

Charity Registration No. 1148230

Company Registration No. 8065263 (England and Wales)

UPTON FESTIVAL OF BLUES LIMITED
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2022

UPTON FESTIVAL OF BLUES LIMITED

LEGAL AND ADMINISTRATIVE INFORMATION

Trustees	Mrs R S Edwards Ms R H Etheridge Mr M R Morgan
Secretary	Ms R H Etheridge
Charlty number	1148230
Company number	8065263
Principal address	1 Church Cottages Church Street Upton upon Severn Worcester WR8 0HX
Independent examiner	Kendall Wadley LLP Granta Lodge 71 Graham Road Malvern Worcestershire WR14 2JS
Bankers	Lloyds Bank plc 25 Gresham Street London EC2V 7HN

UPTON FESTIVAL OF BLUES LIMITED

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UPTON FESTIVAL OF BLUES LIMITED

TRUSTEES' REPORT (INCLUDING DIRECTORS' REPORT)

FOR THE YEAR ENDED 31 OCTOBER 2022

The Trustees present their annual report and financial statements for the year ended 31 October 2022.

The financial statements have been prepared in accordance with the accounting policies set out in note 1 to the financial statements and comply with the charity's governing document, the Companies Act 2006 and "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

The charity's objects are:

- The promotion and advancement of the aesthetic education of the townsfolk of, and the visitors to, Upton-upon-Severn and the Midlands, by the performance of blues music of a high artistic calibre; and one or more of the following as the Trustees think fit
- To advance the aesthetic education of the townsfolk of Upton-upon-Severn and the public of the Midlands generally in the subject of music, including the appreciation of music and the playing of music generally;
- To advance the aesthetic education of the public in general in the subject of blues music of a high artistic calibre, including the appreciation of such blues music and the playing of such blues music generally; and/or
- To promote for the benefit of the inhabitants of Upton-upon-Severn and the surrounding area the provision of facilities and funding of activities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances, or for the public at large and for other registered charities in the interest of social welfare and with the object of improving the condition of life of the said inhabitants.

Main activities undertaken in relation to those purposes during the year

The last few years has been difficult for everyone, everywhere. We made our decisions to not hold the festival in 2020 and 2021 as we knew they could not go ahead and that we had to do what was best, not only for our festival but for the whole town. Safety, uncertainty and the irresponsibility of bringing 1000's of people into our beautiful riverside town just was not the right way to go. Our fans all completely understood & we hoped to bring Upton Blues Festival back bigger and better in 2022 !

In September 2021 we started planning for the future UBF2022, which would be the 20th festival to have been held since its inception in 2002, with various years missed out due to floods and the pandemic. But even then, Covid had not gone away and until the Government stated that the pandemic was over, we could not be sure we should plan ahead.

Eventually in February 2022 we were certain enough that it would be safe for the festival to go ahead, which required a huge amount of commitment in such a short space of time. We knew that all the costs had increased and being mindful of this we increased the cost of the camping tickets as this is our main income stream.

We can report that the festival was well attended, that the increased cost did not deter campers, with similar numbers to previous years. Importantly the whole town looked to be part of the success of the festival by welcoming the visitors, providing them with a great opportunity to shop, to eat, to listen to music and to contribute to the spirit of the festival, which was the first big event in the town since 2019.

Main activities undertaken to further the charity's purpose for public benefit

The festival continues to offer 'Blues to All' by continuing the policy of not charging to attend the festival, introducing blues to the widest possible audience which is especially important for the longevity of the appeal of the music through introducing it to many more people. In addition, the increasing role of the educational workshops and performance opportunities opens the genre up to younger people.

The Trustees have paid due regard to guidance issued by the Charity Commission in deciding what activities the charity should undertake.

UPTON FESTIVAL OF BLUES LIMITED

TRUSTEES' REPORT (INCLUDING DIRECTORS' REPORT) (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

Grant making policies and how they contribute to the charity's aims and objectives

The vast majority of our income is spent delivering the festival, our primary vehicle for delivering our objects of bringing quality blues music to the widest possible audience within our geographic area. When there is an excess of funds over and above that needed to deliver the festival and maintain our festival war chest we do undertake giving grants to other organisations that meet our objects.

On these occasions our grant making policies are as follows:

- That the monies go specifically to a use that is in keeping with our objects
- That the monies, its use and activities are fully documented
- That the monies go to organisations rather than individuals
- That grant applications are made direct to the organisation and the Trustees select those that are successful

Achievements and performance

The charity has worked hard this year to benefit the whole local community through the activities of the festival to benefit local businesses, charities and organisations. It had done this through bringing people and revenue to the area.

It was also able to continue its work with our Education programme in schools, and maintain the Instrument Donation Scheme to support students to learn.

Financial review

The net movement in funds this year amounted to a surplus of £19,386 (2021 deficit £7,724). The total funds of the charity as at 31 October 2022 amounted to £137,388 (2021 £118,002) which are all unrestricted funds and also represents the charity's free reserves.

It is the policy of the charity that unrestricted funds which have not been designated for a specific use should be maintained at a level equivalent to the fundamental costs of the following year's festival in order to allow for contingencies caused by external factors. The Board of Trustees consider that reserves at this level will ensure that, in the event of a significant drop in revenue, they will be able to continue that charity's activities while consideration is given to ways in which additional funds may be raised.

Plans for the future

Our goal as a charity is to fulfil all of our objectives and where surplus funds exist, to provide additional activities which support them. We will continue to act prudently to protect our funds to ensure this continues.

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

UPTON FESTIVAL OF BLUES LIMITED

TRUSTEES' REPORT (INCLUDING DIRECTORS' REPORT) (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

Structure, governance and management

The charity is a company limited by guarantee, registered under the Companies Act. The governing document of the charity is the Memorandum and Articles of Association establishing the company under company legislation.

There are no restrictions in the governing documents on the operation of the Charity or on its investment powers other than those imposed by Charity Law.

The Trustees, who are also the directors for the purpose of company law, and who served during the year and up to the date of signature of the financial statements were:

Mrs R S Edwards
Ms R H Etheridge
Mr M R Morgan

The management of the company is the responsibility of the Directors who are also the Trustees and who are elected and co-opted under the terms of the Articles of Association and are responsible for setting the remuneration of key personnel.

We have recruited no additional Trustees over the last twelve months.

The charity is under the control of its legal members. Every member of the charity is obliged to contribute such amount as may be required not exceeding £10 to the assets of the company in the event of its being wound up while he or she is a member, or within one year after he or she ceases to be a member.

The Trustees' report was approved by the Board of Trustees.

Ms R H Etheridge
Trustee
Dated: 23 November 2022

UPTON FESTIVAL OF BLUES LIMITED

STATEMENT OF TRUSTEES' RESPONSIBILITIES

FOR THE YEAR ENDED 31 OCTOBER 2022

The Trustees, who are also the directors of Upton Festival of Blues Limited for the purpose of company law, are responsible for preparing the Trustees' Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company Law 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 charitable company for that year.

In preparing these financial statements, the Trustees are required to:

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

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

UPTON FESTIVAL OF BLUES LIMITED

INDEPENDENT EXAMINER'S REPORT

TO THE TRUSTEES OF UPTON FESTIVAL OF BLUES LIMITED

I report to the Trustees on my examination of the financial statements of Upton Festival of Blues Limited (the charity) for the year ended 31 October 2022.

Responsibilities and basis of report

As the Trustees of the charity (and also its directors for the purposes of company law) you are responsible for the preparation of the financial statements in accordance with the requirements of the Companies Act 2006 (the 2006 Act).

Having satisfied myself that the financial statements of the charity are not required to be audited under Part 16 of the 2006 Act and are eligible for independent examination, I report in respect of my examination of the charity's financial statements carried out under section 145 of the Charities Act 2011 (the 2011 Act). In carrying out my examination I have followed all the applicable Directions given by the Charity Commission under section 145(5)(b) of the 2011 Act.

Independent examiner's statement

Since the charity's gross income exceeded £250,000 your examiner must be a member of a body listed in section 145 of the 2011 Act. I confirm that I am qualified to undertake the examination because I am a member of The Institute of Chartered Accountants in England and Wales (ICAEW), which is one of the listed bodies.

I have completed my examination. I confirm that no matters have come to my attention in connection with the examination giving me cause to believe that in any material respect:

- 1 accounting records were not kept in respect of the charity as required by section 386 of the 2006 Act; or
- 2 the financial statements do not accord with those records; or
- 3 the financial statements do not comply with the accounting requirements of section 396 of the 2006 Act other than any requirement that the accounts give a true and fair view which is not a matter considered as part of an independent examination; or
- 4 the financial statements have not been prepared in accordance with the methods and principles of the Statement of Recommended Practice for accounting and reporting by charities applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

I have no concerns and have come across no other matters in connection with the examination to which attention should be drawn in this report in order to enable a proper understanding of the financial statements to be reached.

Sarah Morley BA (Hons) ACA
Kendall Wadley LLP
Granta Lodge
71 Graham Road
Malvern
Worcestershire
WR14 2JS

Dated: 23 November 2022

UPTON FESTIVAL OF BLUES LIMITED

STATEMENT OF FINANCIAL ACTIVITIES INCLUDING INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2022

		Unrestricted funds general 2022 £	Unrestricted funds general 2021 £
	Notes		
<u>Income from:</u>			
Donations and legacies	3	56	-
Charitable activities	4	283,265	-
		<hr/>	<hr/>
Total income		283,321	-
		<hr/>	<hr/>
<u>Expenditure on:</u>			
Charitable activities	5	263,935	7,724
		<hr/>	<hr/>
Net income/(expenditure) for the year/ Net movement in funds		19,386	(7,724)
Fund balances at 1 November 2021		118,002	125,726
		<hr/>	<hr/>
Fund balances at 31 October 2022		137,388	118,002
		<hr/> <hr/>	<hr/> <hr/>

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing activities.

The statement of financial activities also complies with the requirements for an income and expenditure account under the Companies Act 2006.

UPTON FESTIVAL OF BLUES LIMITED

BALANCE SHEET

AS AT 31 OCTOBER 2022

	Notes	2022 £	£	2021 £	£
Current assets					
Debtors	9	3,035		26,231	
Cash at bank and in hand		140,867		93,220	
		<u>143,902</u>		<u>119,451</u>	
Creditors: amounts falling due within one year	10	(6,514)		(1,449)	
Net current assets			137,388		118,002
Income funds					
Unrestricted funds - general			137,388		118,002
			<u>137,388</u>		<u>118,002</u>

The company is entitled to the exemption from the audit requirement contained in section 477 of the Companies Act 2006, for the year ended 31 October 2022.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The members have not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

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

The financial statements were approved by the Trustees on 23 November 2022

Ms R H Etheridge
Trustee

Company Registration No. 8065263

UPTON FESTIVAL OF BLUES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

Charity information

Upton Festival of Blues Limited is a private company limited by guarantee incorporated in England and Wales. The registered office is 1 Church Cottages, Church Street, Upton upon Severn, Worcester, WR8 0HX.

1.1 Accounting convention

The financial statements have been prepared in accordance with the charity's governing document, the Companies Act 2006 and "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)". The charity is a Public Benefit Entity as defined by FRS 102.

The charity has taken advantage of the provisions in the SORP for charities applying FRS 102 Update Bulletin 1 not to prepare a Statement of Cash Flows.

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

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

1.2 Going concern

The charitable activities are entirely dependent on the continuing success of the annual festival. As a consequence, the going concern basis is dependent on the future flow of these uncertain funding streams. Accordingly, the Trustees have obtained forecasts, and after reviewing the financial forecasts for the 2023 festival, the Trustees are satisfied that, at the time of approving the financial statements, it is appropriate to adopt the going concern basis in preparing the financial statements. Other than these matters, the Trustees are not aware of any material uncertainties about the charity's ability to continue as a going concern.

1.3 Charitable funds

Unrestricted funds are available for use at the discretion of the Trustees in furtherance of their charitable objectives.

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the financial statements.

Endowment funds are subject to specific conditions by donors that the capital must be maintained by the charity.

1.4 Income

Income is recognised when the charity is legally entitled to it after any performance conditions have been met, the amounts can be measured reliably, and it is probable that income will be received.

Cash donations are recognised on receipt. Other donations are recognised once the charity has been notified of the donation, unless performance conditions require deferral of the amount. Income tax recoverable in relation to donations received under Gift Aid or deeds of covenant is recognised at the time of the donation.

Legacies are recognised on receipt or otherwise if the charity has been notified of an impending distribution, the amount is known, and receipt is expected. If the amount is not known, the legacy is treated as a contingent asset.

UPTON FESTIVAL OF BLUES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

1.5 Expenditure

A liability, and the related expenditure, is recognised when a legal or constructive obligation exists as a result of a past event, and when it is more likely than not that a transfer of economic benefit will be required in settlement, and when the amount of the obligation can be measured or reliably estimated.

Liabilities arising from future funding commitments and constructive obligations, including performance related grants, where the timing of the amount of the future expenditure required to settle the obligation are certain, give rise to a provision in the accounts, which is reviewed at the accounting year end. The provision is increased to reflect any increases in liabilities, and is decreased by the utilisation of any provision within the period, and reversed if any provision is no longer required. These movements are charged or credited to the respective funds and activities to which the provision relates.

1.6 Cash and cash equivalents

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

1.7 Financial Instruments

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

Financial instruments are recognised in the charity's balance sheet when the charity becomes party to the contractual provisions of the instrument.

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

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities

Basic financial liabilities, including creditors and bank loans are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

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

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of operations from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the charity's contractual obligations expire or are discharged or cancelled.

UPTON FESTIVAL OF BLUES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

1 Accounting policies

(Continued)

1.8 Taxation

The Trustees consider that the charity satisfies the tests set out in Paragraph 1 Schedule 6 of the Finance Act 2010 for UK corporation tax purposes. Accordingly, the charity is potentially exempt from taxation in respect of income and capital gains received within categories covered by chapter 3 part 11 of the Corporation Tax Act 2010 or Section 256 of the Taxation of Chargeable Gains Act 1992, to the extent that such income or gains are applied exclusively on the specific charitable objects of the charity and for no other purpose. Value Added Tax is not recoverable by the charity, and is therefore included in the relevant costs in the Statement of Financial Activities.

1.9 Employee benefits

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the charity is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.10 Volunteers

In accordance with the SORP, and in recognition of the difficulties in placing a monetary value on the contribution from volunteers, the contribution of volunteers is not included within the income of the charity.

However, the Trustees value the significant contribution made to the activities of the charity by unpaid volunteers.

The role of volunteers within the charity's activities has become more important, with a carefully introduced programme of 'Festival Champions' to improve the visitors experience. The financial success of the festival has enabled the organisation to buy in more professional services to ensure the event runs smoothly, copes with the greater number of visitors and operates within clear professional guidelines.

2 Critical accounting estimates and judgements

In the application of the charity's accounting policies, the Trustees are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Donations and legacies

	Unrestricted funds general 2022 £	Total 2021 £
Donations and gifts	56	-
	<u>56</u>	<u>-</u>

UPTON FESTIVAL OF BLUES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

4 Charitable activities

	2022	2021
	£	£
Camping fees	233,200	-
Stallholders	15,505	-
Merchandise sales	1,971	-
Programme sales	6,674	-
Advertising sales	1,700	-
Concessions	16,500	-
Car parking income	7,715	-
	<u>283,265</u>	<u>-</u>

5 Charitable activities

	2022	2021
	£	£
Music and entertainment	47,155	-
Staging costs	16,418	-
Campsite management	99,410	-
Security, health and safety	50,693	-
Ancillary costs	13,521	-
	<u>227,197</u>	<u>-</u>
Share of support costs (see note 6)	36,078	7,124
Share of governance costs (see note 6)	660	600
	<u>263,935</u>	<u>7,724</u>

UPTON FESTIVAL OF BLUES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

6 Support costs

	Support costs	Governance costs	2022	Support costs	Governance costs	2021
	£	£	£	£	£	£
Staff costs	2,498	-	2,498	1,041	-	1,041
Insurance	2,527	-	2,527	-	-	-
Bank charges	487	-	487	-	-	-
Festival organisation	9,922	-	9,922	5,132	-	5,132
Administrative expenses	587	-	587	456	-	456
Publicity	19,797	-	19,797	405	-	405
Sundry	260	-	260	90	-	90
Independent examiners	-	660	660	-	600	600
	<u>36,078</u>	<u>660</u>	<u>36,738</u>	<u>7,124</u>	<u>600</u>	<u>7,724</u>
Analysed between						
Charitable activities	<u>36,078</u>	<u>660</u>	<u>36,738</u>	<u>7,124</u>	<u>600</u>	<u>7,724</u>

Governance costs includes payments to the independent examiner of £660 (2021- £600) for independent examination fees.

7 Trustees

None of the Trustees (or any persons connected with them) received any remuneration or benefits from the charity during the year.

Mrs R H Etheridge received an honorarium of £nil (2021 £nil) and a salary of £2,498 (2021 £1,041) in her capacity as festival administrator.

8 Employees

The average monthly number of employees during the year was:

	2022 Number	2021 Number
Total	<u>1</u>	<u>1</u>
Employment costs	2022 £	2021 £
Wages and salaries	<u>2,498</u>	<u>1,041</u>

There were no employees whose annual remuneration was £60,000 or more.

UPTON FESTIVAL OF BLUES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 2022

9 Debtors

	2022	2021
	£	£
Amounts falling due within one year:		
Other debtors	585	-
Prepayments and accrued income	2,450	26,231
	<u>3,035</u>	<u>26,231</u>

10 Creditors: amounts falling due within one year

	2022	2021
	£	£
Other taxation and social security	83	83
Trade creditors	4,562	-
Other creditors	-	166
Accruals and deferred income	1,869	1,200
	<u>6,514</u>	<u>1,449</u>

11 Analysis of net assets between funds

	Unrestricted funds 2022 £	Unrestricted funds 2021 £
Fund balances at 31 October 2022 are represented by:		
Current assets/(liabilities)	137,388	118,002
	<u>137,388</u>	<u>118,002</u>

12 Related party transactions

There were no disclosable related party transactions during the year except with regards to payments to Trustees, which are fully disclosed in note 8 (2021 - none).

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.