Registration number: 02545601

KM School Limited

Annual Report and Financial Statements

for the Year Ended 31 August 2016



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Company Information

Directors F D Martin

C J Hall

A K Martin

Registered office

Kings Magna Building Thorpe Underwood Estate

York

North Yorkshire YO26 9SZ

Auditors

Watson Buckle Limited

Statutory Auditor & Chartered Accountants

York House

Cottingley Business Park

Bradford BD16 IPE

Strategic Report for the Year Ended 31 August 2016

The directors present their strategic report for the year ended 31 August 2016.

Principal activity

The principal activity of the company is that of the operation of a private school

Fair review of the business

Following successful recruitment of both day and boarding students, KM School Limited saw an increase in pupil numbers which combined with the annual fee increases lead to a 22% increase in turnover. The profit on ordinary activities before taxation was £1,538,810 (2015 - £713,305). The Balance Sheet on page 8 of the financial statements shows that the company's financial position, in terms of net assets, has strengthened.

The company's directors believe that further key performance indicators of the company are not necessary or appropriate for an understanding of the development, performance or position of the business, and that the ones identified are the key indicators that are used by the Board to monitor the company's performance.

Both the level of business for the year and the year end financial position are considered satisfactory.

Principal risks and uncertainties

All of the cash balances are held in such a way that achieves a competitive rate of interest.

Competitive pressure in the UK is a continuing risk for the company. The company manages such risks by providing appropriate quality services to its customers.

The company's transactions are all in pound sterling and therefore there is no exposure to a movement in exchange rates.

The company is not exposed to any third party debt.

The company has some credit risk with customers and policies are in place to ensure the credit worthiness of all customers.

Approved by the Board on 25 May 2017 and signed on its behalf by:

A K Martin Director

Directors' Report for the Year Ended 31 August 2016

The directors present their report and the financial statements for the year ended 31 August 2016.

Directors of the company

The directors who held office during the year were as follows:

F D Martin

C J Hall

A K Martin

B R Martin (resigned 23 October 2015)

E Martin (resigned 23 October 2015)

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of auditors

The auditors Watson Buckle Limited are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 25 May 2017 and signed on its behalf by:

A K Martin Director

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual 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 profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards has been followed, subject to any material departures disclosed and explained in the financial statements; and
- 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.

Independent Auditor's Report

We have audited the financial statements of KM School Limited for the year ended 31 August 2016, set out on pages 7 to 20. 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 Statement of Directors' Responsibilities (set out on page 4), 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 (APB's) Ethical Standards for Auditors to the financial statements.

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 the 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 August 2016 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 other matter prescribed by the Companies Act 2006

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

Independent Auditor's Report (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.

Christopher Padgett FCA (Senior Statutory Auditor)
For and on behalf of Watson Buckle Limited

Statutory Auditors & Chartered Accountants

Bradford

25 May 2017

KM School Limited

Profit and Loss Account for the Year Ended 31 August 2016

	2016		16	20	15
	Note	£	£	£	£
Turnover	3		10,612,091		8,696,893
Cost of sales			(4,500,621)		(3,545,552)
Gross profit			6,111,470		5,151,341
Administrative expenses			(4,545,594)		(4,422,970)
Operating profit	4		1,565,876		728,371
Other interest receivable and similar	_			2.420	
income	5	-		3,429	
Interest payable and similar charges	6	(27,066)		(18,495)	
•			(27,066)		(15,066)
Profit before tax		÷	1,538,810		713,305
Taxation	10		(377,100)		(206,343)
Profit for the financial year			1,161,710		506,962

(Registration number: 02545601) Balance Sheet as at 31 August 2016

,		2016		2015	
	Note	£	£	£	£
Fixed assets					
Tangible assets	11		4,225,887		2,438,684
Creditors: Amounts falling due within one year	12	(3,507,344)		(1,967,751)	
Net current liabilities			(3,507,344)		(1,967,751)
Total assets less current liabilities			718,543		470,933
Provisions for liabilities	13		(143,900)		(58,000)
Net assets			574,643		412,933
Capital and reserves					
Called up share capital	15	100		100	
Profit and loss account		574,543		412,833	
Total equity			574,643		412,933

Approved and authorised by the Board on 25 May 2017 and signed on its behalf by:

C J Hall

Director

Statement of Changes in Equity for the Year Ended 31 August 2016

	Share capital £	Profit and loss account £	Total £
At 1 September 2015	100	412,833	412,933
Profit for the year	-	1,161,710	1,161,710
Dividends	<u> </u>	(1,000,000)	(1,000,000)
At 31 August 2016	100	574,543	574,643
	Share capital £	Profit and loss account £	Total £
At 1 September 2014	100	305,871	305,971
Profit for the year		506,962	506,962
	-	500,702	,
Dividends		(400,000)	(400,000)

Notes to the Financial Statements for the Year Ended 31 August 2016

1 General information

The company is a private company limited by share capital incorporated in England & Wales.

The address of its registered office is: Kings Magna Building Thorpe Underwood Estate York North Yorkshire YO26 9SZ

Registration number: 02545601

2 Principal accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

This is the first year in which the accounts have been prepared under FRS 102.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Summary of disclosure exemptions

The company has taken advantage of the exemption for subsidiary undertakings in accordance with FRS102 section 1.12.

The company has taken advantage of the exemption under Section 33 Related Party disclosures from disclosing transactions and balances with fellow group undertakings that are wholly owned.

Name of parent of group

These financial statements are consolidated in the financial statements of Care & Recreation Holdings Limited.

The financial statements of Care & Recreation Holdings Limited may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ.

Going concern

The financial statements have been prepared on a going concern basis.

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

2 Principal accounting policies (continued)

Key sources of estimation uncertainty

Useful economic lives of tangible assets

The annual depreciation charge for tangible assets and their carrying amount is determined by the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually and amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets. The net carrying amount is £4,225,887 (2015 -£2,438,684).

Defined benefit pension scheme

The company has an obligation to pay pension benefits to certain employees. The cost of these benefits and the present value of the obligation depend on a number of factors, including; life expectancy, salary increases, asset valuations and the discount rate on corporate bonds. Management estimates these factors in determining the net pension obligation in the balance sheet. The assumptions reflect historical experience and current trends. The net carrying amount is £Nil (2015 -£Nil).

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of services to pupils in the ordinary course of the company's activities. Turnover is shown net of value added tax, returns, rebates and discounts.

The Company recognises revenue when (a) the company retains no continuing involvement or control over the services provided; (b) the amount of revenue can be measured reliably; and (c) it is probable that future economic benefits will flow to the entity.

Taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current corporation tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

2 Principal accounting policies (continued)

Depreciation

Depreciation is charged so as to write off the cost of assets, over their estimated useful lives.

If there is an indication that there has been a significant change in estimated useful life or residual value of an asset, the depreciation of that asset is revised prospectively to reflect the new expectations.

Depreciation is charged as follows:

Asset class

Short leasehold improvements
Fixtures, fittings and office equipment
Plant and machinery

Depreciation method and rate

10% straight line 10% - 25% straight line 4% - 25% straight line

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Share capital

Ordinary shares are classified as equity.

Dividends

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

Defined contribution pension plans

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and once the contributions have been paid the company has no further payment obligations. The contributions are recognised as an expense when they are due. Amounts not paid are shown in accruals in the balance sheet. The assets of the plan are held separately from the company in independently administered funds.

Defined benefit pension plans

The Teachers' Pension Scheme ('TPS') is an unfunded scheme and contributions are calculated so as to spread the cost of pensions over employees' working lives with the company in such a way that the pension cost is a substantially level percentage of current and future pensionable payroll. The contributions are determined by the Government Actuary on the basis of quinquennial valuations using a prospective benefit method. As stated in the notes to the financial statements, the TPS is a multi-employer scheme and the company is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis. The TPS is therefore treated as a defined contribution scheme and the contributions recognised as they are paid each year.

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

2 Principal accounting policies (continued)

Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial assets

Basic financial assets are initially recognised at transaction price.

If an asset is impaired the impairment loss and any subsequent reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Financial liabilities

Basic financial liabilities, including other creditors and loans from fellow group companies that are classified as debt, are initially recognised at transaction price.

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

3 Revenue

The analysis of the company's revenue for the year from continuing operations is as follows:

Rendering of services	2016 £ 10,612,091	2015 £ 8,696,893
4 Operating profit		
Arrived at after charging/(crediting)		
	2016 £	2015 £
Depreciation expense	573,112	418,076
Operating lease expense - property	1,607,595	1,226,103
5 Other interest receivable and similar income	·2016 £	2015 £
Other interest receivable		3,429

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

6 Interest payable and similar charges		
	2016	2015
	£	£
Loan interest	24,639	14,736
Other interest payable	2,427	3,759
	27,066	18,495
7 Staff costs		
The aggregate payroll costs (including directors' remuneration) were as follows:		
•	2016	2015
	£	£
Wages and salaries	3,581,066	2,808,154
Social security costs	288,074	201,126
Pension costs, defined contribution scheme	7,832	7,624
Pension costs, defined benefit scheme	294,306	197,273
	4,171,278	3,214,177
The average number of persons employed by the company (including directors) category was as follows:	during the year	, analysed by
	2016 No.	2015 No.
Administration and support	18	16
Other departments	124	99
	142	115
8 Directors' remuneration		
The directors' remuneration for the year was as follows:		
The directors remaineration for the year was as follows.	2016	2015
	2016 £	2015 £
Remuneration	38,490	9,531
Contributions paid to defined contribution schemes	7,832	1,376
	46,322	10,907
During the year the number of directors who years receiving banefits was as follows		
During the year the number of directors who were receiving benefits was as follows:		2015
	2016 No.	2015 No.
Accruing benefits under defined contribution schemes	2	3
		

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

9 Auditors' remuneration		
	2016 £	2015 £
Audit of the financial statements	5,000	5,000
10 Taxation		
Tax charged/(credited) in the profit and loss account		
	2016 £	2015 £
Current taxation		
UK corporation tax	291,200	132,500
UK corporation tax adjustment to prior periods		(57)
	291,200	132,443
Deferred taxation		
Arising from origination and reversal of timing differences	85,900	70,000
Arising from changes in tax rates and laws		3,900
Total deferred taxation	85,900	73,900
Tax expense in the profit and loss account	377,100	206,343
The tax on profit before tax for the year is the same as the standard rate of corporasame as the standard rate of corporation tax in the UK) of 20% (2015 - 20%).	ation tax in the UI	K (2015 - the
The differences are reconciled below:		
	2016	2015

	2016 £	2015 £
Profit before tax	1,538,810	713,305
Corporation tax at standard rate	307,762	142,661
Effect of expense not deductible for tax purposes	3,814	7,779
Changes in tax rates	-	3,900
Over provision in prior year	-	(204)
Effect of capital allowances and depreciation	(289)	4,080
Depreciation on fixed assets not qualifying for capital allowances	65,813	48,127
Total tax charge	377,100	206,343

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

10 Taxation (continued)

Deferred tax

Deferred tax assets and liabilities

2016	Liability £
Accelerated capital allowances	143,900
2015	Liability £
Accelerated capital allowances	58,000

The amount of the net reversal of deferred tax assets expected to occur during the year beginning after the reporting period is £1,000.

11 Tangible assets

i	Short leasehold mprovements £	Fixtures, fittings and office equipment	Plant and machinery £	Total £
Cost or valuation				
At 1 September 2015	183,698	2,218,747	686,342	3,088,787
Additions	443,548	1,112,653	804,114	2,360,315
At 31 August 2016	627,246	3,331,400	1,490,456	5,449,102
Depreciation				
At 1 September 2015	18,370	329,735	301,998	650,103
Charge for the year	60,046	309,315	203,751	573,112
At 31 August 2016	78,416	639,050	505,749	1,223,215
Carrying amount				
At 31 August 2016	548,830	2,692,350	984,707	4,225,887
At 31 August 2015	165,328	1,889,012	384,344	2,438,684

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

12 Creditors			
	Note	2016 £	2015 £
Due within one year			
Amounts due to related parties		3,174,417	1,620,026
Accrued expenses		43,299	53,183
Corporation tax liability	10	289,628	294,542
		3,507,344	1,967,751
13 Deferred tax and other provisions			
			Deferred tax £
At 1 September 2015			58,000
Increase (decrease) in existing provisions			85,900
At 31 August 2016			143,900

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

14 Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £7,832 (2015 - £7,624).

Defined benefit pension scheme

Multi-employer plans

The Teachers' Pension Scheme (TPS) is a statutory, contributory, multi-employer defined benefit scheme, governed by the Teachers' Pensions Regulations (2010) and, from 1 April 2014, by the Teachers' Pension Scheme Regulations 2014. Membership is automatic for full-time teachers in schools and, from 1 January 2007, automatic for teachers in part-time employment following appointment or a change of contract, although they are able to opt out.

The TPS is an unfunded scheme and members contribute on a 'pay as you go' basis - these contributions along with those made by employers are credited to the Exchequer. Retirement and other pension benefits are paid by public funds provided by Parliament.

Under the definitions set out in FRS 102, the TPS is a multi-employer pension scheme. The school has accounted for its contributions to the scheme as if it were a defined contribution scheme.

The pension cost paid to the TPS in the period amounted to £294,306 (2015 - £197,273).

The school has set out below the information available on the scheme.

Not less than every four years the Government Actuary, using normal actuarial principles, conducts a formal actuarial review of the TPS in accordance with the Public Service Pensions (Valuations and Employer Cost Cap) Directions 2014 published by HM Treasury. The aim of the review is to specify the level of future contributions. Actuarial scheme valuations are dependent on assumptions about the value of future costs, design of benefits and many other factors. The latest actuarial valuation of the TPS was carried out as at 31 March 2012 and in accordance with the Public Service Pensions (Valuations and Employer Cost Cap) Directions 2014. The valuation report was published by the Department for Education on 9 June 2014. The key elements of the valuation and subsequent consultation are:

- employer contribution rates set at 16.48% of pensionable pay (including a 0.08% employer administration charge) from 1 September 2015;
- total scheme liabilities for service to the effective date of £191,500 million, and notional assets of £176,600 million, giving a notional past service deficit of £14,900 million;
- an employer cost cap of 10.9% of pensionable pay will be applied to future valuations; and
- the assumed real rate of return is 3.0% in excess of prices and 2% in excess of earnings. The rate of real earnings growth is assumed to be 2.75%. The assumed nominal rate of return is 5.06%.

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

14 Pension and other schemes (continued)

During the year the employer contribution rate was 16.48%. The TPS valuation for 2012 determined an employer rate of 16.4% from September 2015, which will be payable during the implementation period until the next valuation as at March 2016, whereupon the employer contribution rate is expected to be reassessed and will be payable from 1 April 2019. This valuation will also determine the opening balance of the cost cap fund and provide an analysis of the cost cap as required by the Public Service Pensions Act 2013.

A copy of the valuation report and supporting documentation is on the Teachers' Pension website.

15 Share capital

Allotted, called up and fully paid shares

	2016		2015	5
	No.	£	No.	£
Ordinary shares of £1 each	100	100	100	100

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

All shares rank pari passu for income, capital and voting rights

16 Reserves

Share capital

Represents the nominal value of issued shares

Profit and loss account

Includes all current and prior periods distributable profits and losses

17 Obligations under leases and hire purchase contracts

Operating leases

The total of future minimum lease payments is as follows:

	2016 £	2015 £
Later than one year and not later than five years	103,114	113,501
Later than five years	3,355,229	3,258,190
	3,458,343	3,371,691

The amount of non-cancellable operating lease payments recognised as an expense during the year was £1,607,595 (2015 - £1,226,103).

Notes to the Financial Statements for the Year Ended 31 August 2016 (continued)

18 Related party transactions

Expenditure with and payables to related parties

	Other related
2016	parties £
Receipt of services	1,625,480
	Other
	related
	parties
2015	£
Receipt of services	1,242,388

19 Parent and ultimate parent undertaking

The company's immediate parent is The Collegiate Formation Limited, incorporated in England & Wales.

The ultimate parent is Foxlow Limited, incorporated in the British Virgin Islands.

The most senior parent entity producing publicly available financial statements is Care & Recreation Holdings Limited. These financial statements are available upon request from;

Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ

The ultimate controlling party is Foxlow Limited.

20 Transition to FRS 102

As described in the accounting policies, the company has adopted FRS102 for the first time this year. There are no transition adjustments that affected the financial position of the company at the transition date, the comparative year end, or the current year end, or that affected its financial performance in the current or prior year.