



Conflict of Interest Policy

No Related Party (as defined in Schedule A herein) of the Variety Child Learning Center (VCLC) shall enter into any Related Party Transaction (as defined in Schedule A herein) unless the transaction is determined by the Board of Trustees (the "Board") or an authorized committee thereof to be fair, reasonable and in the best interest of VCLC. Each Related Party shall disclose in good faith to the Board or an authorized committee thereof the material facts concerning any interest in a Related Party Transaction. Any person that has a potential Conflict of Interest (as defined in Schedule A herein) shall refrain from participation in any deliberation or voting on such potential Conflict of Interest.

Each trustee, officer and staff member, prior to the election of such person (if applicable) and annually, shall complete, sign and submit to the Secretary of VCLC the Conflict of Interest Statement attached hereto. The Secretary of VCLC shall provide a copy of all completed statements to the Chairperson of the Audit and Finance Committee, or, if there is no Audit and Finance Committee, to the Chairperson of the Board.

The Chairperson of the Audit and Finance Committee or, if there is no Audit and Finance Committee, the Chairperson of the Board shall disclose any Related Party Transaction to the Board or an authorized committee thereof. The Board or an authorized committee thereof shall determine whether a Conflict of Interest exists. If the Board or an authorized committee thereof determines that no Conflict of Interest exists, the Board or an authorized committee thereof must document in writing the basis for its approval, including its consideration of alternative transactions.

In addition to the foregoing, each trustee, officer and staff member shall refrain from obtaining any list of VCLC's clients for personal or private solicitation purposes.



Schedule A

Definitions

“Affiliate” of VCLC means any entity controlled by, in control of, or under common control with VCLC.

“Conflict of Interest” means when a Related Party’s private interest is inconsistent with or opposed to, or gives the appearance of being inconsistent with or opposed to, the interests of VCLC.

“Related Party” means (i) any director, officer or staff member of VCLC or any Affiliate of VCLC; (ii) any relative of any director, officer or staff member of VCLC or any Affiliate of VCLC; or (iii) any entity in which any individual described in clauses (i) and (ii) has a thirty-five percent (35%) or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent (5%).

“Related Party Transaction” means any transaction, agreement or any other arrangement in which a Related Party has a financial interest and in which VCLC or any Affiliate of VCLC is a participant.



Variety Child Learning Center

Conflict of Interest Statement

I, _____, a trustee, officer or staff member of Variety Child Learning Center (“VCLC”), hereby certify that I:

1. have received a copy of the Conflict of Interest Policy (the “Policy”).
2. have read and understand the Policy.
3. agree to comply with the Policy.
4. hereby disclose that I am an director, trustee, officer, member, owner (either as a sole proprietor or a partner), or employee of the following organizations with which VCLC has a relationship:

- a. _____
- b. _____
- c. _____
- d. _____
- e. _____

5. hereby disclose the terms of any Related Party Transaction (as defined in the Policy):

Date: _____

Signature: _____