

Appendix C

DRAFT UNDERTAKING 2.10.2000 Data processor to data controller

We hereby undertake to you to comply with the obligations of a “data controller [processor?]” under the provisions of the Seventh Data Protection Principle, as set out in Schedule I, Part II of the Act as regards any personal data you [we?] process in providing [the services under the contract.]

In addition, we:

- (a) Warrant and undertake that we have and will have at all times during the term of the contract appropriate measures in place acceptable to you to protect any personal data accessed or processed by us against unauthorised or unlawful processing of personal data and against accidental loss or destruction of, or damage to, personal data held or processed by us [(current security procedures as at the date of this contract being described in the Annex to this contract)] and that we have taken all reasonable steps to ensure the reliability of any of our staff who will have access to personal data processed in accordance with this contract;
- (b) Undertake that we will act only on your instructions in relation to the processing of any personal data provided to us by you, or on your behalf, or by your employees;
- (c) Undertake to provide [the services under this contract]at least to the level of security [set out in the Annex to this contract and] to allow you (or your representatives) access to any relevant premises owned or controlled by us on reasonable notice to inspect our procedures [described in (a) above] and will, on your request from time to time, prepare a report for you as to our then current technical and organisational measures used to protect any such personal data;
- (d) Undertake to consider all reasonable suggestions which you may put to us to ensure that the level of protection we provide for personal data is in accordance with this contract and to make changes suggested unless we can prove to your reasonable satisfaction that they are not necessary to ensure ongoing compliance with our warranty and undertaking at (a) above.

Breach of any of the above warranties or undertakings will entitle you to terminate this contract forthwith.