



# ANNUAL REPORT AND ACCOUNTS

of

FREIGHT TRANSPORT ASSOCIATION

1995

# ANNUAL GENERAL MEETING 1996

Notice is hereby given that the Annual General Meeting of the Freight Transport Association Limited will be held at the London Hilton, Park Lane, London W1, at 10.00am on Tuesday 30 April 1996 for the purpose of transacting the following business:

## 1 Directors Report

To receive the Report of the Directors for the year 1995.

## 2 Annual Accounts

To receive the Income and Expenditure Account for the year ended 31 December 1995, the Balance Sheet as at that date and the Auditors' Report.

#### 3 Auditors

To appoint Auditors and to fix their remuneration.

# \* Special Business

To consider and, if thought fit, pass the following resolution which will be proposed as a Special Resolution:

#### 4 THAT:

- a the Memorandum of Association of the Company be and it is hereby altered as follows:
  - (i) by the addition of the following words at the end of the first sentence of Clause 4 after the word "Association" and before the full stop:

"except upon the winding-up or dissolution of the Association"; and

- (ii) by the deletion of Clause 7.
- b the Articles of Association contained in the document submitted to the Meeting and signed by the Chairman of the Meeting for the purpose of identification be and they are hereby adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.

#### 5 Other Business

To deal with any other business admitted by the Chairman.

Hermes House, St John's Road Tunbridge Wells, Kent TN4 9UZ By order of the National Executive Board

Roger S Nolan, Secretary

\*These resolutions are proposed in order to regulate the committee structure of FTA in the future by means of bye-laws of National Council. At the same time, the opportunity is being taken to make other minor modifications to reflect current practices.

Copies of the amended Memorandum of Association and the proposed new Articles of Association may be obtained from the Secretary on request and will be available for inspection at the place of the Annual General Meeting from 9.45am until the conclusion of the Meeting. Copies will be sent automatically to all members of Divisional Committees and National Council.

# THE REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 1995

Your Directors have pleasure in submitting their Annual Report and Accounts for the year ended 31 December 1995. For the purposes of the Companies Act 1985 members of the National Executive Board are Directors. The names of those persons who were members of the Board at any time in 1995 appear below.

The Association acts as a trade association for trade and industry in so far as the organisations in membership operate or use freight transport for or in connection with their business. During the year it continued its policy of providing a range of advisory and practical services to the membership and of pursuing a vigorous and responsible representational role. The total membership of the Association at 31 December 1995 was 11,566 and the state of the Association's affairs is set out in the Accounts shown on the following pages.

Formal arrangements exist for the management team to discuss and contribute to the financial, economic and social objectives of the Association and regularly to brief all staff on the activities in which the Association is engaged. During the year the Association maintained its policy of giving full and fair consideration to applications for employment made by disabled people.

Changes in the tangible assets of the Association are detailed in note 7 of the accounts. It is considered that the market value of the Association's freehold properties is in excess of the amounts shown in the Accounts.

The auditors, W. J. Calder, Sons & Co, retire in accordance with the provisions of the Companies Act 1985 and a resolution for their reappointment will be proposed at the Annual General Meeting.

By order of the National Executive Board

Roger S Nolan, Secretary

18 March 1996

NATIONAL EXECUTIVE BOARD 1995/1996

President and Chairman:

G D N Miller, William Younger and Company Limited

Vice-Chairman:

C A Lawrence, Wincanton Ltd

Honorary Treasurer:

J P Richardson, The Boots Co plc

Members of the Board:

JAC Bell, Esso Petroleum Co Ltd

D H Bliss, Royal Mail

P G Browitt, ICI Chemicals & Polymers Ltd

L Christensen, Safeway plc

D G Mathew, Allied Steel & Wire

K W Miller, Securicor Omega Express Ltd J G Russell, John G Russell (Transport) Ltd

The following also held office during the year:

BKR Burns, NFC plc

R A Clark, J Sainsbury plc

R T Penny, Nestlé UK Ltd

I H Gaseltine, British Sugar plc

# THE FREIGHT TRANSPORT ASSOCIATION LIMITED STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of its surplus or deficit for that period. In preparing those financial statements, the Directors are required to:

- \* select suitable accounting policies and then apply them consistently;
- \* make judgements and estimates that are reasonable and prudent;
- \* state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- \* prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# AUDITORS' REPORT TO THE MEMBERS OF THE FREIGHT TRANSPORT ASSOCIATION LIMITED

We have audited the financial statements on pages 5 to 15 which have been prepared under the Historical Cost Convention and the accounting policies set out on page 9.

#### Respective responsibilities of Directors and Auditors

As described on page 3, the company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

## Basis of opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 1995 and of its surplus for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

25 Lower Belgrave Street London SW1W 0LS 18 March 1996 WJ Calder, Sons & Co Chartered Accountants and Registered Auditor

# BALANCE SHEET 31 DECEMBER 1995

		199	95	199	4
	Note	£	£	£	£
Fixed Assets:			•		
Tangible Assets	7		3,936,464		3,950,565
Current Assets:					
Stocks Debtors Deposits at short notice Cash at bank and in hand	1(iii) 8	105,548 2,590,929 1,342,000 4,977 4,043,454		71,252 2,377,530 1,877,000 37,838 4,363,620	
Creditors:					
Amounts falling due within one year	9	3,956,780		4,171,919	
Net Current Assets	•		86,674		191,701
Total Net Assets			4,023,138		4,142,266
Capital and Reserves					
General Reserve:					
Balance as at 1 January 1995 Unappropriated surplus for the year	10(i)		3,630,536 56,358		3,494,210 136,326
Balance as at 31 December 1995			3,686,894		3,630,536
Specific Reserves and Funds:					
Property and Refurbishing Reserve Pension Reserve Special Contingency Reserve Legal Defence Reserve Centenary Award Fund Industry Image Fund	10(iii) 10(iv) 10(v) 10(vi) 10(vii) 10(viii)		35,524 57,450 10,329 138,722 391 93,828		95,087 71,262 144,511 138,245 1,125 61,500

G D N Miller, President

Signed on behalf of the National Executive Board 18 March 1996

J P Richardson, Honorary treasurer

# INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1995

		19	95	19	94
	Note	£	£	£	£
Turnover Direct service costs	1(v)		11,952,209 6,636,503		11,650,900 6,125,531
Gross Surplus National operating expenses	2 3 & 4		5,315,706 5,248,034		5,525,369 5,347,784
Operating Surplus			67,672		177,585
Income from deposits Rent received	_	119,088	_	111,259 6,636	
Taxation	6	119,088 30,402		117,895 29,154	
			88,686		88,741
Surplus for the year before transfers to Reserves	4		156,358		266,326
Transfer to Property and Refurbishing Reserve Transfer to Pension Reserve Transfer to Special Contingency Reserve Transfer to Legal Defence Reserve Transfer to Centenary Award Fund	10(iii) 10(iv) 10(v) 10(vi) 10(vii)	50,000 20,000 - 30,000		50,000 50,000 - 30,000 -	
		•	100,000		130,000
Transfer to Accumulated Reserves			56,358		136,326

# **Continuing Operations**

The company has made no acquisitions nor discontinued any operations within the meaning of Financial Reporting Standard 3 during the above two financial years. The turnover and operating result derive entirely from continuing operations.

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 1995

		199	95	19	94
	Note	£	£	£	£
Net cash inflow from operations	11		407,421		925,379
Return on investments					
Interest received Other investment income		122,110		111,655 5,740	
Net inflow from return on investments			122,110		117,395
Taxation					
Tax paid		(28,800)		(34,609)	
			(28,800)		(34,609)
Investing Activities					
Purchase of Tangible Fixed Assets* Proceeds from sales of Tangible Fixed Assets*		(923,497) 130,391		(1,311,393) 254,038	
Net cash outflow from investing activities			(793,106)		(1,057,355)
Net cash (outflow)/inflow before financing			(292,375)		(49,190)
Financing Activities					
Expenditure funded from Reserves	11	(275,486)		(81,285)	
			(275,486)		(81,285)
Increase/(Decrease) in cash and cash equivalents	12		(567,861)		(130,475)

# \* Purchase and Sale of Tangible Fixed Assets

During the year ended 31 December 1994 a new property was acquired for use as the Midlands regional office and the old office was sold.

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

•		19	95	199	4
	Note	£	£	£	£
Surplus before transfer to Reserves			156,358		266,326
Expenditure from Reserves					
Property and Refurbishing Reserve		109,563		76,175	
Pension Reserve		33,812		82,843	
Special Contingency Reserve		134,182		30,489	
Legal Defence Reserve		29,523		(48,245)	
Lombard Centenary award		734		1,523	
Industry Image Fund		(32,328)		(61,500)	
•	_		275,486		81,285
Total recognised gains relating to the year			(119,126)		185,041
Prior Year Adjustment	15	_			(73,526)
Total gains (losses) recognised since last Annua	ıl Report		(119,126)		111,515

### 1 Accounting Policies

# (i) Preparation of Accounts

These Accounts have been prepared under the Historical Cost Convention and in accordance with applicable Accounting Standards.

# (ii) Depreciation

Depreciation is provided on an annual instalments basis over the expected useful lives of assets as follows:

Freehold Buildings	50 years
Motor Vehicles	4 years
Furniture and Equipment	4 years
Computers	4 years

# (iii) Stock

Stock is valued at the lower of cost and net realisable value.

### (iv) Taxation

Taxation is provided on non-member income only.

# (v) Turnover

Membership fees are recognised on a receipts basis only. All other income is recognised at the point of sale or at the time the service is provided. All turnover excludes value added tax.

#### (vi) Pensions

The pension costs charged against profits are based on an actuarial method and actuarial assumptions designed to spread the anticipated pension costs over the service lives of the employees of the scheme, in such a way that seeks to ensure that the regular pension cost represents a substantially level percentage of the current and expected future pensionable payroll. Variations from regular costs are spread over the average remaining service lives of current employees in the scheme.

# 2 Turnover and Gross Surplus

•			1995	1994
	Gross Turnover	Direct Costs	Gross Surplus	Gross Surplus
	£	£	£	£
Membership fees	2,345,976	_	2,345,976	2,334,867
Vehicle Inspection Service	4,427,287	3,306,701	1,120,586	1,261,665
Freightcheck	1,541,471	1,047,598	493,873	489,920
Training courses	1,607,723	1,256,376	351,347	472,811
Publications and advertising	885,552	482,003	403,549	423,910
Other membership services	829,456	365,102	464,354	385,851
Sundry income	314,744	178,723	136,021	156,345
	11,952,209	6,636,503	5,315,706	5,525,369

Membership fees are recognised in the month in which they are received and no provision for the prepaid portion is carried forward at Balance Sheet date.

Only direct salaries and expenses have been charged to the departments. Member services and administrative salaries and expenses have been included in 'National operating expenses'.

All income is generated in the UK.

# 3 National Operating Expenses

The heading 'Administration expenses' which is specified in the Companies Act 1985 has been altered in favour of the heading 'National operating expenses'. The Directors consider that this heading more accurately describes the nature and substance of the expenses than that prescribed by the Companies Act 1985.

# 4 Total Expenditure

The Surplus for the year is derived after charging:

	The Surplus for the year is derived after charging.		
		1995	1994
		£	£
	Audit fees	25,250	24,450
	Depreciation	917,403	860,952
	Profit on sale of assets	110,195	122,904
		•	
5	Employment Costs		
		1995	1994
		£	£
	Salaries	5,604,911	5,287,470
	Social Security	446,220	426,418
	Pensions	823,863	777,119
	Salary costs are inclusive of redundancy payments		
		1995	1994
	The average number of employees during the year was:	344	322

#### 6 Taxation

The Association is liable for taxation only on surpluses arising from non-members. The taxation charge for the year based on this income is as follows:

	1995	1994
	£	£
Corporation tax at 25% Overprovision for 1994 (1993 – Underprovision)	30,482 (80)	28,879 275
•	30,402	29,154

7	Tangible Assets					
Ť		Freehold Property	Motor Vehicles	Furniture and Equipment	Computer Equipment	Total
		£	£	£	£	£
	Cost			•		
	Balance at 1 January 1995 Additions	2,868,225 29,179	2,361,131 539,027	358,366 234,247	657,457 121,044	6,245,179 923,497
	Written-off Disposals	<del>-</del> -	(467,728)	(26,269)	(321,257)	(347,526) (467,728)
	Balance at 31 December 1995	2,897,404	2,432,430	566,344	457,244	6,353,422
	Depreciation					
	Balance at 1 January 1995 Provision Written-off Disposals	451,040 56,347 -	1,207,550 577,802 - (447,532)	165,226 141,586 (26,269)	470,797 141,668 (321,257)	2,294,613 917,403 (347,526) (447,532)
	Balance at 31 December 1995	507,387	1,337,820	280,543	291,208	2,416,958
	Net Book Value 31 December 1995	2,390,017	1,094,610	285,801	166,036	3,936,464
	Net Book Value 31 December 1994	2,417,185	1,153,581	193,140	186,659	3,950,565
8	Debtors					
					1995	1994
•					£	£
	Debtors for goods and services Other debtors Prepayments and accrued income				2,142,216 66,003 382,710	2,101,257 23,171 253,102
					2,590,929	2,377,530
9	Creditors				1995	1994
					£	£
	Trade creditors				509,760	608,521
	Accruals and deferred income: Vehicle Inspection Service Freightcheck Other member services Payroll and other taxes				1,896,803 641,360 109,121 400,949	1,929,642 658,090 176,877 408,017
	General accruals and other creditor Corporation tax payable	S			368,305 30,482	361,893 28,879
					3,956,780	4,171,919

#### 10 Reserves and Funds

#### (i) General Reserve

The Association is limited by guarantee and does not have any share capital. Annual surpluses or deficits, after providing for specific reserves, which are detailed below, are transferred to the general reserve.

## (ii) Reconciliation of movements in shareholders funds

Within the meaning of FRS3 the total of the Association's Accumulated Reserve and Other Reserves constitute 'Shareholders funds'. The movement in the Accumulated Reserve is shown in the Balance Sheet and the movements in the Other Reserves are detailed below.

# (iii) Property and Refurbishing Reserve

	1995	1994
	£	£
Balance at 1 January 1995 Allocation from income in the year	95,087 50,000	121,262 50,000
Less: Expenditure in the year	145,087 109,563	171,262 76,175
Balance at 31 December 1995	35,524	95,087

## (iv) Pension Reserve

The Pension Reserve was established to help finance possible future commitments for early retirement and to meet cases of hardship. Movements in the reserve during the year were as follows:

	1995	1994
	£	£
Balance at 1 January 1995 Allocation from income in the year	71,262 20,000	104,105 50,000
Less: Expenditure in the year	91,262 33,812	154,105 82,843
Balance at 31 December 1995	57,450	71,262

# (v) Special Contingency Reserve

The Special Contingency Reserve was established to provide for projects or expenditure outside the normal course of the Association's business. Movements in the reserve during the year were as follows:

	1995	1994
	£	£
Balance at 1 January 1995 Allocation from income in the year	144,511	175,000 -
Less: Expenditure in the year	144,511 134,182	175,000 30,489
Balance at 31 December 1995	10,329	144,511

# (vi) Legal Defence Reserve

The Legal Defence Reserve was established in 1992 to provide for possible actions considered necessary to protect the interests of the Association and its members. Movements during the year were as follows:

	1995	1994
	£	£
Balance at 1 January 1995 Additions to the Reserve in the year	138,245 30,000	60,000 92,000
Less: Expenditure in the year	168,245 29,523	152,000 13,755
Balance at 31 December 1995	138,722	138,245

# (vii) Lombard Centenary Award Fund

The Lombard Centenary Award Fund exists to provide a training award for students involved in transport related subjects. Movements in the fund during the year were as follows:

	19 <b>9</b> 5	1994	
	£	£	
Balance at 1 January 1995 Allocation from income in the year	1,125	2,648	
Less: Expenditure in the year	1,125 734	2,648 1,523	
Balance at 31 December 1995	391	1,125	

# (viii) Industry Image Fund

The Industry Image Fund is set up to promote actions to improve the image of the freight transport industry.

	1995	1994
	£	£
Balance at 1 January 1995 Amounts received from members Allocation from income in the year	61,500 86,000 	- 11,500 50,000
Less: Expenditure in the year	147,500 53,672	61,500
Balance at 31 December 1995	93,828	61,500

# 11 Net Cash Inflow

The reconciliation of Operating Surplus to Net Cash Inflow for the year is as follows:

	1995	1994
	£	£
Operating Surplus:	67,672	177,585
Depreciation	917,403	860,952
Surplus on sale of fixed assets	(110,195)	(122,904)
(Increase)/Decrease in Stocks	(34,296)	4,486
(Increase)/Decrease in Debtors	(216,421)	(80,224)
Increase/(Decrease) in Creditors	(216,742)	85,484
Net cash inflow from operating activities	407,421	925,379
(Income Credited to)/Expenditure funded from Reserves:		
Funded from Property and Refurbishment Reserve	109,563	76,175
Funded from Pension Reserve	33,812	82,843
Funded from Special Contingency Reserve	134,182	30,489
Funded from Lombard Centenary Fund	734	1,523
Funded from Legal Defence Reserve	29,523	(48,245)
Funded from Industry Image Fund	(32,328)	(61,500)
•	275,486	81,285
12 Movement in Cash and Cash Equivalents		
	1995	1994
	£	£
Balance brought forward	1,914,838	2,045,313
(Decrease)/Increase in the year	(567,861)	(130,475)
Balance carried forward	1,346,977	1,914,838
Represented by:		
Cash at bank and in hand	4,977	37,838
Deposits at short notice	1,342,000	1,877,000
	1,346,977	1,914,838

#### 13 Pensions

The Association operates a contributory pension scheme which is voluntary. Entry is open to all full time members of staff who are over 20 and under 59. The scheme is of the defined benefit type with its assets held in a separate trust and invested by the trustees, Abbey National Independent Trustees Limited; K H Taylor, FTA's Executive Director – Personnel and Business Services and R S Nolan, FTA's Secretary and Executive Director – Finance, Consultancy and International. The Association's contributions are determined by a qualified actuary on the basis of a triennial valuation using the projected unit method. The most recent valuation was in December 1995. The principal assumptions adopted in the valuation were that over the long term, the annual rate of return on investments will be 9%, that each member's pensionable salary will increase by 7% and pensions will increase at 5% per annum. Over the previous two years, average salaries have increased by 4.3%. At the date of the latest actuarial valuation, 31 December 1995, on a continuing basis, the market value of the assets of the scheme was £16.2 million and the actuarial value of the assets was sufficient to cover 82.5% (1994 – 79%) of the benefits that had accrued to members, after allowing for expected future increases in earnings. This deficiency should be eliminated by 2011 (1994–2011) at the current employer's contribution rate of 18.5% of pensionable earnings.

# 14 Operating Leases

### Annual commitment under operating leases

At 31 December 1995 there were the following annual commitments under non-cancellable operating leases:

## Operating leases that expire:

	1995		1994	
	Land & Buildings	Other	Land & Buildings	Other
	£	£	£	£
Within one year	_	_	_	_
In second to fifth years	_	_	_	_
Over five years	28,950	_	28,950	_
	28,950		28,950	<b>→</b>

#### 15 Prior Year Adjustment

The prior year adjustment results from a change to a more accurate accounting policy for the Vehicle Inspection Service income.

## 16 Contingent Liability

Contingent liabilities existed at 31 December 1995, arising in the ordinary course of business in connection with guarantees relating to TIR Carnets. These are issued throughout Europe by various members of the International Road Transport Union (IRU) of which FTA is one. Other contingent liabilities, also arising in the ordinary course of business, existed at 31 December 1995 in connection with guarantees relating to the Community Transit Scheme.

The Directors do not anticipate a material liability for the Association.

# FTA

Freight Transport Association Limited, Hermes House, St John's Road, Tunbridge Wells, Kent TN4 9UZ Tel: (01892) 526171 Fax: (01892) 534989

Director General: D C Green FCIT FILog

Deputy Director General: R K Turner MSc BSc(Hons) CEng MICE FIHT FILog

Secretary and Executive Director - Finance, Consultancy and International: R S Nolan FCA

Executive Director - Transport Policy: J E Hookham MSc BTech

Executive Director - Personnel and Business Services: K H Taylor FIPD MCIT

Executive Director - Regions: R M Armstrong FCIT MILog

# REGIONAL OFFICES

# London and South-Eastern Region

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