

**RUGBY FIRST LIMITED**

**FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 OCTOBER 2018**

**RUGBY FIRST LIMITED**  
**FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 OCTOBER 2018**

**DIRECTORS**

S.G. Leech  
J.F. Carvell  
S.A. Frankton  
S.O. Whyment  
A.D. George  
R.J. Swift  
L.A. Parker  
G.L. Saxton  
J.B. Simpson-Vince  
S.M. Lowe  
M.D. Sutcliffe  
L.M. Fordham  
R.G. Warren

**SECRETARY**

R.G. Warren

**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 2018**

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**RUGBY FIRST LIMITED**  
**DIRECTORS' REPORT**  
**FOR THE YEAR ENDED 31 OCTOBER 2018**

The directors present their report and the audited financial statements of the company for the year ended 31 October 2018.

**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 2018**

**DIRECTORS**

The directors who served during the year were as follows:

S.G. Leech	
A. Gaffar	Resigned 28 February 2019
J.F. Carvell	
S.A. Frankton	
H.M. Timms	Resigned 24 May 2018
S.O. Whyment	
A.D. George	
I.J. Nay	Resigned 28 February 2019
R.J. Swift	
L.A. Parker	
G.L. Saxton	
J.B. Simpson-Vince	
S.M. Lowe	Appointed 24 May 2018
M.D. Sutcliffe	Appointed 28 June 2018
L.M. Fordham	Appointed 28 June 2018

**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 2018**

We have audited the financial statements of Rugby First Limited (the 'company') for the year ended 31 October 2018 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 2018 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 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 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 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 2018**

**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 2018**

	2018 £	2017 £
<b>TURNOVER</b>	1,053,604	1,053,041
Distribution costs and selling expenses	(170,484)	(173,003)
Administrative expenses	(863,944)	(929,520)
<b>OPERATING PROFIT/(LOSS)</b>	19,176	(49,482)
Other interest receivable and similar income	256	54
Interest payable and similar charges	(1,012)	(5,000)
<b>PROFIT/(LOSS) BEFORE TAXATION</b>	18,420	(54,428)
Taxation	994	1,144
<b>PROFIT/(LOSS) AFTER TAXATION</b>	19,414	(53,284)
<b>PROFIT/(LOSS) FOR THE FINANCIAL YEAR</b>	19,414	(53,284)

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

**RUGBY FIRST LIMITED**  
**OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 OCTOBER 2018**

	2018 £	2017 £
Profit/(Loss) for the financial year	19,414	(53,284)
Remeasurement gain/(loss) on defined benefit pension plan	(14,695)	112,800
Total comprehensive income for the year	<u>4,719</u>	<u>59,516</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 2018**

	Note	2018 £	2017 £
<b>FIXED ASSETS</b>			
Property, plant and equipment	(3)	251,921	312,501
		<hr/>	<hr/>
<b>CURRENT ASSETS</b>			
Debtors	(4)	151,187	131,528
Cash at bank and in hand		422,284	352,389
		<hr/>	<hr/>
		573,471	483,917
<b>CREDITORS: Amounts falling due within one year</b>	(5)	(231,897)	(197,923)
		<hr/>	<hr/>
<b>NET CURRENT ASSETS</b>		341,574	285,994
		<hr/>	<hr/>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		593,495	598,495
<b>CREDITORS: Amounts falling due after more than one year</b>	(6)	(29,454)	(49,800)
<b>PROVISIONS FOR LIABILITIES</b>	(7)	(42,767)	(32,140)
		<hr/>	<hr/>
<b>NET ASSETS</b>		521,274	516,555
		<hr/> <hr/>	<hr/> <hr/>
<b>CAPITAL AND RESERVES</b>			
Other reserves		(50,859)	(36,164)
Retained earnings		572,133	552,719
		<hr/>	<hr/>
<b>SHAREHOLDERS' FUNDS</b>		521,274	516,555
		<hr/> <hr/>	<hr/> <hr/>

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 2018**

	<b>Retained earnings</b>	<b>Other reserves</b>	<b>Total equity</b>
	<b>£</b>	<b>£</b>	<b>£</b>
At 1 November 2016	606,003	(148,964)	457,039
Remeasurement loss on defined benefit pension plan	-	112,800	112,800
Loss for the year	(53,284)	-	(53,284)
	<hr/>	<hr/>	<hr/>
At 31 October 2017 and 1 November 2017	552,719	(36,164)	516,555
Remeasurement gain on defined benefit pension plan	-	(14,695)	(14,695)
Profit for the year	19,414	-	19,414
	<hr/>	<hr/>	<hr/>
At 31 October 2018	<u>572,133</u>	<u>(50,859)</u>	<u>521,274</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 2018**

**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

**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.

**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.

**RUGBY FIRST LIMITED**  
**NOTES TO THE ACCOUNTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 OCTOBER 2018**

**1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**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.

**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.

**RUGBY FIRST LIMITED**  
**NOTES TO THE ACCOUNTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 OCTOBER 2018**

**1. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**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:

	<b>2018</b>	<b>2017</b>
	<b>No.</b>	<b>No.</b>
Management and administration	3	3
Operations	17	18
	<hr/>	<hr/>
	20	21
	<hr/> <hr/>	<hr/> <hr/>

**RUGBY FIRST LIMITED**  
**NOTES TO THE ACCOUNTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 OCTOBER 2018**

**3. PROPERTY, PLANT AND EQUIPMENT**

	Freehold £	Plant & Machinery £	Fixtures & Equipment £	Total £
<b>Cost</b>				
At 1 November 2017	73,067	147,994	1,277,002	1,498,063
Additions	-	-	10,791	10,791
Disposals	-	-	(1,200)	(1,200)
At 31 October 2018	<u>73,067</u>	<u>147,994</u>	<u>1,286,593</u>	<u>1,507,654</u>
<b>Depreciation</b>				
At 1 November 2017	20,702	63,487	1,101,373	1,185,562
Disposals	-	-	(1,200)	(1,200)
Charge for the year	3,653	22,668	45,050	71,371
At 31 October 2018	<u>24,355</u>	<u>86,155</u>	<u>1,145,223</u>	<u>1,255,733</u>
<b>Net Book Amounts</b>				
At 31 October 2018	<u>48,712</u>	<u>61,839</u>	<u>141,370</u>	<u>251,921</u>
At 31 October 2017	<u>52,365</u>	<u>84,507</u>	<u>175,629</u>	<u>312,501</u>

**4. DEBTORS**

	2018 £	2017 £
Trade debtors	120,458	101,947
Deferred tax debtor	6,421	5,519
Prepayments	24,308	24,062
	<u>151,187</u>	<u>131,528</u>

**5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2018 £	2017 £
Trade creditors	23,498	15,030
Corporation tax	-	234
Other taxes and social security	24,103	22,120
Other creditors	107,358	107,300
Accruals and deferred income	76,938	53,239
	<u>231,897</u>	<u>197,923</u>

Included in accruals and deferred income is £20,346, (2017, £25,901) relating to grants received towards the purchase of the CCTV, other security systems, christmas lights and town centre wifi and £5,077 (2017, £2,733) in respect of accrued pension contributions.



**RUGBY FIRST LIMITED**  
**NOTES TO THE ACCOUNTS (CONTINUED)**  
**FOR THE YEAR ENDED 31 OCTOBER 2018**

**6. CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR**

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Deferred income	29,454	49,800

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

**7. PROVISIONS FOR LIABILITIES**

	<b>2018</b>	<b>2017</b>
	<b>£</b>	<b>£</b>
Deferred taxation	656	818
Defined benefit pension liability	42,111	31,322
	<u>42,767</u>	<u>32,140</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 £47,188 (2017, £34,055), and other financial commitments of totalling £59,266 (2017, £83,995) 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.