CONNEXIONS CUMBRIA LIMITED COMPANY LIMITED BY GUARANTEE FINANCIAL STATEMENTS 31ST MARCH 2005





ARMSTRONG WATSON

Chartered Accountants & Registered Auditors
Fairview House
Victoria Place
Carlisle
Cumbria
CA1 1HP

FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

CONTENTS	PAGES
Officers and Professional Advisers	1
The Directors' Report	2 to 5
Independent Auditors' Report to the Members	6 to 7
Profit and Loss Account	8 .
Balance Sheet	9
Cash Flow Statement	10 to 11
Notes to the Financial Statements	12 to 19

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

Chief Constable M Baxter

Mrs B Cannon Mr M R Carey

Professor C J Carr MA BCL

(Chair)

Mr V J Dodd Mr M Farley Mrs Y Lake Ms C l'Anson Mr M Maiden Mr M Murphy Miss S A Rees Mr J Robson Mr G Wilkinson Dr J Vickers Ms V Ashfield

Company secretary

Mr M Bowman

Registered office

Partnership Office The South Range

Hackthorpe Hall Business Centre

Penrith CA10 2HX

Auditors

Armstrong Watson Chartered Accountants & Registered Auditors Fairview House

Victoria Place
Carlisle
Cumbria
CA1 1HP

Bankers

HSBC Plc PO Box 5

29 English Street

Carlisle Cumbria CA3 8JT

Solicitors

Burnetts Solicitors 6 Victoria Place

Carlisle Cumbria CA1 1ES

THE DIRECTORS' REPORT

YEAR ENDED 31ST MARCH 2005

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31st March 2005.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company during the period was advising young people and adults in Cumbria.

RESULTS

The trading results for the year and the company's financial position at the end of the year are shown in the attached financial statements.

DIRECTORS

The directors who served the company during the year were as follows:

Chief Constable M Baxter

Mrs B Cannon

Mr M R Carey

Professor C J Carr MA BCL

(Chair)

Mr V J Dodd

Mr M Farley

Mrs Y Lake

Ms C I'Anson

Mr M Maiden

Mr M Murphy

Miss S A Rees

Mr J Robson

Mr G Wilkinson

Ms V Ashfield

Dr J Vickers

Mr J F Bowyer

Mr G Sear

(Appointed 20th September 2004)

(Appointed 8th August 2004)

(Retired 14th March 2005)

(Retired 13th December 2004)

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31ST MARCH 2005

CORPORATE GOVERNANCE

The company is committed to high standards of corporate governance. The board is responsible for good governance and this statement summarises how the relevant principles are applied to the company.

The board currently comprises the non-executive chairman, the chief executive and 14 non-executive directors. They demonstrate a range of experience, which is crucial to the successful direction of the company. All of the non-executives are independent of management.

All directors are equally accountable in law for the proper stewardship of the company's affairs. The non-executives have a particular responsibility to ensure that strategies proposed by the management team are fully discussed and critically appraised to ensure that they not only meet the company's objectives, but also take into account the interests of employees and the community in which the company operates.

The non-executive directors regularly monitor the performance of the company.

To enable directors to meet their responsibilities the full board meets at least four times a year, all directors have full and timely access to all relevant information and there is frequent communication between meetings. The Ofsted report (March 2004) stated that 'the Board and senior management provide clear and strategic direction'.

INTERNAL CONTROL STATEMENT

The Board is responsible for the company's systems of internal control and for reviewing their effectiveness during the year. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable not absolute assurance against material misstatement or loss.

The key features of the control system that has been established include the following:

- Audit Committee, made up of the chief-executive and four non-executive directors review the internal control system.
- The Board has identified strategic risks to the business and the processes to manage these risks.
- Strict procedures are in place to control expenditure that can be incurred on behalf of the company by directors or staff,
- The Ofsted report (March 2004) stated 'that the financial management is strong',
- The Government Office for the North West concluded that 'the financial control environment currently operating at the Partnership is satisfactory' (November 2004),
- The internal auditors report for the year concluded 'the Company has maintained an adequate, effective and reliable framework of internal control which provides reasonable assurance regarding the effective and efficient achievement of the Company's objectives'.

BOARD COMMITTEES

The board has three committees with the following membership.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31ST MARCH 2005

The audit committee is made up of the chief executive, three non-executive directors and one co-opted member as follows:

M Farley (Chair)

C l'Anson

J Robson

S Rees (Chief Executive)

W Swarbrick (Co-opted)

The staffing committee is made up of the chief executive and four non-executive directors as follows:

C J Carr (Chair)

M Farley

M Murphy

B Cannon

S Rees (Chief Executive)

The performance management committee is made up of the chief executive, six non-executive directors and two co-opted member as follows:

Y Lake (Chair)

M R Carey

C J Carr

M Maiden

G Sear (Retired 13th December 2004)

G Wilkinson

S Rees (Chief Executive)

J Stocker (Co-opted)

A Walsh (Co-opted)

DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended. In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on page 12, and then apply them consistently,

make judgements and estimates that are reasonable and prudent; 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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' REPORT (continued)

YEAR ENDED 31ST MARCH 2005

AUDITORS

A resolution to re-appoint Armstrong Watson as auditors for the ensuing year will be proposed at the annual general meeting in accordance with Section 385 of the Companies Act 1985.

Registered office:
Partnership Office
The South Range
Hackthorpe Hall Business Centre
Penrith
CA10 2HX

Signed on behalf of the directors

Allers.

Miss S REES Director

Approved by the directors on 19th September 2005

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CONNEXIONS CUMBRIA LIMITED

YEAR ENDED 31ST MARCH 2005

We have audited the financial statements of Connexions Cumbria Limited for the year ended 31st March 2005 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related notes. These financial statements have been prepared under the historical cost convention and on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors' 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 described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

BASIS OF AUDIT OPINION

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CONNEXIONS CUMBRIA LIMITED (continued)

YEAR ENDED 31ST MARCH 2005

OPINION

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31st March 2005 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.

CARLISLE

ARMSTRONG WATSON Chartered Accountants & Registered Auditors

19th September 2005

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31ST MARCH 2005

N	lote	2005 £	2004 £
TURNOVER	2	7,320,228	7,001,216
Administrative expenses Other operating income		7,267,581	6,975,466 (15,1 <u>6</u> 1)
OPERATING PROFIT	3	52,647	40,911
Interest receivable Amounts written off investments Interest payable and similar charges	6 7	27,144 (2) (58)	15,012 - (3,343)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		79,731	52,580
Tax on profit on ordinary activities	8	7,194	1,168
RETAINED PROFIT FOR THE FINANCIAL YEA	R	72,537	51,412
Balance brought forward		982,084	930,672
Balance carried forward		1,054,621	982,084

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

BALANCE SHEET

31ST MARCH 2005

	2005		2004		
	Note	£	£	£	£
FIXED ASSETS					
Tangible assets	9		209,975		381,096
Investments	10		·		2
			209,975		381,098
CURRENT ASSETS					
Debtors	11	961,894		959,562	
Cash at bank		732,700		750,000	•
		1,694,594		1,709,562	
CREDITORS: Amounts falling due					
within one year	12	694,720		844,026	
NET CURRENT ASSETS			999,874		865,536
TOTAL ASSETS LESS CURRENT	LIABI	LITIES	1,209,849		1,246,634
CREDITORS: Amounts falling due					
after more than one year	13		155,228		264,550
			1,054,621		982,084
					M.C
RESERVES	17				
Profit and loss account			1,054,621		982,084
MEMBERS' FUNDS			1,054,621		982,084

These financial statements were approved by the directors on the 19th September 2005 and are signed on their behalf by:

PROFESSOR C J CARR MA BCL (CHAIR) MISS S A REES

604,653

CONNEXIONS CUMBRIA LIMITED COMPANY LIMITED BY GUARANTEE

CASH FLOW STATEMENT

YEAR ENDED 31ST MARCH 2005

Net cash inflow from operating activities

	2005 £	£	2004 £	£
NET CASH INFLOW FROM OPERATING ACTIVITIES		57,633		604,653
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received Interest paid	27,144 (58)		15,012 (3,343)	
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		27,086		11,669
TAXATION		(1,190)		(553)
CAPITAL EXPENDITURE Payments to acquire tangible fixed assets Receipts from sale of fixed assets	(36,271)		(149,785) 2,000	
NET CASH OUTFLOW FROM CAPITAL EXPENDITURE		(36,271)		(147,785)
CASH INFLOW BEFORE FINANCING		47,258		467,984
FINANCING Net outflow from other long-term creditors Net outflow from long-term accruals	- (27,818)		(13,548) (4,789)	
NET CASH OUTFLOW FROM FINANCING		(27,818)		(18,337)
INCREASE IN CASH		19,440		449,647
RECONCILIATION OF OPERATING PROOPERATING ACTIVITIES	FIT TO NET	CASH INFL	OW FROM	
		2005		2004
Operating profit Depreciation		£ 52,647 207,392		£ 40,911 230,888
Profit on disposal of fixed assets (Increase)/decrease in debtors		(2,332)		(1,613) 660,083
Decrease in creditors		(200,074)		(325,616)

57,633

CASH FLOW STATEMENT (continued)

YEAR ENDED 31ST MARCH 2005

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	20	05	2004	
Increase in cash in the period	£ 19,440	£	£ 449,647	£
Net cash outflow from other long-term creditors			13,548	•
Net cash outflow from long-term accruals	27,818		4,789	
Other adjustments		47,258 81,504		467,984
Change in net funds		128,762		467,984
Net funds at 1 April 2004		448,710		(19,274)
Net funds at 31 March 2005		577,472		448,710
ANALYSIS OF CHANGES IN NET FUN	DS			
	At			At 31 Mar
	1 Apr 2004	Cash flows	Other	2005
Net cash: Cash in hand and at bank	£	£	£	£
Cash in hand and at bank	750,000	(17,300)	_	732,700
Overdrafts	(36,740)	36,740		
	713,260	19,440		732,700
Debt:				
Debt due after 1 year	(264,550)	27,818	81,504	(155,228)
Net funds	448,710	47,258	81,504	577,472

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention.

Consolidation

In the opinion of the directors, the company and its subsidiary undertakings comprise a mediumsized group. The company has therefore taken advantage of the exemption provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

Turnover

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold Property

- Straight Line over the term of the lease

Plant & Machinery Fixtures & Fittings

33 1/3% Straight Line33 1/3% Straight Line

Motor Vehicles Equipment

33 1/3% Straight Line33 1/3% Straight Line

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company operates a defined benefit pension scheme for employees. The assets of the scheme are held separately from those of the company. The contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over the service lives of employees. Variations from the regular costs are spread over the average expected remaining working lives of current members in the scheme.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

2. TURNOVER

3.

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below:

5	2005 £	2004 £
United Kingdom	7,320,228	7,001,216
OPERATING PROFIT		
Operating profit is stated after charging/(crediting):		
- F 3 F	2005	2004
	£	£
Depreciation of owned fixed assets	207,392	230,888
Profit on disposal of fixed assets	_	(1,613)
Auditors' remuneration		
- as auditors	4,500	4,500
Operating lease costs:		
Land and buildings	320,468	247,381
Vehicles	39,679	105,035
Amounts written off Inter Company loan	(81,504)	_
Capital Distribution received from Subsidiary on		
liquidation	(13,052)	_

The write off of the Inter Company loan and the capital distribution both arose on the winding up of the subsidiary company, Cumbria Careers Limited. Due to the size and nature of these amounts they are considered to be exceptional.

4. PARTICULARS OF EMPLOYEES

The average number of staff employed by the company during the financial year amounted to:

2005	2004
No	No
231	214
	
2005	2004
£	£
,173,548	3,683,519
304,726	270,703
441,079	359,477
919,353	4,313,699
	No 231 2005 £ 173,548 304,726 441,079

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

5. DIRECTORS' EMOLUMENTS

The directors' aggregate emoluments in respect of qualifying services were:

		2005 £	2004 £
	Emoluments receivable	71,251	64,389
	The number of directors who accrued benefits under compa	any pension schemes was as fo	ollows:
		2005	2004
	Defined benefit schemes	No 1	No 1
6.	AMOUNTS WRITTEN OFF INVESTMENTS		
		2005	2004
	Amount written off investments	2	£
7.	INTEREST PAYABLE AND SIMILAR CHARGES		
	Interest payable on bank borrowing	2005 £ 	2004 £ 3,343
8.	TAXATION ON ORDINARY ACTIVITIES		
	(a) Analysis of charge in the year	2005 £	2004 £
	Current tax:	*	~
	UK Corporation tax based on the results for the year at 19% (2004 - 19%)	7,194	1,168
	Total current tax	7,194	1,168

The company is not liable to tax on any profits arising from it's principal activity. Any interest received is taxable.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

8. TAXATION ON ORDINARY ACTIVITIES (continued)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 19% (2004 - 19%).

(2005	2004
Profit on ordinary activities before taxation	£ 79,731	£ 52,580
Profit/(loss) on ordinary activities by rate of tax	15,149	9,990
Adjustment for non-taxable items	(9,410)	(9,056)
Taxation at marginal rates	1,435	234
Adjustments to tax charge in respect of previous		
periods	20	_
Total current tax (note 8(a))	7,194	1,168

9. TANGIBLE FIXED ASSETS

	Leasehold		Fixtures &	Motor		
	Improv'ts	Computer	Fittings	Vehicles	Equipment	Total
	£	£	£	£	£	£
COST						
At 1 Apr 2004	167,140	310,929	221,978	49,994	124,870	874,911
Additions	2,865	29,411	2,820	1,175		36,271
At 31 Mar 2005	170,005	340,340	224,798	51,169	124,870	911,182
DEPRECIATION	ſ					
At 1 Apr 2004	9,696	244,350	151,826	_	87,943	493,815
Charge for the year	9,916	75,236	71,092	17,056	34,092	207,392
3						
At 31 Mar 2005	19,612	319,586	222,918	<u>17,056</u>	122,035	701,207
NET BOOK VAL	UE					
At 31 Mar 2005	150,393	20,754	1,880	34,113	2,835	209,975
At 31 Mar 2004	157,444	66,579	70,152	49,994	36,927	381,096

186,095

133,936

959,562

CONNEXIONS CUMBRIA LIMITED COMPANY LIMITED BY GUARANTEE

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

Amounts owed by group undertakings

Prepayments and accrued income

Other debtors

10. INVESTMENTS

11.

Shares in Subsidiary undertakings		
		£
COST At 1st April 2004 and 31st March 2005		_ , 2
AMOUNTS WRITTEN OFF Written off in year		. 2
At 31st March 2005		2
NET BOOK VALUE At 31st March 2005		<u></u>
At 31st March 2004		2
The company owns 100% of the issued share of	capital of the company listed belo	w,
Aggregate capital and reserves		
Cumbria Careers Limited Profit and (loss) for the year	_	100,000
Cumbria Careers Limited	-	(5,422)
DEBTORS		
	2005	2004
Trade debtors	£ 616,330	£ 639,531
	12.056	

13,052

217,380

115,132

961,894

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

12. CREDITORS: Amounts falling due within one year

			2005		2004
			£		£
	Bank loans and overdrafts		_		36,740
	Trade creditors		_		1,482
	Other creditors including taxation and	social security:			
	Corporation tax	7,172		1,168	
	PAYE and social security	102,108		98,879	
	VAT	15,666		5,251	
	Other creditors	73,592		51,869	
			198,538		157,167
	Accruals and deferred income		496,182		648,637
			694,720		844,026
13.	CREDITORS: Amounts falling due	after more than o	one year		
			2005		2004
			£		£
	Other creditors:				
	Other creditors		_		81,504
	Accruals and deferred income		155,228		183,046
			155,228		264,550

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

14. PENSIONS

The company contributes to the Greater Manchester Pension Fund (a Local Government Pension Scheme) on behalf of its employees to provide benefits based on final pensionable pay. Contributions are charged to the income and expenditure account so as to spread the cost of pensions over employee's working lives with the company. The contributions are determined by a qualified actuary on the basis of triennial valuations using the projected unit method. The most recent valuation was at 31st March 2004.

The final assumptions used by the actuary were:

	31 March 2005	31 March 2004	
	% per annum	% per annum	
Price increases	2.9%	2.9%	
Salary increases	4.4%	4.4%	
Pension increases	2.9%	2.9%	
Discount rate	5.4%	5.5%	

The assets of the whole of the Greater Manchester Pension Fund as at 31st March 2005, estimated where necessary, and their expected rate of return were as follows:

	Fund Value at 31 March 2005 £'000	Asset Distribution	Long-term Expected Rate of Return
Equities	4,684,800	68%	7.7%
Bonds	974,700	14%	4.8%
Property	700,300	10%	5.7%
Cash	560,500	8%	4.8%
	6,920,300	100.0%	
			

On the basis of the calculations of Hymans Robertson, Consultants and Actuaries, the value of the asset share in respect of Connexions Cumbria Limited was £8,618,000 (2004 £5,488,000). They also estimated that the present value of the Scheme liabilities in respect of the Company was £10,044,000 (2004 £6,902,000), resulting in a net pension liability as at 31st March 2005 of £1,426,000 (2004 £1,414,000-liability) which is not provided for in these financial statements.

15. COMMITMENTS UNDER OPERATING LEASES

At 31st March 2005 the company had annual commitments under non-cancellable operating leases as set out below.

	2005		2004	
	Land & Buildings	Other Items	Land & Buildings	Other Items
	£	£	£	£
Operating leases which expire:				
Within 1 year	17,438	1,142	_	4,091
Within 2-5 years	_	_	23,250	2,916
After more than 5 years	243,937	_	175,352	<u></u>
	261,375	1,142	198,602	7,007

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31ST MARCH 2005

16. RELATED PARTY TRANSACTIONS

During the year the inter company loan due to Cumbria Careers Limited of £81,504 was written off, due to the liquidation of Cumbria Careers Limited. Due to its size and nature, this write off has been disclosed as an exceptional item in note 3 to the accounts. The investment in Cumbria Careers Limited was written off during the year. This has been disclosed in note 10 to the accounts.

At the balance sheet date an amount of £13,052 was due from Cumbria Careers Limited in respect of a capital distribution on liquidation. This is disclosed in note 11 to the accounts and also as an exceptional item in note 3 to the accounts.

No other transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

17. COMPANY LIMITED BY GUARANTEE

Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.