



The Global Language of Business

Our financial statements for the year ended 30 June 2015



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Members of the Supervisory Board and administration

Directors

Mr J E D Spittle	Chairman & Chair of the Nominations Committee
Mr M Dunsmore	Vice Chairman & Chair of Remuneration Committee
Mr G R J Lynch	Chief Executive
Mr N Austin	
Mr A A Cairns	
Mr D N Crapnell	Chief Financial Officer & IS Director
Mrs K A Farndon	Chair of Technical Advisory Committee
Dr S H Hesse	Chair of Audit and Risk Committee
Mr D A Hix	(Appointed 8th April 2015)
Mr R W Lamb	
Mr K McLeod	
Mr T Murphy	(Appointed 11th November 2014)
Mr A T Osborne	Staff Director
Mr R G S Sadler	
Ms K T Whitworth	
Mr M D Jones	(Resigned 11th November 2014)
Ms M Picou	(Resigned 16th September 2014)
Mr L M Tate	(Resigned 11th November 2014)

Company Secretary

Mr D N Crapnell (Appointed 23rd June 2015)
Mr A T Osborne (Resigned 23rd June 2015)

Registered Office

Staple Court
11 Staple Inn Buildings
London
WC1V 7QH

Auditors

Kingston Smith LLP
Chartered Accountants
Devonshire House
60 Goswell Road
London
EC1M 7AD

Bankers

Barclays Bank plc
Knightsbridge Branch
137 Brompton Road
London
SW3 1QF

Strategic report

The Supervisory Board is pleased to submit its report and the audited financial statements for the year ended 30 June 2015.

Review of the business

The principal activity of the company is to take the lead in developing, promoting and establishing supply chain standards and best practice. The company represents its membership, drawn from large companies and small, across multiple business sectors, from both the public and the private sectors. Its system for the identification of goods, services and locations, and for related communications, is based on global business-led standards agreed through GS1. The objective is to increase the efficiency of trade and add value to the partners concerned and to the consumer. We aim to make it faster, cheaper and safer for our members to serve their customers. This is achieved by the industry wide adoption of global GS1 standards and locally delivered services.

GS1 UK continued to extend its reach and influence in its core sectors of Retail, Foodservice and Healthcare with its membership base growing by 2.6% and increased adoption of its core standards. Turnover increased by 4.7% to £9.3m with a net deficit after tax of £0.18m and closing reserves of £3.32m.

The Company's strategic objective is for our members to see GS1 UK as vital to their success and this is underpinned by the following goals:

- Drive significant value chain improvements through transformational programmes
- Increase our value to smaller businesses
- Establish our reputation as an assurer of best practice in value chain processes
- Increase our membership

The Company measures progress against its objective and goals using the following key performance measures:

Key Performance Indicator	Target	Result
Membership growth	3.5%	2.6%
Standards adoption*	+73	+98
Customer satisfaction**	71	76
Revenue	£9.55m	£9.34m

* Standards adoption is calculated using an index which measures the usage of GS1 core standards in the Retail, Foodservice and Healthcare sectors.

** Customer satisfaction is measured using a Net Promoter Score methodology.

Position of the company at the year end

The year marked the start of the Company's latest three year strategic plan. During this period the Company made steady progress across all of its key objectives with year-on-year increases in membership, levels of standards adoption and revenue. The Company remains in a sound financial position and is well positioned to continue to serve its membership in developing, promoting and establishing supply chain standards and best practice.

Future developments

GS1 UK's strategic ambition over the next ten years is for our members to see the company as vital to their success. As part of the strategic planning process the current three year plan was reviewed at the end of the first year. The broad strategic themes outlined in the original plan remain unchanged.

Risk management and internal controls

Senior management are aware of their responsibility for managing risks within the business. Risk is regularly reviewed at Board level to ensure that risk management is being implemented and monitored effectively. The Board policy is to ensure that the business is run effectively and appropriately, bearing in mind the requirements for timely decision making.

Insurance policies are regularly reviewed to ensure these are adequate and appropriate, in line with the nature, size and complexity of the business. Through management reports, risks are highlighted and monitored to identify potential business risk areas and to quantify and address the risk wherever possible.

Principal risks and uncertainties

The Company maintains and reviews on a regular basis a corporate risk register and additionally as part of its strategic planning and monitoring process considers any risks and uncertainties that might threaten the achievement of its strategic objectives or that influence future strategy.

Key risks/uncertainties impacting the company include:

Economic conditions

With a broad based membership, GS1 UK is susceptible to any worsening in general economic conditions. We will continue to consider new sectors and to provide added value services in addition to number provision as a means of reducing attrition amongst the membership.

Relevance in the digital economy

With the ever increasing influence of the digital economy the Company needs to ensure that GS1 core standards retain their relevance to our members. The Board has continued to sanction investment in IT systems which provide additional services to members.

Recruitment and retention of quality staff

The Company's success is dependent on its ability to continue to retain and recruit suitably qualified, high calibre staff. The Board actively monitors retention rates, internal and external staff surveys and reward packages to manage and reduce this risk.

IT systems

The Company is increasingly reliant on IT systems for the delivery of services to members. To ensure high availability of these systems, a business continuity plan has been developed which is regularly tested and reviewed.

On behalf of the Supervisory Board

J E D Spittle
Chairman

Date: 8 September 2015

Directors' report

In accordance with s414C(11) of the Companies Act 2006, the information relating to future developments and financial risk management are included in the Strategic Report.

Directors

The officers and elected members of the Supervisory Board are set out on page 3. Members of the Supervisory Board are Directors under the Companies Act 2006. The Company is limited by guarantee with each member undertaking to contribute up to £1 to the assets of the Company in the event of a winding up.

The Board and Committees

At 30 June 2015 the Board comprised of nine Non-Executive Directors (2014: ten) plus the Chairman and one Vice Chairman. In addition there were three Executive Directors (2014: three). The Board, which meets on average five times a year, is responsible for the strategy and overall performance of the Company. Each Board meeting is preceded by a clear agenda and any relevant information is provided to Directors in advance of the meeting.

Remuneration Committee

The Remuneration Committee consists of the Vice Chairman plus two Non-Executive Directors with the Chief Executive and the Chairman in attendance. The committee meets on average three times a year to determine and agree with the Board the framework or broad policy for the remuneration of the Company's Chairman, Chief Executive and Executive Directors.

Nominations Committee

The Nominations Committee consists of the Chairman, Vice Chairman and one Non-Executive Director. The Chief Executive and the Company Secretary also attend meetings as invitees. The objectives of the committee are to recommend to the Supervisory Board individuals who are able to fill the roles of President, Chairman, Vice Chairmen, Chief Executive, Chief Financial Officer & IS Director, Staff Director and Non-Executive Directors and to provide the Supervisory Board with advice on the structure and general composition of the board.

Audit and Risk Committee

The Audit and Risk Committee consists of three Non-Executive Directors, a representative from the external auditors, with the Chief Executive and the Chief Financial Officer & IS Director in attendance. The committee meets at least twice a year and is responsible for the oversight of the Company's audit and control functions. This includes financial reporting and accounting, external audit, regulatory compliance, the effectiveness of the internal control environment and processes, and risk management.

Technical Advisory Committee

The objectives of the Technical Advisory Committee are to advise the Board on technical strategy, formulate UK views on significant items in the Global Standards Management Process (GSMP) and provide high level, commercially-orientated technical advice to GS1 UK staff. The committee is temporarily suspended whilst a review of its role and function takes place.

Auditors

Kingston Smith LLP have expressed their willingness to continue in office as Auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting (AGM).

Statement of Directors responsibilities

The Directors are responsible for preparing the Strategic and Directors Report of the Supervisory Board 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 surplus, or deficit, 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 of Disclosure to Auditors

So far as each of the Directors at the time the report is approved are aware:

- there is no relevant audit information of which the auditors are unaware and
- they have taken all the steps they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

On behalf of the Supervisory Board

J E D Spittle
Chairman

Date: 8 September 2015

Independent Auditors' report to the members of GS1 UK Limited

We have audited the financial statements of GS1 UK Limited for the year ended 30 June 2015 which comprise the Income and expenditure account, the Balance sheet, the Cash flow statement, 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).

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 for no purpose other than to draw to the attention of the company's members those matters which we are required to include in an auditors' report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the company and company's members as a body, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditors

As explained more fully in the Statement of Directors responsibilities set out on page 7 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 (APB'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 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 have read all the financial and non-financial information in the Report of the Supervisory Board 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 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 30 June 2015 and of its deficit 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

On behalf of Kingston Smith LLP

Nicholas Brooks

Senior Statutory Auditor

Date: 8 September 2015

Chartered Accountants
Devonshire House
60 Goswell Road
London
EC1M 7AD

Income and expenditure account for the year ended 30 June 2015

	Note	2015 £	2014 £
Turnover - continuing operations	1	9,267,894	8,848,940
Administrative expenses		(9,642,179)	(8,698,881)
Operating (deficit)/surplus	2	(374,285)	150,059
Interest receivable and other income	3	166,969	205,524
Net (deficit)/surplus for the year before tax		(207,316)	355,583
Taxation	5	25,804	(95,276)
Net (deficit)/surplus for the year after tax	12	(181,512)	260,307
Accumulated fund brought forward		3,503,492	3,243,185
Accumulated fund carried forward	12	3,321,980	3,503,492

Total recognised gains and losses

The Company has no recognised gains or losses other than the results for the above two financial years.

The notes on pages 13 to 19 form part of these financial statements.

Balance sheet

as at 30 June 2015

	Note	2015 £	2014 £
Fixed assets			
Tangible assets	6	309,002	476,920
Current assets			
Debtors	7	5,780,650	5,473,926
Cash at bank and in hand	16	5,652,939	5,784,306
		11,433,589	11,258,232
Creditors: amounts falling due within one year	8	(8,420,611)	(8,231,660)
Net current assets		3,012,978	3,026,572
		3,321,980	3,503,492
Provisions for liabilities and charges	20	-	-
Net assets		3,321,980	3,503,492
Reserves			
Accumulated members' fund	12	3,321,980	3,503,492

Approved by the Supervisory Board on 8 September 2015 and signed on its behalf by:

J E D Spittle
Chairman

Dr S H Hesse
Chair of the Audit and Risk Committee

Cash flow statement

for the year ended 30 June 2015

	Note	2015 £	2014 £
Net cash (outflow)/ inflow from operating activities	13	(115,258)	1,358,943
Returns on investments and servicing of finance	14	71,187	66,335
Rental income received	14	68,288	67,969
Taxation		(52,855)	(251,976)
Capital expenditure and financial investment	15	(102,729)	(118,319)
(Decrease)/increase in cash	16	(131,367)	1,122,952

Notes to the financial statements

for the year ended 30 June 2015

1. Accounting policies

a. Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Principles), which has been applied consistently (except where otherwise stated).

b. Group accounts

Each of the subsidiary companies has remained dormant throughout the period. Group accounts have not therefore been prepared. The accounts relate to the single entity GS1 UK Limited.

c. Depreciation

Depreciation is provided on fixed assets estimated to write off the cost of each asset in equal annual instalments over its estimated useful life as follows:

Short Leasehold	over the term of the lease
Computer equipment and software	20% - 33.3%
Office equipment	33.3%
Office furniture	20%

d. Pension scheme

The cost of providing pensions is charged to the Income and expenditure account systematically over periods benefiting from the employees' services (note 11).

e. Taxation

In accordance with FRS 19, deferred tax is recognised as a liability or asset if transactions or events that give the Company the obligation to pay more tax in future or a right to pay less tax in future have occurred by the balance sheet date.

The charge for taxation is based on the results for the year as adjusted for disallowable items.

f. Foreign currencies

Transactions denominated in foreign currencies have been translated into sterling at the rates ruling at the date of those transactions. Amounts relating to assets and liabilities in foreign currencies at the balance sheet date are expressed in sterling at the rates ruling at the year end.

g. Leasing commitments

Rentals paid under operating leases are charged to the Income and expenditure account on a straight line basis.

h. Turnover

Turnover represents membership subscriptions and the value of goods and services supplied, exclusive of value added tax. Subscription revenue is recognised on receipt of cash and is spread over the life of the subscription in equal parts. All other revenue is recognised when the income is earned.

i. Debtors

Debtors are recorded in the accounts at the time of invoice and are recognised at a fair value. Amounts may then be reduced by appropriate allowances for irrecoverable amounts as necessary.

2. Operating (deficit)/surplus

	2015 £	2014 £
The operating (deficit)/surplus is stated after charging:		
Depreciation - owned assets	270,647	251,210
Auditors' remuneration	11,600	11,445
Non audit fees paid to auditors	8,171	15,610
Operating leases - land and buildings	341,898	344,738
Operating leases - other	13,236	17,122
Profit on disposal of tangible fixed assets	-	283

3. Interest receivable and other income

	2015 £	2014 £
Bank interest receivable	98,681	137,555
Rental income receivable	68,288	67,969
	166,969	205,524

4. Directors and employees

	2015 £	2014 £
Directors' emoluments:		
Remuneration and benefits	460,396	365,681
Contributions to a defined contribution pension scheme	77,609	106,415
	538,005	472,096

During the year two Executive Directors (2014: three) were members of a defined contribution pension scheme.

	2015 £	2014 £
The highest paid Director:		
Remuneration and benefits	157,497	145,274
Contributions to a defined contribution pension scheme	40,230	38,413
	197,727	183,687

	2015 £	2014 £
Total wages and salaries:		
Wages and salaries	3,994,970	3,350,179
Social security costs	490,681	472,374
Pension costs	373,204	346,536
	4,858,855	4,169,089

The average monthly number of employees was 64 (2014: 58)

5. Taxation

	Note	2015 £	2014 £
a. Analysis of charge in the period			
Current tax:			
UK corporation tax on the results for the period		(26,666)	52,855
Total current tax	5b	(26,666)	52,855
Deferred tax:			
Origination and reversal of timing differences		862	42,421
Total deferred tax	7	(102,119)	(102,981)
Tax on (deficit)/surplus on ordinary activities		(25,804)	95,276

b. Factors affecting the tax charge for the period

The tax assessed for the period is different to the standard rate of corporation tax in the UK 20% (2014: 20%)

The differences are explained below:

Net (deficit)/surplus for the year before tax	(207,316)	355,583
Net income for the year multiplied by the standard rate of corporation tax in the UK 20% (2014: 20%)	(41,463)	71,117
Effects of:		
Expenses not deductible for tax purposes	5,721	(1,054)
Capital allowances	(2,122)	(17,208)
Utilisation of tax losses	-	-
Small companies' relief	-	-
Current tax charge for the year (as shown above)	(26,666)	52,855

6. Tangible fixed assets

	Short leasehold	Computer equipment & software	Office equipment	Office furniture	Total
	£	£	£	£	£
Cost					
At 1 July 2014	395,379	1,607,973	238,860	202,606	2,444,818
Additions	-	76,537	17,615	8,577	102,729
Disposals	-	-	-	-	-
At 30 June 2015	395,379	1,684,510	256,475	211,183	2,547,547
Depreciation					
At 1 July 2014	284,659	1,339,054	180,356	163,829	1,967,898
Charge for the year	42,947	183,798	32,947	10,955	270,647
Disposals	-	-	-	-	-
At 30 June 2015	327,606	1,522,852	213,303	174,784	2,238,545
Net book value					
At 30 June 2015	67,773	161,658	43,172	36,399	309,002
At 30 June 2014	110,720	268,919	58,504	38,777	476,920

7. Debtors

	2015	2014
	£	£
Trade debtors	4,387,789	4,184,076
Other debtors	93,516	95,805
Prepayments and accrued income	1,170,560	1,091,064
Corporation tax	26,666	-
Deferred tax	102,119	102,981
	5,780,650	5,473,926

8. Creditors: amounts falling due within one year

	2015 £	2014 £
Members' subscriptions invoiced in advance	6,311,674	6,025,974
Trade creditors	371,660	398,683
Accruals	683,753	760,016
Pension	33,162	440
Other creditors	134,102	84,925
Social security and other taxes	886,260	908,767
Corporation tax	-	52,855
	8,420,611	8,231,660

9. Limited liability

The liability of each member of the Company is limited to £1.

10. Financial commitments

The Company has annual operating lease commitments which expire as follows:

	Land & buildings	Other	Land & buildings	Other
	2015 £	2015 £	2014 £	2014 £
Less than one year	-	-	-	2,233
Within two to five years	344,738	17,102	344,738	9,089
After more than five years	-	-	-	-
	344,738	17,102	344,738	11,322

As at 30 June, GS1 UK had one contract outstanding to buy €430,000 at a rate of 1.365€/£ on 28 August 2015.

The Euro price at the year end was 1.4118€/£ (per Bank of England).

This resulted in contracts at the year end having unrealised losses of £10,443.

11. Pensions

The Company operates a defined contribution pension scheme to which both the Company and employees pay contributions. Contributions of £33,162 (2014: £440) were payable to the fund at the year end (see note 4 for total employer contributions paid during the year).

The Company contributed to a multi-employer defined benefit scheme, in respect of one employee only (of a total scheme membership of approximately 133), until the Trustees notified their intention to cease accepting payments into the scheme with effect from 31 July 2002. The Company has been informed that it will not be liable for any deficit remaining in the scheme in the event of the closure of the scheme operator and does not consider it necessary to make any further disclosures under FRS 17.

12. Reconciliation of movements in members' funds

	2015 £	2014 £
Results for the year attributable to members of the Company	(181,512)	260,307
Opening members' funds	3,503,492	3,243,185
Closing members' funds	3,321,980	3,503,492

13. Reconciliation of operating (deficit)/surplus to net cash inflow from operating activities

	2015 £	2014 £
Operating (deficit)/surplus	(374,285)	150,059
Depreciation	270,647	251,210
(Increase)/decrease in debtors	(253,426)	524,879
Increase/(decrease) in creditors	241,806	433,078
Profit on disposal of tangible fixed assets	-	(283)
Net cash (outflow)/inflow from operating activities	(115,258)	1,358,943

14. Returns on investments and servicing of finance

	2015 £	2014 £
Interest received	71,187	66,335
Rental income received	68,288	67,969

15. Capital expenditure and financial investment

	Note	2015 £	2014 £
Payments to acquire tangible fixed assets	6	(102,729)	(119,534)
Proceeds from sale of tangible fixed assets		-	1,215
		(102,729)	(118,319)

16. Reconciliation of net cash flow

	2015 £	Cash flow £	2014 £
Cash at bank and in hand	5,652,939	(131,367)	5,784,306

17. Subsidiary undertakings

The Company has wholly owned subsidiaries, which are registered in England and Wales, as follows:

Name of company	Description of shares held	Accounting year end
Article Number Association (UK) Limited	Limited by Guarantee	31 December
Association for Standards and Practices in Electronic Trade - EAN UK Limited	Ordinary Shares of £1 each	30 June

The above companies are dormant and no value has been attributed to these subsidiary undertakings in the accounts.

18. Related party transactions

J E D Spittle is the Chairman of the Supervisory Board.

During the year the Company made net purchases to the value of £42,635 (2014: £40,348) from Cranfield University, a company in which J E D Spittle has an interest. At the year end the balance outstanding to this company was £nil (2014: £nil).

During the year the Company made net purchases to the value of £15,699 (2014: £750) from The Chartered Institute of Logistics & Transport, a company in which J E D Spittle has an interest. At the year end the balance outstanding to this company was £nil (2014: £nil).

All transactions were undertaken on standard commercial terms.

19. Capital commitments

At the year end there were no capital commitments entered into.

Contact us

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