

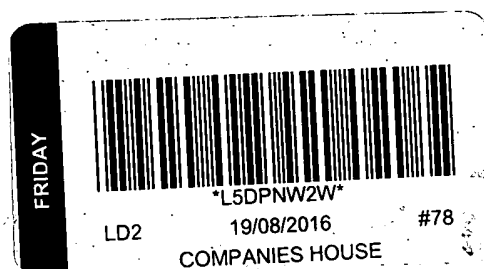
REGISTRAR OF COMPANIES

PRI Association

**Directors' report and consolidated
financial statements**

for the year ended 31 March 2016

Registered number: 07207947



Company Information

Directors

P Webster
N Petersen
M Chaloner
C Melvin
M Barros
R Mokate
P Mathur
M Skancke
S Carlisle
G Aiyer
X Den Uyl
A Emslie

Company secretary

Bristows Secretarial Limited

Registered number

07207947

Registered office

5th Floor
25 Camperdown Street
London
E1 8DZ

Independent auditor

Buzzacott LLP
130 Wood Street
London
EC2V 6DL

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Directors' report

for the year ended 31 March 2016

The directors present their report and the consolidated financial statements of PRI Association and its subsidiaries, together referred to as 'the group', for the year ended 31 March 2016.

Principal activities

The principal activity of the group and the company in the year under review continued to be that of a network of international investors working together to put the Principles for Responsible Investment into practice.

The company is not for profit.

Directors

The directors who served during the year were:

P Mathur
D Atkin (resigned 31 December 2015)
M Skancke
M Barros (appointed 1 April 2015)
D Simard (appointed 1 April 2015, resigned 31 December 2015)
M Chaloner (appointed 1 April 2015)
L Ribeiro (appointed 1 April 2015, resigned 18 June 2015)
S Carlisle (appointed 1 January 2016)
G Aiyer (appointed 1 April 2015)
P Webster (appointed 1 April 2015)
A Emslie (appointed 1 January 2016)
M Arai (appointed 18 June 2015, resigned 31 December 2015)
X Den Uyl (appointed 1 January 2016)
C Melvin (appointed 1 April 2015)
R Mokate (appointed 1 April 2015)
N Petersen (appointed 1 April 2015)
E Wetlaufer (appointed 1 April 2015, resigned 31 December 2015)

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 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 group and of the surplus or deficit of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors' report

for the year ended 31 March 2016

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

Disclosure 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 that director is aware, there is no relevant audit information of which the company and the group's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company and the group's auditor is aware of that information.

Small company exemptions

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 2 August 2016 and signed on its behalf.



M Skancke
Director

Independent auditor's report to the members of PRI Association
for the year ended 31 March 2016

We have audited the financial statements of PRI Association for the year ended 31 March 2016, set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 March 2016 and of the group's surplus for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

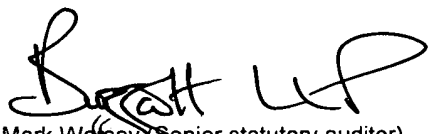
In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of PRI Association for the year ended 31 March 2016

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



Mark Wolsey (Senior statutory auditor)
for and on behalf of
Buzzacott LLP
Statutory Auditor
130 Wood Street
London
EC2V 6DL
Date:

3 August 2016

Consolidated income and expenditure account
for the year ended 31 March 2016

	Note	2016 £	2015 £
Income	1	8,095,569	5,438,533
Administrative expenses		(7,052,697)	(5,158,116)
Operating surplus	3	1,042,872	280,417
Interest receivable and similar income	6	31,034	18,961
Surplus on ordinary activities before taxation		1,073,906	299,378
Tax on surplus on ordinary activities	7	(143)	(1,756)
Surplus for the financial year	14	1,073,763	297,622

The notes on pages 8 to 13 form part of these financial statements.

Consolidated balance sheet

as at 31 March 2016

	Note	£	2016 £	£	2015 £
Fixed assets					
Intangible assets	8		23,973		33,724
Tangible assets	9		179,287		177,983
			<u>203,260</u>		<u>211,707</u>
Current assets					
Debtors	12	1,036,784		397,315	
Cash at bank and in hand		2,934,928		1,834,325	
		<u>3,971,712</u>		<u>2,231,640</u>	
Creditors: amounts falling due within one year	13	(1,240,551)		(582,155)	
Net current assets			<u>2,731,161</u>		<u>1,649,485</u>
Total assets less current liabilities			<u>2,934,421</u>		<u>1,861,192</u>
Capital and reserves					
Called up share capital			-		-
Foreign exchange reserve	14		(534)		-
Income and expenditure account	14		2,934,955		1,861,192
			<u>2,934,421</u>		<u>1,861,192</u>

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 2 August 2016


M Skancke
 Director

The notes on pages 8 to 13 form part of these financial statements.

Company balance sheet
as at 31 March 2016

	Note	£	2016 £	£	2015 £
Fixed assets					
Tangible assets	9		179,287		177,983
Investments	10		846		1
			<u>180,133</u>		<u>177,984</u>
Current assets					
Debtors	12	1,140,976		455,976	
Cash at bank and in hand		2,885,633		1,799,169	
		<u>4,026,609</u>		<u>2,255,145</u>	
Creditors: amounts falling due within one year	13	(1,218,622)		(525,222)	
Net current assets			<u>2,807,987</u>		<u>1,729,923</u>
Total assets less current liabilities			<u>2,988,120</u>		<u>1,907,907</u>
Capital and reserves					
Income and expenditure account	14		2,988,120		1,907,907
			<u>2,988,120</u>		<u>1,907,907</u>

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 2

August 2016

M Skancke

M Skancke
Director

The notes on pages 8 to 13 form part of these financial statements.

Notes to the financial statements

for the year ended 31 March 2016

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015). The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently.

1.2 Cash flow

The financial statements do not include a cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective January 2015).

1.3 Basis of consolidation

The financial statements consolidate the accounts of PRI Association and all of its subsidiary undertakings ('subsidiaries').

The company has taken advantage of the exemption contained within s408 of the Companies Act 2006 not to present its own income and expenditure account.

The income and expenditure account for the year dealt with in the accounts of the company was a surplus of £1,080,213 (2015 - £344,337).

The financial statements present information about the company as both an individual undertaking and its group.

The company is a parent company subject to the small companies regime. The company and its subsidiaries comprise a small group. The company is therefore not required to, however has chosen to, prepare group financial statements.

1.4 Income

Income represents annual subscriptions paid by members, events income, voluntary donations and grants. Subscriptions are recognised on joining the Association or on subsequent renewal dates, on an accruals basis. Events income is recognised as the event occurs. Donations are recognised on a receipts basis. Reimbursement grants are recognised in line with relevant expenses on an accruals basis.

1.5 Intangible fixed assets and amortisation

Intangible fixed assets are stated at cost less amortisation. Amortisation is provided at rates calculated to write off the cost of intangible fixed assets, less their estimated residual value, over their expected useful lives of 4 years.

1.6 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:

Leasehold improvement costs	-	20% straight line
Fixtures and fittings	-	20% straight line
Office equipment - computers	-	33.33% straight line
Office equipment - other	-	20% straight line

1.7 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

Notes to the financial statements

for the year ended 31 March 2016

2. Income

80.0% of the company's income (2015 - 84.0%) is attributable to geographical markets outside the United Kingdom.

3. Operating surplus

The operating surplus is stated after charging:

	2016 £	2015 £
Depreciation of tangible fixed assets: - owned by the group	54,024	45,315
Pension costs	127,090	107,210
Amortisation of intellectual property rights	9,751	5,282
	<u>190,865</u>	<u>157,807</u>

4. Auditor's remuneration

	2016 £	2015 £
Fees payable to the group's auditor and its associates for the audit of the group's annual financial statements	17,600	16,500
	<u>17,600</u>	<u>16,500</u>

5. Directors' remuneration

	2016 £	2015 £
Aggregate remuneration	116,000	89,719
	<u>116,000</u>	<u>89,719</u>

Of the 17 directors during the year, remuneration was paid to 1 director (2015 - 2 directors). No directors of subsidiaries receive remuneration in relation to their role as directors.

6. Interest receivable

	2016 £	2015 £
Other interest receivable	31,034	18,961
	<u>31,034</u>	<u>18,961</u>

7. Taxation

	2016 £	2015 £
UK corporation tax charge on surplus for the year	143	1,756
	<u>143</u>	<u>1,756</u>

Notes to the financial statements
for the year ended 31 March 2016

8. Intangible fixed assets

	Intellectual Property Rights £
Group	
Cost	
At 1 April 2015 and 31 March 2016	39,006
Amortisation	
At 1 April 2015	5,282
Charge for the year	9,751
At 31 March 2016	15,033
Net book value	
At 31 March 2016	23,973
At 31 March 2015	33,724

9. Tangible fixed assets

	Leasehold improvement costs £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Group and company					
Cost					
At 1 April 2015	137,961	61,607	27,690	12,116	239,374
Additions	29,920	-	624	24,784	55,328
At 31 March 2016	167,881	61,607	28,314	36,900	294,702
Depreciation					
At 1 April 2015	36,449	16,428	7,390	1,124	61,391
Charge for the year	28,876	12,322	5,220	7,606	54,024
At 31 March 2016	65,325	28,750	12,610	8,730	115,415
Net book value					
At 31 March 2016	102,556	32,857	15,704	28,170	179,287
At 31 March 2015	101,512	45,179	20,300	10,992	177,983

Notes to the financial statements

for the year ended 31 March 2016

10. Fixed asset investments

Company	Trade investments £
Cost or valuation	
At 1 April 2015	1
Additions	845
At 31 March 2016	846
Net book value	
At 31 March 2016	846
At 31 March 2015	1

11. Principal subsidiaries

Company name	Country	Percentage Shareholding %	Description
PRI Enterprises Limited	United Kingdom	100	Ordinary shares
PRI US Inc	United States of America	100	Ordinary shares
PRI Association (Hong Kong) Limited	Hong Kong	100	Ordinary shares

12. Debtors

	Group		Company	
	2016 £	2015 £	2016 £	2015 £
Trade debtors	428,816	71,185	392,078	71,184
Amounts owed by group undertakings	-	-	156,211	69,144
Other debtors	607,968	326,130	592,687	315,648
	1,036,784	397,315	1,140,976	455,976

The amounts owed by group undertakings of £156,211 (2015 - £69,144) are repayable from future profits of the subsidiary undertakings (listed in note 11) and therefore may be recoverable in more than one year. The directors consider that the amounts are recoverable in the future.

Notes to the financial statements

for the year ended 31 March 2016

13. Creditors: Amounts falling due within one year

	Group		Company	
	2016	2015	2016	2015
	£	£	£	£
Trade creditors	265,636	83,073	268,723	55,443
Corporation tax	143	1,756	-	1,756
Other taxation and social security	-	70,611	-	70,611
Other creditors	974,772	426,715	949,899	397,412
	1,240,551	582,155	1,218,622	525,222

14. Reserves

	Foreign exchange reserve £	Income and expenditure account £
Group		
At 1 April 2015		1,861,192
Surplus for the year		1,073,763
Movement on foreign exchange reserve	(534)	
At 31 March 2016	(534)	2,934,955
Company		
At 1 April 2015		1,907,907
Surplus for the year		1,080,213
At 31 March 2016		2,988,120

15. Post balance sheet events

Following the year end, an amount of £450,000 has been set aside as a contingency reserve from the 2015/16 surplus. A number of risks were considered. Chief among these was a potential fall in markets that would adversely impact fee income; to date PRI has benefited from rising markets and assets under management. The contingency reserve represents approximately five per cent of 2016/17 planned income.

Notes to the financial statements

for the year ended 31 March 2016

16. Pension commitments

The group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in an independently administered fund.

The pension cost charge represents contributions payable by the group to the fund and amounted to £127,090 (2015 - £107,211).

Contributions totalling £13,648 (2015 - £10,812) were payable to the pension fund at the balance sheet date and are included in creditors.

17. Operating lease commitments

At 31 March 2016 the group had annual commitments under non-cancellable operating leases as follows:

	2016 £	2015 £
Group		
Expiry date:		
Within one year	6,163	-
Between 2 and 5 years	188,006	188,006
	<u>188,006</u>	<u>188,006</u>

At 31 March 2016 the company had annual commitments under non-cancellable operating leases as follows:

Company		
Expiry date:		
Between 2 and 5 years	188,006	188,006
	<u>188,006</u>	<u>188,006</u>

18. Related party transactions

In accordance with the exemption provided by the Financial Reporting Standard for Smaller Entities (effective January 2015) the financial statements do not include disclosure of transactions between the company and entities which are part of the group where 100% of the voting rights are controlled within the group.

There were no other related party transactions requiring disclosure in the financial statements.

19. Controlling party

In the opinion of the directors, there was no ultimate controlling party during the years ended 31 March 2015 and 2016.

20. Company limited by guarantee

The company is limited by guarantee and does not have any share capital. The liability of the members in the event of the company being liquidated is limited to £1 per member.