

*Attachment no. 5*

**CODE OF ETHICS**

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## **I -General principles**

### **Art. 1 Nature of the Code**

1. The Code of Ethics (hereinafter the “Code”) is an official document of the Accademia Nazionale di Santa Cecilia (hereinafter the “Accademia” or the “Fondazione”), approved by its Board of Directors, which includes the principles and rules of conduct the Accademia subscribes to in its pursuit of the objectives referred to in Article 2. In addition, the Code sets out the general rules that apply to all those involved with the Accademia in a business context.

### **Art. 2 Content and purpose**

1. The Code has as its main objective to declare and disseminate the values and rules of conduct to which the Accademia will make constant reference in the exercise of its business activities.

### **Art. 3 Recipients**

1. The recipients of this Code are as follows::

- a) the Accademia corporate bodies (the Assembly of Academicians, President-Superintendent, Academic Council, Board of Directors, Board of Statutory Auditors and Artistic Council);
- b) personnel (employees and free-lancers) of the Accademia Nazionale di Santa Cecilia;
- c) consultants and suppliers of goods and services, including professional services, and any person who undertakes activities for the Accademia without representing it.

### **Art. 4 Binding obligation**

1. The recipients of the Code, as delineated in Art. 3, are obliged to observe and respect its principles and to comply with its rules of conduct.

2. Knowledge of and adaptation to the requirements of the Code are a prerequisite for establishing and maintaining collaborative relationships with third parties, in respect of which the Accademia is committed to disseminating all related information.

3. Persons referred to under a) and b) of Art. 3 who violate the provisions of the Code shall be subject to sanctions under the disciplinary system that is part of the Model of Organization, Management and Control adopted by the Accademia under d.lgs n. (Legislative Decree No.) 231/01.

4. For persons referred to in letter c), the Accademia will consider, in view of the type of relationship, the opportunity to include termination clauses in contracts.

#### **Art. 5 Entry in force**

1. The Code enters force on the date of its approval by the Accademia Board of Directors; this date shall be reported in the copies to be disseminated.

#### **Art. 6 Publicizing the Code**

1. The Code is shared within the Accademia by delivering a copy to the persons in Art. 3.

2. A copy of the Code is posted on the internal bulletin board and is published on the Accademia intranet.

3. The Accademia carries on an appropriate ongoing employee training and awareness program regarding issues related to its Code of Ethics.

#### **Art. 7 Updating**

1. The Accademia Board of Directors has the right to modify, supplement and update the Code, providing immediate communication and information to those required to adhere to it.

## **Chapter II –General ethical principles**

#### **Art. 8 Fairness**

1. The Accademia Nazionale di Santa Cecilia shall ensure that all those working within it conform to its principles of fairness and honesty in performing their job functions, both internal and external, also in order to maintain the image and relationship of trust it has established with third parties in general ;

The Accademia shall also ensure that its employees, its free-lancers, and the members of the Fondazione's corporate bodies are not in conditions of conflict of interest.

### **Art. 9 Honesty in business affairs**

The Accademia staff must adopt a fair and honest attitude in the performance of their duties and in relations with other staff members; and they must avoid the pursuit of illegal or unlawful aims, or the generating of hypothetical conflicts of interest in order to gain an undue advantage for themselves or third parties.

The Fondazione's employees and its free-lancers may not carry out business affairs or other professional activities that compete with the Fondazione's interests and with the purposes it pursues, as indicated in the Statute and referred to herein, except with the Accademia's express authorization.

It is the duty of all employees, free-lancers, and members of the Fondazione's corporate bodies to avoid and prevent the occurrence of a conflict of interest. Anyone that should learn even of only the possibility of a conflict of interest must immediately inform the Corruption Prevention/Transparency Manager.

2. In no event shall the interest or benefit of the Accademia induce and/or justify dishonest behavior.

### **Art. 10 Clear and complete information**

1. The Accademia, which respects the principle of transparency, is committed to disclosing correct, accurate and complete information to third parties

### **Art. 11 Fair competition**

1. In compliance with national and EU legislation, the Accademia does not enter into conduct, nor sign agreements, with companies that may negatively affect the system of competition and equal opportunities in the market of reference.

2. The Accademia protects its intellectual property rights.

3. In the same way, the Accademia does not violate licensing agreements for the intellectual property of others and it makes no unauthorized use of such property.

### **Art. 12 Impartiality**

1. The Accademia is committed to the principles of impartiality and fairness, not only in the carrying out of duties delegated to individuals, but also in relations with its interlocutors.

### **Art. 13 Confidentiality and protection of privacy**

1. The Accademia pays special attention to the implementation of the provisions regarding the security and protection of personal data provided by the Legislative

Decree No. 196/2003 and subsequent changes/additions, by the Regulation UE No. 679 /2016 and by the Legislative Decree No. 101/2018.

2. In particular, it is forbidden to directly or indirectly

- disclose confidential information to third parties, including employees, unless there is legitimate need because of their work, and when they are not employees, if they have agreed it be kept confidential;
- use confidential information for purposes other than its intended use;
- make copies of documents containing such information, or remove documents or other archived information (or copies of same) from workstations, except in cases where it is necessary to perform specific tasks;
- conceal or destroy documents containing confidential information without just cause.

3. All internal documents, e-mails and other materials containing Accademia information, as well as all materials prepared with the use of said documents, are the property of the Accademia and must be returned to it upon request at the end of the employment relationship.

4. Any documentation that need not be retained must be destroyed in compliance with internal policies and, if it contains personal data, in accordance with the regulations contained in Legislative Decree No. 196/2003, in Regulation UE No. 679 /2016 and in Legislative Decree No. 101/2018

#### **Art. 14 Diligence and accuracy**

1. The Accademia is concerned that its staff fulfill their duties with the necessary diligence and accuracy, in accordance with the instructions issued by their superiors and/or management, and in general, with its standards of quality.

#### **Art. 15 Equity and equality**

1. The Accademia is intent on developing a spirit of belonging and condemns any form of discrimination and/or abuse in both internal and external relations.

#### **Art. 16 Hierarchical principle**

1. The Accademia complies with the principle according to which each person, based on the level of his or her position within the Fondazione organization chart, shall be assessed mainly by criteria of merit and is responsible and accountable for his or her own actions and omissions.

2. Those holding positions of management and representation, including at the operational level, exercise guidance, coordination and control of the activities of those under them and/or coordinated by them.

#### **Art. 17 Professionalism**

1. People working within the Accademia, or those to whom the Accademia itself entrusts the performance of certain services, must possess the required qualifications of competence, professionalism and experience.
2. With particular reference to its own staff, the Accademia carefully sustains their training, updating and professional growth.

#### **Art. 18 Protecting the environment**

1. The Accademia contributes to spreading awareness of the issues relating to protecting the environment and manages the activities entrusted to it in accordance with the national and EU legislation in force.
2. The Accademia takes every appropriate measure of protection and caution, and condemns any form of damage and impairment to the ecosystem.

### **Chapter III – Criteria for conduct**

#### **Art. 19 Partnership structure**

1. The Accademia shall ensure that its members do not put themselves at odds with its interests by pursuing their own or third party interests that are outside of and/or contrary to the activities of the Fondazione, or by adopting biased behavior operating in opposition to and conflict with Accademia interests.
2. The Accademia guarantees its members timely and comprehensive information, as well as transparency and accessibility to data and documentation.

#### **Art. 20 Board of Directors**

1. The Board of Directors carries out its duties with professionalism, autonomy, independence and responsibility with regard to the Accademia and its partners, creditors and third parties.
2. In compliance with the requirements of the law, the Directors are expected to avoid situations where they might cause conflicts of interest and to refrain from taking personal advantage of situations connected to the performance of their duties.



3. Any Director who, in a particular dealing, has a conflict of interest with the Accademia him- or herself or on behalf of a third party, must notify the other Directors, specifying the nature, terms, origin and extent of said conflict.
4. The Board of Directors undertakes to respect the values set out in this Code, and to promote their sharing and dissemination, even to third parties, along with the conduct requirements defined in the Model of Organization, Management and Control adopted by the Accademia.

#### **Art. 21 Board of Statutory Auditors**

1. The members of the Board of Statutory Auditors, who are formally appointed to office, fulfill their duties with impartiality, autonomy and independence, in order to ensure effective control.
2. Likewise, the Board handles information and dialogue between various internal and external bodies.
3. The Board is assured free access to the data, documentation and information necessary to carry out its duties.

#### **Art. 22 Supervisory Body**

1. The Accademia, in conformance with Legislative Decree No. 231/01 and subsequent changes/additions, established its Supervisory Body, which is granted wide-ranging autonomy in exercising its function.
2. The Supervisory Body is assured of free access to the data, documents and information necessary to fulfilling its function.

#### **Art. 23 Selection and hiring of staff**

1. In compliance with the International Labour Organization, the Accademia is committed to respecting fundamental human rights.
2. The Accademia offers all employees the same employment opportunities, doing so in such a way that everyone can enjoy equal treatment based on merit, without discrimination.
3. Therefore, in selecting and hiring employees the Accademia takes care to ensure respect for the values of equal opportunity and equality in line with the provisions of the relevant laws, with the Workers' Statute and with the CCNL (national collective bargaining agreement) in force.
4. This process includes verifying the match between the profiles of various candidates and internal needs, in compliance with the principles laid down by the legislature and by the favor obligatory towards staff belonging to protected

categories. Therefore, Accademia employees are forbidden to accept or solicit promises or payments in money, goods or benefits, inducements or services of any kind that could be directed towards furthering the hiring of a worker as an employee, or fostering his or her transfer or promotion.

5. The hiring of a selected candidate presupposes the regular signing, between the Accademia and the candidate, of the applicable employment contract, which must indicate all the basic elements of the relationship being established.

6. Should a person be hired who has had an employment relationship with a competing organization, the newly-hired person must respect any continuing legal and ethical obligations towards his or her former employer.

#### **Art. 24 Management of employment relations**

1. The working relationships that the Accademia establishes are informed by principles of mutual respect, fair treatment and meritocracy. In this sense, the Accademia Nazionale di Santa Cecilia opposes any form of favoritism or discrimination.

2. The management of the relationship and the type of contract chosen are based on a careful evaluation of the profile of the person being hired, taking into consideration the requests of the latter and adopting the flexible contracts offered by the legislation in force

3. Hierarchical power is exercised with full respect for the rights of staff, with objectivity and balance. Similarly, the staff extends its utmost cooperation in complying with the instructions issued by superiors, using maximum diligence and skill in carrying out the tasks assigned.

4. Staff members are obliged to be loyal to the Accademia, and may not accept employment with third parties or partnerships not authorized in advance, and may not engage in activities contrary to the interests of the Fondazione or incompatible with their official duties.

#### **Art. 25 Use of Fondazione assets**

1. Documents, tools, facilities, equipment and any other tangible and intangible property of the Accademia shall be used exclusively for realizing its institutional aims, in the manner it has established; they may not be used by employees for personal purposes, nor may they be transferred or made available to third parties, and they must be used and stored with the diligence used for one's personal property.

2. These assets include data relating to personnel, organization, financial and accounting, as well as all other information relating to Accademia business and employees.

#### **Art. 26 Non-acceptance of gifts and/or other benefits**

1. Accademia personnel are not authorized to accept from third parties, for themselves or others, any form of gift, compensation, benefit or service of any kind, including non-economic, aimed at influencing the performance of their duties.

#### **Art. 27 Career path**

1. The Accademia promotes the professional growth of its staff, taking into consideration their merit, skills, abilities, accrued experience and seniority within the Fondazione.

#### **Art. 28 Non-discrimination**

1. The Accademia ensures that none of its personnel engage in discrimination against a person with regard to his or her age, sex, ethnic origin, political and religious beliefs, state of health, sexual preferences, or other legally protected status, and it promotes the organization of meetings and/or events aimed at developing team spirit amongst personnel, along with awareness and mutual respect.

2. The Accademia punishes any manifestation, including the use of words or gestures, which is harassing, intimidating or offensive.

3. Any Accademia staff member who becomes aware of such situations must inform the President.

#### **Art. 29 Foreign Personnel**

1. In accordance with the provisions of law in force, the Accademia is committed:

- to not employing persons who do not possess a legal residence and work permit, or with a permit that is cancelled, revoked, or expired, and for which a renewal has not been applied for by the legal deadlines;
- to not engaging in any activities that encourage illegal immigrants to enter Italy.

### **Art. 30 Work safety**

1. The Accademia is scrupulous in complying with the rules regarding work safety and hygiene.
2. It constantly monitors its facilities to ensure the maximum safety and quality of its services.
3. Accademia employees and staff guarantee their maximum willingness to cooperate with managers or anyone else making inspections and controls on behalf of the authorities.
4. Should an Accademia staff member discover anomalies or irregularities in this regard, he or she must promptly inform the manager in charge of risk prevention and protection.
5. No Accademia employee should ever put other employees at unnecessary risk to their health or physical safety.
6. All those who work for the Accademia are responsible for proper management and compliance with the procedures adopted regarding the health and safety of the work environment.

## **Chapter IV – Relations with the Public Administration (P.A.)**

### **Art. 31 Guiding principles**

1. It is forbidden to give, offer or promise money or other benefits such as services, work or favors that could be reasonably interpreted as exceeding the normal standards of courtesy, or to exert illegal pressure on public officials, civil servants, directors, functionaries or employees of the Public Administration, or on public service organizations or their relatives or partners, whether Italian or foreign, to induce them to perform any act not conforming or contrary to their duties.
2. It is forbidden to induce someone to give or to promise unduly, to him or to a third party, money or another benefit.
3. In its relations with the Public Administration or with dealers in a public service, the Accademia must not be represented by third parties where it might create conflict of interest.

### **Art. 32 Public tenders and contracts**

1. When participating in public tenders, or as an entity contracting for the supply of goods and/or services, the Accademia maintains relationships that conform to the requirements of the tender notice and the laws in force.
2. It is forbidden for those who operate in the name of or on behalf of the Accademia Nazionale di Santa Cecilia to engage in pressure or other malicious

behavior in management, or in relations with the PA, or with private individuals participating in bidding, aimed at inducing them to take positions or decisions unlawfully favorable to the Fondazione, and in any case, contrary to the principles of this Code.

### **Art. 33 Relations with the Public Supervisory Authorities**

1. In its relations with the Public Supervisory Authorities, the Accademia Nazionale di Santa Cecilia ensures its maximum availability and collaboration, including during inspections and audits; it also, if necessary and/or requested, assures the production of full information, data and documentation in accordance with its principles of transparency, completeness and correctness in fulfilling its function as an institution.

### **Art. 34 Public funding**

1. In the event it participates in invitations to tender for obtaining funding provided by public, national and/or EU entities, it is forbidden to create any artifice or deception to unjustly obtain such funding, grants or allowances at the expense of the P.A., or to divert them from their restricted use.
2. The Accademia Nazionale di Santa Cecilia assures the correct use of public funds, including those from EU, in order to avoid illegal appropriation.

### **Art. 35 Relationship with the judicial authorities**

1. The Accademia actively cooperates with judicial authorities, law enforcement and any public official in the sphere of legal inspections, audits, investigations or proceedings.
2. It is expressly forbidden to promise gifts, money or other benefits to such judicial authorities or to those who materially perform the aforesaid inspections and audits, with the aim of lessening their objective judgment in the interest of the Fondazione.
3. It is expressly forbidden to exert pressure of any nature on persons called upon to make statements before the Judicial Authorities, to induce them to not make such statements or to make false declarations.
4. It is expressly forbidden to help anyone who has carried out a criminal act to evade the investigations of the authorities or to escape from search by the authorities

## **Chapter V – External relations**

### **Art. 36 General principles.**

1. Relationships with third parties are managed according to principles of full collaboration, availability, professionalism and transparency, while respecting confidentiality and protection of privacy in order to create the basis for a solid and lasting relationship of reciprocal trust.

### **Art. 37 Relations with suppliers, consultants**

1. The choice of suppliers is based on a careful technical and economic evaluation, taking into account the following parameters: analyses of the product, of the offer, of cost-effectiveness and of technical and professional competence and reliability.

2. The products and/or services provided must in any case be compliant and warranted by specific internal needs, justified and explained in writing by the respective managers competent to take on the commitment of expenditure, within the limits of the available budget.

3. Throughout the duration of ongoing supply relationships, the Accademia conducts business committed to the principles of good faith, transparency and respect for the values of fairness, impartiality, honesty and equal opportunity.

4. Before authorizing payment of the relative invoice, the Accademia will verify the quality, adequacy and timeliness of the service received and the fulfillment of all obligations assumed by the supplier

5. Relations between the Accademia and external consultants and collaborators are based on the same principles and selective criteria referred to in preceding paragraphs.

6. In order to protect its image and safeguard its resources, the Accademia does not enter into relationships of any kind with people who do not intend to work in strict compliance with the law or who refuse to comply with the values and principles underlying this Code.

7. In the event the Accademia must avail itself of professional services from a public employee, as a consultant, it must be in accordance with the legislation in force.

### **Art. 38 Trade unions**

1. The Accademia maintains constant relations with trade unions, to ensure participatory dialogue and shared decision-making with regard to social issues relating to the Accademia.

### **Art. 39 Partnership agreements**

1. The Accademia rejects any illegal form of association or membership agreement, whether national or foreign, that leads to committing a crime or to conduct that is against industry laws and regulations.

## **Chapter VI – Management of IT activities**

### **Art. 40 Management of documents, computer systems and data processing.**

1. It is prohibited to falsify electronic documents, whether public or private, in either form or content. It is also prohibited to make any use whatsoever of false computerized documents, as is the removal, destruction or concealment of real documents.

2. “Electronic document” means any computerized representation of legally important acts, facts or data.

3. It is forbidden to illegally access a computer or telecommunications system protected by security systems, or to stay connected to one against the wishes, expressed or implied, of the system proprietor.

4. It is forbidden to effect illegal retrieval, reproduction, dissemination, delivery or communication of codes, passwords or other means of access to a protected computer or telecommunications system, or even to provide information or instructions for that purpose.

5. It is forbidden to procure, produce, distribute, deliver or otherwise introduce into Fondazione or third party equipment, devices or programs that can damage their computer or telecommunication systems or the information contained in them, or to alter said systems’ operation in any way.

6. It is forbidden to intercept, impede or interrupt communications regarding one or more computer or telecommunication systems. It is also prohibited to reveal the contents of any intercepted information in any form, including partially, to third parties. It is also prohibited to install equipment designed to prevent, intercept or disrupt the communications described above.

7. It is forbidden to destroy, damage, delete, alter or suppress computer or telecommunication systems or the information, data or programs contained in them, whether they are privately owned or used by the state or by other public bodies, or pertain thereto, or are in any case of public utility.

8. It is forbidden to use any software that is unlicensed and without the SIAE stamp, which does not comply with copyright and intellectual property laws.

## Chapter VII – Copyright protection

### **Art. 41 Management of activities related to works or media protected by copyright laws.**

1. It is prohibited to illegally circulate to the public, through computer networks or through connections of any kind, all or part of a protected work of intellectual property.
2. It is prohibited to reproduce for profit the contents of a database in media not stamped by the SIAE, in violation of the author's exclusive rights to execution and authorization; it is also prohibited to transfer it to another media, to distribute it, communicate it, present it or show it in public in violation of said rights. In addition, it is forbidden to extract, reuse, distribute, sell or lease a database in violation of the rights of the maker or user.
3. It is prohibited to illegally duplicate, reproduce, transmit or distribute publically an intellectual work intended for television, film, the sale or rental of discs, tapes, analogue media or any other media containing audio or video recordings of musical works, films, or audio-visual works or sequences of moving images
4. It is forbidden to illegally reproduce, broadcast or publically distribute any literary, dramatic, scientific, educational, musical or dramatic-musical works, including multimedia works, or parts thereof, even if included in collective or composite works or databanks.
5. It is forbidden to sell, distribute, put on the market or grant any rights to project, transmit or make heard in public the works referred to in paragraphs 2, 3 and 4.
6. The activities under the previous point are prohibited when they concern any audio or video media without the SIAE stamp or with a false or altered stamp, in cases where affixing the stamp is required by law
7. It is prohibited, in the absence of an agreement with the distributor, to transmit or distribute by any method, an encrypted service received by means of equipment or parts of equipment used for decoding conditionally accessed broadcasts.
8. In the case of production or importation of media not subject to the stamp referred to in Art. 181 bis of the copyright law, it is obligatory to inform the SIAE, as required by law, of the data necessary for the unambiguous identification of said media.



## **Chapter VIII – Accounting and financial management**

### **Art. 42 Management of cash flow**

1. It is prohibited to substitute or transfer money, goods or other benefits from illegal activities or to perform, in relation to them, other operations that prevent identification of their origin. It is also prohibited to use such money, goods or benefits in the Accademia's economic or financial activities.
2. To that end, the Accademia and its employees must never be engaged or involved in activities that involve 'self-laundering' and 'laundering' (i.e. accepting and/or processing) the proceeds of criminal activities in any form or manner.
3. Available information (including financial information) about the Accademia's business partners and suppliers must be verified in advance, in order to ascertain the respectability and legitimacy of their activities before establishing any business relationship.
4. It is forbidden to put into circulation false or counterfeit banknotes, coins, credit cards, tax stamps and watermarked paper.
5. Anyone who receives payment in false or stolen banknotes, coins or credit cards for business transactions attributable to the Accademia is required to inform their superior, so that the appropriate charges may be filed.

### **Art. 43 Accounting records**

1. The Accademia provides a clear, correct and truthful representation of its accounting, made in accordance with the Civil Code, accounting principles and current tax and customs laws, so as to ensure transparent and timely verification.
2. The Accademia Nazionale di Santa Cecilia prevents the creation of false, incomplete or misleading records and ensures that no secret or non-registered funds are established or deposited in personal accounts, and that no invoices are issued for non-existent services.
3. All financial operations and transactions must be properly recorded, authorized, verifiable, legitimate, coherent and appropriate.
4. It must be possible to verify the process of deciding, authorizing and implementing each and every operation. To this end, there must be appropriate document support that allows for checking, at all times, the reasons for the operation as well as who authorized, performed, recorded and verified it.
5. It is expressly forbidden – to directors and auditors in particular – to represent material facts which are not true in budgets, corporate books and in direct communications to partners and/or third parties, or to omit information required by law regarding the economic, capital and financial situation of the Fondazione, in order to mislead recipients, or to cause financial loss to partners and creditors.

6. According to the control principle of the segregation of duties, individual accounting operations and their subsequent supervision and review are carried out by different people, whose responsibilities are clearly defined within the Accademia in order to avoid unlimited and/or excessive power being attributed to such individuals.

7. Any act or omission that could impede, obstruct or falsify control activities reserved to members, or attributed to auditors, even external ones, is forbidden.

#### **Art. 44 Transactions to the detriment of creditors**

1. Any kind of transaction that could damage creditors is forbidden.

#### **Art. 45 Communications to the Public Supervisory Authorities**

1. It is right and proper to effect with timeliness, transparency, truthfulness and completeness the communications required by law in respect of the Public Supervisory Authorities, posing no obstacles to the exercise of the functions of said Authorities.

In particular, it is forbidden:

- to set out in such communications and in the documentation transmitted, statements that do not correspond to the truth, or to conceal facts concerning the Accademia's economic, capital or financial situation;
- to engage in any behavior that would impede the exercise of functions by the competent public Authorities, even during on-site inspections (spurious refusal, obstructive behavior or failure to cooperate);
- to neglect the communications owed to such Authorities.

### **Chapter IX – Corruption between private parties**

#### **Art. 46 Corruption between private parties**

1. It is forbidden to give or promise money or other benefits to Directors, General Directors or managers in charge of accounting and corporate documents, Auditors, Liquidators or persons coordinated by them or under their control, belonging to companies or clients, consultants or partners, in order to achieve illegally interests or benefits to the advantage of the Accademia.

## **Chapter X – Final rules**

### **Art. 47 Disciplinary measures**

1. Violations of the rules contained in this Code of Ethics will be punished in accordance with the provisions of the disciplinary system (All. N. 6). Therefore, the latter must be read in conjunction with the information contained herein in order to identify in detail the precepts of conduct whose violation would give rise to the application of disciplinary penalties in the manner laid down therein.

### **Art. 48 Cross-reference**

1. This Code is implemented in coordination with the requirements of the Model of Organization, Management and Control adopted by the Accademia under Legislative Decree No. 231/01 and with the provisions of the corruption prevention plan, as adopted by the Accademia.