

**Ludus Baroque**  
(A company limited by guarantee)

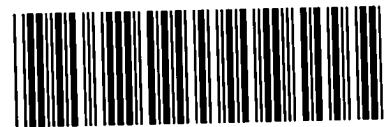
**Directors' report and  
unaudited financial statements**

**for the year ended 31 January 2018**

**Registered number SC166115 (Scotland)**

**Scottish Charity number SC024893**

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## Company information

<b>Scottish Charity number</b>	SC024893
<b>Company number</b>	SC166115 (Scotland)
<b>Directors</b>	Professor John Smyth (Chairman) Hugh Andrew Donald MacDonald Dr Colin Mumford Richard Neville-Towle Susan Nickalls Dr Ruth Slater Peter Smaill
<b>Secretary</b>	Peter Smaill
<b>Registered office and principal address</b>	7 Drummond Place Edinburgh EH3 6PH
<b>Bankers</b>	The Bank of Scotland 6 Picardy Place Edinburgh EH1 3JT
<b>Independent Examiner</b>	Andrew Niblock Henderson Loggie 11-15 Thistle Street Edinburgh EH2 1DF

## **Directors' report**

The directors, who are also trustees for the purposes of charity law, present their report and unaudited financial statements for the year ended 31 January 2018. These have also been prepared to meet the requirements of a directors' report and accounts for Companies Act purposes.

### **Objectives and activities**

The principal activity of the charitable company is the promotion of the study, practice and knowledge of music in Scotland and other musical, literary, artistic, cultural and educational purposes in connection with, but not restricted to, baroque music and for these purposes if appropriate to maintain and manage an orchestra.

### **Achievements and performance**

Details of the charity's achievements and performance are detailed in the Musical Director's report on page 5 to the financial statements.

### **Financial review**

The net expenditure for the year amounted to £2,455 (2017: income £2,399) which has been added to the balance on unrestricted funds brought forward to give a deficit on unrestricted reserves of £3,612 carried forward as at 31 January 2018 (2017: 1,157).

### **Key management personnel**

In the opinion of the Board key management personnel are the Board, as directors and trustees of the charitable company. Details of any payments made as permissible under the memorandum and articles of association of the charitable company are disclosed in note 5 to the financial statements.

### **Reserves policy**

It remains the policy of the Board to aim to maintain a small reserves surplus and to manage the charitable company accordingly. At 31 January 2018, the charitable company had a deficit of 'free' unrestricted reserves, being those reserves not invested in fixed assets, of £3,612 (2017: £1,157).

### **Plans for future periods**

Even after regular funding from Dunard Fund, we are greatly dependent on our ability to raise funds if we are continue to operate successfully and great efforts will be made by the Board to generate the required financial support.

The charitable company intends to continue its annual performances of Bach's "B Minor Mass" and "Christmas Oratorio" for which funding is in place. Other work will be dependent on securing funding to cover the costs of mounting the performances. We plan to continue the Bach Cantata series in Spring 2019 providing amateur singers the opportunity to perform alongside professional musicians. We continue to build on our Amici events for subscribers to Ludus Baroque and plan to hold a number of Drawing Room performances to recruit new subscribers and support for future projects.

## **Directors' report** *(continued)*

### **Structure, governance and management**

Ludus Baroque is a company limited by guarantee and a registered Scottish charity. The company number is SC166115 and charity number is SC024893.

The charitable company is governed by a Memorandum and Articles of Association dated 8 January 2008.

The income and property of the charitable company shall be applied solely towards the promotion of the objects of the charity as set out in the Memorandum of Association and no proportion thereof shall be paid or transferred directly or indirectly by way of a bonus or otherwise by way of profit to the members of the charitable company.

A Board of Directors, who meet as and when required, administer the charitable company. Directors are appointed by the Board. Directors have considered the risks to which the charitable company is exposed and are satisfied with the systems in place to mitigate these risks.

#### **Directors**

Richard Neville-Towle  
Hugh Andrew  
Donald MacDonald (appointed 24 April 2017 & resigned 1 March 2018)  
Dr Colin Mumford  
Susan Nickalls  
Dr Ruth Slater (appointed 14 March 2017)  
Peter Smail  
Professor John Smyth

### **Directors' responsibilities statement**

The directors (who are also trustees of Ludus Baroque for the purposes of charity law) are responsible for preparing the directors' report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Charity 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 charitable company and the incoming resources and application of resources, including the income or expenditure, of the charitable company for that period. In preparing those financial statements, the directors are required to:

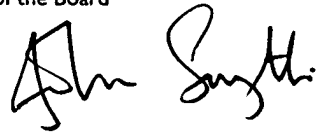
- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP 2015 (FRS 102);
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material 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 charitable company will continue in operation.

The directors are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended). They are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Directors' report** *(continued)*

This report has been prepared in accordance with the Statement of Recommended Practice – Accounting and Reporting by Charities applicable to charities preparing their accounts in accordance with FRS 102 and in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small entities.

On behalf of the Board



**Professor John Smyth**  
Director

Oct 27<sup>th</sup> 2018 2018

## Musical Director's report

This was our twenty second year and we decided to make this a year of consolidation. With three Handel CD's recorded, reviewed and selling well we felt it time to build on our achievement; we had established a good board of directors and an efficient management team and our line-up of players was working well.

With our two 'gala' performances of the great Bach masterpieces the B Minor Mass and the Christmas Oratorio now established as cornerstones on the Scottish musical calendar, we now had an opportunity to present them in a fresh and engaging way; our flexibility of approach allowed us the full range of performing options from a pared-down version with just single singing voices sharing out the solos and duets and joining together for the choruses to a fully staged choral setting.

The young singers who we had nurtured in the early years had now established impressive careers as soloists in international opera and oratorio, and these same singers were more than happy to come back to sing with Ludus both as soloists and to take part in the chorus. We had established a good core of the next generation of young professional chorus singers and wanted to give them an opportunity to prepare and perform as soloists with Ludus. And we were excited about giving students the experience of rehearsing and singing in these great works so advertised regular auditions to keep our membership fresh and agile.

In terms of outreach, we embarked on a 4-month Bach Cantata project, presenting the Cantata that Bach had composed for that particular Sunday but in the form of a workshop in which a young professional quartet of single voices rehearsed and performed the solos and duets and then provided a singing masterclass for the participants. This proved immensely successful; where else in Scotland can a group of amateur singing enthusiasts share an in-depth practical rehearsal with specialist instrumentalists? We chose the beautiful Georgian Kirk of St Andrews & St Georges for this first series.

For our annual B minor Mass in Edinburgh's Canongate Kirk we were thrilled to work with a young team of opera singers assembled for us by Sam Evans. These had all been Oxbridge choral scholars and were adept at the skills of choral singing. Now established as experienced soloists it was fascinating to see how they managed the interplay between solo roles and choral counterpoint; there is something very satisfying about the way such versatility can draw the audience (and players) to a deeper involvement and intensity.

The Herald wrote "Ludus Baroque's annual B minor Mass has reached a point where it belongs neither to the Fringe nor to the official Edinburgh Festival but simply to the realm of reliably good performances of great music in atmospheric surroundings. The performance on this occasion grew steadily out of the long opening chorus, creating an increasingly luminous tapestry. By the end of the evening the sound elatingly filled the church. What happened in between was a baroque adventure in which the words, shot through with invigorating cellos, tender woodwind, or merely the matching of bassoon tone to the voice of the solo baritone, were delivered with sustained narrative grip."

Our interpretation of the Christmas Oratorio continued to explore the polychoral aspects of these 6 cantatas. We have now identified 14 different characters with individual voices that Bach writes for and attempt to bring the dialogue alive for our audience by separating the choruses of saints angels and mortals to different parts of the stage. Thus, we can experience the dialogue between the angels and mortals as well as the uplifting moments when the tutti of all singers join together. Working with Rory McCleery, a former chorus member of Ludus, and his excellent Marian Consort, we decided to change venue to the larger Greyfriars Kirk, and experiment with a new 'in the round' staging. Based round the central pulpit where we placed the evangelist, we were able to involve every audience member in an intimate way, each seat being just a stones-throw from the singers and players.

Once again, we are fortunate in having received the most generous support of Dunard Fund for our year's major projects. We would also like to thank the Plum Trust, the Robert Leith Trust and a most generous handful of individual sponsors for their kind help with specific projects over the season.

Richard Neville-Towle  
Music Director



27 OCTOBER 2018

## Independent Examiner's report to the directors of Ludus Baroque

I report on the financial statements of the charitable company for the year ended 31 January 2018 which are set out on pages 7 to 13.

### Respective responsibilities of directors and examiner

The charitable company's directors (who are also trustees of the charitable company for the purposes of charity law) are responsible for the preparation of the financial statements in accordance with the terms of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended). The charitable company's directors consider that the audit requirement of Regulations 10 (1)(a) to (c) of the Accounts Regulations does not apply. It is my responsibility to examine the financial statements as required under section 44(1)(c) of the Act and to state whether particular matters have come to my attention.

### Basis of Independent Examiner's statement

My examination is carried out in accordance with Regulation 11 of the 2006 Accounts Regulations. An examination includes a review of the accounting records kept by the charitable company and a comparison of the financial statements presented with those records. It also includes consideration of any unusual items or disclosures in the financial statements and seeks explanations from the directors concerning any such matters. The procedures undertaken do not provide all the evidence that would be required in an audit, and consequently I do not express an audit opinion on the view given by the financial statements.

### Independent Examiner's statement

In the course of my examination, no matter has come to my attention:

1. which gives me reasonable cause to believe that in any material respect the requirements:
  - to keep accounting records in accordance with Section 44(1)(a) of the 2005 Act and Regulation 4 of the 2006 Accounts Regulations; and
  - to prepare financial statements which accord with the accounting record and comply with Regulation 8 of the 2006 Accounts Regulations;have not been met; or
2. to which, in my opinion, attention should be drawn in order to enable a proper understanding of the financial statements to be reached.



**Andrew Niblock**  
Henderson Loggie, Independent Examiner  
11-15 Thistle Street, EH2 1DF

27 OCTOBER 2018



**Statement of financial activities (incorporating income and expenditure account)**  
for the year ended 31 January 2018

	Notes	Unrestricted 2018 £	Unrestricted 2018 £	Unrestricted 2017 £	Unrestricted 2017 £
<b>Income from:</b>					
Grants and donations	3	52,230		55,457	
Charitable activities	4	9,817		12,234	
<b>Total income</b>			<b>62,047</b>		<b>67,691</b>
<b>Expenditure on:</b>					
Charitable activities	5	(64,502)		(65,292)	
<b>Total expenditure</b>			<b>(64,502)</b>		<b>(65,292)</b>
<b>Net income/(expenditure) and net movement in funds for the year</b>	2		<b>(2,455)</b>		<b>2,399</b>
Fund balance brought forward	10		<b>(1,157)</b>		<b>(3,556)</b>
<b>Fund balance carried forward</b>	10		<b>(3,612)</b>		<b>(1,157)</b>

The statement of financial activities includes all gains and losses recognised in the year.

All income and expenditure derive from continuing operations.

**Balance sheet**  
**at 31 January 2018**

	Notes	2018 £	2018 £	2017 £	2017 £
<b>Fixed assets</b>					
Tangible fixed assets	7		-		-
<b>Current assets</b>					
Stock of CDs		100		100	
Cash at bank		4,888		18,337	
		<u>4,988</u>		<u>18,437</u>	
<b>Current liabilities</b>					
Amounts falling due within one year	8	(8,600)		(19,594)	
<b>Net current liabilities</b>			<u>(3,612)</u>		<u>(1,157)</u>
<b>Net liabilities</b>			<u>(3,612)</u>		<u>(1,157)</u>
<b>Represented by:</b>					
General unrestricted funds	10		<u>(3,612)</u>		<u>(1,157)</u>

For the year ended 31 January 2018 the company was entitled to exemption from the requirement to have an audit under the provisions of section 477 of the Companies Act 2006.

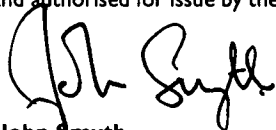
No notice has been deposited with the company under section 476 of that Act requiring an audit to be carried out.

The directors acknowledge their responsibility for:

- ensuring that the company keeps accounting records in accordance with Sections 386 and 387 of the Companies Act 2006; and
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its income and expenditure for that financial year in accordance with the requirements of Sections 394 and 395 of the Companies Act 2006 and which otherwise comply with the accounting requirements of the Act relating to accounts so far as they are applicable to the company.

The financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 to small entities.

Approved and authorised for issue by the Board of Directors on 27<sup>th</sup> Oct 2018 and signed on their behalf by:



**Professor John Smyth**  
Director

**Company registration number SC166115**

## **Notes** (forming part of the financial statements)

### **1 Accounting policies**

The principal accounting policies adopted, judgements and key sources of estimation uncertainty in the preparation of the financial statements are as follows:

#### ***Basis of accounting***

The financial statements have been prepared under the historical cost convention with items recognised at cost or transaction value unless otherwise stated in the relevant notes to the accounts. The financial statements have been prepared in accordance with the Companies Act 2006, Charities and Trustee Investment (Scotland) Act 2006 and the Charities Accounts (Scotland) Regulations 2006 (as amended) Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and the Republic of Ireland (FRS 102) (effective 1 January 2015) – Charities SORP (FRS 102) and FRS 102 1A.

Ludus Baroque meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note(s).

#### ***Going concern***

The financial statements have been prepared on a going concern basis on the grounds that the directors consider that the current and future sources of funding or support from the date of approval of these financial statements are expected to be more than adequate for the charitable company's needs. The charity has also received the support of Richard Neville-Towle who will not seek repayment of sums due to him until the charity is in a stronger financial position. If the charitable company was unable to continue in operational existence for the foreseeable future, adjustments would have to be made to reduce balance sheet values of assets to their recoverable amounts and to provide for such further liabilities as might arise.

#### ***Income***

All income is included in the Statement of Financial Activities when the charitable company has entitlement to the funds, any performance conditions attached have been met, it is probable that the income will be received and the amount can be measured reliably. The following specifics are applied to particular categories of income:

Donations and grants for core funding are included in the period in which they are receivable which is when the charitable company becomes entitled to the resource.

Income from charitable activities relates to the delivery of concerts to the charity's beneficiaries and is recognised when the charitable company has delivered the concerts and is therefore entitled to the income.

#### ***Expenditure***

Expenditure is recognised once there is a legal or constructive obligation to make a payment to a third party, it is probable that settlement will be required and the amount of the obligation can be measured reliably. Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. The charitable company is not registered for VAT and accordingly expenditure is stated gross of irrecoverable VAT suffered.

**Notes** *(continued)*  
**(forming part of the financial statements)**

**1 Accounting policies** *(continued)*

**Expenditure** *(continued)*

Charitable expenditure comprises those costs incurred by the charity in the delivery of its activities. It includes both costs that can be allocated directly to such activities and those costs of an indirect nature necessary to support them. Support costs are allocated between governance costs and other support costs.

Governance costs comprise those costs involving the public accountability of the charity and its compliance with regulations and good practice. They therefore include the cost of independent examination and professional advice for trustees. Other support costs relate to the administrative costs of running the charity and are allocated to charitable activities accordingly.

**Fixed assets and depreciation**

Fixed assets are stated at cost less accumulated depreciation. The cost of minor additions or those costing below £100 are not capitalised. Depreciation is provided on all fixed assets at rates calculated to write off the cost or valuation, less estimated residual value, of each asset over its expected useful life as follows:

Musical instruments	- over four years
Office equipment	- over three years

**Stock**

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

**Debtors**

Debtors are recognised at the settlement amount due.

**Cash at bank**

Cash at bank includes cash and short term highly liquid investments.

**Creditors and provisions**

Creditors and provisions are recognised where the charitable company has a represent obligation resulting from a past event that will probably result in the transfer of funds to a third party and the amount due to settle the obligation can be measured or estimated reliably. Creditors and provisions are normally recognised at their settlement amount after allowing for any trade discounts due.

**Financial instruments**

The charitable company has only financial assets and financial liabilities of a kind that qualify as basic financial instruments. Basic financial instruments are initially recognised as transaction value and subsequently measured at their settlement value.

**Funds**

Unrestricted funds are available for use at the discretion of the directors in furtherance of the general objectives of the charitable company.

**Notes** (continued)  
(forming part of the financial statements)

**2 Net income/(expenditure) is stated after charging:**

	2018	2017
	£	£
Independent Examiner's fee	1,572	2,220
Depreciation	-	40

**3 Grants and donations**

	Unrestricted	Unrestricted
	2018	2017
	£	£
Dunard Fund	43,000	43,000
The Plum Trust	7,500	7,500
Binks Trust	-	2,100
Robert Leith Trust	1,000	-
Other donations	730	2,857
	<u>52,230</u>	<u>55,457</u>

In addition to the above, thanks are due to the volunteers who continue to contribute their time throughout the year.

**4 Charitable income**

	Unrestricted	Unrestricted
	2018	2017
	£	£
Concert fees	9,817	12,234

**5 Charitable expenditure**

	Unrestricted	Unrestricted
	2018	2017
	£	£
<b>Direct costs</b>		
Musicians fees	42,953	38,862
Instrument hire	1,746	1,334
Other performance costs	7,118	10,821
	<u>51,817</u>	<u>51,017</u>
<b>Support costs</b>		
Advertising and publicity	4,333	3,531
Administrative support	6,765	8,469
Depreciation	-	40
Governance	1,587	2,235
	<u>12,685</u>	<u>14,275</u>
<b>Total costs</b>	<u>64,502</u>	<u>65,292</u>

**Notes** (continued)  
(forming part of the financial statements)

**5 Charitable expenditure** (continued)

	Unrestricted 2018 £	Unrestricted 2017 £
<b>Governance costs comprise:</b>		
Independent examiner's fees	1,572	2,220
Companies House filing fees	15	15
	<u>1,587</u>	<u>2,235</u>

**6 Directors' remuneration**

None of the directors received any reimbursed expenses in connection with their duties during the year (2017: None).

Richard Neville-Towle, a director of the charitable company, was awarded a fee of £Nil (2017: £5,000) under the terms of the Memorandum and Articles of Association of the charitable company in respect of his services as Musical Director for concerts.

**7 Tangible fixed assets**

	Office equipment £	Musical instruments £	Total £
<b>Cost</b>			
At 1 February 2017 & 31 January 2018	858	13,624	14,482
	<u>858</u>	<u>13,624</u>	<u>14,482</u>
<b>Depreciation</b>			
At 1 February 2017 & 31 January 2018	858	13,624	14,482
	<u>858</u>	<u>13,624</u>	<u>14,482</u>
<b>Net book value</b>			
At 1 February 2017 & 31 January 2018	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>

**8 Creditors: amounts falling due within one year**

	2018 £	2017 £
Accruals	3,600	6,444
Directors' current accounts	5,000	13,150
	<u>8,600</u>	<u>19,594</u>

The directors' current accounts balance at 31 January is the sum due to Richard Neville-Towle which is held unsecured, interest free with no fixed repayment terms.

**Notes** (continued)  
(forming part of the financial statements)

**9 Financial instruments**

	2018 £	2017 £
<b>Carrying amount of financial liabilities</b>		
Measured at amortised cost	<b>8,600</b>	<b>19,594</b>

Liabilities measured at amortised cost comprises accruals and other creditors.

**10 Movement in funds**

	Balance at 1 February 2017	Income £	Expenditure £	Balance at 31 January 2018 £
<b>2017/2018</b>				
Unrestricted funds	(1,157)	62,047	(64,502)	(3,612)
<b>2016/2017</b>				
Unrestricted funds	(3,556)	67,691	(65,292)	(1,157)

**11 Legal status and control**

The charity is a company limited by guarantee and has no share capital. The liability of the members in the event of a winding up is limited to £1. In the opinion of the directors, there is no controlling party.