REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2005

FOR

TUDOR HALL SCHOOL LIMITED

(a company limited by guarantee)

Charity No. 1042783

Company No. 2995266

#A5PD9EQU# 445
COMPANIES HOUSE 20/04/2006

CONTENTS OF THE FINANCIAL STATEMENTS for the year ended 31 August 2005

	Page
Company Information	1
Report of the Directors	2 - 3
Report of the Independent Auditors	4 - 5
Statement of Financial Activities	6
Balance Sheet	7
Cash Flow Statement	8
Notes to the Cash Flow Statement	9
Notes to the Financial Statements	10 - 17
Income and Expenditure Account	Annexe A

COMPANY INFORMATION for the year ended 31 August 2005

DIRECTORS:

Mrs K J Boult Miss S T Carrdus Rev. D J Duncanson Miss H Holden-Brown

Mrs S North Mrs B Polk

Mr B Ruck-Keene Mrs S Russell-Cobb Lady J M Wellesley Mr P C R Whittle

Mr M C Fetherston-Dilke

Mr C P Dodson

SECRETARY:

Miss H L Jackson

REGISTERED OFFICE:

7 West Bar Banbury Oxfordshire OX16 9SD

REGISTERED NUMBER:

2995266

CHARITY NUMBER:

1042783

AUDITORS:

Jones Boughton

Chartered Accountants Registered Auditors

7 West Bar Banbury Oxfordshire OX16 9SD

BANKERS:

The Royal Bank of Scotland plc

1 Fleet Street London

EC4Y 1BD

SOLICITORS:

Hewitsons

7 Spencer Parade Northampton NN1 5AB

REPORT OF THE DIRECTORS for the year ended 31 August 2005

The trustees, who are also directors of the charity for the purposes of the Companies Act, submit their annual report and the audited financial statements for the year ended 31 August 2005. The trustees have adopted the provisions of the Statement of Recommended Practice (SORP) "Accounting by Charities" issued in October 2000 in preparing the annual report and financial statements of the charity.

The charity is a charitable company limited by guarantee. It is governed by a Memorandum & Articles of Association.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements. The school pupil numbers are at an historical high and the girls have achieved good academic success.

Bursaries and grants are awarded to girls depending on their academic, pastoral and financial needs.

FIXED ASSETS

The directors are of the opinion that the market value of the company's properties is substantially in excess of the book amount but, in the absence of a recent valuation, the amount of the excess is not quantified.

FUTURE DEVELOPMENTS

A project is currently under construction, being a new dining room, kitchen, laundry, shop and changing rooms with an estimated cost of £3.0m. In addition the project will involve the refurbishment of the main building estimated at £0.5m

DIRECTORS

The directors during the year under review were:

Mr I R MacNicol

Mrs K J Boult

Miss S T Carrdus

Rev. D J Duncanson

Miss H Holden-Brown

Mrs S North

Mrs B Polk

Mr B Ruck-Keene

Mrs S Russell-Cobb

Lady J M Wellesley

Mr P C R Whittle

Mr M C Fetherston-Dilke

Mr C P Dodson

- resigned 21.6.05

In accordance with the Articles of Association, Lady J M Wellesley, Miss S T Carrdus, Mr B Ruck-Keene and Mr M C Fetherston-Dilke will retire at the forthcoming Annual General Meeting, and being eligible, will stand for re-election.

RESERVES

The school is operated in surplus and has been improving the school facilities from surplus whilst building a reserve fund. Other than monies that are being accumulated with regard to this project referred to above it is the School's policy to maintain at least one term's level of fee income as a reserve.

REPORT OF THE DIRECTORS for the year ended 31 August 2005

OBJECTS AND ORGANISATION

The objects of the School are set out in the Memorandum, as the provision of a broad education that is continually improved and updated, to provide facilities to enable pupils to develop their potential in every dimension.

The Directors determine the general policy of the School. The day to day management of the School is delegated to the Headmistress and Bursar.

RISK MANAGEMENT

The Board continues to keep the School's activities under review, particularly with regard to any major risks that may arise from time to time, and to monitor the effectiveness of review systems, which allow these risks to be mitigated to an acceptable level.

INVESTMENT POWERS, POLICY AND PERFORMANCE

The Boards' investment powers are governed by the Memorandum and Articles, which give the Directors full and unrestricted powers of investment. The Boards' policy is to invest reserves of at least £1m, with a view to long term capital growth rather than maximising income. This has been affected by the project referred to above. The Board remain confident about the long term future.

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 the surplus or deficit of the company for that period. In preparing those financial statements, the directors are required to:

- Select suitable accounting polices 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 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 have overall responsibility for ensuring that the company has appropriate systems of controls, financial or otherwise.

The directors are responsible for keeping 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

A resolution proposing that Jones Boughton be re-appointed as auditors of the company will be put to the Annual General Meeting.

ON BEHALF OF THE BOARD:

1 Common of

Mr P C R Whittle - DIRECTOR

15 November 2005

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TUDOR HALL SCHOOL LIMITED

We have audited the financial statements of Tudor Hall School Limited for the year ended 31 August 2005 which comprise such as the Statement of Financial Activities, the Balance Sheet, the Cash Flow Statement and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Trustees Responsibilities the trustees (who are the directors of Tudor Hall School Limited for the purposes of company law) are responsible for the preparation of the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the Trustees Annual Report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 of 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF TUDOR HALL SCHOOL LIMITED

(continued)

Opinion

In our opinion the financial statements give a true and fair view of the state of the charity's affairs as at 31 August 2005 and of its incoming resources and application of resources, including its income and expenditure, in the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Jones Boughton

Chartered Accountants

Registered Auditors

7 West Bar

Banbury

Oxfordshire

OX16 9SD

15 November 2005

STATEMENT OF FINANCIAL ACTIVITIES

for the year ended 31 August 2005

(including summary income & expenditure account)

	Notes	Unrestricted Funds £	Total 2004 £
Incoming Resources			
Activities in furtherance of the charity's objects:			
Fees	3	4,468,316	4,223,607
Other operating income	4	100,879	38,877
Activities for generating funds:			
Investment income	5	75,255	56,561
Total incoming resources		4,644,450	4,319,045
Charitable expenditure:			
Costs of activities in furtherance of the charity's objects:			
Direct school costs	6	3,261,649	3,007,919
Support costs	6	873,625	786,415
Management and administration	6	31,055	32,677
Total resources expended		4,166,329	3,827,011
Net incoming resources		478,121	492,034
Net gains on investment assets	7	74,678	85,705
Net movement in funds:		552,799	577,739
Fund balances brought forward at 1 September 2004	17	7,917,927	7,340,188
Fund balances carried forward at 31 August 2005	21	8,470,726	7,917,927

All of the above results are derived from continuing activities. All gains and losses recognised in the year are included above.

BALANCE SHEET 31 August 2005

	Notes	2005	2004
FIXED ASSETS	10	C 200 00C	5 904 935
Tangible assets Investments	10	6,380,096	5,894,235
investments	11	1,250,649	1,175,971
		7,630,745	7,070,206
			
CURRENT ASSETS			
Stocks	12	10,711	11,068
Debtors	13	143,943	•
Cash at bank and in hand		1,420,136	1,148,311
		1,574,790	1,380,235
CREDITORS		, ,	, ,
Amounts falling due within one year	14	694,009	471,112
NET CURRENT ASSETS		880,781	909,123
		-	
TOTAL ASSETS LESS CURRENT LIABILITIES		8,511,526	7,979,329
CREDITORS			
Amounts falling due after more than one year	15	(40,800)	(61,402)
		8,470,726	7,917,927
TOY IN THE CI			
FUNDS Unrestricted funds	17	8,470,726	7,917,927
TOTAL FUNDS	21	8,470,726	7,917,927

ON BEHALF OF THE BOARD:

The financial statements on pages 6 to 17 were approved by the trustees on 15 November 2005 and signed on their behalf by:

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Mr P C R Whittle - DIRECTOR

15 November 2005

CASH FLOW STATEMENT for the year ended 31 August 2005

	Notes	2005	2004
Net cash inflow from operating activities	1	913,402	227,416
Returns on investments and servicing of finance	2	75,255	56,561
Capital expenditure and financial investment	2	(688,056)	(499,484)
Financing	2	3,687	-
Increase/(Decrease) in cash in the period		304,288	(215,507)
Reconciliation of net cash flow to movement in net funds	3		
Increase/(Decrease) in cash in the period		304,288	(215,507)
Change in net funds resulting from cash flows		304,288	(215,507)
Movement in net funds in the period Net funds at 1 September 2004		304,288 1,102,689	(215,507) 1,318,196
Net funds at 31 August 2005		1,406,977	1,102,689

NOTES TO THE CASH FLOW STATEMENT for the year ended 31 August 2005

1 RECONCILIATION OF OPERATING SURPLUS TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	OPERATING ACTIVITIES		2005	2004
			2005	2004
	0 ()		£	£
	Operating surplus		402,866	435,473
	Depreciation charges		201,297	241,285
	Loss on disposal		898	-
	Decrease in stocks		357	,
	Decrease/(Increase) in debtors		44,445	, , ,
	Increase/(Decrease) in creditors		263,539	(441,405)
	Net cash inflow from operating activities		913,402	227,416
2	ANALYSIS OF CASH FLOWS FOR HEADINGS N	ETTED IN THE	CASH FLO	W
	STATEMENT		2005	2004
			2005 £	2004 £
	Returns on investments and servicing of finance			
	Interest received		74,686	56,561
	Dividends received		569	
	Net cash inflow for returns on investments and service	cing		
	of finance		75,255	56,561
				-
	Capital expenditure and financial investment			
	Purchase of tangible fixed assets		(700,104)	(499,484)
	Purchase of fixed asset investments		_	-
	Sale of tangible fixed assets		12,048	-
	Net cash outflow for capital expenditure and		(600.050	(100, 10.1)
	financial investment		(688,056)	(499,484)
	Financing			
	Debt due within a year:			
	Increase in short-term borrowings		11,061	-
	Capital element of hire purchase payments		(7,374)	-
	Net cash inflow from financing		3,687	-
3	ANALYSIS OF CHANGES IN NET FUNDS	4 4 1 10 10 4	Cl. fl	14 21 /0/05
		At 1/9/04 £	Cash How	At 31/8/05 £
	Net cash:			
	Cash at bank and in hand	1,102,689	304,288	1,406,977

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

1 ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements have been prepared under the historical cost convention, with the exception of investments, which are included at market value. The financial statements have been prepared in accordance with the Statement of Recommended Practice (SORP), "Accounting and Reporting by Charities" published in October 2000 and applicable accounting standards. The charity has availed itself of Paragraphs 3(3) of Schedule 4 and adapted the Companies Act formats to reflect the special nature of the charity's activities.

Funds accounting

General funds are unrestricted funds, which are available for use at the discretion of the directors in furtherance of the general objectives of the charity, and which have not been designated for other purposes. Turnover represents the amount derived from fees receivable and charges for services, in the period in which the service is provided. Fees receivable are stated after deducting allowances and scholarships granted by the school. All expenditure is accounted for on an accrual basis, and has been classified under headings that aggregate all costs to that category.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property

- 2% on cost

Fixtures and fittings

- 25% on reducing balance

Motor vehicles

- 25% on cost

Computer equipment

- 25% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value.

Hire purchase and leasing commitments

Rentals charged to operating leases are charged to income as incurred.

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. Contributions payable for the year are charged in the profit and loss account.

Investments

Investments are included at market value at the Balance Sheet date. Both realised and unrealised gains and losses are shown in the Statement of Financial Activities.

2 PRIOR YEAR ADJUSTMENTS

Included in Debtors last year, were receipts regarding over payment of fees of £74,341. This amount has been adjusted to Creditors for last year and the same similar adjustment made this year.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

3 INCOMING RESOURCES

	The school's fee income comprised:	2005 £	2004 £
	Gross fees	4,665,765	4,386,594
	Less: Total bursaries, grants and allowances	(197,449)	(162,987)
		4,468,316	4,223,607
			
4	OTHER OPERATING INCOME	2005	2004
		£	£
	Disbursements and extras	59,434	14,329
	Registration fees	3,100	3,774
	Rent received	38,345	20,774
		100,879	38,877
		·	
4a	STAFF COSTS	2005	2004
		£	£
	Wages and salaries	2,466,867	2,179,909
	Social security costs	179,178	156,365
	Other pension costs	217,319	208,789
		2,863,364	2,545,063
		:	
	The average monthly number of employees during the year was as for		2004
		2005	
	Teachers	Number	Number
		70	67
	Other staff	65	60
		135	127
	The number of staff whose salary falls into the following bands is:		
		2005	2004
		Number	Number
	£50,001 - £60,000	_	_
	£60,001 - £70,000	1	1
		•	•

The employee earning more than £50,000 participated in the pension scheme.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

5	INVESTMENT INCOME	2005 £	2004 £
	Interest receivable	74,686	56,561
	Dividends receivable from investments and unit trusts	569	-
		75,255	56,561
6	OPERATING PROFIT		
	The operating profit is stated after charging:	2005	2004
		£	£
	Other operating leases	24,440	20,424
	Depreciation – owned assets	196,084	203,755
	Depreciation – assets on hire purchase	5,213	-
	Loss on disposal of fixed assets	898	37,530
	Auditors' remuneration	4,100	4,100
	Auditor's remuneration for non audit work	12,491	13,025
	Directors' emoluments	-	-
			 -
	Expenditure - Analysis of Total Resources Expended	2005	2004
		£	£
	Charitable Activities:		
	Staff costs	2,863,364	2,545,063
	Depreciation and fixed asset disposals	202,195	241,285
	Food	196,090	221,571
	Premises and support costs	873,625	786,415
	Management and administration	31,055	32,677
		4,166,329	3,827,011
7	UNREALISED GAIN ON INVESTMENTS	2005	2004
		£	£
	Unrealised gain	74,678	85,705
		===	

8 TAXATION

The Directors believe that no liability for corporation tax arises on the results for the year due to the company's charitable status.

9 PENSION COSTS

The charity operates a contributory pension scheme. It is a defined contribution scheme and contributions are charged to the statement of financial activities as they accrue. The charge for the year was £217,319 (2004 £208,789).

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

10 TANGIBLE FIXED ASSETS

		Fixtures	-		
	Freehold property £	and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST:	-	_		-	~
At 1 September 2004	6,855,343	208,358	29,757	303,883	7397,341
Additions	602,657	61,913	´ -	35,534	700,104
Disposals	(1,213)	(17,000)	-	(9,048)	(27,261)
At 31 August 2005	7,456,787	253,271	29,757	330,369	8,070,184
DEPRECIATION:	·				
At 1 September 2004	1071,230	168,787	29,757	233,332	1,503,106
Charge for year	142,230	21,121	-	37,946	201,297
Disposals	(432)	(11,621)	-	(2,262)	(14,315)
At 31 August 2005	1,213,028	178,287	29,757	269,016	1,690,088
NET DOOK VALUE.					
NET BOOK VALUE: At 31 August 2005	6,243,759	74,984	-	61,353	6,380,096
At 31 August 2004	5,784,113	. 39,571	-	70,551	5,894,235
					=

Included in land and buildings is freehold land at £2,000 (2004 £2,000) which is not depreciated.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

TANGIBLE FIXED ASSETS continued...

Fixed assets, included in the above, which are held under hire purchase contracts are as follows:

ionows.	Fixtures and fittings £
COST At 1 September 2004 Additions Disposals	20,854
At 31 August 2005	20,854
DEPRECIATION At 1 September 2004 Charge for year Eliminated on disposal	5,213
At 31 August 2005	5,213
NET BOOK VALUE At 31 August 2005	5,213
At 31 August 2004	

11	FIXED ASSET INVESTMENTS	Listed Investments 2005 £	Listed Investments 2004 £
	Market value at 1 September 2004 Additions	1,175,971	1,090,266
	Net Investment gains	74,678	85,705
	Market Value at 31 August 2005	1,250,649	1,175,971
	Historical cost at 31 August 2005	1,167,831	1,259,620
	UK Listed Investments are represented:	2005	2004
	Investment Trusts and Unit Trusts	1,250,649	1,175,971
		1,250,649	1,175,971

The investments are held as a portfolio, and during the year, various investments were purchased and sold. The majority of the assets sold were sold at a loss and reinvested into UK listed investments.

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

11 FIXED ASSET INVESTMENTS continued...

Analysis of investments, representing more than 5% of total investments for 2005.

		Market Value £	Historical Cost £
	Barings FD - Income Plus	88,232	89,770
	Charities Aid – Bond Income	91,490	94,164
	Charities Aid – UK Equity Growth	88,601	88,187
	Investment Account	138,641	138,641
12	STOCKS	2005	2004
		£	£
	Stocks	10,711	11,068
10			
13	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2005	2004
		2005 £	2004 £
	Trade debtors	77,107	103,890
	Prepayments	66,836	116,966
		143,943	220,856
		143,943	220,830
14	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2005	2004
		£	£
	Bank overdraft	13,159	45,622
	Hire Purchase contracts	3,687	-
	Trade creditors	252,901	164,917
	Social security and other taxes	117,418	54,994
	Income received in advance	149,992	148,535
	Accruals and deferred income	156,852	52,044
	Bursary fund	-	5,000
		694,009	471,112
15	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	N 2005	2004
	ONE TEAR	£003	£
	Confirmation fees	40,800	32,100
	Bursary fund	-	29,302
		40,800	61,402

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

16 OBLIGATIONS UNDER LEASING AGREEMENTS

	The following payments are committed to be paid within one year:	Operating Leases	
		2005 £	2004 £
	Expiring:		
	Between two and five years	24,889	24,889
			
17	RESERVES		ome and
		Expendit	ure Account £
	At 1 September 2004	-	7,917,927
	Retained surplus for the year		552,799
	At 31 August 2005	-	3,470,726
		=	
18	CAPITAL COMMITMENTS	2005 £	2004 £
	Not provided for in the financial statements	3,500,000	2,100,000

19 TRANSACTIONS WITH DIRECTORS

The directors neither received or waived any emoluments for this and last year. Directors received £1,719 (2004 £1,299) for travel expenses. Directors' indemnity insurance of £3,130 was paid in the year (2004 £2,730).

20 RELATED PARTY DISCLOSURES

The school received £14,225 (2004 £4,248) from the Friends of Tudor Hall Trust as scholarships fees for pupils. The Friends of Tudor Hall Trust owed the school £734 (2004 £2,233) at the year end.

21	RECONCILIATION OF MOVEMENTS IN RESERVES	2005 £	2004 £
	Surplus for the financial year	552,799	577,739
			
	Net addition to reserves	552,799	577,739
	Opening reserves	7,917,927	7,340,188
	Closing reserves	8,470,726	7,917,927

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 August 2005

22 CONTROLLING INTEREST

The trustees have the controlling interest in the company.

23 UNRESTRICTED FUNDS

All the funds of the company are unrestricted.

The company is limited by guarantee and does not have any issued share capital. Every member of the school undertakes to contribute such amount as may be required (not exceeding £10) to the school's assets if it should be wound up, while he or she is a governor.

24	STATEMENT OF FUNDS	At		Investments At		
		1.9.04	Income	Expenditure	gross	31.8.05
		£	£	£	£	£
	General Reserve	7,917,927	4,644,450	4,166,329	74,678	8,470,726

The general reserve represents the free funds which are not designated for particular purposes.