

**SPECIAL RESOLUTION OF THE MEMBERS
OF
TRANSPARENCY INTERNATIONAL CANADA INC.
(the “Corporation”)**

Application for Continuance under the *Canada Not-for-profit Corporations Act*

WHEREAS:

- A. The Corporation was incorporated under Part II of the *Canada Corporations Act* by Letters Patent dated October 31, 1996, and wishes to continue under the *Canada Not-for-Profit Corporations Act* (the “Act”).
- B. It is considered to be in the best interests of the Corporation that it be continued under the Act pursuant to section 297 of the Act.

RESOLVED as a special resolution that:

1. the directors of the Corporation are authorized and directed to make an application under section 297 of the Act to the Director appointed under the Act for a Certificate and Continuance of the Corporation;
2. the Articles of Continuance of the Corporation, which have been submitted to this meeting and are annexed to this resolution, are approved;
3. any one of the officers and directors of the Corporation is authorized to take all such actions and execute and deliver all such documentation, including the annexed Articles of Continuance, the notice of registered office and of directors in the forms fixed by the Director, which are necessary or desirable for the implementation of this resolution.

* * * * *

The undersigned, being the duly appointed Secretary of the Corporation, certifies that the above is a true and correct copy of a special resolution of the members of the Corporation, passed at a meeting of members held on September 18, 2013, by not less than two-thirds of the votes cast by the members of the Corporation who voted in respect of the resolution, and the resolution is in full force and effect, unamended, as of the date set out below.

DATED: SEPTEMBER 18th, 2013

BRONWYN BEST