

ST. NICHOLAS MONTESSORI TRAINING LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 AUGUST 2019

ST. NICHOLAS MONTESSORI TRAINING LIMITED

COMPANY INFORMATION

Directors	L Stjepic I Pescatore (appointed 14 January 2019) P Johns (appointed 14 January 2019) J Hudson (appointed 14 January 2019, resigned 23 October 2019)
Registered number	06429337
Registered office	Marlborough House 38 Marlborough Place London NW8 0PE
Independent auditors	Haysmacintyre LLP 10 Queen Street Place London EC4R 1AG
Bankers	HSBC Bank PLC 196 Oxford Street London W1C 2BU Lloyds Bank PLC London W1C 2BU

ST. NICHOLAS MONTESSORI TRAINING LIMITED

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ST. NICHOLAS MONTESSORI TRAINING LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 AUGUST 2019**

The directors present their report and the financial statements for the year ended 31 August 2019.

Directors' responsibilities statement

The directors are responsible for preparing 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 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. 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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and to 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.

ST. NICHOLAS MONTESSORI TRAINING LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2019

Strategy

During the year, the Board approved a 5 year Business Plan. The Business Plan recognises that the Company enables the spreading of awareness of the Montessori approach to education across the world by being a leading global provider of quality Montessori training through its portfolio of nationally recognised qualifications and professional specialisms. The development of future courses is intended to meet the needs of Montessori communities, wherever they are, and those wishing to adopt the Montessori approach. The Virtual Learning Environment allows students to connect with fellow students and tutors at the training college in an immersive way. We will continue to focus on technological innovation to connect with students regardless of the country in which they study and to enable their experience to be transformative. Students have the choice of doing the practical elements of the training in one of the training college's approved training centres outside of London in the UK and overseas. This network reaches students in over 70 countries and is planned to grow.

The Company plans to launch a Professional Body which will bring together students, graduates and Montessori trained practitioners, nationally and internationally. This body will both provide a support network and be a platform for ongoing professional development. Aligned with this is the setting up of a network of Regional Ambassadors who will ensure that the training and continuing professional development needs of the UK community are relayed through on-the-ground contact with Montessori schools in our network. Overseas ambassadors will be recruited throughout the plan's period.

More broadly, the Company is committed to supporting the needs of parents, carers and other stakeholders interested in the Montessori approach to education. The Montessori Network, a free to access, on-line resource of immersive material is planned for launch in 2020. To provide assurance to school owners, school managers, parents, carers and other stakeholders, an enhanced accreditation programme will be launched in 2020, Montessori Accreditation International (MAI), which will not only continue the success of the pre-existing MEAB scheme in the UK but will be extended to meet the needs of the overseas community. To cater for the needs of our communities, whether parents, students, graduates or practitioners, the training college plans to offer Open Learning Courses which will be a relevant portfolio of short courses, some of which will be free.

The Company has a track record in offering bespoke and tailored training solutions in response to the needs of individual schools, institutions and companies. More broadly, the Company's ethos is to develop capability locally and to allow clients to operate in a self-sustaining way, with the Company providing the standard for quality assurance. The UN's Sustainable Development Goal target 4.2 states that by 2030 all girls and boys must have access to quality early childhood development, care and pre-primary education so that they are ready for primary education. In response, the Company has seen increased interest in Montessori education by governments and quasi-government institutions. The provision of these services is planned to grow during the period of the Business Plan.

Performance review

The plan for this year was to invest in capability and capacity across the organisation to enable the aims of the Business Plan to be delivered in the future. Additionally, work began in the design of a fit for purpose website which was launched during the year and has a number of phases of development. The preparations for the launches of the Professional Body, Montessori Network and the enhanced accreditation scheme, Montessori Accreditation International, were also started in readiness for a 2020 launch.

The Company's financial performance was as planned.

Director

The directors who served during the year were:

L Stjepic

I Pescatore (appointed 14 January 2019)

P Johns (appointed 14 January 2019)

J Hudson (appointed 14 January 2019, resigned 23 October 2019)

ST. NICHOLAS MONTESSORI TRAINING LIMITED

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 AUGUST 2019

Disclosure of information to auditors

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

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the 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 auditors are aware of that information.

Auditors

The auditors, Haysmacintyre LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 22 Jan 2020 and signed on its behalf.



L Stjepic
Director

ST. NICHOLAS MONTESSORI TRAINING LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ST. NICHOLAS MONTESSORI TRAINING LIMITED

Opinion

We have audited the financial statements of St. Nicholas Montessori Training Limited (the 'Company') for the year ended 31 August 2019, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Cash Flows and the related notes, 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 31 August 2019 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, Higher Education Funding Council for England, and the Office for Students.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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 Auditors' 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

ST. NICHOLAS MONTESSORI TRAINING LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ST. NICHOLAS MONTESSORI
TRAINING LIMITED (CONTINUED)**

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.

Opinion on other matters 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 1, 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.

ST. NICHOLAS MONTESSORI TRAINING LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ST. NICHOLAS MONTESSORI
TRAINING LIMITED (CONTINUED)

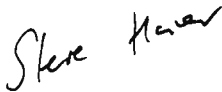
Auditors' responsibilities for the audit of the financial statements

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 Auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

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 Auditors' 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.



Steven Harper (Senior Statutory Auditor)

for and on behalf of
Haysmacintyre LLP

Statutory Auditors

10 Queen Street Place
London
EC4R 1AG

Date: 30 January 2020

ST. NICHOLAS MONTESSORI TRAINING LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 AUGUST 2019

	Note	2019 £	2018 £
Turnover		1,100,925	1,211,231
Cost of sales		(731,407)	(733,085)
Gross profit		369,518	478,146
Administrative expenses		(1,021,774)	(248,546)
Operating (loss)/profit		(652,256)	229,600
Interest receivable and similar income		9	1
(Loss)/profit before tax		(652,247)	229,601
(Loss)/profit for the financial year		(652,247)	229,601
Other comprehensive income for the year			
Total comprehensive income for the year		(652,247)	229,601

The notes on pages 10 to 15 form part of these financial statements.

ST. NICHOLAS MONTESSORI TRAINING LIMITED
REGISTERED NUMBER: 06429337

BALANCE SHEET
AS AT 31 AUGUST 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible assets	6	17,316	1,717
		17,316	1,717
Current assets			
Stocks		6,020	7,649
Debtors: amounts falling due within one year	7	349,694	80,687
Cash at bank and in hand		143,313	279,209
		499,027	367,545
Creditors: amounts falling due within one year	9	(1,465,486)	(666,158)
Net current liabilities		(966,459)	(298,613)
Total assets less current liabilities		(949,143)	(296,896)
Net liabilities		(949,143)	(296,896)
Capital and reserves			
Called up share capital		100	100
Profit and loss account		(949,243)	(296,996)
		(949,143)	(296,896)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

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

22 JANUARY 2020



L Stjepic
 Director

The notes on pages 10 to 15 form part of these financial statements.

ST. NICHOLAS MONTESSORI TRAINING LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 AUGUST 2019**

	2019 £	2018 £
Cash flows from operating activities		
(Loss)/profit for the financial year	(652,247)	229,601
Adjustments for:		
Depreciation of tangible assets	2,606	1,534
Interest received	(9)	(1)
Decrease/(increase) in stocks	1,629	(1,851)
(Increase)/decrease in debtors	(237,482)	11,828
Increase/(decrease) in creditors	243,058	(85,197)
Increase in amounts owed to group undertakings	524,745	62,850
Net cash generated from operating activities	<u>(117,700)</u>	<u>218,764</u>
Cash flows from investing activities		
Purchase of tangible fixed assets	(18,205)	-
Interest received	9	1
Net cash from investing activities	<u>(18,196)</u>	<u>1</u>
Net (decrease)/increase in cash and cash equivalents	<u>(135,896)</u>	<u>218,765</u>
Cash and cash equivalents at beginning of year	279,209	60,444
Cash and cash equivalents at the end of year	<u><u>143,313</u></u>	<u><u>279,209</u></u>
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	143,313	279,209
	<u><u>143,313</u></u>	<u><u>279,209</u></u>

The notes on pages 10 to 15 form part of these financial statements.

ST. NICHOLAS MONTESSORI TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2019

1. General information

St. Nicholas Montessori Training Centre Limited is a limited company registered in England and Wales. Its company number and registered office is shown within the Company Information section.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

2.2 Going concern

The financial statements have been prepared on a going concern basis.

The Company has full support of its parent, St. Nicholas' Training Centre for the Montessori Method of Education Limited. During the year, the Board approved a 5 year Business Plan. The Business Plan recognises that the Company is a leading global provider of quality Montessori training and plans to develop the scale of operations in both existing and new markets, and to extend its portfolio of products and services to meet the needs of its communities. The Company will also launch a Professional Body and an enhanced accreditation scheme. More details of the planned activities can be found in the Directors' report.

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is 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.

2.4 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.

Revenue from full- and part-time courses and seminars is recognised over the term of the course. Any income received before the year end relating to courses running after the year-end is deferred.

All other income is recognised in the period in which the services are provided.

ST. NICHOLAS MONTESSORI TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2019

2. Accounting policies (continued)

2.5 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2.6 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.

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.

Depreciation is provided on the following basis:

Fixtures and fittings	-	25%
Office equipment	-	33%
IT Equipment and Software	-	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 in the Statement of Comprehensive Income.

2.7 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 profit or loss.

2.8 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.

ST. NICHOLAS MONTESSORI TRAINING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2019**

2. Accounting policies (continued)

2.9 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.

In the Statement of Cash Flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

2.10 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.11 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

3. Income

A 3-year grant from the Company's parent charity, St. Nicholas' Training Centre for the Montessori Method of Education Limited (the Charity) has been formally agreed to fund a targeted programme of activities in the Company that support the Charity's charitable objectives. £369,587 was recognised in respect of this grant during the year (2018: £217,509).

Prior year income included a one-off item of £405,000 received following the termination of the lease of the premises previously occupied by the Company.

4. Auditors' remuneration

The Company has taken advantage of the exemption not to disclose amounts paid for non audit services as these are disclosed in the group accounts of the parent Company.

5. Employees

The average monthly number of employees, including directors, during the year was 21 (2018 - 17).

The head of provider received a remuneration package totalling £nil from the Company during the year (2018: £nil).

ST. NICHOLAS MONTESSORI TRAINING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2019**

6. Tangible fixed assets

	Fixtures and fittings £	Computer equipment £	Total £
Cost or valuation			
At 1 September 2018	12,320	38,853	51,173
Additions	-	18,205	18,205
At 31 August 2019	12,320	57,058	69,378
Depreciation			
At 1 September 2018	12,162	37,294	49,456
Charge for the year on owned assets	158	2,448	2,606
At 31 August 2019	12,320	39,742	52,062
Net book value			
At 31 August 2019	-	17,316	17,316
<i>At 31 August 2018</i>	158	1,559	1,717

ST. NICHOLAS MONTESSORI TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2019

7. Debtors

	2019 £	2018 £
Trade debtors	184,140	44,083
Amounts owed by group undertakings	31,525	-
Other debtors	40,724	1,600
Prepayments and accrued income	93,305	35,004
	<u>349,694</u>	<u>80,687</u>

8. Cash and cash equivalents

Cash at bank and in hand	143,313	159,266
Short term deposit investments	-	119,943
	<u>143,313</u>	<u>279,209</u>

9. Creditors: Amounts falling due within one year

	2019 £	2018 £
Trade creditors	178,677	-
Amounts owed to group undertakings	881,270	325,000
Other taxation and social security	50,146	63,275
Accruals and deferred income	355,393	277,883
	<u>1,465,486</u>	<u>666,158</u>

10. Related party transactions

The company has taken advantage of the exemption under FRS 102, Section 33, from disclosing transactions with other members of the group.

There are no related party transactions that require disclosure.

ST. NICHOLAS MONTESSORI TRAINING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2019**

11. Controlling party

The company is controlled by its parent company and sole shareholder St. Nicholas' Training Centre for the Montessori Method of Education Limited. The group's consolidated financial statements are publicly available at Companies House.

I Pescatore is the Chief Operating Officer of the parent charity.

L J Stjepic is the Chief Executive Officer of the parent charity.

J Hudson is the Director of Marketing and External Relations of the parent charity.