

Sample NDA Sections for Collaborative Business Projects

1. Definition of Confidential Information

"Confidential Information" includes any data or information, oral or written, disclosed by either Party to the other, that is not generally known to the public and has been identified as confidential or would reasonably be considered confidential given the nature of the information.

2. Obligations of Receiving Party

The Receiving Party agrees to protect the confidentiality of the Disclosing Party's Confidential Information with at least the same degree of care as it uses to protect its own confidential information of a similar nature, but in no event less than reasonable care.

- Not disclose Confidential Information to any third party without prior written consent.
- Restrict disclosure within its own organization to employees with a "need to know".
- Not use Confidential Information for any purpose other than the collaboration project.

3. Exclusions from Confidentiality

Confidential Information does not include information that:

1. Is or becomes publicly known through no fault of the Receiving Party,
2. Is received from a third party without breach of any obligation of confidentiality,
3. Is independently developed without use of or reference to the Disclosing Party's Confidential Information,
4. Is disclosed by law or valid judicial/administrative order (with prior notice to Disclosing Party, if possible).

4. Term and Termination

This Agreement begins on the Effective Date and remains in effect for a period of *[insert years]* from the date of last disclosure, unless superseded by a subsequent written agreement. Obligations of confidentiality will survive the termination for a period of *[insert years]* as specified herein.

5. Return or Destruction of Materials

Upon request or termination, the Receiving Party shall promptly return or destroy all materials containing Confidential Information, including all copies and extracts, and certify in writing that it has complied with these obligations.

6. Miscellaneous

- This NDA constitutes the entire agreement between the Parties regarding the subject matter.
- Any amendments must be made in writing and signed by authorized representatives of both Parties.
- This NDA is governed by the laws of *[insert jurisdiction]*.

Important Notes:

- Always tailor NDA sections to the specific collaborative project and parties involved.
- Seek legal counsel to ensure compliance with relevant laws and enforceability.
- Specify the duration of confidentiality and survival period after the agreement ends.
- Address how disputes will be resolved and under which jurisdiction.

- NDAs do not, by themselves, grant ownership rights in any disclosed materials.