REGISTRAR OF COMPANIES

PRI Association

(A company limited by guarantee)

Directors' report and consolidated financial statements

For the year ended 31 March 2018

Registered number: 07207947

THURSDAY

L7C02PPL

LD3 09/08/2018 #78

COMPANIES HOUSE

Company Information

Directors	P Webster T Sneyers (appointed 1 January 2018) M Madureira (appointed 1 January 2018) R Mokate P Mathur M Skancke S Carlisle X Den Uyl A Emslie E Halvarsson H Mizuno
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

Contents

Directors' report
For the year ended 31 March 2018

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 2018.

Principal activity

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 Webster
T Sneyers (appointed 1 January 2018)
M Madureira (appointed 1 January 2018)
M Barros (resigned 31 December 2017)
R Mokate
P Mathur
M Skancke
S Carlisle
G Aiyer (resigned 31 December 2017)
X Den Uyl
A Emslie
E Halvarsson
H Mizuno

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Group's financial statements 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 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 to 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.

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.

Directors' report (continued)
For the year ended 31 March 2018

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 the director is aware, there is no relevant audit information of which the company and the Group's auditor is unaware, and
- the 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 companies 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 Aug 3, 2018 and signed on its behalf.

Mats Skancke

M Skancke
Director

Independent auditor's report to the members of PRI Association

For the year ended 31 March 2018

Opinion

We have audited the financial statements of PRI Association (the 'parent company') and its subsidiaries (the 'Group') for the year ended 31 March 2018, which comprise the Group Statement of comprehensive income, the Group and company Balance sheets and the related notes, 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 Group's and of the parent company's affairs as at 31 March 2018 and of the Group's surplus 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.

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 Group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council'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 Group's or the parent 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.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Auditor's report thereon. 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.

Independent auditor's report to the members of PRI Association (continued)

For the year ended 31 March 2018

Opinion 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report 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 Group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

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 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 take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Group strategic report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement on page 1, 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.

In preparing the financial statements, the directors are responsible for assessing the Group's and the parent 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 Group or the parent 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.

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

Independent auditor's report to the members of PRI Association (continued)
For the year ended 31 March 2018

Use of our 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.

Buzzacott LLP

Katherine White (Senior statutory auditor)
for and on behalf of
Buzzacott LLP
Statutory Auditor
130 Wood Street
London
EC2V 6DL
Date: 03/08/18

Consolidated statement of comprehensive income
For the year ended 31 March 2018

	2018 £	2017 £
Income	**11,190,048**	9,048,086
Administrative expenses	**(11,015,443)**	(9,055,609)
Operating surplus/(deficit)	**174,605**	(7,523)
Interest receivable and similar income	**19,740**	20,525
Interest payable and expenses	**(1,383)**	-
Surplus before taxation	**192,962**	13,002
Tax on surplus	**223**	(4,432)
Surplus for the financial year	**193,185**	8,570
Foreign exchange movement on reserves	**1,471**	(8,054)
Other comprehensive income for the year	**1,471**	(8,054)
Total comprehensive income for the year	**194,656**	516
Surplus for the year attributable to:		
Owners of the parent company	**193,185**	8,570
Total comprehensive income for the year attributable to:		
Owners of the parent company	**194,656**	516

Consolidated balance sheet
As at 31 March 2018

	Note		2018 £		2017 £
Fixed assets					
Intangible assets	4		**4,470**		14,221
Tangible assets	5		**120,351**		168,713
			124,821		182,934
Current assets					
Debtors: amounts falling due within one year	7	**1,859,432**		1,028,833	
Cash at bank and in hand		**4,641,662**		3,496,495	
		6,501,094		4,525,328	
Creditors: amounts falling due within one year	8	**(3,496,322)**		(1,773,325)	
Net current assets			**3,004,772**		2,752,003
Net assets			**3,129,593**		2,934,937
Capital and reserves					
Foreign exchange reserve			**(7,117)**		(8,588)
Contingency reserve			**450,000**		450,000
Income and expenditure account			**2,686,710**		2,493,525
			3,129,593		2,934,937

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

Martin Skancke

M Skancke
Director

Date: Aug 3, 2018

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

Company balance sheet
As at 31 March 2018

	Note		2018 £		2017 £
Fixed assets					
Tangible assets	5		**120,351**		168,713
Investments	6		**846**		846
			121,197		169,559
Current assets					
Debtors: amounts falling due within one year	7	**1,916,121**		1,096,329	
Cash at bank and in hand		**4,501,776**		3,362,176	
		6,417,897		4,458,505	
Creditors: amounts falling due within one year	8	**(3,358,839)**		(1,732,724)	
Net current assets			**3,059,058**		2,725,781
Total assets less current liabilities			**3,180,255**		2,895,340
Net assets			**3,180,255**		2,895,340
Capital and reserves					
Other reserves			**450,000**		450,000
Surplus brought forward		**2,445,340**		2,538,120	
Surplus/(deficit) for the year		**284,915**		(92,780)	
Profit and loss account carried forward			**2,730,255**		2,445,340
			3,180,255		2,895,340

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

M Skancke
Director

Date: Aug 3, 2018

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

Notes to the financial statements
For the year ended 31 March 2018

1. General information

PRI Association is a company limited by guarantee incorporated in England and Wales. Its company registration number is 07207947. The registered office is 25 Camperdown Street, London, E1 8DZ.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' ('FRS 102') and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 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 FRS 102 Section 1A - small entities.

2.3 Basis of consolidation

The consolidated financial statements present the results of the company and its subsidiaries as if they form a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the Balance sheet, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the Consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

The company has taken advantage of the exemption in Section 408 of the Companies Act 2006 from presenting its individual statement of comprehensive income.

2.4 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 accrual basis.

2.5 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. 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.

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Notes to the financial statements
For the year ended 31 March 2018

2. Accounting policies (continued)

2.6 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

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

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Consolidated statement of comprehensive income.

2.7 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.8 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.10 Financial instruments

The group only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Consolidated statement of comprehensive income.

2.11 Creditors

Short term 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.

Notes to the financial statements
For the year ended 31 March 2018

2. **Accounting policies (continued)**

2.12 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated statement of comprehensive income.

On consolidation, the results of overseas operations are translated into Sterling at rates approximating to those ruling when the transaction took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income.

2.13 Finance costs

Finance costs are charged to the Consolidated statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.14 Operating leases

Rentals paid under operating leases are charged to the Consolidated statement of comprehensive income on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the lease term, unless another systematic basis is representative of the time pattern of the lessee's benefit from the use of the leased asset.

2.15 Pensions

Defined contribution pension plan

The Group operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. Once the contributions have been paid the Group has no further payment obligations.

The contributions are recognised as an expense in the Consolidated statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance sheet. The assets of the plan are held separately from the Group in independently administered funds.

2.16 Interest income

Interest income is recognised in the Consolidated statement of comprehensive income using the effective interest method.

Notes to the financial statements
For the year ended 31 March 2018

2. Accounting policies (continued)

2.17 Taxation

Tax is recognised in the Consolidated statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company and the Group operate and generate income.

3. Employees

The average monthly number of employees, including directors, during the year was 77 (2017 - 73).

4. Intangible assets

Group

	Intellectual Property Rights £
Cost	
At 1 April 2017	**39,006**
At 31 March 2018	**39,006**
Amortisation	
At 1 April 2017	**24,785**
Charge for the year	**9,751**
At 31 March 2018	**34,536**
Net book value	
At 31 March 2018	**4,470**
At 31 March 2017	14,221

Notes to the financial statements
For the year ended 31 March 2018

5. Tangible fixed assets

Group and Company

	Leasehold improvement costs £	Fixtures and fittings £	Office equipment £	Computer equipment £	Total £
Cost or valuation					
At 1 April 2017	**191,433**	**69,989**	**31,859**	**59,279**	**352,560**
Additions	**-**	**-**	**-**	**34,233**	**34,233**
At 31 March 2018	**191,433**	**69,989**	**31,859**	**93,512**	**386,793**
Depreciation					
At 1 April 2017	**100,126**	**41,885**	**17,913**	**23,923**	**183,847**
Charge for the year	**38,287**	**13,998**	**6,012**	**24,298**	**82,595**
At 31 March 2018	**138,413**	**55,883**	**23,925**	**48,221**	**266,442**
Net book value					
At 31 March 2018	**53,020**	**14,106**	**7,934**	**45,291**	**120,351**
At 31 March 2017	91,307	28,104	13,946	35,356	168,713

Notes to the financial statements
For the year ended 31 March 2018

6. Fixed asset investments

Subsidiary undertakings

The following were subsidiary undertakings of the company, and are included in the consolidated financial statements:

Name	Class of shares	Holding
PRI Enterprises Limited	Ordinary	100 %
PRI US Inc.	Ordinary	100 %
PRI Association (Hong Kong) Limited	Ordinary	100 %

Name	Registered office
PRI Enterprises Limited	25 Camperdown Street, London, E1 8DZ
PRI US Inc.	45 Rockefeller Plaza #54, New York, NY, 10111-0100, USA
PRI Association (Hong Kong) Limited	27th Floor Alexandra House, 18 Chater Road, Central, Hong Kong

Company

	Investments in subsidiaries £
At 1 April 2017	**846**
At 31 March 2018	**846**
At 31 March 2017	846

7. Debtors

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Trade debtors	**644,652**	424,475	**550,455**	386,015
Amounts owed by group undertakings	**-**	-	**182,157**	131,895
Other debtors	**1,214,780**	604,358	**1,183,509**	578,419
	1,859,432	1,028,833	**1,916,121**	1,096,329

Notes to the financial statements
For the year ended 31 March 2018

8. Creditors: Amounts falling due within one year

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Trade creditors	**927,747**	302,992	**913,236**	298,193
Corporation tax	**74**	4,443	**-**	4,105
Other taxation and social security	**130,539**	114,171	**125,848**	110,660
Other creditors	**2,437,962**	1,351,719	**2,319,755**	1,319,766
	3,496,322	1,773,325	**3,358,839**	1,732,724

9. Contingency reserve

There is no planned change to the contingency reserve set aside in the year from the 2015/16 surplus. This money was set aside after a number of risks were considered. Chief among these was a potential fall in markets that would adversely impact fee income.

10. Pension commitments

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

The pension cost charge represents contributions payable by the group to the funds and amounted to £246,784 (2017 - £159,260).

Contributions totalling £28,264 (2017 - £17,672) were payable to the pension funds at the balance sheet date and are included in creditors.

11. Commitments under operating leases

At 31 March 2018 the Group and the company had future minimum lease payments under non-cancellable operating leases as follows:

	Group 2018 £	Group 2017 £	Company 2018 £	Company 2017 £
Not later than 1 year	**104,520**	205,372	**83,959**	188,006
Later than 1 year and not later than 5 years	**-**	83,959	**-**	83,959
	104,520	289,331	**83,959**	271,965

12. Related party transactions

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

13. 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.