MANCHESTER CITY FOOTBALL CLUB P.L.C.

Report and Accounts

1991







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Notice of Meeting

NOTICE IS HEREBY GIVEN that the ninety-seventh Annual General Meeting of the Company will be held on Friday 1st. November, 1991 at the Manchester City Social Club, Maine Road, Moss Side at 12.00 noon.

Agenda

- 1. To confirm the Minutes of the last Annual General Meeting.
- 2. To receive the Auditors' Report.
- 3. To receive and consider the Accounts and the Directors' Report.
- 4. To re-elect F. Pye as a Director of the Company.
 To re-elect G. J. Doyle as a Director of the Company.
 To re-elect W. A. Miles as a Director of the Company.
- 5. To re-appoint Boardmans as Auditors.
- 6. To authorise the Directors to fix the remuneration of the Auditors.

By order of the Board J. B. HALFORD, Secretary. 27th September 1991

Notes to the Agenda

- 1. The Company's Articles of Association provide that no person except a retiring Director shall be elected as Director unless seven days previous notice in writing shall be given to the Company of the intention of any member to propose any person other than a retiring Director for election to the office of Director, stating the name and address of the person who offers himself, or is proposed as a candidate.
- 2. Any member entitled to vote at this Meeting may appoint another person, who need not be a member, as his proxy to attend and vote on his behalf. The instrument appointing a proxy duly witnessed shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting.



Directors

P. J. SWALES (Chairman)
F. PYE (Vice-Chairman)
I. L. G. NIVEN, F.B.I.I.
C. B. MUIP, O.B.E.
M. T. HORWICH
W. C. ADAMS
A. G. THOMAS
G. J. COYLE
W. A. MILES
TURNBULL
J. GREIBACH

HONORARY PRESIDENTS

A. E. ALEXANDER, M.S.I.A. S. S. ROSE, M.B., F.R.C.S.

SECRETARY J. B. HALFORD

GENERAL MANAGER
J. FRIZZELL

MANAGER

P. REID

Registered Office

Maine Road, Moss Side, Manchester M14 7WN.

Bankers

THE ROYAL BANK OF SCOTLAND plc

Auditors

BOARDMANS Chartered Accountants

Solicitors

FOX BROOKS MARSHALL

Chairman's Report

lam delighted to report an all-time record trading profit of £1,136,736. This is the 7th, year running we have made a profit before transfers, proving that the hard core business of the Company is in good condition. The net expenditure on player purchases in the year was £927,845. Once again, I must mention that our most valuable assets, the players, are not shown on our balance sheet. Our estimate of the current value of our playing staff, in today's market would be in excess of £10m. This would give the Company a net asset position of over £12m.

Our average league attendance last Season was 27,873 and continues to be one of the highest in the country. May I take this opportunity to thank our supporters for their wonderful backing. Our final League position was the highest since 1978.

We all look forward to the advent of the Premier League of which we hope to be a part. This is a natural progression or football as it approaches the 21st. Century and I am of the opinion that this major step will be sood not just for the top clubs, but the whole of football in this country.

During the year we have continued to refurbish and upgrade the Stadium to meet the standards required for the modern day supporter. During 1992 we will commence work on the Platf Lane redevelopment. This is the biggest project in the history of the Club and could only be undertaken as a result of the continued growth of the Company. In addition, in order to comply with the implementation of the Taylor Report, the Club will be seating the Kippax Street Stand by the commencement of the 1994/95 season, making the stadium all-seater.

Once again we have expanded our Commercial activities and the support we have received from the business community has been of vital importance to the Club. Brother, our major sponsor, remain enthusiastic supporters of all aspects of the Club. Their backing has never wavered, even during a difficult economic climate. We also receive significant financial support from our kit agreement with Umbro. Football shirts, etc. are now very much a part of the leisurewear industry and for this reason we have extended our Souvenir Shop to make it one of the best in the country. Income from match sponsorship and related activities exceeded all previous records and the opening of the Ambassador Suite is another step in our programme of improvements of facilities for corporate hospitality.

The new Platt Lane Stand will include the provision of 48 Executive Boxes, each with its own private balcony. This project will give the Club additional sources of income and the stand will provide excellent facilities for supporters and advertisers, not least from our friends at Greenalls and Tom Garner Motors. Our telephone information services, Clubcall and Ticketcall have increased in popularity, again ensuring our supporters can be kept up-to-date with Club news and ticket details.

The Ticket Office has now changed to a computerised system and is currently being extended and completely refurbished to cater more efficiently for our supporters' needs. This extension work will also include the Travel Club offices. We have one of the largest away followings in the country and therefore require facilities to deal with their bookings and arrangements. The Supporters Club and Junior Blues Club continue to flourish, expanding our following all around the world.

I am grateful for the support received from my fellow directors and all our staff. Many thanks also to everyone else who contributes in many different ways to enhance the good name and reputation of Manchester City Football Club.

P. J. SWALES Chairman

P. T. Sudel

Report of the Directors 1991

The Directors submit their report and the audited accounts for the year ended 31st May, 1991.

1. Principal Activity and Fleview of the Business.

The principal activity of the Company is that of a professional Football League Club. A review of the business and future developments are included in the Chairman's report.

2. Results and Dividends

The trading profit for the year amounted to £208,891. No dividends are proposed in respect of the year.

3. Directors

The Directors and their interests in the shares of the Company at the end of each financial year or on appointment were as set out below:-

•	Ordinar	Ordinary Shares		'A' Ordinary Non Voting Shares	
	1991	1990	1991	1990	
P. J. Swales	226,850	226,850	2,500	2,500	
I. L. G. Niven	31,004	31,004	300	300	
C. B. Muir	957	5,237	2,000	2,000	
M. T. Horwich	8,850	8,850	500	500	
W. C. Adams	8,170	8,170	1,250	1,250	
A. G. Thomas	150	150	· -	_	
G. J. Doyle	15	15		-	
F. Pye	1,062	1,062	_	-	
W. A. Miles	10,345	10,345	250	250	
B. Turnbull	10	10	250	250	
J. Greibach	10	10	_	-	

F. Pye, G. J. Doyle and W. A. Miles retire and being eligible offer themselves for re-election.

4. Fixed Assets

The changes in fixed assets during the year are summarised in note 6 to the accounts on page 12.

5. Auditors

The auditors, Boardmans, have expressed their willingness to continue in office and a resolution for their re-appointment will be submitted at the Annual General Meeting.

By Order of the Board J. B. HALFORD Secretary. 27th September, 1991.

M.B. Hagine Mayine

Manchester City Football Club plc

Report of the Auditors

To the Members of Manchester City Football Club plc

We have audited the accounts on pages 7 to 16 in accordance with auditing standards.

In our opinion, the financial statements, which have been prepared under the historical cost convention (apart from the revaluation of certain fixed assets) give a true and fair view of the state of the Company's affairs as at 31st. May, 1991 and of the profit and source and application of funds for the year ended on that date and comply with the Companies Act 1985.

BOARDMANS, Registered Auditors Chartered Accountants Hale, Cheshire, 27th September, 1991

Profit and Loss Account 'Year Ended 31st May, 1991

		1:	991		1990
	NOTES	2	٤	£	٤
TURNOVER	2		6,468,670		6,728,235
Administrative Expenses Staff Costs Transfer fees expenditure Payments to other Clubs, Leagues and Associations	3 (a) 3 (b)	1,318,026 2,476,073 1,954,645 167,188		1,139,202 2,249,682 4,551,050 221,395	,
	re,		5,915,932		8,161,329
OPERATING PROFIT/(LOSS) Donations from Development	3		552,738		(1,433.094)
Association			152,242		145,229
			704,980		(1,287,865)
Interest Payable	4		496,089		385,901
PROFIT/(LOSS) ON ORDINARY BEFORE TAXATION	ACTIVITIES		208,891		(1,673,766)
Tax on Profit/(Loss) on ordinary activities	5				<u></u>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		•	£208.891		£(1,673,766)

Manchester City Football Club pic

Balance Sheet As at 31st May, 1991

		1	991	1	1990
	NOTES	£	£	£	£
FIXED ASSETS Tangible Assets CURRENT ASSETS	6		8,450,225		7,767,615
Investments	7 8 9	1,000 3,000 562,974 4,449		1,000 2,511 578,280 4,971	
1 4.		571,423		586,762	
CREDITORS Amounts failing due within one year		(5,717,641)		(5,198,246)	
NET CURRENT LIABILITIES			(5,146,218)		(4,611,484)
TOTAL ASSETS LESS CURRENT LIABILITIES			3,304,007		3,156,131
CREDITORS Amounts falling due after more than one year	11		(1,157,558) £2,146,449		(1.218,573) £1,937,558
Financed by:					
Called up Share Capital Share Premium Calls on Shares forfeited	12 13		778,815 50,290 23		778,815 50,290 23
Revaluation Reserve Profit and Loss Account	14 15		4,489,710 (3,172,389)		4,489,710 (3,381,280)
			£2,146,449 ————		£1,937,558

Signed on behalf of the Board

P. J. Swales
A. G. Thomas
27th September, 1991

DIRECTORS
P. J. Rubbel
P. J.

J Swaller

J. B. Halford, SECRETARY

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Statement of Source and Application of Funds -Year Ended 31st May, 1991

,		1991		1990
	£	£	£	£
SOURCE OF FUNDS Profit/(loss) before taxation Adjustment for Item not involving the movement of funds:		208,891		(1,673,766)
Depreciation		30,607		19,092
		239,498		(1,654,674)
Funds from other sources Net proceeds from issue of shares Hire Purchase Advances Loans Introduced		74,195 11,000 324,693		(59) 24,805 (1,629,928)
APPLICATION OF FUNDS Purchase of Fixed Assets Mortgage Repayments Increase in Deferred Income Building Loan Repayments Hire Purchase Repayments Repayment of City Bonds	724,217 40,454 (609,029) 28,000 23,563 22,000		215,784 14,996 (165,005) 112,000 4,188 21,700	•
INCREASE/(DECREASE) IN WORKING CAPITAL		229,205 £95,488		(203,663) £(1,833,591)
Represented by:- Stock Debtors Creditors		489 (15,306) 1,119,259 1,104,442		(1,599) (140,285) (1,253,394) (1,395,278)
Movement in Net Liquid Funds Decrease in Cash Balances		(1,008,954) £95,488		(438,313) £(1,833,591)

Manchester City Football Club ple

Notes to the Accounts 1991

1. ACCOUNTING POLICIES

These accounts have been prepared under the historical cost convention

(a) TURNOVER

Turnover represents amounts receivable by the Company, excluding value added tax, for goods and services supplied.

(b) TANGIBLE ASSETS AND DEPRECIATION

Tangible assets are shown at their original cost to the Company with the exception of Freehold land and buildings at Maine Road which are shown at their 1979 valuation with subsequent additions included at cost.

It is the company's policy to maintain its Freehold buildings to a high standard in order to protect and develop its trade. Therefore, the property maintains a residual disposal value in excess of its book value and accordingly no provision for depreciation is made. Depreciation has been charged on other assets in the following way:-

Fixtures and Fittings

10% reducing balance and

& Computer equipment

25% straight line

Motor Vehicles

25% reducing balance and

straight line

These rates are designed to write off the assets over their estimated useful lives.

(c) TRANSFER FEES

Transfer fees receivable and payable have been written off during the year to the Profit and Loss Account.

(d) STOCK

Stock is valued at the lower of cost and net realisable value.

(e) DEFERRED TAXATION

There is no deferred taxation liability due to losses incurred in prior years.

2. TURNOVER

Gate Receipts Related Activities Transfer Fees receivable

1991	1990
£	£
2,845,487	2,419,762
2,596,383	1,815,973
1,026,800	2,492,500
£6,468,670	£6,728,235

3. OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after charging:-

(a) Administrative Expenses

General Overheads Cost of Sales Depreciation Auditors Remuneration Vehicle Leasing and Hire	1991 £ 1,005,092 259,221 30,607 2,800 20,306	1990 £ 818,071 280,917 19,092 2,600 18,522
Directors remuneration		10,022
' *	£1,318,02 0	£1,139,202
(b) Staff Costs		
Staff Costs during the year amounted to:-		
Wages and Salaries Social Security Costs	1991 £ 2,282,303 193,770	1990 £ 2,072,947 176,735
	£2,476,073	£2,249,682

The average weekly number of employees during the year was made up as follows:-

	Number of	1990 Employees
Office and Management Playing Staff Other	30 49 18	30 40 19
	97	89

Manchester City Football Club plc

Notes to the Accounts 1991

4. INTEREST PAYABLE

	Bank Overdrafts Building Loan Mortgage Interest Hire Purchase Interest Other Interest			1991 £ 414,317 66,948 4,983 6,656 3,185 ————————————————————————————————————	1990 £ 286,653 80,655 16,800 1,793 — £385,901
5.	TAX ON PROFIT/(LOSS) ON ORDINARY ACTIV	VITIES			
	Corporation Tax on results of the year			1991 ENIL	1990 £NIL
6.	FIXED ASSETS				
	Tangible Assets	Freehold Land and Buildings	Fixtures and Fittings £	Motor Vehicles £	Totals
	(a) Cost/Valuation At 1st June, 1990 Additions Disposals	7,641,666 621,050	468,482 67,095 —	26,524 36,072 (11,000)	8,136,672 724,217 (11,000)
	At 31st May, 1991	8,262,716	535,577	51,596	8,849,889
	(b) Depreciation At 1st June, 1990 Charges for the year At 31st May, 1991		355,375 18,020 373,395	13,682 12,587 26,269	369,057 30,607 399,664
	(c) Net Book Value At 31st May 1991	£8,262,716	£162,182	£25,327	£8,450,225
	At 31st May, 1990	£7,641,666	£113,107	£12,842	£7,767,615
Cap	pital Commitments			1991	1990
	ntracted for horised but not contracted for			£ 133,893 5,230,000	£ 217.000 -

7. INVESTMENTS

8.	1,000 £1 shares in TSB Group Plc The market value of the above investment as at 31st May, 1991 was £1,500. STOCK	1991 £ £1,000 ———	1990 £ £1,000
J.	5100K	1991	1990
	Goods for resala	£ £3,000 ———	£ £2.511
9.	DEBTORS	1991 £	1990 £
	Trade Debtors Prepayments Other Debtors	336,837 101,383 124,754	414,599 100,408 63,273
	*	£562,974 ———	£578.280
10.	CREDITORS - Amounts falling due within one year		•
		1991 £	1990 £
	Building Loan Instalments Mortgage Instalments Bank Overdraft Trade Creditors Accruals Hire Purchase Instalments Taxation and Social Security Costs Loans Deferred Income Unclaimed Dividends City Bonds	104,000 6,000 2,666,607 1,021,145 226,857 27,393 329,636 35,482 1,299,841 680	104.000 13.917 1,658.175 2,367,418 186,820 4,189 142,658 10,885 687,504 680 22,000

The bank overdrafts are secured by charges on the land and premises at Maine Road and on the complex at Platt Lane.

11. CREDITORS - Amounts falling due after more than one year

	£	£
Building Loan	268,000	296,000
Mortgage Loans	190,074	190,714
Loans	661,221	717,714
Deferred Income	3,307	6,617
Hire Purchase Instalments	34,956	7,528
, mo t aronado mataminanto	34,500	7,520
	£1,157,558	£1,218,573
Building Loan		
The building loan bears interest at 2.5% over base		
•	4004	1000
	1991 £	1990
Amounts repayable within five years	372,000	400,000 £
Amounts repayable after five years	372,000	470,000
Throught of the state of the st		
	2372,000	£400,000
	2012,000	2,400,000
Mortgages The Mortgage secured on Social Club Premises is interest free . Bank base rate on	1991 £	1990 £
5% on	138,033	46.000
0% on		39,840 62,020
	_	02,020
The Mortgage secured on Residential Property bears interest at		
Bank mortgage rate on .	58,041	56,771
	0400.074	
	£196,074	£204,631
· · · · :	٤	£
Amounts repayable within five years	30,000	75,372
Amounts repayble after five years	166,074	129,259
	~~~	
	£196,074	£204,631
	·	

1990

1991

The current portion of the mortgage amounting to £6,000 is shown in current liabilities (1990-£13,917).

### Manchester City Football Club plc

# Notes to the Accounts 1991

### 11. CREDITORS - CONTD.

City Bonds	1991 £	1990 £
Amounts repayable within five years	NIL	22,000
	ENIL	£22,000
	•	
Loans		
	1991 £	1990 £
Amounts repayable within five years	696,703	728,599
Amounts repayable after five years	* ************************************	***
	£696,703	£728,599

The current portion of the loans amounting to £35,482 is shown in current (labilities (1990-£10,885).

### 12. CALLED UP SHARE CAPITAL

	1991 £	1990 £
Authorised 750,000 Ordinary Shares of £1 each 250,000 'A' Ordinary Non-Voting Shares of £1 each	750,000	750,000
	250,000	250,000
	£1,000,000	£1,000,000
Issued		
702,000 Ordinary Shares at £1 each	£ 702,000	£ 702,000
48,000 Ordinary Shares at £1 each - 25p paid 64,815 'A' Ordinary Non-Voting Shares	12,000	12,000
of £1 each	64,815	64,815
	£778,815	£778,815

#### 13. SHARE PREMIUM

	Premium arising from the issue of 'A' Ordinary Non-Voting shares net of costs of issue	1991	1990
		£50,290	£50,290
14.	REVALUATION RESERVE		
Arising on the 1979 revaluation of freehold	1991	1990	
	land and buildings at Maine Road.	£4,489,710	£4,489,710
15.	PROFIT AND LOSS ACCOUNT	1991	1990
	At 1st. June 1990	(2 221 220) £	£ 707 5141
	Profit/(loss) for the year	(3,381,280) 208,891	(1,707,514) (1,673,766)
	At 31st May, 1991	£(3,172,389)	£(3,381,280)
		<del></del>	

### 16. CONTINGENT LIABILITIES

There were no contingent liabilities as at 31st May, 1991 (1990-Nil).

### 17. TAX STATUS

The Company is considered to be a close company.

### 18. FINANCIAL TRANSACTIONS WITH OFFICERS

During the year, consultancy payments amounting to £40,000 (1990-£40,000) were made to Peter J. Swales Limited, a company controlled by Mr. P. J. Swales.

### 19. APPROVAL OF ACCOUNTS

These accounts were approved by the Board of Directors on 27th September, 1991.

### Minutes

MINUTES OF THE 96TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS HELD AT THE MANCHESTER CITY SOCIAL CLUB, MAINE ROAD, MANCHESTER ON FRIDAY, 2ND. NOVEMBER 1990 AT 12 NOON.

#### Present

Mr. P. J. Swales, Chairman, Mr. I. L. G. Niven, Senior Director, Mr. C. B. Muir, Director, Mr. M. T. Horwich, Director, Mr. W. C. Adams, Director, Mr. A. Thomas, Director, Mr. G. Doyle, Director, Mr. W. A. Miles, Director, Mr. B. Turnbull, Director, Mr. S. S. Rose, Honorary President.

Mr. J. B. Halford, Secretary, Mr. S. Conway, Auditor, and Mr. G. Smith, Solicitor, were also in attendance.

#### **Apologies**

Apologies were received from Mr. F. Pye.

#### Notice

The Notice convening the Meeting was read by the Secretary.

#### Minutes

It was proposed by Mr. B. Williams and seconded by Mr. C. Roberts and declared that the Minutes of the last Annual General Meeting held on 27th October, 1989 a copy of which was sent to registered Shareholders, would be taken as read and signed by the Chairman as a true and correct record.

#### **Auditors Report**

Mr. S. Conway read the Report on behalf of the Auditors.

### Accounts and Directors' Report

The Chairman gave the Shareholders detailed information of the list of activities in which the club were involved at the present time, both for commercial purposes and for involvement with the spectators and the Community. This showed the number of varying facilities which were available to the supporters of the Club.

He went on to explain that the development of the Platt Lane Stand had been delayed for 12 months due to the extensive problems which it had been found necessary to discuss in detail with the Local Authority and the Football Trust. However, as recently as last week, these problems had hopefully been solved and it was now hoped that the development could be commenced at the conclusion of the 1991/92 Season.

The matter of seating the Kippax Stand was explained in view of the instructions of the Taylor Report.

He then answered questions on the accounts and received the congratulations of the Shareholders for the turnaround which had occurred in the Club during the past 12 months. Following this it was proposed by Mr. M. Hutchings and seconded by Mr. P. Redstone that the accounts and Directors Report for the year ending 31st, May, 1990, be approved and adopted and this was declared carried unanimously.

#### Re-election of Directors

In accordance with the Articles of Association, four Directors retired in rotation and being eligible offered themselves for re-election

Mr. A. Thomas, Director, then told the Shareholders he was delighted to propose that Mr. P. J. Swales be re-elected and this was seconded by Mr. R. Donn. The following Directors were then re-elected as follows:-

- Mr. A. Thomas proposed by Mr. P. Sander and seconded by Mr. E. Kay.
- Mr. B. Turnbull proposed by Mr. C. Messenger and seconded by Mr. D. Britton.
- Mr. J. Greibach proposed by Mr. N. Basso and seconded by Mr. H. Mottram.
- Mr. P. J. Swales thanked the Shareholders on behalf of all the above Directors and thanked them for their continued support in himself and his fellow members.

#### Re-appointment of the Auditors

Mr. M. Marsden proposed and Mr. A. Connop seconded that Boardmans be re-appointed Auditors of the Company and that they hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting of the Company and this was declared carried by Shareholders.

#### Remuneration of Auditors

Mr. C. Hurst proposed and Mr. E. Jones seconded that the Directors he authorised to fix the remuneration of the Auditors and this was declared carried by the Shareholders.

# Minutes CONTINUED

### Alteration of Articles of Association and Objects of the Company

A discussion took place concerning the proposal by Mr. Connop (seconded by Mr. D. Homer) to alter the objects of the Club as presently set out in clause 4 of the Club's Memorandum of Association. A discussion also took place upon the proposal to adopt new Articles of Association and a further print of the proposed new objects clause. A discussion ensued concerning the new proposals. With a view to altering its Memorandum and Association with respect to the objects of the Gompany under section 4 of the Companies Act 1985 and all other powers in that behalf in manner appearing from the draft then produced and approved and initialled for the purpose of identification by the Chairman it ws RESOLVED to order the company Secretary to incorporate an item on the Notice of Annual General Meeting in the draft form then produced and for the purposes of identification initialled by the Chairman and approved and in due course subject to such draft resolution being passed to arrange printing and registration as may be necessary.

With a view to replacing the Articles of Association under section 9 of the Companies Act 1985 and all other powers in that behalf in manner appearing from the draft then produced and approved and initialled for the purposes of identification by the Chairman it was resolved to order the Company Secretary to incorporate in the Notice of Annual General Meeting an item proposing that new Articles of Association should be adopted in the form then produced and for the purpose of identification initialled by the Chairman and approved and in due course to arrange such printing and registration as may be necessary.

#### Any Other Business

Several points and questions were asked by various Shareholders and the Chairman was pleased to answer these. Following this, the Chairman and Board of Directors were unanimously congratulated for the progress which the Club had made during the last 12 months.

The Chairman thanked the Shareholders for their attendance and declared that Mr. H. Kendall, Manager would be available to address the Shareholders and to answer questions.

There being no further business, the Chairman declared the moeting closed.