

RIBA 1834 Ltd

**Report and Financial Statements
For the year ended 31/12/2018**

Company no. 04604934

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RIBA 1834 Ltd

Reference and administrative details

For the year ended 31 December 2018

Status	The organisation is a company limited by share capital, incorporated on 29 November 2002	
Company number	4604934	
Registered office and operational address	66 Portland Place London W1B 1AD	
Directors	Geoff Alsop Jane Duncan Alan Vallance Clem Brohier	(Resigned 21 May 2018) (Resigned 21 May 2018) (Appointed 14 May 2018)
Secretary	Clem Brohier	
Bankers	Lloyds Bank Plc 25 Gresham Street London EC2V 7HN	
Auditor	Sayer Vincent LLP Invicta House 108-114 Golden lane London EC1Y 0TL	

RIBA 1834 Ltd

Strategic Report

For the year ended 31 December 2018

We offer award-winning venue hire in London, at our landmark headquarters building on Portland Place. We work with all types of clients on a wide range of events, from large conferences to dinners, summer and Christmas parties, conferences, trade fairs, fashion shows, film shoots and bespoke functions.

The aim of RIBA Competitions office is to deliver an efficient and commercial competitive client procurement system to increase market opportunities for architects globally, as well as to: demonstrate the value of architects and architecture globally through direct client engagement, advice and support; promote and encourage innovation and good design and sustainable communities; provide best practice solutions to clients to raise awareness of the value of architecture, through a rigorous framework which minimises project risks.

On the 31st December 2017 RIBA Services was transferred from RIBA Enterprises Ltd to RIBA 1834 Ltd, resulting in a large increase in both income and expenditure.

The company monitors financial performance through a number of Key Performance Indicators throughout the course of the year.

After all other costs, the company made a profit during the course of the year of £499k (2017: £850k) and is well positioned as we move into 2019.

Risk management

The directors have identified and considered the major risks that could affect RIBA 1834 Ltd and prioritised them in terms of their probability of occurrence and potential impact. The major risks have been identified as those that would impact on both repeat and new business. These include the economic climate (currently holding up but with a number of risks, including Brexit, on the horizon), and increased competition and brand reputation (both of which are addressed through maintaining and improving high service standards). They have considered the existing system of internal controls and procedures, which are designed to mitigate those risks and this work has satisfied the directors that the systems in place adequately mitigate the exposure of the company to the identified major risks.

Approved by the directors on 22 May 2019 and signed on their behalf by:



Alan Vallance
Director

RIBA 1834 Ltd

Report of the directors

For the year ended 31 December 2018

The Directors have pleasure in presenting their annual report and the audited financial statements for the year ended 31 December 2018.

Principal activities

RIBA 1834 Limited is a wholly owned subsidiary of the Royal Institute of British Architects (the RIBA) and is a not-for-profit company. It is a holding company, owning 100% of the shares of RIBA Financial Services Ltd.

The objects of the Company are to provide central services for the RIBA, including this company's subsidiaries. The company employs staff providing services to the RIBA and the costs are recharged accordingly.

The company runs a venues business from the RIBA's main headquarters at 66 Portland Place, as well as running RIBA Competitions from an office in Leeds.

Results and dividends

The company made a profit during the course of the year of £498,933 (2017: £850,229). The profit in each year was donated to the RIBA by gift aid. Under the terms of the Memorandum of Association, no dividend is allowed to be paid, which is in line with the RIBA's not-for-profit status.

Donations

The only charitable donation made was to the RIBA of £498,933 (2017: £859,229). No donations for political purposes were made during the year (2017: £Nil).

Directors and their interests

The directors of the company are appointed by the RIBA Council and are listed in these accounts on page 1. No director had any interest in the shares of the company.

Statement of directors' responsibilities

The directors are responsible for preparing the report of the directors and the financial statements in accordance with applicable law and regulations.

RIBA 1834 Ltd

Report of the directors

For the year ended 31 December 2018

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 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 accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in operation.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of the financial statements may differ from legislation in other jurisdictions.

Each of the directors confirms that to the best of his/her knowledge there is no information relevant to the audit of which the auditors are unaware. Each of the directors also confirms that he/she has taken all necessary steps to ensure that he/she is aware of all relevant audit information and that this information has been communicated to the auditors.

Auditor

Sayer Vincent were re-appointed as the company's auditor during the year and have expressed their willingness to continue in that capacity.

Independent auditor's report

To the members of

RIBA 1834 Ltd

Opinion

We have audited the financial statements of RIBA 1834 Ltd (the 'company') for the year ended 31 December 2018 which comprise the statement of retained earnings (including comprehensive income), changes in equity, statement of financial position, statement of cash flows and the notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- Give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its result for the year then ended
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice
- 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- The directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- The directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Independent auditor's report

To the members of

RIBA 1834 Ltd

Other information

The other information comprises the information included in the report of the directors, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- The information given in the report of the directors for the financial year for which the financial statements are prepared is consistent with the financial statements.
- The report of the directors has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the report of the directors.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, set out in the report of the directors, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Independent auditor's report

To the members of

RIBA 1834 Ltd

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Independent auditor's report

To the members of

RIBA 1834 Ltd

Use of the report

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.

Judith Miller (Senior statutory auditor)

Date

22 August 2019

for and on behalf of Sayer Vincent LLP, Statutory Auditors

Invicta House, 108-114 Golden Lane, London, EC1Y 0TL

RIBA 1834 Ltd**Statement of income and retained earnings (including comprehensive income)****For the year ended 31 December 2018**

	Note	2018 Total £	2017 Total £
Turnover	2	21,179,220	14,896,083
Administration expenses		(20,680,287)	(14,045,854)
Total comprehensive income	3	498,933	850,229
Changes in equity:			
Total equity brought forward		1,000	1,000
Total comprehensive income for the year		498,933	850,229
Gift aid distribution to parent charity		(498,933)	(850,229)
Total equity carried forward		1,000	1,000

All of the above results are derived from continuing activities (and includes all comprehensive income). There were no other recognised gains or losses other than those stated above. All movements in funds are included within the statements above.

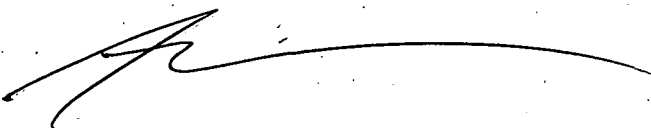
RIBA 1834 Ltd**Balance sheet**

Company no. 04604934

As at 31 December 2018

	Note	£	2018 £	2017 £
Fixed assets:				
Investments	7		200	200
Current assets:				
Stocks	8	1,175,876	1,004,870	
Debtors	9	2,452,082	1,502,814	
Cash at bank and in hand		1,778,260	482,881	
		5,406,218	2,990,565	
Creditors:				
Amounts falling due within one year	10	5,405,418	2,989,765	
Net current assets			800	800
Net assets			1,000	1,000
Capital and reserves				
Share capital	11		1,000	1,000
Retained surplus			-	-
Total reserves			1,000	1,000

The financial statements were approved by the Board of Directors on 22 May 2019 and signed on their behalf by:

Alan Vallance
Director

RIBA 1834 Ltd**Statement of cash flows****For the year ended 31 December 2018**

	2018 Total £	2017 Total £
Cash flows from operating activities:		
Surplus for the year		
<i>Adjustments for:</i>		
(Increase) in stocks	(171,006)	(1,004,870)
(Increase) in debtors	(949,268)	(702,216)
Increase in creditors	2,415,653	1,775,341
Net cash generated from operating activities	1,295,379	68,255
Net increase in cash	1,295,379	68,255
Cash at beginning of year	482,881	414,626
Cash at end of year	1,778,260	482,881

RIBA 1834 Ltd

Notes to the financial statements

For the year ended 31 December 2018

1 Accounting policies

a) Statutory information

RIBA 1834 Ltd is a company limited by share capital and is incorporated in the United Kingdom. The registered office address is 66 Portland Place, London, W1B 1AD.

b) Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

The company is part of a larger group and is exempted from the requirement to prepare group accounts under section 400 of the Companies Act 2006. Therefore the financial statements only show the information about the individual company and not the group.

c) Going concern

The directors consider that there are no material uncertainties about the company's ability to continue as a going concern.

d) Income

Turnover represents net invoiced sales of goods and services, exclusive of VAT.

Income is recognised when services have been provided to customers such that the risks and rewards of ownership have transferred to them.

e) Stocks

Stocks are stated at the lower of cost and net realisable value. In general, cost is determined on a first in first out basis and includes transport and handling costs. Net realisable value is the price at which stocks can be sold in the normal course of business after allowing for the costs of realisation. Provision is made where necessary for obsolete, slow moving and defective stocks.

f) Debtors

Trade and other debtors are recognised at the settlement amount due after any trade discount offered.

Prepayments are valued at the amount prepaid net of any trade discounts due.

g) Creditors

Short term trade creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

RIBA 1834 Ltd**Notes to the financial statements****For the year ended 31 December 2018****h) Pensions**

The Company contributed to a defined benefit scheme at rates set by the scheme actuary and advised to the Company by the scheme administrator. The scheme is a multi-employer pension scheme and it is not possible to identify the assets of the scheme which are attributable to the Company. In accordance with Section 28 of FRS102 the scheme is accounted for as a defined contribution scheme and contributions are included as expenditure when they become payable in accordance with the rules of the scheme.

The Company also contributes to a defined contribution scheme for eligible employees. The cost of the company's contributions to these schemes is charged to the income and expenditure account in the period to which it relates.

i) Foreign exchange

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are recognised in profit or loss in the period in which they arise.

2 Turnover

	2018	2017
	£	£
Payment for staff service from the RIBA and its subsidiaries	11,892,200	10,283,783
Other income	9,287,020	4,612,300
	21,179,220	14,896,083

3 Total comprehensive income is stated after charging:

	2018	2017
	£	£
Directors' remuneration (note 5)	513,565	204,885
Pensions of directors and past directors	32,300	24,480
Auditors' remuneration (excluding VAT):	7,500	7,500

RIBA 1834 Ltd

Notes to the financial statements

For the year ended 31 December 2018

4 Employees' costs and emoluments

Staff costs during the year were as follows:

	2018	2017
	£	£
Wages and salaries	11,576,627	8,992,228
Redundancy and termination costs	91,713	115,488
Social security costs	1,211,942	941,809
Pension costs, of which £238,335 was paid to the defined benefit scheme (2017: £393,240)	996,102	963,438
	13,876,384	11,012,963

All employees of the group excluding RIBA Enterprises Ltd are employed by RIBA 1834 Ltd. The majority of these employees however are engaged on RIBA activity and the costs are recharged accordingly. The charge for the company, included as Administration expenses, totalled £1,984,183 (2017: £633,115).

The average number of employees (including directors) during the year was as follows:

	2018	2017
	Number	Number
RIBA 1834 Limited	40	18
Royal Institute of British Architects & RIBA Financial Services Limited	258	233
	298	251

The total employee benefits including consultancy costs, pension contributions and employer's national insurance of the key management personnel were £1,249,133 (2017: £1,037,872).

The company employed staff on behalf of other group companies and charges as appropriate. A core number of staff work for the venues, competitions and services teams.

RIBA 1834 Ltd**Notes to the financial statements****For the year ended 31 December 2018****5 Director's remuneration**

Directors' remuneration was as follows :

	2018 £	2017 £
Emoluments	513,565	204,885
Employer pension contributions	32,300	24,480
	<u>545,865</u>	<u>229,365</u>

This includes the highest paid director's remuneration as follows:

	2018 £	2017 £
Emoluments	319,694	204,885
Employer pension contributions	18,801	24,480
	<u>338,495</u>	<u>229,365</u>

The numbers of directors in a defined contribution scheme are:

2018	2017
<u>2</u>	<u>1</u>

No other director received any emoluments from the company (2017: none).

6 Taxation

All profits are paid to the parent entity by way of a distribution under gift aid and a corresponding tax credit is recorded at the point of the distribution, therefore there is no liability to corporation tax in either the current or prior financial year.

7 Investments

Investments consist of 100 £1 ordinary shares in RIBA Trust Limited and RIBA Financial Services Limited incorporated in the United Kingdom, this represents the entire share capital of the companies and one share of HK\$1 in RIBA 1834 Hong Kong Limited, incorporated in Hong Kong.

8 Stocks

	2018 £	2017 £
Goods for resale	<u>1,175,876</u>	<u>1,004,870</u>

RIBA 1834 Ltd

Notes to the financial statements

For the year ended 31 December 2018

9 Debtors	2018 £	2017 £
Trade debtors	1,410,306	731,243
Amounts due from group undertakings	482,130	367,738
Other debtors	80,714	251,863
Prepayments and accrued income	478,932	151,970
	2,452,082	1,502,814
10 Creditors: amounts falling due within one year	2018 £	2017 £
Trade creditors	7,970	227,212
Amounts due to group undertakings	3,293,940	1,380,731
Taxation and social security	452,916	275,209
Other creditors	371,471	226,861
Accruals and deferred income	1,279,121	879,752
	5,405,418	2,989,765
11 Called up share capital	2018 £	2017 £
Authorised:		
Ordinary shares of £1 each	1,000	1,000
Allotted, issued and fully paid:		
Ordinary shares of £1 each	1,000	1,000

RIBA 1834 Ltd

Notes to the financial statements

For the year ended 31 December 2018

12 Pension

RIBA 1834 Limited made contributions to two pension schemes as described in note 1.

Stakeholder Pension Scheme

RIBA 1834 Ltd operates a stakeholder pension scheme for the benefit of all staff who are not members of the defined benefit scheme. This is a money purchase scheme where the employee contributes at least 1-6% salary and the company 2-12% depending on age.

Defined Benefit Scheme

The Company participated in a group defined benefit scheme. In respect of this multi-employer scheme, the Company was unable to identify that proportion of the scheme's underlying assets attributable to the Company's own employees. Accordingly, this scheme was accounted for as a defined contribution scheme in accordance with Section 28 of FRS 102.

The latest formal actuarial valuation of the scheme at 31 December 2016 showed the market value of the group scheme's assets was £52.9m with liabilities of £56.2m, representing 94% of the benefits that had accrued to members after allowing for expected future increases in earnings. The valuation assumptions are outlined in the Statement of Funding Principles and the formal valuation report.

The contributions to the scheme by the Company were £238,335 for 2018. Further information on the scheme is given in the accounts of The Royal Institute of British Architects.

On 26/5/18 a deed was executed that transferred the liability to the holding company, the Royal Institute of British Architects.

13 Related party transactions

There are no related party transactions to disclose for 2018 (2017: none).

The company has taken advantage of the exemptions not to disclose any transactions with its parent undertaking conferred by FRS 102 on the grounds that the company's results are included in the consolidated results of the parent undertaking.

14 Ultimate controlling party

The company's ultimate parent undertaking and controlling party is the Royal Institute of British Architects, a body incorporated under Royal Charter and registered in England and Wales, registered charity (number: 210566). Copies of the consolidated financial statements are available from the Charity Commission. The company donates available profits to its parent undertaking.