



CORPORATE SHIELD

PRIVATE CORPORATION AND DIRECTORS' & OFFICERS' LIABILITY INSURANCE

HIGHLIGHTS SUMMARY

The policy is based on the principle of the 'duty to defend' with a clear language wording designed for ease of understanding and clarity of intent.

FEATURES

- o "Entity" coverage for corporation.
- o EPL: Employment Practices Liability coverage.
- o ODL: automatic extension for a director's liability as director on a non-profit entity
- o World-wide coverage.
- o Damages include Non-Monetary Relief.
- o Punitive Damages covered (Canada only).
- o Limited BI/ PD Exclusion.
- o "Failure to maintain insurance" Exclusion does allow coverage for Defense costs.
- o Exceptions provided to 'Insured vs. Insured' Exclusions:
 - Claims brought by trustee in bankruptcy;
 - Independent derivative action;
 - Claims by Director who has not served within four years prior to claim;
 - Claim by Director or Officer in the form of a cross-claim or third-party claim for contribution or indemnity.
- o Protection for statutory liabilities arising out of bankruptcy / insolvency.
- o Broad definition of D&O's – includes members of a Management Committee.
- o Spousal coverage extension.
- o Coverage for Employees as Co-defendants.
- o Definition of Claim broadened to include verbal as well as written demands.
- o 'Bi-lateral Discovery'.
- o Policy is non cancellable - except for non-payment of premium.
- o Severability of Application form, Exclusions, and Warranties.
- o 30-day Claim reporting window upon policy expiry.

COVERAGES

- o Insuring Agreement a): Personal coverage of individual Directors and Officers ("Side A").
- o Insuring Agreement b): Corporate coverage for indemnification for D&O's ("Side B").
- o Insuring Agreement c): Corporate (Entity) liability coverage.
- o Insuring Agreement d): Legal representation costs for "Prosecution" in Canada
- o Insuring Agreement e): Legal representation costs for "Inquiries" in Canada.
- o Employment Practices Liability.

AVAILABLE EXTENSIONS

- o Fiduciary Liability companion policy – with separate limits and annual aggregate.
- o Commercial ODL coverage.
- o Non-rescindable 'Side A' coverage.
- o Run-off coverage.