icsa

Trust through governance

ICSA Publishing Limited

Report and financial statements for the year ended 31 July 2015

Registered no. 1576660

Report and financial statements for the year ended 31 July 2015

Contents

	Page
Directors' report	1–2
Independent auditor's report	3–4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7–14

Directors' report

The directors present their report and the audited financial statements for the year ended 31 July 2015.

Principal activity

The company's principal activity has been the publication of professional information and guidance to support company secretaries and other related professionals.

Results and dividends

The loss after taxation for the year to 31 July 2015 amounted to £11,073 (2014: Profit £127), which has been transferred to reserves.

The directors have not declared a dividend in respect of the year to 31 July 2015 (2014: 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	(Resigned 3 August 2015)
W Booth	
C Glennie	
C Evans	(Appointed 28 September 2015)

None of the directors held any beneficial interest in the shares of the company (2014: 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. 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

Following the merger on 1 May 2015 between Chantrey Vellacott DFK LLP and Moore Stephens LLP, Chantrey Vellacott DFK LLP resigned as auditor of the company and the directors appointed Moore Stephens LLP to fill the casual vacancy. A resolution to approve Moore Stephens LLP as auditors of the company was approved by the directors on 13 December 2015.

By order of the board

S Osborne
Director
5 February 2016

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 2015 which comprise the profit and loss account, 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 shareholders, 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 shareholders 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 shareholders 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 set out on page 2, 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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2015 and of its loss 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 director's 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 and take advantage of the small companies' exemption from the requirement to prepare a strategic report.

Moore Stephens LLP

STEPHEN CORRALL FCCA (Senior Statutory Auditor)
for and on behalf of MOORE STEPHENS LLP
Chartered Accountants and Statutory Auditor
London
5 February 2016

Profit and loss account
for the year ended 31 July 2015

	Notes	2015 £	2014 £
Turnover	2	481,536	574,228
Direct costs		(196,639)	(198,449)
Gross profit		284,897	375,779
Administration expenses		(517,434)	(529,194)
Other operating income		221,422	153,101
Operating loss on ordinary activities	3	(11,115)	(314)
Interest receivable	5	52	551
(Loss)/profit on ordinary activities before taxation		(11,063)	237
Taxation on (loss)/profit on ordinary activities	6	(10)	(110)
Retained (loss)/profit for the year	13	(11,073)	127

All amounts in the profit and loss account for the current year 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 7 to 14 form an integral part of these financial statements.

Balance sheet
at 31 July 2015

	Notes	2015 £	2014 £
Fixed assets			
Intangible assets	7	27,596	13,117
Tangible assets	8	-	-
		27,596	13,117
Current assets			
Stocks	9	72,725	77,802
Debtors	10	135,229	182,908
Cash at bank and in hand		212,632	352,835
		420,586	613,545
Creditors: amounts falling due within one year	11	(120,662)	(336,271)
Net current assets		299,924	277,274
Total assets less current liabilities		327,520	290,391
Deferred income		(142,677)	(94,475)
Net assets		184,843	195,916
Capital and reserves			
Called up share capital	12	10,000	10,000
Profit and loss account	13	174,843	185,916
Equity shareholders' funds	14	184,843	195,916

Pages 7 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 authorised for issue by the Board and were signed on its behalf on 5 February 2016.

S Osborne
Director
Company no. 1576660

Notes to the financial statements

for the year ended 31 July 2015

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. A summary of the more important accounting policies, which have been applied consistently, is set out below.

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 and subscription income is recognised in the year to which it relates. Subscription income received in advance of that which relates to the current year is 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.

e) Intangible assets

Development expenditure has been capitalised as the directors are satisfied as to the technical, commercial and financial viability of the project. Once the project becomes operational the expenditure will be amortised over a period of three years, this being the time the company is expected to benefit, subject to annual impairment reviews. The expenditure relates to the development of web based versions of the company's products and services.

f) Tangible fixed assets

All assets are initially recognised at cost and 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

g) 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.

h) 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.

Notes to the financial statements
for the year ended 31 July 2015

1. Accounting policies (continued)

i) 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.

2. Turnover

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

	2015	2014
	£	£
Subscription products	207,223	277,505
Books	252,762	278,982
Other	21,551	17,741
	481,536	574,228

3. Operating loss on ordinary activities before taxation

	2015	2014
Operating loss on ordinary activities before taxation is stated after charging:	£	£
Auditor's remuneration - audit services	5,000	5,000
Depreciation	2,436	-
Amortisation	7,885	-

4. Employment costs and directors' remuneration

	2015	2014
	£	£
Directors' remuneration:		
Emoluments	191,698	129,079
Pension costs	16,811	16,925
	208,509	146,004

	2015	2014
The average number of employees (including directors) during the year was:	2	2

In the year to 31 July 2015 two directors accrued pension benefits under a defined benefit scheme for the whole of the year. The principal employer in the defined benefit pension scheme is the Institute of Chartered Secretaries and Administrators.

Notes to the financial statements
for the year ended 31 July 2015

5. Interest receivable

	2015 £	2014 £
Bank interest	52	551

6. Taxation on (loss)/profit on ordinary activities

(a) Analysis of charge in the year

The taxation charge on (loss)/profit on ordinary activities comprises:

	2015 £	2014 £
Corporation Tax for the current year	10	110
Current taxation charge	10	110

(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 20.67% (2014: 22.33%). The differences are explained below:

	2015 £	2014 £
(Loss)/profit on ordinary activities before taxation	(11,063)	237
(Loss)/profit on ordinary activities before taxation multiplied by the standard rate of Corporation Tax in the UK of 20.67% (2013: 22.33%)	(2,287)	53
Effects of:		
Capital allowances charged in excess of depreciation and other fixed asset timing differences	(1,518)	(360)
Group relief	3,815	430
Marginal relief	-	(13)
Current taxation charge – note 6(a)	10	110

Notes to the financial statements
for the year ended 31 July 2015

7. Intangible fixed assets

	Development Costs £
Cost	
At 1 August 2014	13,117
Additions	22,364
At 31 July 2015	35,481
Amortisation	
At 1 August 2014	-
Charge in the year	7,885
At 31 July 2015	7,885
Net book value	
At 31 July 2015	27,596
At 31 July 2014	13,117

Notes to the financial statements
for the year ended 31 July 2015

8. Fixed assets

	Motor Vehicles £
Cost	
At 1 August 2014	19,805
Additions	19,490
Disposals	(39,295)
At 31 July 2015	-
Depreciation	
At 1 August 2014	19,805
Charge	2,436
Disposals	(22,241)
At 31 July 2015	-
Net book value	
At 31 July 2015	-
At 31 July 2014	-

9. Stocks

	2015 £	2014 £
Work in progress	994	4,008
Finished goods	71,731	73,794
	72,725	77,802

Notes to the financial statements
for the year ended 31 July 2015

10. Debtors

	2015 £	2014 £
Trade debtors	66,927	171,107
Amounts due from parent undertaking	33,416	-
Amounts due from group companies	20,415	-
Other debtors and prepayments	14,471	11,801
	135,229	182,908

	2015	2014
	£	£

11. Creditors: amounts falling due within one year

	2015 £	2014 £
Trade creditors	29,318	32,881
Amounts due to parent undertaking	-	79,406
Amounts due to group companies	-	178,686
Other creditors	28,746	27,862
Corporation Tax	10	110
Accruals	62,588	17,326
	120,662	336,271

12. Share capital

	2015 £	2014 £
Authorised, allotted and fully paid 10,000 ordinary shares of £1 each	10,000	10,000

13. Profit and loss account

	2015 £	2014 £
At 1 August	185,916	185,789
(Loss)/profit for the year	(11,073)	127
At 31 July	174,843	185,916

Notes to the financial statements
for the year ended 31 July 2015

14. Reconciliation of movement in equity shareholders' funds

	2015 £	2014 £
At 1 August	195,916	195,789
(Loss)/profit for the year	(11,073)	127
At 31 July	184,843	195,916

15. 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 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 2015 amounted to £68,893 (2014: £64,888). The scheme was closed to new members from 1 February 2005.

The last actuarial valuation was at 1 August 2014 which was based on a range of agreed assumptions. The market value of the scheme's assets was £10.9m, the funding level was 80% and the deficit in the scheme was £2,747,000. In accordance with the advice from the actuary, the employer's contribution increases from 15% to 19.6% from 1 August 2015 and in addition a monthly contribution of £31,100 is payable over the period to 31 December 2023. The next actuarial valuation will have an effective date of 1 August 2017. As at 31 July 2015, the actuarial value of the fund was a deficit of £3,455,000 (2014: deficit £2,603,000).

The main financial assumptions used are as follows:

	2015 %	2014 %	2013 %	2012 %	2011 %
Inflation (RPI)	3.5	3.5	3.5	2.5	3.5
Increase in salaries	2.5	2.5	2.5	2.5	2.5
Rate of increase in pensions and deferred pensions	2.5	2.5	2.4	2.4	3.5
Rate used to discount scheme liabilities	3.6	4.2	4.5	3.9	5.3

Expected rate of return per annum on scheme assets:

Bonds	3.5	4.1	4.3	3.9	5.3
Equities	6.9	6.8	6.8	6.1	6.6
Property	5.9	5.8	5.8	5.1	5.6
Other	0.5	0.5	0.5	0.5	1.0

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 (2014: Nil).

Notes to the financial statements
for the year ended 31 July 2015

16. Cash flow statement

The Company is exempt from the requirements of Financial Reporting Standard 1 (Revised 1996), Cash Flow Statements on the basis that the company's ultimate parent undertaking prepares consolidated financial statements, which include a consolidated cash flow statement.

17. Capital commitments and contingent liabilities

Capital commitments of £Nil (2014: £15,630) exist at the balance sheet date.

18. 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 Company Secretary at Saffron House 6-10 Kirby Street London EC1N 8TS.