

How to Execute a General Agreement of Indemnity

Overview

Indemnity Agreements are an integral aspect of the surety business. Often times, it is hard to determine who should sign the Agreement, and where on the Agreement they should sign. The following pages contain a sample General Agreement of Indemnity with individual (i.e., personal) and entity (i.e., corporate, LLC, partnership, trust) signature sections, as well as a list of frequently asked questions. Below you will find a checklist for executing a complete General Agreement of Indemnity.

Upon completion of a General Agreement of Indemnity, please be sure to:

- Have at least two signatures for each entity Indemnitor (other than a sole officer corporation, single member LLC, single trustee trust, or sole proprietorship):
 - **Corporate Indemnitors** - If obtaining the indemnity of a corporation, the entity signature section should be signed by the Corporate Secretary and an authorized officer;
 - Typically, the President of the corporation signs the Agreement on behalf of the Indemnitor;
 - If there is a Corporate Secretary, he/she should also sign on behalf of the Indemnitor;
 - If there is no Corporate Secretary and/or if the corporation only has one officer, ask your local underwriter for a specially modified signature section to accommodate this situation.
 - **LLC Indemnitors** – If obtaining the indemnity of a limited liability company, the entity signature section should preferably be signed by all the members. You may add as many signature blocks as necessary to accomplish this. For example, if there are four members, you should set up two entity signature blocks with the same entity listed twice and two members signing under each block. Where obtaining the signatures of all the members is not practical, at least two members and/or managers of the LLC should sign. The operating agreement will need to be reviewed by your local underwriter to ensure that the persons signing have the authority to bind the LLC to the Agreement. If signed by two members, one should be a managing member. If the LLC only has one member, please contact your local underwriter for a special signature section to accommodate this situation.
 - **Partnership Indemnitors** – If obtaining the indemnity of a partnership, the entity signature section should preferably be signed by all the partners. Again, you may add as many signature blocks as necessary to accomplish this. Where obtaining the signatures of all the partners is not practical, at least two partners, including a general partner, if any, should sign. The partnership agreement will need to be reviewed by your local underwriter to ensure that the persons signing have the authority to bind the partnership to the Agreement.
 - **Trust Indemnitors** – If obtaining the indemnity of a trust, all trustees should sign. The trust agreement will need to be reviewed by your local underwriter to ensure that the trustee or trustees have the authority to bind the Trust to the Agreement.
 - **Sole Proprietorship Indemnitors** – If obtaining the indemnity of a sole proprietorship, the entity signature section should be signed by the owner. Please contact your local underwriter for a special signature section to accommodate this situation.
- If obtaining the indemnity of an individual, make sure the individual signature section is signed by the individual Indemnitor.
- Make sure all signatures are notarized.

- Make sure all Indemnitors have provided either a Social Security Number or Federal Tax ID Number, and an address.
- Make sure all signatures are dated.
- For entity Indemnitors, make sure the type of entity has been circled and that the state of incorporation/formation has been provided.
- Send the original signed and notarized Agreement to your local underwriter for their review and record.

If you have additional questions on how to execute the General Agreement of Indemnity, please contact your local underwriter for further guidance.

Instructions: When executing a Travelers General Agreement of Indemnity, the signature sections must be completed as follows—REQUIRED fields are marked by numbered ovals, which are defined in the “Key” section.

To view the definition, follow the hyperlink, or place your mouse over the oval to view the screen tip.

General Agreement Of Indemnity

TRAVELERS CASUALTY AND SURETY COMPANY OF AMERICA
Hartford, Connecticut 06183

WE HAVE READ THIS INDEMNITY AGREEMENT CAREFULLY. THERE ARE NO SEPARATE AGREEMENTS OR UNDERSTANDINGS WHICH IN ANY WAY LESSEN OUR OBLIGATIONS AS ABOVE SET FORTH. IN TESTIMONY HEREOF, WE THE INDEMNITORS HAVE SET OUR HANDS AND FIXED OUR SEALS AS SET FORTH BELOW.

- IMPORTANT:**
1. PRINT OR TYPE NAMES UNDER EACH SIGNATURE.
 2. ALL PERSONAL INDEMNITORS MUST PROVIDE A RESIDENTIAL ADDRESS AND SOCIAL SECURITY NUMBER AND EACH SIGNATURE MUST BE NOTARIZED.
 3. ALL ENTITY INDEMNITORS MUST PROVIDE AN ADDRESS AND FEDERAL TAX IDENTIFICATION NUMBER, IF APPLICABLE, AND EACH SIGNATURE MUST BE NOTARIZED.

If Indemnitor an Individual, sign below:

Indemnitor – Individual (signature) _____ (1) Month/Day/Year _____ (3) Address _____ (4)

Indemnitor – Individual (print or type) _____ (2) SS# _____ (5)

ACKNOWLEDGEMENT

STATE OF _____ (6) County of _____ (7)

On this _____ (8) day of _____ (9), _____ (10), before me personally appeared _____ (11) of the address shown above, known or proven to me to be the person described in and who executed the foregoing instrument, and he/she acknowledged to me that he/she executed the same. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my OFFICIAL SEAL the day and year first above written.

Notary Public _____ (12)
(signature)

Notary Public _____ (13)
(print or type)

Notary Public residing at: _____ (14)

Commission expires: _____ (15)

If Indemnitor a Corporation, Limited Liability Company, Partnership, or Trust, sign below:

Instructions: All signatures must be notarized. If the entity is: 1) a corporation, the secretary and an authorized officer should sign on behalf of the corporation; 2) a limited liability company, the manager(s) or member(s) should sign on behalf of the LLC; 3) a partnership, the partner(s) should sign on behalf of the partnership; or 4) a trust, all trustees should sign. Two signatures are required for all entities except where otherwise instructed by Company.

Each of the undersigned hereby affirms to Company as follows: I am a duly authorized official of the business entity Indemnitor on whose behalf I am executing this Agreement. In such capacity I am familiar with all of the documents which set forth and establish the rights which govern the affairs, power and authority of such business entity including, to the extent applicable, the certificate or articles of incorporation, bylaws, corporate resolutions, and/or partnership, operating or limited liability agreements of such business entity. Having reviewed all such applicable documents and instruments and such other facts as deemed appropriate, I hereby affirm that such entity has the power and authority to enter into this Agreement and that the individuals executing this Agreement on behalf of such entity are duly authorized to do so.

<p style="text-align: center;">(16)</p> <hr/> <p>Indemnitor – Corporation, Limited Liability Company, Partnership, or Trust (circle one)</p>	<p style="text-align: center;">(17)</p> <hr/> <p>(Federal Tax ID)</p>	<p style="text-align: center;">(18)</p> <hr/> <p>Month/Day/Year</p>
<p>By _____ (Seal)</p> <p style="text-align: center;">(19)</p> <p style="text-align: center;">(Signature of Authorized Official)</p>	<p>By _____ (Seal)</p> <p style="text-align: center;">(21)</p> <p style="text-align: center;">(Signature of Authorized Official)</p>	
<p>_____</p> <p style="text-align: center;">(20)</p> <p style="text-align: center;">(Print or Type Name and Title)</p>	<p>_____</p> <p style="text-align: center;">(22)</p> <p style="text-align: center;">(Print or Type Name and Title)</p>	
<p>_____</p> <p style="text-align: center;">(23)</p> <p style="text-align: center;">(Address)</p>	<p>_____</p> <p style="text-align: center;">(24)</p> <p style="text-align: center;">(State of Incorporation / Formation)</p>	

ACKNOWLEDGEMENT

STATE OF (25) _____ County of (26) _____

On this (27) day of (28) (29), before me personally appeared (30), known or proven to me to be the (31) of the entity executing the foregoing instrument ("Entity"), and (32), known or proven to me to be the (33) of the Entity, and they acknowledged said instrument to be the free and voluntary act and deed of Entity for the uses and purposes therein mentioned and on oath stated that the seal affixed is the seal of Entity and that it was affixed and that they executed said instrument by authority of Entity. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my OFFICIAL SEAL the day and year first above written.

(34)

Notary Public (signature)

(35)

Notary Public (print or type)

Notary Public residing at: (36)

Commission expires: (37)

Key

Individual Section

1. *Indemnitor signature.*
2. *Indemnitor name.* Print or type the Indemnitor's name on this line, below the Indemnitor's signature.
3. *Date of Indemnitor signature.*
4. *Address of Indemnitor.*
5. *Indemnitor Social Security Number.* Print or type the Indemnitor's Social Security Number on this line.
6. *State.* Print or type the state in which the document is notarized.
7. *County.* Print or type the county in which the document is notarized.
8. *Day of notarization.*
9. *Month of notarization.*
10. *Year of notarization.*
11. *Indemnitor name.* Print or type the Indemnitor's name on this line.
12. *Signature of Notary.*
13. *Name of Notary.* Print or type the name of the notary on this line, below the Notary's signature.
14. *Location of Notary.*
15. *Notary commission expiration date.*

Entity Section

16. *Indemnitor type.* Circle one of the following options: Corporation, Limited Liability Company, Partnership, or Trust.
17. *Tax ID Number.* The tax identification number of the company must appear on this line.
18. *Date of Indemnitor signature.*
19. *Signature of Authorized Official.*
20. *Name and Title of Authorized Official.* Print or type the name and title of the authorized official below his/her signature.
21. *Signature of Authorized Official.*
22. *Name and Title of Authorized Official.* Print or type the name and title of the authorized official below his/her signature.
23. *Address of Indemnitor.*
24. *State of Incorporation / Formation.*
25. *State.* Print or type the state in which the document is notarized.
26. *County.* Print or type the county in which the document is notarized.
27. *Day of notarization.*
28. *Month of notarization.*
29. *Year of notarization.*
30. *Name of Authorized Official.* Print or type the name of one of the two signatories on this line.
31. *Title of Authorized Official.* Print or type the title of the signatory on this line.

32. *Name of Authorized Official.* Print or type the name of the other signatory on this line.
33. *Title of Authorized Official.* Print or type the title of the other signatory on this line.
34. *Signature of Notary.*
35. *Name of Notary.* Print or type the name of the Notary on this line, below the Notary's signature.
36. *Location of Notary.*
37. *Notary commission expiration date.*

Frequently Asked Questions

1. Who must sign on behalf of entity Indemnitors?

The **type** of entity determines who must sign the Agreement. In lieu of requiring separate corporate resolutions, Travelers requires at least **two signatures** for any entity (other than a sole officer corporation, single member LLC, single trustee trust, or sole proprietorship) signing the Agreement, with each of the two signatories attesting to the authority of both himself/herself and the other signatory. The appropriate signatories for each type of entity are as follows:

- **Corporation** – The Corporate Secretary and another officer of the corporation who has the power and authority to sign on behalf of the corporation, preferably the President. If no Corporate Secretary exists and/or if the corporation has only one officer, please contact your local underwriter for a special signature section to accommodate this situation.
- **LLC** – Preferably, all the members of the LLC. Where this is not practical, two members and/or managers of the LLC who have the power and authority to sign on behalf of the LLC. If two members are signing, one should be the managing member.
- **Partnership** – Preferably, all the partners of the partnership. Where this is not practical, two partners of the partnership who have the power and authority to sign on behalf of the partnership. Where the partnership consists of both general partners and limited partners, at least one of the partners signing should be a general partner.
- **Trust** – All the trustees of the trust.
- **Sole Proprietorship** – The owner of the sole proprietorship. Please contact your local underwriter for a special signature section to accommodate this situation.

2. What goes in the Month/Day/Year field of the signature section?

As indicated in the foregoing Key, this field should be filled in with the date the Indemnitor executes the Agreement, not the Indemnitor's date of birth as some may have assumed. There is no need to indicate the birth date of an Indemnitor on the Agreement.

3. When should the Agreement be dated?

The Agreement should be dated when it is being executed.

4. Do all signatures need to be notarized?

Yes. All signatures (whether in the individual or entity signature sections) need to be notarized.

5. Are corporate resolutions required if multiple companies are indemnifying?

No. Separate corporate resolutions are not necessary because the corporate and cross resolution language is built into the Agreement.

6. What if there are additional individual Indemnitors?

Copy and paste the individual Indemnitor signature section of the Agreement to create as many signature blocks as are needed.

7. What if there are additional entity Indemnitors?

Copy and paste the entity Indemnitor signature section of the Agreement to create as many signature blocks as are needed.

8. Does the entity's seal need to be included in the entity signature section of the Agreement?

If the entity has its own seal, it would be beneficial to add the seal to the entity signature section of the Agreement.