Language for a master NDA involving separate schedules for each matter or purpose

1. matter schedules
   1. The parties may agree from time to time to disclose and receive Confidential Information for one or more purposes under this Agreement, and where they agree to do so they shall sign a Matter Schedule.
   2. Neither party is obliged to disclose or receive Confidential Information under this Agreement except pursuant to a Matter Schedule.
   3. [A Matter Schedule forms a single and separate agreement between the parties incorporating the terms of this Agreement (other than this clause), and so that each Matter Schedule is severable from each other Matter Schedule except to the extent provided in a Matter Schedule.]
   4. [Each Matter Schedule is concluded under and subject to this Agreement, and so that each Matter Schedule is severable from each other Matter Schedule except to the extent provided in a Matter Schedule.]
   5. Where there is any conflict or inconsistency between the terms of a Matter Schedule and the terms set out in this Agreement, the former prevails to the extent of the conflict or inconsistency.
   6. [No Matter Schedule may be entered into under this Agreement after the [*insert relevant number*] anniversary of the date of this Agreement.]
2. Associated Definition of matter schedule

**Matter Schedule** means an agreement in writing between the parties under this Agreement substantially in the form set out [in the schedule to this Agreement].

Form of Matter Schedule

This is a Matter Schedule to the agreement between [insert name of parties] dated [•] (**Master Agreement**).

interpretation

In this Matter Schedule, unless the context otherwise requires, capitalised terms in the Master Agreement have the same meaning[ and the following definitions apply:

[insert additional definitions]]

duration

This Matter Schedule shall come into effect on [insert date/event].

Amendments

All of the terms of the Master Agreement are incorporated into this Matter Schedule as if set out in full, except as amended in the terms set out below:

**Agreed**:

|  |
| --- |
| SIGNED BY: |
| Duly authorised for and on behalf of |
| [Insert name of party] |
|  |
| SIGNED BY: |
| Duly authorised for and on behalf of |
| [Insert name of party] |