Company Registration: 08763866 Charity Number: 1160133



Pictured: View from Cathedral Lanes, in Coventry

TOGETHER
FOR CHANGE
COVENTRY AND
WARWICKSHIRE®



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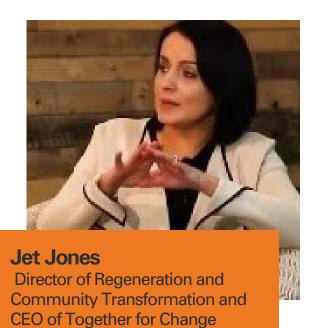
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## **CEO's Report**

I have always loved the passage of scripture in Isaiah 61 v 4 that says, 'They will rebuild the ancient ruins; they will restore the places long devastated; they will renew the ruined cities, the desolations of many generations'. This passage speaks of the Israelites, inspired by God to rebuild their homes, after they were taken into captivity and suffered the devastation of war.

Today, many Christians around the globe are inspired to renew and rebuild their communities, as families and businesses still struggle with the cost-of-living crisis, seeking help to renew and rebuild their lives.



While undergoing the building project at Saints Central this year, I have been reflecting on this passage of scripture and have realised the impact that 'rebuilding an ancient ruin' has had on the local community. It has inspired fresh hope, big dreams and has created new opportunities for people to see beyond the broken past into a hopeful future. In March 2025 we were pleased to launch the new 'George Muller Hall' as phase 2 of Saints was successfully completed and a new space for young people, community groups and businesses has emerged in a town that is struggling.

Beyond the restoration of a heritage building, we have seen lives restored and renewed as we have supported our churches and communities, raised funds and provided advice, while enabling grass-roots initiatives to flourish.

I want to say a special thank you to the CDBF, CUF and to our funders who are listed in the report and to our dedicated staff, volunteers and trustees who continue to enable TFC to be the success that it is. Finally, I want to also say thank you to Hannah Stevens who has stepped down as Saints Central Centre Manager after serving the project since 2019 and has now stepped into her new role as Saints Bar Pool Centre Manager.

"Beyond the restoration of a heritage building, we have seen lives restored and renewed" Hams

**Jet Jones** 

Director of Regeneration and Community Transformation & CEO of Together for Change



## **Trustees Report**

It gives me great pleasure to present my second report as Chair of the Board for Together for Change, Coventry and Warwickshire.

As I enter my fifth year on the Board of Trustees, it is a privilege to serve in a charity that seeks to transform lives in our most deprived communities.

Whilst in 2024, we have continued to see the ongoing impact of the Cost of Living crisis, Together for Change have advanced their impact in supporting those in the greatest areas of need across our Diocese. The ongoing work of 2024, has paved the way for the expansion and launch of new initiatives in 2025.

In 2024, Together for Change continued to align its actions in support of the Diocese of Coventry's vision and strategic priorities. Over the past year, this has included the ongoing work to support the sustainability of our Urban Church plants such as facilitating some of the community outreach work at St Oswald's Tile Hill and strengthening the Children and Family's ministry at St Peter's, Hillfields. With the support of Together for Change, this year also saw the relaunch of regular Sunday services in Camp Hill, laying the groundwork for the major renovation project set to take place in 2025. TFC's catalytic role in initiating sustainable, parish-led projects was further exemplified in 2024 by the ongoing success of the Fresh Start initiative following the transfer of management to St Peter's, Hillfields in 2023.

I would like to say a big "thank you" to our funders and partners. TFC has had continuing support of the Diocese of Coventry as a founding member, helped by the Benefact Trust. Their support has made possible the employment of Jet Jones, Director of Regeneration and Community Transformation and CEO for TFC, who has in this role led the day-to-day operation and management of TFC. TFC's relationship with CUF (our other founding member) continues through their facilitation of the Together Network (TN). This partnership provides opportunities for TFC to engage in a national network of faith-based organisations working towards a shared mission to transform vulnerable communities.

TFC's collaboration with local authorities continued to develop in 2024. With support from the Towns Deal, TFC partnered with Nuneaton and Bedworth Borough Council to commence renovations to the upstairs hall at Saints Central, creating opportunities to broaden the range of activities and community events in support of the vision to Transform Nuneaton. Additionally, with funding from the Warwickshire County Council Social Fabric Fund, TFC has progressed plans to launch a second Saints project in Bar Pool. Situated in one of Nuneaton's most deprived areas, Saints Bar Pool will be shaped by the specific needs of the local community. The project is set to open its doors in 2025.

None of TFC's work would be possible without the unwavering dedication and adaptability of our staff, as well as the incredible volunteers from Saints Central and the many churches we have partnered with. On behalf of my fellow Directors, I would like to extend our heartfelt thanks to each and every one of them. We are also deeply grateful to our many partner organisations; whose continued support is essential to facilitating TFC's work in our most deprived communities.

In 2024, Together for Change has continued to live up to its name, transforming lives and communities, harnessing local partnerships and commitment of our churches and volunteers. By working collaboratively in some of our most overlooked areas, we are witnessing tangible expressions of Kingdom change in our Diocese.

"By working collaboratively in some of our most overlooked areas, we are witnessing tangible expressions of Kingdom change in our Diocece"

Ven. Barry Dugmore
Archdeacon Missioner and Chair of the
Board for Together for Change
July 2025



The Trustees, who are also Directors for the purposes of company law, present their combined Trustees' and Directors' Report for Together for Change Coventry and Warwickshire ("TFC"), together with the financial statements, for the year ended 31 December 2024.

TFC operates in accordance with its Memorandum and Articles of Association which were amended by Special Resolution dated 11 December 2020. The Company was incorporated 6 November 2013 and formally registered with the Charity Commission on 23 January 2015.

Together for Change are now operating under new Articles of Association as of January 2021. Amendments provide for a different structure of trustees. Please refer to the structure and governance page of this report for confirmation of these amendments.

TFC operates from its registered office which is: 7 Priory Row, Coventry CV15EX.

The website address is https://togetherforchange.org.uk

The Trustees have pleasure in presenting the charitable company's report and financial statements for the year ended 31 December 2024.

# Objectives & Activities

#### TFC's objectives are for the benefit of the public:

a) to promote the efficiency and effectiveness of Christian based charities in the furtherance of their objects or any one of them, mainly but not exclusively by the provision of information, advice, support and infrastructure provision, and;

b) the relief of financial hardship, either generally or individually, through the provision of grants, goods or services.



# TFC's focus is to help transform communities within the 20% most deprived parishes in Coventry and Warwickshire.

The Trustees have had due regard to the Charity Commission's public benefit guidance when reviewing and deciding what activities the charity should undertake.

Jet Jones

Director of Regeneration and Community
Transformation & CEO of Together for

## Structure & Governance

#### **Trustees**

The charity was set up as a joint venture between the Church Urban Fund ("CUF") and the Coventry Diocesan Board of Finance. The original Memorandum and Articles of Association determine that the Board of Trustees ("the Board") was made up of up to nine trustee Directors of whom five were nominated by CUF and four nominated by the Bishop of Coventry/CDBF.

The revised Articles of Association reduce CUF's nominations, reflecting their reduced financial input. The revised Articles state:

"There shall be a maximum number of nine Trustees, up to three being nominated by the Church Urban Fund ("the CUF Trustees"), up to three being nominated by the DBF ("the DBF Trustees") and up to three being appointed by the Board ("Co-opted Trustees")."

Trustees are selected based on having the necessary skills and expertise to contribute to the charity's activities and to be able to discharge their obligations as Trustees. As of the 31<sup>st</sup> December 2024, TFC Trustees are as follows



Ven. Barry Dugmore
Chair of the Board for
Together for Change
and Archdeacon
Missioner for the
Diocese of Coventry



**Rev. Gareth Irvine**Vicar of St Lawrence's
Church and Area Dean
for Coventry North



Michael Vincent
Retired Charity CEO
and previously
Multinational Company
Marketing Director



Joyce Woodings
Director of Hope4 Rugby
& Benn Partnership, TFC
Safeguarding Lead



**Stephen Wyatt**Chartered Engineer and
General Manager BSc,
CEng, FIMechE, FIoD



Andy Kennedy
YWAM Youth and family
Ministry Convener, youth
Worker
Resigned in May 2025



Ed Palairet
Sustainability Standards
Assurance Manager.
Previously leader of
Churches Together
initiatives.
Appointed January 2025



Karen Birch
Director of Finance for the Diocese of Coventry
Appointed March 2025

# Trustees' responsibilities for reporting, accounting records and stewardship of assets

The Trustees (who are also the Directors of TFC for the purposes of company law) are responsible for preparing the Trustees' and Directors' Report and 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 charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

- a) select suitable accounting policies and then apply them consistently;
- b) observe the methods and principles in the Charities SORP;
- c) make judgments and estimates that are reasonable and prudent;
- d) state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- e) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities. They are also responsible for the maintenance and integrity of TFC's corporate and financial information included on TFC's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

# Staffing & Volunteers

Instrumental to the delivery of TFCs objectives is a small team of mainly part-time staff on temporary contracts, largely paid for by external funding. Whilst the TFC HQ is the Diocesan Office in Coventry City Centre, nearly all staff work from bases in the community such as at Saints Central, including Saints Student Lounge and parish churches.

We want to extend a big thank you to all of our incredibly dedicated and hard-working staff team and volunteers, without you we simply wouldn't be able to serve our poorest communities, in the way that we have been able to in 2024. We are so very grateful and value each and every member of our amazing TFC team.

### Volunteer story: Hannah

"Hey, my Name is Hannah, I'm a 32 year old mother of 4. Before starting volunteering with Saints I took part in many different events they were running, both me and my children thoroughly enjoyed them.

I decided after a while to volunteer when my youngest child started school to get myself back into a working environment, better my time management and café skills.

I love being part of the Saints family and learning each day what it is to be a part of a team and a community, it really is so much more than a cafe."



## **Funders**

& Partners

#### **Church Partners**



Together for Change delivers community transformation in the most deprived parishes. On behalf of the Diocese of Coventry, Together for Change support parishes in the bottom 20% of deprivation to deliver positive community transformation.

## Saints Steering Group & Partner Churches

- Heath End Church
- Manor Court Baptist Church
- St Nicolas Parish Church
- Holy Trinity Attleborough
- All Saints Chilvers Coton
- St Pauls Stockingford
- YWAM The Kings Lodge

In 2024, TFC were privileged to work with a range of funders and partners to support our work in bringing community transformation in our most deprived parishes in Coventry and Warwickshire. In particular, we would like to give a special thanks to the following funders and partners for their support:

- 29th May 1961
- Benefact Trust
- Church Commissioners
- Coalfield Regeneration Trust
- Church Urban Fund
- Diocese of Coventry
- Fresh Start (St Peter's Hillfields)
- HOPE Coventry
- Heart of England Community Foundation
- KE6 King Edward 6<sup>th</sup> College Nuneaton
- Mayway Construction Ltd
- National Lottery Community Fund
- Nuneaton and Bedworth Borough Council
- Passionists UK
- The Big Lottery Reaching Communities
- Transforming Communities Together Warwick
- Warwickshire CAVA
- Warwickshire Corporate Parents Association
- Warwickshire County Council
- Warwickshire Local Welfare Scheme
- The University of Warwick











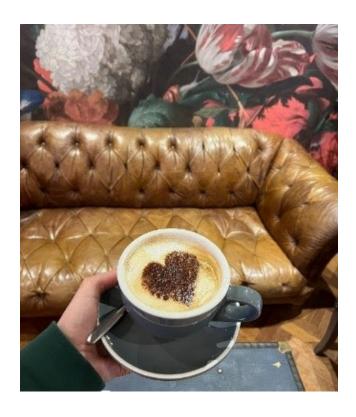




# **Projects:**Saints Central



2024 was our busiest year yet at Saints Central, our flagship Saints project. We continued to see the effects of the cost of living crisis on the community of Nuneaton, and our activities have adapted and expanded to support the needs of local people.



#### **Cost of Living Fund**

We were grateful to be awarded £75k from the National Lottery Cost of Living Fund, to support Saints Central's warm hub operations.

The funds supported us with our energy bills, as well as helping us purchase equipment to expand our cooking capabilities, which enabled us to offer more free and subsidised meals to pensioners and other households in need. We were also able to improve our free children's play space, and create pop up soft play sessions for parents who otherwise wouldn't be able to afford to bring their children out.

#### **BBC Breakfast live from Saints**

On Tuesday 18th June, BBC Breakfast Broadcast live from Saints. Our team had a brilliant time hosting the wonderful crew.

The broadcast was all about the needs of the local area, in light of the upcoming election on the 4th July. Some of the team ended up being interviewed, alongside other local people from around the town.



#### **Thrive Project**

With the help of the Warwickshire Corporate Parents Association (Tiffin Club) we were able to run a pilot of a new project for care leavers, called 'Thrive' at Saints Central.

Just after Easter in 2024, the Saints team welcomed 5 young people for our very first session. In August, after four months of cooking (and eating!), cleaning, DIY, wellbeing skills, work skills and careers tasters, they graduated! Each young person got a book filled with recipes, life hacks, and a directory of different places to get support for a variety of issues.



Programme attendee David\* said: "I liked the chats and topics about making music and cooking. I learned to cook a curry with different ingredients. It was amazing to be a part of it as it taught me to cook and be a part of a group". Support worker Molly said 'For our vulnerable young people to have a safe space where they can learn skills and interact with other young people and Saints staff was really helpful for them.'



\*Names have been changed

#### **Work Experience and Training**

In 2024 we continued to offer work experience opportunities at Saints Central, particularly in our partnership with Oakwood Secondary School (a local SEN education provider). Our placement student Joe\* 'graduated' from us early 2024 to go and begin his first paid job!

We also ran a Barista course with Warwickshire Skills Hub, offering practical training combined with an online CPD course. We trained 5 young adults over a period of 5 weeks.

### 2 years of Student Lounge

In March we celebrated two years of Student Lounge, our after school project for young people. Our original funding for Student Lounge came to an end in July, but we were able to secure further funding through partnerships with St Nicolas Church, the Diocesan Mission Fund and KE6 College. This will open up new opportunities to reach young people and raise aspirations.



## Key figures from 2024

Worked with

**278** 

Young people through our Student Lounge project Collaborated with



Organisations including businesses, charities, funders and local authorities

Provided

2954



Free or subsidised meals and drinks, and food hampers

#### **Supporting with Food and Essentials**

Our work connecting people in need with food and essentials continued throughout 2024. Some highlights were:

Providing brand new school shoes for 12 children and young people





Over the summer holidays we gave families fresh food parcels that were recipe based. Each week the recipes changed, and the hope was to encourage families to cook together, and try new meals.

One parent shared a photo of a fritata they had made using one of our hampers, saying "Thank you so much for ours I really struggle trying to cook for so many fussy eaters in my house but hopefully they all love this one."

## A visit from the new Bishop of Coventry

On the day of her announcement as the new Bishop of Coventry, the Right Reverend Sophie Jelley did a tour of the Diocese, which included a visit to Saints for lunch and a tour of the building.



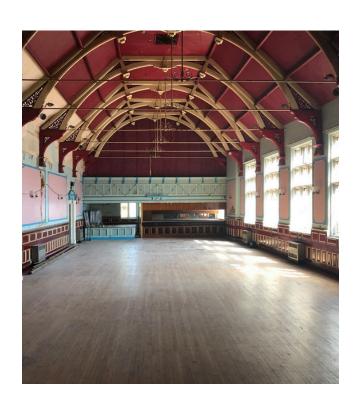
## News:

# Work Begins on Phase 2 at Saints Central

On the 14th October 2024 Mayway Construction began work on the main hall at Saints Central and its adjoining kitchen and toilet facilities.

In this second phase of renovations at Saints Central, we will see the well-remembered upstairs hall brought back to its former glory, creating a visually stunning, multi purpose space. This will enable the team to welcome in new partners and projects, and to envision and carry out new exciting community initiatives.

Also on the list is the adjoining kitchen, which will cater for events in the hall as well as enabling us to expand our hospitality training and slow cooking courses. As well as this, we hope to renovate toilet facilities and make the stage in the hall fit for use. Renovations are set to complete in Spring 2025.





#### **Inclusive Communities Fund**

We were grateful to be awarded £100k from the Heart of England Inclusive Communities Fund, which will enable us to renovate the upstairs kitchen area, which adjoins St George's Hall at Saints.

#### Nuneaton and Bedworth Borough Council 'Town Deal'

We are also grateful to Nuneaton and Bedworth Borough Council and the 'Town Deal' Board for providing funds for the rest of the renovation works in Phase 2.

# **Projects:**Saints Bar Pool



In 2024 we secured funding from Warwickshire County Council to pilot a second Saints project, Saints Bar Pool. The project is funded for an initial two years, and we hope to launch in 2025.



#### **The Project**

The project will be set in one of the most deprived LSOA's in Nuneaton. We will offer localised support that reflects the felt needs of the community.

Saints Bar Pool will follow the model of Saints Central, being centred around a coffee shop, and will have the same 'Saints' feel inside - but will shape the projects and activities around the needs of people living in the area local to the new centre.

The project will particularly focus on tackling issues related to unemployment, training, education, skills, income and crime.

#### **The Space**

What is currently a closed down shop on Vernons Lane, will become a vibrant, well-decorated, welcoming and warm environment. We will create a space for anyone to come in and enjoy something from our affordable café, participate in a range of activities, access support groups and form friendships.

We are so excited to begin renovating this space to create a long-term community asset that will provide ongoing community-led support.



# Support for Priority Parishes

On behalf of the Diocese of Coventry, Together for Change support parishes in the bottom 20% of deprivation to deliver positive community transformation.

#### **Support for Urban Plants**

In 2021, the Diocese of Coventry received substantial investment to support a number of urban church plants serving areas of significant deprivation across Coventry and Warwickshire.

Together for Change partners with the Diocese of Coventry to support these urban plants to positively transform their local communities by sharing best practice for outreach projects, offering project development support, building sustainability plans and providing fundraising advice and support.

In 2024, Together for Change supported our Urban Plants in the following ways:

### St Oswald's Tile Hill

#### 'Fit Body and Mind'

We secured funding from The Primary Healthcare Properties Fund, facilitated by the Heart of England Community Foundation, to enable the launch of "Fit Mind and Body" at St Oswald's Church in Tile Hill.

The Church recognised that individuals facing economic challenges often face heightened stress and mental health issues, whilst also having limited access to fitness resources.

By securing this funding, Fit Body and Mind, a free exercise program was launched at St Oswald's church. This project enables free access to a fitness programme to support the physical and mental wellbeing of the local Tile Hill community.



# Support for Priority Parishes -Continued



# St Peter's Hillfields Children and Families Worker

We secured funding from the Diocesan Mission Fund to support the development of the Children and Families ministry at St Peter's, Hillfields.

Since the revitalisation church plant in 2021, St Peter's has become a vibrant presence in the community, with growing attendance that includes several local families. In response, a Sunday School was introduced during the summer of 2022, attracting an average of 10–15 children each week.

Building on this momentum, the church hosted a series of family events during school holidays, drawing up to 180 attendees.

With fundraising support from Together for Change, St Peter's was able to respond to the growing attendance of local families and strengthen its mission and ministry by employing a dedicated Children and Families Worker.



Jet Jones, in her capacity at Director of Regeneration and Community Transformation in the Diocese of Coventry, supports the Urban Plants by providing training, advice and support with sustainability planning.

# Empowering & Equipping Our Churches

Together for Change acts as a catalyst to start new Church-led community projects, nurture them to sustainability and release them to be led by the local parish or deanery.





#### **Camp Hill Revitalisation**

In 2022, Together for Change successfully fundraised and managed the renovation of the church hall at St Mary and St John, Camp Hill, in partnership with volunteers from Bedworth Parish Church and the local community.

This revitalised hall has since become a hub for community projects and the foundation for a growing church community. As such, in 2024, the church reopened for regular Sunday worship.

In response to a growing congregation, in 2024 TFC's Charity Stewardship and Fundraising Lead, John Scouller, supported Camp Hill PCC by commissioning three building surveys in preparation for major renovations planned for 2025–2027 with TFC's continued support.

#### **Fresh Start**

Fresh Start was an initiative pioneered by Together for Change to "welcome the stranger", mobilising volunteers from churches across Coventry to befriend and provide practical support to asylum seekers and refugees to begin life anew. In 2023, the management of the project transferred to St Peter's in Hillfields, a church which has a strong legacy of welcoming all.



# Empowering & Equipping Our Churches

-Continued



#### Fresh Start - Continued

In 2024, Together for Change continued its support by fundraising to help ensure the ongoing delivery of the project. Notably, TFC facilitated a partnership with St James Church in Styvechale, which has enabled the continuation of the project's football team for an additional three years.

# Good news story: Supporting refugees

TFC facilitated a grant to support refugees from Ukraine and Afghanistan, with part of the funding used to provide bicycles for families in need. One Ukrainian mother, Martha\*, shared her heartfelt thanks to TFC, explaining how the bikes helped her children to travel to school—bringing both independence and a sense of normalcy during a challenging time.

Martha's family quickly became a valued part of the congregation at Meredith Road Baptist Church, where her children attended Sunday School and found a welcoming community. Before returning to Ukraine, Martha expressed deep gratitude to both TFC and Meredith Road Church for the kindness and support her family received.

\*Names have been changed



# Training & Equipping Others

Together for Change resources community transformation in the Diocese of Coventry by equipping churches, community groups and individuals through a variety of training opportunities.

## WCC Public Health Annual Report Celebration

As part of this year's Public Health Annual Report, Warwickshire County Council hosted a celebratory event to highlight activity from across the region that is rooted in community, led and driven by local people.

The event was focussed on 'The Power of People and Place - celebrating and inspiring community-based wellbeing'. Our CEO, Jet Jones was invited to present on the work of TFC in helping to transform our local communities in Warwickshire.

We were honoured to take part and appreciated the opportunity to connect with Warwickshire County Council, delivery partners, and others working to support our local communities





#### **Social Enterprise Training Day**

In 2023, our CEO Jet Jones led a well-received workshop on 'Establishing a Social Enterprise' at the Redeeming Our Communities Annual Conference. Following strong interest, TFC hosted a Social Enterprise Training Day at Saints Central in early 2024.

The event was open to all and included a presentation on starting a social enterprise, 1-to-1 project consultations, a tour of the Saints building, and lunch.

It was a valuable opportunity to share our journey, support others with their ideas, and inspire community-led responses to missional outreach.

# Training & Equipping Others -Continued

#### **Together Network Annual Conference**

This year, TFC led a workshop at the annual Together Network Conference, which brought together 50 Christian organisations from across the network.

Our session focused on working with statutory bodies and writing large grant applications. We shared insights from our collaboration with Nuneaton and Bedworth Borough Council on our Saints Central project, and our growing partnership with Warwickshire County Council to launch a second Saints project in Bar Pool.

We also included training on capital grant applications, using our successful £100k bid to Inclusive Communities for kitchen renovations as a case study.

The conference was a valuable opportunity for TFC to share learning, build connections, and support others working to bring positive transformation to their communities.



## Looking Ahead to 2025

#### **Saints Bar Pool**

Saints Bar Pool, our second Saints project, is set to open in 2025. Following the model of Saints Central, it will be shaped by the needs of the local community.

This project has been fully funded for two years thanks to the Warwickshire County Council Social Fabric Fund, and our aim is to grow the project as a social enterprise, with a long-term goal of becoming more self-sustaining.







#### Saints Phase 2 Renovations

In 2025, we are set to complete the Phase 2 Renovations to the upstairs hall at Saints Central, which began October 2024.

We will work with Mayway Construction Ltd to complete the renovations works, as well as working in partnership with Nuneaton and Bedworth Borough Council, who have secured funding for the project through the 'Towns Deal'.

Further funding has also been granted from the Heart of England Inclusive Communities Fund.

The completion of these works will enable us to expand our range of activities and host community events, which will further our mission of alleviating the effects of poverty in the Town.

## Looking Ahead to 2025 - Continued

#### **Lowest Income Communities Fund (LInCs) Projects**

Together for Change works in partnership with the Diocese of Coventry by assisting in the delivery of its mission strategy. To do so, TFC seek to align its actions in support of the Diocese of Coventry's vision and key commitments within their strategic framework. This includes partnering with the Diocese to identify and deliver community transformation projects in our lowest income parishes.

In 2025, The Diocese of Coventry has granted funding from the Bishop's Mission Fund element of the Lowest Income Communities (LInCs) Fund to support the revitalisation and growth work in the parish of Camp Hill. TFC is partnering with the Diocese of Coventry and St. Mary and St. John to provide additional fundraising and project management support for this major revitalisation project in 2025 – 2027.

Additionally, TFC will develop a pioneer project in Bell Green to establish a new church-run Saints initiative to provide a community-led space for local people to enjoy, access support and engage with delivery partners.

Working in partnership with the parish of Foleshill St Laurence and the Diocese of Coventry, in 2025, TFC will seek to raise up indigenous leaders to reimagine church together, leading to one or more New Worshipping Communities and will seek to address disparities, gaps and inequalities within the local community.



# Independent Examiner's Report to Trustees

I report to the trustees on my examination of the financial statements of Together For Change, a charitable company, for the year ended 31 December 2024.

#### Responsibilities and basis of report

As the trustees of the charity you are responsible for the preparation of the financial statements in accordance with the requirements of the Charities Act 2011.

I report in respect of my examination of the charity's financial statements carried out under section 145 of the Charities Act 2011. In carrying out my examination I have followed the Directions given by the Charity Commission under section 145(5)(b) of the Charities Act 2011.

#### Independent examiner's statement

Your attention is drawn to the fact that the charity has prepared the financial statements in accordance with the relevant version of the Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) in preference to the Accounting and Reporting by Charities: Statement of Recommended Practice issued on 1 April 2005 which is referred to in the extant regulations but has now been withdrawn. I understand that this has been done in order for the financial statements to provide a true and fair view in accordance with UK Generally Accepted Accounting Practice.

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

- 1.accounting records were not kept in respect of the charity as required by section 130 of the Charities Act 2011.
- 2. the financial statements do not accord with those records; or
- 3. the financial statements do not comply with the applicable requirements concerning the form and content of financial statements set out in the Charities (Accounts and Reports) Regulations 2008 other than any requirement that the financial statements give a true and fair view, which is not a matter considered as part of an independent examination.

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.

**Signed** 

**Date** 

**James Rose FMAAT** 

16th September 2025

Eagle House, 14 Queens Road, Coventry

CV1 3EG

# Statement of Financial Activities

## (including income and expenditure account) for the year ended 31 December 2024

|                             | Notes | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|-----------------------------|-------|--------------------------|------------------------------|------------------------|------------------------|
| Income and endowments from: |       |                          |                              |                        |                        |
| Grants                      | 1     | 34                       | 551                          | 585                    | 289                    |
| Donations and legacies      | 2     | -                        | 12                           | 12                     | 16                     |
| Charitable activities       | 3     | 2                        |                              | 2                      | 33                     |
| Other trading activities    | 4     | 6                        | 107                          | 113                    | 86                     |
| Total                       |       | 42                       | 670                          | 712                    | 424                    |
| Expenditure on:             |       |                          |                              |                        |                        |
| Charitable activities       | 5     | 46                       | 418                          | 464                    | 445                    |
| Total                       |       | 46                       | 418                          | 464                    | 445                    |
| Net Income / (expenditure)  |       | - 4                      | 252                          | 248                    | - 21                   |
| Transfers between funds     | 7     | 5                        | - 5                          |                        |                        |
| Net movement in funds       |       | 1                        | 247                          | 248                    | - 21                   |
| Reconciliation of funds:    |       |                          |                              |                        |                        |
| Total funds brought forward |       | 15                       | 112                          | 127                    | 149                    |
| Total funds carried forward |       | 16                       | 359                          | 375                    | 128                    |

#### **Incoming Resources**

A DBF contribution of £30k p.a. represents the core of our unrestricted funding, bolstered by management fees earned by the team.

TFC has workedhard to build up and widen its funding base, doubling grant income to £585k from £289k the previous year. This has included developing substantial funding streams from Government agencies, including the National Lottery and local authorities, notably Warwickshire County Council and Nuneaton & Bedworth Borough Council (through our partnership in Saints Central).

We have benefitted from generous support from charitable trusts, including the Benefact Trust, Heart of England Community Foundation, 29th May 1961 Charity, and The Passionists amongst others. We are also grateful to the financial support from various churches and individuals.

Fundraising efforts were rewarded with income of just £712k being accounted for during 2024, which brought the total raised and invested in community transformation to over nearly £6m since TFC's inception in 2013.

#### **Expenditure**

Expenditure was much lower at £464k, due to grants being awarded in 2024 which would not be spent until later – resulting in £248k being added to total funds held. About half has been spent on employment costs to deliver a range of projects, but under one-fifth of this was on core admin team. The bulk of salaries goes toward front-line staff at Saints Central, such as youth and café workers.

#### **Funds and Reserves**

TFC's total fund balance was £127k at the start of the 2024. We ended the year with a closing balance of £375k. We started the year with unrestricted funds of £15k, and ended the year with £16k unrestricted funding in reserve, which is in keeping with our reserves policy. (In June 2018 the Trustees reviewed their reserves policy and agreed that because of the flexible nature of our work, TFC should set a minimum reserve of 3 months' unrestricted income, but ideally aspire to 6 months).

#### **Cost of Operations**

The surge in energy prices dramatically increased costs at Saints Central, which was a major concern. However, funders recognised the challenge being faced by charities everywhere, and provided specific additional funds to address this. Alongside this TFC engaged with an energy broker who secured major savings from April 2024.

With regards to staff costs, many of our employees are young people paid on or near the national minimum / living wage, which saw significant uplift in pay in April 2023 and again April 2024.

TFC has been extremely fortunate to have been generously supported by an annual donation from the Benefact Trust to the Coventry Diocesan Board of Finance. This covered much of the cost of the DBF's support to TFC (such as the salary of our CEO, HR & financial services), together with the donation to our unrestricted funding.

At its strategy review leading into budget setting for 2023, the TFC Board agreed to transfer some of its activities to other charities/churches, which has allowed it to provide more focus to expanding the Saints initiative.

#### **Future Plans**

TFC seeks to align its priorities with those of the Coventry Diocesan strategy, in order to achieve synergy and maximise effort. At its strategy review leading into budget setting for 2023, the TFC Board agreed to transfer some of its activities to other charities/churches, notably Warwick TFT and Fresh Start. This has allowed more focus to be given to expanding the Saints initiative this year.

An area of particular emphasis for TFC over the next couple of years will be development of Saints projects: Completing Phase 3 in Saints Central and creating others (notably Bar Pool for which the County Council provided funding for project development), and Bell Green. Phase 2 of the Saints Central project involves the renovations of the upstairs and some basement rooms of the Saints Central Building, paving the way to expand our range of activities around our three-pronged strategy of 'Enterprise and Equip', 'Sport and Support' and 'Create and Connect' - thereby helping lift people out of poverty, isolation and feelings of hopelessness.

'Saints' harnesses the efforts by local churches and other charities to work together effectively to address such matters, serving thousands of residents (notably its young people and those experiencing food and fuel insecurity).

## **Balance Sheet**

#### As of December 31st 2024

| CURRENT ASSETS                                 | Notes | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|--|-------|------------------------|------------------------|
| Cash and cash equivalents                      |       | 338                    | 103                    |
| Debtors  | 8     | 97                     | 41                     |
| Total  |       | 435                    | 144                    |
| CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | 9     | - 60                   | - 17                   |
| NET CURRENT ASSETS                             |       | 375                    | 127                    |
| NET ASSETS                                     |       | 375                    | 127                    |
| FUNDS  |       |                        |                        |
| General Fund (unrestricted)                    | 10    | 16                     | 15                     |
| Restricted funds                               | 10    | 359                    | 112                    |
| TOTAL FUNDS                                    | 10    | 375                    | 127                    |

For the financial year ending 31 December 2024, the company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006 – however, in accordance with section 145 of the Charities Act 2011 the financial statements have been examined by an independent examiner whose report appears on page 24.

The Directors/Trustees acknowledge their responsibility for complying with the requirements of the Companies Act with respect to accounting records and the preparation of accounts.

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

The financial statements on pages 25-36 were approved by the Board of Directors and authorised for issue on 2nd July 2025 and are signed on its behalf by:

#### **Barry Dugmore**

Trustee and Chair of Together for Change Coventry and Warwickshire

2nd July 2025

## **Cash Flow Statement**

### For the year ended 31st December 2024

|   | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|---|------------------------|------------------------|
| Cash flows from operating activities:   |                        |                        |
| Net cash generated from operating activities  | 235                    | 18                     |
| Change in cash and cash equivalents in the year   | 144                    | 3                      |
| Cash and cash equivalents at 1 January  | 194                    | 191                    |
| Cash and cash equivalents at 31 December  | 338                    | 194                    |
| RECONCILIATION OF NET INCOME TO NET CASH FLOW FR<br>Net income for the year<br>Adjustments for: | ROM OPERATING<br>248   | ACTIVITIES<br>- 19     |
| Decrease / (increase) in debtors  | - 56                   | 45                     |
| (Decrease) / increase in creditors  | 43                     | - 8                    |
| Net cash generated from operating activities  | 235                    | 18                     |
| Analysis of cash and cash equivalents   |                        |                        |
| Cash in hand  | 20                     | 27                     |
| Cash on deposit   | 318                    | 167                    |
| Total cash and cash equivalents   | 338                    | 194                    |

# Notes to the Financial Statements

For the year ended 31st December 2024

### **Principal Accounting Policies**

#### **Basis of Accounting**

TFC is a charitable company and a public benefit entity. The financial statements have been prepared in accordance with the Statement of Recommended Practice for Charities (FRS 102), the Companies Act 2006 and the applicable UK accounting standard (FRS 102: The Financial Reporting Standard applicable in the UK and Republic of Ireland). The financial statements have been prepared under the historical cost convention. TFC has elected to apply in full FRS 102 sections 11 'Basic Financial Instruments' and 12 'Other Financial Instruments Issues' to all of its financial instruments.

#### Income

Income is included in the Statement of Financial Activities when the charity is legally entitled to it, ultimate receipt is probable and the amount to be recognised can be quantified with reasonable accuracy. Income is recognised as deferred where the event or period to which the income relates occurs beyond the end of the financial period being reported on.

#### **Expenditure**

Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate similar costs under each category of the Statement of Financial Activities.

#### **Current Assets and Liabilities**

Cash and cash equivalents include cash at bank and in hand and short-term deposits with any qualifying institutions repayable on demand without notice.

Liabilities are recognised as soon as there is a legalor constructive obligation committing the charity to pay out resources.

#### **Fund Accounting**

The General Fund is an unrestricted income fund which receives incoming resources available for use at the discretion of the Trustees in furtherance of the general objectives of the charity. None of these resources have been designated by the Trustees for specific purposes.

Restricted funds are funds which are to be used in accordance with specific restrictions imposed by donors or which have been raised by the charity for particular purposes. The aim and use of restricted funds is set out in the notes below.

### 1. Grants

|                                  | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|----------------------------------|--------------------------|------------------------------|------------------------|------------------------|
| General Unrestricted             | 34                       | -                            | 34                     | 40                     |
| King Henry VIII Endowed Trust    | -                        | -                            | -                      | 5                      |
| Fresh Start - St James           | -                        | 1                            | 1                      | -                      |
| Fresh Start                      | -                        | -                            | -                      | 6                      |
| Saints Nuneaton                  | -                        | 43                           | 43                     | 79                     |
| WCC Youth Worker Fund            | -                        | -                            | -                      | 21                     |
| Reaching Communities Big Lottery | -                        | 85                           | 85                     | 79                     |
| Camphill Project                 | -                        | 35                           | 35                     | 2                      |
| Warm Hubs                        | -                        | -                            | -                      | 50                     |
| Saints WLWS Household Support    | -                        | 2                            | 2                      | 7                      |
| Saints Bar Pool                  | -                        | 237                          | 237                    | -                      |
| Inclusive Communities Fund       | -                        | 100                          | 100                    | -                      |
| Youth Workers                    | -                        | 13                           | 13                     | -                      |
| Bell Green                       | -                        | 35                           | 35                     | -                      |
| Total                            | 34                       | 551                          | 585                    | 289                    |

TFC's two founder members were the Church Urban Fund (CUF) and the Diocese of Coventry. Previously they have been the main providers of our unrestricted funds. Whilst CUF core funding has ended, the Coventry Diocese Board of Finance has contributed £30k per annum in recent years.

Our largest grants received in 2024 were towards Saints projects in Nuneaton, principally from Reaching Communities Big Lottery (£85k for two key staff and a contribution to surging energy costs at Saints Central) and Warwickshire County Council 's Social Fabric Fund (£237k towards setting up Saints Bar Pool) and Inclusive Communities Fund (£100k towards the new kitchen at Saints Central).

To enable closer collaboration with Diocesan strategic priorities, £35k Strategic Development Funding was allocated to both Camp Hill and Bell Green.

We have also benefitted from generous support from charitable trusts, notably from the Benefact Trust, Heart of England Community Foundation and The Passionists (for Fresh Start), and individuals.

## 2. Donations and Legacies

|                               | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|-------------------------------|--------------------------|------------------------------|------------------------|------------------------|
| General Unrestricted          | -                        | -                            | -                      | 2                      |
| Fresh Start St James          | -                        | -                            | -                      | 1                      |
| Saints Nuneaton               | -                        | 7                            | 7                      | 1                      |
| Alcester Family Link Worker   | -                        | -                            | -                      | 1                      |
| Warm Hubs                     | -                        | -                            | -                      | 11                     |
| Saints WLWS Household Support | -                        | 4                            | 4                      |                        |
| Saints Central Small Projects | -                        | 1                            | 1                      |                        |
| Total                         | -                        | 12                           | 12                     | 16                     |

Various donations amounting to £12k this year were received for Saints Central. Note that donations were higher in 2023, when TFC crowdfunded through Aviva for Warm Hubs, during the cost-of-living crisis.

## 3. Charitable Activities

|                               | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|-------------------------------|--------------------------|------------------------------|------------------------|------------------------|
| General Unrestricted          | 2                        | -                            | 2                      | -                      |
| King Henry VIII Endowed Trust | -                        | -                            | -                      | 29                     |
| Fresh Start                   | -                        | -                            | -                      | 1                      |
| Fresh Start Big Lottery       | -                        | -                            | -                      | 5                      |
| DWP Feeding Coventry          | -                        | -                            | -                      | - 2                    |
| Total                         | 2                        | -                            | 2                      | 33                     |

The Charitable Activities in 2023 related to King Henry VIII Endowed Trust partnering with TFC in Warwick & Budbrooke – but this work has been taken forward by a new charity dedicated to the work of Warwick and Budbrooke Team Churches.

## 4. Other Trading Activities

|                               | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|-------------------------------|--------------------------|------------------------------|------------------------|------------------------|
| General Unrestricted          | 6                        | -                            | 6                      | -                      |
| Fresh Start                   | -                        | -                            | -                      | 1                      |
| Saints Nuneaton               | -                        | 107                          | 107                    | 71                     |
| King Henry VIII Endowed Trust | -                        | -                            | -                      | 14                     |
| Total                         | 6                        | 107                          | 113                    | 86                     |

Income from trading at Saints Central has risen to £107k, reflecting increased café sales and room hire.

# 5. Expenditure on Charitable

**Activities** 

|  | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|--|--------------------------|------------------------------|------------------------|------------------------|
| Warm Hubs                                  |                          | 2                            | 2                      | 52                     |
| Messy Church                               |                          | 2                            | 2                      | 1                      |
| Saints Nuneaton                            |                          | 1                            | 1                      | 1                      |
| Cross Cultural Outreach                    |                          | 5                            | 5                      | 5                      |
| King Henry VIII Endowed Trust              | -                        | 3                            | 3                      | 4                      |
| CUF  |                          | -                            | -                      | 1                      |
| St Laurence Church                         | -                        | 1                            | 1                      | 2                      |
| St John The Divine Church                  |                          | 1                            | 1                      | 2                      |
| Total grants made                          | -                        | 15                           | 15                     | 68                     |
| Wages and salaries                         | 40                       | 174                          | 214                    | 232                    |
| Pension costs                              | 3                        | 13                           | 16                     | 18                     |
| Programme costs                            | -                        | 59                           | 59                     | 70                     |
| Printing, advertising and other costs      | 3                        | 157                          | 160                    | 57                     |
| Other charitable expenditure               | 46                       | 403                          | 449                    | 377                    |
| Total expenditure on charitable activities | 46                       | 418                          | 464                    | 445                    |

2023 saw £68k grants made to numerous churches during the Cost of Living Crisis. This was largely accounted for by giving to funding going to winter Warm Hubs – a one off during the Cost of Living Crisis. In comparison, relatively few grants were handled by TFC in 2024, the main one being continued support for Fresh Start at St Peters Hillfields (aka Cross Cultural Outreach), supported with grant from The Passionists.

Wages & salaries accounted for nearly half of our Total Expenditure, of which most was restricted to delivery of specific programmes at Saints Central and Fresh Start, whilst under 10% went on central admin.

### 6. Trustees

TFC benefits from significant amounts of time contributed by unpaid TFC Trustees by their attendance at meetings and contribution to the strategic development of TFC. The value of this time cannot be quantified and recognised in the financial statements of TFC. The value of volunteer time similarly is substantial, and has not been quantified.

None of the Trustees has received any emoluments from TFC for services performed as Trustees. No trustee received any amount in the year for travel expenses related to activity as a trustee.

## 7. Statement of Funds

The balance of funds rose from £127k at the start of 2024 to £375k by the end of the year. The main reason was the receipt of £237k grant from Warwickshire County Council for Saints Bar Pool. A second reason was the provision of £35k for each of Camp Hill and Bell Green strategic projects, which TFC is to project manage for the Diocese.

Other fund balances include Saints Central £21k; Reaching Communities £42k (linked to uneven spend over the five-year project) and Youth Workers £31k (delays in recruitment).

|                                  | At 1 Jan<br>2024 | Income | Expend<br>iture | Transfers | At 31 Dec<br>2024 |
|----------------------------------|------------------|--------|-----------------|-----------|-------------------|
|                                  | £000s            | £000s  | £000s           | £000s     | £000s             |
| General Unrestricted             | 15_              | 42     | - 46            | 5         | 16                |
| RESTRICTED FUNDS                 |                  |        |                 |           |                   |
| Fresh Start St James             | 2                | 1      | - 3             | -         | -                 |
| Stoneleigh Trust                 | 1                | -      | - 1             | -         | -                 |
| 29th May                         | 1                | -      | - 1             | -         | -                 |
| Fresh Start                      | 5                | -      | - 5             | -         | -                 |
| Saints Nuneaton                  | 47               | 157    | - 184           | - 2       | 18                |
| Albert Gubay                     | 1                | -      | - 1             | -         | -                 |
| WCC Youth Worker Fund            | 13               | -      | - 11            | - 2       | -                 |
| Reaching Communities Big Lottery | 33               | 85     | - 76            | -         | 42                |
| Camphill Project                 | 2                | 35     | -               | -         | 37                |
| Warm Hubs                        | 2                | -      | - 2             | -         | -                 |
| Saints WLWS Household Support    | 5                | 6      | - 7             | -         | 4                 |
| Saints Bar Pool                  | -                | 237    | - 21            | - 24      | 192               |
| Inclusive Communities Fund       | -                | 100    | - 100           | -         | -                 |
| Youth Workers                    | -                | 13     | - 5             | 23        | 31                |
| Bell Green                       | -                | 35     | -               | -         | 35                |
| Saints Central Small Projects    | -                | 1      | - 1             | -         | -                 |
| Total Restricted funds           | 112              | 670    | - 418           | - 5       | 359               |
| TOTAL FUNDS                      | 127              | 712    | - 464           |           | 375               |

Reaching Communities grant is for key staff at Saints Central, and income and expenditure are closely aligned, following uplift secured reflecting inflation.

Funding received from the Warwickshire County Council Youth Worker Fund came to an end in 2024. Additional funding from alternative sources has been secured to enable our youth projects to continue in 2025.

### 8. Debtors

|                | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|----------------|------------------------|------------------------|
| Trade debtors  | 27                     | 9                      |
| Prepayments    | -                      | 0                      |
| Accrued income | 70                     | 32                     |
|                | 97                     | 41                     |

## 9. Creditors

#### **Amount Falling Due within One Year**

|                 | 2024  | 2023  |
|-----------------|-------|-------|
|                 | Total | Total |
|                 | £000s | £000s |
| Trade creditors | 0     | 12    |
| Deferred income | 48    |       |
| Accruals        | 6     | 2     |
| HMRC & Pensions | 6     | 3     |
|                 | 60    | 17    |

# 10. Analysis of Net Assets Between Funds

|                                      | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2024<br>Total<br>£000s | 2023<br>Total<br>£000s |
|--------------------------------------|--------------------------|------------------------------|------------------------|------------------------|
| Funds at 31 December are represented | by:                      |                              |                        |                        |
| Net current assets                   | 16                       | 359                          | 375                    | 127                    |
| Total net assets                     | 16                       | 359                          | 375                    | 127                    |

## 11. Related Party Transactions

The charity began as a joint venture between the Church Urban Fund ("CUF"), the Bishop of Coventry and the Coventry Diocesan Board of Finance. In the year ending 31 December 2024 Coventry Diocesan Board of Finance provided TFC with grants of over £30k.

## 12. In Kind Donations

The Coventry Diocesan Board of Finance provided a Chief Executive, Human Resources, I.T. and accountancy services together with office space. The cost of which are not included within these financial statements, but made possible by an annual grant from the Benefact Trust (formerly Allchurches Trust) to our Diocese.

### 13. Pensions

Together for Change Coventry and Warwickshire provides a defined contribution pension scheme with NEST, the workplace pension set up by Government.

## 14. Salaries and Staff Costs

|                             | 2024<br>Total<br>£ | 2023<br>Total<br>£ |
|-----------------------------|--------------------|--------------------|
| Wages and salaries          | 197,842            | 217,239            |
| Employer National Insurance | 15,336             | 15,423             |
| Pension Costs               | 16,529             | 17,605             |
|                             | 229,707            | 250,267            |

During 2024 the average monthly number of full time equivalent staff was 10 (2023:9)

Total TFC salary costs stayed at around £250k, despite a general increase in pay of 4% (though more for those on minimum wage). Some of our staff left TFC in 2023/24 to embark on ordination, whilst others moved on to other charities. Our average monthly headcount was 10 FTE during 2024.

# 15. Prior Year Statements of Financial Activities

|   | Notes | General<br>Fund<br>£000s | Restricted<br>Funds<br>£000s | 2023<br>Total<br>£000s | 2022<br>Total<br>£000s |
|---|-------|--------------------------|------------------------------|------------------------|------------------------|
| Income and endowments from:                       |       |                          |                              |                        |                        |
| Grants  | 2     | 40                       | 249                          | 289                    | 280                    |
| Donations and Legacies                            | 3     | 2                        | 14                           | 16                     | 5                      |
| Charitable activities                             | 4     | -                        | 33                           | 33                     | 67                     |
| Other trading activities                          | _     | -                        | 86                           | 86                     | 24                     |
| Total   | _     | 42                       | 382                          | 424                    | 376                    |
| Expenditure on:<br>Charitable activities<br>Total | 5     | 55<br><b>55</b>          | 390<br>390                   | 445                    | 398                    |
|   | _     |                          |                              |                        |                        |
| Net Income / (expenditure)                        |       | - 13                     | - 8                          | - 21                   | - 22                   |
| Transfers between funds                           |       | 16                       | - 16                         | -                      | -                      |
| Net movement in funds                             |       | 3                        | - 24                         | - 21                   | - 22                   |
| Reconciliation of funds:                          |       |                          |                              |                        |                        |
| Total funds brought forward                       | _     | 13                       | 136                          | 149                    | 171                    |
| Total funds carried forward                       |       | 16                       | 112                          | 128                    | 149                    |