

**Updated Constitution of Progressive Music Broadcasting Association Incorporated – May 2024**

**Part 1: Introduction**

1. In 1978, a group of Adelaide citizens, under the auspices of the S.A. Media Resource Centre Inc. and the Public Broadcasting Association, resolved to form an Association to seek to obtain a radio broadcasting licence and to operate a radio broadcasting station to broadcast programmes of progressive music and of the Arts.
2. The Association is called the “Progressive Music Broadcasting Association Incorporated”.
3. This constitution is passed in lieu of, and so as to repeal all previous rules of the Association, except as to any matter or thing lawfully done, or commenced to be done under such previous rules or any of them.

**Part 2: Objects and Powers**

4. The objects of the Association are as follows.
  - 4.1. To apply for and to hold a Frequency Modulation community radio broadcasting licence.
  - 4.2. To establish and to operate a Frequency Modulation community radio broadcasting station.
  - 4.3. To undertake all measures necessary to provide a Frequency Modulation stereo radio broadcasting service for persons in South Australia wishing to hear contemporary progressive and alternative music, and in particular but without limiting the generality of the foregoing:
    - (a) to facilitate the broadcast and thereby the broader appreciation of such music;
    - (b) to promote the work of Adelaide musicians and performers and to this end to provide broadcast and recording facilities;
    - (c) to provide the opportunity for groups, associations and individuals to produce and present original programs, dealing with all forms of such music.
  - 4.4. To broadcast programs dealing with the Arts and to undertake and carry out all such ancillary measures as are necessary or desirable to achieve this end.
  - 4.5. To foster the development and ideals of community broadcasting in such ways as the Association may determine, and in particular:
    - (a) to provide facilities for members to learn and practise the technical and aesthetic aspects of radio broadcasting and production;



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- (b) to become a member of the Community Broadcasting Association of Australia and to subscribe to the objectives of that organisation, particularly the object “to promote the principles of independence of programming, diversity of output, access to broadcasting by the community, the widest expression of viewpoint, to give the fullest expression of the aspirations and culture of the Australian people, diversity in the structure and organisation of broadcasting and cooperation between community broadcasters.”
- 4.6. In accordance with the above, and as the Association determines to provide programming of a type not adequately covered by existing broadcasters, and in particular:
  - (a) special programs directed to groups or sectors within the community whose interests, needs and problems are not adequately served by existing broadcasters;
  - (b) to become a “town crier” of community and cultural information.
- 4.7. To inform members and other interested individuals about the aims and operations of the Association, about community broadcasting and progressive music generally, and about the aims and activities of participating groups and individuals, through station programming and the establishment of a newsletter, magazine or programming guide.
- 4.8. To support and to cooperate with any kindred body.
- 5. The objects of the Association are not to promote or to affiliate with any political group or party.
- 6. The Association shall have the following powers, to be exercised in accordance with this constitution and/or the requirements of the Act.
  - 6.1. To purchase, exchange, lease, hire or otherwise acquire any real estate and personal property which may be deemed necessary or convenient for any purposes of the Association.
  - 6.2. To construct, maintain and alter any houses, buildings or undertake any works deemed necessary or convenient for the purposes of the Association.
  - 6.3. To sell, manage, lease, mortgage, dispose of or otherwise deal with all or part of the property, real and personal, of the Association.
  - 6.4. To undertake or to establish, and to execute any trust or agency business which may directly or indirectly be conducive to any of the objects of the Association.
  - 6.5. To raise and to collect money for the purposes of the Association by

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all lawful means; and without prejudice to the generality of the foregoing, in particular:

- (a) to accept any gift, bequest or donation made to the Association generally or for the purpose of any specific object and to carry out any trust attached to any gift endowment or bequest;
  - (b) to receive annual membership fees and subscription fees from members of the Association and from subscribers respectively;
  - (c) to take such steps by personal or written appeals, public meetings, fund raising campaigns and activities, or otherwise as may from time to time be expedient for the purpose of procuring funds for the purposes of the Association; and
  - (d) to borrow and to raise money in such manner for such purposes as the Association may think fit and to secure the same or the repayment thereof in such manner as the Association may think fit.
- 6.6. To lend or invest such of the moneys and funds of the Association as may not be immediately needed in such securities or investments and upon such terms and conditions as may seem desirable; provided that such securities or investments shall be authorised or permitted by the law of South Australia for the investment of trust funds.
- 6.7. To employ and engage persons whose service may be deemed necessary or desirable for the purpose of the operations of the Association, and to pay a salary to such employees.
- 6.8. To contract for the supply of any goods or services for the purpose of the Association.
- 6.9. To print and to publish any newsletters, periodicals, magazines or leaflets or other documents, including electronically and/or online, that the Association may think desirable for the promotion of its objects.
- 6.10. To co-operate with and to support any body whose objects are kindred to those of the Association.
- 6.11. To do such other lawful things as are incidental or conducive to the attainment of the objects of the Association.
- 7. The Association shall direct its income and property solely towards the promotion of its objects as set forth in this constitution, and the transfer of any portion thereof, directly or indirectly by way of dividend, bonus, or otherwise howsoever by way of profit, to the members of the Association shall be prohibited, provided that nothing herein shall prevent the payment in good faith of remuneration or reimbursement for out of pocket expenses to any member of the Association in return for services actually rendered to the Association.

## **Part 3: Rules**

### **Definitions**

8. In this constitution, unless the contrary appears:

**Association** means the Progressive Music Broadcasting Association Incorporated.

**Board** means the Board of Management of the Association, as elected or appointed from time to time in accordance with this constitution.

**member** means a person whose name is entered on the Register of Members kept by the Association in accordance with this constitution.

**person** means a natural person.

**secretary** means the person holding office under this constitution from time to time as secretary of the Association or if no such person holds that office the public officer of the Association.

**Extraordinary General Meeting** means a General Meeting of the members of the Association other than an Annual General Meeting or those otherwise scheduled to be held at certain times throughout the year.

**the Act** means the *Associations Incorporation Act 1985* (SA).

**the Regulations** means *Associations Incorporation Regulations 2023* (SA).

9. In this constitution:

- 9.1. a reference to a function includes a reference to a power, authority and duty; and
- 9.2. a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

### **Liability**

10. No trustee, officer or member of the Association shall in his or her capacity as such trustee, officer or member, suffer any personal liability to any claimant against or creditor of the Association beyond the property of the Association in his or her hands.

### **Membership**

11. Membership of the Association shall be open to any person or group upon submission of a written application for membership to the Board, giving the name and address of the applicant and being signed by the applicant or by an authorised officer of the applicant and upon payment of the annual membership fees.
12. The annual membership fees for individuals and organisations shall be as

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determined from time to time by the Board.

13. Membership shall be provisional until approved by the Board at its next meeting after the date of submission of the application for membership to the office of the Association or at some meeting of the Board.
14. The Secretary shall be responsible for ensuring that the name and address of the new member shall be entered into the Register of Members of the Association, within 7 days of the grant of membership under clause 13 herein. A person or organisation shall be deemed to be a member if his, her or its name appears in the Register of Members of the Association, and shall have the right to one vote at meetings of the Association on each of any issues that may arise.
15. A person or organisation who is refused membership by the Board shall have the right to resubmit his, her or its application at the next General Meeting. If a majority of members present at the General Meeting approve the application the decision of the General Meeting shall prevail and the applicant shall be granted membership forthwith.
16. Any member may be expelled or suspended from Membership, at the discretion of the Board, provided that such a member shall have the right of appeal to a General Meeting. Voting on this issue shall both be at the Board and in General Meeting by secret ballot.
17. The Secretary shall give notice of expiry, or shall cause such notice to be given, to a member at least 14 days before the expiry date of his, her or its membership. A person or organisation who fails to renew his, her or its membership shall be removed from the Register of Members of the Association by the Secretary one month after the annual fee falls due; provided that the member shall retain his, her or its rights until that date.
18. A member may resign from the Association by giving written notice to the Board, and the Secretary shall remove his, her or its name from the Register of Members of the Association forthwith, and the Board may return such part of the membership fee it sees fit.
19. The Association may honour any person or organisation by electing him, her or it to the status of Honorary Member. An Honorary Member shall not possess voting rights unless he, she or it pays the annual membership fee.
20. If applicable, a list of Honorary Members shall be kept.
21. The Board may in its discretion waive part or all of the annual membership fees upon the application of the person or organisation concerned.
22. The Board may if it sees fit accept persons or groups as provisional members of the Association. Provisional membership shall lapse one calendar month after it is granted, unless it is renewed for a further month by the Board.
23. In the event of any member's refusal, cancellation, termination, suspension, expulsion, or alteration of conditions to their membership of the association,

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the Board must provide reason to the member for the change, and the member may exercise their right to resubmit or appeal as outlined in clauses 15 and 16 herein.

24. A person or organisation ceases to be a member of the Association if:
  - 24.1. the person dies;
  - 24.2. the person or organisation resigns their membership; or
  - 24.3. the person or organisation's membership is cancelled or terminated or the person or organisation is expelled from the Association, in accordance with this constitution.

### **Register**

25. The Secretary must establish and maintain a Register of Members of the Association specifying the name and address of each person who is a member of the Association, as last given to the Association, together with the date on which the person became a member.
26. The Register of Members must be kept in the office of the Association and must be available for inspection, free of charge by any member of the Association upon request.
27. A member must not use any information about any other members obtained from the Register of Members to contact or send material to other members other than in relation to the conduct of the affairs and administration of the Association or for any other purpose necessary to comply with a requirement of the Act and/or the Regulations.

### **Board**

28. The management of the Association and of its business, property and affairs is by this constitution vested in the Board, and the powers of the Association (as are otherwise set out in this constitution and/or under the Act) shall be exercised by the Board.
29. The Board shall consist of eleven or twelve persons:
  - 29.1. Seven of whom shall be elected from amongst the financial members of the Association at the Annual General Meeting and being the Chairperson, the Secretary who shall also hold the position of Public Officer of the Association, the Treasurer, a Volunteers Representative who shall be responsible for formal liaison between volunteer workers and the Board, and three additional members. None of these persons shall be employees of the Association.
  - 29.2. Four of whom shall be co-opted by the elected members of the Board having regard to complementing the skills of the elected members of the Board and broadening the relationship between the Association and related industry, governmental or community groups.

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- (a) Co-opted members of the Board need not be drawn from the membership of the Association.
  - (b) Any co-opted members of the Board shall be granted, gratis, full membership of the Association for the length of their term of office.
- 29.3. The Station Manager, as and when that position is filled, shall be ex officio a member of the Board, but shall have no vote.
- 30. Each elected member of the Board shall hold office for a term of 24 months from the date of the first Board meeting following the Annual General Meeting at which they were elected, following which the member shall retire from office.
  - 30.1. Members who have been elected to any Board position for three consecutive terms shall not be eligible to nominate for an elected position again until a period of 12 months has passed.
  - 30.2. Each co-opted member of the Board shall hold office until the Board meeting at which elected members retire, at which time he or she shall also retire from office. However, any co-opted members shall be eligible to be co-opted again to the Board in the following term.
  - 30.3. The position of any Board member absent for three consecutive meetings without leave of absence shall become vacant. Acceptance of an apology by the Board shall be deemed grant of such leave.
- 31. Nominations for election of the seven elected Board members shall be made to the Secretary, in writing and signed by the Nominee and two members of the Association, by close of business (5pm) two working days prior to the time of the Annual General Meeting.
- 32. In the event of there being more than one candidate for any of the offices, the election for each such office shall be by the optional preference system, and will include a `No Candidate` option, undertaken by ballot at the Annual General Meeting.
- 33. In the event of there being insufficient nominations to fill the positions of elected Board members for the ensuing year, the other elected members of the Board shall appoint other members of the Association to fill such positions for the ensuing year, and notwithstanding the provisions in clause 35 herein for filling vacancies, such appointment shall be for the full term of office of the current Board.
- 34. Any member of the Board may resign by notice in writing sent by post or delivered to the office of the Association and thereupon shall cease to be a member of the Board.
- 35. In respect of any casual vacancies on the Board:

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- 35.1. The Board shall appoint a temporary member to fill any casual vacancy, except that any vacancies occurring between the end of the financial year and the Annual General Meeting may be allowed to remain unfilled.
- 35.2. Casual vacancies from among the co-opted Board members shall be filled by the elected members of the Board appointing a person to serve until the end of the current Board's term of office.
- 35.3. Appointments to fill casual vacancies from among the elected members of the Board made before the next General Meeting shall become vacant at the meeting and an election shall be held to fill the casual vacancy.
- 35.4. The procedure for nominations and for the conduct of any election required to fill a casual vacancy shall be that specified in clauses 31 to 33 herein.
- 36. The Board shall meet at least once each calendar month.
- 37. Minutes of all meetings of the Board shall be recorded in a book specifically set aside for that purpose, and approved by resolution of the Board at the following meeting.
- 38. A quorum for a Board meeting shall be six voting members of the Board of whom at least four shall be elected members of the Board.
- 39. The Chairperson of the Association shall be the Chairperson of all meetings of the Board at which he or she is present unless otherwise decided by the Board. If the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting, another member of the Board may be chosen by the meeting to preside thereat.
- 40. Other than where specifically provided for in this constitution, the Board may regulate its proceedings as it sees fit.
- 41. Meetings of the Board shall be convened on notice by the Secretary to all members of the Board. Inadvertent failure by the Secretary to notify any members of the Board of any such meeting shall not invalidate proceedings at any such meeting or any resolutions thereof.
- 42. Notice under clause 41 herein shall be formal but shall be deemed sufficient if the members are made aware of the meeting a reasonable time before it takes place.
- 43. In respect of the dismissal or removal of the Board:
  - 43.1. The Board may be dismissed by a resolution passed by a two thirds majority of members present and voting at an Extraordinary General Meeting called specifically for this purpose.
  - 43.2. An Extraordinary General Meeting at which the Board is dismissed,



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shall elect from amongst those members present a caretaker Board of five to seven people to manage the affairs of the Association and arrange the election of a new board. A quorum for meetings of such a caretaker Board shall be four members.

- 43.3. The caretaker Board shall have authority and shall be required to call an Extraordinary General Meeting between 21 and 49 days after the dismissal of the Board, at which elections shall be held for seven elected Board members to fill the remainder of the term until the start of the next financial year.
- 43.4. The procedure for nominations and for the conduct of said election shall be that specified in clauses 31 to 33 herein.
- 43.5. The newly elected Board members shall co-opt four other members on the same basis as normally following an Annual General Meeting.
- 43.6. Any member from a dismissed Board shall be eligible to stand for reappointment in their appropriate category.
- 44. All resolutions of the Board shall be made by a simple majority of the Board members present.
  - 44.1. Each member except the Station Manager shall have one vote. In the event of an equality of voting on any question, it shall be resolved to keep the status quo.
  - 44.2. The Chairperson may exercise a deliberative vote provided he or she does so before the result is known.
- 45. A memorandum in writing signed by all the members of the Board attached to a minute book of the Board shall be effective for all purposes as a resolution of the Board passed at a meeting duly convened, held and constituted.
- 46. No member of the Board may vote upon any matter upon which any interest held or contingent on the part of such member may attend the determination of the same.
- 47. Any member of the Board so interested shall inform the Chairperson of his or her interest, and the Secretary shall take note of the interest accordingly.
- 48. The Board shall keep a record of the activities of the Association and shall report on these activities at the Annual General Meeting. The Board shall prepare regular quarterly reports of the activities of the Association and post copies to each member of the Association.
- 49. The Board may appoint from time to time such Committees of the Board as may be deemed necessary and may if it thinks fit delegate any of its powers to such Committees.
  - 49.1. In addition to one or more members of the Board, such Committees as are appointed may include persons who are not members of the

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Board, provided that all such persons are members of the Association.

49.2. As a general rule, each Board member should serve on at least one Committee, provided that there is an approximately even distribution of members of the Board across those Committees as are appointed.

49.3. There shall be six standing Committees of the Board:

- (a) Office Operations;
- (b) Programming;
- (c) Training & Volunteers;
- (d) Marketing;
- (e) Music; and
- (f) Building & Technology,

to assist the Board, and to direct the work of the Association falling within those areas.

49.4. The Board shall appoint the convenors of the standing Committees from amongst its own membership.

49.5. In respect of the standing Committees, in addition to one or more members of the Board, their membership should consist of between four to seven ordinary members of the Association.

49.6. The term of office of members of the standing Committees shall expire at the Annual General Meeting.

49.7. Vacancies for ordinary member positions on the standing Committees shall be advertised prominently in the office of the Association and nominations to fill the positions shall be called for at the Annual General Meeting.

49.8. In the event of there being more than four nominations for any standing Committee, the Board shall select from among those nominated, a Committee of the size and composition it considers best within the size stipulated in clause 49.5 herein.

**General Meetings**

50. The Association shall hold an Annual General Meeting before the end of November each year and two other General Meetings during the year.

51. The Annual General Meeting shall be publicly advertised and the Secretary shall, at least 14 days before the time set for the meeting, notify in writing all members of the time and place and business thereof, other than the business of the consideration of accounts presented by the Board and the reports of the Board and the Auditor.

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52. Should any member desire to bring forward any proposition or motion at any Annual General Meeting they shall serve written notice thereof on the Association on or before the thirtieth day of September immediately preceding, or not less than four weeks before the Annual General Meeting (whichever is the latter), and the Secretary shall embody such proposition or motion in the notice of meeting, provided that the Board may by resolution direct the Secretary to exclude from such notice any scandalous, offensive or defamatory material.
53. At least seven days before any other General Meeting the Secretary shall notify all members of the time and place thereof, and of any notices of motion or resolutions to be brought before the meeting.
54. No business shall be transacted at any General Meeting unless notice of such business shall have been given to the members as required by this constitution.
55. No motion or resolution passed at any General Meeting shall be binding upon the Association unless due notice has been given in accordance with this constitution, provided that inadvertent failure to give notice shall not invalidate the proceedings of any such meeting or any resolution thereof.
56. The Board shall have the power to call Extraordinary General Meetings at such times and places as it deems fit.
57. Any 15 members may, by written and signed request setting out the nature of their request, call upon the Secretary to convene an Extraordinary General Meeting to be held within 21 days of the Secretary receiving such request, provided that each such member has begun at least their second consecutive membership period and that the signatures of such members are personally dated, no such date being earlier than 21 days prior to that on which the request is received by the Secretary.
58. Any requisition so made by members shall clearly and fully express the objects of the meeting required to be called and shall be served on the Association.
59. In the event of the Secretary failing to call an Extraordinary General Meeting, in accordance with clause 57 above, the members who signed such request shall have the power to convene such a meeting.
60. Minutes of all General Meetings shall be recorded in a book specifically set aside for that purpose.
61. The business of the Annual General Meeting shall be:
  - 61.1. to receive and consider the Board's report and the minutes of the previous Annual General Meeting;
  - 61.2. to receive and consider the Auditor's report and financial statement;
  - 61.3. in accordance with this constitution, to conduct an election and to announce the names of the officers and Board members for the following year, as elected;

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- 61.4. to appoint an Auditor for the ensuing year;
- 61.5. any business which the retiring Board or any members may wish to bring forward, notice of which having been given in the manner set down in clause 51 herein; and
- 61.6. any other general business.
- 62. The business of any General or Extraordinary General Meetings shall be:
  - 62.1. any business which any members may wish to bring forward, notice of which has been given according to this constitution;
  - 62.2. reports by the Board of the activities of the Association; and
  - 62.3. any other general business.
- 63. A quorum for the Annual General Meeting or any other General Meeting shall be 15 voting members present at the meeting, except at an Extraordinary General Meeting, as convened in accordance with any of clauses 53 to 55 herein, where it shall be 20 voting members present at the meeting.
- 64. In the event of there being no quorum at any General Meeting of the Association, 30 minutes after the time appointed for that meeting, the meeting shall be reconvened for no sooner than seven and no greater than 28 days later. The Secretary shall notify all members of the time and place at which the adjourned meeting is to be convened, giving at least seven days written notice thereof. If a quorum is not present at the adjourned meeting, it shall be adjourned indefinitely.
- 65. The Chairperson present shall preside as Chairperson at every General Meeting of the Association unless otherwise decided by the meeting.
- 66. All questions for the decision of a General Meeting shall be determined by a show of hands of the members present in person or by proxy and entitled to vote unless a poll is called for by 11 members present and entitled to vote.
- 67. The result of any vote shall be declared by the Chairperson of the meeting who shall have a casting vote on all questions and his or her declaration of the result shall be conclusive and final.
- 68. Other than where specifically provided for in this constitution, if a poll is demanded on any resolution it shall be taken in such manner as the Chairperson directs and the result of the poll shall be deemed to be the resolution of the Association in General Meeting.
- 69. No poll shall be demanded on the question of the election of a Chairperson or on the question of the adjournment of a General Meeting.
- 70. Any member, whether an individual or a group, shall be entitled to one vote.
- 71. No member shall be entitled to vote at any General Meeting unless they have paid the current annual membership fee. Prior to the commencement of any

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General Meeting, any member may ask to see the Register of Members which the Secretary is bound to keep up to date.

72. Members may not vote by proxy except that proxy voting shall be allowed in elections for the Board. Any member desiring to vote by proxy in elections of the Board must deposit at the office of the Association a written notice of proxy in a form from time to time authorised by the Board at least 12 hours before the time of the General Meeting at which the proxy is to be used.
73. All decisions arrived at and carried at any General Meeting held in conformity with this constitution shall be binding and conclusive upon all members of the Association.

### **Auditor**

74. An Auditor or Auditors, being a qualified accountant/s but not being members of the Board, shall be appointed each year at the Annual General Meeting and shall hold office for one year, being eligible for re-appointment for more than one term.
75. It shall be the Auditor's duty, once appointed, to audit all books of account of the Association and to report thereon at the Annual General Meeting and at such other intervals as the Board may decide.
76. A vacancy occurring in the office of Auditor during the year shall be filled by the Board until the next General Meeting takes place. A new Auditor shall be appointed at the first General Meeting after the vacancy occurs.

### **Banking**

77. All monies received on behalf of the Association shall be paid by the Treasurer into such bank as the Board shall determine. All expenditures shall be by order of the Board and approved by two of the office bearers of the Board, or one office bearer and the Station Manager, except that money kept in the petty cash fund.
78. The Treasurer shall keep or cause to be kept a true account of the sums of money received and expended by the Association and of the matters in respect of which such receipt and expenditure takes place and of the proper receipts and liabilities of the Association and shall furnish a statement thereof to the members of the Association at its monthly, or bi-monthly meetings, and to the Board's regular meetings.
79. At the Annual General Meeting every year the Board shall lay before the Association a statement of income and expenditure and the balance sheet containing a summary of the property and liabilities of the Association made up to the end of the preceding financial year.

### **Government Grants**

80. The Board may apply to any Government whether Federal, State or Municipal, or to any statutory body, trust, foundation, body corporate or incorporate or

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other persons for grants of money or other assistance for the furtherance of the objects of the Association.

### **Seal**

81. There shall be a common seal for the Association with the name of the "Progressive Music Broadcasting Association Incorporated" inscribed thereon. Such seal shall be kept at the office of the Association and shall not be affixed to any deed, instrument, or document except under and by virtue of a Minute of the Board and in the presence and under the signatures of any two members of the Board nominated for that purpose.

### **Office**

82. There shall be an office of the Association which shall be open to members and to the general public.
83. The office shall be maintained at a fixed place.

### **Notices**

84. Notices required to be given to a member of the Association or of the Board under this constitution shall be deemed given if sent by post to the address of that member as stated in the Register, or by electronic mail (email) if the member indicates email is preferred in the Register and shall be deemed effective on the day following such emailing/posting.

### **Amendment or alteration of Constitution**

85. With the exception of clauses 15, 18 and 86 herein, and subject to the provisions of clause 55 herein, this constitution may be altered at any time by a resolution of a General Meeting passed by two-thirds of members present and voting.
86. Clauses 15, 18 and 86 herein may only be altered by a resolution passed by a two-thirds majority of members present and voting at each of two consecutive General Meetings at least two and not more than nine weeks apart.

### **Dissolution**

87. The Association may be dissolved by resolution of a General Meeting called for the sole purpose of considering the dissolution and at which meeting three out of every four members present and voting shall vote in favour of the dissolution. The quorum for this General Meeting shall be one half of the current voting membership of the Association.
88. The Association not being carried on for the purpose of profit or gain to its individual members or relatives of members, no distribution whether in money, property or otherwise, howsoever to a member or to relatives of a member shall be made.
89. If the resolution to dissolve the Association be duly passed, the Board shall forthwith liquidate the affairs of the Association and if there be any surplus

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assets on realisation, such surplus shall not be paid or distributed among the members of the Association but shall be given or transferred to some other institution or institution having objects similar to the objects of the Association, which shall prohibit the distribution whether in money, property or otherwise howsoever to members, and such institution or institutions shall be determined by the members of the Association at or before the time of dissolution.

90. If and so far as effect cannot be given to the aforesaid provisions in clause 89 herein, any such surplus shall then be given or transferred to some charitable institution registered as a deductible gift recipient for tax purposes.
91. Notwithstanding the provisions of clause 90 herein, upon dissolution, the Association may repay such part of any gift, bequest, donation or grant to the body which made the said gift, bequest, donation or grant as may be specified in the conditions upon which the said gift, bequest, donation or grant.

**Gift Fund Rules**

92. For the purposes of endorsement as a deductible gift recipient, the Association will maintain a Gift Fund called "PMBA Gift Fund":
- 92.1. which will be used only for the principal purpose of the Association;
- 92.2. all gifts and deductible contributions of money or property for that purpose are made to it;
- 92.3. any money received because of such gifts or deductible contributions is credited to it; and
- 92.4. it does not receive any other money or property.
93. If the Association is wound up or dissolved or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the PMBA Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to some other charitable institution registered as a deductible gift recipient for tax purposes.

