ST. GEORGE'S HILL GOLF CLUB (HOLDINGS) LIMITED ANNUAL REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2013

WEDNESDAY



D3 26/02/2014 COMPANIES HOUSE #30

DIRECTORS AND ADVISERS

Directors

TPA Clements

R S Elder R I Lavington J N S Lowe L P Lupo R J Manthorpe

R T Welch

Ms N J Williams

(Appointed 9 March 2013)

Secretary

B Hill

Company number

00879471

Registered office

St George's Hill Golf Club

St George's Hill Weybridge Surrey KT13 0NL

Registered auditors

Goodman Jones LLP

29-30 Fitzroy Square

London W1T 6LQ

CONTENTS

	Page
Directors' report	1 - 2
Independent auditors' report	3 - 4
Consolidated profit and loss account	5
Balance sheets	6
Consolidated cash flow statement	7
Notes to the consolidated cash flow statement	8
Notes to the financial statements	9 - 18

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 SEPTEMBER 2013

The directors present their report and financial statements for the year ended 30 September 2013

Principal activities

The principal activity of the company continues to be that of a holding company. The principal activity of the group is the running of a golf club

Results and dividends

The consolidated profit and loss account for the year is set out on page 5

Purchase of own shares

In accordance with the provisions of its Articles of Association, the company has bought back 16,350 deferred non-voting shares of £1 each representing 1 72% of the issued share capital at the start of the year for £16,350

Directors

The following directors have held office since 1 October 2012

VE Barker

(Retired 9 March 2013)

TPA Clements

RS Elder

R I Lavington

JNS Lowe

L P Lupo

R J Manthorpe

R T Welch

(Appointed 9 March 2013)

Ms N J Williams

Directors' insurance

The group maintains insurance policies on behalf of the directors against liability arising from the performance of their duties

Auditors

In accordance with the company's articles, a resolution proposing that Goodman Jones LLPbe reappointed as auditors of the company will be put at a General Meeting

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently.
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the group's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the group's auditors are aware of that information.

Small company status

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

By order of the board

Secretary

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INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF ST. GEORGE'S HILL GOLF CLUB (HOLDINGS) LIMITED

We have audited the group and parent company financial statements (the "financial statements") of St George's Hill Golf Club (Holdings) Limited for the year ended 30 September 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 30 September 2013 and of the group's profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

INDEPENDENT AUDITORS' REPORT (CONTINUED) TO THE MEMBERS OF ST. GEORGE'S HILL GOLF CLUB (HOLDINGS) LIMITED

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit
- the directors are not entitled to prepare the financial statements in accordance with the small companies regime and to take advantage of the small companies' exemption in preparing the directors' report

Maurice Austin (Senior Statutory Auditor) for and on behalf of Goodman Jones LLP

6-1-2014

Chartered Accountants Statutory Auditor

29-30 Fitzroy Square London W1T 6LQ

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2013

	Notes	2013 £	2012 £
Income	2	2,616,665	2,518,545
Cost of sales		(350,537)	(327,295)
Gross profit		2,266,128	2,191,250
Administrative expenses Other operating income		(2,187,062) 3,814	(2,108,962) 6,091
Operating profit	3	82,880	88,379
Other interest receivable and sin	nilar income - bank interest	9,922	4,526
Profit on ordinary activities be taxation	fore	92,802	92,905
Tax on profit on ordinary activitie	s 4	(28,541)	(24,158)
Profit for the year		64,261	68,747
From for the year		=====	=====

The profit and loss account has been prepared on the basis that all operations are continuing operations

There are no recognised gains and losses other than those passing through the profit and loss account

BALANCE SHEETS AS AT 30 SEPTEMBER 2013

		Group)	Compar	ıy
		2013	2012	2013	2012
	Notes	£	£	£	£
Fixed assets					
Tangible assets	6	1,603,746	1,679,067	-	-
Investments	7	150	150	17,757 ————	17,757
		1,603,896	1,679,217	17,757	17,757
Current assets					
Stocks	8	39,088	42,821	-	-
Debtors	9	280,686	233,047	950,893	932,743
Cash at bank and in hand		1,109,628	1,033,729	-	-
		1,429,402	1,309,597	950,893	932,743
Creditors amounts falling due within one year	10	(545,428)	(569,022)	-	-
Net current assets		883,974	740,575	950,893	932,743
Total assets less current liabilities		2,487,870	2,419,792	968,650	950,500
Provisions for liabilities	11	(102,420)	(116,753)		
		2,385,450	2,303,039	968,650	950,500
Capital and reserves					
Called up share capital	13	968,650	950,500	968,650	950,500
Share premium account	14	10,481	10,481	-	-
Other reserves	14	7 244	119,405	-	_
Profit and loss account	14	1,399,075	1,222,653	-	-
Shareholders' funds	15	2,385,450	2,303,039	968,650	950,500

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006

Approved by the Board and authorised for issue on

R S Elder Director JNS Lowe Director

Company Registration No 0879471

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2013

£	2013 £	£	2012 £
	195,422		291,526
9,922		4,526	
	9,922		4,526
	(34,417)		6,605
(114,178) 1,000		(136,237) 1,400	
	(113,178)		(134,837)
	57,749		167,820
34,500 (16,350)		33,350 (24,900)	
18,150		8,450	
	18,150		8,450
	75,899		176,270
	9,922 (114,178) 1,000 34,500 (16,350)	£ £ 195,422 9,922 9,922 (34,417) (114,178) 1,000 (113,178) 57,749 34,500 (16,350) 18,150 18,150	£ £ £ £ 195,422 9,922

NOTES TO THE CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2013

1	Reconciliation of operating profit to net cash inflow from of activities	perating	2013	2012
	activities		£	£
	Operating profit		82,880	88,379
	Depreciation of tangible assets		189,499	177,749
	(Profit)/loss on disposal of tangible assets		(1,000)	11,047
	Decrease in stocks		3,733	1,768
	(Increase)/decrease in debtors		(47,639)	6,268
	(Decrease)/increase in creditors within one year		(32,051)	6,315
	Net cash inflow from operating activities		195,422	291,526
2	Analysis of net funds	1 October	Cash flow30	Sentember
2	Analysis of her fullus	2012	Ousii iiowoo	2013
		£	£	£
	Net cash			
	Cash at bank and in hand	1,033,729	(75,899)	1,109,628
	Net funds	1,033,729	(75,899)	1,109,628
				
3	Reconciliation of net cash flow to movement in net funds		2013	2012
			£	£
	Increase in cash in the year		75,899	176,270
	Movement in net funds in the year		75,899	176,270
	Opening net funds		1,033,729	857,459
	Closing net funds		1,109,628	1,033,729
				

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2013

Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention

The accounts of the Company have been prepared on a break-up basis as the company will cease to exist when the reorganisation referred to in note 17 is completed. No provision is required to be made to reduce the value of its assets as these will be received in full. The company has no liabilities

No adjustment is required to be made to the consolidated accounts for the change in basis consolidated accounts will be prepared in 2014

12 Basis of consolidation

The consolidated profit and loss account and balance sheet include the financial statements of the company and its subsidiary undertakings made up to 30 September 2013. The results of subsidiaries sold or acquired are included in the profit and loss account up to, or from the date control passes. Intra-group sales and profits are eliminated fully on consolidation

13 Income

This represents the total income due during the year, exclusive of VAT, where applicable, and includes members' subscriptions, entrance fees, green fees, bar and catering sales

1.4 Tangible fixed assets and depreciation

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

Freehold land and buildings

Straight line over 50 years

Irrigation system

5% Straight line

Plant and machinery

20% Straight line

Fixtures, fittings & equipment

5-33% Straight line

Motor vehicles

25% Straight line

15 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease

1.6 Investments

Fixed asset investments are stated at cost less provision for diminution in value

Stock is valued at the lower of cost and net selling price

The Group operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the year they are payable

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted

2 Income

The total income of the group for the year has been derived from its principal activity wholly undertaken in the United Kingdom

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

3	Operating profit	2013 £	2012 £
	Operating profit is stated after charging		
	Depreciation of tangible assets	189,499	177,749
	Loss on disposal of tangible assets	-	12,447
	Operating lease rentals		
	Office equipment	11,805	11,805
	Fees made payable to the group's auditor for the audit of the group's		
	annual accounts (company £nil 2012 £nil)	12,000	11,095
	Net expenditure on centenary events	96,701	-
	and after crediting		
	Profit on disposal of tangible assets	(1,000)	(1,400)
4	Taxation	2013	2012
		£	£
	Domestic current year tax		
	UK corporation tax	41,374	32,917
	Adjustment for prior years	1,500	-
	Total current tax	42,874	32,917
	Deferred tax		
	Deferred tax credit	(14,333)	(8,759)
		28,541	24,158
			=
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	92,802	92,905
	•	=====	=====
	Profit on ordinary activities before taxation multiplied by standard rate of UK		
	corporation tax of 20 00% (2012 - 20 00%)	18,560	18,581
	Effects of		
	Non deductible expenses	3,799	231
	Depreciation add back	37,900	35,550
	Capital allowances	(18,685)	(23,654)
	Adjustments to previous periods	1,500	-
	(Profit)/loss on disposal of fixed assets	(200)	2,209 ——
		24,314	14,336
	Current tax charge for the year	42,874	32,917

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

5 Result for the financial year

been included in these financial statements. The result for the financial year		
	2013	2012
	£	£
Holding company's result for the financial year	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

6 Tangible fixed assets

Group	Land and buildings Freehold	Irrigation system	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£	£	£
Cost						
At 1 October 2012	1,247,681	598,381	778,564	951,518	36,083	3,612,227
Additions	-	-	97,233	7,480	9,465	114,178
Disposals		-	-		(11,818)	(11,818)
At 30 September 2013	1,247,681	598,381	875,797	958,998	33,730	3,714,587
Depreciation						
At 1 October 2012	299,925	350,606	627,242	626,101	29,286	1,933,160
On disposals	-	-	-	-	(11,818)	(11,818)
Charge for the year	26,270	31,465	76,411	48,169	7,184	189,499
At 30 September 2013	326,195	382,071	703,653	674,270	24,652	2,110,841
Net book value						·
At 30 September 2013	921,486	216,310	172,144	284,728	9,078	1,603,746
At 30 September 2012	947,756	247,775	151,322	325,417	6,797	1,679,067
				====		

7 Fixed asset investments Group

	Listed investments	Total
	£	£
Cost		
At 1 October 2012 & at 30 September 2013	150	150
	· · · · · · · · · · · · · · · · · · ·	
Net book value		
At 30 September 2013	150	150
·		
At 30 September 2012	150	150

The market value of the above investment at the year end was £210 (2012 £244)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

,	Fixed asset investments	(Continued)
	Company	
		Shares in group
		undertakings
	Cost	£
	At 1 October 2012 & at 30 September 2013	17,757
	Net book value	
	At 30 September 2013	17,757
	At 20 September 2012	17,757
	At 30 September 2012	17,757 =====

In the opinion of the directors, the aggregate value of the company's investment in subsidiary undertakings is not less than the amount included in the balance sheet

The company owns 100% of the ordinary share capital of St. George's Hill Golf Club Limited, a company incorporated in England and Wales whose principal activity is that of running a golf club

St George's Hill Golf Club Limited is not permitted by its Articles of Association to pay a dividend except in the event of its dissolution or winding up

8 Stocks

7

	Group		Company	
	2013	2012	2013	2012
	£	£	£	£
Course materials	13,685	16,024	-	_
Bar, catering and house stock	25,403	26,797	-	-
				
	39,088	42,821	-	-
	===			====

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

9	Debtors				
		Group		Company	
		2013 £	2012 £	2013 £	2012 £
	Trade debtors	127,102	102,620		_
	Amounts owed by group undertakings	•	-	943,993	924,793
	Other debtors	18,579	16,751	6,900	7,950
	Prepayments and accrued income	135,005	113,676		
		280,686	233,047	950,893	932,743
				====	=====
	Amounts falling due after more than one year				
		2013	2012	2013	2012
		£	£	£	£
	Amounts owed by group undertakings	-	-	943,993	924,793
				====	====
10	Creditors amounts falling due within one year	ar Group	3	Company	
		2013	2012	2013	2012
		£	£	£	£
	Trade creditors	182,045	141,594	-	-
	Corporation tax	41,374	32,917	-	-
	Taxes and social security costs	46,369	80,833	-	-
	Other creditors	131,774	141,107	-	-
	Subscriptions received in advance	105,122	117,034	-	-
	Accruals and deferred income	38,744	55,537		
		545,428	569,022	-	-
				====	
11	Provisions for liabilities				
''	Group				
					Deferred taxation £
	Balance at 1 October 2012				116,753
	Profit and loss account				(14,333)
	Balance at 30 September 2013				102,420

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

11 Provisions for liabilities

(Continued)

The deferred tax liability is made up as follows

Group		Company	
2013	2012	2013	2012
£	£	£	£
102,420	116,753	-	-
	2013	2013 2012	2013 2012 2013
	£	£ £	£ £ £

12 Pension and other post-retirement benefit commitments

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund. At the year end pension contributions unpaid amounted to £4,470 (2012 £6,315)

Defined contribution

		2013	2012
		£	£
	Contributions payable by the group for the year	43,620	47,048
		======================================	
13	Share capital	2013	2012
		£	£
	Allotted, called up and fully paid		
	968,650 Shares of £1 each	968,650	950,500

During the year 34,500 shares of £1 each were issued at par for cash, £16,350 of the proceeds raised was then used to buy back 16,350 of the company's deferred non-voting shares of £1 each then in issue,

Allotted, called up and fully paid share capital includes 27,800 shares converted into deferred non-voting shares of £1 each (2012 25,950)

Balance at 1 October 2012

Transfer to profit and loss account

Balance at 30 September 2013

Appropriation

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

14 Statement of movements on reserves Group Other Profit and loss Share premium reserves account account £ £ Balance at 1 October 2012 10,481 119,405 1,222,653 Profit for the year 64,261 12,058 Appropriation to centenary reserve (12,058)Transfer between centenary reserve and profit and loss account (124, 219)124,219 Balance at 30 September 2013 10,481 7,244 1,399,075 Other reserves Other reserve Balance at 1 October 2012 & at 30 September 2013 7,244 Centenary reserve

112,161 12,058

(124, 219)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

15	Reconciliation of movements in shareholders' funds	2013	2012
	Group	£	, £
	Profit for the financial year	64,261	68,747
	Proceeds from issue of shares	34,500	33,350
	Purchase of own shares	(16,350)	(24,900)
	Net addition to shareholders' funds	<u></u> 82,411	77,197
	Opening shareholders' funds	2,303,039	2,225,842
	Closing shareholders' funds	2,385,450	2,303,039
			
		2013	2012
	Company	£	£
	Result for the year	-	-
	Proceeds from issue of shares	34,500	33,350
	Purchase of own shares	(16,350)	(24,900)
	Net addition to shareholders' funds	18,150	8,450
	Opening shareholders' funds	950,500	942,050

16 Financial commitments

At 30 September 2013 the group had annual commitments under non-cancellable operating leases for equipment as follows

	Other	
	2013	2012
	£	£
Expiry date		
Between two and five years	9,526	11,984
	-	

17 Post Balance Sheet Events

Group & Company

At an EGM held on 2 December 2013 a resolution was approved by shareholders to instigate a reorganisation of the corporate structure whereby the share capital in St Georges Hill Golf Club (Holdings) Ltd is reduced to £1, the present shareholders of St Georges Hill Golf Club (Holdings) Ltd, become the shareholders of St Georges Hill Golf Club Ltd in place of Holdings and St Georges Hill Golf Club (Holdings) Ltd ceases to exist

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2013

18 Related party relationships and transactions

Group

During the year the company purchased goods worth £3,891 inc VAT (2012 £3,871) from Solo Digital Imaging Limited, a company controlled by J N S. Lowe At the year end a balance of £552 was outstanding (2012 £746)

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 from the requirement not to disclose transactions with wholly owned entities within the same group