

ORCHIDARC

Charity registration number: 1208062

A Charitable Incorporated Organisation registered in England and Wales

Trustees' Annual Report and Accounts

For the period 30 April 2024 to 21 October 2025

PART 1 - TRUSTEES' ANNUAL REPORT

Reference and administrative details

Charity name: Orchidarc

Registration number: 1208062

Charity type: Charitable Incorporated Organisation (foundation model)

Principal office: 21 Lathkill Road, Sheffield, S13 8DJ

Governing document: Foundation-model CIO constitution registered on 30 April 2024

Trustees who served during the period:

- Andres Ernesto Ramos Roldan (Andres Ramos), Chair, appointed 30 May 2024
- David Alexander Gregory, Trustee, appointed 2 June 2025
- Agustin Ramos Aguilar (uncle of the Chair), Trustee, appointed 30 May 2024
- Elias Benedicto Ramos Aguilar (father of the Chair), Trustee, appointed 30 May 2024

Bankers: Wise Payments Limited

Structure, governance and management

Orchidarc is a Charitable Incorporated Organisation governed by its constitution and registered with the Charity Commission for England and Wales on 30 April 2024. It follows the foundation model, under which the trustees are also the sole members of the CIO. New trustees are appointed in accordance with the constitution.

During most of the period the board was composed of members of the same family. An unconnected trustee joined in June 2025. At the period end the charity did not have written policies covering conflicts of interest, trustee expenses, internal financial controls, reserves, risk management, or serious incident reporting. The trustees recognise this as a governance weakness.

Following reconstruction of the financial records, the first financial-control review was held on 19 August 2026 with the unconnected trustee, who was unaware of any of the financial transactions until this day. The remedial plan provides for a board review of the financial records at least every three months. Monthly bank reconciliations, second-person review, dual authorisation where available, separate restricted-fund records, documented payment approvals, and a standing conflicts-of-interest agenda item are being implemented. Repayment and shadehouse delivery progress will be reviewed at each quarterly meeting.

Objectives and activities

The charity's objects, as set out in its governing document, are:

The object of the CIO is, for the public benefit, to conserve Orchidaceae by conducting and supporting research into their habitats, biodiversity, and conservation needs, and to educate the public and specific stakeholders about the importance of Orchidaceae, their conservation, and the role they play in ecosystem health and biodiversity. This includes, but is not limited to, the preservation, restoration, and enhancement of natural habitats conducive to the growth and sustainability of Orchidaceae species, the dissemination of

research findings, and the promotion of public awareness and understanding through educational programs and materials.

In furtherance of these objects, Orchidarc works on research, conservation and public education relating to Orchidaceae and associated organisms, principally in the cloud forests of Veracruz and Oaxaca, Mexico, alongside collaborations in the United Kingdom, Japan, Ecuador and Costa Rica. The trustees have had due regard to the Charity Commission's public benefit guidance when deciding the activities undertaken during the period.

Achievements and performance

The charity's principal activities during the period included:

- Field conservation and reserve management in the cloud forests of central Veracruz.
- Contribution to orchid taxonomy, including the published description of the nothogenus x *Dinedema mariae*, endemic to Mexico.
- Contribution of images and text to *Saving Orchids* (Zettler and Seaton), published by the Royal Botanic Gardens, Kew and the University of Chicago Press.
- Red List assessment activity and participation in the IUCN Species Survival Commission Orchid Specialist Group.
- Production and release of documentary work as a conservation and public-education tool, including *Lily of Allsaints* (January 2025) and *Spring Orchids Mexico* (October 2025).
- Development and launch of orchidarc.org as a public-education and outreach platform.
- Securing grant support for the conservation programme from the American Orchid Society and the Hilo Orchid Society.

Financial review

Gross cash receipts were £9,700, comprising restricted grants from the American Orchid Society (£5,185) and the Hilo Orchid Society (£4,515). Total cash paid was £5,596, including £1,940 of equipment purchases. Cash held at 21 October 2025 was £4,104; the underlying Wise account balance was US\$5,550.95 and all other currency balances were nil.

The trustees' reconstruction identified that £1,481 was applied to personal costs of the Chair and £1,179 to tuition for a connected person. The total unauthorised benefit in this reporting period was therefore £2,660. It was outside the restrictions on the grants and is recoverable for restoration to the affected restricted funds. The Grant awarding organizations have been notified.

The charity's income was below the £25,000 threshold requiring an independent examination for this period. As a CIO, it must nevertheless file its trustees' annual report, accounts and annual return within ten months of the period end.

Reserves and restricted funds

At 21 October 2025 all £4,104 of cash was restricted and free reserves were £0. Restricted funds are not reserves. The £2,660 recovery relating to this period will restore restricted funds and will not create free reserves.

The trustees intend to adopt and monitor a proportionate reserves policy for future unrestricted income, aimed at financial resilience, safeguarding-related contingencies and continuity of essential conservation work. Any voluntary contribution received above the £4,600 gross loss will be recorded separately and may be available for unrestricted reserves only if it is given and accepted without restriction. The reserves target will be set by reference to an approved budget and risk assessment rather than as an arbitrary proportion of restricted grant money.

Related-party transactions and trustee benefit

Donated goods and services. During the period the charity received donated goods and services valued by the trustees at £4,100 from Elias Ramos, a trustee, and his spouse, who are the parents of the Chair. These comprised a drone (£2,000), a macro lens (£600), and fuel and field costs (£1,500). The equipment is retained for the charity's use and the field costs were consumed in charitable activity. No amount was payable to the donors.

Unauthorised trustee and connected-person benefit. During the period the charity paid £1,481 of personal costs of the Chair, principally airfare to Japan for entrance examinations relating to his personal doctoral studies (which are despite unrelated to the charity orchid related research studies), together with subsistence, study and minor related costs. It also paid £1,179 of university tuition for the Chair's brother, who is the son of another trustee. These payments were not charitable expenditure and were not authorised as trustee remuneration or employment. The full £2,660 is included in the recovery plan.

No trustee was lawfully remunerated for acting as a trustee or as an employee during the period. The unauthorised benefits described above are not treated as remuneration and remain subject to recovery.

Events after the reporting period

In the following reporting period a further £1,940 of charity funds was applied without authority to personal doctoral costs and connected-person tuition. Together with the £2,660 in this period, the gross amount misapplied across the two periods was £4,600 (approximately MXN 106,000). This gross figure is disclosed irrespective of any repayments already made.

On 19 August 2026 the recovery plan was reviewed with the unconnected trustee. It requires the charity to receive full restitution of the £4,600 gross loss by 31 December 2027, with credit for repayments already received. The Chair has also offered a separate voluntary contribution of up to £400, so aggregate payments under the plan may reach £5,000. Repayments after 21 October 2025 will be recorded in the following period's accounts. A full shadehouse construction progress report will be provided by 31 December 2027, with progress monitored at the quarterly financial reviews.

The charity is making a serious incident report to the Charity Commission and has informed the grant funders. Any future proposal to employ or otherwise pay a trustee will be treated as a separate prospective decision. No such payment will be made unless the charity has the necessary legal power or prior Charity Commission authority, has run a fair and open process, has documented reasonable terms, and can manage all conflicts with a sufficient number of unconflicted trustees.

Trustees' responsibilities

All the trustees are responsible for preparing the trustees' annual report and accounts in accordance with the Charities Act 2011 and applicable regulations. For receipts and payments accounts they are responsible for properly presenting the charity's cash receipts and payments and its assets and liabilities at the period end, keeping adequate accounting records, safeguarding the charity's assets, and taking reasonable steps to prevent and detect fraud and other irregularities.

Formal approval by the trustee body is required before filing. When approved, the report should be signed and dated by a trustee authorised to sign on behalf of the trustees.



Name: David Alexander Gregory

Position: Trustee

Date of approval/signature: 20.8.2026

PART 2 - THE ACCOUNTS

Receipts and payments account

For the period 30 April 2024 to 21 October 2025

Receipts and payments	Unrestricted £	Restricted £	Total £
Receipts			
Grant - American Orchid Society	-	5,185	5,185
Grant - Hilo Orchid Society	-	4,515	4,515
Total receipts	-	9,700	9,700
Payments			
Conservation fieldwork, meals and research costs	-	569	569
Documentary software and other production costs	-	3	3
Conference attendance (Ecuador)	-	393	393
Unauthorised personal costs of a trustee	-	1,481	1,481
Unauthorised tuition for a connected person	-	1,179	1,179
Bank charges	-	31	31
Total payments excluding asset purchases	-	3,656	3,656
Asset purchases			
Documentary filming and camera equipment	-	1,940	1,940
Total asset purchases	-	1,940	1,940
Total cash paid	-	5,596	5,596
Net receipts for the period	-	4,104	4,104
Cash funds at 30 April 2024	-	-	-
Cash funds at 21 October 2025	-	4,104	4,104

Amounts are stated in pounds sterling and rounded to the nearest pound. The charity's underlying account was in US dollars. The period-end balance of US\$5,550.95 is reported as £4,104 using the conversion basis adopted by the trustees in the reconstructed cashbook.

Statement of assets and liabilities at 21 October 2025

Asset or liability	Fund	£ / status
Cash funds		
Cash at bank (Wise Payments, USD account)	Restricted conservation funds	4,104
Other monetary assets		
Amount recoverable in respect of unauthorised trustee and connected-person benefit identified for this period	Restricted conservation funds	2,660
Assets retained for the charity's own use		
Drone (donated; trustee valuation)	Unrestricted	2,000
Macro lens (donated; trustee valuation)	Unrestricted	600
Filming device, video and camera equipment (cost)	Restricted conservation funds	1,940
Total equipment		4,540
Liabilities		
Liabilities at 21 October 2025		None
Outstanding guarantees and debts secured by an express charge		None

The amounts shown for donated equipment are trustee valuations; purchased equipment is shown at cost. The amount recoverable is disclosed to show the restitution due in respect of the unauthorised payments identified for this reporting period.

Notes to the accounts

1. Basis of accounting

These accounts have been prepared on the receipts and payments basis under section 133 of the Charities Act 2011. They record cash movements only. Gifts in kind are excluded from the receipts and payments account and are disclosed separately. Restricted and unrestricted funds are accounted for separately; the cash receipts and cash payments in this period are shown in the restricted column because all cash income was restricted.

2. Foreign currency

The charity's cash account was denominated in US dollars. GBP figures are rounded to the nearest pound using the conversion basis adopted in the reconstructed cashbook. The original grant receipts were US\$7,000 and US\$6,100, and the closing cash balance was US\$5,550.95.

3. Donated goods and services

The charity received a drone (£2,000), a macro lens (£600), and donated fuel and field costs (£1,500) from a trustee and his spouse. The £2,600 of equipment is included in the statement of assets and liabilities; the £1,500 of consumed field support is disclosed but is not part of cash receipts or payments.

4. Related parties and unauthorised benefit

The donated goods and services in note 3 were provided by Elias Ramos, a trustee, and his spouse. During the period the charity also paid £1,481 of personal costs of the Chair and £1,179 of tuition for a connected person. The total £2,660 was neither charitable expenditure nor authorised trustee remuneration. It is recoverable and is included as an other monetary asset.

5. Restricted funds

The grants from the American Orchid Society and the Hilo Orchid Society represented all cash income and were restricted to conservation purposes. The trustees' reconstruction identified £2,660 in this period as applied outside those purposes. Showing all cash movements in the restricted column records the source of the cash; it does not suggest that the unauthorised payments complied with the restrictions. The recovery will be credited back to the affected restricted funds. The charity is making a serious incident report and has informed the funders.

6. Events after the reporting period

A further £1,940 was misapplied in the following period, bringing the gross amount across both periods to £4,600 (approximately MXN 106,000). The recovery plan provides for full restitution by 31 December 2027 and a separate voluntary contribution of up to £400. Repayments and later-period transactions are excluded from this period's receipts and payments account and will be reported in the following accounts.

7. Reserves

Free reserves at the period end were £0 because all cash was restricted. Restricted-fund restitution is not available for general reserves. The trustees intend to build reserves from future unrestricted income under a written policy linked to the charity's budget, risks and safeguarding-related contingencies.

8. CIO guarantees and secured debts

At 21 October 2025 the CIO had no outstanding guarantee and no debt secured by an express charge over any of its assets.