

**GEMINIA INSURANCE COMPANY LIMITED**

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# DIRECTORS & OFFICERS LIABILITY PROPOSAL FORM

**INSTRUCTIONS:**

- Please read carefully and fill out the entire document.
- All questions must be answered in full, in BLOCK letters in the applicants own handwriting or dictation.
- Submit a Certificate of Incorporation, KRA pin certificate with this application.

**Part 1. Proposer's Details**

1. Full name of the proposer: \_\_\_\_\_
2. KRA Pin No \_\_\_\_\_ (Please attach a copy of the certificate)
3. Certificate of Incorporation No: \_\_\_\_\_ (Please attach a copy of the certificate)
4. Postal Address: \_\_\_\_\_
5. Email Address: \_\_\_\_\_
6. i) Location of the premises: \_\_\_\_\_  
ii) Nature of business: \_\_\_\_\_
7. Contact person's mobile number \_\_\_\_\_
8. i) Period of Insurance From: \_\_\_\_\_ To: \_\_\_\_\_  
ii) Name of intermediary \_\_\_\_\_
9. The company has continuously paid cash dividends on its  
i) Ordinary share since (date) \_\_\_\_\_  
ii) Preference share since (date) \_\_\_\_\_
10. Are any of your branches based outside Kenya? Yes  No
11. Is the company private or public? Private  Public
12. During the last 12 months has;  
i) Any mergers and acquisitions taken place? Yes  No   
ii) Has any subsidiary company been sold or ceased trading? Yes  No   
iii) The capital structure of the parent company changed? Yes  No
13. The annual election date of the Directors of the company? \_\_\_\_\_
14. What is the compulsory retirement age, if any, of  
i) Directors of the company \_\_\_\_\_  
ii) Officers of the company \_\_\_\_\_

14. Subsidiary Companies

Name	Business of the Subsidiary	% of Ownership	Date Acquired

15. In the applicable category below, state details of the annual year-end figures of the past three (3) years of the company and subsidiary companies.

Show currency applicable: \_\_\_\_\_

		Year	Year	Year
Banks Industrial and	Total Deposit			
Commercial Companies	Gross Turnover			
Insurance Companies (includes brokers)	Gross Premium Written			
Utilities( e.g. water gas, electricity etc)	Gross Revenue			
Transportation Companies	Gross Revenue			

16. Shares - please advise

- a) Total number of ordinary shareholders \_\_\_\_\_
- b) Total number of ordinary shares \_\_\_\_\_
- c) Total number of ordinary shares owned by the Company's Directors \_\_\_\_\_
- d) Total number of ordinary shares owned by the Company's Officers \_\_\_\_\_

17. Are there any shareholders who own 10% or more of the issued shares? Yes  No

If yes, please share the details of the shareholders and the percentage owned:

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18. Please list the Personnel to be covered by the policy and their duties in the general areas of their responsibility. These would presumably be the Directors, Managers, and other officials authorized to sign and act on behalf of the Company with a note of their responsibility. e.g Head of the department

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19. State limit of indemnity required (any one claim/year)

Ksh \_\_\_\_\_

20. Within the scope of this proposed insurance.

a) Has any claim been made or is now pending against any person proposed for insurance in the capacity of either Director of the Company? Yes  No

If yes, please provide details \_\_\_\_\_

b) Has any officer or director of the company any knowledge or information of any negligent act, error or omission which might give rise to a claim against them? Yes  No

Note

It is agreed, if such knowledge or information exists, any claim or action subsequently arising therefrom shall be excluded from the proposed insurance.

21. Has the Company, its Directors and its officers ever been involved in or have any knowledge of any pending litigation? Yes  No

If Yes, please provide details \_\_\_\_\_

22. State the name and address of the bankers wherein the company maintains its principal bank account.

23. Has the company proposed to implement within the period of the proposed insurance:

a) an expansion program Yes  No

b) a takeover of another company Yes  No

c) an amalgamation of a financial association with another company or companies in addition to the normal trading expansion of the company as now constituted? Yes  No

24. Is this new cover additional to an existing "Errors and Omissions" policy or "Professional Indemnity" policy, or some other such policy? Yes  No

If this is the case, the new policy would have to be adapted so that it would be complementary to it. If there is an existing policy, please give full details

25. Please supply details of any other relevant information such as the system for checking and your controls and safeguards

26. a) Approximate number of employees \_\_\_\_\_

b) What percentage of employees have resigned, or been terminated (with or without cause) or retired within the last twelve months? \_\_\_\_\_

c) Has the company undergone in the past three years, or is it the company considering undergoing during the next two years, any employee retrenchments or early retirements including Yes  No

d) Does the company have a written human resource manual or equivalent written management guideline accessible to all employees? Yes  No

e) Does the proposer have a human resource department? Yes  No

If yes, how many employees are in the department \_\_\_\_\_

h) Please provide full details of all wrongful termination, discrimination and sexual harassment claims made against the company any of its directors, or officers during the last 3 years including the amount of any judgments, and settlements.

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i) Are all employment practices guidelines, policies and procedures reviewed by a lawyer with experience in employment law? Yes  No

j) During the past three years, has any employee been involved in any claim, inquiry or the investigation, complaint, or administrative proceeding regarding an employment-related wrongful act? Yes  No

If yes, please provide details \_\_\_\_\_

27. Is the company:

a) Listed on any stock exchange? Yes  No

b) Traded in any way? Yes  No

If so, please specify \_\_\_\_\_

c) If the officer was in the United States of America was it subject to the United States Security Act 1933 and/or the Security Exchange Act of 1934 and/or amendments thereto? Yes  No

If so, please enclose a copy of the latest 20-F filing or similar made to the USA Regulatory Authorities.

d) Has the company, within the last 18 months:

i) Filed any registration statement for a public offerings? Yes  No

ii) Issued any shares (common or otherwise)? Yes  No

iii) Is any such offering or share issue contemplated in the next 12 months Yes  No

If yes, please provide details \_\_\_\_\_

28. Please give the total gross assets of the company and its subsidiary companies in the United States of America.

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29. Please list any subsidiary company, which has its shares, traded on any Stock Exchange in the United States of

America together with the percentage of shares traded \_\_\_\_\_

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30. a) If Directors and Officers liability insurance has been carried during the past 3 years, please state

i) The name of the Insurers \_\_\_\_\_

ii) The period of the policy \_\_\_\_\_

iii) The Indemnity limit \_\_\_\_\_

b) As far as is known, have the proposers ever been refused this type of insurance or had similar insurance called? Yes  No

If so, please provide details \_\_\_\_\_

31. Declaration

The undersigned Chairman of the Board or Managing Director of the Company declares that to the best of his knowledge the statements set forth herein are true.

It is agreed that this form shall be the basis of the Contract should be a policy issued.

Signed \_\_\_\_\_  
(must be signed by the Chairman of the Board or Managing Director)

Position Chairman / Managing Director (Delete as applicable)

The Company \_\_\_\_\_

Date \_\_\_\_\_

Please Note

1. This proposal must be accompanied by the latest annual report and accounts of the company including:
  - a) a list of Directors by name and area of responsibility
  - b) a list of officers by name and area of responsibility
2. The insured shall accept a policy subject to excess, restriction, terms and conditions Geminia Insurance Company Limited may deem necessary.
3. The Insured undertakes to inform the insurer of any material alteration whereby the risk has increased and the insurer reserve the right to modify the terms of the policy,