|  |  |
| --- | --- |
| **Click here to enter the organisation’s name**  Click here to enter address line 1  Click here to enter address line 2  Click here to enter the town/city  Click here to enter the postcode | Please select a date |

Dear Sir/Madam

**CONFIRMATION OF NON-DISCLOSURE OF CONFIDENTIAL INFORMATION**

We acknowledge the disclosure to us by you of confidential information and know-how of a commercial, technical, personal or other nature which is owned or used by you (whether or not contained in documents) (together the “Protected Material”) for the purpose of (i) gathering information about the work being carried out by IFoA members; (ii) using that information to provide evidence of the quality of actuarial work; (iii) promoting best practice; and (iv) developing and/or adapting training, education, standards and guidance as appropriate (together the “Monitoring Purpose”).

We also note that the Institute and Faculty of Actuaries (“IFoA”) exercises certain functions as regulator of the professional standards and conduct of its members pursuant to its Royal Charter of Incorporation, Bye-laws, Rules, Regulations and Disciplinary and Capacity for Membership Scheme (the “Regulatory Purpose”).

We undertake to you to respect and preserve the confidentiality of the Protected Material and accordingly we shall not, without your prior written consent, either:

1. communicate or otherwise make available the Protected Material to any third party except as set out below; or
2. use the Protected Material for any purpose other than the Monitoring Purpose or the Regulatory Purpose.

We may disclose Protected Material:

1. to any employee of ours who needs to have access to the Protected Material in connection with the Monitoring Purpose or the Regulatory Purpose, provided that we procure that such employee complies with the obligations set out in this agreement;
2. to any person to the extent required for the purposes of applying the Disciplinary Scheme of the IFoA made in accordance with its Bye-laws 59 and 60; and
3. to the minimum extent required by:
4. any order of any court of competent jurisdiction or any competent judicial, governmental or regulatory body;
5. any arrangement with a regulatory body; or
6. the laws or regulations of any country with jurisdiction over our affairs.

The obligations set out in this letter shall not apply, or shall cease to apply, to such of the Protected Material as:

1. Has become public knowledge other than through disclosure by us in breach of this agreement; or
2. Was already known to us prior to disclosure by you; or
3. Has been received by us from a third party who did not to our knowledge acquire it in confidence from you or from someone owing a duty of confidence to you.

We shall, whenever you request, return to you all documents and other records of the Protected Material, or any of it in any form and whether or not such document or other record was itself provided by you, unless it is required by us for the Regulatory Purpose.

The obligations set out in this letter shall at all times be subject to each of our duties, rights and obligations under the Charter, Bye-laws, Rules, Regulations and Disciplinary and Capacity for Membership Scheme of the IFoA as amended from time to time. Nothing in this letter shall qualify or otherwise affect the professional obligations of IFoA members.

This letter and any dispute or claim arising out of or in connection with it or its subject matter or formation (including non-=contractual disputes or claims) shall be governed by and construed in accordance with the law of England and Wales. The parties irrevocably agree that the courts of England and Wales shall have exclusive jurisdiction to settle any dispute or claim that arises out of or in connection with this letter or its subject matter or formation (including non-contractual dispute or claims).

Yours sincerely

[SIGNATURE]

**Ben Kemp**

General Counsel

For and on behalf of the Institute and Faculty of Actuaries

**We hereby acknowledge receipt and accept the contents of this letter:**

[SIGNATURE]

**Click here to enter signatory’s name**

Click here to enter signatory’s job title

Click here to enter the organisation’s name