

GreenShoots

Green Shoots Foundation Ltd

(A company limited by guarantee)

Report and Financial Statements

Year ended 31st May 2020

Charity number: 1138412

Company number: 07272710 (England and Wales)

Green Shoots Foundation Ltd

Report and Financial Statements - Year ended 31st May 2020

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REFERENCE AND ADMINISTRATIVE DETAILS

Green Shoots Foundation Ltd

Charity number:

1138412

Company number:

07272710 (England and Wales)

Principal Office:

22 Lavender Hill, London SW11 5RN

Registered Address:

183-189 The Vale, London W3 7RW

Bankers:

HSBC, 8 Canada Square, London, E14 5HQ

Website:

www.greenshootsfoundation.org

Directors and Trustees:

The Directors of the charitable company (the "Charity") are its trustees for the purpose of Charity Law and throughout this report are collectively referred to as the Trustees.

The Trustees serving for the year and since 31st May 2020:

Mr Achim Kram

Mrs Deborah Hutchinson - Head of Audit & Finance sub-committee

Mrs Maria Largey, Chairperson

Mr David Ruiz

Dr Nathalie Dang, co-Chairperson

Prof Jurgen Rockstroh Mrs Elisabeth Selk Mr Tim Gledstone Mr Olivier Gazay

Operations Manager: Ms Muneezay Jaffery

Secretary:

Mr Jean-Marc Debricon.

REPORT OF DIRECTORS

YEAR ENDED 31st MAY 2020

The Directors are pleased to present their report together with the financial statements of the Charity for the year ended 31st May 2020.

The accounts have been prepared in accordance with the accounting policies set out in note 1 to 11 of the accounts and comply with the Companies Act 2006 and "Accounting and Reporting by Charities"; The Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)' (as amended for accounting periods commencing from 1 January 2016).

Structure, Governance and Management

Governing Document:

Green Shoots Foundation Ltd ("GREEN SHOOTS") is a company limited by guarantee (incorporated on 3rd June 2010) and governed by its Memorandum and Articles of Association. It is registered as a charity with the Charity Commission. Anyone over the age of 18 can become a member of the Company subject to application to and approval by the Trustees. In the event of the company being dissolved, members are required to contribute an amount not exceeding £10.

GREEN SHOOTS' Vision:

"A world in which all people live in dignity and security and are able to provide for their families."

GREEN SHOOTS' Mission:

"The prevention or relief of poverty through the implementation in greater Asia or Africa of holistic and sustainable development programmes combining economic empowerment with access to education and/or medical aid."

GREEN SHOOTS' Values:

Our core values drive our work and are central to our decision-making processes. We aim to align the programmes we establish and any partnerships we build with our social mission and core values. Our core values are:

Passion for social change, Integrity, Respect, Compassion, Fair Practice, Transparency, Innovation, Best Practice Project Management, Sustainability, Measurability.

Appointment of Trustees

As set out in the Articles of Association a new Trustee may be appointed by ordinary resolution of the Company. Trustees are elected annually by the members of the Charity attending the annual general meeting ("AGM") and serve for a period of two years. All members are circulated with invitations to nominate Trustees prior to the AGM advising them of the retiring Trustees and requesting nominations for the AGM.

Trustee induction and training

The existing Trustees were made aware of their legal obligations under Charity and Company Law, the content of the Memorandum and Articles of Association, the committee and decision-making processes, the business plan and recent financial performance of the Charity upon incorporation of the company. The existing Trustees advise that all new Trustees should take a course before joining to ensure that they are up to date with the latest regulations and requirements for trustees.

Organisation

The board of Trustees (the "Board"), currently made up of 9 Trustees but which can have up to 15 members, administers the Charity. The Board holds a video conference call with slides every 3 months (or more if needed) and meets once a year. Trustees are expected to take active participation in the running of the Charity and in the running of its projects, including networking, fundraising and event organising. The Chairperson chairs the meetings of the Board. The Head of the Audit & Finance sub-committee signs the accounts and annual reports prepared by the Secretary. The Operations Manager, under the supervision of the Board, develops the strategy of the Charity and manages its day-to-day operations with the support of the Secretary.

Related parties

Jean-Marc Debricon, Founder and first CEO of the Charity, currently Secretary, is also trustee and Chairman of Children of the Mekong, a UK charity affiliated to Enfants du Mekong, which is also a local implementation partner of the Charity. As trustee of Children of the Mekong, he does not receive any remunerations of any kind.

Risk management

The Charity has a risk management strategy that comprises:

- Assessing strategic alignment with partners
- Assessing the feasibility and viability of each project establishing the funding capabilities of the Charity
- Assessing all potential projects in order to avoid safety risk for the Charity, the Trustees or any other parties involved
- Defining prioritisation and allocation of funds
- An ongoing review of the major risks to the Charity and a subsequent establishment of systems and procedures to mitigate those risks identified
- COVID response.

Securing strategic resources:

In this tenth year of operations, the Charity has continued to run its three programmes in parallel. The Agri-tech center in Samrong, Cambodia contributed to provide more exposure for the Charity. This innovative education center received multiple awards for the sustainability principles behind its building and running.

All the Charity's programmes have different funding sources, 100% private but fairly diversified between events, online campaigns, grants from trusts and foundations and donations from High Net Worth Individuals (HNWI) as well as continued pro bono from a number of corporates and professionals. The Charity reached a total income of just under GBP150,000 which remains under the audit threshold of GBP250,000. Given our business model based on low overheads, sustainable operations and local partnerships, we expect that this will remain the preferred size for the charity.

Our 2020 income is 25% lower than in 2019, due to delays for the launch of our annual medical workshops in Myanmar.

Financial Review

The Charity started the financial year with excess funds brought forward and, after a charitable expenditure just above GBP128,000, has ended the year with an increased cash balance of just under GBP50,000. This higher cash balance should allow the Charity to face the expected funding shortfalls linked to COVID in the next financial year.

Anticipating that with BREXIT the GBP would depreciate vs USD, we have been and are still seeking charitable grants denominated in USD.

Principal Funding Sources

The principal funding sources were as follows:

- Private donations
- Company donations
- Proceeds from events

Each private and company donation is confirmed by the donor as unrestricted or restricted and then designated accordingly by the Operations Manager for a country of operation or a specific project.

Investment Policy

The funds received are held in currency current accounts at an interest rate negotiated by the Operations Manager with the Bankers. This has proved suitable where the funds have been disbursed towards the projects within a short time of receipt. However, funds earmarked for longer-term projects that have not been disbursed are invested in a higher interest-bearing account. For the avoidance of doubt, given the current volatile markets, the Operations Manager will not seek higher risk products and will restrict the cash management to term deposits with the Bankers (currently, HSBC Bank plc).

Any funds surplus to a designated project will be used for the continued maintenance or further improvement of the project or allocated to another project at the discretion of the Trustees.

Because of the weakening of the GBP against the dollar, the Charity has focused on sourcing more USD funds in order to reduce its FX risk for USD denominated charitable expenditure.

Reserves Policy

Due to a payment mistake made by one of our major donors in 2018 and the Brexit caused depreciation of the GBP vs USD, our Reserve was fully lost by year end 2018. However, in this financial year, the cash balance was successfully increased which will allow for a rebuilding of the Reserve.

Plans for future periods

The Charity plans continuing the activities outlined above in the forthcoming years subject to satisfactory funding arrangements. It is essential to diversify sources of funding and build sustainable activities through increased volunteering and crowdfunding.

Disclosure of information to auditors

Each of the directors has confirmed that there is no information of which they are aware which is relevant to the accounts, but of which the accountant is unaware. They have further confirmed that they have taken appropriate steps to identify such relevant information and to establish that the accountants are aware of such information.

Independent Examiner

A resolution proposing that Charles William & Siddiqui be reappointed as independent examiner of the company will be put to the members.

Trustees' responsibilities in relation to the financial statements

Company law requires the Trustees to prepare financial statements for each financial year that give a true and fair view of the state of the affairs of the charitable company as at the balance sheet date and of its incoming resources and application of resources, including income and expenditure, for the financial year. In preparing those financial statements, the management committee should follow best practice and:

- · Select suitable accounting policies and then apply them consistently;
- · Make judgements and estimates that are reasonable and prudent; and
- Prepare the financial statements on the going concern basis unless it is inappropriate to assume that the company will continue on that basis and
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts.

The Trustees are responsible for maintaining proper accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and to enable them to ensure that the financial statements comply with the Companies Act 2006 (the "Act"). The Trustees are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The members of the charitable company are listed on page 4. They guarantee to contribute an amount not exceeding GBP1 in the event of winding up. The total number of such guarantee at 31th May 2020 was 9.

On behalf of the board of trustees Name: Deborah HUTCHINSON

Title: Trustee, Head of Audit and Finance Sub Committee

Company Registration No.: 07272710

Date: 15th March 2021

Report and Financial Statements - Year ended 31st May 2020

INDEPENDENT EXAMINER'S REPORT TO THE TRUSTEES OF GREEN SHOOTS FOUNDATION LIMITED

I report on the accounts of the Charity for the period ended 31st May 2020, which are set out on page 12 to 18.

Respective responsibilities of Trustees and examiner

The Trustees, (who are also the directors of GREEN SHOOTS FOUNDATION LIMITED 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 period 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 audit under Part 16 of the Company Act 2006 and is eligible for independent examination, it is my responsibility:

- 1.To examine the accounts under section 145 of the 2011 Act;
- 2. To follow the procedures laid down in the General Directions given by the Charity 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 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 examiner's statement

- a) In connection with my examination, no matter has come to my attention; Which gives me reasonable cause to believe that in any material respect the requirements:
 - i. To keep accounting records in accordance with section 386 of the Companies Act 2006; and
 - ii. To prepare accounts which accord with the accounting records, comply with the accounting requirements of the Companies Act 2006 and with the methods and principles of the Statement of Recommended Practice: Accounting and Reporting by Charities (revised 2005) have not been met or;
- (b) To which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.

Seema Siddiqui, FCA
Charles William & Siddiqui

Date: 15th March 2021

183-189 The Vale, Acton London, W3 7RW

STATEMENT OF FINANCIAL ACTIVITIES INCOME STATEMENT

YEAR ENDED 31st MAY 2020

		Year	Year Ended 31 st May 2019		
GBP	N	Unrestricted	Restricted	Total	Total
	0	Funds	Funds	Funds	Funds
	t				
	е				
Incoming Resources					
Voluntary Income	2	77,756	71,997	149,753	206,216
Other Incoming Resources	3	0	0	0	0
Total incoming Resources		77,756	71,997	149,753	206,216
Resources					And the second s
Expended					
Charitable	4				
Expenditure		87,476	29,502	116,978	186,545
Cost of Charitable	5				
Activities		10,529		10,529	11,843
Fees Paid		314	0	314	149
Governance Costs		270	0	270	1,000
Total Resources	•	98,591	29,502	128,092	199,538
Expended			r e va	· •	gr#s
Opening Balance	uta II. Nyesa	(59,811)	87,575	27,765	20,568
Net (outgoing) Incoming Resource before transfers	e:	(20,835)	42,495	21,661	6,678
Transfers between		0	0		
FX gain (loss)		286		286	519
Closing Balance		(80,359)	130,071	49,711	27,765

The statement of financial activities includes all gains and losses recognized in the year. All incoming resources and resources expended derive from continuing activities.

BALANCE SHEET AS AT 31st MAY 2020

GBP	Note	As at 31 st May 2020	As at 31 st May 2019
Current assets		2020	2013
Cash at bank and in hand		49,711	27,765
Net assets		49,711	27,765
The funds of the charity			
Unrestricted income funds	7	0	0
Restricted income funds	7	49,711	27,765
Restricted income funds Total charity funds	7	49,711 49,711	27,765 27,765

The notes at pages 14 to 18 form part of these accounts

The company is entitled to the exemption from the audit requirement contained in section 477 of the Companies Act 2006, for the year ended 31 May 2020. No member of the company has deposited a notice, pursuant to section 476, requiring an audit of these accounts.

The directors acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with section 386 of the Act and for 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 incoming resources and application of resources, including its income and expenditure, 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 accounts have been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

The accounts were approved by the Board on 15th March 2021.

Signed Deborah HUTCHINSON

Name: Deborah HUTCHINSON

Title: Trustee, Head of Audit and Finance Sub Committee

Company Registration No.: 07272710

D. J. Museum

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31st MAY 2020

1.Accounting policies

Charity information

Green Shoots Foundation Ltd is a private company limited by guarantee incorporated in England and Wales. The registered office is 183-189 The Vale, London W3 7RW.

1.1.Accounting convention

The accounts have been prepared in accordance with the charity's governing document, the Companies Act 2006 and "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)" (as amended for accounting periods commencing from 1 January 2016). The charity is a Public Benefit Entity as defined by FRS 102.

The accounts are prepared in sterling, which is the functional currency of the charity. Monetary amounts in these financial statements are rounded to the nearest £.

The accounts have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value.

The principal accounting policies adopted are set out below.

1.2. Going concern

At the time of approving the accounts, there is a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future. Thus, the charity continues to adopt the going concern basis of accounting in preparing the accounts.

1.3. Charitable funds

Unrestricted funds are available for use at the discretion of the trustees in furtherance of their charitable objectives unless the funds have been designated for other purposes.

Restricted funds are subject to specific conditions by donors as to how they may be used. The purposes and uses of the restricted funds are set out in the notes to the accounts.

Endowment funds are subject to specific conditions by donors that the capital must be maintained by the charity.

1.4. Incoming resources

Income is recognised when the charity is legally entitled to it after any performance conditions have been met, the amounts can be measured reliably, and it is probable that income will be received.

Cash donations are recognised on receipt. Other donations are recognised once the charity has been notified of the donation, unless performance conditions require deferral of the amount. Income tax recoverable in relation to donations received under Gift Aid or deeds of covenant is recognised at the time of the donation.

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Legacies are recognised on receipt or otherwise if this has been notified of an impending distribution, the amount is known, and receipt is expected. If the amount is not known, the legacy is treated as a contingent asset.

1.5.Resources expended

Expenditure is recognized on an accrual basis as a liability is incurred. Expenditure includes any VAT that cannot be fully recovered and is reported as part of the expenditure to which it relates. Governance costs comprise of those costs associated with meeting the constitutional and statutory requirements of the charity and include bank charges and other bank related expenses. Due to projects being abroad, in order to meet the objectives of the charity, funds are received and disbursed in foreign currency, thus incurring bank charges. These have therefore been included under governance costs as it is an integral part of the running of the charity to receive and disburse funds.

1.6. Cash and cash equivalents

Cash and cash equivalents include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities

Basic financial liabilities, including creditors and bank loans are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of operations from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the charity's contractual obligations expire or are discharged or cancelled.

2. Critical accounting estimates and judgements

In the application of the charity's accounting policies, the charity are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the

Green Shoots Foundation Ltd

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revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3.Trustee's Remuneration

None of the trustees (or any persons connected with them) received any remuneration or benefits from the charity during the year.

4. Employees

There was 1 employee during the year (2019: 1 employee).

5. Foreign Currency Translation

Funds are held in one of three currency accounts, depending on origin of the donation: GBP, USD and EURO. USD and EURO funds are used for disbursements in these currencies, to avoid FX exposure. For the purposes of the report and financial statements, USD and EURO funds were reported at the appropriate FX rates as at 31st May 2020. As of that date, 78% of the funds were held in GBP and 21% in USD. By 31st May 2020, an FX gain of GBP286 was recorded.

6. Voluntary Income

GBP	Year o	Year ended 31st May 2019			
GBP	Unrestricted	Restricted	Total	Total	
Donations from individuals	2,661	18,640	21,301	49,648	
Grants from foundations	3,595	53,357	56,952	56,567	
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	1 2		1		
Gift Aid	0	0	0	0	
Pro bono offices	6,500	0	6,500	10,000	
Pro bono legal and accounting services, designing, engineering	40,000	0	40,000	65,000	
Other pro bono services	25,000	0	25,000	25,000	
Total	77,756	71,997	149,753	206,216	

7. Charitable Expenditure

Split by programme:

GBP	Year	Year Ended 31st May 2020			
	Unrestricted	Restricted	Total	May 2019 Total	
ELSE	29,159	0	29,159	49,900	
FASE	29,159	19,589	48,748	89,506	
MAME	29,159	9,913	39,072	47,139	
Others			0	0	
Total	87,476	29,502	116,978	186,545	

All pro bono services are accounted for at their fair market value.

NOTES TO THE FINANCIAL STATEMENTS - continued

Split by country of operations:

GBP	Year Ended 31st May 2020	Year Ended 31st May 2019	
	Expenditure	Expenditure	
India	29,159	49,900	
Cambodia	48,748	89,506	
Philippines	0	0	
Myanmar (Burma)	39,072	47,139	
Kyrgyzstan	0	0	
Vietnam	0	- 0	
Others (Ethiopia)	0	0	
Total	116,978	186,545	

8.Cost of Charitable Activities

GBP	Year Ended 31st May 2020	Year Ended 31st May 2019 Expenditure	
	Expenditure		
Travel expenses	458	499	
Event expenses	23	0	
Website	- 11 · · · · · · · · · · · · · · · · · ·	200	
Salaries	9,364	10,593	
IT & Communications	577	478	
Misc	107	73	
Total	10,529	11,843	

The average number of employees during the period was: 1.

- •Wages and salaries (including Employer's contributions) budgeted in Cost of Charitable Activities during the period: GBP 9,364
- Wages and salaries (including Employer's contributions) budgeted in Charitable Expenditure during the period: GBP 14,046

There were no employees whose annual remuneration was GBP 60,000 or more.

A pension plan is running for the employee of the Charity.

9. Trustee remuneration and Related Party transactions

None of the Trustees of the Charity received any emolument in the period; there is one full time employee of the Charity. No Trustee or other person related to the Charity had any personal interest in any contract or transaction entered into by the Charity during the year.

None of the Trustees received any monies from the Charity as reimbursement of expenses incurred for the Charity.

NOTES TO THE FINANCIAL STATEMENTS - continued

10. Analysis of net assets between funds

GBP	As at 31st May 2020			As at 31st May 2019	
	Unrestricted Funds	Restricted Funds	Total Funds	Total Funds	
Current Assets					
Miscellaneous funds	0		0	0	
Restricted Funds (ELSE, FASE, MAME, BMA)		49,711	49,711	27,765	
Net Assets at 31 st May	0	49,711	49,711	27,765	

Purpose of Designated Funds:

Miscellaneous Funds: These funds have been designated by the Trustees for the undertaking of several

projects in our countries of operations.

ELSE: These funds have been designated by the Trustees for the undertaking of

"Education Loans and Social Entrepreneurship" (ELSE), a microfinance/education-social entrepreneurship project in the slums of Delhi,

India and soon in Nepal.

FASE: These funds have been designated by the Trustees for the undertaking of "Food

& Agriculture and Social Entrepreneurship" (FASE), an environmental/educationsocial entrepreneurship project in rural provinces of Cambodia and the

Philippines.

MAME: These funds have been designated by the Trustees for the undertaking of

"Medical Assistance & Medical Education" (MAME), a microfinance/education/medical aid project in Vietnam, Myanmar and Kyrgyzstan.

BMA: These funds have been designated by the Trustees for the undertaking of the

"Bart Mauldin Award" (BMA), an annual education award for a deserving student

in the developing world.

RESERVES: The funds have been designated by the Trustees as reserves for current

expenses or unexpected expenses and in the absence of any other available

funds.

11.Material Legacies

Legacy income is only included in incoming resources where the legacy has been received or both the receipt and the amount are known with sufficient certainty. As at 31st May 2020, the Charity had no legacy income.