

Charity number: 1104744
Company number: 05159638

I.O.O. LIMITED

DIRECTORS' REPORT AND
FINANCIAL STATEMENTS

FOR THE YEAR ENDED
31 DECEMBER 2023

I.O.O. LIMITED

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I.O.O. LIMITED

LEGAL AND ADMINISTRATIVE INFORMATION *FOR THE YEAR ENDED 31 DECEMBER 2023*

Directors/trustees	Prof N A S Barnard (appointed 16 August 2024) Mr A Gasson Miss J A Morris Ms J R Varia (appointed 16 August 2024) Dr M Wolffe
Company registered number	05159638
Charity registered number	1104744
Registered office	56-62 Newington Causeway London SE1 6DS
Independent auditor	Jonathan Healey FCA Lindeyer Francis Ferguson Limited Chartered Accountants North House 198 High Street Tonbridge Kent TN9 1BE
Bankers	Lloyds Bank plc 243-245 Elephant and Castle Shopping Centre London SE1 6TE
Solicitors	Chaplin & Co Solicitors "The Firs" Valencia Road Stanmore Middlesex HA7 4JL

I.O.O. LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

The Directors, who are also the Trustees for the purposes of charity law, present their annual report together with the financial statements of I.O.O. Limited for the year ended 31 December 2023. The Directors confirm that the annual report and financial statements of the company comply with the current statutory requirements, the requirements of the governing document and the provisions of "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)" (Charities SORP (FRS 102)). The information on page 1 forms part of this report.

Structure, governance and management

I.O.O. Limited

I.O.O. Limited was incorporated on 22 June 2004 in order to convert the Institute of Optometry, an unincorporated Charity (registered number 207965) into a company limited by guarantee.

The general trust funds of the Institute of Optometry were transferred to I.O.O. Limited on 12 July 2004. The freehold property, subject to final transfer being completed by our solicitor, and restricted funds of the Institute of Optometry have been transferred with the agreement of the Charity Commission.

Linked charity and custodian trusteeship

I.O.O. Limited is the corporate Trustee of the Institute of Optometry (charity number 1104744-1). The Institute of Optometry is an unincorporated charitable trust governed under a Charity Commission Scheme dated 3 August 1988 and amended by a Scheme dated 14 September 2007, which contain the charitable trusts and objects of the charity. The charities are linked for accounting and reporting purposes.

The freehold property, as shown in these financial statements, were transferred by Charity Commission orders dated 19 October 2018 and 3 June 2019 from the Official Custodian for Charities to I.O.O. Limited as the custodian trustee in trust for the Institute of Optometry. The gain on disposal of the freehold property comprises permanent endowment funds of the Institute of Optometry.

Governing document

The company is governed by its Memorandum and Articles of Association and registered as a Charity under number 1104744. The company has also been registered with the General Optical Council as a Body Corporate carrying on business as Ophthalmic Opticians registered number CO-2549, and as an Institution for the training of Optometrists.

Directors

I.O.O. Limited has a board of up to seven non-executive Directors who meet on a quarterly basis. Directors' responsibilities are set out in the Memorandum and Articles of Association of IOO Limited.

In brief, the Directors

- are charity trustees and have control of the Charity and its property and funds
- appoint (and remove) any member to act as Secretary to the Charity in accordance with the Act

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- delegate any of their functions to committees consisting of two or more individuals appointed by them (with at least one member being a director) and reporting to the board

Recruitment and appointment of Directors

- One third of the Directors must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots. Retiring Directors shall be eligible for re-election.
- A person duly qualified may at any time be co-opted as a Director to fill a vacancy or as an additional director, but a co-opted Director holds office only until the next AGM
- People duly qualified may be personally canvassed for the role as a Director
- A person duly qualified may be proposed by existing Directors

The Directors are mindful of the need in the future to recruit more trustees to ensure that the board has the full range of skills that are required.

Training of Directors

When new Directors join the Board a meeting with current Board Members is arranged at which the roles and responsibilities of a Director are fully explained. The current structure, strategies and financial position are described in detail along with current documentation relating to the Institute, including the latest Board minutes and accounts. New Directors are encouraged to ask any questions they might have and full answers are given, along with full explanations of procedures and matters which might be unfamiliar to a new Director to fully prepare them to take over the Directors duties. Directors are encouraged to keep up-to-date with publications and training courses provided by the Charity Commission. Should any matters arise where specialist advice is required, they are encouraged to seek this advice through the relevant bodies, i.e. the charity commission, legal services etc.

Management

The day-to-day management of I.O.O. Limited is conducted by the Business Operations Manager. Areas of responsibility include the managing of finance, staffing, activities relating to charitable objectives, health & safety, insurance and compliance with various charity and company reporting.

IOO (Sales) Ltd

IOO (Sales) Ltd is a wholly owned subsidiary of I.O.O. Limited. The principal activity of the company is that of marketing optometric goods and providing associated services.

IOO (Sales) Ltd contributes funds to I.O.O. Limited via Gift Aid.

Objectives and activities

The Objects of the company as set out in the Memorandum and Articles of Association were amended by resolution on 12 December 2023, and are:

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DIRECTORS' REPORT

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- The relief of persons suffering or suspected to be suffering from eye disorder or defect of vision on terms appropriate to their means by the provision and maintenance of facilities and by providing clinical and related services for the examination, refraction and other treatments of the eye." The advancement of education in the optometric sciences by means of the reception and training of students.
- The improvement of human vision and the promotion of the study of optometric sciences by the conduct and assistance of research and the dissemination of the useful results thereof.

Activities in furtherance of those objects include:

- Clinics
 - Primary Eye Care
 - Specific Learning Difficulties
 - Dyslexia
 - Contact Lenses
 - Corporate Eye care
- Courses and Education
 - Optometrists
 - Education professionals
 - Other professionals involved in the optical industry
- Research
 - PhD
 - Doctorate of Optometry
 - Masters
 - Occasional research studies funded by practitioners or companies

The trustees continue to review the future services which the charity will be providing.

Public benefit

In setting objectives and planning for activities, the Directors have given due consideration to general guidance published by the Charity Commission relating to public benefit.

IOO Limited's activities are considered by the Directors to meet the public benefit requirement. The charity provides specialist eye care services, develops and delivers educational materials for the field and undertakes research with the aim of understanding and overcoming visual impairment. Services are open to all with State funded examinations for NHS patients, and there is a particular emphasis on providing eye examinations for people with learning difficulties. The clinicians at the IOO pride themselves on being prepared to spend more time, effort and skills when investigating patients' symptoms, or providing advice on the optimal methods of alleviating these symptoms.

The charity's strategies for achieving its principle aims and objectives

- Clinics

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- The Institute of Optometry is a 'Centre of Excellence' where the clinics of various specialities are staffed by professionals with the capabilities to deal with unusual and difficult cases related to eye disorders and defects of vision.
- The Institute of Optometry is a Centre of Referral for the optical profession and associated disciplines.
- Courses and Education
 - The clinics are open to Optometrists, Pre-Registered Optometrists and Dispensing Opticians to observe and learn about the specialities that are undertaken at the Institute.
 - Multidisciplinary bespoke courses are held on the premises for post graduate Optometrists with also education for those in related disciplines.
- Research
 - The Research Department collaborates with a local university in running a doctorate programme for optometrists.
 - The research team are involved in supervising MSc projects for optometry students, and in providing research support to qualified optometrists carrying out research in optometric practice.
 - The research team pro-actively design and seek and obtain funding for new research that will be of benefit to the optometric profession. Research at the Institute is overseen by the Institute Research Ethics Committee and is published in a variety of journals and presented at national and international conferences.

Principle Funding Sources

- The income generated from the relief of ocular conditions funded the upkeep of necessary facilities.
- The income generated by the clinics supported the education of professionals with their continuing professional development
- The Institute attracted funding from the optical industry and optical charities for research studies that support that Institute's objectives relating to research.
- Funding has also been supported by bequests from the profession and patients.
- The hire of the facilities by the optical industry has been used for educational programmes.
- Funding has often been helped by industry donations of equipment and products.

Achievements and performance

Clinics

The Institute of Optometry is a recognised centre of excellence for vision care. It is open to everyone, regardless of their visual needs, and people from across the UK attend its London clinic. Although some are referred by their own optometrist, or through their GP or local hospital, most come through personal recommendation.

The clinical team in 2023 was a mix of full and part-time staff and consisted of the practice manager (who is also the Institute's business operations manager), 5 Optometrists–3 Dispensing Opticians, 2 Administrative Assistants and one clinical typist.

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The Primary Eye Care Specialist Clinic provides eye care for the routine patient, together with occupational colour investigations and corporate VDU contracts. Of the weekly clinics, approximately 40% of these patients bought spectacles. If a patient suffering from diabetes or glaucoma needs a binocular or low vision assessment, has been referred by an external optometrist, or is requesting a second opinion or glaucoma assessment, an appointment is booked in the Specialist Clinic.

Patients who have Specific Learning Difficulties, or who suffer from Migraines, Pattern Glare, Light sensitivity, Flickering Lights, Meares-Irlen Syndrome, Scotopic Sensitivity Syndrome, Dyslexia, Dyspraxia, and any other visual symptoms not related to spectacles were generally booked into the Specific Learning Difficulties and Visual Stress Clinic.

The Contact Lens sessions provide routine and specialist care for those who wear contact lenses, but in particular for those who experience difficulties that cannot be addressed by the high street optometrist/optician, and particularly the more specialist areas of keratoconic, multifocal/bifocal, toric and ortho-k fitting.

The practice has continued to move towards a "paperless" system for its patient records in 2023.

Research, Education and Training

The Research Department collaborative links with a major international optical company, and links continue to be fostered with other companies and with several university optometry departments.

Financial review

The charity's results for the year are shown in the Statement of Financial activities. There were no free reserves at the balance sheet date. The surplus for the year was £3,833,399 (including gain on disposal of fixed assets of £3,976,506) compared to a restated deficit of £104,906 in 2022. The reserves at the balance sheet date were £3,568,893 (2022: in deficit restated £264,506) of which £27,540 was held in restricted funds and £4,146,942 (2022: £383,711) was held in permanent endowment funds. Free reserves were in deficit at the balance sheet date by £619,446 (2022: £675,414).

The directors have considered the reserves policy and consider it prudent that the charity maintains reserves of between 2- and 6-months' turnover. In the past reserves of this magnitude have not been held by the charity, but the trustees consider when the funds become available that the above policy should be pursued. The Directors are of the opinion that following some restructuring, the charity is viable. Please refer to Note 1.1 to the financial statements for further details.

The major risks and uncertainties facing the charity are insufficient donations and a reduced demand for the services.

Plans for the future

In 2023, The Institute sold the building to the owners of the adjacent redevelopment site, known locally as The Newington Triangle, to Berkeley Homes. The Trustees negotiated a 2-year rent free and near liability-free lease to give the Directors time to find a suitable replacement building. This lease expires in late 2025. At the date of this report, solicitors have been instructed to acquire a long lease of suitable alternative premises in the

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2023

vicinity. The move to a new modern building and the associated marketing and publicity, is part of the plan to revitalise the Institute in order to secure its long-term future.

Directors' responsibilities statement

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the Directors to prepare financial statements for each financial year. 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 charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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 charitable company will continue in operation.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company transactions and disclose with reasonable accuracy at any time the financial position of the charitable 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 charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditors

In accordance with company law, the trustees certify that:

- so far as each person who was a trustee at the date of approving this report is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the trustees individually have taken all the necessary steps that they ought to have taken as trustees in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

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

This report was approved by the Directors on 9 December 2024. and signed on their behalf by:

Mr A Gasson
Director

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF I.O.O. LIMITED FOR THE YEAR ENDED 31 DECEMBER 2023

Opinion

We have audited the financial statements of I.O.O. Limited ('the charitable company') for the year ended 31 December 2023 which comprise the Statement of Financial Activities, the Balance Sheet, the Statement of Cash Flows and the 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 charitable company's affairs as at 31 December 2023 and of its incoming resources and application of resources 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 charitable 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.

Material uncertainty relating to going concern

We draw attention to Note 1 in the financial statements, which indicates that the charitable company incurred a deficit of £182,372 on unrestricted funds and, as of the balance sheet date, unrestricted funds were in deficit by £605,589. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the charitable company's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

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

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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF I.O.O. LIMITED FOR THE YEAR ENDED 31 DECEMBER 2023

Other information

The other information comprises the information included in the annual report, including the trustees' report, other than the financial statements and our auditor's report thereon. The trustees are responsible for the other information contained within the annual report. 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 trustees' report, which includes the directors' report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report included within the trustees' 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 charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report included within the trustees' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 require(s) us to report to you if, in our opinion:

- adequate and proper 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 trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the trustees 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 trustees' report and from the requirement to prepare a strategic report.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF I.O.O. LIMITED FOR THE YEAR ENDED 31 DECEMBER 2023

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement, the trustees (who are also the directors of the charitable company for the purposes of company law) 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 trustees 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 trustees 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 trustees 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 legal and regulatory framework applicable to the preparation of the financial statements of the charitable company, and the procedures that management adopt to ensure compliance. We have considered the extent to which non-compliance might have a material effect on the financial statements, and in particular we identified: the Companies Act 2006, FRS102 and the Charity SORP.

We have also identified other laws and regulations that do not have a direct effect on the amounts or disclosures within the financial statements, but for which compliance is fundamental to the charitable company's operations and to avoid material penalties, including regulation by the General Optical Council, GDPR / data protection regulations, health and safety, and employment law.

Having reviewed the laws and regulations applicable to the charitable company, we designed and performed audit procedures to obtain sufficient appropriate audit evidence. Specifically, we:

- Selected a team with sector experience to perform the audit;
- Obtained an understanding of the charitable company's procedures for ensuring compliance with laws and regulations;

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF I.O.O. LIMITED FOR THE YEAR ENDED 31 DECEMBER 2023

- Obtained and reviewed internal policy and procedure documents;
- Made enquiries of management and the trustees regarding whether they were aware of any actual or suspected incidences of non-compliance with laws and regulations;
- Obtained and reviewed meeting minutes;
- Obtained and reviewed correspondence with the regulator;
- Reviewed legal expenses accounts for indications of any possible non-compliance; and
- Reviewed the completeness and accuracy of any disclosures made in the financial statements.

We assessed the susceptibility of the charitable company's financial statements to material misstatement, including considering how fraud might occur. This was performed by:

- Making an assessment of the charitable company's control environment, systems and controls including identifying any weaknesses and considering the risk of management override of controls;
- Considering whether there are any incentives or opportunities for management to manipulate financial results;
- Obtaining and evaluating the trustees' assessment of the risk of fraud, and enquiring as to whether they are aware of any actual or suspected incidences of fraud;
- Reviewing the accounting policies and accounting estimates for signs of management bias; and
- Identifying key risks relating to irregularities as relating to revenue recognition and cut off, management override of controls, and appropriate use of endowment funds.

We then designed audit procedures in response to the risks identified, including performing substantive testing on all material income streams, review of underlying contracts and agreements, post period end review, reviewing journal entries and accounting estimates for indications of override or bias, and review of the accounting for endowment funds including the nature of expenditure applied thereto.

The audit has been planned and performed in accordance with auditing standards, however, because of the inherent limitations of audit procedures there remains a risk that we will not detect all irregularities, including those that may lead to material misstatements in the financial statements. There are inherent difficulties in detecting irregularities, and irregularities that result from fraud may be more difficult to detect than irregularities that result from error, for example due to concealment, override of controls, collusion or misrepresentations. In addition, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less audit procedures are able to identify it.

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.

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF I.O.O. LIMITED *FOR THE YEAR ENDED 31 DECEMBER 2023*

Other matters which we are required to address

In the prior period the charitable company qualified for audit exemption. Accordingly, the corresponding figures are unaudited.

Use of our report

This report is made solely to the charitable 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 charitable 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 charitable company and the charitable company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Date: 9 December 2024

J Healey FCA
Senior Statutory Auditor

For and on behalf of
Lindeyer Francis Ferguson Limited
Statutory Auditor
North House, 198 High Street
Tonbridge, Kent TN9 1BE

I.O.O. LIMITED

STATEMENT OF FINANCIAL ACTIVITIES (INCLUDING INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	Unrestricted funds 2023 £	Restricted funds 2023 £	Endowment funds 2023 £	Total funds 2023 £	Total funds 2022 £ <i>As restated</i>
Income from:						
Donations and legacies		11,318	-	-	11,318	14,824
Charitable activities	2	333,913	-	-	333,913	377,665
Other trading activities		-	-	-	-	60
Interest receivable		7,312	49,761	-	57,073	618
Other income:						
Recharges to trading subsidiary		21,900	-	-	21,900	36,247
(Loss) / gain on disposal of fixed assets		(11,725)	-	3,988,231	3,976,506	-
Total income		362,718	49,761	3,988,231	4,400,710	429,414
Expenditure on:						
Charitable activities	3	545,090	22,221	-	567,311	534,320
Total expenditure		545,090	22,221	-	567,311	534,320
Net income / (expenditure)		(182,372)	27,540	3,988,231	3,833,399	(104,906)
Transfers between funds		225,000	-	(225,000)	-	-
Net movement in funds		42,628	27,540	3,763,231	3,833,399	(104,906)
Reconciliation of funds:						
Total funds brought forward:						
As originally stated		(644,969)	-	383,711	(261,258)	(159,600)
Prior period adjustment	1.14	(3,248)	-	-	(3,248)	-
As restated		(648,217)	-	383,711	(264,506)	(159,600)
Total funds carried forward	17	(605,589)	27,540	4,146,942	3,568,893	(264,506)

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BALANCE SHEET AS AT 31 DECEMBER 2023

	Note	£	2023 £	£	2022 £ <i>As restated</i>
Fixed assets					
Tangible assets	11		4,457		392,797
Investments:					
Investment in subsidiary undertaking	12		2		2
Cash on long term deposit			9,398		9,398
			<u>13,857</u>		<u>402,197</u>
Current assets					
Investments: cash on short term deposit		4,138,231		-	
Stocks		9,185		10,057	
Debtors	13	44,923		39,731	
Cash at bank and in hand		102,225		396	
			<u>4,294,564</u>	<u>50,184</u>	
Liabilities					
Creditors: amounts falling due within one year	14	(704,722)		(675,753)	
Net current assets / (liabilities)			<u>3,589,842</u>		<u>(625,569)</u>
Total assets less current liabilities			<u>3,603,699</u>		<u>(223,372)</u>
Creditors: amounts falling due after more than one year	15		(34,806)		(41,134)
Total net assets / (liabilities)			<u><u>3,568,893</u></u>		<u><u>(264,506)</u></u>
Charity funds					
Endowment funds			4,146,942		383,711
Restricted funds			27,540		-
Unrestricted funds			(605,589)		(648,217)
Total funds	17		<u><u>3,568,893</u></u>		<u><u>(264,506)</u></u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Approved by the board of trustees on 9 December 2024 and signed on its behalf by:

Mr A Gasson
Director

Company registration number: 05159638

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STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2023

	Note	2023 £	2022 £ <i>As restated</i>
Cash flows from operating activities:			
Net cash used in operating activities	A	(106,735)	(66,015)
Cash flows from investing activities:			
Interest received		57,073	618
Proceeds from sale of fixed assets (net of professional fees)		4,363,231	-
Net cash provided by investing activities		4,420,304	618
Cash flows from financing activities:			
Repayments of bank loans		(5,800)	(3,166)
Cash inflows from Trustee loans		155,336	68,337
Additions to fixed asset investments		-	(10)
Net cash provided by financing activities		149,536	65,161
Change in cash and cash equivalents in the year		4,463,105	(236)
Cash and cash equivalents at the beginning of the year		(222,649)	(222,413)
Cash and cash equivalents at the end of the year		4,240,456	(222,649)
A. Reconciliation of net income / (expenditure) to net cash flow from operating activities			
		2023 £	2022 £
Net income / (expenditure) for the year as per the statement of financial activities		3,833,399	(104,906)
Adjustments for:			
Depreciation charges		1,615	3,066
Interest received		(57,073)	(618)
Gain on disposal of fixed assets		(3,976,506)	-
Decrease in stocks		872	4,741
Increase in debtors		(5,192)	(19,782)
Increase in creditors		96,150	51,484
Net cash used in operating activities		(106,735)	(66,015)

I.O.O. LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2023

B. Analysis of cash and cash equivalents

	2023 £	2022 £
Cash at bank	102,225	396
Notice deposits (less than 3 months)	4,138,231	-
Overdraft facility repayable on demand	-	(223,045)
	<u>4,240,456</u>	<u>(222,649)</u>

c. Analysis of changes in net debt

	At start of year £	Cash flows £	Other non- cash changes £	At end of year £
Cash at bank	396	101,829	-	102,225
Notice deposits (less than 3 months)	-	4,138,231	-	4,138,231
Overdraft facility repayable on demand	(223,045)	223,045	-	-
	<u>(222,649)</u>	<u>4,463,105</u>	<u>-</u>	<u>4,240,456</u>
Bank loans falling due within one year	(6,328)	-	(528)	(6,856)
Bank loans falling due after more than one year	(41,134)	5,800	528	(34,806)
Trustee loans	(201,345)	(155,336)	-	(356,681)
	<u>(248,807)</u>	<u>(149,536)</u>	<u>-</u>	<u>(398,343)</u>
TOTAL	<u>(471,456)</u>	<u>4,313,569</u>	<u>-</u>	<u>3,842,113</u>

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

1.1 Basis of preparation

The financial statements have been prepared in accordance with "Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)" (effective 1 January 2019) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

I.O.O. Limited meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

The financial statements are presented in pounds sterling and rounded to the nearest pound.

Linked charity

These financial statements aggregate the activities and funds of I.O.O. Limited and the linked charity, the Institute of Optometry (charity number 1104711-1) and are therefore the combined financial statements of both charities.

Going concern

The last 12 months have continued to be financially challenging, with net expenditure before transfers of £182,372 in unrestricted funds, but the directors consider that the sale of the building has been a turning point.

The directors have identified new, smaller and more modern premises in the immediate vicinity and solicitors are instructed to complete the purchase as soon as reasonably possible. These new premises are expected to be more efficient, at the very least in terms of reducing maintenance, utility and health and safety costs. It is anticipated that the momentum of new premises, and a relaunch of the services that can be provided by targeted marketing, will lead to increased revenue. All expenditure streams will continue to be reviewed.

The directors are confident that these actions will secure the future of the charity and on this basis the charity is a going concern.

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies (continued)

1.1 Basis of preparation (continued)

However they acknowledge that at the balance sheet date a material uncertainty exists over the charity's going concern status, and unrestricted funds were in deficit by £605,589. On 15 September 2023, the overdraft facility was paid off from the proceeds of the sale of the freehold property with the prior approval of the Charity Commission. This has significantly reduced the Institute's debt position, and the elimination of bank interest and charges will also improve cash flow. As at 31 December 23, the fund statement shows significant positive reserves from the sale proceeds. The charity continues to be supported by interest generated by the permanent endowment fund and interest-free private loans.

Group accounts

The company has taken advantage of the exemptions under section 400 of the Companies Act 2006 and section 139 of the Charities Act 2011 not to prepare consolidated accounts. The financial statements present information about the charitable company and its linked charity as a combined entity and not about its group.

1.2 Company status

I.O.O. Limited is a charitable company limited by guarantee incorporated in England and Wales. It is the sole corporate Trustee of the Institute of Optometry. In the event of the company being wound up, the liability in respect of the guarantee is limited to £1 per member of the charity. The address of the registered office is 56-62 Newington Causeway, London, SE1 6DS.

1.3 Income

Income from donations and grants is recognised when the charity is entitled to the funds, the receipt is probable and the amount can be measured reliably. For donations, this is usually on receipt. For grants, this is usually when a formal offer is made in writing, unless the grant contains terms and conditions which must be met before the charity is entitled to the funds. Donated services and facilities are recognised at the date they are utilised and are measured at their fair value.

Income from charitable activities is recognised to the extent that the charity has provided the contracted services, and the sales of spectacles and contact lenses are recognised at the point of collection by the patient. Income received in advance of the provision of services is deferred on a time basis until such time as the services have been performed.

Other income is recognised when receivable on the basis of when the services are provided or the events take place.

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies (continued)

1.4 Expenditure

Expenditure is recognised when a present legal or constructive obligation exists as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and the amount can be measured or estimated reliably.

Expenditure is stated gross of irrecoverable VAT and has been classified under headings that aggregate all costs related to the category.

Expenditure on raising funds includes the costs associated with the provision of services undertaken solely for this purpose.

Expenditure on charitable activities includes expenditure on the charity's two main activities: clinics and dispensing, and research. All costs are allocated between expenditure activities on a basis designed to reflect the use of the resource. Direct costs, including staff costs, which relate to a particular activity are allocated to that activity. Support costs, including staff costs and governance costs, have been allocated to the activities undertaken by the charity on the basis of direct expenditure on those activities.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated realisable value, over their expected useful lives, as follows:

Freehold property	Not provided
Property improvements	10% straight line
Fixtures, fittings & equipment	10% straight line and 25% on the reducing balance
Computer equipment	20% straight line

The depreciable amount of the freehold property (that is cost less estimated residual value at the end of its estimated useful life) is considered to be immaterial and so depreciation has not been provided.

1.6 Investments

Fixed asset investments includes cash investments which are stated at fair value at the balance sheet date. Investments in subsidiary undertakings are stated at cost less provision for impairment.

1.7 Stocks

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

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies (continued)

1.8 Financial instruments

The charity only has financial instruments which are classified as basic financial instruments.

Short-term debtors and creditors are measured at the settlement value. Any losses from impairment are recognised in profit and loss. Long term loans are recognised at transaction value and subsequently measured at amortised cost using the effective interest method. Concessionary loans are recognised as repayable on demand and shown as short-term creditors.

1.9 Fund accounting

General funds are unrestricted funds which are available for use at the discretion of the Directors in furtherance of the general objectives of the charity and which have not been designated for other purposes.

Restricted funds are funds which are to be used in accordance with specific restrictions imposed by the provider of the grant or donation.

Endowment funds represent funds which must be held permanently either for use in the charity's charitable activities or to provide a return for the charity. Income received on the endowment investment can be spent in line with the linked charity's charitable objects.

1.10 Operating leases

Rentals payable under operating leases are charged to the statement of financial activities on a straight line basis over the lease term.

1.11 Taxation

The charity is exempt from Corporation Tax on its charitable activities.

1.12 Pensions

I.O.O. Limited operates defined contribution schemes for the benefit of its employees. The assets of the scheme are held separately from those of I.O.O. Limited in an independently administered fund. The pension cost in the financial statements represents the contributions payable by the charity during the year. Pension costs are allocated between activities on the basis as described in Note 1.4.

1.13 Significant judgements and estimates

There were no key sources of estimation uncertainty at the balance sheet date.

The key source of estimation uncertainty at the prior balance sheet date related to the assessment of the useful life and the residual value of the charity's freehold property, which was included in the financial statements at its historical cost of £375,000 including land. The trustees considered that the value of the property was not less than its cost.

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

1 Accounting policies (continued)

1.14 Prior period restatement

It was identified that the stock figure in the comparative accounts included jobs which were still in progress with the supplier at the year end. An adjustment has been made to the comparatives to decrease stock in the balance sheet, and increase the supply of spectacles in direct costs by £3,248 respectively. The impact on opening reserves at 1 January 2023 is a decrease of £3,248.

In the prior period staff costs excluded the recharge to I.O.O. Sales Limited and therefore staff costs and recharges to the subsidiary (included in income) have been increased by £21,511. There is no impact on opening reserves.

In addition to this, the estimation of the split of staff time between direct and support has been adjusted in the comparative period to be consistent with the current year. Therefore direct staff costs have decreased and support staff costs have increased by £15,384. Again there is no impact on opening reserves.

2 Income from charitable activities

	2023 £	2022 £
Clinics and dispensing	259,320	306,072
Research	74,593	71,593
	<u>333,913</u>	<u>377,665</u>

3 Expenditure on charitable activities

	<i>Direct costs 2023 £</i>	<i>Support costs 2023 £</i>	<i>Total 2023 £</i>	<i>Total 2022 £</i>
Clinics and dispensing	282,230	207,804	490,034	464,949
Research	44,507	32,770	77,277	69,371
	<u>326,737</u>	<u>240,574</u>	<u>567,311</u>	<u>534,320</u>
	<i>Note 4</i>	<i>Note 5</i>		

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

4 Direct costs

<i>Total</i> <i>2023</i> £	<i>Total</i> <i>2022</i> £
Staff costs	253,636
Supply of spectacles	40,151
Supply of contact lenses and solutions	15,597
Special learning difficulties	403
Research and trials	16,735
Other direct expenses	215
326,737	366,021

5 Support costs

<i>Total</i> <i>2023</i> £	<i>Total</i> <i>2022</i> £
Staff costs	64,327
Premises costs	51,347
Insurance	22,589
IT and equipment costs	17,634
Bookkeeping and payroll	7,534
Other office costs	17,366
Bank charges and interest	22,854
Depreciation	1,615
Pension contribution write off	-
Bad debts	9,759
Governance costs:	
Legal and professional fees	3,013
Audit	21,150
Independent examination	1,386
240,574	168,299

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

9 Staff costs

	2023 £	2022 £
Wages and salaries	289,002	296,346
Social security costs	19,302	19,400
Pension contributions	4,259	5,970
Freelance staff	5,400	1,375
	<u>317,963</u>	<u>323,091</u>
	2023 No.	2022 No.
Average number of employees (headcount)	<u>14</u>	<u>15</u>

No employees (2022: none) received remuneration in excess of £60,000.

10 Net expenditure

	2023 £	2022 £
This is stated after charging:		
Depreciation of tangible fixed assets	1,615	3,066
Operating lease rentals	1,851	3,794
Auditors' remuneration	21,150	-
Independent examiners' remuneration	1,386	3,840
Independent examiners' fees for accounts preparation	-	660
	<u>-</u>	<u>660</u>

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

11 Tangible fixed assets

	<i>Freehold property £</i>	<i>Property improve- ments £</i>	<i>Fixtures, fittings & equipment £</i>	<i>Total £</i>
Cost				
At 1 January 2023	375,000	216,994	131,720	723,714
Disposals	(375,000)	(216,994)	(31,016)	(623,010)
At 31 December 2023	-	-	100,704	100,704
Depreciation				
At 1 January 2023	-	216,994	113,923	330,917
Charge for the year	-	-	1,615	1,615
Eliminated on disposal	-	(216,994)	(19,291)	(236,285)
At 31 December 2023	-	-	96,247	96,247
Net book value				
At 31 December 2023	-	-	4,457	4,457
At 31 December 2022	375,000	-	17,797	392,797

The trustees have not adopted a policy of revaluation in respect of tangible fixed assets which are, therefore, stated as their historical cost less depreciation in accordance with the Charities SORP (FRS 102).

During the year the freehold property and related improvements and fixtures were disposed of for proceeds of £4,250,000 less legal and professional fees of £156,769.

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

12 Investment in subsidiary undertaking

I.O.O. Limited owns two ordinary shares of £1 each representing the entire issued share capital of I.O.O. Sales limited. I.O.O. Sales Limited is registered in England and Wales, and has the same registered office address as I.O.O. Limited. Its trading activity is the supply of optometric goods and services. Summary trading results for I.O.O. Sales Limited are shown below.

	2023 £	2022 £
<i>I.O.O. Sales Limited</i>		
Turnover	40,019	44,725
Cost of sales	(6,701)	(7,378)
Distribution and administration costs	(29,859)	(42,371)
Interest receivable or payable	(434)	(488)
	<hr/>	<hr/>
Loss for the financial year ended 31 December	3,025	(5,512)
	<hr/>	<hr/>
Capital and reserves at 31 December	(5,911)	(8,936)
	<hr/>	<hr/>

13 Debtors

	2023 £	2022 £
Fees receivable	7,334	5,282
Amounts owed by group undertakings	-	11,528
Prepayments and accrued income	37,589	22,921
	<hr/>	<hr/>
	44,923	39,731
	<hr/>	<hr/>

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

14 Creditors: amounts falling due within one year

	2023 £	2022 £
Bank overdraft	-	223,045
Bank loans	6,856	6,328
Trustee loans	356,681	201,345
Trade creditors	25,374	24,205
Taxation and social security	127,039	93,364
Other creditors	79,103	80,161
Payments on account for research contracts	-	16,983
Accruals and deferred income	109,669	30,322
	<u>704,722</u>	<u>675,753</u>
Deferred income brought forward	38,738	22,536
Released in the year	(38,738)	(22,536)
Income received in the year and deferred	<u>13,778</u>	<u>38,738</u>
Deferred income carried forward	<u>13,778</u>	<u>38,738</u>

Deferred income relates to deposits received for spectacles and contact lenses which were not collected until after the year end and payments on account for research contracts deferred based on the stage of completion.

15 Creditors: amounts falling due after one year

	2023 £	2022 £
Bank loans due in more than one year	<u>34,806</u>	<u>41,134</u>
Amounts repayable after more than 5 years:		
By instalments	<u>9,492</u>	<u>15,820</u>

The loan bears interest of 2.5% and is repayable over 10 years. The loan is unsecured.

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

16 Linked charity

The linked charity, the Institute of Optometry, has the following income and expenditure in the period:

	2023 £	2022 £
Investment income	49,761	-
Gain on disposal of property	3,988,231	-
Expenditure	(22,221)	-
Transfer to IOO Limited	(225,000)	-
Net movement in funds	3,790,771	-

Its balance sheet was as follows:

	2023 £	2022 £
Fixed assets		
Tangible fixed assets	-	375,000
Investments: cash on short term deposit	4,138,231	-
Cash at bank and in hand	27,540	-
Total net assets	4,165,771	375,000
Charity funds		
Endowment funds	4,138,231	375,000
Restricted funds	27,540	-
Total funds	4,165,771	375,000

The freehold property was sold on 15 September 2023 for £4,520,000. The proceeds were used to pay the associated legal fees incurred and £225,000 was transferred to I.O.O. Limited, with Charity Commission approval, to repay the overdraft. The surplus has been invested to generate income. Any income generated from the freehold property must be applied in line with the linked charity's objects.

On 17 February 2024 the governing document of the linked charity was amended. This involved clarifying the objects to specifically refer to clinical services.

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

17 Statement of movement in funds

<i>Current year</i>	<i>Brought forward</i> £	<i>Income</i> £	<i>Expenditure</i> £	<i>Transfers</i> £	<i>Carried forward</i> £
Unrestricted funds					
General fund	(648,217)	362,718	(545,090)	225,000	(605,589)
Restricted funds					
Institute of Optometry 1104744-1	-	49,761	(22,221)	-	27,540
Endowment funds					
J. Stephen Dawson Memorial Fund	8,711	-	-	-	8,711
Institute of Optometry 1104744-1	375,000	3,988,231	-	(225,000)	4,138,231
Total endowment funds	383,711	3,988,231	-	(225,000)	4,146,942
Total funds	(264,506)	4,400,710	(567,311)	-	3,568,893
	<i>Brought forward</i> £	<i>Income</i> £	<i>Expenditure</i> £	<i>Transfers</i> £	<i>Carried forward</i> £
<i>Prior year</i>					
Unrestricted funds					
General fund	(543,311)	429,414	(534,320)	-	(648,217)
Endowment funds					
J. Stephen Dawson Memorial Fund	8,711	-	-	-	8,711
Institute of Optometry 1104744-1	375,000	-	-	-	375,000
Total endowment funds	383,711	-	-	-	383,711
Total funds	(159,600)	429,414	(534,320)	-	(264,506)

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

17 Statement of movement in funds continued

Institute of Optometry 1104744-1

The linked charity, Institute of Optometry 1104744-1, owned the freehold property and under the terms of the governing document this must be held as a permanent endowment. The property was sold in the year and the net proceeds placed in a short term deposit account. The £225,000 transfer was given to assist with the cashflow position of I.O.O. Limited under the authorisation of the Charity Commission which is a stipulation of the governing document.

18 Analysis of net assets between funds

	<i>Restricted funds 2023 £</i>	<i>Endowment funds 2023 £</i>	<i>Unrestricted funds 2023 £</i>	<i>Total funds 2023 £</i>
<i>Current year</i>				
Tangible fixed assets	-	-	4,457	4,457
Fixed asset investments	-	8,711	689	9,400
Net current assets	27,540	4,138,231	(575,929)	3,589,842
Creditors: more than one year	-	-	(34,806)	(34,806)
	<u>27,540</u>	<u>4,146,942</u>	<u>(605,589)</u>	<u>3,568,893</u>
	<i>Restricted funds 2022 £</i>	<i>Endowment funds 2022 £</i>	<i>Unrestricted funds 2022 £</i>	<i>Total funds 2022 £</i>
<i>Prior year</i>				
Tangible fixed assets	-	375,000	14,731	389,731
Fixed asset investments	-	8,711	699	9,410
Net current liabilities	-	-	(622,321)	(622,321)
Creditors: more than one year	-	-	(41,134)	(41,134)
	<u>-</u>	<u>383,711</u>	<u>(648,025)</u>	<u>(264,314)</u>

I.O.O. LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2023

19 Operating lease commitments

The charity is committed to future minimum lease payments under non-cancellable operating leases as follows:

	2023 £	2022 £
Due not later than one year	3,153	3,930
Due later than one year but not later than five years	396	3,549
	<u>3,549</u>	<u>7,479</u>

20 Contingent assets

During 2021 the charity received notification of a legacy. The final value of the estate has yet to be determined and no provision is included in the accounts.

21 Related party transactions

The Directors and the Practice Manager are considered to be key management personnel.

During the year, no Directors received any remuneration nor any reimbursement of expenses (2022: £Nil).

The total amount of employee benefits received by key management personnel during the year was £51,281 (2022: £50,876).

As at 31 December 2023 there were loans outstanding due to three trustees, Dr M. Wolffe, Mr A. Gasson and Miss J. Morris, amounting to £201,345. During the year the charity received further loans from these trustees totalling £154,336. Interest was added to one of these loans at £1,000. The total amount outstanding at the year end was £356,681.

During the year the charity charged its subsidiary I.O.O. Sales Limited £9,000 (2022: £9,600) for rental of office space, and £17,698 (2022: £31,033) for staff, office and management recharges. During the year I.O.O. Sales Limited charged I.O.O. Limited £3,389 (2022: £1,127) in PDQ charges. At the balance sheet date I.O.O. Sales Limited owed the charity £9,759 but this was considered to be irrecoverable and has been provided against leaving the amount owed as £nil (2022: £11,528).

22 Post balance sheet events

After the balance sheet date the trustees made further loans of £10,000 to help support the charity's cashflow.