

# **RHS SPECIAL EVENTS LIMITED**

## **Annual Report and Accounts**

**31 January 2016**

**Company Number 03119017**

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## **DIRECTORS' REPORT**

The directors present their annual report together with the audited financial statements for the year ended 31 January 2016.

### **DIRECTORS**

The directors of the Company throughout the year were:

Sir N Bacon  
Ms S Biggs  
Mr M Norman (Appointed 29/04/15)

The interests of the directors in the shares of the Company at the beginning and end of the year were as follows:

	At 1 February 2015	At 31 January 2016
Ms S Biggs	1 share	1 share

### **REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS**

The Company organises events for fundraising purposes at the RHS's Chelsea and Hampton Court Palace Flower Shows. The Company traded satisfactorily throughout the accounting period.

The accounts for the year ended 31 January 2016 show that turnover was £4.50m (2014/15: £4.04m). Profit on ordinary activities was £3.27m (2014/15: £2.95m). Gift Aid to the Royal Horticultural Society (RHS) was £3.20m (2014/15: £3.03m), resulting in a profit for the year after tax of £75k (2014/15: (£75k)).

During the year, the Company made a donation of £75k (2014/15: £75k) to the RHS Chelsea Centenary Appeal.

No dividend will be paid for the year (2014/15: £nil).

### **DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing 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 laws) including FRS102, 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 and profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- ensure applicable UK Accounting Standards have been followed subject to any material departure 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 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

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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.

The directors confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors 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.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

**By order of the Board**



Mark Norman  
Company Secretary

80 Vincent Square  
London SW1P 2PE

Date: 23 May 2016

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF RHS SPECIAL EVENTS LTD**

We have audited the financial statements of RHS Special Events Limited for the year ended 31 January 2016 which comprise the balance sheet, the statement of income and retained earnings, and the related notes. 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), including FRS 102 the Financial Reporting Standard applicable in the UK and Republic of Ireland.

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 on pages 2-3, 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 Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

**Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 January 2016 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.

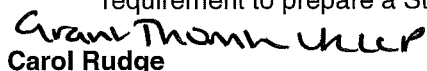
**Opinion on other matter prescribed by the Companies Act 2006**

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.

**Matters on which we are required to report by exception**

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a Strategic Report or in preparing the Directors' Report.

  
**Carol Rudge**

Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London  
Date: 23 May 2016

## **STATEMENT OF INCOME AND RETAINED EARNINGS**

	Notes	<b>2016</b>	<b>2015</b>
		<b>£000</b>	<b>£000</b>
<b>TURNOVER</b>	3	<b>4,504</b>	4,042
Cost of Sales		<u>(960)</u>	<u>(894)</u>
<b>GROSS PROFIT</b>		<b>3,544</b>	3,148
Administrative Expenses		<u>(278)</u>	<u>(205)</u>
<b>OPERATING PROFIT</b>		<b>3,266</b>	2,943
Interest receivable		<u>4</u>	<u>7</u>
<b>PROFIT ON ORDINARY ACTIVITIES</b>		<b>3,270</b>	2,950
Amounts paid/payable to the Royal Horticultural Society under Gift Aid		<u>(3,195)</u>	<u>(3,025)</u>
<b>PROFIT/(LOSS) FOR THE YEAR</b>	10	<b><u>75</u></b>	<b><u>(75)</u></b>
Retained profit/(loss) at 1 February		<b>(86)</b>	(11)
Retained profit/(loss) at 31 January		<b>(11)</b>	(86)

All recognised gains and losses are included in the statement of income and retained earnings.

All transactions are derived from continuing activities.

## **BALANCE SHEET**

	Notes	2016 £000	2015 £000
<b>CURRENT ASSETS</b>			
Debtors	6	70	160
Cash at bank and in hand		3,994	3,589
		<u>4,064</u>	<u>3,749</u>
<b>CREDITORS:</b> Amounts falling due within one year	7	<u>(4,075)</u>	<u>(3,835)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(11)</u>	<u>(86)</u>
<b>NET LIABILITIES</b>		<u>(11)</u>	<u>(86)</u>
<b>CAPITAL AND RESERVES</b>			
Called up equity share capital	9	-	-
Profit and loss account	10	(11)	(86)
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>(11)</u>	<u>(86)</u>

These accounts were approved by the Board on 11 May 2016 and authorised for issue on 23 May 2016.



Sue Biggs  
 Director

## **NOTES TO THE ACCOUNTS**

### **1. COMPANY INFORMATION**

RHS Special Events Ltd is a private company limited by shares and is incorporated in England and Wales. The company is registered in England. The company's registered address is 80 Vincent Square, London SW1P 2PE.

### **2. ACCOUNTING POLICIES**

#### **i) Basis of preparation**

The financial statements have been prepared on the historical cost basis and in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS102'), and with the Companies Act 2006.

This is the first year in which the financial statements have been prepared under FRS102.

In preparing the financial statements, the directors have determined that in applying the accounting policies required by FRS102, no adjustments are required.

RHS Special Events Ltd is part of a public benefit entity group.

After reviewing the company's forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements.

All turnover and operating profit is derived from the provision of goods and services which fall within the company's ordinary activities. Turnover consists entirely of sales made in the United Kingdom.

The financial statements are prepared in sterling.

Under FRS102 the company is exempt from the requirements to prepare a cash flow statement and disclosure of financial instruments on the grounds that its parent undertaking (The Royal Horticultural Society) includes the company in its published consolidated financial statements, which are available on the RHS website ([www.rhs.org.uk](http://www.rhs.org.uk)).

As the company is a subsidiary undertaking of the Royal Horticultural Society, the company has taken advantage of the exemption contained in FRS102 and has therefore not disclosed transactions or balances with wholly owned entities which form part of the group.

#### **ii) Turnover**

Turnover is measured at the fair value of the consideration, net of discounts and value added taxes. Turnover includes revenue earned from fundraising activities at the RHS's Chelsea and Hampton Court Palace Flower Shows.

Turnover from fundraising activities is recognised on the date of the event.

#### **iii) Operating leases**

Operating lease rentals are charged to the profit and loss account on a straight line basis over the lease term.



iv) **Debtors**

Short term debtors are measured at the transaction price, less any impairment.

v) **Creditors**

Short term creditors are measured at the transaction price.

vi) **Pension scheme**

The Company does not have any employees, all staff are contracted to The Royal Horticultural Society with costs recharged to RHS Special Events Ltd. The Society operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Society in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme by the Company in respect of the accounting period.

vii) **Deferred taxation**

No provision has been made for deferred tax as the company takes advantage of the opportunity to pay its profits as Gift Aid to the Royal Horticultural Society and therefore no deferred tax asset or liability is expected to occur. A deferred tax asset or liability only arises if there is a contractual obligation at the year end.

viii) **Judgements and estimates**

There are no material judgements or estimates applied in the preparation of these financial statements.

ix) **Changes to accounting estimates**

There have been no changes to accounting estimates in the year.

**3. TURNOVER**

Turnover represents the invoiced amount of income, net of value added tax, attributable to the principal activities of organising special events for fund-raising purposes.

**4. PROFIT ON ORDINARY ACTIVITIES**

	<b>2016</b>	<b>2015</b>
	<b>£000</b>	<b>£000</b>
The profit on ordinary activities is stated after charging:		
Fees to auditors:- audit	<b>4</b>	<b>5</b>
Fees to auditors:- tax advice	<b>-</b>	<b>2</b>
Operating lease rentals in respect of property	<b>14</b>	<b>14</b>

**5. STAFF COSTS**

	<b>2016</b>	<b>2015</b>
	<b>£000</b>	<b>£000</b>
Salaries and wages	<b>166</b>	114
Social security costs	<b>16</b>	11
Pension costs	<b>22</b>	14
	<b><u>204</u></b>	<b><u>139</u></b>
	<b>Number</b>	<b>Number</b>
The average number of employees during the year was:	<b><u>4</u></b>	<b><u>5</u></b>

The Company does not have any employees, all staff are contracted to The Royal Horticultural Society with costs recharged to RHS Special Events Ltd.

All of the directors of RHS Special Events Ltd are employees of Royal Horticultural Society and are remunerated by the Society for their services. None of their emoluments are recharged to RHS Special Events Ltd.

**6. DEBTORS: DUE WITHIN ONE YEAR**

	<b>2016</b>	<b>2015</b>
	<b>£000</b>	<b>£000</b>
Trade Debtors	<b>24</b>	50
Prepayments and accrued income	<b>46</b>	110
	<b><u>70</u></b>	<b><u>160</u></b>

No impairment loss was recognised against trade debtors for 2016 (2015 : £nil)

**7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>2016</b>	<b>2015</b>
	<b>£000</b>	<b>£000</b>
Trade Creditors	-	2
Amount due to the Royal Horticultural Society	<b>718</b>	554
Accruals	<b>12</b>	14
Deferred Income	<b>3,345</b>	3,265
	<b>4,075</b>	<b>3,835</b>

There were no creditors falling due after more than one year.

**8. OPERATING LEASES**

The company's future minimum operating lease payments are as follows:

	<b>2016</b>			<b>2015</b>		
	<b>Land and Buildings £000</b>	<b>Other £000</b>	<b>Total £000</b>	<b>Land and Buildings £000</b>	<b>Other £000</b>	<b>Total £000</b>
Expiring:						
Not later than one year	<b>14</b>	<b>0</b>	<b>14</b>	14	0	14
Later than one year and not later than five years	<b>60</b>	<b>0</b>	<b>60</b>	58	0	58
	<b>74</b>	<b>0</b>	<b>74</b>	<b>72</b>	<b>0</b>	<b>72</b>

**9. CALLED UP SHARE CAPITAL**

	<b>2016</b>	<b>2015</b>
	<b>£</b>	<b>£</b>
Authorised, allotted, called up and fully paid:		
100 ordinary shares of £1 each	<b>100</b>	100
	<b>100</b>	<b>100</b>

**Ordinary Shares**

	<b>2016</b>
At 1 February 2015	100
Share issue	-
At 31 January 2016	<b>100</b>

There is only one class of share, ordinary. The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights. They do not confer any right of redemption.

**10. PROFIT AND LOSS ACCOUNT**

	<b>2016</b>	<b>2015</b>
	<b>£000</b>	<b>£000</b>
Balance brought forward	<b>(86)</b>	<b>(11)</b>
Profit/(Loss) for the year	<u><b>75</b></u>	<u><b>(75)</b></u>
Balance carried forward	<u><u><b>(11)</b></u></u>	<u><u><b>(86)</b></u></u>

**11. RESERVES**

Called-up share capital – represents the nominal value of shares that have been issued.

Profit and loss account – includes all current and prior period retained profits and losses.

**12. RELATED PARTY TRANSACTIONS**

The Society maintains a Register of Interests of all Council members and senior staff. Also, the Society's financial regulations require an individual to declare an interest and withdraw from any commercial discussions should a conflict of interest potentially arise.

Commercial relationships with companies or other organisations that might be regarded as related parties have been reviewed. The Society requires members of Council, non-Council members of the Business Committee, and the Directors to declare any material interests that they may have in the activities of the Society and its trading companies. Council consider and approve contracts between trustees and the Society and its trading companies

There are no related party transactions requiring disclosure.

**13. ULTIMATE CONTROLLING PARTY**

The Ultimate Controlling Party is the Royal Horticultural Society, a registered charity. Copies of the Royal Horticultural Society's consolidated financial statements are available from the RHS website at [www.rhs.org.uk](http://www.rhs.org.uk).

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**PROFESSIONAL ADVISORS**

**Auditors**

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