



TISA Exchange Limited

PRIVACY POLICY

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TISA EXCHANGE LIMITED

PRIVACY POLICY

1. INTRODUCTION

1.1 This privacy policy (the "**Privacy Policy**") sets out the Personal Data which TISA Exchange Limited ("**TeX**") will collect in relation to a Member's representatives and how TeX will use, store and Process that Personal Data. It is to be read in conjunction with the rest of the Membership Agreement, including the Glossary and the principles of interpretation set out in Clause 2 of the By-laws.

1.2 In this Privacy Policy:

1.2.1 capitalised terms have the meanings given to them in the Glossary; and

1.2.2 the terms "**controller**", "**processor**" and "**data subject**" will have the meanings given in the Data Protection Laws.

1.3 TeX will keep this Privacy Policy under regular review and reserves the right to change it at any time on notice to the Members. TeX will notify Members of any changes to this Privacy Policy by email to each Member's Relationship Manager where:

1.3.1 TeX is making substantial changes; or

1.3.2 TeX is doing something with Personal Data, which might not be expected based on what is set out in this Privacy Notice.

Otherwise, any updates to this Privacy Notice will be notified to Members by posting details on the TeX Website with a clearly highlighted banner on the homepage of the TeX Website.

1.4 In this Privacy Policy "**Member Representatives**" in relation to each Member means:

1.4.1 such Member's Relationship Manager; and

1.4.2 the corporate representative appointed by such Member which is not an individual (whether or not this corporate representative is the same person as the Relationship Manager for such Member) appointed pursuant to Paragraph 26.1 of the Articles of Association; and

1.4.3 the representatives of such Member's operational team and senior management to whom Disputes will be referred pursuant to Clause 13.5 of the By-laws (whether or not the representative of the operational team is the same person as the Relationship Manager or corporate representative for such Member); and

1.4.4 any other individual representative of such Member, whether nominated as a second contact and/or responsible for any day-to day technical or other issues in relation to the Contract Club or otherwise howsoever; and

1.4.5 any individual agent for such Member with whom TeX or any other Member is expected to deal, as envisaged by Clause 6.1.1(i) of the By-laws.

1.5 For the purposes of the Data Protection Laws, TeX is the controller of the Processing of Member Personal Data that is being carried out under this Privacy Policy. However, each Member is a controller in its own right of the Personal Data relating to

their respective Member Representatives and such Processing will be governed by that Member's privacy policy.

2. COLLECTION OF PERSONAL DATA

- 2.1 TeX will collect Member Personal Data, such as the name, address, telephone, facsimile and email contact details for each Member Representative, for use by TeX and/or other Members for the TeX Purposes (as defined in Paragraph 3.1). Each Member will promptly update TeX on any changes to the Personal Data in relation to its Member Representatives notified to TeX, in accordance with Clause 6.2 of the By-laws.
- 2.2 Each Member must obtain all necessary authority from each of its Member Representatives for the communication of the relevant Member Personal Data to TeX for use in accordance with this Privacy Policy (as amended from time to time in accordance with its terms), and undertakes to keep each of its Member Representatives informed as to how their Personal Data may be used.
- 2.3 TeX does not require any "sensitive personal data" or "special category" Personal Data for the TeX Purposes, and accordingly requests each Member not to communicate (and to procure that none of its Member Representatives communicate) to TeX any personal details revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, or trade union membership, and the Processing of genetic data, biometric data for the purpose of uniquely identifying a natural person, data concerning health or data concerning a natural person's sex life or sexual orientation or commission (or alleged commission) of any offence or proceedings for any offence committed (or alleged to have been committed) by such Member Representative or the disposal of such proceedings or sentence in such proceedings ("**Sensitive Personal Data**"). If any Member (or any one of its Member Representatives) nevertheless communicates any such Sensitive Personal Data to TeX, such Member agrees (and will procure that its relevant Member Representative agrees) that TeX may Process such Member Personal Data for the TeX Purposes.
- 2.4 TeX may monitor or record any communications with any Member Representative to improve its services and/or for security and/or regulatory purposes.
- 2.5 TeX may make recordings of meetings, which shall involve the collection of Personal Data about those who have attended the meeting (including any expression of opinion) and about any third parties about whom an opinion is expressed. This is being carried out for the purposes of ensuring minutes are accurate and to verify the accuracy of what has been said at meetings. TeX will permit the Chair and Deputy Chair to access the recordings for these purposes or where required for legal reasons or regulatory purposes. TeX will retain the recordings for a period of 6 months (subject to any open matter/ ongoing investigation, litigation or audit that requires a specific recording to be retained for longer).
- 2.6 If any person's application to become a Member of the Contract Club is rejected, TeX may retain for not more than 6 months or such longer period as is necessary any Personal Data relating to any individual who would have been a Member Representative had the application been successful.

3. TEX'S USE OF PERSONAL DATA AND LEGAL BASIS FOR PROCESSING

- 3.1 Data Protection Laws require that TeX meets certain conditions before TeX is allowed to use any Member Personal Data. For Personal Data which is not Sensitive Personal Data under Data Protection Laws, unless otherwise notified, TeX may rely on a condition known as "legitimate interests" in order to Process the Member Personal Data for the above specified purposes. For example, it is in TeX's legitimate interests to Process Member Personal Data where it is required by TeX in connection with the following purposes (together the "**TeX Purposes**"):

- 3.1.1 maintenance of details of each Member Representative in the Register of Members as required by the Bylaws;
- 3.1.2 giving notice to each Member of notices required or permitted to be given pursuant to the Membership Agreement;
- 3.1.3 organisation of events open to Members (and/or events open to any classes of Members) and distribution of newsletters and other communications to Members (and/or any classes of Members);
- 3.1.4 as otherwise required for the proper operation of the Contract Club in accordance with the Membership Agreement; and
- 3.1.5 meeting legal obligations under Data Protection Laws to hold necessary information as part of TeX's data protection impact assessments and compliance programme record-keeping obligations,

and, except as provided in Paragraph 3.4, will not use any Member Personal Data for any other reason without the prior consent of such Member Representative.

3.2 It is in TeX's "legitimate interests" to Process the Member Personal Data in connection with the TeX Purposes as it allows TeX to operate the Contract Club in an effective and efficient manner. Where TeX is relying on "legitimate interests", TeX will ensure that the collection and Processing of Member Personal Data:

- 3.2.1 is kept to a minimum with regards to the amount of data collected and the extent of any Processing;
- 3.2.2 will not be overly intrusive; and
- 3.2.3 will be proportionate in order to meet TeX's legitimate interests, as above.

3.3 Each Member acknowledges and agrees that the other Members will have the right to access and use for the purposes of the operation of the Contract Club (including resolution of Disputes in accordance with the escalation process in Clause 13.5 of the By-laws, and to give notice to any other Member in accordance with the Membership Agreement) any and all data relating to its Member Representatives contained in the Register of Members.

3.4 TeX will not share any Member Personal Data with anyone except that TeX may disclose such Personal Data:

- 3.4.1 to other Members in accordance with the Membership Agreement;
- 3.4.2 to third parties for administrative reasons, for example TeX's advisers and third parties providing services to TeX. Before sharing Personal Data with any such third party, TeX will require such third party to undertake to Process such Personal Data only in accordance with TeX's instructions and to provide guarantees in respect of the technical and organisational security measures protecting its data Processing activities; and/or
- 3.4.3 where there is a legitimate reason for disclosure or obligation to disclose, such as a Court order or to a Regulator, or to bring or defend legal proceedings.

4. TRANSFER OUTSIDE THE UK OR THE EUROPEAN ECONOMIC AREA

4.1 TeX will not transfer, Process or store Member Personal Data in a country outside the UK or the EEA unless:

- 4.1.1 there has been a finding by the European Commission that such country ensures an adequate level of protection for the rights and freedoms of data subjects in relation to the Processing of Personal Data transferred to such country;
- 4.1.2 TeX has first put in place Appropriate Safeguards for the transfer of Personal Data to controllers or processors (as appropriate) established outside the UK or the EEA; or
- 4.1.3 TeX has first put in place appropriate measures to ensure that such Personal Data is adequately protected by such other method as may be agreed from time to time by the Members affected by the proposed transfer (each Member acting on behalf of its Member Representatives) and TeX.

5. RIGHTS OF DATA SUBJECTS

- 5.1 Under Data Protection Laws, Member Representatives have the following data subject rights in relation to their Personal Data (in certain circumstances):
 - 5.1.1 right to have Personal Data rectified if inaccurate/incomplete;
 - 5.1.2 right to object to direct marketing;
 - 5.1.3 right to have Personal Data erased or removed, and where the Personal Data has been made public, that other controllers Processing the Personal Data also erase links to, or copy or replication of, such Personal Data;
 - 5.1.4 right to restrict the Processing of Personal Data;
 - 5.1.5 right of data portability, namely to obtain and reuse Personal Data for each Member Representative's own purposes across different services;
 - 5.1.6 right to not be subjected to automated decision making (including profiling) where it produces a legal effect or a similarly significant effect; and
 - 5.1.7 right to bring a civil action if there is a breach of the Data Protection Laws.
 - 5.2 Each Member Representative has the right to request access to the Personal Data held about him. As a data subject, each Member Representative has the right to ask TeX for a copy of the Personal Data about such Member Representative held by TeX.
 - 5.3 To exercise a data subject right under the Data Protection Laws, each Member Representative should make a request in writing to TeX's Company Secretary at Dakota House, 25 Falcon Court, Preston Farm Business Park, Stockton-on-Tees, TS18 3TY, UK.
 - 5.4 For the avoidance of doubt, a request made under this Paragraph 5 is a "Data Subject Request" for the purposes of Clause 9.8 of the By-laws.
- ## **6. SALE OF TEX'S BUSINESS**
- 6.1 In the unlikely event that any or all of the operations of TeX are sold or otherwise transferred to another entity (the "**Transferee**"), the Personal Data relating to each Member Representative may be transferred to the Transferee for its continued use, storage and Processing in accordance with this Privacy Policy.

7. CONTACT TEX AND COMPLAINTS

- 7.1 If any Member, or any Member Representative, has any queries in relation to this Privacy Policy, such Member or such Member Representative (as appropriate) should contact the TeX Company Secretary on 0044 (0)1642 666989 or at the address set out in Paragraph 5.3.
- 7.2 If any Member, or any Member Representative, is not happy with the way in which Personal Data is held or Processed by TeX, or if any Member, or any Member Representative is not satisfied with TeX's handling of any request in relation to the rights of data subjects, TeX request that in the first instance a complaint is made to the TeX Company Secretary at the contact details set out above. However, any Member, or Member Representative, always has the right to complain regarding data protection matters to the ICO. The ICO is the UK's independent body set up to uphold information rights. More about the ICO (including how to make a complaint) can be found on its website (<https://ico.org.uk/>).