



SANDOWN TOWN COUNCIL

Grant Application - Form B

Upper Level Grants - Over £200

Please complete this form as clearly as possible. You may continue onto additional sheets, if necessary, but please indicate where you are doing so and ensure they are securely fastened to this form on submission. Please refer to our grant policy, before completion of this form.

Applicant Details

A1. Name of Club/Organisation

Please give the name of your organisation as it appears on your constitution or set of rules if you have them.

UK Sailing Academy (UKSA)

A2. Name of Contact

This should be the main contact in respect of this application.

Cara Hetherington

A3. Address

This should be the address of the organisation or the main address for correspondence.

UKSA
Arctic Road
Cowes
Isle of Wight

PO31 7PQ

A4. Additional Contact Details

Please provide daytime contact details for your organisation.

Phone: 01983 294941 (EXT 914)

Mobile: N/A

Email: cara.hetherington@uksa.org

A5. Club/Organisation Description

Briefly describe your organisation's activities/intended activities. Please include your aims and objectives and tell us how long your club/organisation has been in existence. If you are recently formed, please state that and whether your application relates to a one-off project or a longer/ongoing activity.

UKSA transforms lives through the power of the sea. We use outdoor learning to engage with children and young people to build resilience, determination, and a belief in themselves. Our priority at UKSA is to support children and young people facing financial hardship and who are missing out on life-changing opportunities because schools, local authorities and parents simply cannot afford to pay for them. Our beneficiaries include children as young as eight, who face financial, physical and social barriers, including special educational needs and disabilities.

We believe that charity starts at home and offer free development programmes to Isle of Wight children that inspires and engages them by taking part in our water sports activities and educational programmes, enabling them to build confidence and develop vital life skills.

UKSA was founded in 1987, so has been running for 37 years.

A6. Link to the Sandown Community

Briefly explain how your organisation is linked to Sandown and supports its community.

We work with The Bay CE Primary School directly to offer this opportunity to all of their Year 6 students. We also work with homeschooled children of the same age within the Sandown area.

In March of this year, we welcomed 61 students from The Bay CE Primary School, and hope to be able to do the same for each student in the next Year 6 class, which will only be possible with the support of local organisations.

A7. Membership (if you have one) - number of individuals involved in the organisation/activities.

N/A

A8. Registered charity no (if applicable)

No: 299248	Not Applicable:
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A9. VAT Registered

No: 974966647	Not Applicable:
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Grant Details

B1. Description

Please briefly describe the project, scheme or service for which this grant is intended. Only applications for specific projects will be considered. Expenses linked to the day to day running of an organisation will not be funded.

Each year UKSA offers every Year 6 child on the Island a half-day enriching and educational experience on the water, aiming to support all young Island children to gain water-confidence, understand the importance of water safety, and to support students to develop vital life skills such as communication, resilience, and teamwork. We offer this experience free of charge to ensure that as many children as possible can share the experience with their friends and classmates, regardless of their background and financial situation. We call this inspiring programme 'Test the Water', and it is funded entirely through the donations of individuals and local Island businesses.

Since its launch in 2014, the program has given many children their first experience at sea, boosting their confidence and self-belief. Unfortunately for many children and young people living on the Island, they have never had the opportunity to go into the sea before, despite growing up so close to it. Our programme takes Island children out of the classroom and encourages them outside of their comfort zone. For many children, this new experience gives them a unique opportunity to thrive and positively impacts them both on the day and when back in school, building their confidence on and off the water and encouraging them to try new things.

Last year a report stated that there was an 85% rise in the number of children drowning from 2019-20 to 2021-22, and the risk of drowning was twice as high for children from deprived areas compared to those from less deprived areas. There is an inequality gap in swimming education and class-based water safety, so it is essential that all children, especially those living on an Island such as ours and who may otherwise never get the opportunity, receive water safety education and learn how to safely enjoy the natural resources around them, so at UKSA we prioritise teaching safety around the water, including how to float and how to use safety equipment, so they can learn the skills that could keep them safe into the future.

B2. Grant Beneficiaries

Please indicate which sections of the community will benefit from your project.

UKSA works closely with every Island Primary School (plus Home Education) to offer the programme free of charge to every Year 6 child on the Island. From this introduction to water sports, we then offer follow-on programmes to give further opportunities to those wishing to seek more adventures and the possibility of a maritime career.

Unfortunately, due to the rising cost-of-living, outdoor learning is inaccessible to so many families. A recent study reported that 52% of children do not tell their parents about a school trip due to money concerns. 34% of children on the Isle of Wight live in poverty, and 22% of Island children in primary school are in receipt of free school meals. At UKSA, we believe that charity starts at home, so we overcame these barriers by funding all Year 6 students to participate in a day of water-based adventures through the Test the Water programme.

For the new academic class of 2024, we aim to continue offering these opportunities to the next Year 6 class. The program's cost is £42 per student, and we need to raise £63,000 to ensure participation for all 1,500 Island students. It is only through local support that we can meet this demand and empower children and young people to reach their true potential, as we rely solely on donations from individuals and local businesses to continue offering this inspiring programme.

A £42 donation funds one child, £420 funds ten, and £1,260 would fund 30 students from The Bay CE Primary School. We are seeking the support of the Sandown Town Councillors to help UKSA to remove barriers to outdoor education.

B3. Timeline

Please indicate when the project will start. Grant funds will not be released earlier than 3 month before the start of the project. This also applies to events.

The programme runs through each school year. This year's programme will begin in September 2024, and finish in July 2025 (with a break over winter).

Funding Details

C1. Total Cost

Please use the table below to provide an estimated breakdown of the expenditure for which this grant is being applied.

ITEM PER CHILD	Cost
Instructor Costs	£22
Fleet and Equipment	£18
Administration Costs and Overhead	£2
TOTAL	£42

Test the Water costs £42 per child, therefore the cost of 10 children is £420, and the cost for 30 students (the average class) is £1,260. However any amount to sponsor Bay students would be gratefully received.

The total cost across the Island is £63,000 - £42 per student for all 1,500 Year 6 aged Island children.

C2. Additional Funding

Please give details (including amounts and dates) of all other sources of funding you have secured for what this grant is going towards. This may include funding received from other bodies applied to for grant aid, own funds that will be contributed towards the project and contributions in kind received for this purpose. Sandown Town Council will usually not fund more than 50% of a project.

The Test the Water programme is supported through donations from local grant making trusts, donations from individuals, supporting Town Councils and also Island businesses. WightFibre has pledged £25k to support the Test the Water Programme. This year we have also been lucky enough to receive a £5k donation from the Daisie Rich Trust and a £4,640 donation from Youth Adventures Away from Home Funding. We would not receive matched funding.

C3. Previous Applications

If your organisation has previously applied for a grant from Sandown Town Council, please provide the grant ID and details of the grant and what it was used for.

N/A

Additional Information

D1. Additional Information

Please use this section to provide us with any further information you feel is important to the consideration of your claim.

"The whole sailing experience was amazing, and it was great to learn new things. At the start I was very nervous because I've never been on a boat before, but it was really fun and can't wait to do it again."

2023 Test the Water participant

"The children loved their day on the water, it's great fun for them and it is so important for them to feel safe around the water. It's fantastic."

Heather, Island Teacher

Please see a link to our most recent Impact report [HERE](#)

We actively encourage our supporters to experience first-hand the impactful work that we do and would welcome a visit from the members of East Cowes Town Council onto our Cowes campus to see our work in action and to meet some of our beneficiaries. We will update you on the impact of your donation through an annual report, our UKSA impact report and by sharing case studies of the children and young people that you have helped to reach their potential.

D2. Checklist

In order to consider your claim for a small grant the following materials must be submitted to Sandown Town Council with this completed form:

- A copy of your club/organisation's constitution or set of rules
- A copy of your bank statement and recent accounts
- A copy of any quotations as specified in section C1

Declaration

I certify that, to the best of my knowledge, all the information I have given in this application is correct and understand that any grant awarded and used for any other purpose than that detailed in this application or unused within 6 months must be returned in full to Sandown Town Council as set out in the Application Guidelines.

Signed

Date of Application

06/08/2024

C Hetherington

Name (in capitals)

CARA HETHERINGTON

Position in Club/Organisation

Please return completed forms to:

Town Clerk
Sandown Town Council
The Broadway Centre
S1 Broadway
Sandown
IW
PO36 9GG

Email signed forms to: rfo@sandowntowncouncil.gov.uk

UK Sailing Academy Reports and Accounts 2023/24

For the Financial Year
ending 31 January 2024



REFERENCE AND ADMINISTRATIVE DETAILS



Patron

HRH the Princess Royal

Founders

Noel and Sylvia Lister

Trustees

Richard Stokes CBE	Chair of the Board
Sir Anthony Greener	(resigned 22 September 2023)
Claire Locke	
David Lister, MBE	Founder Trustee
Debra Price	Vice Chair
Marc Giraudon	Chair of Finance committee
Ole Bettum	(resigned 15 November 2023)
Samantha Axtell	
Claire Sunderland-Hay	Chair of Ops Risk committee
	(appointed 24 March 2023)
Shonagh Primrose	(appointed 24 March 2023)
John Michael Wemms	(appointed 24 March 2023,
	resigned 25 April 2024)
Catherine Longhurst	(appointed 24 March 2023)

Key Management Personnel

Ben Willows	Chief Executive
Tim Goulding	Interim Director of Finance & Risk
	(appointed January 2024)
Mark Smith	Director of Finance &
	Risk (resigned January 2024)
Sophie Dear	Director of Sales & Marketing
	(appointed December 2023)
Julia Hutchinson	Director of Marketing & Business
	Development (until December
	2023)
Chris Frisby	Director of Training & Operations
Amy Sweeting	Director of Fundraising &
	Development

Auditors

Crowe UK LLP
Aquis House
49-51 Blagrove Street
Reading
Berkshire RG1 1PL

Bankers

NatWest plc
107 St James' Square
Isle of Wight
PO30 1XH

Solicitors

Bates, Wells & Braithwaite London
2-6 Cannon Street
London
EC4M 6YH

Registered Office

Arctic Road
Cowes
Isle of Wight
PO31 7PQ

Registered Company Number

02251024 (England and Wales)

Registered Charity Number

299248

Accreditations \ Licences

British Accreditation Council (for independent further and higher education)
UK Independent College accreditation
RYA Accreditation
MCA Accreditation
ISO 9001 Registered
Adventure Activities Licensing Service
Visit England

Contact details

Telephone	01983 294941
Email	info@uksa.org
Website	www.uksa.org

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REPORT FROM THE CHIEF EXECUTIVE AND CHAIR OF TRUSTEES

OUR VISION: To be a world-leading provider of water-based adventures for young people and training for careers in maritime.

UKSA is the only training provider to offer comprehensive pathways from a child's initial experience of the sea, through education and training, to professional careers in maritime. Our outdoor learning and education programmes inspire and engage children and young people, enabling them to build confidence, develop vital life skills, broaden their horizons, and signpost them to the wide range of career opportunities the maritime industry offers.

UKSA's ambition is to provide more life-changing opportunities to the children and young people who need them most, empowering them to build positive futures and access pathways into maritime employment.

WHO WE ARE:

Founded in 1987, UKSA is a compassionate and inclusive organisation that unlocks profound maritime adventures, education, and career pathways, irrespective of an individual's life journey.

From its unique, four-acre, waterfront campus in Cowes, on the Isle of Wight, UKSA provides water-based adventure programmes for children and young people together with over 150 industry-leading maritime courses. It offers day and fully inclusive residential programmes, providing funding to those who would not otherwise be able to access these programmes.

In 2023/24 UKSA welcomed over 11,000 beneficiaries, including 6,711 school-aged pupils taking part in programmes to develop their skills and introduce them to the education and training opportunities available in the maritime sector.

UKSA is committed to widening access to maritime training, and enhancing employment opportunities in the sector and relies on the generosity of its donors, grant-making trusts, companies and industry partners, who help transform the lives of children and young people by providing funding to help them access UKSA's programmes.

Health and Safety, Safeguarding and the well-being of all UKSA students and staff is at the heart of everything we do.

OUR STRATEGY:

UKSA is passionate about empowering these young people to reach their potential and invest in their future, irrespective of their background or circumstance. It provides financial, welfare and coaching support to those facing barriers in their lives, be they economic, social, health or education, including those who are at risk of exclusion from school or of offending, and those not in education or employment. UKSA aims to extend its reach by engaging more schools and youth organisations who work with children from diverse and disadvantaged backgrounds, who would not otherwise have the opportunity to access its programmes.

UKSA will continue to increase the depth of its maritime careers offer by increasing both the scale and range of education and training it provides and the amount of financial support it offers to deserving young people seeking a career in maritime. UKSA will continue to work closely with employers and will tailor its training to meet the needs of the maritime industries.

REPORT FROM THE CHIEF EXECUTIVE AND CHAIR OF TRUSTEES (continued)

OUR DEVELOPMENT PATHWAY:



2023/24 HIGHLIGHTS:

- UKSA welcomed a total of 11,114 beneficiaries, from a wide variety of socio-economic backgrounds, across its programmes.
- UKSA engaged 32 schools in its Outdoor Learning programmes, a total of over 1,500 children, of which 527 were provided funding from its 'Leave No Child Behind' fund.
- UKSA accepted 481 young people onto its unique, fully funded Sea.Change Foundation programme, providing the opportunity to further develop their life skills, whilst learning about the training and careers opportunities available in the maritime industry. In 2023/24 UKSA also piloted this programme in Weymouth through its partnership with Marine Society & Sea Cadets.
- UKSA saw 100% of its Further Education students go into employment or further training and 30% join its careers programmes, evidencing the powerful pathways that it offers to young people.
- UKSA delivered world class career and professional training to 2,300 students in the maritime industry.
- UKSA provided an average of 50% funding to 80% of Superyacht Cadet students.
- UKSA worked with local businesses to provide apprenticeship schemes for Port Operatives and Workboat Crew Members.

OTHER MILESTONES:

2023/24 was the first full year of operation for UKSA's purpose-built, 136-bed Sea.Change accommodation block which opened in July 2022. This was the culmination of a four-year site development project and fundraising campaign, which raised £4.3m in donations and significantly improved UKSA's facilities and residential provision, increasing capacity, reach and impact.

Following this growth trajectory, UKSA has continued to develop its assets and as a key stakeholder in the levelling up plan for the Isle of Wight has worked with the Council to develop the East Cowes, Victoria Barracks site as another UKSA base. Our aim is to have this site operational in 2025, which will offer further employment opportunities for Island residents, whilst enabling us to support even more young people. We are grateful to our supporters for pledging their early funding support towards this transformational project.

REPORT FROM THE CHIEF EXECUTIVE AND CHAIR OF TRUSTEES (continued)

OPERATIONAL CHALLENGES AND ACHIEVEMENTS:

In 2023/24 there were the challenges of high inflation, a cost-of-living crisis, and an uncertain global economic environment.

Despite these challenges, UKSA was able to increase the number of beneficiaries welcomed through its doors and has delivered a strong financial performance. Since 2020, the charity has delivered a strong growth trajectory, both in terms of income and fundraising:

- Overall income increase: 23%
- Fundraising income increase: 107%

Having survived these significant challenges, during the year we grew income whilst simultaneously managing our operational costs to deliver a surplus of £0.4m. We also invested £0.9m in our buildings, fleet, and equipment to maintain and develop our asset base making sure it is fit for purpose for many years and generations to come.



Ben Willows, Chief Executive

14 June 2024



Richard Stokes CBE, Chair of Trustees

REPORT OF THE TRUSTEES

AIMS, OBJECTIVES AND VALUES

The Trustees, who are also Directors of the charity for the purposes of the Companies Act 2006, present their report with the financial statements of UK Sailing Academy (hereinafter 'UKSA') for the year ended 31 January 2024. The Trustees have adopted the provisions of the Statement of Recommended Practice (SORP), applicable to charities (effective 1 January 2019), and have had regard to the general guidance provided by the Charity Commission on public benefit in ensuring that its aims and objectives comply with section 17(5) of the Charities Act 2011 and are for the public benefit.

AIMS AND OBJECTIVES:

UKSA is a youth training charity, which aims to inspire and support children and young people to broaden their horizons through its life enhancing water-based adventures, education and training for careers at sea.

Our objectives, as defined by our Articles of Association, are:

1. To advance the education and physical, mental and spiritual development of children (or young persons under the age of 25) by providing or assisting in providing facilities for training in sailing and seamanship for those who have need of such facilities by reason of poverty or social or economic circumstances (so that they may grow to full maturity as individuals and members of society).
2. To provide or assist in the provision of facilities for the recreation and other leisure time occupation of the general public, and in particular, facilities for watersports and outdoor activities in the interests of social welfare and with the object of improving their conditions of life.
3. To advance the education of the public in all aspect of maritime activities and in particular, in matters relating to: (a) the promotion of personal safety, (b) the prevention of accident, (c) navigation, (d) engineering, (e) seamanship, (f) stability and construction of boats, (g) communication at sea, (h) maritime law, and (i) business and interpersonal skills.
4. To promote community participation in healthy recreation through the provision of sailing facilities.

Every 3-5 years, UKSA develops a strategy to deliver these objectives considering the current needs of its primary beneficiaries and UKSA's operating capacity. This is outlined and reported on in more detail in the Strategic Report included later.

VALUES:

Our values reflect the type of charity that we want to be - one that loves what we do, has a passion for sharing it and wants to inspire as many people as possible through our work. They apply to all our employees, trustees, beneficiaries, supporters and volunteers:

- Challenge, have fun and smile.
- We take care of ourselves, those around us and this place.
- Be part of who we are and help others do the same.
- Tell the truth, hear the truth, act truthfully.
- If not you, who? If not now, when?

**REPORT OF THE TRUSTEES
STRATEGIC REPORT – PUBLIC BENEFIT**

UKSA RESPONDING TO THE NEEDS OF YOUNG PEOPLE:

There is considerable evidence that, post-Covid, young people need assistance more than ever. Across the UK, poverty and the attainment gap are increasing and due to increases in the cost-of-living, we are seeing more demand for financial support than ever before.

UKSA knows that outdoor education, structured training, and support into employment are vital to ensure children and young people can lead fulfilled lives. However, we also know that many children and young people are missing out on life-changing opportunities because schools, local authorities and parents simply cannot afford to pay for them.

UKSA IN THE LOCAL COMMUNITY:

UKSA has a significant economic footprint in the Isle of Wight local community employing approximately 135 permanent staff with an additional 100 freelance or casual staff during the summer season. We are proud to acknowledge that we exist in an Island community where everyone matters, and we recognise our people are key to our success and their health and wellbeing is central to our people strategy.

UKSA's dedication to Islanders and, in particular, to ensuring its young people have priority access where possible to some of the best opportunities to shape their education and careers, is unwavering.

OUR IMPACT:

UKSA is an impact led organisation, measuring the outcomes on young people across all programmes. These focus on enhanced Skills 4 Life alongside ensuring our young people obtain viable employment opportunities to provide a career for life. UKSA has partnered with Cambridge University to measure and validate these outcomes: Key Impact outcomes in 2023/24 include:

SUPPORTING CHILDREN FROM THE UK AND THE IOW IN A TIME OF ECONOMIC CHALLENGES:

1. School residential trips at UKSA - Leave No Child Behind

In 2023/24, UKSA welcomed 5,673 children and their leaders on a residential trip. Thanks to our donors, we were able to provide £150,0000 of funding support to 32 schools. This equated to 527 children facing financial hardship within the criteria of Free School Meals, Pupil Premium, Education, Health and Care Plans , who were able to join their peers on an enriching experience instead of being left behind in the classroom. This financial support for schools from the most deprived areas also included travel costs and the provision of essential items, including swimwear for those in need.

UKSA reached out to new schools and youth groups from disadvantaged backgrounds as well as welcoming returning schools. Through this outreach, the charity saw a 55% increase in the number of beneficiaries able to access support from some of the most deprived postcodes in the UK compared with the previous year.

UKSA programmes provide a new learning environment outside of the classroom and are designed to build confidence and encourage teamwork. The results reported from 2023/24 UKSA Skills 4 Life measurements highlight substantial increases across all development elements.



These findings demonstrate UKSA programmes improve self-confidence, personal growth, and children's ability to recognise their capabilities and improve behaviours back in the classroom.

**REPORT OF THE TRUSTEES
STRATEGIC REPORT – PUBLIC BENEFIT (continued)**



“I am struggling to express how important this trip has been on these young people. For some of them to have had the bravery to try new things, which they were only able to do thanks to the encouragement of the UKSA instructors.

- Abi Johnson, Cirencester Deer Park School

“The funding has been incredible and has enabled our young people that might not have had the opportunity to come away on a trip like this to realise their dream and to take part in an amazing experience at UKSA.

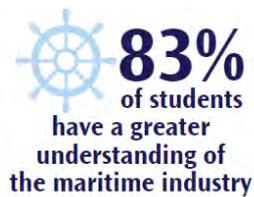
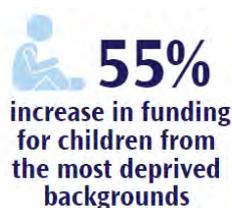
- Assistant Principal, Mary Rose Academy

2. Sea.Change Programme

Last year, UKSA funded 481 beneficiaries to take part in its Sea.Change Foundation programme, an increase of 64% on the previous year. Since 2021, UKSA's pathway progression from Sea.Change into Further Education has increased by over 80%. This increase is a promising indicator that the charity is achieving its intended goals of fostering development within the maritime industry for young people from disadvantaged backgrounds.

UKSA continues to remove financial barriers whilst bridging the gap between education and employment, addressing two key issues; helping young people from low-income backgrounds to access career opportunities into a maritime career and offering a solution to the shortage of skilled seafarers in maritime operations.

2023/24 impact figures for our Sea.Change Programme:



“The UKSA Sea Change course was an unforgettable journey for me, but what stood out the most was the opportunity to connect with individuals from all corners of the globe. The diverse perspectives and personal stories shared made for a truly enriching experience. Had it not been for UKSA and the Sea.Change Foundation, many of us in the group would never know about the opportunities and futures that lie ahead in the maritime industry. We have all made new friends and coming to UKSA has been the highlight of our summer.

- Muhammad, Sea.Change Beneficiary.

3. Test the Water

Launched in 2014, the 'Test the Water' programme gives all Year 6 Isle of Wight children the opportunity to come to UKSA to try sailing and watersports through a free half-day session with their school. Many children living on the Island have never had the opportunity to go into the sea before, despite growing up so close to it. 34% of children on the Isle of Wight live in poverty, 22% Island children in primary school are in receipt of free school meals. UKSA funds students to participate in its Test the Water programme so that every child can benefit regardless of their financial situation. Last year UKSA welcomed 1,213 island students from 38 Schools to take part in this programme.

The programme takes Island students out of the classroom and for many children, this new experience gives them a unique opportunity to thrive and positively impacts them when back in school, boosting their confidence and encouraging them to try new things. From this introduction, UKSA offers follow-on programmes to give further opportunities to those wishing to seek more adventures and the possibility of a maritime career. To date over 10,000 young people on the Isle of Wight have benefited from this programme.

REPORT OF THE TRUSTEES
STRATEGIC REPORT – PUBLIC BENEFIT (continued)



“ The staff really get everyone along and get the children sailing without it being a big thing, they don't even realise that they are doing it. It's a real sense of fulfilment and overcoming what they are scared of, it's really empowering.

Ollie Whiting, Teacher Newport C of E Primary school

“ The children love it, it's great fun and so important for them to feel safe around the water. It's Fantastic!

Heather, Island Primary School Teacher

Maritime Depth: In response to the challenges facing young people, UKSA is proud of its careers and professional maritime training courses delivering high exam pass rates and supporting young people into maritime employment. UKSA is an outcome led organisation, and we ensure that we that measure our impact throughout our programmes. UKSA is working with academics at the University of Cambridge to develop a theory of change, which considers young people's development, learning and examines the relationship between personal factors, such as the environment and behaviour.

UKSA programmes provide a new environment outside of the classroom and are designed to build confidence and encourage teamwork using the sea as a catalyst for positive change.

“ Being at UKSA I have found who I really am – I am myself. Education Student

“ In terms of careers available to young people, it's about raising awareness. They weren't even aware of the size of the maritime industry and how many different jobs there are. I know of one young person who is now considering working in the maritime sector and has decided that's what he wants to do as a career moving forward.

Director of Programmes, The Royal National Children's Springboard Foundation

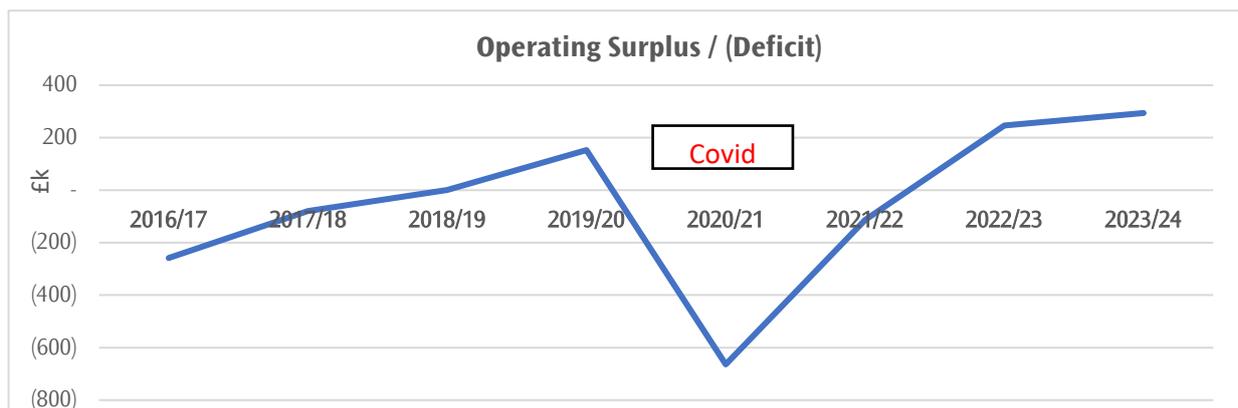
- **Further Education:** 100% of students successfully completed their courses in 2023/24 and either progressed their training or entered employment. As part of its partnership with the IOW College UKSA received a highly rated score by Ofsted.
- **Careers:** In 2023/24 UKSA achieved an overall pass rate of 97% across its careers programmes and 98% (of those who reported back to us) entered a job in the maritime sector
- **MCA Exam pass rates:** In 2023/24 UKSA achieved an average pass rate of 74% across key MCA modules which is higher than the industry average.
- **Welfare:** UKSA has extensive experience of working with many young people who struggle with traditional learning in the classroom, with 33% of its Further Education students being classed as SEN. In the last quarter, UKSA's Welfare team supported 196 students and worked with many local schools and authorities to support its local young people with Alternative Provision.

**REPORT OF THE TRUSTEES
STRATEGIC REPORT - FINANCIAL REVIEW**

FINANCIAL RESULTS FOR THE YEAR:

Economically, 2023/24 was a challenging year. There was high inflation, a cost of-living crisis that impacted the finances of UKSA's beneficiaries, and global conflicts that disrupted supply chains. Despite this UKSA continued to deliver a solid financial return whilst also meeting the needs of its 11,114 beneficiaries. This achievement is a testament to the dedication of our team and the focus on financial discipline and cost control. Financial resilience and strategic resource allocation is central to our decision-making processes in order to ensure the long-term success of the charity. We continue the journey of growing income and developing our asset base while carefully controlling expenditure.

Operating Performance: UKSA continued to deliver solid progression in its operating performance in 2024:



**REPORT OF THE TRUSTEES
STRATEGIC REPORT - FINANCIAL REVIEW (continued)**

The table below illustrates how we calculate our operating performance:

	2016/17	2017/18	2018/19	2019/20	2020/21	2021/22	2022/23	2023/24
	£000's	£000's	£000's	£000's	£000's	£000's	£000's	£000's
						COVID		
Total Surplus per SOFA	117	27	104	294	1,670	850	461	426
Less: Donated capital income	(375)	(105)	(101)	(139)	(2,374)	(983)	(234)	(116)
Less: Income from investments	(1)	(1)	(2)	(2)	(1)	(20)	(20)	(50)
Add: Interest Payable	-	-	-	-	41	39	39	34
Operating Surplus / (Deficit)	(259)	(79)	1	153	(664)	(114)	246	294

Non-operating items such as donated capital income and investment and debt interest have been removed.

GOING CONCERN BASIS:

UKSA's Trustees, supported by the Executive Team, have considered the reserves and net asset position and are satisfied that these financial statements should be prepared on an ongoing concern basis. This is supported by our auditors.

RESERVES:

The balances and movements in funds along with the amounts held at the year-end are detailed in note 22 to the Financial Statements. Transfers between reserves represent the application of restricted and designated funds to capital projects, funded programmes and bursaries.

REPORT OF THE TRUSTEES
STRATEGIC REPORT - FINANCIAL REVIEW (continued)

Unrestricted Reserves: The designated fixed asset reserve fund is presented net of the balance of the secured bank loan that was arranged in 2020 and secured against the Charity's fixed assets. The unrestricted general fund balance ("free reserves") is £296k as at 31 January 2024.

Restricted Reserves: Restricted funds are held to support revenue expenditure and can only be used in accordance with donors' directions, further details of the funds and their intended use are to be found in Note 22 to these accounts.

Reserves Policy: The Trustees have set the guide amount of general unrestricted (free) reserves at £275k for the charity based on their 2022/23 studies of worst case (loss of income) scenarios.

INVESTMENT POLICY:

The Trustees assessed the working capital requirements of the charity, and the liquid funds were deemed to be sufficient to meet the short-term cash flow requirements of the charity but not at a level to place funds in longer term investments. Whenever possible, reserve funds are held in short term notice accounts to maximise income from interest with minimal risk.

REPORT OF THE TRUSTEES STRATEGIC REPORT – FUTURE DEVELOPMENTS

HOW WE PLAN FOR THE FUTURE:

In Spring 2024, the Trustees and Executive Team reviewed the charity's strategy in the context of how the needs of beneficiaries had been affected post the Covid-19 pandemic. Whilst the detailed development of the overall ambition and core purpose of UKSA by 2030, is to deliver and be recognised for High Quality - Deep Impact programmes, it will focus on supporting young people, particularly those who have faced barriers through UKSA's unique training and careers pathways into the maritime sector.

Success in 2030 will be judged against how well we are delivering the following:

- The number of students coming through the Sea.Change programme and their increased understanding about, and signposting to, careers in maritime.
- The number of students attending UKSA who have faced barriers and who wouldn't otherwise access its programmes.
- The number of students following UKSA'S career pathway offer
- The number of students going into (maritime) employment
- The quality of our training offer.

STRATEGY VISION

OUR VISION: To be a world-leading provider of water-based adventures for young people and training for careers in maritime.

OUR PURPOSE

UKSA inspires and supports children and young people to broaden their horizons through its life-enhancing water-based adventures, education, and training for careers in maritime.

OUR MISSION

UKSA's strategic mission is to continually develop its services, assets and people to meet the needs of children and young people. Our aim is to remove both financial and social barriers to enable students from any background to be able to access UKSA programmes by providing funding for those who need it. We want our beneficiaries to achieve their best and gain life-changing experiences, qualifications and progress along a pathway into a maritime career.

UKSA's evidenced-based approach to the long-term benefits of UKSA's work will enable it to work within a network of 'like-minded' partners to create further awareness and opportunities to grow with agility and at scale on the mainland; whilst developing its Cowes HQ site as a centre for Maritime excellence to support deserving young people.

REPORT OF THE TRUSTEES
STRATEGIC REPORT – FUTURE DEVELOPMENTS (continued)

OUR FIVE STRATEGIC PRIORITIES:

- 1. Broaden the horizons of children accessing UKSA's programmes. Increasing volumes and funding support for children and schools from disadvantaged areas.**

Goal – Increase volumes of Schools & Group children accessing UKSA's water-based activities.

Target Beneficiaries - 6 – 16 years. Those in need of confidence and life skills and / or need extra support (for instance SEN, Pupil Premium etc.)

- 2. UKSA recognised as the global centre of excellence for maritime training and career progression.**

Goal – Increase volumes of assisted funded careers places and form strategic partnerships with industry organisations to develop new and existing programmes and secure employment for beneficiaries.

Target Beneficiaries - 16 – 25 years of age:

- Those who would otherwise not be able to access maritime programmes
- Those seeking a career in the maritime industry / seeking an alternative to university
- Those working in the maritime sector
- Those seeking to develop their career in the maritime industry / gaining higher qualifications to enable job retention and future career progression

UKSA's Sea.Change programme, delivered for 14–17-year-olds in the summer holidays, provides the bridge between these two strategic priorities – informing on the opportunities for a career in maritime.

- 3. Working with partners to grow and deliver UKSA introductory sessions. Building awareness of, and engagement in, UKSA's pathways and maritime employment.**

Goals – Develop partnerships with 'like-minded' organisations on the mainland to grow UKSA's introductory activities, signposting beneficiaries to the opportunities of careers and skills training in Cowes.

Target Beneficiaries 6 – 16 years. Those in need of confidence and life skills and/or need extra support (for instance SEN, Pupil Premium etc.)

- 4. Maintain adequate free reserves and deliver evidenced-based impact creating a step change in UKSA's fundraising activity and income.**

Goals – Deliver operational surplus in line with long term plans.

- Create sustainable and significant fundraising income to support target beneficiaries: We will diversify income streams and create lasting relationships with funders, and
- Deliver evidence-based research assessment on UKSA's impact. Our overall approach is to be led by the needs of our beneficiaries, focusing on the impact and outcomes on their lives.

Target Beneficiaries – All UKSA beneficiaries and stakeholders.

- 5. Grow UKSA's capacity on the Isle of Wight, whilst developing and maintaining a world-class staff team and facilities.**

Goals – Deliver a capital investment plan to ensure UKSA remains a world-leading maritime training centre

- Expand our Isle of Wight capacity, focusing on East Cowes, and reducing the risk of watersports operations,
- UKSA's resources are fit for purpose and remain a world-leading maritime training and work environment,
- Execute a digital-enabled strategy to significantly improve organisational efficiency, and
- Become a "Best Companies" employer.

Target Beneficiaries - All UKSA beneficiaries and stakeholders.

REPORT OF THE TRUSTEES STRATEGIC REPORT - RISK REVIEW

RISK MANAGEMENT - TRUSTEES:

UKSA operates a formal risk management process at the top of which is the Operational Risk Sub-Committee (ORSC) which meets quarterly. ORSC considers all main risk areas, subject to the paragraph below. It is chaired by a Trustee and comprises two other Trustees as well as members of the Executive Team. The sub-committee also considers any reported incidents in detail. Summaries of the sub-committee's discussions are presented to the main Board at its quarterly meetings.

The risks associated with the new building project were monitored by the Capital Development Sub-Committee insofar that they related to Health & Safety, compliance with planning and other regulations, unforeseen complications in the ground, supplier issues and the business risk of delays overrun. The Financial Risk relating to the project has been a matter for Finance Sub Committee.

A summary of the major risks to the charity is held on a detailed risk register that identifies which scores the operational, financial, governance, compliance and external risks and evaluates the measures that are in place to mitigate them.

The risk register is a regularly updated by management and is reviewed by the ORSC. UKSA has a structured approach to risk, that emphasises the importance of mitigating both the likelihood and the impact of risk. In doing so we adopt a four-tier approach to mitigating risk. Tier 1 comprises measures that are followed at an operational level by individuals and teams as part of their day-to-day work. Our internal audit processes are the mainstay of Tier 2 while at Tier 3, we have the external expertise that supports the risk assurance activities that we do in-house. At Tier 4 are the external inspections and audits that are required to maintain regulatory compliance.

Financial Risk is a matter for the Trustee led Finance Sub-Committee. The charity's main income is derived from maritime training. The main financial risk is a significant downturn in business activity leading to an interruption in sold or fundraised income.

RISK MANAGEMENT - OPERATIONAL:

The predominant operational or reputational risks for the charity are the health and safety of students taking part in UKSA activities on and off the water and the safeguarding of young people and vulnerable adults. Monthly Health and Safety meetings are held for both shoreside and water activity risks, both feeding into a monthly Health and Safety management meeting. Leadership is a key element of safety assurance, and a member of the Executive Team chairs all such meetings.

Stringent operating procedures are in place to minimise the risk of accidents while undertaking activities at UKSA and all instructors undergo a mandatory and rigorous induction programme followed up with regular training. Daily operational meetings are held to assess risk for each day's activities and consider group ability, type of activity and location. This, together with the high level of monitoring from national governing bodies and statutory authorities helps to ensure that safety is paramount at UKSA.

UKSA has a Designated Safeguarding Officer within the Executive Team and holds monthly safeguarding meetings with key staff to review practices and policies. All staff, Trustees and volunteers receive appropriate levels of training in safeguarding for young people and adults deemed to be at risk. A robust safeguarding policy is in place and external expertise is sought where necessary.

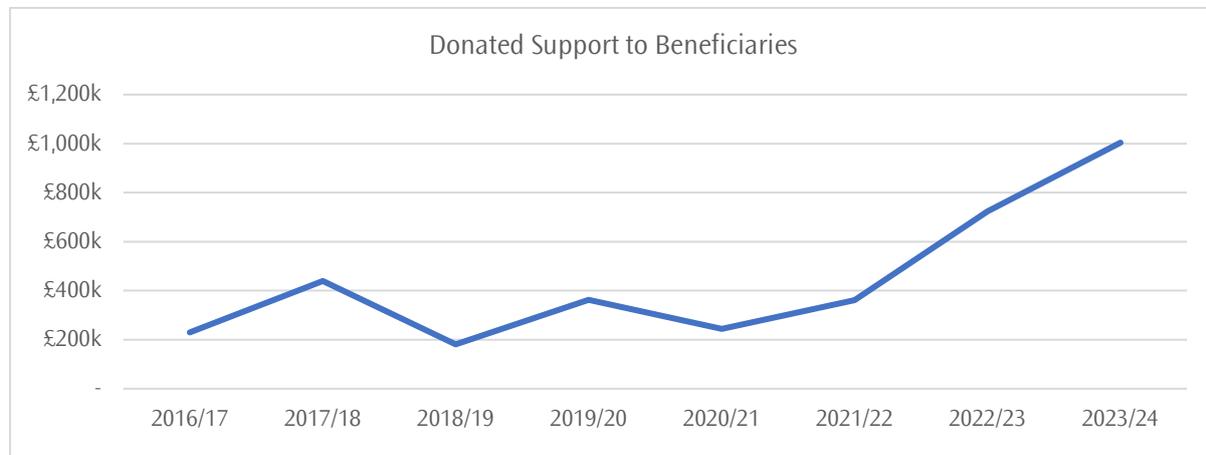
The charity engages with Centor Risk Management to provide a risk consultancy service with a particular emphasis on insured risk, and compliance with policy wordings. In addition, working with our IT partner, PC Consultants, we implemented the measures required to achieve the Cyber Essentials standard that is promoted by the National Cyber Security Centre.

UKSA has a robust critical incident response plan, which was developed with the support and input of the ORSC and our external consultants, Pharos Response, who are specialists in risk and reputation management in the education, youth, travel and adventure sectors and who also provide the charity with 24/7 incident support.

REPORT OF THE TRUSTEES STRATEGIC REPORT – FUNDRAISING REVIEW

FUNDRAISING OVERVIEW:

The charity has secured a number of new funders and greatly benefits from transformational ongoing relationships with key funders. A focus on multi-year funding, sponsorship and major unrestricted donations means that the charity can be agile and react to the needs of charity beneficiaries. Progress in this area is illustrated in the graph below:



HOW WE FUNDRAISE:

UKSA is a medium sized charity that takes a long term, supporter-led relationship approach to its fundraising activities. The fundraising team raise funds to support programme delivery, capital projects and unrestricted income to support the charity in whatever way it needs. UKSA has raised £4.4m for capital projects (Sea.Change building, Training Centre building, Shower Blocks, Yachts and Dinghies) in the last 7 years. UKSA ensures fundraising remains beneficiary focused and impact driven, sharing stories with supporters to bring to life their support.

The charity's small fundraising team is led by an experienced Director of Fundraising and Development. The Chief Executive, wider management team and Trustees also play a significant role in raising funds for the Charity. All partnerships with third parties are managed in line with the Fundraising Regulator and Charity Commission including contracting, reporting and managing their fundraising activities. Furthermore, where a third party is used UKSA asks that the third party adheres to the provisions in the Code of Fundraising Practice where relevant.

The Fundraising Team are supported by a Fundraising Sub-committee, which ensures that all new income generating activity, whether from charitable activities or from fundraising, is carried out in a way that is consistent with UKSA's overall strategic priorities. The Fundraising Team have developed and are implementing a growth strategy, which looks at the future of the fundraising and marketing landscapes, with the following aims:

- Increasing multiyear commitments of support with a focus on unrestricted income
- Launching and growing the Founders' Club for major donors
- Growing strategic corporate partnerships, including within the maritime industry
- Creating an impact focussed communications plan
- Growing community fundraising, challenge events and wider event offerings

FUNDRAISING CONTROLS:

UKSA is a member of the Fundraising Regulator and is committed to the highest standards in fundraising. At all times, we ensure that we are respectful, open, honest and accountable to our supporters and the public. All UKSA's fundraising activities must comply with the Fundraising Regulator's Code of Fundraising Practice for the UK and UKSA adheres to the Code's requirement on handling any breaches of the Code or complaints about UKSA's fundraising activities. There have been no such breaches or complaints reported in the year to 31 January 2024, or subsequently.

UKSA also has a fundraising policy which works alongside charity safeguarding and volunteering policies which sets out our approach to protecting our beneficiaries and supporters. Alongside this, the department works closely with the Trustees to outline their responsibility against the CC20 Funding & Finance Guidance ensuring we continue to fundraise effectively, efficiently, and legally.

REPORT OF THE TRUSTEES STRUCTURE, GOVERNANCE AND MANAGEMENT

UKSA is incorporated as a company limited by guarantee, as defined by the Companies Act 2006, and is governed in accordance with its Memorandum and Articles of Association. The charity is directed by a Board of unpaid Trustees who are also directors for the purposes of the Companies Act 2006. At the end of January 2024, there were eight Trustees. Other than the Founding Member Trustee, Trustees serve for four years, with the possibility of election for a second four-year term. Only under exceptional circumstances are further terms considered, to be reviewed annually thereafter.

UKSA's Chair of Trustees has a maximum set term of four years and can serve a maximum of three such terms. There is an agreed and documented selection process to either re-appoint the existing Chair or select a new Chair, which takes place every four years. The nominations committee, comprising three to five Trustees, conducts the selection process.

The Board is self-appointing, elected on the basis of professional qualities, experience, competence and availability. Trustee training is provided.

The Board meets at least four times a year. Trustees are responsible for the appointment of the Chief Executive, to whom day-to-day management of the organisation is delegated. Trustees work with the Executive Team to develop a long-term strategic plan, progress against which is reviewed with them at annual strategy and development meetings. The Board also reviews and approves the Executive's annual business plan and budget. At quarterly Governance meetings, the Board addresses governance matters and assesses the charity's performance with the Executive Team. Additionally, the Chief Executive holds regular conference calls with the Board on any matters arising.

The Board has established standing Sub-Committees to provide specific oversight, advice and recommendations. Sub-Committees are made up of at least two Trustees, as well as Executive Team members and external advisors as required.

- The Finance Sub-Committee monitors the effectiveness of the charity's financial controls and reporting, considers key areas of financial risk and compliance, reviews the audit process and has a key role in the control of financial planning, investments and pensions.
- The Operational Risk Sub-Committee, which monitors all areas of risk to the charity other than financial risk, reviews incident reports and scrutinises the risk management system.
- The Reward Sub-Committee reviews the remuneration and benefits for the CEO and makes recommendations to the Board with regard to criteria for pay awards and benchmarking.
- The Fundraising Sub-Committee ensures consistency of focus and approach across all Course Delivery and Fundraised streams of income.

UKSA has a wholly owned non-charitable subsidiary, UKSA Trading Limited, who activities include recreation and leisure activities.

REPORT OF THE TRUSTEES STATEMENT OF TRUSTEES' RESPONSIBILITIES

UKSA's Trustees are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Trustees to prepare financial statements for each financial year. Under that law the Trustees have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of the affairs of the Charity and of the surplus or deficit of the Charity for that period. In preparing these financial statements the Trustees are required to:

- select suitable accounting policies and apply them consistently,
- observe methods and principles in the Charities SORP,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that the company will continue in operation.

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

The Trustees are responsible for the maintenance and integrity of the corporate and financial information included in the charity's website. Legislation in England/Wales governing the preparation and dissemination of financial statements and other information included in Annual Reports may differ from legislation in other jurisdictions.

In so far as we are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITORS

The auditors will be proposed for re-appointment in accordance with the Companies Act 2006 at the Annual General Meeting of the Board.

In approving the Report of the Trustees, the Trustees are also approving the Strategic Report included here in their capacity as the company's directors.

ON BEHALF OF THE BOARD:



Richard Stokes CBE, Chair of Trustees

14 June 2024

**UK SAILING ACADEMY (UKSA)
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UK SAILING ACADEMY**

Independent Auditor's Report to the Members of UK Sailing Academy

Opinion

We have audited the financial statements of UK Sailing Academy (the "charitable company") and its subsidiary (the "group") for the year ended 31 January 2024 which comprise Consolidated Statement of Financial Activities, the Group and Parent Charitable Company Balance Sheets, the Consolidated Statement of Cashflows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the charitable company's affairs as at 31 January 2024 and of the group's incoming resources and application of resources, including its income and expenditure for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

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

Conclusions relating to going concern

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

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

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

Other information

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

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

We have nothing to report in this regard.

UK SAILING ACADEMY (UKSA) INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UK SAILING ACADEMY

Opinions on other matters prescribed by the Companies Act 2006

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

- the information given in the trustees' report, which includes the directors' report and the strategic report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report included within the trustees' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the charitable company and their environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report included within the trustees' report.

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

- the parent company has not kept adequate accounting records; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement set out on page 18, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We identified and assessed the risks of material misstatement of the financial statements from irregularities, whether due to fraud or error, and discussed these between our audit team. We then designed and performed audit procedures responsive to those risks, including obtaining audit evidence sufficient and appropriate to provide a basis for our opinion.

We obtained an understanding of the legal and regulatory frameworks within which the charitable company and group operates, focusing on those laws and regulations that have a direct effect on the determination of material amounts and disclosures in the financial statements. The laws and regulations we considered in this context were the Companies Act 2006 together with the Charities SORP (FRS102) 2019. We assessed the required compliance with these laws and regulations as part of our audit procedures on the related financial statement items.

**UK SAILING ACADEMY (UKSA)
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UK SAILING ACADEMY**

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which might be fundamental to the charitable company's and group's ability to operate or to avoid a material penalty. We also considered the opportunities and incentives that may exist within the charitable company and group for fraud. The laws and regulations we considered in this context were Charity Commission regulations health and safety legislation, General Data Protection Regulation (GDPR), Royal Yachting Association (RYA) regulation and Maritime and Coastguard Agency (MCA)/International Association of Marine Investigators (IAMI) regulations.

Auditing standards limit the required audit procedures to identify non-compliance with these laws and regulations to enquiry of the Trustees and other management and inspection of regulatory and legal correspondence, if any.

We identified the greatest risk of material impact on the financial statements from irregularities, including fraud, to be within the recognition of certain income streams and the override of controls by management. Our audit procedures to respond to these risks included enquiries of management and the Finance, Risk, Audit and Assurance Committee about their own identification and assessment of the risks of irregularities, sample testing on the posting of journals and the certain income streams, reviewing accounting estimates for biases, reviewing regulatory correspondence with the Charity Commission and reading minutes of meetings of those charged with governance.

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations (irregularities) is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it. In addition, as with any audit, there remained a higher risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. We are not responsible for preventing non-compliance and cannot be expected to detect non-compliance with all laws and regulations.

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

Use of our report

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Janette Joyce
Senior Statutory Auditor
For and on behalf of
Crowe U.K. LLP
Statutory Auditor
Reading

19 June 2024

Consolidated statement of financial activities for the year ended 31 January 2024

(Incorporating income and expenditure account)

		Unrestricted Funds £000's	Restricted Funds £000's	TOTAL 2023/24 £000's	TOTAL 2022/23 £000's
INCOME FROM:					
Donations, Legacies and Grants	2	882	238	1,120	957
Charitable Activities	3	7,101	-	7,101	6,566
Trading Activities	4	209	-	209	195
Government Support	5	-	-	-	19
Investments	6	50	-	50	20
Total income		8,242	238	8,480	7,757
EXPENDITURE ON:					
Raising funds:					
Trading Activities	4	126	-	126	124
Expenditure on raising funds	7	234	-	234	194
Charitable Activities	8	7,694	-	7,694	6,978
Total expenditure		8,054	-	8,054	7,296
Net income		188	238	426	461
Transfers between funds	22	250	(250)	-	-
Net movement in funds		438	(12)	426	461
RECONCILIATION OF FUNDS:					
Total funds brought forward		7,453	178	7,631	7,170
TOTAL FUNDS CARRIED FORWARD	22	7,891	166	8,057	7,631

Continuing operations

All of the charity's activities are continuing. There were no gains or losses other than those shown above.

Full comparatives for the year to 31 January 2023 are shown in note 27.

The notes on pages 26 to 43 form part of these financial statements.

Group balance sheet as at 31 January 2024

	Notes	Unrestricted Funds £000's	Restricted Funds £000's	TOTAL 2023/24 £000's	TOTAL 2022/23 £000's
FIXED ASSETS	21	8,970	-	8,970	8,531
CURRENT ASSETS					
Stocks	15	153	-	153	148
Debtors: Amounts falling due after more than one year	16	368	-	368	317
Debtors: Amounts falling due within one year	16	1,095	-	1,095	1,182
Short Term Deposit Accounts	17	1,310	-	1,310	1,270
Cash at bank and in hand	17	348	166	514	624
		3,274	166	3,440	3,541
CREDITORS					
Amounts falling due within one year	18	(3,037)	-	(3,037)	(3,052)
NET CURRENT ASSETS		237	166	403	489
TOTAL ASSETS		9,207	166	9,373	9,020
CREDITORS					
Amounts falling due after more than one year	19	(1,316)	-	(1,316)	(1,389)
NET ASSETS		7,891	166	8,057	7,631
FUNDS	22				
<i>Unrestricted funds;</i>					
Designated tangible fixed asset fund (net of secured bank loan)				7,595	7,095
Unrestricted general funds				296	358
				7,891	7,453
<i>Restricted funds;</i>					
Restricted bursary funds				166	178
Restricted capital fund				-	-
				166	178
TOTAL FUNDS				8,057	7,631

The notes on pages 26 to 43 form part of these financial statements.

The financial statements were approved and authorised for issue by the Board of Trustees on 14 June 2024.

And were signed on its behalf by:



Richard Stokes CBE
Chair of Trustees
14 June 2024
Registered Company Number: 02251024

Company balance sheet as at 31 January 2024

	Notes	Unrestricted Funds £000's	Restricted Funds £000's	TOTAL 2023/24 £000's	TOTAL 2022/23 £000's
FIXED ASSETS	21	8,970	-	8,970	8,531
CURRENT ASSETS					
Stocks	15	151	-	151	145
Debtors: Amounts falling due after more than one year	16	368	-	368	317
Debtors: Amounts falling due within one year	16	1,092	-	1,092	1,181
Short Term Deposit Accounts	17	1,310	-	1,310	1,270
Cash at bank and in hand	17	346	166	512	622
		3,267	166	3,433	3,535
CREDITORS					
Amounts falling due within one year	18	(3,030)	-	(3,030)	(3,046)
NET CURRENT ASSETS / (LIABILITIES)		237	166	403	489
TOTAL ASSETS		9,207	166	9,373	9,020
CREDITORS					
Amounts falling due after more than one year	19	(1,316)	-	(1,316)	(1,389)
NET ASSETS		7,891	166	8,057	7,631
FUNDS	22				
<i>Unrestricted funds:</i>					
Designated tangible fixed asset fund (net of secured bank loan)				7,595	7,095
Unrestricted general funds				296	358
				7,891	7,453
<i>Restricted funds:</i>					
Restricted bursary funds				166	178
Restricted capital fund				-	-
				166	178
TOTAL FUNDS				8,057	7,631

The surplus for the financial year 2023/24 dealt with in the financial statements of the parent charity was £426k (2022/23: £461k).

The financial statements were approved and authorised for issue by the Board of Trustees on 14 June 2024.

And were signed on its behalf by:



Richard Stokes CBE
Chair of Trustees
14 June 2024
Registered Company Number: 02251024

Consolidated statement of cash flow for the year ended 31 January 2024

	Notes	2023/24 £000's	2022/23 £000's
NET CASH PROVIDED BY OPERATING ACTIVITIES	A	931	223
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		50	20
Interest paid and fees		(74)	(76)
Purchase of tangible fixed assets		(916)	(2,266)
		(940)	(2,322)
CASH FLOWS FROM FINANCING ACTIVITIES			
Secured bank loan repaid in year		(61)	(64)
MANAGEMENT OF LIQUID FUNDS			
Short term deposit account transfers		(40)	234
(Decrease)/Increase in cash in the year	B	(110)	(1,929)

NOTE A - RECONCILIATION OF NET CASH PROVIDED BY OPERATING ACTIVITIES

Net income	426	461
Depreciation charges	477	410
Interest received	(50)	(20)
Interest paid and charges	74	76
(Increase)/Decrease in stocks	(5)	(32)
Decrease/(Increase) in debtors	36	(349)
(Decrease)/Increase in creditors	(27)	(323)
Net cash provided by operating activities	931	223

NOTE B - RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

(Decrease)/Increase in cash in the year	(110)	(1,929)
(Decrease)/Increase in short term deposits	40	(234)
Secured bank loan repaid in year	61	64
Change in net cash	(9)	(2,099)
Net cash at 1 February	458	2,557
Net cash at 31 January	449	458

ANALYSIS OF CHANGE IN CASH AND CASH EQUIVALENTS

	At 1st Feb 23 £000's	Cashflow £000's	At 31st Jan 24 £000's
Cash at bank and in hand	624	(110)	514
Short term deposit accounts	1,270	40	1,310
Loans	(1,436)	61	(1,375)
Total	458	(9)	449

Notes to the financial statements for the year ended 31 January 2024

UK Sailing Academy is an incorporated charity (number 299248) and company (number 02251024) with its registered office at Arctic Road, Cowes, Isle of Wight PO31 7PQ and is incorporated and domiciled in the UK.

1 ACCOUNTING POLICIES

a) Basis of preparation

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) (effective 1 January 2019) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

UKSA meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

b) Going concern

In their assessment of going concern, the trustees have considered the impact of the current economic climate on the charity. Supported by the management team, they have throughout the year considered the cash, reserves and net asset position of the charity (I&E, Cashflow and balance sheet forecasts and reviewed on a rolling basis). Based on these considerations the Trustees consider that the going concern basis for the charity is appropriate.

The trustees are confident that the management team will continue to mitigate financial risks effectively by actively managing liquidity and by carefully controlling income and expenditure.

c) Group accounts

The accounts have been consolidated to include the results of the charity's trading subsidiary, which has the same year-end. No separate profit and loss account is presented for UK Sailing Academy as permitted by Section 408 of the Companies Act 2006. The parent company's surplus for the year was £426k (2022/23: £461k).

d) Income

All income is included on the Statement of Financial Activities when the charity is legally entitled to the income and the amount can be quantified with reasonable accuracy. Voluntary income is credited to the income and expenditure account on a received basis, apart from income that covers a specific period of time ending after 31 January 2024, the deferred part of the income being shown within creditors. Income from the charitable activities is recognised on an accruals basis, and income relating to courses which commence after the balance sheet date is deferred to future accounting periods.

e) Expenditure

All expenditure is accounted for on an accruals basis and allocated to the appropriate heading in the accounts. Grants offered subject to conditions which have not been met at the year-end date are noted as a commitment but not accrued as expenditure. Support costs are allocated between the activities of the charity on a percentage basis in line with the income and activity levels of those activities.

Included within charitable activity are governance costs. Governance costs are those costs associated with the governance arrangements including external and internal audit and legal advice for Trustees, rather than the day-to-day management of the charity.

Notes to the financial statements for the year ended 31 January 2024 (continued)

f) Debtors

Trade and other debtors are recognised at the settlement amount due after any trade discount offered. Prepayments are valued at the amount prepaid net of any trade discounts due.

g) Cash and cash equivalents

Cash is represented by cash in hand and short term highly liquid investments with a short maturity of 95 days or less from the date of acquisition or opening of the deposit or similar account. This has been split accordingly on the face of the balance sheet.

h) Creditors and provisions

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount after allowing for any trade discounts due.

i) Intangible fixed assets

The company capitalises purchases of intangible assets where the value is over £1k and the useful economic life is at least three years. Amortisation is provided on all intangible fixed assets using the straight-line method designed to write off each asset over its expected useful economic life. The expected useful life of the company's intangible fixed assets is 10 years.

The company reviews its intangible fixed assets on an annual basis and will consider an impairment of those assets where the carrying amount (net book value) of the asset is higher than its recoverable amount; the recoverable amount being defined as the higher of the amount that could be obtained by selling the asset (Net Realisable Value), and the amount that could be obtained by using the asset (Value in Use).

i) Tangible fixed assets

The company capitalises purchases of tangible assets where the value is over £1k and the useful economic life is at least three years. Depreciation is provided on all tangible fixed assets using the straight-line method designed to write off each asset over its expected useful economic life. It is the company's policy to determine the expected useful life of each asset individually, ranging from 3 to 100 years.

The company reviews its tangible fixed assets on an annual basis and will consider an impairment of those assets where the carrying amount (net book value) of the asset is higher than its recoverable amount; the recoverable amount being defined as the higher of the amount that could be obtained by selling the asset (Net Realisable Value), and the amount that could be obtained by using the asset (Value in Use).

j) Impairment of buildings

Buildings are held at historic cost. This value is subject to the requirement to test assets for impairment in accordance with section 27 of FRS102.

The company will get a land and buildings valuation done at least every 10 years to confirm no impairment is requirement, with a directors' assessment in the interim. The last valuation was performed by Jones Lang LaSalle in 2021 and showed no impairment was required.

k) Stocks

Stocks of bought in goods are stated at the lower of cost and net realisable value. Stocks held include Provisions, Bar, Vending, Merchandise, Clothing and Red Funnel ferry tickets.

Stocks also include inventory items held for free distribution to beneficiaries in furtherance of charitable activities (e.g., boards, masts, sails, wetsuits, paddles, buoyancy aids etc.). Inventory is written down (impaired) to nil value over a three-year period.

Notes to the financial statements for the year ended 31 January 2024 (continued)

l) Taxation

The charity is exempt from corporation tax on its charitable activities. Irrecoverable VAT is recognised as an expense in the Statement of Financial Activities within training and education expenditure. The trading subsidiary has not incurred a tax charge as it gifts all profits to the charity.

m) Pensions

The charity does not operate a defined benefit pension scheme. UKSA auto-enrolled eligible employees with the National Employment Savings Trust (NEST) as the provider for its workplace pension. During 2023/24 UK Sailing Academy contributions of £69k (2022/23: £62k) were recognised in the Statement of Financial Activities (see Note 13).

n) Leased assets

Instalments on operating lease contracts are charged on a straight-line basis over the lease life.

o) Fund accounting

General funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity and which have not been designated for other purposes.

Restricted funds are subject to specific conditions laid down by donors as to how they may be used, or which have been raised by the charity for particular purposes. The aim and use of each restricted fund are set out in the notes to the financial statements.

p) Financial instruments

The charity has financial assets and liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value. Note 20 provides more information in respect of this area.

q) Key judgements and estimates

In the application of the charity's accounting policies, which are described in note 1, Trustees are required to make judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources.

The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

The Trustees consider that there are no material judgements in applying accounting policies or key sources of estimation uncertainty.

Notes to the financial statements for the year ended 31 January 2024 (continued)

2	DONATIONS AND LEGACIES	2023/24	2022/23
		£000's	£000's
	Donations (Revenue)	1,004	719
	Donations (Capital)	116	234
	Grant funding	-	4
		1,120	957
		1,120	957
3	INCOME FROM CHARITABLE ACTIVITIES	2023/24	2022/23
		£000's	£000's
	Youth Development programmes	8	-
	Schools and groups	1,356	1,185
	Careers courses for employment	3,336	2,994
	Professional training	1,620	1,589
	Recreational training	299	318
	Total income for training activities	6,619	6,086
	Student services and site income	324	295
	Lost deposits	158	185
		7,101	6,566
		7,101	6,566

Income in respect of courses that commence after the balance sheet date is deferred and recognised over the period during which the course takes place. An analysis of deferred income is shown below:

	2023/24	2022/23
	£000's	£000's
Gross income from charitable activities	6,926	6,658
Amounts deferred last year that have been released in the current year	2,338	2,246
Amounts deferred to future periods	(2,163)	(2,338)
	7,101	6,566
	7,101	6,566

Notes to the financial statements for the year ended 31 January 2024 (continued)

4 INVESTMENT IN TRADING COMPANY

UK Sailing Academy holds 100% of the share capital of UKSA Trading Limited (registered office – Arctic Road, Cowes, Isle of Wight PO31 7PG – Registered Company No. 06276835) which is responsible for the provision of commercial services on behalf of the charity.

The charity's investment in the trading company was as follows:	2023/24	2022/23
	£	£
UKSA Trading Limited	<u>1</u>	<u>1</u>

The subsidiary is registered in England and Wales and pays under gift aid its entire profits as computed for corporation tax purposes to the charity. Its results and balance sheet are as follows:

Profit and Loss Account	2023/24	2022/23
	£000's	£000's
Income	209	195
Cost of sales	(126)	(124)
Gross profit	<u>83</u>	<u>71</u>
Administration expenses	(72)	(59)
	<u>11</u>	<u>12</u>
Amount payable under gift aid to the charity	<u>(11)</u>	<u>(12)</u>
Retained in subsidiary	<u>-</u>	<u>-</u>
Balance sheet		
Current assets	11	7
Current liabilities	(11)	(7)
	<u>-</u>	<u>-</u>
Share Capital (<i>Total Share Capital = £1</i>)	<u>-</u>	<u>-</u>

A UKSA members' resolution was passed in 2019 for the purpose of the continuance of the Gift Aiding of the profits of UKSA Trading Limited to UK Sailing Academy annually on the 31st January, until further notice.

The gift aid payment of £11k (2022/23: £12k) and management charge of £72k (2022/23: £59k) payable to UK Sailing Academy has been eliminated upon consolidation.

Notes to the financial statements for the year ended 31 January 2024 (continued)

5	GOVERNMENT SUPPORT	2023/24	2022/23		
		£000's	£000's		
	Kickstart Scheme Income	-	10		
	IOW Council LRS Grant	-	9		
		<u>-</u>	<u>19</u>		
6	INVESTMENT INCOME	2023/24	2022/23		
		£000's	£000's		
	Deposit account interest	50	20		
		<u>50</u>	<u>20</u>		
7	EXPENDITURE ON RAISING FUNDS	2023/24	2022/23		
		£000's	£000's		
	Fundraising pay costs	184	161		
	Fundraising non-pay costs	50	33		
		<u>234</u>	<u>194</u>		
8	EXPENDITURE ON CHARITABLE ACTIVITIES				
		Training Costs	Support Costs	Admin, Sales and Marketing Costs	Total
		2023/24	2023/24	2023/24	2023/24
		£000's	£000's	£000's	£000's
	Youth Development programmes	80	4	2	86
	Schools and Groups	526	696	313	1,535
	Careers courses for employment	1,518	1,711	770	3,999
	Professional training	473	831	374	1,678
	Recreational training	174	153	69	396
		<u>2,771</u>	<u>3,395</u>	<u>1,528</u>	<u>7,694</u>
		Training Costs	Support Costs	Admin, Sales and Marketing Costs	Total
		2022/23	2022/23	2022/23	2022/23
		£000's	£000's	£000's	£000's
	Youth Development programmes	57	77	33	167
	Schools and Groups	394	733	288	1,415
	Careers courses for employment	1,367	1,565	685	3,617
	Professional training	472	569	339	1,380
	Recreational training	162	169	68	399
		<u>2,452</u>	<u>3,113</u>	<u>1,413</u>	<u>6,978</u>

Notes to the financial statements for the year ended 31 January 2024 (continued)

9 SUPPORT, ADMINISTRATION & SALES AND MARKETING COSTS

	2023/24 £000's	2022/23 £000's
Delivery Teams	163	139
Depreciation & Write down	565	473
Site costs	699	665
Catering	675	608
Operations and Customer Support	363	317
Yacht, Fleet and Vehicle Maintenance	387	367
VAT	247	247
Other	296	297
Total Support Costs	3,395	3,113
Administration Costs	801	671
Sales and Marketing Costs	693	703
Interest Payable	34	39
Total Support Costs	1,528	1,413
	4,923	4,526

10 GOVERNANCE COSTS

	2023/24 £000's	2022/23 £000's
Auditors' remuneration	19	17
Company Secretary	11	11
Travel and Subsistence	2	1
Legal and other professional fees	2	-
	34	29

11 NET MOVEMENT IN FUNDS

	2023/24 £000's	2022/23 £000's
Net movement in funds is stated after charging:		
Auditors' remuneration for statutory work	19	17
Operating lease rental for IT and vehicles	61	76
Interest paid and charges	74	76
Depreciation - owned assets	477	410
	477	410

12 TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 31 January 2024 (2022/23: £nil). Travelling expenses are reimbursed, if claimed, to trustees. In 2023/24 this was £2k (2021/22: £1k).

Notes to the financial statements for the year ended 31 January 2024 (continued)

13 STAFF COSTS

The average number of full-time equivalent staff employed by the charity during the financial year amounted to:

	2023/24 Total No.	2023/24 FTE No.	2022/23 Total No.	2022/23 FTE No.
Directly involved in achieving charitable objectives	135	112	125	102
Management and financial administration of the charity	10	10	10	10
	145	122	135	112

The aggregate payroll costs of the above were:

	2023/24 £000's	2022/23 £000's
Wages and salaries	3,451	3,097
Social security	285	271
Pension	69	62
	3,805	3,430

The number of employees whose emoluments exceeded £60,000 was:

	2023/24 No.	2022/23 No.
£60,000 to £69,999	2	2
£70,000 to £79,999	1	-
£80,000 to £89,999	1	-
£90,000 to £99,999	-	1
£100,000 to £110,000	1	-

Employer Pension Contributions for the above individuals were £13k (2022/23: £8k).

During the year termination payments of £2k (2022/23: £nil) were made.

14 EXECUTIVE REMUNERATION

The total remuneration, benefits and pensions paid to the key management personnel in the year was £461k (2022/23: £431k). The key management personnel in the year were the Chief Executive, Director of Finance and Risk, Director of Sales and Marketing (previously Director of Marketing & Business Development), Director of Training and Operations, and Director of Fundraising & Development.

15 STOCK

	2023/24 £000's	2022/23 £000's
Stock for resale (trading)	2	3
Inventories (charity)	151	145
Group stocks held	153	148

Notes to the financial statements for the year ended 31 January 2024 (continued)

16 DEBTORS

	Group 2023/24 £000's	Group 2022/23 £000's	Charity 2023/24 £000's	Charity 2022/23 £000's
Trade debtors for courses	514	679	511	678
Other debtors	587	538	587	538
Prepayments and accrued income	384	333	384	333
Bad debt provision for other debtors	(22)	(51)	(22)	(51)
	1,463	1,499	1,460	1,498

Included within other debtors is a total of £387k (2022/23 £361k) relating to repayable bursary amounts due over 1 year.

Also included within other debtors is a total of £2k (2022/23 £6k) relating to cycle to work scheme repayable amounts due over 1 year.

Included within bad debt provision for other debtors is a total of (£21k) (2022/23 (£50k)) relating to repayable bursary amounts due over 1 year.

17 CASH AND CASH EQUIVALENTS

	Group 2023/24 £000's	Group 2022/23 £000's	Charity 2023/24 £000's	Charity 2022/23 £000's
Bank current accounts	507	616	505	616
Bank deposit accounts	1,310	1,272	1,310	1,270
Petty cash	1	1	1	1
Pre-paid expense cards	6	5	6	5
	1,824	1,894	1,822	1,892

18 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 2023/24 £000's	Group 2022/23 £000's	Charity 2023/24 £000's	Charity 2022/23 £000's
Trade creditors	489	321	484	316
Due to subsidiary undertaking	-	-	4	1
Social security and other taxes	79	62	79	62
Secured bank loan	62	60	62	60
Other creditors	51	61	51	61
Accruals and deferred income	2,356	2,548	2,350	2,546
	3,037	3,052	3,030	3,046

Included within trade creditors is a total of £93k (2022/23: £93k) relating to retentions of the main build capital project.

Included within accruals and deferred income is a total of £1,975k (2022/23: £2,123k) relating to amounts invoiced in advance of the commencement of training courses.

Notes to the financial statements for the year ended 31 January 2024 (continued)

19 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR:

	Group 2023/24 £000's	Group 2022/23 £000's	Charity 2023/24 £000's	Charity 2022/23 £000's
Secured bank loan	1,313	1,376	1,313	1,376
Accruals and deferred income	3	13	3	13
	1,316	1,389	1,316	1,389

The amounts held within accruals and deferred income relates to amounts invoiced in advance of the commencement of training courses of £3k (2022/23: £13k).

The group has a bank loan with NatWest which is secured by a fixed and floating charge over the property and assets of the group. The balance of the loan at 31 January 2024 is £1,375k. The loan has interest charged at 2.44% for a fixed period (60 months until February 2026) thereafter at 2.09% over Base Rate for the remaining period. The loan is due for final repayment in January 2042.

The maturity of the bank loan has been analysed as follows:

	Net Repayments 2023/24 £000	Net Repayments 2022/23 £000
Within one year	62	60
1-2 years	63	62
2-5 years	196	193
Greater than 5 years	1,054	1,121
	1,375	1,436

In addition, deferred income has been analysed as follows:

	Group 2023/24 £000's	Group 2022/23 £000's	Charity 2023/24 £000's	Charity 2022/23 £000's
Deferred income at 1 February	2,338	2,246	2,338	2,240
Applied during the year	(2,338)	(2,246)	(2,338)	(2,240)
Released during the year	2,163	2,338	2,157	2,338
Deferred income at 31 January	2,163	2,338	2,157	2,338

Notes to the financial statements for the year ended 31 January 2024 (continued)

20 FINANCIAL INSTRUMENTS

Financial assets held at amortised cost are trade debtors, other debtors, accrued income, amount owed by group companies and cash held at bank. Note this excludes stock and prepayments.

Financial liabilities held at amortised cost are trade creditors, accruals, bank loan and amounts owed by group companies. This excludes deferred income and social security and other taxes.

Group	2023/24	2022/23
	£000's	£000's
Financial assets measured at amortised cost	3,067	3,234
Financial liabilities measured at amortised cost	(2,113)	(2,041)
	<u>2023/24</u>	<u>2022/23</u>
	<u>£000's</u>	<u>£000's</u>
Total interest income for financial assets held at amortised cost	50	20
	<u>2023/24</u>	<u>2022/23</u>
	<u>£000's</u>	<u>£000's</u>
Charity	2023/24	2022/23
	£000's	£000's
Financial assets measured at amortised cost	3,062	3,231
Financial liabilities measured at amortised cost	(2,110)	(2,037)
	<u>2023/24</u>	<u>2022/23</u>
	<u>£000's</u>	<u>£000's</u>
Total interest income for financial assets held at amortised cost	50	20

Notes to the financial statements for the year ended 31 January 2024 (continued)

21 FIXED ASSETS

	Assets under course of construction	Freehold land and buildings	Leasehold buildings	Swimming pool	Equipment and Training Aids
	£000's	£000's	£000's	£000's	£000's
COST					
As at 1 February 2023	54	7,542	316	200	1,266
Additions	18	372	-	-	226
Transfer	(38)	-	-	-	-
As at 31 January 2024	34	7,914	316	200	1,492
DEPRECIATION					
As at 1 February 2023	-	503	54	200	871
Charge for year	-	167	14	-	84
As at 31 January 2024	-	670	68	200	955
NET BOOK VALUE					
As at 31 January 2024	34	7,244	248	-	537
As at 31 January 2023	54	7,039	262	-	395

	Motor vehicles	Yachts and training fleet	Intangible Assets	Totals
	£000's	£000's	£000's	£000's
COST				
As at 1 February 2023	19	1,991	89	11,477
Additions	-	282	18	916
Transfer	-	38	-	-
As at 31 January 2024	19	2,311	107	12,393
DEPRECIATION				
As at 1 February 2023	14	1,296	8	2,946
Charge for year	2	200	10	477
As at 31 January 2024	16	1,496	18	3,423
NET BOOK VALUE				
As at 31 January 2024	3	815	89	8,970
As at 31 January 2023	5	695	81	8,531

Notes to the financial statements for the year ended 31 January 2024 (continued)

22 MOVEMENT IN FUNDS

	As at 1 Feb 23 £000's	Net Movement in funds £000's	Transfers between Funds £000's	As at 31 Jan 24 £000's
Unrestricted funds				
Fixed assets fund	7,095	(476)	976	7,595
General fund	358	653	(715)	296
Trading activities	-	11	(11)	-
	7,453	188	250	7,891
Restricted funds				
Restricted capital fund	-	116	(116)	-
Stephen Thomas Bursary	23	63	(36)	50
Noel Lister Memorial Fund	59	3	(26)	36
Milo Hanlon Fund	39	-	(5)	34
Will Black Fund	16	-	(5)	11
Seafarer's	41	1	(7)	35
Polly Birch Fund	-	-	-	-
Trinity House Fund	-	55	(55)	-
	178	238	(250)	166
TOTAL FUNDS	7,631	426	-	8,057

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

	Incoming resources £000's	Resources expended £000's	Movement in funds £000's
Unrestricted funds			
Fixed asset fund	-	(476)	(476)
General fund	8,033	(7,380)	653
Trading activities	209	(198)	11
	8,242	(8,054)	188
Restricted funds			
Restricted capital fund	116	-	116
Stephen Thomas Bursary	63	-	63
Noel Lister Memorial Fund	3	-	3
Milo Hanlon Fund	-	-	-
Will Black Fund	-	-	-
Seafarer's	1	-	1
Polly Birch Fund	-	-	-
Trinity House Fund	55	-	55
	238	-	238
TOTAL FUNDS	8,480	(8,054)	426

Notes to the financial statements for the year ended 31 January 2024 (continued)

22 MOVEMENT IN FUNDS (PRIOR YEAR COMPARATIVES)

	As at 1 Feb 22 £000's	Net Movement in funds £000's	Transfers between Funds £000's	As at 31 Jan 23 £000's
Unrestricted funds				
Fixed assets fund	5,175	(410)	2,330	7,095
General fund	308	562	(512)	358
Trading activities	-	12	(12)	-
	5,483	164	1,806	7,453
Restricted funds				
Restricted capital fund	1,337	234	(1,571)	-
Stephen Thomas Bursary	42	-	(19)	23
Noel Lister Memorial Fund	194	1	(136)	59
Milo Hanlon Fund	34	1	4	39
Will Black Fund	14	-	2	16
Seafarer's	58	1	(18)	41
Polly Birch Fund	8	-	(8)	-
Trinity House Fund	-	60	(60)	-
	1,687	297	(1,806)	178
TOTAL FUNDS	7,170	461	-	7,631

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

	Incoming resources £000's	Resources expended £000's	Movement in funds £000's
Unrestricted funds			
Fixed asset fund	-	(410)	(410)
General fund	7,265	(6,703)	562
Trading activities	195	(183)	12
	7,460	(7,296)	164
Restricted funds			
Restricted capital fund	234	-	234
Stephen Thomas Bursary	-	-	-
Noel Lister Memorial Fund	1	-	1
Milo Hanlon Fund	1	-	1
Will Black Fund	-	-	-
Seafarer's	1	-	1
UKSA Assisted Funding	-	-	-
Polly Birch Fund	60	-	60
Trinity House Fund	297	-	297
TOTAL FUNDS	7,757	(7,296)	461

Notes to the financial statements for the year ended 31 January 2024 (continued)

Unrestricted funds

- A) The fixed asset fund shows the net book value of unrestricted fixed assets (net of secured bank loan). Net movement in funds are represented by the net of profit/ (loss) on disposal, impairment and depreciation £476k (2022/23: £410k). Transfers are represented by net capital expenditure of £916k plus the in-year reduction of secure bank loan £61k.
- B) The unrestricted general fund represents funds which are freely available for use by the charity, including those generated from trading activities.
- Net movements in funds are represented by all Income and Expenditure movements not already represented by movements on other reserves of £653k (2022/23: (£562k)). Transfers are the sum of net working capital movements excluding transfers on other reserves of (£715k) (2022/23: (£512k)).
- C) The trading activities fund is represented by the wholly owned subsidiary UKSA Trading Ltd profit / (loss). For the year 2023/24 UKSA Trading Ltd returned a profit of £11k (2022/23: £12k) which was transferred to the UK Sailing Academy's unrestricted general fund in the same year.

Restricted funds

- A) A restricted Capital Fund was set up in 2015/16 to hold donations that are specifically to fund capital works required. In 2023/24 £116k net income was received (2022/23 £234k) less (£116k) capital expenditure in the year (2022/23: (£1,571k)).
- B) The Stephen Thomas Bursary was set up in memory of Stephen Thomas to provide sailing and seamanship experiences for young people between the ages of 16 and 20.
- C) The Noel Lister Memorial Fund was set up in memory of Noel (the founder of UKSA) to provide sailing and seamanship experiences for young people.
- D) The Milo Hanlon Fund was set up in memory of Milo who was a student at UKSA in 2012. The fund provides assistance to young people wishing to undertake professional training for employment.
- E) The William Black Fund was set up in 2016 in memory of Will. The fund provides financial support to individuals with a desire to enter the maritime sector.
- F) The Seafarer's fund was set up in 2017/18. The fund provides assistance to young people wishing to undertake professional training for employment.
- G) The Polly Birch fund was set up in 2017/18. This fund was set-up in memory of Polly Birch to provide watersports experiences for school children through capital and revenue donations.
- H) The Trinity fund was set up in 2011. The fund provides assistance to young people wishing to undertake professional training for employment.

Notes to the financial statements for the year ended 31 January 2024 (continued)

23 ANALYSIS OF NET ASSETS BETWEEN FUNDS – GROUP

Group	Unrestricted Funds General £000's	Unrestricted Funds Designated £000's	Restricted Funds £000's	Total funds as at 31 Jan 24 £000's
Fixed assets	-	8,970	-	8,970
Current assets	3,274	-	166	3,440
Creditors due in less than one year	(2,975)	-	-	(2,975)
Creditors due in more than one year	(3)	-	-	(3)
Secured Bank Loan due in less than one year	-	(62)	-	(62)
Secured Bank Loan due in more than one year	-	(1,313)	-	(1,313)
	296	7,595	166	8,057

ANALYSIS OF NET ASSETS BETWEEN FUNDS – GROUP (PRIOR YEAR COMPARATIVES)

Group	Unrestricted Funds General £000's	Unrestricted Funds Designated £000's	Restricted Funds £000's	Total funds at 31 Jan 23 £000's
Fixed assets	-	8,531	-	8,531
Current assets	3,363	-	178	3,541
Creditors due in less than one year	(2,992)	-	-	(2,992)
Creditors due in more than one year	(13)	-	-	(13)
Secured Bank Loan due in less than one year	-	(60)	-	(60)
Secured Bank Loan due in more than one year	-	(1,376)	-	(1,376)
	358	7,095	178	7,631

ANALYSIS OF NET ASSETS BETWEEN FUNDS – CHARITY

Charity	Unrestricted Funds General £000's	Unrestricted Funds Designated £000's	Restricted Funds £000's	Total funds as at 31 Jan 24 £000's
Fixed assets	-	8,970	-	8,970
Current assets	3,267	-	166	3,433
Creditors due in less than one year	(2,968)	-	-	(2,968)
Creditors due in more than one year	(3)	-	-	(3)
Secured Bank Loan due in less than one year	-	(62)	-	(62)
Secured Bank Loan due in more than one year	-	(1,313)	-	(1,313)
	296	7,595	166	8,057

Notes to the financial statements for the year ended 31 January 2024 (continued)

ANALYSIS OF NET ASSETS BETWEEN FUNDS – CHARITY (PRIOR YEAR COMPARATIVES)

Charity	Unrestricted Funds General £000's	Unrestricted Funds Designated £000's	Restricted Funds £000's	Total funds at 31 Jan 23 £000's
Fixed assets	-	8,531	-	8,531
Current assets	3,357	-	178	3,535
Creditors due in less than one year	(2,986)	-	-	(2,986)
Creditors due in more than one year	(13)	-	-	(13)
Secured Bank Loan due in less than one year	-	(60)	-	(60)
Secured Bank Loan due in more than one year	-	(1,376)	-	(1,376)
	<u>358</u>	<u>7,095</u>	<u>178</u>	<u>7,631</u>

24 RELATED PARTY DISCLOSURES

The company was under the ultimate control of the trustees.

Sir Anthony Greener, trustee of UKSA, is also Chairman of Minton Charity Trust which gave financial assistance to UKSA in the form of donations of £30k in the year (2022/23: £70k).

Claire Locke, trustee of UKSA, is also a trustee of Daisie Rich Trust who gave financial assistance to UKSA in the form of donations of £5k in the year (2022/23: £11k). Claire Locke paid UKSA £3k for a mooring (2022/23 £3k).

Donations were received from three trustees totalling £1k (2022/23: two trustees £21k).

25 OPERATING LEASES

At the year end, the Group were committed to the following future minimum lease payments in respect of operating leases:

	Vehicles and equipment	
	2023/24 £000's	2022/23 £000's
Less than one year	54	23
Greater than one year and less than five years	81	29
Later than five years	-	-
	<u>135</u>	<u>52</u>

26 CAPITAL COMMITMENTS

The charity has no capital commitments as at 31 January 2024 (31 January 2023: £176k for work on two shower blocks).

Notes to the financial statements for the year ended 31 January 2024 (continued)

27 COMPARATIVE SOFA FOR THE YEAR ENDED 31ST JANUARY 2023

	Unrestricted Funds £000's	Restricted Funds £000's	TOTAL 2022/23 £000's
INCOME FROM:			
Donations, Legacies and Grants	660	297	957
Charitable Activities	6,566	-	6,566
Other Trading Activities	195	-	195
Government Support	19	-	19
Investments	20	-	20
Other	-	-	-
Total income	7,460	297	7,757
EXPENDITURE ON:			
Raising funds:			
Trading Activities	124	-	124
Expenditure on raising funds	194	-	194
Charitable Activities	6,978	-	6,978
Total expenditure	7,296	-	7,296
Net income/(expenditure)	164	297	461
Transfers between funds	1,806	(1,806)	-
Net movement in funds	1,970	(1,509)	461
RECONCILIATION OF FUNDS:			
Total funds brought forward	5,483	1,687	7,170
TOTAL FUNDS CARRIED FORWARD	7,453	178	7,631

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not Having a Share Capital

**Memorandum
and
Articles of Association
of
UK Sailing Academy**

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STL/TJL/203618/0001**

Memorandum of Association
of
UK Sailing Academy

Name

1. The name of the company is UK Sailing Academy. In this Memorandum and the company's Articles of Association it is called the "Charity".

Registered office

2. The registered office of the Charity is situated in England and Wales.

Objects

3. The Charity is established:-
 - 3.1 To advance the education and physical, mental and spiritual development of children (or young persons under the age of 25) by providing or assisting in providing facilities for training in sailing and seamanship for those who have need of such facilities by reason of poverty or social or economic circumstances (so that they may grow to full maturity as individuals and members of society.)
 - 3.2 To provide or assist in the provision of facilities for the recreation and other leisure time occupation of the general public, and in particular facilities for water sports and outdoor activities in the interests of social welfare and with the object of improving their conditions of life.
 - 3.3 To advance the education of the public in all aspects of maritime activities and in particular in matters relating to
 - (a) the promotion of personal safety
 - (b) the prevention of accident
 - (c) navigation
 - (d) engineering
 - (e) seamanship
 - (f) stability and construction of boats

- (g) communication at sea
 - (h) maritime law
 - (i) business and interpersonal skills
- 3.4 To promote community participation in healthy recreation through the provision of sailing facilities

Powers

4. To further its objects the Charity may:
- 4.1 develop programmes and projects to take sport and leisure activities to such children and to improve the quality of recreation management;
 - 4.2 acquire and adapt the National Sailing Centre for the purposes of the Charity;
 - 4.3 co-ordinate the voluntary effects of charitable institutions or bodies working for the objects of the Charity;
 - 4.4 promote and encourage public interest in the use of facilities established by the Charity for such purposes;
 - 4.5 provide and assist in the provision of money, materials or other help;
 - 4.6 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
 - 4.7 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any media;
 - 4.8 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
 - 4.9 provide or procure the provision of counselling and guidance;
 - 4.10 provide or procure the provision of advice;
 - 4.11 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the development and implementation of appropriate policies provided that all such activities shall be conducted on the basis of well-founded, reasoned argument and shall in all other respects be confined to those which an English and Welsh charity may properly undertake;
 - 4.12 enter into contracts to provide services to or on behalf of other bodies;

- 4.13 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 4.14 subject to any consent required by law, dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit;
- 4.15 subject to any consent required by law, borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds;
- 4.16 set aside funds for special purposes or as reserves against future expenditure;
- 4.17 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 4.18 delegate the management of investments to a financial expert or experts provided that:
 - 4.18.1 the investment policy is set down in writing for the financial expert or experts by the Trustees;
 - 4.18.2 every transaction is reported promptly to the Trustees;
 - 4.18.3 the performance of the investments is reviewed regularly by the Trustees;
 - 4.18.4 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 4.18.5 the investment policy and the delegation arrangements are reviewed at least once a year;
 - 4.18.6 all payments due to the financial expert or experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
 - 4.18.7 the financial expert or experts may not do anything outside the powers of the Trustees;
- 4.19 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert or experts acting under their instructions and pay any reasonable fee required;
- 4.20 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;

- 4.21 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 4.22 subject to the restriction in clause 4.24 raise funds by way of subscription, donation or otherwise;
- 4.23 accept (or disclaim) gifts of money and any other property;
- 4.24 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 4.25 incorporate subsidiary companies to carry on any trade;
- 4.26 subject to clause 5:
 - 4.26.1 engage and pay employees, consultants and professional or other advisers; and
 - 4.26.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 4.27 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 4.28 become a member, associate or affiliate of or act as Trustee or appoint Trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 4.29 undertake and execute charitable trusts;
- 4.30 amalgamate with or acquire or undertake all or any of the property, liabilities and engagements of any body having objects wholly or in part similar to those of the Charity;
- 4.31 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 4.32 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 4.33 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 4.34 provide indemnity insurance to cover the liability of the Trustees which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Charity, including without limitation any liability to

make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading), provided that any such insurance shall not extend to the provision of any indemnity for a person in respect of:

- 4.34.1 any act or omission which he or she knew to be a breach of trust or breach of duty or which was committed by him or her in reckless disregard to whether it was a breach of trust or breach of duty or not;
- 4.34.2 any liability incurred by him or her in defending any criminal proceedings in which he or she is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct by him or her; or
- 4.34.3 in relation to any liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986, any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation;

and

- 4.35 do all such other lawful things as shall further the Charity's objects.

5. **Limitation on private benefits**

- 5.1 The income and property of the Charity shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Charity and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity.
- 5.2 PROVIDED THAT nothing herein shall prevent any payment in good faith by the Charity:
 - 5.2.1 of payments to any member, Trustee or Connected Person in their capacity as a beneficiary;
 - 5.2.2 any payments made to any Trustee or officer under the indemnity provisions set out at Article 72;
 - 5.2.3 reasonable and proper premiums in respect of indemnity insurance effected in accordance with clause 4.34;
 - 5.2.4 of reasonable and proper remuneration to any member, officer, servant of the Charity (not being a Trustee) or Connected Person for any services rendered to the Charity provided that:

- (a) if such person is a Connected Person the procedure described in Article 61 of the Articles (Conflicts of Interest) must be followed by the relevant Trustee in relation to any decisions regarding such Connected Person; and
 - (b) this provision may not apply to more than half of the trustees in any financial year (and for these purposes such provisions shall be treated as applying to a Trustee if they apply to a person who is a Connected Person in relation to that Trustee);
- 5.2.5 of interest on money lent by a member of the Charity or by a Trustee or Connected Person at a rate per annum not exceeding Two per centum less than the base rate prescribed for the time being by the National Westminster Bank PLC, or Three per centum whichever is the greater;
- 5.2.6 of reasonable and proper rent for premises demised or let by any member of the Charity, Trustee or Connected Person;
- 5.2.7 of fees, remuneration or other benefit in money or money's worth to a company of which a Trustee or Connected Person may be a member holding not more than 1/100th part of the capital of that company;
- 5.2.8 of all usual professional or other charges for work done by any Trustee for the time being hereof being a solicitor or other person engaged in any profession or by his firm when instructed by his co-Trustees so to act in that capacity on behalf of the Charity for which such Trustee shall be entitled to charge and be paid provided that any such Trustee does not attend a meeting at which his own remuneration is discussed;
- 5.2.9 to any Trustee of reasonable out-of-pocket expenses.

Limited liability

- 6. The liability of the members is limited.
- 7. Every member of the Charity undertakes to contribute to the assets of the Charity in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Charity contracted before he ceases to be a member, and of costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

Winding up

- 8. If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Charity under or by virtue of clause 5 hereof, such

institution or institutions to be determined by the members of the Charity at or before the time of dissolution, and if so far as effect cannot be given to such provision, then to some other charitable object.

Definitions

9. Words and phrases used in this Memorandum of Association have the same meanings as are ascribed to them in the Articles of Association of the Charity unless the context otherwise requires.

Articles of Association
of
UK Sailing Academy

Interpretation

1. In these Articles and the Memorandum the following terms shall have the following meanings:

Term	Meaning
1.1 “address”	includes a number or address used for the purposes of sending or receiving documents by electronic means;
1.2 “annual meeting”	retirement has the meaning given to it in Article 9;
1.3 “Articles”	these Articles of Association of the Charity;
1.4 “Charity”	UK Sailing Academy;
1.5 “circulation date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6 “clear days”	in relation to the period of a notice, that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
1.7 “Companies Acts”	has the meaning given to it in section 2 of the Companies Act 2006;
1.8 “Connected Person”	(a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship; or (c) any company or firm of which a Trustee is a paid director, partner or employee, or shareholder holding more than 1% of the capital;
1.9 “electronic form”	and have the meanings respectively given to them in the

- “electronic means”** ” Companies Act 2006;
- 1.10 **“financial expert”** an individual, company or firm who is authorised to give investment advice under the Financial Services and Markets Act 2000;
- 1.11 **“hard copy” and “hard copy form”** have the meanings respectively given to them in the Companies Act 2006;
- 1.12 **“Memorandum”** the Memorandum of Association of the Charity;
- 1.13 **“Secretary”** the secretary of the Charity (if any);
- 1.14 **“Subsidiary Company”** any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company; and
- 1.15 **“Trustee” and “Trustees”** the Trustee and Trustees as defined in the Companies Acts.
2. In these Articles and the Memorandum:
- 2.1 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles became binding on the Charity;
- 2.2 Subject to Article 2.1, any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Members

3. The Trustees from time to time shall be the only members of the Charity. A Trustee shall become a member on becoming a Trustee. A member shall cease to be a member if he or she ceases to be a Trustee. Membership shall not be transferable and shall cease on death.

Associate Members

4. The Trustees may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Trustees shall make provided that no such associate members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

Patrons

5. The Trustees may appoint and remove any individual(s) as patron(s) of the Charity and on such terms as they shall think fit. A patron shall have the right to be given notice of, to attend and speak (but not vote) at any members’ general meeting of the

Charity as if a member and shall also have the right to receive accounts of the Charity when available to members.

Trustees

Number of Trustees

6. There shall be at least three Trustees.

Appointment, retirement, removal and disqualification of Trustees

7. The Trustees shall be appointed by resolution of the Trustees.
8. At each annual retirement meeting one third, or the number nearest to one third of the Trustees, being those who have been longest in office since their last appointment or reappointment, shall retire from office. Where more than one third of the Trustees have served for the same period of time since their last appointment or reappointment the Trustees shall agree amongst themselves which Trustees shall retire, or in the event that agreement cannot be reached, the decision shall be made by lot.

The retirement takes effect at the conclusion of the meeting.

9. The annual retirement meeting shall be the meeting of the Trustees at which the accounts of the Charity are adopted.
10. If the retirement of a Trustee under Article 8 causes the number of Trustees to fall below that set out in Article 6 then the retiring Trustee shall remain in office until a new appointment is made.
11. No person may be appointed as a Trustee:
 - 11.1 unless he or she has attained the age of 18 years; or
 - 11.2 in circumstances such that, had he or she already been a Trustee, he or she would have been disqualified from acting under the provisions of the Articles.
12. The office of a Trustee shall be vacated if:
 - 12.1 he or she attains the age of 70;
 - 12.2 he or she ceases to be a Trustee by virtue of any provision of the Companies Acts or he or she becomes prohibited by law from being a Trustee;
 - 12.3 he or she is disqualified under the Charities Act 1993 from acting as a Trustee;
 - 12.4 he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
 - 12.5 the Trustees reasonably believe he or she is suffering from mental disorder and incapable of acting and they resolve that he or she be removed from office;
 - 12.6 he or she resigns by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);

- 12.7 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;
- 12.8 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Trustees; or
- 12.9 he or she ceases to be a member of the Charity.

Powers of Trustees

13. Subject to the Act, the Memorandum and the Articles, the business of the Charity shall be managed by the Trustees who may exercise all the powers of the Charity. No alteration of the Memorandum or Articles shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of the Trustees at which a quorum is present may exercise all powers exercisable by the Trustees.
14. The continuing Trustees or a sole continuing Trustee may act despite any vacancies in their number but while there are fewer Trustees than required for a quorum the Trustees may only act for the purpose of increasing the number of Trustees.
15. All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.
16. Subject to the Articles the Trustees may regulate their proceedings as they think fit.

Chair

17. The Trustees may appoint one of their number to be the chair of the Trustees and may at any time remove him or her from that office.

Delegation of Trustees' powers

18. The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.
19. The Trustees may delegate any of their powers or functions to any committee or the implementation of any of their resolutions and day to day management of the affairs of the Charity to any person or committee in accordance with the conditions set out in these Articles.

Delegation to committees

20. In the case of delegation to committees:

- 20.1 the resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (although the resolution may allow the committee to make co-options up to a specified number);
- 20.2 the composition of any such committee shall be entirely in the discretion of the Trustees and may comprise such of their number (if any) as the resolution may specify;
- 20.3 the deliberations of any such committee shall be reported regularly to the Trustees and any resolution passed or decision taken by any such committee shall be reported promptly to the Trustees and for that purpose every committee shall appoint a secretary;
- 20.4 all delegations under this Article shall be variable or revocable at any time;
- 20.5 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any such committee as they may from time to time think fit; and
- 20.6 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
21. For the avoidance of doubt, the Trustees may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Trustee.
22. The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as applicable and not superseded by any regulations made by the Trustees.

Delegation of day to day management powers

23. In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:
 - 23.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and if applicable to advise the Trustees in relation to such policy, strategy and budget;
 - 23.2 the Trustees shall provide the manager with a description of his or her role and the extent of his or her authority; and
 - 23.3 the manager shall report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts sufficient to explain the financial position of the Charity.

Trustees' meetings

24. Two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a Trustees' meeting at any time.

Members' general meetings

25. Any two Trustees may (and the Secretary, if any, shall at the request of two Trustees) call a members' general meeting at any time.

Length of notice

26. Subject to Article 27, a members' general meeting shall be called by at least 14 clear days' notice unless the Companies Acts require a longer notice period.
27. A members' general meeting may be called by shorter notice if it is so agreed by a majority of the members having a right to attend and vote at that meeting. Any such majority shall together represent at least 90% of the total voting rights at that meeting of all the members.
28. A Trustees' meeting shall be called by at least seven clear days' notice unless either:-
 - 28.1 all the Trustees agree; or
 - 28.2 urgent circumstances require shorter notice.

Contents of notice

29. Every notice calling a meeting shall specify the place, day and time of the meeting, whether it is a Trustees' or members' annual general or general meeting, and the general nature of the business to be transacted. If a special resolution is to be proposed at a members' general meeting, the notice shall include the proposed resolution and specify that it is proposed as a special resolution.
30. In every notice calling a members' general meeting of the Charity there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a members' general meeting.

Service of notice

31. Notice of meetings shall be given to each Trustee and in the case of members' general meetings notice shall also be given to any patron(s) and to the auditors of the Charity.

Manner of serving notice

32. Notice of meetings shall be given in accordance with Articles 67 to 71.

Quorum

33. No business shall be transacted at any meeting unless a quorum is present. At Trustees' meetings three people present in person and entitled to vote shall be a quorum. At members' meetings three people present in person or by proxy an entitled to vote shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine and if at the adjourned meeting a quorum is not present within half an

hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

Chair

34. The chair, if any, of the Trustees or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each meeting. (For the avoidance of doubt a proxy holder who is not a Trustee shall not be entitled to be appointed chair.)

Adjournment

35. The chair may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
36. When a members' general meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

Voting at Trustees' meetings

37. At a Trustees' meeting every person present in person and entitled to vote shall have one vote.
38. A resolution put to the vote of a Trustees' meeting shall be decided on a show of hands.
39. Questions arising at a Trustees' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.

Voting at members' general meetings

40. A resolution put to the vote of a members' general meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the Companies Acts, a poll may be demanded:
 - 40.1 by the chair; or
 - 40.2 by any person who, by virtue of being appointed proxy for one or more members entitled to attend and vote at the meeting, holds two or more votes; or
 - 40.3 by at least two members present in person or by proxy and having the right to vote at the meeting; or
 - 40.4 by a member or members present in person or by proxy representing at least one-tenth of the total voting rights of all the members having the right to vote at the meeting.

41. Unless a poll is duly demanded a declaration by the chair that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
42. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
43. A poll shall be taken as the chair directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
44. A poll demanded on the election of the chair or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chair directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
45. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
46. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and binding.
47. On a show of hands and on a poll every member present in person or by proxy shall have one vote. In the case of an equality of votes, whether on a show of hands or on a poll, the chair shall be entitled to a casting vote in addition to any other vote he or she may have.
48. The appointment of a proxy shall be in such form as is usual or which the Trustees may approve.
49. Unless the appointment of a proxy indicates otherwise, it must be treated as:
 - 49.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - 49.2 appointing that person as a proxy in relation to any adjournment of the members' general meeting to which it relates as well as the meeting itself.

50. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Trustees may:
- 50.1 in the case of an instrument in writing be deposited at the registered office of the Charity or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Charity in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 50.2 in the case of an appointment sent by electronic means, where an address has been specified for the purpose of receiving documents or information by electronic means:
- 50.2.1 in the notice convening the meeting, or
- 50.2.2 in any instrument of proxy sent out by the Charity in relation to the meeting, or
- 50.2.3 in any invitation to appoint a proxy issued by the Charity in relation to the meeting which is sent by electronic means,
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 50.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or
- 50.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chair or to the Secretary (if any) or to any Trustee;
- and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.
51. An appointment of a proxy may be revoked by delivering to the Charity a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates. Attendance by a member in person at a meeting automatically revokes any appointment of a proxy by that member.

Virtual meetings of Trustee

52. A Trustees' meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Trustees in which all participants may communicate simultaneously with all other participants.

Decisions without a meeting

Written members' resolutions

53. Subject to Article 54, a written resolution of the members of the Charity passed in accordance with these Articles 53 to 58 shall have effect as if passed by the Charity in a members' general meeting.
- 53.1 A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible members.
- 53.2 A written resolution is passed as a special resolution if it is passed by members representing not less than 75% of the total voting rights of eligible members. A written resolution is not a special resolution unless it states that it was proposed as special resolution.
- 53.3 In relation to a resolution proposed as a written resolution of the Charity the eligible members are the members who would have been entitled to vote on the resolution on the circulation date of the resolution.
54. A members' resolution under the Companies Acts removing a Trustee or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
55. A copy of the written resolution must be sent to every member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written resolutions shall be sent to the Charity's auditors in accordance with the Companies Acts.
56. A member signifies their agreement to a proposed written resolution when the Charity receives from him or her an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- 56.1 If the document is sent to the Charity in hard copy form, it is authenticated if it bears the member's signature.
- 56.2 If the document is sent to the Charity by electronic means, it is authenticated if the identity of the member is confirmed in a manner specified by the Charity or if it is from an email address specified by the member to the Charity for the purposes of receiving documents or information by electronic means.
57. A written resolution is passed when the required majority of eligible members have signified their agreement to it.
58. A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

Trustees' decision-making

59. The Trustees may take a unanimous decision without a Trustees' meeting by indicating to each other by any means, including without limitation by electronic

means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in writing.

60. The Trustees may take a majority decision without holding a Trustees' meeting if:
- 60.1 a Trustee has become aware of a matter on which the Trustees need to take a decision;
 - 60.2 that Trustee has made the other Trustees aware of the matter and the need for a decision;
 - 60.3 the Trustees have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
- a majority of the Trustees indicate their agreement by any means to a particular decision on that matter.

Conflicts of interest

61. Whenever a person has a personal interest in a matter to be discussed at a meeting or in relation to which a decision is proposed to be made in accordance with Article 59 or 60, and whenever a person has an interest in another organisation whose interests are reasonably likely to conflict with those of the Charity in relation to a matter to be discussed at a meeting or in accordance with Article 59 or 60, he or she must:
- 61.1 declare an interest before discussion begins on the matter;
 - 61.2 withdraw from that part of the meeting unless expressly invited to remain or decline to participate in any discussion on the matter unless expressly asked to do so;
 - 61.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and
 - 61.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

Register of trustees' interests

62. The trustees shall cause to be kept a register of trustees' interests.

Irregularities

63. The proceedings at any meeting or the passing of any resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice unless such specification is a requirement of the Companies Acts.

General

Secretary

64. A Secretary may be appointed by the Trustees for such term at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
- 64.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
- 64.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

Minutes

65. The Trustees shall cause minutes to be made in books kept for the purpose:
- 65.1 of all appointments of officers made by the Trustees;
- 65.2 of all resolutions of the Charity and of the Trustees; and
- 65.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;
- and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Trustee of the Charity, be sufficient evidence of the proceedings. The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

Records and accounts

66. The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 1993 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:
- 66.1 annual reports;
- 66.2 annual returns;
- 66.3 annual statements of account.

Communications by and to the Charity

67. Subject to the provisions of the Companies Acts and these Articles:

- 67.1 a document or information (including any notice) to be given, sent or supplied to any person pursuant to the Articles may be given, sent or supplied in hard copy form or in electronic form;
- 67.2 a document or information (including any notice) may only be given, sent or supplied in electronic form where the recipient has agreed (generally or specifically) that the document or information may be sent in that form and has not revoked that agreement.
- 67.3 Any document or information (including any notice) sent to a member under the Articles may be sent to the member's postal address as shown in the Charity's register of members or (in the case of documents or information sent by electronic means) to an address specified for the purpose by the member.
- 68. Any document to be served on the Charity or on any officer of the Charity under the Articles may only be served:
 - 68.1 in the case of documents in hard copy form, by sending or delivering them to the Charity's registered office or delivering them personally to the officer in question; or
 - 68.2 in the case of documents in electronic form, by sending them by electronic means:
 - 68.2.1 to an address notified to the members for that purpose; and
 - 68.2.2 from an address previously notified to the Charity by the member (other than by electronic means) for the purpose of sending and receiving documents and information.
- 69. A member present in person or by proxy at any meeting of the Charity shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.
- 70. Where a document or information is sent or supplied under the Articles:
 - 70.1 Where the document or information is sent or supplied by post, service or delivery shall be deemed to be effected at the expiration of 48 hours after the envelope containing it was posted. In proving such service or delivery it shall be sufficient to prove that such envelope was properly addressed and posted.
 - 70.2 Where the document or information is sent or supplied by electronic means to an address specified for the purpose by the intended recipient, service or delivery shall be deemed to be effected on the same day on which it is sent or supplied. In proving such service it shall be sufficient to prove that it was properly addressed.
- 71. Where any document or information has been sent or supplied by the Charity by electronic means and the Charity receives notice that the message is undeliverable:
 - 71.1 if the document or information has been sent to a member and is notice of a members' general meeting of the Charity or a copy of the annual report and accounts of the Charity, the Charity is under no obligation to send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, but may in its discretion choose to do so; and

- 71.2 in all other cases, the Charity will send a hard copy of the document or information to the member's postal address as shown in the Charity's register of members, or in the case of a recipient who is not a member, to the last known postal address for that person.
- 71.3 The date of service or delivery of the documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of hard copies.

Indemnity

72. Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

Trustees' indemnity insurance

73. The Trustees shall have power to resolve pursuant to clause 4.34 of the Memorandum to effect Trustees' indemnity insurance, despite their interest in such policy.

Winding-up

74. The provisions of clauses 7 and 8 of the Memorandum relating to the winding-up or dissolution of the Charity shall have effect and be observed as if the same were repeated in the Articles.

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