

THOMSON-BREE CHARITABLE TRUST

England & Wales · Charity number 1133326

Details

Status Registered

Legal form Other

Registered 2009-12-17

Register [View on the Charity Commission register](#)

Contact

Address 33 Lychgate Close
Burbage
Hinckley
Leicestershire
LE10 2ES

Phone 01455649415

Email ruddickjc@gmail.com

Activities

Objects: TO APPLY THE INCOME ARISING THEREFROM FOR SUCH GENERAL CHARITABLE PURPOSES AS THEY SHALL THINK FIT IN THEIR ABSOLUTE DISCRETION.

Activities: To distribute the Charity's income, at its Trustees discretion, between the six charities or charitable entities specifically named as potential discretionary beneficiaries under the terms of the will of the late James R.W. Thomson-Bree

Classification

- **How:** Makes Grants To Organisations, Provides Other Finance
- **What:** The Advancement Of Health Or Saving Of Lives, Disability, The Prevention Or Relief Of Poverty, Religious Activities, Arts/culture/heritage/science
- **Who:** Other Charities Or Voluntary Bodies

Geography

- **Area of benefit:** UNDEFINED. IN PRACTICE, LOCAL.
- Throughout England

Finances

Period end	Income	Expenditure	Assets	Employees
2024-11-30	£236,561	£250,081	-	-
2023-11-30	£212,568	£291,364	-	-
2022-11-30	£212,055	£159,800	-	-
2021-11-30	£178,495	£208,875	-	-
2020-11-30	£158,639	£207,465	-	-

Trustees

Name	Role	Appointed
JOHN CECIL RUDDICK		2009-12-17
SIMON ROBERT GRINDLAY		2009-12-17
Satnam Singh CHOONGH		2021-08-01

THOMSON-BREE CHARITABLE TRUST

England & Wales - Charity number 1133326

Accounts

**REPORT OF THE TRUSTEES AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2024
FOR
THOMSON-BREE CHARITABLE TRUST**

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

THOMSON-BREE CHARITABLE TRUST

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THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2024

The trustees present their report with the financial statements of the charity for the year ended 30 November 2024. The trustees have adopted the provisions of Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019).

OBJECTIVES AND ACTIVITIES

Objectives and aims

The Charity's charitable objects are to distribute the Charity's income, at the discretion of its Trustees, between the six charities or charitable entities (or their successors) specifically named as potential discretionary beneficiaries under the terms of the Will and Codicils of the Deceased.

The six eligible discretionary beneficiaries are the following:-

- * Royal Hospital for Neuro-Disability
- * Age UK
- * Actors' Benevolent Fund
- * All Saints Church of Allesley, Coventry
- * St Michael & All Angels Church of East Coker, Yeovil
- * Livability

The Deceased expressed the desire (but without imposing any trust or obligation) for the Trustees to pay a greater proportion of the Charity's income to the Actors' Benevolent Fund ("ABF").

Significant activities

Grant making to any one or more of the six specified discretionary beneficiaries is the sole activity of the Charity under the terms of the charitable trust. The Trustees' policy is to consider funding for any special requirements or projects submitted for consideration by any of the discretionary beneficiaries and to decide the proportions of any distribution of income, taking such representations into account. The Trustees invite the discretionary beneficiaries to provide details of any special projects being undertaken and/or any specific funding requirements for the Trustees' information and consideration.

The Trustees have made distributions of income to five of the above discretionary beneficiaries in the current financial year.

Public benefit

The Trustees are aware of the requirement for charity trustees to have regard to the guidance on public benefit issued by the Charities Commission and copies of the guidance were provided to the Trustees for their use and for reference in accordance with their legal duty.

ACHIEVEMENT AND PERFORMANCE

Charitable activities

The recipients of distributions from the Charity are themselves charitable organisations and are active in the fields of medicine, the elderly, the disabled, members and former members of the acting profession who are in need and the advancement of religion and pastoral care in the communities of Allesley, Coventry and East Coker, Yeovil. The activities undertaken by organisations such as these are generally regarded as beneficial and these particular bodies reach a sufficient section of the public, either because they are national organisations benefitting specific classes of people - the elderly, the sick, the disabled and the poor or because they are local organisations providing assistance and support to the local community in general. In many cases, the beneficiary charity provides feedback on the use of the funds to demonstrate how their particular area of activity has benefitted.

Investment performance

The Listed Investments have increased during the year, in line with the performance of the wider market. The investment property portfolio is currently being assessed for its income and capital strengths. The trustees will then decide how to best utilise the charity's assets moving forward.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2024

FINANCIAL REVIEW

Principal funding sources

The Charity was funded by a substantial legacy from the Estate of James Rutherford Thomson-Bree ("the Deceased"). The assets now held by the Charity generate interest, dividends and rental income, and will also have realistic potential for capital growth.

Investment policy and objectives

The current policy of the trustees is to maintain low risk investments and to review their progress over time.

Reserves policy

The reserves of the charitable trust are distributable at the discretion of the trustees. The trustees are formulating their long-term plan for the management of the assets and will take such decisions as are necessary to enable them to pass appropriate levels of annual income to the discretionary beneficiaries. As such, the trustees have not set a target level of reserves and will gradually control them over time for the benefit of the beneficiaries. The trustees' intention is to ensure that the majority of the Charity's income, in each financial year, is distributed either in that financial year or, at the latest, in the next and the Charity accordingly seeks to limit the extent of its income reserves. The nature of the Charity's operation means that it is unlikely that there would be sudden and unexpected need for a payment from the Charity's income and/or reserves.

There are likely to be opportunities, during the next few years, to enhance the value of the Charity's portfolio of properties, particularly where a property may have potential for development. The trustees' view is that expenditure (for example in relation to the preparation and submission of a planning application to seek to exploit any such development) which is designed to increase the value of a property within the portfolio ought properly to be met from capital rather than income reserves. The same principle would be applied to any improvements which might be proposed to any properties, within the portfolio, where those improvements are designed/intended to increase the level of rent. Run of the mill expenditure on repairs and maintenance is met out of income.

REVIEW OF FINANCIAL POSITION AND FUTURE PLANS

Following the transfer in 2015 of a number of real estate assets from the Deceased's estate to the Charity, its financial position remains good. It is intended to retain the COIF investments and also most of the properties to provide income for the Charity.

The other incoming funds are dividends from the COIF investments, rents from the properties, some royalties and a small amount of interest.

The Trustees invite the discretionary beneficiaries to submit to them brief details to show how the payments which the Charity has made, to date, have been used and to provide details of any projects for which they are seeking funding. The Trustees will then meet to consider what distributions should be made to the potential beneficiaries in the next financial year.

Should the Charity manage a website, the trustees accept that they would be responsible for the maintenance and integrity of the Charity and financial information included on the Charity's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. The limited nature of the Charity's operation and the fact that the Charity does not seek income from third parties means that the trustees consider that there is, currently, no need for the Charity to have a website and, indeed, that it is preferable that it does not.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2024

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The Thomson-Bree Charitable Trust is a registered charity constituted, as an unincorporated association, under the Will and First and Second Codicils of James Rutherford Worsfold Thomson-Bree ("the Deceased"), who died on 1.12.2008. These testamentary documents were dated respectively 31.10.1988, 26.9.1989 and 22.2.1995. The Grant of Probate to the Deceased's estate was issued out of Oxford District Probate Registry on 10.6.2009; the executors and trustees named on the Grant were John Cecil Ruddick and Simon Robert Grindlay, being two of the Charity's present trustees.

The statutory power of appointing new trustees applies to the Charity and is exercisable by the continuing trustees.

On 1st August 2021 the then Trustees appointed Satnam Singh Choongh (a barrister - specialising in the field of planning law) as an additional trustee of the Charity. Mr Choongh lives in the West Midlands and had expressed an interest in becoming an additional trustee; his skills, knowledge and expertise are expected to be particularly useful if any of the possible development opportunities for properties within the Charity's portfolio of properties should materialise.

Under the terms of the Will and Codicils, the Deceased's residuary estate was left on charitable trusts, powers and provisions, collectively to be known as "The Thomson-Bree Charitable Trust" which entity was registered as a charity with number 1133326 on 17 December 2009.

Recruitment and appointment of new trustees

The trustees are appointed in accordance with the Will of James Rutherford Thomson-Bree and, at the date of this Report, consist of just 3 members, two of whom are solicitors and the other a barrister.

The trustees are actively seeking to recruit one or two additional trustees, with the intention of strengthening the trustee body and its skill-set and with a view to "future-proofing" the Charity and its administration.

Organisational structure

The charitable trust is controlled by its trustees with delegated authority passed to Godfrey-Payton, chartered surveyors, to manage the Charity's property portfolio on their behalf.

The Trustees meet from time to time and communicate mainly by the use of Zoom and by telephone and email. Decisions as to distributions to and between the discretionary beneficiaries are made in this way, as are decisions regarding the management of the assets, especially the real estate assets owned by the Charity, which formed part of the Deceased's assets during his lifetime. No trustee remuneration is paid.

Induction and training of new trustees

New trustees, when appointed, are inducted in the operational requirements of the charitable trust and the asset base that it holds.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Charity number

1133326

Principal address

33 Lychgate Close
Burbage
Hinckley
Leicestershire
LE10 2ES

Trustees

S R Grindlay
J C Ruddick
S S Choongh

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2024

REFERENCE AND ADMINISTRATIVE DETAILS

Auditors

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

Solicitors

Brindley Twist Tafft & James, Coventry

Bankers

Handelsbanken

Property management

Godfrey - Payton

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The trustees are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England and Wales, the Charities Act 2011, Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period. In preparing those financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Charities Act 2011, the Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by order of the board of trustees on 23 September 2025 and signed on its behalf by:



J C Ruddick Trustee

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Opinion

We have audited the financial statements of Thomson-Bree Charitable Trust (the 'charity') for the year ended 30 November 2024 which comprise the Statement of Financial Activities, the Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charity's affairs as at 30 November 2024 and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the charity 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 trustees' 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 charity'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 trustees with respect to going concern are described in the relevant sections of this report.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Report of the Independent Auditors thereon.

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.

In connection with our audit of the financial statements, 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 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Charities (Accounts and Reports) Regulations 2008 requires us to report to you if, in our opinion:

- the information given in the Report of the Trustees is inconsistent in any material respect with the financial statements; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Responsibilities of trustees

As explained more fully in the Statement of Trustees' Responsibilities, the trustees are responsible for the preparation of the financial statements which give a true and fair view, and for such internal control as the trustees 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 trustees are responsible for assessing the charity'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 trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

We have been appointed as auditors under Section 144 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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 a Report of the Independent Auditors 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 our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to designing audit procedures by tailoring and directing testing to aid and support the determined level of risk. In response, the procedures we perform to determine the level of risk include:

- reference to history and experience of the Entity; and
- enquiry of management, including obtaining and reviewing supporting documentation concerning the Entity's procedures relating to:
 - o identifying and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - o detection and response to risk of fraud and whether they were aware of any actual or suspected instances of fraud; and
 - o assessment of the controls and processes that the Entity has in place to mitigate risk.

Our assessments included the identification of the following potential areas for fraud:

- management override of control; and
- revenue recognition, particularly in respect of delivery of services

These procedures, and the extent to which they are capable of detecting irregularities, including fraud, are detailed below:

- critically assessed the appropriateness and testing the application of the revenue and cost recognition policies;
- testing the appropriateness of accounting estimates, journals and other adjustments made in the preparation of the financial statements;
- reviewing the Entity's accounting policies for non-compliance with relevant standards; and
- making enquiries of management and reviewing correspondence with the relevant authorities to identify any irregularities or instances of non-compliance with laws and regulations.

In performing an audit in accordance with UK GAAP, we exercise professional judgement and maintain professional scepticism throughout the audit process.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion or override of internal controls. There are inherent limitations in the audit procedures performed.

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

**REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF
THOMSON-BREE CHARITABLE TRUST**

Use of our report

This report is made solely to the charity's trustees, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the charity's trustees 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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.



Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

23 September 2025

THOMSON-BREE CHARITABLE TRUST

STATEMENT OF FINANCIAL ACTIVITIES
for the year ended 30 November 2024

	Notes	2024 Unrestricted fund £	2023 Total funds £
INCOME AND ENDOWMENTS FROM			
Investment income	2	236,561	212,568
EXPENDITURE ON			
Raising funds	3	80,821	60,291
Charitable activities			
Grants payable		165,000	225,000
Other		4,260	6,073
Total		250,081	291,364
Net gains on investments		3,424,914	40,901
NET INCOME/(EXPENDITURE)		3,411,394	(37,895)
RECONCILIATION OF FUNDS			
Total funds brought forward		9,537,821	9,575,716
TOTAL FUNDS CARRIED FORWARD		12,949,215	9,537,821

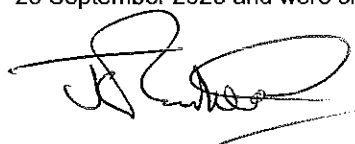
The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

BALANCE SHEET 30 November 2024

	Notes	2024 Unrestricted fund £	2023 Total funds £
FIXED ASSETS			
Investments			
Investments	7	5,600,281	4,754,634
Investment property	8	7,275,643	4,712,000
		<u>12,875,924</u>	<u>9,466,634</u>
CURRENT ASSETS			
Debtors	9	26,063	34,155
Cash at bank		88,332	52,404
		<u>114,395</u>	<u>86,559</u>
CREDITORS			
Amounts falling due within one year	10	(41,104)	(15,372)
NET CURRENT ASSETS		<u>73,291</u>	<u>71,187</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>12,949,215</u>	<u>9,537,821</u>
NET ASSETS		<u>12,949,215</u>	<u>9,537,821</u>
FUNDS	11		
Unrestricted funds		12,949,215	9,537,821
TOTAL FUNDS		<u>12,949,215</u>	<u>9,537,821</u>

The financial statements were approved by the Board of Trustees and authorised for issue on 23 September 2025 and were signed on its behalf by:



J C Ruddick - Trustee

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 November 2024

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements of the charity, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) 'Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Charities Act 2011. The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value, as modified by the revaluation of certain assets.

Critical accounting judgements and key sources of estimation uncertainty

The financial statements include the valuation of investment property and listed investments. Due to the nature of these investments, although they are included in the financial statements at values that are appropriate at that time, there are external market factors that could lead to these estimated valuations changing in future accounting periods.

Income

All income is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Grants offered subject to conditions which have not been met at the year end date are noted as a commitment but not accrued as expenditure.

Allocation and apportionment of costs

Governance costs are allocated to charitable activities.

Investment property and investments

Investment properties are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Listed investments are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Taxation

The charity is exempt from tax on its charitable activities.

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Debtors

Debtors are measured at the value invoiced net of any provisions for bad debts.

Liabilities

Liabilities are measured at the amount that the charity anticipates it will pay to settle the debt or the amount it has received as an advance for goods or services it must provide. Provisions for liabilities are measured at the charity's best estimate of the settlement amount.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2024

2. INVESTMENT INCOME

	2024	2023
	£	£
Rents received	99,314	77,325
Royalties	2,499	1,152
Dividends	132,229	130,263
Deposit account interest	2,519	3,828
	<u>236,561</u>	<u>212,568</u>

3. RAISING FUNDS

Investment management costs

	2024	2023
	£	£
Rent collection	(1,150)	1,150
Property repairs	2,452	2,842
Maintenance charges	3,803	3,788
Insurance	11,289	9,681
Council tax	11,362	11,367
Bank charges	424	390
Heat and Light	1,153	2,645
Professional Fees	49,676	28,314
	<u>79,009</u>	<u>60,177</u>

4. AUDITORS' REMUNERATION

	2024	2023
	£	£
Fees payable to the charity's auditors for the audit of the charity's financial statements	<u>5,160</u>	<u>2,538</u>

5. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 30 November 2024 nor for the year ended 30 November 2023.

Trustees' expenses

There were no trustees' expenses paid for the year ended 30 November 2024 nor for the year ended 30 November 2023.

6. COMPARATIVES FOR THE STATEMENT OF FINANCIAL ACTIVITIES

	Unrestricted fund £
INCOME AND ENDOWMENTS FROM	
Investment income	<u>212,568</u>
EXPENDITURE ON	
Raising funds	60,291
Charitable activities	
Grants payable	225,000

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2024

6. COMPARATIVES FOR THE STATEMENT OF FINANCIAL ACTIVITIES - continued

	Unrestricted fund £
Other	6,073
Total	291,364
Net gains on investments	40,901
NET INCOME/(EXPENDITURE)	(37,895)
RECONCILIATION OF FUNDS	
Total funds brought forward	9,575,716
TOTAL FUNDS CARRIED FORWARD	9,537,821

7. FIXED ASSET INVESTMENTS

	2024 £	2023 £
Shares	5,387,781	4,554,634
Loans	212,500	200,000
	5,600,281	4,754,634

Additional information as follows:

	Listed investments £
MARKET VALUE	
At 1 December 2023	4,554,634
Additions	447,376
Revaluations	385,771
At 30 November 2024	5,387,781
NET BOOK VALUE	
At 30 November 2024	5,387,781
At 30 November 2023	4,554,634
	Other loans £
At 1 December 2023	200,000
Other movements	12,500
At 30 November 2024	212,500

There were no investment assets outside the UK.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 30 November 2024

7. FIXED ASSET INVESTMENTS - continued

Cost or valuation at 30 November 2024 is represented by:

	Listed investments £
Valuation in 2018	65,062
Valuation in 2019	279,936
Valuation in 2020	46,578
Valuation in 2021	397,139
Valuation in 2022	(233,765)
Valuation in 2023	40,901
Valuation in 2024	385,771
Cost	4,406,159
	<u>5,387,781</u>

The listed investments are carried at market value as provided by CCLA in respect of COIF Charities Investment Fund - Income units.

The "Other loan" is a Legal Charge over a property. The value of the charge increases with each anniversary of the Legal Charge which are dependent upon conditions within the Legal Charge document.

During the year, a part of Hollyfast Farm, a Barn with Class Q planning consent, was sold. The proceeds have been reinvested in COIF funds.

8. INVESTMENT PROPERTY

	£
FAIR VALUE	
At 1 December 2023	4,712,000
Disposals	(253,541)
Revaluation	2,817,184
	<u>7,275,643</u>
At 30 November 2024	
NET BOOK VALUE	
At 30 November 2024	<u>7,275,643</u>
At 30 November 2023	<u>4,712,000</u>

Fair value at 30 November 2024 is represented by:

	£
Valuation in 2024	2,817,184
Cost	4,458,459
	<u>7,275,643</u>

The investment properties were valued by Godfrey - Payton when they were received by the charitable trust on 13th March 2015. They were subsequently formally re-assessed by Godfrey - Payton as at 30th November 2024 with a full revaluation exercise having been undertaken; the Net Book Value of the Investment Properties is the figure from that formal re-assessment.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2024

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2024	2023
	£	£
Other debtors	16,645	8,935
Prepayments and accrued income	300	16,868
Prepayments	9,118	8,352
	<u>26,063</u>	<u>34,155</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2024	2023
	£	£
Other creditors	3,652	1,946
Accruals and deferred income	23,112	9,829
Accrued expenses	14,340	3,597
	<u>41,104</u>	<u>15,372</u>

Deferred incoming resources

Rent has been deferred to future periods on a time apportionment basis. The amount carried forward represents rent received during the year that relate to the following accounting period.

11. MOVEMENT IN FUNDS

	At 1.12.23 £	Net movement in funds £	At 30.11.24 £
Unrestricted funds			
General fund	9,537,821	3,411,394	12,949,215
TOTAL FUNDS	<u>9,537,821</u>	<u>3,411,394</u>	<u>12,949,215</u>

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

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	236,561	(250,081)	3,424,914	3,411,394
TOTAL FUNDS	<u>236,561</u>	<u>(250,081)</u>	<u>3,424,914</u>	<u>3,411,394</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2024

11. MOVEMENT IN FUNDS - continued

Comparatives for movement in funds

	At 1.12.22 £	Net movement in funds £	At 30.11.23 £
Unrestricted funds			
General fund	9,575,716	(37,895)	9,537,821
TOTAL FUNDS	<u>9,575,716</u>	<u>(37,895)</u>	<u>9,537,821</u>

Comparative net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	212,568	(291,364)	40,901	(37,895)
TOTAL FUNDS	<u>212,568</u>	<u>(291,364)</u>	<u>40,901</u>	<u>(37,895)</u>

A current year 12 months and prior year 12 months combined position is as follows:

	At 1.12.22 £	Net movement in funds £	At 30.11.24 £
Unrestricted funds			
General fund	9,575,716	3,373,499	12,949,215
TOTAL FUNDS	<u>9,575,716</u>	<u>3,373,499</u>	<u>12,949,215</u>

A current year 12 months and prior year 12 months combined net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	449,129	(541,445)	3,465,815	3,373,499
TOTAL FUNDS	<u>449,129</u>	<u>(541,445)</u>	<u>3,465,815</u>	<u>3,373,499</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2024

12. RELATED PARTY DISCLOSURES

There were no related party transactions for the year ended 30 November 2024.

THOMSON-BREE CHARITABLE TRUST

England & Wales - Charity number 1133326

Accounts

REGISTERED CHARITY NUMBER: 1133326

**REPORT OF THE TRUSTEES AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2023
FOR
THOMSON-BREE CHARITABLE TRUST**

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

THOMSON-BREE CHARITABLE TRUST

**CONTENTS OF THE FINANCIAL STATEMENTS
for the year ended 30 November 2023**

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THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2023

The trustees present their report with the financial statements of the charity for the year ended 30 November 2023. The trustees have adopted the provisions of Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019).

OBJECTIVES AND ACTIVITIES

Objectives and aims

The purposes of the Charity is to distribute the Charity's income, at the discretion of its Trustees, between the six charities or charitable entities (or their successors) specifically named as potential discretionary beneficiaries under the terms of the Will and Codicils of the Deceased.

The six eligible discretionary beneficiaries are the following:-

- * Royal Hospital for Neuro-Disability
- * Age UK
- * Actors' Benevolent Fund
- * All Saints Church of Allesley, Coventry
- * St Michael's Church of East Coker, Yeovil
- * Livability

The Deceased expressed the desire (but without imposing any trust or obligation) for the Trustees to pay a greater proportion of the Charity's income to the Actors' Benevolent Fund ("ABF").

Significant activities

Grant making to any one or more of the six specified discretionary beneficiaries is the sole activity of the Charity under the terms of the Trust documents. The Trustees' policy is to consider funding for any special requirements or projects submitted for consideration by any of the discretionary beneficiaries and to decide the proportions of any distribution of income, taking such representations into account.

The Trustees have made distributions of income to five of the above discretionary beneficiaries in the current financial year. The distribution to ABF (£120,000) included the sum of £55,000 which the Trustees had decided to hold back, in relation to the distribution of income in the Charity's financial year ended 30th November 2022 because of serious governance issues which ABF had been experiencing at that time.

Public benefit

The Trustees are aware of the requirement for charity trustees to have regard to the guidance on public benefit issued by the Charities Commission and copies of the guidance were provided to the Trustees for their use and for reference in accordance with their legal duty.

ACHIEVEMENT AND PERFORMANCE

Charitable activities

The recipients of distributions from the Charity are themselves charitable organisations and are active in the fields of medicine, the elderly, the disabled, members and former members of the acting profession, in need and the advancement of religion and pastoral care in the communities of Allesley, Coventry and East Coker, Yeovil.

The activities undertaken by organisations such as these are generally regarded as beneficial and these particular bodies reach a sufficient section of the public, either because they are national organisations benefitting specific classes of people - the elderly, the sick, the disabled and the poor - or because they are local organisations providing assistance and support to the local community in general. In many cases, the beneficiary charity provides feedback on the use of the funds to demonstrate how their particular area of activity has benefitted.

Investment performance

The Listed Investments have increased during the year, in line with the performance of the wider market. The investment property portfolio is currently being assessed for its income and capital strengths. The trustees will then decide how to best utilise the charity's assets moving forward.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2023

FINANCIAL REVIEW

Principal funding sources

The Charity was funded by a substantial legacy from the Estate of James Rutherford Thomson-Bree ("the Deceased"). The assets now held by the Charity generate interest, dividends and rental income, and will also have realistic potential for capital growth.

Investment policy and objectives

The current policy of the trustees is to maintain low risk investments and to review their progress over time.

Reserves policy

The reserves of the charitable trust are distributable at the discretion of the trustees. The trustees are formulating their long term plan for the management of the assets and will take such decisions as are necessary to enable them to pass appropriate levels of annual income to the discretionary beneficiaries. As such, the trustees have not set a target level of reserves and will gradually control them over time for the benefit of the beneficiaries. The trustees' intention is to ensure that the majority of the Charity's income, in each financial year, is distributed either in that financial year or, at the latest, in the next and the Charity accordingly seeks to limit the extent of its income reserves. The nature of the Charity's operation means that it is unlikely that there would be sudden and unexpected need for a payment from the Charity's income and/or reserves.

There are likely to be opportunities, during the next few years, to enhance the value of the Charity's portfolio of properties, particularly where a property may have potential for development. The trustees' view is that expenditure (for example in relation to the preparation and submission of a planning application to seek to exploit any such development) which is designed to increase the value of a property within the portfolio ought properly be met from capital rather than income reserves. The same principle would be applied to any improvements which might be proposed to any properties within the portfolio, where those improvements are designed/intended to increase the level of rent. Run of the mill expenditure on repairs and maintenance is met out of income.

REVIEW OF FINANCIAL POSITION AND FUTURE PLANS

Following the transfer in 2015 of a number of real estate assets from the Deceased's estate to the Charity, its financial position remains good. It is intended to retain the COIF investments and also most of the properties to provide income for the Charity.

The other incoming funds are dividends from the COIF investments, rents from the properties, some royalties and a small amount of interest.

The Trustees intend to invite the charity beneficiaries to submit to them brief details to show how the payments which the Charity has made, to date, have been used and to provide details of any projects for which they are seeking funding. The Trustees will then meet to consider what distributions should be made to the potential beneficiaries in the next financial year.

Should the Charity manage a website, the trustees accept that they would be responsible for the maintenance and integrity of the Charity and financial information included on the Charity's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. The limited nature of the Charity's operation and the fact that the Charity does not seek income from third parties means that the trustees consider that there is, currently, no need for the Charity to have a website and, indeed, that it is preferable that it does not.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2023

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The Thomson-Bree Charitable Trust is a registered charity constituted, as an unincorporated association, under the Will and First and Second Codicils of James Rutherford Worsfold Thomson-Bree ("the Deceased"), who died on 1.12.2008. These testamentary documents were dated respectively 31.10.1988, 26.9.1989 and 22.2.1995. The Grant of Probate to the Deceased's estate was issued out of Oxford District Probate Registry on 10.6.2009; the executors and trustees named on the Grant were John Cecil Ruddick and Simon Robert Grindlay, being two of the Charity's present trustees.

The statutory power of appointing new trustees applies to the Charity and is exercisable by the continuing trustees.

On 1st August 2021 the then Trustees appointed Satnam Singh Choongh (a barrister - specialising in the field of planning law) as an additional trustee of the Charity. Mr Choongh lives in the West Midlands and had expressed an interest in becoming an additional trustee; his skills, knowledge and expertise are expected to be particularly useful if any of the possible development opportunities for properties within the Charity's portfolio of properties should materialise.

Under the terms of the Will and Codicils, the Deceased's residuary estate was left on charitable trusts, powers and provisions, collectively to be known as "The Thomson-Bree Charitable Trust" which entity was registered as a charity with number 1133326 on 17 December 2009.

Recruitment and appointment of new trustees

The trustees are appointed in accordance with the Will of James Rutherford Thomson-Bree and, at the date of this Report, consist of just 3 members, two of whom are solicitors and the other a barrister.

The trustees are actively seeking to recruit one or two additional trustees, with the intention of strengthening the trustee body and its skill-set and with a view to "future-proofing" the Charity and its administration.

Organisational structure

The charitable trust is controlled by its trustees with delegated authority passed to Godfrey Payton, chartered surveyors, to manage the Charity's property portfolio on their behalf.

The Trustees meet from time to time and communicate mainly by the use of Zoom, and by telephone and email. Decisions as to distributions to and between the discretionary beneficiaries are made in this way, as are decisions regarding the management of the assets, especially the real estate assets owned by the Charity, which formed part of the Deceased's assets during his lifetime. No trustee remuneration is paid.

Induction and training of new trustees

New trustees, when appointed, are inducted in the operational requirements of the charitable trust and the asset base that it holds.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Charity number

1133326

Principal address

33 Lychgate Close
Burbage
Hinckley
Leicestershire
LE10 2ES

Trustees

S R Grindlay
J C Ruddick
S S Choongh

THOMSON-BREE CHARITABLE TRUST

**REPORT OF THE TRUSTEES
for the year ended 30 November 2023**

REFERENCE AND ADMINISTRATIVE DETAILS

Auditors

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

Solicitors

Brindley Twist Tafft & James, Coventry

Bankers

Handelsbanken

Property management

Godfrey - Payton

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The trustees are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England and Wales, the Charities Act 2011, Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period. In preparing those financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Charities Act 2011, the Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by order of the board of trustees on 26 September 2024 and signed on its behalf by:



J C Ruddick - Trustee

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Opinion

We have audited the financial statements of Thomson-Bree Charitable Trust (the 'charity') for the year ended 30 November 2023 which comprise the Statement of Financial Activities, the Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charity's affairs as at 30 November 2023 and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the charity 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 trustees' 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 charity'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 trustees with respect to going concern are described in the relevant sections of this report.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Report of the Independent Auditors thereon.

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.

In connection with our audit of the financial statements, 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 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Charities (Accounts and Reports) Regulations 2008 requires us to report to you if, in our opinion:

- the information given in the Report of the Trustees is inconsistent in any material respect with the financial statements; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

**REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF
THOMSON-BREE CHARITABLE TRUST**

Responsibilities of trustees

As explained more fully in the Statement of Trustees' Responsibilities, the trustees are responsible for the preparation of the financial statements which give a true and fair view, and for such internal control as the trustees 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 trustees are responsible for assessing the charity'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 trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Our responsibilities for the audit of the financial statements

We have been appointed as auditors under Section 144 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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 a Report of the Independent Auditors 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 our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to designing audit procedures by tailoring and directing testing to aid and support the determined level of risk. In response, the procedures we perform to determine the level of risk include:

- reference to history and experience of the Entity; and
- enquiry of management, including obtaining and reviewing supporting documentation concerning the Entity's procedures relating to:
 - o identifying and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - o detection and response to risk of fraud and whether they were aware of any actual or suspected instances of fraud; and
 - o assessment of the controls and processes that the Entity has in place to mitigate risk.

Our assessments included the identification of the following potential areas for fraud:

- management override of control; and
- revenue recognition, particularly in respect of delivery of services

These procedures, and the extent to which they are capable of detecting irregularities, including fraud, are detailed below:

- critically assessed the appropriateness and testing the application of the revenue and cost recognition policies;
- testing the appropriateness of accounting estimates, journals and other adjustments made in the preparation of the financial statements;
- reviewing the Entity's accounting policies for non-compliance with relevant standards; and
- making enquiries of management and reviewing correspondence with the relevant authorities to identify any irregularities or instances of non-compliance with laws and regulations.

In performing an audit in accordance with UK GAAP, we exercise professional judgement and maintain professional scepticism throughout the audit process.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion or override of internal controls. There are inherent limitations in the audit procedures performed.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

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- enquiry of management, including obtaining and reviewing supporting documentation concerning the Entity's procedures relating to:
 - o identifying and complying with laws and regulations and whether they were aware of any instances of non-compliance;
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**REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF
THOMSON-BREE CHARITABLE TRUST**

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- testing the appropriateness of accounting estimates, journals and other adjustments made in the preparation of the financial statements;
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In performing an audit in accordance with UK GAAP, we exercise professional judgement and maintain professional scepticism throughout the audit process.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion or override of internal controls. There are inherent limitations in the audit procedures performed.

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

Use of our report

This report is made solely to the charity's trustees, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the charity's trustees 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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Luckmans Duckett Parker Ltd

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

27 September 2024

THOMSON-BREE CHARITABLE TRUST

STATEMENT OF FINANCIAL ACTIVITIES
for the year ended 30 November 2023

	Notes	2023 Unrestricted fund £	2022 Total funds £
INCOME AND ENDOWMENTS FROM			
Donations and legacies		-	12,263
Investment income	2	212,568	199,792
Total		<u>212,568</u>	<u>212,055</u>
EXPENDITURE ON			
Raising funds	3	60,291	82,292
Charitable activities			
Grants payable		225,000	75,000
Other		6,073	2,508
Total		<u>291,364</u>	<u>159,800</u>
Net gains on investments		<u>40,901</u>	<u>564,635</u>
NET INCOME/(EXPENDITURE)		<u>(37,895)</u>	<u>616,890</u>
RECONCILIATION OF FUNDS			
Total funds brought forward		9,575,716	8,958,826
TOTAL FUNDS CARRIED FORWARD		<u><u>9,537,821</u></u>	<u><u>9,575,716</u></u>

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

**BALANCE SHEET
30 November 2023**

	Notes	2023 Unrestricted fund £	2022 Total funds £
FIXED ASSETS			
Investments			
Investments	7	4,754,634	4,691,233
Investment property	8	4,712,000	4,712,000
		<u>9,466,634</u>	<u>9,403,233</u>
CURRENT ASSETS			
Debtors	9	34,155	15,848
Cash at bank		52,404	170,416
		<u>86,559</u>	<u>186,264</u>
CREDITORS			
Amounts falling due within one year	10	(15,372)	(13,781)
		<u>71,187</u>	<u>172,483</u>
NET CURRENT ASSETS			
		<u>9,537,821</u>	<u>9,575,716</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>9,537,821</u>	<u>9,575,716</u>
NET ASSETS			
		<u>9,537,821</u>	<u>9,575,716</u>
FUNDS	11		
Unrestricted funds		9,537,821	9,575,716
TOTAL FUNDS		<u>9,537,821</u>	<u>9,575,716</u>

The financial statements were approved by the Board of Trustees and authorised for issue on 26 September 2024 and were signed on its behalf by:



J C Ruddick - Trustee

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 November 2023

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements of the charity, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) 'Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Charities Act 2011. The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value, as modified by the revaluation of certain assets.

Critical accounting judgements and key sources of estimation uncertainty

The financial statements include the valuation of investment property and listed investments. Due to the nature of these investments, although they are included in the financial statements at values that are appropriate at that time, there are external market factors that could lead to these estimated valuations changing in future accounting periods.

Income

All income is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Grants offered subject to conditions which have not been met at the year end date are noted as a commitment but not accrued as expenditure.

Allocation and apportionment of costs

Governance costs are allocated to charitable activities.

Investment property and investments

Investment properties are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Listed investments are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Taxation

The charity is exempt from tax on its charitable activities.

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Debtors

Debtors are measured at the value invoiced net of any provisions for bad debts.

Liabilities

Liabilities are measured at the amount that the charity anticipates it will pay to settle the debt or the amount it has received as an advance for goods or services it must provide. Provisions for liabilities are measured at the charity's best estimate of the settlement amount.

THOMSON-BREE CHARITABLE TRUST

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2023**

2. INVESTMENT INCOME

	2023	2022
	£	£
Rents received	77,325	79,176
Royalties	1,152	2,003
Dividends	130,263	118,552
Deposit account interest	3,828	61
	<u>212,568</u>	<u>199,792</u>

3. RAISING FUNDS

Investment management costs

	2023	2022
	£	£
Rent collection	1,150	(967)
Property repairs	2,842	2,822
Maintenance charges	3,788	3,712
Insurance	9,681	8,708
Council tax	11,367	6,632
Bank charges	390	252
Heat and Light	2,645	3,294
Professional Fees	28,314	57,823
Sundry Expenses	-	16
	<u>60,177</u>	<u>82,292</u>

4. AUDITORS' REMUNERATION

	2023	2022
	£	£
Fees payable to the charity's auditors for the audit of the charity's financial statements	<u>2,538</u>	<u>1,860</u>

5. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 30 November 2023 nor for the year ended 30 November 2022.

Trustees' expenses

There were no trustees' expenses paid for the year ended 30 November 2023 nor for the year ended 30 November 2022.

THOMSON-BREE CHARITABLE TRUST

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2023**

6. COMPARATIVES FOR THE STATEMENT OF FINANCIAL ACTIVITIES		
		Unrestricted fund £
INCOME AND ENDOWMENTS FROM		
Donations and legacies		12,263
Investment income		199,792
Total		<u>212,055</u>
EXPENDITURE ON		
Raising funds		82,292
Charitable activities		
Grants payable		75,000
Other		2,508
Total		<u>159,800</u>
Net gains on investments		<u>564,635</u>
NET INCOME		616,890
RECONCILIATION OF FUNDS		
Total funds brought forward		8,958,826
TOTAL FUNDS CARRIED FORWARD		<u><u>9,575,716</u></u>
7. FIXED ASSET INVESTMENTS		
	2023	2022
	£	£
Shares	4,554,634	4,503,733
Loans	200,000	187,500
	<u>4,754,634</u>	<u>4,691,233</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2023

7. FIXED ASSET INVESTMENTS - continued

Additional information as follows:

	Listed investments £
MARKET VALUE	
At 1 December 2022	4,503,733
Additions	10,000
Revaluations	40,901
At 30 November 2023	4,554,634
NET BOOK VALUE	
At 30 November 2023	4,554,634
At 30 November 2022	4,503,733
	Other loans £
At 1 December 2022	187,500
Other movements	12,500
At 30 November 2023	200,000

There were no investment assets outside the UK.

Cost or valuation at 30 November 2023 is represented by:

	Listed investments £
Valuation in 2018	65,062
Valuation in 2019	279,936
Valuation in 2020	46,578
Valuation in 2021	397,139
Valuation in 2022	(233,765)
Valuation in 2023	40,901
Cost	3,958,783
	4,554,634

The listed investments are carried at market value as provided by CCLA in respect of COIF Charities Investment Fund - Income units.

The "Other loan" is a Legal Charge over a property. The value of the charge increases with each anniversary of the Legal Charge which are dependent upon conditions within the Legal Charge document.

THOMSON-BREE CHARITABLE TRUST

**NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2023**

8. INVESTMENT PROPERTY

	£
FAIR VALUE	
At 1 December 2022	
and 30 November 2023	4,712,000
NET BOOK VALUE	
At 30 November 2023	4,712,000
At 30 November 2022	4,712,000

The investment properties were valued by Godfrey - Payton when they were received by the charitable trust on 13th March 2015. They were subsequently informally re-assessed by Godfrey - Payton as at 30th November 2019 but without a full revaluation exercise having been undertaken; the Net Book Value of the Investment Properties is the figure from that informal re-assessment.

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023	2022
	£	£
Other debtors	8,935	5,495
Prepayments and accrued income	16,868	5,015
Prepayments	8,352	5,338
	<u>34,155</u>	<u>15,848</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023	2022
	£	£
Other creditors	1,946	-
Accruals and deferred income	9,829	9,937
Accrued expenses	3,597	3,844
	<u>15,372</u>	<u>13,781</u>

Deferred incoming resources

Rent has been deferred to future periods on a time apportionment basis. The amount carried forward represents rent received during the year that relate to the following accounting period.

11. MOVEMENT IN FUNDS

	At 1.12.22 £	Net movement in funds £	At 30.11.23 £
Unrestricted funds			
General fund	9,575,716	(37,895)	9,537,821
TOTAL FUNDS	<u>9,575,716</u>	<u>(37,895)</u>	<u>9,537,821</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2023

11. MOVEMENT IN FUNDS - continued

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

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	212,568	(291,364)	40,901	(37,895)
TOTAL FUNDS	<u>212,568</u>	<u>(291,364)</u>	<u>40,901</u>	<u>(37,895)</u>

Comparatives for movement in funds

	At 1.12.21 £	Net movement in funds £	At 30.11.22 £
Unrestricted funds			
General fund	8,958,826	616,890	9,575,716
TOTAL FUNDS	<u>8,958,826</u>	<u>616,890</u>	<u>9,575,716</u>

Comparative net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	212,055	(159,800)	564,635	616,890
TOTAL FUNDS	<u>212,055</u>	<u>(159,800)</u>	<u>564,635</u>	<u>616,890</u>

A current year 12 months and prior year 12 months combined position is as follows:

	At 1.12.21 £	Net movement in funds £	At 30.11.23 £
Unrestricted funds			
General fund	8,958,826	578,995	9,537,821
TOTAL FUNDS	<u>8,958,826</u>	<u>578,995</u>	<u>9,537,821</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2023

11. MOVEMENT IN FUNDS - continued

A current year 12 months and prior year 12 months combined net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	424,623	(451,164)	605,536	578,995
TOTAL FUNDS	<u>424,623</u>	<u>(451,164)</u>	<u>605,536</u>	<u>578,995</u>

12. RELATED PARTY DISCLOSURES

There were no related party transactions for the year ended 30 November 2023.

THOMSON-BREE CHARITABLE TRUST

England & Wales - Charity number 1133326

Accounts

REGISTERED CHARITY NUMBER: 1133326

**REPORT OF THE TRUSTEES AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2022
FOR
THOMSON-BREE CHARITABLE TRUST**

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

THOMSON-BREE CHARITABLE TRUST

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for the year ended 30 November 2022**

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THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2022

The trustees present their report with the financial statements of the charity for the year ended 30 November 2022. The trustees have adopted the provisions of Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019).

OBJECTIVES AND ACTIVITIES

Objectives and aims

The purposes of the Charity is to distribute the Charity's income, at the discretion of its Trustees, between the six charities or charitable entities (or their successors) specifically named as potential discretionary beneficiaries under the terms of the Will and Codicils of the Deceased.

The six eligible discretionary beneficiaries are the following:-

- * Royal Hospital for Neuro-Disability
- * Age UK
- * Actors' Benevolent Fund
- * All Saints Church of Allesley, Coventry
- * St Michael's Church of East Coker, Yeovil
- * Livability

The Deceased expressed the desire (but without imposing any trust or obligation) for the Trustees to pay a greater proportion of the Charity's income to the Actors' Benevolent Fund ("ABF").

Significant activities

Grant making to any one or more of the six specified potential beneficiaries is the sole activity of the Charity under the terms of the Trust documents. The Trustees' policy is to consider funding for any special requirements or projects submitted for consideration by any of the discretionary beneficiaries and to decide the proportions of any distribution of income, taking such representations into account.

The Trustees have made distributions of income to four of the above discretionary beneficiaries in the current financial year. When (in October 2022) the Trustees were considering the distribution of the Charity's income ABF was experiencing significant governance issues, which had resulted in Charity Commission involvement. The Trustees were unable, having made enquiries, to obtain appropriate reassurances as to ABF's position going forward and decided, therefore, to defer any income distribution in favour of ABF.

Public benefit

The Trustees are aware of the requirement for charity trustees to have regard to the guidance on public benefit issued by the Charities Commission and copies of the guidance were provided to the Trustees for their use and for reference in accordance with their legal duty.

ACHIEVEMENT AND PERFORMANCE

Charitable activities

The recipients of distributions from the Charity are themselves charitable organisations and are active in the fields of medicine, the elderly, the disabled, members and former members of the acting profession, in need and the advancement of religion and pastoral care in the communities of Allesley, Coventry and East Coker, Yeovil.

The activities undertaken by organisations such as these are generally regarded as beneficial and these particular bodies reach a sufficient section of the public, either because they are national organisations benefitting specific classes of people - the elderly, the sick, the disabled and the poor - or because they are local organisations providing assistance and support to the local community in general. In many cases, the beneficiary charity provides feedback on the use of the funds to demonstrate how their particular area of activity has benefitted.

Investment performance

The Listed Investments have increased during the year, in line with the performance of the wider market. The investment property portfolio is currently being assessed for its income and capital strengths. The trustees will then decide how to best utilise the charity's assets moving forward.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2022

FINANCIAL REVIEW

Principal funding sources

The Charity was funded by a substantial legacy from the Estate of James Rutherford Thomson-Bree ("the Deceased"). The assets now held by the Charity generate interest, dividends and rental income, and will also have realistic potential for capital growth.

The Charity, having obtained vacant possession of one of the agricultural properties within the Charity's portfolio (by virtue of the death of a long-standing former agricultural tenant), completed the sale of the property and the net sale proceeds were reinvested in the purchase COIF Income Units.

Investment policy and objectives

The current policy of the trustees is to maintain low risk investments and to review their progress over time.

Reserves policy

The reserves of the charitable trust are distributable at the discretion of the trustees. The trustees are formulating their long term plan for the management of the assets and will take such decisions as are necessary to enable them to pass appropriate levels of annual income to the beneficiaries of the Will. As such, the trustees have not set a target level of reserves and will gradually control them over time for the benefit of the beneficiaries. The trustees' intention is to ensure that the majority of the Charity's income, in each financial year, is distributed either in that financial year or, at the latest, in the next and the Charity accordingly seeks to limit the extent of its income reserves. The nature of the Charity's operation means that it is unlikely that there would be sudden and unexpected need for a payment from the Charity's income and/or reserves.

There are likely to be opportunities, during the next few years, to enhance the value of the Charity's portfolio of properties, particularly where a property may have potential for development. The trustees' view is that expenditure (for example in relation to the preparation and submission of a planning application to seek to exploit any such development) which is designed to increase the value of a property within the portfolio ought properly be met from capital rather than income reserves. The same principle would be applied to any improvements which might be proposed to any properties within the portfolio, where those improvements are designed/intended to increase the level of rent. Run of the mill expenditure on repairs and maintenance is met out of income.

REVIEW OF FINANCIAL POSITION AND FUTURE PLANS

Following the transfer in 2015 of a number of real estate assets from the Deceased's estate to the Charity, its financial position remains good. It is intended to retain the COIF investments and also most of the properties to provide income for the Charity.

The other incoming funds are dividends from the COIF investments, rents from the properties, some royalties and a small amount of interest.

The Trustees intend to invite the charity beneficiaries to submit to them brief details to show how the payments which the Charity has made, to date, have been used and to provide details of any projects for which they are seeking funding. The Trustees will then meet to consider what distributions should be made to the potential beneficiaries in the next financial year.

Should the Charity manage a website, the trustees accept that they would be responsible for the maintenance and integrity of the Charity and financial information included on the Charity's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. The limited nature of the Charity's operation and the fact that the Charity does not seek income from third parties means that the trustees consider that there is, currently, no need for the Charity to have a website and, indeed, that it is preferable that it does not.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2022

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The Thomson-Bree Charitable Trust is a registered charity constituted, as an unincorporated association, under the Will and First and Second Codicils of James Rutherford Worsfold Thomson-Bree ("the Deceased"), who died on 1.12.2008. These testamentary documents were dated respectively 31.10.1988, 26.9.1989 and 22.2.1995. The Grant of Probate to the Deceased's estate was issued out of Oxford District Probate Registry on 10.6.2009; the executors and trustees named on the Grant were John Cecil Ruddick and Simon Robert Grindlay, being two of the Charity's present trustees.

The statutory power of appointing new trustees applies to the Charity and is exercisable by the continuing trustees.

On 1st August 2021 the then Trustees appointed Satnam Singh Choongh (a barrister - specialising in the field of planning law) as an additional trustee of the Charity. Mr Choongh lives in the West Midlands and had expressed an interest in becoming an additional trustee; his skills, knowledge and expertise are expected to be particularly useful if any of the possible development opportunities for properties within the Charity's portfolio of properties should materialise.

Under the terms of the Will and Codicils, the Deceased's residuary estate was left on charitable trusts, powers and provisions, collectively to be known as "The Thomson-Bree Charitable Trust" which entity was registered as a charity with number 1133326 on 17 December 2009.

Recruitment and appointment of new trustees

The trustees are appointed in accordance with the Will of James Rutherford Thomson-Bree and, at the date of this Report, consist of just 3 members, two of whom are solicitors.

The trustees are actively seeking to recruit one or two additional trustees, with the intention of strengthening the trustee body and its skill-set and with a view to "future-proofing" the Charity and its administration.

Organisational structure

The charitable trust is controlled by its trustees with delegated authority passed to Godfrey Payton, chartered surveyors, to manage the Charity's property portfolio on their behalf.

The Trustees meet from time to time and communicate mainly by the use of Zoom, and by telephone and email. Decisions as to distributions to and between the discretionary beneficiaries are made in this way, as are decisions regarding the management of the assets, especially the real estate assets owned by the Charity, which formed part of the Deceased's assets during his lifetime. No trustee remuneration is paid.

Induction and training of new trustees

New trustees, when appointed, are inducted in the operational requirements of the charitable trust and the asset base that it holds.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Charity number

1133326

Principal address

33 Lychgate Close
Burbage
Hinckley
Leicestershire
LE10 2ES

Trustees

S R Grindlay
J C Ruddick
S S Choongh

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2022

REFERENCE AND ADMINISTRATIVE DETAILS

Auditors

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

Solicitors

Brindley Twist Tafft & James, Coventry

Bankers

Handelsbanken

Property management

Godfrey - Payton

STATEMENT OF TRUSTEES' RESPONSIBILITIES

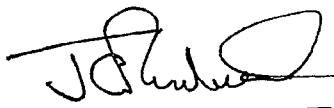
The trustees are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England and Wales, the Charities Act 2011, Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period. In preparing those financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Charities Act 2011, the Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by order of the board of trustees on 18 September 2023 and signed on its behalf by:



J C Ruddick - Trustee

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Opinion

We have audited the financial statements of Thomson-Bree Charitable Trust (the 'charity') for the year ended 30 November 2022 which comprise the Statement of Financial Activities, the Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charity's affairs as at 30 November 2022 and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the charity 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 trustees' 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 charity'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 trustees with respect to going concern are described in the relevant sections of this report.

Other Information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Report of the Independent Auditors thereon.

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.

In connection with our audit of the financial statements, 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 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Charities (Accounts and Reports) Regulations 2008 requires us to report to you if, in our opinion:

- the information given in the Report of the Trustees is inconsistent in any material respect with the financial statements; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Responsibilities of trustees

As explained more fully in the Statement of Trustees' Responsibilities, the trustees are responsible for the preparation of the financial statements which give a true and fair view, and for such internal control as the trustees 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 trustees are responsible for assessing the charity'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 trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

We have been appointed as auditors under Section 144 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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 a Report of the Independent Auditors 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 our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to designing audit procedures by tailoring and directing testing to aid and support the determined level of risk. In response, the procedures we perform to determine the level of risk include:

- reference to history and experience of the Entity; and
- enquiry of management, including obtaining and reviewing supporting documentation concerning the Entity's procedures relating to:
 - o identifying and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - o detection and response to risk of fraud and whether they were aware of any actual or suspected instances of fraud; and
 - o assessment of the controls and processes that the Entity has in place to mitigate risk.

Our assessments included the identification of the following potential areas for fraud:

- management override of control; and
- revenue recognition, particularly in respect of delivery of services

These procedures, and the extent to which they are capable of detecting irregularities, including fraud, are detailed below:

- critically assessed the appropriateness and testing the application of the revenue and cost recognition policies;
- testing the appropriateness of accounting estimates, journals and other adjustments made in the preparation of the financial statements;
- reviewing the Entity's accounting policies for non-compliance with relevant standards; and
- making enquiries of management and reviewing correspondence with the relevant authorities to identify any irregularities or instances of non-compliance with laws and regulations.

In performing an audit in accordance with UK GAAP, we exercise professional judgement and maintain professional scepticism throughout the audit process.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion or override of internal controls. There are inherent limitations in the audit procedures performed.

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

**REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF
THOMSON-BREE CHARITABLE TRUST**

Use of our report

This report is made solely to the charity's trustees, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the charity's trustees 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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Luckmans Duckett Parker Ltd.

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

18 September 2023

THOMSON-BREE CHARITABLE TRUST

STATEMENT OF FINANCIAL ACTIVITIES
for the year ended 30 November 2022

	Notes	2022 Unrestricted fund £	2021 Total funds £
INCOME AND ENDOWMENTS FROM			
Donations and legacies		12,263	-
Investment income	2	199,792	178,495
Total		<u>212,055</u>	<u>178,495</u>
EXPENDITURE ON			
Raising funds	3	82,292	46,655
Charitable activities			
Grants payable		75,000	160,000
Other		2,508	2,220
Total		<u>159,800</u>	<u>208,875</u>
Net gains on investments		<u>564,635</u>	<u>397,139</u>
NET INCOME		616,890	366,759
RECONCILIATION OF FUNDS			
Total funds brought forward		8,958,826	8,592,067
TOTAL FUNDS CARRIED FORWARD		<u><u>9,575,716</u></u>	<u><u>8,958,826</u></u>

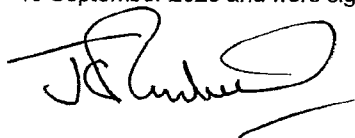
The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

**BALANCE SHEET
30 November 2022**

	Notes	2022 Unrestricted fund £	2021 Total funds £
FIXED ASSETS			
Investments			
Investments	7	4,691,233	3,356,630
Investment property	8	4,712,000	5,512,000
		<u>9,403,233</u>	<u>8,868,630</u>
CURRENT ASSETS			
Debtors	9	15,848	34,755
Cash at bank		170,416	87,150
		<u>186,264</u>	<u>121,905</u>
CREDITORS			
Amounts falling due within one year	10	(13,781)	(31,709)
NET CURRENT ASSETS		<u>172,483</u>	<u>90,196</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>9,575,716</u>	<u>8,958,826</u>
NET ASSETS		<u>9,575,716</u>	<u>8,958,826</u>
FUNDS			
Unrestricted funds	11	9,575,716	8,958,826
TOTAL FUNDS		<u>9,575,716</u>	<u>8,958,826</u>

The financial statements were approved by the Board of Trustees and authorised for issue on 18 September 2023 and were signed on its behalf by:



J C Ruddick - Trustee

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 November 2022

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements of the charity, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) 'Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Charities Act 2011. The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value, as modified by the revaluation of certain assets.

Critical accounting judgements and key sources of estimation uncertainty

The financial statements include the valuation of investment property and listed investments. Due to the nature of these investments, although they are included in the financial statements at values that are appropriate at that time, there are external market factors that could lead to these estimated valuations changing in future accounting periods.

Income

All income is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Grants offered subject to conditions which have not been met at the year end date are noted as a commitment but not accrued as expenditure.

Allocation and apportionment of costs

Governance costs are allocated to charitable activities.

Investment property and investments

Investment properties are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Listed investments are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Taxation

The charity is exempt from tax on its charitable activities.

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Debtors

Debtors are measured at the value invoiced net of any provisions for bad debts.

Liabilities

Liabilities are measured at the amount that the charity anticipates it will pay to settle the debt or the amount it has received as an advance for goods or services it must provide. Provisions for liabilities are measured at the charity's best estimate of the settlement amount.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2022

2. INVESTMENT INCOME

	2022	2021
	£	£
Rents received	79,176	94,692
Royalties	2,003	609
Dividends	118,552	83,194
Deposit account interest	61	-
	<u>199,792</u>	<u>178,495</u>

3. RAISING FUNDS

Investment management costs

	2022	2021
	£	£
Rent collection	(967)	7,544
Property repairs	2,822	5,844
Maintenance charges	3,712	3,367
Insurance	8,708	6,796
Council tax	6,632	5,737
Bank charges	252	252
Heat and Light	3,294	858
Professional Fees	57,823	16,257
Sundry Expenses	16	-
	<u>82,292</u>	<u>46,655</u>

4. AUDITORS' REMUNERATION

	2022	2021
	£	£
Fees payable to the charity's auditors for the audit of the charity's financial statements	<u>1,860</u>	<u>1,740</u>

5. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 30 November 2022 nor for the year ended 30 November 2021.

Trustees' expenses

There were no trustees' expenses paid for the year ended 30 November 2022 nor for the year ended 30 November 2021.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2022

6. COMPARATIVES FOR THE STATEMENT OF FINANCIAL ACTIVITIES

	Unrestricted fund £
INCOME AND ENDOWMENTS FROM	
Investment income	178,495
EXPENDITURE ON	
Raising funds	46,655
Charitable activities	
Grants payable	160,000
Other	2,220
Total	208,875
Net gains on investments	397,139
NET INCOME	366,759
RECONCILIATION OF FUNDS	
Total funds brought forward	8,592,067
TOTAL FUNDS CARRIED FORWARD	8,958,826

7. FIXED ASSET INVESTMENTS

	2022 £	2021 £
Shares	4,503,733	3,181,630
Loans	187,500	175,000
	4,691,233	3,356,630

Additional information as follows:

	Listed investments £
MARKET VALUE	
At 1 December 2021	3,181,630
Additions	1,555,868
Revaluations	(233,765)
At 30 November 2022	4,503,733
NET BOOK VALUE	
At 30 November 2022	4,503,733
At 30 November 2021	3,181,630

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2022

7. FIXED ASSET INVESTMENTS - continued

	Other loans £
At 1 December 2021	175,000
Other movements	12,500
At 30 November 2022	187,500

There were no investment assets outside the UK.

Cost or valuation at 30 November 2022 is represented by:

	Listed investments £
Valuation in 2018	65,062
Valuation in 2019	279,936
Valuation in 2020	46,578
Valuation in 2021	397,139
Valuation in 2022	(233,765)
Cost	3,948,783
	4,503,733

The listed investments are carried at market value as provided by CCLA in respect of COIF Charities Investment Fund - Income units.

The "Other loan" is a Legal Charge over a property. The value of the charge increases with each anniversary of the Legal Charge which are dependent upon conditions within the Legal Charge document.

8. INVESTMENT PROPERTY

	£
FAIR VALUE	
At 1 December 2021	5,512,000
Disposals	(800,000)
At 30 November 2022	4,712,000
NET BOOK VALUE	
At 30 November 2022	4,712,000
At 30 November 2021	5,512,000

The investment properties were valued by Godfrey - Payton when they were received by the charitable trust on 13th March 2015. They were subsequently informally re-assessed by Godfrey - Payton as at 30th November 2019 but without a full revaluation exercise having been undertaken; the Net Book Value of the Investment Properties is the figure from that informal re-assessment.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2022

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022	2021
	£	£
Other debtors	5,495	102
Prepayments and accrued income	5,015	28,915
Prepayments	5,338	5,738
	<u>15,848</u>	<u>34,755</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2022	2021
	£	£
Accruals and deferred income	9,937	8,583
Accrued expenses	3,844	23,126
	<u>13,781</u>	<u>31,709</u>

Deferred incoming resources

Rent has been deferred to future periods on a time apportionment basis. The amount carried forward represents rent received during the year that relate to the following accounting period.

11. MOVEMENT IN FUNDS

	At 1.12.21 £	Net movement in funds £	At 30.11.22 £
Unrestricted funds			
General fund	8,958,826	616,890	9,575,716
	<u>8,958,826</u>	<u>616,890</u>	<u>9,575,716</u>
TOTAL FUNDS			
	<u>8,958,826</u>	<u>616,890</u>	<u>9,575,716</u>

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

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	212,055	(159,800)	564,635	616,890
	<u>212,055</u>	<u>(159,800)</u>	<u>564,635</u>	<u>616,890</u>
TOTAL FUNDS				
	<u>212,055</u>	<u>(159,800)</u>	<u>564,635</u>	<u>616,890</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2022

11. MOVEMENT IN FUNDS - continued

Comparatives for movement in funds

	At 1.12.20 £	Net movement in funds £	At 30.11.21 £
Unrestricted funds			
General fund	8,592,067	366,759	8,958,826
TOTAL FUNDS	<u>8,592,067</u>	<u>366,759</u>	<u>8,958,826</u>

Comparative net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	178,495	(208,875)	397,139	366,759
TOTAL FUNDS	<u>178,495</u>	<u>(208,875)</u>	<u>397,139</u>	<u>366,759</u>

A current year 12 months and prior year 12 months combined position is as follows:

	At 1.12.20 £	Net movement in funds £	At 30.11.22 £
Unrestricted funds			
General fund	8,592,067	983,649	9,575,716
TOTAL FUNDS	<u>8,592,067</u>	<u>983,649</u>	<u>9,575,716</u>

A current year 12 months and prior year 12 months combined net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	390,550	(368,675)	961,774	983,649
TOTAL FUNDS	<u>390,550</u>	<u>(368,675)</u>	<u>961,774</u>	<u>983,649</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2022

12. RELATED PARTY DISCLOSURES

During the year, the charity paid professional management fees of £25,938 (2021: £4,113) to Brindley Twist Tafft & James LLP, a partnership in which trustee S R Grindlay was (at the time) a Designated Member; Mr Grindlay has since retired from that partnership.

There were no further related party transactions.

THOMSON-BREE CHARITABLE TRUST

England & Wales - Charity number 1133326

Accounts

**REPORT OF THE TRUSTEES AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2021
FOR
THOMSON-BREE CHARITABLE TRUST**

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

THOMSON-BREE CHARITABLE TRUST

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for the year ended 30 November 2021

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THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2021

The trustees present their report with the financial statements of the charity for the year ended 30 November 2021. The trustees have adopted the provisions of Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019).

OBJECTIVES AND ACTIVITIES

Objectives and aims

The purposes of the Charity is to distribute the Charity's income, at the discretion of its Trustees, between the six charities or charitable entities (or their successors) specifically named as potential discretionary beneficiaries under the terms of the Will and Codicils of the Deceased.

The six eligible discretionary beneficiaries are the following:-

- * Royal Hospital for Neuro-Disability
- * Age UK
- * Actors' Benevolent Fund
- * All Saints Church of Allesley, Coventry
- * St Michael's Church of East Coker, Yeovil
- * Livability

The Deceased expressed the desire (but without imposing any trust or obligation) for the Trustees to pay a greater proportion of the Charity's income to the Actors' Benevolent Fund.

Significant activities

Grant making to any one or more of the six specified potential beneficiaries is the sole activity of the Charity under the terms of the Trust documents. The Trustees' policy is to consider funding for any special requirements or projects submitted for consideration by any of the discretionary beneficiaries and to decide the proportions of any distribution of income, taking such representations into account.

The Trustees have made distributions of income to all the above discretionary beneficiaries in the current financial year.

Public benefit

The Trustees are aware of the requirement for charity trustees to have regard to the guidance on public benefit issued by the Charities Commission and copies of the guidance were provided to the Trustees for their use and for reference in accordance with their legal duty.

ACHIEVEMENT AND PERFORMANCE

Charitable activities

The recipients of distributions from the Charity are themselves charitable organisations and are active in the fields of medicine, the elderly, the disabled, members and former members of the acting profession, in need and the advancement of religion and pastoral care in the communities of Allesley, Coventry and East Coker, Yeovil.

The activities undertaken by organisations such as these are generally regarded as beneficial and these particular bodies reach a sufficient section of the public, either because they are national organisations benefitting specific classes of people - the elderly, the sick, the disabled and the poor - or because they are local organisations providing assistance and support to the local community in general. In many cases, the beneficiary charity provides feedback on the use of the funds to demonstrate how their particular area of activity has benefitted.

Investment performance

The Listed Investments have increased during the year, in line with the performance of the wider market. The investment property portfolio is currently being assessed for its income and capital strengths. The trustees will then decide how to best utilise the charity's assets moving forward.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2021

FINANCIAL REVIEW

Principal funding sources

The Charity was funded by a substantial legacy from the Estate of James Rutherford Thomson-Bree ("the Deceased"). The assets now held by the Charity generate interest, dividends and rental income, and will also have realistic potential for capital growth.

The Charity obtained vacant possession of one of the agricultural properties within the Charity's portfolio (by virtue of the death of a long-standing former agricultural tenant). During the financial period the Charity sought advice from the Charity's Agent about how best to realise the value of the property and listed the property on the open market. Following the end of the accounting period, the sale of the property was completed and the proceeds were reinvested in COIF Income Units.

Investment policy and objectives

The current policy of the trustees is to maintain low risk investments and to review their progress over time.

Reserves policy

The reserves of the charitable trust are distributable at the discretion of the trustees. The trustees are formulating their long term plan for the management of the assets and will take such decisions as are necessary to enable them to pass appropriate levels of annual income to the beneficiaries of the Will. As such, the trustees have not set a target level of reserves and will gradually control them over time for the benefit of the beneficiaries. The trustees' intention is to ensure that the majority of the Charity's income, in each financial year, is distributed either in that financial year or, at the latest, in the next and the Charity accordingly seeks to limit the extent of its income reserves. The nature of the Charity's operation means that it is unlikely that there would be sudden and unexpected need for a payment from the Charity's income and/or reserves.

There are likely to be opportunities, during the next few years, to enhance the value of the Charity's portfolio of properties, particularly where a property may have potential for development. The trustees' view is that expenditure (for example in relation to the preparation and submission of a planning application to seek to exploit any such development) which is designed to increase the value of a property within the portfolio ought properly be met from capital rather than income reserves. The same principle would be applied to any improvements which might be proposed to any properties within the portfolio, where those improvements are designed/intended to increase the level of rent. Run of the mill expenditure on repairs and maintenance is met out of income.

REVIEW OF FINANCIAL POSITION AND FUTURE PLANS

Following the transfer in 2015 of a number of real estate assets from the Deceased's estate to the Charity, its financial position remains good. It is intended to retain the COIF investments and also most of the properties to provide income for the Charity.

The other incoming funds are dividends from the COIF investments, rents from the properties, some royalties and a small amount of interest.

The Trustees intend to invite the charity beneficiaries to submit to them brief details to show how the payments which the Charity has made, to date, have been used and to provide details of any projects for which they are seeking funding. The Trustees will then meet to consider what distributions should be made to the potential beneficiaries in the next financial year.

Should the Charity manage a website, the trustees accept that they would be responsible for the maintenance and integrity of the Charity and financial information included on the Charity's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. The limited nature of the Charity's operation and the fact that the Charity does not seek income from third parties means that the trustees consider that there is, currently, no need for the Charity to have a website and, indeed, that it is preferable that it does not.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2021

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The Thomson-Bree Charitable Trust is a registered charity constituted, as an unincorporated association, under the Will and First and Second Codicils of James Rutherford Worsfold Thomson-Bree ("the Deceased"), who died on 1.12.2008. These testamentary documents were dated respectively 31.10.1988, 26.9.1989 and 22.2.1995. The Grant of Probate to the Deceased's estate was issued out of Oxford District Probate Registry on 10.6.2009; the executors and trustees named on the Grant were John Cecil Ruddick and Simon Robert Grindlay, being two of the Charity's present trustees.

The statutory power of appointing new trustees applies to the Charity and is exercisable by the continuing trustees.

On 1st August 2021 the then Trustees appointed Satnam Singh Choongh (a barrister - specialising in the field of planning law) as an additional trustee of the Charity. Mr Choongh lives in the West Midlands and had expressed an interest in becoming an additional trustee; his skills, knowledge and expertise are expected to be particularly useful if any of the possible development opportunities for properties within the Charity's portfolio of properties should materialise.

Under the terms of the Will and Codicils, the Deceased's residuary estate was left on charitable trusts, powers and provisions, collectively to be known as "The Thomson-Bree Charitable Trust" which entity was registered as a charity with number 1133326 on 17 December 2009.

Recruitment and appointment of new trustees

The trustees are appointed in accordance with the Will of James Rutherford Thomson-Bree and, at the date of this Report, consist of just 3 members, two of whom are solicitors.

The trustees are actively seeking to recruit one or two additional trustees, with the intention of strengthening the trustee body and its skill-set and with a view to "future-proofing" the Charity and its administration.

Organisational structure

The charitable trust is controlled by its trustees with delegated authority passed to Godfrey Payton, chartered surveyors, to manage the Charity's property portfolio on their behalf.

The Trustees meet from time to time and communicate mainly by the use of Zoom, and by telephone and email. Decisions as to distributions to and between the discretionary beneficiaries are made in this way, as are decisions regarding the management of the assets, especially the real estate assets owned by the Charity, which formed part of the Deceased's assets during his lifetime. No trustee remuneration is paid.

Induction and training of new trustees

New trustees, when appointed, are inducted in the operational requirements of the charitable trust and the asset base that it holds.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Charity number

1133326

Principal address

Lowick Gate
Siskin Drive
Coventry
West Midlands
CV3 4FJ

Trustees

S R Grindlay
J C Ruddick
S S Choongh (appointed 1.8.21)

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2021

REFERENCE AND ADMINISTRATIVE DETAILS

Auditors

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

Solicitors

Brindley Twist Tafft & James, Coventry

Bankers

Handelsbanken

Property management

Godfrey - Payton

STATEMENT OF TRUSTEES' RESPONSIBILITIES

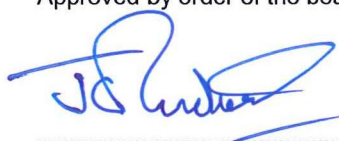
The trustees are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England and Wales, the Charities Act 2011, Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period. In preparing those financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Charities Act 2011, the Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by order of the board of trustees on ^{24th}.....August 2022 and signed on its behalf by:



.....
J C Ruddick - Trustee

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Opinion

We have audited the financial statements of Thomson-Bree Charitable Trust (the 'charity') for the year ended 30 November 2021 which comprise the Statement of Financial Activities, the Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charity's affairs as at 30 November 2021 and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the charity 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 trustees' 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 charity'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 trustees with respect to going concern are described in the relevant sections of this report.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Report of the Independent Auditors thereon.

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.

In connection with our audit of the financial statements, 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 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Charities (Accounts and Reports) Regulations 2008 requires us to report to you if, in our opinion:

- the information given in the Report of the Trustees is inconsistent in any material respect with the financial statements; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Responsibilities of trustees

As explained more fully in the Statement of Trustees' Responsibilities, the trustees are responsible for the preparation of the financial statements which give a true and fair view, and for such internal control as the trustees 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 trustees are responsible for assessing the charity'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 trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

We have been appointed as auditors under Section 144 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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 a Report of the Independent Auditors 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 our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to designing audit procedures by tailoring and directing testing to aid and support the determined level of risk. In response, the procedures we perform to determine the level of risk include:

- reference to history and experience of the Entity; and
- enquiry of management, including obtaining and reviewing supporting documentation concerning the Entity's procedures relating to:
 - o identifying and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - o detection and response to risk of fraud and whether they were aware of any actual or suspected instances of fraud; and
 - o assessment of the controls and processes that the Entity has in place to mitigate risk.

Our assessments included the identification of the following potential areas for fraud:

- management override of control; and
- revenue recognition, particularly in respect of delivery of services

These procedures, and the extent to which they are capable of detecting irregularities, including fraud, are detailed below:

- critically assessed the appropriateness and testing the application of the revenue and cost recognition policies;
- testing the appropriateness of accounting estimates, journals and other adjustments made in the preparation of the financial statements;
- reviewing the Entity's accounting policies for non-compliance with relevant standards; and
- making enquiries of management and reviewing correspondence with the relevant authorities to identify any irregularities or instances of non-compliance with laws and regulations.

In performing an audit in accordance with UK GAAP, we exercise professional judgement and maintain professional scepticism throughout the audit process.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion or override of internal controls. There are inherent limitations in the audit procedures performed.

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

**REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF
THOMSON-BREE CHARITABLE TRUST**

Use of our report

This report is made solely to the charity's trustees, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the charity's trustees 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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Luckmans Duckett Parker Ltd

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

Date: *8.7.21* *SUP-7-2021* *2022*

THOMSON-BREE CHARITABLE TRUST

STATEMENT OF FINANCIAL ACTIVITIES
for the year ended 30 November 2021

	Notes	2021 Unrestricted fund £	2020 Total funds £
INCOME AND ENDOWMENTS FROM			
Investment income	2	178,495	158,639
EXPENDITURE ON			
Raising funds	3	46,655	129,805
Charitable activities			
Grants payable		160,000	75,500
Other		2,220	2,160
Total		208,875	207,465
Net gains on investments		397,139	141,578
NET INCOME		366,759	92,752
RECONCILIATION OF FUNDS			
Total funds brought forward		8,592,067	8,499,315
TOTAL FUNDS CARRIED FORWARD		8,958,826	8,592,067

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

BALANCE SHEET
30 November 2021

	Notes	2021 Unrestricted fund £	2020 Total funds £
FIXED ASSETS			
Investments			
Investments	7	3,356,630	2,946,991
Investment property	8	5,512,000	5,512,000
		<u>8,868,630</u>	<u>8,458,991</u>
CURRENT ASSETS			
Debtors	9	34,755	4,068
Cash at bank		87,150	164,023
		<u>121,905</u>	<u>168,091</u>
CREDITORS			
Amounts falling due within one year	10	(31,709)	(35,015)
		<u>90,196</u>	<u>133,076</u>
NET CURRENT ASSETS			
		<u>8,958,826</u>	<u>8,592,067</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>8,958,826</u>	<u>8,592,067</u>
NET ASSETS			
		<u>8,958,826</u>	<u>8,592,067</u>
FUNDS	11		
Unrestricted funds		8,958,826	8,592,067
TOTAL FUNDS		<u>8,958,826</u>	<u>8,592,067</u>

The financial statements were approved by the Board of Trustees and authorised for issue on 24th August 2022 and were signed on its behalf by:



J C Ruddick - Trustee

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 November 2021

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements of the charity, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) 'Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Charities Act 2011. The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value, as modified by the revaluation of certain assets.

Critical accounting judgements and key sources of estimation uncertainty

The financial statements include the valuation of investment property and listed investments. Due to the nature of these investments, although they are included in the financial statements at values that are appropriate at that time, there are external market factors that could lead to these estimated valuations changing in future accounting periods.

Income

All income is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Grants offered subject to conditions which have not been met at the year end date are noted as a commitment but not accrued as expenditure.

Allocation and apportionment of costs

Governance costs are allocated to charitable activities.

Investment property and investments

Investment properties are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Listed investments are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Taxation

The charity is exempt from tax on its charitable activities.

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Debtors

Debtors are measured at the value invoiced net of any provisions for bad debts.

Liabilities

Liabilities are measured at the amount that the charity anticipates it will pay to settle the debt or the amount it has received as an advance for goods or services it must provide. Provisions for liabilities are measured at the charity's best estimate of the settlement amount.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2021

2. INVESTMENT INCOME

	2021	2020
	£	£
Rents received	94,692	72,778
Royalties	609	1,384
Dividends	83,194	84,442
Deposit account interest	-	35
	<u>178,495</u>	<u>158,639</u>

3. RAISING FUNDS

Investment management costs

	2021	2020
	£	£
Rent collection	7,544	8,180
Property repairs	5,844	9,317
Maintenance charges	3,367	3,288
Insurance	6,796	6,434
Council tax	5,737	1,391
Bank charges	252	262
Heat and Light	858	81
Professional Fees	16,257	5,852
Surrender of Tenancy	-	95,000
	<u>46,655</u>	<u>129,805</u>

4. AUDITORS' REMUNERATION

	2021	2020
	£	£
Fees payable to the charity's auditors for the audit of the charity's financial statements	<u>1,740</u>	<u>1,800</u>

5. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 30 November 2021 nor for the year ended 30 November 2020.

Trustees' expenses

There were no trustees' expenses paid for the year ended 30 November 2021 nor for the year ended 30 November 2020.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2021

6. COMPARATIVES FOR THE STATEMENT OF FINANCIAL ACTIVITIES

	Unrestricted fund £
INCOME AND ENDOWMENTS FROM	
Investment income	158,639
EXPENDITURE ON	
Raising funds	129,805
Charitable activities	
Grants payable	75,500
Other	2,160
Total	207,465
Net gains on investments	141,578
NET INCOME	92,752
RECONCILIATION OF FUNDS	
Total funds brought forward	8,499,315
TOTAL FUNDS CARRIED FORWARD	<u>8,592,067</u>

7. FIXED ASSET INVESTMENTS

	2021 £	2020 £
Shares	3,181,630	2,784,491
Loans	175,000	162,500
	<u>3,356,630</u>	<u>2,946,991</u>

Additional information as follows:

	Listed investments £
MARKET VALUE	
At 1 December 2020	2,784,491
Revaluations	397,139
At 30 November 2021	<u>3,181,630</u>
NET BOOK VALUE	
At 30 November 2021	<u>3,181,630</u>
At 30 November 2020	<u>2,784,491</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2021

7. FIXED ASSET INVESTMENTS - continued

	Other loans £
At 1 December 2020	162,500
Other movements	12,500
At 30 November 2021	175,000

There were no investment assets outside the UK.

Cost or valuation at 30 November 2021 is represented by:

	Listed investments £
Valuation in 2018	65,062
Valuation in 2019	279,936
Valuation in 2020	46,578
Valuation in 2021	397,139
Cost	2,392,915
	3,181,630

The listed investments are carried at market value as provided by CCLA in respect of COIF Charities Investment Fund - Income units.

The "Other loan" is a Legal Charge over a property. The value of the charge increases with each anniversary of the Legal Charge which are dependent upon conditions within the Legal Charge document.

8. INVESTMENT PROPERTY

	£
FAIR VALUE	
At 1 December 2020 and 30 November 2021	5,512,000
NET BOOK VALUE	
At 30 November 2021	5,512,000
At 30 November 2020	5,512,000

The investment properties were valued by Godfrey - Payton when they were received by the charitable trust on 13th March 2015. They were subsequently informally re-assessed by Godfrey - Payton as at 30th November 2019 but without a full revaluation exercise having been undertaken; the Net Book Value of the Investment Properties is the figure from that informal re-assessment.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2021

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021	2020
	£	£
Other debtors	102	52
Prepayments and accrued income	28,915	-
Prepayments	5,738	4,016
	<u>34,755</u>	<u>4,068</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2021	2020
	£	£
Accruals and deferred income	8,583	11,350
Accrued expenses	23,126	23,665
	<u>31,709</u>	<u>35,015</u>

Deferred incoming resources

Rent has been deferred to future periods on a time apportionment basis. The amount carried forward represents rent received during the year that relate to the following accounting period.

11. MOVEMENT IN FUNDS

	At 1.12.20 £	Net movement in funds £	At 30.11.21 £
Unrestricted funds			
General fund	8,592,067	366,759	8,958,826
TOTAL FUNDS	<u>8,592,067</u>	<u>366,759</u>	<u>8,958,826</u>

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

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	178,495	(208,875)	397,139	366,759
TOTAL FUNDS	<u>178,495</u>	<u>(208,875)</u>	<u>397,139</u>	<u>366,759</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2021

11. MOVEMENT IN FUNDS - continued

Comparatives for movement in funds

	At 1.12.19 £	Net movement in funds £	At 30.11.20 £
Unrestricted funds			
General fund	8,499,315	92,752	8,592,067
TOTAL FUNDS	<u>8,499,315</u>	<u>92,752</u>	<u>8,592,067</u>

Comparative net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	158,639	(207,465)	141,578	92,752
TOTAL FUNDS	<u>158,639</u>	<u>(207,465)</u>	<u>141,578</u>	<u>92,752</u>

A current year 12 months and prior year 12 months combined position is as follows:

	At 1.12.19 £	Net movement in funds £	At 30.11.21 £
Unrestricted funds			
General fund	8,499,315	459,511	8,958,826
TOTAL FUNDS	<u>8,499,315</u>	<u>459,511</u>	<u>8,958,826</u>

A current year 12 months and prior year 12 months combined net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	337,134	(416,340)	538,717	459,511
TOTAL FUNDS	<u>337,134</u>	<u>(416,340)</u>	<u>538,717</u>	<u>459,511</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2021

12. RELATED PARTY DISCLOSURES

During the year, the charity paid professional management fees of £4,113 (2020: £5,486) to Brindley Twist Taft & James LLP, a partnership in which trustee S R Grindlay was (at the time) a Designated Member; Mr Grindlay has since retired from that partnership.

There were no further related party transactions.

THOMSON-BREE CHARITABLE TRUST

England & Wales - Charity number 1133326

Accounts

REGISTERED CHARITY NUMBER: 1133326

**REPORT OF THE TRUSTEES AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 NOVEMBER 2020
FOR
THOMSON-BREE CHARITABLE TRUST**

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

THOMSON-BREE CHARITABLE TRUST

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for the year ended 30 November 2020**

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THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2020

The trustees present their report with the financial statements of the charity for the year ended 30 November 2020. The trustees have adopted the provisions of Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019).

OBJECTIVES AND ACTIVITIES

Objectives and aims

The purposes of the Charity is to distribute the Charity's income, at the discretion of its Trustees, between the six charities or charitable entities (or their successors) specifically named as potential discretionary beneficiaries under the terms of the Will and Codicils of the Deceased.

The six eligible discretionary beneficiaries are the following:-

- * Royal Hospital for Neuro-Disability
- * Age UK
- * Actors' Benevolent Fund
- * All Saints Church of Allesley, Coventry
- * St Michael's Church of East Coker, Yeovil
- * Livability

The Deceased expressed the desire (but without imposing any trust or obligation) for the Trustees to pay a greater proportion of the Charity's income to the Actors' Benevolent Fund.

Significant activities

Grant making to any one or more of the six specified potential beneficiaries is the sole activity of the Charity under the terms of the Trust documents. The Trustees' policy is to consider funding for any special requirements or projects submitted for consideration by any of the discretionary beneficiaries and to decide the proportions of any distribution of income, taking such representations into account.

The Trustees have made distributions of income to all the above discretionary beneficiaries in the current financial year.

Public benefit

The Trustees are aware of the requirement for charity trustees to have regard to the guidance on public benefit issued by the Charities Commission and copies of the guidance were provided to the Trustees for their use and for reference in accordance with their legal duty.

ACHIEVEMENT AND PERFORMANCE

Charitable activities

The recipients of distributions from the Charity are themselves charitable organisations and are active in the fields of medicine, the elderly, the disabled, members and former members of the acting profession, in need and the advancement of religion and pastoral care in the communities of Allesley, Coventry and East Coker, Yeovil.

The activities undertaken by organisations such as these are generally regarded as beneficial and these particular bodies reach a sufficient section of the public, either because they are national organisations benefitting specific classes of people - the elderly, the sick, the disabled and the poor - or because they are local organisations providing assistance and support to the local community in general. In many cases, the beneficiary charity provides feedback on the use of the funds to demonstrate how their particular area of activity has benefited.

Investment performance

Whilst the investment portfolio has increased in value relatively slowly during the year, due to the general economic environment, the investment property portfolio is currently being assessed for its income and capital strengths. The trustees will then be able to decide how to best utilise the assets moving forward.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2020

FINANCIAL REVIEW

Principal funding sources

The Charity was funded by a substantial legacy from the Estate of James Rutherford Thomson-Bree ("the Deceased"). The assets now held by the Charity generate interest, dividends and rental income, and will also have realistic potential for capital growth. The trustees anticipate that they are likely, during the Charity's next financial year, to obtain vacant possession of one of the agricultural properties within the Charity's portfolio (by virtue of the death of a long-standing former agricultural tenant). The trustees will seek advice from the Charity's Agents as to how best to realise the value of that asset but anticipate that it may be put on the open market for sale with the net proceeds of sale then being invested in the purchase of additional COIF Income Units thus both further diversifying the Charity's investments and providing greater sums available (on a quarterly basis) for distribution between the beneficiaries, at the discretion of the Trustees.

Investment policy and objectives

The current policy of the trustees is to maintain low risk investments and to review their progress over time.

Reserves policy

The reserves of the charitable trust are distributable at the discretion of the trustees. The trustees are formulating their long term plan for the management of the assets and will take such decisions as are necessary to enable them to pass appropriate levels of annual income to the beneficiaries of the Will. As such, the trustees have not set a target level of reserves and will gradually control them over time for the benefit of the beneficiaries. The trustees' intention is to ensure that the majority of the Charity's income, in each financial year, is distributed either in that financial year or, at the latest, in the next and the Charity accordingly seeks to limit the extent of its income reserves. The nature of the Charity's operation means that it is unlikely that there would be sudden and unexpected need for a payment from the Charity's income and/or reserves.

There are likely to be opportunities, during the next few years, to enhance the value of the Charity's portfolio of properties, particularly where a property may have potential for development. The trustees' view is that expenditure (for example in relation to the preparation and submission of a planning application to seek to exploit any such development) which is designed to increase the value of a property within the portfolio ought properly be met from capital rather than income reserves. The same principle would be applied to any improvements which might be proposed to any properties within the portfolio, where those improvements are designed/intended to increase the level of rent. Run of the mill expenditure on repairs and maintenance is met out of income.

REVIEW OF FINANCIAL POSITION AND FUTURE PLANS

Following the transfer in 2015 of a number of real estate assets from the Deceased's estate to the Charity, its financial position remains good. It is intended to retain the COIF investments and also most of the properties to provide income for the Charity.

The other incoming funds are dividends from the COIF investments, rents from the properties, some royalties and a small amount of interest.

The Trustees intend to invite the charity beneficiaries to submit to them brief details to show how the payments which the Charity has made, to date, have been used and to provide details of any projects for which they are seeking funding. The Trustees will then meet to consider what distributions should be made to the potential beneficiaries in the next financial year.

Should the Charity manage a website, the trustees accept that they would be responsible for the maintenance and integrity of the Charity and financial information included on the Charity's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions. The limited nature of the Charity's operation and the fact that the Charity does not seek income from third parties means that the trustees consider that there is, currently, no need for the Charity to have a website and, indeed, that it is preferable that it does not.

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2020

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The Thomson-Bree Charitable Trust is a registered charity constituted, as an unincorporated association, under the Will and First and Second Codicils of James Rutherford Worsfold Thomson-Bree ("the Deceased"), who died on 1.12.2008. These testamentary documents were dated respectively 31.10.1988, 26.9.1989 and 22.2.1995. The Grant of Probate to the Deceased's estate was issued out of Oxford District Probate Registry on 10.6.2009; the executors and trustees named on the Grant were John Cecil Ruddick and Simon Robert Grindlay, being two of the Charity's present trustees.

The statutory power of appointing new trustees applies to the Charity and is exercisable by the continuing trustees. An additional trustee, Ian Maxwell Byres Hutcheon, nominated by the Actors' Benevolent Fund, which is one of the discretionary beneficiaries, was appointed by Deed dated 16.2.12. In consequence of Mr Hutcheon's move to live in Germany he decided that he would be unable effectively to perform the role of a trustee and, accordingly, resigned as a trustee on 15th September 2020. The continuing trustees wish to place on record their appreciation of Maxwell's efforts with and for the Charity and will miss his wise counsel.

Under the terms of the Will and Codicils, the Deceased's residuary estate was left on charitable trusts, powers and provisions, collectively to be known as "The Thomson-Bree Charitable Trust" which entity was registered as a charity with number 1133326 on 17 December 2009.

Recruitment and appointment of new trustees

The trustees are appointed in accordance with the Will of James Rutherford Thomson-Bree and, at the date of this Report, consist of just 2 members, both of whom are solicitors.

The continuing trustees are actively seeking to recruit both a replacement trustee for Mr Hutcheon and also one or two additional trustees, with the intention of strengthening the trustee body and its skill-set with a view to "future-proofing" the Charity and its administration.

Organisational structure

The charitable trust is controlled by its trustees with delegated authority passed to Godfrey Payton, chartered surveyors, to manage the Charity's property portfolio on their behalf.

The Trustees meet from time to time and communicate mainly by the use of Zoom, and by telephone and email. Decisions as to distributions to and between the discretionary beneficiaries are made in this way, as are decisions regarding the management of the assets, especially the real estate assets owned by the Charity, which formed part of the Deceased's assets during his lifetime. No trustee remuneration is paid.

Induction and training of new trustees

New trustees, when appointed, are inducted in the operational requirements of the charitable trust and the asset base that it holds.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Charity number

1133326

Principal address

Lowick Gate
Siskin Drive
Coventry
West Midlands
CV3 4FJ

Trustees

S R Grindlay
I M B Hutcheon (resigned 15.9.20)
J C Ruddick

THOMSON-BREE CHARITABLE TRUST

REPORT OF THE TRUSTEES for the year ended 30 November 2020

REFERENCE AND ADMINISTRATIVE DETAILS

Auditors

Luckmans Duckett Parker Limited
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

Solicitors

Brindley Twist Tafft & James, Coventry

Bankers

Handelsbanken

Property management

Godfrey - Payton

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The trustees are responsible for preparing the Report of the Trustees and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

The law applicable to charities in England and Wales, the Charities Act 2011, Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charity for that period. In preparing those financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in business.

The trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charity and to enable them to ensure that the financial statements comply with the Charities Act 2011, the Charity (Accounts and Reports) Regulations 2008 and the provisions of the trust deed. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by order of the board of trustees on 15th September 2021 and signed on its behalf by:



.....
J C Ruddick - Trustee

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Opinion

We have audited the financial statements of Thomson-Bree Charitable Trust (the 'charity') for the year ended 30 November 2020 which comprise the Statement of Financial Activities, the Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charity's affairs as at 30 November 2020 and of its incoming resources and application of resources, for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Charities Act 2011.

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 Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the charity 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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charity's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The trustees are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Report of the Independent Auditors thereon.

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.

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Charities (Accounts and Reports) Regulations 2008 requires us to report to you if, in our opinion:

- the information given in the Report of the Trustees is inconsistent in any material respect with the financial statements; or
- sufficient accounting records have not been kept; or
- the financial statements are not in agreement with the accounting records and returns; or
- we have not received all the information and explanations we require for our audit.

REPORT OF THE INDEPENDENT AUDITORS TO THE TRUSTEES OF THOMSON-BREE CHARITABLE TRUST

Responsibilities of trustees

As explained more fully in the Statement of Trustees' Responsibilities, the trustees are responsible for the preparation of the financial statements which give a true and fair view, and for such internal control as the trustees 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 trustees are responsible for assessing the charity'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 trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

Our responsibilities for the audit of the financial statements

We have been appointed as auditors under Section 144 of the Charities Act 2011 and report in accordance with the Act and relevant regulations made or having effect thereunder.

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 a Report of the Independent Auditors 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.

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

Use of our report

This report is made solely to the charity's trustees, as a body, in accordance with Part 4 of the Charities (Accounts and Reports) Regulations 2008. Our audit work has been undertaken so that we might state to the charity's trustees 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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Luckmans Duckett Parker Ltd

Luckmans Duckett Parker Limited
Eligible to act as an auditor in terms of Section 1212 of the Companies Act 2006
1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

Date: 17th September 2021

THOMSON-BREE CHARITABLE TRUST

STATEMENT OF FINANCIAL ACTIVITIES
for the year ended 30 November 2020

	Notes	2020 Unrestricted fund £	2019 Total funds £
INCOME AND ENDOWMENTS FROM			
Investment income	2	158,639	160,918
EXPENDITURE ON			
Raising funds	3	129,805	35,530
Charitable activities			
Grants payable		75,500	77,000
Other		2,160	2,160
Total		<u>207,465</u>	<u>114,690</u>
Net gains on investments		<u>141,578</u>	<u>185,936</u>
NET INCOME		<u>92,752</u>	<u>232,164</u>
RECONCILIATION OF FUNDS			
Total funds brought forward		8,499,315	8,267,151
TOTAL FUNDS CARRIED FORWARD		<u><u>8,592,067</u></u>	<u><u>8,499,315</u></u>

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

BALANCE SHEET
30 November 2020

	Notes	2020 Unrestricted fund £	2019 Total funds £
FIXED ASSETS			
Investments			
Investments	7	2,946,991	2,887,913
Investment property	8	5,512,000	5,512,000
		8,458,991	8,399,913
 CURRENT ASSETS			
Debtors	9	4,068	3,860
Cash at bank		164,023	124,434
		168,091	128,294
 CREDITORS			
Amounts falling due within one year	10	(35,015)	(28,892)
NET CURRENT ASSETS		133,076	99,402
TOTAL ASSETS LESS CURRENT LIABILITIES		8,592,067	8,499,315
NET ASSETS		8,592,067	8,499,315
FUNDS	11		
Unrestricted funds		8,592,067	8,499,315
TOTAL FUNDS		8,592,067	8,499,315

The financial statements were approved by the Board of Trustees and authorised for issue on ~~15th September 2021~~ and were signed on its behalf by:


.....
J C Ruddick - Trustee

The notes form part of these financial statements

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 November 2020

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements of the charity, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) 'Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Charities Act 2011. The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value, as modified by the revaluation of certain assets.

Critical accounting judgements and key sources of estimation uncertainty

The financial statements include the valuation of investment property and listed investments. Due to the nature of these investments, although they are included in the financial statements at values that are appropriate at that time, there are external market factors that could lead to these estimated valuations changing in future accounting periods.

Income

All income is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Grants offered subject to conditions which have not been met at the year end date are noted as a commitment but not accrued as expenditure.

Allocation and apportionment of costs

Governance costs are allocated to charitable activities.

Investment property and investments

Investment properties are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Listed investments are carried at market value in the financial statements. Any change in the market value is shown as an unrealised movement in the Statement of Financial Activity.

Taxation

The charity is exempt from tax on its charitable activities.

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Debtors

Debtors are measured at the value invoiced net of any provisions for bad debts.

Liabilities

Liabilities are measured at the amount that the charity anticipates it will pay to settle the debt or the amount it has received as an advance for goods or services it must provide. Provisions for liabilities are measured at the charity's best estimate of the settlement amount.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 30 November 2020

2. INVESTMENT INCOME

	2020	2019
	£	£
Rents received	72,778	76,852
Royalties	1,384	1,186
Dividends	84,442	82,764
Deposit account interest	35	116
	<u>158,639</u>	<u>160,918</u>

3. RAISING FUNDS

Investment management costs

	2020	2019
	£	£
Rent collection	8,180	8,186
Property repairs	9,317	10,234
Maintenance charges	3,288	3,415
Insurance	6,434	7,331
Council tax	1,391	400
Bank charges	262	251
Heat and Light	81	68
Professional Fees	5,852	5,267
Sundry Expenses	-	378
Surrender of Tenancy	95,000	-
	<u>129,805</u>	<u>35,530</u>

4. AUDITORS' REMUNERATION

	2020	2019
	£	£
Fees payable to the charity's auditors for the audit of the charity's financial statements	<u>1,800</u>	<u>1,800</u>

5. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 30 November 2020 nor for the year ended 30 November 2019.

Trustees' expenses

There were no trustees' expenses paid for the year ended 30 November 2020 nor for the year ended 30 November 2019.

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2020

6. COMPARATIVES FOR THE STATEMENT OF FINANCIAL ACTIVITIES

	Unrestricted fund £
INCOME AND ENDOWMENTS FROM	
Investment income	160,918
EXPENDITURE ON	
Raising funds	35,530
Charitable activities	
Grants payable	77,000
Other	2,160
Total	<u>114,690</u>
Net gains on investments	185,936
NET INCOME	<u>232,164</u>
RECONCILIATION OF FUNDS	
Total funds brought forward	8,267,151
TOTAL FUNDS CARRIED FORWARD	<u><u>8,499,315</u></u>

7. FIXED ASSET INVESTMENTS

	2020 £	2019 £
Shares	2,784,491	2,737,913
Loans	162,500	150,000
	<u>2,946,991</u>	<u>2,887,913</u>

Additional information as follows:

	Listed investments £
MARKET VALUE	
At 1 December 2019	2,737,913
Disposals	(92,986)
Revaluations	139,564
At 30 November 2020	<u>2,784,491</u>
NET BOOK VALUE	
At 30 November 2020	<u>2,784,491</u>
At 30 November 2019	<u>2,737,913</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued for the year ended 30 November 2020

7. FIXED ASSET INVESTMENTS - continued

	Other loans £
At 1 December 2019	150,000
Other movements	12,500
At 30 November 2020	<u>162,500</u>

There were no investment assets outside the UK.

The listed investments are carried at market value as provided by CCLA in respect of COIF Charities Investment Fund - Income units.

The "Other loan" is a Legal Charge over a property. The value of the charge increases with each anniversary of the Legal Charge which are dependent upon conditions within the Legal Charge document.

8. INVESTMENT PROPERTY

	£
FAIR VALUE	
At 1 December 2019 and 30 November 2020	<u>5,512,000</u>
NET BOOK VALUE	
At 30 November 2020	<u>5,512,000</u>
At 30 November 2019	<u>5,512,000</u>

The investment properties were valued by Godfrey - Payton when they were received by the charitable trust on 13th March 2015. They were subsequently informally re-assessed by Godfrey - Payton as at 30th November 2019 but without a full revaluation exercise having been undertaken; the Net Book Value of the Investment Properties is the figure from that informal re-assessment.

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2020 £	2019 £
Other debtors	52	52
Prepayments	<u>4,016</u>	<u>3,808</u>
	<u>4,068</u>	<u>3,860</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2020

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2020	2019
	£	£
Accruals and deferred income	11,350	16,733
Accrued expenses	23,665	12,159
	<u>35,015</u>	<u>28,892</u>

Deferred incoming resources

Rent has been deferred to future periods on a time apportionment basis. The amount carried forward represents rent received during the year that relate to the following accounting period.

11. MOVEMENT IN FUNDS

	At 1.12.19 £	Net movement in funds £	At 30.11.20 £
Unrestricted funds			
General fund	8,499,315	92,752	8,592,067
TOTAL FUNDS	<u>8,499,315</u>	<u>92,752</u>	<u>8,592,067</u>

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

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	158,639	(207,465)	141,578	92,752
TOTAL FUNDS	<u>158,639</u>	<u>(207,465)</u>	<u>141,578</u>	<u>92,752</u>

Comparatives for movement in funds

	At 1.12.18 £	Net movement in funds £	At 30.11.19 £
Unrestricted funds			
General fund	8,267,151	232,164	8,499,315
TOTAL FUNDS	<u>8,267,151</u>	<u>232,164</u>	<u>8,499,315</u>

THOMSON-BREE CHARITABLE TRUST

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 November 2020

11. MOVEMENT IN FUNDS - continued

Comparative net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	160,918	(114,690)	185,936	232,164
TOTAL FUNDS	<u>160,918</u>	<u>(114,690)</u>	<u>185,936</u>	<u>232,164</u>

A current year 12 months and prior year 12 months combined position is as follows:

	At 1.12.18 £	Net movement in funds £	At 30.11.20 £
Unrestricted funds			
General fund	8,267,151	324,916	8,592,067
TOTAL FUNDS	<u>8,267,151</u>	<u>324,916</u>	<u>8,592,067</u>

A current year 12 months and prior year 12 months combined net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Gains and losses £	Movement in funds £
Unrestricted funds				
General fund	319,557	(322,155)	327,514	324,916
TOTAL FUNDS	<u>319,557</u>	<u>(322,155)</u>	<u>327,514</u>	<u>324,916</u>

12. RELATED PARTY DISCLOSURES

During the year, the charity paid professional management fees of £5,485.80 (2019: £4,367.40) to Brindley Twist Tafft & James LLP, a partnership in which trustee S R Grindlay is a Designated Member.

There were no further related party transactions.