



CONSTITUTION

TRINIDAD AND TOBAGO MUSIC FESTIVAL ASSOCIATION

Revised 2022

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TRINIDAD AND TOBAGO MUSIC FESTIVAL ASSOCIATION CONSTITUTION AND BYE-LAWS

[Adopted by the General Assembly on the 29 day of September 2018; Revised by the General Assembly 1 October 2022]

PREAMBLE

In 1941, The Trinidad Music Association was established to provide and foster an appreciation for music and for the holding of Music Festivals in Trinidad.

In 1972, the Trinidad Music Association was formally incorporated by way of an Act of Parliament (*No. 15 of 1972*) and the name changed to “The Trinidad and Tobago Music Festival Association”.

From 1972, The Trinidad and Tobago Music Festival Association functioned without the benefit of a formal written Constitution and in the ensuing years Regional Associations and Committees (North, South and Tobago) continued to operate and function as representative bodies of The Trinidad and Tobago Music Festival Association.

It is both expedient and desirable that The Trinidad and Tobago Music Festival Association function as one overarching, umbrella organization and its structure and membership be widened so as to embrace all other representative Associations, so that together, all members can adhere to the principles and tenets of this Constitution and be guided by its accompanying Bye-laws.

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THE CONSTITUTION

ARTICLE 1 - NAME

The corporate name of the organisation is The Trinidad and Tobago Music Festival Association, hereinafter referred to as “the Association”.

ARTICLE 2 – REGISTERED OFFICE AND SEAL

1. The Registered Office of the Association shall be situated in the island of Trinidad.
2. The Official Seal of the Association shall not be affixed to any instrument or document without the approval of the National Executive and in the presence of the Chairman and Secretary.

ARTICLE 3 – PURPOSE AND OBJECTIVES

1. The purpose of the Association shall be to promote, encourage and cultivate an appreciation for music and to hold Music Festivals in the Republic of Trinidad and Tobago, hereinafter referred to as “the Republic”.
2. The primary objectives of the Association shall be to –
 - a. promote the involvement of persons of all ages in the learning and appreciation of the art of music;
 - b. conduct training programmes and assist in the teaching of music so as to effectively contribute to the creation of an enlightened musical public;
 - c. collaborate and work with other institutions and organisations involved in the advancement of music; and
 - d. host competitive music festivals so as to promote and encourage standards of excellence in the performance of music.

ARTICLE 4 - STRUCTURE

1. The organisational structure of the Association shall be –
 - a. The General Assembly;
 - b. The National Executive Committee; and
 - c. The Regional Associations.

2. The General Assembly shall consist of all classes of members of the Association described in Article 5 and shall be the highest authority. The General Assembly shall hold an Annual General Meeting and such Extraordinary meetings as may be necessary and shall be responsible for the election of Officers to the National Executive.
3. The National Executive Committee (“National Executive”) shall manage the day-to-day affairs of the Association and shall have the authority to enter into contracts and agreements on behalf of the Association, to invest the monies of the Association and to incur expenditure as may be necessary. The National Executive shall be responsible for making bye-laws, rules or regulations which govern the operations of the Association and which must be adopted by the General Assembly.
4. The Regional Associations shall comprise the ordinary members of the Association who shall be divided into Regional Associations including the North, South and Tobago Regional Associations and such other Regional Associations as the National Executive may from time to time approve. Each Regional Association shall elect a delegate to act as its representative at all meetings of the National Executive and this delegate shall be entitled to a vote at meetings of the National Executive.

ARTICLE 5 - MEMBERSHIP

1. There shall be three classes of members –

a. *Honorary members*

- i. This class of membership may be conferred by the National Executive upon any person or organisation who, in the opinion of the National Executive, has made an outstanding contribution to the development of music.
- ii. No honorary member shall be entitled to vote at meetings of the General Assembly or to hold office.
- iii. Honorary members shall not be required to pay annual subscription fees.

b. *Ordinary members*

- i. There shall be two classes of Ordinary members, namely-
 1. Individuals;
 2. Institutions.
- ii. Admission of ordinary members into one of the Regional Associations shall be governed by the bye-laws.
- iii. This class of membership is restricted to only those persons or institutions that hold membership in one of the Regional Associations.
- iv. Ordinary members are entitled to vote at all meetings of the General Assembly, to hold office and to enjoy such privileges as the National Executive may determine from time to time.

c. Corporate members

- i. This form of membership shall be extended to any corporate body or institution interested in advancing the purpose and objectives of the Association.
- ii. No Corporate member shall be entitled to vote at meetings of the General Assembly or to hold office.
- iii. Corporate members shall be entitled to use the name of the Association in promoting their corporate social responsibility programmes.
- iv. Corporate members shall be given such other benefits as the National Executive may determine from time to time.

ARTICLE 6 – FEES

1. The National Executive shall have the power to fix the annual subscription fees to be paid by Corporate members and shall be responsible for the collection of all such fees on behalf of the Association.
2. The annual subscription fee to be paid by ordinary members shall be such amounts as may be prescribed from time to time by the Regional Association in which membership is held, subject to the approval of the National Executive. Regional Associations shall be responsible for collecting annual subscription fees from its members.
3. A member whose subscription fee is in arrears at the date and time of the Annual General Meeting, shall be deemed non-financial and debarred from holding office or voting.
4. All fees become due and payable upon admission to membership and thereafter on the 1st day of June of each succeeding year.

ARTICLE 7 - OFFICERS

1. The Officers of the Association shall comprise the National Executive which shall consist of the –
 - a. Chairman;
 - b. Vice Chairman;
 - c. Secretary;
 - d. Treasurer;
 - e. Business Officer;
 - f. Marketing and Communications Officer;
 - g. Assistant Secretary/Treasurer;
 - h. One delegate from each of the Regional Associations.
2. With the exception of the Regional delegates, Officers shall be elected at the Association's Annual General Meeting and shall hold office for a period of two years.

3. Upon the expiration of two years, Upon the expiration of two years, all officers are eligible for re-election, but shall not serve for more than three (3) consecutive terms in the *same position*. It is further proposed that the following officers shall be *immediately* eligible to serve for a third consecutive term (2022-2024), if so approved by the voting members of the TTMFA.
 - a. Chairman
 - b. Secretary
 - c. Treasurer
 - d. Business Manager

Other offices must change office-holders for the upcoming term if they have served two prior consecutive terms.

- e. Vice-Chairman
- f. Marketing/Communications Officer
- g. Assistant Secretary/Treasurer

ARTICLE 8 – DUTIES OF OFFICERS

1. **The Chairman** shall –
 - a. function as the Chief Executive Officer of the Association and preside over all meetings of the General Assembly and the National Executive;
 - b. co-sign the minutes of all meetings of the National Executive and the General Assembly after such minutes have been duly confirmed;
 - c. have an original and casting vote at all meetings over which he presides;
 - d. liaise and negotiate with Government and corporate citizens for the benefit of the Association;
 - e. be an ex officio member of all Standing and Special Committees; and
 - f. have the authority to exercise general supervision over the affairs of the Association and to execute all official documents on behalf of the Association.
2. **The Vice Chairman** shall –
 - a. assist the Chairman in the exercise of his duties;
 - b. act as Chairman in the absence of the Chairman;
 - c. Chair the Strategic Planning Committee and supervise the development and implementation of the strategic plan;
 - d. Support the Business Officer in the planning and execution of Music Festivals; and
 - e. Carry out other related duties or such other duties as may be delegated by the Chairman.
3. **The Secretary** shall –
 - a. be responsible for coordinating all meetings of both the General Assembly and those of the National Executive by
 - i. the issuance of notices;
 - ii. the settling of agendas;
 - iii. the recording and co-signing of minutes; and
 - iv. the distribution of relevant documents to the National Executive and the general membership.

- b. keep an updated register of all members of the Association and a record of attendance at meetings;
- c. implement all decisions of the National Executive;
- d. be responsible for all administrative matters;
- e. Carry out other related duties or such other duties as may be delegated by the Chairman.

4. The Treasurer shall –

- a. keep and secure all monies, bonds or other monetary instruments which belong to the Association;
- b. keep accurate accounts of all monies received, deposited or disbursed;
- c. be responsible for securing all financial records, including bank statements, deposit slips and receipts;
- d. submit bi-monthly financial reports to the National Executive;
- e. issue receipts where necessary for monies received on behalf of the Association;
- f. prepare an annual budget by 1st May of each year, for the consideration of the National Executive;
- g. present the audited financial statements at the Annual General Meeting;
- h. chair the Finance and Scholarships Committee; and
- i. carry out other related duties or such other duties as may be delegated by the Chairman.

5. The Business Officer shall-

- a. be an ex officio member of the Strategic Planning Committee and ensure the implementation of the Association's Business Plan;
- b. coordinate the business of the Association in collaboration with the Regional Associations;
- c. build and manage relationships with corporate citizens and the local, regional and international media;
- d. seek sponsorship for Association events, if and when directed by the National Executive;
- e. carry out other related duties or such other duties as may be delegated by the Chairman.

6. The Marketing and Communications Officer shall –

- a. plan publicity strategies and campaigns to ensure that the objectives and work of the Association are effectively communicated to the public;
- b. prepare media releases including social media content and other promotional material;
- c. develop and manage the website of the Association;
- d. develop and manage various social media accounts in the name of the Association, as approved by the National Executive;
- e. work with Corporate members to develop and approve endorsements and any publicly distributed material that bears the name of the Association;
- f. liaise with the Business Manager to manage the public image of the Association and to seek sponsorship for Association events;
- g. carry out other related duties or such other duties as may be delegated by the Chairman.

7. The Assistant Secretary/Treasurer shall-

- a. Perform the duties and exercise the functions of the Secretary and/or Treasurer in the absence of either of the post holders or in the event that either post holder is unable to perform their functions;
- b. Be eligible to perform the duties of either post holder for a period not exceeding eight (8) consecutive weeks;
- c. Assist the Secretary and Treasurer in the execution of their duties where necessary;
- d. Carry out other related duties or such other duties as may be delegated by the Chairman.

8. The Regional Delegates shall-

- a. act as liaison officers between the National Executive and the various Regional Associations;
- b. hold appointments on the various Standing Committees and Special Committees from time to time as appointed by the National Executive.

ARTICLE 9 – RESIGNATION OR TERMINATION OF ELECTED OFFICERS

1. Any Elected Officer may vacate office by the giving of two (2) months' notice in writing of his intention to do so.
2. An Elected Officer may be terminated –
 - a. for failure to attend three consecutive meetings;
 - b. for conducting himself in a manner which is unbecoming of an Officer and which may bring the Association into disrepute;
 - c. where disciplinary proceedings have been instituted against him and the Disciplinary Committee recommends termination; or
 - d. where he is unable to carry out his duties.
3. Upon any vacancy arising, the National Executive shall appoint a member in good standing to fill the vacant post and carry out the duties of the office for the unexpired term of office, until elections for the post are held.

ARTICLE 10 – MEETINGS

ANNUAL GENERAL MEETINGS

1. It shall be the duty of the Secretary to arrange for the holding of the Annual General Meeting and to ensure that the requisite notice and agenda are dispatched to all members of the Association at least three (3) weeks in advance of the meeting date.

2. The Annual General Meeting shall be held at any time during the month of September for the purpose of electing Officers to the National Executive, presenting Reports and conducting the general business of the Association.
3. The Chairman or Vice Chairman shall present a Report on the activities of the Association.
4. The Treasurer shall present the Audited Financial Statements in respect of the previous financial year.
5. Each Regional Association and Standing Committee shall present a Report on its achievements during the past financial year and its planned activities for the upcoming year.
6. Special Committees appointed at the last Annual General Meeting shall also report on the fulfilment of their mandate.

EXTRAORDINARY GENERAL MEETINGS

1. Extraordinary General Meetings may be called at any time by the National Executive or within twenty-eight (28) days of a request from one or more of the Regional Associations.
2. It shall be the duty of the Secretary to arrange for the holding of an Extraordinary General Meeting and to ensure that the requisite notice and agenda are dispatched to all members of the Association at least three (3) weeks in advance of the meeting date.

NATIONAL EXECUTIVE MEETINGS

1. Meetings of the National Executive shall be held every alternate month so that no less than six (6) meetings are held annually.
2. Notwithstanding ARTICLE 10-1 above, the National Executive shall hold meetings as deemed necessary to ensure that the business of the Association is carried out.
3. Where two or more members of the National Executive make a request for a meeting to discuss matter of urgency, such meeting shall be held within two (2) weeks.
4. The Secretary shall arrange for the holding of National Executive Meetings and ensure that the requisite notice and agenda are dispatched to all members of the National Executive at least one (1) week in advance of the meeting date.

ARTICLE 11 – MISCELLANEOUS MATTERS

ASSENT AND VALIDATION

1. This Constitution comes into effect on such date as it is adopted by the General Assembly.

SAVINGS

1. All acts or things done or carried out by the Association prior to the coming into effect of this Constitution shall be deemed to have been lawfully and validly done.

AMENDMENTS

1. Any amendment or addition to this Constitution must be approved by two thirds of those members voting at a meeting of the General Assembly.
2. Where an amendment is adopted by the General Assembly, it shall be the duty of the National Executive to so inform the general membership of the change within forty-five days (45) of its adoption and when such alteration or amendment shall become effective.

INTERPRETATION

1. A literal interpretation shall be applied to words and phrases used in this Constitution and Bye Laws.
2. In the event of any ambiguity, this Constitution and the accompanying bye laws shall be construed in accordance with the Laws of the Republic of Trinidad and Tobago.

ARTICLE 12 – TRANSITIONAL

1. The existing executive shall take all necessary steps to disseminate the proposed Constitution and shall within a reasonable time thereafter, fix an appointed day for the first meeting of the General Assembly at which meeting, a vote is to be taken in relation to the proposed Constitution.
2. One the proposed Constitution is adopted, the first election for Officers of the National Executive of the Association shall be held.

[Adopted by the General Assembly on the 29 day of September 2018; Revised by the General Assembly 1 October 2022]

