



SIXTEENTH ANNUAL GENERAL MEETING

September 18, 2013

17:00 – 17:30

Bennett Jones LLP, 1 First Canadian Place, #3400, Toronto, ON M5X 1A4

MINUTES

The Chair declared there was a quorum present and that the meeting was duly constituted.

1. Approval of Minutes of 2012 Annual General Meeting

Moved by Mr. Michael Robison and **seconded** by Mr. Tom Marshall to approve the Minutes of the 2012 Annual General Meeting, with a correction to the date noted in item 4. **Carried.**

2. Report of Senior Advisor

From her report sent previously to the membership, Senior Advisor Bronwyn Best highlighted the participation of several TI-Canada Board Members, along with herself, in the Government of Canada's "Canadian Workshop: New Ideas for Canada's Fight against Foreign Bribery," held in Ottawa, 24 – 25 January. This event contributed significantly to the eventual successful passage of amendments to the *Corruption of Foreign Public Officials Act* (CFPOA), this year. In addition to the "TI-Canada Second Annual Spotlight on Anti-Corruption: Current Events *Day of Dialogue*, held in Toronto, in April, she noted the three workshops TI-Canada held, two in Calgary and one in Vancouver. Ms. Best thanked Heenan Blaikie LLP for their preparation of the TI-Canada Victim Impact Statement for potential use by the RCMP, in prosecutions under the CFPOA, and also expressed the gratitude of TI-Canada to the Centre of Excellence in Responsible Business, of the Schulich School of Business, York University, and, in particular, Ms. Mary Amati, for their ongoing support and significant in-kind contributions to TI-Canada and the anti-corruption cause.

3. Report of Chair and President

Ms. Janet Keeping reported that she was finishing three years on the TI-Canada Board with a very satisfying year, including the passage of the CFPOA amendments, the increase in CFPOA convictions by the RCMP, the creation of TI-Canada's Victim Impact Statement, the increasing engagement of committed individuals across Canada in the newly launched TI-Canada Ottawa Discussion Group and TI-Canada Calgary Discussion Group, and our upcoming activities in Quebec. The challenge of developing greater resources for TI-Canada remains. Ms. Keeping expressed appreciation to Ms. Best for her ongoing administrative and managerial support and to her fellow Directors for their expertise, commitment and passion for the anti-corruption cause.

4. 2012 Financial Statements – for receipt

Ms. Keeping noted the audited financial statements, as of 31 December 2012, had been sent to the membership, which subsequently received them.

5. Approval of Auditors

Moved by Mr. Peter Dent and **seconded** by Ms. Robinson to appoint Clarkson Rouble to provide audited financial statements for the year ending 31 December 2013. **Carried.**

6. Election of New Board Members

Moved by Mr. Bruce Futterer and **seconded** by Ms. Susan Reisler to accept Mr. Milos Barutciski and Mr. Peter Dent renewed terms of three years, as members of the TI-Canada Board. **Carried.** **Moved** by Mr. Martin Mueller and seconded by Mr. Matthew Kronby to accept Mr. Paul Lalonde and Dr. Mariana Mota Prado, each for a term of three years, as members of the TI-Canada Board. **Carried.**

7. Other Business

- **Special Resolution of the Members of Transparency International Canada Inc.**

Moved by Mr. Dent and **seconded** by Mr. Lalonde to approve the Special Resolution of the Members of Transparency International Canada Inc.'s Application for Continuance under the *Canada Not-for-Profit Corporations Act*. **Carried.**

- **Other**

Mr. Robinson expressed special thanks to those volunteers involved in the three TI-Canada Spotlights on Anti-Corruption, to date, including the rapporteurs, moderators, presenters, sponsors and hosts.

Moved by Mr. Marshall and **seconded** by Mr. Futterer to terminate the Sixteenth AGM.