

TfNSW (Owner of confidential information)	Transport for NSW (ABN 18 804 239 602) a NSW Government agency constituted under the <i>Transport Administration Act 1988</i> (NSW) (TfNSW) of 231 Elizabeth Street Sydney NSW 2001. Attention: [insert title/position of TfNSW officer]
Recipient of confidential information	Recipient Name: [insert full legal name] (Recipient) ACN & ABN: [insert if relevant] Address: Attention: [insert name]
Approved Purpose (see clause 2.1)	Under the Clause 1.7 of the Professional Services Contract – Level 2 (PSC-L2), you must: <ul style="list-style-type: none"> • Keep the information confidential. • Not disclose or allow the information to be disclosed to an unauthorised person. • Take all steps and do all things necessary, prudent or desirable to safeguard the confidentiality of the information including things specifically required by TfNSW • Not remove or copy the information and only make use of it if expressly authorised to do so, and then only for the purposes expressly authorised by the Contract. • Ensure that your employees, subcontractors and agents are aware of this clause and do not do anything which would cause the information to become public without the express written consent of TfNSW or the owner of the information.
Date	Signed and Delivered as a Deed on the ____ day of _____ 20__

[Use if Recipient is a company]

SIGNED, SEALED and DELIVERED as a deed poll by the Recipient in accordance with section 127 of the Corporations Act

Signature of
2nd Director or
Company
Secretary: _____

Signature of Director: _____

Name: _____

Name: _____

[Use if Recipient is an individual]

Signed as a Deed by the Recipient in the presence of

Signature of
Recipient: _____

Name: _____

[Use the below if Recipient is a (non-NSW) Govt agency]

Signed As A Deed for and on behalf of the Recipient

Signature of Delegate
Or Authorised
Person: _____

Name: _____

Position /Title: _____

The signatory warrants (s)he is duly authorised

You covenant as follows:

1 What is the Confidential Information?

- 1.1 The Confidential Information governed by this deed poll is information which you obtain from us in connection with the Approved Purpose (whether or not recorded in any form). It includes all information relating to our business, policies, plans, strategies, financial details, proposals, systems, ideas, methods, know-how and intellectual property. It also includes information directly or indirectly derived from that information.
- 1.2 It does not include information which:
 - (a) is or becomes part of the public domain (unless information is in or becomes part of the public domain because it has been disclosed without our consent);
 - (b) was already lawfully known to you on a non-confidential basis;
 - (c) is provided to you by another person who is in possession of it lawfully and can disclose it to you on a non-confidential basis; or
 - (d) is independently developed by you without access to the Confidential Information.
- 1.3 The Confidential Information always remains TfNSW's property. This deed poll does not give you any right, title or interest in it.

2 Your use of Confidential Information

- 2.1 You must use the Confidential Information solely for the Approved Purpose. You must not use it for any other purpose, or allow any other person to do so without our written consent.
- 2.2 You must not disclose the Confidential Information to any other person without our prior written consent or otherwise as expressly permitted by this deed poll.
- 2.3 You may disclose the Confidential Information to your employees and contractors on a strict need-to-know basis for the Approved Purpose provided you expressly inform them that it is TfNSW Confidential Information and you ensure that they owe you legally enforceable confidentiality obligations in respect of it.

- 2.4 You may disclose the Confidential Information as strictly required by law but you must inform us first and seek to limit the terms of that disclosure in any manner we reasonably request.
- 2.5 You must take reasonable steps to protect the Confidential Information and keep it secure from unauthorised access.
- 2.6 You must inform us as soon as possible if you become aware or suspect that there has been any unauthorised disclosure or use.
- 2.7 You must return or destroy (at our option) the Confidential Information and all copies of it when you no longer require it for the Approved Purpose or on our earlier request.

3 General

- 3.1 This deed poll contains the entire agreement between both of us in relation to the Confidential Information and supersedes all other discussions, representations and statements about the Confidential Information.
- 3.2 This deed poll may be varied or waived only if we both agree in writing.
- 3.3 You must not assign your rights or obligations under this deed poll without our prior written consent.
- 3.4 If we do not exercise a right at any time in connection with a default under this deed poll, this does not mean that we have waived the right or cannot exercise it later.

4 Privacy

If you obtain any Personal Information from us or collect it on our behalf then you must:

- (a) take all necessary measures to ensure that Personal Information in your possession or control in connection with this deed poll is protected against loss and unauthorised access, use, modification and disclosure; and
- (b) comply with the *Privacy and Personal Information Protection Act 1988* (NSW) as though you were a "public sector agency" as defined in that Act.

5 Governing law

The laws of New South Wales, Australia, govern this deed poll and you submit to the exclusive jurisdiction of the courts of New South Wales.

6 Injunction

You agree that damages not be a sufficient remedy for TfNSW for any breach of this deed poll and TfNSW is entitled to seek and obtain specific performance or injunctive relief in addition to any other remedies available at law or in equity.

7 End of this deed poll

This deed poll ends when:

- (a) we notify you in writing it ends; or
- (b) it is replaced by a later deed poll which protects the Confidential Information to the same or similar degree; or
- (c) the Confidential Information is no longer confidential (but not through a breach by you or anyone you have disclosed it to).

8 Definitions

In this deed poll, unless the contrary intention appears:

Approved Purpose means the purpose described on the front page of this deed poll.

Confidential Information has the meaning as described in clause 1 of this deed poll.

Personal Information has the same meaning it has in the *Privacy and Personal Information Protection Act 1998* (NSW).

we and **us** and **our** means Transport for NSW.

you means the person named on page 1 as the recipient of Confidential Information.