Financial Statements
Jonas Computing (UK) Limited

For the Year Ended 31 December 2015

Registered number: 05301607

FRIDAY
A5GMQ43K
A39 30/09/2016 #161
COMPANIES HOUSE

Jonas Computing (UK) Limited
Registered number:05301607

Company Information

Directors	B A Symons J R MacKinnon
Company secretary	S McNally
Registered number	05301607
Registered office	Avenue House 17 East End Road Finchley London N3 3QE
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 3140 Rowan Place John Smith Drive Oxford Business Park South Oxford Oxfordshire OX4 2WB

Jonas Computing (UK) Limited
Registered number:05301607

Contents

	Page
Strategic report	1 - 2
Directors' report	3 - 5
Independent auditor's report	6 - 7
Statement of comprehensive income	8
Balance sheet	9
Statement of changes in equity	10
Notes to the financial statements	11 - 31

Jonas Computing (UK) Limited
Registered number:05301607

Strategic Report
For the Year Ended 31 December 2015

Introduction

The Directors present the Strategic Report and financial statements for the year ended 31 December 2015.

Business review

Jonas Computing (UK) ("the Company") is a wholly owned subsidiary of Constellation Software Inc. a Canadian company listed on the Toronto Stock Exchange ("TSX").

As a wholly owned subsidiary, the Company benefits from the operational and financial support of its ultimate parent and intermediate parent company, Gary Jonas Computing ("Jonas"). Jonas Software is the leading provider of enterprise management software solutions to the Club, Leisure Fitness & Sports, Salon & Spa, Foodservice, Construction, Attractions, Metal Service Centres, Moving & Storage, Education, Continuing Education, Hotel & Hospitality, Camps, Event Management, Radiology/Laboratory Information Systems, Consumer Product Licensing, Payment Processing and Retail industries. Within these 17 vertical markets, Jonas boasts 65 distinct brands, all of which are respected and longstanding leaders within their own domain.

Principal risks and uncertainties

Competitive pressures exists within the UK Market arising out of the introduction of new product offerings by competitors which has impacted on our market share at the lower end of the club spectrum. At the middle and upper end the Company continues to perform well securing new contracts and expanding the markets in which it operates. Investment in the product offering continues to make us an attractive option and our financial stability is a strong benefit when tendering to the high end market. We see continued opportunities for growth in the expanding Club Industry and our strategic plan is for growth by expansion in to new and developing markets.

Since the EU referendum the weakening of the pound sterling has caused additional costs for Authentic8, who import consumables in to the UK, this is expected to affect their margins in the coming year.

Financial key performance indicators

In alignment with group policy, the Company considers its Key Performance Indicators ("KPIs") to be those which drive shareholder value, namely Net Revenue Growth ("NRG") and Profitability.

	2015	2014	2013
Net Revenue (Gross Profit) growth	15.18%	16.09%	18.27%
Profit before exceptional items and taxation	255,297	286,744	12,476

Jonas Computing (UK) has continued to apply its proven strategy of supplying a range of fully integrated software modules to meet customer needs. This integrated module strategy has continued to help drive our performance as it continues to grow, acquire new customers and sell more software back to the existing customer base. At the same time none of our competitors can provide a fully integrated offering to compete.

The Company also acquired the UK trade and assets of Spring Miller Systems during the year, providing hospitality management systems for the hotel and Spa industry.

Strategic Report (continued)
For the Year Ended 31 December 2015
Financial key performance indicators (continued)

In addition to the above KPIs, the Company also pays close attention to its net current assets position. Jonas requires that the Company is party to a central corporate treasury function which allows the group to centrally manage its liquidity and financial risks whilst ensuring capital is deployed globally in the most effective manner. However, this can mean that locally the financial strength of the Company is not necessarily conveyed by the net current asset position when reading these financial statements in isolation. To fully understand the size and strength of the corporate group of which the Company is a part, these financial statements should be read in conjunction with those of Constellation Software Inc.

This report was approved by the board and signed on its behalf.

J R MacKinnon
Director

Date: 19/9/16

Directors' Report
For the Year Ended 31 December 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

Principal activity

The principal activity of the Company is the provision of software solutions and services to the club market, including golf courses, city clubs and yacht clubs, trading under the Jonas and Clubminder brands. The Authentic8 brand also sells cards and other consumables for the leisure industry, and Spinger Miller Systems provides hospitality management systems.

In addition, the Company acts as the UK acquisition vehicle for the purchase of the new companies on behalf of Gary Jonas Computing Ltd and Constellation Software Inc.

Directors

The directors who served during the year were:

B A Symons
J R MacKinnon

Results and dividends

The profit for the year, after taxation, amounted to £5,741,171 (2014 -£169,712).

Please refer to note 10 for details of dividends paid during the year.

Future developments

The Company continues to invest in its product range with new innovative features as well as developing new products to differentiate its offering. These features and products are designed to ensure the retention of existing customers, the creation of new revenue streams for the company and driving future growth through expansion in to new and developing markets.

The Company will continue to acquire new companies on behalf of the Group.

Directors' Report
For the Year Ended 31 December 2015

Directors' responsibilities statement

The directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 judgments and accounting estimates that are reasonable and prudent; and
- 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.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Post balance sheet events

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

Auditors

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

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board and signed on its behalf.

J R MacKinnon
Director

Date: 19/9/16



Independent Auditor's Report to the Members of Jonas Computing (UK) Limited

We have audited the financial statements of Jonas Computing (UK) Limited for the year ended 31 December 2015, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity 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), including FRS 101 Reduced Disclosure Framework.

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2015 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.

Opinion on other matter 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.

Grant Thornton

Independent Auditor's Report to the Members of Jonas Computing (UK) Limited

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.

Grant Thornton UK LLP

Tracey James (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
Oxford
Date: 19 September 2016

Jonas Computing (UK) Limited
Registered number:05301607

Statement of Comprehensive Income
For the Year Ended 31 December 2015

	Note	2015 £	2014 £
Turnover	3	**2,085,572**	1,758,690
Cost of sales		**(425,488)**	(317,501)
Gross profit		**1,660,084**	1,441,189
Administrative expenses		**(1,404,787)**	(1,154,445)
Operating profit	4	**255,297**	286,744
Dividend income		**5,820,000**	-
Interest payable and expenses	8	**(348,422)**	(90,753)
Profit before tax		**5,726,875**	195,991
Tax on profit	9	**14,296**	(26,279)
Profit for the year		**5,741,171**	169,712

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

There was no other comprehensive income for 2015 (2014: £NIL).

The notes on pages 11 to 31 form part of these financial statements.

Jonas Computing (UK) Limited
Registered number:05301607

Balance Sheet
As at 31 December 2015

	Note		2015 £		2014 £
Fixed assets					
Intangible assets	11		**206,768**		94,500
Tangible fixed assets			**7,737**		253
Fixed asset investments			**34,368,579**		29,371,175
			34,583,084		29,465,928
Current assets					
Stocks	14	**24,723**		16,987	
Debtors: amounts falling due within one year	15	**6,511,267**		2,965,253	
Debtors: amounts falling due after more than one year	15	**14,477**		(60)	
Cash at bank and in hand	16	**107,482**		277,427	
		6,657,949		3,259,607	
Creditors: Amounts Falling Due Within One Year	17	**(18,263,164)**		(21,498,055)	
Net current liabilities			**(11,605,215)**		(18,238,448)
Total assets less current liabilities			**22,977,869**		11,227,480
Creditors: amounts falling due after more than one year	18		**(5,074,225)**		(2,649,355)
Net assets			**17,903,644**		8,578,125
Deferred income			**516,640**		482,783
Capital and reserves					
Share Capital	23		**1**		1
Share Premium	22		**16,859,737**		7,708,862
Retained Earnings	22		**527,266**		386,479
			17,903,644		8,578,125

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

J R MacKinnon
Director

Date: 19/9/16.

Jonas Computing (UK) Limited
Registered number:05301607

Statement of Changes in Equity
For the Year Ended 31 December 2015

	Share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
At 1 January 2015	1	7,708,862	386,479	8,095,342
Profit for the year	-	-	5,741,171	5,741,171
Dividends: Equity capital	-	-	(5,600,384)	(5,600,384)
Capital contributed	-	9,150,875	-	9,150,875
At 31 December 2015	**1**	**16,859,737**	**527,266**	**17,387,004**

Statement of Changes in Equity
For the Year Ended 31 December 2014

	Share capital	Share premium	Retained earnings	Total equity
	£	£	£	£
At 1 January 2014	1	7,708,862	216,767	7,925,630
Profit for the year	-	-	169,712	169,712
At 31 December 2014	**1**	**7,708,862**	**386,479**	**8,095,342**

The notes on pages 11 to 31 form part of these financial statements.

1. Accounting policies

1.1 General information

Jonas Computing (UK) Limited is a limited liability company incorporated in the United Kingdom. Its registered office is Avenue House, 17 East End Road, Finchley, London, N3 3QE.

1.2 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 101 is given in note 26.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 2).

First time application of FRS 100 and FRS 101

In the current year the Company has adopted FRS 100 and FRS 101. In previous years the financial statements were prepared in accordance with applicable UK accounting standards.

This change in the basis of preparation has not materially altered the recognition and measurement requirements previously applied in accordance with UK GAAP. Consequently the principal accounting policies are unchanged from the prior year. The change in basis of preparation has enabled the Company to take advantage of all of the available disclosure exemptions permitted by FRS 101 in the financial statements, the most significant of which are summarised below. There have been no other material amendments to the disclosure requirements previously applied in accordance with UK GAAP.

The following principal accounting policies have been applied:

1.3 Financial reporting standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraph 17 of IAS 24 Related Party Disclosures
- the requirements of IAS 24 Related Part Disclosures to disclosure related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member.
- the requirements of IAS 16 Property, Plant and Equipment to present a comparative reconciliation
- disclosure of key management personnel compensation
- capital management disclosures
- the effect of future accounting standards not adopted

1. Accounting policies (continued)

1.4 Exemption from the preparation of consolidated financial statements

The financial statements contain information about Jonas Computing (UK) Limited as an individual Company and do not contain consolidated financial information as the parent of a group. The Company has taken advantage of the exemption conferred by s401 of the Companies Act 2006 not to produce consolidated financial statements as it is included in the consolidated accounts of a larger non-EEA group, Constellation Software Inc.

1.5 Going concern

After reviewing the Company's forecasts and projections, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing the financial statements.

1.6 Revenue

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

Software licenses are recognised on delivery of the software license. When delivery of goods is delayed at the customers request, and the customer specifically acknowledges the deferred delivery instructions and the usual payment terms apply, revenue is recognised when the customer takes title of the goods.

Consultancy and training revenues provided on a time and material basis are recognised when the service has been performed. For services performed on a fixed price basis, revenue is recognised proportionately to the percentage of planned costs incurred.

Rental payments are recognised in accordance with the substance of the relevant agreement.

Maintenance renewals are recognised rateably over the period of the maintenance contract.

Where a contract consists of various components that operate independently of each other, the Company recognises revenue for each component as if it were one individual contract.

1.7 Interest receivable

Interest receivable is reported on an accrual basis using the effective interest rate method.

1.8 Operating expenses

Operating expenses are recognised in the Statement of comprehensive income upon utilisation of the service or as incurred.

1. Accounting policies (continued)

1.9 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

1.10 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is de-recognised. Repairs and maintenance are charged to the Statement of comprehensive income during the period in which they are incurred.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Office equipment	- 20-25%
Computer equipment	- 20-25%
Hardware	- 33%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other operating income' in the Statement of comprehensive income.

1.11 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

1.12 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each Balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in the Statement of comprehensive income.

1. Accounting policies (continued)

1.13 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

1.14 Cash and cash equivalents

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

1.15 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets
The Company classifies all of its financial assets as loans and receivables.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of comprehensive income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities
The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost
Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance sheet.

1. Accounting policies (continued)

1.16 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

1.17 Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is British Pounds (GBP).

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of comprehensive income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of comprehensive income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of comprehensive income within 'other operating income'.

1.18 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

1.19 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

1. Accounting policies (continued)

1.20 Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

1.21 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a change attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the Balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Balance sheet date.

1. Accounting policies (continued)

1.22 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project. The expenditure is treated as if it were all incurred in the research phase only.

1.23 Operating leases

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the period of the lease.

2. Judgements in applying accounting policies and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from the estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Estimates are based on historical experience and other assumptions that are considered reasonable in the circumstances. The actual amount of values may vary in certain instances from the assumptions and estimates made. Changes will be recorded, with corresponding effect in the Statement of comprehensive income, when, and if, better information is obtained.

Information about assumptions and estimation uncertainties that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below.
Critical adjustments that management have made in the process of applying accounting policies disclosed herein, and that have a significant effect on the amounts recognised in the financial statements, relates to the following:

Deferred tax assets
The recognition of deferred tax assets is based on forecasts of future taxable profit. The measurement of future profit for the purposes of deteremining whether or not to recognise deferred tax assets depends on many factors, including the Company's ability to generate such profits and the implementation of effective tax planning strategies. The occurence or non-occurence of such events in the future may lead to significant changes to the measurement of deferred tax assets.

3. Analysis of turnover

The whole of the turnover is attributable to its principal activity.

	2015	2014
	£	£
United Kingdom	**1,661,784**	1,402,366
Rest of the world	**423,788**	356,324
	2,085,572	1,758,690

4. Operating profit

The operating profit is stated after charging:

	2015	2014
	£	£
Depreciation of tangible fixed assets	**777**	353
Amortisation of intangible assets	**85,222**	74,250
Exchange losses/(gains)	**(28,930)**	(101,595)
Operating lease rentals	**32,864**	25,782

During the year, no director received any emoluments (2014 -£NIL).

5. Auditors' remuneration

The company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Company:

	2015	2014
	£	£
Fees for the audit and preparation of the financial statements of the Company	**5,745**	5,159
Fees for tax compliance services	**1,400**	-
	7,145	5,159

6. Employees

Staff costs were as follows:

	2015	2014
	£	£
Wages and salaries	**603,843**	522,616
Social security costs	**63,779**	62,526
	667,622	585,142

The average monthly number of employees, including the directors, during the year was as follows:

	2015	2014
	No.	No.
Sales and administration	**3**	3
Professional services and maintenance	**10**	8
	13	11

7. Income from investments

	2015	2014
	£	£
Dividends received from subsidiary undertakings	**5,820,000**	-
	5,820,000	-

8. Interest payable and similar charges

	2015	2014
	£	£
Loans from group undertakings	**348,422**	90,753
	348,422	90,753

9. Taxation

	2015 £	2014 £
Corporation tax		
Current tax on profits for the year	-	47,117
Adjustments in respect of previous periods	-	(20,898)
	-	26,219
Total current tax	-	26,219
Deferred tax		
Origination and reversal of timing differences	**(14,350)**	60
Changes to tax rates	**54**	-
Total deferred tax	**(14,296)**	60
Taxation on (loss)/profit on ordinary activities	**(14,296)**	26,279

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014 -lower than) the standard rate of corporation tax in the UK of 20.25% (2014 -21.49%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before tax	**5,726,875**	195,991
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.25% (2014 -21.49%)	**1,159,496**	42,125
Effects of:		
Expenses not deductible for tax purposes	**288**	5,056
Adjustments to tax charge in respect of prior periods	-	(20,898)
Fixed asset differences	**2,221**	-
Non-taxable income	**(1,178,351)**	-
Other differences leading to an increase (decrease) in the tax charge	**2,050**	(4)
Total tax charge for the year	**(14,296)**	26,279

Factors that may affect future tax charges

During the year, the UK corporation tax rate was decreased. Following Budget 2016 announcements, there will be a further reduction in the main rate of corporation tax to 19% from 1 April 2017.

10. Dividends

	2015	2014
	£	£
Ordinary		
Dividends paid during the year on the 1 Ordinary share	5,600,384	-
	5,600,384	-

11. Intangible assets

	Customer Relationships
	£
Cost	
At 1 January 2015	327,954
Additions - external	197,490
At 31 December 2015	525,444
Amortisation	
At 1 January 2015	233,454
Charge for the year	85,222
At 31 December 2015	318,676
Net book value	
At 31 December 2015	206,768
At 31 December 2014	94,500

12. Tangible fixed assets

	Office equipment	Computer equipment	Hardware	Total
	£	£	£	£
Cost or valuation				
At 1 January 2015	14,683	-	-	14,683
Additions	-	7,020	1,241	8,261
At 31 December 2015	14,683	7,020	1,241	22,944
Depreciation				
At 1 January 2015	14,430	-	-	14,430
Charge owned for the period	253	524	-	777
At 31 December 2015	14,683	524	-	15,207
Net book value				
At 31 December 2015	-	6,496	1,241	7,737
At 31 December 2014	253	-	-	253

13. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2015	**29,371,175**
Additions	**4,997,404**
At 31 December 2015	**34,368,579**
Net book value	
At 31 December 2015	**34,368,579**
At 31 December 2014	29,371,175

Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
EZ Facility UK Ltd	United Kingdom	Ordinary Shares	100%	Computer Software
XN Leisure Systems Limited	United Kingdom	Ordinary Shares	100%	Computer Software
Fitronics Limited	United Kingdom	Ordinary Shares	100%	Computer Software
Webcreative UK Limited	United Kingdom	Ordinary Shares	100%	Computer Software
Cap2 Solutions Ltd	United Kingdom	Ordinary Shares	100%	Computer Software
AMI Eduation Solutions Limited	United Kingdom	Ordinary Shares	100%	Computer Software
Tucasi Limited	United Kingdom	Ordinary Shares	100%	Computer Software
London & Zurich Limited	United Kingdom	Ordinary Shares	100%	Direct debit collections
Card Management Services Limited****	United Kingdom	Ordinary Shares	100%	Direct debit collections
SDA Software Limited**	United Kingdom	Ordinary Shares	100%	Computer Software
Booking Portal Limited***	United Kingdom	Ordinary Shares	100%	Dormant

13. Fixed asset investments (continued)

Mercantile Management Services Limited****	United Kingdom	Ordinary Shares	100% Dormant
Metalogic Holdings Limited	United Kingdom	Ordinary Shares	100% Holding company
Metalogic Limited*****	United Kingdom	Ordinary Shares	100% Computer Software
Caneline Equities Limited******	United Kingdom	Ordinary Shares	100% Dormant
Stockmaster Metals Limited********	United Kingdom	Ordinary Shares	100% Dormant
Cash Registers (Buccleuch) Limited	United Kingdom	Ordinary Shares	100% Computer Software
PCI Systems Limited*******	United Kingdom	Ordinary Shares	100% Computer Software
PCI 2006 Limited	United Kingdom	Ordinary Shares	100% Holding company
Cunningham Cash Registers Limited	United Kingdom	Ordinary Shares	100% Computer Software
Vela Software Spain SL.	Spain	Ordinary Shares	100% Computer Software
London and Zurich Finance Limited*	United Kingdom	Ordinary Shares	100% Dormant
Show Data Systems Limited*********	United Kingdom	Ordinary shares	100% Computer Software
Interchange Communications Limited*********	United Kingdom	Ordinary shares	100% Computer Software
Event Registration Holdings Limited	United Kingdom	Ordinary shares	100% Holding company
Salon Software Solutions Limited	United Kingdom	Ordinary shares	100% Computer Software
EPOS Developments Limited	United Kingdom	Ordinary shares	100% Computer Software
Fashionmaster Limited	United Kingdom	Ordinary shares	100% Computer Software
Invicta Business Machines Limited	United Kingdom	Ordinary shares	100% Computer Software

13. Fixed asset investments (continued)

The aggregate of the share capital and reserves as at 31 December 2015 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves	Profit/(loss)
	£	£
EZ Facility UK Ltd	47,451	253,375
XN Leisure Systems Limited	223,829	437,616
Fitronics Limited	1,076,637	434,151
Webcreative UK Limited	(2,675)	(31,128)
Cap2 Solutions Ltd	158,029	164,106
AMI Eduation Solutions Limited	275,494	(123,749)
Tucasi Limited	371,993	429,228
London & Zurich Limited	232,819	570,884
Card Management Services Limited****	1,286,751	461,288
SDA Software Limited**	307,639	175,168
Booking Portal Limited***	100	-
Mercantile Management Services Limited****	50,561	-
Metalogic Holdings Limited	70,769	-
Metalogic Limited*****	847,183	741,301
Caneline Equities Limited******	6	-
Stockmaster Metals Limited********	13,596	-
Cash Registers (Buccleuch) Limited	675,745	788,538
PCI Systems Limited*******	483,242	48,986
PCI 2006 Limited	66,175	-
Cunningham Cash Registers Limited	930,296	384,727
Vela Software Spain SL.	366,061	(155,019)
London and Zurich Finance Limited*	285,992	-
Show Data Systems Limited*********	215,429	115,436
Interchange Communications Limited*********	87,631	19,702
Event Registration Holdings Limited	32,733	-
Salon Software Solutions Limited	316,824	184,019
EPOS Developments Limited**********	(8,214)	(1,268)
Fashionmaster Limited	136,723	155,563
Invicta Business Machines Limited	380,895	170,815
	8,929,714	5,223,739

*Investment directly held by London & Zurich Limited
**Investment directly held by EZ Facility UK Ltd
***Investment directly held by SDA Software Limited
****Investment directly held by London and Zurich Finance Limited
*****Investment directly held by Metalogic Holdings Limited
******Investment directly held by Metalogic Limited
*******Investment directly held by PCI 2006 Limited
********Investment directly held by Caneline Equities Limited
*********Investment directly held by Event Registration Holdings Limited
**********Investment directly held by Invicta Business Machines Limited

The amounts disclosed for capital and reserves, and profit/(loss) for the year, are as disclosed in the financial statements for these entities for the year ended 31 December 2015.

14. Stocks

	2015	2014
	£	£
Finished goods and goods for resale	**24,723**	16,987
	24,723	16,987

15. Debtors

	2015	2014
	£	£
Due after more than one year		
Deferred tax asset	**14,477**	(60)
	14,477	(60)

	2015	2014
	£	£
Due within one year		
Trade debtors	**352,096**	443,392
Amounts owed by group undertakings	**6,061,949**	2,458,543
Other debtors	**17,641**	40,312
Prepayments and accrued income	**79,039**	22,404
Deferred taxation	**542**	602
	6,511,267	2,965,253

16. Cash and cash equivalents

	2015	2014
	£	£
Cash at bank and in hand	**107,482**	277,427
	107,482	277,427

17. Creditors: Amounts falling due within one year

	2015	2014
	£	£
Trade creditors	**51,107**	35,221
Amounts owed to group undertakings	**15,346,446**	19,000,804
Corporation tax	**-**	47,117
Taxation and social security	**42,711**	52,351
Other creditors	**2,629,877**	2,210,625
Accruals	**193,023**	151,937
	18,263,164	21,498,055

The Company pays close attention to its net current assets position. Jonas requires the Company to be party to a central corporate treasury function which allows the group to centrally manage its liquidity and financial risks whilst ensuring capital is deployed globally in the most effective manner. This can mean that locally the financial strength of the Company is not necessarily conveyed by the net current asset position when reading these financial statements in isolation. To fully understand the size and strength of the corporate group of which the Company is a part, these financial statements should be read in conjunction with those of Constellation Software Inc.

18. Creditors: Amounts falling due after more than one year

	2015	2014
	£	£
Amounts owed to group undertakings	**4,680,384**	920,784
Other creditors	**393,841**	1,728,571
	5,074,225	2,649,355

19. Financial instruments

	2015	2014
	£	£
Financial assets		
Cash at bank and in hand	**107,482**	277,427
Trade debtors	**352,096**	443,392
Amounts owed by group undertakings	**6,061,949**	2,458,543
Other debtors	**17,641**	40,312
	6,539,168	3,219,674
Financial liabilities		
Trade creditors	**(51,107)**	(35,221)
Amounts owed to group undertakings	**(20,026,830)**	(19,921,588)
Other creditors	**(3,023,718)**	(3,939,196)
Accruals	**(193,023)**	(151,937)
	(23,294,678)	(24,047,942)

20. Deferred taxation

	Deferred tax
	£
At 1 January 2015	**542**
Charged to the profit or loss	**14,477**
At 31 December 2015	**15,019**

In respect of prior year:

	Deferred tax
	£
At 1 January 2014	**602**
Charged to the profit or loss	**(60)**
At 31 December 2014	**542**

The deferred tax asset is made up as follows:

	2015	2014
	£	£
(Accelerated)/Deccelerated capital allowances	281	542
Tax losses carried forward	14,738	-
	15,019	542

21. Deferred income

	2015	2014
	£	£
Deferred income	(516,640)	(482,783)
	(516,640)	(482,783)

22. Reserves

Called-up share capital
Represents the nominal value of shares that have been issued.

Share premium
Includes any premiums received on issue of share capital. Any transaction costs associated with the issuing of shares are deducted from share premium.

Retained earnings
Includes all current and prior period retained profits and losses.

23. Share capital

	2015	2014
	£	£
Allotted, called up and fully paid		
1 Ordinary share of £1	1	1

24. Contingent liabilities

The Company is party to a group unlimited guarantee and debenture. In the event that bank indebtedness arises in the ultimate parent undertaking, Constellation Software Inc., it is secured by means of an unlimited guarantee and debenture over the assets of the Company and other group undertakings.

25. Capital commitments

There were no capital commitments as at 31 December 2015 or 31 December 2014.

26. Commitments under operating leases

At 31 December 2015 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2015	2014
	£	£
Land and buildings		
Within one year	**17,600**	30,515
Between two and five years	**-**	17,600
Later than five years	**-**	-
Total	**17,600**	48,115

	2015	2014
	£	£
Other		
Within one year	**648**	263
Between two and five years	**1,133**	1,781
Later than five years	**-**	-
	1,781	2,044

27. Related party transactions

As permitted by FRS 101 related party transactions with wholly owned members of the Constellation Software Inc have not been disclosed.

28. Controlling party

At 31 December 2015 the company's immediate parent company was Constellation Software UK Hold Co. Ltd, a company incorporated in the United Kingdom.

The largest and smallest group in which the results are consolidated is that headed by Constellation Software Inc., a company incorporated in Canada, which is the ultimate controlling party of the company at the date of signing these financial statements.

The consolidated accounts of Constellation Software Inc. are available to the public and may be obtained from Gary Jonas Computing Ltd., 8133 Warden Ave, Suite 400, Markham, Ontario, Canada, L6G 1B3.

29. First time adoption of FRS 101

The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not impacted on equity or profit or loss.