

Wednesday, 12 June 2024

Notice of Annual General Meeting

Notice is hereby given that the sixty-eighth Annual General Meeting of Initiatives of Change Australia will be held at 7:30pm (AEST) on Thursday, 4 July 2024.

We will be conducting the Annual General Meeting remotely via Zoom. Members and proxyholders will be able to participate in the proceedings online in real time.

The Annual General Meeting is held to conduct the following business:

- 1. To confirm the Minutes of the previous Ordinary General Meeting.**
- 2. To receive Financial Statements and Board Report for the financial year ending 31 March 2024 (documents to be circulated two weeks before the meeting).**
- 3. To elect Directors:**
 - a) In accordance with the rotation process set out in Articles 42 and 43 of IofC Australia's Articles of Association, Elisse Higginbotham retires.
Francis Halim and Paul Ntoumos will not be seeking re-election.
Elisse Higginbotham being eligible offers herself for re-election.
 - b) Also eligible for election will be Ms Lan Diep and any persons who have been nominated, and subsequently approved by the Board, in accordance with Article 45 and by way of the processes communicated to Association Members in the Advanced Notice of Annual General Meeting and website.
- 4. To elect auditors for the ensuing year.**
- 5. Any other business which may lawfully be brought forward.**

By order of the Board



Elizabeth Lee, Company Secretary

EXPLANATORY STATEMENT

Introduction

This Explanatory Statement has been prepared for the information of Members in connection with the business to be conducted at the Annual General Meeting (AGM) of Initiatives of Change Australia (IofCA) (Company) to be held via Zoom at 7:30pm (AEST) on Thursday 4 July 2024 (Meeting).

The purpose of this Explanatory Statement is to provide information which the Board believes is material to Members in relation to the Resolutions that are to be voted upon at the AGM. The Explanatory Statement explains the Resolutions and identifies the Board's reasons for putting them to Members.

Financial Statements and Board Report for the financial year ending 31 March 2024 (documents to be circulated two weeks before the meeting).

In accordance with the Company's Articles of Association, Financial Statements and Board Report for the financial year ending 31 March 2024 will be considered by the Meeting. The Financial Statements and Board Report for the financial year ending 31 March 2024 will be available on the IofCA website at <https://au.iofc.org/>

Re-election of Directors

In accordance with the rotation process set out in Articles 42 and 43 of IofCA's Articles of Association, Francis Halim, Paul Ntoumos and Elisse Higginbotham retire.

Francis Halim and Paul Ntoumos will not be seeking re-election.

Elisse Higginbotham, who have served as a Director since March 2021, retires by rotation and seek re-election.

Biographies and Statements of Contribution

Elisse Higginbotham

Background

Elisse is an Optometrist by background who has extensive practice in private and public optometry, recent involvement in the tertiary education sector as a student and as a lecturer, and several years Board experience. She has been actively involved with Initiatives of Change, primarily in Melbourne, through the Life Matters Program since 2014, and more recently as part of the Future Seekers and Risk and Audit Committees.

Statement of Contribution

I have been involved with governance of Not-for-Profit organisations in the past, including as Vice President of the organization and Chair of two committees. Having completed the assessments qualifying for Graduate of the Australian Institute of Company Directors in 2013, I am motivated to use my governance skills and experience in support of a cause I feel deeply about.

I am reinvigorated and inspired by the recent burgeoning of connections and activity in Initiatives of Change over the last two years and look forward to being involved with these going forward. I bring my years of experience of both delivery and review of the Life Matters program, and a demonstrated passion for empowering people to be the change they wish to see in their world. I value the honesty, integrity and commitment of this organization, and honour its significant historical achievements and contributions. I acknowledge the work, dedication and sacrifice of our Elders, and look forward to continuing their work into the future via our ambitious strategic plan.

The Board supports the re-election of Ms Elisse Higginbotham.

Further nominations

Also eligible for election will be any persons who have been nominated, and subsequently approved by the Board, in accordance with Article 45 and by way of the processes communicated to Association Members in the Advanced Notice of Annual General Meeting and website.

Lan Diep

Background

Lan is a first-generation Vietnamese refugee living in Naarm (Melbourne), Australia. She works as a change management professional in a national organization focused on mental health and wellbeing. Over the past decade, Lan has actively volunteered with Initiatives of Change Australia (IofCA) Melbourne Branch, participating in programs such as Life Matters (2018), Peace Circle (2019), and mentoring initiatives in Spiritual Ecology (2020). She is currently completing her Governance for Community Directors diploma as a scholarship recipient and has joined IofCA's Nominations and Performance Committee (NPC).

Lan also served as a Regional Advisory Member for the Victorian Multicultural Commission (2019-2022), where she connected grassroots concerns with commissioners to address issues important to multicultural communities across Victoria. She envisions a future where all perspectives are heard and included, emphasizing the importance of seeing the whole and drawing from multiple intelligences, experiences, and knowledge. This approach helps her sense and respond to more nuanced human and technical dynamics, which she believes makes everyone better equipped for the leadership challenges we face.

Statement of Contribution

I bring over twenty years of change and process expertise to IofCA. Inspired by Thich Nhat Hanh's words, "Changing is not just changing the things outside of us," I believe true change involves both external adaptation and internal integration. As a first-generation Vietnamese refugee and immigrant to Australia, my lived experience honors my history of adapting to a new place, culture, language, and people. This journey has brought tremendous change, not just for me but for many CALD communities learning to integrate into new environments, highlighting how change forces positive adaptations.

As a change professional, I understand that building strategic capability to increase an organization's change capacity and responsiveness will be unique. I see IofCA's role in fostering collaboration and collective wellbeing as crucial, especially given the multiple, interrelated crises affecting human society and the biosphere. My volunteer work and role with the Victorian Multicultural Commission reflect my commitment to community engagement and social justice. I am passionate about integrating inner and outer change dimensions to navigate organizational change, particularly for social justice.

I hope to explore strategic change collaboration opportunities and enhance IofCA's impact by adapting partnership strategies to fit the Australian cultural context. My goal is to support initiatives that connect with nature and country, promote personal wellbeing, and foster restorative ways of living and working. I believe in IofCA's vision of building trust across the world's divides and am dedicated to contributing my expertise to further this vision. My strength lies in adapting to new roles, organizational cultures, and innovative ways of working, always learning and evolving. I look forward to serving IofCA, aligned with our shared values and goals.

Election of auditors for 2024/2025

In accordance with the Articles of Association, the election of Auditors will be considered by the Meeting.

Resolution: That John L Bush & Campbell, Chartered Accountants, be elected as Auditors for 2024/2025.

GLOSSARY

Annual General Meeting (AGM), or Meeting, means the meeting convened by the Notice of Meeting.

Board means the current Board of directors of the Company/IofCA.

Chair means the Chair of the Board.

Company means Initiatives of Change Australia (ACN 004 350 798).

Articles of Association means the Company's Articles of Association.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

AEST means Australian Eastern Standard Time as observed in Melbourne, Victoria.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Member/s means any person/s formally accepted into membership of IofCA/Company.