

Company no. 2260991
Charity no. 800238

**ASSOCIATION OF DENTAL IMPLANTOLOGY
("the Company")**

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at 13:30 on Friday 14 November 2014 at 155 Bishopsgate, Liverpool Street, London EC2M 3YD.

The full set of papers for the AGM can be accessed via the Members' Area of the ADI website at
<http://www.adi.org.uk/members/only/agm2014/index.htm>

If you would like a printed set of papers to be posted to you, please contact ADI Executive Director Tim Hogan (tim.hogan@adi.org.uk).

If you are unable to attend and would like to send your apologies please do so by emailing the Executive Director Tim Hogan (tim.hogan@adi.org.uk).

The following business will be transacted:

ORDINARY BUSINESS

1. APOLOGIES
2. MINUTES
Minutes of the last AGM held on 9 November 2013 (included below)
3. MATTERS ARISING FROM THE MINUTES
4. ANNOUNCEMENT OF ELECTION RESULTS FOR ADI COMMITTEE
5. REPORT FROM THE PRESIDENT
6. REPORT FROM THE TREASURER
To adopt the Accounts for the year ended 31 July 2014
To adopt membership fees for 2015
To elect the Accountant for the ensuing year

SPECIAL BUSINESS

7. To adopt, in place of the existing memorandum and articles of association of the Company, the new articles of association.
8. [THIS RESOLUTION WILL BE PROPOSED ONLY IF THE RESOLUTION IN AGENDA ITEM 7 IS PASSED] To seek the consent of the Charity Commission to the changes outlined below to the articles of association approved under the resolution in Agenda item 7 and subject to that consent being granted to bring into effect the said changes, namely:
 - 8.1 To replace the current article 4.23 with the following new article 4.23:

"to insure the Trustees against the costs of a successful defence to a criminal prosecution brought against them as Charity Trustees or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;"
 - 8.2 To replace the current article 8 in its entirety with the following new clause 8:
 - 8. Benefits to Members and Trustees**
 - 8.1 The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members of the Charity but:
 - 8.1.1 Members who are not Trustees may be employed by the Charity;
 - 8.1.2 Members (and Trustees) may be paid interest at a reasonable rate on money lent to the Charity;
 - 8.1.3 Members (and Trustees) may be paid a reasonable rent or hiring fee for property let or hired to the Charity;
 - 8.1.4 Members (and Trustees) who are beneficiaries may receive charitable benefits in that capacity.
 - 8.2 A Trustee must not receive any payment of money or other Material Benefit (whether directly or indirectly) from the Charity except:
 - 8.2.1 as mentioned in Articles 4.23, 8.1.2, 8.1.3, 8.1.4, 8.3 or 18;
 - 8.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;
 - 8.2.3 payment to any company in which a Trustee has no more than a 1% shareholding;
 - 8.2.4 payment to a company of which a Trustee is an employee;
 - 8.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Commission in advance).

- 8.3 Any Trustee (or any Person Connected to a Trustee whose remuneration might result in a Trustee obtaining a Material Benefit) may enter into a contract with the Charity to supply goods or services in return for a payment or other Material Benefit but only if:
- 8.3.1 the goods or services are actually required by the Charity;
 - 8.3.2 any conflict of interests is authorised by the Trustees in accordance with Article 6.9;
 - 8.3.3 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 6.10;
 - 8.3.4 in any financial year, no more than one half of the Trustees are subject to such a contract (or have a person connected to them who is subject to such a contract).

By order of the Committee of Trustees

2013 AGM Minutes, President's Report, Treasurer's Report

Minutes of the Proceedings of the Annual General Meeting of the Association of Dental Implantology held at 13:15 on Saturday 9 November 2013 at the Royal College of Physicians, 11 St Andrews Place, Regent's Park, London NW1 4LE.

PRESENT

Cemal Ucer: President
Robert Dyas: Treasurer/Secretary
Tim Hogan: Executive Director

Omran Abbas, M Tareq Ahmado, Michael Ainsworth, Tamer Alaredy, Jose Alvarez, Saleh Anvaria-Aria, Mark Atkinson, Shalainder Aurora, Saquib Aziz, Mahendra Bagur, Anthony Bendkowski, Vijay Bhargava, Pavan Bopanna, Cariappa Bopiah, Andrew Brown, Jane Butterworth, Ikok Chin Chan, Evdokia Chasioti, Stuart Clark, Margaret Corson, Angela Cowell, Benedict Davies, Jatin Desai, Onkar Dhanoya, Mark Diamond, Robert Dyas, Francois Du Toit, Antony Esprey, Nick Fahey, Peter Fairbairn, Stuart Farmer, Koray Feran, Brendan Flannagan, Philip Friel, Maciej Fuz, Linda Garwood, Steve Gentle, Robert Gilmer, Michael Godin, Gulcan Gok, Greg Gossayn, Mark Gregory, Marc Gresley, Ben Griffith, Shiraz Gulamali, Raj Gupta, Sia Hakimmaani, Nizar Hammodeh, Wleed Haq, Mark Haran, John Hare, Neil Harris, James Harrison, David Heath, Susan Heselton, Gary Hills, Satwinder Singh Hira, Wayne Hirshowitz, Karen Hull, Altaf Hussain, Srinivas Jakileti, Cathy Jenkins, Mohammed Jubbawy, Stephen Jones, Bashir Kassam, Ian Kelly, Stephen Kelso,

Nadir Khan, Younes Khosroshahy, Paul Kletz, Howard Koch, Asad Lalloo, Minas Leventis, Fiona MacKillop, Rachel Manning, George Margaritis, Simon Martin, Anthony McGee, Alan Moffatt, Adrian Moore, Anthony Morton, Steve Moulder, Gulshan Murgai, David Nelson, Adam Noble, Nasir Noorani, Waseem Noordin, Eimear O'Connell, Shirin Parsno, Colin Partington, Sunil Passan, Roy D Patel, Mukund Patel, Hakan Paulsson, Ashreef Peer, Surjeet Photay, Allan Pirie, Andrius Pocius, Seshagiri Porumamilla, Rajeev Prashar, Juliette Reeves, Maria Retzepi, Leonid Rom, Rouba Sbrano, Bill Schaeffer, Edwin Scher, Sachin Sedani, Joon Seong, Ashok Sethi, Nilesh Shah, Andrew Shelly, Gurcharanpreet Singh, Dirk Slabbert, Werner Slabbert, Jayesh Soneji, Safa Somi, David Speechley, Howard Stean, Michael Stoker, John Stowell, Martin Sulo, Jacob Taekke, Steven Thomas, Barry Tibbott, Nicholas Tomes, Nick Tyler, Cemal Ucer, Alan Urie, Devin Vaghela, Martin van Rensburg, Shernaz Wadia, Bobby Watson, Alan Wilson, Briony Wood, Simon Wright, Hemant Yadav, Orcan Yuksel

APOLOGIES

Apologies had been received from Arshad Ali, Christopher Brown, Nick Claydon, Catherine Drysdale, Eoin Holohan, Jay Hutchison, Kathy Jones, Mustapha Laljee, John Richardson, Carl Samuel, John Skuse and Akin Tikare.

MINUTES

The Minutes of the Meeting held on 19 November 2012 were approved.
Proposer = Simon Wright; Secunder = Juliette Reeves

MATTERS ARISING FROM THE MINUTES

There were no matters arising.

REPORT FROM THE PRESIDENT

Cemal Ucer reported as follows:

It gives me great pleasure to present my second report as President of the ADI. Our association has become the representative body of implantologists in the UK with over 2,000 members. The main objective of the ADI has always been the same: education, training and research to improve the knowledge base and clinical standards in implant dentistry both for the benefit of the profession as well as the public.

2013 is the 25th anniversary of the ADI. At the outset of my presidency I was very keen to look at the strategic position of the ADI to see what could be changed to steer the association towards the future. The objectives ranged from the ADI's market position and how that can be measured in terms of membership size, in terms of the ADI being a stakeholder in education, regulation and organisation of the implant community in the UK, and in terms of the ADI's role in training on clinical standards.

My vision has been to reinforce the ADI's national standing and to increase its international recognition.

Membership Numbers

As of 31 July 2013, the ADI had 1,929 members comprising:

1,561 Clinicians
89 Technicians
26 Hygienists/Therapists
110 Nurses
5 Practice Managers
41 Companies
97 Students

2013 Team Congress

On 1–3 May 2013, ADI held a very successful Team Congress at the Manchester Central Convention Complex entitled “How long do implants last”, which focused on the complications, risk management and prognosis of implant treatment.

The programme was devised by Scientific Chairman Eddie Scher and myself and sought to answer the question of what are the real challenges and problems facing us today that affect the success and longevity of implant treatment. The world-renowned speakers looked at the biological, technical and mechanical problems that commonly affect the outcome of implant treatment and gave evidence-based, but patient-centred practical tips and advice on how to prevent complications occurring.

The event was extremely well attended, with 686 delegates and 73 exhibitors.

Expert Panel Consensus Meeting

On 19 November 2012, ADI held an Expert Panel Consensus Meeting on Monitoring, Diagnosis and Treatment of Peri-Implant Disease at Savoy Place, London, attended by 292 delegates. The results of the meeting were summarised as best practice guidelines in two papers published in the members’ area of the website in February 2013: (i) ADI guidelines on monitoring and maintenance of peri-implant diseases and (ii) ADI guidelines on treatment of peri-implant diseases.

Trade Shows

Following the ADI’s successful attendance at dental trade shows in 2011 and 2012, including the Dentistry Show, the Young Dentist Conference and Dentistry Live, the association again participated in the Dentistry Show on 1–2 March 2013 at the NEC in Birmingham, and had a large branded implant theatre seating 100 delegates, an ADI stand and free workshops on (i) socket preservation and tooth extraction and (ii) maintenance of dental implants.

Dental Schools and Deaneries

It is important that dentists are made aware of the ADI early in their careers. With this in mind, the ADI made a conscious decision to target dental schools and postgraduate deaneries around the UK with lectures focusing on implant dentistry and advocating the good work of the ADI. The association provides free membership to undergraduate or postgraduate students enrolled in a fulltime training programme in the UK. Those in their DF1 and DF2 years are

also offered free student membership. This fee structure is outlined to encourage membership uptake whilst providing a sustainable future membership base for the association.

Ark

One of the ADI's aims is to provide an educational platform for GDPs interested in dental implants, enabling them to benefit the public with their expertise. The ADI therefore launched Ark in October 2010 as a web-based educational resource to provide foundation-level knowledge of implant dentistry. It is an accessible, generic and comprehensive online programme.

The ADI held detailed discussions with the University of Salford about incorporating the Ark programme into a postgraduate diploma, but in March 2013 it was concluded that unfortunately it would not be possible for this to be progressed. The trustees are aware of the educational value and importance of this major investment and are currently reviewing options for how Ark might best be utilised.

Study Clubs

Study Clubs continue their pivotal role in the ADI's educational programme. They deliver an interactive and personal tier of implant education. The ADI continues to try out new Study Club formats, such as dinner meetings, treatment-planning evenings and roaming Study Club locations. During the year, 50 meetings were held in 13 locations with a total of 938 delegates attending.

Nurses' Courses

The ADI introduced the Original Nurses' Course in 2011. Since then, the ADI has trained over 400 nurses on this tremendously popular course. This year's courses were run on 13 October 2012 (51 delegates) and 9 March 2013 (57 delegates).

In 2012 the ADI launched the Advanced Dental Implant Procedures for Dental Nurses course, which aims to examine the dental nurses' role in assisting with advanced surgical procedures in implant dentistry. This year's courses were run on 22 September 2012 (51 delegates) and 10 November 2012 (31 delegates).

ADI Guidelines

Trustees have worked hard to produce 'A Dentist's Guide to Implantology' which was published on the ADI website in March 2013. The aim of the publication is to provide an overview of the foundations of dental implantology for clinicians who are new to the field. Dentists will find this to be an important source of valuable information on all aspects of implant dentistry from treatment planning to socket augmentation or maintenance in the long term.

A UK survey carried out by the ADI revealed that, whilst there was a good awareness of inferior alveolar nerve injury (IANI) occurring during implant surgery amongst implant dentists, there were considerable shortcomings in the treatment planning of cases in the posterior mandible with reference to case assessment, diagnostic imaging and the consent process. The survey also suggested that there was a considerable room for improvement in

clinical practice and surgical protocols to reduce the risk of nerve damage occurring in the posterior mandible.

ADI commissioned Professor Tara Renton to produce guidance papers on IANI and these were published in the members' area of the ADI website in September 2013: (a) On Risk Management and Prevention of Inferior Alveolar Nerve Injury (IANI) Associated with Dental Implant Surgery; (b) On the Diagnosis and Treatment of Inferior Alveolar Nerve Injury (IANI).

Members' Survey

In May/June 2013, ADI undertook a survey of its members to determine their views on a proposal to introduce tiered membership based on continuing professional development activity. In July 2013, the Committee concluded that whilst a majority of the 262 respondents were in favour of introducing tiered membership, a significant minority were not and that therefore it would not be appropriate to take the proposal forward at the current time. Committee will continue a two-way dialogue on this topic with the membership and reassess at a later stage.

Members' Interactive Forum

I encourage all ADI members to make use of the Members' Interactive Forum. This is a key benefit of ADI membership and is a great way to interact with fellow members. You can post clinical questions, upload x-ray images, or contribute to one of the existing threads. There is also a dedicated forum for our nurse members.

Committee

I would like to thank the ADI Committee for their dedication and contribution to the ADI. Our agenda is a very busy one, and the Committee works extremely hard to formulate the policies and direction of our association.

The ADI has introduced a DCP Committee member to its board of trustees to ensure representation of the dental implant team – nurses, hygienists, therapist and practice managers. Juliette Reeves was elected as DCP Representative on the Committee in November 2012. (Linda Warren had been co-opted onto the Committee in this new role on a temporary basis in January 2012.)

Work of the Office

The ADI is administered from our offices in southwest London by a small, dedicated team. The office team run and manage all ADI events. I would like to take this opportunity to thank Tim, Neelam, Kelly, Meryl and Katharine for all their hard work.

Conclusion

In conclusion I am pleased to be handing over the presidency of our association to Phil Friel. I believe, the ADI is in much stronger position today than it has ever been in the past. We have record membership numbers and very healthy reserves in the bank having dealt with the gift aid and VAT challenges satisfactorily.

I am delighted that we have had a fantastic master class, a consensus meeting, a wonderful congress which were all in strong demand and produced outstanding results and good returns for the Association. I am particularly proud that we have produced four consensus guideline papers, the Dentist's Guide to Implantology and updated Professor Suzuki's previous white paper during my presidency. A mammoth task that was only possible due to the dedication of the members involved as well as the hard work of our authors. I would like to thank them all in participating and working hard on these outstanding projects.

I am delighted to have introduced the Nurse/DCP member to the ADI board. DCPs are an important part of the implant team and ADI membership. It is only natural that they should have a seat on the ADI Board.

I would like to thank my Committee for their strong support and collaboration during my tenure. I would also like to thank my Scientific Co-ordinator – Dr Eddie Scher – for his invaluable help and support during my presidency.

REPORT FROM THE TREASURER

The Treasurer, Robert Dyas, presented his report:

I have now completed my second year of office and would like to give a brief report on the finances of the ADI.

First I would like to review the financial results for the year ended 31 July 2013: The 2012/2013 financial year produced an operating surplus of £240,706 (2012 – deficit of £62,311). As at 31st July 2013, the total unrestricted funds stood at £1,186,437 (2012 – £945,731).

The trustees of the ADI have a responsibility for the ADI funds and our investments as managed by Campbell Thomson LTD continue to perform well.

We use two bespoke investment management houses (namely Quilters and Brooks Macdonald) to manage £500,000 of ADI funds. £250K with Quilter and £250K with Brooks Macdonald. These were invested in August 2011. The fund managers have diversified risk and not invested all the funds in equities. The value of the investments stood at £578,936 as of 31 July 2013, and increase of £71,127 compared with their value as of 31 July 2012, i.e. an increase of 14%.

Valuations are provided as agreed on a quarterly basis.

A further £300K was placed in a Charity Fixed Rate Bond, which matured on 5 November 2012. The interest received was £13K. £300K was rolled over into a 12-month bond at 2%.

To summarise the investments, £800,000 of the ADI funds are currently invested and managed. These investments are already showing returns. There are a number of potential routes for financial surplus in the future as

the ADI grows and it is worth noting that these invested funds can be withdrawn with minimal penalty if required.

Towards the end of last year it came to the attention of the trustees that the ADI could be liable for VAT registration and therefore potentially have a VAT liability. For this reason the Accounts for the year ended 31 July 2012 were not presented at the last AGM and were not finalized and approved until April 2013. Our Accountant Taylorcocks has been advising ADI and has been in discussion with HMRC on ADI's behalf, and I am pleased to report that earlier this week HMRC agreed with Taylorcocks' arguments that historically ADI did not need to register for VAT and that therefore no VAT liability exists.

81% of the total eligible membership now pays by Direct Debit. 289 members did not renew in the period 01/08/12—31/07/13 and 323 new members have joined in the same period. Clinician, Company and Technician fees were increased by £12 to £246 (direct debit) and £258 (non-direct debit) for 2013; Nurse, Practice Manager and Hygienist/Therapist fees increased by £2 to £39 (having been reduced from £111 the previous year); and Retired fees were reduced from £111 to £62.

The Committee has proposed to maintain membership fees at the same level for 2014. In addition, it has been agreed that clinicians in their first 5 years of training will receive a 50% discount.

This fee structure is outlined to encourage membership uptake for all dental care professionals and team members, whilst providing a sustainable future membership base for the association. Compared with the increasing levies charged by other dental professional bodies, this annual subscription fee for all that ADI membership provides maintains good value.

I would reinforce the need to ensure that funds are directed towards supporting ADI's educational activities and other charitable areas such as research. Full charity commission risk assessment is ongoing to ensure the ADI continues to fulfil its charitable role in an efficient manner.

At this point, I would like to conclude by commending:

The adoption of the Accounts for the year ended 31 July 2012

Proposer = Simon Wright; Seconder = David Speechley

The adoption of the Accounts for the year ended 31 July 2013

Proposer = Juliette Reeves; Seconder = Craig Parker

The adoption of the following membership fees for 2014 (NB NO INCREASE):

Clinicians/Technicians/Companies (direct debit):	£246
Clinicians/Technicians/Companies (non direct debit):	£258
Retired:	£62
Hygienists/Therapists/ PMs/ Nurses:	£39

Students –

Those in full time training:	FREE
------------------------------	------

NEW: Clinicians in first 5 years after qualifying

50% discount

Proposer = Steve Moulder; Seconder = Koray Feran

The re-election of Taylorcocks as Auditor for 2013–2014

Proposer = Craig Parker; Seconder = David Speechley

I conclude by inviting you all to accept my report on the finances of the ADI.

ANNOUNCEMENT OF ELECTION RESULTS FOR ADI COMMITTEE 2013 – 2015

The Executive Director announced the following election results:

Uncontested:

Region	Self-nomination received from
Wales	Michael Page ELECTED
Northern Ireland	David Nelson ELECTED
North East England	Craig Parker ELECTED
North West England	Adam Noble ELECTED
South East England	Steve Moulder ELECTED
Technicians	Steven Campbell ELECTED

Contested:

Region	Self-nominations received from
South West England	Catherine Drysdale = 21 votes ELECTED Shane McCrea = 5 votes
London	Peter Fairburn = 26 votes ELECTED Maria Retzepe = 10 votes
East Central England	Howard Koch = 11 votes ELECTED Raj Wadhvani = 8 votes
Scotland	Abid Faqir = 27 votes ELECTED Eimear O'Connell = 23 votes David Wiseman = 5 votes Zannar Ossi = 5 votes

***Appointed by Committee (no self-nominations had been received):

West Central England	Steve Jones ELECTED
----------------------	----------------------------

***It was noted that the ADI Constitution says:

“Where no nominations are received from a region, the Committee may approach a Full Clinical Member from that region. If they agree to stand for the position of Regional Representative, this will be carried as though they had been elected in the manner stated above.”

INTRODUCTION OF THE NEW PRESIDENT FOR 2013–2015

Cemal Ucer welcomed Philip Friel as the new President for 2013–2015.

ADI PRESIDENT'S ACCEPTANCE

Philip Friel gave the following speech:

I am delighted and deeply honoured to be sitting here, before you today.

To be elected to the role of President of this Association by my fellow Committee members, representing their membership area from the UK is a very sobering compliment.

Throughout my time in the Association I have fulfilled my roles diligently and with vigour. Firstly as Committee representative for Scotland some 7 years ago where I enjoyed an introduction to the Committee of the Association. 3 years after this I took on role of Secretary and then Treasurer where I was responsible for a review and reassessment of the finances of this Association with introduction of many efficiency measures and sustainable financial growth strategies. In addition to this, ethical investments have led to an Association which is financially secure and stable with massive potential going forwards.

There have been discoveries along the way, remnants of processes remaining in place from when our Association was a much smaller one.

I have addressed these issues, with Committee, head on, overcome them and together with Committee will set structures in place to ensure the governance of the association prevents a repeat of these issues.

My self-imposed remit is one of efficiency and rejuvenation in all that the Association does. This includes the introduction of a new CRM system, full protocol and policy review, audit strategy and a review of our Office and association structures

I will grow the Association to ensure a continued, committed membership for the next 25 year period in its history, whilst ensuring a secure infrastructure exists to safeguard this.

Those of you who know me will know that I do nothing by half. I will give this role my all as I have done in the past.

To Cemal and the current Committee, it has been a great pleasure to serve with you and be part of the great strides that we have made. I look forward greatly to continued interaction and support going forwards to continue the journey.

To previous altruistic Presidents and Committee members/ Officers – I will work together with my Committee to bolster and safeguard the dedicated efforts that you have given to our Association in years gone by.

This is a very special Association which I hold in great esteem. I care too much about to give any less than 100% to the role for the next 2 years and beyond and know that the new Committee will mimic this commitment.

Thank you

That concluded the business of the 2013 AGM.

END