association for project safety | **Agenda & Papers**

ASSOCIATION FOR PROJECT SAFETY
Annual General Meeting of the Association for Project Safety [APS]
Wednesday 6 September 2023 at 08:15am Virtual. Registration will open at 08:00am

All members of the association may attend and, if you want to do so, all you need to do to come along is register by 12 noon on Tuesday 5 September 2023.

1. Welcome and Meeting Arrangements

2. Apologies received

3. Adoption of Standing Orders and Appointment of Tellers

4. Minutes of APS Annual General Meeting
   Wednesday 7 September 2022
   Held virtually by Zoom [Paper 1]

5. Governance

   An EGM was held on 14 December 2022 for the sole purpose of ratifying governance changes. Minutes attached. [Paper 2]

6. Matters Arising

7. Adoption of the Annual Accounts for the year ending 31 January 2023. [Paper 3]

8. Any other competent business

9. Date of next meeting

<u>Please note</u>: The AGM is being held remotely by Zoom. You are required to take part using your laptop/ PC. Please ensure that, before the meeting is scheduled to start, you allow time to download to your chosen system any software this may require. Meetings will be recorded.

Agenda & Papers

ASSOCIATION FOR PROJECT SAFETY

Minutes of the Annual General Meeting of the Association for Project Safety [APS]
Wednesday 7 September 2022
Zoom Virtual Meeting

ATTENDANCE

Titilayo Akinyemi	Lesley Damrel	Ian Round
Ray Bone	Richard Ellis	Mark Snelling
Derek Bradshaw	David Forshaw	Paul Swales
Gerald Brown	Nattasha Freeman	Peter Taylor
Raymond Burns	Brett Moss	Simon Taylor
Stella Clutton-Saunders	James Nicolas	Bryn Wilde
Duncan Cooper	Kehinde Olawoye	
Steve Coppin	Stanley Purdy	

There was a total of 22 attendees.

With, from APS headquarters,
Nicola Lally
Andrew Leslie
Carole Mackay
Lesley McLeod
Sheena Munro

Total Including HQ Staff 27

The chair called the AGM to order at 08:15 hrs

Action

1. WELCOME, ARRANGEMENTS, ATTENDANCE AND APOLOGIES

The chair: welcomed attendees; set out meeting arrangements; and confirmed the meeting was quorate.

It was noted that the meeting covers the business of the association for its financial year 1 February 2020 to 31 January 2022.

2. APOLOGIES

No apologies were received.

3. ADOPTION OF STANDING ORDERS & APPOINTMENT OF TELLERS

Carol Mackay and Sheena Munro were appointed as tellers.

4. MINUTES OF PREVIOUS MEETING

Wednesday 1 September 2021

Held virtually on Zoom

Adoption of minutes: a motion to adopt the minutes of the previous meeting was moved by Duncan Cooper and seconded by Richard Ellis. The minutes were adopted.

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ASSOCIATION FOR PROJECT SAFETY
Minutes of the Annual General Meeting of the Association for Project Safety [APS]
Wednesday 7 September 2022
Zoom Virtual Meeting

5. **Matters Arising**
There were no matters arising.

6. **Adoption of the annual accounts for the year ending 31 January 2021**

The meeting was asked to note the annual accounts of the Association for Project Safety Limited.

The accounts were noted. The accounts were adopted and moved by Raymond Bone and seconded by Duncan Cooper.

The APS CEO Lesley McLeod noted the APS Annual Report.

7. **ANY OTHER COMPETENT BUSINESS**
There was no other competent business.

8. **DATE OF NEXT MEETING**
The next AGM will be held in the morning of the next APS annual conference, Wednesday 6 September 2023. The meeting will be held virtually. Details will be published in accordance with the rules of the association.

The chair closed the meeting at 08:33am

Agenda & Papers

ASSOCIATION FOR PROJECT SAFETY
Minutes of the Annual General Meeting of the Association for Project Safety [APS]
Wednesday 14 December 2022
Zoom Virtual Meeting
Record of Proceedings

1. Attendance

The meeting was attended by 72 members of the association. The attendance list is attached. The meeting was chaired by APS President Raymond Bone [RB].

2. Welcome

The chair brought the meeting to order at 08:40 hrs. RB welcomed attendees and introduced staff helping at the meeting. He set out the ground rules for the meeting and thanked members for attending.

3. Purpose

RB explained the purpose of the meeting. He said the general meeting was for the purpose of giving members of the Association for Project Safety [APS] the opportunity to vote on – for or against - proposals to amend the governance of the association. RB went on to set out the reasons he and fellow directors are proposing change to the association's Articles of Association.

4. Questions

Members were given an opportunity to ask questions. No questions were asked.

5. Vote

Members were asked to vote, by show of hands, on the special resolution [see below].

5.1 Tellers — Two tellers were appointed: Laura Hardie and Sheena Munro. Both are members of staff of the association.

5.2 Special resolution — Members were asked to vote on the new Articles and Transitional Provisions. The special resolution is attached.

5.3 Threshold — The ballot was required to meet a 75% threshold of votes cast [made up of those cast in absence or by proxy and those cast at the general meeting]. The threshold required was for a total of 58 members to have voted in favour of the special resolution [41 had to vote in favour at the meeting].

6. Result

6.1 The vote was carried. The total number of votes cast in favour of the special resolution was 73. Four votes were cast against. This means the required threshold [58] was exceed by 15 votes.

6.2 Absent and proxy votes: A total of 19 votes were cast in absence or by proxy. Of these 17 votes were for the special resolution and 2 were against.

6.3 Votes at the meeting A total of 58 votes were cast at the meeting. Of these 56 were for the special resolution and 2 were against.

6.4 Abstentions: There were five abstentions.

6.5 Turnout: Turnout represented 2.219% of members eligible to vote.

7. Vote of thanks

7.1 Past president and chair of the governance committee, Jonathan Moulam [JM] thanked the members of the Governance Committee: Nattasha Freeman, Malcolm Shiels; and Ewan McKee. He paid tribute to former APS CEO James Richie for his past efforts to amend the association's governance.

7.2 RB thanked members for their vote of confidence in the association and the changes to be made. He also thanked: the tellers, Laura Hardie and Sheena Munro; Carole Mackay and Andrew Leslie for coming into the office for members who wanted to attend in person; Anna Lewis for sending out information and for looking after the phones; Tommy Boonham Payne technical back up; and Nicola Lally for her work on governance and her support at the meeting.

8. Meeting Closed at 08:59am

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ASSOCIATION FOR PROJECT SAFETY
Minutes of the Annual General Meeting of the Association for Project Safety [APS]
Wednesday 14 December 2022
Zoom Virtual Meeting
Record of Proceedings

Members in attendance

James	Addley
Michael	Ager
Robert	Aitken
Stephen	Ash
Jonathan	Astley
Danny	Ballinger
Michael	Bobby
Raymond	Bone
Chris	Bracewell
Derek	Bradshaw
Timothy	Brown
Sophie	Burgess
Raymond	Burns
Leslie	Carter
Paul	Chapple
Paul	Cheyne
Gavin	Collins
Duncan	Cooper
Lesley	Damrel
Keith	Davies
Jake	Denney
Anthony	Edge
Sean	Edhouse
Richard	Ellis
David	Forshaw
Richard	Fox

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Guy	Freeman
Nattasha	Freeman
Gary	Harris
Richard	Hartley
Mark	Hayward
Martin	Hornby
Andrew	Hornby
Steven	Jones
Yinka	Lana
Andrew	Leslie
Ewan	MacGregor
Sean	Maguire
David	Martin
David	Matthews
Jarlath	Mitchell
Shaun	Morgan
Jonathan	Moulam
John	Murray
Russell	Osborn
Michael	Palmer
Howard	Parke
Martin	Perrett
Richard	Pickles
Heather	Pippin
Michael	Pritchett
Graeme	Renton
James	Ritchie

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Ian	Round
Malcolm	Shiels
Mark	Shipton
Neil	Siverns
Ricardo	Smikle
Jim	Sneddon
Mark	Snelling
Dominic	Thomas
Graeme	Thomson
Richard	Trotman
Alan	Vowler
Stuart	Wade
Abubaker	Wadie
Gregory	Ward
Fran	Watkins-White
Stephen	Watson
Bryn	Wilde
Thomas	Williams
Andrew	Young

APS Staff in attendance

Laura	Hardie
Nicola	Lally
Carole	Mackay
Lesley	McLeod
Sheena	Munro

Report of the Directors and

Unaudited Financial Statements

for the Year Ended 31 January 2023

for

The Association for Project Safety Limited

The Association for Project Safety Limited

Contents of the Financial Statements for the Year Ended 31 January 2023

The Association for Project Safety Limited

Company Information for the Year Ended 31 January 2023

DIRECTORS:	B Chakravarthy J K Moulam R L Bone A P Baker B M Wilde
REGISTERED OFFICE:	Suite 3 5 New Mart Place Edinburgh EH14 5AY
REGISTERED NUMBER:	SC155374 (Scotland)
ACCOUNTANTS:	MacMillan Craig Chartered Accountants Festival Business Centre 150 Brand Street Glasgow G51 1DH

The Association for Project Safety Limited

Report of the Directors for the Year Ended 31 January 2023

The directors present their report with the financial statements of the company for the year ended 31 January 2023.

PRINCIPAL ACTIVITY
The principal activity of the company in the year under review was that of a members association

DIRECTORS
The directors shown below have held office during the whole of the period from 1 February 2022 to the date of this report.

B Chakravarthy
J K Moulam
R L Bone
A P Baker
B M Wilde

Other changes in directors holding office are as follows:

M J Stowell - resigned 31 January 2023
S A Toseland - resigned 30 September 2022
D Bradshaw - resigned 31 January 2023
N Freeman - resigned 31 January 2023

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

ON BEHALF OF THE BOARD:

....
J K Moulam - Director

Date: ....

The Association for Project Safety Limited

Income Statement for the Year Ended 31 January 2023

	Notes	31.1.23 £	31.1.22 £
TURNOVER		919,657	906,181
Administrative expenses		1,019,618	742,495
OPERATING (DEFICIT)/SURPLUS	4	(99,961)	163,686
Interest receivable and similar income		2,488	-
(DEFICIT)/SURPLUS BEFORE TAXATION		(97,473)	163,686
Tax on (deficit)/surplus		-	-
(DEFICIT)/SURPLUS FOR THE FINANCIAL YEAR		(97,473)	163,686

The Association for Project Safety Limited (Registered number: SC155374)

Balance Sheet
31 January 2023

	Notes	31.1.23 £	31.1.23 £	31.1.22 £	31.1.22 £
FIXED ASSETS					
Intangible assets	5		-		-
Tangible assets	6		375,826		384,628
Investments	7		234,631		242,768
			610,457		627,396
CURRENT ASSETS					
Stocks		20,708		20,974	
Debtors	8	21,245		23,855	
Cash at bank and in hand		473,668		559,173	
		515,621		604,002	
CREDITORS					
Amounts falling due within one year	9	385,745		393,592	
NET CURRENT ASSETS			129,876		210,410
TOTAL ASSETS LESS CURRENT LIABILITIES			740,333		837,806
RESERVES					
Income and expenditure account			740,333		837,806
			740,333		837,806

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 January 2023.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 January 2023 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:
(a) ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
(b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its surplus or deficit for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved by the Board of Directors and authorised for issue on .... and were signed on its behalf by:

....
J K Moulam - Director

The notes form part of these financial statements

The Association for Project Safety Limited

Notes to the Financial Statements for the Year Ended 31 January 2023

1. STATUTORY INFORMATION

The Association for Project Safety Limited is a private company, limited by guarantee, registered in Scotland. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements
These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" including the provisions of Section 1A "Small Entities" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

Turnover
Turnover is measured at the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Included in turnover are members' annual subscriptions which run for 12 months from the date of acceptance as a member. Income is recognised in the period to which it relates and the proportion of subscriptions relating to future periods is included as subscriptions in advance within creditors.

Intangible assets
Intangible assets are initially measured at cost. After initial recognition, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Computer software is being amortised evenly over its estimated useful life of five years.

Tangible fixed assets
Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Land and buildings	-	2% on cost
Plant and machinery etc	-	25% on cost

Stocks
Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Taxation
Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax
Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

 continued...

2. ACCOUNTING POLICIES - continued

Pension costs and other post-retirement benefits
The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

Irrecoverable vat
The company is registered for VAT partially exempt status. Input VAT which cannot be recovered under the partial exemption rules is shown as irrecoverable VAT under expenditure.

3. EMPLOYEES AND DIRECTORS

The average number of employees during the year was 12 (2022 - 8).

4. OPERATING (DEFICIT)/SURPLUS

The operating deficit (2022 - operating surplus) is stated after charging:

	31.1.23	31.1.22
	£	£
Depreciation - owned assets	11,997	10,178
Computer software amortisation	-	119

5. INTANGIBLE FIXED ASSETS

	Other intangible assets
	£
COST	
At 1 February 2022 and 31 January 2023	11,500
AMORTISATION	
At 1 February 2022 and 31 January 2023	11,500
NET BOOK VALUE	
At 31 January 2023	-
At 31 January 2022	-

continued...

The Association for Project Safety Limited

Notes to the Financial Statements - continued for the Year Ended 31 January 2023

6. TANGIBLE FIXED ASSETS

	Land and buildings £	Plant and machinery etc £	Totals £
COST			
At 1 February 2022	483,648	40,440	524,088
Additions	-	3,195	3,195
At 31 January 2023	483,648	43,635	527,283
DEPRECIATION			
At 1 February 2022	103,905	35,555	139,460
Charge for year	9,673	2,324	11,997
At 31 January 2023	113,578	37,879	151,457
NET BOOK VALUE			
At 31 January 2023	370,070	5,756	375,826
At 31 January 2022	379,743	4,885	384,628

7. FIXED ASSET INVESTMENTS

	Other investments £
COST OR VALUATION	
At 1 February 2022	242,768
Revaluations	(8,137)
At 31 January 2023	234,631
NET BOOK VALUE	
At 31 January 2023	234,631
At 31 January 2022	242,768

Cost or valuation at 31 January 2023 is represented by:

	Other investments £
Valuation in 2023	234,631

8. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.1.23 £	31.1.22 £
Trade debtors	5,916	2,382
Prepayments and accrued income	15,329	21,473
	21,245	23,855

continued...

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31.1.23	31.1.22
	£	£
Trade creditors	17,307	22,663
Social security and other taxes	16,374	12,182
VAT	9,367	3,440
Accruals and deferred income	342,697	355,307
	385,745	393,592

10. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	31.1.23	31.1.22
	£	£
Within one year	5,875	5,875
Between one and five years	1,467	7,344
	7,342	13,219

Chartered Accountants' Report to the Board of Directors on the Unaudited Financial Statements of The Association for Project Safety Limited

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of The Association for Project Safety Limited for the year ended 31 January 2023 which comprise the Income Statement, Balance Sheet and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of ICAS, we are subject to its ethical and other professional requirements which are detailed at http://www.icas.com/accountspreparationguidance.

This report is made solely to the Board of Directors of The Association for Project Safety Limited, as a body, in accordance with our terms of engagement. Our work has been undertaken solely to prepare for your approval the financial statements of The Association for Project Safety Limited and state those matters that we have agreed to state to the Board of Directors of The Association for Project Safety Limited, as a body, in this report in accordance with the requirements of ICAS as detailed at http://www.icas.com/accountspreparationguidance. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and its Board of Directors, as a body, for our work or for this report.

It is your duty to ensure that The Association for Project Safety Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of The Association for Project Safety Limited. You consider that The Association for Project Safety Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of The Association for Project Safety Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory financial statements.

MacMillan Craig
Chartered Accountants
Festival Business Centre
150 Brand Street
Glasgow
G51 1DH

Date: ....

The Association for Project Safety Limited

Detailed Income and Expenditure Account for the Year Ended 31 January 2023

	31.1.23		31.1.22	
	£	£	£	£
Turnover				
Members' subscriptions	782,494		808,720	
Events/CPD courses	543		1,945	
Publications, online sales and digest income	27,109		3,908	
Conference, dinner and awards	22,294		15,939	
Accreditation income and exam fees	85,767		73,852	
Regional income	350		732	
Other income	1,100		1,085	
		919,657		906,181
Other income				
Deposit account interest		2,488		-
		922,145		906,181
Expenditure				
Rates and water	17,433		14,473	
Insurance	7,284		6,501	
Light and heat	9,367		2,363	
Property factor charges	(1,357)		3,870	
Directors' fees	14,987		15,653	
Wages	438,045		316,063	
Social security	50,565		31,164	
Pensions	27,931		24,312	
Telephone	3,396		2,577	
Printing, stationery and postage	3,592		2,904	
Advertising	60,321		48,903	
Travelling	4,860		-	
Private health insurance	28,294		20,715	
Repairs and renewals	228		624	
Training	6,768		5,963	
Recruitment	5,130		3,000	
Consultancy	12,000		10,000	
Computer costs	36,383		35,989	
Sundry expenses	13,317		9,973	
Credit card processing charges	6,449		7,070	
Subscriptions	243		388	
Accountancy	3,566		2,813	
Legal and professional fees	37,849		21,917	
Associated bodies memberships	12,597		13,111	
Corporate audit costs	1,438		2,175	
Application admin/assessors fees	19,071		16,063	
CPD courses	9,052		11,845	
Irrecoverable VAT	41,105		28,292	
Digest	73,045		46,110	
Practice Advisory Panel fees	272		1,008	
AGM/conference/dinner/awards	18,617		12,839	
Council attendance allowances, travel & expenses	2,430		6,480	
Committees	24,793		16,891	
Publications	2,762		2,841	
Carried forward	991,833	922,145	744,890	906,181

This page does not form part of the statutory financial statements

The Association for Project Safety Limited

Detailed Income and Expenditure Account for the Year Ended 31 January 2023

	31.1.23		31.1.22	
	£	£	£	£
Brought forward	991,833	922,145	744,890	906,181
Membership database	5,745		4,707	
Stock adjustment	77		(9,779)	
Gain/loss on revaluation of investments	8,137		(9,554)	
		1,005,792		730,264
		(83,647)		175,917
Finance costs				
Bank charges		1,830		1,933
		(85,477)		173,984
Depreciation				
Computer software	-		119	
Freehold property	9,673		9,673	
Office equipment	15		188	
Fixtures and fittings	1,253		3	
Computer equipment	1,055		315	
		11,996		10,298
NET (DEFICIT)/SURPLUS		(97,473)		163,686

This page does not form part of the statutory financial statements