

ORIX CORP
Form 6-K
June 23, 2005
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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER

**Pursuant to Rule 13a-16 or 15d-16 OF
THE SECURITIES EXCHANGE Act of 1934**

For the month of June, 2005.

ORIX Corporation

(Translation of Registrant's Name into English)

3-22-8 Shiba, Minato-Ku, Tokyo, JAPAN

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

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Form 20-F Form 40-F

(Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes No

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Table of Documents Filed

- 1. English Translation of Revised Articles of Incorporation made public on June 21, 2005.**

- 2. English Translation of Notice of Resolutions Adopted at the 42nd Annual General Meeting of Shareholders of ORIX Corporation made public on June 21, 2005.**

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ORIX Corporation

Date: June 23, 2005

By /s/ Yukio Yanase

Yukio Yanase
Director
Deputy President
ORIX Corporation

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(TRANSLATION)

ARTICLES OF INCORPORATION

DATE OF FINAL AMENDMENT: JUNE 21, 2005

ORIX CORPORATION

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ARTICLES OF INCORPORATION

OF

ORIX CORPORATION

CHAPTER I. GENERAL PROVISIONS

ARTICLE 1. (Corporate Name)

The name of the Company shall be ORIX Kabushiki Kaisha (in English ORIX CORPORATION).

ARTICLE 2. (Purposes)

The purpose of the Company shall be to engage in the following business:

(1) lease, purchase and sale (including purchase and sale on an installment basis), maintenance and management of movable property of all types;

(2) lease, purchase and sale, ground preparation, development, maintenance and management of real property;

(3) lending of money, purchase and sale of claims of all types, payment on behalf of third parties, guarantee and assumption of obligations, and other financial business;

(4) holding, investment in, management, purchase and sale of securities

(5) holding, management, purchase and sale of mortgage certificates;

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- (6) business of investment in and sale of commodities, and advisory service business relating to investment in commodities;

- (7) securities broker business

- (8) trust agreement agency business

- (9) business of sale of trust beneficiary rights

- (10) acting as an agent for collection of money and for calculation work of enterprises;

- (11) manufacture, processing, repair and sale of furniture, interior goods, transport machinery and equipment, etc.;

- (12) water transport, road transport of cargo, and warehousing;

- (13) contracting for construction and civil engineering, and design and supervision thereof;

- (14) planning, developing and contracting for lease and sale of intangible property rights such as copyrights, industrial property rights, etc.;

- (15) information services, telecommunications, advertising and publishing business;

- (16) management of facilities for sports, lodging, medical treatment and social education, etc.; management of restaurants, and tour business;

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(17) conducting cultural projects, sports, etc.;

(18) business of dispatching workers to enterprises;

(19) purchase and sale of antiques;

(20) services relating to the collection, transportation and disposal of ordinary waste products and industrial waste products;

(21) generation of electric power and supply of electricity;

(22) brokerage, agency, investigation and consulting services for business relating to any of the preceding items;

(23) non-life insurance agency business, insurance agency business under the Automobile Accident Compensation Security Law, and service related to soliciting life insurance;

(24) investment advisory business relating to real estate, securities and other financial assets;

(25) engaging in trust, banking and credit management and collection business operations, as a result of the acquisition of shares in a company engaged in those activities; and

(26) any and all business related to any of the preceding items.

ARTICLE 3. (Head Office)

The head office of the Company shall be located in Minato-ku, Tokyo.

ARTICLE 4. (Method of Public Notice)

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Public notices by the Company shall be published in the Nihon Keizai Shinbun , published in Tokyo and Osaka City.

ARTICLE 5. (Exceptional Rules Concerning Company with Committees)

The Exceptional Rules Concerning Company with Committees provided in Chapter 2, Section 4 of the Law Regarding Exceptional Rules of Commercial Code Concerning Auditing, Etc. of Stock Corporations (hereinafter referred to as the Law Regarding Exceptional Rules of Commercial Code) shall be applied to the Company.

CHAPTER II. SHARES

ARTICLE 6. (Total Number of Shares)

The total number of shares authorized to be issued by the Company shall be 259,000,000. Provided, that in case any shares have been cancelled, the number of shares corresponding to those cancelled shares be deducted from the above total number of shares to be issued by the Company.

ARTICLE 7. (Purchase of Own Stock)

The Company may purchase own stock by resolution of the Board of Directors in accordance with Article 211-3, Paragraph 1, Item 2 of the Commercial Code of Japan.

ARTICLE 8. (Number of Shares Constituting a Voting Unit)

One hundred (100) shares of the Company shall constitute one (1) Voting Unit of shares.

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ARTICLE 9. (Non-Issuance of Share Certificate Representing Less than a Voting Unit)

The Company shall not issue a share certificate pertaining to a number of shares constituting less than 1 (one) Voting Unit.

ARTICLE 10. (Purchase Additional Shares Less Than One(1) Voting Unit)

A shareholder who holds shares less than one (1) Voting Unit (including Substantial Shareholders; hereinafter the same) may demand, in accordance with the provisions of the Share Handling Regulations, that the Company sell to it the number of additional shares necessary to make the number of shares of less than one (1) Voting Unit held by such shareholder, equal to one (1) Voting Unit.

ARTICLE 11. (Share Handling Regulations)

The procedures and other matters relating to shares of the Company shall be in accordance with the Share Handling Regulations.

ARTICLE 12. (Transfer Agent)

The Company shall have a transfer agent with respect to its shares.

2. The Company shall make public notices of the names and places of business of its transfer agents.

3. The Register of Shareholders, the Register of Substantial Shareholders and Register of Lost Share Certificates shall be kept at the place of business of the transfer agent. Registration for the change of shareholders, the purchase and additional purchase of shares constituting less than one (1) Voting Unit, and other matters relating to shares, shall be handled by the transfer agent and shall not be handled by the Company.

ARTICLE 13. (Record Date)

Those shareholders of the Company who are permitted to exercise their rights at an annual general meeting of shareholders concerning each fiscal year shall be those shareholders registered as having voting rights on the Register of Shareholders and the Register of Substantial Shareholders as of the end of the same fiscal year.

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2. Notwithstanding the provisions of the preceding paragraph, the Company may choose a date other than the date specified in the preceding paragraph as the date as of which shareholders must be registered as having voting rights on the Register of Shareholders or the Register of Substantial Shareholders in order to be able to exercise their rights at the annual general meeting of shareholders corresponding to such fiscal year. In such a case, two (2) weeks prior public notice shall be given as to the chosen date.

3. In addition to the cases provided for in the preceding two paragraphs, whenever necessary, the Company may temporarily fix a record date, by giving two (2) weeks prior public notice.

CHAPTER III. GENERAL MEETING OF SHAREHOLDERS

ARTICLE 14. (Holding of General Meeting of Shareholders)

An annual general meeting of Shareholders shall be held in June of each year and an extraordinary general meeting of Shareholders shall be held whenever necessary.

2. Notices calling an annual general meeting of shareholders or an extraordinary general meeting of shareholders shall be dispatched at least two (2) weeks prior to the date set for such meetings.

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ARTICLE 15. (Calling of General Meeting of Shareholders)

General meetings of shareholders shall be called by a representative executive officer pursuant to a resolution of the Board of Directors.

2. If there is more than one representative executive officer, the representative executive officer designated by resolution of the Board of Directors shall call general meetings of shareholders.

3. If the person determined in accordance with the preceding two paragraphs is unable to act, one of the other executive officers shall call general meetings of shareholders in accordance with an order given by resolution of the Board of Directors.

ARTICLE 16. (Chairman of General Meeting of Shareholders)

A representative executive officer shall act as chairman of the general meetings of shareholders.

2. The provisions of the second and third paragraphs of the preceding Article shall apply, mutatis mutandis, in the case of the preceding paragraph.

ARTICLE 17. (Method of Resolution)

Unless otherwise provided under applicable laws or ordinances or by the Company's Articles of Incorporation, resolutions of the general meetings of shareholders shall be adopted by a majority of votes of shareholders present at the meetings.

2. The special resolution provided in Article 343 of the Commercial Code of Japan shall be adopted by two-thirds or more of the votes of the shareholders present at a meeting at which shareholders who hold more than one-third of the voting rights held by all of the shareholders of the Company are present.

ARTICLE 18. (Vote by Proxy)

A shareholder may exercise his vote by proxy given to another shareholder, who has the right to vote. In such case the shareholder or the proxy must file with the Company a document evidencing his authority.

ARTICLE 19. (Minutes of General Meeting of Shareholders)

The minutes of the general meetings of shareholders shall contain the summary of the proceedings and the results thereof; shall be signed, or bear the names and seals of, the chairman of the meeting, and of the directors and executive officers present; and the original thereof shall be kept at the head office for ten (10) years from the date of the resolution, and certified copies thereof shall be kept at the branches for five (5) years therefrom.

CHAPTER IV. DIRECTORS AND BOARD OF DIRECTORS

ARTICLE 20. (Number of Directors)

There shall be no less than three (3) directors of the Company.

ARTICLE 21. (Election)

Directors shall be elected at a general meeting of shareholders.

2. In case of the above election(s), shareholders representing not less than one third (1/3) of the number of voting rights of all shareholders shall attend such meeting.

3. In case of election(s) of directors, cumulative voting shall not be used.

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ARTICLE 22. (Term of Office)

Directors' terms of office shall expire upon the conclusion of the annual general meeting of shareholders for the last fiscal year ending within one (1) year after a director assumes office.

2. The terms of office of directors appointed as replacement directors or due to the increase of directors shall expire when the terms of office of the other directors expire.

ARTICLE 23. (Person who Calls Meetings and Chairman)

Unless otherwise provided under applicable laws or ordinances, meetings of the Board of Directors shall be called by the director designated by the Board of Directors, which director shall act as the chairman of the Board of Directors' meetings.

2. If the person determined in accordance with the preceding paragraph is unable to act, the other directors shall call the Board of Directors meetings and act as chairman, in accordance with the order they are so designated, by resolution of the Board of Directors.

ARTICLE 24. (Notice for Calling of Meetings)

Notices for calling Board of Directors meetings shall be dispatched to each director at least three (3) days prior to the date set for such meeting. Provided, however, that in case of emergency, the above period may be shortened.

ARTICLE 25. (Method of Resolution)

Resolutions of the Board of Directors shall be adopted by a majority of the directors present at meetings attended by a majority of the directors.

ARTICLE 26. (Minutes of Meeting)

The minutes of the meetings of the Board of Directors shall contain the summary of the proceedings and the results thereof; shall be signed, or bear the names and seals of, the chairman of the meeting and of the directors present; and shall be kept at the head office for ten (10) years from the date of the resolution.

ARTICLE 27. (Remuneration of Directors)

Remuneration of directors shall be determined by resolution at the Compensation Committee.

ARTICLE 28. (Release of Directors Liability)

The Company may release, within the limits of the applicable laws and ordinances, the liability of directors (including former directors) concerning their acts described in Article 21-17, Paragraph 1 of the Law Regarding Exceptional Rules of Commercial Code by resolution of the Board of Directors in accordance with the provisions of Article 266, Paragraph 12 of the Commercial Code of Japan applied, mutatis mutandis, by virtue of Article 21-17, Paragraph 4 of the Law Regarding Exceptional Rules of Commercial Code.

2. The Company may enter into an agreement with Outside Directors concerning their liability pursuant to the provisions of Article 21-17, Paragraph 1 of the Law Regarding Exceptional Rules of Commercial Code, which provides that the limit of liability shall be the aggregate amounts provided for in each item of Article 266, Paragraph 19 of the Commercial Code of Japan applied, mutatis mutandis, by virtue of Article 21-17, Paragraph 5 of the Law Regarding Exceptional Rules of Commercial Code.

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CHAPTER V. BOARD COMMITTEES

ARTICLE 29. (Establishment of Committees)

The Company shall establish the Nominating Committee, the Audit Committee and the Compensation Committee (hereinafter referred to as Board Committees).

ARTICLE 30. (Number of Members, Etc.)

Each Board Committee shall be composed of three (3) or more directors.

2. The majority of members of each Board Committee shall be outside directors who are not executive officers of the Company.

3. No member of the Audit Committee shall be an executive officer, manager or other employee of the Company or any of its subsidiaries (including consolidated subsidiaries provided in Article 1-2, Paragraph 4 of the Law Regarding Exceptional Rules of Commercial Code) nor shall any member of the Audit Committee be a director involved in the business of a subsidiary.

ARTICLE 31. (Election)

Members of Board Committees shall be elected at a Board of Directors meeting.

ARTICLE 32. (Minutes of Meeting)

The minutes of the meetings of Board Committees shall contain the summary of the proceedings and the results thereof; shall be signed, or bear the names and seals of the members present; and shall be kept at the head office for ten (10) years from the date of the resolution.

CHAPTER VI. EXECUTIVE OFFICERS

ARTICLE 33. (Number of Executive Officers)

There shall be three (3) or more executive officers of the Company.

ARTICLE 34. (Election)

Executive officers shall be elected at meetings of the Board of Directors.

ARTICLE 35. (Term of Office)

An executive officer's term of office shall expire at the conclusion of the first Board of Directors meeting to be held after the conclusion of the annual general meeting of shareholders relating to the last fiscal year ending within one (1) year from his or her assumption of office.

2. The terms of office of executive officers appointed as replacement executive officers or due to the increase of executive officers shall expire when the terms of the office of the other executive officers expire.

ARTICLE 36. (Election of Representative Executive Officers)

The Board of Directors shall elect one (1) or more executive officers from among the executive officers, who shall represent the Company.

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ARTICLE 37. (Remuneration of Executive Officers)

Remuneration of executive officers shall be determined by resolution at the Compensation Committee.

ARTICLE 38. (Release of Executive Officers Liability)

The Company may release, within the limits of the applicable laws and ordinances, the liability of executive officers (including former executive officers) concerning their acts described in Article 21-17, Paragraph 1 of the Law Regarding Exceptional Rules of Commercial Code by resolution of the Board of Directors in accordance with the provisions of Article 266, Paragraph 12 of the Commercial Code of Japan applied, mutatis mutandis, by virtue of Article 21-17, Paragraph 6 of the Law Regarding Exceptional Rules of Commercial Code.

CHAPTER VII. ACCOUNTS

ARTICLE 39. (Fiscal Year)

The fiscal year of the Company shall commence on the first day of April of each year and shall end on the last day of March of the following year, and the accounts of the Company shall be closed on the last day of March in each year.

ARTICLE 40. (Payment of Cash Dividends)

Cash dividends shall be paid to shareholders or registered pledgees last of record on the Register of Shareholders and the Register of Substantial Shareholders as of the closing of accounts for each fiscal year.

2. With respect to the first cash dividends on shares issued upon requests for conversion of convertible bonds, such conversions shall be deemed to have been made at the beginning of the fiscal year during which such requests for conversion have been made, and the cash dividends shall be paid accordingly.

3. Cash dividends shall bear no interest and if they have not been received within three (3) years from the day of commencement of payments, they shall belong to the Company.

ARTICLE 41. (Accounting Auditor)

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The Company shall have one (1) or more accounting auditors.

SUPPLEMENTARY PROVISIONS.

The provisions of Paragraph 2 of Article 40 shall become null and void, and be deemed deleted at the conclusion of March 15, 2007, and Paragraph 3 will become Paragraph 2 accordingly.

At the amendment of the provisions of Article 40, this supplementary provision shall expire and be deemed deleted.

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June 21, 2005

To Our Shareholders:

Yoshihiko Miyauchi
Representative Executive Officer
ORIX CORPORATION
2-4-1, Hamamatsu-cho
Minato-ku, Tokyo, Japan

**Notice of Resolutions Adopted at the 42nd Annual General Meeting of Shareholders of
ORIX CORPORATION**

We notify you of the resolutions adopted, as set forth below, at the 42nd Annual General Meeting of Shareholders of ORIX CORPORATION (the Company) that was held today.

Report We reported respectively as follows:

- Report 1:** Report concerning the Business Report, the Consolidated Balance Sheet and Profit and Loss Statement, and the Audit Report on the Consolidated Financial Statements by Accounting Auditor and Audit Committee for the 42nd Fiscal Year (April 1, 2004 through March 31, 2005)
- Report 2:** Report concerning the Balance Sheet and Profit and Loss Statement for the 42nd Fiscal Year (April 1, 2004 through March 31, 2005)
- Report 3:** Report concerning the contents, reasons, etc. for the appropriation of profit, for the 42nd Fiscal Year

Resolutions

Proposal 1: Amendments to the Articles of Incorporation

This proposal was approved and adopted as originally proposed.

Proposal 2: Election of 12 Directors

Yoshihiko Miyauchi, Yasuhiko Fujiki, Shunsuke Takeda, Hiroaki Nishina, Kenji Kajiwara, Masaaki Yamamoto, Tatsuya Tamura, Akira Miyahara, Yoshinori Yokoyama, Paul Sheard and Hiroataka Takeuchi have been re-elected as directors, and Yukio Yanase has been newly elected as a director, and each has assumed the office of director.

Proposal 3: Issuance of Stock Acquisition Rights as Stock Options

This proposal was approved and adopted as originally proposed.

(End)

Regarding Sending Documents Related to Dividends Payment

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We already sent out the **Certificate for the 42nd Fiscal Year Dividends Receipt** (or for those who have notified us of their designated bank accounts, the **Statement of the 42nd Fiscal Year Dividends** and the **Confirmation of Bank Account for Dividends Payment** instead) to each of our shareholders on June 1, 2005, to the addresses notified to us.

(End)