

ASSOCIAÇÃO PINACOTECA ARTE E CULTURA – APAC

CODE OF ETHICS

administration

APAC
ASSOCIAÇÃO
PINACOTECA
ARTE E CULTURA

museums

**PINACOTECA
DE SÃO PAULO**

 **MEMORIAL DA
RESISTÊNCIA
DE SÃO PAULO**

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ASSOCIAÇÃO PINACOTECA ARTE E CULTURA

CULTURAL SOCIAL ORGANIZATION

WHEREAS Associação Pinacoteca Arte e Cultura – “APAC” is incorporated as a non-profit organization ruled by the terms of its Articles of Incorporation, as well as by the dictates of Complementary Law No. 846/98 and State Decree No. 43,493/98, having as its aim the performance of artistic and cultural activities of a technical, material, and financial nature in order to ensure the preservation, conservation, research, and publicizing of the Pinacoteca de São Paulo (“Pinacoteca”) collections and support the São Paulo Resistance Memorial (“Memorial”), as well as to promote and spread the knowledge of contemporary art;

WHEREAS Law No. 12,846/2013 of August 1, 2013, also known as the Anti-Corruption Law or the Clean Organization Law, establishes that all organizations must have rules, policies, and procedures in place to mitigate risks;

CONSIDERING the guidelines of the Integrity Program for Private Organizations, drafted by the Office of the Comptroller General in September 2015;

CONSIDERING the terms of the ICOM (International Council of Museums) Code of Ethics, which recommends that each museum institution draw up its own code of ethics, and considering the fundamental principles of museums set forth in Federal Law No. 11,904/2009, which establishes the Museums Statute;

CONSIDERING the nature of APAC’s operation and its inherent risks;

CONSIDERING APAC’s contractual relationship with the State of São Paulo Culture Department and the state’s public policy guidelines;

CONSIDERING what is laid down in the culture incentive laws, i.e. Federal Law No. 8,313 of December 23, 1991, known as Rouanet Law, and the State ICMS Law 12,268/2006, which establishes ProAC-SP, as well as the instructions in force for their implementation,

APAC establishes the present **CODE OF ETHICS**, which will be governed by the following conditions:

A – INTRODUCTION

This Code of ETHICS reflects the guiding values of Brazilian society and the international obligations that have been taken on by the country in response to societal demands, with regard to transparency and uprightness in relationships, and with respect to human rights and sustainable development. Its provisions include not only what the law requires, but also the values we would like to encourage and which we hope will assist in guiding not only our staff's behavior, but above all their daily choices.

This Code applies to all APAC employees, officers, and board members, referred to in the document as “associates,” and also to artists, consultants, other suppliers of goods or services, and all third parties acting in the interest of APAC or for its benefit, referred to in the document as “third parties,” who should be aware that failure to comply with the provisions of this Code may result in the termination of their respective contracts and other applicable sanctions.

For this code to be present in everyday life, it must be widely known, lived by and publicized. To this end, all associates and third parties will receive a copy.

APAC associates will receive a copy of this document and will testify, by means of a signed statement, to its reception and to their willingness to comply with it. This statement will be updated annually, or whenever necessary, and will be filed in each employee's personal file. Third parties will receive it when contracts are signed.

B – APAC’S ETHICAL CONDUCT GUIDELINES:

I – SOCIAL

We have deep respect for all those who work at and with Pinacoteca and the Memorial. Our relationships are conducted in compliance with the legislation in force, and we reaffirm our position regarding the following aspects:

1. CHILD LABOR

We understand that any work performed by children and teenagers is considered child labor, except when performed in accordance with the Law of Apprenticeship and the Children and Teenagers Statute. Hiring and exploiting child labor is forbidden and not to be tolerated, and it is the duty of APAC’s managers to demand compliance with the law, including from service providers hired by APAC.

2. FORCED LABOR

According to our understanding, any job must be chosen freely. Any kind of work required of a person against his or her will and/or under threat of punishment is deemed to be forced or compulsory labor.

We disavow forced or compulsory labor in all its forms. Employees must have the right to leave the workplace after working hours and may not have their identity papers confiscated or held by their employers.

3. FREEDOM OF ASSOCIATION AND COLLECTIVE BARGAINING

We permanently seek to harmonize Pinacoteca’s and the Memorial’s interests with those of their employees, respecting their rights to free association and collective bargaining and recognizing the legitimacy of the employees’ union and their internal system of representation.

4. PREJUDICE, DISCRIMINATION, AND HARASSMENT

We value diversity and repudiate any and all forms of prejudice, discrimination, and harassment. We are committed to investigating and counteracting all situations of humiliation, intimidation, ridicule, hostility, and embarrassment in our work dynamics, whether related to color, race, sex, sexual orientation, language, religion, political or any other opinion, nationality, social origin, or any other status.

II – ENVIRONMENTAL

5. SUSTAINABILITY

We are sensitive to issues of social, economic, and environmental sustainability and we expect our associates and suppliers to work together with us to help us build more sustainable solutions to carry out our actions and projects.

III – RELATIONSHIP

6. GIVEAWAYS, GIFTS, AND OTHERS

We know that exchanging gifts in the workplace is quite common. Offering and receiving courtesies and gifts is perfectly acceptable, as long as it is done in a legal, appropriate, and reasonable manner. We believe this must be done with care so that it does not influence, or appear to influence, the decisions of our associates on behalf of APAC and the museums managed by it, and does not generate undue advantages.

When offering or accepting gifts, we should carefully consider:

- a. Intention: the intent to offer normal courtesy should never influence the recipient's objectivity in making a specific decision.
- b. Materiality: it should be something simple and sporadic.
- c. Legality: it must be legal for both parties.
- d. Transparency: it is important to think about whether the offer will cause embarrassment to you or your manager, your co-workers, or anyone who does not work at APAC if they knew what you offered, what you were offered, or what you received.

Gifts, gratuities and courtesies may be accepted or offered without prior approval, provided that:

- e. They stay within the limits of value per period defined in this code, both for the public and the private sectors. Symbolic gifts, gratuities and other presents offered by APAC's suppliers and partners are deemed reasonable in general, provided that they do not add up to more than R\$ 350.00 or approximately US\$ 100.00 (per giver per year).
- f. Occasional meals, invitations to sporting and cultural events, publications, and modest and occasional gifts are acceptable when approved by your manager, provided that the value complies with the provisions of this Code.

We deem the following attitudes to be inappropriate:

- g. To ask for gifts, presents, sponsorships, discounts, gratuities, or any other personal advantage from third parties or from partners working with APAC and the museums managed by it, putting them in a position where they feel obliged to offer them, regardless of value.
- h. Receiving financial benefits in cash or its equivalents, such as gift cards, loans, securities, real estate bonds or any other form, offered by suppliers, service providers, artists, gallerists, or any other professional, while on the job, when this is understood as a personal advantage. Also, any discounts on products and services or any other kind of special offer or credit, such as the São Paulo invoice credit, must revert to APAC and not to its associates.

- i. Accepting or offering any gift or courtesy, with the exception of institutional gifts with the supplier's logo, such as notebooks or pens and the like, whenever you are on the job or involved in purchasing or negotiating materials, goods, services, leases, or contracts of any kind.
- j. Accepting gifts or privileges from art dealers as an inducement to purchase works for the collection, as well as referring or recommending a dealer to a public body.
- k. Offering undue advantages or giving in to requests with the intention of influencing the result of an inspection or benefiting APAC or the museums managed by it in the application for licenses, authorizations, or permits.

7- THE MEDIA

We understand that it is the exclusive responsibility of APAC's General Director to speak on behalf of APAC and APAC-run museums. In the absence of the General Director, this responsibility shall fall successively on the Director of Institutional Relations and, in his absence, on whomever the General Director designates, with the constant assistance of APAC's communication sector.

These provisions are not meant to prevent Curators, Educators, Researchers, and Restorers from commenting on artistic or historical aspects of exhibitions, projects, or related events.

When speaking on behalf of APAC and the museums managed by it, we should do our best to give our statements an institutional character, refraining from issuing personal opinions that may lead third parties to believe that they reflect the institution's stance or are endorsed by it.

We must honor APAC, the museums it runs, its values, and its resolutions in all our public manifestations.

Third parties can only use the company name of APAC, Pinacoteca or Memorial, as well as any other distinctive marks belonging to APAC, with explicit written permission. This also applies to the use of those names or marks in company/supplier catalogs, advertising, and marketing that links the supply of goods and/or services with APAC.

No third party may ever speak directly to journalists, communication professionals, or government officials on behalf of APAC, Pinacoteca, or the Memorial, without the institution's permission and in the absence of a professional appointed by APAC.

8 – FRAUD, BRIBERY, AND CORRUPTION

We encourage and support lawful practices in business activities or transactions. We reject any and all direct or indirect offers or promises of improper personal benefits in order to gain or keep contracts or other advantages from third parties, whether private or public.

We must commit to fighting corruption in all its forms, including extortion, bribery, or facilitation payments, in all dealings with APAC, the museums it runs, or other institutions, and throughout its supply chain.

Conducts such as the following are unacceptable and subject to the appropriate legal measures:

- To offer benefits, courtesies, allowances, sales, donations, or payments of any kind to APAC associates, third parties, and public or private sector officers or employees, including foreigners, for the purpose of obtaining undue advantages for employees, family members, close or related persons, public officers, suppliers, or anyone else.
- To offer sponsors and supporters any quid pro quo that goes against the legislation in force.
- To counterfeit documents, brands, or products;
- To engage in illegal activities or conduct, such as tax evasion, tax avoidance, smuggling, and bribery, among others.

Subject to the aforementioned guidelines, APAC also applies in its internal procedures the provisions of Law No. 12,846, of August 1, 2013, which provides for the administrative and civil accountability of legal entities for acts against the public administration, whether Brazilian or foreign.

IV – OPERATIONAL

We would like our associates and third parties who act in APAC's interest or for its benefit to share in a continual quest for excellence in creating and delivering products and services in view of the end user, i.e. the visitor of APAC-run museums.

9- QUALITY

We understand that our employees and suppliers must take steps to ensure a high level of quality in their productions, goods, and services, in accordance with the current legislation that applies to their area of activity, engaging in good market practices, remaining within agreed-upon specifications, and avoiding all situations that may be understood as improper or may cause damage to APAC and the museums managed by it.

10- OCCUPATIONAL HEALTH AND SAFETY

We must seek to ensure a safe and healthy work space, respecting the safety rules and specifications required for each role.

Our suppliers must adopt proper practices to prevent potential health hazards and accidents that may occur to their employees, service providers, or contractors while on the job, providing the appropriate individual or collective protection equipment when necessary, as well as all training required for each work role.

If an accident happens, APAC must provide first aid and medical follow-up to its associates. It will be up to the supplier or contracted company to care for its own employees, officers and the like.

11- USE OF ALCOHOL AND ILLEGAL DRUGS

We must not work under the influence of alcohol or illegal drugs, under penalty of serious misconduct, since we work with the public, as well as with public collections and heritage.

12- SUBCONTRACTING

We do not allow subcontracting of goods or services by our suppliers without APAC's consent. Subcontracting may be approved if all involved parties adhere to the requirements of this Code.

13- RESPONSIBLE USE OF ASSETS AND RESOURCES

We should protect from improper or undue use all assets that have been earmarked for implementing the Work Plans of the museums managed by APAC.

Facilities, movable property, furniture and equipment, collection items, information, systems, processes, technologies, and resources offered by or through APAC should not be employed for personal use. They should also never be used inappropriately or to promote political or religious movements, even temporarily.

Products, packaging, and stationary with APAC's, Pinacoteca's, or the Memorial's logos should be employed exclusively for the benefit of APAC. All products or materials that prove to be unfit for use shall be duly discarded after having their identifying graphics erased.

14- COMPLIANCE WITH POLICIES, STANDARDS, AND PROCEDURES

We must respect not only the policies, rules, regulations, manuals, procedures, and statute laws related to APAC's main activity, but also those adopted and published by APAC itself with regard to its institutional functioning.

We must never require associates and third parties to act against this Code, or the ICOM Code of Ethics, or any other policy, rule, internal regulation, or law currently in force.

15- ACQUISITIONS FOR THE COLLECTION

We do not condone trafficking in goods or illegal trading in artworks and we do not allow our associates or third parties to speak on our behalf in any such dealings.

Any acquisition of collection items for the museums managed by APAC (e.g. donations, bequests, pick-ups, exchanges, property transfer without charges, and purchase) must follow the principles, procedures, and rules established by the State of São Paulo Culture Department and other legal rules in force.

As APAC's associates, we should not compete with APAC, Pinacoteca, or the Memorial in acquiring collections, not least by providing inside information to suppliers, gallerists, collectors, or patrons.

V – INFORMATION USE

It is our view that dialogue and exchange of information are key features for the evolution of activities developed in all APAC-run museums. However, it is imperative to prevent the leakage of strategic or confidential data that could damage our internal relations, or relations with partners, or even generate financial risks for APAC, subject to Federal Law No. 12,527/2011, which regulates access to information.

16- CONFIDENTIAL AND PRIVILEGED INFORMATION

You must, in all circumstances:

- protect confidential information collected in the course of your work;
- never disclose confidential information when making information available to the public or in any other situation;
- maintain complete confidentiality about APAC's or its museums security information, as well as third-party collections that you may come to know.
- public information, which can be disclosed upon request to any interested party, is understood as defined by the Access to Information Law (Federal Law 12,527/2011), including, but not limited to:
 - a. information contained in records or documents produced or kept by APAC's departments, irrespective of it having been archived in public files;

- b. information produced or held in custody by APAC and the museums managed by it as a result of any link with its departments or sectors, even if this link has already ceased;
- c. information on activities performed by APAC and APAC-run museums, including those relating to their policy, organization, and services;
- d. information pertaining to the management of public assets, the use of public resources, bidding, government contracts, and the compensation of government employees;
- e. information regarding the implementation, follow-up and results of programs, projects, and actions performed by APAC and APAC-run museums, as well as their proposed goals and indicators;
- f. information regarding the results of inspections, public audits, and account-rendering as undertaken by internal and external control organs, including accounts for previous tax years.

We understand that the principle of confidentiality remains subject to the legal obligation to collaborate in official inquiries and to the Access to Information Law.

17- INFORMATION SECURITY

We understand that all files and data pertaining to professional activity which have been created, received, or stored on APAC systems, whether by email or network, are the legal property of APAC.

We cannot install any kind of software on APAC-owned computers. The purchase and installation of new software must be approved by APAC's Information Technology Center and the product must have a legally acquired license.

Our credentials, such login, password, and badge, are individual and non-transferable and should not be shared. Their safekeeping, secrecy, and preservation are each one's responsibility.

We must refrain from activities and circumstances that could result in the loss of information belonging to APAC and APAC-run museums.

18- USE OF ELECTRONIC MEDIA

We must comply with institutional rules by using software, hardware, email, intranet, internet and other communication channels solely for the exercise of our professional activity. Both inside and outside the institution, we should send no messages that clash with APAC's ethical principles, such as pranks, invitations for games, sales advertisements, chain messages, and political messages. We should not exchange or store content that is obscene, pornographic, violent, discriminatory, racist, defamatory, or related to pedophilia, weapons sales, defense of terrorism, or that disrespects any

individual or organization or is contrary to the policies APAC and APAC-run museums, the Civil Code, or the Carolina Dieckman Law (Federal Law no. 12,737/2012).

There will be no expectation of privacy in the use of corporate systems and resources. Thus, e-mail and any personal equipment or systems used on APAC equipment or networks may be monitored.

19- RESPECT FOR INTELLECTUAL PROPERTY AND COPYRIGHT

We respect copyrights and intellectual property and do not allow the use or sharing of unauthorized or illegally obtained copies of works and materials belonging to artists, photographers, writers, and designers, as well as third-party designs, drawings, patents, systems, or software.

C – THE ETHICS COMMITTEE

The Ethics Committee will be served by 3 (three) members for a one-year term. Members will be appointed by the APAC Board of Directors and shall not dedicate themselves exclusively to the Committee.

20- Committee duties

To draw up the internal regulations of the Ethics Committee, to be duly approved by the APAC Board of Directors.

To evaluate and deliberate on individual cases based on an investigation and analysis that shall ensure confidentiality and preserve the claimant's identity, no retaliation of any kind being allowed.

To analyze and deliberate on exceptions or individual situations and issues that, having been notified to the Committee, are not addressed in this Code.

21- General Conditions of the Committee

In the event of a conflict of interest involving an associate or third party and the interests of APAC itself, the latter should prevail.

The APAC Board of Directors will replace the Committee in its duties if the guidelines of this Code are violated by a member of the Committee, of the Executive Board, or of the Board of Directors itself.

The Code of ETHICS will come into effect 90 days after being approved by the Internal Regulations Board as laid down in the Ethics Committee and will be reviewed annually. The Ethics Committee is responsible for forwarding suggestions for improvement.

Any inclusion, alteration, or exclusion from these policy guidelines must be recommended by the Ethics Committee and approved by the Board of Directors.

D – RECEIVING AND PROCESSING COMPLAINTS

The Committee’s internal regulations will stipulate rules of conduct, as well as rules for receiving and investigating reports of violations of the Code, for applying its provisions, and for the submission of reports and consultations about the Code.

E – STATEMENT OF ACCEPTANCE AND COMMITMENT

I hereby declare that I have read the Code of ETHICS and understood its content, and that I agree with the rules laid down herein and undertake to follow these guidelines in my relationship with APAC and APAC-run museums.

I take responsibility and hereby commit to report any behavior or situation that is in disagreement with the rules established in the Code of ETHICS, and to do so through the proper channels.

I further declare:

That at this time I am not aware of any circumstance that conflicts with or violates the rules contained in the APAC Code of ETHICS.

That I take responsibility for making this document known to employees and third parties, with whom I will engage in the performance of my duties, and that I will act on situations of non-compliance with this Code.

That I will endeavor to guide the performance of my duties by the best practices recommended in this Code.

São Paulo, October 19, 2018.

() Associate () Director/Board Member () Supplier () Partner

Signature: _____

Name: _____

Identity Number: _____

F- GLOSSARY

Moral harassment: The repetitive and long-term exposure of the worker to humiliating and embarrassing situations while on the job, with the aim of destabilizing the victim's relationship with his or her work environment and the organization as a whole.

Sexual harassment: As defined in Federal Law No. 10,224/2001, it consists in embarrassing someone with the intention of obtaining sexual advantages or favors, in a situation in which the harasser takes advantage of his or her hierarchical superiority or influence as determined by his or her position or role on the job in order to exert pressure on the victim. A classic example would be requesting sexual favors as a condition for a promotion or the threat of dismissal if the employee refuses a senior employee's advances.

Kinship: According to the Civil Code, next-of-kin include children, grandchildren, and great-grandchildren; spouses/partners, parents-in-law, brothers-in-law, sisters-in-law, sons-in-law, and daughters-in-law; parents, brothers, nephews, and great-nephews; grandparents, uncles, aunts, cousins, and second nephews; great-grandparents, great-uncles, great-aunts, great-great-uncles, and great-great-aunts.

G – REVISION CONTROL

Revision Nº	Description	Done by	Approved by	Date of Approval	Minutes of meetings
01	Initial publication	Marcelo Dantas Jochen Volz Paulo Vicelli	Executive Board	Oct 16, 2018	ROCA Aug 28, 2018
02	Incorporating SEC suggestions	Marcelo Dantas Jochen Volz Paulo Vicelli	Executive Board	Oct 19, 2018	ROCA Oct 19, 2018
03	Deployment in 30 days		Executive Board	Apr 15, 2019	ROCA Apr 15, 2019
04	Formatting without change	Marcelo Dantas Renivaldo Brito	Executive Board	June 30, 2022	N/A