

Charity registration number 1192938

UPSIDE TRUST
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2021

UPSIDE TRUST

LEGAL AND ADMINISTRATIVE INFORMATION

Trustees	J Berry	Appointed 20 December 2020
	J Heron	Appointed 20 December 2020
	S Farr	Appointed 20 December 2020
Charity number	1192938	
Principal address	14 Butley Lanes Prestbury Macclesfield Cheshire SK10 4HU	
Independent examiner	Susanna Cassey FCA Azets Fleet House New Road Lancaster United Kingdom LA1 1EZ	
Bankers	NatWest Bank plc 19 Market Street Manchester M1 1WR	

UPSIDE TRUST

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UPSIDE TRUST

TRUSTEES' REPORT

FOR THE PERIOD ENDED 31 DECEMBER 2021

The trustees present their annual report and financial statements for the period ended 31 December 2021.

The financial statements have been prepared in accordance with the accounting policies set out in note 1 to the financial statements and comply with the charity's governing document, the Charities Act 2011 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)" (effective 1 January 2019).

Objectives and activities

The objectives of the charity are:

- The advancement of education,
- The provision of relief to those in need by reason of youth, financial hardship or other disadvantage, in particular, but without limitation by:
- Providing support by the way of grant funding to organisations which develop their skills, capacities and capabilities to enable them to participate in society as mature and responsible individuals,
- Relieving unemployment.

Public benefit

The trustees confirm that they have referred to the Charity Commission general guidance on public benefit when reviewing the charity's aims and objectives and in planning the future activities of the charity. These are shown above in the section 'Objectives and activities'.

Achievements and performance

The charity received a donation from The Brightside Trust (Charity number 1159993) during the period of £2,268,000 in the form of investment units. The charity liquidated a portion of the investments, releasing cash of £140,000. This cash was partly used to fund grants to the following charities:

- Africa Amini Alama - The charity has established three English speaking primary schools and a secondary school as well as a number of vocational training schools in a rural area of Tanzania to provide education for underprivileged children. The objective of the grant is to support a cohort of up to 80 of the poorest children in the local, rural, Tanzanian communities to give them a rounded, English speaking education at their secondary school.
- Masikhule - The charity is based in the Western Cape in South Africa. Masikhule is a social impact organisation that trains educators in marginalised communities in Early Childhood Development (ECD) and early learning skills. The objective of the project with Upside is to make Masikhule's unique Early Learning Programme (ELP) accessible at minimal cost to all community-based ECD centres and to expand this programme over time to reach as many children between the ages of two and five years old as possible through ECD educators and caregivers.
- CAMFED International - The charity is a pan-African movement focusing on how girls' education is delivered. The project supported by the grant will provide an expansion of CAMFED's primary programme in Tanzania, supporting 800 children across eight schools with all items they need to access and progress through school.

These charities have charitable objectives in line with our objectives.

UPSIDE TRUST

TRUSTEES' REPORT (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2021

Financial review

Details of the financial position of the charity are set out in the following accounts.

The Statement of Financial Activities shows the charity had expenditure of £64,141 compared to income of £2,268,000, resulting in a surplus of £2,203,859 before realised gains on investments of £6,316 and unrealised gains of investments of £112,334.

In the Balance Sheet are investments of £2,246,650. Investments will be liquidated to release cash as and when the charity needs further funds.

An analysis of grants paid in the year can be found on note 4.

Risk management

The trustees have examined the major strategic, operational and reputational risks which the charity faces and confirm processes have been established to enable the trustees to lessen these risks.

The main financial risk faced by the charity is that of volatility in equity markets and investment markets due to wider economic conditions. Liquidity risk is anticipated to be low as all assets are traded and the commitment to the intervention by central banks and market regulators has continued to provide for orderly trading in the markets and so the ability to buy and sell quoted equities and stock is anticipated to continue. The charity's investments are traded in markets with good liquidity and higher trading volumes.

The charity manages these investment risks by retaining expert advisors. The charity does not make use of derivatives and similar complex financial instruments.

Reserves policy

It is the policy of the charity to maintain a minimum reserves balance of £50,000.

The charity has free reserves of £2,322,509.

Investment policy

The investment objective is to preserve the value of capital in real terms, in order to provide funds for future activities. Our investment is managed by Rothschild Private Fund Management, and comprises a holding of Accumulation Units in the Glenhuntley Portfolio Trust. We have confidence in our Investment Manager's abilities to look after our funds wisely in ever changing financial markets, and are satisfied with their current performance which we review quarterly. Social, environmental and ethical impacts are considered when identifying investments.

Plans for future periods

The charity will review the outcomes of the projects supported by grants in 2021. Providing the outcomes are successful, the aim will be to provide further grants to support new projects with these charity partners in 2022. In addition, over the next few years the charity will look for additional charities to support with grants where projects meet the charity's objectives.

UPSIDE TRUST

TRUSTEES' REPORT (CONTINUED)

FOR THE PERIOD ENDED 31 DECEMBER 2021

Structure, governance and management

Upside Trust was incorporated as a Charitable Incorporation Organisation (CIO) on 30 December 2020 (Charity number 1192938).

The charity is governed by its governing document, dated 21 December 2020.

The trustees are appointed by a resolution passed at a properly convened meeting of the charity trustees and serve for a period of five years, after which period they may put themselves forward for re-appointment. Unless otherwise agreed by resolution of the charity trustees, a charity trustee who has served for two consecutive terms may not be reappointed for a third consecutive term but may be reappointed after an interval of at least one year. The governing document provides for a minimum of three trustees. Anyone over the age of 18 is eligible for trusteeship. All decisions are made by trustees.

The aim of the charity is to recruit trustees with skills, knowledge and experience needed for the effective administration of the CIO. It is the intention of the trustees to meet quarterly in order to discuss the strategy and areas for activity. Day to day management of the charity is delegated to James Heron.

New trustees are given a detailed induction briefing by the organisation. This includes providing a copy of the constitution and a copy of the CIO's latest trustees' annual report and statement of accounts.

Key management personnel

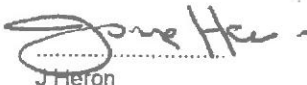
The trustees consider that only the trustees comprise the key management personnel. The trustees give their time freely and no trustee received remuneration in the period.

The trustees who were appointed on the 21 December 2020 and served during the period and up to the date of signature of the financial statements were:

J Berry
J Heron
S Farr

Approval

Approved by the trustees and signed on their behalf by:



J Heron
Trustee

Date: 24th October 2022

UPSIDE TRUST

INDEPENDENT EXAMINER'S REPORT TO THE TRUSTEES OF UPSIDE TRUST

I report to the trustees on my examination of the financial statements of Upside Trust (the charity) for the period ended 31 December 2021.

Responsibilities and basis of report

As the trustees of the charity you are responsible for the preparation of the financial statements in accordance with the requirements of the Charities Act 2011 (the 2011 Act).

I report in respect of my examination of the charity's financial statements carried out under section 145 of the 2011 Act. In carrying out my examination I have followed all the applicable Directions given by the Charity Commission under section 145(5)(b) of the 2011 Act.

Independent examiner's statement

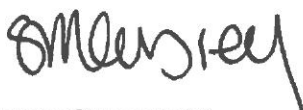
The charity was granted audit dispensation from the Charities Commission on 29 June 2022 under Regulation 34 (3)(b) of the Charities (Accounts and Reports) Regulations 2008.

Since the charity's gross income exceeded £250,000 your examiner must be a member of a body listed in section 145 of the 2011 Act. I confirm that I am qualified to undertake the examination because I am a member of ICAEW, which is one of the listed bodies.

I have completed my examination. I confirm that no matters have come to my attention in connection with the examination giving me cause to believe that in any material respect:

- 1 accounting records were not kept in respect of the charity as required by section 130 of the 2011 Act; or
- 2 the financial statements do not accord with those records; or
- 3 the financial statements do not comply with the applicable requirements concerning the form and content of accounts set out in the Charities (Accounts and Reports) Regulations 2008 other than any requirement that the accounts give a true and fair view which is not a matter considered as part of an independent examination.

I have no concerns and have come across no other matters in connection with the examination to which attention should be drawn in this report in order to enable a proper understanding of the financial statements to be reached.



Susanna Cassey FCA
Fleet House
New Road
Lancaster
LA1 1EZ
United Kingdom

Dated: 25/10/2022

UPSIDE TRUST

STATEMENT OF FINANCIAL ACTIVITIES INCLUDING INCOME AND EXPENDITURE ACCOUNT FOR THE PERIOD ENDED 31 DECEMBER 2021

	Notes	Unrestricted funds 2021 £
<u>Income from:</u>		
Donations and legacies	2	2,268,000
<u>Expenditure on:</u>		
Charitable activities	3	64,141
Net gains/(losses) on investments	7	118,650
Net movement in funds		2,322,509
Fund balances at 30 December 2020		-
Fund balances at 31 December 2021		2,322,509

The statement of financial activities includes all gains and losses recognised in the period.

All income and expenditure derive from continuing activities.

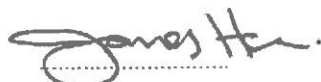
UPSIDE TRUST

BALANCE SHEET

AS AT 31 DECEMBER 2021

	Notes	2021 £	£
Fixed assets			
Investments	8		2,246,650
Current assets			
Cash at bank and in hand		79,999	
Creditors: amounts falling due within one year	10	(4,140)	
Net current assets			75,859
Total assets less current liabilities			2,322,509
Income funds			
Unrestricted funds			2,322,509
			2,322,509

The financial statements were approved by the Trustees on 24th October 2022


J Heron
Trustee

UPSIDE TRUST

STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2021

	Notes	2021 £	£
Cash flows from operating activities			
Cash generated from/(absorbed by) operations	13	2,207,999	
Investing activities			
Purchase of investments		(2,268,000)	
Proceeds on disposal of investments		140,000	
Net cash used in investing activities			(2,128,000)
Net cash used in financing activities			-
Net increase in cash and cash equivalents			79,999
Cash and cash equivalents at beginning of period			-
Cash and cash equivalents at end of period			79,999

UPSIDE TRUST

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2021

1 Accounting policies

Charity information

Upside Trust is a Charitable Incorporated Organisation (Charity no. 1192938). The charity's address is 14 Butley Lanes, Prestbury, Macclesfield, Cheshire, SK10 4HU.

1.1 Reporting period

The financial statements cover the period 30 December 2020 to 31 December 2021. This is the first period of accounts.

1.2 Accounting convention

The financial statements have been prepared in accordance with the charity's governing document, the Charities Act 2011, FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the Charities SORP "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 2019). The charity is a Public Benefit Entity as defined by FRS 102.

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

The financial statements have been prepared under the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.3 Going concern

At the time of approving the financial statements, the trustees have a reasonable expectation that the charity has adequate resources to continue in operational existence for the foreseeable future. Thus the trustees continue to adopt the going concern basis of accounting in preparing the financial statements.

1.4 Charitable funds

Unrestricted funds are available for use at the discretion of the trustees in furtherance of their charitable objectives.

1.5 Income

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.

UPSIDE TRUST

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2021

1 Accounting policies

(Continued)

1.6 Expenditure

Expenditure is recognised once there is a legal or constructive obligation to transfer economic benefit to a third party, it is probable that a transfer of economic benefits will be required in settlement, and the amount of the obligation can be measured reliably.

Charitable activities

The expenditure on charitable activities includes grants made, governance costs and support costs.

Grants payable are debited to expenditure and allocated according to whether they originate from restricted or unrestricted funds. Provisions for grants are made when the intention to make a grant has been communicated to the recipient but there is uncertainty as to the timing of the grant or amount of grant payable.

Support and governance costs are those functions that assist the work of the charity but do not directly carry out charitable activities. These costs have been allocated to the charity's only charitable activity of grant making.

1.7 Fixed asset investments

Fixed asset investments are initially measured at transaction price excluding transaction costs, and are subsequently measured at fair value at each reporting date. Changes in fair value are recognised in net income/(expenditure) for the year. Transaction costs are expensed as incurred.

1.8 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.

1.9 Financial instruments

The charity has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the charity's balance sheet when the charity becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2 Donations and legacies

	Unrestricted funds
	2021 £
Donations and gifts	2,268,000

UPSIDE TRUST

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2021

3 Charitable activities

	Unrestricted funds
	2021 £
Bank charges	1
Accountancy	1,440
Independent examiners fee	2,700
	<u>4,141</u>
Grant funding of activities (see note 4)	60,000
	<u>64,141</u>

4 Grants payable

	Unrestricted funds
	2021 £
Grants to institutions:	
Africa Amini-Alama	20,000
Masikhule	20,000
CAMFED International	20,000
	<u>60,000</u>

Expenditure on grants related to unrestricted funds.

The breakdown of the grants paid is as follows:

Africa Amini Alama - The charity paid a £20,000 grant to fund English speaking secondary education at the Pamoja Secondary School in Tanzania.

Masikhule - The charity paid a £20,000 grant to fund the Early Learning Programme phase 1.

CAMFED International - The charity paid a £20,000 grant to fund the expansion of CAMFED's primary programme in Tanzania.

5 Trustees

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

UPSIDE TRUST

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) **FOR THE PERIOD ENDED 31 DECEMBER 2021**

6 Employees

The average monthly number of employees during the period was:

	2021 Number
Total	-

There were no employees whose annual remuneration was more than £60,000.

7 Net gains/(losses) on investments

	Unrestricted funds
	2021 £
Revaluation of investments	112,334
Gain/(loss) on sale of investments	6,316
	<u>118,650</u>

8 Fixed asset investments

	Listed investments £
Cost or valuation	
At 30 December 2020	-
Additions	2,268,000
Valuation changes	112,334
Disposals	(133,684)
At 31 December 2021	<u>2,246,650</u>
Carrying amount	
At 31 December 2021	<u>2,246,650</u>

9 Financial instruments

	2021 £
Carrying amount of financial assets	
Instruments measured at fair value through profit or loss	<u>2,246,650</u>

UPSIDE TRUST

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2021

10 Creditors: amounts falling due within one year

2021
£

Accruals and deferred income	4,140
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11 Analysis of net assets between funds

**Unrestricted
funds
2021
£**

Fund balances at 31 December 2021 are represented by:

Investments	2,246,650
Current assets/(liabilities)	75,859
	2,322,509

12 Related party transactions

There were no disclosable related party transactions during the period.

13 Cash generated from operations

2021
£

Surplus for the period	2,322,509
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Adjustments for:

Gain on disposal of investments	(6,316)
Fair value gains and losses on investments	(112,334)

Movements in working capital:

Increase in creditors	4,140
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Cash generated from/(absorbed by) operations	2,207,999
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14 Analysis of changes in net funds/(debt)

The charity had no debt during the year.