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Code of Ethics and Conduct

CEC003 – 02/2016

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1. FOREWORD

GVC Gruppo Volontariato Civile Onlus, in its activities, has resolved, pursuant to Legislative Decree no. 231 of June 8th, 2001 (hereinafter: “Legislative Decree 231/2001”), to adopt a “Code of Ethics”. The document is, among other things, one of the essential documents of the “Model of organization, management and control” of the Association. It consists of a set of measures and preventive and disciplinary procedures intended to reduce the risk of the commission of crimes within the Association.

This “Code of Ethics and Conduct” is the updated version of the document dated 2013.

It is in charge of the “Internal Audit and Quality Service”, and in particular the Ethics Officer, the duty of supervising the proper application of the principles established in the present “Code of Ethics and Conduct”.

2. RECIPIENTS

The provisions of this “Code OF Ethics and Conduct” apply, without any exceptions to every member of GVC, its associates, its administrators and directors, its employees and cooperators at every level, its suppliers and all those who, directly or indirectly, permanently or temporarily, establish relations with the association and operate in pursuit of its goal (hereinafter collectively identified as “Recipients”).

These persons are therefore required to know the rules and abstain from any behavior contrary to them.

These persons must abstain from engaging in, cooperating with or giving cause for the engagement in behaviours that, though not criminal in themselves, could potentially become criminal.

Members of the organization are also required:

- to contact their superiors or the Internal Audit and Quality Service if they require clarification on the mode of application of the rules;
- promptly refer to their superiors or to the Internal Audit and Quality Service any news, learned directly or reported by others, regarding possible violations of the rules of the Code and any request made to violate them;
- cooperate with the structures assigned to control possible violations.

The Association will disseminate, verify and monitor this “Code of Ethics and Conduct”, and apply the relative sanctions in case of failure to comply with the provisions contained therein.

For this purpose, with regard to all the recipients of the Code, by virtue of their responsibilities, it will:

- inform them adequately about the commitments and obligations imposed by the “Code of Ethics and Conduct”;

- demand respect of the obligations directly concerning their activities;
- take appropriate initiatives internally and, if authorized, externally, in case of failure to fulfill the obligation to comply with the “Code of Ethics and Conduct.

3. ETHICAL PRINCIPLES AND BEHAVIOUR

3.1 General principle – Respect of the law

GVC recognizes respect of the laws in force in all the countries in which it operates as an essential principle.

The Recipients are required to respect the national and community laws in force, the regulations, internal codes and, where applicable, the rules of professional ethics.

Conduct in violation of those rules is never justified or tolerated.

3.2 Honesty and correctness

Honesty is the fundamental principle for all the activities of the Association, and is an essential element. The behaviour of the Recipients in the performance of their activities must therefore comply with criteria of correctness, cooperation and loyalty.

3.3 Prevention of corruption

The Association, in the performance of its activities, forbids any action towards or by third parties tending to promote or favour their own interests, take advantage or interfere with impartial and independent judgment.

For this purpose, it is committed to enacting any measures necessary to prevent and avoid cases of corruption and any other type of conduct capable of inducing or facilitating the danger of commission of the crimes foreseen by Leg.Decr.no.231/01.

In this connection, GVC does not allow payment or acceptance of sums of money, gives or favours to/from third parties in order to procure direct or indirect advantages to the Association.

In the sphere of these types of conduct it is forbidden, in particular, to:

- make promises or improper payments of money or other benefits of any kinds and nature to public officials or persons responsible for performing a public service or persons employed by them;
- give gifts or other tokens of any kind other than those usual for the Association at particular times of the year;
- accept gifts, tokens, pressure, recommendations or mention of any kind coming from public officials or persons responsible for performing public services.

3.4 Impartiality and conflict of interests

GVC, in all the decisions that affect its relations with the Recipients, agrees to avoid any discrimination on the basis of age, sex, sexual preference, health, race, nationality, political opinions and religious beliefs.

The Recipients must avoid situations and/or activities that could lead to conflicts of interest or that could interfere with their ability to make impartial decisions. In case of conflict of interests, they must abstain from contributing, directly or indirectly to any decision or resolution relative to the matter to which the conflict refers.

In case situations of potential conflicts should arise, it is mandatory to inform its own superior.

Furthermore, no employee or collaborator can obtain personal benefits in relation to the activity carried out on behalf of the Association.

3.5 Principle of loyalty and fidelity

GVC maintains a relationship of reciprocal trust and fidelity with each of the Recipients. All the Recipients must consider respect of the “Code of Ethics and Conduct” as an essential part of their obligations towards the Association.

The obligation of fidelity means, for every employee, the prohibition:

- 1) to accept occupations involving employment by others, consultation contracts or other responsibilities for the account of third parties that are incompatible with the activities performed for GVC, without its prior written authorization;
- 2) to perform activities that are in any way contrary to the interests of the Association or incompatible with the duties of their office.

3.6 Duty and responsibility

The relationships among cooperators and/or employees will be carried out in accordance with the criteria of civil cohabitation, transparency, confidence and integrity with reciprocal respect and by pledging the protection of the law and the liberty of the persons.

The relationships among the different positions within the Association must conform to the criteria of loyalty and correctness and must be inspired by the criterion of the shared responsibility and as mutual goal the interest of the Association in order to contribute together to the pursuit of its aims.

The responsible of each activity must exercise the powers related to its proxy, they must also respect and warrant the dignity of their own collaborators and favour their professional growth.

The Association does not tolerate any conduct that, directly or indirectly, cause offense or denigration because of race, religion, language, sex, sexual preference, nationality, origin reasons, or depicts discriminatory behaviours.

3.7 Human resources

GVC recognizes the central significance of its human resources and the importance of establishing and maintaining relations with them based on reciprocal trust.

For this reason, the Association, in managing its relationships of employment and cooperation, always respects the workers' rights and fully valorizes their contribution, with a view to promoting their development and professional growth. GVC promotes programs of updating and training designed to valorize specific professional skills and preserve and add to those acquired during their cooperation.

The Association also undertakes to consolidate and spread the culture of safety, to raise the awareness of risks and promoting responsible behaviours by all the Recipients, in order to preserve their health, safety and physical integrity.

GVC agrees to employ the staff in Italy and abroad with regular employment contract, in line with the professional figure of the different organizational area of the head-office in Italy and abroad in accordance with the criteria of the Civil Code and the workers' statute of rights and for the local staff in accordance with the regulations in force of the countries where it works as well.

The Association does not tolerate any sort of "illegal work" or "illegal wage".

When the employer-employee relationship is established each employee and cooperator receive accurate information about: 1) duty and task features ; 2) normative and wage rudiments as regulated by the employment contract that can be applied to the employees and/or cooperators; 3) to insure that the working activity will be carried out in a safe and healthy environment by the adoption of rules and procedures.

On recruitment the contents of this "Code of Ethics and Conduct" and of the "Anti-fraud Policy", adopted by the Association to prevent the commission of crimes will be made clear and recognizable.

In the personnel management GVC undertakes also:

- To give equal opportunities of employment without any race, sex, sexual preference, age, physical or psychical handicaps, nationality, religious creed, political or union belonging discriminations; the only limitation at such respect could be given from particular safety situations or difficulties in the countries where the personnel shall work.
- To ensure the protection of the right to privacy of the employees and their right to work without being conditioned in any illicit way.
- To inform carefully the personnel about the life and safety condition of the countries where the employee or cooperator are supposed to work, and the sanitary and prophylaxis measures to follow as well. GVC equally demands from its head-office personnel and its cooperators in Italy and abroad as well, the observance of the person's fundamental rights and a respectful behaviour

towards the customs, culture and local creeds that always reflect the dignity of their role in line with the ethical criteria of the Association.

GVC demands that nobody will be subjected by violence, threats, deceit, abuse of power, abuse of a physic or psychic inferiority condition or a state of necessity during in and out house employer-employee relations. GVC does not tolerate any sort of molestation even sexual.

Any behaviour that could assume a shape of moral violence and/or psychological persecution which aim is to cause offence to the personality, dignity and to the psychophysical wellbeing of the employees and to endanger the employment or to degrade the work atmosphere (mobbing) is especially forbidden.

Operators at all levels will maintain a professional and mannerly behaviour in representing the Association with the public, governments, donors, partner organisations and beneficiaries. Behaviour that causes damage, also pertaining to the Association's image or reputation, is to be avoided. It must be remembered that operators are representing the Association also during non-working hours. For this reason the private life of operators cannot be in open contradiction to the mandate and the principles of the Association and must be appropriate in the context accordingly. Operators are also asked to dress appropriately and respectfully in regards to their colleagues, partners and towards local customs, cultures and beliefs.

3.8 Promotion of active voluntary activities

Il GVC ritiene che il volontariato in Italia e all'estero sia una componente fondamentale e imprescindibile delle proprie attività. I volontari svolgono un ruolo fondamentale nell'opera di informazione e di sensibilizzazione dell'opinione pubblica e nella diffusione di una cultura di pace (attraverso la partecipazione a conferenze, incontri nelle scuole, in luoghi di lavoro...) e nell'attività di raccolta fondi (banchetti promozionali, organizzazione di eventi ad hoc, presentazione di progetti specifici agli enti locali...).

GVC believes that the voluntary activities in Italy and abroad are an essential and an indispensable element of its action. Volunteers carry out a fundamental role by information and awakening works of public opinion and by spreading the culture of peace (taking part to conferences, meetings in schools and workplaces ...) and carrying out fund-raising activities (promotional desks, organization of events ad hoc, presentation of specific project to local authorities...).

Trained volunteers can also be involved in humanitarian projects abroad supporting specific activities in cooperation with local partners.

3.9 Abuse of alcohol or use of drugs

All employees or cooperators of GVC must abstain from performing their activities under the effects of alcohol or drugs or similar substances, and from consuming such substances on the job.

3.10 Smoking

Smoking is not permitted in those places where it could generate hazards for the health and safety of others.

3.11 Transparency and completeness of information

GVC agrees to inform all the Recipients in a clear and transparent way relative to their situation and performance with regard to the relationship established with them, without favouring any interest group or single individual.

3.12 Confidential information and safeguarding of personal data

The use that will be made of the data archived in databases and hard copy files will be used by the Association exclusively for purposes having to do with the exercise of its activities. The Recipients are required to safeguard the confidentiality of such data and take steps to ensure respect of that all the requisites of the law on the subject of privacy (Leg.Decr.no. 196 of 30/06/2003) also outlined in the “Program Document on Security with regard to the protection of personal data” approved by the Board of Directors.

3.13 Environmental safeguards

GVC encourages performance of its activities with correct use of resources and respect for the environment. The Recipients, in the performance of their functions, agree to respect the regulations in force on the subject of environmental safeguards and protection.

3.14 Protection of corporate equity

The Recipients are directly and personally responsible for the protection and conservation of the property, whether tangible or intangible, and resources, also whether tangible or intangible, entrusted to them to perform their duties and must accurately document their use. Each employee or cooperator must use carefully and thriftily properties, equipment and tools that have been trusted to them, by avoiding improper use of properties for aims that are not connected to their duties and work. They are also responsible for their use in ways conforming to the interests of the Association.

The Association promote research and innovation activities by all employees and cooperators as part of their function and according to their responsibilities. The intellectual achievement of such activity is a central and indispensable heritage and all employee and cooperators are required to contribute actively to production, management and safeguard of such heritage in order to enable its development, protection and enhancement.

3.15 Accounting and management information

All transactions and operations performed must be adequately recorded and it must be possible to ascertain the decisional process and authorization of each. For every operation there must be adequate documentary support in order to perform the audits that certify the characteristics and reasons for the operations and make it possible to identify who authorized it, performed it, recorded it and checked it. The information that serves for accounting purposes, whether general or detailed, must comply with principles of clarity, transparency, correctness, completeness and accuracy.

It is strictly forbidden to hinder the progress of inspection or audit activities legally attributed to the administrative body or to the auditing company.

It is strictly forbidden to hinder in any way the progress of public or inspection authorities during the audits and inspections.

3.16 Money-laundering

GVC must not in any way and under any circumstances be implicated in episodes relative to money laundering or recycling of money from illicit or criminal activities. The Association agrees to respect all the laws and provisions, whether national or international, on the subject of money laundering.

Before establishing relations or stipulating contracts with partners in business dealings, the Recipients are required to make sure of the reputation of the other party.

4. ETHICAL RULES TOWARDS OTHERS

4.1 Relationships with donors

The Association uses public and private funding to implement its activities in Italy and abroad.

Relations with donors are based on maximum fairness and transparency.

Money transfers must be made on bank accounts of the Association.

Transfers on accounts registered to individuals are not allowed, unless exceptional circumstances so require. In this case, the authorization of the President is necessary.

In the relationship with public donors, both in Italy and abroad, it is forbidden to give, offer or promise money or other benefits or favours that can reasonably be interpreted as exceeding the normal standards of courtesy.

It is also forbidden to exercise illegal pressure against officials, managers, officers, government employees, both Italian and foreign, or community and international organisms, or their relatives or partners.

By participating in calls for achieving grants, contributions or funding from national, community or international organisms, GVC staff, according to their competences, responsibilities and powers, is obliged to form, screen and provide declarations and / or authentic and truthful documents. Private companies intending to participate in humanitarian projects, also through the provision of goods or services, are required by the Association to respect human rights, workers' rights and the environment. The Association declines material donations and money transfers from companies that produce or trade in the weapon industry, pornography and anything else pertaining to the degradation of the human person and the environment.

4.2 Relationships with partners

For the performance of its activities, the Association can operate with local, public and/or private partners, i.e. non-profit organizations and associations in the beneficiary countries, regularly established and independent, that base their action on the same ethical principles as the Association.

The Association does not accept relationships of dependence with for-profit entities or to be connected to their interests in any way. Local partners can also be public as long as they guarantee the Association liberty of action and decision in regards to the Association's stated objectives and goals. The Association favours the emergence of local organisations by enhancing and developing capacities and competences of single individuals as well as communities, also with the aim of giving continuance to the humanitarian action.

4.3 Relationships with suppliers

The selection of suppliers and the stipulation of the purchase terms must be made on the basis of an objective and transparent evaluation that takes account, among other things, of the price, the ability to supply and guarantee services of adequate level and possession of the necessary requisites.

The choice of suppliers and the purchase of goods, works and services are carried out according to objective evaluations that respect the principles of competition, quality, cost, price, integrity, as expressed and regulated in the Association's procedures. The Recipients are to withhold to these principles as well as to the rules stated by the Association concerning supplies.

GVC's adoption of a "Code of Ethics and Conduct" must be clearly stated in all contracts stipulated by GVC and all stakeholders must abide to this Code. The envisaged procedure concerning the purchase goods, works and services defines how suppliers must abide to the "Code of Ethics and Conduct".

4.4 Relationships with the Public Administration and Public Institutions

The acceptance of commitments with the Public Administration and Public Institutions is restricted exclusively to the Board of Directors of the Association or its representatives.

The Recipients must not promise or offer to Public Officials or employees in general of Public Offices or Institutions, or their relatives, whether Italian or from other countries, payments, goods and/or other advantages to promote or favour the interests of GVC.

When a relationship with the Public Administration is about to get under way or is in progress, the Recipients or third parties that represent the Association must not attempt to influence the decisions of the other party inappropriately, or those of the officials that negotiate or make decisions on behalf of the Public Administration or Institutions.

In all relations with Public Administration or Institutions, GVC agrees to implement fully and scrupulously all the applicable standards and regulations. When participating in contract bidding for the Public Administration or Public Institutions, the Recipients must operate in full respect of the law and correct business practice.

PRECAUTIONS IN RELATIONS WITH THE PUBLIC ADMINISTRATION

The Recipients shall abstain from engaging in relations with the Public Administration in representation or on behalf of the Association, for reasons having nothing to do with professional ones and not connected with the areas and functions assigned.

Recipients who, by reason of their position or function or instructions, interact with the Public Administration shall abstain from using any privileged contacts – even if legitimate – or personal acquaintances acquired also outside the professional sphere.

Proceedings

Relations with the Public Administration for the areas of activity at risk are managed in a unified manner, proceeding with the appointment of a specific manager for every file or group of files (if they are particularly repetitive) handled in the area of activities at risk.

Where relations with the Public Administration are handled by an employee or cooperator lacking specific powers or proxies, the latter shall:

- a) report promptly and fully to its supervisor on the progress of the proceedings;
- b) communicate, without delay to its supervisor, who in turn will report to the Internal Audit and Quality Service, any behavior by the public counterpart tending to demand favors, illicit payments of money and other benefits even for third parties.

Conflicts of interest

General rules

Anyone who discovers or learns of the existence of a situation of conflict of interests must report it immediately to its own superior for the appropriate evaluation and recommendation.

It is strictly forbidden the acceptance by the operators of money or favours by third parties for advices or services rendered in connection with their relation to the Association.

Family relationships:

All decision concerning the Association's activity (supply contracts, partnership, personnel recruitment, etc.) must be taken according to the opportunities given and must therefore be based on sound assessments and never on personal interests or benefits whether direct or indirect.

Anyone who discovers or learns of the existence of a situation of conflict of interests between one of the Recipients and the Association, must report it immediately in

writing to the Internal Audit and Quality Service specifying – if known – the nature, terms, origin and extent.

Anyone in a situation of conflict, moreover, shall abstain from participating in decisions regarding matters in which such conflict exists or could arise.

Signing of contracts

The procedure for the signing of contracts is carried out in compliance with the principles and procedures of the Association.

No exceptions are allowed from the standard economic and juridical contract terms unless previously authorized.

Contract conditions

Any dispensation from these conditions are submitted and motivated in written form by the person responsible and approved, in writing, by the responsible of the unit or a delegate. This procedure is not required if the possible dispensation and its limitations have already been defined by the competent bodies during the stipulation of the contract. Texts of contracts not pertaining to the standard models are subject to the pre-approval of the competent unit.

Fulfillment: technical and economic evaluations

Correct fulfillment of contracts is always verified by the appropriate unit in accordance with the Association's procedures.

In particular, evaluation of the technical conditions and economic aspects is made by the appropriate unit with accurate inspections and audits of the effective situation, respecting the criteria and principles used.

Payment

Operations involving the use or employment of economic or financial resources have an expressed cause and are documented and recorded in compliance with the principles of professional and accounting correctness, with a verifiable decisional process.

The use of financial resources is motivated by the person requiring them, who responds also for their congruity. Those persons who are authorized to make expenditures on behalf of the Association have the obligation to account for them.

Selection of contractual counterparties

Contractual counterparties, including employees and consultants, must be chosen by the appropriate unit in accordance with the principle of transparency and the specific procedure.

As regards consultants, where possible, in consideration of the nature and characteristics of the services required, the choice will be made from the list of consultants accredited by the Association, prepared by the appropriate unit.

If consultant services are contracted with subjects not included in this list, the selection must be accompanied by an explanation of the reason.

Payment of fees

Payment of fees to lawyers and external consultants is subject to the evaluation of the quality of the service and consequent congruity of the fee requested in accordance with the Association's procedure. In any case, it is not admissible to pay fees to external consultants that are not adequately justified in relation to the type of service to be performed and the local practices in the country where the service is given.

If required, payment of fees can also be made in other countries from that of resident of the consultant, but only if the Italian and foreign fiscal and currency regulations are respected.

Control of information

Any data and information provided outside must be weighed and authorized by the unit that has produced or processes the data.

Where possible, it is preferable to use information contained in communications that have already been published.

In particular, declarations made to public, national or EU organizations, for the purpose of obtaining funding, contributions or financing, shall contain only absolutely true information. Copies shall be kept of all the relative documentation.

Granting of public funds

Issuance of insurance coverage or bank guarantees necessary to obtain public funding shall be made by the unit appointed for this task, in respect of the specific procedures envisaged by the Association.

Inspections

In case of judicial, fiscal and administrative inspections, the persons assigned to this function by the responsible of the appropriate unit shall participate. The communication of any inspection must be reported to the Internal Audit and Quality Service. The appointed persons shall request a copy of the report drafted by the authority, where available.

4.5 Contributions

GVC does not, in principle, allocate contributions to parties, committees, political organizations or trade unions.

Any contribution may be allocated in strict compliance with the laws in force to non-profit associations with regular by-laws and articles of association, of high cultural or charitable value at national level.

4.6 Press and media

Relations between GVC and the mass-media are in charge of the function expressly appointed and must be handled coherently with the communication policy defined by the Association. The participation, in the name of the Association or on its behalf, in committees and associations of any kind, whether scientific, cultural or related to interest groups, must be duly authorized by the appropriate unit. Any information and communication provided must be truthful, complete, accurate and uniform throughout.

5. PROHIBITION OF CRIMINAL CONDUCTS THAT CAN INVOLVE THE ASSOCIATION IN ANY CRIMINAL PROCEEDINGS PURSUANT TO LEGISLATIVE DECREE 231/2001

5.1 Introduction

This “Code of Ethics and Conduct”, while respecting the specific function of orientation of the conduct of business by the Recipients towards high ethical standards, is at the same time a primary and fundamental element of the “Model of organization, management and control” adopted by GVC pursuant to art. 6 and 7 of Legislative Decree 231/2001.

The Association therefore deems that it must expressly prohibit any criminal conduct that could cause involvement it in criminal charges pursuant to Legislative Decree 231/2001.

Two specifications, however, must be made.

First of all, the following cases are cited in full: art. 24 (*Improper receipt of payments, fraud of the government or public office or for the receipt of public payments and information fraud against the government or a public office*), 25 (*Extortion and corruption*) and 25b (*Corporate crimes*) of Legislative Decree 231/2001, as these are crimes that, realistically could occur in relation to the activity of GVC.

Of the other cases cited in art. 25a (*Counterfeiting money, public credit papers and tax stamps*), 25c and 25d (*Crimes for purposes of terrorism and subversion of democracy*) of Legislative Decree 231/2001, in any case, the prohibition against their commission remains.

Then, in the subsequent paragraphs, we will not refer to those cases of crimes that require, by their active subject, the position of “public official” or “person in charge of a public service”, that cannot exist in any case, in view of the juridical nature of the Association. In particular they concern cases of extortion and corruption – also in judicial acts and instigation pursuant to art. 322 of the Penal Code – so-called passive extortion and corruption.

Under a related profile, finally, it should also be clarified that the corporate crimes foreseen by art. 25c of Legislative Decree 231/2001 are “proper” crimes as they postulate a particular position of the acting subject (administrator, auditor, employee, cooperator, etc.).

Therefore, while referring generically to the Recipients, the prohibitions of conduct are intended mainly as referring to those persons.

Any violation of the above specified prohibitions is absolutely contrary to the interests of GVC.

5.2 Prohibition to commit property crimes against the Public Administration

Art. 24 of Legislative Decree 231/2001 cites the following crimes: undue receipt of funds (art. 316b of the Penal Code), defrauding the government or a public office (art. 640 of the Penal Code) or for the receipt of public funds (art. 640a of the Penal Code) and information fraud of the government or a public office (art. 640b of the Penal Code).

Therefore Recipients:

- may not unduly receive, for themselves or others, by the use or presentation of false declaration or documents, or certification of falsehoods, or through the omission of required information, contributions, funds, facilitated loans or other disbursements of the same kind, however they may be defined, granted or awarded by the government, other public offices or the European Community;
- may not procure for themselves or others any undue profit with the damage of others, falsehoods or frauds, inducing anyone into error, if the fact is committed against the government or another public office;
- may not procure for themselves or others any undue profit with the damage of others, falsehoods or frauds, inducing anyone into error, if the fact concerns contributions, funds, facilitated loans or other funds of the same kind, however they may be defined, granted or awarded by the government or other public offices, or by the European Community;
- may not procure for themselves or others any undue profit with the damage of others by altering in any way the operation of a computer or telematics system or intervening without the right in any way on data, information or programs contained in a computer or telematics system, if the fact is committed against the government or another public office.

5.3 Prohibition to commit crimes against the impartiality of the Public Administration

Art. 25 of Legislative Decree 231/2001 cites the following crimes: malfeasance (art. 317 of the Penal Code), corruption (art. 318 and 319 of the Penal Code), judicial corruption (art. 319b of the Penal Code.), instigation to corruption (art. 322 of the Penal Code).

Therefore Recipients:

- must not give or promise to public officers or persons in charge of a public service any money or other benefits to induce them to perform an official action or for an official action already performed;
- must not give or promise to public officers or persons in charge of a public service any money or other benefits to induce them to omit or delay, or for having omitted or delayed, an action contrary to the duties of their office;
- must not give or promise to public officers or persons in charge of a public service any money or other benefits to induce them to perform or omit an official action or an action contrary to the duties of their office, in order to favour or damage a party in a civil, criminal or administrative trial.

5.4 Prohibition to commit numery falsifications

Art. 25a of Legislative Decree 231/2001 cites the following crimes: art. 453 of the Penal Code (Counterfeiting of coins, spending and introducing into the country, by agreement, counterfeit coins), 454 of the Penal Code (Alteration of coins), 455 of the Penal Code (Spending and introducing into the country, without agreement, counterfeit coins), 457 of the Penal Code (Spending of counterfeit coins received in good faith), 459 of the Penal Code (Counterfeiting tax stamps, introduction into the country, purchase, possession or circulation of counterfeit tax stamps), 460 of the Penal Code (Counterfeiting of filigreed paper in use for the fabrication of bank notes or tax stamps), 461 of the Penal Code (Production or possession of filigrees or tools to falsify coins, tax stamps or bills) and 464 of the Penal Code (Use of counterfeit or altered tax stamps).

The Recipients shall not commit any of the above crimes.

5.5 Prohibition to commit corporate crimes

Art. 25b of Legislative Decree 231/2001 cites the following crimes: false corporate communications (art. 2621 of the Civil Code), false corporate communications to the damage of the shareholders or creditors (art. 2622 C.C.), false statement (art. 2623 C.C.), preventing control (art. 2625 C.C.), undue return of conferrals (art. 2626 C.C.), illegal division of profits and reserves (art. 2627 C.C.), operations prejudicial to creditors (art. 2629 C.C.), fictitious capital formation (art. 2632 C.C.), improper division of corporate property by the liquidators (art. 2633 C.C.), illicit influence over the shareholders' meeting (art. 2636 C.C.).

Therefore the Recipients, where endowed with the qualifications required by law:

- must not, with the intention of deceiving the members of the administration or the public in order to obtain an unjust profit for themselves or others, report in financial statements, press releases or other corporate communications envisaged by law, addressed to the Board of Directors, untrue material facts even when subject to evaluation, or omit information required by law on the economic, equity and financial situation of the Association (even if the information concern property owned or managed on behalf of third parties), in such a way as to induce the Recipients into error on those situations, causing financial damage to the Association or its creditors;

- must not, in order to obtain an unjust profit for themselves or others, write in reports or other communications, false information or conceal information concerning the economic, equity or financial situation of the Association or entity subject to auditing, aware of the falsity or intent to deceive the information addresses , so as to induce this last into error about the said situation;
- must not, by concealing documents or in other ways, prevent or hinder the performance of the control or auditing activities legally attributed to the corporate bodies;
- must not distribute profits or advances on profits not effectively earned or assigned by law to reserves, or distribute reserves, even when not established with profits which may not be distributed by law;
- must not, in violation of the provisions of the law safeguarding creditors, reduce the share capital, causing damage to the creditors;
- must not, even in part, form or increase GVC's fund fictitiously;
- must not, by distributing the Association's assets before the payment to creditors or provision of fund necessary to pay them, cause damage to creditors;
- must not, through simulated or fraudulent actions, determine a majority in the members' meeting in order to obtain an unjust profit for themselves or others;
- must comply scrupulously with all provisions of the law safeguarding the integrity and effective value of the share capital and always behave in respect of the internal procedures based on those laws, so as not to damage the creditors' guarantees or those of others in general;
- must ensure the regular operation of the Association and its corporate bodies, guaranteeing and facilitating every form of management control provided by law, as well as the free and correct will of the corporate bodies;
- must comply with the rules for correct formation of the price of financial instruments without engaging in actions that could cause a noticeable alteration with respect to the correct market situation;
- must abstain from performing simulated or otherwise fraudulent actions, or spreading false or imprecise information, which may cause a noticeable alteration in the price of the financial instruments;
- must make, promptly, correctly and in good faith, all the communications required by law and regulations to the supervisory authorities, without creating obstacles to the exercise of their control functions;
- must act in a correct and truthful way towards press and media and towards financial analysts.

The Recipients shall enable accounting firms to exercise the powers entrusted to them by law. In particular, they shall guarantee the right to proceed at any time with inspections and audits.

5.6 Prohibition to commit crimes for purposes of terrorism

Art. 25c of Legislative Decree 231/2001 calls the crimes for purposes of terrorism and subversion of the democratic order as provided by the Penal Code and special laws, and in any case committed in violation of art. 2 of the Convention of New York.

Therefore, the Recipients shall not commit any of the above mentioned crimes.

5.7 Prohibition to commit crimes against individual freedom

Art. 25d of Legislative Decree 231/2001 calls the crimes of reduction to slavery or maintenance in slavery (art. 600 of the Penal Code), child prostitution (600a of the Penal Code), child pornography (600b of the Penal Code.), possession of pornographic material (600c of the Penal Code), tourism aimed at the exploitation of prostitution (600d of the Penal Code), trafficking (601 of the Penal Code) and the purchase and sale of slaves (602 of the Penal Code).

The Recipients shall not commit any of the above crimes.

6. ACTIVITIES OF CONTROL AND REPRESSION OF VIOLATIONS

6.1 Internal controls

The Association's units assigned to the function of control and supervision on performance connected with the activities mentioned in the preceding articles pay particular attention to the implementation of those actions and report immediately to the Internal Audit and Quality Service in case of any irregularity.

While the Internal Audit and Quality Service retains discretionary power to undertake specific controls, even in case of reports received, it conducts periodical spot checks on the activities of the Association in order to verify the correct performance of those actions in relation to the procedures envisaged.

To perform this activity, the Internal Audit and Quality Service is ensured free access to all the relevant documentation.

6.2 Reimbursement of damages

If any of the Recipients has engaged in criminal conduct under the terms of Leg.Decr. 231/2001, the legal office, if it deems there is sufficient evidence to prove the damage incurred and the responsibility of the Recipient, will undertake, without any delay, an action for damages.

6.3 Disciplinary actions

If any employee has engaged in conduct that:

a) could be considered criminal according to the terms of Leg. Decr. 231/2001, or even only attempted it, or

b) violates the standards of the Model,

the Human Resources Unit, if it deems there is sufficient evidence to prove the responsibility of the employee, shall undertake on its own initiative or at the request of the Internal Audit and Quality Service, a disciplinary action.

7. MODE OF IMPLEMENTATION

7.1 Ethics Officer

The Ethics Officer is the person appointed to verify implementation and application of the “Code of Ethics and Conduct” and for this activity responds to the Responsible of the Internal Audit and Quality Service. The Ethics Officer, when deemed advisable by such Responsible, may report on its activities to the Board of Directors and/or Board of Auditors.

The Ethics Officer has the following duties:

- to undertake actions to disseminate the “Code of Ethics and Conduct”;
- to verify periodically the application and respect of the “Code of Ethics and Conduct”;
- to propose to the Internal Audit and Quality Service amendments and changes to the “Code of Ethics and Conduct”;
- to receive reports of violations of the “Code of Ethics and Conduct” and investigate them, on the recommendation of the Responsible of the Internal Audit and Quality Service;
- to perform advisory function about the application of sanctions.

For its activity, the Ethics Officer will be assisted by the necessary resources, appointed as needed.

All employees and cooperators of GVC are required to cooperate with the Ethics Officer, providing documentation when necessary for the performance of the required activities.

In case of doubt about the legitimacy of certain behaviour, its questionable ethical value or contrast with the “Code of Ethics and Conduct”, Recipients can contact the Ethics Officer.

Reports of possible illicit actions by the Recipients must be made in writing and can be forwarded either to its own superior or to the Ethics Officer by mail to the offices of GVC Gruppo Volontariato Civile Onlus, Via F. Baracca 3, 40133 Bologna (BO) or by email to: responsabiletico@gvc-italia.org.

Absolute confidentiality will be maintained with regard to reports received.

7.2 Dissemination of the Code of Ethics and Conduct

The Ethics Office delivers the “Code of Ethics and Conduct” to the Recipients through:

- e-mail and/or fax and/or mail and/or hand delivery and/or via internet – to the employees and cooperators of the Association wherever they work, in Italy and abroad, clearly reporting that the “Code of Ethics and Conduct” is binding for all Recipients; the delivery of the document can also be made through persons appointed;

- posting on a place accessible to all the employees and cooperators, pursuant to and by the effects of art. 7, clause 1 of law no. 300/1970;
- organization, whenever necessary, of an informative/training meeting to which all the employees and cooperators of the Association will be invited, as well as if deemed necessary, also third parties who cooperate in any way with GVC, for the purpose of illustrating any new ethically relevant elements. Minutes will be taken of the meeting, with the indication of the persons attending and the topics discussed;
- information to external collaborators and suppliers of the existence of the “Code of Ethics and Conduct”;
- control of inclusion in contracts stipulated by the Association of a clause informing others of the existence of the “Code of Ethics and Conduct”, stating the following: *“Code of Ethics and Conduct: GVC, in the performance of its activities and management of its relationships refers to the contents of its Code of Ethics and Conduct. Violations of the provisions contained in the Code of Ethics and Conduct by other contractual party may make it necessary, depending on the gravity of the violation, to terminate this contract and demand payment of damages”*.

8. VIOLATIONS OF THE CODE OF ETHICS AND CONDUCT – SANCTIONS

8.1 Introduction

Any behaviour contrary to the provisions of the “Code of Ethics and Conduct” will be prosecuted and sanctioned, as contrary to the GVC’s principles.

Violations of the provisions of the “Code of Ethics and Conduct” damage the fiduciary relationship of the violator with the Association and is ground for disciplinary action: the application of disciplinary sanctions is separate from any possible criminal charges and suit.

Sanctions for violations of the “Code of Ethics and Conduct” will be commensurate with the type of violation and its consequences for GVC and will be applied in respect of the applicable regulations and the National Collective Labor Agreements in force.

With reference to the sanctions applicable to administrators, directors, employees and cooperators of the Association, we specify that the commission or attempted commission of crimes against art. 24, 25, 25a, 25b, 25c and 25d of Legislative Decree 231/2001, are grave violations of discipline. As regards independent workers and third parties, violations of the provisions of this “Code of Ethics and Conduct” may necessitate termination of the contract pursuant to art. 1453 of the Italian Civil Code.

8.2 Sanction applicable to employees

Any behaviour of employees that violates the behavioural or procedural rules contained in this “Code of Ethics and Conduct”, must be handled as a disciplinary violation and sanctioned in accordance with the applicable regulations.

In particular, the employee may receive a written or verbal reprimand, a fine, suspension from work and salary, dismissal with indemnity in lieu of notice, dismissal without notice.

The sanction will be applied by the Board of Directors, based on the non-binding opinion of the Internal Audit and Quality Service.

8.3 Sanctions applicable to members of the Board of Directors

If violations of this “Code of Ethics and Conduct” are committed by one or more members of the Board of Directors, the Ethics Officer shall inform the Responsible of the Internal Audit and Quality Service, expressing an opinion on the gravity of the violation.

The Board of Directors, following the recommendations of the Responsible of the Internal Audit and Quality Service, will provide to apply the proper measures. The member or members of the Board of Directors guilty of the violation will be required to abstain from voting on the relative resolutions.

If the violations are committed by a number of members of the Board of Directors that makes it impossible for this body to resolve on the matter, the Ethics Officer, on the advice of the Responsible of the Internal Audit and Quality Service, shall undertake action as required by the law and by-laws.

8.4 Sanctions applicable to others

Actions by others in contrast with the provisions of this “Code of Ethics and Conduct” can be sanctioned with termination of the contract, pursuant to art. 1453 of the Italian Civil Code and claim for damages.

9. RELATIONSHIPS BETWEEN THE CODE OF ETHICS AND CONDUCT AND THE “MODEL OF ORGANIZATION, MANAGEMENT AND CONTROL” PURSUANT TO LEGISLATIVE DECREE 231/2001

The adoption of ethical principles in the conduct of its activities is an essential element of the internal auditing system of GVC and, in particular, of the system of preventive crime control adopted by the Association (“Model of organization, management and control” pursuant to Legislative Decree 231/2001).

A strategy based on the principle of moral integrity allows to establish a solid standard of conduct. While the only adoption of the principle complying with the law is based on the need to avoid legal sanctions, the principle of moral integrity is based on the idea of self-government and responsible behavior by management in compliance with guiding principles and ethical values.

The “Code of Ethics and Conduct”, though it can exist independently regardless of the adoption of a “Model of organization“ established pursuant to Legislative Decree

231/2001, is commonly considered an element relevant to it and in any case the starting point for its drafting.

GVC reacts, in any case, to violations of the rules of conduct, even if the conduct of the person is not a crime, that is, the behaviour itself is not criminal or does not involve any responsibility of the Association, according to the principles of Legislative Decree 231/2001.

