

1 Data Processing Contract Example

The text summary of the agreement between the client and the data processor company is illustrated in Table 1. Also, the corresponding Symbolleo specification of this agreement is displayed in Listing 1.

Table 1 A text summary of agreement.

DATA PROCESSING ADDENDUM
<p>This Data Protection Addendum ("Addendum") forms part of the _____ ("Agreement") between: _____ ("Client") and _____ ("Atos").</p> <p>This Addendum describes the parties' obligations regarding the processing of personal data on behalf of the Client, by Atos for the purposes of performing the Services.</p> <p>Definitions</p> <ul style="list-style-type: none">• Controller: the natural or legal person, public authority, agency, or any other body which alone or jointly with others determines the purposes and means of the processing of Personal Data.• Processor: a natural or legal person, public authority, agency, or any other body which processes Personal Data on behalf of and under the strict instructions of the Controller.• Personal Data: any information relating to an identified or identifiable natural person ('data subject'); an identifiable person is one who can be identified, directly or indirectly, in particular by reference to an identification number or to one or more factors specific to his physical, physiological, mental, economic, cultural or social identity. <p>1. Client's obligations</p> <ul style="list-style-type: none">(a) The Parties expressly agree that (i) Client is the Data Controller for the Personal Data processed for the purpose of the provision of the Services under this Agreement, and (ii) Atos is the Processor in the event it processes (including to store) Personal Data on behalf of Client when performing the Services.(b) The client shall pay Atos for providing Data Processing services.(c) Any Client Personal Data is processed on the basis of an adequate legal ground as permitted under Applicable Data Protection Law:<ul style="list-style-type: none">(i) any Personal Data is processed based on the main region(s) [European Union or Other] and categories of the data subject(s) whose data will be processed under Applicable Data Protection Law.(ii) any Personal Data is processed based on the main categories of processing activities [MB1] which are conducted by Atos on personal data processed under Applicable Data Protection Law.(iii) any Personal Data is processed based on the origin of the data collected.(d) As Data Controller, Client shall provide Atos with documented instructions regarding the processing of Client Personal Data.(e) Client shall adapt its Instructions in case of an infringement notice from Atos. <p>2. Service Provider's obligations</p> <ul style="list-style-type: none">(a) Atos shall process Personal Data on behalf of Client exclusively and only in accordance with the Instruction received from Client.(b) Atos has an obligation to deliver Data Processing Services to the Client.(c) If Atos becomes aware of the fact that all or part of the Instruction it receives from Client may constitute an infringement of Applicable Data Protection Law or any relevant applicable law, it shall inform Client of such potential infringement. Atos shall suspend processing data service if the client has failed to adapt its instructions. Client shall request resuming the service of processing data after adapting the instructions.(d) Atos shall maintain a record of processing activities.(e) Client shall be entitled to request communication of a copy of the said record. Atos shall communicate such copy. <p>3. Termination</p> <ul style="list-style-type: none">(a) The contract shall be terminated if both parties agree to the termination and payments due are paid by the Client.

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1 Domain DataProcessingAgreementDomain
2 Processor isA Role;
3 Controller isA Role; //client Origin isAn Enumeration(DataSubject, Customer, ExectingProcessing,
4   DataBroker, OnlinePlatform, ExternalSource, ThirdParty, Other);
5 Region isAn Enumeration(EU, APAC, BTN, MEA, MAD, SAM);
6 CategorySubjects isAn Enumeration(Employees, Customers, Providers, EndUsers, Members, Visitors,Other);
7 ProcessingActivity isAn Enumeration(Collection, Recording, Organization, Structuring, Storage,
8   Adaption, Retrieval, RemoteAccess, Consultation,Use, Disclosure,Others);
9 // processing instruction provided by the client.
10 Instruction isAn Asset with origin: Origin, region : Region, categorySubjects: CategorySubjects,
11   processingActivity: ProcessingActivity, isPersonal: Boolean;
12 // data to be processed by Atos. It must not be a real data. It can be metadata, a hash, etc.
13 Data isAn Asset with id: String, content: String;
14 // event to emit when client Transfers a data point to be processed.
15 RequestDataProcessing isAn Event with Env dataPoint: Data;
16 // event to emit when data is processed by the provider.
17 ProcessData isAn Event with Env dataId: String, Env instruction: Instruction;
18 // event to emit when data process is recorded by the service provider.
19 RecoProcessedData isAn Event with Env dataId: String;
20 ModifyInstruction isAn Event with Env instruction: Instruction;
21 // client can request records of the processing done on a data point.
22 RequestRecordOfProcessing isAn Event with Env dataId: String;
23 DeliverRecordOfProcessing isAn Event with Env dataId: String, Env processingInstruction: Instruction;
24 Notice isAn Event;
25 Pay isAn Event with Env amount: Number;
26 RequestPayment isAn Event with Env amount: Number;
27 endDomain
28 Contract DataProcessingAgreement (atos: Processor, client: Controller, instruction: Instruction)
29 Declarations
30   requestedDataProcessing: RequestDataProcessing;
31   processedData: ProcessData;
32   recoProcessedData :RecoProcessedData;
33   requestedRecordOfProcessing: RequestRecordOfProcessing;
34   deliveredRecordOfProcessing: DeliverRecordOfProcessing;
35   adaptedInstruction: ModifyInstruction;
36   infringementNotified: Notice;
37   suspensionNotified: Notice;
38   clientAgreedTermination: Notice;
39   providerAgreedTermination: Notice;
40   paidServiceProvider: Pay;
41   requestedPayment: RequestPayment;
42 Obligations
43   //atos is obliged to provide data processing services to the client.
44   //the contract is ongoing and it is terminated when the client pays the amount due and both parties
45   agree to terminate the contract.
46   provideDataProcessingService: O(atos, client, true, Happens(clientAgreedTermination) and Happens(
47     providerAgreedTermination));
48   payment: Happens(requestedPayment) -> O(client, atos, true, Happens(paidServiceProvider) and
49     requestedPayment.amount == paidServiceProvider.amount);
50   //atos must process data according to the initial instructions or the modified instructions provided
51   by the client.
52   processData: Happens(requestedDataProcessing) ->
53     O(atos, client, true, Happens(processedData) and
54       ((Happens(adaptedInstruction) and
55         processedData.instruction.origin == adaptedInstruction.instruction.origin and
56         processedData.instruction.region == adaptedInstruction.instruction.region and
57         processedData.instruction.categorySubjects == adaptedInstruction.instruction.categorySubjects
58         and
59         processedData.instruction.processingActivity == adaptedInstruction.instruction.
60         processingActivity and processedData.dataId == requestedDataProcessing.dataPoint.id
61         ) or ( processedData.instruction.origin == instruction.origin and
62           processedData.instruction.region == instruction.region and
63           processedData.instruction.categorySubjects == instruction.categorySubjects and
64           processedData.instruction.processingActivity == instruction.processingActivity and
65           processedData.dataId == requestedDataProcessing.dataPoint.id )) );
66   // the client must update the instructions if Atos found any infringement of the Applicable Data
67   Protection Law.
68   adaptInstruction: Happens(infringementNotified) -> O(client, atos, true, Happens(adaptedInstruction));
69   // Atos must record data processing
70   recordData : Happens(processedData) -> O(atos, client, true,
71     Happens(recoProcessedData) and processedData.dataId == recoProcessedData.dataId );
72   // Atos must deliver records of processing of a data point when requested by the client.
73   deliverProcessingRecord: Happens(requestedRecordOfProcessing) ->
74     O(atos, client, true, Happens(deliveredRecordOfProcessing) and (requestedRecordOfProcessing.dataId
75     == deliveredRecordOfProcessing.dataId));
76 Powers
77   // Atos can suspend its services when the adaptInstrucion obligation is violated.
78   suspendService: Happens(Violated(obligations.adaptInstruction)) -> P(atos, client, Happens(
79     suspensionNotified), Suspended(obligations.provideDataProcessingService));
80   suspendActiveRequest: Happens(Violated(obligations.adaptInstruction)) -> P(atos, client, Happens(
81     suspensionNotified), Terminated(obligations.processData));
82   // the client can resume the provideDataProcessingService if the instruction is adapted.
83   resumeService: Happens(adaptedInstruction) -> P(client, atos, true, Resumed(obligations.
84     provideDataProcessingService));
85 Constraints
86   not(atos == client);
87 endContract

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Listing 1 Symboleo specification of the data processing contract example.