

PARARA-USA

CODE

Business Conduct and Ethics

Dominic Wani



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To: PARARA Office Holders

From: Cosmas Kujjo

Date: June 2009

RE: Code of Business Conduct and Ethics / Conflicts of Interest Compliance Questionnaire:

Attached is the PARARA Code of Business Conduct and Ethics. Also included is a Compliance Questionnaire that requires disclosure of facts that may (or may be perceived to) create a conflict between your interests and the interests of PARARA. Please read the Statement and complete the Compliance Questionnaire. Make a copy of the completed Questionnaire for your records and send the original signed copy to the Audit Committee of the board of directors of PARARA. Please remember that the policy requires disclosure to PARARA of gifts, entertainment or other things of value that you have received from any one firm or person if the value of such items exceeds \$100.00 in any one year. We recognize that with rising entertainment costs this threshold could easily be reached. Bear in mind, however, that the policy does not strictly forbid accepting items of value in excess of \$100.00; rather, it is a disclosure policy which assists PARARA in monitoring activity for appropriateness. We also recognize that with some items (meals, golf outings, etc.) you may not always know the precise value of the entertainment you have received. In such circumstances we ask that you make a good faith estimate of what the items were worth and disclose accordingly. For example, in responding to Item C on the Questionnaire you may simply note: Meals and golf outing with X, approximate value \$. If you have any questions or comments, please call PARARA Audit committee chairman at (612)276 3566 Ext. 801 or email at Pararaaudit@gmail.com or write to PARARA Audit Committee P.O.BOX 20402, BLOOMINGTON, MN 55420

Cosmas Kujjo
President PARARA
June 2009

Code of Business conduct and ethics

Dear Member:

Attached to this letter, you will find our PARARA's Code of Business Conduct and Ethics. Our Code is a reaffirmation of PARARA's commitment to conduct its business ethically and to observe both the spirit and the letter of applicable laws, rules and regulations. During the development of our PARARA strategic plan, we identified the principles we believe are required to achieve success. At the heart of each of these is integrity. This simple word is the fundamental value at PARARA, driving the way we conduct our business. PARARA's reputation and continued success is dependent upon the conduct of its members. Each member, as a custodian of PARARA's good name, has a personal responsibility to ensure that his or her conduct protects and promotes both the letter of the Code and its spirit of ethical conduct. Your adherence to these ethical principles is fundamental to PARARA's future success. Our Code cannot provide definitive answers to all questions. Accordingly, we expect each member to exercise reasonable judgment to determine whether a course of action is consistent with our ethical standards and to seek guidance when appropriate. The chairman of the Audit committee or the board of directors will often be the person who can provide you with thoughtful, practical guidance in PARARA business duties. I entrust these principles and policies to you. Please give them your thoughtful and frequent attention.

Sincerely,

Cosmas Kujjo
President PARARA
June 2009

PARARA-USA CODE OF CONDUCT AND BUSINESS ETHICS

SECTION 1: INTRODUCTION

Parara-USA Code of Conduct and Ethics (the “Code”) indicates our commitment to the maintenance of the highest moral and ethical standards. PARARA is an association that from time to time engages in business transactions in North America and Uganda. The Code is designed to provide guidance on matters that affect our officials and members worldwide; accordingly, all PARARA officials and members worldwide must adhere to the Code, unless (i) local law dictates a higher standard, in which case the higher standard shall be followed, or (ii) a provision violates local law, in which case that provision of the Code shall be deemed modified to comply with applicable law. The Code is not intended to confer on non-citizens or foreign workers any rights that they are not entitled to under applicable local law. In addition to the Code, you must follow the laws of each jurisdiction in which you are conducting business, and to all other relevant PARARA policies.

This Code is hereby introduced as PARARA’s official Code of Business Conduct; however, previous conduct that is illegal, unethical or against any existing policy shall not be excused. The Code is not intended, and does not in any way, constitute a contract or an assurance of continued membership. PARARA does not create any contractual rights by issuing the Code or other policies and do not guarantee membership or tenure of office for any specific duration. PARARA may amend, modify or waive any provisions of the Code at its sole discretion. To the extent required by applicable law or regulation (a) only our Board of Directors may waive compliance with the Code for executive officers or Branch officers, and (b) we will report promptly any waiver of compliance with the Code for executive officers or Branch officers.

Purpose and Scope

PARARA has developed this Code of Business Conduct and Ethics (the “Code”), to aid its directors and members in making ethical and legal decisions when conducting PARARA’s business and performing PARARA duties. ***All references in the Code to “members” should be understood to include all director, officers and members of PARARA, unless the context requires otherwise.***

Responsibility for administering and interpreting this Code is delegated to the Audit Committee. Other Members of PARARA board will be kept informed of matters that may arise under this Code and become Involved as appropriate. Ultimate responsibility for overseeing compliance with this Code and resolving the most sensitive issues rests with the Board of Directors. PARARA expects its members to exercise reasonable judgment when conducting PARARA’s business. PARARA encourages its members to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. PARARA also understands that this Code will not contain the answer to every situation you may encounter or every Concern you may have about conducting PARARA’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, PARARA encourages each member to speak with his local PARARA Chairperson (If Applicable) or, if you are uncomfortable doing that, with any member of the PARARA Audit Committee.

Contents of this Code

This Code has 7 sections which follow this Introduction. The third section, ***“Fundamental Ethical Principles,”*** contains the actual guidelines that our members are expected to adhere to in the conduct of our business. Describe the other sections in one sentence here.

A Note about Other Obligations

PARARA’s members generally have other legal and contractual obligations to PARARA . This Code is in addition to all other policies of PARARA and is not intended to reduce or limit the other obligations that you may have to PARARA. Instead, the standards in this Code should be viewed as the *minimum standards* that we expect from our members in the conduct of PARARA’s business.

SECTION 2: ASSISTANCE WITH MAINTAINING STANDARDS AND REPORTING VIOLATIONS

- If you have questions about any of the policies that comprise the PARARA Code of Business Conduct and Ethics (the “ Code”), any other policy , or your ethical responsibility , discuss the issue with the Office of the Audit Committee and any member of the PARARA Board.
- If you are unsure whether specific conduct violates the Code or any other policy, or how to act in a particular situation, discuss the issue with the Office of the Audit Committee and any member of the PARARA Board.
- If you observe any violations of the Code, or any other policy, report the violations to the Office of the Audit Committee at email Pararaaudit@gmail.com and any member of the PARARA Board.
- It is our policy not to discriminate or retaliate against any member or official who reports any violations of our policies in good faith or who participates in investigations of these reports, in good faith.
- Members who file reports which they know to be false or without a reasonable belief in the accuracy of such information and members who provide evidence which they know to be false or without a reasonable belief in the accuracy of such information may themselves be subject to

disciplinary action, including termination of their membership and legal action.

If your concern is about accounting, internal accounting controls or auditing practices you may send a written letter, which may be anonymous, to the Chairman of the Audit Committee at P.O.BOX 20402, BLOOMINGTON, MN 55420

SECTION 3: FUNDAMENTAL ETHICAL PRINCIPLES

The fundamental ethical principles that guide our business activities are described below, followed by complete business conduct policies.

- ***Integrity and Compliance with Law.*** You must conduct all aspects of our business in an ethical manner that reflects our dedication to integrity, honesty and fairness. You must obey the laws of the jurisdictions where we conduct business at all times. You must provide accurate information about yourself relating to all PARARA matters, such as address and background information. You and PARARA may be subject to criminal and other penalties for violations of laws.
- ***Act Ethically In the Handling and Reporting of Data.*** We require that complete, accurate and reliable business records be maintained in accordance with applicable law and all reports to governmental agencies are complete and accurate. The use of false statements to influence individuals or companies with whom we do business or the government and the making of false entries in our records are prohibited.
- ***Protect Our Funds and Property.*** You must approach all matters concerning funds and property held by us with care, diligence and honesty. We will not tolerate any scheme to wrongfully obtain funds or property through theft, embezzlement, fraud, false pretenses or false statements. You must protect our assets and those of our members and ensure their efficient use since theft, carelessness and waste have an impact on our image and operations. These assets include, without limitation, intellectual property such as our name, logos and trademarks; ideas, plans and strategies; computer and telephone equipment; and supplies, furniture, fixtures and equipment. You must use our and our members' property for our benefit in accordance with applicable policies.
- ***Protect Confidential Information.*** You must protect and keep confidential all non-public information belonging to, in the possession of, or about our

members, our branches, our business partners and us. You must not share confidential information with friends, relatives or non-members or discuss confidential matters in public places, such as chat rooms, radio talk shows or other prohibited forums.

- ***Avoid Conflicts of Interest.*** A conflict of interest occurs when your personal interests interfere or conflict in any way (or appear to interfere or conflict) with PARARA's. Since business decisions must be made in PARARA's best interests and not be motivated by your personal interest or gain, you must avoid conflicts of interest, both real and perceived. You must recognize that even the appearance of impropriety can be damaging to PARARA's reputation.
- ***Fair Dealing.*** You must endeavor to deal fairly and in good faith with our members, suppliers, and business partners and must act in accordance with applicable anti-trust and other laws. You may not take unfair advantage of anyone through manipulation, concealment, abuse of confidential information, misrepresentation of material facts or any other unfair practice.
- ***Opportunities.*** You may not (a) take for yourself personally any opportunity that belongs to PARARA or is discovered through the use of PARARA's property, information or position- (b) PARARA's property, information or position for personal gain; or (c) compete with PARARA. You owe a duty to PARARA to advance our legitimate goals and objectives, business or otherwise when the opportunity to do so arises.
- ***Treat Fellow Members With Respect and Dignity.*** You must respect the rights of your fellow members to fair treatment and equal opportunity, free from prohibited discrimination and unlawful harassment or retaliation. You must avoid any comments or behavior toward others that may reasonably be regarded as harassment, or as reflecting bias on the basis of any protected category including, but not limited to, race, religion, national origin, age, sex, sexual orientation or disability.
- ***Individual Responsibility.*** You are responsible for the propriety and consequences of your actions. You will not be excused for misconduct because it is directed or requested by someone else. You will not be excused for ignoring or condoning illegal or unethical conduct engaged in by others. We may periodically ask you to sign an acknowledgment confirming that you have received, read, understand and are complying with the Code.

- **Report Violation of Policies.** You must alert the PARARA Audit Committee or a PARARA Board member, promptly whenever you observe, learn or reasonably suspect a violation of the Code. You must cooperate in any internal investigation of misconduct when asked to do so.
- **No Retaliation.** You will not be retaliated against for reporting, in good faith, any violation of the Code or our other policies or for cooperating in an investigation related to the same.

SECTION 4: FINANCE CODE OF ETHICS

The PARARA Executive and PARARA Chapter Officers make significant efforts to promote ethical conduct in the financial management of our association and its activities. Our PARARA Executive Officers, Chapter Officers and PARARA members who are involved with the substantive aspects of the preparation of the internal and external books, records and financial statements of PARARA and our PARARA Chapters play an important role in upholding the integrity of our business information.

To uphold the integrity of our business information, the PARARA Executive Officers, the Chapter Officers and each PARARA member are expected to:

- Act with honesty and integrity
- Act responsibly, in good faith, with due care, competence and diligence Ethically handle actual or apparent conflicts of interest between personal and professional relationships; including, in the case of executive officers complying with local laws.
- Provide information that is accurate, timely, complete and understandable, no matter the purpose of the information (such as forecasts, budgets, reports, draft or actual financial statements, and public filings or communications)
- Accurately represent material facts and not allow their better judgment to be compromised Not let financial data be influenced by others or by factors such as operating unit or individual performance or objectives, plans and forecasts, or organizational commitments or political affiliations.
- Not conceal any information from our internal auditors or our

Executive Board Members. Comply with applicable policies and procedures related to internal controls and the preparation of financial statements.

- Comply with applicable governmental laws, rules and regulations and with those of appropriate private and public regulatory agencies
- Respect the confidentiality of information acquired in the course of PARARA's work and take appropriate steps to protect against unauthorized disclosure of confidential information
- Not use confidential information acquired in the course of PARARA's work for personal advantage
- Share knowledge and maintain skills important and relevant to their positions
- Use responsibly and maintain control over assets and resources used by or entrusted to them
- Immediately bring any concerns regarding questionable accounting or auditing matters, unethical behavior or violations of this Code to the attention of the Chairman of the Audit Committee and of the Board of Directors, whose address will be posted on Parara2005 Forum.

PARARA will investigate any reported violations of the Code as appropriate. Any person subject to the Code who is found to be in violation of the Code will be subject to disciplinary action, up to and including termination of membership and legal action. Dishonest reporting could lead to civil or criminal liability and PARARA will cooperate appropriately with investigations and prosecutions. Any request for a waiver of any provision of the Code by a person who is not an executive officer of PARARA shall be made in writing to the PARARA Board. Any request for a waiver of any provision of the Code by an executive officer of PARARA shall be made in writing to the Audit Committee. We will disclose any waivers of the Code granted to executive officers of PARARA in accordance with applicable by-laws and regulations.

SECTION 5: CONFLICTS OF INTEREST

A conflict of interest occurs when your personal interests interfere or conflict in any way (or appear to interfere or conflict) with PARARA's. You may not engage in any personal, business or professional activity, which conflicts or appears to conflict with the responsibilities of your PARARA duties, voluntary or otherwise or with

PARARA's interests since business decisions must be made in PARARA's best interests and not motivated by your personal interest or gain and even the appearance of impropriety can be damaging to PARARA's reputation. You are expected to consider the rights, interests and responsibilities of PARARA's membership, those outside the association and yourself, and to protect your own reputation and PARARA's reputation against conflicts.

Whether a personal affiliation is a conflict of interest will depend on the facts and circumstances in each given situation. For this reason, you must treat all potential conflicts as if a conflict exists until you have disclosed and resolved the potential conflict. You are required to disclose in writing to the Office of the Audit Committee, all business, commercial or financial interests or activities where such interests or activities are material and might reasonably be regarded as creating an actual or potential conflict with your PARARA duties voluntary or otherwise to PARARA, so the Audit Council can determine whether the situation is a conflict of interest.

Some guidelines for complying with this policy include:

- not entering into transactions where you have, or a family member has, a personal affiliation with a client, supplier or competitor;
- not creating an obligation or distraction that would affect your judgment or ability to act solely in our best interests;
- not taking advantage of discounts or other programs offered by a vendor with whom you negotiate or are responsible for the business relationship;
- not acquiring any interest in a venture or opportunity that you believe PARARA might reasonably be interested in pursuing or developing without obtaining clearance from the Audit Committee; and
- not owning or otherwise participating in a competing or complementary business enterprise.

PARARA will investigate any reported violations of this policy as appropriate. Any member who is found to be in violation of this policy will be subject to disciplinary action, up to and including termination of membership and legal action. In addition, if personal financial benefit is improperly gained by you, directly or indirectly, or through a spouse or child or a relative sharing your residence, as a result of your

position and activities with PARARA or by the use or misuse of PARARA's property or of information that is confidential to PARARA's business and membership, then you must account to PARARA for any benefit received.

SECTION 6: ACCEPTANCE OR SOLICITATION OF GIFTS

You may not directly or indirectly offer, solicit, or accept any gratuitous payments, services, gifts, entertainment or other personal benefit, other than as noted below, to or from a past, present or prospective association member, business and interest partner, customer or supplier. All gifts or offers of gifts that are not "nominal" should be reported to the Office of the Audit Committee as soon as practicable.

We recognize certain circumstances when it is lawful and permissible for you to accept a gift or personal benefit or furnish modest gifts, favors or entertainment to persons other than public officials. The following are guidelines for acceptable gifts:

- The gift has a nominal value, does not violate any laws; and if the gift were disclosed to the public, it would not embarrass the recipient or PARARA and its membership and activities.
- The gift is not in cash, bonds or other negotiable securities;
- The gift is a customary type of gift-such as for a holiday; Meals and/or entertainment of a reasonable value, which is generally a value that would be approved by PARARA for reimbursement as an expense on duty;
- The gift is advertising or promotional materials (such as pens and calendars);
- The gift is an award or honorarium by charitable, educational, civic or other organizations in recognition of meritorious service or accomplishment.
- You must immediately notify the Audit Committee or a member of the board when:
 - You are offered a cash gift (other than a typical gratuity for those associates who normally receive tips);
 - You think the gift may reasonably be thought to influence or corrupt you or you are unsure about the intent of an offer of a gift or the presentation of a gift; or

- The acceptance of a gift may involve or create the appearance of a violation of this policy.

In some situations, the refusal or return of a gift may cause offense that may damage an interest relationship. You must notify PARARA of such situations. The PARARA Audit Committee will consult with the PARARA board before determining how to respond to the gift or offer of gift.

No gifts shall be paid for with PARARA funds without the prior written authorization from the PARARA President and PARARA Treasurer or a Chapter head approving the specific disbursement. You must also have the approval of the PARARA President and PARARA Treasurer or a Chapter head and act in compliance with all applicable laws and our policies before conveying anything of value to a public official, including treating the official to a meal.

PARARA will investigate any reported violations of this policy as appropriate. Any associate member who is found to be in violation of this policy will be subject to disciplinary action, up to and including termination of membership and legal action.

SECTION 7: FOREIGN CORRUPT PRACTICES ACT

Introduction and Policy Statement.

The Foreign Corrupt Practices Act (“FCPA”) is a U.S. law intended to prevent the bribery of foreign officials by U. S. persons and domestic concerns doing business overseas. The following discussion sets forth our policies with respect to the FCPA and explains the basic elements of the law and the penalties for violating it. Since PARARA’s activities cross national borders it is important for all PARARA officials and members to comply with all US laws and the FCPA in particular when acting on PARARA’s behalf voluntarily or otherwise.

Any PARARA Member who works with government officials while pursuing PARARA activities should be aware of the FCPA and should adhere to PARARA policies requiring compliance with it. PARARA’s FCPA compliance policies require:

- Consultation with the Office of the PARARA Audit Committee and

PARARA Board before offering or giving anything of value, even minimal value, such as a free lunch or tickets to a sporting event, hotel room to a foreign official or to someone who is in a position to influence a foreign official;

- Enforcing compliance with our documentation and accounting procedures, especially those regarding the submission and monitoring of PARARA's and its Chapter's expenses , and member expenses who may interact with foreign officials.

PARARA will investigate any reported violations of this policy as appropriate. Any member who is found to be in violation of this policy will be subject to disciplinary action, up to and including termination of membership and legal action.

CERTIFICATE OF COMPLIANCE

I certify that I have received a copy of PARARA- USA Code of Conduct and Ethics (the “Code”). I further certify that I:

- am responsible for reading and familiarizing myself with the Code in its entirety;
- must comply with all of the policies which comprise the Code, as the same may change from time to time, and agree to do so;
- will immediately notify PARARA if I become aware of any member who violates the Code or any Code provision;
- understand that the violation of any of the policies that comprise the Code may result in disciplinary action up to and including termination of membership and legal action;
- understand that I should contact the Chairman of the Audit Committee and a PARARA Board member if I have any questions about the Code; and
- Acknowledge that abiding by the Code, as the same may change from time to time, is a condition of service in the name of and acting on behalf of PARARA in every capacity.

MEMBER'S NAME (Please Print)

MEMBER'S SIGNATURE

PARARA-USA

2009 CONFLICTS OF INTEREST COMPLIANCE QUESTIONNAIRE

TO: Audit Committee Chairperson

FROM: (Print your name here)

I have reviewed the PARARA's Code of Business Conduct and Ethics, dated January 2009 (the "Code of Conduct"). I advise you as follows with respect to my capacity as a board member or other official of PARARA:

- A. I, or any relative or spouse, do not have any significant, direct or indirect, financial interest in any transaction with the Company, or in any organization or other enterprise which I know is competing with PARARA or transacting or seeking to transact any business PARARA or any of its affiliates, except for:
- B. I do not participate in the operation or management of, or in the practice of any profession or occupation on my own behalf, or on behalf of any enterprise other than PARARA and its chapters as a director, officer, employee, consultant, partner or otherwise, except for:
- C. I, or any relative or spouse, have not accepted any money, or any gift or favor in excess of \$100.00 in market value, nor have I, or any relative or spouse, accepted any entertainment or other benefits which might appear to have been given for the purpose of Influencing my business judgment (other than conventional business courtesies such as an infrequent luncheon), except for:
- D. I have not knowingly disclosed any confidential PARARA information to any person other than persons retained by PARARA who are required to know such information to discharge their duties, nor have I knowingly used any confidential PARARA Information for the profit or benefit of any party other than the Association, except for:

Note: If there are no exceptions in A to D. above, write "No Exceptions" I understand that the Code of Conduct prohibits the use of PARARA assets for any unlawful or other improper purpose, participation in any bribe or kickback, the maintenance of funds not reflected on Company records, falsification of records, improper payments to public officials and the use of PARARA funds to make any political contribution. I further understand my ongoing responsibility to report any activity or suggested activity which might be prohibited by the statement.

Signature: _____ Date: _____