

**ROPE WALK HAMBLE LIMITED**

**Report of the Directors and**

**Audited Financial Statements for the Year Ended 31st August 2017**

Hall & Co  
Chartered Accountants  
Statutory Auditors  
Amplevine House  
Dukes Road  
Southampton  
Hampshire  
SO14 0ST

# **ROPE WALK HAMBLE LIMITED**

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**ROPE WALK HAMBLE LIMITED**

**Company Information  
for the year ended 31st August 2017**

**DIRECTORS:**

I R Fowler  
Mrs L-J Nicholson  
T L C Richardson  
R A Lovell  
Mrs K Henderson-Williams

**REGISTERED OFFICE:**

Royal Southern Yacht Club  
Rope Walk  
Hamble  
Southampton  
Hampshire  
SO31 4HB

**REGISTERED NUMBER:**

04948315 (England and Wales)

**AUDITORS:**

Hall & Co  
Chartered Accountants  
Statutory Auditors  
Amplevine House  
Dukes Road  
Southampton  
Hampshire  
SO14 0ST

## **ROPE WALK HAMBLE LIMITED**

### **Report of the Directors for the year ended 31st August 2017**

The directors present their report with the financial statements of the company for the year ended 31st August 2017.

#### **DIRECTORS**

The directors shown below have held office during the whole of the period from 1st September 2016 to the date of this report.

I R Fowler  
Mrs L-J Nicholson  
T L C Richardson  
R A Lovell

Other changes in directors holding office are as follows:

C R Mansfield - resigned 26th November 2016  
Mrs K Henderson-Williams - appointed 26th November 2016

The company is limited by guarantee. In the event of a winding up, the liability of each member is limited to £1.

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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 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.

#### **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

#### **AUDITORS**

The auditors, Hall & Co, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ROPE WALK HAMBLE LIMITED**

**Report of the Directors  
for the year ended 31st August 2017**

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

**BY ORDER OF THE BOARD:**

R A Lovell - Director

24th October 2017

## **Report of the Independent Auditors to the Members of Rope Walk Hamble Limited**

### **Opinion**

We have audited the financial statements of Rope Walk Hamble Limited (the 'company') for the year ended 31st August 2017 on pages seven to thirteen. 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 a Report of the Auditors 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 31st August 2017 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.

### **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 UK, including the FRC'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.

### **Material uncertainty related to going concern**

We draw your attention to note 2 in the financial statements which indicates that the company is reliant on repayments by Royal Southern Yacht Club Limited to fund its own bank loan repayments and the breach of the covenants contained within the terms of these loans in respect of the financial performance of that company, which for the year ended 31st August 2017. As explained in note 2 of the financial statements, the ability of Royal Southern Yacht Club Limited to meet these obligations is dependent on an improved trading performance in the future, which the directors of both companies believe will be achieved. The company is also reliant on the continued support of the bank. However there can be no certainty with regard to these matters and this would indicate the existence of a material uncertainty which may cast doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

### **Other information**

The directors are responsible for the other information. The other information comprises the information in the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and 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, 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.

## **Report of the Independent Auditors to the Members of Rope Walk Hamble Limited**

### **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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Report of the Directors has 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 Report of the Directors.

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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption from the requirement to prepare a Strategic Report or in preparing the Report of the Directors.

### **Responsibilities of directors**

As explained more fully in the Statement of Directors' Responsibilities set out on page two, 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 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.

### **Our 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 a Report of the Auditors 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](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Report of the Auditors.

**Report of the Independent Auditors to the Members of  
Rope Walk Hamble Limited**

Ian Richardson BSc, FCA (Senior Statutory Auditor)  
for and on behalf of Hall & Co  
Chartered Accountants  
Statutory Auditors  
Amplevine House  
Dukes Road  
Southampton  
Hampshire  
SO14 0ST

24th October 2017

**ROPE WALK HAMBLE LIMITED****Income Statement  
for the year ended 31st August 2017**

|  | Notes | 2017<br>£           | 2016<br>£           |
|--|-------|---------------------|---------------------|
| <b>TURNOVER</b>                        |       | <b>5,713</b>        | 7,733               |
| Administrative expenses                |       | <u>2,905</u>        | <u>4,892</u>        |
| <b>OPERATING PROFIT</b>                | 3     | <b>2,808</b>        | 2,841               |
| Interest receivable and similar income |       | <u>55,240</u>       | <u>61,558</u>       |
|  |       | <b>58,048</b>       | 64,399              |
| Interest payable and similar expenses  |       | <u>55,240</u>       | <u>61,611</u>       |
| <b>PROFIT BEFORE TAXATION</b>          |       | <b>2,808</b>        | 2,788               |
| Tax on profit                          |       | <u>550</u>          | <u>558</u>          |
| <b>PROFIT FOR THE FINANCIAL YEAR</b>   |       | <b><u>2,258</u></b> | <b><u>2,230</u></b> |

The notes form part of these financial statements

**ROPE WALK HAMBLE LIMITED (REGISTERED NUMBER: 04948315)****Balance Sheet  
31st August 2017**

|  | Notes | 2017             |                  | 2016      |           |
|--|-------|------------------|------------------|-----------|-----------|
|  |       | £                | £                | £         | £         |
| <b>FIXED ASSETS</b>                          |       |                  |                  |           |           |
| Tangible assets                              | 4     |                  | <b>1,813,604</b> |           | 1,813,604 |
| <b>CURRENT ASSETS</b>                        |       |                  |                  |           |           |
| Debtors                                      | 5     | <b>1,921,536</b> |                  | 1,869,416 |           |
| Cash at bank                                 |       | <b>79</b>        |                  | 3,007     |           |
|  |       |                  |                  |           |           |
|  |       | <b>1,921,615</b> |                  | 1,872,423 |           |
| <b>CREDITORS</b>                             |       |                  |                  |           |           |
| Amounts falling due within one year          | 6     | <b>2,266,581</b> |                  | 115,079   |           |
| <b>NET CURRENT (LIABILITIES)/ASSETS</b>      |       |                  | <b>(344,966)</b> |           | 1,757,344 |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b> |       |                  | <b>1,468,638</b> |           | 3,570,948 |
| <b>CREDITORS</b>                             |       |                  |                  |           |           |
| Amounts falling due after more than one year | 7     |                  | -                |           | 2,104,568 |
| <b>NET ASSETS</b>                            |       |                  | <b>1,468,638</b> |           | 1,466,380 |
| <b>RESERVES</b>                              |       |                  |                  |           |           |
| Retained earnings                            |       |                  | <b>1,468,638</b> |           | 1,466,380 |
| <b>MEMBERS' FUNDS</b>                        |       |                  | <b>1,468,638</b> |           | 1,466,380 |

The financial statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

The financial statements were approved by the Board of Directors on 24th October 2017 and were signed on its behalf by:

R A Lovell - Director

The notes form part of these financial statements

## **ROPE WALK HAMBLE LIMITED**

### **Notes to the Financial Statements for the year ended 31st August 2017**

#### **1. STATUTORY INFORMATION**

Rope Walk Hamble Limited is a private company, limited by guarantee, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

#### **2. ACCOUNTING POLICIES**

##### **Basis of preparing the financial statements**

These financial statements have been prepared in accordance with the provisions of Section 1A "Small Entities" of Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The company has bank loan facilities secured against its freehold property and has lent the proceeds from these loans to Royal Southern Yacht Club Limited to provide a large part of the finance for that company's construction of a new sea wall, Prince Philip Yacht Haven and associated works at the company's property.

The company has an agreement with the Royal Southern Yacht Club Limited whereby that company will repay its loan by instalments equivalent to the company's repayments on its bank loan and will meet the other operating costs of the company. The company has given a guarantee in respect of the bank overdraft of that company. The company's bank loan facility also contains certain covenants related to the financial performance of Royal Southern Yacht Club Limited.

These covenants have been breached for the year ended 31st August 2017, and the bank has been notified. Because of the breach the loans are technically repayable on demand at this time and have therefore been classified as a current liability. However the bank have acknowledged notice of the breach and are currently considering what changes, if any, they may require in the covenants for the future. The bank have also reiterated their support for the company and Royal Southern Yacht Club Limited and do not have any plans to change the original repayment terms of the loans at this time.

The directors have received confirmations from that company's directors that the budgets and forecasts they have produced, based on an improved trading performance, indicate that it will put that company in a financial position sufficient to meet its obligations to the company for the foreseeable future. The directors believe that the directors of that company will be successful in achieving this, though there can be no certainty with this regard.

The directors, based on the confirmations from the directors of Royal Southern Yacht Club Limited and reassurances from the bank, consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that might be necessary if the company was unable to continue as a going concern.

##### **Turnover**

Turnover represents recharged expenses and rents receivable.

## **ROPE WALK HAMBLE LIMITED**

### **Notes to the Financial Statements - continued for the year ended 31st August 2017**

#### **2. ACCOUNTING POLICIES - continued**

##### **Land and buildings**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property is carried in the Balance Sheet at cost, less depreciation on improvements.

The company's policy has always been to maintain its property to a high standard. It is not intended that that policy will change in the future and it is anticipated, therefore, that the property will be suitable for its current use for as long as it may be required. The company has received assurance from Royal Southern Yacht Club Limited, who occupy the premises, that it will maintain the premises to a standard which would reduce any depreciation to immaterial levels.

In the circumstances of the company and its freehold property, the directors are of the opinion that due to the value of the freehold land element and residual value of the buildings any charge for depreciation of freehold property would not be material and that accumulated depreciation to date would also not be material. Accordingly, no provision has been made in these accounts. The property will, of course, be considered each year in connection with the preparation of the annual accounts to ascertain whether any permanent impairment of the company's property asset has occurred. Depreciation provided to 31 August 2005 has been retained and was calculated to that date on the basis shown below.

##### **Depreciation**

Depreciation is provided to write off the cost or valuation, less estimated residual value, of all tangible fixed assets, except for freehold land, evenly over their expected useful lives. It is calculated at the following rates:

Improvements to facilities - 10 years

##### **Taxation**

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

##### **Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

**ROPE WALK HAMBLE LIMITED**

**Notes to the Financial Statements - continued  
for the year ended 31st August 2017**

**3. OPERATING PROFIT**

The operating profit is stated after charging/(crediting):

|                        | <b>2017</b>       | 2016              |
|------------------------|-------------------|-------------------|
|                        | <b>£</b>          | £                 |
| Operating lease income | <b>(2,808)</b>    | (2,788)           |
|                        | <u>          </u> | <u>          </u> |

**4. TANGIBLE FIXED ASSETS**

|   | <b>Land and<br/>buildings<br/>£</b> |
|---|-------------------------------------|
| <b>COST</b>                                   |                                     |
| At 1st September 2016<br>and 31st August 2017 | <b>1,820,550</b>                    |
|   | <u>                  </u>           |
| <b>DEPRECIATION</b>                           |                                     |
| At 1st September 2016<br>and 31st August 2017 | <b>6,946</b>                        |
|   | <u>                  </u>           |
| <b>NET BOOK VALUE</b>                         |                                     |
| At 31st August 2017                           | <b>1,813,604</b>                    |
|   | <u>                  </u>           |
| At 31st August 2016                           | 1,813,604                           |
|   | <u>                  </u>           |

**5. DEBTORS**

|   | <b>2017</b>               | 2016                      |
|---|---------------------------|---------------------------|
|   | <b>£</b>                  | £                         |
| Amounts falling due within one year:          |                           |                           |
| Amounts due by Royal Southern Yacht Club      | <b>1,907,660</b>          | 125,784                   |
| Prepayments and accrued income                | <b>13,876</b>             | 14,064                    |
|   | <u>                  </u> | <u>                  </u> |
|   | <b>1,921,536</b>          | 139,848                   |
|   | <u>                  </u> | <u>                  </u> |
| Amounts falling due after more than one year: |                           |                           |
| Amounts due by Royal Southern Yacht Club      | <b>-</b>                  | 1,729,568                 |
|   | <u>                  </u> | <u>                  </u> |
| Aggregate amounts                             | <b>1,921,536</b>          | 1,869,416                 |
|   | <u>                  </u> | <u>                  </u> |

The company made a loan of an initial £1,925,000 to Royal Southern Yacht Club Limited from the proceeds of the bank loan. The loan is repayable by October 2019 with monthly instalments of capital and recharged costs of £12,952 commencing in November 2015 and one final payment. The company has made a further loan to Royal Southern Yacht Club Limited of £150,000 which is repayable by June 2022 in monthly instalments of capital and interest of £1,434 and one final payment. Since the terms of these loans mirror the terms of the bank loans, all amounts due from Royal Southern Yacht Club Limited have been classified as a current asset at 31st August 2017.

**ROPE WALK HAMBLE LIMITED****Notes to the Financial Statements - continued  
for the year ended 31st August 2017****6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

|  | 2017             | 2016           |
|--|------------------|----------------|
|  | £                | £              |
| Bank loans and overdrafts (see note 8) | 2,252,376        | 100,675        |
| Taxation and social security           | 558              | 566            |
| Other creditors                        | 13,647           | 13,838         |
|  | <u>2,266,581</u> | <u>115,079</u> |

**7. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

|                         | 2017     | 2016             |
|-------------------------|----------|------------------|
|                         | £        | £                |
| Bank loans (see note 8) | -        | 2,104,568        |
|                         | <u>-</u> | <u>2,104,568</u> |

**8. LOANS**

An analysis of the maturity of loans is given below:

|   | 2017             | 2016             |
|---|------------------|------------------|
|   | £                | £                |
| Amounts falling due within one year or on demand: |                  |                  |
| Bank loans  | <u>2,252,376</u> | <u>100,675</u>   |
| Amounts falling due between one and two years:    |                  |                  |
| Bank loans - 1-2 years                            | <u>-</u>         | <u>103,242</u>   |
| Amounts falling due between two and five years:   |                  |                  |
| Bank loans - 2-5 years                            | <u>-</u>         | <u>2,001,326</u> |

## ROPE WALK HAMBLE LIMITED

### Notes to the Financial Statements - continued for the year ended 31st August 2017

#### 9. SECURED DEBTS

The following secured debts are included within creditors:

|            | 2017             | 2016             |
|------------|------------------|------------------|
|            | £                | £                |
| Bank loans | <u>2,252,376</u> | <u>2,205,243</u> |

The bank loan is secured by a legal mortgage over the company's property and a guarantee by Royal Southern Yacht Club Limited.

The primary loan is repayable over five years at a variable interest rate of 2.25% above the bank's base rate. The loan is interest only for the first thirteen months and then forty eight monthly repayments of capital and interest of £12,953 commencing in November 2015 and a final payment sufficient to clear the balance. The additional loan of £150,000 drawn in June 2017 is repayable over five years at a variable interest rate of 2.55% above the bank's base rate by fifty eight monthly instalments of capital and interest of £1,434 and a final payment sufficient to clear the balance.

However these loans have been classified at 31st August 2017 as current liabilities due to the breach in the covenants as referred in note 2, since they are technically repayable on demand.

#### 10. CONTINGENT LIABILITIES

The company has given a guarantee in respect of the bank overdraft facility of Royal Southern Yacht Club Limited. At 31st August 2017 the facility was £150,000 and the amount outstanding to the bank was £88,000 (2016 £80,993).

#### 11. RELATED PARTY DISCLOSURES

The company leases its property to and all other expenses incurred by the company are recharged to Royal Southern Yacht Club Limited.

#### 12. MEMBERS' GUARANTEE

The company is limited by guarantee. In the event of a winding up, the liability of each member is limited to £1.