

Company number: 06741827
Charity Number: 1144513

WIKIMEDIA UK (FORMERLY WIKI UK LIMITED)
(A COMPANY LIMITED BY GUARANTEE)
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 JANUARY 2012

WIKIMEDIA UK

FINANCIAL STATEMENTS FOR THE YEAR TO 31 JANUARY 2012

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**WIKIMEDIA UK
TRUSTEES' ANNUAL REPORT
FOR THE YEAR TO 31 JANUARY 2012**

Legal and administrative information

Full name	Wikimedia UK
Registered company number	06741827
Registered charity number	1144513
Trustees	Michael Peel Roger Bamkin Doug Taylor John Byrne Ashley Van Haeften Christopher Keating
Company secretary	Michael Peel
Principal address	4 th Floor Development House 56-64 Leonard Street London EC2A 4LT
Bankers	The Co-operative Bank Stockport Business Direct PO Box 250 Skelmersdale WN8 6WT Unity Trust 9 Brindley Place Birmingham B1 2HB
Auditors	UHY Hacker Young Chartered Accountants 22 The Ropewalk Nottingham NG1 5DT

WIKIMEDIA UK

TRUSTEES' ANNUAL REPORT FOR THE YEAR TO 31 JANUARY 2012

Messages from the Chair and Chief Executive

As Brandon says on one of our fundraising banners, “This is the first line of my obituary”. Eighteen months ago I decided to “come out” and attend a Wikipedian event at the British Museum organised by the board and Liam Wyatt. This was the first time I met many people who were to become leading members of the movement and my friends. Last April I was the UK’s second Wikipedian in residence, we had launched QRpedia and I’d been elected chair of Wikimedia UK. All we had to do was become a registered charity, convince a sceptical movement that we could run a £1 million fundraiser, find staff and an office and continue to create new and exciting events. What chance was there that we could achieve all that?

Here you will find an annual report that fifty employees who had battled all year could be proud of. I’m thrilled to see the success we as volunteers have had. However the effort is unsustainable without professional support and we now have five employees who can help us take our mission further.

Wikimedia has enabled me to meet some wonderful people and QRpedia has put me into contact with enthusiasts around the world. I remember telling you that “we had a billion pound product and we are going places”. I think we still have that product and we have moved down the road towards our goal. I’m particularly pleased that Monmouthpedia shows that we can still innovate and have Wikimedia-led projects. I have had the honour to serve an amazing charity and to work with some wonderful people. Thank you.

Roger Bamkin, Chair Wikimedia UK 2011-12

This has been an amazing 12 months for Wikimedia UK and I am so pleased to have played a part in it. To become your Chief Executive was quite an experience in itself. Although I had been editing pages in a modest way I really didn’t have a sense of how much went on behind the pages but after five interviews, including a sort of “X-Factor” visit to the London Wikimeet, all had become clear.

We now have a UK base with staff, coffee and, most crucially, space for visitors and volunteers. Our building is accessible 24/7 and we have already held several great volunteer events. We have a core staff of five – Richard Symonds, Daria Cybulska, Stevie Benton, Katherine Bavage and myself. Each of us are there to help the community and deliver our very ambitious programme of events and activities. I hope all of us will be familiar faces soon and that we can take some of the administrative burden off the shoulders of the volunteers who have done such an amazing job.

This annual report looks back at the achievements of the past twelve months but also forward to what we hope to achieve. Most credit must be given to the trustees and volunteers who made so much happen so quickly!

2012 will be a year for volunteers, trustees and staff together. I can’t wait to write next year’s report.

Jon Davies, Chief Executive Wikimedia UK

Structure, Governance and Management

Wikimedia UK, is a charitable company limited by guarantee and therefore has no share capital. It was incorporated on 5 November 2008 as company number 06741827. It was granted Charitable Status by the Charity Commission on 3 November 2011.

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TRUSTEES' ANNUAL REPORT FOR THE YEAR TO 31 JANUARY 2012

The company is governed by its Memorandum and Articles of Association incorporated on 5 November 2008. These have been amended subsequently by Special Resolutions passed at General Meetings of Members and various rules that have been adopted by the board.

The organisation has signed a "Chapter Agreement" with the Wikimedia Foundation, a Florida-registered non-profit that operates Wikipedia and its sister websites and owns the Wikimedia trademarks. Each party agrees to support the work of the other and agrees not to engage in activities that might negatively impact the work or image of the other.

The company has also signed a "Chapter Fundraising Agreement" with the Wikimedia Foundation, which establishes the basis on which the company participates in the annual fundraiser that takes place via Wikipedia and its sister websites.

The company encourages all people who support their objectives and have links to the UK to join.

Membership increased during the year from 165 to 330. Members are invited to an Annual General Meeting where they elect the Board of Trustees and Directors who run the company. The Board of Trustees elects a Chair, Secretary and Treasurer.

The Board that served until the AGM on 16 April 2011 consisted of:

Andrew Turvey (Chair)
Michael Peel (Secretary)
Thomas Dalton (Treasurer)
Stephen Virgin
Joseph Seddon (resigned 27 February 2011)

At the AGM the following were elected:

Roger Bamkin (Chair)
Michael Peel (Secretary)
Andrew Turvey (Treasurer)
Stephen Virgin
Ashley Van Haefen
Christopher Keating
Martin Poulter

On 17 April 2012 Ashley Van Haefen succeeded Roger Bamkin as Chair. Christopher Keating became Chair on 2 August 2012.

Following the AGM on 12 May 2012, Andrew Turvey, Stephen Virgin and Martin Poulter left the board and new office holders were elected as follows:

Doug Taylor
Joscelyn Upendran (resigned 31 August 2012)
John Byrne (Treasurer)

All trustees receive appropriate induction, training and support.

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TRUSTEES' ANNUAL REPORT FOR THE YEAR TO 31 JANUARY 2012

Objects and activities

The trustees confirm they have complied with the duty in Section 4 of the Charities Act 2006 to have due regard to the general guidance issued by the Charity Commission on public benefit.

The Objects of the Charity are, for the benefit of the public, to promote and support the widest possible public access to, use of and contribution to Open Content of an encyclopaedic or educational nature or of similar utility to the general public, in particular the Open Content supported and provided by Wikimedia Foundation, Inc, based in San Francisco, California, USA.

Achievements and performance

2011-12 was an extraordinary year for Wikimedia UK. Becoming established as a Charity and opening an office with professional staff have given us the foundation to build upon our years of volunteer-led activities. A full description of our activities is available through our website <http://www.wikimedia.org.uk>

More information in connection with Monmouthpedia, our work in education and the cultural sector can be found at <http://www.wikimedia.org.uk>

Financial review

Funds are raised principally through the annual Wikimedia fundraiser, when an appeal is advertised on Wikipedia and sister websites. This is subject to a fundraising agreement with the Wikimedia Foundation.

Other sources of income include membership fees, donations from individuals throughout the year and grants for individual projects. We also receive significant donations in-kind by way of pro-bono professional assistance and provision of facilities such as room hire and refreshments.

Plans for the future

We have agreed a wide range of activities for 2012-13 which we look forward to delivering and with the support of our community are developing a five year plan. Our future plans are set out in detail on our website <http://www.wikimedia.org.uk>

Reserves policy

Our reserves policy is regularly reviewed as part of our financial protocols. We aim to maintain reserves equal to 12 months administrative expenses in order to protect our programme of activities.

Risk management

A new set of financial protocols was established in January 2012 to protect the charity using best practice as recommended by the Charity Commission and our auditors.

By encouraging the use of Direct Debits we have succeeded in spreading our income throughout the year offering a more steady cash flow and income stream.

We work closely with the Wikimedia Foundation to ensure that our financial systems offer protection to the donors and the Charity.

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TRUSTEES' ANNUAL REPORT (Continued) FOR THE YEAR TO 31 JANUARY 2012

Responsibilities of trustees

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

In accordance with company law, the trustees have prepared financial statements for each financial year 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 judgments and estimates that are reasonable and prudent;
- State whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The trustees are responsible for keeping proper 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.

Small company provisions

The above report has been prepared in accordance with the special provisions of section 419(2) of the Companies Act 2006 relating to small companies.

Signed on behalf of the trustees:

M. Peel
Company Secretary

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WIKIMEDIA UK

INDEPENDENT AUDITORS' REPORT TO THE TRUSTEES OF WIKI UK LIMITED FOR THE YEAR ENDED 31 JANUARY 2012

We have audited the financial statements of Wikimedia UK for the year ended 31 January 2012 which comprise the Statement of Financial Activities, the Balance Sheet and the related notes. The financial statements have been prepared under the accounting policies set out therein and the requirements of the Financial Reporting Standard for Smaller Entities (Effective April 2008).

This report is made solely to the charity's trustees, as a body, in accordance with Section 154 of the Charities Act 2011. Our audit work has been undertaken so that we might state to the charity's trustees those matters we are required to state to them in an auditor's 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 charity and the charity's trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of trustees and auditors

The trustees' (who are also the directors of the company for the purposes of company law) responsibilities 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) and for being satisfied that the financial statements give a true and fair view are set out in the Statement of Trustees' Responsibilities.

The trustees have elected for the financial statements not to be audited in accordance with the Companies Act 2006. Accordingly we have been appointed as auditors under section 144 of the Charities Act 2011 and report in accordance with regulations made under section 154 of that Act.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 2006. We also report to you, if our opinion, the information given in the Trustees' Annual Report is not consistent with those financial statements, if the charity has not kept adequate accounting records, if the charity's financial statements are not in agreement with the accounting records and returns, or if we have not received all the information and explanations we require for our audit.

We read the report of the Trustees and consider the implications for our report if we become aware of any apparent misstatements within it.

WIKIMEDIA UK

INDEPENDENT AUDITORS' REPORT TO THE TRUSTEES OF WIKI UK LIMITED FOR THE YEAR ENDED 31 JANUARY 2012

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the trustees in the preparation of the financial statements, and of whether the accounting policies are appropriate to the charity's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities of the state affairs of the charity as at 31 January 2012 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended; and
- the financial statements have been prepared in accordance with the Companies Act 2006.

Jonathan Warsop ACA FCCA – (Senior Statutory Auditor)
for and on behalf of UHY Hacker Young

22 The Ropewalk
Nottingham
NG1 5DT

Chartered Accountants
& Registered Auditors

WIKIMEDIA UK

STATEMENT OF FINANCIAL ACTIVITIES (INCLUDING INCOME & EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 JANUARY 2012

	Notes	Unrestricted Funds £	Restricted Funds £	Total Funds 2012 £	Total Funds 2011 £
Incoming resources					
Voluntary income including annual fundraising		694,842	-	694,842	587,830
Investment income		1,269	-	1,269	169
Grants	2	-	(43,000)	(43,000)	3,230
Membership subscriptions		1,133	-	1,133	825
Total incoming resources		697,244	(43,000)	654,244	592,054
Resources expended					
Charitable activities	3	35,087	-	35,087	30,209
Grants	4	257,123	-	257,123	-
Cost of generating, annual fundraising and voluntary income	5	24,279	-	24,279	21,101
Occupancy costs	6	3,610	-	3,610	152
Meeting costs		5,991	-	5,991	7,338
Audit and Accountancy		5,100	-	5,100	4,318
Legal and professional fees		20,634	-	20,634	2,758
Administration	7	23,456	-	23,456	867
Wages and salaries		28,527	-	28,527	2,655
Depreciation		1,112	-	1,112	-
Total resources expended		404,919	-	404,919	69,398
Net incoming resources before taxation		292,325	(43,000)	249,325	522,656
Taxation	13	(256)	-	(256)	(35)
Net incoming resources after taxation		292,069	(43,000)	249,069	522,621
Net movement in funds		292,069	(43,000)	249,069	522,621
Fund balances at 01 February 2011		564,781	45,355	610,136	87,515
Fund balances at 31 January 2012	10	856,850	2,355	859,205	610,136

The notes on pages 10 to 14 form an integral part of these accounts.

WIKIMEDIA UK

BALANCE SHEET AS AT 31 JANUARY 2012

	Notes	£	2012 £	£	2011 £
Fixed assets					
Tangible assets	8		2,226		-
Current assets					
Prepayments		882		349	
Cash at bank & in hand		879,846		629,152	
		<u>880,728</u>		<u>629,501</u>	
Creditors: amounts falling due within one year	9	(23,749)		(19,365)	
Net current assets			<u>856,979</u>	<u>610,136</u>	
Net assets			<u>859,205</u>	<u>610,136</u>	
Funds					
Unrestricted funds	10		856,850		564,781
Restricted funds	10		2,355		45,355
			<u>859,205</u>	<u>610,136</u>	

The Trustees state that for the financial period ended 31 January 2012 the company was entitled to exemption from audit under Section 477 Companies Act 2006. No Trustee of the company has deposited a notice, pursuant to Section 476, requiring an audit of these financial statements under the requirements of the Companies Act 2006.

The Trustees acknowledge their responsibilities for ensuring that the company keeps accounting records which comply with Section 386 of the Act and for preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial period and of its net movement in funds for the financial period in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the company.

These financial statements have been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Approved by the Board of Trustees and signed on its behalf by: 2012

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M Peel
Company Secretary

.....
J. Byrne
Treasurer

Company Registration No. 06741827

The notes on pages 10 to 14 form an integral part of these accounts.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 JANUARY 2012

1 Accounting policies

These financial statements have been prepared under the historical cost convention and in accordance with Accounting and Reporting by Charities – Statement of Recommended Practice (SORP 2005), applicable accounting standards and the Companies Act 2006.

The following accounting policies have been consistently applied in preparing these financial statements.

Incoming resources

All incoming resources are included in the Statement of Financial Activities in the period in which the funds are received.

Reserves expended

Expenditure is charged on an accruals basis inclusive of Value Added Tax.

Fund accounting

Funds held by the charity are either:-

Unrestricted funds

These consist of funds which the charity may use in accordance with the charitable objects at the discretion of the trustees.

Restricted funds

These 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.

Volunteers

The trustees recognise the significant contribution made by volunteers who gave freely of their time. It is not practicable to place a value on this contribution.

Fixed Assets

Items of computer equipment are capitalised in the balance sheet at cost and depreciated at a rate of 3 years straight line to write off the cost by equal instalments over their useful life.

2 Grants

	2012 £	2011 £
Wikimedia Foundation Inc – Kick Start Grant	(3,000)	-
Wikimedia Foundation Inc – International Activities Fund	(40,000)	-
Hearst	-	3,230
	<hr/>	<hr/>
	(43,000)	3,230
	<hr/> <hr/>	<hr/> <hr/>

The balance of the Kick Start Grant was repaid to the Wikimedia Foundation Inc as it was not fully utilised. The balance of the International Activities Fund grant, originally retained from previous annual fundraiser events as restricted funds, was paid on to the Wikimedia Foundation Inc for investment in this area.

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NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 JANUARY 2012

3 Charitable activities

	2012 £	2011 £
Promoting the projects	36,837	6,000
GLAM WIKI event	(1,750)	20,851
Jimmy Wales lecture	-	3,000
Events banners	-	358
	<hr/>	<hr/>
	35,087	30,209
	<hr/> <hr/>	<hr/> <hr/>

4 Grants

	2012 £	2011 £
Wikimedia Foundation Inc. (USA)	254,110	-
Vereniging Wikimedia Nederland	3,013	-
	<hr/>	<hr/>
	257,123	-
	<hr/> <hr/>	<hr/> <hr/>

See also note 14 – Post balance sheet events

5 Cost of generating annual fundraising and voluntary income

	2012 £	2011 £
Donation transaction fees	22,769	20,663
Mailshots	1,350	309
Other	160	129
	<hr/>	<hr/>
	24,279	21,101
	<hr/> <hr/>	<hr/> <hr/>

6 Occupancy costs

	2012 £	2011 £
Rent	2,710	-
Telephone & internet	723	152
Insurance	177	-
	<hr/>	<hr/>
	3,610	152
	<hr/> <hr/>	<hr/> <hr/>

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NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 JANUARY 2012

7 Administration	2012	2011
	£	£
Recruitment costs	19,301	-
Staff training	3,516	-
Printing, postage & stationery	1,010	77
Subscriptions	200	-
Other	(571)	790
	<hr/>	<hr/>
	23,456	867
	<hr/>	<hr/>
8 Tangible Fixed Assets	Computer	
Cost	Equipment	Total
	£	£
Additions	3,338	3,338
	<hr/>	<hr/>
At 31 January 2012	3,338	3,338
	<hr/>	<hr/>
Depreciation		
Charge for year	1,112	1,112
	<hr/>	<hr/>
At 31 January 2012	1,112	1,112
	<hr/>	<hr/>
Net book value		
At 31 January 2012	2,226	2,226
	<hr/>	<hr/>
9 Creditors	2012	2011
	£	£
Trade creditors	14,427	3,659
Accruals	9,066	10,454
Taxation and social security	256	707
Other creditors	-	4,545
	<hr/>	<hr/>
	23,749	19,365
	<hr/>	<hr/>

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NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 JANUARY 2012

10 Movements in funds

	Opening balance £	Incoming resources £	(Resources expended) £	Transfers £	Closing balance £
Restricted funds					
Wikimedia Foundation Inc	3,000	-	(3,000)	-	-
International Activities	40,498	-	(40,000)	-	498
Hearst	1,857	-	-	-	1,857
Total restricted funds	45,355	-	(43,000)	-	2,355
Unrestricted funds					
General fund	564,781	697,244	(404,919)	-	856,850
Total unrestricted funds	564,781	697,244	(404,919)	-	856,850

11 Analysis of net assets between funds

	Unrestricted funds £	Restricted funds £	Total funds £
Fixed assets	2,226	-	2,226
Net current assets	854,624	2,355	856,979
Net assets at 31 January 2012	856,850	2,355	859,205

12 Staff costs

The average number of employees who worked with the company during the year was as follows:

	2012 No.	2011 No.
Administration	2	1

Staff costs included in the statement of financial activities are as follows:

	2012 £	2011 £
Gross salary	25,667	2,570
Employers national insurance	2,860	85
	28,527	2,655

At the year end there were 2 full time employees.

There were no employees with emoluments above £60,000.

Trustees remuneration and expenses

The trustees received no remuneration during the period. Expenses incurred were reimbursed to the trustees during the period.

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NOTES TO THE FINANCIAL STATEMENTS (Continued) FOR THE YEAR ENDED 31 JANUARY 2012

13 Taxation

The charity is exempt from corporation tax on its charitable activities. It is liable for corporation tax on investment income.

14 Post balance sheet events

Following the year end an amount of £510,000 was paid to the Wikimedia Foundation Inc. This consisted of;

- £510,000 from unrestricted funds as a grant out of the revenue from the 2011/2012 fundraiser.

15 Financial commitments

At 31 January 2012 the charity was committed to making the following payments under non-cancellable operating leases in the year to 31 January 2012:

	2012 £	2011 £
Operating leases which expire:		
Between two and five years	5,420	-
	<hr/>	<hr/>