

Registered number: 899248
Charity number: 272616

GREAT WESTERN SOCIETY LIMITED

COUNCIL MEMBERS REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 JANUARY 2009



GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

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**LEGAL AND ADMINISTRATIVE INFORMATION
FOR THE YEAR ENDED 31 JANUARY 2009**

Council Members

A R Croucher, Chairman
J B O'Hagan, Deputy Chairman
M C F Bodsworth, Treasurer
G Drew (Co-opted 8 April 2008)
R J Horwood
D B Howells MBE
D J Hurd
M A Middleton
J E B Minchin
C F D Whetmath (deceased 15 May 2008)

Company registered number

899248

Charity registered number

272616

Registered office

Didcot Railway Centre, Didcot, Oxfordshire, OX11 7NJ

Company secretary

F Cooper

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**CHAIRMAN'S STATEMENT
FOR THE YEAR ENDED 31 JANUARY 2009**

The chairman presents his statement for the year.

2008 was a year of mixed fortunes. Whilst visitor numbers decreased by 8% resulting in a decline in income from the gate of 12%, overall income increased by 40% compared to the previous year and significantly exceeded projections. The reduction in visitor numbers was due mainly to the poor weather for major events during 2008 and the effect of the economic downturn. Expenditure continues to be carefully and strictly controlled.

As part of Thames Valley Museums Marketing Group, we have been involved in a project to collect information about visitors to Thames Valley museums and for the first time have been able to analyse our visitors by postcode. Our visitors came from all parts of the British Isles from the north of Scotland to the Scilly Isles and interestingly 6% came from overseas.

The Railway Experience Days continue to be well supported and a number of those who have participated have subsequently gone on to join the operating staff or become involved in other voluntary activities as a result of their experience. Didcot Railway Centre has also seen an increasing number of private functions and VIP days as well as regular use as a meeting venue. In the autumn, the Office of Rail Regulation used the Didcot facilities for the first of an occasional series of training sessions for new recruits.

Two private photographic charters were held at Didcot during 2008 with 1363 as the main focus of attention with the proceeds being placed towards its forthcoming restoration.

The Great Western Society continues to be fortunate that many people over the years have remembered the Society when they came to make a will. Sadly 2008 saw the Society being the recipient of a number of legacies. Besides significantly increasing the voluntary income for restoration and preservation projects there were also many wonderful additions to the Great Western Trust collection. The collection of memorabilia and small relics held at Didcot continues to grow and the need for more space to display the collection and allow better access to historians who wish to improve their knowledge is ever more pressing.

Much of the volunteer effort by members of the Great Western Trust involves conservation and cataloguing which goes mostly unseen. The Museum displays are the most visible face and these are being progressively enhanced by more informative captioning, which involves countless hours of hidden work. The reward, however, is an ever growing appreciation of our displays by the majority of our visitors who have little if any specialist railway knowledge.

The Society continues to become more closely involved with the local schools at a variety of levels. The major education work developments that took place during last year have been consolidated and further relevant presentations and workshops are now being offered for both primary and secondary schools. Workshops include 'hands on' experience with wooden locomotives and bridges, work with science interactive exhibits, signals and wheel tapping. There has been a steady growth in the number of school and college visitors.

The recent development of engineering apprenticeship and diploma courses in local schools requires many days of work experience out of school for each student. This has generated a growing number of requests for the Society to offer heavy engineering placements. The restoration and preservation groups at Didcot Railway Centre have an enormous wealth of knowledge and experience of many aspects of railway engineering and have generously agreed to pass on this knowledge to students from local partner schools. The King 6023, Pendennis Castle 4079, County 1014 Groups, and Carriage and Wagon Department have now been joined by the Civil Engineering Department in offering placements to students.

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During 2008 some twenty students came to Didcot Railway Centre for engineering work experience. Students from Reading School, St Birinus' School in Didcot and Abingdon and Witney College completed placements with the locomotive teams and students from St Birinus' School joined the Carriage and Wagon Department to undertake some restoration work on luggage trolleys.

In October, the Society held its second Careers Day for students in Oxfordshire interested in knowing more about working in railway engineering. It was run in conjunction with Network Rail and was aimed at Year 11 and first-year Sixth Form students wishing to hear first-hand about apprenticeships and employment with the railway companies. As well as being a valuable resource of railway history and engineering, the Society at Didcot is helping the young people in the community to have challenging interests and to find worthwhile employment.

Didcot Railway Centre is a Registered Museum and during the year it was invited to apply for Accreditation which was considered by an Accreditation Panel appointed by the Museums Libraries & Archives (MLA) Council at the beginning of this year resulting in the granting of provisional Accreditation. This demonstrates that we are aspiring to good practice and is recognised as an indicator of responsible management. Accredited museums must adhere to published minimum standards in how they care for and document their collections and how they are governed and managed. There are a small number of outstanding actions to be addressed and it is hoped to gain full Accreditation during 2009.

Negotiations with Network Rail to acquire the land occupied by Didcot Railway Centre suffered a setback at the end of the summer when Network Rail reversed their earlier decision to sell and told us that they changed their policy and now wished instead to be able to have an option to re-occupy the land on immediate notice. They have subsequently suggested a 25 year lease without a break clause for part of the area currently occupied by the Society. We are not prepared to accept such terms and discussions and negotiations continue.

One of our priorities for management of the site, beyond simple maintenance, is the continuous improvement in presentation. A period design large entrance porch has been added to the Yard Ground Frame ticket office at the top of the subway steps. New signs in our house style 'Franklin' lettering, white on black background, to accord with GWR signage, continue to be added to the entrance and around the site to guide visitors in as unobtrusive way as possible. The landscape setting of the stations and other outdoor display scenes received further attention through careful tree and shrub pruning and some tree removal, notably the two huge alders at Frome Mineral Junction signal cabin. Significant effort has gone into baulk replacement on the Broad Gauge railway to maintain its running condition for our unique Fire Fly train operation.

Perhaps the most interesting new development features this year have been the extension of the Branch Line as a siding to serve the planned Steam Rail Motor Shed and the restoration of the south Air Raid Shelter located behind the bicycle shed. The siding is on a temporarily tighter alignment to serve the shed site directly but will be replaced in time with a much more gently curved extension of the Branch Line for passenger use. The Air Raid Shelter has been stripped back to its concrete inner structure, sealed from groundwater and the loose rock protection cleaned and reinstalled. Now in original 1940 appearance, visitors may also enjoy the aural presentation devised by our Education Team. The air-raid shelter was completed in the early autumn and opened by Phil Mercer from BBC Oxford at the Didcot Community Event held on October 29th. The Society greatly appreciates the help received from the local primary schools in developing the air-raid experience and from WREN for its generous grant for the project.

This scale of relatively minor works dominates site activities while we await progress on site acquisition but design work continues for the larger projects for the future. Notable this year has been the completion of the detailed authentic designs for the Broad Gauge Engine and Carriage House building and significant progress on the drawings for the Heyford station building that we plan to re-erect at Oxford Road.

Last year we mentioned the extension of the power supply to the north end of the site and for the first time, the Transfer Shed now has its own permanent power supply which has made it much easier to light and heat

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Santa's grotto at Christmas as well as providing power for power tools and filmings. Besides the Transfer Shed, the electricity supply has been extended to the Broad Gauge Hut and Frome North Mineral Junction Signal Box with provision to extend to the proposed Broad Gauge Engine House and Heyford Station Building.

2008 saw a number of management and managerial changes – some planned, some not. We were sad to suddenly lose Charles Whetmath, our Publicity Manager and Newsletter Editor, in the early summer after a short illness. Charles joined the Council in January 1969 and apart from a brief absence for a year or so in the early 1970s served as a Director for nearly forty years, looking after all aspects of publicity. I would like to thank the many people who rallied round to take over different aspects of Charles' work; subsequently a review of the Society's publications has been undertaken and it was decided to merge the newsletter with the Great Western Echo. Michael Baker produced his last Great Western Echo at the beginning of 2009 and I would like to thank him for his 31 years as Editor.

We have reviewed our website and the new version went live at the beginning of 2008 thanks to the efforts of Robert Heron, who has taken overall control of the web, Andy Braben, Mark Baldry and the late Charles Whetmath. The initial aim was to make it easier for visitors to find details of open days and special events. A number of projects have also updated or introduced new websites. There are also many background improvements, such as making sure that the site meets accessibility guidelines and loads quickly. The next stage will be to review and improve information for members.

Following the resignation of the General Manager and Marketing Executive towards the end of 2007, it had been intended to create a new salaried post of Didcot Railway Centre Manager. As an interim measure Mike Bodsworth, our Treasurer, agreed to undertake the role on a part time voluntary basis. During the year in his capacity as acting Didcot Railway Centre Manager, he has undertaken a review of the operations at Didcot which is still on going. As a result our original restructuring plans were revisited and the decision taken instead to appoint a full time Operations Manager responsible for the day to day running of the Railway Centre and we were pleased to welcome Roger Orchard into that role at the beginning of 2009.

Mike Bodsworth will continue to act as Didcot Railway Centre Manager in a voluntary capacity for the time being. On behalf of the Society I would like to thank him for the work he has undertaken for the Society during the last year. In this regard he has been assisted by David Hurd and Graham Drew who have also put in many mid-week voluntary hours and our thanks extend to them also.

In the spring we appointed Graham Drew as the Infrastructure Manager to address the recognised gap in Didcot's management structure. The year has been one of consolidation on many fronts with a large backlog of work being tackled, despite the lack of funding and labour to undertake the work. Projects completed have been the refurbishment of the complete length of the engine shed lean-to roof and the re-timbering of two points on the shed ladder. Work on testing and upgrading the site electrical distribution system has commenced, along with enhancement of volunteer's facilities. Outstanding Health & Safety issues have also been addressed and will continue on a rolling programme.

During the year under review, the following Council Members held office:

Richard Croucher	Chairman
John O'Hagan	Deputy Chairman
Mike Bodsworth	Treasurer
Charles Whetmath	Publicity Manager (Deceased 15 May 2008)
David Hurd	Locomotive Manager
Roger Horwood	Carriage & Wagon Manager
Graham Drew	Infrastructure Manager (Appointed 8 April 2008)
John Minchin	Operations Director
Ann Middleton	Access Officer
Dennis B Howells MBE	Council Member

Frank Cooper undertook the role of Company Secretary as a non Council position.

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Richard Antliff (Civil Engineering Manager), Charles Roberts (Membership Secretary), David Bevan (Education Officer) and Kyle Bosworth (Volunteer Co-ordinator) also occupied positions off Council, whilst Les Summers undertook the role of Minutes Secretary. Ian Smith endeavoured to progress the negotiations with Network Rail to acquire the site and Roger Whittle played a major role in organising various events at Didcot. All have continued to give essential and valuable support throughout the year and we thank them for their assistance in various ways.

In the summer the Great Western Society was privileged to be awarded one of the prestigious Engineering Heritage Awards by the Institution of Mechanical Engineers for its work in preserving and recreating the heritage of the Great Western Railway, allowing future generations to enjoy the work of Brunel, Gooch and Churchward, to participate and to learn engineering skills.

The operational fleet during 2008 consisted of 3822, 1338, 1340, 3738, Bonnie Prince Charlie and Fire Fly. 5322 and 3650 both joined the operational fleet during 2008 albeit both only fleetingly. 5322 made its first public appearance appropriately for the 90th Anniversary Armistice Celebrations on Sunday 9th November. It has been out shopped in its original Railway Operating Division First World War khaki livery.

The restoration of 3650 has taken some 27 years and initially it appeared in the blue livery which it wore whilst working in private service at Gwaun-Cae-Gurwen. It has subsequently been repainted during the winter into the late 1930s plain green livery with the shirt button crest as it appeared when delivered new to Tyseley in 1939.

In the Locomotive Works, major work has taken place restoring the boiler for 6023 King Edward II which is now 80% complete and it is hoped to undertake the hydraulic and steam tests in the second half of 2009 after which it will be placed back in the frames ready for final re-assembly. Work is also progressing on construction of a new ash pan. Considerable time has been devoted to fettling up the mechanical side and the lubrication pipe work is now nearly complete. Meanwhile, 6023 is being prepared to achieve vehicle acceptance for main line running. The biggest technical challenge ahead is the wiring, testing and commissioning of the On Train Monitoring Requirements (OTMR), Train Protection Warning System (TPWS) and Automatic Warning System (AWS) which are required for main line running. All this work is being done in house by the 6023 working party. 6023 won the 2008 Transport Trust David Muirhead Restoration Award.

4079 has recently had her outside cross heads and connecting rods fitted and she is beginning to look like a steam locomotive again. The inner big ends have been given new white metal surfaces and are awaiting machining to allow the connecting rods to be refitted to the refurbished inner cross heads. The tender is also nearing completion. The newly fabricated manually operated cylinder drain cocks and their attendant linkage to the cab lever have been fettled and fitted. The majority of the pipe work and associated brackets for the new live steam injectors have also been trial fitted. The boiler is also reaching the final stages of re staying and other minor repairs and awaits the funds to allow it to re-tubed and hydraulically tested. A myriad of other small tasks including the fabrication of new water distribution trays for inside the boiler and the countless 'odds and ends' that go into a locomotive are being cleaned, restored, repainted and, wherever possible, refitted.

Work on the Saint Project has progressed slowly during 2008. The opportunity was taken to acquire the majority of fittings required for the locomotive and work also started on preparing the tender for restoration. The tank has been removed from the frames in order that a new one may be manufactured and the springs have been sent away for refurbishment. It is intended to move the locomotive into the Lifting Shop to progress restoration.

The County Project to re-create No. 1014 County of Glamorgan continues to make good progress and enjoys a large project team of volunteers. The donor 8F boiler arrived at the beginning of 2008 and preparatory work has been undertaken in conjunction with the rebuild as a Swindon No 15 OA boiler. Investigatory work has also been undertaken in conjunction with the manufacture of a new tender, with many parts being gathered together from a donor tender. The new axles for the three driving wheelsets were delivered towards the end of the year and work is under way assembling these and also in the myriad of tasks to prepare the locomotive for re-

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wheeling. During the year the new splashers and footplating were manufactured at Didcot and work is now well advanced on the restoration of the bogie. During the autumn, a visit was made to the National Railway Museum at York which has yielded some vital drawings not only for the County Project but also for the Saint Project and the Steam Railmotor.

Turning now to 7202, the year saw the restoration of the tanks completed and a number of items of motion white metalised and fitted. Work on reassembling the locomotive continues which included the water valves and associated pipe work.

The Steam Railmotor power bogie and boiler were moved from Tyseley for display at Didcot in March and attracted much interest during the time they were on site before they were moved to Llangollen at the beginning of this year for reuniting with the under frame. During 2008, the new piston rods and connecting rods were machined and work is now underway procuring forgings for the remaining motion required, along with the manufacture and fitting of brake gear, sand boxes and boiler pipe work and cladding.

Rapid progress on the under frames saw the frame structure modifications completed, water & gas tanks fitted, trailing bogie overhauled and the vacuum and steam heat systems installed, ready for a trial installation of the power unit in January this year. Work on the body was slower than planned due to the long term sickness of the contractor's joiner. However this has now been resolved, and like the power unit, progress is again being made. A full program of publicity and an active web site to keep members aware of progress away from Didcot has been reflected in the amount of coverage given to the project in the railway press. The planned shed in Centre Sidings to house both 93 and 92 has been progressed as far as possible pending site acquisition.

In the Carriage Shed work has been concentrated on developments for the four 8.5 ton Matterson carriage lifting jacks which have been fully refurbished and have since been commissioned on April 17th 2009. The Carriage Shed has also seen improved lighting and plans have been developed to complete the fire wall between Nos. 3 and 4 lines and extend the No. 8 Line and lean-to to provide more covered accommodation for sleeping coaches.

Thanks to the successful appeal the first batch of 54 out of the 84 chairs for the super saloons have been reupholstered in a matching moquette to the original after repairs, which also included French polishing the legs. Work on 9113 Prince of Wales progresses and the coach has now been re-clad with new galvanised steel panels and a start has been made building up the paintwork. The external furniture such as the end steps is being put back onto the coach.

Work on 7371 has temporarily stopped whilst the new seashell pattern upholstery is being woven in Lithuania! Sufficient material is also being purchased to allow the seats on railcar 22 to be recovered. Once the material has been delivered and finance permitting the seats in 7371 will be upholstered so the interior of the coach can be refurbished

Repairs to the body frame of Riding Van 47 are now complete and the van has been completely re-clad in new tongued and grooved boarding. Bolection moulding is being made for the window surrounds; attention has now turned to repairing the roof before the new covering is applied.

New doorframes have been made for the Dean Full Brake 933 and the Hawksworth Sleeping Car 9083 is also having roof repairs and cosmetic restoration prior to a full repaint. Work on the restoration of the Broad Gauge Coach continues and is now reaching the final stage.

231, 2202, 7313, 7372 and 1289 ran throughout the year whilst 814 performed on the TPO running days whilst 190, 9112 and 9118 operated occasionally.

Turning to the wagon fleet, the Fruit B 105599 was repainted and lettered during the year and the China Clay 92943 is being repainted. The Open Wagon 117993 and Mica B Van 105860 have entered the shops for a complete rebuild.

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Toad Brake Van 17447, Gun Powder Van 105781 and Pooley & Son Workshop Van 82917, which were left to the Society in a bequest several years ago, have arrived at Didcot from the Crewe Heritage Centre. The Pooley van is undergoing minor repairs in order to act as a base for the County Project.

Work on rebuilding the No 1 engine of the Railcar 22 proceeded during 2008 and the engine was restarted earlier this year. 22 has now returned to traffic.

Finally I would like to thank the Membership and all our volunteers for their continuing support during 2008, my fellow Directors for all their efforts on behalf of the Great Western Society, as well as our paid staff who are present during the week.

Richard N Croucher

Name A R Croucher
Chairman

Date 16 July 2009

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COUNCIL MEMBERS' REPORT
FOR THE YEAR ENDED 31 JANUARY 2009

The Council Members, who are also Trustees and Directors of the charitable company for the purposes of the Companies Act, submit their annual report and the audited financial statements of Great Western Society Limited (the company and the group) for the year ended 31 January 2009. The Council Members confirm that the annual report and financial statements of the company and the group comply with current statutory requirements, the requirements of the company and the group's governing document and the provisions of the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities" issued in March 2005.

Structure, governance and management

a. Constitution

Great Western Society Limited is a registered charity (Charity Registration No: 272616) and also a company limited by guarantee. The Society was formed in 1961, incorporated in 1967 and is governed by a Memorandum and Articles of Association.

b. Method of Appointment or Election of Council Members

The management of the company and the group is the responsibility of the Council Members who are elected and co-opted under the terms of the Articles of Association.

The Council Members constitute Directors of the charitable company for the purpose of the Companies Act 1985 and Trustees of the charitable company for the purpose of charity legislation.

The Council comprises 3 honorary officers, Chairman, Deputy Chairman, Treasurer and up to a maximum of 15 other members.

Following co-option to the Council, both officers and other members have to stand for election at the next Annual General Meeting. Thereafter the officers are re-elected by the Council on an annual basis at the meeting immediately following each Annual General Meeting. One third of the Council Members, excluding the officers and co-opted members, who have been longest in office since their election have to retire and offer themselves for re-election at each Annual General Meeting.

In accordance with the articles of association, M A Middleton and R J Horwood retire by rotation and being eligible offer themselves for re-election.

c. Organisational Structure and Decision Making

Great Western Society Limited

Within the group structure Great Western Society Limited (the Society) sits at the top of the hierarchy; it is managed and controlled by the Council of Trustees, who meet monthly. Didcot Railway Centre is operated by Great Western Society Limited, which receives the majority of the group's income and meets all expenditure. The Centre is run mainly on a voluntary basis; a small number of permanent staff are employed to undertake the day-to-day running.

Great Western Society Limited is responsible for the Didcot Railway Centre site and buildings. It also owns some items of rolling stock and artefacts, although the majority of the former are vested in and owned by Great Western Preservations Limited, whilst the Society's collection of small relics and artefacts are held by the Great Western Trust.

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COUNCIL MEMBERS' REPORT (continued)
FOR THE YEAR ENDED 31 JANUARY 2009

Great Western Retail Sales Limited and Didcot Railway Centre Limited

As a subsidiary of Didcot Railway Centre Limited (a dormant company, Registered Company Number 2570530) Great Western Retail Sales Limited now undertakes all the Society's trading activities. This includes shop sales, catering, locomotive hiring, etc. All its taxable profits are gift aided to the Society on an annual basis. All Directors are members of the Society and all but one are also members of the Council of Great Western Society Limited.

Great Western Restaurants Limited

The company is dormant and is a subsidiary of Didcot Railway Centre Limited. All Directors are Members of the Society and all but one are also Members of the Council of Great Western Society Limited.

Great Western Preservations Limited

This is a registered charity (No1122630) and a private company limited by guarantee with no share capital. It is managed by a board of Directors, which meets twice a year. All the Directors are members of the Society with a strong representation coming from the Council of the Great Western Society. The majority of the group's collection of locomotives, carriages and wagons is vested in the name of the Great Western Preservations Limited

Great Western Trust

The Trust is a registered charity (No: 289008) and is managed by a board of Trustees, which meets four times a year. All are Members of the Society. Great Western Society Limited has the sole power to appoint Trustees.

All the Group's collection of "Small Relics" (including small artefacts, drawings, prints, photographs, name and number plates, etc) is vested in the Trust.

Management Co-ordination

The Council of Great Western Society Limited has annual joint meetings with the directors of Great Western Preservations Limited and the Trustees of Great Western Trust.

For the purpose of museum registration, Great Western Society Limited, Great Western Preservations Limited and Great Western Trust have approved the establishment of Great Western Society - Didcot Railway Centre Museum Management Board; this body meets twice a year under the chairmanship of the GWS chairman. The management board consists of two members from the boards of Great Western Society Limited and Great Western Preservations Limited and two Trustees from Great Western Trust, plus the service of a curatorial adviser. All are (and have to be) members of the Great Western Society.

d. Related Party Relationships

The Great Western Trust, a separate Registered Charity (Charity Registration Number 289008), has continued its appeal to fund the building and development of a new purpose-built specialist library. The library will be built and owned by the Society and, when opened, its services will be available to members of the Society, and the public. The fund now amounts to £147,418 and is included in Great Western Trust's accounts (2008 - £148,928).

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COUNCIL MEMBERS' REPORT (continued)
FOR THE YEAR ENDED 31 JANUARY 2009

e. Risk Management

The Council Members have assessed the major risks to which the company is exposed, in particular those related to the operations and finances of the company, and are satisfied that systems are in place to mitigate our exposure to the major risks.

Objectives and Activities

a. Policies and Objectives

The Society has the following aims and objects:

1) To preserve, restore and operate as a permanent public exhibition and museum, steam and other railway locomotives, rolling stock and equipment with particular reference to the former Great Western Railway, both for historical and educational purposes for the public benefit.

2) To make available for public benefit reference to the history, equipment and operation of the former Great Western Railway.

The principal activity of the Society during the year under review was that of promoting the Great Western Railway in all its fields by ensuring the organisation's agreed policies for achieving its objectives were pursued.

b. Strategies for Achieving Objectives

The Society will endeavour to increase the funding available from entrance fees, appeals, grant making bodies and its retailing activities. It will also continue to control expenditure to ensure that activities are conducted in the most cost effective manner and endeavour to increase the number of volunteers and enhance their skills for public benefit.

c. Activities for Achieving Objectives

The provision of new attractions with particular emphasis on providing more family friendly exhibits and activities focused on education and interpretation for the public benefit. The promotion of new restoration projects which will be of a wide interest to enhance the museum collection and encourage the involvement of younger people.

d. Volunteers

Apart from a small paid staff element all the society management, operational, restoration and conservation activities are undertaken by volunteers. It is estimated the volunteer input into various Society activities during the year was in excess of 80,000 hours. The Council wishes to express its sincere thanks to all those members who have supported the Society at Didcot Railway Centre and within the Group during the year.

Achievements and performance

a. Review of Activities

Visitor numbers decreased by 8% compared to the previous year which resulted in a decrease in income of 12%. Income was projected to be the same as 2007/8. The reduction in visitor numbers was due mainly to the poor weather for major events in 2008 and the affects of the economic downturn. The prominent attractions were the display of the Steam Railmotor power bogie, Firefly and the Broad Gauge railway, and the Science Learning and Railways centre. Thomas the Tank Engine events continued to be well supported although income was down 15% compared to the previous year, again due mainly to poor weather and the affects of the economic downturn.

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COUNCIL MEMBERS' REPORT (continued)
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Membership numbers were similar to the previous year but membership income increased by 10% due to a revised gift aid claim period for 2008. Membership income was projected to be similar to 2007/8

The total of voluntary income for restoration and preservation projects increased by over 100% compared to the previous year due mainly to significant legacies received.

Income overall increased by 40% compared to the previous year and significantly exceeded projections.

Expenditure overall continued to be controlled to stay within income and showed an increase of 8% when compared to the previous year. The anticipated preservation and restoration programme was achieved.

b. Fundraising Activities/Income Generation

There were specific fund raising activities for the restoration of Locos 1014, 1363, the Super Saloons and general fund raising by the Society's regional groups. The total raised was only 60% of that raised in the previous year

c. Factors Relevant to Achieving Objectives

The Railway Centre is an outside working museum and is very dependent on admissions which can vary considerably with adverse weather. Restoration projects rely almost entirely on voluntary contributions which can vary depending on the particular interests and priorities of the contributors.

Financial review

a. Reserves Policy

The Council Members believe it is prudent to retain free reserves (i.e. those unrestricted funds not invested in tangible fixed assets, designated for specific purposes or otherwise committed) at a level equating to between nine and twelve months expenditure so as to ensure the day-to-day activities of the Society may continue without disruption. This is particularly important given the seasonal nature of a significant proportion of the Society's income.

However, the Council Members also acknowledge that the Society's activities need to be constantly developed if it is to continue to attract visitors and members. Consequently, on receipt of legacies the members believe, wherever possible, such monies should be set aside and designated for future projects. Due consideration is given to how this money should be utilised in the future so as to achieve the Society's charitable objectives and provide the maximum benefit to the Society, its members and those visiting the Didcot Railway Centre.

b. Principal Funding

The principle funding is from donations, legacies, grants, appeals, entrance fees, membership subscriptions and charity trading profit. In general, funding from entrance fees, membership subscriptions and the charity trading profit has supported the operation of the Railway Centre whilst funding from donations, legacies, grants and appeals has supported restoration, conservation and development.

The group balance sheet shows total funds of £859,779 (2008 - £565,160)

Included in the total funds is an amount of £334,321 (2008 - £308,759) which is restricted. These monies have been either raised for, and their use restricted to specific purposes, or they comprise donations subject to donor imposed conditions. Full details of these restricted funds can be found in note 22 to the accounts together with an analysis of movements in the year.

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Funds totalling £300,734 (2008 - £58,384) have been designated, or set aside, by the Council Members for restoration, conservation and development purposes. An analysis of movements in the funds are set out in note 19 to the accounts.

General funds in the Group at 31 January 2009 total £224,724 (2008 -198,017)

Free reserves amounted to £79,849 (2008 - £40,627)

Plans for the future

a. Future Developments

The main plans for the future are to acquire the freehold, or a long lease without a break clause, of the Railway Centre site and develop the Railway Centre by extending its rail network in the Centre sidings area together with a number of associated replica historic buildings and exhibits. It is also intended to extend the existing Small Relics museum, build a purpose designed exhibition centre and a visitor centre providing improved access for visitors. A number of restoration and preservation projects will also proceed in order to enhance the collection. It is planned to continue with the major fund raising initiatives. It is anticipated that more grant funding will become available once the Railway Centre site has been purchased or a long lease without a break clause obtained.

Members' liability

In the event of the Society being wound up, Members and those within one year of ceasing to be members, are required to contribute an amount not exceeding £1 per person.

Employee Involvement and Employment of the Disabled

Employees have been consulted on issues of concern to them by means of regular consultative committee and staff meetings and have been kept informed on specific matters directly by management. The company carries out exit interviews for all staff leaving the organisation and has adopted a procedure of upward feedback for senior management and the Council Members.

The company has implemented a number of detailed policies in relation to all aspects of personnel matters including:

- 1) equal opportunities policy
- 2) volunteers' policy
- 3) health and safety policy

In accordance with the charitable company's equal opportunities policy, the charitable company has long established fair employment practices in the recruitment, selection, retention and training of disabled staff.

Full details of these policies are available from the charitable company's offices.

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

COUNCIL MEMBERS' REPORT (continued)
FOR THE YEAR ENDED 31 JANUARY 2009

STATEMENT OF COUNCIL MEMBERS' RESPONSIBILITIES

The Council Members are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulations.

Company and charity law requires the Council Members to prepare financial statements for each financial year. Under that law the Council Members 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 affairs of the company and the group and of the surplus or deficit of the group for that period. In preparing these financial statements, the Council Members are required to:

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

The Council Members are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PROVISION OF INFORMATION TO AUDITORS

So far as each of the Council Members is aware at the time the report is approved:

- there is no relevant audit information of which the company and the group's auditors are unaware, and
- the Council Members have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

AUDITORS

A resolution proposing that Wellers be re-appointed as auditors of the company will be put to the Annual General Meeting.

This report was approved by the Council Members on 16 July 2009 and signed on its behalf, by:



A R Croucher, Chairman

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GREAT WESTERN SOCIETY LIMITED

We have audited the financial statements of Great Western Society Limited for the year ended 31 January 2009 set out on pages 16 to 35. These financial statements have been prepared under the accounting policies set out on pages 20 to 22 and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2007).

This report is made solely to the charitable company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 Auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company and its members, as a body, for our audit work, for this report, or for the opinion we have formed.

RESPECTIVE RESPONSIBILITIES OF COUNCIL MEMBERS AND AUDITORS

The responsibilities of the Council Members (who also act as company directors of Great Western Society Limited for the purposes of company law) for preparing the Council Members' annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Council Members' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Council Members' annual report is consistent with the financial statements.

In addition we report to you if, in our opinion, the group has not kept proper accounting records or if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Council Members' remuneration and transactions with the group is not disclosed.

We read the Council Members' annual report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the Council Members in the preparation of the financial statements and of whether the accounting policies are appropriate to the charitable group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GREAT WESTERN SOCIETY LIMITED

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, applicable to Smaller Entities, of the state of the charitable group's and the parent company's affairs as at 31 January 2009 and of the group's incoming resources and application of resources, including its income and expenditure for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Council Members' annual report is consistent with the financial statements.

WELLERS
Accountants
Registered Auditors
8 King Edward Street
Oxford
OX1 4HL

Date:

6th August 2009

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES
(incorporating income and expenditure account)
FOR THE YEAR ENDED 31 JANUARY 2009

	Note	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
INCOMING RESOURCES					
Incoming resources from generated funds:					
Voluntary income	2	396,085	291,122	687,207	298,821
Activities for generating funds	3,4	32,761	241,549	274,310	340,289
Investment income	5	9,850	7,226	17,076	16,269
Incoming resources from charitable activities	6	4,387	333,973	338,360	361,760
TOTAL INCOMING RESOURCES		443,083	873,870	1,316,953	1,017,139
RESOURCES EXPENDED					
Costs of generating funds:					
Costs of generating voluntary income	7	8,032	1,778	9,810	50,538
Fundraising expenses and other costs	4	-	192,759	192,759	211,182
Charitable activities	12	405,070	308,617	713,687	591,508
Governance costs	9	4,420	101,659	106,079	123,704
TOTAL RESOURCES EXPENDED	11	417,522	604,813	1,022,335	976,932
MOVEMENT IN TOTAL FUNDS FOR THE YEAR - NET INCOME FOR THE YEAR		25,561	269,057	294,618	40,207
<i>Total funds at 1 February 2008</i>		<i>308,760</i>	<i>256,401</i>	<i>565,161</i>	<i>524,954</i>
TOTAL FUNDS AT 31 JANUARY 2009		334,321	525,458	859,779	565,161

The notes on pages 20 to 35 form part of these financial statements.

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

CONSOLIDATED BALANCE SHEET
AS AT 31 JANUARY 2009

	Note	£	2009 £	£	2008 £
FIXED ASSETS					
Tangible fixed assets	15		144,875		157,390
Investments in associates	16		40		40
			<u>144,915</u>		<u>157,430</u>
CURRENT ASSETS					
Stocks	17	37,262		40,430	
Debtors	18	22,189		27,009	
Investments	19	675,403		387,568	
Cash at bank and in hand		94,503		65,010	
		<u>829,357</u>		<u>520,017</u>	
CREDITORS: amounts falling due within one year	20	(114,493)		(112,286)	
NET CURRENT ASSETS			<u>714,864</u>		<u>407,731</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>859,779</u>		<u>565,161</u>
CHARITY FUNDS					
Restricted funds	21		334,321		308,760
Unrestricted funds	21		525,458		256,401
			<u>859,779</u>		<u>565,161</u>

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to small companies, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The financial statements were approved by the Council Members on 16 July 2009 and signed on their behalf, by:



A R Croucher, Chairman

The notes on pages 20 to 35 form part of these financial statements.

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

COMPANY BALANCE SHEET
AS AT 31 JANUARY 2009

	Note	£	2009 £	£	2008 £
FIXED ASSETS					
Tangible fixed assets	15		140,019		150,916
Fixed asset investments	16		40		40
			<u>140,059</u>		<u>150,956</u>
CURRENT ASSETS					
Stocks	17	5,193		5,235	
Debtors	18	73,972		63,189	
Investments	19	675,403		387,568	
Cash at bank and in hand		57,646		40,425	
		<u>812,214</u>		<u>496,417</u>	
CREDITORS: amounts falling due within one year	20	(92,493)		(82,213)	
NET CURRENT ASSETS			<u>719,721</u>		<u>414,204</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>859,780</u>		<u>565,160</u>
CHARITY FUNDS					
Restricted Funds	21		334,321		308,760
Unrestricted funds	21		525,459		256,400
			<u>859,780</u>		<u>565,160</u>

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 applicable to small companies, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007).

The financial statements were approved by the Council Members on 16 July 2009 and signed on their behalf, by:

Richard Croucher

The notes on pages 20 to 35 form part of these financial statements.

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 JANUARY 2009**

	Note	2009 £	2008 £
Net cash flow from operating activities	23	300,255	10,557
Returns on investments and servicing of finance	24	17,073	16,269
Capital expenditure and financial investment	24	(287,835)	(26,861)
INCREASE/(DECREASE) IN CASH IN THE YEAR		<u>29,493</u>	<u>(35)</u>

**RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS/DEBT
FOR THE YEAR ENDED 31 JANUARY 2009**

	2009 £	2008 £
Increase/(Decrease) in cash in the year	<u>29,493</u>	<u>(35)</u>
MOVEMENT IN NET DEBT IN THE YEAR	<u>29,493</u>	<u>(35)</u>
Net funds at 1 February 2008	65,010	65,045
NET FUNDS AT 31 JANUARY 2009	<u>94,503</u>	<u>65,010</u>

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, with the exception of investments which are included at market value, and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2007). The financial statements have been prepared in accordance with the Statement of Recommended Practice (SORP), "Accounting and Reporting by Charities" published in March 2005, applicable accounting standards and the Companies Act 1985.

The Statement of financial activities (SOFA) and Balance sheet consolidate the financial statements of the company and its subsidiary undertaking. The results of the subsidiary are consolidated on a line by line basis.

No separate SOFA has been presented for the company alone as permitted by section 230 of the Companies Act 1985 and paragraph 397 of the SORP.

1.2 Basis of consolidation

The financial statements consolidate the accounts of Great Western Society Limited and all of its subsidiary undertakings ('subsidiaries').

The company has taken advantage of the exemption contained within 230 of the Companies Act 1985 not to present its own Income and expenditure Account.

The income and expenditure account for the year dealt with in the accounts of the company was **£NIL (2008 - £NIL)**.

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied, exclusive of Value Added Tax and trade discounts.

1.4 Company status

The company is a company limited by guarantee. The members of the company are the Council Members named on page 1. In the event of the company being wound up, the liability in respect of the guarantee is limited to £1 per member of the company.

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009

1. ACCOUNTING POLICIES (continued)

1.5 Fund accounting

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

Designated funds comprise unrestricted funds that have been set aside by the Council Members for particular purposes. The aim and use of each designated fund is set out in the notes to the financial statements.

Restricted funds are funds which are to be used in accordance with specific restrictions imposed by donors which have been raised by the company for particular purposes. The cost of raising and administering such funds are charged against the specific fund. The aim and use of each restricted fund is set out in the notes to the financial statements.

Investment income, gains and losses are allocated to the appropriate fund.

1.6 Incoming resources

All incoming resources are included in the Statement of financial activities when the company is legally entitled to the income and the amount can be quantified with reasonable accuracy. For legacies, entitlement is the earlier of the company being notified of an impending distribution or the legacy being received.

Gifts in kind donated for distribution are included at valuation and recognised as income when they are distributed to the projects. Gifts donated for resale are included as income when they are sold. Donated facilities are included at the value to the company where this can be quantified and a third party is bearing the cost. No amounts are included in the financial statements for services donated by volunteers.

Donated services or facilities, which comprise donated services, are included in income at a valuation which is an estimate of the financial cost borne by the donor where such a cost is quantifiable and measurable. No income is recognised where there is no financial cost borne by a third party.

Income tax recoverable in relation to donations received under Gift Aid or deeds of covenant is recognised at the time of the donation.

Income tax recoverable in relation to investment income is recognised at the time the investment income is receivable.

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

1. ACCOUNTING POLICIES (continued)

1.7 Resources expended

All expenditure is accounted for on an accruals basis and has been included under expense categories that aggregate all costs for allocation to activities. Where costs cannot be directly attributed to particular activities they have been allocated on a basis consistent with the use of the resources.

Fundraising costs are those incurred in seeking voluntary contributions and do not include the costs of disseminating information in support of the charitable activities. Support costs are those costs incurred directly in support of expenditure on the objects of the company and include project management carried out at Headquarters. Governance costs are those incurred in connection with administration of the company and compliance with constitutional and statutory requirements.

1.8 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery	-	over the life of the lease
Fixtures & fittings	-	15% to 33.3% - straight line
Office equipment	-	25% to 100% - reducing balance

1.9 Investments

Investments are stated at market value at the balance sheet date. The Statement of financial activities includes the net gains and losses arising on revaluations and disposals throughout the year.

Investments in associates are stated at the amount of the company's share of net assets. The Consolidated statement of financial activities includes the company's share of the associated companies' profits after taxation using the equity accounting basis.

1.10 Operating leases

Rentals under operating leases are charged on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.11 Pensions

Contributions made to employee's personal pension plans are debited to the statement of financial activities when payable.

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

2. VOLUNTARY INCOME

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Donations	197,613	14,284	211,897	188,415
Legacies	-	276,838	276,838	27,850
Grants	198,472	-	198,472	82,556
	<u>396,085</u>	<u>291,122</u>	<u>687,207</u>	<u>298,821</u>

3. FUNDRAISING INCOME

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Appeal income	1,225	-	1,225	39,107
Steaming fees	6,650	-	6,650	6,482
Raffles	20,738	-	20,738	12,962
Other income	4,148	7,813	11,961	13,763
	<u>32,761</u>	<u>7,813</u>	<u>40,574</u>	<u>72,314</u>

4. TRADING ACTIVITIES

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Charity trading income				
Charity trading income	-	233,736	233,736	267,975
Charity trading expenses				
Charity trading expenses	-	133,247	133,247	156,846
Charity trading expenses - wages	-	57,894	57,894	52,178
Fundraising trading expenses - depreciation of tangible fixed assets	-	1,618	1,618	2,158
	<u>-</u>	<u>192,759</u>	<u>192,759</u>	<u>211,182</u>
Net income from trading activities	<u>-</u>	<u>40,977</u>	<u>40,977</u>	<u>56,793</u>

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

5. INVESTMENT INCOME

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Interest receivable	9,850	6,869	16,719	15,671
Other investment income	-	357	357	598
	<u>9,850</u>	<u>7,226</u>	<u>17,076</u>	<u>16,269</u>

6. INCOMING RESOURCES FROM CHARITABLE ACTIVITIES

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Entrance fees	4,387	234,175	238,562	271,390
Subscriptions and enrolment fees	-	99,798	99,798	90,370
	<u>4,387</u>	<u>333,973</u>	<u>338,360</u>	<u>361,760</u>

7. COSTS OF GENERATING VOLUNTARY INCOME

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Advertising and marketing	8,032	1,778	9,810	38,427
Staff costs	-	-	-	12,111
	<u>8,032</u>	<u>1,778</u>	<u>9,810</u>	<u>50,538</u>

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

8. EXPENDITURE BY CHARITABLE ACTIVITY

SUMMARY BY FUND TYPE

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Promotion of the Great Western Railway	-	109,792	109,792	123,651
Restoration and preservation of locomotives and depot	405,070	198,825	603,895	467,857
	<u>405,070</u>	<u>308,617</u>	<u>713,687</u>	<u>591,508</u>

SUMMARY BY EXPENDITURE TYPE

	Staff costs 2009 £	Depreciation 2009 £	Other costs 2009 £	Total 2009 £	Total 2008 £
Promotion of the Great Western Railway	8,943	-	100,849	109,792	123,651
Restoration and preservation of locomotives and depot	17,888	8,718	577,289	603,895	467,857
	<u>26,831</u>	<u>8,718</u>	<u>678,138</u>	<u>713,687</u>	<u>591,508</u>

9. GOVERNANCE COSTS

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Auditors remuneration	-	7,250	7,250	4,374
Bank charges and interest	-	2,089	2,089	2,438
Sundry expenses	4,420	13,586	18,006	14,194
Travel and subsistence	-	446	446	1,767
Postage and telephone	-	7,276	7,276	7,783
Stationery and office supplies	-	3,761	3,761	4,904
Staff Expenses	-	1,664	1,664	483
Affiliation fees	-	800	800	615
Wages and salaries	-	60,099	60,099	84,778
Governance expense - NI	-	2,509	2,509	-
Depreciation	-	2,179	2,179	2,368
	<u>4,420</u>	<u>101,659</u>	<u>106,079</u>	<u>123,704</u>

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

10. DIRECT COSTS

	Promotion of the Great Western Railway £	Restoration & preservation of locomotives and depot £	Total 2009 £	Total 2008 £
Echo and Newsletter costs	17,287	-	17,287	23,980
Event staging costs	83,562	-	83,562	99,670
Repairs and maintenance of locomotives, rolling stock, buildings and tracks	-	461,672	461,672	326,851
Rent, rates and water	-	14,330	14,330	15,468
Insurance	-	36,152	36,152	34,259
Coal and oil	-	28,595	28,595	23,632
Electricity	-	29,079	29,079	27,510
Site cleaning and security	-	7,461	7,461	6,443
Wages and salaries	8,585	17,171	25,756	24,223
National insurance	358	717	1,075	-
Depreciation	-	8,718	8,718	9,471
	<u>109,792</u>	<u>603,895</u>	<u>713,687</u>	<u>591,507</u>

11. ANALYSIS OF RESOURCES EXPENDED BY EXPENDITURE TYPE

	Staff costs 2009 £	Depreciation 2009 £	Other costs 2009 £	Total 2009 £	Total 2008 £
Costs of generating voluntary income	-	-	9,810	9,810	50,538
Charity trading expenses	57,894	1,618	133,247	192,759	211,182
Costs of generating funds	<u>57,894</u>	<u>1,618</u>	<u>143,057</u>	<u>202,569</u>	<u>261,720</u>
Promotion of the Great Western Railway	8,943	-	100,849	109,792	123,651
Restoration and preservation of locomotives and depot	17,888	8,718	577,289	603,895	467,857
Charitable activities	<u>26,831</u>	<u>8,718</u>	<u>678,138</u>	<u>713,687</u>	<u>591,508</u>
Governance	<u>62,608</u>	<u>2,179</u>	<u>41,292</u>	<u>106,079</u>	<u>123,704</u>
	<u>147,333</u>	<u>12,515</u>	<u>862,487</u>	<u>1,022,335</u>	<u>976,932</u>

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

12. ANALYSIS OF RESOURCES EXPENDED BY ACTIVITIES

	Activities undertaken directly 2009 £	Support costs 2009 £	Total 2009 £	Total 2008 £
Promotion of the Great Western Railway	109,792	-	109,792	123,651
Restoration and preservation of locomotives and depot	603,895	-	603,895	467,857
Total	<u>713,687</u>	<u>-</u>	<u>713,687</u>	<u>591,508</u>

13. NET INCOME

This is stated after charging:

	2009 £	2008 £
Depreciation of tangible fixed assets:		
- owned by the charitable group	12,515	13,996
Auditors remuneration	<u>7,250</u>	<u>4,374</u>

During the year, no Council Member received any remuneration (2008 - £NIL).
During the year, no Council Member received any benefits in kind (2008 - £NIL).
During the year, no Council Member received any reimbursement of expenses (2008 - £NIL).

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

14. STAFF COSTS

Staff costs were as follows:

	Group		Company	
Wages and salaries	143,748	173,291	85,854	121,114
Social security costs	3,585	-	3,585	-
	<u>147,333</u>	<u>173,291</u>	<u>89,439</u>	<u>121,114</u>

The average monthly number of employees during the year was as follows:

	Group	
	No.	No.
General funds - fund raising	1	1
Restoration and preservation of locomotives, rolling stock and depot and promotion of the Great Western Railway	3	3
Management and administration	3	5
Commercial trading	8	8
	<u>15</u>	<u>17</u>

No employee received remuneration amounting to more than £60,000 in either year.

In addition to permanent employees, the Society relies on volunteers for help in both the restoration and preservation of locomotives, rolling stock and depot, and fund raising.

15. TANGIBLE FIXED ASSETS

Group	Site buildings, turntable and electrical installation £	Furniture, fittings and equipment £	Total £
Cost			
At 1 February 2008 and 31 January 2009	354,493	109,044	463,537
Depreciation			
At 1 February 2008	210,502	95,645	306,147
Charge for the year	9,647	2,868	12,515
At 31 January 2009	220,149	98,513	318,662
Net book value			
At 31 January 2009	134,344	10,531	144,875
At 31 January 2008	143,991	13,399	157,390

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

Company	Site buildings, turntable and electrical installation £	Furniture, fittings and equipment £	Total £
Cost			
At 1 February 2008 and 31 January 2009	354,493	79,645	434,138
Depreciation			
At 1 February 2008	210,502	72,720	283,222
Charge for the year	9,647	1,250	10,897
At 31 January 2009	220,149	73,970	294,119
Net book value			
At 31 January 2009	134,344	5,675	140,019
At 31 January 2008	143,991	6,925	150,916

16. FIXED ASSET INVESTMENTS

Group	Share in group under- takings £
Market value	
At 1 February 2008 and 31 January 2009	40
Group investments at market value comprise:	
	2009 2008
	£ £
Participating interests	40 40

All the fixed asset investments are held in the UK

Company	Shares in group undertakings £
Market value	
At 1 February 2008 and 31 January 2009	40

GREAT WESTERN SOCIETY LIMITED
(A company limited by guarantee)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2009**

16. FIXED ASSET INVESTMENTS (continued)

Company investments at market value comprise:

	2009 £	2008 £
Participating interests	40	40

All the fixed asset investments are held in the UK

17. STOCKS

	<u>Group</u>		<u>Company</u>	
	2009 £	2008 £	2009 £	2008 £
Goods for resale	30,833	33,079	-	-
Consumables	1,236	2,116	-	-
Sundry	5,193	5,235	5,193	5,235
	<u>37,262</u>	<u>40,430</u>	<u>5,193</u>	<u>5,235</u>

18. DEBTORS

	<u>Group</u>		<u>Company</u>	
	2009 £	2008 £	2009 £	2008 £
Trade debtors	1,858	6,455	169	5,643
Amounts owed by group undertakings	-	-	53,481	37,147
Other debtors	1,358	604	1,360	604
Prepayments and accrued income	18,973	19,950	18,962	19,795
	<u>22,189</u>	<u>27,009</u>	<u>73,972</u>	<u>63,189</u>

19. CURRENT ASSET INVESTMENTS

	<u>Group</u>		<u>Company</u>	
	2009 £	2008 £	2009 £	2008 £
Short term savings deposits	675,403	387,568	675,403	387,568

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**NOTES TO THE FINANCIAL STATEMENTS
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20. CREDITORS:
Amounts falling due within one year

	<u>Group</u>		<u>Company</u>	
	2009	2008	2009	2008
	£	£	£	£
Trade creditors	63,215	58,710	60,657	48,491
Amounts owed to group undertakings	-	-	9	9
Social security and other taxes	8,696	7,195	3,439	2,859
Other creditors	1,320	1,172	1,320	1,172
Accruals and deferred income	41,262	45,209	27,068	29,682
	<u>114,493</u>	<u>112,286</u>	<u>92,493</u>	<u>82,213</u>

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21. STATEMENT OF FUNDS

	Brought Forward £	Incoming resources £	Resources Expended £	Carried Forward £
Designated funds				
Designated Fund	58,385	292,723	(50,376)	300,732
General funds				
General Fund	198,016	581,147	(554,437)	224,726
Total Unrestricted funds	256,401	873,870	(604,813)	525,458
Restricted funds				
Heavy freight (3822/7202)	26,720	6,980	(4,626)	29,074
Locomotive 1338	7,013	1,699	-	8,712
Locomotive 1340	7,151	1,706	-	8,857
Locomotive 2999	2,298	11,628	(6,470)	7,456
Locomotive 3738	4,302	4,240	-	8,542
Locomotive 4079	7,277	660	(5,433)	2,504
Churchward Heritage (5322/1363)	309	14,781	(2,461)	12,629
Locomotive 6023	38,370	18,868	(45,050)	12,188
Tender for Locomotive 5051	10,660	435	-	11,095
Steam Railmotor	55,435	276,479	(235,815)	96,099
Coach 416	1,434	-	-	1,434
Dean Break 933	4,798	159	(2,000)	2,957
Super Saloons	32,692	5,427	(12,647)	25,472
Carriage Jacks	19,571	-	(19,571)	-
Carriage Shed Improvements	21,939	10,957	(8,241)	24,655
Ramp Access	25,399	1,036	-	26,435
Educational Facilities	3,363	22,638	(25,617)	384
Didcot Development	9,414	15,478	(7,884)	17,008
Broad Gauge Engine House	13,367	969	-	14,336
Broad Gauge Coach	575	523	(680)	418
Locomotive 1014	6,901	42,572	(40,827)	8,646
BPC	2,508	101	-	2,609
Rail Car 22	3,920	221	-	4,141
Locomotive 3650	1,960	7	(200)	1,767
Firefly	1,384	1,287	-	2,671
Locomotive 1466	-	4,232	-	4,232
	308,760	443,083	(417,522)	334,321
Total of Funds	565,161	1,316,953	(1,022,335)	859,779

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**NOTES TO THE FINANCIAL STATEMENTS
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21. STATEMENT OF FUNDS

SUMMARY OF FUNDS

	Brought Forward £	Incoming resources £	Resources Expended £	Carried Forward £
Designated funds	58,385	292,723	(50,376)	300,732
General funds	198,016	581,147	(554,437)	224,726
	<u>256,401</u>	<u>873,870</u>	<u>(604,813)</u>	<u>525,458</u>
Restricted funds	308,760	443,083	(417,522)	334,321
	<u>565,161</u>	<u>1,316,953</u>	<u>(1,022,335)</u>	<u>859,779</u>

22. ANALYSIS OF NET ASSETS BETWEEN FUNDS

	Restricted Funds 2009 £	Unrestricted Funds 2009 £	Total Funds 2009 £	Total Funds 2008 £
Tangible fixed assets	-	144,875	144,875	157,391
Fixed asset investments	-	40	40	40
Current assets	334,336	495,021	829,357	520,017
Creditors due within one year	(15)	(114,478)	(114,493)	(112,287)
	<u>334,321</u>	<u>525,458</u>	<u>859,779</u>	<u>565,161</u>

23. NET CASH FLOW FROM OPERATING ACTIVITIES

	2009 £	2008 £
Net incoming resources before revaluations	294,618	40,207
Returns on investments and servicing of finance	(17,073)	(16,269)
Depreciation of tangible fixed assets	12,515	13,996
Decrease in stocks	3,170	4,522
Decrease/(increase) in debtors	4,819	(774)
Increase/(decrease) in creditors	2,206	(31,125)
Net cash inflow from operations	<u>300,255</u>	<u>10,557</u>

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24. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT

	2009 £	2008 £
Returns on investments and servicing of finance		
Interest received	17,076	16,269
Interest paid	(3)	-
Net cash inflow from returns on investments and servicing of finance	<u>17,073</u>	<u>16,269</u>
	2009 £	2008 £
Capital expenditure and financial investment		
Increase in short term savings deposits	<u>(287,835)</u>	<u>(26,861)</u>

25. ANALYSIS OF CHANGES IN NET DEBT

	1 February 2008 £	Cash flow £	Other non-cash changes £	31 January 2009 £
Cash at bank and in hand:	65,010	29,493	-	94,503
Net funds	<u>65,010</u>	<u>29,493</u>	<u>-</u>	<u>94,503</u>

26. OPERATING LEASE COMMITMENTS

At 31 January 2009 the Group had annual commitments under non-cancellable operating leases as follows:

	Land and buildings 2009 £	2008 £
Group		
Expiry date:		
After more than 5 years	<u>16,215</u>	<u>15,199</u>

27. PRINCIPAL SUBSIDIARIES AND ASSOCIATES

a. Principal subsidiaries

Company name	Percentage Shareholding	Description
Great Western Retail Sales Limited	100	Retail
Didcot Railway Centre Limited	100	Dormant

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27. PRINCIPAL SUBSIDIARIES AND ASSOCIATES (continued)

a. Principal subsidiaries (continued)

Company name	Percentage Shareholding	Description
Great Western Restaurants Limited	100	Dormant

b. Principal associates

Great Western Preservations Limited	Dormant Company limited by guarantee and registered charity
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28. CONNECTED ENTITY

The Great Western Trust, a separate Registered Charity (Charity Registration Number 289008), has continued its appeal to fund the building and development of a new purpose-built specialist library. The library will be built and owned by the Society and, when opened, its services will be available to members of the Society, and the public. The fund includes an investment bond that now amounts to £147,418 and is included in Great Western Trust's accounts (2008 - £148,928).

The principal aims and objectives of the Great Western Trust are to acquire and preserve smaller items and artefacts connected with the Great Western Railway.

29. TAXATION

The Society is a registered charity and therefore is not liable for income tax or corporation tax on income derived from its charitable activities, as it falls within various exemptions available to registered charities.

Subsidiary companies which do not have charitable status pay any taxable profits or surpluses to the Society each year by way of Gift Aid.