

SECTION 2: AUDITED FINANCIAL STATEMENTS

**AUDITORS INDEPENDENCE DECLARATION UNDER S 307C
OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF TRANSPORT HERITAGE NSW LIMITED**

I declare that, to the best of my knowledge and belief, during the period ended 30 June 2019 there have been no contraventions of:

- (i) No contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) No contraventions of any applicable code of professional conduct in relation to the audit.

Castletons Auditing Services



Wayne H Price
Partner

Sydney
01 October 2019

Castletons Auditing Services, ABN 28259258956
Suite 1, 4th Floor, 3 Carlingford Road, EPPING NSW 2121
T: + 61 2 9869 8900, F: + 61 2 9868 2056, www.castletons.com.au



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Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2019

	Note	2019 \$'000's	2018 \$'000's
Revenue including Government Funding Stream 1 recognised		8,611	7,095
Government Funding Streams 2 and 3, and Special Purpose Funds recognised		2,451	2,675
Other Income		3	6
Changes in inventories and finished goods/work in progress		4	(16)
Raw materials and consumables used - coal and diesel		(208)	(247)
Depreciation and amortisation expenses		(204)	(208)
Advertising and promotion expenses		(183)	(72)
Employee benefits expenses		(2,998)	(2,982)
Service provision expenses		(4,504)	(3,330)
Administration expenses		(532)	(455)
Other expenses		-	-
Government Funding Streams 2 and 3, and Special Purpose Funds expensed		(2,451)	(2,675)
Current year surplus before income tax	2	(12)	(209)
Income tax expense		-	-
Net current year surplus		(12)	(209)
Net current year surplus attributable to members of the entity		(12)	(209)

Statement of Changes in Equity

For the year ended 30 June 2019

	Retained Surplus \$'000's	Business Reserve Fund \$'000's	General Restoration Fund \$'000's	Glasgow Bequest Fund \$'000's	Total \$'000's
Balance at 1 July 2017	988	259	741	1,024	3,013
Comprehensive income					
Surplus attributable to members of the entity	(209)	(96)	-	(106)	(411)
Other comprehensive income for the year	-	-	-	-	-
Balance at 30 June 2018	780	164	741	917	2,602
Comprehensive income					
Surplus attributable to members of the entity	(12)	-	-	(277)	(289)
Other comprehensive income for the year	-	-	-	-	-
Balance at 30 June 2019	768	164	741	641	2,313

Business Reserve Fund

The THNSW Board previously approved \$20,000 from the Business Reserve Fund to prepare a detailed business case exploring the opportunities for the future operation of the Southern Aurora which will be undertaken once the current Stage 1 works have been completed. Stage 1 works were progressed during FY 2018/19 however will not be completed until during the following FY 2019/20 (see below). Hence as at 30 June 2019 no monies had been spent on preparation of a business case.

General Restoration Fund

There were no projects approved requiring expenditure from the General Restoration Fund during the financial year ended 30 June 2019.

Glasgow Bequest Fund

The THNSW Board previously approved a budget allocation of \$500,000 from the Glasgow Bequest Fund for the Southern Aurora Overhaul Project. Detailed scoping was undertaken and the subsequently approved Stage 1 approval (Critical Safety/Operational) works for Group 1 of the Southern Aurora cars commenced during FY 2018/19. Interest earned during FY 2018/19 was \$12k and expenditure was \$289k resulting in a net movement of (\$277k). This brings total expenditure to \$419k for the project to 30 June 2019. Stage 1 works for the Group 1 cars are expected to be completed during the following FY 2019/20.

Statement of Financial Position

As at 30 June 2019

	Note	2019 \$'000's	2018 \$'000's
ASSETS			
Current Assets			
Cash and cash equivalents	4	15,823	8,238
Account receivables and other debtors	5	66	700
Inventories on hand	6	201	206
Other current assets	7	101	103
Total Current Assets		16,191	9,246
Non-Current Assets			
Property, plant and equipment	8	584	628
Total Non-Current Assets		584	628
TOTAL ASSETS		16,775	9,874
LIABILITIES			
Current Liabilities			
Accounts payable and other payables	9	2,064	856
Employee provisions	10	260	197
Total Current Liabilities		2,324	1,053
Non-Current Liabilities			
Employee provisions	10	33	34
Government Funding Streams 1, 2 and 3, and Special Purpose Funds	11	12,104	6,185
Total Non-Current Liabilities		12,137	6,219
TOTAL LIABILITIES		14,462	7,272
NET ASSETS		2,313	2,602
FUNDS / EQUITY			
Retained surplus		768	780
Business Reserve Fund		164	164
General Restoration Fund		741	741
Glasgow Bequest Fund		641	917
TOTAL FUNDS / EQUITY		2,313	2,602

Statement of Cash Flows

For the year ended 30 June 2019

	Note	2019 \$'000's	2018 \$'000's
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from operations (including Government Funding Stream 1)		8,442	6,786
Receipts from donations, bequests		169	83
Receipts (net) from Government Funding Streams 2 and 3, and Special Purpose Funds		5,919	34
Payments to suppliers and employees		(6,793)	(7,864)
Interest received		3	6
Interest paid		-	-
Net cash (used in)/generated from operating activities	15	<u>7,740</u>	<u>(955)</u>
CASH FLOWS INVESTING ACTIVITIES			
Payments for property, plant and equipment		(167)	(199)
Proceeds from sale of property, plant and equipment		-	-
Net cash (used in)/generated from investing activities		<u>(167)</u>	<u>(199)</u>
CASH FLOWS FINANCING ACTIVITIES			
Interest received - Glasgow Bequest Fund		12	24
Net cash provided by (used in) financing activities		<u>12</u>	<u>24</u>
Net increase (decrease) in cash held		7,584	(1,129)
Cash on hand at the beginning of the financial year		<u>8,238</u>	<u>9,367</u>
Cash on hand at the end of the financial year	4	<u><u>15,823</u></u>	<u><u>8,238</u></u>

Notes to the Financial Statements

For the year ended 30 June 2019

These financial statements are for Transport Heritage NSW Limited (Non-Reporting) as an individual entity, incorporated and domiciled in Australia. Transport Heritage NSW Limited (the "Company" or "THNSW") is a company limited by guarantee and is a not-for-profit, registered charity.

These financial statements were authorised for issue on 01 October 2019 by the Directors of the Company.

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The Directors have prepared the financial statements on the basis that the company is a non-reporting entity because there are no users dependent on general purpose financial statements. These financial statements are therefore special purpose financial statements that have been prepared in order to meet the requirements of the Australian Charities and Not-for-profits Commission Act 2012. The company is a not-for-profit entity for financial reporting purposes under Australian Accounting Standards.

The financial statements have been prepared in accordance with the mandatory Australian Accounting Standards applicable to entities reporting under the Corporations Act 2001 and the significant accounting policies disclosed below, which the Directors have determined are appropriate to meet the needs of members. Such accounting policies are consistent with those of previous periods unless stated otherwise.

The financial statements, except for the cash flow information, have been prepared on an accrual basis and are based on historical costs unless otherwise stated in the notes. Material accounting policies adopted in the preparation of these financial statements are presented below and have been consistently applied unless stated otherwise. The amounts presented in the financial statements have been rounded to the nearest thousand dollars.

Accounting Policies

a. Revenue

Non-reciprocal funding deeds revenue is recognised in profit or loss when the entity obtains control of the funding and it is probable that the economic benefits gained from the funding will flow to the Company and the amount of the funding can be measured reliably.

If conditions are attached to the funding which must be satisfied before the Company is eligible to receive the contribution, the recognition of the funding as revenue will be deferred until those conditions are satisfied. This also means that the Company is allowed to carry non-reciprocal funding over for use in subsequent years.

When funding deed revenue is received whereby the Company incurs an obligation to deliver economic value directly back to the contributor, this is considered a reciprocal transaction and the funding revenue is recognised in the statement of financial position as a liability until the service has been delivered to the contributor; otherwise the funding is recognised as income on receipt.

Transport Heritage NSW Limited receives non-reciprocal contributions of assets from the NSW Government and other parties for zero or a nominal value. These assets are recognised at fair value, where possible, on the date of acquisition in the statement of financial position, with a corresponding amount of income recognised in profit or loss.

Donations and bequests are recognised as revenue when received. If conditions are attached to the donations or bequests which must be satisfied, the recognition of the donation or bequest as revenue will be deferred until those conditions are satisfied.

Interest revenue is recognised as it accrues using the effective interest method, which for floating rate financial assets is the rate inherent in the instrument. Interest revenue is also recognised in accordance with THNSW's Investment & Interest Policy introduced from the financial year ended 30 June 2017.

Revenue from the rendering of a service is recognised upon the delivery of the service to the customer.

All revenue is stated net of the amount of goods and services tax (GST).

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

b. Inventories on Hand

Inventories are measured at the lower of cost and current replacement cost.

Inventories acquired at no cost, or for nominal consideration, are valued at the current replacement cost as at the date of acquisition.

c. Property, Plant and Equipment

Plant and equipment are measured on the cost basis less depreciation and any impairment losses.

The carrying amount of plant and equipment is reviewed annually to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets' employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

In the event the carrying amount of plant and equipment is greater than the recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount. A formal assessment of recoverable amount is made when impairment indicators are present.

Plant and equipment including locomotives, rolling stock, real property and collection objects that have been contributed at no cost, or for nominal cost by RailCorp or other Government entities, including custody plant and equipment, are recognised at no value.

Depreciation

The depreciable amount of all fixed assets, including buildings and capitalised lease assets, but excluding freehold land, is depreciated on a straight-line basis over the asset's useful life to the Company commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable assets are:

<u>Class of Fixed Asset</u>	<u>Depreciation Rate</u>
Plant and equipment	5 - 20%
Leasehold improvements, other	4 - 15%
Assets under custody	Term of custody or previously determined period.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains or losses are recognised in profit or loss in the period in which they arise. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

d. Leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses on a straight-line basis over the lease term.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

e. Financial Instruments

Initial recognition and measurement

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions to the instrument. For financial assets, this is equivalent to the date that the Company commits itself to either purchase or sell the asset, i.e., trade date accounting is adopted.

Financial instruments are initially measured at fair value plus transaction costs except where the instrument is classified "at fair value through profit or loss", in which case transaction costs are expensed to profit or loss immediately.

Classification and subsequent measurement

Financial instruments are subsequently measured at fair value, amortised cost using the effective interest method, or cost. Where available, quoted prices in an active market are used to determine fair value. In other circumstances, valuation techniques are adopted.

Amortised cost is calculated as the amount at which the financial asset or financial liability is measured at initial recognition less principal repayments and any reduction for impairment, and adjusted for any cumulative amortisation of the difference between that initial amount and the maturity amount calculated using the effective interest method.

The effective interest method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts, including fees, transaction costs and other premiums or discounts, through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability. Revisions to expected future net cash flows will necessitate an adjustment to the carrying amount with a consequential recognition of an income or expense item in profit or loss.

Fair value is the price the company would receive to sell an asset or would have to pay to transfer a liability in an orderly, i.e., unforced, transaction between independent, knowledgeable and willing market participants at the measurement date. Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

(i) Financial assets at fair value through profit or loss

Financial assets are classified at "fair value through profit or loss" when they are held for trading for the purpose of short-term profit taking, derivatives not held for hedging purposes, or when they are designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying amount included in profit or loss.

(ii) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

(iii) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Company's intention to hold these investments to maturity. They are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial asset is derecognised.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

(iv) Available-for-sale investments

Available-for-sale investments are non-derivative financial assets that are either not capable of being classified into other categories of financial assets due to their nature or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

They are subsequently measured at fair value with any re-measurements other than impairment losses and foreign exchange gains and losses recognised in other comprehensive income. When the financial asset is derecognised, the cumulative gain or loss pertaining to that asset previously recognised in other comprehensive income is reclassified into profit or loss.

(v) Financial liabilities

Non-derivative financial liabilities other than financial guarantees are subsequently measured at amortised cost. Gains or losses are recognised in profit or loss through the amortisation process and when the financial liability is derecognised.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability, which is extinguished or transferred to another party, and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit

g. Employee Provisions

Provision is made for the Company's obligation for short-term employee benefits. Short-term employee benefits are benefits (other than termination benefits) that are expected to be settled wholly before 12 months after the end of the annual reporting period in which the employees render the related service, including wages, salaries and sick leave. Short-term employee benefits are measured at the (undiscounted) amounts expected to be paid when the obligation is settled.

The Company's obligations for short-term employee benefits such as wages, salaries and sick leave are recognised as part of accounts payable and other payables in the statement of financial position.

Contributions are made by the entity to an employee superannuation fund and are charged as expenses when incurred.

h. Cash on Hand

Cash on hand includes cash on hand, deposits held at-call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts.

i. Accounts Receivable and Other Debtors

Accounts receivable and other debtors include amounts due from donors and any outstanding funding deed receipts. Receivables expected to be collected within 12 months of the end of the reporting period are classified as current assets. All other receivables are classified as non-current assets.

j. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO).

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the ATO is included with other receivables or payables in the statement of financial position.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the ATO are presented as operating cash flows included in receipts from customers or payments to suppliers.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

k. Income Tax

No provision for income tax has been raised as Transport Heritage NSW Limited is exempt from income tax under Div 50 of the Income Tax Assessment Act 1997 .

m. Provisions

Provisions are recognised when the Company has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured. Provisions recognised represent the best estimate of the amounts required to settle the obligation at the end of the reporting period.

n. Comparative Figures

Where required by Accounting Standards, comparative figures have been adjusted to conform with changes in presentation for the current financial year.

Where the company retrospectively applies an accounting policy, makes a retrospective restatement or reclassifies items in its financial statements, a third statement of financial position as at the beginning of the preceding period in addition to the minimum comparative financial statements must be presented.

o. Accounts Payable and Other Payables

Accounts payable and other payables represent the liability outstanding at the end of the reporting period for goods and services received by the company during the reporting period which remain unpaid. The balance is recognised as a current liability with the amount normally paid within 30 days of recognition of the liability.

p. Critical Accounting Estimates and Judgements

The Directors evaluate estimates and judgements incorporated into the financial statements based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the company.

Key estimates

(i) Impairment

The Company assesses impairment at the end of each reporting period by evaluating conditions and events specific to the company that may be indicative of impairment triggers.

(ii) Judgements

As disclosed in note 9, provision for the impairment of trade receivables included in accounts as 30 June 2019 is amount of \$0 (2018 \$0) as general provision for impairment of receivables. The Directors believe that the provision of impairment of receivables is adequate provision for any bad debts.

q. Economic Dependence

Transport Heritage NSW Limited is dependent on the Transport for NSW funding deeds for the majority of its revenue used to operate the business. The original funding deeds were to expire on 30 June 2019 however Transport Heritage NSW has entered into a Deed of Variation with Transport for NSW to vary and extend the funding and the current funding deed until 30 June 2022, that is, a further three financial years. At the date of this report the THNSW Board of Directors has no reason to believe the Transport for NSW will not continue to support Transport Heritage NSW Limited.

r. Going Concern Basis

The financial statements of the Company have been prepared on a going concern basis. The Directors believe that the Company will be able to pay all its debts as and when they become due and payable.

s. Rounding in the Presentation of Figures

The amounts presented in the financial statements have been rounded to the nearest thousand dollars. As a result some numbers may not add up to totals shown due to rounding.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 2: Net Current Year Surplus

	2019	2018
	\$'000's	\$'000's
a. Significant Revenue		
The following significant revenue items is relevant in explaining the financial performance:		
Programs & Events - Museums	844	861
Programs & Events - Rail Operations	1,701	1,101
Other Commercial Activities (including Retail)	373	364
Marketing	-	-
Heritage & Collections	-	1
Fleet Maintenance	405	131
Facilities	-	-
THNSW Board	-	-
Membership	89	92
Donations & Gifts	169	83
Interest received	3	6
Government Funding Stream 1	5,000	4,346
Other Corporate Services	29	116
Government Funding Deed		
Government Funding Streams 2 and 3, and Special Purpose Funds		
- TfNSW Funding Stream 2 (FS#2)	1,507	1,266
- TfNSW Funding Stream 3 (FS#3)	182	155
- TfNSW Special Purpose Funding (SPF)	761	1,254
Total Revenues	11,064	9,777

The amounts presented in the financial statements have been rounded to the nearest thousand dollars. As a result some numbers may not add up to totals shown due to rounding.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 2: Net Current Year Surplus (continued)

	2019	2018
	\$'000's	\$'000's
b. Expenses		
Programs & Events - Museums	647	670
Programs & Events - Rail Operations	1,367	970
Other Commercial Activities (including Retail)	261	243
Marketing	390	270
Heritage & Collections	347	305
Fleet Maintenance	2,237	1,929
Facilities	1,714	1,396
THNSW Board	20	31
Stakeholder & Relationship Management	79	75
Depreciation and amortisation:		
- Plant and equipment	192	197
- Leasehold improvements and other	12	11
- Assets under custody		
Total depreciation and amortisation expenses	<u>204</u>	<u>208</u>
Employee provisions - Superannuation	250	245
Rental - operating leases	7	7
Other Corporate Services	1,073	933
Auditor's Remuneration:		
- Auditing activities	30	29
- Other audit related services	-	-
- Non-audit services	-	-
Total Auditor's Remuneration	<u>30</u>	<u>29</u>
Government Funding Streams 2 and 3, and Special Purpose Funds expensed		
- TfNSW Funding Stream 2 (FS#2)	1,507	1,266
- TfNSW Funding Stream 3 (FS#3)	182	155
- TfNSW Special Purpose Funding (SPF)	761	1,254
Total Expenses	<u>11,076</u>	<u>9,985</u>

The amounts presented in the financial statements have been rounded to the nearest thousand dollars. As a result some numbers may not add up to totals shown due to rounding.

c. Use of Retained Earnings

The use of retained earnings in FY 2018/19 was anticipated in the annual budget approved by the THNSW Board. The above EoFY 2018/19 result shows that anticipated use of retained earnings which is better than THNSW Board approved budget for the financial year to 30 June 2019.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 3: Dividends

Clause 36.2 of the Constitution of Transport Heritage NSW Limited specifically prohibits the payment of dividends by the Company.

Note 4: Cash & Cash Equivalents

	2019	2018
	\$'000's	\$'000's
Cash on hand	5	5
Cash at bank - deposits on call	2,085	1,081
Cash at bank - term deposits & higher interest earning deposits	13,733	7,152
	<u>15,823</u>	<u>8,238</u>

Note 5: Accounts Receivable and Other Debtors

	2019	2018
	\$'000's	\$'000's
CURRENT		
Trade receivables	66	700
Less: provision for impairment of receivables	-	-
Other receivables	-	-
	<u>66</u>	<u>700</u>

Note 6: Inventories on Hand

	2019	2018
	\$'000's	\$'000's
CURRENT		
At cost:		
Stock on hand	131	135
Operational fleet spare parts	70	70
	<u>201</u>	<u>206</u>

Note 7: Other Current Assets

	2019	2018
	\$'000's	\$'000's
Prepayments	<u>101</u>	<u>103</u>
	<u>101</u>	<u>103</u>

The amounts presented in the financial statements have been rounded to the nearest thousand dollars. As a result some numbers may not add up to totals shown due to rounding.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 8: Property, Plant & Equipment

	2019	2018
	\$'000's	\$'000's
Museum exhibits - at cost	75	76
Less accumulated depreciation	-	-
Net carrying amount	<u>75</u>	<u>76</u>
Leasehold property improvements - at cost	315	315
Less accumulated depreciation	(249)	(237)
Net carrying amount	<u>66</u>	<u>78</u>
Other plant, equipment and motor vehicles - at cost	1,174	1,654
Less accumulated depreciation	(733)	(1,180)
Net carrying amount	<u>442</u>	<u>473</u>
Total net carrying amount	<u><u>584</u></u>	<u><u>628</u></u>

Note 9: Accounts Payable and Other Payables

	2019	2018
	\$'000's	\$'000's
CURRENT		
Trade creditors and accruals	947	278
Tour/Event sales in advance	146	263
Sundry creditors	972	315
	<u>2,064</u>	<u>856</u>

Note 10: Employee Provisions

	2019	2018
	\$'000's	\$'000's
CURRENT		
Annual Leave	245	197
Long Service Leave	15	-
	<u>260</u>	<u>197</u>
NON-CURRENT		
Annual Leave	-	-
Long Service Leave	33	34
	<u>33</u>	<u>34</u>
	<u><u>293</u></u>	<u><u>232</u></u>

The amounts presented in the financial statements have been rounded to the nearest thousand dollars. As a result some numbers may not add up to totals shown due to rounding.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 11: Funding Deeds

	2019	2018
	\$'000's	\$'000's
NON-CURRENT		
TfNSW Funding Stream 1 (FS#1)		
Opening balance	-	546
Funding amount received	5,000	3,800
Interest received	-	-
Funding amount expensed	(5,000)	(4,346)
Balance at the end of the year	<u>-</u>	<u>-</u>
TfNSW Funding Stream 2 (FS#2)		
Opening balance	4,723	4,062
Funding amount received	1,850	1,850
Interest received	129	78
Funding amount expensed	(2,707)	(1,266)
Balance at the end of the year	<u>3,995</u>	<u>4,723</u>
TfNSW Funding Stream 3 (FS#3)		
Opening balance	139	143
Funding amount received	150	150
Interest received	1	1
Funding amount expensed	(182)	(155)
Balance at the end of the year	<u>107</u>	<u>139</u>
TfNSW Special Purpose Funding (SPF)		
Opening balance	1,323	1,946
Funding amount received	7,430	590
Interest received	10	41
Funding amount expensed	(761)	(1,254)
Balance at the end of the year	<u>8,002</u>	<u>1,323</u>
Total Funding remaining as at 30 June	<u><u>12,104</u></u>	<u><u>6,185</u></u>

THNSW has entered a Funding Deed with the NSW Government, via Transport for NSW (TfNSW), to care for and manage the NSW State-owned Heritage Transport Collection and to deliver a wide range of activities to support the Transport Heritage Sector in NSW.

The Funding Deed with the NSW Government provides specific funding to THNSW for the following purposes:

TfNSW Funding Stream 1 (FS#1)

Annual funding allocated specifically to THNSW's Business Operations, including a minimum of \$1 million which must be used for operational rolling stock fleet maintenance. The THNSW Board determines THNSW's annual business plan and annual business operations budget, including the allocation of FS#1 funds to be used and the use of THNSW's own-generated revenue raised through its various activities.

For FY 2018/19 TfNSW approved an additional allocation of \$1.2m to FS#1 funding for the year. These monies were made available from uncommitted FS#2 funds carried over from previous years.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

TfNSW Funding Stream 2 (FS#2)

Annual funding for the purposes of Portfolio Management of the NSW Government-owned heritage transport assets. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government. As noted above, \$1.2m of uncommitted FS#2 funds carried over from previous years were reallocated to FS#1 monies and are included in the funding amount expensed for FS#2 shown above. Additional FS#2 expenditure for FY 2018/19 was

TfNSW Funding Stream 3 (FS#3)

Annual funding for the Transport Heritage Grants Program. Allocation of the annual funding is determined by the Independent Funding & Advisory Panel (IFAP) appointed by the NSW Government.

TfNSW Special Purpose Funding (SPF)

THNSW has also entered into a Special Projects Funding Deed with the NSW Government under which specific funding is allocated to specific projects. Allocation of Special Purpose Funds to specific projects is determined by TfNSW. Currently there is one approved project being the Locomotive 3801 Reconstruction Project.

Two key adjustments to SPF monies held by THNSW took place during FY 2018/19. Firstly, TfNSW sought the return of \$300k in unspent SPF monies; and secondly, TfNSW transferred \$7.7m to SPF in June 2019 to be held for the development of the new Heritage Hub at Chullora. Hence the net amount of \$7.4m is reported above as the funding amount received for SPF.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 12: Capital and Leasing Commitments

	2019	2018
	\$'000's	\$'000's
Operating Lease Commitments		
Non-cancellable operating leases contracted for but not recognised in the financial statements:		
Payable – minimum lease payments:		
– not later than 12 months	7	7
– between 12 months and five years	16	23
– later than five years	-	-
	<u>23</u>	<u>30</u>

Note 13: Related Parties Transactions

a. Key Management Personnel

Any person(s) having authority and responsibility for planning, directing and controlling the activities of the company, directly or indirectly, including any Director (whether executive or otherwise) is considered key management personnel.

The Total number of key management personnel at the end of FY 2018/19 was eight Directors (non-remunerated by THNSW), the CEO and seven managers (employees) reporting directly to the CEO.

	2019	2018
	\$'000's	\$'000's
Key management personnel compensation		
- Salaries	1,075	1,022
- Minimum mandatory superannuation contributions	102	97
	<u>1,177</u>	<u>1,119</u>

b. Other related parties

Other related parties include close family members of key management personnel and entities that are controlled or jointly controlled by those key management individually or collectively with close family members.

	2019	2018
	\$'000's	\$'000's
Company controlled by Director and/or close family		
- Short term benefits	-	-
- Post-employment benefits	-	-
- Purchase of client support services	-	-
	<u>-</u>	<u>-</u>

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

c. Payments to the Chair

During the year following payment was made by Transport for NSW (TfNSW) to the Chair, for services in leading the Transport Heritage NSW Board during their term.

	2019	2018
	\$'000's	\$'000's
Payment for services as Chair		
- Rob Mason - commenced as Chair 01 March 2017	<u>35</u>	<u>23</u>
	<u>35</u>	<u>23</u>

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 14: Contingent Liabilities

a. Contingent Liabilities

There were no contingent liabilities at the reporting date relating to the normal operations of THNSW.

Note 15: Cash Flow Information

	2019	2018
	\$'000's	\$'000's
Reconciliation of cash flows from operating activities with net current year surplus		
Net current year surplus	(12)	(209)
Non-cash flow in current year surplus		
- Depreciation and amortisation	204	208
- Net(gain) loss on disposal of property, plant and equipment	8	-
- Net (gain) loss from reserve transfer	(289)	(226)
- (increase)/decrease in accounts receivable and other debtors	634	(238)
- (increase)/decrease in prepayments	2	(17)
- (increase)/decrease in inventories on hand	4	(16)
- (decrease)/increase in grants received in advance	5,919	(512)
- (decrease)/increase in accounts payable and other payables	1,209	(3)
- (decrease)/increase in provisions	61	58
Net Cash From Operating Activities	7,740	(955)

The amounts presented in the financial statements have been rounded to the nearest thousand dollars. As a result some numbers may not add up to totals shown due to rounding.

Note 16: Economic Dependency

Railway operations which include tours and charters, are a significant part of the company's operation. Tours and charter operations are dependent on effective restoration, maintenance and operation of the heritage fleet, including track access and safety accreditation, and are dependent upon continued support from the general public.

Funding provided by TfNSW under a Funding Deed provides a minimum annual funding amount for the duration of the Funding Deed. As per Note: 1.q., the original funding deeds were to expire on 30 June 2019 however Transport Heritage NSW has entered into a Deed of Variation with Transport for NSW to vary and extend the funding and the current funding deed until 30 June 2022, that is, a further three financial years.

Note 17: Events Subsequent to reporting date

No events have occurred subsequent to the reporting date that required adjustment to the financial statements or disclosure into the financial statements.

Note 18: 3801 Limited

3801 Limited was incorporated on 05 June 1985 as a non-profit company limited by guarantee. THNSW and the Australian Railway Historical Society (NSW Division) are the two Management Members of 3801 Ltd. It should be noted that 3801 Ltd registered a new public-facing business name, *East Coast Heritage Rail*, however its Entity Name and ABN are unchanged.

THNSW is not represented on the Board or any Committee of 3801 Limited, however remains a Management Member. The liability of THNSW is limited to \$250.00 which is unchanged from the previous FY 2017/18.

Notes to the Financial Statements (continued)

For the year ended 30 June 2019

Note 19: Members Guarantee

Transport Heritage NSW Limited is incorporated under the Corporations Act 2001 and is a company limited by guarantee. If the company is wound up, the constitution states that each member is required to contribute a maximum of \$20.00 towards meeting any outstanding obligations of the Company. At 30 June 2019, the number of members was 1,777 (excluding Complimentary and Honorary members).

Note 20: Entity Details

The registered office of the company is:

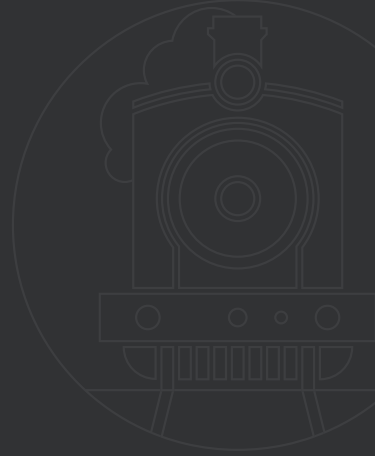
Suite 011, International Business Centre, 2 Cornwallis Street, South Eveleigh NSW 2015

The principal places of business are:

Suite 011, International Business Centre, 2 Cornwallis Street, South Eveleigh NSW 2015

10-20 Barbour Road, Thirlmere NSW 2572

17 Tusculum Road, Valley Heights NSW 2777



TRANSPORT HERITAGE

NSW

Transport Heritage NSW Ltd

ABN 25 000 570 463

PHONE (02) 9209 4646

POST PO Box K37, Haymarket NSW 1240

OFFICE Suite 011, International Business Centre, South Eveleigh,
2 Cornwallis Street, Eveleigh NSW 2015

WEB thnsw.com.au