Confidentiality Undertaking
Request for Proposals: Rwanda AIDS and MDGs Case Study
Reference Number: RFP-2010-0016

1. The Joint United Nations Programme on HIV/AIDS (UNAIDS), through the Programme Effectiveness and Country Support Department, has information which it considers to be proprietary to itself or to entities collaborating with it *(hereinafter referred to as "the Information").*

2. UNAIDS is willing to provide to the undersigned the information for the purpose of preparing a response to the RFP for the Rwanda AIDS and MDGs Case Study, provided that the undersigned undertakes not to disclose the Information except to persons who are bound by like obligations of confidentiality and non-use as are contained in this Agreement.

3. The undersigned undertakes to regard the Information as confidential and proprietary to UNAIDS and agrees to take all reasonable measures to ensure that the information is not used, disclosed or copied, in whole or in part, other than as provided in paragraph 2 above, except that the Undersigned shall not be bound by any such obligations if he/she is clearly able to demonstrate that the Information:
    a) was known to him/her prior to any disclosure by UNAIDS to the undersigned; or
    b) was in the public domain at the time of disclosure by UNAIDS; or
    c) becomes part of the public domain through no fault of the undersigned; or
    d) becomes available to the undersigned from a third party not in breach of any legal obligations of confidentiality to UNAIDS.

4. Any dispute relating to the interpretation or application of this agreement shall, unless amicably settled, be subject to conciliation. In the event of failure of the latter, the dispute shall be settled by arbitration. The arbitration shall be conducted in accordance with the modalities to be agreed upon by the parties or, in the absence of agreement, with the rules of arbitration of the International Chamber of Commerce. The parties shall accept the arbitral award as final.

Company Name: _____

Mailing Address: _____

Name and Title of Authorising Officer: _____

Signature: ***Date:***