

Company no. 2260991
Charity no. 800238

**ASSOCIATION OF DENTAL IMPLANTOLOGY
2015 AGM**

Notice is hereby given that the 2015 Annual General Meeting of the Association of Dental Implantology will be held at 13:15 – 13:45 on Saturday 7 November 2015 at Royal College of Physicians, 11 St Andrews Place, Regent’s Park, London NW1 4LE.

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:

1. APOLOGIES
2. MINUTES
Minutes of the last AGM held on 14 November 2014
3. MATTERS ARISING FROM THE MINUTES
4. REPORT FROM THE PRESIDENT
5. REPORT FROM THE TREASURER
To adopt the Accounts for the year ended 31 July 2015
To adopt membership fees for 2016
To elect the Accountant for the ensuing year
6. ANNOUNCEMENT OF ELECTION RESULTS FOR ADI COMMITTEE 2015–2017
7. INTRODUCTION OF THE NEW PRESIDENT FOR 2015–2017
8. ANY OTHER BUSINESS

Please refer to the ADI Constitution for details of the conduct of ADI General Meetings (www.adi.org.uk/profession/constitution/index.htm).

2014 AGM Minutes

Minutes of the Proceedings of the Annual General Meeting of the Association of Dental Implantology held at 13:30 on Friday 14 November 2014 at 155 Bishopsgate, Liverpool Street, London EC2M 3YD.

PRESENT

Philip Friel: President
Abid Faqir: Treasurer
Tim Hogan: Executive Director

Lennie Bernstein, Alan Boyde, Steven Campbell, Colin Cartington, Hitesh Chandegra, Alfie Chan, Neil Chappell, Allison Cruickshank, Catherine Drysdale, Eilert Eilertson, Peter Fairbairn, Mike Heads, James Hooper, Stephen Jacobs, Srinivas Rao Jakileti, Stephen EB Jones, Howard Koch, David Lee, Grant Mathieson, Anthony Morton, Damian Murphy, Raymond Murphy, David Offord, Craig Parker, Kirrin Punia, Phil Reddington, Martin Rennie, W Duncan Robertson, Edwin LC Scher, Sachin Sedani, Neil Shanks, Charles Slade, Nick Tyler, Karen Walker, Alwyn van Zyl

ORDINARY BUSINESS

1. APOLOGIES

Apologies had been received from Arshad Ali, Jamie Maguire, Steve Moulder, Adam Noble, Michael Norton, Nik Pandya, Antonis Petrou–Amerikanos, Juliette Reeves, Ashok Sethi and Mark Wright.

2. MINUTES

The Minutes of the last AGM held on 9 November 2013 were approved.
Proposer = Stephen Jacobs; Secunder = Stephen EB Jones

3. MATTERS ARISING FROM THE MINUTES

There were no matters arising.

4. ANNOUNCEMENT OF ELECTION RESULTS FOR ADI COMMITTEE

The President announced the election results as follows:

Following the resignation of Rob Dyas as President Elect in June this year, Committee held an election for this post and two self-nominations were received. Craig Parker received the majority of votes and was therefore elected as President Elect effective from today's AGM. Craig will become President at the 2015 AGM. Congratulations to Craig.

Following the resignation of David Speechley as Secretary/Treasurer in June this year, Committee held an election for the post of Treasurer and Abid Faqir was elected unopposed. Abid has become Treasurer for the next 2

years effective from this AGM. Congratulations to Abid and also thanks to Abid for standing in as Treasurer up to today.

Juliette Reeves has completed her two year term as DCP Representative, and self-nominations were invited from DCP members. Self-nominations were received from Karen Walker and Andrew Bloomfield, and in the subsequent ballot of DCP members Karen Walker gained the majority of the votes. Karen is DCP Representative for 2 years effective from this AGM. Congratulations to Karen.

5. REPORT FROM THE PRESIDENT

Philip Friel reported as follows:

“It gives me great pleasure to present my first report as President of the ADI since I took on the role 1 year ago.

Our association remains the representative body of implant dentists in the UK with almost 2000 members.

The ADI continues steadfastly to execute its founding aims – the advancement of education in oral implantology to the profession and for the benefit of the public. By enabling the dental profession to increase their experience and knowledge, patients are able to benefit with increased access to quality care at local level throughout the UK.

In addition to this, the Association supports research, the likes of which we heard reported on by Professor Eddie Scher prior to the lunch break.

At the outset of my presidency, I charged myself with improving the efficiency, compliance and governance of the association to ensure growth, preservation and compliance for the future.

The Committee has undertaken a governance review, which has resulted in clearer and compliant policies being drawn up, which fulfil our obligation to ensure that as a charity we act in a compliant way and in the best interests of those we serve. One of the outcomes of this review is the revised constitution to be proposed later in this AGM, a copy of which has been sent out to the membership.

Many of the issues highlighted for attention as a result of this review are required not through the personal choice or desire of either myself or the Committee members, but to ensure compliance with current charity and business law. These processes have been carried out diligently and with great effort, and also in a systematic and transparent way, one example of which is the email sent to you explaining the proposed changes to the constitution.

The principal activity of the ADI continues to be the advancement of education in the field of dental implantology for the benefit of the public.

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, 34 meetings were held in 12 locations with a total of 682 delegates attending. The decision was made to allow DCP members to attend Study Clubs free of charge from the 2014/15 season of meetings.

The biennial ADI Members' National Forum was held on 9 November 2013 at the Royal College of Physicians, London, and consisted of two parallel streams of lectures, one surgical and the other restorative, delivered by 24 ADI members drawn from the whole dental implant team and attended by 240 delegates. That evening the ADI's 25th Anniversary Dinner was held at the Berkeley Hotel, Knightsbridge, London and was attended by 106 members and guests including many Honorary Members, Past Presidents and current and previous Committee members.

Two ADI Masterclasses were held during the year:

"Essences of Anterior Implant Aesthetics: The Perio-Ortho-Restorative Connection (1996 - 2014)" was presented by Dr Joseph Kan on 18 January 2014 at the Royal College of Surgeons of England in London, and was attended by 175 delegates.

"Hit Man vs. Healer: Implementing a Risk Assessment Strategy" was presented by Dr John C Kois on 23 May 2014 at the Royal College of Physicians, London, and was attended by almost 140 delegates.

The ADI introduced the Original Nurses' Course in 2011. Since then, the ADI has trained around 450 nurses on this tremendously popular course. This year's course was run on 28 September 2013 (45 delegates). In 2012 the ADI launched the Advanced Dental Implant Procedures for Dental Nurses course, which aimed to examine the dental nurses' role in assisting with advanced surgical procedures in implant dentistry. This year's course was run on 23 November 2013 (33 delegates). A course for hygienists and therapists has also been developed and took place on 14 September 2013 (21 delegates). The current Committee are considering the current strategy for nurses/hygienist courses for the future term.

The ADI commissioned Professor Tara Renton to produce guidance papers on IANI and the following papers were published in the members' area of the ADI website in September 2013: (a) 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). Further research, supported by the ADI, is ongoing in this area.

The 2015 Team Congress entitled "Implant Dentistry Moving Forward: Experience - Evidence - Excellence" will be held at the Scottish Exhibition and Conference Centre, Glasgow on 14-16 May 2015. Planning for the Congress started almost 3 years ago and was completed early in 2014 and the event went live on the ADI website in May 2014. There is very good early delegate registration and the industry exhibition remains as popular as ever. There are a number of newly introduced aspects to this Congress, not least an audience participation session and a number of pre-Congress sessions,

supported by the Industry, accommodating both experienced and novice implant dentists.

Our membership numbers remain fairly level at 2000. We aim to build on this by ensuring promotion of the Association and its accessibility to UK dentists. Despite past efforts, there still remain a relatively large cohort who either have not heard of the Association or do not know the role we fulfil.

The Association plays an important role to dentists at all levels of implant experience. Currently there are a number of initiatives in place to increase the exposure of the association to implant dentists and general dentists alike and, in addition, ensuring the public have adequate access and awareness to the products and services that we offer. This will ensure continued exposure and growth of the association, future strength and progression.

These include:

A redesign and promotion of the current website ensuring accessibility to both dentists and patients with far greater information for both groups, reinforcing both our educational and public benefit objectives. The new website will include a CRM facility to further streamline management requirements and allow online operation by the membership.

A specific new website aimed at promoting our patient information booklet. This site is named after the booklet – www.consideringdentalimplants.co.uk. This site will also allow patients to access the nearest ADI member offering advice and treatment and to request a printed booklet to be posted to them.

A direct mailing to all UK dentists, around 22,000, detailing the role of the association and including a copy of our considering dental implants patient information guide.

Free printed copies of the considering dental implant guide (up to a maximum of 50) to members in 2015.

A further direct mailing to all UK dentists containing our updated Dentists' Guide to Implantology to further fulfil our educational objectives.

Revised and updated versions of the ADI protocols to be available from the ADI website shortly.

The current Committee are ensuring increased interaction with the wider implant community and industry as Craig alluded to earlier. We will ensure further contact and communication with other major bodies to ensure the Association's prominent involvement in any decision making processes affecting implantology in the UK. Examples of this include FGDP, GDC, Universities and dental schools, Defence unions.

Following the efforts of Juliette Reeves, we are in close contact with the BADN and BSDHT to ensure that their membership have and continue to have exposure to our association and what we can offer.

Our current lease for the Mortlake property, which has been our home for many years, expires in April 2015 with no opportunity for extension given its proposed conversion to residential use. We are currently assessing a number of options for the ADI office and will update the membership as soon as we have any further news regarding this.

Finally, to the ADI membership.

We are, as a Committee, enthusiastic, more than ever. We are open, honest and hard working. We are approachable and would really benefit from input from you, the membership on how you wish your association to grow and develop. This is your association – the Committee is charged with delivering the will of the members. Please contact us, assist us, give us your ideas, your wishes, your input. Please let us know what you want, what you don't want, what we can do for you. Please get involved, the more input we have, the more progression we will make in improving the association.

Thank you.”

6. REPORT FROM THE TREASURER

Abid Faqir reported as follows:

“As Treasurer of ADI, I would like to present my initial report from my work during my term to date. As a modern charity, with business operations, the association is governed by charity and business law. There have been some historical shortcomings/deficiencies in terms of our financial infrastructure and review and steps have been taken over recent years to ensure the ADI is fully compliant with all of the current requirements and legislations in place to protect our association and its funds.

ADI has a two-year financial cycle: years including a Team Congress typically yield an operational surplus, whilst in non-Congress years there have been operational deficits. The 2012/13 financial year yielded a surplus of £240K, whereas the 2013/2014 financial year produced an operating deficit of £49K. ADI remains in good financial health and as at 31 July 2014, the ADI's funds stood at just over £1.1 million.

Specially appointed fund managers, who deal with charities, are overseeing the £500K of invested funds. The market value of the investments as of 31 July 2014 was £600K – an increase of £100K. As trustees, we have a duty to invest the charity funds appropriately in order that any such increase can be utilised in order to fulfil the charity aims and objectives. An ethical investment policy has been developed to ensure that the ADI reserves are, where appropriate, invested through ethical routes.

Furthermore, these reserves are required to plan for future Congresses, and to sustain the organisation in the long term should there be a downturn in income. The trustees are currently developing a reserves policy in which designated funds will be assigned to specific educational and operational activities.

Following discussion with HMRC, it was concluded that the ADI did not historically have a requirement to register for VAT, but owing to changes in VAT rules ADI was obliged to register for VAT on 1 August 2014. This will only affect pricing for exhibition stands, sponsorship and social events and no VAT will be added onto membership fees or for attendance at events. To this end, further investigation is planned in order to ensure that our structure is suited to ensure maximum efficiency in our operations. It may be in time that consideration be given with regards to a separate business operation outwith the charity and any further information to this end will be made available to the membership.

I recommend that for further details on the ADI's finances you refer to the Audited Accounts for the year ended 31 July 2014, which includes a detailed breakdown of income and expenditure for the last financial year. This was made available to download with the Agenda from the website and has been included in the set of documents tabled today.

As of 31 July 2013, the ADI had 1,819 members. There was no increase in Membership fees for 2014. Students can join the ADI for free, and last year a 50% discount was introduced for clinicians within their first 5 years of graduating. Committee would like membership fees to keep pace with inflation, and therefore a 1.5% increase has been applied to give the following membership fees for 2015:

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|---|--------------|
| Clinicians/Technicians/Companies (direct debit) | £250 |
| Clinicians/Technicians/Companies (non direct debit) | £262 |
| Retired | £63 |
| Hygienists/Therapists/Practice Managers/Nurses | £40 |
| Students - | |
| Those in full time training | FREE |
| Clinicians in first 5 years after qualifying | 50% discount |

Thank you."

The Accounts for the year ended 31 July 2014 were adopted.
Proposer = Craig Parker; Seconder = Peter Fairbairn.

The membership fees for 2015 were adopted.
Proposer = Raymond Murphy; Seconder = Stephen Jacobs

The reappointment of Taylorcocks as the ADI's Auditor for 2015 was confirmed.
Proposer = Peter Fairbairn; Seconder = Stephen EB Jones

SPECIAL BUSINESS

7. TO ADOPT, IN PLACE OF THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY, THE NEW ARTICLES OF ASSOCIATION

The President outlined the background to the revision of the constitution:

“The ADI Committee has been working diligently over recent months improving the infrastructure of the ADI, modernising its procedures and processes and ensuring compliance in all aspects of company and charity law.

It was identified that the current constitution of the ADI is dated and is in need, in certain areas, of improvement, in order to facilitate the continued smooth running of the Association. The ADI is your association and as such, it is imperative that you are aware of these proposed changes, the reasons for them and the likely outcomes as a result of the changes. Hence we emailed you to outline the reasoning behind the revision of the constitution and the key proposed changes are outlined.

The ADI adopted its first Memorandum and Articles of Association on 23 May 1988, and this is the governing document lodged with the Charity Commission when ADI registered as a charity on 14 November 1988 and then lodged with Companies House on 25 January 1989. Over the years various changes have been made to the constitution to yield the version currently available on the ADI website (henceforth “the current website constitution”), for example:

- 2003 AGM – creation of the Regional Representative posts
- 2005 AGM – combination of Secretary and Treasurer positions provided for
- 2008 AGM – elimination of Associate category; electronic voting for Officer posts
- 2010 AGM – creation of Director of Education Officer post
- 2011 AGM – creation of student membership category; creation of DCP Committee member

However, the Charity Commission and Companies House were not informed of the changes and the version they hold today is the original constitution from 1988.

Most of the changes made by ADI did not require authorisation from the Charity Commission. However, changes to the Objects of the Association, and the change made to clause 4 of the Memorandum of Association to allow payments to be made to trustees for services rendered, constituted “regulated amendments” which required the prior written consent of the Charity Commission, and it seems that such consent was not obtained (making the changes invalid). It is also not clear if and when these particular changes were approved by the membership, and hence as to whether all elements of the current website constitution have actually been approved by the membership.

Hence it is both timely and necessary for ADI in its 26th year to seek to modernise its constitution with the full approval of its membership, seeking authorisation where necessary for specific clauses from the Charity Commission. Adhering to a modern updated constitution written with the guidance of the ADI's solicitors Farrer & Co. will ensure compliance with company and charity law and also help the Committee ensure that ADI is an effectively administered and transparent organisation."

The President invited questions about the proposed new constitution – there were no questions.

The President asked those present to vote by a show of hands to adopt the new constitution. Those in favour were asked to raise their hands, and as this was a clear majority the motion was passed.

8. AMENDMENTS TO THE NEW CONSTITUTION REQUIRING THE CONSENT OF THE CHARITY COMMISSION

It was proposed to seek the consent of the Charity Commission for the changes to the newly adopted constitution outlined in Agenda items 8.1 and 8.2, and subject to that consent being granted to bring into effect the said changes.

8.1 To seek the consent of the Charity Commission to replace the current article 4.23 with the following new article 4.23, and subject to that consent being granted to bring into effect the said change:

"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;"

The President noted that this clause is typically included in modern constitutions as without the protection it provides, members may not be willing to serve as trustees.

The President asked those present to vote by a show of hands to replace the current article 4.23 with the new article 4.23 provided in the Agenda. Those in favour were asked to raise their hands, and as this was a clear majority the motion was passed.

8.2 To seek the consent of the Charity Commission to replace the current article 8 in its entirety with the following new clause 8, and subject to that consent being granted to bring into effect the said change:

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).

The President noted that this is required for ADI to have the power to pay trustees for services such as lecturing on courses.

The President asked those present to vote by a show of hands to replace the current article 8 in its entirety with the new article 8 provided in the Agenda. Those in favour were asked to raise their hands, and as this was a clear majority the motion was passed.

In conclusion, the President said that Members will be informed as soon as the Charity Commission have approved these changes and the Constitution has been updated, and that the new Constitution would be posted on the website.

9. ANY OTHER BUSINESS

The President invited members to raise any further items of business. There was none. The President thanked members for attending the AGM, and also thanked the members of the Committee for their support and commitment to ADI. He reiterated that he would welcome suggestions and contact from the membership and that he would do his best to address all requests.