

**SOLICITORS INDEMNITY MUTUAL INSURANCE  
ASSOCIATION LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED  
30 SEPTEMBER 2012**

Company Number 1985809

**SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

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# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **NOTICE OF MEETING**

Notice is hereby given that the Annual General Meeting of the Members will be held on Tuesday 26 February 2013, at 12 noon, at 90 Fenchurch Street, London EC3M 4ST for the following purposes:

To receive the Directors' Report and Financial Statements for the year ended 30 September 2012 and if they are approved to adopt them;

To appoint Directors; and

To re-appoint the auditors and authorise the Directors to fix their remuneration.

By Order of the Board

K Halpenny  
Secretary

Date: 5 December 2012

- Notes:
- i) A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A person so appointed must be a Member of the Company. The instrument appointing a proxy must be deposited with the Secretary not less than forty-eight hours before the meeting.
  - ii) An agenda booklet for the Annual General Meeting setting out the resolutions and containing the minutes of the last Annual General Meeting will be sent to Members prior to the Meeting together with a form of proxy.

## **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

### **DIRECTORS OF THE COMPANY**

P. J. Russell (Chairman) *	Charles Russell LLP
P.M. Crossley	Hammonds LLP
C. J. Harris	Clyde & Co LLP
A.M. Horne	Hill Dickinson LLP
R. J. Parker *	Reed Smith LLP
A. J. Paton	Pinsent Masons LLP
C. C. Perrin	Clifford Chance LLP
B. W. D. Richards *	Lawrence Graham LLP
J. F. Rosenheim	SNR Denton LLP
P. J. H. Vaughan	Simmons & Simmons LLP
E. C. J. Wells *	Hogan Lovells International LLP

\* Member of the Audit and Investment Committee

### **SECRETARY**

K Halpenny

### **MANAGER**

S.I.M.I.A. Management Company,  
90 Fenchurch Street, London, EC3M 4ST.

Directors of S.I.M.I.A. Management Company.

R.A.A. Harnal  
M.K. Levey  
A. Salim

### **AUDITORS**

Moore Stephens LLP, Chartered Accountants  
150 Aldersgate Street, London, EC1A 4AB

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **REPORT OF THE DIRECTORS**

The Directors have pleasure in presenting their Report and the Financial Statements for the year ended 30 September 2012.

### **Principal Activities**

The principal activity of the Company during the year was the management of the run-off of the Company's business as a mutual insurer of Solicitors against risks arising from professional negligence following the decision of the Members of the Company in March 2011 to cease accepting any new business and to place the Company into run-off.

The Company has appointed S.I.M.I.A. Management Company as sole Managers to manage its business affairs and operations and has appointed Thomas Miller Investment Ltd to manage the Company's investment portfolio. Both S.I.M.I.A. Management Company and Thomas Miller Investment Ltd are owned by Thomas Miller Holdings Limited.

The Company has no employees.

The Board of Directors purchased Directors' and Officers' Liability Insurance to indemnify the Directors and Officers of the Company against loss arising from any claim made against them jointly or severally by reason of any wrongful act in their capacity as Director or Officer of the Company. The insurance also covers the Company's loss when it is required or permitted to indemnify the Directors or Officers pursuant to the law, Common or Statutory, or the Articles of Association. The cost of the insurance is met by the Company and the premium is detailed in note 8 to the Financial Statements.

### **Directors and Officers**

The names of the Directors of the Company as at year end are shown on page 2.

In accordance with Article 19 Messrs. P.M. Crossley, C.C. Perrin and B.W.D. Richards retire by rotation. Messrs P.M. Crossley and C.C.Perrin do not seek re-appointment. Being eligible for reappointment B.W.D.Richards will seek re-appointment at the forthcoming Annual General Meeting.

Messrs R.J. Parker and J.F.Rosenheim will also be retiring at the forthcoming Annual General Meeting.

The Board wish to thank them for their contribution to the affairs of the Association.

In the case of each of the persons who are Directors at the time this report is approved, the following applies:

- (a) So far as the Directors are aware, there is no relevant audit information of which the Company auditors are unaware, and
- (b) They have taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company auditors are aware of that information.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **REPORT OF THE DIRECTORS (Continued)** **State Of Affairs**

Following the Annual General Meeting held on 22 February 2011, the Members resolved on 24 March 2011 by Special Resolution that the Company should cease accepting new business and be placed into run-off.

This decision was taken following deterioration in the Company's financial position which had been caused by a dramatic increase in its estimated claims liabilities. The deteriorating financial position was compounded by unsatisfactory premium rates.

In the Directors' Report and Financial Statements for the year ended 30 September 2011 the Company announced a Supplementary Call of £15.8m to address the deterioration in the financial position.

The claims experience for the year ended 30 September 2012 suggests a moderation in the claims deterioration and the emergence of a more settled claims pattern. Although the early policy years continue to deteriorate, the deterioration is less acute than last year and more of the claims on the early open policy years have either been closed or are close to final resolution. The total deterioration this year of £1.6m is all attributable to the 2007 and prior open policy years, and is before taking into account claims handling provisions and expenses of £0.5m. The deterioration is however a marked improvement on the total deterioration of £22.6m experienced last year. The policy years 2008, 2009 and 2010 are relatively undeveloped but the claims experience on these years suggest a final outcome for each of the years that is in line with that forecasted.

During the course of the year the Company submitted a revised Scheme of Operation (Run - off plan) to the FSA which anticipates a ten-year run-off period.

### **Financial Results**

The Income and Expenditure Account (on page 9) and the Balance Sheet (on page 10), together with the notes to the Financial Statements, set out the Company's financial performance in detail. The following table compares key financial information for the year-end 30 September 2012 and 30 September 2011.

	2012 £'000	2011 £'000
Gross premium written	15,251	12,536
Provision for unearned premiums	27	755
Reinsurance premium	(835)	(3,933)
Net claims incurred	(1,148)	(22,588)
Operating expenses	(682)	(812)
Surplus/(deficit) on technical account	<u>12,613</u>	<u>(14,043)</u>
Net Investment Income & Tax	120	248
Surplus/(deficit) for the financial year	<u>12,733</u>	<u>(13,795)</u>
Free reserves/(deficit) at year end	<u>3,490</u>	<u>(9,243)</u>

The Directors have set in place formal investment policies and objectives. The primary objective is to conserve and accumulate capital to cover future obligations. Within and ancillary to this primary objective is a secondary objective to maximise the post-tax yield. The investment return for the year excluding cash at bank was 2.78%.

The Company exceeded the Base Capital Resource Requirement (BCRR) of £2.292m by £1.142m.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **REPORT OF THE DIRECTORS (Continued)**

### **Meetings of the Directors**

The Board of the Company met formally on two occasions during the year to carry out the general and specific responsibilities entrusted to it by the Members under the Articles of Association.

The Directors received and discussed written reports from the Managers on financial development, investment of its portfolio, major claims paid or outstanding, proposed supplementary calls, closing of policy years, the assigned risk pool, approval of the run-off plan and changes to the Articles of Association.

The Annual Reports and Financial Statements for the year ended 30 September 2011 were approved by the Board for submission to the members of the Association at the Annual General Meeting.

### **Board Committees**

The Board has delegated specific authority to a number of committees. The Board is informed of the main issues discussed and all minutes of the meetings of the committees are distributed to the Board.

Following the decision of the Company to go into run-off it was decided to disband the Reinsurance, Nominations and Marketing Committees. It was also decided that, as the Audit & Investment Committee is to be responsible for exercising oversight over the Company's Run off, the Chairman should join this committee.

**The Audit and Investment Committee** comprising Messrs R.J.Parker, B.W.D.Richards, P.J. Russell and E.C.J.Wells assists the Board in discharging its responsibilities for the integrity of the Financial Statements, compliance with regulatory requirements, assessing the business risks the Company faces, determining as well as monitoring the Company's investment policy and overseeing the run- off plan.

The Committee met on six occasions in the course of the year.

**The Claims and Reserving Committee** comprising Messrs A.J.Paton, B.W.D.Richards J.F.Rosenheim and Ms A.Horne assists the Board in reviewing notified claims to ensure that the Company holds adequate individual and overall claims reserves. The Committee met twice in the course of the year.

### **Risk Management**

The Company is exposed to financial risk to its assets and on its liabilities. The most significant risks are market risk, credit risk, insurance risk and reinsurance risk. The Company has policies and procedures in place to mitigate all these risks.

Market risk relates to the risk of changes in the financial markets affecting the value of the Company's investments. The investment performance is monitored by means of reports from the Investment Manager to the members of the Audit and Investment Committee who in turn report to the Board.

Credit risk relates to the risk of Members failing, in whole or in part, to meet their obligations to the Company. Exposure to non-payment of premiums is mitigated by strong credit control procedures and monitored by regular reports to the Board.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **REPORT OF THE DIRECTORS (Continued)**

### **Risk Management (continued)**

Insurance Risk is the risk associated with claims on the Company. Exposure is mitigated by a strategy of risk transfer through the Company's reinsurance programme and holding sufficient free reserves. The reserves held by the Company for individual notifications are reviewed twice a year by the Claims and Reserving Committee, and that Committee also reviews the claims reserves set at the end of the year.

Reinsurance risk relates to the possibility of a reinsurer defaulting and being unable to meet their obligations under the treaties. This risk has been mitigated by only placing reinsurance with reinsurers holding a Standard & Poor rating of A- or higher and limiting the maximum line with any one reinsurer to 25 per cent on any one layer. As the Company is now in run-off it no longer purchases reinsurance.

### **Statement of Directors' Responsibilities**

The Directors are responsible for preparing the Directors' Report and the Financial Statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Financial Statements for each financial year. Under that law, the Directors have elected to prepare the Financial Statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Standards and applicable law). Under Company law, the Directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the Profit or Loss of the Company for that period. In preparing these Financial Statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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;
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Auditors**

The Company's auditors, Messrs Moore Stephens LLP, have expressed their willingness to continue to serve as the Company's auditors. A resolution for their re-appointment and to authorise the Directors to fix their remuneration will be submitted to the forthcoming Annual General Meeting.

By order of the Board

P.J.Russell  
Chairman

Date: 5 December 2012

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **REPORT OF THE INDEPENDENT AUDITORS**

### **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED ('THE COMPANY')**

We have audited the Company's Financial Statements of Solicitors Mutual Insurance Association Limited for the year ended 30 September 2012 which are set out on pages 9 to 24. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors Responsibilities Statement set out on page 6 the Directors are responsible for the preparation of the Financial Statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the Financial Statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **Scope of the audit of financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the Financial Statements sufficient to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the Financial Statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited Financial Statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the Financial Statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2012 and of its surplus 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.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **REPORT OF THE INDEPENDENT AUDITORS (continued)**

### **Emphasis of Matter – Technical Provisions**

In forming our opinion, which is not qualified, we have considered the adequacy of the disclosures made in accounting policy note 2(d) and note 7 of the Financial Statements concerning the inherently uncertain ultimate outcome of liability claims and the amount of the technical provisions. In view of the significance of this uncertainty we consider that it should be drawn to your attention.

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the Financial Statements.

### **Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the Financial Statements are not in agreement with the accounting records or returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Simon Gallagher (Senior Statutory Auditor)  
For & on behalf of Moore Stephens LLP, Statutory Auditor  
150 Aldersgate Street  
London, EC1A 4AB

Dated: 5 December 2012

**SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

**INCOME AND EXPENDITURE ACCOUNT**

**For the year ended 30 September**

	Note	2012	2011
		£	£
<b>TECHNICAL ACCOUNT</b>			
Earned premium net of reinsurance			
Gross premiums written	2(b)	15,250,878	12,535,743
Outward reinsurance premiums	5	(835,255)	(3,933,412)
		<u>14,415,623</u>	<u>8,602,331</u>
Change in gross provision for unearned premiums	6	42,154	1,151,619
Reinsurers' share	6	(14,646)	(396,898)
Change in net provision for unearned premiums	6	<u>27,508</u>	<u>754,721</u>
	(A)	<u>14,443,131</u>	<u>9,357,052</u>
Claims paid net of reinsurance			
Claims paid			
Gross amount	7(a)	(11,394,683)	(14,469,808)
Reinsurers' share	7(b)	<u>4,121,607</u>	<u>7,856,545</u>
		<u>(7,273,076)</u>	<u>(6,613,263)</u>
Change in the provision for claims			
Gross amount	2(d),7(c)	5,866,591	(12,828,110)
Third party recoveries		148,056	(1,387,926)
Reinsurers' share	7(d)	<u>110,463</u>	<u>(1,758,524)</u>
		<u>6,125,110</u>	<u>(15,974,560)</u>
Claims incurred net of reinsurance	(B)	<u>(1,147,966)</u>	<u>(22,587,823)</u>
Net operating expenses	8 (C)	(682,077)	(812,100)
Balance on the technical account	A+B+C=	<u>12,613,088</u>	<u>(14,042,871)</u>
<b>NON TECHNICAL ACCOUNT</b>			
Investment income	9	430,775	453,930
Unrealised (loss) / gains on investments	10	(197,599)	(57,859)
Investment expenses and charges	9	(83,338)	(83,091)
	D	<u>149,838</u>	<u>312,980</u>
Surplus / (deficit) on ordinary activities before tax	A+B+C+D	12,762,926	(13,729,891)
Tax on ordinary activities	11(a)	<u>(29,987)</u>	<u>(65,210)</u>
Surplus / (deficit) for the financial year		<u>12,732,939</u>	<u>(13,795,101)</u>
Reserves at 1 October 2011		<u>(9,242,919)</u>	<u>4,552,182</u>
Reserves at 30 September 2012		<u>3,490,020</u>	<u>(9,242,919)</u>

All activities represent continuing activities. There are no recognised gains or losses other than those shown in the Income and Expenditure Account.

The accounting policies and notes on pages 12 to 24 form an integral part of these Financial Statements.

**SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

**Company Number 1985809**

**BALANCE SHEET  
As at 30 September**

		<b>2012</b>	<b>2011</b>
		£	£
<b>ASSETS</b>			
Investments			
Other financial investments	12	8,686,841	9,416,269
Reinsurers' share of technical provisions			
Provision for unearned premiums		-	14,646
Claims outstanding	7(d)	<u>6,403,965</u>	<u>6,293,502</u>
		<u>6,403,965</u>	<u>6,308,148</u>
Debtors arising out of direct insurance			
- Due within one year		15,102,885	5,407,187
- Due in more than one year		-	1,685,761
Other debtors	13	808,855	565,390
Cash at bank		3,762,034	4,577,337
Accrued interest		45,354	133,291
Prepayments	14	<u>14,708</u>	<u>14,708</u>
		<u>34,824,642</u>	<u>28,108,091</u>
<b>LIABILITIES</b>			
Reserves			
Income and expenditure account		<u>3,490,020</u>	<u>(9,242,919)</u>
Technical Provisions			
Provision for unearned premiums			
Gross amount		-	42,156
Claims outstanding			
Gross amount	2(d), 7(c)	<u>29,059,810</u>	<u>34,926,401</u>
		<u>29,059,810</u>	<u>34,968,557</u>
Creditors			
Reinsurance creditor		1,755,077	2,054,061
Other creditors	15	<u>519,735</u>	<u>328,392</u>
		<u>2,274,812</u>	<u>2,382,453</u>
		<u>34,824,642</u>	<u>28,108,091</u>

These Financial Statements were approved by the Board of Directors and were signed on its behalf on 5 December 2012 by:

Director:

Director:

Signed on behalf of the Managers:  
S.I.M.I.A. Management Company

The accounting policies and notes on pages 12 to 24 form an integral part of these Financial Statements.

**SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

**CASH FLOW STATEMENT**  
**For the year ended 30 September**

**Operating activities**

	Note	2012 £	2011 £
Premiums received from Members		7,240,939	10,388,834
Reinsurance paid		(1,229,650)	(4,559,488)
Claims paid (note 7(a))		(11,394,683)	(14,469,808)
Reinsurance recovered		4,121,608	7,870,045
Other operating cash flow payments		(455,509)	(786,353)
Net cash (outflow) from operating activities	16	<u>(1,717,295)</u>	<u>(1,556,770)</u>

**CASH FLOW STATEMENT**

Net cash Inflow/(outflow) from operating activities	16	(1,717,295)	(1,556,770)
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**Returns on investment and servicing of finance**

Investment return		256,155	285,422
Investment expenses		(83,339)	(83,091)
		<u>172,816</u>	<u>202,331</u>

**Taxation**

Corporation tax paid	11(c)	(65,211)	(119,892)
		<u>                </u>	<u>                </u>

Increase in cash, deposits

and investments in the year	18	<u>(1,609,690)</u>	<u>(1,474,331)</u>
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**Cashflows were invested as follows**

(Decrease) / increase in cash	17	(815,303)	3,512,027
Net portfolio investment			
Sale / (purchase) of units in unit trusts	18	336,446	(5,204,241)
(Purchase) / sale of fixed income securities	18	(1,130,833)	217,883
	18	<u>(1,609,690)</u>	<u>(1,474,331)</u>

The accounting policies and notes on pages 12 to 24 form an integral part of these Financial Statements.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **1. Constitution**

The Company is incorporated in England as a Company limited by guarantee and not having a share capital.

In pursuance of its business and in accordance with its Memorandum, Articles of Association and its Rules, the Company has the right to make Supplementary Calls on its Members to meet its liabilities.

In the event of the winding up of the Company, after its liabilities have been satisfied, any remaining assets would be distributed to the Members in accordance with the provisions contained in the Articles of Association.

### **2. Accounting Policies**

These Financial Statements have been prepared under the historical cost convention as modified to include investments at market value, in compliance with schedule 3 to the Large and Medium sized Companies and Groups (Accounts and Reports) Regulations 2011 (SI 2011/410) of the Companies Act 2006 and in accordance with applicable accounting standards in the U.K. and with the Statement of Recommended Practice issued by the Association of British Insurers in December 2005 (as amended in December 2006). The Statutory "Profit and Loss Account" is replaced by "Income and Expenditure Account" throughout these Financial Statements consistent with the Mutual status of the Company. The particular accounting policies adopted are described below.

#### (a) Accounting convention

##### (i) Going concern basis

The Directors have assessed the position of the Company and are of the opinion that the Company has adequate resources to meet its insurance and other liabilities as they fall due for payment. The Company has maintained a margin over the minimum regulatory capital requirements for this year, and on the basis of the information currently available, there are no indications that the position will change in the twelve months from the signing of these financial statements. The Directors have reasonable expectation that the Company will be able to continue in operational existence as a going concern for the foreseeable future.

In addition the Company has the ability to raise additional capital by way of Supplementary Calls on open policy years. The Company has the power to make Special Supplementary Calls – payment of up to 100% of the premium deferral originally granted to members – and General Supplementary Calls. General Supplementary Calls are limited to three times the gross premium paid by members in any one policy year. The Company's ability to make Supplementary Calls of this magnitude will suffice to meet any additional capital requirements and other liabilities.

The Company has made Supplementary Calls in previous years and the Board made an additional Supplementary Call of £15.8m on 9 January 2012 to correct a deficit in its Balance Sheet.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

### **2. Accounting Policies (continued)**

#### **(ii) Annual accounting**

These Financial Statements have been prepared on an annual accounting basis, with the premiums charged to Members and the claims incurred, and reinsurance allocated to the underwriting policy year to which they relate. The realised and unrealised investment income is allocated proportionately to the average balance of funds on each policy year. Operating expenses are allocated to the current year.

#### **(iii) Policy year accounting**

The Company's business is accounted for on an annual basis. For the purposes of reporting to Members, all transactions, including calls, reinsurance premiums payable, claims and reinsurance recoveries, are allocated to the policy year to which they relate. In the case of claims and reinsurance recoveries, the appropriate year is decided by the date on which the claim or the potential claim giving rise to the claim is notified to the Company. Other income and expenditure is allocated to the current policy year.

Members remain liable for their rateable proportions of any excess of claims and expenses over income for any open policy year. Underwriting years are closed only when the Directors are satisfied that the information on claims payable is sufficiently reliable to enable the outcome of that year to be determined with reasonable accuracy. The Income and Expenditure account presents the aggregate of changes during the financial year on all policy years, both open and closed.

#### **(iv) Closed policy year**

Policy years are closed when sufficient information is available for a result to be determined with reasonable certainty. Policy years 1986 to 2000 are closed.

#### **(b) Gross premiums written**

Gross premiums written comprise advance calls, premium deferrals and Special and General supplementary calls. These represent the total receivable for contracts with an inception date during the accounting period together with any premium and supplementary call adjustments relating to prior periods.

Advance calls are calls made gross of deferral and recognised on an inception basis.

Premium deferral (reduction as per the Rules of the Company) is given to those Members committing to accept a specified level of cover for a specified period.

The Company has the right to call back premium deferral given on a notified basis. These are described as Special Supplementary Calls.

The Company has the right to make General Supplementary Calls in respect of any Open Policy Year. The amount of any General Supplementary Call cannot however exceed in aggregate a sum equivalent to three times a Member's net premium income (gross premium less brokerage or commission) for that policy year.

# SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 2. Accounting Policies (continued)

#### (b) Gross premiums written (continued)

No specific provision is made in the accounts for any Special or General Supplementary Calls unless and until the Directors decide that any such calls shall be made.

	2012 £	2011 £
Advance call	(22,284)	7,215,803
Special supplementary call	7,376,210	3,859,569
General supplementary call	8,423,790	2,515,325
Bad debt provision on supplementary calls	(528,198)	-
Premium Deferral	1,360	(1,054,954)
	<u>15,250,878</u>	<u>12,535,743</u>

#### (c) Change in net provision for unearned premiums

Unearned premium is the proportion of premium that is debited in one accounting period but relates to subsequent accounting periods. This has been calculated on a daily pro-rata basis.

#### (d) Claims

Claims are accounted for on a notifications basis.

The claims provision in the Balance Sheet represents:

- I. Estimated claims and defence costs as at 30 September 2012, on notified claims for all policy years.
- II. An additional amount to provide against adverse development on estimated and unestimated claims and circumstances.
- III. A provision for the Managers' future claims handling costs in respect of (I) and (II).

Claims incurred in the Income and Expenditure Account includes:

- (I) Claims and defence costs paid during the year;
- (II) The claims handling costs of the Managers (see note 7(a)); and
- (III) The movement in the claims provision (see note 7c).

Case estimates are set using information provided by the lead underwriter and solicitors instructed to act for insured. Solicitors acting for insured's base their estimates on the information available about individual claims and their experience of similar cases. The Managers' legally qualified in-house claims handlers are guided by the reserves recommended by the solicitors instructed to act for insured's.

Where it is not yet possible to make an assessment of the likely outcome of a claim, the Managers will consider the details of the claims and where appropriate record estimates, including an additional provision for potential deterioration if required.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

### **2. Accounting Policies (continued)**

#### **(d) Claims (continued)**

The Managers report to the Claims and Reserving Committee which considers the estimates and approves the year-end reserves. The Company's claims profile does not readily lend itself to setting claims reserves on the basis of statistical analysis. Past experience is one of the factors used to project the ultimate cost of claims for more recent years.

The provision for outstanding claims is based on information available at the balance sheet date. The majority of claims are settled only after extensive investigation and negotiation, which can take a number of years to complete. Accordingly, the ultimate cost of such claims cannot be known with certainty at the balance sheet date.

Subsequent information and events may result in the ultimate liability being greater or less than the amount provided. Any differences between provisions and subsequent settlements are dealt with in the general business technical account in later years.

#### **(e) Reinsurance**

Reinsurance recoveries and reinstatement premiums are accrued to match the relevant claims that have been charged to the Income and Expenditure Account.

#### **(f) Investment income**

This comprises investment income received during the year adjusted in respect of interest receivable at the year end. The investment income is apportioned among and between the different policy years and reserves from which the funds originated.

#### **(g) Investments**

Investments are stated in the Balance Sheet at market value. Unrealised investment gains and losses as a result of movements in the market value of investments are accounted for through the Non-Technical Account. Realised gains and losses are recognised at time of disposal as proceeds less original acquisition costs.

#### **(h) Taxation**

Unrealised gains and losses as a result of movements in the market value of unit trusts and fixed interest investments are accounted for through the Non-Technical Account. A taxation charge or credit arises based on the unrealised movement in the year.

### **3. Related party disclosures**

The Company has no share capital and is controlled by the Members who are also the insured's. The resulting insurance transactions are consequently deemed to be between related parties but these are the only transactions between the Company and the Members.

All the Directors are Members of the Company and other than the insurance; the Directors have no financial interests in the Company.

S.I.M.I.A. Management Company received £810,000 (2011 - £810,000) from the Company in respect of management fees for the period.

# **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

### **4. Management costs**

The management fee paid to S.I.M.I.A. Management Company is apportioned between the different management functions. A portion of the fee is allocated to acquisition costs, and in the case of the Company acquisition costs has been interpreted by the Directors and Managers as the cost of processing renewals and premium adjustment. Costs are allocated to: claims handling; investment management services and administration expenses, which include regulatory compliance, the preparation of accounts and general management.

Following the decision to place the Company into run-off, the apportionment of the management fee has been changed from that shown in the Directors' Report and Financial Statement for last year to reflect the functions which now consume a greater proportion of management resource.

	<b>2012</b>	<b>2011</b>
	£	£
Acquisition costs (note 8)	101,250	408,260
Claims handling (note 7(a))	243,000	163,230
Administration expenses (note 8)	384,750	163,230
Investment management services (note 9)	81,000	75,280
	<hr/> <u>810,000</u>	<hr/> <u>810,000</u>

Claims handling costs are treated as part of claims paid (note 7(a)).

Acquisition and administration expenses are included in the net operating expenses (note 8).

### **5. Reinsurance premiums**

The Company wrote a maximum of £4.5m any one claim. From the 2008 policy year onwards the Company has reinsurance protection of £1m in excess of £1m (subject to an aggregate excess of £1m), and £2.5m excess of £2.0m. The Company also had fees break-out cover of £1m in excess of £4.5m. The reinstatement provisions on the reinsurance contract are as follows:

Four reinstatements on the layer £1m in excess of £1m.

Four reinstatements on the layer £2.5m in excess of £2m.

For U.S.A. and Canadian exposures (excluded under the main reinsurance contract), the Company has reinsurance protection which cover claims and defence costs of £3m in the aggregate, in excess of £1.5m in the aggregate, costs inclusive, each additional risk. Two reinstatements are available on this layer of Cover.

The maximum possible net loss to the company from one incident is £2m.

In arranging reinsurance contracts, the Company carried out financial checks on the prospective reinsurers in order to gain confidence that recoveries will be settled if and when they fall due.

# SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 6. Unearned premium

Unearned premium is that part of gross premiums written which is estimated to be earned in the following or subsequent financial years.

The Income and Expenditure Account shows the change in the provision for unearned premium and comprises the following:

	<b>2012</b> £	<b>2011</b> £
Change in gross provision for unearned premiums	42,154	1,151,619
Change in the provision for unearned premiums, reinsurers' share	<u>(14,646)</u>	<u>(396,898)</u>
	<u>27,508</u>	<u>754,721</u>

### 7(a). Claims paid

	<b>2012</b> £	<b>2011</b> £
Gross claims and costs	11,151,683	14,872,340
Claims handling (note 4)	243,000	163,230
Third party recoveries	<u>-</u>	<u>(565,762)</u>
	<u>11,394,683</u>	<u>14,469,808</u>

### 7(b). Reinsurers' share of gross claims paid

	<b>2012</b> £	<b>2011</b> £
Reinsurance recoveries	<u>4,121,607</u>	<u>7,856,545</u>

### 7(c). Change in gross provision for claims

	<b>2012</b> £	<b>2011</b> £
Claims outstanding at end of year	29,059,810	34,926,401
Claims outstanding at beginning of year	<u>(34,926,401)</u>	<u>(22,098,291)</u>
(Decrease) / increase in gross provision for claims	<u>(5,866,591)</u>	<u>12,828,110</u>

For many years the Company considered itself to be an insurer of a "quasi-catastrophe" nature. This was because it generally insured the layers above £2m or £3m and very few claims resulted in payments in excess of £1m or £2m from the ground up.

The Company's more recent claims experience however suggests that the layers of insurance above £2m or £3m have become working layers.

# SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 7(c). Change in gross provision for claims (continued)

The deterioration of claims is all attributable to the 2007 and prior policy years. The deterioration is less than last year suggesting that the level of deterioration on the early policy years is reducing. Policy years 2008, 2009 and 2010 are relatively undeveloped but the claims experience suggests that the final outcome will be in line with expectation.

The deterioration of £1.148m (2011 £22.588m) analysed across the relevant policy years is as follows:

Policy Year	Deterioration £	Improvement £	Total £
1995	(23,189)	-	(23,189)
1996	(13,500)	-	(13,500)
2003	(258,555)	-	(258,555)
2004	-	147,870	147,870
2005	(343,086)	-	(343,086)
2006	(914,553)	-	(914,553)
2007	(185,953)	-	(185,953)
2008	-	-	-
2009	-	-	-
2010	-	-	-
	<u>(1,738,836)</u>	<u>147,870</u>	<u>(1,590,966)</u>
Release from claims handling provisions			200,000
Claims handling expenses ( Note 4)			<u>243,000</u>
			<u>(1,147,966)</u>

Having reviewed the notifications made to date in respect of all policy years, the Claims and Reserving Committee of the Board considers the gross claims provision of £29.1m (net £22.7m) for all policy years to be reasonable.

The movement in the gross provision for claims is the difference between the provision for outstanding claims on all policy years at the beginning of the year and the equivalent provision at the end of the year, after deduction of all claims paid during the financial year and addition of the allowance for new claims notified in the 2010 policy year.

## **SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

#### **7(d). Change in Reinsurers' share of technical provision**

For more information about the study, please contact Dr. John Smith at (555) 123-4567 or via email at [john.smith@researchinstitute.org](mailto:john.smith@researchinstitute.org).

The reinsurers' share represents the provision for that part of the gross claims provision, which is recoverable from reinsurers .It is based on estimated recoveries against actual claims and costs payments made and estimated claims and costs provisions.

The movement in the reinsurers' share of outstanding claims is the difference between the provision at the start and at the end of the financial year.

#### **8. Net operating expenses**

	2012	2011
	£	£
<b>Acquisition costs</b>		
Management costs (note 4)	101,250	408,260
Brokerage	55	139,535
	<hr/> 101,305	<hr/> 547,795
<b>Administration expenses</b>		
Legal and Professional fees	-	21,225
Directors' and Officers' Liability Insurance	19,610	18,485
Printing costs	1,420	2,971
Meeting expenses	575	136
Financial Services Authority Fees	11,751	8,995
Financial Services Compensation Scheme Levy	20,480	8,654
Auditors' remuneration	38,964	34,074
Auditors' remuneration in respect for prior period	42,472	-
Auditors' remuneration for controls audit	-	6,535
Run-off fee	60,750	-
Management costs (note 4)	<hr/> 384,750	<hr/> 163,230
	<hr/> 682,077	<hr/> 812,100

Acquisition costs are the costs of underwriting, processing renewals and premium adjustments and credit control. Administration expenses include the costs of regulatory compliance, the preparation of accounts and general management.

The run-off fee is payable to S.I.M.I.A Management Company for the work leading to the decision to place the Company in run off. This was agreed in the year ended 30 September 2012 but was in respect of work carried out in the year ended 30 September 2011.

There were no Directors' emoluments during the year.

# SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 9. Investment income

	<b>2012</b>	<b>2011</b>
	£	£
Interest on listed investments	429,697	285,392
Bank deposit interest	137	740
	<hr/>	<hr/>
429,834	286,132	
Gains on realisation of investments	941	167,798
	<hr/>	<hr/>
430,775	453,930	

### Investment expenses and charges

	<b>2012</b>	<b>2011</b>
	£	£
Investment management expenses:		
Banking and custodial charges	2,338	7,811
Investment management services (note 4)	81,000	75,280
	<hr/>	<hr/>
83,338	83,091	

### 10. Unrealised gains on investments

	<b>2012</b>	<b>2011</b>
	£	£
Market value (note 12)	8,686,841	9,416,267
Cost (note 12)	8,593,727	9,125,557
Gains at year end	<hr/>	<hr/>
	93,114	290,710
Unrealised gains on equities	-	-
Unrealised (losses)/gains on bonds	(197,599)	(57,859)
Unrealised gains movement during the year	<hr/>	<hr/>
	(197,599)	(57,859)

### 11. Taxation

- (a) By virtue of its mutual status, the Company is not liable to tax on its insurance operations. It is liable to tax on its investment income and gains. The charge in the Income and Expenditure Account represents:

Income and Expenditure account	<b>2012</b>	<b>2011</b>
	£	£
UK Corporation tax at 20% (2011 - 27%)	29,987	84,495
Marginal Relief	-	(19,285)
Total current tax (note 11b)	<hr/>	<hr/>
	29,987	65,210

# SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### Taxation (continued)

- (b)** The tax assessed for the period is lower than the standard rate of corporation tax in the UK (20% / 27%). The differences are explained below:

	<b>2012</b> £	<b>2011</b> £
Surplus / (deficit) on ordinary activities before tax	12,762,926	(13,729,891)
Surplus / (deficit) on ordinary activities multiplied by Standard rate of corporation tax in the UK of 20% / 27%	2,552,585	(3,707,071)
<i>Effects of:</i>		
Non-taxable mutual insurance operations	(2,522,617)	3,791,566
Marginal Relief	-	(19,285)
Other taxable items	<u>19</u>	<u>-</u>
Current tax charge	<u>29,987</u>	<u>65,210</u>

**(c) Balance Sheet**

Taxation Creditor	<b>2012</b> £	<b>2011</b> £
Taxation creditor brought forward	65,210	119,892
Payment of corporation tax	<u>(65,210)</u>	<u>(119,892)</u>
UK Corporation tax for the current year	29,987	84,495
Marginal relief	-	(19,285)
Creditor as at 30 September (note 15)	<u>29,987</u>	<u>65,210</u>

**(d) Deferred taxation**

There was no deferred tax asset at the year-end.

# SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### 12. Other Financial Investments

	<b>Market Value 2012</b> <b>£</b>	<b>Market Value 2011</b> <b>£</b>	<b>Cost 2012</b> <b>£</b>	<b>Cost 2011</b> <b>£</b>
Other financial investments comprise:				
Fixed interest securities	5,926,102	6,991,975	5,832,988	6,701,263
Units in unit trusts	2,748,255	2,373,972	2,748,255	2,373,972
Cash Deposits	12,484	50,322	12,484	50,322
	<u>8,686,841</u>	<u>9,416,269</u>	<u>8,593,727</u>	<u>9,125,557</u>

	<b>Market Value 2011</b> <b>£</b>	<b>Market Value 2010</b> <b>£</b>	<b>Cost 2011</b> <b>£</b>	<b>Cost 2010</b> <b>£</b>
Other financial investments comprise:				
Fixed interest securities	6,991,975	6,729,219	6,701,263	6,480,043
Units in unit trusts	2,373,972	7,518,874	2,373,972	7,419,480
Cash Deposits	50,322	44,583	50,322	44,583
	<u>9,416,269</u>	<u>14,292,676</u>	<u>9,125,557</u>	<u>13,944,106</u>

All holdings in fixed income securities are in securities traded on recognised exchanges. All investment in unit trusts is in authorised unit trusts. Undertakings for Collective Investment in Transferable Securities (UCITS) are funds held for the short term.

SI 2011/410 of the Companies Act 2006 states the categories of investment income to be disclosed in the Financial Statements. The fund's investment holdings do not fall into any specific category and as a result, they are disclosed as other financial investments.

### 13. Other debtors

	<b>2012</b> <b>£</b>	<b>2011</b> <b>£</b>
Claims recoveries from third parties	713,446	565,390
Other Debtor	95,409	-
	<u>808,855</u>	<u>565,390</u>

Claims recoveries from third parties are all claims recoveries other than reinsurance recoveries.

**SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)**

**14. Prepayments**

	<b>2012</b>	<b>2011</b>
	£	£
Fees paid in advance	14,708	14,708

**15. Other creditors**

	<b>2012</b>	<b>2011</b>
	£	£
Accrued expenses	45,528	33,953
Insurance premium tax	444,220	229,229
Taxation (note 11(c))	29,987	65,210
	<hr/>	<hr/>
	519,735	328,392

**16. Net cash flow from operating activities**

Reconciliation from surplus on ordinary activities before tax to net cash outflow from operating activities	<b>2012</b>	<b>2011</b>
	£	£
Surplus / (deficit) on ordinary activites before tax	12,762,926	(13,729,891)
(Increase) in debtors	(8,009,937)	(2,134,535)
(Decrease) in creditors	(167,828)	(599,203)
(Decrease) in provision for unearned premiums	(27,508)	(754,721)
(Decrease) / increase in net provision for claims	(6,125,111)	15,974,560
Realised investment gains	(430,775)	(453,930)
Increase in market value of investments	197,599	57,859
Investment expenses	83,339	83,091
	<hr/>	<hr/>
Net cash (outflow) from operating activities	(1,717,295)	(1,556,770)

**17. Movement in opening and closing portfolio investments**

	<b>2012</b>	<b>2011</b>
	£	£
Net cash (out)/in flow for period	(815,303)	3,512,027
Portfolio investments	(794,387)	(4,986,358)
	<hr/>	<hr/>
Movement arising from cashflows	(1,609,690)	(1,474,331)
Movement on investment valuations	64,960	109,948
	<hr/>	<hr/>
Movement for the year	(1,544,730)	(1,364,383)
Portfolio investments at 1 October	13,993,606	15,357,989
Portfolio investments at 30 September	12,448,876	13,993,606

# SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED

## NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

### **18. Movement in cash deposits and investments in the year**

	At 1 October 2011	Cashflow	Changes to market value	At 30 September 2012
	£	£	£	£
Fixed interest securities	6,991,975	(1,130,833)	64,960	5,926,102
Units in unit trusts	2,424,292	336,446	-	2,760,740
Cash at bank	<u>4,577,337</u>	<u>(815,303)</u>	-	3,762,034
	<u>13,993,604</u>	<u>(1,609,690)</u>	64,960	<u>12,448,876</u>

The comparative figures for last year were:

	At 1 October 2010	Cashflow	Changes to market value	At 30 September 2011
	£	£	£	£
Fixed interest securities	6,729,219	217,883	44,873	6,991,975
Units in unit trusts	7,563,460	(5,204,241)	65,073	2,424,292
Cash at bank	<u>1,065,310</u>	<u>3,512,027</u>	-	4,577,337
	<u>15,357,989</u>	<u>(1,474,331)</u>	109,946	<u>13,993,604</u>

### **19. Location and nature of business**

All operations are direct professional indemnity insurance written within the United Kingdom. All business is classified as third party liability insurance.

**SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

**SOLICITORS INDEMNITY MUTUAL INSURANCE ASSOCIATION LIMITED**

Registered in England No. 1985809

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