

**COPESSA (Association incorporated under Section 21 of the Companies Act)
Formerly Community Based Prevention and Empowerment Strategie - SA
(Registration number 2000/025755/08)
Annual Financial Statements
for the year ended 28 February 2011**

**Watermark Auditors Incorporated
Chartered Accountants (S.A.)
Issued 30 September 2011**

COPESSA (Association incorporated under Section 21 of the Companies Act)

Formerly Community Based Prevention and Empowerment Strategie - SA

(Registration number 2000/025755/08)

Annual Financial Statements for the year ended 28 February 2011

General Information

| | |
|--|---|
| Company registration number | 2000/025755/08 |
| Tax reference number | 9551/111/14/0 |
| Country of incorporation and domicile | South Africa |
| Nature of business and principal activities | Strengthening the communities and neighbourhoods to protect children by creating a safe, secure and caring community. |
| Directors | Dr NB Motjuwadi Dr U T Motjuwadi Ms E Mabusela Ms R Issel Mr RP Qacha Mr N Mkhize Mr JMJ Mabasa |
| Registered office | Unit 2 Fourways Manor Office Park Cnr Macbeth Avenue and Roos Street Fourways 2055 (011) 705 - 0000 |
| Business address | 8955 Protea Boulevard Extension 11, Protea Glen Soweto 1868 (011) 297 3220 |
| Postal address | PO Box 1049 Mondeor 2110 |
| Bankers | Nedbank Limited |
| Auditors | Watermark Auditors Incorporated Chartered Accountants (S.A.) |
| Secretary | Waterford Financial Management (Proprietary) Limited |
| Public officer | N B Motjuwadi |
| Public officer's tax number | 0022751143 |
| Income taxation | 9551/111/14/0 |
| PAYE/UIF/SDL | 7300756345 |

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Independent Auditors' Report

To the members of COPESSA (Association incorporated under Section 21 of the Companies Act)

Report on the Financial Statements

We have audited the annual financial statements of COPESSA (Association incorporated under Section 21 of the Companies Act), which comprise the statement of financial position as at 28 February 2011, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes, and the directors' report, as set out on pages 6 to 14.

Directors' Responsibility for the Annual Financial Statements

The company's directors are responsible for the preparation and fair presentation of these annual financial statements in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities, and in the manner required by the Companies Act of South Africa. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of annual financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditors' Responsibility

Our responsibility is to express an opinion on these annual financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the annual financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual financial statements. The procedures selected depend on the auditors' judgement, including the assessment of the risks of material misstatement of the annual financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the annual financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the annual financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independent Auditors' Report

Opinion

In our opinion, the annual financial statements present fairly, in all material respects, the financial position of COPESSA (Association incorporated under Section 21 of the Companies Act) as at 28 February 2011, and its financial performance and its cash flows for the year then ended in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities, and in the manner required by the Companies Act of South Africa.

Other matter

Without qualifying our opinion, we draw attention to the fact that the supplementary information set out on pages 15 to 17 does not form part of the annual financial statements and is presented as additional information. We have not audited this information and accordingly do not express an opinion thereon.

Report on Other Legal and Regulatory Requirements

Without qualifying our opinion, we draw your attention to the fact that with the written consent of all members, we have performed certain secretarial duties.

Watermark Auditors Inc.

Watermark Auditors Incorporated

N G Reed

Registered Accountants and Auditors

Chartered Accountants (S.A.)

30 September 2011

COPESSA (Association incorporated under Section 21 of the Companies Act)

Formerly Community Based Prevention and Empowerment Strategie - SA

(Registration number 2000/025755/08)

Annual Financial Statements for the year ended 28 February 2011

Directors' Responsibilities and Approval

The directors are required by the Companies Act of South Africa, to maintain adequate accounting records and are responsible for the content and integrity of the annual financial statements and related financial information included in this report. It is their responsibility to ensure that the annual financial statements fairly present the state of affairs of the company as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with the International Financial Reporting Standard for Small and Medium-sized Entities. The external auditors are engaged to express an independent opinion on the annual financial statements.

The annual financial statements are prepared in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

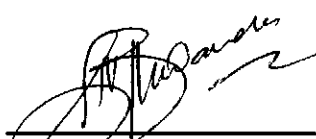
The directors acknowledge that they are ultimately responsible for the system of internal financial control established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board of directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the annual financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the company's cash flow forecast for the year to 29 February 2012 and, in the light of this review and the current financial position, they are satisfied that the company has or has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently reviewing and reporting on the company's annual financial statements. The annual financial statements have been examined by the company's external auditors and their report is presented on page 3.

The annual financial statements set out on pages 6 to 16, which have been prepared on the going concern basis, were approved by the board of directors on 30 September 2011 and were signed on its behalf by:



Director



Director

COPESSA (Association incorporated under Section 21 of the Companies Act)

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Annual Financial Statements for the year ended 28 February 2011

Directors' Report

The directors submit their report for the year ended 28 February 2011.

1. Review of activities

Main business and operations

The company is engaged in strengthening the communities and neighbourhoods to protect children by creating a safe, secure and caring community, and operates principally in South Africa.

The operating results and state of affairs of the company are fully set out in the attached annual financial statements and do not in our opinion require any further comment.

Net profit of the company was R 144,296 (2010: profit R 126,245), after taxation of R - (2010: R (4,770)).

2. Going concern

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that funds will be available to finance future operations and that the realisation of assets and settlement of liabilities, contingent obligations and commitments will occur in the ordinary course of business.

3. Events after the reporting period

The directors are not aware of any matter or circumstance arising since the end of the financial year.

4. Directors

The directors of the company during the year and to the date of this report are as follows:

| Name | Nationality | Changes |
|------------------|---------------|-----------------------|
| Dr NB Motjuwadi | South African | |
| Dr U T Motjuwadi | South African | |
| Ms E Mabusela | South African | |
| Ms R Issel | South African | |
| Mr RP Qacha | South African | |
| Mr N Mkhize | South African | |
| Ms DR Terblanche | South African | Resigned 09 June 2010 |
| Mr JMJ Mabasa | South African | |

5. Secretary

The secretary of the company is Waterford Financial Management (Proprietary) Limited of:

Business address

Unit 2 Fourways Manor Office Park
Cnr Macbeth Avenue and Roos Street
Fourways
2055
(011) 705 - 0000

Postal address

P O Box 2295
Lonehill
2062

6. Auditors

Watermark Auditors Incorporated will continue in office in accordance with section 270(2) of the Companies Act.

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Annual Financial Statements for the year ended 28 February 2011

Statement of Financial Position

| | Note(s) | 2011 R | 2010 R |
|--|---------|----------------|----------------|
| Assets | | | |
| Current Assets | | | |
| Trade and other receivables | 3 | 356,000 | 356,000 |
| Cash and cash equivalents | 4 | 518,958 | 418,892 |
| | | <u>874,958</u> | <u>774,892</u> |
| Non-Current Assets | | - | - |
| Current Assets | | 874,958 | 774,892 |
| Non-current assets held for sale (and) (assets of disposal groups) | | - | - |
| Total Assets | | <u>874,958</u> | <u>774,892</u> |
| Equity and Liabilities | | | |
| Equity | | | |
| Retained income | | <u>841,947</u> | <u>697,651</u> |
| Liabilities | | | |
| Current Liabilities | | | |
| Trade and other payables | 5 | 33,011 | 27,241 |
| | | <u>33,011</u> | <u>77,241</u> |
| Non-Current Liabilities | | - | - |
| Current Liabilities | | 33,011 | 77,241 |
| Liabilities of disposal groups | | - | - |
| Equities | | 841,947 | 697,651 |
| Liabilities | | 33,011 | 77,241 |
| Total Equity and Liabilities | | <u>874,958</u> | <u>774,892</u> |

COPESSA (Association incorporated under Section 21 of the Companies Act)

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Annual Financial Statements for the year ended 28 February 2011

Statement of Comprehensive Income

| | Note(s) | 2011 R | 2010 R |
|---|---------|----------------|----------------|
| Revenue | 6 | 1,036,446 | 921,581 |
| Revenue | | 1,036,446 | 921,581 |
| Cost of sales | | - | - |
| Other income | | 17,800 | - |
| Operating expenses | | (925,281) | (815,106) |
| | | 1,036,446 | 921,581 |
| | | (907,481) | (815,106) |
| Operating profit | 7 | 128,965 | 106,475 |
| Investment revenue | 8 | 15,331 | 15,232 |
| Finance costs | 9 | - | (232) |
| Operating profit | | 128,965 | 106,475 |
| Non-operating expense (NET) | | 15,331 | 15,000 |
| Profit before taxation | | 144,296 | 121,475 |
| Taxation | 10 | - | 4,770 |
| Profit (loss) for the year from continuing operations | | 144,296 | 126,245 |
| Profit (loss) for the year from discontinued operations | | - | - |
| Profit for the year | | 144,296 | 126,245 |
| Other comprehensive income | | - | - |
| Total comprehensive income for the year | | 144,296 | 126,245 |

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Statement of Changes in Equity

| | Retained income R | Total equity R |
|---|-------------------------|-------------------|
| Balance at 01 March 2009 | 571,406 | 571,406 |
| Changes in equity | | |
| Total comprehensive income for the year | 126,245 | 126,245 |
| Total changes | <u>126,245</u> | <u>126,245</u> |
| Balance at 01 March 2010 | 697,651 | 697,651 |
| Changes in equity | | |
| Total comprehensive income for the year | 144,296 | 144,296 |
| Total changes | <u>144,296</u> | <u>144,296</u> |
| Balance at 28 February 2011 | 841,947 | 841,947 |

Note(s)

COPESSA (Association incorporated under Section 21 of the Companies Act)

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Statement of Cash Flows

| | Note(s) | 2011 R | 2010 R |
|---|---------|-----------------|----------------|
| Cash flows from operating activities | | | |
| Cash receipts from customers | | 363,491 | 520,073 |
| Cash paid to suppliers and employees | | (228,756) | (434,734) |
| Cash generated from operations | 12 | 134,735 | 85,339 |
| Interest income | | 15,331 | 15,232 |
| Finance costs | | - | (232) |
| Net cash from operating activities | | 150,066 | 100,339 |
| Cash flows from financing activities | | | |
| Proceeds from shareholders loan | | - | 50,000 |
| Repayment of shareholders loan | | (50,000) | - |
| Net cash from financing activities | | (50,000) | 50,000 |
| Total cash movement for the year | | 100,066 | 150,339 |
| Cash at the beginning of the year | | 418,892 | 268,553 |
| Total cash at end of the year | 4 | 518,958 | 418,892 |

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Accounting Policies

1. Presentation of Annual Financial Statements

The annual financial statements have been prepared in accordance with the International Financial Reporting Standard for Small and Medium-sized Entities, and the Companies Act of South Africa. The annual financial statements have been prepared on the historical cost basis, and incorporate the principal accounting policies set out below. They are presented in South African Rands.

These accounting policies are consistent with the previous period.

1.1 Property, plant and equipment

Property, plant and equipment are tangible items that:

- are held for use in the production or supply of goods or services, for rental to others or for administrative purposes; and
- are expected to be used during more than one period.

Costs include costs incurred initially to acquire or construct an item of property, plant and equipment and costs incurred subsequently to add to, replace part of, or service it. If a replacement cost is recognised in the carrying amount of an item of property, plant and equipment, the carrying amount of the replaced part is derecognised.

Property, plant and equipment is written off against donation income in the year of acquisition. Fixed property is capitalised.

1.2 Financial instruments

Financial instruments at amortised cost

Financial instruments may be designated to be measured at amortised cost less any impairment using the effective interest method. These include trade and other receivables, loans and trade and other payables. At the end of each reporting period date, the carrying amounts of assets held in this category are reviewed to determine whether there is any objective evidence of impairment. If so, an impairment loss is recognised.

Financial instruments at fair value

All other financial instruments are measured at fair value through profit and loss.

1.3 Tax

Tax expenses

The company has been approved as a public benefit organisation in terms of Section 30 of the Income Tax Act therefore the receipts and accruals are exempt from income tax in terms of section 10(1)(cN) of the Act. Furthermore, donations by or due to the public benefit organisation are exempt from donations tax in terms of section 56(1)(h) of the Income Tax Act.

1.4 Revenue

Revenue is measured at the fair value of the consideration received or receivable and represents the amounts receivable for donations received.

Interest is recognised, in profit or loss, using the effective interest rate method.

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Notes to the Annual Financial Statements

| | 2011 | | | 2010 | | |
|---|------------------|--------------------------|----------------|------------------|--------------------------|----------------|
| | R | | | R | | |
| 2. Property, plant and equipment | | | | | | |
| | 2011 | | | 2010 | | |
| | Cost | Accumulated depreciation | Carrying value | Cost | Accumulated depreciation | Carrying value |
| Buildings | 66,864 | (66,864) | - | 66,864 | (66,864) | - |
| Plant and machinery | 408,545 | (408,545) | - | 301,232 | (301,232) | - |
| Motor vehicles | 184,986 | (184,986) | - | 184,986 | (184,986) | - |
| Office equipment | 428,998 | (428,998) | - | 428,998 | (428,998) | - |
| IT equipment | 60,335 | (60,335) | - | 9,733 | (9,733) | - |
| Playpark equipment | 161,190 | (161,190) | - | 161,190 | (161,190) | - |
| Other property, plant and equipment | 87,702 | (87,702) | - | 87,702 | (87,702) | - |
| Total | 1,398,620 | (1,398,620) | - | 1,240,705 | (1,240,705) | - |
| 3. Trade and other receivables | | | | | | |
| Deposits | | | | 356,000 | | 356,000 |
| 4. Cash and cash equivalents | | | | | | |
| Cash and cash equivalents consist of: | | | | | | |
| Bank balances | | | | 518,958 | | 418,892 |
| 5. Trade and other payables | | | | | | |
| Rounding | | | | 2 | | 3 |
| Other payables - payroll related | | | | 33,009 | | 27,238 |
| | | | | 33,011 | | 27,241 |
| 6. Revenue | | | | | | |
| Donations received | | | | 1,036,446 | | 921,581 |
| 7. Operating profit | | | | | | |
| Operating profit for the year is stated after accounting for the following: | | | | | | |
| Employee costs | | | | 572,388 | | 502,469 |
| 8. Investment revenue | | | | | | |
| Interest revenue | | | | | | |
| Bank | | | | 15,331 | | 15,232 |
| | | | | - | | - |
| | | | | 15,331 | | 15,232 |

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| | 2011 R | 2010 R |
|--|-----------------------|----------------------|
| 9. Finance costs | | |
| Late payment of tax | - | 231 |
| Bank | - | 1 |
| | <u>-</u> | <u>232</u> |
| 10. Taxation | | |
| No provision has been made for 2011 tax as the company is an approved public benefit organisation in terms of section 30 of the Income Tax Act and is therefore exempt from income tax in terms of section 10(I)(cN) of the Act. | | |
| 11. Auditors' remuneration | | |
| Fees | <u>10,000</u> | <u>11,126</u> |
| 12. Cash generated from operations | | |
| Profit before taxation | 144,296 | 121,475 |
| Adjustments for: | | |
| Interest received | (15,331) | (15,232) |
| Finance costs | - | 232 |
| Changes in working capital: | | |
| Trade and other payables | <u>5,770</u> | <u>(21,136)</u> |
| | <u>134,735</u> | <u>85,339</u> |
| 13. Related parties | | |
| Related party balances | | |
| Loan accounts - Owing (to) by related parties | | |
| Dr TU Motjuwadi | <u>-</u> | <u>(50,000)</u> |
| Deposit paid to a related party | | |
| First Care Management Services (Proprietary) Limited | <u>356,000</u> | <u>356,000</u> |
| Compensation to directors and other key management | | |
| Short-term employee benefits | <u>207,235</u> | <u>155,016</u> |

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Notes to the Annual Financial Statements

| | | | | 2011 R | 2010 R |
|---|------------|-------------------------------|---------------------------------------|-----------------------------------|-----------|
| 14. Directors' emoluments | | | | | |
| Executive | | | | | |
| 2011 | Emoluments | Pension paid or receivable | Compensation for loss of office | Gain on exercise of options | Total |
| In connection with the affairs of the company or its subsidiaries | 207,235 | - | - | - | 207,235 |
| 2010 | Emoluments | Pension paid or receivable | Compensation for loss of office | Gain on exercise of options | Total |
| In connection with the affairs of the company or its subsidiaries | 155,016 | - | - | - | 155,016 |

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Detailed Income Statement

| | Note(s) | 2011 R | 2010 R |
|------------------------------------|---------|------------------|------------------|
| Revenue | | | |
| Donations Received | | 1,036,446 | 921,581 |
| | | <u>1,036,446</u> | <u>921,581</u> |
| | | - | - |
| Other income | | | |
| Insurance proceeds | | 17,800 | - |
| Interest received | 8 | 15,331 | 15,232 |
| | | <u>33,131</u> | <u>15,232</u> |
| | | (925,281) | (815,106) |
| Expenses (Refer to page 16) | | (925,281) | (815,106) |
| | | 1,036,446 | 921,581 |
| | | 33,131 | 15,232 |
| | | (925,281) | (815,106) |
| Operating profit | 7 | 144,296 | 121,707 |
| Finance costs | 9 | - | (232) |
| | | <u>144,296</u> | <u>121,707</u> |
| | | - | (232) |
| Profit before taxation | | 144,296 | 121,475 |
| Taxation | 10 | - | (4,770) |
| Profit (loss) before taxation | | 144,296 | 121,475 |
| Taxation | | - | (4,770) |
| | | <u>144,296</u> | <u>126,245</u> |
| Profit for the year | | 144,296 | 126,245 |

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Detailed Income Statement

| | Note(s) | 2011 R | 2010 R |
|---------------------------|---------|----------------|----------------|
| Operating expenses | | | |
| Accounting fees | | - | 330 |
| Auditors' remuneration | 11 | 10,000 | 11,126 |
| Bank charges | | (6) | 5,357 |
| Cleaning | | - | 1,476 |
| Computer expenses | | 4,789 | 9,806 |
| Donations | | - | 1,800 |
| Employee costs | | 572,388 | 502,469 |
| Compensation Fund | | 1,947 | 1,637 |
| Capital Expenditure | | 157,915 | 13,297 |
| Utilities | | - | 240 |
| Food parcels | | - | 91,861 |
| Insurance | | 21,599 | 21,945 |
| Legal expenses | | 36,737 | - |
| Motor vehicle expenses | | 26,830 | 4,280 |
| Petrol and oil | | 8,706 | 8,434 |
| Postage | | 3,094 | 1,253 |
| Printing and stationery | | 3,579 | 19,422 |
| Promotions | | 37,475 | 84,465 |
| Repairs and maintenance | | 21,271 | 7,198 |
| Secretarial fees | | - | 4,925 |
| Security | | 7,096 | 6,799 |
| Staff welfare | | - | 1,200 |
| Telephone and fax | | 11,861 | 15,786 |
| | | 925,281 | 815,106 |

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Supplementary Information

1. Donations received

| | 2011 R | 2010 R |
|--|-----------|-----------|
| ABB South Africa (Proprietary) Limited | 5,000 | 5,000 |
| Anglican Catholic Church | - | 10,000 |
| Aspen Pharmacare | 88,000 | 75,000 |
| Aurobindo Pharma (Pty) Ltd | 21,000 | 5,000 |
| Beth Chapman | 16,902 | 8,190 |
| Brian Rodgers | 26,000 | 26,650 |
| Bringmann AI | 3,000 | - |
| Cape Gannet Properties | 10,000 | - |
| Carecross | 10,000 | - |
| Chris Dykes | - | 2,710 |
| Cwenga Technologies | 6,000 | - |
| EOH | 110,000 | 100,000 |
| Gauteng Dep of Social Services | 300,495 | - |
| Good Start Foundation | - | 13,300 |
| Holy Family | - | 300 |
| Department of Social Development (IDT) | - | 150,000 |
| Infant Trust | 79,801 | 61,251 |
| IDC | 5,000 | - |
| Lake Superior Software | - | 3,896 |
| Medittech | - | 45,000 |
| Munich Reins | 15,000 | 12,000 |
| Norvatis | 10,000 | 5,000 |
| Pick n Pay (Protea Glen) | - | 8,000 |
| Pragma Africa (Proprietary) Limited | - | 10,000 |
| Julie Probus Schad | - | 1,592 |
| SAB | 20,000 | 50,000 |
| Samsung | - | 39,202 |
| South African German Network | 19,500 | - |
| Synovate South Africa | 24,500 | - |
| Table of Peace and Unity | 21,398 | 156,000 |
| Tanker Services | 5,000 | - |
| Stoep Catering CC | 35,000 | 2,500 |
| Thandile Health Care | 7,500 | - |
| The Friends of Copes | 32,103 | 41,617 |
| Vermont Sale | - | 10,000 |
| Vodacom (Pty) Ltd (Vodacom Foundation) | 95,000 | - |
| | <hr/> | <hr/> |
| | 966,199 | 842,208 |

2. Fundraising

| | | |
|------------------|--------|--------|
| Crafts for Woman | 2,960 | 600 |
| Gala Dinner | - | 74,792 |
| Golf Day | 59,900 | - |
| Jumble sale | 6,000 | 2,700 |
| My School Card | 1,388 | 1,281 |
| | <hr/> | <hr/> |
| | 70,248 | 79,373 |