Registration number: 9771284

# **National Federation of Subpostmasters**

Annual Report and Financial Statements for the Year Ended 30 September 2019

Lucraft Hodgson & Dawes LLP 2/4 Ash Lane Rustington West Sussex BN16 3BZ

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# **Company Information**

Chairman

Mr Joseph David Timothy Boothman

Chief executive

Mr Calum Brian Greenhow

**Directors** 

Ms Sue Jude

Mr Bharat Pranjivan Visani

Mr Samuel Houston Mr David Sanghera Mr Nileshchandra Joshi

Mr Sajjad Hussain Mrs Susan Edgar Mr Paul S H McBain Ms Christine Donnelly Ms Catriona Chick Mr Stuart Rogers

Registered office

Evelyn House

22 Windlesham Gardens Shoreham-By-Sea West Sussex BN43 5AZ

**Auditors** 

Lucraft Hodgson & Dawes LLP

2/4 Ash Lane Rustington West Sussex BN16 3BZ

### Directors' Report for the Year Ended 30 September 2019

The directors present their report and the financial statements for the year ended 30 September 2019.

#### Directors of the company

The directors who held office during the year were as follows:

Mr Kevin Hogarth (ceased 20 January 2020)

Ms Sue Jude

Mr Bharat Pranjivan Visani

Mr Samuel Houston

Mr David Sanghera

Mr Nileshchandra Joshi

Mr Sajjad Hussain

Mrs Susan Edgar

Mr Paul S H McBain

Mr James Arthur Nott (ceased 31 May 2019)

Ms Yvonne Fennell (ceased 16 January 2020)

Mr George Ritchie Thomson (ceased 8 April 2019)

Ms Christine Donnelly (appointed 1 June 2019)

Mr Stuart Rogers

The following director was appointed after the year end:

Ms Catriona Chick (appointed 12 March 2020)

#### Principal activity

The principal activity of the company is that of a membership organisation.

#### **Directors' liabilities**

The company carries indemnity and fidelity insurance for all of its officers and directors.

#### Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

#### Reappointment of auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of Lucraft Hodgson & Dawes LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

#### Small companies provision statement

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

# Directors' Report for the Year Ended 30 September 2019

Approved by the Board on 23 March 2020 and signed on its behalf by:

Mr Calum Brian Greenhow

Chief executive

# Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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). 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 surplus or deficit of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# Independent Auditor's Report to the Members of National Federation of Subpostmasters

#### Opinion

We have audited the financial statements of National Federation of Subpostmasters (the 'company') for the year ended 30 September 2019, which comprise the 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 FRS 102 Section 1A 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2019 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.

#### 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 Auditor's 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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 we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

# Independent Auditor's Report to the Members of National Federation of Subpostmasters

We have nothing to report in this regard.

#### Opinion on other matter 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 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' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

#### Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities [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, 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.

# 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 an auditor's report 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 www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

# Independent Auditor's Report to the Members of National Federation of Subpostmasters

### Use of our report

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.

Guy Michael Butterwooth (Senior Statutory Auditor)

For and on behalf of Lucraft Hodgson & Dawes LLP, Statutory Auditor

2/4 Ash Lane Rustington West Sussex BN16 3BZ

Date: 10 VALY 2020.

# Profit and Loss Account for the Year Ended 30 September 2019

	Note	2019 £	2018 £
Turnover		2,883,893	3,103,126
Other operating income		102,809	139,381
Direct costs		(67,790)	(59,502)
Employee benefits expense		(1,601,267)	(1,640,901)
Depreciation and amortisation expense		(35,256)	(39,067)
Other expenses		(1,302,310)	(1,353,731)
Other (losses)/gains		(14,472)	21,727
Operating (deficit)/surplus Other interest receivable and similar income Interest payable and similar charges		(34,393) 44,648 (176)	<b>171,033</b> 38,052
Surplus before tax	5	10,079	209,085
Taxation		877	(46,630)
Surplus for the year		10,956	162,455

The above results were derived from continuing operations.

(Registration number: 9771284)

Balance Sheet as at 30 September 2019

	Note	2019 £	2018 £
Fixed assets			
Intangible assets	6	23,825	33,495
Tangible assets	7	766,804	780,989
Investments		119,000	119,000
Other financial assets	9	1,201,404	1,211,069
		2,111,033	2,144,553
Current assets			
Debtors	10	1,265,901	1,430,415
Cash at bank and in hand		1,181,488	1,149,475
		2,447,389	2,579,890
Creditors: Amounts falling due within one year	11	(1,080,484)	(1,256,585)
Net current assets		1,366,905	1,323,305
Total assets less current liabilities		3,477,938	3,467,858
Provisions for liabilities		(52,541)	(68,534)
Net assets		3,425,397	3,399,324
Capital and reserves			
Revaluation reserve		122,182	131,937
Other reserves		3,067,601	3,068,884
Profit and loss account		235,614	198,503
Total equity		3,425,397	3,399,324

These financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

Approved and authorised by the Board on 23 March 2020 and signed on its behalf by:

Mr Joseph David Timothy Boothman

Chairman

Mr Calum Brian Greenhow

Calum B Greenlan

Chief executive

# Statement of Changes in Equity for the Year Ended 30 September 2019

	Revaluation reserve £	Merger reserve £	Profit and loss account	Total £
At 1 October 2018 Surplus for the year Other comprehensive income	131,937 - -	3,068,884 - 15,117	198,503 10,956 -	3,399,324 10,956 15,117
Total comprehensive income Transfers	(9,755)	15,117 (16,400)	10,956 26,155	26,073 -
At 30 September 2019	122,182	3,067,601	235,614	3,425,397
	Revaluation	Merger	Profit and	Total
	reserve £	reserve £	loss account £	£
At 1 October 2017 Surplus for the year Other comprehensive income		<del>-</del>		
Surplus for the year	£	£ 3,079,167	£ 6,175	£ 3,228,044 162,455

### Notes to the Financial Statements for the Year Ended 30 September 2019

#### 1 General information

The company is a company limited by guarantee, incorporated in England, and consequently does not have share capital. Each of the members is liable to contribute an amount not exceeding £1 towards the assets of the company in the event of liquidation.

The address of its registered office is: Evelyn House 22 Windlesham Gardens Shoreham-By-Sea West Sussex BN43 5AZ United Kingdom

These financial statements were authorised for issue by the Board on 23 March 2020.

#### 2 Accounting policies

#### Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### Statement of compliance

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

### Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

These financial statements are presented in Sterling, which is also the company's functional currency. The financial statements are rounded to the nearest £1.

### Group accounts not prepared

The financial statements present information about National Federation of Subpostmasters as an individual company and do not contain consolidated information about the group. Group accounts have not been prepared by the parent company as the group qualifies as small and as such it is not legally required to file group accounts.

### Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is shown net of sales/value added tax, returns, rebates and discounts.

The company recognises revenue when:

The amount of revenue can be reliably measured;

it is probable that future economic benefits will flow to the entity;

and specific criteria have been met for each of the company's activities.

# Notes to the Financial Statements for the Year Ended 30 September 2019

#### Other grants

Grants of a revenue nature are recognised in income statement over the period to which they relate.

Grants relating to specific projects are recognised in the income statement as the related costs are incurred.

#### Foreign currency transactions and balances

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences between taxable profits and profits reported in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised when 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 reporting date and that are expected to apply to the reversal of the timing difference.

#### Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

#### Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

#### Asset class

Land and buildings Computer equipment and software Office equipment

#### Depreciation method and rate

2% - Straight line 33% - Straight line 25% - Reducing balance

#### Business combinations

The acquisition of the undertaking of the National Federation of Subpostmasters has been accounted for under the purchase method. The fair value of the assets acquired, less the actual consideration provided, has been treated as a capital contribution from the members.

# Notes to the Financial Statements for the Year Ended 30 September 2019

#### **Amortisation**

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

#### Asset class

Computer software

Amortisation method and rate 33% - Straight line

Investments

Investments are included at fair value.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

#### Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Trade debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

#### Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

Trade creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

### Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

### Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

# Notes to the Financial Statements for the Year Ended 30 September 2019

# 3 Staff numbers

The average number of persons employed by the company (including directors) during the year, was 34 (2018 - 35).

### 4 Auditors' remuneration

	2019 £	2018 £
Audit of the financial statements	9,600	9,500
Other fees to auditors Taxation compliance services All other non-audit services	2,400 10,680	2,500 6,740
	13,080	9,240

### 5 Profit before tax

Arrived	at after	charging/	(crediting)
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	2019	2018
	£	£
Depreciation expense	35,256	39,067

# 6 Intangible assets

	Internally generated software development costs £	Total £
Cost or valuation At 1 October 2018 Additions acquired separately	72,643 7,674	72,643 7,674
At 30 September 2019	80,317	80,317
Amortisation At 1 October 2018 Amortisation charge	39,148 17,344	39,148 17,344
At 30 September 2019	56,492	56,492

# Notes to the Financial Statements for the Year Ended 30 September 2019

		Internally generated software development costs £	Total £
Carrying amount			
At 30 September 2019		23,825	23,825
At 30 September 2018		33,495	33,495
7 Tangible assets			
	Land and buildings £	Furniture, fittings and equipment £	Total £
Cost or valuation At 1 October 2018 Additions	820,000 -	9,136 3,727	829,136 3,727
At 30 September 2019	820,000	12,863	832,863
Depreciation At 1 October 2018 Charge for the year	41,000 16,400	7,147 1,512	48,147 17,912
At 30 September 2019	57,400	8,659	66,059
Carrying amount	actions of the state of the sta		
At 30 September 2019	762,600	4,204	766,804
At 30 September 2018	779,000	1,989	780,989

Included within the net book value of land and buildings above is £762,600 (2018 - £779,000) in respect of freehold land and buildings.

# Notes to the Financial Statements for the Year Ended 30 September 2019

#### 8 Investments

	2019	2018 £
Investments in subsidiaries	£ 119,000	119,000
	119,000	119,000
Subsidiaries		£
Cost or valuation At 1 October 2018		119,000
Provision		
Carrying amount		
At 30 September 2019		119,000
At 30 September 2018		119,000
Subsidiaries		£
<b>Fair value</b> At 1 October 2018		119,000
At 30 September 2019		119,000
Details of undertakings		

Details of the investments (including principal place of business of unincorporated entities) in which the company controls 20% or more of the voting rights or rights to capital on dissolution, are as follows:

Undertaking	Registered office	Holding	Proportion of votir rights held	
Subsidiary undertaking	gs.		2019	2018
N.F.S.P Trading Limited	Evelyn House 22 Windlesham Gardens Shoreham-by-Sea West Sussex BN43 5AZ England	Sole member	100%	100%

# Notes to the Financial Statements for the Year Ended 30 September 2019

### Subsidiary undertakings

N.F.S.P Trading Limited

The principal activity of N.F.S.P Trading Limited is the provision of commercial trading services to the National Federation of Subpostmasters and its members.. The profit for the financial period of N.F.S.P Trading Limited was £13,540 and the aggregate amount of capital and reserves at the end of the period was £119,198.

# Notes to the Financial Statements for the Year Ended 30 September 2019

#### Other investments

The market value of the listed investments at 30 September 2019 was £1,201,404 (2018 - £1,211,068).

# 9 Other financial assets (current and non-current)

	Financial assets at fair value through profit and	Total £
	loss £	
Non-current financial assets		
Cost or valuation At 1 October 2018 Fair value adjustments Additions Disposals	1,211,069 (9,755) 507,232 (507,142)	1,211,069 (9,755) 507,232 (507,142)
At 30 September 2019	1,201,404	1,201,404
Carrying amount		
At 30 September 2019	1,201,404	1,201,404

### 10 Debtors

	Note	2019 £	2018 £
Trade debtors		733,042	789,361
Amounts owed by group undertakings and undertakings in which the company has a participating interest	14	174,996	120,069
Prepayments		64,185	56,312
Other debtors		293,678	464,673
		1,265,901	1,430,415

# Notes to the Financial Statements for the Year Ended 30 September 2019

#### 11 Creditors

Creditors: amounts falling due within one year

	Note	2019 £	2018 £
Due within one year			
Trade creditors		24,643	48,831
Social security and other taxes		134,689	104,073
Outstanding defined contribution pension costs		14,353	19,798
Other payables		885	685
Accrued expenses		128,101	184,103
Income tax liability		313	46,595
Deferred income		777,500	852,500
		1,080,484	1,256,585

#### 12 Reserves

The changes to each component of equity resulting from items of other comprehensive income for the current year were as follows:

	Merger reserve £	Total £
Surplus/(deficit) on revaluation of other assets	15,117	15,117
	15,117	15,117

The changes to each component of equity resulting from items of other comprehensive income for the prior year were as follows:

	Merger reserve £	Total £
Surplus/(deficit) on revaluation of other assets	8,825	8,825

# 13 Financial commitments, guarantees and contingencies

Amounts not provided for in the balance sheet

The total amount of financial commitments not included in the balance sheet is £25,031 (2018 - £18,858).

National	Federation	of Sub	postmasters
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# Notes to the Financial Statements for the Year Ended 30 September 2019

# 14 Related party transactions

Transactions with directors

Directors' remuneration

The directors' remuneration for the year was as follows:

	2019	2018
	£	£
Remuneration	137,359	226,624
Contributions paid to money purchase schemes	22,524	37,003
	159,883	263,627

During the year the number of directors who were receiving benefits was as follows:

	2019	2018
	No.	No.
Accruing benefits under money purchase pension scheme	2	2

# Notes to the Financial Statements for the Year Ended 30 September 2019

Summary	of transactions	with subsidiaries

N.F.S.P. Trading Limited a wholly owned subsidiary.

This company provided the related party with managerial and publishing services.

# Income and receivables from related parties

2019	Subsidiary £
Sale of goods	10,800
Receipt of services	37,195
	47,995
2018	Subsidiary

2018	Subsidiary £
Sale of goods	13,500
Receipt of services	36,821
	50,321

# Loans to related parties

2019	Subsidiary £
At start of period Advanced	120,069 57,012
At end of period	177,081

2018	Subsidiary £
At start of period Advanced	63,916 56,153
At end of period	120,069

Terms of loans to related parties

The loan is interest free and repayable on demand.

