

# Non-Disclosure Agreement (NDA) Template for IT Advisors

Date: \_\_\_\_\_

This Non-Disclosure Agreement ("Agreement") is entered into by and between:

Disclosing Party: \_\_\_\_\_

Receiving Party (IT Advisor): \_\_\_\_\_

## 1. DEFINITION OF CONFIDENTIAL INFORMATION

For purposes of this Agreement, "Confidential Information" shall mean all information or material that has or could have commercial value or other utility in the business in which Disclosing Party is engaged, including but not limited to software code, business processes, technical data, inventions, know-how, business plans, and client information, whether in written, oral, electronic or any other form.

## 2. OBLIGATIONS OF RECEIVING PARTY

- Maintain Confidential Information in strict confidence.
- Not disclose, publish, or disseminate any Confidential Information to any third party.
- Use Confidential Information solely for the purpose authorized by the Disclosing Party.
- Take reasonable steps to prevent unauthorized use or disclosure.

## 3. EXCLUSIONS

Confidential Information does not include information that:

- a) is or becomes publicly available through no fault of the Receiving Party;
- b) is received from a third party without breach of any obligation;
- c) is independently developed by Receiving Party without use of Confidential Information.

## 4. TERM

This Agreement shall commence on the date first written above and continue for a period of \_\_\_\_\_ years, or until such time as Confidential Information no longer qualifies as confidential.

## 5. RETURN OF MATERIALS

All documents and tangible objects containing or representing Confidential Information shall be returned promptly to the Disclosing Party upon written request.

## 6. NO LICENSE

Nothing in this Agreement grants the Receiving Party any rights in or to the Confidential Information except as expressly set forth herein.

## 7. GOVERNING LAW

This Agreement shall be governed by the laws of the State/Country of \_\_\_\_\_.

## 8. SIGNATURES

**Disclosing Party:**

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

**Receiving Party (IT Advisor):**

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_