Directors' Report and Financial Statements

for the Year Ended 31 May 2013

Thompson Jenner LLP Statutory Auditors 28 Alexandra Terrace Exmouth Devon EX8 1BD MONDAY



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Exeter Rugby Club Limited Company Information

Directors

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Mr N Beaton Mr K T Northcott Mr I H C Powell Mr A G E Rowe OBE

Mr S Byrne

Mr A R Quantick FCA

Mr P J Friend

Company secretary Mr i H C Powell

Registered office

Sandy Park Stadium Sandy Park Way

Exeter EX2 7NN

Bankers

Clydesdale Bank PLC

Auditors

Thompson Jenner LLP Statutory Auditors 28 Alexandra Terrace

Exmouth Devon EX8 1BD

Exeter Rugby Club Limited Directors' Report for the Year Ended 31 May 2013

The directors present their report and the financial statements for the year ended 31 May 2013

Principal activity

The principal activity of the company is the playing and promotion of rugby together with providing conferencing and banqueting facilities at Sandy Park Stadium

Directors of the company

The directors who held office during the year were as follows

Mr N Beaton

Mr K T Northcott

Mr I H C Powell

Mr A G E Rowe OBE

Mr S Byrne

Mr A R Quantick FCA

Mr P J Friend (appointed 27 June 2012)

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 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, and
- 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.

Exeter Rugby Club Limited Directors' Report for the Year Ended 31 May 2013

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Business review

Fair review of the business

We consider that our key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, these being turnover and profit margins

Overall the directors are satisfied with the profitability of the company

The company's key financial and other performance indicators during the year were as follows

	Unit	2013	2012
Turnover	£	9,193,324	8,366,907
Turnover growth	%	10	1
Gross profit margin	%	17	14
Profit before tax	£	170,783	53,002

At the end of the year, the net assets totalled £328,140

Principal risks and uncertainties

The board of directors undertake a regular review of the company and they have identified that the principal risks faced by Exeter Rugby Club Limited for both the rugby and conferencing and banqueting aspects of the business relate to competition

Financial instruments

Objectives and policies

The company's principal financial instruments comprise the bank balance, trade creditors, trade debtors, hire purchase and finance lease agreements and intercompany loans. The main purpose of these instruments is to raise funds for the company's operations.

Price risk, credit risk, liquidity risk and cash flow risk

Due to the nature of the financial instruments used by the company there is no exposure to price risk. The company's approach to managing other risks applicable to the financial instruments concerned is shown below.

In respect of the bank balance, the liquidity risk is managed by maintaining a balance between the continuity of funding and flexibility through the use of overdrafts at variable rates of interest. All of the business' cash balances are held in such a way that achieves a competitive rate of interest.

The hire purchase and finance lease agreements are provided by financial institutions at fixed and variable rates of interest. The company ensures that there are sufficient funds to meet these requirements.

Trade debtors are managed in respect of credit and cash flow by policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. The amounts presented in the balance sheet are net of allowances for doubtful debtors.

Trade creditor's liquidity risk is managed by ensuring that sufficient funds are available to meet amounts due

Exeter Rugby Club Limited Directors' Report for the Year Ended 31 May 2013

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Future developments

The directors do not envisage the principal activity of the company changing in the future however are looking for opportunities for further expansion of the seating capacity of the Sandy Park stadium along with an enhancement to the company's conferencing facilities

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 which they know the auditors are unaware of

Approved by the Board on 28/8/3 and signed on its behalf by

Director

Independent Auditor's Report to the Members of Exeter Rugby Club Limited

We have audited the financial statements of Exeter Rugby Club Limited for the year ended 31 May 2013, set out on pages 7 to 19 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 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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out in the Directors' Report, 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 Directors' 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.

Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 May 2013 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 matter 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

Independent Auditor's Report to the Members of **Exeter Rugby Club Limited**

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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

Mr Neil Curtis (Senior Statutory Auditor)

For and on behalf of Thompson Jenner LP, Statutory Auditor

28 Alexandra Terrace

Exmouth

Devon

EX8 1BD

28.08.2013 Date

Exeter Rugby Club Limited Profit and Loss Account for the Year Ended 31 May 2013

	Note	2013 £	2012 £
Turnover	2	9,193,324	8,366,907
Cost of sales		(7,641,098)	(7,208,269)
Gross profit		1,552,226	1,158,638
Administrative expenses		(1,360,139)	(1,085,220)
Operating profit	3	192,087	73,418
Interest payable and similar charges	5	(21,304)	(20,416)
Profit on ordinary activities before taxation		170,783	53,002
Tax on profit on ordinary activities	6	(35,581)	(20,761)
Profit for the financial year	14	135,202	32,241

Turnover and operating profit derive wholly from continuing operations

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

(Registration number: 3320422)

Balance Sheet at 31 May 2013

	Note	2013 £	2012 £
Fixed assets			
Tangible fixed assets	7	746,820	861,256
Current assets			
Stocks	8	73,403	63,739
Debtors	9	1,969,554	1,604,719
Cash at bank and in hand		23,355	22,744
		2,066,312	1,691,202
Creditors Amounts falling due within one year	10	(2,322,507)	(2,137,345)
Net current liabilities		(256,195)	(446,143)
Total assets less current liabilities		490,625	415,113
Creditors: Amounts falling due after more than			
one year	11	(124,876)	(173,433)
Provisions for liabilities	12	(37,609)	(48,742)
Net assets		328,140	192,938
Capital and reserves			
Called up share capital	13	2	2
Profit and loss account	14	328,138	192,936
Shareholders' funds	15	328,140	192,938

Approved by the Board on 2-8/8/13 and signed on its behalf by

Mr A G E Rowe OBE

Director

Exeter Rugby Club Limited Notes to the Financial Statements for the Year Ended 31 May 2013

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention

Turnover

Turnover represents amounts chargeable, net of value added tax, in respect of the sale of goods and services to customers

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows

Asset class

Depreciation method and rate 10% straight line basis

Fixtures and fittings

Stock

Stock is valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs.

Deferred tax

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date

Hire purchase and leasing

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, are capitalised in the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract and represent a constant proportion of the balance of capital repayments outstanding.

Notes to the Financial Statements for the Year Ended 31 May 2013

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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 liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

Pensions

The company operates a defined contribution pension scheme Contributions are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme

2 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK

An analysis of turnover by class of business is given below

		2013 £	2012 £
	Rugby income	8,068,034	7,087,421
	Sandy Park income	1,125,290	1,279,486
		9,193,324	8,366,907
3	Operating profit		
	Operating profit is stated after charging		
		2013 £	2012 £
	Auditor's remuneration - The audit of the company's annual		
	accounts	3,850	3,850
	Depreciation of owned assets	156,080	128,179

Notes to the Financial Statements for the Year Ended 31 May 2013

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4 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows

	2013 No.	2012 No.
Administration and support	23	20
Players	66	67
Operational	34	33
	123	120
The aggregate payroll costs were as follows		
	2013 £	2012 £
Wages and salaries	4,791,135	4,263,427
Social security costs	531,045	476,688
Staff pensions	32,100	17,527
	5,354,280	4,757,642
5 Interest payable and similar charges		
	2013 £	2012 £
Interest on other loans	2,665	-
Finance charges	18,639	20,416
	21,304	20,416

Notes to the Financial Statements for the Year Ended 31 May 2013

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6 Taxation

Tax	on	profit	۸n	ordinary	activities
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	2013 £	2012 £
Current tax Group relief payable	46,714	-
Deferred tax Origination and reversal of timing differences	(11,133)	20,761
Total tax on profit on ordinary activities	35,581	20,761

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is higher than (2012 - lower than) the standard rate of corporation tax in the UK of 20% (2012 - 20%)

The differences are reconciled below

	2013 £	2012 £
Profit on ordinary activities before taxation	170,783	53,002
Corporation tax at standard rate	34,157	10,600
Capital allowances in excess of depreciation	5,662	(14,614)
Expenses not deductible for tax purposes	6,955	13,792
Utilisation of tax losses	(46,774)	(9,778)
Charge for group relief	46,714	
Total current tax	46,714	-

Notes to the Financial Statements for the Year Ended 31 May 2013 continued

7 Tangible fixed assets

	Fixtures and fittings £	Total £
Cost or valuation		
At 1 June 2012	1,331,694	1,331,694
Additions	41,644	41,644
At 31 May 2013	1,373,338	1,373,338
Depreciation		
At 1 June 2012	470,438	470,438
Charge for the year	156,080	156,080
At 31 May 2013	626,518	626,518
Net book value		
At 31 May 2013	746,820	746,820
At 31 May 2012	861,256	861,256

Finance lease assets

Included within the net book value of tangible fixed assets is £236,513 (2012 - £285,625) in respect of assets held under finance lease agreements. Depreciation for the year on these assets was £49,112 (2012 - £47,145)

Notes to the Financial Statements for the Year Ended 31 May 2013 continued

8	Stocks		
		2013 £	2012 £
	Stocks	<u>73,403</u>	63,739
9	Debtors		
		2013 £	2012 £
	Trade debtors	929,542	770,837
	Amounts owed by group undertakings	807,881	560,446
	Other debtors	32,215	767
	Prepayments and accrued income	199,916	272,669
		1 969 554	1 604 719

Notes to the Financial Statements for the Year Ended 31 May 2013 continued

10 Creditors: Amounts falling due within one year

	2013 £	2012 £
Trade creditors	269,596	336,318
Bank loans and overdrafts	106,878	201,144
Obligations under finance lease and hire purchase contracts	47,243	72,652
Other taxes and social security	554,464	464,531
Other creditors	155,414	110,665
Accruals and deferred income	1,188,912	952,035
	2,322,507	2,137,345

Creditors amounts falling due within one year includes the following liabilities, on which security has been given by the company

	2013 £	2012 £
Bank overdrafts Obligations under finance leases and hire purchase contracts	106,878 47,243	201,144 72,652
5	154,121	273,796

The bank overdraft is secured by a legal charge over Sandy Park Stadium which is owned by the parent company, Exeter Rugby Group Limited

The obligations due under finance leases and hire purchase contracts are secured on the individual assets to which they relate

11 Creditors. Amounts falling due after more than one year

	2013 £	2012 £
Other loans	1,100	1,100
Obligations under finance lease and hire purchase contracts	66,572	115,129
Amounts owed to group undertakings	57,204	57,204
	124,876	173,433

Notes to the Financial Statements for the Year Ended 31 May 2013

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Creditors amounts falling due after more than	one year includes the following liabilities, on w	/hich
security has been given by the company	•	

security has been given by the company	Ū	•
	2013 £	2012 £
Obligations under finance leases and hire purchase contracts	66,572	115,129
The obligations due under finance leases and hire purchase contra assets to which they relate	cts are secured o	n the individual
Obligations under finance leases and HP contracts		
Amounts repayable.		
	2013 £	2012 £
In one year or less on demand	47,243	72,652
Between one and two years	30,298	43,906
Between two and five years	36,274	71,223
	113,815	187,781
12 Provisions		
	Deferred tax £	Total £
At 1 June 2012	48,742	48,742
Credited to the profit and loss account	(11,133)	(11,133)
At 31 May 2013	37,609	37,609
Analysis of deferred tax		
	2013 £	2012 £
Difference between accumulated depreciation and amortisation and capital allowances Other timing differences	57,688 (20,079)	62,534 (13,792)
	37,609	48,742

Notes to the Financial Statements for the Year Ended 31 May 2013

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13 Share capital

Allotted, called up and fully paid sh	ares			
	2013		2012	
	No.	£	No	£
Ordinary shares of £1 each	2	2	2	2
14 Reserves				
			Profit and loss account £	Total £
At 1 June 2012			192,936	192,936
Profit for the year			135,202	135,202
At 31 May 2013			328,138	328,138
15 Reconciliation of movement in shai	reholders' funds	•		
			2013 £	2012 £
Profit attributable to the members of the	ne company		135,202	32,241
Net addition to shareholders' funds			135,202	32,241
Shareholders' funds at 1 June			192,938	160,697
Shareholders' funds at 31 May			328,140	192,938

Notes to the Financial Statements for the Year Ended 31 May 2013 continued

16 Pension schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £32,100 (2012 - £17,527).

Contributions totalling £100,397 (2012 - £68,960) were payable to the scheme at the end of the year

17 Contingent liabilities

There is a cross guarantee in place between Exeter Rugby Club Limited and Exeter Rugby Group Limited in favour of Clydesdale Bank

18 Related party transactions

Other related party transactions

During the year the company made the following related party transactions

South West Communications Group Limited

Mr A G E Rowe, a director of this company, is also a director of South West Communications Group Limited, who are the main sponsors of Exeter Rugby Club Limited

During the year the company received sponsorship of £558,975 (2012 - £510,700) from South West Communications Group Limited There were also expenses paid to South West Communications Group Limited totalling £41,347 (2012 - £50,893) and sales made totalling £50,560 (2012 - £32,717) All transactions were entered into under the normal terms of trade. At the balance sheet date the amount due from South West Communications Group Limited was £14,224 (2012 - £1,277)

SWT Finance Limited

Mr A G E Rowe, a director of this company, is also a director of SWT Finance Limited and the company utilises various fixed assets on finance leases from SWT Finance Limited

Finance lease payments were made to SWT Finance Limited during the year of £70,325 (2012 - £71,387) All transactions were entered into under the normal terms of trade. At the balance sheet date the amount due to SWT Finance Limited was £35,484 (2012 - £86,544)

OTP Building Services Limited

Mrs S M Rowe, a director of OTP Building Services Limited, is the spouse of Mr A G E Rowe, a director of this company

During the year there were expenses paid to OTP Building Services Limited totalling £79,799 (2012 - £17,939) All transactions were entered into under the normal terms of trade. At the balance sheet date the amount due to OTP Building Services Limited was £nit (2012 - £3,563)

Exeter Rugby Club Limited

Notes to the Financial Statements for the Year Ended 31 May 2013
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The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group

19 Control

The controlling interest is the four trustees of the parent company Exeter Rugby Group Limited, a company incorporated within the United Kingdom. The four trustees are Mr P A Derbyshire, Mr R C Staddon, Mr J Lockyer and Mr I Pugsley. The four trustees hold the allotted share capital of the Exeter Rugby Group Limited, however, all decisions made have to be in accordance with the trust deed and in agreement with the members of the club