

# **The Manchester Concert Hall Limited**

## **Report & Accounts**

**31 March 2011**



A58      \*A00M24G9\*      #314  
20/12/2011  
COMPANIES HOUSE

Company Registration No 2913221, Charity Registration No 1040342

**CURRENT DIRECTORS**

Warren Smith (Chair)  
Sir Howard Bernstein  
Colin Smith  
Cllr Michael Amesbury  
Bill Enevoldson  
Michael O'Connor  
Alex Poots  
David McKeith

**SECRETARY**

Manchester Professional Services Limited  
PO Box 532  
Town Hall  
Manchester M60 2LA

**AUDITORS**

Percy Westhead & Company  
Chartered Accountants and Statutory Auditors  
Greg's Buildings  
1 Booth St  
Manchester  
M2 4AD

**SOLICITORS**

The City Solicitor  
Town Hall  
Manchester  
M60 2LA

**BANKERS**

The Co-operative Bank plc  
P O Box 101  
1 Balloon Street  
Manchester  
M60 4EP

**REGISTERED OFFICE**

Manchester City Council  
P O Box 532  
Town Hall  
Manchester M60 2LA

---

**DIRECTORS' REPORT**

The directors present their report and accounts for the year ended 31 March 2011.

**STRUCTURE, GOVERNANCE AND MANAGEMENT**

The Board currently consists of the Chairman and 7 directors. The Board receives detailed papers on the business to be conducted at each meeting in advance. All directors have access to the advice and services of the Company Secretary. The Company Secretary is responsible for advising the Board on Governance matters and for ensuring compliance with Board procedures.

Directors are appointed for their cultural, artistic and business expertise and receive induction on appointment to the Board that has been tailored to their individual needs.

Because the principal activity of the Board is to oversee the management contract for the Bridgewater Hall, the Chief Executive of SMG Theatres (formerly Hallogen), (the operator of the Hall) attends all Board meetings to present progress reports on the operating contract.

**OBJECTIVES AND ACTIVITIES**

The Manchester Concert Hall Limited is a company limited by guarantee (reg no. 2913221) and does not have any share capital. It is also a registered charity (No. 1040342).

The Objects for which the company is established are to promote, maintain, improve, develop and advance public education by the encouragement of the Arts, including opera, drama singing, mime, dancing, painting and sculpture, cinema, literature and other arts and in particular to provide and operate a Concert Hall in the City of Manchester.

The directors (trustees of the charity) confirm that they have complied with the duty in section 4 of the 2006 Charities Act to have due regard to guidance published by the Charity Commission on public benefit.

The company's responsibility is the provision and operation of the Bridgewater Hall, which is Manchester's Concert Hall.

The Bridgewater Hall is leased from Manchester City Council to the company at a peppercorn rental for a period of 35 years. The company is responsible within the lease for the operation of the Hall on terms acceptable to Manchester City Council and the company. The company itself has no fixed assets.

The company has re-appointed SMG Theatres (formerly Hallogen) as operator to manage the Bridgewater Hall on its behalf.

**ACHIEVEMENTS AND PERFORMANCE AND THE RESULTING PUBLIC BENEFIT DURING THE YEAR TO 31ST MARCH 2011**

The principal activity of the company during the year has been to administer the operating contract for the Bridgewater Hall and to monitor the operator's compliance with the contract. The contract contains provisions relating to the artistic standards and programming for the Hall, as well as general operational standards.

In the period April 2010 to March 2011 the Board has met on 4 occasions and its business was:

- To receive and consider minutes of the Artistic Policy Group set up to co-ordinate the artistic programme of the Hall. Membership of the group comprises the main users of the Hall - the Hallé Orchestra, the BBC Philharmonic, the Manchester Camerata Ensemble Orchestra and the Concert Hall operator SMG Theatres (formerly Hallogen) Limited.
- To receive progress reports on SMG Theatres (formerly Hallogen)'s operation of the Hall, their financial performance, their programming intentions, marketing strategy and future business plans;

The Bridgewater Hall is a prestige music venue and key iconic building in Manchester. Hallogen, the operator of the Hall, aims to deliver a world-class cultural programme to the Bridgewater Hall, comprising of classical and non-classical performances from the field of music, with a market appeal that transcends socio-economic barriers.

Since the Bridgewater Hall opened in 1996 it has established a strong reputation as one of the country's leading concert halls for both classical and popular music, speech based events and small conferences.

Its acoustic is widely acclaimed, which has earned it an enviable national and international reputation. The role of the Board has been instrumental in guiding and supporting the SMG Theatres (formerly Hallogen) team to deliver within the original aspiration for the Hall established by Manchester City Council.

A programme of learning and participation initiative has taken place during this year. Such initiatives have included:-

- Songbook of the Earth – the initiative in partnership with Manchester Camerata featured over 400 children from 14 primary schools on stage at the Hall. They performed their own song-cycle, created in workshops with composer Kate Pearson and Writer-in-Residence at The Bridgewater Hall, Terry Caffrey that picked up the themes of nature, the earth, geography and the environment.
- Literacy and Numeracy Project - The Writer-in-Residence has worked with the Hallé Education Department on their recent Literacy and Numeracy Project which worked with local schools from around Greater Manchester.
- Music on Your Doorstep - Twelve community concerts took place featuring A Little Bite Music artists. The venues were Sale Waterside Arts Centre, The Tree of Life Centre, Wythenshawe and Heathfield Resource Centre in Newton Heath. This was a very successful series, attracting audiences who cannot attend the Hall.
- Percussion Day – enabled young players to work with a professional player to develop ensemble playing, writing for percussion instruments and other topics.

## PLANS FOR FUTURE PERIODS

In the future period the principal plans for the Board are to continue to monitor the progress of the operating contract, in which the SMG are committed to provide education and learning activities

## DIRECTORS AND THEIR INTERESTS

The company is limited by guarantee and the directors were all guarantors at the year-end. Manchester City Council may appoint up to two directors of the Company. The major risks to which the charity is exposed, as identified by the Directors have been reviewed and systems have been established to mitigate these risks

In the event of the winding-up or dissolution of the company, any surplus assets shall be given or transferred to some other charitable institution having charitable Objects similar to the Objects of the company.

## MEMBERS AND DIRECTORS

The members and directors who served during the year were as follows

	Date of Appointment	Date of Resignation
Warren Smith (Chairman from 13 12.07)	09 05.94	
Councillor Michael Amesbury	14.05 08	-
Sir Howard Bernstein	09 05.94	-
Colin Smith	11.09 00	-
Bill Enevoldson	13 12 07	-
Michael O'Connor	13 12.07	-
Alex Poots	13 12.07	-
David McKeith	10 06 09	-

## FINANCIAL REVIEW

The company's accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards in compliance with the provisions of Part 15 of the Companies Act 2006 and Part VI of the Charities Act 1993

The company's balance sheet as at 31 March 2011 shows a balance of £5,854 on the General Fund (2009/10 £1,049). This balance remains sufficient to meet all outgoing items of expenditure and future plans and commitments.

The balance on Designated Fund at 31<sup>st</sup> March 2011 was £Nil (2010 £nil) As the operator makes no further contributions, Manchester City Council has now taken direct responsibility for the replacement of items of capital equipment within the Hall The operator still has a responsibility for the day-to-day maintenance costs of the building

The company received income from the Hallé Concerts Society by way of rent and interest on bank balances. Expenditure represents management and administration costs and costs in monitoring the operator's performance in accordance with the Management Agreement. The company did not engage in any investment activity during the financial year.

## **STATEMENT OF DIRECTORS RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS**

The directors are responsible for preparing the directors' report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts 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 accounts unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the net income or expenditure of the company for that period. In preparing these accounts, 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 accounts 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 to enable them to ensure that the accounts 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

## **SMALL COMPANIES EXEMPTIONS**

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies. The statutory profit and loss account headings set out in the Companies Act have been amended to reflect the charitable nature of the company and that it is not trading for profit.

## **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by section 418 of The Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

**AUDITORS**

Elective resolutions to dispense with holding annual general meetings, the laying of accounts before the Company in a general meeting and the appointment of auditors annually are currently in force. The auditors, Percy Westhead and Company will therefore be deemed to have been re-appointed at the end of the period of 28 days beginning with the day on which copies of their report and accounts are sent to members unless a resolution is passed to the effect that their appointment be brought to an end

By order of the Board

For and on behalf of Manchester Professional Services Limited



Company Secretary

Date: 5th DECEMBER  
2011

---

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF  
THE MANCHESTER CONCERT HALL LIMITED**

We have audited the financial statements of The Manchester Concert Hall Limited for the year ended 31st March 2011 on pages 10 to 14 which comprise the Statement of Financial Activities, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 a Report of the Auditors 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.

**Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 6, 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

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 charitable 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. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31st March 2011 and of its incoming resources and application of resources, including its income and expenditure account, 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

**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



**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where 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 and the Directors' Report in accordance with the small companies regime



Mr Timothy A R Elston (Senior Statutory Auditor)  
for and on behalf of Percy Westhead & Company  
Chartered Accountants  
and Statutory Auditors  
Greg's Buildings  
1 Booth Street  
Manchester  
M2 4AD

Date: 9.12.2011

**STATEMENT OF FINANCIAL ACTIVITIES AND INCOME AND EXPENDITURE ACCOUNT**

For the year ended 31 March 2011

	<i>Notes</i>	<i>Unrestricted General Fund £</i>	<i>Designated fund for repair and maintenance of the Hall £</i>	<i>Total Unrestricted funds 2011 £</i>	<i>Total 2010 £</i>
<b>INCOMING RESOURCES (INCOME)</b>					
<b>Incoming resources from charitable activities:</b>					
Rental income from orchestra		23,000	0	23,000	23,000
Donations from Mcr City Council	2	0	0	0	33,569
		23,000	0	23,000	56,569
<b>Incoming Resources from generated funds:</b>					
<b>Investment income:</b>					
Bank interest receivable		48	0	48	77
Total incoming resources	2	23,048	0	23,048	56,646
<b>RESOURCES EXPENDED (EXPENDITURE)</b>					
<b>Charitable Activities:</b>					
Monitoring the performance of the					
Operator of the Hall		5,482	0	5,482	5,366
		5,482	0	5,482	5,366
<b>Governance Costs</b>	3	12,761	0	12,761	52,514
Total resources expended		18,243	0	18,243	57,880
<b>NET INCOME/(EXPENDITURE)</b>					
<b>FOR THE YEAR</b>	4	4,805	0	4,805	-1,234
Balances brought forward at					
1st April 2010		1,049	0	1,049	2,283
<b>BALANCES CARRIED FORWARD</b>					
<b>AT 31 MARCH 2011</b>		5,854	0	5,854	1,049

There were no recognised gains or losses other than the net income for the year of £4,805  
(2010 net expenditure of £1,234)

**BALANCE SHEET**

At 31 March 2011

	Notes	2011 £	2010 £
<b>CURRENT ASSETS</b>			
Debtors	6	6,785	6,538
Cash at bank and in hand		12,214	7,580
		<u>18,999</u>	<u>14,118</u>
<b>CREDITORS: amounts falling due within one year</b>			
	7	13,145	13,069
<b>TOTAL NET ASSETS</b>		<u>5,854</u>	<u>1,049</u>
<b>UNRESTRICTED FUNDS</b>			
Designated fund	8	0	0
General fund	9	5,854	1,049
		<u>5,854</u>	<u>1,049</u>

The accounts have been prepared in accordance with the special provisions of part 15 of the Companies Act 2006 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective April 2008) and Part VI of the Charities Act 1993

Approved by the Board  
And signed for and on their behalf by



Warren J Smith, Chairman

Date 5th DECEMBER 2011

**NOTES TO THE ACCOUNTS**

For the year ended 31 March 2011

**1 ACCOUNTING POLICIES*****Accounting Convention***

The accounts are prepared under the historical cost convention and in accordance with The financial Reporting Standard for Smaller Entities (effective April 2008), the Statement of Recommended Practice "Accounting and Reporting by Charities" issued in March 2005 and the Companies Act 2006

***Format of Accounts***

The accounts have been prepared in a form required by the Companies Act 2006, although advantage has been taken to adapt the format and headings of the accounts to recognise the special nature of the company's activities and the recommendations of the Statement of Recommended Practice "Accounting and Reporting by Charities"

***Repair and Maintenance of the Bridgewater Hall***

The capital repairing obligations of the Bridgewater Hall remain with Manchester City Council as Freeholder. The company, on behalf of Manchester City Council, previously invoiced the Operator for a contribution towards those costs. The amount of this contribution was specified in the lease agreement with the Operator. However, Manchester City Council agreed that the operator be released from the obligation to make further contributions from January 2004 onwards. The money was held in a designated fund (referred to as a 'sinking fund' in the Directors' report) in the accounts of the Manchester Concert Hall limited until it was drawn down by the City Council to meet repair and maintenance expenditure. The fund has now been exhausted and the ongoing capital repairing obligations of the Hall will be met by the City Council.

***Incoming Resources***

All incoming resources are included in the statement of financial activities on a receivable basis.

***Resources Expended***

Expenditure is recognised on an accruals basis as a liability is incurred and where possible is allocated to charitable activities. All other costs are treated as governance costs.

***Taxation***

The company, being a registered charity, is not liable for income and corporation tax on its net income.

**2 INCOME**

Turnover, which is stated net of value added tax, represents rent from the Hallé Orchestra and donations from Manchester City Council.

**NOTES TO THE ACCOUNTS**

For the year ended 31 March 2011

**3 GOVERNANCE COSTS**

	2011	2010
	£	£
Insurance*	4,366	3,803
Legal & professional fees	6,835	47,242
Auditors' remuneration	1,560	1,469
	<u>12,761</u>	<u>52,514</u>

\*Insurance includes £961 in respect of directors and officers liability insurance

**4 NET INCOME/(EXPENDITURE) FOR THE YEAR**

This is stated after charging/(crediting)

	2011	2010
	£	£
Auditors' remuneration	1,560	1,469
Directors' remuneration	-	-
Rental income from Orchestra	(23,000)	(23,000)

**5 STAFF COSTS AND NUMBERS**

The Manchester Concert Hall Limited does not employ any staff, the company is served by the staff of Manchester City Council for which a management charge is payable.  
No expenses were paid to the trustees during the year

**6 DEBTORS**

	2011	2010
	£	£
Trade debtors	5,460	5,460
Prepaid expenses	1,325	1,078
	<u>6,785</u>	<u>6,538</u>

**7 CREDITORS**

	2011	2010
	£	£
Other creditors and accruals	13,145	13,069
	<u>13,145</u>	<u>13,069</u>

**NOTES TO THE ACCOUNTS**

For the year ended 31 March 2011

**8 UNRESTRICTED FUNDS - DESIGNATED FUND**

This represents monies received for future repairs and maintenance of the Bridgewater Hall. The Manchester Concert Hall Limited holds these monies on behalf of Manchester City Council.

	2011	2010
	£	£
At 1 April	0	0
Donation received from Manchester City Council	0	0
Bank interest receivable	0	0
	<u>0</u>	<u>0</u>
At 31 March	<u>0</u>	<u>0</u>

As explained in note 1 this fund has now been exhausted and the ongoing capital repairing obligation of the Hall will be met by Manchester City Council.

**9 UNRESTRICTED FUNDS - GENERAL FUND**

	2011	2010
	£	£
At 1 April	1,049	2,283
Incoming resources	23,048	56,646
Resources expended	(18,243)	(57,880)
	<u>5,854</u>	<u>1,049</u>
At 31 March	<u>5,854</u>	<u>1,049</u>

**10 MEMBERSHIP**

The Manchester Concert Hall Limited is a company limited by guarantee with a permitted maximum membership of 11.

Every member of the company undertakes to contribute one pound to the assets of the company in the event of the company being wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the company contracted before he or she ceases to be a member.

If upon the winding-up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the surplus shall be given or transferred to some other charitable institution having charitable Objects similar to the Objects of the company.

**11 RELATED PARTY TRANSACTIONS**

At 31 March 2011, an amount of £nil was owing to MCHL by Manchester City Council (2010 £nil).

**DETAILED INCOME AND EXPENDITURE ACCOUNT**

For the year ended 31 March 2011

	<i>2011</i>	<i>2010</i>
	£	£
<b>INCOME</b>		
Rent from Hallé Orchestra	23,000	23,000
Donations from Manchester City Council	0	33,569
Bank Interest Receivable	48	77
	<u>23,048</u>	<u>56,646</u>
<b>EXPENDITURE</b>		
Monitoring the performance of the Operator of the Hall	5,482	5,366
<b>Administration costs</b>		
Insurance	4,366	3,803
Legal and professional fees	6,835	47,242
Auditor's remuneration	1,560	1,469
	<u>18,243</u>	<u>57,880</u>
<b>NET INCOME/(EXPENDITURE) FOR THE YEAR</b>	<u>4,805</u>	<u>-1,234</u>