Counsel and Care for the Elderly

Annual Report and Financial Statements

For the Year Ended

30 September 2012

Charity Registration Number 203429.
Company Registration Number 645708

Counsel and Care for the Elderly

Contents

Counsel and Care for the Elderly

Report of the Counsel and Care Trustee Board

Aims, objectives and legal structure

Counsel and Care, whose full title is Counsel and Care for the Elderly, is a registered charity and a company limited by guarantee not having a share capital. It was operationally merged with Independent Age on 26 October 2011. From that date Counsel and Care's activities and related assets were transferred to Independent Age as a going concern and all of Counsel and Care's staff transferred to Independent Age's employment.

Constitutionally, Counsel and Care continues to exist for the time being as a separate charity to collect all donations made to it. These donations will be transferred to Independent Age and may be used by its Trustees to fund the services previously provided by Counsel and Care but now under the name of Independent Age.

Activities

The charity continues to receive funds to assist Independent Age, as managing trustee, to develop and expand the merged services. The coming together of the two charities has provided a unique opportunity to develop a broader range of services for older people than either of them could provide separately and has given a platform for expansion to support even more older people in the future.

Against this background, in the year to 30 September 2012 total incoming resources were £647,917, with nearly 63% of this being attributable to voluntary income. Total resources expended were £326,926. Total expenditure on charitable activities was £296,027 which represents 91% of total expenditure Net incoming resources for the year were £320,991. As at 30 September 2012 unrestricted reserves were £325,326 and the charity held no restricted reserves. These will be transferred to Independent Age in 2013.

Governance and management

Independent Age is the sole legal member of Counsel and Care. Three Independent Age trustees are appointed as directors and trustees of the charitable company. Day-to-day management of Counsel and Care is ultimately undertaken by the Chief Executive of Independent Age with the support of her Senior Management Team.

Risk review

Independent Age, as ultimate parent undertaking, regularly reviews the major risks to which Counsel and Care is exposed, particularly those relating to the operations and finances of the charity, and is satisfied that systems and insurances are in place to mitigate the effects of exposure to those major risks.

Public benefit

The Board of Trustees confirms that it has had due regard for the guidance on public benefit published by the Charity Commission and so fulfilled its obligation under Section 4 of the Charities Act 2011.

Counsel and Care for the Elderly

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The trustees (who are also directors of Counsel and Care for the Elderly for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The trustees are responsible for the maintenance and integrity of the corporate and financial information included on the charitable company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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

Approved by the Trustees and authorised for issue on 25 April 2013 and signed on its behalf by.

Dr Justine Frain
Justine Frain 5 June 2013

Counsel and Care for the Elderly

Chairman
Administrative information

Patron: HRH The Duchess of Gloucester GCVO

The Trustees of Counsel and Care

The trustees of the charity, who are also directors of the charitable company, who were in office during the year and up to the date of signing the financial statements were:

List of trustees	
N Broadhead	Appointed Nov 2011
C Jacobs	Appointed Nov 2011
J Frain	
R Gritten	Resigned May 2012
P Mimpriss	Resigned Dec 2011

Company Secretary: Noel Flannery, Independent Age, 6 Avonmore Road, London, United Kingdom, W14 8RL

From 25 July 2011
It was agreed on 25 July 2011 that Independent Age would become the sole legal member of Counsel and Care.

Counsel and Care is the operating name of Counsel and Care for the Elderly, charity registration number 203429.

Company registration number 645708

Registered office: 6 Avonmore Road, London, United Kingdom, W14 8RL

Independent Auditors: PricewaterhouseCoopers LLP, 7 More London Riverside, London, United Kingdom, SE1 2RT.

Bankers: Royal Bank of Scotland, Camden Town Branch, 189-191 Camden High Street, London, United Kingdom

Solicitors: Bates Wells & Braithwaite London LLP, Scandinavian House, 2-6 Cannon Street, London, EC4M 6YH

Counsel and Care for the Elderly

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNSEL AND CARE FOR THE ELDERLY

We have audited the financial statements of Counsel and Care for the Elderly for the year ended 30 September 2012 which comprise the Statement of Financial Activities, the Balance Sheet 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).

Respective responsibilities of trustees and auditors

As explained more fully in the Statement of Trustees' Responsibilities set out on page 4, the trustees (who are also the directors of the charitable company for the purposes of company law) 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.

This report, including the opinions, has been prepared for and only for the charity's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 charitable company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the trustees; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Counsel and Care Trustees' 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 charitable company's affairs as at 30 September 2012 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;

- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and

Counsel and Care for the Elderly

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COUNSEL AND CARE FOR THE ELDERLY (contd.)

- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Annual Report of the Trustees of Counsel and Care 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 trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

J A Halford

Jill Halford (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

6 June 2013

Counsel and Care for the Elderly

Statement of Financial Activities (including Income and Expenditure Account) For the year ended 30 September 2012

	Notes	Unrestricted Funds £	Restricted Funds £	Total 12 months 2012 £	Total 18 months 2011 £
Incoming Resources					
Incoming resources from generated funds					
Voluntary income	3(a)	409,715	-	**409,715**	924,296
Activities for generating funds		71,166	16,725	**87,891**	141,734
Incoming resources from charitable activities					
Advice Services to older people		-	-	-	256,552
Other incoming resources	3(b)	150,311	-	**150,311**	1,528
Total incoming resources		631,192	16,725	**647,917**	1,324,110
Resources expended					
Costs of generating funds					
Fundraising	4	18,217	-	**18,217**	181,221
Charitable activities					
Advice Services to older people	4	190,522	37,674	**228,196**	946,052
Policy and Communications	4	67,831	-	**67,831**	457,614
Governance costs	4	12,682	-	**12,682**	76,073
Total resources expended		289,252	37,674	**326,926**	1,660,960
Net incoming/(outgoing) resources for the year/period		341,940	(20,949)	**320,991**	(336,850)
Fund balances brought forward at 01 October		(16,614)	20,949	**4,335**	341,185
Fund balances carried forward at 30 September		325,326	-	**325,326**	4,335

All operations of the charitable company continued throughout the year/ period and no operations were acquired or discontinued The charitable company has no other recognised gains and losses other than those stated above The surplus for the year for Companies Act 2006 purposes is £ 320,991 (2011 deficit for the 18 month period £336,850) The accompanying notes are an integral part of the financial statements There is no material difference between the net incoming/(outgoing) resources stated above and their historical cost equivalents

Counsel and Care for the Elderly

Balance Sheet as at 30 September 2012

	Notes	Total 2012 £	Total 2011 £
FIXED ASSETS			
Tangible assets	7	-	10,937
CURRENT ASSETS			
Debtors	8	162,026	33,070
Cash at bank and in hand		163,877	94,061
CREDITORS: amounts falling due within one year	9	(577)	(95,483)
NET CURRENT ASSETS		325,326	31,648
TOTAL ASSETS LESS CURRENT LIABILITIES		325,326	42,585
CREDITORS: amounts falling due after more than one year	10	-	(38,250)
TOTAL NET ASSETS		325,326	4,335
THE FUNDS OF THE CHARITY			
Restricted income funds	11	-	20,949
Unrestricted income funds	11	325,326	(16,614)
TOTAL CHARITY FUNDS		325,326	4,335

The financial statements on pages 7 to 15 were approved by the Board of Trustees on 25 April 2013 and signed on their behalf by:

Dr Justine Frain
Chairman

Justine Frain 5 June 2013

1. CONSTITUTION

Counsel and Care, whose full title is Counsel and Care for the Elderly, is a registered charity and a company limited by guarantee and does not have a share capital. It is licensed by the Secretary of State for the Department for Business Innovation & Skills to omit the word "limited". In the event of the charity being wound up, members are required to contribute an amount not exceeding £1.

2. ACCOUNTING POLICIES

Basis of preparation
These financial statements have been prepared on the going concern basis under the historical cost convention, as modified by the revaluation of investments to market value, and are in accordance with Statement of Recommended Practice (SORP) 'Accounting and Reporting by Charities' issued in March 2005, the Companies Act 2006 and applicable accounting standards in the United Kingdom and the Charities Act 2011. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Fund accounting
General unrestricted funds comprise accumulated surpluses and deficits on general funds. They are available for use at the discretion of Independent Age in furtherance of the general charitable objectives formerly pursued by Counsel and Care.

Restricted funds are funds subject to specific conditions imposed by the donors (see note 11).

Incoming resources
Incoming resources from donations and grants are treated as income when the funds are received, unless the existence of a legal binding commitment warrants the receivable basis being applied.

Legacies are treated as receivable when notification of the bequest has been received and there is certainty of the receipt and the amount is quantifiable. Income from legacies includes, where applicable, income earned during the period of administration of the testator's estate.

Other income is generally included on a receivable basis

Resources Expended

Expenditure is recognised on an accruals basis inclusive of VAT which cannot be recovered.

Costs of generating funds are direct costs of fundraising and an appropriate proportion of management and office overheads.

Charitable expenditure comprises expenditure directly relating to the objects of Counsel and Care and a proportion of expenses relating to the support of such activities.

Governance costs comprise costs attributable to compliance with constitutional and statutory requirements. This includes audit and other advisory costs and certain legal expenses.

The allocation of office costs is based on the percentage of staff time incurred for each area of cost and on each of Counsel and Care's activities. This is reviewed annually.

Tangible fixed assets

Tangible fixed assets were stated at cost net of depreciation and any provision for impairment. Depreciation was provided on all tangible fixed assets, at rates calculated to write off on a straight line basis, the cost less estimated residual value, of each asset over its useful life, as follows:

Leasehold improvements	-10% p.a. (or over the life of the lease, whichever is shorter)
Furniture and fittings	-20% p.a.
Computers and office equipment	-25% p.a.

During the year Counsel and Care's remaining fixed assets with a net book value of £10,937 were disposed of with nil proceeds.

Cash flow statement

A cash flow statement has not been prepared as the charitable company has taken advantage of the small companies' exemption afforded by Financial Reporting Standard No 1 (revised).

3(a). VOLUNTARY INCOME

	Unrestricted £	Restricted £	2012 Total 12 months £	2011 Total 18 months £
Donations	46,715	-	**46,715**	701,814
Legacies	363,000	-	**363,000**	222,482
	409,715	-	**409,715**	924,296

3(b). OTHER INCOME

A one-off payment of £150,000 was received from the landlords of the premises previously occupied by Counsel and Care in respect of the early termination of the lease on the premises concerned.

Notes to the Financial Statements for the year ended 30 September 2012 (continued)

4. TOTAL RESOURCES EXPENDED

	Cost of generating funds	Advice Services to Older People	Policy and Communications	Governance Costs	Support Costs	**2012 Total 12 months**	2011 Total 18 months
	£	£	£	£	£	**£**	£
Staff costs (Note 6)	13,990	82,864	10,762	-	-	**107,616**	1,122,167
Office Costs	1,465	47,626	19,783	4,396	63,390	**136,660**	134,455
Legal, Finance & IT	709	23,033	9,567	2,126	12,065	**47,500**	104,336
Management and Admin	-	-	-	-	5,830	**5,830**	145,757
Publicity & Other costs	209	6,786	2,819	627	-	**10,441**	114,824
Funded Projects external charges	-	-	-	-	-	**-**	19,782
Administered Grants	-	7,942	-	-	-	**7,942**	19,639
Loss on disposal of fixed assets	-	-	-	-	10,937	**10,937**	-
	16,373	168,251	42,931	7,149	92,222	**326,926**	1,660,960
Support Costs	1,844	59,945	24,900	5,533	(92,222)	**-**	-
Total resources expended	18,217	228,196	67,831	12,682	-	**326,926**	1,660,960

5. NET INCOMING/(OUTGOING) RESOURCES FOR THE YEAR/PERIOD

This is stated after charging	2012 £	2011 18 Months £
Depreciation	-	11,482
Operating Lease rentals		
• property	-	72,275
• other	-	7,245
Auditors' remuneration		
• audit	2,400	7,800
• other services	-	-
Loss on disposal of fixed assets	10,937	-

6. STAFF COSTS

	2012 12 months £	2011 18 months £
Staff costs during the year/period were as follows:		
Wages and salaries	91,045	935,295
Social Security costs	9,497	88,247
Other pension costs	7,074	98,625
	107,616	1,122,167

No employee earned total emoluments excluding pensions of more than £60,000 during either year/period

	2012 Number	2011 Number
The monthly average number of employees during the period to 31 December 2011 was as follows		
Advice services to older people	11	11
Fundraising for voluntary income	1	2
Income Generation	1	1
Policy and Communication	1	5
Administration and Finance	1	3
	15	22

From 1 Jan 2012 all staff contracts of employment were held by Independent Age – the parent charity

The Council Members and Trustees neither received nor waived any emoluments during the year or prior period The Council Members and Trustees did not receive any reimbursed expenses

7. TANGIBLE FIXED ASSETS

	Leasehold improvements	Furniture and fittings	Computer and office equipment	Total
COST	£	£	£	£
As at 1 October 2011	42,173	34,457	79,146	**155,776**
Disposals in the year	(42,173)	(34,457)	(79,146)	**(155,776)**
As at 30 Sept 2012	-	-	-	-
ACCUMULATED DEPRECIATION				
As at 1 October 2011	42,173	33,968	68,698	**144,839**
Disposals in the year	(42,173)	(33,968)	(68,698)	**(144,839)**
As at 30 Sept 2012	-	-	-	-
NET BOOK VALUE				
As at 30 Sept 2012	-	-	-	-
As at 1 October 2011	-	489	10,448	10,937

The fixed assets were disposed of during the year for zero value and the opening net book value represents the loss on disposal which forms part of the support costs shown in note 4

8. DEBTORS

	2012 £	2011 £
Income tax recoverable – Gift Aid	-	4,422
Amount due from Managing Trustee	161,706	-
Prepayments and accrued income	320	28,648
	162,026	33,070

The amount due from the Managing Trustee represents voluntary income received in the year in the name of Counsel and Care but credited to Independent Age Technically, therefore, it is due to Counsel and Care at the balance sheet date but will be transferred back to Independent Age in 2013

9. CREDITORS amounts falling due within one year

	2012 £	2011 £
Loans (see note 10)	-	10,236
Trade creditors	-	29,083
Amount owed to Managing Trustee	-	21,396
Social security and other taxes	-	21,603
Other creditors	-	393
Accruals and deferred income	577	12,772
	577	95,483

10. CREDITORS: falling due after more than one year

	2012 £	2011 £
Repayable 2-5 years	-	10,236
Over 5 years	-	28,014
	-	38,250

During 2009/10 a loan of £55,000 was received from Futurebuilders England The loan was fully repaid in 2012 by the Managing Trustee

11. MOVEMENTS IN FUNDS

	As at 1 October 2011 £	Incoming resources £	Outgoing resources £	As at 30 September 2012 £
Restricted funds				
Advice Services	20,949	16,725	(37,674)	-
Total Restricted funds	20,949	16,725	(37,674)	-
Unrestricted funds:				
General funds	(16,614)	631,192	(289,252)	**325,326**
Total funds	4,335	647,917	(326,926)	**325,326**

Explanation of restricted funds
Grants received from those organisations as a contribution towards salaries and overhead costs of delivering and developing advice services

12 FINANCIAL COMMITMENTS

	2012 £	2011 £
Operating leases		
Annual commitments under operating leases are as follows		
Land and buildings		
Expiry between 2 – 5 years	-	61,349
Other		
Between 2 – 5 years	-	3,260

All liabilities under operating leases were bought out by Independent Age, as managing trustee, during the year

13. TAXATION

Counsel and Care is a registered charity and therefore is not liable to income tax or corporation tax on income derived from its charitable activities, as it falls within the various exemptions available to registered charities

14. RELATED PARTY TRANSACTIONS

The charity is a wholly owned subsidiary of Independent Age and as such has taken advantage of the exemption contained in FRS 8 – "*Related Party Disclosures*", and has therefore not disclosed transactions or balances with Independent Age

15. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The ultimate parent undertaking and controlling party is Independent Age, a charitable company incorporated in the United Kingdom by Royal Charter

Independent Age is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2012 The consolidated financial statements of Independent Age are available from 6 Avonmore Road, London, United Kingdom, W14 8RL