



ICSA Publishing Limited

(Formerly ICSA Information & Training Limited)

Report and financial statements for the year ended 31 July 2013

Registered no. 1576660



Report and financial statements for the year ended 31 July 2013

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ICSA Publishing Limited

Directors' report

The directors present their report and the audited financial statements for the year ended 31 July 2013

Principal activity

The company's principal activity was the publication of professional information and guidance to support company secretaries and other related professionals as well as the provision of professional training courses and conferences

The activities of training and conferences are likely to cease in the following financial year leaving only the publishing of professional information as its principal activity

The Company changed its name from ICSA Information & Training Limited to ICSA Publishing Limited on 10 October 2013

Results and dividends

The profit after taxation for the year to 31 July 2013 amounted to £113,368 (2012 £108,437), which has been transferred to reserves

The directors have not declared a dividend in respect of the year to 31 July 2013 (2012 Nil)

The company does not actively use financial instruments as part of its financial risk management. The company is exposed to the usual credit risk and cash flow risks associated with providing its goods and services and manages this risk through its internal control procedures

Directors

The directors in office during the year were as follows

S Osborne	
S E Richards	
C Grist Taylor	– (resigned 9 August 2013)
W Booth	– (appointed 26 September 2012)
N Tompkins	– (resigned 11 April 2013)
C Glennie	– (appointed 1 April 2013)

None of the directors held any beneficial interest in the shares of the company (2012 Nil)

The directors have confirmed that so far as they are aware, there is no relevant audit information of which the company's auditor is unaware, and that they have taken all the steps that they individually ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

Going concern

The company has considerable resources and positive cash flows. Having reviewed future budgets and forecasts the directors have a reasonable expectation that the company will continue in operational existence for the foreseeable future and have, therefore, used the going concern basis in preparing the financial statements

Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

ICSA Publishing Limited

Directors' responsibilities cont....

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 profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company 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 enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislations in other jurisdictions.

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006.

Auditor

The auditor, Chantrey Vellacott DFK, has expressed its willingness to continue in office and is automatically reappointed under S. 487(2) of the Companies Act 2006.

By order of the board



RM Morrice
Secretary
11 December 2013

Independent auditor's report to the members of ICSA Publishing Limited

We have audited the financial statements of ICSA Publishing Limited for the year ended 31 July 2013 which comprise the Profit and Loss Account, the Balance Sheet, 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the 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 auditor

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 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 Directors' 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 company's affairs as at 31 July 2013 and of its 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 the 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 auditor's report
to the members of ICSA Publishing Limited (continued)**

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

Chantrey Vellacott DFC LLP

Stephen Corraill FCCA (Senior Statutory Auditor)

for and on behalf of

CHANTREY VELLACOTT DFK LLP

Chartered Accountants and Statutory Auditor

London

11 December 2013

Profit and loss account

for the year ended 31 July 2013

	Notes	2013 £	2012 £
Turnover	2	1,468,215	1,464,352
Direct costs		(551,186)	(552,727)
Gross profit		<u>917,029</u>	<u>911,625</u>
Administration expenses		(874,180)	(832,112)
Other operating income		<u>70,467</u>	<u>28,873</u>
Operating profit on ordinary activities	3	113,316	108,386
Interest receivable	5	<u>52</u>	<u>51</u>
Profit on ordinary activities before taxation		113,368	108,437
Taxation on profit on ordinary activities	6	<u>-</u>	<u>-</u>
Retained profit for the year	12	<u><u>113,368</u></u>	<u><u>108,437</u></u>

All amounts in the profit and loss account relate to continuing operations

The company has no recognised gains and losses other than those shown above and therefore no separate statement of total recognised gains and losses has been presented

Pages 8 to 14 form an integral part of these financial statements

ICSA Publishing Limited

Balance sheet

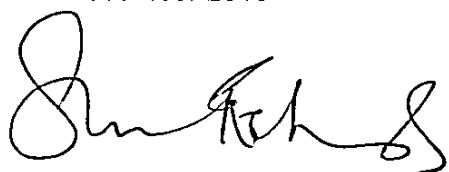
at 31 July 2013

	Notes	2013 £	2012 £
Fixed assets			
Tangible assets	7	-	-
		<u>-</u>	<u>-</u>
		-	-
		<u>-</u>	<u>-</u>
Current assets			
Stocks	8	75,540	80,884
Debtors	9	338,309	360,690
Cash at bank and in hand		390,426	261,359
		<u>804,275</u>	<u>702,933</u>
Creditors amounts falling due within one year	10	(381,886)	(374,203)
		<u>-</u>	<u>-</u>
Net current assets		<u>422,389</u>	<u>328,730</u>
Total assets less current liabilities		<u>422,389</u>	<u>328,730</u>
Deferred income	1(c)	(226,600)	(246,309)
		<u>-</u>	<u>-</u>
Net assets		<u>195,789</u>	<u>82,421</u>
		<u><u>195,789</u></u>	<u><u>82,421</u></u>
Capital and reserves			
Called up share capital	11	10,000	10,000
Profit and loss account	12	185,789	72,421
		<u>195,789</u>	<u>82,421</u>
Equity shareholders' funds	13	<u>195,789</u>	<u>82,421</u>
		<u><u>195,789</u></u>	<u><u>82,421</u></u>

Pages 8 to 14 form an integral part of these financial statements

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

These financial statements were approved and signed by the director and authorised for issue on 11 December 2013



S E Richards
Director
Company no 1576660

Notes to the financial statements

for the year ended 31 July 2013

1. Accounting policies

a) Accounting convention

The financial statements have been prepared under the historical cost convention, and in accordance with applicable Accounting Standards in the United Kingdom

b) Going concern

The financial statements have been prepared on a going concern basis

c) Turnover recognition

Turnover represents amounts receivable for goods and services excluding VAT, trade discounts and returns. The income from book sales is recognised upon despatch, subscription income is recognised in the year to which it relates and income from educational services is recognised upon the provision of the courses, conferences and associated services. Amounts received in advance of courses being held and subscription income received in advance of that which relates to the current year are carried forward as deferred income at the year end.

d) Direct costs

All items of expenditure directly attributable to the generation of income have been shown as direct costs. Prepaid costs in respect of courses and conferences are carried forward as prepayments.

e) Tangible fixed assets

Tangible fixed assets are depreciated over their estimated useful lives of between four and ten years, by applying the straight line method, to give a nil residual value as follows:

Motor vehicles	4 years
Office equipment	10 years

f) Finished goods and work in progress

Finished goods and work in progress are stated at the lower of cost and net realisable value. In the case of finished goods, cost represents all costs incurred in publishing the book. In the case of work in progress, cost consists of direct expenses incurred in bringing the project to the position at the balance sheet date.

Net realisable value represents estimated selling price less all costs to be incurred in marketing, selling and distribution.

g) Retirement benefits

The company participates in a multi employer defined benefit scheme, in which the principal employer is the Institute of Chartered Secretaries and Administrators. The company is unable to identify its share of the underlying assets and liabilities of the scheme as it participates in the scheme with other group companies. Each participating employer is exposed to actuarial risks associated with the current and former employees of the other employers participating in the scheme. Accordingly under Financial Reporting Standard 17 the company accounts for its contributions to the scheme as if it were a defined contribution scheme. Employer contributions as recommended by the scheme actuary, are charged to the profit and loss account when paid.

h) Related party transactions

Where appropriate the Company has taken advantage of the exemption available in paragraph 3 (c) of Financial Reporting Standard 8 not to disclose inter group transactions.

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Notes to the financial statements

for the year ended 31 July 2013

2. Turnover

Turnover, all of which arises in the UK, represents amounts receivable for goods and services excluding VAT, trade discounts and returns arising within the UK and is analysed as follows

	2013 £	2012 £
Subscription products	332,518	367,590
Books	273,817	283,764
Courses and conferences	846,544	800,738
Other	15,336	12,260
	<u>1,468,215</u>	<u>1,464,352</u>

3. Operating profit

	2013 £	2012 £
Operating profit is stated after charging -		
Depreciation of tangible assets	-	6,298
Auditor's remuneration - audit services	6,000	6,000
	<u></u>	<u></u>

4. Employment costs and directors' remuneration

	2013 £	2012 £
Directors' remuneration		
Emoluments	230,468	129,444
Pension costs	21,433	15,918
	<u>251,901</u>	<u>145,362</u>

	2013	2012
The average number of employees (including directors) during the year was	<u>3</u>	<u>2</u>

Notes to the financial statements

for the year ended 31 July 2013

4. Employment costs and directors' remuneration (continued)

In the year to 31 July 2013 one director accrued pension benefits under a defined benefit scheme for the whole of the year and two directors for part of the year. The principal employer in the defined benefit pension scheme is the Institute of Chartered Secretaries and Administrators.

5. Interest receivable

	2013 £	2012 £
Bank interest	52	51

6. Taxation on profit on ordinary activities

(a) Analysis of charge in the year

The taxation charge on profit on ordinary activities comprises

	2013 £	2012 £
Corporation Tax for the current year	-	-
Current taxation charge	-	-

(b) Factors affecting taxation charge for the year:

The Corporation Tax assessed for the year is different from that at the standard rate of Corporation Tax in the United Kingdom of 23.67% (2012: 25.33%). The differences are explained below:

	2013 £	2012 £
Profit on ordinary activities before taxation	113,368	108,437
Profit on ordinary activities before taxation multiplied by the standard rate of Corporation Tax in the UK of 23.67% (2012: 25.33%)	26,829	27,471
Effects of:		
Expenses not deductible for taxation purposes	20	14
Capital allowances charged in excess of depreciation	(2,733)	351
Utilisation of tax losses and other deductions arising in the year	-	(3,630)
Group relief claimed	(24,116)	(24,206)
Current taxation charge – note 6(a)	-	-

ICSA Publishing Limited

Notes to the financial statements

for the year ended 31 July 2013

7. Fixed assets

	Motor Vehicles £	Office Equipment £	Total £
Cost			
At 1 August 2012	40,660	4,279	44,939
Disposals	(20,855)	-	(20,855)
	<u>19,805</u>	<u>4,279</u>	<u>24,084</u>
At 31 July 2103			
	<u>19,805</u>	<u>4,279</u>	<u>24,084</u>
Depreciation			
At 1 August 2012	40,660	4,279	44,939
Disposals	(20,855)	-	(20,855)
	<u>19,805</u>	<u>4,279</u>	<u>24,084</u>
At 31 July 2013			
	<u>19,805</u>	<u>4,279</u>	<u>24,084</u>
Net book value			
At 31 July 2013	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>
At 31 July 2012	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>

8. Stocks

	2013 £	2012 £
Work in progress	487	5,339
Finished goods	75,053	75,545
	<u>75,540</u>	<u>80,884</u>

9. Debtors

	2013 £	2012 £
Trade debtors	281,361	274,376
Amounts due from parent undertaking	1,100	2,200
Amounts due from group undertakings	120	2,506
Amounts due from ICSA Education & Research Foundation	-	12,500
Other debtors and prepayments	55,728	69,108
	<u>338,309</u>	<u>360,690</u>

Notes to the financial statements

for the year ended 31 July 2013

10. Creditors: amounts falling due within one year

	2013 £	2012 £
Trade creditors	73,908	92,071
Amounts due to parent undertaking	218,877	175,925
Other creditors	48,351	46,188
Accruals	40,750	60,019
	<u>381,886</u>	<u>374,203</u>

11. Share capital

	2013 £	2012 £
Authorised, allotted and fully paid 10,000 ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

12. Profit and loss account

	2013 £	2012 £
At 1 August	72,421	(36,016)
Profit for the year	113,368	108,437
At 31 July	<u>185,789</u>	<u>72,421</u>

13. Reconciliation of movement in equity shareholders' funds

	2013 £	2012 £
Shareholders' funds at 1 August	82,421	(26,016)
Profit for the year	113,368	108,437
Equity shareholders' funds at 31 July	<u>195,789</u>	<u>82,421</u>

Notes to the financial statements

for the year ended 31 July 2013

14. Pensions

a) Defined benefit scheme

The company participates in a defined benefit pension scheme, in which the principal employer is the Institute of Chartered Secretaries and Administrators. The scheme is also available to the employees of the Institute and ICSA Services Limited. As a result it is not possible to identify the assets and liabilities of the scheme which are attributable to the company. The assets of the scheme are held in separate trustee administered funds. The pension cost is assessed in accordance with the advice of an independent qualified actuary using the Projected Unit method. Contributions made to the scheme in the year to 31 July 2013 amounted to £70,550 (2012: £68,000). The scheme was closed to new members from 1 February 2005.

The last actuarial valuation was at 1 August 2011 which was based on a range of agreed assumptions. The market value of the scheme's assets was £8.1m, the funding level was 73% and the deficit in the scheme was £3,015,000. In accordance with the advice from the actuary, the employer's contribution is maintained at 15% and in addition a monthly contribution of £31,100 is payable over the period to 31 December 2021. The next actuarial valuation will have an effective date of 1 August 2014. As at 31 July 2013, the actuarial value of the fund was a deficit of £2,419,000 (2012: deficit £3,913,000).

The main financial assumptions used are as follows:

	2013	2012	2011	2010	2009
	%	%	%	%	%
Inflation (RPI)	3.5	2.5	3.5	3.3	3.6
Increase in salaries	2.5	2.5	2.5	3.0	4.1
Rate of increase in pensions and deferred pensions	2.5	2.4	3.5	3.0	3.6
Rate used to discount scheme liabilities	4.5	3.9	5.3	5.4	6.6

Expected rate of return per annum on scheme assets:

Bonds	4.3	3.9	5.3	5.4	6.6
Equities	6.8	6.1	6.6	6.9	6.8
Secured pensions	4.5	3.9	5.3	5.4	6.6
Property	5.8	5.1	5.6	5.9	5.8
Other	0.5	0.5	1.0	2.0	2.0

b) Stakeholder scheme

Employees of the company may participate in a stakeholder pension scheme operated by the company's parent undertaking. No contributions were made by employees to this scheme in the year (2012: Nil).

Notes to the financial statements

for the year ended 31 July 2013

15. Cash flow statement

The Company is exempt from the requirements of Financial Reporting Standard 1 (Revised 1996), Cash Flow Statements

The company's ultimate parent undertaking prepares consolidated financial statements, which include a consolidated cash flow statement.

16. Capital commitments and contingent liabilities

No capital commitments or contingent liabilities existed at the balance sheet date

17. Parent and controlling undertaking

The company's parent and controlling undertaking is the Institute of Chartered Secretaries and Administrators (ICSA), a body incorporated by Royal Charter in the United Kingdom

ICSA's consolidated financial statements may be obtained from the Treasurer at 16 Park Crescent, London W1B 1AH