

**MINUTES OF A SPECIAL GENERAL MEETING OF THE MEMBERS
OF
TRANSPARENCY INTERNATIONAL CANADA INC.
(the “Corporation”)**

held at the City of Toronto, in the Province of Ontario
on the 4th day of February, 2009

CHAIR AND SECRETARY

Clare Bonnell acted as chair of the meeting and Bronwyn Best acted as secretary of the meeting.

MEETING PROPERLY CONSTITUTED

A quorum of the members of the Corporation was present in person and the meeting was declared regularly constituted.

**ADOPTION OF SUPPLEMENTARY LETTERS PATENT TO AMEND THE LETTERS
PATENT**

WHEREAS the Corporation wishes to amend the corporate objects in its letters patent issued on November 1, 1996;

AND WHEREAS the board of directors of the Corporation has by resolution approved the supplementary letters patent, subject to the confirmation by the members of the Corporation;

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The resolution adopted by the board of directors approving the application for supplementary letters patent is hereby approved, ratified, and confirmed;
2. Subject to confirmation by supplementary letters patent, the provisions in the Letters Patent of the Corporation are hereby amended by:
 - (i) deleting all of the corporate objects in Part III of the Letters Patent and confirming the insertion of the following in its place:

The objects of the Corporation are:

- (a) To encourage compliance with Canadian laws and international conventions to which Canada is a signatory, against bribery and corruption (“Canadian Anti-Corruption Laws”) by educating businesses,

professional organizations, governments and the public at large about Canadian Anti-Corruption Laws and the adverse impact of non-compliance therewith;

- (b) To develop and promote ethical standards of conduct for businesses, professional organizations, governments and the public at large to assist them in complying with Canadian Anti-Corruption Laws;
- (c) To conduct or commission research on issues concerning the prevention and elimination of bribery and corruption and to communicate the results therefrom to businesses, professional organizations, governments and the public at large; and
- (d) To assist the Canadian Government in fulfilling its obligations under international conventions to which Canada is a signatory in the prevention of and the fight against bribery and corruption.

- (ii) deleting Part VIII of the Letters Patent and confirming the insertion of the following in its place:

VIII

It is specifically provided that in the event of dissolution or winding up of the Corporation, and after payments of all of its debts and liabilities, its remaining property shall be distributed or disposed of to one or more charities in Canada that are registered as such under the *Income Tax Act* (Canada), as amended from time to time, or equivalent designation under such legislation, and have similar charitable purposes to those of the Corporation at the time of dissolution or winding-up, provided that any special or restricted purposes trust funds held by the Corporation shall be transferred to one or more new trustee(s) that are charities in Canada that are registered as such under the *Income Tax Act* (Canada) and have been appointed by the directors of the Corporation to be applied in accordance with the applicable terms of trust.

- (iii) deleting Part IV of the Letters Patent.
- (iv) deleting Part X of the Letters Patent and confirming the insertion of the following in its place:

X

- (a) The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.
- (b) No part of the property of the Corporation shall enure to the benefit of any private individual.

3. An application to the Minister of Industry is hereby authorized to be made for the issuance of supplementary letters patent confirming this special resolution insofar as it relates to amending the provisions of the Letters Patent;
4. In the event that amendments are required to be made to the provisions contained within the application for supplementary letters patent, subject to first obtaining advice from legal counsel for the Corporation, the president and the secretary of the Corporation are hereby authorized to make such amendments as may be necessary to the same;
5. The president and the secretary are hereby authorized to sign the application for supplementary letters patent on behalf of the Corporation and to submit the same to Industry Canada, Canada Revenue Agency and such other governmental authorities as may be necessary for approval.

ADJOURNMENT

There being no further business, the meeting then adjourned.

CERTIFICATION OF MINUTES

The chairperson and the secretary of the Corporation certify that these minutes constitute a true record of the proceedings of the meeting of members held on the 4th day of February, 2009.

Chair/President:

Secretary: