CONSTITUTION HILL LIMITED COMPANY LIMITED BY GUARANTEE UNAUDITED FINANCIAL STATEMENTS 31 MARCH 2012

Charity Number 1071422



FRANCIS GRAY

Chartered Accountants
Ty Madog
32 Queens Road
Aberystwyth
Ceredigion, SY23 2HN

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

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MEMBERS OF THE BOARD AND PROFESSIONAL ADVISERS

Registered charity name

Constitution Hill Limited

Charity number

1071422

Company registration number

03445246

Principal office

Cliff Railway House

Cliff Terrace Aberystwyth Ceredigion SY23 2DN

Registered office

Cliff Terrace Aberystwyth Ceredigion SY23 2DN

Trustees

M Morris MBE - Chair

P Marsden R Lewis R Ricketts M Strong C Williams D Rees-Evans

Secretary

Pamela Marsden

Independent examiner

Francis Gray Chartered Accountants

The Institute of Chartered Accountants in

England & Wales

Ty Madog

32 Queens Road Aberystwyth

Ceredigion, SY23 2HN

Bankers

National Westminster

PO Box 5

Owain Glyndwr Square

Aberystwyth Ceredigion SY23 2NB

TRUSTEES ANNUAL REPORT

YEAR ENDED 31 MARCH 2012

The trustees, who are also directors for the purposes of company law, present their report and the unaudited financial statements of the charity for the year ended 31 March 2012

REFERENCE AND ADMINISTRATIVE DETAILS

Reference and administrative details are shown in the schedule of members of the board and professional advisers on page 1 of the financial statements

THE TRUSTEES

The trustees who served the company during the period were as follows

M Morris MBE - Chair

P Marsden

R Lewis

R Ricketts

M Strong

C Williams

D Rees-Evans

STRUCTURE, GOVERNANCE AND MANAGEMENT

The company is limited by guarantee governed by its Memorandum and Articles of Association. It is a registered charity (No. 1071422) with the Charity Commission. The company is managed by the Management Committee who are elected by the members of the Annual General Meeting of the Company. The Management Committee may at any time co-opt up to three persons to the Management Committee. Members of the Management Committee are also appointed as Directors of the Company. The Management Committee meet regularly to manage its affairs. The charity employs a manager to operate the Cliff Railway.

OBJECTIVES AND ACTIVITIES

In shaping our objective for the year and planning our activities, the trustees have considered the Charity Commission's guidance on public benefit, including the guidance on public benefit and fee charging. The Charity relies on income from fees and charges to cover its operating costs. In setting the level of fees, charges and concessions, the trustees give careful consideration to the accessibility of the Cliff Railway for those on low incomes.

Charitable objects

The Charity's object and its principal activity is to advance the education of the public through conservation of the Aberystwyth Cliff Railway for the public benefit and through the encouragement of voluntary work in support of the Aberystwyth Cliff Railway

Day to day operations

The site is leased from Ceredigion County Council for 99 years from July 1998 at a peppercorn rent. The lease consists of the top and bottom stations with a track on which a funicular railway runs, and the land at the summit on which a Camera Obscura and café is built.

Co-operation with other charities

It is an objective of the charity to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the objects or similar charitable purposes and to exchange information and advice with them

TRUSTEES ANNUAL REPORT (continued)

YEAR ENDED 31 MARCH 2012

ACHIEVEMENTS AND PERFORMANCE

The year to 31 March 2012 was a very busy year Work was started on the redevelopment of the old café building at the beginning of April 2011 having secured a £71,000 grant from the Ceredigion Social Enterprise Growth Fund (CSEGF) The main part of this work was completed by early August enabling the facilities to be open for the remainder of the season

In early summer due to a customer complaint we had a visit from the Health & Safety Executive (HSE) with a formal order to complete some repairs immediately and to give them a timetable as to when the major work they required would be done, again we applied for grant funding and received £30,000 from the Aber RA Fund and £20,000 from the Ceredigion Community Fund. The work which was required to be done immediately was done in September with the major work, the re alignment of track and fitting new pandroll clips, rope brake system and drainage system being done with the laying of new ballast around half way through. As we were asked by the HSE to give them a timetable on when we would carry out this work we told them as we had the grants they would be done straight away rather than over a period of years, this satisfied their requirements

Risk Management

The trustees continue to monitor the risks to which the charity is exposed. These risks are constantly under review and systems improved to mitigate their possible effects on the charity.

FINANCIAL REVIEW

The general fund is currently at a deficit of £54,937 (2010 £75,504) due to the extensive regeneration work undertaken during the year. It is anticipated activities will continue to improve during the next year given the improvement of facilities and popularity of the site and gradually increasing stability of the economy.

Reserves

The charity's policy is to hold at least 3 months running costs in reserve. This policy will not be achieved until the deficit on the general fund has been cleared.

PLANS FOR FUTURE PERIODS

All the work carried out over the year including the games room and track and brake system has put us in good stead for the future

RESPONSIBILITIES OF THE TRUSTEES

The trustees (who are also the directors of Constitution Hill Limited for the purposes of company law) are responsible for preparing the Trustees Annual Report and the financial statements in accordance with applicable law and regulations

TRUSTEES ANNUAL REPORT (continued)

YEAR ENDED 31 MARCH 2012

Company law requires the trustees to prepare financial statements for each financial year. Under that law the trustees have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and the income and expenditure of the charitable company for that period

In preparing these financial statements, the trustees are required to

select suitable accounting policies and then apply them consistently,

observe the methods and principles in the Charities SORP,

make judgements and accounting estimates that are reasonable and prudent,

state whether applicable UK 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 charitable company will continue in operation

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the the Companies Act 2006. They are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT EXAMINER

Francis Gray Chartered Accountants
The Institute of Chartered Accountants in
England & Wales has been re-appointed as independent examiner for the ensuing year

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

Registered office Cliff Terrace Aberystwyth Ceredigion SY23 2DN Signed by order of the trustees

Panela Marades

PAMELA MARSDEN Company Secretary

18 October 2012

INDEPENDENT EXAMINER'S REPORT TO THE MEMBERS OF CONSTITUTION HILL LIMITED

YEAR ENDED 31 MARCH 2012

I report on the accounts of the charity for the year ended 31 March 2012 set out on pages 7 to 15

RESPECTIVE RESPONSIBILITIES OF TRUSTEES AND INDEPENDENT EXAMINER

The charity's trustees (who are also the directors of Constitution Hill Limited for the purposes of company law) are responsible for the preparation of the accounts. The charity's trustees consider that an audit is not required for this year (under section 43(2) of the Charities Act 1993 (the 1993 Act), as amended by section 28 of the Charities Act 2006) and that an independent examination is needed

Having satisfied myself that the charity is not subject to audit under company law and is eligible for independent examination, it is my responsibility to

- examine the accounts (under section 43(3)(a) of the 1993 Act, as amended),
- to follow the procedures laid down in the General Directions given by the Charity Commission (under section 43(7)(b) of the 1993 Act, as amended), and
- to state whether particular matters have come to my attention

BASIS OF INDEPENDENT EXAMINER'S STATEMENT

My examination was carried out in accordance with the General Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeking explanations from you as trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently I do not express an audit opinion on whether the accounts present a 'true and fair view'.

INDEPENDENT EXAMINER'S STATEMENT

In connection with my examination, no matter has come to my attention

- (1) which gives me reasonable cause to believe that in any material respect the trustees have not met the requirements to ensure that
 - proper accounting records are kept (in accordance with section 386 of the Companies Act 2006), and
 - accounts are prepared which agree with the accounting records, comply with the accounting requirements of section 396 of the Companies Act 2006 and with the methods and principles of the Statement of Recommended Practice Accounting and Reporting by Charities, or
- (2) to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached

INDEPENDENT EXAMINER'S REPORT TO THE MEMBERS OF CONSTITUTION HILL LIMITED (continued)

YEAR ENDED 31 MARCH 2012

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Francis Gray Chartered Accountants
The Institute of Chartered Accountants in
England & Wales
Independent examiner

Ty Madog 32 Queens Road Aberystwyth Ceredigion, SY23 2HN

18 October 2012

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING THE INCOME AND EXPENDITURE ACCOUNT)

YEAR ENDED 31 MARCH 2012

	Note	Unrestricted Funds £	Restricted Funds £	Total Funds 2012 £	Total Funds 2011 £
INCOMING RESOURCES Incoming resources from generating funds	3	-	-	-	-
Voluntary income Activities for generating	2	22,413	121,083	143,496	3,218
funds	3	127,586	_	127,586	133,591
Other incoming resources	4	3,500	_	3,500	4,000
TOTAL INCOMING					
RESOURCES		153,499	121,083	274,582	140,809
RESOURCES EXPENDE	D				
Charitable activities	5	(94,880)	(140,281)	(235,161)	(104,245)
Governance costs	6	(41,323)	-	(41,323)	(37,708)
TOTAL RESOURCES EXPENDED		(420,002)	(440,004)	(270 494)	(144.053)
EXPENDED		(1 <u>36,203)</u>	(140,281)	(276,484)	(141,953)
NET OUTGOING RESOURCES FOR THE YEAR/NET EXPENDITURE FOR					
THE YEAR RECONCILIATION OF FUNDS	7	17,296	(19,198)	(1,902)	(1,144)
Total funds brought forward		333,243	19,198	352,441	353,585
TOTAL FUNDS CARRIED)				
FORWARD		350,539		350,539	352,441

The Statement of Financial Activities includes all gains and losses in the year and therefore a statement of total recognised gains and losses has not been prepared

All of the above amounts relate to continuing activities

BALANCE SHEET

31 MARCH 2012

	2012			2011	
	Note	£	£	£	
FIXED ASSETS					
Tangible assets	10		424,674	402,950	
Investments	11		39,952	43,952	
			464,626	446,902	
CURRENT ASSETS					
Stocks	12	1,200		1,200	
Debtors	13	677		4,522	
Cash in hand		1,420		1,484	
		3,297		7,206	
CREDITORS: Amounts falling due within one					
year	14	(57,034)		(59,588)	
NET CURRENT LIABILITIES			(53,737)	(52,382)	
TOTAL ASSETS LESS CURRENT LIABILITIES	;		410,889	394,520	
CREDITORS: Amounts falling due after more					
than one year	15		(60,350)	(42,079)	
NET ASSETS			350,539	352,441	
			<u> </u>		
FUNDS					
Restricted income funds	16		_	19,198	
Unrestricted income funds	17		350,539	333,243	
TOTAL FUNDS			350,539	352,441	

The trustees are satisfied that the company is entitled to exemption from the provisions of the Companies Act 2006 (the Act) relating to the audit of the financial statements for the year by virtue of section 477, and that no member or members have requested an audit pursuant to section 476 of the Act

The trustees acknowledge their responsibilities for

- (i) ensuring that the company keeps adequate accounting records which comply with section 386 of the Act, and
- (ii) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 393, and which otherwise comply with the requirements of the Act relating to financial statements, so far as applicable to the company

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The Balance sheet continues on the following page.

The notes on pages 10 to 15 form part of these financial statements

BALANCE SHEET (continued)

31 MARCH 2012

These financial statements were approved by the members of the committee on the 18 October 2012 and are signed on their behalf by

Panala Masden

Pamela Marsden Secretary

Company Registration Number 03445246

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, except for investments which are included at market value, and in accordance with applicable United Kingdom accounting standards, the Statement of Recommended Practice "Accounting and Reporting by Charities" issued in March 2005 (SORP 2005) and the Companies Act 2006, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

Consolidation

In the opinion of the members of the committee, the company and its subsidiary undertakings comprise a small group. The company has therefore taken advantage of the exemption provided by Section 398 of the Companies Act 2006 not to prepare group accounts.

The directors do not consider the cost of preparing consolidated accounts justifiable and note 9 provides adequate details relating to the nature of the trading subsidiary

Grants

Grants are recognised in full in the statement of financial activities in the year in which they are received

Fixed assets

All fixed assets are initially recorded at cost

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Fixtures & Fittings

25% reducing balance

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

2. VOLUNTARY INCOME

	Unrestricted Funds £	Restricted Funds £	Total Funds 2012 £	Total Funds 2011 £
Donations Gift Aid Grants receivable	22,413	-	22,413	3,218
Grants receivable		121,083	121,083	
	22,413	121,083	143,496	3,218

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

3. INCOMING RESOURCES FROM ACTIVITIES FOR GENERATING FUNDS

٠.	THOOMING RESOURCES FROM AS IT	0 .	OIL OEILEIO		•
			Unrestricted Funds £	2012 £	Total Funds 2011 £
	Ticket sales Other Income		126,001 1,585	126,001 1,585	133,591
			127,586	127,586	133,591
4.	OTHER INCOMING RESOURCES				
			Unrestricted Funds £	Total Funds 2012 £	Total Funds 2011 £
	Rent income		3,500	3,500	4,000
5.	COSTS OF CHARITABLE ACTIVITIES	BY FUN	D TYPE		
	Unre	stricted Funds £	Restricted Funds £	Total Funds 2012 £	Total Funds 2011 £
	Cliff Railway Support costs	76,243 18,637	140,281 	216,524 18,637	83,740 20,505
		94,880	140,281	235,161	104,245
6.	GOVERNANCE COSTS				
	No Trustees received any remuneration or ex	penses			
			Unrestricted Funds £	Total Funds 2012 £	Total Funds 2011 £
	Salaries and wages Employer's NIC		29,713 3,124	29,713 3,124	24,274 1,786
	Premises costs Accountancy fees		2,661	2,661	489 2,275
	Legal & professional fees		600	600	350
	Interest payable Other financial costs		2,765 2,460	2,765 2,460	4,393 1,602
	Communication and IT		_	-	83
	Computer costs Other governance costs		- -	-	106 2,350
			41,323	41,323	37,708
7.	NET OUTGOING RESOURCES FOR TH	IE YEA	R		
	This is stated after charging				
				2012 £	2011 £
	Depreciation			15,810	7,141

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

8. STAFF COSTS AND EMOLUMENTS

Total staff costs were as follows:

	2012	2011
	£	£
Wages and salaries	77,094	80,914
Social security costs	5,562	5,954
	82,656	86,868

Particulars of employees:

The average number of employees during the year, calculated on the basis of full-time equivalents, was as follows

	2012	2011
	No	No
Number of full time staff	4	5
Number of seasonal staff	3	3
	7	8
		_

No employee received remuneration of more than £60,000 during the year (2011 - Nil)

9. TAXATION

The Charity's activities fall within the exemptions afforded by the provisions of the Income & Corporation Taxes Act 1988 Accordingly there is no charge to tax in these accounts

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

10. TANGIBLE FIXED ASSETS

	Other plant &		
	Land and buildings £	machinery etc. £	Total £
COST At 1 April 2011 Additions	432,341	115,724 37,534	548,065 37,534
At 31 March 2012	432,341	153,258	585,599
DEPRECIATION At 1 April 2011 Charge for the year	37,965 4,283	107,150 11,527	145,115 15,810
At 31 March 2012	42,248	118,677	160,925
NET BOOK VALUE At 31 March 2012	390,093	34,581	424,674
At 31 March 2011	394,376	8,574	402,950

The company has a 99 year lease from Ceredigion County Council over the Constitution Hill site which commenced with effect from 1st April 1998. The lease includes the bottom and top stations, track and platforms, camera obscura and café.

The cost is being written off on a straight line basis over the life of the lease

11. INVESTMENTS

Movement in market valu	е			
			2012	2011
			£	£
Market value at 1 April 2011			39,952	43,952
Market value at 31 March 201	2		39,952	43,952
				
Historical cost at 31 March 20	12		<u>39,952</u>	43,952
Analysis of investments a	at 31 March 2012	2 between fun	ds	
•	Unrestricted	Restricted	Total Funds	Total Funds
	Funds	Funds	2012	2011
	£	£	£	£
Other investments				
Subsidiary undertaking	2	•	2	2
Group loan	39,950	-	39,950	43,950
	39,952		39,952	43,952

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

11. INVESTMENTS (continued)

The subsidiary undertaking, Constitution Hill Trading Ltd, is incorporated in England & Wales The nature of business is a café. Constitution Hill Ltd owns 100% of the ordinary share capital of the company. The loan from Constitution Hill Trading Ltd is not interest bearing and is being repaid when cashflow from the subsidiary permits.

12.	STOCKS		
		2012	2011
	Stock	£ 1,200	£ 1,200
13.	DEBTORS		
		2012 £	2011 £
	Other debtors	677	772
	Prepayments		3,750
		<u>677</u>	4,522
14.	CREDITORS: Amounts falling due within one year		
		2012 £	2011 £
	Bank loans and overdrafts	53,666	50,418
	Trade creditors Other creditors	3,368	5,594 3,576
		57,034	59,588
15.	CREDITORS: Amounts falling due after more than one year		
		2012	2011
	Bank loans and overdrafts	£ 60,350	£ 42,079

16. RESTRICTED INCOME FUNDS

	Balance at	Incoming	Outgoing	Balance at
	1 Apr 2011	resources	resources	31 Mar 2012
	£	£	£	£
Restricted Fund	19,198	121,082	(140,280)	_

The purpose of the restricted funds was for the regeneration of the Constitution Hill site and amenities. During the year the charity received grants for the regeneration of the railway track and braking system and also for a new games room. The site has been extensively redeveloped during the year.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2012

17. UNRESTRICTED INCOME FUNDS

	Balance at 1 Apr 2011	Incoming resources	Balance at 31 Mar 2012
	£	£	£
General Funds	333,243	17,296	350,539

18. ANALYSIS OF NET ASSETS BETWEEN FUNDS

Restricted Fund Unrestricted Income Funds	Tangible fixed assets £ 54,855 369,819	Investments £ _ 39,952	Net current liabilities £ — (53,737)
Total Funds	424,674	39,952	(53,737)
Restricted Fund Unrestricted Income Funds		Long term liabilities £ – (60,350)	Total £ 54,855 295,684
Total Funds		(60,350)	350,539

19. RELATED PARTY TRANSACTIONS

The charity holds 100% of the share capital of Constitution Hill Trading Ltd, a company which operates the café on the summit of the hill None of our trustees receive remuneration or other benefit from their work with the charity

20. COMPANY LIMITED BY GUARANTEE

Constitution Hill Ltd is a company limited by guarantee and accordingly does not have a share capital. Every member of the company undertakes to contribute such amount as may be required not exceeding £1 to the assets of the charitable company in the event of it being wound up while he or she is a member, or within one year after he or she ceases to be a member

21. CONTROLLING INTEREST

The charity is under the control of the trustees