

Company number: 6424507
Charity Number: 1122799

Retrak

Report and financial statements

For the 15 month period ended 31 March 2019

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For the 15 month period ended 31 March 2019

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Reference and administrative information

For the 15 month period ended 31 March 2019

Company number 6424507

Charity number 1122799

Registered office 37 Market Square
Witney
Oxon
OX28 6RE

Trustees Trustees, who are also directors under company law, who served during the 15 month period and up to the date of this report were as follows:

I Pettigrew	
P Elson *	(Chair)
C Dacre	Resigned 25 th January 2019
A Gibson **	
G Henderson	
W Taylor **	
M Warner *	
T Bentley	Appointed 3 rd May 2019
S Illingworth	Appointed 9 th August 2019

* Member of the Finance Sub-Committee

** Member of the Risk and Compliance Sub-Committee

Retrak

Reference and administrative information

For the 15 month period ended 31 March 2019

Bankers	Royal Bank of Scotland 2 Station Road CHEADLE HULME Cheshire SK8 5AE	CAF Bank 25 Kings Hill Avenue WEST MALLING Kent ME19 4JQ
Auditors	Rees Russell LLP Statutory Auditors 37 Market Square Witney Oxon OX28 6RE	

Trustees' annual report

For the 15 month period ended 31 March 2019

The trustees present their report and the audited financial statements for the 15 month period ended 31 March 2019.

Reference and administrative information set out on pages 1 and 2 forms part of this report. The financial statements comply with current statutory requirements, the memorandum and articles of association and the Statement of Recommended Practice – Accounting and Reporting by Charities: SORP applicable to charities preparing their accounts in accordance with FRS 102.

Objectives and activities

Purposes and aims

The trustees review the aims, objectives and activities of the charity each year. This report looks at what the charity has achieved and the outcomes of its work in the reporting period. The trustees report the success of each key activity and the benefits the charity has brought to those groups of people that it is set up to help. The review also helps the trustees ensure the charity's aims, objectives and activities remained focused on its stated purposes.

The trustees have referred to the guidance contained in the Charity Commission's general guidance on public benefit when reviewing the charity's aims and objectives and in planning its future activities. In particular, the trustees consider how planned activities will contribute to the aims and objectives that have been set.

Policies and Objectives

The primary objective of Retrak is the charitable relief of children and young people who are in need by reason of their poverty or other circumstances. Retrak's vision is for a world where no child is forced to live on the street.

Retrak is committed to helping street children to find long term, sustainable alternatives to life on the streets. It is committed to reuniting children with their families and, if this is not possible, seeking foster families where they will find the love, security and support they have lacked.

Retrak recognises the vulnerability and disadvantage of street children due to health issues, particularly HIV/AIDs, their lack of mainstream education or vocational training; their susceptibility to abuse, and human trafficking, often resulting in them being exploited for financial gain; or the opportunity to develop as children. It seeks to alleviate this through interventions and activities.

Through its activities, Retrak provides public benefit in the following areas:–

- The prevention and relief of poverty
- The advancement of education
- The prevention of exploitation
- The advancement of health and
- The relief of those in need

Achievements and performance

The charity's main activities and who it tries to help are described below. All its charitable activities focus on 2019 and are undertaken to further Retrak's charitable purposes for the public benefit.

In 2018/19, our work reached 74,791 beneficiaries across Ethiopia, Uganda, Malawi, and Zimbabwe.

Our key achievements during 15 month period to 31 March 2019 are listed under three strategic priorities as follows:

Prevention – To strengthen families and communities to prevent highly vulnerable children separating from their families through migration or trafficking:

- 15,433 children in vulnerable families protected from child separation
- 5,513 women empowered by participating in self-help groups
- 38,450 children in vulnerable communities educated on abuse, trafficking and keeping safe in child welfare clubs and peer education
- 16,298 vulnerable adults received child protection messages through community education workshops

Rescue – To provide vulnerable children who are forced to live in unsafe situations such as on the street, in modern slavery, domestic work, at risk of engaging in commercial sex work, in conflict with the law or in institutional care) to access real alternatives:

- 1,123 children from streets reintegrated
- 6,753 children living and/or working on the streets contacted and offered services

Restore/Reform – To inform Retrak's research, advocacy and collaboration by being better at listening and engaging children's voices in order that we work to change policy and practice in their favour:

- 958 practitioners and policymakers trained

Fundraising

The issue of ethical fundraising remains a hot topic in the public domain. Retrak does not employ the services of a 3rd party fundraiser and we are committed to ensuring that our own internal practices meet the highest standards.

Retrak is registered with the Fundraising Regulator, whose standards we applaud and work hard to uphold, and have invested significantly this 15 month period to ensure that we comply with General Data Protection Regulation (GDPR) legislation which came into force on 23rd May 2018.

Financial review

Income

Income for the 15 month period ended 31 March 2019 was £3,122,170 (year ended 31 December 2017: £2,168,063) being a 15.2% increase on an annualised basis.

An annualised basis has been calculated by reducing current period figures (15 months to 31 March 2019) by 12/15ths and comparing this annualised figure to the previous year (2017).

- Restricted income increased by 8.8% with income at £2,478,311 for 15 months (2019), which equates to an annualised figure of £1,982,649 (2017: £1,822,247) – the improvement in restricted income being a result of attracting significant new funding and maintaining relationships with existing funders.
- Unrestricted income increased by 48.9% with income at £643,849 for 15 months (2019), which equates to an annualised figure of £515,087 (2017: £345,819) – the improvement in unrestricted income was primarily as a result of an unrestricted gift of £270,000 received in July 2018.

Expenditure

Expenditure decreased by 16.7% with the figure at £2,546,016 for 15 months (2019) which equates to an annualised figure of £2,036,813 (2017: £2,445,872). This is due to cost reductions in both fundraising and support costs following implementation of the 2018–2022 delivery plan.

Restricted spending decreased slightly by 3.2% with the figure at £2,370,714 for 15 months (2019) which equates to an annualised figure of £1,896,517 (2017: £1,958,885). This was a result of the cessation of the sub-grantee project in Malawi which ended in Sep 2018, resulting in lower spend comparative to the previous period. Meanwhile there was a significant uplift in spending in Ethiopia as new donors were secured and a new centre opened.

Unrestricted spending reduced by 71.2% with the figure at £175,302 for 15 months (2019) which equates to an annualised figure of £140,242 (2017: £486,987). This significant reduction is in line with the plan to reduce costs whilst also maximising resources which are attributable to restricted grants.

Net Result for the 15 month period

The net result for the 15 month period was a surplus of £576,154 (2017 deficit of £277,809) which was due to significant reductions in expenditure and the aforementioned one-off gift of £270,000 but also a result of receiving new grant funding a proportion of which is carried forward in reserves to be expended in future periods.

The Trustees confirm that the performance during the period has reversed the previous unrestricted deficit in line with plans created in December 2017. Underlying expenditure has reduced significantly with office costs reduced, staffing reduced and cost of raising funds also lower without impairing funding streams.

Reserves policy and going concern

Retrak has a policy for holding unrestricted reserves, for two primary reasons:

- 1 To enable the charity to fund unexpected expenditure, for example when projects overrun or unplanned events occur, and
- 2 To fund shortfalls in income, when income does not reach expected levels.

As at March 2019 the reserves policy was that unrestricted reserves should be the equivalent one month's operating expenditure.

The Trustees are pleased to advise that the "2018–2022 Delivery Plan" which was implemented in January 2018 has been an unprecedented success, creating unrestricted reserves within 15 months, some 4 years ahead of schedule.

Using the total expenditure as a basis the trustees have calculated that one-months operating expenditure is £169,374. The unrestricted reserves figure as at 31 March 2019 was £209,643 (2017: deficit £258,914) and therefore the reserves held at 31 March 2019 are in line with our reserves policy.

Plans for the future

In January 2018, Hope for Justice announced that the charity Retrak was to become part of Hope for Justice. Following the announcement, the board structures were aligned and since that time the two charities have worked ever closer together to extend the work undertaken by Retrak to reduce the incidence of street children in Ethiopia, Uganda and Zimbabwe from being trafficked or otherwise exploited. In practical terms, this has resulted in the two charities each reviewing its overheads and systems to identify duplications and where possible and practicable, reduce unnecessary expenditure by sharing resources.

At the time of the announcement, and prior to the board restructure, the trustees of Retrak approved the legal merger of Retrak into Hope for Justice. The current board of trustees having reviewed that decision concur that it is now appropriate for that formal merger to take place, and work is on-going to complete that process with a target date of the end of the current reporting year.

The legal merger Retrak into Hope for Justice will add to the efficiencies already delivered in our charity work by reducing or removing duplicated governance costs and overheads demanded of two (currently) independent charities.

Structure, governance and management

Constitution

Retrak is a company limited by guarantee (company number 6424507), governed by its Memorandum and Articles of Association which were adopted on its incorporation on 12 November 2007. It is registered as a charity with the Charity Commission (charity number 1122799).

Trustees' annual report

For the 15 month period ended 31 March 2019

Membership is open to all individuals and organisations who apply to the charity in the form required by the trustees and are approved by the trustees. There are currently 6 members each of whom has agreed to contribute £10 in the event of the charity winding up.

Method of appointment or election of trustees

Trustees are appointed by the members and one third of the trustees retire annually by rotation at the AGM. New trustees undertake an induction process in order to brief them of their obligations under charity and company law, the structure, activities and processes of the charity and to meet key employees. Trustees are voluntary and receive no remuneration or financial benefit.

Organisational structure and decision making

The trustees approve the strategic direction and the annual budget of the charity and meet approximately four times a year. The Chief Executive Officer has responsibility for running the organisation on behalf of the trustees and leads the Executive Team. This team recommends strategy to the trustees and provides day-to-day management, including accountability and oversight in all legal, contractual and financial responsibilities relating to the charity's business.

Risk management

The trustees take the identification of operational, financial and reputational risk seriously. The trustees have put in place structures to ensure that the many and varied risks Hope for Justice is exposed to are identified, addressed as appropriate and monitored effectively.

The day to day running of the organisation, and therefore the identification, reporting and mitigation of risk is tasked to the CEO and the Executive Team. The Executive execute their responsibilities through a robust risk identification procedure which has been refined over a number of years. In turn, the Executive Team recognises that risk identification is only as good as the embedding of risk recognition and reporting of our staff, so regular training is provided to reinforce the process. The ultimate outputs from incident reporting are a number of focused risk registers which are maintained and reviewed on a regular basis. The topic of risk is a standing item on Executive Team meeting agendas.

The most significant risks last year were:

Security and safety management, for our country programmes, to provide the appropriate care for our staff and clients. We have policies in place and we constantly reinforce these with our staff.

Managing changes in GDPR and fundraising regulations. A team ensured that GDPR compliance in all significant areas was achieved on time.

Ensuring we have the right people with the right skills in place to deliver our strategy. We focused on recruiting key skill to fill gaps in our current skill sets. We continue to use tested performance management tools to monitor and develop our teams.

Trustees' annual report

For the 15 month period ended 31 March 2019

The main risks to be managed in the year ahead:

Leadership. To achieve our plans we need excellent leadership. We will continue to invest in identifying and recruiting leaders who can steer our organisation through the challenges it will face in the future.

Programme quality. Our programmes continues to grow and expand in depth and breadth, we will cross-pollinate our programme knowledge and experiences to ensure we deliver 'best of breed' throughout.

Safeguarding. We continually review our safeguarding policies and the embedding of these through regular training. We promote the culture that reporting incidents is a strength, not a weakness, a positive, not a negative activity.

With the increasing complexity of the work of the charity, at the beginning of this financial year, the trustees introduced two sub-committees comprised of main trustee board members and executives:

The Risk Sub-Committee which has a brief to review and monitor programmatic and operational risks

The Finance Sub-Committee – which inter alia has a brief to review and monitor financial risks

During this financial year, the Risk and Compliance Sub-Committee and the Finance Sub-Committee each met twice. Both committees have met after the year end.

The trustee membership of each committee is identified on page 1.

Statement of responsibilities of the trustees

The trustees (who are also directors of Retrak for the purposes of company law) are responsible for preparing the trustees' annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the trustees to prepare financial statements for each financial period 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 the income and expenditure, of the charitable company for that period. In preparing these financial statements, the trustees 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 and statements of recommended practice have been followed, subject to any material departures disclosed and explained in the financial statements

Trustees' annual report

For the 15 month period ended 31 March 2019

- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charity will continue in operation

The trustees are responsible for keeping adequate 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. They 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.

In so far as the trustees are aware:

- There is no relevant audit information of which the charitable company's auditors are unaware
- The trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

The trustees are responsible for the maintenance and integrity of the corporate and financial information included on the charitable company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Members of the charity guarantee to contribute an amount not exceeding £10 to the assets of the charity in the event of winding up. The total number of such guarantees at 31 March 2019 was 6 (2016: 7). The trustees are members of the charity but this entitles them only to voting rights. The trustees have no beneficial interest in the charity.

Auditors

Rees Russell LLP were appointed as the charitable company's auditors during the 15 month period and have expressed their willingness to continue in that capacity.

The trustees' annual report has been approved by the trustees on 25 October 2019 and signed on their behalf by

P. Elson
Chair

Opinion

We have audited the financial statements of Retrak (the 'parent charitable company') and its subsidiaries (the 'group') for the 15 month period ended 31 March 2019 which comprise the consolidated statement of financial activities, the group and parent charitable company balance sheets, the consolidated statement of cash flows and the notes to the financial statements, including a summary of significant accounting policies. 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).

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. Our audit work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in an auditors' 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 and the charitable company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- Give a true and fair view of the state of the group's and the parent 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 period then ended
- Have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice
- Have been prepared in accordance with the requirements of the Companies Act 2006

Basis for 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 Auditor's 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 UK, including the FRC's Ethical Standard as applied to public interest entities, 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 trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent charitable company'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 trustees are responsible for the other information. The other information comprises the information included in the trustees' report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, 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.

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 trustees' report, which includes the directors' report prepared for the purposes of company law, for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- The directors' report included within the trustees' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

- Adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us
- The financial statements are not in agreement with the accounting records and returns
- Certain disclosures of trustees' remuneration specified by law are not made
- We have not received all the information and explanations we require for our audit
- The charity has not kept sufficient accounting records
- The trustees were not entitled to prepare the financial statements in accordance with the small companies' regime and take advantage of the small companies' exemption in preparing the trustees' annual report and take advantage of the small companies' exemption from the requirement to prepare a strategic report

Responsibilities of trustees

As explained more fully in the trustees' responsibilities statement (set out on page 8), the trustees (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 trustees 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 trustees are responsible for assessing the charitable company'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 trustees either intend to liquidate the charitable company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 auditor's 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. As part of an audit in accordance with ISAs (UK), we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

Independent auditors' report

To the members of

Retrak

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the trustees.
- Conclude on the appropriateness of the trustees' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the group's or the parent company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the group or the parent company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Jonathan Russell (Senior statutory auditor)

XX XXXXXXXXX 2019

for and on behalf of Rees Russell LLP, Statutory Auditors
37 Market Square, Witney, Oxon OX28 6RE

Consolidated statement of financial activities (incorporating an income and expenditure account)

For the 15 month period ended 31 March 2019

	Note	Unrestricted £	Restricted £	2019 Total £	Unrestricted £	Restricted £	2017 Total £
Income from:							
Donations and legacies	2	643,065	2,478,311	3,121,376	343,985	1,822,247	2,166,232
Charitable activities		–	–	–	–	–	–
Other trading activities	3	677	–	677	1,807	–	1,807
Income from investments		117	–	117	24	–	24
Total income		643,859	2,478,311	3,122,170	345,816	1,822,247	2,168,063
Expenditure on:							
Raising funds	4	104,833	–	104,833	333,790	–	333,790
Charitable activities							
Creating safe spaces and rebuilding childhood	4	30,578	1,028,703	1,059,282	60,738	776,640	837,378
Returning home	4	15,682	527,579	543,261	33,999	434,740	468,739
Preserving families and nurturing communities	4	14,899	501,224	516,123	31,324	400,530	431,854
Speaking out	4	4,445	149,535	153,980	10,478	133,985	144,464
Raising standards	4	4,865	163,673	168,538	16,657	212,990	229,647
Total expenditure		175,302	2,370,714	2,546,016	486,987	1,958,885	2,445,872
Net income / (expenditure) before net gains / (losses) on investments		468,557	107,597	576,154	(141,171)	(136,638)	(277,809)
Net income / (expenditure) for the period/year	5	468,557	107,597	576,154	(141,171)	(136,638)	(277,809)
Transfers between funds		–	–	–	13,297	(13,297)	–
Net movement in funds for the period/year		468,557	107,597	576,154	(127,874)	(149,935)	(277,809)
Reconciliation of funds:							
Total funds brought forward		(258,914)	390,191	131,277	(131,040)	540,126	409,086
Total funds carried forward		209,643	497,788	707,431	(258,914)	390,191	131,277

All of the above results are derived from continuing activities. There were no other recognised gains or losses other than those stated above. Movements in funds are disclosed in Note 18 to the financial statements.

Balance Sheets

As at 31 March 2019

	Note	The group		The charity	
		2019	2017	2019	2017
		£	£	£	£
Fixed assets:					
Tangible assets	10	40,645	77,558	40,645	77,558
Investments	11	102,543	74,671	–	–
		143,188	152,229	40,645	77,558
Current assets:					
Stock	13	154	1,700	154	1,700
Debtors	14	58,024	103,605	58,024	95,969
Investments		–	–	–	–
Cash at bank and in hand		565,797	230,120	565,797	213,282
		623,975	335,425	623,975	310,951
Liabilities:					
Creditors: amounts falling due within one year	15a	59,732	56,377	59,732	46,053
Net current assets / (liabilities)		564,243	279,048	564,243	264,898
Total assets less current liabilities		707,431	431,277	604,888	342,456
Liabilities:					
Creditors: amounts falling due after one year	15b	–	300,000	–	300,000
Total net assets / (liabilities)		707,431	131,277	604,888	42,456
Funds:	17				
Restricted income funds		497,788	390,191	497,788	376,041
Unrestricted income funds:					
General funds		209,643	(258,914)	107,100	(333,585)
Total funds		707,431	131,277	604,888	42,456

Approved by the trustees on 25 October 2019 and signed on their behalf by

P. Elson
Chair

Consolidated statement of cash flows

For the 15 month period ended 31 March 2019

	Note	2019		2017	
		£	£	£	£
Cash flows from operating activities					
Net cash provided by / (used in) operating activities	18		333,488		5,034
Cash flows from investing activities:					
Dividends, interest and rents from investments	117			24	
Proceeds from the sale of fixed assets	-			667	
Purchase of fixed assets	-			(15,945)	
Proceeds from sale of investments	-			-	
Purchase of investments	-			-	
Net cash provided by / (used in) investing activities			117		(15,254)
Change in cash and cash equivalents in the year			333,605		(10,220)
Cash and cash equivalents at the beginning of the year			230,120		235,726
Change in cash and cash equivalents due to exchange rate movements			2,073		4,614
Cash and cash equivalents at the end of the year	19		565,798		230,120

Notes to the financial statements

For the 15 month period ended 31 March 2019

1 Accounting policies

a) Statutory information

Retrak is a charitable company limited by guarantee and is incorporated in England & Wales. The registered office address is 37 Market Square, Witney, Oxon, OX28 6RE

b) Basis of preparation

The financial statements have been prepared 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) (September 2015) and the Companies Act 2006.

Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy or note.

These financial statements consolidate the results of the charitable company and its wholly-owned Ugandan subsidiary the Tigers Club Project Limited on a line by line basis.

Transactions and balances between the charitable company and its subsidiary have been eliminated from the consolidated financial statements. Balances between the two companies are disclosed in the notes of the charitable company's balance sheet. A separate statement of financial activities, or income and expenditure account, for the charitable company itself is not presented because the charitable company has taken advantage of the exemptions afforded by section 408 of the Companies Act 2006.

c) Public benefit entity

The charitable company meets the definition of a public benefit entity under FRS 102.

d) Going concern

The trustees consider that there are no material uncertainties about the charitable company's ability to continue as a going concern.

The trustees do not consider that there are any sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next reporting period.

e) Income

Income is recognised when the charity has entitlement to the funds, any performance conditions attached to the income have been met, it is probable that the income will be received and that the amount can be measured reliably.

Income from government and other grants, whether 'capital' grants or 'revenue' grants, is recognised when the charity has entitlement to the funds, any performance conditions attached to the grants have been met, it is probable that the income will be received and the amount can be measured reliably and is not deferred.

Notes to the financial statements

For the 15 month period ended 31 March 2019

1 Accounting policies (continued)

For legacies, entitlement is taken as the earlier of the date on which either: the charity is aware that probate has been granted, the estate has been finalised and notification has been made by the executor(s) to the charity that a distribution will be made, or when a distribution is received from the estate. Receipt of a legacy, in whole or in part, is only considered probable when the amount can be measured reliably and the charity has been notified of the executor's intention to make a distribution. Where legacies have been notified to the charity, or the charity is aware of the granting of probate, and the criteria for income recognition have not been met, then the legacy is treated as a contingent asset and disclosed if material.

Income received in advance of the provision of a specified service is deferred until the criteria for income recognition are met.

f) Interest receivable

Interest on funds held on deposit is included when receivable and the amount can be measured reliably by the charity; this is normally upon notification of the interest paid or payable by the bank.

g) Fund accounting

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

Expenditure which meets these criteria is charged to the fund.

Unrestricted funds are donations and other incoming resources received or generated for the charitable purposes.

Designated funds are unrestricted funds earmarked by the trustees for particular purposes.

h) Expenditure and irrecoverable VAT

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably. Expenditure is classified under the following activity headings:

- Costs of raising funds relate to the costs incurred by the charitable company in inducing third parties to make voluntary contributions to it, as well as the cost of any activities with a fundraising purpose
- Expenditure on charitable activities includes the direct costs of delivering projects undertaken to further the purposes of the charity and their associated support costs

Irrecoverable VAT is charged as a cost against the activity for which the expenditure was incurred.

Notes to the financial statements

For the 15 month period ended 31 March 2019

1 Accounting policies (continued)**i) Allocation of support costs**

Resources expended are allocated to the particular activity where the cost relates directly to that activity. However, the cost of overall direction and administration of each activity, comprising the salary and overhead costs of the central function, is apportioned on the following basis which are an estimate, based on staff time, of the amount attributable to each activity.

Where information about the aims, objectives and projects of the charity is provided to potential beneficiaries, the costs associated with this publicity are allocated to charitable expenditure.

Where such information about the aims, objectives and projects of the charity is also provided to potential donors, activity costs are apportioned between fundraising and charitable activities on the basis of area of literature occupied by each activity:

Governance costs are the costs associated with the governance arrangements of the charity. These costs are associated with constitutional and statutory requirements and include any costs associated with the strategic management of the charity's activities.

j) Operating leases

Rental charges are charged on a straight line basis over the term of the lease.

k) Tangible fixed assets

Items of equipment are capitalised where the purchase price exceeds £500. Depreciation costs are allocated to activities on the basis of the use of the related assets in those activities. Assets are reviewed for impairment if circumstances indicate their carrying value may exceed their net realisable value and value in use.

Depreciation is provided at rates calculated to write down the cost of each asset to its estimated residual value over its expected useful life. The depreciation rates in use are as follows:

Where fixed assets have been revalued, any excess between the revalued amount and the historic cost of the asset will be shown as a revaluation reserve in the balance sheet

●	Freehold property	5% straight line
●	Motor vehicles	33% straight line
		Over the period of the lease
●	Fixtures and fittings	(9 years)
●	Computer equipment	33% straight line

The value of land is not depreciated.

Notes to the financial statements

For the 15 month period ended 31 March 2019

1 Accounting policies (continued)

l) Investment properties

Investment properties are measured initially at cost and subsequently included in the balance sheet at fair value. Investment properties are not depreciated. Any change in fair value is recognised in the statement of financial activities and any excess of fair value over the historic cost of the investments will be shown as a fair value reserve in the balance sheet. The valuation method used to determine fair value will be stated in the notes to the accounts.

Investments in subsidiaries

Investments in subsidiaries are at cost.

m) Stocks

Stocks are stated at the lower of cost and net realisable value. In general, cost is determined on a first in first out basis and includes transport and handling costs. Net realisable value is the price at which stocks can be sold in the normal course of business after allowing for the costs of realisation. Provision is made where necessary for obsolete, slow moving and defective stocks. Donated items of stock, held for distribution or resale, are recognised at fair value which is the amount the charity would have been willing to pay for the items on the open market.

n) Debtors

Trade and other debtors are recognised at the settlement amount due after any trade discount offered. Prepayments are valued at the amount prepaid net of any trade discounts due.

o) Cash at bank and in hand

Cash at bank and cash in hand includes cash and short term highly liquid investments with a short maturity of three months or less from the date of acquisition or opening of the deposit or similar account. Cash balances exclude any funds held on behalf of service users.

p) Creditors and provisions

Creditors and provisions are recognised where the charity has a present obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount after allowing for any trade discounts due.

The charity only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value with the exception of bank loans which are subsequently measured at amortised cost using the effective interest method.

Notes to the financial statements

For the 15 month period ended 31 March 2019

2 Income from donations and legacies

	Unrestricted £	Restricted £	2019 total Total £	2017 Total £
Donations and legacies	643,065	2,478,311	3,121,376	2,168,065
	<u>643,065</u>	<u>2,478,311</u>	<u>3,121,376</u>	<u>2,168,065</u>
	<u><u>643,065</u></u>	<u><u>2,478,311</u></u>	<u><u>3,121,376</u></u>	<u><u>2,168,065</u></u>

3 Other trading activities

	Unrestricted £	Restricted £	2019 Total £	2017 Total £
Other trading activities	677	–	677	1,807
	<u>677</u>	<u>–</u>	<u>677</u>	<u>1,807</u>
	<u><u>677</u></u>	<u><u>–</u></u>	<u><u>677</u></u>	<u><u>1,807</u></u>

Notes to the financial statements

For the 15 month period ended 31 March 2019

4a Analysis of expenditure by cost type

	Charitable activities								2019 Total £	2017 Total £
	Cost of raising funds £	Creating safe spaces and rebuilding childhood £	Returning home £	Preserving families and nurturing communities £	Speaking out £	Raising standards £	Governance costs £	Support costs £		
Staff costs (Note 6)	71,668	340,559	143,895	164,644	49,645	55,875	–	76,670	902,956	1,012,061
Bank charges	122	1,269	581	619	205	273	13	7,644	10,725	14,844
Communications	46	3,964	1,771	1,905	558	591	–	6,216	15,051	9,412
Direct project costs	27,802	410,072	249,173	201,699	60,567	66,821	2,083	12,617	1,030,836	911,473
IT costs	166	8,254	4,033	3,955	1,112	1,061	–	7,987	26,569	28,771
Legal, professional & consultancy fees	(6,357)	30,839	14,870	16,021	5,300	6,985	2,550	15,983	86,190	115,604
Office equipment, repairs & maintenance	–	5,866	2,980	2,807	774	701	–	–	13,128	13,172
Premises rent & utilities	286	89,234	44,847	42,715	11,843	10,888	–	28,822	228,636	191,490
Public information, education & visibility	4,444	13,961	7,563	6,679	1,794	1,499	–	238	36,178	27,793
Training & capacity building	32	88,353	39,232	42,477	12,455	13,196	–	–	195,746	121,253
	98,211	992,371	508,945	483,522	144,254	157,892	4,646	156,176	2,546,016	2,445,872
Support costs	6,418	64,851	33,260	31,598	9,427	10,318	304	(156,176)	–	–
Governance costs	204	2,059	1,056	1,003	299	328	(4,950)	–	–	–
Total expenditure 2019	104,833	1,059,282	543,261	516,123	153,980	168,538	–	–	2,546,016	2,445,872
Total expenditure 2017	333,790	837,378	468,739	431,854	144,464	229,647	–	–	2,445,872	

Of the total expenditure, £175,302 was unrestricted (2017: £486,987) and £2,370,714 was restricted (2017: £1,958,885).

Retrak

Notes to the financial statements

For the 15 month period ended 31 March 2019

4b Analysis of charitable activity expenditure by country

	Charitable activities					2019 Total £	2017 Total £
	Creating safe spaces and rebuilding childhood £	Returning home £	Preserving families and nurturing communities £	Speaking out £	Raising standards £		
Brazil						–	20,820
Ethiopia	643,823	399,199	305,486	74,795	43,264	1,466,566	790,120
Kenya						–	19,156
Malawi	39,595	46,324	31,363	13,612	24,139	155,032	375,194
Philippines						–	40,550
Uganda	365,470	62,524	179,274	65,573	101,135	773,976	836,226
Zimbabwe	10,394	35,214	–	–	–	45,608	30,015
Total expenditure 2019	1,059,282	543,261	516,123	153,980	168,538	2,441,183	2,112,082
Total expenditure 2017	638,314	431,862	346,303	131,993	167,150		

Notes to the financial statements

For the 15 month period ended 31 March 2019

5 Net incoming resources for the year

This is stated after charging / crediting:

	2019	2017
	£	£
Depreciation	36,876	25,389
Profit on disposal of fixed assets	–	(667)
Operating lease rentals:		
Property	16,395	24,000
Auditors' remuneration (excluding VAT):		
Audit	3,300	3,000
Other services	–	–
Foreign exchange gains or losses	2,073	4,614
	<hr/>	<hr/>

6 Analysis of staff costs, trustee remuneration and expenses, and the cost of key management personnel

Staff costs were as follows:

	2019	2017
	£	£
Salaries and wages	807,742	912,859
Pension contributions	15,610	17,866
Redundancy and termination costs	–	3,166
Social security costs	79,605	81,335
	<hr/>	<hr/>
	902,957	1,012,061
	<hr/>	<hr/>

No employees earned over £60,000 during the year (2017: 0).

The total employee benefits including pension contributions of the key management personnel were £88,754 (2017: 154,271).

The charity trustees were not paid or received any other benefits from employment with the charity in the period (2017: £nil). No charity trustee received payment for professional or other services supplied to the charity (2017: £nil).

Notes to the financial statements

For the 15 month period ended 31 March 2019

Trustees' expenses represents the payment or reimbursement of travel and subsistence costs totalling £0 (2017: £249) incurred by 0 (2017: 0) member relating to attendance at meetings of the trustees.

7 Staff numbers

The average number of employees (head count based on number of staff employed) during the year was as follows:

	2019 No.	2017 No.
Raising funds	1.3	3.0
Charitable activities	180.5	146.0
Support	1.0	4.0
Governance	0.2	0.5
	<hr/>	<hr/>
	183.0	153.5
	<hr/>	<hr/>

8 Related party transactions

There are no related party transactions to disclose for 2019 (2017: none).

There are no donations from related parties which are outside the normal course of business and no restricted donations from related parties.

9 Taxation

The group is exempt from corporation tax as all its income is charitable and is applied for charitable purposes.

10 Tangible fixed assets

The charity and group

	Freehold property £	Fixtures, fittings and equipment £	Motor vehicles £	Total £
Cost				
At the start of the year	49,503	99,163	48,990	197,656
Additions in year	–	–	–	–
Disposals in year	–	–	–	–
At the end of the year	49,503	99,163	48,990	197,656
Depreciation				
At the start of the year	17,583	68,040	34,512	120,135
Charge for the year	4,136	24,169	8,571	36,876
Eliminated on disposal	–	–	–	–
At the end of the year	21,719	92,209	43,083	157,011
Net book value				
At the end of the year	27,784	6,953	5,907	40,645
At the start of the year	31,920	31,122	14,478	77,521

All of the above assets are used for charitable purposes.

Notes to the financial statements

For the 15 month period ended 31 March 2019

11 Subsidiary undertaking

The Tiger Clubs Project Limited is a subsidiary charity of Retrak. The company is registered in Uganda as a company limited by guarantee. It is considered a subsidiary for financial reporting purposes as 75% of the Board are Retrak representatives.

The purpose for the company has been to hold title to two pieces of land in Uganda that are used within the charitable operations of Retrak's branch in Uganda.

The land is the only asset on the company's balance sheet and the company was not otherwise trading and so has no turnover or profit to report.

During 2014, Retrak took the decision to sell one piece of land. The sale was finalised in April 2015. The proceeds from the land sale were transferred to Retrak.

There are no other transactions to disclose with the subsidiary. The fair value of the asset is £102,543 (2017 £74,671)

Retrak America, a US-registered 501(C)(3) organisation has been accounted for as a subsidiary of Retrak. Retrak America previously administers US funding and promoted Retrak in America. The subsidiary ceased to trade in March 2018 with remaining net assets of £14,149 transferred to Retrak Uganda. A summary of the results of the subsidiary is shown below:

	2019	2017
	£	£
Income from:		
Donations and gifts	–	6,172
Income from charitable activities	–	77,094
Total income resources	–	83,266
Expenditure on:		
Grants to partners	(14,149)	(91,885)
Net movements in funds	(14,149)	(8,619)
Total funds brought forward	14,149	22,768
Total funds carried forward	–	14,149
The aggregate of the assets, liabilities and funds was:		
Assets	–	24,473
Liabilities	–	(10,324)
Funds	–	14,149

Notes to the financial statements

For the 15 month period ended 31 March 2019

12 Parent charity

The parent charity's gross income and the results for the year are disclosed as follows:

	2019 £	2017 £
Gross income	3,122,170	2,084,797
Result for the year	590,303	(264,713)

13 Stock

	The group		The charity	
	2019 £	2017 £	2019 £	2017 £
Foodstuffs and merchandise	154	1,700	154	1,700
	154	1,700	154	1,700

14 Debtors

	The group		The charity	
	2019 £	2017 £	2019 £	2017 £
Trade debtors	30,115	64,153	30,115	64,153
Other debtors	24,050	31,520	24,050	23,884
Prepayments	3,859	7,932	3,859	7,932
	58,024	103,605	58,024	95,969

Notes to the financial statements

For the 15 month period ended 31 March 2019

15a Creditors: amounts falling due within one year

	The group		The charity	
	2019	2017	2019	2017
	£	£	£	£
Bank loans	–	–	–	–
Trade creditors	26,708	7,912	26,708	7,912
Taxation and social security	19,853	24,713	19,853	24,413
Other creditors	7,968	6,121	7,968	3,510
Accruals	5,202	17,631	5,202	10,218
	59,732	56,377	59,732	46,053

15b Creditors: amounts falling due after more than one year

	The group		The charity	
	2019	2017	2019	2017
	£	£	£	£
Bank loans	–	–	–	–
Trade creditors	–	–	–	–
Taxation and social security	–	–	–	–
Other creditors	–	300,000	–	300,000
Accruals	–	–	–	–
	–	300,000	–	300,000

Other creditor of £300,000 was an interest-free loan from a private individual repayable quarterly over 5 years (20 instalments at £15,000 each). This was cleared in full in August 2018 with cumulative repayments totalling £30,000 and the remaining loan balance of £270,000 then converted into an unrestricted gift, eradicating the unrestricted deficit balance.

Notes to the financial statements

For the 15 month period ended 31 March 2019

16a Current year analysis of group net assets between funds

	General unrestricted £	Restricted funds £	Total funds £
Tangible fixed assets	40,645	–	40,645
Investments	102,543	–	102,543
Net current assets	66,455	497,788	564,243
Net assets at the end of the year	209,643	497,788	707,431

16b Prior year analysis of group net assets between funds

	General unrestricted £	Restricted funds £	Total funds £
Tangible fixed assets	77,558	–	77,558
Investments	74,671	–	74,671
Net current assets	(411,143)	390,191	(20,952)
Net assets at the end of the year	(258,914)	390,191	131,277

Notes to the financial statements

For the 15 month period ended 31 March 2019

17a Current year movements in funds

	At the start of the year £	Income and gains £	£	Expenditure and losses	Transfers £	At the end of the year £
Restricted funds:						
UGANDA						
Comic Relief	28,660	294,610		(291,733)	-	31,537
Lakarmissionen	-	114,410		(114,411)	-	-
Hand of Hope	-	75,288		(46,677)	-	28,611
AVSI – Family Resilience programme	-	41,181		(41,181)	-	-
Anonymous Donor	34,810	70,007		(64,819)	-	39,999
Bracegirdle	-	25,000		(7,510)	-	17,490
British Council	-	2,676		(2,676)	-	-
Child Fund International (DCOF)	2,266	-		(2,266)	-	-
Anonymous Donor	4,999	-		(371)	-	4,629
Other	21,132	76,808		(68,635)	-	29,304
ETHIOPIA						
Save the Children International	1,590	329,044		(330,634)	-	-
FHI360	(12,542)	307,566		(295,024)	-	-
UK Home Office	91,137	238,751		(334,127)	-	(4,239)
Woord en Daad	49,993	123,092		(194,437)	-	(21,353)
Oak Foundation	-	148,518		(88,629)	-	59,889
Woord en Daad 2nd Grant	(401)	40,495		(39,519)	-	575
British Embassy Ethiopia	(13,011)	16,313		(13,311)	-	(10,009)
Aus Embassy	-	18,752		(4,517)	-	14,235
Lotta Backman	-	3,888		(3,888)	-	-
Souter	(123)	-		(3,780)	-	(3,903)
SIM	3,004	21,786		(2,925)	-	21,865
Other	1,928	11,348		(11,783)	-	1,494
MALAWI						
Comic Relief	1,229	5,000		(6,229)	-	-
Human Dignity Foundation	137,253	-		(150,552)	-	(13,299)
Others	3,000	1,773		(4,773)	-	-
ZIMBABWE						
Anonymous Donor	35,266	56,289		(49,105)	-	42,449
NON COUNTRY SPECIFIC						
Young Living Foundation	-	423,520		(165,007)	-	258,512
Other	-	32,194		(32,194)	-	-
Total restricted funds	390,190	2,478,311		(2,370,714)	-	497,786
Total unrestricted funds	(258,914)	643,859		(175,302)	-	209,643
Total funds	131,276	3,122,170		(2,546,016)	-	707,429

Notes to the financial statements

For the 15 month period ended 31 March 2019

17b Prior year movements in funds

	At the start of the year	Income and gains	Expenditure and losses	Transfers	At the end of the year
	£	£	£	£	£
Restricted funds:					
UGANDA					
Comic Relief	79,233	240,517	(290,395)	(695)	28,660
AVSI – Family Resilience programme	–	136,576	(135,739)	(837)	
Lakarmissionen	–	90,460	(90,460)	–	
Anonymous Donor	–	72,347	(37,537)		34,810
Red Nose Day Fund – 1st grant	(13,334)	–	14,686	(1,353)	0
Red Nose Day Fund – 2nd grant	37,589	18,783	(56,372)	–	
British High Commission	–	7,588	(7,588)	–	–
Child Fund International	136,024	–	(133,759)	–	2,266
Anonymous Donor	46,794	–	(41,794)	–	4,999
Others	13,077	32,073	(22,019)	–	23,131
ETHIOPIA					
Aus Embassy	–	19,121	(19,121)	–	
European Commission	4,179	102,314	(106,615)	–	(123)
FHI360	–	31,483	(44,025)	–	(12,542)
Home Office	–	288,347	(191,469)	(5,742)	91,137
International Monetary Fund	3,072	–	(3,072)	–	
Oak Foundation	362	59,564	(59,926)	–	0
Population Council	–	23,840	(30,070)	(394)	(6,625)
Save the Children International	–	140,980	(137,615)	(1,775)	1,590
SIM	(18,211)	20,558	(15,358)	–	(13,011)
Unicef	5,096	1,277	(6,373)	–	0
Woord en Daad	36,403	106,922	(91,225)	(2,107)	49,993
Others	9,960	21,692	(22,101)	(394)	9,156
MALAWI					
Human Dignity Foundation	174,547	273,027	(310,321)	–	137,253
Comic Relief	–	45,000	(43,771)	–	1,229
Others	–	3,000	–	–	3,000
KENYA					
Others	9,821	294	(10,115)	–	–
BRAZIL					
Red Nose Day Fund – 1st grant	1,554	18,783	(19,091)	(1,246)	–
Red Nose Day Fund – 2nd grant	(1,246)	–	–	1,246	–
ZIMBABWE					
Anonymous Donor	13,016	49,738	(27,489)	–	35,266
NON COUNTRY SPECIFIC					
Others	2,189	17,964	(20,153)	–	–

Notes to the financial statements

For the 15 month period ended 31 March 2019

Total restricted funds	540,123	1,822,248	(1,958,885)	(13,297)	390,189
Total unrestricted funds	(131,040)	345,818	(486,987)	13,297	(258,912)
Total funds	409,083	2,168,066	(2,445,872)	0	131,277

Purposes of restricted funds

The restricted funds are held to further the aim of no child forced to live on the street. The work comprises activities including outreach, shelter, medical services and education; preventative work in communities; healthy parenting with families; liaising with and training Government officials; preparing research documents

18 Reconciliation of net income / (expenditure) to net cash flow from operating activities

	2019	2017
	£	£
Net income / (expenditure) for the reporting period (as per the statement of financial activities)	576,154	(277,809)
Depreciation charges	36,913	25,389
(Gains)/losses on investments	(27,872)	–
Dividends, interest and rent from investments	(117)	(24)
(Loss)/profit on the sale of fixed assets	–	(667)
(Increase)/decrease in stocks	1,546	1,526
(Increase)/decrease in debtors	45,581	(38,052)
Increase/(decrease) in creditors	(296,645)	299,285
Exchange rate losses / (gains)	(2,073)	(4,614)
Net cash provided by / (used in) operating activities	333,488	5,034

19 Analysis of cash and cash equivalents

	At 1 January 2017	Cash flows	Other changes	At 31 March 2019
	£	£	£	£
Cash at bank and in hand	230,120	333,605	2,073	565,798
Total cash and cash equivalents	230,120	333,605	2,073	565,798

Notes to the financial statements

For the 15 month period ended 31 March 2019

20 Operating lease commitments

The charity and group's total future minimum lease payments under non-cancellable operating leases is as follows for each of the following periods:

	Property	
	2019	2017
	£	£
Less than one year	111,230	87,959
One to five years	62,535	50,818
Over five years	–	–
	<hr/>	<hr/>
	173,765	138,777
	<hr/> <hr/>	<hr/> <hr/>

21 Legal status of the charity

The charity is a company limited by guarantee and has no share capital. In the event of a winding up the contribution would not exceed £10 from each member.