

## Jurisdictional Legal Guide

For users generating and signing NDAs.

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### ⚠ IMPORTANT LEGAL NOTICE

- This document provides general legal information about NDA validity across jurisdictions.
- It is **NOT legal advice** and does NOT create an attorney-client relationship.
- Laws change frequently. Always consult a licensed attorney in your jurisdiction before signing high-stakes agreements.
- PxNDA is not a law firm and assumes no liability for NDA enforceability.

## 1. Why Jurisdiction Matters for NDAs

An NDA generated and signed through PxNDA may involve parties in different countries. The jurisdiction where an NDA is enforced — not necessarily where it was signed — determines:

- Whether the NDA is valid and enforceable
- What information can legally be kept confidential
- What remedies exist for breach (injunctions, damages, criminal penalties)
- Whether certain clauses are void as against public policy
- How digital signatures are recognized by courts

PxNDA automatically generates NDAs with standard clauses suitable for international use. However, users are responsible for ensuring the agreement is appropriate and enforceable in their specific jurisdiction.

## 2. Digital Signature Validity by Jurisdiction

PxNDA provides electronic signatures (drawn, typed, or uploaded). The following table summarizes their legal status:

Jurisdiction	Governing Law	Signature Validity	Key Limitation
Dominican Republic	Ley 126-02	Valid for commercial contracts	Not valid for notarial acts, real estate, or employment contracts requiring notarization
United States	ESIGN Act, UETA	Valid for most commercial contracts	Not valid for wills, adoption, court orders, insurance cancellations
European Union	eIDAS Reg. 910/2014	Simple e-sig valid but rebuttable	High-value contracts may require Advanced or Qualified e-signature
Mexico	Código de Comercio Art. 89	Valid for mercantile acts	Notarized documents require advanced electronic signature
Colombia	Law 527/1999	Valid for commercial acts	Some public law acts require digital certificate
Argentina	Law 25.506	Simple sig valid	Qualified sig required for acts needing public deed

Spain / EU Member	eIDAS + local law	Simple sig valid	Labor contracts and real estate require qualified sig
Brazil	MP 2.200-2/2001, Law 14.063/2020	Valid for private contracts	Government acts require ICP-Brasil certificate
United Kingdom	Electronic Communications Act 2000	Valid for most contracts	Deeds require witnessed signature
Canada	UETA equivalent (PIPEDA)	Valid in most provinces	Quebec has distinct civil law requirements

### 3. What NDAs Can and Cannot Cover — By Jurisdiction

#### 3.1 Dominican Republic

**Governing Law:** Código Civil, Ley 16-92 (Labor), Ley 24-97 (Violence Against Women)

##### ✔ VALID NDA SUBJECTS IN RD:

- Trade secrets and confidential business information
- Creative works, unreleased music, film, design
- Financial projections and business strategies
- Technical specifications and source code
- Client lists and proprietary processes

##### ⊘ VOID / UNENFORCEABLE IN RD:

- Clauses silencing victims of gender violence (Ley 24-97, Art. 39)
- Clauses preventing reporting crimes to the Ministerio Público
- Clauses waiving labor rights guaranteed by Ley 16-92
- Any clause contrary to public order, good customs, or mandatory law (Código Civil Art. 6)
- NDAs signed under duress, fraud, or incapacity (Código Civil Art. 1109-1118)

#### 3.2 United States

**Governing Law:** Varies by state — federal ESIGN Act, Defend Trade Secrets Act (DTSA 2016)

##### ✔ VALID NDA SUBJECTS IN US:

- Trade secrets (protected under DTSA and state law)
- Business confidential information
- Creative and intellectual property
- Financial and technical information
- Customer and business relationships

##### ⊘ VOID / UNENFORCEABLE IN US:

- Sexual harassment / sexual assault NDAs — Speak Out Act (2022) limits enforceability
- NDAs preventing EEOC, NLRB, or SEC reporting — per FTC, SEC, and NLRB guidance
- Overly broad NDAs that effectively prevent former employees from working (California BPC 16600)
- NDAs signed under economic duress without independent consideration
- NDAs that violate state-specific laws (California, New York, Illinois have strongest protections)

- NDAs covering illegal employer conduct — cannot silence reporting of wage theft, OSHA violations, etc.

#### STATE SPOTLIGHT — California (highest NDA scrutiny in the US):

- California Business & Professions Code 16600: Non-competes and overly broad NDAs are generally void
- SB 331 (2021): Employers cannot use NDAs to prevent disclosure of workplace harassment or discrimination
- AB 2770 (2018): Victims cannot be sued for defamation for reporting sexual harassment

### 3.3 European Union

**Governing Law:** National law + EU Directives — GDPR, EU Whistleblower Directive 2019/1937, eIDAS

#### ✓ VALID NDA SUBJECTS IN EU:

- Trade secrets — EU Trade Secrets Directive (2016/943) provides harmonized protection
- Confidential business information and know-how
- Technical data, R&D, and proprietary processes
- Creative and intellectual property

#### ∅ VOID / UNENFORCEABLE IN EU:

- Any clause preventing reporting to competent authorities under EU Whistleblower Directive
- Any clause preventing data subject rights under GDPR (Arts. 15-22) — these are non-waivable
- Clauses that waive fundamental rights under the EU Charter of Fundamental Rights
- Clauses that violate EU consumer protection directives
- NDAs that restrict employees from discussing pay — EU Pay Transparency Directive (2023/970)
- Any clause contrary to mandatory national law of the member state where enforced

### 3.4 Latin America — General Principles

While laws vary by country, the following principles apply broadly across LATAM jurisdictions:

- NDAs protecting legitimate trade secrets are generally valid under commercial codes
- Clauses waiving constitutional rights or fundamental guarantees are void
- Labor-related NDAs must comply with local labor law — workers cannot waive statutory rights
- Clauses against public order (**orden público**) are void in all civil law jurisdictions
- Coerced or unconscionable NDAs can be voided by courts

Countries with specific NDA/trade secret legislation: Mexico (Federal Law for Protection of Industrial Property 2020), Colombia (Unfair Competition Law 256/1996), Brazil (Industrial Property Law 9.279/1996), Argentina (Unfair Competition provisions of Civil Code).

## 4. The Governing Law Clause

Every NDA generated by PxNDA includes a governing law clause. This determines which country's courts interpret and enforce the agreement. PxNDA's default includes:

- **Choice of law:** Country selected by parties (Dominican Republic, USA, Mexico, Spain, Brazil, and others supported)
- **Dispute resolution:** Negotiation → Mediation → Courts of competent jurisdiction
- **Language:** English (with translations available but the English version governs)

**IMPORTANT:** Even if an NDA specifies a particular governing law, courts in the location where

enforcement is sought may apply their own mandatory rules. For example:

- A California court will apply California's void non-compete rules regardless of what the NDA says
- An EU court will apply GDPR protections regardless of choice of law
- Dominican courts will apply Ley 24-97 regardless of any NDA clause to the contrary

## 5. When You MUST Consult a Lawyer

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### ● ALWAYS CONSULT A LAWYER BEFORE SIGNING IF:

- The NDA involves employment, termination, or severance — labor law is highly jurisdiction-specific
- The NDA covers real estate, intellectual property assignment, or business acquisition
- You are asked to sign an NDA as a condition of receiving something you are legally entitled to
- The NDA has a non-compete clause — these are treated very differently across jurisdictions
- You are a victim of misconduct and are being asked to sign an NDA by the alleged perpetrator or their employer
- The NDA involves parties in 3+ countries — multi-jurisdictional enforcement is complex
- The duration exceeds 5 years — very long NDAs may be unenforceable in some jurisdictions
- The subject matter includes regulated industries: healthcare, finance, government contracts
- You have any doubt about your legal rights or obligations

## 6. PxNDA's Jurisdictional Disclaimer

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PxNDA generates NDAs using AI based on general international best practices for commercial confidentiality agreements. By using PxNDA, you acknowledge and agree that:

- PxNDA does not guarantee the enforceability of any NDA in any specific jurisdiction
- The legal validity of a PxNDA-generated NDA depends on local law, which varies and changes
- You are responsible for ensuring the NDA complies with the law applicable to your situation
- PxNDA provides a platform, not legal counsel
- For agreements with significant legal, financial, or personal consequences, review by a licensed attorney in the relevant jurisdiction is strongly recommended
- PxNDA's AI disclaimer, Terms of Service, and Acceptable Use Policy apply to all agreements

## 7. Mandatory Disclosures at Time of Signing

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PxNDA displays jurisdiction-specific notices when users sign agreements, based on their detected location. These notices inform users of:

- The governing law applicable to their NDA
- Their non-waivable rights (e.g., right to report abuse, whistleblower protections, GDPR rights)
- Limitations of the digital signature in their jurisdiction
- Recommendation to seek legal counsel for high-value agreements

These notices are informational. They do not constitute legal advice and do not alter the terms of any agreement.

## 8. Resources for Legal Assistance

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### Dominican Republic

- Colegio de Abogados de la República Dominicana: [coabogados.org.do](https://coabogados.org.do)

- Procuraduría General de la República: [pgr.gob.do](http://pgr.gob.do)
- Instituto Nacional de la Mujer (INAMUJER) — for gender violence: [inamujer.gob.do](http://inamujer.gob.do)

### **United States**

- American Bar Association lawyer referral: [findlegalhelp.org](http://findlegalhelp.org)
- National Domestic Violence Hotline: [thehotline.org](http://thehotline.org) | 1-800-799-7233
- EEOC (workplace harassment): [eoc.gov](http://eoc.gov)

### **European Union**

- Your national Legal Aid office (varies by country)
- EU fundamental rights agency: [fra.europa.eu](http://fra.europa.eu)

### **Global**

- International Bar Association: [ibanet.org](http://ibanet.org)
- United Nations Office on Drugs and Crime (contract law): [unodc.org](http://unodc.org)