Company Registration Number SC314764

APUC LIMITED
COMPANY LIMITED BY GUARANTEE

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 JULY 2012

APUC LIMITED
(COMPANY LIMITED BY GUARANTEE)

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FOR THE YEAR ENDED 31 JULY 2012

Contents	**Pages**

The following pages do not form part of the financial statements

OFFICERS AND PROFESSIONAL ADVISERS

The Board of Directors	N A L Paul – Chairman A J Warren A J Williamson D C H Ross D S MacKellar J C Crooks (resigned 22 May 2012) P Briggs S Paterson J Doyle I A Bews A Haddon (appointed 22 May 2012)
Company Secretary	M Caithness
Registered Office	14 New Mart Road EDINBURGH EH14 1RL
Auditor	Chiene + Tait Chartered Accountants & Statutory Auditor 61 Dublin Street EDINBURGH EH3 6NL
Bankers	Bank of Scotland 1 Ardmillan Terrace EDINBURGH EH11 2JH
Solicitors	Brodies LLP 15 Atholl Crescent EDINBURGH EH3 8HA

THE DIRECTORS' REPORT
FOR THE YEAR ENDED 31 JULY 2012

The directors present their report and the financial statements of the company and the group for the year ended 31 July 2012.

Principal activities
The principal activity of the group during the year was the provision of procurement services and guidance in order to achieve value for money for Scotland's 60 Universities and Colleges.

Directors
The directors who served the company during the year are shown on page 2.

Directors' responsibilities
The directors are responsible for preparing the Directors' Report and 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 the group and of the surplus or deficit of the group 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 estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group 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 the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware:
- there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that he/she ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

Donations
It was agreed with the Higher Education (HE) and Further Education (FE) sectors when APUC took on the role to organise the Conference on University Purchasing 2011 with the support of the sectors, that the majority or all of any surplus generated should be passed as a charitable donation to a development fund for those involved in procurement across HE/FE. The Procurement Development Fund (HPDF) was, therefore, set up as a charity for that purpose.

During the year the company made the following contributions:

	2012	2011
	£	£
Charitable donations	126,549	-

Small company provisions
This report has been prepared in accordance with the small companies regime of the Companies Act 2006.

Signed on behalf of the directors
N A L Paul, Chairman
Approved by the directors on 25 October 2012

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF APUC LIMITED

We have audited the financial statements of APUC Limited for the year ended 31 July 2012 which comprise of the consolidated income and expenditure account, the consolidated balance sheet, the company balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the group and 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 group and 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 group, 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 Statement of Directors' Responsibilities set out 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. 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 July 2012 and of the group's surplus for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been properly 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF APUC LIMITED *(continued)*

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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 in preparing the directors' report.

Malcolm Beveridge BA CA (Senior Statutory Auditor)
For and on behalf of
CHIENE + TAIT
Chartered Accountants & Statutory Auditor
61 Dublin Street
Edinburgh
EH3 6NL

<u>25 October 2012</u>

CONSOLIDATED INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED 31 JULY 2012

	Note	2012	2011
		£	£
Turnover	1	2,158,018	2,278,787
Administrative expenses	2	2,097,407	1,896,279
Operating surplus	3	60,611	382,508
Interest receivable		234	4,590
Surplus on ordinary activities before taxation		60,845	387,098
Tax on surplus on ordinary activities	5	12,578	85,803
Surplus for the year		48,267	301,295

The notes on pages 10 to 18 form part of these financial statements.

APUC LIMITED
(COMPANY LIMITED BY GUARANTEE)

CONSOLIDATED BALANCE SHEET
AS AT 31 JULY 2012

	Note	£	2012 £	£	2011 £
Fixed assets					
Tangible assets	6		10,092		10,193
Current assets					
Debtors	8	72,334		307,233	
Cash at bank		1,648,991		1,281,140	
		1,721,325		1,588,373	
Creditors: amounts falling due within one year	9	590,384		1,199,483	
Net current assets			1,130,941		388,890
Total assets less current liabilities			1,141,033		399,083
Creditors: amounts falling due after more than one year	10		699,871		6,188
			441,162		392,895
Reserves					
Income and expenditure account	15		441,162		392,895
			441,162		392,895

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 and the Financial Reporting Standard for Smaller Entities (effective April 2008) relating to small companies.

These financial statements were approved by the directors and authorised for issue on 25 October 2012, and are signed on their behalf:

A Warren
Chief Executive

N A L Paul
Chairman

Company No: SC314764

The notes on pages 10 to 18 form part of these financial statements.

APUC LIMITED
(COMPANY LIMITED BY GUARANTEE)

COMPANY BALANCE SHEET
AS AT 31 JULY 2012

	Note	2012 £	2012 £	2011 £	2011 £
Fixed assets					
Tangible assets	6		10,092		10,193
Investments	7		1		1
			10,093		10,194
Current assets					
Debtors	8	72,274		300,429	
Cash at bank		1,647,215		1,281,140	
		1,719,489		1,581,569	
Creditors: amounts falling due within one year	9	754,146		1,342,276	
Net current assets			965,343		239,293
Total assets less current liabilities			975,436		249,487
Creditors: amounts falling due after more than one year	10		699,871		6,188
			275,565		243,299
Reserves					
Income and expenditure account	15		275,565		243,299
			275,565		243,299

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 and the Financial Reporting Standard for Smaller Entities (effective April 2008) relating to small companies.

These financial statements were approved by the directors and authorised for issue on 25 October 2012, and are signed on their behalf:

A Warren
Chief Executive

N A L Paul
Chairman

Company No: SC314764

The notes on pages 10 to 18 form part of these financial statements.

1. Accounting policies

Basis of accounting
The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (FRSSE) (effective April 2008).

Going concern
The financial statements have been prepared on the going concern basis.

The company has secured funding from the Universities and Colleges in Scotland of £1,826m for 2012-2013. They have prepared budgets and cashflow projections which indicate that they will be able to operate within the agreed funding level.

Basis of consolidation
The consolidated financial statements incorporate the financial statements of the company for the year ended 31 July 2012 and of its subsidiary company, UCSS Limited.

The company has taken advantage of the exemptions under section 408 of the Companies Act 2006 not to prepare an individual income and expenditure account for the parent company. The surplus for the year dealt with in the financial statements of the company was £32,266 (2011: £151,699).

Investments
Investments held as fixed assets are stated at cost less provision for any permanent diminution in value.

Cash flow statement
The company is the parent of a small group and has voluntarily prepared consolidated financial statements. The company is exempt under the requirements of the FRSSE from publishing a consolidated cash flow statement.

Turnover
The turnover shown in the income and expenditure accounts represents grants received and receivable during the year.

Fixed assets
All fixed assets are initially recorded at cost. Assets costing less than £5,000, unless the costs when grouped are greater than £5,000, are written off to the income and expenditure account in the year of purchase.

Depreciation
Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Fixtures & Fittings	-	7 years
Computer equipment	-	3 years

Grants
Grants of a revenue nature are credited to the income and expenditure account in the year which they accrue. Grants for the purchase of fixed assets are treated as deferred income and credited to the income and expenditure account over the estimated useful life of the relevant assets.

Pensions
APUC Limited participates in the Universities Superannuation Scheme (USS), a defined benefit scheme which is contracted out of the State Second Pension (S2P). The assets of the scheme are held in a separate trustee administered fund. Because of the mutual nature of the scheme, the scheme's assets are not hypothecated to individual participants and a scheme-wide contribution rate is set. The company is therefore exposed to actuarial risks associated with other participants employees and is unable to identify its share of the underlying assets and liabilities of the scheme on a consistent and reasonable basis and therefore, as required by FRS17 'Retirement Benefits', accounts for the scheme as if it were a defined contribution scheme. As a result, the amount charged to the income and expenditure account represents the contributions payable to the scheme in respect of the accounting period.

UCSS Ltd offers its employees the benefits of a Group Stakeholder Pension Scheme with Scottish Widows. Employers contributions to the scheme match the employees contribution up at a maximum of 5% of gross pay. The amount charged to the income and expenditure account represents the contributions payable to the scheme in respect of the accounting period.

Operating lease charges
Rentals payable under operating leases are charged to the income and expenditure account in the period to which they relate.

Deferred taxation
The accounting policy in respect of deferred tax reflects the requirements of FRSSE 2008. Deferred tax is provided on the liability method to take account of timing differences between the treatment for certain items for accounts purposes and the treatment for tax purposes. Tax deferred is accounted for in respect of all material timing differences. Deferred tax assets are only recognised to the extent that they are regarded as recoverable.

2. Administration expenses

	2012	2011
	£	£
Staff	1,364,316	1,351,976
Non executive directors' honoraria	9,594	9,562
Premises	77,473	128,055
Consultants & contractors	1,198	56,228
eSolutions	77,459	87,478
Conference on University Purchasing 2011	209,715	-
Charitable donation	126,549	-
Administration	231,103	262,980
	2,097,407	1,896,279

3. Operating surplus

	2012	2011
	£	£
Operating surplus is stated after charging:		
Depreciation of owned fixed assets	5,957	11,037
Operating lease payments	46,750	57,063
Auditor's fees	5,072	4,792
Loss on disposal of fixed assets	-	8,390

4. Staff costs

	2012	2011
	£	£
Salaries	1,146,000	1,142,567
Social security costs	118,100	111,445
Other pension costs	100,216	97,964
	1,364,316	1,351,976
The average monthly number of employees	31	31

The directors' aggregate emoluments in respect of qualifying services were:

Aggregate emoluments		
Executive director	96,590	89,610
Non executive directors' honorarium	9,594	9,562
Value of company pension contributions under defined benefit scheme	15,054	14,338
	121,238	113,510

The number of directors at the year end who accrued benefits under the company pension schemes was:

Defined benefit scheme	1	1

5. Taxation

	2012	2011
	£	£
Analysis of tax charge for the period		
Current tax		
UK Corporation tax at 20% (2011: 28%)	12,169	85,522
Adjustments in respect of prior periods	409	690
Total current tax charge	12,578	86,212
Deferred tax		
Deferred tax credit for the period	-	(409)
Tax on profit on ordinary activities	12,578	85,803
Deferred tax debtor		
Asset at start of period	409	-
Credit to profit and loss account in the period	(349)	409
Asset at end of period	60	409

6. Tangible fixed assets – group and company

	Fixtures & Fittings	Computer Equipment	Total
	£	£	£
Cost			
As at 1 Aug 2011	36,611	61,869	98,480
Additions	-	5,856	5,856
As at 31 Jul 2012	36,611	67,725	104,336
Depreciation			
As at 1 Aug 2011	26,418	61,869	88,287
Charge for the year	4,005	1,952	5,957
As at 31 Jul 2012	30,423	63,821	94,244
Opening net book value	10,193	-	10,193
Closing net book value	6,188	3,904	10,092

7. Investments – company

	2012	2011
	£	£
Investment in subsidiary	1	1

The investment represents the cost of the parent undertaking's shareholding (1 ordinary £1 share) in its wholly owned subsidiary, UCSS Limited, a company registered in Scotland. The principal activity of UCSS Limited is the provision of procurement services.

8. Debtors

	2012 Group	2012 Company	2011 Group	2011 Company
	£	£	£	£
Capital procurement grant receivable	-	-	65,486	65,486
Other debtors	43,085	43,025	25,490	18,686
Conference on University Purchasing 2011	-	-	126,352	126,352
Prepayments and accrued income	29,249	29,249	89,905	89,905
	72,334	72,274	307,233	300,429

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JULY 2012 (Cont)

9. Creditors: amounts falling due within one year

	2012 Group	2012 Company	2011 Group	2011 Company
	£	£	£	£
Amounts owed to group undertakings	-	198,438	-	212,150
Trade creditors	156,262	156,262	74,226	74,226
Corporation tax	12,229	8,169	85,522	45,932
PAYE & social security	38,263	14,299	31,150	10,942
Scottish Widows Pension	4,622	-	4,463	-
Deferred capital grants	4,005	4,005	4,005	4,005
Deferred grant income	242,323	242,323	606,168	606,168
Conference on University Purchasing 2011	-	-	284,137	284,137
VAT	15,460	15,460	25,548	25,548
Accruals and other creditors	117,220	115,190	84,264	79,168
	590,384	754,146	1,199,483	1,342,276

10. Creditors: amounts falling due after more than one year – group and company

	2012	2011
	£	£
Deferred capital grants	2,183	6,188
Deferred grant income	697,688	-
	699,871	6,188

11. Operating lease commitments

	2012	2011
Land & buildings - annual commitments:		
Less than one year	-	-
Two to five years	46,750	46,750

APUC Ltd has rental commitments for the premises at 14 New Mart Road and offices within Glasgow Caledonian University.

12. Ultimate controlling party

The company has no ultimate controlling party.

13. Related party transactions

During the year recharged expenses and management charges paid to UCSS Limited amounted to £796,187 (2011: £723,680). At the year end an amount of £203,260 (2011: £212,150) due to UCSS Limited is included in creditors.

During the year the company invoiced, on an arms length basis, a number of universities of which the directors of the company are also Board Members.

14. Company limited by guarantee

The company is limited by guarantee of members and does not have a share capital. The liability of members is limited to £1. On winding up of the company, any surplus assets that exist must be transferred to another body or bodies having objects similar to those of the company.

15. Reconciliation of members' funds and movement on reserves

		2012		2011
	Group	Company	Group	Company
	£	£	£	£
Opening balance	392,895	243,299	91,600	91,600
Surplus for the year	48,267	32,266	301,295	151,699
Closing balance	441,162	275,565	392,895	243,299

16 Pensions

APUC Ltd participates in the Universities Superannuation Scheme (USS), a defined benefit scheme which is contracted out of the State Second Pension (S2P). The assets of the scheme are held in a separate fund administered by the trustee, Universities Superannuation Scheme Limited.

The latest triennial actuarial valuation of the scheme was at 31 March 2011. This was the second valuation for USS under the scheme-specific funding regime introduced by the Pensions Act 2004, which requires schemes to adopt a statutory funding objective, which is to have sufficient and appropriate assets to cover their technical provisions. The actuary also carries out regular reviews of the funding levels. In particular, he carries out a review of the funding level each year between triennial valuations and details of his estimate of the funding level at 31 March 2012 are also included in this note.

The triennial valuation was carried out using the projected unit method. The assumptions which have the most significant effect on the result of the valuation are those relating to the rate of return on investments (ie the valuation rate of interest), the rates of increase in salary and pensions and the assumed rates of mortality. The financial assumptions were derived from market yields prevailing at the valuation date. An “inflation risk premium” adjustment was also included by deducting 0.3% from the market-implied inflation on account of the historically high level of inflation implied by government bonds (particularly when compared to the Bank of England’s target of 2% for CPI which corresponds broadly to 2.75% for RPI per annum).

To calculate the technical provisions, it was assumed that the valuation rate of interest would be 6.1% per annum, salary increases would be 4.4% per annum (with short-term general pay growth at 3.65% per annum and an additional allowance for increases in salaries due to age and promotion reflecting historic scheme experience, with a further cautionary reserve on top for past service liabilities) and pensions would increase by 3.4% per annum for 3 years following the valuation then 2.6% per annum thereafter.

At the valuation date, the value of the assets of the scheme was £32,433.5 million and the value of the scheme’s technical provisions was £35,343.7 million indicating a shortfall of £2,910.2 million. The assets therefore were sufficient to cover 92% of the benefits which had accrued to members after allowing for expected future increases in earnings.

The actuary also valued the scheme on a number of other bases as at the valuation date. On the scheme’s historic gilts basis, using a valuation rate of interest in respect of past service liabilities of 4.4% per annum (the expected return on gilts) the funding level was approximately 68%. Under the Pension Protection Fund regulations introduced by the Pensions Act 2004 the Scheme was 93% funded; on a buy-out basis (ie assuming the Scheme had discontinued on the valuation date) the assets would have been approximately 57% of the amount necessary to secure all the USS benefits with an insurance company; and using the FRS17 formula as if USS was a single employer scheme, using AA bond discount rate of 5.5% per annum based on spot yields, the actuary estimated that the funding level at 31 March 2011 was 82%.

As part of this valuation, the trustees have determined, after consultation with

16 Pensions (Contd.)

the employers, a recovery plan to pay off the shortfall by 31 March 2021. The next formal triennial actuarial valuation is as at 31 March 2014. If experience up to that date is in line with the assumptions made for this current actuarial valuation and contributions are paid at the determined rates or amounts, the shortfall at 31 March 2014 is estimated to be £2.2 billion, equivalent to a funding level of 95%. The contribution rate will be reviewed as part of each valuation and may be reviewed more frequently.

The technical provisions relate essentially to the past service liabilities and funding levels, but it is also necessary to assess the ongoing cost of newly accruing benefits. The cost of future accrual was calculated using the same assumptions as those used to calculate the technical provisions but the allowance for promotional salary increases was not as high. Analysis has shown very variable levels of growth over and above general pay increases in recent years, and the salary growth assumption built into the cost of future accrual is based on more stable, historic, salary experience. However, when calculating the past service liabilities of the scheme, a cautionary reserve has been included, in addition, on account of the variability mentioned above.

As at the valuation date the Scheme was still a fully Final Salary Scheme for future accruals and the prevailing employer contribution rate was 16% of Salaries.

Following UK government legislation, from 2011 statutory pension increases or revaluations are based on the Consumer Prices Index measure of price inflation. Historically these increases had been based on the Retail Prices Index measure of price inflation.

Since the previous valuation as at 31 March 2008 there have been a number of changes to the benefits provided by the scheme although these became effective from October 2011. These include:

New Entrants
Other than in specific, limited circumstances, new entrants are now provided on a Career Revalued Benefits (CRB) basis rather than a Final Salary (FS) basis.

Normal Pension Age
The Normal pension age was increased for future service and new entrants, to age 65.

Flexible Retirement
Flexible retirement options were introduced.

Member contributions increased
Contributions were uplifted to 7.5% pa and 6.5% pa for FS Section members and CRB Section members respectively.

Cost Sharing
If the total contribution level exceeds 23.5% of Salaries per annum, the employers will pay 65% of the excess over 23.5% and members would pay the remaining 35% to the fund as additional contributions.

16. Pensions (Contd.)

Pension increase cap
For service derived after 30 September 2011, USS will match increases in official pensions for the first 5%. If official pensions increase by more than 5% then USS will pay half of the difference up to a maximum increase of 10%.

Since 31 March 2011 global investment markets have continued to fluctuate and following its peak in September 2011 inflation has declined rapidly towards the year end, although the market's assessment of inflation has remained reasonably constant. The actuary has estimated that the funding level as at 31 March 2012 under the scheme specific funding regime had fallen from 92% to 77%. This estimate is based on the results from the valuation at 31 March 2011 allowing primarily for investment returns and changes to market conditions. These are sighted as the two most significant factors affecting the funding positions which have been taken into account for the 31 March 2012 estimation.

On the FRS17 basis, using an AA bond discount rate of 4.9% per annum based on spot yields, the actuary calculated that the funding level at 31 March 2012 was 74%. An estimate of the funding level measured on a historic gilts basis at that date was approximately 56%.

Surpluses or deficits which arise at future valuations may impact on the institution's future contribution commitment. A deficit may require additional funding in the form of higher contribution requirements, where a surplus could, perhaps, be used to similarly reduce contribution requirements.

USS is a "last man standing" scheme so that in the event of the insolvency of any of the participating employers in USS, the amount of any pension funding shortfall (which cannot otherwise be recovered) in respect of that employer will be spread across the remaining participant employers and reflected in the next actuarial valuation of the scheme.

At 31 March 2012, USS had over 145,000 active members and the company had 11 active members participating in the scheme.

The total pension cost for the company was £75,369 (2011: £77,581) with no contributions payable outstanding at the balance sheet date. The contribution rate payable by the company was 16% of pensionable salaries.

UCSS Ltd offers its employees the benefits of a Group Stakeholder Pension Scheme with Scottish Widows. Employers contributions to the scheme match the employees contribution up at a maximum of 5% of gross pay. The number of employees in the scheme as at 31 July 2012 was 19 (2011: 17) and the value of contributions during the period was £24,847 (2011: £20,383). An amount of £4,622 (2011: £4,463) remains outstanding at the year end.