



Global Legal Solutions®

# Non-Disclosure Agreement Checklist

GLS Checklists – Knowledge Leverage Tools



## PART A: INTRODUCTION

### 1. INTRODUCTION

A Non-Disclosure Agreement (“**NDA**”), also known as a confidentiality agreement, is a legal contract that establishes a confidential relationship between two or more parties. Its purpose is to protect sensitive information, trade secrets, or proprietary knowledge (“**Info**”) that the parties involved wish to keep private and prevent from being disclosed to unauthorized individuals or entities.

The primary function of an NDA is to define the terms and conditions under which the Info is shared and used. By signing an NDA, the parties agree to maintain the confidentiality of the information they receive and refrain from disclosing it to others without proper authorization.

This checklist outlines some key legal risks and issues you should check when reviewing an NDA.

Once your review of the NDA has been completed using this checklist, you can:

- be confident in the agreement that you are looking to sign;
- ensure that your exchange of Info with third parties is protected; and
- proceed with the discussions / commercial project that you needed an NDA to facilitate.

### 2. FURTHER SUPPORT

If you would like to clarify any point arising out of your use of this checklist, you may book a free 30-minute call with a GLS legal expert: [Free Consultation](#).

### 3. RELATED ASSUMPTIONS

In preparing this checklist, we have made the following assumptions:

- The default structure for each question is “Yes” or “No”;
- We are reviewing the clause from the customer's perspective;
- This checklist is based on English law principles; and
- Contracting parties are assumed to be legal entities.

Please remember that this checklist does NOT replace the need for independent legal advice.

## PART B: NDA CHECKLIST

### 4. ISSUES DASHBOARD

You should look at:

| Parties                                | Notification Obligations                       |
|----------------------------------------|------------------------------------------------|
| Reciprocity of Obligations             | Permitted Disclosures                          |
| Definition of Confidential Information | Indemnities                                    |
| Recipient's Obligations                | Commencement & Term                            |
| Authorised Recipient                   | Return/Destruction of Confidential Information |

### 5. PARTIES

| Primary Query                                                  | Y/N/C | Secondary Query / Comment / Action                |
|----------------------------------------------------------------|-------|---------------------------------------------------|
| <b>Info:</b> Identify and confirm involved parties.            | C     |                                                   |
| 5.1 <b>Are the parties the correct signatories of the NDA?</b> | Y     | Verify contact details (address, company number). |
|                                                                | N     | Identify any missing or incorrect parties.        |