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	Registration Number	164313
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	Website	<a href="https://www.hiccupcircusuganda.org/">https://www.hiccupcircusuganda.org/</a>
	Facebook Outlet	<a href="https://www.facebook.com/HiccupCircusInUganda/">https://www.facebook.com/HiccupCircusInUganda/</a>
Main Contact	Name	Giacomo
	Surname	Babaglioni
	Function	Chief Executive Officer
	E mail	hiccup@hiccupcircusuganda.org
	Skype ID	giacomobabaglioni
	Mobile / WhatsApp	+256 (0) 777 17 57 74

## Hiccup Circus Uganda Code of Conduct

### INTRODUCTION

HCU – HICCUP CIRCUS UGANDA – was established in Kampala in 2013 - under the Uganda company act as a non-profit, nonreligious, non-party association for the solidarity working to in implementation of projects favoring neglected communities and youths in difficult conditions. In particular, the primary value for HCU is the observance of ethics, i.e. honesty, loyalty, fairness, accountability and compliance with the law. As for its mission's details, HCU promotes:

- social justice, equity and respect for human rights;
- the involvement of the populations it works for;
- the involvement of civil society in development cooperation;
- service to its beneficiaries; not intending to achieve its own interests, but rather those of its beneficiaries and partners

Such values are pursued through:

- work professionalism;
- skills increase in beneficiaries and partners;
- strengthening of particularly disadvantaged social groups;
- the elimination of inequalities between men and women;
- the use of appropriate fundraising methods;
- the implementation of long-lasting actions;
- the commitment to activities concerning development education and the raising of awareness;
- the use of involvement abilities to foster collaboration between different parts of the society.

HCU conducts its activities in compliance with national, European and international regulations, rejecting bribery and any illegal practice and considering impartiality, neutrality and independence core values of every relation, both internal and external. HCU believes that it is crucial that its employees and collaborators provide services with diligence, expertise, professionalism and efficiency, also in order to provide beneficiaries, project partners, funding authorities and all those it establishes political and strategic relationships with high-quality performances.

Finally, the Association considers its reputation as a value that, as a common heritage, must be protected and developed even through the full disclosing, sharing and observance of the ethical and behavioral principles contained in this document.

## **1. ETHICAL CODE OF CONDUCT**

The Ethical Code of Conduct is promoted and approved by the Board of Directors, which requires its observance and application by any person who works on behalf of HCU or is in contact with the Organization. The Code is subject to review by the Board of Directors and this activity will take into consideration the suggestions of the "recipients" of this Code and the Supervisory Authority, as well as any regulatory development and changes to the most widespread national and international procedures, as well as the experience acquired in the application of precautionary rules.

### **1.1. ETHICAL CODE OF CONDUCT - RECIPIENTS**

This Code of Ethical Conduct applies to the following "recipients": Managers, employees, collaborators and all those who work temporarily with the Organization, in accordance with their professional autonomy, and within the project implemented wherever they work, both in Italy and abroad.

### **1.2. OBLIGATIONS OF RECIPIENTS**

The recipients must:

- act and behave in compliance with the Code's provisions;
- report all violations to the Code as soon as they learn about them;
- cooperate in accordance with the internal procedures adopted in order to apply the Code;
- Contact their manager, or the appropriate authorities; in case there are some parts of the Code that require explanations or guidance. The recipients must behave (and make their collaborators and interlocutors behave) in compliance with this Code and the general principles of honesty, loyalty, good faith, honesty and diligence, as well as the specific obligations that may arise from professional ethics and, in any case, from those principles considered mandatory with regard to the context and the purpose of their mission. The promotion or prohibition of certain behaviours goes beyond and is independent of regulatory provisions; no conduct contrary to applicable laws, this Ethical Code of Conduct or internal regulations, put in place by the governing bodies (President, Board of Directors, Supervisory Council), the management and - in general - by all employees and collaborators in the performance of the assigned tasks, even if motivated by the pursuit of an interest on behalf of the organization, can be justified. Its occurrence involves the adoption of sanctions against those responsible for such violations. The Organization does neither establish nor maintain any relation with those who expressly refuse to abide by the principles of the Code. The Code is an integral part of the business relationship and represents the essence of the bond of trust between the organization and the Collaborators.
- **1.3. IMPORTANCE OF THE ETHICAL CODE OF CONDUCT WITH REGARD TO THIRD PARTIES** The entire personnel of the organization shall, depending on the roles assigned, inform third parties about the commitments and obligations provided for by the Code and request that the obligations directly related to their activities are respected.
- **1.4. CONTRACTUAL VALUE OF THE ETHICAL CODE OF CONDUCT** Observance of the Code's rules and provisions is an integral and essential part of the contractual obligations arising from employment contracts (employees) and contractual regulations (collaborators).
- **1.5. ENTRY INTO FORCE** This Ethical Code of Conduct was adopted, on the basis of the one in force at HCU Onlus by resolution of the Board of Directors and with immediate effect on September 15, 2011. The Board of Directors of HCU must approve any updates, changes or additions to this Code.

## **2. ETHICAL PRINCIPLES**

### **2.1. HUMAN RESOURCES AND WORK ETHIC**

HCU recognizes that human resources are an essential element for the existence, development and success of the organization: the personnel's motivation and professionalism are a crucial factor for the achievement of the organization's Mission. The organization, therefore, is committed to developing the skills and stimulates the abilities and potential of its employees or collaborators so that they find fulfillment in achieving goals; only with

their full involvement at every level, in teamwork, sharing of objectives as well as in their protection and promotion, the Organization is able to fulfill its mission.

The organization considers merit, professional skills, honesty and ethical behaviours as privileged bases for the adoption of any decision concerning professional recognition and any other aspect related to the employee. The identification and selection of employees and collaborators is carried out with absolute impartiality, autonomy and independence of judgment.

Contracts are prepared in accordance with regulations currently in force in Italy and abroad and in line with the professional figures working in the different organizational areas of the Italian headquarters and foreign offices.

Upon contract signing, each employee and/or collaborator receives accurate information concerning:

- 1) the characteristics of the role and tasks to be performed;
- 2) regulations and salary, as governed by the employment contract applicable to employees and/or collaborators;
- 3) work health and safety standards and procedures. The contents of the Ethical Code of Conduct will be clarified upon recruitment, as well as the Organizational Model<sup>2</sup> including the protocols adopted by the organization to prevent criminal offences.

With regard to human resources management, HCU must: Provide equal employment opportunities without discrimination and, therefore, regardless of race, gender, age, sexual orientation, physical or mental disability, nationality, religious belief, political and union belonging; these conditions are subject to the social and political situation of the country where HCU will carry out its interventions.

Ensure privacy protection for employees and collaborators and their right to work without suffering undue influence; Accurately inform the personnel about the living and safety conditions of the countries where they will work.

At the same time, HCU requires that its employees and collaborators, both in Italy and abroad:

- respect the fundamental rights of people and customs, cultures and local religions
- So as to always maintain a dignified role, in line with the organization's ethical principles.

Make sure that, with both regard to internal and external business relations, no one is influenced by means of violence, threats, deceit, abuse of authority, abuse of a physical or mental inferiority condition or of a poverty condition; the organization also disapproves of any form of harassment, including the sexual kind. The organization's personnel abroad cannot, in any case, be asked to participate in or be voluntarily involved in military operations.

## **2.2. RESPECT FOR THE PERSON**

Relations between collaborators and/or employees must follow the principles of civil society, transparency, trust, integrity and mutual respect by ensuring the protection of the rights and freedoms of individuals. Relations between different roles within the organization must follow the principles of trust, loyalty and honesty and must be guided by the principle of shared responsibility, with a shared objective: the interests of the organization and the joint contribution to the achievement of its purposes. Individual activities supervisors must exercise the powers related to the mandate assigned by respecting and guaranteeing the dignity of their collaborators and encouraging their professional growth. The organization forbids any conduct that may constitute moral violence and/or psychological persecution aimed to cause offense to an individual's personality, dignity and physical and mental integrity, as well as to endanger its role or ruin the work environment (harassment). Finally, any behavior that might, directly or indirectly, cause offense or denigration due to race, religion, language, gender, nationality and origin, as well discriminatory behavior, is strictly forbidden.

<sup>2</sup> The organizational management and control model is being developed. This model provides for the establishment of the Supervisory Authority, to which reference is made several times in the Ethical Code of Conduct.

## **2.3. SUSTAINABILITY**

The organization's economic and financial sustainability and that of its structure is a necessary and essential value in order to ensure the continuity of the organization itself, as well as the efficiency and effectiveness of its interventions. In any case, the value of sustainability should in no way lead "recipients" and partners to violate the principles contained in this Code in order to obtain favorable economic results.

## **2.4. CONFLICT OF INTEREST**

The "recipients", while exercising their functions - at different levels of responsibility - must not make decisions or carry out activities that might be in conflict with the interests of the organization or incompatible with the mission and values of HCU. Any situation in conflict with this rule must be immediately reported to a Manager or the Supervisory Authority. In that case, the person concerned must refrain from participating in the discussions regarding the operation affected.

In particular, conflicts of interest between personal and family-owned economic businesses and the activities carried out within the Association's structure must be avoided. Finally, no recipient is allowed to obtain personal benefits from the activities carried out on behalf of the organization.

## **2.5. IMPARTIALITY**

As regards the relations with the stakeholders, HCU avoids any discrimination based on age, gender, sexual orientation, health, race, nationality, political opinions and religious beliefs; what is more, it does not take into consideration internal or external influences or suggestions and ensures fairness and equity in complying with the legal and contractual rules and principles listed in this Code.

Any infringement attempt must be reported to the organization's relevant structures, which, where necessary, will in turn report it to the Supervisory Board.

## **2.6. CONFIDENTIALITY AND PRIVACY PROTECTION**

The expertise developed by HCU is a fundamental resource that must be protected by every Code recipient; the latter are therefore required to ensure maximum confidentiality with regard to the information managed as part of their work. As an organization working both in Italy and abroad, HCU collects a significant amount of personal data on donors, supporters and beneficiaries that it is obliged to process in compliance with all applicable confidentiality regulations in force in the jurisdictions in which it works, as well as with the best practices for confidentiality protection.

To this end, HCU guarantees a high safety level in the selection and use of its IT systems, so as to be able to process personal data and confidential information in accordance with current regulations.

## **2.7. INDIVIDUAL RESPONSIBILITY**

The organization's quality and strength are the result of the effort of its entire personnel. Everyone is responsible for the actions carried out in the performance of their services.

## **2.8. ACCOUNTING TRANSPARENCY**

HCU is aware of the importance of accounting transparency, accuracy and completeness and makes all efforts in order to maintain a reliable administrative and accounting system able to represent management procedures correctly and provide proper tools to identify, prevent and manage financial and operational risks as much as possible, as well as frauds against the organizations.

Each of the organization's actions and operations must be properly recorded and the decision-making, authorization and implementation processes must be verifiable *ex post*. Each transaction must be adequately supported by documents so that verifications can be carried out at any time in order to certify the transaction's characteristics and reasons and identify the people who authorized, carried out, recorded and verified the transaction itself.

Accounting documents must be kept in an accurate, complete and prompt way, in compliance with the procedures adopted by HCU on accounting issues, so as to properly represent the patrimonial/financial situation and management processes. Recipients involved in accounting must ensure maximum cooperation, completeness and clarity with regard to the information provided, as well as data and processing accuracy, and they must strictly follow the operational manuals in use.

The "recipients" must also behave in compliance with the administrative obligations required by funding institutions. The financial statements and corporate communications of HCU must be transparent and represent the association's patrimonial and financial situation in a correct and truthful way; what is more, they must be disclosed at least through the publication on HCU's website. It is expressly forbidden to prevent or hinder, through the concealment of documents or similar methods, the performance of control or auditing activities legally assigned to corporate officers or an independent Auditing firm. It is, in any case, forbidden to obstruct the activities of public supervisory authorities in any way with regard to controls and/or inspections.

## **3. RELATIONS**

### **3.1. RELATIONS WITH EXTERNAL CONSULTANTS**

HCU finds and selects its consultants with absolute impartiality, autonomy and independence of judgment and asks them to observe the principles contained in this Code. The written form is mandatory for all relations with third-party companies and freelancers, including professional firms, i.e. a contract or an engagement letter confirming the mutual commitment must always be signed. What is more, the contract and the engagement letter must indicate the service's costs and fees clearly and specifically. Each contract/engagement letter must include a clause through which HCU informs the contractor about Legislative Decree 231/01 and the need to comply with the provisions of the same. Each recipient involved must monitor the outcome of the consultancy service provided, keep the documentation produced and report any deviation from the original agreement to his/her supervisor or, should a risk exist pursuant to Legislative Decree 231/01, to the Supervisory Board (OdV).

### **3.2. RELATIONS WITH PARTNERS**

HCU considers it strategic to carry out its institutional activities in collaboration with partners, both Italian and international. In choosing and dealing with partners, HCU acts in order to avoid the existence of particularly favorable or unfavorable conditions with regard to the implementation of a project; the following aspects are evaluated:

- Partners must be inspired by ethical principles comparable or at least compatible with those of HCU;
- Partners must be well known in the territory of interest and possess acknowledged expertise and professionalism in the implementation of the projects they take part in.
- Partners must ensure administration and accounting transparency and comply with local fiscal and labor laws.
- Partners must respect the obligations undersigned in the "Agreement Memorandum" and not prevent the successful implementation of a project. Should a partner act in such a way as to oppose the Code's ethical principles, s/he will be promptly reported to the Supervisory Board.

### **3.3. RELATIONS WITH THE PUBLIC ADMINISTRATION**

The organization's employees and independent collaborators must behave in a fair way with regard to the organization's economic activities and the relations with the Public Administration, be it Italian, European or non-European. Bribery, fraud, unlawful favors, collusion, requests (be they direct and/or by means of third parties) for personal and career benefits, both for oneself or for others are expressly prohibited. In order to prevent criminal offences, the organization is committed to identifying and defining specific methods for transparent, documented and traceable management methods with regard to incoming and outgoing financial resources.

### **3.4. RELATIONS WITH FUNDING INSTITUTIONS**

HCU uses private and public funding for the development of its activities in Italy and abroad. Maximum transparency must be maintained in the communication with individual donors and the general public, so that the same are able to donate in a fully aware and (as much as possible) focused way. In case the donor does not carry out his/her donation for a specific purpose, the same must be considered as an institutional support to the organization.

As far as the relations with public donors, both in Italy and abroad, are concerned, it is expressly forbidden to give, offer or promise money or other benefits or favors that could be reasonably interpreted as exceeding normal courtesy standards, as well as to exert unlawful pressure on public officials in charge of a public service, managers, officers or employees of the Public Administration, both Italian and foreigners, or Community or international public bodies or their relatives or partners.

As far as the relations with the aforementioned subjects are concerned, it is also forbidden to submit false statements in order to obtain public funding or contributions. It is forbidden to use amounts of money received from the above- mentioned subjects in the form of funding or contributions for purposes other than those for which they were assigned.

#### *Sponsorship and fundraising - norms and regulations*

The organization will always verify the companies with which it plans to carry out co- branding and co- marketing activities and require ethical criteria to ensure mutual advantages to both partners: what is more, it will learn about these companies into further detail through available means such as web searches and consultancies in order to exclude partners incompatible with its own ethics and mission.

In addition, partnerships will be evaluated by an internal "risk committee", which will consider possible threats to HCU's reputation that may arise from such agreements.

### **3.5. RELATIONS WITH SUPPLIERS**

As far as the purchase of goods or services for cooperation initiatives is concerned, HCU prefers, where possible and in favor of good quality, technical and economic operators from the countries and/or the area in which it works. Suppliers, goods and services are chosen based on objective evaluations concerning competitiveness, quality, cost, price and integrity and by avoiding any conflict of interest.

The organization shall also reserve the contractual right to take any appropriate action (including the termination of a contract) in case a supplier, while carrying out activities in the name of and/or on behalf of the organization, breaks the law or acts in such a way as to damage the integrity of people or exploit labor, particularly child labor.

### **3.6 RELATION WITH SUPERVISORY AND CONTROL AUTHORITIES**

HCU is committed to providing all the information requested by supervisory and control authorities in a complete, correct, adequate and prompt way.

### **3.6. RELATIONS WITH THE MEDIA**

The organization communicates with the media and the press exclusively through statutory bodies and specifically assigned internal personnel. The latter work in an absolutely fair, friendly and transparent way

while at the same time respecting the following communication policy: the organization's communication must be truthful, non-violent and respect people's rights and dignity.

In any case, the information and communications relating to the organization that are sent outside must be accurate, truthful, complete, transparent and not oppose the principles outlined above. All the material produced for institutional, planning or promotional purposes must respect copyright rules.

#### **4. CODE OF CONDUCT**

##### **4.1. BEHAVIOURS THAT MAY AFFECT THE GOOD REPUTATION OF THE ORGANISATION**

Recipients cannot act in such a way as to damage the organization's reputation, regardless of these behaviors' criminal liability. Such behaviours will be considered even more serious if carried out from a recognized, dominant power role with regard to the collaborator/employee's business relationship with the organization, be it collaboration or subordination. Should the behaviours put in place contravene the laws of the countries where the organization works, these will be considered extremely serious. In particular, the following prohibitions will be listed below: 4.1.1. Ban on the abuse of alcohol or drugs When working and, in general, in the workplace, it is forbidden to:

- use alcohol, drugs or similar substances;
- Use or supply, for any reason, drugs during the execution of a work performance.

##### **4.1.2. Ban on the possession of pornographic material**

It is strictly forbidden to own or share, both on electronic or paper media and in the organization's premises, warehouses, adjacent areas or any other place attributable to the organization, pornographic material via the Association's website, its e-mail addresses or the publications edited or promoted by the organization.

##### **4.1.3. Ban on the request for sexual intercourses, both paid and in kind**

It is strictly forbidden to ask for sexual intercourses, paid or in kind, both in the workplace and in similar environments in which such personal behaviours is likely to damage the organization's reputation.

##### **4.2. RELATIONS WITH JUDICIAL AUTHORITIES**

It is forbidden to exert pressures of any kind on the person in charge of making statements before Judicial Authorities so that he/she will not provide certain information or will make false statements. It is forbidden to help those who have committed a criminal offence, elude the authority's investigations or avoid the searches carried out by the same.

##### **4.3. USE OF THE ORGANISATION'S ASSETS OR PROJECTS**

In order to protect the organization's assets, each employee or collaborator must work diligently by adopting a responsible behaviours in line with the procedures provided on the use of the organization's goods, means, work instruments and activities abroad, which must be thoroughly documented. Each employee/collaborator must, in particular:

1) use the goods, means and work instruments provided with care and parsimony; 2) avoid improper use that might cause damage, reduce efficiency or, in any case, be contrary to the interests of HCU; 3) avoid the improper use of goods for aims and purposes unrelated to his/her duties and work. Every employee/collaborator is responsible for the protection of the resources assigned to him/her and must promptly inform his/her supervisor and the Supervisory Authority about any event that might damage the organization.

##### **4.4 GIFTS AND DONATIONS**

It is forbidden to offer, directly or indirectly, money, gifts or benefits of any kind as a personal donation to managers, officers or suppliers' personnel, external collaborators, partners, public administration authorities, public institutions or other organizations in order to obtain undue advantages.

##### **4.5. MONEY LAUNDERING**

HCU and all its collaborators must never carry out or be involved in activities implying any form of money laundering, i.e. the acceptance or processing of money from criminal activities. All the collaborators of HCU must verify in advance the available information (including financial information) on counterparties, suppliers and third parties in general, in order to ascertain their respectability and the legitimacy of their activities before establishing strategic and operational relationships with them.

#### **5. IMPLEMENTATION PROCEDURES**

The instructions provided in the Ethical Code of Conduct are put into practice by means of the following operational rules.

a) The "Ethical Code of Conduct", as well as the "Organizational Model" and the precautionary procedures dedicated to the most sensitive aspects, contain all the instruction needed to prevent any negative event that may have a negative impact on the organization; all recipients, based on their roles and responsibilities, are required to strictly observe the Ethical Code of Conduct, the Organizational Model and the procedures. Compliance with the rules is part of the contractual obligations of employees pursuant to articles 2104 and

2106 of the Civil Code; therefore, the violation of these rules constitutes a breach of contractual obligations and may involve the application of sanctions provided for by law.

b) The organization has established a Supervisory Authority, an independent body with full action and control autonomy; its activity, characterized by professionalism and impartiality, has the following objectives:

- monitoring of the application and effectiveness of the Ethical Code of Conduct and the Organizational Model of HCU;
- decision-making activities regarding the violation of the aforementioned documents;
- provision of independent opinions about issues concerning the Code and the Model and the possible need for revision in case of problems relating to a
- lack of implementation or effectiveness;
- on-site verifications and inspections;
- Raising awareness on training activities and their effectiveness with regard to Organizational Model topics, in accordance with Law 231/2001.

c) All the subjects concerned are required to report, verbally or in writing and not anonymously, any non-compliance with this Code or the Organizational Model and any violation request of the same; all reports must be sent to the Supervisory Authority. Those who submit such reports will be protected against any possibly related retaliation, all legal obligations to be complied with in any case.

d) The contents of policies and rules are communicated to the personnel through appropriate communication tools aimed at promoting awareness of the organization's principles and ethical standards, with particular regards to employees/collaborator.

e) Regard to new employees/collaborators.