AMENDED CONSTITUTION

of

SAMBO FEDERATION OF AUSTRALIA LIMITED

ACN 635 835 120

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1. Name

1.1 The name of the company is Sambo Federation of Australia Limited.

1.2 In this Constitution, the company is referred to as SAMBO Federation of Australia.

2. Definitions and Interpretation

2.1 Definitions

Act means the Corporations Act 2001 (Cth).

Affiliate Member means a body, club, association, organisation or other entity admitted as an affiliate member of SAMBO Federation of Australia in accordance with this Constitution or the Membership Policy.

Annual General Meeting or AGM means the annual general meeting of SAMBO Federation of Australia required to be held under the Act.

ASC means the Australian Sports Commission.

Audit and Risk Committee means the committee established under this Constitution to assist the Board with audit, financial reporting, risk management and compliance oversight.

Board means the board of Directors of SAMBO Federation of Australia.

Board-Appointed Director means a Director appointed by the Board in accordance with this Constitution.

Chair means the Director elected by the Board to act as chair of SAMBO Federation of Australia.

Chief Executive Officer or CEO means the person appointed by the Board as chief executive officer of SAMBO Federation of Australia.

Constitution means this Constitution as amended from time to time.

Director means a person elected or appointed as a director of SAMBO Federation of Australia.

Elected Director means a Director elected by the Voting Members in accordance with this Constitution.

FIAS means the International Sambo Federation or any successor international federation recognised by SAMBO Federation of Australia as the international governing body for Sambo.

General Meeting means a general meeting of Members of SAMBO Federation of Australia, including an Annual General Meeting.

Individual Member means an individual admitted to membership of SAMBO Federation of Australia in accordance with this Constitution or the Membership Policy.

International Federation means FIAS or any other international federation recognised as the international governing body for Sambo.

Member means a member of SAMBO Federation of Australia.

Member State means a State or Territory body recognised by SAMBO Federation of Australia as the controlling or coordinating body responsible for the development, promotion and administration of Sambo in that State or Territory.

Membership Policy means the policy adopted by the Board dealing with membership categories, admission, rights, obligations, fees, termination and related matters.

National Integrity Framework means the national integrity framework developed by Sport Integrity Australia, as amended or replaced from time to time.

Nominations Committee means the committee established under this Constitution to assess and determine eligibility of candidates for election or appointment as Directors.

Ordinary Resolution means a resolution passed by a simple majority of votes cast by Voting Members entitled to vote on the resolution.

Participant means a registered athlete, coach, official or other person participating in Sambo, whether paid or unpaid, and whether registered directly with SAMBO Federation of Australia, a Member State, club, affiliate or other recognised body.

Policy means a policy, by-law, regulation, procedure or standard adopted by SAMBO Federation of Australia.

Register means the register of Members maintained under the Act.

Sambo means the sport of Sambo and all disciplines and formats recognised or regulated by FIAS or SAMBO Federation of Australia, including Sport Sambo, Combat Sambo, Beach Sambo and any other recognised discipline.

Sporting Power means the power delegated to SAMBO Federation of Australia by FIAS for the exclusive or primary control, management, development, promotion and regulation of Sambo in

Australia, including the authority to exercise national sporting powers in accordance with the FIAS Statutes, regulations, rules and requirements.

SAMBO Federation of Australia means Sambo Federation of Australia Limited.

Special Resolution has the meaning given to that term in the Act.

Sport Integrity Australia or SIA means Sport Integrity Australia or any successor body responsible for sport integrity matters in Australia.

Voting Member means a Member entitled to vote at General Meetings under this Constitution.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

(a) words importing the singular include the plural and vice versa;

(b) words importing any gender include all genders;

(c) a reference to a person includes an individual, body corporate, association, partnership, trust, government body or other entity;

(d) a reference to legislation includes any amendment, re-enactment or replacement of that legislation;

(e) headings are inserted for convenience only and do not affect interpretation;

(f) a power, right or discretion may be exercised from time to time;

(g) a reference to writing includes electronic communication unless prohibited by law; and

(h) where this Constitution is inconsistent with the Act, the Act prevails to the extent of the inconsistency.

3. Objects

3.1 The objects of SAMBO Federation of Australia are to:

(a) be the pre-eminent national organisation responsible for the governance, development, promotion, regulation and management of Sambo in Australia;

(b) represent, promote and develop all recognised disciplines and forms of Sambo in Australia, from grassroots and community participation through to elite and high-performance competition;

(c) act as the national body responsible for the selection, nomination, preparation and management

of Australian athletes, teams, coaches and officials for international Sambo events recognised by the International Federation;

(d) promote participation in Sambo across Australia, including through clubs, State and Territory bodies, schools, community organisations and other relevant stakeholders;

(e) establish, maintain and enforce rules, policies, standards and procedures for the conduct, development and administration of Sambo in Australia;

(f) encourage and support the development of athletes, coaches, referees, officials, volunteers and administrators involved in Sambo;

(g) organise, sanction or support national championships, State and Territory championships, competitions, development programs, education programs and other Sambo-related activities;

(h) promote safe, fair, inclusive and ethical participation in Sambo;

(i) adopt, implement and enforce integrity, anti-doping, member protection, safeguarding, complaints, disciplinary and related policies applicable to Sambo in Australia;

(j) affiliate with, and maintain recognition by, the relevant International Federation for Sambo;

(k) liaise with the Australian Sports Commission, Sport Integrity Australia, government agencies, sporting bodies and other stakeholders for the advancement of Sambo in Australia; and

(l) do all things reasonably necessary or incidental to achieve these objects.

3.2 FIAS is the international governing body responsible for regulating Sambo internationally and for recognising national federations responsible for Sambo in their respective countries.

3.3 SAMBO Federation of Australia must adopt and exercise the Sporting Power as the national federation for Sambo in Australia and act, so far as recognised by FIAS, as the Australian affiliated member of FIAS in accordance with the FIAS Statutes, regulations, rules and requirements.

3.4 SAMBO Federation of Australia must exercise its Sporting Power in a fair, transparent and accountable manner and in the best interests of Sambo in Australia.

4. Powers

4.1 Subject to the Act and this Constitution, SAMBO Federation of Australia has the legal capacity and powers of a company limited by guarantee.

4.2 SAMBO Federation of Australia may exercise all powers necessary or convenient to carry out its

objects, including the power to:

(a) acquire, hold, deal with and dispose of real and personal property;

(b) enter into contracts and arrangements;

(c) employ or engage staff, contractors, consultants and volunteers;

(d) raise, receive and manage funds;

(e) borrow or lend money, subject to any restrictions determined by the Board;

(f) affiliate with national or international organisations;

(g) establish committees, commissions, councils and working groups;

(h) make, amend and enforce Policies;

(i) impose fees, levies or charges;

(j) sanction events, competitions and programs; and

(k) do anything incidental or conducive to the attainment of its objects.

5. Not-for-Profit Status, Income and Property

5.1 The income and property of SAMBO Federation of Australia must be applied solely towards the promotion of its objects.

5.2 No income or property of SAMBO Federation of Australia may be paid or transferred directly or indirectly to any Member, except for payments made in good faith for:

(a) goods or services supplied to SAMBO Federation of Australia;

(b) reasonable remuneration for services properly rendered;

(c) reimbursement of reasonable expenses properly incurred;

(d) payment of interest on money borrowed at a rate not exceeding a reasonable commercial rate; or

(e) payment of rent for premises let to SAMBO Federation of Australia at a reasonable commercial rate.

6. Membership

6.1 The Members of SAMBO Federation of Australia may include Member States, Affiliate Members, Individual Members, Life Members and any other category of membership created by the Board under the Membership Policy.

6.2 The Voting Members of SAMBO Federation of Australia are the Members prescribed as Voting Members under this Constitution or the Membership Policy. Unless otherwise determined by the Board and approved by the Voting Members, Member States are Voting Members.

6.3 Affiliate Members, Individual Members and Life Members do not have voting rights unless the Board determines otherwise and such rights are set out in the Membership Policy.

6.4 An applicant for membership must apply in the manner required by the Board. The Board may accept, reject or impose conditions on any application for membership and is not required to give reasons for refusal.

6.5 Each Member must support the objects of SAMBO Federation of Australia, comply with this Constitution and the Policies, act in good faith and in the best interests of Sambo in Australia, comply with applicable integrity and anti-doping requirements, pay fees when due and provide information reasonably requested for governance, reporting, insurance, integrity, development or regulatory purposes.

6.6 SAMBO Federation of Australia may recognise only one body in each State or Territory as the Member State responsible for working with SAMBO Federation of Australia to develop, promote, regulate and manage Sambo in that State or Territory. A Member State must be a legal entity unless the Board determines otherwise for a transitional period.

6.7 Each Member State must:

(a) have objects that align with the objects of SAMBO Federation of Australia and do all things reasonably necessary to enable those objects to be achieved in its State or Territory;

(b) adopt, enforce and apply consistently this Constitution, the Policies and applicable FIAS statutes, regulations, rules and requirements;

(c) act at all times for and on behalf of the interests of SAMBO Federation of Australia, the Members and Sambo in Australia;

(d) be responsible and accountable to SAMBO Federation of Australia for fulfilling its obligations

under SAMBO Federation of Australia's strategic plan and national development priorities as revised from time to time;

(e) provide SAMBO Federation of Australia with copies of its annual financial statements, annual report, business plans, budgets and other governance documents within the time reasonably requested by the Board;

(f) maintain a database of all clubs, athletes, coaches, officials, volunteers and other Participants registered with it and provide participation data to SAMBO Federation of Australia in the form and timeframe reasonably required by the Board;

(g) support national integrity, anti-doping, safeguarding, member protection, complaints, disputes and discipline requirements;

(h) operate with mutual trust and confidence with SAMBO Federation of Australia and other Members and work cooperatively to promote the sporting, financial and operational stability of Sambo in Australia;

(i) not do, permit or omit to do anything that may adversely affect the standards, quality, reputation, maintenance or development of Sambo in Australia;

(j) advise SAMBO Federation of Australia as soon as practicable of any serious administrative, operational, governance, integrity or financial difficulty affecting the Member State;

(k) assist SAMBO Federation of Australia in investigating any matter referred to in clause 6.7(j) and cooperate with SAMBO Federation of Australia in addressing that matter; and

(l) where reasonably required by the Board and permitted by law, allow SAMBO Federation of Australia to appoint an administrator or other representative to assist with, oversee or manage all or part of the Member State's affairs on conditions determined by the Board.

6.8 Each Member State must take all steps necessary to ensure that its constitution, rules and other constituent documents conform with this Constitution and the Policies, subject to any prohibition or inconsistency under applicable law.

6.9 Any proposed amendment to the constitution, rules or other constituent documents of a Member State must be submitted to SAMBO Federation of Australia for review before adoption, and the Member State must not adopt amendments that are materially inconsistent with this Constitution or the Policies.

6.10 If there is any inconsistency between the constitution, rules or policies of a Member State and

this Constitution or the Policies, this Constitution and the Policies prevail to the extent of the inconsistency, subject to applicable law.

6.11 SAMBO Federation of Australia may operate directly in a State or Territory where there is no recognised Member State or where the Board considers direct operation necessary to protect or advance Sambo in that State or Territory.

6.12 SAMBO Federation of Australia must maintain a Register in accordance with the Act. Each Member must provide current contact details and any other information reasonably required for the Register.

6.13 SAMBO Federation of Australia must maintain, or require Member States and Affiliate Members to maintain, accurate records of registered Participants in Sambo, including athletes, coaches, officials and other registered persons involved in Sambo.

6.14 SAMBO Federation of Australia may require Member States and Affiliate Members to provide participant data for governance, reporting, integrity, insurance, development, government recognition and regulatory purposes. Participant data must be maintained in accordance with applicable privacy laws.

6.15 SAMBO Federation of Australia may establish a national membership or participant database system for the registration and administration of Participants in Sambo.

6.16 The liability of each Member is limited to the amount set out in clause 31.

7. Cessation and Termination of Membership

7.1 A Member ceases to be a Member if the Member resigns by written notice, is expelled or terminated, dies, is dissolved, wound up or deregistered, fails to pay fees or levies and the Board resolves to terminate membership, or otherwise ceases to be eligible for membership.

7.2 SAMBO Federation of Australia may discipline, suspend or expel a Member in accordance with this Constitution, the Policies and the principles of procedural fairness.

7.3 Disciplinary matters may be dealt with under applicable integrity, member protection, complaints, disputes and discipline policies.

8. General Meetings

8.1 SAMBO Federation of Australia must hold an Annual General Meeting in accordance with the Act.

8.2 The Board may call a General Meeting whenever it considers appropriate. Members may request a General Meeting in accordance with the Act.

8.3 Notice of a General Meeting must be given in accordance with the Act and must specify the date, time, place and business of the meeting, including any special business.

8.4 A General Meeting may be held using technology that allows Members as a whole a reasonable opportunity to participate.

8.5 No business may be transacted at a General Meeting unless a quorum is present. The quorum is the number of Voting Members determined by the Board or, if no number is determined, a majority of Voting Members.

8.6 The Chair will chair General Meetings. If the Chair is absent or unwilling to act, the Directors present may elect another Director to chair the meeting.

8.7 Each Voting Member has one vote unless otherwise prescribed in this Constitution or the Membership Policy.

8.8 Voting may be conducted by show of hands, poll, electronic vote or any other method determined by the Chair and permitted by law.

8.9 Unless a Special Resolution is required, a resolution is passed if a majority of votes cast by Voting Members entitled to vote are in favour of the resolution.

8.10 Voting Members may appoint representatives or proxies in accordance with the Act and any procedure determined by the Board.

9. Board

9.1 The Board is responsible for the governance, strategic direction, financial oversight and overall management of SAMBO Federation of Australia.

9.2 The Board must comprise no fewer than five Directors and no more than seven Directors, unless otherwise determined by Special Resolution.

9.3 Subject to clause 9.4, the preferred Board structure is seven Directors comprising four Elected Directors and three Board-Appointed Directors.

9.4 At all times, no less than 40% of the total number of Directors must be Board-Appointed Directors. Where the calculation of 40% results in a fraction, the number of Board-Appointed Directors required must be rounded up to the nearest whole number.

9.5 The Board must not permit any election, appointment or casual vacancy process to result in the Board-Appointed Directors comprising less than 40% of the Board, except where the deficiency arises due to an unexpected vacancy. Where a deficiency arises, the Board must take reasonable steps to restore compliance as soon as practicable and, in any event, before the next Annual General Meeting.

9.6 A person is eligible to be elected or appointed as a Director only if the person is at least 18 years old, is not disqualified from managing corporations under the Act, is not disqualified from being a responsible person of a sporting organisation, charity or not-for-profit body, satisfies this Constitution and applicable Policies, has been determined by the Nominations Committee as eligible for further consideration, and consents in writing to act as a Director.

9.7 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.

9.8 A Director who becomes ineligible under clause 9.7 must immediately notify SAMBO Federation of Australia and is deemed to have vacated office from the date the ineligibility arises.

9.9 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.

10. Election and Appointment of Directors

10.1 Elected Directors are elected by Voting Members at an Annual General Meeting or otherwise in accordance with a process determined by the Board.

10.2 The Board may determine procedures for nominations, candidate statements, voting methods, ballots and election conduct, provided they are consistent with this Constitution and the Act.

10.3 The Board may appoint Board-Appointed Directors having regard to the skills, experience, diversity, independence and governance needs of SAMBO Federation of Australia.

10.4 Board-Appointed Directors may be appointed to fill identified skills gaps, including in

governance, finance, law, risk, integrity, sport development, high performance, marketing, commercial strategy, safeguarding or stakeholder engagement.

10.5 Board-Appointed Directors have the same rights, duties and responsibilities as Elected Directors.

10.6 The Board may fill a casual vacancy. A person appointed to fill a casual vacancy holds office until the expiry of the term of the Director whose vacancy is being filled, unless otherwise determined by the Board.

10.7 Any casual vacancy appointment must comply with the requirement that no less than 40% of the Board be Board-Appointed Directors.

11. Director Terms and Rotation

11.1 Subject to this Constitution, each Director holds office for a term determined at the time of election or appointment. A Director's term should ordinarily be three years unless a shorter term is required to implement staggered terms or fill a casual vacancy.

11.2 SAMBO Federation of Australia must maintain staggered terms of office for Directors to support continuity, orderly succession and effective governance.

11.3 The Board must ensure, so far as practicable, that not all Director positions become vacant at the same Annual General Meeting.

11.4 The Board may determine rotation arrangements, transitional arrangements, and election cycles to give effect to this clause, provided that Director terms do not exceed the maximum term permitted under this Constitution and the arrangements are not inconsistent with the Act.

11.5 For the purpose of implementing staggered terms, the Board may determine that some Directors hold office for shorter initial terms, provided this is disclosed to the Voting Members before the relevant election or appointment.

11.6 A Director must not serve as a Director for more than 10 consecutive years. All periods served as an Elected Director, Board-Appointed Director or casual vacancy Director are counted toward the 10-year maximum consecutive term.

11.7 A person who has served as a Director for 10 consecutive years is not eligible to be elected or appointed as a Director again until at least three years have passed since the person last ceased to be a Director.

11.8 The Board must not approve any election, appointment or casual vacancy appointment that would result in a person exceeding the maximum consecutive term permitted under this Constitution.

11.9 A person who has ceased to be a Director is not eligible to be elected or appointed as a Director again until at least three years have passed since the person last ceased to be a Director.

11.10 A person who has held office as Chief Executive Officer of SAMBO Federation of Australia 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 Chief Executive Officer. This restriction applies regardless of whether the person was employed, contracted or otherwise engaged as Chief Executive Officer.

12. Chair

12.1 The Board must elect one Director to act as Chair of SAMBO Federation of Australia.

12.2 The Chair must be elected by the Board from among the Directors.

12.3 The Chair holds office for the period determined by the Board, unless the Chair resigns, ceases to be a Director, is removed as Chair by the Board, or otherwise ceases to hold office under this Constitution.

12.4 The Chair is responsible for leading the Board, facilitating effective Board meetings and ensuring appropriate governance standards are maintained.

13. Vacation and Removal of Directors

13.1 The office of a Director becomes vacant if the Director resigns by written notice, dies, becomes disqualified from managing corporations under the Act, becomes ineligible under this Constitution, is removed in accordance with the Act, is absent from Board meetings without permission for the period determined by the Board, or otherwise ceases to hold office under the Act or this Constitution.

13.2 A Director may be removed in accordance with the Act.

14. Powers and Duties of Directors

14.1 The Directors are responsible for managing SAMBO Federation of Australia's business and affairs and may exercise all powers of SAMBO Federation of Australia that are not required by the Act or this Constitution to be exercised by Members.

14.2 Each Director must comply with their duties under the Act, this Constitution and applicable law.

14.3 Directors must act in good faith, for a proper purpose, in the best interests of SAMBO Federation of Australia and with due care and diligence.

14.4 The Board must adopt, maintain and periodically review a Board Charter that sets out the Board's role, responsibilities, governance processes, reserved powers, delegation framework, meeting procedures and expectations of Directors.

14.5 The Board must adopt, maintain and periodically review a Code of Conduct that applies to Directors, senior leaders, officers, employees, contractors, volunteers and any other persons involved in the governance, management or administration of SAMBO Federation of Australia as determined by the Board.

14.6 The Board Charter and Code of Conduct must be consistent with the objects of SAMBO Federation of Australia, this Constitution, applicable integrity requirements and the principles of good corporate and sport governance.

15. Board Meetings

15.1 The Board may meet as often as necessary to conduct the business of SAMBO Federation of Australia. The Chair, CEO or any two Directors may call a Board meeting.

15.2 Board meetings may be held using technology that allows Directors to participate and communicate with each other.

15.3 The quorum for a Board meeting is a majority of Directors then in office.

15.4 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 the Board determines otherwise.

15.5 The Board may pass a resolution without a meeting if all Directors entitled to vote on the resolution sign or otherwise approve the resolution in accordance with the Act.

15.6 The Board must ensure that minutes of Board meetings and resolutions are prepared and kept in accordance with the Act.

16. Conflicts of Interest

16.1 Each Director must disclose to the Board any actual, potential or perceived conflict of interest, including any material personal interest or related party interest.

16.2 SAMBO Federation of Australia must maintain a register of Directors' conflicts of interest.

16.3 The register must record the name of the Director, the nature of the interest or conflict, the date the interest or conflict was disclosed, any Board decision regarding management of the conflict, and any restrictions placed on the Director's participation in discussion, decision-making or voting.

16.4 The register must be reviewed by the Board at least annually and updated whenever a new disclosure is made.

16.5 A Director with a conflict of interest must not be present during Board discussion or vote on the relevant matter unless permitted by the Act and the Board has resolved that the Director may participate.

17. Chief Executive Officer

17.1 The Board may appoint a Chief Executive Officer on terms determined by the Board.

17.2 The CEO is responsible for managing the day-to-day operations of SAMBO Federation of Australia under the direction of the Board.

17.3 The Board may delegate powers and functions to the CEO, subject to any conditions or limitations determined by the Board.

17.4 The CEO may attend Board meetings by invitation but is not a Director and has no vote unless appointed as a Director in accordance with this Constitution after satisfying the required cooling-off period.

18. Company Secretary

18.1 The Board must appoint at least one company secretary in accordance with the Act.

18.2 The company secretary holds office on terms determined by the Board.

18.3 The Board may suspend or remove a company secretary.

19. Committees

19.1 The Board may establish committees, commissions, councils, panels or working groups to assist SAMBO Federation of Australia.

19.2 The Board may delegate powers or functions to a committee, subject to any conditions or limitations determined by the Board.

19.3 Committee meetings are governed by procedures determined by the Board or the committee's terms of reference.

20. Nominations Committee

20.1 SAMBO Federation of Australia must maintain a Nominations Committee.

20.2 The role of the Nominations Committee is to identify, assess and recommend candidates for election or appointment as Directors; determine the eligibility of all candidates for further consideration; assess candidates against eligibility, skills, diversity, independence and governance requirements; ensure candidates understand Director duties; support transparent, merit-based and skills-based Board succession planning; and perform any other functions delegated by the Board.

20.3 The Nominations Committee must comprise at least three members appointed by the Board. A majority of the Nominations Committee must be independent of management and Voting Members.

20.4 The Board may approve terms of reference for the Nominations Committee, provided those terms are not inconsistent with this Constitution.

20.5 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.

21. Audit and Risk Committee

21.1 SAMBO Federation of Australia must establish and maintain an Audit and Risk Committee.

21.2 The role of the Audit and Risk Committee is to assist the Board to oversee financial reporting, internal controls, audit processes, risk management, legal and regulatory compliance, fraud prevention and financial integrity, insurance arrangements and any other matter referred to it by the Board.

21.3 The Audit and Risk Committee must include at least one independent member who is a Certified

Practicing Accountant or Chartered Accountant.

21.4 For the purpose of this clause, an independent member means a person who is not an employee of SAMBO Federation of Australia, a Director of SAMBO Federation of Australia, an officer, employee or director of a Voting Member, or otherwise a person whose relationship with SAMBO Federation of Australia could reasonably be perceived to interfere with independent judgment.

21.5 The Board may appoint Directors and non-Directors to the Audit and Risk Committee.

21.6 The Audit and Risk Committee must operate under terms of reference approved by the Board and must report to the Board on its activities, findings and recommendations.

22. Policies

22.1 The Board may make, amend or revoke Policies for the proper governance, management, regulation and administration of SAMBO Federation of Australia and Sambo in Australia.

22.2 Policies are binding on SAMBO Federation of Australia, Members, Participants, athletes, coaches, officials, volunteers, staff, contractors and any other persons who agree or are required to be bound by them.

22.3 If a Policy is inconsistent with this Constitution, this Constitution prevails to the extent of the inconsistency.

23. Integrity, Anti-Doping and Safeguarding

23.1 SAMBO Federation of Australia must adopt, implement and enforce national integrity policies applicable to Sambo in Australia, including policies dealing with member protection, safeguarding children and young people, improper use of drugs and medicine, competition manipulation and sports gambling, complaints, disputes and discipline, anti-doping and any other integrity matter required by Sport Integrity Australia, the ASC or the International Federation.

23.2 SAMBO Federation of Australia may adopt the National Integrity Framework developed by Sport Integrity Australia or any other policies that meet or exceed Sport Integrity Australia requirements.

23.3 SAMBO Federation of Australia must adopt, implement and enforce an anti-doping policy approved by Sport Integrity Australia and consistent with applicable World Anti-Doping Code, National Anti-Doping Scheme and International Federation requirements.

23.4 SAMBO Federation of Australia must adopt and implement an integrity education plan endorsed by Sport Integrity Australia where required for recognition as a National Sporting Organisation.

23.5 SAMBO Federation of Australia, its Members, Member States, athletes, coaches, officials, volunteers and other persons bound by SAMBO Federation of Australia's Policies must comply with all applicable integrity and anti-doping Policies.

24. Australian Representative Teams

24.1 SAMBO Federation of Australia is responsible for the selection, nomination, endorsement and management of Australian Sambo athletes, teams, coaches and officials for international events recognised by the International Federation.

24.2 The Board must approve, maintain and publish policies and procedures for Australian team selection and nomination.

24.3 Selection and nomination decisions must be made in accordance with SAMBO Federation of Australia's selection policies, applicable International Federation requirements, integrity policies and principles of fairness, transparency and procedural fairness.

24.4 No Member, Member State, Affiliate Member or other body may select, nominate or represent an Australian Sambo team for an International Federation-recognised event without the approval of SAMBO Federation of Australia.

25. Records and Inspection

25.1 SAMBO Federation of Australia must keep records as required by the Act.

25.2 Members may inspect records of SAMBO Federation of Australia only to the extent permitted by the Act, this Constitution or the Board.

25.3 The Board may refuse inspection of records where disclosure would be contrary to law, privacy obligations, confidentiality obligations, integrity requirements or the best interests of SAMBO Federation of Australia.

26. Accounts, Financial Reporting and Audit

26.1 SAMBO Federation of Australia must keep written financial records that correctly record and

explain its transactions, financial position and performance and enable true and fair financial statements to be prepared and audited if required.

26.2 SAMBO Federation of Australia must prepare financial reports in accordance with the Act and any applicable regulatory or recognition requirements.

26.3 SAMBO Federation of Australia must prepare annual reports, directors' reports or other reports where required by the Act, the ASC, Sport Integrity Australia, the International Federation or any other relevant authority.

26.4 Where required by the Act or determined by the Board, SAMBO Federation of Australia must appoint an auditor.

26.5 The Board must monitor the financial sustainability of SAMBO Federation of Australia and take reasonable steps to ensure that SAMBO Federation of Australia remains able to pay its debts as and when they fall due.

27. Strategic Plan

27.1 SAMBO Federation of Australia must maintain a current strategic plan for the development of Sambo in Australia.

27.2 The strategic plan should address participation, national reach, development pathways, coaching, officiating, competitions, high performance, governance, integrity, inclusion, financial sustainability and stakeholder engagement.

27.3 The strategic plan must be reviewed by the Board periodically and made publicly available where required for ASC recognition or other regulatory purposes.

28. Public Availability of Key Documents

28.1 SAMBO Federation of Australia must make publicly available any documents required to be publicly available for recognition as a National Sporting Organisation, including this Constitution, the strategic plan, applicable governance and integrity policies and any other document required by the ASC, Sport Integrity Australia or applicable law.

29. Notices

29.1 A notice may be given by SAMBO Federation of Australia to any Member or Director in any manner permitted by the Act, including electronically.

29.2 A notice is taken to be given at the time permitted under the Act or, if no time is prescribed, when it would ordinarily be received in the ordinary course of transmission.

30. Amending the Constitution

30.1 This Constitution may only be amended by Special Resolution of the Voting Members in accordance with the Act.

30.2 SAMBO Federation of Australia must notify the ASC, Sport Integrity Australia, the International Federation or any other relevant authority of amendments to this Constitution where required.

31. Guarantee and Winding Up

31.1 Each Member undertakes to contribute an amount not exceeding $10 to the property of SAMBO Federation of Australia if SAMBO Federation of Australia is wound up while the Member is a Member or within one year after the Member ceases to be a Member, for payment of debts and liabilities contracted before the Member ceased to be a Member, payment of the costs, charges and expenses of winding up, and adjustment of the rights of contributories among themselves.

31.2 If, on winding up or dissolution of SAMBO Federation of Australia, any property remains after satisfaction of all debts and liabilities, that property must not be paid or distributed to Members.

31.3 The surplus property must be given or transferred to one or more organisations that have objects similar to the objects of SAMBO Federation of Australia, prohibit the distribution of income and property to their members to at least the same extent as this Constitution, and are determined by Special Resolution of the Voting Members at or before the time of winding up or, failing such determination, by a court of competent jurisdiction.

32. Transitional Provisions

32.1 Directors in office immediately before the adoption of this Constitution continue in office subject to this Constitution.

32.2 The Board may implement transitional arrangements to align existing Director terms with the requirements for staggered terms, the 40% Board-Appointed Director requirement and the maximum consecutive term limit.

32.3 If, immediately after adoption of this Constitution, the Board does not comply with the requirement that no less than 40% of Directors be Board-Appointed Directors, the Board must take reasonable steps to achieve compliance as soon as practicable and, in any event, before the next Annual General Meeting.

32.4 Any period served as a Director before adoption of this Constitution counts towards the maximum consecutive term limit unless the Board determines that a limited transitional exception is necessary to maintain governance continuity.

32.5 Any transitional exception must be recorded in Board minutes and must not be inconsistent with the requirements of the ASC recognition criteria unless approved or accepted by the ASC.

33. Replaceable Rules

33.1 The replaceable rules in the Act do not apply to SAMBO Federation of Australia except to the extent that they are expressly adopted by this Constitution.

34. Common Seal

34.1 SAMBO Federation of Australia may have a common seal.

34.2 The Board is responsible for the safe custody and use of the common seal.

34.3 Any document executed under common seal must be executed in accordance with the Act.

35. Indemnity and Insurance

35.1 To the extent permitted by law, SAMBO Federation of Australia indemnifies each current and former Director, company secretary and officer against liabilities incurred in that capacity.

35.2 SAMBO Federation of Australia may pay premiums for insurance for current and former Directors, company secretaries, officers, employees, volunteers and other persons to the extent permitted by law.