Registration number: 08800984

London Irish Consortium (2013) Ltd

Annual Report and Financial Statements
for the Year Ended 30 June 2022

Brebners
Chartered Accountants & Statutory Auditor
130 Shaftesbury Avenue
London
W1D 5AR

LONDON IRISH CONSORTIUM (2013) LTD

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LONDON IRISH CONSORTIUM (2013) LTD

Company Information

Directors	M R Crossan W G Kearney E Crossan
Registered office	Hazelwood Hazelwood Drive Sunbury on Thames Middlesex TW16 6QU
Auditor	Brebners Chartered Accountants & Statutory Auditor 130 Shaftesbury Avenue London W1D 5AR

LONDON IRISH CONSORTIUM (2013) LTD

Strategic Report for the Year Ended 30 June 2022

The directors present their strategic report for the year ended 30 June 2022.

Principal activity

The principal activity of the company during the year was that of an investment holding company for a professional rugby club.

Fair review of the business

The company and its parent company continued to support those subsidiaries in what continued to be an extremely challenging economic environment for professional rugby clubs to operate within.
Regrettably, on 7th June 2023, despite exploring all avenues, both London Irish Scottish Richmond Limited and London Irish Holdings Limited were placed into administration.

Performance:

The company's key financial and other performance indicators during the year were as follows:

Financial KPIs	**Unit**	**2022**	**2021**
Profit before tax (excluding impairment)	£	985,562	992,824
(Deficit)/Profit before tax	£	(15,110,711)	992,824
Total Equity	£	(6,756,108)	8,402,062

As a result of the administration the company is no longer a going concern and the remaining risk / uncertainty to the company is in respect of the value of any remaining distribution from the administration.

Approved by the Board on 29 June 2023 and signed on its behalf by:

....
M R Crossan
Director

LONDON IRISH CONSORTIUM (2013) LTD

Directors' Report for the Year Ended 30 June 2022

The directors present their report and the financial statements for the year ended 30 June 2022.

Directors of the company

The directors who held office during the year were as follows:

M R Crossan

M L Bensted (ceased 26 September 2022)

W G Kearney

The following director was appointed after the year end:

E Crossan (appointed 26 September 2022)

Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Disclosure of information in the Strategic Report

The company has chosen in accordance with S.414C(11) Companies Act 2006 to set out in the company's strategic report information required by Schedule 7 of the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 to be contained in the directors' report. It has done so in respect of future developments and financial instruments.

Approved by the director on 29 June 2023 and signed by:

....
M R Crossan
Director

LONDON IRISH CONSORTIUM (2013) LTD

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom 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 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.

Independent Auditor's Report to the Members of London Irish Consortium (2013) Ltd for the Year Ended 30 June 2022

Opinion

We have audited the financial statements of London Irish Consortium (2013) Ltd (the 'company') for the year ended 30 June 2022, which comprise the Statement of Income and Retained Earnings, Statement of Financial Position, and Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2022 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter

We draw attention to note 2 of the financial statements (Basis of preparation / going concern) which explains the effect of the company's subsidiary entering administration on the preparation of the financial statements. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent Auditor's Report to the Members of London Irish Consortium (2013) Ltd for the Year Ended 30 June 2022

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities (set out on page 4), the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Based on our understanding of the company and the industry in which it operates, we determined that the principal risks of non-compliance with laws and regulations related to the reporting framework (FRS 102 and the Companies Act 2006) and UK corporate taxation laws. These risks were communicated to our audit team and we remained alert to any indications of non-compliance throughout our audit. The audit partner ensured that the audit team had appropriate skills and experience to identify non-compliance with laws and regulations.

We reviewed and understood the regulatory framework and how the company is complying with it by making enquiries of the Board and management and conducting a review of the board minutes. We also considered the results of our audit procedures and to what extent these corroborate this understanding and assessed the susceptibility of the company's financial statements to material misstatement. This included consideration of how fraud might occur and evaluation of management's incentives and opportunities for fraudulent manipulation of the financial statements.

We designed our audit procedures to identify any non-compliance with laws and regulations. Such procedures included, but were not limited to, inspection of any regulatory or legal correspondence; challenging assumptions and judgements made by management; identifying and testing journal entries with a focus on large or unusual transactions as determined based on our understanding of the business; identifying and assessing the effectiveness of controls in place to prevent and detect fraud, reviewing estimates and judgements from management bias and agreeing the financial statements to documentations.

Owing to the inherent limitations of an audit, there remains a risk that a material misstatement may not have been detected, even though we have properly planned and performed our audit in accordance with auditing standards. We are not responsible for preventing non-compliance with laws and regulations and cannot be expected to detect all instances of non-compliance.

The primary responsibility for the detection and prevention of fraud rests with those responsibly for governance and management, and the further removed non-compliance with laws and regulations is from the events reflected within the financial statements, the less likely the auditors will become aware of it.

The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from errors, as fraud may involve deliberate concealment, collusion, omission, misrepresentation and forgery.

A further description of our responsibilities is available on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Independent Auditor's Report to the Members of London Irish Consortium (2013) Ltd for the Year Ended 30 June 2022

Use of our report

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.

....

John Chamberlain (Senior Statutory Auditor)

For and on behalf of

Brebners, Statutory Auditor

130 Shaftesbury Avenue

London

W1D 5AR

29 June 2023

LONDON IRISH CONSORTIUM (2013) LTD

Statement of Income and Retained Earnings for the Year Ended 30 June 2022

	Note	2022 £	2021 £
Turnover		-	-
Administrative expenses		(16,114,011)	(17,540)
Operating loss		**(16,114,011)**	**(17,540)**
Other interest receivable and similar income	4	1,231,597	1,159,641
Interest payable and similar charges	5	(228,297)	(149,277)
		1,003,300	1,010,364
(Loss)/profit before tax		**(15,110,711)**	**992,824**
Taxation	8	(47,459)	-
(Loss)/profit for the financial year		**(15,158,170)**	**992,824**
Retained earnings brought forward		3,764,532	2,771,708
Retained earnings carried forward		**(11,393,638)**	**3,764,532**

The notes on pages 11 to 18 form an integral part of these financial statements.

LONDON IRISH CONSORTIUM (2013) LTD

Statement of Financial Position as at 30 June 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	9	-	4,297,799
Current assets			
Debtors	10	7,625,000	18,209,527
Cash at bank and in hand		55,376	55,464
		7,680,376	18,264,991
Creditors: Amounts falling due within one year	12	(14,436,484)	(14,160,728)
Net current (liabilities)/assets		**(6,756,108)**	**4,104,263**
Net (liabilities)/assets		**(6,756,108)**	**8,402,062**
Capital and reserves			
Called up share capital		4,637,530	4,637,530
Retained earnings		(11,393,638)	3,764,532
Shareholders' (deficit)/funds		**(6,756,108)**	**8,402,062**

Company registration number: 08800984

Approved and authorised by the Board on 29 June 2023 and signed on its behalf by:

....

M R Crossan

Director

The notes on pages 11 to 18 form an integral part of these financial statements.

1 General information

The company is a private company limited by share capital, incorporated in England and Wales.

The address of its registered office is:
Hazelwood
Hazelwood Drive
Sunbury on Thames
Middlesex
TW16 6QU

The address of the company's principal place of business is:
Hazelwood
Hazelwood Drive
Sunbury-On-Thames
Middlesex
TW16 6QU

The principal activity of the company is that of an investment holding company for a professional rugby club.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation / going concern

These financial statements have been prepared using the historical cost convention except any items disclosed in the accounting policies as being shown at fair value and are presented in sterling, which is the functional currency of the entity.
London Irish Scottish Richmond Limited and London Irish Holdings Limited were placed into administration on 7th June 2023. As a result the company has reviewed both the carrying value of its investment in these subsidiaries and the amounts due from these companies for impairment with provisions being made in the company's financial statements accordingly based on directors' best estimates of recovery. Whether these provisions are materially accurate will not be known until the administration is concluded.
As a result the company has net liabilities of £6,756,108 and as a result of this and the ongoing effects of the above administrations, is no longer considered to be a going concern. As such a going concern basis of preparation has not been adopted.
Other than the company's investment in its subsidiaries and intragroup balances due therefrom, the company's only other asset is cash at bank and in hand in respect of which no writedown is considered necessary.
Liabilities have been included in the financial statements at their year end values.
No account has been taken of potential losses incurred post year end.

Summary of disclosure exemptions

The entity satisfies the criteria of being a qualifying entity as defined in FRS 102. Its financial statements are consolidated into the financial statement of Powerday Plc. As such, advantage has been taken of the following disclosure exemptions available under paragraph 1.12 of FRS 102:
(a) No cash flow statement has been presented for the company
(b) Disclosure in respect of financial instruments have not been presented
(c) Disclosure in respect of the aggregate remuneration of key management personnel has not been presented.

Group accounts not prepared

The company was at the end of the year a subsidiary of another company incorporated in the United Kingdom and in accordance with section 400 of the Companies Act 2006 it is not required to produce and has not published consolidated accounts. Therefore the accounts disclose information about the individual company and not its group.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectation of future events, that are believed to be reasonable under the circumstances.
Other than those involving estimations there are no judgements that management has made in the process of applying the entity's accounting policies that have a significant effect on the amounts recognised in the financial statements.

Accounting estimates and assumptions are made concerning the future and, by their nature, will rarely equal the related actual outcome. The key assumptions and other sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next year are as follows:

Assets are held at cost less impairment.

Tax

The tax expense for the period comprises current tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

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

Business combinations

Business combinations are accounted for using the purchase method. The consideration for each acquisition is measured at the aggregate of the fair values at acquisition date of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquired, plus any costs directly attributable to the business combination. When a business combination agreement provides for an adjustment to the cost of the combination contingent on future events, the group includes the estimated amount of that adjustment in the cost of the combination at the acquisition date if the adjustment is probable and can be measured reliably.

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.
Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Trade debtors

Trade debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.
Trade and other debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade debtors is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if the company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.
Trade and other creditors are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Interest bearing borrowings

Interest bearing borrowings are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, interest bearing borrowings are stated at amortised cost with any difference between the amount initially recognised and redemption value being recognised in the statement of comprehensive income over the period of the borrowings, together with any interest and fees payable, using the effective interest method.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.
Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.
Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

3 Other gains and losses

The analysis of the company's other gains and losses for the year is as follows:

	2022 £	2021 £
Impairment of investments and intercompany loans	(16,096,273)	-

4 Other interest receivable and similar income

	2022 £	2021 £
Other finance income	1,231,597	1,159,641

5 Interest payable and similar expenses

	2022 £	2021 £
Interest expense on other finance liabilities	228,297	149,277

6 Staff costs

No staff costs were incurred during the year (2021: £Nil).

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2022 No.	2021 No.
Administration and support	1	1
Other departments	1	1
	2	2

7 Auditor's remuneration

	2022 £	2021 £
Audit of the financial statements	**10,500**	**10,000**

8 Taxation

Tax charged/(credited) in the income statement

	2022 £	2021 £
Current taxation		
UK corporation tax	**47,459**	**-**

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2021 - lower than the standard rate of corporation tax in the UK) of 19% (19%).
The differences are reconciled below:

	2022 £	2021 £
(Loss)/profit before tax	**(15,110,711)**	**992,824**
Corporation tax at standard rate	(2,871,035)	188,637
Effect of expense not deductible in determining taxable profit (tax loss)	3,060,870	3,325
Utilisation of group relief	(142,376)	(191,962)
Total tax charge	**47,459**	**-**

9 Investments

	2022 £	2021 £
Investments in subsidiaries	-	**4,297,799**

Subsidiaries	**£**
Cost or valuation	
At 1 July 2021	4,297,799
Provision	
Provision in year	4,297,799
Carrying amount	
At 30 June 2022	-
At 30 June 2021	**4,297,799**

Subsidiary undertakings	**Registered office**	**Holding**	**Proportion of voting rights and shares 2021**	**2020**
London Irish Holdings Limited	ReSolve Advisory Limited, 22 York Buildings, London, WC2N 6JU	Ordinary Shares	92%	92%
London Irish Scottish Richmond Limited *	ReSolve Advisory Limited, 22 York Buildings, London, WC2N 6JU	Ordinary Shares	92%	92%
London Irish Rugby Football Ground Limited *	Hazelwood, Hazelwood Drive, Sunbury on Thames, Middlesex, TW16 6QU	Ordinary Shares	92%	92%

* Shares held by London Irish Holdings Limited.

In addition London Irish Consortium (2013) Ltd holds a 84% holding of deferred ordinary shares in London Irish Holdings Limited. These shares are non-voting and only participate in an exit event in excess of £100m.
On 7th June 2023 London Irish Holdings Limited and London Irish Scottish Richmond Limited were placed into placed into administration.

10 Debtors

	2022 £	2021 £
Amounts owed by group entities	7,625,000	18,209,527
	7,625,000	**18,209,527**

The recoverability of the amounts owed by group undertakings is secured upon the interest in Premier Rugby and freehold property held in the undertakings concerned.

11 Cash and cash equivalents

	2022 £	2021 £
Cash at bank	**55,376**	**55,464**

12 Creditors

	Note	2022 £	2021 £
Due within one year			
Amounts due to group entities	14	11,470,737	11,289,552
Other payables		2,955,747	2,861,176
Accrued expenses		10,000	10,000
		14,436,484	**14,160,728**

13 Share capital

Allotted, called up and fully paid shares

	2022		2021	
	No.	**£**	**No.**	**£**
Ordinary shares of £0.05 each	92,750,597	4,637,530	92,750,597	4,637,530

14 Related party transactions

Included within debtors due within one year are amounts due of £7,625,000 (2021: £18,209,527) advanced by the company to London Irish Scottish Richmond Limited. Interest amounting to £1,231,597 (2021: £1,159,641) was charged on these amounts and no set repayment terms are in place.
Included within creditors due within one year are amounts of £11,470,737 (2021: £11,289,552) advanced to the company by Powerday Plc, the ultimate parent undertaking. Interest has been charged at 1% above LIBOR on these amounts, and no set repayment terms are in place.
Included within other creditors due within one year is a balance of £2,174,137 (2021: £2,138,860) advanced to the company by P.F Cusack (Tool Supplies) Limited, who have a participating interest in the company. Interest has been charged at 1% above LIBOR on these amounts, and no set repayment terms are in place.

15 Relationship between entity and parents

The parent of the largest group preparing group accounts including the results of the company is headed by Powerday plc.
The registered address of Powerday plc is:
130 Shaftesbury Avenue
2nd Floor
London
W1D 5EU
The ultimate parent is Powerday plc, incorporated in England and Wales.
These consolidated financial statements are available from Companies House at Crown Way, Cardiff, CF14 3UZ.