



Professional Eligibility

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Professional Eligibility

1.1 Professional Client Classification

A Professional Client is defined in the FSRA's COBS Rulebook as a Person or Undertaking which can be classified under one of the following categories:

Deemed Professional Clients

This category of professional Clients can include:

- A supranational organisation whose members are either countries, central banks or national monetary authorities;
- A properly constituted government, government agency, central bank or other national monetary authority of any country or jurisdiction;
- A public authority or state investment body;
- An Authorised Market Institution, regulated exchange or regulated clearing house;
- An Authorised Person, a Regulated Financial Institution or the management company of a regulated pension fund;
- A Collective Investment Fund or a regulated pension fund;
- A "Large Undertaking" meeting at least two of the following conditions:
 - a balance sheet total of at least \$20 million
 - a net annual turnover of at least \$40 million
 - own funds or called up capital of at least \$2 million;
- A Body Corporate whose shares are listed or admitted to trading on any regulated exchange of an IOSCO member country;
- A trustee of a trust which has, or had during the previous 12 months, assets of at least \$10 million; or
- A holder of a licence under the Single-Family Office Regulations

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Assessed Professional Client

This classification of Professional Clients is based on their net assets and expertise. Individuals may be “assessed” professional Clients if they meet two requirements:

- (i) The individual has net assets of at least \$ 1,000,000, excluding:
 - a. The person’s primary residence or any loan secured on it;
 - b. Any rights of that person under a qualifying Contract of Insurance within the meaning of FSMR; or
 - c. Any benefits, in the form of pension or otherwise, which are payable upon termination of employment or death to the person or it’s dependents;
- (ii) Either:
 - a. the individual is, or has been, in the previous twelve months, or two years in the case of the Promotion of a Passported Fund, an Employee in a relevant professional position of an Authorised Firm or a Regulated Financial Institution; or
 - b. Appears to have sufficient experience and understanding of relevant financial markets, products or transactions and any associated risks; and
- (iii) The individual has not opted to be classified as a Retail Client.

Certain individuals may also be classified as “Assessed” Professional Clients on look-through basis i.e., where one individual’s professional status is permitted to be attributed to another person. These can be:

- Any legal structure or vehicle which is set up solely for the purpose of facilitating the management of an investment portfolio of an individual who meets the conditions mentioned above for ‘assessed’ professional Client;
- A joint account holder with an individual who meets the conditions mentioned above for ‘assessed’ professional Client. The joint account holder in this case will have confirm in writing that the primary account holder is authorised to make investment decisions relating to the account.

“Assessed” Professional Clients can also include undertakings that meet the following requirements:

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- (i) Either:
 - a. The Undertaking has its own funds or a called-up share capital of at least \$ 1,000,000;
 - b. Appears, on reasonable grounds, to have sufficient experience and understanding of relevant financial markets, products or transactions and any associated risks; and
 - c. Has not opted to be classified as a Retail Client; or
- (ii) Meets any of the criteria for a “deemed” professional Client.

Where an Undertaking has a Controller, Holding Company, Subsidiary or joint venture partner, who meets the Professional Client criteria (“deemed” or “assessed”), the Undertaking itself can be classified as a Professional Client.

Sufficient Experience and Understanding of Relevant Markets:

Experience and understanding of relevant financial markets analysis undertaken by the Firm shall include, where applicable, consideration of the following matters:

- (a) The Person’s knowledge and understanding of the relevant financial markets, types of financial products or arrangements and the risks involved either generally or in relation to the proposed Transaction;
- (b) The length of time the Person has participated in relevant financial markets, the frequency of dealings and the extent to which the Person has relied on financial advice from financial institutions;
- (c) The size and nature of transactions that have been undertaken by or on behalf of the Person in relevant financial markets;
- (d) The Person’s relevant qualifications relating to financial markets;
- (e) The composition and size of the Person’s existing financial investment portfolio;
- (f) In the case of credit or insurance transactions, relevant experience in relation to similar transactions to be able to understand the risks associated with such transactions; and
- (g) Any other matters which the Authorised Person considers relevant.

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It should also be noted that where the analysis is being carried out in respect of an Undertaking, the analysis shall be applied to those individuals who are authorised to conduct transactions on behalf of the Undertaking.

Note:

As per FSRA COB Module, "family members" shall be determined in accordance with Article 3 of the Companies Regulations.

1.2 Market Counterparty

The Firm may treat a Professional Client as a Market Counterparty provided that the firm:

- Is a "deemed" Professional Client;
- The Client has given prior written notification of the classification as a Market Counterparty and has not requested to be classified otherwise within the period of notice.

The notification referred to above may be given in respect of all services or in respect of each individual Transaction. This notification need only be given to one of the following:

- (a) A Fund or its Manager; or
- (b) A pension fund or its management company.