

**Appendix 8**

In this Appendix underlining indicates new text and striking through indicates deleted text.

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# The DFSA Rulebook

## Glossary Module

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## 2 GLOSSARY

### A

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Defined Term	Definition
<u>Advice</u>	<u>Advice of the type specified in GEN section 2.11</u>
<u>Advising</u>	<u>Advising on Financial Products or Credit.</u>
Advisor	In relation to a Fund, a Person who is retained by the Fund, its <u>Eligible</u> Custodian, <u>a</u> Person providing oversight or its Operator under a commercial arrangement which is not a contract of service:

## B

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Defined Term	Definition
Bank	An Authorised Firm which holds a Licence authorising it to carry on either or both of the Financial Service of Accepting Deposits or Providing Credit.
<del>Banking Business</del>	<del>The business of Accepting Deposits or Providing Credit.</del>

## C

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Defined Term	Definition
Client	Has the meaning given in COB chapter 3.  <u>A Retail Client, Professional Client or Market Counterparty as defined in COB chapter 2.</u>
<u>Client Agreement</u>	<u>An agreement between an Authorised Firm and a Client that is in accordance with the requirements of COB section 3.3</u>
Client Investments	Has the meaning given in COB section 9.4. <u>6.13</u>
Client Money	Has the meaning given in COB section 9.3. <u>6.12</u>
Collective Investment Fund	An arrangement which amounts to a Fund under Article 15 of the Collective Investment Law 2006 and which is not excluded under the Rules made under Article 16 set out under <del>CIR 4</del> <u>CIR section 2.3.</u>  [Amended][VER08/04-06] [Amended][VER16/10-07][RM50/07]
Commercial Customer	<del>In relation to an Insurer or an Insurance Intermediary, a customer who is:</del>  <del>(a) — an Undertaking; or</del>  <del>(b) — a natural person carrying on a trade or business, with or without a view to profit.</del>
<u>Complaint</u>	<u>Any oral or written expression of dissatisfaction from a Client to an Authorised Firm in connection with the provision of, or failure to provide, a Financial Service to the Client.</u>
Customer Complaint	<del>Any significant expression of dissatisfaction sent from a customer to the Authorised Firm relating to a Financial Service.</del>

## D

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Defined Term	Definition
<u>Delegation Arrangement Agreement</u>	<p>An agreement in writing <u>entered into by an Operator or Trustee with a Service Provider in relation to delegated activities</u>, which fulfils the criteria in CIR App 1.</p> <p>[Added][VER8/04-06]</p>
<u>Discretionary Portfolio Management Agreement</u>	<p><u>An agreement under which an Authorised Firm agrees with a Client to manage an investment portfolio for that particular Client in accordance with pre-agreed investment parameters in that agreement and where:</u></p> <p>(a) <u>the Client's approval of any specific Transaction is not required before undertaking the Transaction; and</u></p> <p>(b) <u>the assets of the Client are discretely held for that Client and no pooling of those assets occur with the assets of any other Person, except purely for transactional purposes.</u></p>

## E

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Defined Term	Definition
Eligible Custodian	A Person meeting prescribed criteria under CIR Rule 6.3.2. <del>[Added][VER8-04-06] [Amended][VER9/08-06]</del>
<u>Eligible Custodian</u>	<p><u>An Eligible Custodian is a Person who is a separate legal entity from the Operator and, in the case of an Investment Trust, both the Operator and the Trustee, and is:</u></p> <p><u>(1) an Authorised Firm whose Licence authorises it to Provide Custody Services;</u></p> <p><u>(2) an Authorised Firm which is a Bank;</u></p> <p><u>(3) an Authorised Market Institution;</u></p> <p><u>(4) an Undertaking:</u></p> <p><u>(a) that is authorised and supervised by a Financial Services Regulator in a Recognised Jurisdiction for providing custody services in respect of a Fund and is subject to a minimum capital requirement of \$4 million or its equivalent in any other currency at the relevant time and has had surplus revenue over expenditure for the last two financial years;</u></p> <p><u>(b) where it, or its holding company, in respect of its financial strength is:</u></p> <p><u>(i) rated or graded as at least “investment grade” by Moody’s, Fitch or Standard &amp; Poor’s or such other international rating agency as may be recognised by the DFSA; and</u></p> <p><u>(ii) is authorised and supervised by a Financial Services Regulator in another jurisdiction which is a Zone 1 country; or</u></p> <p><u>(c) where it is authorised or recognised by a Financial Services Regulator to operate as an exchange or a clearing house in a Recognised Jurisdiction; or</u></p>

Defined Term	Definition
	<p><u>(5) an Undertaking that is and remains:</u></p> <p><u>(a) controlled and wholly owned by one or more of the national governments of the six member states of the Gulf Cooperation Council;</u></p> <p><u>(b) authorised and supervised by a Financial Services Regulator or Central Bank of at least one of the said national governments; and</u></p> <p><u>(c) rated or graded as at least “investment grade” by Moody’s, Fitch or Standard &amp; Poor’s or such other international rating agency as may be recognised by the DFSA.</u></p>
Eligible Person	<p><del>In relation to the delegation of an activity by an Operator an Eligible Person is a Person meeting the criteria prescribed under CIR Rule 7.3.1(4) and in relation to the delegation of an activity by the Trustee of an Investment Trust an Eligible Person is a Person meeting the criteria prescribed under CIR Rule 7.3.3(4).</del></p> <p><del>[Amended][VER9/08-06]</del></p>
<u>Execution – Only Transaction</u>	<p><u>A Transaction executed by an Authorised Firm upon the specific instructions of a Client where the Authorised Firm does not give advice of the kind prescribed under GEN Rule 2.11.1 in relation to the Transaction and where, in the case only of Units, the Authorised Firm has not Offered those particular Units to that Person.</u></p>

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Defined Term	Definition
Feeder Fund	A Fund which is dedicated to investing in the Units of another Fund (the <del>m</del> Master Fund) or in the <del>Shares</del> <u>Units or Debentures</u> of a single eligible investment trust <u>Master Fund</u> , specified in CIR Rule 13.3.4.  [Added][VER8/04-06]
<u>Fund of Funds</u>	<u>A Fund which invests in two or more other Funds and which meets the requirements of CIR section 13.2.</u>



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Defined Term	Definition
Insurance Monies	Has the meaning given in COB Rule 14.2.1 <u>7.12.2.</u>
Investment Business	<p>The business of:</p> <ul style="list-style-type: none"> <li>(a) Dealing in Investments as Principal;</li> <li>(b) Dealing in Investments as Agent;</li> <li>(c) Arranging Credit or Deals in Investments</li> <li>(d) Managing Assets;</li> <li>(e) Advising on Financial Products or Credit;</li> <li>(f) Operating a Collective Investment Fund;</li> <li>(g) Providing Custody;</li> <li>(h) Arranging Custody;</li> <li>(i) Managing a Profit Sharing Investment Account; <del>or</del></li> <li>(j) Operating an Alternative Trading System; <u>or</u></li> <li>(k) <u>Acting as the Trustee of a Fund.</u></li> </ul>
Investment Undertaking	<p>An Investment Company, Investment Partnership, <u>or Investment Trust</u> <del>and any other Undertaking or contractual arrangement other than a Protected Cell Company</del> which is used as the investment vehicle for a Fund.</p> <p>[Added][VER8/04-06]</p>

## M

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Defined Term	Definition
Market Counterparty	<p data-bbox="667 489 1198 520"><u>A Client specified under COB Rule 2.3.4.</u></p> <p data-bbox="667 590 870 621">A Client who is:</p> <ul style="list-style-type: none"> <li data-bbox="667 657 1398 856">(a) <del>an Undertaking, which has had, or any of whose Holding Companies or Subsidiaries has had, in the last two years, called up share capital or net assets of at least \$10 million. In the case of a limited liability partnership calculated without deducting loans owing to any of the partners;</del></li> <li data-bbox="667 892 1398 1056">(b) <del>a trustee of a trust or pension fund which has had in the last two years assets of at least \$10 million calculated by aggregating the value of the cash and investments forming part of the trust's or fund's assets, but before deducting its liabilities;</del></li> <li data-bbox="667 1092 1398 1192">(c) <del>a properly constituted government, government agency, central bank or other national monetary authority of any country or jurisdiction;</del></li> <li data-bbox="667 1228 1295 1260">(d) <del>a public authority or state investment body;</del></li> <li data-bbox="667 1295 1398 1396">(e) <del>a supranational organisation whose members are either countries, central banks or national monetary authorities;</del></li> <li data-bbox="667 1432 1398 1493">(f) <del>an Authorised Firm or Regulated Financial Institution;</del></li> <li data-bbox="667 1528 1398 1589">(g) <del>an Authorised Market Institution, regulated exchange or regulated clearing house;</del></li> <li data-bbox="667 1625 1398 1726">(h) <del>an Undertaking which is a Holding Company or Subsidiary of an Undertaking in (f) or (g) with that undertakings consent;</del></li> <li data-bbox="667 1761 1398 1862">(i) <del>a Body Corporate whose shares are listed or admitted to trading on any regulated exchange of an IOSCO member country; or</del></li> </ul>

Defined Term	Definition
	<del>(j) a Collective Investment Fund or Special Purpose Vehicle.</del>
Mark-up or Mark-down	<p>(1) When an Authorised Firm receives instructions from a Client and takes a principal position in the relevant Investment in order to complete a transaction, that is, when the Authorised Firm takes a principal position in the relevant Investment which it would not otherwise take, except to complete that transaction, difference, if any, between:</p> <ul style="list-style-type: none"> <li>(a) the price at which the Authorised Firm takes a principal position in the relevant Investment; and</li> <li>(b) the price at which the Authorised Firm Executes the transaction with its Client; or</li> </ul> <p>(2) When a an Authorised Firm Executes a transaction with its Client against its own book and owes a duty of best execution, the difference between:</p> <ul style="list-style-type: none"> <li>(a) the price at which best execution would be achieved; and</li> <li>(b) the price at which the Authorised Firm Executes the transaction with its Client.</li> </ul>
<u>Master Fund</u>	<u>A Fund into which a Feeder Fund invests all of its Fund Property.</u>

## O

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Defined Term	Definition
Offer	<p>(1) <u>In relation to Securities other than Units, an offer of Securities falling within Article 13 of the Markets Law 2004.</u></p> <p>(2) <u>In relation to Units, an offer of Units falling within Article 12 of the Collective Investment Law 2006.</u></p> <p>[Added][VER3/04-05]</p>
Operator	<p>The <del>person</del> <u>Person</u>, described under Article <del>17(3)</del> <u>12(3)</u> of the Collective Investment Law 2006, who is responsible for the management of the property held for or within a Fund and who otherwise operates the Fund and, in relation to a Domestic Fund, is authorised under a Licence granted by the DFSA to operate the Fund.</p> <p>[Added][VER8/04-06] [Amended][VER9/08-06]</p>
<u>Outsourcing Arrangement Agreement</u>	<p>An agreement in writing <u>entered into by an Operator or Trustee with a Service Provider in relation to outsourced functions</u>, which fulfils the criteria in CIR App 1.</p> <p>[Added][VER8/04-06]</p>

## P

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Defined Term	Definition
Permitted Third Party	In relation to a Fund, an <del>Authorised Firm to whom a function has been outsourced in accordance with CIR.</del> <del>[Added][VER8/04-06]</del>
PIB	The Prudential - Investment, Insurance Intermediation and Banking <del>Business</del> module of the Rulebook.
Private Fund	<u>A Fund which falls within the meaning given under Article 54 of the Collective Investment Law 2006 and satisfies the criteria prescribed in section 18.3 of CIR.</u> <del>Has the meaning given under Article 54 of the Collective Investment Law 2006.</del> <del>[Added][VER8/04-06]</del>
Private Placement	<u>An Offer made to a Person who is likely to be interested in the Offer having regard to:</u>  <u>(i) previous contact between the Person making the Offer and that Person;</u>  <u>(ii) a professional or other connection between the Person making the Offer and that Person; or</u>  <u>(iii) statements or actions by that Person that indicate that they are interested in Offers of that kind.</u>
Professional Client	<u>A Client specified under COB Rule 2.3.2, and includes a Market Counterparty.</u>
Profit Sharing Investment Account (PSIA)	An account, <u>or</u> portfolio <del>or fund</del> managed:  (a) in relation to property of any kind, including the currency of any country or territory, held for or within the account, <u>or</u> portfolio <del>or fund</del> ;  (b) in accordance with Shari'a and held out as such; and  (c) under the term of an agreement whereby:  (i) the investor agrees to share any profit with the manager of the account, <u>or</u> portfolio <del>or fund</del> in accordance with a predetermined specified percentage or ratio; and

Defined Term	Definition
	(ii) the investor agrees that he alone will bare any losses in the absence of negligence or breach of contract on the part of the manager.
Prospectus	<p><del>A document containing the information about a Security, by whatever name called and includes any supplementary documents.</del></p> <p><del>{Amended}{VER8/04-06}</del></p> <p><u>In relation to an Offer of Securities other than Units, a document containing the information prescribed under the Markets Law 2004 and the OSR Rules, and includes a Supplementary Prospectus.</u></p> <p><u>In relation to a Fund, a document containing the information prescribed under the Collective Investment Law 2006 and the CIR Rules, and includes a Short Form Prospectus and Supplementary Prospectus.</u></p>
<u>Providing Fund Administration</u>	<u>Has the meaning given in GEN section 2.24</u>
Public Fund	<p><del>Has the meaning given under Article 46 of the Collective Investment Law 2006.</del></p> <p><del>{Added}{VER8/04-06}</del></p> <p><u>A Fund which falls within the meaning given under Article 46 of the Collective Investment Law 2006 and meets the requirements for registration prescribed in chapter 14 of CIR.</u></p>

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Defined Term	Definition
Qualified Investor	<p>(1) In OSR, a Person specified in OSR Rule 3.3.2. [Added/VER3/04-05]</p> <p>(2) In CIR and COB, in relation to participation in a Fund and in relation to Transactions involving a Unit, a Person who meets the criteria to be a Client in COB Rule 3.2.2. [Amended/VER8/04-06] [Amended][VER9/08-06] [Amended][VER16/10-07][RM50/07]</p>

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<b>Defined Term</b>	<b>Definition</b>
<u>Retail Client</u>	A Client specified under COB Rule 2.3.5.
Retail Customer	Has the meaning given in COB Rule 3.2.2 [Amended][VER16/10-07][RM49/07]



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Defined Term	Definition
<u>Service Provider</u>	For the purpose of CIR, is a Person who is delegated an activity or outsourced a function by an Operator or Trustee under the terms of a Service Agreement, as described in chapter 7 of CIR.
<u>Short Form Prospectus</u>	In relation to a Private Fund a document containing the information prescribed under the Collective Investment Law 2006 and CIR Rules.
<u>Sub-Fund</u>	A separate pool of Fund Property within an Umbrella Fund.
Supplementary Prospectus	<p><del>An updated Prospectus produced in accordance with OSR section 5.6. [Amended][VER3/04-05]</del></p> <p><u>An updated or replacement Prospectus produced in accordance with Article 15 of the Markets Law 2004 or Article 42 of the Collective Investment Law 2006, as applicable.</u></p>

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Defined Term	Definition
Transaction	Any transaction undertaken by an Authorised Firm in the course of carrying on a Financial Service in or from the DIFC <del>except in COB sections 6.8, 6.9 and 6.10 where it has the meaning given under COB Rule 6.8.1(2).</del> [Amended][VER10/08-06]
Trust Service Provider	<del>Means an</del> <u>An</u> Authorised Firm <u>which is authorised under its</u> <del>whose</del> Licence <del>allows</del> it to carry on the activity of Providing Trust Services. [Added][VER7/01-06]
Trustee	The Person, described under Article 18 of the Investment Trust Law 2006 who is appointed under a Trust Deed as the trustee of an Investment Trust to hold the Fund's Property on trust for the Unitholders and to oversee the operation of the Fund and, in relation to a Domestic Fund, is authorised under a licence <u>its Licence</u> to act as the trustee of the Fund.  [Added][VER9/08-06] [Amended][VER16/10-07][RM50/07]

## U

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Defined Term	Definition
Umbrella Fund	<p>A Fund under which the contributions of the <del>participants</del> <u>Unitholders</u> in the Fund and the profits or income out of which payments are to be made to them are pooled separately <u>in a number of Sub-Funds</u> in relation to separate parts of the Fund Property.</p> <p>[Added][VER8/04-06]</p>
Unit	<p>A Unit or Share representing the rights or interests of a <del>participant</del> <u>Unitholder</u> in a Fund. [Amended][VER08/04-06]</p>
Unitholder	<p>In relation to a Fund, means any holder of a Unit in the Fund or of any right or interest in such a Unit, <del>otherwise known as a 'participant'</del> and whose name is entered on the Fund's register in relation to that Unit.</p> <p>[Added][VER08/04-06]</p>