

DJA DJA WURRUNG GROUP CORPORATE GOVERNANCE CHARTER

DOCUMENT TYPE	Charter		
DOCUMENT CATEGORY	Governance	DOCUMENT NUMBER	GOV CHARTER v6
ACCOUNTABLE POSITION	DDWCAC Board	DATE APPROVED	24/10/2025
RESPONSIBLE POSITION	Chief Executive Officer	REVIEW DATE	24/10/2026
APPROVED BY	DDWCAC Board	VERSION	6

This is a public document.

Document History

Version	Date	Description of changes	Changes made by
1	2014	Original	FNLRS/Maddocks
2	2022	Incorporating Dumawul Fixed Trust & Investment Advisory Committee	Robertson Hyetts
3	06/2025	Incorporating Djakitj Fixed Trust & various updates	DDWCAC Board
4	10/2025	Incorporating Mayam Mayam Ltd and other administrative changes	DDWCAC Board
5	12/2025	Amendment to ACN number	Governance, Risk & Compliance



Important Words

The Dja Dja Wurrung Group is made up of

- DJAARA (Dja Dja Wurrung Clans Aboriginal Corporation) and
- its subsidiary company Dja Dja Wurrung Enterprises Pty Ltd., trading as DJANDAK, DUMAWUL and DJAKITJ and
- its subsidiary company Mayam Mayam Ltd trading as MAYAM MAYAM.

All our Corporate entities have all letters capitalised to distinguish between a corporate entity and the original Dja Dja Wurrung word. i.e. Djaara (People of Dja Dja Wurrung Country) and DJAARA, the corporate entity that does its work for and on behalf of Dja Dja Wurrung People.

We also capitalise GROUP when referring to the Dja Dja Wurrung Group.

The following words also hold cultural significance and importance to Dja Dja Wurrung and First Nations Peoples. The importance of Aboriginal, Ancestor, Country, Culture, Elders, People, Cultural Heritage, Caring for Country, First Nations, and Traditional Owners are capitalised in the first letter to signify their importance.

'&' will be used in all titles instead of 'and'.

Interchangeable words

In many of our documents, we have various words that are interchangeable, as listed below.

- Dja Dja Wurrung People is interchangeable with Djaara.
- Corporation is interchangeable with DJAARA (Dja Dja Wurrung Clans Aboriginal Corporation).
- Enterprise/s is interchangeable with Dja Dja Wurrung Enterprises Pty Ltd, trading as DJANDAK, DUMAWUL and DJAKITJ.
- Our, us, we are interchangeable terms used at times to describe Dja Dja Wurrung People or the Dja Dja Wurrung Group.

The DDW Group is used throughout this document and refers to Dja Dja Wurrung Clans Aboriginal Corporation trading as DJAARA, Dja Dja Wurrung Enterprises Pty Ltd and its Trusts and Mayam Mayam Ltd trading as MAYAM MAYAM.



Table of Contents

Document History.....	1
Important Words	2
1. Preamble	5
1.1. Purpose and context.....	5
1.2. Scope	5
1.3. Structure of the Charter.....	5
1.4. Periodic review of the Charter.....	6
1.5. Public availability of the Charter	6
2. Context.....	7
2.1. Summary	7
2.2. Related Documents.....	7
3. Overview	9
3.1. Overview of Corporate Structure.....	9
3.2. DDW Group Structure.....	10
3.3. Board and Board committee structures	11
3.4. Other structures used by the DDW Group.....	11
3.5. Dja Dja Wurrung Clans Aboriginal Corporation	12
3.6. Dja Dja Wurrung Enterprises Pty Ltd.....	12
3.7. DJANDAK	13
3.8. DUMAWUL.....	13
3.9. DJAKITJ.....	13
3.10. Mayam Mayam	14
4. Responsible Persons, Staffing Arrangements and Contractor Engagement	15
4.1. Directors of the DDWCAC, its Committees, the Enterprises Trustee and Mayam Mayam	15
4.2. Employment of staff across the DDW Group	15
4.3. Engagement of contractors across the DDW Group.....	16
4.4. Group infrastructure/Shared Services.....	16
4.5. Ownership of assets across the DDW Group.....	16
5. DDWCAC Governance Structure	16
5.1. Composition of DDWCAC Board - Directors and Alternate Directors.....	16
5.2. Role of the DDWCAC Board.....	17
5.3. DDWCAC Board accountability	17
5.4. DDWCAC Board functions.....	18
5.5. DDWCAC Board meetings.....	18
5.6. DDWCAC Board reporting.....	18
5.7. DDWCAC Board authority	19



5.8.	Decisions requiring DDWCAC Board approval.....	19
5.9.	Confidentiality	20
5.10.	DDWCAC Board committees.....	20
5.11.	Chairperson of the DDWCAC Board.....	21
5.12.	Deputy Chairperson	21
5.13.	Chief Executive Officer	21
5.14.	DDWCAC Secretary.....	21
5.15.	Delegations.....	22
5.16.	Electronic Signing of documents	22
6.	DDW Group Documents.....	22
6.1.	Acknowledgement.....	22
7.	Structure of Subsidiary of DDWCAC –	23
7.1.	Dja Dja Wurrung Enterprises Pty Ltd.....	23
7.2.	Mayam Mayam Ltd.....	28
8.	Structure of Board Committees of Directors.....	33
8.1.	Role and Function	33
8.2.	Standard Terms of Reference	33
8.3.	Memberships.....	33
8.4.	Payments to Board and Committee Members	33
9.	Terms of Reference for Committees of the DDWCAC Board and Committees of the Enterprises Trustee Board.....	34
	Appendices for Standing Committee Terms of Reference	35
	Terms of Reference: Governance Standing Committee.....	36
	Terms of Reference: Community Support Program (CSP) Review Standing Committee.....	38
	Terms of Reference: Finance, Audit and Risk Committee Standing (FAR Standing Committee).....	39
	Terms of Reference: Investment Advisory Standing Committee (IA Standing Committee)	44
	Appendices for Special Committee Terms of Reference	49
	Terms of Reference: Djaara Family History Special Committee.....	50
	Appendix for Terms of Reference Template	53
	Terms of Reference: Template	54
10.	Related Documents	55
	Schedule 1: Dja Dja Wurrung Clans Aboriginal Corporation Rule Book.....	56
	Schedule 2: Constitution for Dja Dja Wurrung Enterprises Pty Ltd	57
	Schedule 3: The Trustee for Djandak Fixed Trust Deed	58
	Schedule 4: The Trustee for Dumawul Fixed Trust Deed.....	59
	Schedule 5: The Trustee for Djakitj Fixed Trust Deed.....	60
	Schedule 6: Constitution for Mayam Mayam Ltd	61



1. Preamble

1.1. Purpose and context

This Charter describes:

- the governance framework of the DDW Group and
- the roles and responsibilities of the various entities within the corporate group.

This is the bridging document joining the:

- Strategic governance role of the Dja Dja Wurrung Clans Aboriginal Corporation (DDWCAC) Board within the Dja Dja Wurrung (DDW) Group and
- Operational governance role of the CEO and other entities delegated responsibilities by the DDWCAC Board.

Strategic governance focuses on setting clear objectives, making informed decisions, and aligning the organisation with its vision. On the other hand, operational governance ensures that these strategic goals are executed effectively and efficiently.

1.2. Scope

This Charter applies to:

- Dja Dja Wurrung Clans Aboriginal Corporation
- Dja Dja Wurrung Enterprises Pty Ltd and its businesses
- Mayam Mayam Ltd.

1.3. Structure of the Charter

This Charter sets out how each corporate entity of the DDW Group interacts with each other and how authority is:

- exercised;
- managed; and
- monitored within DDW Group.

This Charter is designed to:

- a) enable the board of directors of DDWCAC to provide strategic direction and effective oversight of the management of the DDW Group;
- b) set out the high-level roles and functions of the DDWCAC Board and its' delegates (detail in the Deed of Delegation and Committee Terms of Reference);
- c) set out the roles and functions of the DDWCAC as a charity and commercial operation;
- d) set out the core roles and responsibilities of the board of directors of each corporation in the DDW Group including the:
 - i. DDWCAC Board,
 - ii. Enterprises Trustee Board, and
 - iii. Mayam Mayam Board
- e) promote accountability to the Dja Dja Wurrung members; and
- f) set the standards for ethical corporate governance conduct; transparent risk and compliance management; and fair dealing within the DDW Group.



1.4. Periodic review of the Charter

To ensure currency of this Charter, each financial year a review is to be conducted by:

- 1) each DDWCAC Committee to review their Terms of Reference;
- 2) the Enterprises Trustee Board on their roles and responsibilities as outlined within this Charter and then
- 3) the Mayam Mayam Board on their roles and responsibilities as outlined within this Charter
- 4) the DDWCAC Board for review of any recommendations made by:
 - a) its Committees
 - b) the Enterprise Trustee Board
 - c) the Mayam Mayam Board

for consideration and endorsement of any changes along with its' own changes to this Charter.

The Charter is to be endorsed by the DDWCAC Board annually prior to each AGM.

1.5. Public availability of the Charter

The Charter will be publicly available on:

- 1) DDW Group website and
- 2) Printed in hard copy for viewing at the Registered Office of the DDWCAC.



2. Context

2.1. Summary

Corporate governance is a driver of the operations and performance of the DDW Group. The term 'corporate governance' is broad and has many components including:

- Legal compliance obligations;
- Regulator obligations and relationships;
- Decision-making authority within specific governance roles (e.g. Chairperson's of Board(s), Board of Directors, CEO);
- Relationships with members and family groups; and
- Systems of rules, practices, and processes by which DDW Group is directed and controlled.

2.2. Related Documents

Each entity in the DDW Group has its own corporate document, which is concerned with the internal operations of the relevant corporation or trust, and which supplements the applicable legislation (either the Corporations (Aboriginal & Torres Strait Islander) Act 2006 or the Corporations Act 2001 or the Charities Act 2013). These corporate documents include either a:

- a) Rule Book;
- b) Constitution or
- c) Trust Deed.

These corporate documents set out minimum requirements for each entity and must be read together with the relevant legislation and this Charter.



This charter sits in a framework of governance documents. A summary is set out below:

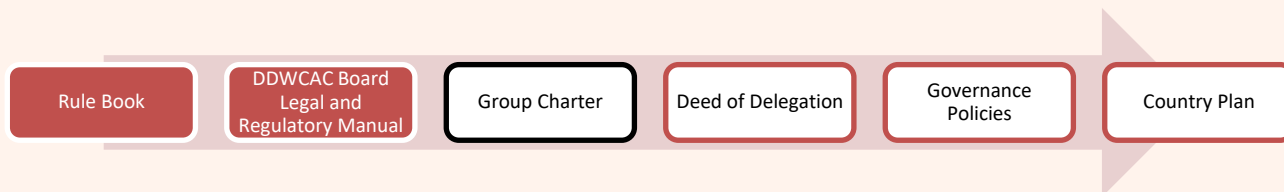


Figure 1: DDWCAC governance documents framework

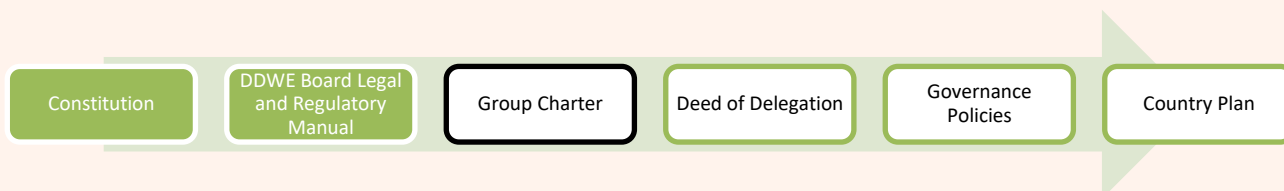


Figure 2: DDWE governance documents framework

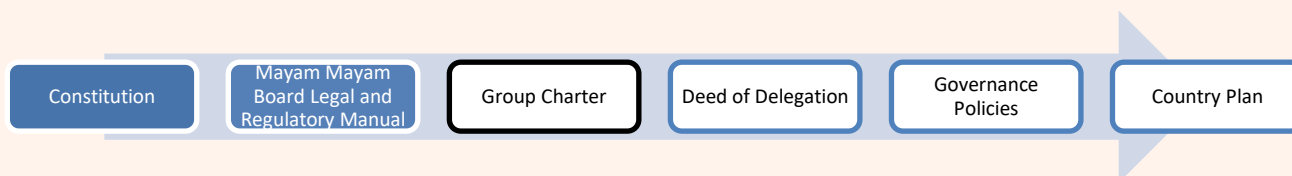


Figure 3: Mayam Mayam governance documents framework

The first two documents in each governance document framework are unique to each entity and contain obligations relating to the legislation applicable to the entity.

The last four document/sets are common to each entity and support the achievement of DDW Group objectives.



3. Overview

3.1. Overview of Corporate Structure

The DDW Group comprises:

1. The parent corporation: Dja Dja Wurrung Clans Aboriginal Corporation ICN: 4421 (**DDWCAC**); and
2. Dja Dja Wurrung Enterprises Pty Ltd (**Enterprises Trustee**).
3. Mayam Mayam Ltd (Mayam Mayam)

DDWCAC is the Parent Entity and owns 100% of the shares of both the Enterprises Trustee and Mayam Mayam.

3.1.1. Enterprises Trustee

Enterprises Trustee is a proprietary limited company and consequently has the company references as PTY LTD. The 'Pty' or 'proprietary' in 'proprietary limited' means that as a business structure, a limited number of shareholders own the shares in the company. In addition, the company cannot offer its shares to the general public. The 'Ltd' or 'limited' in 'proprietary limited' refers to the fact that a shareholder's legal responsibility for a company's debts or liabilities is limited to the number of shares they own.

Pursuant to various Fixed Trust Deeds, the purpose of the Enterprises Trustee is to manage various Fixed Trusts on behalf of the Dja Dja Wurrung people. As trustee, it must act in the interests of beneficiaries rather than in its own interests.

The Enterprises Trustee is the trustee of:

1. Djandak Fixed Trust (**DJANDAK**); and
2. Dumawul Fixed Trust (**DUMAWUL**); and
3. Djakitj Fixed Trust (**DJAKITJ**)

The beneficiary of each Trust is the DDWCAC.

3.1.2. Mayam Mayam

Mayam Mayam is a company limited by guarantee and consequently has the company reference LTD. The 'Ltd' or 'Limited' means that as a business structure the liability of Member/s is limited as provided in the Constitution. The membership of Mayam Mayam Ltd is Dja Dja Wurrung Clans Aboriginal Corporation. This membership is not transferrable, and no member may be admitted without prior written consent of DDWCAC. Membership of Mayam Mayam must be made up of a majority of Dja Dja Wurrung Clans Aboriginal Corporation and/or its members, at all times. The extent of liability of members is limited to \$.



3.2. DDW Group Structure

The corporate structure of the DDW Group is summarised in Figure 4: DDW Group Corporate Structure.

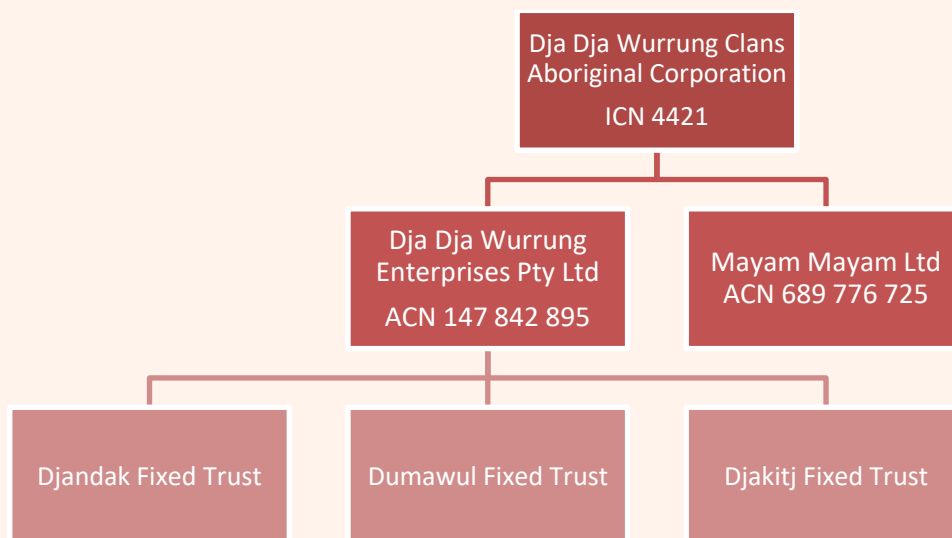


Figure 4: DDW Group Corporate Structure



3.3. Board and Board committee structures

3.3.1. Committees

The DDWCAC Board uses Board-authorised committees to assist with its' decision making.

Committees are an important part of the work of DDWCAC Board because they make recommendations to the board, thereby ensuring that the board retains collective responsibility for the corporate decision making but they also allow directors to deepen their knowledge of the organisation, become more actively engaged and fully utilise their experience.

There is not always time to debate complex issues in detail at Board Meetings and consequently this approach allows this work to be undertaken by authorised Committees which provide **recommendations** to the DDWCAC Board.

The Governance team provides administrative support for committees.

The governance structure of the DDW Group in relation to the Committees is shown below in Figure 4.



Figure 5: DDW Group Governance Structure including Board Committees

3.4. Other structures used by the DDW Group

3.4.1. Wartakas

It should be noted that a committee is different to a Wartaka. A Wartaka is an operational working group comprised of members of DDWCAC. Refer to the Wartaka Policy approved by the DDWCAC Board for more details.

Administrative support for a Wartaka is provided by the staff member convening the Wartaka.

3.4.2. Director involved activities

From time to time a director may be asked to advise or participate in discussions or negotiations with external parties. These engagements are not considered committees of the Board. Any decisions required as a result of such director involvement must be the subject of a briefing paper to the Board in the usual manner or based upon a prior approved delegation to the Director. Recent examples include AusNet and VNI.

Administrative support for Director involved activities is provided by the staff member with operational responsibility for the discussion or negotiation. Examples include land use activity agreement negotiations, and representation on external bodies.



3.5. Dja Dja Wurrung Clans Aboriginal Corporation

The Dja Dja Wurrung Clans Aboriginal Corporation (**DDWCAC**):

1. is the Parent company of the DDW Group and provides authority via the Board for governance operations across the DDW Group;
2. is the employer of all staff for the DDW Group;
3. is the owner of all assets of the DDW Group;
4. sets the overarching governance and through the CEO operational directions for the DDW Group;
5. has a membership comprising Dja Dja Wurrung persons aged at least 18 years;
6. is the traditional owner group entity for the Dja Dja Wurrung people in the Recognition and Settlement Agreement made with the State of Victoria (**Recognition and Settlement Agreement**) under the *Traditional Owner Settlement Act 2010 (Vic)* (**TOS Act**);
7. is a Registered Aboriginal Party (**RAP**) under the *Aboriginal Heritage Act 2006 (Vic)* for the same area covered by the Recognition and Settlement Agreement;
8. is an Aboriginal corporation registered under the *Corporations (Aboriginal and Torres Strait Islander) Act 2006 (CATSI Act)* since 19 September 2004. The corporate regulator is the Office of the Registrar of Indigenous Corporations (**ORIC**);
9. is a registered charity with the Australian Charities and Not-for-profits Commission under the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* (**ACNC Act**). The Australian Charities and Not-for-profits Commission (**ACNC**) is the regulator as regards its charitable operations and registration; and
10. is a public benevolent institution, entitled to charity tax concessions under the *Income Tax Assessment Act 1997 (Cth)*. The Australian Taxation Office (**ATO**) is the regulator in relation to its charity tax concessions.

The principal object of DDWCAC is to relieve poverty, sickness, suffering, distress, misfortune, destitution, and helplessness amongst the Dja Dja Wurrung People (rule 3.1 DDWCAC Rule Book).

A copy of the Rule Book is in Schedule 1.

3.6. Dja Dja Wurrung Enterprises Pty Ltd

Dja Dja Wurrung Enterprises Pty Ltd (**Enterprises Trustee**) is:

1. the trustee of Djandak Fixed Trust (**DJANDAK**);
2. the trustee of Dumawul Fixed Trust (**DUMAWUL**);
3. the trustee of Djakitj Fixed Trust (**DJAKITJ**);
4. a proprietary limited company registered under the *Corporations Act 2001 (Cth)* (**Corporations Act**) since 13 December 2010. The Australian Securities & Investments Commission (**ASIC**) is the corporate regulator;
5. a wholly owned subsidiary of DDWCAC which owns 100% of the Enterprises Trustee shares; and
6. a for-profit company because it is a proprietary limited company, does not operate on its own account but solely as trustee of fixed trusts; it is not subject to tax on its own account, and is not registered as a charity.

A copy of the Constitution is in Schedule 2.

Enterprises has an Australian Company Number (ACN) but uses the Australian Business Number (ABN) of the relevant fixed trust entities when it conducts its business as a Not-For-Profit entity.



Through this Charter the DDWCAC Board direct that the sole purpose of Enterprises Trustee is to act as trustee of DJANDAK, DUMAWUL and DJAKITJ.

For particular details refer to the Trust Deed for the relevant entity.

3.7. DJANDAK

The primary purpose of DJANDAK is set out in the Djandak Fixed Trust Deed.

The services provided by DJANDAK are proposed and updated in the Annual Business Plan.

DJANDAK:

- 1) is a fixed trust, the sole beneficiary of which is DDWCAC; and
- 2) is a registered charity; and
- 3) operates a commercial enterprise for the benefit of DDWCAC.

The Regulator of this entity is the ACNC.

The instrument determining the internal operations of DJANDAK is the Trust Deed.

A copy of the Trust Deed is in Schedule 3.

3.8. DUMAWUL

The primary purpose of DUMAWUL is set out in the Dumawul Fixed Trust Deed.

The services provided by DUMAWUL are proposed and updated in the Annual Business Plan.

DUMAWUL:

- 1) is a fixed trust, the sole beneficiary of which is DDWCAC; and
- 2) is a registered charity; and
- 3) operates a commercial enterprise for the benefit of DDWCAC.

The Regulator of this entity is the ACNC.

The instrument determining the internal operations for DUMAWUL is the Dumawul Fixed Trust Deed.

A copy of the Trust Deed is in Schedule 4.

3.9. DJAKITJ

The primary purpose of DJAKITJ is set out in the Djakitj Fixed Trust Deed.

The services provided by DJANDAK are proposed and updated in the Annual Business Plan.

DJAKITJ:

- 1) is a fixed trust, the sole beneficiary of which is DDWCAC; and
- 2) is a registered charity; and
- 3) operates a commercial enterprise for the benefit of DDWCAC.

The Regulator of this entity is the ACNC.

The instrument determining the internal operations for DJAKITJ is the Trust Deed.

A copy of the Trust Deed is in Schedule 5.



3.10. Mayam Mayam

The primary purpose of Mayam Mayam Ltd is set out in the Mayam Mayam Limited Constitution.

The services provided by Mayam Mayam Ltd include:

- provision affordable rental housing to members of DJAARA and their families on low incomes and other associated support for those individuals;
- promoting other purposes beneficial to the community through the provision of affordable rental housing and associated services to people on low incomes and
- acquiring real property
- disposing of real property subject to consent of Homes Victoria under section 109 of the Housing Act
- providing security for the payment of money, subject to the consent of Homes Victoria under section 109 of the Housing Act.

Mayam Mayam Ltd is:

- 1) a not-for-profit limited company, the sole member of which is DDWCAC
- 2) a registered charity with ACNC
- 3) a public benevolent institution and
- 4) endorsed by the Australian Tax Office as a deductible gift recipient
- 5) registered with Housing Victoria as a registered agency under the Housing Act 1983 (Vic)

The Regulator of this entity is the ASIC.

The instrument determining the internal operations for MAYAM MAYAM is the Constitution.

A copy of the Constitution is in Schedule 6.



4. Responsible Persons, Staffing Arrangements and Contractor Engagement

4.1. Directors of the DDWCAC, its Committees, the Enterprises Trustee and Mayam Mayam

Directors are appointed in accordance with the:

- 1) DDWCAC Rule Book or
- 2) Enterprises Trustee Constitution
- 3) Mayam Mayam Constitution

Members of Committees of the DDWCAC Board are appointed in accordance with the Rule Book and this Charter.

4.2. Employment of staff across the DDW Group

Employment of staff across the DDW Group is a delegated operational responsibility of the CEO of DDWCAC.

1. DDWCAC is the employer of all staff within the DDW Group.
2. Specific to this Charter staffing arrangements are managed as follows:
 - 2.1. DDWCAC supplies some staff to other entities in the DDW Group
 - 2.2. There is a Memorandum of Understanding at a governance level between:
 - a) Dja Dja Wurrung Aboriginal Corporation and
 - b) the Enterprises company for DJANDAK, DUMAWUL and DJAKITJ
 - c) Mayam Mayam

This ensures compliance with:

- a) Office of Registrar of Indigenous Corporations and
 - b) Australian Charities and Not For Profits Commission
 - c) WorkCover
- 2.3. At an operational level there are Letters of Engagement that cover:
 - a) Full-Time;
 - b) Part-Time and
 - c) Casual employees.

These Letters of Engagement incorporate:

- a) existing Letters of Employment (without creating a new contract);
 - b) notice of new legal workplace laws and regulations;
 - c) notice of policies of DDWCAC as the parent company and
 - d) clear statements about the ownership by DDWCAC of Indigenous cultural and intellectual property created, recorded, or obtained in the course of employment.



4.3. Engagement of contractors across the DDW Group

The Memorandum of Understanding between:

- a) Dja Dja Wurrung Aboriginal Corporation (DDWCAC) and
- b) the Enterprises company as corporate trustee for DJANDAK, DUMAWUL and DJAKITJ and
- c) Mayam Mayam

also covers the engagement of contractors.

This helps to ensure compliance with the requirements of:

- a) the Office of Registrar of Indigenous Corporations and
- b) the Australian Tax Office
- c) WorkSafe Victoria
- d) the Australian Securities and Investment Commission.

4.4. Group infrastructure/Shared Services

Group Infrastructure will be shared across the DDW Group. An Annual Service Level Agreement will be established between the DDWCAC, DDWE Board and Mayam Mayam Board, in December each year to apply to the following Financial Year (or at such time as permits the inclusion of any fee in the upcoming budget of both DDWCAC and DDWE).

The definition of Group Infrastructure is to be developed and agreed between the Boards and included in the Annual Service Level Agreement.

The definition currently includes 30% of the cost of the Group Finance Manager and Systems Accountant.

4.5. Ownership of assets across the DDW Group

Assets will be owned by DDWCAC. A fee will be charged by DDWCAC to the Enterprises Trustee and/or Mayam Mayam for the use of the assets.

5. DDWCAC Governance Structure

5.1. Composition of DDWCAC Board - Directors and Alternate Directors

5.1.1. Number of directors

The Rule Book requires there are no less than 3 and no more than 18 directors.

There are 18 Family Groups specified in the DDWCAC Rule Book. Each Family Group may elect a director and an alternate director. Each such director nominee must be a member of DDWCAC and of the Family Group which nominated them.

Directors of the DDWCAC and Enterprises Trustee Board may be casual employees of DDWCAC. They must not be full or part time employees or engaged in quasi casual employment on full or part time basis to circumvent this restriction.

5.1.2. Appointment

If there is only one nominee for a director or alternate director from a particular Family Group, then that nominee is deemed elected.



If there is more than one nominee, then a vote is conducted among members of the particular Family Group.

If there are no nominees from a Family Group, then the positions for that Family Group will remain vacant.

5.1.3. Term

The term of a director is not more than 2 years.

A retiring director is eligible for re-election.

5.1.4. Director induction and ongoing training

The Chairperson will arrange an induction program for each new director in accordance with the Director Onboarding and Offboarding Policy.

Ongoing training needs will be considered in line with the Board Development Policy.

5.1.5. Chief Executive Officer of the DDWCAC

The DDW Group Chief Executive Officer (CEO) is not a member of the DDWCAC Board.

The CEO has the delegated authority of all operational matters pursuant to the Board Deed of Delegation and has absolute discretion to make further delegations as required.

The CEO may appoint an Acting CEO during periods of absence less than 5 weeks without Board approval. Where absence is for more than five weeks the CEO will recommend to the Board an Acting CEO to be approved by the Board.

The CEO will normally attend all DDWCAC Board meetings except where access is restricted for a specific purpose, such as discussion of CEO remuneration or performance review.

5.1.6. General Manager Corporation of the DDWCAC

The General Manager Corporation is not a member of the DDWCAC Board. The General Manager Corporation will normally attend all DDWCAC Board meetings except where access is restricted for a specific purpose.

The General Manager Corporation has delegated authority from the CEO for DDWCAC operational matters pursuant to the Board or CEO Deed of Delegation.

5.2. **Role of the DDWCAC Board**

The role of the DDWCAC Board is to set the direction and oversee the operations of DDWCAC and to carry out the DDWCAC objectives.

5.3. **DDWCAC Board accountability**

The Board:

- 1) must comply with all legislation including but not limited to the Corporations (Aboriginal and Torres Strait Islander) Act 2006 (Cth) and others listed within the Legal and Regulatory Manual;
- 2) must comply with regulator directives from ORIC, ACNC and ASIC and others listed within the Legal and Regulatory Manual; and
- 3) is accountable to members of DDWCAC for the operation of DDWCAC including performance of the Recognition and Settlement Agreement and performance as a Registered Aboriginal Party.



5.4. DDWCAC Board functions

The primary functions of the DDWCAC Board are to:

- 1) provide leadership and set the strategic objectives of DDW Group;
- 2) oversee the operation of DDW Group including its accountability and control mechanisms;
- 3) appoint, remove, and monitor the performance of the CEO;
- 4) provide input to and final approval of DDW Governance Policies and this Charter;
- 5) provide input to and final approval of DDW Group Strategy and annual Corporate and Enterprises plan;
- 6) approve budgets for the DDW Group;
- 7) oversee the integrity of the DDW Group accounting and corporate reporting systems;
- 8) ensure the operation of appropriate systems of risk management and internal control, codes of conduct and legal compliance; and
- 9) approve the DDWCAC remuneration framework.

5.5. DDWCAC Board meetings

5.5.1. Frequency

Board meetings: At least 3 times a year. Additional meetings as required.

5.5.2. Quorum

A majority of the directors.

5.5.3. Support and minutes

The Chair together with the CEO settles agendas for DDWCAC Board meetings.

The CEO or their delegate:

- 1) arranges meetings;
- 2) distributes agendas and supporting papers to directors at least 7 days before the meeting (where possible);
- 3) keeps and distributes minutes of each meeting; and
- 4) ensures that minutes and reports are provided to the DDWCAC Board.

5.6. DDWCAC Board reporting

The DDWCAC issues authorised reporting to external organisation to ensure it adheres to its' corporate governance and due diligence obligations.

The DDWCAC Board makes the following regular reports, unless delegated to the CEO or staff:

- 1) Reports on DDWCAC and DDW Group operations to DDWCAC members at the annual general meeting.
- 2) General report and financial report annually to ORIC (copy posted on the DDW Group website);
- 3) Reports to the Department of Justice and Community Safety Victoria under the Recognition and Settlement Agreement;



- 4) Reports to any other funding body as required under any funding agreement;
- 5) Reports to the First Peoples – State Relations as required as a RAP;
- 6) Reports to the Indigenous Land Corporation under the agreement for the grant of the freehold title to the Mount Barker property to DDWCAC; and
- 7) And other Reports as required.

5.7. DDWCAC Board authority

The DDWCAC Board may exercise all the powers of DDWCAC except any powers that the CATSI Act, the Traditional Owner Settlement Act 2010 (Vic), any other legislation, or the DDWCAC Rule Book requires the company to exercise in general meeting.

The DDWCAC Board may seek explanations and additional information from DDWCAC through the CEO in order to perform its functions. The Chairperson and the Deputy Chairperson may meet with the CEO and other personnel to ensure the good governance of DDWCAC. However, the DDWCAC Board should not assume management's operational responsibility for DDWCAC policies, programs, and activities.

5.8. Decisions requiring DDWCAC Board approval

Decisions on the issues set out below require the approval of the DDWCAC Board. In addition, the DDWCAC Board may decide whether or not DDWCAC member approval is also required.

Decisions requiring the approval of the DDWCAC Board include:

- a) approve or amend the annual budget and business plan of each entity in the DDW Group;
- b) approve delegations to the Enterprise Trustee;
- c) approve delegations to Mayam Mayam;
- d) take action that is significantly different from any annual budget or business plan approved by the DDWCAC Board;
- e) enter into any new line of business or changing the nature of a business of a DDW Group entity, including by significantly changing the size of its operations;
- f) stop operating a DDW Group entity business (or a substantial part of that business), unless the Board of that entity makes that decision, in order to prevent insolvent trading;
- g) alter this Charter;
- h) enter into contracts involving payment in excess of \$250,000 annually or any other significant contract;
- i) approve any transfer or sale or other disposal / write off of any DDW Group asset exceeding \$250,000;
- j) approve the DDW Group policies, plans and decisions as listed in section 6: DDW Group .
- k) enter into new banking arrangements;
- l) merge with another organisation or to restructure or borrow funds;
- m) make any change to the regulatory status of any entity in the DDW Group (for example, change from being regulated by ASIC to being regulated by ORIC);



- n) make any change to the tax status of any entity in the DDW Group (for example, change from a 'not-for-profit' to a 'for profit' entity and vice versa);
- o) enter any contract or other arrangement that may invalidate a DDW Group insurance policy [note: legal advice should be sought in giving indemnities under contract – indemnities can invalidate insurance policies];
- p) start or settle legal action with a cost or expected settlement value exceeding \$50,000;
- q) for the significant change to any tax, accounting, bookkeeping, or recordkeeping principles; and
- r) delegation of any DDWCAC Board authority or to alter the terms of any delegation already in place, including but not limited to approving or rescinding Committee Terms of Reference.

5.9. Confidentiality

Proceedings, papers, and minutes of the DDWCAC Board are confidential. They may not be disclosed without approval of the DDWCAC Board unless required by law.

5.10. DDWCAC Board committees

The DDWCAC Board will establish committees that the DDWCAC Board considers would assist with the operation of either or both of DDWCAC or the DDW Group and would further the objectives of the DDW Group.

The DDWCAC Board may establish and terminate DDWCAC Board committees, set the Terms of Reference and appoint the members of these committees (rule 10.5 of the Rule Book).

Committees are divided into two types:

- Standing Committees
- Special Committees

5.10.1. Standing Committees

Standing committees are related to corporate governance and assist the Board in meeting statutory obligations. The role of the Committee set out in the Terms of Reference is used to indicate the scope of the Committee in meeting these statutory obligations.

5.10.2. Special Committees

Special Committees have a limited scope and life and are more project based. Terms of reference in the format used by standing committees is to be approved by the Board prior to commencement of the special committee.

See section 7 for DDWE committees.



5.11. Chairperson of the DDWCAC Board

5.11.1. Role

Refer to Role Description – Chairperson in the Corporation Officer Role Description Policy.

5.11.2. Appointment and term

At the first meeting of the DDWCAC Board after the annual general meeting at which a majority of the directors are elected, the directors appoint the Chairperson from among their number (rule 11.4 of the Rule Book). The Chairperson holds office until the end of the next annual general meeting but is eligible for re-election.

5.12. Deputy Chairperson

5.12.1. Role

Refer to the Role Description – Deputy Chairperson in the Corporation Officer Role Description Policy.

5.12.2. Appointment and term

At the first meeting of the DDWCAC Board after the AGM at which a majority of directors are elected, the directors appoint a Deputy Chairperson from among their number (rule 11.4 of the Rule Book). The Deputy Chairperson holds office until the end of the next AGM and is eligible for re-election.

5.13. Chief Executive Officer

5.13.1. Role

Refer to Role Description – Chairperson in the Corporation Officer Role Description Policy.

5.13.2. Accountability

The CEO is accountable to the DDWCAC Board and is the CEO of the DDW Group including Dja Dja Wurrung Enterprises Pty Ltd.

5.13.3. Appointment and term

The DDWCAC Board appoints the CEO on the terms and conditions that it determines and may seek the support of either internal or external HR advice in managing recruitment and/or performance reviews or termination of employment.

5.14. DDWCAC Secretary

5.14.1. Role

Refer to Role Description – DDWCAC Secretary in the Corporation Officer Role Description Policy.

5.14.2. Accountability

The DDWCAC Secretary is accountable to the DDWCAC Board.

5.14.3. Appointment and term

The DDWCAC Board appoints the DDWCAC Secretary on the terms and conditions that it determines.



5.15. Delegations

The DDWCAC Board may delegate any of its powers and functions to a specific director, committees of directors and to management.

The delegation is set through:

- 1) Board Deed of Delegation to
 - a. the CEO;
 - b. the Enterprises Trustee
 - c. Mayam Mayam.
- 2) Terms of Reference of any committee of the Board
- 3) a contract of employment of the CEO.

Any instrument of delegation from the DDWCAC Board will be approved by the DDWCAC Board and signed by the Chairperson of the DDWCAC Board.

5.16. Electronic Signing of documents

Electronic transactions legislation in every Australian jurisdiction empowers individuals, organisations, and government agencies to meet their information management and record keeping obligations electronically as an alternative to managing physical documents. The legislation applies the same powers to the creation and performance of contracts.

The DDWCAC Board and CEO may individually agree to sign DDWCAC documents by electronic signature. This can only be done through a process agreed to by the Board and delegated to the CEO.

6. DDW Group Documents

6.1. Acknowledgement

The DDW Group recognises the benefits of shared approaches to a range of strategic, governance, risk and compliance policies, plans, and decisions. It is acknowledged that the following documents are DDW Group Documents:

Strategic Documents

Dhelkunya Dja (Healing Country) Country Plan

Various public-facing strategies

Governance Documents

DDW Group Governance Charter

Policies

- | | |
|--|---|
| 1) DDWCAC Board Deed of Delegation (under development) | 5) Health and Safety Policy |
| 2) Risk and Opportunity Management Policy | 6) All Human Resources Policy |
| 3) Risk and Opportunity Management Framework | 7) Media Policy and Social Media Policy |
| 4) Compliance Management Policy | 8) Other policies and documents as agreed by the DDWCAC Board |



7. Structure of Subsidiary of DDWCAC –

7.1. Dja Dja Wurrung Enterprises Pty Ltd

Heading number	Provision
1. Name	The subsidiary is Dja Dja Wurrung Enterprises Pty Ltd and shall be known as the Enterprises Trustee.
2. Background	The Enterprises Trustee is a DDWCAC Board subsidiary, pursuant to DDWCAC's shareholding of the Dja Dja Wurrung Enterprises Pty Ltd.
3. Accountability	The Enterprises Trustee Board is accountable to the DDWCAC Board and makes independent decisions in accordance with its Constitution and any delegation from the DDWCAC Board. The Enterprises Trustee Board is accountable to DDWCAC in 4 ways: • DDWCAC is the sole member and shareholder of Enterprises Trustee; and • DDWCAC is the sole beneficiary of DJANDAK Trust Deed; and • DDWCAC is the sole beneficiary of DUMAWUL Trust Deed; and • DDWCAC is the sole beneficiary of DJAKITJ Trust Deed.



Heading number	Provision
4. Composition	In accordance with clause 8.1(2) of its Constitution, the Enterprises Trustee Board has a minimum of 1 director and a maximum of 10 directors, but normally at least 5 directors as follows: 1) Minimum of 2 DDWCAC directors; 2) Minimum of 2 independent directors, with special skills relevant to DJANDAK, DUMAWUL and DJAKITJ, including business, finance, marketing, governance. At all times, the majority of directors must be DDWCAC directors or independent (Djaara member) director. The composition of members needs to have the capacity, and has the responsibility, to diligently discharge duties to ASIC while also following strategic initiatives, financial planning, and operational policies set by the parent entity, DDWCAC. Directors of the DDWCAC and Enterprises Trustee Board may be casual employees of DDWCAC. They must not be full or part time employees or engaged in quasi casual employment on full or part time basis to circumvent this restriction. <u>Director induction and ongoing training</u> The Enterprises Trustee Chairperson will arrange for each new director to participate in a director induction program. Ongoing training needs will be considered within the annual review of the Enterprises Trustee Board operations. Staff at Board Meetings The DDW Group CEO is not a member of the DDWE Board but may attend DDWE Board meetings. The General Manager - Economic Development (GM-ED) is not a member of the Enterprises Trustee Board but will normally attend all Enterprises Trustee Board meetings except where access is restricted for a specific purpose, such as discussion of GM-ED performance. Other DDWCAC staff will attend meetings by invitation.
5. Appointment and Term	Directors <u>Appointment</u> By resolution of the DDWCAC Board <u>Term</u> Independent Directors term are 3 years. A retiring director is eligible for re-election. DDWCAC Directors terms is 2 years in line with maximum term of appointment to DDWCAC Board (excluding any re-election). A retiring director is eligible for re-appointment as either an Independent Director or DDWCAC Director depending upon their status on the DDWCAC Board.
6. Remuneration	Members of the Enterprises Trustee Board are remunerated in accordance with clause 8.5(1) of the Constitution, and may be reimbursed travel and other costs associated with attending Board meeting in accordance with clause 8.5(3).



Heading number	Provision
7. Roles	Board The purpose of Enterprises Trustee is to operate commercial enterprises through DJANDAK, DUMAWUL and DJAKITJ for the financial benefit of DDWCAC. It is prohibited from performing any other function. The role of the Enterprises Trustee Board is to set the direction and oversee the operations of DJANDAK, DUMAWUL and DJAKITJ, within the framework of the DDW Group Country Plan and strategies and DDW Group policy. Chairperson The Chairperson of Enterprises Trustee Board: 1) provides leadership to the Enterprises Trustee Board; 2) drives the annual review of Enterprises Trustee Board operations; 3) is responsible for ensuring training is provided for directors; 4) sets the agenda for Enterprises Trustee Board meetings in consultation with either or both the CEO and the GM-ED (as directed by the Enterprises Trustee Board); 5) in common with any other director, may convene a meeting of the Enterprises Trustee Board whenever he or she thinks fit; 6) chairs Enterprises Trustee Board meetings; 7) does not have a casting vote in addition to their own vote as a director; 8) is the major point of contact between the Enterprises Trustee Board and the CEO 9) will not instruct staff other than the CEO. <u>Appointment and term</u> Despite the Enterprises Trustee Constitution, the DDWCAC Board will appoint the Enterprises Trustee Chairperson for such period as it determines.
8. Functions	The primary functions of the Enterprises Trustee Board are to: • oversee the development of businesses that generate sustainable and long-term sources of income for DDWCAC; • oversee the operation of DJANDAK, DUMAWUL and DJAKITJ businesses, including their accountability and control mechanisms; • ensure the application of DDW Group systems of risk management and internal control, codes of conduct, and all legal compliance pertaining to the operations of DJANDAK, DUMAWUL and DJAKITJ, and provide reports to the DDWCAC Board and/or Committees as required; • propose the annual DJANDAK, DUMAWUL and DJAKITJ budgets and business plans for approval of DDWCAC Board; • provide input to the DDW Group strategy and annual business plan; and • distribute DJANDAK, DUMAWUL and DJAKITJ income to DDWCAC.



Heading number	Provision
9. Meetings	Frequency At least 3 times a year. Additional meetings as required. Quorum A majority of the directors. Support and minutes The GM-ED: 1) arranges meetings; 2) distributes agendas and supporting papers to directors at least 7 days before the relevant meeting (where possible); 3) keeps and distributes minutes of each meeting; and 4) ensures that minutes and reports are provided to the DDWCAC Board.
10. Reporting	The Enterprises Trustee Board reports to the DDWCAC by: • providing a copy of the minutes of each meeting for inclusion in the papers for a DDWCAC Board meeting; and • providing an annual written report on all matters relevant to the performance of its role and functions. The common DDWCAC / Enterprises Trustee directors talk to any recommendations of the Enterprises Trustee Board which require DDWCAC Board endorsement or approval and answer any questions of the DDWCAC Board on behalf of the Enterprises Trustee Board.
11. Authority	• The Enterprises Trustee Board may exercise all the powers of Enterprises Trustee except any powers that the Corporations Act or the Enterprises Trustee Constitution require to be approved by DDWCAC as sole member or which the Djandak Fixed Trust Deed or the Dumawul Fixed Trust Deed or the Djakitj Fixed Trust Deed requires to be approved by DDWCAC as the sole beneficiary. • The Enterprises Trustee Board may seek explanations and additional information from DDWCAC through the GM-ED in order to perform its functions. However, the Enterprises Trustee Board should not assume DDWCAC Board's responsibilities or management's operational responsibilities.
12. Confidentiality	Except for reporting to DDWCAC Board as set out in 10 above, proceedings, papers and minutes of the Enterprises Trustee Board are confidential. They may not be disclosed without approval of the Enterprises Trustee Board, except where required to be disclosed by law.
13. Committees	The Enterprises Trustee Board may establish and terminate Enterprises Trustee Board committees under clause 8.19(1) of the Enterprises Trustee Constitution and set the Terms of Reference and appoint the members of such committees.



Heading number	Provision
14. Delegations	• The Enterprises Trustee Board may delegate any of its powers and functions to a specific director, committees of directors and to management. • The delegations for a Director should be set out in a Deed of Delegation or resolution of the Enterprises Trustee Board • The delegations to a committee of directors may be set out in Terms of Reference in the format used in this Charter for committees of DDWCAC Board. • The delegations to management will be set out in a Deed of Delegation. • All delegations must be derived from the powers and functions of the Enterprises Trustee Board and must not override any delegations or responsibilities of the DDWCAC Board.



7.2. Mayam Mayam Ltd

Heading number	Provision
1. Name	The subsidiary is Mayam Mayam Ltd and shall be known as Mayam Mayam.
2. Background	Mayam Mayam is a DDWCAC Board subsidiary, pursuant to DDWCAC's shareholding of the Mayam Mayam Ltd.
3. Accountability	Mayam Mayam Board is accountable to the DDWCAC Board and makes independent decisions in accordance with its Constitution and any delegation from the DDWCAC Board. Mayam Mayam is accountable to DDWCAC by virtue of being the sole member and shareholder of Mayam Mayam;
4. Composition	In accordance with clause 19 of its Constitution, the Mayam Mayam Board has a minimum of 3 director and a maximum of 10 directors: 1) Minimum of 3 members of DJAARA (DDWCAC); 2) Majority of Directors must comprise of members and employees of DJAARA (DDWCAC). The composition of members needs to have the capacity, and has the responsibility, to diligently discharge duties to ASIC while also following strategic initiatives, financial planning, and operational policies set by the parent entity, DDWCAC. While Directors of the DDWCAC and Enterprises Trustee Board may be casual employees of DDWCAC, Mayam Mayam Directors may be employed in any capacity pursuant to 19.1.2(b). Director appointments will be rotated pursuant to clause 20 of the Constitution. Director induction and ongoing training The Mayam Mayam Chairperson will arrange for each new director to participate in a director induction program. Ongoing training needs will be considered within the annual review of the Mayam Mayam operations. Staff at Board Meetings The DDW Group CEO is not a member of the Mayam Mayam Board but may attend Mayam Mayam Board meetings. The Housing Development Manager is not a member of the Mayam Mayam Board but will normally attend all Mayam Mayam Board meetings except where access is restricted for a specific purpose, such as discussion of Housing Development Manager performance. Other DDWCAC staff will attend meetings by invitation.



Heading number	Provision
5. Appointment and Term	Directors <u>Appointment</u> Pursuant to clause 20.1(a), the First Directors were specified in the application to register the Company <u>Term</u> The First Directors term of office is from the date of appointment as a Director until that Director retires under clause 20.2 or vacates the office under clause 21.6.
6. Remuneration	Pursuant to clause 24 of its Constitution, Directors of the Mayam Mayam Board may be paid remuneration for services as a Director; and for reasonable expenses



Heading number	Provision
7. Roles	Board The purpose of Mayam Mayam is to: - provide affordable rental housing to members of DJAARA and their families on low incomes and other associated support for those individuals; - promote other purposes beneficial to the community through the provision of affordable rental housing and associated services to people on low incomes and - acquire real property - dispose of real property subject to consent of Homes Victoria under section 109 of the Housing Act - provide security for the payment of money, subject to the consent of Homes Victoria under section 109 of the Housing Act. Chairperson The Chairperson of Mayam Mayam Board: 1) provides leadership to the Mayam Mayam Board; 2) drives the annual review of Mayam Mayam Board operations; 3) is responsible for ensuring training is provided to Mayam Mayam directors; 4) sets the agenda for Mayam Mayam Board meetings in consultation with either or both the Group CEO and/or the Housing Development Manager; 5) in common with any other director, may convene a meeting of the Mayam Mayam Board whenever he or she thinks fit; 6) chairs Mayam Mayam Board meetings; 7) does not have a casting vote in addition to their own vote as a director; 8) is the major point of contact between the Mayam Mayam Board and the CEO <u>Appointment and term</u> Pursuant to clause 25.5 of its Constitution, Directors may elect a Director as chair of Directors' meetings and may determine the period for which the chair will hold office. Directors may elect a Director as deputy chair to act as chair in the chair's absence.



Heading number	Provision
8. Functions	- Pursuant to clause 22 of its Constitution, the primary functions of the Mayam Mayam Board are to: - Manage the business of Mayam Mayam - Act in the best interests of the holding company, DDWCAC - Delegate any of their powers as permitted by the Act - Revoke any delegation of power at any time • Appoint attorneys or agents in accordance with the constitution - Arrange for signing of negotiable instruments by 2 Directors - Subject to clause 22.4.2 determine how and by whom negotiable instruments and receipts for money paid to the Company must be signed, drawn, accepted, endorsed, or otherwise executed - Keep financial records, - Keep minutes - Comply with duties under the law - Apply all of its income and property to further its purpose; - Provide input to the DDW Group strategy and annual business plan.
9. Meetings	Frequency Pursuant to clause 25.2 of its Constitution, the Directors may hold, adjourn, and regulate their meetings as they think fit. DDWCAC requires the Board to hold at least one meeting per year for the purpose of approving budget, financial statements, annual plans, strategies, and other documents required by DDWCAC and/or external parties or regulators. Quorum Unless the Directors determine otherwise, the quorum for a Directors' meeting is the number nearest to and greater than half the number of Directors, and the quorum must be present throughout the meeting. Support and minutes The DDWCAC Governance team: 1. arranges meetings; 2. distributes agendas and supporting papers to directors at least 7 days before the relevant meeting (where possible); 3. keep and distribute minutes of each meeting; and 4. ensure that minutes and reports are provided to the DDWCAC Board.



Heading number	Provision
10. Reporting	The Mayam Mayam Board reports to the DDWCAC by: • providing a copy of the minutes of each meeting for inclusion in the papers for a DDWCAC Board meeting; and • providing an annual written report on all matters relevant to the performance of its role and functions. The common DDWCAC / Maya Mayam directors talk to any recommendations of the Mayam Mayam Board which require DDWCAC Board endorsement or approval and answer any questions of the DDWCAC Board on behalf of the Mayam Mayam Board. If there are no common directors, the Housing Development Manager performs this task.
11. Authority	• The Mayam Mayam Board may exercise all the powers of Mayam Mayam Limited except any powers that the Corporations Act or the Mayam Mayam Constitution require to be approved by DDWCAC as sole member. • The Mayam Mayam Board may seek explanations and additional information from DDWCAC through the Housing Development Manager in order to perform its functions. However, the Enterprises Trustee Board should not assume DDWCAC Board's responsibilities or management's operational responsibilities.
12. Confidentiality	Except for reporting to DDWCAC Board as set out in 10 above, proceedings, papers and minutes of the Mayam Mayam Board are confidential. They may not be disclosed without approval of the Mayam Mayam Board, except where required to be disclosed by law.
13. Committees	The Mayam Mayam Board may establish and terminate Mayam Mayam Director committees and set the Terms of Reference and appoint the members of such committees.
14. Delegations	• The Mayam Mayam Directors may delegate any of their powers (excluding powers which, by Law, must be exercised by the Directors as a board) as permitted by the Act. • The delegations should be set out in a Deed of Delegation or resolution of the Mayam Mayam Board where not explicitly stated in the Constitution or legislation • All delegations must be derived from the powers and functions of the Mayam Mayam Board and must not override any delegations or responsibilities of the DDWCAC Board.



8. Structure of Board Committees of Directors

8.1. Role and Function

Committees concentrate on and develop expertise in specific areas, ensuring that the full board can concentrate more on the "big picture". Their role involves examining and debating an issue and then preparing a recommendation for the relevant Board. Also see section 5.10.

8.2. Standard Terms of Reference

Each Board Committee has standard Terms of Reference. This approach ensures a structured and consistent governance approach and allows each Committee to undertake specific unique functions.

8.3. Memberships

As a committee of the Board, all committee members must be approved by the Board and will comprise of a minimum of two directors which may be made up:

- solely of directors of the Board who represent their family group, or
- a majority of directors of the Board who represent a family group plus a specialist director/s (as defined in the DDWCAC Rule Book) with particular industry or technical knowledge of a particular area relevant to the committee.

The composition of the Committee is proposed via a Terms of Reference presented to the Board for approval. All members of the Committee must be Directors.

Where a Committee requires a person with particular industry or technical knowledge of a particular area relevant to the committee, the person must first be appointed a specialist director of the DDWCAC Board. In accordance with Rule 8.2.3(e) a specialist director does not have the right to vote at any Board or general meetings but may attend. Alternatively, the Committee can engage a consultant/contractor to provide advice and support but is not a member of the Board or Committee and does not have voting rights.

8.4. Payments to Board and Committee Members

8.4.1. Payments to Board Members

In accordance with Rule 10.3 (a) of its Rule Book, DDWCAC does not remunerate its board members.

However, in accordance with Rule 10.3 (c) travelling and other expenses that the director incurs can be paid:

- (i) for attending directors' meetings or any meetings of committee of directors
- (ii) for attending any general meetings of the Corporation
- (iii) in connection with the Corporation's business

Refer to the Payments to Board and Committee Members Policy.

8.4.2. Payments to Committee Members

Due to the competitive market for persons with industry or technical knowledge of a particular area, and the desire to treat committee members fairly regardless of whether they are Djaara or specialist directors, an attendance fee may be paid to members of the committee at a rate approved by the Board.



9. Terms of Reference for Committees of the DDWCAC Board and Committees of the Enterprises Trustee Board

The Terms of Reference for Committees of the DDWCAC Board and Committees of the Enterprises Trustee Board and Mayam Mayam Board are set out in the following pages and are designed to be standalone documents for each committee.

The Committees are listed in order of establishment as appendices to this Governance Charter.

Heading 2 of the Terms of Reference indicates which Board has established the Committee.

Heading 6 describes the composition of the Committee. The following principles apply:

- Voting members of the Committees will be Directors of their Board.
- Each Committee will have at least one staff member attending Committee meetings to support delivery of information to the Committee and to the Board on the recommendation of the Committee. This staff member will not be a voting member.

See section 5.10 and 8 for further information on Committees.



Appendices for Standing Committee Terms of Reference



Terms of Reference: Governance Standing Committee

Date approved by the Board: 22 February 2025

Heading number	Provision
1. Committee Name	The committee shall be known as the Governance Committee.
2. Background	The Governance Committee is a DDWCAC Board committee, pursuant to rule 10.5 of the Rule Book.
3. Accountability	The Governance Committee is accountable to the DDWCAC Board and makes no independent decisions as all decisions must be made as recommendations to the DDWCAC Board for endorsement .
4. Role	The role of the Governance Committee is to assist the DDWCAC Board meet its' responsibilities in relation to: • Policy development and review • Strategy development and review When reviewing documents the Governance Committee will also ensure appropriate language is used in the documents. Ultimate responsibility for the Committee's role rests with the DDWCAC Board. In performing its functions, the Governance Committee should not assume management's responsibility for operational governance activities.
5. Function	The primary functions of the Governance Committee are to: 1. monitor the review of policy; 2. consider the draft policy and strategy and make recommendations to the DDWCAC Board on their adoption; 3. set the tone for strong strategy and policy development and implementation
6. Composition	The Committee has the following representation: 1. The Chairperson of the DDWCAC Board 2. Up to 3 Family Group Directors 3. A specialist directors (if required) The CEO or their delegate, and the Manager Governance Risk and Compliance will not be members but will attend all Governance Committee meetings, except where access is restricted for a specific purpose. Other members of DDWCAC staff will attend meetings by invitation. At least one director will have relevant qualifications and experience in governance, policy, or strategy matters. Committee Members will be provided with, and are expected to attend, relevant training. The Governance Committee will have one chairperson (Governance Committee Chairperson). The Chairperson of the DDWCAC Board will not be the Governance Committee Chairperson.
7. Appointment and Term	At the first meeting of the DDWCAC Board after the annual general meeting, the DDWCAC Board will appoint the members of the Governance Committee including the Governance Committee Chairperson for an initial term of one year, after which time they may be reappointed.
8. Remuneration	Committee Members will be paid at the rate set by the Board.
9. Meetings	9.1 Frequency and quorum • The Committee will hold at least quarterly meetings and such additional meetings as the Committee Chair decides in order to perform its functions. • A quorum consists of no less than half the number of Family Group



	Directors appointed to the Governance Committee (excluding the Chairperson of the DDWCAC Board and the CEO for the purpose of this count) of the Committee rounded up to the nearest whole number. Motions for recommendations are to be moved and seconded by Board Directors of the committee. In the event of a tied vote in relation to a motion, the Chairperson has a casting vote in addition to the vote he or she has cast as a member. 9.2 Support and minutes - The CEO (or delegate as secretary to the Committee) will: - in conjunction with the Committee Chairperson, settle agendas for and arrange meetings; - distribute agendas and supporting papers to members of the Governance Committee at least 7 days before the relevant meeting (where possible); - keep and distribute minutes of each meeting; and - ensure that minutes and reports are provided to the DDWCAC Board. - If the Committee meets without the presence of the CEO, the CEO will ensure a delegate is responsible for ensuring that a written record of the meeting is made.
10. Reporting	10.1 Board reports The Committee will report to the DDWCAC Board by: - providing a copy of the minutes of each committee meeting for inclusion in the papers for a meeting of the DDWCAC Board; and - providing an annual written report on all matters relevant to the performance of its role and functions. The Committee Chairperson, as a member of the DDWCAC Board, and/or a staff member on their behalf, will talk to any recommendations of the Committee which require DDWCAC Board endorsement or approval and will answer any questions of the DDWCAC Board on behalf of the Committee. 10.2 Annual report The annual report of DDWCAC will include a corporate governance statement detailing: - the names and qualifications of the members of the Committee; - the number of meetings of the Committee; and - the number of Committee meetings attended by each member.
11. Authority	The Committee is authorised to: - seek explanations and additional information from management in order to perform its functions; and - have access to advisers or auditors either with or without management present.



Terms of Reference: Community Support Program (CSP) Review Standing Committee

Date approved by the Board: 27 June 2025

Date rescinded by the Board: 24 October 2025



Terms of Reference: Finance, Audit and Risk Committee Standing (FAR Standing Committee)

Date approved by the Board: 27 June 2025

Heading number	Provision
1. Committee Name	The committee shall be known as the Finance, Audit and Risk Committee (FAR Standing Committee).
2. Background	The FAR Standing Committee is a DDWCAC Board committee, pursuant to rule 10.5 of the Rule Book.
3. Accountability	The FAR Standing Committee is accountable to the DDWCAC Board and makes no independent decisions as all decisions must be made as recommendations to the DDWCAC Board .
4. Role	The role of the FAR Standing Committee is to assist the DDWCAC Board meet its' responsibilities under the Corporations (Aboriginal and Torres Strait Islander) Act in relation to finance and administration. Ultimate responsibility for finance and administration rests with the DDWCAC Board. In performing its functions, the FAR Standing Committee should not assume management's responsibility for operational finance, audit, and risk activities.



Heading number	Provision
5. Function	The primary function of the FAR Standing Committee is to make recommendations to the DDWCAC Board in relation to finance, audit and risk matters including: • financial reporting; • compliance with legal and regulatory requirements; • internal control structures; • risk management systems and • auditing of DDWCAC accounts. The FAR Standing Committee will fulfil this primary function by: 1) monitoring the financial performance of DDWCAC; 2) considering the proposed annual budget and making recommendations to the DDWCAC Board on its adoption; 3) reviewing DDWCAC financial statements including annual financial statements and reports, and other financial reports requested by the DDWCAC Board which are to be presented to regulators and funding bodies; 4) setting the tone for sound financial reporting and sound systems of internal financial controls; 5) when accounts are audited, overseeing and appraising the quality of audits conducted by internal and/or external auditors and making recommendations to the DDWCAC Board on the appointment, retention, or replacement of the auditors; 6) reviewing and assessing corporate risk management policies, programs, and practices; considering recommendations and advice of management and external advisers on operational and financial risks and making recommendations to the DDWCAC Board when appropriate; and 7) establishing and monitoring an internal audit program on the control and treatment of risks.



Heading number	Provision
6. Composition	The Committee has the following representation: • The Chair of the DDWCAC Board and • 3 directors of the DDWCAC Board At least one director will have relevant qualifications and/or experience in financial and accounting matters. The Committee may appoint consultant as a subject matter expert to advise on matters considered by the Committee. The consultant will not have voting rights. The FAR Standing Committee will have one chairperson (FAR Standing Committee Chairperson). The Chairperson of the DDWCAC Board will not be the FAR Standing Committee Chairperson. The Chairperson will be appointed at the first meeting of the DDWCAC Board following the AGM. The CEO or their delegate, and the Manager – Governance, Risk and Compliance and the Strategic Finance Manager will not be members but will attend and advise on relevant topics at all FAR Standing Committee meetings, except where access is restricted for a specific purpose. Other members of DDWCAC staff will attend meetings by invitation. Committee Members will be provided with, and are expected to attend, relevant training as per the Board Development Policy.
7. Appointment and Term	At the first meeting of the DDWCAC Board after the annual general meeting of the Dja Dja Wurrung Clans Aboriginal Corporation, the DDWCAC Board will appoint the members of the FAR Standing Committee for an initial term of one year, after which time they may be reappointed.
8. Remuneration	Committee Members will be paid at the rate set by the relevant Board policy.



Heading number	Provision
9. Meetings	9.1 Frequency, quorum, and motions - The Committee will meet at least quarterly, or more frequently as needed at agreed times in order to perform its functions. - A quorum consists of no less than half the number of members of the Committee rounded up to the nearest whole number. - Motions for recommendations are to be moved and seconded by Board Directors of the committee. In the event of a tied vote in relation to a motion, the Chairperson has a casting vote in addition to the vote he or she has cast as a Board Director, reflecting Rule 11.1.6 (b) of the Corporation Rule Book. 9.2 Support and minutes - The CEO or delegate as secretary to the Committee will: - in conjunction with the Committee, settle agendas for and arrange meetings; - distribute agendas and supporting papers to members of the FAR Standing Committee at least 7 days before the relevant meeting (where possible); - keep and distribute minutes of each meeting; and - ensure that minutes and reports are provided to the DDWCAC Board. - If the Committee meets without the presence of the CEO or their delegate, the Chair is responsible for ensuring that a written record of the meeting is made.
10. Reporting	10.1 Board reports The Committee will report to the DDWCAC Board by: - providing a copy of the minutes of each committee meeting for inclusion in the papers for a meeting of the DDWCAC Board; and - providing an annual written report on all matters relevant to the performance of its role and functions. The Committee members, and/or a staff member on their behalf, will talk to any recommendations of the Committee which require DDWCAC Board endorsement or approval and will answer any questions of the DDWCAC Board on behalf of the Committee. 10.2 Annual report Management will prepare the annual report of DDWCAC which will include a corporate governance statement detailing: - the names and qualifications of the members of the Committee; - the number of meetings of the Committee; and - the number of Committee meetings attended by each member.



Heading number	Provision
11. Authority	The Committee is authorised to: 1) seek explanations and additional information from management in order to perform its functions; and 2) access external people/resources either with or without management present to a maximum amount of \$2000 without prior DDWCAC Board approval subject to a decision of the majority of the Committee members. Expenditure above this amount on any single occasion must be preapproved by the DDWCAC Board.



Terms of Reference: Investment Advisory Standing Committee (IA Standing Committee)

Date approved by the Board: 27 June 2025

Heading number	Provision
1. Committee Name	The committee shall be known as the Investment Advisory Committee (IA Standing Committee).
2. Background	The IA Standing Committee is a DDWCAC Board committee, pursuant to rule 10.5 of the Rule Book.
3. Accountability	The IA Standing Committee is accountable to the DDWCAC Board and makes no independent decisions as all decisions must be made as recommendations to the DDWCAC Board .
4. Role	The role of the IA Standing Committee is to: 1) assist the DDWCAC Board in formulating and recommending policies and strategies for the investment of funds (including current and future investments) or property and other assets held by DDWCAC (for example, future act agreement funds and economic development funds) 2) Review and provide input on the draft Investment Strategy 3) Review and provide input on the draft Annual Investment Plan Ultimate responsibility for investment rests with the DDWCAC Board. In performing its functions, the IA Standing Committee should not assume management's responsibility for investment activities.



Heading number	Provision
5. Function	The primary functions of the IA Standing Committee are to: 1) establish and maintain investment objectives, constraints and guidelines that reflect the aspirations and priorities of the DDW community as described in the Dja Dja Wurrung Investment Strategy Annual Action Plan; 2) assess investment opportunities for their viability, feasibility, and likely commercial performance; 3) recommend specific investment mechanisms for approval by the DDWCAC Board; 4) ensure adherence to the Dja Dja Wurrung Investment Strategy and broader DDWCAC objectives; 5) formulate an appropriate asset allocation mix and make recommendations to the DDWCAC Board; 6) undertake reviews and monitor investments against established benchmarks; 7) monitor and ensure that appropriate commercial and investment skills are being developed in-house at DDWCAC; 8) access management capacity to deliver on investment objectives as appropriate; 9) monitor investment risk and develop mitigation approaches; 10) monitor the performance of investment funds and investment plan professional advisers and make recommendations to the DDWCAC Board on the appointment, retention, or replacement of professional advisers; 11) assist to build investment and other commercial capabilities of DDW people; 12) establish review processes and timelines to discuss internal and external changes to particular events such as cashflow, portfolio performance and proceeds of sale from crown land.



Heading number	Provision
6. Composition	The Committee has the following representation: Up to 3 DDWCAC Directors, one of whom is a DDWE director. At least one director will have relevant qualifications and/or experience in investment, financial and accounting matters. The Committee may appoint up to three consultants as a subject matter experts to advise on matters considered by the Committee. The consultant will not have voting rights. The General Manager – Economic Development and/or their delegate, and the Strategic Finance Manager will not be members but will attend IAC meetings. Other members of DDWCAC staff will attend meetings by invitation. Committee Members will be provided with, and are expected to attend, relevant training. The IA Standing Committee will have one chairperson (IA Standing Committee Chairperson). The Chairperson of the DDWCAC Board or the DDWE Board will not be the IA Standing Committee Chairperson. The Chairperson will be appointed at the first meeting of the DDWCAC Board following the AGM. The IAC does not need to have representation from the DDWE Board.
7. Appointment and Term	At the first meeting of the DDWCAC Board after the annual general meeting, the DDWCAC Board will appoint the members of the IA Standing Committee including the IAC Chairperson for an initial term of one year, after which time they may be reappointed.
8. Remuneration	Committee Members will be paid at the rate set by the DDWCAC Board.



Heading number	Provision
9. Meetings	9.1 Frequency and quorum - The Committee will hold at least quarterly meetings and such additional meetings as the Committee Chair decides in order to perform its functions. - A quorum consists of no less than half the number of members of the Committee rounded up to the nearest whole number. - Motions for recommendations are to be moved and seconded by Board Directors of the committee. In the event of a tied vote in relation to a motion, the Chairperson has a casting vote in addition to the vote he or she has cast as a director. 9.2 Support and minutes - The CEO (or delegate as secretary to the Committee) will: - in conjunction with the Committee Chairperson, settle agendas for and arrange meetings; - distribute agendas and supporting papers to members of the FAR Standing Committee at least 7 days before the relevant meeting (where possible); - keep and distribute minutes of each meeting; and - ensure that minutes and reports are provided to the DDWCAC Board. - If the Committee meets without the presence of the CEO, the Committee Chair is responsible for ensuring that a written record of the meeting is made.
10. Reporting	10.1 Board reports The Committee will report to the DDWCAC Board by: - providing a copy of the minutes of each committee meeting for inclusion in the papers for a meeting of the DDWCAC Board; and - providing an annual written report on all matters relevant to the performance of its role and functions. - The Committee Chairperson, as a member of the DDWCAC Board, and/or a staff member on their behalf, will talk to any recommendations of the Committee which require DDWCAC Board endorsement or approval and will answer any questions of the DDWCAC Board on behalf of the Committee. 10.2 Annual report Management will prepare the annual report of DDWCAC which will include a corporate governance statement detailing: - the names and qualifications of the members of the Committee; - the number of meetings of the Committee; and - the number of Committee meetings attended by each member.



Heading number	Provision
11. Authority	The Committee is authorised to: 1) seek explanations and additional information from management in order to perform its functions; and 2) access external people/resources either with or without management present to a maximum amount of \$2000 without prior DDWCAC Board approval subject to a decision of the majority of the Committee members. Expenditure above this amount on any single occasion must be preapproved by the DDWCAC Board.



Appendices for Special Committee Terms of Reference



Terms of Reference: Djaara Family History Special Committee

Date approved by the Board: 27 March 2026

Heading	Provision
1. Committee Name	The committee shall be known as the Djaara Family History Committee.
2. Background	The Djaara Family History Committee is a DDWCAC Board committee, pursuant to rule 10.5 of the Rule Book.
3. Accountability	The Djaara Family History Committee is accountable to the DDWCAC Board and makes no independent decisions as all decisions must be made as recommendations to the DDWCAC Board for endorsement.
4. Role	The role of the Djaara Family History Committee is to assist the DDWCAC Board meet its' responsibilities in relation to: • Provide support to the DDWCAC Board in assessing membership applications where there is no nominator • implementing the Djaara Genealogy, History and Kinship project. • making recommendations on additions to the Djaara Genealogy, History and Kinship project; ensuring: ○ Indigenous Cultural and Intellectual Property being the laws, culture, and rights of all Djaara are values protected, strengthened, and promoted through the Policy and Program; ○ Cultural and Intellectual Property is managed consistent with the <i>Dja Dja Wurrung Cultural Integrity Guidelines</i>. Ultimate responsibility for membership application decisions and delivery of the Djaara Genealogy, History and Kinship project rests with the DDWCAC Board. In performing its functions, the Djaara Family History Committee should not assume management's responsibility for operational genealogy, history, and kinship activities.
5. Function	The primary functions of the Djaara Family History Committee are to: • review Membership Applications where there is no nominator and either recommended a nominator to the DDWCAC Board or recommend the application for rejection due to insufficient information 1) monitor the performance of the Djaara Family History project; 2) consider the proposed project methodology, outcomes and budget and make recommendations to the DDWCAC Board on its milestones and adoption; 3) review project proposal, methodology and approach, budget, project reports, specialist expert reports, technical products, financial income, and expenditure, including annual financial statements and reports, and other reports as requested by the DDWCAC Board which may be



	presented to regulators and funding bodies; and 4) set the tone for sound reporting and sound systems of internal reporting and financial controls, including funding, acquittal, and legal declaration reporting.
6. Composition	The Committee has the following representation: - Up to 3 DDWCAC Directors - CEO of the DDWCAC or their delegate The DDWCAC Strategy, Research and Capability Lead, Malamiya Team, will not be a member but will attend all Djaara Family History Committee meetings, except where access is restricted for a specific purpose. Other members of DDWCAC staff will attend meetings by invitation. The Djaara Family History Committee will have one chairperson (Djaara Family History Committee Chairperson). The Chairperson of the DDWCAC Board will not be the Djaara Family History Committee Chairperson. Ultimate responsibility for the integrity of Committees role rests with the DDWCAC Board. In performing its functions, the Committee must not assume management's responsibility for reports.
7. Appointment and Term	Upon the approval of this Terms of Reference, the DDWCAC Board will seek nominations for this Committee and appoint inaugural members at a time determined by the Board. In subsequent years, if the Committee is continuing, at the first meeting of the DDWCAC Board after the annual general meeting, the DDWCAC Board will appoint the members of the Djaara Family History Committee including the Djaara Family History Committee Chairperson for a term of one year, after which time they may be reappointed.
8. Remuneration	Committee Members will be paid at the rate set by the Board.
9. Meetings	9.1 Frequency and quorum - The Committee will hold at least quarterly meetings and such additional meetings as the Committee Chair decides in order to perform its functions. - A quorum consists of no less than half the number of members (excluding the CEO for the purpose of this count) of the Committee rounded up to the nearest whole number. - Motions for recommendations are to be moved and seconded by Board Directors of the committee. In the event of a tied vote in relation to a motion, the Chairperson has a casting vote in addition to the vote they have cast as a member. 9.2 Support and minutes - The CEO (or delegate as secretary to the Committee) will:



	1) in conjunction with the Committee Chairperson, settle agendas for and arrange meetings 2) distribute agendas and supporting papers to members of the Djaara Family History Committee at least 7 days before the relevant meeting (where possible) 3) keep and distribute minutes of each meeting; and 4) ensure that minutes and reports are provided to the DDWCAC Board. • If the Committee meets without the presence of the CEO, the CEO will ensure a delegate is responsible for ensuring that a written record of the meeting is made.
10. Reporting	Board reports The Committee will report to the DDWCAC Board by: 1) providing a copy of the minutes of each committee meeting for inclusion in the papers for a meeting of the DDWCAC Board; and 2) providing an annual written report on all matters relevant to the performance of its role and functions. The Committee Chairperson, as a member of the DDWCAC Board, and/or a staff member on their behalf, will talk to any recommendations of the Committee which require DDWCAC Board endorsement or approval and will answer any questions of the DDWCAC Board on behalf of the Committee. Annual report The annual report of DDWCAC will include a corporate governance statement detailing: 1) the names of the members of the Committee; 2) the number of meetings of the Committee; and 3) the number of Committee meetings attended by each member.
11. Authority	The Committee is authorised to: 1) seek explanations and additional information from management in order to perform its functions; and 2) have access to advisers/consultants either with or without management present.



Appendix for Terms of Reference Template



Terms of Reference: Template

Heading number	Provision
1. Committee Name	
2. Background	
3. Accountability	
4. Role	
5. Functions	
6. Composition	
7. Appointment and Term	
8. Remuneration	
9. Meetings	
10. Reporting	
11. Authority	



10. Related Documents

For ease of reference, key related documents are attached to this Charter as Schedules.

Schedule 1: Dja Dja Wurrung Clans Aboriginal Corporation Rule Book

To be inserted in approved version of Charter



Schedule 2: Constitution for Dja Dja Wurrung Enterprises Pty Ltd

To be inserted in approved version of Charter



Schedule 3: The Trustee for Djandak Fixed Trust Deed

To be inserted in approved version of Charter



Schedule 4: The Trustee for Dumawul Fixed Trust Deed

To be inserted in approved version of Charter



Schedule 5: The Trustee for Djakitj Fixed Trust Deed

To be inserted in approved version of Charter



Schedule 6: Constitution for Mayam Mayam Ltd

To be inserted in approved version of Charter