The Falkirk Football And Athletic Club Limited

Directors' Report And Financial Statements

For The Year Ended 31 May 2006



# The Falkirk Football And Athletic Club Limited Report and Financial Statements Contents

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## The Falkirk Football And Athletic Club Limited Company Information

### **Directors**

C Christie (Chairman)

A Joyce

W M Ritchie

D Paterson

G Craig

G Crawford

W F R Anderson (Resigned 11 May 2006)

S Jackson (Appointed 11 May 2006)

F B Caldwell

A Miller

H R Crosthwaite

### Secretary

D Webster

### **Accountants**

Scott and Paterson Chartered Accountants Bruntsfield House 6 Bruntsfield Terrace Edinburgh, EH10 4EX

### **Auditors**

Tenon Audit Limited Unit 3 Gateway Business Park Beancross Road Grangemouth FK3 8WX

### **Bankers**

The Royal Bank of Scotland Falkirk Branch 2 Newmarket Centre Falkirk FK1 1JX

### **Solicitors**

Biggart Baillie 7 Castle Street Edinburgh EH2 3AP

### **Business/Registered Office Address**

The Falkirk Stadium Westfield Falkirk FK2 9DX

### Registered number

SC5854

### The Falkirk Football And Athletic Club Limited Chairman's Statement

1 am pleased to present to you the Falkirk Football and Athletic Club Limited Directors' Report and Financial Statements for the year ended 31 May 2006

This past year has been one of the most successful since coming out of Provisional Liquidation in the late 1990's and the Board is grateful to everyone who has assisted in securing that success. In particular, the football management and playing staff are to be congratulated in maintaining our position in the Scottish Premier League. But we also must congratulate everyone involved with all areas of the Club where, with so many people working together, we have achieved a huge amount of success. In Youth Development, for example, we are pleased that a significant number of our Youth teams are feeding players through into our First Team Squad and we are confident that there will be more coming through at the end of the present season. Our Community Development Team is engaging with an ever increasing number of young people from all areas of our local community in a large number of award winning projects. Our Income Generation team and our Administration Team have responded to the many challenges ansing from the huge increase in activity around the Stadium.

As a result of all this increased activity we are pleased to report that our first season back in the SPL was a highly successful year financially with the company increasing sales from £2 million to £3.3 million and generating profits of £474,859. Last year our retail operations were moved into a separate subsidiary company Falkirk FC (Retail) Ltd. Our overall profits were boosted by a net income flow from player transfers of £170k.

During our years in the SFL, we suffered heavy losses in maintaining fulltime football and challenging for promotion By comparison, life in the SPL not only has given us an increase of almost £700k from SPL sponsorship and television rights, but also increases in every other area of our activities. At the same time we have controlled expenditure, not allowing ourselves to fall into the financial trap of spiralling player and administration costs. Our employee costs rose by only 27%. That said, the increase in the costs of running matches has increased by a factor of three with large increases in policing and stewarding charges. Our Balance Sheet has been considerably strengthened and we sit with no bank debt and a strong cash position. The Board considers this a necessary cushion giving us some cover to provide for further Stadium investments or senious income reductions. Our results certainly highlight the difference between operating in the SPL and the SFL and the overriding need for us to remain in the top division.

We have continued to invest in our Youth Development and Community Programmes, and in our infrastructure at The Falkirk Stadium and Stirling University Our subsidiary, Falkirk Community Stadium Ltd (joint venture with Falkirk Council) is currently in negotiation with a property developer which will see office and hotel developments at the stadium and this in turn generating the funds required for new stands

We are particularly pleased with the relationship we have established with Stirling University where our First Team Squad, and most of our Development Teams, are now based for training purposes. The facilities are excellent and we have a good working relationship with the University staff and with the staff of the Scottish Institute of Sport who are assisting us in developing world class fitness regimes. We are also in negotiation with Stirling University about the development of new facilities for our players and staff on the University Campus.

In addition to developing on the playing front, and in our playing infrastructure, the Board has been anxious to see the Club develop robust Governance Structures. Our structures are subject to regular audit by the SFA in the context of the Club Licensing Scheme and we have been able to meet the audited requirements of the Scheme. Additionally the Board has drawn up, and has adopted, a Long Term Strategic Plan against which we measure our Annual Business Plan. All of our Business Units feed in to the Strategic Plan and the success of the Units is the subject of report to the Board on an Annual Basis.

In the context of developing robust Governance Structures, the Board has reviewed the arrangements we have implemented in recent years regarding the election of Directors to the Board. The Board has adopted a new policy with regard to the Election of Directors which provides for current Directors retiring on a three year rotation and having the right to seek re election for further periods. Where the board supports re-election a motion in favour of this re-election of retiring Board. Members will be submitted by the Board to the Annual General Meeting. Where the Board does not support re-election the Director will stand down following the AGM. Shareholders who have a right to nominate a Board Member because they hold over 10% of the Issued Share Capital of the Company are subject to slightly different arrangements but are still required to be re-nominated by the Board on a three yearly basis.

The Board hopes that this will provide a more transparent arrangement for Election of the Board of Directors

In conclusion, I would like to thank everyone associated with the Club for the huge amount of effort which goes into keeping the Club functioning successfully. Specifically I would like to thank our supporters, and our very active team of volunteers, for their support throughout the year. Without them we would not achieve anything and I look forward to their continuing support in the year ahead.

Campbell Christie
Board Chairman (on behalf of the Board of Falkirk Football & Athletic Club Ltd)

### The Falkirk Football And Athletic Club Limited Directors' Report

The directors present their report and financial statements for the year ended 31 May 2006

#### Principal activities

The company's principal activity during the year continued to be that of participating in professional football as a member of the Scottush Premier League Limited

#### **Business Review**

During the course of the year the company continued to operate as a professional football club which grew by 65% in terms of turnover and by 191% in terms of profitability. During the year the company transferred its retail operation to Falkirk F.C. (Retail) Ltd. These activities were transferred to increase the transparency of the monthly and annual results for the retail operation. At the year end the company had shareholders funds of £3,324,329 including distributable profits of £2,053,953. The directors therefore believe the company's position to be satisfactory especially as the company's net current assets exceed its liabilities by £358,583. The directors have assessed the main risk facing the company is relegation to the Scottish Football League. The directors believe the quality of the clubs employees and the internal infrastructure will help mitigate these risks and hope to see continued growth and satisfactory trading results in the coming year.

#### Results and dividends

The results for the year are set out on page 6

The directors do not recommend payment of a dividend

#### Financial Risk Management Objectives & Policies

The company makes little use of financial instruments other than an operational bank account and so its exposure to price risk, credit risk, liquidity risk and cash flow is not material for the assessment of the assets, liabilities, financial position and profit or loss of the company

#### Directors

The following directors have held office since 1 June 2005

C Christie (Chairman)

A Joyce

W M Ritchie

D Paterson

G Craig

G Crawford

W F R Anderson (Resigned 11 May 2006) S Jackson (Appointed 11 May 2006)

F B Caldwell

A Miller

H R Crosthwaite

### **Directors' interests**

The directors' interests in the shares of the company were as stated below

	·	Number of ordinary shares	of 50p each
		2006	2005
C Christie (Chairma	an)	6,400	6,400
A Joyce	·	163,204	163,204
W M Ritchie		204,304	204,304
D Paterson			
G Craig		1,900	1,100
G Crawford			
W F R Anderson	(Resigned 11 May 2006)	2,950	2,950
S Jackson	(Appointed 11 May 2006)	400	
F B Caldwell			
A Miller		97,800	20,000
H R Croswaite			

## The Falkirk Football And Athletic Club Limited Statement of Directors' Responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare financial statements for each financial year which 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 estimates that are reasonable and prudent

state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements

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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors 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 auditors are 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 auditors are aware of that information

### Auditor

A resolution to re appoint Tenon Audit Limited as auditor for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985

This report was approved by the board on 20 December 2006

W M Ritchie

Director

20th December 2006

#### The Falkirk Football And Athletic Club Limited

### Independent auditors' report to the shareholders of The Falkirk Football And Athletic Club Limited

We have audited the financial statements of The Falkirk Football and Athletic Club Limited for the year ended 31 May 2006 which comprise pages 6 to 16 which have been prepared on the basis of the accounting policies set out on page 9

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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 with the company is not disclosed

We read other information contained in the Director's Report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### Basis of audit 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 affairs of the company as at 31 May 2006 and of the 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

Tenon Audit Limited Registered Auditor Unit 3 Gateway Business Park Beancross Road Grangemouth FK3 8WX

20th December 2006

Tenan Audit Linited

# The Falkirk Football And Athletic Club Limited Profit and Loss Account for the year ended 31 May 2006

	Notes	2006 £	2005 £
Turnover	4	3,302,766	2,007,750
Cost of sales		(1,872,859)	(1,661,643)
Gross profit		1,429,907	346,107
Administrative expenses Other operating income		(1,270,835) 296,476	(895,771) 44,744
Operating profit/(loss)	5	455,548	(504,920)
Exceptional items profit/(loss) on the disposal of tangible fixed assets	6	750	(29,986)
		456,298	(534,906)
Interest receivable		22,915	7,519
Profit/(loss) on ordinary activities before taxation	ı	479,213	(527,387)
Tax on profit/(loss) on ordinary activities	8	(4,354)	
Profit/(loss) for the financial year		474,859	(527,387)
Retained profit/(loss) for the financial year	16	474,859	(527,387)

### Continuing operations

The Retail operation within the business was transferred to Falkirk F C (Retail) Limited as of 1st June 2005. In the year ending 31st May 2005, turnover was £215,400. These activities were transferred to increase the transparency of the monthly and annual results of the retail operation, and allow the Board of Directors to take required actions on a timely basis All other operations are continuing

### Statement of total recognised gains and losses

The company has no recognised gains or losses other than the profit/(loss) for the above two financial years

### The Falkirk Football And Athletic Club Limited **Balance Sheet** as at 31 May 2006

	Notes		2006 £		2005 £
Fixed assets					
Tangible assets	9		97,949		32,822
Investments	10		2,867,798		2,867,796
		-	2,965,747	_	2,900,618
Current assets					
Stocks	11			23,734	
Debtors	12	385,468		159,859	
Cash at bank and in hand		926,336		546,314	
		1,311,804		729,907	
Creditors: amounts falling di	ie.				
within one year	13	(953,221)		(826,950)	
William One year		(000,221)		(020,000)	
Net current assets/(liabilities	)		358,583		(97,043)
		-	3,324,329	_	2,803,575
Capital and reserves				_	
Called up share capital	14		889,518		869,368
Share premium	15		380,858		355,113
Profit and loss account	16		2,053,953		1,579,094
Tont and loss account	10		2,000,000		1,579,034
Shareholders' funds				_	
Equity			3,324,329		2,803,575
	17	-	3,324,329	_	2,803,575
	- •	-		-	_,000,0.0

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium sized companies

The financial statements were approved by the board on 20 December 2006

C Christie

Director

W M Ritchie

Director

# The Falkirk Football And Athletic Club Limited Cash Flow Statement for the year ended 31 May 2006

	Notes	2006 £	2005 £
Reconciliation of operating (loss)/profit to net cash inflow from operating activities	1	_	_
Operating profit/(loss) Depreciation charges Decrease/((increase)) in stocks (Increase)/decrease in debtors Increase in creditors		455,548 13,805 23,734 (225,609) 121,917	(504,920) 15,768 (3,114) 221,571 446,615
Net cash inflow from operating activities		389,395	175,920
CASH FLOW STATEMENT			
Net cash inflow from operating activities		389,395	175,920
Returns on investments and servicing of finance	18	22,915	7,519
Capital expenditure	18	<u>(78,184)</u> 334,126	<u>(3,765)</u> 179,674
Financing	18	45,895	336,480
Increase in cash		380,022	516,154
Reconciliation of net cash flow to movement in net	funds		
Increase in cash in the period		380,022	516,154
Change in net funds/(debt)	19	380,022	516,154
Net funds at 1 June		546,314	30,160
Net funds at 31 May		926,336	546,314

### 1 Accounting policies

### Accounting convention

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

### Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset evenly over its expected useful life, as follows.

Leasehold Land & Buildings Cars, Plant & Equipment

4% Straight Line 25% Reducing Balance

### Deferred taxation

Full provision is made for deferred taxation resulting from timing differences between the recognition of gains and losses in the accounts and their recognition for tax purposes

Deferred tax is calculated at the tax rates which are expected to apply in the periods when the timing differences will reverse, and discounted to reflect the time value of money using rates based on the post tax yields to maturity that could be obtained at the balance sheet date on government bonds with similar maturity dates

### Leasing commitments

Rentals paid under operating leases are charged to income on a straight line basis over the lease term

### Turnover

Turnover represents the total invoice and receipts value, excluding value added tax, of providing football entertainment to the general public during the year

#### Investments

Fixed asset investments are stated at cost less provision for any permanent diminution in value

### Financial Instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either 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.

### Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

### 2 Group Accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertakings comprise a medium sized group. The company has therefore taken advantage of the exceptions provided by Section 248 of the Companies Act 1985 not to prepare group accounts.

### 3 Valuation of Playing Squad

The directors have considered accounting standards which were issued by the Accounting Standards Board and apply to these accounts, in respect of valuation of intangible assets, including players. One of the recent standards requires intangible assets to be incorporated in the balance sheet. However, at the present stage of the development of the Club, the directors do not consider it prudent to recognise this value in the balance sheet at this time. The directors will reconsider this position in the future.

### 4 Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom Sale of players' registrations are not included within turnover in accordance with FRS 3 Reporting Financial Performance and industry practise

5	Operating (loss)/profit	2006 £	2005 £
	This is stated after charging	~	~
	Depreciation of owned fixed assets Operating lease rentals other Auditors' remuneration	13,805 8,394 3,600	15,768 8,394 2,750
6	Exceptional items	2006 £	2005 £
	Loss on disposal of leasehold improvements Profit on disposal of plant and machinery	750	(29,986)
		750	(29,986)
7	Staff costs	2006	2005
		£	£
	Wages and salaries Social security costs Other pension costs	1,621,926 28,502 632	1,340,029 22,453 2,527
		<u>1,651,060</u>	1,365,009

Average number of employees during the year	Number	Number
(including directors)	<b>5</b> 2	50
Admin/Ground Commercial	53 11	50 9
Playing	51	54
	115	113
7.1 Directors emoluments	2006	2005
	£	£
Directors remuneration	61,413	50,417
No pension costs have been incurred by the company in respect of the	ne directors	
8 Taxation	2006	2005
	£	£
Analysis of charge in period  Current tax		
UK corporation tax on profits of the period	4,354	
Tax on profit on ordinary activities	4,354	
Factors affecting tax charge for period  The differences between the tax assessed for the period and the s are explained as follows	tandard rate of co	orporation tax
	2006	2005
	£	£
Profit/(loss) on ordinary activities before tax	479,213	(527,387)
Standard rate of corporation tax in the UK	30%	30%
	£	£
Profit on ordinary activities multiplied by the standard rate of	140 704	
corporation tax	143,764	
Effects of		
Utilisation of tax losses brought forward Dividend income	(143,764)	
Current tax charge for period	4,354	<del></del>

### Factors that may affect future tax charges

The company has estimated losses carried forward of £2,355,812

9	Tangible fixed assets		<b>-</b>		
			Short leasehold land and buildings £	Cars, Plant and Equipment £	Total £
	Cost				
	At 1 June 2005 Additions		7,591 20,818	155,873 58,114	163,464 78,932
	At 31 May 2006		28,409	213,987	242,396
	Depreciation At 1 June 2005 Charge for the year	_	200 736	130,442 13,069	130,642 13,805
	At 31 May 2006		936	143,511	144,447
	Net book value At 31 May 2006	<del></del>	27,473	70,476	97,949
	At 31 Way 2000	_		70,410	
	At 31 May 2005	_	7,391	25,431	32,822
10	Cost			lı	subsidiary undertakings
	At 1 June 2005 Additions				2,867,796 2
	At 31 May 2006				2,867,798
	The company holds 20% or more of	the share capital o	f the following	companies	
	Company	Country of registor or incorporation	tration	Shares held Class	%
	Westfield Stadium Limited (Dormant)	Scotland		Ordinary	100
	Falkirk Community Stadium Ltd	Scotland		Ordinary	75
	Falkırk FC (Retail) Ltd	Scotland		Ordinary	100
	The aggregate amount of capital an relevant financial year were as follows:		results of thes	se undertakings t	for the last
	·			Capital and Reserves £	Profit/(Loss) Year £
	Falkırk FC (Retail) Limited			(64)	(66)
	Westfield Stadium Limited (Dorman	t)		2	
	Falkirk Community Stadium Limited			(1,111,788)	(616,890)

The companies investment in Falkirk Community Stadium Limited consists of 75,000 ordinary A shares of £1 each and £2,792,719 of loan stock. The loan stock is interest free secured loan stock. All loan stock is transferable. There are no plans to repay these loans in the foreseeable future.

11	Stocks			2006 £	2005 £
	Finished goods and goods for resal	e			23,734
	All stock has now been transferred	ınto Falkırk FC (R	etail) Limited		
12	Debtors			2006 £	2005 £
	Trade debtors Other debtors Prepayments and accrued income Amounts due from related parties			100,222 134,926 42,812 107,508 385,468	38,651 85,786 30,064 5,358 159,859
13	Creditors amounts falling due w	ithin one year		2006 £	2005 £
	Trade creditors Amounts due to related parties Corporation tax			237,151 30,910 4,354	199,559 62,713
	Other taxes and social security cos Other creditors Accruals and deferred income	ts		189,193 16,036 475,577 953,221	173,421 2,665 388,592 826,950
14	Share capital			2006	2005
	Authorised 2,007,000 Ordinary shares of 50p e	each		1,003,500	1,003,500
	AN	2006 No	2005 No	2006 £	2005 £
	Allotted, called up and fully paid Ordinary shares of 50p each	1,779,036	1,738,736	889,518	869,368

	Movement in share capital	2006 £	2005 £
	At 1 June 2005 Shares issued	869,368 20,150	730,168 139,200
	At 31 May 2006	889,518	869,368
15	Share premium	2006 £	2005 £
	At 1 June 2005 Shares issued	355,113 25,745	157,833 197,280
	At 31 May 2006	380,858	355,113
	During the year, 40,300 ordinary shares of 50p each were issued for p	proceeds of £45,	895
16	Profit and loss account	2006 £	2005 £
	At 1 June 2005 Retained profit/(loss)	1,579,094 474,859	2,106,481 (527,387)
	At 31 May 2006	2,053,953	1,579,094
17	Reconciliation of movement in shareholders' funds	2006 £	2005 £
	At 1 June 2005 Profit/(loss) for the financial year Shares issued	2,803,575 474,859 45,895	2,994,482 (527,387) 336,480
	At 31 May 2006	3,324,329	2,803,575

18	Gross cash flows			2006 £	2005 £
	Returns on investments and service interest received	ing of finance		22,915	7,519
	Capital expenditure Payments to acquire tangible fixed ass Payments to acquire investments Receipts from sales of tangible fixed a			(78,932) (2) 750 (78,184)	(20,431) 16,666 (3,765)
	Financing Issue of share capital			45,895	336,480
19	Analysis of changes in net funds	At 1 Jun 2005 £	Cash flows	Non cash changes £	At 31 May 2006 £
	Cash at bank and in hand	546,314	380,022		926,336
	Total _	546,314	380,022		926,336

### 20 Related parties

At the year end there is a balance due from Falkirk Community Stadium Limited of £2,792,719 (2005 £2,792,719) This relates to long term loan stock. Due to the nature of this amount, it is not considered likely that it will be recovered in the foreseeable future.

The company also made purchases from Falkirk Community Stadium Limited, Falkirk to the value of £195,534 (2005 £97,740) and there is a year end creditor balance of £18,471 (2005 £35, 282) The transactions relate to the rent and service charges for the Falkirk Stadium and were carried out at arms length

The company also made sales to Falkirk Community Stadium Limited, Falkirk to the value of £25,660 (2005 £2,579) and there is a year end debtor balance of £11,230 (2005 2,903) The transactions relate recharges of services provided and were carried out at arms length

Finally at the year end there was a balance due from Falkirk F C (Retail) Limited of £93,761 (2005 nil) £53,966 relates to management charges and £39,795 to intercompany transfers. All amounts are recoverable within 12 months

### 21 Financial Commitments

At 31 May 2006, the company had annual commitments under non-	cancellable operating	g leases as
follows	2,006	2,005
	£	£
In over five years	142,170	142,170

### 22 Going Concern

The directors consider it appropriate to prepare the financial statements on the going concern basis

### 23 Derivatives

The company has no financial instruments that fall to be classified as derivatives

### 24 Control

The company is under the ultimate control of the Board of Directors that has been appointed to represent the shareholders throughout the whole of the year and previous year