Registered Number: 06616950
England and Wales

Quality Solicitors Organisation Limited

Annual Report and Financial Statements

For the year ended 31 March 2019

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Quality Solicitors Organisation Limited
Annual report and financial statements for the year ended 31 March 2019

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Report of the Directors

The directors of the Company present the report and audited financial statements for the year ended 31 March 2019.

Dividends

No dividends were declared or paid in the year (2018: none).

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulation.

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, comprising FRS 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland" section 1A, 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 the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting 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 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 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.

Directors

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

B Greco
R Matson (appointed 30 September 2018)

Report of the Directors (continued)

Going concern
The Company forms part of the Simplify Group for which going concern has been addressed on a group wide basis. The directors are satisfied that the Company is a going concern and further disclosure is included in the accounts of UKLS Acquisitions Limited regarding this matter. The directors have received confirmation that the balances owed to Group companies will not be called unless the Company has the funds available to settle them. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Disclosure of information to auditors
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Small Company Provisions
This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

R Matson
Director
10 December 2019

Independent auditors' report to the members of Quality Solicitors Organisation Limited

Report on the audit of the financial statements

Opinion

In our opinion, Quality Solicitors Organisation Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Statement of financial position as at 31 March 2019; the Statement of comprehensive income, the Statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

ISAs (UK) require us to report to you when:

- 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.

We have nothing to report in respect of the above matters.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern. For example, the terms on which the United Kingdom may withdraw from the European Union are not clear, and it is difficult to evaluate all of the potential implications on the company's trade, customers, suppliers and the wider economy.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

Independent auditors' report to the members of Quality Solicitors Organisation Limited (continued)

Reporting on other information (continued)

With respect to the Report of the Directors, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Report of the Directors

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 year ended 31 March 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Report of the Directors.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 1, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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.

Auditors' 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 auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Independent auditors' report to the members of Quality Solicitors Organisation Limited (continued)

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Neil Birmingham (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
10 December 2019

Statement of comprehensive income
For the year ended 31 March 2019

	Note	2019	2018
		£	£
Turnover	2	**939,249**	1,058,091
Cost of Sales		**(72,000)**	(72,335)
Gross profit		**867,249**	985,756
Exceptional administrative expense	3	**(13,566)**	(34,287)
Administrative expenses		**(904,243)**	(963,098)
Other operating income		**2,024**	9,119
Loss before taxation	3	**(48,536)**	(2,510)
Tax on loss		**4,807**	2,593
(Loss)/profit for the financial year and total comprehensive (loss)/income		**(43,729)**	83

All the activities of the Company are classified as continuing.

Statement of financial position
As at 31 March 2019

	Note	2019 £	2018 £
Fixed Assets			
Intangible Assets	4	**86,708**	63,091
Tangible assets	5	**1,458**	-
		88,166	63,091
Current Assets			
Debtors	6	**105,498**	96,768
Cash at bank and on hand		**36,280**	44,247
		141,778	141,015
Creditors: amounts falling due within one year	7	**(987,065)**	(912,691)
Net Current Liabilities		**(845,287)**	(771,676)
Total assets less current liabilities		**(757,121)**	(708,585)
Deferred tax liability		**-**	(4,807)
Net Liabilities		**(757,121)**	(713,392)
Equity			
Called up share capital	8	**9,998**	9,998
Share premium account		**346,002**	346,002
Accumulated losses		**(1,113,121)**	(1,069,392)
Total Shareholders' Deficit		**(757,121)**	(713,392)

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements on pages 6 to 13 were approved by the director on 10 December 2019 and signed on its behalf by:

.....
R Matson
Director
Registered Number: 06616950

Statement of changes in equity
For the year ended 31 March 2019

	Called up share capital	Share premium	Accumulated losses	Total shareholders' deficit
	£	£	£	£
Balance at 1 April 2017	9,998	346,002	(1,069,475)	(713,475)
Profit for the financial year	-	-	83	83
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	83	83
Balance at 31 March 2018	**9,998**	**346,002**	**(1,069,392)**	**(713,392)**
Loss for the financial year	-	-	**(43,729)**	**(43,729)**
Other comprehensive income	-	-	-	-
Total comprehensive loss	-	-	**(43,729)**	**(43,729)**
Balance at 31 March 2019	**9,998**	**346,002**	**(1,113,121)**	**(757,121)**

Notes to the Financial Statements

1. Accounting Policies

Basis of accounting and General information
The Company is a private company limited by shares and is incorporated and domiciled in England. The address of its registered office is Grant Hall, Parsons Green, St Ives, Cambridgeshire, England, PE27 4AA.

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard Applicable in the UK and Republic of Ireland" section 1A and the Companies Act 2006. This is a change from the prior year when FRS 101 was applied. This has resulted in no change in the current or prior year reported numbers.

The principal accounting policies are summarised below. They have been applied consistently throughout the period.

Basis of preparation
The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Going Concern
The Company forms part of the Simplify Group for which going concern has been addressed on a group wide basis. The directors are satisfied that the Company is a going concern and further disclosure is included in the accounts of UKLS Acquisitions Limited regarding this matter. The directors have received confirmation that the balances owed to Group companies will not be called unless the Company has the funds available to settle them. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Functional and presentational currency
The company's functional and presentational currency is pound sterling.

Turnover
Turnover comprises the fair value of consideration received or receivable by the Company for services provided, excluding VAT and trade discounts.

The Company recognises turnover at the time it provides the services, providing it is also probable that economic benefit will flow to the Company. Turnover in respect of membership fees is recognised over the subscription period to which contracted fee relates (usually one year). Other income is recognised when the Company becomes entitled to receive such income.

Intangible assets
Intangible assets are initially recorded at cost. The patent held by the Company is over 10 years as required by FRS 102 and the period over which the asset is expected to generate economic benefits. Own developed software and trademarks are amortised over the useful life of the assets once they are fully commissioned by the business. Amortisation has been included within administrative expenses.

Notes to the Financial Statements (continued)

1. Accounting Policies (continued)

Property, plant and equipment
Property, plant and equipment is stated at cost less depreciation and any provision for impairment. Depreciation is provided at rates calculated to write off the cost of the asset over their estimated useful life, on the following basis:

Computer equipment: Straight-line over three years

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of capital items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 102.

Exceptional items
Exceptional items are disclosed separately in the financial statements where it is necessary to do so in order to provide further clarity and understanding of the financial performance of the Company. They are material items of income and expense that have been shown separately due to the significance of their nature or amount.

2. Turnover
All of the Company's turnover is from the provision of services and is generated in the United Kingdom.

3. Loss before Taxation
This is stated after charging:

	2019	2018
	£	£
Fees payable to the Company's auditors for the audit of the Company's annual financial statements	**9,915**	18,250
Fees payable to the Company's auditors for taxation services	**4,457**	5,110
Exceptional expense	**13,566**	34,287

The current and prior year exceptional expense represent catch ups on group company recharges.

Notes to the Financial Statements (continued)

4. Intangible assets

	Own developed software & trademarks	Patents	Total
	£	£	£
Cost			
At 1 April 2018	79,707	1,000	80,707
Additions	44,868	-	44,868
At 31 March 2019	**124,575**	**1,000**	**125,575**
Accumulated Amortisation			
At 1 April 2018	(17,516)	(100)	(17,616)
Amortisation charge	(21,151)	(100)	(21,251)
At 31 March 2019	**(38,667)**	**(200)**	**(38,867)**
Net book value			
At 31 March 2019	**85,908**	**800**	**86,708**
At 31 March 2018	62,191	900	63,091

5. Tangible assets

	Computer Equipment
	£
Cost	
At 1 April 2018	-
Additions	1,589
At 31 March 2019	**1,589**
Accumulated Depreciation	
At 1 April 2018	-
Charge for the year	(131)
At 31 March 2019	**(131)**
Net book value	
At 31 March 2019	**1,458**
At 31 March 2018	-

Notes to the Financial Statements (continued)

6. Debtors

	2019	2018
	£	£
Trade receivables	**18,569**	40,931
Amounts due from group undertakings	**58,156**	27,929
Other receivables	**28,773**	27,908
	105,498	96,768

Amounts due from group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

7. Creditors: Amounts falling due within one year

	2019	2018
	£	£
Trade creditors	**1,277**	42,480
Amounts owed to group undertakings	**857,883**	732,751
Taxation and social security	**24,207**	7,143
Other creditors	**103,698**	130,317
	987,065	912,691

All amounts owed to group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. There is a fixed and floating charge over the assets of the Company in favour of Agensynd as agents in relation to any amounts owed by the Simplify Group to lenders by means of loan or overdraft. At the year end the amount owing in loans was £67,000,000 and £nil in overdrafts. The bank loan is repayable on or before March 2026 and carries interest at LIBOR +6.75%.

8. Called up share capital

	2019	2018
	£	£
Allotted and fully paid		
9,998 (2018: 9,998) Ordinary shares of £1 each	**9,998**	9,998

Notes to the Financial Statements (continued)

9. Ultimate parent undertaking and controlling party

The immediate parent undertaking is Move With Us Limited.

The ultimate controlling party is the Palamon Capital Partners LLP, managed by Palamon Capital Partners LP, which owns the majority of the shares in the ultimate parent company.

UKLS Topco Limited, a company registered in Jersey, is the parent undertaking of the largest group which prepares publicly available consolidated financial statements. Copies of the consolidated financial statements may be obtained by written request to the Company Secretary at Grant Hall, Parsons Green, St. Ives, Cambridgeshire, PE27 4AA.

UKLS Acquisitions Limited is the parent undertaking of the smallest group which prepares publicly available consolidated financial statements. Copies of the consolidated financial statements may be obtained from Companies House.

10. Transition to FRS 102

This is the first year that the company has presented its results under FRS 102 section 1A having transitioned to align with the rest of the Simplify Group. The last financial statements under FRS 101 were for the year ended 31 March 2018. The date of transition to FRS 102 was 1 April 2017.

The impact on the financial results of the Company from the transition to FRS 102 is the amortisation of patent. The management has decided to amortise it over 10 years from the date of transition as required by FRS 102. We have to restate the intangible assets in the comparative year and reduced it by £100.

There was no other impact on the financial results of the Company from the transition to FRS 102.