

Other names for Confidentiality Agreement:

Non-Disclosure Agreement (NDA), Confidential Disclosure Agreement (CDA), Proprietary Information Agreement (PIA), Secrecy Agreement.

Types of Confidentiality Agreements:

Confidentiality Agreements can be unilateral (where only one party is disclosing information that it wants to protect as confidential) or mutual (where both parties are disclosing information that will be protected as confidential).

Types of disclosures that are protected:

Confidentiality Agreements protect against the intentional or accidental disclosure of confidential information.

Information needed for creating a Confidentiality Agreement:

You'll need to have some information at the ready to create your Confidentiality Agreement, but most of it you probably know off hand. We'll guide you through the process with our step-by-step process so all you'll have to do is answer a few simple questions. Here are some of the key provisions in a Confidentiality Agreement:

- **The agreement effective date:** This is the date on which the agreement will start protecting against the disclosure of confidential information.
- **Names and addresses of parties to the agreement:** This includes the owner of the confidential information and the recipient of the confidential information.
- **Type of business the parties to the agreement are engaged in:** For example, manufacturing widgets for one party and marketing the widgets for the other party.
- **Reason(s) for disclosure. State the reason the confidential information is being disclosed:** For example, so that the recipient can assist the owner of confidential information with selling the widgets.
- **Specify the confidential information that will be protected against disclosure:** You do not want to disclose the actual confidential information in the agreement. Instead, describe the confidential information. This information may be described in broad language or very specific language. For example, client list or 2012 client list for the Midwest region.
- **Length of time confidential information will be protected:** Typically Confidentiality Agreements include a 2 to 5 year time-frame for protection in the United States. However, you may specify whatever time-frame you'd like. Once this time period has passed the confidential information is no longer protected against disclosure.
- **Individuals who will be signing the agreement:** This should be limited to people who have authority to sign the agreement and have it be binding on the business entity or individual.

Optional terms for your Confidentiality Agreement:

The following are additional or optional terms that you may want to include in your agreement.

- You may include a clause requiring the recipient of the confidential information to return the disclosed information if requested by the owner of the confidential information.
- You may also include a clause stating that the agreement does not create an obligation by either party to purchase a service or item from the other party.
- The information owner may want to state in the agreement that there are no warranties on the information that is being disclosed to the recipient. This means that the disclosing party is not guaranteeing that the disclosed information is accurate or complete.
- In addition to the reason for disclosure, you may include restrictions that the information may only be disclosed to specific people who need to know that information or for a specified purpose only.

Information not protected as confidential:

Information that is obtained in the following circumstances cannot be protected by a Confidentiality Agreement:

- If the recipient of the information had prior knowledge of the information;
- If the recipient received the knowledge from another source (other than the owner of the information);
- Or if the information is generally available to the public.

Signing the agreement:

In order to make the Confidentiality Agreement legally binding, both parties to the agreement will need to sign it. You do not need witnesses to the signing nor do you need to have the signatures notarized. You may want to use our e-Sign services which enable both parties to sign the agreement electronically without the need for each party to sign a printed out agreement. That said, if you prefer a hard copy, our Confidentiality Agreement is printable.

Other documents you may need:

When people create a confidentiality agreement, it's often because they're starting a business partnership or at least considering it. If that's you, here are some other documents you may find yourself needing:

- Buy-Sell Agreement
- Provisional Patent
- Partnership Agreement
- Consulting Agreement
- Independent Contractor Agreement