

Wattarka Foundation Limited
(CAN 159 963 943)

Advisory Group Charter

Adopted by the Board on 24 April 2017

Definitions

Advisory Group	The Advisory Group Members who together form a group to assist the Foundation in trying to fulfil its vision, implement its mission and achieve its objectives.
Advisory Group Members	Those persons who are members of the Advisory Group appointed pursuant to section 3.
Advisory Charter	this Advisory Group charter
Board	The board of Directors of the Foundation
Directors	The directors of the Foundation
Foundation	Watarrka Foundation Limited (ACN159 963 943)

Watarrka Foundation Advisory Group Charter

1. Background on Foundation

The Foundation was established in 2012 as a not-for profit corporation under the Corporation Act (2001).

In early 2016 following a strategy session the Board confirmed the following as the Foundation's vision, Mission and Objectives:

Vision:

To facilitate sustainable, healthy and fulfilled Aboriginal communities in the Watarrka region.

Mission:

Focussed on young people, we deliver programs that support a sustainable environment, education, healthy lifestyles and independent livelihoods for Aboriginal communities in the Watarrka region.

Objectives

- (a) To alleviate poverty, sickness, destitution and helplessness among the aboriginal community in the Watarrka region.
- (b) To carry out projects to alleviate poverty, sickness, destitution and helplessness among the aboriginal community in the Watarrka region.
- (c) To provide programs and projects to promote life skills, independence and resilience among the aboriginal community in the Watarrka region.
- (d) To provide examples for other organisations to adopt of programs and projects that make a positive difference to Aboriginal communities in need.
- (e) To secure funds from the public and other available funding sources to further the objects of the Watarrka Foundation.

The Company is governed by its Board.

The Board proposes to appoint an Advisory Group. The Board has therefore adapted this Advisory Group Charter to set out the purpose of the Advisory Group, its composition, expected involvement of Advisory Group Members and the relationship between Advisory Group Members and the Board.

2. Purpose of Advisory Group

The Board acknowledges that it does not possess the gender and ethnic diversity, range of expertise and skills sets to best carry out its vision, mission and objectives. Specialist expertise and skills are required or would be helpful in a range of areas including education, health, aboriginal issues, specific women issues social media, IT, fund raising and project management.

The purpose of the Advisory Group is to therefore to:

- Provide for the Foundation an expanded leadership group more representative and better able to assist the community which the Foundation seeks to serve;
- enable the Board to have access on an as and when needed basis to a wide range of expertise and skills sets not possessed by Directors; and

- enable persons who are committed to assisting the Foundation to make a valuable contribution by volunteering to serve as an Advisory Group Member without the legal responsibilities and administrative duties and obligation incumbent upon directors under the Corporation Law.

3. Composition of Advisory Group

The Board considers it important that there a maximum flexibility with respect to the composition of the Advisory Group.

Accordingly, the following is proposed:

- the number of Advisory Group Members will be such number as the Board determines from time to time;
- the Advisory Group Members will be appointed by the Board and the Board has the right to terminate any appointment at any time without reason;
- there are no eligibility criteria, so there is no need for an Advisory Group Member to be a member of the Foundation or to have made any prior contribution;
- Advisory Group Members will not be entitled to any remuneration will be entitled to reimbursement of external expenses incurred in Advisory Group work and as approved by the Board.

4. Involvement of Advisory Group Members

It is envisaged that Advisory Group Members will be involved with the Foundation on the following basis but having regard to the overriding need for flexibility from all parties' perspective:

- Advisory Group Members will be invited to attend major Board strategy session meeting which the Foundation proposes to hold on at least an annual basis, and hopefully on a biannual basis, on site in the Watarrka region;
- reasonable notice of these meetings will be provided to Advisory Group Members and the Board will use reasonable endeavours to try to arrange these meetings at times which work for Advisory Group Members as well as Directors;
- Advisory Group Members are also welcome to attend as observers any other Board meetings;
- Advisory Group Members will be requested to assist the Board and the Foundation on an as and when needed basis as mutually agreed by the Board and the relevant Advisory Group Members.
- an Advisory Group Member may be engaged on a bilateral basis with a specific Director or on a multilateral basis with the whole Board and with other Advisory Group Members; and
- the appointment and involvement of Advisory Group Members will be acknowledged on the Foundation's website and in other public and private documents as agreed by the Advisory Group Member and the Board,

5. Relationship with Board and Foundation

The Board will have due regard to the views and recommendations of Advisory Group Members.

Without limitation, the Board acknowledges that it does not have the expertise or experience of the Advisory Group member in the specific areas of the Advisory Group Members expertise and in the

ordinary course will accept the recommendations of Advisory Group members subject to financial considerations and it being within prudent corporate governance.

From a legal perspective, however, Advisory Group Member will not have:

- the authority to bind the Foundation, and all decisions are a matter for the Board or the Foundation members; and
- any legal liability or responsibility for any actions taken by the Board or the Foundation.

*Adopted by the Board
24 April 2017*

