

**Canada Not-for-profit Corporations Act (NFP Act)
Form 4031
Articles of Continuance (transition)**

To be used only for a continuance from the *Canada Corporations Act*, Part II.

1 - Current name of the corporation

Transparency International Canada Inc.

2 - If a change of name is requested, indicate proposed corporate name

3 - Corporation number

3 3 1 0 7 9 - 5

4 - The province or territory in Canada where the registered office is situated

Ontario

5 - Minimum and maximum number of directors (for a fixed number, indicate the same number in both boxes)

Minimum number

3

Maximum number

15

6 - Statement of the purpose of the corporation

The purposes of Transparency International Canada Inc. are set out in Schedule "A", attached hereto.

7 - Restrictions on the activities that the corporation may carry on, if any

There are no restrictions.

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8 - The classes, or regional or other groups, of members that the corporation is authorized to establish

Transparency International Canada Inc. is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of Transparency International Canada Inc.

9 - Statement regarding the distribution of property remaining on liquidation

In the event of liquidation, dissolution or winding-up of Transparency International Canada Inc., all its remaining assets after payment of its liabilities shall be distributed to one or more charitable organizations in Canada, other than a member of Transparency International Canada Inc., carrying on similar activities. Any special or restricted purposes trust funds held by Transparency International Canada Inc. shall be transferred to one or more new trustee(s) that are charitable organizations and have been appointed by the directors of Transparency International Canada Inc. to be applied in accordance with the applicable terms of trust.

10 - Additional provisions, if any

1. Transparency International Canada Inc. shall be carried on without the purpose of gain for its members, and any profits or other accretions to Transparency International Canada Inc. shall be used in furtherance of its purposes.
2. Directors shall serve without remuneration and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.

11 - Declaration

I hereby certify that I am a director or an authorized officer of the corporation continuing into the NFP Act.

Signature: _____

Print name: Peter Dent Phone Number: 416-488-3939

Note: A person who makes, or assists in making, a false or misleading statement is guilty of an offence and liable on summary conviction to a fine of not more than \$5,000 or to imprisonment for a term of not more than six months or to both (subsection 262(2) of the NFP Act).

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Transparency International Canada Inc.
Schedule "A"

6. Statement of the purpose of the corporation

1. 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;
2. 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;
3. 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
4. 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.