

Registered number: 08030289

OPEN DATA INSTITUTE
(A company limited by guarantee)

Directors' report and financial statements

for the year ended 31 December 2015

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OPEN DATA INSTITUTE

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Company Information

Directors	Nigel R Shadbolt Timothy J Berners-Lee Gavin R Starks Roger Hampson Robert K Bryan John R Marsh Martha Lane-Fox Neelie Kroes Martin Adam Elysee Tisne
Company secretary	Robert K Bryan
Registered number	08030289
Registered office	3 rd Floor 65 Clifton Street London EC2A 4JE
Independent auditors	PricewaterhouseCoopers LLP Abacus House Castle Park Cambridge CB3 0AN

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Directors' report for the year ended 31 December 2015

The Directors present their report and the audited financial statements for the year ended 31 December 2015.

Principal activities

The principal activities of the Open Data Institute during the year were to continue to catalyse the evolution of open data culture to create economic, environmental, and social value. We have helped to unlock supply, generate demand, create and disseminate knowledge to address local and global issues. We have convened world-class experts to collaborate, incubate, nurture and mentor new ideas, and promote innovation. We have also enabled anyone to learn and engage with open data.

Innovate UK (formerly the Technology Strategy Board) has committed to provide up to £10m of funding to the company over a five-year period starting in July 2012, and the company has also received grants and commercial income from other sources. While the directors are confident that the company will attract further funding after the cessation of the arrangement with Innovate UK, the extent and timing of such funding is currently uncertain. Nevertheless, the directors have prepared forecasts which show that the company will be able to meet its liabilities as they fall due for at least twelve months from the date of this report, and the financial statements have therefore been prepared on the going concern basis.

Directors' responsibilities statement

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 of 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 judgments and accounting 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; 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 are sufficient to show and explain the Company's transactions and 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.

The maintenance and integrity of the Open Data Institute website is the responsibility of the directors; the work carried out by the auditors does not involve consideration of these matters and, accordingly, the auditors accept no responsibility for any changes that may have occurred to the financial statements since they were initially presented on the website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

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Directors' report (continued) for the year ended 31 December 2015

The Directors who served during the year and up to date of signing these financial statements were:

Nigel R Shadbolt
Timothy J Berners-Lee
Gavin R Starks
Roger Hampson
Robert K Bryan
John R Marsh
Martha Lane-Fox (Appointed 25 September 2015)
Neelie Kroes (Appointed 17 August 2015)
Martin Adam Elysee Tisne (Appointed 27 April 2015)

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

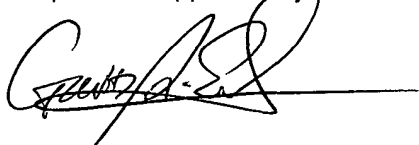
- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with S418a of the Companies Act 2006.

Independent Auditor

The auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 2nd JUNE 2016 and signed on its behalf.



Gavin R Starks
Director

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Independent auditors' report to the members of Open Data Institute

Report on the financial statements

Our opinion

In our opinion, Open Data Institute's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the year then ended;
 - have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
 - have been prepared in accordance with the requirements of the Companies Act 2006.
-

What we have audited

The financial statements, included within the Directors' report and financial statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 December 2015;
- the Profit and Loss Account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is the Financial Reporting Standard for Smaller Entities (Effective January 2015), and applicable law (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Simon Ormiston (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cambridge

8 June 2016

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Profit and loss account for the year ended 31 December 2015

	Note	Year ended 31 December 2015 £	Year ended 31 December 2014 £
Turnover	2	4,996,721	3,982,433
Administrative expenses		<u>(5,122,240)</u>	<u>(3,968,200)</u>
(Loss) / Profit on ordinary activities before taxation		(125,519)	14,233
Tax on (loss) / profit on ordinary activities	6	<u>9,437</u>	<u>(43,270)</u>
Loss for the financial year		<u>(116,082)</u>	<u>(29,037)</u>

The notes on pages 7 to 15 form part of these financial statements.

All results are from continuing operations.

The company has no recognised gains and losses other than those included in the profit and loss account above, and therefore, no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial years stated above, and their historical cost equivalent.

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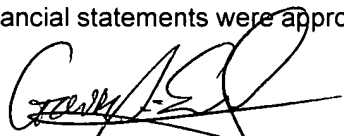
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**Balance sheet
as at 31 December 2015**

	Note	2015		2014	
		£	£	£	£
Fixed assets					
Tangible assets	7		133,361		201,207
Investments	8		<u>2</u>		<u>2</u>
			133,363		201,209
Current assets					
Debtors	9	894,493		1,033,603	
Cash at bank		<u>633,402</u>		<u>671,947</u>	
		1,527,895		1,705,550	
Creditors: amounts falling due within one year	10	<u>(1,162,679)</u>		<u>(1,243,848)</u>	
Net current assets			<u>365,216</u>		<u>461,702</u>
Total assets less current liabilities			498,579		662,911
Creditors: amounts falling due after more than one year	11		(317,602)		(365,852)
Provisions for liabilities					
Other provisions	12		<u>(57,793)</u>		<u>(57,793)</u>
Net assets			<u>123,184</u>		<u>239,266</u>
Capital and reserves					
Profit and loss account	15		<u>123,184</u>		<u>239,266</u>
			<u>123,184</u>		<u>239,266</u>

The financial statements have been prepared in accordance with the special provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on



Gavin R Starks
Director
8TH JUNE 2016

The notes on pages 7 to 15 form part of these financial statements.

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Notes to the financial statements for the year ended 31 December 2015

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015) and in accordance with the special provisions of Part 15 of the Companies Act 2006 for small companies.

The Company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

1.2 Going concern

Innovate UK (formerly the Technology Strategy Board) has committed to provide up to £10m of funding to the company over a five-year period starting in July 2012, and the company has also received grants and commercial income from other sources. While the directors are confident that the company will attract further funding after the cessation of the arrangement with Innovate UK, the extent and timing of such funding is currently uncertain. Nevertheless, the directors have prepared forecasts which show that the company will be able to meet its liabilities as they fall due for at least twelve months from the date of this report, and the financial statements have therefore been prepared on the going concern basis.

1.3 Government and other grants

Government grants are recognised in the profit and loss account so as to match them with the expenditure towards which they are intended to contribute and, where relevant, that the Open Data Institute has complied with all attached conditions. Where income is received in advance of recognition, it is deferred and included in creditors as deferred income. Where recognition occurs before income is invoiced, the income is accrued.

1.4 Taxation

The tax expense for the period comprises current and deferred tax.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date (see note 6 for details).

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. Deferred tax balances are not discounted.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixture and fittings	-	20% straight line basis
Office & computer equipment	-	33.33% straight line basis

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

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Notes to the financial statements (continued) for the year ended 31 December 2015

1. ACCOUNTING POLICIES (continued)

1.7 Operating leases

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight-line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.8 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

1.9 Turnover

Turnover comprises, other than grant income, the value of services supplied by the company, net of VAT. Membership income is recognised over the period which companies commit to the Institute's Membership Programme. Professional services and training income is recognised once the performance obligations have been fulfilled. Other income is recognised once the goods have been supplied by the company.

1.10 Cash flow

The company has taken advantage of the small company exemption from preparing a cash flow statement.

1.11 Provision

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

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Notes to the financial statements (continued) for the year ended 31 December 2015

2. TURNOVER

The Company's turnover is split as follows:

	Year ended 31 December 2015 £	Year ended 31 December 2014 £
Grant income	3,775,189	2,797,815
Membership income	372,269	434,383
Professional services and training	713,801	624,913
Other income	135,462	125,322
	<u>4,996,721</u>	<u>3,982,433</u>

3. (LOSS) / PROFIT ON ORDINARY ACTIVITIES

The (loss)/profit on ordinary activities is stated after charging:

	Year ended 31 December 2015 £	Year ended 31 December 2014 £
Depreciation of tangible fixed assets: - owned by the company	86,683	78,457
Auditors' remuneration for audit services	37,812	35,000
Auditors' remuneration for non-audit services	15,000	18,987
Operating lease charges - other	<u>113,160</u>	<u>105,167</u>

4. PENSION COMMITMENTS

The Company operates a defined contribution pension scheme. During 2015 £48,938 was the amount paid by the Company regarding its employees. The amount outstanding at year-end in relation to the 2015 pension payments was £4,177.

5. DIRECTORS' REMUNERATION

	Year ended 31 December 2015 £	Year ended 31 December 2014 £
Aggregate remuneration	<u>273,154</u>	<u>245,855</u>

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Notes to the financial statements (continued)
for the year ended 31 December 2015

6. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

	Year ended 31 December 2015	Year ended 31 December 2014
	£	£
UK corporation tax (refund)/charge for the year	<u>(9,437)</u>	<u>43,270</u>

The UK corporation tax rate will be 20.25% from 1 April 2015 and this has been reflected in the accounts. Further changes to the UK corporation tax rates were announced in the Chancellor's Budget on 8 July 2015. These include reductions to the main rate to 19% from 1 April 2017 and to 18% from 1 April 2020. As these changes had not been substantively enacted at the balance sheet date their effects are not included in these financial statements.

The deferred tax asset arising from accumulated losses has not been recognised as we lack certainty around future profits of the Company.

Factors affecting current/future tax charges

The tax charge/credit is reconciled below:

	<u>2015</u>	<u>2014</u>
	£	£
Current tax reconciliation		
(Loss)/Profit on ordinary activities before tax	(125,519)	14,233
Corporation tax at 20.25% based on profit for the year	(25,418)	2,847
Effects of:		
Adjustments in respect of prior periods	15,381	33,833
Other timing differences	0	6,590
Disallowable expenses	<u>600</u>	<u>0</u>
Current tax (refund)/charge for the year	<u>(9,437)</u>	<u>43,270</u>

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**Notes to the financial statements (continued)
for the year ended 31 December 2015**

7. TANGIBLE ASSETS

	Fixtures & fittings £	Office and computer equipment £	Total £
Cost			
At 1 January 2015	275,363	86,516	361,879
Additions	<u>0</u>	<u>18,837</u>	<u>18,837</u>
At 31 December 2015	<u>275,363</u>	<u>105,353</u>	<u>380,716</u>
Accumulated Depreciation			
At 1 January 2015	121,280	39,392	160,672
Charge for the year	<u>55,073</u>	<u>31,610</u>	<u>86,683</u>
At 31 December 2015	<u>176,353</u>	<u>71,002</u>	<u>247,355</u>
Net book value			
At 31 December 2015	<u>99,010</u>	<u>34,351</u>	<u>133,361</u>
At 31 December 2014	<u>154,083</u>	<u>47,124</u>	<u>201,207</u>

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Notes to the financial statements (continued)
for the year ended 31 December 2015

8. INVESTMENTS

	Investments in subsidiary companies £
Cost	
At 1 January 2015	2
At 31 December 2015	<u>2</u>
Net book value	
At 31 December 2015	<u>2</u>
At 31 December 2014	<u>2</u>
Subsidiary undertakings	

The following are subsidiary undertakings of the Company incorporated in the UK:

Name	Class of shares	Holding
Open Data Institute Trading Limited	Ordinary	100%
Open Addresses Limited	Ordinary	100%

The principal activities of these companies are to engage in commercial professional services. The aggregate of the share capital and reserves as at 31 December 2015 and of the profit or loss for the year ended on that date for the subsidiary undertaking is as follows:

Name	Aggregate of share capital and reserves £	Result £
Open Data Institute Trading Limited	<u>1</u>	<u>0</u>

Open Data Institute Trading Limited was dormant in the year.

Name	Aggregate of share capital and reserves £	Loss £
Open Addresses Limited	<u>1</u>	<u>(105)</u>

Open Addresses Limited was incorporated and began trading in December 2014.

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Notes to the financial statements (continued) for the year ended 31 December 2015

9. DEBTORS

	Year ended 31 December 2015 £	Year Ended 31 December 2014 £
Trade debtors	369,562	444,169
Amounts owing from group undertakings	0	33,702
Other debtors	34,656	99,423
Prepayments and accrued income	490,275	456,309
	<u>894,493</u>	<u>1,033,603</u>

The amounts owing from group undertakings are repayable on demand, interest free and unsecured.

10. CREDITORS: Amounts falling due within one year

	Year Ended 31 December 2015 £	Year Ended 31 December 2014 £
Trade creditors	240,621	382,162
Other creditors including tax and social security	193,522	234,517
Accruals and deferred income	728,536	627,169
	<u>1,162,679</u>	<u>1,243,848</u>

11. CREDITORS: Amounts falling due after more than one year

	Year Ended 31 December 2015 £	Year Ended 31 December 2014 £
Innovate UK working capital	260,000	260,000
Deferred grant income for tangible fixed assets	57,602	105,852
	<u>317,602</u>	<u>365,852</u>

Innovate UK (formerly Technology Strategy Board (TSB)) working capital has been provided to the Company to assist with the operations and cash flows. This will be deducted from the final grant claim at the end of the funding period.

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Notes to the financial statements (continued)
for the year ended 31 December 2015

12. OTHER PROVISIONS

	Dilapidation provision £
At 1 January 2015	57,793
Additions	<u>0</u>
At 31 December 2015	<u><u>57,793</u></u>

Dilapidation provision

A dilapidation provision has been made in respect of the costs expected to be incurred to restore the rented offices to their original condition. This is expected to be utilised in five years.

13. 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 £1.00 towards the assets of the Company in the event of liquidation.

14. OPERATING LEASE COMMITMENTS

At 31 December 2015 the Company had annual commitments under non-cancellable operating leases as follows:

	Year Ended 31 December 2015 £	Year Ended 31 December 2014 £
Expiry date:		
Between 2 and 5 years	<u><u>130,480</u></u>	<u><u>130,480</u></u>

15. PROFIT AND LOSS ACCOUNT

	2015 £
As at 1 January 2015	239,266
Loss for the financial year	<u>(116,082)</u>
As at 31 December 2015	<u><u>123,184</u></u>

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Notes to the financial statements (continued) for the year ended 31 December 2015

16. RELATED PARTY TRANSACTIONS

During the year, the Company incurred expenditure totalling £227,332 (including VAT) (2014: £288,063) from the University of Southampton for which Nigel R Shadbolt (a director) worked as a professor during the year. £219,228 of this related to the rental lease agreement and associated costs.

The Company entered into a rental lease agreement in 2012, with the University of Southampton, for which there was a rent-free period of 11 months. The total lease payments have been spread over the lease year and a rental charge amounting to £130,480 has been incurred during the current year.

The amount owed by Open Data Institute to the University of Southampton at the balance sheet date is £65,747 (2014: £76,880), which is included in trade creditors.

During the year, transactions with BPE Solicitors LLP, of which Robert K Bryan (a director) is a Director, amounted to £50,678 (2014: £89,033) for legal services provided by BPE Solicitors LLP.

The amount owed by Open Data Institute to BPE Solicitors LLP at the balance sheet date is £9,237 (2014: £10,162) which is included in trade creditors.

During the year, transactions with AMEE Ltd, of which Gavin R Starks (a director) was the chair and shareholder during the year, amounted to £720 for membership services provided by the Open Data Institute to AMEE Ltd.

The amount owed by Open Data Institute to World Wide Web Foundation, of which Sir Tim Berners-Lee is a director, at the balance sheet date is £38,001 (2014: £43,651), which is included in trade creditors.

During the year, transactions with The London Borough of Redbridge amounted to £2,200, of which Roger Hampson was a chief executive, representing a year of Open Data Institute Corporate Membership.

During the year, transactions with Seme4 Limited amounted to £199, of which Nigel Shadbolt is a director, representing a ticket to the Open Data Institute Summit.

17. CONTROLLING PARTY

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