives Meeting), notwithstanding these provisions.

4 第一項の規定により仮にした決議（以下「仮決議」という。）があった場合においては、各株主に対し、当該仮決議の趣旨を通知し、当該仮決議の日から一月以内に再度の株主総会を招集しなければならない。

(4) In the case where a resolution is made provisionally pursuant to the provisions of paragraph (1) (hereinafter referred to as a "Provisional Resolution" in this Article), the Managed Company must notify its shareholders of the purpose of the relevant Provisional Resolution and must call a subsequent Shareholders' Meeting within one month of the date of adoption of the relevant Provisional Resolution.

5 前項の株主総会において第一項に規定する多数をもって仮決議を承認した場合には、当該承認のあった時に、当該仮決議をした事項に係る決議があったものとみなす。

(5) In the case where a Provisional Resolution is approved by a majority as prescribed in paragraph (1) at the Shareholders' Meeting set forth in the preceding paragraph, a resolution on the particulars of the relevant Provisional Resolution is deemed to have existed when the relevant approval was given.

6 前二項の規定は、第二項の規定により仮にした決議があった場合について準用する。この場合において、前項中「第一項」とあるのは、「第二項」と読み替えるものとする。

(6) The provisions of the preceding two paragraphs apply mutatis mutandis to cases where a resolution is made provisionally pursuant to the provisions of paragraph (2). In this case, the term "paragraph (1)" in the preceding paragraph is deemed to be replaced with the term "paragraph (2)".

7 第四項及び第五項の規定は、第三項の規定により仮にした決議があった場合について準用する。この場合において、第四項中「各株主」とあるのは「各社員（総代会を設けているときは、各総代）」と、同項及び第五項中「株主総会」とあるのは「社員総会（総代会を設けているときは、総代会）」と、同項中「第一項」とあるのは「第三項」と読み替えるものとする。

(7) The provisions of paragraph (4) and paragraph (5) apply mutatis mutandis to cases where a resolution is made provisionally pursuant to the provisions of paragraph (3). In this case, the term "shareholders" in paragraph (4) is deemed to be replaced with the term "members present at the relevant meeting (or, where the company has a Member Representatives Meeting, the representative members present)", the term "Shareholders' Meeting" in that paragraph and in paragraph (5) is deemed to be replaced with the term "general meeting (or the Member Representatives Meeting, where the company has such a meeting)", and the term "paragraph (1)" in that paragraph is deemed to be replaced with the term "paragraph (3)".

（株主総会等の特別決議に代わる許可）

(Permission in Lieu of Extraordinary Resolution of Shareholders' Meeting)

第二百四十九条の二 株式会社である被管理会社がその財産をもって債務を完済することができない場合には、当該被管理会社は、会社法第百十一条第二項（定款の変更のの特則）、第百七十一条第一項（全部取得条項付種類株式の取得に関する決定）、第百九十九条第二項（募集事項の決定）、第四百四十七条第一項（資本金の額の減少）、第四百六十六条（定款の変更）、第四百六十七条第一項第一号から第二号の二まで（事業譲渡等の承認等）及び第四百七十一条第三号（解散の事由）の規定並びに第三百三十六条（第二百七十二条の二十九において準用する場合を含む。次項において同じ。）の規定にかかわらず、裁判所の許可を得て、次に掲げる事項を行うことができる。

Article 249-2 (1) In the case where a Managed Company that is a Stock Company is unable to satisfy its obligations with its property, that Managed Company may obtain permission of a court and act with regard to the following particulars, notwithstanding the provisions of Article 111, paragraph (2) (Special Provisions on Procedures for Amendments in Articles of Incorporation), Article 171, paragraph (1) (Determinations regarding Acquisition of Class Shares subject to Wholly Call), Article 199, paragraph (2) (Determination of Subscription Requirements), Article 447, paragraph (1) (Reductions in Amount of capital), Article 466 (Changes in Articles of Incorporation), Article 467, paragraph (1), items (i) to (ii)-2 (Approvals of Business Transfer, etc.), and Article 471, item (iii) (Grounds for Dissolution) of the Companies Act and the provisions of Article 136 (including the cases where it is applied mutatis mutandis pursuant to Article 272-29; the same applies in the following paragraph):

一 全部取得条項付種類株式（会社法第百七十一条第一項に規定する全部取得条項付種類株式をいう。）の発行のために必要な定款の変更、当該全部取得条項付種類株式の全部の取得又はこれとともにする同法第百九十九条第一項（募集事項の決定）に規定する募集株式の発行に係る同条第二項に規定する募集事項の決定

(i) amendment of articles of incorporation necessary for issuance of Class Shares subject to Wholly Call (meaning Class Shares subject to Wholly Call prescribed in Article 171, paragraph (1) of the Companies Act), acquisition of all of the relevant Class Shares subject to Wholly Call, or determination of subscription requirements prescribed in Article 199, paragraph (2) (Determination of Subscription Requirements) of that Act in relation to the issuance of shares for subscription associated therewith as prescribed in paragraph (1) of that Article;

二 資本金の額の減少

(ii) reduction in the amount of capital;

三 会社法第四百六十七条第一項第一号から第二号の二までに掲げる行為

(iii) acts listed in Article 467, paragraph (1), items (i) to (ii)-2 of the Companies Act;

四 解散

(iv) dissolution;

五 保険契約の移転

(v) transfer of insurance contracts.

2 相互会社である被管理会社がその財産をもって債務を完済することができない場合には、当該被管理会社は、第六十二条の二第一項第一号から第二号の二まで、第百三十六條及び第百五十六條の規定にかかわらず、裁判所の許可を得て、次に掲げる事項を行うことができる。

(2) In the case where a Managed Company that is a Mutual Company is unable to satisfy its obligations with its property, that Managed Company may obtain permission of a court and act with regard to the following particulars, notwithstanding the provisions of Article 62-2, paragraph (1), items (i) to (ii)-2, Article 136, and Article 156:

一 第六十二条の二第一項第一号から第二号の二までに掲げる行為

(i) acts listed in Article 62-2, paragraph (1), items (i) to (ii)-2;

二 保険契約の移転

(ii) transfer of insurance contracts;

三 解散

(iii) dissolution.

3 保険管理人は、会社法第三百三十九条第一項（解任）、第三百四十七条第一項（種類株主総会における取締役又は監査役の選任等）若しくは第四百三条第一項（執行役の解任等）の規定又は第五十三条の八第一項若しくは第五十三条の二十七第一項の規定にかかわらず、裁判所の許可を得て、被管理会社の取締役（被管理会社が監査等委員会設置会社である場合にあつては、監査等委員である取締役又はそれ以外の取締役。次項及び第五項において同じ。）、執行役、会計参与、監査役又は会計監査人を解任することができる。

(3) A receiver of an insurer may obtain permission of a court and dismiss directors (if the Managed Company is a Company with Audit and Supervisory Committee, directors who are Audit and Supervisory Committee Members or other directors; the same applies in the following paragraph and paragraph (5)), executive officers, accounting advisers, company auditors, or financial auditor of the Managed Company, notwithstanding the provisions of Article 339, paragraph (1) (Dismissal), Article 347, paragraph (1) (Election of Directors or Company Auditors at Class Meetings), or Article 403, paragraph (1) (Dismissal of Executive Officers) of the Companies Act or the provisions of Article 53-8, paragraph (1) or Article 53-27, paragraph (1).

4 前項の規定により被管理会社の取締役、執行役、会計参与、監査役又は会計監査人を解任しようとする場合において、解任により法律又は定款に定めた取締役、執行役、会計参与、監査役又は会計監査人の員数を欠くこととなるときは、保険管理人は、会社法第三百二十九条第一項（選任）、第三百四十七条第一項若しくは第四百二条第二項（執行役の選任等）の規定又は第五十二条第一項若しくは第五十三条の二十六第二項の規定にかかわらず、裁判所の許可を得て、被管理会社の取締役、執行役、会計参

与、監査役又は会計監査人を選任することができる。

- (4) In the case where a receiver of an insurer seeks to dismiss directors, executive officers, accounting advisers, company auditors, or financial auditor of the Managed Company pursuant to the provisions of the preceding paragraph, when the number of directors, executive officers, accounting advisers, company auditors, or financial auditor will fail to meet the number prescribed by an Act or by the articles of incorporation by carrying out the dismissals, the receiver of an insurer may obtain permission of a court and appoint directors, executive officers, accounting advisers, company auditors, or financial auditor of the Managed Company, notwithstanding the provisions of Article 329, paragraph (1) (Election), Article 347, paragraph (1) or Article 402, paragraph (2) (Election of Executive Officers) of the Companies Act or the provisions of Article 52, paragraph (1) or Article 53-26, paragraph (2).
- 5 前項の規定により選任された被管理会社の取締役、会計参与、監査役又は会計監査人は当該被管理会社に係る保険管理人による管理の終了後最初に招集される定時株主総会又は定時社員総会（総代会を設けているときは、定時総代会）の終結の時に、執行役は当該定時株主総会又は定時社員総会（総代会を設けているときは、定時総代会）が終結した後最初に開催される取締役会の終結の時に退任する。
- (5) The directors, accounting advisers, company auditors, or financial auditor of the Managed Company who have been elected pursuant to the provisions of the preceding paragraph is to retire from their posts at the conclusion of the first annual Shareholders' Meeting or annual general meeting (if there is a Member Representatives Meeting, the Annual Member Representatives Meeting) convened after the termination of the management by the receiver of the insurer pertaining to the relevant Managed Company, and executive officers are to retire from their posts at the conclusion of the first meeting of the board of directors held after the conclusion of the first Annual Shareholders' Meeting or annual general meeting (if there is a Member Representatives Meeting, the Annual Member Representatives Meeting).
- 6 第一項から第四項までに規定する許可（以下この条及び次条において「代替許可」という。）があったときは、当該代替許可に係る事項について株主総会等、種類株主総会又は取締役会の決議があったものとみなす。この場合における第十六条第一項、第三百三十六条の二第一項（第二百七十二条の二十九において準用する場合を含む。以下この項において同じ。）並びに第二百五十条第三項及び第五項の規定の適用については、第十六条第一項中「資本金又は準備金（以下この節において「資本金等」という。）の額の減少（減少する準備金の額の全部を資本金とする場合を除く。）の決議に係る株主総会（会社法第四百四十七条第三項（資本金の額の減少）又は第四百四十八条第三項（準備金の額の減少）に規定する場合にあっては、取締役会）の会日の二週間前」とあるのは「資本金又は準備金の額の減少（減少する準備金の額の全部を資本金とする場合を除く。）に係る第二百四十九条の二第一項の許可のあった日以後二週間以内の日」と、第三百三十六条の二第一項中「前条第一項の株主総会等の会日の二

週間前」とあるのは「保険契約の移転に係る第二百四十九条の二第一項又は第二項の許可のあった日以後二週間以内の日」と、第二百五十条第三項中「次項の公告」とあり、及び同条第五項中「前項の公告」とあるのは「第二百四十九条の二第八項の公告」とし、第二百五十六条の二及び第二百五十条第四項の規定は、適用しない。

(6) When the permissions prescribed in paragraph (1) to paragraph (4) (hereinafter referred to as "Replacement Permissions" in this Article and the following Article) have been obtained, it is deemed that a resolution of the Shareholders' Meeting, etc., class meeting, or board of directors has been made concerning the particulars of the relevant Replacement Permissions. With regard to the application of the provisions in Article 16, paragraph (1), Article 136-2, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-29), and Article 250, paragraphs (3) and (5) in this case, the term "two weeks before the date of the Shareholders' Meeting pertaining to the resolution on the reduction (excluding the cases where the whole of the amount by which the reserves are reduced is appropriated to the capital) of the capital or reserves (hereinafter referred to as "capital, etc." in this Section) (or, the date of the board of directors meeting where Article 447, paragraph (3) (Reductions in Amount of Capital) or Article 448, paragraph (3) (Reductions in Amount of Reserves) of the Companies Act applies)" in Article 60, paragraph (1) is deemed to be replaced with "a date within two weeks from the date of receipt of the permission set forth in Article 249-2, paragraph (1) pertaining to the reduction (excluding the cases where the whole of the amount by which the reserves are reduced is appropriated to the capital) of the capital or reserves", the term "two weeks before the date of the Shareholders' Meeting, etc. set forth in Article 136, paragraph (1) in the preceding Article" in Article 136-2 is deemed to be replaced with "a date within two weeks from the date of receipt of the permission set forth in Article 249-2, paragraph (1) or (2) pertaining to the transfer of insurance contracts", and the terms "the public notice set forth in the following paragraph" in Article 250, paragraph (3) and "the public notice set forth in the preceding paragraph" in paragraph (5) in that Article are deemed to be replaced with "the public notice set forth in Article 249-2, paragraph (8)"; and the provisions of Article 156-2 and Article 250, paragraph (4) do not apply.

7 代替許可に係る事件は、当該被管理会社の本店又は主たる事務所の所在地を管轄する地方裁判所が管轄する。

(7) The district court with jurisdiction over the location of the head office or principle office of that Managed Company is to have jurisdiction over the particulars of Replacement Permissions.

8 裁判所は、代替許可の決定をしたときは、その決定書を被管理会社に送達するとともに、その決定の要旨を公告しなければならない。

(8) The court, when it has made a decision on Replacement Permissions, must

serve that written decision on the Managed Company and make a public notice as to the details of that decision.

9 前項の規定によってする公告は、官報に掲載してする。

(9) The public notice made pursuant to the provisions of the preceding paragraph is published in the Official Gazette.

10 代替許可の決定は、第八項の規定による被管理会社に対する送達がされた時から、効力を生ずる。

(10) The decision on Replacement Permissions is to take effect as of the time it has been served on the Managed Company under the provisions of paragraph (8).

11 代替許可の決定に対しては、株主又は社員は、第八項の公告のあった日から二週間の不変期間内に、即時抗告をすることができる。この場合において、当該即時抗告が解散に係る代替許可の決定に対するものであるときは、執行停止の効力を有する。

(11) Shareholders or members may make an immediate appeal against the decision on Replacement Permissions within an unextendable period of two weeks from the date of the public notice set forth in paragraph (8). In this case, when the immediate appeal is against a decision on Replacement Permissions pertaining to dissolution, it is to have the effect of a stay of execution.

12 非訟事件手続法（平成二十三年法律第五十一号）第五条（管轄が住所地により定まる場合の管轄裁判所）、第六条（優先管轄等）、第七条第二項（管轄裁判所の指定）、第四十条（検察官の関与）、第四十一条（検察官に対する通知）、第五十六条第二項（終局決定の告知及び効力の発生等）並びに第六十六条第一項及び第二項（即時抗告をすることができる裁判）の規定は、代替許可に係る事件については、適用しない。

(12) The provisions of Article 5 (Courts with Jurisdiction, if jurisdiction is determined by address), Article 6 (Priority Jurisdiction, etc.), Article 7, paragraph 2 (Designations of Courts with Jurisdiction), Article 40 (Participation of a Public Prosecutor), Article 41 (Notification to a Public Prosecutor), Article 56, paragraph (2) (Notice of Final Decision and Effect of Decisions, etc.) and Article 66, paragraphs (1) and (2) (Trials subject to Immediate Appeals) of the Act on Procedures in Non-Contentious Cases (Act No. 14 of 1898) does not apply to concerning the particulars of Replacement Permissions.

（代替許可に係る登記の特例）

(Special Provisions on Registration Pertaining to Replacement Permissions)

第二百四十九条の三 前条第一項第一号、第二号若しくは第四号若しくは第二項第三号に掲げる事項又は同条第三項若しくは第四項に定める事項に係る代替許可があった場合においては、当該事項に係る登記の申請書には、当該代替許可の決定書の謄本又は抄本を添付しなければならない。

Article 249-3 If Replacement Permissions for the particulars listed in paragraph

(1), item (i), (ii) or (iv) of the preceding Article, or paragraph (2), item (iii) of that Article, or in paragraph (3) or (4) of that Article have been granted, a certified copy or extract of the written decision for the relevant Replacement Permissions must be attached to the written application for registration for the relevant particulars.

第三款 合併等における契約条件の変更等

Subsection 3 Modification of Insurance Clauses in Mergers

(保険契約の移転における契約条件の変更)

(Modification of Insurance Clauses in Transfer of Insurance Contracts)

第二百五十条 保険会社等又は外国保険会社等は、次に掲げる場合に該当する場合には、第三百三十五条第一項（第二百十条第一項及び第二百七十二条の二十九において準用する場合を含む。）の契約において、第三百三十五条第四項（第二百十条第一項及び第二百七十二条の二十九において準用する場合を含む。）に規定する軽微な変更のほか、当該契約により移転するものとされる保険契約（特定契約を除く。）について保険金額の削減その他の契約条項の変更（当該軽微な変更、特定補償対象契約以外の補償対象契約（第二百七十条の三第二項第一号に規定する補償対象契約をいう。）について第三項第一号に規定する公告等の時以後に収受した保険料により積み立てるべき責任準備金を減額する変更及び特定補償対象契約について同号に規定する公告等の時以後に発生する解約返戻金その他これに類するものとして内閣府令・財務省令で定める給付金に関しこれら以外の当該特定補償対象契約に係る保険金その他の給付金に比して不利な内容を定める変更を除く。以下この款において「契約条件の変更」という。）を定めることができる。

Article 250 (1) Beyond the minor modifications prescribed in Article 135, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29) made to the contract set forth in Article 135, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29), an Insurance Company, etc. or Foreign Insurance Company, etc. may, in the cases that fall under the following listed cases, prescribe a reduction in the insurance proceeds and any other modifications to contract clauses with regard to insurance contracts (excluding specified contracts) that will be transferred pursuant to that contract (excluding the relevant minor modifications, modifications that reduce the policy reserves that must be reserved from Insurance Premiums received after the time of the public notice, etc. prescribed in paragraph (3), item (i) with regard to Covered Insurance Contracts other than specified Covered Insurance Contracts (referred to as Covered Insurance Contracts prescribed in Article 270-3, paragraph (2), item (i)), and modifications that will establish disadvantageous content related to cancellation refunds or any other similar benefits specified by Cabinet Office

Order or Order of the Ministry of Finance that accrue after the time of the public notice, etc. prescribed in paragraph (3), item (i) with regard to specified Covered Insurance Contracts compared to other insurance proceeds or any other benefits pertaining to the relevant specified Covered Insurance Contracts; hereinafter referred to in this Subsection as "Modifications to Contract Conditions"):

一 第二百四十一条第一項の規定により保険契約の全部に係る保険契約の移転の協議を命ぜられた場合において、当該保険契約の移転をするとき。

(i) in the case where agreement to a transfer of insurance contracts pertaining to all insurance contracts has been ordered pursuant to the provisions of Article 241, paragraph (1), when the relevant insurance contracts are to be transferred;

二 被管理会社である場合において、第二百四十七条第二項の承認（同条第四項の変更の承認を含む。）を受けた同条第一項の計画に従って保険契約の全部又は一部に係る保険契約の移転をするとき。

(ii) in the case where the company is a Managed Company, when a transfer of insurance contracts pertaining to all or some insurance contracts is to be made in accordance with a plan as set forth in Article 247, paragraph (1) that has received approval as set forth in paragraph (2) in that Article (including the approval of modification as set forth in paragraph (4) in that Article);

三 第二百六十八条第一項又は第二百七十条第一項の内閣総理大臣の認定を受けた第二百六十条第二項に規定する破綻保険会社である場合において、同条第三項に規定する救済保険会社に対しその保険契約の全部に係る保険契約の移転をするとき（前二号に掲げる場合を除く。）。

(iii) in the case where the company is a Bankrupt Insurance Company as prescribed in Article 260, paragraph (2) that has received the recognition of the Prime Minister as set forth in Article 268, paragraph (1) or Article 270, paragraph (1), when insurance contracts pertaining to all its insurance contracts are to be transferred to a Relief Insurance Company as prescribed in Article 260, paragraph (3) (excluding the case given in the preceding two items).

2 前項第一号又は第三号の保険契約の移転をする場合には、当該保険会社等又は外国保険会社等に係る保険契約（特定補償対象契約解約関連業務に係る保険契約を含む。）のうち、特定契約以外の全部を包括して移転しなければならない。

(2) In the case where insurance contracts are to be transferred as set forth in the items (i) or (iii) in the preceding paragraph, all the insurance contracts pertaining to that Insurance Company, etc. or Foreign Insurance Company, etc. (including insurance contracts relevant to Business for Canceling Specified Covered Insurance Contracts), other than specified contracts, must be transferred collectively.

3 前二項に規定する「特定契約」とは、次に掲げるものをいう。

(3) The term "Specified Contracts" prescribed in the preceding two paragraphs refers to the following:

一 次項の公告の時（当該公告の時において既に、第二百四十一条第一項の規定により業務の全部若しくは一部の停止を命ぜられ、保険契約に係る支払を停止している場合又は第二百四十五条（第二百五十八条第二項において準用する場合を含む。）、この条第五項、第二百五十四条第四項若しくは第二百五十五条の二第三項の規定によりその業務を停止し、保険契約に係る支払を停止している場合にあつては、その保険契約に係る支払を停止した時。次号において「公告等の時」という。）において既に保険事故が発生している保険契約（当該保険事故に係る保険金の支払により消滅することとなるものに限る。）

(i) insurance contracts for which an insured event (limited to insurance contracts which would be terminated with the payment of the insurance proceeds pertaining to the insured event) has already occurred at the Time of the Public Notice set forth in the following paragraph (when payment pertaining to the relevant insurance contracts has already been suspended at the time of the relevant public notice in the case where a whole or partial suspension of business has been ordered pursuant to the provisions of Article 241, paragraph (1) and payment pertaining to insurance contracts has been suspended or in the case where business has been suspended pursuant to the provisions of Article 245 (including the cases where it is applied mutatis mutandis pursuant to Article 258, paragraph (2)), paragraph (5) in this Article, Article 254, paragraph (4), or Article 255-2, paragraph (3), and payment pertaining to insurance contracts has been suspended; referred to as "Time of Public Notice, etc." in the following item);

二 公告等の時において既に保険期間が終了している保険契約（公告等の時において保険期間の途中で解約その他の保険契約の終了の事由が発生しているもの（第二百四十条の三の規定による命令により保険契約に係る支払が停止されているものを除く。）を含み、前号に掲げるものを除く。）

(ii) insurance contracts for which the insured period has already terminated at the Time of Public Notice, etc. (including those that, at the Time of Public Notice, etc., were cancelled during the insured period and any others for which a cause of termination of insurance contracts has occurred (excluding those for which payment pertaining to insurance contracts has been suspended pursuant to an order under the provisions of Article 240-3), and excluding those given in the preceding item).

4 第一項の場合において、保険会社等にあつては第百三十六条第一項（第二百七十二條の二十九において準用する場合を含む。）の株主総会等の招集の通知の発送日において、当該株主総会等が開かれる旨及び当該契約条件の変更を含む保険契約の移転の決議が会議の目的となっている旨を、外国保険会社等にあつては第百三十五条第一項の契約に係る契約書の作成日において、当該契約条件の変更を含む契約書が作成された旨を、それぞれ公告しなければならない。

(4) In the case set forth in paragraph (1), an Insurance Company, etc., on the date of mailing convocation notices for the Shareholders' Meeting, etc. set forth in Article 136, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-29), must make public notice to the effect that the relevant Shareholders' Meeting, etc. will be held and that a resolution to transfer insurance contracts that include the relevant Modification of Insurance Clauses is the purpose of the meeting; a Foreign Insurance Company, etc., on the date the contracts set forth in Article 135, paragraph (1) are created, must make public notice to the effect that contracts that contain the relevant Modification of Insurance Clauses have been issued.

5 第一項の保険会社等又は外国保険会社等は、前項の公告の時に於いて既に、第二百四十一条第一項の規定により業務の全部の停止を命ぜられ、又は第二百四十五条本文（第二百五十八条第二項において準用する場合を含む。）、この項本文、第二百五十四条第四項本文若しくは第二百五十五条の二第三項本文の規定によりその業務の全部を停止している場合を除き、当該公告の時から、その業務の全部（補償対象保険金支払業務及び特定補償対象契約解約関連業務を除く。）を停止しなければならない。ただし、当該保険会社等又は外国保険会社等の申出により、その業務の一部を停止しないことについて、内閣総理大臣が必要があると認めた場合には、当該業務の一部については、この限りでない。

(5) The Insurance Company, etc. or Foreign Insurance Company, etc. set forth in paragraph (1) must suspend all of its business (excluding Business for Paying Covered Insurance Proceeds and Business for Canceling Specified Covered Insurance Contracts) from the Time of Public Notice as set forth in the preceding paragraph, excluding the case where, already at the Time of Public Notice, the suspension of all of its business has been ordered pursuant to the provisions of Article 241, paragraph (1) or all of its business has been suspended pursuant to the provisions of the main clause of Article 245 (including the cases where it is applied mutatis mutandis pursuant to Article 258, paragraph (2)), the main clause of this paragraph, the main clause of Article 254, paragraph (4), or the main clause of Article 255-2, paragraph (3); provided, however, that this does not apply to a portion of its business in the case that the Prime Minister finds it necessary that the portion of business is not be suspended pursuant to a report from that Insurance Company, etc. or Foreign Insurance Company, etc.

(保険契約の移転の公告等及び異議申立てに関する特例)

(Special Provisions on Public Notice and Objection Regarding Transfer of Insurance Contracts)

第二百五十一条 前条第一項の保険契約の移転をする場合には、第百三十七条第一項（第二百十条第一項及び第二百七十二条の二十九において準用する場合を含む。）の公告に、契約条件の変更により生ずる保険契約者の権利義務の変更の主要内容その

他の内閣府令・財務省令で定める事項を付記しなければならない。

Article 251 (1) In the case where insurance contracts are to be transferred as set forth in the paragraph (1) in the preceding Article, the public notice set forth in Article 137, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29) must include a supplementary note on the main content of modifications in the rights and duties of Insurance Policyholders caused by a Modification of Insurance Clauses and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance.

2 前条第一項の保険契約の移転をする場合における第百三十五条第二項並びに第百三十七条第一項本文及び第三項（これらの規定を第二百十条第一項及び第二百七十二條の二十九において準用する場合を含む。以下この項において同じ。）の規定の適用については、第百三十五条第二項中「第百三十七条第一項の規定による公告の時ににおいて既に保険事故が発生している保険契約（当該保険事故に係る保険金の支払により消滅することとなるものに限る。）その他の政令で定める保険契約」とあるのは「第二百五十条第三項に規定する特定契約」と、第百三十七条第一項本文中「公告するとともに、移転対象契約者にこれらの事項を通知しなければ」とあるのは「公告しなければ」と、同条第三項中「十分の一（保険契約の全部に係る保険契約の移転である場合にあっては、五十分の一）」とあるのは「十分の一」と、「当該保険契約について、第一項の規定による公告の時ににおいて」とあるのは「当該保険契約が第二百五十条第三項に規定する特定契約である場合において、当該保険契約につき」とし、同条第一項ただし書及び第五項（これらの規定を第二百十条第一項及び第二百七十二條の二十九において準用する場合を含む。次項において同じ。）の規定は、適用しない。

(2) With regard to the application of the provisions of Article 135, paragraph (2) and Article 137, the main clause of paragraph (1), and paragraph (3) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29; hereinafter the same applies in this paragraph) in the case where insurance contracts are to be transferred as set forth in the paragraph (1) in the preceding Article, "insurance contracts for which an insured event has already occurred at the Time of Public Notice pursuant to the provisions of Article 137, paragraph (1) (limited to insurance contracts which would be terminated with the payment of the insurance proceeds pertaining to the insured event) and any other insurance contracts specified by Cabinet Order" in Article 135, paragraph (2) is deemed to be replaced with "Specified Contracts prescribed in Article 250, paragraph (3)", the term "give public notice of the gist of the Agreement concluded under Article 135, paragraph (1), the balance sheets of the Transferor Company and the Transferee Company (for a Foreign Insurance Company, etc., the balance sheet for its Insurance Business in Japan), as well as the notice to the effect that an Affected Policyholder who has an objection is to raise an objection within a certain period and other particulars specified by Cabinet Office Order,

and is to notify Affected Policyholders of these matters" in the main clause of paragraph (1) is deemed to be replaced with "give public notice of the gist of the Agreement concluded under Article 135, paragraph (1), the balance sheets of the Transferor Company and the Transferee Company (for a Foreign Insurance Company, etc., the balance sheet for its Insurance Business in Japan), as well as the notice to the effect that an Affected Policyholder who has an objection is to raise an objection within a certain period and other particulars specified by Cabinet Office Order", the terms "one tenth (one fifth, in case of transfer of insurance contracts pertaining to all insurance contracts)" and "at the Time of Public Notice under the provisions of paragraph (1) with regard to the relevant insurance contracts" in Article 137, paragraph (3) is deemed to be replaced with "one tenth" and "for said insurance contracts, in the case that said insurance contracts are Specified Contracts as prescribed in Article 250, paragraph (3)", respectively, and the provisions of the proviso to paragraph (1) of that Article, and paragraph (5) of that Article (including the case where these provisions are applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29; the same applies in the following paragraph) does not apply.

- 3 保険会社等又は外国保険会社等が前条第一項各号に掲げる場合に該当する場合において、契約条件の変更を行わないときは、第三百三十七条第一項本文及び第三項（これらの規定を第二百十条第一項及び第二百七十二条の二十九において準用する場合を含む。以下この項において同じ。）の規定の適用については、第三百三十七条第一項本文中「公告するとともに、移転対象契約者にこれらの事項を通知しなければ」とあるのは「公告しなければ」と、同条第三項中「十分の一（保険契約の全部に係る保険契約の移転である場合にあっては、五分の一）」とあるのは「五分の一」とし、同条第一項ただし書及び第五項の規定は、適用しない。

- (3) If an Insurance Company, etc. or a Foreign Insurance Company, etc. falls under the case listed in the items of paragraph (1) of the preceding Article, and where such company does not make an amendment to the contract terms, for the purpose of applying the provisions of Article 137, the main clause of paragraph (1), and paragraph (3) (including the case where these provisions are applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29; hereinafter the same applies in the following paragraph), the term "give public notice of the gist of the Agreement concluded under Article 135, paragraph (1), the balance sheets of the Transferor Company and the Transferee Company (for a Foreign Insurance Company, etc., the balance sheet for its Insurance Business in Japan), as well as the notice to the effect that an Affected Policyholder who has an objection is to raise an objection within a certain period and other particulars specified by Cabinet Office Order, and is to notify Affected Policyholders of these matters" in the main clause of Article 137, paragraph (1) is deemed to be replaced with "give public notice of the gist of

the Agreement concluded under Article 135, paragraph (1), the balance sheets of the Transferor Company and the Transferee Company (for a Foreign Insurance Company, etc., the balance sheet for its Insurance Business in Japan), as well as the notice to the effect that an Affected Policyholder who has an objection is to raise an objection within a certain period and other particulars specified by Cabinet Office Order", the term "one tenth (one fifth, in case of transfer of insurance contracts pertaining to all insurance contracts)" in paragraph (3) of that Article is deemed to be replaced with "one fifth", and the provisions of the proviso to paragraph (1) of that Article, and paragraph (5) of that Article does not apply.

(契約条件の変更を伴う保険契約の移転の効果)

(Effect of Transfer of Insurance Contracts Accompanied by Modification of Insurance Clauses)

第二百五十二条 第二百五十条第一項の保険契約の移転をしたときは、当該保険契約の移転に係る保険契約に係る債権及び債務については、当該保険契約について第三十五条第一項（第二百十条第一項及び第二百七十二条の二十九において準用する場合を含む。以下この条において同じ。）の契約において定められた契約条件の変更がされた後の条件で、第三十五条第一項に規定する移転先会社が承継する。

Article 252 When a transfer of insurance contracts has taken place as set forth in Article 250, paragraph (1), the Transferee Company prescribed in Article 135, paragraph (1) is to assume the claims and obligations pertaining to insurance contracts pertaining to the transfer of insurance contracts under the conditions set forth after the Modifications to Contract Conditions specified in the contract set forth in Article 135, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29; hereinafter the same applies in this Article) have been made with regard to the relevant insurance contracts.

(契約条件の変更の通知)

(Notice of Modification of Insurance Clauses)

第二百五十三条 第二百五十条第一項の保険契約の移転をした場合における第四十条第二項本文（第二百十条第一項及び第二百七十二条の二十九において準用する場合を含む。以下この条において同じ。）の規定の適用については、第四十条第二項本文中「同条第四項に規定する軽微な変更を定めたときは、保険契約の移転を受けたこと及び当該軽微な変更の内容」とあるのは、「第二百五十条第一項に規定する契約条件の変更（第三十五条第四項に規定する軽微な変更を含む。以下この項において同じ。）を定めたときは、保険契約の移転を受けたこと及び当該契約条件の変更後の保険契約者の権利及び義務の内容」とし、同項ただし書（第二百十条第一項及び第二百七十二条の二十九において準用する場合を含む。）の規定は、適用しない。

Article 253 With regard to the application of the provisions of the main clause of

Article 140, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29; hereinafter the same applies in this Article) in the case where a transfer of insurance contracts has taken place as set forth in Article 250, paragraph (1), the term "the fact that a transfer of insurance contracts has been received and the content of the relevant minor modifications when the minor modifications prescribed in the paragraph (4) in that Article have been established" in the main clause of Article 140, paragraph (2) is deemed to be replaced with "the fact that a transfer of insurance contracts has been received and the content of the rights and duties of Insurance Policyholders after the relevant Modification of Insurance Clauses when the Modification of Insurance Clauses prescribed in Article 250, paragraph (1) (including the minor modifications prescribed in Article 135, paragraph (4), hereinafter the same applies in this paragraph) has been established", and the proviso to that paragraph (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29) does not apply.

(合併契約における契約条件の変更)

(Modification of Insurance Clauses in a Merger Agreement)

第二百五十四条 保険会社等は、次に掲げる場合に該当する場合には、合併契約において、当該保険会社等に係る保険契約（特定契約を除く。）について契約条件の変更を定めることができる。

Article 254 (1) An Insurance Company, etc. may, in the cases that fall under the following listed cases, specify Modification of Insurance Clauses with regard to insurance contracts (excluding Specified Contracts) pertaining to that Insurance Company, etc. in merger agreements:

一 第二百四十一条第一項の規定により合併の協議を命ぜられた場合において、合併をしようとするとき。

(i) in the case where agreement to a merger has been ordered pursuant to the provisions of Article 241, paragraph (1), when a merger is sought;

二 被管理会社である場合において、第二百四十七条第二項の承認（同条第四項の変更の承認を含む。）を受けた同条第一項の計画に従って合併するとき。

(ii) in the case where the company is a Managed Company, when a merger is to be made in accordance with a plan as set forth in Article 247, paragraph (1) that has received approval as set forth in paragraph (2) in that Article (including the approval of modifications as set forth in paragraph (4) in that Article);

三 第二百六十八条第一項又は第二百七十条第一項の内閣総理大臣の認定を受けた第二百六十条第二項に規定する破綻保険会社である場合において、同条第三項に規定する救済保険会社が存続することとなる合併をするとき（前二号に掲げる場合を除く。）。

- (iii) in the case where the company is a Bankrupt Insurance Company as prescribed in Article 260, paragraph (2) that has received the recognition of the Prime Minister as set forth in Article 268, paragraph (1) or Article 270, paragraph (1), when a merger is to be made that will result in the survival of a Relief Insurance Company as prescribed in Article 260, paragraph (3) (excluding the case given in the preceding two items).
- 2 第二百五十条第三項の規定は、前項に規定する特定契約について準用する。この場合において、同条第三項第一号中「次項」とあるのは、「第二百五十四条第三項」と読み替えるものとする。
- (2) The provisions of Article 250, paragraph (3) apply mutatis mutandis to the Specified Contracts prescribed in the preceding paragraph. In this case, the term "the following paragraph" is deemed to be replaced with "Article 254, paragraph (3)".
- 3 第一項の保険会社等は、会社法第七百八十三条第一項（吸収合併契約等の承認等）、第七百九十五条第一項（吸収合併契約等の承認等）若しくは第八百四条第一項（新設合併契約等の承認）又は第六百六十五条の三第一項、第六百六十五条の十第一項若しくは第六百六十五条の十六第一項（第六百六十五条の二十において準用する場合を含む。）の承認の決議を行う株主総会等の招集の通知の発送日において、当該株主総会等が開かれる旨及び当該契約条件の変更を含む合併契約の承認の決議が会議の目的となっている旨を公告しなければならない。
- (3) The Insurance Company, etc. set forth in paragraph (1), on the date of mailing convocation notices for the Shareholders' Meeting, etc. at which a resolution will be made on the approval set forth in Article 783, paragraph (1) (Approval, etc. of the Absorption-type Merger Agreements, etc.), Article 795, paragraph (1) (Approval, etc. of the Absorption-type Merger Agreements, etc.), or Article 804, paragraph (1) (Approval, etc. of the Consolidation-type Merger Agreements, etc.) of the Companies Act, or Article 165-3, paragraph (1), Article 165-10, paragraph (1), or Article 165-16, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20), must make public notice to the effect that the relevant Shareholders' Meeting, etc. will be held and that a resolution on the approval of a merger agreement is the purpose of the meeting.
- 4 第一項の保険会社等は、前項の公告の時ににおいて既に、第二百四十一条第一項の規定により業務の全部の停止を命ぜられ、又は第二百四十五条本文（第二百五十八条第二項において準用する場合を含む。）、第二百五十条第五項本文、この項本文若しくは第二百五十五条の二第三項本文の規定によりその業務の全部を停止している場合を除き、当該公告の時から、その業務の全部（補償対象保険金支払業務及び特定補償対象契約解約関連業務を除く。）を停止しなければならない。ただし、当該保険会社等の申出により、その業務の一部を停止しないことについて、内閣総理大臣が必要があると認めた場合には、当該業務の一部については、この限りでない。
- (4) The Insurance Company, etc. set forth in paragraph (1) must suspend all of

its business (excluding Business for Paying Covered Insurance Proceeds and Business for Canceling Specified Covered Insurance Contracts) from the Time of Public Notice as set forth in the preceding paragraph, excluding the case where, already at the Time of Public Notice, the suspension of all of its business has been ordered pursuant to the provisions of Article 241, paragraph (1) or all of its business has been suspended pursuant to the provisions of the main clause of Article 245 (including the cases where it is applied mutatis mutandis pursuant to Article 258, paragraph (2)), the main clause of Article 250, paragraph (5), the main clause of this paragraph, or the main clause of Article 255-2, paragraph (3); provided, however, that this does not apply to a portion of its business in the case that the Prime Minister has found it necessary that the portion of business not be suspended pursuant to a report from that Insurance Company, etc.

(合併の公告及び異議申立てに関する特例)

(Special Provisions on Public Notice and Objection Regarding Merger)

第二百五十五条 前条第一項の保険会社等は、第百六十五条の七第二項（第百六十五条の十二において準用する場合を含む。）、第百六十五条の十七第二項（第百六十五条の二十において準用する場合を含む。）又は第百六十五条の二十四第二項の規定による公告に、契約条件の変更により生ずる保険契約者の権利義務の変更の主要な内容その他の内閣府令・財務省令で定める事項を付記しなければならない。

Article 255 (1) The Insurance Company, etc. set forth in paragraph (1) in the preceding Article, must attach a supplementary note to the public notice under the provisions of Article 165-7, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-12), Article 165-17, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20), or Article 165-24, paragraph (2) on the main content of modifications in the rights and duties of Insurance Policyholders caused by a Modification of Insurance Clauses and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance.

2 前条第一項の合併をする場合における第百六十五条の七第四項（第百六十五条の十二において準用する場合を含む。）において準用する第七十条第六項、第百六十五条の十七第四項（第百六十五条の二十において準用する場合を含む。）において準用する第八十八条第六項又は第百六十五条の二十四第六項の規定の適用については、これらの規定中「同項の規定による公告の時において既に保険金請求権等が生じている保険契約（当該保険金請求権等に係る支払により消滅することとなるものに限る。）」とあるのは「第二百五十四条第二項において準用する第二百五十条第三項に規定する特定契約」と、「五分の一」とあるのは「十分の一」と、「保険金請求権等」とあるのは「第二百五十四条第二項において準用する第二百五十条第三項に規定する特定契約に係る保険金請求権その他の政令で定める権利」とする。

(2) With regard to the application of the provisions of Article 70, paragraph (6),

as applied mutatis mutandis pursuant to Article 165-7, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 165-12), Article 88, paragraph (6), as applied mutatis mutandis pursuant to Article 165-17, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20), or Article 165-24, paragraph (6) in the case where a merger is to be made as set forth in paragraph (1) in the preceding Article, in these provisions, the term "insurance contracts under which the Insurance Claims, etc. had already arisen at the Time of Public Notice under the provisions of that paragraph (limited to those contracts that would be terminated with payment pertaining to the relevant Insurance Claims, etc.)" is deemed to be replaced with "insurance contracts prescribed in Article 250, paragraph (3), as applied mutatis mutandis pursuant to Article 254, paragraph (2)", the term "one fifth" is deemed to be replaced with "one tenth", the term "Insurance Claims, etc." is deemed to be replaced with "insurance claims pertaining to the Specified Contracts prescribed in Article 250, paragraph (3), as applied mutatis mutandis pursuant to Article 254, paragraph (2), and any other rights specified by Cabinet Order".

3 前条第一項の合併の場合においては、合併後存続する保険会社等又は合併により設立される保険会社等は、合併後三月以内に、同項の保険会社等の保険契約者に対し、その旨及び契約条件の変更後の保険契約者の権利及び義務の内容を通知しなければならない。

(3) In the case of a merger as set forth in paragraph (1) in the preceding Article, the Insurance Company, etc. that survives after the merger or the Insurance Company, etc. that is incorporated by the merger, within three months after the merger, must notify the Insurance Policyholders of the Insurance Company, etc. of that paragraph to that effect and of the content of the rights and duties of Insurance Policyholders after the Modification of Insurance Clauses.

(株式の取得における契約条件の変更)

(Modification of Insurance Clauses in an Acquisition of Shares)

第二百五十五条の二 保険会社等又は外国保険会社等は、次に掲げる場合に該当する場合（当該保険会社等又は外国保険会社等の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るために必要な事項として内閣総理大臣及び財務大臣が定めるものを実施するために、株式の取得がされる場合に限る。）には、契約条件変更計画を作成して、当該保険会社等又は外国保険会社等に係る保険契約（特定契約を除く。）について契約条件の変更を行うことができる。この場合においては、契約条件変更計画において、契約条件の変更により生ずる保険契約者の権利義務の変更の主要内容その他内閣府令・財務省令で定める事項を定めなければならない。

Article 255-2 (1) An Insurance Company, etc. or Foreign Insurance Company, etc. may, in the following cases (limited to cases in which shares are acquired in order to set in place the particulars specified by the Prime Minister and the

Minister of Finance as necessary for ensuring the sound and appropriate business operation of the relevant Insurance Company, etc. or Foreign Insurance Company, etc., and for protecting Insurance Policyholders, etc.), prepare a plan to modify contract conditions and modify the contract conditions of insurance contracts (excluding Specified Contracts) with that Insurance Company, etc. or Foreign Insurance Company, etc. In this case, the main content of changes in the rights and duties of Insurance Policyholders caused by the Modification of Insurance Clauses and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance must be specified in the plan to modify contract conditions:

一 第二百四十一条第一項の規定により他の保険会社等、外国保険会社等又は保険持株会社等に株式を取得されることによりその子会社となることの協議を命ぜられた場合において、他の保険会社等、外国保険会社等又は保険持株会社等に当該株式を取得されることによりその子会社となるとき。

(i) if an agreement has been ordered, pursuant to the provisions of Article 241, paragraph (1) for it to become the Subsidiary Company of another Insurance Company, etc. or Foreign Insurance Company, etc. or of an Insurance Holding Company, etc. through an acquisition of its shares, and it becomes the Subsidiary Company of another Insurance Company, etc. or Foreign Insurance Company, etc. or of an Insurance Holding Company, etc. through the acquisition of its shares;

二 被管理会社である場合において、第二百四十七条第二項の承認（同条第四項の変更の承認を含む。）を受けた同条第一項の計画に従って他の保険会社等、外国保険会社等又は保険持株会社等に株式を取得されることによりその子会社となるとき。

(ii) if it is a Managed Company and has become the Subsidiary Company of another Insurance Company, etc. or Foreign Insurance Company, etc. or of an Insurance Holding Company, etc. through an acquisition of its shares in accordance with a plan as set forth in Article 247, paragraph (1) for which the approval set forth in the paragraph (2) in that Article has been received (including the approval of the modifications set forth in the paragraph (4) in that Article);

三 第二百六十八条第一項の内閣総理大臣の認定を受けた第二百六十条第二項に規定する破綻保険会社である場合において、同条第三項に規定する救済保険会社又は救済保険持株会社等に株式を取得されることによりその子会社となるとき（前二号に掲げる場合を除く。）。

(iii) if it is a Bankrupt Insurance Company as prescribed in Article 260, paragraph (2) that has received the recognition of the Prime Minister as set forth in Article 268, paragraph (1), and become the Subsidiary Company of a Relief Insurance Company or Relief Insurance Holding Company, etc. as prescribed in Article 260, paragraph (3) through an acquisition of its shares (excluding the case given in the preceding two items).

2 第二百五十条第三項の規定は、前項に規定する特定契約について準用する。この場合において、同条第三項第一号中「次項」とあるのは、「第二百五十五条の四第一項」と読み替えるものとする。

(2) The provisions of Article 250, paragraph (3) apply mutatis mutandis to the Specified Contracts prescribed in the preceding paragraph. In this case, the term "the following paragraph" in paragraph (3), item (i) in that Article is deemed to be replaced with "Article 255-4, paragraph (1)".

3 第一項の契約条件の変更をしようとする保険会社等又は外国保険会社等（以下この款において「変更会社」という。）は、第二百五十五条の四第一項の公告の時ににおいて既に、第二百四十一条第一項の規定により業務の全部の停止を命ぜられ、又は第二百四十五条本文（第二百五十八条第二項において準用する場合を含む。）、第二百五十条第五項本文、第二百五十四条第四項本文若しくはこの項本文の規定によりその業務の全部を停止している場合を除き、当該公告の時から、その業務の全部（補償対象保険金支払業務及び特定補償対象契約解約関連業務を除く。）を停止しなければならない。ただし、当該保険会社等又は外国保険会社等の申出により、その業務の一部を停止しないことについて、内閣総理大臣が必要があると認めた場合には、当該業務の一部については、この限りでない。

(3) An Insurance Company, etc. or Foreign Insurance Company, etc. that seeks to make the Modification of Insurance Clauses set forth in paragraph (1) (hereinafter referred to as "Modified Company" in this Subsection) is to suspend all of its business (excluding Business for Paying Covered Insurance Proceeds and Business for Canceling Specified Covered Insurance Contracts) from the Time of Public Notice as set forth in Article 255-4, paragraph (1), excluding the case where, already at the time of public notice, the suspension of all of its business has been ordered pursuant to the provisions of Article 241, paragraph (1) or all of its business has been suspended pursuant to the provisions of the main clause of Article 245 (including the cases where it is applied mutatis mutandis pursuant to Article 258, paragraph (2)), the main clause of Article 250, paragraph (5), the main clause of Article 254, paragraph (4), or the main clause of this paragraph; provided, however, that this does not apply to a portion of its business in the case that the Prime Minister has found it necessary that the portion of business not be suspended pursuant to a report from that Insurance Company, etc. or Foreign Insurance Company, etc.

（契約条件の変更に係る書類の備置き等）

(Retention of Documents Related to the Modification of Insurance Clauses,)

第二百五十五条の三 変更会社は、次条第一項の規定による公告の日から同条第二項の規定により同条第一項の公告に付記した期間の最終日まで、契約条件変更計画の内容その他の内閣府令・財務省令で定める事項を記載し、又は記録した書面又は電磁的記録を各営業所又は各事務所に備え置かなければならない。

Article 255-3 (1) A Modified Company, from the date of public notice under the

provisions of the paragraph (1) in the following Article until the last day of the period of the supplementary note attached to the public notice of the paragraph (1) in that Article pursuant to the provisions of the paragraph (2) in that Article, must keep the documents or electronic or magnetic records in which the details of the plan to modify contract conditions and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance are detailed or recorded, at the company's business offices or other offices.

2 契約条件変更計画により変更するものとされる保険契約に係る保険契約者（次条において「変更対象契約者」という。）は、変更会社に対して、その営業時間又は事業時間内は、次に掲げる請求をすることができる。ただし、第二号又は第四号に掲げる請求をするには、当該変更会社の定めた費用を支払わなければならない。

- (2) Insurance Policyholders under an insurance contract that is to be modified pursuant to a plan to modify contract conditions (referred to as "Policyholders Subject to the Modification" in the following Article) may make the following requests to the Modified Company during its operating hours or business hours; provided, however, that they must pay the expenses determined by that Modified Company in making a request falling under item (ii) or (iv):
- 一 前項の書面の閲覧の請求
 - (i) a request to inspect the documents set forth in the preceding paragraph;
 - 二 前項の書面の謄本又は抄本の交付の請求
 - (ii) a request to be issued a certified copy or extract of the documents set forth in the preceding paragraph;
 - 三 前項の電磁的記録に記録された事項を内閣府令・財務省令で定める方法により表示したものの閲覧の請求
 - (iii) a request to inspect anything that shows the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph in a manner specified by Cabinet Office Order or Order of the Ministry of Finance;
 - 四 前項の電磁的記録に記録された事項を電磁的方法であって当該変更会社の定めたものにより提供することの請求又はその事項を記載した書面の交付の請求
 - (iv) a request to be provided with the particulars recorded in the electronic or magnetic records set forth in the preceding paragraph by electronic or magnetic means determined by that Modified Company, or to be issued a document detailing such particulars.

(契約条件の変更の公告及び異議申立て)

(Public Notice and Objection Regarding Modification of Insurance Clauses)

第二百五十五条の四 変更会社は、契約条件変更計画の作成日において、契約条件変更計画の要旨及び貸借対照表その他内閣府令・財務省令で定める事項を公告しなければならない。

Article 255-4 (1) A Modified Company, on the day of preparation of a plan to

modify contract conditions, must make a public notice on the outline of the plan to modify contract conditions and the balance sheet and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance.

2 前項の公告には、変更対象契約者で異議がある者は、一定の期間内に異議を述べるべき旨を付記しなければならない。

(2) The public notice set forth in the preceding paragraph must include a supplementary note to the effect that any Policyholder Subject to the Modification who has an objection must raise that objection within a set period of time.

3 前項の期間は、一月を下ってはならない。

(3) The period under the preceding paragraph cannot be less than one month.

4 第二項の期間内に異議を述べた変更対象契約者の数が変更対象契約者の総数の十分の一を超え、かつ、当該異議を述べた変更対象契約者の保険契約に係る債権の額に相当する金額として内閣府令・財務省令で定める金額が変更対象契約者の当該金額の総額の十分の一を超えるときは、契約条件の変更をしてはならない。

(4) Contract conditions must not be modified when the number of Policyholders Subject to the Modification who have raised objections within the period of time set forth in paragraph (2) exceeds one tenth of the total number of Policyholders Subject to the Modification and the amount specified by Cabinet Office Order or Order of the Ministry of Finance as an amount equivalent to the sum of the claims pertaining to the insurance contracts of Policyholders Subject to the Modification who have raised such objections exceeds one tenth of the total amount of that amount of Policyholders Subject to the Modification.

5 第二項の期間内に異議を述べた変更対象契約者の数又はその者の前項の内閣府令・財務省令で定める金額が、同項に定める割合を超えないときは、当該変更対象契約者全員が当該契約条件の変更を承認したものとみなす。

(5) When the number of Policyholders Subject to the Modification who have raised their objections within the period of time set forth in paragraph (2) or the amount specified by Cabinet Office Order or Order of the Ministry of Finance belonging to those Policyholders as set forth in the preceding paragraph does not exceed the percentage specified in that paragraph, all of the relevant Policyholders Subject to the Modification is deemed to have approved the relevant Modification of Insurance Clauses.

(契約条件の変更の公告等)

(Public Notice of the Modification of Insurance Clauses)

第二百五十五条の五 変更会社は、契約条件の変更後、遅滞なく、契約条件の変更をしたこと及び内閣府令・財務省令で定める事項を公告しなければならない。契約条件の変更をしないこととなったときも、同様とする。

Article 255-5 (1) A Modified Company, without delay after the Modification of

Insurance Clauses, must make a public notice of the fact a Modification of Insurance Clauses has been made and of particulars specified by Cabinet Office Order or Order of the Ministry of Finance. The same applies even when a Modification of Insurance Clauses is not made.

2 変更会社は、契約条件の変更後三月以内に、当該契約条件の変更に係る保険契約者に対し、当該契約条件の変更後の保険契約者の権利及び義務の内容を通知しなければならない。

(2) A Modified Company, within three months after the Modification of Insurance Clauses, must notify the Insurance Policyholders pertaining to the relevant Modification of Insurance Clauses of the content of the rights and duties of Insurance Policyholders after the relevant Modification of Insurance Clauses.

第三節 合併等の手続の実施の命令等

Section 3 Order to Implement Procedures for Mergers

(合併等の協議の相手方の指定)

(Designation of the Other Party to Consultations for a Merger)

第二百五十六条 内閣総理大臣は、保険会社（外国保険会社等を含む。第二百六十条第一項第二号、第六項及び第八項第二号並びに第二百七十条の六を除き、以下この章において同じ。）が破綻保険会社（第二百六十条第二項に規定する破綻保険会社をいう。以下この節において同じ。）に該当し、かつ、必要があると認めるときは、当該破綻保険会社が合併等に係る協議をすべき相手方として他の保険会社又は保険持株会社等を指定し、当該他の保険会社又は保険持株会社等にその協議に応ずるよう勧告することができる。

Article 256 (1) The Prime Minister may, when an Insurance Company (including a Foreign Insurance Company, etc.; hereinafter the same applies in this Chapter, except in Article 260, paragraph (1), item (ii), Article 260, paragraph (6), and Article 260, paragraph (8), item (ii), and Article 270-6) falls under the category of a Bankrupt Insurance Company (meaning a Bankrupt Insurance Company as prescribed in Article 260, paragraph (2); hereinafter the same applies in this Section) and the Prime Minister finds it necessary, designate another Insurance Company or Insurance Holding Company, etc. as the other party with which that Bankrupt Insurance Company is to hold a consultation pertaining to a Merger, etc., and recommend that other Insurance Company or Insurance Holding Company, etc. to agree to participate in the consultation.

2 内閣総理大臣は、前項の勧告を行うため必要があると認めるときは、その必要の限度において、破綻保険会社又は破綻保険会社となる蓋然性が高いと認められる保険会社につきその業務又は財産の状況に関する資料を他の保険会社又は保険持株会社等に対して交付し、その他当該勧告に必要な準備行為を行うことができる。

(2) If and to the extent that the Prime Minister finds it necessary for making the recommendation set forth in the preceding paragraph, the Prime Minister may

deliver material related to the status of the business or property of a Bankrupt Insurance Company or an Insurance Company recognized as having a high probability of becoming a Bankrupt Insurance Company to another Insurance Company or Insurance Holding Company, etc., and make any other necessary preparations for the relevant recommendation.

3 内閣総理大臣は、破綻保険会社又は破綻保険会社となる蓋然性が高いと認められる保険会社が会員として加入している保険契約者保護機構に対し、第一項の勧告又は前項の準備行為の実施に関し、必要な協力を求めることができる。

(3) The Prime Minister may, request necessary cooperation, concerning the recommendation set forth in the paragraph (1) or the preparations set forth in the preceding paragraph, from the Policyholders Protection Corporation to which the Bankrupt Insurance Company or the Insurance Company recognized as having a high probability of becoming a Bankrupt Insurance Company has entered as a member.

(合併等の条件のあっせん)

(Mediation of the Merger Conditions)

第二百五十七条 内閣総理大臣は、前条第一項の場合において、その協議が調わないときは、あらかじめ同項の勧告に係る破綻保険会社及び同項の勧告を受けた他の保険会社又は保険持株会社等の意見を聴取し、条件を示して、必要なあっせんをすることができる。

Article 257 (1) The Prime Minister may, when no agreement is reached in the case set forth in paragraph (1) of the preceding Article, hear in advance the opinions of the Bankrupt Insurance Company pertaining to the recommendation set forth in that paragraph and the opinions of the other Insurance Company or Insurance Holding Company, etc. that received the recommendation set forth in that paragraph, indicate the conditions and conduct necessary mediation.

2 前条第二項及び第三項の規定は、前項のあっせんについて準用する。この場合において、同条第二項中「破綻保険会社又は破綻保険会社となる蓋然性が高いと認められる保険会社」とあるのは、「破綻保険会社」と読み替えるものとする。

(2) The provisions of paragraph (2) and paragraph (3) of the preceding Article apply mutatis mutandis to the mediation set forth in the preceding paragraph. In this case, the term "Bankrupt Insurance Company or an Insurance Company recognized as having a high probability of becoming a Bankrupt Insurance Company" in paragraph (2) in that Article is deemed to be replaced with "Bankrupt Insurance Company".

(合併等の手続の実施の命令)

(Order to Implement Merger Proceedings)

第二百五十八条 内閣総理大臣は、前条第一項の場合において同項の他の保険会社又は

保険持株会社等があっせんに係る条件に同意したときは、同項のあっせんに係る破綻保険会社に対し、当該条件に従い合併等を実行するために必要な手続をとることを命ずることができる。

Article 258 (1) The Prime Minister may, in the case set forth in paragraph (1) of the preceding Article, when the other Insurance Company or Insurance Holding Company, etc. of that paragraph has consented to the conditions pertaining to the mediation, order the Bankrupt Insurance Company pertaining to the mediation set forth in that paragraph to conduct the proceedings necessary to execute the Merger, etc., in accordance with the relevant conditions.

2 第二百四十五条の規定は、前項の場合（管理を命ずる処分を受けている場合を除く。）について準用する。この場合において、同条ただし書中「保険管理人」とあるのは、「当該破綻保険会社」と読み替えるものとする。

(2) The provisions of Article 245 apply mutatis mutandis in the case set forth in the preceding paragraph (excluding the case where a Disposition Ordering Management has been received). In this case, the term "receiver of an insurer" in the proviso of that Article is deemed to be replaced with "said Bankrupt Insurance Company".

第四節 保険契約者保護機構の行う資金援助等

Section 4 Financial Assistance Provided by Policyholders Protection Corporations

第一款 保険契約者保護機構

Subsection 1 Policyholders Protection Corporation

第一目 通則

Division 1 General Provisions

(目的)

(Purpose)

第二百五十九条 保険契約者保護機構（以下この節、次節、第五編及び第六編において「機構」という。）は、破綻保険会社に係る保険契約の移転等における資金援助、承継保険会社の経営管理、保険契約の引受け、補償対象保険金の支払に係る資金援助及び保険金請求権等の買取りを行う等により、保険契約者等の保護を図り、もって保険業に対する信頼性を維持することを目的とする。

Article 259 The purpose of a policyholders protection corporation (hereinafter referred to as a "Corporation" in this Section, the following Section, Part V, and Part VI) is to protect Insurance Policyholders, etc. by providing financial assistance in the transfer, etc. of insurance contracts pertaining to a Bankrupt Insurance Company, providing executive management for the succeeding Insurance Company, underwriting insurance contracts, providing financial assistance pertaining to the payment of Covered Insurance Proceeds, and

purchasing the Insurance Claims, etc. thereby maintaining credibility in Insurance Business.

(定義)

(Definitions)

第二百六十条 この節において「保険契約の移転等」とは、次に掲げるものをいう。

Article 260 (1) The term "Transfer, etc. of Insurance Contracts" as used in this Section refers to the following:

一 破綻保険会社と他の保険会社との間で、破綻保険会社に係る保険契約の全部又は一部に係る保険契約の移転をすること。

(i) the transfer, between a Bankrupt Insurance Company and another Insurance Company, of insurance contracts pertaining to all or some of the insurance contracts pertaining to a Bankrupt Insurance Company;

二 破綻保険会社（外国保険会社等を除く。）と他の保険会社との合併で、当該他の保険会社が存続することとなるもの

(ii) the survival, by a merger of a Bankrupt Insurance Company (excluding a Foreign Insurance Company, etc.) and another Insurance Company, of that other Insurance Company;

三 破綻保険会社の株式の他の保険会社又は保険持株会社等による取得で、当該破綻保険会社の業務（外国保険会社等にあつては、日本における業務。次項及び次款において同じ。）の健全かつ適切な運営を確保し、保険契約者等の保護を図るために必要な事項として内閣総理大臣及び財務大臣が定めるものを実施するために行うもの

(iii) that which is performed in order to set in place the particulars specified by the Prime Minister and the Minister of Finance as necessary for ensuring sound and appropriate operations in the business of a Bankrupt Insurance Company (in the case of Foreign Insurance Companies, etc., business in Japan; hereinafter the same applies in the following paragraph and the following Subsection) and for protecting Insurance Policyholders, etc. by the acquisition of the shares of that Bankrupt Insurance Company under another Insurance Company or Insurance Holding Company, etc.

2 この節において「破綻保険会社」とは、次に掲げる者をいう。

(2) The term "Bankrupt Insurance Company" as used in this Section means the following:

一 業務若しくは財産（外国保険会社等にあつては、日本に所在する財産。次号において同じ。）の状況に照らして保険金の支払を停止するおそれのある者又は保険金の支払を停止した者

(i) a company that will likely suspend the payment of insurance proceeds or that has suspended the payment of insurance proceeds in the light of the status of its business or property (in the case of Foreign Insurance Companies, etc., property located in Japan; hereinafter the same applies in

the following item);

二 その財産をもって債務を完済することができない者又はその財産をもって債務を完済することができない事態が生ずるおそれのある者

(ii) a company that is unable to satisfy its obligations with its property or a company at which a situation will likely arise in which it is unable to satisfy its obligations with its property.

3 この節において「救済保険会社」とは、保険契約の移転等を行う保険会社のうち破綻保険会社でない者をいい、「救済保険持株会社等」とは、第一項第三号に掲げる株式の取得をする保険持株会社等をいう。

(3) The term "Relief Insurance Company" as used in this Section means a company that is not a Bankrupt Insurance Company among Insurance Companies that conduct a Transfer, etc. of Insurance Contracts; the term "Relief Insurance Holding Company, etc." means an Insurance Holding Company, etc. that acquires the shares specified in paragraph (1), item (iii).

4 この節において「資金援助」とは、金銭の贈与、資産の買取り又は損害担保をいう。

(4) The term "Financial Assistance" as used in this Section means the donation of money, the purchase of assets, or the Securing of Damage.

5 この節において「損害担保」とは、次の各号に掲げる資産につきその帳簿価額を下回る金額で回収が行われたことその他の事由により損失が生じた場合において、あらかじめ締結する契約に基づき、当該各号に定める者に対して当該損失の額の全部又は一部を補てんすることをいう。

(5) The term "Securing of Damage" as used in this Section means, in the case where a loss is caused by the collection of the assets specified in the following items at amounts that fall below their book value or by any other reason, the making up of all or part of the amount of the relevant loss to the company specified in each of the items based on a contract that was concluded in advance:

一 第一項第一号、第八項第一号若しくは第十一項に規定する保険契約の移転又は第一項第二号若しくは第八項第二号に規定する合併により救済保険会社、再承継保険会社（保険契約の再承継を行う保険会社で承継保険会社でない者をいう。以下同じ。）又は再移転先保険会社（保険契約の再移転を行う保険会社をいう。以下同じ。）が承継した資産 当該救済保険会社、再承継保険会社又は再移転先保険会社

(i) assets assumed by a Relief Insurance Company, a Secondary Successor Insurance Company (meaning an Insurance Company which implements Succession of Taken Over Insurance Contracts and is other than a Successor Insurance Company that; the same applies hereinafter), or a Secondary Transferee Insurance Company (meaning an Insurance Company that receives a Secondary Transfer of Insurance Contracts ; the same applies hereinafter) by the transfer of insurance contracts as prescribed in paragraph (1), item (i), paragraph (8), item (i), or paragraph (11) or by a merger as prescribed in paragraph (1), item (ii) or paragraph (8), item (ii):

That Relief Insurance Company, Secondary Successor Insurance Company, or Secondary Transferee Insurance Company;

二 第一項第三号又は第八項第三号に規定する株式の取得をされた保険会社の資産
当該保険会社

(ii) the assets of an Insurance Company whose shares were acquired as prescribed in paragraph (1), item (iii) or paragraph (8), item (iii): That Insurance Company.

6 この節において「承継保険会社」とは、保険契約の移転又は合併により破綻保険会社の保険契約を引き継ぎ、かつ、当該引き継いだ保険契約の管理及び処分を行うことを主たる目的とする保険会社であつて、機構の子会社（機構がその総株主の議決権の百分の五十を超える議決権を保有する会社をいう。以下同じ。）として設立されたものをいう。

(6) The term "Successor Insurance Company" as used in this Section refers to an Insurance Company, the main purpose of which is to take over the insurance contracts of a Bankrupt Insurance Company by a transfer of insurance contracts or merger and to manage and dispose of the relevant taken over insurance contracts, and which is formed as the Subsidiary Company of a Corporation (meaning a company in which the Corporation holds voting rights exceeding 50 percent of all shareholders' voting rights; the same applies hereinafter).

7 この節において「保険契約の承継」とは、承継保険会社が保険契約の移転又は合併により破綻保険会社の保険契約を引き継ぎ、かつ、当該引き継いだ保険契約の管理及び処分を行うことをいう。

(7) The term "Succession of Insurance Contracts" as used in this Section means the taking over, by a Successor Insurance Company, of the insurance contracts of a Bankrupt Insurance Company by a transfer of insurance contracts or merger and the management and disposition of the relevant taken over insurance contracts.

8 この節において「保険契約の再承継」とは、次に掲げるものをいう。

(8) The term "Succession of Taken Over Insurance Contracts" as used in this Section refers to the following:

一 承継保険会社と他の保険会社との間で、承継保険会社に係る保険契約の全部又は一部に係る保険契約の移転をすること。

(i) the transfer, between a Successor Insurance Company and another Insurance Company, of insurance contracts that represent all or part of those pertaining to the Successor Insurance Company;

二 承継保険会社と他の保険会社との合併で、当該他の保険会社が存続することとなるもの

(ii) the survival, by a merger between a Successor Insurance Company and another Insurance Company, of the other Insurance Company;

三 承継保険会社の株式の他の保険会社又は保険持株会社等による取得で、当該承継

保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るために必要な事項として内閣総理大臣及び財務大臣が定めるものを実施するために行うもの

(iii) that it is performed in order to set in place the particulars specified by the Prime Minister and the Minister of Finance as necessary for ensuring the sound and appropriate business operation of a Successor Insurance Company and for protecting Insurance Policyholders, etc. by the acquisition of the shares of that Successor Insurance Company under another Insurance Company or Insurance Holding Company, etc.

9 この節において「保険契約の引受け」とは、機構が破綻保険会社との契約により当該破綻保険会社からその保険契約の全部又は一部に係る保険契約の移転を受けることをいう。

(9) The term "Underwriting Insurance Contracts" as used in this Section refers to the receiving of a transfer of insurance contracts pertaining to all or a part of the insurance contracts of a Bankrupt Insurance Company pursuant to a contract between a Corporation and that Bankrupt Insurance Company.

10 この節において「保険契約の管理及び処分」とは、保険契約に基づく保険料の收受及び保険金、返戻金その他の給付金の支払、保険契約に基づき保険料として收受した金銭その他の資産の運用、保険契約に係る再保険契約の締結、保険契約の保険会社への移転その他保険契約に関する行為として内閣府令・財務省令で定めるものをいう。

(10) The term "Management and Disposition of Insurance Contracts" as used in this Section refers to the acceptance of Insurance Premiums and the payment of insurance proceeds, refunds, or any other benefit based on insurance contracts, the utilization of money accepted as Insurance Premiums under insurance contracts and any other assets, the conclusion of reinsured insurance contracts pertaining to insurance contracts, the transfer of insurance contracts to Insurance Companies, and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance as pertaining to insurance contracts.

11 この節において「保険契約の再移転」とは、保険契約の引受けをした機構と保険会社との間で、当該保険契約の引受けにより引き継がれた保険契約の全部又は一部に係る保険契約の移転をすることをいう。

(11) The term "Secondary Transfer of Insurance Contracts" as used in this Section refers to the transfer, between an Organization that has underwritten insurance contracts and an Insurance Company, of insurance contracts that represent all or part of those that had been taken over by the underwriting thereof.

(法人格)

(Legal Personality)

第二百六十一条 機構は、法人とする。

Article 261 A Corporation is a corporation.

(機構の種類)

(Kinds of Corporations)

第二百六十二条 機構は、保険業に係る免許の種類ごとに、その免許の種類に属する免許を受けた保険会社をその会員とする。

Article 262 (1) A Corporation, for each class of license for Insurance Business, is to accept as its members insurance companies that have received a license that falls under that Class of License.

2 前項の免許の種類は、次に掲げる二種類とする。

(2) The Classes of License set forth in the preceding paragraph are the following two classes:

一 生命保険業免許、外国生命保険業免許及び特定生命保険業免許

(i) life insurance business licenses, foreign life insurance business licenses, and specified life insurance business licenses;

二 損害保険業免許、外国損害保険業免許及び特定損害保険業免許

(ii) non-life insurance business licenses, foreign non-life insurance business licenses, and specified non-life insurance business licenses.

(名称)

(Name)

第二百六十三条 機構は、その名称中に保険契約者保護機構という文字を用いなければならない。

Article 263 (1) A Corporation must use the term "Hoken Keiyakusha Hogo Kiko" (which means "Policyholders Protection Corporation") in its name.

2 機構でない者は、その名称中に保険契約者保護機構という文字を用いてはならない。

(2) No person other than a Corporation may use the term "Policyholders Protection Corporation" in any part of its name.

(登記)

(Registration)

第二百六十四条 機構は、政令で定めるところにより、登記しなければならない。

Article 264 (1) A Corporation must complete its registration pursuant to the provisions of Cabinet Order.

2 前項の規定により登記すべき事項は、登記の後でなければ、これをもって第三者に対抗することができない。

(2) No particulars that must be registered pursuant to the provisions of the preceding paragraph may be duly asserted against a third party prior to the registration.

(一般社団法人及び一般財団法人に関する法律の準用)

(Mutatis Mutandis Application of the Act on General Incorporated Associations)

and General Incorporated Foundations)

第二百六十五条 一般社団法人及び一般財団法人に関する法律第四条（住所）及び第七十八条（代表者の行為についての損害賠償責任）の規定は、機構について準用する。

Article 265 The provisions of Article 4 (Address) and Article 78 (Liability for Damages Due to the Actions of the Representative) of the Act on General Incorporated Associations and General Incorporated Foundations apply mutatis mutandis to a Corporation.

第二目 会員

Division 2 Members

（会員の資格等）

(Member Qualifications)

第二百六十五条の二 機構の会員の資格を有する者は、保険会社（政令で定める保険会社を除く。次条において同じ。）に限る。

Article 265-2 (1) Those holding qualifications to be members of a Corporation is limited to Insurance Companies (excluding Insurance Companies specified by Cabinet Order; hereinafter the same applies in the following Article).

2 機構は、会員の資格を有する者の加入を拒み、又はその加入について不当な条件を付してはならない。

(2) A Corporation must not refuse entry to those who hold the qualifications to be members nor set unreasonable conditions with respect to that entry.

（加入義務等）

(Obligation to Join)

第二百六十五条の三 保険会社は、その免許と同じ第二百六十二条第二項に規定する免許の種類（次項において「免許の種類」という。）に属する免許を受ける保険会社を会員とする機構の一にその会員として加入しなければならない。

Article 265-3 (1) An Insurance Company, as a member, must join one Corporation that accepts as its members insurance companies that have received a license that belongs to the class of license prescribed in Article 262, paragraph (2) (hereinafter referred to as "Class of License" in the following paragraph) that is the same as its license.

2 第三条第一項、第百八十五条第一項又は第二百十九条第一項の免許を受けようとする者（政令で定める者を除く。）は、その免許の申請と同時に、内閣府令・財務省令で定めるところにより、その免許と同じ免許の種類に属する免許を受ける保険会社を会員とする機構の一に加入する手続をとらなければならない。

(2) A person who seeks to receive a license set forth in Article 3, paragraph (1), Article 185, paragraph (1), or Article 219, paragraph (1) (excluding persons specified by Cabinet Order), at the time of application for that license, must undertake the procedures for joining one Corporation that accepts as its

members insurance companies that are to receive the license falling under the Class of License that is the same as that license, pursuant to the provisions of Cabinet Office Order or Order of the Ministry of Finance.

3 前項の規定により機構に加入する手続をとった者は、同項の免許を受けたときに、当該機構の会員となる。

(3) A person who has undertaken the procedures to join a Corporation pursuant to the provisions of the preceding paragraph will become a member of the relevant Corporation upon receiving the license set forth in that paragraph.

4 機構は、前項の規定により保険会社が当該機構の会員となったときは、速やかに、その旨を内閣総理大臣及び財務大臣に報告しなければならない。

(4) Whenever an Insurance Company becomes a member of a Corporation pursuant to the provisions of the preceding paragraph, the Corporation must promptly report this to the Prime Minister and the Minister of Finance.

(脱退等)

(Withdrawal)

第二百六十五条の四 会員は、次に掲げる事由によって脱退する。

Article 265-4 (1) A member is to withdraw for the following reasons:

一 免許の取消し

(i) rescission of license;

二 免許の失効

(ii) expiration of license.

2 会員は、前項各号に掲げる事由による場合又は内閣総理大臣及び財務大臣の承認を受けて他の機構の会員となる場合を除き、機構を脱退することができない。

(2) A member may not withdraw from a Corporation, except in the cases occurring under the reasons listed in the items of the preceding paragraph or in the case where the member receives approval from the Prime Minister and Minister of Finance and becomes a member of another Corporation.

3 会員は、機構を脱退した場合においても、次に掲げる資金の借入に係る債務の履行のために当該機構が負担することとなる費用があるときは、当該会員の負担すべき費用の額として内閣府令・財務省令で定めるところにより当該機構が算定した額を負担金として納付する義務を負う。

(3) In the case where a member withdraws from a Corporation, when there are expenses incurred by the relevant Corporation to perform obligations pertaining to the following listed borrowing of funds, the member is to assume the obligation to pay as its contribution an amount calculated by the relevant Corporation pursuant to the provisions of Cabinet Office Order or Order of the Ministry of Finance as the expenses that must be borne by the members:

一 その脱退の日までに当該機構が行うことを決定した第二百六十五条の二十八第一項第三号から第七号まで並びに同条第二項第一号から第三号までに掲げる業務を実施するために第二百六十五条の四十二の規定によりした資金の借入れ

(i) the borrowing of funds performed pursuant to the provisions of Article 265-42 in order to implement the business listed in Article 265-28, paragraph (1), items (iii) to (vii) and Article 265-28, paragraph (2), items (i) to (iii) that the relevant Corporation has decided to carry out by the day of that withdrawal;

二 その脱退の日までに当該機構が行うことを決定した第二百六十五条の二十八第一項第三号から第七号まで並びに同条第二項第一号から第三号までに掲げる業務を実施するために第二百六十五条の四十二の規定によりすることとなる資金の借入れ

(ii) the borrowing of funds that will be performed pursuant to the provisions of Article 265-42 in order to implement the business listed in Article 265-28, paragraph (1), items (iii) to (vii) and Article 265-28, paragraph (2), items (i) to (iii) that the relevant Corporation has decided to carry out by the day of that withdrawal.

4 内閣総理大臣及び財務大臣は、第二項の承認の申請があったときは、当該申請に係る会員が次に掲げる要件を満たしている場合でなければ、その承認をしてはならない。

(4) Whenever an application has been filed for the approval set forth in paragraph (2), the Prime Minister and Minister of Finance may only give their approval if the member to which the application pertains conforms to the following standards:

一 当該会員が、その脱退しようとする機構に対し会員として負担する債務を完済していること。

(i) the relevant member has satisfied the obligations it bears as a member of the Corporation it seeks to withdraw from;

二 当該会員が、前項の規定により同項に規定する算定した額を負担金として納付する義務を履行することが確実と見込まれること。

(ii) the relevant member appears certain to perform the obligation to pay as its contribution the amount calculated as prescribed in the preceding paragraph pursuant to the provisions of that paragraph;

三 当該会員が、他の機構に会員として加入する手続をとっていること。

(iii) the relevant member has undertaken procedures to enter another Corporation as a member.

(会員に対する過怠金)

(Monetary Penalties for Members)

第二百六十五条の五 機構は、定款で定めるところにより、この節の規定又は機構の定款その他の規則に違反した会員に対し、過怠金を課することができる。

Article 265-5 A Corporation may, pursuant to the provisions specified by the articles of incorporation, impose a monetary penalty on a member that has violated any provisions of this Section or the Corporation's articles of incorporation or any other rules.

第三目 設立

Division 3 Establishment

(発起人)

(Founders)

第二百六十五条の六 機構を設立するには、その会員になろうとする十以上の保険会社が発起人となることを必要とする。

Article 265-6 In order to form a Corporation, ten or more insurance companies that seek to become its members must become the founders.

(創立総会)

(Organizational Meetings)

第二百六十五条の七 発起人は、定款及び事業計画書を作成した後、会員になろうとする者を募り、会議開催日の二週間前までにこれらを会議の日時及び場所とともに公告して、創立総会を開かなければならない。

Article 265-7 (1) The founders, after preparing articles of incorporation and a business plan, must invite those who seek to become members, make a public notice of these together with the time and location at least two weeks before the date the meeting is held, and hold an Organizational Meeting.

2 定款及び事業計画書の承認その他機構の設立に必要な事項の決定は、創立総会の議決によらなければならない。

(2) Approval of the articles of incorporation and business plan and the decision on any other particulars necessary for the incorporation of a Corporation must depend on resolutions at the Organizational Meetings.

3 前項の創立総会の議事は、会員の資格を有する者であってその創立総会の開催日までに発起人に対して会員となる旨を書面により申し出たもの及び発起人の二分の一以上が出席して、その出席者の議決権の三分の二以上の多数で決する。

(3) The agenda of the Organizational Meeting set forth in the preceding paragraph is decided by a two-thirds majority vote of those in attendance at a meeting where at least one half of the founders and the persons with the qualifications to become members who have notified the founders in writing by the date of the Organizational Meeting that they will become members are present.

4 次に掲げる事項その他機構の成立の日を含む事業年度の業務の運営に必要な事項は、第二百六十五条の二十五及び第二百六十五条の三十四第三項の規定にかかわらず、創立総会の議決によることができる。

(4) The following particulars and any other particulars that are necessary to the operation of business in the business year including the date of incorporation of a Corporation may be decided by the resolution of the Organizational Meeting, notwithstanding the provisions of Article 265-25 and Article 265-34, paragraph (3):

一 業務規程の作成

- (i) the preparation of business rules;
 - 二 機構の成立の日を含む事業年度の予算及び資金計画の決定
 - (ii) the decision of the budget and financial plan for the business year including the date of incorporation of the Corporation;
 - 三 第二百六十五条の三十四第一項各号に規定する負担金率の決定
 - (iii) the decision of the contribution rate prescribed in Article 265-34, paragraph (1), items (i) and (ii).
- 5 第二百六十五条の二十六第二項の規定は、前項の規定により同項に規定する事項を創立総会の議事とする場合について準用する。この場合において、同条第二項中「前条第一号、第三号及び第五号」とあるのは、「第二百六十五条の七第四項第一号」と読み替えるものとする。
- (5) The provisions of Article 265-26, paragraph (2) apply mutatis mutandis in the case where the particulars prescribed in the preceding paragraph are made the business of the Organizational Meeting pursuant to the provisions of that paragraph. In this case, the term "items (i), (iii), and (v) of the preceding Article", is deemed to be replaced with "Article 265-7, paragraph (4), item (i)".
- 6 第二百六十五条の二十七の四及び第二百六十五条の二十七の五の規定は、創立総会の議決について準用する。
- (6) The provisions of Article 265-27-4 and Article 265-27-5 apply mutatis mutandis to the resolutions of the Organizational Meeting.

(設立の認可申請)

(Application for Authorization for Establishment)

第二百六十五条の八 発起人は、創立総会の終了後遅滞なく、次に掲げる事項を記載した認可申請書を内閣総理大臣及び財務大臣に提出して、設立の認可を申請しなければならない。

Article 265-8 (1) The founders, without delay after the end of the Organizational Meeting, must apply for approval for incorporation by submitting to the Prime Minister and Minister of Finance an application for approval detailing the following particulars:

一 名称

(i) name;

二 事務所の所在地

(ii) office address;

三 役員及び会員の氏名又は名称

(iii) names of the officers and members.

2 前項の認可申請書には、定款、事業計画書その他内閣府令・財務省令で定める事項を記載した書類を添付しなければならない。

(2) Documents detailing the articles of incorporation, business plan, and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance must be attached to the application for approval set forth in the

preceding paragraph.

(設立の認可)

(Approval for Establishment)

第二百六十五条の九 内閣総理大臣及び財務大臣は、前条第一項の規定による認可の申請があった場合においては、その申請が次に掲げる基準に適合するかどうかを審査しなければならない。

Article 265-9 (1) Whenever an application has been filed for the approval under the provisions in paragraph (1) of the preceding Article, the Prime Minister and Minister of Finance must examine whether the application conforms to the following standards:

一 設立の手續並びに定款及び事業計画書の内容が法令の規定に適合するものであること。

(i) the procedure of incorporation and the content of the articles of incorporation and business plan conform to the provisions of laws and regulations;

二 定款及び事業計画書に虚偽の記載がないこと。

(ii) there are no false details in the articles of incorporation and business plan;

三 役員のうち第二百六十五条の十六各号のいずれかに該当する者がいないこと。

(iii) there are no persons among the officers who fall under any of the items listed in Article 265-16;

四 業務の運営が適正に行われることが確実であると認められること。

(iv) it is found to be certain that business operation will be undertaken appropriately;

五 当該申請に係る機構の組織がこの法律の規定に適合するものであること。

(v) the organization of the Corporation pertaining to the application conforms to the provisions of this Act.

2 内閣総理大臣及び財務大臣は、前項の規定により審査した結果、その申請が同項の基準に適合していると認めるときは、設立の認可をしなければならない。

(2) The Prime Minister and Minister of Finance must authorize the incorporation if it is found, as a result of the examination pursuant to the provisions of the preceding paragraph, the application conforms to the standards given in that paragraph.

(事務の引継ぎ)

(Succession of Business)

第二百六十五条の十 設立の認可があったときは、発起人は、遅滞なく、その事務を機構の理事長に引き継がなければならない。

Article 265-10 When an approval for incorporation has been granted, the founders must, without delay, hand over business to the president of a Corporation.

(設立の時期等)

(Period of Establishment)

第二百六十五条の十一 機構は、その主たる事務所の所在地において設立の登記をすることによって成立する。

Article 265-11 (1) A Corporation is to established upon completing the registration of its incorporation at the location of its principal office.

2 機構は、前項の設立の登記をしたときは、遅滞なく、その旨を内閣総理大臣及び財務大臣に届け出なければならない。

(2) When a Corporation has completed the registration of its incorporation as set forth in the preceding paragraph, it must notify the Prime Minister and Minister of Finance of this without delay.

第四目 管理

Division 4 Management

(定款)

(Articles of Incorporation)

第二百六十五条の十二 機構の定款には、次に掲げる事項を記載しなければならない。

Article 265-12 (1) A Corporation's articles of incorporation must detail the following particulars:

一 目的

(i) purpose;

二 名称

(ii) name;

三 事務所の所在地

(iii) office address;

四 会員に関する事項

(iv) the particulars of the members;

五 役員に関する事項

(v) the particulars of the officers;

六 運営委員会及び評価審査会に関する事項

(vi) the particulars of the management committee and the evaluation examination board;

七 総会に関する事項

(vii) the particulars of the General Representative Members' Council;

八 業務及びその執行に関する事項

(viii) the particulars of its business and the execution thereof;

九 負担金に関する事項

(ix) the particulars of contributions;

十 財務及び会計に関する事項

(x) particulars related to finances and accounting;

十一 解散に関する事項

(xi) particulars related to dissolution;

十二 定款の変更に関する事項

(xii) particulars related to the amendment of the articles of incorporation;

十三 公告の方法

(xiii) method of Public Notices.

2 機構の定款の変更は、内閣総理大臣及び財務大臣の認可を受けなければ、その効力を生じない。

(2) Modifications to a Corporation's articles of incorporation are null and void without the approval of the Prime Minister and Minister of Finance.

(役員及び業務の決定)

(Decisions on Officers and Business)

第二百六十五条の十三 機構に、役員として、理事長一人、理事二人以上及び監事一人以上を置く。

Article 265-13 (1) A Corporation is to have one president, two or more directors, and one or more auditors as officers.

2 機構の業務は、定款に別段の定めがあるものを除き、理事長及び理事の過半数をもって決する。

(2) The business of a Corporation is decided by the majority of the president and directors, unless otherwise provided for in the articles of incorporation.

(役員職務及び権限)

(Duties and Authority of Officers)

第二百六十五条の十四 理事長は、機構を代表し、その業務を総理する。

Article 265-14 (1) The president is to represent a Corporation and preside over its business.

2 理事は、理事長の定めるところにより、機構を代表し、理事長を補佐して機構の業務を掌理し、理事長に事故があるときはその職務を代理し、理事長が欠員のときはその職務を行う。

(2) The directors, as determined by the president, represent a Corporation, are to assist the president in administering the business of the Corporation, act on behalf of the president when they have had an accident, and perform the duties of the president when their position is vacant.

3 監事は、機構の業務及び経理の状況を監査し、その監査の結果を総会に報告する。

(3) The auditors are to audit the state of a Corporation's business and accounting, and report the results of those audits to the General Representative Members' Council.

4 監事は、監査の結果に基づき、必要があると認めるときは、理事長又は内閣総理大臣及び財務大臣に意見を提出することができる。

(4) The auditors may, when it is found necessary based on the results of audits, submit opinions to the president or to the Prime Minister and Minister of Finance.

(役員任免及び任期)

(Appointment, Dismissal, and Term of Office of Officers)

第二百六十五条の十五 役員は、定款で定めるところにより、総会において選任し、又は解任する。ただし、設立当時の役員は、創立総会において選任する。

Article 265-15 (1) Officers are appointed or dismissed at General Representative Members' Council Meetings pursuant to the provisions of the articles of incorporation; provided, however, that the officers at the time of incorporation are appointed at an Organizational Meeting.

2 前項の規定による役員を選任及び解任は、内閣総理大臣及び財務大臣の認可を受けなければ、その効力を生じない。

(2) The appointment and dismissal of officers under the provisions of the preceding paragraph is null and void without the approval of the Prime Minister and Minister of Finance,

3 役員任期は、二年以内において定款で定める期間とする。ただし、設立当時の役員任期は、二年以内において創立総会で定める期間とする。

(3) The term of office of officers is a period of time within two years as specified by the articles of incorporation; provided, however, that the term of office of officers at the time of incorporation is a period of time within two years as specified at the Organizational Meeting.

4 役員は、再任されることができる。

(4) Officers may be reappointed.

(役員欠格事由)

(Grounds for Disqualification of Officers)

第二百六十五条の十六 次の各号のいずれかに該当する者は、役員となることができない。

Article 265-16 Persons who fall under any of the following items may not become officers:

一 機構が第二百六十五条の四十七の規定により設立の認可を取り消された場合において、その取消の日前三十日以内にその役員であった者で、その取消の日から起算して五年を経過していないもの

(i) in the case where a Corporation had its approval for incorporation rescinded pursuant to the provisions of Article 265-47, a person who was an officer within the 30 days prior to the date of that rescission, where five years have not elapsed from the date of that rescission;

二 成年被後見人若しくは被保佐人又は破産者で復権を得ないもの

(ii) an adult ward or a person under guardianship or a bankrupt who has not

obtained a restoration of rights;

三 禁錮以上の刑に処せられ、その執行を終わり、又はその執行を受けることがなくなった日から起算して五年を経過していない者

(iii) a person who has been sentenced to imprisonment without work or severer punishment, where five years have not elapsed from the date that execution finished or the date they became no longer subject to that execution;

四 この法律の規定により罰金の刑に処せられ、その執行を終わり、又はその執行を受けることがなくなった日から起算して五年を経過していない者

(iv) a person who has been sentenced to punishment by fine pursuant to the provisions of this Act, where five years have not elapsed from the date that execution finished or the date they became no longer subject to that execution.

(監事の兼職禁止)

(Prohibition of Concurrent Holding of Posts by Auditors)

第二百六十五条の十七 監事は、理事長、理事、運営委員会の委員、評価審査会の委員又は機構の職員を兼ねてはならない。

Article 265-17 No auditor may concurrently hold the post of president, director, management committee member, evaluation examination board member, or employee of a Corporation.

(代表権の制限)

(Restrictions on Authority of Representation)

第二百六十五条の十八 機構と理事長又は理事との利益が相反する事項については、これらの者は、代表権を有しない。この場合においては、定款で定めるところにより、監事が機構を代表する。

Article 265-18 With regard to particulars on which there exists conflict of interests between a Corporation and the president or directors, these persons is to not have authority of representation. In this case, the auditor is to represent the Corporation, pursuant to the provisions specified by the articles of incorporation.

第二百六十五条の十八の二 理事長は、機構の職員のうちから、機構の業務の一部に関する一切の裁判上又は裁判外の行為を行う権限を有する代理人を選任することができる。

Article 265-18-2 The president may appoint, from among the employees of a Corporation, an agent who has the authority to undertake all action in and out of court related to a portion of the business of the Corporation.

(運営委員会)

(Management Committees)

第二百六十五条の十九 機構に、運営委員会（以下この章において「委員会」という。）を置く。

Article 265-19 (1) A Corporation is to have a management committee (hereinafter referred to as the "Committee" in this Chapter).

2 委員会は、この法律によりその権限に属させられた事項を処理するほか、理事長の諮問に応じ、機構の業務の運営に関する重要事項（次条第二項に規定する破綻保険会社の財産の評価に関する事項を除く。）を審議する。

(2) The Committee is to respond to consultation by the president and deliberate on matters that are important to the management of the Corporation's business (excluding the particulars of the evaluation of the property of a Bankrupt Insurance Company as prescribed in paragraph (2) of the following Article) in addition to dealing with the matters under its authority pursuant to this Act.

3 委員会は、機構の業務の運営につき、理事長に対して意見を述べることができる。

(3) The Committee may state its opinion to the president as to the management of the Corporation's business.

4 委員会の委員は、機構の業務の適切な運営に必要な学識経験を有する者のうちから、内閣総理大臣及び財務大臣の認可を受けて、理事長が任命する。

(4) Members of the Committee are appointed by the president, having received the approval of the Prime Minister and Minister of Finance, from among persons with relevant knowledge and experience needed for appropriate management of the Corporation's business.

5 前各項に定めるもののほか、委員会の組織及び運営に関し必要な事項は、内閣府令・財務省令で定める。

(5) Beyond what is provided for in the preceding paragraphs, necessary particulars of the organization and management of the Committee are specified by Cabinet Office Order or Order of the Ministry of Finance.

（評価審査会）

(Evaluation Examination Boards)

第二百六十五条の二十 機構に、評価審査会（以下「審査会」という。）を置く。

Article 265-20 (1) A Corporation is to have an evaluation examination board (hereinafter referred to as "Examination Board").

2 審査会は、次款の規定によりその権限に属させられた事項を処理するほか、理事長の諮問に応じ、機構の会員である破綻保険会社の財産（外国保険会社等にあつては、日本に所在する財産）の評価に関し必要な事項を審議する。

(2) The Examination Board is to respond to consultation by the president and deliberate on matters that are important in the evaluation of the property of a Bankrupt Insurance Company (in the case of Foreign Insurance Companies, etc., property located in Japan) that is a member of the Corporation in addition to dealing with the particulars under its authority pursuant to the provisions

of the following Subsection.

3 審査会の委員は、保険又は財産の評価に関して学識経験又は専門的知識を有する者のうちから、内閣総理大臣及び財務大臣の認可を受けて、理事長が任命する。

(3) Members of the Examination Board are appointed by the president, having received the approval of the Prime Minister and Minister of Finance, from among persons with relevant knowledge and experience or expert knowledge regarding insurance or evaluation of property.

4 前三項に定めるもののほか、審査会の組織及び運営に関し必要な事項は、内閣府令・財務省令で定める。

(4) Beyond what is provided for in the preceding three paragraphs, necessary particulars of the organization and management of the Examination Board are specified by Cabinet Office Order or Order of the Ministry of Finance.

(役員等の秘密保持義務等)

(Confidentiality Obligation of Officers)

第二百六十五条の二十一 機構の役員（第二百六十五条の十三第一項の役員をいう。以下同じ。）若しくは職員、委員会の委員、審査会の委員又はこれらの職にあった者は、その職務に関して知り得た秘密を漏らし、又は盗用してはならない。

Article 265-21 The Corporation's officers (meaning officers as set forth in Article 265-13, paragraph (1); hereinafter the same applies) or employees, members of the Committee, members of the Examination Board, or those who held these positions, must not divulge or misappropriate any secret learned regarding their duties.

(役員等の公務員たる性質)

(Status of Officers as Government Employees)

第二百六十五条の二十一の二 機構の役員及び職員、委員会の委員並びに審査会の委員は、刑法（明治四十年法律第四十五号）その他の罰則の適用については、法令により公務に従事する職員とみなす。

Article 265-21-2 With regard to the application of the Penal Code (Act No. 45 of 1907) and any other penal provisions, a Corporation's officers and employees, members of the Committee, and members of the Examination Board are deemed to be employees engaged in public service pursuant to laws and regulations.

(会員名簿の縦覧等)

(Public Inspection of the List of Members)

第二百六十五条の二十二 機構は、内閣府令・財務省令で定めるところにより、会員の名簿を作成し、これを内閣総理大臣及び財務大臣に提出するとともに、公衆の縦覧に供しなければならない。

Article 265-22 A Corporation, pursuant to the provisions of Cabinet Office Order

or Order of the Ministry of Finance, must prepare a list of members, submit this to the Prime Minister and Minister of Finance, and make it available for public inspection.

第五目 総会

Division 5 General Council Meeting

(総会の招集)

(Convocation of the General Council)

第二百六十五条の二十三 理事長は、定款で定めるところにより、毎事業年度一回通常総会を招集しなければならない。

Article 265-23 (1) The president, pursuant to the provisions of the articles of incorporation, must call an ordinary General Council Meeting once every business year.

2 理事長は、必要があると認めるときは、臨時総会を招集することができる。

(2) If the president finds it necessary, the president may call an extraordinary General Council Meeting.

(指名職員の会議への出席)

(Attendance of Designated Employees at Meetings)

第二百六十五条の二十四 内閣総理大臣及び財務大臣がそれぞれ指名するその職員は、総会に出席し、意見を述べることができる。

Article 265-24 Employees designated by the Prime Minister and Minister of Finance, respectively, may attend a General Council Meeting and state their opinions.

(総会の議決事項)

(Matters to Be Decided at General Council Meetings)

第二百六十五条の二十五 この法律で別に定めるもののほか、次に掲げる事項は、総会の議決を経なければならない。

Article 265-25 Beyond what is specified elsewhere in this Act, decisions on the following matters must be effected by resolution of the General Council:

一 定款の変更

(i) the amendment of the articles of incorporation;

二 予算及び資金計画の決定又は変更

(ii) decisions on or modifications to the budget and financial plan;

三 業務規程の作成又は変更

(iii) preparation of or modifications to business rules;

四 決算

(iv) settlement of accounts;

五 解散

(v) dissolution;

六 その他定款で定める事項

(vi) any other matters specified by the articles of incorporation.

(総会の議事)

(Agenda of a General Council Meeting)

第二百六十五条の二十六 総会は、総会員の二分の一以上の出席がなければ、議事を開き、議決をすることができない。

Article 265-26 (1) A General Council may not open a meeting or vote on a resolution without the attendance of at least one half of its total members.

2 総会の議事は、出席者の議決権の過半数で決し、可否同数のときは、議長が決する。ただし、前条第一号、第三号及び第五号に掲げる事項に係る議事は、出席者の議決権の三分の二以上の多数で決する。

(2) Decisions on the agenda of a General Council meeting are effected by the majority vote of those in attendance at the meeting, and the chairperson makes the decisions in the event of a tie; provided, however, that decisions on the matters listed in items (i), (iii), and (v) of the preceding Article, are effected by a two-thirds majority vote of those present.

3 議長は、定款で定めるところによる。

(3) The chairperson is governed by the provisions specified in the articles of incorporation.

(臨時総会)

(Extraordinary General Council Meetings)

第二百六十五条の二十七 総会員の五分之一以上から会議の目的である事項を示して請求があったときは、理事長は、臨時総会を招集しなければならない。ただし、総会員の五分之一の割合については、定款でこれと異なる割合を定めることができる。

Article 265-27 The president must call an extraordinary General Council meeting when one-fifth or more of all of the members indicate a matter that is a subject for a meeting and so request; provided, however, that a percentage that differs with the percentage of one-fifth of all of the members can be specified by the articles of incorporation.

(総会の招集)

(Convocation of General Council Meetings)

第二百六十五条の二十七の二 総会の招集の通知は、総会の日より少なくとも五日前に、その会議の目的である事項を示し、定款で定めた方法に従ってしなければならない。

Article 265-27-2 A notice of convocation for a General Council Meeting must be made in accordance with the method specified by the articles of incorporation at least five days prior to the day of the General Council Meeting, and must indicate the matter that is the subject of that General Council Meeting.

(総会の決議事項)

(Matters to Be Resolved at a General Council Meeting)

第二百六十五条の二十七の三 総会においては、前条の規定によりあらかじめ通知をした事項についてのみ、決議をすることができる。ただし、定款に別段の定めがあるときは、この限りでない。

Article 265-27-3 Only the matters for which notice was given in advance pursuant to the provisions of the preceding Article may be resolved at a General Council Meeting; provided, however, that this does not apply when otherwise provided for in the articles of incorporation.

(会員の議決権)

(Voting Rights of the Members)

第二百六十五条の二十七の四 各会員の議決権は、平等とする。

Article 265-27-4 (1) The voting rights of members are equal.

2 総会に出席しない会員は、書面で、又は代理人によって議決をすることができる。

(2) Members who do not attend a General Council Meeting may vote in writing or through a proxy.

3 前二項の規定は、定款に別段の定めがある場合には、適用しない。

(3) The provisions of the preceding two paragraphs do not apply in the case where they are otherwise provided for in the articles of incorporation.

(議決権のない場合)

(Case of No Voting Rights)

第二百六十五条の二十七の五 機構と特定の会員との関係について議決をする場合には、その会員は、議決権を有しない。

Article 265-27-5 When a decision is to be made regarding the relationship between a Corporation and a certain member, that member has no voting rights.

第六目 業務

Division 6 Business

(業務)

(Business)

第二百六十五条の二十八 機構は、第二百五十九条に規定する目的を達成するため、次に掲げる業務を行うものとする。

Article 265-28 (1) A Corporation is to undertake the following business in order to accomplish the purpose specified in Article 259:

一 第二百四十三条第三項の規定による保険管理人又は保険管理人代理の業務

(i) business as a receiver or receiver representative of an insurer under the

- provisions of Article 243, paragraph (3);
- 二 次目の規定による負担金の収納及び管理
- (ii) the receipt and management of contributions under the provisions of the following Division;
- 三 次款の規定による保険契約の移転等、保険契約の承継、保険契約の再承継及び保険契約の再移転における資金援助
- (iii) Financial Assistance in the Transfer, etc. of Insurance Contracts, Succession of Insurance Contracts, Succession of Taken Over Insurance Contracts, and Secondary Transfer of Insurance Contracts under the provisions of the following Subsection;
- 四 次款の規定による承継保険会社の経営管理その他保険契約の承継に係る業務
- (iv) business for providing executive management for the Successor Insurance Company and any other business for Succession of Insurance Contracts under the provisions of the following Subsection;
- 五 次款の規定による破綻保険会社に係る保険契約の引受け並びに当該保険契約の引受けに係る保険契約の管理及び処分
- (v) the Underwriting of Insurance Contracts pertaining to a Bankrupt Insurance Company and the Management and Disposition of Insurance Contracts pertaining to the Underwriting of Insurance Contracts under the provisions of the following Subsection;
- 六 次款の規定による補償対象保険金の支払に係る資金援助
- (vi) Financial Assistance pertaining to the payment of Covered Insurance Proceeds under the provisions of the following Subsection;
- 七 第三款の規定による保険金請求権等の買取り
- (vii) Purchasing the Insurance Claims, etc. under the provisions of Subsection 3;
- 八 金融機関等の更生手続の特例等に関する法律第四章第六節（保険契約者保護機構の権限等）及び第六章第四節（保険契約者保護機構の権限）の規定による保険契約者表の提出その他これらの規定による業務
- (viii) the submission of a list of Insurance Policyholders under the provisions of Chapter IV, Section 6 (Authority, etc. of Policyholders Protection Corporations) and Chapter VI, Section 4 (Authority of Policyholders Protection Corporations) of the Act on Special Measures for the Reorganization Proceedings of Financial Institutions, and any other business under these provisions;
- 九 破産法の規定により選任される破産管財人、保全管理人、破産管財人代理若しくは保全管理人代理、会社更生法の規定により選任される管財人、管財人代理、保全管理人、保全管理人代理若しくは監督委員、金融機関等の更生手続の特例等に関する法律の規定により選任される管財人、管財人代理、保全管理人、保全管理人代理若しくは監督委員又は外国倒産処理手続の承認援助に関する法律の規定により選任される承認管財人、保全管理人、承認管財人代理若しくは保全管理人代理の業務

(ix) businesses of a bankruptcy trustee, provisional administrator, bankruptcy trustee representative or provisional administrator representative appointed pursuant to the provisions of the Bankruptcy Act; businesses of a trustee, trustee representative, provisional administrator, provisional administrator representative or supervisor appointed pursuant to the provisions of the Corporate Reorganization Act; businesses of a trustee, trustee representative, provisional administrator, provisional administrator representative or supervisor appointed pursuant to the provisions of the Act on Special Measures for the Reorganization Proceedings of Financial Institutions; or businesses of a recognition trustee, provisional administrator, recognition trustee representative or provisional administrator representative appointed under the provisions of Act on Recognition of and Assistance for Foreign Insolvency Proceedings;

十 預金保険法第二百二十六条の四第三項（特別監視代行者）に規定する特別監視代行者の業務

(x) businesses of a special surveillance agent prescribed in Article 126-4, paragraph (3) (Special Surveillance Agent) of the Deposit Insurance Act;

十一 預金保険法第二百二十六条の六第一項（機構代理）に規定する機構代理の業務

(xi) businesses of corporation representative prescribed in Article 126-6, paragraph (1) (Corporation Representative) of the Deposit Insurance Act;

十二 前各号に掲げる業務に附帯する業務

(xii) business incidental to what is listed in the preceding items.

2 機構は、前項各号に掲げる業務のほか、同項第三号から第七号までに掲げる業務の遂行を妨げない限度において、次に掲げる業務を行うことができる。

(2) In addition to the business listed in the items of the preceding paragraph, a Corporation may conduct the following business within the limit that this does not interfere with the performance of business listed in items (iii) to (vii) of that paragraph:

一 その会員に対する資金の貸付け

(i) loans of funds to its members;

二 破綻保険会社の保険契約者等に対する資金の貸付け

(ii) loans of funds to Insurance Policyholders, etc. of a Bankrupt Insurance Company;

三 第四款の規定による清算保険会社（清算に係る保険会社をいう。第二百七十条の八の二及び第二百七十条の八の三において同じ。）の資産の買取り

(iii) purchase of the property of Insurance Companies in Liquidation (meaning Insurance Companies connected with the liquidation; hereinafter the same applies in Article 270-8-2 and Article 270-8-3) under the provisions of Subsection 4;

四 前三号に掲げる業務に附帯する業務

(iv) business incidental to that listed in the preceding three items.

(業務の委託)

(Entrustment of Business)

第二百六十五条の二十九 機構は、次に掲げる場合を除き、その業務を他の者に委託してはならない。

Article 265-29 (1) A Corporation may not entrust its business to another party, except in the following cases:

一 保険契約の管理及び処分に係る業務のうち保険料の収受その他の内閣府令・財務省令で定める業務（以下この条において「保険料収受等業務」という。）を保険会社その他の者に委託する場合

(i) the case where the Corporation entrusts the acceptance of Insurance Premiums and any other business specified by Cabinet Office Order or Order of the Ministry of Finance among business involving the Management and Disposition of Insurance Contracts (hereinafter referred to as the "Insurance Premiums Acceptance Services, etc." in this Article) to an Insurance Company or any other party;

二 保険料収受等業務以外の業務を、あらかじめ内閣総理大臣及び財務大臣の認可を受けて、保険会社その他の者に委託する場合

(ii) the case where the Corporation receives the approval of the Prime Minister and Minister of Finance in advance and entrusts business other than Insurance Premiums Acceptance Services, etc. to an Insurance Company or any other party.

2 保険会社は、第百条（第百九十九条において準用する場合を含む。）の規定にかかわらず、機構から保険料収受等業務又は前項第二号の認可を受けた業務の委託を受け、これらの業務を行うことができる。

(2) An Insurance Company that a Corporation has entrusted with its Insurance Premiums Acceptance Services, etc. or business for which it has received the approval set forth in item (ii) of the preceding paragraph, may conduct that business, notwithstanding the provisions of Article 100 (including the cases where it is applied mutatis mutandis pursuant to Article 199).

(業務規程)

(Business Rules)

第二百六十五条の三十 機構は、第二百六十五条の二十八第一項各号及び第二項各号に掲げる業務（以下「資金援助等業務」という。）について、当該資金援助等業務の開始前に、資金援助等業務の実施に関する業務規程を作成し、内閣総理大臣及び財務大臣の認可を受けなければならない。これを変更しようとするときも、同様とする。

Article 265-30 (1) With regard to the business listed in each of the items of Article 265-28, paragraph (1) and paragraph (2) (hereinafter referred to as "Financial Assistance Services, etc."), a Corporation must prepare business rules related to the implementation of Financial Assistance Services, etc., and

receive the approval of the Prime Minister and Minister of Finance before beginning Financial Assistance Services, etc. The same applies when the organization seeks to modify these rules.

- 2 前項の業務規程には、資金援助に関する事項、保険契約の承継に関する事項、保険契約の引受けに関する事項、負担金の収納に関する事項、保険金請求権等の買取りに関する事項その他内閣府令・財務省令で定める事項を定めなければならない。
- (2) The business rules set forth in the preceding paragraph must specify the particulars of Financial Assistance, the particulars of the Succession of Insurance Contracts, the particulars of the Underwriting of Insurance Contracts, the particulars of the receipt of contributions, the particulars of the purchase of Insurance Claims, etc. and any other particulars specified by Cabinet Office Order or Order of the Ministry of Finance.
- 3 内閣総理大臣及び財務大臣は、第一項の認可をした業務規程が資金援助等業務の適正かつ確実な運営をする上で不適当なものとなったと認めるときは、その変更を命ずることができる。
- (3) The Prime Minister and Minister of Finance may, when they find that the business rules approved as set forth in paragraph (1) are inappropriate for the proper and reliable operation of Financial Assistance Services, etc., order their modification.

(資料の提出の請求等)

(Requests for the Submission of Materials)

第二百六十五条の三十一 機構は、この節の他の規定により資料の提出を求める場合を除くほか、その業務を行うため必要があるときは、その会員に対し、資料の提出を求めることができる。

Article 265-31 (1) A Corporation may request its members to submit materials when it is necessary for it to conduct its business, except in the cases where the submission of materials is requested pursuant to other provisions of this Section.

- 2 前項の規定により資料の提出を求められた会員は、遅滞なく、これを提出しなければならない。
- (2) Members who have been requested to submit materials pursuant to the provisions of the preceding paragraph must submit such materials without delay.
- 3 内閣総理大臣は、機構から要請があった場合において、機構の業務の実施のため特に必要があると認めるときは、機構に対し、資料を交付し、又はこれを閲覧させることができる。
- (3) If the Prime Minister finds it to be particularly necessary for the implementation of a Corporation's business, in the case where there has been a request from the Corporation, the Prime Minister may deliver materials to the Corporation or allow the Corporation inspect such materials.

第七目 負担金

Division 7 Contribution

(保険契約者保護資金)

(Insurance Policyholders Protection Funds)

第二百六十五条の三十二 機構は、資金援助等業務の実施に要する費用に充てるためのものとして、保険契約者保護資金を設けるものとする。

Article 265-32 (1) A Corporation is to establish Insurance Policyholders Protection Funds as funds to be allocated for covering expenses incurred in implementing Financial Assistance Services, etc.

2 保険契約者保護資金は、機構の資金援助等業務の実施に要する費用に充てる場合でなければ、これを使用してはならない。

(2) Insurance Policyholders Protection Funds may not be used except in the case where they are allocated for covering expenses incurred in implementing Financial Assistance Services, etc.

(負担金の納付)

(Payment of Contributions)

第二百六十五条の三十三 会員は、機構の事業年度ごとに、保険契約者保護資金に充てるため、定款で定めるところにより、機構に対し、負担金を納付しなければならない。ただし、機構の当該事業年度末における保険契約者保護資金の残高が、機構の資金援助等業務に要する費用の予想額に照らし十分な額として定款で定めるところにより算定した額に達している事業年度の翌事業年度については、この限りでない。

Article 265-33 (1) A member must pay its contribution to a Corporation, pursuant to the provisions of the articles of incorporation, during each of the Corporation's business years, to be allocated for covering expenses incurred in implementing Financial Assistance Services, etc.; provided, however, that this does not apply with regard to the business year after a business year in which the balance of Insurance Policyholders Protection Funds at the end of that business year of the Corporation reaches an amount calculated pursuant to the provisions of the articles of incorporation as a sufficient amount in light of the estimated amount of expenses the Corporation will incur in implementing Financial Assistance Services, etc.

2 機構は、次の各号に掲げる場合には、前項本文の規定にかかわらず、定款で定めるところにより、当該各号に定める保険会社に該当する会員の負担金を免除することができる。

(2) A Corporation may, in the cases listed in the following items, exempt members corresponding to the Insurance Companies specified in each of the items from contribution pursuant to the provisions of the articles of incorporation, notwithstanding the provisions of the main clause of the

preceding paragraph:

一 第二百六十八条第一項の内閣総理大臣による認定が行われたとき。当該認定に係る破綻保険会社

(i) when authorization has been granted by the Prime Minister as set forth in Article 268, paragraph (1): the Bankrupt Insurance Company pertaining to the relevant authorization;

二 第二百六十九条第一項の内閣総理大臣による付記が行われたとき。当該付記に係る破綻保険会社

(ii) when a supplementary note has been included by the Prime Minister as set forth in Article 269, paragraph (1): the Bankrupt Insurance Company pertaining to the relevant supplementary note;

三 第二百七十条第一項の内閣総理大臣による認定が行われたとき。当該認定に係る破綻保険会社

(iii) when authorization has been granted by the Prime Minister as set forth in Article 270, paragraph (1): the Bankrupt Insurance Company pertaining to the relevant authorization;

四 承継保険会社が設立されたとき。当該承継保険会社

(iv) when a Successor Insurance Company has been formed: that Successor Insurance Company.

(負担金の額)

(Amount of Contributions)

第二百六十五条の三十四 機構の各事業年度に会員が納付すべき負担金の額は、各会員につき、次に掲げる額の合計額（定款に負担金の最低額が定められた場合において当該合計額が当該最低額を下回るときは、当該最低額に相当する額。以下この項において「年間負担額」という。）とする。ただし、機構の成立の日を含む事業年度に会員が納付すべき負担金の額は、年間負担額を十二で除し、これに機構の成立の日を含む事業年度の月数を乗じて得た額とする。

Article 265-34 (1) The amount of contributions that members must pay during each of a Corporation's business years are the total of the following amounts (in the case where a minimum amount of contribution has been set by the articles of incorporation, an amount equivalent to that minimum amount when that total amount is less than that minimum amount; hereinafter referred to as "Annual Amount of Contribution" in this paragraph) for each member; provided, however, that the amount of the contribution that must be paid by members in the business year including the day of incorporation of the Corporation is an amount calculated by dividing the Annual Amount of Contribution by 12 and multiplying this by the number of months in the business year including the day of incorporation of the Corporation:

一 各会員が年間に収受した保険料の額として内閣府令・財務省令で定めるところにより算定した額に、負担金率を乗じて得た額

- (i) an amount calculated by multiplying the contribution rate by an amount calculated pursuant to the provisions of Cabinet Office Order or Order of the Ministry of Finance as the amount of Insurance Premiums received over the year by each member;
- 二 各会員の事業年度末における責任準備金その他の保険金等の支払に充てるために留保されるべき負債の額として内閣府令・財務省令で定めるところにより算定した額に、負担金率を乗じて得た額
- (ii) an amount calculated by multiplying the contribution rate by an amount calculated pursuant to the provisions of Cabinet Office Order or Order of the Ministry of Finance as the amount of liabilities that must be reserved to be allocated to the payment of policy reserves and any other Insurance Proceeds, etc. by each member at the end of the business year.
- 2 前項ただし書の月数は、暦に従って計算し、一月未満の端数を生じたときは、これを一月とする。
- (2) The number of months set forth in the provisions of the proviso to the preceding paragraph is one month when a fraction of less than one month results when calculated according to the calendar.
- 3 第一項各号の負担金率は、総会の議決を経て、機構が定める。
- (3) The contribution rate set forth in the items of paragraph (1) is established by a Corporation after resolution by a General Representative Members' Council.
- 4 機構は、第一項各号の負担金率を定め、又はこれを変更しようとするときは、内閣総理大臣及び財務大臣の認可を受けなければならない。
- (4) A Corporation must obtain the approval of the Prime Minister and Minister of Finance when it establishes the contribution rate set forth in the items of paragraph (1) or when it seeks to modify these rates.
- 5 第一項各号の負担金率は、次に掲げる基準に適合するように定めなければならない。
- (5) The contribution rate set forth in the items of paragraph (1) must be established such that they conform to the following standards:
- 一 資金援助等業務に要する費用の予想額に照らし、長期的に機構の財政が均衡するものであること。
- (i) the percentage is such that a Corporation's long-term finances will be balanced in light of the estimated amount of expenses the Corporation will incur in implementing Financial Assistance Services, etc.;
- 二 特定の会員に対し差別的取扱い（会員の経営の健全性に応じてするものを除く。）をしないものであること。
- (ii) the rate is such that certain members are not subject to discriminatory treatment (excluding what is done according to the soundness of the members' operation).
- 6 前項の規定は、同項第一号に掲げる基準に適合するように負担金率を定めることとした場合には、これによる負担金の納付によって会員の経営の健全性が維持されなくなるときにおいて、当該基準に適合しない負担金率を一時的に定めることを妨げるも

のと解してはならない。

(6) If the contribution rate is established in conformity with the standards listed in item (i) of the preceding paragraph and the soundness of a member's operation can no longer be maintained due to the payment of contribution, the provisions of that paragraph must not be interpreted as preventing the temporary establishment of an contribution rate that does not conform with the relevant standards.

(延滞金)

(Late Payment Charges)

第二百六十五条の三十五 会員は、負担金を定款で定められた納期限までに納付しない場合には、機構に対し、延滞金を納付しなければならない。

Article 265-35 (1) Members must pay a late payment charge to the Corporation in the case where they do not pay contribution by the deadline established in the articles of incorporation.

2 延滞金の額は、未納の負担金の額に納期限の翌日からその納付の日までの日数に応じ年十四・五パーセントの割合を乗じて計算した金額とする。

(2) The amount of the late payment charge is an amount calculated by multiplying the unpaid contribution by 14.5% a year in accordance with the number of days from the day after the deadline to the day of payment.

第八目 財務及び会計

Division 8 Finances and Accounting

(事業年度)

(Business Year)

第二百六十五条の三十六 機構の事業年度は、四月一日から翌年三月三十一日までとする。ただし、機構の成立の日を含む事業年度は、その成立の日からその後最初の三月三十一日までとする。

Article 265-36 A Corporation's business year is from 1 April to 31 March of the following year; provided, however, that the business year including the day of incorporation of the Corporation is from the day of that incorporation to the first March 31 thereafter.

(予算等)

(Budget)

第二百六十五条の三十七 第二百六十二条第二項第一号に掲げる免許の種類に属する免許を受けた保険会社をその会員とする機構（以下この項及び第二百六十五条の四十二の二において「生命保険契約者保護機構」という。）は、毎事業年度、予算及び資金計画を作成し、当該事業年度の開始前に（生命保険契約者保護機構の成立の日を含む事業年度にあっては、成立後遅滞なく）、内閣総理大臣及び財務大臣の認可を受けな

なければならない。これを変更しようとするときも、同様とする。

Article 265-37 (1) A Corporation that accepts as its members Insurance Companies that have received a license that falls under the Class of License described in Article 262, paragraph (2), item (i) (hereinafter referred to as "Life Insurance Policyholders Protection Corporation" in this paragraph and in Article 265-42-2), every business year, must prepare a budget and financial plan and receive the approval of the Prime Minister and Minister of Finance before the start of that business year (in the business year that includes the day of incorporation of the Life Insurance Policyholders Protection Corporation, without delay after incorporation). The same applies when the Corporation seeks to modify these.

2 第二百六十二条第二項第二号に掲げる免許の種類に属する免許を受けた保険会社をその会員とする機構（以下この項において「損害保険契約者保護機構」という。）は、毎事業年度、予算及び資金計画を作成し、当該事業年度の開始前に（損害保険契約者保護機構の成立の日を含む事業年度にあつては、成立後遅滞なく）、内閣総理大臣及び財務大臣に提出しなければならない。これを変更したときも、同様とする。

(2) A Corporation that accepts as its members Insurance Companies that have received a license that falls under the Class of License described in Article 262, paragraph (2), item (ii) (hereinafter referred to as "Non-Life Insurance Policyholders Protection Corporation" in this paragraph), every business year, must prepare a budget and financial plan and submit these to the Prime Minister and Minister of Finance before the start of that business year (in the business year that includes the day of incorporation of the Non-Life Insurance Policyholders Protection Corporation, without delay after incorporation). The same applies when the Corporation has modified these.

（財務諸表等の承認等）

(Approval of Financial Statements)

第二百六十五条の三十八 理事長は、毎事業年度、財産目録、貸借対照表及び損益計算書並びに当該事業年度の事業報告書及び予算の区分に従う決算報告書（次項及び次条において「財務諸表等」という。）を作成し、当該事業年度の終了後最初に招集する通常総会の開催日の四週間前までに、監事に提出しなければならない。

Article 265-38 (1) Every business year, the president must prepare an inventory of property, balance sheet, and profit and loss statement, and a business report and statement of accounts according to the budget classifications for that business year (referred to as "Financial Statements, etc." in the following paragraph and following Article) and submit these to the auditor at least four weeks prior to the first ordinary General Council Meeting to be called after the end of that business year.

2 理事長は、監事の意見書を添えて前項の財務諸表等を同項の通常総会に提出し、その承認を求めなければならない。

(2) The president must attach the written opinion of the auditor to the Financial Statements, etc. set forth in the preceding paragraph, submit these to the ordinary General Council Meeting set forth in that paragraph, and request its approval.

第二百六十五条の三十九 機構は、毎事業年度、前条第二項の通常総会の承認を受けた財務諸表等を、当該事業年度の終了後三月以内に内閣総理大臣及び財務大臣に提出し、その承認を受けなければならない。

Article 265-39 (1) Every business year, a Corporation, within three months of the end of that business year, must submit the Financial Statements, etc. that received the approval of the ordinary General Council Meeting set forth in paragraph (2) of the preceding Article, to the Prime Minister and Minister of Finance and receive their approval.

2 機構は、前項の規定により財務諸表等を内閣総理大臣及び財務大臣に提出するときは、これに、財務諸表等に関する監事の意見書を添付しなければならない。

(2) When a Corporation submits Financial Statements, etc. to the Prime Minister and Minister of Finance pursuant to the provisions of the preceding paragraph, it must attach the written opinion of the auditor on the Financial Statements, etc.

3 機構は、第一項の規定による内閣総理大臣及び財務大臣の承認を受けたときは、遅滞なく、財産目録、貸借対照表及び損益計算書を官報に公告し、かつ、財務諸表等、附属明細書及び前項の監事の意見書を、各事務所に備え置き、内閣府令・財務省令で定める期間、一般の閲覧に供しなければならない。

(3) A Corporation must, without delay, when it has received the approval of the Prime Minister and Minister of Finance under the provisions of paragraph (1), give public notice of the inventory of property, balance sheet, and profit and loss statement in the Official Gazette, and must keep the Financial Statements, etc., annexed detailed statement, and the written opinion of the auditor set forth in the preceding paragraph at each office, and provide these for public inspection for a period of time specified by Cabinet Office Order or Order of the Ministry of Finance.

(区分経理)

(Separate Accounting)

第二百六十五条の四十 機構は、保険契約の引受けに係る保険契約の管理及び処分に係る業務（これに附帯する業務を含む。）に関する経理については、他の経理と区分し、保険契約の引受けに係る破綻保険会社ごとに、特別の勘定（以下「保険特別勘定」という。）を設けて整理しなければならない。

Article 265-40 With regard to accounting related to business pertaining to the Management and Disposition of Insurance Contracts pertaining to the Underwriting of Insurance Contracts (including business incidental to this), a

Corporation must arrange Special Accounts, separate from other accounting (hereinafter referred to as "Special Insurance Accounts") for each Bankrupt Insurance Company pertaining to the Underwriting of Insurance Contracts.

(保険特別勘定の廃止)

(Closure of Special Insurance Accounts)

第二百六十五条の四十一 機構は、その会員である破綻保険会社に係る保険契約の引受けをした場合において、当該保険契約の引受けに係るすべての保険契約につき、その終了、移転その他の事由により管理する必要がなくなったときは、当該破綻保険会社について設けた保険特別勘定を廃止するものとする。

Article 265-41 (1) A Corporation, in the case where it has underwritten insurance contracts pertaining to a Bankrupt Insurance Company that is its member, is to abolish the Special Insurance Account established for the relevant Bankrupt Insurance Company when there is no longer a need to manage any of the insurance contracts pertaining to the Underwriting of Insurance Contracts due to termination, transfer, or any other reason.

2 機構は、前項の規定により保険特別勘定を廃止したときは、当該保険特別勘定に属する資産及び負債を一般勘定（機構の保険特別勘定（第二百七十条の六第二項の規定により機構を保険会社とみなして適用する第百十八条第一項に規定する特別勘定を含む。）以外の勘定をいう。第二百七十条の五において同じ。）に帰属させるものとする。

(2) The Corporation, when it has abolished a Special Insurance Account under the provisions of the preceding paragraph, vest the property and debt belonging to the relevant Special Insurance Account to a general account (meaning accounts other than the Corporation's Special Insurance Accounts (including Special Accounts prescribed in Article 118, paragraph (1) as applied by deeming the Corporation as an Insurance Company pursuant to the provisions of Article 270-6, paragraph (2)); the same applies in Article 270-5).

(借入金)

(Borrowings)

第二百六十五条の四十二 機構は、資金援助等業務を行うため必要があると認めるときは、政令で定める金額の範囲内において、内閣総理大臣及び財務大臣の認可を受けて、保険会社又は内閣府令・財務省令で定める金融機関から資金の借入れ（借換えを含む。）をすることができる。

Article 265-42 A Corporation may, when it finds it necessary for conducting Financial Assistance Services, etc., receive the approval of the Prime Minister and Minister of Finance and borrow funds (including refinancing), within the amount specified by Cabinet Order, from an Insurance Company or financial institution specified by Cabinet Office Order or Order of the Ministry of Finance.

(政府保証)

(Government Guarantee)

第二百六十五条の四十二の二 政府は、法人に対する政府の財政援助の制限に関する法律（昭和二十一年法律第二十四号）第三条の規定にかかわらず、国会の議決を経た金額の範囲内において、生命保険契約者保護機構の前条の借入に係る債務の保証をすることができる。

Article 265-42-2 The government may guarantee an obligation pertaining to the borrowing set forth in the preceding Article of a Life Insurance Policyholders Protection Corporation within the amount approved by a Diet resolution, notwithstanding the provisions of Article 3 of the Act on Limitations of Government Financial Assistance to Corporations (Act No. 24 of 1946).

(余裕金の運用)

(Investment of Surplus Funds)

第二百六十五条の四十三 機構の業務上の余裕金は、保険特別勘定に属するものを除き、次の方法により運用しなければならない。

Article 265-43 Surplus funds occurring in the course of business of a Corporation, excluding those belonging to Special Insurance Accounts, must be invested by the following methods:

一 国債その他内閣総理大臣及び財務大臣の指定する有価証券の保有

(i) retention in national government bonds or any other securities designated by the Prime Minister and Minister of Finance;

二 内閣総理大臣及び財務大臣の指定する金融機関への預金

(ii) deposit in financial institutions designated by the Prime Minister and Minister of Finance;

三 その他内閣府令・財務省令で定める方法

(iii) any other method specified by Cabinet Office Order or Order of the Ministry of Finance.

(内閣府令・財務省令への委任)

(Delegation to Cabinet Office Order or Order of the Ministry of Finance)

第二百六十五条の四十四 第二百六十五条の三十六から前条までに規定するもののほか、機構の財務及び会計に関し必要な事項は、内閣府令・財務省令で定める。

Article 265-44 The particulars that are necessary to a Corporation's finances and accounting, beyond what is provided for in Article 265-36 to the preceding Article, are specified by Cabinet Office Order or Order of the Ministry of Finance.

第九目 監督

Division 9 Supervision

(監督)

(Supervision)

第二百六十五条の四十五 機構は、内閣総理大臣及び財務大臣が監督する。

Article 265-45 (1) The Corporation is supervised by the Prime Minister and Minister of Finance.

2 内閣総理大臣及び財務大臣は、この節の規定を施行するため必要があると認めるときは、機構に対し、監督上必要な命令をすることができる。

(2) The Prime Minister and Minister of Finance may, when they find it necessary for the enforcement of the provisions of this Section, issue orders necessary for supervision to a Corporation.

3 内閣総理大臣及び財務大臣は、機構の役員が、この法律、この法律に基づく命令若しくはこれらに基づく処分又は定款若しくは業務規程に違反する行為をしたときは、当該機構に対し、その役員を解任すべきことを命ずることができる。この場合において、機構が総会の議決を経て当該役員を解任したときは、その解任は、第二百六十五条の十五第二項の規定にかかわらず、総会の議決があったときにその効力を生ずるものとする。

(3) The Prime Minister and Minister of Finance may, when an officer of a Corporation engages in conduct that violates this Act, orders based on this Act or dispositions based on these, or the articles of incorporation or business rules, order the relevant Corporation to dismiss that officer. In this case, when the Corporation has dismissed the relevant officer after obtaining a resolution of the General Council, that dismissal is to take effect when the General Representative Members' Council has reached a resolution, notwithstanding the provisions of Article 265-15, paragraph (2).

(報告及び立入検査)

(Report and On-Site Inspections)

第二百六十五条の四十六 内閣総理大臣及び財務大臣は、この節の規定の施行に必要な限度において、機構に対し、その業務若しくは財産に関して報告若しくは資料の提出を命じ、又は当該職員に、機構の事務所に立ち入らせ、その業務若しくは財産の状況若しくは帳簿書類その他の物件を検査させ、若しくは関係者に質問させることができる。

Article 265-46 The Prime Minister and Minister of Finance may, within the limit necessary for the enforcement of the provisions of this Section, order a Corporation to submit a report or material related to its business or property, or have their officials enter the Corporation's office and inspect the state of its business or property or its books and documents or any other objects, or have such officials question the relevant persons.

(設立の認可の取消し)

(Rescission of Establishment Approval)

第二百六十五条の四十七 内閣総理大臣及び財務大臣は、機構が次の各号のいずれかに該当するときは、第二百六十五条の九第二項の設立の認可を取り消すことができる。

Article 265-47 The Prime Minister and Minister of Finance may, when a Corporation falls under any of the following items, rescind the approval of incorporation set forth in Article 265-9, paragraph (2):

一 この法律、この法律に基づく命令又は当該機構の定款若しくは業務規程に違反したとき。

(i) when it has violated this Act, orders based on this Act or the articles of incorporation or business rules of the relevant Corporation;

二 第二百六十五条の三十第三項又は第二百六十五条の四十五第二項若しくは第三項前段の規定による処分に違反したとき。

(ii) when it has violated dispositions under the provisions of Article 265-30, paragraph (3) or Article 265-45, paragraph (2) or the first sentence of paragraph (3);

三 その業務又は財産の状況によりその業務の継続が困難であると認めるとき。

(iii) when it is found that the continuation of its business would be difficult due to the state of its business or property;

四 公益を害する行為をしたとき。

(iv) when it has engaged in conduct that harms the public interest.

第十目 雑則

Division 10 Miscellaneous Provisions

(解散)

(Dissolution)

第二百六十五条の四十八 機構は、次に掲げる事由によって解散する。

Article 265-48 (1) A Corporation is to dissolve due to the following reasons:

一 総会の決議

(i) the resolution of the General Representative Members' Council;

二 前条の規定による設立の認可の取消し

(ii) rescission of approval of incorporation under the provisions of the preceding Article.

2 前項第一号に掲げる事由による解散は、内閣総理大臣及び財務大臣の認可を受けなければ、その効力を生じない。

(2) Dissolution under the reason given in item (i) of the preceding paragraph is null and void without the approval of the Prime Minister and Minister of Finance.

3 機構は、解散した場合において、その債務を弁済してなお残余財産があるときは、内閣府令・財務省令で定めるところにより、当該残余財産をその会員がそれぞれ加入することとなる他の機構に帰属させなければならない。

(3) A Corporation, when there are residual assets after it has performed its obligations in the case of dissolution, must vest the relevant residual assets, pursuant to the provisions of Cabinet Office Order or Order of the Ministry of Finance, in the other Corporations that its members join.

4 前項に定めるもののほか、機構の解散に関する所要の措置は、合理的に必要と判断される範囲内において、政令で定めることができる。

(4) Requisite measures related to the dissolution of a Corporation, beyond what is provided for in the preceding paragraph, may be specified by Cabinet Order, within the scope deemed reasonably necessary.

第二款 資金援助等

Subsection 2 Financial Assistance

第一目 資金援助の申込み等

Division 1 Request for Financial Assistance

(保険契約の移転等における資金援助の申込み)

(Request for Financial Assistance for the Transfer of Insurance Contracts)

第二百六十六条 救済保険会社又は救済保険持株会社等は、破綻保険会社が会員として加入している機構（以下この款及び次款において「加入機構」という。）が、保険契約の移転等について資金援助を行うことを、当該破綻保険会社と連名で当該加入機構に申し込むことができる。

Article 266 (1) The Relief Insurance Company or the Relief Insurance Holding Company, etc. may, in conjunction with a Bankrupt Insurance Company, petition the Corporation with which that Bankrupt Insurance Company is affiliated as a member (hereinafter referred to as the "Affiliated Corporation" in this and the following Subsections) to extend Financial Assistance with regard to the transfer, etc. of insurance contracts.

2 加入機構は、前項の場合において必要があると認めるときは、同項の申込みをした救済保険会社又は救済保険持株会社等及び破綻保険会社その他の関係者に対し、資料の提出を求めることができる。

(2) An Affiliated Corporation may, when it finds it necessary in the case referred to in the preceding paragraph, request the Relief Insurance Company or the Relief Insurance Holding Company, etc. that made the petition under that paragraph, and the Bankrupt Insurance Company or other relevant persons, for the submission of materials.

3 第一項に規定する資金援助のうち資産の買取りは、保険契約の移転等に係る破綻保険会社の資産について行うものとする。

(3) Within the Financial Assistance prescribed in paragraph (1), the purchase of the property is conducted pertaining to the property of the Bankrupt Insurance Company pertaining to the transfer, etc. of insurance contracts.

(保険契約の承継等の申込み)

(Petition Related to the Succession of Insurance Contracts)

第二百六十七条 破綻保険会社は、救済保険会社又は救済保険持株会社等が現れる見込みがないことその他の理由により保険契約の移転等を行うことが困難な場合として内閣府令・財務省令で定める場合には、加入機構に対して、保険契約の承継又は保険契約の引受け（以下「保険契約の承継等」という。）を申し込むことができる。

Article 267 (1) If the transfer, etc. of insurance contracts is one that has been specified as being difficult by Cabinet Office Order and Order of the Ministry of Finance on such grounds that there is no prospect of finding a Relief Insurance Company or Relief Insurance Holding Company, etc., a Bankrupt Insurance Company may petition its Affiliated Corporation to succeed in a Succession of Insurance Contracts or Underwriting of Insurance Contracts (hereinafter referred to as "Succession, etc. of Insurance Contracts").

2 破綻保険会社は、前項の申込みを行う場合においては、保険契約の移転等に関する他の保険会社又は保険持株会社等との交渉の内容を示す資料その他の内閣府令・財務省令で定める資料を加入機構に提出しなければならない。

(2) A Bankrupt Insurance Company, in the case of making the petition under the preceding paragraph, must submit to its Affiliated Corporation, materials which illustrate the content of the negotiation with other Insurance Companies or Insurance Holding Companies, etc. on the transfer, etc. of insurance contracts, and other materials specified by Cabinet Office Order and Order of the Ministry of Finance.

3 破綻保険会社は、第一項の規定による保険契約の承継の申込みを行うときは、加入機構が当該保険契約の承継について資金援助（金銭の贈与又は資産の買取りに限る。）を行うことを、併せて当該加入機構に申し込むことができる。

(3) A Bankrupt Insurance Company may, when petitioning for the Succession of Insurance Contracts under the provisions of paragraph (1), also petition the Affiliated Corporation to extend it Financial Assistance with regard to the Succession of Insurance Contracts (limited to donations of money or purchase of property).

4 前条第二項及び第三項の規定は、前項の資金援助について準用する。この場合において、同条第二項中「救済保険会社又は救済保険持株会社等及び破綻保険会社」とあるのは、「破綻保険会社」と読み替えるものとする。

(4) The provisions of paragraphs (2) and (3) of the preceding Article apply mutatis mutandis to the Financial Assistance of the preceding paragraph. In this case, the term "the Relief Insurance Company or the Relief Insurance Holding Company, etc. that filed the application in that paragraph, and the Bankrupt Insurance Company" in paragraph (2) of that Article is deemed to be replaced with "the Bankrupt Insurance Company".

(保険契約の移転等における適格性の認定)

(Authorization of Eligibility for the Transfer of Insurance Contracts)

第二百六十八条 第二百六十六条第一項の場合においては、保険契約の移転等を行う破綻保険会社及び救済保険会社又は破綻保険会社及び救済保険持株会社等は、同項の申込みが行われる時までに、当該保険契約の移転等について、内閣総理大臣の認定を受けなければならない。

Article 268 (1) In the case referred to in Article 266, paragraph (1), the Bankrupt Insurance Company and Relief Insurance Company, or the Bankrupt Insurance Company and Relief Insurance Holding Company, etc. which carry out the transfer, etc. of insurance contracts must obtain the authorization of the Prime Minister for the transfer, etc. of insurance contracts by the time that the petition under that paragraph is made.

2 前項の認定の申請は、同項の破綻保険会社及び救済保険会社又は破綻保険会社及び救済保険持株会社等の連名で行わなければならない。

(2) The application for authorization of the preceding paragraph must be filed jointly by the Bankrupt Insurance Company and Relief Insurance Company or Bankrupt Insurance Company and Relief Insurance Holding Company, etc. set forth in that paragraph.

3 内閣総理大臣は、次に掲げる要件のすべてに該当する場合に限り、第一項の認定を行うことができる。

(3) The Prime Minister may grant the authorization under paragraph (1), only in cases that fall under all of the following requirements:

一 当該保険契約の移転等が行われることが、保険契約者等の保護に資すること。

(i) the transfer, etc. of insurance contracts contributes to the protection of Policyholders, etc.;

二 加入機構による資金援助が行われることが、当該保険契約の移転等が円滑に行われるために不可欠であること。

(ii) the extension of Financial Assistance by the Affiliated Corporation is indispensable to the smooth implementation of the transfer, etc. of insurance contracts; and

三 当該保険契約の移転等に係る破綻保険会社について、保険契約の移転等が行われることなく、その業務の全部の廃止又は解散が行われる場合には、保険業に対する信頼性が損なわれるおそれがあること。

(iii) there is a risk of loss of credibility in the Insurance Business in the case that all of the business of the Bankrupt Insurance Company pertaining to the transfer, etc. of insurance contracts is abolished or the Bankrupt Insurance Company is dissolved, without a transfer of insurance contracts, etc.

4 内閣総理大臣は、第一項の認定を行ったときは、その旨を加入機構に通知しなければならない。

(4) If the Prime Minister has given the authorization under paragraph (1), the Prime Minister must notify the Affiliated Corporation of this.

5 加入機構は、前項の規定による通知を受けたときは、速やかに、その旨を財務大臣に報告しなければならない。

(5) If an Affiliated Corporation receives a notice under the provisions of the preceding paragraph, it must promptly report this to the Minister of Finance.

6 破綻保険会社の株式を取得しようとする会社が、当該株式の取得により保険会社を子会社とする持株会社になることについて、第二百七十一条の十八第一項の認可（以下この項において「持株会社認可」という。）の申請をしている場合には、内閣総理大臣は、当該会社について持株会社認可をした後でなければ、第一項の規定による認定を行うことができない。

(6) If a company attempting to acquire shares of a Bankrupt Insurance Company has filed an application for approval under Article 271-18, paragraph (1) to acquire shares and become a Holding Company whose Subsidiary Companies include an Insurance Company (hereinafter referred to as "Holding Company Approval" in this paragraph), the Prime Minister may not give the authorization under the provisions of paragraph (1) until after Holding Company Approval has been given for that company.

（保険契約の移転等における適格性の認定の特例）

(Special Provisions on Authorization of Eligibility for the Transfer of Insurance Contracts)

第二百六十九条 内閣総理大臣は、次に掲げる要件のすべてに該当する場合に限り、第二百五十六条第一項の勧告に、前条第一項の規定にかかわらず、第二百六十六条第一項の申込みを行うことができる旨を付記することができる。

Article 269 (1) The Prime Minister may, only in cases that fall under all of the following requirements, make a supplementary note in the recommendation of Article 256, paragraph (1), notwithstanding the provisions of paragraph (1) of the preceding Article, that the petition under Article 266, paragraph (1) may be made:

一 第二百五十六条第一項の勧告に係る破綻保険会社の業務の全部の廃止又は解散が前条第三項第三号に掲げる要件に該当すること。

(i) the discontinuation of all business of a Bankrupt Insurance Company or the dissolution of the Bankrupt Insurance Company pertaining to the recommendation of Article 256, paragraph (1) falls under the requirements listed in paragraph (3), item (iii) of the preceding Article; and

二 加入機構による資金援助が行われることが当該勧告に係る保険契約の移転等を行うために不可欠なものであること。

(ii) the extension of Financial Assistance by the Affiliated Corporation is indispensable to the transfer, etc. of insurance contracts pertaining to the relevant recommendation.

2 前条第四項及び第五項の規定は、前項の付記をした場合について準用する。

(2) The provisions of paragraphs (4) and (5) of the preceding Article apply

mutatis mutandis to cases in which the supplementary note of the preceding paragraph was made.

(保険契約の承継等における適格性の認定)

(Authorization of Eligibility for Succession of Insurance Contracts)

第二百七十条 第二百六十七条第一項の場合においては、破綻保険会社は、同項の申込みが行われる時までには、同項の保険契約の承継等について、内閣総理大臣の認定を受けなければならない。

Article 270 (1) In the case referred to in Article 267, paragraph (1), the Bankrupt Insurance Company must obtain the authorization of the Prime Minister in regard to the Succession, etc. of Insurance Contracts of that paragraph by the time that the petition under that paragraph is made.

2 内閣総理大臣は、次に掲げる要件のすべてに該当する場合に限り、前項の認定を行うことができる。

(2) The Prime Minister may give the authorization of the preceding paragraph, only in cases that fall under all of the following requirements:

一 保険契約の承継等が行われることが、保険契約者等の保護に資すること。

(i) the Succession, etc. of Insurance Contracts contributes to the protection of Policyholders, etc.;

二 加入機構に対して保険契約の承継等の申込みを行う破綻保険会社について、当該保険契約の承継等が行われることなく、その業務の全部の廃止又は解散が行われる場合には、保険業に対する信頼性が損なわれるおそれがあること。

(ii) there is a risk that without the Succession, etc. of Insurance Contracts, the Insurance Business would lose credibility in the event that all of the business of the Bankrupt Insurance Company that is petitioning the Affiliated Corporation for the Succession, etc. of Insurance Contracts were abolished or if the Bankrupt Insurance Company were dissolved; and

三 第二百六十七条第三項の規定による資金援助の申込みが行われる場合においては、当該資金援助が行われることが当該保険契約の承継が円滑に行われるために不可欠であること。

(iii) in cases where a request for Financial Assistance under the provisions of Article 267, paragraph (3) is made, the extension of the relevant Financial Assistance is indispensable to the smooth implementation of the Succession of Insurance Contracts.

3 内閣総理大臣は、第一項の認定を行ったときは、その旨を加入機構に通知しなければならない。

(3) If the Prime Minister has given the authorization under paragraph (1), the Prime Minister must notify the Affiliated Corporation of this.

4 加入機構は、前項の規定による通知を受けたときは、速やかに、その旨を財務大臣に報告しなければならない。

(4) If an Affiliated Corporation receives a notice under the provisions of the

preceding paragraph, it must promptly report this to the Minister of Finance.

(破綻保険会社の財産の評価)

(Evaluation of the Property of a Bankrupt Insurance Company)

第二百七十条の二 第二百六十六条第一項又は第二百六十七条第一項の申込みを行う破綻保険会社は、その申込みと同時に、又はその申込み後遅滞なく、自ら行ったその財産（外国保険会社等にあつては、日本に所在する財産。以下この款において同じ。）の評価（次項及び第四項において「財産自己評価」という。）が適切であることについて加入機構の確認を求めなければならない。

Article 270-2 (1) A Bankrupt Insurance Company making the petition under Article 266, paragraph (1) or Article 267, paragraph (1) must seek the confirmation of the Affiliated Corporation regarding the appropriateness of the evaluation the company made of its property (for a Foreign Insurance Company, etc., property in Japan; hereinafter the same applies in this Subsection) without delay at the same time that the petition was made or after the petition was made (referred to as "Property Self-Evaluation" in the following paragraph and paragraph (4)).

2 加入機構は、審査会の議を経て、前項の確認を求められた財産自己評価が適切であると判定したときは、当該財産自己評価が適切であることを確認した旨を当該申請をした破綻保険会社に通知するものとする。

(2) If an Affiliated Corporation determines, after discussion by the Examination Board, that the Property Self-Evaluation for which confirmation under the preceding paragraph is being sought is appropriate, it is to notify the Bankrupt Insurance Company which requested this that the Property Self-Evaluation has been confirmed as appropriate.

3 加入機構は、前項の判定をするため必要があると認めるときは、当該申請をした破綻保険会社の財産を評価するための調査をすることができる。

(3) If an Affiliated Corporation finds it necessary for making a determination under the preceding paragraph, it may conduct an examination to evaluate the property of the Bankrupt Insurance Company that made the relevant request.

4 加入機構は、審査会の議を経て、第一項の確認を求められた財産自己評価が適切でないと判定したときは、その旨を当該申請をした破綻保険会社に通知するとともに、当該破綻保険会社の財産を評価するための調査をするものとする。

(4) If an Affiliated Corporation determines, after discussion by the Examination Board, that the Property Self-Evaluation for which confirmation under paragraph (1) is being sought is not appropriate, it is to notify the Bankrupt Insurance Company which made the relevant request of this, and is to conduct an examination to evaluate the property of that Bankrupt Insurance Company.

5 加入機構は、審査会の議を経て、前項の規定による調査に基づく評価が適切であることを確認した後、その評価の内容を当該申請をした破綻保険会社に通知するものとする。

(5) After confirming that the evaluation based on the examination under the provisions of the preceding paragraph is appropriate and after discussion by the Examination Board, the Affiliated Corporation is to notify the Bankrupt Insurance Company that made the relevant request of the content of the evaluation.

6 加入機構は、第二項又は前項の通知をしたときは、直ちに、その通知に係る事項を内閣総理大臣及び財務大臣に報告しなければならない。

(6) If an Affiliated Corporation has made a notification under paragraph (2) or the preceding paragraph, it must immediately report the particulars of the notification to the Prime Minister and Minister of Finance.

(保険契約の移転等における資金援助)

(Financial Assistance for the Transfer of Insurance Contracts)

第二百七十条の三 加入機構は、第二百六十六条第一項の申込みをした破綻保険会社に対して前条第二項又は第五項の通知をした後、遅滞なく、委員会の議を経て、当該申込みに係る資金援助を行うかどうかを決定しなければならない。

Article 270-3 (1) After making a notification under paragraph (2) or paragraph (5) of the preceding Article to the Bankrupt Insurance Company which filed the petition under Article 266, paragraph (1), Affiliated Corporation must make a decision without delay, after discussion by the Committee, on whether to extend the Financial Assistance pertaining to the relevant petition.

2 前項の規定による資金援助（金銭の贈与に限る。）の額は、当該資金援助に係る破綻保険会社につき、第一号に掲げる額から第二号に掲げる額を控除した残額に第三号に掲げる額を加算して得られた額に相当する金額とする。

(2) The amount of the Financial Assistance under the provisions of the preceding paragraph (limited to donation of money) is an amount equivalent to that calculated by adding the amount listed in item (iii) to the amount remaining after the deduction of the amount listed in item (ii) from the amount listed in item (i) with regard to the Bankrupt Insurance Company to which the relevant Financial Assistance pertains:

一 当該破綻保険会社に係る保険契約のうち内閣府令・財務省令で定める保険契約に該当するもの（以下「補償対象契約」という。）に係る責任準備金その他の保険金等の支払に充てるために留保されるべき負債として内閣府令・財務省令で定めるもの（次号及び第二百七十条の五第二項において「特定責任準備金等」という。）の額に、補償対象契約の種類、予定利率その他の内容等を勘案して内閣府令・財務省令で定める率を乗じて得た額

(i) with regard to a Bankrupt Insurance Company's insurance contracts that fall under the category of insurance contract specified by Cabinet Office Order and Order of the Ministry of Finance (hereinafter referred to as a "Covered Insurance Contract"), the amount specified by Cabinet Office Order and Order of the Ministry of Finance as the liability that must be saved for

allocation to the payment of Insurance Proceeds, etc. and for policy reserves (referred to as "Specified Policy Reserves, etc." in the following item and Article 270-5, paragraph (2)) multiplied by the rate specified by Cabinet Office Order and Order of the Ministry of Finance by taking into consideration the kind of Covered Insurance Contract, assumed interest rate, other content, etc.;

二 当該破綻保険会社の前条第二項又は第五項の規定による確認がされた財産の評価（第二百七十条の五第二項において「確認財産評価」という。）に基づく資産の価額のうち、補償対象契約に係る特定責任準備金等に見合うものとして内閣府令・財務省令で定めるところにより計算した額

(ii) the amount of the asset value of that Bankrupt Insurance Company -- based on the evaluation of property confirmed under the provisions of paragraph (2) or paragraph (5) of the preceding Article (referred to as "Confirmed Evaluation of Property" in Article 270-5, paragraph (2)) -- which has been calculated as per Cabinet Office Order and Order of the Ministry of Finance as being the amount which corresponds to the Specified Policy Reserve, etc. pertaining to the Covered Insurance Contract; and

三 当該破綻保険会社に係る保険契約の移転等に要すると見込まれる費用として内閣府令・財務省令で定めるものに該当する費用の額のうち、当該資金援助に係る保険契約の移転等の円滑な実施のために必要であると加入機構が認めた額

(iii) the amount of expense, which has been approved by the Affiliated Corporation as being necessary for the smooth transfer, etc. of the insurance contracts pertaining to the relevant Financial Assistance, among the expenses that fall under those specified by Cabinet Office Order and Order of the Ministry of Finance as expenses which are deemed necessary for the transfer, etc. of insurance contracts pertaining to that Bankrupt Insurance Company.

3 加入機構は、第一項の決定をしたときは、直ちに、その決定に係る事項として内閣府令・財務省令で定めるものを内閣総理大臣及び財務大臣に報告しなければならない。

(3) The Affiliated Corporation, when it has made the decision under paragraph (1), must immediately report the particulars specified by Cabinet Office Order and Order of the Ministry of Finance, as those related to the decision, to the Prime Minister and Minister of Finance.

4 加入機構は、第一項の規定により資金援助を行うことを決定したときは、当該資金援助の申込みを行った保険会社又は保険持株会社等のうち当該資金援助の当事者となるものと、当該資金援助に関する契約を締結するものとする。

(4) When the Affiliated Corporation makes a decision to extend Financial Assistance under the provisions of paragraph (1), it is to conclude a contract concerning the relevant Financial Assistance with the Insurance Company or Insurance Holding Company, etc. that has requested for the relevant Financial Assistance, and that is to be the party to the relevant Financial Assistance.

- 5 前項の契約に係る資金援助のうちに損害担保が含まれているときは、当該契約に係る救済保険会社又は救済保険持株会社等は、当該契約において、当該損害担保に係る資産について利益が生じたときは当該利益の額の全部又は一部を当該契約に係る加入機構に納付し、又は当該保険契約の移転等により当該資産を有することとなる者をして当該契約に係る加入機構に納付させるための措置を講ずる旨を約するものとする。
- (5) When damage security is included in the Financial Assistance pertaining to the contract of the preceding paragraph, the Relief Insurance Company or the Relief Insurance Holding Company, etc. pertaining to that contract, under that contract, if profits are accrued from the assets pertaining to the relevant damage security, commit in that contract that it is to pay all or part of the relevant profits to the Affiliated Corporation pertaining to that contract, or, as one that will have the relevant assets from the transfer, etc. of insurance contracts, to take measures for making payment to the Affiliated Corporation pertaining to that contract.

第二目 保険契約の承継

Division 2 Succession of Insurance Contracts

(保険契約の承継)

(Succession of Insurance Contracts)

第二百七十条の三の二 加入機構は、第二百六十七条第一項の規定による保険契約の承継の申込みを受けた場合において、必要があると認めるときは、当該申込みに係る第六項各号に掲げる決定を行う前に、内閣総理大臣に対して第二百五十六条第一項の規定による措置をとることを求めることができる。

Article 270-3-2 (1) If the Affiliated Corporation finds it necessary in receiving a petition on the Succession of Insurance Contracts under the provisions of Article 267, paragraph (1), it may make a request that the Prime Minister take the measures under the provisions of Article 256, paragraph (1) be taken before making the decisions listed in the items of paragraph (6) pertaining to the relevant petition.

2 内閣総理大臣は、前項の規定により第二百五十六条第一項の規定による措置をとることを求められたときは、遅滞なく、当該措置をとることができるかどうか、及び当該措置をとることとする場合には、そのとるべき措置の内容を加入機構に通知するものとする。

(2) The Prime Minister, without delay, is to notify the Affiliated Corporation, when the measures under the provisions of Article 256, paragraph (1) pursuant to the provisions of the preceding paragraph are requested, of whether the relevant measures may be taken, and, in the case that the relevant measures are to be taken, of the content of those measures.

3 加入機構は、前項の規定による内閣総理大臣の通知の内容が第二百五十六条第一項の規定による措置をとるものであったときは、第六項各号に掲げる決定に係る手続の

実施を停止するものとする。ただし、第二百七十条の二の規定による確認の手続については、この限りでない。

(3) The Affiliated Corporation, when the content of the notification of the Prime Minister under the provisions of the preceding paragraph is to the effect that the measures under the provisions of Article 256, paragraph (1) are to be taken, is to stop the implementation of the procedure pertaining to the decision listed in paragraph (6), items (i) and (ii); provided, however, that this does not apply to the confirmation procedures under the provisions of Article 270-2.

4 内閣総理大臣が第一項の規定により第二百五十六条第一項の規定による措置をとった場合において、第二百六十七条第一項の規定による保険契約の承継の申込みを行った破綻保険会社が、合併等に係る協議を調えたときは、当該破綻保険会社は、遅滞なく、当該申込みを取り下げなければならない。

(4) In the case that the Prime Minister takes the measures under the provisions of Article 256, paragraph (1) the Bankrupt Insurance Company which petitioned for the Succession of Insurance Contracts under the provisions of Article 267, paragraph (1), when that Bankrupt Insurance Company has reached an agreement pertaining to Merger, etc., without delay, must withdraw the relevant petition.

5 前項に規定する場合において、合併等に係る協議が調わないこととなったときは、同項の破綻保険会社は、遅滞なく、その旨を加入機構に通知しなければならない。

(5) In the case prescribed in the preceding paragraph, when no agreement pertaining to Merger, etc. is reached, the Bankrupt Insurance Company of that paragraph, without delay, must notify the Affiliated Corporation of this.

6 加入機構は、内閣総理大臣に対して第一項の規定による求めをする必要がないと認めるとき、第二項の規定による内閣総理大臣の通知の内容が第二百五十六条第一項の規定による措置をとることができないとするものであったとき、又は前項の規定による通知があったときは、速やかに、委員会の議を経て、第一項の申込みに係る第一号及び第二号に掲げる決定又は第二号に掲げる決定をしなければならない。

(6) The Affiliated Corporation, when it finds it unnecessary to make the request under the provisions of paragraph (1) of the Prime Minister, when the content of the notification of the Prime Minister under the provisions of paragraph (2) is to the effect that the measures under the provisions of Article 256, paragraph (1) cannot be taken, or when the notification under the provisions of the preceding paragraph is made, promptly, after discussion by the Committee, must make the decision listed in items (i) and (ii) pertaining to the petition under paragraph (1) or the decision listed in item (ii):

一 加入機構が破綻保険会社から保険契約を引き継ぐため保険契約の移転又は合併を行う承継保険会社を機構の子会社として設立する旨の決定

(i) ruling to the effect that the Affiliated Corporation will incorporate, as its Subsidiary Company, the Successor Insurance Company, which will carry out a transfer of insurance contracts from the Bankrupt Insurance Company or

merge with that company to take over the insurance contracts from that company; and

二 承継保険会社が破綻保険会社から保険契約を引き継ぐため保険契約の移転又は合併を行うべき旨の決定

(ii) ruling to the effect that the Successor Insurance Company is to carry out a transfer of insurance contracts from the Bankrupt Insurance Company or merge with that company to take over the insurance contracts from that company.

7 加入機構は、第二百六十七条第三項の申込みを受けた場合において、当該申込みに係る保険契約の承継について前項の決定をするときは、委員会の議を経て、併せて当該申込みに係る資金援助を行うかどうかを決定しなければならない。

(7) When the Affiliated Corporation makes a decision under the preceding paragraph on the Succession of Insurance Contracts pertaining to a petition it has received under Article 267, paragraph (3), it must also make a decision after discussion by the Committee, on whether to extend the Financial Assistance pertaining to the relevant petition.

8 前条第二項の規定は前項の規定による資金援助（金銭の贈与に限る。）の額について、同条第三項の規定は加入機構が前二項の決定をした場合について、同条第四項の規定は加入機構が前項の規定により資金援助を行うことを決定した場合について、それぞれ準用する。この場合において、同条第二項中「保険契約の移転等」とあるのは「保険契約の承継」と、同条第四項中「保険会社又は保険持株会社等のうち当該資金援助の当事者となるもの」とあるのは「破綻保険会社」と読み替えるものとする。

(8) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the amount of Financial Assistance under the provisions of the preceding paragraph (limited to donation of money), the provisions of paragraph (3) of that Article apply mutatis mutandis in the case that the Affiliated Corporation makes a decision under the preceding two paragraphs, and the provisions of paragraph (4) of that Article apply mutatis mutandis in the case that the Affiliated Corporation makes a decision to extend Financial Assistance pursuant to the provisions of the preceding paragraph. In this case, the term "transfer, etc. of insurance contracts" in paragraph (2) of that Article is deemed to be replaced with "Succession of Insurance Contracts", and the term "Insurance Company or Insurance Holding Company, etc. which filed the application for the relevant Financial Assistance that becomes the party of the relevant Financial Assistance" in paragraph (4) of that Article is deemed to be replaced with "Bankrupt Insurance Company which filed the application for the relevant Financial Assistance".

9 第一項の申込みに係る破綻保険会社は、加入機構が第六項各号に掲げる決定をしたときは、当該決定に係る承継保険会社と保険契約の全部若しくは一部に係る保険契約の移転又は合併をすることができる。

(9) The Bankrupt Insurance Company that has made a petition under paragraph

(1), when the Affiliated Corporation makes a decision listed in paragraph (6), items (i) or (ii), may transfer all or part of the insurance contracts to the Successor Insurance Company pertaining to the decision, or may merge with that company.

(承継保険会社の設立等)

(Incorporation of Successor Insurance Company)

第二百七十条の三の三 加入機構は、前条第六項第一号に掲げる決定をしたときは、当該決定に係る出資の内容について委員会の議を経て、承継保険会社となる株式会社の設立の発起人となり、及び当該設立の発起人となった株式会社を機構の子会社として設立するための出資をしなければならない。

Article 270-3-3 (1) When the Affiliated Corporation makes a decision listed in paragraph (6), item (i) of the preceding Article, after discussion by the Committee on the content of the contribution pertaining to the decision, it must become the incorporator for the incorporation of the Stock Company which will be the Successor Insurance Company, and make a contribution for the incorporation of the Stock Company, of which it became the incorporator for the relevant incorporation, as its Subsidiary Company.

2 加入機構は、前項に規定する場合のほか、承継保険会社に対する出資を行おうとするときは、委員会の議を経なければならない。

(2) Beyond the case prescribed in the preceding paragraph, the Affiliated Corporation, when it seeks to make a contribution to the Successor Insurance Company, must go through Committee discussions thereon.

3 加入機構は、前二項に規定する出資をしたときは、速やかに、その内容を内閣総理大臣及び財務大臣に報告しなければならない。

(3) When the Affiliated Corporation makes the contribution prescribed in the preceding two paragraphs, it must promptly report the content of the contribution to the Prime Minister and Minister of Finance about the content.

(承継保険会社の経営管理)

(Managing the Successor Insurance Company)

第二百七十条の三の四 機構は、承継保険会社（当該機構が設立したものに限る。以下この条、第二百七十条の三の六及び第二百七十条の三の十において同じ。）が次に掲げる事項を適確に実施できるようその経営管理を行わなければならない。

Article 270-3-4 (1) A Corporation must manage a Successor Insurance Company (limited to those incorporated by the relevant Corporation; hereinafter the same applies in this Article, Article 270-3-6, and Article 270-3-10) to enable its optimal implementation of the following particulars:

一 第二百七十条の三の二第六項第二号に掲げる決定があったときは、当該決定の対象とされた破綻保険会社から保険契約を引き継ぐため保険契約の移転又は合併を行うこと。

(i) when the decision listed in Article 270-3-2, paragraph (6), item (ii) is made, the transfer of insurance contracts or merger is carried out to take over the insurance contracts from the Bankrupt Insurance Company that was the subject of the decision; and

二 保険契約の管理及び処分その他の業務の実施に際しては、次項の指針に従うこと。

(ii) in managing and disposing the insurance contracts or in implementing other business, these are carried out in accordance with the guidelines specified in the following paragraph.

2 機構は、承継保険会社の保険契約の管理及び処分その他の業務についての指針を作成し、内閣総理大臣の承認を受けた後、公表しなければならない。

(2) A Corporation must create guidelines on the management and disposition of the insurance contracts of a Successor Insurance Company and other business, and, upon obtaining the approval of the Prime Minister, make the guidelines public.

3 機構は、承継保険会社に対し、その経営に必要な指導及び助言を行うことができる。

(3) A Corporation may offer any guidance and advice necessary for the management of a Successor Insurance Company.

4 機構は、承継保険会社の株式の譲渡その他の処分を行ったときは、速やかに、その旨を内閣総理大臣及び財務大臣に報告しなければならない。

(4) If a Corporation transfers the shares of a Successor Insurance Company or makes other dispositions, it must promptly report this to the Prime Minister and Minister of Finance.

(会社法第四百六十七条の不適用)

(Non-Application of Article 467 of the Companies Act)

第二百七十条の三の五 会社法第四百六十七条第一項第五号（事業譲渡等の承認等）の規定は、機構が承継保険会社の発行済株式の全部を所有する場合における第二百七十条の二第二項又は第五項の規定による確認がされた財産については、適用しない。

Article 270-3-5 The provisions of Article 467, paragraph (1), item (v) of the Companies Act (Approvals of Business Transfer, etc.) does not apply to the property confirmed under the provisions of Article 270-2, paragraph (2) or Article 270-2, paragraph (5), in the case that the Corporation owns all of the issued shares of the Successor Insurance Company.

(承継協定)

(Succession Agreements)

第二百七十条の三の六 機構は、承継保険会社と次に掲げる事項を含む協定（以下「承継協定」という。）を締結するものとする。

Article 270-3-6 (1) A Corporation is to conclude an agreement with a Successor Insurance Company that includes the following particulars (hereinafter referred to as "Succession Agreement"):

一 承継協定を締結した承継保険会社（以下「協定承継保険会社」という。）は、第二百七十条の三の四第一項各号に掲げる事項を実施すること。

(i) that the Successor Insurance Company with which the Succession Agreement has been concluded (hereinafter referred to as "Successor Insurance Company Under the Agreement") is to set in place the particulars listed in Article 270-3-4, paragraph (1), items (i) and (ii);

二 協定承継保険会社は、機構が当該協定承継保険会社の資産の買取りを行うことを機構に申し込むことができること。

(ii) the Successor Insurance Company Under the Agreement may petition the Corporation to purchase the assets of that Successor Insurance Company Under the Agreement; and

三 協定承継保険会社は、第二百七十条の三の八第一項に規定する債務の保証の対象となる資金の借入れに関する契約の締結をしようとするときは、当該締結をしようとする契約の内容についての機構の承認を受けること。

(iii) when the Successor Insurance Company Under the Agreement seeks to conclude a contract concerning the borrowing of the funds that fall under the guaranteed obligation prescribed in Article 270-3-8, paragraph (1), it is to obtain the approval of the Corporation on the content of that contract to be concluded.

2 機構は、承継協定を締結したときは、直ちに、その承継協定の内容を内閣総理大臣及び財務大臣に報告しなければならない。

(2) When a Corporation concludes a Succession Agreement, it must immediately report the content of the agreement to the Prime Minister and Minister of Finance.

（資産の買取り）

(Purchase of Property)

第二百七十条の三の七 機構は、前条第一項第二号の申込みを受けたときは、遅滞なく、審査会及び委員会の議を経て、当該申込みに係る資産の買取りを行うかどうかを決定しなければならない。

Article 270-3-7 (1) When a Corporation receives a petition under paragraph (1), item (ii) of the preceding Article, it must make a decision, after discussion by the Examination Board and the Committee, on whether to purchase the property pertaining to the relevant petition, without delay.

2 機構は、前項の規定による決定をしたときは、直ちに、その決定に係る事項を内閣総理大臣及び財務大臣に報告しなければならない。

(2) When a Corporation makes a decision under the provisions of the preceding paragraph, it must immediately report to the Prime Minister and Minister of Finance the particulars of the decision.

3 機構は、第一項の規定により資産の買取りを行うことを決定したときは、当該資産の買取りの申込みを行った協定承継保険会社と当該資産の買取りに関する契約を締結

するものとする。

- (3) When a Corporation makes a decision to purchase the property under the provisions of paragraph (1), it is to conclude a contract concerning the purchase of the property with the Successor Insurance Company Under the Agreement that petitioned for the purchase of the property.

(資金の貸付け及び債務の保証)

(Loans of Funds and Obligation Guarantee)

第二百七十条の三の八 機構は、協定承継保険会社から、協定承継保険会社の業務の円滑な実施のために必要とする資金について、その資金の貸付け又は協定承継保険会社によるその資金の借入れに係る債務の保証の申込みを受けた場合において、必要があると認めるときは、委員会の議を経て、当該貸付け又は債務の保証を行うことができる。

Article 270-3-8 (1) For loans of funds that the Successor Insurance Company Under the Agreement finds to be necessary for the smooth implementation of business, the Corporation, upon petition by the Successor Insurance Company Under the Agreement for a loan of such funds or upon petition to guarantee an obligation pertaining to the borrowing of the funds by the Successor Insurance Company Under the Agreement, after discussions by the Committee, may extend the relevant loan or guarantee the relevant obligation when it recognizes these as being necessary.

2 機構は、前項の規定により協定承継保険会社との間で同項の貸付け又は債務の保証に係る契約を締結したときは、直ちに、その契約内容を内閣総理大臣及び財務大臣に報告しなければならない。

- (2) When a Corporation concludes a contract pertaining to the loan or guarantee of obligation under the preceding paragraph with the Successor Insurance Company Under the Agreement pursuant to the provisions of that paragraph, it must immediately report to the Prime Minister and Minister of Finance the content of the contract.

(損失の補てん)

(Compensation for Losses)

第二百七十条の三の九 機構は、承継協定の定めによる業務の実施により協定承継保険会社に生じた損失の額として政令で定めるところにより計算した金額があるときは、委員会の議を経て、当該金額の範囲内において、当該損失の補てんを行うことができる。

Article 270-3-9 When an amount has been accounted for pursuant to what is specified by Cabinet Order for the amount of loss accrued by the Successor Insurance Company Under the Agreement by the implementation of business under the specifications of the Succession Agreement, a Corporation may give compensation for the relevant losses, after discussions by the Committee,

within the scope of that amount.

(報告の徴求)

(Request for Reporting)

第二百七十条の三の十 機構は、この目の規定による業務を行うため必要があるときは、承継保険会社に対し、承継協定の実施又は財務の状況に関し報告を求めることができる。

Article 270-3-10 When it is necessary in order for a Corporation to conduct business under the provisions of this Division, it may request a Successor Insurance Company to report on the status of the implementation of the Succession Agreement or on the finances.

(保険契約の再承継における資金援助の申込み)

(Request for Financial Assistance for Succession of Taken Over Insurance Contracts)

第二百七十条の三の十一 再承継保険会社又は再承継保険持株会社等（保険契約の再承継を行う保険持株会社等をいう。以下同じ。）は、その行おうとする保険契約の再承継に係る承継保険会社を設立した機構（以下「設立機構」という。）が当該保険契約の再承継について資金援助（損害担保に限る。）を行うことを、当該承継保険会社と連名で当該設立機構に申し込むことができる。

Article 270-3-11 (1) The Secondary Successor Insurance Company or Secondary Successor Insurance Holding Company, etc. (meaning an Insurance Holding Company, etc. that implements Succession of Taken Over Insurance Contracts; the same applies hereinafter) may, jointly with a Successor Insurance Company pertaining to the Succession of Taken Over Insurance Contracts that those companies are to implement, request that a Corporation that has incorporated the relevant Successor Insurance Company (hereinafter referred to as an "Incorporating Corporation") extend Financial Assistance for the Succession of Taken Over Insurance Contracts (limited to damage security).

2 設立機構は、前項の場合において必要があると認めるときは、同項の申込みをした再承継保険会社又は再承継保険持株会社等及び承継保険会社その他の関係者に対し、資料の提出を求めることができる。

(2) When the Incorporating Corporation finds it necessary in the case referred to in the preceding paragraph, it may request the Secondary Successor Insurance Company or Secondary Successor Insurance Holding Company, etc. which made the petition under that paragraph, and the Successor Insurance Company and other relevant persons to submit materials.

(保険契約の再承継における適格性の認定等)

(Authorization of Eligibility for Succession of Taken Over Insurance Contracts)

第二百七十条の三の十二 前条第一項の場合においては、当該保険契約の再承継を行う

承継保険会社及び再承継保険会社又は承継保険会社及び再承継保険持株会社等は、同項の申込みが行われる時まで、当該保険契約の再承継について、内閣総理大臣の認定を受けなければならない。

Article 270-3-12 (1) In the case referred to in paragraph (1) of the preceding Article, the Successor Insurance Company and Secondary Successor Insurance Company, which implement the Succession of Taken Over Insurance Contracts, or the Successor Insurance Company and Secondary Successor Insurance Holding Company, etc. must obtain the authorization of the Prime Minister for the Succession of Taken Over Insurance Contracts by the time that the petition under that paragraph is made.

2 第二百六十八条第二項から第六項まで（第三項第三号を除く。）の規定は、前項の認定について準用する。この場合において、同条第二項中「破綻保険会社及び救済保険会社又は破綻保険会社及び救済保険持株会社等」とあるのは「承継保険会社及び再承継保険会社又は承継保険会社及び再承継保険持株会社等」と、同条第三項中「保険契約の移転等」とあるのは「保険契約の再承継」と、「加入機構」とあるのは「設立機構」と、同条第四項及び第五項中「加入機構」とあるのは「設立機構」と、同条第六項中「破綻保険会社」とあるのは「承継保険会社」と読み替えるものとする。

(2) The provisions of Article 268, paragraph (2) to paragraph (6) (except for paragraph (3), item (iii)) apply mutatis mutandis to the authorization of the preceding paragraph. In this case, the term "Bankrupt Insurance Company and Relief Insurance Company or Bankrupt Insurance Company and Relief Insurance Holding Company, etc." in paragraph (2) of that Article is deemed to be replaced with "Successor Insurance Company and Secondary Successor Insurance Company or Successor Insurance Company and Secondary Successor Insurance Holding Company, etc.", the term "transfer, etc. of insurance contract" in paragraph (3) of that Article is deemed to be replaced with "Succession of Taken Over Insurance Contracts", the term "Affiliated Corporation" is deemed to be replaced with "Incorporating Corporation", the term "Affiliated Corporation" in paragraphs (4) and (5) of that Article is deemed to be replaced with "Incorporating Corporation", and the term "Bankrupt Insurance Company" in paragraph (6) of that Article is deemed to be replaced with "Successor Insurance Company".

3 第二百七十条の二の規定は、前条第一項の申込みが行われる場合について準用する。この場合において、第二百七十条の二中「破綻保険会社」とあるのは「承継保険会社」と、「加入機構」とあるのは「設立機構」と、同条第一項中「その財産（外国保険会社等にあつては、日本に所在する財産。以下この款において同じ。）」とあるのは「その財産」と読み替えるものとする。

(3) The provisions of Article 270-2 apply mutatis mutandis to cases in which a petition under paragraph (1) of the preceding Article is made. In this case, the term "Bankrupt Insurance Company" in Article 270-2 is deemed to be replaced with "Successor Insurance Company" the term "Affiliated Corporation" is

deemed to be replaced with "Incorporating Corporation", and the term "its property (for a Foreign Insurance Company, etc., property in Japan; hereinafter the same applies in this Subsection)" in paragraph (1) of that Article is deemed to be replaced with "its property".

(保険契約の再承継の協議の相手方の指定等)

(Designation of the Other Party to Consultations on Succession of Taken Over Insurance Contracts)

第二百七十条の三の十三 内閣総理大臣は、承継保険会社が保険契約の再承継に係る協議をすべき相手方として他の保険会社又は保険持株会社等を指定し、当該他の保険会社又は保険持株会社等にその協議に応ずるよう勧告することができる。

Article 270-3-13 (1) The Prime Minister may designate another Insurance Company or Insurance Holding Company, etc. as the other party with which the Successor Insurance Company is to hold a consultation pertaining to Succession of Taken Over Insurance Contracts and recommend that other Insurance Company or Insurance Holding Company, etc. to participate in the consultation.

2 第二百五十六条第二項及び第三項並びに第二百五十七条の規定は、前項の勧告について準用する。この場合において、第二百五十六条第二項中「破綻保険会社又は破綻保険会社となる蓋然性が高いと認められる保険会社」とあるのは「同項の承継保険会社」と、同条第三項中「破綻保険会社又は破綻保険会社となる蓋然性が高いと認められる保険会社が会員として加入している保険契約者保護機構」とあるのは「第二百七十条の三の十三第一項の承継保険会社を設立した保険契約者保護機構」と、第二百五十七条第一項中「破綻保険会社」とあるのは「承継保険会社」と読み替えるものとする。

(2) The provisions of Article 256, paragraphs (2) and (3) and Article 257 apply mutatis mutandis to the recommendation of the preceding paragraph. In this case, the term "Bankrupt Insurance Company or an Insurance Company recognized as having a high probability of becoming a Bankrupt Insurance Company" in Article 256, paragraph (2) is deemed to be replaced with "Successor Insurance Company of that paragraph", the term "Policyholders Protection Corporation to which a Bankrupt Insurance Company or the Insurance Company that is recognized as having a high probability of becoming a Bankrupt Insurance Company has joined as a member" in Article 256, paragraph (3) is deemed to be replaced with "Policyholders Protection Corporation which incorporated the Successor Insurance Company of Article 270-3-13, paragraph (1)", and the term "Bankrupt Insurance Company" in Article 257, paragraph (1) is deemed to be replaced with "Successor Insurance Company".

3 内閣総理大臣は、設立機構による資金援助が行われることが第一項の勧告に係る保険契約の再承継を行うために不可欠であると認めるときに限り、当該勧告に、前条第

一項の規定にかかわらず、第二百七十条の三の十一第一項の申込みを行うことができる旨を付記することができる。

(3) Only when the Prime Minister finds that the extension of Financial Assistance by the Incorporating Corporation is indispensable for Succession of Taken Over Insurance Contracts pertaining to the recommendation of paragraph (1), may make a supplementary note in the relevant recommendation, notwithstanding the provisions of paragraph (1) of the preceding Article, that a petition under Article 270-3-11, paragraph (1) may be made.

4 第二百六十八条第四項及び第五項の規定は、前項の付記をした場合について準用する。

(4) The provisions of Article 268, paragraph (4) and paragraph (5) apply mutatis mutandis to the case that the supplementary note of the preceding paragraph is made.

(保険契約の再承継における資金援助)

(Financial Assistance in the Succession of Taken Over Insurance Contracts)

第二百七十条の三の十四 設立機構は、第二百七十条の三の十一第一項の申込みをした承継保険会社に対して第二百七十条の三の十二第三項において準用する第二百七十条の二第二項又は第五項の通知をした後、遅滞なく、委員会の議を経て、当該申込みに係る資金援助を行うかどうかを決定しなければならない。

Article 270-3-14 (1) The Incorporating Corporation, without delay after making the notification under Article 270-2, paragraph (2) or (5), as applied mutatis mutandis pursuant to Article 270-3-12, paragraph (3) to the Successor Insurance Company which made the petition under Article 270-3-11, paragraph (1), must make a decision, after discussion by the Committee, on whether to extend the Financial Assistance pertaining to the relevant petition.

2 第二百七十条の三第三項の規定は設立機構が前項の決定をした場合について、同条第四項の規定は設立機構が前項の規定により資金援助を行うことを決定した場合について、同条第五項の規定はこの項において準用する同条第四項の契約を締結する再承継保険会社又は再承継保険持株会社等について、それぞれ準用する。この場合において、同条第五項中「保険契約の移転等」とあるのは「保険契約の再承継」と、「加入機構」とあるのは「設立機構」と読み替えるものとする。

(2) The provisions of Article 270-3, paragraph (3) apply mutatis mutandis in the case that the Incorporating Corporation makes the decision under the preceding paragraph, the provisions of paragraph (4) of that Article apply mutatis mutandis in the case that the Incorporating Corporation makes a decision to extend Financial Assistance pursuant to the provisions of the preceding paragraph, and the provisions of paragraph (5) of that Article apply mutatis mutandis to the Secondary Successor Insurance Company or Secondary Successor Insurance Holding Company, etc. which concludes the

contract of paragraph (4) of that Article, as applied mutatis mutandis pursuant to this paragraph. In this case, the term "transfer, etc. of insurance contracts" in paragraph (5) of that Article is deemed to be replaced with "Succession of Taken Over Insurance Contracts", and the term "Affiliated Corporation" is deemed to be replaced with "Incorporating Corporation".

第三目 保険契約の引受け

Division 3 Underwriting of Insurance Contracts

(保険契約の引受け)

(Underwriting of Insurance Contracts)

第二百七十条の四 加入機構は、第二百六十七条第一項の規定による保険契約の引受けの申込みを受けた場合において、必要があると認めるときは、当該申込みに係る保険契約の引受けを行う前に、内閣総理大臣に対して第二百五十六条第一項の規定による措置をとることを求めることができる。

Article 270-4 (1) When the Affiliated Corporation finds it necessary in the case of receiving a petition for underwriting for the insurance contracts under the provisions of Article 267, paragraph (1), it may make request the Prime Minister that the measures under the provisions of Article 256, paragraph (1) be taken before underwriting the insurance contracts pertaining to the relevant petition.

2 内閣総理大臣は、前項の規定により第二百五十六条第一項の規定による措置をとることを求められたときは、遅滞なく、当該措置をとることができるかどうか、及び当該措置をとることとする場合には、そのとるべき措置の内容を加入機構に通知するものとする。

(2) The Prime Minister, without delay, is to notify the Affiliated Corporation, when the measures under the provisions of Article 256, paragraph (1) pursuant to the provisions of the preceding paragraph are requested, of whether the relevant measures may be taken, and, if the relevant measures are to be taken, the content of those measures.

3 加入機構は、前項の規定による内閣総理大臣の通知の内容が第二百五十六条第一項の規定による措置をとるものであったときは、保険契約の引受けに係る手続の実施を停止するものとする。ただし、第二百七十条の二の規定による確認の手続については、この限りでない。

(3) When the content of the notification of the Prime Minister under the provisions of the preceding paragraph is to the effect that the measures under the provisions of Article 256, paragraph (1) are taken, the Affiliated Corporation is to stop the implementation of the procedure pertaining to the Underwriting of Insurance Contracts; provided, however, that this does not apply to the confirmation procedure under the provisions of Article 270-2.

4 内閣総理大臣が第一項の規定により第二百五十六条第一項の規定による措置をとつ

た場合において、第二百六十七条第一項の規定による保険契約の引受けの申込みを行った破綻保険会社が、合併等に係る協議を調えたときは、当該破綻保険会社は、遅滞なく、当該申込みを取り下げなければならない。

(4) If the Prime Minister takes the measures under the provisions of Article 256, paragraph (1) under the provisions of paragraph (1), the Bankrupt Insurance Company which applied for the Underwriting of Insurance Contracts under the provisions of Article 267, paragraph (1), when that Bankrupt Insurance Company has reached an agreement pertaining to a Merger, etc., must withdraw the relevant petition without delay.

5 前項に規定する場合において、合併等に係る協議が調わないこととなったときは、同項の破綻保険会社は、遅滞なく、その旨を加入機構に通知しなければならない。

(5) In the case prescribed in the preceding paragraph, when no agreement pertaining to Merger, etc. is reached, the Bankrupt Insurance Company under that paragraph, without delay, must notify the Affiliated Corporation of this.

6 加入機構は、内閣総理大臣に対して第一項の規定による求めをする必要がないと認めたととき、第二項の規定による内閣総理大臣の通知の内容が第二百五十六条第一項の規定による措置をとることができないとするものであったとき、又は前項の規定による通知があったときは、速やかに、委員会の議を経て、第一項の申込みに係る第一号及び第二号に掲げる決定又は第二号に掲げる決定をしなければならない。

(6) When the Affiliated Corporation finds it unnecessary to make the request under the provisions of paragraph (1) to the Prime Minister, according to the content of the notification of the Prime Minister under the provisions of paragraph (2) is to the effect that the measures under the provisions of Article 256, paragraph (1) cannot be taken, or when the notification under the provisions of the preceding paragraph is made, promptly, after discussion by the Committee, must make a decision listed in items (i) and (ii) pertaining to the petition under paragraph (1) or the decision listed in item (ii).

7 第二百七十条の三第三項の規定は、加入機構が前項の決定をした場合について準用する。

(7) The provisions of Article 270-3, paragraph (3) apply mutatis mutandis to the case that the Affiliated Corporation makes the decision under the preceding paragraph.

8 第一項の申込みに係る破綻保険会社は、加入機構が第六項の規定による決定をしたときは、加入機構との保険契約の引受けに関する契約により、当該加入機構に対し、保険契約の全部又は一部に係る保険契約の移転をすることができる。

(8) The Bankrupt Insurance Company pertaining to the petition under paragraph (1) may, when the Affiliated Corporation makes a decision under the provisions of paragraph (6), transfer all or part of the relevant insurance contracts to the relevant Affiliated Corporation pursuant to the contract with the Affiliated Corporation concerning the Underwriting of Insurance Contracts.

9 第三百三十五条第二項から第四項まで、第三百三十六條、第三百三十六條の二、第三百三十

七条（第一項ただし書及び第五項を除く。）から第百四十条（第二項ただし書を除く。）まで、第百五十五条、第二百十条及び第二百五十条から第二百五十三条までの規定は、保険契約の引受けに係る破綻保険会社からの加入機構への保険契約の移転について準用する。この場合において、第百三十五条第二項中「前項」とあり、並びに同条第三項及び第四項中「第一項」とあるのは「第二百七十条の四第八項」と、第百三十六条第一項中「前条第一項」とあるのは「第二百七十条の四第八項」と、「移転会社及び移転先会社（外国保険会社等を除く。）」とあるのは「移転会社」と、「以下この章、次章及び第十章」とあるのは「第二百五十条第四項」と、同条第三項中「移転会社及び移転先会社」とあるのは「移転会社」と、「前条第一項」とあるのは「第二百七十条の四第八項」と、第百三十七条第一項中「第百三十五条第一項」とあるのは「第二百七十条の四第八項」と、「移転先会社」とあるのは「当該保険会社が会員として加入している保険契約者保護機構（次条第一項、第百四十条、第百五十五条及び第二百五十二条において「加入機構」という。）」と、「公告するとともに、移転対象契約者にこれらの事項を通知しなければ」とあるのは「公告しなければ」と、同条第三項中「十分の一（保険契約の全部に係る保険契約の移転である場合にあっては、五分の一）」とあるのは「五分の一」と、第百三十八条第一項中「移転先会社」とあるのは「加入機構」と、「第百三十五条第一項」とあるのは「第二百七十条の四第八項」と、第百三十九条第二項中「次に掲げる基準」とあるのは「第一号及び第三号に掲げる基準」と、第百四十条第二項中「移転先会社」とあるのは「加入機構」と、「第百三十五条第一項」とあるのは「第二百七十条の四第八項」と、「同条第四項」とあるのは「同条第九項において準用する第百三十五条第四項」と、同条第三項中「第百三十五条第一項」とあるのは「第二百七十条の四第八項」と、「移転先会社」とあるのは「加入機構」と、第百五十五条第一号中「第百三十五条第一項（第二百五十二条の二十九において準用する場合を含む。）に規定する移転先会社（外国保険会社等を除く。）の株主総会等の議事録」とあるのは「加入機構の総会の議事録」と、第二百十条第一項中「第百三十五条第一項の契約に係る契約書（以下この節において「移転契約書」という。）」とあるのは「第二百七十条の四第八項の契約に係る契約書（以下この節において「移転契約書」という。）」と、第二百五十条第一項中「第百三十五条第一項（第二百十条第一項及び第二百七十二條の二十九において準用する場合を含む。）」とあるのは「第二百七十条の四第八項」と、「第二百六十八条第一項又は第二百七十条第一項」とあるのは「第二百七十条第一項」と、「同条第三項に規定する救済保険会社」とあるのは「当該破綻保険会社が会員として加入している保険契約者保護機構」と、同条第四項中「第百三十五条第一項」とあるのは「第二百七十条の四第八項」と、第二百五十二条中「第百三十五条第一項（第二百十条第一項及び第二百七十二條の二十九において準用する場合を含む。以下この条において同じ。）」とあるのは「第二百七十条の四第八項」と、「第百三十五条第一項に規定する移転先会社」とあるのは「加入機構」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

- (9) The provisions of Article 135, paragraphs (2) to (4), Article 136, Article 136-2, Article 137 (excluding the proviso to paragraph (1), and paragraph (5)) to Article 140 (excluding the proviso to paragraph (2)), Article 155, Article 210,

and Articles 250 to 253 apply mutatis mutandis to the transfer of insurance contracts from the Bankrupt Insurance Company pertaining to the Underwriting of Insurance Contracts to the Affiliated Corporation. In this case, the term "the preceding paragraph" in Article 135, paragraph (2) and the term "paragraph (1) in paragraphs (3) and (4) of that Article are deemed to be replaced with "Article 270-4, paragraph (8)"; the terms "paragraph (1) of the preceding Article", "Transferor Company and the Transferee Company (other than a Foreign Insurance Company, etc.)" and "hereinafter in this Chapter, as well as in Chapter VIII and X" in Article 136, paragraph (1) are deemed to be replaced with "Article 270-4, paragraph (8)", "Transferor Company" and "Article 250, paragraph (4)", respectively; the terms "Transferor Company and the Transferee Company" and "paragraph (1) of the preceding Article" in Article 136, paragraph (3) are deemed to be replaced with "Transferor Company" and "Article 270-4, paragraph (8)", respectively; the terms "Article 135, paragraph (1)", "Transferee Company", "give public notice of the gist of the Agreement concluded under Article 135, paragraph (1), the balance sheets of the Transferor Company and the Transferee Company (for a Foreign Insurance Company, etc., the balance sheet for its Insurance Business in Japan), as well as the notice to the effect that an Affected Policyholder who has an objection is to raise an objection within a certain period and other particulars specified by Cabinet Office Order, and is to notify Affected Policyholders of these matters", and "one tenth (one fifth, in case of transfer of insurance contracts pertaining to all insurance contracts)" in Article 137, paragraph (1) are deemed to be replaced with "Article 270-4, paragraph (8)", "Policyholders Protection Corporation of which that Insurance Company is a member (referred to as "Affiliated Corporation" in paragraph (1) of the following Article, Articles 140, 155 and 252)", "give public notice of the gist of the Agreement concluded under Article 135, paragraph (1), the balance sheets of the Transferor Company and the Transferee Company (for a Foreign Insurance Company, etc., the balance sheet for its Insurance Business in Japan), as well as the notice to the effect that an Affected Policyholder who has an objection is to raise an objection within a certain period and other particulars specified by Cabinet Office Order", and "one fifth", respectively; the terms "Transferee Company" and "Article 135, paragraph (1)" in Article 138, paragraph (1) are deemed to be replaced with "Affiliated Corporation" and "Article 270-4, paragraph (8)", respectively; the term "the following standards" in Article 139, paragraph (2) is deemed to be replaced with "standards listed in items (i) and (iii)"; the terms "Transferee Company", "Article 135, paragraph (1)", and "Article 135, paragraph (4)" in Article 140, paragraph (2) are deemed to be replaced with "Affiliated Corporation", "Article 270-4, paragraph (8)", and "Article 135, paragraph (4) as applied mutatis mutandis pursuant to paragraph (9) of that Article",

respectively; the terms "Article 135, paragraph (1)" and "Transferee Company" in Article 140, paragraph (3) are deemed to be replaced with "Article 270-4, paragraph (8)" and "Affiliated Corporation", respectively; the term "minutes of the Shareholders' Meeting, etc. of the Transferee Company (other than a Foreign Insurance Company, etc.) set forth in Article 135, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-29)" in Article 155, item (i) is deemed to be replaced with "minutes of the General Council of Affiliated Corporation"; the term "written agreement concluded under Article 135, paragraph (1) (hereinafter referred to as "Transfer Agreement" in this Section)" in Article 210, paragraph (1) is deemed to be replaced with "contract concluded under Article 270-4, paragraph (8) (hereinafter referred to as "Transfer Contract" in this Section);" the terms "Article 135, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29)", "Article 268, paragraph (1) or Article 270, paragraph (1)", and "Relief Insurance Company as prescribed in Article 260, paragraph (3)" in Article 250, paragraph (1) are deemed to be replaced with "Article 270-4, paragraph (8)", "Article 270, paragraph (1)", and "Policyholders Protection Corporation of which that Bankrupt Insurance Company is a member", respectively; the term "Article 135, paragraph (1)" in Article 250, paragraph (4) is deemed to be replaced with "Article 270-4, paragraph (8)"; the terms "Article 135, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) and Article 272-29; hereinafter the same applies in this Article)" and "Transferee Company prescribed in Article 135, paragraph (1)" in Article 252 are deemed to be replaced with "Article 270-4, paragraph (8)" and "Affiliated Corporation", respectively; any other necessary technical replacement of terms is specified by Cabinet Order.

(保険契約の引受けに係る保険特別勘定への繰入れ等)

(Transfer to Special Insurance Account Pertaining to Underwriting of Insurance Contracts)

第二百七十条の五 加入機構は、前条の規定により保険契約の引受けをしたときは、当該保険契約の引受けに係る保険契約の移転とともに譲り受けた当該保険契約の引受けに係る破綻保険会社の財産を、当該破綻保険会社について設けた保険特別勘定において受け入れるものとする。

Article 270-5 (1) The Affiliated Corporation, when it underwrites the insurance contracts pursuant to the provisions of the preceding Article, is to incorporate the property of the Bankrupt Insurance Company pertaining to the Underwriting of Insurance Contracts, which it has been assigned with the transfer of insurance contracts pertaining to the Underwriting of Insurance Contracts, into the Special Insurance Account created for the purpose of that

Bankrupt Insurance Company.

2 加入機構は、前条の規定により保険契約の引受けをしたときは、当該保険契約の引受けに係る破綻保険会社につき、第一号に掲げる額から第二号に掲げる額を控除した残額に相当する金額を、一般勘定から当該破綻保険会社について設けた保険特別勘定に繰り入れるものとする。

(2) When the Affiliated Corporation underwrites the insurance contracts pursuant to the provisions of the preceding Article, it is to transfer, from the general account to the Special Insurance Account created for the purpose of that Bankrupt Insurance Company, the amount equivalent to the amount remaining after the deduction of the amount listed in item (ii) from the amount listed in item (i) with regard to the Bankrupt Insurance Company pertaining to the relevant underwriting of insurance contracts:

一 当該破綻保険会社に係る補償対象契約に係る特定責任準備金等の額に、当該補償対象契約の種類、予定利率その他の内容等を勘案して内閣府令・財務省令で定める率を乗じて得た額

(i) the amount of Specified Policy Reserve, etc. pertaining to the Covered Insurance Contract pertaining to that Bankrupt Insurance Company, multiplied by the rate specified by Cabinet Office Order and Order of the Ministry of Finance by taking into consideration the kind of that Covered Insurance Contract, assumed interest rate, other content, etc.;

二 当該破綻保険会社の確認財産評価に基づく資産の価額のうち、補償対象契約に係る特定責任準備金等に見合うものとして内閣府令・財務省令で定めるところにより計算した額

(ii) the amount of the asset value of that Bankrupt Insurance Company, based on the Confirmed Evaluation of Property, which has been calculated as per Cabinet Office Order and Order of the Ministry of Finance as being the amount which corresponds to the Specified Policy Reserve, etc. pertaining to the Covered Insurance Contract.

3 加入機構は、前条の規定により保険契約の引受けをしたときは、当該保険契約の引受けに係る破綻保険会社の第四条第二項第二号から第四号までに掲げる書類を引き継ぐものとする。

(3) The Affiliated Corporation, when it underwrites the insurance contracts pursuant to the provisions of the preceding Article, is to take over the documents of the Bankrupt Insurance Company pertaining to the relevant underwriting of insurance contracts listed in Article 4, paragraph (2), items (ii) to (iv).

4 加入機構は、前条の規定による保険契約の引受けに係る保険契約の管理及び処分に係る業務（これに附帯する業務を含む。）の実施によりその保険特別勘定に生じた損失の額として政令で定めるところにより計算した金額があるときは、委員会の議を経て、当該金額の範囲内において、一般勘定から当該保険特別勘定への繰入れをすることができる。

(4) When an amount has been accounted pursuant to what is specified by Cabinet Order for the amount of loss accrued by the Special Insurance Account by the implementation of business involving the Management and Disposition of Insurance Contracts pertaining to the underwriting of insurance contracts under the provisions of the preceding Article (including incidental business), the Affiliated Corporation may transfer the amount from the general account to that Special Insurance Account, after discussion by the Committee, within the scope of that amount.

(機構が保険業を行う場合のこの法律の適用関係)

(Application of This Act to Corporations Conducting Insurance Business)

第二百七十条の六 機構は、第三条第一項の規定にかかわらず、第二百七十条の四第八項の規定に基づき締結した保険契約の引受けに関する契約により移転を受けた保険契約の管理及び処分に必要な範囲内において、保険業を行うことができる。

Article 270-6 (1) A Corporation may, notwithstanding the provisions of Article 3, paragraph (1), conduct Insurance Business to the extent necessary for the Management and Disposition of Insurance Contracts which were transferred pursuant to the contract concerning the Underwriting of Insurance Contracts concluded under the provisions of Article 270-4, paragraph (8).

2 機構が前項の規定により保険業を行う場合におけるこの法律の適用については、次に定めるところによる。

(2) The application of this Act in the case that a Corporation conducts Insurance Business pursuant to the provisions of the preceding paragraph is prescribed as follows:

一 第九条第一項（第一号に係る部分に限る。）、第九十七条、第九十七条の二第一項及び第二項、第九十八条、第二編第五章（第百九条、第百十三条及び第百十四条を除く。）、第百二十三条から第百二十五条まで、第百三十一条、同編第七章第一節及び第三節並びに第三百九条の規定（これらの規定に係る罰則を含む。）の適用については、機構を保険会社とみなす。この場合において、第九十七条第一項中「第三条第二項」とあるのは「第二百六十条第九項に規定する保険契約の引受けに係る同条第二項に規定する破綻保険会社」と、第九十八条第一項中「次に掲げる業務その他の業務」とあるのは「第一号及び第二号に掲げる業務」と、第百二十条第一項並びに第百二十一条第一項及び第二項中「取締役会」とあるのは「保険契約者保護機構の理事長」と、第百三十六條第一項中「又は社員総会（総代会を設けているときは、総代会）（以下この章、次章及び第十章において「株主総会等」という。）」とあるのは「、社員総会（総代会を設けているときは、総代会）又は保険契約者保護機構の総会（第百四十四条第二項及び第百四十九条第一項において「株主総会等」という。）」と、第百三十六條の二第一項中「移転会社の取締役（指名委員会等設置会社にあつては、執行役）」とあるのは「保険契約者保護機構の理事」と、「前条第一項の株主総会等の会日の二週間前から」とあるのは「第二百七十条の六第二項第一号の規定により読み替えて適用される前条第一項の保険契約者

保護機構の総会の会日から」とする。

(i) for the purpose of applying the provisions of Article 9, paragraph (1) (limited to the sections pertaining to item (i)), Article 97, Article 97-2, paragraphs (1) and (2), Article 98, Chapter V of Part II (except for Articles 109, 113, and 114), Articles 123 to 125, Article 131, Sections 1 and 3 of Chapter VII of that Part, and Article 309 (including the penal provisions pertaining to the provisions), a Corporation is deemed to be an Insurance Company. In this case, the term "Article 3, paragraph (2)" in Article 97, paragraph (1) is deemed to be replaced with "Bankrupt Insurance Company prescribed in Article 260, paragraph (2) pertaining to the underwriting of insurance contracts prescribed in paragraph (9) of that Article", the term "the following business and other business" in Article 98, paragraph (1) is deemed to be replaced with "business listed in items (i) and (ii)", the term "board of directors" in Article 120, paragraph (1) and Article 121, paragraphs (1) and (2) is deemed to be replaced with "president of the Policyholders Protection Corporation", the term "or general meeting (or the Member Representatives Meeting, where the company has such a meeting) (referred to as 'Shareholders' Meeting, etc.' hereinafter in this Chapter, as well as in Chapter VIII and X)" in Article 136, paragraph (1) is deemed to be replaced with ", general meeting (or the Member Representatives Meeting, where the company has such a meeting) or General Representative Members' Council Meeting of the Policyholders Protection Corporation (referred to as 'Shareholders' Meeting, etc.' in Article 144, paragraph (2) and Article 149, paragraph (1))", the terms "director (or, in a company with Nominating Committee, etc., executive officers) of the Transferor Company" and "from two weeks before the date of the Shareholders' Meeting, etc. set forth in paragraph (1) of the preceding Article" in Article 136-2, paragraph (1) are deemed to be replaced with "director of the Policyholders Protection Corporation", and "from the date of the General Council of the Policyholders Protection Corporation of paragraph (1) of the preceding Article as applied following the deemed replacement of terms pursuant to the provisions of Article 270-6, paragraph (2), item (i)", respectively;

二 第一百一条から第一百五条までの規定（これらの規定に係る罰則を含む。）の適用については、その会員であった保険契約の引受けに係る破綻保険会社が受けていた免許が第二百六十二条第二項第二号に掲げる免許の種類に属するものである場合における機構を損害保険会社とみなす。

(ii) for the purpose of applying the provisions of Articles 101 to 105 (including the penal provisions pertaining to the provisions), the Corporation is deemed to be a Non-Life Insurance Company in the case that the license which had been received by the Bankrupt Insurance Company pertaining to the Underwriting of Insurance Contracts, which was a member of the relevant

Corporation, falls under the Classes of License listed in Article 262, paragraph (2), item (ii); and

三 第百十四条の規定の適用については、機構を保険会社である株式会社とみなす。

(iii) for the purpose of applying the provisions of Article 114, the Corporation is deemed to be a Stock Company that is an Insurance Company.

3 機構が、第一項の規定により保険業を行う場合には、自動車損害賠償保障法その他の政令で定める法令の適用については、政令で定めるところにより、当該機構を保険会社又は会員の免許の種類に応じ生命保険会社若しくは損害保険会社とみなす。

(3) In the case that a Corporation conducts Insurance Business pursuant to the provisions of paragraph (1), the relevant Corporation, with regard to the application of the Automobile Liability Insurance Act and other laws and regulations specified by Cabinet Order, is deemed to be an Insurance Company, or, according to the kind of membership license, a Life Insurance Company or Non-Life Insurance Company pursuant to the provisions of Cabinet Order.

(保険契約の再移転における資金援助の申込み)

(Request for Financial Assistance in the Secondary Transfer of Insurance Contracts)

第二百七十条の六の二 再移転先保険会社は、その行おうとする保険契約の再移転に係る保険契約の引受けをした機構（以下「引受機構」という。）が当該保険契約の再移転について資金援助（損害担保に限る。）を行うことを、当該引受機構に申し込むことができる。

Article 270-6-2 (1) The Secondary Transferee Insurance Company may request the Corporation that underwrote the insurance contracts it seeks to have transferred pursuant to the Secondary Transfer of Insurance Contracts (hereinafter referred to as "Underwriting Corporation") to extend Financial Assistance in the Secondary Transfer of Insurance Contracts (limited to security against damage).

2 引受機構は、前項の場合において必要があると認めるときは、同項の申込みをした再移転先保険会社その他の関係者に対し、資料の提出を求めることができる。

(2) The Underwriting Corporation may, when it finds it necessary in the case referred to in the preceding paragraph, ask the Secondary Transferee Insurance Company that made the request under that paragraph and other relevant persons to submit materials.

(保険契約の再移転における適格性の認定)

(Authorization of Eligibility for the Secondary Transfer of Insurance Contracts)

第二百七十条の六の三 前条第一項の場合においては、当該保険契約の再移転を行う引受機構及び再移転先保険会社は、同項の申込みが行われる時までに、当該保険契約の再移転について、内閣総理大臣の認定を受けなければならない。

Article 270-6-3 (1) In the case referred to in paragraph (1) of the preceding

Article, the Underwriting Corporation and the Secondary Transferee Insurance Company, which implement the Secondary Transfer of Insurance Contracts, must obtain the authorization of the Prime Minister for the Secondary Transfer of Insurance Contracts by the time that the request under that paragraph is made.

2 第二百六十八条第二項から第五項まで（第三項第三号を除く。）の規定は、前項の認定について準用する。この場合において、同条第二項中「破綻保険会社及び救済保険会社又は破綻保険会社及び救済保険持株会社等」とあるのは「引受機構及び再移転先保険会社」と、同条第三項中「保険契約の移転等」とあるのは「保険契約の再移転」と、「加入機構」とあるのは「引受機構」と、同条第四項及び第五項中「加入機構」とあるのは「引受機構」と読み替えるものとする。

(2) The provisions of Article 268, paragraphs (2) to (5) (except for paragraph (3), item (iii)) apply mutatis mutandis to the authorization of the preceding paragraph. In this case, the term "Bankrupt Insurance Company and Relief Insurance Company or Bankrupt Insurance Company and Relief Insurance Holding Company, etc." in paragraph (2) of that Article is deemed to be replaced with "Underwriting Corporation and Secondary Transferee Insurance Company", the term "transfer, etc. of insurance contracts" in paragraph (3) of that Article is deemed to be replaced with "Secondary Transfer of Insurance Contracts", the term "Affiliated Corporation" is deemed to be replaced with "Underwriting Corporation", and the term "Affiliated Corporation" in paragraphs (4) and (5) of that Article is deemed to be replaced with "Underwriting Corporation".

(保険契約の再移転の協議の相手方の指定等)

(Designation of Another Party to Consultations on the Secondary Transfer of Insurance Contracts)

第二百七十条の六の四 内閣総理大臣は、引受機構が保険契約の再移転に係る協議をすべき相手方として保険会社を指定し、当該保険会社にその協議に応ずるよう勧告することができる。

Article 270-6-4 (1) The Prime Minister may designate an Insurance Company as the other party with which the Underwriting Corporation is to hold consultations pertaining to the Secondary Transfer of Insurance Contracts and recommend that that Insurance Company participate in the consultation.

2 第二百五十六条第二項及び第三項並びに第二百五十七条の規定は、前項の勧告について準用する。この場合において、第二百五十六条第二項中「破綻保険会社又は破綻保険会社となる蓋然性が高いと認められる保険会社」とあるのは「同項の引受機構」と、「他の保険会社又は保険持株会社等」とあるのは「保険会社」と、同条第三項中「破綻保険会社又は破綻保険会社となる蓋然性が高いと認められる保険会社が会員として加入している保険契約者保護機構」とあるのは「第二百七十条の六の四第一項の引受機構」と、第二百五十七条第一項中「破綻保険会社」とあるのは「引受機構」と、

「他の保険会社又は保険持株会社等」とあるのは「保険会社」と読み替えるものとする。

(2) The provisions of Article 256, paragraphs (2) and (3) and Article 257 apply mutatis mutandis to the recommendation of the preceding paragraph. In this case, the term "Bankrupt Insurance Company or Insurance Company recognized as having a high probability of becoming a Bankrupt Insurance Company" in Article 256, paragraph (2) is deemed to be replaced with "Underwriting Corporation of that paragraph", the term "another Insurance Company or Insurance Holding Company, etc." is deemed to be replaced with "Insurance Company", the term "Bankrupt Insurance Company or Policyholders Protection Corporation which an Insurance Company that is recognized as having a high probability of becoming a Bankrupt Insurance Company has joined as a member" in Article 256, paragraph (3) is deemed to be replaced with "Underwriting Corporation of Article 270-6-4, paragraph (1)", the term "Bankrupt Insurance Company" in Article 257, paragraph (1) is deemed to be replaced with "Underwriting Corporation", and the term "other Insurance Company or Insurance Holding Company, etc." is deemed to be replaced with "Insurance Company".

3 内閣総理大臣は、引受機構による資金援助が行われることが第一項の勧告に係る保険契約の再移転を行うために不可欠であると認めるときに限り、当該勧告に、前条第一項の規定にかかわらず、第二百七十条の六の二第一項の申込みを行うことができる旨を付記することができる。

(3) Only when the Prime Minister finds that the extension of Financial Assistance by the Underwriting Corporation is indispensable for the Secondary Transfer of Insurance Contracts pertaining to the recommendation of paragraph (1), may make a supplementary note in the relevant recommendation, notwithstanding the provisions of paragraph (1) of the preceding Article, that the petition under Article 270-6-2, paragraph (1) may be made.

4 第二百六十八条第四項及び第五項の規定は、前項の付記をした場合について準用する。

(4) The provisions of Article 268, paragraph (4) and paragraph (5) apply mutatis mutandis to the case that the supplementary note of the preceding paragraph is made.

(保険契約の再移転における資金援助)

(Financial Assistance for the Secondary Transfer of Insurance Contracts)

第二百七十条の六の五 引受機構は、第二百七十条の六の二第一項の規定による申込みを受けたときは、遅滞なく、審査会及び委員会の議を経て、当該申込みに係る資金援助を行うかどうかを決定しなければならない。

Article 270-6-5 (1) When the Underwriting Corporation receives the petition

under the provisions of Article 270-6-2, paragraph (1), it must without delay, make a decision, after discussion by the Examination Board and the Committee, on whether to extend the Financial Assistance pertaining to the relevant petition.

2 第二百七十条の三第三項の規定は引受機構が前項の決定をした場合について、同条第四項の規定は引受機構が前項の規定により資金援助を行うことを決定した場合について、それぞれ準用する。この場合において、同条第四項中「保険会社又は保険持株会社等のうち当該資金援助の当事者となるもの」とあるのは、「再移転先保険会社」と読み替えるものとする。

(2) The provisions of Article 270-3, paragraph (3) apply mutatis mutandis to the case that the Underwriting Corporation makes a decision under the preceding paragraph, and the provisions of paragraph (4) of that Article apply mutatis mutandis in the case that the Underwriting Corporation makes a decision to extend Financial Assistance pursuant to the provisions of the preceding paragraph. In this case, the term "Insurance Company or Insurance Holding Company, etc. which made the request for the relevant Financial Assistance that becomes a party to the relevant Financial Assistance" in paragraph (4) of that Article is deemed to be replaced with "Secondary Transferee Insurance Company".

3 前項において準用する第二百七十条の三第四項の契約を締結する再移転先保険会社は、当該契約において、当該契約に係る損害担保に係る資産について利益が生じたときは当該利益の額の全部又は一部を当該契約に係る引受機構に納付する旨を約するものとする。

(3) The Secondary Transferee Insurance Company which concludes a contract under Article 270-3, paragraph (4), as applied mutatis mutandis pursuant to the preceding paragraph, is to, if profits are accrued from the assets pertaining to the relevant damage security pertaining to that contract, commit in that contract that it is to pay all or part of the relevant profits to the Underwriting Corporation pertaining to that contract.

第四目 補償対象保険金の支払に係る資金援助

Division 4 Financial Assistance for the Payment of Covered Insurance Proceeds

(補償対象保険金の支払に係る資金援助の申込み)

(Request for Financial Assistance for the Payment of Covered Insurance Proceeds)

第二百七十条の六の六 次に掲げる保険会社（第四款までにおいて「特定保険会社」という。）は、加入機構が補償対象保険金の支払に係る資金援助（金銭の贈与に限る。）を行うことを、当該加入機構に申し込むことができる。

Article 270-6-6 (1) The following Insurance Companies (referred to as "Specified

Insurance Company" under Subsection 4) may petition the Affiliated Corporation to extend Financial Assistance in connection with the payment of Covered Insurance Proceeds (limited to donations of monies):

一 第二百四十一条第一項の規定によりその業務の全部若しくは一部の停止を命ぜられ、又は第二百四十五条（第二百五十八条第二項において準用する場合を含む。）、第二百五十条第五項（第二百七十条の四第九項において準用する場合を含む。）、第二百五十四条第四項若しくは第二百五十五条の二第三項の規定によりその業務を停止し、保険契約に係る支払を停止している保険会社

(i) an Insurance Company which has been ordered to suspend all or part of its business pursuant to the provisions of Article 241, paragraph (1), or which has suspended its business and is suspending its payments pertaining to the insurance contract pursuant to the provisions of Article 245 (including the cases where it is applied mutatis mutandis pursuant to Article 258, paragraph (2)), Article 250, paragraph (5) (including the cases where it is applied mutatis mutandis pursuant to Article 270-4, paragraph (9)), Article 254, paragraph (4) or Article 255-2, paragraph (3); and

二 裁判所に破産手続又は更生手続が係属し、保険契約に係る支払を停止している保険会社

(ii) an Insurance Company whose bankruptcy proceedings or reorganization proceedings are pending before the court and that it is suspending its payments pertaining to the insurance contract.

2 加入機構は、前項の場合において必要があると認めるときは、同項の申込みをした特定保険会社その他の関係者に対し、資料の提出を求めることができる。

(2) When the Affiliated Corporation finds it necessary in the case referred to in the preceding paragraph, it may request the Specified Insurance Company that made the petition under that paragraph and other relevant persons to submit materials.

（補償対象保険金の支払に係る資金援助）

（Financial Assistance for the Payment of Covered Insurance Proceeds）

第二百七十条の六の七 加入機構は、前条第一項の申込みを受けたときは、遅滞なく、委員会の議を経て、当該申込みに係る補償対象保険金の支払に係る資金援助を行うかどうかを決定しなければならない。

Article 270-6-7 (1) An Affiliated Corporation, when it receives a petition under paragraph (1) of the preceding Article, must make a decision without delay, after discussion by the Committee, on whether to extend the Financial Assistance for the payment of the Covered Insurance Proceeds under the relevant petition.

2 加入機構は、前項の決定をしたときは、直ちに、その決定に係る事項を内閣総理大臣及び財務大臣に報告しなければならない。

(2) When an Affiliated Corporation has made a decision under the preceding

paragraph, it must immediately report on the particulars of the decision to the Prime Minister and the Minister of Finance.

3 加入機構は、第一項の規定により補償対象保険金の支払に係る資金援助を行うことを決定したときは、当該申込みを行った特定保険会社と当該補償対象保険金の支払に係る資金援助に関する契約を締結するものとする。

(3) When an Affiliated Corporation has made the decision to extend Financial Assistance for the payment of Covered Insurance Proceeds pursuant to the provisions of paragraph (1), it is to conclude a contract concerning the Financial Assistance for the payment of the Covered Insurance Proceeds with the Specified Insurance Company which filed the relevant petition.

第三款 保険金請求権等の買取り

Subsection 3 Purchase of Insurance Claims

(保険金請求権等の買取り)

(Purchase of Insurance Claims)

第二百七十条の六の八 加入機構は、特定保険会社とその保険契約に係る支払のすべてを停止している場合には、委員会の議を経て、補償対象契約に係る保険金請求権その他の政令で定める権利（担保権の目的となっていないものに限る。以下この款において「保険金請求権等」という。）の買取りをすることを決定することができる。

Article 270-6-8 (1) In the case that the Specified Insurance Company has suspended all of its payments pertaining to the insurance contract, make a decision, after discussion by the Committee, an Affiliated Corporation may purchase Insurance Claims pertaining to the Covered Insurance Contract and other rights specified by Cabinet Order (limited to those whose purpose is not security interest; hereinafter referred to as "Insurance Claim, etc." in this Subsection).

2 前項の買取りは、保険契約に係る支払のすべてを停止している期間内に、前項の保険金請求権等を、その保険金請求権等に係る債権者の請求に基づいて、補償対象契約の保険金その他の給付金の額に当該補償対象契約の種類、予定利率その他の内容、当該請求に係る保険事故が発生した時期等を勘案して内閣府令・財務省令で定める率を乗じて得た額（以下「買取額」という。）で買い取ることにより行うものとする。ただし、加入機構は、その買取りに係る保険金請求権等の回収をした場合において、当該回収によって得た金額から当該買取りに要した費用として内閣府令・財務省令で定めるものの額を控除した金額が、当該買取りに係る買取額を超えるときは、その超える部分の金額を当該保険金請求権等に係る債権者に対して支払うものとする。

(2) The purchase under the preceding paragraph is made in such a way that the Insurance Claim, etc. under the preceding paragraph is purchased based on the request of the creditor pertaining to the Insurance Claim, etc., within the period during which all payments pertaining to the insurance contract are suspended, at the amount of the insurance proceeds under the Covered

Insurance Contract and of other benefits, multiplied by the rate specified by Cabinet Office Order and Order of the Ministry of Finance by taking into consideration what is the kind of that Covered Insurance Contract, the assumed interest rate, other content, the time when the insured event pertaining to that request took place, etc. (hereinafter referred to as "Purchase Amount"); provided, however, that the Affiliated Corporation, in the case that it called for the Insurance Claim, etc. pertaining to the purchase and when the amount which was collected from the calling deducted by the amount specified by Cabinet Office Order and Order of the Ministry of Finance as the cost of the relevant purchase exceeds the Purchase Amount pertaining to the relevant purchase, is to pay this excess amount to the creditor pertaining to the relevant Insurance Claim, etc.

- 3 加入機構は、第一項の決定をしたときは、直ちに、その決定に係る事項を内閣総理大臣及び財務大臣に報告しなければならない。
- (3) When the Affiliated Corporation has made the decision under paragraph (1), it must immediately report on the particulars of the decision to the Prime Minister and Minister of Finance.

(買取りの公告等)

(Public Notice of Purchase)

第二百七十条の六の九 加入機構は、前条第一項の決定をしたときは、速やかに、同項の保険金請求権等の買取りに係る買取場所、買取額の支払方法その他内閣府令・財務省令で定める事項を定め、これを公告しなければならない。

Article 270-6-9 (1) When the Affiliated Corporation has made the decision under paragraph (1) of the preceding Article, it must promptly provide for the purchase location pertaining to the purchase of the Insurance Claim, etc. of that paragraph, the payment method for the Purchase Amount, and other particulars specified by Cabinet Office Order and Order of the Ministry of Finance, and give public notice thereof.

- 2 加入機構は、前条第二項ただし書の規定による支払をするときは、あらかじめ、委員会の議を経て、支払額、支払期間その他内閣府令・財務省令で定める事項を定め、これを公告しなければならない。

(2) When the Affiliated Corporation makes the payment under the provisions of the proviso of paragraph (2) of the preceding Article, in advance, after discussion by the Committee, it must provide for the payment amount, payment period, and other particulars specified by Cabinet Office Order and Order of the Ministry of Finance, and give public notice thereof.

- 3 前条第三項の規定は、前項に規定する事項を定めた場合について準用する。

(3) The provisions of paragraph (3) of the preceding Article apply mutatis mutandis to cases in which the particulars prescribed in the preceding paragraph are provided.

(課税関係)

(Concerning Taxation)

第二百七十条の六の十 保険金請求権等を有する者が当該保険金請求権等について第二百七十条の六の八第二項の規定による買取りに係る買取額の支払を受けた場合には、当該支払を受けた買取額（当該買取額の支払を受けた者が当該買取額に係る保険金請求権等につき同項ただし書の規定による支払を受けた場合には、当該支払を受けた金額を含む。）は、当該保険金請求権等に係る補償対象契約に基づく保険金その他の給付金の金額とみなして、所得税法（昭和四十年法律第三十三号）その他の所得税に関する法令の規定を適用する。

Article 270-6-10 (1) If a person entitled to the Insurance Claim, etc. receives payment of the Purchase Amount pertaining to the purchase under the provisions of Article 270-6-8, paragraph (2) with regard to the relevant Insurance Claim, etc., the relevant payment of Purchase Amount received (in the case that the person who received the payment of that Purchase Amount receives payment for the Insurance Claim, etc. pertaining to that Purchase Amount under the provisions of the proviso of that paragraph, that amount of payment received is included) is deemed to be the amount of the insurance proceeds and of other benefits based on the Covered Insurance Contract pertaining to the relevant Insurance Claim, etc., and the provisions of the Income Tax Act (Act No. 33 of 1965) and other laws and regulations concerning income tax apply.

2 前項の規定の適用がある場合における租税特別措置法（昭和三十二年法律第二十六号）第四条の二及び第四条の三の規定の特例その他同項の規定の適用に関し必要な事項は、政令で定める。

(2) If the provisions of the preceding paragraph apply, necessary particulars involving the application of the special provisions of the proviso of Article 4-2 and Article 4-3 of the Act on Special Measures concerning Taxation (Act No. 26 of 1957) and other provisions of that paragraph is specified by Cabinet Order.

3 保険金請求権等につき第二百七十条の六の八第二項の規定による買取りに係る買取額（当該買取額に係る保険金請求権等につき同項ただし書の規定により当該保険金請求権等に係る保険事故が発生した後三年以内に支払を受けた場合には、当該支払を受けた金額を含む。以下この項において同じ。）の支払を受けた場合における当該支払を受けた買取額に係る相続税法（昭和二十五年法律第七十三号）その他相続税又は贈与税に関する法令の規定の適用については、同法第三条第一項第一号中「保険金（共済金）」とあるのは「保険金（保険業法（平成七年法律第百五号）第二百七十条の六の十第三項に規定する買取額（第五条第二項において「買取額」という。）及び共済金」と、「当該保険金受取人（）」とあるのは「当該保険金受取人（当該買取額の支払を受けた者及び）」と、同法第五条第二項中「準ずるもの」とあるのは「準ずるもの（買取額を含む。以下同じ。）」とする。

(3) For the purpose of applying the provisions of the Inheritance Tax Act (Act No.

73 of 1950) and other laws and regulations concerning inheritance tax or gift tax pertaining to the payment of the Purchase Amount received in the case that payment of the Purchase Amount pertaining to the purchase of the Insurance Claim, etc. under the provisions of Article 270-6-8, paragraph (2) (in the case that the payment of the relevant Insurance Claim, etc. pertaining to the Purchase Amount is received within three years of the occurrence of the insured event pertaining to the relevant Insurance Claim, etc. under the provisions of the proviso of that paragraph, that amount of payment received is included; hereinafter the same applies in this paragraph) is received, the term "insurance proceeds (mutual aid money)" in Article 3, paragraph (1), item (i) of that Act is deemed to be "insurance proceeds (the Purchase Amount prescribed in Article 270-6-10, paragraph (2) of the Insurance Business Act (Act No. 105 of 1995); referred to as "Purchase Amount" in Article 5, paragraph (2) and mutual aid money", the term "said recipient of insurance proceeds" is deemed to be "said recipient of insurance proceeds (any person who received payment of said Purchase Amount and", and the term "its equivalent" in Article 5, paragraph (2) of that Act is deemed to be "its equivalent (including the Purchase Amount; hereinafter the same applies)".

第四款 雑則

Subsection 4 Miscellaneous Provisions

(会員に対する貸付け)

(Loans to Members)

第二百七十条の七 第二百六十五条の二十八第二項第一号の資金の貸付けは、次に掲げる場合において、機構の会員による保険金その他の給付金（外国保険会社等にあつては、日本における保険契約に係る保険金その他の給付金。以下この項において同じ。）の円滑な支払のために必要かつ適当であると認められるときに限り、その申請に基づいて、その必要と認められる金額の範囲内において行うことができる。

Article 270-7 (1) The lending of funds under Article 265-28, paragraph (2), item (i), within the extent of the amount that is found necessary, may be made in the following cases, based on an application therefor, limited to those in which it is found that the loan is necessary and appropriate for the smooth payment of insurance proceeds and other benefits by the members of the Corporation (for a Foreign Insurance Company, etc., insurance proceeds and other benefits pertaining to the insurance contract in Japan; hereinafter the same applies in this paragraph):

一 機構の会員が、一時的な資金事情により、保険金その他の給付金の支払を遅延し、又は遅延するおそれがある場合

(i) if a member of the Corporation is late in the payment of insurance proceeds or other benefits, or there is a risk of a member being late in a payment, due

to temporary financial circumstances; and

二 特定保険会社である機構の会員が、当該機構と第二百七十条の六の七第三項の規定による契約を締結した場合

(ii) if a member of the Corporation that is the Specified Insurance Company concluded a contract under the provisions of Article 270-6-7, paragraph (3) with the relevant Corporation.

2 前項第一号の資金の貸付けは、当該資金の貸付けに係る貸付金債権の回収が確実であると認められることその他の内閣府令・財務省令で定める要件を満たすものでなければならない。

(2) The loan of funds of item (i) of the preceding paragraph must comply with the requirement that the calling of loan claims pertaining to the loan of funds is found to be certain and with other requirements specified by Cabinet Office Order and Order of the Ministry of Finance.

3 機構は、第一項の規定による資金の貸付けの申請があったときは、委員会の議を経て、当該資金の貸付けをするかどうかを決定しなければならない。

(3) Whenever an application has been filed for the lending of funds under the provisions of paragraph (1), a Corporation must make a decision, after discussion by the Committee, on whether to lend the funds.

4 機構は、前項の規定により第一項の資金の貸付けをすることを決定したときは、直ちに、その決定に係る事項を内閣総理大臣及び財務大臣に報告しなければならない。

(4) If a Corporation has made the decision to lend the funds referred to in paragraph (1) pursuant to the provisions of the preceding paragraph, it must immediately report on the particulars of the decision to the Prime Minister and Minister of Finance.

(保険契約者等に対する貸付け)

(Loans to Policyholders)

第二百七十条の八 第二百六十五条の二十八第二項第二号の資金の貸付けは、機構の会員が特定保険会社であるときに限り、当該会員の内閣府令・財務省令で定める保険契約に係る保険契約者等であって保険金請求権その他の内閣府令・財務省令で定める権利を有する者（以下この条において「有資格者」という。）に対して、当該有資格者の申請に基づいて、当該有資格者が当該権利に基づき支払を受け得ると見込まれる金額として内閣府令・財務省令で定める金額の範囲内において行うことができる。

Article 270-8 (1) If the members of a Corporation are Specified Insurance Companies, the lending of funds under Article 265-28, paragraph (2), item (ii) may be made to any person who is a Policyholder, etc. in an insurance contract with the relevant member as specified by Cabinet Office Order and Order of the Ministry of Finance, and who is entitled to the Insurance Claims and other rights specified by Cabinet Office Order and Order of the Ministry of Finance (hereinafter referred to as "Qualified Person" in this Article), within the extent of the amount specified by Cabinet Office Order and Order of the

Ministry of Finance as the amount which they find that the relevant Qualified Person is to receive based on the relevant rights, when the relevant lending is based on the application of the relevant Qualified Person.

2 前項の資金の貸付けは、有資格者が同項の権利に基づき支払を受ける保険金その他の給付金により当該資金の貸付けに係る債務が確実に弁済されると認められることその他の内閣府令・財務省令で定める要件を満たすものでなければならない。

(2) The lending of funds under the preceding paragraph must be backed by the finding that the Qualified Person will certainly pay the debt pertaining to the loan of funds through payments of insurance proceeds and other benefits it will receive based on the rights of that paragraph, and in compliance with other requirements specified by Cabinet Office Order and Order of the Ministry of Finance.

3 機構は、その会員が特定保険会社となったときは、委員会の議を経て、当該会員について、当該会員の有資格者に対する資金の貸付けをするかどうかを決定しなければならない。

(3) If a Corporation has one of its members become a Specified Insurance Company, it must make a decision, after discussion by the committee, on whether to lend funds to the Qualified Person of the member.

4 機構は、前項の規定により第一項の資金の貸付けをすることを決定したときは、直ちに、その決定に係る事項を内閣総理大臣及び財務大臣に報告するとともに、速やかに、委員会の議を経て、当該資金の貸付けに係る受付場所、貸付方法その他の内閣府令・財務省令で定める事項を定め、これを公告しなければならない。

(4) When a Corporation has made the decision to loan the funds of paragraph (1) pursuant to the provisions of the preceding paragraph, it must immediately report on the particulars of the decision to the Prime Minister and Minister of Finance, and promptly, after discussion by the Committee, provide for the enquiry location pertaining to the loan of the relevant funds, loan method, and other particulars specified by Cabinet Office Order and Order of the Ministry of Finance, and give public notice thereof.

(清算保険会社の資産の買取りの申込み)

(Petitions to Purchase the Assets of Insurance Companies in Liquidation)

第二百七十条の八の二 清算保険会社は、機構（当該清算保険会社はその会員であったものに限る。）が当該清算保険会社の資産の買取りを行うことを、当該機構に申し込むことができる。

Article 270-8-2 (1) An Insurance Company in Liquidation may petition a Corporation (limited to one of which that Insurance Company in Liquidation was a member) to purchase the assets of that Insurance Company in Liquidation.

2 機構は、前項の場合において必要があると認めるときは、同項の申込みをした清算保険会社その他の関係者に対し、資料の提出を求めることができる。

(2) When a Corporation finds it necessary in the case referred to in the preceding paragraph, it may request the Insurance Company in Liquidation that made the petition under that paragraph and other relevant persons to submit materials.

(清算保険会社の資産の買取り)

(Purchase of Assets of an Insurance Company in Liquidation)

第二百七十条の八の三 機構は、前条第一項の申込みを受けたときは、遅滞なく、審査会及び委員会の議を経て、当該申込みに係る資産の買取りを行うかどうかを決定しなければならない。

Article 270-8-3 (1) When a Corporation receives a petition under paragraph (1) of the preceding Article, it must make a decision without delay, after discussion by the Examination Board and the committee, on whether to purchase the assets pertaining to the relevant petition.

2 機構は、前項の規定による決定をしたときは、直ちに、その決定に係る事項を内閣総理大臣及び財務大臣に報告しなければならない。

(2) When a Corporation has made the decision under the provisions of the preceding paragraph, it must immediately report on the particulars of the decision to the Prime Minister and Minister of Finance.

3 機構は、第一項の規定により資産の買取りを行うことを決定したときは、当該資産の買取りの申込みを行った清算保険会社と当該資産の買取りに関する契約を締結するものとする。

(3) When Corporation has made the decision to purchase the assets pursuant to the provisions of paragraph (1), it is to conclude a contract concerning the purchase of the relevant assets with the Insurance Company in Liquidation which made to the petition for the purchase of the relevant assets.

(課税の特例)

(Special Provisions on Taxation)

第二百七十条の九 第二百四十四条（第二百四十八条第二項において準用する場合を含む。）の規定による登記については、登録免許税を課さない。

Article 270-9 (1) The registration and license tax is not to be imposed for the registration under the provisions of Article 244 (including the cases where it is applied mutatis mutandis pursuant to Article 248, paragraph (2)).

2 機構が、第二百七十条の四の規定により会員である破綻保険会社に係る保険契約の引受けをした場合において、同条第八項の規定により締結した保険契約の引受けに関する契約に定められた当該保険契約の引受けに伴う当該破綻保険会社の財産の移転により不動産又は動産に関する権利の取得をしたときは、当該不動産又は動産に関する権利の移転の登記については、財務省令で定めるところにより当該取得後一年以内に登記を受けるものに限り、登録免許税を課さない。

(2) Where a Corporation has accepted insurance contracts pertaining to a

member Bankrupt Insurance Company pursuant to the provisions of Article 270-4, when it has acquired the right to real estate or movables from the transfer of property of that Bankrupt Insurance Company that accompanies the acceptance of that insurance contract prescribed in the contract concerning the acceptance of insurance contracts concluded pursuant to the provisions of Article 270-4, paragraph (8), the registration and license tax is not to be imposed for the registration of the transfer of the relevant right to real estate or movables, limited to those which will be registered within one year after the acquisition pursuant to the provisions of Order of the Ministry of Finance.

3 承継保険会社が第二百七十条の三の二第六項の規定による同項第二号に掲げる決定を受けて行う第二百七十条第一項の規定による適格性の認定を受けた破綻保険会社の保険契約の移転又は当該破綻保険会社との合併（次項において「決定に基づく保険契約の移転等」という。）により不動産に関する権利の取得をした場合には、当該不動産に関する権利の移転の登記については、財務省令で定めるところにより当該取得後一年以内に登記を受けるもの限り、登録免許税を課さない。

(3) Where a Successor Insurance Company has acquired the right to real estate pursuant to the transfer of insurance contracts of the Bankrupt Insurance Company or a merger with that Bankrupt Insurance Company (referred to as "Transfer, etc. of Insurance Contracts Based on a Decision" in the following paragraph) that had been recognized as being qualified under the provisions of Article 270, paragraph (1) based on the decision listed in Article 270-3-2, paragraph (6), item (ii) under the provisions of Article 270-3-2, paragraph (6), the registration and license tax is not to be imposed for the registration of the transfer of the relevant right to real estate, limited to that which will be registered within one year after the acquisition pursuant to the provisions of Order of the Ministry of Finance.

4 承継保険会社が決定に基づく保険契約の移転等により取得した土地又は土地の上に存する権利の譲渡（租税特別措置法第六十二条の三第二項第一号イに規定する譲渡をいう。）は、承継保険会社に係る同条並びに同法第六十三条、第六十八条の六十八及び第六十八条の六十九の規定の適用については、同法第六十二条の三第二項第一号に規定する土地の譲渡等には該当しないものとする。

(4) The assignment of land or rights attached to the land, which the Successor Insurance Company acquired by the transfer of insurance contracts based on a decision, etc. (the assignment prescribed in Article 62-3, paragraph (2), item (i), (a) of the Act on Special Measures concerning Taxation), is not to fall under the assignment of land, etc. prescribed in Article 62-3, paragraph (2), item (i) of that Act, with regard to the application of the provisions of that Article and Articles 63, 68-68, and 68-69 of that Act pertaining to the Successor Insurance Company.

第五節 雑則

Section 5 Miscellaneous Provisions

(清算手続等における内閣総理大臣の意見等)

(Opinion of the Prime Minister on Liquidation Proceedings)

第二百七十一条 裁判所は、保険会社等又は外国保険会社等の清算手続、破産手続、再生手続、更生手続又は承認援助手続において、内閣総理大臣に対し、意見を求め、又は検査若しくは調査を依頼することができる。

Article 271 (1) The court may seek the Prime Minister's opinion or make a request for an inspection or investigation regarding the liquidation proceedings, bankruptcy proceedings, rehabilitation proceedings, reorganization proceedings or recognition and assistance procedures of an Insurance Company, etc. or Foreign Insurance Company, etc.

2 内閣総理大臣は、前項に規定する手続において、必要があると認めるときは、裁判所に対し、意見を述べることができる。

(2) If the Prime Minister finds it necessary, they may state their opinion to the court on the proceedings and procedures prescribed in the preceding paragraph.

3 第二百二十九条第一項、第二百一条第一項、第二百二十七条第一項及び第二百七十二条の二十三第一項の規定は、第一項の規定により内閣総理大臣が裁判所から検査又は調査の依頼を受けた場合について準用する。

(3) The provisions of Article 129, paragraph (1), Article 201, paragraph (1), Article 227, paragraph (1) and Article 272-23, paragraph (1) apply mutatis mutandis to cases where the Prime Minister has received a request for inspection or investigation from court pursuant to the provisions of paragraph (1).

(根抵当権の譲渡に係る特例)

(Special Provisions Pertaining to Assignment of Revolving Mortgages)

第二百七十一条の二 被管理会社が承継保険会社（第二百六十条第六項に規定する承継保険会社をいう。第五項及び第二百七十一条の二の三第一項第三号において同じ。）その他の保険会社又は当該被管理会社の保険契約の引受け（第二百六十条第九項に規定する保険契約の引受けをいう。第五項において同じ。）をする機構（以下この条において「承継保険会社等」という。）に対する保険契約の移転とともにする財産の移転により元本の確定前に根抵当権をその担保すべき債権の全部とともに譲渡しようとするときは、当該被管理会社及び当該承継保険会社等は、次に掲げる事項について異議のある根抵当権設定者は当該被管理会社に対し一定の期間内に異議を述べるべき旨を公告し、又はこれを催告することができる。

Article 271-2 (1) When the Managed Company seeks to assign a revolving mortgage together with all of the claims it is to guarantee before the principal is established, through the assigning of property which will be carried out in conjunction with the assignment of insurance contracts to the Successor Insurance Company (meaning the Successor Insurance Company prescribed in

Article 260, paragraph (6); the same applies in paragraph (5) and Article 271-2-3, paragraph (1), item (iii)), other insurance companies, or the Corporation that will underwrite (meaning the Underwriting of Insurance Contract prescribed in Article 260, paragraph (9); the same applies in paragraph (5)) the insurance contracts of that Managed Company (hereinafter referred to as "Successor Insurance Company, etc." in this Article), that Managed Company and that Successor Insurance Company, etc. may give public notice to the effect that the revolving mortgagor with an objection is to raise its objections to that Managed Company with regard to the following particulars within a certain period, or make the demand thereof:

一 当該被管理会社から当該承継保険会社等に当該根抵当権が譲渡されること及びその期日

(i) the fact that the revolving mortgage is assigned from that Managed Company to that Successor Insurance Company, etc. and the date thereof; and

二 当該根抵当権の譲渡の後においても当該根抵当権が当該債権を担保すべきものとする事。

(ii) the fact that the revolving mortgage is to guarantee the relevant claim even after the revolving mortgage is assigned.

2 前項の期間は、二週間を下ってはならない。

(2) The period referred to in the preceding paragraph must not be less than two weeks.

3 第一項の公告又は催告に係る根抵当権設定者が同項各号に掲げる事項について同項の期間内に異議を述べなかったときは、同項第一号に掲げる事項について当該根抵当権設定者の承諾が、同項第二号に掲げる事項について当該根抵当権設定者と同項の公告又は催告に係る承継保険会社等の合意が、それぞれあったものとみなす。

(3) When the revolving mortgagor pertaining to the public notice or demand of paragraph (1) does not raise its objections to the particulars listed in the items of that paragraph within the period referred to in that paragraph, it is deemed that the revolving mortgagor consents to the particular listed in item (i) of that paragraph and that the revolving mortgagor and the Successor Insurance Company, etc. pertaining to the public notice or demand of that paragraph agree on the particular listed in item (ii) of that paragraph, respectively.

4 根抵当権設定者が第一項各号に掲げる事項の一部について異議を述べたときは、同項各号に掲げる事項の全部について異議を述べたものとみなす。

(4) When the revolving mortgagor raises its objections to part of the particulars listed in the items of paragraph (1), it is deemed that the mortgagor has raised objections to all of the particulars listed in the items of that paragraph.

5 前各項の規定は、承継保険会社又は保険契約の引受けをした機構が他の保険会社に対する保険契約の移転とともにする財産の移転により元本の確定前に根抵当権をその担保すべき債権の全部とともに譲渡しようとする場合について準用する。

- (5) The provisions of all preceding paragraphs apply mutatis mutandis to the case that the Successor Insurance Company or Corporation that underwrote the insurance contracts seeks to assign the revolving mortgage together with all of the claims it is to guarantee before the principal is established, through the assigning of property which will be carried out in conjunction with the assignment of insurance contracts to another Insurance Company.

(根抵当権移転登記等の申請手続の特例)

(Special Provisions on Application Procedures for Registration of a Revolving Mortgage Transfer)

第二百七十一条の二の二 前条第三項（同条第五項において準用する場合を含む。）の場合における根抵当権の移転の登記の申請には、その申請情報と併せて公告又は催告をしたこと及び根抵当権設定者が同条第一項（同条第五項において準用する場合を含む。）の期間内に異議を述べなかったことを証する情報を提供しなければならない。

Article 271-2-2 (1) To apply for the registration of the revolving mortgage transfer in the case referred to in paragraph (3) of the preceding Article (including the cases where it is applied mutatis mutandis pursuant to paragraph (5) of that Article), information proving that public notice or demand was given and that the revolving mortgagor did not raise its objections within the period referred to in paragraph (1) of that Article (including the cases where it is applied mutatis mutandis pursuant to paragraph (5) of that Article) must be provided with the application information.

2 前条第三項（同条第五項において準用する場合を含む。）の場合における根抵当権の担保すべき債権の範囲に譲渡に係る債権を追加することを内容とする根抵当権の変更の登記は、その申請情報と併せて前項に規定する情報を提供したときは、根抵当権者のみで申請することができる。

- (2) The registration of a change in the revolving mortgage to the effect of adding claims pertaining to the assignment to the scope of claims which are to be guaranteed by the revolving mortgage in the case set forth in paragraph (3) of the preceding Article (including the cases where it is applied mutatis mutandis pursuant to paragraph (5) of that Article) may be applied for only by the revolving mortgagor when the information prescribed in the preceding paragraph is provided along with the application information.

(業務の継続の特例)

(Special Provisions on the Continuation of Business)

第二百七十一条の二の三 次の各号に掲げる者は、その営業に関する法令により行うことができない業務に属する契約又は制限されている契約に係る権利義務を当該各号に定める保険契約の移転又は合併により承継した場合には、これらの契約のうち、期限の定めのあるものについては期限満了まで、期限の定めのないものについては承継の日から二年以内の期間に限り、これらの契約に関する業務を継続することができる。

Article 271-2-3 (1) If each of the persons listed in the following items have succeeded, through the transfer of an insurance contract or through a merger prescribed in those items, to rights and duties under a contract for business that they cannot conduct or a contract restricting their engagement in such business pursuant to laws and regulations on the relevant persons' operations, they may continue to conduct the business under the relevant contracts until the expiration date, if a duration is prescribed in the relevant contract, or for a limited period of within two years from the date of succession, if no such duration is prescribed:

一 第二百五十六条第一項、第二百七十条の三の十三第一項又は第二百七十条の六の四第一項の勧告を受けた保険会社 当該勧告に係る保険契約の移転又は合併

(i) an Insurance Company which has received the recommendation set forth in Article 256, paragraph (1), Article 270-3-13, paragraph (1), or Article 270-6-4, paragraph (1): transfer of insurance contract pertaining to the relevant recommendation or merger;

二 第二百六十八条第一項、第二百七十条の三の十二第一項又は第二百七十条の六の三第一項の認定を受けた救済保険会社（第二百六十条第三項に規定する救済保険会社をいう。）、再承継保険会社又は再移転先保険会社 当該認定に係る保険契約の移転又は合併

(ii) a Relief Insurance Company, Secondary Successor Insurance Company, or Secondary Transferee Insurance Company, which has received the authorization set forth in Article 268, paragraph (1), Article 270-3-12, paragraph (1), or Article 270-6-3, paragraph (1): transfer of insurance contracts pertaining to the relevant authorization or merger; and

三 第二百七十条第一項の認定を受けた破綻保険会社（第二百六十条第二項に規定する破綻保険会社をいう。）との間で当該認定に係る保険契約の移転又は合併をする承継保険会社又は機構 当該保険契約の移転又は合併

(iii) a Successor Insurance Company or Corporation, which carries out the transfer of insurance contracts pertaining to the authorization set forth in Article 270, paragraph (1) from, or the merge with, the Bankrupt Insurance Company which has received the relevant authorization (meaning the Bankrupt Insurance Company prescribed in Article 260, paragraph (2)): transfer of that insurance contract or merger.

2 前項に規定する者は、同項に規定する契約に関する業務の利用者の利便等に照らし特別の事情がある場合において、期間を定めて当該業務を整理することを内容とする計画を作成し、当該計画につき内閣総理大臣の承認を受けたときは、保険契約の移転又は合併の日における当該契約の総額を超えない範囲内において、かつ、当該計画に従い、同項の期限が満了した契約を更新して、又は同項の期間を超えて、当該業務を継続することができる。

(2) Persons prescribed in the preceding paragraph may, in the case that there is a special circumstance in light of the convenience, etc. of the user of the

business under the contracts prescribed in that paragraph, create a plan for managing the relevant business for a specified period, and when the relevant plan is approved by the Prime Minister, continue the relevant business within the extent that the total amount of that contract of the day of the transfer of the insurance contract or merger is not exceeded, and, in accordance with the relevant plan, renew the contract whose period set forth in that paragraph has expired or by exceeding the period set forth in that paragraph.

第十一章 株主

Chapter XI Shareholders

第一節 通則

Section 1 General Provisions

(保険会社等の議決権保有に係る届出書の提出)

(Submission of Written Notices Pertaining to the Holding of Voting Rights in an Insurance Company)

第二百七十一条の三 一の保険会社の総株主の議決権の百分の五を超える議決権又は一の保険持株会社の総株主の議決権の百分の五を超える議決権の保有者（国、地方公共団体その他これらに準ずるものとして政令で定める法人（第二百七十一条の十において「国等」という。）を除く。以下この章及び第三百三十三条において「保険議決権大量保有者」という。）は、内閣府令で定めるところにより、保険議決権大量保有者となった日から五日（日曜日その他政令で定める休日の日数は、算入しない。次条第一項において同じ。）以内（保有する議決権の数に増加がない場合その他の内閣府令で定める場合にあつては、内閣府令で定める日以内）に、次に掲げる事項を記載した届出書（以下この章において「保険議決権保有届出書」という。）を内閣総理大臣に提出しなければならない。

Article 271-3 (1) A person who holds voting rights exceeding 5 percent of all shareholders' voting rights in a single Insurance Company or voting rights exceeding 5 percent of all shareholders' voting rights in a single Insurance Holding Company (excluding the State, a local public entity, or any corporation specified by Cabinet Order as one equivalent thereto (referred to as the "State, etc." in Article 271-10); such person is hereinafter referred to as a "Large-Volume Holder of Insurance Company Voting Rights" in this Chapter and in Article 333), pursuant to the provisions of Cabinet Office Order, must submit a written notice detailing the following particulars (hereinafter referred to in this Chapter as a "Statement of Insurance Company Voting Right Holdings") to the Prime Minister within five days (Sundays and other holidays specified by Cabinet Order are not included in the number of days; the same applies in paragraph (1) of the following Article) from the day on which they became a Large-Volume Holder of Insurance Company Voting Rights (within the number of days specified by Cabinet Office Order in the where the number of voting

rights held has not increased or in any other case specified by Cabinet Office Order):

一 議決権保有割合（保険議決権大量保有者の保有する当該保険議決権大量保有者がその総株主の議決権の百分の五を超える議決権の保有者である保険会社又は保険持株会社の議決権の数を、当該保険会社又は当該保険持株会社の総株主の議決権で除して得た割合をいう。以下この章において同じ。）に関する事項、取得資金に関する事項、保有の目的その他の保険会社又は保険持株会社の議決権の保有に関する重要な事項として内閣府令で定める事項

(i) the particulars of the Proportion of Voting Rights Held (meaning the proportion calculated by dividing the number of voting rights that a Large-Volume Holder of Insurance Company Voting Rights holds in an Insurance Company or Insurance Holding Company in which that Large-Volume Holder of Insurance Company Voting Rights is the holder of voting rights exceeding 5 percent of all shareholders' voting rights, by the number of all shareholders' voting rights in that Insurance Company or Insurance Holding Company; hereinafter the same applies in this Chapter), the particulars of acquisition funding, the purpose of holding the voting rights, and any other particulars specified by Cabinet Office Order as important particulars of the holding of voting rights in an Insurance Company or Insurance Holding Company;

二 商号、名称又は氏名及び住所

(ii) the trade name or name and address;

三 法人である場合においては、その資本金額（出資総額を含む。）及びその代表者の氏名

(iii) in the case of a corporation, the amount of its capital (including the total amount of contribution) and the name of its representative person; and

四 事業を行っているときは、営業所の名称及び所在地並びにその事業の種類

(iv) in the case where the person conducts business, the name and location of the business office and the type of the business.

2 第二条第十五項の規定は、前項の場合において保険議決権大量保有者が保有する議決権について準用する。

(2) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights held by a Large-Volume Holder of Insurance Company Voting Rights in the case referred to in the preceding paragraph.

（保険議決権保有届出書に関する変更報告書の提出）

(Submission of a Statement of Changes to a Statement of Insurance Company Voting Right Holdings)

第二百七十一条の四 保険議決権大量保有者は、一の保険会社の総株主の議決権の百分の五を超える議決権又は一の保険持株会社の総株主の議決権の百分の五を超える議決権の保有者となった日の後に、前条第一項各号に掲げる事項の変更があった場合（議

決権保有割合の変更の場合にあつては、百分の一以上増加し又は減少した場合に限る。)には、内閣府令で定めるところにより、その日から五日以内(保有する議決権の数に増加がない場合その他の内閣府令で定める場合にあつては、内閣府令で定める日以内)に、当該変更に係る報告書(以下この条及び次条において「変更報告書」という。)を内閣総理大臣に提出しなければならない。ただし、議決権保有割合が百分の一以上減少したことによる変更報告書で当該変更報告書に記載された議決権保有割合が百分の五以下であるものを既に提出している場合その他の内閣府令で定める場合については、この限りでない。

Article 271-4 (1) A Large-Volume Holder of Insurance Company Voting Rights, in the case where any particulars listed in the items of paragraph (1) of the preceding Article have been changed (in the case of a change in the Proportion of Voting Rights Held, it is to be limited to a case where the rate has increased or decreased by 1 percent or more) after the day on which they became a holder of voting rights exceeding 5 percent of all shareholders' voting rights in a single Insurance Company or voting rights exceeding 5 percent of all shareholders' voting rights in a single Insurance Holding Company, they must, pursuant to the provisions of Cabinet Office Order, submit a report pertaining to that change (hereinafter referred to as a "Statement of Changes" in this Article and the following Article) to the Prime Minister within five days from that day (within the number of days specified by Cabinet Office Order in the case where the number of voting rights held has not increased or in any other case specified by Cabinet Office Order); provided, however, that this does not apply to the case where a Statement of Changes has already been submitted based on a 1 percent or greater decrease in the Proportion of Voting Rights Held and the Proportion of Voting Rights Held detailed in that Statement of Changes is 5 percent or less, or to any other case specified by Cabinet Office Order.

2 議決権保有割合が減少したことにより変更報告書を提出する者は、短期間に大量の議決権を譲渡したものとして政令で定める基準に該当する場合においては、内閣府令で定めるところにより、譲渡の相手方及び対価に関する事項についても当該変更報告書に記載しなければならない。

(2) A person submitting a Statement of Changes based on a decrease in the Proportion of Voting Rights Held, in a case that conforms to the standards specified by Cabinet Order for a case where a large number of voting rights have been transferred within a short period, must also detail the particulars of the party to whom the voting rights were transferred and the Consideration received in that Statement of Changes, pursuant to the provisions of Cabinet Office Order.

3 保険議決権保有届出書又は変更報告書(以下この節において「提出書類」という。)を提出する日の前日までに、新たに変更報告書を提出しなければならない事由が生じた場合には、当該変更報告書は、第一項本文の規定にかかわらず、提出されて

いない当該提出書類の提出と同時に内閣総理大臣に提出しなければならない。

(3) When circumstances that compel a person to submit another Statement of Changes have occurred by the day preceding the day of submission of a Statement of Insurance Company Voting Right Holdings or a Statement of Changes (hereinafter referred to as "Required Documents" in this Section), that Statement of Changes must be submitted to the Prime Minister at the same time as the submission of the Required Documents that have yet to be submitted, notwithstanding the provisions of the main clause of paragraph (1).

4 提出書類を提出した者は、当該提出書類に記載された内容が事実と相違し、又は記載すべき事項若しくは誤解を生じさせないために必要な事実の記載が不十分であり、若しくは欠けていると認めるときは、訂正報告書を内閣総理大臣に提出しなければならない。

(4) A person who has submitted Required Documents must, if they find that the contents detailed in the relevant documents differ from fact or that the relevant documents insufficiently detail or lack a particular that is required to be included or a fact that is necessary for preventing a misinterpretation, submit a correction report to the Prime Minister.

5 第二条第十五項の規定は、第一項及び第二項の場合において保険議決権大量保有者が保有する議決権について準用する。

(5) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights held by a Large-Volume Holder of Insurance Company Voting Rights in the case referred to in paragraphs (1) and (2).

(保険議決権保有届出書等に関する特例)

(Special Provisions on Statements of Holdings in Insurance Company Voting Rights)

第二百七十一条の五 銀行、金融商品取引業者（有価証券関連業を行う者に限る。）、信託会社その他の内閣府令で定める者のうち基準日を内閣総理大臣に届け出た者が保有する議決権で当該議決権に係る株式の発行者である保険会社又は保険持株会社の事業活動を支配することを保有の目的としないもの（議決権保有割合が内閣府令で定める数を超えた場合及び保有の態様その他の事情を勘案して内閣府令で定める場合を除く。以下この条において「特例対象議決権」という。）に係る保険議決権保有届出書は、第二百七十一条の三第一項の規定にかかわらず、議決権保有割合が初めて百分の五を超える数となった基準日における当該議決権の保有状況に関する事項であって、内閣府令で定めるものを記載したものを、内閣府令で定めるところにより、当該基準日の属する月の翌月十五日までに、内閣総理大臣に提出しなければならない。

Article 271-5 (1) Notwithstanding the provisions of Article 271-3, paragraph (1), a Statement of Insurance Company Voting Right Holdings pertaining to voting rights held by a Bank, Financial Instruments Transaction Business Operator (limited to one that conducts Securities Services), trust company, or any other person specified by Cabinet Office Order who has notified the Prime Minister

of a Reference date, where the purpose of holding such voting rights is not for controlling the business activities of the Insurance Company or Insurance Holding Company that has issued the shares related to those voting rights (excluding the case where the Proportion of Voting Rights Held has exceeded the number specified by Cabinet Office Order and any case specified by Cabinet Office Order by taking into consideration the manner in which they are held and other circumstances; hereinafter referred to as "Voting Rights Subject to Special Provisions" in this Act) must be submitted to the Prime Minister by detailing the particulars of the status of holding for those voting rights as of the Reference Date on which the Proportion of Voting Rights Held exceeded 5 percent for the first time and that are specified by Cabinet Office Order, by the fifteenth day of the month following the month containing the relevant Reference Date, pursuant to the provisions of Cabinet Office Order.

2 特例対象議決権に係る変更報告書（当該議決権が特例対象議決権以外の議決権になる場合の変更に係るものを除く。）は、次の各号に掲げる場合の区分に応じ当該各号に定める日までに、内閣府令で定めるところにより、内閣総理大臣に提出しなければならない。

(2) A Statement of Changes pertaining to Voting Rights Subject to Special Provisions (excluding one pertaining to a change where the voting rights become those that are not Voting Rights Subject to Special Provisions) must be submitted to the Prime Minister by the days respectively prescribed in the following items for the categories of cases listed in those items, pursuant to the provisions of Cabinet Office Order:

一 前項の保険議決権保有届出書に係る基準日の後の基準日における議決権保有割合が当該保険議決権保有届出書に記載された議決権保有割合より百分の一以上増加し又は減少した場合その他の同項に規定する内閣府令で定めるものの重要な変更があった場合 当該後の基準日の属する月の翌月十五日

(i) a case where the Proportion of Voting Rights Held on a Reference Date that comes after the Reference Date pertaining to the Statement of Insurance Company Voting Right Holdings set forth in the preceding paragraph increased or decreased by 1 percent or more from the Proportion of Voting Rights Held that was detailed in that Statement of Insurance Company Voting Right Holdings or any other case where there was an important change to particulars specified by Cabinet Office Order prescribed in that paragraph: The fifteenth day of the month following the month containing the relevant later Reference Date;

二 当該保険議決権保有届出書に係る基準日の属する月の後の月の末日において議決権保有割合が大幅に増加し又は減少した場合として内閣府令で定める基準に該当することとなった場合 当該末日の属する月の翌月十五日

(ii) a case where the circumstances came to conform to the standards specified by Cabinet Office Order for a case in which the Proportion of Voting Rights

Held considerably increased or decreased by the last day of any month after the month containing the Reference Date pertaining to the Statement of Insurance Company Voting Right Holdings: The fifteenth day of the month following the month containing the relevant last day;

三 変更報告書に係る基準日の後の基準日における議決権保有割合が当該変更報告書に記載された議決権保有割合より百分の一以上増加し又は減少した場合その他の前項に規定する内閣府令で定めるものの重要な変更があった場合 当該後の基準日の属する月の翌月十五日

(iii) a case where the Proportion of Voting Rights Held on a Reference Date that comes after the Reference Date pertaining to the Statement of Changes increased or decreased by 1 percent or more from the Proportion of Voting Rights Held that was detailed in that Statement of Changes or any other case where there was an important change to particulars specified by Cabinet Office Order prescribed in the preceding paragraph: The fifteenth day of the month following the month containing that later reference date; and

四 前三号に準ずる場合として内閣府令で定める場合 内閣府令で定める日

(iv) a case specified by Cabinet Office Order as a case equivalent to any of the preceding three items: The day specified by Cabinet Office Order.

3 前二項の基準日とは、第一項に規定する内閣府令で定める者が内閣府令で定めるところにより内閣総理大臣に届出をした三月ごとの月の末日をいう。

(3) The Reference Date set forth in the preceding two paragraphs means the last day of the month in which a person specified by Cabinet Office Order prescribed in paragraph (1) notified the Prime Minister pursuant to the provisions of Cabinet Office Order and that of every three months thereafter.

4 第二条第十五項の規定は、第一項及び第二項の場合において保険議決権大量保有者が保有する特例対象議決権について準用する。

(4) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the Voting Rights Subject to Special Provisions held by a Large-Volume Holder of Insurance Company Voting Rights in the case referred to in paragraphs (1) and (2).

(訂正報告書の提出命令)

(Order to Submit Correction Report)

第二百七十一条の六 内閣総理大臣は、第二百七十一条の三第一項、第二百七十一条の四第一項若しくは第三項又は前条第一項若しくは第二項の規定により提出書類の提出を受けた場合において、当該提出書類に形式上の不備があり、又は当該提出書類に記載すべき事項のうち重要なものの記載が不十分であると認めるときは、当該提出書類の提出をした者に対し、訂正報告書の提出を命ずることができる。この場合においては、行政手続法（平成五年法律第八十八号）第十三条第一項（不利益処分をしようとする場合の手続）の規定による意見陳述のための手続の区分にかかわらず、聴聞を行

わなければならない。

Article 271-6 In the case where Required Documents have been submitted pursuant to the provisions of Article 271-3, paragraph (1), Article 271-4, paragraphs (1) or (3), or paragraphs (1) or (2) of the preceding Article, if the Prime Minister finds that there is a formal deficiency in the Required Documents or that the Required Documents insufficiently detail an important particular that is required to be included, the Prime Minister may order the person who has submitted the Required Documents to submit a correction report. In this case, a hearing must be carried out irrespective of the categories of procedures for hearing statements under Article 13, paragraph (1) (Procedures Prerequisite for Adverse Dispositions) of the Administrative Procedure Act (Act No. 88 of 1993).

第二百七十一条の七 内閣総理大臣は、提出書類のうち重要な事項について虚偽の記載があり、又は記載すべき事項のうち重要なもの若しくは誤解を生じさせないために必要な重要な事実の記載が欠けていることを発見したときは、いつでも、当該提出書類の提出をした者に対し、訂正報告書の提出を命ずることができる。この場合においては、行政手続法第十三条第一項（不利益処分をしようとする場合の手続）の規定による意見陳述のための手続の区分にかかわらず、聴聞を行わなければならない。

Article 271-7 If the Prime Minister has discovered that the Required Documents include a false detail with regard to an important particular, fail to detail an important particular that is required to be included, or fail to detail any fact that is necessary for preventing a misinterpretation, the Prime Minister may order the person who has submitted the Required Documents, at any time, to submit a correction report. In this case, a hearing must be carried out irrespective of the categories of procedures for hearing statements under Article 13, paragraph (1) (Procedures Prerequisite for Adverse Dispositions) of the Administrative Procedure Act.

（保険議決権大量保有者による報告又は資料の提出）

(Submission of Reports or Materials by a Large-Volume Holder of Insurance Company Voting Rights)

第二百七十一条の八 内閣総理大臣は、提出書類のうち重要な事項について虚偽の記載があり、又は記載すべき事項のうち重要なもの若しくは誤解を生じさせないために必要な重要な事実の記載が欠けている疑いがあると認めるときは、当該提出書類を提出した保険議決権大量保有者に対し、当該提出書類に記載すべき事項又は誤解を生じさせないために必要な事実に関し参考となるべき報告又は資料の提出を求めることができる。

Article 271-8 If the Prime Minister suspects that Required Documents include a false detail with regard to an important particular, fail to detail an important particular that is required to be included, or fail to detail a fact that is

necessary for preventing a misinterpretation, the Prime Minister may order the Large-Volume Holder of Insurance Company Voting Rights that has submitted the Required Documents to submit reports or materials that should serve as reference in connection with the particulars that are required to be included in the Required Documents or facts that are necessary for preventing a misinterpretation.

(保険議決権大量保有者に対する立入検査)

(On-Site Inspection of a Large-Volume Holder of Insurance Company Voting Rights)

第二百七十一条の九 内閣総理大臣は、提出書類のうち重要な事項について虚偽の記載があり、又は記載すべき事項のうち重要なもの若しくは誤解を生じさせないために必要な重要な事実の記載が欠けている疑いがあると認めるときは、当該職員に当該提出書類を提出した保険議決権大量保有者の事務所その他の施設に立ち入らせ、当該提出書類に記載すべき事項若しくは誤解を生じさせないために必要な事実に関し質問させ、又は当該保険議決権大量保有者の帳簿書類その他の物件を検査させることができる。

Article 271-9 (1) If the Prime Minister suspects that Required Documents include a false detail with regard to an important particular, fail to detail an important particular that is required to be included, or fail to detail any fact that is necessary for preventing a misinterpretation, the Prime Minister may have officials enter an office or any other facility of the Large-Volume Holder of Insurance Company Voting Rights who has submitted the Required Documents, ask questions concerning the particulars that are required to be included in the Required Documents or facts necessary for avoiding misunderstanding, or inspect books and documents or other objects of that Large-Volume Holder of Insurance Company Voting Rights.

2 前項の規定による立入り、質問又は検査をする職員は、その立入り、質問又は検査の相手方にその理由を示さなければならない。

(2) The official that carries out the entry, questioning, or inspection under the provisions of the preceding paragraph must indicate the reason for the entry, questioning, or inspection to the other party.

第二節 保険主要株主に係る特例

Section 2 Special Provisions Pertaining to Insurance Companies' Major Shareholders

第一款 通則

Subsection 1 General Provisions

(保険主要株主に係る認可等)

(Authorization to Be Obtained by an Insurance Company's Major Shareholders)

第二百七十一条の十 次に掲げる取引若しくは行為により一の保険会社の主要株主基準値以上の数の議決権の保有者になろうとする者又は保険会社の主要株主基準値以上の数の議決権の保有者である会社その他の法人の設立をしようとする者（国等並びに第二百七十一条の十八第一項に規定する持株会社になろうとする会社、同項に規定する者及び保険会社を子会社としようとする保険持株会社を除く。）は、あらかじめ、内閣総理大臣の認可を受けなければならない。

Article 271-10 (1) A person who seeks to become the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold or a person who seeks to establish a company or any other corporation that is the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold (excluding the State, etc., a company that seeks to become a Holding company as prescribed in Article 271-18, paragraph (1), the person prescribed in that paragraph, and an Insurance Holding Company that seeks to make the Insurance Company its Subsidiary Company) through any of the following transactions or actions must obtain authorization from the Prime Minister in advance:

一 当該議決権の保有者になろうとする者による保険会社の議決権の取得（担保権の実行による株式の取得その他の内閣府令で定める事由によるものを除く。）

(i) acquisition of voting rights in the Insurance Company by the person who seeks to become the holder of such voting rights (excluding acquisition of shares through exercise of security rights or acquisition of voting rights by any other cause specified by Cabinet Office Order);

二 当該議決権の保有者になろうとする者がその主要株主基準値以上の数の議決権を保有している会社による第三条第一項の免許の取得

(ii) acquisition of a license set forth in Article 3, paragraph (1), through a company that holds a number of voting rights equal to or exceeding the Major Shareholder Threshold, by the person who seeks to become the holder of the relevant voting rights; or

三 その他政令で定める取引又は行為

(iii) any other transactions or actions specified by Cabinet Order.

2 前項各号に掲げる取引又は行為以外の事由により一の保険会社の主要株主基準値以上の数の議決権の保有者になった者（国等並びに保険持株会社及び第二百七十一条の十八第二項に規定する特定持株会社を除く。以下この条及び第三百三十三条において「特定主要株主」という。）は、当該事由の生じた日の属する当該保険会社の事業年度の終了の日から一年を経過する日（以下この項及び第四項において「猶予期限日」という。）までに保険会社の主要株主基準値以上の数の議決権の保有者でなくなるよう、所要の措置を講じなければならない。ただし、当該特定主要株主が、猶予期限日後も引き続き保険会社の主要株主基準値以上の数の議決権の保有者であることについて内閣総理大臣の認可を受けた場合は、この限りでない。

(2) A person who became the holder of a number of voting rights in an Insurance

Company equal to or exceeding the Major Shareholder Threshold due to a cause other than the transactions or actions listed in the items of the preceding paragraph (excluding the State, etc., an Insurance Holding Company, and a Specified Holding Company prescribed in Article 271-18, paragraph (2); hereinafter referred to "Specified Major Shareholder" in this Article and Article 333) must take necessary measures for becoming a person who is no longer the holder of a number of voting rights in the Insurance Company equal to or exceeding the Major Shareholder Threshold by the day on which one year has elapsed from the end of the Business Year of that Insurance Company including the date on which the relevant cause arose (hereinafter referred to as the "Last Day of the Grace Period" in this paragraph and paragraph (4)); provided, however, that this does not apply to the cases where that Specified Major Shareholder has obtained authorization from the Prime Minister to remain the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold even after the Last Day of the Grace Period.

3 特定主要株主は、前項の規定による措置により保険会社の主要株主基準値以上の数の議決権の保有者でなくなったときは、遅滞なく、その旨を内閣総理大臣に届け出なければならない。当該措置によることなく保険会社の主要株主基準値以上の数の議決権の保有者でなくなったときも、同様とする。

(3) If a Specified Major Shareholder becomes a person who is no longer the holder of a number of voting rights equal in an Insurance Company equal to or exceeding the Major Shareholder Threshold due to a measure required under the preceding paragraph, they must notify the Prime Minister of this without delay. The same applies if a Specified Major Shareholder becomes a person who is no longer the holder of a number of voting rights in the Insurance Company equal to or exceeding the Major Shareholder Threshold without such measures.

4 内閣総理大臣は、第一項の認可を受けずに同項各号に掲げる取引若しくは行為により保険会社の主要株主基準値以上の数の議決権の保有者になった者若しくは保険会社の主要株主基準値以上の数の議決権の保有者として設立された会社その他の法人又は第二項ただし書の認可を受けることなく猶予期限日後も保険会社の主要株主基準値以上の数の議決権の保有者である者に対し、当該保険会社の主要株主基準値以上の数の議決権の保有者でなくなるよう、所要の措置を講ずることを命ずることができる。

(4) The Prime Minister may order a person who became the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold or a company or any other corporation established as the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold through any of the transactions or actions listed in the items of paragraph (1) without obtaining the authorization set forth in that paragraph or a person who remains the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major

Shareholder Threshold even after the Last Day of the Grace Period without obtaining the authorization set forth in the proviso to paragraph (2), to take necessary measures to cease being the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold.

第二百七十一条の十一 内閣総理大臣は、前条第一項又は第二項ただし書の認可の申請があったときは、次に掲げる基準に適合するかどうかを審査しなければならない。

Article 271-11 Whenever an application has been filed for the authorization set forth in paragraph (1) of the preceding Article or the proviso to paragraph (2) of the preceding Article, the Prime Minister must examine whether it conforms to the following standards:

一 当該認可の申請をした者（以下この条において「申請者」という。）が会社その他の法人である場合又は当該認可を受けて会社その他の法人が設立される場合にあっては、次に掲げる基準に適合すること。

(i) if the person who applied for the authorization (hereinafter referred to in this Article as "Applicant") is a company or any other corporation, or if a company or any other corporation is to be established under the authorization, that the following standards are met:

イ 取得資金に関する事項、保有の目的その他の当該申請者又は当該認可を受けて設立される会社その他の法人（以下この号において「法人申請者等」という。）による保険会社の主要株主基準値以上の数の議決権の保有に関する事項に照らして、当該法人申請者等がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる保険会社の業務の健全かつ適切な運営を損なうおそれがないこと。

(a) in light of the particulars of the acquisition funding, the purpose of holding the voting rights, or any other particulars involved in the holding of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold by that Applicant or the company or any other corporation to be established under the authorization (hereinafter referred to as the "Corporation Applicant, etc." in this item), there is no risk of impairing the sound and appropriate business operation of the Insurance Company in which that Corporation Applicant, etc. is or will become the holder of a number of voting rights equal to or exceeding the Major Shareholder Threshold;

ロ 法人申請者等及びその子会社（子会社となる会社を含む。）の財産及び収支の状況に照らして、当該法人申請者等がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる保険会社の業務の健全かつ適切な運営を損なうおそれがないこと。

(b) in light of the status of property and income and expenditure of the Corporation Applicant, etc. and its Subsidiary Companies (including any company that will become a Subsidiary Company), there is no risk of

impairing the sound and appropriate business operation of the Insurance Company in which that Corporation Applicant, etc. is or will become the holder of a number of voting rights equal to or exceeding the Major Shareholder Threshold;

ハ 法人申請者等が、その人的構成等に照らして、保険業の公共性に関し十分な理解を有し、かつ、十分な社会的信用を有する者であること。

(c) in light of such particulars as its personnel structure, etc., the Corporation Applicant, etc. must have sufficient understanding concerning the public nature of the Insurance Business and must have sufficient social credibility; and

二 前号に掲げる場合以外の場合にあつては、次に掲げる基準に適合すること。

(ii) in cases other than the cases listed in the preceding items, that the following standards are met:

イ 取得資金に関する事項、保有の目的その他の当該申請者による保険会社の主要株主基準値以上の数の議決権の保有に関する事項に照らして、当該申請者がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる保険会社の業務の健全かつ適切な運営を損なうおそれがないこと。

(a) in light of the particulars of the acquisition funding, the purpose of holding the voting rights, or any other particulars of the holding of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold by that Applicant, there is no risk of impairing the sound and appropriate business operation of the Insurance Company in which that Applicant is or will become the holder of a number of voting rights equal to or exceeding the Major Shareholder Threshold;

ロ 当該申請者の財産の状況（当該申請者が事業を行う者である場合においては、収支の状況を含む。）に照らして、当該申請者がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる保険会社の業務の健全かつ適切な運営を損なうおそれがないこと。

(b) in light of the status of the property of the Applicant (including the status of income and expenditure in the case where that Applicant is a person who conducts business), there is no risk of impairing the sound and appropriate business operation of the Insurance Company in which that Applicant is or will become the holder of a number of voting rights equal to or exceeding the Major Shareholder Threshold; and

ハ 当該申請者が、保険業の公共性に関し十分な理解を有し、かつ、十分な社会的信用を有する者であること。

(c) that Applicant has sufficient understanding of the public nature of the Insurance Business and holds sufficient social credibility.

第二款 監督

Subsection 2 Supervision

(保険主要株主による報告又は資料の提出)

(Submission of Reports or Materials by an Insurance Company's Major Shareholder)

第二百七十一条の十二 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため、第一百二十八条第一項の規定により保険会社に対し報告又は資料の提出を求める場合において、特に必要があると認めるときは、その必要の限度において、当該保険会社の主要株主基準値以上の数の議決権の保有者である保険主要株主に対し、その理由を示した上で、当該保険会社の業務又は財産の状況に関し参考となるべき報告又は資料の提出を求めることができる。

Article 271-12 If and to the extent that the Prime Minister finds it particularly necessary for protecting Policyholders, etc. and for ensuring the sound and appropriate business operation of an Insurance Company in requesting the Insurance Company to submit reports or materials pursuant to the provisions of Article 128, paragraph (1), the Prime Minister may request an Insurance Company's Major Shareholders who are the holders of a number of voting rights in the relevant Insurance Company equal to or exceeding the Major Shareholder Threshold, to submit reports or materials that could be helpful concerning the status of the business or property of that Insurance Company, indicating the reasons therefor.

(保険主要株主に対する立入検査)

(On-Site Inspection of an Insurance Company's Major Shareholders)

第二百七十一条の十三 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため、第一百二十九条第一項の規定による保険会社に対する立入り、質問又は検査を行う場合において、特に必要があると認めるときは、その必要の限度において、当該職員に当該保険会社の主要株主基準値以上の数の議決権の保有者である保険主要株主の事務所その他の施設に立ち入らせ、当該保険会社若しくは当該保険主要株主の業務若しくは財産の状況に関し質問させ、又は当該保険主要株主の帳簿書類その他の物件を検査させることができる。

Article 271-13 (1) If and to the extent that the Prime Minister finds it particularly necessary for protecting Policyholders, etc. and for ensuring the sound and appropriate business operation of an Insurance Company in carrying out the entry, questioning, or inspection of the Insurance Company under the provisions of Article 129, paragraph (1), the Prime Minister may have an official to enter an office or any other facility of an Insurance Company's Major Shareholder that holds a number of voting rights in the relevant Insurance Company equal to or exceeding the Major Shareholder Threshold, ask questions concerning the status of the business or property of the Insurance Company or the Insurance Company's Major Shareholder, or

inspect books and documents and other items of the Insurance Company's Major Shareholder.

2 前項の規定による立入り、質問又は検査をする職員は、その立入り、質問又は検査の相手方にその理由を示さなければならない。

(2) The official that carries out the entry, questioning, or inspection pursuant to the provisions of the preceding paragraph must indicate the reason for the entry, questioning, or inspection to the other party.

(保険主要株主に対する措置命令)

(Order for an Insurance Company's Major Shareholder to Take Measures)

第二百七十一条の十四 内閣総理大臣は、保険主要株主が第二百七十一条の十一各号に掲げる基準（当該保険主要株主に係る第二百七十一条の十第一項又は第二項ただし書の認可に第三百十条第一項の規定に基づく条件が付されている場合にあっては、当該条件を含む。）に適合しなくなったときは、当該保険主要株主に対し、措置を講ずべき期限を示して、当該基準に適合させるために必要な措置をとるべき旨の命令をすることができる。

Article 271-14 The Prime Minister may, when an Insurance Company's Major Shareholder no longer conforms to the standards listed in the items of Article 271-11 (in the case where conditions are imposed on the authorization set forth in Article 271, paragraph (1) or the proviso to Article 271, paragraph (2) pertaining to that Insurance Company's Major Shareholder, based on the provisions of Article 310, paragraph (1), such standards are to include those conditions), order that Insurance Company's Major Shareholder to take necessary measures for conforming to the standards by designating the time limit for taking the measures.

(保険主要株主に対する改善計画の提出の要求等)

(Request for an Insurance Company's Major Shareholder to Submit an Improvement Plan)

第二百七十一条の十五 内閣総理大臣は、保険主要株主（保険会社の総株主の議決権の百分の五十を超える議決権の保有者に限る。以下この条において同じ。）の業務又は財産の状況（保険主要株主が会社その他の法人である場合にあっては、当該保険主要株主の子会社その他の当該保険主要株主と内閣府令で定める特殊の関係のある会社の財産の状況を含む。）に照らして、当該保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため特に必要があると認めるときは、その必要の限度において、当該保険主要株主に対し、措置を講ずべき事項及び期限を示して、当該保険会社の経営の健全性を確保するための改善計画の提出を求め、若しくは提出された改善計画の変更を命じ、又はその必要の限度において監督上必要な措置を命ずることができる。

Article 271-15 (1) If and to the extent that the Prime Minister finds it particularly necessary for protecting the Policyholders, etc. and for ensuring

the sound and appropriate business operation of an Insurance Company in light of the status of business or property (in the case that the Insurance Company's Major Shareholder is a company or any other corporation, this includes the status of property of Subsidiary Companies of the Insurance Company's Major Shareholder or any other companies to which it is specially related as specified by Cabinet Office Order to the Insurance Company's Major Shareholder) of the Insurance Company's Major Shareholder (limited to a person who holds voting rights exceeding 50 percent of all shareholders' voting rights in the Insurance Company; hereinafter the same applies in this Article), the Prime Minister may request the Insurance Company's Major Shareholder to submit an improvement plan for ensuring soundness in the business operation of the Insurance Company or order amendment of the submitted improvement plan by designating the particulars with regard to which measures must be taken and the time limit therefor, or may, to the extent necessary for achieving this, order measures necessary for supervision.

- 2 内閣総理大臣は、保険主要株主に対し前項の規定による命令をした場合において、当該命令に係る措置の実施の状況に照らして必要があると認めるときは、当該保険主要株主がその総株主の議決権の百分の五十を超える議決権の保有者である保険会社に対し、その業務の健全かつ適切な運営を確保するために必要な措置を命ずることができる。

(2) Where the Prime Minister has issued an Insurance Company's Major Shareholder an order under the preceding paragraph, if the Prime Minister finds it necessary in light of the state of implementation of the measures under that order, the Prime Minister may order the Insurance Company in which the Insurance Company's Major Shareholder holds voting rights exceeding 50 percent of all shareholders' voting rights to take measures necessary for ensuring the sound and appropriate business operation of the Insurance Company.

(保険主要株主に係る認可の取消し等)

(Rescission of the Authorization Granted to an Insurance Company's Major Shareholder)

第二百七十一条の十六 内閣総理大臣は、保険主要株主が法令若しくは法令に基づく内閣総理大臣の処分に違反したとき又は公益を害する行為をしたときは、当該保険主要株主に対し監督上必要な措置を命じ、又は当該保険主要株主の第二百七十一条の十第一項若しくは第二項ただし書の認可を取り消すことができる。この場合において、同条第一項の認可のうち設立に係るものは、当該認可を受けて設立された会社その他の法人である保険主要株主に対して与えられているものとみなす。

Article 271-16 (1) When an Insurance Company's Major Shareholder has violated any laws and regulations or a disposition given by the Prime Minister based on any laws and regulations or has engaged in conduct that harms the

public interest, the Prime Minister may order the Insurance Company's Major Shareholder to take necessary measures for the purpose of supervision, or rescind the authorization set forth in Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2) for the Insurance Company's Major Shareholder. In this case, the authorization set forth in paragraph (1) of that Article that pertains to establishment is deemed to be granted to the company or other corporation that has been established under the authorization which constitutes the relevant Insurance Company's Major Shareholder.

2 保険主要株主は、前項の規定により第二百七十一条の十第一項又は第二項ただし書の認可を取り消されたときは、内閣総理大臣が指定する期間内に保険会社の主要株主基準値以上の数の議決権の保有者でなくなるよう、所要の措置を講じなければならない。

(2) When authorization set forth in Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2) has been rescinded pursuant to the provisions of the preceding paragraph, an Insurance Company's Major Shareholder must take necessary measures for ceasing to be the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold within a period designated by the Prime Minister.

第三款 雑則

Subsection 3 Miscellaneous Provisions

(外国保険主要株主に対する法律の適用関係)

(Application of This Act to an Insurance Company's Major Foreign Shareholders)

第二百七十一条の十七 保険会社の主要株主基準値以上の数の議決権の保有者であつて外国人又は外国法人であるもの（以下この条において「外国保険主要株主」という。）に対しこの法律を適用する場合における特例及び技術的読替えその他外国保険主要株主に対するこの法律の規定の適用に関し必要な事項は、政令で定める。

Article 271-17 Any special provisions and technical replacement of terms for applying this Act to a foreign national or a foreign corporation that is the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold (hereinafter referred to as an "Insurance Company's Major Foreign Shareholder" in this Article) and any other necessary particulars for the application of the provisions of this Act to an Insurance Company's Major Foreign Shareholders are specified by Cabinet Order.

第三節 保険持株会社に係る特例

Section 3 Special Provisions on Insurance Holding Companies

第一款 通則

Subsection 1 General Provisions

(保険持株会社に係る認可等)

(Authorization to Be Obtained by Insurance Holding Company)

第二百七十一条の十八 次に掲げる取引若しくは行為により保険会社を子会社とする持株会社になろうとする会社又は保険会社を子会社とする持株会社の設立をしようとする者は、あらかじめ、内閣総理大臣の認可を受けなければならない。

Article 271-18 (1) A company which seeks to become a Holding Company whose Subsidiary Companies include an Insurance Company, or a person who seeks to establish such a Holding Company through any of the following transactions or actions must obtain authorization from the Prime Minister in advance:

一 当該会社又はその子会社による保険会社の議決権の取得（担保権の実行による株式の取得その他の内閣府令で定める事由によるものを除く。）

(i) acquisition of Voting Rights in the Insurance Company by the company or its Subsidiary Company (excluding acquisition of shares through exercise of security rights or acquisition of voting rights by any other cause specified by Cabinet Office Order);

二 当該会社の子会社による第三条第一項の免許の取得

(ii) acquisition of the license set forth in Article 3, paragraph (1) by its Subsidiary Company; or

三 その他政令で定める取引又は行為

(iii) any other transaction or action specified by Cabinet Order.

2 前項各号に掲げる取引又は行為以外の事由により保険会社を子会社とする持株会社になった会社（以下「特定持株会社」という。）は、当該事由の生じた日の属する事業年度終了後三月以内に、当該会社が保険会社を子会社とする持株会社になった旨その他の内閣府令で定める事項を内閣総理大臣に届け出なければならない。

(2) When a company becomes a Holding Company whose Subsidiary Companies include an Insurance Company through a cause other than the transactions or actions listed in the items of the preceding paragraph (hereinafter referred to as "Specified Holding Company") must notify the Prime Minister of the fact that it has become a Holding Company whose Subsidiary Companies include an Insurance Company and of other particulars specified by Cabinet Office Order, within three months after the end of the relevant Business Year including the day on which the relevant cause arose.

3 特定持株会社は、前項の事由の生じた日の属する事業年度の終了の日から一年を経過する日（以下この項及び第五項において「猶予期限日」という。）までに保険会社を子会社とする持株会社でなくなるよう、所要の措置を講じなければならない。ただし、当該特定持株会社が、猶予期限日後も引き続き保険会社を子会社とする持株会社であることについて内閣総理大臣の認可を受けた場合は、この限りでない。

(3) A Specified Holding Company must take necessary measures to stop being a Holding Company whose Subsidiary Companies include an Insurance Company

by the day on which one year has elapsed from the end of the Business Year that contains the day on which the cause referred to in the preceding paragraph arose (hereinafter referred to as the "Last Day of the Grace Period" in this paragraph and paragraph (5)); provided, however, that this does not apply to the cases where the relevant Specified Holding Company has obtained authorization from the Prime Minister to continue being a Holding Company whose Subsidiary Companies include an Insurance Company even after the Last Day of the Grace Period.

4 特定持株会社は、前項の規定による措置により保険会社を子会社とする持株会社でなくなったときは、遅滞なく、その旨を内閣総理大臣に届け出なければならない。当該措置によることなく保険会社を子会社とする持株会社でなくなったときも、同様とする。

(4) If a Specified Holding Company has ceased to be a Holding Company whose Subsidiary Companies include an Insurance Company due to the measures required under the preceding paragraph, it must notify the Prime Minister of this without delay. The same applies if a Specified Holding Company has ceased to be a Holding Company whose Subsidiary Companies include an Insurance Company without such measures.

5 内閣総理大臣は、第一項の認可を受けずに同項各号に掲げる取引若しくは行為により保険会社を子会社とする持株会社になった会社若しくは保険会社を子会社とする持株会社として設立された会社又は第三項ただし書の認可を受けることなく猶予期限日後も保険会社を子会社とする持株会社である会社に対し、保険会社を子会社とする持株会社でなくなるよう、所要の措置を講ずることを命ずることができる。

(5) The Prime Minister may order a company that has become a Holding Company whose Subsidiary Companies include an Insurance Company or a person who established such a Holding Company due to any of the transactions or actions listed in the items of paragraph (1) without obtaining the authorization set forth in that paragraph, or a company that continues to be a Holding Company whose Subsidiary Companies include an Insurance Company even after the Last Day of the Grace Period without obtaining the authorization set forth in the proviso to paragraph (3), to take necessary measures to stop being a Holding Company whose Subsidiary Companies include an Insurance Company.

第二百七十一条の十九 内閣総理大臣は、前条第一項又は第三項ただし書の認可の申請があったときは、次に掲げる基準に適合するかどうかを審査しなければならない。

Article 271-19 (1) Whenever an application has been filed for the authorization set forth in paragraph (1) or the proviso to paragraph (3) of the preceding Article, the Prime Minister must examine whether it conforms to the following standards:

一 当該認可の申請をした会社又は当該認可を受けて設立される会社（以下この条に

において「申請者等」という。)及びその子会社(子会社となる会社を含む。第三号において同じ。)の収支の見込みが良好であること。

(i) the company that has filed the application for authorization or which is to be established under the authorization (hereinafter referred to as the "Applicant, etc." in this Article) and its Subsidiary Companies (including companies scheduled to become its Subsidiary Companies; hereinafter the same applies in the following item) have good prospects for income and expenditure of the business;

二 申請者等が、その人的構成等に照らして、その子会社であり、又はその子会社となる保険会社の経営管理を的確かつ公正に遂行することができる知識及び経験を有し、かつ、十分な社会的信用を有する者であること。

(ii) in light of such particulars as its personnel structure, etc., the Applicant, etc. has the knowledge and experience that will enable the Applicant, etc. to perform the business management of an Insurance Company that is or is scheduled to become its Subsidiary Company appropriately and fairly and must have sufficient social credibility;

三 申請者等の子会社の業務の内容が第二百七十一条の二十二第三項各号のいずれにも該当しないものであること。

(iii) the business content of the Subsidiary Company of the Applicant, etc. does not fall under Article 271-22, paragraph (3), items (i) or (ii).

2 保険持株会社(外国の法令に準拠して設立されたものを除く。)は、株式会社であつて次に掲げる機関を置くものでなければならない。

(2) An Insurance Holding Company (excluding one established in accordance with the laws and regulations of the foreign state) must be a stock company that must have the following organs:

一 取締役会

(i) board of directors;

二 監査役会、監査等委員会又は指名委員会等

(ii) board of company auditors, Audit and Supervisory Committee or Nominating Committee, etc.; and

三 会計監査人

(iii) financial auditor.

(保険持株会社の取締役等の適格性等)

(Qualification for Directors of Insurance Holding Company)

第二百七十一条の十九の二 破産手続開始の決定を受けて復権を得ない者又は外国の法令上これと同様に取り扱われている者は、保険持株会社の取締役、執行役又は監査役となることができない。

Article 271-19-2 (1) A person who has become subject to an order commencing bankruptcy proceedings and has not had restored their rights, or a person who is treated the same as such a person under the laws and regulations of a

foreign state, may not be appointed as a director, executive officer or auditor of an Insurance Holding Company.

2 会社法第三百三十一条第二項ただし書（取締役の資格等）（同法第三百三十五条第一項（監査役の資格等）において準用する場合を含む。）、第三百三十二条第二項（取締役の任期）（同法第三百三十四条第一項（会計参与の任期）において準用する場合を含む。）、第三百三十六條第二項（監査役の任期）及び第四百二条第五項ただし書（執行役の選任等）の規定は、保険持株会社については、適用しない。

(2) The following provisions of the Companies Act does not apply to an Insurance Holding Company: the proviso to Article 331, paragraph (2) (Qualifications of Directors) (including the cases where it is applied mutatis mutandis pursuant to Article 335, paragraph (1) (Qualifications of Company Auditors) of that Act), Article 332, paragraph (2) (Directors' Terms of Office) (including the cases where it is applied mutatis mutandis pursuant to Article 334, paragraph (1) (Accounting Advisors' Terms of Office) of that Act), Article 336, paragraph (2) (Company Auditors' Terms of Office) and the proviso to Article 402, paragraph (5) (Election of Executive Officers).

3 保険持株会社は、持分会社の無限責任社員又は業務を執行する社員となることのできない。

(3) An Insurance Holding Company may not become an unlimited partner or a partner who executes the business of a membership company.

（保険主要株主に係る規定の準用）

(Mutatis Mutandis Application of Provisions on an Insurance Company's Major Shareholders)

第二百七十一条の二十 第二百七十一条の十七の規定は、保険会社を子会社とする持株会社であって外国の法令に準拠して設立されたものについて準用する。

Article 271-20 The provisions of Article 271-17 apply mutatis mutandis to a Holding Company whose Subsidiary Companies include an Insurance Company which was established in accordance with the laws and regulations of a foreign state.

第二款 業務及び子会社

Subsection 2 Business and Subsidiary Companies

（保険持株会社の業務範囲等）

(Scope of Business of an Insurance Holding Company)

第二百七十一条の二十一 保険持株会社は、その子会社である保険会社及び第二百七十一条の二十二第一項第二号の二から第十五号までに掲げる会社並びにこれらの会社以外の会社で同項又は同条第四項ただし書の規定による内閣総理大臣の承認を受けて子会社とした会社の経営管理を行うこと並びにこれに附帯する業務のほか、他の業務を営むことができない。

Article 271-21 (1) An Insurance Holding Company may not conduct business other than managing the operations of the Insurance Companies which are its Subsidiary Companies, the companies listed in Article 271-22, paragraph (1), items (ii)-2 to (xv), and any other company that has become its Subsidiary Company with the approval of the Prime Minister under Article 271-22, paragraph (1) or the proviso to Article 271-22, paragraph (4), or any other business incidental thereto.

2 保険持株会社は、その業務を営むに当たっては、その子会社である保険会社の業務の健全かつ適切な運営の確保に努めなければならない。

(2) An Insurance Holding Company must strive to ensure the sound and appropriate business operation of the Insurance Companies which are its Subsidiary Companies.

(顧客の利益の保護のための体制整備)

(Establishment of a System for the Protection of Customers' Interests)

第二百七十一条の二十一の二 保険持株会社は、その子会社である保険会社又は当該保険持株会社の親金融機関等若しくは子金融機関等が行う取引に伴い、当該保険持株会社の子会社である保険会社又は当該保険持株会社の子金融機関等が行う業務（保険業その他の内閣府令で定める業務に限る。）に係る顧客の利益が不当に害されることのないよう、内閣府令で定めるところにより、当該業務に関する情報を適正に管理し、かつ、当該業務の実施状況を適切に監視するための体制の整備その他必要な措置を講じなければならない。

Article 271-21-2 (1) When an Insurance Company that is the Subsidiary Company of an Insurance Holding Company, or the Parent Financial Institution, etc. or Subsidiary Financial Institution, etc. of the Insurance Holding Company conducts a transaction, that Insurance Holding Company, pursuant to the provisions of Cabinet Office Order, must properly manage the information on business conducted by the Insurance Company which is the Subsidiary Company of that Insurance Holding Company or by its Subsidiary Financial Institutions, etc. (limited to the Insurance Business and any other business specified by Cabinet Office Order) and establish a system for properly supervising the status of implementation of the relevant business or taking any other measures necessary so that the interests of the customer of the relevant business will not be unjustly impaired.

2 前項の「親金融機関等」とは、保険持株会社の総株主の議決権の過半数を保有している者その他の当該保険持株会社と密接な関係を有する者として政令で定める者のうち、保険会社、銀行、金融商品取引業者その他政令で定める金融業を行う者をいう。

(2) The term "Parent Financial Institution, etc." as used in the preceding paragraph means the person who holds the majority of all shareholders' voting rights in an Insurance Holding Company, and any other person that is specified by Cabinet Order as being closely related to the relevant Insurance

Holding Company and which is an Insurance Company, Bank, Financial Instruments Transaction Business Operator, or any other person conducting financial business that is specified by Cabinet Order.

3 第一項の「子金融機関等」とは、保険持株会社が総株主等の議決権の過半数を保有している者その他の当該保険持株会社と密接な関係を有する者として政令で定める者のうち、保険会社（当該保険持株会社の子会社である保険会社を除く。）、銀行、金融商品取引業者その他政令で定める金融業を行う者をいう。

(3) The term "Subsidiary Financial Institution, etc." as used in paragraph (1) means a person in which an Insurance Holding Company holds the majority of All Shareholders' Voting Rights, and any other person specified by Cabinet Order as being closely related to the relevant Insurance Holding Company and which is an Insurance Company (excluding Insurance Companies which are Subsidiary Companies of the relevant Insurance Holding Company), Bank, Financial Instruments Transaction Business Operator, or any other person conducting financial business that is specified by Cabinet Order.

（保険持株会社の子会社の範囲等）

(Scope of Subsidiary Companies of an Insurance Holding Company)

第二百七十一条の二十二 保険持株会社は、次に掲げる会社以外の会社を子会社としようとするときは、あらかじめ、内閣総理大臣の承認を受けなければならない。

Article 271-22 (1) An Insurance Holding Company must receive the advance approval of the Prime Minister if it seeks to make any company other than the following its Subsidiary Company:

一 生命保険会社

(i) a Life Insurance Company;

二 損害保険会社

(ii) a Non-Life Insurance Company;

二の二 少額短期保険業者

(ii)-2 Small Amount and Short Term Insurance Company;

三 銀行

(iii) a bank;

四 長期信用銀行

(iv) a Long Term Credit Bank;

四の二 資金移動専門会社

(iv)-2 a Company Specialized in Fund Transfers;

五 証券専門会社

(v) a Company Specializing in Securities;

六 証券仲介専門会社

(vi) a Company Specializing in Securities Intermediation;

七 信託専門会社

(vii) a Company Specializing in Trusts;

八 保険業を行う外国の会社

(viii) a foreign company that conducts Insurance Business;

九 銀行業を営む外国の会社（前号に掲げる会社に該当するものを除く。）

(ix) foreign companies which operate in the Banking business (other than a company falling under the preceding item);

十 有価証券関連業を行う外国の会社（前二号に掲げる会社に該当するものを除く。）

(x) a foreign company that conducts any Securities Services (other than a company falling under either of the preceding two items);

十一 信託業を営む外国の会社（前三号に掲げる会社に該当するものを除く。）

(xi) foreign companies which operate in the Trust Business (other than a company falling under any of the preceding three items);

十二 次に掲げる業務を専ら営む会社（イに掲げる業務を営む会社にあつては、主として当該保険持株会社、その子会社（第一号、第二号及び第八号に掲げる者に限る。第五項において同じ。）その他これらに類する者として内閣府令で定めるものの行う業務のためにその業務を営んでいる会社に限る。）

(xii) companies which exclusively conduct the following business (limited, in case of those conducting business specified in (a) below, to companies that conduct such business mainly for business being conducted by the relevant Insurance Holding Company, its Subsidiary Companies (limited to persons that fall under any of the categories in items (i), (ii) and (viii); the same applies in paragraph (5)) or other entities specified by Cabinet Office Order as being similar thereto):

イ 保険会社又は第二号の二から前号までに掲げる会社の行う業務に従属する業務として内閣府令で定めるもの（第五項において「従属業務」という。）

(a) business specified by Cabinet Office Order as being dependent on the business of an Insurance Company or any of the companies listed in item (ii)-2 to the preceding item (referred to as "Dependent Services" in paragraph (5)); or

ロ 第六十六条第二項第二号に掲げる金融関連業務

(b) Finance-Related Services listed in Article 106, paragraph (2), item (ii);

十三 新たな事業分野を開拓する会社又は経営の向上に相当程度寄与すると認められる新たな事業活動を行う会社として内閣府令で定める会社（当該会社の総株主等の議決権に内閣府令で定める割合を乗じて得た数を超える議決権を、前号に掲げる会社で内閣府令で定めるものが保有しているものに限る。）

(xiii) companies specified by Cabinet Office Order as those exploring new business fields or conducting new business activities found to contribute considerably to the improvement of management (limited to a company in which a person specified by Cabinet Office Order provided for in the preceding item holds voting rights exceeding the number calculated by multiplying All Shareholders' Voting Rights in the company by the rate

specified by Cabinet Office Order);

十四 前各号及び次号に掲げる会社のみを子会社とする持株会社で内閣府令で定めるもの（当該持株会社になることを予定している会社を含む。）

(xiv) a Holding Company whose only Subsidiary Companies are companies listed in the preceding items and the following item and to be specified by Cabinet Office Order (including a company that is scheduled to become such Holding Company); or

十五 前各号に掲げる会社のみを子会社とする外国の会社であって、持株会社と同種のもの又は持株会社に類似するもの（当該会社になることを予定している会社を含み、前号に掲げる会社に該当するものを除く。）

(xv) a foreign company whose only Subsidiary Companies are companies listed in the preceding items, which are identical in type with a Holding Company or similar to a Holding Company (including a company that is scheduled to become such company, and excluding a company which falls under the preceding items).

2 前項の承認を受けようとする保険持株会社は、当該承認の申請に係る会社の業務の内容、資本金の額、人的構成その他の内閣府令で定める事項を記載した申請書を内閣総理大臣に提出しなければならない。

(2) An Insurance Holding Company that seeks to receive the approval set forth in the preceding paragraph must submit to the Prime Minister a written application detailing the business content, amount of capital and human resource structure of the company covered by the application for approval, as well as other particulars specified by Cabinet Office Order.

3 内閣総理大臣は、第一項の承認の申請があったときは、当該申請に係る会社が行い、又は行おうとする業務の内容が、次の各号のいずれかに該当する場合を除き、その承認をしなければならない。

(3) Whenever an application has been filed for the approval set forth in paragraph (1), unless the content of the business that the company to which the application pertains conducts or seeks to conduct falls under any of the following cases, the Prime Minister must give such approval:

一 当該業務の内容が、次のイ又はロに該当することから、当該申請をした保険持株会社の子会社である保険会社の社会的信用を失墜させるおそれがあること。

(i) it poses the risk of undermining the social credibility of the Insurance Companies which are Subsidiary Companies of the Insurance Holding Company that filled the application because it falls under either (a) or (b), below:

イ 当該業務の内容が、公の秩序又は善良の風俗を害するおそれがあること。

(a) it may harm the public policy and good morals; or

ロ 当該業務の内容が、国民生活の安定又は国民経済の健全な発展を妨げるおそれがあること。

(b) it may preclude the stable lives of the citizenry or sound development of

the national economy; or

二 当該業務の内容が、当該申請に係る会社の資本金の額、人的構成等に照らして、当該申請に係る会社の経営の健全性を損なう危険性が大きく、かつ、その経営の健全性が損なわれた場合には、当該申請をした保険持株会社の子会社である保険会社の経営の健全性が損なわれることとなるおそれがあること。

(ii) it is likely to damage the soundness of management of the company covered by the application in light of the amount of capital, human resource structure, etc. of the company, and any such damage to its managerial soundness in turn poses the risk of damaging the soundness of management of the Insurance Companies which are Subsidiary Companies of the Insurance Holding Company that filled the application.

4 第一項の規定は、同項各号に掲げる会社以外の会社が、保険持株会社又はその子会社の担保権の実行による株式又は持分の取得、保険持株会社又はその子会社による同項第十三号に掲げる会社の株式又は持分の取得その他内閣府令で定める事由により当該保険持株会社の子会社となる場合には、適用しない。ただし、当該保険持株会社は、その子会社となった当該会社を引き続き子会社とすることについて内閣総理大臣の承認を受けた場合を除き、当該会社が当該事由（当該保険持株会社又はその子会社による同号に掲げる会社の株式又は持分の取得その他内閣府令で定める事由を除く。）の生じた日から一年を経過する日までに子会社でなくなるよう、所要の措置を講じなければならない。

(4) The provisions of paragraph (1) do not apply where a company other than those listed in the items of the same paragraph becomes a Subsidiary Company of the Insurance Holding Company as a result of the acquisition of shares or equity interests through the exercise of a security rights by the Insurance Holding Company or any of its Subsidiary Companies, acquisition of shares or equity interests in a company listed in item (viii) of that paragraph by the Insurance Holding Company or its Subsidiary Companies, or any other event to be specified by Cabinet Office Order; provided, however, that the Insurance Holding Company, unless the Prime Minister approves that such company continue to be its Subsidiary Company, must take necessary measures for ensuring that the company will cease to be its Subsidiary Company within one year from the date of such event (excluding an acquisition of shares or equity interests in a company listed in that item (viii) by the Insurance Holding Company or its Subsidiary Companies, or any other events specified by Cabinet Office Order).

5 第一項第十二号の場合において、会社が主として保険持株会社、その子会社その他これらに類する者として内閣府令で定めるものの行う業務のために従属業務を営んでいるかどうかの基準は、内閣総理大臣が定める。

(5) In the case referred to in paragraph (1), item (xii), the Prime Minister is to set the standards for to determining whether a company primarily performs Dependent Services for business conducted by the Insurance Holding Company,

its Subsidiary Companies or any other similar company specified by Cabinet Office Order.

- 6 保険持株会社が、銀行若しくは長期信用銀行を子会社とすることにより銀行持株会社（銀行法第二条第十三項（定義等）に規定する銀行持株会社をいう。以下この項及び第二百七十二条の三十九第六項において同じ。）若しくは長期信用銀行持株会社（長期信用銀行法第十六条の四第一項（子会社の範囲等）に規定する長期信用銀行持株会社をいう。以下この項及び第二百七十二条の三十九第六項において同じ。）になろうとする場合又は銀行持株会社若しくは長期信用銀行持株会社である場合には、前各項の規定を適用せず、銀行法又は長期信用銀行法の相当規定の定めるところによる。
- (6) The relevant provisions of the Banking Act or the Long Term Credit Bank Act apply in lieu of the provisions of the preceding paragraphs to any Insurance Holding Company that seeks to become a Bank Holding Company (meaning a Bank Holding Company as defined in Article 2, paragraph (13) (Definitions, etc.) of the Banking Act; the same applies hereafter in this paragraph as well as in Article 272-39, paragraph (6)) or a Long Term Credit Bank Holding Company (meaning a Long Term Credit Bank Holding Company as defined in Article 16-4, paragraph (1) (Scope of Subsidiary Companies, etc.) of the Long Term Credit Bank Act; the same applies hereafter in this paragraph as well as in Article 272-39, paragraph (6)) by making a bank or Long Term Credit Bank its Subsidiary Company, or that already is a Bank Holding Company or Long Term Credit Bank Holding Company.

第三款 経理

Subsection 3 Accounting

（保険持株会社の事業年度）

(Business Year of Insurance Holding Companies)

第二百七十一条の二十三 保険持株会社の事業年度は、四月一日から翌年三月三十一日までとする。

Article 271-23 The business year of an Insurance Holding Company operates from 1 April to 31 March of the next year.

（保険持株会社に係る業務報告書等）

(Insurance Holding Companies' Business Reports)

第二百七十一条の二十四 保険持株会社は、事業年度ごとに、当該保険持株会社及びその子会社その他の当該保険持株会社と内閣府令で定める特殊の関係のある会社（以下この款及び次款において「子会社等」という。）の業務及び財産の状況を連結して記載した中間業務報告書及び業務報告書を作成し、内閣総理大臣に提出しなければならない。

Article 271-24 (1) An Insurance Holding Company, for each business year, must prepare for submission to the Prime Minister an interim business report and

business report describing in a consolidated manner the status of business or property of the Insurance Holding Company, and its Subsidiary Companies and any other company to which it is specially related as specified by Cabinet Office Order (referred to as "Subsidiary Companies, etc." hereafter in this Subsection as well as in the following Subsection)

2 中間業務報告書及び業務報告書の記載事項、提出期日その他中間業務報告書及び業務報告書に関し必要な事項は、内閣府令で定める。

(2) The particulars for inclusion in the interim business report and business report, submission dates, and other necessary particulars of those reports are specified by Cabinet Office Order.

(保険持株会社に係る業務及び財産の状況に関する説明書類の縦覧等)

(Public Inspection of Explanatory Documents on the Status of Business and Property Pertaining to Insurance Holding Company)

第二百七十一条の二十五 保険持株会社は、事業年度ごとに、当該保険持株会社及びその子会社等の業務及び財産の状況に関する事項として内閣府令で定めるものを当該保険持株会社及び当該子会社等につき連結して記載した説明書類を作成し、当該保険持株会社の子会社である保険会社の本店及び支店その他これに準ずる場所として内閣府令で定める場所に備え置き、公衆の縦覧に供しなければならない。

Article 271-25 (1) An Insurance Holding Company, for each business year, must prepare explanatory documents describing, with regard to the Insurance Holding Company and its Subsidiary Companies, etc., the particulars specified by Cabinet Office Order as pertaining to the status of the business and property of the Insurance Holding Company and its Subsidiary Companies, etc. in a consolidated manner, and keep them for public inspection in the head office and branch offices of the Insurance Companies which are Subsidiary Companies of that Insurance Holding Company or any other equivalent place specified by Cabinet Office Order.

2 前項の説明書類は、電磁的記録をもって作成することができる。

(2) The explanatory documents set forth in the preceding paragraph may be prepared in the form of an electronic or magnetic record.

3 第一項の説明書類が電磁的記録をもって作成されているときは、保険持株会社の子会社である保険会社の本店及び支店その他これに準ずる場所として内閣府令で定める場所において、当該電磁的記録に記録された情報を電磁的方法により不特定多数の者が提供を受けることができる状態に置く措置として内閣府令で定めるものをとることができる。この場合においては、同項の説明書類を同項の規定により備え置き、公衆の縦覧に供したものとみなす。

(3) Where the explanatory documents set forth in paragraph (1) are prepared in the form of an electronic or magnetic record, the Insurance Holding Company may take the measures to be specified by Cabinet Office Order as measures to ensure that the information recorded in the electronic or magnetic record is

available to many and unspecified persons by electronic or magnetic means at the head office and branch offices of the Insurance Companies which are Subsidiary Companies of that Insurance Holding Company or any other equivalent place to be specified by Cabinet Office Order. In this case, the explanatory documents set forth in that paragraph are deemed to be kept for public inspection pursuant to the provisions of that paragraph.

4 前三項に定めるもののほか、第一項の説明書類を公衆の縦覧に供する期間その他これらの規定の適用に関し必要な事項は、内閣府令で定める。

(4) Beyond what is provided in the preceding three paragraphs, the period for making the documents set forth in paragraph (1) available for public inspection and any other necessary particulars involved in the application of these provisions of preceding paragraphs are specified by Cabinet Office Order.

5 保険持株会社は、第一項に規定する事項のほか、当該保険持株会社の子会社である保険会社の保険契約者その他の顧客が当該保険持株会社及びその子会社等の業務及び財産の状況を知るために参考となるべき事項の開示に努めなければならない。

(5) An Insurance Holding Company must endeavor to disclose, in addition to what is set forth in paragraph (1), any particular that would be helpful for the Policyholders and other customers of the Insurance Companies which are its Subsidiary Companies to know the status of the business and property of the Insurance Holding Company and its Subsidiary Companies, etc.

(保険持株会社の事業報告等の記載事項)

(Particulars for Inclusion in the Business Reports of an Insurance Holding Company)

第二百七十一条の二十六 保険持株会社が会社法第四百三十五条第二項（計算書類等の作成）の規定により作成する保険持株会社の事業報告及び附属明細書の記載事項は、内閣府令で定める。

Article 271-26 The particulars for inclusion in the business report and supplementary schedules prepared by an Insurance Holding Company pursuant to the provisions of Article 435, paragraph (2) (Preparation and Retention of Financial Statements, etc.) of the Companies Act, are specified by Cabinet Office Order.

第四款 監督

Subsection 4 Supervision

(保険持株会社等による報告又は資料の提出)

(Submission of Reports or Materials by Insurance Holding Company)

第二百七十一条の二十七 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため、第二百二十八条第一項の規定により保険会社に対し報告又は資料の提出を求める場合において、特に必要があると認めるときは、当

該保険会社を子会社とする保険持株会社、当該保険持株会社の子法人等（子会社その他当該保険持株会社がその経営を支配している法人として内閣府令で定めるものをいう。次項並びに次条第二項及び第四項において同じ。）又は当該保険持株会社から業務の委託を受けた者（その者から委託（二以上の段階にわたる委託を含む。）を受けた者を含む。次項並びに同条第二項及び第四項において同じ。）に対し、その理由を示した上で、当該保険会社の業務又は財産の状況に関し参考となるべき報告又は資料の提出を求めることができる。

Article 271-27 (1) In requesting an Insurance Company to submit a report or materials pursuant to the provisions of Article 128, paragraph (1), if the Prime Minister finds it particularly necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of the Insurance Company, the Prime Minister may request the Insurance Holding Company of which the Insurance Company is a Subsidiary Company that Insurance Holding Company's Subsidiary Corporation, etc. (meaning a Subsidiary Company or any other corporation specified by Cabinet Office Order as one whose operations are controlled by the Insurance Holding Company; the same applies in the following paragraph, and paragraphs (2) and (4) of the following Article), or a person the Insurance Holding Company has entrusted with its business (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements); the same applies in the following paragraph, and paragraphs (2) and (4)), to submit a report or materials that should serve as reference regarding the status of the business or property of the Insurance Company, indicating the reason therefor.

2 保険持株会社の子法人等又は当該保険持株会社から業務の委託を受けた者は、正当な理由があるときは、前項の規定による報告又は資料の提出を拒むことができる。

(2) An Insurance Holding Company's Subsidiary Corporation, etc. or a person that an Insurance Holding Company has entrusted with its business may refuse to submit reports or materials under the preceding paragraph if there are justifiable grounds for it to do so.

（保険持株会社等に対する立入検査）

(On-Site Inspection of an Insurance Holding Company)

第二百七十一条の二十八 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため、第百二十九条第一項の規定による保険会社に対する立入り、質問又は検査を行う場合において、特に必要があると認めるときは、その必要の限度において、当該職員に当該保険会社を子会社とする保険持株会社の事務所その他の施設に立ち入らせ、当該保険会社若しくは当該保険持株会社の業務若しくは財産の状況に関し質問させ、又は当該保険持株会社の帳簿書類その他の物件を検査させることができる。

Article 271-28 (1) If and to the extent that the Prime Minister finds it particularly necessary for protecting the Policyholders, etc. and for ensuring

the sound and appropriate business operation of the Insurance Company in making an entry, asking questions, or conducting inspection in an Insurance Company pursuant to the provisions of Article 129, paragraph (1), the Prime Minister may have their officials enter an office or any other facility of the Insurance Holding Company of which the Insurance Company is a Subsidiary Company to ask questions on the status of the business or property of the Insurance Company or Insurance Holding Company, or inspect the books and documents and other materials of the Insurance Holding Company.

2 内閣総理大臣は、保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため、第百二十九条第一項の規定による保険会社に対する立入り、質問又は検査を行う場合において、特に必要があると認めるときは、その必要の限度において、当該職員に当該保険会社を子会社とする保険持株会社の子法人等若しくは当該保険持株会社から業務の委託を受けた者の営業所その他の施設に立ち入らせ、当該保険会社に対する質問若しくは検査に必要な事項に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

(2) If and to the extent that the Prime Minister finds it particularly necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of the Insurance Company in making an entry, asking questions, or conducting inspection in an Insurance Company pursuant to the provisions of Article 129, paragraph (1), the Prime Minister may have their officials enter the business office or any other facility of an Insurance Holding Company's Subsidiary Corporation, etc. of which the Insurance Company is a Subsidiary Company or the business office or any other facility of a person the Insurance Holding Company has entrusted with its business, have such officials question the Insurance Company or ask questions about any particulars that are necessary for their inspection, or have such officials inspect books and documents and other materials.

3 前二項の規定による立入り、質問又は検査をする職員は、その立入り、質問又は検査の相手方にその理由を示さなければならない。

(3) The personnel who make an entry, ask questions or conduct inspection under the preceding two paragraphs must indicate to the other party the reason for such entry, questioning or inspection.

4 前条第二項の規定は、第二項の規定による保険持株会社の子法人等又は当該保険持株会社から業務の委託を受けた者に対する質問及び検査について準用する。

(4) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the questioning and inspection of an Insurance Holding Company's Subsidiary Corporation, etc. or of a person that an Insurance Holding Company has entrusted with its business under paragraph (2).

(保険持株会社に係る健全性の基準)

(Standards for Soundness of Insurance Holding Companies)

第二百七十一条の二十八の二 内閣総理大臣は、次に掲げる額を用いて、保険持株会社及びその子会社等の経営の健全性を判断するための基準として当該保険持株会社の子会社である保険会社における保険金等の支払能力の充実の状況が適当であるかどうかの基準を定めることができる。

Article 271-28-2 The Prime Minister may use the following amounts and establish standards regarding whether or not Insurance Companies which are owned by an Insurance Holding Company as its Subsidiary Companies have an appropriate level of solvency in terms of their ability to pay Insurance Proceeds, etc. as the standards by which the soundness of the business management of the Insurance Holding Company and its Subsidiary Companies, etc. is determined:

一 保険持株会社及びその子会社等における資本金、準備金その他の内閣府令で定めるものの額の合計額

(i) total amount of capital, funds and reserves and other items of the Insurance Holding Company and its Subsidiary Companies specified by Cabinet Office Order; and

二 当該保険持株会社の子会社等が引き受けている保険に係る保険事故の発生その他の理由により発生し得る危険であって通常の予測を超えるものに対応する額として内閣府令で定めるところにより計算した額

(ii) amount calculated pursuant to the provisions of Cabinet Office Order as the amount for coping with possible risks exceeding standard predictions that may occur due to any events pertaining to the insurance being underwritten by the Subsidiary Companies, etc. of the Insurance Holding Company, such as insured events.

(保険持株会社に対する改善計画の提出の要求等)

(Request for Submission of Improvement Plan by an Insurance Holding Company)

第二百七十一条の二十九 内閣総理大臣は、保険持株会社の業務又は保険持株会社及びその子会社等の財産の状況に照らして、当該保険持株会社の子会社である保険会社の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、当該保険持株会社に対し、措置を講ずべき事項及び期限を示して、当該保険会社の経営の健全性を確保するための改善計画の提出を求め、若しくは提出された改善計画の変更を命じ、又はその必要の限度において監督上必要な措置を命ずることができる。

Article 271-29 (1) If the Prime Minister finds it necessary for ensuring the sound and proper business operation of Insurance Companies which are Subsidiary Companies of an Insurance Holding Company and for protecting the Policyholders, etc., in light of the status of the business of the relevant Insurance Holding Company or the property of the Insurance Holding Company and its Subsidiary Companies, etc., the Prime Minister may request

the Insurance Holding Company to submit an improvement plan for ensuring soundness in the management of the relevant Insurance Companies by designating particulars with regard to which measures must be taken and the time limit thereof, or may order, to the extent necessary for achieving this, measures necessary for supervision.

2 前項の規定による命令（改善計画の提出を求めることを含む。次項において同じ。）であって、保険持株会社の子会社である保険会社における保険金等の支払能力の充実の状況によって必要があると認めるときにするものは、保険持株会社の子会社である保険会社における保険金等の支払能力の充実の状況に係る区分に応じ内閣府令・財務省令で定めるものでなければならない。

(2) An order under the preceding paragraph (including the request for submission of an improvement program; the same applies in the following paragraph) that is issued when it is found to be necessary due to the level of solvency of the Insurance Company which is owned by an Insurance Holding Company as its Subsidiary Company in terms of the Insurance Company's ability to pay Insurance Proceeds, etc. must be an order specified by Cabinet Office Order or Order of the Ministry of Finance for the category that corresponds to the level of solvency of the Insurance Company which is owned by an Insurance Holding Company as its Subsidiary Company in terms of the Insurance Company's ability to pay Insurance Proceeds, etc.

3 内閣総理大臣は、保険持株会社に対し第一項の規定による命令をした場合において、当該命令に係る措置の実施の状況に照らして特に必要があると認めるときは、当該保険持株会社の子会社である保険会社に対し、その業務の健全かつ適切な運営を確保するために必要な措置を命ずることができる。

(3) Having given an order under paragraph (1) to an Insurance Holding Company and finding it particularly necessary in light of conditions regarding the implementation of the ordered measures, the Prime Minister may order the Insurance Companies which are Subsidiary Companies of that Insurance Holding Company to take necessary measures for ensuring sound and appropriate business operation.

（保険持株会社に係る認可の取消し等）

(Rescission of Authorization Pertaining to an Insurance Holding Company)

第二百七十一条の三十 内閣総理大臣は、保険持株会社が法令、定款若しくは法令に基づく内閣総理大臣の処分に違反したとき、又は公益を害する行為をしたときは、当該保険持株会社に対しその取締役、執行役、会計参与、監査役若しくは会計監査人の解任その他監督上必要な措置を命じ、若しくは当該保険持株会社の第二百七十一条の十八第一項若しくは第三項ただし書の認可を取り消し、又は当該保険持株会社の子会社である保険会社に対しその業務の全部若しくは一部の停止を命ずることができる。この場合において、同条第一項の認可のうち設立に係るものは、当該認可を受けて設立された保険持株会社に対して与えられているものとみなす。

Article 271-30 (1) When an Insurance Holding Company has violated a law or regulation, its articles of incorporation or any disposition of the Prime Minister pursuant to a law or regulation, or has engaged in any conduct that harms the public interest, the Prime Minister may order the Insurance Holding Company to dismiss its directors, executive officers, accounting advisors, company auditors or accounting auditors or to take necessary measures for the purpose of supervision, rescind the authorization given to the Insurance Holding Company under Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3), or order the Insurance Companies which are Subsidiary Companies of that Insurance Holding Company to suspend its business in whole or in part. In this case, the authorization set forth in paragraph (1) of that Article that was granted for establishment of the Insurance Holding Company is deemed to be granted to the Insurance Holding Company established under the authorization.

2 保険持株会社は、前項の規定により第二百七十一条の十八第一項又は第三項ただし書の認可を取り消されたときは、内閣総理大臣が指定する期間内に保険会社を子会社とする持株会社でなくなるよう、所要の措置を講じなければならない。

(2) When the authorization set forth in Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3) is rescinded pursuant to the provisions of the preceding paragraph, an Insurance Holding Company must take necessary measures to ensure that it will stop being a Holding Company whose Subsidiary Companies include an Insurance Company within a period designated by the Prime Minister.

3 前項に規定する措置が講じられた場合において、当該措置を講じた会社がなお保険会社の主要株主基準値以上の数の議決権の保有者であるときは、当該措置を講じた日を第二百七十一条の十第二項に規定する事由の生じた日とみなして、同項の規定を適用する。

(3) When the measures prescribed in the preceding paragraph have been taken, the day on which such measures were taken are deemed to be the date of occurrence of the event set forth in Article 171-10, paragraph (2) for the purpose of applying the provisions of the preceding paragraph where the company that has taken such measures continues to be the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold.

4 内閣総理大臣は、保険会社を子会社とする持株会社が次の各号のいずれかに該当する場合において必要があると認めるときは、当該持株会社の子会社である保険会社に対し、その業務の全部又は一部の停止を命ずることができる。

(4) If a Holding Company whose Subsidiary Companies include an Insurance Company falls under any of the following items and the Prime Minister finds it to be necessary, the Prime Minister may order the Insurance Companies which are Subsidiary Companies of that Holding Company to suspend its business in

whole or in part:

一 第二百七十一条の十八第一項の認可を受けずに同項各号に掲げる取引又は行為により保険会社を子会社とする持株会社になったもの

(i) it has become a Holding Company whose Subsidiary Companies include an Insurance Company due to any of the transactions or actions listed in the items of that paragraph without the authorization required in Article 271-18, paragraph (1);

二 第二百七十一条の十八第一項の認可を受けずに保険会社を子会社とする持株会社として設立されたもの

(ii) it was established as a Holding Company whose Subsidiary Companies include an Insurance Company without the authorization required in Article 271-18, paragraph (1);

三 第二百七十一条の十八第三項ただし書の認可を受けることなく同項の猶予期限日後も保険会社を子会社とする持株会社であるもの

(iii) it continues to be a Holding Company whose Subsidiary Companies include an Insurance Company even after the Last Day of the Grace Period set forth in Article 271-18, paragraph (3) without the authorization set forth in the proviso thereto; or

四 第一項の規定により第二百七十一条の十八第一項又は第三項ただし書の認可を取り消された持株会社であって、第二項の規定による措置を講ずることなく同項の内閣総理大臣が指定する期間後も保険会社を子会社とする持株会社であるもの

(iv) it has had the authorization under Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3) rescinded pursuant to the provisions of paragraph (1), and continues to be a Holding Company whose Subsidiary Companies include an Insurance Company after the end of the period designated by the Prime Minister under paragraph (2) without taking the measures set forth in that paragraph.

第五款 雑則

Subsection 5 Miscellaneous Provisions

(保険持株会社に係る合併、会社分割又は事業の譲渡若しくは譲受けの認可)

(Authorization of Merger, Company Split, or Transfer or Acquisition of Business Involving Insurance Holding Company)

第二百七十一条の三十一 保険持株会社を全部又は一部の当事者とする合併（当該合併前に保険持株会社であった一の会社が当該合併後も保険持株会社として存続するものに限る。）は、内閣総理大臣の認可を受けなければ、その効力を生じない。

Article 271-31 (1) Any Merger involving an Insurance Holding Company or Insurance Holding Companies (limited to a merger as a result of which a company that was an Insurance Holding Company before the merger survives as an Insurance Holding Company) is not to be effective without authorization

of the Prime Minister.

2 保険持株会社を当事者とする会社分割（当該会社分割により事業を承継させた保険持株会社又は当該会社分割により事業を承継した保険持株会社が、その会社分割後も引き続き保険持株会社であるものに限る。）は、政令で定めるものを除き、内閣総理大臣の認可を受けなければ、その効力を生じない。

(2) No company split of which an Insurance Holding Company is party (limited to the case where the Insurance Holding Company which had its business succeeded to by another party through the company split or the Insurance Holding Company which succeeded to another party's business through the company split continues to exist as an Insurance Holding Company even after the company split) is effective without authorization of the Prime Minister, except for the cases specified by Cabinet Order.

3 保険持株会社を当事者とする事業の全部又は一部の譲渡又は譲受け（当該事業の譲渡又は譲受けをした保険持株会社が、その譲渡又は譲受け後も引き続き保険持株会社であるものに限る。）は、政令で定めるものを除き、内閣総理大臣の認可を受けなければ、その効力を生じない。

(3) No transfer or acquisition of business where an Insurance Holding Company transfers or acquires the whole or part of its or any other party's business (limited to the case where the Insurance Holding Company which transferred or acquired its or any other party's business continues to exist as an Insurance Holding Company even after the transfer or the acquisition) is effective without authorization of the Prime Minister, except for the cases specified by Cabinet Order.

4 第二百七十一条の十九第一項の規定は、前三項の認可の申請があった場合について準用する。

(4) The provisions of Article 271-19, paragraph (1) apply mutatis mutandis whenever an application has been filed for the authorization set forth in the preceding three paragraphs.

第四節 雑則

Section 4 Miscellaneous Provisions

(届出事項)

(Particulars Requiring Notice)

第二百七十一条の三十二 保険主要株主（保険主要株主であった者を含む。）は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、その旨を内閣総理大臣に届け出なければならない。

Article 271-32 (1) If an Insurance Company's Major Shareholder (including a person who used to be an Insurance Company's Major Shareholder) falls under any of the following items, it must notify the Prime Minister of this pursuant to the provisions of Cabinet Office Order:

- 一 第二百七十一条の十第一項の認可に係る保険主要株主になったとき又は当該認可に係る保険主要株主として設立されたとき。
- (i) if it becomes the Insurance Company's Major Shareholder under the authorization set forth in Article 271-10, paragraph (1) or is formed as the Insurance Company's Major Shareholder subject to such authorization;
- 二 保険会社の総株主の議決権の百分の五十を超える議決権の保有者となったとき。
- (ii) if it comes to hold voting rights exceeding 50 percent of all shareholders' voting rights in the Insurance Company;
- 三 保険会社の主要株主基準値以上の数の議決権の保有者でなくなったとき（第五号の場合を除く。）。
- (iii) if it ceases to be the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold (excluding the case referred to in item (v));
- 四 保険会社の総株主の議決権の百分の五十を超える議決権の保有者でなくなったとき（前号及び次号の場合を除く。）。
- (iv) if it ceases to hold voting rights exceeding 50 percent of all shareholders' voting rights in the Insurance Company (excluding the cases referred to in the preceding and following items);
- 五 解散したとき（設立、株式移転、合併（当該合併により保険会社の主要株主基準値以上の数の議決権の保有者となる会社その他の法人を設立する場合に限る。）又は新設分割を無効とする判決が確定したときを含む。）。
- (v) if it dissolves (including when a judgment invalidating its formation, share transfer, merger (limited to a merger for forming a company or any other corporation that becomes the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold) or incorporation-type split has become final and binding);
- 六 その総株主の議決権の百分の五十を超える議決権が一の株主により取得又は保有されることとなったとき。
- (vi) if its voting rights are acquired or comes to be held by a single shareholder, in excess of 50 percent of all shareholders' voting rights; or
- 七 その他内閣府令で定める場合に該当するとき。
- (vii) if it falls under any other case specified by Cabinet Office Order.
- 2 保険持株会社（保険持株会社であった会社を含む。）は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、その旨を内閣総理大臣に届け出なければならない。
- (2) If an Insurance Holding Company (including a former Insurance Holding Company) falls under any of the following items, it must notify the Prime Minister of this pursuant to the provisions of Cabinet Office Order:
- 一 第二百七十一条の十八第一項の認可に係る保険持株会社になったとき、又は当該認可に係る保険持株会社として設立されたとき。
- (i) if it becomes an Insurance Holding Company subject to the authorization set

- forth in Article 271-18, paragraph (1) or is established as an Insurance Holding Company subject to such authorization;
- 二 保険会社を子会社とする持株会社でなくなったとき（第五号の場合を除く。）。
- (ii) if it stops being a Holding Company whose Subsidiary Companies include an Insurance Company (excluding the case referred to in item (v));
- 三 第二百七十一条の二十二第一項各号に掲げる会社を子会社としようとするとき（第二百七十一条の三十一第一項から第三項までの規定による認可を受けて合併、会社分割又は事業の譲受けをしようとする場合を除く。）。
- (iii) if it seeks to make any of the companies listed in the items of Article 271-22, paragraph (1) (except when it seeks to merge, split or acquire a business with the authorization set forth in Article 271-31, paragraph (1), (2) or (3)) its Subsidiary Company;
- 四 その子会社が子会社でなくなったとき（第二百七十一条の三十一第二項又は第三項の規定による認可を受けて会社分割又は事業の譲渡をした場合及び第二号の場合を除く。）。
- (iv) if its Subsidiary Company ceases to be its Subsidiary Company (other than due to a company split or business transfer implemented with the authorization set forth in Article 271-31, paragraph (2) or (3), and the case referred to in item (ii));
- 五 解散したとき（設立、株式移転、合併（当該合併により保険会社を子会社とする持株会社を設立するものに限る。）又は新設分割を無効とする判決が確定したときを含む。）。
- (v) if it dissolves (including when a judgment invalidating its incorporation, share transfer, merger (limited to a merger for incorporating a Holding Company whose Subsidiary Companies include an Insurance Company) or incorporation-type split has become final and binding);
- 六 資本金の額を変更しようとするとき。
- (vi) if it seeks to modify the amount of capital;
- 七 その総株主の議決権の百分の五を超える議決権が一の株主により取得又は保有されることとなったとき。
- (vii) if its voting rights are acquired or come to be held by a single shareholder, in excess of 5 percent of all shareholders' voting rights; or
- 八 その他内閣府令で定める場合に該当するとき。
- (viii) if it falls under any other case specified by Cabinet Office Order.
- 3 第二条第十五項の規定は、第一項第六号及び前項第七号に規定する一の株主が取得し、又は保有することとなった保険主要株主又は保険持株会社の議決権について準用する。
- (3) The provisions of Article 2, paragraph (15) apply mutatis mutandis to voting rights in an Insurance Company's Major Shareholder or an Insurance Holding Company which were acquired or have come to be held by the single shareholder set forth in paragraph (1), item (vi) or the preceding paragraph,

item (vii).

(認可の失効)

(Expiration of Authorization)

第二百七十一条の三十三 第二百七十一条の十第一項の認可について次の各号のいずれかに該当するとき、同条第二項ただし書の認可について第二号又は第三号に該当するときは、当該認可は、その効力を失う。

Article 271-33 (1) The authorization set forth in Article 271-10, paragraph (1) is to lose its effect when it falls under any of the following items; and the authorization set forth in the proviso to Article 271-10, paragraph (2) is to lose its effect when it falls under items (ii) or (iii):

一 当該認可があった日から六月以内に当該認可があった事項が実行されなかったとき（やむを得ない理由がある場合において、あらかじめ内閣総理大臣の承認があったときを除く。）。

(i) the particulars covered by the authorization were not implemented within six months from the date of such authorization (except when the Prime Minister had given approval thereto for any compelling reason);

二 当該認可に係る保険主要株主が保険会社の主要株主基準値以上の数の議決権の保有者でなくなったとき。

(ii) the Insurance Company's Major Shareholder subject to the authorization ceases to be the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold; or

三 当該認可に係る保険主要株主が当該認可に係る保険会社を子会社とすることについて第二百七十一条の十八第一項又は第三項ただし書の認可を受けたとき。

(iii) the Insurance Company's Major Shareholder subject to the authorization has received the authorization set forth in Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3) to make the Insurance Company subject to the authorization its Subsidiary Company.

2 第二百七十一条の十八第一項の認可について次の各号のいずれかに該当するとき、同条第三項ただし書の認可について第二号に該当するときは、当該認可は、その効力を失う。

(2) The authorization set forth in Article 271-18, paragraph (1) is to lose its effect when it falls under any of the following items; and the authorization set forth in the proviso to Article 271-18, paragraph (3) is to lose its effect when it falls under item (ii):

一 当該認可があった日から六月以内に当該認可があった事項が実行されなかったとき（やむを得ない理由がある場合において、あらかじめ内閣総理大臣の承認があったときを除く。）。

(i) the particulars covered by the authorization were not implemented within six months from the date of such authorization (except when the Prime Minister had given approval thereto for any compelling reason); or

二 当該認可に係る保険持株会社が保険会社を子会社とする持株会社でなくなったとき。

(ii) the Insurance Holding Company subject to the authorization is no longer a Holding Company whose Subsidiary Companies include an Insurance Company.

第十二章 少額短期保険業者の特例

Chapter XII Special Provisions on Small Amount and Short Term Insurance Companies

第一節 通則

Section 1 General Provisions

(登録)

(Registration)

第二百七十二条 内閣総理大臣の登録を受けた者は、第三条第一項の規定にかかわらず、少額短期保険業を行うことができる。

Article 272 (1) A person registered with the Prime Minister, notwithstanding the provisions of Article 3, paragraph (1), may provide Small Amount and Short Term Insurance Business.

2 少額短期保険業者は、小規模事業者（その収受する保険料が政令で定める基準を超えないものをいう。第二百七十二条の二十六第一項第三号において同じ。）でなければならない。

(2) A Small Amount and Short Term Insurance Company must be a small-scale entrepreneur (meaning an entrepreneur receiving insurance premiums in an amount not exceeding the standard specified by Cabinet Office Order; the same applies in Article 272-26, paragraph (1), item (iii)).

(登録申請手続)

(Application Procedure for Registration)

第二百七十二条の二 前条第一項の登録を受けようとする者は、次に掲げる事項を記載した登録申請書を内閣総理大臣に提出しなければならない。

Article 272-2 (1) An Applicant for the registration set forth in paragraph (1) of the preceding Article must submit to the Prime Minister, a written application for registration detailing the following particulars:

一 商号又は名称

(i) its trade name or name;

二 資本金の額又は基金の総額

(ii) the amount of capital or the total amount of funds;

三 取締役及び監査役（監査等委員会設置会社にあつては取締役、指名委員会等設置会社にあつては、取締役及び執行役）の氏名

(iii) the names of directors and company auditors (in the case of a company

with Audit and Supervisory Committee, directors, or in the case of a Company with Nominating Committee, etc., directors and executive officers);

四 会計参与設置会社にあつては、会計参与の氏名又は名称

(iv) in a company with accounting advisors, the names of accounting advisors;

五 少額短期保険業以外の業務を行うときは、その業務の内容

(v) when it conducts any other business than Small Amount and Short Term Insurance Business, the content of such business; and

六 本店その他の事務所の所在地

(vi) the addresses of its head office and other offices.

2 前項の登録申請書には、次に掲げる書類その他内閣府令で定める書類を添付しなければならない。

(2) The following documents, as well as other documents to be specified by Cabinet Office Order, must be attached to the written application set forth in the preceding paragraph:

一 定款

(i) articles of incorporation;

二 事業方法書

(ii) statement of business procedures;

三 普通保険約款

(iii) general policy conditions; and

四 保険料及び責任準備金の算出方法書

(iv) statement of calculation procedures for insurance premiums and policy reserve.

3 第四条第三項の規定は、前項の規定による同項第一号の定款の添付について準用する。

(3) The provisions of Article 4, paragraph (3) apply mutatis mutandis to the attachment of the articles of incorporation set forth in paragraph (2), item (i) pursuant to the provisions of the preceding paragraph.

4 第二項第二号から第四号までに掲げる書類には、内閣府令で定める事項を記載しなければならない。

(4) The documents listed in paragraph (2), items (ii) to (iv) must detail the particulars specified by Cabinet Office Order.

(登録簿への登録)

(Registration to Registry)

第二百七十二条の三 内閣総理大臣は、第二百七十二条第一項の登録の申請があつたときは、次条第一項の規定により登録を拒否する場合を除くほか、次に掲げる事項を少額短期保険業者登録簿に登録しなければならない。

Article 272-3 (1) Whenever an application has been filed for the registration under Article 272, paragraph (1), unless the Prime Minister denies the Applicant registration pursuant to the provisions of paragraph (1) of the

following Article, the Prime Minister must register the following particulars in the registry of Small Amount and Short Term Insurance Companies:

一 前条第一項各号に掲げる事項

(i) the particulars listed in the items of paragraph (1) of the preceding Article;
and

二 登録年月日及び登録番号

(ii) the date and number of registration.

2 内閣総理大臣は、少額短期保険業者登録簿を公衆の縦覧に供しなければならない。

(2) The Prime Minister must make the registry of Small Amount and Short Term Insurance Companies available for public inspection.

(登録の拒否)

(Refusal of Registration)

第二百七十二条の四 内閣総理大臣は、申請者が次の各号のいずれかに該当するとき、又は第二百七十二条の二第一項の登録申請書若しくは同条第二項の添付書類のうちに虚偽の記載があり、若しくは重要な事実の記載が欠けているときは、その登録を拒否しなければならない。

Article 272-4 (1) The Prime Minister must deny an Applicant registration if the Applicant falls under any of the following items, or if the written application or a document attached thereto includes any false detail or fails to detail a material fact:

一 株式会社又は相互会社（次に掲げる区分に応じ、次に定めるものに限る。）でない者

(i) a person that is not a Stock Company or Mutual Company (limited to the companies specified below in accordance with the following categories):

イ 資本金の額又は基金（第五十六条の基金償却積立金を含む。次号において同じ。）の総額が政令で定める額に満たない株式会社又は相互会社（以下この項において「株式会社等」という。）取締役会及び監査役、監査等委員会又は指名委員会等を置くもの

(a) a Stock Company or Mutual Company (hereinafter referred to as "Stock Company, etc." in this paragraph) whose capital or total funds (including the reserves for redemption of funds set forth in Article 56; the same applies in the following item) is less than the amount specified by Cabinet Order: a company with a board of directors and company auditors, or Audit and Supervisory Committee or Nominating Committee, etc.; or

ロ イに掲げる株式会社等以外の株式会社等 取締役会及び監査役会、監査等委員会又は指名委員会等並びに会計監査人を置くもの

(b) any other Stock Company, etc. than the Stock Company, etc. listed in (a): a company with a board of directors and board of company auditors, or Audit and Supervisory Committee or Nominating Committee, etc., and financial auditor;

- 二 資本金の額又は基金の総額が保険契約者等の保護のため必要かつ適当なものとして政令で定める額に満たない株式会社等
- (ii) a Stock Company, etc. whose capital or total funds is less than the amount specified by Cabinet Order as necessary and appropriate for the protection of Policyholders, etc.;
- 三 純資産額が前号に規定する政令で定める額に満たない株式会社等
- (iii) a Stock Company, etc. whose net assets are less than the amount specified by Cabinet Order which is provided for in the preceding item;
- 四 定款の規定が法令に適合しない株式会社等
- (iv) a Stock Company, etc. whose articles of incorporation include any provisions that do not conform to laws and regulations;
- 五 第二百七十二条の二第二項第二号及び第三号に掲げる書類に記載された事項が次に掲げる基準に適合しない株式会社等
- (v) a Stock Company, etc. whose documents listed in Article 272-2, paragraph (2), items (ii) and (iii) include any particular that does not conform to the following standards:
- イ 保険契約の内容が、保険契約者等の保護に欠けるおそれのないものであること。
- (a) its insurance contracts do not include any stipulation that poses a risk to the protection of Policyholders, etc.;
- ロ 保険契約の内容に関し、特定の者に対して不当な差別的取扱いをするものでないこと。
- (b) its insurance contracts do not include any stipulation that constitutes undue discriminatory treatment against specific persons;
- ハ 保険契約の内容が、公の秩序又は善良の風俗を害する行為を助長し、又は誘発するおそれのないものであること。
- (c) its insurance contracts do not include any stipulation that poses the risk of facilitating or inducing conduct with prejudice to the public policy and good morals;
- ニ 保険契約の内容が、当該株式会社等の支払能力に照らし、過大な危険の引受けを行うものでないこと。
- (d) its insurance contracts do not include any stipulation that entails acceptance of excessive risk in light of the solvency of the Stock Company, etc.; and
- ホ 保険契約者等の権利義務その他保険契約の内容が、保険契約者等にとって明確かつ平易に定められたものであること。
- (e) the stipulations of its insurance contracts, including on the rights and obligations of Policyholders, etc., are clear and plain to Policyholders, etc.;
- 六 第二百七十二条の二第二項第四号に掲げる書類に記載された保険料及び責任準備金の算出方法が保険数理に基づき合理的かつ妥当なものであることについて、保険計理人による確認が行われていない株式会社等
- (vi) a Stock Company, etc. whose calculation procedures for insurance

premiums and policy reserves as described in the document listed in Article 272-2, paragraph (2), item (iv) have not been confirmed by the actuary as reasonable and appropriate based on actuarial science;

七 第三百三十三条若しくは第三百三十四条の規定により第三条第一項の免許を取り消され、第二百七十二条の二十六第一項若しくは第二百七十二条の二十七の規定により第二百七十二条第一項の登録を取り消され、若しくは第三百七条第一項の規定により第二百七十六条若しくは第二百八十六条の登録を取り消された場合又はこの法律に相当する外国の法令の規定により当該外国において受けている同種類の免許若しくは登録（当該免許又は登録に類する許可その他の行政処分を含む。）を取り消された場合において、その取消の日から五年を経過しない株式会社等

(vii) a Stock Company, etc. whose license under Article 3, paragraph (1) was rescinded pursuant to the provisions of Article 133 or 134, whose registration under Article 272, paragraph (1) was canceled pursuant to the provisions of Article 272-26, paragraph (1) or Article 272-27 or whose registration under Article 276 or 286 was canceled pursuant to the provisions of Article 307, paragraph (1), or against which a similar type of license or registration under the relevant provisions of a foreign law or regulation equivalent to this Act (including any permission or other administrative disposition similar to such license or registration) was canceled in the foreign state concerned, without five years having elapsed since the date of such cancellation;

八 この法律、出資の受入れ、預り金及び金利等の取締りに関する法律（昭和二十九年法律第百九十五号）又はこれらに相当する外国の法令の規定に違反し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない株式会社等

(viii) a Stock Company, etc. sentenced to a fine (including any equivalent punishment under a foreign law or regulation) for violating the provisions of this Act, the Act concerning Regulation, etc. of Receiving of Capital Subscription, Deposits, Interest on Deposits, etc. (Act No. 195 of 1954) or an equivalent foreign law or regulation, without five years having elapsed since the execution of the sentence was terminated or since it was no longer subject to the execution of the sentence;

九 他に行う業務が第二百七十二条の十一第二項ただし書に規定する内閣府令で定める業務以外の業務である株式会社等又は当該他に行う業務がその少額短期保険業を適正かつ確実にを行うにつき支障を及ぼすおそれがあると認められる株式会社等

(ix) a Stock Company, etc. that conducts any other business than the business set forth in the proviso to Article 272-11, paragraph (2) to be specified by Cabinet Office Order, or is found to pose the risk of obstructing the appropriate and secure performance of its Small Amount and Short Term Insurance Business;

十 取締役、執行役、会計参与又は監査役のうちに次のいずれかに該当する者のある

株式会社等

(x) a Stock Company, etc. whose directors, executive officers, accounting advisors or company auditors include any person:

イ 破産手続開始の決定を受けて復権を得ない者又は外国の法令上これと同様に取
り扱われている者

(a) who was subject to an order commencing bankruptcy proceedings and whose rights have not been restored, or who is receiving any similar treatment under a foreign law or regulation;

ロ 禁錮以上の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者

(b) who was sentenced to imprisonment without work or severer punishment (including any equivalent punishment under a foreign law or regulation), without five years having elapsed since the execution of the sentence was terminated or since the person was no longer subject to the execution of the sentence;

ハ 第三百三十三条若しくは第三百三十四条の規定により第三条第一項の免許を取り消され、第二百五条若しくは第二百六条の規定により第八十五条第一項の免許を取り消され、第二百三十一条若しくは第二百三十二条の規定により第二百九条第一項の免許を取り消され、第二百七十二條の二十六第一項若しくは第二百七十二條の二十七の規定により第二百七十二條第一項の登録を取り消され、若しくは第三百七条第一項の規定により第二百七十六條若しくは第二百八十六條の登録を取り消された場合又はこの法律に相当する外国の法令の規定により当該外国において受けている同種類の免許若しくは登録（当該免許又は登録に類する許可その他の行政処分を含む。）を取り消された場合において、その取消しの日前三十日以内にその会社の取締役、執行役、会計参与若しくは監査役又は日本における代表者であった者（これらに類する役職にあった者を含む。）でその取消しの日から五年を経過しない者

(c) whose license under Article 3, paragraph (1) was rescinded pursuant to the provisions of Article 133 or 134, whose license under Article 185, paragraph (1) was canceled pursuant to the provisions of Article 205 or 206, whose license under Article 219, paragraph (1) was canceled pursuant to the provisions of Article 231 or 232, whose registration under Article 272, paragraph (1) was canceled pursuant to the provisions of Article 272-26, paragraph (1) or Article 272-27 or whose registration under Article 276 or 286 was canceled pursuant to the provisions of Article 307, paragraph (1), or against whom a similar type of license or registration under the relevant provisions of a foreign law or regulation equivalent to this Act (including any permission or other administrative disposition similar to such license or registration) was canceled in the foreign state concerned, and who had been a director, executive officer, accounting advisor or company auditor,

or the Representative Person in Japan (including any similar post) of the company at any time during the 30 days prior to the date of the cancellation, without five years having elapsed since the date of such cancellation;

ニ 第三百七条第一項の規定により第二百七十六条若しくは第二百八十六条の登録を取り消された場合又はこの法律に相当する外国の法令の規定により当該外国において受けている同種類の登録（当該登録に類する許可その他の行政処分を含む。）を取り消された場合において、その取消しの日から五年を経過しない者

(d) whose registration under Article 276 or 286 was rescinded pursuant to the provisions of Article 307, paragraph (1) or against whom a similar type of registration under the relevant provisions of a foreign law or regulation equivalent to this Act (including any permission or other administrative disposition similar to such registration) was canceled, without five years having elapsed since the date of such cancellation;

ホ 第一百三十三条の規定により解任を命ぜられた取締役、執行役、会計参与若しくは監査役、第二百五条若しくは第二百三十一条の規定により解任を命ぜられた日本における代表者、第二百七十二条の二十六第二項の規定により解任を命ぜられた取締役、執行役、会計参与若しくは監査役又はこの法律に相当する外国の法令の規定により解任を命ぜられた取締役、執行役、会計参与若しくは監査役若しくは日本における代表者（これらに類する役職にあった者を含む。）で、その処分を受けた日から五年を経過しない者

(e) who was subject to an order for dismissal as director, executive officer, accounting advisor or company auditor pursuant to the provisions of Article 133, an order for dismissal as Representative Person in Japan pursuant to the provisions of Article 205 or 231, an order for dismissal as director, executive officer, accounting advisor or company auditor pursuant to the provisions of Article 272-26, paragraph (2), or order for dismissal as director, executive officer, accounting advisor or company auditor or Representative Person in Japan (including any similar post) under the relevant provisions of a foreign law or regulation equivalent to this Act, without five years having elapsed since the date of such disposition; or

ヘ 第八号に規定する法律若しくは暴力団員による不当な行為の防止等に関する法律（平成三年法律第七十七号）の規定若しくはこれらに相当する外国の法令の規定に違反し、又は刑法若しくは暴力行為等処罰に関する法律（大正十五年法律第六十号）の罪を犯し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者

(f) who was sentenced to a fine (including any equivalent punishment under a foreign law or regulation) for violating a provisions of any of the Acts set forth in item (viii) or the Act to Prevent Unjust Acts by Organized Crime Group Members, etc. (Act No. 77 of 1991), or a provisions of any foreign

law or regulation equivalent to those Acts, or for committing a crime under the Penal Code or the Act on Punishment of Physical Violence and Other Related Matters (Act No. 60 of 1926), without five years having elapsed since the execution of the sentence was terminated or from when they are no longer subject to the execution of the sentence;

十一 少額短期保険業を的確に遂行するに足りる人的構成を有しない株式会社等

(xi) a Stock Company, etc. without sufficient human resource structure to provide Small Amount and Short Term Insurance Business in an appropriate manner; or

十二 保険会社

(xii) an Insurance Company.

2 前項第三号の純資産額は、内閣府令で定めるところにより計算する。

(2) The amount of net assets set forth in item (iii) of the preceding paragraph is calculated pursuant to the provisions of Cabinet Office Order.

(供託)

(Deposit)

第二百七十二条の五 少額短期保険業者は、保険契約者等の保護のため必要かつ適当なものとして政令で定める額の金銭を本店又は主たる事務所の最寄りの供託所に供託しなければならない。

Article 272-5 (1) A Small Amount and Short Term Insurance Company must deposit the amount of money to be specified by Cabinet Order as necessary and appropriate for the protection of Policyholders, etc. with the deposit office located nearest to its head office or principal office.

2 内閣総理大臣は、保険契約者等の保護のため必要があると認めるときは、少額短期保険業者に対し、その少額短期保険業を開始する前に、前項の政令で定める額のほか、相当と認める額の金銭の供託を命ずることができる。

(2) If the Prime Minister finds it necessary for the protection of Policyholders, etc., the Prime Minister may order a Small Amount and Short Term Insurance Company to deposit, in addition to the amount of money set forth in the preceding paragraph to be specified by Cabinet Order, the amount of money that the Prime Minister finds appropriate prior to the commencement of its Small Amount and Short Term Insurance Business.

3 少額短期保険業者は、政令で定めるところにより、当該少額短期保険業者のために所要の供託金が内閣総理大臣の命令に応じて供託される旨の契約を締結し、その旨を内閣総理大臣に届け出たときは、当該契約の効力の存する間、当該契約において供託されることとなっている金額（以下この条において「契約金額」という。）につき前二項の規定により供託する供託金の全部又は一部を供託しないことができる。

(3) If a Small Amount and Short Term Insurance Company has concluded an agreement stipulating that a required amount of deposit be deposited for the Small Amount and Short Term Insurance Company by order of the Prime

Minister pursuant to the provisions of Cabinet Order and has notified the Prime Minister of this, the insurer may withhold in whole or in part the deposit under the preceding two paragraphs regarding the amount to be deposited under the relevant agreement (hereinafter referred to as the "Contract Amount" in this Article), so long as the agreement remains in effect.

4 内閣総理大臣は、保険契約者等の保護のため必要があると認めるときは、少額短期保険業者と前項の契約を締結した者又は当該少額短期保険業者に対し、契約金額に相当する金額の全部又は一部を供託すべき旨を命ずることができる。

(4) If the Prime Minister finds it necessary for the protection of Policyholders, etc., the Prime Minister may order a person who has concluded with a Small Amount and Short Term Insurance Company the agreement set forth in the preceding paragraph or the Small Amount and Short Term Insurance Company concerned to make a deposit in an amount corresponding to the whole or part of the Contract Amount.

5 少額短期保険業者は、第一項の規定により供託する供託金（第二項の規定により同項の金銭の供託を命ぜられた場合には、その供託金を含む。）につき供託又は第三項の契約の締結を行い、その旨を内閣総理大臣に届け出た後でなければ、少額短期保険業を開始してはならない。

(5) A Small Amount and Short Term Insurance Company must not commence Small Amount and Short Term Insurance Business, unless it has made the deposit under paragraph (1) (including any deposit made pursuant to the provisions of paragraph (2) following an order for deposit of money under that paragraph) or concluded the agreement set forth in paragraph (3), and has notified the Prime Minister thereof.

6 保険契約に係る保険契約者、被保険者又は保険金額を受け取るべき者は、保険契約により生じた債権に関し、当該少額短期保険業者に係る供託金について、他の債権者に先立ち弁済を受ける権利を有する。

(6) The Policyholders, insured parties or beneficiaries pertaining to insurance contracts have, with regard to any credit arising out of the insurance contracts, a priority claim over other creditors on the deposit pertaining to the Small Amount and Short Term Insurance Company.

7 前項の権利の実行に関し必要な事項は、政令で定める。

(7) Any necessary particular in enforcing a claim under the preceding paragraph is specified by Cabinet Order.

8 少額短期保険業者は、第六項の権利の実行その他の理由により、供託金の額（契約金額を含む。）が第一項の政令で定める額に不足することとなったときは、内閣府令で定める日から二週間以内にその不足額につき供託又は第三項の契約の締結（第三百十九条第十号において単に「供託」という。）を行い、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

(8) If the amount of its deposit (including the Contract Amount) falls below the amount set forth in paragraph (1) to be specified by Cabinet Order for reasons

such as the enforcement of a claim under paragraph (6), the Small Amount and Short Term Insurance Company must compensate for the shortfall or conclude the agreement set forth in paragraph (3) (simply referred to as "Make a Deposit" in Article 319, item (x)) within two weeks from the date specified by Cabinet Office Order, and notify the Prime Minister thereof without delay.

9 第一項、第二項又は前項の規定により供託する供託金は、国債証券、地方債証券その他の内閣府令で定める有価証券をもってこれに充てることができる。

(9) A national government bond, local government bond or any other securities to be specified by Cabinet Office Order may be deposited in lieu of the deposit set forth in paragraph (1), (2) or the preceding paragraph.

10 第一項、第二項、第四項又は第八項の規定により供託した供託金は、次の各号のいずれかに該当する場合には、政令で定めるところにより、取り戻すことができる。

(10) The deposit made pursuant to the provisions of paragraph (1), (2), (4) or (8)

may be recovered pursuant to the provisions of Cabinet Order, if and when:

一 第二百七十二条の二十六第一項又は第二百七十二条の二十七の規定により第二百七十二条第一項の登録が取り消されたとき。

(i) the registration made under Article 272, paragraph (1) is canceled pursuant to the provisions of Article 272-26, paragraph (1) or Article 272-27; or

二 第二百七十二条第一項の登録が第二百七十三条第一項又は第三項の規定によりその効力を失ったとき。

(ii) the registration made under Article 272, paragraph (1) loses its effect pursuant to the provisions of Article 273, paragraphs (1) or (3).

11 前各項に定めるもののほか、供託金に関し必要な事項は、内閣府令・法務省令で定める。

(11) Beyond what is specified for in the preceding paragraphs, any necessary particulars of deposits are prescribed by Cabinet Office Order or Order Ministry of Justice Order.

(少額短期保険業者責任保険契約)

(Small Amount and Short Term Insurance Company's Liability Insurance Contracts)

第二百七十二条の六 少額短期保険業者は、政令で定めるところにより、少額短期保険業者責任保険契約を締結し、内閣総理大臣の承認を受けたときは、当該契約の効力の存する間、当該契約の保険金の額に応じて前条第一項、第二項又は第八項の規定により供託する供託金の一部の供託又は同条第三項の契約の締結をしないことができる。

Article 272-6 (1) A Small Amount and Short Term Insurance Company that has concluded a Small Amount and Short Term Insurance Company's liability insurance contract pursuant to the provisions of Cabinet Order may, with the Prime Minister's approval, withhold part of the deposit to be made under the preceding Article, paragraphs (1), (2) or (8), or choose not to conclude the agreement set forth in paragraph (3) of the same Article, depending on the

amount insured by the contract, so long as the contract remains in effect.

2 内閣総理大臣は、保険契約者等の保護のため必要があると認めるときは、前項の少額短期保険業者責任保険契約を締結した少額短期保険業者に対し、前条第一項、第二項又は第八項の規定により供託する供託金につき供託又は同条第三項の契約の締結をしないことができるとされた金額の全部又は一部を供託すべき旨を命ずることができる。

(2) If the Prime Minister finds it necessary for the protection of Policyholders, etc., the Prime Minister may order a Small Amount and Short Term Insurance Company that has concluded the Small Amount and Short Term Insurance Company's liability insurance contract set forth in the preceding paragraph to deposit in whole or in part that part of the deposit under the preceding Article, paragraphs (1), (2) or (8) which the insurer may withhold or for which it may choose not to conclude the agreement set forth in paragraph (3) of the same Article.

3 前二項に定めるもののほか、少額短期保険業者責任保険契約に関し必要な事項は、内閣府令で定める。

(3) Beyond what is prescribed in the preceding two paragraphs, any necessary particulars of Small Amount and Short Term Insurance Company's liability insurance contracts are specified by Cabinet Office Order.

(変更の届出)

(Notification of Change)

第二百七十二条の七 少額短期保険業者は、第二百七十二条の二第一項各号に掲げる事項に変更があったときは、その日から二週間以内に、その旨を内閣総理大臣に届け出なければならない。

Article 272-7 (1) If there has been a change in any of the particulars listed in the items of Article 272-2, paragraph (1), the Small Amount and Short Term Insurance Company must notify the Prime Minister of this within two weeks from the day on which the change occurred.

2 内閣総理大臣は、前項の届出を受理したときは、その旨を少額短期保険業者登録簿に登録しなければならない。

(2) The Prime Minister must register the effect of any notice received under the preceding paragraph to the registry of Small Amount and Short Term Insurance Companies.

(標識の掲示等)

(Posting of Signs)

第二百七十二条の八 少額短期保険業者は、事務所ごとに、公衆の見やすい場所に、内閣府令で定める様式の標識を掲示しなければならない。

Article 272-8 (1) A Small Amount and Short Term Insurance Company, at a conspicuous location in each of its offices, must post a sign in the form to be

specified by Cabinet Office Order.

2 少額短期保険業者以外の者は、前項の標識又はこれに類似する標識を掲示してはならない。

(2) Any person other than a Small Amount and Short Term Insurance Company must not post the sign set forth in the preceding paragraph or any similar sign thereto.

3 少額短期保険業者に対する第七条第二項の規定の適用については、同項中「誤認されるおそれのある文字」とあるのは、「誤認されるおそれのある文字（少額短期保険業者であることを示す文字として内閣府令で定めるものを除く。）」とする。

(3) For the purpose of applying the provisions of Article 7, paragraph (2) to a Small Amount and Short Term Insurance Company, the term "letters that run the risk of mistaking the entity for an Insurance Company" is deemed to be replaced with "letters that run the risk of mistaking the entity for an Insurance Company (excluding the letters to be specified by Cabinet Office Order as indicating that the entity is a Small Amount and Short Term Insurance Company)".

(名義貸しの禁止)

(Prohibition of Name Lending)

第二百七十二条の九 少額短期保険業者は、自己の名義をもって他人に少額短期保険業を行わせてはならない。

Article 272-9 A Small Amount and Short Term Insurance Company must not have another person provide Small Amount and Short Term Insurance Business in the name of the Small Amount and Short Term Insurance Company.

(取締役等の兼職制限)

(Restriction on Concurrent Holding of Posts by a Director)

第二百七十二条の十 少額短期保険業者の常務に従事する取締役（指名委員会等設置会社にあつては、執行役）は、他の会社の常務に従事する場合には、内閣総理大臣の承認を受けなければならない。

Article 272-10 (1) A director (in the case of a company with Nominating Committee, etc., executive officer) engaging in the day-to-day business of a Small Amount and Short Term Insurance Company must not engage in the day-to-day business of another company, except when authorized by the Prime Minister.

2 内閣総理大臣は、前項の承認の申請があつたときは、当該申請に係る事項が当該少額短期保険業者の業務の健全かつ適切な運営を妨げるおそれがあると認める場合を除き、これを承認しなければならない。

(2) Whenever an application has been filed for the authorization set forth in the preceding paragraph, unless the Prime Minister finds that the particulars

given in the application pose the risk of interfering with the sound and appropriate business operation of the Small Amount and Short Term Insurance Company's business, the Prime Minister must grant such authorization.

第二節 業務等

Section 2 Business

(業務の範囲)

(Scope of Business)

第二百七十二条の十一 少額短期保険業者は、少額短期保険業及びこれに付随する業務を行うことができる。

Article 272-11 (1) A Small Amount and Short Term Insurance Company may conduct Small Amount and Short Term Insurance Business and any other business incidental thereto.

2 少額短期保険業者は、前項の規定により行う業務のほか、他の業務を行うことができない。ただし、少額短期保険業に関連する業務として内閣府令で定める業務で、当該少額短期保険業者が少額短期保険業を適正かつ確実にを行うにつき支障を及ぼすおそれがないと認められるものについて、内閣府令で定めるところにより、内閣総理大臣の承認を受けたときは、この限りでない。

(2) A Small Amount and Short Term Insurance Company may not conduct any business other than what is provided pursuant to the provisions of the preceding paragraph; provided, however, that this does not apply when the Small Amount and Short Term Insurance Company has received the approval of the Prime Minister pursuant to the provisions of Cabinet Office Order for any business specified by Cabinet Office Order as related to Small Amount and Short Term Insurance Business which are found to pose no risk to the insurer in performing Small Amount and Short Term Insurance Business in an appropriate and secure manner.

3 第二百七十二条第一項の登録の申請書に申請者が第一項の規定により行う業務以外の業務を行う旨の記載がある場合において、当該申請者がその登録を受けたときには、当該業務を行うことにつき前項ただし書の承認を受けたものとみなす。

(3) Where a written application for the registration set forth in Article 272, paragraph (1) includes an indication that the Applicant seeks to conduct any other business than what is provided for pursuant to the provisions of paragraph (1), the Applicant is deemed to have received the approval set forth in the proviso to the preceding paragraph conduct such business if its application for registration is accepted.

(運用の方法)

(Method of Investment)

第二百七十二条の十二 少額短期保険業者は、保険料として收受した金銭その他の資産

の運用を行うには、次に掲げる方法によらなければならない。

Article 272-12 A Small Amount and Short Term Insurance Company must invest money received as insurance premiums and other assets by any of the following methods:

- 一 内閣府令で定める銀行その他の金融機関への預金
(i) deposit with any of the banks or financial institutions specified by Cabinet Office Order;
- 二 国債その他これに準ずるものとして内閣府令で定める有価証券の取得
(ii) acquisition of national government bonds or any other securities specified by Cabinet Office Order as equivalent thereto; or
- 三 前二号に掲げる方法に準ずるものとして内閣府令で定める方法
(iii) any other method specified by Cabinet Office Order as equivalent to the methods listed in the preceding two items.

(一の保険契約者に係る保険金額等)

(Amount of Insurance Proceeds for One Policyholder)

第二百七十二条の十三 少額短期保険業者は、一の保険契約者について、その保険金額の合計額が政令で定める金額を超えることとなる保険の引受けを行ってはならない。

Article 272-13 (1) A Small Amount and Short Term Insurance Company, with regard to any one single Policyholder, must not underwrite policies with a total amount of insurance proceeds exceeding the amount specified by Cabinet Order.

2 第百条の二、第百条の三及び第百条の四の規定は、少額短期保険業者について準用する。この場合において、第百条の三中「保険主要株主」とあるのは「第二百七十二条の三十四第一項に規定する少額短期保険主要株主」と、「保険持株会社」とあるのは「第二百七十二条の三十七第二項に規定する少額短期保険持株会社」と読み替えるものとする。

(2) The provisions of Article 100-2, Article 100-3 and Article 100-4 apply mutatis mutandis to a Small Amount and Short Term Insurance Company. In this case, the terms "Insurance Company's Major Shareholder" and "Insurance Holding Company" in Article 100-3 is deemed to be replaced with "Small Amount and Short Term Insurer's Major Shareholder provided for in Article 272-34, paragraph (1)" and "Small Amount and Short Term Insurance Holding Company as defined in Article 272-37, paragraph (2)", respectively.

(指定少額短期保険業務紛争解決機関との契約締結義務等)

(Obligation to Conclude a Contract with a Designated Dispute Resolution Organization for Small Amount and Short Term Insurance Business)

第二百七十二条の十三の二 少額短期保険業者は、次の各号に掲げる場合の区分に応じ、当該各号に定める措置を講じなければならない。

Article 272-13-2 (1) A Small Amount and Short Term Insurance Company must take the measures specified in the following items according to the category of

cases set forth in the respective items:

一 指定少額短期保険業務紛争解決機関（指定紛争解決機関であってその紛争解決等業務の種別が少額短期保険業務であるものをいう。以下この条において同じ。）が存在する場合 一の指定少額短期保険業務紛争解決機関との間で少額短期保険業務に係る手続実施基本契約を締結する措置

(i) if there is a Designated Dispute Resolution Organization for Small Amount and Short Term Insurance Business (meaning a Designated Dispute Resolution Organization for which the Category of Business of Dispute Resolution, etc. is Small Amount and Short Term Insurance Business; hereinafter the same applies in this Article): measures to conclude a Master Agreement for Implementation of Dispute Resolution Procedures for Small Amount and Short Term Insurance Business with a single Designated Dispute Resolution Organization for Small Amount and Short Term Insurance Business;

二 指定少額短期保険業務紛争解決機関が存在しない場合 少額短期保険業務に関する苦情処理措置及び紛争解決措置

(ii) if there is no Designated Dispute Resolution Organization for Small Amount and Short Term Insurance Business: Complaint Processing Measures and Dispute Resolution Measures concerning Small Amount and Short Term Insurance Business.

2 少額短期保険業者は、前項の規定により手続実施基本契約を締結する措置を講じた場合には、当該手続実施基本契約の相手方である指定少額短期保険業務紛争解決機関の商号又は名称を公表しなければならない。

(2) A Small Amount and Short Term Insurance Company, when it has taken measures to conclude a Master Agreement for Implementation of Dispute Resolution Procedures pursuant to the provisions of the preceding paragraph, must make public the trade name or name of the Designated Dispute Resolution Organization for Small Amount and Short Term Insurance Business that is the counterparty to the relevant Master Agreement for Implementation of Dispute Resolution Procedures.

3 第一項の規定は、次の各号に掲げる場合の区分に応じ、当該各号に定める期間においては、適用しない。

(3) The provisions of paragraph (1) do not apply for the periods specified in the following items according to the category of cases set forth in the respective items:

一 第一項第一号に掲げる場合に該当していた場合において、同項第二号に掲げる場合に該当することとなったとき 第三百八条の二十三第一項の規定による紛争解決等業務の廃止の認可又は第三百八条の二十四第一項の規定による指定の取消しの時に、同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(i) when the relevant case which had fallen under the cases set forth in paragraph (1), item (i), has come to fall under the cases set forth in item (ii)

of that paragraph: the period specified by the Prime Minister at the time of granting authorization for discontinuation of Business of Dispute Resolution, etc. under Article 308-23, paragraph (1) or rescinding the designation under Article 308-24, paragraph (1), as the period necessary to take the measures specified in that item;

二 第一項第一号に掲げる場合に該当していた場合において、同号の一の指定少額短期保険業務紛争解決機関の紛争解決等業務の廃止が第三百八条の二十三第一項の規定により認可されたとき、又は同号の一の指定少額短期保険業務紛争解決機関の第三百八条の二第一項の規定による指定が第三百八条の二十四第一項の規定により取り消されたとき（前号に掲げる場合を除く。）その認可又は取消しの時に、第一項第一号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(ii) when the relevant case had fallen under the cases set forth in paragraph (1), item (i), and the discontinuation of Business of Dispute Resolution, etc. of a single Designated Dispute Resolution Organization for Small Amount and Short Term Insurance Business under that item has been authorized under Article 308-23, paragraph (1) or the designation under Article 308-2, paragraph (1) of a single Designated Dispute Resolution Organization for Small Amount and Short Term Insurance Business under that item has been rescinded pursuant to Article 308-24, paragraph (1) (excluding the case set forth in the preceding item): the period specified by the Prime Minister at the time of granting such authorization or making such rescission, as the period necessary for taking the measures specified in paragraph (1), item (i); and

三 第一項第二号に掲げる場合に該当していた場合において、同項第一号に掲げる場合に該当することとなったとき 第三百八条の二第一項の規定による指定の時に、同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(iii) when the relevant case which had fallen under the cases set forth in paragraph (1), item (ii) has come to fall under the cases set forth in item (i) of that paragraph: the period specified by the Prime Minister at the time of designation under Article 308-2, paragraph (1), as the period necessary to take the measures specified in that item.

(少額短期保険業者の子会社の範囲等)

(Scope of a Small Amount and Short Term Insurance Company's Subsidiary Companies)

第二百七十二条の十四 少額短期保険業者は、その行う業務に従属し、又は付随し、若しくは関連する業務として内閣府令で定める業務を専ら営む会社以外の会社を子会社としてはならない。

Article 272-14 (1) A Small Amount and Short Term Insurance Company must not have as its Subsidiary Company any company other than one that conducts business that is dependent on its own business, or any other business specified

by Cabinet Office Order as incidental or related thereto.

2 少額短期保険業者は、前項に規定する内閣府令で定める業務を専ら営む会社を子会社としようとするときは、第二百七十二条の三十第一項において準用する第四百二十二条の規定又は第百六十七条第一項若しくは第百七十三条の六第一項の規定により事業の譲受け、合併又は会社分割の認可を受ける場合を除き、あらかじめ、内閣総理大臣の承認を受けなければならない。

(2) When a Small Amount and Short Term Insurance Company seeks to take as its Subsidiary Company a company specialized in any of the business set forth in the preceding paragraph specified by Cabinet Office Order, it must receive in advance the approval of the Prime Minister, unless it receives the authorization for business acquisition, merger or company split set forth in Article 142 as applied mutatis mutandis pursuant to Article 272-30, paragraph (1), or in Article 167, paragraph (1) or Article 173-6, paragraph (1).

第三節 経理

Section 3 Accounting

(事業年度)

(Business Year)

第二百七十二条の十五 少額短期保険業者の事業年度は、四月一日から翌年三月三十一日までとする。

Article 272-15 The business year of a Small Amount and Short Term Insurance Company operates from 1 April to 31 March of the next year.

(業務報告書等)

(Business Report)

第二百七十二条の十六 少額短期保険業者は、事業年度ごとに、業務及び財産の状況を記載した業務報告書を作成し、内閣総理大臣に提出しなければならない。

Article 272-16 (1) A Small Amount and Short Term Insurance Company, for each business year, must prepare a business report describing the status of its business and property for submission to the Prime Minister.

2 第二百七十二条の四第一項第一号ロに掲げる株式会社等である少額短期保険業者(次項及び次条において「特定少額短期保険業者」という。)は、前項の業務報告書のほか、中間業務報告書を作成し、内閣総理大臣に提出しなければならない。

(2) A Small Amount and Short Term Insurance Company that is also a Stock Company, etc. falling under Article 272-4, paragraph (1), item (i), (b) (referred to as "Specified Small Amount and Short Term Insurance Company" in the following paragraph and the following Article), in addition to the business report set forth in the preceding paragraph, must prepare an interim business report for submission to the Prime Minister.

3 第一百十条第二項の規定は特定少額短期保険業者が子会社その他の当該特定少額短期

保険業者と内閣府令で定める特殊の関係のある者（次条及び第二百七十二条の二十五第一項において「子会社等」という。）を有する場合について、第百十条第三項の規定は少額短期保険業者について、それぞれ準用する。この場合において、同項中「前二項」とあるのは、「第二百七十二条の十六第一項及び第二項並びに前項」と読み替えるものとする。

(3) The provisions of Article 110, paragraph (2) apply mutatis mutandis where a Specified Small Amount and Short Term Insurance Company has any Subsidiary Company or any other person to which it is specially related as specified by Cabinet Office Order (referred to as "Subsidiary Company, etc." in the following Article and Article 272-25, paragraph (1)); and the provisions of Article 110, paragraph (3) apply mutatis mutandis to a Small Amount and Short Term Insurance Company. In this case, the term "the preceding two paragraphs" in Article 110, paragraph (3) is deemed to be replaced with "Article 272-16, paragraphs (1) and (2), and the preceding paragraph".

（業務及び財産の状況に関する説明書類）

(Explanatory Documents on Business and Property Status)

第二百七十二条の十七 第百十一条第一項及び第三項から第六項までの規定は少額短期保険業者について、同条第二項の規定は特定少額短期保険業者が子会社等を有する場合について、それぞれ準用する。

Article 272-17 The provisions of Article 111, paragraph (1) and paragraphs (3) to (6) apply mutatis mutandis to a Small Amount and Short Term Insurance Company; and the provisions of Article 111, paragraph (2) apply mutatis mutandis to a Specified Small Amount and Short Term Insurance Company with any Subsidiary Company, etc.

（事業費等の償却等に関する規定の準用）

(Mutatis Mutandis Application of Provisions on the Amortization of Business Expenditures)

第二百七十二条の十八 第百十三条、第百十五条、第百十六条第一項及び第三項、第百十七条並びに第百二十条から第百二十二条までの規定は少額短期保険業者について、第百十四条の規定は少額短期保険業者である株式会社について、それぞれ準用する。この場合において、第百十六条第三項中「前二項」とあるのは「第一項」と、第百二十一条第一項第一号中「内閣府令で定める保険契約に係る責任準備金が健全な保険数理に基づいて」とあるのは「保険料が保険数理に基づき合理的かつ妥当な方法により算出されているかどうか、責任準備金が保険数理に基づき合理的かつ妥当な方法により」と読み替えるものとする。

Article 272-18 The provisions of Article 113, Article 115, Article 116, paragraphs (1) and (3), Article 117, and Articles 120 to 122 apply mutatis mutandis to a Small Amount and Short Term Insurance Company; and the provisions of Article 114 apply mutatis mutandis to a Stock Company that is also a Small

Amount and Short Term Insurance Company. In this case, the term "the preceding two paragraphs" in Article 116, paragraph (3) is deemed to be replaced with "paragraph (1)"; and the term "policy reserves pertaining to the insurance contracts specified by Cabinet Office Order has been funded according to a sound actuarial practice" in Article 121, paragraph (1), item (i) is deemed to be replaced with "insurance premiums pertaining to the insurance contracts specified by Cabinet Office Order are calculated using a reasonable and relevant method based on actuarial science, and whether the policy reserves pertaining thereto has been funded using a reasonable and relevant method based on actuarial science".

第四節 監督

Section 4 Supervision

(事業方法書等に定めた事項の変更)

(Modification of Particulars Prescribed in Statement of Business Procedures)

第二百七十二條の十九 少額短期保険業者は、第二百七十二條の二第二項第二号から第四号までに掲げる書類に定めた事項を変更しようとする場合は、あらかじめ当該変更しようとする旨を内閣総理大臣に届け出なければならない。

Article 272-19 (1) When a Small Amount and Short Term Insurance Company seeks to modify any of the particulars prescribed in the documents listed in Article 272-2, paragraph (2), items (ii) to (iv), it must give advance notification thereof to the Prime Minister.

2 少額短期保険業者は、前項の規定による届出が第二百七十二條の二第二項第四号に掲げる書類に定めた事項の変更である場合には、当該書類に定めた保険料及び責任準備金の算出方法が、保険数理に基づき合理的かつ妥当なものであると認められることについて、保険計理人が確認した結果を記載した意見書を提出しなければならない。

(2) Where the notification prescribed in the preceding paragraph pertains to the modification of any particular prescribed in the document listed in Article 272-2, paragraph (2), item (iv), the Small Amount and Short Term Insurance Company must submit a written opinion confirming the actuary's finding that the method of calculating the insurance premiums and policy reserves prescribed in the document is reasonable and relevant based on actuarial science.

3 前項の意見書に関し必要な事項は、内閣府令で定める。

(3) The necessary the particulars of the written opinion set forth in the preceding paragraph is specified by Cabinet Office Order.

(事業方法書等に定めた事項の変更の届出等)

(Notification of the Modification of Particulars Prescribed in Statement of Business Procedures)

第二百七十二条の二十 前条の規定による届出があった場合は、内閣総理大臣が当該届出を受理した日の翌日から起算して六十日を経過した日（当該届出が第二百七十二条の二第二項第四号に掲げる書類に定めた事項のみの変更に係るものである場合は、当該届出を受理した日の翌日）に、当該届出に係る変更があったものとする。

Article 272-20 (1) Where a notification was made under the preceding Article, the modification pertaining to such notification is deemed to be made on the day when 60 days have passed since the day following the date of receipt by the Prime Minister of the notification (or, on the day following the date of receipt of such notification, where the notification solely pertains to a modification in any of the particulars prescribed in the document listed in Article 272-2, paragraph (2), item (iv)).

2 内閣総理大臣は、前条の規定による届出（第二百七十二条の二第二項第四号に掲げる書類に定めた事項のみの変更に係る届出を除く。以下この条において同じ。）に係る事項が第二百七十二条の四第一項第五号に規定する基準に適合していると認めるときは、前項に規定する期間を相当と認める期間に短縮することができる。この場合において、内閣総理大臣は、当該届出をした者に対し、遅滞なく、当該期間の短縮を通知しなければならない。

(2) If the Prime Minister finds that the particulars of a notification under the preceding Article (other than a notification solely pertaining to a modification in any of the particulars prescribed in the document listed in Article 272, paragraph (2), item (iv)) conform to the standards listed in Article 272-4, paragraph (1), item (v), the Prime Minister may shorten the period prescribed in the preceding paragraph to any period of time that they find reasonable. In this case, the Prime Minister, without delay, must give notice of the shortened period of time to the person that made the notification.

3 内閣総理大臣は、前条の規定による届出に係る事項が第二百七十二条の四第一項第五号に規定する基準に適合するかどうかについて審査するため相当の期間を要し、当該審査期間が第一項に規定する期間内に終了しないと認める相当の理由があるときは、当該期間を相当と認める期間に延長することができる。この場合において、内閣総理大臣は、当該届出をした者に対し、遅滞なく、当該延長後の期間及び当該延長の理由を通知しなければならない。

(3) If there is reasonable ground to believe that a reasonable period of time is required to examine whether the particulars of a notification under the preceding Article conform to the standards listed in Article 272-4, paragraph (1), item (v), and that such examination will not be completed within the period of time prescribed in paragraph (1), the Prime Minister may extend the period of time to any period that they find reasonable. In this case, the Prime Minister, without delay, must give notice of the extended period of time and the reason for the extension to the person that made the notification.

4 内閣総理大臣は、前条の規定による届出に係る事項が第二百七十二条の四第一項第五号に規定する基準に適合しないと認めるときは、当該届出を受理した日の翌日から

起算して六十日を経過するまでの期間（前項の規定により当該期間が延長された場合にあっては、当該延長後の期間）内に限り、当該届出をした者に対し、期限を付して当該届出に係る事項について変更を命じ、又は当該届出の撤回を命ずることができる。

(4) If the Prime Minister finds that the particulars of a notification under the preceding Article do not conform to the standards listed in Article 272-4, paragraph (1), item (v), the Prime Minister may order the person that made the notification to modify any of the particulars of the notification within a specified period time, or to revoke the notification, provided that such order be issued within 60 days from the day following the date of receipt of such notification (or within any extended period of time pursuant to the provisions of the preceding paragraph).

(届出事項)

(Particulars Requiring Notice)

第二百七十二条の二十一 少額短期保険業者は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、その旨を内閣総理大臣に届け出なければならない。

Article 272-21 (1) If a Small Amount and Short Term Insurance Company falls under any of the following items, it must notify the Prime Minister of this pursuant to the provisions of Cabinet Office Order:

一 少額短期保険業を開始したとき。

(i) if it begins Small Amount and Short Term Insurance Business;

二 その子会社が子会社でなくなったとき（第二百七十二条の三十第一項において準用する第四百二十二条又は第七十三条の六第一項の規定による認可を受けて事業の譲渡又は会社分割をした場合を除く。）。

(ii) if its Subsidiary Company ceases to be its Subsidiary Company (other than due to a business transfer or company split implemented with the authorization set forth in Article 142 as applied mutatis mutandis pursuant to Article 272-30, paragraph (1), or Article 173-6, paragraph (1));

三 資本金の額又は基金の総額を増額しようとするとき。

(iii) if it seeks to increase the amount of capital or the total amount of funds;

四 定款の変更をしたとき。

(iv) if it modifies its articles of incorporation;

五 その総株主の議決権の百分の五を超える議決権が一の株主により取得又は保有されることとなったとき。

(v) if its voting rights are acquired or come to be held by a single shareholder, in excess of 5 percent of all shareholders' voting rights; or

六 その他内閣府令（金融破綻処理制度及び金融危機管理に係るものについては、内閣府令・財務省令）で定める場合に該当するとき。

(vi) if it falls under any of the other cases specified by Cabinet Office Order (or, Cabinet Office Order or Ministry of Finance Order in the cases pertaining to the financial bankruptcy processing system and financial crisis management).

2 第二条第十五項の規定は、前項第五号に規定する一の株主が取得し、又は保有することとなった少額短期保険業者の議決権について準用する。

(2) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights in a Small Amount and Short Term Insurance Company acquired or held by the single shareholder set forth in item (v) of the preceding paragraph.

(報告又は資料の提出)

(Submission of Reports or Materials)

第二百七十二条の二十二 内閣総理大臣は、少額短期保険業者の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、少額短期保険業者に対し、その業務又は財産の状況に関し報告又は資料の提出を求めることができる。

Article 272-22 (1) If the Prime Minister finds it necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of a Small Amount and Short Term Insurance Company, the Prime Minister may request the Small Amount and Short Term Insurance Company to submit a reports or materials concerning the status of its business or property.

2 内閣総理大臣は、少額短期保険業者の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため特に必要があると認めるときは、その必要の限度において、当該少額短期保険業者の子法人等（子会社その他少額短期保険業者がその経営を支配している法人として内閣府令で定めるものをいう。次項並びに次条第二項及び第三項において同じ。）又は当該少額短期保険業者から業務の委託を受けた者（その者から委託（二以上の段階にわたる委託を含む。）を受けた者を含む。次項並びに同条第二項及び第三項において同じ。）に対し、当該少額短期保険業者の業務又は財産の状況に関し参考となるべき報告又は資料の提出を求めることができる。

(2) If and to the extent that the Prime Minister finds it particularly necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of a Small Amount and Short Term Insurance Company, the Prime Minister may request the Small Amount and Short Term Insurance Company's Subsidiary Corporation, etc. (meaning its Subsidiary Company or any other corporation specified by Cabinet Office Order as one whose management is controlled by a Small Amount and Short Term Insurance Company; the same applies in the following paragraph and paragraphs (2) and (3) of the following Article) or a person the Small Amount and Short Term Insurance Company has entrusted with its business (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements); the same applies in the following paragraph, and paragraphs (2) and (3) of that Article) to submit a report or materials that should serve as reference concerning the condition of the business or property

of the Small Amount and Short Term Insurance Company, within the limit necessary.

- 3 少額短期保険業者の子法人等又は当該少額短期保険業者から業務の委託を受けた者は、正当な理由があるときは、前項の規定による報告又は資料の提出を拒むことができる。

(3) A Small Amount and Short Term Insurance Company's Subsidiary Corporation, etc. or a person that a Small Amount and Short Term Insurance Company has entrusted with its business may refuse to submit reports or materials required under the preceding paragraph if there are justifiable grounds for it to do so.

(立入検査)

(On-Site Inspection)

第二百七十二条の二十三 内閣総理大臣は、少額短期保険業者の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、当該職員に、少額短期保険業者の営業所、事務所その他の施設に立ち入らせ、その業務若しくは財産の状況に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

Article 272-23 (1) If the Prime Minister finds it necessary for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of a Small Amount and Short Term Insurance Company, the Prime Minister may have their officials enter a business office, any other office or any other facility of the Small Amount and Short Term Insurance Company to ask questions on the status of its business or property, or inspect books and documents and other materials.

- 2 内閣総理大臣は、前項の規定による立入り、質問又は検査を行う場合において特に必要があると認めるときは、その必要の限度において、当該職員に、少額短期保険業者の子法人等若しくは当該少額短期保険業者から業務の委託を受けた者の施設に立ち入らせ、当該少額短期保険業者に対する質問若しくは検査に必要な事項に関し質問させ、又は帳簿書類その他の物件を検査させることができる。

(2) When and to the extent that the Prime Minister finds it particularly necessary in making an entry, asking questions, or conducting inspection pursuant to the provisions of the preceding paragraph, the Prime Minister may have officials enter a facility of a Small Amount and Short Term Insurance Company's Subsidiary Corporation, etc. or a person the Small Amount and Short Term Insurance Company has entrusted with its business, have such officials question the Small Amount and Short Term Insurance Company or ask questions about any particulars that are necessary for their inspection, or have such officials inspect books and documents and other materials.

- 3 少額短期保険業者の子法人等又は当該少額短期保険業者から業務の委託を受けた者は、正当な理由があるときは、前項の規定による質問及び検査を拒むことができる。

(3) A Small Amount and Short Term Insurance Company's Subsidiary

Corporation, etc. or a person that a Small Amount and Short Term Insurance Company has entrusted with its business may refuse the questioning and inspection set forth in the preceding paragraph if there are justifiable grounds for it to do so.

(事業方法書等に定めた事項の変更命令)

(Order to Modify Regarding Particulars Prescribed in Statement of Business Procedures)

第二百七十二条の二十四 内閣総理大臣は、少額短期保険業者が第二百七十二条の二第二項第四号に掲げる書類に定めた事項が次の各号のいずれかに該当すると認めるときは、当該少額短期保険業者に対し、期限を付して同号に掲げる書類に定めた事項の変更を命ずることができる。

Article 272-24 (1) If the Prime Minister finds that the particulars prescribed by a Small Amount and Short Term Insurance Company in the document listed in Article 272-2, paragraph (2), item (iv) fall under any of the following items, the Prime Minister may order the Small Amount and Short Term Insurance Company to modify any of the particulars prescribed in the document listed in that item within a specified period of time:

一 保険料の算出方法が、保険金等割合（毎決算期において、その事業年度に保険契約に基づいて支払義務が発生した保険金その他の給付金（これに準ずるものとして内閣府令で定めるものを含む。）を、当該保険契約により収受した保険料として内閣府令で定めるもので除して得た割合をいう。）その他の収支の状況に照らして、保険数理に基づき合理的かつ妥当なものであると認められないとき。

(i) the method of calculating insurance premiums is not found to be reasonable and relevant based on actuarial science, in light of the rate of Insurance Proceeds, etc. (meaning the rate found by dividing the amount of the insurance proceeds and other benefits (including any other payment specified by Cabinet Office Order as equivalent thereto) which became payable under insurance contracts within the business year concerned) by the amount of insurance premiums specified by Cabinet Office Order as received under the insurance contracts; or

二 責任準備金の算出方法が、保険数理に基づき合理的かつ妥当なものであると認められないとき。

(ii) the method of calculating the policy reserves is not found to be reasonable and relevant based on actuarial science.

2 内閣総理大臣は、前項に規定する場合のほか、少額短期保険業者の業務若しくは財産の状況に照らして、又は事情の変更により、少額短期保険業者の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、当該少額短期保険業者に対し、その必要の限度において、第二百七十二条の二第二項第二号から第四号までに掲げる書類に定めた事項の変更を命ずることができる。

(2) Beyond the cases prescribed in the preceding paragraph, when and to the

extent that the Prime Minister find it necessary, in light of the status of the business or property of a Small Amount and Short Term Insurance Company or changing circumstances, for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of the Small Amount and Short Term Insurance Company, the Prime Minister may order the Small Amount and Short Term Insurance Company to modify any of the particulars prescribed in the documents listed in Article 272-2, paragraph (2), items (ii) to (iv).

(業務改善命令)

(Business Improvement Order)

第二百七十二条の二十五 内閣総理大臣は、少額短期保険業者の業務若しくは財産又は少額短期保険業者及びその子会社等の財産の状況に照らして、当該少額短期保険業者の業務の健全かつ適切な運営を確保し、保険契約者等の保護を図るため必要があると認めるときは、当該少額短期保険業者に対し、措置を講ずべき事項及び期限を示して、経営の健全性を確保するための改善計画の提出を求め、又は提出された改善計画の変更を命じ、その他監督上必要な措置を命ずることができる。

Article 272-25 (1) If the Prime Minister finds it necessary, in light of the status of the business or property of a Small Amount and Short Term Insurance Company or the status of the property of its Subsidiary Company, etc., for protecting the Policyholders, etc. and for ensuring the sound and appropriate business operation of the Small Amount and Short Term Insurance Company, the Prime Minister may request the Small Amount and Short Term Insurance Company to submit an improvement program for ensuring the soundness of its management by specifying particulars with regard to which measures must be taken as well as a time limit or order the modification of the submitted improvement program, or order necessary measures for the purpose of supervision.

2 前項の規定による命令であつて、少額短期保険業者の保険金等の支払能力の充実の状況によって必要があると認めるときにするものは、少額短期保険業者の保険金等の支払能力の充実の状況に係る区分に応じ内閣府令・財務省令で定めるものでなければならない。

(2) An order under the preceding paragraph that is issued when it is found to be necessary due to the Small Amount and Short Term Insurance Company's level of solvency in terms of its ability to pay Insurance Proceeds, etc. must be an order specified by Cabinet Office Order or Order of the Ministry of Finance for the category that corresponds to the Small Amount and Short Term Insurance Company's level of solvency in terms of its ability to pay Insurance Proceeds, etc.

(登録の取消し等)

(Cancellation of Registration)

第二百七十二条の二十六 内閣総理大臣は、少額短期保険業者が次の各号のいずれかに該当することとなったときは、期限を付して当該少額短期保険業者の業務の全部若しくは一部の停止を命じ、又は第二百七十二条第一項の登録を取り消すことができる。

Article 272-26 (1) The Prime Minister may order the total or partial suspension of the business of a Small Amount and Short Term Insurance Company for a specified period of time, or cancel the registration set forth in Article 272, paragraph (1), if and when the Small Amount and Short Term Insurance Company:

一 第二百七十二条の四第一項第一号から第四号まで、第七号、第八号又は第十一号に該当したとき。

(i) falls under any of Article 272-4, paragraph (1), items (i) to (iv), item (vii), (viii) or (xi);

二 不正の手段により第二百七十二条第一項の登録を受けたとき。

(ii) obtains the registration set forth in Article 272, paragraph (1) by wrongful means;

三 小規模事業者でなくなったとき、その他法令の規定に違反したとき。

(iii) ceases to be a small-scale entrepreneur or violates any other provisions of a law or regulation;

四 法令に基づく内閣総理大臣の処分又は第二百七十二条の二第二項各号に掲げる書類に定めた事項のうち特に重要なものに違反したとき。

(iv) violates any disposition by the Prime Minister pursuant to a law or regulation or any of the particularly important particulars prescribed in the documents listed in the items of Article 272-2, paragraph (2); or

五 公益を害する行為をしたとき。

(v) engages in any action with prejudice to the public interest.

2 内閣総理大臣は、少額短期保険業者の取締役、執行役、会計参与又は監査役が第二百七十二条の四第一項第十号イからへまでのいずれかに該当することとなったとき、法令の規定に違反する行為をしたとき、又は前項第四号若しくは第五号に該当する行為をしたときは、当該少額短期保険業者に対し当該取締役、執行役、会計参与又は監査役の解任を命ずることができる。

(2) Where any director, executive officer, accounting advisor or company auditor of a Small Amount and Short Term Insurance Company falls under any of Article 272-4, paragraph (1), item (x), (a) to (f), violates any provisions of a law or regulation, or acts as listed in item (iv) or (v) of the preceding paragraph, the Prime Minister may order the Small Amount and Short Term Insurance Company to dismiss the director, executive officer, accounting advisor or company auditor.

第二百七十二条の二十七 内閣総理大臣は、少額短期保険業者の財産の状況が著しく悪化し、少額短期保険業を継続することが保険契約者等の保護の見地から適当でないとき

認めるときは、当該少額短期保険業者の第二百七十二条第一項の登録を取り消すことができる。

Article 272-27 If the Prime Minister finds that, from the viewpoint of protecting Policyholders, etc., it is inappropriate for a Small Amount and Short Term Insurance Company to engage in Small Amount and Short Term Insurance Business, because of extreme deterioration in the status of its property, the Prime Minister may cancel the registration of such Small Amount and Short Term Insurance Company under Article 272, paragraph (1).

(健全性の基準に関する規定の準用)

(Mutatis Mutandis Application of the Provisions on the Standard of Soundness)

第二百七十二条の二十八 第百三十条の規定は、少額短期保険業者について準用する。

Article 272-28 The provisions of Article 130 apply mutatis mutandis to a Small Amount and Short Term Insurance Company.

第五節 保険契約の移転等

Section 5 Transfers of Insurance Contracts

(保険契約の移転に関する規定の準用)

(Mutatis Mutandis Application of the Provisions on Transfers of Insurance Contracts)

第二百七十二条の二十九 第七章第一節の規定は、少額短期保険業者の保険契約の移転について準用する。この場合において、第百三十五条第一項中「外国保険会社等」とあるのは、「外国保険会社等及び少額短期保険業者」と読み替えるものとする。

Article 272-29 The provisions of Chapter VII, Section 1 apply mutatis mutandis to the transfer of insurance contracts of a Small Amount and Short Term Insurance Company. In this case, the term "Foreign Insurance Company, etc." in Article 135, paragraph (1) is deemed to be replaced with "Foreign Insurance Company, etc. or Small Amount and Short Term Insurance Company".

(事業の譲渡又は譲受け並びに業務及び財産の管理の委託に関する規定の準用)

(Mutatis Mutandis Application of the Provisions on Transfer or Acquisition of Business and on Entrustment of Business and Property Administration)

第二百七十二条の三十 第百四十二条の規定は、少額短期保険業者を全部又は一部の当事者とする事業の譲渡又は譲受けについて準用する。

Article 272-30 (1) The provisions of Article 142 apply mutatis mutandis to the transfer or acquisition of business involving a Small Amount and Short Term Insurance Company or Small Amount and Short Term Insurance Companies.

2 第七章第三節の規定は、少額短期保険業者がその業務及び財産の管理の委託をする場合について準用する。この場合において、第百四十四条第一項中「外国保険会社等（内閣府令で定めるものを除く。）」とあるのは、「外国保険会社等（内閣府令で定

めるものを除く。)及び少額短期保険業者」と読み替えるものとする。

(2) The provisions of Chapter VII, Section 3 apply mutatis mutandis to cases where a Small Amount and Short Term Insurance Company entrusts the administration of its business and property. In this case, the term "Foreign Insurance Company, etc. (unless otherwise specified by Cabinet Office Order)" in Article 144, paragraph (1) is deemed to be replaced with "Foreign Insurance Company, etc. (unless otherwise specified by Cabinet Office Order) or Small Amount and Short Term Insurance Company".

第六節 株主

Section 6 Shareholders

第一款 少額短期保険主要株主

Subsection 1 Small Amount and Short Term Insurers' Major Shareholders

(少額短期保険業者の主要株主基準値以上の数の議決権の保有者に係る承認等)
(Approval Pertaining to Holders of Voting Rights in a Small Amount and Short Term Insurance Company, Equal to or Exceeding the Major Shareholder Threshold)

第二百七十二条の三十一 次に掲げる取引若しくは行為により一の少額短期保険業者の主要株主基準値以上の数の議決権の保有者になろうとする者又は少額短期保険業者の主要株主基準値以上の数の議決権の保有者である会社その他の法人の設立をしようとする者(第二百七十一条の十第一項に規定する国等、第二百七十二条の三十五第一項に規定する持株会社になろうとする会社、同項に規定する者及び少額短期保険業者を子会社としようとする第二百七十二条の三十七第二項に規定する少額短期保険持株会社を除く。)は、あらかじめ、内閣総理大臣の承認を受けなければならない。

Article 272-31 (1) Any person who seeks to become the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold or to form a company or corporation that is the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold through any of the following transactions or actions (other than the State, etc. set forth in Article 271-10, paragraph (1), the company set forth in Article 272-35, paragraph (1) that seeks to become a Holding Company, the person set forth in that paragraph or the Small Amount and Short Term Insurance Holding Company set forth in Article 272-37, paragraph (2) that seeks to make a Small Amount and Short Term Insurance Company its Subsidiary Company), must obtain the approval of the Prime Minister in advance:

- 一 当該議決権の保有者になろうとする者による少額短期保険業者の議決権の取得(担保権の実行による株式の取得その他の内閣府令で定める事由によるものを除

く。)

(i) acquisition of voting rights in a Small Amount and Short Term Insurance Company by a person seeking to hold the relevant voting rights (except for those obtained by the acquisition of shares through the exercise of a security interest or due to any other event specified by Cabinet Office Order);

二 当該議決権の保有者になろうとする者がその主要株主基準値以上の数の議決権を保有している会社による第二百七十二条第一項の登録を受ける行為

(ii) an action through which the registration set forth in Article 272, paragraph (1), is obtained, through a company that holds a number of voting rights in a Small Amount and Short Term Insurer equal to or exceeding the Major Shareholder Threshold, by the person seeking to become the holder of the relevant voting rights; or

三 その他政令で定める取引又は行為

(iii) any other transaction or action specified by Cabinet Order.

2 前項各号に掲げる取引又は行為以外の事由により一の少額短期保険業者の主要株主基準値以上の数の議決権の保有者になった者（第二百七十一条の十第一項に規定する国等、第二百七十二条の三十五第二項に規定する特定少額短期持株会社及び第二百七十二条の三十七第二項に規定する少額短期保険持株会社を除く。以下この条及び第三百三十三条において「特定少額短期主要株主」という。）は、当該事由の生じた日の属する当該少額短期保険業者の事業年度の終了の日から一年を経過する日（以下この項及び第四項において「猶予期限日」という。）までに少額短期保険業者の主要株主基準値以上の数の議決権の保有者でなくなるよう、所要の措置を講じなければならない。ただし、当該特定少額短期主要株主が、猶予期限日後も引き続き少額短期保険業者の主要株主基準値以上の数の議決権の保有者であることについて内閣総理大臣の承認を受けた場合は、この限りでない。

(2) Any person that has become the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold due to any other event than the transactions or actions listed in the items of the preceding paragraph (other than the National Government, etc. set forth in Article 271-10, paragraph (1), the Specified Small Amount and Short Term Insurance Holding Company set forth in Article 272-35, paragraph (2) or the Specified Small Amount and Short Term Insurance Holding Company set forth in Article 272-37, paragraph (2)); referred to as a "Small Amount and Short Term Insurance Company's Specified Major Shareholder" hereafter in this Article as well as in Article 333) must take necessary measures for ensuring that it will cease to be the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold by the date one year after the last day of the Small Amount and Short Term Insurance Company's business year in which the event occurred (referred to as the "Last Day of the Grace Period" hereafter in this paragraph as well as in paragraph (4)); provided,

however, that this does not apply where the Small Amount and Short Term Insurance Company's Specified Major Shareholder has received approval from the Prime Minister for continuing to be the holder of a number of voting rights in the Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold after the Last Day of the Grace Period.

3 特定少額短期主要株主は、前項の規定による措置により少額短期保険業者の主要株主基準値以上の数の議決権の保有者でなくなったときは、遅滞なく、その旨を内閣総理大臣に届け出なければならない。当該措置によることなく少額短期保険業者の主要株主基準値以上の数の議決権の保有者でなくなったときも、同様とする。

(3) If a Small Amount and Short Term Insurance Company's Specified Major Shareholder has ceased to be the holder of a number of voting rights in the Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold due to the measures set forth in the preceding paragraph, it must notify the Prime Minister of this without delay. The same applies if it has ceased to be the holder of a number of voting rights in the Small Amount and Short Term Insurer equal to or exceeding the Major Shareholder Threshold without such measures.

4 内閣総理大臣は、第一項の承認を受けずに同項各号に掲げる取引若しくは行為により少額短期保険業者の主要株主基準値以上の数の議決権の保有者になった者若しくは少額短期保険業者の主要株主基準値以上の数の議決権の保有者として設立された会社その他の法人又は第二項ただし書の承認を受けることなく猶予期限日後も少額短期保険業者の主要株主基準値以上の数の議決権の保有者である者に対し、当該少額短期保険業者の主要株主基準値以上の数の議決権の保有者でなくなるよう、所要の措置を講ずることを命ずることができる。

(4) The Prime Minister may order a person who has become the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold through any of the transactions or actions listed in the items of paragraph (1) or a company or any other corporation formed as the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold, without receiving the approval set forth in paragraph (1), or a person that continues to be the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold, even after the Last Day of the Grace Period, without receiving the approval set forth in the proviso to paragraph (2), to take necessary measures for ensuring that it will cease to be the holder of a number of voting rights in the Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold.

5 第二条第十五項の規定は、前各項の場合において、少額短期保険業者の主要株主基準値以上の数の議決権の保有者が保有する議決権について準用する。

(5) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights held by the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold, in the cases referred to in the preceding paragraphs.

(承認申請手続)

(Application Procedure for Approval)

第二百七十二条の三十二 前条第一項又は第二項ただし書の承認を受けようとする者は、次に掲げる事項を記載した承認申請書を内閣総理大臣に提出しなければならない。

Article 272-32 (1) Any person that seeks to receive the approval set forth in the preceding Article, paragraph (1) or the proviso to paragraph (2) must submit to the Prime Minister a written application for approval detailing the following particulars:

一 議決権保有割合（当該承認を受けようとする者の保有する当該承認に係る少額短期保険業者の議決権の数を、当該少額短期保険業者の総株主の議決権で除して得た割合をいう。第二百七十二条の三十六第一項及び第二百七十二条の四十二第一項において同じ。）に関する事項、取得資金に関する事項、保有の目的その他の少額短期保険業者の議決権の保有に関する重要な事項として内閣府令で定める事項

(i) the particulars of the Proportion of Voting Rights Held (meaning the proportion calculated by dividing the number of voting rights the Applicant for approval holds in the Small Amount and Short Term Insurance Company to which the approval pertains, by all shareholders' voting rights in the Small Amount and Short Term Insurance Company; the same applies in Article 272-36, paragraph (1) and Article 272-42, paragraph (1)), the particulars of the acquisition funding, the purpose of holding the voting rights, and other particulars specified by Cabinet Office Order as important particulars of the holding of voting rights in a Small Amount and Short Term Insurance Company;

二 商号、名称又は氏名及び住所

(ii) its trade name, name, and address;

三 法人である場合においては、その資本金又は出資の額及びその代表者の氏名

(iii) for a corporation, the amount of capital or contribution and the name of its representative person; and

四 事業を行っているときは、営業所の名称及び所在地並びにその事業の種類

(iv) for a business entity, the names and addresses of its business offices and the type of its business.

2 前項の承認申請書には、次条第一項第一号ハ及び第二号ハに該当しないことを誓約する書面その他内閣府令で定める書面を添付しなければならない。

(2) The written application for approval set forth in the preceding paragraph must be attached with a document containing a pledge that the application does not fall under paragraph (1), item (i), (c) or item (ii), (c) of the following

Article as well as any other document specified by Cabinet Office Order.

3 第二条第十五項の規定は、第一項の場合において、承認申請書を提出する者が保有する議決権について準用する。

(3) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights held by the person submitting the written application for approval in the case referred to in paragraph (1).

第二百七十二条の三十三 内閣総理大臣は、第二百七十二条の三十一第一項又は第二項ただし書の承認の申請があったときは、次のいずれかに該当する場合を除き、これを承認しなければならない。

Article 272-33 (1) Whenever an application has been filed for the approval under Article 272-31, paragraph (1) or the proviso to Article 272-31, paragraph (2), with the exception of cases falling under any of the following, the Prime Minister must give such approval:

一 当該承認の申請をした者（以下この条において「申請者」という。）が会社その他の法人である場合又は当該承認を受けて会社その他の法人が設立される場合にあつては、次のいずれかに該当するとき。

(i) the person that filed the application for approval (hereinafter referred to as "Applicant" in this Article) is a company or any other corporation, or where a company or any other corporation is to be formed with the approval, any of the following applies:

イ 取得資金に関する事項、保有の目的その他の当該申請者又は当該承認を受けて設立される会社その他の法人（以下この号において「法人申請者等」という。）による少額短期保険業者の主要株主基準値以上の数の議決権の保有に関する事項に照らして、当該法人申請者等がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる少額短期保険業者の業務の健全かつ適切な運営を損なうおそれがあること。

(a) in light of the particulars of the acquisition funding, the purpose of holding the voting rights or any other particular involved in the holding of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold by the company or any other corporation to be formed with the approval (hereinafter referred to as "Corporation Applicant, etc." in this item), the application poses a risk to the sound and appropriate business operation of the Small Amount and Short Term Insurance Company in which the Corporation Applicant, etc. holds, or will hold, a number of voting rights equal to or exceeding the Major Shareholder Threshold;

ロ 法人申請者等及びその子会社（子会社となる会社を含む。）の財産及び収支の状況に照らして、当該法人申請者等がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる少額短期保険業者の業務の健全かつ適切な運営を損なうおそれがあること。

(b) in light of the condition of the property and balance of payment of the Corporation Applicant, etc. and its Subsidiary Companies (including any prospective Subsidiary Company), the application poses a risk to the sound and appropriate business operation of the Small Amount and Short Term Insurance Company in which the Corporation Applicant, etc. holds, or will hold, a number of voting rights equal to or exceeding the Major Shareholder Threshold; or

ハ 法人申請者等が、次のいずれかに該当する者であること。

(c) the Corporation Applicant, etc. falls under any of the following:

(1) 第百三十三条若しくは第百三十四条の規定により第三条第一項の免許を取り消され、第二百五条若しくは第二百六条の規定により第八十五条第一項の免許を取り消され、第二百三十一条若しくは第二百三十二条の規定により第二百十九条第一項の免許を取り消され、第二百七十二条の二十六第一項若しくは第二百七十二条の二十七の規定により第二百七十二条第一項の登録を取り消され、若しくは第三百七条第一項の規定により第二百七十六条若しくは第二百八十六条の登録を取り消された場合又はこの法律に相当する外国の法令の規定により当該外国において受けている同種類の免許若しくは登録（当該免許又は登録に類する許可その他の行政処分を含む。）を取り消された場合において、その取消しの日から五年を経過しない者

1. a person whose license under Article 3, paragraph (1) was canceled pursuant to the provisions of Article 133 or 134, whose license under Article 185, paragraph (1) was canceled pursuant to the provisions of Article 205 or 206, whose license under Article 219, paragraph (1) was canceled pursuant to the provisions of Article 231 or 232, whose registration under Article 272, paragraph (1) was canceled pursuant to the provisions of Article 272-26, paragraph (1) or Article 272-27 or whose registration under Article 276 or 286 was canceled pursuant to the provisions of Article 307, paragraph (1), or whose license or registration of a similar type obtained under a foreign law or regulation equivalent to this Act (including any permission or other administrative disposition similar to such license or registration) was canceled in the foreign state concerned, without five years having elapsed since the date of such cancellation;

(2) 第二百七十二条の四第一項第八号に規定する法律又はこれらに相当する外国の法令の規定に違反し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者

2. a person sentenced to a fine (including any equivalent punishment under a foreign law or regulation) for violating a provisions of any of the actions set forth in Article 272-4, paragraph (1), item (viii) or any foreign law or regulation equivalent thereto, without five years having

elapsed since the execution of the sentence was terminated or since it was no longer subject to the execution of the sentence;

- (3) 役員のうち会社法第三百三十一条第一項第二号（取締役の資格等）若しくは第十二条第一項の規定により読み替えて適用する同法第三百三十一条第一項第三号に掲げる者又は第二百七十二条の四第一項第十号イからへまでのいずれかに該当する者のある者

3. a person whose officers include the person listed in Article 331, paragraph (1), item (ii) of the Companies Act (Qualifications of Directors) or Article 331, paragraph (1), item (iii) of that Act as applied following the deemed replacement of terms pursuant to the provisions of Article 12, paragraph (1), or a person falling under any of Article 272-4, paragraph (1), item (x), (a) to (f); or

二 前号に掲げる場合以外の場合にあっては、次のいずれかに該当するとき。

- (ii) in any other case than that listed in the preceding item, any of the following applies:

- イ 取得資金に関する事項、保有の目的その他の当該申請者による少額短期保険業者の主要株主基準値以上の数の議決権の保有に関する事項に照らして、当該申請者がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる少額短期保険業者の業務の健全かつ適切な運営を損なうおそれがあること。

- (a) in light of the particulars of the acquisition funding, the purpose of holding the voting rights or any other particular involved in the holding of a number of voting rights in the Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold by the Applicant, the application poses a risk to the sound and appropriate business operation of the Small Amount and Short Term Insurance Company in which the Applicant holds, or will hold, a number of voting rights equal to or exceeding the Major Shareholder Threshold;

- ロ 当該申請者の財産の状況（当該申請者が事業を行う者である場合においては、収支の状況を含む。）に照らして、当該申請者がその主要株主基準値以上の数の議決権の保有者であり、又はその主要株主基準値以上の数の議決権の保有者となる少額短期保険業者の業務の健全かつ適切な運営を損なうおそれがあること。

- (b) in light of the status of the property of the Applicant (including the condition of balance of payment, where the Applicant is a business entity), the application poses a risk to the sound and appropriate business operation of the Small Amount and Short Term Insurance Company in which the Applicant holds, or will hold, a number of voting rights equal to or exceeding the Major Shareholder Threshold; or

- ハ 当該申請者が、次のいずれかに該当する者であること。

- (c) the Applicant falls under any of the following points:

- (1) 成年被後見人若しくは被保佐人又は外国の法令上これと同様に取り扱わ

れている者であつて、その法定代理人が会社法第三百三十一条第一項第二号若しくは第十二条第一項の規定により読み替えて適用する同法第三百三十一条第一項第三号に掲げる者又は第二百七十二条の四第一項第十号イからへまでのいずれかに該当する者であるもの

1. an adult ward or person under guardianship, or any other person receiving a similar treatment under a foreign law or regulation, whose statutory representative falls under Article 331, paragraph (1), item (ii) of the Companies Act or Article 331, paragraph (1), item (iii) of that Act as applied following the deemed replacement of terms pursuant to the provisions of Article 12, paragraph (1), or any of Article 272-4, paragraph (1), item (x), (a) to (f); or

(2) 会社法第三百三十一条第一項第二号若しくは第十二条第一項の規定により読み替えて適用する同法第三百三十一条第一項第三号に掲げる者又は第二百七十二条の四第一項第十号イからへまでのいずれかに該当する者

2. a person falling under Article 331, paragraph (1), item (ii) of the Companies Act or Article 331, paragraph (1), item (iii) of that Act as applied following the deemed replacement of terms pursuant to the provisions of Article 12, paragraph (1), or any of Article 272-4, paragraph (1), item (x), (a) to (f).

2 第二条第十五項の規定は、前項の場合において、申請者が保有する議決権について準用する。

(2) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights held by the Applicant in the case referred to in the preceding paragraph.

(監督に関する規定の準用)

(Mutatis Mutandis Application of the Provisions on Supervision)

第二百七十二条の三十四 第二百七十一条の十二から第二百七十一条の十四まで及び第二百七十一条の十六の規定は、少額短期保険業者の主要株主基準値以上の数の議決権の保有者である少額短期保険主要株主（第二百七十二条の三十一第一項各号に掲げる取引若しくは行為について保有者となる承認を受け、同項の承認を受けて設立され、又は同条第二項ただし書の承認を受けている者をいう。以下同じ。）について準用する。この場合において、第二百七十一条の十二中「第二百二十八条第一項」とあるのは「第二百七十二条の二十二第一項」と、第二百七十一条の十三中「第二百二十九条第一項」とあるのは「第二百七十二条の二十三第一項」と、第二百七十一条の十四中「第二百七十一条の十一各号」とあるのは「第二百七十二条の三十三第一項各号」と、「第二百七十一条の十第一項又は第二項ただし書の認可」とあるのは「第二百七十二条の三十一第一項又は第二項ただし書の承認」と、第二百七十一条の十六第一項中「第二百七十一条の十第一項若しくは第二項ただし書の認可」とあるのは「第二百七十二条の三十一第一項若しくは第二項ただし書の承認」と、「同条第一項の認可」とあるのは「同条第一項の承認」と、「当該認可」とあるのは「当該承認」と、同条第

二項中「第二百七十一条の十第一項又は第二項ただし書の認可」とあるのは「第二百七十二条の三十一第一項又は第二項ただし書の承認」と読み替えるものとする。

Article 272-34 (1) The provisions of Articles 271-12 to 271-14 and 271-16 apply mutatis mutandis to a Small Amount and Short Term Insurance Company's Major Shareholder that holds a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold (meaning a person that has received the approval to hold such voting rights following any of the transactions or actions listed in items of Article 272-31, paragraph (1), was formed with the approval set forth in the same paragraph, or has received the approval set forth in the proviso to paragraph (2) of the same Article; the same applies hereinafter). In this case, the term "Article 128, paragraph (1)" in Article 271-12 is deemed to be replaced with "Article 272-22, paragraph (1)"; the term "Article 129, paragraph (1)" in Article 271-13 is deemed to be replaced with "Article 272-23, paragraph (1)"; the terms "the items of Article 271-11" and "authorization set forth in the proviso of Article 271, paragraph (1) or (2)" in Article 271-14 are deemed to be replaced with "Article 272-33, paragraph (1), items (i) and (ii)" and "approval set forth in Article 272-31, paragraph (1) or the proviso to Article 272-31, paragraph (2)", respectively; the terms "authorization of the Insurance Company's Major Shareholder set forth in the proviso of Article 271-10, paragraph (1) or (2)", "authorizations set forth in Article 271-10, paragraph (1)" and "said authorization" in Article 271-16, paragraph (1) are deemed to be replaced with "approval of the Insurance Company's Major Shareholder set forth in Article 272-31, paragraph (1) or the proviso to Article 272-31, paragraph (2)", "approvals set forth in Article 272-31, paragraph (1)", and "said approval", respectively; and the term "authorization set forth in the proviso of Article 271-10, paragraph (1) or (2)" in Article 271-16, paragraph (2) is deemed to be replaced with "approval set forth in Article 272-31, paragraph (1) or the proviso to Article 272-31, paragraph (2)".

2 第二条第十五項の規定は、前項の場合において、少額短期保険業者の主要株主基準値以上の数の議決権の保有者が保有する議決権について準用する。

(2) The provisions of Article 2, paragraph (15) apply mutatis mutandis to the voting rights held by the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold in the case referred to in the preceding paragraph.

第二款 少額短期保険持株会社

Subsection 2 Small Amount and Short Term Insurance Holding Company

(少額短期保険持株会社に係る承認等)

(Approval Pertaining to Small Amount and Short Term Insurance Holding Company)

第二百七十二条の三十五 次に掲げる取引若しくは行為により少額短期保険業者を子会社とする持株会社になろうとする会社又は少額短期保険業者を子会社とする持株会社の設立をしようとする者は、あらかじめ、内閣総理大臣の承認を受けなければならない。

Article 272-35 (1) Any company that seeks to become a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company through any of the following transactions or actions, or any person that seeks to incorporate a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company must receive in advance the approval of the Prime Minister:

一 当該会社又はその子会社による少額短期保険業者の議決権の取得（担保権の実行による株式の取得その他の内閣府令で定める事由によるものを除く。）

(i) acquisition of voting rights in the Small Amount and Short Term Insurance Company by the company or any of its Subsidiary Companies (excluding through the acquisition of shares by the exercise of a security interest or any other event specified by Cabinet Office Order);

二 当該会社の子会社による第二百七十二条第一項の登録を受ける行為

(ii) any action by a Subsidiary Company of the company to obtain the registration set forth in Article 272, paragraph (1); or

三 その他政令で定める取引又は行為

(iii) any other transaction or action specified by Cabinet Order.

2 前項各号に掲げる取引又は行為以外の事由により少額短期保険業者を子会社とする持株会社になった会社（以下「特定少額短期持株会社」という。）は、当該事由の生じた日の属する事業年度終了後三月以内に、当該会社が少額短期保険業者を子会社とする持株会社になった旨その他の内閣府令で定める事項を内閣総理大臣に届け出なければならない。

(2) Any company that has become a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company following any other event than the transactions or actions listed in items of the preceding paragraph (hereinafter referred to as "Specified Small Amount and Short Term Insurance Holding Company"), within three months from the end of the business year in which the event occurred, must notify the Prime Minister of the fact that the company has become a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company, as well as other particulars specified by Cabinet Office Order.

3 特定少額短期持株会社は、前項の事由の生じた日の属する事業年度の終了の日から一年を経過する日（以下この項及び第五項において「猶予期限日」という。）までに少額短期保険業者を子会社とする持株会社でなくなるよう、所要の措置を講じなければならない。ただし、当該特定少額短期持株会社が、猶予期限日後も引き続き少額短

期保険業者を子会社とする持株会社であることについて内閣総理大臣の承認を受けた場合は、この限りでない。

(3) A Specified Small Amount and Short Term Insurance Holding Company must take necessary measures to ensure that it will cease to be a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company by the date that is one year after the last day of the business year in which the event set forth in the preceding paragraph occurred (referred to as "Last Day of the Grace Period" hereafter in this paragraph as well as in paragraph (5)); provided, however, that this does not apply where the Prime Minister approves that the Specified Small Amount and Short Term Insurance Holding Company continue as a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company after the Last Day of the Grace Period.

4 特定少額短期持株会社は、前項の規定による措置により少額短期保険業者を子会社とする持株会社でなくなったときは、遅滞なく、その旨を内閣総理大臣に届け出なければならない。当該措置によることなく少額短期保険業者を子会社とする持株会社でなくなったときも、同様とする。

(4) If a Specified Small Amount and Short Term Insurance Holding Company has ceased to be a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company due to the measures taken under the preceding paragraph, it must notify the Prime Minister of this without delay. The same applies if it has ceased to be a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company without such measures.

5 内閣総理大臣は、第一項の承認を受けずに同項各号に掲げる取引若しくは行為により少額短期保険業者を子会社とする持株会社になった会社若しくは少額短期保険業者を子会社とする持株会社として設立された会社又は第三項ただし書の承認を受けることなく猶予期限日後も少額短期保険業者を子会社とする持株会社である会社に対し、少額短期保険業者を子会社とする持株会社でなくなるよう、所要の措置を講ずることを命ずることができる。

(5) The Prime Minister may order any company that has become a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company due to any of the transactions or actions listed in the items of paragraph (1) or was incorporated as a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company, without the approval set forth in paragraph (1), or any company that continues as a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company after the Last Day of the Grace Period without the approval set forth in the proviso to paragraph (3), to take necessary measures to ensure that it will cease to be a Holding Company whose Subsidiary Companies include a Small Amount and Short Term

Insurance Company.

第二百七十二条の三十六 前条第一項又は第三項ただし書の承認を受けようとする者は、次に掲げる事項を記載した承認申請書を内閣総理大臣に提出しなければならない。

Article 272-36 (1) A person seeking to receive the approval set forth in the preceding Article, paragraph (1) or the proviso to paragraph (3) must submit a written application for approval to the Prime Minister detailing the following particulars:

一 議決権保有割合に関する事項、取得資金に関する事項、保有の目的その他の少額短期保険業者の議決権の保有に関する重要な事項として内閣府令で定める事項

(i) the particulars of the Proportion of Voting Rights Held, the particulars of the acquisition funding, the purpose of holding the voting rights, and other particulars specified by Cabinet Office Order as important particulars of the holding of voting rights in a Small Amount and Short Term Insurance Company;

二 商号

(ii) its trade name;

三 資本金の額

(iii) the amount of capital;

四 取締役及び監査役（監査等委員会設置会社にあつては取締役、指名委員会等設置会社にあつては、取締役及び執行役）の氏名

(iv) the names of its directors and company auditors (in the case of a company with Audit and Supervisory Committee, directors, or in the case of a Company with Nominating Committee, etc., directors and executive officers); and

五 本店その他の営業所の名称及び所在地

(v) the names and addresses of its head office and other offices.

2 前項の承認申請書には、定款、貸借対照表、損益計算書、次条第一項第三号に該当しないことを誓約する書面その他内閣府令で定める書類を添付しなければならない。

(2) The written application for approval set forth in the preceding paragraph must be attached with the articles of incorporation, the balance sheet, the profit and loss statement, a document containing a pledge that the application does not fall under paragraph (1), item (iii) of the following Article, and other documents specified by Cabinet Office Order.

第二百七十二条の三十七 内閣総理大臣は、第二百七十二条の三十五第一項又は第三項ただし書の承認の申請があつたときは、次のいずれかに該当する場合を除き、これを承認しなければならない。

Article 272-37 (1) Whenever an application has been filed for the approval referred to in Article 272-35, paragraph (1) or the proviso to Article 272-35, paragraph (3), with the exception of cases falling under any of the following,

the Prime Minister must give such approval:

一 当該承認の申請をした会社又は当該承認を受けて設立される会社（以下この条において「申請者等」という。）及びその子会社（子会社となる会社を含む。第四号において同じ。）の財産及び収支の状況に照らして、当該申請者等がその子会社であり、又はその子会社となる少額短期保険業者の業務の健全かつ適切な運営を損なうおそれがあること。

(i) in light of the status of the property and balance of payment of the company that filed the application for approval or the company to be incorporated with the approval (hereinafter referred to as "Applicant, etc." in this Article) and its Subsidiary Companies (including any prospective Subsidiary Companies), the Applicant, etc. poses a risk to the sound and appropriate business operation of the Small Amount and Short Term Insurance Company that is, or will be its Subsidiary Company;

二 申請者等が、その人的構成等に照らして、その子会社であり、又はその子会社となる少額短期保険業者の経営管理を的確かつ公正に遂行することができる知識及び経験を有しない者であること。

(ii) in light of its human resource structure, etc., the Applicant, etc. does not have the necessary knowledge and experience for ensuring the appropriate and fair management of the Small Amount and Short Term Insurance Company that is, or will be, its Subsidiary Company;

三 申請者等が第二百七十二条の三十三第一項第一号ハに該当する者であること。

(iii) the Applicant, etc. falls under Article 272-33, paragraph (1), item (i), (c); or

四 申請者等の子会社の業務の内容が第二百七十二条の三十九第三項各号のいずれかに該当するものであること。

(iv) the business content of any Subsidiary Company of the Applicant, etc. falls under items of Article 272-39, paragraph (3).

2 少額短期保険持株会社（少額短期保険業者を子会社とする持株会社であって、第二百七十二条の三十五第一項各号に掲げる取引若しくは行為について保有者となる承認を受け、同項の承認を受けて設立され、又は同条第三項ただし書の承認を受けているものをいう。以下同じ。）は、外国の法令に準拠して設立されたものを除き、株式会社であって次に掲げる機関を置くものでなければならない。

(2) A Small Amount and Short Term Insurance Holding Company (meaning a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company that has received the approval to hold the relevant voting rights following any of the transactions or actions listed in items of Article 272-35, paragraph (1), was incorporated with the approval set forth in Article 272-35, paragraph (1), or has received the approval set forth in the proviso to Article 272-35, paragraph (3); the same applies hereinafter) must be a Stock Company that has the following organs, unless it was incorporated in accordance with the laws and regulations of the foreign state:

一 取締役会

- (i) board of directors;
 - 二 監査役会、監査等委員会又は指名委員会等
- (ii) board of company auditors, Audit and Supervisory Committee or Nominating Committee, etc.; and
 - 三 会計監査人
- (iii) financial Auditor.

(少額短期保険持株会社の取締役等の適格性等)

(Qualification for Directors of Small Amount and Short Term Insurance Holding Company)

第二百七十二条の三十七の二 会社法第三百三十一条第二項ただし書（取締役の資格等）（同法第三百三十五条第一項（監査役の資格等）において準用する場合を含む。）、第三百三十二条第二項（取締役の任期）（同法第三百三十四条第一項（会計参与の任期）において準用する場合を含む。）、第三百三十六條第二項（監査役の任期）及び第四百二条第五項ただし書（執行役の選任等）の規定は、少額短期保険持株会社については、適用しない。

Article 272-37-2 (1) The following provisions in the Companies Act do not apply to a Small Amount and Short Term Insurance Holding Company: the proviso to Article 331, paragraph (2) (Qualifications of Directors) (including the cases where it is applied mutatis mutandis pursuant to Article 335, paragraph (1) (Qualifications of Company Auditors) of that Act), Article 332, paragraph (2) (Directors' Terms of Office) (including the cases where it is applied mutatis mutandis pursuant to Article 334, paragraph (1) (Accounting Advisors' Terms of Office) of that Act), Article 336, paragraph (2) (Company Auditors' Terms of Office) and the proviso to Article 402, paragraph (5) (Election of Executive Officers).

2 少額短期保険持株会社は、持分会社の無限責任社員又は業務を執行する社員となることができない。

(2) A Small Amount and Short Term Insurance Holding Company may not become an unlimited partner or a partner who executes the business of a membership company.

(少額短期保険持株会社の業務範囲等)

(Scope of Business of Small Amount and Short Term Insurance Holding Company)

第二百七十二条の三十八 少額短期保険持株会社は、次条第一項各号に掲げる会社及びこれらの会社以外の会社で同項又は同条第四項ただし書の規定による内閣総理大臣の承認を受けて子会社とした会社の経営管理を行うこと並びにこれに附帯する業務のほか、他の業務を営むことができない。

Article 272-38 (1) A Small Amount and Short Term Insurance Holding Company may not conduct business other than managing the operation of any company

falling under items of paragraph (1) of the following Article and any other company that has become its Subsidiary Company with the approval of the Prime Minister set forth in Article 272-39, paragraph (1) or the proviso to Article 272-39, paragraph (4), or any other business incidental thereto.

2 少額短期保険持株会社は、その業務を営むに当たっては、その子会社である少額短期保険業者の業務の健全かつ適切な運営の確保に努めなければならない。

(2) A Small Amount and Short Term Insurance Holding Company, in conducting its business, must strive to ensure the sound and appropriate business operation of the Small Amount and Short Term Insurance Companies which are its Subsidiary Companies.

(少額短期保険持株会社の子会社の範囲等)

(Scope of Subsidiary Companies of a Small Amount and Short Term Insurance Holding Company)

第二百七十二条の三十九 少額短期保険持株会社は、次に掲げる会社以外の会社を子会社としようとするときは、あらかじめ、内閣総理大臣の承認を受けなければならない。

Article 272-39 (1) A Small Amount and Short Term Insurance Holding Company must receive advance approval from the Prime Minister, when it seeks to make any company other than the companies that fall under any of the categories specified in the following items its Subsidiary Company:

一 少額短期保険業者

(i) a Small Amount and Short Term Insurance Company; or

二 少額短期保険業者の行う業務に従属し、又は付随し、若しくは関連する業務として内閣府令で定める業務を専ら営む会社

(ii) a company specialized in business that is dependent on the business conducted by a Small Amount and Short Term Insurance Company, or any business specified by Cabinet Office Order as incidental or related thereto.

2 前項の承認を受けようとする少額短期保険持株会社は、当該承認の申請に係る会社の業務の内容、資本金の額、人的構成その他の内閣府令で定める事項を記載した申請書を内閣総理大臣に提出しなければならない。

(2) A Small Amount and Short Term Insurance Holding Company that seeks to receive the approval set forth in the preceding paragraph must submit to the Prime Minister a written application detailing the business content, amount of capital and human resource structure of the company covered by the application for approval, as well as other particulars specified by Cabinet Office Order.

3 内閣総理大臣は、第一項の承認の申請があったときは、当該申請に係る会社が行い、又は行おうとする業務の内容が、次の各号のいずれかに該当する場合を除き、これを承認しなければならない。

(3) Whenever an application has been filed for the approval referred to in paragraph (1), with the exception of cases in which the content of the business

that the company to which the application pertains conducts or seeks to conduct falls under one of the following items, the Prime Minister must give such approval:

一 当該業務の内容が、公の秩序又は善良の風俗を害するおそれがあること。

(i) it may harm the public policy and good morals; or

二 当該業務の内容が、当該申請に係る会社の資本金の額、人的構成等に照らして、当該申請に係る会社の経営の健全性を損なう危険性が大きく、かつ、その経営の健全性が損なわれた場合には、当該申請をした少額短期保険持株会社の子会社である少額短期保険業者の経営の健全性が損なわれることとなるおそれがあること。

(ii) it is likely to damage the integrity in management of the company covered by the application in light of the amount of capital, human resource structure, etc. of the company, and any such damage to its managerial integrity in turn poses the risk of damaging the integrity in the management of the Small Amount and Short Term Insurance Companies which are Subsidiary Companies of the Small Amount and Short Term Insurance Holding Company that has filed the application.

4 第一項の規定は、同項各号に掲げる会社以外の会社が、少額短期保険持株会社又はその子会社の担保権の実行による株式又は持分の取得その他の内閣府令で定める事由により当該少額短期保険持株会社の子会社となる場合には、適用しない。ただし、当該少額短期保険持株会社は、その子会社となった当該会社を引き続き子会社とすることについて内閣総理大臣の承認を受けた場合を除き、当該会社が当該事由の生じた日から一年を経過する日までに子会社でなくなるよう、所要の措置を講じなければならない。

(4) The provisions of paragraph (1) do not apply where a company not falling under paragraph (1), items (i) or (ii) becomes a Subsidiary Company of the Small Amount and Short Term Insurance Holding Company following the acquisition of shares or equity interests through the exercise of security interest by the Small Amount and Short Term Insurance Holding Company or any of its Subsidiary Companies, or any other justifiable event specified by Cabinet Office Order; provided, however, that the Small Amount and Short Term Insurance Holding Company, unless the Prime Minister approves that such company continue to be its Subsidiary Company, must take necessary measures to ensure that the company will cease to be its Subsidiary Company within one year from the date of such event.

5 少額短期保険持株会社が、保険会社を子会社とすることにより保険持株会社になろうとする場合又は保険持株会社である場合には、前条第一項の規定及び前各項の規定を適用せず、第二百七十一条の二十二の規定の定めるところによる。

(5) The provisions of Article 271-22 apply in lieu of the provisions of paragraph (1) of the preceding Article and the preceding paragraphs to any Small Amount and Short Term Insurance Holding Company that seeks to become an Insurance Holding Company by making an Insurance Company its Subsidiary

Company, or any Small Amount and Short Term Insurance Holding Company that already is an Insurance Holding Company.

- 6 少額短期保険持株会社が、銀行若しくは長期信用銀行を子会社とすることにより銀行持株会社若しくは長期信用銀行持株会社になろうとする場合又は銀行持株会社若しくは長期信用銀行持株会社である場合には、前条第一項の規定及び第一項から第四項までの規定を適用せず、銀行法又は長期信用銀行法の相当規定の定めるところによる。

(6) The relevant provisions of the Banking Act or the Long Term Credit Bank Act apply in lieu of the provisions of paragraph (1) of the preceding Article and paragraphs (1) to (4) to any Small Amount and Short Term Insurance Holding Company that seeks to become a Bank Holding Company or Long Term Credit Bank Holding Company by making a Bank or Long Term Credit Bank its Subsidiary Company, or any Small Amount and Short Term Insurance Holding Company that already is a Bank Holding Company or Long Term Credit Bank Holding Company.

(経理、監督等に関する規定の準用)

(Mutatis Mutandis Application of the Provisions on Accounting and Supervision)

第二百七十二条の四十 第二百七十一条の二十三の規定は少額短期保険持株会社の事業年度について、第二百七十一条の二十四の規定は少額短期保険持株会社及びその子会社その他の当該少額短期保険持株会社と内閣府令で定める特殊の関係のある会社（以下この条において「子会社等」という。）の業務及び財産の状況を連結して記載した中間業務報告書及び業務報告書について、第二百七十一条の二十五第一項から第四項までの規定は少額短期保険持株会社及びその子会社等の業務及び財産の状況に関する事項として内閣府令で定めるものを当該少額短期保険持株会社及び当該子会社等につき連結して記載した説明書類について、同条第五項の規定は少額短期保険持株会社について、第二百七十一条の二十六の規定は少額短期保険持株会社の事業報告及び附属明細書の記載事項について、それぞれ準用する。

Article 272-40 (1) The provisions of Article 271-23 apply mutatis mutandis to the business year of a Small Amount and Short Term Insurance Holding Company; the provisions of Article 271-24 apply mutatis mutandis to an interim business report or business report describing in a consolidated manner the status of the business and property of a Small Amount and Short Term Insurance Holding Company, its Subsidiary Companies and any other company to which it is specially related as specified by Cabinet Office Order (hereinafter referred to as "Subsidiary Companies, etc." in this Article); the provisions of Article 271-25, paragraphs (1) to (4) apply mutatis mutandis to explanatory documents describing the particulars specified by Cabinet Office Order as pertaining to the status of the business and property of a Small Amount and Short Term Insurance Holding Company and its Subsidiary Companies, etc. in a consolidated manner with regard to the Small Amount and Short Term

Insurance Holding Company and its Subsidiary Companies, etc.; the provisions of Article 271-25, paragraph (5) apply mutatis mutandis to a Small Amount and Short Term Insurance Holding Company; and the provisions of Article 271-26 apply mutatis mutandis to the particulars for inclusion in the business report and annexed detailed statements of a Small Amount and Short Term Insurance Holding Company.

2 第二百七十一条の二十七の規定は少額短期保険業者を子会社とする少額短期保険持株会社、当該少額短期保険持株会社の子法人等（子会社その他当該少額短期保険持株会社がその経営を支配している法人として内閣府令で定めるものをいう。以下この条において同じ。）又は当該少額短期保険持株会社から業務の委託を受けた者（その者から委託（二以上の段階にわたる委託を含む。）を受けた者を含む。以下この項において同じ。）について、第二百七十一条の二十八第一項の規定は少額短期保険業者を子会社とする少額短期保険持株会社について、同条第二項及び第四項の規定は少額短期保険持株会社の子法人等又は当該少額短期保険持株会社から業務の委託を受けた者について、同条第三項の規定はこれらの規定による立入り、質問又は検査をする職員について、第二百七十一条の二十八の二の規定は少額短期保険持株会社の子会社である少額短期保険業者について、第二百七十一条の二十九第一項及び第二項の規定は少額短期保険持株会社について、同条第三項の規定は少額短期保険持株会社の子会社である少額短期保険業者について、第二百七十一条の三十の規定は少額短期保険持株会社又は少額短期保険持株会社の子会社である少額短期保険業者について、それぞれ準用する。この場合において、第二百七十一条の二十七第一項中「第二百二十八条第一項」とあるのは「第二百七十二条の二十二第一項」と、第二百七十一条の二十八第一項及び第二項中「第二百二十九条第一項」とあるのは「第二百七十二条の二十三第一項」と、第二百七十一条の三十第一項中「第二百七十一条の十八第一項若しくは第三項ただし書の認可」とあるのは「第二百七十二条の三十五第一項若しくは第三項ただし書の承認」と、「同条第一項の認可」とあるのは「同条第一項の承認」と、「当該認可」とあるのは「当該承認」と、同条第二項中「第二百七十一条の十八第一項又は第三項ただし書の認可」とあるのは「第二百七十二条の三十五第一項又は第三項ただし書の承認」と、同条第三項中「第二百七十一条の十第二項」とあるのは「第二百七十二条の三十一第二項」と、同条第四項第一号及び第二号中「第二百七十一条の十八第一項の認可」とあるのは「第二百七十二条の三十五第一項の承認」と、同項第三号中「第二百七十一条の十八第三項ただし書の認可」とあるのは「第二百七十二条の三十五第三項ただし書の承認」と、同項第四号中「第二百七十一条の十八第一項又は第三項ただし書の認可」とあるのは「第二百七十二条の三十五第一項又は第三項ただし書の承認」と読み替えるものとする。

(2) The provisions of Article 271-27 apply mutatis mutandis to a Small Amount and Short Term Insurance Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company, a Small Amount and Short Term Insurance Holding Company's Subsidiary Corporation, etc. (meaning a Subsidiary Company or any other corporation specified by Cabinet Office Order as one whose management is controlled by a Small Amount and

Short Term Insurance Holding Company; hereinafter the same applies in this Article) or a person the Small Amount and Short Term Insurance Holding Company has entrusted with its business (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements); the same applies in this paragraph); the provisions of Article 271-28, paragraph (1) apply mutatis mutandis to a Small Amount and Short Term Insurance Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company; the provisions of Article 271-28, paragraphs (2) and (4) apply mutatis mutandis to a Small Amount and Short Term Insurance Holding Company's Subsidiary Corporation, etc. and a person that a Small Amount and Short Term Insurance Holding Company has entrusted with its business; the provisions of Article 271-28, paragraph (3) apply mutatis mutandis to the personnel who make an entry, ask questions or conduct inspection under those provisions; the provisions of Article 271-28-2 apply mutatis mutandis to a Small Amount and Short Term Insurer which is a Subsidiary Company of a Small Amount and Short Term Insurance Holding Company; the provisions of Article 271-29, paragraph (1) and paragraph (2) apply mutatis mutandis to a Small Amount and Short Term Insurance Holding Company; the provisions of Article 271-29, paragraph (3) apply mutatis mutandis to a Small Amount and Short Term Insurer which is a Subsidiary Company of a Small Amount and Short Term Insurance Holding Company; and the provisions of Article 271-30 apply mutatis mutandis to a Small Amount and Short Term Insurance Holding Company or a Small Amount and Short Term Insurer which is a Subsidiary Company of a Small Amount and Short Term Insurance Holding Company. In this case, the term "Article 128, paragraph (1)" in Article 271-27, paragraph (1) is deemed to be replaced with "Article 272-22, paragraph (1)"; the term "Article 129, paragraph (1)" in Article 271-28, paragraphs (1) and (2) are deemed to be replaced with "Article 272-23, paragraph (1)"; the terms "authorization given to the Insurance Holding Company under Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3)", "authorization set forth in Article 271-18, paragraph (1)" and "said authorization" in Article 271-30, paragraph (1) are deemed to be replaced with "approval given to the Insurance Holding Company under Article 272-35, paragraph (1) or the proviso to Article 272-35, paragraph (3)", "approval set forth in Article 272-35, paragraph (1)" and "said approval", respectively; the term "authorization set forth in Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3)" in Article 271-30, paragraph (2) is deemed to be replaced with "approval set forth in Article 272-35, paragraph (1) or the proviso to Article 272-35, paragraph (3)"; the term "Article 271-10, paragraph (2)" in Article 271-30, paragraph (3) is deemed to be replaced with "Article 272-31, paragraph (2)"; the term "authorization set forth in Article 271-18, paragraph

(1)" in Article 271-30, paragraph (4), items (i) and (ii) is deemed to be replaced with "approval set forth in Article 272-35, paragraph (1)"; the term "Article 271-18, paragraph (3) without the authorization set forth in the proviso thereto" in Article 271-30, paragraph (4), item (iii) is deemed to be replaced with "Article 272-35, paragraph (3) without the approval set forth in the proviso thereto"; and the term "authorization under Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3)" in Article 271-30, paragraph (4), item (iv) is deemed to be replaced with "approval under Article 272-35, paragraph (1) or the proviso to Article 272-35, paragraph (3)".

第三款 雑則

Subsection 3 Miscellaneous Provisions

(外国少額短期保険主要株主又は外国少額短期保険持株会社に対する法律の適用関係)

(Application of This Act to Small Amount and Short Term Insurers' Major Foreign Shareholders and to Foreign Small Amount and Short Term Insurance Holding Companies)

第二百七十二条の四十一 少額短期保険業者の主要株主基準値以上の数の議決権の保有者であつて外国人若しくは外国法人であるもの又は少額短期保険業者を子会社とする持株会社であつて外国の法令に準拠して設立されたもの（以下この条において「外国少額短期保険主要株主等」という。）に対しこの法律を適用する場合における特例及び技術的読替えその他外国少額短期保険主要株主等に対するこの法律の規定の適用に関し必要な事項は、政令で定める。

Article 272-41 Cabinet Order is to prescribe special provisions and technical replacement of terms in applying this Act to a foreign national or foreign corporation that is the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold and to a person incorporated in accordance with the laws and regulations of a foreign state whose Subsidiary Companies include a Small Amount and Short Term Insurance Company (hereinafter referred to as a "Small Amount and Short Term Insurance Company's Major Foreign Shareholder, etc." in this Article), as well as any other particular necessary for applying the provisions of this Act to a Small Amount and Short Term Insurance Company's Major Foreign Shareholder, etc.

(届出事項)

(Particulars Requiring Notice)

第二百七十二条の四十二 少額短期保険主要株主（少額短期保険主要株主であつた者を含む。）は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、その旨を内閣総理大臣に届け出なければならない。

Article 272-42 (1) If a Small Amount and Short Term Insurer's Major Shareholder (including a person that used to be a Small Amount and Short Term Insurer's Major Shareholder) falls under any of the following items, it must notify the Prime Minister of this pursuant to the provisions of Cabinet Office Order:

一 第二百七十二条の三十一第一項の承認に係る少額短期保険主要株主になったとき、又は当該承認に係る少額短期保険主要株主として設立されたとき。

(i) if it becomes the Small Amount and Short Term Insurer's Major Shareholder subject to the approval set forth in Article 272-31, paragraph (1) or is formed as the Small Amount and Short Term Insurer's Major Shareholder subject to such approval;

二 第二百七十二条の三十二第一項各号に掲げる事項に変更があったとき（議決権保有割合に変更があったときを除く。）。

(ii) if any of the particulars listed in the items of Article 272-32, paragraph (1) is modified (excluding any modification in the Proportion of Voting Rights Held);

三 少額短期保険業者の総株主の議決権の百分の五十を超える議決権の保有者となったとき。

(iii) if it comes to hold voting rights exceeding 50 percent of all shareholders' voting rights in the Small Amount and Short Term Insurance Company;

四 少額短期保険業者の主要株主基準値以上の数の議決権の保有者でなくなったとき（第六号の場合を除く。）。

(iv) if it ceases to be the holder of a number of voting rights in the Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold (excluding the case referred to in item (vi));

五 少額短期保険業者の総株主の議決権の百分の五十を超える議決権の保有者でなくなったとき（前号及び次号の場合を除く。）。

(v) if it ceases to hold voting rights exceeding 50 percent of all shareholders' voting rights in the Small Amount and Short Term Insurance Company (excluding the cases referred to in the preceding and following items);

六 解散したとき（設立、株式移転、合併（当該合併により少額短期保険業者の主要株主基準値以上の数の議決権の保有者となる会社その他の法人を設立する場合に限る。）又は新設分割を無効とする判決が確定したときを含む。）。

(vi) if it dissolves (including the case where a court judgment invalidating the establishment, share transfer, Merger (limited to a Merger having resulted in establishment of a company or any other corporation that becomes the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold) or an Incorporation-Type Split pertaining to the holder has become final and binding);

七 その総株主の議決権の百分の五十を超える議決権が一の株主により取得又は保有

されることとなったとき。

(vii) if its voting rights are acquired or come to be held by a single shareholder, in excess of 50 percent of all shareholders' voting rights; or

八 その他内閣府令で定める場合に該当するとき。

(viii) if it falls under any other case specified by Cabinet Office Order.

2 少額短期保険持株会社（少額短期保険持株会社であった会社を含む。）は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、その旨を内閣総理大臣に届け出なければならない。

(2) If a Small Amount and Short Term Insurance Holding Company (including a former Small Amount and Short Term Insurance Holding Company) falls under any of the following items, it must notify the Prime Minister of this pursuant to the provisions of Cabinet Office Order:

一 第二百七十二条の三十五第一項の承認に係る少額短期保険持株会社になったとき、又は当該承認に係る少額短期保険持株会社として設立されたとき。

(i) it becomes a Small Amount and Short Term Insurance Holding Company subject to the approval set forth in Article 272-35, paragraph (1) or is incorporated as a Small Amount and Short Term Insurance Holding Company subject to such approval;

二 少額短期保険業者を子会社とする持株会社でなくなったとき（第五号の場合を除く。）。

(ii) it ceases to be a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company (excluding the case referred to in item (v));

三 第二百七十二条の三十九第一項各号に掲げる会社を子会社としようとするとき。

(iii) it seeks to make any of the companies listed in items of Article 272-39, paragraph (1) its Subsidiary Company;

四 その子会社が子会社でなくなったとき（第二号の場合を除く。）。

(iv) such Subsidiary Company ceases to be its Subsidiary Company (excluding the case referred to in item (ii));

五 解散したとき（設立、株式移転、合併（当該合併により少額短期保険業者を子会社とする持株会社を設立するものに限る。）又は新設分割を無効とする判決が確定したときを含む。）。

(v) the holder dissolves (including the case where a court judgment invalidating the establishment, share transfer, Merger (limited to a Merger for incorporating a Holding Company to make a Small Amount and Short Term Insurance Company its Subsidiary Company) or Incorporation-Type Split has become final and binding);

六 資本金の額を変更しようとするとき。

(vi) it seeks to modify the amount of capital;

七 その総株主の議決権の百分の五を超える議決権が一の株主より取得又は保有されることとなったとき。

(vii) its voting rights constituting over 5 percent of all shareholders' voting rights are acquired or come to be held by a single shareholder; or

八 その他内閣府令で定める場合に該当するとき。

(viii) the holder falls under any other case specified by Cabinet Office Order.

3 第二条第十五項の規定は、第一項第七号及び前項第七号に規定する一の株主が取得し、又は保有することとなった少額短期保険主要株主又は少額短期保険持株会社の議決権について準用する。

(3) The provisions of Article 2, paragraph (15) apply mutatis mutandis to voting rights in a Small Amount and Short Term Insurer's Major Shareholder or in a Small Amount and Short Term Insurance Holding Company which were acquired or have come to be held by the single shareholder set forth in paragraph (1), item (vii) or the preceding paragraph, item (vii).

(承認の失効)

(Expiration of Approval)

第二百七十二条の四十三 第二百七十一条の三十三第一項の規定は少額短期保険主要株主に係る第二百七十二条の三十一第一項の承認又は同条第二項ただし書の承認について、第二百七十一条の三十三第二項の規定は少額短期保険持株会社に係る第二百七十二条の三十五第一項の承認又は同条第三項ただし書の承認について、それぞれ準用する。

Article 272-43 The provisions of Article 271-33, paragraph (1) apply mutatis mutandis to the approval given to a Small Amount and Short Term Insurer's Major Shareholder under Article 272-31, paragraph (1) or the proviso to Article 272-31, paragraph (2); and the provisions of Article 271-33, paragraph (2) apply mutatis mutandis to the approval given to a Small Amount and Short Term Insurance Holding Company under Article 272-35, paragraph (1) or the proviso to Article 272-35, paragraph (3).

第十三章 雑則

Chapter XIII Miscellaneous Provisions

(免許又は登録の失効)

(Expiration of License or Registration)

第二百七十三条 保険会社（外国保険会社等を含む。）又は少額短期保険業者が次の各号のいずれか（外国保険会社等にあつては、第一号又は第五号）に該当するときは、第三条第一項若しくは第百八十五条第一項の免許又は第二百七十二条第一項の登録は、その効力を失う。

Article 273 (1) The license set forth Article 3, paragraph (1) or Article 185, paragraph (1), or the registration set forth in Article 272, paragraph (1) is to lose its effect for an Insurance Company (including a Foreign Insurance Company, etc.) or a Small Amount and Short Term Insurance Company falling

under any of the following items (items (i) or (v) for a Foreign Insurance Company, etc.):

一 保険業（外国保険会社等にあつては、日本における保険業。第五号において同じ。）を廃止したとき。

(i) it has abolished its Insurance Business (for a Foreign Insurance Company, etc., its Insurance Business in Japan; the same applies in item (v));

二 解散したとき（設立、株式移転、合併（当該合併により保険会社を設立するものに限る。）又は新設分割を無効とする判決が確定したときを含む。）。

(ii) it has dissolved (including when a judgment invalidating its incorporation, share transfer, merger (limited to a merger for incorporating an Insurance Company) or an incorporation-type split has become final and binding);

三 保険業を営む株式会社が保険契約の全部に係る保険契約の移転をしたとき。

(iii) a Stock Company operating in the Insurance Business has transferred all of its insurance contracts;

四 保険業を営む株式会社が会社分割により保険契約の全部を承継させたとき。

(iv) a Stock Company operating in the Insurance Business has carried out a company split, effectively having all of its insurance contracts succeeded to;
or

五 当該免許又は登録を受けた日から六月以内に保険業を開始しなかったとき（やむを得ない理由がある場合において、あらかじめ内閣総理大臣の承認を受けたときを除く。）。

(v) it does not start its Insurance Business within six months from the date of obtaining such license or registration (except when it received in advance the approval of the Prime Minister for any compelling reason).

2 第二百九条第五号から第八号までのいずれかに該当して同条の規定による届出（同条第五号に係る届出にあつては、当該合併後当該外国保険会社等が消滅することとなる合併、当該外国保険会社等の事業の全部を承継させることとなる会社分割及び事業の全部の譲渡に係る届出に限る。）があつたときは、当該届出をした外国保険会社等に係る第百八十五条第一項の内閣総理大臣の免許は、その効力を失う。

(2) When a notification was made under Article 209 following any of the events listed in Article 209, items (v) to (viii) (for a notification under Article 209, item (v), limited to the notification of a merger through which the Foreign Insurance Company, etc. will be disappeared, a company split through which the Foreign Insurance Company, etc. will have whole of its business succeeded to, or a transfer of the whole of its business), the license granted by the Prime Minister to the notifying Foreign Insurance Company, etc. under Article 185, paragraph (1) is to lose its effect.

3 少額短期保険業者が第三条第一項の免許を受けたときは、第二百七十二条第一項の登録は、その効力を失う。

(3) The registration set forth in Article 272, paragraph (1) is to lose its effect when the Small Amount and Short Term Insurance Company obtains the

license set forth in Article 3, paragraph (1).

(内閣総理大臣の告示)

(Public Notice by Prime Minister)

第二百七十四条 次に掲げる場合には、内閣総理大臣は、その旨を官報で告示するものとする。

Article 274 In the following cases, the Prime Minister is to give public notice of the relevant fact in the Official Gazette:

一 第一百三十二条第一項、第一百三十三条、第二百四条第一項、第二百五条、第二百四十一条第一項又は第二百七十二條の二十六第一項の規定により業務（外国保険会社等にあつては、日本における業務）の全部又は一部の停止を命じたとき。

(i) when the Prime Minister orders suspension of the whole or part of the business (for a Foreign Insurance Company, etc., its business in Japan) pursuant to the provisions of Article 132, paragraph (1), Article 133, Article 204, paragraph (1), Article 205, Article 241, paragraph (1) or Article 272-26, paragraph (1);

二 第一百三十三条、第三十四条、第二百五条、第二百六条、第二百七十二條の二十六第一項又は第二百七十二條の二十七の規定により第三条第一項若しくは第八十五条第一項の免許又は第二百七十二條第一項の登録を取り消したとき。

(ii) the Prime Minister has canceled the license set forth in Article 3, paragraph (1) or Article 185, paragraph (1), or the registration set forth in Article 272, paragraph (1), pursuant to the provisions of Article 133, Article 134, Article 205, Article 206, Article 272-26, paragraph (1) or Article 272-27; 三 第二百四十一条第一項の規定による保険管理人による業務及び財産の管理を命ずる処分又は第二百五十八条第一項の規定による命令をしたとき。

(iii) the Prime Minister has made a disposition ordering the administration of business and property by a receiver of an insurer pursuant to the provisions of Article 241, paragraph (1) or issued an order pursuant to the provisions of Article 258, paragraph (1);

四 前条の規定により第三条第一項又は第八十五条第一項の免許がその効力を失ったとき。

(iv) when the license granted under Article 3, paragraph (1) or Article 185, paragraph (1) has loses effect pursuant to the provisions of the preceding Article;

五 第二百七十一条の十六第一項の規定により第二百七十一条の十第一項又は第二項ただし書の認可を取り消したとき。

(v) when the Prime Minister rescinds the authorization set forth in Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2) pursuant to the provisions of Article 271-16, paragraph (1);

六 第二百七十一条の三十第一項の規定により第二百七十一条の十八第一項又は第三項ただし書の認可を取り消したとき。

(vi) when the Prime Minister rescinds the authorization set forth in Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3) pursuant to the provisions of Article 271-30, paragraph (1);

七 第二百七十一条の三十第一項の規定により保険持株会社の子会社である保険会社の業務の全部又は一部の停止を命じたとき。

(vii) when the Prime Minister orders suspension of the whole or part of the business of the Insurance Companies which are Subsidiary Companies of an Insurance Holding Company, pursuant to the provisions of Article 271-30, paragraph (1);

八 第二百七十一条の三十第四項の規定により保険会社の業務の全部又は一部の停止を命じたとき。

(viii) when the Prime Minister orders suspension of the whole or part of the business of an Insurance Company pursuant to the provisions of Article 271-30, paragraph (4); or

九 第二百七十一条の三十三の規定により第二百七十一条の十第一項若しくは第二項ただし書又は第二百七十一条の十八第一項若しくは第三項ただし書の認可が効力を失ったとき。

(ix) the authorization set forth in Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2) or in Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3) has lost its effect pursuant to the provisions of Article 271-33.

第三編 保険募集

Part III Insurance Solicitation

第一章 通則

Chapter I General Provisions

(保険募集の制限)

(Restrictions on Insurance Solicitation)

第二百七十五条 次の各号に掲げる者が当該各号に定める保険募集を行う場合を除くほか、何人も保険募集を行ってはならない。

Article 275 (1) Insurance Solicitation may not take place other than as provided for in each of the following items with the person set forth in the relevant item engaging in the stipulated Insurance Solicitation:

一 次条の登録を受けた生命保険募集人 その所属保険会社等のために行う保険契約の締結の代理又は媒介（生命保険募集人である銀行その他の政令で定める者（以下この条において「銀行等」という。）又はその役員若しくは使用人にあつては、保険契約者等の保護に欠けるおそれが少ない場合として内閣府令で定める場合に限る。）

(i) a Life Insurance Agent registered under the following Article: agency or intermediation for its Affiliated Insurance Company, etc. in concluding

insurance contracts (for a bank serving as a Life Insurance Agent or any other person specified by Cabinet Order (hereinafter referred to as "Bank, etc." in this Article), or an director or employee thereof, this is limited to the cases specified by Cabinet Office Order as posing little risk to the protection of Policyholders, etc.);

二 損害保険会社（外国損害保険会社等を含む。以下この編において同じ。）の役員（代表権を有する役員並びに監査役、監査等委員及び監査委員を除く。以下この条、第二百八十三条及び第三百二条において同じ。）若しくは使用人又は次条の登録を受けた損害保険代理店若しくはその役員若しくは使用人 その所属保険会社等のために行う保険契約の締結の代理又は媒介（損害保険代理店である銀行等又はその役員若しくは使用人にあつては、保険契約者等の保護に欠けるおそれが少ない場合として内閣府令で定める場合に限る。）

(ii) an officer (other than an officer with authority of representation, or an auditor, Audit and Supervisory Committee Member or audit committee member; the same applies hereinafter in this Article, as well as in Articles 283 and 302.) or an employee of a Non-Life Insurance Company (including a Foreign Non-Life Insurance Company, etc.; hereinafter the same applies in this Part), or a Non-Life Insurance Representative registered under the following Article or an officer or employee thereof: agency or intermediation for its Affiliated Insurance Company, etc. in concluding insurance contracts (for a Bank, etc. serving as a Non-Life Insurance Representative, or an officer or employee thereof, this is limited to the cases specified by Cabinet Office Order as posing little risk to the protection of Policyholders, etc.);

三 特定少額短期保険募集人（少額短期保険募集人のうち、第三条第五項第一号に掲げる保険その他内閣府令で定める保険のみに係る保険募集を行う者で、少額短期保険業者の委託を受けた者又はその者の再委託を受けた者でないものをいう。以下同じ。）又は次条の登録を受けた少額短期保険募集人 その所属保険会社等のために行う保険契約の締結の代理又は媒介（少額短期保険募集人である銀行等又はその役員若しくは使用人にあつては、保険契約者等の保護に欠けるおそれが少ない場合として内閣府令で定める場合に限る。）

(iii) a Specified Small Amount and Short Term Insurance Agent (meaning a Small Amount and Short Term Insurance Agent that engages in Insurance Solicitation only for the class of insurance defined in Article 3, paragraph (5), item (i) or any other class of insurance specified by Cabinet Office Order, and who is not a person entrusted by the Small Amount and Short Term Insurance Company or a person re-entrusted from said person; the same applies hereinafter) or a Small Amount and Short Term Insurance Agent registered under the following Article: agency or intermediation for its Affiliated Insurance Company, etc. in concluding insurance contracts (for a Bank, etc. serving as a Small Amount and Short Term Insurance Agent, or an officer or employee thereof, this is limited to the cases specified by

Cabinet Office Order as posing little risk to the protection of Policyholders, etc.);

四 第二百八十六条の登録を受けた保険仲立人又はその役員若しくは使用人 保険契約（外国保険会社等以外の外国保険業者が保険者となる保険契約については、政令で定めるものに限る。）の締結の媒介（保険仲立人である銀行等又はその役員若しくは使用人にあつては、保険契約者等の保護に欠けるおそれが少ない場合として内閣府令で定める場合に限る。）であつて生命保険募集人、損害保険募集人及び少額短期保険募集人がその所属保険会社等のために行う保険契約の締結の媒介以外のもの

(iv) an Insurance Broker registered under Article 286, or an officer or employee thereof: intermediation in concluding insurance contracts (where the insurer is a Foreign Insurer that is not a Foreign Insurance Company, etc., this is limited to the cases specified by Cabinet Order; for a Bank, etc. serving as an Insurance Broker, or an officer or employee thereof, this is limited to the cases specified by Cabinet Office Order as posing little risk to the protection of Policyholders, etc.), excluding intermediation for the conclusion of insurance contracts that a Life Insurance Agent, Non-Life Insurance Agent, or Small Amount and Short Term Insurance Agent does for its Affiliated Insurance Company, etc.

2 銀行等は、他の法律の規定にかかわらず、次条又は第二百八十六条の登録を受けて保険募集を行うことができる。

(2) Notwithstanding the provisions of any other Act, a Bank, etc. may engage in Insurance Solicitation by way of registration under the following Article or Article 286.

3 保険募集の再委託は、次の各号に掲げる要件のいずれにも該当する場合において、当該再委託をする者（以下この条、第二百八十一条第一号及び第二百八十三条において「保険募集再委託者」という。）及びその所属保険会社等が、あらかじめ、再委託に係る事項の定めを含む委託に係る契約の締結について、内閣総理大臣の認可を受けたときに限り、行うことができる。

(3) Insurance Solicitation may be re-entrusted if all of the requirements listed in the following items are satisfied, and if the party making the relevant re-entrustment (hereinafter referred to as "Principal Insurance Solicitation Agent" in this Article, Article 281, item (i) and Article 283) and its Affiliated Insurance Company, etc. obtains an authorization from the Prime Minister in advance for the execution of a contract on entrustment which includes the provisions on the matters relating to re-entrustment:

一 保険募集再委託者が、第一項第一号から第三号までに掲げる者のうち保険会社又は外国保険会社等であつて、その所属保険会社等と内閣府令で定める密接な関係を有する者であること。

(i) the Principal Insurance Solicitation Agent is a person listed in paragraph (1), items (i) to (iii), and is an Insurance Company or a Foreign Insurance

- Company, etc. having a close relationship specified by Cabinet Office Order with its Affiliated Insurance Company, etc.;
- 二 再委託を受ける者が、保険募集再委託者の生命保険募集人又は損害保険募集人であること。
- (ii) the person who receives the re-entrustment is a Life Insurance Agent or Non-Life Insurance Agent of the Principal Insurance Solicitation Agent; and
- 三 保険募集再委託者が、再委託について、所属保険会社等の許諾を得ていること。
- (iii) the Principal Insurance Solicitation Agent has obtained a permission from its Affiliated Insurance Company, etc. for the re-entrustment.
- 4 前項の認可の申請は、内閣府令で定めるところにより、保険募集再委託者及び所属保険会社等の連名で行わなければならない。
- (4) The application for the authorization under the preceding paragraph must be filed jointly by the Principal Insurance Solicitation Agent and the Affiliated Insurance Company, etc. pursuant to the provisions of Cabinet Office Order.
- 5 内閣総理大臣は、第三項の認可の申請があった場合においては、その申請者が次に掲げる基準に適合しているかどうかを審査しなければならない。
- (5) When the application for authorization under paragraph (3) is made, the Prime Minister must examine whether the Applicant satisfies the following standards:
- 一 当該再委託が第三項各号に掲げる要件のいずれにも該当すること。
- (i) the re-entrustment satisfies all of the requirements listed in the items of paragraph (3); and
- 二 当該保険募集再委託者及び所属保険会社等が、再委託に係る保険募集の的確、公正かつ効率的な遂行を確保するために必要な体制の整備その他の措置を講じていること。
- (ii) the Principal Insurance Solicitation Agent and the Affiliated Insurance Company, etc. have established systems or taken other measures necessary for securing accurate, fair and efficient implementation of the Insurance Solicitation pertaining to the re-entrustment.

第二章 保険募集人及び所属保険会社等

Chapter II Insurance Agents and Affiliated Insurance Companies

第一節 保険募集人

Section 1 Insurance Agents

(登録)

(Registration)

第二百七十六条 特定保険募集人（生命保険募集人、損害保険代理店又は少額短期保険募集人（特定少額短期保険募集人を除く。）をいう。以下同じ。）は、この法律の定めるところにより、内閣総理大臣の登録を受けなければならない。

Article 276 A Specified Insurance Agent (meaning a Life Insurance Agent, Non-

Life Insurance Representative, or Small Amount and Short Term Insurance Agent (other than a Specified Small Amount and Short Term Insurance Agent); the same applies hereinafter) must be registered with the Prime Minister pursuant to the provisions of this Act.

(登録の申請)

(Application for Registration)

第二百七十七条 前条の登録を受けようとする者は、次に掲げる事項を記載した登録申請書を内閣総理大臣に提出しなければならない。

Article 277 (1) A person applying for a registration under the preceding Article must submit to the Prime Minister a written application detailing the following particulars:

一 商号若しくは名称又は氏名及び生年月日

(i) trade name or name and birth date;

二 事務所の名称及び所在地

(ii) name and location of the office;

三 所属保険会社等の商号、名称又は氏名

(iii) trade name, name of the Affiliated Insurance Company, etc.;

四 他に業務を行っているときは、その業務の種類

(iv) any other type of business conducted by the Applicant; and

五 その他内閣府令で定める事項

(v) any other particular specified by Cabinet Office Order.

2 前項の登録申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application set forth in the preceding paragraph:

一 第二百七十九条第一項第一号から第五号まで、第七号、第八号（同項第六号に係る部分を除く。）、第九号（同項第六号に係る部分を除く。）、第十号又は第十一号のいずれにも該当しないことを誓約する書面

(i) a written statement pledging that the Applicant does not fall under any of Article 279, paragraph (1), items (i) to (v), item (vii) or (viii) (excluding the reference to Article 279, paragraph (1), item (vi)), item (ix) (excluding the reference to Article 279, paragraph (1), item (vi)), item (x) or (xi);

二 登録申請者が法人（法人でない社団又は財団で代表者又は管理人の定めのあるものを含む。以下この編において同じ。）であるときは、その役員（法人でない社団又は財団におけるその代表者又は管理人を含む。第二百八十三条及び第三百二条を除き、以下この編において同じ。）の氏名及び住所を記載した書面

(ii) where the Applicant is a corporation (including an association or foundation that is not a corporation and has a designated representative person or manager; hereinafter the same applies in this Part), a written statement indicating the names and addresses of its officers (including the representative person or manager of an association or foundation that is not

a corporation; hereinafter the same applies in this Part except for Articles 283 and 302); and

三 前二号に掲げるもののほか、内閣府令で定める書類

(iii) in addition to what is listed in the preceding two items, any other document specified by Cabinet Office Order.

(登録の実施)

(Registration Process)

第二百七十八条 内閣総理大臣は、第二百七十六条の登録の申請があった場合においては、次条第一項から第三項までの規定により登録を拒否する場合を除くほか、直ちに、次に掲げる事項を内閣府令で定める場所に備える生命保険募集人登録簿、損害保険代理店登録簿又は少額短期保険募集人登録簿に登録しなければならない。

Article 278 (1) Whenever an application has been filed for the registration under Article 276, unless the Prime Minister denies the Applicant registration pursuant to the provisions of paragraphs (1) to (3) of the following Article, the Prime Minister must immediately register the following particulars in the registry of Life Insurance Agents, the registry of Non-Life Insurance Representatives, or the registry of Small Amount and Short Term Insurance Agents maintained at the location specified by Cabinet Office Order:

一 前条第一項各号に掲げる事項

(i) particulars listed in items of paragraph (1) of the preceding Article; and

二 登録年月日及び登録番号

(ii) date and number of registration.

2 内閣総理大臣は、前項の規定による登録をしたときは、遅滞なく、その旨を登録申請者及び所属保険会社等に通知しなければならない。

(2) Whenever the Prime Minister has made a registration under the provisions of the preceding paragraph, the Prime Minister must notify the Applicant and the Affiliated Insurance Company, etc. of this without delay.

(登録の拒否)

(Denial of Registration)

第二百七十九条 内閣総理大臣は、登録申請者が次の各号のいずれかに該当するとき、又は登録申請書若しくはその添付書類のうちに重要な事項について虚偽の記載があり、若しくは重要な事実の記載が欠けているときは、その登録を拒否しなければならない。

Article 279 (1) The Prime Minister must deny an Applicant registration if the Applicant falls under any of the following items, or if the written application or a document attached thereto includes a false detail with regard to an important particular or fails to detail a material fact:

一 破産者で復権を得ないもの又は外国の法令上これと同様に取り扱われている者

(i) a bankrupt whose rights have not been restored or a person receiving any similar treatment under a foreign law or regulation;

二 禁錮以上の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又は刑の執行を受けることがなくなった日から三年を経過しない者

(ii) a person sentenced to imprisonment or severer punishment (including any equivalent punishment under a foreign law or regulation), without three years having elapsed since the execution of the sentence was terminated or from when the person was no longer subject to the execution of the sentence;

三 この法律又はこれに相当する外国の法令の規定に違反し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又は刑の執行を受けることがなくなった日から三年を経過しない者

(iii) a person sentenced to fine (including any equivalent punishment under a foreign law or regulation) for violating the provisions of this Act or of an equivalent foreign law or regulation, without three years having elapsed since the execution of the sentence was terminated or from when the person was no longer subject to the execution of the sentence;

四 第三百七条第一項の規定により第二百七十六条の登録を取り消され、その取消の日から三年を経過しない者（当該登録を取り消された者が法人である場合には、当該取消の日前三十日以内に当該法人の役員であった者で当該取消の日から三年を経過しないものを含む。）又はこの法律に相当する外国の法令の規定により当該外国において受けている同種類の登録（当該登録に類する許可その他の行政処分を含む。以下この号において「登録等」という。）を取り消され、その取消の日から三年を経過しない者（当該登録等を取り消された者が法人である場合には、当該取消の日前三十日以内に当該法人の役員であった者で当該取消の日から三年を経過しないものを含む。）

(iv) a person whose registration under Article 276 above was cancelled pursuant to the provisions of Article 307, paragraph (1), without three years having elapsed since the date of the cancellation (including, where the cancellation of registration was made against a corporation, a person who had been an officer of the corporation at any time during the 30 days prior to the date of the cancellation, without three years having elapsed since that date); or a person against whom a similar registration under any provisions of a foreign law or regulation equivalent to this Act was cancelled in the foreign state concerned (including any permission or other administrative measures similar to the registration; hereinafter referred to as "Registration, etc." in this item), without three years having elapsed since the date of the cancellation (including, where the cancellation of Registration, etc. was made against a corporation, a person who had been an officer of the corporation at any time during the 30 days prior to the date of the cancellation, without three years having elapsed since that date);

五 成年被後見人若しくは被保佐人又は外国の法令上これらと同様に取り扱われている者

- (v) an adult ward or person under guardianship, or any other person receiving a similar treatment under a foreign law or regulation;
- 六 申請の日前三年以内に保険募集に関し著しく不適当な行為をした者
- (vi) a person who had engaged in any extremely inappropriate conduct in connection with Insurance Solicitation during the three years prior to the date of application;
- 七 保険仲立人又はその役員若しくは保険募集を行う使用人
- (vii) an Insurance Broker, or any of its officers or any of its employees engaged in Insurance Solicitation;
- 八 営業に関し成年者と同一の行為能力を有しない未成年者でその法定代理人が前各号又は次号のいずれかに該当するもの
- (viii) a minor who does not have the business capacity of an adult regarding sales and whose statutory representative falls under any of the preceding items or the following item;
- 九 法人でその役員のうち第一号から第六号までのいずれかに該当する者のあるもの
- (ix) a corporation whose officers include at least one person falling under any of items (i) to (vi);
- 十 個人でその保険募集を行う使用人のうちに第七号に該当する者のあるもの
- (x) an individual whose employees engaged in Insurance Solicitation include at least one person falling under item (vii); or
- 十一 法人でその役員又は保険募集を行う使用人のうちに第七号に該当する者のあるもの
- (xi) a corporation whose officers or employees engaged in Insurance Solicitation include at least one person falling under item (vii).
- 2 内閣総理大臣は、前項の規定により登録を拒否しようとするときは、あらかじめ、登録申請者にその旨を通知し、その者又はその代理人の出頭を求め、釈明のための証拠を提出する機会を与えるため、内閣総理大臣の指定する職員をして意見を聴取させなければならない。
- (2) If the Prime Minister seeks to deny an Applicant registration pursuant to the provisions of the preceding paragraph, the Prime Minister must notify the Applicant of this in advance and require the appearance of the Applicant or their representative at an opinion hearing to be held by an official designated by the Prime Minister in order to provide an opportunity to submit any further evidence in support of the application.
- 3 前項の場合において、内閣総理大臣は、意見を聴取される者が正当な理由がないのに、意見の聴取に応じないときは、意見の聴取を行わないで登録を拒否することができる。
- (3) In the case referred to in the preceding paragraph, the Prime Minister may deny an Applicant registration without hearing any opinion, if the person summoned for the hearing fails to appear without justifiable grounds.

4 内閣総理大臣は、前三項の規定により登録を拒否したときは、遅滞なく、書面をもって、その旨を登録申請者に通知しなければならない。

(4) If the Prime Minister has denied an Applicant registration pursuant to the provisions of the preceding three paragraphs, the Prime Minister must notify the Applicant of this in writing without delay.

(変更等の届出等)

(Notice of a Change)

第二百八十条 特定保険募集人が次の各号のいずれかに該当することとなったときは、当該各号に定める者は、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

Article 280 (1) If a Specified Insurance Agent has come to fall under any of the following items, the person specified in the relevant item must notify the Prime Minister of this without delay:

一 第二百七十七条第一項各号に掲げる事項について変更があったとき。 当該変更に係る特定保険募集人

(i) any of the particulars listed in the items of Article 277, paragraph (1) have changed: the Specified Insurance Agent affected by the change;

二 保険募集の業務を廃止したとき。 特定保険募集人であった個人又は特定保険募集人であった法人を代表する役員

(ii) it has abolished its Insurance Solicitation business: the individual who served as the Specified Insurance Agent or the officer representing the corporation that served as the Specified Insurance Agent;

三 特定保険募集人である個人が死亡したとき。 その相続人

(iii) the individual serving as the Specified Insurance Agent has died: their heir;

四 特定保険募集人である法人について破産手続開始の決定があったとき。 その破産管財人

(iv) the corporation serving as the Specified Insurance Agent has become the subject of order commencing bankruptcy proceedings: the bankruptcy trustee;

五 特定保険募集人である法人が合併（法人でない社団又は財団にあっては、合併に相当する行為。次号において同じ。）により消滅したとき。 その法人を代表する役員であった者

(v) the corporation serving as the Specified Insurance Agent has disappeared due to merger (for an association or foundation that is not a corporation, any action equivalent to merger; the same applies in the following item): the person who served as the officer representing the corporation; or

六 特定保険募集人である法人が合併及び破産手続開始の決定以外の理由により解散（法人でない社団又は財団にあっては、解散に相当する行為）をしたとき。 その清算人（法人でない社団又は財団にあっては、その代表者又は管理人であった者）

(vi) the corporation serving as the Specified Insurance Agent has dissolved (for

an association or foundation that is not a corporation, any action equivalent to dissolution) for a reason other than a merger or an order commencing bankruptcy proceedings: its liquidator (for an association or foundation that is not a corporation, its representative person or the person who served as its manager).

2 内閣総理大臣は、前項第一号に係る同項の届出を受理したときは、届出があった事項を生命保険募集人登録簿、損害保険代理店登録簿又は少額短期保険募集人登録簿に登録し、その旨を所属保険会社等に通知しなければならない。

(2) Whenever the Prime Minister receives notice under the preceding paragraph for the reason specified in item (i), the Prime Minister must register the particulars of the notice in the registry of Life Insurance Agents, the registry of Non-Life Insurance Representatives, or the registry of Small Amount and Short Term Insurance Agents, and notify the Affiliated Insurance Company, etc. of this.

3 特定保険募集人が第一項第二号から第六号までのいずれかに該当することとなったときは、当該特定保険募集人の登録は、その効力を失う。

(3) Registration of a Specified Insurance Agent is to lose its effect if and when the relevant Agent falls under any of paragraph (1), items (ii) to (vi).

(登録免許税及び手数料)

(Registration and License Tax and Its Fees)

第二百八十一条 第二百七十六条の登録を受けようとする者（登録免許税法（昭和四十二年法律第三十五号）別表第一第三十七号の規定により新たな登録とみなされる場合における前条第一項第一号の規定による届出をする者を含む。）は、第一号に掲げる場合にあつては同法の定めるところにより登録免許税を、第二号に掲げる場合にあつては実費を勘案して政令で定める額の手数料を、それぞれ納めなければならない。

Article 281 An Applicant for registration under Article 276 (including a person who files a report under paragraph (1), item (i) of the preceding Article when such report is deemed to be a new registration pursuant to the provisions of item (xxxvii) of Appended Table 1 of the Registration and License Tax Act (Act No. 35 of 1967)) must pay the registration and license tax pursuant to the provisions of that Act in the case of item (i), or a fee in an amount specified by Cabinet Order taking the actual cost into consideration in the case of item (ii):

一 所属保険会社等からの委託又は保険募集再委託者からの再委託（一時的な必要に基づき期限を付して行われる委託又は再委託で内閣府令で定めるものを除く。）を受けて行う第二百七十七条第一項の規定による登録の申請（登録免許税法第三十四条の規定により新たな登録とみなされる場合における前条第一項第一号の規定による届出を含む。）を行う場合

(i) any application for registration under Article 277, paragraph (1) (including a report filed under paragraph (1), item (i) of the preceding Article above when such report is deemed to be a new registration pursuant to the

provisions of Article 34 of the Registration and License Tax Act) submitted upon entrustment by the Affiliated Insurance Company, etc. or re-entrustment from the Principal Insurance Solicitation Agent (excluding any entrustment or re-entrustment for a limited time based on temporary needs and specified as such by Cabinet Office Order); or

二 前号に規定する申請以外の申請を行う場合

(ii) any application which does not fall under the preceding item.

(生命保険募集人に係る制限)

(Restriction on Life Insurance Agents)

第二百八十二条 生命保険会社（外国生命保険会社等を含む。以下この編において同じ。）又はその委託を受けた者は、他の生命保険会社の生命保険募集人に対して、保険募集の委託又は再委託をしてはならない。

Article 282 (1) A Life Insurance Company (including a Foreign Life Insurance Company, etc.; hereinafter the same applies in this Part) or a person who received entrustment from the relevant Life Insurance Company must not entrust or re-entrust a Life Insurance Agent of another Life Insurance Company with any Insurance Solicitation on its own behalf.

2 生命保険募集人は、他の生命保険会社の役員若しくは使用人若しくはこれらの者の使用人を兼ね、又は他の生命保険会社の委託若しくはその委託を受けた者の再委託を受けて保険募集を行い、若しくは他の生命保険会社の委託若しくはその委託を受けた者の再委託を受けて保険募集を行う者の役員若しくは使用人として保険募集を行うことができない。

(2) A Life Insurance Agent may neither serve as an officer or employee of another Life Insurance Company, or as an employee of any such person, nor may an agent engage in Insurance Solicitation under delegation from another Life Insurance Company or under re-entrustment from a person who received entrustment from the relevant another Life Insurance Company, or engage in Insurance Solicitation as an officer or employee of a person that engages in Insurance Solicitation under delegation from another Life Insurance Company or under re-entrustment from a person who received entrustment from the relevant another Life Insurance Company.

3 前二項の規定は、生命保険募集人が二以上の所属保険会社等を有する場合においても、その保険募集に係る業務遂行能力その他の状況に照らして、保険契約者等の保護に欠けるおそれがないものとして政令で定める場合には、適用しない。

(3) The provisions of the preceding two paragraphs do not apply to a Life Insurance Agent that has two or more Affiliated Insurance Companies, etc. if specified by Cabinet Order as posing little risk to the protection of Policyholders, etc. in light of the person's capacity to perform in business involving Insurance Solicitation and other conditions.

第二節 所属保険会社等

Section 2 Affiliated Insurance Companies

(所属保険会社等の賠償責任)

(Liability of Affiliated Insurance Companies)

第二百八十三条 所属保険会社等は、保険募集人が保険募集について保険契約者に加えた損害を賠償する責任を負う。

Article 283 (1) An Affiliated Insurance Company, etc. is liable to compensate for any damage caused by an Insurance Agent to a Policyholder involving Insurance Solicitation.

2 前項の規定は、次に掲げる場合には、適用しない。

(2) The provisions of the preceding paragraph do not apply when:

一 所属保険会社等の役員である保険募集人（生命保険会社にあつては、当該役員の使用人である生命保険募集人を含む。）が行う保険募集については、所属保険会社等が当該役員の選任について相当の注意をし、かつ、これらの者の行う保険募集について保険契約者に加えた損害の発生を防止に努めたとき。

(i) with regard to Insurance Solicitation by an Insurance Agent who is an officer of the Affiliated Insurance Company, etc. (for a Life Insurance Company, including a Life Insurance Agent who is an employee of such officer), the Affiliated Insurance Company, etc. used due care in appointing the officer and has made reasonable efforts in relation to Insurance Solicitation by such person to prevent the damage caused to the Policyholder;

二 所属保険会社等の使用人である保険募集人（生命保険会社にあつては、当該使用人の使用人である生命保険募集人を含む。）が行う保険募集については、所属保険会社等が当該使用人（生命保険会社の使用人の使用人を除く。）の雇用について相当の注意をし、かつ、これらの者の行う保険募集について保険契約者に加えた損害の発生を防止に努めたとき。

(ii) with regard to Insurance Solicitation by an Insurance Agent who is an employee of the Affiliated Insurance Company, etc. (for a Life Insurance Company, including a Life Insurance Agent who is an employee of such employee), the Affiliated Insurance Company, etc. used due care in recruiting the employee (other than an employee of a Life Insurance Company's employee) and has made reasonable efforts in relation to Insurance Solicitation by such person to prevent the damage caused to the Policyholder;

or

三 所属保険会社等の委託に基づく特定保険募集人又はその役員若しくは使用人である保険募集人が行う保険募集については、所属保険会社等が当該特定保険募集人の委託をするについて相当の注意をし、かつ、これらの者の行う保険募集について保険契約者に加えた損害の発生を防止に努めたとき。

(iii) with regard to Insurance Solicitation by a Specified Insurance Agent upon entrustment by the Affiliated Insurance Company, etc., or by an Insurance

Agent who is an officer or employee thereof, the Affiliated Insurance Company, etc. used due care in entrusting the Specified Insurance Agent with such solicitation and has made reasonable efforts in relation to Insurance Solicitation by such person to prevent the damage caused to the Policyholder.

四 保険募集再委託者の再委託に基づく特定保険募集人又はその役員若しくは使用人である保険募集人（以下この条において「保険募集再受託者等」という。）が行う保険募集については、所属保険会社等が当該保険募集再受託者等に対する再委託の許諾を行うについて相当の注意をし、かつ、当該保険募集再受託者等の行う保険募集について保険契約者に加えた損害の発生の防止に努めたとき。

(iv) with regard to Insurance Solicitation by a Specified Insurance Agent based on the re-entrustment by the Principal Insurance Solicitation Agent, or by an Insurance Agent who is an officer or employee thereof (hereinafter referred to as a "Secondary Insurance Agent, etc." in this Article), the Affiliated Insurance Company, etc. used due care in giving permission on re-entrustment to the relevant Secondary Insurance Agent, etc. and has made efforts in relation to Insurance Solicitation by such Secondary Insurance Agent, etc. to prevent the damage caused to the Policyholder;

3 保険募集再委託者は、保険募集再受託者等が保険募集について保険契約者に加えた損害を賠償する責任を負う。ただし、当該保険募集再委託者が再委託をするについて相当の注意をし、かつ、当該保険募集再受託者等の行う保険募集について保険契約者に加えた損害の発生の防止に努めたときは、この限りでない。

(3) A Principal Insurance Solicitation Agent is liable to compensate for the damage caused by a Secondary Insurance Agent, etc. to a Policyholder in relation to Insurance Solicitation; provided, however, that this does not apply to the case where the Principal Insurance Solicitation Agent used due care in making a re-entrustment and made efforts in relation to Insurance Solicitation by such Secondary Insurance Agent, etc. to prevent the damage caused to the Policyholder.

4 第一項の規定は所属保険会社等から保険募集人に対する求償権の行使を妨げず、また、前項の規定は保険募集再委託者から保険募集再受託者等に対する求償権の行使を妨げない。

(4) The provisions of paragraph (1) do not prevent the Affiliated Insurance Company, etc. from exercising its right to obtain reimbursement from the Insurance Agent concerned, and the provisions of the preceding paragraph do not prevent a Principal Insurance Solicitation Agent from exercising its right to obtain reimbursement from its Secondary Insurance Agent, etc.

5 民法第七百二十四条（不法行為による損害賠償請求権の期間の制限）の規定は、第一項及び第三項の請求権について準用する。

(5) The provisions of Article 724 of the Civil Code (Time limit for seeking compensation for damage caused by tort) apply mutatis mutandis to any claim

under paragraphs (1) and (3).

(所属保険会社等を代理人とする登録の申請等)

(Application for Registration through Affiliated Insurance Company as Agent)

第二百八十四条 特定保険募集人又は第二百八十条第一項第二号から第六号までに定める者は、所属保険会社等を代理人として、第二百七十七条第一項の規定による登録の申請又は第二百八十条第一項若しくは第三百二条の規定による届出をすることができる。

Article 284 A Specified Insurance Agent or a person falling under any of Article 280, paragraph (1), items (ii) to (vi) may appoint the Affiliated Insurance Company, etc. as their agent in applying for a registration under Article 277, paragraph (1), or in filing a report under Article 280, paragraph (1) or Article 302.

(特定保険募集人の原簿)

(Registry of Specified Insurance Agents)

第二百八十五条 所属保険会社等は、内閣府令で定めるところにより、当該所属保険会社等に係る特定保険募集人に関する原簿を、その本店若しくは主たる事務所又は支店若しくは従たる事務所（外国保険会社等の場合にあつては、第百八十五条第一項に規定する支店等）に備え置かなければならない。

Article 285 (1) An Affiliated Insurance Company, etc., pursuant to the provisions of Cabinet Office Order, must maintain a registry of Specified Insurance Agents acting on its behalf at its head office or principal office, or at one of its branch offices or secondary offices (for a Foreign Insurance Company, etc., at its branch office, etc. set forth in Article 185, paragraph (1)).

2 利害関係人は、必要があるときは、所属保険会社等に対して、前項の原簿の閲覧を求めることができる。

(2) Any interested person may require the Affiliated Insurance Company, etc. as necessary to provide access to the registry set forth in the preceding paragraph for inspection.

第三章 保険仲立人

Chapter III Insurance Brokers

(登録)

(Registration)

第二百八十六条 保険仲立人は、この法律の定めるところにより、内閣総理大臣の登録を受けなければならない。

Article 286 An Insurance Broker must be registered with the Prime Minister pursuant to the provisions of this Act.

(登録の申請)

(Application for Registration)

第二百八十七条 前条の登録を受けようとする者は、次に掲げる事項を記載した登録申請書を内閣総理大臣に提出しなければならない。

Article 287 (1) A person applying for a registration under the preceding Article must submit to the Prime Minister, a written application detailing the following particulars:

一 商号、名称又は氏名及び住所

(i) trade name, name and address;

二 事務所の名称及び所在地

(ii) name and location of the office;

三 取り扱う保険契約の種類

(iii) class(es) of insurance contract to be dealt in;

四 他に業務を行っているときは、その業務の種類

(iv) any other type of business conducted by the Applicant; and

五 その他内閣府令で定める事項

(v) any other particular specified by Cabinet Office Order.

2 前項の登録申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application set forth in the preceding paragraph:

一 第二百八十九条第一項第一号から第五号まで、第七号、第八号（同項第六号に係る部分を除く。）、第九号（同項第六号に係る部分を除く。）又は第十号のいずれにも該当しないことを誓約する書面

(i) a written statement pledging that the Applicant does not fall under any of Article 289, paragraph (1), items (i) to (v), item (vii) or (viii) (excluding the reference to Article 289, paragraph (1), item (vi)), item (ix) (excluding the reference to Article 289, paragraph (1), item (vi)) or item (x);

二 登録申請者が法人であるときは、その役員の氏名及び住所を記載した書面

(ii) in the case where the person is a corporation, a written statement indicating the names and addresses of its officers; and

三 前二号に掲げるもののほか、内閣府令で定める書類

(iii) in addition to what is listed in the preceding two items, any other document specified by Cabinet Office Order.

(登録の実施)

(Registration Process)

第二百八十八条 内閣総理大臣は、第二百八十六条の登録の申請があった場合においては、次条第一項から第三項までの規定により登録を拒否する場合を除くほか、直ちに、次に掲げる事項を内閣府令で定める場所に備える保険仲立人登録簿に登録しなければならない。

Article 288 (1) Whenever an application has been filed for the registration under

Article 286, unless the Prime Minister denies the Applicant registration pursuant to the provisions of paragraphs (1) to (3) of the following Article, the Prime Minister must immediately register the following particulars in the registry of Insurance Brokers maintained at the location specified by Cabinet Office Order:

一 前条第一項各号に掲げる事項

(i) the particulars listed in items of paragraph (1) of the preceding Article; and

二 登録年月日及び登録番号

(ii) the date and number of registration.

2 内閣総理大臣は、前項の規定による登録をしたときは、遅滞なく、その旨を登録申請者に通知しなければならない。

(2) Whenever the Prime Minister has made a registration under the provisions of the preceding paragraph, the Prime Minister must notify the Applicant of this without delay.

3 内閣総理大臣は、保険仲立人登録簿を公衆の縦覧に供しなければならない。

(3) The Prime Minister must make the registry of Insurance Brokers available for public inspection.

(登録の拒否)

(Denial of Registration)

第二百八十九条 内閣総理大臣は、登録申請者が次の各号のいずれかに該当するとき、又は登録申請書若しくはその添付書類のうちに重要な事項について虚偽の記載があり、若しくは重要な事実の記載が欠けているときは、その登録を拒否しなければならない。

Article 289 (1) The Prime Minister must deny an Applicant registration if the Applicant falls under any of the following items, or if the written application or a document attached thereto includes a false detail with regard to an important particular or fails to detail a material fact:

一 破産者で復権を得ないもの又は外国の法令上これと同様に取り扱われている者

(i) a bankrupt whose rights have not been restored or a person receiving any similar treatment under a foreign law or regulation;

二 禁錮以上の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又は刑の執行を受けることがなくなった日から三年を経過しない者

(ii) a person sentenced to imprisonment or severer punishment (including any equivalent punishment under a foreign law or regulation), without three years having elapsed since the execution of the sentence was terminated or from when they are no longer subject to the execution of the sentence;

三 この法律又はこれに相当する外国の法令の規定に違反し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又は刑の執行を受けることがなくなった日から三年を経過しない者

(iii) a person sentenced to fine (including any equivalent punishment under a

foreign law or regulation) for violating the provisions of this Act or of an equivalent foreign law or regulation, without three years having elapsed since the execution of the sentence was terminated or from when they are no longer subject to the execution of the sentence;

四 第三百七条第一項の規定により第二百八十六条の登録を取り消され、その取消の日から三年を経過しない者（当該登録を取り消された者が法人である場合には、当該取消の日前三十日以内に当該法人の役員であった者で当該取消の日から三年を経過しないものを含む。）又はこの法律に相当する外国の法令の規定により当該外国において受けている同種類の登録（当該登録に類する許可その他の行政処分を含む。以下この号において「登録等」という。）を取り消され、その取消の日から三年を経過しない者（当該登録等を取り消された者が法人である場合には、当該取消の日前三十日以内に当該法人の役員であった者で当該取消の日から三年を経過しないものを含む。）

(iv) a person whose registration under Article 286 was cancelled pursuant to the provisions of Article 307, paragraph (1), without three years having elapsed since the date of the cancellation (including, where the cancellation of registration was made against a corporation, a person who had been an officer of the corporation at any time during the 30 days prior to the date of the cancellation, without three years having elapsed since that date), or a person against whom a similar registration under the provisions of a foreign law or regulation equivalent to this Act was canceled in the foreign state concerned (including any permission or other administrative measures similar to the registration; hereinafter referred to as "Registration, etc." in this item), without three years having elapsed since the date of the cancellation (including, where the cancellation of Registration, etc. was made against a corporation, a person who had been an officer of the corporation at any time during the 30 days prior to the date of the cancellation, without three years having elapsed since that date);

五 成年被後見人若しくは被保佐人又は外国の法令上これらと同様に取り扱われている者

(v) an adult ward or person under guardianship, or any other person receiving a similar treatment under a foreign law or regulation;

六 申請の日前三年以内に保険募集に関し著しく不適当な行為をした者

(vi) a person who had engaged in any extremely inappropriate conduct in connection with Insurance Solicitation during the three years prior to the date of application;

七 保険会社等若しくは外国保険会社等、これらの役員（保険募集人である者を除く。）又は保険募集人（損害保険代理店の使用人については、保険募集を行う者に限る。）

(vii) an Insurance Company, etc. or Foreign Insurance Company, etc., any of its officers (other than an officer who is also an Insurance Agent), or an

Insurance Agent (for an employee of a Non-Life Insurance Representative, limited to those engaged in Insurance Solicitation);

八 個人でその保険募集を行う使用人のうちに前各号のいずれかに該当する者のあるもの

(viii) an individual whose employees engaged in Insurance Solicitation include at least one person falling under any of the preceding items;

九 法人でその役員又は保険募集を行う使用人のうちに第一号から第七号までのいずれかに該当する者のあるもの

(ix) a corporation whose officers or employees engaged in Insurance Solicitation include at least one person falling under any of items (i) to (vii); or

十 保険募集に係る業務を的確に遂行するに足る能力を有しない者

(x) a person who does not have sufficient capacity to appropriately perform in business involving Insurance Solicitation.

2 内閣総理大臣は、前項の規定により登録を拒否しようとするときは、あらかじめ、登録申請者にその旨を通知し、その者又はその代理人の出頭を求め、釈明のための証拠を提示する機会を与えるため、内閣総理大臣の指定する職員をして意見を聴取させなければならない。

(2) If the Prime Minister seeks to deny an Applicant registration pursuant to the provisions of the preceding paragraph, the Prime Minister must notify the Applicant of this in advance and require the appearance of the Applicant or their representative at an opinion hearing to be held by an official designated by the Prime Minister in order to provide an opportunity to produce any further evidence in support of the application.

3 前項の場合において、内閣総理大臣は、意見を聴取される者が正当な理由がないのに、意見の聴取に応じないときは、意見の聴取を行わないで登録を拒否することができる。

(3) In the case referred to in the preceding paragraph, the Prime Minister may deny an Applicant registration without hearing any opinion, if the person summoned for the hearing fails to appear without justifiable grounds.

4 内閣総理大臣は、前三項の規定により登録を拒否したときは、遅滞なく、書面をもって、その旨を登録申請者に通知しなければならない。

(4) If the Prime Minister has denied an Applicant registration pursuant to the provisions of the preceding three paragraphs, the Prime Minister must notify the Applicant of this in writing without delay.

(変更等の届出等)

(Notice of a Change)

第二百九十条 保険仲立人が次の各号のいずれかに該当することとなったときは、当該各号に定める者は、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

Article 290 (1) If an Insurance Broker has come to fall under any of the following items, the person specified in the relevant item must notify the Prime Minister

of this without delay:

一 第二百八十七条第一項各号に掲げる事項について変更があったとき。 当該変更に係る保険仲立人

(i) any of the particulars listed in the items of Article 287, paragraph (1) have changed: the Insurance Broker affected by the change;

二 保険募集の業務を廃止したとき。 保険仲立人であった個人又は保険仲立人であった法人を代表する役員

(ii) it has abolished its Insurance Solicitation business: the individual who served as the Insurance Broker or the officer representing the corporation that served as the Insurance Broker;

三 保険仲立人である個人が死亡したとき。 その相続人

(iii) the individual serving as the Insurance Broker has died: their heir;

四 保険仲立人である法人について破産手続開始の決定があったとき。 その破産管財人

(iv) the corporation serving as an Insurance Broker has become the subject of an order commencing bankruptcy proceedings: its bankruptcy trustee;

五 保険仲立人である法人が合併（法人でない社団又は財団にあっては、合併に相当する行為。次号において同じ。）により消滅したとき。 その法人を代表する役員であった者

(v) the corporation serving as an Insurance Broker has disappeared due to merger (for an association or foundation that is not a corporation, any action equivalent to merger; the same applies in the following item): the person who served as the officer representing the corporation; or

六 保険仲立人である法人が合併及び破産手続開始の決定以外の理由により解散（法人でない社団又は財団にあっては、解散に相当する行為）をしたとき。 その清算人（法人でない社団又は財団にあっては、その代表者又は管理人であった者）

(vi) the corporation serving as an Insurance Broker has dissolved (for an association or foundation that is not a corporation, any action equivalent to dissolution) for a reason other than a merger or an order commencing bankruptcy proceedings: its liquidator (for an association or foundation that is not a corporation, its representative person or the person who served as its manager).

2 内閣総理大臣は、前項第一号に係る同項の届出を受理したときは、届出があった事項を保険仲立人登録簿に登録しなければならない。

(2) Whenever the Prime Minister receives notice under the preceding paragraph for the reason provided in item (i), the Prime Minister must register the particulars of the notice on the registry of Insurance Brokers.

3 保険仲立人が第一項第二号から第六号までのいずれかに該当することとなったときは、当該保険仲立人の登録は、その効力を失う。

(3) An Insurance Broker's registration becomes invalid if the broker comes to fall under any of paragraph (1), items (ii) to (vi).

(保証金)

(Security Deposit)

第二百九十一条 保険仲立人は、保証金を主たる事務所の最寄りの供託所に供託しなければならない。

Article 291 (1) An Insurance Broker must make a security deposit with the deposit office located nearest to its principal office.

2 前項の保証金の額は、保険仲立人の業務の状況及び保険契約者等の保護を考慮して、政令で定める額とする。

(2) The security deposit as set forth in the preceding paragraph is in an amount specified by Cabinet Order, taking into consideration the business characteristics of the Insurance Broker and the necessity of protecting Policyholders, etc.

3 保険仲立人は、政令で定めるところにより、当該保険仲立人のために所要の保証金が内閣総理大臣の命令に応じて供託される旨の契約を締結し、かつ、その旨を内閣総理大臣に届け出たときは、当該契約の効力の存する間、当該契約において供託されることとなっている金額（以下この条において「契約金額」という。）につき第一項の保証金の全部又は一部の供託をしないことができる。

(3) If an Insurance Broker has concluded a contract stipulating that a required amount of security deposit will be made for the Insurance Broker by order of the Prime Minister pursuant to the provisions of Cabinet Order and has notified the Prime Minister of this, the broker may withhold in whole or in Part the security deposit under paragraph (1) regarding the amount to be deposited under the relevant contract (hereinafter referred to as the "Contract Amount" in this Article), so long as the contract remains in effect.

4 内閣総理大臣は、保険契約者等の保護のため必要があると認めるときは、保険仲立人と前項の契約を締結した者又は当該保険仲立人に対し、契約金額に相当する金額の全部又は一部を供託すべき旨を命ずることができる。

(4) If the Prime Minister finds it necessary for the protection of Policyholders, etc., the Prime Minister may order a person who has concluded with an Insurance Broker a contract as set forth in the preceding paragraph or the Insurance Broker concerned to make a deposit in an amount corresponding to the whole or Part of the Contract Amount.

5 保険仲立人は、第一項の保証金につき供託（第三項の契約の締結を含む。）を行い、かつ、その旨を内閣総理大臣に届け出た後でなければ、保険契約の締結の媒介を行ってはならない。

(5) An Insurance Broker may not act as an intermediary in concluding an insurance contract, unless they have made the security deposit under paragraph (1) (including the conclusion of a contract under paragraph (3)) and has notified the Prime Minister of this.

6 保険仲立人に保険契約の締結の媒介を委託した保険契約者、当該保険契約の被保険

者又は保険金額を受け取るべき者は、保険契約の締結の媒介に関して生じた債権に関し、当該保険仲立人に係る保証金について、他の債権者に先立ち弁済を受ける権利を有する。

(6) A Policyholder who entrusted an Insurance Broker with acting as an intermediary in concluding an insurance contract, the insured covered by the insurance contract or the Beneficiary of the insurance contract, with regard to any credit arising out of any such action as an intermediary in concluding the insurance contract, is to have a priority claim over other creditors on the security deposit made by the Insurance Broker.

7 前項の権利の実行に関し必要な事項は、政令で定める。

(7) Any other necessary particular for enforcing a claim as set forth in the preceding paragraph is specified by Cabinet Order.

8 保険仲立人は、第六項の権利の実行その他の理由により、保証金の額（契約金額を含む。第十項において同じ。）が第二項の政令で定める額に不足することとなったときは、内閣府令で定める日から二週間以内にその不足額につき供託（第三項の契約の締結を含む。第三百十九条第十一号において同じ。）を行い、かつ、遅滞なく、その旨を内閣総理大臣に届け出なければならない。

(8) If the amount of a security deposit (including the Contract Amount; the same applies in paragraph (10)) falls below the amount specified by Cabinet Order under paragraph (2) for reasons such as the enforcement of a claim under paragraph (6), the Insurance Broker must compensate for the shortfall within two weeks from the date specified by Cabinet Office Order (including the conclusion of a contract under paragraph (3)); the same applies in Article 319, item (xi), and notify the Prime Minister of this without delay.

9 第一項又は前項の規定により供託する保証金は、国債証券、地方債証券その他の内閣府令で定める有価証券をもってこれに充てることができる。

(9) The security deposit to be made pursuant to the provisions of paragraph (1) or the preceding paragraph may be in the form of a national government bond, local government bond or any other securities specified by Cabinet Office Order.

10 第一項、第四項又は第八項の規定により供託した保証金は、次の各号のいずれかに該当することとなったときは、内閣総理大臣の承認を受けて、その全部又は一部を取り戻すことができる。

(10) The security deposit made pursuant to the provisions of paragraph (1), (4) or (8) may be fully or Partly recovered with the Prime Minister's authorization, if and when:

一 前条第一項第二号から第六号までのいずれかに該当することとなったとき。

(i) any of paragraph (1), items (ii) to (vi) of the preceding Article applies;

二 第三百七条第一項又は第二項の規定により登録が取り消されたとき。

(ii) the relevant registration is canceled pursuant to the provisions of Article 307, paragraph (1) or (2); or

三 業務の状況の変化その他の理由により保証金の額が第二項の政令で定める額を超

えることとなったとき。

(iii) the security deposit exceeds the amount specified by Cabinet Order under paragraph (2) for reasons such as changing business characteristics.

1 1 内閣総理大臣は、前項の承認をするときは、保険契約の締結の媒介に関して生じた債権の弁済を確保するために必要と認める限度において、取り戻すことができる時期及び取り戻すことができる保証金の額を指定することができる。

(11) In giving an authorization as set forth in the preceding paragraph, the Prime Minister may designate a period for the recovery and the recoverable amount of the security deposit, within the limit that the Prime Minister finds necessary for ensuring the payment of any claim that has arisen out of action as an intermediary in concluding an insurance contract.

1 2 前各項に定めるもののほか、保証金に関し必要な事項は、内閣府令・法務省令で定める。

(12) Beyond what is provided for in the preceding paragraphs, any necessary particulars of security deposits are specified by Cabinet Office Order or Ministry of Justice Order.

(保険仲立人賠償責任保険契約)

(Insurance Brokers Liability Insurance Contract)

第二百九十二条 保険仲立人は、政令で定めるところにより、保険仲立人賠償責任保険契約を締結し、内閣総理大臣の承認を受けたときは、当該契約の効力の存する間、当該契約の保険金の額に応じて前条第一項の保証金の一部の供託（同条第三項の契約の締結を含む。次項において同じ。）をしないことができる。

Article 292 (1) An Insurance Broker who has concluded an Insurance Broker's liability insurance contract pursuant to the provisions of Cabinet Order may, with the Prime Minister's authorization, withhold in whole or in part the security deposit to be made under paragraph (1) of the preceding Article (including the conclusion of a contract under paragraph (3) of that Article; the same applies in the following paragraph) in accordance with the amount of insurance proceeds under the contract, so long as the contract remains in effect.

2 内閣総理大臣は、保険契約者等の保護のため必要があると認めるときは、前項の保険仲立人賠償責任保険契約を締結した保険仲立人に対し、前条第一項の保証金につき供託をしないことができるとされた金額の全部又は一部を供託すべき旨を命ずることができる。

(2) If the Prime Minister finds it necessary for the protection of Policyholders, etc., the Prime Minister may order an Insurance Broker who has concluded an Insurance Broker's liability insurance contract as set forth in the preceding paragraph to make in whole or in Part that Part of the security deposit under paragraph (1) of the preceding Article which may be withheld.

3 前二項に定めるもののほか、保険仲立人賠償責任保険契約に関し必要な事項は、内閣府令で定める。

(3) Beyond what is provided for in the preceding two paragraphs, any necessary particulars for Insurance Brokers liability insurance contracts are specified by Cabinet Office Order.

(商法の準用)

(Mutatis Mutandis Application of the Commercial Code)

第二百九十三条 商法第五百四十三条、第五百四十四条及び第五百四十六条から第五百五十条まで（仲立営業）の規定は、保険仲立人が行う保険契約の締結の媒介であって相互会社（外国相互会社を含む。）が当該保険契約の保険者となるべきものについて準用する。

Article 293 The provisions of Articles 543, 544 and 546 to 550 (Brokerage Business) of the Commercial Code apply mutatis mutandis to action as an intermediary by an Insurance Broker in concluding an insurance contract in which the insurer is supposed to be a Mutual Company (including a Foreign Mutual Company).

第四章 業務

Chapter IV Business

(情報の提供)

(Provision of Information)

第二百九十四条 保険会社等若しくは外国保険会社等、これらの役員（保険募集人である者を除く。）、保険募集人又は保険仲立人若しくはその役員若しくは使用人は、保険契約の締結、保険募集又は自らが締結した若しくは保険募集を行った団体保険（団体又はその代表者を保険契約者とし、当該団体に所属する者を被保険者とする保険をいう。次条、第二百九十四条の三第一項及び第三百条第一項において同じ。）に係る保険契約に加入することを勧誘する行為その他の当該保険契約に加入させるための行為（当該団体保険に係る保険契約の保険募集を行った者以外の者が行う当該加入させるための行為を含み、当該団体保険に係る保険契約者又は当該保険契約者と内閣府令で定める特殊の関係のある者が当該加入させるための行為を行う場合であって、当該保険契約者から当該団体保険に係る保険契約に加入する者に対して必要な情報が適切に提供されることが期待できると認められるときとして内閣府令で定めるときにおける当該加入させるための行為を除く。次条及び第三百条第一項において同じ。）に関し、保険契約者等の保護に資するため、内閣府令で定めるところにより、保険契約の内容その他保険契約者等に参考となるべき情報の提供を行わなければならない。ただし、保険契約者等の保護に欠けるおそれがないものとして内閣府令で定める場合は、この限りでない。

Article 294 (1) An Insurance Company, etc. or Foreign Insurance Company, etc. or any officer thereof (other than an officer who is an Insurance Agent), an Insurance Agent, or an Insurance Broker or any officer or employee thereof, in relation to the following acts, must provide Policyholders, etc. with information

on the contents of insurance contracts and any other information that should serve as reference for them pursuant to the provisions of Cabinet Office Order, so as to contribute to the protection of Policyholders, etc.: the conclusion of an insurance contract; Insurance Solicitation; or an act of urging a customer to subscribe to an insurance contract for Group Insurance (meaning insurance for which a group or its representative is the policyholder and the persons who belong to that group are the insured; the same applies in the following Article, Article 294-3, paragraph (1) and Article 300, paragraph (1)) which has been concluded or solicited by the relevant company, officer, agent, broker or employee or any other act for encouraging subscription to the relevant insurance contract (including such an act for encouraging subscription carried out by a person other than the person who has engaged in the Insurance Solicitation for the relevant insurance contract for Group Insurance; and excluding such an act for encouraging subscription carried out by the policyholder of the Group Insurance or a person specially related, as specified by Cabinet Office Order, to that policyholder in such cases specified by Cabinet Office Order as those where it is found that the policyholder is expected to appropriately provide necessary information to those subscribing to the relevant insurance contract for Group Insurance; the same applies in the following Article and Article 300, paragraph (1)); provided, however, that this does not apply to cases specified by Cabinet Office Order as posing no risk to the protection of Policyholders, etc.

2 前項の規定は、第三百条の二に規定する特定保険契約の締結又はその代理若しくは媒介に関しては、適用しない。

(2) The provisions of the preceding paragraph does not apply in relation to the conclusion of a specified insurance contract prescribed in Article 300-2 or any related acts performed as an agent or intermediary.

3 保険募集人は、保険募集を行おうとするときは、あらかじめ、顧客に対し次に掲げる事項を明らかにしなければならない。

(3) An Insurance Agent, when seeking to engage in Insurance Solicitation, must clearly communicate in advance the following particulars to customers:

一 所属保険会社等の商号、名称又は氏名

(i) trade name or name of the Affiliated Insurance Company, etc.;

二 自己が所属保険会社等の代理人として保険契約を締結するか、又は保険契約の締結を媒介するかの別

(ii) whether they will act as an agent of the Affiliated Insurance Company, etc. or as an intermediary in concluding an insurance contract; and

三 その他内閣府令で定める事項

(iii) any other particulars specified by Cabinet Office Order.

4 保険仲立人は、保険契約の締結の媒介を行おうとするときは、内閣府令で定めるところにより、次に掲げる事項を記載した書面を顧客に交付しなければならない。

(4) If an Insurance Broker seeks to act as an intermediary in concluding an insurance contract, the Insurance Broker must deliver to the customer a document detailing the following particulars pursuant to the provisions of Cabinet Office Order:

一 保険仲立人の商号、名称又は氏名及び住所

(i) trade name, name and address of the Insurance Broker;

二 保険仲立人の権限に関する事項

(ii) the particulars of the Insurance Broker's authority;

三 保険仲立人の損害賠償に関する事項

(iii) the particulars of the Insurance Broker's liability for damages; and

四 その他内閣府令で定める事項

(iv) any other particulars specified by Cabinet Office Order.

5 保険仲立人は、前項の規定による書面の交付に代えて、政令で定めるところにより、当該顧客の承諾を得て、当該書面に記載すべき事項を電子情報処理組織を使用する方法その他の情報通信の技術を利用する方法であつて内閣府令で定めるものにより提供することができる。この場合において、当該保険仲立人は、当該書面を交付したものとみなす。

(5) In lieu of the delivery of a document under the preceding paragraph, an Insurance Broker may, with the consent of the customer and pursuant to the provisions of Cabinet Order, provide the particulars that are required to be included in the document by a method using an electronic data processing system or any other method using information and communications technology specified by Cabinet Office Order. In this case, the Insurance Broker is deemed to have delivered the relevant document.

(顧客の意向の把握等)

(Ascertainment of Customer's Intention)

第二百九十四条の二 保険会社等若しくは外国保険会社等、これらの役員（保険募集人である者を除く。）、保険募集人又は保険仲立人若しくはその役員若しくは使用人は、保険契約の締結、保険募集又は自らが締結した若しくは保険募集を行った団体保険に係る保険契約に加入することを勧誘する行為その他の当該保険契約に加入させるための行為に関し、顧客の意向を把握し、これに沿った保険契約の締結等（保険契約の締結又は保険契約への加入をいう。以下この条において同じ。）の提案、当該保険契約の内容の説明及び保険契約の締結等に際しての顧客の意向と当該保険契約の内容が合致していることを顧客が確認する機会の提供を行わなければならない。ただし、保険契約者等の保護に欠けるおそれがないものとして内閣府令で定める場合は、この限りでない。

Article 294-2 An Insurance Company, etc. or Foreign Insurance Company, etc. or any officer thereof (other than an officer who is an Insurance Agent), an Insurance Agent, or an Insurance Broker or any officer or employee thereof, in relation to the conclusion of an insurance contract, Insurance Solicitation, or

an act of urging a customer to subscribe to an insurance contract for Group Insurance which has been concluded or solicited by the relevant company, officer, agent, broker or employee or any other act for encouraging subscription to the relevant insurance contract, must ascertain the customer's intention and propose the Conclusion of an Insurance Contract, etc. (meaning the conclusion of an insurance contract or subscription to an insurance contract; hereinafter the same applies in this Article) in line with such intention, explain the contents of the relevant insurance contract to the customer, and provide the customer with the opportunity to confirm that the customer's intention at the time of the Conclusion of an Insurance Contract, etc. is in accord with the contents of the relevant insurance contract; provided, however, that this does not apply to cases specified by Cabinet Office Order as posing no risk to the protection of Policyholders, etc.

(業務運営に関する措置)

(Measures Concerning Business Operations)

第二百九十四条の三 保険募集人は、保険募集の業務（自らが保険募集を行った団体保険に係る保険契約に加入させるための行為に係る業務その他の保険募集の業務に密接に関連する業務を含む。以下この条並びに第三百五条第二項及び第三項において同じ。）に関し、この法律又は他の法律に別段の定めがあるものを除くほか、内閣府令で定めるところにより、保険募集の業務に係る重要な事項の顧客への説明、保険募集の業務に関して取得した顧客に関する情報の適正な取扱い、保険募集の業務を第三者に委託する場合における当該保険募集の業務の的確な遂行、二以上の所属保険会社等を有する場合における当該所属保険会社等が引き受ける保険に係る一の保険契約の契約内容につき当該保険に係る他の保険契約の契約内容と比較した事項の提供、保険募集人指導事業（他の保険募集人に対し、保険募集の業務の指導に関する基本となるべき事項（当該他の保険募集人が行う保険募集の業務の方法又は条件に関する重要な事項を含むものに限る。）を定めて、継続的に当該他の保険募集人が行う保険募集の業務の指導を行う事業をいう。）を実施する場合における当該指導の実施方針の適正な策定及び当該実施方針に基づく適切な指導その他の健全かつ適切な運営を確保するための措置を講じなければならない。

Article 294-3 (1) Unless otherwise provided in this Act or any other Act, an Insurance Agent, pursuant to the provisions of Cabinet Office Order, must take measures to ensure sound and appropriate operation of the business of Insurance Solicitation (including the business concerning an act of encouraging subscription to an insurance contract for Group Insurance for which the Insurance Agent has engaged in Insurance Solicitation and any other business closely related to the business of Insurance Solicitation; hereinafter the same applies in this Article and Article 305, paragraphs (2) and (3)), such as the following: explanation of important particulars of the business of Insurance Solicitation to customers; appropriate handling of customer information

acquired in relation to the business of Insurance Solicitation; if the Insurance Agent entrusts any of the business of Insurance Solicitation to a third party, proper execution of such entrusted business of Insurance Solicitation; if the Insurance Agent has two or more Affiliated Insurance Companies, etc., provision of particulars of the contents of an insurance contract as compared to the contents of other insurance contracts with regard to the insurance underwritten by these Affiliated Insurance Companies, etc.; if the Insurance Agent conducts the Insurance Agent Guidance Business (meaning the business in which an Insurance Agent specifies the basic matters concerning the guidance to other Insurance Agents on the business of Insurance Solicitation (limited to those including important particulars concerning the method or conditions for the business of Insurance Solicitation to be carried out by the relevant other Insurance Agents) and continuously provides the guidance on the business of Insurance Solicitation to be carried out by the relevant other Insurance Agents), proper formulation of the implementation policy regarding such guidance and provision of appropriate guidance based on such implementation policy.

- 2 保険仲立人は、保険募集の業務に関し、この法律又は他の法律に別段の定めがあるものを除くほか、内閣府令で定めるところにより、保険募集の業務に係る重要な事項の顧客への説明、保険募集の業務に関して取得した顧客に関する情報の適正な取扱い、保険募集の業務を第三者に委託する場合における当該保険募集の業務の的確な遂行その他の健全かつ適切な運営を確保するための措置を講じなければならない。

(2) Unless otherwise provided in this Act or any other Act, an Insurance Broker, pursuant to the provisions of Cabinet Office Order, must take measures to ensure sound and appropriate operation of the business of Insurance Solicitation, such as explanation of important particulars of the business of Insurance Solicitation to customers, appropriate handling of customer information acquired in relation to the business of Insurance Solicitation, and if the Insurance Broker entrusts any of the business of Insurance Solicitation to a third party, proper execution of such entrusted business of Insurance Solicitation.

(自己契約の禁止)

(Prohibition of Self-Contract)

第二百九十五条 損害保険代理店及び保険仲立人は、その主たる目的として、自己又は自己を雇用している者を保険契約者又は被保険者とする保険契約（保険仲立人にあつては、内閣府令で定めるものに限る。次項において「自己契約」という。）の保険募集を行ってはならない。

Article 295 (1) A Non-Life Insurance Representative or Insurance Broker must not make it their primary business purpose to engage in Insurance Solicitation for insurance contracts in which they or their employer is the Policyholder or

the insured (for an Insurance Broker, limited to those contracts specified by Cabinet Office Order; referred to as "Self-Contracts" in the following paragraph).

2 前項の規定の適用については、損害保険代理店又は保険仲立人が保険募集を行った自己契約に係る保険料の合計額として内閣府令で定めるところにより計算した額が、当該損害保険代理店又は保険仲立人が保険募集を行った保険契約に係る保険料の合計額として内閣府令で定めるところにより計算した額の百分の五十を超えることとなったときは、当該損害保険代理店又は保険仲立人は、自己契約の保険募集を行うことをその主たる目的としたものとみなす。

(2) For the purpose of applying the provisions of the preceding paragraph, a Non-Life Insurance Representative or Insurance Broker is deemed to have made it their primary business purpose to engage in Insurance Solicitation for Self-Contracts, when the total amount of insurance premiums for the Self-Contracts solicited by the Non-Life Insurance Representative or Insurance Broker, as calculated pursuant to the provisions of Cabinet Office Order, exceeds 50 percent of the total amount of insurance premiums for all contracts solicited by the Non-Life Insurance Representative or Insurance Broker, as calculated pursuant to the provisions of Cabinet Office Order.

第二百九十六条 削除
Article 296 (Deleted)

(保険仲立人の開示事項)

(Information to Be Disclosed by Insurance Brokers)

第二百九十七条 保険仲立人は、顧客から求められたときは、保険契約の締結の媒介に関して当該保険仲立人が受ける手数料、報酬その他の対価の額その他内閣府令で定める事項を、明らかにしなければならない。

Article 297 An Insurance Broker, upon request of a customer, must disclose the amount of commission, reward or any other consideration that they receive for acting as an intermediary in concluding the insurance contract, or any other particular specified by Cabinet Office Order.

(結約書の記載事項)

(Particulars for Inclusion in a Closing Document)

第二百九十八条 保険仲立人に対する商法第五百四十六条第一項（結約書作成及び交付義務）（第二百九十三条において準用する場合を含む。）の規定の適用については、同項中「其要領」とあるのは、「内閣府令ニ定ムル事項」とする。

Article 298 For the purpose of applying the provisions of Article 546, paragraph (1) of the Commercial Code (Obligation to Prepare and Deliver Closing Document) (including the cases where it is applied mutatis mutandis pursuant to Article 293) to an Insurance Broker, the term "its outline" in the paragraph

is deemed to be replaced with "the particulars specified by Cabinet Office Order".

(保険仲立人の誠実義務)

(Insurance Broker's Obligation of Good Faith)

第二百九十九条 保険仲立人は、顧客から委託を受けてその顧客のため誠実に保険契約の締結の媒介を行わなければならない。

Article 299 An Insurance Broker must act in good faith for the benefit of the customer in acting as an intermediary for the conclusion of an insurance contract upon the entrustment from the relevant customer.

(指定保険仲立人保険募集紛争解決機関との契約締結義務等)

(Obligation to Conclude a Contract with a Designated Dispute Resolution Organization for Insurance Solicitation by Insurance Brokers)

第二百九十九条の二 保険仲立人は、次の各号に掲げる場合の区分に応じ、当該各号に定める措置を講じなければならない。

Article 299-2 (1) An Insurance Broker must take the measures specified in the following items according to the category of cases set forth in the respective items:

一 指定保険仲立人保険募集紛争解決機関（指定紛争解決機関であってその紛争解決等業務の種別が保険仲立人保険募集であるものをいう。以下この条において同じ。）が存在する場合 一の指定保険仲立人保険募集紛争解決機関との間で保険仲立人保険募集に係る手続実施基本契約を締結する措置

(i) if there is a Designated Dispute Resolution Organization for Insurance Solicitation by Insurance Brokers (meaning a Designated Dispute Resolution Organization for which the Category of Business of Dispute Resolution, etc. is Insurance Solicitation by Insurance Brokers; hereinafter the same applies in this Article): measures to conclude a Master Agreement for Implementation of Dispute Resolution Procedures for Insurance Solicitation by Insurance Brokers with a single Designated Dispute Resolution Organization for Insurance Solicitation by Insurance Brokers;

二 指定保険仲立人保険募集紛争解決機関が存在しない場合 保険仲立人保険募集に関する苦情処理措置及び紛争解決措置

(ii) if there is no Designated Dispute Resolution Organization for Insurance Solicitation by Insurance Brokers: Complaint Processing Measures and Dispute Resolution Measures concerning Insurance Solicitation by Insurance Brokers.

2 保険仲立人は、前項の規定により手続実施基本契約を締結する措置を講じた場合には、当該手続実施基本契約の相手方である指定保険仲立人保険募集紛争解決機関の商号又は名称を公表しなければならない。

(2) When an Insurance Broker has taken measures to conclude a Master

Agreement for Implementation of Dispute Resolution Procedures pursuant to the provisions of the preceding paragraph, it must make public the trade name or name of the Designated Dispute Resolution Organization for Insurance Solicitation by Insurance Brokers that is the counterparty to the relevant Master Agreement for Implementation of Dispute Resolution Procedures.

3 第一項の規定は、次の各号に掲げる場合の区分に応じ、当該各号に定める期間においては、適用しない。

(3) The provisions of paragraph (1) do not apply for the periods specified in the following items according to the category of cases set forth in the respective items:

一 第一項第一号に掲げる場合に該当していた場合において、同項第二号に掲げる場合に該当することとなったとき 第三百八条の二十三第一項の規定による紛争解決等業務の廃止の認可又は第三百八条の二十四第一項の規定による指定の取消しの時に、同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(i) when the relevant case which had fallen under the cases set forth in paragraph (1), item (i), has come to fall under the cases set forth in item (ii) of that paragraph: the period specified by the Prime Minister at the time of granting authorization for discontinuation of Business of Dispute Resolution, etc. under Article 308-23, paragraph (1) or rescinding the designation under Article 308-24, paragraph (1), as the period necessary to take the measures specified in that item;

二 第一項第一号に掲げる場合に該当していた場合において、同号の一の指定保険仲立人保険募集紛争解決機関の紛争解決等業務の廃止が第三百八条の二十三第一項の規定により認可されたとき、又は同号の一の指定保険仲立人保険募集紛争解決機関の第三百八条の二第一項の規定による指定が第三百八条の二十四第一項の規定により取り消されたとき（前号に掲げる場合を除く。） その認可又は取消しの時に、第一項第一号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間

(ii) when the relevant case had fallen under the cases set forth in paragraph (1), item (i), and the discontinuation of Business of Dispute Resolution, etc. of a single Designated Dispute Resolution Organization for Insurance Solicitation by Insurance Brokers under that item has been authorized under Article 308-23, paragraph (1) or the designation under Article 308-2, paragraph (1) of a single Designated Dispute Resolution Organization for Insurance Solicitation by Insurance Brokers under that item has been rescinded pursuant to Article 308-24, paragraph (1) (excluding the case set forth in the preceding item): the period specified by the Prime Minister at the time of granting such authorization or making such rescission, as the period necessary for taking the measures specified in paragraph (1), item (i); and

三 第一項第二号に掲げる場合に該当していた場合において、同項第一号に掲げる場合に該当することとなったとき 第三百八条の二第一項の規定による指定の時に、

同号に定める措置を講ずるために必要な期間として内閣総理大臣が定める期間
(iii) when the relevant case which had fallen under the cases set forth in paragraph (1), item (ii) has come to fall under the cases set forth in item (i) of that paragraph: the period specified by the Prime Minister at the time of designation under Article 308-2, paragraph (1), as the period necessary to take the measures specified in that item.

(保険契約の締結等に関する禁止行為)

(Prohibited Acts Pertaining to Conclusion of Insurance Contracts)

第三百条 保険会社等若しくは外国保険会社等、これらの役員（保険募集人である者を除く。）、保険募集人又は保険仲立人若しくはその役員若しくは使用人は、保険契約の締結、保険募集又は自らが締結した若しくは保険募集を行った団体保険に係る保険契約に加入することを勧誘する行為その他の当該保険契約に加入させるための行為に関して、次に掲げる行為（自らが締結した又は保険募集を行った団体保険に係る保険契約に加入することを勧誘する行為その他の当該保険契約に加入させるための行為に関しては第一号に掲げる行為（被保険者に対するものに限る。））に限り、次条に規定する特定保険契約の締結又はその代理若しくは媒介に関しては、同号に規定する保険契約の契約条項のうち保険契約者又は被保険者の判断に影響を及ぼすこととなる重要な事項を告げない行為及び第九号に掲げる行為を除く。）をしてはならない。ただし、第二百九十四条第一項ただし書に規定する保険契約者等の保護に欠けるおそれがないものとして内閣府令で定める場合における第一号に規定する保険契約の契約条項のうち保険契約者又は被保険者の判断に影響を及ぼすこととなる重要な事項を告げない行為については、この限りでない。

Article 300 (1) An Insurance Company, etc. or Foreign Insurance Company, etc., any officer thereof (other than an officer who is an Insurance Agent), an Insurance Agent, or an Insurance Broker or any officer or employee thereof must not take any of the following actions in relation to the conclusion of an insurance contract, Insurance Solicitation or an act of urging a customer to subscribe to an insurance contract for Group Insurance which has been concluded or solicited by the relevant company, officer, agent, broker or employee or any other act for encouraging subscription to the relevant insurance contract (limited to the act listed in item (i) (limited to an act against the insured), in case of an act of urging a customer to subscribe to an insurance contract for Group Insurance which has been concluded or solicited by the relevant company, officer, agent, broker or employee or any other act for encouraging subscription to the relevant insurance contract, and excluding a non-disclosure of important matters contained in the provisions of an insurance contract prescribed in that item which would affect the determination of the Policyholder or the insured and also excluding the act listed in item (ix), in case of conclusion of a Specified Insurance Contract prescribed in the following Article or agency or intermediary therefor);

provided, however, that this does not apply to a non-disclosure of important matters contained in the provisions of an insurance contract prescribed in item (i) which would affect the determination of the Policyholder or the insured, in the cases specified by Cabinet Office Order as posing no risk to the protection of Policyholders, etc. prescribed in the provisions to Article 294, paragraph (1):

一 保険契約者又は被保険者に対して、虚偽のことを告げ、又は保険契約の契約条項のうち保険契約者又は被保険者の判断に影響を及ぼすこととなる重要な事項を告げない行為

(i) falsely informing the Policyholder or the insured, or failing to disclose thereto any important particular stipulated in the insurance contract which would affect the determination of the Policyholder or the insured;

二 保険契約者又は被保険者が保険会社等又は外国保険会社等に対して重要な事項につき虚偽のことを告げることを勧める行為

(ii) encouraging the Policyholder or the insured to give false information about any important particular to an Insurance Company, etc. or Foreign Insurance Company, etc.;

三 保険契約者又は被保険者が保険会社等又は外国保険会社等に対して重要な事実を告げるのを妨げ、又は告げないことを勧める行為

(iii) preventing or discouraging the Policyholder or the insured from informing an Insurance Company, etc. or Foreign Insurance Company, etc. of a material fact;

四 保険契約者又は被保険者に対して、不利益となるべき事実を告げずに、既に成立している保険契約を消滅させて新たな保険契約の申込みをさせ、又は新たな保険契約の申込みをさせて既に成立している保険契約を消滅させる行為

(iv) inducing the Policyholder or the insured to apply for a new insurance contract without informing them of any fact that would work to their disadvantage in the termination of an already effected insurance contract, or terminating an already effected insurance contract by inducing the Policyholder or the insured to apply for a new contract;

五 保険契約者又は被保険者に対して、保険料の割引、割戻しその他特別の利益の提供を約し、又は提供する行為

(v) promising to offer, or actually offering, to the Policyholder or the insured a discount or rebate on insurance premiums, or any other special advantage;

六 保険契約者若しくは被保険者又は不特定の者に対して、一の保険契約の契約内容につき他の保険契約の契約内容と比較した事項であって誤解させるおそれのあるものを告げ、又は表示する行為

(vi) telling or indicating to the Policyholder or the insured, or any other unspecified person a misleading message regarding the features of an insurance contract in comparison with other contracts;

七 保険契約者若しくは被保険者又は不特定の者に対して、将来における契約者配当又は社員に対する剰余金の分配その他将来における金額が不確実な事項として内閣

府令で定めるものについて、断定的判断を示し、又は確実であると誤解させるおそれのあることを告げ、若しくは表示する行為

(vii) making a conclusive statement, or telling or indicating a misleading message to the Policyholder, the insured, or an unspecified person so that they may believe that a certain amount of money will be obtained in the future as a dividend to Policyholders, dividend of surplus to members or any other benefit whose amount is specified as uncertain by Cabinet Office Order;

八 保険契約者又は被保険者に対して、当該保険契約者又は被保険者に当該保険会社等又は外国保険会社等の特定関係者（第百条の三（第二百七十二条の十三第二項において準用する場合を含む。第三百一条において同じ。）に規定する特定関係者及び第百九十四条に規定する特殊関係者のうち、当該保険会社等又は外国保険会社等を子会社とする保険持株会社及び少額短期保険持株会社（以下この条及び第三百一条の二において「保険持株会社等」という。））、当該保険持株会社等の子会社（保険会社等及び外国保険会社等を除く。）並びに保険業を行う者以外の者をいう。）が特別の利益の供与を約し、又は提供していることを知りながら、当該保険契約の申込みをさせる行為

(viii) inducing the Policyholder or the insured to offer an insurance contract, knowing that the Specified Related Party of the Insurance Company, etc. or Foreign Insurance Company, etc. (meaning a Specified Related Party as set forth in Article 100-3 (including the cases where it is applied mutatis mutandis pursuant to Article 272-13, paragraph (2)); the same applies in Article 301) or a Specially Related Party as set forth in Article 194, other than an Insurance Holding Company or Small Amount and Short Term Insurance Holding Company whose Subsidiary Companies include the Insurance Company, etc. or Foreign Insurance Company, etc. (referred to as "Insurance Holding Company, etc." hereinafter in this Article as well as in Article 301-2), a Subsidiary Company of the Insurance Holding Company, etc. (other than an Insurance Company, etc. or Foreign Insurance Company, etc.), or a person conducting Insurance Business) has promised to offer, or actually offered, a special advantage to the Policyholder or the insured;

九 前各号に定めるもののほか、保険契約者等の保護に欠けるおそれがあるものとして内閣府令で定める行為

(ix) beyond what is listed in the preceding items, any other action specified by Cabinet Office Order as posing risk to the protection of Policyholders, etc.

2 前項第五号の規定は、保険会社等又は外国保険会社等が第四条第二項各号、第百八十七条第三項各号又は第二百七十二条の二第二項各号に掲げる書類に基づいて行う場合には、適用しない。

(2) The provisions of the preceding paragraph, item (v) do not apply where an Insurance Company, etc. or Foreign Insurance Company, etc. makes such offer based on a document listed in any of the items of Article 4, paragraph (2), the

items of Article 187, paragraph (3) or the items of Article 272-2, paragraph (2).

(金融商品取引法の準用)

(Mutatis Mutandis Application of the Financial Instruments and Exchange Act)

第三百条の二 金融商品取引法第三章第一節第五款（第三十四条の二第六項から第八項まで（特定投資家が特定投資家以外の顧客とみなされる場合）並びに第三十四条の三第五項及び第六項（特定投資家以外の顧客である法人が特定投資家とみなされる場合）を除く。）（特定投資家）及び第四十五条（第三号及び第四号を除く。）（雑則）の規定は保険会社等若しくは外国保険会社等又は保険仲立人が行う特定保険契約（金利、通貨の価格、同法第二条第十四項に規定する金融商品市場における相場その他の指標に係る変動により損失が生ずるおそれ（当該保険契約が締結されることにより顧客の支払うこととなる保険料の合計額が、当該保険契約が締結されることにより当該顧客の取得することとなる保険金、返戻金その他の給付金の合計額を上回ることとなるおそれをいう。）がある保険契約として内閣府令で定めるものをいう。以下この条において同じ。）又は顧客のために特定保険契約の締結の媒介を行うことを内容とする契約の締結について、同章第二節第一款（第三十五条から第三十六条の四まで（第一種金融商品取引業又は投資運用業を行う者の業務の範囲、第二種金融商品取引業又は投資助言・代理業のみを行う者の兼業の範囲、業務管理体制の整備、顧客に対する誠実義務、標識の掲示、名義貸しの禁止、社債の管理の禁止等）、第三十七条第一項第二号（広告等の規制）、第三十七条の二（取引態様の事前明示義務）、第三十七条の三第一項第二号及び第六号並びに第三項（契約締結前の書面の交付）、第三十七条の五から第三十七条の七まで（保証金の受領に係る書面の交付、書面による解除、指定紛争解決機関との契約締結義務等）、第三十八条第一号、第二号及び第七号並びに第三十八条の二（禁止行為）、第三十九条第三項ただし書及び第五項（損失補てん等の禁止）並びに第四十条の二から第四十条の七まで（最良執行方針等、分別管理が確保されていない場合の売買等の禁止、金銭の流用が行われている場合の募集等の禁止、特定投資家向け有価証券の売買等の制限、特定投資家向け有価証券に関する告知義務、のみ行為の禁止、店頭デリバティブ取引に関する電子情報処理組織の使用義務等）を除く。）（通則）の規定は保険会社等、外国保険会社等、保険募集人又は保険仲立人が行う特定保険契約の締結又はその代理若しくは媒介について、それぞれ準用する。この場合において、これらの規定中「金融商品取引契約」とあるのは「特定保険契約等」と、「金融商品取引業」とあるのは「特定保険契約の締結又はその代理若しくは媒介の業務」と、同法第三十四条中「顧客を相手方とし、又は顧客のために金融商品取引行為（第二条第八項各号に掲げる行為をいう。以下同じ。）」とあるのは「特定保険契約（保険業法第三百条の二に規定する特定保険契約をいう。以下同じ。）又は顧客のために特定保険契約の締結の媒介」と、同法第三十七条第二項中「金融商品取引行為」とあるのは「特定保険契約の締結」と、同法第三十七条の三第一項中「締結しようとするとき」とあるのは「締結しようとするとき、又は特定保険契約の締結の代理若しくは媒介を行うとき」と、「交付しなければならない」とあるのは「交付するほか、保険契約者等（保険業法第五条第一項第三号イに規定する保険

契約者等をいう。以下この項において同じ。)の保護に資するため、内閣府令で定めるところにより、当該特定保険契約の内容その他保険契約者等に参考となるべき情報の提供を行わなければならない」と、同項第一号中「金融商品取引業者等」とあるのは「特定保険契約等を締結する保険会社等（保険業法第二条の二第一項に規定する保険会社等をいう。）、外国保険会社等（同法第二条第七項に規定する外国保険会社等をいう。）又は保険仲立人（同条第二十五項に規定する保険仲立人をいう。）」と、同項第五号中「金融商品取引行為」とあるのは「特定保険契約の締結」と、同法第三十八条第一項中「使用人」とあるのは「使用人（保険募集人（保険業法第二条第二十三項に規定する保険募集人をいう。）を除く。第三十九条第三項において同じ。）」と、同法第三十九条第一項第一号中「有価証券の売買その他の取引（買戻価格があらかじめ定められている買戻条件付売買その他の政令で定める取引を除く。）又はデリバティブ取引（以下この条において「有価証券売買取引等」という。）」とあるのは「特定保険契約の締結」と、「有価証券又はデリバティブ取引（以下この条において「有価証券等」という。）」とあるのは「特定保険契約」と、「顧客（信託会社等（信託会社又は金融機関の信託業務の兼営等に関する法律第一条第一項の認可を受けた金融機関をいう。以下同じ。））が、信託契約に基づいて信託をする者の計算において、有価証券の売買又はデリバティブ取引を行う場合にあつては、当該信託をする者を含む。以下この条において同じ。）」とあるのは「顧客」と、「損失」とあるのは「損失（当該特定保険契約が締結されることにより顧客の支払う保険料の合計額が当該特定保険契約が締結されることにより当該顧客の取得する保険金、返戻金その他の給付金の合計額を上回る場合における当該保険料の合計額から当該保険金、返戻金その他の給付金の合計額を控除した金額をいう。以下この条において同じ。）」と、「補足するため」とあるのは「補足するため、当該特定保険契約によらないで」と、同項第二号中「有価証券売買取引等」とあるのは「特定保険契約の締結」と、「有価証券等」とあるのは「特定保険契約」と、「追加するため」とあるのは「追加するため、当該特定保険契約によらないで」と、同項第三号中「有価証券売買取引等」とあるのは「特定保険契約の締結」と、「有価証券等」とあるのは「特定保険契約」と、「追加するため、」とあるのは「追加するため、当該特定保険契約によらないで」と、同条第二項中「有価証券売買取引等」とあるのは「特定保険契約の締結」と、同条第三項中「原因となるものとして内閣府令で定めるもの」とあるのは「原因となるもの」と、同法第四十条第一号中「金融商品取引行為」とあるのは「特定保険契約等の締結」と、同法第四十五条第二号中「第三十七条の二から第三十七条の六まで、第四十条の二第四項及び第四十三条の四」とあるのは「第三十七条の三（第一項各号に掲げる事項に係る部分に限り、同項第二号及び第六号並びに第三項を除く。）及び第三十七条の四」と読み替えるものとするほか、必要な技術的読替えは、政令で定める。

Article 300-2 The provisions of Chapter III, Section 1, Subsection 5 (excluding Article 34-2, paragraphs (6) to (8) (Cases Where a Professional Investor Is Deemed to Be a Customer Other than a Professional Investor) and Article 34-3, paragraphs (5) and (6) (Cases Where a Corporation That Is a Customer Other than a Professional Investor Is Deemed to Be a Professional Investor) (Professional Investors) and Article 45 (excluding items (iii) and (iv))

(Miscellaneous Provisions) of the Financial Instruments and Exchange Act apply mutatis mutandis to the conclusion of a specified insurance contract (meaning an insurance contract specified by Cabinet Office Order as entailing the risk of loss due to any changes in interest rates, currency values, financial instruments market prices as set forth in Article 2, paragraph (14) of that Act or any other indicator (meaning the risk that the total amount of insurance premiums to be paid by the customer following the conclusion of the insurance contract may exceed the total insurance proceeds, reimbursements and other benefits to be paid out to the customer following the conclusion of the contract); hereinafter the same applies in this Article) effected by an Insurance Company, etc. or Foreign Insurance Company, etc., or a contract stipulating any specific action as an intermediary for the benefit of a customer in concluding a specified insurance contract; the provisions of Section 2, Subsection 1 of the same Chapter (excluding Articles 35 to 36-4 (Scope of Business for Persons Who Engage in Type 1 Financial Instruments Transaction Business or Investment Management Business, Scope of Subsidiary Businesses of Persons Who Only Engage in Type II Financial Instruments Business or Investment Advisory and Agency Business, Establishment of an Operational Control System, Duty of Good Faith to Customers, Posting of Signs, Prohibition of Name-Lending and Prohibition of Administration of Company Bonds, etc.), Article 37, paragraph (1), item (ii) (Regulation of Advertising, etc.), Article 37-2 (Obligation to Clarify Conditions of Transactions in Advance), Article 37-3, paragraph (1), items (ii) and (vi), Article 37-3, paragraph (3) (Delivery of Document Prior to Conclusion of Contract), Article 37-5 to Articles 37-7 (Delivery of Document Pertaining to Receipt of Security Deposit; Cancellation by a Written Statement; and Obligation to Execute Contract with Designated Dispute Resolution Organization), Article 38, items (i), (ii) and (vii) and Article 38-2 (Prohibited Acts), the proviso of Article 39, paragraph (3), Article 39, paragraph (5) (Prohibition of Loss Compensation, etc.), Article 40-2 to Article 40-7 (Best Execution Policy, etc.; Prohibition of Purchase and Sale, etc. Where Separate Management Is Not Ensured; Prohibition of Public Offering, etc. Where Money Has Been Diverted; Restrictions on the Sale and Purchase, etc. of Securities for Professional Investors; Obligation to Notify in Connection with Securities for Professional Investors; Prohibition of Trading Against; Obligation to Use Electronic Data Processing System Concerning Over-the-Counter Transactions of Derivatives, etc. (General Provisions)) apply mutatis mutandis to the conclusion of a specified insurance contract by an Insurance Company, etc., Foreign Insurance Company, etc., Insurance Agent or Insurance Broker and related actions as an agent or intermediary. In this case, the terms "financial instruments transaction contract" and "financial instruments transaction business" in those provisions are deemed to be replaced with

"specified insurance contract, etc.", and "the conclusion of a specified insurance contract, or any related action as an agent or intermediary", respectively; in Article 34 of that Act, the term "the Act of Executing a Financial Instruments Transaction (meaning actions listed in the items of Article 2, paragraph (8); the same applies hereinafter) with a customer as the other party or on behalf of a customer" is deemed to be replaced with "effecting a specified insurance contract (meaning a specified insurance contract provided in Article 300-2 of the Insurance Business Act; the same applies hereinafter) or acting as an intermediary for the benefit of a customer in concluding a specified insurance contract"; in Article 37, paragraph (2) of that Act, the term "the Act of Executing a Financial Instruments Transaction" is deemed to be replaced with "the conclusion of specified insurance contracts"; in Article 37-3, paragraph (1) of that Act, the term "when it seeks to conclude a Contract for a Financial Instruments Transaction" and "it must deliver a document stating the following particulars to the customer in advance, pursuant to the provisions of Cabinet Office Order" is deemed to be replaced with "when it seeks to conclude a Contract for a Financial Instruments Transaction or actions as an agent or intermediary in concluding a specified insurance contract" and "it must deliver a document stating the following particulars to the customer in advance pursuant to the provisions of Cabinet Office Order, and provide with information on the contents of the relevant specified insurance contract and any other information that should serve as reference for Policyholders, etc. pursuant to the provisions of Cabinet Office Order so as to contribute to the protection of Policyholders, etc. (meaning Policyholders, etc. prescribed in Article 5, paragraph (1), item (iii), (a) of the Insurance Business Act; hereinafter the same applies in this paragraph)", respectively; in Article 37-3, paragraph (1), item (i) of that Act, the term "Financial Instruments Transaction Business Operators, etc." is deemed to be replaced with "Insurance Company, etc. (meaning an Insurance Company, etc. as defined in Article 2-2, paragraph (1) of the Insurance Business Act), Foreign Insurance Company, etc. (meaning a Foreign Insurance Company, etc. as defined in Article 2, paragraph (7) of that Act) or Insurance Broker (meaning an Insurance Broker as defined in paragraph (25) of the same Article) concluding a specified insurance contract, etc."; in Article 37-3, paragraph (1), item (v) of that Act, the term "financial instruments transaction business conducted" is deemed to be replaced with "specified insurance contract concluded"; in Article 38, paragraph (1) of that Act, the term "employee" is deemed to be replaced with "employee (excluding an Insurance Agent (meaning an Insurance Agent as defined in Article 2, paragraph (23) of the Insurance Business Act); the same applies in Article 39, paragraph (3))"; in Article 39, paragraph (1), item (i) of that Act, the term "purchase and sale or any other transaction of Securities (excluding a purchase

and sale on condition of repurchase for which the repurchase price is set in advance and other transactions specified by Cabinet Order) or of Derivative Transactions (hereinafter referred to as a 'Purchase and Sale or Other Transaction of Securities, etc.' in this Article)" is deemed to be replaced with "the conclusion of a specified insurance contract"; the term "securities or derivative transactions (hereinafter referred to as 'securities, etc.' in this Article)" with "specified insurance contract", the term "customer (in the case where a Trust Company, etc. (meaning a trust company or financial institution that has obtained authorization under Article 1, paragraph (1) of the Act on the Provision of Trust Business by Financial Institutions; the same applies hereinafter) conducts the purchase and sale of Securities or Derivative Transactions on the account of the person who has established a trust under a trust contract, including the relevant person who established the trust; hereinafter the same applies in this Article)" with "the customer", the term "loss" with "loss (meaning, where the total amount of insurance premiums to be paid by the customer following the conclusion of the specified insurance contract exceeds the total insurance proceeds, reimbursements and other benefits to be paid out to the customer following the conclusion of the contract, the total amount of premium payment less the total insurance proceeds, reimbursements and other benefits; hereinafter the same applies in this Article)", and the term "to supplement" with "to supplement, outside the stipulations of the specified insurance contract"; in Article 39, paragraph (1), item (ii) of that Act, the term "the Purchase and Sale or Other Transaction of Securities, etc." is deemed to be replaced with "the conclusion of a specified insurance contract", the term "securities, etc." with "specified insurance contract", the term "to add to" with "to add to, outside the stipulations of the specified insurance contract"; in Article 39, paragraph (1), item (iii), the term "the Purchase and Sale or Other Transaction of Securities, etc." is deemed to be replaced with "the conclusion of a specified insurance contract", the term "securities, etc." with "specified insurance contract"; in Article 39, paragraph (2) of that Act, the term "the Purchase and Sale or Other Transaction of Securities, etc." is deemed to be replaced with "the conclusion of a specified insurance contract"; in Article 39, paragraph (3) of that Act, the term "determined by Cabinet Office Order as a potential cause" is deemed to be replaced with "a potential cause"; in Article 40, item (i) of that Act, the term "financial instruments transaction business" with "the conclusion of a specified insurance contract, etc."; in Article 45, item (ii) of that Act, the term "Articles 37-2 to 37-6, Article 40-2, paragraph (4) and Article 43-4" is deemed to be replaced with "Articles 37-3 (as far as any of the particulars listed in the items of Article 37-3, paragraph (1) is concerned, excluding Article 37-3, paragraph (1), items (ii) and (vi) and Article 37-3, paragraph (3)) and 37-4"; and any other

necessary technical replacement of terms is specified by Cabinet Order.

第三百一条 保険会社等又は外国保険会社等は、その特定関係者（第百条の三に規定する特定関係者（保険業を行う者に限る。）をいい、外国保険会社等の場合にあつては、第百九十四条に規定する特殊関係者（保険業を行う者に限る。）をいう。以下この条において同じ。）が行う保険契約の締結又はその特定関係者に係る保険募集に関して、次に掲げる行為又は取引をしてはならない。

Article 301 An Insurance Company, etc. or Foreign Insurance Company, etc. must not act in any of the following ways or make any of the following transactions in relation to the conclusion of an insurance contract by a Specified Related Party (meaning a Specified Related Party as defined in Article 100-3 (limited to a person conducting Insurance Business) or, in the case of a Foreign Insurance Company, etc., a Specially Related Party as defined in Article 194 (limited to a person conducting Insurance Business); hereinafter the same applies in this Article) or any Insurance Solicitation involving the Specified Related Party:

一 当該特定関係者を保険者とする保険契約の保険契約者又は被保険者に対して、特別の利益の提供を約し、又は提供する行為

(i) promising to offer, or actually offering, any special advantage to the Policyholder or the insured in an insurance contract where the Specified Related Party is the insurer; or

二 当該特定関係者との間又は当該特定関係者を保険者とする保険契約の保険契約者若しくは被保険者との間で行う行為又は取引のうち前号に掲げるものに準ずる行為又は取引で、保険募集の公正を害するおそれのあるものとして内閣府令で定める行為又は取引

(ii) acting or making a transaction with the Specified Related Party, or with the Policyholder or the insured in an insurance contract where the Specified Related Party is the insurer, provided that the action or transaction is equivalent to that listed in the preceding item and is specified by Cabinet Office Order as posing a risk of harming the fairness of Insurance Solicitation.

第三百一条の二 保険持株会社等及びその子会社（保険会社等及び外国保険会社等を除く。）は、当該保険持株会社等の子会社である保険会社等若しくは外国保険会社等が行う保険契約の締結又は当該保険会社等若しくは外国保険会社等に係る保険募集に関して、次に掲げる行為又は取引をしてはならない。

Article 301-2 An Insurance Holding Company, etc. and any Subsidiary Company thereof (other than an Insurance Company, etc. or Foreign Insurance Company, etc.) may not act any of the following ways or make any of the following transactions in connection with the conclusion of an insurance contract by any Insurance Company, etc. or Foreign Insurance Company, etc. that is a

Subsidiary Company of the Insurance Holding Company, etc., or in connection with Insurance Solicitation for the Insurance Company, etc. or Foreign Insurance Company, etc.:

一 当該保険会社等又は外国保険会社等を保険者とする保険契約の保険契約者又は被保険者に対して、特別の利益の提供を約し、又は提供する行為

(i) promising to offer, or actually offering, any special advantage to the Policyholder or the insured in an insurance contract where the Insurance Company, etc. or Foreign Insurance Company, etc. is the insurer; or

二 当該保険会社等又は外国保険会社等を保険者とする保険契約の保険契約者若しくは被保険者との間で行う行為又は取引のうち前号に掲げるものに準ずる行為又は取引で、保険募集の公正を害するおそれのあるものとして内閣府令で定める行為又は取引

(ii) acting or making a transaction with the Policyholder or the insured in an insurance contract where the Insurance Company, etc. or Foreign Insurance Company, etc. is the insurer, provided that the action or transaction is equivalent to that listed in the preceding item and is specified by Cabinet Office Order as posing a risk of harming the fairness of Insurance Solicitation.

第五章 監督

Chapter V Supervision

(役員又は使用人の届出)

(Notification Pertaining to Directors and Employees)

第三百二条 損害保険代理店、少額短期保険募集人又は保険仲立人は、その役員又は使用人（少額短期保険募集人の役員又は使用人にあつては、特定少額短期保険募集人に限る。）に保険募集を行わせようとするときは、その者の氏名及び生年月日を内閣総理大臣に届け出なければならない。届け出た事項について変更を生じたとき、又は届出に係る役員若しくは使用人が保険募集を行わないこととなったとき、若しくはこれらの者が死亡したときも、同様とする。

Article 302 A Non-Life Insurance Representative, Small-Claims and Short-Term Insurance Agent or Insurance Broker, when it seeks to appoint any of its officers or employees to be engaged in Insurance Solicitation (limited to a specified Small Amount and Short Term Insurance Agent for an officer or employee of a Small Amount and Short Term Insurance Agent), must notify the Prime Minister of the person's name and birth date. The same applies to any change in a particular with regard to which notification has been given, the cessation of Insurance Solicitation by any of the officers or employees covered by the notification, and the death of any such person.

(帳簿書類の備付け)

(Keeping of Books and Documents)

第三百三条 特定保険募集人（その規模が大きいものとして内閣府令で定めるものに限るものとし、生命保険募集人にあつては生命保険会社の委託を受けた者又はその者の再委託を受けた者に限り、少額短期保険募集人にあつては少額短期保険業者の委託を受けた者又はその者の再委託を受けた者に限る。次条において同じ。）又は保険仲立人は、内閣府令で定めるところにより、その事務所ごとに、その業務に関する帳簿書類を備え、保険契約者ごとに保険契約の締結の年月日その他の内閣府令で定める事項を記載し、これを保存しなければならない。

Article 303 A Specified Insurance Agent (limited to a large-sized agent specified by Cabinet Office Order; in case of a Life Insurance Agent, limited to a person entrusted from a Life Insurance Company or a person who received re-entrustment from the relevant person, or in case of a Small Amount and Short Term Insurance Agent, limited to a person entrusted from a Small Amount and Short Term Insurance Company a person who received re-entrustment from the relevant person; the same applies in the following Article) or An Insurance Broker, pursuant to the provisions of Cabinet Office Order, must prepare and keep at each of its offices books and documents on its business, and enter therein the dates of insurance contracts and any other particulars specified by Cabinet Office Order for each Policyholder.

(事業報告書の提出)

(Submission of Business Reports)

第三百四条 特定保険募集人又は保険仲立人は、事業年度ごとに、内閣府令で定めるところにより、事業報告書を作成し、毎事業年度経過後三月以内に、これを内閣総理大臣に提出しなければならない。

Article 304 A Specified Insurance Agent or An Insurance Broker, pursuant to the provisions of Cabinet Office Order, must prepare a business report for each business year and submit it to the Prime Minister within three months from the end of the previous business year.

(立入検査等)

(On-Site Inspection)

第三百五条 内閣総理大臣は、この法律の施行に必要な限度において、特定保険募集人又は保険仲立人に対し、その業務若しくは財産に関し参考となるべき報告若しくは資料の提出を命じ、又は当該職員に、当該特定保険募集人若しくは保険仲立人の事務所に立ち入らせ、その業務若しくは財産の状況若しくは帳簿書類その他の物件を検査させ、若しくは関係者に質問させることができる。

Article 305 (1) The Prime Minister, within the limit necessary for the enforcement of this Act, may order a Specified Insurance Agent or Insurance Broker to submit any report or data that should serve as a reference on its business or property, or have their officials enter an office of the Specified

Insurance Agent or Insurance Broker to inspect the condition of its business or property or books and documents and other materials, or to ask questions of relevant persons.

2 内閣総理大臣は、この法律の施行に特に必要な限度において、特定保険募集人若しくは保険仲立人と保険募集の業務に関して取引する者若しくは当該特定保険募集人若しくは保険仲立人から業務の委託を受けた者（その者から委託（二以上の段階にわたる委託を含む。）を受けた者を含む。以下この項及び次項において同じ。）に対し、当該特定保険募集人若しくは保険仲立人の業務若しくは財産に関し参考となるべき報告若しくは資料の提出を命じ、又は当該職員に、当該特定保険募集人若しくは保険仲立人から業務の委託を受けた者の施設に立ち入らせ、当該特定保険募集人若しくは保険仲立人に対する質問若しくは検査に必要な事項に関し当該特定保険募集人若しくは保険仲立人から業務の委託を受けた者に対し質問させ、若しくは帳簿書類その他の物件を検査させることができる。

(2) The Prime Minister, to the extent particular necessary for the enforcement of this Act, may order a person who deals with a Specified Insurance Agent or an Insurance Broker in relation to Insurance Solicitation business or a person who received entrustment of business from the relevant Specified Insurance Agent or Insurance Broker (including persons entrusted from the relevant person (including those under multi-tier entrustment arrangements); hereinafter the same applies in this paragraph and the following paragraph) to submit a report or document which would be informative in relation to the business or property of the relevant Specified Insurance Agent or an Insurance Broker, or have the officials enter a facility of a person who received entrustment of business from the relevant Specified Insurance Agent or Insurance Broker, ask questions to the relevant person who received entrustment of business from the relevant Specified Insurance Agent or Insurance Broker on matters necessary in relation to inquiry or inspection of the relevant Specified Insurance Agent or Insurance Broker, or inspect its books and documents and other related materials.

3 特定保険募集人若しくは保険仲立人と保険募集の業務に関して取引する者又は当該特定保険募集人若しくは保険仲立人から業務の委託を受けた者は、正当な理由があるときは、前項の規定による報告若しくは資料の提出又は質問若しくは検査を拒むことができる。

(3) A person who deals with a Specified Insurance Agent or an Insurance Broker in relation to Insurance Solicitation business or a person who received entrustment of business from the relevant Specified Insurance Agent or Insurance Broker may refuse to submit a report or document or to refuse the inquiry and inspection under the provisions of the preceding paragraph if there are justifiable grounds for it to do so.

(業務改善命令)

(Business Improvement Order)

第三百六条 内閣総理大臣は、特定保険募集人又は保険仲立人の業務の運営に関し、保険契約者等の利益を害する事実があると認めるときは、保険契約者等の保護のため必要な限度において、当該特定保険募集人又は保険仲立人に対し、業務の運営の改善に必要な措置をとるべきことを命ずることができる。

Article 306 When the Prime Minister, with regard to the business of a Specified Insurance Agent or Insurance Broker, finds any fact that might harm the interest of Policyholders, etc., the Prime Minister may order, within the limit necessary for the protection of Policyholders, etc., the Specified Insurance Agent or Insurance Broker to take necessary measures to improve its business operations.

(登録の取消し等)

(Cancellation of Registration)

第三百七条 内閣総理大臣は、特定保険募集人又は保険仲立人が次の各号のいずれかに該当するときは、第二百七十六条若しくは第二百八十六条の登録を取り消し、又は六月以内の期間を定めて業務の全部若しくは一部の停止を命ずることができる。

Article 307 (1) The Prime Minister may cancel the registration of a Specified Insurance Agent or Insurance Broker under Article 276 or 286 above, or order total or partial suspension of its business for a period not exceeding six months when:

一 特定保険募集人が第二百七十九条第一項第一号から第三号まで、第四号（この法律に相当する外国の法令の規定に係る部分に限る。）、第五号、第七号、第八号（同項第六号に係る部分を除く。）、第九号（同項第六号に係る部分を除く。）、第十号若しくは第十一号のいずれかに該当することとなったとき、又は保険仲立人が第二百八十九条第一項第一号から第三号まで、第四号（この法律に相当する外国の法令の規定に係る部分に限る。）、第五号、第七号、第八号（同項第六号に係る部分を除く。）、第九号（同項第六号に係る部分を除く。）若しくは第十号のいずれかに該当することとなったとき。

(i) the Specified Insurance Agent falls under any of Article 279, paragraph (1), items (i) to (iii), (iv) (limited to the segment meaning any provisions of a foreign law or regulation equivalent to this Act), (v), (vii), (viii) (excluding the reference to Article 279, paragraph (1), item (vi)), item (ix) (excluding the reference to Article 279, paragraph (1), item (vi)), item (x) or (xi), or the Insurance Broker falls under any of Article 289, paragraph (1), items (i) to (iii), (iv) (limited to the segment meaning "any provisions of a foreign law or regulation equivalent to this Act"), (v), (vii), (viii) (excluding the reference to Article 279, paragraph (1), item (vi)), item (ix) (excluding the reference to Article 279, paragraph (1), item (vi)) or item (x);

二 不正の手段により第二百七十六条又は第二百八十六条の登録を受けたとき。

(ii) the registration under Article 276 or 286 was obtained by wrongful means;

or

三 この法律又はこの法律に基づく内閣総理大臣の処分に違反したとき、その他保険募集に関し著しく不適当な行為をしたと認められるとき。

(iii) the Specified Insurance Agent or Insurance Broker violates any provisions of this Act or any measures by the Prime Minister based on this Act, or is found to have engaged in any other extremely inappropriate conduct in connection with Insurance Solicitation.

2 内閣総理大臣は、特定保険募集人若しくは保険仲立人の事務所の所在地を確知できないとき、又は特定保険募集人若しくは保険仲立人の所在（法人である場合にあっては、その法人を代表する役員の所在）を確知できないときは、内閣府令で定めるところにより、その事実を公告し、その公告の日から三十日を経過しても当該特定保険募集人又は保険仲立人から申出がないときは、当該特定保険募集人又は保険仲立人の登録を取り消すことができる。

(2) if the Prime Minister cannot ascertain the location of the office of a Specified Insurance Agent or Insurance Broker, or the whereabouts of a Specified Insurance Agent or Insurance Broker (in the case of a corporation, the whereabouts of the director who represents the corporation), the Prime Minister may issue a public notice of that fact and cancel the registration of the Specified Insurance Agent or Insurance Broker if they do not report within 30 days from the date of the public notice, pursuant to the provisions of Cabinet Office Order.

3 前項の規定による処分については、行政手続法第三章（不利益処分）の規定は、適用しない。

(3) The provisions of Chapter III of the Administrative Procedure Act (Adverse Dispositions) do not apply to any measures under the preceding paragraph.

（登録の抹消等）

(Deregistration)

第三百八条 内閣総理大臣は、次に掲げる場合には、特定保険募集人又は保険仲立人の登録を抹消しなければならない。

Article 308 (1) The Prime Minister must deregister a Specified Insurance Agent or Insurance Broker when:

一 前条第一項又は第二項の規定により第二百七十六条又は第二百八十六条の登録を取り消したとき。

(i) the Prime Minister, pursuant to the provisions of paragraph (1) or (2) of the preceding Article above, has canceled any registration under Article 276 or 286 above; or

二 第二百八十条第三項の規定により第二百七十六条の登録がその効力を失ったとき、又は第二百九十条第三項の規定により第二百八十六条の登録がその効力を失ったとき。

(ii) any registration under Article 276 has lost its effect pursuant to the

provisions of Article 280, paragraph (3), or any registration under Article 286 has lost its effect pursuant to the provisions of Article 290, paragraph (3).

2 内閣総理大臣は、前項の規定により特定保険募集人に関する登録を抹消したときは、当該特定保険募集人に係る所属保険会社等にその旨を通知しなければならない。この場合において、当該所属保険会社等は、第二百八十五条第一項に規定する原簿から当該特定保険募集人に係る記載を削除しなければならない。

(2) If the Prime Minister has deregistered a Specified Insurance Agent pursuant to the provisions of the preceding paragraph, the Prime Minister must notify the Specified Insurance Agent's Affiliated Insurance Company, etc. of this. In this case, the Affiliated Insurance Company, etc. must delete the entries pertaining to the Specified Insurance Agent from the registry stipulated in Article 285, paragraph (1).

第四編 指定紛争解決機関

Part IV Designated Dispute Resolution Organizations

第一章 通則

Chapter I General Provisions

(紛争解決等業務を行う者の指定)

(Designation of Person to Conduct Business of Dispute Resolution)

第三百八条の二 内閣総理大臣は、次に掲げる要件を備える者を、その申請により、紛争解決等業務を行う者として、指定することができる。

Article 308-2 (1) The Prime Minister may designate a person satisfying the following requirements as the person to conduct Business of Dispute Resolution, etc., upon that person's application:

一 法人（人格のない社団又は財団で代表者又は管理人の定めのあるものを含み、外国の法令に準拠して設立された法人その他の外国の団体を除く。第四号ニにおいて同じ。）であること。

(i) the relevant person is a corporation (including an association or foundation without judicial personality for which a representative person or administrator has been designated, and excluding a corporation established under laws and regulations of a foreign state and any other foreign organizations; the same applies in item (iv), (d));

二 第三百八条の二十四第一項の規定によりこの項の規定による指定を取り消され、その取消の日から五年を経過しない者又は他の法律の規定による指定であって紛争解決等業務に相当する業務に係るものとして政令で定めるものを取り消され、その取消の日から五年を経過しない者でないこと。

(ii) the relevant person is not a person who has had the designation under this paragraph rescinded pursuant to Article 308-24, paragraph (1) and for whom five years have not passed since the date of rescission, nor is the relevant person a person who has had the designation under the provisions of other

Acts specified by Cabinet Order as pertaining to business equivalent to Business of Dispute Resolution, etc. rescinded and for whom five years have not passed since the date of rescission;

三 この法律若しくは弁護士法（昭和二十四年法律第二百五号）又はこれらに相当する外国の法令の規定に違反し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者でないこと。

(iii) the relevant person is not a person who has been sentenced to a fine (including a punishment under laws and regulations of a foreign state equivalent to this) for violating the provisions of this Act or the Attorney Act (Act No. 205 of 1949) or laws and regulations of a foreign state equivalent thereto and for whom five years have not passed since the day when the execution of the punishment terminated or the person became free from the execution of the punishment;

四 役員のうち、次のいずれかに該当する者がいないこと。

(iv) that the relevant person has no Officers falling under any of the following categories of persons:

イ 成年被後見人若しくは被保佐人又は外国の法令上これらと同様に取り扱われている者

(a) an adult ward or a person under guardianship, or a person who is treated in the same manner under laws and regulations of a foreign state;

ロ 破産者で復権を得ないもの又は外国の法令上これと同様に取り扱われている者

(b) a bankrupt who has not obtained restoration of rights, or a person who is treated in the same manner under laws and regulations of a foreign state;

ハ 禁錮以上の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者

(c) a person who has been sentenced to or a severer punishment (including punishment under laws and regulations of a foreign state equivalent to this) and for whom five years have not passed since the day when the execution of the punishment terminated or the person ceases to be subject to the execution of the punishment;

ニ 第三百八条の二十四第一項の規定によりこの項の規定による指定を取り消された場合若しくはこの法律に相当する外国の法令の規定により当該外国において受けている当該指定に類する行政処分を取り消された場合において、その取消しの日前一月以内にその法人の役員（外国の法令上これと同様に取り扱われている者を含む。ニにおいて同じ。）であった者でその取消しの日から五年を経過しない者又は他の法律の規定による指定であって紛争解決等業務に相当する業務に係るものとして政令で定めるもの若しくは当該他の法律に相当する外国の法令の規定により当該外国において受けている当該政令で定める指定に類する行政処分を取り消された場合において、その取消しの日前一月以内にその法人の役員であった

者でその取消しの日から五年を経過しない者

(d) if the designation under this paragraph has been rescinded under the provisions of Article 308-24, paragraph (1) or an administrative disposition similar to the relevant designation in a foreign state pursuant to the provisions of laws and regulations of the foreign state which are equivalent to this Act has been rescinded, a person who was an Officer (including persons treated in the same manner under laws and regulations of a foreign state; the same applies in (d)) of the corporation within one month prior to the date of rescission and for whom five years have not passed since the date of rescission, or if the designation under the provisions of other Acts specified by Cabinet Order as pertaining to business equivalent to Business of Dispute Resolution, etc. or an administrative disposition similar to the relevant designation in a foreign state as specified by Cabinet Order under the provisions of laws and regulations of the foreign state which are equivalent to the relevant other Acts has been rescinded, a person who was an Officer of the corporation within one month prior to the date of rescission and for whom five years have not passed from the date of rescission; or

ホ この法律若しくは弁護士法又はこれらに相当する外国の法令の規定に違反し、罰金の刑（これに相当する外国の法令による刑を含む。）に処せられ、その刑の執行を終わり、又はその刑の執行を受けることがなくなった日から五年を経過しない者

(e) a person who has been sentenced to a fine (including punishment under laws and regulations of a foreign state equivalent to this) for violating the provisions of this Act, the Attorney Act, or laws and regulations of a foreign state equivalent thereto and for whom five years have not passed since the day when the execution of the punishment terminated or the person ceased to be subject to the execution of the punishment;

五 紛争解決等業務を的確に実施するに足りる経理的及び技術的な基礎を有すること。

(v) that the relevant person has a sufficient financial and technical basis to properly implement Business of Dispute Resolution, etc.;

六 役員又は職員の構成が紛争解決等業務の公正な実施に支障を及ぼすおそれがないものであること。

(vi) that the composition of the Officers or employees has no risk of causing hindrance to the fair implementation of Business of Dispute Resolution, etc.;

七 紛争解決等業務の実施に関する規程（以下「業務規程」という。）が法令に適合し、かつ、この法律の定めるところにより紛争解決等業務を公正かつ的確に実施するために十分であると認められること。

(vii) that the rules concerning the implementation of Business of Dispute Resolution, etc. (hereinafter referred to as the "Operational Rules") conform to laws and regulations and are found sufficient for the fair and appropriate

implementation of Business of Dispute Resolution, etc. pursuant to the provisions of this Act; and

八 次項の規定により意見を聴取した結果、手続実施基本契約の解除に関する事項その他の手続実施基本契約の内容（第三百八条の七第二項各号に掲げる事項を除く。）その他の業務規程の内容（同条第三項の規定によりその内容とするものでなければならぬこととされる事項並びに同条第四項各号及び第五項第一号に掲げる基準に適合するために必要な事項を除く。）について異議（合理的な理由が付されたものに限る。）を述べた保険業関係業者の数の保険業関係業者の総数に占める割合が政令で定める割合以下の割合となったこと。

(viii) that, as a result of hearing the opinions pursuant to the following paragraph, the proportion of the number of Insurance-Related Businesses who have stated their objections to the particulars of the cancellation of the Master Agreement for Implementation of Dispute Resolution Procedures, other contents of the Master Agreement for Implementation of Dispute Resolution Procedures (excluding the particulars listed in the items of Article 308-7, paragraph (2)), and other contents of the Operational Rules (excluding the particulars which are to be the content thereof as provided by paragraph (3) of that Article and the particulars that are necessary to conforming to the standards listed in the items of paragraph (4) of that Article and paragraph (5), item (i) of that Article) (limited to objections with reasonable grounds attached thereto) to the total number of Insurance-Related Businesses has become less than the proportion specified by Cabinet Order.

2 前項の申請をしようとする者は、あらかじめ、内閣府令で定めるところにより、保険業関係業者に対し、業務規程の内容を説明し、これについて異議がないかどうかの意見（異議がある場合には、その理由を含む。）を聴取し、及びその結果を記載した書類を作成しなければならない。

(2) Any person who seeks to file the application under the preceding paragraph, in advance and pursuant to the provisions of Cabinet Office Order, must explain the contents of the Operational Rules to the Insurance-Related Business and hear opinions therefrom as to whether they have any objections thereto (if there are objections, reasons therefor is included) and prepare a document detailing the results thereof.

3 内閣総理大臣は、第一項の規定による指定をしようとするときは、同項第五号から第七号までに掲げる要件（紛争解決手続の業務に係る部分に限り、同号に掲げる要件にあっては、第三百八条の七第四項各号及び第五項各号に掲げる基準に係るものに限る。）に該当していることについて、あらかじめ、法務大臣に協議しなければならない。

(3) When the Prime Minister seeks to make the designation under paragraph (1), the Prime Minister must consult the Minister of Justice in advance with regard to the fact that the relevant person satisfies the requirements listed in items (v) to (vii) of that paragraph (limited to the part related to the operation of

Dispute Resolution Procedures, and with regard to the requirements set forth in item (vii), limited to the requirement pertaining to the standards listed in the items of Article 308-7, paragraph (4) and the items of paragraph (5) of that Article).

4 第一項の規定による指定は、紛争解決等業務の種別ごとに行うものとし、同項第八号の割合は、当該紛争解決等業務の種別ごとに算定するものとする。

(4) The designation under paragraph (1) is made for each Category of Business of Dispute Resolution, etc. and the proportion under item (viii) of that item is calculated for each Category of Business of Dispute Resolution, etc.

5 内閣総理大臣は、第一項の規定による指定をしたときは、指定紛争解決機関の商号又は名称及び主たる営業所又は事務所の所在地、当該指定に係る紛争解決等業務の種別並びに当該指定をした日を官報で告示しなければならない。

(5) When the Prime Minister has made the designation under paragraph (1), the Prime Minister must give public notice of the trade name or name and the location of the principal business office or office of the Designated Dispute Resolution Organization, the Category of Business of Dispute Resolution, etc. related to the relevant designation, as well as the day on which the Prime Minister made the designation in the Official Gazette.

(指定の申請)

(Application for Designation)

第三百八条の三 前条第一項の規定による指定を受けようとする者は、次に掲げる事項を記載した指定申請書を内閣総理大臣に提出しなければならない。

Article 308-3 (1) A person who seeks to obtain the designation set forth in paragraph (1) of the preceding Article must submit a written application for designation detailing the following particulars to the Prime Minister:

一 指定を受けようとする紛争解決等業務の種別

(i) the Category of Business of Dispute Resolution, etc. for which the relevant person seeks to obtain designation;

二 商号又は名称

(ii) the trade name or name;

三 主たる営業所又は事務所その他紛争解決等業務を行う営業所又は事務所の名称及び所在地

(iii) the name and location of the principal business office or office or any other business offices or offices for Business of Dispute Resolution, etc.; and

四 役員の氏名又は商号若しくは名称

(iv) the name(s) or trade name(s) of the Officer(s).

2 前項の指定申請書には、次に掲げる書類を添付しなければならない。

(2) The following documents must be attached to the written application for designation under the preceding paragraph:

一 前条第一項第三号及び第四号に掲げる要件に該当することを誓約する書面

- (i) a document to pledge that the person satisfies the requirements set forth in paragraph (1), items (iii) and (iv) of the preceding Article;
 - 二 定款及び法人の登記事項証明書（これらに準ずるものを含む。）
 - (ii) the articles of incorporation and the corporation's certificate of registered particulars (including those equivalent thereto);
 - 三 業務規程
 - (iii) the Operational Rules;
 - 四 組織に関する事項を記載した書類
 - (iv) documents detailing the particulars of the organization;
 - 五 財産目録、貸借対照表その他の紛争解決等業務を行うために必要な経理的な基礎を有することを明らかにする書類であって内閣府令で定めるもの
 - (v) an inventory of assets, a balance sheet, and any other documents that certify that the relevant person has the necessary financial basis for conducting Business of Dispute Resolution, etc. which are specified by Cabinet Office Order;
 - 六 前条第二項に規定する書類その他同条第一項第八号に掲げる要件に該当することを証する書類として内閣府令で定めるもの
 - (vi) the documents prescribed in paragraph (2) of the preceding Article and any other documents specified by Cabinet Office Order as those that prove that the relevant person satisfies the requirements set forth in paragraph (1), item (viii) of that Article; and
 - 七 前各号に掲げるもののほか、内閣府令で定める書類
 - (vii) in addition to what is provided for in the preceding items, documents specified by Cabinet Office Order.
- 3 前項の場合において、定款、財産目録又は貸借対照表が電磁的記録で作成されているときは、書類に代えて当該電磁的記録を添付することができる。
- (3) In the case referred to in the preceding paragraph, when the articles of incorporation, inventory of assets, or balance sheet has been prepared in the form of an electronic or magnetic record, such electronic or magnetic record may be attached in lieu of the written documents.

(秘密保持義務等)

(Obligation of Confidentiality)

第三百八条の四 指定紛争解決機関の紛争解決委員（第三百八条の十三第二項の規定により選任された紛争解決委員をいう。次項、次条第二項並びに第三百八条の七第二項及び第四項において同じ。）若しくは役員若しくは職員又はこれらの職にあった者は、紛争解決等業務に関して知り得た秘密を漏らし、又は自己の利益のために使用してはならない。

Article 308-4 (1) A Dispute Resolution Mediator (meaning the Dispute Resolution Mediator appointed under Article 308-13, paragraph (2); the same applies in the following paragraph, paragraph (2) of the following Article and

Article 308-7, paragraphs (2) and (4)) or an Officer or employee of the Designated Dispute Resolution Organization, or a person who was formerly in such position must not disclose to another person or use it for their own interest, any confidential information learned during the course of Business of Dispute Resolution, etc.

2 指定紛争解決機関の紛争解決委員又は役員若しくは職員で紛争解決等業務に従事する者は、刑法その他の罰則の適用については、法令により公務に従事する職員とみなす。

(2) With regard to the application of the Penal Code and other penal provisions, a Dispute Resolution Mediator or an Officer or employee of the Designated Dispute Resolution Organization who is engaged in Business of Dispute Resolution, etc. are deemed to be officials engaged in public service under laws and regulations.

第二章 業務

Chapter II Business

(指定紛争解決機関の業務)

(Business of a Designated Dispute Resolution Organization)

第三百八条の五 指定紛争解決機関は、この法律及び業務規程の定めるところにより、紛争解決等業務を行うものとする。

Article 308-5 (1) A Designated Dispute Resolution Organization performs Business of Dispute Resolution, etc. pursuant to the provisions of this Act and Operational Rules.

2 指定紛争解決機関（紛争解決委員を含む。）は、当事者である加入保険業関係業者（手続実施基本契約を締結した相手方である保険業関係業者をいう。以下この編において同じ。）若しくはその顧客（顧客以外の保険契約者等を含む。以下この編において同じ。）又はこれらの者以外の者との手続実施基本契約その他の契約で定めるところにより、紛争解決等業務を行うことに関し、負担金又は料金その他の報酬を受けることができる。

(2) A Designated Dispute Resolution Organization (including the Dispute Resolution Mediators) may receive contributions, fees, or any other remuneration for performing the Business of Dispute Resolution, etc. pursuant to the Master Agreement for Implementation of Dispute Resolution Procedures or any other contracts concluded with the Member Insurance-Related Business (meaning the Insurance-Related Business with whom a Master Agreement for Implementation of Dispute Resolution Procedures have been concluded; hereinafter the same applies in this part) who is the party or with the customer thereof (including the Policyholder, etc. other than a customer; hereinafter the same applies in this part) or with persons other than these persons.

(苦情処理手続又は紛争解決手続の業務の委託)

(Entrustment of Operation of Complaint Processing Procedures or Dispute Resolution Procedures)

第三百八条の六 指定紛争解決機関は、他の指定紛争解決機関又は他の法律の規定による指定であつて紛争解決等業務に相当する業務に係るものとして政令で定めるものを受けた者（第三百八条の十三第四項及び第五項において「受託紛争解決機関」という。）以外の者に対して、苦情処理手続又は紛争解決手続の業務を委託してはならない。

Article 308-6 A Designated Dispute Resolution Organization may not entrust the operation of Complaint Processing Procedures or Dispute Resolution Procedures to persons other than other Designated Dispute Resolution Organizations or a person who has obtained the designation under the provisions of other Acts specified by Cabinet Order as related to business equivalent to the Business of Dispute Resolution, etc. (referred to as the "Entrusted Dispute Resolution Organization" in Article 308-13, paragraphs (4) and (5)).

(業務規程)

(Operational Rules)

第三百八条の七 指定紛争解決機関は、次に掲げる事項に関する業務規程を定めなければならない。

Article 308-7 (1) A Designated Dispute Resolution Organization must set forth Operational Rules for the following particulars:

一 手続実施基本契約の内容に関する事項

(i) the particulars of the contents of the Master Agreement for Implementation of Dispute Resolution Procedures;

二 手続実施基本契約の締結に関する事項

(ii) the particulars of the conclusion of a Master Agreement for Implementation of Dispute Resolution Procedures;

三 紛争解決等業務の実施に関する事項

(iii) the particulars of the implementation of Business of Dispute Resolution, etc.;

四 紛争解決等業務に要する費用について加入保険業関係業者が負担する負担金に関する事項

(iv) the particulars of the contribution to be borne by the Member Insurance-Related Businesses with regard to the cost required for the Business of Dispute Resolution, etc.;

五 当事者である加入保険業関係業者又はその顧客（以下この編において単に「当事者」という。）から紛争解決等業務の実施に関する料金を徴収する場合にあっては、当該料金に関する事項

- (v) when collecting fees for the implementation of Business of Dispute Resolution, etc. from the Member Insurance-Related Business who is the relevant party or from the customer thereof (hereinafter simply referred to as the "Party in this Part), the particulars of such fees;
- 六 他の指定紛争解決機関その他相談、苦情の処理又は紛争の解決を実施する国の機関、地方公共団体、民間事業者その他の者との連携に関する事項
- (vi) the particulars of coordination with other Designated Dispute Resolution Organizations, national organs, local governments, private enterprises, or any other persons processing complaints or implementing dispute resolution;
- 七 紛争解決等業務に関する苦情の処理に関する事項
- (vii) the particulars of complaint processing regarding Business of Dispute Resolution, etc.; and
- 八 前各号に掲げるもののほか、紛争解決等業務の実施に必要な事項として内閣府令で定めるもの
- (viii) beyond what is set forth in the preceding items, particulars specified by Cabinet Office Order as those necessary for the implementation of Business of Dispute Resolution, etc.
- 2 前項第一号の手續実施基本契約は、次に掲げる事項を内容とするものでなければならない。
- (2) The Master Agreement for Implementation of Dispute Resolution Procedures as referred to in item (i) of the preceding paragraph must provide the following particulars:
- 一 指定紛争解決機関は、加入保険業関係業者の顧客からの保険業務等関連苦情の解決の申立て又は当事者からの紛争解決手續の申立てに基づき苦情処理手續又は紛争解決手續を開始すること。
- (i) that the Designated Dispute Resolution Organization is to commence Complaint Processing Procedures or Dispute Resolution Procedures based on the application for the resolution of Complaints Related to Insurance Business, etc. from the customer of the Member Insurance-Related Business or on application for Dispute Resolution Procedures by the Party;
- 二 指定紛争解決機関又は紛争解決委員は、苦情処理手續を開始し、又は加入保険業関係業者の顧客からの申立てに基づき紛争解決手續を開始した場合において、加入保険業関係業者にこれらの手續に応じるよう求めることができ、当該加入保険業関係業者は、その求めがあったときは、正当な理由がないのに、これを拒んではならないこと。
- (ii) that the Designated Dispute Resolution Organization or a Dispute Resolution Mediator, when Complaint Processing Procedures have commenced, or when Dispute Resolution Procedures based on an application by the customer of the Member Insurance-Related Business have been commenced, request that the Member Insurance-Related Business respond to these procedures, and in cases of such request, the relevant Member

Insurance-Related Business may not refuse such request without justifiable grounds;

三 指定紛争解決機関又は紛争解決委員は、苦情処理手続又は紛争解決手続において、加入保険業関係業者に対し、報告又は帳簿書類その他の物件の提出を求めることができ、当該加入保険業関係業者は、その求めがあったときは、正当な理由がないのに、これを拒んではならないこと。

(iii) that a Designated Dispute Resolution Organization or Dispute Resolution Mediator may request the Member Insurance-Related Business to make reports or submit books and documents or any other articles in the course of Complaint Processing Procedures or Dispute Resolution Procedures, and that the relevant Member Insurance-Related Business may not refuse such request without justifiable grounds;

四 紛争解決委員は、紛争解決手続において、保険業務等関連紛争の解決に必要な和解案を作成し、当事者に対し、その受諾を勧告することができること。

(iv) that a Dispute Resolution Mediator may prepare a settlement proposal necessary for the resolution of Disputes Related to Insurance Business, etc. in the course of Dispute Resolution Procedures and recommend that the Party accept such proposal;

五 紛争解決委員は、紛争解決手続において、前号の和解案の受諾の勧告によっては当事者間に和解が成立する見込みがない場合において、事案の性質、当事者の意向、当事者の手続追行の状況その他の事情に照らして相当であると認めるときは、保険業務等関連紛争の解決のために必要な特別調停案を作成し、理由を付して当事者に提示することができること。

(v) in connection with the Dispute Resolution Procedures, if there is no prospect of reaching a settlement between the Parties to the dispute through the recommendation to accept the settlement proposal under the preceding item, if the Dispute Resolution Mediator finds it reasonable in light of the nature of the case, intention of the Parties, the status of implementation of procedures by the Parties, or any other circumstances, they may prepare a Special Conciliation Proposal necessary for the resolution of a Dispute Related to Insurance Business, etc. and present it to the Parties with reasons attached thereto;

六 加入保険業関係業者は、訴訟が係属している請求を目的とする紛争解決手続が開始された場合には、当該訴訟が係属している旨、当該訴訟における請求の理由及び当該訴訟の程度を指定紛争解決機関に報告しなければならないこと。

(vi) that, if Dispute Resolution Procedures are commenced for claims with litigation pending, a Member Insurance-Related Business must report that the relevant litigation is pending, the grounds for the claims in the relevant litigation, and the progress of the relevant litigation to the Designated Dispute Resolution Organization;

七 加入保険業関係業者は、紛争解決手続の目的となった請求に係る訴訟が提起され

た場合には、当該訴訟が提起された旨及び当該訴訟における請求の理由を指定紛争解決機関に報告しなければならないこと。

(vii) that, if litigation involving the claims subject to the Dispute Resolution Procedures is filed, a Member Insurance-Related Business must report that the relevant litigation has been filed and the grounds for the claims in the relevant litigation to the Designated Dispute Resolution Organization;

八 前二号に規定する場合のほか、加入保険業関係業者は、紛争解決手続の目的となった請求に係る訴訟に関し、当該訴訟の程度その他の事項の報告を求められた場合には、当該事項を指定紛争解決機関に報告しなければならないこと。

(viii) that, beyond the cases provided for in the preceding two items, if a Member Insurance-Related Business has been demanded to make reports on the progress of litigation involving the claims subject to Dispute Resolution Procedures or any other particulars, they must report such particulars to the Designated Dispute Resolution Organization;

九 加入保険業関係業者は、第六号若しくは第七号の訴訟が裁判所に係属しなくなった場合又はその訴訟について裁判が確定した場合には、その旨及びその内容を指定紛争解決機関に報告しなければならないこと。

(ix) that if the litigation referred to in items (vi) or (vii) comes to no longer be pending in court, or if the court decision in the litigation has become final and binding, the Member Insurance-Related Business must report this to the Designated Dispute Resolution Organization and give the details thereof;

十 加入保険業関係業者は、その顧客に対し指定紛争解決機関による紛争解決等業務の実施について周知するため、必要な情報の提供その他の措置を講じなければならないこと。

(x) that a Member Insurance-Related Business must provide necessary information or take other measures necessary for informing the implementation of Business of Dispute Resolution, etc. by a Designated Dispute Resolution Organization to its customer; and

十一 前各号に掲げるもののほか、保険業務等関連苦情の処理又は保険業務等関連紛争の解決の促進のために必要であるものとして内閣府令で定める事項

(xi) beyond what is set forth in the preceding items, particulars specified by Cabinet Office Order as those necessary for the promotion of the processing of Complaints Related to Insurance Business, etc. or the resolution of Disputes Related to Insurance Business, etc.

3 第一項第二号の手続実施基本契約の締結に関する事項に関する業務規程は、保険業関係業者から手続実施基本契約の締結の申込みがあった場合には、当該保険業関係業者が手続実施基本契約に係る債務その他の紛争解決等業務の実施に関する義務を履行することが確実でないと見込まれるときを除き、これを拒否してはならないことを内容とするものでなければならない。

(3) The Operational Rules concerning particulars involved in the conclusion of a Master Agreement for Implementation of Dispute Resolution Procedures under

paragraph (1), item (ii) must provide that, if a Designated Dispute Resolution Organization has received an application for the conclusion of a Master Agreement for Implementation of Dispute Resolution Procedures from a Member Insurance-Related Business, except if it is expected to be uncertain whether the relevant Member Insurance-Related Business will perform the obligations under the Master Agreement for Implementation of Dispute Resolution Procedures or any other obligations regarding the implementation of Business of Dispute Resolution, etc., the relevant Designated Dispute Resolution Organization must not refuse such application.

4 第一項第三号に掲げる事項に関する業務規程は、次に掲げる基準に適合するものでなければならない。

(4) The Operational Rules concerning the particulars listed in paragraph (1), item (iii) must conform to the following standards:

一 苦情処理手続と紛争解決手続との連携を確保するための措置が講じられていること。

(i) measures have been taken to ensure coordination between Complaint Processing Procedures and Dispute Resolution Procedures;

二 紛争解決委員の選任の方法及び紛争解決委員が保険業務等関連紛争の当事者と利害関係を有することその他の紛争解決手続の公正な実施を妨げるおそれがある事由がある場合において、当該紛争解決委員を排除するための方法を定めていること。

(ii) a method has been established for appointing the Dispute Resolution Mediator and, if the Dispute Resolution Mediator has an interest with the Party to the Dispute Related to Insurance Business, etc. or where there are any other causes that are likely to hinder the fair implementation of Dispute Resolution Procedures, the method has been established for excluding such Dispute Resolution Mediator;

三 指定紛争解決機関の実質的支配者等（指定紛争解決機関の株式の所有、指定紛争解決機関に対する融資その他の事由を通じて指定紛争解決機関の事業を実質的に支配し、又はその事業に重要な影響を与える関係にあるものとして内閣府令で定める者をいう。）又は指定紛争解決機関の子会社等（指定紛争解決機関が株式の所有その他の事由を通じてその事業を実質的に支配する関係にあるものとして内閣府令で定める者をいう。）を保険業務等関連紛争の当事者とする保険業務等関連紛争について紛争解決手続の業務を行うこととしている指定紛争解決機関にあっては、当該実質的支配者等若しくは当該子会社等又は指定紛争解決機関が紛争解決委員に対して不当な影響を及ぼすことを排除するための措置が講じられていること。

(iii) with regard to a Designated Dispute Resolution Organization that is to carry out the operations of Dispute Resolution Procedures with regard to Disputes Related to Insurance Business, etc. of which a Party is the Substantial Controller, etc. (meaning a person specified by Cabinet Office Order as one who substantially controls business of the Designated Dispute Resolution Organization or who has a material influence on business thereof

through the holding of the shares of the Designated Dispute Resolution Organization, financing to the Designated Dispute Resolution Organization or any other causes) of the Designated Dispute Resolution Organization or the Subsidiary Company, etc. (meaning a person specified by Cabinet Office Order as one whose business is substantially controlled by the Designated Dispute Resolution Organization through the holding of shares and any other causes) of the Designated Dispute Resolution Organization, measures have been taken for preventing the relevant Substantial Controller, etc., Subsidiary Company, etc., or Designated Dispute Resolution Organization to exercise undue influence on the Dispute Resolution Mediator;

四 紛争解決委員が弁護士でない場合（司法書士法（昭和二十五年法律第百九十七号）第三条第一項第七号（業務）に規定する紛争について行う紛争解決手続において、紛争解決委員が同条第二項に規定する司法書士である場合を除く。）において、紛争解決手続の実施に当たり法令の解釈適用に関し専門的知識を必要とするときに、弁護士の助言を受けることができるようにするための措置を定めていること。

(iv) if the Dispute Resolution Mediator is not an attorney-at-law (excluding cases where, with regard to the Dispute Resolution Procedures carried out for a dispute set forth in Article 3, paragraph (1), item (vii) (Business) of the Judicial Scrivener Act (Act No. 197 of 1950), the Dispute Resolution Mediator is a judicial scrivener as set forth in paragraph (2) of that Article) and expert knowledge on the interpretation and application of laws and regulations is required for the implementation of Dispute Resolution Procedures, measures have been taken to receive the advice of an attorney-at-law;

五 紛争解決手続の実施に際して行う通知について相当な方法を定めていること。

(v) an appropriate method has been established for the notice to be given in implementing the Dispute Resolution Procedures;

六 紛争解決手続の開始から終了に至るまでの標準的な手続の進行について定めていること。

(vi) a standard operation process has been established from the commencement to the termination of Dispute Resolution Procedures;

七 加入保険業関係業者の顧客が指定紛争解決機関に対し保険業務等関連苦情の解決の申立てをする場合又は保険業務等関連紛争の当事者が指定紛争解決機関に対し紛争解決手続の申立てをする場合の要件及び方式を定めていること。

(vii) the requirements and methods have been established for filing an application with the Designated Dispute Resolution Organization for the resolution of a Complaint Related to Insurance Business, etc. by the customer of a Member Insurance-Related Business or for filing an application for Dispute Resolution Procedures with the Designated Dispute Resolution Organization by a Party to the Dispute Related to Insurance Business, etc.;

八 指定紛争解決機関が加入保険業関係業者から紛争解決手続の申立てを受けた場合

において、保険業務等関連紛争の他方の当事者となる当該加入保険業関係業者の顧客に対し、速やかにその旨を通知するとともに、当該顧客がこれに応じて紛争解決手続の実施を依頼するか否かを確認するための手続を定めていること。

(viii) the Designated Dispute Resolution Organization has established procedures for promptly notifying any customer of the Member Insurance-Related Business that would be the other Party to a Dispute Related to Insurance Business, etc. of any application that the organization has received for Dispute Resolution Procedures from the Member Insurance-Related Business, and to confirm with such customer whether it will request the implementation of Dispute Resolution Procedures in response to this;

九 指定紛争解決機関が加入保険業関係業者の顧客から第七号の紛争解決手続の申立てを受けた場合において、保険業務等関連紛争の他方の当事者となる当該加入保険業関係業者に対し、速やかにその旨を通知する手続を定めていること。

(ix) the Designated Dispute Resolution Organization has established procedures for promptly notifying any Member Insurance-Related Business that would be the other Party to the Dispute Related to Insurance Business, etc. of any application that the organization has received for Dispute Resolution Procedures under item (vii) from the customer of the Member Insurance-Related Business;

十 紛争解決手続において提出された帳簿書類その他の物件の保管、返還その他の取扱いの方法を定めていること。

(x) a method has been established for retaining, returning, and other handling of books and documents and any other articles which have been submitted in the course of Dispute Resolution Procedures;

十一 紛争解決手続において陳述される意見又は提出され、若しくは提示される帳簿書類その他の物件に含まれる保険業務等関連紛争の当事者又は第三者の秘密について、当該秘密の性質に応じてこれを適切に保持するための取扱いの方法を定めていること。第三百八条の十三第九項に規定する手続実施記録に記載されているこれらの秘密についても、同様とする。

(xi) a method has been established for handling the confidential information of the Parties to the Dispute Related to Insurance Business, etc. or of a third party, which is to be included in opinions to be entered or the books and documents or any other articles to be submitted or presented in the course of Dispute Resolution Procedures, in accordance with the nature of such confidential information; the same applies to the confidential information contained in the dispute resolution procedure record referred to in Article 308-13, paragraph (9);

十二 保険業務等関連紛争の当事者が紛争解決手続を終了させるための要件及び方式を定めていること。

(xii) that the requirements and methods have been established for the Parties to a Dispute Related to Insurance Business, etc. to terminate the Dispute

Resolution Procedures;

十三 紛争解決委員が紛争解決手続によっては保険業務等関連紛争の当事者間に和解が成立する見込みがないと判断したときは、速やかに当該紛争解決手続を終了し、その旨を保険業務等関連紛争の当事者に通知することを定めていること。

(xiii) it is stipulated that the Dispute Resolution Mediator will promptly terminate Dispute Resolution Procedures and notify the Parties to the Dispute Related to Insurance Business, etc. if the Dispute Resolution Mediator judges there to be no prospect of reaching a settlement between the Parties to a Dispute Related to Insurance Business, etc.; and

十四 指定紛争解決機関の紛争解決委員、役員及び職員について、これらの者が紛争解決等業務に関し知り得た秘密を確実に保持するための措置を定めていること。

(xiv) measures have been established to have the Dispute Resolution Mediator or an Officer or employee of the Designated Dispute Resolution Organization securely retain the confidential information learned in the course of Business of Dispute Resolution, etc.

5 第一項第四号及び第五号に掲げる事項に関する業務規程は、次に掲げる基準に適合するものでなければならない。

(5) The Operational Rules concerning the particulars listed in paragraph (1), items (iv) and (v) must conform to the following standards:

一 第一項第四号に規定する負担金及び同項第五号に規定する料金の額又は算定方法及び支払方法（次号において「負担金額等」という。）を定めていること。

(i) provisions have been made for the amount of the contribution set forth in paragraph (1), item (iv), the fees referred to in item (v) of that paragraph, or the calculation and payment methods for them (collectively referred to as the "Amount of Contribution, etc." in the following item); and

二 負担金額等が著しく不当なものでないこと。

(ii) the Amount of Contribution, etc. is not grossly inappropriate.

6 第二項第五号の「特別調停案」とは、和解案であって、次に掲げる場合を除き、加入保険業関係業者が受諾しなければならないものをいう。

(6) The term "Special Conciliation Proposal" as used in paragraph (2), item (v) means, except for the following cases, a settlement proposal that the Member Insurance-Related Business must accept:

一 当事者である加入保険業関係業者の顧客（以下この項において単に「顧客」という。）が当該和解案を受諾しないとき。

(i) if the customer of the Member Insurance-Related Business who is the relevant party (hereinafter simply referred to as the "Customer" in this paragraph) does not accept the relevant settlement proposal;

二 当該和解案の提示の時にあって当該紛争解決手続の目的となった請求に係る訴訟が提起されていない場合において、顧客が当該和解案を受諾したことを加入保険業関係業者が知った日から一月を経過する日までに当該請求に係る訴訟が提起され、かつ、同日までに当該訴訟が取り下げられないとき。

(ii) if, at the time of the relevant settlement proposal, litigation had not been filed involving a claim which had become the subject matter of the Dispute Resolution Procedures, but is filed in connection with that claim by the day on which one month has elapsed from the day when the Member Insurance-Related Business came to know that the Customer had accepted the settlement proposal and is not withdrawn by that day;

三 当該和解案の提示の時に於いて当該紛争解決手続の目的となつた請求に係る訴訟が提起されている場合において、顧客が当該和解案を受諾したことを加入保険業関係業者が知つた日から一月を経過する日までに当該訴訟が取り下げられないとき。

(iii) if, at the time of the relevant settlement proposal, litigation had been filed involving a claim which had become the subject matter of the relevant Dispute Resolution Procedures, and the relevant litigation has not been withdrawn by the day on which one month has elapsed from the day when the Member Insurance-Related Business came to know that the Customer had accepted the settlement proposal; or

四 顧客が当該和解案を受諾したことを加入保険業関係業者が知つた日から一月を経過する日までに、当該紛争解決手続が行われている保険業務等関連紛争について、当事者間において仲裁法（平成十五年法律第百三十八号）第二条第一項（定義）に規定する仲裁合意がされ、又は当該和解案によらずに和解若しくは調停が成立したとき。

(iv) with regard to a Dispute Related to Insurance Business, etc. for which Dispute Resolution Procedures have been implemented, if an arbitration agreement defined in Article 2, paragraph (1) (Definitions) of the Arbitration Act (Act No. 138 of 2003) has been entered into or a settlement or conciliation not through the relevant settlement proposal has been reached between the Parties by the day on which one month has elapsed from the day when the Member Insurance-Related Business came to know that the Customer had accepted the settlement proposal.

7 業務規程の変更は、内閣総理大臣の認可を受けなければ、その効力を生じない。

(7) Changes to the Operational Rules must not come into effect without the authorization of the Prime Minister.

8 内閣総理大臣は、前項の規定による認可をしようとするときは、当該認可に係る業務規程が第四項各号及び第五項各号に掲げる基準（紛争解決手続の業務に係る部分に限る。）に適合していることについて、あらかじめ、法務大臣に協議しなければならない。

(8) When the Prime Minister seeks to grant the authorization under the preceding paragraph, the Prime Minister must consult the Minister of Justice in advance as to whether the Operational Rules subject to the relevant authorization conform to the standards set forth in the items of paragraph (4) and the items of paragraph (5) (limited to the part related to the operation of Dispute Resolution Procedures).

(手続実施基本契約の不履行の事実の公表等)

(Publication of the Fact of Non-Performance of the Master Agreement for Implementation of Dispute Resolution Procedures)

第三百八条の八 指定紛争解決機関は、手続実施基本契約により加入保険業関係業者が負担する義務の不履行が生じた場合において、当該加入保険業関係業者の意見を聴取し、当該不履行につき正当な理由がないと認めるときは、遅滞なく、当該加入保険業関係業者の商号、名称又は氏名及び当該不履行の事実を公表するとともに、内閣総理大臣に報告しなければならない。

Article 308-8 (1) If non-performance of the obligations to be incurred by a Member Insurance-Related Business under a Master Agreement for Implementation of Dispute Resolution Procedures arises, when a Designated Dispute Resolution Organization has heard opinions from the relevant Member Insurance-Related Business and finds there are no justifiable grounds for such non-performance, the relevant Designated Dispute Resolution Organization must make public and report to the Prime Minister, the trade name or name of the relevant Member Insurance-Related Business and the fact of such non-performance, without delay.

2 指定紛争解決機関は、保険業務等関連苦情及び保険業務等関連紛争を未然に防止し、並びに保険業務等関連苦情の処理及び保険業務等関連紛争の解決を促進するため、加入保険業関係業者その他の者に対し、情報の提供、相談その他の援助を行うよう努めなければならない。

(2) A Designated Dispute Resolution Organization must strive to provide information, consultation or any other support to a Member Insurance-Related Business or any other person to preemptively prevent Complaints Related to Insurance Business, etc. and Disputes Related to Insurance Business, etc., or to promote the processing of Complaints Related to Insurance Business, etc. and the resolution of Disputes Related to Insurance Business, etc.

(暴力団員等の使用の禁止)

(Prohibition of Use of Organized Crime Group Member)

第三百八条の九 指定紛争解決機関は、暴力団員等（暴力団員による不当な行為の防止等に関する法律第二条第六号（定義）に規定する暴力団員（以下この条において「暴力団員」という。）又は暴力団員でなくなった日から五年を経過しない者をいう。）を紛争解決等業務に従事させ、又は紛争解決等業務の補助者として使用してはならない。

Article 308-9 A Designated Dispute Resolution Organization must not have an Organized Crime Group Member, etc. (meaning the Organized Crime Group Member, etc. as defined in Article 2, item (vi) (Definitions) of the Act on Prevention of Unjust Acts by Organized Crime Group Member (hereinafter referred to as the "Organized Crime Group Member" in this Article) or a person

for whom five years have not passed from the day on which such person ceased to be an Organized Crime Group Member) engaged in Business of Dispute Resolution, etc. or use them as an assistant in Business of Dispute Resolution.

(差別的取扱いの禁止)

(Prohibition of Discriminatory Treatment)

第三百八条の十 指定紛争解決機関は、特定の加入保険業関係業者に対し不当な差別的取扱いをしてはならない。

Article 308-10 A Designated Dispute Resolution Organization must not treat any particular Member Insurance-Related Business in an unjust, discriminatory manner.

(記録の保存)

(Preservation of Records)

第三百八条の十一 指定紛争解決機関は、第三百八条の十三第九項の規定によるもののほか、内閣府令で定めるところにより、紛争解決等業務に関する記録を作成し、これを保存しなければならない。

Article 308-11 A Designated Dispute Resolution Organization, except for those under the provisions of Article 308-13, paragraph (9) and pursuant to the provisions of Cabinet Office Order, must prepare and preserve records concerning Business of Dispute Resolution, etc.

(指定紛争解決機関による苦情処理手続)

(Complaint Processing Procedures by a Designated Dispute Resolution Organization)

第三百八条の十二 指定紛争解決機関は、加入保険業関係業者の顧客から保険業務等関連苦情について解決の申立てがあったときは、その相談に応じ、当該顧客に必要な助言をし、当該保険業務等関連苦情に係る事情を調査するとともに、当該加入保険業関係業者に対し、当該保険業務等関連苦情の内容を通知してその迅速な処理を求めなければならない。

Article 308-12 When a customer of a Member Insurance-Related Business files an application for resolution of a Complaint Related to Insurance Business, etc., a Designated Dispute Resolution Organization must respond to requests for consultation, provide necessary advice to the customer, investigate the circumstances pertaining to such Complaint Related to Insurance Business, etc., notify the relevant Member Insurance-Related Business of the substance and content of such Complaint Related to Insurance Business, etc., and demand that the relevant Member Insurance-Related Business process the complaint expeditiously.

(指定紛争解決機関による紛争解決手続)

(Dispute Resolution Procedures by a Designated Dispute Resolution Organization)

第三百八条の十三 加入保険業関係業者に係る保険業務等関連紛争の解決を図るため、当事者は、当該加入保険業関係業者が手続実施基本契約を締結した指定紛争解決機関に対し、紛争解決手続の申立てをすることができる。

Article 308-13 (1) The Parties to the Dispute Related to Insurance Business, etc. may file an application for Dispute Resolution Procedures with the Designated Dispute Resolution Organization with whom the Member Insurance-Related Business has concluded a Master Agreement for Implementation of Dispute Resolution Procedures for the purpose of resolving Disputes Related to Insurance Business, etc. related to the Member Insurance-Related Business.

2 指定紛争解決機関は、前項の申立てを受けたときは、紛争解決委員を選任するものとする。

(2) When a Designated Dispute Resolution Organization has received the application under the preceding paragraph, it is to appoint Dispute Resolution Mediators.

3 紛争解決委員は、人格が高潔で識見の高い者であって、次の各号のいずれかに該当する者（第一項の申立てに係る当事者と利害関係を有する者を除く。）のうちから選任されるものとする。この場合において、紛争解決委員のうち少なくとも一人は、第一号又は第三号（当該申立てが司法書士法第三条第一項第七号（業務）に規定する紛争に係るものである場合にあつては、第一号、第三号又は第四号）のいずれかに該当する者でなければならない。

(3) Dispute Resolution Mediators are to be appointed from among persons who are of the highest moral character and fall under any of the following items (excluding persons who have an interest with the Parties pertaining to the application under paragraph (1)). In this case, at least one of the Dispute Resolution Mediators must be a person who falls under items (i) or (iii) (if the relevant application is that related to a dispute provided in Article 3, paragraph (1), item (vii) (Business) of the Judicial Scrivener Act, item (i), (iii) or (iv)):

一 弁護士であつてその職務に従事した期間が通算して五年以上である者

(i) an attorney-at-law who has been engaged in their profession for five years or more in total;

二 保険業務等に従事した期間が通算して十年以上である者

(ii) a person who has been engaged in Insurance Business, etc. for ten years or more in total;

三 消費生活に関する消費者と事業者との間に生じた苦情に係る相談その他の消費生活に関する事項について専門的な知識経験を有する者として内閣府令で定める者

(iii) a person who has specialized knowledge and experience on consultation for the complaints which have occurred between the consumer and the enterprise with regard to consumer affairs or on any other particular of

consumer affairs as provided by Cabinet Office Order;

四 当該申立てが司法書士法第三条第一項第七号に規定する紛争に係るものである場合にあっては、同条第二項に規定する司法書士であって同項に規定する簡裁訴訟代理等関係業務に従事した期間が通算して五年以上である者

(iv) if the application is one of that related to the dispute prescribed in Article 3, paragraph (1), item (vii) of the Judicial Scrivener Act, a judicial scrivener as prescribed in paragraph (2) of that Article who has been engaged in business involving legal representation in summary court, etc. defined in that paragraph for five years or more in total; or

五 前各号に掲げる者に準ずる者として内閣府令で定める者

(v) persons specified by Cabinet Office Order as those equivalent to the persons listed in the preceding items.

4 指定紛争解決機関は、第一項の申立てを第二項の規定により選任した紛争解決委員（以下この条及び次条第一項において単に「紛争解決委員」という。）による紛争解決手続に付するものとする。ただし、紛争解決委員は、当該申立てに係る当事者である加入保険業関係業者の顧客が当該保険業務等関連紛争を適切に解決するに足りる能力を有する者であると認められることその他の事由により紛争解決手続を行うのに適当でないと認めるとき、又は当事者が不当な目的でみだりに第一項の申立てをしたと認めるときは、紛争解決手続を実施しないものとし、紛争解決委員が当該申立てを受託紛争解決機関における紛争解決手続に相当する手続に付することが適当と認めるときは、指定紛争解決機関は、受託紛争解決機関に紛争解決手続の業務を委託するものとする。

(4) A Designated Dispute Resolution Organization is to have the application under paragraph (1) proceed into Dispute Resolution Procedures through the Dispute Resolution Mediator appointed under paragraph (2) (hereinafter simply referred to as the "Dispute Resolution Mediator" in this Article and paragraph (1) of the following Article); provided, however, that if the Dispute Resolution Mediator finds that it is not appropriate to carry out Dispute Resolution Procedures on the grounds that it is acceptable to recognize the customer of the Member Insurance-Related Business who is a Party to the relevant application as a person who has sufficient ability to properly resolve the Dispute Related to Insurance Business, etc. or on any other grounds, or where they find that the Parties have filed the application under paragraph (1) for improper purposes and without reason, they are not to implement Dispute Resolution Procedures, and when the Dispute Resolution Mediator finds it appropriate to have the application proceed into procedures equivalent to Dispute Resolution Procedures to be conducted by an Entrusted Dispute Resolution Organization, the Designated Dispute Resolution Organization is to entrust the operations of Dispute Resolution Procedures to an Entrusted Dispute Resolution Organization.

5 前項ただし書の規定により紛争解決委員が紛争解決手続を実施しないこととしたと

き、又は受託紛争解決機関に業務を委託することとしたときは、指定紛争解決機関は、第一項の申立てをした者に対し、その旨を理由を付して通知するものとする。

(5) If a Dispute Resolution Mediator has decided not to implement Dispute Resolution Procedures pursuant to the proviso to the preceding paragraph, or has decided to entrust the operations to an Entrusted Dispute Resolution Organization, the Designated Dispute Resolution Organization is to notify the person who filed the application under paragraph (1) of this, appending the reasons therefor.

6 紛争解決委員は、当事者若しくは参考人から意見を聴取し、若しくは報告書の提出を求め、又は当事者から参考となるべき帳簿書類その他の物件の提出を求め、和解案を作成して、その受諾を勧告し、又は特別調停（第三百八条の七第六項に規定する特別調停案を提示することをいう。）をすることができる。

(6) A Dispute Resolution Mediator may hear opinions of the Parties or witnesses, request the relevant persons to submit written reports, or request the Parties to submit books and documents and other articles that will be helpful, and may prepare a settlement plan necessary for the resolution of the case and recommend the Parties to accept the relevant plan, or provide a Special Conciliation (meaning to present the Special Conciliation Proposal prescribed in Article 308-7, paragraph (6));

7 紛争解決手続は、公開しない。ただし、紛争解決委員は、当事者の同意を得て、相当と認める者の傍聴を許すことができる。

(7) Dispute Resolution Procedures are not to be open to the public; provided, however, that a Dispute Resolution Mediator may allow the attendance of a person who is considered appropriate with the consent of the Parties.

8 指定紛争解決機関は、紛争解決手続の開始に先立ち、当事者である加入保険業関係業者の顧客に対し、内閣府令で定めるところにより、次に掲げる事項について、これを記載した書面を交付し、又はこれを記録した電磁的記録を提供して説明をしなければならない。

(8) A Designated Dispute Resolution Organization, prior to the commencement of Dispute Resolution Procedures and pursuant to the provisions of Cabinet Office Order, must deliver a document containing the following particulars or provide the electronic or magnetic record in which such particulars are recorded and make an explanation thereof to the customer of the Member Insurance-Related Business who is a party to the dispute:

一 当該顧客が支払う料金に関する事項

(i) the particulars of the fees to be paid by the customer;

二 第三百八条の七第四項第六号に規定する紛争解決手続の開始から終了に至るまでの標準的な手続の進行

(ii) the standard operation process from the commencement to the termination of Dispute Resolution Procedures as provided in Article 308-7, paragraph (4), item (vi); and

三 前二号に掲げるもののほか、内閣府令で定める事項

(iii) beyond what is set forth in the preceding two items, particulars specified by Cabinet Office Order.

9 指定紛争解決機関は、内閣府令で定めるところにより、その実施した紛争解決手続に関し、次に掲げる事項を記載した手続実施記録を作成し、保存しなければならない。

(9) A Designated Dispute Resolution Organization, pursuant to the provisions of Cabinet Office Order, must prepare and preserve a dispute resolution procedure record detailing the following particulars, for Dispute Resolution Procedures it has implemented:

一 保険業務等関連紛争の当事者が紛争解決手続の申立てをした年月日

(i) the date on which the Parties to the Dispute Related to Insurance Business, etc. filed the application for Dispute Resolution Procedures;

二 保険業務等関連紛争の当事者及びその代理人の氏名、商号又は名称

(ii) the name or trade name of the Parties to the Dispute Related to Insurance Business, etc. and the agents thereof;

三 紛争解決委員の氏名

(iii) the names of the Dispute Resolution Mediators;

四 紛争解決手続の実施の経緯

(iv) the particulars of the Dispute Resolution Procedures;

五 紛争解決手続の結果（紛争解決手続の終了の理由及びその年月日を含む。）

(v) the results of the Dispute Resolution Procedures (including the reasons for the termination of the Dispute Resolution Procedures and the date thereof); and

六 前各号に掲げるもののほか、実施した紛争解決手続の内容を明らかにするために必要な事項であって内閣府令で定めるもの

(vi) beyond what is set forth in the preceding items, particulars necessary for clarifying the contents of the implemented Dispute Resolution Procedures which are specified by Cabinet Office Order.

(時効の中断)

(Interruption of Prescription)

第三百八条の十四 紛争解決手続によっては保険業務等関連紛争の当事者間に和解が成立する見込みがないことを理由に紛争解決委員が当該紛争解決手続を終了した場合において、当該紛争解決手続の申立てをした当該保険業務等関連紛争の当事者その旨の通知を受けた日から一月以内に当該紛争解決手続の目的となった請求について訴えを提起したときは、時効の中断に関しては、当該紛争解決手続における請求の時に、訴えの提起があったものとみなす。

Article 308-14 (1) If the Dispute Resolution Mediators terminate the Dispute Resolution Procedures on the grounds that there is no prospect of reaching a settlement between the Parties to the relevant Dispute Related to Insurance Business, etc. through the Dispute Resolution Procedures, when the Party to

the relevant Dispute Related to Insurance Business, etc. that filed the application for the relevant Dispute Resolution Procedures files an action for the claims which were the subject matter of the relevant Dispute Resolution Procedures within one month from the day on which they received the notice of the termination, with regard to the interruption of prescription, it is deemed that the action was filed at the time when the claim was made through the relevant Dispute Resolution Procedures.

2 指定紛争解決機関の紛争解決等業務の廃止が第三百八条の二十三第一項の規定により認可され、又は第三百八条の二第一項の規定による指定が第三百八条の二十四第一項の規定により取り消され、かつ、その認可又は取消しの日に紛争解決手続が実施されていた保険業務等関連紛争がある場合において、当該紛争解決手続の申立てをした当該保険業務等関連紛争の当事者が第三百八条の二十三第三項若しくは第三百八条の二十四第四項の規定による通知を受けた日又は当該認可若しくは取消しを知った日のいずれか早い日から一月以内に当該紛争解決手続の目的となった請求について訴えを提起したときも、前項と同様とする。

(2) The provisions of the preceding paragraph also apply if the discontinuation of Business of Dispute Resolution, etc. by a Designated Dispute Resolution Organization has been authorized under Article 308-23, paragraph (1) or the designation under Article 308-2, paragraph (1) has been rescinded under Article 308-24, paragraph (1) and there is a Dispute Related to Insurance Business, etc. for which Dispute Resolution Procedures have been implemented as of the day of authorization or rescission, when the Party to the Dispute Related to Insurance Business, etc. that filed the application for the Dispute Resolution Procedures files an action for the claims which were the subject matter of the Dispute Resolution Procedures within one month from the day on which the relevant Party received the notice under Article 308-23, paragraph (3) or Article 308-24, paragraph (3) or the day on which the Party came to know of the authorization or rescission whichever comes earlier.

(訴訟手続の中止)

(Suspension of Court Proceedings)

第三百八条の十五 保険業務等関連紛争について当該保険業務等関連紛争の当事者間に訴訟が係属する場合において、次の各号のいずれかに掲げる事由があり、かつ、当該保険業務等関連紛争の当事者の共同の申立てがあるときは、受訴裁判所は、四月以内の期間を定めて訴訟手続を中止する旨の決定をすることができる。

Article 308-15 (1) If litigation is pending between the Parties to a Dispute Related to Insurance Business, etc., with regard to the relevant Dispute Related to Insurance Business, etc., when there are any of the following grounds and the Parties to the relevant Dispute Related to Insurance Business, etc. have filed a joint petition, the court in charge of the case may decide to suspend court proceedings for a fixed period of not longer than four months:

一 当該保険業務等関連紛争について、当該保険業務等関連紛争の当事者間において紛争解決手続が実施されていること。

(i) that, with regard to the relevant Dispute Related to Insurance Business, etc., Dispute Resolution Procedures have been implemented between the Parties to the Dispute Related to Insurance Business, etc.; and

二 前号の場合のほか、当該保険業務等関連紛争の当事者間に紛争解決手続によって当該保険業務等関連紛争の解決を図る旨の合意があること。

(ii) that, beyond the case referred to in the preceding item, an agreement to achieve a resolution of the relevant Dispute Related to Insurance Business, etc. through Dispute Resolution Procedures has been reached between the Parties to the Dispute Related to Insurance Business, etc.

2 受訴裁判所は、いつでも前項の決定を取り消すことができる。

(2) The court in charge of the case may rescind the decision under the preceding paragraph at any time.

3 第一項の申立てを却下する決定及び前項の規定により第一項の決定を取り消す決定に対しては、不服を申し立てることができない。

(3) No appeal may be entered against a decision dismissing the application under paragraph (1) or a decision rescinding the decision under paragraph (1).

(加入保険業関係業者の名簿の縦覧)

(Public Inspection of the Registry of Member Insurance-Related Businesses)

第三百八条の十六 指定紛争解決機関は、加入保険業関係業者の名簿を公衆の縦覧に供しなければならない。

Article 308-16 A Designated Dispute Resolution Organization must make the registry of the Member Insurance-Related Businesses available for public inspection.

(名称の使用制限)

(Restriction on Use of Name)

第三百八条の十七 指定紛争解決機関でない者（金融商品取引法第一百五十六条の三十九第一項（紛争解決等業務を行う者の指定）の規定による指定を受けた者その他これに類する者として政令で定めるものを除く。）は、その名称又は商号中に指定紛争解決機関であると誤認されるおそれのある文字を用いてはならない。

Article 308-17 A person who is not a Designated Dispute Resolution Organization (excluding persons who have been designated under Article 156-39, paragraph (1) (Designation of Person to Conduct Business of Dispute Resolution, etc.) of the Financial Instruments and Exchange Act and any other persons specified by Cabinet Order as those similar thereto) must not use any term in its name or trade name that is likely to mislead people to understand that the relevant person is a Designated Dispute Resolution Organization.

第三章 監督 Chapter III Supervision

(変更の届出)

(Notification of Changes)

第三百八条の十八 指定紛争解決機関は、第三百八条の三第一項第二号から第四号までのいずれかに掲げる事項に変更があったときは、その旨を内閣総理大臣に届け出なければならない。

Article 308-18 (1) If there has been any change in the particulars listed in Article 308-3, paragraph (1), items (ii) to (iv), a Designated Dispute Resolution Organization must notify the Prime Minister of this.

2 内閣総理大臣は、前項の規定により指定紛争解決機関の商号若しくは名称又は主たる営業所若しくは事務所の所在地の変更の届出があったときは、その旨を官報で告示しなければならない。

(2) If the Prime Minister has received notice of a change to the trade name or name of a Designated Dispute Resolution Organization or to the location of the principal business office or office thereof, the Prime Minister must give public notice of this in the Official Gazette.

(手続実施基本契約の締結等の届出)

(Notification of the Conclusion of a Master Agreement for Implementation of Dispute Resolution Procedures)

第三百八条の十九 指定紛争解決機関は、次の各号のいずれかに該当するときは、内閣府令で定めるところにより、その旨を内閣総理大臣に届け出なければならない。

Article 308-19 If a Designated Dispute Resolution Organization falls under any of the following items, it must notify the Prime Minister of this pursuant to the provisions of Cabinet Office Order:

一 保険業関係業者と手続実施基本契約を締結したとき、又は当該手続実施基本契約を終了したとき。

(i) it has concluded a Master Agreement for Implementation of Dispute Resolution Procedures with an Insurance-Related Business or has terminated the relevant Master Agreement for Implementation of Dispute Resolution Procedures; and

二 前号に掲げるもののほか、内閣府令で定めるとき。

(ii) beyond what is set forth in the preceding item, cases specified by Cabinet Office Order.

(業務に関する報告書の提出)

(Submission of Report on Business)

第三百八条の二十 指定紛争解決機関は、事業年度ごとに、当該事業年度に係る紛争解決等業務に関する報告書を作成し、内閣総理大臣に提出しなければならない。

Article 308-20 (1) A Designated Dispute Resolution Organization, for each business year, must prepare a report on Business of Dispute Resolution, etc. pertaining to the relevant business year and submit it to the Prime Minister.

2 前項の報告書に関する記載事項、提出期日その他必要な事項は、内閣府令で定める。
(2) The particulars for inclusion, the submission date, and any other particulars necessary for the report under the preceding paragraph are specified by Cabinet Office Order.

(報告徴収及び立入検査)

(Order for Production of Reports and On-Site Inspection)

第三百八条の二十一 内閣総理大臣は、紛争解決等業務の公正かつ的確な遂行のため必要があると認めるときは、指定紛争解決機関に対し、その業務に関し報告若しくは資料の提出を命じ、又は当該職員に、指定紛争解決機関の営業所若しくは事務所その他の施設に立ち入らせ、当該指定紛争解決機関の業務の状況に関し質問させ、若しくは帳簿書類その他の物件を検査させることができる。

Article 308-21 (1) When the Prime Minister finds it necessary for the fair and appropriate execution of Business of Dispute Resolution, etc., the Prime Minister may order a Designated Dispute Resolution Organization to make reports or submit materials concerning the business thereof, or have the officials enter the business office or office or any other facilities of a Designated Dispute Resolution Organization to inquire about the status of business of the relevant Designated Dispute Resolution Organization or inspect the books and documents or other articles.

2 内閣総理大臣は、紛争解決等業務の公正かつ的確な遂行のため特に必要があると認めるときは、その必要の限度において、指定紛争解決機関の加入保険業関係業者若しくは当該指定紛争解決機関から業務の委託を受けた者に対し、当該指定紛争解決機関の業務に関し参考となるべき報告若しくは資料の提出を命じ、又は当該職員に、これらの者の営業所若しくは事務所その他の施設に立ち入らせ、当該指定紛争解決機関の業務の状況に関し質問させ、若しくはこれらの者の帳簿書類その他の物件を検査させることができる。

(2) If and to the extent that the Prime Minister finds it especially necessary for the fair and appropriate execution of Business of Dispute Resolution, etc., the Prime Minister may order a Member Insurance-Related Business of the Designated Dispute Resolution Organization or a person the Designated Dispute Resolution Organization has entrusted with its business, to make reports or submit materials, or may have the officials enter the business office or office or any other facilities of these persons, inquire about the status of business of the relevant Designated Dispute Resolution Organization, or inspect books and documents or other articles of these persons.

(業務改善命令)

(Business Improvement Order)

第三百八条の二十二 内閣総理大臣は、指定紛争解決機関の紛争解決等業務の運営に関し、紛争解決等業務の公正かつ的確な遂行を確保するため必要があると認めるときは、その必要の限度において、当該指定紛争解決機関に対して、その業務の運営の改善に必要な措置を命ずることができる。

Article 308-22 (1) If and to the extent that the Prime Minister finds it necessary for ensuring the fair and appropriate execution of Business of Dispute Resolution, etc. with regard to the Designated Dispute Resolution Organization's management of the Business of Dispute Resolution, etc., the Prime Minister may order necessary measures for improving the business operation of the relevant Designated Dispute Resolution Organization.

2 内閣総理大臣は、指定紛争解決機関が次の各号のいずれかに該当する場合において、前項の規定による命令をしようとするときは、あらかじめ、法務大臣に協議しなければならない。

(2) If a Designated Dispute Resolution Organization falls under any of the following items, when the Prime Minister seeks to give the order under the preceding paragraph, the Prime Minister must consult with the Minister of Justice in advance:

一 第三百八条の二第一項第五号から第七号までに掲げる要件（紛争解決手続の業務に係る部分に限り、同号に掲げる要件にあっては、第三百八条の七第四項各号及び第五項各号に掲げる基準に係るものに限る。以下この号において同じ。）に該当しないこととなった場合又は第三百八条の二第一項第五号から第七号までに掲げる要件に該当しないこととなるおそれがあると認められる場合

(i) cases where the Designated Dispute Resolution Organization has come to no longer satisfy the requirements set forth in Article 308-2, paragraph (1), items (v) to (vii) (limited to the part pertaining to the operations of Dispute Resolution Procedures, the requirement set forth in item (vii) of that paragraph is one pertaining to the standards listed in the items of Article 308-7, paragraph (4) or the items of paragraph (5) of that Article; hereinafter the same applies in this item) or where the Designated Dispute Resolution Organization is found likely to come to no longer satisfy the requirements set forth in Article 308-2, paragraph (1), items (v) to (vii); or

二 第三百八条の五、第三百八条の六、第三百八条の九又は第三百八条の十三の規定に違反した場合（その違反行為が紛争解決手続の業務に係るものである場合に限る。）

(ii) cases where the Designated Dispute Resolution Organization has violated the provisions of Article 308-5, Article 308-6, Article 308-9, or Article 308-13 (limited to cases where such violation is one that is related to the operations of Dispute Resolution Procedures).

(紛争解決等業務の休廃止)

(Suspension or Discontinuation of Business of Dispute Resolution)

第三百八条の二十三 指定紛争解決機関は、紛争解決等業務の全部若しくは一部の休止（次項に規定する理由によるものを除く。）をし、又は廃止をしようとするときは、内閣総理大臣の認可を受けなければならない。

Article 308-23 (1) When a Designated Dispute Resolution Organization seeks to suspend (excluding the suspension on the grounds prescribed in the following paragraph) or discontinue all or part of the Business of Dispute Resolution, etc., it must obtain authorization from the Prime Minister.

2 指定紛争解決機関が、天災その他のやむを得ない理由により紛争解決等業務の全部又は一部の休止をした場合には、直ちにその旨を、理由を付して内閣総理大臣に届け出なければならない。指定紛争解決機関が当該休止をした当該紛争解決等業務の全部又は一部を再開するときも、同様とする。

(2) If a Designated Dispute Resolution Organization has suspended all or part of its Business of Dispute Resolution, etc. due to a natural disaster or any other inevitable grounds, it must immediately notify the Prime Minister of this, appending the reasons therefor. The same applies if the Designated Dispute Resolution Organization recommences all or part of its suspended Business of Dispute Resolution, etc.

3 第一項の規定による休止若しくは廃止の認可を受け、又は前項の休止をした指定紛争解決機関は、当該休止又は廃止の日から二週間以内に、当該休止又は廃止の日に苦情処理手続又は紛争解決手続（他の指定紛争解決機関又は他の法律の規定による指定であつて紛争解決等業務に相当する業務に係るものとして政令で定めるものを受けた者（以下この項において「委託紛争解決機関」という。）から業務の委託を受けている場合における当該委託に係る当該委託紛争解決機関の苦情を処理する手続又は紛争の解決を図る手続を含む。次条第四項において同じ。）が実施されていた当事者、当該当事者以外の加入保険業関係業者及び他の指定紛争解決機関に当該休止又は廃止をした旨を通知しなければならない。指定紛争解決機関が当該休止をした当該紛争解決等業務の全部又は一部を再開するときも、同様とする。

(3) A Designated Dispute Resolution Organization that has obtained the authorization for suspension or discontinuation under paragraph (1) or that has implemented the suspension under the preceding paragraph must notify the Parties for which Complaint Processing Procedures or Dispute Resolution Procedures have been implemented (if another Designated Dispute Resolution Organization or a person with the legally provided for designation specified by Cabinet Order as involving business equivalent to Business of Dispute Resolution, etc. (hereinafter collectively referred to as the "Entrusting Dispute Resolution Organization" in this paragraph), has entrusted the relevant Designated Dispute Resolution Organization with its business, this includes procedures for processing complaints of the Entrusting Dispute Resolution Organization in connection with the entrustment or procedures for dispute resolution; the same applies in paragraph (4) of the following Article), the

Member Insurance-Related Businesses other than the relevant Parties, and other Designated Dispute Resolution Organization(s), of the fact of the suspension or discontinuation within two weeks from the day of the relevant suspension or discontinuation or on the day of the relevant suspension or discontinuation. The same applies when the Designated Dispute Resolution Organization recommences all or part of the suspended Business of Dispute Resolution, etc.

(指定の取消し等)

(Rescission of Designation)

第三百八条の二十四 内閣総理大臣は、指定紛争解決機関が次の各号のいずれかに該当するときは、第三百八条の二第一項の規定による指定を取り消し、又は六月以内の期間を定めて、その業務の全部若しくは一部の停止を命ずることができる。

Article 308-24 (1) When a Designated Dispute Resolution Organization falls under any of the following items, the Prime Minister may rescind the designation under Article 308-2, paragraph (1) or order the suspension of all or part of its business by specifying a period not exceeding six months:

一 第三百八条の二第一項第二号から第七号までに掲げる要件に該当しないこととなったとき、又は指定を受けた時点において同項各号のいずれかに該当していなかったことが判明したとき。

(i) when the Designated Dispute Resolution Organization has come to no longer satisfy the requirements listed in Article 308-2, paragraph (1), items (ii) to (vii), or the Designated Dispute Resolution Organization is found to have not fallen under any of the items of that paragraph at the time when receiving the designation;

二 不正の手段により第三百八条の二第一項の規定による指定を受けたとき。

(ii) when the Designated Dispute Resolution Organization has received the designation under Article 308-2, paragraph (1) by wrongful means; or

三 法令又は法令に基づく処分に違反したとき。

(iii) when the Designated Dispute Resolution Organization has violated laws and regulations or a disposition under laws and regulations.

2 内閣総理大臣は、指定紛争解決機関が次の各号のいずれかに該当する場合において、前項の規定による処分又は命令をしようとするときは、あらかじめ、法務大臣に協議しなければならない。

(2) If a Designated Dispute Resolution Organization falls under any of the following items, when the Prime Minister seeks to make a disposition or order under the preceding paragraph, the Prime Minister must consult with the Minister of Justice in advance:

一 第三百八条の二第一項第五号から第七号までに掲げる要件（紛争解決手続の業務に係る部分に限り、同号に掲げる要件にあつては、第三百八条の七第四項各号及び第五項各号に掲げる基準に係るものに限る。以下この号において同じ。）に該当し

ないこととなった場合又は第三百八条の二第一項の規定による指定を受けた時点において同項第五号から第七号までに掲げる要件に該当していなかったことが判明した場合

(i) cases where the Designated Dispute Resolution Organization has come to no longer satisfy the requirements listed in Article 308-2, paragraph (1), items (v) to (vii) (limited to the part pertaining to the operations of Dispute Resolution Procedures, the requirement set forth in item (vii) of that paragraph is limited to one related to the standards listed in the items of Article 308-7, paragraph (4) or the items of paragraph (5) of that Article; hereinafter the same applies in this item), or the Designated Dispute Resolution Organization is found not to have satisfied the requirements set forth in Article 308-2, paragraph (1), items (v) to (vii) at the time it received the designation under Article 308-2, paragraph (1); or

二 第三百八条の五、第三百八条の六、第三百八条の九又は第三百八条の十三の規定に違反した場合（その違反行為が紛争解決手続の業務に係るものである場合に限る。）

(ii) cases where the Designated Dispute Resolution Organization has violated the provisions of Article 308-5, Article 308-6, Article 308-9, or Article 308-13 (limited to cases where such violation is one that is related to the operation of Dispute Resolution Procedures).

3 内閣総理大臣は、第一項の規定により第三百八条の二第一項の規定による指定を取り消したときは、その旨を官報で告示するものとする。

(3) If the Prime Minister has rescinded a designation under Article 308-2, paragraph (1) pursuant to the provisions of paragraph (1), the Prime Minister is to give public notice of this in the Official Gazette.

4 第一項の規定により第三百八条の二第一項の規定による指定の取消しの処分を受け、又はその業務の全部若しくは一部の停止の命令を受けた者は、当該処分又は命令の日から二週間以内に、当該処分又は命令の日に苦情処理手続又は紛争解決手続が実施されていた当事者、当該当事者以外の加入保険業関係業者及び他の指定紛争解決機関に当該処分又は命令を受けた旨を通知しなければならない。

(4) Any person who has received a disposition of rescission of the designation under Article 308-2, paragraph (1) or an order for suspension of all or part of its business pursuant to the provisions of paragraph (1), within two weeks from the day of the relevant disposition or order, they must notify the Parties for which Complaint Processing Procedures or Dispute Resolution Procedures had been implemented, a Member Insurance-Related Business other than the Parties, and other Designated Dispute Resolution Organization(s) to the effect that they have received the disposition or order.

第五編 雑則

Part V Miscellaneous Provisions

(保険契約の申込みの撤回等)

(Revocation of an Offer for an Insurance Contract)

第三百九条 保険会社等若しくは外国保険会社等に対し保険契約の申込みをした者又は保険契約者（以下この条において「申込者等」という。）は、次に掲げる場合を除き、書面によりその保険契約の申込みの撤回又は解除（以下この条において「申込みの撤回等」という。）を行うことができる。

Article 309 (1) Any person that has made an offer for an insurance contract to an Insurance Company, etc. or a Foreign Insurance Company, etc., or any of the Policyholders of such company (hereinafter referred to as "Offeror, etc." in this Article) may revoke or cancel the offer in writing (hereinafter referred to as "Revocation of an Offer, etc." in this Article), unless:

一 申込者等が、内閣府令で定めるところにより、保険契約の申込みの撤回等に関する事項を記載した書面を交付された場合において、その交付をされた日と申込みをした日とのいずれか遅い日から起算して八日を経過したとき。

(i) a document detailing the particulars for the Revocation of an Offer, etc. for an insurance contract has been issued to the Offeror, etc. pursuant to the provisions of Cabinet Office Order, and eight days have elapsed counting from the issue date of such document or the date of the offer, whichever is later;

二 申込者等が、営業若しくは事業のために、又は営業若しくは事業として締結する保険契約として申込みをしたとき。

(ii) the Offeror, etc. made the offer to conclude the insurance contract for the purpose of, or on behalf of, its operation or business;

三 一般社団法人若しくは一般財団法人、特別の法律により設立された法人、法人でない社団若しくは財団で代表者若しくは管理人の定めのあるもの又は国若しくは地方公共団体が保険契約の申込みをしたとき。

(iii) the offer was made by a general incorporated association or general incorporated foundation, a corporation formed under a special Act, a non-incorporated association or foundation with a designated representative or administrator, or the national government or a local government;

四 当該保険契約の保険期間が一年以下であるとき。

(iv) the insurance contract has a term of coverage of one year or less;

五 当該保険契約が、法令により申込者等が加入を義務付けられているものであるとき。

(v) the Offeror, etc. is required by law to take out the insurance contract; or

六 申込者等が保険会社等、外国保険会社等、特定保険募集人又は保険仲立人の営業所、事務所その他の場所において保険契約の申込みをした場合その他の場合で、申込者等の保護に欠けるおそれがないと認められるものとして政令で定める場合

(vi) the Offeror, etc. has offered the insurance contract at a business office or any other office or facility of an Insurance Company, etc., Foreign Insurance

Company, etc., Specified Insurance Agent, Insurance Broker, or otherwise, and the situation falls under any of the cases specified by Cabinet Order as posing no risk to the protection of the Offeror, etc.

- 2 前項第一号の場合において、保険会社等又は外国保険会社等は、同号の規定による書面の交付に代えて、政令で定めるところにより、当該申込者等の承諾を得て、当該書面に記載すべき事項を電子情報処理組織を使用する方法その他の情報通信の技術を利用する方法であって内閣府令で定めるものにより提供することができる。この場合において、当該保険会社等又は外国保険会社等は、当該書面を交付したものとみなす。
- (2) In the case referred to in item (i) of the preceding paragraph, an Insurance Company, etc. or Foreign Insurance Company, etc. may, in lieu of issuing of the document set forth in that item, provide the relevant person with the particulars that are required to be included in the document by a method using an electronic data processing system or any other method using information and communication technology to be specified by Cabinet Office Order, pursuant to the provisions of Cabinet Order and with the approval of the Applicant, etc. In this case, the Insurance Company, etc. or Foreign Insurance Company, etc. is deemed to have issued that document.
- 3 前項前段に規定する方法（内閣府令で定める方法を除く。）により第一項第一号の規定による書面の交付に代えて行われた当該書面に記載すべき事項の提供は、申込者等の使用に係る電子計算機に備えられたファイルへの記録がされた時に当該申込者等に到達したものとみなす。
- (3) Where the method set forth in the first sentence of the preceding paragraph (other than the method to be specified by Cabinet Office Order) is used in lieu of issuing the document set forth in paragraph (1), item (i), the particulars that are required to be included in that document is deemed to have arrived with the Offeror, etc. when they have been recorded on a file stored in the computer used by the Offeror, etc.
- 4 保険契約の申込みの撤回等は、当該保険契約の申込みの撤回等に係る書面を発した時に、その効力を生ずる。
- (4) The Revocation of an Offer, etc. for an insurance contract is to take effect when the document on the Revocation of the Offer, etc. is issued.
- 5 保険会社等又は外国保険会社等は、保険契約の申込みの撤回等があった場合には、申込者等に対し、その申込みの撤回等に伴う損害賠償又は違約金その他の金銭の支払を請求することができない。ただし、第一項の規定による保険契約の解除の場合における当該解除までの期間に相当する保険料として内閣府令で定める金額については、この限りでない。
- (5) If a Revocation of an Offer, etc. for an insurance contract has been effected, the Insurance Company, etc. or Foreign Insurance Company, etc. may not demand from the Offeror, etc. payment for any damages, penalties or other money for the Revocation of the Offer, etc.; provided, however, that this does not apply, in the case of revocation of an insurance contract under paragraph

- (1), to the amount of money specified by Cabinet Office Order as equivalent to the insurance premium for the period leading to the date of such revocation.
- 6 保険会社等又は外国保険会社等は、保険契約の申込みの撤回等があった場合において、当該保険契約に関連して金銭を受領しているときは、申込者等に対し、速やかに、これを返還しなければならない。ただし、第一項の規定による保険契約の解除の場合における当該保険契約に係る保険料の前払として受領した金銭のうち前項の内閣府令で定める金額については、この限りでない。
- (6) If a Revocation of an Offer, etc. for an insurance contract has been effected, the Insurance Company, etc. or Foreign Insurance Company, etc. must promptly refund to the Offeror, etc. any money received in connection with the insurance contract; provided, however, that this does not apply, in the case of revocation of an insurance contract under paragraph (1), to that part of the money received as prepayment of the insurance premium pertaining to the insurance contract which corresponds to the amount set forth in the preceding paragraph specified by Cabinet Office Order.
- 7 特定保険募集人その他の保険募集を行う者は、保険契約につき申込みの撤回等があった場合において、当該保険契約に関連して金銭を受領しているときは、申込者等に対し、速やかに、これを返還しなければならない。
- (7) If a Revocation of an Offer, etc. for an insurance contract has been effected, the Specified Insurance Agent or any other person engaged in Insurance Solicitation must promptly refund to the Offeror, etc. any money received in connection with the insurance contract.
- 8 保険仲立人その他の保険募集を行う者は、保険会社等又は外国保険会社等に保険契約の申込みの撤回等に伴い損害賠償その他の金銭を支払った場合において、当該支払に伴う損害賠償その他の金銭の支払を、申込みの撤回等をした者に対し、請求することができない。
- (8) An Insurance Broker or any other person engaged in Insurance Solicitation that has paid to an Insurance Company, etc. or Foreign Insurance Company, etc. any damages or other money for the Revocation of an Offer, etc. for an insurance contract may not, in connection with such payment, demand from the person who effected the Revocation of the Offer, etc. payment of any damages or other money.
- 9 保険契約の申込みの撤回等の当時、既に保険金の支払の事由が生じているときは、当該申込みの撤回等は、その効力を生じない。ただし、申込みの撤回等を行った者が、申込みの撤回等の当時、既に保険金の支払の事由の生じたことを知っているときは、この限りでない。
- (9) The Revocation of an Offer, etc. for an insurance contract is not to take effect if any event that gives rise to payment of an insurance proceeds has occurred by the time of such Revocation of the Offer, etc.; provided, however, that this does not apply where the person who effected the Revocation of the Offer, etc. knew that an event giving rise to payment of insurance proceeds had occurred

by the time of such Revocation of the Offer, etc.

10 第一項及び第四項から前項までの規定に反する特約で申込者等に不利なものは、無効とする。

(10) Any special provisions in an insurance contract that violate any of the provisions of paragraphs (1) and (4) to (9) is null and void if it is disadvantageous to the Offeror, etc.

(認可等の条件)

(Condition for Authorization)

第三百十条 内閣総理大臣又は内閣総理大臣及び財務大臣は、この法律の規定による認可、許可又は承認（次項及び第三百十二条において「認可等」という。）に条件を付し、及びこれを変更することができる。

Article 310 (1) The Prime Minister, or the Prime Minister and the Minister of Finance, may impose conditions on any authorization, permission or approval (referred to as "Authorization, etc." in the following paragraph and Article 312) prescribed in this Act or change them.

2 前項の条件は、認可等の趣旨に照らして、又は認可等に係る事項の確実な実施を図るため必要最小限のものでなければならない。

(2) The conditions set forth in the preceding paragraph, in light of the purpose of the Authorization, etc., must be the minimum necessary for ensuring assured implementation of the particulars of the Authorization, etc.

(検査職員の証票の携帯及び提示等)

(Carrying and Showing of Identification Card by Inspecting Personnel)

第三百十一条 第二百二十二条の二第四項、第二百二十九条（第一百七十九条第二項及び第二百七十一条第三項において準用する場合を含む。）、第二百一条（第二百十二条第六項及び第二百七十一条第三項において準用する場合を含む。）、第二百二十七条（第二百三十五条第五項及び第二百七十一条第三項において準用する場合を含む。）、第二百六十五条の四十六、第二百七十一条の九、第二百七十一条の十三（第二百七十二條の三十四第一項において準用する場合を含む。）、第二百七十一条の二十八（第二百七十二條の四十第二項において準用する場合を含む。）、第二百七十二條の二十三（第一百七十九条第二項及び第二百七十一条第三項において準用する場合を含む。）、第三百五条又は第三百八条の二十一の規定による立入り、質問又は検査をする職員は、その身分を示す証票を携帯し、関係人の請求があつたときは、これを提示しなければならない。

Article 311 (1) The personnel who make an entry, ask questions or conduct inspection under Article 122-2, paragraph (4), Article 129 (including the cases where it is applied mutatis mutandis pursuant to Article 179, paragraph (2) and Article 271, paragraph (3)), Article 201 (including the cases where it is applied mutatis mutandis pursuant to Article 212, paragraph (6) and Article 271, paragraph (3)), Article 227 (including the cases where it is applied mutatis

mutandis pursuant to Article 235, paragraph (5) and Article 271, paragraph (3)), Article 265-46, Article 271-9, Article 271-13 (including the cases where it is applied mutatis mutandis pursuant to Article 272-34, paragraph (1)), Article 271-28 (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (2)), Article 272-23 (including the cases where it is applied mutatis mutandis pursuant to Article 179, paragraph (2) and Article 271, paragraph (3)), Article 305 or Article 308-21 must carry their identification cards with them and show it on the request of a relevant person.

2 前項に規定する各規定による立入り、質問又は検査の権限は、犯罪捜査のために認められたものと解してはならない。

(2) The authority to make an entry, ask questions or conduct inspection prescribed in the preceding paragraph must not be construed as given for any criminal investigation.

(財務大臣への協議)

(Consultation with the Minister of Finance)

第三百十一条の二 内閣総理大臣は、保険会社等、外国保険会社等又は免許特定法人に対し次に掲げる処分をすることが保険業に対する信頼性の維持に重大な影響を与えるおそれがあると認めるときは、あらかじめ、保険業に対する信頼性の維持を図るために必要な措置に関し、財務大臣に協議しなければならない。

Article 311-2 (1) If the Prime Minister finds that reaching any of the following dispositions with regard to an Insurance Company, etc., a Foreign Insurance Company, etc. or a licensed specified corporation could have a serious impact on the maintenance of the credibility of Insurance Business, the Prime Minister must consult in advance with the Minister of Finance on the necessary measures for maintaining the credibility of Insurance Business:

一 第三百三十二条第一項、第三百三十三条、第二百四条第一項、第二百五条、第二百三十一条第一項、第二百三十一条、第二百四十一条第一項、第二百七十一条の三十第一項若しくは第四項（第二百七十二條の四十第二項において準用する場合を含む。）又は第二百七十二條の二十六第一項の規定による業務の全部又は一部の停止の命令

(i) an order for total or partial suspension of business under Article 132, paragraph (1), Article 133, Article 204, paragraph (1), Article 205, Article 230, paragraph (1), Article 231, Article 241, paragraph (1), Article 271-30, paragraph (1) or (4) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (2)), or Article 272-26, paragraph (1);

二 第二百四十條の三の規定による業務の停止の命令

(ii) an order for suspension of business under Article 240-3;

三 第三百三十三条、第三百三十四条、第二百五条、第二百六条、第二百三十一条、第二百三十二条、第二百七十二條の二十六第一項又は第二百七十二條の二十七の規定による第三条第一項、第八十五条第一項若しくは第二百十九条第一項の免許又は第

二百七十二条第一項の登録の取消し

(iii) cancellation of the license set forth in Article 3, paragraph (1), Article 185, paragraph (1) or Article 219, paragraph (1), or the registration set forth in Article 272, paragraph (1) under Article 133, Article 134, Article 205, Article 206, Article 231, Article 232, Article 272-26, paragraph (1) or Article 272-27; or

四 第二百四十一条第一項の規定による保険管理人による業務及び財産の管理を命ずる処分

(iv) a disposition ordering the administration of business and property by a receiver of an insurer under Article 241, paragraph (1).

2 内閣総理大臣は、その行おうとする次の各号に掲げる処分により当該各号に定める機構の業務が行われたならば、機構の利用可能な資金の状況が著しく悪化し保険業に対する信頼性の維持に重大な影響を与えるおそれがあると認めるときは、あらかじめ、保険業に対する信頼性の維持を図るために必要な措置に関し、財務大臣に協議しなければならない。

(2) Before the Prime Minister finds that if a Corporation were to conduct any of the business listed in the following items pursuant to their disposition listed in the relevant item, the condition of the funds available to the Corporation would deteriorate extremely, thus posing the risk of a serious impact on the maintenance of the credibility of the Insurance Business, the Prime Minister must consult in advance with the Minister of Finance on the necessary measures for maintaining the credibility of the Insurance Business:

一 第二百六十八条第一項、第二百七十条第一項、第二百七十条の三の十二第一項若しくは第二百七十条の六の三第一項の認定又は第二百六十九条第一項、第二百七十条の三の十三第三項若しくは第二百七十条の六の四第三項の付記 保険契約の移転等（第二百六十条第一項に規定する保険契約の移転等をいう。）、保険契約の承継（同条第七項に規定する保険契約の承継をいう。）、保険契約の再承継（同条第八項に規定する保険契約の再承継をいう。）又は保険契約の再移転（同条第十一項に規定する保険契約の再移転をいう。）のための第二百六十五条の二十八第一項第三号に規定する資金援助

(i) the authorization set forth in Article 268, paragraph (1), Article 270, paragraph (1), Article 270-3-12, paragraph (1) or Article 270-6-3, paragraph (1), or the supplementary note set forth in Article 269, paragraph (1), Article 270-3-13, paragraph (3) or Article 270-6-4, paragraph (3): the Financial Assistance set forth in Article 265-28, paragraph (1), item (iii) for transfer, etc. of insurance contracts (meaning the transfer, etc. of insurance contracts set forth in Article 260, paragraph (1)), succession of insurance contracts (meaning the succession of insurance contracts set forth in Article 260, paragraph (7)), Succession of Taken Over Insurance Contracts (meaning the Succession of Taken Over Insurance Contracts set forth in Article 260, paragraph (8)) or retransfer of insurance contracts (meaning the retransfer

of insurance contracts set forth in Article 260, paragraph (11)); or
二 第二百七十条第一項の認定 第二百六十五条の二十八第一項第五号に規定する保険契約の引受け

(ii) the authorization set forth in Article 270, paragraph (1): the Underwriting of Insurance Contracts set forth in Article 265-28, paragraph (1), item (v).

(財務大臣への通知)

(Notice to the Minister of Finance)

第三百十一条の三 内閣総理大臣は、次に掲げる処分をしたときは、速やかに、その旨を財務大臣に通知するものとする。

Article 311-3 (1) If the Prime Minister has reached any of the following dispositions, the Prime Minister is to promptly notify the Minister of Finance of this:

一 第三条第一項、第八十五条第一項若しくは第二百十九条第一項の規定による免許又は第二百七十二条第一項の規定による登録

(i) the license set forth in Article 3, paragraph (1), Article 185, paragraph (1) or Article 219, paragraph (1), or the registration set forth in Article 272, paragraph (1);

二 第六十六条第七項（第二百六十条第二項に規定する破綻保険会社に該当する保険会社その他の内閣府令・財務省令で定める保険会社を子会社としようとする場合に限る。）、第三百九条第一項（第二百七十二条の二十九において準用する場合を含む。）、第四百十二条（第二百七十二条の三十第一項において準用する場合を含む。）、第五百三条第一項、第六十七条第一項、第二百八条、第二百三十三条、第二百七十一条の十第一項若しくは第二項ただし書、第二百七十一条の十八第一項若しくは第三項ただし書、第二百七十一条の三十一第一項から第三項まで、第二百七十二条の三十一第一項若しくは第二項ただし書又は第二百七十二条の三十五第一項若しくは第三項ただし書の規定による認可又は承認

(ii) the authorization or approval set forth in Article 106, paragraph (7) (limited to the cases where the applicant seeks to make a Subsidiary Company out of an Insurance Company that falls under the category of Bankrupt Insurance Company as defined in Article 260, paragraph (2) or any other Insurance Company specified by Cabinet Office Order/Order of the Ministry of Finance), Article 139, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-29), Article 142 (including the cases where it is applied mutatis mutandis pursuant to Article 272-30, paragraph (1)), Article 153, paragraph (1), Article 167, paragraph (1), Article 208, Article 233, Article 271-10, paragraph (1), the proviso to Article 271-10, paragraph (2), Article 271-18, paragraph (1), the proviso to Article 271-18, paragraph (3), Article 271-31, paragraphs (1) to (3), Article 272-31, paragraph (1), the proviso to Article 272-31, paragraph (2), Article 272-35, paragraph (1) or the proviso to Article 272-35, paragraph (3);

三 第三百三十二条第一項、第三百三十三条、第二百四条第一項、第二百五条、第二百三十一条第一項、第二百三十一条、第二百四十条の三、第二百四十一条第一項、第二百四十七条第五項、第二百五十八条第一項、第二百七十一条の六、第二百七十一条の七、第二百七十一条の十第四項、第二百七十一条の十四（第二百七十二条の三十四第一項において準用する場合を含む。）、第二百七十一条の十五、第二百七十一条の十六第一項（第二百七十二条の三十四第一項において準用する場合を含む。）、第二百七十一条の十八第五項、第二百七十一条の二十九第一項若しくは第三項若しくは第二百七十一条の三十第一項若しくは第四項（これらの規定を第二百七十二条の四十第二項において準用する場合を含む。）、第二百七十二条の二十五第一項、第二百七十二条の二十六第一項若しくは第二項、第二百七十二条の三十一第四項又は第二百七十二条の三十五第五項の規定による命令（改善計画の提出を求めることを含む。）

(iii) giving of an order (including any request for the submission of an improvement program) set forth in Article 132, paragraph (1), Article 133, Article 204, paragraph (1), Article 205, Article 230, paragraph (1), Article 231, Article 240-3, Article 241, paragraph (1), Article 247, paragraph (5), Article 258, paragraph (1), Article 271-6, Article 271-7, Article 271-10, paragraph (4), Article 271-14 (including the cases where it is applied mutatis mutandis pursuant to Article 272-34, paragraph (1)), Article 271-15, Article 271-16, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-34, paragraph (1)), Article 271-18, paragraph (5), Article 271-29, paragraph (1) or paragraph (3), or Article 271-30, paragraph (1) or (4) (including the cases where any of those provisions is applied mutatis mutandis pursuant to Article 272-40, paragraph (2)), Article 272-25, paragraph (1), Article 272-26, paragraph (1) or (2), Article 272-31, paragraph (4), or Article 272-35, paragraph (5);

四 第三百三十三条、第三百三十四条、第二百五条、第二百六条、第二百三十一条若しくは第三百三十二条の規定による第三条第一項、第八十五条第一項若しくは第十九条第一項の免許の取消し又は第二百七十二条の二十六第一項若しくは第二百七十二条の二十七の規定による第二百七十二条第一項の登録の取消し

(iv) rescission of the license set forth in Article 3, paragraph (1), Article 185, paragraph (1) or Article 219, paragraph (1) pursuant to the provisions of Article 133, 134, 205, 206, 231 or 232, or cancellation of the registration set forth in Article 272, paragraph (1) pursuant to the provisions of Article 272-26, paragraph (1) or Article 272-27;

五 第二百七十一条の十六第一項の規定による第二百七十一条の十第一項若しくは第二項ただし書の認可の取消し、第二百七十一条の三十第一項の規定による第二百七十一条の十八第一項若しくは第三項ただし書の認可の取消し、第二百七十二条の三十四第一項において準用する第二百七十一条の十六第一項の規定による第二百七十二条の三十一第一項若しくは第二項ただし書の承認の取消し又は第二百七十二条の四十第二項において準用する第二百七十一条の三十第一項の規定による第二百七十

二条の三十五第一項若しくは第三項ただし書の承認の取消し

(v) rescission of the authorization set forth in Article 271-10, paragraph (1) or the proviso to Article 271-10, paragraph (2) pursuant to the provisions of Article 271-16, paragraph (1), rescission of the authorization set forth in Article 271-18, paragraph (1) or the proviso to Article 271-18, paragraph (3) pursuant to the provisions of Article 271-30, paragraph (1), rescission of the approval set forth in Article 272-31, paragraph (1) or the proviso to Article 272-31, paragraph (2) pursuant to the provisions of Article 271-16, paragraph (1) as applied mutatis mutandis pursuant to Article 272-34, paragraph (1), or rescission of the approval set forth in Article 272-35, paragraph (1) or the proviso to Article 272-35, paragraph (3) pursuant to the provisions of Article 271-30, paragraph (1) as applied mutatis mutandis pursuant to Article 272-40, paragraph (2);

六 第二百四十一条第一項の規定による保険管理人による業務及び財産の管理を命ずる処分

(vi) any disposition ordering the administration of business and property by a receiver of an insurer under Article 241, paragraph (1); or

七 第二百四十七条第二項又は第四項の規定による承認

(vii) the approval set forth in Article 247, paragraph (2) or (4).

2 内閣総理大臣は、次に掲げる規定による届出（第一号及び第四号に掲げる規定による届出にあつては、内閣府令・財務省令で定める場合に係るものに限る。）があつたときは、速やかに、その旨を財務大臣に通知するものとする。

(2) If the Prime Minister has received notice under any of the following provisions (for notice under the provisions listed in items (i) or (iv), limited to one involving the cases specified by Cabinet Office Order or Ministry of Finance Order), promptly notify the Minister of Finance of this:

一 第二百二十七条第一項（同項第八号に係る部分に限る。）

(i) Article 127, paragraph (1) (limited to the segment pertaining to item (viii) of that paragraph);

二 第二百九条（同条第五号から第八号までに係る部分に限る。）

(ii) Article 209 (limited to the segment pertaining to items (v) to (viii) of that Article);

三 第二百三十四条（同条第四号から第七号までに係る部分に限る。）

(iii) Article 234 (limited to the segment pertaining to items (iv) to (vii) of that Article); or

四 第二百七十二条の二十一第一項（第六号に係る部分に限る。）

(iv) Article 272-21, paragraph (1) (limited to the segment pertaining to item (vi)).

（財務大臣への資料提出等）

(Submission of Materials to the Minister of Finance)

第三百十一条の四 財務大臣は、その所掌に係る金融破綻処理制度及び金融危機管理に関し、保険業に係る制度の企画又は立案をするため必要があると認めるときは、内閣総理大臣に対し、必要な資料の提出及び説明を求めることができる。

Article 311-4 (1) If the Minister of Finance finds it necessary for planning or drafting a system for Insurance Business in connection with the financial bankruptcy processing system and financial crisis management under their jurisdiction, the Minister of Finance is to request the Prime Minister to submit materials and provide explanations as necessary.

2 財務大臣は、その所掌に係る金融破綻処理制度及び金融危機管理に関し、保険業に係る制度の企画又は立案をするため特に必要があると認めるときは、その必要の限度において、保険会社等、外国保険会社等、免許特定法人の総代理店（第二百十九条第一項に規定する総代理店をいう。）、保険主要株主、保険持株会社、少額短期保険主要株主、少額短期保険持株会社その他の関係者に対し、資料の提出、説明その他の協力を求めることができる。

(2) If and to the extent that the Minister of Finance finds it particularly necessary for designing or planning a system pertaining to the Insurance Business in connection with the financial bankruptcy processing system and financial crisis management under their jurisdiction, the Minister of Finance may request an Insurance Company, etc., a Foreign Insurance Company, etc., the General Representative of a licensed specified corporation (meaning the General Representative set forth in Article 219, paragraph (1)), an Insurance Company's Major Shareholder, an Insurance Holding Company, a Small Amount and Short Term Insurer's Major Shareholder, a Small Amount and Short Term Insurance Holding Company or any other relevant person to submit materials or to provide explanations or other cooperation.

(内閣府令等への委任)

(Delegation to Cabinet Office Order)

第三百十二条 この法律に定めるもののほか、この法律による認可等に関する申請の手続、書類の提出の手続その他この法律を実施するため必要な事項は、内閣府令（機構及びその行う業務に係るものにあつては、内閣府令・財務省令）で定める。

Article 312 Beyond what is prescribed in this Act, the procedures for application and submission of documents for Authorization, etc. under this Act and any other particular necessary for the implementation of this Act is specified by Cabinet Office Order (or, Cabinet Office Order or Ministry of Finance Order for any particular of a Corporation and its business).

(権限の委任)

(Delegation of Authority)

第三百十三条 内閣総理大臣は、この法律による権限（政令で定めるものを除く。）を金融庁長官に委任する。

Article 313 (1) The Prime Minister is to delegate their authority under this Act (excluding those specified by Cabinet Order) to the Commissioner of the Financial Services Agency

2 金融庁長官は、政令で定めるところにより、前項の規定により委任された権限の一部を財務局長又は財務支局長に委任することができる。

(2) The Commissioner of the Financial Services Agency may, pursuant to the provisions of Cabinet Order, delegate part of the authority that has been delegated pursuant to the provisions of the preceding paragraph to the Director-Generals of Local Finance Bureaus or Local Finance Branch Offices.

(経過措置)

(Transitional Measures)

第三百十四条 この法律の規定に基づき命令を制定し、又は改廃する場合においては、その命令で、その制定又は改廃に従い合理的に必要と判断される範囲内において、所要の経過措置（罰則に関する経過措置を含む。）を定めることができる。

Article 314 Whenever an order is enacted, revised or abolished pursuant to this Act, necessary transitional measures (including transitional measures concerning penal provisions) may be provided for by that order, to the extent considered reasonably necessary for its enactment, revision or discontinuation.

第六編 罰則

Part VI Penal Provisions

第三百十五条 次の各号のいずれかに該当する者は、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 315 Any person who falls under any of the following items are punished by imprisonment with work for not more than three years or a fine of not more than three million yen, or both:

一 第三条第一項の規定に違反して、内閣総理大臣の免許を受けずに保険業を行った者

(i) a person who has conducted Insurance Business without obtaining the license of the Prime Minister, in violation of the provisions of Article 3, paragraph (1);

二 第七条の二（第百九十九条において準用する場合を含む。）の規定に違反して、他人に保険業を行わせた者

(ii) a person who had another person conduct Insurance Business in violation of Article 7-2 (including the cases where it is applied mutatis mutandis pursuant to Article 199);

三 第九十九条第八項（第百九十九条において準用する場合を含む。）において準用する信託業法第二十四条第一項第一号の規定に違反して、同号に掲げる行為（同法第二条第三項各号に掲げる信託の引受けに係るものを除く。）をした者

- (iii) a person who, in violation of Article 24, paragraph (1), item (i) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), conducted the act listed in the item (excluding an act relating to acceptance of trust listed in the items of Article 2, paragraph (3) of that Act);
- 四 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十七条第一項の規定による報告書（同法第二条第三項各号に掲げる信託の引受けに係るものを除く。以下この号において同じ。）を交付せず、又は虚偽の記載をした報告書を交付した者
- (iv) a person who failed to deliver a report under Article 27, paragraph (1) of the Trust Business Act as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199) (excluding a report pertaining to acceptance of trust listed in the items of Article 2, paragraph (3) of that Act; hereinafter the same applies in this item), or delivered the relevant report containing false statement;
- 五 第百条の五第一項（第九十九条において準用する場合を含む。）の規定に違反して、運用報告書を交付せず、若しくは同項に規定する事項を記載しない運用報告書若しくは虚偽の記載をした運用報告書を交付した者又は第百条の五第二項（第九十九条において準用する場合を含む。）に規定する方法により当該事項を欠いた提供若しくは虚偽の事項の提供をした者
- (v) a person who, in violation of Article 100-5, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 199), has failed to deliver an Investment Report, submitted an Investment Report not containing the matters prescribed in that paragraph or delivered an Investment Report containing false statement, or has provided information not containing the relevant information or false information by the method prescribed in Article 100-5, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 199);
- 六 不正の手段により第二百七十二条第一項の登録を受けた者
- (vi) a person who has obtained the registration set forth in Article 272, paragraph (1) by wrongful means;
- 七 第二百七十二条の九の規定に違反して、他人に少額短期保険業を行わせた者
- (vii) a person who had another person to conduct Small Amount and Short Term Insurance Business in violation of Article 272-9; and
- 八 第三百条第一項の規定に違反して、同項第一号に掲げる行為（運用実績連動型保険契約に係るものに限る。）をした者
- (viii) a person who, in violation of Article 300, paragraph (1), item (i), has conducted an act listed in item (i) of that paragraph (limited to an act relating to a Performance-linked Insurance Contract);
- 九 第三百条の二において準用する金融商品取引法第三十九条第一項の規定に違反し

た者

- (ix) any person who has violated the provisions of Article 39, paragraph (1) of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to Article 300-2.

第三百十五條の二 次に掲げる違反があった場合においては、その違反行為をした者は、二年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 315-2 In any of the following cases of violation, a person who has committed the violation is punished by imprisonment with work for not more than two years or a fine in an amount of more than three million yen, or both:

一 第二百七十一条の十八第一項の規定による内閣総理大臣の認可を受けずに、同項各号に掲げる取引若しくは行為により保険会社を子会社とする持株会社になったとき、又は保険会社を子会社とする持株会社を設立したとき。

(i) when a person, without obtaining the authorization of the Prime Minister under the provisions of Article 271-18, paragraph (1), by any of the transactions or actions listed in the items of the same paragraph, has become a Holding Company whose Subsidiary Companies include an Insurance Company, or incorporated a Holding Company whose Subsidiary Companies include an Insurance Company;

二 第二百七十一条の十八第三項の規定に違反して同項に規定する猶予期限日を超えて保険会社を子会社とする持株会社であったとき。

(ii) when the person had been, in violation of Article 271-18, paragraph (3), a Holding Company whose Subsidiary Companies included an Insurance Company beyond the Last Day of the Grace Period prescribed in the same paragraph;

三 第二百七十一条の十八第五項の規定による命令に違反して保険会社を子会社とする持株会社であったとき又は第二百七十一条の三十第二項の規定に違反して同項に規定する内閣総理大臣が指定する期間を超えて保険会社を子会社とする持株会社であったとき。

(iii) when the person had been a Holding Company whose Subsidiary Companies included an Insurance Company in violation of the order under the provisions of Article 271-18, paragraph (5), or when the person had been, in violation of Article 271-30, paragraph (2), a Holding Company whose Subsidiary Companies included an Insurance Company beyond the period of time designated by the Prime Minister prescribed in the same paragraph;

四 第二百七十二條の三十五第一項の規定による内閣総理大臣の承認を受けずに、同項各号に掲げる取引若しくは行為により少額短期保険業者を子会社とする持株会社になったとき、又は少額短期保険業者を子会社とする持株会社を設立したとき。

(iv) when the person has, without obtaining the approval of the Prime Minister under the provisions of Article 272-35, paragraph (1), through any of the transactions or actions listed in the items of the same paragraph, become a

Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company, or incorporated a Holding Company whose Subsidiary Companies include a Small Amount and Short Term Insurance Company;

五 第二百七十二条の三十五第三項の規定に違反して同項に規定する猶予期限日を超えて少額短期保険業者を子会社とする持株会社であったとき。

(v) when the person had been, in violation of Article 272-35, paragraph (3), a Holding Company whose Subsidiary Companies included a Small Amount and Short Term Insurance Company beyond the Last Day of the Grace Period prescribed in the same paragraph; and

六 第二百七十二条の三十五第五項の規定による命令に違反して少額短期保険業者を子会社とする持株会社であったとき、又は第二百七十二条の四十第二項において準用する第二百七十一条の三十第二項の規定に違反して同項に規定する内閣総理大臣が指定する期間を超えて少額短期保険業者を子会社とする持株会社であったとき。

(vi) when the person had been a Holding Company whose Subsidiary Companies included a Small Amount and Short Term Insurance Company in violation of the order under the provisions of Article 272-35, paragraph (5), or when the person had been, in violation of the provisions of Article 271-30, paragraph (2), as applied mutatis mutandis pursuant to Article 272-40, paragraph (2), a Holding Company whose Subsidiary Companies included a Small Amount and Short Term Insurance Company beyond the period of time designated by the Prime Minister prescribed in the same paragraph.

第三百十六条 次の各号のいずれかに該当する者は、二年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 316 Any person who falls under any of the following items are punished by imprisonment with work for not more than two years or a fine of not more than three million yen, or both:

一 第五条第二項（第百八十七条第五項において準用する場合を含む。）又は第二百二十一条第二項の規定により付した条件に違反した者

(i) any person who has violated the conditions imposed pursuant to the provisions of Article 5, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 187, paragraph (5)) or Article 221, paragraph (2);

二 第百三十二条第一項、第百三十三条、第二百四条第一項、第二百五条、第二百三十条第一項、第二百三十一条、第二百四十一条第一項、第二百七十一条の三十第一項若しくは第四項（第二百七十二条の四十第二項において準用する場合を含む。）又は第二百七十二条の二十六第一項の規定による業務の全部又は一部の停止の命令に違反した者

(ii) any person who has violated the order for the whole or partial suspension of the business under the provisions of Article 132, paragraph (1), Article 133,

Article 204, paragraph (1), Article 205, Article 230, paragraph (1), Article 231, Article 241, paragraph (1), Article 271-30, paragraph (1) or (4) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (2)), or Article 272-26, paragraph (1);

三 第二百四十条の三の規定による業務の停止の命令に違反した者

(iii) any person who has violated the order for suspension of the business under the provisions of Article 240-3;

四 第一百八十六条第一項の規定に違反した者

(iv) any person who has violated the provisions of Article 186, paragraph (1);

五 第一百八十八条第一項の規定により付した条件に違反した者

(v) any person who has violated the conditions imposed pursuant to the provisions of Article 188, paragraph (1);

六 第一百九十条第五項、第二百二十三条第五項又は第二百七十二条の五第五項の規定に違反した者

(vi) any person who has violated the provisions of Article 190, paragraph (5), Article 223, paragraph (5), or Article 272-5, paragraph (5); and

七 第二百四十五条（第二百五十八条第二項において準用する場合を含む。）、第二百五十条第五項（第二百七十条の四第九項において準用する場合を含む。）、第二百五十四条第四項又は第二百五十五条の二第三項の規定に違反して業務を行った者

(vii) any person who has conducted business in violation of Article 245 (including the cases where it is applied mutatis mutandis pursuant to Article 258, paragraph (2)), Article 250, paragraph (5) (including the cases where it is applied mutatis mutandis pursuant to Article 270-4, paragraph (9)), Article 254, paragraph (4), or Article 255-2, paragraph (3).

第三百十六條の二 次の各号のいずれかに該当する者は、一年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 316-2 Any person who falls under any of the following items are punished by imprisonment with work for not more than one year or a fine of not more than three million yen, or both:

一 第九十九条第八項（第九十九条において準用する場合を含む。以下この号において同じ。）において準用する信託業法第二十四条第一項第一号の規定に違反して、同号に掲げる行為（同法第二条第三項各号に掲げる信託の引受けに係るものに限る。）をした者又は第九十九条第八項において準用する同法第二十四条第一項第三号若しくは第四号の規定に違反して、これらの規定に掲げる行為をした者

(i) any person who, in violation of the provisions of Article 24, paragraph (1), item (i) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199; hereinafter the same applies in this item), has conducted the act listed in that item (limited to the act pertaining to acceptance of trust listed in the items of Article 2, paragraph (3) of that Act),

or a person who, in violation of the provisions of Article 24, paragraph (1), items (iii) or (iv) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8), has conducted the acts listed in these provisions;

二 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十七条第一項の規定による報告書（同法第二条第三項各号に掲げる信託の引受けに係るものに限る。以下この号において同じ。）を交付せず、又は虚偽の記載をした報告書を交付した者

(ii) a person who has failed to deliver a report (limited to a report pertaining to acceptance of trust listed in the items of Article 2, paragraph (3) of that Act) under Article 27, paragraph (1) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), or delivered the relevant report containing a false statement;

三 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十九条第二項の規定に違反した者

(iii) any person who has violated the provisions of Article 29, paragraph (2) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199);

四 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第四十二条第一項から第三項までの規定による報告若しくは資料の提出をせず、又は虚偽の報告若しくは資料の提出をした者

(iv) any person who has failed to submit the report or materials under the provisions of Article 42, paragraphs (1) to (3) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), or has submitted a false report or materials; and

五 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第四十二条第一項から第三項までの規定による当該職員の質問に対して答弁をせず、若しくは虚偽の答弁をし、又はこれらの規定による検査を拒み、妨げ、若しくは忌避した者

(v) any person who has failed to answer the questions asked by the officials under the provisions of Article 42, paragraphs (1) to (3) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199) or has made a false answer, or has refused, obstructed, or avoided the inspection under the provisions.

第三百十六條の三 次の各号のいずれかに該当する者は、一年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

Article 316-3 Any person who falls under any of the following items are punished by imprisonment with work for not more than one year or a fine of not more than three million yen, or both:

一 第三百八条の三第一項の規定による指定申請書又は同条第二項の規定によりこれに添付すべき書類若しくは電磁的記録に虚偽の記載又は記録をしてこれらを提出した者

(i) any person who has submitted a written application for designation under Article 308-3, paragraph (1) or a document or electronic or magnetic records to be attached thereto pursuant to the provisions of paragraph (2) of that Article, in which the person has included a false detail or record;

二 第三百八条の九の規定に違反した者

(ii) any person who has violated the provisions of Article 308-9;

三 第三百八条の二十第一項の規定による報告書を提出せず、又は虚偽の記載をした報告書を提出した者

(iii) any person who has failed to submit a report under Article 308-20, paragraph (1) or has submitted a report that includes any false detail;

四 第三百八条の二十一第一項若しくは第二項の規定による報告若しくは資料の提出をせず、若しくは虚偽の報告若しくは資料の提出をし、又はこれらの規定による当該職員の質問に対して答弁をせず、若しくは虚偽の答弁をし、若しくはこれらの規定による検査を拒み、妨げ、若しくは忌避した者

(iv) any person who has failed to submit a report or material pursuant to the provisions of Article 308-21, paragraphs (1) or (2) or submitted to a false report or material; any person who has failed to answer the questions asked by the officials under these provisions or has made a false answer, or has refused, obstructed, or avoided the inspection under these provisions; and

五 第三百八条の二十二第一項の規定による命令に違反した者

(v) any person who has violated the order under Article 308-22, paragraph (1).

第三百十七条 次の各号のいずれかに該当する者は、一年以下の懲役又は三百万円以下の罰金に処する。

Article 317 A person who falls under any of the following items is punished by imprisonment with work for not more than one year or a fine of not more than three million yen:

一 第一百十条第一項（第百九十九条において準用する場合を含む。）若しくは第二項（第二百七十二条の十六第三項において準用する場合を含む。）、第百九十五条、第二百七十一条の二十四第一項（第二百七十二条の四十第一項において準用する場合を含む。）又は第二百七十二条の十六第一項若しくは第二項の規定に違反して、これらの規定に規定する書類若しくは電磁的記録を提出せず、又はこれらの書類若しくは電磁的記録に記載し、若しくは記録すべき事項を記載せず、若しくは記録せず、若しくは虚偽の記載若しくは記録をしてこれらの書類若しくは電磁的記録を提出した者

(i) any person who, in violation of Article 110, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 199) or paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 272-16, paragraph (3)), Article 195, Article 271-24, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (1)), or Article 272-16, paragraph (1) or (2), has failed to submit the document or electronic or magnetic record prescribed in the provisions, or has submitted documents or electronic or magnetic records in which the person failed to detail or record the particulars that must be detailed or recorded in the electronic or magnetic records or in which they have included a false detail or record;

一の二 第百十一条第一項（第百九十九条及び第二百七十二條の十七において準用する場合を含む。）若しくは第二項（第二百七十二條の十七において準用する場合を含む。）若しくは第二百七十一條の二十五第一項（第二百七十二條の四十第一項において準用する場合を含む。）の規定に違反して、これらの規定に規定する書類を公衆の縦覧に供せず、若しくは第百十一条第四項（第百九十九条及び第二百七十二條の十七において準用する場合を含む。）若しくは第二百七十一條の二十五第三項（第二百七十二條の四十第一項において準用する場合を含む。）の規定に違反して、第百十一条第三項（第百九十九条及び第二百七十二條の十七において準用する場合を含む。）若しくは第二百七十一條の二十五第二項（第二百七十二條の四十第一項において準用する場合を含む。）に規定する電磁的記録に記録された情報を電磁的方法により不特定多数の者が提供を受けることができる状態に置く措置として内閣府令で定めるものをとらず、又はこれらの規定に違反して、これらの書類に記載すべき事項を記載せず、若しくは虚偽の記載をして、公衆の縦覧に供し、若しくは電磁的記録に記録すべき事項を記録せず、若しくは虚偽の記録をして、電磁的記録に記録された情報を電磁的方法により不特定多数の者が提供を受けることができる状態に置く措置をとった者

(i)-2 any person who, in violation of Article 111, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 199 and Article 272-17) or paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 272-17), or Article 271-25, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (1)), has failed to make the document prescribed in the provisions available for public inspection, or who, in violation of Article 111, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 199 and Article 272-17) or Article 271-25, paragraph (3) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (1)), has failed to take the measure specified by Cabinet Office Order which makes the information recorded in the electronic or magnetic record prescribed in Article 111, paragraph (3) (including the cases where it is applied mutatis mutandis pursuant to Article 199 and Article

272-17) or Article 271-25, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (1)) available to many and unspecified persons by electronic or magnetic means, or who, in violation of these provisions, has made documents in which the person has failed to detail the particulars that are required to be included or in which they have included a false detail available for public inspection, or who has taken measures to make the information recorded in electronic or magnetic records in which they have failed to record the particulars that are required to be recorded in the electronic or magnetic records or in which they have included a false record available to many and unspecified persons by electronic or magnetic means;

二 第二百二十八条第一項若しくは第二項、第二百条第一項若しくは第二項、第二百二十六条第一項若しくは第二項、第二百七十一条の八、第二百七十一条の十二（第二百七十二条の三十四第一項において準用する場合を含む。）、第二百七十一条の二十七第一項（第二百七十二条の四十第二項において準用する場合を含む。）又は第二百七十二条の二十二第一項若しくは第二項の規定による報告若しくは資料の提出をせず、又は虚偽の報告若しくは資料の提出をした者

(ii) any person who has failed to submit the reports or materials under the provisions of Article 128, paragraph (1) or (2), Article 200, paragraph (1) or (2), Article 226, paragraph (1) or (2), Article 271-8, Article 271-12 (including the cases where it is applied mutatis mutandis pursuant to Article 272-34, paragraph (1)), Article 271-27, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (2)), or Article 272-22, paragraphs (1) or (2), or has submitted false reports or materials;

三 第二百二十九条第一項若しくは第二項、第二百一条第一項若しくは第二項、第二百二十七条第一項若しくは第二項、第二百七十一条の九第一項、第二百七十一条の十三第一項（第二百七十二条の三十四第一項において準用する場合を含む。）、第二百七十一条の二十八第一項若しくは第二項（第二百七十二条の四十第二項において準用する場合を含む。）若しくは第二百七十二条の二十三第一項若しくは第二項の規定による質問に対して答弁をせず、若しくは虚偽の答弁をし、又はこれらの規定による検査を拒み、妨げ、若しくは忌避した者

(iii) any person who has failed to answer the questions under the provisions of Article 129, paragraphs (1) or (2), Article 201, paragraphs (1) or (2), Article 227, paragraphs (1) or (2), Article 271-9, paragraph (1), Article 271-13, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-34, paragraph (1)), Article 271-28, paragraphs (1) or (2) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (2)), or Article 272-23, paragraphs (1) or (2), or has made a false answer, or has refused, obstructed, or avoided the inspection under the provisions;

四 第一百七十九条第一項（第二百十二条第五項及び第二百三十五条第五項において準用する場合を含む。）の規定による命令に違反した者

(iv) any person who has violated the order under the provisions of Article 179, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 212, paragraph (5) and Article 235, paragraph (5));

五 第一百七十九条第二項において準用する第二百二十八条第一項若しくは第二百七十二條の二十二第一項、第二百十二条第五項において準用する第二百条第一項又は第二百三十五条第五項において準用する第二百二十六条第一項の規定による報告若しくは資料の提出をせず、又は虚偽の報告若しくは資料の提出をした者

(v) any person who has failed to submit the reports or materials under the provisions of Article 128, paragraph (1) or Article 272-22, paragraph (1), as applied mutatis mutandis pursuant to Article 179, paragraph (2), the provisions of Article 200, paragraph (1), as applied mutatis mutandis pursuant to Article 212, paragraph (5), or the provisions of Article 226, paragraph (1), as applied mutatis mutandis pursuant to Article 235, paragraph (5), or has submitted false reports or materials;

六 第一百七十九条第二項において準用する第二百二十九条第一項若しくは第二百七十二條の二十三第一項、第二百十二条第五項において準用する第二百一条第一項、第二百三十五条第五項において準用する第二百二十七条第一項又は第二百七十一条第三項において準用する第二百二十九条第一項、第二百一条第一項、第二百二十七条第一項若しくは第二百七十二條の二十三第一項の規定による質問に対して答弁をせず、若しくは虚偽の答弁をし、又はこれらの規定による検査を拒み、妨げ、若しくは忌避した者

(vi) any person who has failed to answer any question under the provisions of Article 129, paragraph (1) or Article 272-23, paragraph (1), as applied mutatis mutandis pursuant to Article 179, paragraph (2), the provisions of Article 201, paragraph (1), as applied mutatis mutandis pursuant to Article 212, paragraph (5), the provisions of Article 227, paragraph (1), as applied mutatis mutandis pursuant to Article 235, paragraph (5), or Article 129, paragraph (1), Article 201, paragraph (1), Article 227, paragraph (1), or Article 272-23, paragraph (1), as applied mutatis mutandis pursuant to Article 271, paragraph (3), or has made a false answer, or has refused, obstructed, or avoided the inspection under the provisions;

七 第二百七十一条の三十第一項（第二百七十二條の四十第二項において準用する場合を含む。）の規定による命令（取締役、執行役、会計参与、監査役若しくは会計監査人の解任又は業務の全部若しくは一部の停止の命令を除く。）に違反した者

(vii) any person who has violated the order (except for orders for the dismissal of the director, executive officer, accounting advisor, company auditor or financial auditor, or for the full or partial suspension of business) under the provisions of Article 271-30, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-40, paragraph (2)); and

八 第三百十条第一項の規定により付した条件（第二百七十一条の十八第一項若しくは第三項ただし書の規定による認可又は第二百七十二条の三十五第一項若しくは第三項ただし書の規定による承認に係るものに限る。）に違反した者

(viii) any person who has violated any condition attached pursuant to the provisions of Article 310, paragraph (1) (limited to those pertaining to the authorization under the provisions of the proviso of Article 271-18, paragraphs (1) or (3), or the approval under the provisions of the proviso of Article 272-35, paragraphs (1) or (3)).

第三百十七条の二 次の各号のいずれかに該当する者は、一年以下の懲役若しくは百万円以下の罰金に処し、又はこれを併科する。

Article 317-2 Any person who falls under any of the following items are punished by imprisonment with work for not more than one year or a fine of not more than one million yen, or both:

一 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第十一条第五項の規定に違反して、保険金信託業務を開始した者

(i) any person, in violation of the provisions of Article 11, paragraph (5) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), who has commenced Insurance-Proceed Trust Services;

二 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十四条の二又は第三百条の二において準用する金融商品取引法第三十九条第二項の規定に違反した者

(ii) any person who has violated the provisions of Article 24-2 of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), or the provisions of Article 39, paragraph (2) of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to Article 300-2;

三 第二百七十二条の二第一項の登録申請書又は同条第二項の書類に虚偽の記載をして提出した者

(iii) any person who has submitted a written application for registration set forth in Article 272-2, paragraph (1) or a document set forth in the same Article, paragraph (2) which includes a false detail;

四 第二百七十五条第一項各号に掲げる者でない者であつて、保険募集を行った者

(iv) any person who is not any of the persons listed in the items of Article 275, paragraph (1) and has engaged in Insurance Solicitation;

五 不正の手段により第二百七十六条又は第二百八十六条の登録を受けた者

(v) a person who has obtained the registration set forth in Article 276 or Article 286 by wrongful means;

六 第二百九十一条第五項の規定に違反した者

(vi) any person who has violated the provisions of Article 291, paragraph (5);

七 第三百条第一項の規定に違反して、同項第一号に掲げる行為（運用実績連動型保険契約に係るものを除く。）をした者又は同項第二号若しくは第三号までに掲げる行為をした者

(vii) a person who, in violation of Article 300, paragraph (1), has conducted the act listed in item (i) of that paragraph (excluding an act pertaining to a Performance-linked Insurance Contract) or conducted the act listed in items (ii) or (iii) of that paragraph;

八 第三百条の二において準用する金融商品取引法第三十七条の三第一項（第二号及び第六号を除く。）の規定に違反して、書面を交付せず、若しくは同項に規定する事項を記載しない書面若しくは虚偽の記載をした書面を交付した者又は同条第二項において準用する同法第三十四条の二第四項に規定する方法により当該事項を欠いた提供若しくは虚偽の事項の提供をした者

(viii) any person, in violation of Article 37-3, paragraph (1) (except for items (ii) and (vi)) of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to Article 300-2, who has failed to deliver a document or has delivered a document that does not detail the particulars prescribed in the same paragraph or that includes false details; or any person who has provided information lacking the relevant particulars or has provided false particulars by the method specified in Article 34-2, paragraph (4) of that Act as applied mutatis mutandis pursuant to paragraph (2) of that Article; and

九 第三百七条第一項の規定による業務の全部又は一部の停止の命令に違反した者

(ix) any person who has violated the order for the full or partial suspension of business under the provisions of Article 307, paragraph (1);

十 第三百八条の四第一項の規定に違反して、その職務に関して知り得た秘密を漏らし、又は自己の利益のために使用した者

(x) any person who, in violation of the provisions of Article 308-4, paragraph (1), has disclosed any information learned in the course of their duties or has used such information for their own interest.

第三百十七条の三 前条第二号の場合において、犯人又は情を知った第三者が受けた財産上の利益は、没収する。その全部又は一部を没収することができないときは、その価額を追徴する。

Article 317-3 (1) In the case referred to in item (ii) in the preceding Article, the property interest received by the offender or a third person who knows the circumstances are confiscated. Where it is not possible to confiscate the whole or part of it, the value thereof is collected.

2 金融商品取引法第二百九条の二（混和した財産の没収等）及び第二百九条の三第二項（没収の要件等）の規定は、前項の規定による没収について準用する。この場合において、同法第二百九条の二第一項中「第百九十八条の二第一項又は第二百条の二」

とあるのは「保険業法第三百十七条の三第一項」と、「この条、次条第一項及び第二百九条の四第一項」とあるのは「この項」と、「次項及び次条第一項」とあるのは「次項」と、同条第二項中「混和財産（第二百条の二の規定に係る不法財産が混和したものに限る。）」とあるのは「混和財産」と、同法第二百九条の三第二項中「第二百九十八条の二第一項又は第二百条の二」とあるのは「保険業法第三百十七条の三第一項」と読み替えるものとする。

(2) The provisions of Article 209-2 (Confiscation of Mixed Property, etc.) and Article 209-3, paragraph (2) (Requirements for Confiscation, etc.) of the Financial Instruments and Exchange Act apply mutatis mutandis to confiscation under the preceding paragraph. In this case, the term "198-2, paragraph (1) or Article 200-2", "in paragraph (1) of the following Article and Article 209-4, paragraph (1)" and "in the following paragraph and paragraph (1) of the following Article" in Article 209-2, paragraph (1) of that Act is deemed to be replaced with "Article 317-3, paragraph (1) of the Insurance Business Act", "this paragraph", and "the following paragraph", respectively; the term "Mixed Property (limited to Mixed Property in which Illegal Property pertaining to the provisions of Article 200-2 is mixed)" in paragraph (2) of that Article is deemed to be replaced with "Mixed Property"; and the term "Article 198-2, paragraph (1) or Article 200-2" in Article 209-3, paragraph (2) of that Act is deemed to be replaced with "Article 317-3, paragraph (1) of the Insurance Business Act".

第三百十八条 第二百四十条の十、第二百四十七条の三又は第二百六十五条の二十一の規定に違反した者は、一年以下の懲役又は五十万円以下の罰金に処する。

Article 318 Any person who has violated the provisions of Article 240-10, Article 247-3, or Article 265-21 is punished by imprisonment with work for not more than one year or a fine of not more than five hundred thousand yen.

第三百十八条の二 被調査会社の取締役、執行役、会計参与、監査役、会計監査人若しくは支配人その他の使用人又はこれらの者であった者が第二百四十条の九第一項の規定による報告をせず、若しくは虚偽の報告をし、又は同項の規定による検査を拒み、妨げ、若しくは忌避したときは、一年以下の懲役又は五十万円以下の罰金に処する。

Article 318-2 (1) When the director, executive officer, accounting advisor, company auditor, financial auditor, or manager or other employee of a Company Being Investigated, or any person who has resigned from these positions has failed to make a report under the provisions of Article 240-9, paragraph (1), or has made a false report, or has refused, obstructed, or evaded the inspection under the provisions of the same paragraph, they are punished by imprisonment with work for not more than one year or a fine of not more than five hundred thousand yen.

2 被管理会社の取締役、執行役、会計参与、監査役、会計監査人若しくは支配人その

他の使用人又はこれらの者であった者が第二百四十七条の二第一項の規定による報告をせず、若しくは虚偽の報告をし、又は同項の規定による検査を拒み、妨げ、若しくは忌避したときは、一年以下の懲役又は五十万円以下の罰金に処する。

(2) When the director, executive officer, accounting advisor, company auditor, financial auditor, or manager or other employee of a Managed Company, or any person who has resigned from these positions has failed to make a report under the provisions of Article 247-2, paragraph (1), or has made a false report, or has refused, obstructed, or avoided the inspection under the provisions of the same paragraph, they are punished by imprisonment with work for not more than one year or a fine of not more than five hundred thousand yen.

第三百十九条 次の各号のいずれかに該当する者は、六月以下の懲役若しくは五十万円以下の罰金に処し、又はこれを併科する。

Article 319 Any person who falls under any of the following items is punished by imprisonment with work for not more than six months or a fine of not more than five hundred thousand yen, or both:

一 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第十一条第八項の規定に違反して、供託を行わなかった者

(i) any person who, in violation of the provisions of Article 11, paragraph (8) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), has failed to Make a Deposit;

二 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十四条の二又は第三百条の二において準用する金融商品取引法第三十七条第一項（第二号を除く。）に規定する事項を表示せず、又は虚偽の表示をした者

(ii) any person who has failed to indicate the particulars prescribed in the provisions of Article 24, paragraph (2) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), or the provisions of paragraph (1) or Article 37, paragraph (1) (except for item (ii)) of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to Article 300-2, or has indicated false particulars;

三 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十四条の二又は第三百条の二において準用する金融商品取引法第三十七条第二項の規定に違反した者

(iii) any person who has violated the provisions of Article 24-2 of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including as applied mutatis mutandis pursuant to Article 199), or the provisions of Article 37, paragraph (2) of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to Article 300-2;

四 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十四条の二において準用する金融商品取引法第三十七条の三第一項（第二号から第四号まで及び第六号を除く。）の規定に違反して、書面を交付せず、若しくは同項に規定する事項を記載しない書面若しくは虚偽の記載をした書面を交付した者又は同条第二項において準用する同法第三十四条の二第四項に規定する方法により当該事項を欠いた提供若しくは虚偽の事項の提供をした者

(iv) any person who, in violation of the provisions of Article 37-3, paragraph (1) (except for items (ii) to (iv) and item (vi)) of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to Article 24-2 of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), has failed to deliver a document, or has delivered a document that does not detail the particulars prescribed in the same paragraph or a document that includes false details; or any person who has provided information lacking the relevant particulars or has provided false particulars by the method specified in Article 34-2, paragraph (4) of that Act as applied mutatis mutandis pursuant to paragraph (2) of that Article;

五 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十六条第一項の規定による書面を交付せず、又は虚偽の書面を交付した者

(v) any person who has failed to deliver a document under the provisions of Article 26, paragraph (1) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), or has delivered a false document;

六 第九十九条第八項（第九十九条において準用する場合を含む。）において準用する信託業法第二十九条第三項の規定による書面を交付せず、又は虚偽の書面を交付した者

(vi) any person who has failed to deliver a document under the provisions of Article 29, paragraph (3) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), or has delivered a false document;

七 第九十条第八項の規定に違反して、同項の不足額につき供託を行わなかった者

(vii) any person, in violation of Article 190, paragraph (8), who has failed to

Make a Deposit for the shortfall set forth in the same paragraph;

八 第二百二十三条第九項の規定に違反して、同項の不足額につき供託を行わなかった者

(viii) any person, in violation of Article 223, paragraph (9), who has failed to

Make a Deposit for the shortfall set forth in the same paragraph;

九 第二百七十二条の三十六第一項の承認申請書又は同条第二項の書類に虚偽の記載

をして提出した者

(ix) any person who has submitted a written application for approval set forth in Article 272-36, paragraph (1) or a document set forth in paragraph (2) of the same Article in which the person has included false details;

十 第二百七十二条の五第八項の規定に違反して、同項の不足額につき供託を行わなかった者

(x) any person who, in violation of Article 272-5, paragraph (8), has failed to make a Deposit for the shortfall set forth in the same paragraph;

十一 第二百九十一条第八項の規定に違反して、同項の不足額につき保証金の供託を行わなかった者

(xi) any person who, in violation of Article 291, paragraph (8), has failed to deposit the security deposit for the shortfall set forth in the same paragraph; and

十二 第三百条の二において準用する金融商品取引法第三十七条の四第一項の規定による書面を交付せず、若しくは虚偽の記載をした書面を交付した者又は同条第二項において準用する同法第三十四条の二第四項に規定する方法により虚偽の事項の提供をした者

(xii) any person who has failed to deliver the document under the provisions of Article 37-4, paragraph (1) of the Financial Instruments and Exchange Act, as applied mutatis mutandis pursuant to Article 300-2, or has delivered a document that includes false details; or a person or who has provided false particulars by the method specified in Article 34-2, paragraph (4) of that Act as applied mutatis mutandis pursuant to paragraph (2) of that Article.

第三百十九条の二 第三百八条の十一又は第三百八条の十三第九項の規定による記録の作成若しくは保存をせず、又は虚偽の記録を作成した者は、百万円以下の罰金に処する。

Article 319-2 Any person who has failed to prepare or preserve the records under Article 308-11 or Article 308-13, paragraph (9), or has prepared false records are punished by a fine of not more than one million yen.

第三百十九条の三 次の各号のいずれかに該当する者は、五十万円以下の罰金に処する。

Article 319-3 A person who falls under any of the following items is punished by a fine of not more than five hundred thousand yen:

一 第二百六十五条の四十六の規定による報告若しくは資料の提出をせず、又は虚偽の報告若しくは資料の提出をした者

(i) any person who has failed to submit the report or materials under the provisions of Article 265-46, or has submitted a false report or materials;

二 第二百六十五条の四十六の規定による質問に対して答弁をせず、若しくは虚偽の答弁をし、又は同条の規定による検査を拒み、妨げ、若しくは忌避した者

(ii) any person who has failed to answer any question under the provisions of

Article 265-46, or has made a false answer, or has refused, obstructed, or avoided the inspection under the provisions of the same Article;

三 第二百七十条の三第三項（第二百七十条の三の二第八項、第二百七十条の三の十四第二項、第二百七十条の四第七項及び第二百七十条の六の五第二項において準用する場合を含む。）、第二百七十条の三の三第三項、第二百七十条の三の四第四項、第二百七十条の三の六第二項、第二百七十条の三の七第二項、第二百七十条の三の八第二項、第二百七十条の六の七第二項、第二百七十条の六の八第三項（第二百七十条の六の九第三項において準用する場合を含む。）、第二百七十条の七第四項、第二百七十条の八第四項又は第二百七十条の八の三第二項の規定による報告をせず、又は虚偽の報告をした者

(iii) any person who has failed to make a report under the provisions of Article 270-3, paragraph (3) (including the cases where it is applied mutatis mutandis pursuant to Article 270-3-2, paragraph (8), Article 270-3-14, paragraph (2), Article 270-4, paragraph (7), and Article 270-6-5, paragraph (2)), Article 270-3-3, paragraph (3), Article 270-3-4, paragraph (4), Article 270-3-6, paragraph (2), Article 270-3-7, paragraph (2), Article 270-3-8, paragraph (2), Article 270-6-7, paragraph (2), Article 270-6-8, paragraph (3) (including the cases where it is applied mutatis mutandis pursuant to Article 270-6-9, paragraph (3)), Article 270-7, paragraph (4), Article 270-8, paragraph (4), or Article 270-8-3, paragraph (2), or has made a false report;

四 第二百七十条の三の十の規定による報告をせず、又は虚偽の報告をした者

(iv) any person who has failed to make a report under the provisions of Article 270-3-10, or has made a false report; and

五 第三百八条の二十三第一項の規定による認可を受けずに紛争解決等業務の全部若しくは一部の休止又は廃止をした者

(v) any person who has suspended or abolished all or part of the Business of Dispute Resolution, etc. without obtaining an authorization under Article 308-23, paragraph (1).

第三百二十条 次の各号のいずれかに該当する者は、三十万円以下の罰金に処する。

Article 320 A person who falls under any of the following items is punished by a fine of not more than three hundred thousand yen:

一 第一百二条第一項（第一百九十九条において準用する場合を含む。）の規定による認可を受けてしなければならない事項を認可を受けずにした者

(i) any person who, without obtaining authorization, has acted with regard to particulars which require authorization under the provisions of Article 102, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 199);

一の二 第一百二十二条の二第四項の規定による報告をせず、若しくは虚偽の報告をし、又は同項の規定による検査を拒み、妨げ、若しくは忌避した者

(i)-2 any person who has failed to make a report under the provisions of Article

- 122-2, paragraph (4) or has made a false report, or has refused, obstructed, or avoided the inspection under the provisions of the same paragraph;
- 一の三 第二百六十五条の三十一第一項、第二百六十六条第二項（第二百六十七条第四項において準用する場合を含む。）、第二百六十七条第二項、第二百七十条の三の十一第二項、第二百七十条の六の二第二項、第二百七十条の六の六第二項又は第二百七十条の八の二第二項の規定による資料を提出せず、又は虚偽の資料を提出した者
- (i)-3 any person who has failed to submit the materials under the provisions of Article 265-31, paragraph (1), Article 266, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 267, paragraph (4)), Article 267, paragraph (2), Article 270-3-11, paragraph (2), Article 270-6-2, paragraph (2), Article 270-6-6, paragraph (2), and Article 270-8-2, paragraph (2), or has submitted false materials;
- 二 第二百七十七条第一項の登録申請書若しくは同条第二項の書類又は第二百八十七条第一項の登録申請書若しくは同条第二項の書類に虚偽の記載をして提出した者
- (ii) any person who has submitted a written application for registration set forth in Article 277, paragraph (1), a document set forth in the same Article, paragraph (2), a written application for registration set forth in Article 287, paragraph (1), or a document set forth in the same Article, paragraph (2) in which the person has included false details;
- 三 第三百三条の規定に違反して、帳簿書類を備えず、これに同条に規定する事項を記載せず、若しくは虚偽の記載をし、又はこれを保存しなかった者
- (iii) any person, in violation of Article 303, has failed to keep books and documents, failed to enter the particulars prescribed in the same Article in the books and documents, has included false entries in the books and documents, or has failed to preserve the books and documents;
- 四 第三百四条の規定に違反して、同条に規定する書類を提出せず、又はこれに記載すべき事項を記載せず、若しくは虚偽の記載をしてこれを提出した者
- (iv) any person, in violation of Article 304, failed to submit the documents prescribed in the same Article, who has submitted documents in which they have failed to detail particulars that are required to be included, or who has submitted documents in which they included false details;
- 五 第三百五条第一項又は第二項の規定による報告若しくは資料の提出をせず、又は虚偽の報告若しくは資料の提出をした者
- (v) any person who has failed to submit the report or materials under the provisions of Article 305, paragraphs (1) or (2) or has submitted false reports or materials;
- 六 第三百五条第一項又は第二項の規定による質問に対して答弁をせず、若しくは虚偽の答弁をし、又はこれらの規定による検査を拒み、妨げ、若しくは忌避した者
- (vi) any person who has failed to answer any question under the provisions of Article 305, paragraphs (1) or (2) or has made a false answer, or has refused,

- obstructed, or avoided the inspection under these provisions; and
- 七 第三百六条の規定による命令に違反した者
- (vii) any person who has violated the order under the provisions of Article 306;
- 八 第三百八条の八第一項の規定による報告をせず、又は虚偽の報告をした者
- (viii) any person who has failed to make a report under Article 308-8, paragraph (1), or has made a false report;
- 九 第三百八条の十八第一項、第三百八条の十九又は第三百八条の二十三第二項の規定による届出をせず、又は虚偽の届出をした者
- (ix) any person who has failed to make a notification under Article 308-18, paragraph (1), Article 308-19 or Article 308-23, paragraph (2), or has made a false notification; and
- 十 第三百八条の二十三第三項又は第三百八条の二十四第四項の規定による通知をせず、又は虚偽の通知をした者
- (x) any person who has failed to make a notification under Article 308-23, paragraph (3) or Article 308-24, paragraph (4), or has made a false notification.

第三百二十一条 法人（法人でない社団又は財団で代表者又は管理人の定めのあるものを含む。以下この項において同じ。）の代表者若しくは管理人又は法人若しくは人の代理人、使用人その他の従業者が、その法人又は人の業務又は財産に関し、次の各号に掲げる規定の違反行為をしたときは、その行為者を罰するほか、その法人に対して当該各号に定める罰金刑を、その人に対して各本条の罰金刑を科する。

- Article 321 (1) When the representative person or agent of a corporation (including an association or foundation that is not a corporation and has provisions on representative persons or administrators; hereinafter the same applies in this paragraph) or representative, employee or other worker of a corporation or individual has committed the violation set forth in the provisions listed in the following items with regard to the business or property of the relevant corporation or individual, not only the offender is punished but also the relevant corporation is punished by the fine prescribed respectively in those items, and the relevant individual is punished by the fine prescribed in the respective Articles:
- 一 第三百十五条第三号から第五号まで、第八号若しくは第九号又は第三百十六条第一号から第三号まで、第六号若しくは第七号 三億円以下の罰金刑
- (i) Article 315, items (iii) to (v), items (viii) or (ix) or Article 316, items (i) to (iii), items (vi) or (vii); a fine of not more than three hundred million yen; any of the dates specified in the preceding two items, whichever is the latest;
- 二 第三百十六条の二、第三百十六条の三（第二号を除く。）又は第三百十七条第一号から第三号まで、第七号若しくは第八号 二億円以下の罰金刑
- (ii) Article 316-2, Article 316-3 (excluding item (ii)) or Article 317, items (i) to (iii), items (vii) or (viii); a fine of not more than two hundred million yen;

三 第三百十七條の二第二号 一億円以下の罰金刑

(iii) Article 317-2, item (ii); a fine of not more than one hundred million yen;
and

四 第三百十五條（第三号から第五号まで、第八号及び第九号を除く。）、第三百十五條の二、第三百十六條第四号若しくは第五号、第三百十六條の三第二号、第三百十七條第四号から第六号まで、第三百十七條の二（第二号を除く。）又は第三百十八條の二から前条まで 各本條の罰金刑

(iv) Article 315 (except for items (iii) to (v) and items (viii) and (ix)), Article 315-2, Article 316, items (iv) or (v), Article 316-3, item (ii), Article 317, items (iv) to (vi), Article 317-2 (except for item (ii)), or Article 318-2 to the preceding Article; a fine prescribed in the respective Articles.

2 法人でない社団又は財団について前項の規定の適用がある場合には、その代表者又は管理人がその訴訟行為につきその法人でない社団又は財団を代表するほか、法人を被告人又は被疑者とする場合の刑事訴訟に関する法律の規定を準用する。

(2) If the provisions of the preceding paragraph apply to an association or foundation that is not a corporation, its representative person or administrator is to represent the relevant association or foundation in any procedural acts, and the provisions of the Acts concerning criminal procedures in the cases where a corporation is the accused or a suspect apply mutatis mutandis.

（取締役等の特別背任罪）

(Special Breach of Trust Crime of Director)

第三百二十二條 次に掲げる者が、自己若しくは第三者の利益を図り又は保険会社等に損害を加える目的で、その任務に背く行為をし、当該保険会社等に財産上の損害を加えたときは、十年以下の懲役若しくは千万円以下の罰金に処し、又はこれを併科する。

Article 322 (1) When any of the following persons, for the purpose of promoting their own interest or the interest of a third party, or inflicting damage on an Insurance Company etc., engages in conduct in breach of their duty and causes financial loss to the Insurance Company, etc., the person is punished by imprisonment with work for not more than ten years or a fine of not more than ten million yen, or both:

一 保険会社等の保険管理人又は保険計理人

(i) a receiver or actuary of an Insurance Company, etc.;

二 相互会社の発起人

(ii) incorporator of a Mutual Company;

三 相互会社の設立時取締役又は設立時監査役

(iii) director or company auditor of a Mutual Company at the time of its incorporation;

四 相互会社の取締役、執行役、会計参与又は監査役

(iv) director, executive officer, accounting advisor or company auditor of a Mutual Company;

五 民事保全法第五十六条に規定する仮処分命令により選任された相互会社の取締役、執行役又は監査役の職務を代行する者

(v) acting director, executive officer or auditor of a Mutual Company who has been appointed pursuant to the provisional disposition order prescribed in Article 56 of the Civil Provisional Relief Act;

六 第五十三条の十二第二項、第五十三条の十五において準用する会社法第三百五十一条第二項、第五十三条の二十五第二項において準用する同法第四百一条第三項（第五十三条の二十七第三項において準用する場合を含む。）又は第五十三条の三十二において準用する同法第四百二十条第三項において準用する同法第四百一条第三項の規定により選任された一時取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。）、執行役又は代表執行役の職務を行うべき者

(vi) any person who is to carry out the duties of a temporary director (in case of a Company with Audit and Supervisory Committee, a director who is an Audit and Supervisory Committee Member or other director), accounting advisor, company auditor, representative director, committee member (meaning a member of a nominating committee, audit committee or compensation committee), executive officer or representative executive officer who has been appointed pursuant to the provisions of Article 53-15, paragraph (2) of the Companies Act, as applied mutatis mutandis pursuant to Article 53-15, Article 401, paragraph (3) of that Act, as applied mutatis mutandis pursuant to Article 53-25, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 53-27, paragraph (3)) or Article 401, paragraph (3) of that Act, as applied mutatis mutandis pursuant to Article 420, paragraph (3) of that Act, as applied mutatis mutandis pursuant to Article 53-32;

七 相互会社の支配人

(vii) manager of a Mutual Company;

八 事業に関するある種類又は特定の事項の委任を受けた相互会社の使用人

(viii) employee of a Mutual Company to whom a type of particular or a specific particular of its business has been delegated; and

九 検査役（相互会社に係るものに限る。）

(ix) inspector (limited to those pertaining to a Mutual Company).

2 次に掲げる者が、自己若しくは第三者の利益を図り又は清算相互会社に損害を加える目的で、その任務に背く行為をし、当該清算相互会社に財産上の損害を加えたときも、前項と同様とする。

(2) When any of the following persons, for the purpose of promoting their own interest or the interest of a third party, or inflicting damage on a liquidating mutual company, engages in conduct in breach of their duty and causes financial loss to the liquidating mutual company, the same punishment as in

the preceding paragraph applies:

一 清算相互会社の清算人

(i) liquidator of a liquidating mutual company;

二 民事保全法第五十六条に規定する仮処分命令により選任された清算相互会社の清算人の職務を代行する者

(ii) acting liquidator of a liquidating mutual company who has been appointed pursuant to the provisional disposition order prescribed in Article 56 of the Civil Provisional Relief Act;

三 第一百八十条の五第四項において準用する第五十三条の十二第二項の規定又は第一百八十条の九第五項において準用する会社法第三百五十一条第二項の規定により選任された清算相互会社の一時清算人又は代表清算人の職務を行うべき者

(iii) any person who is to carry out the duties of a temporary liquidator or Representative Liquidator of a liquidating mutual company who has been appointed pursuant to the provisions of Article 53-12, paragraph (2), as applied mutatis mutandis pursuant to Article 180-5, paragraph (4), or the provisions of Article 351, paragraph (2) of the Companies Act, as applied mutatis mutandis pursuant to Article 180-9, paragraph (5);

四 清算相互会社の清算人代理

(iv) representative for a liquidator of a liquidating mutual company;

五 清算相互会社の監督委員

(v) supervising committee member of a liquidating mutual company; and

六 清算相互会社の調査委員

(vi) examination committee member of a liquidating mutual company.

3 前二項の未遂は、罰する。

(3) any person who has attempted a crime set forth in the preceding two paragraphs is punished.

(代表社債権者等の特別背任罪)

(Special Breach of Trust Crime of Representative Bondholder)

第三百二十三条 相互会社の代表社債権者又は決議執行者（第六十一条の八第二項において準用する会社法第七百三十七条第二項に規定する決議執行者をいう。以下同じ。）が、自己若しくは第三者の利益を図り又は社債権者に損害を加える目的で、その任務に背く行為をし、社債権者に財産上の損害を加えたときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

Article 323 (1) When a representative bondholder or resolution executor (meaning a resolution executor prescribed in Article 737, paragraph (2) of the Companies Act, as applied mutatis mutandis pursuant to Article 61-8, paragraph (2); the same applies hereinafter) of a Mutual Company, for the purpose of promoting their own interest or the interest of a third party, or inflicting damage on a bondholder, engages in conduct in breach of their duty and causes financial loss to the bondholder, they are punished by

imprisonment with work for not more than five years or a fine of not more than five million yen, or both.

2 前項の未遂は、罰する。

(2) Any person who has attempted the crime set forth in the preceding paragraph is punished.

(会社財産を危うくする罪)

(Crime of Endangerment to Corporate Assets)

第三百二十四条 保険業を営む株式会社（以下この編において「株式会社」という。）の保険管理人又は保険計理人は、次の各号のいずれかに該当する場合には、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

Article 324 (1) In the case where a receiver of a Stock Company operating in the Insurance Business (hereinafter referred to in this Part as "Stock Company") or actuary falls under any of the following items, the administrator is punished by imprisonment with work for not more than five years or a fine of not more than five million yen, or both:

一 会社法第百九十九条第一項第三号又は第二百三十六条第一項第三号に掲げる事項について、裁判所又は株主総会若しくは種類株主総会に対して虚偽の申述を行い、又は事実を隠ぺいしたとき。

(i) when, regarding particulars listed in Article 199, paragraph (1), item (iii) or Article 236, paragraph (1), item (iii) of the Companies Act, they have made a false statement or has concealed any fact from the court or shareholders' meeting or class shareholders' meeting;

二 何人の名義をもってするかを問わず、株式会社の計算において不正にその株式を取得し、又は質権の目的としてこれを受けたとき。

(ii) when, irrespective of whether on behalf of themselves or on someone else's behalf, they have wrongfully acquired shares or has obtained shares for the purpose of pledging them on the account of a Stock Company;

三 法令又は定款の規定に違反して、剰余金の配当をしたとき。

(iii) when they have made a dividend of surplus in violation of laws and regulations or articles of incorporation; and

四 株式会社の目的の範囲外において、投機取引のために株式会社の財産を処分したとき。

(iv) when they have disposed the property of a Stock Company for the objective of speculative trading outside the scope of the purpose of the Stock Company.

2 相互会社の保険管理人、保険計理人、第三百二十二条第一項第二号から第九号までに掲げる者又は第三十条の十一第二項若しくは第七十九条第三項において準用する会社法第九十四条第一項の規定により選任された者は、次の各号のいずれかに該当する場合には、前項と同一の刑に処する。

(2) In the case where a receiver of a Mutual Company, actuary, any person listed in Article 322, paragraph (1), items (ii) to (ix), or any person appointed

pursuant to the provisions of Article 94, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 30-11, paragraph (2) or Article 79, paragraph (3), falls under any of the following items, they are punished by the same punishment as that of the preceding paragraph:

一 相互会社の設立の場合において社員の数、基金の総額の引受け若しくは基金の拠出に係る払込みについて、又は第二十四条第一項各号に掲げる事項について、裁判所又は創立総会に対して虚偽の申述を行い、又は事実を隠ぺいしたとき。

(i) when, regarding the number of members, acceptance of the total amount of funds, or payment pertaining to the contribution of funds, or particulars listed in the items of Article 24, paragraph (1), in the case of the incorporation of a Mutual Company, the person has made a false statement or has concealed any fact from the court or Organizational Meeting;

二 法令又は定款の規定に違反して、基金の償却、基金利息の支払又は剰余金の分配をしたとき。

(ii) when, in violation of laws and regulations or articles of incorporation, they have depreciated the funds, paid interest from the funds, or distributed the surplus; and

三 相互会社の目的の範囲外において、投機取引のために相互会社の財産を処分したとき。

(iii) when, the person has disposed the property of a Mutual Company for the objective of speculative trading outside the scope of the purpose of the Mutual Company.

3 相互会社が株式会社となる組織変更をする場合において、相互会社の保険管理人、第三百二十二条第一項第四号から第六号まで若しくは第九号に掲げる者又は株式会社の取締役、会計参与、監査役若しくは執行役となるべき者が、株式の引受け、払込み若しくは金銭以外の財産の給付について、又は第九十二条第三号に掲げる事項について、内閣総理大臣若しくは裁判所又は社員総会若しくは総代会に対して虚偽の申述を行い、又は事実を隠ぺいしたときは、三年以下の懲役若しくは三百万円以下の罰金に処し、又はこれを併科する。

(3) When a receiver of a Mutual Company, any of the persons listed in Article 322, paragraph (1), items (iv) to (vi) or item (ix), or any person who is the director, accounting advisor, company auditor or executive officer of a Stock Company, in the case of an Entity Conversion from a Mutual Company into a Stock Company, regarding the subscription or payment of shares or delivery of non-monetary property or particulars listed in Article 92, item (iii) has made a false statement or has concealed any fact from the Prime Minister or court, or from the general meeting or Member Representatives Meeting, the person is punished by imprisonment with work for not more than three years or a fine of not more than three million yen, or both.

4 株式会社が相互会社となる組織変更をする場合において、株式会社の保険管理人、取締役、会計参与、監査役、執行役、民事保全法第五十六条に規定する仮処分命令に

より選任された株式会社の取締役、会計参与、監査役若しくは執行役の職務を代行する者、会社法第三百四十六条第二項、第三百五十一条第二項若しくは第四百一条第三項（同法第四百三条第三項及び第四百二十条第三項において準用する場合を含む。）の規定により選任された一時取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。）、執行役若しくは代表執行役の職務を行うべき者若しくは検査役又は相互会社の取締役、会計参与、監査役若しくは執行役となるべき者が、基金の総額の引受け若しくは基金の拠出に係る払込みについて、保険契約者総会又は保険契約者総代会に対して虚偽の申述を行い、又は事実を隠蔽したときも、前項と同様とする。

(4) When a receiver, director, accounting advisor, company auditor or executive officer of a Stock Company, an acting director, accounting advisor, company auditor or executive officer of a Stock Company who has been appointed pursuant to the provisional disposition order prescribed in Article 56 of the Civil Provisional Relief Act, any person who is to carry out the duties of a temporary director (in case of a Company with Audit and Supervisory Committee, a director who is an Audit and Supervisory Committee Member or other director), accounting advisor, company auditor, representative director, committee member (meaning a member of a nominating committee, audit committee or compensation committee), executive officer or representative executive officer who has been appointed pursuant to the provisions of Article 346, paragraph (2), Article 351, paragraph (2), or Article 401, paragraph (3) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 403, paragraph (3) and Article 420, paragraph (3)) or inspector, or any person who is the director, accounting advisor, company auditor or executive officer of a Mutual Company, in the case of an Entity Conversion from a Stock Company into a Mutual Company, regarding the acceptance of the total amount of funds or payment pertaining to the contribution of funds, has made a false statement or has concealed any fact from the policyholders meeting or Policyholder Representatives Meeting, the same punishment as in the preceding paragraph applies.

（虚偽文書行使等の罪）

（Crime of Using False Documents）

第三百二十五条 第三百二十二条第一項第一号から第八号までに掲げる者又は基金若しくは相互会社の社債（第六十一条に規定する社債をいう。）を引き受ける者の募集の委託を受けた者が、株式、基金、新株予約権、社債（第六十一条に規定する社債及び会社法第二条第二十三号に規定する社債をいう。以下この項において同じ。）又は新株予約権付社債を引き受ける者の募集をするに当たり、保険会社等の事業その他の事項に関する説明を記載した資料若しくは当該募集の広告その他の当該募集に関する文書であつて重要な事項について虚偽の記載のあるものを行使し、又はこれらの書類の

作成に代えて電磁的記録の作成がされている場合における当該電磁的記録であって重要な事項について虚偽の記録のあるものをその募集の事務の用に供したときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。

Article 325 (1) When any of the persons listed in Article 322, paragraph (1), items (i) to (viii) or any person who has been entrusted with the solicitation of funds or subscribers to the bonds of a Mutual Company (meaning bonds prescribed in Article 61), in soliciting subscribers for the shares, funds, share options, bonds (meaning bonds prescribed in Article 61 and bonds prescribed in Article 2, item (xxiii) of the Companies Act; hereinafter the same applies in this paragraph), or bonds with a share option, has used materials explaining the business of an Insurance Company, etc. or other particulars or an advertisement or other documents related to the relevant subscription which include a false detail with regard to an important particular, or has offered electronic or magnetic records that include a false record with regard to an important particular for carrying out affairs for the relevant solicitation for subscription in the case where electronic or magnetic records have been created in lieu of the relevant documents, the person is punished by imprisonment with work for not more than five years or a fine of not more than five million yen, or both.

2 相互会社の社債（第六十一条に規定する社債をいう。）の売出しを行う者が、その売出しに関する文書であって重要な事項について虚偽の記載のあるものを行使し、又は当該文書の作成に代えて電磁的記録の作成がされている場合における当該電磁的記録であって重要な事項について虚偽の記録のあるものをその売出しの事務の用に供したときも、前項と同様とする。

(2) When any person who offers the bonds of a Mutual Company (meaning bonds prescribed in Article 61) has used documents concerning the secondary distribution which include a false detail with regard to an important particular, or has offered electronic or magnetic records that include a false record with regard to an important particular for carrying out affairs for the relevant secondary distribution in the case where electronic or magnetic records have been created in lieu of the relevant documents, the same punishment as in the preceding paragraph applies.

3 相互会社が株式会社となる組織変更をする場合において、相互会社の保険管理人又は第三百二十二条第一項第四号から第八号までに掲げる者が、第九十二条の規定による株式を引き受ける者の募集をするに当たり、組織変更後の株式会社の事業その他の事項に関する説明を記載した資料若しくは当該募集の広告その他の当該募集に関する文書であって重要な事項について虚偽の記載のあるものを行使し、又はこれらの書類の作成に代えて電磁的記録の作成がされている場合における当該電磁的記録であって重要な事項について虚偽の記録のあるものをその募集の事務の用に供したときも、第一項と同様とする。

(3) When a receiver of a Mutual Company or any persons listed in Article 322,

paragraph (1), items (iv) to (viii), in the case of an Entity Conversion from a Mutual Company into a Stock Company, in soliciting subscribers for the shares prescribed in Article 92, has used materials explaining the business of the Stock Company following the Entity Conversion or other matters or an advertisement or other documents related to the relevant subscription which include a false detail with regard to an important particular, or has offered electronic or magnetic records that include a false record with regard to an important particular for carrying out affairs for the relevant solicitation for subscription in the case where electronic or magnetic records have been created in lieu of the relevant documents, the same punishment as in paragraph (1) applies.

4 株式会社が相互会社となる組織変更をする場合において、株式会社の保険管理人、取締役、会計参与、監査役、執行役、民事保全法第五十六条に規定する仮処分命令により選任された株式会社の取締役、監査役若しくは執行役の職務を代行する者、会社法第三百四十六条第二項、第三百五十一条第二項若しくは第四百一条第三項（同法第四百三条第三項及び第四百二十条第三項において準用する場合を含む。）の規定により選任された一時取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、代表取締役、委員（指名委員会、監査委員会又は報酬委員会の委員をいう。）、執行役若しくは代表執行役の職務を行うべき者又は支配人その他営業に関するある種類若しくは特定の事項の委任を受けた使用人が、第七十八条第一項の規定による基金の募集に当たり、基金の募集の広告その他基金の募集に関する文書であつて重要な事項について虚偽の記載のあるものを行使し、又はこれらの書類の作成に代えて電磁的記録の作成がされている場合における当該電磁的記録であつて重要な事項について虚偽の記録のあるものをその募集の事務の用に供したときも、第一項と同様とする。

(4) When a receiver, director, accounting advisor, company auditor or executive officer of a Stock Company, an acting director, company auditor or executive officer of a Stock Company who has been appointed pursuant to the provisional disposition order prescribed in Article 56 of the Civil Provisional Relief Act, any person who is to carry out the duties of a temporary director (in case of a Company with Audit and Supervisory Committee, a director who is an Audit and Supervisory Committee Member or other director), accounting advisor, company auditor, representative director, committee member (meaning a member of a nominating committee, audit committee or compensation committee), executive officer or representative executive officer who has been appointed pursuant to the provisions of Article 346, paragraph (2), Article 351, paragraph (2), or Article 401, paragraph (3) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 403, paragraph (3) and Article 420, paragraph (3) of that Act) or manager or an employee who has been entrusted with a type of particular or a specific particular of its other operations, in soliciting the funds prescribed in Article

78, paragraph (1), in the case of an Entity Conversion from a Stock Company into a Mutual Company, has used an advertisement or other documents related to the subscription of funds which include a false detail with regard to an important particular, or has offered electronic or magnetic records that include a false detail with regard to an important particular for carrying out affairs for the relevant solicitation for subscription in the case where electronic or magnetic records have been created in lieu of the relevant documents, the same punishment as in paragraph (1) applies.

(預合いの罪)

(Crime of a Fake Payment)

第三百二十六条 第三百二十二条第一項第一号から第八号までに掲げる者が、基金の拠出に係る払込み又は株式の払込みを偽装するため預合いを行ったときは、五年以下の懲役若しくは五百万円以下の罰金に処し、又はこれを併科する。預合いに応じた者も、同様とする。

Article 326 (1) When any of the persons listed in Article 322, paragraph (1), items (i) to (viii) has made a fake payment to give the false appearance of a payment to fund contributions or payment for shares, the person is punished by imprisonment with work for not more than five years or a fine of not more than five million yen, or both. The same applies to any person who has acted as a party to such fake payment.

2 相互会社が株式会社となる組織変更をする場合において、前条第三項に規定する者が、第九十二条の規定による募集に係る株式の払込みを偽装するため預合いを行ったときも、前項と同様とする。預合いに応じた者も、同様とする。

(2) When any of the persons prescribed in the preceding Article, paragraph (3), in the case of an Entity Conversion from a Mutual Company into a Stock Company, has made a fake payment to give a false appearance of payment for shares pertaining to subscription under the provisions of Article 92, the same punishment as in the preceding paragraph applies. The same applies to any person who has acted as a party to such fake payment.

3 株式会社が相互会社となる組織変更をする場合において、前条第四項に規定する者が、第七十八条第三項において準用する第三十条の三第一項の払込みを偽装するため預合いを行ったときも、第一項と同様とする。預合いに応じた者も、同様とする。

(3) When any of the persons prescribed in the preceding Article, paragraph (4), in the case of an Entity Conversion from a Stock Company into a Mutual Company, has made a fake payment to give a false appearance of payment set forth in Article 30-3, paragraph (1), as applied mutatis mutandis pursuant to Article 78, paragraph (3), the same punishment as in paragraph (1) applies. The same applies to any person who has acted as a party to such fake payment.

(株式の超過発行の罪)

(Crime of Over Issuance of Shares)

第三百二十七条 株式会社の保険管理人が、株式会社が発行することができる株式の総数を超えて株式を発行したときは、五年以下の懲役又は五百万円以下の罰金に処する。

Article 327 When a receiver of a Stock Company has issued an aggregate number of shares exceeding the total number of shares that a Stock Company may issue, the administrator is punished by imprisonment with work for not more than five years or a fine of not more than five million yen.

(取締役等の贈収賄罪)

(Crime of Bribery of Director)

第三百二十八条 次に掲げる者が、その職務に関し、不正の請託を受けて、財産上の利益を収受し、又はその要求若しくは約束をしたときは、五年以下の懲役又は五百万円以下の罰金に処する。

Article 328 (1) When any of the following persons has accepted, or requested or promised a property benefit based on an unlawful request concerning their duties, they are punished by imprisonment with work for not more than five years or a fine of not more than five million yen:

一 第三百二十二条第一項各号又は第二項各号に掲げる者

(i) any person listed in the items of Article 322, paragraph (1) or the items of paragraph (2);

二 第三百二十三条に規定する者

(ii) any person prescribed in Article 323;

三 相互会社の会計監査人又は第五十三条の十二第四項の規定により選任された一時会計監査人の職務を行うべき者

(iii) financial auditor of a Mutual Company or any person who carries out the duties of a temporary financial auditor who has been appointed pursuant to the provisions of Article 53-12, paragraph (4); and

四 保険会社の保険調査人

(iv) insurance inspector of an Insurance Company.

2 前項の利益を供与し、又はその申込み若しくは約束をした者は、三年以下の懲役又は三百万円以下の罰金に処する。

(2) Any person who has given, or offered or promised to give the benefit set forth in the preceding paragraph is punished by imprisonment with work for not more than three years or a fine of not more than three million yen.

(社員等の権利の行使に関する贈収賄罪)

(Crime of Bribery Concerning Exercise of Rights of Members)

第三百二十九条 次に掲げる事項に関し、不正の請託を受けて、財産上の利益を収受し、又はその要求若しくは約束をした者は、五年以下の懲役又は五百万円以下の罰金に処する。

Article 329 (1) Any person who, concerning the following particulars, has

accepted, or requested or promised a property benefit based on an unlawful request is punished by imprisonment with work for not more than five years or a fine of not more than five million yen:

一 相互会社の社員総会、総代会、創立総会、社債権者集会若しくは債権者集会、株式会社が第六十八条第一項の組織変更をする場合の保険契約者総会若しくは保険契約者総代会又は外国相互会社の債権者集会における発言又は議決権の行使

(i) the making of remarks or exercise of voting rights at a general meeting, Member Representatives Meeting, Organizational Meeting, bondholders meeting or creditors meeting of a Mutual Company, policyholders meeting or Policyholder Representatives Meeting in the case where a Stock Company is to carry out the Entity Conversion set forth in Article 68, paragraph (1), or creditors meeting of a Foreign Mutual Company;

二 第三十八条第一項若しくは第二項、第三十九条、第四十条第一項、第四十五条第一項モシクハ第二項、第四十六条、第四十七条第一項、第五十条第一項若しくは第二項、第五十三条の十五において準用する会社法第三百五十八条第一項（第二号を除く。）若しくは第三百六十条第一項、第五十三条の三十二において準用する同法第四百二十二条第一項、第五十三条の三十六において準用する同法第四百二十六条第七項、第百八十条の五第二項若しくは第百八十条の八第四項において準用する同法第三百六十条第一項に規定する社員若しくは総代の権利の行使、第百八十四条において準用する同法第五百十一条第一項若しくは第五百二十二条第一項に規定する社員若しくは債権者の権利の行使又は第百八十四条において準用する同法第五百四十七条第一項若しくは第三項に規定する債権者の権利の行使

(ii) the exercise of rights of a member or representative member prescribed in Article 38, paragraphs (1) or (2), Article 39, Article 40, paragraph (1), Article 45, paragraph (1) or (2), Article 46, Article 47, paragraph (1), Article 50, paragraphs (1) or (2), Article 358, paragraph (1) (except for item (ii)) or Article 360, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 53-15, Article 422, paragraph (1) of the same Act, as applied mutatis mutandis pursuant to Article 53-32, Article 426, paragraph (7) of the same Act, as applied mutatis mutandis pursuant to Article 53-36, or Article 360, paragraph (1) of the same Act, as applied mutatis mutandis pursuant to Article 180-5, paragraph (2) or Article 180-8, paragraph (4); or the exercise of rights of a member or obligee prescribed in Article 511, paragraph (1) or Article 522, paragraph (1) of the same Act, as applied mutatis mutandis pursuant to Article 184; or the exercise of rights of an obligee prescribed in Article 547, paragraph (1) or (3) of the same Act, as applied mutatis mutandis pursuant to Article 184;

三 社員総数の千分の五、千分の三若しくは千分の一以上に相当する数若しくは三千名若しくは千名以上の社員（特定相互会社にあつては、第三十八条第一項、第三十九条第一項又は第五十条第一項に規定する政令で定める数以上の社員）、九名若しくは三名以上の総代又は相互会社における社債（第六十一条に規定する社債をいう）。

以下この号において同じ。)の総額(償還済みの額を除く。)の十分の一以上に当たる社債を有する社債権者の権利の行使

(iii) the exercise of rights of an aggregate number of members that corresponds to five thousandths, three thousandths, one thousandth or more of the total number of members or three thousand or one thousand or more members (in the case of a Specified Mutual Company, the number of members specified by Cabinet Order prescribed in Article 38, paragraph (1), Article 39, paragraph (1) or Article 50, paragraph (1) or more), nine or three or more representative members, or a bondholder who holds bonds equivalent to one-tenth or more of the total amount (excluding the amount of bonds which have been redeemed) of bonds of a Mutual Company (meaning the bonds prescribed in Article 61; hereinafter the same applies in this item);

四 この法律又はこの法律において準用する会社法に規定する訴えの提起(相互会社の社員、債権者又は保険会社等(株式会社に限る。)に係る適格旧株主(第九十六条の四において準用する同法第八百四十七条の四第二項又は第九十六条の四の二において準用する同法第八百四十七条の二第九項に規定する適格旧株主をいう。)がするものに限る。)

(iv) the filing of litigation prescribed in this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act (limited to those filed by a member or an obligee of a Mutual Company or a Qualified Former Shareholder (meaning a Qualified Former Shareholder prescribed in Article 847-4, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 96-4, or Article 847-2, paragraph (9) of that Act as applied mutatis mutandis pursuant to Article 96-4-2)) relating to an Insurance Company, etc. (limited to a company in the form of a stock company); and

五 この法律において準用する会社法第八百四十九条第一項の規定による社員の訴訟参加

(v) the intervention by a member under the provisions of Article 849, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to this Act.

2 前項の利益を供与し、又はその申込み若しくは約束をした者も、同項と同様とする。

(2) The same punishment as in the preceding paragraph applies to any person who has given, or offered or promised to give the benefit set forth in the same paragraph.

(没収及び追徴)

(Confiscation and Collection of Equivalent Value)

第三百三十条 第三百二十八条第一項又は前条第一項の場合において、犯人の收受した利益は、没収する。その全部又は一部を没収することができないときは、その価額を追徴する。

Article 330 In the case referred to in Article 328, paragraph (1) or the preceding Article, paragraph (1), a benefit accepted by an offender is confiscated. When the whole or a part of the benefit cannot be confiscated, an equivalent sum of money is collected.

(株主等の権利の行使に関する利益供与の罪)

(Crime of Benefit Sharing Concerning Exercise of Rights of Shareholder)

第三百三十一条 保険会社等の保険管理人又は第三百二十二条第一項第四号から第七号までに掲げる者若しくはその他の相互会社の使用人が、株主若しくは社員若しくは総代の権利又は当該保険会社等（株式会社に限る。）に係る適格旧株主（会社法第八百四十七条の二第九項（第九十六条の四の二において準用する場合を含む。）及び第九十六条の四において準用する同法第八百四十七条の四第二項に規定する適格旧株主をいう。第三項において同じ。）の権利の行使に関し、保険会社等又はその子会社（同法第二条第三号に規定する子会社（保険会社等が相互会社であるときは、その実質子会社）をいう。以下この項及び第三項において同じ。）の計算において財産上の利益を供与したときは、三年以下の懲役又は三百万円以下の罰金に処する。保険会社等（株式会社に限る。以下この項において同じ。）における同法第九百六十条第一項第三号から第六号までに掲げる者又はその他の当該保険会社等の使用人が、当該保険会社等に係る適格旧株主（第九十六条の四において準用する同法第八百四十七条の四第二項又は第九十六条の四の二において準用する同法第八百四十七条の二第九項に規定する適格旧株主をいう。）の権利の行使に関し、当該保険会社等又はその子会社の計算において財産上の利益を供与したときも、同様とする。

Article 331 (1) When a receiver of an Insurance Company, etc., or any of the persons listed in Article 322, paragraph (1), items (iv) to (vii) or other employee of a Mutual Company, concerning the exercise of rights of a shareholder or member or representative member or concerning the exercise of rights of a Qualified Former Shareholder (meaning a Qualified Former Shareholder prescribed in Article 847-2, paragraph (9) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 96-4-2) and in Article 847-4, paragraph (2) of that Act as applied mutatis mutandis pursuant to Article 96-4; the same applies in paragraph (3)) relating to an Insurance Company, etc. (limited to a company in the form of a stock company), has given a property benefit with regards to the account of the Insurance Company, etc. or its Subsidiary Company (meaning the Subsidiary Company prescribed in Article 2, item (iii) of that Act (its Substantive Subsidiary Companies in the case where the Insurance Company, etc. is a Mutual Company)); the same applies in this paragraph and paragraph (3)), the person is punished by imprisonment with work for not more than three years or a fine of not more than three million yen. The same applies to the case where a person listed in Article 960, paragraph (1), items (iii) to (vi) of that Act relating to an Insurance Company, etc. (limited to a company in the form of a stock company);

hereinafter the same applies in this paragraph) or other employee of the relevant Insurance Company, etc. provided a property benefit for the account of the relevant Insurance Company, etc. or its Subsidiary Company in relation to the exercise of rights of a Qualified Former Shareholder (meaning a Qualified Former Shareholder prescribed in Article 847-4, paragraph (2) of the Companies Act as applied mutatis mutandis pursuant to Article 96-4, or in Article 847-2, paragraph (9) of that Act as applied mutatis mutandis pursuant to Article 96-4-2) relating to the relevant Insurance Company, etc.

2 情を知って、前項の利益の供与を受け、又は第三者にこれを供与させた者も、同項と同様とする。

(2) The same punishment as in the preceding paragraph applies to any person who, with knowledge, has been given the benefit set forth in the same paragraph or has caused a third party to give such benefit.

3 株主若しくは社員若しくは総代の権利又は保険会社等（株式会社に限る。）に係る適格旧株主の権利の行使に関し、保険会社等又はその子会社の計算において第一項の利益を自己又は第三者に供与することを同項に規定する者に要求した者も、同項と同様とする。

(3) The same punishment as in paragraph (1) applies to any person who, concerning the exercise of rights of a shareholder or member or representative member, or rights of a Qualified Former Shareholder relating to an Insurance Company, etc. (limited to a company in the form of a stock company) has requested the person prescribed in the same paragraph to give the benefit set forth in the same paragraph to the person or to a third party with regards to the account of the Insurance Company, etc. or its Subsidiary Company.

4 前二項の罪を犯した者が、その実行について第一項に規定する者に対し威迫の行為をしたときは、五年以下の懲役又は五百万円以下の罰金に処する。

(4) When any person who has committed a crime set forth in the preceding two paragraphs has intimidated a person prescribed in paragraph (1) regarding the execution of the crime, they are punished by imprisonment with work for not more than five years or a fine of not more than five million yen.

5 前三項の罪を犯した者には、情状により、懲役及び罰金を併科することができる。

(5) Imprisonment with work and fines may be imposed cumulatively, pursuant to the circumstances, on any person who has committed a crime set forth in the preceding three paragraphs.

6 第一項の罪を犯した者が自首したときは、その刑を減輕し、又は免除することができる。

(6) When any person who has committed a crime set forth in paragraph (1) has surrendered themselves to authorities, the punishment thereof may be reduced or remitted.

(国外犯)

(Crimes Committed Outside Japan)

第三百三十一条の二 第三百二十二条から第三百二十四条まで、第三百二十六条、第三百二十七条、第三百二十八条第一項、第三百二十九条第一項及び前条第一項の罪は、日本国外においてこれらの罪を犯した者にも適用する。

Article 331-2 (1) The crimes set forth in Articles 322 to 324, Article 326, Article 327, Article 328, paragraph (1), Article 329, paragraph (1) and the preceding Article, paragraph (1) is to also apply to any person who has committed these crimes outside Japan.

2 第三百二十八条第二項、第三百二十九条第二項及び前条第二項から第四項までの罪は、刑法第二条の例に従う。

(2) The crimes set forth in Article 328, paragraph (2), Article 329, paragraph (2), and the preceding Article, paragraphs (2) to (4) is governed by Article 2 of the Penal Code.

(法人における罰則の適用)

(Application of Penal Provisions to Corporations)

第三百三十二条 第三百二十二条から第三百二十七条まで、第三百二十八条第一項、第三百二十九条第一項又は第三百三十一条第一項に規定する者が法人であるときは、これらの規定並びに第三百二十二条第三項及び第三百二十三条第二項の規定は、その行為をした取締役、執行役その他業務を執行する役員又は支配人に対してそれぞれ適用する。

Article 332 When a person prescribed in Articles 322 to 327, Article 328, paragraph (1), Article 329, paragraph (1), or Article 331, paragraph (1) is a corporation, the relevant provisions and the provisions of Article 322, paragraph (3) and Article 323, paragraph (2) is to respectively apply to the director, executive officer, other officer who executes business, or manager who has acted in the relevant way.

(虚偽届出等の罪)

(Crime of False Notification)

第三百三十二条の二 第六十七条の二又は第二百十七条第三項において準用する会社法第九百五十五条第一項の規定に違反して、調査記録簿等（同項に規定する調査記録簿等をいう。以下この条において同じ。）に同項に規定する電子公告調査に関し法務省令で定めるものを記載せず、若しくは記録せず、若しくは虚偽の記載若しくは記録をし、又は同項の規定に違反して調査記録簿等を保存しなかった者は、三十万円以下の罰金に処する。

Article 332-2 Any person who, in violation of Article 955, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 67-2 or Article 217, paragraph (3), has failed to detail or record what is specified by Order of the Ministry of Justice concerning the Investigation of Electronic Public Notice prescribed in the same paragraph in the registry of studies, etc.

(meaning the registry of studies, etc. prescribed in the same paragraph; hereinafter the same applies in this Article), who has included a false detail or record in the registry of studies, etc., or who has not preserved the registry of studies, etc. in violation of the same paragraph, is punished by a fine of not more than three hundred thousand yen.

(両罰規定)

(Dual Liability)

第三百三十二条の三 法人の代表者又は法人若しくは人の代理人、使用人その他の従業者が、その法人又は人の業務に関し、前条の違反行為をしたときは、行為者を罰するほか、その法人又は人に対しても、同条の刑を科する。

Article 332-3 When a representative person of a corporation, or an agent, employee or other worker of a corporation or individual, has committed the violation set forth in the preceding Article with regard to the business of the relevant corporation or individual, not only the offender is punished but also the relevant corporation or individual is punished by the punishment prescribed in the same Article.

(過料に処すべき行為)

(Acts Which Are Punishable by a Non-Criminal Fine)

第三百三十三条 保険会社等の発起人、設立時取締役、設立時執行役、設立時監査役、取締役、執行役、会計参与若しくはその職務を行うべき社員、監査役、会計監査人若しくはその職務を行う社員、清算人、第四百四十四条第一項（第二百七十二條の第三十二項において準用する場合を含む。）に規定する受託会社、保険管理人、保険調査人、会社法第五百二十五条第一項（第八百八十四条において準用する場合を含む。）の清算人代理、同法第五百二十七条第一項（第八百八十四条において準用する場合を含む。）の監督委員、同法第五百三十三條（第八百八十四条において準用する場合を含む。）の調査委員、民事保全法第五十六條に規定する仮処分命令により選任された取締役、執行役、監査役若しくは清算人の職務を代行する者、第三百二十二條第一項第六号若しくは会社法第九百六十條第一項第五号に規定する一時取締役、会計参与、監査役、代表取締役、委員、執行役若しくは代表執行役の職務を行うべき者、第三百二十二條第二項第三号若しくは同法第九百六十條第二項第三号に規定する一時清算人若しくは代表清算人の職務を行うべき者、第三百二十八條第一項第三号若しくは同法第九百六十七條第一項第三号に規定する一時会計監査人の職務を行うべき者、検査役、株主名簿管理人、社債原簿管理人、社債管理者、事務を承継する社債管理者、代表社債権者、決議執行者若しくは支配人、外国保険会社等の日本における代表者、清算人、第二十一条において準用する第四百四十四条第一項に規定する受託会社、保険管理人、保険調査人若しくは支配人、免許特定法人及び引受社員を日本において代表する者、外国保険会社等と第九十条第三項の契約を締結した者、免許特定法人と第二百二十三條第三項の契約を締結した者若しくは少額短期保険業者と第二百七十二條の五第三項の契約を締結した者、機構の役員、保険議決権大量保有者（保険議決権大量保有者が保

險議決権大量保有者でなくなった場合における当該保険議決権大量保有者であった者を含み、保険議決権大量保有者が法人（第二条の二第一項第一号に掲げる法人でない団体を含む。第六十四号及び第七十号を除き、以下この項において同じ。）であるときは、その取締役、執行役、会計参与若しくはその職務を行うべき社員、監査役、代表者、支配人、業務を執行する社員又は清算人）、保険主要株主若しくは少額短期保険主要株主（保険主要株主又は少額短期保険主要株主が保険主要株主又は少額短期保険主要株主でなくなった場合における当該保険主要株主又は少額短期保険主要株主であった者を含み、保険主要株主又は少額短期保険主要株主が法人であるときは、その取締役、執行役、会計参与若しくはその職務を行うべき社員、監査役、代表者、支配人、業務を執行する社員又は清算人）、特定主要株主若しくは特定少額短期主要株主（特定主要株主又は特定少額短期主要株主が保険会社等の主要株主基準値以上の数の議決権の保有者でなくなった場合における当該特定主要株主又は特定少額短期主要株主であった者を含み、特定主要株主又は特定少額短期主要株主が法人であるときは、その取締役、執行役、会計参与若しくはその職務を行うべき社員、監査役、代表者、支配人、業務を執行する社員又は清算人）、保険持株会社若しくは少額短期保険持株会社（保険持株会社又は少額短期保険持株会社が保険持株会社又は少額短期保険持株会社でなくなった場合における当該保険持株会社又は少額短期保険持株会社であった会社を含む。）の取締役、執行役、会計参与若しくはその職務を行うべき社員、監査役、支配人若しくは清算人又は特定持株会社若しくは特定少額短期持株会社（特定持株会社又は特定少額短期持株会社が保険会社等の子会社とする持株会社でなくなった場合における当該特定持株会社又は特定少額短期持株会社であった会社を含む。）の取締役、執行役、会計参与若しくはその職務を行うべき社員、監査役、支配人、業務を執行する社員若しくは清算人は、次の各号のいずれかに該当する場合には、百万円以下の過料に処する。ただし、その行為について刑を科すべきときは、この限りでない。

Article 333 (1) If the incorporator of an Insurance Company, etc., the director at the time of the incorporation of the relevant Insurance Company, etc., its executive officer at the time of incorporation, company auditor at the time of incorporation, its director, executive officer, or accounting advisor, or the member who is to act as such; its company auditor or financial auditor or the member who is to act as such; its liquidator; its Entrusted Company as prescribed in Article 144, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-30, paragraph (2)); its receiver of an insurer or insurance inspector; its liquidator representative as set forth in Article 525, paragraph (1) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 184); its supervising committee member as set forth in Article 527, paragraph (1) of the same Act (including the cases where it is applied mutatis mutandis pursuant to Article 184); its examination committee member as set forth in Article 533 of the same Act (including the cases where it is applied mutatis mutandis pursuant to Article 184); the person who is to act as its director, executive officer, company auditor,

or liquidator and who has been appointed pursuant to a provisional disposition order prescribed in Article 56 of the Civil Provisional Remedies Act; the person who is to act as its temporary director, accounting advisor, company auditor, representative director, committee member, executive officer, or representative executive officer as prescribed in Article 322, paragraph (1), item (vi) or in Article 960, paragraph (1), item (v) of the Companies Act; the person who is to act as its temporary liquidator or Representative Liquidator as prescribed in Article 322, paragraph (2), item (iii) or in Article 960, paragraph (2), item (iii) of the same Act; the person who is to act as its temporary financial auditor as prescribed in Article 328, paragraph (1), item (iii) or Article 967, paragraph (1), item (iii) of the same Act; its inspector, the administrator of its shareholder registry, the administrator of its bond registry, its bond administrator, the bond administrator succeeding to its affairs, its representative bondholder, its resolution executor, or its manager; the Representative Person in Japan of a Foreign Insurance Company, etc., the liquidator of the relevant Foreign Insurance Company, its Entrusted Company as prescribed in Article 144, paragraph (1), as applied mutatis mutandis pursuant to Article 211, or its receiver of an insurer, insurance inspector, or manager; the person representing a licensed Specified Corporation and its subscription members in Japan; a person who has concluded a contract set forth in Article 190, paragraph (3) with a Foreign Insurance Company, etc., a person who has concluded a contract set forth in Article 223, paragraph (3) with a licensed Specified Corporation, or a person who has concluded a contract set forth in Article 272-5, paragraph (3) with a Small Amount and Short Term Insurance Company; the officer of a Corporation; a Large-Volume Holder of Insurance Company Voting Rights (including the person who used to be the relevant Large-Volume Holder of Insurance Company Voting Rights, if the relevant Large-Volume Holder of Insurance Company Voting Rights has ceased to be a Large-Volume Holder of Insurance Company Voting Rights, and if the Large-Volume Holder of Insurance Company Voting Rights is a corporation (including organizations without corporation which are listed in Article 2-2, paragraph (1), item (i); hereinafter the same applies in this paragraph except for items (lxiv) and (lxx)), this means its director, executive officer, or accounting advisor, or the member who is to act as such; its company auditor, representative person, or manager, the member who executes its business, or its liquidator); an Insurance Company's Major Shareholder or a Small Amount and Short Term Insurance Company's Major Shareholder (including the person who used to be the relevant Insurance Company's Major Shareholder or Small Amount and Short Term Insurance Company's Major Shareholder, if the relevant Insurance Company's Major Shareholder or Small Amount and Short Term Insurance Company's Major Shareholder has ceased to be the Insurance Company's Major

Shareholder or Small Amount and Short Term Insurance Company's Major Shareholder, and if the Insurance Company's Major Shareholder or Small Amount and Short Term Insurance Company's Major Shareholder is a corporation, this means its director, executive officer, or accounting advisor, or the member who is to act as such, its company auditor, representative person, or manager, the member who executes its business, or its liquidator); a Specified Major Shareholder or Small Amount and Short Term Insurance Company's Specified Major Shareholder (including the person who used to be the relevant Specified Major Shareholder or Small Amount and Short Term Insurance Company's Specified Major Shareholder, if the relevant Specified Major Shareholder or Small Amount and Short Term Insurance Company's Specified Major Shareholder has ceased to be a person that holds a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold, etc., and if the Specified Major Shareholder or Small Amount and Short Term Insurance Company's Specified Major Shareholder is a corporation, this means its director, executive officer, or accounting advisor, or the member who is to act as such, its company auditor, representative person, or manager, the member who executes its business, or its liquidator); the director, executive officer, or accounting advisor of an Insurance Holding Company or Small Amount and Short Term Insurance Holding Company (including the company that used to be the relevant Insurance Holding Company or Small Amount and Short Term Insurance Holding Company, if the relevant Insurance Holding Company or Small Amount and Short Term Insurance Holding Company has ceased to be an Insurance Holding Company or Small Amount and Short Term Insurance Holding Company), or the member who is to act as such; or its company auditor, its manager, or its liquidator; or the director, executive officer, or accounting advisor of a Specified Holding Company or Specified Small Amount and Short Term Insurance Holding Company (including the company that used to be the relevant Specified Holding Company or Specified Small Amount and Short Term Insurance Holding Company, if the relevant Specified Holding Company or Specified Small Amount and Short Term Insurance Holding Company has ceased to have an Insurance Company, etc. as its Subsidiary Company), or the member who is to act as such; or its company auditor, its manager, the member who executes its business, or its liquidator falls under any of the following items, they are subject to a non-criminal fine of not more than one million yen; provided, however, that this does not apply if a criminal punishment is to be imposed for the relevant action:

一 削除

(i) deleted;

二 第八条第一項、第九十二条第五項又は第二百七十二条の十第一項の規定に違反

- して他の会社の常務に従事したとき。
- (ii) when the person has engaged in the day-to-day business of another company, in violation of Article 8, paragraph (1), Article 192, paragraph (5) or Article 272-10, paragraph (1);
- 三 この法律又はこの法律において準用する会社法の規定による登記を怠ったとき。
- (iii) when the person has failed to complete their registration under the provisions of this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act;
- 四 この法律若しくはこの法律において準用する会社法の規定による公告若しくは通知をすることを怠ったとき、又は不正の公告若しくは通知をしたとき。
- (iv) when the person has failed to give public notice or notice under the provisions of this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act, or has given an unauthorized public notice or notice;
- 五 この法律又はこの法律において準用する会社法の規定による開示をすることを怠ったとき。
- (v) when the person has failed to make a disclosure under the provisions of this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act;
- 六 この法律又はこの法律において読み替えて準用する会社法の規定に違反して、正当な理由がないのに、書類若しくは電磁的記録に記録された事項を内閣府令で定める方法により表示したものの閲覧若しくは謄写又は書類の謄本若しくは抄本の交付、電磁的記録に記録された事項を電磁的方法により提供すること若しくはその事項を記載した書面の交付を拒んだとき。
- (vi) when the person, in violation of this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act following the deemed replacement of terms, has refused, without justifiable grounds, to allow the inspection of documents or of an object that shows, by a method specified by Cabinet Office Order, the particulars recorded in electronic or magnetic records, or has refused to issue a certified copy or extract of a document, to provide the particulars that are recorded in an electronic or magnetic record by electronic or magnetic means, or to issue a document detailing such particulars;
- 七 この法律又はこの法律において準用する会社法の規定による調査を拒み、妨げ、又は忌避したとき。
- (vii) when the person has refused, obstructed, or evaded an inspection under the provisions of this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act;
- 八 この法律又はこの法律において準用する会社法に規定する事項について、官庁、社員総会、総代会、創立総会、保険契約者総会、保険契約者総代会、社債権者集会又は債権者集会に対し、虚偽の申述を行い、又は事実を隠蔽したとき。
- (viii) when the person, regarding particulars prescribed in this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act, has made

a false statement or has concealed any fact from a government agency, general meeting, General Representative Members' Council, Organizational Meeting, policyholders meeting, Policyholder Representatives Meeting, bondholders meeting, or creditors meeting;

九 定款、社員総会、総代会、創立総会、取締役会、重要財産委員会、監査役会、監査等委員会、指名委員会等、保険契約者総会、保険契約者総代会、社債権者集会若しくは債権者集会の議事録、社員の名簿、会計帳簿、貸借対照表、損益計算書、事業報告、第五十四条の三第二項若しくは第百八十条の十七において準用する会社法第四百九十四条第一項の附属明細書、会計参与報告、監査報告、会計監査報告、決算報告、社債原簿、財産目録、事務報告又は第六十一条の五において準用する同法第六百八十二条第一項若しくは第六百九十五条第一項、第百六十五条の二第一項、第百六十五条の九第一項、第百六十五条の十三第一項、第百六十五条の十五第一項、第百六十五条の十九第一項若しくは第百六十五条の二十一第一項の書面若しくは電磁的記録に記載し、若しくは記録すべき事項を記載せず、若しくは記録せず、又は虚偽の記載若しくは記録をしたとき。

(ix) when the person has failed to detail or record the particulars that are required to be detailed or recorded or has included a false detail or record in the articles of incorporation, minutes of general meeting, Member Representatives Meeting, Organizational Meeting, board of directors, committee on important property, board of company auditors, Audit and Supervisory Committee, Nominating Committee, etc., policyholders meeting, Policyholder Representatives Meeting, bondholders meeting or creditors meeting, roster of members, accounting books, balance sheet, profit and loss statement, business report, annexed detailed statement of Article 494, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 54-3, paragraph (2) or Article 180-17, accounting advisory report, audit report, accounting auditing report, statement of accounts, bond registry, inventory of property, business report, or document or electronic or magnetic record set forth in Article 682, paragraph (1) or Article 695, paragraph (1), Article 165-2, paragraph (1), Article 165-9, paragraph (1), Article 165-13, paragraph (1), Article 165-15, paragraph (1), Article 165-19, paragraph (1) or Article 165-21, paragraph (1) of the same Act, as applied mutatis mutandis pursuant to Article 61-5;

十 この法律又はこの法律において準用する会社法の規定に違反して、帳簿又は書類若しくは書面若しくは電磁的記録を備え置かなかったとき。

(x) when the person has failed to keep books, documents, a statement or electronic or magnetic record in violation of this Act or the Companies Act, as applied mutatis mutandis pursuant to this Act;

十一 正当な理由がないのに、社員総会、総代会、創立総会、保険契約者総会又は保険契約者総代会において、社員になろうとする者、社員、総代又は保険契約者の求めた事項について説明をしなかつたとき。

(xi) when the person, without justifiable grounds, has failed to explain the particulars with regard to which a person who seeks to be a member or a member, representative member, or Policyholder has requested an explanation at the general meeting, Member Representatives Meeting, Organizational Meeting, policyholders meeting or Policyholder Representatives Meeting;

十二 第十五条、第五十六条から第五十九条まで、第九十一条第四項、第一百十二条第二項（第百九十九条において準用する場合を含む。）又は第百十五条（第百九十九条及び第二百七十二條の十八において準用する場合を含む。）の規定に違反して、準備金若しくは積立金を計上せず、若しくは積み立てず、又はこれらを取り崩したとき。

(xii) when the person, in violation of Article 15, Articles 56 to 59, Article 91, paragraph (4), Article 112, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 199) or Article 115 (including the cases where it is applied mutatis mutandis pursuant to Articles 199 and 272-18), has failed to report any Reserves or reserves funds, or has failed to make Reserves, or has withdrawn from such Reserves;

十三 第十七条第二項若しくは第四項（これらの規定を第五十七条第四項において準用する場合を含む。）、第七十条第二項若しくは第四項（第百六十五条の七第四項（第百六十五条の十二において準用する場合を含む。）において準用する場合を含む。）、第七十七条第四項、第八十八条第二項若しくは第四項（第百六十五条の十七第四項（第百六十五条の二十において準用する場合を含む。）において準用する場合を含む。）、第百三十七条第一項若しくは第二項（これらの規定を第二百十条第一項（第二百七十条の四第九項において準用する場合を含む。）、第二百七十条の四第九項及び第二百七十二條の二十九において準用する場合を含む。）、第百六十五条の七第二項（第百六十五条の十二において準用する場合を含む。）、第百六十五条の十七第二項（第百六十五条の二十において準用する場合を含む。）、第百六十五条の二十四第二項若しくは第四項、第百七十三条の四第二項若しくは第四項、第二百四十條の十二第一項から第三項まで、第二百五十一条第一項（第二百七十条の四第九項において準用する場合を含む。）、第二百五十五条第一項又は第二百五十五条の四第一項から第三項までの規定に違反して、資本金若しくは準備金の額の減少若しくは基金償却積立金の取崩し、組織変更、保険契約者総代会の設置、保険契約の移転、合併、会社分割、第二百四十條の二第一項に規定する契約条件の変更又は第二百五十条第一項に規定する契約条件の変更をしたとき。

(xiii) when the person, in violation of Article 17, paragraph (2) or (4) (including the cases where the provisions are applied mutatis mutandis pursuant to Article 57, paragraph (4)), Article 70, paragraph (2) or (4) (including the cases where it is applied mutatis mutandis pursuant to Article 165-7, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 165-12)), Article 77, paragraph (4), Article 88, paragraph (2) or (4) (including the cases where it is applied mutatis mutandis pursuant

to Article 165-17, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20)), Article 137, paragraphs (1) or (2) (including the cases where the provisions are applied mutatis mutandis pursuant to Article 210, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 270-4, paragraph (9)), Article 270-4, paragraph (9) and Article 272-29), Article 165-7, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-12), Article 165-17, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 165-20), Article 165-24, paragraphs (2) or (4), Article 173-4, paragraph (2) or (4) Article 240-12, paragraphs (1) to (3), Article 251, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 270-4, paragraph (9)), Article 255, paragraph (1), or Article 255-4, paragraphs (1) to (3), has reduced the amount of capital or reserves or withdrawn from depreciation reserves for redemption of funds, has made an Entity Conversion, established a Policyholder Representatives Meeting, transferred an insurance contract, conducted a merger, split a company, amended the contract conditions prescribed in Article 240-2, paragraph (1), or amended the contract conditions prescribed in Article 250, paragraph (1);

十四 第三十九条第一項又は第四十六条第一項の規定による請求があった場合において、その請求に係る事項を社員総会又は総代会の目的としなかったとき。

(xiv) in the case where a request under Article 39, paragraph (1) or Article 46, paragraph (1) has been made, when the person has failed to make the particulars of the request the purpose of a general meeting or Member Representatives Meeting;

十五 第四十条第二項若しくは第四十七条第二項において準用する会社法第三百七条第一項第一号の規定若しくは第五十三条の十五において準用する同法第三百五十九条第一項第一号の規定による裁判所の命令又は第四十一条第一項若しくは第四十九条第一項において準用する同法第二百九十六条第一項の規定に違反して、社員総会又は総代会を招集しなかったとき。

(xv) when the person has failed to call a general meeting or Member Representatives Meeting in violation of a court order under the provisions of Article 307, paragraph (1), item (i) of the Companies Act, as applied mutatis mutandis pursuant to Article 40-2, paragraph (2) or Article 47, paragraph (2) or the provisions of Article 359, paragraph (1), item (i) of the same Act, as applied mutatis mutandis pursuant to Article 53-15, or Article 296, paragraph (1) of the same Act, as applied mutatis mutandis pursuant to Article 41, paragraph (1) or Article 49, paragraph (1);

十六 第四十一条第一項において準用する会社法第三百一条若しくは第三百二条の規定、第四十八条の規定又は第五十四条の五（第五十四条の十第六項において準用する場合を含む。）の規定に違反して、社員総会又は総代会の招集の通知に際し、書

- 類若しくは書面を交付せず、又は電磁的方法により情報を提供しなかったとき。
- (xvi) when the person, in violation of the provisions of Articles 301 or 302 of the Companies Act, as applied mutatis mutandis pursuant to Article 41, paragraph (1), or the provisions of Article 48 or the provisions of Article 54-5 (including the cases where it is applied mutatis mutandis pursuant to Article 54-10, paragraph (6)), has failed to issue a document or statement, or has failed to provide information by electronic or magnetic means in giving a notice of convocation for a general meeting or Member Representatives Meeting;
- 十七 取締役（監査等委員会設置会社にあつては、監査等委員である取締役又はそれ以外の取締役）、会計参与、監査役、執行役又は会計監査人がこの法律又は定款で定めたその員数を欠くこととなった場合において、その選任（一時会計監査人の職務を行うべき者の選任を含む。）の手續をすることを怠ったとき。
- (xvii) when the person has failed to carry out the procedures for the appointment of a director (in case of a Company with Audit and Supervisory Committee, a director who is an Audit and Supervisory Committee Member or other director), accounting advisor, company auditor, executive officer or financial auditor (including the appointment of any person who is to carry out the duties of a temporary financial auditor) in the case where the number of persons are to fall short of the number specified by this Act or the articles of incorporation;
- 十七の二 第五十三条の二第五項の規定に違反して、社外取締役を監査等委員である取締役の過半数に選任しなかったとき。
- (xvii)-2 when the person has failed to appoint half or more outside company auditors as company auditors in violation of Article 53-2, paragraph (5);
- 十八 第五十三条の五第三項の規定に違反して、社外監査役を監査役の半数以上に選任しなかったとき。
- (xviii) when the person has failed to appoint half or more outside company auditors as company auditors in violation of Article 53-5, paragraph (3);
- 十九 第五十三条の十一において準用する会社法第三百四十三条第二項又は第三百四十四条の二第二項の規定による請求があつた場合において、その請求に係る事項を社員総会若しくは総代会の目的とせず、又はその請求に係る議案を社員総会若しくは総代会に提出しなかったとき。
- (xix) in the case where a request under Article 343, paragraph (2) or Article 344-2, paragraph (2) of the Companies Act, as applied mutatis mutandis pursuant to Article 53-11, has been made, when the person has failed to make particulars of the request the purpose of a general meeting or Member Representatives Meeting or has failed to submit a proposal pertaining to such a request to the general meeting or Member Representatives Meeting;
- 二十 第五十三条の十五において準用する会社法第三百六十五条第二項（第五十三条の三十二において準用する同法第四百十九条第二項において準用する場合を含

む。)の規定又は第百八十条の十四第九項において準用する同法第三百六十五条第二項の規定に違反して、取締役会若しくは清算人会に報告せず、又は虚偽の報告をしたとき。

(xx) when the person, in violation of the provisions of Article 365, paragraph (2) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 419, paragraph (2) of the same Act, as applied mutatis mutandis pursuant to Article 53-32), as applied mutatis mutandis pursuant to Article 53-15, or the provisions of Article 365, paragraph (2) of the same Act, as applied mutatis mutandis pursuant to Article 180-14, paragraph (9), has failed to make a report to a board of directors or board of liquidators, or has made a false report;

二十一 第五十三条の十九第三項の規定に違反して、常勤の監査役を選定しなかったとき。

(xxi) when the person has failed to select full-time company auditors in violation of Article 53-19, paragraph (3);

二十二 社債（第六十一条に規定する社債をいう。）の発行の日前に社債券を発行したとき。

(xxii) when the person has issued debenture shares prior to the date of the issuance of bonds (meaning bonds prescribed in Article 61);

二十三 第六十一条の五において準用する会社法第六百九十六条の規定に違反して、遅滞なく社債券を発行しなかったとき。

(xxiii) when the person has failed to issue debenture shares without delay in violation of Article 696 of the Companies Act, as applied mutatis mutandis pursuant to Article 61-5;

二十四 社債券に記載すべき事項を記載せず、又は虚偽の記載をしたとき。

(xxiv) when the person has failed to detail the particulars that are required to be included on the debenture shares, or has included a false detail on the debenture shares;

二十五 第六十一条の六の規定に違反して社債（第六十一条に規定する社債をいう。）を発行し、又は第六十一条の七第八項において準用する会社法第七百十四条第一項の規定に違反して事務を承継する社債管理者を定めなかったとき。

(xxv) when the person, in violation of Article 61-6, has issued bonds (meaning bonds prescribed in Article 61), or, in violation of Article 714, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 61-7, paragraph (8), has failed to prescribe a bond administrator who is to succeed to the affairs;

二十六 第六十七条の二又は第二百七条第三項において準用する会社法第九百四十一条の規定に違反して、同条の調査を求めなかったとき。

(xxvi) when the person, in violation of Article 941 of the Companies Act, as applied mutatis mutandis pursuant to Article 67-2 or Article 217, paragraph (3), has failed to seek the investigation set forth in the same Article;

二十七 第六十九条、第七十八条又は第八十六条の規定に違反して組織変更をしたとき。

(xxvii) when the person has made an Entity Conversion in violation of Article 69, Article 78 or Article 86;

二十八 第九十八条第二項本文若しくは第九十九条第四項前段若しくは第五項（これらの規定を第九十九条において準用する場合を含む。）の規定に違反して認可を受けないでこれらの規定に規定する業務を行ったとき、又は第二百七十二条の十一第二項ただし書の規定に違反して承認を受けないで同項ただし書に規定する業務を行ったとき。

(xxviii) when the person, in violation of the main clause of Article 98, paragraph (2) or Article 99, paragraph (4), first sentence or paragraph (5) (including the cases where the provisions are applied mutatis mutandis pursuant to Article 199), has conducted business prescribed in these provisions without obtaining authorization, or, in violation of the proviso of Article 272-11, paragraph (2), has conducted business prescribed in the proviso of the same paragraph without obtaining approval;

二十九 第九十九条第四項後段（第九十九条において準用する場合を含む。以下この号において同じ。）の規定に違反して、認可を受けないで同項後段に規定する業務の内容又は方法を変更したとき。

(xxix) when the person, in violation of Article 99, paragraph (4), second sentence (including the cases where it is applied mutatis mutandis pursuant to Article 199; hereinafter the same applies in this item), has changed the content or method of the business prescribed in the second sentence of the same paragraph without obtaining authorization;

三十 第百条（第九十九条において準用する場合を含む。）、第二百七十一条の二十一第一項、第二百七十二条の十一第二項又は第二百七十二条の三十八第一項の規定に違反して他の業務を行ったとき。

(xxx) when the person has conducted any other business in violation of Article 100 (including the cases where it is applied mutatis mutandis pursuant to Article 199), Article 271-21, paragraph (1), Article 272-11, paragraph (2) or Article 272-38, paragraph (1);

三十一 第百条の四（第二百七十二条の十三第二項において準用する場合を含む。）、第二百七十一条の十九の二第三項又は第二百七十二条の三十七の二第二項の規定に違反して、持分会社の無限責任社員又は業務を執行する社員となったとき。

(xxxi) when the person, in violation of Article 100-4 (including the cases where it is applied mutatis mutandis pursuant to Article 272-13, paragraph (2)), Article 271-19-2, paragraph (3), or Article 272-37-2, paragraph (2), has become an unlimited partner or a partner who executes the business of a membership company;

三十二 第百六条第一項の規定に違反して同項に規定する子会社対象会社以外の会社（第百七条第一項に規定する国内の会社を除く。）を子会社としたとき、又は第二

百七十二条の十四第一項の規定に違反して同項に規定する内閣府令で定める業務を専ら営む会社以外の会社を子会社としたとき。

(xxxii) when the person, in violation of Article 106, paragraph (1), has made a company other than the a Company Eligible to Be a Subsidiary Company prescribed in the same paragraph (except for the Japanese company prescribed in Article 107, paragraph (1)) a Subsidiary Company, or, in violation of Article 272-14, paragraph (1), has made a company other than the company that exclusively operates in the business specified by Cabinet Office Order prescribed in the same paragraph its Subsidiary Company;

三十三 第百六条第七項の規定による内閣総理大臣の認可を受けないで同項に規定する子会社対象保険会社等を子会社としたとき、若しくは同条第九項において準用する同条第七項の規定による内閣総理大臣の認可を受けないで同条第一項各号に掲げる会社を当該各号のうち他の号に掲げる会社（同条第七項に規定する子会社対象保険会社等に限る。）に該当する子会社としたとき又は第二百七十二条の十四第二項の規定による内閣総理大臣の承認を受けないで同項に規定する内閣府令で定める業務を専ら営む会社を子会社としたとき。

(xxxiii) when the person has made an Insurance Company, etc. Eligible to Be a Subsidiary Company prescribed in Article 106, paragraph (7) a Subsidiary Company without obtaining the authorization of the Prime Minister under the provisions of the same paragraph or has made a company listed in the items of the same Article, paragraph (1) into a Subsidiary Company that falls under any of the companies listed in another of these items (limited to an Insurance Company, etc. Eligible to Be a Subsidiary Company prescribed in the same Article, paragraph (7)) without obtaining the authorization of the Prime Minister under the provisions of the same Article, paragraph (7), as applied mutatis mutandis pursuant to the same Article, paragraph (9), or has made a company that exclusively operates in the business specified by Cabinet Office Order prescribed in the same paragraph a Subsidiary Company without obtaining the approval of the Prime Minister under the provisions of Article 272-14, paragraph (2);

三十四 第百七条第一項又は第二項ただし書の規定に違反したとき。

(xxxiv) when the person has violated Article 107, paragraph (1) or the proviso of paragraph (2);

三十五 第百七条第三項又は第五項の規定により付した条件に違反したとき。

(xxxv) when the person has violated the conditions imposed pursuant to the provisions of Article 107, paragraph (3) or (5);

三十六 第百十六条又は第百七条（これらの規定を第百九十九条及び第二百七十二条の十八において準用する場合を含む。）の規定に違反して、責任準備金又は支払備金を積み立てなかったとき。

(xxxvi) when the person, in violation of Articles 116 or 117 (including the cases where the provisions are applied mutatis mutandis pursuant to Articles 199

and 272-18), has failed to reserve policy reserves or reserves for outstanding claims;

三十七 第一百八条第二項（第一百九十九条において準用する場合を含む。）の規定に違反して同項各号に掲げる行為をしたとき。

(xxxvii) when the person has acted as listed in the items of Article 118, paragraph (2), in violation of the same paragraph (including the cases where it is applied mutatis mutandis pursuant to Article 199);

三十八 第一百二十条第一項（第一百九十九条及び第二百七十二条の十八において準用する場合を含む。）の規定に違反して、保険計理人の選任手続をせず、若しくは第一百二十条第二項（第一百九十九条及び第二百七十二条の十八において準用する場合を含む。）の内閣府令で定める要件に該当する者でない者を保険計理人に選任し、又は第一百二十条第三項（第一百九十九条及び第二百七十二条の十八において準用する場合を含む。以下この号において同じ。）の規定に違反して、同項の規定による届出をしなかったとき。

(xxxviii) when the person, in violation of Article 120, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Articles 199 and 272-18), has failed to carry out the procedures for the appointment of an actuary or has appointed a person who fails to satisfy the requirements specified by Cabinet Office Order set forth in Article 120, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Articles 199 and 272-18) to the position of actuary, or, in violation of Article 120, paragraph (3) (including the cases where it is applied mutatis mutandis pursuant to Articles 199 and 272-18; hereinafter the same applies in this item), has failed to give the notification under the provisions of the same paragraph;

三十九 第一百二十二条（第一百九十九条及び第二百七十二条の十八において準用する場合を含む。）、第一百九十条第四項、第二百二十三条第四項、第二百四十二条第三項、第二百五十八条第一項若しくは第二百七十二条の五第四項の規定による命令又は第一百三十二条第一項、第二百四条第一項、第二百三十条第一項、第二百四十条の三、第二百四十一条第一項若しくは第二百七十二条の二十五第一項の規定による命令（業務の全部又は一部の停止の命令を除くものとし、改善計画の提出を求めることを含む。）に違反したとき。

(xxxix) when the person has violated the order under the provisions of Article 122 (including the cases where it is applied mutatis mutandis pursuant to Articles 199 and 272-18), Article 190, paragraph (4), Article 223, paragraph (4), Article 242, paragraph (3), Article 258, paragraph (1) or Article 272-5, paragraph (4), or the order under the provisions of Article 132, paragraph (1), Article 204, paragraph (1), Article 230, paragraph (1), Article 240-3, Article 241, paragraph (1) or Article 272-25, paragraph (1) (including orders for the submission of improvement programs, except orders for the whole or partial suspension of business);

四十 第二百二十三条第一項（第二百七条において準用する場合を含む。）又は第二百五条第一項の規定による認可を受けないで、これらの規定に規定する書類に定めた事項の変更をしたとき。

(xl) when the person has modified the particulars prescribed in the documents prescribed in the provisions under Article 123, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 207) or Article 225, paragraph (1) without obtaining the authorization under these provisions;

四十一 第二百二十三条第二項（第二百七条において準用する場合を含む。）若しくは第二百五条第二項の規定による届出をせず、又は第二百五条第一項（第二百七条及び第二百五条第三項において準用する場合を含む。）に規定する期間（第二百五条第二項又は第三項（これらの規定を第二百七条及び第二百五条第三項において準用する場合を含む。）の規定により当該期間が短縮され、又は延長された場合にあつては、当該短縮又は延長後の期間）内に第二百二十三条第一項（第二百七条において準用する場合を含む。）若しくは第二百五条第一項の内閣府令で定める事項を変更したとき。

(xli) when the person has failed to give the notification under the provisions of Article 123, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 207) or Article 225, paragraph (2), or has modified the particulars specified by Cabinet Office Order set forth in Article 123, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 207) or Article 225, paragraph (1) within a period of time prescribed in Article 125, paragraph (1) (the shortened or extended period of time in the case where the relevant period of time has been shortened or extended under the provisions of Article 125, paragraphs (2) or (3) (including the cases where the provisions are applied mutatis mutandis pursuant to Article 207 and Article 225, paragraph (3))) (including the cases where it is applied mutatis mutandis pursuant to Article 207 and Article 225, paragraph (3));

四十二 第二百五条第四項（第二百七条及び第二百五条第三項において準用する場合を含む。）又は第二百七十二条の二十四項の規定による変更又は届出の撤回の命令に違反したとき。

(xlii) when the person has violated the order for the revocation of change or notification under the provisions of Article 125, paragraph (4) (including the cases where it is applied mutatis mutandis pursuant to Article 207 and Article 225, paragraph (3)) or Article 272-20, paragraph (4);

四十三 第九十八条第二項ただし書（第九十九条において準用する場合を含む。）、第二百七条第一項、第二百九条、第二百十八条第一項、第二百三十四条、第二百三十九条、第二百七十一条の三十二第一項若しくは第二項、第二百七十二条の二十一第一項又は第二百七十二条の四十二第一項若しくは第二項の規定による届出をせず、又は虚偽の届出をしたとき。

(xliv) when the person has failed to give the notification under the provisions of the proviso to Article 98, paragraph (2) (including the case where it is applied mutatis mutandis pursuant to Article 199), Article 127, paragraph (1), Article 209, Article 218, paragraph (1), Article 234, Article 239, Article 271-32, paragraphs (1) or (2), Article 272-21, paragraph (1), or Article 272-42, paragraph (1) or (2), or has given a false notification;

四十四 第百三十一条、第二百三条、第二百二十九条又は第二百七十二条の二十四第一項若しくは第二項の規定による命令に違反したとき。

(xlv) when the person has violated the order under the provisions of Article 131, Article 203, Article 229, or Article 272-24, paragraph (1) or (2);

四十五 第百三十六条（第二百十条第一項（第二百七十条の四第九項において準用する場合を含む。次号において同じ。））、第二百七十条の四第九項及び第二百七十二條の二十九において準用する場合を含む。）の規定に違反して保険契約の移転の手續をしたとき。

(xlvi) when the person, in violation of Article 136 (including the cases where it is applied mutatis mutandis pursuant to Article 210, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 270-4, paragraph (9); the same applies in the following item), Article 270-4, paragraph (9) and Article 272-29), has carried out the procedures for the transfer of an insurance contract;

四十六 削除

(xlvii) deleted;

四十七 第百七十六条の規定に違反して、書類若しくは書面若しくは電磁的記録を提出せず、又は当該書類若しくは書面若しくは電磁的記録に記載し、若しくは記録すべき事項を記載せず、若しくは記録せず、若しくは虚偽の記載若しくは記録をして、これらを提出したとき。

(xlviii) when the person, in violation of Article 176, has failed to submit a document or statement or electronic or magnetic record, or has submitted a document or statement or electronic or magnetic record in which they have failed to detail or record the particulars that must be detailed or recorded or in which they have included a false detail or record;

四十八 第百八十条の十第一項の規定に違反して、破産手續開始の申立てをすることを怠り、又は第百八十四条において準用する会社法第五百十一条第二項の規定に違反して、特別清算開始の申立てをすることを怠ったとき。

(xlix) when the person, in violation of Article 180-10, paragraph (1), has failed to file a petition to commence bankruptcy proceedings, or, in violation of Article 511, paragraph (2) of the Companies Act, as applied mutatis mutandis pursuant to Article 184, has failed to file a petition commence special liquidation;

四十九 第百八十一条の規定に違反して財産を処分したとき。

(l) when they have disposed of property in violation of Article 181;

五十 清算の結了を遅延させる目的をもって、第八十一条の二において準用する会社法第四百九十九条第一項の期間を不当に定めたとき。

(l) when the person has unjustifiably prescribed the period of time set forth in Article 499, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 181-2, for the purpose of delaying the completion of the liquidation;

五十一 第八十一条の二において準用する会社法第五百条第一項の規定又は第八十四条において準用する同法第五百三十七条第一項の規定に違反して債務の弁済をしたとき。

(li) when the person has performed obligations in violation of the provisions of Article 500, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 181-2, or the provisions of Article 537, paragraph (1) of the same Act, as applied mutatis mutandis pursuant to Article 184;

五十二 第八十一条の二において準用する会社法第五百二条の規定に違反して、清算相互会社の財産を分配したとき。

(lii) when the person has distributed the property of a liquidating mutual company in violation of Article 502 of the Companies Act, as applied mutatis mutandis pursuant to Article 181-2;

五十三 第八十四条において準用する会社法第五百三十五条第一項又は第五百三十六条第一項の規定に違反したとき。

(liii) when the person has violated Article 535, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 184, or Article 536, paragraph (1);

五十四 第八十四条において準用する会社法第五百四十条第一項若しくは第二項又は第五百四十二条の規定による保全処分に違反したとき。

(liv) when the person has violated the temporary restraining order under the provisions of Article 540, paragraph (1) or (2) of the Companies Act, as applied mutatis mutandis pursuant to Article 184, or Article 542;

五十五 第九十七条の規定に違反して、同条に規定する合計額に相当する資産を日本において保有しないとき。

(lv) when the person, in violation of Article 197, has failed to hold assets in Japan of an amount corresponding to the total amount prescribed in the same Article;

五十六 第二百十三条において準用する会社法第八百二十七条第一項の規定による裁判所の命令に違反したとき。

(lvi) when the person has violated a court order under the provisions of Article 827, paragraph (1) of the Companies Act, as applied mutatis mutandis pursuant to Article 213;

五十七 第二百十八条第二項の規定による報告若しくは資料の提出をせず、又は虚偽の報告若しくは資料の提出をしたとき。

(lvii) when the person has failed to submit reports or materials under the provisions of Article 218, paragraph (2), or has submitted false reports or materials;

五十八 第二百四十条の八第二項の期限までに調査の結果の報告をしないとき。

(lviii) when the person has failed to report the findings of the study by the due date set forth in Article 240-8, paragraph (2);

五十九 第二百四十一条第三項の規定に違反して、申出をせず、又は虚偽の申出をしたとき。

(lix) when the person, in violation of Article 241, paragraph (3), has failed to make a proposal, or has made a false proposal;

六十 第二百四十二条第二項の規定により内閣総理大臣が選任した保険管理人に事務の引渡しをしないとき。

(lx) when the person has failed to transfer tasks to a receiver of an insurer who has been appointed by the Prime Minister pursuant to the provisions of Article 242, paragraph (2);

六十一 第二百四十三条第二項の規定に違反して、正当な理由がないのに、保険管理人となることを拒否したとき。

(lxi) when the person without justifiable grounds, has refused to be a receiver of an insurer in violation of Article 243, paragraph (2);

六十二 第二百四十八条第一項の規定により同項に規定する管理を命ずる処分が取り消されたにもかかわらず、第二百四十二条第一項に規定する被管理会社の取締役、執行役又は清算人に事務の引渡しをしないとき。

(lxii) when the person has failed to transfer tasks to a director, executive officer or liquidator of a Managed Company prescribed in Article 242, paragraph (1), notwithstanding the rescission of the disposition that orders the management prescribed in Article 248, paragraph (1) pursuant to the same paragraph;

六十三 第二百七十一条の三第一項、第二百七十一条の四第一項、第三項若しくは第四項、第二百七十一条の五第一項若しくは第二項、第二百七十一条の六、第二百七十一条の七、第二百七十一条の十第三項、第二百七十一条の十八第二項若しくは第四項、第二百七十二条の三十一第三項又は第二百七十二条の三十五第二項若しくは第四項の規定による提出若しくは届出をせず、又は虚偽の提出若しくは届出をしたとき。

(lxiii) when the person has failed to make the submission or give the notification under the provisions of Article 271-3, paragraph (1), Article 271-4, paragraph (1), (3) or (4), Article 271-5, paragraph (1) or (2), Article 271-6, Article 271-7, Article 271-10, paragraph (3), Article 271-18, paragraph (2) or (4), Article 272-31, paragraph (3), or Article 272-35, paragraph (2) or (4), or has made a false submission or gave a false notification;

六十四 第二百七十一条の十第一項の規定による内閣総理大臣の認可を受けないで、同項各号に掲げる取引若しくは行為により保険会社の主要株主基準値以上の数の議

決権の保有者になったとき又は保険会社の主要株主基準値以上の数の議決権の保有者である会社その他の法人を設立したとき。

(lxiv) when the person, without obtaining authorization from the Prime Minister under Article 271-10, paragraph (1), has become the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold or has established a company or any other corporation that is the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold through any of the transactions or actions listed in the items of that paragraph;

六十五 第二百七十一条の十第二項の規定に違反して同項に規定する猶予期限日を超えて保険会社の主要株主基準値以上の数の議決権の保有者であったとき。

(lxv) when the person, in violation of Article 271-10, paragraph (2) was the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold beyond the Last Day of the Grace Period provided for in the same paragraph;

六十六 第二百七十一条の十第四項の規定による命令に違反して保険会社の主要株主基準値以上の数の議決権の保有者であったとき又は第二百七十一条の十六第二項の規定に違反して同項に規定する内閣総理大臣が指定する期間を超えて保険会社の主要株主基準値以上の数の議決権の保有者であったとき。

(lxvi) when the person, in violation of the order under the provisions of Article 271-10, paragraph (4), was the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold, or, in violation of Article 271-16, paragraph (2) was the holder of a number of voting rights in an Insurance Company equal to or exceeding the Major Shareholder Threshold upon exceeding the period designated by the Prime Minister prescribed in the same paragraph;

六十七 第二百七十一条の十四（第二百七十二条の三十四第一項において準用する場合を含む。）、第二百七十一条の十五、第二百七十一条の十六第一項（第二百七十二条の三十四第一項において準用する場合を含む。）又は第二百七十一条の二十九第一項若しくは第三項（これらの規定を第二百七十二条の四十第二項において準用する場合を含む。）の規定による命令（改善計画の提出を求めることを含む。）に違反したとき。

(lxvii) when the person has violated the order (including orders for the submission of improvement programs) under the provisions of Article 271-14 (including the cases where it is applied mutatis mutandis pursuant to Article 272-34, paragraph (1)), Article 271-15, Article 271-16, paragraph (1) (including the cases where it is applied mutatis mutandis pursuant to Article 272-34, paragraph (1)), or Article 271-29 paragraph (1) or paragraph (3) (including the cases where these provisions are applied mutatis mutandis pursuant to Article 272-40, paragraph (2));

六十八 第二百七十一条の二十二第一項の規定による内閣総理大臣の承認を受けない

で、同項各号に掲げる会社以外の会社を子会社としたとき。

(lxviii) when the person, without obtaining the approval of the Prime Minister prescribed in Article 271-22, paragraph (1), has made a company other than the companies listed in the items of the same paragraph a Subsidiary Company;

六十九 第二百七十二条の十九第一項若しくは第二項の規定による届出若しくは提出をせず、又は第二百七十二条の二十第一項に規定する期間（同条第二項又は第三項の規定により当該期間が短縮され、又は延長された場合にあつては、当該短縮又は延長後の期間）内に第二百七十二条の十九第一項に規定する書類に定めた事項を変更したとき。

(lxix) when the person has failed to give the notification or make the submission under the provisions of Article 272-19, paragraphs (1) or (2) or has modified the particulars prescribed in the documents prescribed in the provisions under Article 272-19, paragraph (1) within a period of time prescribed in Article 272-20, paragraph (1) (the shortened or extended period of time in the case where the relevant period of time has been shortened or extended under the provisions of the same Article, paragraphs (2) or (3));

七十 第二百七十二条の三十一第一項の規定による内閣総理大臣の承認を受けないで、同項各号に掲げる取引若しくは行為により少額短期保険業者の主要株主基準値以上の数の議決権の保有者になったとき、又は少額短期保険業者の主要株主基準値以上の数の議決権の保有者である会社その他の法人を設立したとき。

(lxx) when the person, without obtaining authorization from the Prime Minister under Article 272-31, paragraph (1), has, through any of the transactions or actions listed in the items of the same paragraph, become the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold, or has incorporated a company or formed another corporation that is the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold;

七十一 第二百七十二条の三十一第二項の規定に違反して同項に規定する猶予期限日を超えて少額短期保険業者の主要株主基準値以上の数の議決権の保有者であったとき。

(lxxi) when the person, in violation of Article 272-31, paragraph (2), was the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold beyond the Last Day of the Grace Period provided for in the same paragraph;

七十二 第二百七十二条の三十一第四項の規定による命令に違反して少額短期保険業者の主要株主基準値以上の数の議決権の保有者であったとき、又は第二百七十二条の三十四第一項において準用する第二百七十一条の十六第二項の規定に違反して同項に規定する内閣総理大臣が指定する期間を超えて少額短期保険業者の主要株主基準値以上の数の議決権の保有者であったとき。

(lxxii) when the person, in violation of the order under the provisions of Article 272-31, paragraph (4), was the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold, or, in violation of Article 271-16, paragraph (2) as applied mutatis mutandis pursuant to Article 272-34, paragraph (1), was the holder of a number of voting rights in a Small Amount and Short Term Insurance Company equal to or exceeding the Major Shareholder Threshold upon exceeding the period designated by the Prime Minister prescribed in the same paragraph;

七十三 第二百七十二条の三十九第一項の規定による内閣総理大臣の承認を受けないで、同項各号に掲げる会社以外の会社を子会社としたとき。

(lxxiii) when the person, without obtaining the approval of the Prime Minister under the provisions of Article 272-39, paragraph (1), has made a company other than the companies listed in the items of the same paragraph a Subsidiary Company; and

七十四 第二百七十五条第三項の規定に違反して、認可を受けないで保険募集の再委託を行い、又は行わせたとき。

(lxxiv) when the person, without obtaining the authorization in violation of the provisions of Article 275, paragraph (3), made or had other person make a re-entrustment of Insurance Solicitation;

七十五 第三百十条第一項の規定により付した条件に違反したとき。

(lxxv) when the person has violated the conditions imposed pursuant to the provisions of Article 310, paragraph (1).

2 株式会社の保険管理人又は外国保険会社等の保険管理人は、会社法第九百七十六条各号のいずれかに該当する場合には、百万円以下の過料に処する。ただし、その行為について刑を科すべきときは、この限りでない。

(2) In the case where a receiver of a Stock Company or a receiver of a Foreign Insurance Company, etc. falls under any of the items of Article 976 of the Companies Act, they are punished by a non-criminal fine of not more than one million yen; provided, however, that this does not apply when a punishment is given for the action.

第三百三十三条の二 次のいずれかに該当する者は、百万円以下の過料に処する。

Article 333-2 Any person who falls under either of the following is punished by a non-criminal fine of not more than one million yen:

一 第六十七条の二又は第二百七条第三項において準用する会社法第九百四十六条第三項の規定に違反して、報告をせず、又は虚偽の報告をした者

(i) any person who has, in violation of Article 946, paragraph (3) of the Companies Act, as applied mutatis mutandis pursuant to Article 67-2 or Article 217, paragraph (3), failed to make a report, or has made a false report; and

二 正当な理由がないのに、第六十七条の二又は第二百七条第三項において準用する会社法第九百五十一条第二項各号又は第九百五十五条第二項各号に掲げる請求を拒んだ者

(ii) any person who, without justifiable grounds, has refused any of the requests listed in Article 67-2, or the items of Article 951, paragraph (2) of the Companies Act, as applied mutatis mutandis pursuant to Article 217, paragraph (3), or the items of Article 955, paragraph (2).

第三百三十四条 保険金信託業務を行う生命保険会社の取締役、執行役、会計参与若しくはその職務を行うべき社員、監査役若しくは清算人、第四百四十四条第一項に規定する受託会社、保険管理人、会社法第五百二十七条第一項（第八十四条において準用する場合を含む。）の規定により選任された清算株式会社若しくは清算相互会社の監督委員、民事保全法第五十六条に規定する仮処分命令により選任された株式会社若しくは相互会社の取締役、会計参与、監査役、代表取締役、委員、執行役若しくは代表執行役の職務を代行する者、同条に規定する仮処分命令により選任された清算株式会社若しくは清算相互会社の清算人若しくは代表清算人の職務を代行する者、会社法第三百四十六条第二項（同法第四百七十九条第四項において準用する場合を含む。）の規定により選任された一時役員職務を行うべき者若しくは一時清算人の職務を行うべき者、同法第四百一条第三項（同法第四百三条第三項において準用する場合を含む。）の規定により選任された一時委員の職務を行うべき者若しくは一時執行役の職務を行うべき者、第五十三条の十二第二項（第八十条の五第四項において準用する場合を含む。）の規定により選任された一時役員職務を行うべき者若しくは一時清算人の職務を行うべき者、第五十三条の二十五第二項（第五十三条の二十七第三項において準用する場合を含む。）において準用する同法第四百一条第三項の規定により選任された一時委員の職務を行うべき者若しくは一時執行役の職務を行うべき者若しくは支配人又は保険金信託業務を行う外国生命保険会社等の日本における代表者、清算人、第二百十一条において準用する第四百四十四条第一項に規定する受託会社、保険管理人若しくは支配人は、次の各号のいずれかに該当する場合には、百万円以下の過料に処する。

Article 334 In the case where a director, executive officer, accounting advisor or a member who is to carry out its duties, company auditor or liquidator of a Life Insurance Company that engages in Insurance-Proceed Trust Services, Entrusted Company prescribed in Article 144, paragraph (1), receiver, supervising committee member of a liquidating Stock Company or liquidating mutual company who has been appointed pursuant to the provisions of Article 527, paragraph (1) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 184), acting director, accounting advisor, company auditor, representative director, committee member, executive officer or representative executive officer of a Stock Company or Mutual Company who has been appointed pursuant to the provisional disposition order prescribed in Article 56 of the Civil Provisional Relief Act,

acting liquidator or Representative Liquidator of a liquidating stock company or liquidating mutual company who has been appointed pursuant to the provisional disposition order prescribed in the same Article, any person who is to carry out the duties of a temporary officer or temporary liquidator who has been appointed pursuant to the provisions of Article 346, paragraph (2) of the Companies Act (including the cases where it is applied mutatis mutandis pursuant to Article 479, paragraph (4) of the same Act), any person who is to carry out the duties of a temporary committee member or temporary executive officer who has been appointed pursuant to the provisions of Article 401, paragraph (3) of the same Act (including the cases where it is applied mutatis mutandis pursuant to Article 403, paragraph (3) of the same Act), any person who is to carry out the duties of a temporary officer or temporary liquidator who has been appointed pursuant to the provisions of Article 53-12, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 180-5, paragraph (4)), any person who is to carry out the duties of a temporary committee member or any person who is to carry out the duties of a temporary executive officer or manager who has been appointed pursuant to the provisions of Article 401, paragraph (3) of the same Act, as applied mutatis mutandis pursuant to Article 53-25, paragraph (2) (including the cases where it is applied mutatis mutandis pursuant to Article 53-27, paragraph (3)), or a Representative Person in Japan of a Foreign Life Insurance Company, etc. that engages in Insurance-Proceed Trust Services, liquidator, Entrusted Company prescribed in Article 144, paragraph (1), as applied mutatis mutandis pursuant to Article 211, receiver of an insurer or manager falls under any of the following items, the person is punished by a non-criminal fine of not more than one million yen:

一 第九十九条第七項前段（第九十九条において準用する場合を含む。）の規定に違反して、認可を受けずに保険金信託業務を行ったとき。

(i) when the person, without obtaining authorization, has engaged in Insurance-Proceed Trust Services in violation of Article 99, paragraph (7), first sentence (including the cases where it is applied mutatis mutandis pursuant to Article 199);

二 第九十九条第七項後段（第九十九条において準用する場合を含む。以下この号において同じ。）の規定による認可を受けずに同項後段に規定する保険金信託業務の方法を変更したとき。

(ii) when the person, without obtaining the authorization under the provisions of Article 99, paragraph (7), second sentence (including the cases where it is applied mutatis mutandis pursuant to Article 199; hereinafter the same applies in this item), has changed the method of Insurance-Proceed Trust Services prescribed in the same paragraph, second sentence;

三 第九十九条第八項（第九十九条において準用する場合を含む。）において準用

する金融機関の信託業務の兼営等に関する法律第六条の規定に基づく命令に違反して信託につき補てん又は補足の契約を行ったとき。

(iii) when the person, in violation of the order pursuant to Article 6 of the Act on Provision, etc. of Trust Services by Financial Institutions, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), has made a supplementary or auxiliary trust contract; and

四 信託法（平成十八年法律第百八号）第三十四条の規定に違反して、同条の規定により行うべき信託財産の管理を行わないとき。

(iv) when the person, in violation of Article 34 of the Trust Act (Act No. 108 of 2006), has failed to carry out the management of trust property that they are to carry out pursuant to the provisions of the same Article.

第三百三十五条 次の各号のいずれかに該当する者は、百万円以下の過料に処する。

Article 335 Any person who falls under any of the following items is punished by a non-criminal fine of not more than one million yen:

一 第七条第二項の規定に違反した者

(i) any person who has violated Article 7, paragraph (2);

二 第九十九条第八項（第百九十九条において準用する場合を含む。）において準用する信託業法第十一条第四項の規定による命令に違反して、供託を行わなかった者

(ii) any person who, in violation of the order under the provisions of Article 11, paragraph (4) of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), has failed to Make a Deposit;

三 第九十九条第八項（第百九十九条において準用する場合を含む。）において準用する信託業法第二十九条の二の規定に違反して、重要な信託の変更又は信託の併合若しくは信託の分割を行った者

(iii) any person who, in violation of Article 29-2 of the Trust Business Act, as applied mutatis mutandis pursuant to Article 99, paragraph (8) (including the cases where it is applied mutatis mutandis pursuant to Article 199), has made changes regarding important trusts, or has consolidated or split trusts;

四 第二百七十二条の八第一項の規定に違反した者

(iv) any person who has violated Article 272-8, paragraph (1);

五 第二百七十二条の八第二項の規定に違反して、同条第一項の規定による標識又はこれに類似する標識を掲示した者

(v) any person who, in violation of Article 272-8, paragraph (2), has posted a sign under the provisions of the same Article, paragraph (1) or a similar sign;

六 第二百七十二条の三十二第一項の承認申請書又は同条第二項の書類に虚偽の記載をして提出した者

(vi) any person who has submitted a written application for approval set forth in Article 272-32, paragraph (1) or a document set forth in the same Article,

paragraph (2) in which they have included a false detail; and
七 第三百八条の十六の規定に違反した者
(vii) any person who has violated the provisions of Article 308-16.

第三百三十六条 機構の役員は、次の各号のいずれかに該当する場合には、五十万円以下の過料に処する。

Article 336 In the case where an officer of an agency falls under either of the following items, the person is punished by a non-criminal fine of not more than five hundred thousand yen:

一 第二百六十五条の二十二の規定に違反して、同条に規定する名簿を公衆の縦覧に供しないとき。

(i) when the person, in violation of Article 265-22, has failed to make the registry prescribed in the same Article available for public inspection; and

二 第二百六十五条の四十五第二項又は第三項の規定による命令に違反したとき。

(ii) when the person has violated the order under the provisions of Article 265-45, paragraph (2) or (3).

第三百三十七条 次の各号のいずれかに該当する者は、五十万円以下の過料に処する。

Article 337 Any person who falls under any of the following items is punished by a non-criminal fine of not more than five hundred thousand yen:

一 第一百八十六条第二項の規定に違反して、許可を受けないで同項に規定する保険契約の申込みをした者

(i) any person who, in violation of Article 186, paragraph (2) has offered an insurance contract prescribed in the same paragraph without obtaining permission;

二 第二百八十条第一項、第二百九十条第一項又は第三百二条の規定による届出をせず、又は虚偽の届出をした者

(ii) any person who has failed to give the notification under the provisions of Article 280, paragraph (1), Article 290, paragraph (1), or Article 302, or gave a false notification; and

三 第二百九十一条第四項又は第二百九十二条第二項の規定による命令に違反して、供託しなかった者

(iii) any person who, in violation of the order under the provisions of Article 291, paragraph (4) or Article 292, paragraph (2), has failed to make a Deposit.

第三百三十七条の二 機構の役員は、次の各号のいずれかに該当する場合には、二十万円以下の過料に処する。

Article 337-2 In the case where an officer of an agency falls under any of the following items, the person is punished by a non-criminal fine of not more than two hundred thousand yen:

一 第二編第十章第四節の規定により内閣総理大臣及び財務大臣の認可を受けなけれ

ばならない場合において、その認可を受けなかったとき。

(i) when the person, in the case where the authorization of the Prime Minister and Minister of Finance is required pursuant to the provisions of Part II, Chapter X, Section 4, has not obtained the authorization thereof;

二 第二百六十四条第一項の規定による政令に違反して登記することを怠ったとき。

(ii) when the person has failed to complete their registration in violation of Cabinet Order under the provisions of Article 264, paragraph (1);

三 第二百六十五条の二第二項の規定に違反したとき。

(iii) when the person has violated Article 265-2, paragraph (2);

四 第二百六十五条の二十八に規定する業務以外の業務を行ったとき。

(iv) when the person has conducted business other than what is prescribed in Article 265-28;

五 第二百六十五条の三十七又は第二百六十五条の三十九第一項若しくは第二項に規定する書類を提出せず、又は虚偽の書類を提出したとき。

(v) when the person has failed to submit a document prescribed in Article 265-37 or Article 265-39, paragraph (1) or (2), or has submitted a false document;

六 第二百六十五条の四十三の規定に違反して業務上の余裕金を運用したとき。

(vi) when the person has invested surplus funds in the course of business in violation of Article 265-43; and

七 第二百六十八条第五項（第二百六十九条第二項、第二百七十条の三の十二第二項、第二百七十条の三の十三第四項、第二百七十条の六の三第二項及び第二百七十条の六の四第四項において準用する場合を含む。）、第二百七十条第四項又は第二百七十条の二第六項（第二百七十条の三の十二第三項において準用する場合を含む。）の規定による報告をせず、又は虚偽の報告をしたとき。

(vii) when the person has failed to make a report under the provisions of Article 268, paragraph (5) (including the cases where it is applied mutatis mutandis pursuant to Article 269, paragraph (2), Article 270-3-12, paragraph (2), Article 270-3-13, paragraph (4), Article 270-6-3, paragraph (2), and Article 270-6-4, paragraph (4)), Article 270, paragraph (4), or Article 270-2, paragraph (6) (including the cases where it is applied mutatis mutandis pursuant to Article 270-3-12, paragraph (3)), or has made a false report.

第三百三十七条の三 第二百六十三条第二項の規定に違反した者は、百万円以下の過料に処する。

Article 337-3 Any person who has violated Article 263, paragraph (2) is punished by a non-criminal fine of not more than one million yen.

第三百三十八条 第二十一条において準用する会社法第八条第一項の規定に違反して、相互会社であると誤認されるおそれのある名称又は商号を使用した者は、百万円以下の過料に処する。

Article 338 Any person who, in violation of Article 8, paragraph (1) of the

Companies Act, as applied mutatis mutandis pursuant to Article 21, has used a denomination or trade name that runs the risk of mistaking the entity for a Mutual Company, is punished by a non-criminal fine of not more than one million yen.

第三百三十九条 第三百八条の十七の規定に違反してその名称又は商号中に、指定紛争解決機関と誤認されるおそれのある文字を使用した者は、十万円以下の過料に処する。
Article 339 A person who, in violation of the provisions of Article 308-17, used any character which would indicate that the person is a Designated Dispute Resolution Organization is punished by a non-criminal fine of not more than one hundred thousand yen.

第七編 没収に関する手続等の特例

Part VII Special Provisions on Procedures Concerning Confiscation

(第三者の財産の没収手続等)

(Procedures for Confiscation of Property of a Third Party)

第三百四十条 第三百十七条の三第一項の規定により没収すべき財産である債権等（不動産及び動産以外の財産をいう。次条及び第三百四十二条において同じ。）が被告人以外の者（以下この条において「第三者」という。）に帰属する場合において、当該第三者が被告事件の手続への参加を許されていないときは、没収の裁判をすることができない。

Article 340 (1) If a Claim, etc. (meaning property other than real property and movables; the same applies in the following Article and Article 342) which is a property to be confiscated pursuant to the provisions of Article 317-3, paragraph (1) belongs to a person other than the accused (hereinafter referred to as a "Third Party" in this Article), and the Third Party is not allowed to participate in the proceedings of the case under public prosecution, a judicial decision for confiscation may not be made.

2 第三百十七条の三第一項の規定により、地上権、抵当権その他の第三者の権利がその上に存在する財産を没収しようとする場合において、当該第三者が被告事件の手続への参加を許されていないときも、前項と同様とする。

(2) The preceding paragraph also applies to the case of intending to confiscate property on which a superficies, a mortgage or any other right of a Third Party exists pursuant to the provisions of Article 317-3, paragraph (1), and the Third Party is not allowed to participate in the proceedings of the case under public prosecution.

3 金融商品取引法第二百九条の四第三項から第五項まで（第三者の財産の没収手続等）の規定は、地上権、抵当権その他の第三者の権利がその上に存在する財産を没収する場合において、第三百十七条の三第二項において準用する同法第二百九条の三第二項の規定により当該権利を存続させるべきときについて準用する。この場合におい

て、同法第二百九条の四第三項及び第四項中「前条第二項」とあるのは、「保険業法第三百十七条の三第二項において準用する前条第二項」と読み替えるものとする。

(3) The provisions of Article 209-4, paragraphs (3) to (5) (Procedures for Confiscation of Property of a Third Party, etc.) of the Financial Instruments and Exchange Act apply mutatis mutandis to the cases where property on which a superficies, a mortgage or any other right of a Third Party exists is to be confiscated, and the right is to be kept in existence pursuant to the provisions of Article 209-3, paragraph (2) of that Act as applied mutatis mutandis pursuant to Article 317-3, paragraph (2). In this case, the term "paragraph (2) of the preceding Article" in Article 209-4, paragraphs (3) and (4) is deemed to be replaced with "paragraph (2) of the preceding Article as applied mutatis mutandis pursuant to Article 317-3, paragraph (2) of the Insurance Business Act".

4 第一項及び第二項に規定する財産の没収に関する手続については、この法律に別段の定めがあるもののほか、刑事事件における第三者所有物の没収手続に関する応急措置法（昭和三十八年法律第百三十八号）の規定を準用する。

(4) With regard to the procedures concerning confiscation of property prescribed in paragraphs (1) and (2), beyond what is specially provided for in this Act, the provisions of the Act on Emergency Measures on Criminal Procedures to Confiscate Items Owned by Third Parties (Act No. 138 of 1963) apply mutatis mutandis.

（没収された債権等の処分等）

(Disposition of a Confiscated Claim)

第三百四十一条 金融商品取引法第二百九条の五第一項（没収された債権等の処分等）の規定は第三百十七条の二第二号の罪に関し没収された債権等について、同法第二百九条の五第二項の規定は同号の罪に関し没収すべき債権の没収の裁判が確定したときについて、同法第二百九条の六（没収の裁判に基づく登記等）の規定は権利の移転について登記又は登録を要する財産を同号の罪に関し没収する裁判に基づき権利の移転の登記又は登録を関係機関に嘱託する場合について、それぞれ準用する。

Article 341 The provisions of Article 209-5, paragraph (1) of the Financial Instruments and Exchange Act (Disposition of a Confiscated Claim, etc.) apply mutatis mutandis to Claims, etc. confiscated with regard to the crime set forth in Article 317-2, item (ii), the provisions of Article 209-5, paragraph (2) of that Act apply mutatis mutandis to the case where a judicial decision for confiscation of a claim to be confiscated with regard to the claim set forth in that item becomes final and binding, and the provisions of Article 209-6 (Registration Based on a Judicial Decision for Confiscation, etc.) of that Act apply mutatis mutandis to the case of requesting a related organization to make registration of transfer of right based on a judicial decision for confiscation of property for which transfer of right requires registration with

regard to the crime set forth in that item, respectively.

(刑事補償の特例)

(Special Provisions on Criminal Compensation)

第三百四十二条 第三百十七条の二第二号の罪に関し没収すべき債権等の没収の執行に対する刑事補償法（昭和二十五年法律第一号）による補償の内容については、同法第四条第六項（補償の内容）の規定を準用する。

Article 342 With regard to the contents of compensation under the Criminal Compensation Act (Act No. 1 of 1950) for execution of compensation of a Claim, etc. to be confiscated with regard to the crime set forth in Article 317-2, item (ii), the provisions of Article 4, paragraph (6) of that Act apply mutatis mutandis.