

## **Constitution of The Aerial Archaeology Research Group**

Approved at the Annual General Meeting of 26 September 1990. Revisions approved at the Annual General Meeting of 13 September 2024 and 11 September 2025.

### **1. Name**

- 1.1 The name of the Association shall be 'The Aerial Archaeology Research Group'.

### **2. Object**

- 2.1 The object of the Group shall be to advance the education of the public in archaeology (including the man-made landscape and the built-environment) through the promotion of high standards of research, application, professional practice and communication in the fields of aerial archaeology including air-photography and other methods of remote sensing. The Group's principal area of operation shall be the United Kingdom, the Republic of Ireland, and Europe, but its remit is worldwide and neither activities nor membership need be limited to these areas alone.

- 2.2 In furtherance of this object, the Group may:

- A. arrange within each year, on its own or with others, at least one major meeting on the subject of aerial archaeology and related studies, open both to members and to non-members;
- B. arrange, on its own or with others, such additional meetings, exhibitions, courses, training schemes or other functions as it may deem appropriate;
- C. encourage interchange between its members, and between its members and other individuals or sections of society, on the subject of aerial archaeology and related studies;
- D. publish or assist in the publication of periodicals, pamphlets, leaflets, newsletters and similar material relating to aerial archaeology;

- E. encourage the dissemination of information about aerial archaeology in newspapers, journals and other publications, and through radio, television and other media;
- F. provide, where appropriate, advice and recommendations on matters involving aerial archaeology and related applications of remote sensing;
- G. establish and maintain liaison with appropriate individuals and institutions at local, national and international level;
- H. raise funds and invite or receive contributions from any person, persons or institution by way of subscription, donation, loan or otherwise, provided that the Group shall not undertake any permanent trading activity in the raising of funds for the said object;
- I. do all such other things as shall further the object of the Group;
- J. support members and reinvest Group's money in projects that further the Group's aims via the AARG Fund.

### **3. Legal framework**

- 3.1 The Aerial Archaeology Research Group is a registered charity in Scotland since 26 September 1990 (SC023162) through the Office of the Scottish Charity Regulator (OSCR). The Office of the Scottish Charity Regulator (OSCR) is established under the **Charities and Trustee Investment (Scotland) Act 2005** (the 2005 Act).

### **4. Trustees**

- 4.1 The Group has a Board of Trustees consisting of at least three Trustees who serve a term described in point 4.3. Trustees are defined in Charities and Trustees Investment (Scotland) Act 2005 as people having general control and management of the administration of a charity and are responsible for making sure that the charity works to achieve its charity's purposes (the reasons the charity exists).
- 4.2 The Board of Trustees delegates the general management and administration of The Aerial Archaeology Research Group to the General Committee whilst retaining the oversight of the day-to-day activities of the General Committee. A

designated Trustee is responsible for submitting the audited annual accounts of the Group to the Office of the Scottish Charity Regulator (OSCR).

- 4.3 Trustees shall be elected at the Annual General Meeting of the Charity for a period of three years, and may be re-elected by unanimous vote of the membership for further three-year terms on the recommendation of the full General Committee and the other Trustees. The General Committee and the Board of Trustees may co-opt a Trustee if the need arises (e.g. a vacancy during the year) at a Special Meeting as defined in point 8.3. Should a Trustee be elected during the Special Meeting, their first term on the Board of Trustees will expire at the third Annual General Meeting from the appointment.
- 4.4 Nominations for Trustees shall be sent to the Honorary Secretary, with the permission of the Nominee and the support of a Proposer and Secunder (who shall be individual or institutional members of the Group), not less than 30 days before the Annual General Meeting. Forms bearing the names of the candidates and the names and signatures of single proposers and seconds (who shall be individual or institutional members of the Group) shall be returned to the Honorary Secretary not less than 30 days before the Annual General Meeting, along with the written agreement of the candidate to stand for office.
- 4.5 All Charity Trustees have legal duties and responsibilities under the 2005 Charities Act. A duty is something that you must do, and all duties must be met. These duties are separated out into general duties that set out a broad framework that all charity trustees must work within, and specific duties detailed in the 2005 Act. The general and specific duties apply equally to all Charity Trustees and to all charities registered in Scotland. All of the Charity's Trustees should work together to make sure that these duties are met.
- 4.6 Trustees should put the interests of the Group before their own interests, or those of any other person or organisation. They must actively work towards the achievement of the Charity's purposes.
- 4.7 Trustees and the General Committee must meet at least three times a year to discuss current and future activities of the General Committee. This meeting may be arranged remotely. The meeting should be minuted, and the minutes shared with the Trustees and General Committee as soon as practicable.

## **5. Officers and General Committee**

- 5.1 Subject to resolution by the membership in the Annual General Meeting (AGM), the affairs of the Group shall be conducted by Officers forming the General Committee consisting of Chair, Vice-chair, Honorary Secretary, and Treasurer along with such additional or co-opted members or officers (whether voting or non-voting), e.g. Lead Editor and Webmaster, as may be determined from time to time by the General Committee or the membership in the Annual General Meeting.
- 5.2 The Chair shall preside at all meetings of the Group or General Committee at which they are present. In the absence of the Chair this responsibility shall fall to the Vice-Chair or, in their absence, to such other member as those present shall decide for that meeting and that meeting alone. The Chair shall, in consultation with the Honorary Secretary, Treasurer and other Officers, draw up the annual report of the General Committee for presentation to the Annual General Meeting.
- 5.3 The Vice-Chair shall for the purposes of continuity normally be the immediate past-Chair. In the event of the immediate past-Chair being unwilling or unable to serve, or being unacceptable to the membership by vote at the Annual General Meeting, the Vice-Chair shall be another individual member of the Group elected at the Annual General Meeting or, in the absence of such election, appointed by the General Committee in the manner described in 6.4 below.
- 5.4 The Honorary Secretary shall make arrangements for the Annual General Meetings of the Group and for meetings of the General Committee and any sub-committees, for the circulation of information to members, and for the Group's communications with outside individuals and institutions. The Honorary Secretary shall take minutes of the proceedings of all meetings at which they are present. Minutes from the AGM will be circulated to the General Committee for approval, followed by circulation to Trustees and the wider membership with final amendments or approval at the following AGM. Minutes from the General Committee meetings will be circulated to Committee members, and shall be available for inspection by Trustees and any member on written application to the Honorary Secretary or the Chair. In the absence of the Honorary Secretary minutes shall be taken by a substitute appointed from the Committee members present by the chair of the meeting, and shall be communicated promptly to the

Honorary Secretary. The Honorary Secretary shall maintain an up-to-date register of the members of the Group and of their classes of membership. Digital copies of the latest membership list and of past minutes shall be passed to the succeeding Honorary Secretary.

- 5.5 The General Committee, through the Treasurer, shall receive on account and for the use of the Group all sums of money due to, donated to or on loan to the Group. The Treasurer shall keep a regular account of all receipts and payments and of the funds, assets and liabilities of the Group and shall prepare annual accounts as specified in 10.3 below.
- 5.6 The General Committee, through the Group's Lead Editor, shall have charge of the preparation, production and distribution of the Group's official publications, including its annual or occasional journal, if any. The Lead Editor concerned may be assisted by one or more assistants and/or by an Editorial Board selected by the Lead Editor from the membership of the Group.
- 5.7 Up to two Meeting Secretaries can be co-opted by the General Committee to be responsible for the arrangement of facilities, information and bookings for conferences and for other meetings of the Group not dealt with by the Honorary Secretary. While the Meeting Secretary will report to the General Committee on the progress on the preparation of the event, they do not constitute a member of the General Committee.
- 5.8 The General Committee, through an appropriate officer, a Webmaster, shall have charge of designing, updating and adding appropriate information to the Group's official webpage and an oversight of online communications.
- 5.9 The General Committee shall meet (in-person, online or hybrid) at least every two months; a quorum shall consist of three members, including either the Chair or Honorary Secretary. Decisions in General Committee shall be by simple majority of those present and voting, the chair of the meeting holding a second and deciding vote.
- 5.10 The General Committee may appoint individual members, sub-committees or working parties to take charge of particular events or to deal with specific aspects of the Group's affairs. Such individuals, subcommittees or working parties shall be responsible to the General Committee or to an individual officer acting on its

behalf, and appointments shall be deemed to lapse once the activity or aspect of the Group's affairs has been dealt with to the satisfaction of the General Committee.

## **6. Election and replacement of officers**

- 6.1 The Officers of the General Committee shall be elected by ballot at an Annual General Meeting. Nominations shall be sent to the Honorary Secretary, with the permission of the Nominee and the support of a Proposer and Secunder (who shall be individual or institutional members of the Group), not less than 30 days before the meeting. Forms bearing the names of the candidates, proposers and seconders shall be returned to the Honorary Secretary not less than 30 days before the meeting, along with the written agreement of the candidate to stand for office.
- 6.2 The term of office for Officers shall usually be three years, though it may be shorter. The Chair, Vice-Chair, and Honorary Secretary may be re-elected following a three-year term, with the agreement of the full General Committee, up to a maximum of two terms (a total of six years). After a period in office, the Chair, Vice-Chair, and Honorary Secretary shall not be eligible for re-election to the same post until the next General Meeting following that at which they retire from office. Treasurer may be re-elected for indefinite number of terms, with the agreement of the full General Committee. The term of the Meeting Secretary will expire at the first General Committee meeting after the event. Posts co-opted by the General Committee shall hold office at the discretion of the elected officers of the General Committee or the membership in the Annual General Meeting.
- 6.3 In recognition of the service given to the Group, the members of the General Committee do not have to pay the annual membership and conference registration fees for the duration of their term. The Meeting Secretary does not have to pay the conference registration fee and fieldtrip registration fee for the events they are contributing to organise. In recognition of the long service or delivery of major milestones in the development of the Group and at the discretion of the General Committee, the Group can offer small thank you gifts to its members including, but not restricted to, outgoing Trustees and General Committee members.

- 6.4 Should any office become vacant by death, resignation or other reason the General Committee shall have power to fill the office by ad hoc appointment from the Ordinary Membership of the Group until the next Annual General Meeting.
- 6.5 While the term of the Treasurer starts with their election, before stepping down from the post, the outgoing Treasurer will make up the accounts until the end of the financial year defined in point 10.1, and thus it is expected that they will facilitate a handover period to their successor.

## **7. Membership**

- 7.1 Membership of the Group shall be open to individuals or institutions interested in furthering the object of the Group, participating in its activities or receiving the benefit of its services. Applications for membership shall be made to the Honorary Secretary on a form provided by the Group. No person or institution shall be deemed a member until such application has been approved by the General Committee, which shall have absolute discretion to refuse membership to any person or institution without giving reason therefore; membership shall not be refused, however, without just cause.
- 7.2 Membership shall be in three classes, as follows:
- A. Ordinary Membership, open to individuals; Ordinary Members shall be entitled to receive single copies of all communications relating to the meetings and activities of the Group, along with single copies of any general-issue publications (including the Group's journal, if any) and the right to exercise a single vote at General Meetings;
  - B. Institutional Membership, open to groups or institutions; Institutional Members shall be entitled to receive a copy of all communications relating to the meetings and activities of the Group, along with single copies of any general-issue publications (including the Group's journal, if any) for library use and the right to exercise through a nominated representative a single vote at General Meetings;
  - C. Honorary Membership, which may be conferred by vote of the membership in General Meeting on individuals or institutions in recognition of distinguished service in the fields of aerial archaeology or related applications

of remote sensing, as a means of fostering wider communication or interchange (especially at international level), or for such other reason as the membership may from time to time deem appropriate; Honorary Members, whether individuals or institutions, shall enjoy the same rights as Ordinary or Institutional Members respectively.

## **8. General Meetings**

- 8.1 The Annual General Meeting shall normally be held within the months of September to November each year, and in any case at intervals of not less than 9 months nor greater than 15 months. The Meeting may be held in association with other activities promoted by or supported by the Group, so long as this is considered appropriate by the General Committee. The business of the meeting shall be to approve the minutes of the previous Annual Meeting, to receive the annual report of the General Committee, to examine the audited accounts for the previous 12 months, to elect Officers for the following year, to set subscription levels, to appoint one or more auditors and to consider any Special Resolution or Resolutions duly proposed and notified to the membership as specified in 8.3 below. AGM can be held in person, online, or as a hybrid meeting. Not less than 30 days written notice shall be given to all members of the place, agenda, and, in case of online or hybrid, the link for the meeting. A quorum shall consist of one quarter of the current membership, including at least two officers. In the event of a quorum not being present the membership shall be informed and given at least 14 days written notice of the time, place, agenda, and, in case of online or hybrid, the link for a re-convened meeting, at which two officers and the members present shall constitute a quorum.
- 8.2 Ordinary General Meetings may be held at the discretion of the General Committee, members being given at least 30 days written notice of the time, place and agenda for the meeting. A quorum shall consist of one quarter of the current membership, including at least two officers. The Ordinary General Meeting can be held in person, online, or as a hybrid meeting.
- 8.3 Special Meetings may be requisitioned at any time by the Trustees, Chair, the General Committee, the membership in General Meeting, or by any five individual members or representatives on written application to the Honorary Secretary. The Special Meeting can be held in person, online, or as a hybrid meeting. The



meeting shall be convened within 60 days of such requisition, all members being given at least 30 days written notice of the time, place, agenda, and, in case of online or hybrid, the link for the meeting. No business shall be considered at such a meeting other than that for which it was convened; one sixth of the current membership, including at least two officers, shall constitute a quorum.

8.4 With the exception of changes to the constitution or dissolution of the Group, as provided in 8.5 and 12.1 below, decisions and elections at General Meetings shall be by simple majority, the chairman of the meeting holding a second and deciding vote. Institutions may be represented by persons who are not individual members of the Group, but no person shall exercise a vote both as an individual member and as an institutional representative on the same resolution. Ballot papers for members unable to attend a General Meeting to vote on elections of Officer Bearers or other matters, will be available on application to the Honorary Secretary from 30 days before the date of the meeting, to be returned to the Honorary Secretary no later than 7 days before the General Meeting.

8.5 Amendments or additions to the constitution may only be made by Special Resolution at an Annual General Meeting as specified in 8.1 above, or at a Special Meeting convened as specified in 8.3 above; such amendments or additions shall require a majority of two thirds of the members or representatives present and voting. No motion passed at such a meeting shall be valid if it would have the effect of causing the Group to cease to qualify for charitable status at law.

## **9. Income and property**

9.1 The income and property of the Group shall be applied solely to its stated object and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or otherwise by way of profit to any member of the Group. Trustees, officers and members engaged on official duties on behalf of the Group may, however, be paid reasonable out-of-pocket expenses, provided that such payments are reported to the next Annual General Meeting as part of the audited accounts of the Group.

- 9.2 The Group may acquire assets or equipment relevant to its stated object and administrative needs; acquisitions and disposals, including the initial cost and the written-down value, shall be reported to the next annual General Meeting as part of the audited accounts of the Group.

## **10. Preparation, auditing and presentation of accounts**

- 10.1 The financial year of the Group shall begin on the first day of January each year. True accounts shall be kept by the Treasurer of all sums of money received or expended by or on behalf of the Group, with details of their purpose, and of the property, credits and liabilities of the Group. The accounts shall be open to inspection by any member on written application to the Honorary Secretary or Trustees.
- 10.2 At the end of each financial year, and at any other time decided by the General Committee, the accounts of the Group shall be examined and the correctness of the balance sheet ascertained by one or more auditors appointed by the Trustees. The auditor or auditors shall have access at all reasonable times to the accounts of the Group. The remuneration, if any, of the auditor or auditors shall be decided by the General Committee.
- 10.3 At the end of each financial year the Treasurer shall prepare a statement of income and expenditure for the year and a balance sheet including the current assets and liabilities of the Group for presentation along with a statement from the auditor or auditors to the Annual General Meeting.

## **11. Annual subscriptions**

- 11.1 Every member shall pay on acceptance into membership and on the first day of January in each subsequent year such sum of money as may be determined from time to time by the membership in General Meeting for each class of membership of the Group.
- 11.2 Members whose subscriptions are in arrears two months after the due date shall be sent a reminder and will be removed from the circulation list for official communications and services until payment has been received.

## **12. Dissolution of the Group**

- 12.1 The Group shall not be dissolved except at a Special Meeting convened for this purpose. Any motion of dissolution must be passed by a two-thirds majority of the members or representatives present of voting.
- 12.2 In the event of dissolution the funds and property of the Group remaining after the payment of all debts and liabilities shall not be distributed directly or indirectly amongst the members of the Group but shall be transferred to such institution or institutions having similar objects to that of the Group as the Special Meeting shall approve by simple majority, provided that such institution or institutions themselves prohibit the distribution of income and property to an extent at least as great as that in 9.1 of this constitution.