SAMBO Federation of Australia Limited
sambo.org.au
president@sambo.org.au
team@sambo.org.au
ACN 635 835 120

SAMBO FEDERATION OF AUSTRALIA LIMITED

BOARD CHARTER

1. Introduction

This Board Charter sets out the role, responsibilities, composition, authority and operating principles of the Board of SAMBO Federation of Australia.
For the purpose of this Charter, SAMBO Federation of Australia means Sambo Federation of Australia Limited.
This Charter must be read together with the Constitution, the Corporations Act 2001 (Cth), applicable policies and any requirements of the Australian Sports Commission, Sport Integrity Australia and the International Sambo Federation.
If this Charter is inconsistent with the Constitution, the Constitution prevails to the extent of the inconsistency.

2. Purpose of the Board

The purpose of the Board is to provide leadership, strategic direction, governance and oversight to support the effective management, development, promotion and regulation of Sambo in Australia.
The Board is responsible for ensuring that SAMBO Federation of Australia acts as the pre-eminent national organisation responsible for Sambo in Australia, from grassroots participation through to high-performance and international representation.

3. Role and responsibilities of the Board

The Board is responsible for:

- setting and monitoring the vision, purpose, strategic objectives and values of SAMBO Federation of Australia;
- approving and periodically reviewing the strategic plan for the development of Sambo in Australia;
- overseeing the governance, financial performance, risk management and sustainability of SAMBO Federation of Australia;
- ensuring compliance with the Constitution, the Corporations Act 2001 (Cth), ASC recognition requirements, Sport Integrity Australia requirements, FIAS requirements and applicable laws;
- approving and monitoring policies, including governance, integrity, anti-doping, safeguarding, member protection, complaints, disputes and discipline policies;
- ensuring that SAMBO Federation of Australia has appropriate systems for financial reporting, internal controls, risk management and accountability;
- appointing, supporting, monitoring and, where necessary, removing the Chief Executive Officer;
- approving annual budgets, financial reports, major expenditure and material commitments;
- overseeing national sport development, competitions, participation pathways, coaching, officiating and athlete development;
- overseeing Australian representative team selection and international representation processes;
- promoting ethical, inclusive, safe and fair participation in Sambo;
- maintaining constructive relationships with Member States, Affiliate Members, clubs, athletes, coaches, officials, volunteers, government agencies and other stakeholders;
- establishing committees and delegating authority where appropriate;
- monitoring Board performance and succession planning; and
- acting at all times in the best interests of SAMBO Federation of Australia and Sambo in Australia.

4. Matters reserved for the Board

The following matters are reserved for decision by the Board unless delegated in writing:

- approval of the strategic plan and annual business plan;
- approval of annual budgets, financial reports and material financial commitments;
- appointment, performance review, remuneration and removal of the CEO;
- approval of key governance, integrity, risk, safeguarding and financial policies;
- appointment of Board-Appointed Directors and committee members;
- approval of national team selection policies and major national competition structures;
- approval of applications for membership, recognition of Member States and major affiliate arrangements where required;
- approval of material contracts, borrowings, grants, funding agreements and commercial arrangements;
- approval of major organisational restructuring or constitutional amendment proposals;
- approval of the annual report and any reports required by the ASC, Sport Integrity Australia or the International Federation; and
- any matter that the Board determines should be reserved to the Board.

5. Composition of the Board

The Board must be composed in accordance with the Constitution.

- The Board must comprise no fewer than five Directors and no more than seven Directors, unless otherwise determined in accordance with the Constitution.
- The preferred Board structure is seven Directors, comprising four Elected Directors and three Board-Appointed Directors.
- At all times, no less than 40% of the total number of Directors must be Board-Appointed Directors. Where the calculation results in a fraction, the required number is rounded up to the nearest whole number.
- Board-Appointed Directors should be appointed having regard to skills, experience, independence, diversity and governance needs.
- All Directors have the same legal duties and responsibilities, whether elected or appointed.

6. Director eligibility and independence

A person may only be elected or appointed as a Director if the person satisfies the eligibility requirements in the Constitution and has been determined by the Nominations Committee as eligible for further consideration.

A person is not eligible to be elected, appointed or to continue as a Director if that person is an employee, officer, executive committee member, board member, director, secretary, president, vice-president, treasurer or equivalent office holder of any Voting Member, Member State, Affiliate Member or other member organisation entitled to vote at a General Meeting of SAMBO Federation of Australia.

A former CEO is not eligible to be elected or appointed as a Director until at least three years have passed since the person ceased to hold office as CEO.

7. Chair and Deputy Chair

The Board must elect one Director to act as Chair of SAMBO Federation of Australia in accordance with the Constitution.

The Board may also elect a Deputy Chair from among the Directors. The Deputy Chair supports the Chair and may act as Chair when the Chair is absent, unavailable or conflicted.

The Chair is responsible for leading the Board, facilitating effective Board meetings, supporting appropriate governance standards and promoting constructive Board culture.

8. Director duties

Each Director must:

- act in good faith and in the best interests of SAMBO Federation of Australia;

- act for a proper purpose;
- exercise care and diligence;
- avoid improper use of position or information;
- disclose actual, potential and perceived conflicts of interest;
- maintain confidentiality of Board information;
- comply with the Constitution, this Charter, the Code of Conduct and applicable policies;
- prepare for and attend Board meetings and participate constructively in decision-making;
- support collective Board decisions once made;
- act with integrity, respect, independence of judgment and professionalism; and
- promote the reputation, safety and development of Sambo in Australia.

9. Term limits and succession planning

Director terms must be managed in accordance with the Constitution.

- A Director's term should ordinarily be three years, unless a shorter term is required to implement staggered terms or fill a casual vacancy.
- Director terms must be staggered so that, so far as practicable, not all Director positions become vacant at the same Annual General Meeting.
- A Director must not serve for more than 10 consecutive years as a Director.
- A person who has ceased to be a Director is not eligible to be elected or appointed again until at least three years have passed since the person last ceased to be a Director.
- The Board must maintain appropriate succession planning for Directors, the Chair, committee chairs and key governance roles.

10. Board meetings

The Board must meet as often as necessary to properly discharge its responsibilities. The Board should meet at least quarterly, and more frequently where required.

Board meetings may be held in person, by telephone, by videoconference or by any other technology permitted by the Constitution and applicable law.

The agenda for each Board meeting should be settled by the Chair in consultation with the CEO and Company Secretary. Directors may request that items be included on the agenda.

Board papers should be circulated sufficiently in advance of meetings to allow Directors to properly consider the matters for decision or discussion.

11. Quorum and decision-making

The quorum for a Board meeting is a majority of Directors then in office, unless the Constitution requires otherwise.

Each Director has one vote. A resolution of the Board is passed if a majority of Directors present and entitled to vote vote in favour of the resolution.

The Chair does not have a casting vote unless expressly permitted by the Constitution or a Board-approved procedure that is consistent with the Constitution.

The Board may pass circular resolutions in accordance with the Constitution and applicable law.

12. Conflicts of interest

Directors must disclose any actual, potential or perceived conflict of interest as soon as practicable after becoming aware of the conflict.

SAMBO Federation of Australia must maintain a register of Directors' conflicts of interest. The register should record the Director's name, the nature of the interest or conflict, the date disclosed, the Board's decision on management of the conflict and any restrictions on participation or voting.

Each Director must complete an annual statement of interests and update it whenever their circumstances change.

A Director with a conflict must not be present during Board discussion or vote on the relevant matter unless permitted by law and approved by the Board in accordance with the Constitution.

13. Confidentiality
Directors must maintain the confidentiality of all confidential information obtained in their capacity as Directors. Confidential information may only be disclosed where authorised by the Board, required by law, or necessary to properly perform the Director's duties.

14. CEO and management
The Board may appoint a CEO to manage the day-to-day operations of SAMBO Federation of Australia under the direction of the Board.
The Board is responsible for appointing, supporting, reviewing and, where necessary, removing the CEO. The CEO is accountable to the Board.
The Board may delegate powers and functions to the CEO, subject to any limitations or conditions determined by the Board. Delegations should be recorded in writing.

15. Company Secretary
The Company Secretary is responsible for supporting the Board in meeting its governance and statutory obligations, including Board papers, minutes, registers, ASIC filings and governance records, subject to the direction of the Board.

16. Committees
The Board may establish committees to assist it to discharge its responsibilities. Committees operate under terms of reference approved by the Board and report to the Board.
The Board must maintain the following committees required or contemplated by the Constitution:

- Nominations Committee; and
- Finance, Audit and Risk Committee.

17. Nominations Committee
The Nominations Committee assists the Board with Board composition, Director eligibility, skills assessment, succession planning and candidate assessment.
No person may proceed for election or appointment as a Director unless the Nominations Committee has first determined that the person is eligible for further consideration.
The Nominations Committee should use a skills, diversity and independence matrix when assessing candidates for Director roles.

18. Finance, Audit and Risk Committee
The Finance, Audit and Risk Committee assists the Board to oversee financial reporting, internal controls, audit processes, risk management, legal and regulatory compliance, fraud prevention, insurance and financial sustainability.
The Finance, Audit and Risk Committee must include at least one independent member who is a Certified Practising Accountant or Chartered Accountant, in accordance with the Constitution.

19. Risk management and compliance
The Board is responsible for overseeing SAMBO Federation of Australia's risk management framework and ensuring that appropriate systems are in place to identify, assess, manage and monitor risks.
Key risk areas include governance, finance, integrity, safeguarding, anti-doping, legal compliance, insurance, events, reputation, stakeholder relationships, data privacy and operational sustainability.

20. Integrity, safeguarding and anti-doping
The Board must oversee the adoption, implementation and enforcement of integrity, safeguarding, anti-doping, member protection, complaints, disputes and discipline policies applicable to Sambo in Australia.
The Board must support compliance with Sport Integrity Australia requirements, ASC recognition requirements, FIAS requirements and any applicable integrity education plan.

21. Financial oversight
The Board is responsible for ensuring that SAMBO Federation of Australia maintains proper financial records, prepares appropriate financial reports, manages funds responsibly and remains financially sustainable.

The Board must approve annual budgets and monitor financial performance against budget. The Board must also ensure appropriate internal controls are maintained.

22. Stakeholder engagement
The Board must promote constructive engagement with Member States, Affiliate Members, clubs, athletes, coaches, officials, volunteers, government agencies, Sport Integrity Australia, the ASC, FIAS and other stakeholders.
The Board may convene stakeholder forums, consultations or working groups to support collaboration and national development of Sambo.

23. Board performance and evaluation
The Board should periodically evaluate its performance, the performance of committees and the effectiveness of individual Directors. The Board may use internal or external review processes.
The Board should use evaluation outcomes to improve governance, succession planning, training and Board culture.

24. Induction and professional development
New Directors must receive an induction covering the Constitution, this Charter, the Code of Conduct, strategic plan, financial position, key policies, integrity obligations, director duties and current organisational priorities.
Directors should undertake ongoing professional development relevant to governance, sport integrity, risk, finance, safeguarding and the development of Sambo.

25. Code of Conduct and ethics
The Board must adopt and periodically review a Code of Conduct applying to Directors, senior leaders, officers and other persons involved in the governance and management of SAMBO Federation of Australia.
Directors must act with integrity, independence, accountability, respect and professionalism and must avoid conduct that could damage SAMBO Federation of Australia, Sambo or the broader sport sector.

26. Review and amendment of this Charter
This Charter must be reviewed at least every two years, or earlier if required due to changes in the Constitution, ASC requirements, Sport Integrity Australia requirements, FIAS requirements, law or governance practice.
Amendments to this Charter may be approved by the Board, provided they are not inconsistent with the Constitution.

27. Director acknowledgement
Each Director must acknowledge that they have received, read and understood this Charter and agree to comply with it.

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Chair (President of Federation)

15 May 2026