

THE SHELL PENSIONERS BENEVOLENT ASSOCIATION

England & Wales · Charity number 262049

Details

Other names	SPBA
Status	Registered
Legal form	Other
Registered	1971-03-15
Register	View on the Charity Commission register

Contact

Address	Shell Pensioners Benevolent Association Shell Centre london SE1 7NA
Phone	02079345131
Email	ken.k.sleat@shell.com
Website	www.shell.co.uk/spa

Activities

Objects: THE RELIEF OF POVERTY AMONG PERSONS WHO ARE MEMBERS OF THE SHELL PENSIONERS ASSOCIATION AND THE WIVES, WIDOWS, CHILDREN AND OTHER DEPENDANTS OF SUCH PERSONS.

Activities: Pensioners in need of assistance are identified by Pensioner Programme Officer and a proposal is made to the Trustees as to how the Charity may assist the Pensioner. The Trustees may make a grant or an interest free loan. The latter enables the Charity's funds to be recycled and assist other Pensioners in due course.

Classification

- **How:** Makes Grants To Individuals, Provides Other Finance, Provides Advocacy/advice/information
- **What:** The Prevention Or Relief Of Poverty
- **Who:** Elderly/old People, People With Disabilities

Geography

- Guernsey
- Jersey
- Northern Ireland
- Scotland
- Throughout England And Wales

Finances

Period end	Income	Expenditure	Assets	Employees
2024-12-31	£249,396	£284,512	-	-
2023-12-31	£244,528	£281,359	-	-
2022-12-31	£249,931	£296,990	-	-
2021-12-31	£249,484	£170,504	-	-
2020-12-31	£231,362	£223,882	-	-

Trustees

Name	Role	Appointed
Roy Dennis Waight	Chair	2018-06-06
CHRISTINE ALISON NANCARROW		
DAVID JOHN LEWIS		2018-06-06
GILLIAN MARGARET SPRINGETT		
KAREN SAYWELL		2024-06-12
STUART TESTER		2018-06-06
Stewart Welsford Pain		2024-06-12
VERONICA ALISON CARTER		
Vera Adams		2025-06-11

THE SHELL PENSIONERS BENEVOLENT ASSOCIATION

England & Wales - Charity number 262049

Accounts

Shell Pensioners Benevolent Association

An explanatory note from the Chairman

The changes in the 2021 Charity Act lay a more specific obligation on Trustees to ensure that the constitution is up to date, which changes require Charity Commission approval and the process to follow to obtain it.

The constitution was last changed in 1997 and the following amendments are proposed:

- Deletion of clause 2(a) to establish and maintain homes and hostels and make grants, donations and loans (with or without interest) or pay subscriptions towards the establishment and maintenance of homes and hostel as the Association does not provide this service
- Elimination of the position of President and increasing the Board to 10 members
- Clarification of the definition of a donation
- Recognition that the use of cheques has been replaced by electronic payments
- Changes to the notice given to members recognising communication arrangements now available
- To allow voting by proxy

In addition, the Trustees have reviewed the object clause which governs who are the beneficiaries of the Association's activity. The following proposed changes to this clause are subject to Charity Commission approval:

- Removal of the Combined Petroleum Companies Pension Fund (CPCPF) membership as this entity was merged into the Shell Contributory Pension Fund (SCPF) many years ago
- Addition of members of the UK Shell Pension Plan (UKSPP) to the object's beneficiaries so that Shell employees who joined after SCPF and the Shell Overseas Contributory Pension Fund (SOCPF) were closed to new joiners are eligible for benevolence. This change is to allow the Trustees discretion in giving benevolence to this group. It is currently uncertain how this can be practically implemented but the principle of widening the object to include this group is within the spirit of why the Association was set up

As these are important changes, we are asking members to give feedback to the Secretary if they cannot vote in person and, prior to the vote being taken, the Chairman will inform the meeting of the feedback.

Shell Pensioners Benevolent Association

Object: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) who are also retired Shell employees in receipt of a pension from the Shell Contributory Pension Fund (SCPF) or the Shell Overseas Contributory Pension Fund (SOCPF) or the Combined Petroleum Companies Pension Fund (CPCPF) and are resident in the United Kingdom.

Notice of Annual General Meeting, Report and Financial Statements

for the year ended 31 December 2024

Notice

is hereby given that the 55th Annual General Meeting of the Association will be held at the York Road Building, Shell Centre, London SE1 7NA at 17:30 on Wednesday 11 June 2025 following the conclusion of the Shell Pensioners Association AGM.

Agenda

1. To amend the constitution, subject to Charity Commission approval for changes to the object clause, as set out in the Appendix in the following pages
2. To approve the Minutes of the 54th Annual General Meeting held at the York Road Building, Shell Centre, London SE1 7NA on Wednesday 12 June 2024
3. To receive an oral report from the Chairman of the Board
4. To receive and consider:
 - a) The Report of the Trustees
 - b) The Financial Statements
 - c) The Report of the Independent Examiner
5. To elect the following Board members; Mr R Waight, Ms V Carter, Mr S Tester, Mrs G Springett, Mrs C Nancarrow, Mr D Lewis, Ms K Saywell, Mr S Pain and Mr K Sleat
The Board will elect Trustees at the Board meeting following this meeting
6. To appoint an Independent Examiner, Mr S Ingall
7. To delegate setting the date and location of the 56th Annual General Meeting to the Board
8. Any other business

Shell Centre By Order of the Board:
London SE1 7NA **Ken Sleat** – *Secretary*
Tel: 020 7934 5131 12 February 2025

Agenda Item 1 Amendments to the constitution

Clause 2 Object: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) who are also retired Shell employees in receipt of a pension from the Shell Contributory Pension Fund or the Shell Overseas Contributory Pension Fund or the Combined Petroleum Companies Pension Fund and are resident in the United Kingdom.

Change to: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) in receipt of a pension from the Shell Contributory Pension Fund or the Shell Overseas Contributory Pension Fund or are retired and contributed to the Shell UK Pension Plan and are resident in the United Kingdom.

Deletion of Clause 2 (a): to establish and maintain homes and hostels and make grants, donations and loans (with or without interest) or pay subscriptions towards the establishment and maintenance of homes and hostels.

Clause 4: Membership shall be open to all members of the Shell Pensioners Association. The qualification for membership shall be a donation to the Benevolent Association.

Change to: Membership shall be open to all members of the Shell Pensioners Association. The qualification for membership shall be a donation, in money or time, to the Benevolent Association.

Clause 6: (1) The Management of the Benevolent Association shall be vested in the Board of Management which shall, subject to sub-clause (4) of this Clause 6, comprise a President and nine members of the Benevolent Association. (2) Prior to every Annual General Meeting, the Board of Management shall invite a President to serve from the end of the Annual General Meeting in that year until the end of the Annual General Meeting in the following year. (3) The nine other members of the Board of Management shall be elected by the members present at the Annual General Meeting in each year.

Change to: (1) The Management of the Benevolent Association shall be vested in the Board of Management which shall, subject to sub-clause (3) of this Clause 6, comprise of up to ten members of the Benevolent Association. Clause (2) The members of the Board of Management shall be elected by the members present at the Annual General Meeting each year. *Sub-clause (4) is renumbered to sub-clause (3).*

Clause 23: The uninvested funds of the Benevolent Association shall be kept in the name of the Benevolent Association at bankers who shall be appointed from time to time by the Board

of Management. All sums received by or on account of the Benevolent Association shall be paid to the bankers and all payments above £5 shall be paid by cheques on the bankers signed by two members of the Board of Management.

Change to: The uninvested funds of the Benevolent Association shall be kept in the name of the Benevolent Association at bankers who shall be appointed from time to time by the Board of Management. All sums received by or on account of the Benevolent Association shall be paid into the bank account and all payments require authorisation by two members of the Board of Management.

Clause 24: An Annual General Meeting of the Benevolent Association shall be held in every calendar year at such place and time as shall be appointed by the Board of Management of which not less than seven days' notice shall be given to members. Special General Meetings of which like notice shall be given specifying their objects may be called by the Board of Management at any time and shall be called by them within twenty-one days after receipt by the Honorary Secretary of a requisition in writing stating the objects of the meeting and signed by not less than twenty members of the Benevolent Association. If the Board of Management do not within twenty-one days from the date of deposit of the requisition proceed duly to convene a meeting the requisitionists or any of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit. The quorum of a General Meeting shall be ten members present in person. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall be a quorum.

Change to: An Annual General Meeting of the Benevolent Association shall be held in every calendar year at such place and time as shall be appointed by the Board of Management of which not less than seven days' notice shall be given to members. Special General Meetings of which like notice shall be given specifying their objects may be called by the Board of Management at any time and shall be called by them within twenty-one days after receipt by the Honorary Secretary of a requisition in writing stating the objects of the meeting and signed by not less than twenty members of the Benevolent Association. If the Board of Management do not within twenty-one days from the date of deposit of the requisition proceed duly to convene a meeting the requisitionists or

any of them may themselves convene the meeting but any meeting so convened shall not be held after three months from the date of such deposit.

The quorum of a General Meeting shall be ten members present in person or by proxy. The accidental omission to give notice of a meeting to or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting. If within half-an-hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, in any other case it shall stand adjourned to the same day in the next week, at the same time and place, and, if at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting, the members present shall be a quorum.

Each member can vote in person or by proxy. The proxy will give details of the resolutions to be voted on and the member will vote yes or no. The proxy must be signed by the member.

Clause 30: President to Chair General Meeting

At all General Meetings by the President, or in his absence by the Chairman, or if he also should not be present then the members present shall choose another member of the Board of Management as chairman and if no member of the Board of Management be present or if all of those present decline to take the chair, then the members present shall choose one of their own number to be chairman of the meeting. The chairman shall have a second or casting vote in case of equality of votes.

Change to:

Clause 30: Chairing of General Meetings

At all General Meetings the chair shall be taken by the Chairman, or in his absence, the members present shall choose another member of the Board of Management as chairman. If no member of the Board of Management be present, or if all of those present decline to take the chair, then the members present shall choose one of their own number to be chairman of the meeting. The chairman shall have a second or casting vote in case of tied votes.

Clause 37: A notice may be served by the Benevolent Association upon any member either personally or by sending it prepaid through the post addressed to such member at their address as registered in the books of the Benevolent Association.

Change to: A notice may be served by the Benevolent Association upon any member either personally or by sending it by post to their address or to their e-mail address or by other electronic communication as registered in the books of the Benevolent Association.

Clause 38: Any notice if served by post shall be deemed to have been served upon the day following that upon which the same is posted and, in providing such service, it shall be sufficient to prove that the notice was properly addressed and posted.

Change to: Any notice if served by post, e-mail or other electronic communication shall be deemed to have been served upon the day following that upon which the same is sent.

Clause 39: No member shall be entitled to any such notice unless they have a registered address within the United Kingdom and all proceedings may be had and taken without notice to such person in the same manner as if they have had notice.

Change to: No member shall be entitled to any such notice unless they have a registered address within the United Kingdom or an e-mail address or other registered electronic communication, and all proceedings may be had and taken without notice to such person in the same manner as if they have had notice.

Reference and administrative details for the year ended 31 December 2024

Charity number

262049

Status

The organisation is a charity registered on 15 March 1971

Governing document

The organisation is governed by its constitution

Registered office and Mailing address

Shell Centre, London SE1 7NA

Board members and Trustees

Mr R Waight Chairman

Ms V Carter

Mrs C Nancarrow

Mrs G Springett

Mr D Lewis

Mr S Tester

Ms K Saywell (appointed 14 February 2024)

Mr S Pain (appointed 14 February 2024)

Mr C Bowkley (resigned 12 June 2024)

Mrs S Oxspring (resigned 13 January 2025)

Secretary, Treasurer and Board member

Mr K Sleat FCA FCT

Shell Centre, London SE1 7NA

Email: ken.k.sleat@shell.com

Tel: 020 7934 5131

Bankers

Lloyds Banking Group

The Strand London Branch,

PO Box 1000, London BX1 1LT

Solicitors

Legal Division

Shell International Limited

Shell Centre,

London SE1 7NA

Independent Examiner

Mr S Ingall ACA

1 Walham Rise,

Wimbledon Hill Road,

London SW19 7QY

In this report, 'SPA' is used for convenience where reference is made to the Shell Pensioners Association, and 'the Association' for the Shell Pensioners Benevolent Association

Report of the Trustees for the year ended 31 December 2024

The Trustees present their report and the independently examined Financial Statements for the year ended 31 December 2024.

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 constitution, the Charities Act 2011 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).

Structure, governance and management

The details of the Trustees, Bankers, Solicitors, Independent Examiner and charity name, number and address are to be found on the previous page.

Membership of the Association is open to all members of the SPA. The qualification for membership is a donation to the Association.

The Association, which is unincorporated, is governed by its constitution as approved by the Charity Commission. It is managed by Trustees who, as a Board of Management, meet six times a year either physically or remotely.

Currently, up to nine Board members are elected at each Annual General Meeting (AGM) who serve until the conclusion of the next AGM and have the power to co-opt up to a further three persons whom they consider to have special knowledge or experience. Within the amendments proposed to the constitution at the AGM, the maximum number of Board members would increase to ten.

At the first Board meeting after the AGM the Board appoints Trustees of the Association to serve until the next AGM. The Board seeks Trustees who have an empathy for the object of the Association and who have experience of the necessary business and professional skills, such as management, medical, marketing, financial, human resources, legal and pensions. On appointment, new Trustees to the Association are provided with copies of, or are directed to, the Charity Commission briefing material covering a Trustee's job description and "The Essential Trustee: What you need to know".

In accordance with its constitution, and to ensure that funds are used in accordance therewith, all proposals for assistance are submitted through the Secretary of the Association. Pensioner Programme Officers (PPOs) assess claimant needs and make recommendations accordingly. The proposals are then considered in detail at the meetings of the Trustees bearing in mind the object and powers of the Association. In case of urgency, a proposal is circulated to the Board by electronic means and the Board will ratify any decision at the next Board meeting. If a proposal is under £500 any two Board members are authorised to agree immediate assistance bearing in mind the object of the Association and their action is tabled for noting at the next meeting of the Trustees.

Donations and fundraising

Donations and legacies are encouraged through occasional communications with current pensioners. In addition, SPA National Committee members, the Association Chairman and the Secretary occasionally visit SPA branches and report on the activities of the Association.

Branch members donate, either individually or collectively, to the Association. In 2024, donations from branches increased due to the receipt of residual branch closure funds but this was more than offset by the continuing decrease in individual donations.

Generally, donations are not sought from current employees of Shell in the UK or from the public. The quantum of donations from SPA branches is expected to continue to fall in the long term as more branches close. Assistance is given by Shell International Ltd in the form of office services and other administration together with the employment costs of the Secretary.

Reserves policy

The reserves policy of the Trustees is to maintain sufficient reserves, which, together with donations, will generate the necessary ongoing resources to make grants and loans to SPA members. In the past, this has largely been achieved from investing legacies, although currently legacies are being used to fund deficits. This situation is kept under regular review.

Investment policy

The investment policy is to maximise the Association's investment income in a relatively low risk manner to meet securely the object of the Association. The policy is to invest surplus funds into equity investments, managed equity investment funds and fixed interest deposits.

As a registered charity, the Association's investment income is not subject to tax and the Trustees are mindful of this fact when making investment decisions. Investment policy is implemented by an investment sub-committee which reports regularly to the Trustees on performance. The Trustees review the investment policy at least annually.

Unrestricted funds

The Association's funds are unrestricted and can therefore be used for any purpose permitted by the constitution.

Indemnification of Officers

During the year, the Association, in accordance with its constitution, indemnified the Board, the Secretary and other Officers against liabilities in relation to the Association. In addition, insurance was taken out by the Association to cover this indemnification.

Material changes

As in 2023, following discussions with Shell, a communication about the Association's activities was sent out to all pensioners by the Pensioners' Administration Team in February 2024. This provided detail on the benevolence offered by the Association and resulted in referrals. Further ways of increasing communication via Shell are being explored and are expected to continue to yield positive results.

During 2024, the Association took the decision to again pay two general grants during the year after reviewing the impact of the cost of living on pensioners with low incomes.

Shell continued to sponsor and fund the Shell Pensioner Programme (SPP) which is a free of charge facility but only for SPA members who are in receipt of a SCPF / SOCPF pension. The SPP runs the help desk for pensioners to discuss their problems directly with a PPO.

During 2024, the activities of PPOs were hampered by a number of PPOs being unable to work due to sickness and incapacity. The remaining PPOs' workload increased significantly to cover these absences and referrals to PPOs increased slightly, but the absences led to the number of visits to pensioners falling from 129 in 2023 to 43 in 2024. This has led to the number of cases being submitted to the Board falling as shown in Achievements and performance. The total number of contacts made by the PPOs, including those made by telephone, were 3,904, down from 5,967 in 2023 due to

Report of the Trustees for the year ended 31 December 2024 – *continued*

the problems referred to above. The Association appreciates the key benevolence work of the PPOs during this difficult time.

Serious incidents

There have been no serious incidents or other matters relating to the Association that should have been brought to the attention of the Charity Commission. The Trustees have made a risk assessment of the activities of the Association and procedures are in place to mitigate the negative impact of such risks. However, the fact that neither war in Europe nor the dramatic increase in prices (nor the earlier pandemic) were included in the Association's risk register prior to their happening, reminds the Trustees of the need for continual vigilance in assessing emerging risks.

Object and public benefit

The object of the Association is specified on the front page but, as explained by the Chairman in his explanatory note, it is proposed to amend it to include former employees of Shell who joined after the defined pension schemes closed.

In managing the Association's activities, the Trustees have had regard to the guidance issued by the Charity Commission on public benefit. They have noted that the activities directed towards the relief of poverty and financial need, albeit exclusively to a group of former employees, satisfy the public benefit specified in the Charities Act 2011.

The proposed change to the object clause is subject to Charity Commission approval.

Activities

Pensioners in poverty and in need of assistance are generally identified by the PPOs. If a PPO believes the Association might be able to assist the pensioner, he / she brings the case to the attention of the Secretary, by discussion, and subsequently by submitting an AFA (Application for Assistance) which is reviewed by the Trustees. The Trustees may seek further information or modify, reject or accept any application.

If appropriate, a grant or an interest-free loan may be awarded. In the past, both dated and undated loans have been given. From 2020, the Association's policy is to give only dated loans which are repayable in monthly instalments based on the pensioner's ability to pay, with any amount outstanding being paid from the borrower's estate in the event of death.

In addition to the above assistance, the PPOs, in conjunction with the Secretary, nominated pensioners in need both for the additional grant and the Christmas grant in 2024.

Many pensioner problems are capable of resolution at no direct cost to the Association, for example by directing the pensioner to the appropriate social service or by providing advice and guidance about state benefits. To facilitate this guidance, the Association has contracted the services of Tina Gilchrist of CBG Solutions Ltd. As a result, regular update bulletins on state benefits and a confidential help desk service are provided to SPA members. These services are valued by pensioners.

Achievements and performance

Following the successful communication to all Shell pensioners by the Pensioners' Administration Team on behalf of the Association, proposals were received from new potential beneficiaries. During 2024, 29 (2023: 34) new cases were brought to the attention of the Trustees. There was one unresolved case brought forward from 2023. Many of these were debt related, and the help given by the Association in these cases involved directing pensioners to appropriate social services, debt counselling or by providing advice and guidance about state

benefits. However, there were still 22 (2023: 23) grants made in the year totalling £59,577 (2023: £43,236), materially above 2023, as the cost of equipment and services increased. No loans have been made to pensioners since 2020.

The Trustees were concerned at the continued effect of the rise in the cost of living on pensioners with low incomes and, as was the case since 2022, an additional grant was paid in June through to July 2024 to those who qualified. The Trustees concluded, like last year, that a grant of £400 was appropriate and this was paid to 196 (2023: 226) pensioners at a cost of £78,400 (2023: £90,400). The largest benevolence cost remained the Christmas grant award. 198 (2023: 218) payments of £500 (2023: £450) each were made in October through to December 2024 costing £99,000 (2023: £98,100). The Trustees concluded that £500 was the appropriate amount for 2024 after taking into account the cost-of-living crisis that pensioners are still experiencing.

During 2024, Tina Gilchrist of CBG Solutions Ltd, in addition to writing articles in the SPA magazine, handled 408 (2023: 449) queries from Shell pensioners on matters relating to, but not limited to, state benefits / pension reforms or tax and lasting powers of attorney. The Association is extremely grateful to Tina for her highly regarded work.

The Trustees reviewed the Association's investment portfolio in the light of the gradual decrease in interest rates, and the need to fund expected annual deficits in the future. In 2024 the deficit was funded by selling £50,000 of the COIF Charity Property Fund and some minor equity investments realising £3,632.

Following these changes the mix of assets changed slightly with 67% (2023: 66%) invested in equities at the end of the year, 11% (2023: 13%) in property, 12% (2023: 12%) in fixed interest securities, 6% (2023: 5%) in cash and 4% (2023: 4%) in other investments. The overall return on investment including net gains on investments was 7% compared with 8% in the previous year as capital gains were lower in 2024.

In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

Acknowledgement is made of the office services and other administration together with the employment costs of the Secretary provided by Shell International Ltd which amounted to £47,535 for the year (2023: £44,816).

The Trustees also acknowledge the considerable support of the PPOs and the Pensioner Programme Manager whose workload was affected by the absence of colleagues during the year described in Material changes.

The active fundraising by the SPA members of the various SPA branches and numerous donations by many individual pensioners are very much appreciated. In addition, the Trustees give their services free and this is also gratefully acknowledged.

The Secretary and Chairman issue guidelines which help ensure that the PPOs and Trustees share a common understanding of the basis on which benevolence is granted in line with the Association's constitution. These guidelines have been updated during the year and reviewed by the Trustees. The guidelines will continue to be reviewed regularly based on the experience of the benevolence cases submitted, inflation and any official poverty guidance issued.

Financial review

A significant item in the financial results of 2024 was the net gains on revaluation of assets of £93,819 compared with £115,702 in 2023. This was caused by a rise in the global equity markets especially in the USA plus the rise in bond values partly offset by the small fall

in the equity portfolio caused by exposure to basic resources. As it is the policy and practice to hold the investments for the long term, fluctuations in gains and losses due to volatility in the financial markets are not a cause for concern provided the overall income is maintained and the underlying investments are still considered sound.

Excluding net gains on the revaluation of investments, the Association showed a deficit of £35,116 in 2024 compared with a deficit of £36,831 in 2023.

The provision for bad debts remains the same as last year at £17,050, which the Trustees believe is adequate.

The result of the year, including the significant item mentioned above, was an increase in funds of £58,703 (2023: £78,871).

The total funds carried forward at the end of the year are £3,321,563 (2023: £3,262,860).

A full audit needs to be carried out if the closing gross assets are above £3.26 million and the income above £250,000. Although the gross assets were above the threshold, the income was not. A full audit was therefore not required. The Trustees will continue to monitor these levels to ensure compliance. It is expected that the thresholds will be increased in line with those for companies in due course.

Risks and future plans

The Board regularly update the Association's risks and discusses them at least once a year. The downward trend in donations remains a concern, although the high investment return has compensated for this in recent years.

It is expected that, as in 2024, communication about the Association's activities will be sent out to all pensioners with the assistance of the Pensioners' Administration Team.

The Association takes advantage of the SPA website to communicate with members in need of benevolence but recognises that this does not reach older pensioners who do not have access to computers, so the printed magazine is an important method of communication.

The Trustees will continue to make grants and loans to pensioners in need whose cases are submitted and which meet the object of the Association. In addition, the Trustees will keep under review the need for further support to pensioners in the light of developments in the cost of living and the impact of the removal of the winter fuel payment on those just over the pension credit threshold. The pensioners who are on low overall income continue to suffer cost-of-living pressures and the expectation is that the Trustees will increase the overall level of benevolence and any shortfall of income will be funded from reserves.

Shell International Ltd introduced the SPP / PPO service towards the end of 2017 and the Trustees believe that the scheme remains effective as a vehicle for delivering benevolence thanks to the personal commitment and knowledge of the PPOs. The workload of the PPOs nevertheless remains a challenge, especially if widening the definition of who can benefit leads to an increase in demand.

The Association relies on Shell International Ltd to pay for the administrative costs of the charity. The Trustees welcome

legacies, which will help cover future deficits, and any surpluses will continue to be invested so that such gifts enable future benevolence.

The Trustees believe that investment income, together with donations, legacies and the healthy level of reserves, will enable the Association to meet the annual deficits that are expected in the future. The funds provide the Association with a solid foundation for continuing future benevolence activities against a background of considerable uncertainty.

The Board

Ms K Saywell and Mr S Pain were co-opted to the Board at the February 2024 meeting and were elected as Board members at the AGM in June. Mr C Bowkley retired at the AGM, and Mrs S Oxspring retired in January due to ill health. The Trustees thank them for their invaluable contributions and pray that Mrs S Oxspring's health will improve. The nine remaining Board members will be offering themselves for re-election at the AGM.

Trustees' responsibilities in relation to the Financial Statements

The Association's Trustees are responsible for preparing a Trustees' Annual Report and 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 requires the Association's Trustees to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of the Association and of the incoming resources and application of resources of the Association for that period. In preparing the Financial Statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently
- observe the methods and principles in the Charities Statement of Recommended Practice
- make judgements and estimates that are reasonable and prudent
- state whether applicable UK accounting standards have been followed, subject to any material departures that must be disclosed and explained in the Financial Statements
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Association will continue in operation. The Trustees confirm that it has sufficient reserves and can generate future income to pay benevolence for the foreseeable future.

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Association and to enable them to ensure that the Financial Statements comply with the Charities Act 2011, the applicable Charities (Accounts and Reports) Regulations, and the provisions of the constitution. The Trustees are also responsible for safeguarding the assets of the Association and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial Statements for the year ended 31 December 2024**Statement of Financial Activities**

	Note	2024 £	2023 £
Income			
<i>Donations and legacies</i>			
Donations and legacies	2	70,486	66,141
Donation as contribution for administration costs		47,535	44,816
		<u>118,021</u>	<u>110,957</u>
Investment income (before capital gains / losses)		131,375	128,764
Total income		<u>249,396</u>	<u>239,721</u>
Expenditure			
<i>Expenditure on charitable activities</i>			
Grants	3	236,977	231,736
Administration and other costs	4	47,535	44,816
Total expenditure		<u>284,512</u>	<u>276,552</u>
Net loss before net gains on investments		(35,116)	(36,831)
Net gains on revaluation of investments	8	93,819	115,702
Net movement in funds		58,703	78,871
Reconciliation of funds			
Funds brought forward		3,262,860	3,183,989
Funds carried forward		<u>3,321,563</u>	<u>3,262,860</u>

Statement of Cash Flows

	Note	2024 £	2023 £
Net cash used in operating activities	6	<u>(175,437)</u>	<u>(162,797)</u>
Cash flow from investing activities			
Investment income		131,375	128,764
Proceeds from sale of investments		53,632	303,689
Purchases of investments		–	(250,000)
Net cash provided by investing activities		<u>185,007</u>	<u>182,453</u>
Increase in cash and cash equivalents in the year		9,570	19,656
Cash and cash equivalents at the beginning of the year		130,927	111,271
Cash and cash equivalents at the end of the year	7	<u>140,497</u>	<u>130,927</u>

Balance Sheet as at 31 December

	Note	2024 £	2023 £
Fixed assets			
Investments	8	2,851,068	3,010,881
Long-term loans			
Loans to SPA members repayable in more than one year	9	47,214	48,006
Current assets			
Investments	8	250,000	50,000
Loans to SPA members repayable in less than one year	9	792	792
Accrued income		4,571	7
Other debtors		27,421	31,586
Cash and cash equivalents	7	140,497	130,927
		<u>423,281</u>	<u>213,312</u>
Current liabilities			
Creditors falling due within one year		–	9,339
Net current assets		<u>423,281</u>	<u>203,973</u>
Net assets		<u>3,321,563</u>	<u>3,262,860</u>
The funds of the Association			
Unrestricted income funds		3,321,563	3,262,860
Total funds		<u>3,321,563</u>	<u>3,262,860</u>

Approved by the Trustees on 12 February 2025 and signed on their behalf by **R Waight** – *Chairman*

Notes to the Financial Statements for the year ended 31 December 2024**1. Basis of preparation and accounting policies**

a) The Financial Statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and with the Charities Act 2011.

b) The Financial Statements have been prepared on a going concern basis.

c) Income is accounted for in full when receivable.

All donations and other incoming resources received and generated are unrestricted and therefore available as general funds for charitable purposes. However, legacies are invested, when possible, to fund benevolence for future years. Legacies are recognised as income when receipt is probable, which is generally when probate has been granted, when the executors have confirmed that the estate's assets are sufficient to pay the legacy and when any conditions have either been met or are under the control of the charity.

d) Investments are recognised at market value.

e) Loans repayable in monthly instalments are classified as dated loans. Loans not repayable until an event crystallises repayment (usually sale of the recipient's house, or their death) are classified as undated loans. From 2020, all loans given are dated loans.

f) Cash and cash equivalents comprise cash at bank and deposits of less than 3 months duration except deposits shown in current assets investments.

g) Individual grants are included in the Statement of Financial Activities when they have been authorised by the Trustees and the costs necessitating the grant have been incurred by the Shell pensioner. However, non-specific grants, such as Christmas grants and any mid-year grants, are included in the Statement of Financial Activities in the year for which the grant is made.

h) Office services and other costs, together with the employment costs of the Secretary, are contributed by Shell International Ltd. An estimate of the cost of these services is, in accordance with the SORP, included in the Financial Statements as both a donation and an expense. No cost is included in the Financial Statements for the Trustees, who give their services free, or for the support by the Pensioner Programme Officers who make telephone calls as well as visits to Shell pensioners to discuss their needs.

2. Donations and legacies	2024	2023
	£	£
Donations	28,486	30,004
Legacies	42,000	36,137
Total	70,486	66,141

Donations included unconditional donations from Trustees of £1,140 (2023: £1,740).

3. Grants

There were no grants authorised by the Trustees but unpaid at 31 December 2024 (2023: Nil).

4. Administration and other costs	2024	2023
	£	£
Salary and associated costs	34,872	33,670
Office services and other costs	12,663	11,146
Total	47,535	44,816

The method of calculating estimated salary and associated costs changed in 2024 to reflect better the open market amount. The 2023 comparative data has been recalculated accordingly.

The Secretary is the only member of staff and works three days per week. The average number of full-time equivalent employees was 0.6 people (2023: 0.6 people).

No fees are paid to the Independent Examiner. However, expenses incurred solely due to the performance of this Examination are reimbursed.

5. Trustees' costs

No Trustee received remuneration from the Association. There were £977 (2023: £582) expenses paid to six Trustees for travel and meeting costs. Except for the unconditional donations shown in Note 2, there were no other related party transactions except for a donation from the spouse of a Trustee amounting to £120.

6. Reconciliation of net movement in funds to net cash used in operating activities

	2024	2023
	£	£
Net movement in funds	58,703	78,871
Deduct investment income	(131,375)	(128,764)
Deduct net gains on revaluation of investments	(93,819)	(115,702)
Loan repayments	792	1,742
Increase in debtors	(399)	(913)
(Decrease) / increase in creditors	(9,339)	1,969
Net cash used in operating activities	(175,437)	(162,797)

7. Cash and cash equivalents

	2024	2023
	£	£
Interest-earning cash at bank	140,105	130,598
Other cash at bank	392	329
Total	140,497	130,927

8. Investments	2024	2023
Net gains / (losses) on investments (realised and unrealised):	£	£
COIF Charities Investment Fund	13,308	59,250
COIF Charities Global Equity Income Fund	31,532	67,870
COIF Charities Property Fund	602	(24,361)
M&G Charifund	7,144	(12,662)
Shares	(6,684)	17,739
Permanent Interest Bearing Shares	1,657	125
Cazenove Charity Multi-Asset Fund	46,260	7,741
	<u>93,819</u>	<u>115,702</u>
The change in the market value during the year:	£	£
At 1 January	3,060,881	2,998,868
Purchases at cost	–	250,000
Sales	(53,632)	(303,689)
Net gains	93,819	115,702
At 31 December	<u>3,101,068</u>	<u>3,060,881</u>
The market value at 31 December:	£	£
COIF Charities Investment Fund	602,409	589,101
COIF Charities Global Equity Income Fund	592,667	561,135
COIF Charities Property Fund	316,538	365,936
M&G Charifund	281,173	274,029
Shares	476,905	487,221
Permanent Interest Bearing Shares	27,282	25,625
Cazenove Charity Multi-Asset Fund	554,094	507,834
Lloyds Bank deposit at 5.08%	250,000	250,000
	<u>3,101,068</u>	<u>3,060,881</u>
Historic cost at 31 December	<u>2,540,288</u>	<u>2,592,594</u>

The Lloyds Bank deposit of £250,000 matures on 14 February 2025 and is therefore classified as a current asset at 31 December 2024. The Trustees gave the required six-months' notice to sell £50,000 of the COIF Charities Property Fund on 1 December 2023 which was therefore classified as a current asset at 31 December 2023 and the sale went through on 1 June 2024.

The investments are therefore shown in the Balance Sheet as:

	£	£
Investments in fixed assets	2,851,068	3,010,881
Investments in current assets	250,000	50,000
	<u>3,101,068</u>	<u>3,060,881</u>

9. Loans to SPA members

Loans to SPA members are unsecured and interest free.

The change in the number of loans during the year:	2024	2023
At 1 January	17	18
Fully repaid	–	(1)
At 31 December	<u>17</u>	<u>17</u>

The change in the amount of loans during the year:	£	£
At 1 January	65,848	67,590
Repayments	(792)	(1,742)
At 31 December	<u>65,056</u>	<u>65,848</u>
Less provision for bad and doubtful loans	<u>(17,050)</u>	<u>(17,050)</u>
Loans net of provision at 31 December	<u>48,006</u>	<u>48,798</u>

Loans net of provision at 31 December:	£	£
Undated loans repayable in more than one year	60,384	60,384
Dated loans repayable in more than one year	3,200	4,112
	<u>63,584</u>	<u>64,496</u>
Provision for bad and doubtful loans	(16,370)	(16,490)
Loans repayable in more than one year, net of provision	<u>47,214</u>	<u>48,006</u>
Dated loans repayable in less than one year	1,472	1,352
Provision for bad and doubtful loans	(680)	(560)
Loans repayable in less than one year, net of provision	<u>792</u>	<u>792</u>
Total loans net of provision	<u>48,006</u>	<u>48,798</u>

Independent Examiner's report to the Trustees of the Shell Pensioners Benevolent Association

I have examined the Financial Statements of the Shell Pensioners Benevolent Association for the year ended 31 December 2024 which comprise the Statement of Financial Activities, Statement of Cash Flows, Balance Sheet and related Notes. These Financial Statements have been prepared in accordance with the accounting policies set out therein and the requirements of the 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).

Respective responsibilities of the Trustees and Examiner

The Association's Trustees are responsible for the preparation of the accounts. The Association's Trustees consider that an audit is not required for the year under section 144 of the Charities Act 2011 (the Charities Act) and that an independent examination is needed.

It is my responsibility:

- to examine the financial statements under section 145 of the Charities Act;
- to follow the procedures laid down in the general Directions given by the Charity Commission under section 145(5)(b) of the Charities Act; and
- to state whether particular matters have come to my attention.

Basis of Independent Examiner's report

My examination was carried out in accordance with the general Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the Association and a comparison of the financial statements presented with those records. It also includes consideration of any unusual items or disclosures in the financial statements, and seeking explanations from the Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently no opinion is given as to whether the financial statements present a 'true and fair' view and the report is limited to those matters set out in the statement below.

Independent Examiner's statement

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

1. which gives me reasonable cause to believe that, in any material respect, the requirements:
 - to keep accounting records in accordance with section 130 of the Charities Act; and
 - to prepare financial statements which accord with the accounting records and comply with the accounting requirements of the Charities Acthave not been met; or
2. to which, in my opinion, attention should be drawn in order to enable a proper understanding of the financial statements to be reached.

S Ingall 12 February 2025

Summary 2009–2024

The following financial data, extracted from the Financial Statements for the period 2009- 2024, illustrate the trend of the Association in pursuance of its object.

£ thousands

	Investment income	Donations	Grants	Surplus (deficit)	Loans repaid	Loans made	Net loan repayments	Net benevolence	Legacies	Net benevolence after legacies
2009	62.3	215.5	-124.8	153.0	38.5	-20.8	17.7	170.7	14.6	185.3
2010	73.0	53.1	-123.9	2.2	27.8	-32.1	-4.3	-2.1	72.0	69.9
2011	81.1	52.8	-113.3	20.6	23.4	-26.3	-2.9	17.7	58.0	75.7
2012	90.8	54.4	-134.6	10.6	27.1	-14.9	12.2	22.8	19.6	42.4
2013	85.8	55.0	-131.8	9.0	21.5	-14.6	6.9	15.9	25.2	41.1
2014	79.9	54.5	-132.0	2.4	18.6	-10.6	8.0	10.4	–	10.4
2015	79.4	52.4	-155.1	-23.3	35.9	-28.8	7.1	-16.2	3.0	-13.2
2016	81.4	47.2	-111.0	17.6	24.0	-8.9	15.1	32.7	6.0	38.7
2017	84.9	44.9	-152.0	-22.2	15.3	-3.6	11.7	-10.5	6.0	-4.5
2018	83.1	46.5	-178.3	-48.7	24.4	-20.0	4.4	-44.3	803.1	758.8
2019	102.9	48.2	-153.0	-1.9	40.3	-4.0	36.3	34.4	171.3	205.7
2020	109.9	36.5	-175.0	-28.6	6.9	-5.9	1.0	-27.6	36.1	8.5
2021	108.8	27.7	-128.9	7.6	7.3	–	7.3	14.9	71.4	86.3
2022	116.7	26.0	-251.2	-108.5	11.0	–	11.0	-97.5	61.4	-36.1
2023	128.8	30.0	-231.7	-72.9	1.7	–	1.7	-71.2	36.1	-35.1
2024	131.4	28.5	-237.0	-77.1	0.7	–	0.7	-76.4	42.0	-34.4
	1,500.2	873.2	-2,533.6	-160.2	324.4	-190.5	133.9	-26.3	1,425.8	1,399.5

Minutes of the 54th Annual General Meeting

held on Wednesday 12 June 2024
at Shell Centre

1. The Chairman confirmed that the meeting was quorate. He sought approval for the minutes of the previous meeting.
2. That being obtained, he presented his report for the year. The Trustees had continued to meet both physically and by Zoom. Two meetings had been held physically during 2023 and four by Zoom, one more than expected owing to the December rail strike.

The Association members had received the accounts and the Chairman said that he would assume they had been read. He acknowledged that reading them had proven more difficult than usual, since the paper had turned out to be a far deeper blue than had been envisaged.

The Secretary had made available black-on-white copies for those who had contacted him expressing concern about illegibility. The Chairman confirmed that the Association would not make such a mistake again and apologised.

The Chairman said that 2023 had seen the highest level of investment income in a decade. Investment income had amounted to £129K compared with the previous year's £117K. The return had been 4.1% compared with 3.7% in 2022. Donations, at £30K, were above the previous two years' figures of £26K and £28K, but still below the figures that used to prevail, and the downward trend in donations was likely to continue. Legacy income, less predictable than donations and investment income, had amounted to £36K in the year which compared with £61K in 2022. It had been as high as £803K (in 2018) and as low as zero (in 2014). The Secretary had been contacted by individuals inquiring how to make legacies to the Association and future receipts looked likely, but their magnitude was impossible to estimate.

2023 saw a net gain on revaluation of investments of £116K compared with a loss of £287K the previous year, giving a net movement of funds of a positive £79K compared with a net negative of £334K the year before.

Clearly investment income is the largest source of predictable income for the Association and, during the year, a review of the Association's mix of investments had been undertaken in the wake of the dramatic rise in the level of interest rates which had been, for many years, near zero. Accordingly, the Trustees had approved the sale of £200K from the COIF Charities Investment Fund and £100K from the M&G Charifund, and invested £250K in a medium-term deposit with Lloyds Bank at an interest rate of 5.08%. The balance had been used to fund benevolence payments. As a result, the Association's asset mix had changed. Investment in equities had reduced from 70% at the year-end 2022 to 66% at year-end 2023.

The corresponding figures for fixed interest securities were 3% and 12%. There were smaller changes in the Association's holdings of property, cash and other investments.

During the year, the Chairman confirmed that grants

given had amounted to £232K, which was slightly below the previous year's figure of £251K, but still historically high. Between 2014 and 2020 grants had averaged £148K. This marked increase in the past two years reflected the impact of the cost-of-living crisis and the decision to again give two grants during the year. No new loans had been given. 34 new cases had been brought to the attention of the Trustees compared with 21 the year before. This increase in referrals was largely a result of the inclusion in the pension letter of information about the Association. Many of these referrals had been debt-related and had been mostly resolved by referring pensioners to appropriate social services, debt counselling or by providing advice and guidance about state benefits. However, there were still 23 grants made (compared with 18 last year). As usual, several cases of hardship had been tackled by resorting to the excellent advice given by Tina Gilchrist of CBG Solutions. Tina handled 449 queries from Shell pensioners, a little less than the previous year (503).

A Xmas grant of £450 had been made to 218 pensioners (compared with a grant of £500 made to 219 pensioners in 2022). The total sum disbursed of £98K compared with £109K the previous year. An additional grant of £400 had been made in the spring to 226 pensioners (compared with a grant of the same amount made to 269 pensioners in the previous year). The total disbursement had come to £90K compared with 108K in the previous year.

During the year, the Trustees had continued to tackle the usual housekeeping issues – updating the long term cashflow forecast, reviewing the risk analysis and reviewing the proposals of the investment sub-committee. The Chairman confirmed that there were no serious incidents or other matters relating to the Association that should have been brought to the attention of the Charity Commission.

The Chairman then turned to a more qualitative perspective on the Association's activities.

He reflected that Covid seemed a distant memory and the PPOs were now well and truly back on the road. They had made 129 visits to pensioners compared with 97 in 2022. The number of telephone contacts had also increased. The PPOs had made 5,967 contacts, up from 5,557 in 2022, due to the increase in referrals already mentioned. This amounted to some 20 contacts per week for each PPO and indicated the magnitude of the workload the PPOs had to tackle.

Often the cases involved people unable to afford expenditure arising out of health problems. During 2023 the Association handled several such cases: a new special bed, two cases of walk-in showers, two cases of recliner chairs, two cases of stairlifts, installing a hoist, providing a wheelchair, fitting a wet room, and providing a transportable scooter. Sometimes pensioners simply couldn't afford basic things that needed replacing: during the year the Association had funded two new ovens, three new boilers, and a freezer. Sometimes safety concerns required expenditures that the pensioner simply couldn't afford. For example, refitting carpets which constituted trip

hazards. Occasionally the Association responded to small urgent cases – purchasing spectacles, or providing emergency food where someone had no money for food and the cupboard was literally bare.

Often no money had been involved in providing help, and pensioners had obtained the help they needed from CBG Solutions or they had been advised, if appropriate, to apply for pension credit, attendance allowance, or seek help from the Citizens' Advice Bureau or a charity like Step Change.

Sometimes the help given by the PPOs had scarcely involved finance at all and had amounted more to humane support: in one case a pensioner, known to be vulnerable, was due to have surgery. She was very concerned that the work a builder was doing on the floor in one of the downstairs rooms had not been completed. She was desperate that the work be finished in time for her discharge from hospital, because she might have to sleep downstairs. She had tried contacting the builders and left numerous voicemail messages, but they had never returned her calls. The PPO had also failed to elicit a response, but managed to find the mobile number of the owner of the company and called him to explain the situation. He had agreed to call the pensioner immediately and the work was promptly completed. The pensioner was very grateful.

In another case, a PPO was contacted early on a Sunday morning by a pensioner who was clearly very agitated and anxious because her pension payments had stopped. It turned out that the pensioner had not filled in a change-of-details form as requested. The PPO then helped her do so and the pension was quickly reinstated with the help of the Pensions Admin Team. Such cases may sound trivial, but the PPOs often help people who are simply finding it difficult to negotiate the commonplaces of life.

The Chairman pointed out that these were but two examples of the help the PPOs had given and emphasised that the contribution the Association made to alleviating the distress of poverty was greater than that made visible in the accounts. The Chairman and the Trustees had continued to meet periodically with the PPM and the PPOs and were impressed by the combination of compassion and rigour they brought to their task. This was all the more impressive since they managed with a mere six PPOs covering the whole country.

Looking to the future, the Chairman explained that it was clear that the cost-of-living crisis was easing. The inflation factors applying to food and energy costs had been returning to nearer their normal levels and this would oblige the Trustees to consider whether the augmentation of the Christmas grant by a further grant was still justified. During the year the Board would review its current constitution to ensure it was up to date in the light of recent changes in the Charity Act. The Association would continue to look ahead strategically and try to stay aligned with any changes that Shell might be considering.

Obviously, the future was uncertain, but the Chairman assured the members that long-term cash flows calculated

against a variety of scenarios confirmed that the Association was well placed to face any foreseeable future.

The Chairman then expressed thanks to various parties: He acknowledged the help given by the Pension Fund with the leaflet included in the Pension Increase letter.

The Chairman also acknowledged that use of the SPA website and SPA News was reaching new pensioners in need of support and for this the Association was grateful. The Chairman went on to thank Shell International Limited for reimbursing the costs of office services and administration as well as the employment costs of the Secretary and the PPOs; the PPOs and PPM for their managing in what continued to be a tough climate; the Association's many donors, both individual and those who donate through the SPA branches; and the independent examiner, Mr Simon Ingall. The Chairman pointed out how professional the accounts were compared with most charities. He then thanked Mr Ken Sleat, the Secretary and, finally, the Trustees for their understanding, support and time, which are given freely throughout the year.

3. There were no questions, and the meeting moved to approving:
 - The Report of the Trustees.
 - The Financial Statements made up to 31 December 2023.
 - The Report of the Independent Examiner.
 4. The Chairman stated that, since he had joined the Board of the SPBA, the membership had been remarkably stable. However, this year Mr Colin Bowley had decided to retire after many years and the Board had embarked on a thorough recruitment process which had led to the appointment of two additional Trustees, Mrs Karen Saywell and Mr Stewart Pain. The Chairman confirmed that they both offered themselves to the AGM for election. Furthermore, Roy Waight, Veronica Carter, Chris Nancarrow, Gil Springett, Stuart Tester, David Lewis and Sue Oxpring offered themselves for re-election. The Chairman requested approval of these appointments which will apply until next year's AGM in 2025. The Chairman expressed his gratitude to Mr Colin Bowley who had always brought a great measure of wisdom and humanity, as well as knowledge, to his long-standing role as a Trustee. The Chairman wished him well in the future.

The Chairman explained that he intended to nominate all the Board members as Trustees of the Association at the Association's Board Meeting, which would briefly reconvene after the AGM. At that meeting, Mr Ken Sleat, the Secretary, would be seconded to the Board.
 5. The meeting then approved the appointment of Mr Simon Ingall as Independent Examiner for another year.
 6. The Chairman expressed the hope that the AGM in 2025 would again be held in Shell Centre, with the date and the location to be confirmed with the SPA. The meeting delegated the decision as to the AGM venue and date to the Board.
- There being no other business, the Chairman closed the meeting.

Please give generously to the Association

Your Association could not help ex-colleagues without your help. The Association, with the help of the Pensioner Programme Officers, frequently come across those in poverty needing help, for example:

- Pensioners with very small pensions due to short service or who relied significantly on overtime which was non-pensionable.
- Pensioners or their dependants who are suffering illness or pain from asthma, Alzheimer's, blindness, cancer, diabetes, stroke, MND, paralysis, etc, making it very difficult for people to look after themselves.
- Those in debt to the extent it is no longer manageable, possibly due to financial mismanagement but sometimes due to illness or unfortunate family circumstances. Guidance is provided to them by the Pensioner Programme Officers. If the Trustees are satisfied that the pensioner will manage their affairs better (cut up credit cards, etc) temporary financial assistance such as an interest-free loan will be provided to assist a "fresh start".

The sort of help with which your Association assists:

- Stair lifts, recliner chairs and bathroom modifications.
- Wheelchairs and mobility scooters.
- Nursing care for a few days to give a partner a break.
- Taxis to hospital for treatment or visiting partners / dependants.
- Urgent house repairs, central heating repairs, new boilers, kitchen equipment, etc.
- Small items such as replacement dentures, spectacles, etc.
- Around 200 Christmas grants and mid-year grants of around £500.

To give this assistance, we need your help. There is no benevolence budget from Shell. The Association relies on generous voluntary donations from SPA members. Unlike most other charities, none of the members' donations are spent on advertising or administrative costs - 100% is spent on assisting fellow pensioners in need.

The qualification for membership is a donation to the Association. This report has been sent to all members – currently over five hundred pensioners. The Trustees are extremely grateful to you all.

If you are not a current donor and would like to donate by Gift Aid, please use the attached cut off document and send it to the Secretary / Treasurer at the address indicated on the form. Alternatively please give the form to a fellow pensioner who may wish to donate.

All donations are welcome, no matter how small. However, regular giving is particularly beneficial as it enables the Trustees to plan future benevolence. If you are a taxpayer,

giving by Gift Aid is the most tax efficient method.

The ways in which you could make your donation are:

1. Single or occasional cheque payments to us (the Association would get the basic rate tax back through your Gift Aid declaration and you would get any higher rate tax relief – each £10.00 given by you would be worth £12.50 to the Association).
2. An annual or monthly standing order from your bank to ours (the Association would get the basic rate tax back through your Gift Aid declaration and you would get any higher rate tax relief – again, each £10.00 given by you would be worth £12.50 to the Association).
3. Charities Aid Foundation vouchers and cheques are also very welcome.

To use 1 or 2 above, please send a cheque or completed standing order form together with the completed Gift Aid declaration. Please note that if you have sent a signed gift aid form in the last 4 years there is no need to sign a new form.

Making a bequest is a convenient way of supporting the charity after your death. Legacies received give a long-term benefit to the Association as the amount, when possible, is invested to fund future benevolence. Legacies to charities are excluded from an individual's estate for Inheritance Tax purposes, thereby reducing the Inheritance Tax payable by 40% of the legacy.

To make a bequest, include in your will as a beneficiary "Shell Pensioners Benevolent Association, Charity No. 262049" with any communication for the attention of the Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA.

It would be very helpful if you could inform the Secretary / Treasurer of any legacy that you plan to give to the Association.

Gift Aid declaration

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

Shell Pensioners Benevolent Association

Charity No. 262049 registered with the Charity Commission on 15 March 1971

Title

Forename(s)

Surname

Address

Postcode

Email

Phone No.

Shell Pension No.

Please treat as Gift Aid to the Shell Pensioners Benevolent Association all donations I make from the date below until I notify you otherwise. I am a UK taxpayer and understand that if I pay less Income Tax and / or Capital Gains Tax in a tax year than the amount of Gift Aid claimed on all my donations in that tax year it is my responsibility to pay any difference.

Please notify the SPBA if you:

- want to cancel this declaration
- change address
- no longer pay sufficient tax on your income and / or capital gains

Signed

Date

Standing order

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

To

Bank Plc

Address

Postcode

My Account No.

Branch Sort Code

Please pay the Shell Pensioners Benevolent Association, Account No. 25488860, Sort Code 30-91-79 held at Lloyds Bank plc, The Strand London Branch, PO Box 1000, London BX1 1LT

the sum of £ _____ (in words – _____ pounds only)

commencing on or about the fifth day of _____ (specify month)

and every **month / year** (*specify frequency by deleting as appropriate*) thereafter until further notice.

Please quote reference (*insert donor's name*) _____

– GIFT AID

Signed

Date



THE SHELL PENSIONERS BENEVOLENT ASSOCIATION

England & Wales - Charity number 262049

Accounts

Shell Pensioners Benevolent Association

Object: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) who are also retired Shell employees in receipt of a pension from the Shell Contributory Pension Fund (SCPF) or the Shell Overseas Contributory Pension Fund (SOCPF) or the Combined Petroleum Companies Pension Fund (CPCPF) and are resident in the United Kingdom.

Notice of Annual General Meeting, Report and Financial Statements

for the year ended 31 December 2023

Notice

is hereby given that the 54th Annual General Meeting of the Association will be held at the York Road Building, Shell Centre, London SE1 7NA at 17:30 on Wednesday 12 June 2024 following the conclusion of the Shell Pensioners Association AGM.

Agenda

1. To approve the Minutes of the 53rd Annual General Meeting held at the York Road Building, Shell Centre, London SE1 7NA on Wednesday 7 June 2023
2. To receive an oral report from the Chairman of the Board
3. To receive and consider:
 - a) The Report of the Trustees
 - b) The Financial Statements
 - c) The Report of the Independent Examiner
4. To elect the following Board members; Mr R Waight, Ms V Carter, Mr S Tester, Mrs G Springett, Mrs C Nancarrow, Mrs S Oxspring, Mr D Lewis, Ms K Saywell and Mr S Pain. The Board will elect Trustees at the meeting of the Board following this meeting. It is the intention to co-opt Mr K Sleat to the Board for the next year
5. To appoint an Independent Examiner, Mr S Ingall
6. To delegate setting the date and location of the 55th Annual General Meeting to the Board
7. Any other business

Shell Centre
London SE1 7NA
Tel: 020 7934 5131

By Order of the Board:
Ken Sleat – *Secretary*
14 February 2024

Reference and administrative details for the year ended 31 December 2023

Charity number

262049

Status

The organisation is a charity registered on 15 March 1971

Governing document

The organisation is governed by its constitution

Registered office and Mailing address

Shell Centre, London SE1 7NA

Board members and Trustees

Mr R Waight Chairman

Ms V Carter

Mrs C Nancarrow

Mrs G Springett

Mr C Bowkley

Mr D Lewis

Mr S Tester

Mrs S Oxspring

Ms K Saywell (appointed 14 February 2024)

Mr S Pain (appointed 14 February 2024)

Secretary, Treasurer and Board member

Mr K Sleat FCA FCT

Shell Centre, London SE1 7NA

Email: ken.k.sleat@shell.com

Tel: 020 7934 5131

Bankers

Lloyds Banking Group

The Strand London Branch,

PO Box 1000, London BX1 1LT

Solicitors

Legal Division

Shell International Limited

Shell Centre,

London SE1 7NA

Independent Examiner

Mr S Ingall ACA

1 Walham Rise,

Wimbledon Hill Road,

London SW19 7QY

In this report, 'SPA' is used for convenience where reference is made to the Shell Pensioners Association, and 'the Association' for the Shell Pensioners Benevolent Association

Report of the Trustees for the year ended 31 December 2023

The Trustees present their report and the independently examined Financial Statements for the year ended 31 December 2023.

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 constitution, the Charities Act 2011, 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).

Structure, governance and management

The details of the Trustees, Bankers, Solicitors, Independent Examiner and charity name, number and address are to be found on the previous page.

Membership of the Association is open to all members of the SPA. The qualification for membership is a donation to the Association.

The Association, which is unincorporated, is governed by its constitution as approved by the Charity Commission. It is managed by Trustees who, as a Board of Management, meet six times a year. Up to nine Board Members are elected at each Annual General Meeting (AGM) who serve until the conclusion of the next AGM and have the power to co-opt up to a further three persons whom they consider having special knowledge or experience.

At the first Board meeting after the AGM the Board appoints Trustees of the Association to serve until the next AGM.

The Board seeks Trustees who have an empathy for the object of the Association and who have experience of the necessary business and professional skills, such as management, medical, marketing, financial, human resources, legal and pensions. On appointment, new Trustees to the Association are provided with copies of, or are directed to, the Charity Commission briefing material covering a Trustee's job description and "The Essential Trustee: What you need to know".

In accordance with its constitution, and to ensure that funds are used in accordance therewith, all proposals for assistance are submitted through the Secretary of the Association. Pensioner Programme Officers (PPOs) assess claimant needs and make recommendations accordingly. The proposals are then considered in detail at the meetings of the Trustees bearing in mind the object and powers of the Association. In case of urgency, any two members of the Board are authorised to agree immediate assistance and their action is tabled for noting at the next meeting of the Trustees.

Donations and fundraising

Donations and legacies are encouraged through occasional communications to current pensioners. In addition, SPA National Committee members, the Association Chairman and the Secretary occasionally visit SPA branches and report on the activities of the Association. Branch members donate, either individually or collectively, to the Association. For the first time in many years donations from individuals increased due to one-off donations.

Generally, donations are not sought from current employees of Shell in the UK or from the public. The quantum of donations from SPA branches is expected to continue to fall as more branches close. Assistance is given by Shell International Ltd in the form of office services and other administration together with the employment costs of the Secretary.

Reserves policy

The reserves policy of the Trustees is to maintain sufficient reserves, which, together with donations, will generate the necessary ongoing resources to make grants and loans to SPA members. This has largely been achieved from legacies, which are invested to generate income for future benevolence. This situation is kept regularly under review.

Investment policy

The investment policy is to maximise the Association's investment income in a relatively low risk manner to meet securely the object of the Association. The policy is to invest surplus funds into equity investments, managed equity investment funds and fixed interest deposits.

As a registered charity, the Association's investment income is not subject to tax and the Trustees are mindful of this fact when making investment decisions. Investment policy is implemented by an investment sub-committee which reports regularly to the Trustees on performance. The Trustees review the investment policy at least annually.

Unrestricted funds

The funds are unrestricted and can therefore be used for any purpose permitted by the Association's constitution.

Indemnification of Officers

During the year, the Association, in accordance with its constitution, indemnified the Board, the Secretary and other Officers against liabilities in relation to the Association. In addition, insurance was taken out by the Association to cover this indemnification.

Material changes

Following discussions with Shell, a communication about the Association's activities was sent out to all pensioners by the Pensioners' Administration Team in February 2023. This provided detail on the benevolence offered by the Association and led to a significant increase in referrals. Further ways of increasing communication via Shell are being explored and are expected to continue to yield positive results.

During 2023, the Association took the decision to again pay two general grants during the year due to the continuation of the cost-of-living issue for pensioners on low incomes. The number of discretionary grants increased substantially as outlined below.

Shell continued to sponsor and fund the Shell Pensioner Programme (SPP) which is a free of charge facility but only for SPA members who are in receipt of a SCPF / SOCPF / CPCPF pension. The SPP runs the help desk for pensioners to discuss their problems directly with a PPO.

During 2023, the workload of the PPOs increased significantly. Visits to pensioners were 129 compared with 97 in 2022. The total number of contacts made by the PPOs, including those made by telephone, were 5,967, up from 5,557 in 2022 due to the increase in referrals referred to above.

Serious incidents

There have been no serious incidents or other matters relating to the Association that should have been brought to the attention of the Charity Commission. The Trustees have made a risk assessment of the activities of the Association and procedures are in place to mitigate the negative impact of such risks. However, the fact that neither war in Europe nor the dramatic increase in prices (nor the earlier pandemic) were included in the Association's risk register prior to their happening, reminds the Trustees of the need for continual vigilance in assessing emerging risks.

Report of the Trustees for the year ended 31 December 2023 – *continued*

Object and public benefit

The object of the Association is specified on the front page. In managing the Association's activities, the Trustees have had regard to the guidance issued by the Charity Commission on public benefit. They have noted that the activities directed towards the relief of poverty and financial need, albeit exclusively to a group of former employees, satisfy the public benefit specified in the Charities Act 2011.

Activities

Pensioners in poverty and in need of assistance are generally identified by the PPOs. If a PPO believes the Association might be able to assist the pensioner, he / she brings the case to the attention of the Secretary, by discussion, and subsequently by submitting an AFA (Application for Assistance) which is reviewed by the Trustees. The Trustees may seek further information or modify, reject or accept any application.

If appropriate, a grant or an interest-free loan may be awarded. In the past, both dated and undated loans have been given. From 2020, the Association's policy is to give only dated loans which are repayable in monthly instalments based on the pensioner's ability to pay, with any amount outstanding being paid from the borrower's estate in the event of death.

Whenever appropriate, for larger amounts interest-free loans are made rather than a grant as repayment enables recycling of the funds to others in need of benevolence.

In addition to the above assistance, the PPOs, in conjunction with the Secretary, nominated pensioners in need of both the additional grant and the Christmas grant in 2023.

Many pensioner problems are capable of resolution at no direct cost to the Association, for example by directing the pensioner to the appropriate social service or by providing advice and guidance about state benefits. To facilitate this guidance, the Association has contracted the services of Tina Gilchrist of CBG Solutions Ltd. As a result, regular update bulletins on state benefits and a confidential help desk service are provided to SPA members. These services are valued by pensioners.

Achievements and performance

Following the successful communication to all Shell pensioners by the Pensioners' Administration Team on behalf of the Association, more proposals were received this year than in 2022. During 2023, 34 (2022: 21) new cases were brought to the attention of the Trustees. There was one unresolved case brought forward from 2022. Many of these were debt related and the help given by the Association involved directing pensioners to appropriate social services, debt counselling or by providing advice and guidance about state benefits. However, there were still 23 (2022: 18) grants made in the year totalling £43,236 (2022: £34,051). No loans have been made to pensioners since 2020.

The Trustees were concerned at the continued effect of the rise in the cost of living on pensioners on low incomes and, as was the case in 2022, an additional grant was paid in May through to June 2023 to those who qualified. The Trustees concluded, like last year, that a grant of £400 was appropriate and this was paid to 226 (2022: 269) pensioners at a cost of £90,400 (2022: £107,600).

The largest benevolence cost remained the Christmas grant award. 218 (2022: 219) payments of £450 (2022: £500) each were made in November 2023 through to January 2024 costing £98,100 (2022: £109,500). The Trustees concluded that £450 was the appropriate amount for 2023 after taking into account plans to pay a further

grant in the second quarter of 2024.

During 2023, Tina Gilchrist of CBG Solutions Ltd, in addition to writing articles in the SPA magazine, handled 449 (2022: 503) queries from Shell pensioners on matters relating to, but not limited to, state benefits / pension reforms or tax and lasting powers of attorney. The Association is extremely grateful to Tina for her highly regarded work.

The Trustees reviewed the Association's portfolio in the light of the dramatic increase in interest rates, and the need to potentially fund a deficit in income during the year. Accordingly, the Trustees sold £200,000 from the COIF Charities Investment Fund and £100,000 from the M&G Charifund. £250,000 was invested in a medium-term deposit with Lloyds Bank at an interest rate of 5.08% with the balance funding the deficit.

Following these changes in investments the mix of assets changed with 66% (2022: 70%) invested in equities at the end of the year, 13% (2022: 14%) in property, 12% (2022: 3%) in fixed interest securities, 5% (2022: 8%) in cash, and 4% (2022: 5%) in other investments.

The return on investment was 4.1% (before capital gains / losses), higher than the 3.7% achieved in 2022, mainly due to an increase in return on global equities. The overall return on investment including losses and gains on investments was 8% compared with a negative 5% in the previous year.

In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

Acknowledgement is made of the office services and other administration together with the employment costs of the Secretary provided by Shell International Ltd which amounted to £49,623 for the year (2022: £45,839).

The Trustees also acknowledge the considerable support of the PPOs and the Pensioner Programme Manager whose workload was affected by the increase in referrals outlined above.

The active fundraising by the SPA members of the various SPA branches and numerous donations by many individual pensioners are very much appreciated. In addition, the Trustees give their services free, and this is also gratefully acknowledged.

The Secretary and Chairman issue guidelines which help ensure that the PPOs and Trustees share a common understanding of the basis on which benevolence is granted in line with the Association's constitution. These guidelines have been updated during the year and reviewed by the Trustees. The guidelines will continue to be reviewed regularly based on the experience of the benevolence cases submitted, inflation and any poverty guidance issued.

Financial review

The most significant item in the financial results of 2023 were the net gains on revaluation of assets of £115,702 compared with net losses of £286,889 in 2022. This was caused by a rise in the global equity markets partly offset by the continual fall in UK commercial property markets in 2023, compared with the dramatic falls in all markets, except the UK equity market, in 2022.

As it is the policy and practice to hold the investments for the long term, fluctuations in gains and losses due to volatility in the financial markets are not a cause for concern provided the overall income is maintained and the underlying investments are still considered sound.

Excluding net gains and losses on the revaluation of investments, the Association showed a deficit of £36,831 in 2023 compared with a deficit of £47,059 in 2022. The improvement was mainly

caused by an increase in investment income and a fall in benevolence offset by a decrease in legacies.

The provision for bad debts remains the same as last year at £17,050, which the Trustees believe is adequate.

The result of the year, including the significant item mentioned above, was an increase in funds of £78,871 (2022: a decrease of £333,948). The total funds carried forward are £3,262,860 (2022: £3,183,989).

A full audit needs to be carried out if the closing gross assets are above £3.26 million and the income above £250,000. Although the gross assets were above the threshold, the income was not. A full audit was therefore not required. The Trustees will continue to monitor these levels to ensure compliance.

Risks and future plans

The Association regularly updates its risks and submits them for discussion by the Trustees at least once a year. The downward trend in donations remains a concern, particularly those from the SPA and its branches as branches continue to close.

It is expected that, as in 2023, communication about the Association's activities will be sent out to all pensioners. The Association takes advantage of the SPA website to communicate with members in need of benevolence.

The Trustees will continue to make grants and loans to pensioners in need whose cases are submitted to them and which meet the stated object of the Association. In addition, the Trustees will keep under review the need for further support to pensioners in the light of developments in the cost of living. The expectation is that 2024 will see benevolence holding at the current level and any shortfall will be funded from reserves.

Shell International Ltd introduced the SPP / PPO service towards the end of 2017 and the Trustees believe that the scheme remains effective as a vehicle for delivering benevolence thanks to the personal commitment and knowledge of the PPOs. The workload of the PPOs nevertheless remains a challenge.

The Association relies on Shell International Ltd to pay for the administrative costs of the charity. The Trustees welcome legacies, which will continue to be invested so that such gifts enable future benevolence.

The Trustees believe that investment income, together with donations, legacies and the healthy level of reserves, will enable the Association to meet the annual deficits that are expected in the future. The funds provide the Association with a solid foundation for continuing future benevolence activities against a background of considerable uncertainty.

The Board

No new members joined the Board in the financial year.

Ms K Saywell and Mr S Pain were co-opted to the Board at the February 2024 meeting and are being proposed as Board members at the AGM in June. Mr C Bowkley has expressed his wish to

retire at the AGM, and the Trustees thank him for his invaluable contribution. The other seven existing Trustees will be offering themselves for re-election at the AGM. The intention is to co-opt the Secretary Mr K Sleat to the Board.

Trustees' responsibilities in relation to the Financial Statements

The Association's Trustees are responsible for preparing a Trustees' annual report and 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 requires the Association's Trustees to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of the Association and of the incoming resources and application of resources of the Association for that period. In preparing the Financial Statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently
- observe the methods and principles in the Charities Statement of Recommended Practice
- make judgements and estimates that are reasonable and prudent
- state whether applicable UK accounting standards have been followed, subject to any material departures that must be disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Association will continue in operation. The Trustees confirm that it has sufficient reserves and can generate future income to pay benevolence for the foreseeable future.

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

Financial Statements for the year ended 31 December 2023

Statement of Financial Activities

	Note	2023 £	2022 £
Income			
<i>Donations and legacies</i>			
Donations and legacies	2	66,141	87,422
Donation as contribution for administration costs		49,623	45,839
		<u>115,764</u>	<u>133,261</u>
Investment income (before capital gains / losses)		128,764	116,670
Total income		<u>244,528</u>	<u>249,931</u>
Expenditure			
<i>Expenditure on charitable activities</i>			
Grants	3	231,736	251,151
Administration and other costs	4	49,623	45,839
Total expenditure		<u>281,359</u>	<u>296,990</u>
Net loss before net gains and losses on investments		(36,831)	(47,059)
Net gains / (losses) on revaluation of investments	8	115,702	(286,889)
Net movement in funds		78,871	(333,948)
Reconciliation of funds			
Funds brought forward		3,183,989	3,517,937
Funds carried forward		<u>3,262,860</u>	<u>3,183,989</u>

Statement of Cash Flows

	Note	2023 £	2022 £
Net cash used in operating activities	6	<u>(162,797)</u>	<u>(93,830)</u>
Cash flow from investing activities			
Investment income		128,764	116,670
Proceeds from sale of investments		303,689	505,992
Purchases of investments		(250,000)	(500,000)
Net cash provided by investing activities		<u>182,453</u>	<u>122,662</u>
Increase in cash and cash equivalents in the year		19,656	28,832
Cash and cash equivalents at the beginning of the year		111,271	82,439
Cash and cash equivalents at the end of the year	7	<u>130,927</u>	<u>111,271</u>

Balance Sheet as at 31 December

	Note	2023 £	2022 £
Fixed assets			
Investments	8	3,010,881	2,998,868
Long-term loans			
Loans to SPA members repayable in more than one year	9	48,006	49,698
Current assets			
Investments held for sale	8	50,000	–
Loans to SPA members repayable in less than one year	9	792	842
Accrued income		7	79
Other debtors		31,586	30,601
Cash and cash equivalents	7	130,927	111,271
		<u>213,312</u>	<u>142,793</u>
Current liabilities			
Creditors falling due within one year		<u>9,339</u>	<u>7,370</u>
Net current assets		<u>203,973</u>	<u>135,423</u>
Net assets		<u>3,262,860</u>	<u>3,183,989</u>
The funds of the Association			
Unrestricted income funds		3,262,860	3,183,989
Total funds		<u>3,262,860</u>	<u>3,183,989</u>

Approved by the Trustees on 14 February 2024 and signed on their behalf by **R Waight** – *Chairman*

Notes to the Financial Statements for the year ended 31 December 2023**1. Basis of preparation and accounting policies**

a) The Financial Statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice (SORP) applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and with the Charities Act 2011.

b) The Financial Statements have been prepared on a going concern basis.

c) Income is accounted for in full when receivable. All donations and other incoming resources received and generated are unrestricted and therefore available as general funds for charitable purposes. However, legacies are invested to fund benevolence for future years. Legacies are recognised as income when receipt is probable, which is generally when probate has been granted, when the executors have confirmed that the estate's assets are sufficient to pay the legacy and when any conditions have either been met or are under the control of the charity.

d) Investments are recognised at market value.

e) Loans repayable in monthly instalments are classified as dated loans. Loans not repayable until an event crystallises repayment (usually sale of the recipient's house, or their death) are classified as undated loans. From 2020, all loans given are dated loans.

f) Cash and cash equivalents comprise cash at bank and deposits of less than 3 months duration.

g) Individual grants are included in the Statement of Financial Activities when they have been authorised by the Trustees and the costs necessitating the grant have been incurred by the Shell pensioner. However, non-specific grants, such as Christmas grants and any mid-year grants, are included in the Statement of Financial Activities in the year for which the grant is made.

h) Office services and other costs, together with the employment costs of the Secretary, are contributed by Shell International Limited. An estimate of the cost of these services is, in accordance with the SORP, included in the Financial Statements as both a donation and an expense. No cost is included in the Financial Statements for the Trustees, who give their services free, or for the support by the Pensioner Programme Officers who make telephone calls as well as visits to Shell pensioners to discuss their needs.

2. Donations and legacies	2023	2022
	£	£
Donations	30,004	25,992
Legacies	36,137	61,430
Total	66,141	87,422

Donations included unconditional donations from Trustees of £1,740 (2022: £1,740).

3. Grants

There were no grants authorised by the Trustees but unpaid at 31 December 2023 (2022: £1,034).

4. Administration and other costs	2023	2022
	£	£
Salary and associated costs	38,477	34,806
Office services and other costs	11,146	11,033
Total	49,623	45,839

The Secretary is the only member of staff and works three days per week. The average number of full-time equivalent employees was 0.6 people (2022: 0.6 people).

No fees are paid to the Independent Examiner. However, expenses incurred solely due to the performance of this Examination are reimbursed.

5. Trustees' costs

No Trustee received remuneration from the Association. There were £582 (2022: £297) expenses reimbursed to five Trustees for travel and meeting costs. Except for the unconditional donations shown in Note 2, there were no other related party transactions except for a donation from the spouse of a Trustee amounting to £120.

6. Reconciliation of net movement in funds to net cash used in operating activities

	2023	2022
	£	£
Net movement in funds	78,871	(333,948)
Deduct investment income	(128,764)	(116,670)
(Deduct) / add net (gains) / losses on revaluation of investments	(115,702)	286,889
Loan repayments	1,742	10,983
(Increase) / decrease in debtors	(913)	52,346
Increase in creditors	1,969	6,570
Net cash used in operating activities	(162,797)	(93,830)

7. Cash and cash equivalents	2023	2022
	£	£
Interest-earning cash at bank	130,598	104,271
Other cash at bank	329	7,000
Total	130,927	111,271

A cash balance of £456 in the 2022 comparative data has been reclassified as interest-earning due to updated information.

8. Investments	2023	2022
Net gains / (losses) on investments (realised and unrealised):	£	£
COIF Charities Investment Fund	59,250	(137,999)
COIF Charities Global Equity Income Fund	67,870	(94,675)
COIF Charities Property Fund	(24,361)	(52,752)
M&G Charifund	(12,662)	(25,440)
Shares	17,739	29,709
Permanent Interest Bearing Shares (PIBS)	125	(5,825)
Cazenove Charity Multi-Asset Fund	7,741	93
	<u>115,702</u>	<u>(286,889)</u>

The change in the market value during the year:	£	£
At 1 January	2,998,868	3,291,749
Purchases at cost	250,000	500,000
Sales	(303,689)	(505,992)
Net gains / (losses)	115,702	(286,889)
At 31 December	<u>3,060,881</u>	<u>2,998,868</u>

The market value at 31 December:	£	£
COIF Charities Investment Fund	589,101	729,851
COIF Charities Global Equity Income Fund	561,135	493,265
COIF Charities Property Fund	365,936	390,297
M&G Charifund	274,029	386,691
Shares	487,221	473,171
Permanent Interest Bearing Shares (PIBS)	25,625	25,500
Cazenove Charity Multi-Asset Fund	507,834	500,093
Lloyds Bank deposit at 5.08%	250,000	–
	<u>3,060,881</u>	<u>2,998,868</u>

Historic cost at 31 December	<u>2,592,594</u>	<u>2,625,688</u>
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The COIF Charities Property Fund requires a 6 month notice period to sell an investment. The Trustees gave notice on 1 December to sell £50,000 of the fund and the sale will go through on 1 June 2024. In accordance with SORP requirements, the £50,000 is shown in current assets as an investment held for sale. The investments are therefore shown in the Balance Sheet as:

	£	£
Investments	3,010,881	2,998,868
Investments held for sale	50,000	–
	<u>3,060,881</u>	<u>2,998,868</u>

9. Loans to SPA members

Loans to SPA members are unsecured and interest free.

The change in the number of loans during the year:	2023	2022
At 1 January	18	20
Fully repaid	(1)	(1)
Loan written off	–	(1)
At 31 December	<u>17</u>	<u>18</u>

The change in the amount of loans during the year:	£	£
At 1 January	67,590	79,986
Repayments	(1,742)	(10,983)
Loan written off	–	(1,413)
At 31 December	<u>65,848</u>	<u>67,590</u>
Less provision for bad and doubtful loans	<u>(17,050)</u>	<u>(17,050)</u>
Loans net of provision at 31 December	<u>48,798</u>	<u>50,540</u>

Loans net of provision at 31 December:	£	£
Undated loans repayable in more than one year	60,384	61,284
Dated loans repayable in more than one year	4,112	5,024
	<u>64,496</u>	<u>66,308</u>
Provision for bad and doubtful loans	<u>(16,490)</u>	<u>(16,610)</u>
Loans repayable in more than one year, net of provision	<u>48,006</u>	<u>49,698</u>
Dated loans repayable in less than one year	1,352	1,282
Provision for bad and doubtful loans	<u>(560)</u>	<u>(440)</u>
Loans repayable in less than one year, net of provision	<u>792</u>	<u>842</u>
Total loans net of provision	<u>48,798</u>	<u>50,540</u>

2022 comparative data has been reclassified to correct the analysis between the amounts repayable in more than one year and in less than one year.

Independent Examiner's report to the Trustees of the Shell Pensioners Benevolent Association

I have examined the Financial Statements of Shell Pensioners Benevolent Association for the year ended 31 December 2023 which comprise the Statement of Financial Activities, Statement of Cash Flows, Balance Sheet and related Notes. These Financial Statements have been prepared in accordance with the accounting policies set out therein and the requirements of the 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).

Respective responsibilities of the Trustees and Examiner

The Association's Trustees are responsible for the preparation of the accounts. The Association's Trustees consider that an audit is not required for the year under section 144 of the Charities Act 2011 (the Charities Act) and that an independent examination is needed.

It is my responsibility:

- to examine the financial statements under section 145 of the Charities Act;
- to follow the procedures laid down in the general Directions given by the Charity Commission under section 145(5)(b) of the Charities Act; and
- to state whether particular matters have come to my attention.

Basis of Independent Examiner's report

My examination was carried out in accordance with the general Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the Association and a comparison of the financial statements presented with those records. It also includes consideration of any unusual items or disclosures in the financial statements, and seeking explanations from the Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently no opinion is given as to whether the financial statements present a 'true and fair' view and the report is limited to those matters set out in the statement below.

Independent Examiner's statement

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

1. which gives me reasonable cause to believe that, in any material respect, the requirements:
 - to keep accounting records in accordance with section 130 of the Charities Act; and
 - to prepare financial statements which accord with the accounting records and comply with the accounting requirements of the Charities Acthave not been met; or
2. to which, in my opinion, attention should be drawn in order to enable a proper understanding of the financial statements to be reached.

S Ingall 14 February 2024

Ten Year Summary 2014–2023

The following financial data, extracted from the Financial Statements for the period 2014- 2023, illustrate the trend of the Association in pursuance of its object.

								£ thousands
	Investment income	Donations	Grants	Surplus (deficit)	Loans repaid	Loans made	Loans less repayments	Net benevolence cash
2014	79.9	54.5	-132.0	2.4	18.6	-10.6	8.0	10.4
2015	79.4	52.4	-155.1	-23.3	35.9	-28.8	7.1	-16.2
2016	81.4	47.2	-111.0	17.6	24.0	-8.9	15.1	32.7
2017	84.9	44.9	-152.0	-22.2	15.3	-3.6	11.7	-10.5
2018	83.1	46.5	-178.3	-48.7	24.4	-20.0	4.4	-44.3
2019	102.9	48.2	-153.0	-1.9	40.3	-4.0	36.3	34.4
2020	109.9	36.5	-175.0	-28.6	6.9	-5.9	1.0	-27.6
2021	108.8	27.7	-128.9	7.6	7.3	–	7.3	14.9
2022	116.7	26.0	-251.2	-108.5	11.0	–	11.0	-97.5
2023	128.8	30.0	-231.7	-72.9	1.7	–	1.7	-71.2
	975.8	413.9	-1,668.2	-278.5	185.4	-81.8	103.6	-174.9

Legacies are not included as they are invested to generate income to fund future benevolence.

Minutes of the 53rd Annual General Meeting

held on Wednesday 7 June 2023
at Shell Centre

The Chairman confirmed that the meeting was quorate.
He then presented his report for the year.

1. The Chairman informed the meeting that 2022 had seen the Board tackle the usual housekeeping issues. The control framework had been updated to ensure it was complete. Long-term cashflow projections were conducted to ensure financial robustness and adequate liquidity. The risk matrix was thoroughly reviewed at the beginning of the year. During the year four meetings were held remotely by Zoom and two in person.

The Board continued to be engaged by the human dimension of the cases brought to its attention. The PPM, each meeting, provided short summaries of some of the cases the PPOs deal with. They were often remarkably challenging. They were rarely just a case of giving money. Receiving letters of gratitude from those the Association has helped had been most gratifying.

The year proved challenging. The cost-of-living crisis presented a big problem for those close to the breadline. Once the likely magnitude of this crisis became apparent, the Trustees responded immediately by introducing an additional grant in the late spring for those deemed most in need. But the Trustees remain aware that the Association was probably still not reaching all those in financial distress.

In 2022 the Association continued to give direct grants, Christmas grants and advice through the PPOs and Tina Gilchrist of CBG Solutions. As already stated, an additional grant was given in May to June in response to the cost-of-living crisis which had seen food inflation running at 16% or more, and energy costs rising strongly. The Trustees were mindful that an RPI applicable to poor pensioners had been higher than that published for the whole demographic by the government.

The PPOs encountered the same problems as in previous years, and the same solutions were given. As usual there were requests for support in acquiring items such as new showers, wheelchairs, etc. The Chairman and the Trustees continued to meet periodically with the PPM and the PPOs and were impressed by the combination of compassion and rigour they bring to their task. This was all the more impressive since they manage with a mere six PPOs covering the whole country.

The PPOs were relieved to be able to resume physical visits in the second half of the year. They made 97 visits in 2022 compared with none in 2021 and 37 in 2020. They continued to expedite contact with various public and private bodies. They confronted the challenge of helping elderly pensioners who were uneasy with using the Internet. A great deal of reliance was still placed on phone calls. The PPOs took 5,557 calls in 2022 compared with 6,379 calls in 2021.

The Chairman confirmed that help given was not always financial. Tina Gilchrist of CBG Solutions had continued to write articles for the SPA magazine and handled 503 queries relating to state-benefits, tax and similar issues. In 2021 the corresponding figure was 445 queries.

During 2022 the Association gave 18 normal grants amounting in total to £34K, compared with 18 in 2021 amounting to £19K. No new loans were given. Although the sum granted was higher than the previous year, the Trustees and PPOs were convinced that the Association was still not reaching all those in need.

The Chairman then reviewed the Financial Results

The largest benevolence cost in 2022 was, as usual, the Christmas grant. There were 219 recipients compared with 274 in 2021. The magnitude of the grant was increased to £500 from £400. Payments were made in November 2022 through to January 2023, at a total cost of £110K. The corresponding previous year's figure had similarly been £110K. The additional grant, already referred to, was given between May to June 2022 to 269 pensioners and the grant was £400 giving a total cost of £108K. Total grants came to £251K in 2022 compared with £129K in 2021. By a wide margin this was the highest level in the past ten years.

Outstanding interest-free loans decreased in total from £62K at end of 2021 to £51K at the end of 2022. One loan of £1,413 was written off during the year (none in 2021). It had been fully provided for.

Regarding the Statement of Financial Activities, for 2022 there was one significant income item, the net loss on revaluation of assets of £287K compared with a net gain in 2021 of £358K. This was owing to falls in global equity markets and UK commercial property compared with rises in 2021. The Chairman confirmed that fluctuations in gains and losses were not a cause for concern if the overall income was maintained and the investments were sound, which was the case.

Legacy income in 2022 continued to be significant. It was £61K (£71K in 2021). It was mostly received from a single estate. Donations continued to decline. The 2022 figure of £26K was slightly below the previous year's figure of £28K.

Investment income before capital gains and losses was £117K in 2022, above the figure of £109K in 2021. The return on investment of 3.7% was slightly above the 2021 figure of 3.5% owing both to good investment returns and the lower market value of our portfolio.

The investment strategy / performance continued to be scrutinized by a sub-committee and was reviewed by the Trustees.

The Chairman explained that the level of overall investment income and donations excluding legacies was important since it represents the stable and reliable source of income which the Association depends on for benevolence. The total was £143K in 2022, above the 2021 figure of £137K. Grants in total were £251K, way above the 2021 figure of £129K. The resulting deficit (excluding legacies) in 2022 of £109K compared with a surplus of £8K in 2021.

Including legacy income, the Association showed a deficit of £47K in 2022 compared with a surplus of £79K in 2021. The Trustees agreed that the provision for bad debts should reduce to £17K in 2022 from the figure of 18K in 2021 reflecting the write-off mentioned earlier.

The overall result, including the net capital loss on

revaluation, was a decrease in funds of £334K compared with the increase of £437K seen in 2021. Total funds carried forward were £3,184K against £3,518K in 2021.

In 2022 both the income and total assets of the Association were below the levels required for a full audit to take place. The Chairman confirmed that the Trustees would continue to monitor this to ensure compliance with audit requirements.

The Chairman explained that most of the Association's funds are held as fixed assets. At the end of the year the Association invested £500K in the Cazenove Multi-asset Fund by selling £400K from the Association's CCLA Investment Fund and £100K from its CCLA Global Equity Income Fund. The Association did this following a review of its portfolio.

During the year, the Association saw a decrease in its fixed assets from £3.29 million to £3.0 million. These fixed assets are now managed by CCLA, M&G and Cazenove, or as equities held directly by the Association.

At the end of the year, CCLA funds comprised: the COIF Property Fund (£390K), the COIF Investment Fund (£730K) and the COIF Global Equity Income Fund (£493K). The fund managed by M&G comprised its Charifund (£387K). The fund managed by Cazenove amounted to £500K. Directly held shares amounted to £473K and Permanent Interest-Bearing Shares 26K.

Regarding the underlying composition of these assets, and rounding to the nearest percentage point - at the end of 2022, the mix of assets saw a decrease in equities from 75% to 70%, an increase in fixed interest from 1% to 3%, and an increase in cash from 5% to 8%. Property remained at 14% and other investments at 5%. The return on investment was 3.7% before capital gains and losses, compared with 3.5%, as mentioned earlier. The Chairman confirmed that, in the opinion of the Trustees, investments were sufficient to fulfil the obligations of the Association.

The Chairman then went on to discuss Risks and Future Plans

He stated that the Association was well placed to face the foreseeable future. Clearly poorer pensioners were facing straitened times and this was likely to remain the case for some time. The Association's immediate response, to give the additional grant in the Spring, will be repeated in 2023.

In 2022 the Trustees of the Association concluded that inclusion of an insert in the Shell pension increase letter was most likely to reach a wider population of pensioners. Although the Chairman admitted he was trespassing on 2023, he thought the members would be interested to know that Shell Pensions kindly agreed to include an insert advertising the Association and what it can do to help those in financial distress. It also mentioned the Shell Pensioner Programme. This had a dramatic effect. The insert was a great success. The Association has seen a dramatic increase in applications for help, including many pensioners with shockingly low net disposable incomes. The number of normal grants in the whole of 2022 was 18 and the amount paid out was £34K. The number of applications for grants

sent to the April Board was 13, with 8 more in the pipeline, with an estimated cost of £60K. It seems that the level of normal grants in 2023 will be between 2 and 3 times the previous year's level and higher than in any previous year. The Association will discuss with Shell Pensions the possibility of repeating this in 2024.

Following the insert, the number of pensioners being nominated for a Spring / Christmas grant also increased. The final number is expected to be higher than for last year's Christmas grant. The Chairman confirmed that was the first time since the PPO system was started that the number of pensioners eligible for a Christmas or additional grant had risen. Despite this significant increase in actual and likely benevolence, the Chairman asserted that the Association's healthy funding position meant that it would be able to continue to fulfill its objectives.

The Chairman then expressed thanks to various parties: Shell International Limited for reimbursing the costs of office services and administration as well as the employment costs of the Secretary and the PPOs; the PPOs and PPM for their managing in a tough climate; the Association's many donors, both individual and those who donate through the SPA branches; and the Independent Examiner, Simon Ingall. The Chairman pointed out how professional the accounts were compared with most charities. He then thanked Ken Sleat, the Secretary and, finally, the Trustees for their understanding, support and time, which are given freely throughout the year.

2. There were no questions, and the meeting moved to approving:
 - The Report of the Trustees.
 - The Financial Statements made up to 31 December 2022.
 - The Report of the Independent Examiner.
3. The Chairman confirmed that all 9 Board members had offered themselves for re-election. They were Roy Waight, Veronica Carter, Chris Nancarrow, Gil Springett, Colin Bowkley, Stuart Tester, David Lewis, Sue Oxspring and Ken Sleat (the Secretary). The AGM approved these appointments which will apply until next year's AGM in 2024. The Chairman explained that the Association is actively seeking new Board members.

The Chairman explained that he intended to nominate all the Board members, except the Secretary, as Trustees of the Association at the Association's Board meeting which would briefly reconvene after the AGM.
4. The meeting then approved the appointment of Simon Ingall as Independent Examiner for another year.
5. The Chairman expressed the hope that the AGM in 2024 would again be held in Shell Centre, with the date and the location to be confirmed with the SPA. The meeting delegated the decision as to the AGM venue and date to the Board.
6. At the end of the meeting, it became apparent that the Chairman had not obtained formal agreement to the minutes of the previous AGM. A quorate number of members was convened and approved the minutes.

There being no other business, the Chairman closed the meeting.

Please give generously to the Association

Your Association could not help ex-colleagues without your help. The Association, with the help of the Pensioner Programme Officers, frequently come across those in poverty needing help, for example:

- Pensioners with very small pensions due to short service or who relied significantly on overtime which was non-pensionable.
- Pensioners or their dependants who are suffering illness or pain from asthma, Alzheimer's, blindness, cancer, diabetes, stroke, MND, paralysis, etc, making it very difficult for people to look after themselves.
- Those in debt to the extent it is no longer manageable, possibly due to financial mismanagement but sometimes due to illness or unfortunate family circumstances. Guidance is provided to them by the Pensioner Programme Officers. If the Trustees are satisfied that the pensioner will manage their affairs better (cut up credit cards, etc) temporary financial assistance such as an interest-free loan will be provided to assist a "fresh start".

The sort of help with which your Association assists:

- Stair lifts, recliner chairs and bathroom modifications.
- Wheelchairs and mobility scooters.
- Nursing care for a few days to give a partner a break.
- Prompt medical treatment if in pain, or taxis to hospital for treatment or visiting partners / dependants.
- Urgent house repairs, central heating repairs, new boilers, kitchen equipment, etc.
- Small items such as replacement dentures, spectacles, etc.
- Over 200 Christmas grants and mid-year grants of up to £500.

To give this assistance, we need your help. There is no benevolence budget from Shell. The Association relies on generous voluntary donations from SPA members. Unlike most other charities, none of the members' donations are spent on advertising or administrative costs - 100% is spent on assisting fellow pensioners in need.

The qualification for membership is a donation to the Association. This report has been sent to all members – currently over five hundred pensioners. The Trustees are extremely grateful to you all.

If you are not a current donor and would like to donate by Gift Aid, please use the attached cut off document and send it to the Secretary / Treasurer at the address indicated on the form. Alternatively please give the form to a fellow pensioner who may wish to donate.

All donations are welcome, no matter how small. However, regular giving is particularly beneficial as it enables the Trustees to plan future benevolence. If you are a taxpayer,

giving by Gift Aid is the most tax efficient method.

The ways in which you could make your donation are:

1. Single or occasional cheque payments to us (the Association would get the basic rate tax back through your Gift Aid declaration and you would get any higher rate tax relief - £10.00 given by you would be worth £12.50 to the Association).
2. An annual or monthly standing order from your bank to ours (the Association would get the basic rate tax back through your Gift Aid declaration and you would get any higher rate tax relief – again, each £10.00 given by you would be worth £12.50 to the Association).
3. Charities Aid Foundation vouchers and cheques are also very welcome.

To use 1 or 2 above, please send a cheque or completed Standing Order form together with the completed Gift Aid Declaration. Please note that if you have sent a signed gift aid form in the last 4 years there is no need to sign a new form.

Making a bequest is a convenient way of supporting the charity after your death. Legacies received give a long-term benefit to the Association as the amount is invested to fund future benevolence. Legacies to charities are excluded from an individual's estate for Inheritance Tax purposes, thereby reducing the Inheritance Tax payable by 40% of the legacy. To make a bequest, include in your will as a beneficiary "Shell Pensioners Benevolent Association, Charity No. 262049" with any communication for the attention of the Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA.

It would be very helpful if you could inform the Secretary / Treasurer of any legacy that you plan to give to the Association.

Gift Aid declaration

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

Shell Pensioners Benevolent Association

Charity No. 262049 registered with the Charity Commission on 15 March 1971

Title

Forename(s)

Surname

Address

Postcode

Email

Phone no.

Shell pension no.

Please treat as Gift Aid to the Shell Pensioners Benevolent Association all donations I make from the date below until I notify you otherwise. I am a UK taxpayer and understand that if I pay less Income Tax and / or Capital Gains Tax in a tax year than the amount of Gift Aid claimed on all my donations in that tax year it is my responsibility to pay any difference.

Please notify the SPBA if you:

- want to cancel this declaration
- change address
- no longer pay sufficient tax on your income and / or capital gains

Signed

Date

Standing order

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

To

Bank Plc

Address

Postcode

My Account No.

Branch Sort Code

Please pay the Shell Pensioners Benevolent Association, Account No. 25488860, Sort Code 30-91-79 held at Lloyds Bank plc, The Strand London Branch, PO Box 1000, London BX1 1LT

the sum of £ _____ (in words – _____ pounds only)

commencing on or about the fifth day of _____ (specify month)

and every **month / year** (*specify frequency by deleting as appropriate*) thereafter until further notice.

Please quote reference (*insert donor's name*) _____

– GIFT AID

Signed

Date



THE SHELL PENSIONERS BENEVOLENT ASSOCIATION

England & Wales - Charity number 262049

Accounts

Shell Pensioners Benevolent Association

Object: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) who are also retired Shell employees in receipt of a pension from the Shell Contributory Pension Fund (SCPF) or the Shell Overseas Contributory Pension Fund (SOCPF) or the Combined Petroleum Companies Pension Fund (CPCPF) and are resident in the United Kingdom.

Notice of Annual General Meeting, Report and Financial Statements

for the year ended 31 December 2022

Notice

is hereby given that the 53rd Annual General Meeting of the Association will be held at the York Road Building, Shell Centre, London SE1 7NA at 17:30 on Wednesday 7 June 2023 following the conclusion of the Shell Pensioners Association AGM.

Agenda

1. To approve the Minutes of the 52nd Annual General Meeting held at the York Road Building, Shell Centre, London SE1 7NA on Wednesday 8 June 2022
2. To receive an oral report from the Chairman of the Board
3. To receive and consider:
 - a) The Report of the Trustees
 - b) The Financial Statements
 - c) The Report of the Independent Examiner
4. To elect the Board members. The Board will elect Trustees at the meeting of the Board following this meeting
5. To appoint an Independent Examiner, Simon Ingall
6. To delegate setting the date and location of the 54th Annual General Meeting to the Board
7. Any other business

Shell Centre
London SE1 7NA
Tel: 020 7934 5131

By Order of the Board:
Ken Sleat – *Secretary*
8 February 2023

Reference and administrative details for the year ended 31 December 2022

Charity number

262049

Status

The organisation is a charity registered on 15 March 1971

Governing document

The organisation is governed by its constitution

Registered office and Mailing address

Shell Centre, London SE1 7NA

Board members and Trustees

Mr R Waight Chairman

Ms V Carter

Mrs C Nancarrow

Mrs G Springett

Mr C Bowkley

Mr D Lewis

Mr S Tester

Mrs S Oxspring

Secretary, Treasurer and Board member

Mr K Sleat FCA FCT

Shell Centre, London SE1 7NA

Email: ken.k.sleat@shell.com

Tel: 020 7934 5131

Bankers

Lloyds Banking Group

The Strand London Branch,

PO Box 1000, London BX1 1LT

Solicitors

Legal Division

Shell International Limited

Shell Centre,

London SE1 7NA

Independent Examiner

Mr S Ingall ACA

1 Walham Rise,

Wimbledon Hill Road,

London SW19 7QY

In this report, 'SPA' is used for convenience where reference is made to the Shell Pensioners Association, and 'the Association' for the Shell Pensioners Benevolent Association

Report of the Trustees for the year ended 31 December 2022

The Trustees present their report and the independently examined Financial Statements for the year ended 31 December 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 constitution, the Charities Act 2011, 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).

Structure, governance and management

The details of the Trustees, Bankers, Solicitors, Independent Examiner and charity name, number and address are to be found on the previous page.

Membership of the Association is open to all members of the SPA. The qualification for membership is a donation to the Association.

The Association, which is unincorporated, is governed by its constitution as approved by the Charity Commission. It is managed by Trustees who, as a Board of Management, meet six times a year. Up to nine Board Members are elected at each Annual General Meeting (AGM) who serve until the conclusion of the next AGM and have the power to co-opt up to a further three persons whom they consider having special knowledge or experience.

At the first Board meeting after the AGM the Board appoints Trustees of the Association to serve until the next AGM.

The Board seeks Trustees who have an empathy for the object of the Association and who have experience of the necessary business and professional skills, such as management, medical, marketing, financial, human resources, legal and pensions.

On appointment, new Trustees to the Association are provided with copies of, or are directed to, the Charity Commission briefing material covering a Trustee's job description and "The Essential Trustee: What you need to know".

In accordance with its constitution, and to ensure that funds are used in accordance therewith, all proposals for assistance are submitted through the Secretary of the Association. Pensioner Programme Officers (PPOs) assess claimant needs and make recommendations accordingly. The proposals are then considered in detail at the meetings of the Trustees bearing in mind the object and powers of the Association.

In case of urgency, any two members of the Board are authorised to agree immediate assistance and their action is tabled for noting at the next meeting of the Trustees.

Donations and fundraising

Donations and legacies are encouraged through occasional communications to current pensioners. In addition, SPA National Committee members, the Association Chairman and the Secretary visit SPA branches and report on the activities of the Association.

The visits to branches have restarted following the removal of Covid-19 constraints. Branch members donate, either individually or collectively, to the Association. Generally, donations are not sought from current employees of Shell in the UK or from the public. The quantum of donations from SPA branches is expected to continue to fall as more branches close. In 2022, the Devon and Cornwall branch closed and the two Surrey branches merged. Assistance is given by Shell International Ltd in the form of office services and other administration together with the employment costs of the Secretary.

Reserves policy

The reserves policy of the Trustees is to maintain sufficient reserves, which, together with donations, will generate the necessary ongoing resources to make grants and loans to SPA members. This has largely been achieved from legacies, which are invested to generate income for future benevolence. This situation is kept regularly under review.

Investment policy

The investment policy is to maximise the Association's investment income in a relatively low risk manner to meet securely the object of the Association. In the current climate of relatively low interest rates, the policy is to invest surplus funds into low risk equity investments and managed equity investment funds.

As a registered charity, the Association's investment income is not subject to tax and the Trustees are mindful of this fact when making investment decisions. Investment policy is implemented by an investment sub-committee which reports regularly to the Trustees on performance. The Trustees review the investment policy at least annually.

Unrestricted funds

The funds are unrestricted and can therefore be used for any purpose permitted by the Association's constitution.

Indemnification of Officers

During the year, the Association, in accordance with its constitution, indemnified the Board, the Secretary and other Officers against liabilities in relation to the Association. In addition, insurance was taken out by the Association to cover this indemnification.

Material changes

During 2022, due to the dramatic rise in the cost of living, the Association took action in the second quarter to aid pensioners in need by implementing an additional grant to those who would have qualified for a Christmas grant. The number of discretionary grants was the same as the previous year but, including the Christmas and additional grants, the overall level of benevolence was at an all-time high at over a quarter of a million pounds.

Shell continued to sponsor and fund the Shell Pensioner Programme (SPP) which is a free of charge facility but only for SPA members who are in receipt of a SCPF / SOCPF / CPCPF pension. The SPP runs the help desk for pensioners to discuss their problems directly with a PPO. During 2022, following the removal of Covid-19 constraints, the health and security procedures were reviewed in order to restart pensioner visits. Visits restarted in the second half of 2022, with a consequential increase in benevolence. Visits to pensioners were 97 compared with none in 2021. It is expected that visits will return in 2023 to a level similar to that achieved pre Covid-19.

The number of contacts made by the PPOs, mainly by telephone, were 5,557, down from 6,379 in 2021. Nevertheless, the resumption of visits and a still high level of overall contacts meant that the PPOs had another busy year.

Serious incidents

There have been no serious incidents or other matters relating to the Association that should have been brought to the attention of the Charity Commission.

The Trustees have made a risk assessment of the activities of the Association and procedures are in place to mitigate the negative impact of such risks. However, the fact that neither war in Europe nor the dramatic increase in prices (nor the earlier pandemic) were

Report of the Trustees for the year ended 31 December 2022 – *continued*

included in the Association's risk register prior to their happening, reminds the Trustees of the need for continual vigilance in assessing emerging risks.

Object and public benefit

The object of the Association is specified on the front page. In managing the Association's activities, the Trustees have had regard to the guidance issued by the Charities Commission on public benefit. They have noted that the activities directed towards the relief of poverty and financial need, albeit exclusively to a group of former employees, satisfy the public benefit specified in the Charities Act 2011.

Activities

Pensioners in poverty and in need of assistance are generally identified by the PPOs. If a PPO believes the Association might be able to assist the pensioner, he / she brings the case to the attention of the Secretary, by discussion, and subsequently by submitting an AFA (Application for Assistance) which is reviewed by the Trustees. The Trustees may seek further information or modify, reject or accept any application.

If appropriate, a grant or an interest-free loan may be awarded. In the past, both dated and undated loans have been given. From 2020, the Association's policy is to give only dated loans which are repayable in monthly instalments based on the pensioner's ability to pay, with any amount outstanding being paid from the borrower's estate in the event of death.

Whenever appropriate, for larger amounts interest-free loans are made rather than a grant as repayment enables recycling of the funds to others in need of benevolence.

In addition to the above assistance, the PPOs, in conjunction with the Secretary, nominated pensioners in need of both the additional grant and the Christmas grant in 2022.

Some pensioner problems are capable of resolution at no direct cost to the Association, for example by directing the pensioner to the appropriate social service or by providing advice and guidance about state benefits. To facilitate this guidance, the Association has contracted the services of Tina Gilchrist of CBG Solutions Ltd. As a result, regular update bulletins on state benefits and a confidential help desk service are provided to SPA members. These services are valued by pensioners.

Achievements and performance

It was only in the second half of 2022, after revised safety procedures were implemented, that visits to pensioners could be restarted and, as a result, more proposals were received in the second half of the year than the first.

During 2022, 21 (2021: 27) new cases were brought to the attention of the Trustees. There were no (2021: 0) unresolved cases brought forward from the previous year. These resulted in 18 (2021: 18) grants totalling £34,051 (2021: £19,293) and no (2021: 0) new loans being made to pensioners.

An additional grant was paid in May through to June 2022 to those who would qualify for a Christmas grant as the Trustees were concerned at the effect of the rise in the cost of living on pensioners on the lowest income. The Trustees concluded that a grant of £400 was appropriate and this was paid to 269 pensioners at a cost of £107,600. The largest benevolence cost was still the Christmas grant award. 219 (2021: 274) payments of £500 (2021: £400) each were made in November 2022 through to January 2023 costing £109,500 (2021: £109,600). The Trustees concluded that £500 was the appropriate amount for 2022 after taking into account the available funds and the higher level of need in 2022.

During 2022, Tina Gilchrist of CBG Solutions Ltd, in addition to writing articles in the SPA magazine, handled 503 (2021: 445) queries from Shell pensioners on matters relating to, but not limited to, state benefits / pension reforms or tax and lasting powers of attorney. The Association is extremely grateful to Tina for her highly regarded work.

The Trustees reviewed the Association's portfolio and were concerned that too high a level of funds were held in the COIF Investment Fund and the COIF Global Equity Income Fund. Following a review of the portfolio, the Trustees agreed to invest £500,000 in the Cazenove Multi-Asset Fund, funded by realising £400,000 from the COIF Investment Fund and £100,000 from the COIF Global Equity Income Fund.

In the current investment climate, the Trustees continued to hold higher-earning equities with a relatively low risk. During 2022 the mix of assets changed marginally with 70% invested in equities at the end of the year, 14% in property, 3% in fixed interest securities, 8% in cash, and 5% in other investments. The return on investment was 3.7% (before capital gains / losses), higher than the 3.5% achieved in 2021, mainly due to a fall in the underlying asset value.

In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

Acknowledgement is made of the office services and other administration together with the employment costs of the Secretary provided by Shell International Ltd which amounted to £45,839 for the year (2021: £41,611).

The Trustees also acknowledge the considerable support of the PPOs and the Pensioner Programme Manager whose workload was affected by the unavoidable delays in replacing PPOs who left during the year and by long-term sickness, in addition to the resumption of visits following the lifting of Covid-19 restrictions.

The active fundraising by the SPA members of the various SPA branches and numerous donations by many individual pensioners are very much appreciated. In addition, the Trustees give their services free, and this is also gratefully acknowledged.

During 2022, the Trustees looked again at the likely future of benevolence, the resulting cash flows, and considered what approach to pensioners in need should be adopted in the future. This led to the making of the additional grant already referred to. It was furthermore concluded that further efforts were required to contact pensioners since, following the abolition of the PLR system, contact had been lost with many pensioners who might need benevolence. Agreement has been reached with the Shell Pension Trustees to send a letter to all pensioners with details of the benevolence that is offered by the Association.

The Secretary and Chairman issue guidelines which help ensure that the PPOs and Trustees share a common understanding of the basis on which benevolence is granted in line with the Association's constitution. These guidelines have been updated during the year and reviewed by the Trustees. The guidelines will continue to be reviewed regularly based on the experience of the benevolence cases submitted, inflation and any poverty guidance issued.

Financial review

The most significant item in the financial results of 2022 were the net losses on revaluation of assets of £286,889 compared with net gains of £357,885 in 2021. This was caused by the fall of the global equity markets and UK commercial property markets in 2022 compared with the dramatic rise in 2021. As it is the policy and practice to hold the investments for the long term, fluctuations in gains and losses due to volatility in the financial markets are not a

cause for concern provided the overall income is maintained and the underlying investments are still considered sound.

Excluding the net losses and gains on the revaluation of investments, the Association showed a deficit of £47,059 in 2022 compared with a surplus of £78,980 in 2021. The variance was mainly caused by an additional grant to pensioners in financial need.

The Trustees agreed to write off unrecoverable debt of £1,413, thus reducing the provision for bad debts to £17,050, which the Trustees believe is adequate.

The result of the year, including the significant item mentioned above, was a decrease in funds of £333,948 (2021: an increase of £436,865). The total funds carried forward are £3,183,989 (2021: £3,517,937). The level of gross assets and the level of income are both below the threshold at which a full audit is required. The Trustees will continue to monitor this to ensure compliance.

Risks and future plans

The Association regularly updates its risks and submits them for discussion by the Trustees at least once a year. The downward trend in donations remains a concern, particularly those from the SPA and its branches as branches continue to close. The Trustees will make every effort to convince potential donors that the need for assistance for some pensioners has not diminished, that the organisation to deliver assistance is robust and that the Association's finances are well managed to satisfy the needs.

Following the implementation of the Data Privacy Act in 2018, the SPA and the Association set up databases of pensioner members. The result remains a challenge since the Association no longer receives details of changes of address from Shell databases, which continues to make it more difficult to keep in touch with pensioners. Following the review in 2022 referred to previously, discussions have taken place with Shell and a communication about the Association's activities will be sent out to all pensioners in February 2023. The Association has also taken advantage of the new SPA website to communicate with members in need of benevolence.

The Trustees will continue to make grants and loans to pensioners in need whose cases are submitted to them and which meet the stated object of the Association. In addition, the Trustees will keep under review the need for further support to pensioners in the light of developments in the cost of living.

The expectation is that 2023 will see an increase in the current level of benevolence as more pensioners are reached following the resumption of visits and the wider circulation of information concerning the Association.

Shell International Ltd introduced the SPP / PPO service towards the end of 2017 and the Trustees believe that the scheme remains effective as a vehicle for delivering benevolence thanks to the personal commitment and knowledge of the PPOs. The workload of the PPOs nevertheless remains a challenge which will only become greater as the number of visits increases.

The Association relies on Shell International Ltd to pay for the administrative costs of the charity.

The Trustees welcome legacies, which will continue to be invested so that such gifts enable future benevolence. The Trustees believe that investment income, together with donations and legacies, generally will enable the Association to meet the annual deficits

that are expected in the future. The funds provide the Association with a solid foundation for continuing future benevolence activities against a background of considerable uncertainty.

The Board

No new members joined the Board in 2022. All nine existing members of the Board are offering themselves for re-election at the AGM.

Trustees' responsibilities in relation to the Financial Statements

The Association's Trustees are responsible for preparing a Trustees' annual report and 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 requires the Association's Trustees to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of the Association and of the incoming resources and application of resources of the Association for that period. In preparing the Financial Statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently
- observe the methods and principles in the Charities Statement of Recommended Practice
- make judgements and estimates that are reasonable and prudent
- state whether applicable UK accounting standards have been followed, subject to any material departures that must be disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Association will continue in operation. The Trustees confirm that it has sufficient reserves and can generate future income to pay benevolence for the foreseeable future.

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Association and to enable them to ensure that the financial statements comply with the Charities Act 2011, the applicable Charities (Accounts and Reports) Regulations, and the provisions of the constitution.

The Trustees are also responsible for safeguarding the assets of the Association and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial Statements for the year ended 31 December 2022**Statement of Financial Activities**

	Note	2022 £	2021 £
Income			
<i>Donations and legacies</i>			
Donations and legacies	2	87,422	99,041
Donation as contribution for administration costs		45,839	41,611
		<u>133,261</u>	<u>140,652</u>
Investment income (before capital gains / losses)		116,670	108,832
Total income		<u>249,931</u>	<u>249,484</u>
Expenditure			
<i>Expenditure on charitable activities</i>			
Grants	3	251,151	128,893
Administration and other costs	4	45,839	41,611
Total expenditure		<u>296,990</u>	<u>170,504</u>
Net (loss) / income before net losses and gains on investments		(47,059)	78,980
Net (losses) / gains on revaluation of investments	8	<u>(286,889)</u>	<u>357,885</u>
Net movement in funds		(333,948)	436,865
Reconciliation of funds			
Funds brought forward		<u>3,517,937</u>	<u>3,081,072</u>
Funds carried forward		<u>3,183,989</u>	<u>3,517,937</u>

Statement of Cash Flows

	Note	2022 £	2021 £
Net cash used in operating activities	6	(93,830)	(62,480)
Cash flow from investing activities			
Investment income		116,670	108,832
Proceeds from sale of investments	8	505,992	762,554
Purchases of investments	8	<u>(500,000)</u>	<u>(850,624)</u>
Net cash provided by investing activities		<u>122,662</u>	<u>20,762</u>
Increase / (decrease) in cash and cash equivalents in the year		28,832	(41,718)
Cash and cash equivalents at the beginning of the year		<u>82,439</u>	<u>124,157</u>
Cash and cash equivalents at the end of the year	7	<u>111,271</u>	<u>82,439</u>

Balance Sheet as at 31 December

	Note	2022 £	2021 £
Fixed assets			
Investments	8	2,998,868	3,291,749
Long-term loans			
Loans to SPA members repayable in more than one year	9	49,698	54,590
Current assets			
Loans to SPA members repayable in less than one year	9	842	6,933
Accrued income		79	2,960
Other debtors		30,601	80,066
Cash and cash equivalents	7	111,271	82,439
		<u>142,793</u>	<u>172,398</u>
Current liabilities			
Creditors falling due within one year		7,370	800
Net current assets		<u>135,423</u>	<u>171,598</u>
Net assets		<u>3,183,989</u>	<u>3,517,937</u>
 The funds of the Association			
Unrestricted income funds		3,183,989	3,517,937
Total funds		<u>3,183,989</u>	<u>3,517,937</u>

Approved by the Trustees on 8 February 2023 and signed on their behalf by **R Waight** – *Chairman*

Notes to the Financial Statements for the year ended 31 December 2022**1. Basis of preparation and accounting policies**

- a)** The Financial Statements have been prepared in accordance with 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) and with the Charities Act 2011.
- b)** The Financial Statements have been prepared on a going concern basis.
- c)** Income is accounted for in full when receivable. All donations and other incoming resources received and generated are unrestricted and therefore available as general funds for charitable purposes. However, legacies are invested to fund benevolence for future years. Legacies are recognised as income when receipt is probable, which is generally when probate has been granted, when the executors have confirmed that the estate's assets are sufficient to pay the legacy and when any conditions have either been met or are under the control of the charity.
- d)** Investments are recognised at market value.
- e)** Loans repayable in monthly instalments are classified as dated loans. Loans not repayable until an event crystallises repayment (usually sale of the recipient's house, or their death) are classified as undated loans. From 2020, all loans given are dated loans.
- f)** Cash and cash equivalents comprise cash at bank and deposits of less than 3 months duration.
- g)** Individual grants are included in the Statement of Financial Activities when they have been authorised by the Trustees and the costs necessitating the grant have been incurred by the pensioner. However, non-specific grants, such as Christmas grants, are included in the Statement of Financial Activities in the year for which the grant is made.
- h)** Office services and other costs, together with the employment costs of the Secretary, are contributed by Shell International Limited. An estimate of the cost of these services is, in accordance with the Statement of Recommended Practice, included in the Financial Statements as both a donation and an expense. No cost is included in the Financial Statements for the Trustees, who give their services free, or for the support by the Pensioner Programme Officers who make telephone calls as well as visits to Shell pensioners to discuss their needs.

2. Donations and legacies	2022	2021
	£	£
Donations	25,992	27,681
Legacies	61,430	71,360
Total	<u>87,422</u>	<u>99,041</u>

Donations included unconditional donations from Trustees of £1,740 (2021: £1,740).

3. Grants

There was one grant authorised by the Trustees but unpaid at 31 December 2022 amounting to £1,034 (2021: nil).

4. Administration and other costs	2022	2021
	£	£
Salary costs	33,056	28,030
Office services and other costs	12,783	13,581
Total	<u>45,839</u>	<u>41,611</u>

The Secretary is the only member of staff and works three days per week. The average number of full-time equivalent employees was 0.6 people (2021: 0.6 people).

No fees are paid to the Examiner. However, expenses incurred solely due to the performance of this Examination are reimbursed.

5. Trustees' costs

No Trustee received remuneration from the Association. There were £297 expenses paid to Trustees during the year to attend meetings but none in 2021 as all meetings were held remotely. Except for the unconditional donations shown in Note 2, there were no other related party transactions except for a donation from the spouse of a Trustee amounting to £120.

6. Reconciliation of net movement in funds to net cash used in operating activities

	2022	2021
	£	£
Net movement in funds	(333,948)	436,865
Deduct investment income	(116,670)	(108,832)
Add / (deduct) net losses / (gains) on revaluation of investments	286,889	(357,885)
Loan repayments	10,983	7,272
Decrease / (increase) in debtors	52,346	(37,096)
Increase / (decrease) in creditors	6,570	(2,804)
Net cash used in operating activities	<u>(93,830)</u>	<u>(62,480)</u>

7. Cash and cash equivalents

	2022	2021
	£	£
Interest-earning cash at bank	103,815	38,960
Other cash at bank	7,456	43,479
	<u>111,271</u>	<u>82,439</u>

8. Investments	2022	2021
Net (losses) / gains on investments (realised and unrealised):	£	£
COIF Charities Fixed Interest Fund	–	(26,333)
COIF Charities Investment Fund	(137,999)	115,996
COIF Charities Global Equity Income Fund	(94,675)	86,056
COIF Charities Property Fund	(52,752)	56,994
M&G Charifund	(25,440)	50,952
Shares	29,709	75,145
Permanent Interest Bearing Shares (PIBS)	(5,825)	(925)
Cazenove Charity Multi-Asset Fund	93	–
	<u>(286,889)</u>	<u>357,885</u>
 The change in the market value during the year:	 £	 £
At 1 January	3,291,749	2,845,794
Purchases at cost	500,000	850,624
Sales	(505,992)	(762,554)
Net (losses) / gains	(286,889)	357,885
At 31 December	<u>2,998,868</u>	<u>3,291,749</u>

The market value at 31 December:	£	£
COIF Charities Investment Fund	729,851	1,267,850
COIF Charities Global Equity Income Fund	493,265	687,940
COIF Charities Property Fund	390,297	443,049
M&G Charifund	386,691	412,131
Shares	473,171	449,454
Permanent Interest Bearing Shares (PIBS)	25,500	31,325
Cazenove Charity Multi-Asset Fund	500,093	–
	<u>2,998,868</u>	<u>3,291,749</u>
 Historic cost at 31 December	 2,625,688	 2,540,049

9. Loans to SPA members

Loans to SPA members are unsecured and interest free.

The change in the number of loans during the year:	2022	2021
At 1 January	20	21
Fully repaid	(1)	(1)
Loan written off	(1)	–
At 31 December	<u>18</u>	<u>20</u>

The change in the amount of loans during the year:	£	£
At 1 January	79,986	87,258
Repayments	(10,983)	(7,272)
Loan written off	(1,413)	–
At 31 December	<u>67,590</u>	<u>79,986</u>
Less provision for bad and doubtful loans	(17,050)	(18,463)
Loans net of provision at 31 December	<u>50,540</u>	<u>61,523</u>

Loans net of provision at 31 December:	£	£
Undated loans repayable in more than one year	61,284	64,884
Dated loans repayable in more than one year	5,344	6,136
	<u>66,628</u>	<u>71,020</u>
Provision for bad and doubtful loans	(16,930)	(16,430)
Loans repayable in more than one year, net of provision	<u>49,698</u>	<u>54,590</u>
Undated loans repayable in less than one year	–	7,541
Dated loans repayable in less than one year	962	1,425
	<u>962</u>	<u>8,966</u>
Provision for bad and doubtful loans	(120)	(2,033)
Loans repayable in less than one year, net of provision	<u>842</u>	<u>6,933</u>
Total loans net of provision	<u>50,540</u>	<u>61,523</u>

Independent Examiner's report to the Trustees of the Shell Pensioners Benevolent Association

I have examined the Financial Statements of the Shell Pensioners Benevolent Association for the year ended 31 December 2022 which comprise the Statement of Financial Activities, Statement of Cash Flows, Balance Sheet and related Notes. These Financial Statements have been prepared in accordance with the accounting policies set out therein and the requirements of the 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).

Respective responsibilities of the Trustees and Examiner

The Association's Trustees are responsible for the preparation of the accounts. The Association's Trustees consider that an audit is not required for the year under section 144 of the Charities Act 2011 (the Charities Act) and that an independent examination is needed.

It is my responsibility:

- to examine the financial statements under section 145 of the Charities Act;
- to follow the procedures laid down in the general Directions given by the Charity Commission under section 145(5)(b) of the Charities Act; and
- to state whether particular matters have come to my attention.

Basis of Independent Examiner's report

My examination was carried out in accordance with the general Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the Association and a comparison of the financial statements presented with those records. It also includes consideration of any unusual items or disclosures in the financial statements, and seeking explanations from the Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently no opinion is given as to whether the financial statements present a 'true and fair' view and the report is limited to those matters set out in the statement below.

Independent Examiner's statement

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

1. which gives me reasonable cause to believe that, in any material respect, the requirements:
 - to keep accounting records in accordance with section 130 of the Charities Act; and
 - to prepare financial statements which accord with the accounting records and comply with the accounting requirements of the Charities Acthave not been met; or
2. to which, in my opinion, attention should be drawn in order to enable a proper understanding of the financial statements to be reached.

S Ingall 8 February 2023

Ten Year Summary 2013–2022

The following financial data, extracted from the Financial Statements for the period 2013-2022, illustrate the trend of the Association in pursuance of its object.

								£ thousands
	Investment income	Donations	Grants	Surplus (deficit)	Loans repaid	Loans made	Loans less repayments	Net benevolence cash
2013	85.8	55.0	-131.8	9.0	21.5	-14.6	6.9	15.9
2014	79.9	54.5	-132.0	2.4	18.6	-10.6	8.0	10.4
2015	79.4	52.4	-155.1	-23.3	35.9	-28.8	7.1	-16.2
2016	81.4	47.2	-111.0	17.6	24.0	-8.9	15.1	32.7
2017	84.9	44.9	-152.0	-22.2	15.3	-3.6	11.7	-10.5
2018	83.1	46.5	-178.3	-48.7	24.4	-20.0	4.4	-44.3
2019	102.9	48.2	-153.0	-1.9	40.3	-4.0	36.3	34.4
2020	109.9	36.5	-175.0	-28.6	6.9	-5.9	1.0	-27.6
2021	108.8	27.7	-128.9	7.6	7.3	–	7.3	14.9
2022	116.7	26.0	-251.2	-108.5	11.0	–	11.0	-97.5
	932.8	438.9	-1,568.3	-196.6	205.2	-96.4	108.8	-87.8

Legacies are not included as they are invested to generate income to fund future benevolence.

Minutes of the 52nd Annual General Meeting

held on Wednesday 8 June 2022
at Shell Centre

The Chairman pointed out that, although he had been Chairman for three years, this was his first physical presentation to the AGM. He confirmed that Zoom meetings of the Board had gone well but there was no substitute for meeting physically now and again.

The Chairman confirmed that the meeting was quorate.

1. The minutes of the meeting held on 9 June 2021 were approved.
2. The Chairman proceeded to present his report for the year.

During the year the Association continued to give direct grants, Christmas grants, loans and advice through the PPOs (Pensioner Programme Officers) and Tina Gilchrist of CBG Solutions. By and large, the same problems were encountered, and the same solutions were given. As usual there were requests for support in acquiring items such as new showers, wheelchairs etc. Debt relief was not given during the year. Particularly gratifying was the heart-warming feedback frequently received, in particular regarding the annual Christmas grant.

The Association continued to operate in line with the modus operandi developed in 2019 by the PPM (Pensioner Programme Manager) and PPOs. The PPOs did a good job but, not being 'on the road', inevitably meant finding fewer hardship cases.

The Association coped with the usual staff turnover. Covering the whole country with 6 PPOs remained a challenge. The PPOs continued to expedite contact with various public and private bodies. They confronted the challenge of helping elderly pensioners who were uneasy with using the Internet. A great deal of reliance was placed on phone calls. PPOs took 6,379 calls compared with 5,930 calls in 2020, which itself was well above the usual level.

The Association continued to discover new hardship cases through the medium of the SPA News. Help given was not always financial. Tina Gilchrist of CBG Solutions had continued to write articles for the SPA magazine and handled 445 queries relating to state-benefit, tax and similar issues. In 2020 the corresponding figure was 535 queries.

Nonetheless, the Chairman expressed the view that the Association had probably missed some hardship cases owing to the inability to physically visit pensioners, and there was also Covid-related difficulty in getting quotes from tradesmen. This explained the lower benevolence during 2021. The Association gave 18 grants of £19,000, compared with 25 in 2020 amounting to £53,000. No new loans were given - one had been granted in 2020.

The largest benevolence cost in 2021 was the Christmas grant. There were 274 recipients compared with 305 in 2020. The magnitude of the grant was held at £400.

Payments were made in November 2021 through to January 2022, at a total cost £110,000. The corresponding previous year figure had been £122,000. Total grants, the specific and Christmas grants, came to £129,000 in 2021 compared with £175,000 in 2020.

Outstanding interest-free loans decreased in total from £69,000 at end of 2020 to £62,000 at end of 2021.

No loans were written off during the year.

■ Financial review

The Chairman then proceeded to present a financial review of the year. As previously reported, the Association received large legacies in 2018. At the beginning of the year shares from a legacy worth £182,000 were sold and this, and some cash, were invested in three CCLA COIF funds, £110,000 in the investment fund, £88,000 in the global equity fund and £22,000 in the fixed interest fund. The Association subsequently switched out £538,000 from the fixed interest fund into the COIF investment fund.

For 2021 there was one significant income item, the net gain on revaluation of assets of £358,000 compared with a net loss in 2020 of £164,000. All funds performed well except the COIF fixed interest fund. Fluctuations in gains and losses the Chairman averred were not a cause for concern if the overall income was maintained and the investments were sound.

Donations continued to decline. The 2021 figure of £28,000 was below the previous year's figure of £36,000 owing to the impact of Covid-19 on SPA branch income and the reduction in individual donations.

Legacy income at £71,000 was significantly above the previous year, £36,000, the result of one large legacy.

Investment income before capital gains and losses was £109,000 in 2021, in line with £110,000 in 2020.

The return on investment of 3.5% was slightly below the 2020 figure of 3.8% owing to higher underlying asset values and some reduction in dividends.

The investment strategy / performance continued to be scrutinized by a sub-committee and reviewed by the Trustees.

Overall investment income and donations excluding legacies are important since they represent the stable and reliable source of income which the Association depends on for benevolence. The total was £137,000 in 2021, below the 2020 figure of £146,000. Grants in total were £129,000, below the 2020 figure of £175,000. The resulting surplus (excluding legacies) in 2021 of £8,000 compared with a deficit of £29,000 in 2020.

Including legacy income, SPBA showed a surplus of £79,000 in 2021 compared with £7,000 in 2020. The Trustees agreed that the provision for bad debts should remain at the same level as in 2019, namely £18,000.

The result, including the net capital gain on revaluation, was an increase in funds of £437,000 compared with the decrease of £157,000 seen in 2020. Total funds carried forward were £3,518,000 against £3,081,000 in 2020.

The Association escaped a full audit since the total income of £249,000 (compared with £231,000 in 2020) was just below the £250,000 threshold. The Trustees, the Chairman confirmed, would continue to monitor this to ensure compliance with audit requirements.

Most of the Association's funds are held as fixed assets. During the year, the Association saw an increase from £2.85 million to £3.29 million. These funds are managed by CCLA and M&G, or as equities held directly by the Association.

At the end of the year, CCLA funds comprised: the COIF Property Fund (£443,000), the COIF Investment Fund (£1,268,000) and the COIF Global Equity Fund (£688,000). The fund managed by M&G comprised its Charifund (£412,000). Directly held shares amounted to £449,000.

Regarding the underlying composition - at the end of 2021, fixed interest investments at the year end amounted to 1% of Association funds compared with 19% in 2020, 75% were held as equities versus 61% in 2020, 14% in property versus 13% in 2020, 5% in cash and 5% in other investments. The return on investment was 3.5% before capital gains and losses, as mentioned earlier. In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

■ Risks and future plans

The Chairman mentioned the importance of risk analysis. A year ago, he had been concerned that Covid might mean lower investment income and more hardship cases, but this assumption was belied by events. Benevolence was low, probably owing to the PPOs not being on the road. Investment income held up well. The Chairman discussed with the PPOs their being able to return to physical meetings and he confirmed they are delighted to be back on the road again. He expressed the hope that Covid wouldn't return to a degree that necessitated lockdowns but, if it did, the Association knew what would be involved.

The Association maintains an up-to-date risk register reviewed annually. During 2021, the Trustees did a thorough updating of the risk register. It was salutary to reflect that a pandemic was not in the risk matrix. Neither was a war in Europe.

Although not occurring in 2021, the Chairman mentioned the extraordinary circumstances now prevailing as a result of Ukraine and the dramatic increase in the cost of living. He explained that the poor often face an inflation figure higher than the median because their expenditures are dominated by food and fuel. To forestall what is bound to be a difficult year, the

Board approved an additional grant of £400 to those the Association knew to be vulnerable. This year the Association expects benevolence to amount to above £200,000. These exceptional circumstances may well continue, especially as the PPOs, now back 'on the road', will identify new cases. It will take them some time to pick up speed, but the Chairman suspected the Association's benevolence spend would remain elevated for some time.

However, the Chairman believed that the Association's healthy funding position means it will be able to continue to fulfill its objectives. The Chairman gave members reassurance on that point.

The Chairman thanked Shell International Limited for reimbursing the costs of office services and administration as well as the employment costs of the Secretary and the PPOs. He thanked the PPOs and PPM for their managing in a tough climate and thanked the Association's many donors, both individual and those who donate through the SPA branches; and the Chairman thanked the Independent Examiner, Mr Simon Ingall. The Chairman pointed out how professional the accounts are compared with most charities. The Chairman thanked Mr Ken Sleat, Secretary, and the Trustees for their understanding, support and time which are given freely throughout the year.

3. There being no questions, the Chairman moved the approval of:

The Report of the Trustees.

The Financial Statements made up to 31 December 2021.

The Report of the Independent Examiner.

These were all approved.

4. The Chairman informed the meeting that all 9 board members offered themselves for re-election. They are Roy Waight, Veronica Carter, Chris Nancarrow, Gil Springett, Colin Bowkley, Stuart Tester, David Lewis, Sue Oxpring and Ken Sleat (the Secretary). The AGM approved these appointments which would apply until the next year's AGM in 2023.

The Chairman explained that he intended to nominate all Board members, except the Secretary, as Trustees of the Association at the Board meeting which will briefly reconvene after this AGM.

5. The meeting then approved the appointment of Mr Simon Ingall as Independent Examiner for another year.
6. The Chairman ended by expressing the hope that the AGM in 2023 would again be held in Shell Centre, with the date and the location to be confirmed with the SPA. The AGM agreed to delegate this decision to the Board. There being no other business, the Chairman brought the meeting to an end at 6pm.

Please give generously to the Association

Your Association could not help ex-colleagues without your help. The Association, with the help of the Pensioner Programme Officers, frequently come across those in poverty needing help, for example:

- Pensioners with very small pensions due to short service or who relied significantly on overtime which was non-pensionable.
- Pensioners or their dependants who are suffering illness or pain from asthma, Alzheimer's, blindness, cancer, diabetes, stroke, MND, paralysis, etc, making it very difficult for people to look after themselves.
- Those in debt to the extent it is no longer manageable, possibly due to financial mismanagement but sometimes due to illness or unfortunate family circumstances. Guidance is provided to them by the Pensioner Programme Officers. If the Trustees are satisfied that the pensioner will manage their affairs better (cut up credit cards, etc) temporary financial assistance such as an interest-free loan will be provided to assist a "fresh start".

The sort of help with which your Association assists:

- Stair lifts, recliner chairs and bathroom modifications.
- Wheelchairs and mobility scooters.
- Nursing care for a few days to give a partner a break.
- Prompt medical treatment if in pain, or taxis to hospital for treatment or visiting partners / dependants.
- Urgent house repairs, central heating repairs, new boilers, kitchen equipment, etc.
- Small items such as replacement dentures, spectacles, etc.
- Over 200 Christmas grants of £300-£500 each.

To give this assistance, we need your help. There is no benevolence budget from Shell. The Association relies on generous voluntary donations from SPA members. Unlike most other charities, none of the members' donations are spent on advertising or administrative costs - 100% is spent on assisting fellow pensioners in need.

The qualification for membership is a donation to the Association. This report has been sent to all members – currently over five hundred pensioners. The Trustees are extremely grateful to you all.

If you are not a current donor and would like to donate by Gift Aid, please use the attached cut off document in the next page and send it to the Secretary / Treasurer at the address indicated on the form. Alternatively please give the form to a fellow pensioner who may wish to donate.

All donations are welcome, no matter how small. However, regular giving is particularly beneficial as it enables the Trustees to plan future benevolence. If you are a taxpayer, giving by Gift Aid is the most tax efficient method.

The ways in which you could make your donation are:

1. Single or occasional cheque payments to us (the Association would get the basic rate tax back through your Gift Aid Declaration and you would get any higher rate tax relief - £10.00 given by you would be worth £12.50 to the Association).
2. An annual or monthly standing order from your bank to ours (the Association would get the basic rate tax back through your Gift Aid Declaration and you would get any higher rate tax relief – again, each £10.00 given by you would be worth £12.50 to the Association).
3. Charities Aid Foundation vouchers and cheques are also very welcome.

To use 1 or 2 above, please send a cheque or completed Standing Order form together with the completed Gift Aid Declaration.

Making a bequest is a convenient way of supporting the charity after your death. Legacies received give a long-term benefit to the Association as the amount is invested to fund future benevolence. Legacies to charities are excluded from an individual's estate for inheritance tax purposes, thereby reducing the inheritance tax payable by 40% of the legacy. To make a bequest, include in your will as a beneficiary "Shell Pensioners Benevolent Association, Charity No. 262049" with any communication for the attention of the Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA. It would be very helpful if you could inform the Secretary / Treasurer of any legacy that you plan to give to the Association.

Gift Aid declaration

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

Shell Pensioners Benevolent Association

Charity No. 262049 registered with the Charities Commission on 15 March 1971

Title

Forename(s)

Surname

Address

Postcode

Email

Phone no.

Shell pension no.

Please treat as Gift Aid to the Shell Pensioners Benevolent Association all donations I make from the date below until I notify you otherwise. I am a UK taxpayer and understand that if I pay less Income Tax and / or Capital Gains Tax in a tax year than the amount of Gift Aid claimed on all my donations in that tax year it is my responsibility to pay any difference.

Please notify the SPBA if you:

- want to cancel this declaration
- change address
- no longer pay sufficient tax on your income and / or capital gains

Signed

Date

Standing order

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

To

Bank Plc

Address

Postcode

My Account No.

Branch Sort Code

Please pay the Shell Pensioners Benevolent Association, Account No. 25488860, Sort Code 30-91-79 held at Lloyds Bank plc, The Strand London Branch, PO Box 1000, London BX1 1LT

the sum of £ _____ (in words – _____ pounds only)

commencing on or about the fifth day of _____ (specify month)

and every **month / year** (*specify frequency by deleting as appropriate*) thereafter until further notice.

Please quote reference (*insert donor's name*) _____

– GIFT AID

Signed

Date

THE SHELL PENSIONERS BENEVOLENT ASSOCIATION

England & Wales - Charity number 262049

Accounts

Shell Pensioners Benevolent Association

Object: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) who are also retired Shell employees in receipt of a pension from the Shell Contributory Pension Fund (SCPF) or the Shell Overseas Contributory Pension Fund (SOCPF) or the Combined Petroleum Companies Pension Fund (CPCPF) and are resident in the United Kingdom.

Notice of Annual General Meeting, Report and Financial Statements

for the year ended 31 December 2021

Notice

is hereby given that the 52nd Annual General Meeting of the Association will be held at the York Road Building, Shell Centre, London SE1 7NA at 17:30 on Wednesday 8 June 2022 following the conclusion of the Shell Pensioners Association AGM.

Agenda

1. To approve the Minutes of the 51st Annual General Meeting held remotely at 10:30 on Wednesday 9 June 2021
2. To receive an oral report from the Chairman of the Board of Management
3. To receive and consider:
 - a) The Report of the Trustees
 - b) The Financial Statements
 - c) The Report of the Independent Examiner
4. To elect the Board members. The Board will elect Trustees at the meeting of the Board following this meeting
5. To appoint an Independent Examiner, Simon Ingall
6. To delegate setting the date and location of the 53rd Annual General Meeting to the Board
7. Any other business

Shell Centre
London SE1 7NA
Tel: 020 7934 5131

By Order of the Board:
Ken Sleat – *Secretary*
9 February 2022

Reference and administrative details for the year ended 31 December 2021

Charity number

262049

Status

The organisation is a charity registered on 15 March 1971

Governing document

The organisation is governed by its constitution

Registered office and Mailing address

Shell Centre, London SE1 7NA

Board members and Trustees

Mr R Waight Chairman

Ms V Carter

Mrs C Nancarrow

Mrs G Springett

Mr C Bowkley

Mr D Lewis

Mr S Tester

Mrs S Oxspring

Secretary, Treasurer and Board member

Mr K Sleat FCA FCT

Shell Centre, London SE1 7NA

Email: ken.k.sleat@shell.com

Tel: 020 7934 5131

Bankers

Lloyds Banking Group

The Strand London Branch,

PO Box 1000, London BX1 1LT

Solicitors

Legal Division

Shell International Limited

Shell Centre,

London SE1 7NA

Independent Examiner

Mr S Ingall ACA

1 Walham Rise,

Wimbledon Hill Road,

London SW19 7QY

In this report, 'SPA' is used for convenience where reference is made to the Shell Pensioners Association, and 'the Association' for the Shell Pensioners Benevolent Association

Report of the Trustees for the year ended 31 December 2021

The Trustees present their report and the independently examined Financial Statements for the year ended 31 December 2021.

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 constitution, the Charities Act 2011, 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).

Structure, governance and management

The details of the Trustees, Bankers, Solicitors, Independent Examiner and charity name, number and address are to be found on the previous page.

Membership of the Association is open to all members of the SPA. The qualification for membership is a donation to the Association.

The Association, which is unincorporated, is governed by its constitution as approved by the Charity Commission. It is managed by Trustees who, as a Board of Management, meet six times a year. Up to nine Board Members are elected at each Annual General Meeting (AGM) who serve until the conclusion of the next AGM and have the power to co-opt up to a further three persons whom they consider having special knowledge or experience.

At the first Board meeting after the AGM the Board appoints Trustees of the Association to serve until the next AGM. The Board seeks Trustees who have an empathy for the object of the Association and who have experience of the necessary business and professional skills, such as management, medical, marketing, financial, human resources, legal and pensions.

On appointment, new Trustees to the Association are provided with copies of, or are directed to, the Charity Commission briefing material covering a Trustee's job description and "The Essential Trustee: What you need to know".

In accordance with its constitution, and to ensure that funds are used in accordance therewith, all proposals for assistance are submitted through the Secretary of the Association. Pensioner Programme Officers (PPOs) assess claimant needs and make recommendations accordingly. The proposals are then considered in detail at the meetings of the Trustees bearing in mind the object and powers of the Association.

In case of urgency, any two members of the Board are authorised to agree immediate assistance and their action is tabled for noting at the next meeting of the Trustees.

Donations and fundraising

Donations and legacies are encouraged through occasional communications to current pensioners. In addition, SPA National Committee members, the Association Chairman and the Secretary visit SPA branches and report on the activities of the Association. However, due to the prevailing Covid-19 restrictions, it has been again impossible to visit branches this year. Branch members donate, either individually or collectively, to the Association. Generally, donations are not sought from current employees of Shell in the UK or from the public. The quantum of donations from SPA branches is expected to continue to fall as more branches close; a further two branches closed during the year.

Assistance is given by Shell International Ltd in the form of office services and other administration together with the employment costs of the Secretary.

Reserves policy

The reserves policy of the Trustees is to maintain sufficient reserves, which, together with donations, will generate the necessary ongoing

resources to make grants and loans to SPA members. This has largely been achieved from legacies, which are invested to generate income for future benevolence. This situation is kept regularly under review.

Investment policy

The investment policy is to maximise the Association's investment income in a relatively low risk manner to meet securely the object of the Association. In the current climate of low interest rates, the policy is to invest surplus funds into low risk equity investments and managed equity investment funds.

As a registered charity, the Association's investment income is not subject to tax and the Trustees are mindful of this fact when making investment decisions. Investment policy is implemented by an investment sub-committee which reports regularly to the Trustees on performance. The Trustees review the investment policy at least annually.

Unrestricted funds

The funds are unrestricted and can therefore be used for any purpose permitted by the Association's constitution.

Indemnification of Officers

During the year, the Association, in accordance with its constitution, indemnified the Board, the Secretary and other Officers against liabilities in relation to the Association. In addition, insurance was taken out by the Association to cover this indemnification.

Material changes

During 2021 Shell has sponsored and funded the Shell Pensioner Programme (SPP) which is a free of charge facility but only for SPA members who are in receipt of a SCPF / SOCPF / CPCPF pension. The SPP runs the help desk for pensioners to discuss their problems directly with a PPO. As a result of Covid-19, the PPOs could not visit any pensioners compared with visiting 37 pensioners in 2020 and 361 in 2019 pre Covid-19.

The PPOs were still extremely busy as the number of contacts, mainly by telephone, rose from 5,930 in 2020 to 6,379. Nevertheless, this has led to a large reduction in the value of benevolence, as visits often enabled PPOs to identify needy pensioners reluctant to directly request benevolence. The benevolence requested was generally for smaller projects than usual also indicating that obtaining quotes and scheduling work to be done by tradespeople was difficult during Covid-19.

Although the impact of Covid-19 has also affected the level of donations, the Association remains well funded and able to operate effectively.

Serious incidents

There have been no serious incidents or other matters relating to the Association that should have been brought to the attention of the Charity Commission.

The Trustees have made a risk assessment of the activities of the Association and procedures are in place to mitigate the negative impact of such risks. However, the fact that a pandemic was not included in the Association's Risk Register prior to its happening reminds the Trustees of the need for continual vigilance in assessing emerging risks.

Object and public benefit

The object of the Association is specified on the front page. In managing the Association's activities, the Trustees have had regard to the guidance issued by the Charities Commission on public benefit. They have noted that the activities directed towards the relief of poverty and financial need, albeit exclusively to a group of former employees, satisfy the public benefit specified in the Charities Act

Report of the Trustees for the year ended 31 December 2021 – *continued*

2011. All activities as described below are directed to the relief of poverty and financial need.

Activities

Pensioners in poverty and in need of assistance are generally identified by the PPOs. If a PPO believes the Association might be able to assist the pensioner, he / she brings the case to the attention of the Secretary, by discussion, and subsequently by submitting an AFA (Application for Assistance) which is reviewed by the Trustees. The Trustees may seek further information or modify, reject or accept any application.

If appropriate, a grant or an interest-free loan may be awarded. In the past, both dated and undated loans have been given. From 2020, the Association's policy is to give only dated loans which are repayable in monthly instalments based on the pensioner's ability to pay, with any amount outstanding being paid from the borrower's estate in the event of death.

Whenever appropriate, for larger amounts interest-free loans are made rather than a grant as repayment enables recycling of the funds to others in need of benevolence.

In addition to the above assistance, the PPOs, in conjunction with the Secretary, nominated pensioners in need of Christmas grants in 2021.

Some pensioner problems are capable of resolution at no direct cost to the Association, for example by directing the pensioner to the appropriate social service or by providing advice and guidance about state benefits. To facilitate this guidance, the Association has contracted the services of Tina Gilchrist of CBG Solutions Ltd. As a result, regular update bulletins on state benefits and a confidential help desk service are provided to SPA members. These services are valued by pensioners.

Achievements and performance

The benevolence assistance was lower in 2021 than in 2020 with both the number of approved requests and monetary amount being lower due to the inability of visiting pensioners to identify their needs.

During 2021, 27 (2020: 28) new cases were brought to the attention of the Trustees. In addition, there were no (2020: 4) unresolved cases brought forward from the previous year. These resulted in 18 (2020: 25) grants totalling £19,293 (2020: £53,020) and no new loans (2020: 1 of £5,955) being made to pensioners.

The largest benevolence cost is the Christmas grant award. 274 (2020: 305) payments of £400 (2020: £400) each were made in November 2021 through to January 2022 costing £109,600 (2020: £122,000). The Trustees concluded that £400 was the appropriate amount for 2021 after taking into account the available funds.

During 2021, Tina Gilchrist of CBG Solutions Ltd, in addition to writing articles in the SPA magazine, handled 445 (2020: 535) queries from Shell pensioners on matters relating to, but not limited to, state benefits / pension reforms or tax and lasting powers of attorney. The Association is extremely grateful to Tina for her highly regarded work.

At the beginning of the year, the Trustees sold shares received from a legacy for £182,520 and this plus other cash were invested in three of the CCLA funds, £110,000 in the Global Equity Fund, £88,000 in the Investment Fund and £22,000 in the Fixed Interest Fund.

During the year, the Trustees were informed that the CCLA Fixed Interest Fund was no longer giving the required return for investors and the managers were looking to change the credit quality and maturity to increase the yield. After discussion with the Association's advisors in CCLA, it was concluded that the Fixed Interest Fund no longer fitted requirements as the suggested changes would involve more credit risk with small returns. The Fixed Interest Fund, valued

at £534,116, was sold and a rounded up amount of £535,000 was reinvested in the CCLA Investment Fund.

The Trustees also reviewed the direct equity portfolio and sold part of the holding in two stocks, whose yield had fallen substantially due to an increase in value, realising £45,918, and reinvested £45,624 in three new shares to diversify the portfolio.

In the current climate of low interest rates, the Trustees continued to hold higher-earning equities with a relatively low risk. At the end of 2021 the mix of assets changed significantly as the Association exited the Fixed Interest Fund. 75% was invested in equities, 14% in property, 1% in fixed interest securities, 5% in cash, and 5% in other investments. The return on investment was 3.5% (before capital gains / losses), lower than the 3.8% (restated) achieved in 2020, mainly due to a rise in the underlying asset value.

In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

Acknowledgement is made of the office services and other administration together with the employment costs of the Secretary provided by Shell International Ltd which amounted to £41,611 for the year (2020: £48,862).

The Trustees also acknowledge the considerable support of the PPOs and the Pensioner Programme Manager whose workload increased substantially due to the unavoidable delays in replacing PPOs who left during the year and long-term sickness, in addition to the constraints caused by Covid-19.

The active fundraising by the SPA members of the various SPA branches and numerous donations by many individual pensioners are very much appreciated. In addition, the Trustees give their services free and this is also gratefully acknowledged.

During 2018, the Trustees undertook a strategic review looking at the age profile of potential beneficiaries, the methods of giving Christmas grants, the rationale of giving grants versus loans, and the investment profile required to support this going forward. The major conclusions were that there was a need for benevolence to continue for thirty plus years, that some changes were required in delivering benevolence in the future, and that funds are required from donations and legacies to continue giving support into the future. The Trustees reviewed projected cash flows during 2020 and believe the conclusions were still valid but, in 2022, the Trustees will review in detail the long-term future of the Association to evaluate what changes could be required.

The Secretary and Chairman issue guidelines which helps ensure that the PPOs and Trustees share a common understanding of the basis on which benevolence is granted in line with the Association's constitution. These guidelines have been updated during the year and reviewed by the Trustees. The guidelines will continue to be reviewed regularly based on the experience of the benevolence cases submitted, inflation and any poverty guidance issued.

Financial review

The most significant item in the financial results of 2021 were the net gains on revaluation of assets of £357,885 compared with net losses of £164,423 in 2020. This was caused by the recovery of the equity and property market in 2021 compared with the dramatic fall in the first quarter of 2020.

As it is the policy and practice to hold the investments for the long term, fluctuations in gains and losses due to volatility in the financial markets are not a cause for concern provided the overall income is maintained and the underlying investments are still considered sound.

Excluding these revaluation net gains and losses, the Association showed a surplus of £78,980 in 2021 compared with £7,480 in 2020.

The variance was mainly caused by the fall in grants in 2021.

In 2021, donations decreased significantly compared with 2020, primarily due to the impact of Covid-19 on SPA branch income and the reduction in individual donations.

There was no write-off against loans in the year (2020: nil). The Trustees agreed the provision for bad debts should remain at the same level as 2020 of £18,463.

The result of the year including the significant item mentioned above was an increase in funds of £436,865 (2020: a decrease of £156,943). The total funds carried forward are £3,517,937 (2019: £3,081,072). This level of total funds is above the threshold at which a full audit must be carried out if income is above £250,000. As income is just below £250,000 an audit is not required but the Trustees will continue to monitor this to ensure compliance.

Risks and future plans

The Association regularly updates its risks and submits them for discussion by the Trustees at least once a year. The downward trend in donations is a concern, particularly those from the SPA and its branches. Covid-19 has decreased this source significantly since members have not been able to meet for much of the last two years, but this has been partly offset by the one off receipt of residual funds from the closure of two SPA branches in 2021.

The Trustees will make every effort to convince potential donors that the need for assistance for some pensioners has not diminished, that the organisation to deliver assistance is robust, and that the Association's finances are well managed to satisfy the needs.

Following the implementation of the Data Privacy Act in 2018, the SPA and the Association set up databases of pensioner members. The result remains a challenge since the Association no longer receives details of changes of address from Shell databases, which continues to make it more difficult to keep in touch with pensioners. The Association will take advantage of the new SPA website to communicate with members in need of benevolence.

The Trustees will continue to make grants and loans to pensioners in need whose cases are submitted to them and which meet the stated object of the Association. Indications are that the current level of benevolence can be increased substantially after Covid-19 restrictions on identifying needs are eased.

Shell International Ltd introduced the SPP / PPO service towards the end of 2017 and the Trustees have assessed the effectiveness of this scheme as positive with the ability to deliver benevolence thanks to the personal commitment and knowledge of the PPOs. However, the absence of visits to pensioners is temporarily restricting the effectiveness of the PPOs. It is expected that visits will resume in 2022 and the level of benevolence increases back to historical levels.

The Association relies on Shell International Ltd to pay for the administrative costs of the charity.

The Trustees continue to welcome legacies, which will continue to be invested so that such gifts enable future benevolence. This policy will continue in the future. Investment income, together with donations received each year, generally enable the Association to meet foreseeable calls on the funds of the Association, but it also allows deficits to be funded.

The funds available give the Association a solid foundation to continue to undertake future benevolence activities in an uncertain future.

The Board

No new members joined the Board in 2021. All nine existing members of the Board are offering themselves for re-election at the AGM.

Trustees' responsibilities in relation to the Financial Statements

The Association's Trustees are responsible for preparing a Trustees' annual report and 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 requires the Association's Trustees to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of the Association and of the incoming resources and application of resources of the Association for that period. In preparing the Financial Statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently
- observe the methods and principles in the Charities Statement of Recommended Practice
- make judgements and estimates that are reasonable and prudent
- state whether applicable UK accounting standards have been followed, subject to any material departures that must be disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Association will continue in operation. The Trustees confirm that it has sufficient reserves and can generate future income to pay benevolence for the foreseeable future.

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Association and to enable them to ensure that the financial statements comply with the Charities Act 2011, the applicable Charities (Accounts and Reports) Regulations, and the provisions of the constitution.

The Trustees are also responsible for safeguarding the assets of the Association and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial Statements for the year ended 31 December 2021**Statement of Financial Activities**

	Note	2021 £	2020 £
Income			
<i>Donations and legacies</i>			
Donations and legacies	2	99,041	72,560
Donation as contribution for administration costs		41,611	48,862
		<u>140,652</u>	<u>121,422</u>
Investment income (before capital gains / losses)		108,832	109,940
Total income		<u>249,484</u>	<u>231,362</u>
Expenditure			
<i>Expenditure on charitable activities</i>			
Grants	3	128,893	175,020
Administration and other costs	4	41,611	48,862
Total expenditure		<u>170,504</u>	<u>223,882</u>
Net income before net gains and losses on investments		78,980	7,480
Net gains / (losses) on revaluation of investments	8	357,885	(164,423)
Net movement in funds		436,865	(156,943)
Reconciliation of funds			
Funds brought forward		3,081,072	3,238,015
Funds carried forward		<u>3,517,937</u>	<u>3,081,072</u>

Statement of Cash Flows

	Note	2021 £	2020 £
Net cash used in operating activities	6	(62,480)	(105,686)
Cash flow from investing activities			
Investment income		108,832	109,940
Proceeds from sales of investments	8	762,554	–
Purchases of investments	8	(850,624)	–
Net cash provided by investing activities		<u>20,762</u>	<u>109,940</u>
(Decrease) / increase in cash and cash equivalents in the year		(41,718)	4,254
Cash and cash equivalents at the beginning of the year		124,157	119,903
Cash and cash equivalents at the end of the year	7	<u>82,439</u>	<u>124,157</u>

Balance Sheet as at 31 December

	Note	2021 £	2020 £
Fixed assets			
Investments	8	3,291,749	2,845,794
Long-term loans			
Loans to SPA members repayable in more than one year	9	54,590	61,622
Current assets			
Loans to SPA members repayable in less than one year	9	6,933	7,173
Accrued income		2,960	1,496
Other debtors		80,066	44,434
Cash and cash equivalents	7	82,439	124,157
		<u>172,398</u>	<u>177,260</u>
Current liabilities			
Creditors falling due within one year		800	3,604
Net current assets		<u>171,598</u>	<u>173,656</u>
Net assets		<u>3,517,937</u>	<u>3,081,072</u>
The funds of the Association			
Unrestricted income funds		3,517,937	3,081,072
Total funds		<u>3,517,937</u>	<u>3,081,072</u>

Approved by the Trustees on 9 February 2022 and signed on their behalf by **R Waight** – *Chairman*

Notes to the Financial Statements for the year ended 31 December 2021**1. Basis of preparation and accounting policies**

- a)** The Financial Statements have been prepared in accordance with 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) and with the Charities Act 2011.
- b)** The Financial Statements have been prepared on a going concern basis.
- c)** Income is accounted for in full when receivable. All donations and other incoming resources received and generated are unrestricted and therefore available as general funds for charitable purposes. However, legacies are invested to fund benevolence for future years. Legacies are recognised as income when receipt is probable, which is generally when probate has been granted, when the executors have confirmed that the estate's assets are sufficient to pay the legacy and when any conditions have either been met or are under the control of the charity.
- d)** Investments are recognised at market value.
- e)** Loans repayable in monthly instalments are classified as dated loans. Loans not repayable until an event crystallises repayment (usually sale of the recipient's house, or their death) are classified as undated loans. From 2020, all loans given are dated loans.
- f)** Cash and cash equivalents comprise cash at bank and deposits of less than 3 months duration.
- g)** Individual grants are included in the Statement of Financial Activities when they have been authorised by the Trustees and the costs necessitating the grant have been incurred by the pensioner. However, non-specific grants, such as Christmas grants, are included in the Statement of Financial Activities in the year for which the grant is made.
- h)** The employment costs of the Secretary together with office services and other costs are contributed by Shell International Limited. An estimate of the cost of these services is, in accordance with the Statement of Recommended Practice, included in the Financial Statements as both a donation and an expense. No cost is included in the Financial Statements for the Trustees, who give their services free, or for the support by the Pensioner Programme Officers who make visits to Shell pensioners to discuss their needs.

2. Donations and legacies	2021	2020
	£	£
Donations	27,681	36,475
Legacies	71,360	36,085
Total	99,041	72,560

Donations included unconditional donations from Trustees of £1,740 (2020: £1,785).

3. Grants

There were no grants authorised by the Trustees but unpaid at 31 December 2021 (2020: nil).

4. Administration and other costs	2021	2020
	£	£
Salary costs	28,030	34,932
Office services and other costs	13,581	13,930
Total	41,611	48,862

The Secretary is the only member of staff and works three days per week. The average number of full-time equivalent employees was 0.6 people (2020: 0.6 people).

No fees are paid to the Examiner. However, expenses incurred solely due to the performance of this Examination are reimbursed.

5. Trustees' costs

No Trustee received remuneration from the Association. There were no expenses paid to Trustees as all meetings were held remotely (2020: £105 paid to four Trustees). Except for the unconditional donations shown in Note 2, there were no other related party transactions except for a donation from the spouse of a Trustee amounting to £120.

6. Reconciliation of net movement in funds to net cash used in operating activities

	2021	2020
	£	£
Net movement in funds	436,865	(156,943)
Deduct investment income	(108,832)	(109,940)
(Deduct) / add net (gains) / losses on revaluation of investments	(357,885)	164,423
New loan	–	(5,955)
Loan repayments	7,272	6,940
Increase in debtors	(37,096)	(6,413)
(Decrease) / increase in creditors	(2,804)	2,202
Net cash used in operating activities	(62,480)	(105,686)

7. Cash and cash equivalents	2021	2020
	£	£
Interest-earning cash at bank	38,960	98,544
Other cash at bank	43,479	25,613
Total	82,439	124,157

8. Investments	2021	2020
Net gains / (losses) on investments (realised and unrealised):	£	£
COIF Charities Fixed Interest Fund	(26,333)	14,270
COIF Charities Investment Fund	115,996	27,942
COIF Charities Global Equity Income Fund	86,056	74,042
COIF Charities Property Fund	56,994	(21,557)
M&G Charifund	50,952	(75,816)
Shares	75,145	(184,304)
Permanent Interest Bearing Shares (PIBS)	(925)	1,000
	<u>357,885</u>	<u>(164,423)</u>
The change in the market value during the year:	£	£
At 1 January	2,845,794	3,010,217
Purchases at cost	850,624	–
Sales	(762,554)	–
Net gains / (losses)	357,885	(164,423)
At 31 December	<u>3,291,749</u>	<u>2,845,794</u>
The market value at 31 December:	£	£
COIF Charities Fixed Interest Fund	–	538,449
COIF Charities Investment Fund	1,267,850	478,854
COIF Charities Global Equity Income Fund	687,940	491,884
COIF Charities Property Fund	443,049	386,055
M&G Charifund	412,131	361,179
Shares	449,454	557,123
Permanent Interest Bearing Shares (PIBS)	31,325	32,250
	<u>3,291,749</u>	<u>2,845,794</u>
Historic cost at 31 December	2,540,049	2,555,418

9. Loans to SPA members

Loans to SPA members are unsecured and interest free.

The change in the number of loans during the year:	2021	2020
At 1 January	21	23
Fully repaid	(1)	(3)
	<u>20</u>	<u>20</u>
New loan	–	1
At 31 December	<u>20</u>	<u>21</u>

The change in the amount of loans during the year:	£	£
At 1 January	87,258	88,243
Repayments	(7,272)	(6,940)
	<u>79,986</u>	<u>81,303</u>
New loan	–	5,955
At 31 December	<u>79,986</u>	<u>87,258</u>
Provision for bad and doubtful loans	(18,463)	(18,463)
Loans, net of provision, at 31 December	<u>61,523</u>	<u>68,795</u>

The outstanding loans at 31 December:	£	£
Undated loans repayable in more than one year	64,884	68,684
Dated loans repayable in more than one year	6,136	10,681
	<u>71,020</u>	<u>79,365</u>
Provision for bad and doubtful loans	(16,430)	(17,743)
Loans repayable in more than one year, net of provision	<u>54,590</u>	<u>61,622</u>
Undated loans repayable in less than one year	7,541	6,141
Dated loans repayable in less than one year	1,425	1,752
	<u>8,966</u>	<u>7,893</u>
Provision for bad and doubtful loans	(2,033)	(720)
Loans repayable in less than one year, net of provision	<u>6,933</u>	<u>7,173</u>
Total loans net of provision	<u>61,523</u>	<u>68,795</u>

Independent Examiner's report to the Trustees of the Shell Pensioners Benevolent Association

I have examined the Financial Statements of the Shell Pensioners Benevolent Association for the year ended 31 December 2021 which comprise the Statement of Financial Activities, Statement of Cash Flows, Balance Sheet and related Notes. These Financial Statements have been prepared in accordance with the accounting policies set out therein and the requirements of the 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).

Respective responsibilities of the Trustees and Examiner

The Association's Trustees are responsible for the preparation of the accounts. The Association's Trustees consider that an audit is not required for the year under section 144 of the Charities Act 2011 (the Charities Act) and that an independent examination is needed.

It is my responsibility:

- to examine the financial statements under section 145 of the Charities Act;
- to follow the procedures laid down in the general Directions given by the Charity Commission under section 145(5)(b) of the Charities Act; and
- to state whether particular matters have come to my attention.

Basis of Independent Examiner's report

My examination was carried out in accordance with the general Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the Association and a comparison of the financial statements presented with those records. It also includes consideration of any unusual items or disclosures in the financial statements, and seeking explanations from the Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently no opinion is given as to whether the financial statements present a 'true and fair' view and the report is limited to those matters set out in the statement below.

Independent Examiner's statement

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

1. which gives me reasonable cause to believe that, in any material respect, the requirements:
 - to keep accounting records in accordance with section 130 of the Charities Act; and
 - to prepare financial statements which accord with the accounting records and comply with the accounting requirements of the Charities Act have not been met; or
2. to which, in my opinion, attention should be drawn in order to enable a proper understanding of the financial statements to be reached.

S Ingall 9 February 2022

Ten Year Summary 2012–2021

The following financial data, extracted from the Financial Statements for the period 2012-2021, illustrate the trend of the Association in pursuance of its object.

								£ thousands
	Investment income	Donations	Grants	Surplus (deficit)	Loans repaid	Loans made	Loans less repayments	Net benevolence cash
2012	90.8	54.4	-134.6	10.6	27.1	-14.9	12.2	22.8
2013	85.8	55.0	-131.8	9.0	21.5	-14.6	6.9	15.9
2014	79.9	54.5	-132.0	2.4	18.6	-10.6	8.0	10.4
2015	79.4	52.4	-155.1	-23.3	35.9	-28.8	7.1	-16.2
2016	81.4	47.2	-111.0	17.6	24.0	-8.9	15.1	32.7
2017	84.9	44.9	-152.0	-22.2	15.3	-3.6	11.7	-10.5
2018	83.1	46.5	-178.3	-48.7	24.4	-20.0	4.4	-44.3
2019	102.9	48.2	-153.0	-1.9	40.3	-4.0	36.3	34.4
2020	109.9	36.5	-175.0	-28.6	6.9	-5.9	1.0	-27.6
2021	108.8	27.7	-128.9	7.6	7.3	–	7.3	14.9
	906.9	467.3	-1,451.7	-77.5	221.3	-111.3	110.0	32.5

Legacies are not included as they are invested to generate income to fund future benevolence.

Minutes of the 51st Annual General Meeting

held on Wednesday June 9 2021

by Zoom conference call at 10.30 am

The Chairman opened the meeting and explained that, once again, the AGM had to be held remotely, owing to the rules imposed during the Covid-19 pandemic. He expressed regret that this was so and hoped that it would soon be possible to hold physical meetings again.

The Chairman confirmed that a quorum was present. He informed the meeting that 6 members had emailed or written their agreement to the items in the AGM agenda requiring approval.

1. The Chairman first addressed the minutes of the previous AGM held on 10 June 2020. These had been previously circulated to members of the Association and the Chairman proposed that they be taken as read. The minutes were unanimously approved.
2. The Chairman then gave a report on the activities of the SPBA in 2020 on behalf of the Trustees. He explained that regarding the financials, he would round the numbers to the nearest thousand or million where it seemed appropriate.

■ The Chairman explained that the Association gives specific grants for a specific need, Christmas grants, and can also give loans. Addressing the results for 2020, he said that benevolence assistance was higher in 2020 than in 2019, despite the number of requests being half the number in the previous year. This was mainly because 3 grants, approved in 2019, amounting to £15,000, were not completed until 2020, and because the value of Christmas grants was higher in 2020 than in 2019. Specifically, during the year, 28 new cases were brought to the attention of the Trustees in comparison with 57 the year before. In addition, there were 4 unresolved cases brought forward from the previous year (the same number brought forward into the previous year). These were duly considered and resulted in 25 grants totaling £53,000, and 1 new loan of £5,955 being made to pensioners. This compared with the previous year's figures of 36 grants totalling £45,000 in 2020 and 1 new loan of £4,000. The largest benevolence cost in 2020 was, as usual, the Christmas grant award. Some 305 pensioners received payments compared with 310 in 2019. The Trustees decided to increase the individual payments to £400 from the level, £350, in 2019, and £300 in 2018. The decision to increase the Christmas grant was taken in view of the reduced number of beneficiaries and in consideration of the Association's healthy cashflow position. The payments were made in November 2020 through to January 2021, and cost in total £122,000. In the previous year, the Christmas grants had cost £108,000 in total. Total grants, both the 25 specific and the Christmas grants, came to £175,000 in 2020 as compared with £153,000 in 2019.

With repayment of old loans, outstanding interest-free loans to pensioners decreased in total from £70,000 at the end of 2019 to £69,000 at the end of 2020. No loans were written off during the year.

The Chairman explained that the PPO organisation had faced an enormous challenge in 2020, as had the Association's clients, as a result of the changing regulations over self-isolating and social distancing imposed by Government. At last year's AGM, the Chairman had explained that it was necessary to change our ways of working to ensure the safety from infection both of the Association's own staff and its clients. The PPOs and Pensioner Programme Manager met and developed a modus operandi which involved not only fielding requests for help but working to ensure that adequate contact be made between individuals in need and the various public and private bodies capable of giving help. The Chairman confirmed that the PPOs had kept in touch as best they could with those whom they knew to be vulnerable. Throughout the year they had worked to help the many pensioners who are uneasy about using the internet and on-line services. The number of telephone contacts, including helpline enquiries, had dramatically increased as house visits stopped. Trustee meetings had also been held remotely. The precise consequences of this remote way of working would become clearer over time.

The Chairman said that it was possible that some cases that would have come to light under normal circumstances may have been missed. But he believed that the PPOs had done a good job in continuing to provide benevolence and he thanked them for their work under difficult circumstances. Inevitably there has been some staff turnover amongst the PPOs, and this had been successfully tackled through temporary reassignment of job scopes. Nevertheless, covering the whole of the UK with 6 PPOs remained a challenge.

- To help circumvent the difficulty of reaching as many as possible of those suffering poverties, the Chairman said that the Association had started at the end of 2019 to seek out cases of financial hardship through the medium of the SPA News. The Association continued to do this during 2020, and several new cases of hardship came to light as a result of this initiative.

The nature of the hardship seen by the PPOs and brought to the attention of the Trustees has not changed. Cases involve illness, accidents, infirmity and unmanageable levels of debt. Nor has the means of resolution changed: the provision of finance for home improvements (such as mobility aids, recliners, new boilers, walk-in showers), medical assistance and help with care needs. Debt assistance is exceptional and usually only given in extreme cases, for example when eviction from a home seems likely.

Financial help is not always what is needed. Sometimes advice and counsel are all that is required. Such help in facilitating access to, and understanding, central government and local authority entitlements has been given to many pensioners during 2020, as in previous years, by Tina Gilchrist of CBG Solutions. She has continued to write articles for the SPA magazine and handled 535 queries relating to state benefit, tax and similar issues. In 2019 the corresponding figure was 444 queries. This increase may have owed something to the Covid crisis, and the Chairman thanked Tina for her work which is much appreciated by pensioners.

In 2019 the Association felt it expedient to draft guidelines for the PPOs to help ensure consistency between PPOs and Trustee decisions and these guidelines have been tested, and have proven useful, during 2020. They have been subject to minor modification during the year as issues have arisen. The guidelines do not contradict the articles of the Association but simply make more explicit what levels of income might constitute poverty and summarise what must be considered before support is given or withheld.

■ Financial review

Turning to the financial results in 2020, the Chairman reminded the meeting that 2018 was marked by the receipt of significant legacies which were valued in the accounts for that year at £803,000. As the size of these legacies became clearer, a further £170,000 in value was included in the 2019 accounts. In 2020, re-estimation of previous legacies and inclusion of a new legacy of £27,000, added £36,000 to legacy income. The Trustees were extremely grateful to those who gave so generously.

In the financial results for 2020 there was one significant item. This was the net loss on revaluation of assets of £164,000 which compared with the net gain in 2019 of £213,000. This revaluation loss in 2020 was the result of the dramatic fall in equity and property values in the first quarter. The impact was mitigated by a sound performance by the CCLA COIF equity funds and fixed interest funds in which the Association invests and which, taken together, made substantial gains. As it is the policy and practice to hold investments for the long term, fluctuations in gains and losses due to volatility in financial markets are not a cause for concern if the overall income is maintained and the underlying investments are still considered sound.

Donations continued their expected decline. The 2020 figure of £36,000 was below the previous year's figure of £48,000, although this large variance was augmented by the inclusion in the 2019 figure of a one-off donation from the Sussex Branch of the SPA on its closure.

Investment income is usually the Association's major source of income. Before capital gains and losses, it was £110,000 in 2020, higher than the previous year's figure of £103,000. The yield of 3.8% was below the previous year's figure of 4.3%. Because investment income is so important to the financial results of the Association, the investment strategy and performance is regularly scrutinised by an investment sub-committee and the Trustees review the portfolio and its performance regularly.

The figure for overall investment income and donations excluding legacies is important since legacies are so irregular. This figure amounted in 2020 to £146,000, just below the 2019 figure of £151,000, whereas grants in total came to £175,000, above the 2019 figure of £153,000. The resulting deficit (excluding legacies) in 2020 of £29,000 was financed by using reserves. The corresponding deficit in 2019 was £2,000.

Including legacy income, the Association showed a surplus of £7,000 in 2020 compared with £169,000 in 2019. The variance was mainly caused by the substantial legacy income recorded in 2019 already referred to. There were no write-offs of loans and the Trustees agreed that the provision for bad debts should remain at the same level as in 2019, namely £18,000.

The result of the year including the significant item already mentioned, that is the net capital loss figure, was a decrease in funds of £157,000 compared with the increase in 2019 of £382,000. The total funds carried forward were £3,081,000 compared with the figure for 2019 of £3,238,000. This level of total funds was near the threshold at which a full audit must be carried out and the Trustees will continue to monitor this to ensure compliance with audit requirements.

The total funds of the Association are unrestricted. Most of these funds are held as fixed assets. During the year, the overall level of these fixed assets reduced from £3.01 million to £2.85 million. The bulk of these fixed assets were held as funds managed by CCLA and M&G, or as equities held directly by the Association. At the end of the year the funds managed by CCLA comprised: the COIF Property Fund (£386,000), the COIF Investment Fund (£479,000), the COIF Global Equity Fund (£492,000) and the COIF Fixed Interest fund (£538,000). The fund managed by M&G comprised its Charifund (£361,000). Directly held shares amounted to £557,000.

In the prevailing climate of low interest rates, the Trustees continued to invest in higher-earning equities with what the Trustees assess as relatively low risk. Looking at the underlying composition of the various funds in the Association invests, at the end of 2020 19% of the portfolio was invested in fixed interest securities compared with 18% in 2019, 61% in equities, compared

Minutes of the 51st Annual General Meeting – continued

with 65% in 2019, and 13% in property, the same as in 2019. The return on investment was 3.8% (corrected) before capital gains and losses, as mentioned earlier. In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

■ Risks and future plans

Clearly a major concern has been, and continues to be, Covid-19. During 2020, the Trustees kept under review the effectiveness of our modified, more remote, way of working. The Chairman expressed confidence that the rules over social distancing were always observed. He gave the non-trustees reassurance that the PPO system was still working effectively, and that the Association would continue to respond to the extraordinary situation confronting it as long as it continues. The Chairman had discussed how things were going with the PPOs and PPM and believed that the system was working effectively, though the situation was, obviously, not ideal.

For the Trustees, other implications of Covid-19 are also important. The Chairman reminded the meeting that he had predicted at the last AGM that the economic depression following ‘lockdown’ would increase financial hardship and, therefore, the claims made on the Association. At the same time, he had predicted that the return on investments would likely be hit as companies cut dividends and retrenched. In short, he had predicted that demand for support from the Association would increase and income fall. In reality, income held up well during the year because of a sound investment performance. The Association drew down on reserves but not to a significant extent. It may be that the Association is missing potential hardship cases owing to the PPOs inability to visit pensioners. In truth, the Trustees simply do not know. They continue to monitor the situation.

Turning to wider risks, the Chairman confirmed that the Trustees maintain an up-to-date risk register with proposed mitigation actions and reviewed the same annually. During 2020, the Trustees spent a lot of time reviewing and updating the Association’s risk register. It says something about the unpredictability of things that a pandemic was not in the risk matrix. During the year, the Trustees reviewed the Association’s projected cashflows and the Trustees believe that the Association will be able to continue to fulfill its objectives.

A time of economic stress often promotes new thinking and the Association has been working with the SPA on ways of improving on-line communications with pensioners, recognising at the same time that many of those suffering financial hardship are not comfortable with the ‘on-line world’.

The Chairman wished to thank various people for their

contributions to the Association: specifically, Shell International Limited who generously reimburse the cost of accommodation, office services and administration as well as the employment costs of the secretary; the PPOs who identify cases and manage expectations under often difficult circumstances; the many donors, both individual and those who donate through the SPA branches; and the independent examiner, Mr Simon Ingall. The Chairman also thanked the Secretary of the SPBA, Mr Ken Sleat, and the Trustees for their understanding, support and time which are given freely throughout the year.

3. The Chairman asked whether there were any questions. One member asked about the contractual arrangements with Tina Gilchrist and was informed that Tina is currently willing to continue in her valued role. The Chairman then moved that the following reports, which had been circulated to members prior to the meeting, be received and considered:

The Report of the Trustees.

The Financial Statements made up to 31 December 2020.

The Report of the Independent Examiner.

These were approved by the meeting unanimously.

4. Of the current Board of 9 members, all offer themselves for re-election. They are Roy Waight, Veronica Carter, Chris Nancarrow, Gil Springett, Colin Bowkley, Stuart Tester, David Lewis, Sue Oxpring and Ken Sleat (the Secretary). The meeting unanimously approved the election of these 9 board members to serve until the next year’s AGM in 2022.

It is the intention of the Board to nominate all Board members, except the Secretary, as Trustees of the Association at its first meeting in June 2021.

5. The meeting appointed Mr Simon Ingall as the Independent Examiner for the forthcoming year.
6. The Chairman said that it might be possible to hold the AGM in 2022 in Shell Centre, but the date and the location had to be confirmed with the SPA. The meeting agreed unanimously to delegate the setting of the date and location of this meeting to the Board.
7. Under any other business, the Chairman indicated that 2021 would be another challenging year for the reasons given with reference to Covid-19.

There being no further business, The Chairman thanked all members for attending the meeting and supporting such a worthwhile Association.

The meeting having started at 10.30 closed at 11.00.

Please give generously to the Association

Your Association could not help ex-colleagues without your help. The Association, with the help of the Pensioner Programme Officers, frequently come across those in poverty needing help, for example:

- Pensioners with very small pensions due to short service or who relied significantly on overtime which was non-pensionable.
- Pensioners or their dependants who are suffering illness or pain from asthma, Alzheimer's, blindness, cancer, diabetes, stroke, MND, paralysis, etc, making it very difficult for people to look after themselves.
- Those in debt to the extent it is no longer manageable, possibly due to financial mismanagement but sometimes due to illness or unfortunate family circumstances. Guidance is provided to them by the Pensioner Programme Officers. If the Trustees are satisfied that the pensioner will manage their affairs better (cut up credit cards, etc) temporary financial assistance such as an interest-free loan will be provided to assist a "fresh start".

The sort of help with which your Association assists:

- Stair lifts, recliner chairs and bathroom modifications.
- Wheelchairs and mobility scooters.
- Nursing care for a few days to give a partner a break.
- Prompt medical treatment if in pain, or taxis to hospital for treatment or visiting partners / dependants.
- Urgent house repairs, central heating repairs, new boilers, kitchen equipment, etc.
- Small items such as replacement dentures, spectacles, etc.
- 250-300 Christmas grants of £300-£400 each.

To give this assistance, we need your help. There is no benevolence budget from Shell. The Association relies on generous voluntary donations from SPA members. Unlike most other charities, none of the members' donations are spent on advertising or administrative costs - 100% is spent on assisting fellow pensioners in need.

The qualification for membership is a donation to the Association. This report has been sent to all members – currently nearly six hundred pensioners. The Trustees are extremely grateful to you all.

If you are not a current donor and would like to donate by Gift Aid, please use the attached cut off document in the next page and send it to the Secretary / Treasurer at the address indicated on the form. Alternatively please give the form to a fellow pensioner who may wish to donate.

All donations are welcome, no matter how small. However, regular giving is particularly beneficial as it enables the Trustees to plan future benevolence. If you are a taxpayer, giving by Gift Aid is the most tax efficient method.

The ways in which you could make your donation are:

1. Single or occasional cheque payments to us (the Association would get the basic rate tax back through your Gift Aid Declaration and you would get any higher rate tax relief - £10.00 given by you would be worth £12.50 to the Association).
2. An annual or monthly standing order from your bank to ours (the Association would get the basic rate tax back through your Gift Aid Declaration and you would get any higher rate tax relief – again, each £10.00 given by you would be worth £12.50 to the Association).
3. Charities Aid Foundation vouchers and cheques are also very welcome.

To use 1 or 2 above, please send a cheque or completed Standing Order form together with the completed Gift Aid Declaration.

Making a bequest is a convenient way of supporting the charity after your death. Legacies received give a long-term benefit to the Association as the amount is invested to fund future benevolence. Legacies to charities are excluded from an individual's estate for Inheritance Tax purposes, thereby reducing the inheritance tax payable by 40% of the legacy. To make a bequest, include in your will as a beneficiary "Shell Pensioners Benevolent Association, Charity No. 262049" with any communication for the attention of the Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA. It would be very helpful if you could inform the Secretary / Treasurer of any legacy that you plan to give to the Association.

Gift Aid declaration

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

Shell Pensioners Benevolent Association

Charity No. 262049 registered with the Charities Commission on 15 March 1971

Title

Forename(s)

Surname

Address

Postcode

Email

Phone no.

Shell pension no.

Please treat as Gift Aid to the Shell Pensioners Benevolent Association all donations I make from the date below until I notify you otherwise. I am a UK taxpayer and understand that if I pay less Income Tax and / or Capital Gains Tax in a tax year than the amount of Gift Aid claimed on all my donations in that tax year it is my responsibility to pay any difference.

Please notify the SPBA if you:

- want to cancel this declaration
- change address
- no longer pay sufficient tax on your income and / or capital gains

Signature

Date

Standing order

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

To

Bank Plc

Address

Postcode

My Account No.

Branch Sort Code

Please pay the Shell Pensioners Benevolent Association, Account No. 25488860, Sort Code 30-91-79 held at Lloyds Bank plc, The Strand London Branch, PO Box 1000, London BX1 1LT

the sum of £ _____ (in words – _____ pounds only)

commencing on or about the fifth day of _____ (specify month)

and every **month / year** (*specify frequency by deleting as appropriate*) thereafter until further notice.

Please quote reference (*insert donor's name*) _____

– GIFT AID

Signed

Date



THE SHELL PENSIONERS BENEVOLENT ASSOCIATION

England & Wales - Charity number 262049

Accounts

Shell Pensioners Benevolent Association

Object: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) who are also retired Shell employees in receipt of a pension from the Shell Contributory Pension Fund (SCPF) or the Shell Overseas Contributory Pension Fund (SOCPF) or the Combined Petroleum Companies Pension Fund (CPCPF) and are resident in the United Kingdom.

Notice of Annual General Meeting, Report and Financial Statements

for the year ended 31 December 2020

Notice

is hereby given that the 51st Annual General Meeting of the Association will be held remotely by Zoom at 10:30am on Wednesday 9 June 2021. Due to the current Covid-19 restrictions, we are reluctantly meeting remotely as it appears unlikely that a face-to-face meeting will be able to take place.

Please could members participate by giving advance 'approval' of the agenda items by e-mail or letter to Ken Sleat, details below.

If you wish to join the call please contact Ken at ken.k.sleat@shell.com or on 020 7934 5131 who will supply the joining information. If you want further details or clarifications it would be helpful to send these to Ken in advance as it will be difficult to deal with many questions using these emergency protocols which are in line with Charity Commission guidance.

Agenda

1. To approve the Minutes of the 50th Annual General Meeting held remotely at 10:30am on Wednesday 10 June 2020
2. To receive an oral report from the Chairman of the Board of Management
3. To receive and consider:
 - a) The Report of the Trustees
 - b) The Financial Statements
 - c) The Report of the Independent Examiner
4. To elect the Board members. The Board will elect Trustees at the meeting of the Board following this meeting at 11:00am
5. To appoint an Independent Examiner, Simon Ingall
6. To delegate setting the date and location of the 52nd Annual General Meeting to the Board
7. Any other business

Shell Centre
London SE1 7NA
Tel: 020 7934 5131

By Order of the Board:
Ken Sleat – *Secretary*
10 February 2021

Reference and administrative details for the year ended 31 December 2020

Charity number

262049

Status

The organisation is a charity registered on 15 March 1971

Governing document

The organisation is governed by its constitution

Registered office and Mailing address

Shell Centre, London SE1 7NA

Board members and Trustees

Mr R Waight Chairman

Ms V Carter

Mrs C Nancarrow

Mrs G Springett

Mr C Bowkley

Mr D Lewis

Mr S Tester

Mrs S Oxspring

Secretary, Treasurer and Board member

Mr K Sleat FCA FCT

Shell Centre, London SE1 7NA

Email: ken.k.sleat@shell.com

Tel: 020 7934 5131

Bankers

Lloyds Banking Group

The Strand London Branch,

PO Box 1000 BX1 1LT

Solicitors

Legal Division

Shell International Limited

Shell Centre,

London SE1 7NA

Independent Examiner

Mr S Ingall ACA

1 Walham Rise,

Wimbledon Hill Road,

London SW19 7QY

In this report, 'SPA' is used for convenience where reference is made to the Shell Pensioners Association, and 'the Association' for the Shell Pensioners Benevolent Association

Report of the Trustees for the year ended 31 December 2020

The Trustees present their report and the independently examined Financial Statements for the year ended 31 December 2020.

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 constitution, the Charities Act 2011, 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).

Structure, governance and management

The details of the Trustees, Bankers, Solicitors, Independent Examiner and charity name, number and address are to be found on the previous page.

Membership of the Association is open to all members of the SPA. The qualification for membership is a donation to the Association.

The Association, which is unincorporated, is governed by its constitution as approved by the Charity Commission. It is managed by Trustees who, as a Board of Management, meet six times a year. Up to nine Board members are elected at each Annual General Meeting (AGM) who serve until the conclusion of the next AGM and have the power to co-opt up to a further three persons whom they consider having special knowledge or experience.

At the first Board meeting after the AGM the Board appoints Trustees of the Association to serve until the next AGM. The Board seeks Trustees who have an empathy for the object of the Association and who have experience of the necessary business and professional skills, such as management, medical, marketing, financial, human resources, legal and pensions.

On appointment, new Trustees to the Association are provided with copies of, or are directed to, the Charity Commission briefing material covering a Trustee's job description and "The Essential Trustee: What you need to know".

In accordance with its constitution, and to ensure that funds are used in accordance therewith, all proposals for assistance are submitted through the Secretary of the Association. Pensioner Programme Officers (PPOs) assess claimant needs and make recommendations accordingly. The proposals are then considered in detail at the meetings of the Trustees bearing in mind the object and powers of the Association.

In case of urgency, any two members of the Board are authorised to agree immediate assistance and their action is tabled for noting at the next meeting of the Trustees.

Donations and fund raising

Donations and legacies are encouraged through occasional communications to current pensioners. In addition, SPA National Committee members, the Association Chairman and the Secretary visit SPA branches and report on the activities of the Association. However, due to the prevailing Covid-19 restrictions, it has been impossible to visit branches this year. Branch members donate, either individually or collectively, to the Association. Generally, donations are not sought from current employees of Shell in the UK or from the public.

Assistance is given by Shell International Limited in the form of accommodation, office services and other administration together with the employment costs of the Secretary.

Reserves policy

The reserves policy of the Trustees is to maintain sufficient reserves, which, together with donations, will generate the necessary ongoing resources to make grants and loans to SPA members. This has largely been achieved from legacies, which are invested to generate income for future benevolence. This situation is kept regularly under review.

Investment policy

The investment policy is to maximise the Association's investment income in a relatively low risk manner so as to meet securely the object of the Association. As fixed interest rates have fallen, the policy is to invest surplus funds into low risk equity investments and managed equity investment funds.

As a registered charity, the Association's investment income is not subject to tax and the Trustees are mindful of this fact when making investment decisions. Investment policy is implemented by an investment sub-committee which reports regularly to the Trustees on performance. The Trustees review the investment policy at least annually.

Unrestricted funds

The funds are unrestricted and can therefore be used for any purpose permitted by the Association's constitution.

Indemnification of Officers

During the financial year, the Association, in accordance with its constitution, indemnified the Board, the Secretary and other Officers against liabilities in relation to the Association. In addition, insurance was taken out by the Association to cover this indemnification.

Material changes

During 2020 Shell has sponsored and funded the Shell Pensioner Programme (SPP) which is a free of charge facility but only for SPA members who are in receipt of a SCPF / SOCPF / CPCPF pension. The SPP runs the help desk for pensioners to discuss their problems directly with a PPO. As a result of Covid-19, the PPOs could not visit as many pensioners as in previous years, visiting only 37, compared with 361 in 2019. However, the PPOs were still extremely busy as the number of contacts, mainly by telephone, rose from 3,408 to 5,930. Nevertheless this has led to a halving of the number of requests for benevolence, as visits often enabled PPOs to identify needy pensioners reluctant to directly request benevolence.

The impact of Covid-19 has not only affected the way in which the PPOs operate, but also the level of donations, benevolence granted and the value of the investments. However, the Association remains well funded and able to operate effectively.

Serious incidents

There have been no serious incidents or other matters relating to the Association that should have been brought to the attention of the Charity Commission.

The Trustees have made a risk assessment of the activities of the Association and procedures are in place to mitigate the negative impact of such risks. However, the fact that a pandemic was not included in the Association's Risk Register prior to its happening reminds the Trustees of the need for continual vigilance in assessing emerging risks.

Report of the Trustees for the year ended 31 December 2020 – *continued*

Object and public benefit

The object of the Association is specified on the front page. In managing the Association's activities, the Trustees have had regard to the guidance issued by the Charities Commission on public benefit. They have noted that the activities directed towards the relief of poverty and financial need, albeit exclusively to a group of former employees, satisfy the public benefit specified in the Charities Act 2011. All activities as described below are directed to the relief of poverty and financial need.

Activities

Pensioners in poverty and in need of assistance are generally identified by the PPOs. If a PPO believes the Association might be able to assist the pensioner, he / she brings the case to the attention of the Secretary, by discussion, and subsequently by submitting an AFA (Application for Assistance) which is reviewed by the Trustees. The Trustees may seek further information or modify, reject or accept any application.

If appropriate, a grant or an interest-free loan may be awarded. In the past, both dated and undated loans have been given. From 2020, the Association's policy is to give only dated loans, which are repayable in monthly instalments based on the pensioner's ability to pay with any amount outstanding being paid from the borrower's estate in the event of death.

Whenever appropriate, for larger amounts interest-free loans are made rather than a grant as repayment enables recycling of the funds to others in need of benevolence.

In addition to the above assistance, the PPOs, in conjunction with the Secretary, nominated pensioners in need of Christmas grants in 2020.

Some pensioner problems are capable of resolution at no direct cost to the Association, for example by directing the pensioner to the appropriate social service or by providing advice and guidance about state benefits. To facilitate this guidance, the Association has contracted the services of Tina Gilchrist of CBG Solutions Ltd. As a result, regular update bulletins on state benefits and a confidential help desk service are provided to SPA members. This service has been retained and is valued by pensioners.

Achievements and performance

The benevolence assistance was higher in 2020 than in 2019 despite the number of requests being half of the number in the previous year. This was mainly due to 3 grants approved in 2019 amounting to £14,910 not being completed until 2020 and the value of Christmas grants being higher in 2020.

During 2020, 28 (2019: 57) new cases were brought to the attention of the Trustees. In addition, there were 4 (2019: 4) unresolved cases brought forward from the previous year. These resulted in 25 (2019: 36) grants totalling £53,020 (2019: £44,750) and 1 (2019: 1) new loan of £5,955 (2019: £4,000) being made to pensioners.

The largest benevolence cost is the Christmas grant award. 305 (2019: 310) payments of £400 (2019: £350) each were made in November 2020 through to January 2021 costing £122,000 (2019: £108,500). The Trustees concluded that £400 was the appropriate amount for 2020 after taking into account the available funds.

During 2020, Tina Gilchrist of CBG Solutions Ltd, in addition to writing articles in the SPA magazine, handled 535 (2019: 444) queries from Shell pensioners on matters relating to, but not

limited to, state benefits / pension reforms or tax and lasting powers of attorney. The Association is extremely grateful to Tina for her highly regarded work.

During the year, the Trustees made no new investments as there were no additional funds to invest. This contrasts with the situation in 2019 when the Association made substantial investments from legacy income received.

In the current climate of low interest rates, the Trustees continued to hold higher-earning equities with a relatively low risk. At the end of 2020 the mix of assets held when compared with 2019 changed due to changes in market valuations. 19% of the portfolio was invested in fixed interest securities, 61% in equities and 13% in property. The return on investment was 4.7% (before capital gains / losses), higher than the 4.3% achieved in 2019, mainly due to a fall in the underlying asset value.

In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

Acknowledgement is made of the accommodation, office services and other administration together with the employment costs of the Secretary provided by Shell International Limited which amounted to £48,862 for the year (2019: £51,872).

The Trustees also acknowledge the considerable support of the PPOs and the Pensioner Programme Manager whose workload increased substantially due to the unavoidable delays in replacing PPOs who left during the year and long-term sickness, in addition to the constraints caused by Covid-19.

Finally, the active fundraising by the SPA members of the various SPA branches and numerous donations by many individual pensioners are very much appreciated. In addition, the Trustees give their services free and this is also gratefully acknowledged.

During 2018, the Trustees undertook a strategic review looking at the age profile of potential beneficiaries, the methods of giving Christmas grants, the rationale of giving grants versus loans, and the investment profile required to support this going forward. The major conclusions were that there was a need for benevolence to continue for thirty plus years, that some changes were required in delivering benevolence in the future, and that funds are required from donations and legacies to continue giving support into the future. The Trustees reviewed projected cash flows during 2020 and believe the conclusions are still valid.

During 2020, the Secretary and Chairman issued an updated guideline which would help continue to ensure that the PPOs and Trustees share a common understanding of the basis on which benevolence is granted in line with the Association's constitution. This guideline will be updated regularly based on the experience of the benevolence cases submitted.

Financial review

There was one significant item in the financial results of 2020 being the net losses on revaluation of assets of £164,423, compared with net gains of £212,757 in 2019. This was a consequence of the dramatic fall in equity and property values in the first quarter of 2020. The impact was mitigated by a sound performance by the CCLA COIF equity funds and fixed interest funds which, taken together, made substantial gains.

As it is the policy and practice to hold the investments for the long term, fluctuations in gains and losses due to volatility in

the financial markets are not a cause for concern provided the overall income is maintained and the underlying investments are still considered sound.

Excluding these revaluation losses and gains, the Association showed a surplus of £7,480 in 2020 compared with £169,429 in 2019. The variance is mainly caused by the substantial legacy income recorded in 2019.

In 2020, donations decreased significantly compared with 2019 owing, first, to the 2019 figure being augmented by a one-off donation from the Sussex SPA Branch which was closing, and, second, due to the impact of Covid-19.

There was no write-off against loans in the year (2019: nil). The Trustees agreed the provision for bad debts should remain at the same level as 2019 of £18,463.

The result of the year including the significant item mentioned above was a decrease in funds of £156,943 (2019: an increase of £382,186). The total funds carried forward are £3,081,072 (2019: £3,238,015). This level of total funds is near the threshold at which a full audit must be carried out and the Trustees will continue to monitor this to ensure compliance.

Risks and future plans

The Association regularly updates its risks and submits them for discussion by the Trustees at least once a year.

The downward trend in donations is a concern particularly those from the SPA and its branches and Covid-19 has decreased the source significantly this year since members have not been able to meet for much of the year. The level of donations has been mitigated to date by increases in investment income from legacies received.

The Trustees will make every effort to convince potential donors that the need for assistance for some pensioners has not diminished, that the organisation to deliver assistance is robust, and that the Association's finances are well managed to satisfy the needs.

Following the implementation of the Data Privacy Act in 2018, the SPA and the Association set up databases of pensioner members. The result remains a challenge since the Association no longer receives details of changes of address from Shell databases, which continues to make it more difficult to keep in touch with pensioners.

The Trustees will continue to make grants and loans to pensioners in need whose cases are submitted to them and which meet the stated object of the Association and indications are that the current level can be maintained for at least the next five years.

Shell International Limited introduced the SPP / PPO service towards the end of 2017 and the Trustees have assessed the effectiveness of the new scheme as positive with the ability to deliver benevolence thanks to the personal commitment and knowledge of the PPOs. The Association relies on Shell International Limited to pay for the administrative costs of the charity.

The Trustees continue to welcome legacies, which will continue to be invested so that such gifts enable future benevolence. This policy will continue in the future.

Investment income, together with donations received each year, generally enables the Association to meet foreseeable calls on the funds of the Association, but it also allows deficits to be funded.

There is no evidence to suggest that the funds available are in any way surplus to potential future needs but give the Association a solid foundation for future benevolence activities.

The Board

No new members joined the Board in 2020. All nine existing members of the Board are offering themselves for re-election at the AGM.

Trustees' responsibilities in relation to the Financial Statements

The Association's Trustees are responsible for preparing a Trustees' annual report and 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 requires the Association's Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Association and of the incoming resources and application of resources of the Association for that period. In preparing the financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently
- observe the methods and principles in the Charities Statement of Recommended Practice
- make judgements and estimates that are reasonable and prudent
- state whether applicable UK accounting standards have been followed, subject to any material departures that must be disclosed and explained in the financial statements
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Association will continue in operation. The Trustees confirm that it has sufficient reserves and can generate future income to pay benevolence for the foreseeable future.

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Association and to enable them to ensure that the financial statements comply with the Charities Act 2011, the applicable Charities (Accounts and Reports) Regulations, and the provisions of the constitution.

The Trustees are also responsible for safeguarding the assets of the Association and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial Statements for the year ended 31 December 2020**Statement of Financial Activities**

	Note	2020 £	2019 £
Income			
<i>Donations and legacies</i>			
Donations and legacies	2	72,560	219,431
Donation as contribution for administration costs		48,862	51,872
		<u>121,422</u>	<u>271,303</u>
Investment income (before capital gains / losses)		109,940	102,948
Total income		<u>231,362</u>	<u>374,251</u>
Expenditure			
<i>Expenditure on charitable activities</i>			
Grants	3	175,020	152,950
Administration and other costs	4	48,862	51,872
Total expenditure		<u>223,882</u>	<u>204,822</u>
Net income before net gains and losses on investments		7,480	169,429
Net (losses) / gains on revaluation of investments	8	(164,423)	212,757
Net movement in funds		(156,943)	382,186
Reconciliation of funds			
Total funds brought forward		3,238,015	2,855,829
Total funds carried forward		<u>3,081,072</u>	<u>3,238,015</u>

Statement of Cash Flows

	Note	2020 £	2019 £
Net cash (used in) / provided by operating activities	6	(105,686)	480,727
Cash flow from investing activities			
Investment income		109,940	102,948
Purchase of investments		–	(558,000)
Net cash provided by / (used in) investing activities		<u>109,940</u>	<u>(455,052)</u>
Increase in cash and cash equivalents in the year		4,254	25,675
Cash and cash equivalents at the beginning of the year		119,903	94,228
Total cash and cash equivalents at the end of the year	7	<u>124,157</u>	<u>119,903</u>

Balance Sheet as at 31 December

	Note	2020 £	2019 £
Fixed assets			
Investments	8	2,845,794	3,010,217
Long-term loans			
Loans to SPA members repayable in more than one year	9	61,622	68,240
Current assets			
Loans to SPA members repayable in less than one year	9	7,173	1,540
Accrued income		1,496	10,670
Other debtors		44,434	28,847
Cash and cash equivalents	7	124,157	119,903
		<u>177,260</u>	<u>160,960</u>
Current liabilities			
Creditors falling due within one year		3,604	1,402
Net current assets		<u>173,656</u>	<u>159,558</u>
Net assets		<u>3,081,072</u>	<u>3,238,015</u>
 The funds of the Association			
Unrestricted income funds		3,081,072	3,238,015
Total funds		<u>3,081,072</u>	<u>3,238,015</u>

Approved by the Trustees on 10 February 2021 and signed on their behalf by **RWaight** – *Chairman*

Notes to the Financial Statements for the year ended 31 December 2020**1. Basis of preparation and accounting policies**

- a)** The Financial Statements have been prepared in accordance with 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) and with the Charities Act 2011.
- b)** The Financial Statements have been prepared on a going concern basis.
- c)** Income is accounted for in full when receivable. All funds received and generated are unrestricted and are therefore available as general funds. Unrestricted funds are donations and other incoming resources received or generated for the charitable purposes. However, legacies are invested to fund benevolence for future years. Legacies are recognised as income when probate has been granted, when the executors have confirmed that the estate's assets are sufficient to pay the legacy and when any conditions have either been met or are under the control of the charity.
- d)** Investments are valued at market value.
- e)** Loans repayable in monthly instalments are classified as dated loans. Loans not repayable until an event crystallises repayment (usually sale of the recipient's house, or their death) are classified as undated loans. From 2020, all loans given are dated loans.
- f)** Cash and cash equivalents comprise cash at bank and deposits of less than 3 months duration.
- g)** Individual grants are included in the Statement of Financial Activities when they have been authorised by the Trustees and the costs necessitating the grant has been incurred by the pensioner. However, non-specific grants, such as Christmas grants, are included in the Statement of Financial Activities in the year for which the grant is made.
- h)** Accommodation, office services and other administration costs, together with the employment costs of the Secretary, are contributed by Shell International Limited. An estimate of the cost of these services is, in accordance with the Statement of Recommended Practice, included in the Financial Statements as both a donation and an expense. No cost is included in the Financial Statements for the Trustees, who give their services free, or for the support by the Pensioner Programme Officers who make visits to Shell pensioners to discuss their needs.

2. Donations and legacies	2020	2019
	£	£
Donations	36,475	48,174
Legacies	36,085	171,257
Total	72,560	219,431

Donations included unconditional donations from Trustees of £1,785 (2019: £1,680).

3. Grants

There were no grants authorised by the Trustees but unpaid at 31 December 2020 (2019: £14,910).

4. Administration and other costs	2020	2019
	£	£
Salary costs	34,932	31,484
Accommodation, office services and other costs	13,930	20,388
Total	48,862	51,872

The Secretary is the only member of staff and works three days per week. The average number of full-time equivalent employees in 2020 was 0.6 people (2019: 0.6 people).

No fees are paid to the Examiner. However, expenses incurred solely due to the performance of this Examination are reimbursed.

5. Trustees' costs

No Trustee received remuneration from the Association. The expenses paid to four Trustees were Board meeting related and amounted to £105 (2019: £1,245). Except for the unconditional donations shown in Note 2, there were no other related party transactions except for a donation from the spouse of a Trustee amounting to £120.

6. Reconciliation of net movement in funds to net cash (used in) / provided by operating activities

	2020	2019
	£	£
Net movement in funds	(156,943)	382,186
Deduct investment income	(109,940)	(102,948)
Add / (deduct) net losses / (gains) on revaluation of investments	164,423	(212,757)
New loan	(5,955)	(4,000)
Loan repayments	6,940	40,350
Shares received as a legacy	–	(363,105)
(Increase) / decrease in debtors	(6,413)	750,099
Increase / (decrease) in creditors	2,202	(9,098)
Net cash (used in) / provided by operating activities	(105,686)	480,727

7. Cash and cash equivalents	2020	2019
	£	£
Interest-earning cash at bank	98,544	35,352
Other cash at bank	25,613	84,551
Total	124,157	119,903

8. Investments	2020	2019
Net (losses) / gains on investments (realised and unrealised):	£	£
COIF Charities Fixed Interest Fund	14,270	21,783
COIF Charities Investment Fund	27,942	65,757
COIF Charities Global Equity Income Fund	74,042	76,020
COIF Charities Property Fund	(21,557)	(8,799)
M&G Charifund	(75,816)	39,786
Shares	(184,304)	16,272
Permanent Interest Bearing Shares (PIBS)	1,000	1,938
	<u>(164,423)</u>	<u>212,757</u>
The movement in the market value during the year:	£	£
At 1 January	3,010,217	1,876,355
Purchases at cost	–	558,000
Shares received as a legacy	–	363,105
Net (losses) / gains	(164,423)	212,757
At 31 December	<u>2,845,794</u>	<u>3,010,217</u>
The market value at 31 December:	£	£
COIF Charities Fixed Interest Fund	538,449	524,179
COIF Charities Investment Fund	478,854	450,912
COIF Charities Global Equity Income Fund	491,884	417,842
COIF Charities Property Fund	386,055	407,612
M&G Charifund	361,179	436,995
Shares	557,123	741,427
Permanent Interest Bearing Shares (PIBS)	32,250	31,250
	<u>2,845,794</u>	<u>3,010,217</u>
Historic cost at 31 December	2,555,418	2,555,418

9. Loans to SPA members

Loans to SPA members are unsecured and interest free.

The change in the number of loans:	2020	2019
At 1 January	23	29
Fully repaid	(3)	(7)
	<u>20</u>	<u>22</u>
New loan	1	1
At 31 December	<u>21</u>	<u>23</u>

The movement in the amount of loans during the year:

	£	£
At 1 January	88,243	124,593
Repayments	(6,940)	(40,350)
	<u>81,303</u>	<u>84,243</u>
New loan	5,955	4,000
At 31 December	<u>87,258</u>	<u>88,243</u>

The outstanding loans at 31 December:

	£	£
Undated loans repayable in more than one year	68,684	79,387
Dated loans repayable in more than one year	10,681	6,596
	<u>79,365</u>	<u>85,983</u>
Provision for bad and doubtful loans	(17,743)	(17,743)
Loans repayable in more than one year, net of provision	<u>61,622</u>	<u>68,240</u>
Undated loans repayable in less than one year	6,141	–
Dated loans repayable in less than one year	1,752	2,260
	<u>7,893</u>	<u>2,260</u>
Provision for bad and doubtful loans	(720)	(720)
Loans repayable in less than one year, net of provision	<u>7,173</u>	<u>1,540</u>

Independent Examiner's report to the Trustees of Shell Pensioners Benevolent Association

I have examined the Financial Statements of the Shell Pensioners Benevolent Association for the year ended 31 December 2020 which comprise the Statement of Financial Activities, Statement of Cash Flows, Balance Sheet and related Notes. These Financial Statements have been prepared in accordance with the accounting policies set out therein and the requirements of the 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).

Respective responsibilities of the Trustees and Examiner

The Association's Trustees are responsible for the preparation of the accounts. The Association's Trustees consider that an audit is not required for the year under section 144 of the Charities Act 2011 (the Charities Act) and that an independent examination is needed.

It is my responsibility:

- to examine the financial statements under section 145 of the Charities Act;
- to follow the procedures laid down in the general Directions given by the Charity Commission under section 145(5)(b) of the Charities Act; and
- to state whether particular matters have come to my attention.

Basis of Independent Examiner's report

My examination was carried out in accordance with the general Directions given by the Charity Commission. An examination includes a review of the accounting records kept by the Association and a comparison of the financial statements presented with those records. It also includes consideration of any unusual items or disclosures in the financial statements, and seeking explanations from the Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently no opinion is given as to whether the financial statements present a 'true and fair' view and the report is limited to those matters set out in the statement below.

Independent Examiner's statement

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

1. which gives me reasonable cause to believe that in, any material respect, the requirements:
 - to keep accounting records in accordance with section 130 of the Charities Act; and
 - to prepare financial statements which accord with the accounting records and comply with the accounting requirements of the Charities Act have not been met; or
2. to which, in my opinion, attention should be drawn in order to enable a proper understanding of the financial statements to be reached.

S Ingall 10 February 2021

Ten Year Summary 2011–2020

The following financial data, extracted from the Financial Statements for the period 2011-2020, illustrate the trend of the Association in pursuance of its object.

	£ thousands							
	Investment income	Donations	Grants	Surplus (deficit)	Loans repaid	Loans made	Loans less repayments	Net benevolence cash
2011	81.1	52.8	(113.3)	20.6	23.4	(26.3)	(2.9)	17.7
2012	90.8	54.4	(134.6)	10.6	27.1	(14.9)	12.2	22.8
2013	85.8	55.0	(131.8)	9.0	21.5	(14.6)	6.9	15.9
2014	79.9	54.5	(132.0)	2.4	18.6	(10.6)	8.0	10.4
2015	79.4	52.4	(155.1)	(23.3)	35.9	(28.8)	7.1	(16.2)
2016	81.4	47.2	(111.0)	17.6	24.0	(8.9)	15.1	32.7
2017	84.9	44.9	(152.0)	(22.2)	15.3	(3.6)	11.7	(10.5)
2018	83.1	46.5	(178.3)	(48.7)	24.4	(20.0)	4.4	(44.3)
2019	102.9	48.2	(153.0)	(1.9)	40.3	(4.0)	36.3	34.4
2020	109.9	36.5	(175.0)	(28.6)	6.9	(5.9)	1.0	(27.6)
	879.2	492.4	(1,436.1)	(64.5)	237.4	(137.6)	99.8	35.3

Legacies are not included as they are invested to generate income to fund future benevolence.

Minutes of the 50th Annual General Meeting

held by Skype conference call
on Wednesday 10 June 2020 at 10.30am

Mr. Roy Waight, Chairman of the Association, explained the need to hold the AGM remotely owing to the self-isolation rules imposed following the Covid-19 pandemic. He noted that the AGM marked the Association's half century.

He confirmed that there was a quorum present and took the chair. He informed the meeting that 8 members had emailed or written with their agreement to the items in the AGM agenda requiring approval.

1. The minutes of the 49th AGM held on 8 May 2019, having been previously circulated to members of the Association, were taken as read. The Chairman proposed that they be approved, and the members duly agreed.
2. The Chairman gave a report on behalf of the Trustees.
 - The benevolence assistance was lower in 2019 than in 2018. This was mainly due to 3 grants approved in 2019 amounting to £14,910 not being completed until 2020, and fewer Christmas grants being awarded. The overall level of benevolence was in line with the average for the past ten years. During the year, 57 new cases were brought to the attention of the Trustees in comparison with 40 the year before. In addition, there were 4 unresolved cases brought forward from the previous year. These resulted in 36 grants, totaling £44,750, and 1 new loan of £4,000 being made to pensioners. This compared with the previous year's figures of 28 grants totalling £46,549 and 1 new loan of £20,000. The largest benevolence cost is the Christmas grant award. Some 310 pensioners received payments compared with 442 in 2018. The Trustees decided to increase the payments to £350 from the level, £300, in 2018. The decision to increase the Christmas grant was taken in view of the reduced number of beneficiaries and in consideration of the Association's healthy cashflow position. The payments were made in November 2019 through to January 2020, costing £108,500. In the previous year, the Christmas grants had cost £131,800, of which £300 was written back in 2019. The Shell Pensioner Programme, with its PPO support organization, has continued to prove effective. Total grants were £153,000 as compared with £178,000 in 2018. With repayment of old loans, outstanding interest-free loans to pensioners decreased in total from £106,000 at the end of 2018 to £70,000 at the end of 2019. No loans were written off in 2019.
 - The PPO organization continued working effectively. In February 2019, the PPOs took over the BUPA hotline as a result of which they assumed direct and immediate contact with those needing help. This has worked well. Inevitably there is some staff turnover amongst the PPOs, and this has been successfully tackled through temporary reassignment of job scopes. Nevertheless, covering the whole of the UK with 6 PPOs remains a challenge.

The data protection regulations introduced in 2018 continued to compound the difficulties faced by the PPOs in identifying pensioners in need of assistance. These regulations mean the SPA and the Association are excluded from the Shell pensioner database. The SPA and the Association have had to establish their own databases to keep track of pensioners and their personal details. This development is an unavoidable consequence of the new data protection regulations, but the database has been established and is working.

- To help circumvent the difficulty of reaching as many as possible of those suffering financial hardship, steps were taken at the end of 2019 through the agency of the SPA magazine to identify additional pensioners in need and this initiative is bearing fruit in 2020.

The nature of the hardship through poverty seen by the PPOs and brought to the attention of the Trustees has not changed. Cases involve illness, accidents, infirmity and unmanageable levels of debt. Nor has the means of resolution changed: the provision of finance for home improvements - mobility aids, recliners, new boilers, walk-in showers - medical assistance and help with care needs. Debt assistance is exceptional and usually only given in extreme cases, for example when eviction from a home seems likely.

Financial help is not always what is needed. Sometimes advice and counsel are all that is required. Such help in facilitating access to and understanding central government and local authority entitlements has been given to many pensioners during 2019, as in previous years, by Tina Gilchrist of CBG Solutions. She has continued to write articles for the SPA magazine and handled 444 queries relating to state benefit, tax and similar issues, compared with 503 in 2018. The Chairman thanked Tina for her work which is much appreciated by pensioners.

Since new PPOs had been appointed, it was felt expedient to draft guidelines to help ensure consistency between PPOs and Trustee decisions and this was done before the end of the year. It is not the intention of such guidelines to contradict the articles of the Association, but rather to make more explicit what levels of income might constitute poverty and summarise what must be considered before support is given or withheld. These guidelines are being currently tested and will be revised in the light of experience.

- Financial review

Turning to the financial results in 2019: there were two significant items:

First the legacies left to the Association by five pensioners recorded in the previous year and estimated as worth £803,000, significantly increased in value by £170,000. In addition, 2 pensioners left additional legacies worth £1,500. Further changes will probably occur in 2020 when the final values of the estates are realized.

As cash from these legacies were realized in 2019, the Trustees increased significantly the sums invested in the Association's portfolio. Specifically, in funds managed by CCLA: that is in the COIF Property Fund (£146,000), COIF Investment Fund (£86,000), COIF Global Equity Fund (£86,000); and in the M&G Charifund (£240,000) and in inherited Royal Dutch Shell 'B' shares from a legacy (£363,000). In the continuing climate of low interest rates, the Trustees have continued to invest in higher-earning equities with relatively low risk. At the end of 2019, 18% of the portfolio was invested in fixed interest securities, compared with 27% at the end of 2018, 65% in equities, compared with 58% and 13% in property, compared with 14%. The return on investment was 4.3% before capital gains and losses, as in 2018. In the opinion of the Trustees, the investments are sufficient to fulfil the obligations of the Association.

The second item of significance was the net gain of £213,000 based on revaluation of assets at the end of the year, as equity markets continued their recovery from the 2018 low. These more than reversed the capital losses of £104,000 recorded in the previous year. Only the property fund recorded a capital loss

in 2019, reversing the position in 2018. The current year has already seen both an early and dramatic decline in equity prices and a more recent dramatic rise. Volatility is likely to continue throughout the remainder of the year.

Investment income of £103,000 was significantly above the previous year's figure of £83,000 owing to the higher level of investments. The yield of 4.3% was, as has been said, the same as in 2018.

Donations from traditional donors slightly increased in 2019 against the recent declining trend owing to a receipt of funds from the Sussex Branch of the SPA which closed. Donors continue to be encouraged to Gift Aid their donations so that income can be maximized.

The figure for overall investment income and donations excluding legacies amounted to £151,000, higher than the 2018 figure of £130,000, whereas grants in total came to £153,000, somewhat lower than the 2018 figure of £178,000.

There was a small resulting deficit in 2019 of £2,000 but, together with the 2019 legacy income of £171,000, reserves increased by £169,000. There were no write-offs of loans and the Trustees agreed that the provision for bad debts should remain at the same level as 2018, £18,000. After the capital gain of £213,000, the reserves position for the Association improved by £382,000 from £2.85 million at the end of 2018 to £3.24 million at the end of 2019. This was still below the threshold at which a full audit is required.

Investment income is important to the financial results of the Association. The Trustees are conscious of the risks that face any investor and review the portfolio and its performance regularly.

■ Risks and future plans

The Chairman felt it incumbent on him to say something of the current circumstances under which the Association was having to operate, even though the comments apply to 2020.

The unprecedented lockdown, isolation and self-distancing rules have posed challenges to the Association.

For non-trustees, I know that reassurance will be needed that the PPO system is working and that we can respond to the extraordinary situation confronting us. I believe I can assure you of that. The PPOs and PPM have met and developed a *modus operandi* which involves not only fielding requests for help but working to ensure that adequate contact is made between individuals in need and the various public and private bodies capable of giving help. PPOs are keeping in touch as best they can with those whom they know are vulnerable.

They are working to help the many pensioners who are uneasy about using the internet and on-line services. We will keep under review the effectiveness of this whilst ensuring that in the new *modus operandi* the rules over social distancing are being observed at all times. We clearly need to look after both our pensioners and our own staff.

■ For the Trustees, other issues are also important.

It is clear that in future years the economic depression which is likely to follow the 'lockdown' will probably increase financial hardship and, therefore, the claims made on the Association. Pensions will fail to keep pace with rising costs, personal savings will disappear; many more pensioners may well become victims of poverty.

The demands made upon us are therefore likely to increase. At the same time, the return on our investment portfolio is likely to be hit as companies cut dividends and retrench. Although current applications for help are quite low, our

expectation is that soon demand for support will increase and income fall.

The Trustees maintain an up-to-date risk register with proposed mitigation actions and review the same annually. It says something about the unpredictability of things that a pandemic was not in our risk matrix. Suffice to say, that we will follow this extraordinary episode with a renewed examination of our projected long-term cashflows to ensure that the Association is able to continue to fulfill its objectives. We are confident it will be able to do so. Our financial position remains healthy.

■ The Chairman wished to thank various people for their contributions to the Association.

He would like to acknowledge the generosity of Shell International Limited who reimburse the cost of accommodation, office services and administration as well as the employment costs of the Secretary. In addition, he thanked the PPOs who identify cases and manage expectations under often difficult circumstances, the donors, both individual and those who donate through the SPA branches, the Independent Examiners, Mr Paul Myers who is retiring, and Mr Simon Ingall, who is assuming the role. In particular, he thanked Paul, suffering ill health, and the Chairman wished him well. The Chairman thanked the Secretary of the SPBA, Mr Ken Sleat, and the Trustees for their understanding, support and time which are given freely throughout the year.

3. It was proposed by the Chairman that the following reports which had been circulated to members prior to the meeting be received and considered

The Report of the Trustees.

The Financial Statements made up to 31 December 2019.

The Report of the Independent Examiner.

Upon this proposal being put to the meeting it was carried unanimously.

4. Of the current Board of nine members, all offer themselves for re-election. They are Mr Roy Waight, Ms Veronica Carter, Mrs Chris Nancarrow, Mrs Gil Springett, Mr Colin Bowkley, Mr Stuart Tester, Mr David Lewis, Mrs Sue Oxpring and Mr Ken Sleat, Secretary.

All candidates have been properly proposed and seconded. The meeting unanimously agreed to the election of the above nine Board members proposed who will serve until the AGM in 2021. It is the intention of the Board to nominate all Board members, except the Secretary, as Trustees of the Association at its first meeting in June 2020.

5. The meeting appointed Mr Simon Ingall as the Independent Examiner for the forthcoming year. The meeting thanked Mr Paul Myers for the work he has done for the Association.

6. The AGM in 2021 it is currently believed will be held in Shell Centre, London SE1, but the date and the location will be confirmed with the SPA.

7. Any other business. The Chairman indicated that 2020 will be a challenging year for the reasons given.

There being no further business the Chairman thanked all members for attending the meeting and supporting such a worthwhile Association.

The meeting having started at 10.30 closed at 11.00.

Please give generously to the Association

Your Association could not help ex-colleagues without your help. The Association, with the help of the Pensioner Programme Officers, frequently come across those in poverty needing help, for example:

- Pensioners with very small pensions due to short service or who relied significantly on overtime which was non-pensionable.
- Pensioners or their dependants who are suffering illness or pain from asthma, Alzheimer's, blindness, cancer, diabetes, stroke, MND, paralysis, etc, making it very difficult for people to look after themselves.
- Those in debt to the extent it is no longer manageable, possibly due to financial mismanagement but sometimes due to illness or unfortunate family circumstances. Guidance is provided to them by the Pensioner Programme Officers. If the Trustees are satisfied that the pensioner will manage their affairs better (cut up credit cards, etc) temporary financial assistance such as an interest-free loan will be provided to assist a "fresh start".

The sort of help with which your Association assists:

- Stair lifts, recliner chairs and bathroom modifications.
- Wheelchairs and mobility scooters.
- Nursing care for a few days to give a partner a break.
- Prompt medical treatment if in pain, or taxis to hospital for treatment or visiting partners / dependants.
- Urgent house repairs, central heating repairs, new boiler, etc.
- Small items such as replacement dentures, spectacles, etc.
- 300-400 Christmas grants of £300-£400 each.

To give this assistance, we need your help. There is no benevolence budget from Shell. The Association relies on generous voluntary donations from SPA members. Unlike most other charities, none of the members' donations are spent on advertising or administrative costs - 100% is spent on assisting fellow pensioners in need.

The qualification for membership is a donation to the Association. This report has been sent to all members – currently over six hundred pensioners. The Trustees are extremely grateful to you all.

If you are not a current donor and would like to donate by Gift Aid, please use the attached cut off document and send it to the Secretary / Treasurer at the address indicated on the form. Alternatively please give the form to a fellow pensioner who may wish to donate.

All donations are welcome, no matter how small. However, regular giving is particularly beneficial as it enables the Trustees to plan future benevolence. If you are a taxpayer, giving by Gift Aid is the most tax efficient method. The ways in which you could make your donation are:

1. Single or occasional cheque payments to us (the Association would get the basic rate tax back through your Gift Aid Declaration and you would get any higher rate tax relief - £10.00 given by you would be worth £12.50 to the Association).
2. An annual or monthly standing order from your bank to ours (the Association would get the basic rate tax back through your Gift Aid Declaration and you would get any higher rate tax relief – again, each £10.00 given by you would be worth £12.50 to the Association).
3. Charities Aid Foundation vouchers and cheques are also very welcome.

To use 1 or 2 above, please send a cheque or completed Standing Order form together with the completed Gift Aid Declaration.

Making a bequest is a convenient way of supporting the charity after your death. Legacies received give a long-term benefit to the Association as the amount is invested to fund future benevolence. Legacies to charities are excluded from an individual's estate for Inheritance Tax purposes, thereby reducing the inheritance tax payable by 40% of the legacy. To make a bequest, include in your will as a beneficiary "Shell Pensioners Benevolent Association, Charity No. 262049" with any communication for the attention of the Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA. It would be very helpful if you could inform the Secretary / Treasurer of any legacy that you plan to give to the Association.

Gift Aid declaration

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

Shell Pensioners Benevolent Association

Charity No. 262049 registered with the Charities Commission on 15 March 1971

Title

Forename(s)

Surname

Address

Postcode

Email

Phone no.

Shell pension no.

Please treat as Gift Aid to the Shell Pensioners Benevolent Association all donations I make from the date below until I notify you otherwise. I am a UK taxpayer and understand that if I pay less Income Tax and / or Capital Gains Tax in a tax year than the amount of Gift Aid claimed on all my donations in that tax year it is my responsibility to pay any difference.

Please notify the SPBA if you:

- want to cancel this declaration
- change address
- no longer pay sufficient tax on your income and / or capital gains

Signature

Date

Standing order

(On completion, please send to: The Secretary / Treasurer, Shell Pensioners Benevolent Association, Shell Centre, London SE1 7NA)

To

Bank Plc

Address

Postcode

My Account No.

Branch Sort Code

Please pay the Shell Pensioners Benevolent Association, Account No. 25488860, Sort Code 30-91-79 held at Lloyds Bank plc, The Strand London Branch, PO Box 1000 BX1 1LT

the sum of £ _____ (in words – _____ pounds only)

commencing on or about the fifth day of _____ (specify month)

and every **month / year** (*specify frequency by deleting as appropriate*) thereafter until further notice.

Please quote reference (*insert donor's name*) _____

– GIFT AID

Signed

Date



Shell Pensioners Benevolent Association

Object: The relief of poverty among persons who are members of the Shell Pensioners Association (and the wives, husbands, widows, widowers, children and other dependants of such persons) who are also retired Shell employees in receipt of a pension from the Shell Contributory Pension Fund (SCPF) or the Shell Overseas Contributory Pension Fund (SOCPF) or the Combined Petroleum Companies Pension Fund (CPCPF) and are resident in the United Kingdom.

Notice of Annual General Meeting, Report and Financial Statements

for the year ended 31 December 2020

Notice

is hereby given that the 51st Annual General Meeting of the Association will be held remotely by Zoom at 10:30am on Wednesday 9 June 2021. Due to the current Covid-19 restrictions, we are reluctantly meeting remotely as it appears unlikely that a face-to-face meeting will be able to take place.

Please could members participate by giving advance 'approval' of the agenda items by e-mail or letter to Ken Sleat, details below.

If you wish to join the call please contact Ken at ken.k.sleat@shell.com or on 020 7934 5131 who will supply the joining information. If you want further details or clarifications it would be helpful to send these to Ken in advance as it will be difficult to deal with many questions using these emergency protocols which are in line with Charity Commission guidance.

Agenda

1. To approve the Minutes of the 50th Annual General Meeting held remotely at 10:30am on Wednesday 10 June 2020
2. To receive an oral report from the Chairman of the Board of Management
3. To receive and consider:
 - a) The Report of the Trustees
 - b) The Financial Statements
 - c) The Report of the Independent Examiner
4. To elect the Board members. The Board will elect Trustees at the meeting of the Board following this meeting at 11:00am
5. To appoint an Independent Examiner, Simon Ingall
6. To delegate setting the date and location of the 52nd Annual General Meeting to the Board
7. Any other business

Shell Centre
London SE1 7NA
Tel: 020 7934 5131

By Order of the Board:
Ken Sleat – *Secretary*
10 February 2021