



THE TOPSY FOUNDATION UK

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 MARCH 2013

CHRISTOPHER THOMAS, ACMA

2 WOOTTON DRIVE

STAFFORD

ST16 1PU

| <u>CONTENTS</u> | Page |
|--------------------------------------|----------|
| Legal and Administrative Information | 3 |
| Report of the Trustees | 4 to 7 |
| Balance Sheet | 9 |
| Statement of Financial Activities | 10 |
| Notes to the Financial Statements | 11 to 13 |

LEGAL AND ADMINISTRATIVE INFORMATION

Constitution

The Topsy Foundation UK is a Registered Charity - Number 1115428

The Charity is a Company Limited by guarantee and incorporated under the Companies Act 1985 - Number 05823488

Trustees

The Trustees who served during or for part of the year, were as follows:

Rodney Waldeck - Chairman
Michael Attwell
Rob Burlison - appointed 1st November 2012
Belinda Crowe
Silvia De Jager
Dr Christopher Walsh

Trustees are also Directors of the Topsy Foundation UK.

Patrons

Charlotte Church - resigned 1st March 2013
Alan Donnelly
Robert Sturdy MEP
Meg Mathew - resigned 1st March 2013

Company Secretary and Development Manager

Sian Venturotti - resigned 29th June 2012
Brenda Huber - appointed 29th June 2012

Registered Office

6th Floor
248 Tottenham Court Road
London W1T 7QZ

Independent Examiner

Mr Christopher Thomas, ACMA
2 Wootton Drive
Stafford
ST16 1PU

Bankers

Clydesdale Bank PLC
35 Regent Street, London SW1Y 4WD

Solicitors

Bates Wells & Braithwaite
2-6 Cannon Street, London EC4M 6YH

Website:

www.topsyfoundation.org.uk

THE TOPSY FOUNDATION UK

REPORT OF THE TRUSTEES - FOR THE YEAR ENDED 31 MARCH 2013

The Trustees are pleased to present their Report together with the Financial Statements of the Charity for the year ended 31 March 2013.

Legal and Administrative information on pages 1&2 is also included as part of the Report. The Financial Statements comply with current statutory requirements and the Statement of Recommended Practice - Accounting and Reporting by Charities.

Objects

The objects of the Charity are:

- To relieve poverty, suffering and distress and to promote and protect the physical and mental health of people in South Africa suffering from the consequences of HIV and Aids ;
- To advance the education of the public about HIV and Aids, its transmission, prevention and consequences;
- To provide education (including pre-school education and vocational and skills training) to assist in the social, educational and economic development of people in South Africa and in particular women and children in that country; and
- In each case by providing grants and other material assistance to individuals and/or organisations based in South Africa including the Topsy Foundation, South Africa which is a registered Charity in South Africa under numbers NGO 2000/027675/08, NPO 016-668 PBO 18/11/13/1720

Charitable Achievements

The funds we were able to provide to the Topsy Foundation South Africa assisted the latter to continue making a significant difference to the lives of many thousands affected by HIV / Aids in the Southern part of South Africa's Mpumalanga Province and in parts of Free State Province. In every category there has been a further year-on-year increase in the numbers assisted:

- In the year under review the main Topsy Clinic treated more than 2,500 patients a month – more than double since 2008. The Clinic provides diagnosis, anti-retroviral drugs, specialised medical treatment including the management of opportunistic infections, and educates patients and families in the management of the condition.
- The home-based care programme reached some 2300 adults and children a month, with fieldworkers drawn from local communities, providing a variety of specialised services not otherwise available, eg. basic medical care for opportunistic infections like TB and pneumonia.
- The Orphaned and Vulnerable Children programme provides homes, food parcels, free medical care, assistance with education and social welfare payments directly to more than 200 children a month, in addition to the thousands more who are helped through other programmes.

- The 12 Topsy-sponsored communal vegetable gardens provide support to 2300 people a month. Topsy also supports another 240 individual gardens feeding almost 800 people a month, providing start-up seeds, tools and expertise.
- Since the Clinic opened, not a single HIV-positive baby has been born to any HIV-positive mother completing the treatment offered by Topsy.

Charitable Activities

- The Maurice and Hilda Laing Charitable Trust continued to give valuable financial support to the work of the Charity, particularly in relation to the Community Outreach programme in South Africa. This is the last tranche of a multi-year funding programme from them and Topsy UK and South Africa are enormously grateful to them for their generosity over the years.
- For World Aids Day, students from Leicester University again made a valuable contribution by selling beadwork items produced by Topsy.
- Donor Colin Dudgeon of Stowe School, made a significant contribution to Topsy by completing a sponsored London to Paris bike ride.
- Katie Coomber and Liz Schofield also made a handsome contribution by completing a sponsored bike ride in South Africa .
- Individual regular monthly donors increased slowly and these and other donations from individuals totalled £7,696.
- Income from other sales of beadwork totalled £100.
- Topsy has also joined the Give As You Live online donation scheme, through which online retailers donate to us a proportion of spending by supporters who specify Topsy as their chosen charity.

The total of charitable funds raised during the year was £13,796 excluding bank interest received.

Plans for the Future

In South Africa, discussion continued with the Mpumalanga and National Department of Health about the future organisation of Topsy SA. The latter hoped that the Provincial DofH would be minded to take over the running of the clinic itself and then re-employing the workers there, effectively as salaried employees of the Provincial Government. These plans were, however, still under discussion and may not materialise. Until such time as they are actually implemented, the work of the Charity qua charity continues, and the need for support from Topsy UK remains unchanged.

Even if the Government absorbed the clinic as part of the former's health strategy, all Topsy's other activities will remain funded entirely by voluntary donation and charitable giving, and so the work of Topsy UK will continue to be needed.

With these objects in mind, the Charity is continuing to look at ways of raising and increasing the funds raised in support of its charitable activities. It is planning to increase the number of trustees to bring on board others with additional skills. There is also a well-advanced plan to hold a major future event at the House of Lords, with the object of recruiting new talent, raising the profile of the Charity, and raising additional income.

Organisation and Management

In the course of the year, our Development Manager Sian Venturotti, who had been working on a part-time consultancy basis, resigned.

Mindful of the need to control expenditure tightly, particularly in the current financial climate, the Board decided not to replace her and to manage the Charity themselves by voluntary effort. The new Company Secretary, Mrs Brenda Huber and the independent examiner, Mr Christopher Thomas, CIMA, both offered their services free of charge. The Board did, however, recognise the need for specialised work in the field of fund-raising and accordingly authorised the hiring on an ad-hoc basis of two fund-raising officers, Hilary Farrell and Emily Marcuson.

The Trustees meet quarterly and four Board meetings were held during the year. The Trustees also maintain regular contact with each other by email and telephone. The Chairman and another Trustee, Michael Attwel, both visited the Clinic in Grootvlei, Mpumalanga to discuss developments and met key staff members and Directors of Topsy SA.

Appointment and Removal of Trustees

The Trustees are appointed by the Board of Trustees. The Articles of Associations provide for a minimum of three trustees, with one third of trustees, or the number nearest to one third, due for re-appointment in any one year.

In the course of the year, two Trustees, Christopher Walsh and Belinda Crowe, retired and were re-elected. A new Trustee Rob Burlison was appointed and welcomed to the Board.

Trustee Induction and training

The induction process for any newly appointed trustee comprises an initial meeting with the Chair and the Board, on powers and responsibilities of the trustee board, charitable activities and fundraising strategies. A welcome pack is issued, containing a history of the organisation, copy minutes, a copy of the annual report and financial statements and a copy of the Charity Commission guidance 'The Essential Trustee'

Reserves Policy

It is the policy of the Charity to maintain unrestricted funds which are the free reserves of the Charity at a level to cover six months operational costs.

Risk Management

The Trustees have assessed the major risks to which the Charity is exposed, in particular, those related to the operations and finances of the Trust and are satisfied that systems are in place to mitigate their exposure to the major risks.

Trustees' responsibilities in relation to the Financial Statements

Law applicable to Charities in England and Wales requires the Trustees to prepare Financial Statements for each financial year which give a true and fair view of the Charity's financial activities during the year and of the financial position at the end of the year. In preparing those Financial Statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- make judgement and estimates that are reasonable and prudent;
- state whether applicable accounting standards and statements of recommended practice have been followed subject to any departures disclosed and explained in the Financial Statements;
and
- prepare the Financial Statements on the going concern basis unless it is inappropriate to presume that the Charity will continue in business.

The Trustees are responsible for keeping accounting records which disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the Financial Statements comply with the Charities Act 1993. They are also responsible for safeguarding the assets of the charity and hence taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Trustees and signed on their behalf by

Rodney Waldeck

Chairman of the Board

15 November , 2013

INDEPENDENT EXAMINER'S REPORT TO THE TRUSTEES OF THE TOPSY FOUNDATION UK

I report on the accounts of the Company for the year ended 31 March 2013, which are set out on pages 9 to 13.

Respective responsibilities of trustees and examiner

The trustees (who are also the directors of the company for the purpose of company law) are responsible for the preparation of the accounts. The trustees consider that an audit is not required for this year under section 43 (2) of the Charities Act 1993 (the 1993 Act) and that an independent examination is needed. I am qualified to undertake the examination by being a qualified member of the Chartered Institute of Management Accountants (CIMA) in England and Wales.

Having satisfied myself that the charity is not subject to audit under company law and is eligible for independent examination, it is my responsibility to :

- Examine the accounts under section 43 of the 1993 Act
- To follow the procedures laid down in the general directions given by the Charity Commission under section 43 (7) (b) of the 1993 Act and
- To state whether particular matters have come to my attention.

Basis of independent examiners report

My examination was carried out in accordance with the general directions given by the Charity Commission. An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts and seeking explanations from you as trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit and consequently no opinion is given as to whether the accounts present a "true and fair view" and the report is limited to those matters set out in the statement below.

Independent examiners statement

In connection with my examination no matters have come to my attention :

1. which give me reasonable cause to believe that in any material respect the requirements :
 - To keep accounting records in accordance with section 386 of the Companies Act 2006; and
 - To prepare accounts which accord with the accounting records, comply with the accounting requirements of section 396 of the Companies Act 2006 and with the methods and principles of the Statement of Recommended Practice: Accounting and Reporting by Charities that have not been met; or
2. To which in my opinion attention should be drawn in order to enable a proper understanding of the accounts to be reached.

Christopher Thomas, ACMA
2 Wootton Drive
Stafford
ST16 1PU

15 November 2013

THE TOPSY FOUNDATION UK
BALANCE SHEET
AT 31 MARCH 2013

| | Note | 2013 £ | 2012 £ |
|---|------|--------------|---------------|
| <u>Current Assets</u> | | | |
| Debtors | 4 | - | 736 |
| Cash at bank | | 8,140 | 10,243 |
| | | 8,140 | 10,979 |
| <u>Liabilities</u> | | | |
| Amounts falling due for payment within one year | | - | - |
| Net Current Assets | | 8,140 | 10,979 |
| Net Assets | | 8,140 | 10,979 |
| <u>Funds</u> | | | |
| Unrestricted | 5 | 8,140 | 10,979 |

For the year ended 31 March 2013, the Company was entitled to exemption from audit under s.477 of Companies Act 2006. The members have not required the company to obtain an audit of its accounts for the financial year in accordance with s.476 of the Act. The Trustees acknowledge their responsibilities.

- (a) Ensuring that the company keeps accounting records which comply with s.386 of the Companies Act 2006, and
- (b) Preparing accounts which give a true and fair view of the state of affairs of the company, as at the end of the financial year, and of its profit and loss for the financial year in accordance with the requirements of s.394 and s.395 of the Companies Act 2006, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These Accounts have been delivered in accordance with the provisions applicable to Companies subject to the small companies regime.

Approved by the Trustees on the 26 November 2013 and signed on their behalf

..... Rodney Waldeck – Chairman

THE TOPSY FOUNDATION UK
 STATEMENT OF FINANCIAL ACTIVITIES
 FOR THE YEAR ENDING 31 MARCH 2013

| | Note | Unrestricted Funds 2013 £ | Restricted Funds 2013 £ | Total Funds 2013 £ | Total Funds 2012 £ |
|--|------|------------------------------------|----------------------------------|-----------------------------|-----------------------------|
| Incoming Resources | | | | | |
| Voluntary Income | 2 | 6,707 | 6,989 | 13,696 | 43,958 |
| Deposit Interest | | 29 | - | 29 | 68 |
| Other activities | | 100 | - | 100 | 447 |
| Total Incoming Resources | | <u>6,836</u> | <u>6,989</u> | <u>13,825</u> | <u>44,473</u> |
| Resources Expended | | | | | |
| Direct Charitable Expenditure | 3 | - | 8,000 | 8,000 | 33,543 |
| Other Expenditure | | | | | |
| Cost of generating funds | 3 | 8,640 | - | 8,640 | 18,062 |
| Governance Costs | 3 | 24 | - | 24 | 474 |
| Total Resources Expended | | <u>8,664</u> | <u>8,000</u> | <u>16,664</u> | <u>52,079</u> |
| Net Incoming/(Outgoing) Resources for the year | | (1,828) | (1,011) | (2,839) | (7,606) |
| Transfer between Funds | 5 | (1,011) | 1,011 | - | - |
| Funds Balance brought forward | | 10,979 | - | 10,979 | 18,585 |
| Funds Balance carried forward | 5 | <u>8,140</u> | <u>-</u> | <u>8,140</u> | <u>10,979</u> |

THE TOPSY FOUNDATION UK
NOTES FOR THE FINANCIAL STATEMENTS – 1
FOR THE YEAR ENDED 31 MARCH 2013

1. Accounting Policies

(a) Basis of Preparation

The Financial Statements have been prepared under the historical cost convention. The Financial Statements have been prepared in accordance with the Statement of Recommended Practice (SORP) 'Accounting and Reporting by Charities' published in March, 2005, and applicable Accounting Standards.

(b) Charity Status

The Charity is a company limited by guarantee. The members of the company are the Trustees named on page 1. In the event of the Charity being wound up, the liability in respect of the guarantee is limited to £1 per member of the Charity.

(c) Fund Accounting

Restricted Funds are applied by the Trustees only on activities that fall within the restriction. Unrestricted Funds are available for the use at the discretion of the Trustees in furtherance of the general objectives of the Charity and which have not been designated for other purposes.

(d) Incoming Resources

All Incoming Resources are included in the Statement of Financial Activities when the Charity is legally entitled.

(e) Resources Expended

All Expenditure is accounted for on an Accruals basis and is recognised when the liability is incurred.

Charitable expenditure comprises amounts contributed to its Charitable Activities.

Costs of generating funds are costs associated with attracting income.

Governance costs are incurred on administration and statutory requirements.

(f) Taxation

The Charity is exempt from taxation on its charitable activities.

THE TOPSY FOUNDATION UK
 NOTES FOR THE FINANCIAL STATEMENTS – 2
 FOR THE YEAR ENDED 31 MARCH 2013

2. Voluntary Income

| | Unrestricted Funds 2013 £ | Restricted Funds 2013 £ | Total Funds 2013 £ | Total Funds 2012 £ |
|------------------------|------------------------------------|----------------------------------|-----------------------------|-----------------------------|
| Individuals & firms | 5,707 | 1,989 | 7,696 | 21,914 |
| Charitable Foundations | 1,000 | 5,000 | 6,000 | 22,044 |
| | <u>6,707</u> | <u>6,989</u> | <u>13,696</u> | <u>43,958</u> |

3. Total Resources Expended

| | Costs 2013 £ | Costs 2012 £ |
|--|--------------------|--------------------|
| Charitable Activities | 8,000 | 33,543 |
| Cost of generating funds | 8,640 | 18,062 |
| Governance costs | 24 | 474 |
| | <u>16,665</u> | <u>52,079</u> |
| Charitable Activities | | |
| Donations | <u>8,000</u> | <u>33,543</u> |
| Cost of generating funds | | |
| Fundraising Consultant, Website and Exhibition | 7,461 | 16,429 |
| Travelling | - | 1,159 |
| Telephone, Postage and Stationery | 429 | 137 |
| Equipment & Software | - | 0 |
| Sundry Expenses including Subscriptions | 751 | 337 |
| | <u>8,641</u> | <u>18,062</u> |
| Governance Costs | | |
| Independent Examiner's Fee | - | - |
| Legal Fees | - | 419 |
| Sundry Expenses | 24 | 55 |
| | <u>24</u> | <u>474</u> |
| 4. Debtors | | |
| Gift Aid – Taxation Recoverable | - | 553 |
| Expense Advance | - | 183 |
| | <u>-</u> | <u>736</u> |

THE TOPSY FOUNDATION UK
 NOTES FOR THE FINANCIAL STATEMENTS – 3
 FOR THE YEAR ENDED 31 MARCH 2013

5. Movement in funds

| | 1 April 2012 | Incoming Resources | Outgoing Resources | Transfers | 31 March 2013 |
|-------------------------------|-----------------|-----------------------|-----------------------|----------------|------------------|
| Restricted Funds: | | | | | |
| Topsy Foundation SA | - | 6,989 | (8,000) | 1,011 | - |
| Topsy Foundation UK | - | - | - | - | - |
| Total Restricted Funds | - | 6,989 | (8,000) | 1,011 | - |
| Unrestricted Funds: | | | | | |
| General Fund | 10,979 | 6,836 | (8,664) | (1,011) | 8,140 |
| Total Funds | 10,979 | 6,836 | (8,664) | (1,011) | 8,140 |

Purpose of Restricted Funds :

- Topsy Foundation SA - These are grants/donations for projects run by Topsy Foundation, South Africa
- Topsy Foundation UK - These are contributions towards the costs of running the UK office.

6. No Trustee received any remuneration or reimbursement of travel expenses during the year ended 31 March 2013.