

This English translation of the Constitution of the Institution of Actuaries of Japan is an unofficial translation. Only the original Japanese texts of the Constitution have effect, and the translations are to be used solely as reference material to aid in the understanding of the Constitution.

この定款の翻訳は公定訳ではありません。効力を有するのは日本語の定款であり、翻訳はあくまでその理解を助けるための参考資料です。

## Constitution of the Institute of Actuaries of Japan

Enacted on May 10, 1963  
Amended on January 27, 1964  
Amended on August 5, 1965  
Amended on July 31, 1967  
Amended on July 22, 1971  
Amended on June 23, 1989  
Amended on June 6, 1994  
Amended on July 16, 1997  
Amended on August 31, 1999  
Amended on September 14, 2001  
Amended on July 22, 2003  
Amended on May 31, 2012  
Amended on June 18, 2020

### Section I General Provisions

#### Article 1 Name

The name of the institute shall be Koeki Shadan Hojin Nihon Actuaries Association, and in English, it shall be the Institute of Actuaries of Japan (hereinafter referred to as the "Institute").

#### Article 2 Office

The main office of the Institute shall be located in Chuo-Ku, Tokyo.

### Section II Purposes and Activities

#### Article 3 Purposes

The purposes of the Institute are to maintain and improve the ability of actuaries in performing the services of the actuarial profession and to promote the sound development of business related to the profession through synthetic studies and research activities on actuarial science, thereby contributing to the stability of citizens' lives and the sound development of the national economy.

#### Article 4 Activities

1. To accomplish the purposes set forth in the preceding article, the Institute shall engage in the following activities:
  - (1) Study and research of actuarial science;
  - (2) Administer the qualifying examinations to judge whether candidates have sufficient knowledge and skills for performing the services of the actuarial profession;
  - (3) Educate and train actuaries with regard to the knowledge and skills of the actuarial profession;

- (4) Contact and cooperate with domestic and foreign academies and organizations related to the services to be performed by the Institute;
  - (5) Hold annual conventions, regular business meetings, meetings for study, lectures, and other meetings for the presentation of the results of research and for the exchange of opinions;
  - (6) Issue bulletins and other publications;
  - (7) Answer inquiries from and make proposals to governmental agencies related to the services to be performed by the Institute;
  - (8) Engage in the business assigned to the Institute as a designated corporation; and
  - (9) Engage in any other activities necessary to accomplish the purposes of the Institute.
2. Activities set forth in the preceding paragraph shall be conducted inside and outside of Japan.

### **Section III Membership**

#### *Article 5 Classes and Qualifications of Membership*

1. The members of the Institute (hereinafter "Members") shall be as follows:
  - (1) Fellows

A person who meets either (a) or (b). A Fellow who has been approved by the Board of Directors as a person who has contributed to actuarial science or related business shall be named an Honorary Member.

    - (a) Of individuals who have joined the Institution pursuant to the provisions of Article 7, those who have passed all subjects of the qualifying examinations under the regulations separately established by the Board of Directors (hereinafter referred to as the "Qualifying Examinations"), and who have been approved by the Board of Directors.
    - (b) A person who has been recognized by the President as having qualifications equivalent to having passed all subjects of the Qualifying Examinations and who has been approved by the Board of Directors.
  - (2) Associates

Of individuals who have joined the Institution pursuant to the provisions of Article 7, those who do not fall under the preceding item and have passed the first step of the Qualifying Examinations (all of the basic subjects) and who have been approved by the Board of Directors.
  - (3) Students

Of individuals who have joined the Institution pursuant to the provisions of Article 7, those who do not fall under either of the preceding two items.
  - (4) Corporate Members

A government agency or juridical person that has joined the institute pursuant to the provisions of Article 7.
2. Members as set forth in the preceding paragraph shall be members under the Act on General Incorporated Associations and General Incorporated Foundations (Act No.48 of 2006; hereinafter referred to as the "Corporation Act").

#### *Article 6 Rights and obligations*

1. Members shall have rights and obligations as provided for by this Constitution.
2. Members (except for Corporate Members) shall comply with the Code of Professional Conduct separately established by the Board of Directors.

*Article 7 Membership*

A candidate for membership shall apply for membership pursuant to the membership standards separately established by the Board of Directors, and such application shall be subject to the approval of the Board of Directors.

*Article 8 Voluntary Resignation*

1. A Member may resign from the Institute at any time by submitting a resignation letter to the President.
2. Notwithstanding the preceding paragraph, a Member who is subject to a disciplinary procedure pursuant to the provisions of Article 9 may not resign from the Institute until such procedure completes.

*Article 9 Disciplinary Measures*

1. The Institute may take disciplinary measures against a Member pursuant to the procedures of the regulations separately established by the Board of Directors, in the event that any one of the following occurs upon such Member:
  - (1) A Member has taken any action detrimental to the reputation of the Institute.
  - (2) A Member has violated the provisions under this Constitution or the Code of Professional Conduct separately established by the Board of Directors.
  - (3) There is any other reason to take disciplinary action against a Member.
2. Disciplinary punishment shall be the following:
  - (1) A warning
  - (2) Suspension of qualification
  - (3) Expulsion

*Article 10 Loss of Membership Qualification*

1. In addition to the voluntary resignation set forth in Article 8, a Member shall lose his/her/its membership qualification and resign from the Institute in the event that any one of the following occurs upon such Member:
  - (1) Death of an individual Member.
  - (2) Decision is made to commence bankruptcy proceedings for a Member.
  - (3) Dissolution of a Member.
  - (4) Expulsion of a Member.
  - (5) Failure to pay membership dues set forth in Article 11 for more than two (2) years.
  - (6) Consent of all Members.
  - (7) Other reasons provided by laws and regulations.
2. A Member who has lost his/her/its membership qualification shall not have the right to make a claim for a refund of membership dues or other claims on the Institute.

*Article 11 Membership Dues*

Each Member is obliged to pay membership dues in the amount determined at a General Meeting of Members in order to cover expenses incurred in conducting the activities of the Institute.

**Section IV General Meetings of Members**

*Article 12 Composition*

1. General Meetings of Members shall comprise all Members.
2. The General Meetings of Members set forth in the preceding paragraph shall be the general meeting of members under the Corporation Act.

*Article 13 Authority*

Each of the following matters shall be resolved at the General Meetings of Members:

- (1) Amounts of membership dues;
- (2) Expulsion of a Member;
- (3) Election and removal of Directors and Auditors;
- (4) Amounts and payment standards of remuneration for Directors and Auditors;
- (5) Approval of a balance sheet and net assets variation statement as well as inventory of properties;
- (6) Amendment of this Constitution;
- (7) Assignment of part or all of business;
- (8) Dissolution and disposition of residual assets; and
- (9) Other matters provided for by laws and regulations as matters to be resolved at the General Meetings of Members.

*Article 14 Holding of General Meetings of Members*

1. The Ordinary General Meeting of Members shall be held annually within three months after the end of each business year, and an Extraordinary General Meeting of Members shall be convened whenever necessary.
2. The Ordinary General Meeting of Members shall be the ordinary general meeting of members under the Corporation Act.

*Article 15 Convocation*

1. Except otherwise provided for by laws and regulations, the General Meeting of Members shall be convened by the President subject to a resolution approved by the Board of Directors.
2. Not less than one-fifth (1/5) of the Members may request the President to convene a General Meeting of Members by presenting matters that form the purpose of the Meeting and the reasons for the convocation.

*Article 16 Chairperson*

1. The President shall act as the chairperson at a General Meeting of Members.
2. In the event that the position of the President is vacant or the President is unable to act as the chairperson, a Vice President shall act as the chairperson at the General Meeting of Members.

*Article 17 Voting Rights*

Each Member shall have one voting right at a General Meeting of Members.

*Article 18 Quorum*

1. Any General Meeting of Members shall not be held without the presence of Members holding a majority of voting rights of all Members.

*Article 19 Resolution*

1. A resolution of a General Meeting of Members shall be adopted at the Meeting, at which Members holding a majority of voting rights of all Members are present, by a majority of voting rights of the attending Members.
2. Notwithstanding the provisions of the preceding paragraph, a majority of all Members and a two-thirds (2/3) or more majority of voting rights of all Members shall be required to approve a resolution of the following:
  - (1) Expulsion of a Member;
  - (2) Removal of an Auditor;
  - (3) Amendment of this Constitution;
  - (4) Dissolution; and
  - (5) Other matters provided for by laws and regulations.
3. In the case of resolving an agenda item for electing Directors or Auditors, a resolution under Paragraph 1 shall be adopted for each candidate. If the total number of candidates for Directors or Auditors exceeds the fixed number specified in Paragraph 1 of Article 21, candidates who obtained a majority vote of approval shall be elected in order of highest number of votes until the fixed number of positions is filled.
4. If the Board of Directors establishes that Members who do not attend the General Meeting of Members may exercise their voting rights in writing or by electromagnetic method, Members who do not attend the General Meeting of Members may exercise voting rights in a voting form or by an electromagnetic method. If Members who do not attend the General Meeting of Members exercise voting rights in writing or by electromagnetic method, the Members shall be deemed as being present at the General Meeting of Members under the provisions of the preceding Article and the preceding paragraphs of this Article.

#### *Article 20 Minutes*

1. Minutes shall be prepared with respect to the proceedings of General Meeting of Members pursuant to the provisions of laws and regulations.
2. The chairperson shall affix his name and seal to the minutes in the preceding paragraph.
3. The minutes in Paragraph 1 shall be kept at the main office for ten (10) years. In addition, the voting form in Paragraph 2 of Article 18 shall be kept at the main office for three (3) months.

### **Section V Officers**

#### *Article 21 Placement of Officers*

1. The Institute shall have the following officers:
  - (1) Directors: not less than fifteen (15), not more than twenty five (25)
  - (2) Auditors: not more than four (4)
2. One of the Directors shall be the President.
3. The President in the preceding paragraph shall be the Representative Director under the Corporation Act.
4. One of the Directors other than the President may become the Chairman.
5. Up to five of the Directors other than the President and the Chairman may become Vice Presidents.

#### *Article 22 Election of Officers*

1. Directors and Auditors shall be elected by resolution of a General Meeting of Members.

2. The President, the Chairman and the Vice Presidents shall be elected from the Directors by a resolution approved by the Board of Directors.
3. An Auditor may not concurrently serve as a Director or an employee of the Institute.

*Article 23 Duty and Authority of Directors*

1. The Directors shall compose the Board of Directors and execute their duty pursuant to the provisions of laws and regulations and this Constitution.
2. The President shall represent the Institute and execute his/her duty pursuant to the provisions of laws and regulations and this Constitution.
3. The President shall report the state of his/her execution of duty to the Board of Directors at least twice a year at an interval of more than four (4) months.
4. The Chairman shall provide advice or consultation to the President with respect to his/her overall execution of business.
5. Vice Presidents shall support the President.

*Article 24 Duty and Authority of Auditors*

1. The Auditors shall audit the execution of duty by Directors and prepare audit reports pursuant to provisions of laws and regulations.
2. The Auditors may, at any time, request that a Director or an employee report on the activities and investigate the state of business operations and assets of the Institute.

*Article 25 Terms of Officers*

1. The term of office of Directors or Auditors shall expire at the conclusion of the Ordinary General Meeting of Members relating to the last of business years to end within two (2) years after his/her election.
2. Notwithstanding the provisions of the preceding paragraph, the term of office of a Director or an Auditor elected to fill a vacancy shall continue until the expiration of the term of office of his/her predecessor.
3. The re-election of a Director or an Auditor shall not be precluded.
4. If the number of Directors or Auditors falls short of the fixed number stipulated in Paragraph 1 of Article 21, Directors or Auditors shall continue to have rights and obligations as Director or Auditor even after retiring from office due to expiration of their term of office or resignation until newly elected persons assume office.

*Article 26 Removal of Officers*

A Director or an Auditor may be removed by a resolution approved at a General Meeting of Members.

*Article 27 Remuneration*

1. Amounts calculated in accordance with the standards determined by a General Meeting of Members may be paid to Directors and Auditors.
2. Directors and Auditors may be compensated for expenses.

*Article 28 Exemption from Liability for Damages*

1. The Institute, by resolution of the Board of Directors, may exempt Directors and Auditors (including former Directors and Auditors) from liability relating to the conduct provided for in Article 111 of the Corporation Act pursuant to the provisions of Paragraph 1, Article 114 of the same Act, within the limitation of laws and regulations.

2. The Institute, pursuant to the provisions of Paragraph 1, Article 115 of the Corporation Act, may enter into an agreement with an outside officer or outside Auditor to limit liability for failure to perform his/her duty; provided, however, that the maximum amount of liability for damages based on such agreement shall be the minimum liability amount provided for in Article 113 of the same Act.

## **Section VI Board of Directors**

### *Article 29 Establishment of the Board of Directors*

1. The Institute shall have a Board of Directors.
2. The Board of Directors shall be composed of all the Directors.

### *Article 30 Authority*

The Board of Directors shall perform the following duty:

- (1) Determination on the execution of business operations of the Institute;
- (2) Supervision of the execution of duty by Directors;
- (3) Election and removal of the President, the Chairman and Vice Presidents; and
- (4) Determination of any other matters set forth by this Constitution as matters to be resolved by the Board of Directors.

### *Article 31 Convocation*

1. A meeting of the Board of Directors shall be convened by the President.
2. In the event that the position of the President is vacant or the President is unable to convene the meeting, another Director shall convene the meeting.

### *Article 32 Chairperson*

1. The President shall act as the chairperson at a meeting of the Board of Directors.
2. In the event that the position of the President is vacant or the President is unable to act as the chairperson, a Vice President shall act as the chairperson of the meeting of the Board of Directors.

### *Article 33 Resolution*

1. A resolution of the Board of Directors shall be adopted in the presence of a majority of Directors, except Directors who have a special interest in the resolution, and by a majority of the Directors so present.
2. Notwithstanding the provisions of the preceding paragraph, in cases in which a Director has proposed a matter that is the purpose of a resolution of the Board of Directors, if all the Directors (except Directors who have a special interest in the resolution) express their consent to the matter in writing or electromagnetic recording, a resolution to approve the proposal shall be deemed to have been adopted. Provided, however, that this shall not apply if an Auditor expresses his/her objection to the proposal.
3. In cases in which a Director or an Auditor has notified all the Directors and Auditors of a matter to be reported to the Board of Directors, the matter shall not be required to be reported to the Board of Directors.
4. The provisions of the preceding paragraph shall not apply to the reporting set forth in Paragraph 3 of Article 23.

### *Article 34 Minutes*

1. Minutes shall be prepared with respect to the proceedings of a meeting of the Board of Directors pursuant to the provisions of laws and regulations.
2. The President and Auditors present at the meeting shall affix their names and seals to the minutes in the preceding paragraph, if they are prepared in writing.
3. The minutes prepared pursuant to the provisions of Paragraph 1 shall be kept at the main office for ten (10) years. The same shall apply to documents describing the manifestation of intention to omit a resolution of the Board of Directors that are prepared pursuant to the provisions of Paragraph 2 of the preceding Article.

## **Section VII Assets and Accounting**

### *Article 35 Business Year*

Each business year of the Institute shall begin on April 1 and end on March 31 of the following year.

### *Article 36 Plan of Activities and Income and Expenditure Budget*

1. The plan of activities, income and expenditure budget, and documents describing expected funding and capital investments of the Institute shall be prepared by the President and must be approved by the Board of Directors by the date preceding the date of commencement of each business year. The same procedure shall apply to any change of these documents.
2. The documents set forth in the preceding paragraph shall be kept at the main office until the end of the business year and made available for public inspection.

### *Article 37 Report of Activities and Settlement of Accounts*

1. With respect to the report of activities and settlement of accounts of the Institute, the following documents shall be prepared by the President and audited by Auditors, after which the approval of the Board of Directors must be obtained within three (3) months after the end of each business year:
  - (1) Report of activities;
  - (2) Supplementary schedules of the report of activities;
  - (3) Balance sheet;
  - (4) Net assets variation statement;
  - (5) Supplementary schedules of the balance sheet and the net assets variation statement; and
  - (6) Inventory of properties.
2. Of the documents approved in the preceding paragraph, the documents listed in Item (1), (3), (4) and (6) shall be submitted to the Ordinary General Meeting of Members, for reporting in the case of the documents listed in Item (1), and for approval in the case (3), (4) and (6).
3. In addition to the documents listed in Paragraph 1, the following documents shall be kept at the main office for a period of five years and made available for public inspection:
  - (1) Audit report;
  - (2) Name list of Directors and Auditors;
  - (3) Documents describing the payment standards of remuneration for Directors and Auditors; and
  - (4) Documents describing the overview of the governing structure and activities as well as the material figures thereof.
4. This Constitution and the name list of Members shall be kept at the main office and made available for public inspection.

*Article 38 Calculation of the Remaining Amount of Property Acquired for Public Interest Purposes*  
Pursuant to the Article 48 of the Ordinance for Enforcement of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations, the President shall calculate the remaining amount of the property acquired for public interest purposes for every business year as of the end of the business year and record the amount in the documents listed in Item (4), Paragraph 3 of the preceding article.

## **Section VIII Amendments of the Constitution and Dissolution**

### *Article 39 Amendments of the Constitution*

This Constitution may be amended by resolution approved by a General Meeting of Members.

### *Article 40 Dissolution*

The Institute shall be dissolved by resolution of a General Meeting of Members or on other grounds provided for in laws and regulations.

### *Article 41 Donation as a Result of Cancellation of Public Interest Corporation Authorization*

In the event that the Institute has received a disposition of the cancellation of its public interest corporation authorization or that the Institute has been extinguished as a result of a merger (except cases in which the juridical person to succeed the rights and obligations of the Institute is a public interest corporation), the amount of assets equivalent to the remaining amount of property acquired for public interest purposes shall, by resolution approved by a General Meeting of Members, be donated to the national government or a local government, or juridical persons listed in Item 17, Article 5 of the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (Act No. 49 of 2006; hereinafter referred to as the "Authorization Act") within one (1) month from the date of the cancellation of the authorization or the date of merger.

### *Article 42 Restriction on Disposition of Residual Assets*

The Institute may not distribute its residual assets.

### *Article 43 Vesting of Residual Assets*

In case of the liquidation of the Institute, all of its residual assets shall, by resolution approved by a General Meeting of Members, be donated to the national government or a local government, or juridical persons listed in Item 17, Article 5 of the Authorization Act.

## **Section IX Method of Public Notice**

### *Article 44 Method of Public Notice*

1. Public notices of the Institute shall be issued by way of electronic public notice.
2. In the event that the Institute is unable to give a public notice by way of electronic public notice as set forth in the preceding paragraph due to an accident or for any other compelling reason, the notice shall be issued in the Official Gazette.

### **Supplementary Provisions (Amended on May 31, 2012)**

1. This Constitution shall come into effect from the date of registration of the establishment of the public interest corporation (hereinafter referred to as the "Transfer Date") as provided for in Paragraph 1, Article 106, of the Act on Arrangement of Relevant Acts Incidental to Enforcement of the Act on General Incorporated Associations and General Incorporated Foundations and the Act on Authorization of Public Interest Incorporated Associations and Public Interest Incorporated Foundations (Act No. 50 of 2006; hereinafter referred to as the "Arrangement Act")
2. If the dissolution of the Special Civil Code Juridical Person (Tokurei Minpou Hojin ) has been registered and the establishment of the public interest corporation has been registered as provided for in Paragraph 1, Article 106 of the Arrangement Act, notwithstanding the provisions of Article 35 hereof, the day preceding the registration date of dissolution shall be the last day of a business year, and the Transfer Date shall be the commencement date of a business year.
3. Notwithstanding the provisions of Article 22, the first Representative Director (the President) of the Institute shall be Junichi Noro.
4. The Fellows, Associates, Students and Supporting Members set forth in Item (1), (3), (4) and (5), Article 6 of the old Constitution of Shadan Hojin Nihon Actuaries Association as of the date preceding the Transfer Date shall, on the Transfer Date, acquire respective qualifications of Fellows, Associates, Students and Corporate Members set forth in Item (1), (2), (3) and (4), Article 5 of this Constitution. The Honorary Members set forth in Item (2), Article 6 of the old Constitution as of the date preceding the Transfer Date shall, on the Transfer Date, fall under the category of the Honorary Members set forth in Item (1), Paragraph 1, Article 5 of this Constitution.

### **Supplementary Provisions (Amended on June 18, 2020)**

The revision of the Articles of Constitutions shall come into effect as from June 18, 2020.