

RoSPA Enterprises Limited

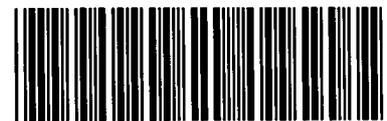
Directors' Report and Financial Statements

Year Ended

31 March 2024

Company Number 03021397

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RoSPA Enterprises Limited

Company Information

| | |
|----------------------------|--|
| Directors | A R Clark T Hussain M B Klein R Hickman S Kirk |
| Company secretary | T Hussain |
| Registered number | 03021397 |
| Registered office | 28 Calthorpe Road Edgbaston Birmingham West Midlands B15 1RP |
| Independent auditor | BDO LLP Two Snowhill Birmingham B4 6GA |

RoSPA Enterprises Limited

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RoSPA Enterprises Limited

Directors' Report For the Year Ended 31 March 2024

The directors present their report and the financial statements for the year ended 31 March 2024.

Directors' responsibilities statement

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 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.

Principal activity

The principal activity of the company during the year has been the supply of health and safety goods and services.

Results and dividends

The profit for the year, after taxation, amounted to £401,749 (2023 - £560,817).

Directors

The directors who served during the year were:

A R Clark
T Hussain
J McNulty (resigned 29 November 2024)
M B Klein (appointed 11 December 2023)
E Taylor (resigned 1 November 2023)
R Hickman (appointed 1 April 2024)
S Kirk (appointed 29 November 2024)

RoSPA Enterprises Limited

Directors' Report (continued) For the Year Ended 31 March 2024

Future developments

The directors anticipate the business environment will remain competitive. They believe that the Company is in a good financial position and that the risks that have been identified are being well managed. With careful focus on appropriate diversification and development of new products, as well as continuing review of the state of the market and the activities of competitors, the directors are confident in the Company's ability to maintain and build on this position, albeit with cautious growth expectations.

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

Post balance sheet events

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

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

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

This report was approved by the board on 12/17/2024 and signed on its behalf.

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S Kirk
Director

RoSPA Enterprises Limited

Independent Auditor's report to the members of RoSPA Enterprises Limited

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 March 2024 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.

We have audited the financial statements of RoSPA Enterprises Limited ("the Company") for the year ended 31 March 2024 which comprise the Statement of Comprehensive Income, the Statement of Financial Position and, the Statement of Changes in Equity, and notes to the financial statements, 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).

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 Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the Directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the Directors with respect to going concern are described in the relevant sections of this report.

Other information

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

RoSPA Enterprises Limited

Independent Auditor's report to the members of RoSPA Enterprises Limited (continued)

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Other Companies Act 2006 reporting

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

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

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 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; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, 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.

Auditor's responsibilities for the audit of the financial statements

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 auditor's 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.

RoSPA Enterprises Limited

Independent Auditor's report to the members of RoSPA Enterprises Limited (continued)

Extent to which the audit was capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Non-compliance with laws and regulations

Based on:

Our understanding of the Company and the industry in which it operates;

- Discussion with management and those charged with governance including the Audit and Risk Committee; and
- Obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations.

We considered the significant laws and regulations to be Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice) and UK tax legislation.

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be health and safety legislation, employment law and data protection.

Our procedures in respect of the above included:

- Review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- Review of correspondence with tax authorities for any instances of non-compliance with laws and regulations;
- Review of financial statement disclosures and agreeing to supporting documentation; and
- Review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- Enquiry with management and those charged with governance, including Audit and Risk Committee regarding any known or suspected instances of fraud;
- Obtaining an understanding of the Company's policies and procedures relating to:
 - Detecting and responding to the risks of fraud; and
 - Internal controls established to mitigate risks related to fraud.
- Review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;
- Discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- Performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override including the posting of inappropriate journal entries to manipulate financial results and management bias in accounting estimates. In addition, we considered revenue recognition an area to be susceptible to fraud, particularly in relation to the posting of journals to material revenue streams.

RoSPA Enterprises Limited

Independent Auditor's report to the members of RoSPA Enterprises Limited (continued)

Our procedures in respect of the above included:

- Testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation;
- A review of estimates and judgements applied by Management in the financial statements to assess their appropriateness and the existence of any systematic bias; and
- In addressing the risk of fraud through improper revenue recognition, we tested the appropriateness of certain journals to material revenue streams.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>.

This description forms part of our auditor's report.

Use of our report

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.

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Samantha Lifford (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
Birmingham
United Kingdom
17 December 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

RoSPA Enterprises Limited

Statement of Comprehensive Income For the Year Ended 31 March 2024

| | Note | 2024 £ | 2023 £ |
|--------------------------------------|------|----------------|----------------|
| Turnover | 4 | 1,411,326 | 1,509,381 |
| Cost of sales | | (712,676) | (662,608) |
| Gross profit | | 698,650 | 846,773 |
| Administrative expenses | | (296,901) | (285,956) |
| Operating profit | | 401,749 | 560,817 |
| Profit for the financial year | | 401,749 | 560,817 |

There was no other comprehensive income for 2024 (2023 - £Nil).

The notes on pages 10 to 15 form part of these financial statements.

RoSPA Enterprises Limited
Registered number:03021397

Statement of Financial Position
As at 31 March 2024

| | Note | | 2024 £ | 2023 £ |
|--|------|-----------|-----------|-----------|
| Current assets | | | | |
| Debtors: amounts falling due within one year | 9 | 206,077 | 308,804 | |
| Cash at bank and in hand | 10 | 94,030 | 50,534 | |
| | | 300,107 | 359,338 | |
| Creditors: amounts falling due within one year | 11 | (300,105) | (359,336) | |
| Net current assets | | | 2 | 2 |
| Total assets less current liabilities | | | 2 | 2 |
| Net assets | | | 2 | 2 |
| Capital and reserves | | | | |
| Called up share capital | 12 | | 2 | 2 |
| | | | 2 | 2 |

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

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

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12/17/2024

S Kirk
Director

The notes on pages 10 to 15 form part of these financial statements.

RoSPA Enterprises Limited

Statement of Changes in Equity For the Year Ended 31 March 2024

| | Called up share capital | Profit and loss account | Total equity |
|--|----------------------------|----------------------------|--------------|
| | £ | £ | £ |
| At 1 April 2023 | 2 | - | 2 |
| Comprehensive income for the year | | | |
| Profit for the year | - | 401,749 | 401,749 |
| Total comprehensive income for the year | - | 401,749 | 401,749 |
| Transfer of taxable profits under gift aid to parent | - | (401,749) | (401,749) |
| At 31 March 2024 | 2 | - | 2 |

Statement of Changes in Equity For the Year Ended 31 March 2023

| | Called up share capital | Profit and loss account | Total equity |
|--|----------------------------|----------------------------|--------------|
| | £ | £ | £ |
| At 1 April 2022 | 2 | - | 2 |
| Comprehensive income for the year | | | |
| Profit for the year | - | 560,817 | 560,817 |
| Total comprehensive income for the year | - | 560,817 | 560,817 |
| Transfer of taxable profits under gift aid to parent | - | (560,817) | (560,817) |
| At 31 March 2023 | 2 | - | 2 |

The notes on pages 10 to 15 form part of these financial statements.

RoSPA Enterprises Limited

Notes to the Financial Statements For the Year Ended 31 March 2024

1. General information

RoSPA Enterprises Limited is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page.

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 presentational and functional currency of these financial statements is GBP. Values are rounded to the nearest pound.

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).

The following principal accounting policies have been applied:

2.2 Going concern

In the current business climate, the Board acknowledges the heightened rate of inflation and increase in base rate interest rates. In response to this, management are monitoring all aspects of the Company's activities and have incorporated an uplift in budgeted costs relating to inflation. In addition, management have included a full forecast of the financial position and cashflows for the period to March 2026 and stress testing the cash position to assess scenarios relating to reductions in income.

RoSPA Enterprises Limited going concern is supported by a cost sharing agreement with the parent company, The Royal Society for the Prevention of Accidents (RoSPA). This agreement ensures that RoSPA Enterprises Limited's operational costs are shared and managed by the parent company, thereby providing financial stability and mitigating risks associated with cash flow shortages. This arrangement safeguards the subsidiary's ability to continue as a going concern.

Whilst a degree of uncertainty is inherent in cashflow forecasts, the Board does not consider this to be a material uncertainty and are confident, based on the assessment performed, that cash will remain sufficient to enable the company to meet its obligations as they fall due for a period of at least 12 months from the date of signing these accounts.

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Awards sponsorship, training and consultancy income is deferred from the period when it is received to the period in which the service or goods will be delivered.

Other income is recognised in the period in which it is receivable and to the extent the goods/services have been provided or on completion of the service.

RoSPA Enterprises Limited

Notes to the Financial Statements For the Year Ended 31 March 2024

2. Accounting policies (continued)

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.

2.5 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.6 Creditors

Short-term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.7 Gift Aid

The company has entered into a deed of covenant to donate its taxable profits to The Royal Society for The Prevention of Accidents each financial year.

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

To determine the provision against trade debtors, debtors are assessed at each reporting date for recoverability. If there is any evidence of impairment the carrying amount of the debtor is reduced to its recoverable amount.

4. Turnover

An analysis of turnover by class of business is as follows:

| | 2024 £ | 2023 £ |
|-----------------------|------------------|------------------|
| Continuing operations | 1,411,326 | 1,509,381 |
| | <u>1,411,326</u> | <u>1,509,381</u> |

All turnover arose within the United Kingdom.

RoSPA Enterprises Limited

Notes to the Financial Statements For the Year Ended 31 March 2024

5. Auditor's remuneration

During the year, the Company obtained the following services from the Company's auditor:

| | 2024 £ | 2023 £ |
|---|--------------|--------------|
| Fees payable to the Company's auditor for the audit of the Company's financial statements | <u>3,800</u> | <u>3,700</u> |

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the consolidated accounts of the parent Company.

6. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2023 - £Nil).

7. Taxation

| | 2024 £ | 2023 £ |
|-------------------------------------|-----------|-----------|
| Current tax on profits for the year | <u>-</u> | <u>-</u> |

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2023 - lower than) the standard rate of corporation tax in the UK of 25% (2023 - 19%). The differences are explained below:

| | 2024 £ | 2023 £ |
|---|----------------|----------------|
| Profit on activities before tax | <u>401,749</u> | <u>560,817</u> |
| Profit on activities multiplied by standard rate of corporation tax in the UK of 25% (2023 - 19%) | 100,437 | 106,555 |
| Effects of: | | |
| Tax relief in respect of Gift Aid | (100,437) | (106,555) |
| Total tax charge for the year | <u>-</u> | <u>-</u> |

Factors that may affect future tax charges

The company entered into a deed of covenant to donate its taxable profits to The Royal Society for the Prevention of Accidents each financial year.

RoSPA Enterprises Limited

Notes to the Financial Statements For the Year Ended 31 March 2024

8. Gift Aid

| | 2024 £ | 2023 £ |
|--|-----------|-----------|
| Transfer of taxable profits under gift aid to parent | 401,749 | 560,817 |
| | 401,749 | 560,817 |
| | 401,749 | 560,817 |

9. Debtors

| | 2024 £ | 2023 £ |
|------------------------------------|-----------|-----------|
| Trade debtors | 110,016 | 145,619 |
| Amounts owed by group undertakings | 44,061 | - |
| Prepayments and accrued income | 52,000 | 163,185 |
| | 206,077 | 308,804 |
| | 206,077 | 308,804 |

As at 31 March 2024 there is a bad debt provision of £8,735 (2023: £8,075). The impairment loss recognised in the Company profit for the period in respect of bad and doubtful trade debtors was £2,013 (2023: £5,827 gain).

10. Cash and cash equivalents

| | 2024 £ | 2023 £ |
|--------------------------|-----------|-----------|
| Cash at bank and in hand | 94,030 | 50,534 |
| | 94,030 | 50,534 |
| | 94,030 | 50,534 |

RoSPA Enterprises Limited

Notes to the Financial Statements For the Year Ended 31 March 2024

11. Creditors: Amounts falling due within one year

| | 2024 | As restated 2023 |
|------------------------------------|---------|---------------------|
| | £ | £ |
| Trade creditors | 772 | 25,888 |
| Amounts owed to group undertakings | - | 68,966 |
| Accruals and deferred income | 299,333 | 264,482 |
| | 300,105 | 359,336 |

The directors have identified that deferred income of £52,000 relating to Rospa Enterprises Limited was incorrectly recognised in the balance sheet of the parent entity in the prior year. The restatement increases Accruals and deferred income by £52,000 and decreases Amounts owed to group undertakings within Creditors due within one year by the same amount. There is no impact on the previously reported net assets or profit for the previous financial year.

12. Share capital

| | 2024 | 2023 |
|--|------|------|
| | £ | £ |
| Allotted, called up and fully paid | | |
| 2 (2023 - 2) Ordinary shares of £1.00 each | 2.00 | 2.00 |
| | 2.00 | 2.00 |

13. Reserves

Called up share capital

Called up share capital represents the nominal value of the shares issued.

Profit and loss account

The profit and loss account represents cumulative profit or losses, net of Gift Aid paid and other adjustments.

14. Related party transactions

The company has taken advantage of the exemption available in Section 33.1A of FRS 102 whereby it has not disclosed transactions with the ultimate parent company.

RoSPA Enterprises Limited

Notes to the Financial Statements For the Year Ended 31 March 2024

15. Controlling party

The company is a subsidiary of The Royal Society for the Prevention of Accidents which is the ultimate parent company incorporated in the United Kingdom.

The largest and smallest group in which the results of the company are consolidated is that headed by The Royal Society for the Prevention of Accidents, incorporated in the United Kingdom. The consolidated accounts of this company are available to the public and may be obtained from RoSPA House, 28 Calthorpe Road, Edgbaston, Birmingham, B15 1RP.