

Management Liability Insurance proposal form



IMPORTANT INFORMATION

Please read this first

Important facts relating to this proposal form

You should read the following advice before proceeding to complete this proposal form.

1. Your 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.

2. Claims made and notified basis of cover

Some sections of this Management Liability Insurance Policy are issued on a 'claims made and notified' basis.

This means that these sections of the policy respond to:

- (a) claims first made against you during the policy period and notified to the insurer during the policy period, provided that you were not aware at any time prior to the policy inception of circumstances which would have put a reasonable person in your position on notice that a claim may be made against him/her; and;
- (b) written notification of facts pursuant to Section 40(3) of the Insurance Contracts Act 1984. The facts that you may decide to notify are those which might give rise to a claim against you. Such notification must be given as soon as reasonably practicable after you become aware of the facts and prior to the time at which the policy expires. If you give written notification of facts the policy will respond even though a claim arising from those facts is made against you after the policy has expired. For your information, S40(3) of the Insurance Contracts Act 1984 is set out below;

"S40(3) Where the insured gave notice in writing to the insurer of facts that might give rise to claim against the insured as soon as was reasonably practicable after the insured became aware of those facts but before the insurance cover provided by the contract expired, the insurer is not relieved of liability under the contract in respect of the claim when made by reason only that it was made after the expiration of the period of the insurance cover provided by the contract."

When the policy period expires, no new notification of claims or facts can be made on the expired policy even though the event giving rise to the claim against you may have occurred during the policy period. An exception to this is under the extended reporting period extension. If an extended reporting period is purchased as provided for in the extension, then some cover for new notification of claims or facts is available.

You will not be entitled to indemnity under your new policy in respect of any claim resulting from an act, error or omission occurring or committed or alleged to have occurred or been committed prior to the retroactive date, where one is specified in the policy terms which are offered to you.

3. Retroactive date

If a retroactive date applies to a section of this policy then it means that cover is excluded for any wrongful act occurring or committed prior to the retroactive date.

This policy also contains provisions that exclude cover for any wrongful act occurring or committed by a subsidiary and its directors, officers or employees prior to its acquisition or creation by the policyholder.

4. Preservation of rights of recovery

This policy contains a provision that has the effect of excluding or limiting the Insurer's liability in respect of a loss, if the insured releases, agrees not to sue on, waives or prejudices its rights of recovery, or enters into any arrangement or compromise or does any act whereby any rights or remedies to which the insurer would be subrogated are or may be prejudiced.

5. Subrogation waiver

This policy contains a provision that has the effect of excluding or limiting the Insurer's liability in respect of a liability incurred solely by reason of the Insured entering into a deed or agreement excluding, limiting or delaying the legal rights or of recovery against another.

6. Privacy statement

AAI Limited trading as Vero Insurance is the insurer and issuer of your commercial insurance product, and is a member of the Suncorp Group, which we'll refer to simply as "the Group".

Why do we collect personal information?

Personal information is information or an opinion about an identified individual or an individual who is reasonably identifiable. We collect personal information so that we can:

- ▼ identify you and conduct appropriate checks;
- ▼ understand your requirements and provide you with a product or service;
- ▼ set up, administer and manage our products and services and systems, including the management and administration of underwriting and claims;
- ▼ assess and investigate any claims you make under one or more of our products;
- ▼ manage, train and develop our employees and representatives;
- ▼ manage complaints and disputes, and report to dispute resolution bodies; and
- ▼ get a better understanding of you, your needs, your behaviours and how you interact with us, so we can engage in product and service research, development and business strategy including managing the delivery of our services and products via the ways we communicate with you.

What happens if you don't give us your personal information?

If we ask for your personal information and you don't give it to us, we may not be able to provide you with any, some, or all of the features of our products or services.

How we handle your personal information

We collect your personal information directly from you and, in some cases, from other people or organisations. We also provide your personal information to other related companies in the Group, and they may disclose or use your personal information for the purposes described in 'Why do we collect personal information?' in relation to products and services they may provide to you. They may also use your personal information to help them provide products and services to other customers, but they'll never disclose your personal information to another customer without your consent.

Under various laws we will be (or may be) authorised or required to collect your personal information. These laws include the Anti-Money Laundering and Counter-Terrorism Financing Act 2006, Personal Property Securities Act 2009, Corporations Act 2001, Autonomous Sanctions Act 2011, Income Tax Assessment Act 1997, Income Tax Assessment Act 1936, Income Tax Regulations 1936, Tax Administration Act 1953, Tax Administration Regulations 1976, A New Tax System (Goods and Services Tax) Act 1999 and the Australian Securities and Investments Commission Act 2001, as those laws are amended and includes any associated regulations.

We will use and disclose your personal information for the purposes we collected it as well as purposes that are related, where you would reasonably expect us to. We may disclose your personal information to and/or collect your personal information from:

- ▼ other companies within the Group and other trading divisions or departments within the same company (please see our Group Privacy Policy for a list of brands/companies);
- ▼ any of our Group joint ventures where authorised or required;
- ▼ customer, product, business or strategic research and development organisations;
- ▼ data warehouse, strategic learning organisations, data partners, analytic consultants;
- ▼ social media and other virtual communities and networks where people create, share or exchange information;
- ▼ publicly available sources of information;
- ▼ clubs, associations, member loyalty or rewards programs and other industry relevant organisations;
- ▼ a third party that we've contracted to provide financial services, financial products or administrative services – for example:
 - ▼ information technology providers,
 - ▼ administration or business management services, consultancy firms, auditors and business management consultants,
 - ▼ marketing agencies and other marketing service providers,
 - ▼ claims management service providers
 - ▼ print/mail/digital service providers, and
 - ▼ imaging and document management services;
- ▼ any intermediaries, including your agent, adviser, a broker, representative or person acting on your behalf, other Australian Financial Services Licensee or our authorised representatives, advisers and our agents;
- ▼ a third party claimant or witnesses in a claim;
- ▼ accounting or finance professionals and advisers;

- ▼ government, statutory or regulatory bodies and enforcement bodies;
- ▼ policy or product holders or others who are authorised or noted on the policy as having a legal interest, including where you are an insured person but not the policy or product holder;
- ▼ in the case of a relationship with a corporate partner such as a bank or a credit union, the corporate partner and any new incoming insurer;
- ▼ the Australian Financial Complaints Authority or any other external dispute resolution body;
- ▼ credit reporting agencies;
- ▼ other insurers, reinsurers, insurance investigators and claims or insurance reference services, loss assessors, financiers;
- ▼ legal and any other professional advisers or consultants;
- ▼ hospitals and, medical, health or wellbeing professionals;
- ▼ debt collection agencies;
- ▼ any other organisation or person, where you've asked them to provide your personal information to us or asked us to obtain personal information from them, eg your mother.

We'll use a variety of methods to collect your personal information from, and disclose your personal information to, these persons or organisations, including written forms, telephone calls and via electronic delivery. We may collect and disclose your personal information to these persons and organisations during the information life cycle, regularly, or on an ad hoc basis, depending on the purpose of collection.

Overseas disclosure

Sometimes, we need to provide your personal information to – or get personal information about you from – persons or organisations located overseas, for the same purposes as in 'Why do we collect personal information?'

The complete list of countries is contained in our Group Privacy Policy, which can be accessed at www.vero.com.au/privacy, or you can call us for a copy.

From time to time, we may need to disclose your personal information to, and collect your personal information from, other countries not on this list. Nevertheless, we will always disclose and collect your personal information in accordance with privacy laws.

How to access and correct your personal information or make a complaint

You have the right to access and correct your personal information held by us and you can find information about how to do this in the Suncorp Group Privacy Policy.

The Suncorp Group Privacy Policy also includes information about how you can complain about a breach of the Australian Privacy Principles and how we'll deal with such a complaint. You can get a copy of the Suncorp Group Privacy Policy.

Please use the contact details in **Contact Us**.

Contact us

For more information about our privacy practices including accessing or correcting your personal information, making a complaint, obtaining a list of overseas countries or giving us your marketing preferences you can:

- ▼ Visit www.vero.com.au/privacy.
- ▼ Speak to us directly by phoning us on: 1300 888 073 or
- ▼ Email us at privacyaccessrequests@vero.com.au

7. General Insurance Code of Practice

We support and adhere to the General Insurance Code of Practice. A copy of the Code can be obtained from the Insurance Council of Australia by:

- ▼ Telephone (02) 9253 5100 or 1300 728 228
- ▼ Website www.insurancecouncil.com.au

8. Our complaints handling procedures

We are committed to:

- ▼ listening to what you tell us;
- ▼ being accurate and honest in telling you about our products and services;
- ▼ communicating with you clearly; and
- ▼ resolving any complaints or concerns you have in a fair, transparent and timely manner.

If you have a complaint concerning this product or our services, please tell the people who provided your initial service or you can contact us by:

- ▼ Telephone: 1800 689 762
- ▼ Mail: Reply Paid 1453 Customer Relations Unit RE058, GPO Box 1453 Brisbane QLD 4001 or
- ▼ Email: customer.relations@suncorp.com.au

What we will do to resolve your complaint

When you first let us know about your complaint or concern, we will review your complaint, consider the facts and attempt to resolve your complaint by the end of the next working day.

If we cannot resolve your complaint to your satisfaction within 5 working days we will contact you to agree reasonable alternative time frames.

We will endeavour to send you our final decision within 15 working days from the date you first made your complaint provided we have all necessary information and have completed any investigations required. If you are still unsatisfied with the final outcome at your request we can refer your complaint to our Internal Dispute Resolution (IDR) team. Our IDR team will review your dispute, and respond to the dispute within 15 working days of your complaint being referred to them provided they receive all necessary information and have completed any investigation required.

What if you are not satisfied with our final IDR decision?

We expect our procedures will deal fairly and promptly with your complaint. However if You are not satisfied with our final decision there are external dispute remedies such as mediation, arbitration or legal action that you may pursue.

Guidelines to help you complete this proposal form

1. Failure to disclose all material information that is likely to influence the acceptance of the risk or the terms applied could invalidate the insurance. If you are in any doubt as to whether any information is material, it should be disclosed.
2. This form can be completed manually or electronically. If completing electronically, when you have completed this electronic proposal form, print it out and manually sign the declaration. Enter dates as dd-mmm-yyyy eg 04 Jan 2008.
3. Reference to "Insured" and "you" in this Proposal Form means:
 - ▼ the company and all subsidiary companies; and
 - ▼ the directors and officers of the company and all subsidiary companies.
4. Reference to "the USA" in this proposal form means the USA and its territories and protectorates.
5. If there is insufficient space to provide your answers, the additional space at the end of the proposal form can be used.

1. Details of company

(a) Name of company

ABN

Country of registration

(b) Name of subsidiary companies

Country of registration

(c) Website address

(d) Date company established

2. Business of the company and its subsidiary companies

Please state the nature of the business of the company and its subsidiary companies.

3. Type of organisation

What type of organisation is the company? (tick as applicable)

Public company listed or traded
on an exchange (e.g. ASX)

☐

Private company (Pty Ltd)

☐

Public company limited by guarantee

☐

Incorporated association

☐

Unincorporated association

☐

Other (please specify):

☐

4. Details of ultimate holding company

Is the company a subsidiary company of another company?

No ☐ Yes ☐ If Yes, please advise name of ultimate holding company, country of registration and website address

5. Financial details

Please state company's and its subsidiary companies' consolidated turnover and assets as follows:

Annual turnover

Forecast turnover

Total assets

6. Details of United States operations

(a) How many employees are employed by the company and its subsidiaries in the USA?

Total USA

Total California, Texas, Florida, or Illinois

(b) State the annual gross consolidated turnover from USA operations

(c) State the total asset value of USA operations

(d) Does the company or its subsidiaries have any manufacturing facilities in the USA?

No ☐

Yes ☐

7. Directors' and officers' details

(a) Has any former or current director or officer of the company or its subsidiary companies (current or past) ever been declared bankrupt?

No ☐

Yes ☐

If Yes, please provide details of the name of director/ officer and the date declared bankrupt.

(b) Has any former or current director or officer of the company or its subsidiary companies (current or past) ever been a director or officer of an organisation placed in receivership, liquidation or provisional liquidation?

No ☐

Yes ☐

If Yes, please provide details of: name of director/officer, name of organisation, date and details of receivership/liquidation.

8. Outside directorships

Do any of the directors, officers or employees of the company or its subsidiary companies hold or have they held (at the specific request of the company or its subsidiary companies) any outside directorships or positions of equivalent status in any outside entities?

No ☐ Yes ☐ If Yes, please provide the following details for each outside entity for which Outside Directorship cover is required and attach the latest annual report for each outside entity.

If the latest annual report is not provided please note that an insolvency exclusion will apply in respect of that outside entity.

Outside Entity	Country of registration	Details of any Directors and Officers Insurance provided by the Outside Entity		
		Limit	Insurer	Policy number
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

9. Trustees

Is any director, officer or employee of the company currently a trustee or Policy Committee member of a corporate superannuation fund (excluding any industry, master or self managed superannuation fund) established for the benefit of employees of the company?

No ☐

Yes ☐

10. Mergers, acquisitions, and capital raisings

(a) Has the company or its subsidiary companies undergone any corporate restructuring in the last 3 years? No ☐

Yes ☐

(b) Does the Insured have any plans to acquire, sell, dispose of or merge with another company or business in the next 12 months?

No ☐

Yes ☐

(c) Is the Insured aware of any proposals relating to the takeover of the company or its subsidiary companies by another company in the next 12 months?

No ☐

Yes ☐

If Yes to any of the above, please provide details.

11. Financial position

- (a) Have the company's and its subsidiary companies' financial statements been audited or reviewed by an external accountant in the last 12 months?

No ☐

Yes ☐

Please note that if the latest audited financial statements are not provided, then an insolvency exclusion will apply to the policy.

If Yes to the above, please complete the following:

Balance sheet info as at:

Current assets:

Current liabilities:

Intangible assets:

Non-current liabilities

Non-current assets:

Total loans and borrowings (Current and non-current)

- (b) To the best of the knowledge and belief of the company's and its subsidiary companies' directors and officers, will the company and any subsidiaries and/or controlled entities be able to pay its/their debts as they fall due over the next twelve months??

No ☐

Yes ☐

12. Employment practices liability

- (a) Please state the number of:

Full time personnel:

Part-time, casual, trainees, temporary, voluntary, seasonal or work experience personnel:

- (b) Are all employees engaged under a written employment contract?

No ☐

Yes ☐

- (c) If yes to the above, are all employment contracts re-issued or subject to a formal letter of variation whenever there are changes to their terms?

No ☐

Yes ☐

- (d) Does the company and its subsidiary companies have a formal written termination of employment policy?

No ☐

Yes ☐

- (e) Does the company and its subsidiary companies have a formal written equal opportunity policy?

No ☐

Yes ☐

- (f) Does the company and its subsidiary companies have a formal written harassment policy incorporating an anti-sexual harassment policy?

No ☐

Yes ☐

- (g) Does the Insured anticipate any redundancies, staff reductions or facility closures in the next 18 months?

No ☐

Yes ☐

13. Crime

Is any individual authorised to do any of the following by themselves:

- (a) issue a cheque or any other bank instruments or to authorise any payment in excess of \$5,000?

No ☐

Yes ☐

- (b) process a refund to customers or accept any return of goods in excess of \$5,000?

No ☐

Yes ☐

- (c) reconcile any bank account on which that individual is authorised to transact?

No ☐

Yes ☐

14. Tax Audit

- (a) Do the company and its subsidiaries require tax audit cover?

No ☐

Yes ☐

Tax audit covers fees incurred by the company in connection with an unforeseen audit of the company's and its subsidiary companies tax affairs by the ATO that are payable by the company to a tax adviser.

Please indicate cover required

\$25,000 ☐ \$50,000 ☐ \$100,000 ☐

(b) Have the company and its subsidiary companies complied with all their statutory tax obligations?

Yes ☐ No ☒ If No, please provide details.

(c) Have the company or its subsidiary companies in the last five years, been the subject of an audit, inquiry or investigation relating to tax obligations or record keeping?

No ☐ Yes ☒ If Yes, please provide details.

(d) Is there any reason to believe that the company or its subsidiary companies will be the subject of an audit, inquiry or investigation relating to tax obligations or record keeping?

No ☐ Yes ☒ If Yes, please provide details.

15. Statutory Liability

Do you require the Statutory Liability Extension?

The Statutory Liability Extension provides cover for the company and its subsidiary companies for fines/penalties payable for Statutory offences.

No ☐ Yes ☒ If Yes:

(a) indicate the sub-limit required:

\$50,000 ☐ \$100,000 ☐ \$250,000 ☐ \$500,000 ☐ \$1,000,000 ☐

(b) in the past five years have the company or its subsidiary companies had any fine or penalty or infringement notice (other than for traffic offences) imposed by any Federal, State, Territory or local government or other regulatory authority?

No ☐

Yes ☐

(c) in the past five years have there been any incidents or circumstances which could give rise to a fine or penalty (other than for traffic offences) being imposed on the company or its subsidiary companies by a Federal, State, Territory or local government or other regulatory authority?

No ☐

Yes ☐

If Yes to (b) or (c) please provide details

16. Claims History

For the purpose of answering this question, please note that reference to "company" includes all of its past and current subsidiaries.

(a) Has any claim or allegation ever been made or civil, criminal or regulatory proceedings brought against the company or any director, officer or employee (whether as directors, officers or employees of the company or any other company), in respect of the risks of the kind to which this proposal form relates?

No ☐

Yes ☐

(b) Has any director, officer or employee ever received a notice to attend an official investigation, examination, inquiry or other proceedings ordered or commissioned by an official body or institution, in respect of the risks of the kind to which this proposal form relates?

No ☐

Yes ☐

(c) During the last 5 years has the company suffered any loss as a result of any dishonest, fraudulent or criminal act of any employee or any third party (including theft of stock, goods, property or money) in respect of the risks of the kind to which this proposal form relates?

No ☐

Yes ☐

If you answered Yes to any of the above questions, please provide full details using a separate sheet.

17. Known circumstances

For the purpose of answering this question, please note that reference to “company” includes all of its past and current subsidiary companies.

After enquiry, are any of the directors or officers of the company aware of any act, omission, conduct, allegation, fact, event, circumstance or matter which might reasonably be expected to:

(a) give rise to a claim or lead to civil or criminal proceedings against the company or any director, officer or employee?

No☐

Yes☐

(b) result in the company or any director, officer or employee being required to attend an official investigation, examination, inquiry or other proceedings?

No☐

Yes☐

(c) give rise to a fine or penalty or infringement notice (other than for traffic offences) imposed by any Federal, State, Territory or local government or regulatory authority?

No☐

Yes☐

If you answered Yes to any of the above questions, please provide full details using a separate sheet.

It is agreed that if such facts, circumstances or situations exist, whether or not disclosed, any claim arising from them is excluded from this proposed coverage.

18. Current Insurance

(a) Does the Insured currently hold any Management Liability Insurance, or other insurance covering risks of the kind to which this proposal form relates?

No☐

Yes☐

If Yes, please provide details

Current insurer

Inception date

Expiry date

Limit

Excess

Premium

(b) Has any insurer, in respect of the risks to which this proposal form relates, ever (due to factors that related to the assessment of the particular risk):

(i) declined a proposal, refused renewal or terminated an insurance?

No☐

Yes☐

(ii) required an increased premium or imposed special conditions?

No☐

Yes☐

(iii) declined an insurance claim by the Insured or reduced its liability to pay an insurance claim in full (other than by application of an Excess)?

No☐

Yes☐

If Yes to (i), (ii) or (iii), please provide details

19. Limit of Liability

Please state Limit of Liability required

\$1,000,000

\$2,000,000

\$5,000,000

\$10,000,000

\$20,000,000

20. Stamp Duty

Please provide a breakdown in the number of employees by location as follows.

NSW	VIC	QLD	SA	WA	TAS	ACT	NT	Overseas

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Supporting and additional information

Please enclose the following documents in support of this Proposal Form:

- ▼ The company's and its subsidiary companies' latest full consolidated annual report and accounts. (If consolidated accounts are not available, enclose annual report and accounts for each company.)
- ▼ The latest full annual report and accounts of the company, its subsidiary companies and ultimate holding company (if applicable).

Declaration

I the undersigned declare that:

- (i) I am authorised by each of the Insured to sign this Proposal Form; and
- (ii) the above statements are correct, true and complete; and
- (iii) no information material to this Proposal Form has been withheld; and
- (iv) I have read and understood the notices which you have put before me and I understand the advice given in relation to the duty of disclosure; and
- (v) I have diligently made all necessary and detailed enquiries in order to comply with the duty of disclosure; and
- (vi) I understand that no insurance is in force until such time as the insurer has confirmed acceptance of the proposed insurance; and
- (vii) I undertake to inform the insurer of any material alteration to these facts occurring before completion of the contract of insurance; and
- (viii) I acknowledge that the Insurer relies on the information and representations in this Proposal Form and otherwise made by me in relation to this insurance; and
- (ix) Except where indicated to the contrary, I understand that any statement made in this Proposal Form will be treated by Vero Insurance as a statement made by all persons to be insured; and
- (x) I have read Vero Insurance's Privacy Statement on this Proposal Form, and consent to the use, disclosure and obtaining of personal information about the Proponents for the purposes shown in the Privacy Statement.

Signed	<input type="text"/>
Company	<input type="text"/>
Title	<input type="text"/>
Date	<input type="text" value="/ /"/>

If completing electronically, print out the completed form and attach a manual signature

NB: To be signed by one of the following: chief executive officer, chief financial officer, chief operating officer, chief legal officer, the chairman of the board of directors or any substantially equivalent position to any of these.

We recommend that you keep a record, including copies of letters and this Proposal Form, of all information supplied to us for the purpose of entering into this contract.

How to contact Vero Insurance

New South Wales/ACT

GPO Box 115
Sydney NSW 2001
Tel (02) 8121 1935
Fax (02) 8121 0700

Queensland

GPO Box 1453
Brisbane QLD 4001
Tel (07) 3135 2418
Fax (07) 3031 2049

Victoria/Tasmania

GPO Box 1509
Melbourne VIC 3001
Tel (03) 9245 8218
Fax (03) 9245 8112

South Australia/ Northern Territory

GPO Box 1619
Adelaide SA 5001
Tel (08) 8205 5207
Fax (08) 8205 5199

Western Australia

GPO Box B78
Perth WA 6838
Tel (08) 9320 3955
Fax (08) 9320 3992