

**MINUTES OF A MEETING OF THE BOARD OF DIRECTORS
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 and Bronwyn Best acted as secretary of the meeting.

MEETING PROPERLY CONSTITUTED

A quorum of the directors 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;

ON A MOTION DULY MADE, seconded and carried;

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. Subject to confirmation by supplementary letters patent, the objects in the letters patent of the Corporation are hereby amended as set out herein;
2. 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;
3. 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;
4. 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;

provided that the foregoing resolution is subject to confirmation by at least two-thirds of the votes cast at a meeting of the members of the Corporation called for such purpose.

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 directors held on the 4th day of February, 2009.

Chair/President:

Secretary: