

UNIVERSITY OF
WOLVERHAMPTON

Corporate Services Limited

Annual report and financial statements

Registered number 02335328

31 July 2018



Contents	Page
Directors' report	3
Statement of directors' responsibilities in respect of the annual report and the financial statements	5
Independent auditor's report to the members of University of Wolverhampton Corporate Services Limited	6
Profit and Loss Account	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes	11

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 July 2018.

Principal activities and review of business

The company is a private company limited by shares and is a wholly owned subsidiary company of The University of Wolverhampton. It was incorporated on 16 January 1989.

The company supplies commercial training and educational services in association with the University of Wolverhampton.

The trading results of the company are shown on page 8 of the financial statements and are within the projections and expectations of the board of directors at the commencement of the year.

Dividends

No dividend has been paid in the year. The directors do not recommend a dividend (2017: £Nil).

Political and Charitable Contributions

The Company made no political contributions during the period (2017: £Nil). All profits of the Company each year are transferred to the University of Wolverhampton (an Exempt Charity) under a deed of covenant and are only made where there are sufficient distributable reserves

Directors, directors' interests and membership

During the year the directors of the company were:

G M Layer Chairman
I K Oakes
G Butler

The University of Wolverhampton holds directly all the authorised and issued shares of the company.

No director had any personal or beneficial interest in the shares of the company during the year. No director has been granted any share options.

Throughout the year the company has maintained a directors' and officers' liability insurance policy. The directors receive no remuneration, fees or other emoluments from or on behalf of the company.

No staff are employed by the company.

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that he/ she ought to have taken as a director to make himself/ herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

In accordance with Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



G Layer

Director

Approved by the Board on 7th November 2018 and signed on 10 April 2019

Registered Office:

Wulfruna Street

Wolverhampton

WV1 1LY

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 these 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;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect 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 UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



KPMG LLP
One Snow Hill
Snow Hill Queensway
Birmingham
B4 6GH

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UNIVERSITY OF WOLVERHAMPTON CORPORATE SERVICES LIMITED

Opinion

We have audited the financial statements of University of Wolverhampton Corporate Services Limited ("the company") for the year ended 31 July 2018 which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 July 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease their operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does

not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 5, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

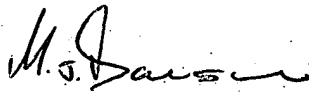
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Mark Dawson (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

25 April 2019

Profit and Loss Account
for year ended 31st July

	Note	2018 £	2017 £
Turnover	2	1,221,766	1,466,865
Cost of sales		<u>(1,067,447)</u>	<u>(1,015,752)</u>
Gross profit		154,319	451,113
Administrative expenses		<u>(79,621)</u>	<u>(83,366)</u>
Operating profit		74,698	367,747
Other interest receivable and similar income		303	45
Interest payable and similar charges		<u>(19)</u>	<u>0</u>
Profit before taxation for the financial year		74,982	367,792
Tax on Profit for the financial year	4	<u>(632)</u>	<u>(71,837)</u>
Profit for the financial year		<u><u>74,350</u></u>	<u><u>295,955</u></u>

The accompanying notes form part of these financial statements

There are no other recognised gains or losses (2017: £nil) other than as shown in the profit and loss account.

Balance Sheet
at 31st July

	Note	2018	2017
		£	£
Current assets			
Debtors	6	760,993	623,635
Cash at bank and in hand		0	411,421
		<u>760,993</u>	<u>1,035,056</u>
Creditors: amounts falling due within one year	7	<u>(230,350)</u>	<u>(507,499)</u>
Net current assets		530,643	527,557
Total assets less current liabilities		<u>530,643</u>	<u>527,557</u>
Net assets		<u>530,643</u>	<u>527,557</u>
Capital and reserves			
Called up share capital		100	100
Profit and loss account		530,543	527,457
Shareholders' funds		<u>530,643</u>	<u>527,557</u>

These financial statements were approved by the board of directors on 7th November 2018 and were signed on its behalf by:



G Layer
Director

Registered number 02335328

The accompanying notes form part of these financial statements

Statement of Changes in Equity

	Called up Share capital £	Profit and loss account £	Total equity £
Balance at 1 August 2016	100	522,337	522,437
Total comprehensive income for the period			
Profit or loss	0	295,955	295,955
Total comprehensive income for the period	<u>0</u>	<u>295,955</u>	<u>295,955</u>
Transactions with owners, recorded directly in equity			
Deed of covenant	0	(361,649)	(361,649)
Tax credit on deed of covenant	0	70,814	70,814
Total contributions by and distributions to owners	<u>0</u>	<u>(290,835)</u>	<u>(290,835)</u>
Balance at 31 July 2017	<u>100</u>	<u>527,457</u>	<u>527,557</u>

	Called up Share capital £	Profit and loss account £	Total equity £
Balance at 1 August 2017	100	527,457	527,557
Total comprehensive income for the period			
Profit or loss	0	74,350	74,350
Total comprehensive income for the period	<u>0</u>	<u>74,350</u>	<u>74,350</u>
Transactions with owners, recorded directly in equity			
Deed of covenant	0	(71,264)	(71,264)
Tax credit on deed of covenant	0	0	0
Total contributions by and distributions to owners	<u>0</u>	<u>(71,264)</u>	<u>(71,264)</u>
Balance at 31 July 2018	<u>100</u>	<u>530,543</u>	<u>530,643</u>

The accompanying notes form part of these financial statements

1 Accounting policies

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014. The amendments to FRS 102 issued in July 2015 and effective immediately have been applied. The presentation currency of these financial statements is sterling.

In the transition to FRS 102 from old UK GAAP, the Company has made no measurement and recognition adjustments.

The Company's parent undertaking, University of Wolverhampton includes the Company in its consolidated financial statements. The consolidated financial statements of University of Wolverhampton are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from www.wlv.ac.uk

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of University of Wolverhampton include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- Certain disclosures required by FRS 102.26 *Share Based Payments*; and
- The disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 102 in its next financial statements.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. On first time adoption of FRS 102, the Company has not retrospectively changed its accounting under old UK GAAP for derecognition of financial assets and liabilities before the date of transition, accounting estimates or discontinued operations.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

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

The financial statements have been prepared on the going concern basis. The University of Wolverhampton has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company in order for it to meet its obligations and liabilities. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. On this basis, they consider that it is appropriate to prepare the financial statements on a going concern basis.

1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account except for differences arising on the retranslation of qualifying cash flow hedges and items which are fair valued with changes taken to other comprehensive income, which are recognised in other comprehensive income.

1.4 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:
they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's

exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.5 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

1.6 Basic financial instruments

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

1.7 Government grants

Government grants are included within accruals and deferred income in the balance sheet and credited to the profit and loss account over the expected useful lives of the assets to which they relate or in periods in which the related costs are incurred.

1.8 Provisions

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are recognised at the best estimate of the amount required to settle the obligation at the reporting date.

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

1.9 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

1.10 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in

the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.11 Accounting estimates and judgements

Bad debt provision - All debts aged over 12 months have been fully provided for.

There are no accounting estimates and judgements that will have a material effect on the University of Wolverhampton Corporate Services Limited's Balance Sheet in 2017/18 or 2018/19.

2 Turnover

Turnover excludes value added tax and represents amounts invoiced for the utilisation of the University of Wolverhampton's assets, resources and property.

3 Directors and employees

The directors receive no remuneration for services to the company (2017: £ Nil).

The company does not directly employ any staff as they are seconded from its parent company, the University of Wolverhampton.

The aggregate staffing costs recharged from the University (included within cost of sales) were as follows:

	2018	2017
	£	£
Wages and Salaries	245,558	315,301
Social Security Costs	13,149	9,418
Other Pension Costs	1,059	13,094
	<u>259,766</u>	<u>337,813</u>

4 Taxation

The company pays over the whole of its taxable profit under deed of covenant to its parent undertaking, the University of Wolverhampton, an arrangement which is likely to remain in place for the foreseeable future.

	2018	2017
	£	£
Tax on Profit	632	71,837
	<u>632</u>	<u>71,837</u>

Factors affecting the tax charge for the current year

	2018 £	2017 £
Current tax reconciliation:		
Profit on ordinary activities before tax	<u>3,086</u>	<u>367,792</u>
Tax on profit on ordinary activities at standard CT rate of 19.00% (PY: 19.67%)	14,247	72,329
Effect of:		
Adjustments to brought forward values	0	(316)
Amounts (charged)/credited directly to equity	(13,540)	(71,121)
Adjustments to tax charges in respect of previous periods	0	(322)
Current tax (charged) / credited directly to equity	0	71,136
Impact of change in tax rate	(75)	131
Total current tax charge	<u>632</u>	<u>71,837</u>

As at 31 July 2018 there was a deferred tax asset of £2,879 (2017 deferred tax liability: £3,511).

5 Retained profit for the financial year

	2018 £	2017 £
Retained profit for the financial year is stated after charging:		
Auditor's remuneration: audit work	6,375	6,190
other services	1,650	5,467

Other Services includes Tax preparation, Accounts processing fees

6 Debtors

	2018 £	2017 £
Trade debtors	371,885	418,214
Accrued Income and Prepayments	32,208	186,725
Amounts owed by parent undertaking	343,879	0
VAT Debtor	10,142	15,185
Deferred Tax Asset	2,879	3,511
	<u>760,993</u>	<u>623,635</u>

7 Creditors: Amounts falling due within one year

	2018	2017
	£	£
Payments Received on account	74,990	79,497
Bank Overdraft	34,915	0
Trade creditors	26,457	28,288
Amounts owed to parent undertaking	71,264	361,649
Accruals and deferred Income	22,724	38,065
VAT	0	0
	<u>230,350</u>	<u>507,499</u>

The Company is part of a pooling arrangement with the rest of the Group in respect of its banking services.

8 Related party transactions

The company is wholly owned by the University of Wolverhampton. Transactions between the company and other group members have not been separately disclosed.

9 Ultimate parent undertaking

The company is exempt under section 400 of the Companies Act 2006 to prepare group accounts. The accounts of University of Wolverhampton Corporate Services are consolidated into the account of the University of Wolverhampton.

Registered office of the parent Company:-

The University of Wolverhampton
Wulfruna Street
Wolverhampton
WV1 1LY