

担保付社債信託法施行令

Order for Enforcement of the Secured Bond Trust Act

(平成十四年三月二十日政令第五十一号)
(Cabinet Order No. 51 of March 20, 2002)

内閣は、担保付社債信託法（明治三十八年法律第五十二号）第四十一条第三項（同法第六十二条第二項において準用する場合を含む。）の規定に基づき、この政令を制定する。

The Cabinet hereby enacts this Cabinet Order pursuant to the provisions of Article 41, paragraph (3) of the Secured Bond Trust Act (Act No. 52 of 1905) (including as applied mutatis mutandis pursuant to Article 62, paragraph (2) of that Act).

(その他の兼業業務)

(Other Concurrent Business)

第一条 担保付社債信託法（以下「法」という。）第五条第十二号に規定する政令で定める業務は、同条第三号から第八号までに掲げる業務を行う金融機関が、これらの規定に規定する法律以外の法令の規定により行うことができる業務とする。

Article 1 The business specified by Cabinet Order as prescribed in Article 5, item (xii) of the Secured Bond Trust Act (hereinafter referred to as the "Act") are business that financial institutions carrying out the business set forth in items (iii) through (viii) of that Article may carry out pursuant to the provisions of laws and regulations other than the laws prescribed in these items.

(委託者及び受託者と密接な関係を有する者)

(Person Closely Related to Settlor and Trustee)

第二条 法第八条において準用する信託業法（平成十六年法律第百五十四号）第二十三条第二項に規定する委託者と密接な関係を有する者として政令で定める者は、次に掲げるものとする。

Article 2 (1) The person specified by Cabinet Order as being closely related to a settlor as prescribed in Article 23, paragraph (2) of the Trust Business Act (Act No. 154 of 2004) as applied mutatis mutandis pursuant to Article 8 of the Act is any of the following:

一 当該委託者の役員（取締役、執行役、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を含む。）、監査役又はこれらに類する役職にある者をいう。以下この条及び次条において同じ。）又は使用人

(i) an officer (meaning a director, executive officer accounting advisor (if the

accounting advisor is a corporation, including a member who is to perform its duties), company auditor, or any other person holding a position similar thereto; hereinafter the same applies in this Article and the following Article) or employee of the settlor;

二 当該委託者の子法人等

(ii) a subsidiary corporation, etc. of the settlor;

三 当該委託者を子法人等とする親法人等

(iii) the parent corporation, etc. that has the settlor as its subsidiary corporation, etc.;

四 当該委託者を子法人等とする親法人等の子法人等（当該委託者及び前二号に掲げる者を除く。）

(iv) a subsidiary corporation, etc. of the parent corporation, etc. that has the settlor as its subsidiary corporation, etc. (excluding the settlor and the persons set forth in the preceding two items);

五 当該委託者の関連法人等

(v) an affiliated corporation, etc. of the settlor;

六 当該委託者を子法人等とする親法人等の関連法人等（前号に掲げる者を除く。）

(vi) an affiliated corporation, etc. of the parent corporation, etc. that has the settlor as its subsidiary corporation, etc. (excluding the person set forth in the preceding item);

七 当該委託者の特定個人株主

(vii) a specified individual shareholder of the settlor; and

八 前号に掲げる者に係る次に掲げる会社、組合その他これらに準ずる事業体（外国におけるこれらに相当するものを含み、当該委託者を除く。以下この号において「法人等」という。）

(viii) the following company, partnership, or any other business entity equivalent thereto (including equivalent entities in a foreign country, and excluding the settlor; hereinafter referred to as a "corporation, etc." in this item) that is associated with the person set forth in the preceding item:

イ 前号に掲げる者がその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）第八百七十九条第三項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。以下同じ。）の百分の五十を超える議決権を保有する法人等（当該法人等の子法人等及び関連法人等を含む。）

(a) a corporation, etc. (including a subsidiary corporation, etc. and affiliated corporation, etc. of the relevant corporation, etc.) in which the person set forth in the preceding item holds voting rights that constitute more than 50 percent of the voting rights of all shareholders or equity investors (in the case of a stock company, excluding voting rights for shares whose holders are unable to exercise the voting rights for all matters which may

be resolved in a shareholders meeting, and including voting rights for shares whose holders are deemed to have voting rights pursuant to the provisions of Article 879, paragraph (3) of the Companies Act (Act No. 86 of 2005); the same applies hereinafter); and

ロ 前号に掲げる者がその総株主又は総出資者の議決権の百分の二十以上百分の五十以下の議決権を保有する法人等

(b) a corporation, etc. in which the person set forth in the preceding item holds voting rights that constitute not less than 20 percent but not more than 50 percent of the voting rights of all shareholders or equity investors.

2 法第八条において準用する信託業法第二十三条第二項に規定する受託者と密接な関係を有する者として政令で定める者は、次に掲げるものとする。

(2) The person specified by Cabinet Order as being closely related to a trustee as prescribed in Article 23, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 8 of the Act is any of the following:

一 当該受託者の役員又は使用人

(i) an officer or employee of the trustee;

二 当該受託者の子法人等

(ii) a subsidiary corporation, etc. of the trustee;

三 当該受託者を子法人等とする親法人等

(iii) the parent corporation, etc. that has the trustee as its subsidiary corporation, etc.;

四 当該受託者を子法人等とする親法人等の子法人等（当該受託者及び前二号に掲げる者を除く。）

(iv) a subsidiary corporation, etc. of the parent corporation, etc. that has the trustee as its subsidiary corporation (excluding the trustee and the persons set forth in the preceding two items);

五 当該受託者の関連法人等

(v) an affiliated corporation, etc. of the trustee;

六 当該受託者を子法人等とする親法人等の関連法人等（前号に掲げる者を除く。）

(vi) an affiliated corporation, etc. of the parent corporation, etc. that has the trustee as its subsidiary corporation, etc. (excluding the person set forth in the preceding item);

七 当該受託者の特定個人株主

(vii) a specified individual shareholder of the trustee; and

八 前号に掲げる者に係る次に掲げる会社、組合その他これらに準ずる事業体（外国におけるこれらに相当するものを含み、当該受託者を除く。以下この号において「法人等」という。）

(viii) the following company, partnership, or any other business entity equivalent thereto (including equivalent entities in a foreign country, and excluding the trustee; hereinafter referred to as a "corporation, etc." in this item) that is associated with the person set forth in the preceding item:

イ 前号に掲げる者がその総株主又は総出資者の議決権の百分の五十を超える議決権を保有する法人等（当該法人等の子法人等及び関連法人等を含む。）

(a) a corporation, etc. (including a subsidiary corporation, etc. and affiliated corporation, etc. of the relevant corporation, etc.) in which the person set forth in the preceding item holds voting rights that constitute more than 50 percent of the voting rights of all shareholders or equity investors; and

ロ 前号に掲げる者がその総株主又は総出資者の議決権の百分の二十以上百分の五十以下の議決権を保有する法人等

(b) a corporation, etc. in which the person set forth in the preceding item holds voting rights that constitute not less than 20 percent but not more than 50 percent of the voting rights of all shareholders or equity investors.

3 前二項に規定する「親法人等」とは、他の法人等（会社、組合その他これらに準ずる事業体（外国におけるこれらに相当するものを含む。）をいう。以下この項及び次項において同じ。）の財務及び営業又は事業の方針を決定する機関（株主総会その他これに準ずる機関をいう。以下この項において「意思決定機関」という。）を支配している法人等として内閣府令で定めるものをいい、前二項及び次項に規定する「子法人等」とは、親法人等によりその意思決定機関を支配されている他の法人等をいう。この場合において、親法人等及び子法人等又は子法人等が他の法人等の意思決定機関を支配している場合における当該他の法人等は、その親法人等の子法人等とみなす。

(3) The term "parent corporation, etc." prescribed in the preceding two paragraphs means a corporation, etc. (meaning a company, partnership, or any other business entity equivalent thereto (including equivalent entities in a foreign country); hereinafter the same applies in this paragraph and the following paragraph) specified by Cabinet Office Order as a corporation, etc. which controls an organ that makes decisions on the financial and operational or business policies (meaning a shareholders meeting or any other organ equivalent thereto; hereinafter referred to as "decision-making organ" in this paragraph) of another corporation, etc., and the term "subsidiary corporation, etc." prescribed in the preceding two paragraphs and the following paragraph means such other corporation, etc. whose decision-making organ is controlled by the parent corporation, etc. In this case, if a parent corporation, etc. and its subsidiary corporation, etc. jointly control, or if a subsidiary corporation, etc. solely controls, the decision-making organ of another corporation, etc., such other corporation, etc. is deemed to be a subsidiary corporation, etc. of the parent corporation, etc.

4 第一項及び第二項に規定する「関連法人等」とは、法人等（当該法人等の子法人等を含む。）が出資、取締役その他これに準ずる役職への当該法人等の役員若しくは使用人である者若しくはこれらであった者の就任、融資、債務の保証若しくは担保の提供、技術の提供又は営業上若しくは事業上の取引等を通じて、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できる他の法人等（子法人等を除く。）として内閣府令で定めるものをいう。

(4) The term "affiliated corporation, etc." prescribed in paragraphs (1) and (2) means a corporation, etc. specified by Cabinet Office Order as another corporation, etc. (excluding a subsidiary corporation, etc.) in the case where a corporation, etc. (including a subsidiary corporation, etc. of the relevant corporation, etc.) has a material influence on decisions on financial and operational or business policies of another corporation, etc. (excluding a subsidiary corporation, etc.) through contribution, assumption of the office of a director or any other equivalent position by a person who is or was an officer or employee of the relevant corporation, etc., financing, guarantee of obligations, provision of collateral, provision of technology, or operational or business transactions, etc.

5 第一項及び第二項に規定する「特定個人株主」とは、その総株主又は総出資者の議決権の百分の五十を超える対象議決権（信託業法第五条第五項に規定する対象議決権をいう。）を保有する個人をいう。

(5) The term "specified individual shareholder" prescribed in paragraphs (1) and (2) means an individual who holds subject voting rights (meaning the subject voting rights prescribed in Article 5, paragraph (5) of the Trust Business Act) which constitute more than 50 percent of the voting rights of all shareholders or equity investors.

6 第一項第八号又は第二項第八号の場合において、第一項第七号に掲げる者又は第二項第七号に掲げる者が保有する議決権には、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）第四百七十七条第一項又は第四百八条第一項（これらの規定を同法第二百二十八条第一項、第二百三十五条第一項、第二百三十九条第一項及び第二百七十六条（第二号に係る部分に限る。）において準用する場合を含む。）の規定により発行者に対抗することができない株式又は出資に係る議決権を含むものとする。

(6) In the case referred to in paragraph (1), item (viii) or paragraph (2), item (viii), the voting rights held by the person set forth in paragraph (1), item (vii) or the person set forth in paragraph (2), item (vii) include voting rights for the shares or contributions that cannot be asserted against the issuer pursuant to the provisions of Article 147, paragraph (1) or Article 148, paragraph (1) of the Act on Book-Entry Transfer of Corporate Bonds and Shares (Act No. 75 of 2001) (including cases where these provisions are applied mutatis mutandis pursuant to Article 228, paragraph (1), Article 235, paragraph (1), Article 239, paragraph (1) and Article 276 (limited to the part concerning item (ii)) of that Act).

（信託会社と密接な関係を有する者の範囲）

（Scope of Persons Closely Related to Trust Company）

第三条 法第八条において準用する信託業法第二十九条第二項第一号に規定する政令で定める者は、次に掲げるものとする。

Article 3 (1) The person specified by Cabinet Order as prescribed in Article 29,

paragraph (2), item (i) of the Trust Business Act as applied mutatis mutandis pursuant to Article 8 of the Act is any of the following:

一 信託会社（法第一条に規定する信託会社をいう。以下同じ。）の役員又は使用人

(i) an officer or employee of the trust company (meaning the trust company prescribed in Article 1 of the Act; the same applies hereinafter);

二 信託会社の子法人等（前条第三項に規定する子法人等をいう。以下この項において同じ。）

(ii) a subsidiary corporation, etc. (meaning the subsidiary corporation prescribed in paragraph (3) of the preceding Article; hereinafter the same applies in this paragraph) of the trust company;

三 信託会社を子法人等とする親法人等（前条第三項に規定する親法人等をいう。以下この項において同じ。）

(iii) the parent corporation, etc. (meaning the parent corporation, etc. prescribed in paragraph (3) of the preceding Article; hereinafter the same applies in this paragraph) that has the trust company as its subsidiary corporation, etc.;

四 信託会社を子法人等とする親法人等の子法人等（当該信託会社及び前二号に掲げる者を除く。）

(iv) a subsidiary corporation, etc. of the parent corporation, etc. that has the trust company as its subsidiary corporation, etc. (excluding the trust company and the persons set forth in the preceding two items);

五 信託会社の関連法人等（前条第四項に規定する関連法人等をいう。以下この項において同じ。）

(v) an affiliated corporation, etc. (meaning the affiliated corporation, etc. prescribed in paragraph (4) of the preceding Article; hereinafter the same applies in this paragraph) of the trust company;

六 信託会社を子法人等とする親法人等の関連法人等（前号に掲げる者を除く。）

(vi) an affiliated corporation, etc. of the parent corporation, etc. that has the trust company as its subsidiary corporation, etc. (excluding the person set forth in the preceding item);

七 信託会社の特定個人株主（前条第五項に規定する特定個人株主をいう。）

(vii) a specified individual shareholder (meaning the specified individual shareholder prescribed in paragraph (5) of the preceding Article) of the trust company; and

八 前号に掲げる者に係る次に掲げる会社、組合その他これらに準ずる事業体（外国におけるこれらに相当するものを含み、信託会社を除く。以下この号において「法人等」という。）

(viii) the following company, partnership, or any other business entity equivalent thereto (including equivalent entities in a foreign country, and excluding the trust company; hereinafter referred to as a "corporation, etc." in this item) that is associated with the person set forth in the preceding

item:

イ 前号に掲げる者がその総株主又は総出資者の議決権の百分の五十を超える議決権を保有する法人等（当該法人等の子法人等及び関連法人等を含む。）

(a) a corporation, etc. (including a subsidiary corporation, etc. and affiliated corporation, etc. of the relevant corporation, etc.) in which the person set forth in the preceding item holds voting rights that constitute more than 50 percent of the voting rights of all shareholders or equity investors; and

ロ 前号に掲げる者がその総株主又は総出資者の議決権の百分の二十以上百分の五十以下の議決権を保有する法人等

(b) a corporation, etc. in which the person set forth in the preceding item holds voting rights that constitute not less than 20 percent but not more than 50 percent of the voting rights of all shareholders or equity investors.

2 信託会社が法第八条において準用する信託業法第二十二條第一項の規定により担保付社債に関する信託業務の委託をした場合における当該委託を受けた者についての前項の規定の適用については、同項中「信託会社」とあるのは、「信託会社から担保付社債に関する信託業務の委託を受けた者」とする。

(2) With regard to the application of the provisions of the preceding paragraph to a person to whom a trust company has entrusted the trust business relating to a secured bond trust pursuant to the provisions of Article 22, paragraph (1) of the Trust Business Act as applied mutatis mutandis pursuant to Article 8 of the Act, the term "trust company" in the preceding paragraph is deemed to be replaced with "a person to whom a trust company has entrusted the trust business regarding a secured bond trust."

3 前条第六項の規定は、第一項第八号の場合において同項第七号に掲げる者が保有する議決権について準用する。

(3) The provisions of paragraph (6) of the preceding Article apply mutatis mutandis to the voting rights held by the person set forth in paragraph (1), item (vii) in the case referred to in paragraph (1), item (viii).

(情報通信の技術を利用する方法)

(Methods That Use Information and Communications Technology)

第四条 信託会社は、法第八条において準用する信託業法第二十九條第四項において準用する同法第二十六條第二項の規定により同項に規定する事項を提供しようとするときは、内閣府令で定めるところにより、あらかじめ、当該委託者に対し、その用いる同項に規定する電磁的方法（以下この条において「電磁的方法」という。）の種類及び内容を示し、書面又は電磁的方法による承諾を得なければならない。

Article 4 (1) If a trust company intends to provide the matters prescribed in Article 26, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 29, paragraph (4) of that Act as applied mutatis mutandis pursuant to Article 8 of the Act in accordance with the provisions of Article 26, paragraph (2) of that Act, the trust company must, in advance and

pursuant to the provisions of Cabinet Office Order, indicate to the settlor the type and details of the electronic or magnetic means prescribed in Article 26, paragraph (2) of that Act (hereinafter referred to as "electronic or magnetic means" in this Article) that it intends to use, and obtain the settlor's consent in writing or by electronic or magnetic means.

2 前項の規定による承諾を得た信託会社は、当該委託者から書面又は電磁的方法により電磁的方法による提供を受けない旨の申出があったときは、当該委託者に対し、法第八条において準用する信託業法第二十九条第四項において準用する同法第二十六条第二項に規定する事項の提供を電磁的方法によってしてはならない。ただし、当該委託者が再び前項の規定による承諾をした場合は、この限りでない。

(2) If a trust company that has obtained a settlor's consent under the provisions of the preceding paragraph is notified by the settlor, in writing or by electronic or magnetic means, that the settlor refuses to be provided with information by electronic or magnetic means, the trust company must not provide the settlor with the matters prescribed in Article 26, paragraph (2) of the Trust Business Act as applied mutatis mutandis pursuant to Article 29, paragraph (4) of that Act as applied mutatis mutandis pursuant to Article 8 of the Act, by electronic or magnetic means; provided, however, that this does not apply to cases where the settlor has reaffirmed its consent under the provisions of the preceding paragraph.

(信託会社等に関する権限の財務局長への委任)

(Delegation of Authority over Trust Companies to the Director-General of Local Finance Bureau)

第五条 法第六十六条第一項の規定により金融庁長官に委任された権限のうち次に掲げるもの（金融庁長官の指定する信託会社に係るものを除く。）は、信託会社（法第五十七条第二項に規定する場合にあっては、法第五十三条第一項に規定する前受託会社及び新受託会社をいう。以下この条において同じ。）の本店等（当該信託会社が法第三条の免許を受けた者にあつては本店又は主たる事務所をいい、当該信託会社が法第四条の規定により法第三条の免許を受けたものとみなされる者にあつては本店、主たる事務所又は信託業法第五十三条第一項に規定する主たる支店をいう。以下この条において同じ。）の所在地を管轄する財務局長（財務支局長を含む。以下同じ。）に委任する。ただし、金融庁長官が自ら行うことを妨げない。

Article 5 (1) Within the scope of the authority delegated to the Commissioner of the Financial Services Agency pursuant to the provisions of Article 66, paragraph (1) of the Act, the authority to perform the following functions (excluding those concerning a trust company designated by the Commissioner of the Financial Services Agency) is delegated to the Director-General of the Local Finance Bureau who has jurisdiction over the location of the head office, etc. of a trust company (in the case prescribed in Article 57, paragraph (2) of the Act, the "trust company" means the former trustee company and the new

trustee company prescribed in Article 53, paragraph (1) of the Act; hereinafter the same applies in this Article) (if the trust company has obtained the license referred to in Article 3 of the Act, the "head office, etc." means the head office or principal office; and if the trust company is deemed to have obtained the license referred to in Article 3 of the Act pursuant to the provisions of Article 4 of the Act, the "head office, etc." means the head office, the principal office, or the main branch office prescribed in Article 53, paragraph (1) of the Trust Business Act; hereinafter the same applies in this Article); provided, however, that this does not preclude the Commissioner of the Financial Services Agency from personally exercising the authority:

一 法第十条第一項の規定による報告及び資料の提出の命令並びに質問及び立入検査
(i) to order the submission of reports and materials and to conduct questioning and on-site inspections under the provisions of Article 10, paragraph (1) of the Act;

二 法第十一条の規定による命令（業務の全部又は一部の停止の命令を除く。）
(ii) to issue an order under the provisions of Article 11 of the Act (excluding an order to suspend all or part of business);

三 法第十六条第二項及び第五十七条第二項の規定による質問及び立入検査
(iii) to conduct questioning and on-site inspections under the provisions of Article 16, paragraph (2) and Article 57, paragraph (2) of the Act; and

四 法（法に基づく命令を含む。）の規定による届出の受理
(iv) to accept notification under the provisions of the Act (including orders based on the Act).

2 前項第一号から第三号までに掲げる権限で信託会社の本店等以外の支店その他の営業所又は事務所（以下この条において「支店等」という。）に関するものについては、同項に規定する財務局長のほか、当該支店等の所在地を管轄する財務局長も行うことができる。

(2) The authority to perform the functions set forth in items (i) through (iii) of the preceding paragraph regarding a trust company's branch office or any other business office or office other than its head office, etc. (hereinafter referred to as a "branch office, etc." in this Article) may also be exercised by the Director-General of the Local Finance Bureau who has jurisdiction over the location of the branch office, etc., in addition to the Director-General of the Local Finance Bureau prescribed in that paragraph.

3 前項の規定により、支店等に対して報告若しくは資料の提出の命令又は質問若しくは立入検査（以下この項において「検査等」という。）を行った財務局長は、当該検査等の結果、当該信託会社の本店等又は当該支店等以外の支店等に対して検査等の必要を認めるときは、本店等又は当該支店等以外の支店等に対し、検査等を行うことができる。

(3) If the Director-General of a Local Finance Bureau who has ordered a branch office, etc. to submit reports or materials or has conducted questioning or an

on-site inspection at a branch office, etc. pursuant to the provisions of the preceding paragraph (hereinafter referred to as an "inspection, etc." in this paragraph) finds, as a result of the inspection, etc., that it is necessary to conduct an inspection, etc. at the head office, etc. of the trust company, etc. or at another branch office, etc., the Director-General may conduct an inspection, etc. at the head office, etc. or the other branch office, etc.