

OTTAWA-CARLETON ULTIMATE ASSOCIATION

NOTICE OF SPECIAL MEETING

OF MEMBERS

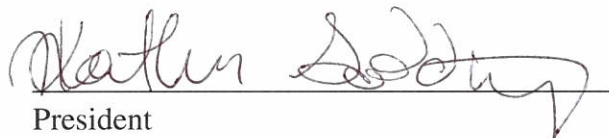
NOTICE IS HEREBY GIVEN THAT a special meeting of the members of the OTTAWA-CARLETON ULTIMATE ASSOCIATION (“OCUA”) will be held at the Jim Durrell Recreation Centre, Ellwood Hall at 1265 Walkley Road, Ottawa, Ontario on Tuesday, November 13th, 2018 at 6:30 p.m. for the following purposes:

1. to put before the members a special resolution, the form of which is attached hereto as Schedule “A” (the “**Special Resolution**”), to:
  - (a) amalgamate OCUA with the Ultimate Parks Inc. (“UPI”) pursuant to the *Canada Not-for-Profit Corporations Act*; and
  - (b) on amalgamation, to amend OCUA’s current statement concerning the distribution of property remaining on liquidation of the corporation (as appears in Section 9 of OCUA’s Articles of Continuance);
2. to approve the amalgamation agreement summarized on Schedule “B” hereto, which will be put before the members at the meeting. Members wishing to review the agreement in advance of the meeting can contact Christopher Castonguay, Executive Director of OCUA, to receive a copy;
3. to transact such further and other business as may properly be brought before the meeting or any adjournment thereof.

This notice is being given pursuant to section 162 of the *Canada Not-for-Profit Corporations Act*.

DATED this 23 day of October, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

  
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President

**SCHEDULE "A": SPECIAL RESOLUTION**

**SPECIAL RESOLUTION OF THE MEMBERS  
OF  
OTTAWA-CARLETON ULTIMATE ASSOCIATION ("OCUA")**

**AMALGAMATION WITH ULTIMATE PARKS INC. AND CHANGES TO ARTICLES**

WHEREAS OCUA wishes to amalgamate with the Ultimate Parks Inc. ("UPI") pursuant to section 204 of the *Canada Not-for-Profit Corporations Act* (the "Act") substantially on the terms set out in the draft amalgamation agreement presented to the members (the "**Draft Amalgamation Agreement**");

AND WHEREAS as an aspect of such amalgamation, OCUA will be filing Articles of Amalgamation and wishes to include in such filing an amendment to the statement concerning the distribution of property remaining on liquidation of the corporation;

NOW THEREFORE BE IT RESOLVED as a special resolution that:

1. the Corporation is hereby authorized to amalgamate with OCUA and to enter into an amalgamation agreement (the "**Amalgamation Agreement**"), substantially in the form and on the terms and subject to the conditions of the Draft Amalgamation Agreement, with such changes thereto as any director or officer of the Corporation may approve (such approval to be evidenced conclusively by the execution and delivery by such director or officer of the Amalgamation Agreement);
2. on amalgamation with UPI, the statement concerning the distribution of property remaining on liquidation of OCUA shall be: "Any property remaining on liquidation of the Corporation, after discharge of liabilities, shall be distributed to one or more qualified donees within the meaning of the Income Tax Act."

## **SCHEDULE “B”: SUMMARY OF AMALGAMATION AGREEMENT**

The amalgamation shall take place on the following terms:

1. The name of the post-amalgamation corporation shall be “Ottawa-Carleton Ultimate Association” and the registered office shall be in Ontario.
2. The membership structure of the post-amalgamation corporation shall be the current membership structure of OCUA; specifically the corporation shall have one class of members, all of whom shall be entitled to notice of meetings of the members and to exercise one vote thereat.
3. The membership conditions for the post-amalgamation corporation shall be as set-out in OCUA’s current by-laws: “Subject to the Articles there shall be one class of members in the Association. Membership in the Association shall be available only to individuals interested in furthering the Association’s purposes. Membership shall be open to any individual who applies to the Association, pays annual membership dues as determined by the Board, and fulfills such annual registration requirements as are determined from time to time by the Board.”
4. All current members of UPI will become members of OCUA on amalgamation. OCUA only has one class of members, so the members of both UPI and OCUA will all have the same class of membership post-amalgamation.
5. The statement of purposes of the amalgamated corporation shall be the current statement of purposes of OCUA, available online at [www.ocua.ca](http://www.ocua.ca).
6. The post-amalgamation corporation shall have a board of directors comprised of 7 directors, who shall be:
  - Andrea Proulx  
1201 Cobden Road  
Ottawa ON K2C 2Z4  
Canada
  - Heather Godding  
290 Dovercourt Avenue  
Ottawa ON K1Z 7H5  
Canada
  - Daniel Thomson  
1201 Cobden Road  
Ottawa ON K2C 2Z4  
Canada
  - Venissa De Castro  
41-631 Gilmour Street

Ottawa ON K1R 5L7

Canada

- Sebastien Roger Belanger  
3711 Alderwood Street  
Ottawa ON K1T 1B7  
Canada
  - Hadrian Paul David Mertins-Kirkwood  
143 Young St  
Ottawa ON K1Y 3P8  
Canada
  - Alison Ward  
114 Drummond Street  
Ottawa ON K1S 1J9  
Canada
7. There will be no restrictions in the activities the post-amalgamation corporation may carry on, as is currently the case with both UPI and OCUA.
  8. On dissolution, any funds or assets of the amalgamated corporation remaining after paying all debts will be distributed to qualified donees within the meaning of the Income Tax Act, as per UPI's current statement on distribution of assets on dissolution.
  9. The post-amalgamation by-laws of the corporation shall be the current by-laws of OCUA, which are available online at:  
<https://www.ocua.ca/system/files/page/Bylaws%202015.pdf>