

Directors' and Officers Supplementary Legal Expenses Proposal Form

QBE Insurance (Australia) Limited ABN 78 003 191 035 AFSL 239 545



You must read this notice before you complete the application form.

Notice Relating to the Operation of the Insurance

The information sought by and the answer provided to every question on this form are material to whether QBE Insurance (Australia) Limited will insure the Named Organisation stated herein and the terms upon which such insurance will be afforded.

Every question on this form must be answered in full. If in doubt, please consult your broker. If there is insufficient space on the form to provide the information requested, please attach addendum sheets as necessary.

Duty of disclosure

Before you enter into an insurance contract, you have a duty to tell us anything that you know, or could reasonably be expected to know, may affect our decision to insure you and on what terms.

You have this duty until we agree to insure you.

You have the same duty before you renew, extend, vary or reinstate an insurance contract.

You do not need to tell us anything that:

- reduces the risk we insure you for; or
- is common knowledge; or
- we know or should know as an insurer; or
- we waive your duty to tell us about.

If you do not tell us something

If you do not tell us anything you are required to, we may cancel your contract or reduce the amount we will pay you if you make a claim, or both.

If your failure to tell us is fraudulent, we may refuse to pay a claim and treat the contract as if it never existed.

Claims made

This Policy operates on a 'claims made and notified' basis. This means that the Policy covers you for claims made against you and notified to us during the period of insurance.

The Policy does not provide cover in relation to:

1. acts, errors or omissions actually or allegedly committed prior to the retroactive date of the Policy (if such a date is specified);
2. claims made after the expiry of the period of insurance even though the event giving rise to the claim may have occurred during the period of insurance;
3. claims notified or arising out of facts or circumstances notified (or which ought reasonably to have been notified) under any previous policy;
4. claims made, threatened or intimated against you prior to the commencement of the period of insurance;
5. facts or circumstances of which you first became aware prior to the period of insurance, and which you knew or ought reasonably to have known had the potential to give rise to a claim under this Policy; and
6. claims arising out of circumstances noted on the proposal form for the current period of insurance or on any previous proposal form.

Where you give notice in writing to us of any facts that might give rise to a claim against you as soon as reasonably practical after you become aware of those facts but before the expiry of the period of insurance, you may have rights under section 40(3) of the *Insurance Contracts Act 1984 (Cth)* to be indemnified in respect of any claim subsequently made against you arising from those facts notwithstanding that the claim is made after the expiry of the period of insurance. Any such rights arise under the legislation only. The terms of the Policy and the effect of the Policy is that you are not covered for claims made against you after the expiry of the period of insurance.

Privacy

We'll collect personal information when you deal with us, our agents, other companies in the QBE group or suppliers acting on our behalf. We use your personal information so we can do business with you, which includes issuing and administering our products and services and processing claims. Sometimes we might send your personal information overseas. The locations we send it to can vary but include the Philippines, India, Ireland, the UK, the US, China and countries within the European Union.

Our Privacy Policy describes in detail where and from whom we collect personal information, as well as where we store it and the full list of ways we could use it. To get a free copy of it please visit qbe.com.au/privacy or contact QBE Customer Care.

It's up to you to decide whether to give us your personal information, but without it we might not be able to do business with you, including not paying your claim.

Sensitive information

We have also asked you to provide us with sensitive information about yourself or others insured under this policy, which could include health information, criminal history or professional memberships. This information is required because it is relevant to our decision as to whether or not to issue the product wish to take out with us and the terms we may issue it to you on.

Terms and conditions

The Terms and Conditions of this Policy provide that, if a claim is made against you or any notice of an intention to make a claim against you is received or circumstances come to your attention which are likely to cause a claim to be made against you or which you should reasonably expect to cause a claim to be made against you during the term of the Policy, then you must immediately notify the Insurer thereof. This notification must be given during the term of the Policy for the Policy to apply.

The time of happening of the acts or circumstances which give rise to a claim or a possible claim is not of relevance provided they occur after the retroactive date stated on the Schedule of Insurance and the relevant Limit(s) of Liability is adequate. Your obligation under the Policy is to communicate to the Insurer during the term of the Policy a claim, notice of a possible claim or circumstances or act which comes to your attention and which may give rise to a claim or which you should reasonably expect may give rise to a claim as soon as is reasonably possible after such is made, received or has come to your attention.

Upon expiry of the Policy no further claims can be made thereunder.

This Notice applies to the Named Organisation and each and every Director, Officer and Employee seeking coverage.

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IMPORTANT: Please answer ALL questions fully. If there is insufficient space please provide details on your letterhead. Where provided, tick (✓) appropriate box to indicate answer.

A. General particulars

Named Organisation:

ABN

Registered office address

	State	
	Postcode	

B. Business details

Nature of organisation

Private Public Private etc Not for profit

Other Describe

Describe comprehensively the Nature of Business activities / operations (including all subsidiary companies / controlled entities). Joint ventures are not covered by the standard Policy and require completion of a separate proposal form. If insufficient space, please attach addendum sheets.

Date of incorporation(dd/mm/yyyy)

Date since the Named Organisation has continuously conducted business (dd/mm/yyyy)

In which countries does the Named Organisation have a registered office or assets?

Is any change to the Nature of Business intended or being considered? Yes No

If 'Yes', please supply details.

State details of the hereunder listed insurances which the Named Organisation currently purchases: (insert 'Nil' against insurances not currently purchased).

Liability Insurance	Insurer	Period of Insurance
Directors & Officers Liability		
General Public & Products Liability		
Professional Indemnity		
Employment Practices Liability		
Statutory Liability		
Other Liability Insurance (such as Trustees, Marine, Aviation, Environmental Pollution etc.)		

Has the Named Organisation or any Insured been prosecuted, or do any circumstances exist that may give rise to a prosecution proceeding, under any Workplace Health and Safety Act, any Environmental Protection Legislation, or any other similar Act or Legislation? Yes No

Has any claim been made or circumstance reported to the Directors & Officers Liability insurer? Yes No

If either answer above is 'Yes' please supply details.

Does the Named Organisation:

- have formal Quality Assurance Certification to ISO9000 series? Yes No
- have a formal documented WHS Procedures Manual which is distributed to all workers? Yes No
- formal written procedures regarding employment practices such as anti-discrimination, sexual harassment and termination? Yes No

On the last Workers Compensation renewal, was the Named Organisation or any Subsidiary or Controlled Entity rated at the industry standard gazetted rate or did any discount or loading to the industry standard gazetted rate apply?

Standard (%)	Discount (%)	Loading (%)

If you are uncertain how to correctly answer this question, please attach copy of your last Workers Compensation Insurance Notice(s).

State the Number of:

- Directors (Main Board)
- Executive Officers and Managers (any person who is concerned with or who participates in management of the Organisation, or who supervises or controls other workers)
- General Employees (including any person engaged by the Named Organisation under an Australian Workplace Agreement (AWA) or an Individual Contract of Employment or Contract of Service)

Full Time	Permanent Part Time	Casual

 - white collar
 - blue collar

Is any variation greater than 20% (up or down) expected to these numbers in the next 12 months? Yes No

If 'Yes', please supply details.

State the number of:

- Workers who are Independent Contractors or Subcontractors or Hired Labour, who perform work (such as, but not limited to, production, property and plant maintenance or repair) at the workplace(s) of the Named Organisation (including at the workplace(s) of any subsidiary company of controlled entity)
- As the actual number of Independent Contractor, Subcontractor, Hired Labour workers will vary continually, please declare an approximate average daily 'Full-time-equivalent' number of workers engaged at any one time across all workplace premises, locations and sites.
- Volunteer or Work Experience Workers

State the number of Directors, Executive Officers, Employees and other workers in each State and Territory.

NSW	VIC	QLD	SA	WA	TAS	NT	ACT	O/S

Extension of the Territorial / Jurisdictional Limits beyond the standard Australia and New Zealand requires completion of a separate specific 'Overseas Operations Addendum'.

Name each country and insert the total number of Directors, Officers and Employees permanently based in overseas countries (one total for all).

Does any Director or Executive Officer or Manager of the Named Organisation, after specific enquiry of all Employees, have knowledge or information of any incident or circumstance which may give rise to a claim under this proposed insurance? Yes No

If 'Yes', please supply details.

Note: If such knowledge or information exists, any claim or action arising therefrom is excluded from this proposed insurance.

C. Declaration and authorisation

I, the undersigned, being a Director / Executive Officer of the Named Organisation stated in General particulars,

HEREBY DECLARE THAT:

- I am authorised to complete this proposal form on behalf of the Named Organisation and all subsidiary companies / controlled entities thereof;
- All answers to the questions contained in this proposal form are, after enquiry, true and correct to the best of my knowledge and belief; and,
- I have read and understood the Notice on Page 1 of this proposal form; and,
- I understand that submission of this proposal form does not bind either QBE Insurance (Australia) Limited, or the Named Organisation stated in General particulars or any subsidiary company / controlled entity thereof, to enter into a binding contract of insurance.

Capacity

Signature

Date (dd/mm/yyyy)

Note: It is important that the Named Organisation and all subsidiaries / controlled entities thereof, and the authorised Director / Executive Officer signing the Declaration on their behalf, are fully aware of the scope of this insurance so that these questions can be answered correctly.

If in doubt, please consult your broker as non-disclosure may affect an Insured's and / or a Named Organisations's right of recovery under the insurance or lead to avoidance.

Other Documents to be Provided with this Proposal Form

- Copy of the complete audited Annual Report / Financial Statements of the Named Organisation for the most recent financial period.
- Copy of the Proposal Form for Directors & Officers Liability insurance.

Please return the completed application form to your financial services provider.

This Policy is underwritten by QBE Insurance (Australia) Limited ABN 78 003 191 035