REGISTERED NUMBER: 03672922

BPF COMMERCIAL LIMITED

REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2023

Directors	Ion M P Fletcher Melanie J Leech Alan J Leibowitz David J G Partridge
Company Secretary	Ion M P Fletcher
Business Address and Registered Office	5th Floor St Albans House 57 – 59 Haymarket London SW1Y 4QX
Independent Auditor	PKF Littlejohn LLP Statutory auditor 15 Westferry Circus Canary Wharf London E14 4HD
Company Number	03672922

The Directors present their report and the audited financial statements of the company for the year ended 31 December 2023.

Principal activities

The company is a wholly owned subsidiary of the British Property Federation.

The company's main activity was managing the BPF's chargeable events. The company undertook six chargeable events in 2023; four in London and two in Edinburgh. The company intends to run six chargeable events in 2024.

The company's other main activity is managing the working capital of the Federation and its own investments.

The company has made losses in recent years, however the Directors continue to work with, and have the support of the company's parent, in continuing to operate and provide services to BPF members and the wider property industry.

Results and dividends

The results are set out in the statement of comprehensive income on page 8. The loss for the year before taxation was £117,693 (2022 – loss of £485,038)

Directors

The Directors who held office during the year and up to the date of this report are given below:

Alan J Leibowitz
Ion M P Fletcher
Melanie J Leech
David J G Partridge

Statement of Directors' responsibilities

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 (FRS 102).

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;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of the Financial Statements may differ from legislation in other jurisdictions.

Provision of Information to Auditors

So far as each of the Directors is aware at the time this report is approved:

- there is no relevant audit information of which the Company's auditors are unaware; and
- the Directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

Auditor

PKF Littlejohn LLP has expressed its willingness to continue in office. A resolution proposing the reappointment of PKF Littlejohn LLP will be proposed at the next Annual General Meeting.

This report is prepared in accordance with the small companies' regime under the Companies Act 2006.

By order of the Board

Melanie Leech

M J Leech
Director

11 June 2024

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BPF COMMERCIAL LIMITED

Opinion

We have audited the financial statements of BPF Commercial Limited (the 'company') for the year ended 31 December 2023 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 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 December 2023 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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the report of the directors, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the report of the directors. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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.

Opinions 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, 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:

- We obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management, industry research, application of cumulative audit knowledge and experience of the sector.

- We determined the principal laws and regulations relevant to the company in this regard to be those arising from Companies Act 2006 and relevant tax legislation.
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to enquiries of management and review of minutes.
- We also identified the risks of material misstatement of the financial statements due to fraud. We do not consider there to be any additional risk, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls.
- As in all of our audits, we addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals; reviewing accounting estimates for evidence of bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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 auditor's 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 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.

Alastair Duke (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor

15 Westferry Circus
Canary Wharf
London E14 4HD

17 June 2024

BPF COMMERCIAL LIMITED

STATEMENT OF COMPREHENSIVE INCOME
YEAR ENDED 31 DECEMBER 2023

	Note	2023 £	2022 £
Turnover	5	847,271	612,179
Operating and administrative expenses	6	(1,188,415)	(855,429)
Operating Loss		(341,144)	(243,250)
Investment income	8	80,502	26,531
Bank Charges		(1,917)	(1,238)
Gain/(loss) on sale of and movement in value of investments	11	144,866	(267,081)
Loss on Ordinary Activities before Taxation		(117,693)	(485,038)
Taxation	9	-	-
Loss for the financial year		(117,693)	(485,038)
Total comprehensive income for the year		(117,693)	(485,038)

All income and expenditure relates to continuing operations.

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

BPF COMMERCIAL LIMITED
Company number: 03672922

BALANCE SHEET
AS AT 31 DECEMBER 2023

	Note	2023 £	2022 £
Fixed Assets			
Tangible assets	10	84,902	367,189
Investments	11	3,277,965	3,146,369
		3,362,867	3,513,558
Current Assets			
Debtors	12	120,476	47,969
Cash at bank and in hand		71,359	70,061
Investments		1,138,706	-
		1,330,541	118,030
Creditors:			
Amounts falling due within one year	13	(4,411,251)	(3,231,738)
Net Current Liabilities		(3,080,710)	(3,113,708)
Net Assets		282,157	399,850
Capital and Reserves			
Share capital	15	100	100
Retained earnings		282,057	399,750
Equity shareholders' Funds		282,157	399,850

Approved by the Board and authorised for issue on 11 June 2024 and signed on their behalf by:

Alan Leibowitz
)
) Directors
Melanie J Leech)

Melanie Leech

The Accounting Policies and Notes on pages 11 to 18 form part of these Financial Statements.

	Notes	Called-up share capital	Retained earnings	Total
Balance as at 1 January 2022		100	884,788	884,888
Loss for the year		-	(485,038)	(485,038)
Balance as at 31 December 2022		100	399,750	399,850
Balance as at 1 January 2023		100	399,750	399,850
Loss for the year		-	(117,693)	(117,693)
Balance as at 31 December 2023	14	100	282,057	282,157

The Accounting Policies and Notes on pages 11 to 18 form part of these Financial Statements.

1. General information

BPF Commercial Limited ('the Company') continued to manage the Federation's chargeable events and the working capital of the Federation and its own investments.

The Company is a private Company limited by shares and is incorporated and domiciled in England. The address of its registered office is 5th Floor, St Albans House, 57 – 59 Haymarket, London, SW1Y 4QX.

2. Statement of compliance

The individual financial statements of BPF Commercial Limited have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

3. Summary of significant accounting policies

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. The Company has adopted FRS 102 in these financial statements.

(a) Basis of Preparation

The financial statements have been prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets measured at fair value through profit or loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

(b) Going concern

The Company made a loss in the year of £117,693 but continues to hold net assets. The Directors have noted the downwards trajectory in the Company's net assets over recent years and will explore options available to the Company should this trend continue. In the meantime, the parent company continues to support the work of the Company, demonstrated through the provision of a letter of support. The Directors have considered this in their assessment. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

(c) Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The company's results are being consolidated in the accounts of the ultimate parent British Property Federation therefore the following disclosure exemptions have been taken:

- The requirement to prepare a statement of cash flows
- The non-disclosure of key management personnel compensation in total.

3. **Summary of significant accounting policies (continued)**

(d) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the Company and value added taxes.

The Company recognises revenue when (a) the significant risks and rewards of ownership have been transferred to the buyer; (b) the amount of revenue can be measured reliably; (c) it is probable that future economic benefits will flow to the entity and (d) when the specific criteria relating to the each of Company's activities have been met, as described below.

(i) Events and conferences

Revenue is recognised in the accounting period in which the events are held. Income received in the current year relating to future years is credited to deferred income.

(ii) Dividend income

Dividend income is recognised when the right to receive payment is established.

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(d) Taxation

The current tax charge is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current taxation assets and liabilities are not discounted.

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(e) Tangible Assets

Tangible assets are stated at cost (or deemed cost), less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price, costs directly attributable to bringing the asset to its working condition for its intended use, dismantling and restoration costs and borrowing costs capitalised.

(i) Depreciation and residual values

Depreciation is calculated, using the straight-line method, to allocate the cost to their residual values over their estimated useful lives, as follows:

Leasehold improvements	– over the period of the lease
Furniture, fittings and office equipment	– 4 years
Computer equipment	– 3 years
CRM system	– 7 years

The assets' residual values and useful lives are reviewed, and adjusted, if appropriate, at the end of each reporting period, including a review for any indications of impairment (see note 10). The effect of any change is accounted for prospectively other than impairments which are recognised in the year the impairment occurs.

3**. Summary of significant accounting policies (continued)**

(ii) Derecognition

Tangible assets are derecognised on disposal or when no future economic benefits are expected. On disposal, the difference between the net disposal proceeds and the carrying amount is recognised in profit or loss and included in ‘Other operating (losses)/gains’.

(f) Leased assets

At inception the Company assesses agreements that transfer the right to use assets. The assessment considers whether the arrangement is, or contains, a lease based on the substance of the arrangement.

(i) Operating leased assets

Leases that do not transfer all the risks and rewards of ownership are classified as operating leases. Payments under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

(g) Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks and other short-term highly liquid investments with original maturities of three months or less.

(h) Provisions and contingencies

(i) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount of the obligation can be estimated reliably.

(i) Financial instruments

Basic financial assets, including trade and other receivables, cash and bank balances and investments in commercial paper, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Other financial assets are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(j) Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

(g) Related party transactions

The Company discloses transactions with related parties which are not wholly owned with the same group. It does not disclose transactions with members of the same group that are wholly owned.

4. Critical accounting judgements and estimation uncertainty

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Critical accounting estimates and assumptions

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(i) Useful economic lives of tangible assets

The annual depreciation charge for tangible assets is sensitive to changes in their estimated useful economic lives and residual values. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.

(ii) Cost recharges

Costs are recharged from, and charged to British Property Federation and UK PropTech Association based on an estimation by management of the use of resources, predominantly driven by time incurred on the activities of each entity.

5. Turnover

The analysis of turnover by activity is as follows:

	2023	2022
Events and conferences	307,872	236,991
Other operating income	539,399	375,188
	£847,271	£612,179

6. Operating and administrative expenses

Administration and overheads		
Operating costs	428,469	311,100
Auditors remuneration	9,225	8,360
Depreciation	100,778	100,454
Impairment of CRM	192,489	-
Loss on disposal of asset	226	-
Premises		
Rent – operating lease charges	104,493	112,609
Service charge	61,278	46,946
Business rates	82,080	85,685
Lobbying and member services		
Event costs and meetings	209,377	190,275
	£1,188,415	£855,429

£539,399 (2022 - £375,188) has been recharged to the parent undertaking and is included in other operating income (Note 5).

7. **Auditors' Remuneration**

	2023	**2022**
Audit fees – current year	£7,665	£6,910
Non audit fees – tax advisory services	£1,560	£1,450

8. **Investment income**

	2023	**2022**
Income from investments	£80,502	£26,531

There is nil interest payable.

9. **Income tax**

(a) Tax expense included in profit and loss	**2023**	**2022**
Current tax:		
UK Corporation tax on profits for the year	-	-
Adjustment in respect of prior years	-	-
Tax charge/(credit) on profit on ordinary activities	£-	£-

(b) Reconciliation of tax charge

The tax assessed for the period is lower (2022: lower) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2023 of 23.52% (2022: 19%). The differences are explained below:

	2023	**2022**
Loss multiplied by the standard effective rate of tax in the UK of 23.52% (2022: 19%)	(27,681)	(92,157)
Effects of:		
Fixed asset differences	(17)	(503)
Income not subject to tax	(34,072)	(5,011)
Unrecognised deferred tax	58,613	46,563
Expenses not deductible	-	50,745
Chargeable gains	1,552	-
Tax losses surrendered	1,605	363
Tax charge for the year	£-	£-

10. **Tangible assets**

Cost	**CRM**	**Computer**	**Furniture fittings and office equipment**	**Leasehold improvements**	**Total**
At beginning of year	580,053	72,015	118,759	113,827	884,654
Additions	-	7,587	3,619	-	11,206
Disposals	-	-	(679)	-	(679)
Cost at end of year	580,053	79,602	121,699	113,827	895,181
Depreciation					
At beginning of year	224,689	63,454	115,982	113,340	517,465
Provision for year	88,841	9,471	2,303	163	100,778
Disposals	-	-	(453)	-	(453)
Impairment	192,489	-	-	-	192,489
At end of year	506,019	72,925	117,832	113,503	810,279
Net Book Value					
At 31 December 2023	£74,034	£6,677	£3,867	£324	£84,902
At 31 December 2022	£355,364	£8,561	£2,777	£487	£367,189

During the year, the Company decided to develop a new CRM, website and member portal ("the new CRM"). This is expected to be ready in the fourth quarter of 2024, at which point the Company will stop using the current CRM. To reflect the fact that the Company will not get as much value out of the current CRM as previously thought, the Company has impaired its value by £192,489 which has been recognised in the Company's Statement of Comprehensive Income.

11. **Fixed Asset Investments**

	2023	**2022**
As at 1 January	3,146,369	3,438,508
Additions	1,312,313	600,000
Disposals and redemptions	(1,313,345)	(638,277)
Movement in cash held at stockbrokers	(12,238)	13,219
Net (loss)/gain on revaluation	144,866	(267,081)
As at 31 December	£3,277,965	£3,146,369

12. **Debtors**

	2023	**2022**
Trade debtors	9,960	17,615
Prepayments and other debtors	110,516	30,354
	£120,476	£47,969

13. **Creditors falling due within one year**

	2023	**2022**
Trade creditors	39,676	48,016
Loan from parent	2,633,006	2,633,006
Accruals and other creditors	66,422	91,637
Amounts due to parent	1,672,147	459,079
	£4,411,251	£3,231,738

The loan from the parent company is unsecured, interest free, has no fixed date of repayment and is repayable on demand.

14. **Share capital**

Allotted, Called-up and Fully Paid	**2023**	**2022**
Ordinary shares of £1 each	£100	£100

There is a single class of ordinary shares.

15. **Capital and other commitments**

The Company had the following future minimum lease payments under non-cancellable operating leases for each of the following periods:

	2023	**2022**
Payments due		
Not later than one year	90,000	-
Later than one year and not later than five years	67,500	-
	£157,500	£-

16. **Related party transactions**

The Company is exempt from disclosing other related party transactions as they are with other companies that are wholly owned within the Group.

17. **Controlling parties**

The immediate parent undertaking is British Property Federation.

The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is British Property Federation. Copies of the British Property Federation consolidated financial statements can be obtained from the Company Secretary at 5th Floor, St Albans House, 57 – 59 Haymarket, London, SW1Y 4QX.