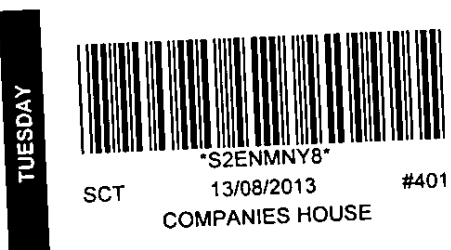


Transform Scotland Limited
(A Company Limited by Guarantee)
Report and Financial Statements
For the Year Ended
31 March 2013



Company Number: SC181648

Charity Number: SC041516

Transform Scotland Limited

**Report and Financial Statements
For the Year Ended 31 March 2013**

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Transform Scotland Limited

Reference and Administrative Information

Company registration: SC181648

Charity registration: SC041516

**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	
F Crawford	(appointed 28.8.12)
P Hawkins	(appointed 3.12.12)
S Hay	(appointed 11.6.12)
Cllr. L Hinds	(appointed 11.6.12)
L Marshall	
G McAbery	
C McCallum	
J McCormick	
P Matthews	(appointed 4.3.13)
P Tetlaw	
H Todd	
J Yellowlees	

Former directors also serving during the financial year:

S Blackley	(resigned 11.6.12)
G Mackenzie	(resigned 11.6.12)
M Harrison	(resigned 3.12.12)
J Pinkard	(resigned 3.12.12)

Company Secretary
S Hay

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 2013

The directors are pleased to present their report and the financial statements for the year ended 31 March 2013.

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 course of the year, we have carried out a number of projects which advance the case for sustainable transport. In May 2012, we published the active travel advocacy document 'Active Travel, Active Scotland' in alliance with a number of other Scottish charities; this document made the case for a greater focus on walking and cycling. In September 2012, we published the 'Warning Signs' report; this report highlighted the state of progress towards sustainable transport across Scotland. In October 2012, we published the 'On Track for Business' report; this made a productivity case for business travelers to switch from air to rail for journeys between Edinburgh and London.

At the end of the financial year, we were in the process of completing projects on: active travel in the Central Scotland Green Network; air pollution levels in Scotland; and the economic value of cycle tourism. We were also in the process of commencing projects analysing, firstly, Public Bodies' progress on implementing their duties under the Climate Change (Scotland) Act 2009, and, secondly, how the Scottish cities were faring on sustainable transport.

We have continued to engage in a wide area of sustainable transport policy and practice (including bus, rail and ferry policy; freight policy; land use planning; and the Scottish Budget process). We have responded to numerous policy consultations, provided written and oral evidence to parliamentary inquiries, and met with a wide range of government, industry and voluntary sector stakeholders.

We have engaged in advancing Scottish climate policy through our involvement in the Transport Sub-Group of the 2020 Climate Group and the Policy Committee of Stop Climate Chaos Scotland. In the former, we took a leading role in preparing the relaunch of the 'Choose Another Way' initiative. Through the latter, we have been heavily engaged in providing input to the Scottish Government's revised climate change action plan ('RPP2').

Our work has been accomplished in large part through the voluntary efforts of our Board of Directors plus a range of volunteer assistants who have been instrumental in carrying out our research, campaigns and communications work.

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.

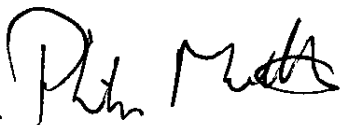
The income for the year was less than 2011-12 due mainly to a decrease in donations due to a large donation not being repeated in this year. However, this was partly made up with an increase in grant income for the year. Staff costs continue to be the main expenditure and these increased in the year. A surplus of £6,066 was achieved at the end of the year.

Transform Scotland has agreed a reserves policy of holding reserves amounting £20,500 to cover costs in the event of having to close due to the organisation being no longer financially sustainable. The Board will review its reserves policy each year with a view to ensuring that the level of reserves held is appropriate. This figure had been achieved by the end of the year and the free reserves of £42,438 (the net current assets) also include funds that will be utilised for future expenditure.

By order of the Board

Director

Name


Philip MATTHEWS

Date:

1/8/13

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

I report on the accounts of the charity for the year ended 31 March 2013 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

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

Date 12/8/13

Transform Scotland¹ Limited

Statement of Financial Activities (including Income & Expenditure Account)

For the Year Ended 31 March 2013

	Note	Unrestricted Funds £	Restricted Funds £	Total 2013 £	Total 2012 £
Incoming resources:					
<i>Incoming resources from generated funds:</i>					
<i>Voluntary income:</i>					
Grants		50,000	1,750	51,750	40,000
Donations		105	-	105	16,395
Membership fees		13,005	-	13,005	16,440
Supporters		1,015	-	1,015	959
<i>Investment income:</i>					
Bank interest		19	-	19	5
<i>Incoming resources from charitable activities:</i>					
Fee income		24,850	-	24,850	26,502
Total incoming resources		88,994	1,750	90,744	100,301
Resources expended:					
<i>Charitable activities:</i>					
Staff costs	2	60,118	-	60,118	48,478
Staff training & welfare		84	-	84	-
Travel and subsistence		251	255	506	381
Conferences		-	-	-	72
Volunteer expenses		356	-	356	90
Office expenses		974	-	974	726
Insurance		333	-	333	396
Rent & services		4,657	-	4,657	4,711
Printing & design		2,323	910	3,233	406
Website		542	-	542	746
Events		874	523	1,397	66
Subscriptions		396	-	396	559
Admin support costs		1,860	-	1,860	1,800
Bank charges		27	-	27	-
Campaigns		-	-	-	675
Consultancy		8,460	-	8,460	5,110
Donations made		-	-	-	666
Depreciation		568	-	568	412
Sundry expenses		273	-	273	84
<i>Governance costs</i>	6	894	-	894	680
Total resources expended		82,990	1,688	84,678	66,058
Net incoming / (outgoing) resources					
- Net income / (expenditure) for year		6,004	62	6,066	34,243
Transfers		62	(62)	-	-
Net movement in funds		6,066	-	6,066	34,243
Funds brought forward		37,428	-	37,428	3,185
Funds carried forward	8	43,494	-	43,494	37,428

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

Transform Scotland Limited
Balance Sheet at 31 March 2013

	Note	2013 £	2012 £
Fixed Assets			
Tangible assets	3	<u>1,056</u>	<u>465</u>
Current Assets			
Debtors	4	9,400	12,271
Cash at bank and in hand		<u>36,749</u>	<u>30,057</u>
		<u>46,149</u>	<u>42,328</u>
Creditors:			
<i>Amounts due within one year</i>	5	<u>3,711</u>	<u>5,365</u>
Net Current Assets		<u>42,438</u>	<u>36,963</u>
Net Assets		<u>43,494</u>	<u>37,428</u>
Funds			
Unrestricted funds	8	<u>43,494</u>	<u>37,428</u>
Total Funds	8	<u>43,494</u>	<u>37,428</u>

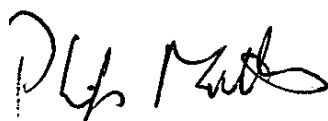
For the year ending 31st March 2013 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

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

Peter Mathews

Date

1/8/13

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)

2. Staff costs	2013	2012
	£	£
Wages & salaries	55,560	44,743
Social security costs	<u>4,558</u>	<u>3,735</u>
Total staff costs	<u>60,118</u>	<u>48,478</u>

The full-time equivalent number of employees in the year was 1.5 (2012 - 1.5).
There were no employees with emoluments above £60,000.

3. Tangible Fixed Assets	Office equipment
Cost:	£
At 1 April 2012	1,646
Additions	<u>1,159</u>
At 31 March 2013	<u>2,805</u>
 Depreciation:	
At 1 April 2012	1,181
Charge for period	<u>568</u>
At 31 March 2013	<u>1,749</u>
 Net Book Value:	
At 31 March 2013	<u>1,056</u>
 At 31 March 2012	<u>465</u>

4. Debtors	2013	2012
	£	£
Fees due	6,000	6,000
Memberships due	3,400	5,775
Other debtors and prepayments	<u>-</u>	<u>496</u>
	<u>9,400</u>	<u>12,271</u>

5. Creditors	2013	2012
<i>Amounts falling due within one year:</i>	£	£
Trade creditors	118	774
Tax & social security	2,868	3,866
Accruals & deferred income	<u>725</u>	<u>725</u>
	<u>3,711</u>	<u>5,365</u>

Transform Scotland Limited

Notes to the Accounts (continued)

6. Governance costs

	2013	2012
	£	£
Accounts and independent examination	575	575
Board expenses	306	91
Legal fees	13	14
	<u>894</u>	<u>680</u>

7. Independent Examiner

	2013	2012
	£	£
Remuneration of independent examiner	200	200
Accountancy and other services	375	375

8. Movement on Funds

	At 01/04/12	Incoming Resources	Outgoing Resources	Transfers	At 31/03/13
	£	£	£	£	
Restricted funds:					
Polden Puckham Charitable Trust	-	1,750	(1,688)	(62)	-
Total restricted funds	<u>-</u>	<u>1,750</u>	<u>(1,688)</u>	<u>(62)</u>	<u>-</u>
Unrestricted funds:					
General fund	37,428	88,994	(82,990)	62	43,494
Total unrestricted funds	<u>37,428</u>	<u>88,994</u>	<u>(82,990)</u>	<u>62</u>	<u>43,494</u>
Total funds	<u>37,428</u>	<u>90,744</u>	<u>(84,678)</u>	<u>-</u>	<u>43,494</u>

A grant of £1,750 was received from the Polden Puckham Charitable Trust for costs associated with producing the Annual Sustainable Transport Report. The residual amount was used for other purposes with the permission of the funder.

9. Related party transactions

No remuneration was paid to the directors of the company during either year. Travel expenses totalling £166 (2012 - £8) were reimbursed to two directors.