

**THE DAME HILARY CROPPER CHARITABLE
FOUNDATION LIMITED
(A COMPANY LIMITED BY GUARANTEE)**

**ANNUAL ACCOUNTS
for the year ended
31st January 2013**

**Company Registration No. 5015106
Charity Registration No: 1101905**

**HW, CHARTERED ACCOUNTANTS
CHARTERED ACCOUNTANTS & REGISTERED AUDITORS**

FRIDAY



A30 *A2BXWBXT* 05/07/2013 #303
COMPANIES HOUSE

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

ANNUAL ACCOUNTS
For the Year ended 31 January 2013

DIRECTORS' REPORT

Reference and administrative details

Registered charity no	1101905
Company no	5015106
Directors	David Best (Chair) Christopher Ahrends Jilly Best Carl Cropper Peter Cropper Liz Pickard Ian Stephenson
Secretary	Peter Cropper
Registered Office	Sterling House 19-23 High Street Kidlington Oxfordshire OX5 2DH
Accountants	Haines Watts Chartered Accountants Sterling House 19-23 High Street Kidlington Oxfordshire OX5 2DH
Bankers	Lloyds TSB Private Bank 21-23 Hill Street London W1J 5JW
Solicitors	Wilsons Steynings House Summerlock House Salisbury Wiltshire SP2 7RJ

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

ANNUAL ACCOUNTS
For the Year ended 31 January 2013

DIRECTORS' REPORT

Structure, Governance and Management

Governing Document

The foundation is a company limited by guarantee and a registered charity. Its governing documents are the Memorandum and Articles of Association dated 14th January 2004.

Risks Review

The Trustees have conducted their own review of the major risks to which the charity is exposed and systems have been established to mitigate these risks.

Organisational structure and decision-making

The Trustees set out the organisation's objectives and aims, and agree the strategy and policies needed to deliver on those aims.

Appointment of Trustees

Trustees are appointed following a search of suitably qualified individuals and an invitation extended by the chairman to the successful candidate on the basis of a trustee resolution.

Objectives and Activities

In determining how the charity should achieve its objectives, the Trustees have had regard to the Charity Commission's guidance on public benefit.

The objectives of the charity are

To manage the trust fund and its income and to apply them anywhere in the world, either directly, or through grants to other established charities. Its primary objectives are the advancement of education and the relief of poverty of young people in any part of the world; however the trustees in their absolute discretion may determine

The emphasis will be on helping young people who are disadvantaged through poverty, illness or the lack of family support (for instance, those who are orphaned) by providing them with education and care and assisting them to become self-sufficient so that they can lead more fulfilling and productive lives in their communities.

The focus will be on developing countries, especially those that are struggling with abject poverty and debilitating diseases such as AIDS.

Grants may be made to other established charities to help them more effectively promote their own charitable objectives. The choice of organisations selected to receive such grants will be made taking into account their efficiency and effectiveness in fulfilling their stated objectives and by the extent to which they foster self-help among disadvantaged young people.

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

ANNUAL ACCOUNTS
For the Year ended 31 January 2013

DIRECTORS' REPORT

Achievements and Performance

During 2013 the Foundation completed eight years of charitable activities all of which were in South Africa. During this time it has entered into relationships with established and like minded charities. In summary these are:

The Homestead located in both central Cape Town and Khayelitsha working with street children

The Foundation is especially proud to have provided financial and other support to The Homestead in the development of a new Child and Youth Care Centre in Khayelitsha. The centre will accommodate 75 homeless boys until such time that they can be assimilated back into their families and communities. When The Homestead approached the Trustees for help over four years ago the Foundation was the first organisation to underwrite a large proportion of the cost of the facility. As a result of this close collaboration with The Homestead the new centre has been named Hilary House. The official opening took place in February 2013.

Lily of the Valley Children's Home located in Eston between Durban and Pietermaritzburg

Dominican Convent School located in Jeppestown, Johannesburg

Kgosi Neighbourhood Foundation also located in Jeppestown, Johannesburg

Makaphutu Children's Home located near Durban

The Shine Trust located in Cape Town

SASDI (South African Sustainable Development Initiative) located in Cape Town

Valley Pre-Primary School located in Hout Bay, Cape Town

Pinotage Youth Development Academy

During the past two years the Foundation has undertaken research in the Winelands region in the Western Cape to examine the feasibility of establishing a vocational training and personal development programme for unemployed 18 – 25 year olds. The programme - originally referred to as Project Pinotage – seeks to develop the skills of young, disadvantaged South Africans to qualify them for employment within the wine industry and ultimately other sectors.

With the assistance of a local Advisory Board comprising a cross-section of stakeholders in the region (wine farmers/producers, educationalists, government, young people and potential employers) the Foundation's research identified a gap in current training offerings within the wine sector. As a result, the Trustees established a local not for profit company – the Pinotage Youth Development Academy - in September 2012 to operate the programme. Four Trustees of the Foundation have become directors of the Academy, namely David Best (Chair), Peter Cropper, Chns Ahrends and Jilly Best. A local Programme Director, Nikki Munro, was recruited in August 2012 and together with Thembalihle Sidaki, a member of the original Advisory Board, they also became directors of the Academy. The intention is to appoint two further directors from diverse backgrounds in South Africa in due course. Finally, two permanent staff members were recruited and joined the Academy in January 2013, namely Theophilus Oldjohn as Student Support Manager and Juanitill Pettus as Programme Administrator.

The Foundation has funded the research, curriculum development, student selection/retention methodologies and set up costs for the Academy over these past two years.

As a result of the increased involvement of the Trustees in the Academy's financial and day-to-day operations, support to the above listed eight charities has been wound down during 2012, with the exception of the Dominican Convent School where the Foundation is committed to providing bursaries for five students until matriculation at age 18 years. The Trustees intend to maintain close contact with each of the charities that the Foundation has supported over these past eight years and expects to renew many of the relationships in the future.

Financial Review

The charity achieved an operating surplus of £94,041 for the year ended 31 January 2013. Further details of its performance are set out in the Statement of Financial Activities and accompanying notes.

As at 31 January 2013, total funds amounted to £2,084,197 of which £1,889,530 were expendable endowment funds.

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

ANNUAL ACCOUNTS
For the Year ended 31 January 2013

DIRECTORS' REPORT

Reserves Policy

The Trustees intend to establish a level of reserves which would allow the Foundation to support substantial projects without recourse to the endowment fund, which nonetheless remains available to them for use if a particularly worthwhile major project arises. To that end, the intention is to expend up to 90% of the charity's annual income in furtherance of its objectives, retaining 10% in order to establish free reserves.

This remains the long term intention of the Trustees. Presently, the Trustees continue to focus their attention on supporting South African organisations such as the Dominican Convent School and also the Pinotage Youth Development Academy where the timing and amount of funding support will vary according to the Academy's activities.

Investment Policy

The capital fund held as expendable endowment is invested on a low risk basis to achieve a steady annual income and modest capital growth. The investment fund management responsibilities continue to be under the control of Rathbone Investment Management Limited.

Plans for future periods

Over the next three years the Foundation will continue to develop the Pinotage Youth Development Academy through the application of the professional skills and experience of its Trustees and also through financial donations.

The Academy's first intake of 25 students will commence in June 2013 with the intention of increasing the intake annually over subsequent years. The Academy will then look to establish satellite operations elsewhere within the Cape Winelands region with a long term possibility of applying the concept to other employment sectors.

Following this strategy, the Academy supported by the Foundation will be seeking financial and other support from South African, United Kingdom and international donors to ensure the programme's sustainability. A fundraiser has been appointed by the Academy with the objective of seeking donations from South African government departments, charitable foundations, major corporates and also high net worth individuals.

Trustees/Directors

The trustees and directors who served during the period and to date were

David Best (Chair)
Chris Ahrends
Jilly Best
Carl Cropper
Peter Cropper
Liz Pickard
Ian Stephenson

Statement of Directors Responsibilities

Company law requires the directors to prepare financial statements for each financial year 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 the income and expenditure of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed,
- 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A Company limited by guarantee)

ANNUAL ACCOUNTS
For the Year ended 31 January 2013

DIRECTORS REPORT

The Trustees contribute a blend of complementary knowledge and skills. They have experience of diverse countries, cultures, corporations and charities, together with a shared commitment to the objectives of the Foundation.

Biographical details of Trustees

Peter Cropper retired early in 1997 and now runs two family companies engaged in farming and property. His career was spent in the Information Technology field, where he worked internationally for companies including ITT and Nortel. He is a Liveryman of two City of London Livery Companies and a former Chairman of the Information Technologists Charitable Trust.

David Best has worked for a number of companies internationally in senior positions, including Deloitte, Lockheed Martin Corporation and Xansa plc. Chairman of the Foundation, he is also a non-executive director of Senior plc, an engineering business in the aerospace and automotive industries as well as a Chairman of the Priors Court Foundation, a UK charity and school for young people with autism.

Liz Pickard is Managing Director and majority shareholder of Consarc Consulting Architects, which specialises in luxury hotels, transportation, office and residential developments and special consultancy. She is also an external examiner for Part III at the Bartlett School of Architecture. She is the daughter of Peter and the late Dame Hilary Cropper.

Ian Stephenson is a Technical Director at SKM, a global engineering consultancy. He grew up in South Africa and graduated there with a civil/structural engineering degree. Having worked in South Africa for many years, he moved to the UK in 1987 and continues to work as a structural engineer on projects worldwide.

Jilly Best has spent her career in advertising and marketing, having established and managed businesses both in the US and the UK. Her experience is focussed on change management, communications and branding. She is currently a business mentor with the Prince's Trust in the UK and a supporter of the Spirit of Youth Foundation in Los Angeles. She is the wife of David Best.

Chris Ahrends is Principal Adviser to the Foundation and runs a consulting practice in the field of transformational and social development in Cape Town. He was formerly Chaplain to Archbishop Tutu and Executive Director of the Desmond Tutu Peace Centre. With a long history of social and political involvement, he is currently Trustee of three NGO's working in the field of education and community development.

Carl Cropper is a biosciences graduate in the UK pharmaceutical industry working in roles such as medical affairs, commercial analysis and marketing. Currently, he is head of marketing within a specialist commercial business unit. He is the son of Peter and the late Dame Hilary Cropper.

Accountants

Simon Garrett, a partner in HW, Chartered Accountants, has been re-appointed as Independent Examiner to the charity.

This report, which has been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008) was approved by the Board on 8 May 2013 and signed on its behalf.

By Order of the Board,

8 May 2013



David Best
Chairman

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

ANNUAL ACCOUNTS
For the Year ended 31 January 2013

INDEPENDENT EXAMINER'S REPORT TO THE TRUSTEES (DIRECTORS) ON THE UNAUDITED ACCOUNTS

I report on the accounts of the company for the year ended 31 January 2013 set out on pages 7 to 12

Respective Responsibilities of Trustees and the Examiner

The Trustees (who are directors of the company for the purposes 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 144(2) of the Charities Act 2011 (the 2011 Act) and that an independent examination is needed. Having satisfied myself that the charity is not subject to an audit under company law and is eligible for an independent examination, it is my responsibility to

- (1) examine the accounts under section 145 of the 2011 Act,
- (2) to follow the procedures laid down in the general Direction given by the Charities Commission under section 145(5)(b) of the 2011 Act, and
- (3) to state whether particular matters have come to my attention

Basis of Independent Examiner's Report

My examination was carried out in accordance with the general Directions given by the Charity Commissioners. 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 statements below.

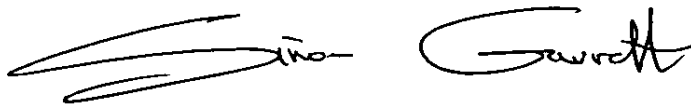
Independent Examiner's Statement

In connection with my examination, no matter has come to my attention

- (1) which gives 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 accounting records and to 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

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



S H Garrett FCA
HW, Chartered Accountants
Sterling House
19/23 High Street
Kidlington
OX5 2DH

Date 2.7.2013

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

**Statement of Financial Activities
For the Year ended 31 January 2013**

			2013	2012
	Unrestricted Income Funds	Expendable Endowment Funds	TOTAL	TOTAL
	£	£	£	£
<u>Incoming Resources</u>				
Donations (Note 2)	157,242	-	157,242	51,701
Investment Income	87,532	-	87,532	92,406
Total incoming resources	<u>244,774</u>	<u>-</u>	<u>244,774</u>	<u>144,107</u>
<u>Resources Expended</u>				
Cost of generating funds - Investment management fees (Note 3)	-	6,544	6,544	6,321
Exchange (Loss)/Gain	18,227	-	18,227	10,145
Charitable expenditure (Note 4)	154,415	-	154,415	124,501
Project Pinotage expenditure (Note 5)	19,163	-	19,163	15,281
Administration (Note 6)	6,903	-	6,903	6,672
Total resources expended	<u>198,708</u>	<u>6,544</u>	<u>205,252</u>	<u>162,920</u>
Net Incoming/(Outgoing) Resources before other recognized gains and losses	46,066	(6,544)	39,522	(18,813)
Gain on investment assets (Note 7)		54,519	54,519	65,569
Transfer between funds	-	-	-	-
Net Movement in Funds	<u>46,066</u>	<u>47,975</u>	<u>94,041</u>	<u>46,756</u>
Funds Balance at 31 January 2012	<u>148,601</u>	<u>1,841,555</u>	<u>1,990,156</u>	<u>1,943,400</u>
Funds Balance at 31st January 2013	<u>194,667</u>	<u>1,889,530</u>	<u>2,084,197</u>	<u>1,990,156</u>

There were no recognised gains or losses other than those shown above
All of the Company's activities are continuing
The Notes on pages 9 – 12 form part of these financial statements

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

Balance Sheet as at 31 January 2013

	2013 £	2012 £
FIXED ASSETS		
Investments (Note 7)	1,889,530	1,841,555
CURRENT ASSETS		
Debtors (Note 8)	28,626	20,373
Cash at bank and in hand	168,655	174,900
	<u>197,281</u>	<u>195,273</u>
CREDITORS Amounts falling due within one year (Note 9)	<u>(2,614)</u>	<u>(46,672)</u>
NET CURRENT ASSETS	194,667	148,601
NET ASSETS	<u><u>2,084,197</u></u>	<u><u>1,990,156</u></u>
FINANCED BY:		
RESERVES (Note 11)		
Unrestricted Funds	194,667	148,601
Expendable Endowment	1,889,530	1,841,555
	<u><u>2,084,197</u></u>	<u><u>1,990,156</u></u>

For the financial year ended 31 January 2013 the company was entitled to exemption from audit under section 477 Companies Act 2006. No member of the company has deposited a notice, pursuant to section 476, requiring an audit of these financial statements under the requirement of Companies Act 2006.

The Directors acknowledge their responsibility for ensuring that the company keeps accounting records which comply with section 386 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company as at the financial year end and its profit or loss for the financial year in accordance with the requirements of sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the company.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Approved by the board for issue on 8 May 2013

David Best
Chairman

Company Registration Number 5015106

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

Notes to the Accounts
For the Year ended 31 January 2013

1 Accounting Policies

a) Basis of preparation

The financial statements have been prepared under the historical cost convention, as modified by the inclusion of fixed asset investments at market value, and in accordance with the Financial Reporting Standard for Smaller Entities (Effective April 2008), the Companies Act 2006 and Statement of Recommended Practice Accounting and Reporting by Charities issued in March 2005. The company's activities are all continuing.

b) Company status and liability of members

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

Unrestricted funds are those funds which are available for 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.

Expendable endowment funds are those which are required to be invested to produce income but which may be transferred to unrestricted funds at the discretion of the trustees in order that they may be expended in furtherance of the charity's objectives. Any capital gains or losses arising on the investments form part of the fund. Investment management charges and legal advice relating to the fund are charged against the fund.

d) Incoming resources

All incoming resources are included in the Statement of Financial Activities when the charity is legally entitled to the income and the amount can be quantified with reasonable accuracy.

e) 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. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with use of the resources.

f) Investments

Investments are stated at market value at the balance sheet date. The Statement of Financial Activities includes the net gains and losses arising on revaluations and disposals throughout the year.

g) Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the average rate ruling for the month at which the transaction occurred. All differences are taken to the Statement of Financial Activities.

h) Taxation

As a registered charity, the Company is exempt from United Kingdom Corporation Tax on its income applied for charitable purposes.

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

Notes to the Accounts
For the Year ended 31 January 2013

2 Donations

	Unrestricted Funds	2013	2012
	£	£	£
Donations received	126,377	126,377	41,843
Tax reclaimed	30,865	30,865	9,858
	<u>157,242</u>	<u>157,242</u>	<u>51,701</u>

3 Cost of generating funds - Investment Management fees

Total management fees of £6,544 are treated as Expendable Endowment expenses

4 Charitable expenditure

	Unrestricted Funds	2013	2012
	£	£	£
Pinotage Youth Development Academy	19,787	19,787	-
The Homestead	82,514	82,514	9,223
Lily of the Valley Children's Home	18,980	18,980	24,704
Dominican Convent	13,620	13,620	65,381
Glenwood High School	-	-	8,540
Valley Pre Primary School	3,925	3,925	4,258
The Shine Trust	3,776	3,776	4,270
Colleen's POH	403	403	638
Kgosi Neighbourhood	6,410	6,410	7,259
SASDI	5,000	5,000	228
	<u>154,415</u>	<u>154,415</u>	<u>124,501</u>

5 Project Pinotage Expenditure

	2013	2012
	£	£
Consultancy fees	16,582	12,648
Consultancy expenses	1,061	1,272
Meeting expenses	477	1,011
Other	<u>1,043</u>	<u>350</u>
	<u>19,163</u>	<u>15,281</u>

Project Pinotage expenditure represents consultancy fees and expenses incurred in the research and planning of the project, the development of the curriculum and recruitment/retention methodologies, and certain start-up costs prior to the establishment of the Pinotage Youth Development Academy legal entity

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

Notes to the Accounts
For the Year ended 31 January 2013

6 Administration

	2013	2012
	£	£
Insurance	238	259
Accountancy and professional fees	3,420	3,413
Travel costs	2,513	2,413
Bank charges	732	587
	<u>6,903</u>	<u>6,672</u>

Included in Accountancy and professional fees are Independent Examination fees totalling £2,400 (2012 - £3,398)

7 Fixed Asset Investments

	2013	2012
	£	£
Opening Market Value	1,841,555	1,782,307
Gain during year	54,519	65,569
Management fees paid	(6,544)	(6,321)
Closing Market Value	<u>1,889,530</u>	<u>1,841,555</u>

The Historical Cost of the above investments was £1,743,144 (2012 - £1,748,833)

8 Debtors

	2013	2012
	£	£
Interest accrued	339	309
Accrued income	-	9,032
Gift Aid due	28,287	9,858
Prepayments	-	1,174
	<u>28,626</u>	<u>20,373</u>

9 Creditors Amounts Falling Due Within One Year

	2013	2012
	£	£
Accruals	<u>2,614</u>	<u>46,672</u>

THE DAME HILARY CROPPER CHARITABLE FOUNDATION LIMITED
(A company limited by guarantee)

Notes to the Accounts
For the Year ended 31 January 2013

10 Related Party Transactions

In 2011/12 Chrs Ahrends entered into a consultancy agreement with the Foundation to provide professional services. Fees amounting to £375 were invoiced in 2012/13. In addition, he received travel and other expenses totalling £2,512 in the period. His expenses relate primarily to a business trip to the UK in order to attend the annual Trustee strategy meeting.

No other Trustee or Director received any remuneration or reimbursement of expenses from the company during the year.

Peter Cropper made a donation of £100,000 during the year.

11 Reserves

	Balance at 1 February 2012	Incoming Resources	Outgoing Resources	Transfer Between Funds	Balance at 31 January 2013
	£	£	£	£	£
Unrestricted Funds	148,601	244,774	(198,708)	-	194,667
Expendable Endowment	1,841,555	54,519	(6,544)	-	1,889,530
Total Funds	<u>1,990,156</u>	<u>299,293</u>	<u>(205,252)</u>	<u>-</u>	<u>2,084,197</u>

12 Analysis of Net Assets Between Funds

	Unrestricted Funds	Expendable Endowment	Total
	£	£	£
Investments	-	1,889,530	1,889,530
Net Current Assets	194,667	-	194,667
Total	<u>194,667</u>	<u>1,889,530</u>	<u>2,084,197</u>

The expendable endowment fund holds a portfolio at the year end which contained the following: £379,044 (2012 - £377,892) invested in UK Gilts, £892,176 (2012 - £896,714) invested in UK and overseas fixed interest bonds, £609,738 (2012 - £562,287) in equities and £8,572 (2012 - £4,662) in liquid funds.