



COMPANIES FORM No. 12

Statutory Declaration of compliance with requirements on application for registration of a company

12

Please do not
write in
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

For official use

[] [] [] [] [] []

2202260

Name of company

* T.O.F.S.

* insert full
name of Company

I, DAVID AMOS HOLLAND GRIFFITHS
of 32 THE ROPEWALK, NOTTINGHAM. NG1 5EH.

† delete as
appropriate

BRM.

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†
~~[person named as director or secretary of the company in the statement delivered to the registrar
under section 10(2)]~~† and that all the requirements of the above Act in respect of the registration of the
above company and of matters precedent and incidental to it have been complied with,

And I make this solemn declaration conscientiously believing the same to be true and by virtue of the
provisions of the Statutory Declarations Act 1835

Declared at 36A The Ropewalk
Nottingham.

Declarant to sign below

the 20th day of October

One thousand nine hundred and 87

before me BR Morrison

[Signature]

A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths.

Presentor's name address and
reference (if any):

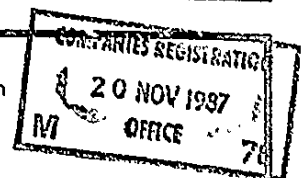
Form F130 (No. 12)
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27 & 28 St Albans Place
London N1 0NX
July 1985

MESSRS. BARRS,
32 THE ROPEWALK,
NOTTINGHAM.
NG1 5EH.

For official Use

New Companies Section

Post room





COMPANIES FORM No. 30(5)(a)

Declaration on application for the
registration of a company exempt
from the requirement to use
the word "limited" or its Welsh
equivalent

30(5)(a)

Please do not
write in
this margin

Pursuant to section 30(5)(a) of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

Note

This declaration
should accompany
the application for
the registration of
the company

*Insert full name
of company

For official use

Company number

[] [] [] [] [] [] [] [] [] []

[] [] [] [] [] [] [] [] [] []

Name of company

* T.O.F.S.

I, DAVID AMOS HOLLAND GRIFFITHS

of 32, THE ROPEWALK, NOTTINGHAM, NG1 5EH

a [Solicitor engaged in the formation of the above-named company] ~~[person named as director or~~
~~secretary of the above company in the statement delivered under section 40 of the above Act]~~ do
solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the
above Act.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the
Statutory Declarations Act 1835.

Declared at 36A The Ropewalk
Nottingham

the 20th day of October
One thousand nine hundred and 87
before me BR Morrison

Declarant to sign below

[Signature]

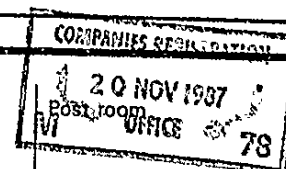
A Commissioner for Oaths or Notary Public or Justice of
the Peace or Solicitor having the powers conferred on a
Commissioner for Oaths

Presentor's name, address and
reference (if any):

Messrs. Barrs,
Solicitors,
32, The Ropewalk,
Nottingham,
NG1 5EH

Ref: DAHG/T.O.F.S.

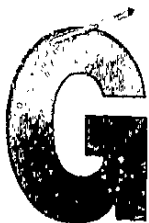
For official use
New Companies Section



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoot Street, London SE1 5TS

Companies G30(5)(a)

1985 Edition
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COMPANIES FORM No. 10

Statement of first directors and secretary and intended situation of registered office

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

Please complete
legibly, preferably
in black type, or
bold block lettering

To the Registrar of Companies

For official use

* Insert full name
of company

Name of company

* T.O.F.S.

The intended situation of the registered office of the company on incorporation is as stated below

124 PARK ROAD,

CHESTERFIELD,

DERBYSHIRE. ✓

Postcode S40 2LG

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

X

MESSRS. BARRS

32 THE ROPEWALK,

NOTTINGHAM.

Postcode NG1 5EH.

Number of continuation sheets attached (see note 1)

Presentor's name address and
reference (if any):

MESSRS. BARRS
32 THE ROPEWALK,
NOTTINGHAM

For official Use
General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3) JUDITH MARY BLAND		Business occupation HOUSEWIFE	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 2 HIRSEL GARDENS, WOODCOTE ROAD, LEAMINGTON SPA, WARWICKSHIRE		Date of birth (where applicable) (note 6)	
Postcode CV32 6QH.			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature J Bland		Date 20/10/87	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet

Name (note 3) SUSAN MARGARET DOBBS		Business occupation HOUSEWIFE	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 33 ORLANDO DRIVE, CARLTON, NOTTINGHAM		Date of birth (where applicable) (note 6)	
Postcode NG4 3FN			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature S-M Dobbs		Date 20/10/87	

Name (note 3) DAVID JOHN DOBBS		Business occupation RESEARCH MANAGER	
Previous name(s) (note 3)		Nationality BRITISH	
Address (note 4) 33 ORLANDO DRIVE, CARLTON, NOTTINGHAM.		Date of birth (where applicable) (note 6)	
Postcode NG4 3FN.			
Other directorships †			
I consent to act as director of the company named on page 1			
Signature D J Dobbs		Date 20/10/87	

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7) LINDA MORRIS		
Previous name(s) (note 3)		
Address (notes 4 & 7) 124 PARK ROAD		
CHESTERFIELD,		
DERBYSHIRE.		Postcode S40 2LG.
I consent to act as secretary of the company named on page 1		
Signature <i>L. Morris</i>		Date 20/10/87

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
	Postcode
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is
signed by the
subscribers

<i>Bans</i>	Date 20/10/87.
Signature of agent on behalf of subscribers	

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Please complete
legibly, preferably
in black type, or
bold block lettering

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 1
to Form No. 10

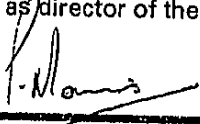
Company number

Name of company

* Insert full name
of company

* T.O.F.S.

Particulars of other directors (continued)

Name (note 3) PETER MORRIS		Business Occupation
		PURCHASING AND STORE
Previous name(s) (note 3)		MANAGER
Address (note 4) 124 PARK ROAD,		Nationality
CHESTERFIELD,		BRITISH
DERBYSHIRE	Postcode	Date of birth (where applicable) (note 6)
S40 2LG.		
I consent to act as director of the company named above (notes 9 and 10)		
Signature x 		Date 20/10/87

Particulars of other directorships

Please do not
write in
this margin

Please complete
legibly, preferably
in black type, or
bold block lettering

* Insert full name
of company

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 2
to Form No. 10

Company number

Name of company

* T.C.F.S.

Particulars of other directors (continued)

Name (note 3)	ANNA CHRISTINE SHEPHERD		Business Occupation
			HOUSEWIFE
Previous name(s) (note 3)			Nationality
			BRITISH
Address (note 4)	154 NOTTINGHAM ROAD,		Date of birth (where applicable) (note 6)
	BURTON JOYCE		
	NOTTINGHAM.	Postcode	NG14 5BD.

I consent to act as director of the company named above (notes 9 and 10)

Signature

Ae Shepherd

Date 20/10/87

Particulars of other directorships

Form F101 (Cont)
(No. 10 - continuation)
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27 & 28 St Albans Place
London N1 0NX
July 1986

† delete if
inappropriate

continued overleaf †

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 3
to Form No. 10

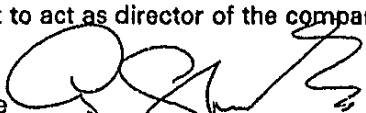
Company number

Name of company

* Insert full name
of company

* T.O.F.S

Particulars of other directors (continued)

Name (note 3) GRENVILLE SHEPHERD		Business Occupation FIRE OFFICER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 154 NOTTINGHAM ROAD, BURTON JOYCE,		Date of birth (where applicable) (note 6)
NOTTINGHAM.	Postcode NG14 5BD.	
I consent to act as director of the company named above (notes 9 and 10)		
Signature 		Date 20/10/87

Particulars of other directorships

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 4.
to Form No. 10

Please complete
legibly, preferably
in black type, or
bold block lettering

Company number

Name of company

* insert full name
of company

* T.O.F.S.

Particulars of other directors (continued)

Name (note 3) DENISE GEORGINA RITSON		Business Occupation REGISTERED GENERAL NURSE
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 25 BARNSDALE CRESCENT, NORTHFIELD, BIRMINGHAM.		Date of birth (where applicable) (note 6)
Postcode	B31 1TD.	
I consent to act as director of the company named above (notes 9 and 10)		
Signature <i>D. G. Ritson</i>		Date 26/10/87

Particulars of other directorships

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 5
to Form No. 10

Company number

Name of company

* Insert full name
of company

* T.O.F.S.

Particulars of other directors (continued)

Name (note 3) JEAN THICKETT		Business Occupation TEACHER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 122 CHURCHFIELD AVENUE, KEYBROUGH, BARNSELY, SOUTH YORKSHIRE.		Date of birth (where applicable) (note 6)
Postcode	S75 5DT.	
I consent to act as director of the company named above (notes 9 and 10)		
Signature J. Thickett		Date 20/10/87

Particulars of other directorships

Please do not
write in
this margin

Please complete
logically, preferably
in black type, or
bold block lettering

* insert full name
of company

COMPANIES FORM No. 10 (cont.)

Statement of first directors and secretary and intended situation of registered office (continuation)


Continuation sheet No 6
to Form No. 10

Company number

Name of company

* T.O.F.S.

Particulars of other directors (continued)

Name (note 3) LESLIE JOHN RITSON		Business Occupation
		COACH TRIMMER
Previous name(s) (note 3)		Nationality
Address (note 4) 25 BARNSDALE CRESCENT,		BRITISH
NORTHFIELD,		Date of birth (where applicable)
BIRMINGHAM.	Postcode B31 1TD	(note 6)
I consent to act as director of the company named above (notes 9 and 10)		
Signature 		Date 20/10/89

Particulars of other directorships

Please do not
write in
this margin

COMPANIES FORM No. 10 (cont.)

**Statement of first directors and
secretary and intended situation
of registered office (continuation)**

Continuation sheet No 7
to Form No. 10

Company number

Please complete
legibly, preferably
in black type, or
bold block lettering

Name of company

* Insert full name
of company

* T.O.F.S.

Particulars of other directors (continued)

Name (note 3) IAN THICKETT		Business Occupation MACHINE TOOL FITTER
Previous name(s) (note 3)		Nationality BRITISH
Address (note 4) 122 CHURCHFIELD AVENUE, KEXBROUGH, BARNSELY,		Date of birth (where applicable) (note 6)
SOUTH YORKSHIRE	Postcode S75 5DT.	
I consent to act as director of the company named above (notes 9 and 10)		
Signature Ian Thickett.		Date 28/10/87

Particulars of other directorships

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

2202260

MEMORANDUM OF ASSOCIATION

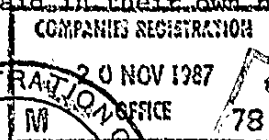
OF

T.O.F.S.



1. The name of the Company (hereinafter called "the Association") is "T.O.F.S."
2. The registered office of the Association will be situate in England.
3. The objects for which the Association is established are for the purpose of relieving in cases of need children and young persons suffering from tracheo oesophageal fistula, oesophageal atresia and oesophageal and related disorders including the Vater association (hereinafter collectively referred to as "oesophageal disorders") as well as the parents or guardians of such children and young persons by providing or paying for items, services or facilities which are calculated to alleviate the suffering or assist the recovery of such children and young persons in such cases but are not readily available to them from other sources and by promoting contact between the families of children and young persons suffering from oesophageal disorders with a view to sharing management problems and solutions and the collection and dissemination of information concerning oesophageal disorders in the care and treatment thereof and in furtherance of the aforesaid objects but not further or otherwise the Association shall have power:-

(A) To establish maintain and conduct residential homes and day care centres in England and Wales for the reception and care of children and young persons of either sex (without regard to race or creed) who are suffering from oesophageal disorders, and by providing medical or other treatment and attention for such children and young persons as aforesaid in their own homes.



NW £50
005616

(B) To conduct or promote or encourage research into the care and treatment of persons suffering from oesophageal disorders and disseminate the useful results.

(C) To promote or encourage or assist in the teaching or training of doctors, nurses, physiotherapists and other persons engaged in any branch of medicine, surgery, nursing or allied services, and in the teaching or training of students in any branch of medicine, surgery, nursing or allied services.

(D) To provide or assist or encourage the provision of spiritual help and guidance for any persons resident (either as patients or otherwise) or working in any such homes or centres as aforesaid.

(E) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, repair, renovate, equip, decorate, maintain and alter any buildings or erections necessary or convenient for use as such homes as aforesaid or for any use in connection with the establishment or conduct of any such homes (including use as a church or chapel for the use of any person or persons resident or working in any such home) or otherwise for the work of the Association.

(F) To establish and conduct or arrange for the establishment and conduct of clinics, out-patients' departments, surgeries, dispensaries and convalescent homes.

(G) To engage and pay or to arrange for the engagement of and payment for such doctors, surgeons, nursing or domestic staff, lecturers, chaplains, physiotherapists, occupational therapists, radiologists, dieticians, dentists, chiropodists, pharmacists, social workers and others whom the Association may think fit for the promotion of its objects.

(H) To make such regulations as to the admission of children and young persons to any home, clinic, day care centre or out-patients' department established by or conducted under the directions of the Association as aforesaid, and as to the residence of any children and young persons in any such home as aforesaid as the Association may think fit, and so that such regulations may provide, either generally or in any particular case or cases for such admission or residence to be either free of charge or subject to such payment as the Association may think fit.

(I) To provide or arrange for such medical or other attention as the Association may think fit for such children and young persons in any such home, clinic or out-patients' department as aforesaid or for such children and young persons in their own homes.

(J) To provide such medical supplies, equipment and apparatus, drugs, amenities, comforts and other things conducive to the material or spiritual welfare of any children and young persons

resident or working in or attending any such home, clinic or out-patients' department as aforesaid or any children and young persons being treated or attended in their own homes as the Association may think fit.

(K) To provide or arrange for a building or premises to be used by the Association for devotional or religious purposes.

(L) To establish and conduct schools, training colleges and other places of learning and laboratories and other research establishments, or to arrange for the establishment and conduct of such schools.

(M) To arrange lectures and conduct training courses and to publish pamphlets, books, journals and other publications relating to the work of the Association.

(N) To conduct fund raising activities including appeals for money or other gifts or for any other assistance for any of the purposes of the Association, and to solicit and accept subscriptions and donations (whether of real or personal property) and devises and bequests for any of the purposes of the Association.

(O) To establish pension or superannuation schemes for, and to pay pensions to any person formerly employed by the Association, and generally to provide as the Association shall think fit for the welfare of any employees or former employees of the Association.

(P) To sell, let, mortgage subject to such consents as may be required by law, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects.

(Q) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association and may be conducive to any of the principal objects of the Association.

(R) To borrow subject to such consents as may be required by law or raise money for the purposes of the Association on such terms and on such security as may be thought fit.

(S) To invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities, or property as may be thought fit, subject nevertheless to such conditions (if any) and such consent (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(T) To establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with or calculated to further any of the principal objects of the Association.

(U) To do all such other things as are incidental or conducive to the attainment of the principal objects of the Association or any of them Provided that:-

(i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council of Management shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association Provided that nothing herein shall prevent any payment in good faith by the Association

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management) for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or of its Council of Management at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of Lloyds Bank PLC or 3% which ever is the greater;

- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Council of Management may be a member holding not more than 1/100 part of the capital of that company;
- (e) to any member of its Council of Management of reasonable out-of-pocket expenses.

5. The liability of the members is limited.

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.00.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having exclusively charitable objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and if and so far an effect cannot be given to such provision, then to some other charitable object.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

JUDITH MARY BLAND

J Bland

2, Hirsell Gardens,
Woodcote Road,
Leamington Spa,
Warwickshire
CV32 6QH.

Housewife

SUSAN MARGARET DOBBS

S.M. Dobbs

33, Orlando Drive,
Carlton,
Nottingham,
NG4 3FN

Housewife

DAVID JOHN DOBBS

DJ Dobbs

33, Orlando Drive,
Carlton,
Nottingham,
NG4 3FN.

Research
Manager

PETER MORRIS

P. Morris

124, Park Road,
Chesterfield,
Derbyshire,
S40 2LG

Purchasing
and Stores
Manager

ANNA CHRISTINE SHEPHERD

A C Shepherd

154, Nottingham Road,
Burton Joyce,
Nottingham,
NG14 5BD

Housewife

GRENVILLE SHEPHERD

G Shepherd

154, Nottingham Road,
Burton Joyce,
Nottingham,
NG14 5BD

Fire Officer

DENISE GEORGINA RITSON

D.G. Ritson

25 Barnsdale Crescent,
Northfield,
Birmingham.
B31 1TD.

Registered
General
Nurse

LESLIE JOHN RITSON



25 Barnsdale Crescent,
Northfield,
Birmingham.
B31 1TD.

Coach
Trimmer

IAN THICKETT



122 Churchfield Avenue,
Kexbrough,
Barnsley,
South Yorkshire.
S75 5DT.

Machine
Tool Fitter

JEAN THICKETT



122 Churchfield Avenue,
Kexbrough,
Barnsley,
South Yorkshire.
S75 5DT.

Teacher

Dated this ^{20th} day of ~~October~~ 1987.



Witness to the above signatures

DAVID AMOS HOLLAND GRIFFITHS
32 The Ropewalk,
Nottingham,
NG1 5EH

Solicitor of the Supreme Court.

Witness - 1

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

T.O.F.S.

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS	MEANINGS
The Act	The Companies Act, 1985.
These presents ..	These Articles of Association, and the regulations of the Association from time to time in force.
The Association ..	The above-named Association.
The Council ..	The Council of Management for the time being of the Association
The Office	The registered office of the Association
The Seal	The common seal of the Association
Month	Calendar month.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And the words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include the corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The number of members with which the Association shall from time to time be registered shall not be less than twenty five.

3. The provisions of Sections 352 - 354 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. The Association is established for the purposes expressed in the Memorandum of Association.

5.(1) The members of the Association shall be the subscribers to the Memorandum of Association and such other persons as the Council shall by resolution passed by a majority of at least two thirds of the members present and voting in its absolute discretion determine.

(2) Where any person desires to be admitted to membership of the Association, he must sign and deliver to the Association an application for admission framed in such terms as the Council shall require.

(3) Any member may resign from the Association by giving notice in writing to the Secretary at any time and paying with such notice any unpaid subscriptions which may be due down to the date of such resignation, annual subscriptions to be calculated de die in diem, and any subscriptions or donations agreed upon or guaranteed by such member and thereupon shall cease to be a member.

(4) Any member may be removed from the Association by a resolution of the Council passed by a majority of at least three-fourths of the members present and voting at meeting of the Council of which not less than fourteen days' previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question and to all the members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least seven days before the meeting and he shall be entitled to be heard by the Council at the meeting. On a member being removed under this Article he shall forfeit all privileges of membership, but the Council shall return the due proportion of such member's current subscription having regard to the unexpired period for which it is paid.

GENERAL MEETINGS

6. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by Section 368 of the Act.

9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of

members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided ten members personally present shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine, and if at such adjourned meeting quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

17. Subject to the provisions of Article 18, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

18. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

20. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.

22. No member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

23. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. No person not being an individual member of the Association entitled to vote under Article 22 shall be appointed a proxy.

24. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

25. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument

proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

26. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

27. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

T.O.F.S.

"I,
"of
"a member of the above-named Association
"hereby appoint
"of
"and failing him
"of
"to vote for me and on my behalf at the
"(Annual or Extraordinary, or Adjourned,
"as the case may be) General Meeting of
"the Association to be held on the
"day of
"and at every adjournment thereof.
"As witness my hand this day of , 19 ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

28. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than five nor more than twenty.

29. The first members of the Council shall be the subscribers to the Memorandum of Association.

30. The Council may from time to time and at any time appoint any member of the Association as a member of the Council either to fill a casual vacancy or by way of addition to the Council. Any member so

appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.

31. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

ROTATION OF MEMBERS OF THE COUNCIL

32. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third shall retire from office.

33. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot.

The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

34. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall have been put to the meeting and lost.

35. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.

36. The Association may from time to time in General Meeting increase or reduce the number of members of the Council and determine in what rotation such increased or reduced number shall go out of office, and make the appointments necessary for effecting any such increase.

37. In addition and without prejudice to the provisions of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

POWERS OF THE COUNCIL

38. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of any statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

SECRETARY

39. The Secretary shall be appointed by the Council for such time, and not being a member of the Council, at such remuneration (if any) (subject to the provisions of Clause 4 of the Memorandum of Association) and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of Section 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint (in like manner and subject as aforesaid) an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

40. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such

signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

41. (1) The office of a member of the Council shall be vacated:-
- (A) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he ceases to hold office by reason of any order made under Sections 295 - 299 of the Act.
 - (F) If he is removed from office by a resolution duly passed pursuant to Section 303 of the Act.
- (2) Section 293 of the Act shall not apply to the Association.

PROCEEDINGS OF THE COUNCIL

42. Subject as hereinafter provided the Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, one third of the members of the Council for the time being shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote. Unless otherwise determined, every meeting of the Council shall be held at the office or at such other place in the United Kingdom as the Chairman (if any) for the time being of the Council or (if there is no such Chairman) the Secretary shall direct.

43. On the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice (stating the time and place of such a meeting) served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting. Any accidental omission or defect in any such notice or any accidental failure to give such notice to any member of the Council entitled thereto shall not invalidate any of the proceedings of such meeting so long as a quorum is present thereat.

44. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

45. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

46. The Council may delegate any of their powers either to the Management Committee or to other sub-committees consisting of such member or members of the Council as they think fit, and the Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.

47. All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

48. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

HONORARY OFFICERS

49. The Council may from time to time appoint such Patrons and Vice-Patrons and such Presidents and Vice-Presidents and other honorary officers as the Council may think fit of the Association or of any charitable institution, purpose or appeal from time to time conducted or undertaken by the Association, and any person may be so appointed

whether or not he is also a member of the Association or of the Council. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to any person so appointed in respect of any such honorary office. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

TREASURER

50. The Council shall from time to time appoint one of its members to be the Treasurer of the Association. The Treasurer shall undertake such functions in respect of the Association as the Council shall from time to time appoint. No remuneration (except by way of repayment of out-of-pocket expenses, if any) shall be paid to the Treasurer in respect of his office. Any person appointed to be the Treasurer shall automatically vacate such office on his ceasing to be a member of the Council unless he is thereupon immediately re-elected or deemed to be re-elected a member of the Council. Save as aforesaid every such appointment shall be for such period and on such terms as the Council shall think fit.

ACCOUNTS

51. The Council shall cause proper books of account to be kept in accordance with Sections 221 to 223 of the Act.

52. The books of account shall be kept at the office or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

53. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account book or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

54. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the

time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of the Act, be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 236 of the Act.

AUDIT

55. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

56. Auditors shall be appointed and their duties regulated as prescribed by statute and so that any reference to Directors in any applicable statute shall be treated as a reference to members of the Council.

NOTICES

57. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.

58. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

59. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

60. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES, ADDRESSES AND DESCRIPTIONS
OF SUBSCRIBERS

JUDITH MARY BLAND

J Bland.

2, Hirsell Gardens,
Woodcote Road,
Leamington Spa,
Warwickshire
CV32 6QH.

Housewife

SUSAN MARGARET DOBBS

S.M. Dobbs.

33, Orlando Drive,
Carlton,
Nottingham,
NG4 3FN

Housewife

DAVID JOHN DOBBS

D J Dobbs

33, Orlando Drive,
Carlton,
Nottingham.
NG4 3FN.

Research
Manager

PETER MORRIS

P. Morris

124, Park Road,
Chesterfield,
Derbyshire,
S40 2LG

Purchasing
and stores
Manager

ANNA CHRISTINE SHEPHERD

A C Shepherd

154, Nottingham Road,
Burton Joyce,
Nottingham,
NG14 5BD

Housewife

GRENVILLE SHEPHERD

G Shepherd

154, Nottingham Road,
Burton Joyce,
Nottingham,
NG14 5BD

Fire Officer

DENISE GEORGINA RITSON

D.G. Ritson

25 Barnsdale Crescent,
Northfield,
Birmingham.
B31 1TD.

Registered
General
Nurse

LESLIE JOHN RITSON



25 Barnsdale Crescent,
Northfield,
Birmingham.
B31 1TD.

Coach
Trimmer

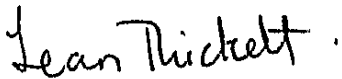
IAN THICKETT



122 Churchfield Avenue,
Kexbrough,
Barnsley,
South Yorkshire.
S75 5DT.

Machine
Tool Fitter

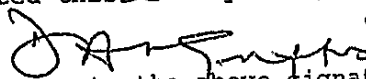
JEAN THICKETT



122 Churchfield Avenue,
Kexbrough,
Barnsley,
South Yorkshire.
S75 5DT.

Teacher

Dated this 20th day of *June* 1987.



Witness to the above signatures

DAVID AMOS HOLLAND GRIFFITHS
32 The Ropewalk,
Nottingham,
NG1 5EH

Solicitor of the Supreme Court.

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2202260

I hereby certify that

T.O.F.S.

is this day incorporated under the Companies Act 1985 as
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,
Cardiff the 3 DECEMBER 1987

Glive Lester.
GLIVE LESTER.

an authorised officer

G

COMPANIES FORM No. 225(1)

225(1)

Notice of new accounting reference date given during the course of an accounting reference period

Please do not write in this margin

Pursuant to section 225(1) of the Companies Act 1985

Please complete legibly, preferably in black type, or bold block lettering

To the Registrar of Companies

For official use

Company number

2202260

Name of company

*T.O.F.S.

TRACHEO OESOPHAGEAL FISTULA SUPPORT

gives notice that the company's new accounting reference date on which the current accounting reference period and each subsequent accounting reference period of the company is to be treated as coming, or as having come, to an end is as shown below:

Day Month

3	0	1	1
---	---	---	---

The current accounting reference period of the company is to be treated as [shortened] [extended]† and [is to be treated as having come to an end] [will come to an end]† on

Day Month Year

3	0	1	1	1	9	8	8
---	---	---	---	---	---	---	---

If this notice states that the current accounting reference period of the company is to be extended, and reliance is being placed on section 225(6)(c) of the Companies Act 1985, the following statement should be completed:

The company is a [subsidiary] [holding company]† of _____

_____, company number _____

the accounting reference date of which is _____

Signed Dr. J. S. O.

Treasurer
[Director] [Secretary]†

Date 20 11 88

Presenter's name, address and reference (if any):

MR D. J. O'NEILL
187 GRANGE FARM
KINGS NORTON
BIRMINGHAM
B36 8EP

For official use
General Section

Post room

2	11	88
62	62	62

220000

82 Sir Alfreds Way
Sutton Coldfield
West Midlands
B76 8EQ

The Council of Management
TOFS Limited
St. George's Centre
91 Victoria Road
Netherfield
Nottingham

12 May 1991

Ladies and Gentlemen

It is with regret that I inform you of my decision not to seek reelection as Auditor to TOFS Limited at the forthcoming Annual General Meeting. The Companies Act 1989 requires auditors of limited companies to be registered and the costs of this in my circumstances would be prohibitive.

I am required to formally state whether there are any circumstances concerning my decision not to seek reelection which should be brought to the Members attention. I can confirm that there are no such matters.

Yours faithfully

M.P. Sutton

M.P. Sutton ACA

