

# Annual Report and Financial Statements Advanced Personnel Management (UK) Limited

---

For the year ended 30 June 2013

SATURDAY



\*A2N7PN1T\*

A41

14/12/2013

#263

COMPANIES HOUSE

Registered number: 05903292

**Contents**

	<b>Page</b>
<b>Company information</b>	<b>2</b>
<b>Directors' report</b>	<b>3 - 4</b>
<b>Independent auditors' report</b>	<b>5 - 6</b>
<b>Profit and loss account</b>	<b>7</b>
<b>Balance sheet</b>	<b>8</b>
<b>Notes to the financial statements</b>	<b>9 - 15</b>

## **Company Information**

<b>Company number</b>	5903292
<b>Registered office</b>	St Bride's House 10 Salisbury Square London EC4Y 8EH
<b>Directors</b>	Megan Kyla Wynne Bruce Stone Bellinge
<b>Company secretary</b>	Bruce Stone Bellinge
<b>Independent Auditor</b>	PricewaterhouseCoopers LLP Chartered Accountants and statutory Auditors Cornwall Court 19 Cornwall Street Birmingham B3 2DT

## **Directors' report**

**For the year ended 30 June 2013**

The directors present their report and the audited financial statements for the year ended 30 June 2013

### **Principal activities**

The company is in the start up phase and with the objective of employing allied health professionals to provide assessment services to employment service providers

### **Directors**

The directors of the company who were in office during the year and up to the date of signing the financial statements were

Megan Kyla Wynne  
Bruce Stone Bellinge

### **Directors' responsibilities statement**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared 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 then apply them consistently,
- make judgements and accounting 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 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.

### **Going concern**

The directors believe that preparing the accounts on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Serendipity (WA) Pty Ltd. The Directors have received confirmation that Serendipity (WA) Pty Ltd intend to support the company for at least one year after these financial statements are signed.

**Provision of information to auditor**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all the steps that ought to have been taken as directors in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

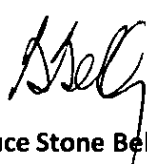
**Auditor**

During the year, Grant Thornton LLP resigned as auditors and PricewaterhouseCoopers LLP were appointed by the directors

The auditor, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board on October 31, 2013 and signed on by its order



27/11/2013

**Bruce Stone Bellinge**  
Secretary

## **Independent auditors report to the members of Advanced Personnel Management (UK) Limited**

We have audited the financial statements (the “financial statements”) of Advanced Personnel Management (UK) Limited for the year ended 30 June 2013 which comprise the profit and loss account, the balance sheet and the related notes. 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).

### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors’ responsibilities set out on page 3 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company’s members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **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. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company’s affairs as at 30 June 2013 and of the company’s loss 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 Directors’ Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**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 by the company, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report

*Matthew Walker*

**Matthew Walker (Senior Statutory Auditor)**  
**For and on behalf of PricewaterhouseCoopers LLP**  
Chartered Accountants and Statutory Auditors  
Birmingham  
27 November 2013

## Profit and loss account

For the year ended 30 June 2013

	Note	2013 £	2012 £
Turnover		1,210,248	79,953
Cost of sales		<u>(1,375,800)</u>	<u>(525,072)</u>
Gross loss		(165,552)	(445,119)
Administrative expenses		(109,844)	(376,487)
Other operating income	4	<u>85,117</u>	<u>-</u>
Operating loss		(190,279)	(821,606)
Interest payable and similar charges	14(b)	(98,068)	-
<b>Loss on ordinary activities before tax</b>		<u><b>(288,347)</b></u>	<u><b>(821,606)</b></u>
Tax on loss on ordinary activities	5	-	-
<b>Loss for the financial year</b>	12	<u><b>(288,347)</b></u>	<u><b>(821,606)</b></u>

All results derive from continuing activities

The company has no recognised gains or losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial year stated above and their historical cost equivalents

The notes on pages 9 to 15 form part of these financial statements




## Balance sheet

As at 30 June 2013

	Note	2013		2012	
		£	£	£	£
<b>Fixed assets</b>					
Tangible assets	6		33,576		50,261
<b>Current assets</b>					
Debtors	7	505,967		81,574	
Cash at bank and in hand		<u>102,103</u>		<u>50,049</u>	
		608,070		131,623	
<b>Creditors</b> amounts falling due within one year	8	<u>(392,248)</u>		<u>(181,287)</u>	
<b>Net current assets/(liabilities)</b>			<u>215,822</u>		<u>(49,664)</u>
<b>Total assets less current liabilities</b>			<b>249,398</b>		<b>597</b>
<b>Creditors</b> amounts falling due after more than one year	9		<u>(1,618,878)</u>		<u>(1,081,730)</u>
<b>Net liabilities</b>			<u><b>(1,369,480)</b></u>		<u><b>(1,081,133)</b></u>
<b>Capital and reserves</b>					
Called up share capital	10		1		1
Profit and loss account	11		<u>(1,369,481)</u>		<u>(1,081,134)</u>
Total Shareholders' deficit	12		<u><b>(1,369,480)</b></u>		<u><b>(1,081,133)</b></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by

  
Megan Kyla Wynne  
Director  
Date 27/11/2013

The notes on pages 9 to 15 form part of these financial statements

## Notes to the financial statements

As at 30 June 2013

### 1 Accounting policies

#### 1.1 Basis of preparation of financial statements

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

#### 1.2 Going concern

Serendipity (WA) PTY Limited, the company's ultimate parent undertaking, has confirmed that it will continue to provide such financial support as is necessary to enable the company to continue to meet its liabilities as they fall due for at least twelve months from the date that the financial statements are signed. Accordingly, the financial statements have been prepared on a going concern basis.

#### 1.3 Turnover

Turnover comprises revenue recognised by the company in respect of services supplied during the year, exclusive of Value Added Tax and trade discounts.

#### 1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Computer equipment - Straight line over 3 years

#### 1.5 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Deferred tax assets are recognised only to the extent that the director considers that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

#### 1.6 Foreign currencies

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 the transaction. Exchange differences are taken into account in arriving at the operating profit.

#### 1.7 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

## **Notes to the financial statements**

**As at 30 June 2013 (continued)**

### **1.8 Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

### **1.9 Cashflow statement**

The company is a wholly owned subsidiary of Serendipity (WA) Pty Ltd, a company incorporated in Australia, whose financial statements are publicly available. The company has therefore taken advantage of the exemption from preparing a cashflow statement under the terms of Financial Reporting Standard 1.

## Notes to the financial statements

As at 30 June 2013 (continued)

### 2 Loss on ordinary activities

The loss on ordinary activities is stated after charging

	2013	2012
	£	£
Depreciation of tangible fixed assets		
- owned by the company	24,841	31,782
Auditor's remuneration	7,000	4,750
Accounting fees	10,500	16,755
Operating leases - other	9,141	8,736
	<u>41,482</u>	<u>61,963</u>

During the year, the directors were paid £739,353 (2012: £779,765) in respect of their services to the parent company Serendipity (WA) Pty Ltd and £0 (2012: £0) in respect of their services to Advanced Personnel Management (UK) Ltd. No recharge was made to the company.

### 3 Staff costs

Staff costs were as follows

	2013	2012
	£	£
Wages and salaries	219,316	181,066
Pension costs	5,040	5,040
Social security costs	22,317	17,868
	<u>246,673</u>	<u>203,974</u>

The average monthly number of employees during the year was as follows

2013	2012
No	No
<u>10</u>	<u>6</u>

### 4 Other operating income

	2013	2012
	£	£
Foreign exchange gain on intercompany loan	<u>85,117</u>	<u>-</u>

## Notes to the financial statements

As at 30 June 2013

### 5 Tax on loss on ordinary activities

#### Tax on loss on ordinary activities

The tax charge is made up as follows

	2013	2012
	£	£
<b>Total current tax</b>	-	-
<b>Factors affecting tax charge for the year</b>		
Loss on ordinary activities before taxation	(288,347)	(821,606)
Loss on ordinary activities before tax multiplied by standard rate of UK corporations tax of 23.75% (2012 - 25.5%)	<u>(68,482)</u>	<u>(209,510)</u>
Effects of		
Depreciation add back	5,713	7,628
Tax losses	62,904	202,182
Other tax adjustments	<u>(135)</u>	<u>(300)</u>
<b>Current tax charge for the year</b>	<u>-</u>	<u>-</u>

There is no tax charge for the current or prior year. The company has an unrecognised deferred tax asset in relation to tax losses carried forward amounting to £1,356,061 (2012: £1,046,475). A deferred tax asset at 23% (2012: 24%) in respect of these tax losses carried forward of £311,894 (2012: £251,154) would only be recognised where it is expected that the asset will be recoverable in the foreseeable future. To the extent that the unrecognised losses prove to be recoverable in the future, such recognition will reduce tax charge accordingly. The deferred tax asset has not been recognised as it is still considered more likely that the asset will not be recoverable in the foreseeable future until profitability is achieved.

During the year, as a result of the change in the UK corporation tax rate from 24% to 23% that is effective from 1 April 2013, all relevant deferred tax balances have been re-measured. Further changes to the UK corporation tax rate were announced which propose to reduce the rate by 2% to 21% by 1 April 2014 and then by a further 1% to 20% by 1 April 2015. These changes, which have been substantively enacted in the Finance Act 2013 on 2 July 2013, had not been substantively enacted at the balance sheet date and therefore have not been recognised in the financial statements.

## Notes to the financial statements

As at 30 June 2013

### 6 Tangible fixed assets

	Opening Balance	Additions	Disposals	Depreciation expense	Closing Balance
	£	£	£	£	£
Computer equipment	50,261	8,156	-	(24,841)	33,576
Total Tangible assets	50,261	8,156	-	(24,841)	33,576

	30 June 2013	30 June 2012
	£	£
Computer equipment		
At cost	90,200	82,043
Accumulated depreciation	(56,624)	(31,782)
	<u>33,576</u>	<u>50,261</u>

### 7 Debtors

	2013	2012
	£	£
Trade debtors	497,607	47,772
Other debtors	8,360	33,802
	<u>505,967</u>	<u>81,574</u>

### 8 Creditors

Amounts falling due within one year

	2013	2012
	£	£
Trade creditors	109,344	78,672
Taxation and social security	11,446	5,419
Other creditors	154,636	97,196
VAT liability	73,715	-
Accruals and deferred income	43,107	-
	<u>392,248</u>	<u>181,287</u>

## Notes to the financial statements

As at 30 June 2013

### 9 Creditors

Amounts falling due after more than one year

	2013	2012
	£	£
Amounts owed to group undertakings	1,618,878	1,070,201
Other creditors	-	11,529
	<u>1,618,878</u>	<u>1,081,730</u>

Amounts owed to group undertakings, Serendipity (WA) Pty Ltd, are unsecured and repayable at the discretion of the directors. In the year ending 30 June 2013, interest was charged on the amounts owed at a rate of 7% (2012 Nil)

### 10 Called up Share capital

	2013	2012
	£	£
Allotted, called up and fully paid		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

### 11 Profit and loss account

	Profit and loss account
	£
At 1 July 2012	(1,081,134)
Loss for the financial year	(288,347)
At 30 June 2013	<u>(1,369,481)</u>

### 12 Reconciliation of movement in shareholders' deficit

	2013	2012
	£	£
Opening shareholders' deficit	(1,081,133)	(259,527)
Loss for the year	(288,347)	(821,606)
Closing shareholders' deficit	<u>(1,369,480)</u>	<u>(1,081,133)</u>

## Notes to the financial statements

As at 30 June 2013

### 13 Operating lease commitments

At 30 June 2013 the company had annual commitments under other non-cancellable operating leases expiring as follows

	2013 £	2012 £
<b>EXPIRY DATE</b>		
Within 1 year	736	728

### 14 Related party transactions

(a) During the year the parent company, Serendipity (WA) Pty Limited provided a cash advance and also settled other costs on behalf of Advanced Personnel Management (UK) Limited. The amount owed to Serendipity (WA) Pty Limited at 30 June 2013 was £1,618,878 (2012: £1,070,201), and is included within creditors falling due after more than one year.

(b) During the year, interest was charged to Advanced Personnel Management (UK) Limited from Serendipity (WA) Pty Ltd at the rate of 7% (2012: Nil) on the average monthly outstanding loan balance. For the year ended 30 June 2013, this amounted to £98,068 (2012: Nil).

### 15 Ultimate parent undertaking and controlling party

The largest and smallest group within which the results of Advanced Personnel Management (UK) Limited are consolidated is the group headed by Serendipity (WA) Pty Limited, which is incorporated in Australia.

The largest shareholding in Serendipity (WA) Pty Limited is held by MKW Nominees Pty Ltd, which is effectively the ultimate controlling party.

Copies of this company's financial statements are available from 58 Ord Street, West Perth, WA 6005, Australia.