



OPEN KNOWLEDGE

**Open Knowledge
Foundation
Annual Report and Financial
Statements**

31 December 2018

Company Limited by Guarantee
Registration Number
05133759 (England and Wales)



Directors	Vanessa Barnett Irina Bolychevsky Victoria Ann Brock Karin Christiansen Tim Hubbard Jarmo Eskelinen Rufus Pollock Helen Turvey John West
Registered office	86-90 Paul Street London EC2A 4NE
Registered number	05133759 (England and Wales)
Auditor	Buzzacott LLP 130 Wood Street London EC2V 6DL
Bankers	Barclays Bank PLC 28 Chesterton Road Chesterton Cambridge CB4 3AZ

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The directors present their report with the financial statements for the year ended 31 December 2018.

Principal activity

The principal activity of the company in the period under review was that of building open source tools and networks around open data and open knowledge.

Group structure

Open Knowledge Foundation owns 85% of the share capital of Viderum Inc, a company incorporated in Delaware, United States. As a small company, OKF has chosen not to prepare group accounts. In January 2019, Open Knowledge Foundation sold a 50% stake in Viderum Inc, reducing its holding to 35%.

Open Knowledge Foundation is the ultimate parent undertaking.

Directors

The following directors served throughout the period:

Director

Vanessa Barnett	Appointed 4 July 2018
Irina Bolychevsky	Appointed 8 July 2018
Victoria Ann Brock	Appointed 3 July 2018
Karin Christiansen	
Tim Hubbard	
Jarmo Eskelinen	Appointed 10 July 2018
Jane Silber	Resigned 13 July 2018
Helen Turvey	
Rufus Pollock	Appointed 3 July 2018
John West	Appointed 10 July 2018

Directors' responsibilities

The directors are responsible for preparing the directors' report and financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities.

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- ♦ select suitable accounting policies and then apply them consistently;
- ♦ make judgements and estimates that are reasonable and prudent;

Directors' responsibilities (continued)

- ◆ state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- ◆ prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the 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 company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Each of the directors confirms that:

- ◆ so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- ◆ the director has taken all the steps that he or she ought to have taken as a director in order to make him or her-self aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

In preparing the above report, the directors have taken advantage of special exemptions applicable to small companies provided by Part 15 of the Companies Act 2006.

Approved by the board of directors
and signed on its behalf by:



Director **T. HUBBARD**

CEO **Catherine Stihler**

Approved on: **15/5/19**

Independent auditor's report to the members of Open Knowledge Foundation

Opinion

We have audited the financial statements of Open Knowledge Foundation (the 'company') for the year ended 31 December 2018 which comprise the Income and Expenditure account, Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' report, other than the financial statements and our Auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Other information (continued)

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a strategic report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement on pages 1 and 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Responsibilities of directors (continued)

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members 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 company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Edward Finch (Senior Statutory Auditor)
For and on behalf of Buzzacott LLP, Statutory Auditor
130 Wood Street
London
EC2V 6DL

21/5/19

Income and expenditure account
Year to 31 December 2018



	Notes	Year to 31 December 2018 £	Year to 31 December 2018 £	Year to 31 December 2017 (restated) £	Year to 31 December 2017 (restated) £
Income					
Turnover		720,708		1,671,237	
Direct project costs		<u>(712,099)</u>	8,609	<u>(1,686,880)</u>	(15,643)
Administration costs			<u>(754,991)</u>		<u>(681,133)</u>
			<u>(746,382)</u>		<u>(696,776)</u>
Unrestricted grant funding			740,000		695,615
Other operating income			<u>25,175</u>		<u>5,434</u>
Operating surplus	2		18,793		4,273
Interest receivable			<u>74</u>		<u>70</u>
			<u>18,867</u>		
Surplus before taxation					4,343
Taxation	3		<u>(3,188)</u>		3,888
Surplus for the year after taxation			<u>15,679</u>		<u>8,231</u>

All of the company's activities derived from continuing operations during the above two financial periods.

The company has no recognised gains and losses other than those shown above.

In order to more accurately reflect the operations of the company and be consistent with current year treatment, the prior year figures have been restated to classify some direct project costs as administration costs. This does not affect the result for the year ended 31 December 2017.

	Notes	31 December 2018 £	31 December 2017 £
Investments in subsidiaries	10	786	786
Current assets			
Debtors	5	253,149	411,287
Cash at bank and in hand		988,826	847,917
		<u>1,241,975</u>	<u>1,259,204</u>
Creditors: amounts falling due within one year	6	<u>(900,703)</u>	<u>(933,611)</u>
Net current assets		341,272	325,593
	8		
Total net assets		<u>342,058</u>	<u>326,379</u>
Represented by:			
Equity and reserves			
Retained Earnings	9	342,058	326,379
Total funds		<u>342,058</u>	<u>326,379</u>

The financial statements are prepared in accordance with the special provisions within Part 15 of the Companies Act 2006 relating to small companies.

Approved by the board of directors
and signed on its behalf by:



Director T. HUBBARD

Approved on: 15/5/19

Open Knowledge Foundation
Company Registration Number 05133759 (England and Wales)

Basis of accounting

These financial statements have been prepared for the year ended 31 December 2018 with comparative information provided for the year ended 31 December 2017.

The financial statements of the company have been prepared in accordance with applicable United Kingdom accounting standards, including Section 1A of Financial Reporting Standard 102 - the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS102) and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

The financial statements are prepared in sterling and are rounded to the nearest pound.

Critical accounting estimates and areas of judgement

In preparing the financial statements the directors are required to make judgements and estimates.

The key estimates and judgements used in preparing these financial statements are:

- ◆ The stage of completion of projects and grant-funded work, which is used to determine the recognition of income and expenditure for these projects; and
- ◆ The recoverability of loans made to Viderum Ltd and Viderum Inc. The directors have assessed current trading and projections and believe the debts will be recoverable, and so no provision has been made.

Assessment of going concern

The directors have assessed whether the use of the going concern assumption is appropriate in preparing these financial statements. The directors have made this assessment in respect of a period of one year from the date of approval of these financial statements.

The directors of the company have concluded that there are no material uncertainties related to events or conditions that may cast significant doubt on the ability of the company to continue as a going concern. The directors are of the opinion that the company will have sufficient resources to meet its liabilities as they fall due.

Statement of cash flows

The financial statements do not include a statement of cash flows because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under FRS 102 Section 1A.

Income

Income comprises grant income and amounts receivable in respect of services provided. Income is stated net of VAT where applicable. Income from contracts and project related grants is recognised as work progresses and income from grants not linked to projects is accounted for when it becomes receivable. Income is deferred when the company receives income in one accounting period that is specifically provided to fund work to be carried out in subsequent accounting periods. Accrued income comprises income relating to work undertaken in the current year, which will not be invoiced until after the balance sheet date.

Investment in subsidiaries

Investments in subsidiary entities are stated at cost, less any provision for impairment.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the company to make a payment 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. All expenditure is accounted for on an accruals basis and excludes recoverable VAT. Expenditure comprises the direct costs associated with the delivery of the company's services as well as general administrative support costs.

Taxation

UK corporation tax is payable on the organisation's taxable profits for the year, if any. A provision is made in these accounts based on the company's estimate of this liability at the date of approving these accounts.

Deferred taxation

Deferred taxation is recognised in respect of material timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transactions. Exchange differences are taken into account in arriving at the surplus for the period.

Debtors

Debtors are recognised at their settlement amount, less any provision for non-recoverability. Prepayments are valued at the amount prepaid. They have been discounted to the present value of the future cash receipt where such discounting is material.

Creditors and provisions

Creditors and provisions are recognised when there is an obligation at the balance sheet date as a result of a past event, it is probable that a transfer of economic benefit will be required in settlement, and the amount of the settlement can be estimated reliably. Creditors and provisions are recognised at the amount the charity anticipates it will pay to settle the debt. They have been discounted to the present value of the future cash payment where such discounting is material.

1 Turnover

Turnover and the surplus on ordinary activities before taxation arise solely from the company's principal activity.

2 Operating surplus

This is stated after charging:

	Year to 31 December 2018 £	Year to 31 December 2017 £
Auditor's remuneration	8,000	7,900
Other services	1,700	2,350

3 Taxation

Corporation tax refunds recognised during the year ended 31 December 2018 were £nil, as well as interest of £nil. There is a provision for tax payable at 31 December 2018 of £nil (2017 - £ nil).

	Year to 31 December 2018 £	Year to 31 December 2017 £
Factors affecting tax charge for the period		
Profit on ordinary activities before tax	18,867	4,343
Small companies corporation tax rate	19.00%	19.25%
Profit on ordinary activities multiplied by standard rate of corporation tax	3,585	836
Effects of:		
Income not taxable	(397)	(774)
Adjustment to tax charge in respect of previous period	—	(3,867)
Expenditure not deductible	—	5
Deferred tax not recognised	—	(67)
Current tax charge for the period	3,188	(3,867)

4 Staff costs

The staff costs during the period were as follows:

	Year to 31 December 2018 £	Year to 31 December 2017 £
Salaries and wages	671,617	947,436
Social security costs	75,700	115,761
Pensions	33,851	30,777
	781,168	1,093,974

At 31 December 2018, the average number of staff over the period was 16 (2017 - 23).

5 Debtors

	31 December 2018 £	31 December 2017 £
Trade debtors	109,891	218,263
Accrued income	75,670	92,739
Prepayments	3,874	571
Loan to Viderum Inc (US)	11,079	47,079
Loan to Viderum Ltd (UK)	52,635	52,635
	<u>253,149</u>	<u>411,287</u>

Loans have been made to subsidiary undertakings Viderum Inc (US) and Viderum Ltd (UK) to fund their start-up phases. The loans are repayable on demand and have an interest rate of 0.55% per annum. Of the remaining balances, £2,732 and £12,982 are scheduled for repayment in more than one year from Viderum Inc and Viderum Ltd respectively.

6 Creditors: amounts falling due within one year

	31 December 2018 £	31 December 2017 £
Trade creditors	36,357	54,163
Unpaid share capital	786	786
Payroll creditors	13,957	19,115
Taxation and social security	17,404	41,627
Accruals	19,125	41,341
Deferred income (note 7)	813,074	776,579
	<u>900,703</u>	<u>933,611</u>

7 Deferred income

	31 December 2018 £	31 December 2017 £
Balance brought forward at 1 January 2018	776,579	622,593
Receipts deferred in the period	813,074	776,579
Amounts released from previous period	(776,579)	(622,593)
Balance carried forward at 31 December 2018	<u>813,074</u>	<u>776,579</u>

Deferred income relates to project income received for work that had not been completed at this balance sheet date. All work is scheduled for completion in the following year.

8 Reserves

	Year to 31 December 2018 £	Year to 31 December 2017 £
At 1 January 2017	326,379	318,148
Surplus for the period	15,679	8,231
At 31 December 2017	<u>342,058</u>	<u>326,379</u>

9 Investment in subsidiaries***Viderum Inc***

Viderum Inc is a private company limited by shares, registered in Delaware, US, whose principal activity is the provision of open data consultancy services. Open Knowledge Foundation owns 85% of the issued share capital, which is unpaid. Viderum Inc has two wholly-owned subsidiaries; Viderum Ltd (UK) and Viderum Ltd (DE).

At 31 December 2018, Open Knowledge Foundation was owed £11,079 (2017 - £47,079) by Viderum Inc and £52,635 (2017 - £52,635) by Viderum Ltd in respect of loans made to finance the start-up phase of these companies.

10 Company status

The Company is a private company limited by guarantee and consequently does not have share capital. Each of the members is liable to contribute an amount not exceeding £1 towards the assets of the Company in the event of liquidation.

11 Controlling party

The company was under the control of the members, who are the Directors of the company.

**Detailed income and expenditure account for
Open Knowledge Foundation 31 December 2018**

This page does not form part of the statutory financial statements

The detailed individual results of Open Knowledge Foundation are as follows:

	Year to 31 December 2018 £	Year to 31 December 2018 £	Year to 31 December 2017 £	Year to 31 December 2017 £
Turnover				
Consultancy general	507,589		332,744	
Restricted grant income	213,119		1,338,493	
Unrestricted grants	740,000		695,615	
		1,460,708		2,366,852
Cost of sales				
Commercial contracts	389,063		228,713	
Grant restricted contracts	213,327		1,215,485	
Unrestricted grants and internal unfunded projects	346,177		252,106	
Stewarded projects	—		100	
Overheads				
· Commercial activity	93,532		78,316	
· Non-commercial activity	16,178		164,266	
		(1,058,277)		(1,938,986)
Gross profit		402,431		427,866
Other income				
Donations	2,090		3,835	
Event Sponsorship Income	14,330		—	
Deposit account interest	74		70	
Restricted donations	—		186	
Restricted royalties	131		214	
		16,625		4,305
Expenditure				
IT service	63,562		80,010	
Indirect staff costs	411,939		444,112	
Telephone	89		187	
Post and stationery	107		170	
Travelling/subsistence	4,437		14,794	
Conference tickets/registration	—		627	
Sundry expenses	(923)		6,204	
Accountancy and audit fees	8,973		8,498	
Unrealised currency losses	108		(364)	
Insurance	7,118		10,323	
Legal fees	2,383		21,178	
Irrecoverable VAT	—		—	
International payroll fees	16,720		45,042	
Overheads	(107,157)		(245,650)	
		(407,356)		(385,134)
Finance costs				
Bank charges		1,458		595
Realised currency losses/(gains)		(5,640)		(1,199)
Bank revaluations		(2,984)		43,298
Corporation tax expense		3,188		(3,888)
Net profit (loss)		15,679		8,231