Report of the Trustees and Unaudited Financial Statements for the Year Ended 31 December 2018 for

Bread For Good Community Benefit Society
Limited
Trading as
Scotland The Bread

R L H Crawford BA CA CTA 25 Castle Terrace Edinburgh EH1 2ER

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Trading as Scotland The Bread

Report of the Trustees for the Year Ended 31 December 2018

The trustees who are also directors of the charity for the purposes of the Companies Act 2006, present their report with the financial statements of the charity for the year ended 31 December 2018. The trustees have adopted the provisions of 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) and the Community Benefit Societies Act 2014.

OBJECTIVES AND ACTIVITIES

Objectives and aims

The objects of the charity shall be for public benefit, in particular to benefit communities across Scotland through participatory research and action to promote a grain, flour and bread supply chain that:

- (a) advances health by improving the nutritional quality of grain;
- (b) advances environmental protection and sustainable land use in its methods of growing, processing and distribution;
- (c) advances community development by supporting local economies (including the creation of meaningful employment and volunteering opportunities);
- (d) advances citizenship by building the capacity of communities to achieve greater control over the management of their natural resources; and in so doing to advance education and awareness about the need for a more sustainable food system that guarantees the human right to sufficient, nutritious food.

FINANCIAL REVIEW

Financial position

The total of the capital and funds as at 31 December 2018 was £31,758 (2017: £25,202). The income and expenditure account shows a deficit of £6,556 (2017: £14,422).

Reserves policy

It remains an aim of the trustees to hold general reserves sufficient to cover the running costs for the following six months. The Board has established a Funding and Financial sub-Group to actively focus on addressing this.

The members have passed the necessary resolution required to disapply the audit requirement in accordance with provision of section 84 of the Co-operative and Community Benefit Societies Act 2014.

Risk assessment

The trustees have conducted a review of the major risks to which the charity is exposed to and established systems to mitigate these risks.

Going concern

After making due enquiries, including a review of latest financial data and future projections, the trustees are confident that the charity has adequate resources to continue in operational existence. Steps are being taken to revise the charity's business plan. For this reason the trustees are confident that it is appropriate to adopt the going concern basis in preparing the financial statements.

FUTURE PLANS

The board is undergoing a period of consolidation and foundation building to strengthen the financial position of the charity for the period 2019 - 2020. The trustees acknowledge that unforeseen personal circumstances of key board members during 2018, impacted on the level of income generation and reserves. The board is actively pursuing external funding to ensure sustainability while consolidating activities and expanding the sale of flour and grain following a move to The Bowhouse on the Balcaskie Estate.

Report of the Trustees for the Year Ended 31 December 2018

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The charity is controlled by its governing document, a deed of trust, and constitutes a limited company, limited by guarantee, as defined by the Companies Act 2006.

Bread for Good Community Benefit Society Limited was registered with FCA under the Co-operative and Community Benefit Societies Act 2014 on 21 April 2016 and registered with Scottish Charity Regulator on 7 December 2018 to become a charity.

The charity is trading under the name Scotland the Bread.

Recruitment and appointment of new trustees

New trustees are appointed by the existing trustees in accordance with the terms of the charity's constitution.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Company number

RS007315 (Scotland)

Registered Charity number

SC048892

Registered office

Macbiehill Farmhouse

Lamancha

West Linton

Peeblesshire

EH43 7AZ

Trustees

A M Whitley C Fennell

C Marshall

R Davidson - appointed 25.9.18
P Durrant - appointed 26.7.18
A Haddon - appointed 25.9.18

A Ramcharran

C Lewis - appointed 26.7.18 M Risgaard - resigned 31.5.18 A Pender - resigned 25.9.18

Company Secretary

C Lewis

Independent examiner

R L H Crawford BA CA CTA 25 Castle Terrace Edinburgh EH1 2ER

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

Trading as Scotland The Bread

Report of the Trustees for the Year Ended 31 December 2018

Approved by order of the board of trustees on 28 May 2019 and signed on its behalf by:

C Lewis - Secretary

Independent Examiner's Report to the Trustees of **Bread For Good Community Benefit Society** Limited

Trading as Scotland The Bread

I report on the accounts for the year ended 31 December 2018 set out on pages four to twelve.

Respective responsibilities of trustees and examiner

The charity's trustees are responsible for the preparation of the accounts in accordance with the terms of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended) and the Co-operative and Community Benefit Societies Act 2014. The charity's trustees consider that the audit requirement of Regulation 10(1)(a) to (c) of the Accounts Regulations does not apply. It is my responsibility to examine the accounts as required under Section 44(1)(c) of the Act and to state whether particular matters have come to my attention.

Basis of the independent examiner's report

My examination was carried out in accordance with Regulation 11 of the Charities Accounts (Scotland) Regulations 2006 (as amended). An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeking explanations from you as trustees concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently I do not express an audit opinion on the view given by the accounts.

Independent examiner's statement

In the course of 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 44(1)(a) of the 2005 Act and Regulation 4 of the 2006 Accounts Regulations; and
- to prepare accounts which accord with the accounting records and to comply with Regulation 8 of the 2006 Accounts Regulations

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.

RLH Crawford BACACTA

25 Castle Terrace

Alt hum from

Edinburgh

EH1 2ER

Date: 12 June 279

Statement of Financial Activities (Incorporating an Income and Expenditure Account) for the Year Ended 31 December 2018

		2018 Unrestricted funds	2017 Total funds
	Notes	£	£
INCOME AND ENDOWMENTS FROM			
Donations and legacies Charitable activities	3 4	28,661	10,056
Charitable activities	7	8,685	5,079
Other income	5	2,675	2,250
Total		40,021	17,385
EXPENDITURE ON			
Charitable activities Charitable activities	6	33,465	31,807
Chantable activities		33,403	<u></u>
NET INCOME/(EXPENDITURE)		6,556	(14,422)
RECONCILIATION OF FUNDS			
Total funds brought forward		25,202	39,624
TOTAL FUNDS CARRIED FORWARD		31,758	25,202
			====

CONTINUING OPERATIONS

All income and expenditure has arisen from continuing activities.

All funds for 2018 and 2017 were unrestricted.

Statement of Financial Position At 31 December 2018

FIXED ASSETS Intangible assets Tangible assets	Notes 11 12	2018 Unrestricted funds £ 2,512 13,279	2017 Total funds £ 2,871 11,826
		15,791	14,697
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	13 14	32,969 26,734 24,540 84,243	3,091 1,381 35,373 39,845
		04,240	22,012
CREDITORS Amounts falling due within one year	15	(50,813)	(9,039)
NET CURRENT ASSETS		33,430	30,806
TOTAL ASSETS LESS CURRENT LIABILITIES		49,221	45,503
CREDITORS Amounts falling due after more than one year	16	(17,463)	(20,301)
NET ASSETS		31,758	25,202
FUNDS	19		
Unrestricted funds: General fund Share capital Designated fund		(26,618) 42,585 15,791	(29,405) 39,910 14,697
		31,758	25,202
TOTAL FUNDS		31,758	25,202

Statement of Financial Position - continued At 31 December 2018

The charitable company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 December 2018.

The members have not required the company to obtain an audit of its financial statements for the year ended 31 December 2018 in accordance with Section 476 of the Companies Act 2006.

The trustees acknowledge their responsibilities for

- (a) ensuring that the charitable company keeps accounting records that comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the charitable company as at the end of each financial year and of its surplus or deficit for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the charitable company.

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to charitable small companies.

C Marshall -Trustee

A M Whitley -Trustee

Notes to the Financial Statements for the Year Ended 31 December 2018

1. STATUTORY INFORMATION

Bread for Goods Community Benefit Society Limited is a public benefit entity under FRS102 and charitable community benefit society company limited by shares, registered in Scotland. The liability of each member is limited to the amount of their shareholding. The charity's registered number and registered office address can be found on the reference and administrative details on page 2.

The presentation currency of the financial statements is Pound Sterling (£).

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

The financial statements of the charitable company, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) '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)', Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006 and the Co-operative and Community Benefit Societies Act 2014. The financial statements have been prepared under the historical cost convention.

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

Income

All income including grants and donations receivable is recognised in the Statement of Financial Activities once the charity has entitlement to the funds, it is probable that the income will be received and the amount can be measured reliably.

Grant income is recognised in full in the statement of financial activities in the year in which it is earned.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the charity to that expenditure, it is probable that a transfer of economic benefits will be required in settlement and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Intangible fixed assets

Intangible assets are development costs and are written off over a ten year period. The costs were for logo and trade marks registration for the charity and deemed to last for foreseeable period hence they were capitalised.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off the cost less estimated residual value of each asset over its estimated useful life.

Improvements to property - 10% on cost
Plant and machinery - 20% on cost
Computer equipment - 33% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Taxation

The charity is exempt from corporation tax on its charitable activities.

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

2. ACCOUNTING POLICIES - continued

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Restricted funds can only be used for particular restricted purposes within the objects of the charity. Restrictions arise when specified by the donor or when funds are raised for particular restricted purposes.

Further explanation of the nature and purpose of each fund is included in the notes to the financial statements.

Pension costs and other post-retirement benefits

The charity operates a defined contribution pension scheme. Contributions payable to the charity's pension scheme are charged to the Statement of Financial Activities in the period to which they relate.

Judgements and estimates

It is the view of the trustees that there are no significant or material accounting judgements or estimates that impact on the financial statements.

Financial instruments

The charity only enters into basic financial instruments transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Leasing

Rentals paid under operating leases are charged to the Statement of Financial Activities on a straight line basis over the period of the lease.

3. DONATIONS AND LEGACIES

	2018	2017
	£	£
Donations	91	137
Grants	27,350	9,769
Subscriptions	1,220	150
	28,661	10,056
Grants receivable included in the above are as follows:		
	2018	2017
	£	£
Network for Social Change	15,000	-
Other	12,350	-
Just Growth	-	9,769
	27,350	9,769

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

4. INCOME FROM CHARITABLE ACTIVITIES

					2018 Charitable	2017
						Total activities
	Courses and consultancy				£ 591	£ 4,324
	Flour sales				7,453	755
	Mills and equipment				619	-
	Grain sales				22	-
					8,685 ——	5,079
5.	OTHER INCOME					
					2018	2017
					£	£
	Share capital subscribed				2,675	2,250
					=	=
6.	CHARITABLE ACTIVITIES	COSTS				
					Support costs	Totals
					(See note 7)	Tours
					£	£
	Charitable activities				33,465	33,465
7.	SUPPORT COSTS					
					Corromanas	
		Production	Finance	Administration	Governance costs	Totals
		£	£	£	£	£
	Charitable activities	20,994	1,341	10,480	650	33,465
	Support costs, included in the abo	ove, are as follows:				
	Production					
					2018	2017
					Charitable	mo and at the
					activities £	Total activities £
	Wages				3,113	3,001
	Pensions				27	-
	Grain purchases				7,891	4,057
	Management charges				3,774	7,669
	Equipment expenses Depreciation				2,406 3,783	222 3 250
	~ Providencia					3,259
					20,994	18,208
					====	-

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

7. SUPPORT COSTS - continued

Finance		
	2018	2017
	Charitable	
		Total activities
	£	£
Bank loan interest	1,341	1,449
		
Administration	-010	-01-
	2018	2017
	Charitable	m . 1 .: !!
		Total activities
*	£	£
Insurance	587	87
Postage and stationery	668	446 495
Administrative expenses	368 783	2,308
Website and graphic design Conference attendance	763 863	2,308 273
Advertising .	2,147	2,450
	535	2,430 385
Travelling Bank charges	569	1 9 2
Bookkeeping	1,020	880
Accountancy	1,160	2,125
Subscriptions	1,421	2,150
Amortisation	359	359
Miorodon		
	10,480	12,150
	====	=====
Governance costs		
	2018	2017
	Charitable	
	activities	Total activities
	£	£
Independent examiner's remuneration	650 ——	
NET INCOME/(EXPENDITURE)		
Net income/(expenditure) is stated after charging/(crediting):		
	2018	2017
	£	£
Depreciation - owned assets	3,782	3,259
Development costs amortisation	359	359

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

9. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits for the year ended 31 December 2018 nor for the year ended 31 December 2017.

Trustees' expenses

There were no trustees' expenses paid for the year ended 31 December 2018 nor for the year ended 31 December 2017.

10. STAFF COSTS

Wages and salaries Other pension costs	2018 £ 3,113 27 	2017 £ 3,001 - 3,001
The average monthly number of employees during the year was as follows:	2018	2017

No employees received emoluments in excess of £60,000.

11. INTANGIBLE FIXED ASSETS

	Development costs
	£
COST	
At 1 January 2018	3,589
AMORTISATION	
At 1 January 2018	718
Charge for year	359
At 31 December 2018	1,077
	••
NET BOOK VALUE	
At 31 December 2018	2,512
At 31 December 2017	2,871
	-

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Notes to the Financial Statements - continued for the Year Ended 31 December 2018

101 01					
12.	TANGIBLE FIXED ASSETS	Improvements to property £	Plant and machinery £	Computer equipment £	Totals £
	COST				
	At 1 January 2018 Additions	5,235	14,852	874	15,726 5,235
	At 31 December 2018	5,235	14,852	874	20,961
	DEPRECIATION				
	At 1 January 2018 Charge for year	- 524	3,612 2,970	288 288	3,900 3,782
	Charge for year				3,762
	At 31 December 2018	524	6,582	576	7,682
	NET BOOK VALUE				
	At 31 December 2018	<u>4,711</u>	8,270	298	13,279
	At 31 December 2017		11,240	586	11,826
13.	STOCKS				
				2019	2017
				2018 £	2017 £
	Stocks			32,969	3,091
14.	DEBTORS: AMOUNTS FALLING DUE	WITHIN ONE YEA	AR		
				2018	2017
	Trade debtors			£ 277	£ 325
	Other debtors			26,457	1,056
				26,734	1,381
15.	CREDITORS: AMOUNTS FALLING DU	E WITHIN ONE Y	'EAR		
				2018	2017
				£	£
	Other loans (see note 17)			3,662	3,662
	Trade creditors			4,631	3,178
	Amounts owed to participating interests Social security and other taxes			1,310 199	267 35
	Other creditors			-	-
	Accruals and deferred income			41,011	1,897
				50,813	9,039

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

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16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2018	2017
	£	£
Other loans (see note 17)	17,463	20,301
	===	
LOANS		
An analysis of the maturity of loans is given below:		
•	2018	2017
	£	£
Amounts falling due within one year on demand:		
Co-operative Loan Fund	3,662	3,662
Amounts falling between one and two years:		
Co-operative Loan Fund	11,463	14,301
A-Team Foundation	6,000	6,000
	17,463	20,301
		=====

A fixed and a floating charge against the assets of the Society are registered as security for the Co-operative Loan Fund.

The A-Team Foundation Loan repayment terms are 1.5% of the total turnover of the charity in each of the five years starting with the financial year ending 31 December 2017. The trustees cannot with reasonable certainty estimate the turnover for the next year and therefore the entire loan has been disclosed as falling due after one year.

The loan terms provide that if there are insufficient sales to repay the full amounts of the loan after the end of the five-year term, the remaining balance is waived.

18. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2018	2017
	£	£
Between one and five years	6,140	_

As at the balance sheet date the charity has entered into a five year rent lease agreement at a costs of £3,070 per annum with a three year free incentive. The charity is to undertake fit out works by a way of a licence to alter. The trustees are uncertain as to how much the fit out work will cost.

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

19. MOVEMENT IN FUNDS

Unrestricted funds	At 1.1.18 £	Net movement in funds £	Transfers between funds £	Ai 31.12.18 £
General fund	(29,405)	3,881	(1,094)	(26,618)
Share capital	39,910	2,675	(-,,	42,585
Designated fund	14,697	-	1,094	15,791
				
	25,202	6,556	-	31,758
TOTAL FUNDS	25,202	6,556	-	31,758
,				
Net movement in funds, included in the above are	as follows:			
		Incoming	Resources	Movement in
		resources	expended	funds
		£	£	£
Unrestricted funds General fund		37,346	(33,465)	3,881
Share capital		2,675	(33,403)	2,675
		40,021	(33,465)	6,556
TOTAL FUNDS		40,021	(33,465)	6,556
Comparatives for movement in funds				
		At 1.1.17	Net movement in funds	At 31.12.17
		At 1.1.17 £	in runus £	At 31.12.17
Unrestricted Funds				
General fund		(16,351)	(13,054)	(29,405)
Share capital Designated fund		37,660 18,315	2,250 (3,618)	39,910 14,697
Designation rand			(5,010)	
		39,624	(14,422)	25,202
TOTAL FUNDS		39,624	(14,422)	25,202

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

19. MOVEMENT IN FUNDS - continued

Comparative net movement in funds, included in the above are as follows:

	Incoming	Resources	Movement in
	resources	expended	funds
	£	£	£
Unrestricted funds			
General fund	15,135	(28,189)	(13,054)
Share capital	2,250	-	2,250
Designated fund		(3,618)	(3,618)
	17,385	(31,807)	(14,422)

TOTAL FUNDS	17,385	(31,807)	(14,422)

A current year 12 months and prior year 12 months combined position is as follows:

	Ne At 1.1.17 £	t movement in funds £	Transfers between funds	At 31.12.18
Unrestricted funds				
General fund	(16,351)	(9,173)	(1,094)	(26,618)
Share capital	37,660	4,925	-	42,585
Designated fund	18,315	(3,618)	1,094	15,791
				
TOTAL FUNDS	39,624	(7,866)	-	31,758
				

A current year 12 months and prior year 12 months combined net movement in funds, included in the above are as follows:

	Incoming resources £	Resources expended £	Movement in funds
Unrestricted funds			
General fund	52,481	(61,654)	(9,173)
Share capital	4,925	-	4,925
Designated fund	-	(3,618)	(3,618)
	57,406	(65,272)	(7,866)
TOTAL FUNDS	57,406 =====	(65,272)	(7,866)

20. RELATED PARTY DISCLOSURES

The charity owed £1,310 (2017: £267) to Bread Matters Limited, a company controlled by one of the charity's trustees. Bread Matters Limited incurred costs of £8,692 (2017: £10,476) on behalf of the charity which were repaid by the charity during the period.

Management charges of £3,443 (£2017: £7,669) were paid to Bread Matters Limited during the period.

Notes to the Financial Statements - continued for the Year Ended 31 December 2018

21. COMMUNITY SHARES

	Ordinary shares
	£
As at 1 January 2018	39,910
Issued in the year	2,675
As at 31 December 2018	42,585

Shareholders are entitled to one vote regardless of the amount of shares held.

Total membership as at 31 December 2018 was 221 (2017: 184)

22. COMPARATIVES RECLASSIFIED

The company registered as a charity during the year. The accounts are prepared under the FRS 102 charity SORP for the first time. Disclosure of some comparatives differ from 2017 but resulted in no changes to the funds.