

Overview of Project Callahan

At 6:30pm on November 13, OCUA will be hosting a special meeting on Project Callahan at Jim Durrell Recreation Centre. Project Callahan is a complex project that is focused primarily on aligning our legal and financial structures. We've tried to summarize it here, but if you want more information, we encourage you to reach out to [OCUA's Board](#), and attend our [Special Meeting](#) to get the details and cast your vote.

What is Project Callahan?

Project Callahan is made up of two key components: first, we are converting Ultimate Parks Inc. ("UPI") from a for-profit entity to a not-for-profit organization. This step will be completed in partnership with the shareholders of UPI and it is critical for the second step, which is the purpose of the [Special Meeting](#), to merge OCUA and UPI into one corporation.

Why are we doing this?

When OCUA raised funds to buy the Manotick Station Property, it decided to do so by issuing shares, which meant UPI had to be its own for-profit corporation. This has created several inefficiencies. OCUA is not the legal owner of the Manotick Station Property: the UPI shareholders are. UPI is governed by its own Board of Directors, has its own business processes, and requires special insurance and separate accounting and legal services. On average, running UPI as its own corporation costs OCUA approximately \$10,000 in resources a year.

Merging UPI and OCUA will mean that OCUA is finally the owner of the Manotick Station Property, safeguarding our most valuable asset for the future.

More importantly, OCUA wants to facilitate the conversion of UPI to a not-for-profit and then merge with it based on the advice of our lawyers and accountants. Not-for-profits do not typically own corporations and this puts us at risk with the Canada Revenue Agency. OCUA is excited that Project Callahan will bring us in line with contemporary management and administration practices.

Who will this affect?

We are confident this will have minimal impact on our members. The Manotick Station Property will still run as normal, with league games, tournaments, and special OCUA events hosted there throughout the summer. To help pay for this project and for future capital project, we are collecting a new [Membership Fee of \\$15](#) per member annually. \$10 of this fee will go towards Project Callahan and future projects, and \$5 will cover the cost of each members' dues to Ultimate Canada and Ontario Ultimate.

Once UPI is converted from a for-profit corporation to a not-for-profit organization, all UPI shareholders will cease to be shareholders and will become members of UPI. Then, once UPI merges with OCUA, these shareholders will become members of OCUA. For current OCUA members, that just means a few more people we can invite to our end-of-year gala.

How does this all work?

If you want to learn about legalities and technicalities, we are happy to talk shop in person or online, just shoot the Board an e-mail or Slack message. However, we have provided highlights of our financial estimates below:

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| Taxes to be paid on capital gains of UPI: | \$225,000 |
| Legal and accounting costs associated with Project Callahan | \$30,000 |
| Annual savings post-merger | \$10,000 |



We will be discussing the merger in greater detail at the [Special Meeting](#) on November 13, and will be happy to answer questions from membership. After a period of discussion, the merger will go to a vote for membership. Members who are unable to attend are encouraged to vote by [proxy](#). If the vote passes, after some paperwork and legal process, OCUA and UPI will be one organization.

