

会社分割に伴う労働契約の承継等に関する法律

Act on the Succession to Labor Contracts upon Company Split

(平成十二年五月三十一日法律第百三号)
(Act No. 103 of May 31, 2000)

(目的)

(Purpose)

第一条 この法律は、会社分割が行われる場合における労働契約の承継等に関し会社法（平成十七年法律第八十六号）の特例等を定めることにより、労働者の保護を図ることを目的とする。

Article 1 The purpose of this Act is to promote the protection of workers by prescribing special provisions, etc. to the Companies Act (Act No. 86 of 2005) concerning succession, etc. to labor contracts in cases where a company is split.

(労働者等への通知)

(Notice to Workers)

第二条 会社（株式会社及び合同会社をいう。以下同じ。）は、会社法第五編第三章及び第五章の規定による分割（吸収分割又は新設分割をいう。以下同じ。）をするときは、次に掲げる労働者に対し、通知期限日までに、当該分割に関し、当該会社が当該労働者との間で締結している労働契約を当該分割に係る承継会社等（吸収分割にあつては同法第七百五十七条に規定する吸収分割承継会社、新設分割にあつては同法第七百六十三条に規定する新設分割設立会社をいう。以下同じ。）が承継する旨の分割契約等（吸収分割にあつては吸収分割契約（同法第七百五十七条の吸収分割契約をいう。以下同じ。）、新設分割にあつては新設分割計画（同法第七百六十二条第一項の新設分割計画をいう。以下同じ。）をいう。以下同じ。）における定めの有無、第四条第三項に規定する異議申出期限日その他厚生労働省令で定める事項を書面により通知しなければならない。

Article 2 (1) When conducting a split (hereinafter referred to as "absorption-type split " or "incorporation-type split "; the same applies hereinafter) pursuant to the provisions of Part 5, Chapters III and V of the Companies Act, a company (this means a stock company or a limited liability company; the same applies hereinafter) must, on or before the notice deadline date notify the following workers in writing of whether or not there are any provisions in the split contract, etc. (absorption-type company split agreement (as provided in Article 757 of the Act; the same applies hereinafter), in the cases of absorption-type split; and incorporation-type company split plan (as provided in Article 762, paragraph 1 of the Act; the same applies hereinafter), in the cases of incorporation-type split; the same applies hereinafter) to the effect that the

successor company, etc. (company succeeding in an absorption-type split, in the cases of absorption-type split provided in Article 757 of the Act; and incorporated company in incorporation-type split, in the cases of incorporation-type split provided in Article 763 of the Act; the same applies hereinafter) succeeds to the labor contracts that the company and workers concerned have entered into, and of the deadline date for filing an objection provided in Article 4, paragraph (3), and any other matters provided by the Ministry of Health, Labour and Welfare Order:

一 当該会社が雇用する労働者であって、承継会社等に承継される事業に主として従事するものとして厚生労働省令で定めるもの

(i) a worker that the company concerned employs and that is prescribed by the Ministry of Health, Labour and Welfare Order as primarily engaged in the business that the successor company, etc. succeeds to; and

二 当該会社が雇用する労働者（前号に掲げる労働者を除く。）であって、当該分割契約等にその者が当該会社との間で締結している労働契約を承継会社等が承継する旨の定めがあるもの

(ii) a worker that the company concerned employs (except those prescribed in the preceding item) and with respect to whom there are provisions in the split contract, etc. concerned to the effect that the successor company, etc. will succeed to the labor contract that the company and that worker have entered into.

2 前項の分割をする会社（以下「分割会社」という。）は、労働組合法（昭和二十四年法律第七十四号）第二条の労働組合（以下単に「労働組合」という。）との間で労働協約を締結しているときは、当該労働組合に対し、通知期限日までに、当該分割に関し、当該労働協約を承継会社等が承継する旨の当該分割契約等における定めの有無その他厚生労働省令で定める事項を書面により通知しなければならない。

(2) If a company conducting the split set forth in the preceding paragraph (hereinafter referred to as "split company") has entered into a labor agreement with a labor union prescribed in Article 2 of the Labor Union Act (Act No. 174 of 1949) (hereinafter referred to simply as "labor union"), the split company must, on or before the notice deadline date, notify the labor union in writing whether or not there are any provisions in the split contract, etc. to the effect that the successor company, etc. succeeds to the labor agreement and of any other matters prescribed by the Ministry of Health, Labour and Welfare Order.

3 前二項及び第四条第三項第一号の「通知期限日」とは、次の各号に掲げる場合に応じ、当該各号に定める日をいう。

(3) The "notice deadline date", set forth in the preceding two paragraphs and in Article 4, paragraph (3), item (i), means each of the dates listed in the following items:

一 株式会社が分割をする場合であって当該分割に係る分割契約等について株主総会の決議による承認を要するとき 当該株主総会（第四条第三項第一号において「承

認株主総会」という。)の日の二週間前の日の前日

(i) in the case of the split of a stock company: if the split contract, etc. related to the split requires an approval pursuant to a resolution of the shareholders meeting, the previous day of the date two weeks prior to the date of the shareholders meeting (referred to in Article 4, paragraph (3), item (i) as "approval shareholders meeting"); and

二 株式会社分割をする場合であって当該分割に係る分割契約等について株主総会の決議による承認を要しないとき又は合同会社が分割をする場合 吸収分割契約が締結された日又は新設分割計画が作成された日から起算して、二週間を経過する日

(ii) either in the case of the split of a stock company: if the split contract, etc. related to the split does not require an approval pursuant to a resolution of the shareholders meeting or in the case of the split of a limited liability company, the day on which two weeks have elapsed, calculated from the day on which the absorption-type company split agreement is entered into or the incorporation-type company split plan is created.

(承継される事業に主として従事する労働者に係る労働契約の承継)

(Succession to Labor Contract Pertaining to Workers Primarily Engaged in the Succeeded Business)

第三条 前条第一項第一号に掲げる労働者が分割会社との間で締結している労働契約であって、分割契約等に承継会社等が承継する旨の定めがあるものは、当該分割契約等に係る分割の効力が生じた日に、当該承継会社等に承継されるものとする。

Article 3 A labor contract that a worker set forth in the preceding Article 2, paragraph (1), item (i) has entered into with the split company and with respect to which there are provisions in the split contract, etc. to the effect that the successor company, etc. succeeds thereto is to be succeeded to by the successor company, etc. concerned on the day when the split involved in the split contract, etc. becomes effective.

第四条 第二条第一項第一号に掲げる労働者であって、分割契約等にその者が分割会社との間で締結している労働契約を承継会社等が承継する旨の定めがないものは、同項の通知がされた日から異議申出期限日までの間に、当該分割会社に対し、当該労働契約が当該承継会社等に承継されないことについて、書面により、異議を申し出ることができる。

Article 4 (1) A worker set forth in Article 2, paragraph (1), item (i) and with respect to whom there is no provision in the split contract, etc. to the effect that the successor company, etc. succeeds to the labor contract that the worker has entered into with the split company may, during the period from the day on which the notification provided for in the same paragraph is made until the deadline date for filing an objection, file with the split company an objection in writing with respect to the successor company, etc. not succeeding to the labor

contract.

2 分割会社は、異議申出期限日を定めるときは、第二条第一項の通知がされた日と異議申出期限日との間に少なくとも十三日間を置かなければならない。

(2) When prescribing the deadline date for filing an objection, the split company must provide at least 13 days between the date on which the notice set forth in Article 2, paragraph (1) is made and the deadline date for filing an objection.

3 前二項の「異議申出期限日」とは、次の各号に掲げる場合に依り、当該各号に定める日をいう。

(3) The "notification deadline date for filing an objection" set forth in the preceding two paragraphs, means each of the dates listed in the following items:

一 第二条第三項第一号に掲げる場合 通知期限日の翌日から承認株主総会の日の前日までの期間の範囲内で分割会社が定める日

(i) in the case of Article 2, paragraph (3), item(i): the date designated by the split company during the period from the next day of the notice deadline date until the previous day of the approval shareholders meeting; and

二 第二条第三項第二号に掲げる場合 同号の吸収分割契約又は新設分割計画に係る分割の効力が生ずる日の前日までの日で分割会社が定める日

(ii) in the case of Article 2, paragraph (3), item(ii): the date designated by the split company during the period until the previous day of the day on which the split concerning the absorption-type company split agreement or the incorporation-type company split plan, provided for the same item, becomes effective.

4 第一項に規定する労働者が同項の異議を申し出たときは、会社法第七百五十九条第一項、第七百六十一条第一項、第七百六十四条第一項又は第七百六十六条第一項の規定にかかわらず、当該労働者が分割会社との間で締結している労働契約は、分割契約等に係る分割の効力が生じた日に、承継会社等に承継されるものとする。

(4) If the worker provided for in paragraph (1) files an objection provided for therein, then notwithstanding the provisions of Article 759, paragraph (1), Article 761, paragraph (1), Article 764, paragraph (1) or Article 766, paragraph (1) of the Companies Act, the labor contract that the worker concerned has entered into with the split company is to be succeeded to by the successor company, etc. concerned on the day when the split involved in the split contract, etc. becomes effective.

(その他の労働者に係る労働契約の承継)

(Succession to Labor Contract Pertaining to Other Workers)

第五条 第二条第一項第二号に掲げる労働者は、同項の通知がされた日から前条第三項に規定する異議申出期限日までの間に、分割会社に対し、当該労働者が当該分割会社との間で締結している労働契約が承継会社等に承継されることについて、書面により、異議を申し出ることができる。

Article 5 (1) A worker provided for in Article 2, paragraph (1), item (ii) may, during the period from the day on which the notification provided for in the same paragraph is made until the deadline date for filing an objection provided in paragraph (3) of the preceding Article, file with the split company concerned an objection in writing with respect to the successor company, etc. succeeding to the labor contract that they have entered into with the split company concerned.

2 前条第二項の規定は、前項の場合について準用する。

(2) The provisions of paragraph (2) of the preceding Article apply mutatis mutandis to the case referred to in the preceding paragraph.

3 第一項に規定する労働者が同項の異議を申し出たときは、会社法第七百五十九条第一項、第七百六十一条第一項、第七百六十四条第一項又は第七百六十六条第一項の規定にかかわらず、当該労働者が分割会社との間で締結している労働契約は、承継会社等に承継されないものとする。

(3) If the worker provided for in paragraph (1) files an objection provided for therein, then notwithstanding the provisions of Article 759, paragraph (1), Article 761, paragraph (1), Article 764, paragraph (1) or Article 766, paragraph (1) of the Companies Act, the labor contract that the worker entered into with the split company is not to be succeeded to by the successor company, etc.

(労働協約の承継等)

(Succession of Labor Agreement)

第六条 分割会社は、分割契約等に、当該分割会社と労働組合との間で締結されている労働協約のうち承継会社等が承継する部分を定めることができる。

Article 6 (1) A split company may prescribe in the split contract, etc. the portion of the labor agreement entered into by the split company and the labor union that the successor company, etc. succeeds to.

2 分割会社と労働組合との間で締結されている労働協約に、労働組合法第十六条の基準以外の部分が定められている場合において、当該部分の全部又は一部について当該分割会社と当該労働組合との間で分割契約等の定めに従い当該承継会社等に承継させる旨の合意があったときは、当該合意に係る部分は、会社法第七百五十九条第一項、第七百六十一条第一項、第七百六十四条第一項又は第七百六十六条第一項の規定により、分割契約等の定めに従い、当該分割の効力が生じた日に、当該承継会社等に承継されるものとする。

(2) If, in a case where in the labor agreement entered into by the split company and the labor union there contains a portion outside the standard provided for in Article 16 of the Labor Union Act, there is a mutual agreement between the split company and the labor union to the effect that the successor company, etc. concerned is to succeed with respect to all or part of that portion in accordance with the provisions in the split plan, etc., the portion involved in the mutual agreement is, pursuant to the provisions of Article 759, paragraph (1), Article

761, paragraph (1), Article 764, paragraph (1) or Article 766, paragraph (1) of the Companies Act, to be succeeded to by the successor company, etc. in accordance with the provisions of the split contract, etc. on the day that the split concerned becomes effective.

3 前項に定めるもののほか、分割会社と労働組合との間で締結されている労働協約については、当該労働組合の組合員である労働者と当該分割会社との間で締結されている労働契約が承継会社等に承継されるときは、会社法第七百五十九条第一項、第七百六十一条第一項、第七百六十四条第一項又は第七百六十六条第一項の規定にかかわらず、当該分割の効力が生じた日に、当該承継会社等と当該労働組合との間で当該労働協約（前項に規定する合意に係る部分を除く。）と同一の内容の労働協約が締結されたものとみなす。

(3) Beyond what is provided for in the preceding paragraph, if, with respect to a labor agreement entered into by a split company and a labor union, a labor contract entered into by a worker who is a member of the labor union and the split company is succeeded to by the successor company, etc., then notwithstanding the provisions of Article 759, paragraph (1), Article 761, paragraph (1), Article 764, paragraph (1) or Article 766, paragraph (1) of the Companies Act, a labor agreement with the same contents as the labor agreement (except the portion involved in the mutual agreement prescribed in the preceding paragraph) is deemed to be entered into by the successor company, etc. and the labor union on the day when the split concerned becomes effective.

（労働者の理解と協力）

(Understanding and Cooperation of Workers)

第七条 分割会社は、当該分割に当たり、厚生労働大臣の定めるところにより、その雇用する労働者の理解と協力を得るよう努めるものとする。

Article 7 In conducting a split, the split company is to endeavor, as provided by the Minister of Health, Labour and Welfare, to obtain the understanding and cooperation of the workers it employs.

（指針）

(Guidelines)

第八条 厚生労働大臣は、この法律に定めるもののほか、分割会社及び承継会社等が講ずべき当該分割会社が締結している労働契約及び労働協約の承継に関する措置に関し、その適切な実施を図るために必要な指針を定めることができる。

Article 8 Beyond what is provided for in this Act, the Minister of Health, Labour and Welfare may prescribe guidelines necessary to promote the appropriate implementation of measures that the split company and the successor company, etc. should take regarding the succession of labor contracts and labor agreements entered into by the split company.

附 則 〔附 則 (抜粋) 〕 〔抄〕
Supplementary Provisions [Extract]

(施行期日)

(Effective Date)

第一条 この法律は、商法等の一部を改正する法律（平成十二年法律第九十号）の施行の日から施行する。ただし、次条の規定は、公布の日から施行する。

Article 1 This Act come into effect as of the date of enforcement of the Act to Revise Part of the Commercial Code, etc. (Act No. 90 of 2000); provided, however, that the provisions of the following Article comes into effect as of the date of promulgation.