



January 24, 2024

Dear Member,

In August 2023, Good Neighbour's Club (also known as Haven Toronto) and St. Michael's Homes (SMH) announced the intention to explore integrating the two organizations to create a single, multi-service organization to better serve our clients under the governance and management of SMH, but still using the Haven name for its programs and services.

We listened to the feedback of clients, caregivers, Members and volunteers, as well as staff, partner organizations and other stakeholders. Their feedback and advice was overwhelmingly positive and supportive of the integration, with many stakeholders viewing the proposed integration as beneficial for both clients and the system as a whole. We are enclosing a briefing memo that outlines important background information on the proposed integration, as well as explaining the resolution you will be asked to approve.

It is our pleasure to invite you to a **Special Meeting of our Members on Monday, February 12, 2024 at 5 pm at our site at 170 Jarvis Street** to consider the resolution outlined below to support the integration. This resolution will be further explained and discussed at the meeting. If you are unable to attend the meeting, we are also enclosing a "proxy form" which you can complete to appoint a present Member to attend the meeting and vote on the resolution on your behalf. Refreshments will be served.

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**SPECIAL RESOLUTION OF THE MEMBERS OF  
GOOD NEIGHBOUR'S CLUB o/a Haven Toronto  
(the "Corporation")**

**WHEREAS** the Corporation and St. Michael's Homes ("SMH") have negotiated draft terms of an Integration and Transfer Agreement under which, *inter alia*, the Corporation has agreed to transfer its undertakings, programs, and services to SMH and SMH has agreed to assume responsibility for the Corporation's undertakings, programs, and services (the "**Integration**");

**AND WHEREAS** the Board of Directors of the Corporation has determined that in connection with the Integration of the Corporation with SMH, the Corporation will be dissolved;

**NOW THEREFORE**, be it resolved that:

1. The Integration and the transactions contemplated thereunder, including the transfer of the Corporation's assets, programs, services, records and employees to SMH and the assumption of the Corporation's liabilities by SMH, is hereby approved, subject however to such further negotiations and/or amendments as may be considered necessary and/or appropriate by the Corporation's Directors on the Board Liaison Committee of the Board of Directors for the Integration of the Corporation;
2. The Corporation deliver to SMH the fully and properly executed Application for Surrender of the Corporation's Charter as a closing deliverable and in accordance with the final Integration and Transfer Agreement; and
3. The Corporation's directors, officers, and Executive Director are authorized to provide such assistance and co-operation to SMH as may be reasonably required or requested in order to complete the Integration and to effect the dissolution of the Corporation.

Andrew Clark  
Board Chair



**Haven Toronto  
Special Meeting of Members  
170 Jarvis Street, Toronto M5B 2B7  
Monday February 12 2024, 5:00 p.m.**

**AGENDA**

1. Welcome and Call to Order
2. Declaration of Quorum
3. Approval of Agenda
4. Discussion and Questions
5. Motion to Approve Resolutions pertaining to the potential integration of Good Neighbour's Club (Haven Toronto) and St. Michael's Homes
6. Adjournment



**PROXY FORM - MEMBERS**

**GOOD NEIGHBOUR'S CLUB (operating as Haven Toronto)**

**SPECIAL MEMBERSHIP MEETING – FEBRUARY 12, 2024 AT 5:00 PM**  
**170 Jarvis Street M5B 2B7**

In connection with Good Neighbour's Club (operating as Haven Toronto) Special Meeting of Members on February 12, 2024 and any adjournment of this meeting,

I, \_\_\_\_\_ of \_\_\_\_\_  
(Print Name) (Print Address)

Do hereby Proxy my vote to \_\_\_\_\_.  
(Print Name)

I understand that I may cancel this proxy by attending the Special Meeting in person or by signing and delivering to Haven Toronto another proxy with a subsequent date. To be effective, this **proxy must be received by Haven Toronto** at least **two (2) business days before** the Special Meeting (i.e., **February 8**) by delivering it to Michailah Lingham via email at [michailah@haventoronto.ca](mailto:michailah@haventoronto.ca) or mail to the **attention of** Michailah Lingham Haven Toronto, 170 Jarvis Street, Toronto, Ontario M5B 2B7.

My proxy-holder is hereby authorized to vote at such meeting in my place, in their discretion on any matter properly brought before Haven Toronto, including the following motion (please see next page).

	<b>In Favour</b>	<b>Oppose</b>	<b>Abstain</b>
<b>Motion to approve:</b>  (i) <b>the integration of Good Neighbour’s Club (GNC) (operating as Haven Toronto) with St. Michael’s Homes (SMH)</b> , including the transfer of GNC’s assets, programs, services, records and employees to SMH and the assumption of GNC’s liabilities by SMH (the “Integration”), subject to such further negotiations and/or amendments as may be considered necessary and/or appropriate by SMH’s Directors for the Integration and management of Haven Toronto;  (ii) GNC to deliver to SMH the fully and properly executed Application for Surrender of Good Neighbour’s Club’s Charter as a closing deliverable and in accordance with the final Integration and Transfer Agreement with SMH; and  (iii) GNC’s directors, officers, and Executive Director are authorized to provide such assistance and co-operation to SMH as may be reasonably required or requested in order to complete the Integration and to effect the dissolution of Good Neighbour’s Club.			

I, and to the best of my knowledge, my proxy-holder, do not have a potential or actual conflict of interest in connection with the subject matter of the Special Meeting, including voting on the motion outlined herein. A conflict of interest includes any situation in which I, or my proxy holder, has another interest or relationship that impairs my ability, or my proxy-holder’s ability, to act solely in the best interests of Good Neighbour’s Club (aka Haven Toronto) (e.g., a related personal financial interest, a related employment or corporate interest, a related personal, financial or employment relationship of a family member, etc.).

Signed: \_\_\_\_\_ Date: February, 2024

Note: To vote by proxy both you and your proxy must be registered members of Good Neighbour’s Club (aka Haven Toronto) and eligible to vote on the motion.