REPORT OF THE TRUSTEES AND
UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR
ENDED 30 APRIL 2014
FOR
HAY CASTLE TRUST LIMITED

Watts Gregory LLP
Chartered Accountants
Elfed House
Oak Tree Court
Cardiff Gate Business Park
CARDIFF
County of Cardiff
CF23 8RS

TUESDAY



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CONTENTS OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2014

	Page
Report of the Trustees	1 to 3
Independent Examiner's Report	4
Statement of Financial Activities	5
Balance Sheet	6
Notes to the Financial Statements	7 to 12

REPORT OF THE TRUSTEES FOR THE YEAR ENDED 30 APRIL 2014

The trustees, who are also directors of the charity for the purposes of the Companies Act 2006, present their report with the financial statements of the charity for the year ended 30 April 2014. The trustees have adopted the provisions of the Statement of Recommended Practice (SORP) 'Accounting and Reporting by Charities' issued in March 2005.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Company number

07639471 (England and Wales)

Registered Charity number

1144524

Registered office

Hay Castle Oxford Road HAY-ON-WYE Herefordshire HR3 5DG

Trustees

J T Albert

L Cooke

A Craven

P K Florence

P Greatbatch

E Haycox

M P Morgan

H M Charles

- appointed 17/7/2013

- resigned 22/11/2013

Senior management

N L Albert - Managing Director

Independent examiner

Watts Gregory LLP
Chartered Accountants
Elfed House
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County of Cardiff
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Bankers

Barclays Broad Street HAY-ON-WYE Hereford HR3 5DD

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The company was incorporated on 18 May 2011 and is limited by guarantee. Charitable status was granted on 3 November 2011. The company is governed by its Memorandum and Articles of Association.

Recruitment and appointment of new trustees

The power of appointing new or additional trustees is vested in the trustees.

Induction and training of new trustees

Trustees are expected to identify their training needs and take measures to ensure these needs are met.

REPORT OF THE TRUSTEES FOR THE YEAR ENDED 30 APRIL 2014

STRUCTURE, GOVERNANCE AND MANAGEMENT

Organisational structure

The trustees have delegated the day-to-day administration of the charity to the Managing Director. None of the trustees have any beneficial interest in the charity. All the trustees are members of the charity and guarantee to contribute a sum not exceeding £10 in the event of a winding up.

Risk management

The trustees have assessed the major risks to which the charity is exposed and are satisfied that systems are in place to mitigate exposure to the major risks.

OBJECTIVES AND ACTIVITIES

Objectives and aims

The charity's objects are to preserve the heritage of Hay Castle in Hay-on-Wye and to advance education on the architecture of the building, local history and the arts by the purchase and preservation of the building and its surrounding land. The charity aims to promote the appreciation of heritage, providing a source of education and training, and promote community involvement and a local amenity through the provision of an active, living site, as befits a building having enjoyed more than 800 years of continuous occupancy.

Public benefit

The trustees confirm that they have referred to the guidance contained in the Charity Commission's general guidance on public benefit when reviewing the charity's aims and objectives and in planning future activities for the year.

ACHIEVEMENT AND PERFORMANCE

The Board of Directors, together with a group of active committee members, reflect a range of complementary skills and experience in executing and funding large public and community-centred projects. The Managing Director leads the efforts to develop the project, raise funds, manage the property, ensures compliance in all governance matters, financial oversight and continues to raise the profile of the project through communications with the community and local and national media.

The Trust's major achievement was a successful application to the HLF for Phase 1 Development funding, with a sum of £528,000 being confirmed 26 March 2014. A key element in this successful application was the Statement of Significance issued by the Prince's Regeneration Trust which drew on Hay Castle Trust's previous contacts and work with, among others, Royal Commission on the Ancient and Historical Monuments of Wales, and Cadw.

These relationships have been formalised with the establishment of a Conservation Steering Committee. In addition, the initiation of the following standing committees - Strategic Vision and Communications, Restoration Project, Finance, Governance, Fundraising, and Friends and Volunteers - strengthened the organisational structure of the Trust, and enabled individuals with specific areas of expertise to be mobilised in pursuit of the Trust's objectives.

The Friends of Hay Castle has continued to hold fundraising events and to provide a conduit for communication and dialogue with the local community.

During the Hay Festival, the Castle grounds again hosted numerous events, provided facilities for visitors, and guided tours of the site were arranged.

FINANCIAL REVIEW

During the year notable grants to Hay Castle Trust came from Cadw, Brecon Beacons National Park Authority and the Architectural Heritage Fund.

It is the policy of the charity that unrestricted funds which have not been designated for a specific use should be maintained at a level which will ensure that, in the event of a significant interruption to anticipated funding, they will be able to maintain the charity's current activities while consideration is given to ways in which additional funds maybe raised.

REPORT OF THE TRUSTEES FOR THE YEAR ENDED 30 APRIL 2014

FUTURE DEVELOPMENTS

The major imperative of the Trust is the submission of the Round 2 Delivery application to the Heritage Lottery Fund, and the completion and report on the Round 1 Development grant. In parallel with this, an independent consultant has been engaged to work on the Trust's own capital campaign, which will provide the Trust's portion of the Round 2 Delivery costs.

The coming year will see a continuation of the charity refining the scope of the restoration project, together with the engagement of key individuals and service providers, such as a Project Manager and Project Architect. The charity will also continue to develop its internal human and financial resources necessary to achieving its chosen objectives.

In addition to approaching public and private grant-making bodies to ensure the resources are available to achieve its aims, the Trust will also continue to promote the Friends of Hay Castle as a body which supports the Castle's development and serves as a medium for communication and consultation, as well as other outreach and consultative forums within the local community.

Use of the Castle as a venue for community and private events will also broaden into the areas such as public performances and weddings.

Approved by order of the board of trustees on 7/11/14 and signed on its behalf by:

E Haycox - Trustee

INDEPENDENT EXAMINER'S REPORT TO THE TRUSTEES OF HAY CASTLE TRUST LIMITED

I report on the accounts for the year ended 30 April 2014 set out on pages five to twelve.

Respective responsibilities of trustees and examiner

The charity's trustees (who are also the directors 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 144(2) of the Charities Act 2011 (the 2011 Act)) and that an independent examination is required.

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 145 of the 2011 Act
- to follow the procedures laid down in the General Directions given by the Charity Commission (under Section 145(5)(b) of the 2011 Act); and
- to state whether particular matters have come to my attention.

Basis of the independent examiner's report

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 no opinion is given as to whether the accounts present a 'true and fair view' and the report is limited to those matters set out in the statements below.

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 requirements
 - to keep accounting records in accordance with Section 386 and 387 of the Companies Act 2006; and
 - to prepare accounts which accord with the accounting records, comply with the accounting requirements of Sections 394 and 395 of the Companies Act 2006 and with the methods and principles of the Statement of Recommended Practice: Accounting and Reporting by Charities

have not been met; or

(2) to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached

Watts Gregory LLP Chartered Accountants

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Date: 14 November 2014

STATEMENT OF FINANCIAL ACTIVITIES (INCORPORATING AN INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 30 APRIL 2014

INCOMING RESOURCES	Notes	Unrestricted fund £	Restricted funds £	Year Ended 30/4/14 Total funds £	Period 1/6/12 to 30/4/13 Total funds
Incoming resources from generated funds	2	20.067	21 140	60,116	2,230,050
Voluntary income Activities for generating funds	2	38,967 51,387	21,149 -	51,387	21,089
Incoming resources from charitable activities	_	0.,00.		31,00.	,,
Preservation of the heritage of Hay Castle		3,703	<u> </u>	3,703	1,647
Total incoming resources		94,057	21,149	115,206	2,252,786
RESOURCES EXPENDED Costs of generating funds Costs of generating voluntary income	5	3,264		3.264	415
Charitable activities	6	3,204	_	3,204	413
Preservation of the heritage of Hay Castle		89,360	18,319	107,679	39,829
Governance costs	8	3,600		3,600	8,706
Total resources expended		96,224	18,319	114,543	48,950
NET INCOME/(EXPENDITURE) FOR THE YEAR BEFORE TRANSFERS		(2,167)	2,830	663	2,203,836
Gross transfers between funds	15	2,000,000	(2,000,000)		
Net income/(expenditure) for the year		1,997,833	(1,997,170)	663	2,203,836
RECONCILIATION OF FUNDS					
Total funds brought forward		204,562	2,000,000	2,204,562	726
TOTAL FUNDS CARRIED FORWARD		2,202,395	2,830	2,205,225	2,204,562

The notes form part of these financial statements

BALANCE SHEET AT 30 APRIL 2014

		Unrestricted fund	Restricted funds	2014 Total funds	2013 Total funds
FIXED ASSETS	Notes	£	£	£	£
Tangible assets	12	2,115,409	-	2,115,409	2,076,515
CURRENT ASSETS					
Debtors Cash at bank	13	32,717 84,668	4,422 2,830	37,139 87,498	2,020,797 182,343
•		117,385	7,252	124,637	2,203,140
CREDITORS			·		
Amounts falling due within one year	14	(30,399)	(4,422)	(34,821)	(2,075,093)
NET CURRENT ASSETS		86,986	2,830	89,816	128,047
TOTAL ASSETS LESS CURRENT LIABILITIE	:s	2,202,395	2,830	2,205,225	2,204,562
NET ASSETS		2,202,395	2,830	2,205,225	2,204,562
FUNDS	15			2 202 205	204 522
Unrestricted funds Restricted funds				2,202,395 2,830	204,562 2,000,000
TOTAL FUNDS				2,205,225	2,204,562

The charitable company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 30 April 2014.

The members have not required the charitable company to obtain an audit of its financial statements for the year ended 30 April 2014 in accordance with Section 476 of the Companies Act 2006.

The trustees acknowledge their responsibilities for

- (a) ensuring that the charitable company keeps accounting records that comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the charitable company as at the end of each financial year and of its surplus or deficit for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the charitable company.

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

E Haycox -Trustee

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008), the Companies Act 2006 and the requirements of the Statement of Recommended Practice, Accounting and Reporting by Charities.

Incoming resources

Voluntary income, including donations, gifts and grants that provide core funding or are of a general nature is recognised where there is entitlement, certainty of receipt and the amount can be measured with sufficient reliability. Such income is only deferred when the donor specifies it must be used in future accounting periods or the donor has imposed conditions which must be met before the charity has unconditional entitlement.

Income from the Honesty Bookshop is recognised only once banked.

This includes capital grants.

Investment income

Investment income is recognised on a receivable basis.

Incoming resources from charitable activities

Incoming resources from charitable activities includes income received under contract or where entitlement to grant funding is subject to specific performance conditions. This income is recognised as the related services are provided and there is entitlement, certainty of receipt and the amount can be measured with sufficient reliability. Income is deferred when the amounts received are in advance of the performance of the service or event to which they relate.

It is not the policy of the charity to show incoming resources net of expenditure.

Resources expended

Expenditure is recognised on an accruals basis as a liability is incurred. Expenditure includes any VAT which can not be fully recovered and is reported as part of the expenditure to which it relates.

"Charitable expenditure" comprises those costs incurred by the charity in the delivery of its activities and services for its beneficiaries. It includes both costs that can be allocated directly to such activities and those costs of an indirect nature necessary to support them.

"Governance costs" include those costs associated with meeting the constitutional and statutory requirements of the charity and include the audit fees and costs linked to the strategic management of the charity.

"Support costs" are those costs that, whilst necessary to deliver an activity, do not themselves produce or constitute the output of the charitable activity. These costs have been allocated to activity cost categories on a basis consistent with the use of resources.

Tangible fixed assets

Individual fixed assets costing £500 or more are initially recorded at cost.

Freehold land and buildings are held at cost and not depreciated.

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any residual value, over their expected useful economic life as follows:

Plant and machinery Fixtures and fittings

25% straight line basis 10% straight line basis

Computer equipment

33% straight line basis

Taxation

The charity is exempt from corporation tax on its charitable activities.

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 30 APRIL 2014

1. ACCOUNTING POLICIES - continued

Fund accounting

Unrestricted funds

Unrestricted funds are donations and other incoming resources receivable or generated for the objects of the charity without further specified purpose and are available as general funds.

Designated funds

Designated funds are unrestricted funds which are set aside by the trustees for a specific purpose.

Restricted funds

Restricted funds are to be used for specific purposes as laid down by the donor. Expenditure, which meets these criteria, is charged to the fund, together with a fair allocation of support and governance costs.

Transfers are made from restricted to unrestricted funds relating to the purchase of fixed assets from restricted income where such expenditure fulfils the terms of the restriction.

Basis of recognition of liabilities

Liabilities are recognised as soon as there is a legal or constructive obligation which commits the charity to the expenditure.

2. VOLUNTARY INCOME

3.

Year Ended 30/4/14 £	Period 1/6/12 to 30/4/13 £
Donations 29,423 Gift aid tax reclaimed 7,568	2,160,383 40,647
Grants 18,319 Subscriptions 4,806	25,308 3,712
60,116	2,230,050
Grants received, included in the above, are as follows:	Period
Year Ended 30/4/14	1/6/12 to 30/4/13
£ Brecon Beacons National Park Authority 8,361	£
Glasu - Welsh Government - Cadw 8,558	13,004 2,039
Northwick Trust -	1,000 9,265
	
<u>18,319</u>	25,308
ACTIVITIES FOR GENERATING FUNDS	
	Period 1/6/12
Year Ended	to 30/4/13
30/4/14 £	£
Honesty bookshop sales 3,436 Rental income 27,009	3,777 15,267
Hire of premises 20,942	2,045
<u>51,387</u>	21,089

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 30 APRIL 2014

4.	INCOMING RESOURCES FRO	M CHARITABLE ACTIVITIES		
	Events income Tours income	Activity Preservation of the heritage of Hay Castle Preservation of the heritage of Hay Castle	Year Ended 30/4/14 £ 3,703 	Period 1/6/12 to 30/4/13 £ 1,592 55
5.	COSTS OF GENERATING VOI	LUNTARY INCOME		
	Depreciation		Year Ended 30/4/14 £ 3,264	Period 1/6/12 to 30/4/13 £ 415
6.	CHARITABLE ACTIVITIES CO	STS		
7.	Preservation of the heritage of H		Direct costs (See note 7) £ 107,679	Totals £ 107,679
	Staff costs Establishment costs Postage and stationery Advertising and promotions Sundries Repairs and maintenance Legal and professional costs Office expenses Subscriptions and donations Sub contractor costs Bank charges		Year Ended 30/4/14 £ 52,874 16,403 80 1,089 589 21,533 8,719 2,821 310 2,955 306 107,679	Period 1/6/12 to 30/4/13 £ 3,253 10,874 84 1,581 390 14,852 7,184 225 1,276 110

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 30 APRIL 2014

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		Period 1/6/12
	Year Ended	to
	30/4/14	30/4/13
•	£	£
Accountancý	3,600	5,106
Auditors' remuneration		3,600
	3,600	8,706

Included in accountancy fees is £1,500 in respect of the independent examination.

9. NET INCOMING/(OUTGOING) RESOURCES

Net resources are stated after charging/(crediting):

		Period
		1/6/12
	Year Ended	to
	30/4/14	30/4/13
	£	£
Auditors' remuneration	-	3,600
Depreciation - owned assets	<u>3,264</u>	<u>415</u>

10. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 30 April 2014 or for the period ended 30 April 2013.

N L Albert resigned as trustee in April 2013 and was subsequently employed as Managing Director. She received remuneration of £3,253 during the period.

N L Albert is the wife of J T Albert, trustee.

Trustees' expenses

There were no trustees' expenses paid for the year ended 30 April 2014 or for the period ended 30 April 2013.

11. STAFF COSTS

		Period 1/6/12
,	Year Ended 30/4/14	to 30/4/13
	£	£
Wages and salaries	47,500	3,253
Social security costs	5,374	
	52,874	<u>3,253</u>
The average monthly number of employees during the year was as follows:		
		Period 1/6/12
	Year Ended	to
	30/4/14	30/4/13
Employees	1	1
No employees received emoluments in excess of £60,000.		

NOTES TO THE FINANCIAL STATEMENTS - CONTINUED FOR THE YEAR ENDED 30 APRIL 2014

12.	TANGIBLE FIXED ASSETS	Freehold property	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Totals £
	COST At 1 May 2013 Additions	2,061,522 40,719	9,186 300	6,222	1,139	2,076,930 42,158
	At 30 April 2014	2,102,241	9,486	6,222	1,139	2,119,088
	DEPRECIATION At 1 May 2013 Charge for year			415 622	295	415 3,264
	At 30 April 2014		2,347	1,037	<u>295</u>	3,679
	NET BOOK VALUE At 30 April 2014	2,102,241	7,139	5,185	844	2,115,409
	At 30 April 2013	2,061,522	9,186	5,807	-	2,076,515
13.	DEBTORS: AMOUNTS FALLING	G DUE WITHIN	N ONE YEAR		2014 £ 37,139	2013 £ 2,020,797
14.	CREDITORS: AMOUNTS FALL	NG DUE WITH	HIN ONE YEAR			
	Trade creditors Social security and other taxes Other creditors Accruals and deferred income				2014 £ 18,833 1,888 7,000 7,100 34,821	2013 £ 24,399 493 2,042,078 8,123 2,075,093
15.	MOVEMENT IN FUNDS					
	University of founds		At 1/5/13 £	Net movement in funds £	Transfers between funds £	At 30/4/14 £
	Unrestricted funds General fund		204,562	(2,167)	2,000,000	2,202,395
	Restricted funds Restricted fixed asset fund Loan fund		2,000,000	2,830	(2,000,000)	2,830
			2,000,000	2,830	(2,000,000)	2,830
	TOTAL FUNDS		2,204,562	663	-	2,205,225

15. MOVEMENT IN FUNDS - continued

Net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Movement in funds
Unrestricted funds General fund	94,057	(96,224)	(2,167)
Restricted funds Restricted fixed asset fund Mentoring fund	19,749 1,400	(16,919) (1,400)	2,830
	21,149	(18,319)	2,830
TOTAL FUNDS	115,206	(114,543)	663

Restricted fixed asset fund

Income to this fund consisted of £8,558 from Cadw, £8,361 from Brecon Beacons National Park Authority for the restoration of the castle and £2,830 of donations for the Great Gate appeal.

Mentoring fund

The charity recognised income of £1,400 from the Architectural Heritage Fund towards the costs of mentoring incurred.

Transfers between funds

During the period, transfers were made from the restricted loan settlement fund to general funds in respect of the loan from Lindenleaf Charitable Trust being converted into a donation on execution of the deed dated January 2014. Once the set-off became effective on execution of the deed, the restriction was met.

16. RELATED PARTY DISCLOSURES

Mr P Greatbatch, Ms E Haycox and Mr H M Charles were trustees of both Hay Castle Trust and Lindenleaf Charitable Trust for the period to 30 April 2014.

During the previous period Lindenleaf Charitable Trust made a loan of £2 million to enable Hay Castle Trust Limited to acquire and preserve Hay Castle. During the period to 30 April 2013, the trustees of Lindenleaf Charitable Trust approved converting this loan to a donation. The set-off becoming effective on execution of the deed dated January 2014.

During the year the charity repaid £32,617 of the loan from Mr P Greatbatch and Ms E Haycox. At 30 April 2014, the charity owed them £5,000 (2013 - £37,617).

During the year Mrs N L Albert received remuneration of £47,500 (2013: £3,253). Mrs Albert is the spouse of Mr J Albert, a trustee of the charity.

17. MEMBERS' LIABILITY

The charity is a company limited by guarantee and consequently does not have any share capital. Each of the members is liable to contribute an amount not exceeding £10 towards the assets of the charity in the event of liquidation.