

ZEPHYR CHARITABLE TRUST

Annual Report and Financial Statements

Year-ended 5 April 2019

REPORT AND FINANCIAL STATEMENTS 2019
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LEGAL AND ADMINISTRATIVE INFORMATION

Trustees

Elizabeth Breeze (Chair)
David Baldock
Donald Watson
Marigo Harries

Trust Administrator

Luminary Finance LLP
PO Box 135
Longfield
DA3 8WF

and this is also the registered address of the Trust.

Independent Examiner

Mary Wallbank DChA, FCA, FCIE
Charity Management Services
18 Park Road
Chandlers Ford
Eastleigh
SO53 2EU

Investment adviser

Rathbone Greenbank Investments
Rathbone Investment Management Ltd
Port of Liverpool Building
Pier Head
Liverpool
L3 1NW

Banker

CAF Bank Ltd
25 Kings Hill Avenue
West Malling
ME19 4JQ

ANNUAL REPORT OF THE TRUSTEES

The Trustees of the Zephyr Charitable Trust present their annual report covering the Trust's activities for the year ended 5 April 2019.

History and Objectives

The Trust was established under a Deed of Trust dated 5 April 1991. Its is a registered charity, number 1003234.

The objects are to apply both income and capital for or towards such charitable purposes and to make such donations to such charitable institution or institutions at such time or times and in such manner as the Trustees may in their absolute discretion think fit. There is no defined beneficial area.

Management and Governance

The names of the Trustees who have acted during the year are set out on page 1. The Settlor, Elizabeth Breeze, acts as the Chair of the Trustees. There are no term limits on the tenure of Trustees or of the chairmanship. All Trustees give their time freely; no remuneration is paid.

New Trustees are chosen by the Settlor. Trustees can be appointed at any time subject to a maximum of 8. Appointment requires a resolution at a Trustee meeting signed by the Chairman and one other attendee. Trustees are able to receive such training as is appropriate.

Trustees are required to disclose all relevant interests which are then held in a central register. In accordance with the Trust's policy, they are required to withdraw from any decision where a potential conflict of interest arises.

The notes to the financial statements disclose details of related party transactions (note 8.)

The Trustees meet at least once a year, usually in July, to approve the previous year's accounts and reporting, and to plan their grant-making for the coming year.

Luminary Finance LLP is engaged as the Trust Administrator, to handle the day-to-day administration of the Trust.

The Trust is a member of the Association of Charitable Foundations ('ACF'). The ACF provides helpful information on good practice and changes in the law affecting charities. It also acts as an authoritative body to speak for charitable foundations with the government and regulators.

Policy & Procedures for Grant-Making

The Trust makes grants to charitable institutions to support objectives at the Trustees' discretion.

As the Trust is in the process of spending-out, grant-making is funded from a combination of income and capital.

The objectives of the grants funded from the capital base remain the same as for grants from income, save that they are likely to be larger and hence a greater impact is sought. The timing of these 'capital' grants is also less regular as they are made in response to the progress of the specific project.

The Trust's grant-making is targeted towards 3 areas:

1. enabling lower income communities to become self-sustaining
2. the protection and improvement of the environment
3. providing support for those in need, particularly from medical conditions or social or financial disadvantage

The Trust does not have any geographical restriction on the ambit of its activities. It funds specific projects operating both in the UK and internationally.

The Trustees do not accept unsolicited applications for funding.

Public Benefit

The Trustees confirm that they have referred to the Charity Commission's guidance on public benefit when reviewing the Trust's objectives and activities.

The Trustees have made grants exclusively to UK-registered charities. As all UK-registered charities are required to operate for the public benefit, the Trustees are confident that the Trust operates for the public benefit.

ANNUAL REPORT OF THE TRUSTEES [Continued]**Achievements**

During the year, grants were made to 17 different charities totalling £247,385. The largest grants made were to:

	£
London Wildlife Trust	90,000
Pesticide Action Network UK	66,000
Farms for City Children	25,000
Survival International	12,000
Action Village India	11,000
Freedom From Torture	5,000
Karuna Trust	5,000
Practical Action	5,000

The grants to London Wildlife Trust and Farms for City Children both sought improved access to nature for those who might otherwise have little chance to experience it. The grant to London Wildlife Trust supported the construction of, and learning materials for, new learning studios at Camley Street Natural Park, a wildlife haven of international significance in the heart of London's Kings Cross district. The grant to Farms for City Children enabled the charity to subsidise farm stays by groups from urban schools. The hope is that experiences these grants enabled will not only inspire visitors but also have a lasting impact on their interest in learning about and conserving the natural environment.

The (ongoing) grants to Pesticide Action Network UK fund their campaign to end the use of pesticides in urban public spaces.

The grant to Survival International provided funding to improve communications with remote tribal communities. Communications are used to give the communities a voice in the outside world, and to encourage action to protect them, their way of life and their environment. These communities are often in places where the environment is threatened.

Financial Review

The financial statements have been drawn up under the historical cost convention as modified by the revaluation of investments. The statements have been prepared in accordance with the rules of the Trust, and the Statement of Recommended Practice ('SORP') 'Accounting and Reporting by Charities' applicable to charities preparing their accounts in accordance with FRS 102 that was published in July 2014.

During the last year, there have not been any significant changes in the Trust's activities or the manner in which these activities have been carried out.

The investment income for the year was £56,413, which was a decrease of £14,695 compared to the previous year. Income is decreasing as the capital base is used to fund grants.

Grants totalling £247,385 (2018 - £122,900) were made in the year. A summary is given in the Achievements section above and details are disclosed in note 3 of the financial statements.

In managing and administering the Trust, investment adviser's fees of £10,712 (2018 - £11,994), costs of grant-making of £1,270 (2018 - £200), and governance costs of £7,253 (2018 - £7,120) were incurred in the year.

Net investment gains of £62,419 were made on the Trust's investments in the year, comprised of £11,873 of net realised losses and £74,292 of net unrealised gains (2018 – net investment losses of £56,680, comprised of £16,601 of net realised losses and £40,079 of net unrealised losses.)

The overall deficit for the year of £147,788 was deducted from reserves brought forward from the previous year (2018 - £127,786 deficit deducted from reserves).

The Trust's funds at 5 April 2019 were £1,446,657 (2018 - £1,594,445)

ANNUAL REPORT OF THE TRUSTEES [Continued]

Investment policy

Under the Deed of Trust the Trustees are empowered to apply money or invest in the purchase of or at interest upon the security of such shares, stocks, funds, securities, land, buildings, chattels or other investments or property of any nature and in any part of the world and whether involving liabilities or producing income or not as the Trustees shall in their absolute discretion think fit to the intent that the Trustees shall have the same powers in all respects as if they were absolute owners beneficially entitled.

In keeping with their objectives, the Trustees are mindful of ethical criteria when considering how to invest monies.

The Trust's investment portfolio is professionally managed by their investment adviser, Rathbones Greenbank, on a discretionary basis.

The investment adviser operates under a written mandate, the Trustees' Statement of Investment Principles, which is reviewed regularly. The Trustees seek a diversified portfolio that does not take undue risk. Given that the Trustees are spending-out, capital preservation and stability are prioritised.

Subject to this and acknowledging the impact of spending-out, the long-term objective is to at least maintain the real terms value of the investments and annual income.

The Trustees and investment manager have agreed new benchmarks with which to evaluate the manager's financial performance. The portfolio's performance is now measured against:

- the MSCI WMA Growth index, to compare performance relative to markets
- the ARC Steady Growth Charity index, to compare performance relative to a sample of peers; and
- over the long term, CPI +3%, as a proxy to compare absolute performance against the mandate objective

In the year to 5 April 2019, the Trust's portfolio reported a total return net of fees of +7.4% which compares to a +8.5% total return before fees for the market benchmark and a +6.5% total return net of fees of the peer benchmark. Over the last 10 years, the Trust's portfolio has significantly exceeded the long-term mandate objective.

The investment manager's performance remains under review.

The investments of the Trust are held at Rathbones Nominees Ltd, the Trust's investment adviser's custodian.

Designated funds

Designated funds are amounts that have been put aside out of unrestricted funds at the discretion of the Trustees for particular purposes. The designation is for administrative purposes only and does not legally restrict the Trustees' discretion to apply the funds. The Trustees have created the following designated fund:

Investment fund

To provide the funds necessary to support the Trust's charitable activities requires a significant capital base. The designated Investment fund comprises the government stocks and other listed investments held in the Trust's investment portfolio.

Details of the movements in funds are set out in note 6 of the financial statements.

Reserves policy

The Trustees' policy is to maintain free reserves of £2,000. This policy is formed with regard to the designated investment fund available, the nature of the Trust's operations and expenditure commitments, and experience of the requirement to draw on reserves. At 5 April 2019, the free reserves (general unrestricted funds) stood at £10,581. Grant-making plans take account of the surplus reserves.

Risk Management

The Trustees review the major risks which the Trust faces on a regular basis. Having regard to the Trust's organisation and activities, it is their view that the principal risks to which the Trust may be exposed are:

Financial constraints on the Trust's grant-making ability

The risk with the greatest impact would be a significant permanent loss in value of the Investment fund. Given the Trust is spending out and hence has a foreseeable time horizon to its activity, significant volatility in the value of the Investment fund would compromise the ability of the Trustees to plan and execute their capital grant plans. A significant reduction in the return from the portfolio would reduce the capacity to make regular grants. Were the return to consistently lag inflation, the burden of costs would increase.

ANNUAL REPORT OF THE TRUSTEES [Continued]

The Trustees' investment policy should mean the risk with the greatest impact is very unlikely to transpire and the other risks are mitigated as far as practicable. Part of the Trustees' grant management policy, of not committing to future grants more than a year in advance, also reduces the risk of not being able to meet a grant obligation. The ability to be flexible over timing also mitigates the impact of volatility risks.

The Trustees believe that carefully balancing grant funding commitments and costs against available capital and projected achievable income, combined with regular dialogue with the Trust's investment adviser to monitor performance and review strategy, will provide sufficient resources to continue grant-making as planned.

The assets reflected on the Balance Sheet are available and adequate for the Trustees to fulfil the Trust's obligations. The Trustees have a reasonable expectation that the Trust has adequate resources to continue in operational existence for the foreseeable future.

Effective grant-making

The Trustees dedicate time to understanding and reviewing the progress of the Trust's grant-making programmes to mitigate risks to effective grant-making. Care is taken in particular with the sequencing of the capital grant programmes so that adequate resource is available to manage these much larger projects. Further grants are only authorised and released when the Trustees are satisfied with the reporting and progress made.

Future Plans

The Trustees continue to spend-out the Trust's capital as part of a phased process over several years.

At 5 April 2019, two 'capital' grant programmes were in progress with up to £53,500 of further grants currently envisaged in the next year. The Trustees maintain regular dialogue with each recipient charity to assess risk and progress. A new capital grant project is also in the early planning stages.

Eventually, the Trust will close once its capital base has been spent on grants. Meanwhile, the Trustees also intend to continue to pursue the objectives of the Trust via its normal grant programmes ('subscriptions'.) Practice shows that many charities have received consistent support for many years and the Trustees do not intend to depart from this approach in the near term. Grants for the coming year are authorised at the AGM.

Trustees' responsibilities in relation to the financial statements

The Trustees are responsible for preparing the Trustees' Report and the Financial Statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

The law applicable to charities in England & Wales requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charity and of the incoming resources and application of resources of the charity 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 applicable Charities SORP;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to do so.

The Trustees are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the charity and enable them to ensure that the financial statements comply with the Charities Act 2011, the applicable Charity (Accounts and Reports) Regulations and the provisions of the Trust deed.

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.

Independent Examiner

A resolution to re-appoint Mary Wallbank as the Trust's independent examiner was passed at the Annual General Meeting.

ANNUAL REPORT OF THE TRUSTEES [Continued]

Approved by the Board and signed on its behalf by

Elizabeth Breeze
Trustee
12.10.19

INDEPENDENT EXAMINER'S REPORT TO THE TRUSTEES OF THE ZEPHYR CHARITABLE TRUST

I report on the accounts of the Trust for the year ended 5 April 2019 comprising the Statement of Financial Activities, the Balance Sheet and the related notes 1 to 9.

Respective responsibilities of trustees and examiner

The Trustees are responsible for the preparation of the accounts. The Trustees consider that an audit is not required for this year under section 144(1) of the Charities Act 2011 (the 2011 Act) and that an independent examination is needed.

I am qualified to undertake the examination by being a qualified member of the Institute of Chartered Accountants in England & Wales.

It is my responsibility:

- to examine the accounts under section 145 of the 2011 Act;
- 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
- 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 Trust 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 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

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

- (1) which gives me reasonable cause to believe that in any material respect the requirements:
 - to keep accounting records in accordance with section 130 of the 2011 Act; and
 - to prepare accounts which accord with the accounting records and to comply with the accounting requirements of the 2011 Act
 have not been met; or
- (2) to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.

Mary Wallbank DChA, FCA, FCIE

Independent Examiner

Eastleigh, United Kingdom

11.11.19

STATEMENT OF FINANCIAL ACTIVITIES
Year ended 5 April 2019

	Note	2019 £	2018 £
Income from			
Investments	2	56,413	71,108
Expenditure on			
Raising funds - investment adviser's fees		10,712	11,994
Charitable activities	3	255,908	130,220
Total expenditure		266,620	142,214
Net (expenditure) before gains and losses on investments		(210,207)	(71,106)
Net gains/(losses) on investments	5	62,419	(56,680)
Net movement in funds		(147,788)	(127,786)
Total funds brought forward		1,594,445	1,722,231
Total funds carried-forward		1,446,657	1,594,445

There is no restricted income or expenditure.

All activities derive from continuing operations.

There was no recognised gain or loss other than as shown in the statement above.

BALANCE SHEET
As at 5 April 2019

	Note	2019 £	2018 £
Fixed Assets			
Investments	5	1,436,076	1,582,293
Current Assets			
Debtors – accrued income		4,751	6,196
Bank balances and deposits		8,915	9,383
		<u>13,666</u>	<u>15,579</u>
Liabilities			
Creditors: amounts falling due within 1 year – accrued expenditure		<u>(3,085)</u>	<u>(3,427)</u>
Net Current Assets		10,581	12,152
Net Assets		<u>1,446,657</u>	<u>1,594,445</u>
The funds of the charity			
Unrestricted designated investment fund		1,436,076	1,582,293
Unrestricted general fund		10,581	12,152
	6	<u>1,446,657</u>	<u>1,594,445</u>

Approved by the Board of Trustees and signed on its behalf by

Elizabeth Breeze
Trustee
12.10.19

David Baldock
Trustee
25.10.19

NOTES TO THE FINANCIAL STATEMENTS

Year ended 5 April 2019

I. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with:

- the Charities Act 2011;
- United Kingdom Generally Accepted Accounting Practice ('GAAP') as it applies from 1 January 2015, in particular the Financial Reporting Standard applicable in the UK and Republic of Ireland ('FRS 102'); and
- the Statement of Recommended Practice 'Accounting and Reporting by Charities' applicable to charities preparing their accounts in accordance with FRS 102 that was published in July 2014 and effective for periods commencing on or after 1 January 2015 ('Charities SORP FRS 102').

The financial statements have departed from the Charities (Accounts and Reports) Regulations 2008 only to the extent required to provide a 'true and fair view'. This departure has involved following the Charities SORP FRS 102, rather than the equivalent effective from 1 April 2005 that has since been withdrawn.

The financial statements have been drawn up under the historical cost convention as modified by the revaluation of investments.

The Trust constitutes a public benefit entity as defined by FRS 102.

Fund accounting

Designated funds are amounts which have been put aside out of unrestricted funds.

The designated Investment fund represents the investments held in the Trust's investment portfolio. It provides the income and capital necessary to maintain the Trust's charitable activities.

General funds represent unrestricted income, which is expendable at the discretion of the Trustees in the furtherance of the objects of the Trust. Such funds may be held in order to finance both working capital and capital investments.

Income recognition

Income is recognised when receivable, which is when the conditions for receipt have been met, it is probable that the income will be received, and the amount of income receivable can be measured reliably.

Expenditure recognition

All expenditure is accounted for on an accruals basis. Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the Trust to that expenditure, it is probable that settlement will be required, and the amount of the obligation can be measured reliably.

The costs of charitable activities, as shown in note 3, comprise:

- grants made;
- costs of grant-making, being an apportionment of support costs based on the estimated value of time spent on grant-making matters; and
- Governance costs. These comprise all costs involving the public accountability of the Trust and its compliance with regulation and good practice. This includes the fee for the independent examination.

The costs of the Trust are allocated between costs of grant-making and governance as per note 4 below.

Expenditure includes the cost of irrecoverable VAT.

Investments

Listed investments are stated at closing middle market price immediately prior to the end of the financial year. All movements in value are shown in the Statement of Financial Activities. Realised and unrealised gains and losses are shown separately in the appropriate section of the Statement of Financial Activities.

NOTES TO THE FINANCIAL STATEMENTS [Continued]
Year ended 5 April 2019

2. Investment income

	2019 £	2018 £
Dividends and interest from quoted investments	56,403	71,108
Interest on deposits	10	-
	<u>56,413</u>	<u>71,108</u>

3. Charitable activities

	Note	2019 £	2018 £
<u>Grants to institutions</u>			
Action Village India (2 grants)		11,000	7,000
Crisis		2,500	2,400
Farms for City Children		25,000	-
Freedom From Torture		5,000	5,000
Friends of the Earth Trust		3,000	3,000
Intercare		4,000	4,000
Jessie's Fund		4,000	8,000
Karuna Trust		5,000	4,000
London Wildlife Trust		90,000	-
Margaret Pyke Trust		3,000	3,000
Missing People		3,000	3,000
Pesticide Action Network UK		66,000	45,000
Practical Action		5,000	5,000
Quaker Social Action Group		3,000	3,000
Sandema Educational Resource Centre		2,000	2,500
Survival International		12,000	25,000
Womankind		3,885	3,000
		<u>247,385</u>	<u>122,900</u>
<u>Support costs</u>			
Costs of grant making	4	1,270	200
Governance costs	4	7,253	7,120
		<u>255,908</u>	<u>130,220</u>
Total expenditure on charitable activities			

4. Support costs

	Basis of apportionment	Costs of grant making		Governance	
		2019 £	2018 £	2019 £	2018 £
Administrator's fees	Time spent	1,270	200	6,548	6,220
Independent Examiner's fees	All Governance	-	-	400	600
Professional subscriptions	All Governance	-	-	245	240
Bank charges	Actual costs	-	-	60	60
		<u>1,270</u>	<u>200</u>	<u>7,253</u>	<u>7,120</u>

NOTES TO THE FINANCIAL STATEMENTS [Continued]**Year ended 5 April 2019****4. Support costs [Continued]**

The Trustees, as listed on page 1, volunteer their time freely. They did not receive any emoluments or expenses during the year or the preceding year.

The Trust has no other volunteers and no employees (2018 - none).

5. Investments

	2019 £	2018 £
<u>Quoted Investments</u>		
Market value at the start of the year	1,539,010	1,682,227
Additions	9,575	123,537
Disposals	(216,840)	(210,074)
Net realised investment (losses)	(11,873)	(16,601)
Net unrealised investment gains/(losses)	74,292	(40,079)
	<hr/>	<hr/>
Market value at the end of the year	1,394,164	1,539,010
Uninvested cash	41,912	43,283
	<hr/>	<hr/>
	<u>1,436,076</u>	<u>1,582,293</u>

The market value of the investments at the year-end was divided as follows:

	2019 £	2018 £	2019 %	2018 %
UK government bonds	172,899	168,720	12.4	11.0
UK corporate bonds	18,426	19,056	1.3	1.2
UK equities	884,442	1,063,388	63.5	69.1
UK investment trusts	36,075	33,300	2.6	2.2
Global investment funds	127,520	113,833	9.1	7.4
Infrastructure funds	101,870	88,484	7.3	5.7
UK property funds	52,932	52,229	3.8	3.4
	<hr/>	<hr/>	<hr/>	<hr/>
	<u>1,394,164</u>	<u>1,539,010</u>	<u>100.0</u>	<u>100.0</u>

The book cost of the investments at 5 April 2019 was £1,021,748 (2018 - £1,185,029).

There were 7 disposals during the year, in aggregate producing a net loss of £11,873.

There was 1 investment in the portfolio which exceeded 5% of the total portfolio value: the investment in Legal & General Group Plc was valued at £85,890 (6.0%) at 5 April 2019. This holding has subsequently been reduced below 5%. (2018 – no investment exceeded 5% of the total portfolio value.)

NOTES TO THE FINANCIAL STATEMENTS [Continued]
Year ended 5 April 2019

6. Statement of movements on unrestricted funds

	Balance at 6 April 2018 £	Income £	Expenditure, gains and losses £	Transfers £	Balance at 5 April 2019 £
<i>Designated fund</i>					
Investment fund	1,582,293			(146,217)	1,436,076
General fund	12,152	56,413	(204,201)	146,217	10,581
Total unrestricted funds	<u>1,594,445</u>	<u>56,413</u>	<u>(204,201)</u>	<u>-</u>	<u>1,446,657</u>

In 2018 the movements were as follows:

	Balance at 6 April 2017 £	Income £	Expenditure, gains and losses £	Transfers £	Balance at 5 April 2018 £
<i>Designated fund</i>					
Investment fund	1,709,252			(126,959)	1,582,293
General fund	12,979	71,108	(198,894)	126,959	12,152
Total unrestricted funds	<u>1,722,231</u>	<u>71,108</u>	<u>(198,894)</u>	<u>-</u>	<u>1,594,445</u>

7. Taxation

Zephyr Charitable Trust is a registered charity and as such is exempt from tax on income and gains falling within Part 10 Income Tax Act 2007 and Section 256 Taxation of Chargeable Gains Act 1992 respectively, to the extent that they are applied to its charitable objectives.

8. Related parties

Luminary Finance LLP

Luminary Finance LLP is a related party of the Trust by virtue of the family relationship between a Member of the firm and two of the Trustees. It provides administration services to the Trust on an arm's length basis under a standard letter of engagement and terms of business. The Administration costs included in note 4 above include £7,818 inc VAT of trust administration services provided by Luminary Finance LLP in the year (2018 - £6,420 inc VAT).

9. Going concern

The Trustees consider that there is no material uncertainty about the Trust's ability to continue as a going concern.