

**THE WOOD FOUNDATION AFRICA**  
*(A company limited by guarantee  
and not having share capital)*

(Company Number: SC361033)  
(Charity Number: SC040580)

**DIRECTORS' ANNUAL REPORT AND ACCOUNTS**

**31 MARCH 2019**

**THE WOOD FOUNDATION AFRICA  
DIRECTORS' ANNUAL REPORT AND ACCOUNTS  
FOR THE YEAR ENDED 31 MARCH 2019**

<b>CONTENTS</b>	<b>PAGE</b>
LEGAL AND ADMINISTRATIVE INFORMATION	1
DIRECTORS' ANNUAL REPORT	2
STATEMENT OF DIRECTORS' RESPONSIBILITIES	6
REPORT OF THE AUDITORS	7
STATEMENT OF FINANCIAL ACTIVITIES	10
BALANCE SHEET	11
CASH FLOW STATEMENT	12
NOTES ON THE FINANCIAL STATEMENTS	13

**THE WOOD FOUNDATION AFRICA  
LEGAL AND ADMINISTRATIVE INFORMATION**

**DIRECTORS AND CHARITY TRUSTEES**

The directors of the charitable company ("TWFA") are known as its Trustees for the purposes of charity law. The Directors are:

Sir Ian C Wood            Executive Chairman  
Lady Helen Wood  
Garreth R C Wood  
Graham Good

**NON EXECUTIVE DIRECTOR**

David Knopp            Director of Africa

**SECRETARY**

Alistair Buchan

**REGISTERED OFFICE AND PRINCIPAL ADDRESS**

Blenheim House  
Fountainhall Road  
ABERDEEN  
Scotland  
AB15 4DT

**AUDITORS**

Anderson, Anderson & Brown Audit LLP  
Kingshill View  
Prime Four Business Park  
Kingswells  
ABERDEEN  
Scotland  
AB15 8PU

**BANKERS**

Clydesdale Bank plc  
St Nicholas Branch  
62 Union Street  
ABERDEEN  
Scotland  
AB10 1WD

**SOLICITORS**

Turcan Connell  
Princes Exchange  
1 Earl Grey Street  
EDINBURGH  
Scotland  
EH3 9EE

## **THE WOOD FOUNDATION AFRICA DIRECTORS' ANNUAL REPORT**

The Directors submit their report and the audited financial statements of The Wood Foundation Africa (TWFA) for the year ended 31 March 2019.

Legal and administrative information set out on page 1 forms part of this report. The accounts comply with current statutory requirements, the Memorandum and Articles of Association, The Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2015) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

TWFA is a wholly owned subsidiary of The Wood Foundation which was established by Sir Ian Wood and family and was officially launched on 14 September 2007. The Wood Foundation is a Scottish based charity with a global outlook.

### **STRUCTURE, GOVERNANCE AND MANAGEMENT**

#### **Nature of Governing Document**

The Wood Foundation Africa is a company limited by guarantee (company number SC361033) and a registered Scottish charity (charity number SC040580). The charitable company is governed by its Memorandum and Articles of Association.

#### **Organisational Structure**

The Board of Directors administer the charitable company. The Executive Chairman manages the day to day operations of the charitable company.

#### **Recruitment and Appointment of Directors**

The powers of appointment and removal of Directors are set out in the Memorandum and Articles of Association.

It is the charitable company's policy to seek to appoint Directors who have a specific interest in its objects or whose skills can complement those already in place.

#### **Induction and Training of Directors**

The Directors have been given appropriate information and training regarding their legal roles and responsibilities upon appointment to the Board.

#### **Risk Management**

The Directors have assessed the major risks to which the charitable company is exposed, in particular those related to the operations and finance of the charitable company and are satisfied that systems are in place to manage the exposure to major risk.

## **THE WOOD FOUNDATION AFRICA DIRECTORS' ANNUAL REPORT**

### **TRUST OBJECTIVES AND ACTIVITIES**

The objects of TWFA are to promote and advance for the public benefit the charitable activities of The Wood Foundation (Scottish charity number SC037957) both in the United Kingdom and overseas. These aims are achieved by actively promoting and carrying out projects supported or to be supported by The Wood Foundation and by doing anything else of a charitable nature which may further the domestic and overseas work of The Wood Foundation for public benefit and to promote similar charitable purposes, objects or institutions and in such preparation and manner as the Directors shall think fit. Principally, the activities of The Wood Foundation Africa are under The Wood Foundation's 'Making Markets Work for the Poor in Sub-Saharan Africa' which at present mainly comprises of projects to help improve the income and livelihoods of approximately 65,000 smallholder tea farmers in Tanzania and Rwanda.

### **CHAIRMAN'S REVIEW**

#### **Strategic Report**

The Directors present their strategic report for the year ended 31 March 2019.

#### **Assessment of Principal Risks and Uncertainties**

The principal risks and uncertainties faced by The Wood Foundation Africa ('TWFA') relate to climatic conditions; global tea prices; and political stability. These risks are mitigated by choosing areas with a good history of tea-growing conditions; partnering with reputable tea producers where applicable; and by recruiting suitably qualified and experienced management as our operations expand. Financial controls and systems are also in place to manage exposure to major risks, including ensuring that adequate levels of reserves are maintained to withstand any downturn.

#### **Executive Summary**

The Wood Foundation Africa is supported by its parent charity, The Wood Foundation, to deliver The Wood Foundation's African programme – Making Markets Work for the Poor in sub-Saharan Africa – a venture philanthropy model applying our global business experience and acumen to improve the income and livelihoods of smallholder farmers.

TWFA are the recognised philanthropic organisation implementing large-scale, long-term smallholder tea developments in sub-Saharan Africa, working with 65,000 smallholder tea farmers. We have successfully leveraged our own funds by attracting other philanthropic investors and donors to impact large numbers of smallholder farmers, including the UK Department for International Development ('DFID') UKAid programme.

In partnership with Lord David Sainsbury's Gatsby Africa charity ('Gatsby') we have invested through the joint venture company East African Tea Investments in a series of smallholder tea development projects including acquiring control of two tea processing factories in Rwanda and setting up three services companies – one in Tanzania and two in Rwanda. Our shares in the two factories will eventually be passed to smallholder ownership so they will become the first tea factories controlled by smallholders in Rwanda. The services companies provide a full range of long-term funding and operational support to each plant out between 2,500 and 4,000 hectares of smallholder owned tea.

Through the joint venture company, Rwanda Tea Investments Limited, TWFA invested in a further two factories in Rwanda in partnership with Luxmi Tea Company Private Limited ('Luxmi'), an eminent Indian family tea business with whom we already work with at one of our tea developments in Rwanda (75% Luxmi and 25% TWFA). This enables us to positively impact a further 5,000 smallholder farmers and all future income realised from TWFA's investment will be used to further our charitable objects. Since the year end we have similarly invested in Luxmi's new factory opened in August 2019 to receive the Greenleaf supplied by smallholder farmers at our existing joint project.

The Wood Foundation's charitable spend and commitment to date is £98 million, £24 million of which was spent through TWFA. Current funds in the parent charity are close to £125 million.

**THE WOOD FOUNDATION AFRICA  
DIRECTORS' ANNUAL REPORT**

**CHAIRMAN'S REVIEW (continued)**

**Charitable Activities During the 2018/19 Year**

**Making Markets Work for the Poor in sub-Saharan Africa**

We continue to make a significant impact within the tea industry, improving the livelihoods of more than 65,000 smallholder tea farmers in rural communities.

During the year we were involved in the operation of four tea processing factories in Rwanda. Two were acquired in partnership with Gatsby during Government privatisations through the joint venture company East African Tea Investments. Having invested significantly in the infrastructure, management and farmer training, these are performing well and we progress towards our intention to eventually pass our shares over to smallholder ownership once we recover our original investment at nil return and the smallholder farmers achieve certain capacity and governance KPIs. Discussions on the first handover have commenced at one factory. Two additional factories were acquired in partnership with Luxmi towards the end of the financial year, through the joint venture company Rwanda Tea Investments Limited, giving TWFA direct access to support the development of a further 5,000 smallholder farmers. These four factories, all majority supplied by smallholder tea farmers, now produce one third of the total tea produced in that country.

We continue to operate three tea development services companies - one in Tanzania and two in Rwanda - each providing a full suite of financial and operational support to enable smallholders to plant out tea and develop into a small business. Each of these are 25+ year tea development projects involving a partnership with an international tea production company who are building new state of the art tea processing factories to be supplied by the smallholder tea farmers. Two of the three new factories are now open.

In Tanzania, we are more than halfway through the 2,500 hectares development and will be working with around 3,500 farmers on completion of the programme. Each farmer is trained in good agronomic practices and it is encouraging to see them now able to consistently supply good quality Greenleaf to the new Unilever factory, and be motivated by the quality premium being paid above the basic tea price.

Our other two greenfield developments are located in Southern Rwanda where we have partnered with Unilever at Nyaruguru and with Luxmi at Rugabano. Luxmi opened their factory in August 2019 and the high quality of the tea produced to date gives us every reason to be confident that these projects will transform the local economies and have a very significant positive impact on the income and general livelihood of what were extremely poor farmers. These are larger scale projects compared to Tanzania and together will plant out about 8,000 hectares of new smallholder tea in areas which were very badly affected by the genocide and are among the highest poverty areas in the country.

Since the year end we have also invested in the new Luxmi factory at Rugabano via the joint venture company Rwanda Tea Investments Limited (75% Luxmi, 25% TWFA), meaning we are now involved in the operation of five factories in Rwanda.

DFID's UK Aid programme has supported all three of our greenfield developments which together are targeted to significantly impact the livelihoods of 15,000 new smallholder tea farmers as well as the future competitiveness of the tea industry in each country.

Charitable activity spend by TWFA in the year was £3.9 million.

**Plans for Future Year**

In addition to continuing the current charitable activities we are exploring potential new smallholder projects in Sub-Saharan Africa.

**THE WOOD FOUNDATION AFRICA  
DIRECTORS' ANNUAL REPORT**

**CHAIRMAN'S REVIEW (continued)**

**FINANCIAL REVIEW**

The net incoming resources for the year, amounting to £3,598,000 (2018 - £379,000) have been dealt with as shown in the Statement of Financial Activities.

The Directors have prepared financial statements which are in accordance with current statutory requirements, the Memorandum and Articles of Association and the Statement of Recommended Practice (FRS102) - Accounting and Reporting by Charities.

The income of the Charity for the year ending 31 March 2019 was £7.5 million (2018 - £5.5 million) which includes £4.3 million (2018 - £1.8 million) of donations received from The Wood Foundation.

Charitable expenditure for the year was £3.9 million (2018 - £5.2 million), as detailed in Note 6.

The larger grants made by the charity during the year were £1.4 million to East African Tea Investments. See note 20.

At the year end The Wood Foundation Africa held £4.1m in cash at bank.

**Reserves**

It is the Reserves Policy of The Wood Foundation Africa to only retain a minimal level of reserves. Projects are funded through a combination of funding from the parent charity, The Wood Foundation, Gatsby Africa, our philanthropic partner and other donors including The UK's Department for International Development ('DFID').

Total reserves held at 31 March 2019 were £8.8m (2018 - £5.2m), of which £229,000 (2018 - £12,000) were held in restricted reserves.

All restricted funds held at 31 March 2019 were expected to be utilised within the next 12 months.

The Directors are satisfied that the level of reserves held at 31 March 2019 is in line with the Reserves Policy, and will be used for ongoing project expenditure.

**PROVISION OF INFORMATION TO AUDITORS**

As far as the Directors are aware, there is no relevant audit information of which the company's auditors are unaware and we have taken all the steps that we ought to have taken as Directors in order to make ourselves aware of any relevant audit information and to establish that the auditors are aware of that information.

**AUDITORS**

Anderson, Anderson & Brown Audit LLP have expressed their willingness to continue in office and a resolution proposing their re-appointment will be submitted at the annual general meeting.

The director's and strategic report was approved by the board of directors and signed on its behalf

  
.....  
Trustee - Sir Ian Wood

13 December 2019  
.....  
Date

**THE WOOD FOUNDATION AFRICA**  
**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors (who are also Trustees of The Wood Foundation Africa for the purposes of charity law) are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company and charity in Scotland 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 charitable company and of the incoming resources and application of resources, including income and expenditure, of the charitable company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005, the Charities Accounts (Scotland) Regulations 2006. They are also responsible for safeguarding the assets of the charity and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



**THE WOOD FOUNDATION AFRICA  
INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF  
THE WOOD FOUNDATION AFRICA**

**Opinion**

We have audited the financial statements of The Wood Foundation Africa (the 'charitable company') for the year ended 31 March 2019 which comprises the Statements of Financial Activities, Balance Sheet, Cashflow Statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 March 2019 and of its incoming resources and application of resources, including its income and expenditure for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006, Charities and Trustee Investment (Scotland) Act 2005 and regulation 8 of the Charities Accounts (Scotland) Regulations 2006.

**Basis of opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the charitable company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Conclusions relating to going concern**

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charity's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

**Other information**

The Directors are responsible for the other information. The other information comprises the information included in the Annual report, other than the financial statements and our Auditors' report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

We have nothing to report in this regard.

**THE WOOD FOUNDATION AFRICA  
INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF  
THE WOOD FOUNDATION AFRICA**

**Opinion on other matters prescribed by the companies act 2006**

**In our opinion, based on the work undertaken in the course of the audit:**

- the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements
- the Directors' report has been prepared in accordance with applicable legal requirements

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

In the light of our knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report.

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

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

**Responsibilities of Directors**

As explained more fully in the Directors' responsibilities statement, the directors (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the charity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

**Auditors' responsibilities for the audit of the financial statements**

We have been appointed as auditor under section 44(1)(c) of the Charities and Trustee Investment (Scotland) Act 2005 and under the companies Act 2006 report in accordance with the Act and relevant regulations made or having effect thereunder.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditors' report.

**THE WOOD FOUNDATION AFRICA  
INDEPENDENT AUDITORS' REPORT TO THE DIRECTORS OF  
THE WOOD FOUNDATION AFRICA**

**Use of our report**

This report is made solely to the charitable company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, and to the charitable company's Trustees, as a body, in accordance with regulation 10 of the Charities Accounts (Scotland) Regulations 2006. Our audit work has been undertaken so that we might state to the charitable company's members and directors those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company, its members, as a body, and its trustees, as a body for our audit work, for this report, or for the opinions we have formed.

*Anderson Anderson & Brown Audit LLP*

John Black (Senior statutory auditor)

for and on behalf of

**Anderson Anderson & Brown Audit LLP**

Statutory Auditor  
Kingshill View  
Prime Four Business Park  
Kingswells  
Aberdeen  
AB15 8PU

Date: *18 DECEMBER 2019*

**THE WOOD FOUNDATION AFRICA**  
**STATEMENT OF FINANCIAL ACTIVITIES (incorporating income and expenditure account)**  
**FOR THE YEAR ENDED 31 MARCH 2019**

	Note	Unrestricted Funds £	Restricted Funds £	2019 £	2018 £
<b>INCOME AND ENDOWMENTS FROM:</b>					
Donations and legacies	3	3,375,153	3,971,682	7,346,835	5,491,439
Investments	4	83,589	-	83,589	1,704
Other trading activities	5	56,468	-	56,468	53,365
<b>TOTAL</b>		<u>3,515,210</u>	<u>3,971,682</u>	<u>7,486,892</u>	<u>5,546,508</u>
<b>EXPENDITURE ON:</b>					
Charitable activities	6	134,733	3,754,564	3,889,297	5,167,677
<b>TOTAL</b>		<u>134,733</u>	<u>3,754,564</u>	<u>3,889,297</u>	<u>5,167,677</u>
<b>NET MOVEMENT IN FUNDS</b>	10	3,380,477	217,118	3,597,595	378,831
<b>RECONCILIATION OF FUNDS</b>					
Total funds brought forward		5,164,017	12,254	5,176,271	4,797,440
Total funds carried forward	18	<u>8,544,494</u>	<u>229,372</u>	<u>8,773,866</u>	<u>5,176,271</u>

The charity has made no gains or losses other than as reported above.

The notes on pages 13 to 23 form part of these financial statements.

**THE WOOD FOUNDATION AFRICA**  
**COMPANY NUMBER: SC361033**  
**BALANCE SHEET - 31 MARCH 2019**

	Note	2019 £	2018 £
<b>FIXED ASSETS</b>			
Investments	13	850,812	-
Tangible fixed assets	14	18,313	18,553
		<u>869,125</u>	<u>18,553</u>
<b>CURRENT ASSETS</b>			
Debtors	15	5,240,925	1,187,306
Cash at bank and in hand		4,128,265	4,708,658
		<u>9,369,190</u>	<u>5,895,964</u>
<b>CREDITORS: amounts falling due within one year</b>	16	<u>(1,464,449)</u>	<u>(738,246)</u>
<b>NET CURRENT ASSETS</b>		<u>7,904,741</u>	<u>5,157,718</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>8,773,866</b>	<b>5,176,271</b>
<b>NET ASSETS</b>		<u><u>8,773,866</u></u>	<u><u>5,176,271</u></u>
<b>FUNDS</b>			
Unrestricted funds	18	8,544,494	5,164,017
Restricted funds	18	229,372	12,254
		<u>8,773,866</u>	<u>5,176,271</u>

Signed on behalf of the Board of Trustees

  
 Trustee - Sir Ian Wood

18 December 2019  
 Date

The notes on pages 13 to 23 form part of these financial statements.

**THE WOOD FOUNDATION AFRICA**  
**CASH FLOW STATEMENT**  
**FOR THE YEAR ENDED 31 MARCH 2019**

	Note	2019 £	2018 £
<b>Net cash flow from operating activities</b>			
Net income for the year		3,597,595	378,831
Interest receivable & income on fixed asset investments		(83,589)	(1,704)
Taxation charge		21,458	20,292
Depreciation of tangible fixed assets		6,837	13,317
(Increase)/decrease in debtors		(4,053,619)	(294,495)
Increase/(decrease) in creditors		725,024	419,437
Taxation paid		<u>(20,279)</u>	<u>(19,559)</u>
Net cash provided by/(used in) operating activities		<u>193,427</u>	<u>516,119</u>
<b>Cash flow from investing activities</b>			
Interest receivable & income on fixed asset investments		83,589	1,704
Purchase of fixed assets		(6,597)	(11,179)
Purchase of social investments		<u>(850,812)</u>	
Net cash (used in)/provided by investing activities		<u>(773,820)</u>	<u>(9,475)</u>
<b>Increase/(decrease) in cash and cash equivalents</b>	19	<u><u>(580,393)</u></u>	<u><u>506,644</u></u>

The notes on pages 13 to 23 form part of these financial statements.

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**1. ACCOUNTING POLICIES**

**(a) *Basis of accounts preparation***

The financial statements are prepared under the historical cost convention, in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2015) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006. The company constitutes a public benefit entity as defined by FRS 102.

**(b) *Going concern***

The Directors, having made due and careful enquiry and preparing forecasts, are of the opinion that the company has adequate working capital to execute its operations over the next 12 months. The Directors, therefore, have made an informed judgement, at the time of approving the financial statements, that there is a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. As a result, the Directors have continued to adopt the going concern basis of accounting in preparing the financial statements.

**(c) *Income***

**i) Donations and legacies**

Donations and legacies are included in the Statement of Financial Activities in the year in which they are receivable.

**ii) Investment income**

Income from investments is included in the Statement of Financial Activities in the year in which it is receivable. Investment income includes the computed tax credit and tax deducted at source.

**(d) *Expenditure***

Liabilities are recognised when the charity has an obligation to make a payment to a third party.

Resources expended are included in the Statement of Financial Activities on an accruals basis, inclusive of any irrecoverable VAT.

Expenditure is directly attributed to the relevant category in the Statement of Financial Activities where practical. Other expenditure is allocated on a pro-rata basis based on the anticipated allocation between the three main areas of investment.

Grants or instalments of grants offered in connection with projects with institutions are charged to the Statement of Financial Activities in the year when the offer is conveyed to the recipient except in those cases where the offer is conditional and the conditions are within the control of the charity, such grants being recognised as expenditure when payment is made.

Conditional grants where the conditions are outwith the control of the charity are charged to the Statement of Financial Activities in full in the year in which the offer is conveyed.

Grants which have been conveyed in the year but not recognised as expenditure are disclosed as contingent liabilities in the financial statements.

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

1. ACCOUNTING POLICIES (continued)

(e) *Taxation*

The company is recognised by HM Revenue & Customs as a charity and, as a consequence of the tax reliefs available in relation to the current year, certain income streams are not liable to taxation. For surpluses which are outwith this exemption, the income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

(f) *Fixed asset investments*

Shares held as mixed motive investments are valued at cost less impairment.

(g) *Tangible fixed assets and depreciation*

Fixed assets are capitalised at cost and written off over their expected useful lives as follows:

Plant and equipment	30% and 12.5% reducing balance
Motor vehicles	25% straight line

(h) *Foreign currencies*

Assets, liabilities, revenues and costs denominated in foreign currencies are recorded at the rates of exchange ruling at the dates of the transactions; monetary assets and liabilities at the balance sheet date are translated at the year-end rate of exchange. The resulting profits or losses are dealt with in the Statement of Financial Activities.

(i) *Joint arrangements*

Where the charity enters into a joint arrangement, such that it carries out activities in partnership with other bodies, without forming a separate legal partnership, then the charity's gross share of the incoming resources and resources expended and the assets and liabilities are included in the accounts.

(j) *Funds*

Unrestricted funds include incoming resources receivable or generated for the objects of the charity without further specified purpose and are available as general funds. These funds can be used in accordance with the charitable objects at the discretion of the trustees.

Restricted funds are to be used for specific purposes as laid down by the donor.

(k) *Pensions*

Eligible employees are members of defined contribution pension schemes. Pension costs charged to the Statement of Financial Activities represents the contributions payable by the company in the year.



**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

1. ACCOUNTING POLICIES (continued)

(I) *Financial instruments*

The charitable company only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable and loans to related and third parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade payables or receivables, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration, expected to be paid or received. However if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION  
UNCERTAINTY

The preparation of financial statements, requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported during the year for income and expenditure. However, the nature of estimation means that actual outcomes could differ from those estimates. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**3 DONATIONS AND LEGACIES**

	2019 £	2018 £
<b>Donations - Restricted Funds</b>		
Department for International Development ('DFID') - Tanzania project	1,619,168	2,333,523
Department for International Development ('DFID') - Rwanda projects	1,245,532	1,221,124
The Sustainable Trade Initiative ('IDH')	192,733	177,945
The Wood Foundation	914,249	650,067
	<u>3,971,682</u>	<u>4,382,659</u>
<b>Donations - Unrestricted Funds</b>		
The Wood Foundation	3,375,153	1,108,780
	<u>3,375,153</u>	<u>1,108,780</u>
	<u>7,346,835</u>	<u>5,491,439</u>

In addition to the above the charity benefited from certain administrative functions from JW Holdings Limited which were provided without charge.

**4 INCOME FROM INVESTMENTS**

	2019 £	2018 £
Bank interest receivable	<u>83,589</u>	<u>1,704</u>

In 2019 and 2018, all interest receivable was to unrestricted funds.

**5 OTHER TRADING ACTIVITIES**

	2019 £'000	2018 £'000
Commercial trading operations	<u>56,468</u>	<u>53,365</u>

In 2019 and 2018, all commercial trading operations were to unrestricted funds.

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**6 EXPENDITURE ON CHARITABLE ACTIVITIES**

	Making markets work for the poor £	Chai Project £	Imbarutso Win Win for Rwanda Tea Project £	2019 Total £
Grants payable (note 8)	-	258,797	979,446	1,238,243
Direct costs:				
Staff	150,198	563,926	696,785	1,410,909
Consultancy	7,501	515,638	309,868	833,007
Travel	-	68,380	39,736	108,116
	<u>157,699</u>	<u>1,147,944</u>	<u>1,046,389</u>	<u>2,352,032</u>
Support costs:				
Staff	79,897	107,896	107,896	295,689
Training & development	-	2,058	3,442	5,500
Insurance	2,586	4,998	4,570	12,154
Travel	61,495	-	-	61,495
Press & publicity	-	-	-	-
Database	3,363	-	-	3,363
Miscellaneous expenses	52,355	50,925	64,930	168,210
Depreciation	1,363	2,337	1,569	5,269
Exchange gains	(293,533)	-	-	(293,533)
Governance costs	13,042	9,246	7,858	30,146
Taxation (note 7)	-	-	10,729	10,729
	<u>(79,432)</u>	<u>177,460</u>	<u>200,994</u>	<u>299,022</u>
	<u>78,267</u>	<u>1,584,201</u>	<u>2,226,829</u>	<u>3,889,297</u>

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**6 CHARITABLE ACTIVITIES (continued)**

The comparative figures for 2018 were:

	Making markets work for the poor £	Chai Project £	Imbarutso Win Win for Rwanda Tea Project £	2018 Total £
Grants payable (note 8)	-	1,564,254	804,228	2,368,482
Direct costs:				
Staff	95,912	585,803	597,125	1,278,840
Consultancy	-	325,055	264,727	589,782
Travel	-	78,842	29,574	108,416
	<u>95,912</u>	<u>989,700</u>	<u>891,426</u>	<u>1,977,038</u>
Support costs:				
Staff	47,567	75,767	75,767	199,101
Training & development	8,036	860	706	9,602
Insurance	2,782	5,305	3,899	11,986
Travel	68,095	-	-	68,095
Press & publicity	23	-	-	23
Database	8,668	-	-	8,668
Miscellaneous expenses	31,857	59,802	64,089	155,748
Depreciation	999	9,178	1,571	11,748
Exchange gains	316,124	-	-	316,124
Governance costs	13,533	11,187	6,189	30,909
Taxation (note 7)	-	-	10,153	10,153
	<u>497,684</u>	<u>162,099</u>	<u>162,374</u>	<u>822,157</u>
	<u>593,596</u>	<u>2,716,053</u>	<u>1,858,028</u>	<u>5,167,677</u>

In 2018, of the total charitable expenditure, £603,750 was from unrestricted funds and £4,563,927 was from restricted funds.

**7 TAXATION**

	2019 £	2018 £
UK corporation tax for the current year	10,729	10,140
UK corporation tax relating to prior year	-	13
	<u>10,729</u>	<u>10,153</u>

The charitable company is recognised by HM Revenue and Customs as a charity and is therefore entitled to certain reliefs on income received. Certain income streams received in the current and prior year have however been deemed to be outwith these reliefs and have been taxed at the standard rate of corporation tax payable in the UK (19%). A reconciliation of this obligation is as follows:

	2019 £	2018 £
Net incoming resources not subject to taxation reliefs	<u>112,936</u>	<u>106,730</u>
Taxation charges at 19% (2018 - 19%)	21,458	20,279
Share of agreed cost with Gatsby Charitable Foundation (note 15)	(10,729)	(10,140)
Prior year taxation under provided	-	14
Total tax charge recognised in the year	<u>10,729</u>	<u>10,153</u>

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**8 GRANTS**

<b>Group</b>	<b>Grants Awarded No.</b>	<b>2019 £</b>	<b>Grants Awarded No.</b>	<b>2018 £</b>
Grants to institutions:	<u>5</u>	<u>1,238,243</u>	<u>6</u>	<u>2,368,482</u>

**9 GOVERNANCE COSTS**

	<b>2019 £</b>	<b>2018 £</b>
Auditors' remuneration - UK	6,225	6,225
Auditors' remuneration - Overseas	1,755	1,849
Legal	5,888	5,247
Overseas Compliance Services	<u>16,278</u>	<u>17,588</u>
	<u>30,146</u>	<u>30,909</u>

**10 NET MOVEMENT IN TOTAL FUNDS FOR THE YEAR is stated after charging:**

	<b>2019 £</b>	<b>2018 £</b>
Auditors' remuneration - audit fees	<u>6,225</u>	<u>6,225</u>

**11 STAFF COSTS AND NUMBERS**

	<b>2019 £</b>	<b>2018 £</b>
Staff costs		
Wages and salaries	2,425,989	2,037,107
Other pension costs	53,939	72,354
Gatsby share of costs	(189,936)	(76,521)
Staff cost recharge (note 20)	<u>(583,394)</u>	<u>(554,997)</u>
	<u>1,706,598</u>	<u>1,477,943</u>

The average number of persons employed during the year was as follows:

	<b>2019 No.</b>	<b>2018 No.</b>
Directors	4	4
Management & administration	<u>18</u>	<u>17</u>
	<u>22</u>	<u>21</u>

During the year 11 employees received emoluments of over £60,000 (2018: 11). Pension contributions totalling £51,000 were paid into defined contribution pension schemes in respect of 6 of these individuals (2018: £60,000, 7 individuals). The Directors consider that it would be operationally sensitive to disclose any further remuneration information in respect of these individuals.

**12 DIRECTORS' EMOLUMENTS AND EXPENSES**

The Directors received no remuneration from the charity during the current or previous years.

No Director received expenses from the charity during the current or previous years.

No employees other than the directors are considered to be key management personnel.

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**13 INVESTMENTS**

	2019 £	2018 £
<b>Social investment - mixed motive</b>		
Additions at cost	850,812	-
At 31 March 2019	<u>850,812</u>	<u>-</u>

During the year The Wood Foundation Africa purchased 25% equity in Rwanda Tea Investments Limited ("RTIL") who subsequently used these funds to acquire interests in two tea factories in Rwanda; Gisovu Tea Company Limited and Pfunda Tea Company Limited. RTIL investments will positively impact 5,000 smallholder tea farmers in Rwanda and all future income realised from TWFA's investment will be used to further our charitable objects.

**14 TANGIBLE FIXED ASSETS**

	Plant & equipment £	Motor vehicles £	Total £
<b>COST</b>			
At 1 April 2018	39,510	88,333	127,843
Additions	6,597	-	6,597
Disposals	-	-	-
At 31 March 2019	<u>46,107</u>	<u>88,333</u>	<u>134,440</u>
<b>DEPRECIATION</b>			
At 1 April 2018	20,957	88,333	109,290
Charge for year	6,837	-	6,837
At 31 March 2019	<u>27,794</u>	<u>88,333</u>	<u>116,127</u>
<b>NET BOOK VALUES</b>			
At 31 March 2019	<u>18,313</u>	<u>-</u>	<u>18,313</u>
At 1 April 2018	<u>18,553</u>	<u>-</u>	<u>18,553</u>

**15 DEBTORS**

	2019 £	2018 £
Amounts due from related undertakings	4,309,850	694,102
Other debtors	868,373	432,505
Prepayments and accrued income	62,702	60,699
	<u>5,240,925</u>	<u>1,187,306</u>

The Wood Foundation Africa and Gatsby Africa have entered into a partnership to develop the Tea Sector in Rwanda. The parties are to contribute an agreed share of the costs of the project.

Other debtors at the year end includes £592,702 (2018: £256,290), of expenditure incurred in excess of amounts received from Gatsby, in respect of the Imbarutso project.

	2019 £	2018 £
<b>Imbarutso Project</b>		
Debtor brought forward	256,290	26,057
Share of agreed costs of Imbarutso project	382,151	273,458
Share of management fee receivable	(56,468)	(53,365)
Share of taxation obligation (note 7)	10,729	10,140
Debtor carried forward	<u>592,702</u>	<u>256,290</u>

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**15 DEBTORS (continued)**

The Wood Foundation Africa and Gatsby Africa have entered into a partnership to develop the Tea Sector in Tanzania. The parties are to contribute an agreed share of the costs of the project.

Other debtors/(creditors) at the year end includes £152,048 (2018: Creditor of £13,116), of expenditure incurred in excess of amounts received from Gatsby, in respect of the Chai project.

	2019 £	2018 £
<b>Chai Project</b>		
Debtor/(creditor) brought forward	(13,116)	(27,726)
Share of agreed costs of Chai project	165,164	14,610
Debtor/(creditor) carried forward	<u>152,048</u>	<u>(13,116)</u>

**16 CREDITORS: amounts falling due within one year**

	2019 £	2018 £
Amounts due to related undertakings	1,354,950	505,100
Grants payable	-	147,984
Trade creditors	47,988	11,691
Accruals and deferred income	40,053	40,076
Other creditors	-	13,116
Corporation tax	21,458	20,279
	<u>1,464,449</u>	<u>738,246</u>

**17 FINANCIAL INSTRUMENTS**

	2019 £	2018 £
<b>Financial assets</b>		
Financial assets measured at fair value through profit or loss	4,128,265	4,708,658
Financial assets measured at amortised cost	5,178,223	1,126,607
	<u>9,306,488</u>	<u>5,835,265</u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	<u>1,442,991</u>	<u>717,967</u>

**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**18 MOVEMENT IN FUNDS**

	Brought forward £	Income £	Expenditure £	2019 Carried forward £
General fund - unrestricted	5,164,017	3,515,210	(134,733)	8,544,494
Restricted funds				
Chai - Others	-	193,415	(193,415)	-
Chai - DFID	(21,995)	1,619,168	(1,390,786)	206,387
Rwanda - Others	-	913,567	(913,567)	-
Rwanda - DFID	34,249	1,245,532	(1,256,796)	22,985
	12,254	3,971,682	(3,754,564)	229,372
<b>Total funds</b>	<b>5,176,271</b>	<b>7,486,892</b>	<b>(3,889,297)</b>	<b>8,773,866</b>

**Analysis of net assets between funds**

	Unrestricted Funds £	Restricted Funds £	2019 £
Investments	850,812	-	850,812
Tangible fixed assets	3,229	15,084	18,313
Current assets	8,434,910	934,280	9,369,190
Current liabilities	(744,457)	(719,992)	(1,464,449)
<b>At 31 March 2019</b>	<b>8,544,494</b>	<b>229,372</b>	<b>8,773,866</b>

The comparative figures for 2018 were:

	Brought forward £	Income £	Expenditure £	2018 Carried forward £
General fund - unrestricted	4,603,918	1,163,849	(603,750)	5,164,017
Restricted funds				
Chai - Others	-	165,805	(165,805)	-
Chai - DFID	194,729	2,333,523	(2,550,247)	(21,995)
Rwanda - Others	-	662,207	(662,207)	-
Rwanda - DFID	(1,207)	1,221,124	(1,185,668)	34,249
	193,522	4,382,659	(4,563,927)	12,254
<b>Total funds</b>	<b>4,797,440</b>	<b>5,546,508</b>	<b>(5,167,677)</b>	<b>5,176,271</b>

**Analysis of net assets between funds**

	Unrestricted Funds £	Restricted Funds £	2018 £
Tangible fixed assets	2,386	16,167	18,553
Current assets	5,209,614	686,350	5,895,964
Current liabilities	(47,983)	(690,263)	(738,246)
<b>At 31 March 2018</b>	<b>5,164,017</b>	<b>12,254</b>	<b>5,176,271</b>

Restricted funds comprise funds donated for the Chai and Rwanda Tea projects; projects where the value chain of the tea sector is analysed in Tanzania and Rwanda respectively. Negative fund balances arise due to timing differences between expenditure being incurred and the funding income being allocated. All funds returned to a positive position after the year end.



**THE WOOD FOUNDATION AFRICA**  
**NOTES ON THE FINANCIAL STATEMENTS - 31 MARCH 2019**

**19 ANALYSIS OF CHANGES IN CASH IN YEAR**

	2019 £	2018 £
Cash at bank and in hand at 1 April 2018	4,708,658	4,202,014
(Decrease)/increase in cash and cash equivalents	<u>(580,393)</u>	<u>506,644</u>
At 31 March 2019	<u><u>4,128,265</u></u>	<u><u>4,708,658</u></u>

**20 RELATED PARTY TRANSACTIONS**

**Control**

Throughout the year the company was controlled by the Board of Directors.

The parent charity is The Wood Foundation, a charity registered in Scotland.

**Transactions**

The company has taken advantage of the exemption contained in Financial Reporting Standard 102 S33.1A from disclosing transactions with parties wholly owned within the same group.

During the year, the charity made grants totalling £1,416,124 (2018 - £2,172,240) to East African Tea Investments, a joint venture of parent charity The Wood Foundation. A balance of £NIL (2018 - £196,509) remains outstanding in relation to these grants at the year end.

At the year end the charity had amounts due totalling £448,997 (2018 - £417,939) from Mulindi Factory Company Limited and £315,911 (2018 - £276,163) from Shagasha Tea Company Limited, subsidiaries of East African Tea Investments, a joint venture of parent charity The Wood Foundation. The balances arose as a result of certain cost recharges, and management fees totalling £112,936 (2018 - £106,730) being charged to the companies. In addition, grants of £38,923 (2018 - £89,522) to Mulindi Factory Company Limited and £65,300 (2018 - £88,300) to Shagasha Tea Company Limited were paid in the year. The total of £104,223 (2018 - £177,822) relating to the grants was paid in full prior to the year end.

At the year end the charity owed amounts totalling £256,172 (2018 - £150,104) to Mulindi Factory Company Limited and £228,170 (2018 - £158,424) to Shagasha Tea Company Limited, subsidiaries of East African Tea Investments, a joint venture of parent charity The Wood Foundation. The balances arose as a result of certain cost recharges totalling £175,814 (2018 - £308,528) being charged by the companies.

During the year The Wood Foundation Africa advanced loans to Rwanda Tea Investments Limited, a company in which it owns 25% equity, amounting to £3,544,942 (2018 - £Nil).

**21 CONTINGENT LIABILITIES**

During the year to 31 March 2018 the group provided a guarantee in respect of lease obligations to a third party in connection with a charitable project in Africa, the total contingent liability in respect of this guarantee at 31 March 2019 was £80,000 (2018 - £80,000).

