

Directors' and Officers' Liability Insurance Policy

Location	NSW/ACT/VIC
Policy Type	Directors' and Officers' Liability Insurance Policy
Version	9.0
Issue Date	28 May 2024
National Regulatory Code	Performance Outcome 4 –Governance

1. Purpose

- 1.1 The Board of Argyle Community Housing Ltd (**Argyle Housing** or the **Company**) has established this Directors' & Officers' Liability Insurance Policy (**Policy**) for enacting Management Liability (D&O) insurance to protect the Company's directors' and officers' personal assets by providing an indemnity to them for losses arising from a claim as a result of a 'wrongful act' committed during the course of performing their duties as directors or officers.
- 1.2 Typically, a 'wrongful act' is defined to include:
- an actual or alleged breach of duty or trust; or
 - negligence, error, misstatement, misleading statement, omission, breach of warranty of authority; or
 - any other matter claimed against a director or officer while acting in their capacity
- 1.3 There are generally two separate components to D&O insurance. These are:
- a direct component, which provides indemnification to directors and officers in respect of claims made against them personally and the Company cannot, under its indemnification provisions, provide indemnity to the individual; and
 - a company reimbursement component which provides for the Company to seek reimbursement for those amounts which it is obliged (or in some cases) permitted, under its constitution, to indemnify its directors and officers.
- 1.4 This does not preclude protection for directors and officers for unintentional or wrongful acts or prevent legal costs incurred in defending legal proceedings where criminal conduct is alleged but not proven from being reimbursed.

2. Who Is Covered Under D&O Insurance?

- 2.1 D&O insurance normally covers a person who was or now is, or may become a director, secretary, executive officer or employee of a company, whether or not validly appointed or authorised to act in this position.
- 2.3 However, unless a D&O insurance policy is kept in place after a person has discontinued their role, a director or officer may not be indemnified for a claim that occurred while they held office.

- 2.4 In addition, sections 199B and 199C of the Corporations Act 2001 (Cth) (Corporations Act) prohibits Argyle from paying, or agreeing to pay, the premium for insurance of a director, officer or auditor against a liability (other than legal costs) arising out of:
- conduct involving a wilful breach of duty in relation to the company; or
 - a contravention of sections 182 or 183 of the Corporations Act (which relates to directors' misuse of position and misuse of information).
- 2.5 This does not preclude protection for directors and officers for unintentional or wrongful acts or prevent legal costs incurred in defending legal proceedings where criminal conduct is alleged but not proven from being reimbursed.

3. Argyle Housing D&O Insurance Policy

- 3.1 For Argyle Housing to renew its D&O insurance policy, it must supply to its insurer certain information about its directors and officers. The D&O Insurance Information Form will be sent out to all directors and officers on an annual basis to obtain this information.

4. Directors' Indemnities

- 4.1 Clause 30 of Argyle Housing's Constitution provides an indemnity to directors and officers.
- 4.2 Additional protection is provided to Argyle Housing's directors and officers through the Company's Deed of Indemnity, Access and Insurance (Deed) issued to each director and officer. This is designed to protect directors and officers in the circumstance where the indemnity provisions of our Constitution are changed or removed.
- 4.3 The insurance provision in the Deed requires Argyle Housing to maintain adequate Directors' & Officers' insurance protection for its directors and officers while they are directors and officers and for seven years after their resignation.

5. Key Disclosure requirements

- 5.1 The D&O insurance policy enacted by Argyle Housing, requires the Company to disclose the following information:
- disclosure required by policy;
 - when disclosure is required; and
 - the person responsible for disclosure.

6. Review of Policy

- 6.1 Unless the Argyle Housing Board determines otherwise, this Policy will be reviewed biennially.

7. Approved and Adopted

- 7.1 This Policy was approved and adopted by the Board on 28 May 2024.

VERSION CONTROL

Version No	Date	Revised By	Description	Board approved
2.0	2013	Company Secretary	Review	26 August 2014
3.0	June 2015	Company Secretary	Review	25 August 2015
4.0	July 2016	Company Secretary	Review	27 September 2016
5.0	August 2017	Company Secretary	Review	22 August 2017
6.0	May 2018	Company Secretary	Move to a biennial review	26 June 2018
7.0	May 2020	Company Secretary	Biennial review	24 June 2020
8.0	April 2022	Company Secretary	Biennial review	26 April 2022
9.0	May 2024	Company Secretary	Biennial review	28 May 2026