Registered number: 3389502 Charity number: 1063709

St Mary's Westbrook (Limited by Guarantee)

Trustees Report and Financial Statements

For the year ended 31 August 2006

THURSDAY



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Reference and Administrative Details of the Charity, its Trustees and Advisers For the year ended 31 August 2006

Trustees

RM De Haan (Chairman)
RH Benson (Resigned 20 March 2007)
PR Bowden
Sister BM Hampson (Resigned 8 December 2006)
Mrs S Melchers
Sister B Milligan (Resigned 8 December 2006)
Mrs R McCarthy (Resigned 31 August 2006)
Mr M Varnals (Appointed 8 December 2006)
Mr M Britland (Appointed 8 December 2006)
Mr D Price (Appointed 8 December 2006)

Company registered number

3389502

Charity registered number

1063709

Registered office

54 - 56 Shorncliffe Road Folkestone Kent CT20 1RW

Company secretary

Mr M Seymour

Headmaster

Mr N Washington-Jones

Auditors

Reeves + Neylan LLP Chartered Accountants 37 St Margarets Street Canterbury Kent CT1 2TU

Bankers

National Westminster Bank Plc Europa House 49 Sandgate Road Folkestone Kent CT20 1RW

Reference and Administrative Details of the Charity, its Trustees and Advisers For the year ended 31 August 2006

Advisers (continued)

Solicitors

Blake Lapthorn Linnell Harbour Court Compass Road North Harbour Portsmouth PO6 4ST

Trustees' report For the year ended 31 August 2006

The Trustees, who are also directors of the charity for the purposes of the Companies Act, submit their annual report and the audited financial statements of St Mary's Westbrook (the school) for the year ended 31 August 2006. The Trustees confirm that the annual report and financial statements of the school comply with current statutory requirements, the requirements of the school'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

The company is governed by its Memorandum and Articles of Association

The charity is a company limited by guarantee and a registered charity with a dispensation to omit the word 'Limited' from its title and does not have a share capital

The prime objective of the company is to maintain the school as an educational charity. The aim of the school is to offer children a good all round education and to prepare them for the next stage of their lives.

It is registered with the Charity Commission under No 1063709 and its company registration number is 3389502

There have been no changes in objective since the last annual report

b Method of appointment or election of Trustees

Potential new trustees are considered for appointment by the board who assess the skills they possess and the contribution they can make to the success of Westbrook House. New trustees are given a tour of the school site and the chance to meet staff, the headmaster and the chairman of the board with a view to ensuring the trustee has a good understanding of the school's philosophy and its day to day operation.

c. Policies adopted for the induction and training of Trustees

Although no formal training programme exists for trustees within the school, trustees are encouraged to participate in training programmes, either through their principal employer or participation in ad hoc training courses. All trustees are governors of the school and exercise their powers and functions as governors with a view to fulfilling a largely strategic role in running the school.

d Organisational structure and decision making

The trustees hold a minimum of three meetings a year to determine the general policy of the school and review its overall management and control, for which they are legally responsible. The day to day running of the school is delegated to the headmaster, supported by other teaching members of the Senior Management Team.

e Related party relationships

Mr R De Haan, as a trustee, is a related party of the charity. Mr R De Haan has given guarantees to the charity's bankers in respect of loans and the overdraft facility provided. Mr R De Haan has also made personal loans to the charity amounting to £1,040,000 and personal donations totalling £815,000.

f Risk management

The trustees have assessed the major risks to which the charitable company is exposed, in particular those relating to the operations and finances of the charitable company, and are satisfied that systems are in place to mitigate our exposure to the major risks. Appropriate insurances are in place

Trustees' report (continued)
For the year ended 31 August 2006

g Equal Opportunities

The trustees recognise that equal opportunities should be an integral part of good practice within the workplace. St Mary's Westbrook aims to establish equal opportunity in all areas of its activities including creating a work environment in which the contribution and needs of all people are fully valued.

Objectives and Activities

a Policies and objectives

The principal activity of the company in the year has been the management as an educational charity of a coeducational school including a Kindergarten. It is the policy of the school to attain the highest academic levels without excluding the extra curricular programme which aims to develop life-long leisure interests and help build self-confidence and a desire to contribute to the community

b. Grant making policies

Standard bursaries are given as follows

Sibling discount - 5% Forces discount - 10% Services discount - 25% Staff discount - 33%

The standard procedures for Independent schools are followed in determining the bursaries, scholarships and grants which are given. A few discretionary bursaries are made with the approval of the governors. The school has supported 62 pupils through its bursary scheme.

Achievements and performance

a. Review of activities

The school has now been running as a stand alone Preparatory school for one year after the closure of its senior school at the end of the 2006 Summer term. Pupil numbers have increased from 54 to 94 as of November 2007. Specialist teaching is provided in all subjects throughout the Junior School and we achieved very high SATS results. It must be stated that St Mary's Westbrook is non-selective. It has small classes and well qualified and experienced staff, contributing to the excellent standards throughout the school. Continued expenditure on capital improvements and maintenance has been funded by loans from the NatWest Bank and The Roger De Haan Charitable Trust. The school is run as a Co-Ed day Preparatory school and the Governors have made a commitment to funding the short term forecast deficits.

b Investment policy

The school's policy is to invest, when available, surplus funds in low risk short term bank deposits

Trustees' report (continued)
For the year ended 31 August 2006
Financial review

a Financial Review

The financial result for the year, after accounting for donations received, is net outgoing resources of £124,946 (2005 Net Outgoing resources £317,266)

The Governors are aware of the deficit in reserves which has been caused by the historic performance of the entity

School fees have increased above inflation and costs have been reduced so that the deficit is reduced

A fresh financial direction has been undertaken, costs have been re-appraised and lowered where realistic

Pupil numbers are growing rapidly. It is the clear intention of the trustees and the headmaster for the school to breakeven by September 2009.

Plans for the future

a Future plans

Our first priority for the future is to increase pupil numbers to 120+ to ensure our financial viability. We feel comfortably on track to do so within two years commencing 2007

Facilities here are already outstanding, with brand new science, IT and music rooms, together with capacious sports fields. However, we would like to extend our art facilities and a modest all weather pitch. The Parents Association raises £10,000+ per year and are keen to be involved.

Westbrook House is Folkestone's only Independent School and it is essential that we involve ourselves in the community. We already offer our hall free of charge to various local organizations. Two local state primary schools use our sports field free of charge and we are now offering them free use of our science laboratory.

Finally, we have a strong commitment to continue to offer local children financial support by way of awards, bursaries and scholarships

Trustees' report (continued)
For the year ended 31 August 2006
Trustees' responsibilities

The Trustees are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice applicable to smaller charities

Company and charity law applicable to charities in England and Wales requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the school and of the surplus or deficit of the school for that period. In preparing those financial statements the Trustees have

- selected suitable accounting policies and applied them consistently
- made judgements and estimates that are reasonable and prudent
- prepared the financial statements on the going concern basis (unless it is inappropriate to presume that the company will continue in operation)

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the school 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 school and hence for taking reasonable steps for the detection and prevention of fraud and other irregularities.

So far as each of the Trustees is aware at the time the report is approved

- there is no relevant audit information of which the school's auditors are 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 auditors are aware of that information

Auditors

As Spain Brothers are helping Westbrook House with the ongoing accounting support it is proposed that Spain Brothers are appointed as auditors and will be put to the members at the next trustees meeting

This report was approved by the Trustees on 7 Decade 2007. and signed on its behalf, by

RM De Haan Chairman

Independent auditors' report to the members of St Mary's Westbrook

We have audited the financial statements of St Mary's Westbrook for the year ended 31 August 2006 set out on pages 9 to 18. These financial statements have been prepared in accordance with the accounting policies set out therein, the Statement of Recommended Practice. 'Accounting by Charities' and the requirements of the Financial Reporting Standard for Smaller Entities (effective January 2005).

This report is made solely to the 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 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 company and the company's members, as a body, for our audit work, for this report, or for the opinion we have formed

Respective responsibilities of trustees and auditors

As described in the Statement of Trustees' Responsibilities the charity's Trustees (who also act as company directors of St Mary's Westbrook) are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 if, in our opinion, the Trustees' Report is not consistent with the financial statements, if the charitable company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Trustees' remuneration and other transactions is not disclosed

We read the Trustees' 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 Trustees in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company'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 St Mary's Westbrook

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to smaller charities, of the state of the company's affairs as at 31 August 2006 and of its incoming resources and application of resources in the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985,
 and
- the information given in the Trustees' Report is consistent with the financial statements

Going Concern

In forming our opinion, we have considered the adequacy of the disclosures made in principal accounting policy 1 of the financial statements concerning the financial support from the company's bankers and Mr R De Haan In view of the significance of this matter we consider it should be drawn to your attention but our opinion is not qualified in this respect

Reeves + Neylan LLP

Chartered Accountants Registered Auditors

37 St Margarets Street Canterbury Kent CT1 2TU

Date 14 December 2007

Statement of Financial Activities (incorporating income and expenditure account) For the year ended 31 August 2006

	Note	Unrestricted Funds 2006 £	Unrestricted Funds 2005 £
Incoming resources			
Incoming resources from generated funds Voluntary income	2	815,000	252,159
Investment income Incoming resources from charitable activities	3 4	35,179 1,261,125	98,326 1,928,283
Total incoming resources		2,111,304	2,278,768
Resources expended			
Charitable activities Governance costs	9 6	2,230,000 6,250	2,589,953 6,081
Total resources expended	8	2,236,250	2,596,034
Movement in total funds for the year - Net income/(expenditure) for the year		(124,946)	(317,266)
Total funds at 1 September 2005		(1,126,657)	(809,391)
Total funds at 31 August 2006		(1,251,603)	(1,126,657)

The Statement of Financial Activities includes all gains and losses recognised in the year

The notes on pages 11 to 18 form part of these financial statements

Balance Sheet As at 31 August 2006

	Note	£	2006 £	£	2005 £
Fixed assets					
Tangible fixed assets	12		719,081		270,959
Current assets					
Stocks		12,500		24,853	
Debtors amounts falling due after more than one year	13	200,000		-	
Debtors amounts falling due within one year	13	177,649		486,939	
Cash in hand		-		8,077	
		390,149		519,869	
Creditors: amounts falling due within one year	14	(2,346,458)		(1,460,091)	
Net current liabilities			(1,956,309)		(940,222)
Total assets less current liabilities			(1,237,228)		(669,263)
Creditors. amounts falling due after more than one year	15		(14,375)		(457,394)
Net liabilities			(1,251,603)		(1,126,657)
Charity Funds					
Unrestricted funds	16		(1,251,603)		(1,126,657)
			(1,251,603)		(1,126,657)

The financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2005)

R M De Haan Chairman

The notes on pages 11 to 18 form part of these financial statements

Notes to the financial statements For the year ended 31 August 2006

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 2005). 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 company meets its day to day working capital requirements through an overdraft facility which is repayable on demand. In addition the company also has a bank loan of £400,000. These facilities are secured by way of guarantee provided by Mr RM De Haan, a Governor of the company. Loan facilities of £1,040,000 have also been provided by Mr RM De Haan, a trustee. See note 17 for further details

The nature of the company's business is such that there can be considerable unpredictable variation in the timing of cash inflows. As Mr R De Haan has indicated his intention to provide the charity with sufficient funds to enable it to meet its financial obligations for a period of 12 months from the date of this report, the financial statements have been prepared on a going concern basis by the Governors. The financial statements do not include any adjustments that would result from a withdrawal of the overdraft facility by the company's bankers or support from Mr R De Haan.

1.2 Company status

The company is a company limited by guarantee. The members of the company are the Trustees named on page 1. In the event of the company being wound up, the liability in respect of the guarantee is limited to £10 per member of the company.

1.3 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 company and which have not been designated for other purposes

Notes to the financial statements For the year ended 31 August 2006

1. Accounting policies (continued)

14 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

Fees consist of charges for the period ending 31 August 2006, less bursaries and allowances. Fees received for education to be provided in future years are carried forward as deferred income.

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

15 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. Management and administration costs are those incurred in connection with administration of the company and compliance with constitutional and statutory requirements.

Grants payable are charged in the year when the offer is made except in those cases where the offer is conditional, such grants being recognised as expenditure when the conditions attaching are fulfilled. Grants offered subject to conditions which have not been met at the year end are noted as a commitment, but not accrued as expenditure.

16 Cash flow

The financial statements do not include a cash flow statement because the charitable company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective January 2005)

Notes to the financial statements For the year ended 31 August 2006

1. Accounting policies (continued)

17 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.

Motor vehicles - 15-20% straight line
Furniture & equipment - 0-20% straight line
Computer equipment - 25-33% straight line
Leasehold improvements - 4-10% straight line

18 Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

2 Voluntary income

		Unrestricted Funds 2006 £	Unrestricted Funds 2005 £
	Donations	815,000	252,159 ————
3	Investment income		
		Unrestricted Funds 2006 £	Unrestricted Funds 2005 £
	Investment income - local investment properties	35,179	98,326
4	Incoming resources from charitable activities		
		Unrestricted Funds 2006 £	Unrestricted Funds 2005 £
	Charity incoming resources	1,261,125	1,928,283

Notes to the financial statements For the year ended 31 August 2006

5	Grants	4_	:I:		_
_	Larante	T/A	mai	vinia	

5	Grants to individuals					
			Number	Total 2006 £	Number	Total 2005 £
	Grants to individuals		62	227,742	79	252,054
6	Governance costs					
					Unrestricted Funds 2006 £	Unrestricted Funds 2005 £
	Auditors remuneration				6,250	6,081
7	Direct costs					
			Governanc		Total s 2006 £ £	Total 2005 £
	Teaching costs Administration Premises costs Catering Advertising		- 6,25 - - - -	58,499 0 99,729 220,960 168,930 32,950	105,979 220,960 168,930	69,175 321,397 264,247 202,001 22,266
	Exhibition costs Interest payable Major works costs Pre closure redundancy Closure costs		- - -	50,408 67,077 65,149 17,598	67,077 65,149	45,170 37,603 - - -
	Bad debts Loss on disposal of fixed ass Wages and salaries Depreciation	sets	: : :	14,669 110,24 1,057,58 38,47	14,665 1 110,241 1 1,057,581	- 1,352,667 29,454
			6,25	2,002,258	2,008,508	2,343,980
8	Analysis of resources expe	ended by expe	enditure type			
		Staff costs 2006 £	Depreciation 2006 £	Other costs 2006 £	Total 2006 £	Total 2005 £
	Charitable activities Governance	1,057,581	38,470	1,133,949 6,250	2,230,000 6,250	2,589,953 6,081
		1,057,581	38,470	1,140,199	2,236,250	2,596,034

Notes to the financial statements For the year ended 31 August 2006

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9	Analysis of resources expe	nded by activi	ties			
		Activities undertaken directly 2006	Grant funding of activities 2006 £	Support costs 2006 £	Total 2006 £	Total 2005 £
	Charitable activities	2,002,258 ————	<u>227,742</u>	-	2,230,000	2,589,953
10	Net income / (Expenditure)					
	This is stated after charging					
					2006 £	2005 £
	Depreciation of tangible fixed	assets			00.400	00.454
	- owned by the charity Governance auditors' remune	eration			38,469 6,250	29,454 6,081
	During the year, no Trustees During the year, no Trustees During the year, no Trustees	received any be	enefits in kind (20	005 - £NÍL)	5 - £NIL)	
11	Staff costs					
	Staff costs were as follows					
					2006 £	2005 £
	Wages and salaries			1 	,057,581 	1,352,667
	The average monthly number	of employees	during the year v	vas as follows		
					2006 No.	2005 N o
					IVO.	NO

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

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Notes to the financial statements For the year ended 31 August 2006

12. Tangible fixed assets

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3	Motor vehicles £	Furniture, fittings and equipment £	Leasehold improve- ments £	Total £
Cost				
At 1 September 2005	21,192	162,586	273,512	457,290
Additions	-	10,274	586,765	597,039
Disposals	(21,192)	(110,311)	(85,781)	(217,284)
At 31 August 2006	•	62,549	774,496	837,045
Depreciation				
At 1 September 2005	19,627	108,985	57,719	186,331
Charge for the year	-	6,241	32,228	38,469
On disposals	(19,627)	(71,899)	(15,310)	(106,836)
At 31 August 2006	_	43,327	74,637	117,964
Net book value	-			
At 31 August 2006	-	19,222	699,859	719,081
At 31 August 2005	1,565	53,601	215,793	270,959
Debtors				
			2006 £	2005 £
Due after more than one year			L	L
Other debtors		2	00,000 	
			2006	2005
Due within one year			£	£
-		4	20 400	250 24F
Fees Other debtors			39,188 19,089	358,345 72,024
Prepayments			19,372	56,570
		1	77,649	486,939

The monies due after more than one year above represents a contribution to the closure costs of the senior school. The contribution is payable from the future sale proceeds of an asset not owned by this charity, the date of which is uncertain but has not occurred within 12 months of the balance sheet date.

Notes to the financial statements For the year ended 31 August 2006

14. Creditors:

Amounts falling due within one year

	2006 £	2005 £
Bank loans and overdrafts Other loans Trade creditors Social security and other taxes Other creditors Accruals and deferred income	1,047,665 1,040,000 17,182 29,807 8,726 203,078	550,634 440,000 84,533 242 14,062 370,620
	2,346,458	1,460,091

There is no formal security over the bank loan of £400,000, but this, plus the overdraft facility of £525,000 has been made available by the bank on the basis of guarantees given by Mr R De Haan

Other loans are personal loans made to the school by Mr R De Haan, see note 17

15 Creditors

Amounts falling due after more than one year

	2006 £	2005 £
Bank loans Final term deposits	- 14,375	400,000 57,394
	14,375	457,394

16 Statement of funds

	Brought Forward £	Incoming resources £	Resources Expended £	Carried Forward £
Unrestricted funds General Funds - all funds	(1,126,657)	2,111,304	(2,236,250)	(1,251,603)
Summary of funds				

	Brought Forward £	Incoming resources	Resources Expended £	Carried Forward £
General Funds	(1,126,657)	2,111,304	(2,236,250)	(1,251,603)

Notes to the financial statements For the year ended 31 August 2006

17 Related party transactions

Mr R De Haan, as a trustee, is a related party of the charity

Mr R De Haan has given guarantees to the charity's bankers in respect of loans and the overdraft facility provided

Mr R De Haan has also made personal loans to the charity amounting to £1,040,000 and personal donations totalling £815,000

18 Post balance sheet events

After careful consideration the governors resolved that the senior school would shut at the end of the Summer 2006 term

The school will continue to run as a Co-Ed day Preparatory school and will be known as Westbrook House Preparatory School