

**Registration Number 384264**

**The Rose Project Limited**  
**(A Company Limited by Guarantee and not having a Share Capital)**

**Directors' Report and Financial Statements**

**for the year ended 31 December 2008**

**The Rose Project Limited**  
**(A Company Limited by Guarantee and not having a Share Capital)**

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**The Rose Project Limited**  
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**Directors and other information**

Directors	Grace O'Malley Mary Donohoe
Secretary	Mary Donohoe
Company number	384264
Registered office	31/33, The Triangle, Ranelagh, Dublin 6
Auditors	Dillon Kelly Cregan Registered Auditors 18 Upper Mount Street Dublin 2.
Business address	31-33, The Triangle, Ranelagh, Dublin 6

**The Rose Project Limited**  
**(A Company Limited by Guarantee and not having a Share Capital)**

**Directors' report**  
**for the year ended 31 December 2008**

The directors present their report and the audited financial statements for the year ended 31 December 2008.

**Principal activity and business review**

The principal activity of the company is to raise funds in Ireland for the provision of medical care and hospice care for HIV and AIDS patients in Africa and to provide care for orphans and families of such HIV and AIDS patients.

The main programmes funded during 2008 were as follows:

**Malawi**

**Lighthouse, Lilongwe (€267,578)**

The Rose Project supported the Lighthouse in 2006 to build a new care and support centre in Lilongwe. The centre opened in December 06 and now provides counselling and HIV testing to more than 1,000 people per month. In partnership with Irish Aid, the Rose Project is funding a three year rural HIV counselling and testing programme. This programme which is being implemented by Lighthouse, brings HIV counselling and testing to 37 ante natal clinics surrounding Lilongwe.

**Bwaila Central Maternity Hospital (€1,062,344)**

The existing maternity hospital in Lilongwe is a collection of crumbling buildings. Built in 1929 to facilitate 4,000 births annually, there are now 12,000 births each year. There are two obstetricians and one midwife at the hospital. The Rose Project is presently working with Haukeland University in Norway to address the acute shortage of doctors and nurses in Lilongwe and has committed over €2 million for the construction of a new Hospital. This hospital will open October '09.

**Kanengo AIDS Support Organisation (KASO) (€20,600)**

The Rose Project is assisting KASO in its Community Home Based Care and orphan programme. KASO is providing vital care and support to the most vulnerable people by carrying out weekly home visits and distributing food aid. The programme also provides support to orphans and vulnerable children especially with regards to school attendance.

**Kenya Voluntary Women Rehabilitation Centre (KVWORK) (€45,000)**

KVWORK continues to empower women and female child sex workers to reduce their vulnerability to HIV. Women over the age of eighteen involved in the sex trade, are offered community mobilization, health and business education, and are also educated on their human rights, offering paralegal training and thereafter giving economic empowerment. Female child sex workers under the age of eighteen years are given health education and human rights training and thereafter undergo vocational skills training. Included also is home based care for women who are HIV positive.

**The Rose Project Limited**  
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**Directors' report**  
**for the year ended 31 December 2008**

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**Nairobi Hospicet (€1,600)**

Nairobi Hospice is an outreach facility which has been in existence for more than 16 years. It was the very first Hospice to open in Kenya and provides palliative care for AIDS patients. Until 2006, Nairobi Hospice had just one doctor to take care of the needs of all the patients - current trends show that an average of 450 patients are on the Hospice's programme at any one time.

**Uganda**

**Naggalama (€122,046)**

Naggalama Hospital is located in Mukono, one of Africa's worst affected areas with the virus. The Rose Project became involved to help to scale up the HIV & AIDS department of the hospital in an effort to increase the number of people accessing comprehensive HIV care and antiretroviral treatment. The main services to benefit included counselling and testing for early diagnosis and care of outpatients and pregnant mothers. The long term goal of the hospital is to improve the quality of life of people living with HIV & AIDS. In addition the aim is to provide support in terms of human resources, training counsellors and health

**Makindye Hospice, Kampala, Uganda (€7,300)**

The Rose Project in partnership with the Irish Hospice Foundation is funding a salary for a palliative care physician, for two years,

**Ethopia**

**Addis Ababa: HIV & AIDS Programme (€4,600)**

There are a total of 43 people enrolled in this programme, which provides essential support to those in need. This programme provides a monthly allowance to help each family with food and where necessary medicine and school fees. The programme also assists clients with small Income Generating Activities to ensure sustainability and optimum independence. Training has also taken place in Home Based Care activities to ensure quality services are provided.

**The Rose Project co-funds a number of HIV programmes with their UK partners: Catholic Agency for Overseas Development (CAFOD)**

**St Francis (€19,724)**

St Francis community is a group of indigenous Kenyan women founded by the Franciscan Sisters who run four main HIV & AIDS projects to help reduce transmission and to promote positive living amongst youths, people living with HIV & AIDS, and the wider community. The Rose Project with CAFOD, have provided funds to allow the St Francis sisters establish 2 new voluntary counselling and HIV testing centres, which serve approx 330,000 people. These centres encourage and achieve early diagnosis and appropriate action and it is anticipated that due to these their establishment, infection levels will rapidly decline.

**The Rose Project Limited**  
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**Directors' report**  
**for the year ended 31 December 2008**

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**Thika (€15,000)**

This project is run by the Assumption Sisters and aims to prevent the transmission of HIV through the provision of quality care. The aim of this programme, is to improve the quality of life of those living with the virus and to increase life expectancy. Again, The Rose Project partnered with CAFOD, are providing funds to allow the organisation to provide a new voluntary counseling and HIV testing centre giving access to 2,500 members of the community. This centre will contribute to empowering and educating over 2,000 youths and 5,000 community members so they can make informed choices about their sexual behaviour. Those already infected with the virus will be able to regain quality of life and to live positively through holistic care. The centre will also provide economic and social support to orphaned and vulnerable children.

**Lilongwe Archdiocese Catholic Health Commission home based care programme. (8,000)**

The aim of this programme is to reduce the impact of HIV and AIDS through harnessing the people's potential in Guilime and Kapiri parish communities.

The principal issues being addressed:

Adequate and good quality management services to PLWA and affected individuals and families. Socio cultural changes that will help reduce the spread of HIV

Reduced Gender based violence

Improved effectiveness of prevention programmes

Strengthened organizational capacity in managing HIV and AIDS services, at community level.

The work of the charity is carried on principally by its directors and supported by a committee which does not receive any remuneration for their services

**Results**

The results for the year are set out on page 1.

**Directors**

The directors who served during the year were as follows:

Grace O'Malley

Mary Donoghue

**Safety, Health and Welfare at Work Act 1989**

The well being of the company's employees is safeguarded through the strict adherence to health and safety standards. The Safety, Health and Welfare at Work Act 1989 imposes certain requirements on employers and the company has taken the necessary action to ensure compliance with the Act, including the adoption of a safety statement.

**Accounting records**

The Directors acknowledge their responsibility under Section 202 of the companies Act 1990 to keep proper books and records for the company. To this end, we employ a full-time book-keeper. Our books and records are kept at our registered office.

**The Rose Project Limited**  
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**Directors' report**  
**for the year ended 31 December 2008**

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**Auditors**

The auditors, Dillon Kelly Cregan, have indicated their willingness to continue in office in accordance with the provisions of Section 160(2) of the Companies Act, 1963.

This report was approved by the Board on 23 October 2009 and signed on its behalf by

**Grace O'Malley**  
**Director**

**Mary Donohoe**  
**Director**

**The Rose Project Limited**  
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**Statement of Directors' responsibilities for the members' financial statements**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable Irish law and Generally Accepted Accounting Practice in Ireland including the accounting standards issued by the Accounting Standards Board and published by the Institute of Chartered Accountants in Ireland.

Irish company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the surplus or deficit of the company for that period.

In preparing those 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure the financial statements are prepared in accordance with accounting standards generally accepted in Ireland and with Irish statute comprising the Companies Acts 1963 to 2009.

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.

In so far as the directors are aware:

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the board

**Grace O'Malley**  
**Director**

**Mary Donohoe**  
**Director**

**Date: 23rd October 2009**

**Independent auditors' report to the members of  
The Rose Project Limited  
(A Company Limited by Guarantee and not having a Share Capital)**

We have audited the financial statements of The Rose Project Limited for the year ended 31 December 2008 which comprise the income and expenditure account, the balance sheet, the cash flow statement and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

**Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and Irish Accounting Standards published by the Auditing Practices Board in the UK and Ireland.

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

This report is made solely to the company's members, as a body, in accordance with Section 193 of the Companies Act, 1990. 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 auditors' 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.

We report to you our opinion as to whether the financial statements give a true and fair view in accordance with Generally Accepted Accounting Practice in Ireland and are properly prepared in accordance with the Companies Acts 1963 to 2009. We also report to you whether in our opinion: proper books of account have been kept by the company; and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit and whether the company's balance sheet and its income and expenditure account are in agreement with the books of account.

We also report, to the members if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report.

We report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

**Independent auditors' report to the members of The Rose Project Limited (continued)**  
**(A Company Limited by Guarantee and not having a Share Capital)**

**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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company'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 Generally Accepted Accounting Practice in Ireland, of the state of the company's affairs as at 31 December 2008 and of its loss and cash flows for the year then ended ; and
- have been properly prepared in accordance with the Companies Acts 1963 to 2009.

We have obtained all the information and explanations, which we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In our opinion the information given in the directors' report is consistent with the financial statements.

**Dillon Kelly Cregan**  
**Registered Auditors**

**18 Upper Mount Street**  
**Dublin 2.**

**Date: 23 October 2009**

**The Rose Project Limited**  
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**Income and expenditure account**  
**for the year ended 31 December 2008**

		<b>Continuing operations</b>	
		<b>2008</b>	<b>2007</b>
		<b>€</b>	<b>€</b>
	<b>Notes</b>		
<b>Income</b>	<b>2</b>	1,184,893	1,032,613
Expenditure		(207,665)	(111,425)
<b>Operating profit</b>		<u>977,228</u>	<u>921,188</u>
Other interest receivable and similar income		31,776	17,094
Aid/Relief Granted		(1,699,548)	(593,035)
<b>(Loss)/profit on ordinary activities before taxation</b>		<u>(690,544)</u>	<u>345,247</u>
Tax on (loss)/profit on ordinary activities		-	-
<b>(Loss)/retained profit for the year</b>		<u>(690,544)</u>	<u>345,247</u>
Retained profit brought forward		1,200,263	855,016
<b>Retained profit carried forward</b>		<u><u>509,719</u></u>	<u><u>1,200,263</u></u>

There are no recognised gains or losses other than the profit or loss for the above two financial years.

On behalf of the board

**Grace O'Malley**  
**Director**

**Mary Donohoe**  
**Director**

**The notes on pages 12 to 15 form an integral part of these financial statements.**

**The Rose Project Limited**  
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**Balance sheet**  
**as at 31 December 2008**

	Notes	2008		2007	
		€	€	€	€
<b>Fixed assets</b>					
Tangible assets	4		8,253		12,417
<b>Current assets</b>					
Stocks		82,620		-	
Debtors	5	58,325		35,639	
Cash at bank and in hand		416,354		1,193,689	
		<u>557,299</u>		<u>1,229,328</u>	
<b>Creditors: amounts falling due within one year</b>	6	<u>(55,833)</u>		<u>(41,482)</u>	
<b>Net current assets</b>			<u>501,466</u>		<u>1,187,846</u>
<b>Total assets less current liabilities</b>			509,719		1,200,263
<b>Net assets</b>			<u>509,719</u>		<u>1,200,263</u>
<b>Reserves</b>					
Revenue reserves account			<u>509,719</u>		<u>1,200,263</u>
<b>Members' funds</b>	7		<u>509,719</u>		<u>1,200,263</u>

The financial statements were approved by the Board on 23 October 2009 and signed on its behalf by

**Grace O'Malley**  
**Director**

**Mary Donohoe**  
**Director**

**The notes on pages 12 to 15 form an integral part of these financial statements.**

**The Rose Project Limited**  
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**Cash flow statement**  
**for the year ended 31 December 2008**

	Notes	2008 €	2007 €
<b>Reconciliation of operating profit to net cash inflow from operating activities</b>			
Operating profit		977,228	921,188
Depreciation		7,225	6,199
(Increase) in stocks		(82,620)	-
(Increase) in debtors		(22,686)	(12,348)
Increase in creditors		14,351	30,773
<b>Net cash inflow from operating activities</b>		<u>893,498</u>	<u>945,812</u>
 <b>Cash flow statement</b>			
Net cash inflow from operating activities		893,498	945,812
Aid/Relief Granted	8	(1,667,772)	(575,941)
Capital expenditure	8	(3,061)	(18,616)
<b>Decrease in cash in the year</b>		<u>(777,335)</u>	<u>351,255</u>
 <b>Reconciliation of net cash flow to movement in net debt (Note 9)</b>			
<b>Decrease in cash in the year</b>		(777,335)	351,255
Net cash inflow from issue of shares classed as financial liabilities		-	-
<b>Net funds at 1 January 2008</b>		<u>1,193,689</u>	<u>842,434</u>
<b>Net funds at 31 December 2008</b>		<u>416,354</u>	<u>1,193,689</u>

**The Rose Project Limited**  
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**Notes to the financial statements**  
**for the year ended 31 December 2008**

**1. Statement of accounting policies**

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

**1.1. Basis of preparation**

The audited financial statements have been prepared in accordance with accounting standards generally accepted in Ireland and Irish statute comprising the Companies Acts 1963 to 2009, Accounting Standards generally accepted in Ireland in preparing financial statements giving a true and fair view are those issued by the Accounting Standards Board.

The audited financial statements are prepared under the historical cost convention modified to include the revaluation of certain fixed assets and financial instruments, and in accordance with applicable accounting standards.

**1.2. Income Policy**

Income represents the total invoice value, excluding value added tax, of sales made during the year.

**1.3. Tangible fixed assets and depreciation**

**Depreciation**

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost less residual value, of each asset systematically over its expected useful life, as follows:

Fixtures, fittings and equipment	-	25% straight line
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**1.4. Stock**

Stock is valued at the lower of cost and net realisable value.

**2. Income**

The total income of the company for the year has been derived from its principal activity wholly undertaken in Ireland.

**The Rose Project Limited**  
**(A Company Limited by Guarantee and not having a Share Capital)**

**Notes to the financial statements**  
**for the year ended 31 December 2008**

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**3. Employees**

**Number of employees**

The average monthly numbers of employees  
(including the directors) during the year were:

	<b>2008</b>	<b>2007</b>
Administration	3	3
	<u>3</u>	<u>3</u>

**Employment costs**

	<b>2008</b>	<b>2007</b>
	<b>€</b>	<b>€</b>
Wages and salaries	75,235	52,429
	<u>75,235</u>	<u>52,429</u>

**4. Tangible fixed assets**

	<b>Fixtures, fittings and equipment</b>	<b>Total</b>
	<b>€</b>	<b>€</b>
<b>Cost</b>		
At 1 January 2008	18,616	18,616
Additions	3,061	3,061
	<u>21,677</u>	<u>21,677</u>
At 31 December 2008	21,677	21,677
<b>Depreciation</b>		
At 1 January 2008	6,199	6,199
Charge for the year	7,225	7,225
	<u>13,424</u>	<u>13,424</u>
At 31 December 2008	13,424	13,424
<b>Net book values</b>		
At 31 December 2008	<u>8,253</u>	<u>8,253</u>
At 31 December 2007	<u>12,417</u>	<u>12,417</u>

**The Rose Project Limited**  
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**Notes to the financial statements**  
**for the year ended 31 December 2008**

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<b>5. Debtors</b>	<b>2008</b>	<b>2007</b>
	€	€
Other debtors	16,109	2,817
Prepayments and accrued income	42,216	32,822
	<u>58,325</u>	<u>35,639</u>
	<u><u>58,325</u></u>	<u><u>35,639</u></u>
<b>6. Creditors: amounts falling due within one year</b>	<b>2008</b>	<b>2007</b>
	€	€
<i>Other creditors</i>		
Accruals and deferred income	51,198	34,072
<i>Taxation creditors</i>		
PAYE/PRSI	4,635	7,410
	<u>55,833</u>	<u>41,482</u>
	<u><u>55,833</u></u>	<u><u>41,482</u></u>
<b>7. Reconciliation of movements in members' funds</b>	<b>2008</b>	<b>2007</b>
	€	€
Deficit/(surplus) for the year	(690,544)	345,247
Opening members' funds	1,200,263	855,016
Closing members' funds	<u>509,719</u>	<u>1,200,263</u>
	<u><u>509,719</u></u>	<u><u>1,200,263</u></u>

**The Rose Project Limited**  
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**Notes to the financial statements**  
**for the year ended 31 December 2008**

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**8. Gross cash flows**

	<b>2008</b>	<b>2007</b>	
	€	€	
<b>Returns on investments and servicing of finance</b>			
Interest received	31,776	17,094	
Interest paid	(1,699,548)	(593,035)	
	<u>(1,667,772)</u>	<u>(575,941)</u>	
<b>Capital expenditure</b>			
Payments to acquire tangible assets	<u>(3,061)</u>	<u>(18,616)</u>	
	<b>Opening</b>	<b>Cash</b>	<b>Closing</b>
	<b>balance</b>	<b>flows</b>	<b>balance</b>
	€	€	€
Cash at bank and in hand	1,193,689	(777,335)	416,354
<b>Net funds</b>	<u>1,193,689</u>	<u>(777,335)</u>	<u>416,354</u>

**10. Company Limited by Guarantee**

The company is one limited by guarantee not having a share capital. The liability of each member, in the event of the company being wound up is €1.

**11. Accounting Periods**

The current accounts are for a full year. The comparative accounts are for a full year.

**The Rose Project Limited**  
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**The following pages do not form part of the statutory accounts.**

**The Rose Project Limited**  
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**Detailed Income and Expenditure Account**  
for the year ended 31 December 2008

	2008		2007	
	€	€	€	€
<b>Income</b>				
Donations		613,055		370,561
Friends of the Rose Project		115,000		140,000
Government Funding		200,000		231,868
Fund Raising Events		452,339		537,436
Fund-Raising Costs		(195,501)		(247,252)
		<u>1,184,893</u>		<u>1,032,613</u>
<b>Expenditure</b>				
Wages and salaries	75,235		52,429	
Rent payable	-		4,167	
Rates	27,212		-	
Insurance	1,120		1,000	
Printing, postage and stationery	28,373		11,025	
Advertising	-		14,291	
Telephone	10,495		8,757	
Motor expenses	81		-	
Travelling and subsistence	23,522		11,386	
Legal and professional	21,670		-	
Bank charges	2,428		1,115	
General expenses	10,304		1,056	
Depreciation on FF & Equipment	7,225		6,199	
		<u>207,665</u>		<u>111,425</u>
<b>Operating profit</b>	72%	977,228	77%	921,188
<b>Other income and expenses</b>				
<b>Interest receivable</b>				
Bank deposit interest	31,776		17,094	
		<u>31,776</u>		<u>17,094</u>
<b>Aid</b>				
Relief Granted	1,699,548		593,035	
		<u>(1,699,548)</u>		<u>(593,035)</u>
<b>Net (loss)/profit for the year</b>		<u><u>(690,544)</u></u>		<u><u>345,247</u></u>