

Non-Disclosure Agreement (NDA)

This Agreement is made on [Date]

Between:

1. **Disclosing Party:** [Name of Disclosing Party], having its principal place of business at [Address].
2. **Receiving Party:** [Name of Receiving Party], having its principal place of business at [Address].

1. Definition of Confidential Information

For the purposes of this Agreement, "Confidential Information" means all information, whether written, oral, electronic, or other form, disclosed by the Disclosing Party to the Receiving Party that is designated as confidential or that reasonably should be understood to be confidential given the nature of the information and the circumstances of disclosure.

2. Obligations of the Receiving Party

The Receiving Party agrees to:

1. Maintain the confidentiality of the Confidential Information and not disclose it to any third party without the prior written consent of the Disclosing Party.
2. Use the Confidential Information solely for the purpose of [Purpose].
3. Take all reasonable measures to protect the confidentiality of the Confidential Information.

3. Exclusions from Confidential Information

Confidential Information does not include information that:

1. Is or becomes publicly available without breach of this Agreement.
2. Was known to the Receiving Party prior to disclosure by the Disclosing Party.
3. Is independently developed by the Receiving Party without use of or reference to the Disclosing Party's Confidential Information.
4. Is required to be disclosed by law or regulation, provided that the Receiving Party gives the Disclosing Party prompt notice of such requirement.

4. Term

This Agreement shall remain in effect for a period of [Time Period] from the date of disclosure of the Confidential Information.

5. Return or Destruction of Confidential Information

Upon the Disclosing Party's request, the Receiving Party shall promptly return or destroy all copies of the Confidential Information.

6. Governing Law

This Agreement shall be governed by and construed in accordance with the laws of [Jurisdiction].

Signed by the Parties:

Disclosing Party:

Name: [Name]

Signature: [Signature]

Date: [Date]

Receiving Party:

Name: [Name]

Signature: [Signature]

Date: [Date]