Initiatives of Change Australia

Building trust across the world's divides

INITIATIVES OF CHANGE AUSTRALIA
ABN 22 004 350 798
226 KOOYONG ROAD
TOORAK VIC 3142 AUSTRALIA

Thurday, 30 July 2026

Notice of Annual General Meeting

Notice is hereby given that the seventieth Annual General Meeting of Initiatives of Change Australia will be held at 3:30pm (AEST) on Sunday, 30 August 2026.

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 2026 (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, **Jonathan Lancaster, Daya Bhagwandas and Lan Diep** retires. Sarah Mayor Cox will not be standing for re-election.

      Jonathan Lancaster, Daya Bhagwandas and Lan Diep being eligible offers themselves for re-election.

   b) Also eligible for election will be Mr David MacLaurin 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. **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 3:30 pm on Sunday 23 August 2026 (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 2026 (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 2026 will be considered by the Meeting. The Financial Statements and Board Report for the financial year ending 31 March 2026 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, Jonathan Lancaster, Daya Bhagwandas and Lan Diep retires.

Jonathan Lancaster, Daya Bhagwandas and Lan Diep, who have served as Directors since April 1989, June 2023 and July 2024, respectively, retire by rotation and seeks re-election.

Biographies and Statements of Contribution

Jonathan Lancaster

Background

From 1965, Jonathan worked with Initiatives of Change in India, Europe, and South-East Asia as a vocational full-time volunteer, before returning in 1981 to support IofC Australia's national administration, serving as Secretary and Treasurer for an extended period. He now attends particularly to matters relating to IofCA's transparency, accountability, compliance, and sustainability as a registered charity.

Statement of Contribution

In a final part-term on the Board, I will work to bring together, and to conclusion, long-developing streams of research, legal advice, conversation and discernment involved in the drafting of a new IofCA Constitution.

These processes are the responsibility of a Constitution Working Group under the umbrella of the Board's Risk, Legal and Audit committee, for which they are a burning priority.

An urgent next step will be to set aside time for the whole Board to consider fresh legal advice expected any day now, in order to come to decision on a recommendation to serve as the basis for consultation with IofCA members.

I bring to this top priority task a detailed decades-long familiarity with and understanding of the charitable and legal issues intertwined in such a re-casting of our governing documents, as well as direct personal involvement with local, state and Federal Government instrumentalities, and our lawyers. I have also lived through the period when so many young people engaged heart and mind with a movement that had an infectious quality about it.

My other main priority will be the inclusion and support of most welcome new and younger members of the Board and committees, as well as other colleagues. This will include on-the-job accompaniment, as well as a build-up of documentation of relevant aspects of my experience and understanding of publishing, early computer programming through to areas of modern IT, establishment and managing of our communications database, financial bookkeeping, accounting, auditing, public company and charity legislation, related and other legal matters, employment, insurance, government relations (as mentioned in para 2 above), property transactions, and investment matters.

Though all this will be threaded my continuing commitment to the purpose, ethos, values and practices of the IofC movement, focused on our Australian body.

Daya Bhagwandas

Background

Daya Bhagwandas is a social entrepreneur, yoga master and professional with a background in neurosciences and human development. Throughout her career, she has integrated the core values of Initiatives of Change into her professional practice, delivering programs in schools and providing consultancy services that promote inner transformation as a pathway to wellbeing for children and adults.

Statement of Contribution

Over the past three years, Daya Bhagwandas has served as a Board Member of Initiatives of Change Australia, contributing to Board deliberations during a period of significant organisational transition. Her contribution includes active involvement in discussions on the organisation's financial sustainability and the future of Armagh, supporting IofCA's current priority to transition to a predominantly volunteer-led movement. Daya contribute through relationship-building, networking and engaging with people to deepen their experience of and commitment to IofCA.

Daya was part of the leadership team that did extensive consultations with the IofCA network, members and committees - on advancing the Strategic Plan 2026–2028, launched at the National Gathering in June 2026.

Daya also maintains a strong commitment to Initiatives of Change at the international level.

Her involvement includes regular in person participation in IofC programs at the Swiss centre at Caux and the Indian IofC centre. This includes organising the content for the first two days of the International Global Fellowship Gathering (GFG) in India, January 2025. There were two initiatives that came out of the time in 2025. One was the Trauma Dialogue workshops and training that were conducted in Melbourne and Sydney. The other is being part of the Global Impact Focus Teams (GIFTs) that offered a report on the work done over the 18 months at the GFG in Caux, July 2026.

Daya was an active participant in recent Caux 2026 forums and looks forward to continuing to support IofCA's role nationally and globally as a Board member into the future.

Lan Diep

Background

Lan Diep is a Board Director of Initiatives of Change Australia and works in Operational Excellence at the Brotherhood of St Laurence. She brings more than 20 years of experience in organisational change, improvement and helping people navigate new ways of working.

Lan's connection with IofCA began more than a decade ago through Life Matters, Peace Circles, Spiritual Ecology and the friendships that grew around them. She was drawn to a community that understood change not only as something we make in the world, but as something that also asks to be lived within us.

A first-generation Vietnamese refugee living in Naarm, Lan's life has been shaped by migration, adaptation and the long work of belonging. This has taught her that people carry many forms of wisdom, often held in culture, memory, relationship and place.

Statement of Contribution

Enlivened by her experience at the Caux IDG Forum, Lan went on to co-organise the Inner Development Goals Melbourne Hub, exploring how inner development, grounded in ancestry, culture and place, can support more sustainable ways of living across cultures.

She previously served on the Victorian Multicultural Commission's Regional Advisory Council and holds a Diploma of Governance for Community Directors.

Lan brings to the Board experience in strategy, governance and organisational change, as well as curiosity, care and a willingness to listen across generations and different experiences of IofCA.

She hopes to help IofCA carry forward what is most alive in its history: the meeting of inner reflection, honest relationship and practical action. Her wish is for an organisation where people feel they belong, wisdom is shared, and care for one another extends into care for the wider living world.

The Board supports the re-election of Mr Jonathan Lancaster, Mrs Daya Bhagwandas and Ms Lan Diep.

David MacLaurin

Background

David MacLaurin is an educator and built environment professional with a longstanding commitment to ethical leadership, education, and community service. He is passionate about helping individuals and organisations create positive and lasting social impact through integrity, collaboration, and responsible leadership.

David has many years' experience as an outdoor education teacher and later taught planning and design within the built environment at university level, supporting the education and professional development of tertiary students.

Throughout his teaching career, he fostered leadership, resilience, teamwork, and personal growth, encouraging others to realise their potential.

With qualifications and experience in architecture and the built environment, David brings strategic thinking, sound judgement, and strong analytical and problem-solving skills. He values collaboration and believes effective governance is built on listening, respect, integrity, and a shared commitment to purpose.

David also serves in the Australian Army Reserve with the Royal Australian Engineers, specialising in disaster management, where he has further developed leadership, teamwork, and a commitment to serving the community in times of need.

Statement of Contribution

David is committed to supporting the mission of Initiatives of Change Australia by promoting ethical leadership, building trust, and contributing to reconciliation, peace, and sustainable change. He aims to contribute thoughtful governance, strategic insight, and a collaborative approach to help the organisation strengthen its impact and serve the community effectively.

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.

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INITIATIVES OF CHANGE AUSTRALIA - APPOINTMENT OF PROXY

If you are a member of the Association and are not able to attend the 30 August 2026 Annual General Meeting in person, you may choose to appoint another member of the Association as proxy to vote on your behalf. A form for that purpose is provided overleaf.

Please check with the person you have in mind that they are a member and intend to be present.

If you wish your proxy to vote in a particular way, please instruct her/him precisely whether to tick the "FOR" box or the "AGAINST" box (must be one or other) against each candidate on the day.

You may wish to convey your instructions to your proxy by means of emailing of the ballot paper:

	For	Against
Jonathan Lancaster	☐	☐
Daya Bhagwandas	☐	☐
Lan Diep	☐	☐
David MacLaurin	☐	☐

If you wish your proxy to go directly to the person chairing the meeting during the conduct of any vote or poll, please email any instructions about voting to secretary.au@iofc.org along with the proxy appointment form, and they will be conveyed to whoever occupies the chair at the time of such event.

Your voting preferences will be treated as confidential.

In order to give legal effect to your appointment of a proxy, the form overleaf should be completed and returned to the Initiatives of Change Australia office, c/o Secretary, Initiatives of Change Australia, 226 Kooyong Road, Toorak, Vic 3142 **no later than 3pm on Friday, 28 August 2026** by post or scanned and emailed to secretary.au@iofc.org by the same deadline.

If any of the above is not clear or you need help with any aspect of the process, please don't hesitate to ring me on 0438 662 445.

Warm regards,

Elizabeth Lee, Secretary

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INITIATIVES OF CHANGE AUSTRALIA

APPOINTMENT OF PROXY

I,..... ,

of ..... ,

a member of the Initiatives of Change Australia Association, hereby appoint

..... ,

of ..... ,

another member of the Association,

or, in his or her absence, the Chairperson of the meeting during the conduct of any vote or poll, to vote for me and on my behalf at the Ordinary General Meeting of the Association to be held on the 30th day of August 2026 and at every adjournment of that meeting.

Signed this . . . . . day of....., 2026

. . . . . .

(Signature)

NB:

In order to give legal effect to your appointment of a proxy this form should be completed and returned to the Initiatives of Change Australia office, c/o Secretary, Initiatives of Change Australia, 226 Kooyong Road, Toorak, Vic 3142 **no later than 3pm on Friday, 28 August 2026** by post or scanned and emailed to secretary.au@iofc.org by the same deadline.

Any specific instructions on how to vote can be sent directly to your proxy, or to the Secretary (for handing to the Chair), at any time reasonably in advance of the start of the meeting.