Supplier Confidentiality Deed Poll

Owner of Confidential Information

Transport for NSW (TfNSW) ABN 18 804 239 602 18 Lee Street, Chippendale NSW 2008	
TfNSW Officer Name	Katrina Schmitke - RFP Manager

Recipient of Confidential Information

Name of legal entity	
ACN	
ABN	
Registered office address	

Approved Purpose

(Insert the purposes for which the Recipient can use the confidential information e.g. "to prepare a proposal for RFP #xxx")

Preparation of a Proposal in response to RFP TfNSW 2019/005 Bankstown Line Temporary Transport Plan (BL TTP) Bus Services.

Executed as a Deed Poll

Signed sealed and delivered for and on behalf of Recipient by:

Signature of authorised person

Signature of witness

Name of authorised person

Name of witness

Position title of authorised person

Position title of witness

The person signing warrants that he or she is properly authorised to sign this deed poll on behalf of Recipient.

Date: _____

Transport for NSW

TfNSW Confidentiality Deed Poll

You enter into this deed poll in consideration for our agreement to allow you access to Confidential Information.

1. What is the Confidential Information?

1.1 The Confidential Information governed by this deed poll is the information disclosed or made available by or on behalf of TfNSW in connection with the Approved Purpose together with any information (whether or not recorded in any form) directly or indirectly derived from that information. It also includes all information relating to our (or another government agency's) business policies, information, plans, strategies, financial details, proposals, systems, ideas, methods and our know-how.

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. If we consent then you must ensure that other person signs a confidentiality agreement on the same terms as this deed poll and you remain responsible for their actions.

2.3 You may disclose the Confidential Information to your employees, 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. At any time we may require that you obtain a confidentiality undertaking from those persons in our favour.

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:

(a) you become aware or suspect that there has been any unauthorised disclosure; or

(b) you are required to disclose the information by law.

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 deed poll 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

4.1 If any Personal Information is disclosed to you by us or on our behalf, you must:

(a) not use or disclose it except for the Approved Purpose; and

(b) notify us of any request for access to that information.

4.2 You must also comply with any reasonable direction which we give you relating to our obligations under Privacy Laws.

5. Governing law

The laws of New South Wales, Australia, govern this deed poll and we both submit to the non-exclusive jurisdiction of the courts of that place.

6. Indemnity

You undertake to indemnify us against all liability or loss arising directly or indirectly from, and any costs, charges and expenses incurred in connection with:

(a) any breach by you of this deed poll; or

(b) any act or omission by any of your representatives which, if done or omitted to be done by you, would be a breach of your obligations under this deed poll.

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 1.1 of this deed poll.

Personal Information has the same meaning it has in the Privacy Act.

Privacy Laws means the Privacy and Personal Information Protection Act 1998 (NSW).

we and **us** means TfNSW.

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

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