ONEBUS LIMITED

(A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL)

REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

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ONEBUS LIMITED (A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL) COMPANY INFORMATION

Directors Mr Peter John Marsh

Mr Ryan Kingston Mr Shaun Bushnell

Mr Christopher James Beattie

Mr Craig Rabey (resigned 18 May 2023)

Mr Timothy Andrew Carlyon (appointed 18 May 2023)

Company number

07326111

Registered office

The Precinct Poseidon Way Warwick CV34 6BY United Kingdom

Auditor

RSM UK Audit LLP

Chartered Accountants

10th Floor

103 Colmore Row Birmingham West Midlands

B3 3AG

ONEBUS LIMITED (A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL) DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their annual report and financial statements for the year ended 31 December 2022.

Principal activities

The principal activity of the company continued to be that of operation of school transport and other services in connection with and support of the charitable work of its parent undertaking, OneSchool Global UK, a registered charity number 1181301 without a view to profit. Effectively the company operates as an executive arm of the charity as a convenient means of carrying out the operations undertaken.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr Peter John Marsh Mr Ryan Kingston Mr Shaun Bushnell Mr Christopher James Beattie Mr Craig Rabey Mr Timothy Andrew Carlyon

Auditor

RSM UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, each director has taken all the necessary steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Ryan Kingston

Mr Ryan Kingston **Director**

Date: 26 September 2023

ONEBUS LIMITED (A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL) DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2022

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors 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 directors 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 company and of the surplus or deficit of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ONEBUS LIMITED (CONTINUED)

Opinion

We have audited the financial statements of Onebus Limited (the 'company') for the year ended 31 December 2022 which comprise the Statement of Comprehensive Income, Statement of Financial Position and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2022 and of its results for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ONEBUS LIMITED (CONTINUED)

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- · the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- · we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

The extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities are instances of non-compliance with laws and regulations. The objectives of our audit are to obtain sufficient appropriate audit evidence regarding compliance with laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements, to perform audit procedures to help identify instances of non-compliance with other laws and regulations that may have a material effect on the financial statements, and to respond appropriately to identified or suspected non-compliance with laws and regulations identified during the audit.

In relation to fraud, the objectives of our audit are to identify and assess the risk of material misstatement of the financial statements due to fraud, to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud through designing and implementing appropriate responses and to respond appropriately to fraud or suspected fraud identified during the audit.

However, it is the primary responsibility of management, with the oversight of those charged with governance, to ensure that the entity's operations are conducted in accordance with the provisions of laws and regulations and for the prevention and detection of fraud.

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud, the audit engagement team:

- obtained an understanding of the nature of the industry and sector, including the legal and regulatory framework that the company operates in and how the company is complying with the legal and regulatory framework:
- inquired of management, and those charged with governance, about their own identification and assessment
 of the risks of irregularities, including any known actual, suspected or alleged instances of fraud;
- discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to fraud.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ONEBUS LIMITED (CONTINUED)

As a result of these procedures we consider the most significant laws and regulations that have a direct impact on the financial statements are FRS 102, the Companies Act 2006 and tax compliance regulations. We performed audit procedures to detect non-compliances which may have a material impact on the financial statements which included reviewing financial statement disclosures, inspecting correspondence with local tax authorities and evaluating advice received from internal/external tax advisors.

The most significant laws and regulations that have an indirect impact on the financial statements are those in relation to Health and Safety. We performed audit procedures to inquire of management and those charged with governance whether the company is in compliance with these law and regulations and inspected correspondence with licensing or regulatory authorities.

The audit engagement team identified the risk of management override of controls as the area where the financial statements were most susceptible to material misstatement due to fraud. Audit procedures performed included but were not limited to testing manual journal entries and other adjustments and evaluating the business rationale in relation to significant, unusual transactions and transactions entered into outside the normal course of business.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: http://www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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.

Anna Spencer-Gray

Anna Spencer-Gray (Senior Statutory Auditor)
For and on behalf of RSM UK Audit LLP, Statutory Auditor
Chartered Accountants
10th Floor
103 Colmore Row
Birmingham
B3 3AG

Date: 27 September 2023

ONEBUS LIMITED (A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL) STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2022

	2022	2021
	£	£
Income	3,802,093	3,445,447
Cost of sales	(3,641,519)	(3,192,475)
Gross surplus	160,574	252,972
Administrative expenses	(49,948)	(56,145)
Other operating income		<u> </u>
Operating surplus	110,626	196,827
Interest receivable and similar income	-	•
Interest payable and similar expenses	(110,626)	(196,827)
Surplus before taxation	-	-
Tax on surplus	<u>-</u>	
Surplus for the financial year	•	

ONEBUS LIMITED (A COMPANY LIMITED BY GUARANTEE NOT HAVING SHARE CAPITAL) STATEMENT OF FINANCIAL POSITION

AS AT 31 DECEMBER 2022

			2022		2021
	Notes		£		£
Fixed assets				•	
Tangible assets	2		3,607,379		4,595,756
Current assets					
Debtors	3	372,127		209,310	
Cash at bank and in hand		252,523		278,789	
		624,650		488,099	
Creditors: amounts falling due					
within one year	5	3,098,736		3,743,569	
Net current liabilities			(2,474,087)		(3,255,470)
Total assets less current liabilities			1,133,293		1,340,286
Creditors: amounts falling due					
after more than one year	6		(1,133,293)		(1,340,286)
Net assets			-		
Net assets			-		-

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 26 September 2023 and are signed on its behalf by:

Ryan Kingston
Mr Ryan Kingston
Director

Notes on pages 7 to 12 form part of these financial statements

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies

Company information

Onebus Limited is a private company limited by guarantee incorporated in England and Wales and is part of a public benefit entity group. The registered office is Exchange Place, Poseidon Way, Warwick, United Kingdom, CV34 6BY.

Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Going concern

The directors assess whether the use of going concern is appropriate, i.e. whether there are any material uncertainties related to events or conditions that may cast significant doubt on the ability of the company to continue as a going concern. The trustees make this assessment in respect of a period of at least one year from the date of authorisation for issue of the financial statements and have concluded that the company has adequate resources to continue in operational existence for the foreseeable future and there are no material uncertainties about the company's ability to continue as a going concern. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

The directors have received confirmation of the continuation of funding from its principal funder over the period of at least twelve months from the approval of these accounts and therefore the directors expect the charity to continue in operation for at least 12 months from the date of signing the financial statements.

Income

Income is recognised at the fair value of the consideration received or receivable in respect of the provision of services in the ordinary course of business. Where turnover is delivered by reference to performance criteria which are achieved over a period of time it is only recognised once it is probable that the performance criteria will be met. Where the amount recognised is less than amounts invoiced on account the excess is included as deferred income and is not recognised until the event crystallises.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost of assets less their residual values over their useful lives on the following bases:

Fixtures, fittings and equipment

3-5 years straight line

Motor vehicles

6 years straight line

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to surplus or deficit.

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (continued)

Impairment of fixed assets

At each reporting period end date, the company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in surplus or deficit, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Cash and cash equivalents

Cash and cash equivalents are basic financial instruments and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less.

Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the financial asset is measured at the present value of the future receipts discounted at a market rate of interest.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other creditors, and loans from fellow group companies that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

FOR THE YEAR ENDED 31 DECEMBER 2022

1 Accounting policies (continued)

Derecognition of financial liabilities

Financial liabilities are derecognised when, and only when, the company's contractual obligations are discharged, cancelled, or they expire.

Taxation

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based on tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax liabilities are recognised in respect of all timing differences that exist at the reporting date. Timing differences are differences between taxable profits and total comprehensive income that arise from the inclusion of income and expenses in tax assessments in different periods from their recognition in the financial statements. Deferred tax assets are recognised only to the extent that it is probable that they will be recovered by the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is recognised on income and expenses from subsidiaries, associates, branches and interests in jointly controlled entities, that will be assessed to or allow for tax in a future period except where the company is able to control the reversal of the timing difference and it is probable that the timing difference will not reverse in the foreseeable future.

Deferred tax is recognised on differences between the value of assets (other than goodwill) and liabilities recognised in a business combination and the amounts that can be deducted or assessed for tax. The deferred tax recognised is adjusted against goodwill.

Leases

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessees. All other leases are classified as operating leases.

Assets held under finance leases are recognised as assets at the lower of the assets' fair value at the date of inception and the present value of the minimum lease payments. The related liability is included in the statement of financial position as a finance lease obligation. Lease payments are treated as consisting of capital and interest elements. The interest is charged to the income statement so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight-line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the leases asset are consumed.

Judgements in applying accounting policies and key sources of estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

The items in the financial statements where these estimates and judgements have been made:

Useful economic lives of tangible fixed assets

The annual depreciation charge for the tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. See note 2 for the carrying amount of fixtures, fittings and equipment and motor vehicles and note 1 for the useful lives of each class of assets.

FOR THE YEAR ENDED 31 DECEMBER 2022

Fixtures, fittings and equipment £	Motor Vehicles £	Total £
4,219	11,124,029	11,128,248
, <u>-</u>		916,960
-	(431,575)	(431,575)
4,219	11,609,414	11,613,633
3,039	6,529,453	6,532,492
393		1,822,517
-	(348,756)	(348,756)
3,432	8,002,821	8,006,254
787	3,606,593	3,607,379
1,180	4,594,576	4,595,756
	fittings and equipment £ 4,219	fittings and equipment £ 4,219

The net book value of motor vehicles includes £3,606,593 (2021: £4,594,576) in respect of assets held under hire purchase agreements. Motor vehicles are used to provide transport services to schools.

3 Debtors

_		2022	2021
	Amounts falling due within one year:	£	£
	Other debtors	372,127	209,310
		372,127	209,310
4	Finance lease obligations	222	
	Future minimum lease payments due under finance leases:	2022 £	2021 £
	Less than one year	1,101,601	1,709,519
	Between one and five years	1,133,293	1,340,286
		2,234,894	3,049,805

FOR THE YEAR ENDED 31 DECEMBER 2022

4 Finance lease obligations (continued)

Finance lease payments represent rentals payable by the company for certain items of motor vehicles. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The average lease term is 4 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments.

The finance lease obligations are secured by a charge over the motor vehicles within tangible fixed assets of the company.

5 Creditors: amounts falling due within one year

•		2022 £	2021 £
Obligations under finance leases	4	1,101,601	1,709,519
Trade creditors		70,726	61,932
Amounts owed to related parties		1,905,624	1,902,716
Accruals		20,786	69,402
		3,098,736	3,743,569

Obligations under finance leases due within one year of £1,101,601 (2021: £1,709,519) are secured against the individual assets financed.

6 Creditors: amounts falling due after more than one year

·	Notes	2022 £	2021 £
Obligations under finance leases	4	1,133,293	1,340,286
		1,133,293	1,340,286

Obligations under finance leases due after more than one year of £1,133,293 (2021: £1,340,286) are secured against the individual assets financed.

7 Members' liability.

The Incorporated Trustees of OneSchool Global UK are the sole member of the company. If the company should be wound up whilst the Trustees are a member, or within one year after ceasing membership, they will contribute up to £1 towards any outstanding debts or costs in connection with such winding up.

8 Related party transactions

Amounts due from the parent undertaking OneSchool Global UK at the year-end was £1,905,624 (2021: £1,902,716).

FOR THE YEAR ENDED 31 DECEMBER 2022

9 Parent undertaking

The company is a subsidiary undertaking of OneSchool Global UK, a charity registered with the Charity Commission, registered number 1181301. The principal office is The Precinct, Poseidon Way, Warwick, United Kingdom, CV34 6BY. The consolidated accounts are available from the registered office and are also filed at the Charity Commission.

The ultimate controlling party was considered to be OneSchool Global UK.