



CHILDSRING INTERNATIONAL CODE OF BUSINESS CONDUCT AND ETHICS

I. YOUR OBLIGATIONS

This Code of Conduct and Ethics (this “Code”) is designed to promote **honest, ethical and lawful conduct** by all employees, volunteers, interns, fellows, officers and directors of Childspring International and all of its affiliates (collectively, the “Organization”). This Code is intended to help you understand the Organization’s standards of ethical business practices and to stimulate awareness of ethical and legal issues that you may encounter in carrying out your responsibilities to the Organization. In addition, independent contractors, consultants and agents who represent the Organization are expected to apply the same high standards while working on Organization business.

The actions of every employee, volunteer, officer and director affect the **reputation and integrity** of the Organization. Therefore, it is essential that you take the time to review this Code and develop a working knowledge of its provisions. You are required to complete a certificate attesting to compliance with the Code upon becoming an employee, volunteer, intern, fellow, officer or director and, thereafter, on an annual basis.

At all times, **you are expected to:**

- **Avoid conflicts** between personal and professional interests where possible;
- **Comply with the Organization’s Conflict of Interest Policy including disclose any conflict** to a responsible supervisor, the Organization’s legal counsel, the Executive Director, Chairman of the Board or Audit Committee and otherwise **pursue the ethical handling of conflicts** (whether actual or apparent) when conflicts or the appearance of conflicts are unavoidable;
- **Provide accurate and complete information** in the course of fulfilling your obligations and communicate information in a timely manner;
- **Provide full, fair, accurate, timely and understandable disclosure** in reports required to be filed by the Organization with regulators and in other public communications made by the Organization;
- **Comply with all applicable laws, regulations and Organization policies;**
- **Seek guidance** where necessary from a responsible supervisor;
- **Promptly report any violations** of this Code to the Organization’s, Executive Director, legal counsel or Audit Committee Chair; and
- **Be accountable personally** for adherence to this Code.

WHO DO I CONTACT FOR GUIDANCE OR TO REPORT CONCERNS?

If you believe a situation may involve or lead to a violation of this Code, you have an affirmative duty to seek guidance and report such concerns.

- **Seek guidance** from a responsible supervisor (for example, your immediate supervisor, or other appropriate internal authority).
- **Disclose concerns or violations** of this Code to the Organization's Executive Director, legal counsel or Audit Committee Chair.

Report audit and accounting concerns to the Audit Committee Chair

Audit Committee:
Kurtis Wolff, CPA, Audit Committee Chair,
kurtiswolff@gmail.com

It is the Organization's policy to encourage the communication of bona fide concerns relating to the lawful and ethical conduct of business, and audit and accounting procedures or related matters. It is also the policy of the Organization to protect those who communicate bona fide concerns from any retaliation for such reporting.

Confidential and anonymous mechanisms for reporting concerns are available and are described in our Whistleblower Protection Policy. However, anonymous reporting does not serve to satisfy a duty to disclose your own potential involvement in a conflict of interest or in unethical or illegal conduct.

This Code is part of a broader set of Organization policies and compliance procedures described in greater detail in the Organization's employee manuals and distributed memoranda. This Code is not intended to supersede or materially alter specific Organization policies and procedures already in place and applicable to particular employees as set forth in the Organization's employee manuals and distributed memoranda, and communicated to Organization employees.

No Organization policy can provide definitive answers to all questions. It is difficult to anticipate every decision or action that you may face or consider. **Whenever there is doubt about the right ethical or legal choice to make, or questions regarding any of the standards discussed or policies referenced in this Code, you should fully disclose the circumstances, seek guidance about the right thing to do, and keep asking until guidance is obtained.**

Those who violate the standards in this Code will be subject to disciplinary action. Failure to follow this Code, as well as to comply with federal, state, local and any applicable foreign laws, and the Organization's policies and procedures may result in termination of employment or termination of board service.

CERTIFICATE OF COMPLIANCE

I _____ hereby certify that I have read, understand

(Print name)

and am in compliance with the terms of the foregoing “Code of Conduct and Ethics.”

Date: _____

Signature: _____

Title: _____

If you have any questions, please contact the Childspring International legal counsel:

Victor A. Cavanaugh, Esq.
cavanaugh@elarbeethompson.com