



Grant Thornton

Financial statements Corporate Governance Services Limited

For the year ended 31 December 2009

Amending

7/10/2010

THURSDAY



LHKTE08P

LD4	14/10/2010	128
	COMPANIES HOUSE	
L27	30/09/2010	290
	COMPANIES HOUSE	

Company No. 06251652

Officers and professional advisers

Company registration number	06251652
Registered office	33 Wigmore Street London W1U 1AU
Directors	PB Stone SJ Mills I Potter M Shore M Landman DA Sykes
Secretary	Wigmore Secretaries Limited
Bankers	Barclays Bank plc 1 Churchill Place London E14 5HP
Solicitors	Mischon de Reya Summit House 12 Red Lion Square London E14 5HP
Auditor	Grant Thornton UK LLP Chartered Accountants Statutory Auditor Churchill House Chalvey Road East Slough SL1 2LS

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Report of the directors

The directors present their report and the financial statements of the company for the year ended 31 December 2009

Principal activities

The principal activity of the company during the year was the provision of company governance services

Business review and future developments

The company has no plans in the immediate future other than to continue with its principal activities

The company continues to invest in best practice in terms of staff, training and information technology

The directors have considered the financial position of the company and forecast cashflows. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current economic climate.

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

Results and dividends

The profit for the year amounted to £18,545 (2008 £24,644). The directors have not recommended a dividend (2008 £nil).

Financial risk management objectives and policies

The company uses a variety of financial instruments including cash, equity investments and various items, such as trade debtors and trade creditors which arise directly from its operations. The main purpose of these financial instruments is to provide working capital for the company's operations. The existence of these financial instruments exposes the company to a number of financial risks, which are described in more detail below.

The main risk arising from the company's financial instruments is liquidity risk. The directors review and agree policies for managing this risk and they are summarised below.

Liquidity risk

The company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Report of the directors (continued)

Directors

The directors who served the company during the year were as follows

PB Stone
SJ Mills
I Potter
M Shore
M Landman
DA Sykes

Directors' responsibilities

The directors are responsible for preparing the Report of the directors 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- 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 responsible for keeping adequate accounting records that 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. They 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.

In so far as the directors are aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Report of the directors

Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

ON BEHALF OF THE BOARD


PB Stone
Director

21/9/2010

Independent auditor's report to the members of Corporate Governance Services Limited

We have audited the financial statements of Corporate Governance Services Limited for the year ended 31 December 2009 which comprise the principal accounting policies, the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 auditors

As explained more fully in the directors' responsibilities statement, set out on page 4, 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 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 (APB'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 APB's website at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its profit 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the directors 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 Corporate Governance Services Limited (continued)

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, or returns adequate for our audit have not been received from branches not visited by us, or
- the 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



Amrish Shah Bsc FCA
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Slough

30 September 2010
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Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom Accounting Standards

The directors have reviewed the accounting policies adopted by the company and consider them to be the most appropriate. The accounting policies have remained unchanged from the previous year.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) 'Cash Flow Statements' from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent undertaking produces a consolidated cash flow statement.

Turnover

Turnover is the total amount receivable by the company for services provided, excluding VAT, and is stated gross of disbursements incurred on behalf of and recharged to clients.

Turnover is recognised when a right to consideration has been obtained through performance under each contract and reflects the contract activity during the year having regard to the stage of completion of each contract and the relative uncertainty of predicting ultimate profitability on long term assignments. Revenue in respect of conditional or contingent fee engagements, which is over and above any agreed minimum fee, is recognised when the conditions or contingency have been met.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more, or a right to pay less or to receive more tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured on an undiscounted basis using the rates of tax that has been enacted or substantially enacted by the balance sheet date.

Principal accounting policies (continued)

Financial Instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Profit and loss account

	Note	2009 £	2008 £
Turnover	1	236,000	236,000
Cost of sales		(213,650)	(203,011)
Gross profit		22,350	32,989
Other operating charges	2	(1,886)	(1,897)
Operating profit		20,464	31,092
Interest payable and similar charges	4	—	(24)
Profit on ordinary activities before taxation		20,464	31,068
Tax on profit on ordinary activities	5	(1,919)	(6,424)
Profit for the financial year	12	18,545	24,644

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the year as set out above

The accompanying accounting policies and notes form part of these financial statements.

Balance sheet

	Note	2009 £	2008 £
Current assets			
Debtors	6	100,356	62,678
Cash at bank		23	4,094
		<u>100,379</u>	<u>66,772</u>
Creditors amounts falling due within one year	8	(57,090)	(42,028)
Net current assets		<u>43,289</u>	<u>24,744</u>
Total assets less current liabilities		<u>43,289</u>	<u>24,744</u>
Capital and reserves			
Called-up equity share capital	11	100	100
Profit and loss account	12	43,189	24,644
Shareholders' funds	13	<u>43,289</u>	<u>24,744</u>

These financial statements were approved by the directors and authorised for issue on 21/9/2010, and are signed for their behalf by

PB Stone
Director

Company Registration Number 06251652

The accompanying accounting policies and notes form part of these financial statements.

Notes to the financial statements

1 Turnover

The turnover and profit before tax are attributable to the continuing principal activities of the company

The directors have not provided an analysis of turnover as they believe that it would be prejudicial to the interests of the company

2 Other operating charges

	2009 £	2008 £
Administrative expenses	<u>1,886</u>	<u>1,897</u>

Auditor's remuneration, both as an auditor and in respect of other services, is met by a fellow subsidiary of the ultimate parent company and statutory information relating to auditor's remuneration is given in the financial statements of that company

Liability Limitation Agreement with the auditor

The company has entered into a liability limitation agreement with Grant Thornton UK LLP, the statutory auditor, in respect of the statutory audit for the year ended 31 December 2009. The proportionate liability agreement follows the standard terms in Appendix B to the Financial Reporting Council's June 2008 Guidance on Auditor Liability Agreements, and was approved by the shareholders on 21 September 2010.

3 Particulars of employees

The average number of staff employed by the company during the financial year amounted to

	2009 No	2008 No
Number of administrative staff	<u>16</u>	<u>16</u>

The aggregate payroll costs of the above were

	2009 £	2008 £
Wages and salaries	184,082	186,724
Social security costs	14,560	13,692
Other pension costs	15,008	2,596
	<u>213,650</u>	<u>203,012</u>

No directors were remunerated through this company, these costs are borne by a fellow subsidiary of the ultimate parent company

4 Interest payable and similar charges

	2009 £	2008 £
Interest payable on bank borrowing	<u>—</u>	<u>24</u>

5 Taxation on ordinary activities

(a) Analysis of charge in the year

	2009 £	2008 £
Current tax		
UK Corporation tax based on the results for the year at 21% (2008 - 20 75%)	<u>4,297</u>	<u>6,652</u>
Total current tax	<u>4,297</u>	<u>6,652</u>
Deferred tax		
Origination and reversal of timing differences	<u>(2,378)</u>	<u>(228)</u>
Tax on profit on ordinary activities	<u>1,919</u>	<u>6,424</u>

(b) Factors affecting current tax charge

	2009 £	2008 £
Profit on ordinary activities before taxation	<u>20,464</u>	<u>31,068</u>
Profit on ordinary activities by rate of tax	4,297	6,447
Income not taxable for tax purposes	-	(21)
Short term timing differences	-	226
Total current tax (note 5(a))	<u>4,297</u>	<u>6,652</u>

6 Debtors

	2009 £	2008 £
Amounts owed by group undertakings	97,650	62,350
Other debtors	100	100
Deferred taxation (note 7)	<u>2,606</u>	<u>228</u>
	<u>100,356</u>	<u>62,678</u>

7 Deferred taxation

The deferred tax included in the balance sheet is as follows

	2009	2008
	£	£
Included in debtors (note 6)	<u>2,606</u>	<u>228</u>

The movement in the deferred taxation account during the year was

	2009	2008
	£	£
Balance brought forward	228	-
Profit and loss account movement arising during the year	<u>2,378</u>	<u>228</u>
Balance carried forward	<u>2,606</u>	<u>228</u>

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

	2009	2008
	£	£
Other timing differences	<u>2,606</u>	<u>228</u>

8 Creditors: amounts falling due within one year

	2009	2008
	£	£
Amounts owed to group undertakings	35,510	-
Corporation tax	10,949	6,652
Other taxation and social security	8,504	34,249
Other creditors	<u>2,127</u>	<u>1,127</u>
	<u>57,090</u>	<u>42,028</u>

9 Contingent liability

There is a contingent liability in respect of bank borrowings of the group companies which have been secured by intercompany cross guarantees. At the balance sheet date the maximum liability to which the company is exposed is £1,158,309 (2008 £133,986)

10 Related party transactions

As a wholly owned subsidiary, the company is exempt from the requirements of Financial Reporting Standard No 8 'Related Party Disclosures' to disclose transactions with other wholly owned members of the group headed by The Intrust Group of Companies Limited on the grounds that consolidated accounts are publicly available from Companies House

During the year £10,000 (2008 8,000) and £13,000 (2008 £11,194) was paid to Z Landman and Y Landman respectively, for services provided as directors for other companies. These individuals are related parties as they are close family members of Martin Landman, a company director

11 Share capital

Authorised share capital

	2009	2008
	£	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid

	2009		2008	
	No	£	No	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>	<u>100</u>	<u>100</u>

12 Profit and loss account

	2009	2008
	£	£
Balance brought forward	24,644	–
Profit for the financial year	<u>18,545</u>	<u>24,644</u>
Balance carried forward	<u>43,189</u>	<u>24,644</u>

13 Reconciliation of movements in shareholders' funds

	2009	2008
	£	£
Profit for the financial year	18,545	24,644
Opening shareholders' funds	<u>24,744</u>	<u>100</u>
Closing shareholders' funds	<u>43,289</u>	<u>24,744</u>

14 Capital commitments

The directors have confirmed that there were no capital commitments at 31 December 2009 or 31 December 2008

15 Ultimate parent company

The directors consider the immediate and ultimate parent undertaking of the company to be The Intrust Group of Companies Limited, a company incorporated in England and Wales. Copies of the ultimate parent's consolidated financial statements are publicly available from Companies House.