



Canadian Lawyers Liability Assurance Society

2023/2024 Renewal Application for
Excess Professional Liability Insurance

This application is made by the undersigned member (the “Firm”) of the Canadian Lawyers Liability Assurance Society (“CLLAS”) for issuance by CLLAS to the Firm of policies of professional liability insurance.

Note: *The policies applied for are “claims made” policies and only provide coverage for claims first made against the Insured during the policy period.*

Please answer **ALL** questions. Where space to answer is insufficient, attach a separate sheet.

1. Name of Firm (Named Insured):

2. Address of principal office:

Phone: _____ Fax: _____

3. Address, phone, and fax numbers of other office(s):

4. Management or service companies, date(s) established, and services provided:

5. Is the Firm a multi-disciplinary partnership (“MDP”) ? ☐ yes ☐ no

If “yes”, provide date MDP was established and name the non-lawyer partners and their respective disciplines.



6. Since last year's CLLAS application, has the name of the Firm been changed, or has any firm merged into the Firm? If so, give full particulars (including the number of lawyers merged into the Firm in each such situation) unless previously provided.

7. Attached, as Appendix A, is a list of the Firm's predecessor firms resulting from mergers since July 1, 1987. Is the list complete?

☐ yes ☐ no

If "no", please provide update.

Note: A predecessor firm is one a) which has undergone dissolution; and b) in which more than 50% of the partners and employed lawyers became partners and employed lawyers of the Firm.

8. Please complete Appendices B and C to provide the following details as of February 15th, 2023:

- a) Number of lawyers (including partners, employed lawyers, counsels/of counsels, and lawyer consultants).
- b) Number of patent & trademark agents (who are not lawyers).
- c) Number of other non-lawyer consultants.
- d) Number of paralegals.
- e) Number of other employees.
- f) If applicable, the number of lawyers who are not partners, employed lawyers, counsels/of counsels, or lawyer consultants of the Firm who, directly or indirectly, provide services to professional corporations which are partners of the Firm. Please identify such individuals and professional corporations as requested in Appendix B.

Note: A common professional corporation structure is one where the lawyer remains a partner of the firm but the firm contracts with a professional corporation to provide the services of the partner to the firm via the professional corporation. Those lawyers would be accounted for in a) above. Question f) is intended to address an alternative structure whereby the professional corporation itself is a partner of the firm and it contracts directly or via another professional corporation with a lawyer to provide professional services.



9. Please show the Firm's practice split by indicating the approximate percentage of billings for the following areas of law:

	<u>This Year</u>		<u>Last Year</u>	
a) Corporate and Commercial Law	38.22	%	39.00	%
b) Criminal Law	0.00	%	0.00	%
c) Family Law	0.00	%	0.00	%
d) Intellectual Property	0.05	%	0.00	%
e) Labour Law	1.05	%	0.00	%
f) Litigation	18.82	%	13.00	%
g) Real Estate	7.49	%	9.00	%
h) Securities Law	11.90	%	15.00	%
i) Tax Matters	15.16	%	17.00	%
j) Wills, Estates, Trust	1.05	%	1.00	%
k) Other (please specify)	6.26	%	6.00	%

General, Environment, Competition

10. Have any of the lawyers, or non-lawyer consultants listed in Appendices B and C, or former lawyers, or former non-lawyer consultants of the Firm been the subject of disciplinary proceedings, suspended, or disbarred from practice since last year's CLLAS application?

☐ yes ☒ no

If "yes", please provide full details:

11. Attached, as Appendix D, is a description of the "Associated Firms" and "Umbrella Firms" which are identified in the Associated Firm Endorsement (Endorsement No. 1) of the current CLLAS Primary Policy. Please verify and update where appropriate and advise CLLAS of any anticipated changes.
12. Canadian law society programs may restrict coverage if Professional Services are provided outside of Canada or if the Professional Services relate to non-Canadian law. The CLLAS Primary Policy also excludes, coverage for lawyers providing Professional Services from a U.S. office, as well as the practice of non-Canadian law. Please provide details of such services in Appendix E.
13. Attached, as Appendix F, is a schedule of claims and notices which have been given to the applicable law society and CLLAS as of December 31, 2022. Please verify and provide any changes in status. All known claims or notices that are not on the schedule, including those reported to any underlying insurance carrier, should be reported up to the date of this application. **Notices on this application are not considered proper notice of a claim.**

If applicable, CLLAS will also require an update on claims of your predecessor firms which were reported prior to any merger which are paid or currently reserved in excess of \$500,000.



Note: All claims or notices require the following details: name of lawyer, name of claimant, date claim reported, error date, date claim closed (if applicable), a brief description of the claim including damages sought, amount paid (legal & indemnity, and amount reserved (legal & indemnity).

14. Will the Firm purchase coverage under the CLLAS optional excess layer?

☐ yes ☐ no

If "yes", please indicate preferred limit option:

☐ \$10M xs \$160M ☐ \$20M xs \$160M
☐ \$30M xs \$160M ☐ \$40M xs \$160M
☐ \$50M xs \$160M ☐ \$60M xs \$160M

If the Firm currently purchases \$60M xs \$160M under the optional excess layer, will the Firm purchase coverage under the CLLAS second umbrella layer (\$30M xs \$250M)?

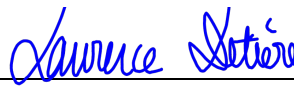
☐ Yes ☐ No

15. Under Appendix G, please provide a full description of the Firm's most current risk management policies and procedures or, if appropriate, an update to your response to Appendix G of last year's renewal application.

16. Please complete Appendix H to provide underwriting information with respect to cyber liability.

17. Please attach, with Appendix I, a copy of the Firm's 2023 Professional Liability Insurance Application and Exemption Form submitted to LawPro.

The undersigned hereby declares that the above statements and particulars, including those set forth in Appendices A through I, are true and that no material facts have been omitted, suppressed or misstated and that this application, which is deemed to include the information from any previous applications completed by the Firm for CLLAS, shall be the basis of each of the insurance contracts with CLLAS.

Signature: 
(Must be signed by a Partner of the Firm)

Name of Signatory: _____
(Who shall be the designated contact person between CLLAS & the Firm as respects this insurance.)

Date: _____

SCHEDULE A

3. Addresses of Applicant's other offices:

Montreal:

1501 avenue McGill College
26e étage
Montréal, Québec H3A 3N9

Tel: 514.841.6400
Fax: 514.841.6499

New York:

900 Third Avenue
24th Floor
New York, NY 10022

Tel: 212.308.8866
Fax: 212.308.0132

SCHEDULE B

4. Management or Service Companies:

DWB Services Limited Partnership (Toronto Service Company)
DWPV Services Limited Partnership (Toronto Service Company)
DWB Management Limited (Toronto Service Company)
DWPV Management Limited (Toronto Service Company)
Davies Ward & Beck Foundation (Toronto based charitable foundation)
Davies Ward Phillips & Vineberg Foundation (Toronto based charitable foundation)
DWB Management Services Inc. (General partner of DWB Services Limited Partnership)
DWPV Management Services Inc. (General partner of DWPV Services Limited Partnership)
GP&V Management Limited Partnership (Montreal Service Company)
DWPV (Québec) Management L.P.
Services GP&V Management Limited Partnership (Montreal Service Company)
Services GP&V SEC (Montreal Service Company)
Services DWPV (Québec) S.E.C.
Société en Commandite Services GP&V (Montreal Service Company)
GP&V Management Inc.
DWPV (Québec) Management Inc.
Gestion GP&V Inc. (General Partner of GP&V Management Limited Partnership)
Gestion DWPV (Québec) Inc.
P&V Management Ltd.
Gestion P&V Ltée
GP&V Foundation Inc. (Montreal based charitable foundation)
DWPV (Québec) Fondation Inc.
Foundation GP&V Inc. (Montreal based charitable foundation)
Fondation DWPV (Québec) Inc.
Obsjac Services Ltd.
Services Obsjac Ltée
Narbo Investment Corp. (nominee company used by Montreal office for certain confidential matters.

APPENDIX A

Predecessor Firms

Name of Firm

Davies Ward Phillips & Vineberg LLP

Note: A predecessor firm is one a) which has undergone dissolution; and b) in which more than 50% of the partners and employed lawyers became partners and employed lawyers of the Firm.

[illegible]

APPENDIX B

Active Members of the Firm as of February 15, 2023

Name of Firm

Davies Ward Phillips & Vineberg LLP

Updated as of (Enter Date):

February 15, 2023

	CANADA						OUTSIDE OF CANADA ^{/5}				
	B.C.	Alberta	Ontario	Quebec	Nova Scotia	Other Provinces (Please specify, change heading)	U.S.	China	South Africa	Other Countries (Please specify, change heading)	Other Countries (Please specify, change heading)
a) No. of Lawyers ^{/1}			174	107			14				
b) No. of Patent & Trademark Agents ^{/2}			0	0			0				
c) No. of Non-lawyer Consultants ^{/3}			0	0			0				
d) No. of Paralegals			26	21			2				
e) No. of Other Employees			209	144			12				
f) No. of lawyers who are not employees of the Firm who, directly or indirectly, provide services to professional corporations which are partners of the Firm ^{/4}											

/1 Including partners, employed lawyers, counsels/of counsels and lawyer consultants.

/2 These are not lawyers.

/3 Please complete Appendix C if individuals are reported under this category.

/4 Lawyers reported here should not be included under a).(See note at Question 8.f) of the application.)

/5 Please complete Question 3 of Appendix E to provide further information on lawyers reported under these columns.

Please attach a list of the lawyers reported under a) above, showing in each case their full name, date of call, date joined the Firm and, if applicable, date became partner.

Please attach a list of the names of the individuals reported under f) above, together with the names of the professional corporations to which they provide services.

If underlying insurance is purchased outside any Canadian mandatory law society program for lawyers, please provide full details under Appendix E, Question 4.

If members of the Firm, either alone or with others, engage in the conduct of any profession or business other than the practice of law (e.g. financial management, mortgage brokering or other consulting; underwriting or brokering of securities or investment banking activities; real estate appraisal; actuarial analysis) either directly or indirectly as an agent, employee or partner of any organization, please provide full particulars such as percentage of practice other than Law.

APPENDIX C

Active Non-Lawyer Consultants Of The Firm As Of February 15, 2023
(Excluding Patent & Trademark Agents)

Name of Firm

Davies Ward Phillips & Vineberg LLP

Updated as of (Enter Date):

February 15, 2023

SECTION A

<u>Professional Service Provided or Type of Profession</u>	<u># People in the same Profession</u>	<u>Location (Province)</u>	<u>Client Contact (Y/N)</u>	<u>Advise Clients (Y/N)</u>	<u>Supervised by Lawyers (Y/N)</u>	<u>Underlying Insurance</u> ^{/1}	<u>% of Time Docketed</u> ^{/2}
N/A							

/1 If underlying insurance is purchased, please complete Section B.

/2 Please complete this column only for individuals who are not acting under the supervision of a lawyer and for that portion of time the individual is not acting under the supervision of a lawyer.

APPENDIX C

Active Non-Lawyer Consultants Of The Firm As Of February 15, 2023
(Excluding Patent & Trademark Agents)

Name of Firm

Davies Ward Phillips & Vineberg LLP

Updated as of (Enter Date):

February 15, 2023

SECTION B

Please provide the following details on the underlying insurances purchased and attach a copy of the policies:

Type of Exposure:	Professional Liability Insurance
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

Type of Exposure:	
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

APPENDIX D

"Associated Firms" and "Umbrella Firms"

Name of Firm

Davies Ward Phillips & Vineberg LLP

1	The Named Insured under the CLLAS policies prior to February 1, 2001 was Davies, Ward & Beck LLP.
2	On February 1, 2001, Davies, Ward & Beck LLP merged with Goodman Phillips & Vineberg of Montreal. Effective the same day, the Named Insured was amended to Davies Ward Phillips and Vineberg LLP. The firm has additional Named Insureds as follows:
	Davies Ward Phillips & Vineberg LLP (an Ontario partnership)
	Davies Ward Phillips & Vineberg S.E.N.C.R.L., s.r.l.
	Davies Ward Phillips & Vineberg s.r.l.
	Davies Ward Phillips & Vineberg LLP (a New York partnership)
	Davies Ward Phillips & Vineberg
	Davies, Ward & Beck LLP
	Davies Ward & Beck
	DWB Services Limited Partnership (Toronto Service Company)
	DWPV Services Limited Partnership (Toronto Service Company)
	DWB Management Limited (Toronto Service Company)
	DWPV Management Limited (Toronto Service Company)
	Davies Ward & Beck Foundation (Toronto based charitable foundation)
	Davies Ward Phillips & Vineberg Foundation (Toronto based charitable foundation)
	DWB Management Services Inc. (General partner of DWB Services Limited Partnership)
	DWPV Management Services Inc. (General partner of DWPV Services Limited Partnership)
	Goodman Phillips & Vineberg G.P.
	Goodman Phillips & Vineberg S.E.N.C.

Professional Services Provided Relating to Non-Canadian Law & Professional Services Provided In the U.S. & Outside of Canada

February 15, 2023

Please provide the following information on lawyers primarily resident in Canada who provide Professional Services relating to non-Canadian law (not including those which are incidental to the practice of Canadian law). Please only report on lawyers with more than 5% of docketed time in this category.

Please provide the following information on lawyers primarily resident in Canada who provide Professional Services part time in an office or branch of the Firm located in the United States. Please only report on lawyers with more than 5% of docketed time in this category.

For lawyers practicing both Canadian and Non-Canadian Law, please provide a split between Canadian and Non-Canadian. Note that in cases where a split is not available, a 50% 50% split will be assumed.

Please provide the following information on all lawyers reported in Appendix B under the “Outside of Canada” column.

[illegible]

APPENDIX E

Professional Services Provided Relating to Non-Canadian Law & Professional Services Provided In the U.S. & Outside of Canada

Name of Firm

Davies Ward Phillips & Vineberg LLP

Updated as of (Enter Date):

February 15, 2023

Type of Exposure:	Professional Liability Insurance
Insurance Carrier:	Please see attached
Policy Number:	592420426
Period of Insurance:	July 1, 2022 to July 1, 2023
Retroactive Date:	
Limit (Per Claim):	US\$30,000,000
Limit (Aggregate):	US\$30,000,000

Type of Exposure:	
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

Type of Exposure:	
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

Type of Exposure:	
Insurance Carrier:	
Policy Number:	
Period of Insurance:	
Retroactive Date:	
Limit (Per Claim):	
Limit (Aggregate):	

APPENDIX F

Schedule of Claims and Notices As of December 31, 2022

Name of Firm

Davies Ward Phillips & Vineberg LLP

Updated as of (Enter Date):

December 31, 2022

Please attach separately

APPENDIX G

Risk Management Policies and Procedures

Name of Firm

Davies Ward Phillips & Vineberg LLP

Please provide a full description of the Firm's most current risk management policies and procedures or, if appropriate, an update to your response to Appendix G of last year's renewal application.

Please attach separately

Risk Management Policies

The following is a summary of key risk management policies adopted by Davies Ward Phillips & Vineberg LLP (the “Firm”):

Anti-Corruption

- Policy to ensure that firm personnel do not engage or condone corrupt practices and are aware of applicable anti-bribery and anti-corruption laws.

Anti-Trust/Competition

- The Firm and all its personnel are instructed at all times to comply with all applicable competition laws. As a practical matter, the key provisions of Canadian and U.S. competition laws applicable to the Firm are prohibitions on anti-competitive agreements between competitors.

Auditors’ Response Letters

- Specifies procedures for responding to auditors’ letters by the Firm on behalf of its clients.

Client Identification/Verification

- Outlines client verification and identification requirements of the Law Society of Ontario and the Barreau du Québec and internal firm procedures to be followed in complying with such requirements.

Confidentiality

- Outlines legal and professional obligations of partners and employees of the Firm regarding confidential information.

Conflict Searches

- Specifies procedures for conflict checks when opening all new files and, where appropriate, provides for establishing of “ethical walls” in accordance with applicable laws and law society guidelines.

Director, Officer Trustee & Executor Positions

- Outlines risks associated with accepting such positions and procedures to be followed, including Management Committee approval.

Email

- Establishes standards for email usage and storage of email records.

Escrow Agent Arrangements

- Outlines firm policy, procedures and requirements to be followed when the Firm is acting as escrow agent.

Ethical Walls and Restricted Access Matters

- Provides information as to the purpose and types of ethical walls and matters that are required to be maintained on a restricted access basis and sets out procedure for establishing and updating same.

External Communications

- Specifies guidelines regarding public comments about business or legal issues, including how to deal with media inquiries.

Information Security and Technology Policy

- Sets out information and requirements for all members of the Firm relating to access to, and use of, confidential information, Firm technology and the Firm's computer network.

Management of Client Files

- Outlines procedures for how documents should be dealt with throughout the course, and at the end, of a matter, the management/destruction of paper copies and the maintenance of electronic versions.

Opinions

- Sets out procedures for review and approval of all Firm opinions.

Retention and Disposal of Client Files

- Sets out the Firm's retention policy.

Securities Trading

- Outlines legal and professional obligations regarding trading in securities, including procedures to be followed regarding the firm's restricted securities list.

Shredding

- Specifies procedures for shredding and disposing of confidential materials.

Social Media and Online Networking

- Outlines appropriate and responsible use of social media by Firm members, in order to ensure compliance with professional and ethical obligations, applicable laws and the Firm's other policies and procedures.

Substance Use

- Policy regarding use or misuse of substances, including alcohol, cannabis, illicit or prescription drugs or other controlled substances.

Terms and Conditions Governing Ethical Walls and Restricted Access Matters

- Sets out the terms and conditions with which Firm members must comply when given access to matters which are subject to an ethical wall or maintained on a restricted access basis.

Wire Transfers out of Trust Accounts

- Procedures to be followed for wiring funds out of the Firm's trust account, including verbal confirmation of wire transfer instructions.

In 2007, 2015 and 2020, the Firm underwent a comprehensive risk management audit conducted by John L. Walker, Barrister and Solicitor (now Walker Sorenson LLP) which involved a review of the risk management policies and procedures of all the Firm's offices.

APPENDIX H

Cyber Liability

Name of Firm

Davies Ward Phillips & Vineberg LLP

1	Personnel	Enter Yes or No
a)	Do you have a Chief Security Officer or Chief Information Security Officer or equivalent?	Yes
	If "no", who within the Firm is responsible for the management of and compliance with the Firm's Security Policies?	
b)	Do you have a Chief Privacy Officer or equivalent?	Yes
	If "no", who within the Firm is responsible for the management of and compliance with the Firm's Privacy Policies?	
2	Protection	Enter Yes or No
a)	Do you use encryption tools to enhance the integrity and confidentiality of confidential information?	Yes
	If you use encryption tools, in which scenarios is data encrypted? (Check all statements that you believe are applicable.)	
	- Data at rest	Yes
	- Data in transit	Yes
	- Data transferred to removable media (laptops, CD's, backup tapes, USB devices, etc.)	Yes
	- None of the above	
b)	Do you use and regularly update industry-standard antivirus software?	Yes
c)	Do you install the latest software updates to reduce security vulnerabilities?	Yes
d)	Do you require that passwords be a minimum length and contain alpha and numeric characters?	Yes
e)	Do you require that passwords be regularly updated?	Yes
f)	Do you check to make sure that no spyware or adware resides on your computers?	Yes
g)	Do you use and regularly update industry-standard firewall protection systems to prevent unauthorized access to internal networks and computer systems?	Yes
h)	Is the data on your servers encrypted?	Yes
i)	Is the data on your desktop and laptop computers encrypted?	Yes
j)	Is the data on your mobile devices encrypted?	Yes
k)	Have predesignated computer system/application access rights and privileges been set for all authorized users?	Yes
l)	Is there hourly or daily automatic backup of documents and emails?	Yes

APPENDIX H

Cyber Liability

Name of Firm

Davies Ward Phillips & Vineberg LLP

m)	Is there hourly or daily automatic backup of your firm-wide tickler system and/or your lawyers' own personal tickler systems?	Yes
n)	Are backups stored off-site at a secure location?	Yes
o)	Do you use software that can be used to wipe laptops and mobile devices clean if they are misplaced or stolen?	Yes
p)	Do you use software that can detect unauthorized transfers of personal information and unauthorized copying of files?	Yes
q)	Do you use a metadata scrubber on documents that you transmit to clients or third parties such as opposing counsel?	Yes
r)	Has the firm implemented multi-factor authentication for remote access to firm systems?	Yes
3 Incident Report		Enter Yes or No
	Do you have a written network security incident response plan?	Yes
	If "yes":	
a)	Does it include alternative options should a critical third party outsourcing provider's operations be incapacitated?	No
b)	Does it include procedures to alert your clients that their data may have been compromised?	Yes
4 Policies		Enter Yes or No
a)	Do you maintain a comprehensive information security and privacy policy that is updated and enforced on a continuous basis?	Yes
b)	Do you advise your lawyers of the risks of using unencrypted email?	Yes
c)	Does your firm advise your lawyers of the dangers of metadata?	Yes
d)	Do you purchase insurance other than CLLAS coverage to protect you in the case of privacy breaches?	Yes
e)	Do you purchase insurance other than CLLAS coverage to protect you in the case of cyber-attacks?	Yes