Charity Registration No. 1103516

Company Registration No. 05081621 (England and Wales)

TOPOLSKI MEMOIR LIMITED

ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 SEPTEMBER 2017

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COMPANIES HOUSE

TOPOLSKI MEMOIR LIMITED

LEGAL AND ADMINISTRATIVE INFORMATION

Trustees	Robert Gillespie John Langley Lord Razzall (Chairman) Andrew Baird (Treasurer) Teresa Topolski Amanda Jenkins Southbank Centre Limited (represented by Mike McCart) Suzy Topolski Hugh Matheson
Charity number	1103516
Company number	05081621
Registered office	158 Hungerford Bridge Concert Hall Approach Waterloo London SE1 8XX
Independent examiner	Prager Metis LLP 5A Bear Lane Southwark London SE1 0UH

TOPOLSKI MEMOIR LIMITED

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TOPOLSKI MEMOIR LIMITED

TRUSTEES' REPORT (INCLUDING DIRECTORS' REPORT)

FOR THE YEAR ENDED 30 SEPTEMBER 2017

The Trustees present their report and financial statements for the year ended 30 September 2017.

The accounts have been prepared in accordance with the accounting policies set out in note 1 to the accounts and comply with the Company's Memorandum and Articles of Association, 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)" (as amended for accounting periods commencing from 1 January 2016)

Objectives and activities
The objective of the Company is the advancement of education and the arts for the benefit of the public by providing access to the works of Feliks Topolski and the works of other artists associated with his life.

The Company originally set about meeting this objective by laying out detailed plans to restore and re-present Feliks Topolski's Memoir of the 20th Century ("the Memoir"), refurbish the railway arches under Hungerford Railway Bridge ("the Arches") in which it is displayed, and having done so, open the exhibit to the general public. This was achieved when the Topolski Century opened to the public on 7th January 2009. In August 2010, the Directors took the decision to close Topolski Century temporarily to the public in order to preserve modest cash resources against a backdrop of poor visitor numbers and consequent low revenues. In September 2013, formal agreement was reached with the Company of Cooks to operate a café in the Arches, with the Company receiving a percentage of the café's revenues. The first revenue from this source was received by the Company in April 2014. The agreement includes provision for paintings from the Memoir to be displayed in the café, on a rotating basis, thus ensuring that the Memoir remains on display to the public.

The Company also has set about expanding and developing the Company's cultural and artistic activities in the newly refurbished Topolski's Studio ("the Studio") housed in a separate arch under Hungerford Railway Bridge just to the north of the Arches; making use of the Memoir paintings not on display in the Arches, which are stored in the Studio, in that context.

Employees and volunteers
The Company provided employment in the form of one full-time position during the year. The Directors and Trustees are extremely grateful for the work done during the course of the year.

Achievements and performance
The Topolski Café is a high-end café which allows for approximately 30% of the existing Topolski Century artwork to remain on display at any one time, with the remainder stored in the refurbished Studio in a configuration which allows for its use by the information officer.

The café revenues recorded a modest fall from the previous year, but remained at a level which enabled the Company to maintain cash balances to act as a cushion during the likely temporary closure of the café for refurbishments, as indicated under 'Plans for the future'.

The Company has continued to employ an information officer concentrating on the charity's cultural and educational strategy. In addition to running the weekly community art workshops, she has been running Saturday drawing workshops to promote reportage drawing and the works of Feliks Topolski. She arranged exhibitions of the 2016 Britishness Residency programme output, and associated talks and workshops, at the University of the West of England and University of Art in Norwich, with a similar event after year-end at Camberwell College of Arts in October 2017. Towards the end of the period she launched the 2017 Residency which continued into the new period.

Financial review

In the period covered by these financial statements, the Company recorded total grants and donations, including Gift Aid, of £Nil (2016: £Nil). Income from displaying artwork, education coursework and sundry other income was £40.589 (2016: £44,087). Total operating expenditure in the period amounted to £65,011 (2016: £45,247). The net movement in funds for the period was, therefore, an outflow of £24,422 (2016: £1,160), resulting in cumulative reserves of £283,150 (2016: £307,572), which is principally made up of capitalised assets. Cognisant of this, the Directors and Trustees have sought to deploy assets in a cash generative manner by the arrangement of the café operation. The Company does not have a specific reserves policy.

At the year end, the Company held cash balances of £33,260 (2016: £32,881) and recorded net current liabilities of £293,511 (2016: £285,262).

Plans for the future

While the café continues to enjoy the benefits from the development work in the area, we still await the full effects of the Shell Redevelopment which should be felt on completion, scheduled for later this year. At this footfall for the Topolski Café should significantly increase, boosting revenue for the Company. Through the Southbank Centre, the Company continues discussion with the café operators about the significant reconfiguration of the café (which may entail a period of closure) required fully to exploit the opportunity, and about the financial implications.

The Company intends to use the proceeds from the catering operation not only to maintain and preserve the Topolski Century artwork but to accelerate and expand the cultural activities, as evidenced by the Residencies and increased activity associated with them. Should funds allow, the Directors and Trustees intend to hire staff with the intention of sending selected panels of the artwork on tour within the UK. Meanwhile, the Company has agreed with the Southbank Centre rates of recovery of the 'carried' costs, taken from the revenues received from the café operation, which are designed to ensure consistent generation of modest funds for the Company.

Structure, governance and management

Topolski Memoir Limited (company number: 05081621 and charity number: 1103516) is a company limited by guarantee which does not have any share capital and is governed by its Memorandum and Articles of Association. The principal and registered office address is 158 Hungerford Arches, Concert Hall Approach, Waterloo, London, SE1 8XX. Details of rules concerning members, appointment of Directors and Trustees and board composition are set out in the Company's Articles of Association, a copy of which can be obtained from the registered office of the charity. All new Trustees are monitored by the board and training given where necessary as to their responsibilities as Trustees.

The Trustees, who are also the directors for the purpose of company law, and who served during the year were:

Robert Gillespie
John Langley
Lord Razzall (Chairman)
Andrew Baird (Treasurer)
Teresa Topolski
Amanda Jenkins
Southbank Centre Limited (represented by Mike McCart)
Suzy Topolski
Hugh Matheson

During the course of the year, the Topolski Café, the commercial operation through which the Company intends that sufficient revenue accrues that the Company can continue to fulfil its purpose of permanently displaying its artwork, showed a modest but manageable fall in revenues. The principle risk to which the Company is exposed remains, however, that the operation is insufficiently profitable in the medium term to repay the significant short-term funding support which has been supplied by the Southbank Centre. The café operation is being undertaken by Company of Cooks, the principal catering company operating in the Southbank Centre. The operator pays a percentage of revenue-based commission which is shared between the Southbank Centre (42.5%) and the Company (57.5%). Due to constraints on the Company's cash resources and as a sign of confidence in the café's operation, Southbank Centre agreed to 'carry' the Company's share of various set-up costs in relation to the strategy of introducing the catering operation, including professional fees, the rent of the Arches, and the refurbishment of the Studio. The Company's agreement with the Southbank Centre provides that there is no recourse to the Company for these 'carried' cash costs in the event that revenues from the café operation are insufficient to allow for them to be recovered. However, if café revenues are sufficient, the Southbank Centre is able to recover the 'carried' costs. A further specific current risk in the ongoing renegotiation of the terms of Southbank Centre's lease of the premises from Network Rail, where a rise in that cost will have an impact of the revenues accruing to the Company.

The sections entitled 'Achievements and performance', 'Plans for the future' and 'Financial review' explain the progress being made in the commercial operation and how the Directors and Trustees are addressing the risks highlighted here. In relation to risk assessment, given the size of the Company and its financial circumstances, the Directors consider that the key risks are appropriately considered on a continuing basis through on-going dialogue. The Directors recognise that the consideration of fraud risk is, in principle, particularly important. Wherever possible the Directors have sought to institute appropriate controls and segregation of duties to mitigate the risk of fraud. The risk of petty cash being misappropriated at present is, in the opinion of the Directors, low and there are no other sources of significant fraud risk that the Directors have identified.

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

TOPOLSKI MEMOIR LIMITED

TRUSTEES' REPORT (CONTINUED)(INCLUDING DIRECTORS' REPORT)

FOR THE YEAR ENDED 30 SEPTEMBER 2017

Statement of trustees' responsibilities

The Trustees, who are also the directors of Topolski Memoir 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 Company 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 Company 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 Company 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 Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

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Andrew Baird (Treasurer)

Director

Dated: 29 June 2018

TOPOLSKI MEMOIR LIMITED

INDEPENDENT EXAMINER'S REPORT

TO THE TRUSTEES OF TOPOLSKI MEMOIR LIMITED

I report to the Trustees on my examination of the financial statements of Topolski Memoir Limited (the Company) for the year ended 30 September 2017.

Responsibilities and basis of report

As the Trustees of the Company (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 (the 2006 Act).

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

Independent examiner's statement

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 Company as required by section 386 of the 2006 Act; or

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 2006 Act other than any requirement that the accounts 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 accounts 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.

Mark Boomla

Mark Boomla
FCCA ACA

Prager Metis LLP
5A Bear Lane
Southwark
London
SE1 0UH

Dated: 29/6/18

TOPOLSKI MEMOIR LIMITED

STATEMENT OF FINANCIAL ACTIVITIES INCLUDING INCOME AND EXPENDITURE ACCOUNT

FOR THE YEAR ENDED 30 SEPTEMBER 2017

	Notes	Unrestricted funds £	Restricted funds £	Total 2017 £	Total 2016 £
Income and endowments from:					
Other income	2	40,589	-	40,589	44,087
Expenditure on:					
Charitable activities	3	65,011	-	65,011	45,247
Net expenditure for the year/ Net movement in funds		(24,422)	-	(24,422)	(1,160)
Fund balances at 1 October 2016		7,620	299,952	307,572	308,732
Fund balances at 30 September 2017		(16,802)	299,952	283,150	307,572

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.

TOPOLSKI MEMOIR LIMITED

BALANCE SHEET

AS AT 30 SEPTEMBER 2017

	Notes	2017 £	£	2016 £	£
Fixed assets					
Tangible assets	7		576,661		602,834
Current assets					
Debtors	8	85,993		91,757	
Cash at bank and in hand		33,260		32,881	
		119,253		124,638	
Creditors: amounts falling due within one year	9	(412,764)		(419,900)	
Net current liabilities			(293,511)		(295,262)
Total assets less current liabilities			283,150		307,572
Income funds					
Restricted funds			299,952		299,952
Unrestricted funds			(16,802)		7,620
			283,150		307,572

The company is entitled to the exemption from the audit requirement contained in section 477 of the Companies Act 2006, for the year ended 30 September 2017. No member of the company has deposited a notice, pursuant to section 476, requiring an audit of these financial statements.

The trustees are responsible for ensuring that the charity keeps accounting records which comply with section 386 of the Act and for preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its incoming resources and application of resources, including its income and expenditure, for the financial year in accordance with the requirements of sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the company.

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 28 June 2018

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Andrew Baird (Treasurer)
Trustee

Company Registration No. 05081621

1 Accounting policies

Charity information

Topolski Memoir Limited is a private company limited by guarantee incorporated in England and Wales. The registered office is 158 Hungerford Bridge, Concert Hall Approach, Waterloo, London, SE1 8XX.

1.1 Accounting convention

The accounts have been prepared in accordance with the Company's Memorandum and Articles of Association, 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)" (as amended for accounting periods commencing from 1 January 2016). The Company is a Public Benefit Entity as defined by FRS 102.

The Company 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 Company. 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

As explained in the Directors' and Trustees' Report, the Company has entered into an agreement to proceed with a programme to establish commercial catering in the Arches housing Topolski's Memoir of 21st Century, and negotiated a flexible repayment schedule for the Southbank Centre's historical expenses. The Directors and Trustees believe this should provide a credible and realistic way forward for the Company and charity to sustain itself financially in the medium to long term.

The Directors and Trustees have concluded, therefore, that it remains appropriate to prepare these financial statements on the basis that the Company and charity remains a going concern. These financial statements do not include any adjustments that would result from the going concern basis of preparation being inappropriate.

1.3 Charitable funds

Unrestricted funds are available for use at the discretion of the Trustees in furtherance of their charitable objectives unless the funds have been designated for other purposes.

Designated funds comprise funds which have been set aside at the discretion of the Trustees for specific purposes.

Restricted funds are subject to specific restrictions on their expenditure imposed by the donor.

1.4 Incoming resources

Income is recognised when the Company 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 Company 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.

1 Accounting policies **(Continued)**

1.5 Resources expended

Liabilities are recognised as resources expended once there is a legal or constructive obligation committing the Company to the expenditure. Resources expended are included in the Statement of Financial Activities on an accruals basis net of VAT.

Costs of generating funds comprise the costs associated with attracting voluntary income and other income.

Governance costs include those costs associated with meeting the constitutional and statutory requirements of the charity.

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.

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life.

Fixed assets are depreciated on a straight line over the following periods:

Leasehold improvements	30 years
Fixtures, fittings & equipment	5 years
Computers	5 years

1.7 Heritage assets

The Company holds, as trustee, the artwork of Feliks Topolski comprising his Memoir of the Century. The previous trustee was the Southbank Centre and in the event of the Company ceasing to trade, the custody of artwork will revert, under trust, to the Southbank Centre. The Company has no authority, as trustee, to dispose of the artwork.

The Company places no value on the artwork in these financial statements due to the inherent uncertainty in determining a reliable and supportable market based value. No consideration was paid to the Southbank Centre when the Company took over the artwork as trustee and in addition, there is no track record of earned income deriving from the artwork which would allow the Directors and Trustees to impute a value from discounted projected cash flows.

The Company has no plans to acquire additional heritage assets.

1.8 Cash and cash equivalents

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

1.9 Financial instruments

The Company 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 Company's balance sheet when the Company 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.

1 Accounting policies **(Continued)**

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.

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 Company's contractual obligations expire or are discharged or cancelled.

1.10 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 Company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.11 Retirement benefits

Payments to defined contribution retirement benefit schemes are charged as an expense as they fall due.

1.12 Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors.

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease.

1.13 Foreign exchange

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the Statement of Financial Activities.

2 Other income

	2017	2016
	£	£
Display artwork	39,634	42,593
Education courses	768	1,346
Retail	187	148
	40,589	44,087

3 Charitable activities

	2017	2016
	£	£
Staff costs	26,885	23,307
Depreciation and impairment	26,174	26,167
Bookkeeping	650	750
Bank charges	428	723
Insurance	1,629	1,534
Educational expenses	3,528	1,110
Office expenses	197	679
IT and software costs	622	504
Sundry expenses	379	316
Write off of old debtors and creditors	-	(15,697)
	60,492	39,393
Share of governance costs	4,519	5,854
	65,011	45,247

4 Trustees

None of the trustees (or any persons connected with them) received any remuneration during the year (2016 - £Nil).

5 Employees

Number of employees

The average monthly number employees during the year was:

	2017 Number	2016 Number
	1	1

Employment costs	2017 £	2016 £
Wages and salaries	26,766	23,307
Other pension costs	119	-
	26,885	23,307

6 Taxation

The Company did not generate a taxable profit in the year (2016 - £Nil).

7 Tangible fixed assets

	Leasehold improvements	Fixtures, fittings & equipment	Computers	Total
	£	£	£	£
Cost				
At 1 October 2016	785,099	38,765	10,551	834,415
At 30 September 2017	785,099	38,765	10,551	834,415
Depreciation and impairment				
At 1 October 2016	182,271	38,760	10,550	231,581
Depreciation charged in the year	26,167	5	1	26,173
At 30 September 2017	208,438	38,765	10,551	257,754
Carrying amount				
At 30 September 2017	576,661	-	-	576,661
At 30 September 2016	602,828	5	1	602,834

7 Tangible fixed assets **(Continued)**

Leasehold Improvements

In the year ended 30 September 2013, the charitable company surrendered its 30 year underlease with the Southbank Centre in respect of 150/152 Hungerford Bridge, Concert Hall Approach, Waterloo, London, SE1 8XU in order that Company of Cooks could take an underlease for a ten year period with Southbank Centre for the property and operate a café on the site.

These financial statements continue to disclose Leasehold Improvements for 150/152 Hungerford Bridge, which are shown at a net book value as at 30 September 2017 of £576,661 (2016 - £602,828), although strictly the Company no longer has legal title to the property. However, the current tenant's underlease with the Southbank Centre for this property cannot be varied during its term without the express written permission of the charitable company which also has the unconditional right to take an underlease on the property at the end of the ten year period or before, if the lease terminates. On this basis, although the charitable company no longer has legal title of the property, the directors consider that the carrying value of Leasehold Improvements remains appropriate and should continue to be depreciated in accordance with current policy, given the continuing economic benefit in the form of future income streams arising to the charitable company from the property. The directors will continue to review the position annually.

8 Debtors

Amounts falling due within one year:	**2017** **£**	**2016** **£**
Other debtors	85,993	91,757

9 Creditors: amounts falling due within one year

	2017 **£**	**2016** **£**
Other creditors	410,114	413,650
Accruals and deferred income	2,650	6,250
	412,764	419,900

10 Analysis of net assets between funds

	£	**£**	**Total** **£**
Fund balances at 30 September 2017 are represented by:			
Tangible assets	576,661	-	576,661
Current assets/(liabilities)	(293,511)	-	(293,511)
	283,150	-	283,150

11 Operating lease commitments

At the reporting end date the Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2017	2016
	£	£
In over five years	1	1

The Company's future rental commitment to the Southbank Centre was formally extinguished during the accounting year ended 30 September 2013 on the surrender of its underlease with the Southbank Centre at 150/152 Hungerford Bridge, Waterloo, London, SE1 8XU (see note 7).

12 Related party transactions

There were no disclosable related party transactions during the year (2016 - none).