

## How to Execute a General Contract 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 Contract of Indemnity with individual (i.e., personal) and entity (i.e., corporate, LLC, partnership) signature sections, as well as a list of frequently asked questions. Below you will find a checklist for executing a complete General Contract of Indemnity.

Upon completion of an Indemnity Agreement, please be sure to:

- Have two signatures for each entity Indemnitor (other than a sole proprietorship) and two signatures for each individual Indemnitor:
  - **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, another corporate officer must sign;
  - **LLC Indemnitors** – If obtaining the indemnity of a limited liability company, the entity signature section should be signed by two members and/or managers of the LLC. 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.
  - **Partnership Indemnitors** – If obtaining the indemnity of a partnership, the entity signature section should be signed by two partners, including a general partner, if any. 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.
  - **Sole Proprietorship Indemnitors** – If obtaining the indemnity of a sole proprietorship, the entity signature section should be signed by the owner;
  - **Individual Indemnitors** – If obtaining the indemnity of an individual, the individual signature section should be signed by the individual Indemnitor first, followed by the witness.
- Make sure all entity Indemnitor signatures are notarized.
- Make sure all Indemnitors have provided either a Social Security Number or Federal Tax ID Number.
- Make sure all signatures are dated.
- 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 an General Contract of Indemnity, please contact your local underwriter for further guidance.*

Instructions: When executing a Travelers General Contract 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.

### If Indemnitor an Individual, sign below:

Instructions: Signatures of individual Indemnitors must be witnessed. Indemnitors must include their Social Security Number. All signatures must be dated with names printed or typed on the line provided.

1 (Witness Signature) 2 (Date)  
Print or Type Name: 3

4 (Indemnitor Signature) 5 (Date)  
Print or Type Name: 6  
SS#: 7

8 (Witness Signature) 9 (Date)  
Print or Type Name: 10

11 (Indemnitor Signature) 12 (Date)  
Print or Type Name: 13  
SS#: 14

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

Instructions: 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, or 3) a partnership the partner(s) should sign on behalf of the partnership. Two signatures are required for all entities and all signatures must be notarized and dated. Please provide the entity’s federal tax identification number on the line provided.

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.

15 (Indemnitor Name)  
16 (Federal Tax ID)

17 (First Signature) (Seal)  
18 (Print or Type Name and Title) 19 (Date)  
20 (Second Signature) (Seal)  
21 (Print or Type Name and Title) 22 (Date)

ACKNOWLEDGEMENT  
STATE OF 23 County of 24

On this 25 day of 26, 27, before me personally appeared 28, known or proven to me to be the 29 of the entity executing the foregoing instrument (“Entity”) and 30, known or proven to me to be the 31 of the Entity,

and they acknowledged said instrument to be the free and voluntary act and deed of said Entity, for the uses and purposes therein mentioned and on oath stated that the seal affixed is the seal of said Entity and that it was affixed and that they executed said instrument by authority of the Entity. IN WITNESS WHEREOF, I have hereunto set my hand and affixed my OFFICIAL SEAL the day and year first above written.

32  
Notary Public residing at 33  
(Commission expires 34)

# Key

1. *Witness signature.* A witness's signature is required for all individual Indemnitor signatures. A witness is a disinterested third party.
2. *Date of witness signature.*
3. *Witness name.* Print/type the witness's name on this line, below the witness's signature.
4. *Indemnitor signature.*
5. *Date of Indemnitor signature.*
6. *Indemnitor name.* Print/type the first individual Indemnitor's name on this line, below the first Indemnitor's signature.
7. *Indemnitor Social Security Number.* Print/type the first individual Indemnitor's Social Security Number on this line.
8. *Witness signature.* A witness's signature is required for all individual Indemnitor signatures. A witness is a disinterested third party.
9. *Date of witness signature.*
10. *Witness name.* Print or type the witness's name on this line, below the witness' signature.
11. *Indemnitor signature.*
12. *Date of Indemnitor signature.*
13. *Indemnitor name.* Print/type the second individual Indemnitor's name on this line, below the second Indemnitor's signature.
14. *Indemnitor Social Security Number.* Print/type the second individual Indemnitor's Social Security Number on this line.
15. *Indemnitor name.* The full legal name of the entity must appear on this line.
16. *Tax ID number.* The tax identification number of the entity must appear on this line.
17. *First signature.* For corporations, it should usually be the signature of the President.
18. *Signatory #1 name.* Print/type the name and title of signatory #1 on this line (title is usually "President").
19. *Date of first signature.*
20. *Second signature.* For corporations, it should be the signature of the Corporate Secretary, if one exists.
21. *Signatory #2 name.* Print/type the name and title of signatory #2 on this line (title is usually "Corporate Secretary").
22. *Date of second signature.*
23. *State.* Print or type the state in which the document is notarized.
24. *County.* Print or type the county in which the document is notarized.
25. *Day of notarization.*
26. *Month of notarization.*
27. *Year of notarization.*
28. *Name of signatory #1.*
29. *Title of signatory #1* (usually "President").
30. *Name of signatory #2.*
31. *Title of signatory #2* (usually "Corporate Secretary").
32. *Signature of Notary.*
33. *Location of Notary.*
34. *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 **two signatures** for any entity (other than a sole proprietorship) signing a General Contract of Indemnity, 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. In the rare situation where no Corporate Secretary exists, have another authorized officer sign on behalf of the corporation.
- **LLC** – 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** – 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.
- **Sole Proprietorship** – The owner of the sole proprietorship.

## 2. Should the person's company title be included in the signature section of the Agreement?

Yes.

## 3. Who should be the "First Signature" and "Second Signature"?

For corporate Indemnitors, the "First Signature" should be that of the Corporate President and the "Second Signature" should be that of the Corporate Secretary (if a Corporate Secretary exists). For other entities, it is not important which person signs first.

## 4. Who must sign as an individual Indemnitor?

Those individuals who have an ownership interest in an entity Indemnitor or a third party who has agreed to provide his/her indemnity must sign as an individual Indemnitor.

## 5. Does the individual Indemnitor section require an attestation/witness?

Yes.

## 6. When should the Agreement be dated?

The Agreement should be dated when it is being executed.

## 7. Do all signatures need to be notarized?

No, only the signatures in the entity signature section need to be notarized. Individual Indemnitor signatures only need to be "witnessed" by a disinterested third party.

## 8. 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.

## 9. 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.

## 10. 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.

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

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