Registered number: SC033275



ROSS COUNTY FOOTBALL CLUB LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017

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COMPANY INFORMATION

Directors

R J MacGregor G M R MacRae R M Fraser A I Kennedy J W MacGregor M B Kydd J D MacDonald D W Mackenzie L F Daly

Registered number

SC033275

Registered office

The Global Energy Stadium

Jubilee Park Road

Dingwall Ross-shire IV15 9QZ

Independent auditors

Anderson Anderson & Brown LLP

Kingshill View

Prime Four Business Park

Kingswells Aberdeen AB15 8PU

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STRATEGIC REPORT FOR THE YEAR ENDED 30 JUNE 2017



Introduction

The company's principal activity during the year continued to be that of the holding company for Ross County Football Club (1998) Limited.

Business review

During the year the company forgave £1,422,185 (2016 - £849,445) of the loan to Ross County Football Club (1988) Limited.

Principal risks and uncertainties

The principal risks and uncertainties associated with running a professional football club derive from players and managers' contracts, the transfer market, revenues from broadcasting contracts, attendance levels at the home games, and the continuing support of the local business community. Results on the pitch, maintaining league position, and successful cup runs can have an influence on certain of these matters but all are influenced by matters outwith the company's direct control.

The directors prepare and continually update a business plan, including financial forecasts, to adapt to changing circumstances and results and to mitigate these risks.

Key performance indicators

The directors consider the performance in the league and cup competitions to be key indicators of the performance of the club.

This report was approved by the board and signed on its behalf.

R J MacGregor

Director

Date: 21/3/18

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2017



The directors present their report and the financial statements for the year ended 30 June 2017.

Results and dividends

The loss for the year, after taxation, amounted to £1,422,185 (2016 - loss £849,445).

No dividends were paid or proposed during the year (2016 - £ nil).

Directors

The directors who served during the year were:

R J MacGregor G M R MacRae R M Fraser A I Kennedy J W MacGregor M B Kydd J D MacDonald D W Mackenzie L F Daly

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Post balance sheet events

There have been no significant events affecting the company since the year end.

Auditors

The auditors, Anderson Anderson & Brown LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

R J MacGregor

Director

Date: 21/3/18





The directors are responsible for preparing the Strategic report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the company's financial statements and then apply them consistently;
- make judgments 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 to 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.

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ROSS COUNTY FOOTBALL CLUB LIMITED



Opinion

We have audited the financial statements of Ross County Football Club Limited for the year ended 30 June 2017, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of cash flows, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (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 Auditors' 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.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2017 and of its loss 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may
 cast significant doubt about the company's ability to continue to adopt the going concern basis of
 accounting for a period of at least twelve months from the date when the financial statements are
 authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. Our opinion on the financial statements does not cover the information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.





In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.





Auditors' responsibilities for the audit of the financial statements

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Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. The description forms part of our Auditors' report.

John Black (Senior statutory auditor)

for and on behalf of

Anderson Anderson & Brown LLP

Kingshill View Prime Four Business Park Kingswells Aberdeen AB15 8PU

Date: 21 MARCH 2018

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2017



	Note	2017 £	2016 £
Related undertaking loan forgiven		(1,422,185)	(849,445)
Operating loss	4	(1,422,185)	(849,445)
Tax on loss	6	-	-
Loss for the financial year		(1,422,185)	(849,445)

There were no recognised gains and losses for 2017 or 2016 other than those included in the statement of comprehensive income.

ROSS COUNTY FOOTBALL CLUB LIMITED REGISTERED NUMBER:SC033275

STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2017



	Note		2017 £		2016 £
Fixed assets			-		
Investments	8		627,108		627,108
			627,108		627,108
Current assets					
Debtors: amounts falling due within one year	9	231,707		1,653,892	
		231,707		1,653,892	
Total assets less current liabilities			858,815		2,281,000
Creditors: amounts falling due after more than one year	11		(2,736)		(2,736)
Net assets			856,079		2,278,264
Capital and reserves					
Called up share capital	11		7,461,671		7,461,671
Profit and loss account			(6,605,592)	•	(5,183,407)
			856,079		2,278,264

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

R J MacGregor

Director

Date: 21/3/18

J D MacDonald

Director





	Called up share capital £	Profit and loss account	Total equity
At 1 July 2016	7,461,671	(5,183,407)	2,278,264
Loss for the year	-	(1,422,185)	(1,422,185)
At 30 June 2017	7,461,671	(6,605,592)	856,079
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2016			
	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 July 2015	7,410,821	(4,333,962)	3,076,859
Loss for the year	-	(849,445)	(849,445)
Shares issued during the year	50,850	·	50,850
At 30 June 2016	7,461,671	(5,183,407)	2,278,264

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2017



•	2017 £	2016 £
Cash flows from operating activities		
Loss for the financial year Adjustments for:	(1,422,185)	(849,445)
Decrease in debtors	1,422,185	798,595
Net cash generated from operating activities	-	(50,850)
Cash flows from financing activities		
Issue of ordinary shares	-	50,850
Net cash used in financing activities	-	50,850
Net increase in cash and cash equivalents	-	-
Cash and cash equivalents at the end of year	<u> </u>	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017



1. General information

Ross County Football Club Limited is a limited liability company incorporated in Scotland. The registered office is Jubilee Park Road, Dingwall, Ross-shire, IV15 9QZ.

Ross County Football Club's principal activity is continued to be that of the holding company for Ross County Football Club (1998) Limited.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies (see note 3).

2.2 Investments in Associates

Investments in associates are held at cost less impairment.

2.3 Going concern

While the directors acknowledge that the company operates in a difficult and often uncertain financial environment, the ultimate parent company has signalled it's intention to continue to support both Ross County Football Club and Ross County Football Club (1998) Limited when required, as well as not calling for repayment of existing loans. Accordingly the financial statements have been prepared on a going concern basis.

2.4 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017



2. Accounting policies (continued)

2.5 Financial instruments

The company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017



2. Accounting policies (continued)

2.6 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

2.7 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the company but are presented separately due to their size or incidence.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

The preparation of financial statements, requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of financial position date and the amounts reported during the year for revenue and costs. However, the nature of estimation means that actual outcomes could differ from those estimates. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The following judgements and estimates have had the most significant impact on amounts recognised in the financial statements.

Impairment of investment

The directors make an assessment of the impairment of investments. When assessing impairment of investments, various factors are taken into consideration, including the trading result, net assets and future plans of the company.

4. Operating loss

Auditors' remuneration was borne by another group company.

During the year no director received any emoluments (2016 - £Nil).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017



5. Employees

The average monthly number of employees, including the directors, during the year was as follows:

The average monthly number of employees, including the directors, during the	year was as i	ioliows.
	2017 No.	2016 No.
Directors	9	9
		-
6. Taxation		
	2017 £	2016 £
UK corporation tax		-
·	· ·	
Factors affecting tax charge for the year		
The tax assessed for the year is higher than (2016 - higher than) the standard the UK of 19% (2016 - 20%). The differences are explained below:	rate of corpora	ation tax in
	2017 £	2016 £
Loss on ordinary activities before tax	(1,422,185)	(849,445)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2016 - 20%) Effects of:	(270,215)	(169,889)
Related undertaking loan forgiven	270,215	169,889
Total tax charge for the year	-	-
		
7. Exceptional items		
•	2017 £	2016 £
Related undertaking loan forgiven	1,422,185	849,445

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017



8. Fixed asset investments

	Investments in associates £
Cost or valuation	
At 1 July 2016	627,108
At 30 June 2017	627,108
·	
Net book value	
At 30 June 2017	627,108
At 30 June 2016	627,108

Associated undertakings

The following were associate undertakings of the company:

Name	Class of shares	Holding	Principal activity
Ross County Football Club (1998) Limited	Ordinani	17.0/	Ross County
Ciub (1990) Liffilleu	Ordinary	1/%	Football Club

The aggregate of the share capital and reserves as at 30 June 2017 and of the profit or loss for the year ended on that date for the associated undertakings were as follows:

	share capital
	and reserves
	£
Ross County Football Club (1998) Limited	4,058,758
The associate has reported a result for the year of FNII (2016 - FNII)	

9. Debtors

	2017 £	2016 £
Amounts owed by related undertakings	231,707	1,653,892
	231,707	1,653,892

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2017



10. Financial instruments

	2017 £	2016 £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	231,707	1,653,892
Financial liabilities		
Financial liabilities measured at amortised cost	(2,736)	(2,736)

Financial assets measured at amortised cost comprise amounts owed by group undertakings and other debtors

Financial liabilities measured at amortised cost comprise preference shares.

11. Share capital

Shares classified as equity	£ 2017	2016 £
Allotted, called up and fully paid		
7,461,671 Ordinary Share shares of £1 each	7,461,671 	7,461,671
	2017 £	2016 £
Shares classified as debt		
Allotted, called up and fully paid		
2,736 6% Non Cum Preference shares of £1 each	2,736	2,736

12. Related party transactions

The company has advanced a loan to the associated undertaking Ross County Football Club (1998) Limited. £1,422,185 (2016 - £849,445) of this loan was forgiven during the year. The balance of £231,707 (2016 - £1,653,892) is included in debtors.

13. Controlling party

The company's parent undertaking and controlling entity is GEG Capital Limited. The company is included in the group's financial statements prepared to 31 March 2017, copies of which are available from it's registered office at 13 Henderson Road, Inverness, IV1 1SN.