

RUGBY FIRST LIMITED

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 2017

RUGBY FIRST LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2017

DIRECTORS

S.G. Leech
A. Gaffar
J.F. Carvell
S.A. Frankton
H.M. Timms
S.O. Whymant
A.D. George
I.J. Nay
R.J. Swift
L.A. Parker
G.L. Saxton
J.B. Simpson-Vince

SECRETARY

A. Gaffar

REGISTERED OFFICE

Suite 3 First Floor,
Bloxam Court,
Corporation Street,
RUGBY,
Warwickshire.
CV21 2DU

COMPANY REGISTERED NUMBER

04863144

BANKERS

Bank of Scotland,
55 Temple Row,
BIRMINGHAM.
B2 5LS

National Westminster Bank Plc.,
9 North Street,
RUGBY,
Warwickshire.
CV21 2AN

SOLICITORS

Brethertons Solicitors LLP,
16 Church Street,
RUGBY,
Warwickshire.
CV21 3PW

AUDITORS

Cottons Accountants LLP,
Chartered Accountants
Chestnut Field House,
Chestnut Field,
RUGBY,
Warwickshire.
CV21 2PD

RUGBY FIRST LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2017

CONTENTS

Pages

3-4	Directors' Report
5-7	Report of the Independent Auditors
8	Profit and Loss Account
9	Other Comprehensive Income
10	Balance Sheet
11	Statement of Changes in Equity
12-16	Notes to the Financial Statements

RUGBY FIRST LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 OCTOBER 2017

The directors present their report and the audited financial statements of the company for the year ended 31 October 2017.

DIRECTORS RESPONSIBILITIES

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), 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 of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies 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 company 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 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT OF DISCLOSURE TO AUDITORS

The directors of the company who held office on the date of approval of this annual report confirm that:

- so far as they are aware, there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

PRINCIPAL ACTIVITIES

The principal activities of the company continued to be that of running a Business Improvement District (BID) as set out in the Local Government Act 2003, the provision of consultancy services to promote town centre regeneration and acting as agent for Rugby Borough Council in respect of market and street trading activities.

RUGBY FIRST LIMITED
DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 OCTOBER 2017

DIRECTORS

The directors who served during the year were as follows:

S.G. Leech	
A. Gaffar	
M. O'Connor	Resigned 30 June 2017
J.F. Carvell	
S.A. Frankton	
H.M. Timms	
C.R.W. Lillington	Resigned 30 June 2017
S.O. Whymant	
A.D. George	
Y. Dahmash	Resigned 30 June 2017
I.J. Nay	
P.M. Rogers	Resigned 23 February 2017
S.M. Jardine	Resigned 23 February 2017
R.J. Swift	
L.A. Parker	
G.L. Saxton	
J.B. Simpson-Vince	Appointed 30 June 2017

SMALL COMPANY EXEMPTIONS

This report has been prepared taking advantage of the small companies' exemption of section 415A of the Companies Act 2006.

This report was approved by the board of directors on and signed on their behalf by:

A.D. George
Chairman

REPORT OF THE INDEPENDENT AUDITORS
TO THE MEMBERS OF RUGBY FIRST LIMITED
FOR THE YEAR ENDED 31 OCTOBER 2017

We have audited the financial statements of Rugby First Limited (the 'company') for the year ended 31 October 2017 which comprise Profit and Loss Account, Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, 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 Section 1A 'The financial Reporting Standard applicable in the UK and Republic of Ireland' (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 a Report of the Auditors 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.

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 October 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been properly 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 Auditors responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC'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 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 in the Directors' Report, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, 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 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.

REPORT OF THE INDEPENDENT AUDITORS (CONTINUED)
TO THE MEMBERS OF RUGBY FIRST LIMITED
FOR THE YEAR ENDED 31 OCTOBER 2017

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 the applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the 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 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; 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' exemption in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statements set out on page 3, 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 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 company or to cease operations, or have no realistic alternative but to do so.

REPORT OF THE INDEPENDENT AUDITORS (CONTINUED)
TO THE MEMBERS OF RUGBY FIRST LIMITED
FOR THE YEAR ENDED 31 OCTOBER 2017

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 a Report of the Auditors 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: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our Report of the Auditors.

Mark Palmer Bsc FCA (Senior Statutory Auditor)
for and on behalf of Cottons Accountants LLP,
Statutory Auditors,
Chestnut Field House,
Chestnut Field,
RUGBY,
Warwickshire.
CV21 2PD

RUGBY FIRST LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 OCTOBER 2017

	2017 £	2016 £
TURNOVER	1,053,041	1,208,938
Distribution costs and selling expenses	(173,003)	(214,224)
Administrative expenses	(929,520)	(936,025)
OPERATING (LOSS)/PROFIT	(49,482)	58,689
Other interest receivable and similar income	54	258
Interest payable and similar charges	(5,000)	(6,002)
(LOSS)/PROFIT BEFORE TAXATION	(54,428)	52,945
Taxation	1,144	(2,554)
(LOSS)/PROFIT AFTER TAXATION	(53,284)	50,391
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	(53,284)	50,391

The notes on pages 12-16 form part of these financial statements

RUGBY FIRST LIMITED
OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 OCTOBER 2017

	2017 £	2016 £
(Loss)/Profit for the financial year	(53,284)	50,391
Remeasurement gain/(loss) on defined benefit pension plan	112,800	(4,581)
Total comprehensive income for the year	<u>59,516</u>	<u>45,810</u>

The notes on pages 12-16 form part of these financial statements

RUGBY FIRST LIMITED
 Company registered number: 04863144
BALANCE SHEET AT 31 OCTOBER 2017

	Note	2017 £	2016 £
FIXED ASSETS			
Property, plant and equipment	(3)	312,501	368,435
CURRENT ASSETS			
Debtors	(4)	131,528	90,320
Cash at bank and in hand		352,389	463,979
		483,917	554,299
CREDITORS: Amounts falling due within one year	(5)	(197,923)	(239,640)
NET CURRENT ASSETS		285,994	314,659
TOTAL ASSETS LESS CURRENT LIABILITIES		598,495	683,094
CREDITORS: Amounts falling due after more than one year	(6)	(49,800)	(57,196)
PROVISIONS FOR LIABILITIES	(7)	(32,140)	(168,859)
NET ASSETS		516,555	457,039
CAPITAL AND RESERVES			
Other reserves		(36,164)	(148,964)
Retained earnings		552,719	606,003
SHAREHOLDERS' FUNDS		516,555	457,039

These accounts 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 of directors on and signed on their behalf by:

A.D. George, Director

The notes on pages 12-16 form part of these financial statements

RUGBY FIRST LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 OCTOBER 2017

	Retained earnings	Other reserves	Total equity
	£	£	£
At 1 November 2015	555,612	(144,383)	411,229
Remeasurement loss on defined benefit pension plan	-	(4,581)	(4,581)
Profit for the year	50,391	-	50,391
	<hr/>	<hr/>	<hr/>
At 31 October 2016 and 1 November 2016	606,003	(148,964)	457,039
Remeasurement gain on defined benefit pension plan	-	112,800	112,800
Loss for the year	(53,284)	-	(53,284)
	<hr/>	<hr/>	<hr/>
At 31 October 2017	<u>552,719</u>	<u>(36,164)</u>	<u>516,555</u>

The notes on pages 12-16 form part of these financial statements

RUGBY FIRST LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 OCTOBER 2017

1. SIGNIFICANT ACCOUNTING POLICIES

1a. Statement of compliance

Rugby First Limited is a private company limited by guarantee, incorporated in England and Wales.

Registered office:
Suite 3 First Floor,
Bloxam Court,
Corporation Street,
RUGBY,
Warwickshire.
CV21 2DU

These financial statements are the first financial statements that comply with FRS 102 section 1A. The date of transition is 1 November 2015.

Details of the effects of transition to FRS 102 are shown in note 11.

Basis of accounting

These financial statements have been prepared in accordance with the provisions of Section 1A of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006.

The financial statements have been prepared under the historical cost convention. The presentation currency is £ sterling which is the functional currency of the company and rounded to the nearest £.

1c. Turnover

Turnover represents income derived from the provision of services during the year, excluding Value Added Tax. It represents the BID Levy, maintenance of CCTV equipment in the local town and grants received in relation to the year, income from consultancy services provided and the collection of street and market trading income.

Turnover is recognised in respect of the BID Levy and CCTV maintenance at the fair value of the consideration received or receivable for the year.

Income from consultancy services provided is recognised by reference to the stage of completion at the balance sheet date.

The company acts as agent for Rugby Borough Council in respect of the collection of street and market trading income and recognises its percentage of profits as turnover.

RUGBY FIRST LIMITED
NOTES TO THE ACCOUNTS (CONTINUED)
FOR THE YEAR ENDED 31 OCTOBER 2017

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1d. Taxation

Current tax represents the amount of tax payable or receivable in respect of the taxable profit (or loss) for the current or past reporting periods. It is measured at the amount expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous periods. It is recognised in respect of all timing differences, with certain exceptions. Timing differences are differences between taxable profits and total comprehensive income as stated in the financial statements that arise from the inclusion of income and expense in tax assessments in periods different from those in which they are recognised in the financial statements. Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of timing differences.

1e. Property, plant and equipment

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes costs directly attributable to making the asset capable of operating as intended.

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value, of each asset on a systematic basis over its expected useful life as follows:

Freehold buildings	Straight line 20 years
CCTV and security equipment	Straight line 3, 5, or 10 years
Cleaning Equipment	Straight line 3 or 8 years
Christmas lights	Straight line 5 years
Town centre Wifi	Straight line 5 years
Furniture and fittings	Straight line 3, 5 or 8 years
Computers	Straight line 3 years
Motor vehicles	Straight line 4 or 10 years

1f. Short term debtors and creditors

Debtors and creditors receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in profit and loss.

1g. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months.

1h. Leased assets

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term. Lease incentives are recognised over the lease term on a straight line basis.

RUGBY FIRST LIMITED
NOTES TO THE ACCOUNTS (CONTINUED)
FOR THE YEAR ENDED 31 OCTOBER 2017

1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

1i. Employee benefits

The company operates a defined contribution plan for the benefit of its employees. Contributions are recognised as an expense as incurred. The assets of the scheme are held separately from those of the company in an independent administered fund.

The company also participates in a multi-employer, defined benefit scheme operated by Warwickshire County Council. A liability for the company's obligations under the scheme is recognised net of plan assets. The net change in the net defined benefit liability is recognised as the cost of the defined benefit plan during the period. Pension plan assets are measured at fair value and the defined benefit obligation is measured on an actuarial basis using the projected unit method. Actuarial valuations are obtained at least triennially and are updated at each balance sheet date.

1j. Government Grants

Government grants are recognised at the fair value of the asset received or receivable when there is reasonable assurance that the company will comply with the conditions attaching to them and the grants will be received, using the accrual model.

Grants are credited to deferred income. Grants towards capital expenditure are released to the profit and loss account as the related expenditure is expensed. Fixed assets acquired using the grants are capitalised at gross cost and depreciated over their expected useful lives.

1k. Provisions

Provisions are recognised when the company has an obligation at the balance sheet date as a result of a past event, it is probable that an outflow of economic benefits will be required in settlement and the amount can be reliably estimated.

2. EMPLOYEES

The average number of employees during the year were as follows:

	2017	2016
	No.	No.
Management and administration	3	3
Operations	18	18
	<hr/> 21	<hr/> 21
	<hr/> <hr/>	<hr/> <hr/>

RUGBY FIRST LIMITED
NOTES TO THE ACCOUNTS (CONTINUED)
FOR THE YEAR ENDED 31 OCTOBER 2017

3. PROPERTY, PLANT AND EQUIPMENT

	Freehold £	Plant & Machinery £	Fixtures & Equipment £	Total £
Cost				
At 1 November 2016	73,067	147,994	1,238,874	1,459,935
Additions	-	-	38,128	38,128
At 31 October 2017	<u>73,067</u>	<u>147,994</u>	<u>1,277,002</u>	<u>1,498,063</u>
Depreciation				
At 1 November 2016	17,049	40,820	1,033,631	1,091,500
Charge for the year	3,653	22,667	67,742	94,062
At 31 October 2017	<u>20,702</u>	<u>63,487</u>	<u>1,101,373</u>	<u>1,185,562</u>
Net Book Amounts				
At 31 October 2017	<u>52,365</u>	<u>84,507</u>	<u>175,629</u>	<u>312,501</u>
At 31 October 2016	<u>56,018</u>	<u>107,174</u>	<u>205,243</u>	<u>368,435</u>

4. DEBTORS

	2017 £	2016 £
Trade debtors	101,947	36,686
Deferred tax debtor	5,519	27,551
Prepayments	24,062	26,083
	<u>131,528</u>	<u>90,320</u>

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £	2016 £
Trade creditors	15,030	33,562
Corporation tax	234	3,980
Other taxes and social security	22,120	30,177
Other creditors	107,300	108,058
Accruals and deferred income	53,239	63,863
	<u>197,923</u>	<u>239,640</u>

Included in accruals and deferred income is £25,901, (2016, £39,957) relating to grants received towards the purchase of the CCTV, other security systems, christmas lights and town centre wifi and £2,733 (2016, £2,303) in respect of accrued pension contributions.

RUGBY FIRST LIMITED
NOTES TO THE ACCOUNTS (CONTINUED)
FOR THE YEAR ENDED 31 OCTOBER 2017

6. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR

	2017	2016
	£	£
Deferred income	49,800	57,196

Deferred income represents grants received towards the purchase of the CCTV, other security systems, christmas lights and town centre wifi.

7. PROVISIONS FOR LIABILITIES

	2017	2016
	£	£
Deferred taxation	818	1,029
Defined benefit pension liability	31,322	167,830
	<u>32,140</u>	<u>168,859</u>

8. SHARE CAPITAL

The company is limited by guarantee and therefore has no share capital. The liability of each member is limited to £1.

9. OTHER FINANCIAL COMMITMENTS

The company had total pension commitments of £34,055 (2016, £170,133), and other financial commitments of totalling £83,995 (2016, £92,275) at the balance sheet date.

10. RELATED PARTY TRANSACTIONS

At the year end £107,218, (2016, £107,218) was due to Rugby Town Centre Company Limited, the directors of which are also directors of the company.

The company has not entered into any other material transactions not conducted under normal market conditions with any of its directors.

11. TRANSITION TO FRS 102

The transition to FRS 102 has not resulted in any adjustment to total equity. In order to comply with the standard, deferred taxation on the pension liability is now shown separately in debtors.