Company registration number 8065263 (England and Wales)

Charity registration number 1148230 (England and Wales)

UPTON FESTIVAL OF BLUES LIMITED

ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2025

UPTON FESTIVAL OF BLUES LIMITED

LEGAL AND ADMINISTRATIVE INFORMATION

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

UPTON FESTIVAL OF BLUES LIMITED

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UPTON FESTIVAL OF BLUES LIMITED

TRUSTEES' REPORT (INCLUDING DIRECTORS' REPORT)

FOR THE YEAR ENDED 31 OCTOBER 2025

The Trustees present their annual report and financial statements for the year ended 31 October 2025.

The financial statements have been prepared in accordance with the accounting policies set out in note 1 to the financial statements and comply with the charity's governing document, the Companies Act 2006 and "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)".

Objectives and activities
The charity's objects are:

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

Main activities undertaken in relation to those purposes during the year
We can report that the festival was well attended, with similar numbers to previous years, and importantly the whole town looked to be part of the success of the festival by welcoming the visitors, providing them with a great opportunity to shop, to eat, to listen to music and to contribute to the spirit of the festival.

This year, the Committee wanted to continue the success of previous years, making our festival as memorable as it could be for our visitors, for the town, for the performers and as always to honour our objectives as a charity, to bring great blues based, live music, to the people !

The road train which took passengers back & forth through the town was a huge success for all, once again. The other great addition was our joining up with the American Vintage Car Club again, who brought even more cars to exhibit and was really well supported and enjoyed by the public, especially as they drove through the town in convoy !

As always, we produced a really good Programme, with lots of interesting articles, adverts that support the town businesses, and details of all the bands that were performing during the weekend. Performances were all of a high quality, with three main stages, and bands in the local pubs and venues, which all added to the variety and scope of music on offer. We also offered an Upton Blues festival App, this could be purchased and used instead of a paper programme, and was well received.

Our campers continue to be our main income stream and we constantly try to improve their experience by providing excellent facilities and a Campsite Village, with a bar, food, traders and a stage with a full programme of performances, which was solely for their enjoyment and not open to the public, as a thankyou.

Main activities undertaken to further the charity's purpose for public benefit
Our goal as a charity continues to fulfil all of our objectives and where surplus funds exist, to make donations and support local activities. This year our profit margins were low and we as Trustees felt that we could not offer funding externally.

We have, however, helped local organisations directly this year, with a request from Upton Baptist Church for the 'It's a Knockout' this summer. We donated £2000 to their event.

We have donated £400 to the Parish Church towards the drawing up of plans for the upgrade of the inside of the church, providing toilets and a kitchen area.

We made contribution of £305 to a local project which has provided street decorations for the town. Lights, Bunting & Wall Flags.

Our Education Programme for UBF 2025 with our musicians working with local schools to encourage and introduce them to the 'Blues' were given a grant of £6500 in 2024 and were able to fund this year's project from their remaining budget.

Thank you to the Rugby Club who managed our parking on Fish Meadow, and this year they received a substantial sum, towards the running of the club, a great job guys !

The Meadow Parking managed by Angie & Sarah, has the same arrangement whereby Upton Blues receive a percentage of the income and the charities that were supported through their hard work were; Malvern Dementia Group, Osbourne Court, What makes you Different Makes you Beautiful.

We now have an Upton Blues Festival Charity Website, and included are reports from the different organisations and charities that Upton Blues has funded over the years and also a direct link for funding applications which will open in February 2026.

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

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

On these occasions our grant making policies are as follows:

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

Achievements and performance
We were proud to have been the winners of the UK Blues Federation 'Best UK Festival' and we attended the UK Blues Awards 2024 and won the Best Festival again, we will be put in their Hall of Fame !

Financial review

The net movement in funds this year amounted to a surplus of £29,369 (2024 deficit of £16,528). The total funds of the charity as at 31 October 2025 amounted to £228,750 (2024 £199,381) which are all unrestricted funds, when excluding the charity's tangible assets the free reserves amounted to £218,663.

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

Plans for the future

We continue to act prudently to protect our funds, the brand and the status that we have built up over the years. As stated, we have made a small profit, which as costs continue to rise, means that we can look towards putting on next year's festival, with all the health and safety, security and good management required to do this.

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

Structure, governance and management

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

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

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

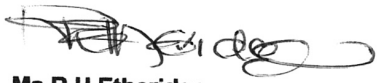
Ms R H Etheridge
Mr M R Morgan
P D Jordan
G J Bunn

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

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

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

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



Ms R H Etheridge
Trustee
Dated: 26 November 2025

UPTON FESTIVAL OF BLUES LIMITED

STATEMENT OF TRUSTEES' RESPONSIBILITIES

FOR THE YEAR ENDED 31 OCTOBER 2025

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

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that year.

In preparing these financial statements, the Trustees are required to:
- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

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

UPTON FESTIVAL OF BLUES LIMITED

INDEPENDENT EXAMINER'S REPORT

TO THE TRUSTEES OF UPTON FESTIVAL OF BLUES LIMITED

I report to the Trustees on my examination of the financial statements of Upton Festival of Blues Limited (the charity) for the year ended 31 October 2025.

Responsibilities and basis of report

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

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

Independent examiner's statement

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

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

1 accounting records were not kept in respect of the charity as required by section 386 of the Companies Act 2006.

2 the financial statements do not accord with those records; or

3 the financial statements do not comply with the accounting requirements of section 396 of the Companies Act 2006 other than any requirement that the financial statements give a true and fair view, which is not a matter considered as part of an independent examination; or

4 the financial statements have not been prepared in accordance with the methods and principles of the Statement of Recommended Practice for accounting and reporting by charities applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

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

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

Dated: 26 November 2025

UPTON FESTIVAL OF BLUES LIMITED

STATEMENT OF FINANCIAL ACTIVITIES INCLUDING INCOME AND EXPENDITURE ACCOUNT

FOR THE YEAR ENDED 31 OCTOBER 2025

	Notes	**Unrestricted funds general 2025** £	Unrestricted funds general 2024 £
Income from:			
Donations and legacies	**3**	1,139	4,398
Charitable activities	**4**	459,875	390,841
Investments	**5**	3,167	-
Total income		464,181	395,239
Expenditure on:			
Charitable activities	**6**	448,475	411,767
Net income/(expenditure) for the year/ Net movement in funds		15,706	(16,528)
Fund balances at 1 November 2024		199,381	215,909
Fund balances at 31 October 2025		215,087	199,381

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

The statement of financial activities includes all gains and losses recognised in the year. All income and expenditure derive from continuing activities.

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

UPTON FESTIVAL OF BLUES LIMITED

BALANCE SHEET

AS AT 31 OCTOBER 2025

	Notes	2025 £	2025 £	2024 £	2024 £
Fixed assets					
Tangible assets	**12**		10,087		11,157
Current assets					
Debtors	**13**	2,521		8,114	
Investments	**14**	50,000		-	
Cash at bank and in hand		153,617		182,568	
		206,138		190,682	
Creditors: amounts falling due within one year	**15**	(1,138)		(2,458)	
Net current assets			205,000		188,224
Total assets less current liabilities			215,087		199,381
The funds of the charity					
Unrestricted funds			215,087		199,381
			215,087		199,381

The company is entitled to the exemption from the audit requirement contained in section 477 of the Companies Act 2006, for the year ended 31 October 2025.

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

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

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

The financial statements were approved by the Trustees on 26 November 2025

Ms R H Etheridge
Trustee

1 Accounting policies

Charity information

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

1.1 Basis of preparation

The financial statements have been prepared in accordance with the charity's governing document, the Companies Act 2006 and "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019)". The charity is a Public Benefit Entity as defined by FRS 102.

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

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

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

1.2 Going concern

The charitable activities are entirely dependent on the continuing success of the annual festival. As a consequence, the going concern basis is dependent on the future flow of these uncertain funding streams. Accordingly, the Trustees have obtained forecasts, and after reviewing the financial forecasts for the 2025 festival, the Trustees are satisfied that, at the time of approving the financial statements, it is appropriate to adopt the going concern basis in preparing the financial statements. Other than these matters, the Trustees are not aware of any material uncertainties about the charity's ability to continue as a going concern.

1.3 Charitable funds

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

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

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

1.4 Income

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

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

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

1 Accounting policies **(Continued)**

1.5 Expenditure

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

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

1.6 Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Plant and equipment	20% straight line
Computers	25% reducing balance

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is recognised in the statement of financial activities.

1.7 Impairment of fixed assets

At each reporting end date, the charity reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

1.8 Cash and cash equivalents

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

1.9 Financial instruments

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

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

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

Basic financial assets

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

1 Accounting policies **(Continued)**

Basic financial liabilities

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

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

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

Derecognition of financial liabilities

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

1.10 Taxation

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

1.11 Employee benefits

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

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

1.12 Volunteers

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

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

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

2 Critical accounting estimates and judgements

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

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

3 Donations and legacies

	Unrestricted funds general 2025 £	Unrestricted funds general 2024 £
Donations and gifts	1,139	4,398

4 Charitable activities

	2025 £	**2024 £**
Camping fees	393,647	339,674
Stallholders	23,885	21,075
Merchandise sales	1,290	1,375
Programme sales	11,746	5,284
Advertising sales	1,140	-
Concessions	22,306	18,287
Car parking income	5,861	5,146
	459,875	390,841

5 Income from investments

	Unrestricted funds 2025 £	**Unrestricted funds 2024 £**
Interest receivable	3,167	-

6 Charitable activities

	2025	2024
	£	£
Depreciation and impairment	3,648	2,542
Music and entertainment	61,876	67,487
Staging costs	7,020	15,212
Campsite management	194,793	156,943
Security, health and safety	85,512	70,578
Ancillary costs	14,125	7,784
St Peter and St Paul Church set up	15,282	12,572
	382,256	333,118
Share of support costs (see note 7)	65,499	77,929
Share of governance costs (see note 7)	720	720
	448,475	411,767

7 Support costs

	Support costs	Governance costs	2025	Support costs	Governance costs	2024
	£	£	£	£	£	£
Staff costs	23,000	-	23,000	15,000	-	15,000
Bank charges	20	-	20	900	-	900
Festival organisation	10,555	-	10,555	5,924	-	5,924
Administrative expenses	1,109	-	1,109	1,161	-	1,161
Publicity	23,217	-	23,217	20,713	-	20,713
Insurance	1,942	-	1,942	547	-	547
Sundry	3,580	-	3,580	4,749	-	4,749
Grants and donations	2,076	-	2,076	28,935	-	28,935
Independent examiners	-	720	720	-	720	720
	65,499	720	66,219	77,929	720	78,649
Analysed between						
Charitable activities	65,499	720	66,219	77,929	720	78,649

Governance costs includes payments to the independent examiner of £720 (2024- £720) for independent examination fees.

8 Net movement in funds

	2025	2024
	£	£
The net movement in funds is stated after charging/(crediting):		
Depreciation of owned tangible fixed assets	3,648	2,542

9 Trustees

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

Mrs R H Etheridge received an honorarium of £nil (2024 £nil) and a salary of £5,000 (2024 £5,000) in her capacity as Festival Administrator.

Mr G J Bunn received an honorarium of £nil (2024 £nil) and a salary of £18,000 (2024 £10,000) in his capacity as Festival Director.

10 Employees

The average monthly number of employees during the year was:

	2025	2024
	Number	Number
	2	1

Employment costs	2025	2024
	£	£
Wages and salaries	23,000	15,000

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

11 Taxation

The charity is exempt from taxation on its activities because all its income is applied for charitable purposes.

12 Tangible fixed assets

	Plant and equipment	Computers	Total
	£	£	£
Cost			
At 1 November 2024	12,000	1,699	13,699
Additions	2,578	-	2,578
At 31 October 2025	14,578	1,699	16,277
Depreciation and impairment			
At 1 November 2024	2,400	142	2,542
Depreciation charged in the year	3,259	389	3,648
At 31 October 2025	5,659	531	6,190
Carrying amount			
At 31 October 2025	8,919	1,168	10,087
At 31 October 2024	9,600	1,557	11,157

13 Debtors

	2025	2024
Amounts falling due within one year:	£	£
Trade debtors	1,034	3,400
Other debtors	3	127
Prepayments and accrued income	1,484	4,587
	2,521	8,114

14 Current asset investments

	2025	2024
	£	£
Unlisted investments	50,000	-

15 Creditors: amounts falling due within one year

	2025	2024
	£	£
Other taxation and social security	118	-
Trade creditors	200	298
Accruals and deferred income	820	2,160
	1,138	2,458