

• Registered number:  
2685120 (England and Wales)

The company is limited by guarantee

**DIRECTORS UK LIMITED**  
**(FORMERLY DIRECTORS AND PRODUCERS RIGHTS SOCIETY (1992) LIMITED)**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 29 FEBRUARY 2008**

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**DIRECTORS UK LIMITED****COMPANY INFORMATION**

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**DIRECTORS**

B S Adamson - appointed 20.11.07  
S H Berthon - appointed 20.11.07  
R Battersby - resigned 20.11.07  
R L Bierman - resigned 20.11.07  
M Caton Jones - resigned 20.11.07  
AJG Cellan Jones - resigned 20.11.07  
M Friend - resigned 20.11.07  
P I Haggard - resigned 20.11.07  
J E A Hawes  
B A Hill - appointed 20.11.07  
J S Hough - resigned 20.11.07  
P Kosminsky - appointed 12.4.07  
M Lipsey - appointed 20.11.07  
C Luke  
M McMurray  
E Mirzoeff - resigned 20.11.07  
R Mitchell - appointed 20.11.07  
P Nicholson  
D Richards  
J P Roberts - resigned 20.11.07  
T G Roberts - appointed 20.11.07  
J Sargent  
R Spence  
C Sturridge  
T Sullivan  
D R Tucker - resigned 20.11.07  
M Waldman - resigned 20.11.07  
S M White - appointed 20.11.07  
H Wise - resigned 20.11.07

**SECRETARY**

S E Dormer

**BANKERS**

HSBC plc  
138 Tottenham Court Road  
London  
W1P 0AY

**AUDITORS**

French Associates  
Swan Centre  
Fishers Lane  
Chiswick  
London  
W4 1RX

**REGISTERED OFFICE**

20-22 Bedford Row  
London  
WC1R 4EB

**REGISTERED NUMBER**

2685120 (England and Wales)

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# **DIRECTORS UK LIMITED**

## **DIRECTORS' REPORT FOR THE YEAR ENDED 29 FEBRUARY 2008**

The directors present their annual report together with the audited financial statements of the company for the year ended 29 February 2008.

### **PRINCIPAL ACTIVITY**

The principal activity of the company throughout the year continued to be that of protecting, enhancing and enforcing the rights of directors.

### **DIRECTORS**

The directors who held office during the year are as shown on page 1 of the financial statements.

### **FIXED ASSETS**

The movements in the fixed assets of the company are disclosed in note 7 to the financial statements.

### **DIRECTORS' RESPONSIBILITIES**

We, as directors, are responsible 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 we have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing these financial statements, we are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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.

We are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable us to ensure that the financial statements comply with the Companies Act. We 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.

We 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.

### **AUDITORS**

The auditor French Associates will be proposed for re-election in accordance with Section 384 of the Companies Act 1985.

**DIRECTORS UK LIMITED****DIRECTORS' REPORT FOR THE YEAR ENDED 29 FEBRUARY 2008  
(continued)**

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**DIRECTORS CONFIRMATIONS**

Each of the persons who is director at the date of approval of this report confirms that:

(a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and

(b) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of section 234ZA of the Companies Act 1985.

This directors report has been prepared in accordance with the special provisions relating to small companies under Section 246(4) of the Companies Act 1985.

**APPROVAL BY THE BOARD**

Approved by the board of directors on *1st September* 2008 and signed on their behalf by:

  
S E Dormer - Company Secretary

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DIRECTORS UK LIMITED

We have audited the financial statements of Directors UK Limited for the year ended 29 February 2008 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

### Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements:

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 29 February 2008 and of its profit for the year then ended;
- have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors report is consistent with the financial statements.

*French Associates*  
French Associates

**Registered Auditors and Chartered Accountants**

18 December 2008

Swan Centre, Fishers Lane, Chiswick, London W4 1RX

**DIRECTORS UK LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 29 FEBRUARY 2008**

	<i>Note</i>	<u>2008</u>	<u>2007</u>
		£	£
TURNOVER	2	455,363	320,533
Selling and distribution costs		32,807	7,955
Administration expenses		<u>642,627</u>	<u>508,388</u>
		675,434	516,343
OPERATING LOSS	4	(220,071)	(195,810)
Other operating income	3	<u>47,807</u>	<u>19,604</u>
		(172,264)	(176,206)
Other interest receivable and similar income		<u>199,680</u>	<u>190,474</u>
PROFIT on ordinary activities before taxation		27,416	14,268
TAXATION on profit on ordinary activities	6	<u>(12,451)</u>	<u>(4,548)</u>
PROFIT on ordinary activities after taxation		<u>14,965</u>	<u>9,720</u>
Profit for the financial year		<u><u>£14,965</u></u>	<u><u>£9,720</u></u>

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**  
**FOR THE YEAR ENDED 28 FEBRUARY 2007**

	<i>Note</i>	<u>2008</u>	<u>2007</u>
		£	£
Profit for the financial year		14,965	9,720
Unrealised (deficit)/surplus on HSBC Libor fund		<u>(43,210)</u>	<u>28,405</u>
Total recognised gains and losses relating to the year		<u><u>(£28,245)</u></u>	<u><u>£38,125</u></u>

None of the company's activities were acquired or discontinued during the above two years.

The notes on pages 7 to 11 form part of these financial statements.

**DIRECTORS UK LIMITED**  
**BALANCE SHEET - 29 FEBRUARY 2008**

	<i>Note</i>	<u>2008</u>	<u>2007</u>
		£	£
<b>FIXED ASSETS</b>			
Tangible assets	7	91,725	100,204
Investments	8	3,931	3,931
		<u>95,656</u>	<u>104,135</u>
<b>CURRENT ASSETS</b>			
Debtors	9	36,231	20,792
Cash at bank and in hand		6,626,263	5,737,821
		<u>6,662,494</u>	<u>5,758,613</u>
CREDITORS: amounts falling due within one year	10	6,666,994	5,743,347
<b>NET CURRENT LIABILITIES(2007 ASSETS</b>		<u>(4,500)</u>	<u>15,266</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>91,156</u>	<u>119,401</u>
<b>CAPITAL AND RESERVES</b>			
Profit and loss account		<u>£91,156</u>	<u>£119,401</u>
<b>MEMBERS FUNDS</b>	12	<u>£91,156</u>	<u>£119,401</u>

Approved by the board of directors on  
 Authorised for issue on that date.

*1st September*

2008 and signed on its behalf.

C Sturridge  
 Director

The notes on pages 7 to 11 form part of these financial statements.

# DIRECTORS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - 29 FEBRUARY 2008

### 1 ACCOUNTING POLICIES

The principal accounting policies which are adopted consistently in the preparation of the financial statements are set out below.

#### **Basis of accounting**

The financial statements have been prepared in accordance with applicable accounting standards under the historical cost convention.

The company has taken advantage of the exemption, conferred by Financial Reporting Standard 1, from presenting a cash flow statement as it qualifies as a small company.

#### **Turnover**

Turnover represents net invoiced management and registration fees, excluding value added tax.

#### **Tangible fixed assets**

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost less estimated residual value of each asset over its estimated useful life. The principal annual rates in use are:

Leasehold property refurbishment	Over lease period to next rent review
Equipment, fixtures and fittings	25% and 33 1/3% on cost
Distributions system	20% on cost

Rentals applicable to operating leases, where substantially all the benefit and risk of ownership remain with the lessor, are charged to the profit and loss account on a straight line basis over the lease term.

#### **Deferred taxation**

Provision is made to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. The net liability or asset arising is provided for in full unless, in the case of deferred tax assets, recoverability is likely to be relatively uncertain.

#### **Pension scheme**

The company contributes to defined contribution pension schemes for certain employees, none of whom are directors, and whose assets are held separately from the company. The amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. There are no prepaid contributions or amounts outstanding at the balance sheet date.

### 2 TURNOVER

The turnover and profit before taxation is attributable to the one principal activity of the company.

### 3 OTHER OPERATING INCOME

Being the allocation of members funds to assist with extra costs arising during the company's three year expansion and development plan. (2007: proceeds from sale of database and other income).



# DIRECTORS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - 29 FEBRUARY 2008 (continued)

### 4 OPERATING LOSS

The operating losses are stated after charging:

	<u>2008</u>	<u>2007</u>
	£	£
Directors' emoluments	1,000	2,000
Staff costs	331,597	275,947
Total staff costs (note 5)	332,597	277,947
Depreciation of owned assets	40,865	38,327
Auditors' remuneration	4,000	4,000
Operating lease rentals - other assets	58,890	56,185

### 5 STAFF COSTS

Staff costs including directors' remuneration were as follows:

	<u>2008</u>	<u>2007</u>
	£	£
Wages and salaries	291,189	246,051
Social security costs	29,449	24,807
Other pension costs - defined contribution schemes	11,959	7,089
	332,597	277,947

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

Office and management	<u>11</u>	<u>10</u>
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### 6 TAXATION

	<u>2008</u>	<u>2007</u>
	£	£
<b>a) Analysis of charge in the period</b>		
Current corporation tax:		
Corporation tax on ordinary activities at 19% as adjusted by marginal rates (2007 0%)	12,326	4,548
Adjustment to prior years' tax provision	125	-
Total current tax charge	12,451	4,548
Deferred tax:		
Charged/(credited) in the year	-	-
Total deferred tax	-	-
Taxation on profit on ordinary activities	12,451	4,548

# DIRECTORS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - 29 FEBRUARY 2008

(continued)

### b) Circumstances affecting current and future tax charges

The tax assessed for the period is different to the standard rate of corporation tax in the UK of 30%. The differences are explained as follows:

	<u>2008</u>	<u>2007</u>
	<u>£</u>	<u>£</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30%	8,225	4,280
Effect of:		
Expenses not deductible for tax purposes	7,413	1,125
Capital allowances in excess of depreciation	2,929	1,937
Marginal and lower rate reliefs	(6,241)	(2,794)
	<u>12,326</u>	<u>4,548</u>
Adjustment to tax charge in respect of previous periods	125	-
Current tax charge for the period	<u>12,451</u>	<u>4,548</u>

Corporation tax losses of £119,178 (2007: £119,178) are available to carry forward against future trading profits. Deferred tax assets of £25,527 (2007: £14,270) have not been recognised. These would be recoverable to the extent that suitable trading profits are generated in the future.

### 7 TANGIBLE FIXED ASSETS

	<i>Office refurb- ishment</i>	<i>Computer equipment fixtures and fittings</i>	<i>Distributions system</i>	<i>Total</i>
<u>Cost or valuation</u>				
At 1 March 2007	24,856	75,411	116,284	216,551
Additions	-	32,386	-	32,386
Disposals	-	(3,576)	-	(3,576)
At 29 February 2008	<u>24,856</u>	<u>104,221</u>	<u>116,284</u>	<u>245,361</u>
<u>Depreciation</u>				
At 1 March 2007	10,586	60,317	45,444	116,347
Charge for the year	5,038	12,196	23,256	40,490
Released on disposal	-	(3,201)	-	(3,201)
At 29 February 2008	<u>15,624</u>	<u>69,312</u>	<u>68,700</u>	<u>153,636</u>
<u>Net book value</u>				
At 29 February 2008	<u>£9,232</u>	<u>£34,909</u>	<u>£47,584</u>	<u>£91,725</u>
At 1 March 2007	<u>£14,270</u>	<u>£15,094</u>	<u>£70,840</u>	<u>£100,204</u>

Office refurbishment costs are in respect of office premises for which the company has a short term lease.

Equipment, fixtures and fittings includes £14,400 of assets not yet in use and which are not depreciated.

# DIRECTORS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - 29 FEBRUARY 2008 (continued)

### 8 INVESTMENTS

	<u>2008</u>	<u>2007</u>
	£	£
Unlisted investments at cost		
At 1 March 2007 and at 29 February 2008	<u>3,931</u>	<u>3,931</u>

The investment refers to the cost of shares held in 'Societe des Auteurs Audiovisuel', a European collecting society.

### 9 DEBTORS

	<u>2008</u>	<u>2007</u>
	£	£
Trade debtors	88	4,051
Other debtors	22,308	-
Prepaid expenses and accrued income	13,835	16,741
	<u>36,231</u>	<u>20,792</u>

### 10 CREDITORS: amounts falling due within one year

	<u>2008</u>	<u>2007</u>
	£	£
Bank loans and overdrafts	52,641	67,823
Trade creditors	67,543	35,766
Amounts for distribution to members - UK Rights	3,090,654	3,078,437
Amounts for distribution to members - Other	3,349,768	2,499,670
Other creditors	49,942	16,931
Corporation tax	13,996	5,690
Other tax and social security	8,972	19,192
Accruals and deferred income	33,478	19,838
	<u>6,666,994</u>	<u>5,743,347</u>

### 11 RESERVES

	<i>Profit and loss account</i>
At 1 March 2007	119,401
Retained profit for the year	14,965
Unrealised deficit on HSBC Libor fund	(43,210)
At 29 February 2008	<u>91,156</u>

# DIRECTORS UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS - 29 FEBRUARY 2008 (continued)

### 12 RECONCILIATION OF MOVEMENTS IN MEMBERS FUNDS

	<u>2008</u>	<u>2007</u>
	£	£
Profit for the year	14,965	9,720
Other recognised gains and losses	(43,210)	28,405
	<u>(28,245)</u>	<u>38,125</u>
Members funds at 1 March 2007	119,401	81,276
Members funds at 29 February 2008	<u>91,156</u>	<u>119,401</u>

The company is limited by guarantee and there are therefore no equity interests.

### 13 CONTINGENT LIABILITIES

There were no contingent liabilities as at 28 February 2007 or at 29 February 2008