

# Freelancer Collaboration Non-Disclosure Agreement (NDA)

This Non-Disclosure Agreement ("Agreement") is made and entered into as of ("Effective Date"), by and between (hereinafter "Party A") and (hereinafter "Party B").

## 1. Definition of Confidential Information

"Confidential Information" refers to any data or information, oral or written, disclosed by either party to the other, that is not generally known to the public and that the receiving party understands is proprietary.

## 2. Obligations of Receiving Party

1. To hold and maintain the Confidential Information in strictest confidence;
2. Not to disclose such Confidential Information to any third party without prior written consent of the Disclosing Party;
3. To use the Confidential Information solely for the purpose of collaboration and not for any personal advantage or detriment to the Disclosing Party.

## 3. Exclusions

Confidential Information does not include information that:

- Is publicly available at the time of disclosure or becomes publicly available through no fault of the Receiving Party;
- Is already known to the Receiving Party at the time of disclosure;
- Is lawfully obtained from a third party not bound by a similar agreement of confidentiality;
- Is independently developed by the Receiving Party without use of or reference to the Disclosing Party's Confidential Information.

## 4. Term

This Agreement shall commence on the Effective Date and remain in effect for years from that date, except as otherwise agreed in writing by both parties.

## 5. Return of Materials

Upon request, all documents and other tangible materials containing or representing Confidential Information shall be returned or destroyed by the Receiving Party.

## 6. No License

Nothing contained in this Agreement shall be construed as granting or conferring any rights by license or otherwise in any Confidential Information.

## 7. Governing Law

This Agreement shall be governed by the laws of .

## 8. Entire Agreement

This Agreement represents the entire understanding between the parties and supersedes all prior discussions, agreements, or understandings.

---

Signature of Party A

---

Name & Date

---

Signature of Party B

---

Name & Date