

**THE RAPHAEL FRESHWATER
MEMORIAL ASSOCIATION LIMITED**

Company No: 688212

**CONSOLIDATED
FINANCIAL STATEMENTS**

for the year ended

31 MARCH 2024

**COHEN ARNOLD
CHARTERED ACCOUNTANTS
& STATUTORY AUDITOR
LONDON NW11 0PU**

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

TRUSTEES

Mr B S E Freshwater (Chairman)
Mr D Davis
Mr S I Freshwater
Mr R Fischer

SECRETARIES

Mr J S Southgate
Mr M D E Bale

REGISTERED OFFICE

Freshwater House
158-162 Shaftesbury Avenue
LONDON WC2H 8HR

AUDITORS

Cohen Arnold
New Burlington House
1075 Finchley Road
LONDON NW11 0PU

PRINCIPAL BANKERS

Barclays Bank plc

COMPANY NUMBER

688212

REGISTERED CHARITY NUMBER

313890

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

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FOR THE YEAR ENDED 31 MARCH 2024

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THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)
TRUSTEES' REPORT

The Governors, hereafter referred to as Trustees, who are also directors for the purposes of company law, have pleasure in presenting their Annual Report together with the Consolidated Financial Statements of the Charity for the year ended 31 March 2024.

REFERENCE AND ADMINISTRATIVE DETAILS OF THE CHARITY, ITS TRUSTEES AND ADVISORS

The official name of the Charity is The Raphael Freshwater Memorial Association Limited, a Company limited by guarantee. Its company registration number is 688212 and its registered charity number is 313890.

The registered address of the Charity is:

Freshwater House
158 - 162 Shaftesbury Avenue
LONDON WC2H 8HR

The Trustees of the Charity who served during the year and who are still in office are:

Mr B S E Freshwater (Chairman)
Mr D Davis
Mr S I Freshwater
Mr R Fischer

STRUCTURE, GOVERNANCE AND MANAGEMENT

The day to day affairs of the Charity are administered by an Executive Committee, the Chairman of which is Mr BSE Freshwater.

All Trustees give their time voluntarily and no benefits or expenses were paid to them during the year.

New trustees are appointed based on personal competence, specialist skills, availability and knowledge of and contact with institutions professing and teaching the principles of traditional Judaism and the advancement of religion in accordance with the Jewish faith. New trustees are inducted into the workings of the Charity by the existing trustees.

As the Charity is a charity limited by guarantee, its governing documents are its Memorandum and Articles of Association.

Group Structure and Relationships

The charity has the following non-charitable operating subsidiaries:-

Bastion Products Limited – a property investment company
Brigade Properties Limited – a property investment company
Charles Development Company Limited – a share investment company
Cherry Orchard Properties Limited – a property investment company
Delbast Corporation – a holding company of a 20% shareholding in a property investment company
Endsleigh Court Services Limited – a property management company
Kayville Properties Limited – a property investment company
L K B Investments Limited – a property investment company
LKB (Endsleigh) Limited – a property investment company
Metropolitan Properties Co (Cloisters) Limited – a property investment company
Newprop Company Limited – a property investment company

Certain of the Trustees of this Charity are also directors of the above companies.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)
TRUSTEES' REPORT

STRUCTURE, GOVERNANCE AND MANAGEMENT (cont'd)

Related Party Transactions

Details of transactions with 'Related Parties' are disclosed in Notes 10, 11, 12, 18, 19 and 22 to the Financial Statements.

OBJECTIVES AND ACTIVITIES

The Charity was established to support the activities of religious Jewish organisations recognised as charitable by English Law both in the United Kingdom and abroad, especially those in the field of education and relief of poverty. The Trustees regularly support a significant number of institutions and organisations both in the United Kingdom and abroad which meet the Charity's criteria.

The Charity is also supportive of organisations which are solely committed to the relief of poverty. Such organisations assist needy Jewish families through both financial and non-financial grants and distributions.

The Charity receives income from its investment properties, cash deposits, fixed asset listed investments and subsidiary and associated undertakings which it utilises in the provision and distribution of grants, donations and loans to organisations that fall within the objectives of the Charity.

The Trustees confirm that they have referred to the guidance contained in the Charity Commission's general guidance on public benefit when reviewing the Charity's aims and objectives and in planning future activities and setting the grant making policy for the year.

TRUSTEES' RESPONSIBILITIES

The Trustees are responsible for preparing the Trustees' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Trustees to prepare financial statements for each financial year. Under that law the Trustees have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Charity and the income and expenditure of the Group for that period.

In preparing these financial statements, the governors (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 accounting estimates that are reasonable and prudent; 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 are sufficient to show and explain the Charity's transactions and disclose with reasonable accuracy at any time the financial position of the Charity and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)
TRUSTEES' REPORT

AUDITORS

The auditors, Cohen Arnold, are willing to continue in office and a resolution re-appointing them in accordance with Section 485 of the Companies Act 2006 and authorising the board to fix their remuneration will be proposed at the Annual General Meeting.

Each of the persons who is a Trustee at the date of approval of this report confirms that:

- so far as each Trustee is aware, there is no relevant audit information of which the Charity's auditor is unaware; and
- each Trustee has taken all steps that they ought to have taken as a Trustee to make themselves aware of any relevant audit information and to establish that the Charity's auditor is aware of that information.

STRATEGIC REVIEW

The Trustees have prepared a strategic report which includes a review of the Group's business and future developments, a description of the principal risks and uncertainties facing the Group and key performance indicators.

STRATEGY AND BUSINESS MODEL

The Charity invests in investment properties, cash deposits, fixed asset listed investments and subsidiary and associated undertakings to generate income with which it makes grants, donations and loans to charitable organisations and institutions that fall within the objectives of the Charity.

ACHIEVEMENTS AND PERFORMANCE

During the year the Charity continued its philanthropic activities in support of religious, educational and other Charitable Institutions and the aggregate of donations made was £4,754,000 (2023: £5,351,000). Over 300 institutions and organisations were the recipients of the above donations.

No change in activities is envisaged in the immediate future.

In recent years, the Trustees have continued to support certain major projects which, during previous years, have received substantial financial grants from the Charity. At the present time the Trustees have entered into commitments for the financial support of colleges and institutions which is anticipated to absorb approximately £3,800,000 comprising Tangible Fixed Assets and other current assets made available by the Charity and the provision of financial support over the next five years (Note 17). Funds to meet these commitments have been set aside and are referred to as "Designated Funds" in the Financial Statements.

The financial results of the Charity and its Subsidiary Undertakings for the year ended 31 March 2024 are fully reflected in the attached Financial Statements together with the Notes thereon.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)
TRUSTEES' REPORT

FINANCIAL REVIEW

Reserves Policy

The Charity is required to maintain Reserves in order to ensure that it is in a position to continue its grant-making activities and cover contingencies of additional calls being made upon the Charity for support of organisations or institutions in times of need.

Consequently, the Trustees consider it appropriate to maintain 'Free Reserves' (unrestricted funds not committed or invested in Tangible Fixed Assets, Fixed Asset Investments or Loans to Subsidiary Undertakings) at a level which will not impinge on the Charity's ability to support Charitable Institutions.

As at 31 March 2024, the Charity has total funds of £102,901,000 (Group: £102,900,000). These funds include £81,109,000 (Group: £79,591,000) which arises from the revaluation of the Charity's investments and is not readily available for general purposes. The funds of the Charity and Group also include £3,800,000 of Designated Funds set aside for a Special Projects Fund, from which donations are made to various long-term charitable projects. Consequently, the Charity has reserves of £17,992,000 (Group: £19,509,000) after making allowances for the Designated Funds and reserves not readily available. These reserves include the Free Reserves of the Charity and are considered to be adequate and will be reviewed periodically by the Trustees.

Investment Policy

Under the Memorandum and Articles of Association, the Charity has the power to make investments which the Trustees consider appropriate. The Trustees seek investments which, over a medium term, are anticipated to generate a dependable flow of income coupled with capital growth.

The Trustees consider the return on investments, in terms of both income and capital growth, given the challenging market conditions the Charity operates within, to be satisfactory.

Grant Making Policy

The Charity makes Grants and Donations to Colleges and Institutions for the advancement of religion and education and to Institutions for the relief of poverty in accordance with the Charity's objectives. The recipient Institutions are based both in the United Kingdom and abroad.

In making Grants and Donations, the Trustees use their personal knowledge of the Institution, its representatives, operational efficiency and reputation. The Trustees monitor the application of the Grants and Donations by meeting with representatives of the Institutions and obtaining information as to the utilisation of funds.

During the current and prior year, the Grants and Donations made by the Charity were for the advancement of religion and education and for the relief of poverty.

Risk Management

The Trustees have a risk management strategy which comprises an annual review of the principal risks and uncertainties to which the Charity is exposed, in particular those to the operations and finances of the Charity; the establishment of policies, systems and procedures to mitigate those risks identified in the annual review and the implementation of procedures designed to minimise or manage any potential impact on the Charity should those risks materialise.

The principal risks to which the Charity is exposed are:

- Liabilities arising from property investment activity
- Tenant defaults
- Damage to property from flood, fire or terrorist action
- Planning construction and letting risk in relation to redevelopment activity
- The availability of liquid funds to make grants and donations
- The economic cycle generally
- The macroeconomic environment

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)
TRUSTEES' REPORT

FINANCIAL REVIEW (cont'd)

The Charity seeks to manage or mitigate such risks wherever possible through such measures as insurance, tenant screening and monitoring, rigorous reviews of acquisition and investment opportunities, external expert advice, monitoring cash and regular monitoring of the economic outlook.

Ultimately, the Trustees are not overly concerned as they can manage the level of donations according to the available reserves, taking into account the financial implications of the economic climate. The Trustees are satisfied that no adverse effects regarding property investment would impact the going concern status of the Charity.

Key Performance Indicators (KPIs)

The Trustees monitor the Group's performance progress against its strategic objectives and the financial performance of its operations on a regular basis. Performance is assessed against the strategy and expectations using financial and non-financial measures. The most significant KPIs used by the Group are as follows:

	2024	2023
Grants and donations paid out	£4.8 million	£5.4 million
Net rental income	£3.4 million	£2.0 million
Dividend income	£0.6 million	£0.5 million
Quoted and other investments	£17.1 million	£16.9 million
Investment property at fair value	£108.7 million	£110.9 million

PLANS FOR THE FUTURE

The Trustees plan to continue to make distributions in accordance with their grant making policy and ensure that the ability to generate sufficient income is maintained to achieve that end.


FIXED ASSETS

The movements in Fixed Assets are fully reflected in Notes 9 and 10 to the Financial Statements.

The Charity's investment properties are included in the Balance Sheet at fair value, as fully disclosed in Note 10 to the Financial Statements.

An independent professional revaluation of all the Group's properties was carried out at 31 March 2024 by Colliers International Property Advisers UK LLP, RICS Registered Valuers. The valuation figures are based on open market value assessed in accordance with the RICS Valuation - Current Global Standards (incorporating the International Valuation Standards).

On Behalf of the Council


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Mr B S E Freshwater - Trustee

27 January 2025

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)

OPINION

We have audited the financial statements of The Raphael Freshwater Memorial Association Limited (the 'charity') for the year ended 31 March 2024 which comprise the Consolidated Statement of Financial Activities, the Consolidated and Parent Charity Balance Sheets, the Group Cash Flow Statements and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

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

BASIS FOR OPINION

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

CONCLUSIONS RELATING TO GOING CONCERN

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

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

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

OTHER INFORMATION

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)

OTHER INFORMATION (cont'd)

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

We have nothing to report in this regard.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

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

- the information given in the trustees' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the trustees' report has been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the charity and its environment obtained in the course of the audit, we have not identified material misstatements in the trustees' report.

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

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

RESPONSIBILITIES OF TRUSTEES

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

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)

**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS
(cont'd)**

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the group through discussion with the directors and senior management and identified financial reporting legislation, landlord legislation and charity legislation as being most significant to these financial statements.
- We communicated these identified frameworks amongst our audit team and remained alert to any indications of non-compliance throughout the audit. We ensured that the engagement team had sufficient competence and capability to identify or recognise non-compliance with the laws and regulations.
- We discussed with the directors and senior management the policies and procedures regarding compliance with these legal and regulatory frameworks.
- We assessed the susceptibility of the group's financial statements to material misstatement due to non-compliance with legal and regulatory frameworks, including how fraud might occur, by enquiry with the directors and senior management during the planning and finalisation phases stages of our audit and by using proprietary disclosure checklists. The susceptibility to such material misstatement was determined to be low.
- Based on this understanding, we designed our audit procedures to identify non-compliance with the identified legal and regulatory frameworks, which were part of our procedures on the related financial statement items.

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

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)

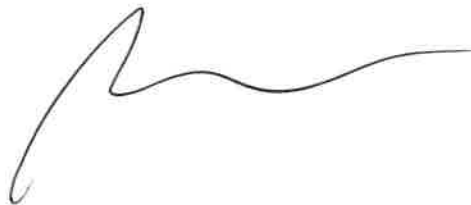
**AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS
(cont'd)**

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the trustees.
- Conclude on the appropriateness of the trustees' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the charity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the charity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

USE OF OUR REPORT

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



BARRY LEIGH
(Senior Statutory Auditor)
For and on behalf of
COHEN ARNOLD
Chartered Accountants
& Statutory Auditor

New Burlington House
1075 Finchley Road
LONDON
NW11 0PU

27 January 2025

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES
(INCORPORATING THE CONSOLIDATED INCOME AND EXPENDITURE ACCOUNT)
FOR THE YEAR ENDED 31 MARCH 2024

		2024		2023	
	Note	Unrestricted Funds		Unrestricted Funds	
		£'000	£'000	£'000	£'000
Income and Endowments from:					
Donations and Grants Received			1,253		1,357
Investments:					
Income from Fixed Asset Investments			561		543
Interest Receivable and Similar Income			130		4
Rents and Charges Receivable			8,670		7,598
Share of Profit of Associate			-		747
Total Income			<u>10,614</u>		<u>10,249</u>
Expenditure on:					
Raising Funds:					
Property Outgoings			(5,313)		(5,347)
Interest Payable and Similar Charges	2		(10)		(315)
Investment Management Costs			(102)		(90)
Share of Loss of Associate			(585)		-
Charitable Activities:					
Grants and Donations	3		(4,754)		(5,351)
Payments from Special Projects Fund			(1,122)		(618)
Expenditure Relating to Properties Held for Charitable Purposes			(39)		(110)
Other:					
Governance Costs	4		(57)		(49)
Total Expenditure			<u>(11,982)</u>		<u>(11,880)</u>
NET EXPENDITURE BEFORE GAINS/(LOSSES) ON INVESTMENTS			<u>(1,368)</u>		<u>(1,631)</u>
Net Gains/(Losses) on Investments:					
Disposal of Investment Property			393		175
Valuation of Investment Property			(2,730)		(7,195)
Valuation of Listed and Other Investments			709		(6,083)
			<u>(1,628)</u>		<u>(13,103)</u>
NET EXPENDITURE BEFORE TAX	5		<u>(2,996)</u>		<u>(14,734)</u>
Taxation	7		66		743
NET OUTGOING FOR YEAR AND NET MOVEMENT IN FUNDS			<u>(2,930)</u>		<u>(13,991)</u>
Reconciliation of Funds:					
Total Funds Brought Forward			<u>105,830</u>		<u>119,821</u>
TOTAL FUNDS CARRIED FORWARD			<u>102,900</u>		<u>105,830</u>

The notes on pages 14 to 34 form part of these Financial Statements.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2024

		2024		2023	
	Note	£'000	£'000	£'000	£'000
FIXED ASSETS					
Tangible Assets	9		981		823
Investments	10		125,774		127,831
			<u>126,755</u>		<u>128,654</u>
CURRENT ASSETS					
Debtors	11	23,389		19,414	
Cash at Bank and in Hand		<u>2,548</u>		<u>4,131</u>	
		25,937		23,545	
CREDITORS: Amounts falling due within one year	12	<u>(27,036)</u>		<u>(23,436)</u>	
NET CURRENT ASSETS			<u>(1,099)</u>		<u>109</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			125,656		128,763
CREDITORS: Amounts falling due after more than one year	13		(4,857)		(4,969)
PROVISIONS	14		<u>(17,899)</u>		<u>(17,964)</u>
TOTAL NET ASSETS			<u>102,900</u>		<u>105,830</u>
UNRESTRICTED FUNDS					
Designated Funds	16		3,800		1,569
Other Charitable Funds	16		41,310		46,702
Non-Charitable Funds	16		<u>57,790</u>		<u>57,559</u>
TOTAL UNRESTRICTED FUNDS			<u>102,900</u>		<u>105,830</u>

The Financial Statements were approved by the Council on ~~27~~ January 2025 and signed on its behalf by

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MR B S E FRESHWATER
TRUSTEE

Company Registration Number: 688212

The notes on pages 14 to 34 form part of these Financial Statements.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)
BALANCE SHEET AS AT 31 MARCH 2024

		2024		2023	
	Note	£'000	£'000	£'000	£'000
FIXED ASSETS					
Tangible Assets	9		981		823
Investments	10		95,752		97,039
			<u>96,733</u>		<u>97,862</u>
CURRENT ASSETS					
Debtors	11	13,097		12,503	
Cash at Bank and in Hand		2,458		3,365	
		<u>15,555</u>		<u>15,868</u>	
CREDITORS: Amounts falling due within one year	12	<u>(4,530)</u>		<u>(2,930)</u>	
NET CURRENT ASSETS			<u>11,025</u>		<u>12,938</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			107,758		110,800
CREDITORS: Amounts falling due after more than one year	13		<u>(4,857)</u>		<u>(4,969)</u>
TOTAL NET ASSETS			<u>102,901</u>		<u>105,831</u>
UNRESTRICTED FUNDS					
Designated Funds	16		3,800		1,569
Other Charitable Funds	16		99,101		104,262
TOTAL UNRESTRICTED FUNDS			<u>102,901</u>		<u>105,831</u>

The Financial Statements were approved by the Council on **27** January 2025 and signed on its behalf by



MR B S E FRESHWATER
TRUSTEE

Company Registration Number: 688212

The notes on pages 14 to 34 form part of these Financial Statements.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2024

	Note	2024		2023	
		£'000	£'000	£'000	£'000
Cash Flows from Operating Activities:					
Net Cash used in Operating Activities	24	(3,354)		(6,652)	
Tax Recovered		79		(59)	
Net Cash used in Operating Activities			(3,275)		(6,711)
Cash Flows from Investing Activities					
Dividends, Interest and Rents from Investments		1,917		1,970	
Purchase of Tangible Assets		(159)		-	
Proceeds from Sale of Investments		393		175	
Purchase of Investments		(548)		(3,087)	
Net Cash from/(used in) Investing Activities			1,603		(942)
Cash Flows from Financing Activities					
Interest Paid		(10)		(8)	
Net Cash Used in Financing Activities			(10)		(8)
CHANGE IN CASH AND CASH EQUIVALENTS IN THE YEAR			(1,682)		(7,661)
CASH AND CASH EQUIVALENTS AT 1 APRIL 2023			4,131		12,099
CHANGE IN CASH AND CASH EQUIVALENTS DUE TO EXCHANGE RATE MOVEMENTS			99		(307)
CASH AND CASH EQUIVALENTS AT 31 MARCH 2024	25		2,548		4,131

The notes on pages 14 to 34 form part of these Financial Statements.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. ACCOUNTING POLICIES

The charity is a private company limited by guarantee, registered in England and Wales and a registered charity in England and Wales. The address of the registered office is 158-162 Shaftesbury Avenue, London, WC2H 8HR.

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland', the Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (Charities SORP (FRS 102)) and the Charities Act 2011.

The Consolidated Financial Statements incorporate the results of the Charity and its subsidiaries for the year ended 31 March 2024. These are adjusted, where appropriate, to conform to Group accounting policies.

The following accounting policies have been used consistently in the preparation of the Group's Financial Statements.

1.1 BASIS OF ACCOUNTING

The Financial Statements have been prepared under the Historical Cost Convention, as modified by the inclusion of fixed asset investments at fair value. The financial statements are prepared in sterling, which is the functional currency of the entity, and rounded to thousands.

The Trustees have concluded that it is appropriate for the financial statements to be prepared in accordance with the accounting principles appropriate to a going concern and that there is no material uncertainty to this position, as the Trustees have a reasonable expectation that the Charity has adequate resources under all plausible circumstances to continue in operational existence for the foreseeable future by meeting its liabilities and commitments as they fall due, based on available sources of finance.

Judgements made by the Trustees, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in Note 23.

The Charity meets the definition of a public benefit entity under FRS 102.

1.2 GROUP FINANCIAL STATEMENTS

A separate Statement of Financial Activities, or Income and Expenditure Account for the Charity itself is not presented in accordance with Section 408 of the Companies Act 2006.

The Group Financial Statements incorporate the financial statements of the Charity and its group undertakings including Delbast Corporation (see Note 10f). These are adjusted, where appropriate, to conform to Group accounting policies and UK Generally Accepted Accounting Practice.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. ACCOUNTING POLICIES (cont'd)

1.4 PROPERTY OUTGOINGS

The costs of repairs are recognised in the profit and loss account in the year in which they are incurred.

Lease payments under operating leases are recognised in the profit and loss account on a straight line basis over the term of the lease.

1.5 GOVERNANCE COSTS

Governance costs include costs of the preparation and audit of financial statements and the cost of any legal advice to Trustees on governance or constitutional matters.

1.6 INVESTMENT GAINS AND LOSSES

This includes any gains or losses on the sale of investments and any gains or losses resulting from revaluing investments to fair value at the end of the year.

1.7 DEFERRED TAX

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

There are no deferred tax provisions for the Charity; it is exempt from tax due to its charitable status on the basis all income and gains will be applied solely for qualifying charitable purposes.

1.8 PROPERTIES HELD FOR USE BY CHARITY

These properties are stated at cost. Properties donated to the Charity are included at fair value at the date of acquisition. Depreciation of freehold buildings is provided at the rate of 2% per annum on a straight-line basis over the useful economic life of the asset.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. ACCOUNTING POLICIES (cont'd)

1.9 INVESTMENT PROPERTY

Investment properties are properties which are held either to earn rental income or for capital appreciation or for both. Investment properties are recognised initially at cost.

Subsequent to initial recognition

- Investment properties are held at fair value. Any gains or losses arising from changes in the fair value are recognised in the profit and loss account in the period that they arise; and
- No depreciation is provided in respect of investment properties applying the fair value model.

Investment property fair value is based on a valuation by an external, independent valuer, having an appropriate recognised professional qualification and recent experience in the location and class of property being valued. Any gain or loss arising from a change in fair value is recognised in the Statement of Financial Activities (SOFA) and taken to Other Unrestricted Funds.

1.10 DISPOSALS OF PROPERTIES

The Group generally holds its properties for the long term in order to generate rental income and capital appreciation although in the right circumstances any property could be available for sale. When an outright sale does occur the resulting surplus based on the excess of sales proceeds over valuation is included within the Group's profit on ordinary activities, and taxation applicable thereto is shown as part of the taxation charge. Disposals are recognised on the date the significant risks and rewards of ownership have been transferred. In addition the Group also 'sells' leasehold extensions when requested by leaseholders. The proceeds of these leasehold extension sales, less directly applicable costs, are also included in profit on disposal of investment properties.

1.11 LISTED INVESTMENTS

Shareholdings acquired are initially recorded at cost and subsequently included at fair value (in accordance with the SORP 2015); any surplus or deficit on revaluation is recognised in the SOFA and taken to Other Unrestricted Funds.

1.12 INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

Shareholdings acquired are initially recorded at cost and subsequently included at Trustees' best estimate of fair value (in accordance with the SORP 2015) based on the net asset value. The net asset values of the subsidiary undertakings reflect fair values of their underlying properties held for investment; any surplus or deficit on revaluation is recognised in the SOFA and taken to Other Unrestricted Funds.

1.13 INVESTMENTS IN ASSOCIATES

Investments in associates have been incorporated in the consolidated financial statements under the equity method whereby the investment is initially recognised at cost and the carrying amount is increased or decreased to recognise the share of the profit or loss of the associate after the date of acquisition. The share of the associate's profit or loss after tax is recognised in the consolidated SOFA.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. ACCOUNTING POLICIES (cont'd)

1.14 OTHER INVESTMENTS

Other investments comprise shareholdings in unlisted companies and are initially recorded at cost and subsequently included at Trustees' best estimate of fair value (in accordance with the SORP 2015); any surplus or deficit on revaluation is recognised in the SOFA and taken to Other Unrestricted Funds.

1.15 FINANCIAL INSTRUMENTS

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all its financial liabilities.

Basic financial instruments

Rental and other debtors

Rental and other debtors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

Rent in advance and other creditors

Rent in advance and other creditors are recognised initially at transaction price less attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate for a similar debt instrument.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

1.16 LIABILITY RECOGNITION

Liabilities are recognised as soon as there is a legal or constructive obligation committing the Charity to pay out resources.

1.17 FOREIGN CURRENCIES

Assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the Balance Sheet date. Transactions in foreign currencies are translated into sterling at the average rate of exchange in respect of the month during which the transactions occurred, or where practicable, at the rate ruling on the date of the transaction. Exchange differences are taken into account in arriving at the Net Income/(Expenditure) Before Tax.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

1. ACCOUNTING POLICIES (cont'd)

1.18 FUND ACCOUNTING

Unrestricted Funds are available for use at the discretion of the Trustees in furtherance of the general objectives of the Charity and in accordance with relevant law.

Designated Funds are Unrestricted Funds, which have been set-aside at the discretion of the Trustees for specific purposes as noted below (Note 1.19).

Non-Charitable Funds are Unrestricted Funds and comprise the net aggregate reserves of the Charity's subsidiaries computed by reference to the accounting policies of the subsidiaries.

Other Unrestricted Funds comprise Other Charitable Funds, representing the accumulated surplus or deficit on income and expenditure account and the excess of fair value over the cost of investments.

Restricted Funds are funds subject to specific restricted conditions imposed by donors. There are no Restricted Funds as at the Balance Sheet date.

1.19 DESIGNATED FUNDS

The Charity has committed itself to various long-term charitable projects and transfers are made to Designated Funds in accordance with anticipated expenditure in respect of each individual project.

2. INTEREST PAYABLE

	2024	2023
	£'000	£'000
Bank Charges and Interest	10	8
Losses on Foreign Exchange	-	307
	<u>10</u>	<u>315</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

3. GRANTS AND DONATIONS PAYABLE

	2024	2023
	£'000	£'000
Grants and Donations Paid	<u>4,754</u>	<u>5,351</u>

All Grants and Donations were paid to charitable institutions for the advancement of religion and education and for the relief of poverty.

The composition of donations is shown below.

	£'000
Beth Jacob Grammar School For Girls Limited	1,751
BC Trust	627
Gitter Foundation	250
Chevrav Mo'oz Ladol	112
Amud Hatzedoka Trust	87
Kollel Rabinow (Divre Shir) Foundation	74
Shir Chesed Beis Yisroel	68
Yesamach Levav Trust	60
Regent Charities Limited	60
Sassov Beis Hamderash	57
New Rachmistrivke Synagogue Trust	45
Friends of Be'er Miriam	36
Slabodka Yeshiva Trust	36
Ahavat Shalom Charity Fund	36
WST Charity Limited	34
Friends of Bobov	34
North London Welfare & Educational Foundation	31
Talmud Torah Tiferes Shlome Trust	31
Rehabilitation Trust	30
Marbeh Torah Trust	30
Yad Eliezer Trust	29
Keren Shlomo Trust	28
Lehachzikom UK	28
Other donations	1,180
	<u>4,754</u>

4. GOVERNANCE COSTS

	2024	2023
	£'000	£'000
Auditors' Remuneration	45	38
Legal and Professional Fees	11	10
Depreciation	1	1
	<u>57</u>	<u>49</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

5. NET INCOME/(EXPENDITURE) BEFORE TAX

This is stated after charging:

	2024	2023
	£'000	£'000
Depreciation	1	1
Auditors' Remuneration:		
Audit Fees	138	120
Other Professional Services	8	9
	<u> </u>	<u> </u>

6. STAFF COSTS AND EMOLUMENTS

No remuneration or other benefits from employment with the Charity or a related entity were received by the Trustees or connected parties. No Trustee expenses have been incurred.

The Group's property outgoings include employment costs of £230,380 (2023: £186,265) payable for portorage. The average number of portorage staff employed during the year was 9 (2023: 9).

7. TAXATION

Major components of tax expense

	2024	2023
	£'000	£'000
Deferred tax:		
Origination and reversal of timing differences	(66)	(743)
Taxation	<u>(66)</u>	<u>(743)</u>

All tax is recognised in the Consolidated Income and Expenditure Account.

Reconciliation of tax expense

The tax assessed on the net income for the year is higher than the standard rate of corporation tax in the UK of 25% (2023: 19%) by reference to the analysis below.

	2024	2023
	£'000	£'000
Net income before tax	<u>(2,996)</u>	<u>(14,734)</u>
Net income by rate of tax	(749)	(2,799)
Income exempt from tax	787	2,343
Expenses not deductible for tax purposes	215	26
Timing difference on unrealised gains	(1)	(210)
Utilisation of losses brought forward	(310)	(120)
Land remediation relief	(2)	-
Other differences	(6)	17
Taxation	<u>(66)</u>	<u>(743)</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

7. TAXATION (cont'd)

Factors that may affect future tax expense

The deferred tax liability at 31 March 2024 has been calculated based on the rate of 25% (2023: 25%).

8. NET MOVEMENT IN FUNDS

The Net Movement in Funds of the Charity for the year was a deficit of £2,930,000 (2023: deficit of £13,990,000) and has been dealt with in the Statement of Financial Activities of the Charity.

9. TANGIBLE FIXED ASSETS

Group and Charity

	Property Held for use by Charity £'000
Freehold Properties at Cost	
At 1 April 2023	880
Additions	159
At 31 March 2024	<u>1,039</u>
Depreciation	
At 1 April 2023	57
Charge for Year	1
At 31 March 2024	<u>58</u>
Net Book Value	
At 31 March 2024	<u>981</u>
At 31 March 2023	<u>823</u>

The Property Held for Use by Charity is stated at historical cost. This includes an amount of £971,000 which represents the cost of land earmarked for the construction of "sheltered accommodation". Part of this property forms the assets representing the Designated Funds in these respects.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

10. INVESTMENTS

Group	Freehold Properties £'000	Long Leasehold Properties £'000	Listed Investments £'000	Investments in Associates £'000	Other Investments £'000	Total £'000
FAIR VALUE						
At 1 April 2023	98,060	12,828	2	4,770	12,171	127,831
Additions	297	252	-	-	-	549
Revaluation	(2,432)	(299)	-	(812)	937	(2,606)
At 31 March 2024	95,925	12,781	2	3,958	13,108	125,774

Charity	Freehold Properties £'000	Long Leasehold Properties £'000	Listed Investments £'000	Investments in Subsidiary Undertakings £'000	Other Investments £'000	Total £'000
FAIR VALUE						
At 1 April 2023	26,650	946	2	57,560	11,881	97,039
Additions	15	-	-	-	-	15
Revaluation	(2,422)	(25)	-	231	914	(1,302)
At 31 March 2024	24,243	921	2	57,791	12,795	95,752

- a) All Investments, subject to the comments below, are stated at fair value as at 31 March 2024.
- b) An independent professional revaluation of all the Group's properties was carried out at 31 March 2024 by Colliers International Property Advisers UK LLP, RICS Registered Valuers. The valuation figures are based on open market value assessed in accordance with the RICS Valuation - Current Global Standards (incorporating the International Valuation Standards).

The historical cost of the Group's Investment Properties at 31 March 2024 is £23,910,000 (2023: £23,362,000). The historical cost of the Charity's Investment Properties at 31 March 2024 is £14,074,000 (2023: £14,059,000).

Valuation techniques and key inputs

The Group's residential apartments and houses (£89 million) were valued using a sales valuation approach, derived from recent comparable transactions in the market, adjusted by applying discounts to reflect status of occupation and condition. The largest discounts were applied to those properties subject to registered tenancies, reflecting the relative difference in security of tenure, whilst the smallest discounts were applied to those properties subject to assured shorthold tenancies.

The Group's commercial units (£20 million) were valued using the income capitalisation method, requiring the application of an appropriate market based yield to net operating income. Adjustments are made to allow for voids when less than five years are left under the current tenancy and to reflect market rent at the point of lease expiry or rent review.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

10. INVESTMENTS (cont'd)

- c) Other Investments principally comprise shares in Daejan Group Holdings Limited, valued by the Trustees using a combined discounted net asset and dividend yield approach.

Daejan Group Holdings Limited has directors in common with the Trustees of the Charity.

The historical cost of the Group's shares in Daejan Group Holdings Limited is £414,000 (2023: £414,000).

The historical cost of the Charity's shares in Daejan Group Holdings Limited is £405,000 (2023: £405,000).

- d) The value of the Investments in Subsidiary Undertakings has been estimated by the Trustees based on the underlying value of assets less liabilities of the Subsidiary Undertakings.

The historical cost of the Investments in Subsidiary Undertakings is £161,657 (2023: £161,657).

- e) The Charity holds directly and indirectly the undermentioned proportion of the issued share capital in the following Companies, all of which are incorporated in Great Britain and registered in England & Wales and whose registered address is at Freshwater House, 158 - 162 Shaftesbury Avenue, London WC2H 8HR (unless otherwise indicated) and have certain directors in common with the Charity.

	Company Number	Percentage Holding
<u>Directly Held Subsidiaries</u>		
Bastion Products Limited	00470283	100
Charles Development Company Limited	00563142	100
Cherry Orchard Properties Limited	00990596	100
Endsleigh Court Services Limited	00501255	100
L K B Investments Limited	00631653	100
Metropolitan Properties Co (Cloisters) Limited	00954321	100
Newprop Company Limited	00473750	100
	Company Number	Percentage Holding
<u>Indirectly Held Subsidiaries</u>		
Brigade Properties Limited	00730498	100
Delbast Corporation (USA)	n/a	100
Kayville Properties Limited	00754315	100
LKB (Endsleigh) Limited	09486023	100
Owen Cooper (Properties) Limited	00629014	100

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

10. INVESTMENTS (cont'd)

The aggregate amount of assets, liabilities and funds of the subsidiary undertakings are as follows:

	Assets	Liabilities	Capital & Reserves
	£'000	£'000	£'000
Bastion Products Limited	5,212	(3,419)	1,793
Brigade Properties Limited	2,019	(472)	1,547
Charles Development Company Limited	551	(63)	488
Cherry Orchard Properties Limited	2,207	(1,250)	957
Endsleigh Court Services Limited	699	-	699
Kayville Properties Limited	530	(137)	393
L K B Investments Limited	80,795	(38,926)	41,869
LKB (Endsleigh) Limited	-	(381)	(381)
Metropolitan Properties Co (Cloisters) Limited	8,105	(5,154)	2,951
Newprop Company Limited	8,696	(5,886)	2,810
Owen Cooper (Properties) Limited	323	(1)	322

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

10. INVESTMENTS (cont'd)

A summary of turnover, expenditure and profit or loss for the year is shown below for each operational subsidiary undertaking.

	Bastion Products Limited £'000	Brigade Properties Limited £'000	Charles Development Company Limited £'000	Cherry Orchard Properties Limited £'000
Turnover	428	55	13	118
Cost of sales	(506)	(6)	-	(72)
Administrative expenses	(15)	(5)	(2)	(5)
Net valuation gains / (losses) on investment property	(87)	6	-	(18)
Net valuation gains on other investments	-	-	22	-
Profit on disposal of investment property	83	-	-	-
Interest receivable and similar income	-	-	-	1
Interest payable and similar charges	(50)	(9)	-	(17)
Profit / (loss) before tax	(147)	41	33	7
Taxation	37	(10)	(5)	5
Profit / (loss) for financial year	(110)	31	28	12

	Kayville Properties Limited £'000	L K B Investments Limited £'000	Metropolitan Properties Co (Cloisters) Limited £'000	Newprop Company Limited £'000
Turnover	25	4,326	283	431
Cost of sales	(17)	(3,079)	(177)	(279)
Administrative expenses	(3)	(41)	(14)	(17)
Net valuation gains / (losses) on investment property	-	26	(186)	(24)
Profit on disposal of investment property	-	246	-	64
Interest receivable and similar income	-	4	-	7
Interest payable and similar charges	-	(391)	(86)	(55)
Profit / (loss) before tax	5	1,091	(180)	127
Taxation	(1)	(6)	45	(19)
Profit / (loss) for financial year	4	1,085	(135)	108

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

10. INVESTMENTS (cont'd)

- f) The Charity's indirect subsidiary, Delbast Corporation, owns a 20% interest in Metro-Bastion Associates, a property investment company. Both entities are controlled and their operations carried out in the USA by their directors. The registered office address of both Delbast Corporation and Metro-Bastion Associates is 1651 Coney Island Avenue, Brooklyn, NY 11230, USA. A summary of the Charity's share of the Net Assets of Metro-Bastion Associates can be found below.

Group	2024	2023
	£'000	£'000
At 1 April 2023	4,770	4,023
Share of (loss)/profit of associate	(585)	270
Foreign currency translation	(227)	477
At 31 March 2024	3,958	4,770

11. DEBTORS

	Note	Group		Charity	
		2024	2023	2024	2023
		£'000	£'000	£'000	£'000
Amount owed by subsidiary undertakings	11a	-	-	9,419	9,419
Amounts due from connected undertakings	11b	16,109	14,136	16	789
Loan debtors (charitable purposes)		107	87	107	87
Rental debtors		5,325	3,596	2,854	1,500
Other debtors		1,848	1,595	701	708
		<u>23,389</u>	<u>19,414</u>	<u>13,097</u>	<u>12,503</u>

All debtors are interest-free and repayable on demand except as disclosed below.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

11. DEBTORS (cont'd)

a) Amounts owed by subsidiary undertakings comprise the following:

	2024	2023
	£'000	£'000
Loan debtors	9,419	9,419
	<u>9,419</u>	<u>9,419</u>
	Loan Debtor	
	2024	2023
	£'000	£'000
Bastion Products Limited	618	618
Brigade Properties Limited	108	108
Cherry Orchard Properties Limited	216	216
L K B Investments Limited	6,717	6,717
Metropolitan Properties Co (Cloisters) Limited	1,079	1,079
Newprop Company Limited	681	681
	<u>9,419</u>	<u>9,419</u>

The L K B Investments Limited loan includes a facility of £4.94 million which bears interest at a rate of 5% per annum and is repayable by 29 June 2026. The remaining loans bear interest at 8% per annum and are effectively repayable on demand (see Note 22).

b) Amounts due from connected undertakings comprise amounts due from companies, certain directors of which are also directors of companies within this Group. The amounts mainly comprise balances due on property management current account which are interest free and are effectively repayable on demand.

	Group		Charity	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Freshwater Property Management Limited	14,199	11,954	-	-
Estate of OM and NG Freshwater	390	390	-	-
Highdorn Co. Limited	1,520	1,792	16	789
	<u>16,109</u>	<u>14,136</u>	<u>16</u>	<u>789</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

		Group		Charity	
		2024	2023	2024	2023
		£'000	£'000	£'000	£'000
Amounts owed to connected undertakings	12a	20,834	17,786	680	2
Taxation and social security		169	90	169	90
Rent in advance		2,425	2,680	914	1,053
Other creditors and accruals		3,608	2,880	2,767	1,785
		<u>27,036</u>	<u>23,436</u>	<u>4,530</u>	<u>2,930</u>

Amounts owed to connected undertakings comprise amounts due to companies, certain directors of which are also directors of companies within this Group. Except as detailed below, the amounts are due on property management current account, are interest free and are effectively repayable on demand.

a) Amounts owed to connected undertakings comprise the following:

		Group		Charity	
		2024	2023	2024	2023
		£'000	£'000	£'000	£'000
Highdorn Co. Limited		20,719	17,784	565	-
Mayfair Charities Limited		115	2	115	2
		<u>20,834</u>	<u>17,786</u>	<u>680</u>	<u>2</u>

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

Group and Charity

	2024	2023
	£'000	£'000
Other creditors	4,857	4,969
	<u>4,857</u>	<u>4,969</u>

Included within creditors: amounts falling due after more than one year is an amount of £nil (2023: £4,969,000) in respect of liabilities not repayable by instalments which fall due for payment after more than five years from the reporting date. These creditors relate to a loan repayable by October 2028 which is interest-free.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

14. PROVISION FOR LIABILITIES

The movement in the deferred taxation provision during the year was:

Group	Investment Property £'000	Listed Investments £'000	Total £'000
At 1 April 2023	17,910	54	17,964
Charge during the year	(71)	6	(65)
At 31 March 2024	<u>17,839</u>	<u>60</u>	<u>17,899</u>

There are no deferred tax provisions for the Charity; it is exempt from tax due to its charitable status on the basis all income and gains will be applied solely for qualifying charitable purposes.

15. OPERATING LEASES

As Lessor

The total future minimum lease payments receivable under non-cancellable operating leases are as follows:

	2024 £'000	2023 £'000
Not later than 1 year	3,682	3,189
Later than 1 year and not later than 5 years	7,696	8,228
Later than 5 years	10,181	11,592
	<u>21,559</u>	<u>23,009</u>

16. UNRESTRICTED INCOME FUNDS

Group	Designated Funds £'000	Other Charitable Funds £'000	Non Charitable Funds £'000	Total Funds £'000
Balance at 1 April 2023	1,569	46,702	57,559	105,830
Net income/(expenditure) for the year	(1,122)	(2,039)	231	(2,930)
Transfers	3,353	(3,353)	-	-
Balance at 31 March 2024	<u>3,800</u>	<u>41,310</u>	<u>57,790</u>	<u>102,900</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

16. UNRESTRICTED INCOME FUNDS (cont'd)

Charity	Designated Funds £'000	Other Charitable Funds £'000	Total Funds £'000
Balance at 1 April 2023	1,569	104,262	105,831
Net income/(expenditure) for the year	(1,122)	(1,808)	(2,930)
Transfers	3,353	(3,353)	-
Balance at 31 March 2024	<u>3,800</u>	<u>99,101</u>	<u>102,901</u>

17. ANALYSIS OF NET ASSETS BETWEEN FUNDS

Group	Fixed Assets £'000	Net Current Liabilities £'000	Long Term Liabilities £'000	Total £'000
Unrestricted Income Funds	<u>126,755</u>	<u>(1,099)</u>	<u>(22,756)</u>	<u>102,901</u>
Total Funds	<u>126,755</u>	<u>(1,099)</u>	<u>(22,756)</u>	<u>102,901</u>

Charity	Fixed Assets £'000	Net Current Assets £'000	Long Term Liabilities £'000	Total £'000
Unrestricted Income Funds	<u>96,733</u>	<u>11,025</u>	<u>(4,857)</u>	<u>102,901</u>
Total Funds	<u>96,733</u>	<u>11,025</u>	<u>(4,857)</u>	<u>102,901</u>

18. CONTINGENT LIABILITIES AND GUARANTEES

The Charity has given the following limited guarantees:

(a) £750,000 (2023: £750,000) in respect of bank overdraft facilities provided to Service To The Aged Limited, a charitable company of which some of the trustees are also Trustees of the Charity.

(b) £300,000 (2023: £150,000) in respect of bank overdraft facilities provided to Beth Jacob Grammar School for Girls Limited, a charitable company of which some of the trustees are also Trustees of the Charity.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

19. TRUSTEES' INTERESTS IN CONTRACTS

Included within Property Outgoings are management and administration charges of £11,000 (2023: £67,000) paid to Highdorn Co. Limited and £185,000 (2023: £33,000) paid to Freshwater Property Management Limited charged at normal commercial rates for day-to-day management of the properties held by the Subsidiaries. Both Highdorn Co. Limited and Freshwater Property Management Limited are members of the Freshwater Group of Companies with which this Group is connected. Mr B S E Freshwater is a director of Highdorn Co. Limited and Freshwater Property Management Limited but has no beneficial interest in their share capital.

20. FINANCIAL INSTRUMENTS

	Group		Charity	
	2024	2023	2024	2023
	£'000	£'000	£'000	£'000
Financial assets measured at fair value through income and expenditure:				
Listed investments (see Note 10)	2	2	2	2
Other investments (see Note 10)	13,108	12,171	12,795	11,881
Investment in associates (see Note 10)	3,958	4,770	-	-
Investment in subsidiary undertakings (see Note 10)	-	-	57,791	57,560
	<u>-</u>	<u>-</u>	<u>57,791</u>	<u>57,560</u>

The income, expense, net gains and losses, including changes in fair value, for financial assets measured at fair value and financial assets and liabilities measured at amortised cost are included within the Statement of Financial Activities.

The fair values of the principal investments held at fair value through income and expenditure at the balance sheet date are determined by trustees' valuation.

21. ANALYSIS OF CHANGES IN NET DEBT

	At		Non-cash	At
	1 Apr 2023	Cash flows	movements	31 Mar 2024
	£'000	£'000	£'000	£'000
Cash in hand and at bank	4,131	(1,583)	-	2,548
Debt due after one year	(4,969)	-	112	(4,857)
	<u>(838)</u>	<u>(1,583)</u>	<u>112</u>	<u>(2,309)</u>

Non-cash movements represent exchange rate movements.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

22. RELATED PARTY TRANSACTIONS

In addition to the matters set out elsewhere in these Financial Statements, the following related party transactions should be noted.

The Charity received donations of £1,250,000 (2023: £1,250,000) and £nil (2023: £100,000) from Metropolitan Properties Company Limited and Daejan Holdings Limited respectively; certain Trustees of the Charity are directors of the donor companies.

The Charity received donations of £nil (2023: 5,540) from family members of certain of the Trustees of the Charity.

The Charity received dividends aggregating £548,186 (2023: £529,914) from Daejan Group Holdings Limited, a company of which certain Trustees of the Charity are directors.

The Charity had the following interest receivable from subsidiary undertakings:

	2024	2023
	£'000	£'000
Bastion Products Limited	49	49
Brigade Properties Limited	9	9
Cherry Orchard Properties Limited	17	17
L K B Investments Limited	389	391
Metropolitan Properties Co (Cloisters) Limited	86	86
Newprop Company Limited	54	54
	<u>604</u>	<u>606</u>

Grants and Donations made by the Charity include the following amounts which were donated to charitable companies, the trustees of which are Trustees of the Charity.

	2024	2023
	£'000	£'000
Beth Jacob Grammar School for Girls Limited	1,751	2,161
Regent Charities Limited	60	235
Sassov Beis Hamedrash	56	120
The Union of Orthodox Hebrew Congregations	1	-
Zichron Chaim Limited	22	-
	<u>22</u>	<u>-</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

23. ACCOUNTING ESTIMATES AND JUDGEMENTS

(i) Property valuation

The valuation of the Group's property portfolio is inherently subjective, depending on many factors, including the individual nature of each property, its location and expected future net rental values, market yields and comparable market transactions (as set out in Note 10). Therefore the valuations are subject to a degree of uncertainty and are made on the basis of assumptions which may not prove to be accurate, particularly in periods of difficult market or economic conditions. As noted in Note 1 above, all the Group's properties are valued by external valuers with appropriate qualifications and experience.

(ii) Unlisted investments valuation

The valuation of the Group's unlisted investments is subjective, depending on many factors, including comparator dividend yields and net asset values, assumed rationale of prospective share purchasers, and the deemed impact of entity specific conditions on the aforementioned measures. Significant judgement is also required when selecting comparator companies to be included in the population from which expected yields and discounted net asset values are derived. Therefore, the valuation is subject to a degree of uncertainty and is made on the basis of assumptions which may not prove to be accurate, particularly in periods of difficult market or economic conditions.

(iii) Trade debtors

Management uses details of the age of trade debtors and the status of any disputes together with external evidence of the credit status of the counterparty in making judgements concerning any need to impair the carrying values.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024
NOTES TO THE STATEMENT OF CASH FLOWS

24. RECONCILIATION OF NET INCOME TO NET CASH USED IN OPERATING ACTIVITIES

	2024	2023
	£'000	£'000
Net expenditure for the year	(2,930)	(13,991)
Adjustments for:		
Depreciation charges	1	1
(Gains)/losses on investments	1,628	13,103
Dividends, interest and rents from investments	(4,038)	(2,483)
Increase/(decrease) in donations and designated fund provisions	-	(84)
(Increase)/decrease in debtors	(2,246)	(2,954)
Increase/(decrease) in creditors	3,711	1,245
Increase/(decrease) in provisions for liabilities	(65)	(742)
Share of (profit)/loss of associate	585	(747)
Net cash used in operating activities	<u>(3,354)</u>	<u>(6,652)</u>

25. ANALYSIS OF CASH AND CASH EQUIVALENTS

	2024	2023
	£'000	£'000
Cash at bank and in hand	<u>2,548</u>	<u>4,131</u>
Total cash and cash equivalents	<u>2,548</u>	<u>4,131</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED

MANAGEMENT INFORMATION

FOR THE YEAR ENDED 31 MARCH 2024

The following pages do not form part of the statutory financial statements which are the subject of the independent auditor's report on pages 6 to 9.

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)

INCOME & EXPENDITURE ACCOUNT
(STATEMENT OF FINANCIAL ACTIVITIES)
FOR THE YEAR ENDED 31 MARCH 2024

	2024		2023	
	£'000	£'000	£'000	£'000
Income and Endowments from:				
Donations and Grants Received		1,253		1,357
Investments:				
Income from Fixed Asset Investments		548		530
Interest Receivable and Similar Income		722		608
Rents and Charges Receivable		3,004		2,705
Total Income		<u>5,527</u>		<u>5,200</u>
Expenditure on:				
Raising Funds:				
Property Outgoings	(1,177)		(1,378)	
Interest Payable and Similar Charges	(6)		(310)	
Charitable Activities:				
Grants and Donations	(4,754)		(5,351)	
Payments from Special Projects Fund	(1,122)		(618)	
Expenditure Relating to Properties Held for Charitable Purposes	(39)		(110)	
Other:				
Governance Costs	(57)		(49)	
Total Expenditure		<u>(7,155)</u>		<u>(7,816)</u>
NET EXPENDITURE BEFORE GAINS ON INVESTMENTS		<u>(1,628)</u>		<u>(2,616)</u>
Net Gains on Investments:				
Valuation of Investment Property	(2,447)		(4,539)	
Valuation of Listed and Other Investments	1,145		(6,835)	
		<u>(1,302)</u>		<u>(11,374)</u>
NET EXPENDITURE FOR THE YEAR AND NET MOVEMENT IN FUNDS		<u>(2,930)</u>		<u>(13,990)</u>
Reconciliation of Funds:				
Total Funds Brought Forward		<u>105,831</u>		<u>119,821</u>
TOTAL FUNDS CARRIED FORWARD		<u>102,901</u>		<u>105,831</u>

THE RAPHAEL FRESHWATER MEMORIAL ASSOCIATION LIMITED
(LIMITED BY GUARANTEE)

PROPERTY REVENUE ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2024

	2024		2023	
	Unrestricted Funds		Unrestricted Funds	
	£'000	£'000	£'000	£'000
Rents and Other Charges Receivable		3,004		2,705
Less: Property Outgoings				
Ground Rent Payable	(312)		(322)	
General and Water Rates	(15)		(57)	
Insurance	(33)		(37)	
Repairs and Maintenance	(370)		(468)	
Lighting and Heating	(248)		(182)	
Porterage and Cleaning	(95)		(52)	
Legal and Professional Charges	(36)		(188)	
Management and Letting Commission	(68)		(72)	
		<u>(1,177)</u>		<u>(1,378)</u>
NET PROPERTY SURPLUS		<u>1,827</u>		<u>1,327</u>