

**Transform Scotland Limited**  
**(A Company Limited by Guarantee)**  
**Report and Financial Statements**  
**For the Year Ended**  
**31 March 2011**



**Company Number: SC 181648**

**Charity Number: SC 041516**

**Transform Scotland Limited**

**Report and Financial Statements  
For the Year Ended 31 March 2011**

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## **Transform Scotland Limited**

### **Reference and Administrative Information**

**Company registration:** SC 181648

**Charity registration:** SC 041516

**Registered office and  
principal office address:** 5 Rose Street  
Edinburgh  
EH2 2PR

### **Board of Directors**

The following served as members of the Board of Directors of the company during the year:

#### *Current directors*

L Austin  
M Harrison  
T Hart  
G Mackenzie  
L Marshall  
G McAbery  
C McCallum  
J Pinkard  
P Tetlaw  
H Todd  
J Yellowlees

#### *Former directors also serving during the financial year:*

C McGhie (resigned 6.6.11)  
T Rye (resigned 13.12.10)  
J Swann (resigned 6.6.11)

**Company Secretary**  
S Warren

**Bankers:** Bank of Scotland  
300 Lawnmarket  
Edinburgh  
EH1 2PH

**Independent Examiner:** Stanley Wynd ACIS FCIE  
The Millhouse  
72 Newhaven Road  
Edinburgh  
EH6 5QG

## **Transform Scotland Limited**

### **Report of the Directors For the Year Ended 31 March 2011**

The directors are pleased to present their report and the financial statements for the year ended 31 March 2011.

#### ***Structure, Governance and Management***

Transform Scotland Limited is a company limited by guarantee, with the liability of members limited to £1 each. The company (referred to as the "Charity") is governed by the terms of its Articles of Association and is a registered Scottish charity. The membership is made up of organisations from public, private and voluntary sectors from each of which a representative is appointed.

The directors are elected by the membership at the AGM. At each AGM, directors who, as at the date of that AGM, have been in office for three years or more shall retire but may be eligible for re-election at that meeting.

The Board of Directors creates a strategic and policy framework for the Charity, focuses on strategic direction and vision and is ultimately responsible for ensuring that the organisation fulfils its statutory requirements.

The names of members of the Board of Directors during the year are shown on page 2 together with other reference and administrative information.

#### ***Objectives and Review of Activities***

Transform Scotland Limited (TSL) is the national alliance for sustainable transport, bringing together organisations from the private, public and voluntary sectors.

The Charity's principal objectives are the promotion of sustainable development policies and practices for transport, and the education of the public on the impact of transport on the environment and society.

During the year, much work went into providing advice to the Scottish Government on its policies on climate change policy and on transport expenditure. Particular successes were the retention in the Scottish Budget of funds to promote walking and cycling, and shifting freight from road to rail and sea, and the adoption of climate change mitigation plans which set out the wide-ranging benefits that sustainable transport measures can contribute.

We have been working to secure a national public transport smartcard. We believe that a comprehensive system of smart and integrated ticketing is a key measure which has the potential to significantly increase public transport use in Scotland. International experience shows that if people hold public transport season tickets then they are much more likely to continue using public transport. However, we think it is important that the Scottish smartcard also provide pay-as-you-go options for less frequent travellers.

In the run up to the Scottish Parliament elections in May 2011, discussions were held with all of the major political parties regarding our key suggestions for the future of sustainable transport in Scotland. We were in particular pleased that a number of parties set out their commitment to further develop integrated ticketing across Scotland. We also worked closely with Stop Climate Chaos Scotland through its policy group and helped it construct its election manifesto; this led to strong demands on sustainable transport from a broad coalition that includes international development, faith, unions and environment groups.

The year has seen us prepare evidence to a wide range of Government and Network Rail consultations concerning long distance services on the East and West Coast mainlines as well as services within Scotland. We are pleased that the Scottish Government has continued with its focus on electrification of the main Edinburgh-Glasgow line and also we are pleased to see that work continues to progress on the Borders Railway. Finally, we worked in partnership with the Edinburgh Chamber of Commerce and others to reinforce the case for continuing with the Edinburgh Tram Scheme, on which progress continues towards completion of this project.

**Transform Scotland Limited**

**Report of the Directors (continued)**

***Objectives and Review of Activities (continued)***

***Financial Review***

Income and expenditure is detailed in the Statement of Financial Activities on page 6.

The deficit for the year was principally due to a decrease in grant and membership income received over the course of the year. The Board expects both to recover in the following year.

Staff costs continue to be the main expenditure and this has decreased in line with requirements of the office.

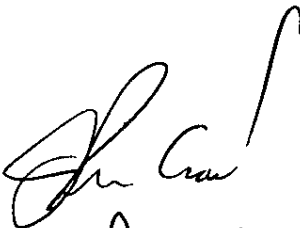
Transform Scotland has agreed a reserves policy of holding reserves amounting £14,300 to cover costs in the event of having to close due to the organisation being no longer financially sustainable. The Board accepts that they are a long way short of this figure and are looking at ways to achieve it and will review its reserves policy each year with a view to ensuring that the level of reserves held is appropriate.

The Executive Committee's report has been prepared taking advantage of the small companies' exemption of section 415A of the Companies Act 2006.

**By order of the Board**

Director

Name

  
John PINKARD

Date: 12/10/11

**Independent Examiner's Report  
To the Trustees (the Directors) of Transform Scotland Limited**

I report on the accounts of the charity for the year ended 31 March 2011 which are set out on pages 6 to 10.

**Respective responsibilities of directors and examiner**

The charity's Trustees are responsible for the preparation of the accounts in accordance with the terms of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006.

The Trustees consider that the audit requirement of Regulation 10(1) (a) to (c) of the Accounts Regulations does not apply. It is my responsibility to examine the accounts as required under section 44(1) (c) of the Act and to state whether particular matters have come to my attention.

**Basis of independent examiner's statement**

My examination is carried out in accordance with Regulation 11 of the Charities Accounts (Scotland) Regulations 2006. An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeks explanations from the Trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently I do not express an audit opinion on the view given by the accounts.

**Independent examiner's statement**

In the course of my examination, no matter has come to my attention

1. which gives me reasonable cause to believe that in any material respect the requirements:

- to keep accounting records in accordance with Section 44(1) (a) of the 2005 Act and Regulation 4 of the 2006 Accounts Regulations, and
- to prepare accounts which accord with the accounting records and comply with Regulation 8 of the 2006 Accounts Regulations have not been met, or

2. to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.



Stanley Wynd ACIS FCIE  
The Millhouse  
72 Newhaven Road  
Edinburgh  
EH6 5QG

Date 27/10/11

**Transform Scotland Limited**

**Statement of Financial Activities ( including Income & Expenditure Account )**

**For the Year Ended 31 March 2011**

Incoming resources:	Note	Total 2011 £	Total 2010 £
<b><i>Incoming resources from generated funds:</i></b>			
<i>Voluntary income:</i>			
Donations		160	235
Membership fees		10,180	16,995
Supporters		888	1,467
<i>Investment income:</i>			
Bank interest		10	11
<b><i>Incoming resources from charitable activities:</i></b>			
Research grants and fees		<u>35,000</u>	<u>59,900</u>
<b>Total incoming resources</b>		<u><b>46,238</b></u>	<u><b>78,608</b></u>
<b>Resources expended:</b>			
<b><i>Charitable activities:</i></b>			
Staff costs	2	46,501	54,693
Staff training & welfare		310	104
Travel and subsistence		346	586
Conferences and subscriptions		530	341
Rent, heat & light		4,304	2,922
Office expenses		633	1,718
Bank charges		9	70
Insurance		390	388
Admin support costs		1,560	1,674
Printing/design		506	2,249
Consultancy		4,000	3,878
Website		413	107
Depreciation		429	508
Sundry expenses		55	944
<b>Governance costs</b>	6	<u>984</u>	<u>3,803</u>
<b>Total resources expended</b>		<u><b>60,970</b></u>	<u><b>73,985</b></u>
<b>Net incoming / (outgoing) resources</b>			
- Net income / (expenditure) for year		<u>(14,732)</u>	<u>4,623</u>
<b>Net movement in funds</b>			
		(14,732)	4,623
<b>Funds brought forward</b>			
		<u>17,917</u>	<u>13,294</u>
<b>Funds carried forward</b>			
	8	<u><u>3,185</u></u>	<u><u>17,917</u></u>

All funds are unrestricted funds

The notes on pages 8 to 10 form part of these financial statements.

**Transform Scotland Limited**  
**Balance Sheet at 31 March 2011**

	Note	2011 £	2010 £
<b>Fixed Assets</b>			
Tangible assets	3	<u>502</u>	<u>931</u>
<b>Current Assets</b>			
Debtors	4	511	12,854
Cash at bank and in hand		<u>5,823</u>	<u>7,622</u>
		<u>6,334</u>	<u>20,476</u>
<b>Creditors:</b>			
<i>Amounts due within one year</i>	5	<u>3,651</u>	<u>3,490</u>
<b>Net Current Assets</b>		<u>2,683</u>	<u>16,986</u>
<b>Net Assets</b>		<u><u>3,185</u></u>	<u><u>17,917</u></u>
<b>Funds</b>			
Unrestricted funds	8	<u>3,185</u>	<u>17,917</u>
<b>Total Funds</b>	8	<u><u>3,185</u></u>	<u><u>17,917</u></u>

For the year ending 31st March 2011 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.


**Directors' responsibilities:**

- the members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476,
- the directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts
- these accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008).

The accounts on pages 6 to 10 were authorised for issue by the directors and are signed on their behalf by:

Director

Name

  
 John Pinkard

Date

12/10/11

The notes on pages 8 to 10 form part of these financial statements.



## **Transform Scotland Limited**

### **Notes to the Accounts**

#### **1. Accounting policies**

##### ***Basis of accounting***

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and the Statement of Recommended Practice Accounting and Reporting by Charities, issued in March 2005 and the Charities Accounts (Scotland) Regulations 2006.

##### ***Incoming resources***

All incoming resources are included in the Statement of Financial Activities when the charity is entitled to the income and the amount can be quantified with reasonable accuracy. The following specific policies are applied to particular categories of income:

- Voluntary income received by way of grants, donations and gifts is included in full in the Statement of Financial Activities when receivable. Grants, where entitlement is not conditional on the delivery of a specific performance by the charity, are recognised in the period to which it relates.
- Donated services and facilities are included at the value to the charity where this can be quantified. The value of services provided by volunteers has not been included in these accounts.
- Investment income is included when receivable.
- Incoming resources from grants, where related to performance and specific deliverables, are accounted for as the charity earns the right to consideration by its performance.

##### ***Resources Expended***

Expenditure is recognised on an accruals basis as a liability is incurred. Expenditure includes VAT which cannot be recovered and is reported as part of the expenditure to which it relates:

- Charitable expenditure comprises those costs incurred by the charity in the delivery of its activities for its beneficiaries.
- Governance costs include those costs associated with meeting the constitutional and statutory requirements of the charity and include the independent examiner's fees and costs linked to the strategic management of the charity.

##### ***Tangible fixed assets and depreciation***

Tangible fixed assets are stated at cost less depreciation. Depreciation is calculated by the straight line method to write off the cost of fixed assets over their estimated useful lives at the following rate:

Office equipment & furniture: 25% per annum

##### ***Taxation***

The company is exempt from corporation tax on its charitable activities.

The company is not registered for VAT and expenditure includes VAT where relevant.

##### ***Fund Accounting***

Restricted funds may only be used for particular purposes within the objects of the charity as specified by the donor or by the terms of an application for the funds.

Designated funds are set aside by the directors out of unrestricted funds for specific purposes or projects.

The Unrestricted general fund is available to be used for any of the charitable objects at the discretion of the directors.

# **Transform Scotland Limited**

## **Notes to the Accounts (continued)**

<b>2. Staff costs</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Wages & salaries	42,813	50,309
Social security costs	<u>3,688</u>	<u>4,384</u>
<b>Total staff costs</b>	<b><u>46,501</u></b>	<b><u>54,693</u></b>

The full-time equivalent number of employees in the year was 1.5 (2010 - 2).  
There were no employees with emoluments above £60,000.

<b>3. Tangible Fixed Assets</b>	<b>Office equipment</b>
<b>Cost:</b>	<b>£</b>
At 1 April 2010	4,460
Additions	-
At 31 March 2011	<u>4,460</u>
 <b>Depreciation:</b>	
At 1 April 2010	3,529
Charge for period	<u>429</u>
At 31 March 2011	<u>3,958</u>
 <b>Net Book Value:</b>	
At 31 March 2011	<u>502</u>
 At 31 March 2010	<u>931</u>

<b>4. Debtors</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Fees due	-	12,500
Other debtors and prepayments	<u>511</u>	<u>354</u>
	<b><u>511</u></b>	<b><u>12,854</u></b>

<b>5. Creditors</b>	<b>2011</b>	<b>2010</b>
<i>Amounts falling due within one year:</i>	<b>£</b>	<b>£</b>
Trade creditors	-	1,268
Tax & social security	2,916	1,311
Accruals & deferred income	<u>735</u>	<u>911</u>
	<b><u>3,651</u></b>	<b><u>3,490</u></b>

<b>6. Governance costs</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Accounts and independent examination (2010: accounts)	575	700
Board expenses	41	223
Legal fees	<u>368</u>	<u>2,880</u>
	<b><u>984</u></b>	<b><u>3,803</u></b>

# Transform Scotland Limited

## Notes to the Accounts (continued)

<b>7. Independent Examiner</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Remuneration of independent examiner	200	-

## 8. Movement on Funds

	<b>At 01/04/10</b>	<b>Incoming Resources</b>	<b>Outgoing Resources</b>	<b>At 31/03/11</b>
<i>Unrestricted funds:</i>				
General fund	<u>17,917</u>	<u>46,238</u>	<u>(60,970)</u>	<u>3,185</u>
<b>Total unrestricted funds</b>	<u>17,917</u>	<u>46,238</u>	<u>(60,970)</u>	<u>3,185</u>
<b>Total funds</b>	<u>17,917</u>	<u>46,238</u>	<u>(60,970)</u>	<u>3,185</u>

All funds in the year were unrestricted funds

## 9. Related party transactions

No remuneration was paid to the directors of the company during either year.  
Travel expenses totalling £109 (2010 - £152) were reimbursed to two directors.