



THE BJS SOCIETY LIMITED
(A Company Limited by Guarantee)

Charity No. 271326
Scottish Charity No. SC045226
Company No. 01248899

TRUSTEES REPORT AND FINANCIAL STATEMENTS

FOR YEAR ENDED

31ST DECEMBER 2020

The BJS Society Limited

Trustees Report

The Trustees present their Annual Report and financial statements for the year ended 31st December 2020.

Activities

The Covid-19 pandemic was a huge global disruptor in 2020, and is anticipated to continue in 2021. However, the news of several vaccines on the horizon, provides some hope that 2021 may see the world return to some sort of normality.

The BJS Society continued to deliver on its strategic plan in 2020, however, the pandemic dictated that business was conducted virtually. All face-to-face meetings from March and onwards were replaced with online meetings.

The major impact to the Society has been financial. The investments dropped significantly in the first half of the year; however, they have made a good recovery since. The BJS Journal subscriptions have also been impacted, particularly in India. The subscription model in India is very traditional and mostly government funded. The Society's income has a degree of protection through the structure of its publisher agreement.

Conversely, some savings have been made by the Society in travel and meetings, and through the lectureships/prizes due to many annual meetings being cancelled or postponed.

Partnership Model

The partnership model continued to be a success in 2020. There were two new strategic partners in 2020; the European Hernia Society and the European Society of Endocrine Surgeons. There was also one new partner; The Korean Society of Coloproctology. A summary of the current partners for 2020 is provided below:

Strategic Partner
Acta Chirurgica Scandinavica
Association of Surgeons of Great Britain and Ireland
European Hernia Society
European Society for Endocrine Surgeons
Society of Academic and Research Surgery
Spanish Society of Surgical Research
Swedish Surgical Society
Swiss Surgical Society
Strategic Partner – Trainee Organisation
Association of Surgeons in Training in Great Britain and Ireland
Partner
Association of Coloproctology of Great Britain & Ireland
Association Française de Chirurgie (AFC)
Association of Surgeons of South Africa
Association of Upper Gastrointestinal Surgeons of Great Britain & Ireland

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British Association of Endocrine and Thyroid Surgeons
German Society for General and Visceral Surgery
The Korean Society of Coloproctology
Mexican Society of General Surgery
Vascular Society of Great Britain & Ireland

During 2020, the partner model has been reviewed further and a new model has been agreed for 2021. The new model offers enhanced benefits in the following areas: increased prize sum, free annual webinar, financial support for society guidelines, free access for courses run by BJS Academy and reduced online only subscription fees.

There are ongoing discussions with various national surgical associations about possible partnerships. The new model has also been offered to existing partners and most have accepted the improved model.

Other Charitable Giving

To maintain the international profile of BJS and BJS Open, the Society continues to support charitable applications from organisations out-with these partner tiers which has recently included The Japanese Surgical Society, Royal Australasian College of Surgeons, Society of University Surgeons and STARSurg. There are some historic partners with whom the Society is currently in dialogue to determine their ongoing level of collaboration.

During 2020, it was agreed to establish a committee, chaired by the Treasurer, to be responsible for giving outside the partner model. This will be developed further in 2021.

Through its partners, the Society supports the advancement of surgical teaching, surgical research and the surgical community in general by providing research and editorial bursaries, invited lectureships, surgical prizes and general support of surgical meetings (such as abstract publication) across Europe. The Society will consider additional financial support to promote excellence in surgical practice which in turn it is hoped will encourage others to access this available support.

Lectureships/Prizes

The international profile of the Society continued in a limited fashion in 2020 through its fellowships, awards, prizes and lectureships. Much of this activity took place in a virtual format during 2020. The impact of this work is primarily to provide high quality international speakers to the surgical organisations, which support the Society. This directly reflects on the quality of the meeting and its impact on delegates is quality assured by way of formal delegate feedback. The prize-winners and/or their institutions benefit directly from financial support of their work allowing for continuation and development in line with aims of the charity. The Society aims to extend its charitable actions to support research and development in all parts of the world and conducts a regular review of its charitable giving and support for additional surgical societies.

BJS Open

BJS Open was launched in quarter one of 2017. The BJS Open Journal initially operated with a “cascade model” of articles submitted via the main BJS Journal. The Journal made small financial losses in 2017/2018 and a small return in 2019. BJS Open started to accept direct submissions in October 2018 and at the same time charged the full Author Publication Charge (APC). The BJS Open Journal is now recognised in the Directory of Open Access Journals and has been accepted by PubMed Central. BJS Open is expected to receive its first impact factor in summer 2021.

The focus for 2020 has been to continue to grow the Journal. The profile of articles to the Journal is similar to BJS as the majority of the papers are still received through the cascade model. The Journal continues to have a high

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acceptance rate, largely due to the editorial process. A member of the editorial team transferred to BJS at the beginning of 2020, however, the balance of the editorial team remained unchanged and includes three members and the Editor-in-Chief. The Editor-in-Chief plans to step back from the Journal in early 2021. The Journal is currently seeking applications for this role. There will be a substantial handover period.

Abstract Publication

The abstracts of papers presented at the annual meeting of Association of Surgeons of Great Britain and Ireland, Society of Academic and Research Surgery, the Association of Surgeons in Training and the European Society for Endocrine Surgeons and such other abstracts as the Society requests were printed free of charge or at cost price in the main BJS Journal during 2020.

The strategic plan was focussed on four key areas of the charity; BJS Open and the partnership model as detailed above as well as social media and e-learning as detailed below. This work continued in 2020. It should be noted a strategy meeting is planned in February 2021.

Social Media

Social Media remained a focus in 2020 and this was led by the two SoMe editors; one for BJS and one for BJS Open.

The priority for the next period is to establish a new social media panel with the new publisher and to agree a strategy sustainable for the Society.

E-learning: BJS Academy

During 2020, the Society agreed to invest in a scoping exercise to establish a business plan for a BJS Academy. The mission statement for BJS Academy is to 'provide an easily accessible hub to meet, learn, be mentored, discuss, listen and understand the education and accreditation opportunities available through the relationship with the BJS Society – provides opportunity to enhance Journal content and add value to our members and partners'.

It is anticipated that phase 1 of the project will be delivered by June 2021 and the business plan for phase 2 will be approved before this point. The Society has appointed a lead for this period; however, a committee will be established during 2021 to manage this initiative.

Young BJS

During 2020, the BJS Society established a new group called Young BJS. The membership of the group is more than 1,300 at the end of the year. This group opens up new opportunities for the future and the benefits to this group will be delivered through the BJS Academy.

Apprenticeships

The Society has continued with its successful policy of awarding editorial apprenticeships to encourage younger surgeons to consider becoming involved in surgical editing and writing. Michael Kelly, Giovanni Marchegiani and Thanos Saratzis commenced as editorial apprentices in August 2020 for one year.

Complimentary Subscriptions

The Society has continued to provide complimentary subscriptions to institutions in low and middle-income countries.

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Other journal developments

The current publisher contract with Wiley Blackwell expired at the end of 2020. During 2019 the Society agreed it would be good governance to put this contract out for tender. The tender process began in August 2019 and in early 2020 the Society appointed Oxford University Press (OUP). Q2 of 2020 was spent negotiating the contract with OUP and the balance of the year has been focussed on the transition. The process was led by the Chair of the BJS Society and the Executive Director. The process was supported by a publishing consultant. One member of the editorial office transferred from Wiley. OUP appointed a new Managing Editor in early October; however, this did not materialise and the recruitment process was reopened again. The majority of the transition has taken place seamlessly.

A strategy meeting is planned with OUP for April 2021. It is hoped the full editorial office will be in post by this time.

During 2020 all Strategic Partners opted for online only subscriptions.

2020 saw many changes on the editorial team. Mr Earnshaw stepped down as Editor in Chief of the Journal at the end of Q1 2020 and Professor Des Winter started as Editor in Chief on 1 January 2020. Professor John Beynon also demitted the Editorial Team in 2020. Niels Kok joined the Editorial Team from 1 January 2020 as an Associate Editor.

In 2020, BJS Open operated with an Editor in Chief and three editors. Niels Kok transferred from BJS Open to BJS. Professor Alderson will continue as Editor in Chief until early 2021. A recruitment process is currently underway

During 2020, the BJS main Journal impact factor increased from 5.572 to 5.676 and remains the 8th surgical journal out of 203 journals.

The Journal continues to be published in a timely fashion each month by the publishers, Wiley. From 1 January 2021, the Journals will be published by Oxford University Press (OUP).

In 2020, a special issue on 'Perioperative care' was published electronically and was well received. There are currently no further special issues planned.

Financial Review

The Society continues to enjoy a secure financial position as a result of the increasing circulation of the main Journal in both paper and electronic form. Annual income for the year ended 2020 was £1,089,082. The general unrestricted reserves at 31st December were £5,467,240 compared to £4,398,073 at the year ended 2019. This is consistent with the Society's reserve policy and is detailed below under Future Plans. This is considered to be prudent in the current financial environment. The Society has a robust financial process and works with quarterly management accounts. The transition to the new accountant was successful and Moore Kingston Smith continue to manage the annual audit.

Investments

The annual income of the Society in 2020 is principally from a profit share arrangement with the publisher and is earned by the main Journal. There is a minimum guaranteed income over the five-year publishing contract but the income in 2020 has increased by 72.1% on that of 2019 and has been further enhanced in the year by a signing fee from OUP. This uplift includes accrued final 2020 profit share from the outgoing publisher.

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The Society's investments are managed on a discretionary basis by the Society's independent investment advisors on a prudent basis and their performance is presented in detail annually to Council. During 2020, the investment portfolio has been actively managed, which has resulted in an increase in value of 10.1%. The Treasurer and Chair met with the investment managers in 2020, and Adam & Company also provided an update to Council on 17 November.

Reserves

The Treasurer, in conjunction with the Executive, ensures that sufficient financial reserve is maintained in order that the Society can meet all its financial commitments. The Society has increased general reserves in cash, and this allows the Society to maintain sufficient funds to meet its budget requirements for 2021 together with a surplus to meet any additional significant unbudgeted spend, the Trustees continue to keep the situation under review.

The Society has aimed to maintain its significant reserves to facilitate the Society capitalising on opportunities to meet its objectives and to future proof against potential reduction in income from our publishers. It is estimated that the Society would require an investment income of £100,000 p.a. in order to protect the charitable aims of the Society in the event of potential financial downturn related to changes in funding within worldwide publishing (open access etc.). At the end of 2020, the Society has £82,923 of investment income so will continue the activity detailed above (under investments) to continue to grow this income. The Society has resolved to fund, annually, lectureships and prizes at the meetings of its partners and other relevant surgical associations to promote the Journal and its profile internationally. As of the year end, the Society has £5,467,240 in unrestricted reserves of which £3,936,559 relates to general funds and £1,530,681 to the revaluation reserve. Of this amount free reserves of the Society at the year-end totalled £1,031,674 (2019: £370,385) The Trustees are therefore comfortable with this position. There continues to be uncertainty with the publishing and political landscape and as such reserves at this level are deemed to be appropriate.

Going Concern

The trustees have considered possible events or conditions that might cast significant doubt on the ability of the charitable company to continue as a going concern. The trustees have made this assessment for a period of at least one year from the date of the approval of these financial statements. In particular, the trustees have considered the charitable company's forecasts and projections and have taken account of pressures on sources of income. After making enquiries, and taking into account the fact that the publisher contract ensures a minimum guaranteed income for the five-year period of the contract, the trustees have concluded that there is a reasonable expectation that the charitable company has adequate resources to continue in operational existence for the foreseeable future. In addition, the trustees have concluded that any impact on investment income due to Coronavirus will be short-term. The charitable company therefore continues to adopt the going concern basis in preparing its financial statements.

Future Plans

The Society will continue to work with the new publisher, OUP, and the editors to improve the quality of the journals and increase its readership. The focus for BJS Open will be on marketing, positioning and increasing its social media presence. It is essential BJS Open maintains the quality required to support and enhance the BJS brand. It is hopeful BJS Open will receive its impact factor in 2021

The Society plans to:

Finalise the publisher transition in early 2021.

Host a strategy meeting in February 2021 to agree the objectives for the next period.

To continue to develop the business plan and launch the BJS Academy.

Appoint a team to manage the BJS Academy project for a minimum of 3 years

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To engage and deliver to the Young BJS group

To appoint a new EiC for BJS Open and facilitate a transition.

To establish sub-committees to lead on charitable giving and BJS Academy.

To continue to develop the partner model with strategic partners around the world.

Host kick off meetings with all strategic partners and the publisher to establish a framework to deliver the benefits of the new partner model.

Engage in new markets such as with trainee organisations and other global networks.

Continue to consider other charitable opportunities, support abstract publication, workshops, apprenticeships and supporting low and middle-income countries with complimentary subscriptions.

Support the new editor in chief and editorial team for BJS Open.

Reserves will be maintained to support these projects and to extend charitable giving.

Governing Documents

The BJS Society Ltd is constituted as a limited company without share capital and owns the right to publish the British Journal of Surgery. The Memorandum and Articles of Association (originally drafted in the 1950's) are updated to reflect any changes in the Companies Acts. During 2020, there were no updates to the articles made at the annual general meeting. However, a review of the articles has taken place during 2020 regarding the membership of the organisation.

Objects and Objectives

The objectives of the Society, as set out in the Memoranda of Association, are to advance and improve education in surgery and to diffuse knowledge on new and improved methods of teaching and practising surgery in all its branches. The principal means by which the Society has addressed these aims is by successful monthly publication of the BJS journal, which is now the leading surgical journal published in Europe.

Public Benefit

The Trustees have complied with the duty in section 17 of the Charities Act 2011 to have due regard to the public benefit guidance published by the Commission.

The Trustees are cognisant of the Charity Commission's general guidance on Public Benefit when reviewing the aims and objectives of the Society and in planning future activities. The activities of the Society have a clear public benefit by leading to improved understanding of the science of surgery and education of surgeons, thereby directly contributing to improvements in the craft of surgery including the introduction of new surgical techniques. These activities in turn lead to both direct and indirect improvements in the health and well-being of the general public by improving surgical outcomes. This potential benefit applies to the citizens of the United Kingdom, Europe and beyond. Any benefits derived in the private sector are incidental to the general aims and objectives of the Society.

Risk Management

The Risk Committee is chaired by the Vice-Chairman, Professor Stefan Post, and includes the Treasurer and the Company Secretary. The Committee meets at least annually and more frequently if required. The Committee reviews the material risks faced by the Society.

The risk register is maintained and indicates the Society has an overall low residual risk. The risks highlighted as being potential higher risks are:

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- **The charity lacks direction, strategy and planning** – the Society plan to hold a strategy meeting in 2021
- **Inadequate communication with key stakeholders** – the Society has extended the role of the Executive Director to improve communication with partners.
- **Loss of market to competitors/ loss of brand prestige / drop in subscription sales** – this is regularly reviewed by the Society with the publisher.
- **Under-performing funds** – the Society appointed two investment managers and spread the investments across these managers investment accounts. The Society also holds 15% of portfolio with COIF. The Chair, Treasurer and Executive Director meet with the investment managers at the mid-year point.
- **Dependency on income sources** – The Society has an adequate reserves policy and diversification plans.

The Society recognises the publishing landscape is changing and this could pose potential future risks to the current model. There have also been many changes in the Trustees and Editorial Teams which can pose additional risk.

The Society has no employees, owns no property and the risks of misuse or misappropriation of funds are considered to be small. The Society continues to keep the possible introduction of indemnity insurance under review although it is of the view that the low risk to the Society, in relation to its meeting objectives, does not alone warrant establishment of such insurance. This situation will be again reviewed in 2021.

The Society has maintained sufficient levels of reserves to mitigate against any perceived risks and continues to review any potential risks in relation to its activities.

Remuneration policy

Last year the Charity committed to implement the recommendations of the NCVO Inquiry on Executive Pay published in April 2014. As a result, the Charity updated its remuneration policy and is pleased to make the disclosures below.

The governing principles of the Charity's remuneration policy are as follows:

- To ensure delivery of the Charity's objectives.
- To attract and retain a motivated workforce with the skills and expertise necessary for organisational effectiveness.
- That remuneration should be equitable and coherent across the organisation.
- To take account of the purposes, aims and values of the Charity.
- To ensure that pay levels and pay increases are appropriate in the context of the interests of our beneficiaries.

The Society does not currently employ any staff however it would adopt these principles in the future if this were to change and will apply them in good faith.

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Fundraising

The Society and Trustees do not engage in fundraising and there were no fundraising activities during 2020 requiring disclosure under s162a of the Charities Act 2011. The income for the Society is generated from the Journals and investment income.

Governance

Officers are elected from among the Trustees (Council) for a period of 5 years, with a possible extension of 3 years. Trustees are provided with detailed information concerning their responsibilities as Trustees and Directors of the Society. Information on their specific responsibilities within the Society is provided on commencement of office and is reviewed annually. They are directed to the information available with the Charity Commission, Office of the Scottish Charity Regulator and Companies House and are informed of any changes in regulations.

There have been some changes in the Executive in 2020, Mr Wyatt, Treasurer, demitted office at the AGM on 6 June 2020. Following a call for applications, Professor Wigmore, was nominated to succeed Mr Wyatt. Professor Demartine was also nominated to Vice-Chair. A call for Vice-Chair was issued on 1 September 2020, and the process concluded at the Council meeting on 17 November 2020. Professor Alderson has been nominated as the next Vice Chair and this will be confirmed at the 2021 AGM.

Mustapha Adham, Marcin Barcynski, Andrew de Beaux, Catharina Ihre-Lungren and Olivier Scatton were appointed to Council on 6 June 2020.

The editorial responsibilities of BJS in 2020 were under the leadership of Mr J J Earnshaw as sole Editor-in-Chief until the end of Q1 and then Professor D Winter, with the assistance of editors: Mr M Evans, Professor R Hinchliffe, Dr A Lightner, Professor K Soreide, Professor M Sund, Dr B Wijnhoven, Dr N Kok and Dr R Grossman.

The editorial responsibilities of BJS Open in 2020 are under the leadership of Professor D Alderson as sole Editor-in-Chief with the assistance of editors: Dr K Darvall, Dr L Lorenzon, Dr V Sallinen and Dr M Lee.

Management

The Society meets once a year in London during November and a second meeting normally takes place in the Continent of Europe in May/June. In 2020 all meetings took place virtually.

The Council of the Society appoints the editors and invites individuals to join the Editorial Board who have either contributed to the main Journal by providing high quality referee reports, submitting manuscripts or who will otherwise assist the Society in its strategic goals. The Council is aided in its business by the advice of an Executive Committee consisting of the Chairman, the Treasurer, the Company Secretary, the two Vice-Chairman and the two Editors-in-Chief of the journals. On a day-to-day basis, the Executive Committee addresses issues arising and brings decisions as necessary to Council for discussion and ratification.

No trustee receives payment for his/her activities other than the reimbursement of appropriate travel and other related expenses. All Trustees have registered any conflict of interests and completed appropriate 'Fit and Proper Persons' documentation. The day-to-day administration of Society business is supported by Ms Camilla O'Brien, ACS Global Management Limited, who is contracted on a consultancy basis to act as Executive Director. Ms O'Brien reports to the Executive Committee. The Society is registered with the Charities Commission and the Office of Scottish Charity Regulator as the administrative office is based in Scotland.

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Board of Trustees

The Trustees (who are also the directors, under company law) who served through the year 2020 and to the date of signing this report are detailed below:

Professor A Bergenfelz (Chairman)
Professor S Post (Vice Chairman)
Professor N Demartines (Vice Chairman)
Professor S Wigmore (Treasurer)
Professor J Mayol (Company Secretary)

Professor M Adham (appointed 6 June 2020)
Professor B Baigrie
Dr J Maria-Balibrea
Professor M Barcynski (appointed 6 June 2020)
Professor M Besselink
Professor S Breitenstein
Professor C Bruns
Professor G Carlson
Professor A de Beaux (appointed 6 June 2020)
Professor Catharina Ihre-Lungren (appointed 6 June 2020)
Professor P Lai
Dr A Montgomery
Professor D Morton
Professor V Papalois
Professor M Sarr
Professor O Scatton (appointed 6 June 2020)
Mr D Scott Coombes

The following members retired on 6 June 2020:

Mr M Wyatt
Professor O Farges
Professor C Jönsson

In addition, Council meetings were attended by the Editors (who are not Trustees):

BJS	BJS Open:
Mr J J Earnshaw (Editor in Chief) Professor D Winter (Editor in Chief) Mr M Evans Mr R Hinchliffe Dr A Lightner Professor K Soreide Professor M Sund Dr B Wijnhoven Dr N Kok Dr R Grossman (SoMe Editor)	Professor D Alderson (Editor in Chief) Dr K Darvall Dr L Lorenzon Dr V Sallinen Dr M Lee (SoMe Editor)

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Relevant Addresses

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Edinburgh
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Bankers and Investment Advisors

Adam & Company Plc
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Statement of Trustee's Responsibilities

The Trustees (who are also directors of The BJS Society Limited for the purposes of company law) are responsible for preparing the Trustees' 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 Trustees to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the charitable company and of its income and expenditure for that period. In preparing these financial statements, the Trustees are required to:

- Select suitable accounting policies and apply them consistently.
- Make judgements and estimates that are reasonable and prudent.
- State whether applicable accounting standards, including FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements.
- State whether a Statement of Recommended Practice (SORP) applies and has been followed, subject to any material departures which are explained in the financial statements
- Prepare the financial statements on a going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The Trustees are responsible for keeping proper accounting records that 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.

These accounts comply with current statutory requirements, the requirements of the Memorandum and Articles of Association and the requirements of the Financial Reporting Standard 102 for charities.

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

Audit Information

In so far as the trustees are aware:

- There is no relevant audit information of which the charitable company's auditor is unaware; and
- The Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Auditors

Moore Kingston Smith LLP has indicated its willingness to continue in office and is deemed to be reappointed in accordance with section 487(2) of the Companies Act 2006.

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Small Company Rules

These accounts have been prepared in accordance with the special provisions of part 15 of the Companies Act 2006 relating to small companies and in accordance with the Financial Reporting Standard 102.

This report was considered and approved by Council at its meeting on 5 June 2021 and signed on behalf of the Council by:

A handwritten signature in black ink, appearing to read 'J Mayol', with a long horizontal stroke extending to the right.

Professor J Mayol
Honorary Secretary

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INDEPENDENT AUDITORS REPORT TO THE MEMBERS AND TRUSTEES OF THE BJS SOCIETY LIMITED

Opinion

We have audited the financial statements of The BJS Society Limited for the year ended 31 December 2020 which comprise the Statement of Financial Activities (incorporating the Summary Income and Expenditure Account), the Balance Sheet, the Cash Flow Statement and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 December 2020 and of the incoming resources and application of resources, including its income and expenditure, 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 Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 (as amended), regulations 6 and 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended) and the Charities Act 2011.

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.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the trustees 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 charitable 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 trustees 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 annual report, other than the financial statements and our auditor's report thereon. The trustees are responsible for the other information. 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.

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INDEPENDENT AUDITORS REPORT TO THE MEMBERS AND TRUSTEES OF THE BJS SOCIETY LIMITED

Other Information (Continued)

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

We have nothing to report in this regard.

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' annual report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the trustees' annual 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 trustees' annual report.

We have nothing to report in respect of the following matters where the Companies Act 2006, the Charities Accounts (Scotland) Regulations 2006 (as amended) and the Charities Act 2011 require us to report to you if, in our opinion:

- the charitable company has not kept adequate and sufficient accounting records, or returns adequate for our audit have not been received from branches not visited by us; or
- the charitable company's 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 exemption in preparing the Trustees' Annual Report and from preparing a strategic report.

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement set out on page 11, 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 charitable 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 charitable company or to cease operations, or have no realistic alternative but to do so.

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INDEPENDENT AUDITORS REPORT TO THE MEMBERS AND TRUSTEES OF THE BJS SOCIETY LIMITED

Auditor's responsibilities for the audit of the financial statements

We have been appointed as auditor under Section 44(1)(c) of the Charities and Trustee Investment (Scotland) Act 2005, the Companies Act 2006 and Section 151 of the Charities Act 2011 and report to you in accordance with regulations made under those Acts.

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 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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

The objectives of our audit in respect of fraud are; to identify and assess the risks of material misstatement of the financial statements due to fraud; to obtain sufficient appropriate audit evidence regarding the assessed risks of material misstatement due to fraud, through designing and implementing appropriate responses to those assessed risks; and to respond appropriately to instances of fraud or suspected fraud identified during the audit. However, the primary responsibility for the prevention and detection of fraud rests with both management and those charged with governance of the charitable company.

Our approach was as follows:

- We obtained an understanding of the legal and regulatory requirements applicable to the charitable company and considered that the most significant are the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 (as amended), regulations 6 and 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended), the Charities Act 2011, the Charity SORP, and UK financial reporting standards as issued by the Financial Reporting Council.
- We obtained an understanding of how the charitable company complies with these requirements by discussions with management and those charged with governance.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with management and those charged with governance.
- We enquired of management and those charged with governance as to any known instances of non-compliance or suspected non-compliance with laws and regulations.
- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

As part of an audit in accordance with ISAs (UK) we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

The BJS Society Limited

INDEPENDENT AUDITORS REPORT TO THE MEMBERS AND TRUSTEES OF THE BJS SOCIETY LIMITED

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purposes of expressing an opinion on the effectiveness of the charitable company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the trustees.
- Conclude on the appropriateness of the trustees' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the charitable company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the charitable company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entity or business activities within the charitable company to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the audit. We remain solely responsible for our audit report.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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; and to the charity's trustees, as a body, in accordance with Section 44(1)(c) of the Charities and Trustee Investment (Scotland) Act 2005, and in respect of the financial statements, in accordance with Chapter 3 of Part 8 of the Charities Act 2011. Our audit work has been undertaken so that we might state to the charitable company's members and trustees those matters which 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 any party other than the charitable company, the charitable company's members, as a body, and the charity's trustees, as a body for our audit work, for this report, or for the opinion we have formed.

Moore Kingston Smith LLP

.....
Neil Finlayson (Senior Statutory Auditor)

for and on behalf of Moore Kingston Smith LLP, Statutory Auditor

Devonshire House
60 Goswell Road
London EC1M 7AD

Date: 7 July 2021

Moore Kingston Smith LLP is eligible to act as auditor in terms of Section 1212 of the Companies Act 2006.

The BJS Society Limited
Statement of Financial Activities
(Incorporating the Summary Income and Expenditure Account)
For the year ended 31st December 2020

		Unrestricted Funds	
	Note	2020 £	2019 £
Income from:			
Investments	2	82,923	99,540
Charitable activities			
Journal income		1,006,159	410,322
Total income		<u>1,089,082</u>	<u>509,862</u>
Expenditure on:			
Raising funds			
Investment management costs		14,794	15,537
Charitable activities	3	<u>218,648</u>	<u>332,635</u>
Total expenditure		<u>233,442</u>	<u>348,172</u>
Net gains / (losses) on investments	6	<u>213,527</u>	<u>568,354</u>
Net Movement in funds		1,069,167	730,044
Fund balances brought forward		<u>4,398,073</u>	<u>3,668,029</u>
Fund balances carried forward	10	<u><u>5,467,240</u></u>	<u><u>4,398,073</u></u>

All amounts derive from continuing operations.

All recognised gains and losses are included in the Statement of Financial Activities

The notes on the subsequent pages form part of these accounts.

The BJS Society Limited


Balance Sheet as at 31st December 2020

	Note	2020 £	2020 £	2019 £	2019 £
Fixed Assets					
Investments	6		<u>4,435,566</u>		<u>4,027,688</u>
			4,435,566		4,027,688
Current Assets					
Debtors	7	348,005		57,355	
Cash at bank		<u>1,026,371</u>		<u>384,525</u>	
		1,374,376		441,880	
Creditors: Amounts falling due within one year	8	<u>(342,702)</u>		<u>(71,495)</u>	
Net Current Assets			<u>1,031,674</u>		<u>370,385</u>
Total Assets less Current Liabilities			<u><u>5,467,240</u></u>		<u><u>4,398,073</u></u>
Funds					
Unrestricted - Revaluation reserve	10		1,530,681		1,332,485
- General fund	10		<u>3,936,559</u>		<u>3,065,588</u>
			<u><u>5,467,240</u></u>		<u><u>4,398,073</u></u>

The notes on the subsequent pages form part of these accounts.

These accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies and in accordance with the Financial Reporting Standard 102.

Approved by the Council, and authorised for issue, on 5 June 2021
and signed on behalf of the Council by:



Professor A Bergenfelz
Chairman



Prof S Wigmore
Honorary Treasurer

COMPANY NUMBER: 01248899

The BJS Society Limited
Cash Flow Statement
For the year ended 31 December 2020

	2020 £	2019 £
Cash flows from operating activities		
Net cash provided by operating activities	<u>753,274</u>	<u>2,802</u>
Cash flows from investing activities		
Dividends, interest and rents from investments	82,923	99,540
Proceeds from sale of investments	310,643	141,537
Purchase of investments	<u>(504,994)</u>	<u>(309,125)</u>
Net cash (used in) / provided by investing activities	<u>(111,428)</u>	<u>(68,048)</u>
Change in cash and cash equivalents in the reporting period	641,846	(65,246)
Cash and cash equivalents at the beginning of the reporting period	384,525	449,771
Cash and cash equivalents at the end of the reporting period	<u><u>1,026,371</u></u>	<u><u>384,525</u></u>
Reconciliation of net income / (expenditure) to net cash flow from operating activities		
	2020 £	2019 £
Movement in funds (as per the SOFA)	1,069,167	730,044
Adjustments for:		
Gains on investments	(213,527)	(568,354)
Dividends, interest and rents from investments	(82,923)	(99,540)
Increase in debtors	(290,650)	(53,248)
Increase / (decrease) in creditors	271,207	(6,100)
Net cash provided by operating activities	<u><u>753,274</u></u>	<u><u>2,802</u></u>
Analysis of cash and cash equivalents		
	2020 £	2019 £
Cash in hand	1,026,371	384,525
Total cash and cash equivalents	<u><u>1,026,371</u></u>	<u><u>384,525</u></u>

The BJS Society Limited

Notes to the Accounts

For the year ended 31st December 2020

1 Accounting Policies

Accounting Convention

The financial statements have been prepared in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102). The company is a public benefit entity for the purposes of FRS 102 and a registered charity established as a company limited by guarantee and therefore has also prepared its financial statements in accordance with the 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 (The FRS 102 Charities SORP), the Companies Act 2006 and Charities Act 2011. The financial statements are prepared in sterling which is the functional currency of the Charity. Monetary amounts in these financial statements are rounded to the nearest pound.

Going Concern

The trustees have considered possible events or conditions that might cast significant doubt on the ability of the charitable company to continue as a going concern. The trustees have made this assessment for a period of at least one year from the date of the approval of these financial statements. In particular, the trustees have considered the charitable company's forecasts and projections and have taken account of pressures on sources of income. After making enquiries, and taking into account the fact that the publisher contract ensures a minimum guaranteed income for the five-year period of the contract, the trustees have concluded that there is a reasonable expectation that the charitable company has adequate resources to continue in operational existence for the foreseeable future. The charitable company therefore continues to adopt the going concern basis in preparing its financial statements.

Incoming Resources

All income is recognised when there is entitlement to the funds, the receipt is probable and the amount can be measured reliably. Income is deferred only when the charity has to fulfil conditions before becoming entitled to it or where the donor has specified that the income is to be expended in a future period.

Fund Structure

Unrestricted funds are sub-analysed in general funds and the revaluation reserves. The unrestricted general funds consist of those funds which the Charity may use in the furtherance of its charitable objectives at the discretion of the trustees. The revaluation reserve is used to identify the accumulated unrealised gains / (losses) on the investment portfolio and is held for unrestricted purposes at the discretion of the trustees.

Financial Instruments

The Charity has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments. Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument. Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously. With the exceptions of prepayments and deferred income all other debtor and creditor balances are considered to be basic financial instruments under FRS 102.

Realised Gains and Losses

All gains and losses are taken to the SOFA as these arise. Realised gains and losses on investments are calculated as the difference between sale proceeds and opening carrying value or later purchase price. Unrealised gains and losses are calculated as the difference between the market value at the year end and opening carrying value or later purchase price.

Resources Expended

All expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all costs related to the category. Wherever possible costs are directly attributed to these headings. Costs common to more than one area are apportioned on the basis of staff time spent on each area.

The costs of raising funds are those costs of seeking potential funders and applying for funding and the costs of externally managing the charity's investment portfolio.

Support costs are those costs incurred in support of the charitable objectives. These have been allocated to the charitable activities on a basis that fairly reflects the true use of those resource within the organisation.

The BJS Society Limited

Notes to the Accounts

For the year ended 31st December 2020

(Continued)

1 Accounting Policies (continued)

Foreign currencies

Transactions denominated in foreign currencies are translated into Sterling at the exchange rate ruling at the date of the transactions. Assets and liabilities in foreign currencies are translated into Sterling at the rates of exchange ruling at the end of the financial period. All exchange differences are dealt with in the Statement of Financial Activities.

Investments

Income from investments is credited in the accounts on the date of receipt.

In accordance with the Statement of Recommended Practice, listed investments (which are dealt with on a recognised stock exchange) are included in the accounts at their mid market value whilst the valuation of unlisted investments is based on prices quoted by the managers of the investments.

Critical Accounting Estimates and Areas of Judgement

In preparing financial statements it is necessary to make certain judgements, estimates and assumptions that affect the amounts recognised in the financial statements.

In the view of the trustees in applying the accounting policies adopted, no judgements were required that have a significant effect on the amounts recognised in the financial statements nor do any estimates or assumptions made carry a significant risk of material adjustment in the next financial year.

2 Income from investments

	2020	2019
	£	£
Income from listed investments	79,136	95,106
Income from unlisted investments	3,410	3,382
Bank deposit interest	377	1,052
	<u>82,923</u>	<u>99,540</u>

3 Expenditure

	<u>Charitable Activities</u>			
	Charitable activities	Grants and donations	Publishing	Total
	£	£	£	2020
				£
Grants and donations (See note 4)				
Partner giving	-	24,478	-	24,478
Non-partner giving	-	7,148	-	7,148
Publication costs including BJS Open				
Education and workshop	-	-	14,408	14,408
Editorial support	-	-	-	-
Support and Governance costs				
Office and sundry expenses	3,698	-	-	3,698
Consultancy	62,154	3,271	-	65,425
Meeting and travel expenses	7,083	787	-	7,870
Legal and professional fees	33,871	-	47,875	81,746
Audit fees	9,075	-	-	9,075
Bookkeeping	4,800	-	-	4,800
	<u>120,681</u>	<u>35,684</u>	<u>62,283</u>	<u>218,648</u>

Support and Governance costs are apportioned costs attributable to the grants and donations activity.

The BJS Society Limited
Notes to the Accounts
For the year ended 31st December 2020
(Continued)

3 Expenditure (Continued)

Year Ended 2019	Charitable Activities			Total 2019 £
	Charitable activities £	Grants and donations £	Publishing £	
Grants and donations (See note 4)				
Partner giving	-	31,898	-	31,898
Non-partner giving	-	15,575	-	15,575
Publication costs				
Education and workshop	-	-	39,897	39,897
Editorial support	-	-	45,500	45,500
Support and Governance costs				
Office and sundry expenses	11,425	-	-	11,425
Consultancy	60,935	3,207	-	64,142
Meeting and travel expenses	61,143	6,794	-	67,937
Legal and professional fees	41,531	-	-	41,531
Audit fees	9,780	-	-	9,780
Bookkeeping and VAT	4,950	-	-	4,950
	<u>189,764</u>	<u>57,474</u>	<u>85,397</u>	<u>332,635</u>

Support and Governance costs are apportioned costs attributable to the grants and donations activity.

4 Grants and Donations

	2020 £	2019 £
BJS lectures	24,675	43,599
BJS prizes	6,951	3,874
	<u>31,626</u>	<u>47,473</u>

Lecture and prize fees are paid to individuals.

Payments made to connected parties during the year, were awarded to:

	2020 £	2019 £
Association of Surgeons of Great Britain and Ireland Foundation (Prof V Papalois is the ASGBI partner representative on BJS Society Ltd Council)	5,430	6,846
European Hernia Society (Prof A De Beaux is the EHS partner representative on BJS Society Ltd Council)	6,826	-
Spanish Society of Surgeons (Dr J Balibrea is the Spanish Society of Surgeons partner representative on BJS Society Ltd Council)	6,757	3,124
Swedish Surgical Society (Prof C Ihre-Lundgren is the Swedish Surgical Society partner representative on BJS Society Ltd Council)	134	5,911
Swiss Surgical Society (Prof S Breitenstein is the Swiss Surgical Society partner representative on BJS Society Ltd Council)	2,232	6,064
European Society of Endocrine Surgeons (Prof M Barcynski is the ESES partner representative on BJS Society Ltd Council)	2,217	-

The BJS Society Limited

Notes to the Accounts

For the year ended 31st December 2020

(Continued)

5 Staff and Key Management Personnel Costs

There were no employees for the year ending 31 December 2020 (2019: None) and no employees earned more than £60,000 per annum in 2020 or in 2019.

Key management personnel include the Trustees. The total employee benefits of the charity's key management personnel were £Nil (2019: £Nil).

6 Investments

	Listed	Unlisted	Total
	£	£	2020
			£
Market value 1st January 2020	3,387,813	639,875	4,027,688
Additions at cost	504,994	-	504,994
Disposals at opening market value (proceeds £310,643; realised gain £15,509)	(295,134)	-	(295,134)
Net unrealised gains on revaluation at 31st December 2020	<u>139,144</u>	<u>58,874</u>	<u>198,018</u>
Market value at 31st December 2020	<u><u>3,736,817</u></u>	<u><u>698,749</u></u>	<u><u>4,435,566</u></u>
Historical cost at 31st December 2020	<u><u>2,789,885</u></u>	<u><u>115,000</u></u>	<u><u>2,904,885</u></u>

The unlisted investments comprise:

	Market	Cost
	Value	£
	£	£
Accumulation shares - COIF Charities Investment Fund	581,098	80,000
Income shares - COIF Charities Investment Fund	<u>117,651</u>	<u>35,000</u>

Significant investment holdings based on market value at 31 December 2020 consisted of the COIF Charities Investment Fund (Accumulation Shares) as shown above.