

COMPANY REGISTRATION NUMBER 01913760

KINGSWOOD GOLF & COUNTRY CLUB LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31st OCTOBER 2012



BREBNERS
Chartered Accountants & Statutory Auditor
1 Suffolk Way
Sevenoaks
Kent
TN13 1YL

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

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KINGSWOOD GOLF & COUNTRY CLUB LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	T A Hilliard, OBE (Chairman) D W McClelland J T Hilliard S J Turnbull
Company secretary	J T Hilliard
Registered office	The Downs Farm Reigate Road Ewell Surrey KT17 3BY
Auditor	Brebners Chartered Accountants & Statutory Auditor 1 Suffolk Way Sevenoaks Kent TN13 1YL
Bankers	National Westminster Bank London City Office 280 Bishopsgate London EC2M 4RB

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31st OCTOBER 2012

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31st October 2012

PRINCIPAL ACTIVITIES

The principal activities of the company are the maintenance and conduct of sports complexes and the related business of licensed victuallers and restaurateurs

DIRECTORS

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

T A Hilliard, OBE (Chairman)
D W McClelland
J T Hilliard
S J Turnbull

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). 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 year.

In preparing those 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 enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware

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

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31st OCTOBER 2012

SMALL COMPANY PROVISIONS

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

Signed on behalf of the directors



J T Willard
Director

Approved by the directors on 22/5/13

KINGSWOOD GOLF & COUNTRY CLUB LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
KINGSWOOD GOLF & COUNTRY CLUB LIMITED
YEAR ENDED 31st OCTOBER 2012

We have audited the financial statements of Kingswood Golf & Country Club Limited for the year ended 31st October 2012 on pages 6 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED
INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF
KINGSWOOD GOLF & COUNTRY CLUB LIMITED *(continued)*

YEAR ENDED 31st OCTOBER 2012

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 31st October 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, 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



MARTIN WIDDOWSON (Senior Statutory Auditor)
For and on behalf of
BREBNERS
Chartered Accountants & Statutory Auditor

1 Suffolk Way
Sevenoaks
Kent
TN13 1YL

3/6/13

KINGSWOOD GOLF & COUNTRY CLUB LIMITED
PROFIT AND LOSS ACCOUNT
YEAR ENDED 31st OCTOBER 2012

	Note	2012 £	2011 £
TURNOVER		1,847,688	1,695,724
Cost of sales		<u>1,097,356</u>	<u>1,088,506</u>
GROSS PROFIT		750,332	607,218
Administrative expenses		643,123	613,832
Other operating income	3	<u>(50,000)</u>	<u>—</u>
OPERATING PROFIT/(LOSS)	4	157,209	(6,614)
Interest receivable		—	24
Interest payable and similar charges	6	<u>(2,573)</u>	<u>(2,450)</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		154,636	(9,040)
Tax on profit/(loss) on ordinary activities	7	68,816	(6,413)
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		<u>85,820</u>	<u>(2,627)</u>

All of the activities of the company are classed as continuing

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

The notes on pages 9 to 16 form part of these financial statements.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTE OF HISTORICAL COST PROFITS AND LOSSES

YEAR ENDED 31st OCTOBER 2012

	2012	2011
	£	£
Reported profit/(loss) on ordinary activities before taxation	154,636	(9,040)
Difference between a historical cost depreciation charge and the actual charge calculated on the revalued amount	<u>5,955</u>	<u>5,955</u>
Historical cost profit/(loss) on ordinary activities before taxation	<u>160,591</u>	<u>(3,085)</u>
Historical cost profit/(loss) for the year after taxation	<u>91,775</u>	<u>3,328</u>

The notes on pages 9 to 16 form part of these financial statements

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

BALANCE SHEET

31st OCTOBER 2012

	Note	2012 £	£	2011 £	£
FIXED ASSETS					
Tangible assets	8		4,653,185		4,677,536
CURRENT ASSETS					
Stocks		37,530		34,871	
Debtors	9	67,881		76,897	
Cash at bank and in hand		5,915		3,450	
		<u>111,326</u>		<u>115,218</u>	
CREDITORS: Amounts falling due within one year	10	<u>582,365</u>		<u>697,365</u>	
NET CURRENT LIABILITIES			<u>(471,039)</u>		<u>(582,147)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			4,182,146		4,095,389
CREDITORS: Amounts falling due after more than one year	11		1,008,609		1,029,005
PROVISIONS FOR LIABILITIES					
Deferred taxation	13		<u>22,211</u>		<u>878</u>
			<u>3,151,326</u>		<u>3,065,506</u>
CAPITAL AND RESERVES					
Called-up equity share capital	16		30,100		30,100
Revaluation reserve	17		2,867,831		2,873,785
Profit and loss account	18		<u>253,395</u>		<u>161,621</u>
SHAREHOLDERS' FUNDS	19		<u>3,151,326</u>		<u>3,065,506</u>

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

These financial statements were approved by the directors and authorised for issue on 22/5/13, and are signed on their behalf by



T A Hilliard, OBE
Director



J T Hilliard
Director

Company Registration Number 01913760

The notes on pages 9 to 16 form part of these financial statements.

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable UK accounting standards

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small

Turnover

Turnover represents amounts receivable for goods and services provided during the year net of Value Added Tax

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows

Freehold property	- over 50 years straight line
Fixtures, fittings, plant and machinery	- over 6-7 years straight-line
Motor vehicles	- over 4 years straight line
Cups and trophies	- over 20 years straight line

Freehold land is not depreciated

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and hire purchase contracts, are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet

The interest elements of the rental obligations are charged in the profit and loss account over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding

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

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

1. ACCOUNTING POLICIES *(continued)*

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its financial liabilities

2. BASIS OF PREPARATION

The company made profit before taxation of £154,636 for the year ended 31st October 2012. The company had net assets at that date amounting to £3,151,326

The company is part of a group banking facility. The directors manage the deficit on net current assets with funds available under this facility, within agreed limits, and from the company's operational cashflows. This facility is ongoing

Additionally at 31st October 2012 an amount of £181,231 is shown as deferred income within creditors due within one year. This amount will not become payable, but will be released to turnover in due course as appropriate

The parent company has pledged continuing support and will not call for repayment of the amount owed by the company within 12 months from the date of approval of the accounts

Having made enquiries, the directors believe that it is appropriate to prepare the accounts on a going concern basis and have done so

3. OTHER OPERATING INCOME

	2012	2011
	£	£
Other operating income	<u>50,000</u>	<u>-</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

4 OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after charging/(crediting)

	2012 £	2011 £
Depreciation of owned fixed assets	64,124	69,502
Depreciation of assets held under hire purchase agreements	14,745	10,395
Profit on disposal of fixed assets	(1,800)	(500)
Auditor's fees	<u>5,950</u>	<u>6,700</u>

5. PARTICULARS OF EMPLOYEES

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

	2012 No	2011 No
Number of golf staff	16	15
Number of catering staff	<u>24</u>	<u>23</u>
	<u>40</u>	<u>38</u>

The aggregate payroll costs of the above were

	2012 £	2011 £
Wages and salaries	642,407	635,147
Social security costs	<u>51,302</u>	<u>50,175</u>
	<u>693,709</u>	<u>685,322</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	2012 £	2011 £
Finance charges	2,566	2,433
Other interest and similar charges	<u>7</u>	<u>17</u>
	<u>2,573</u>	<u>2,450</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

7 TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of charge in the year

	2012 £	2011 £
Current tax		
In respect of the year		
UK Corporation tax based on the results for the year at 24% (2011 - 20 41%)	47,483	3,453
Over/under provision in prior year	-	(10,744)
Total current tax	47,483	(7,291)
Deferred tax		
Origination and reversal of timing differences (note 13)		
Capital allowances	21,333	878
Tax on profit/(loss) on ordinary activities	68,816	(6,413)

(b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 24% (2011 - 20 41%)

	2012 £	2011 £
Profit/(loss) on ordinary activities before taxation	154,636	(9,040)
Profit/(loss) on ordinary activities by rate of tax	37,113	(1,845)
Non-deductible expenses	1,881	595
Depreciation	18,929	26,376
Capital allowances	(11,596)	(21,571)
Adjustment for liability at two rates	2,092	-
Adjustment in respect of prior year	-	(10,744)
Profit/(Loss) from sale of asset	432	(102)
Marginal relief	(1,368)	-
Total current tax (note 7(a))	47,483	(7,291)

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

8 TANGIBLE FIXED ASSETS

	Freehold Property £	Fixtures, Fittings, Plant and Machinery £	Motor Vehicles £	Cups and Trophies £	Total £
COST OR VALUATION					
At 1 November 2011	4,870,766	690,698	8,699	50,000	5,620,163
Additions	–	64,718	–	–	64,718
Disposals	–	(12,000)	–	–	(12,000)
At 31 October 2012	4,870,766	743,416	8,699	50,000	5,672,881
DEPRECIATION					
At 1 November 2011	324,676	559,252	8,699	50,000	942,627
Charge for the year	27,084	51,785	–	–	78,869
On disposals	–	(1,800)	–	–	(1,800)
At 31 October 2012	351,760	609,237	8,699	50,000	1,019,696
NET BOOK VALUE					
At 31 October 2012	4,519,006	134,179	–	–	4,653,185
At 31 October 2011	4,546,090	131,446	–	–	4,677,536

The depreciable amount of freehold property amounts to £1,354,236 (2011 £1,354,236)

If the freehold property were included at its historical cost it would be shown at an amount of £1,907,738 (2011 £1,907,738)

Hire purchase agreements

Included within the net book value of £4,653,185 is £57,440 (2011 - £43,185) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £14,745 (2011 - £10,395).

9. DEBTORS

	2012 £	2011 £
Trade debtors	36,087	39,279
Amounts owed by group undertakings	8,075	–
Other debtors	23,719	37,618
	67,881	76,897

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

10. CREDITORS: Amounts falling due within one year

	2012 £	2011 £
Overdrafts	–	174,798
Trade creditors	55,903	70,476
Amounts owed to group undertakings	31,850	20,364
Corporation tax	17,054	3,453
Other taxation and social security	62,213	65,670
Hire purchase agreements	18,302	15,844
Other creditors	397,043	346,760
	<u>582,365</u>	<u>697,365</u>

The bank overdraft is secured by a fixed and floating charge over the assets and undertakings of the company and amounts due under the hire purchase agreements are secured on the assets involved

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

	2012 £	2011 £
Amounts owed to group undertakings	1,000,000	1,000,000
Hire purchase agreements	8,609	9,005
Other creditors	–	20,000
	<u>1,008,609</u>	<u>1,029,005</u>

12. COMMITMENTS UNDER HIRE PURCHASE AGREEMENTS

Future commitments under hire purchase agreements are as follows

	2012 £	2011 £
Amounts payable within 1 year	18,302	15,844
Amounts payable between 2 to 5 years	8,609	9,005
	<u>26,911</u>	<u>24,849</u>
Hire purchase agreements are analysed as follows		
Current obligations	18,302	15,844
Non-current obligations	8,609	9,005
	<u>26,911</u>	<u>24,849</u>

13. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

	2012 £	2011 £
Provision brought forward	878	–
Profit and loss account movement arising during the year	21,333	878
Provision carried forward	<u>22,211</u>	<u>878</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

13. DEFERRED TAXATION *(continued)*

The provision for deferred taxation consists of the tax effect of timing differences in respect of

	2012 £	2011 £
Excess of taxation allowances over depreciation on fixed assets	22,211	878
	<u>22,211</u>	<u>878</u>

In the event of the freehold property being sold at its revalued amount, the company would incur an estimated tax liability of £136,000 (2011 £186,000)

14. CONTINGENCIES

The company has guaranteed jointly with other group companies the group's bank loan and overdraft facilities. The guarantee is supported by a fixed charge over the company's freehold property and by a fixed and floating charge over the assets and undertakings of the company. No liability existed at 31st October 2012 or is expected to arise from this guarantee.

15. RELATED PARTY DISCLOSURES

Control

The company is controlled by Dwellcourt Limited. The company's ultimate controlling party is T A Hilliard, OBE.

Transactions

The company has taken advantage of the exemptions conferred by Financial Reporting Standard No 8 from the requirement to make disclosures concerning transactions with group undertakings on the grounds that the company has been included in the group financial statements of its holding company where the company is a wholly owned subsidiary.

At 31st October 2012 an amount of £12,753 (2011 £5,856) was payable to Hilliard Brothers (Ewell) Limited, a company under common control.

Rent of £8,000 (2011 £8,000) was received from the close family of T A Hilliard, OBE, director.

16. SHARE CAPITAL

Allotted, called up and fully paid:

	2012 No	£	2011 No	£
30,100 Ordinary shares of £1 each	<u>30,100</u>	<u>30,100</u>	<u>30,100</u>	<u>30,100</u>

17. REVALUATION RESERVE

	2012 £	2011 £
Balance brought forward	2,873,785	2,879,740
Transfer to the Profit and Loss Account on realisation	(5,954)	(5,955)
Balance carried forward	<u>2,867,831</u>	<u>2,873,785</u>

KINGSWOOD GOLF & COUNTRY CLUB LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st OCTOBER 2012

18 PROFIT AND LOSS ACCOUNT

	2012	2011
	£	£
Balance brought forward	161,621	158,293
Profit/(loss) for the financial year	85,820	(2,627)
Transfer from revaluation reserve	5,954	5,955
Balance carried forward	<u>253,395</u>	<u>161,621</u>

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012	2011
	£	£
Profit/(Loss) for the financial year	85,820	(2,627)
Transfer from revaluation reserve	5,954	5,955
Transfer to profit and loss account	(5,954)	(5,955)
Net addition/(reduction) to shareholders' funds	85,820	(2,627)
Opening shareholders' funds	3,065,506	3,068,133
Closing shareholders' funds	<u>3,151,326</u>	<u>3,065,506</u>

20. ULTIMATE PARENT COMPANY

The directors consider the ultimate parent undertaking to be Dwellcourt Limited