

Company No 3004585

# INDEPENDENT SURGERY CENTRES LIMITED

## REPORTS AND FINANCIAL STATEMENTS 31 DECEMBER 2009

FRIDAY



\*A4N8MNO6\*

A32

24/09/2010

56

COMPANIES HOUSE

**INDEPENDENT SURGERY CENTRES LIMITED**

Company number 3004585

**Principal and Registered Address**

40 - 44 Coombe Road

New Malden

Surrey KT3 4QF

**Report of the Board of Directors to the Members**

The directors present their report together with the financial statements for the year ended 31 December 2009

**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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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 judgments 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 proper accounting records that 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. In so far as the directors are aware

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

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 legislation in other jurisdictions.

**Constitution and Principal Activities**

The principal activities of the company are the development of hospitals and being a holding company.

**Results**

The company made a profit for the year of £121,549 (2008 – loss of £61,991)

**Dividends**

The directors do not recommend the payment of a dividend (2008 - £nil)

**Directors**

The current directors of the Board are

Mr D Mobbs, MHSM, Dip HSM

Mr K P Doyle (appointed 4 August 2009)

Mr J E Jones, FCCA (resigned 3 August 2009)

No director had any interest in the shares of the company during the year

## **INDEPENDENT SURGERY CENTRES LIMITED**

### **Fixed Assets**

Particulars of the company's tangible and other fixed assets are stated in Notes 5 and 6 to the financial statements

### **Ultimate holding company**

The ultimate holding company is Nuffield Health

### **Small company provisions**

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

### **Auditors**

Grant Thornton UK LLP offer themselves for reappointment as Auditors in accordance with Section 487 (2) of the Companies Act 2006

Approved by the Board of Directors on 20 September 2010 and signed on its behalf by

A handwritten signature in black ink, appearing to be 'K P Doyle', is written over a long, thin, horizontal oval line that serves as a signature guide.

K P Doyle - Director

## **INDEPENDENT SURGERY CENTRES LIMITED**

### **Independent Auditor's report to the Members of Independent Surgery Centres Limited**

We have audited the financial statements of Independent Surgery Centres Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet, the principal accounting policies and notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities Effective April 2008 (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities)

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 auditors**

As explained more fully in the Directors' Responsibilities Statements set out on page 1, 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 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.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/UKNP](http://www.frc.org.uk/apb/scope/UKNP)

### **Opinion of 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 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with the United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006

### **Opinion on other matter prescribed by the Companies Act 2006**

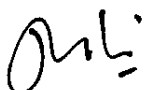
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## INDEPENDENT SURGERY CENTRES LIMITED

### Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, 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 and the directors' report in accordance with the small companies regime



Stephen Maslin  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London  
20 September 2010

# INDEPENDENT SURGERY CENTRES LIMITED

## Profit and Loss Account year ended 31 December 2009

	Note	2009 £	2008 £
Turnover		228,000	228,000
Cost of sales		( 62,782)	(70,253)
<b>Gross and operating profit</b>		<b>165,218</b>	<b>157,747</b>
Loss on disposal of tangible fixed assets	2	-	( 100,638)
<b>Operating profit before interest and tax</b>		<b>165,218</b>	<b>57,109</b>
Interest payable	1	( 43,669)	( 119,100)
<b>Profit/(loss) on ordinary activities before taxation</b>	2	<b>121,549</b>	<b>( 61,991)</b>
Tax on profit/(loss) on ordinary activities	4	-	-
<b>Retained profit (loss) for the financial year transferred to/(from) reserves</b>	10	<b>121,549</b>	<b>( 61,991)</b>

There were no recognised gains or losses other than the results for the financial year

All operations are continuing

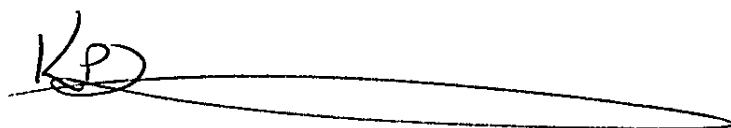
The accounting policies and notes on pages 7 to 10 form part of these financial statements

**Balance Sheet**  
at 31 December 2009

	Note	£	2009 £	2008 £
<b>Fixed assets</b>				
Tangible assets	5	2,011,151	2,073,058	
Investments	6	104	104	
			<u>2,011,255</u>	<u>2,073,162</u>
<b>Current assets</b>				
Debtors	7	528,675		266,475
Creditors amounts falling due within one year	8	( 2,147,775)	( 2,069,031)	
<b>Net current liabilities</b>			<u>( 1,619,100)</u>	<u>( 1,802,556)</u>
<b>Total assets less current liabilities</b>			<u>392,155</u>	<u>270,606</u>
<b>Capital and reserves</b>				
Share capital	9	160,000	160,000	
Share premium	10	1,440,000	1,440,000	
Profit and loss account	10	( 1,207,845)	( 1,329,394)	
<b>Shareholders' funds</b>	11		<u>392,155</u>	<u>270,606</u>

The financial statements have been prepared in accordance with the special provisions for Small Companies under part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (Effective April 2008)

These financial statements were approved by the Board of Directors on 20 September 2010 and are signed on their behalf by



K P Doyle - Director

## INDEPENDENT SURGERY CENTRES LIMITED

### Accounting Policies

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (Effective April 2008)

The following are the principal accounting policies, which have remained unchanged from the previous year

**a) Basis of consolidation**

The company has taken advantage of the exemption permitted by Part 15 of the Companies Act 2006 and not produced consolidated financial statements as it is itself a wholly owned subsidiary of Nuffield Health

**b) Going concern**

The directors have considered the medium term trading expectations of the company, together with the value of the assets which it owns. The directors are satisfied that the company has adequate resources to continue as a going concern for the foreseeable future and accordingly, these financial statements have been prepared on the going concern basis.

**c) Turnover**

Turnover is the total amount receivable by the company for rents from property, excluding VAT

**d) Depreciation**

No depreciation is charged on freehold land or buildings in course of construction

Depreciation on the other tangible fixed assets is calculated on a straight line basis to write down the cost over their expected useful economic lives. The applicable periods are

Freeholds	-	60 years or the remaining useful life
Equipment	-	Between 3 and 15 years

**e) Deferred taxation**

No provision has been made for deferred tax. No future liability is expected to crystallise because of the cumulative tax losses.

**f) Investments**

Investments are stated at the lower of cost or market value

# INDEPENDENT SURGERY CENTRES LIMITED

## Notes to the Financial Statements

<b>1 Interest payable</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
Interest payable		
Interest on loans from parent undertaking	43,669	119,100
	<u></u>	<u></u>
<b>2 Profit / (Loss) on ordinary activities before taxation</b>	<b>2009</b>	<b>2008</b>
	<b>£</b>	<b>£</b>
This is stated after charging		
Depreciation on tangible fixed assets (note 5)	61,907	69,178
Other fees to auditors	850	1,050
Loss on disposal of tangible fixed assets	-	100,638
	<u></u>	<u></u>

## 3 Directors

All of the directors are employees of the ultimate parent undertaking Nuffield Health. They received neither remuneration nor fees in respect of their directorships.

## 4 Tax on profit / (loss) on ordinary activities

The company has unrelieved tax losses which will be available to offset against future taxable profits.

<b>5 Tangible fixed assets</b>	<b>Freeholds</b>	<b>Equipment</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Cost			
At 1 January and 31 December 2009	2,395,436	634,155	3,029,591
	<u></u>	<u></u>	<u></u>
Depreciation			
At 1 January 2009	405,691	550,842	956,533
Charge for year	34,788	27,119	61,907
	<u></u>	<u></u>	<u></u>
At 31 December 2009	440,479	577,961	1,018,440
	<u></u>	<u></u>	<u></u>
Net book value at 31 December 2009	1,954,957	56,194	2,011,151
	<u></u>	<u></u>	<u></u>
Net book value at 31 December 2008	1,989,745	83,313	2,073,058
	<u></u>	<u></u>	<u></u>

The gross amount on which depreciation on freehold buildings is being provided is £2,087,286 (2008 - £2,087,286). The gross cost of assets held for use in operating leases amounted to £3,029,591 (2008 £3,029,591). The accumulated depreciation on those assets amounted to £1,018,440 (2008 £956,533).

# INDEPENDENT SURGERY CENTRES LIMITED

## 6 Fixed asset investments

	2009 £	2008 £
Investment in subsidiaries at cost		
At 31 December	104	104

At 31 December 2009 the company had interest in the following subsidiary undertakings, all of which are incorporated and registered in England and Wales

Company name	Class of share capital held	Portion held by the parent undertaking	Nature of business
ISC Estates Limited	Ordinary	100%	Hospital development
ISC Leasing (Ipswich) Limited	Ordinary	100%	Equipment leasing
ISC Projects Limited	Ordinary	100%	Hospital development

## 7 Debtors

	2009 £	2008 £
Amounts falling due within one year		
Amount owed by group undertakings	528,675	266,475

## 8 Creditors: amounts falling due within one year

	2009 £	2008 £
Amount owed to the ultimate parent undertaking	2,137,498	2,058,754
Amounts owed to group undertaking	2	2
Social security and other taxes	8,550	8,550
Accruals and deferred income	1,725	1,725
	2,147,775	2,069,031

The amount owed to the ultimate parent undertaking is at commercial rates of interest and is secured by a fixed charge on the company's freehold property

## 9 Share capital

	2009 £	2008 £
Authorised		
35,000,000 ordinary shares of 10p each	3,500,000	3,500,000
Allotted, called up and fully paid		
1,600,000 ordinary shares of 10p each	160,000	160,000

# INDEPENDENT SURGERY CENTRES LIMITED

## 10 Reserves

	Share premium account £	Profit and loss account £	Total £
At 1 January 2009	1,440,000	(1,329,394)	110,606
Profit for the year	-	121,549	121,549
At 31 December 2009	<u>1,440,000</u>	<u>(1,207,845)</u>	<u>232,155</u>

## 11 Reconciliation of movements in shareholders' funds

	2009 £	2008 £
At 1 January	270,606	332,597
Profit / (loss) for the year	121,549	(61,991)
At 31 December	<u>392,155</u>	<u>270,606</u>

## 12 Cash flow statement

A cash flow statement has not been prepared as a group cash flow statement is included in the financial statements of Nuffield Health

## 13 Ultimate controlling party

The directors consider that the parent and the ultimate parent undertaking is Nuffield Health by virtue of the company being wholly owned by Nuffield Health.

The largest and smallest group of undertakings for which group financial statements are drawn up is that headed by Nuffield Health. The financial statements for Nuffield Health can be obtained from the Secretary, Nuffield Health, 40 – 44 Coombe Road, New Malden, Surrey KT3 4QF

## 14 Related party transactions

The company has taken advantage of the exemption in FRS 8 by which wholly owned subsidiary undertakings do not need to disclose transactions with entities that are part of the same group and its results are included in the publicly available financial statements of the group

## 15 Capital commitments

The company had no capital commitments at 31 December 2009 (2008 - £nil)

## 16 Contingent liabilities

There were no contingent liabilities at 31 December 2009 (2008 - £nil)