

Trustees' Report and Unaudited Financial Statements

For the year ended 31 May 2019

Charity Number: SC042329 Company Registration Number: SC399758

SCT 27/02/2020 **COMPANIES HOUSE**

COMPANIES HOUSE EDINBURGH

27 FEB 2020

FRONT DESK

Report of the Trustees and Financial Statements For the year ended 31 May 2019

Contents		Pages
Report of the Trustees		1 - 3
Independent Examiner's Report to the Trustees		4
Statement of Financial Activities		5
Balance Sheet		6
Notes to the Financial Statements		7 - 15

Report of the Trustees and Financial Statements For the year ended 31 May 2019

Reference and administrative details

Trustees (Directors for company law purposes)

J M Gibson

A P S Johnstone (resigned on 28 November 2019)

Dr N J Martin

DIC Parker

M H Klimek

M Charron (appointed 28 November 2019)

P D Kennerley (appointed 14 November 2019)

Registered office

Craigengillan Dalmellington Ayr

KA6 7PZ

Bankers

The Royal Bank of Scotland plc Dalmellington Branch 27 Main Street Dalmellington KA6 7QJ

Independent examiner

Scott-Moncrieff Exchange Place 3 Semple Street Edinburgh EH3 8BL

Company Registration No: SC399758

Charity No: SC042329

Clydesdale Bank plc 43 Alloway Street Ayr KA7 1SP

Report of the Trustees For the year ended 31 May 2019

The Trustees have pleasure in presenting their report for the year ended 31 May 2019. This report is prepared in accordance with the Charites and Trustee Investment (Scotland) Act 2005, the Charities Accounts (Scotland) Regulations 2006 (as amended), the Companies Act 2006, and Accounting and Reporting for Charities: the Statement of Recommended Practice applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102).

Objectives and Activities

The company's charitable purposes as defined by the Memorandum and Articles of Association are:

- the advancement of science, education, the arts and environmental protection by the construction of an observatory to complement the Galloway Forest Dark Sky Park and;
- the promotion of social, economic and environmental regeneration of Dalmellington and the Upper Doon Valley in East Ayrshire.

Achievements and Performance

The period 1 January to 31 May saw an increase of approximately 10% on visitor numbers compared to the same period in the previous financial year. With these enhanced visitor numbers came associated increased visitor income.

Thanks to increased visitor income, the Resident Astronomer has invested in a large screen television, a projector and sound bar which allows the development of the Exhibition Room as a second classroom, if required.

Visitor reaction to our on-site planetarium continues to be extremely positive. We have attracted a number of educational daytime visits by groups of local school children who have enjoyed the immersive presentations along with a telescope tour and some solarscope activity. The Trustees believe the planetarium will continue to add strength of the development of the facility.

Once again we have attracted a large number of private/group bookings throughout the course of the year.

Our portable planetarium continues to be used to great educational effect and is particularly popular for hire by school and youth group outreach visits. All planetarium hire sessions continue to be hosted by our Resident Astronomer.

The Trustees, Manager and Astronomer are pleased to have again been awarded '5 Star' Tripadvisor status and a 'Certificate of Excellence' and delighted to also have maintained VisitScotland's '4 Star' Quality Assurance rating during 2018/19.

Financial Review

The financial statements have been prepared in accordance with current statutory requirements and the company's Memorandum and Articles of Association.

The charity generated income of £75k during the year, mainly from entrance fees to the observatory and planetarium. With expenditure of £79k, the charity had net movement in funds for the year are £(4,057) (2018: £(15,158)) as stated in the Statement of Financial Activities. The Trustees confirm that the assets are available and adequate to fulfil the obligations of the charitable company.

Report of the Trustees For the year ended 31 May 2019

Future Plans

In August 2019 the Trustees were delighted to be able to repay, in full (including accrued interest), the loan received from East Ayrshire Council.

The period 1 June 2018 to present has been extremely positive. Visitor numbers have increased by approximately 5% in comparison to the same period the year prior. This has maintained and increased the growth achieved in the previous year.

The potential for private hire of the Observatory continues to be explored and developed – the Observatory recently hosted its second wedding ceremony (in January 2020).

Resident Astronomer, David Warrington, now entering his seventh year of service with the Observatory, continues to be an extremely strong asset. He continues to provide educational outreach visits to local clubs and interest groups, promoting the Observatory within the local and wider area.

The Trustees continue to be confident that, under the steady direction of the Manager, Fi McClelland, the Observatory will again develop and grow steadily during the forthcoming year. The Manager maintains tight control on all expenditure for all necessary utilities and service contracts.

The Trustees believe the Observatory has maintained a stable operating platform during this last year and are confident that further development of the business will be achieved in the coming twelve months.

The planetarium is expected to continue to be a valuable asset, particularly on nights when the sky is overcast and stargazing is not possible. The exhibition/hands-on interpretation space which was introduced last year continues to be developed and expanded by the Resident Astronomer and has now become a well-regarded feature of the facility.

The Observatory Manager and Resident Astronomer continue to identify and source new ranges of retail merchandise (all of which are relevant to the business) which are offered for sale to the visiting public at a range of prices to suit all pockets. The Resident Astronomer has developed a range of books, which are particularly popular and sell well. The retail outlet continues to show good potential as a source of useful additional revenue, which will help us achieve our ongoing aim of financial self-sufficiency and sustainability.

Reserves Policy

The Trustees' principal objective with regard to reserves is to ensure that the company has adequate working capital to meet cashflow requirements and to enable the company to meet all legal obligations for three months. The Trustees consider that the level of free reserves at 31 May 2019 of £51,578 (2018: £33,606) is adequate for these purposes.

Risk Management

The Trustees have conducted a review of the major risks to which the company is exposed and systems have been established to mitigate these risks.

Taxation

The charity is recognised as such by H M Revenue & Customs for taxation purposes. As a result, there is no liability to taxation on any of its charitable income.

Structure, Governance and Management

The company, which is limited by guarantee and has charitable status, was incorporated on 18 May 2011. Management of the company has been delegated to the Trustees, each of whom were appointed in accordance with the Memorandum and Articles of Association.

Trustees are appointed by ordinary resolution of the members or by resolution of the Trustees. Trustees are not required to serve fixed terms or to retire by rotation.

Report of the Trustees For the year ended 31 May 2019

Statement of Trustees' Responsibilities

The Trustees (who are also directors of The Dark Sky Observatory for the purposes of company law) are responsible for preparing the Trustees' annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Company law requires the Trustees to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the charitable company and of the incoming resources and application of resources, including the income and expenditure, of the charitable company for that period. In preparing these financial statements, the Trustees are required to:

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP;
- make judgments 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 business.

The Trustees are responsible for keeping proper 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.

The above report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Approved by the Trustees on 24 February 2020 and signed on their behalf by:

M H Klimek

N WineL

Chairman

M Charron

Trustee

Independent Examiner's Report to the Trustees of The Dark Sky Observatory For the year ended 31 May 2019

I report on the financial statements of The Dark Sky Observatory for the year ended 31 May 2019, which comprise the Statement of Financial Activities, Balance Sheet and the related notes.

This report is made solely to the charity's trustees, as a body, in accordance with section 44(1) (c) of the Charities and Trustee Investment (Scotland) Act 2005. My examination has been undertaken so that I might state to the charity's trustees those matters I am required to state to them in an independent examiner's report and for no other purpose. To the fullest extent permitted by law, I do not accept or assume responsibility to anyone other than the charity and the charity's trustees as a body, for my examination, for this report, or for the opinions I have formed.

Respective responsibilities of trustees and examiner

The charity's Trustees (who are also the directors of the company for the purposes of company law) are responsible for the preparation of the accounts in accordance with the terms of the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended) (the Regulations). The charity trustees consider that the audit requirement of Regulation 10(1) (a) to (c) of the Regulations does not apply. It is my responsibility to examine the accounts 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 Charities Accounts (Scotland) Regulations 2006 (as amended). An examination includes a review of the accounting records kept by the charity and a comparison of the accounts presented with those records. It also includes consideration of any unusual items or disclosures in the accounts, and seeks explanations from the trustees 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 accounts.

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 accounts which accord with the accounting records and comply with Regulation 8 of the 2006 Accounts Regulations

have not been met, or

to which, in my opinion, attention should be drawn in order to enable a proper understanding of the accounts to be reached.

Jaslin Bhagrath, CA Exchange Place 3 Semple Street Edinburgh EH3 8BL

Japan Bhagrath

Statement of Financial Activities (including Income and Expenditure account)

For the year ended 31 May 2019

		Unrestricted Funds	2019 Total	2018 Total
	Notes	£	3	£
Income from:				
Donations and legacies	2	2,931	2,931	3,226
Charitable activities	3	72,462	72,462	58,530
Investments		32	32	22
Total income		75,425	75,425	61,778
Expenditure on:				
Charitable activities	4	79,482	79,482	76,936
Total expenditure		79,482	79,482	76,936
Net (expenditure) and movement in funds		(4,057)	(4,057)	(15,158)
Reconciliation of funds:				
Total funds brought forward		663,385	663,385	678,543
Total funds carried forward	12	659,328	659,328	663,385

All results relate to continuing activities.

There were no recognised gains and losses other than as shown above.

Balance Sheet

As at 31 May 2019

	Notes	201	9	2018	
	· ·	£	£	£	£
Fixed assets					
Tangible fixed assets	8		658,522		680,552
Current assets					
Stock		2,006		1,774	
Debtors	9	1,215		1,108	
Cash at bank and in hand		87,407		65,939	
		90,628		68,821	
Creditors: amounts falling due					
within one year	10	89,822		(85,988)	
Net current liabilities			806		(17,167)
Nét sont	10		CEO 200		662 205
Net assets	13		659,328 		663,385
Funds					
Unrestricted funds	12		51,578		33,606
Designated funds	12		607,750		629,779
Total charity funds			659,328		663,385

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of the Financial Reporting Standard 102, as issued by the Financial Reporting Council (effective 1 January 2015) and the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland."

The company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the financial year ended 31 May 2019. The members have not required the company to obtain an audit of its financial statements for the year ended 31 May 2019 in accordance with Section 476 of the Companies Act 2006

The Trustees acknowledge their responsibility for ensuring that the company keeps accounting records which comply with the requirements 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 period and of its results for the financial period in accordance with the requirements of Section 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements were authorised for issue on 24 February 2020 and signed on their behalf by:

. ///////// Chairma

M Charron

Company Registration Number SC399758

Notes to the Financial Statements For the year ended 31 May 2019

1. Accounting policies

General information

These financial statements are presented in pounds sterling (GBP) as that is the currency in which the charitable company's transactions are denominated. These financial statements are of The Dark Sky Observatory only and cover the year to 31 May 2019.

The principal activity of the charity is the operation of a publically accessible educational observatory and planetarium.

The Dark Sky Observatory is an incorporated charity limited by guarantee in the United Kingdom and is registered in Scotland. It is recognised as a charity for tax purposes by HMRC and is registered with the Office of the Scottish Charity Regulator (OSCR) under charity number SC042329. Details of the registered office can be found on the reference and administrative details page of these financial statements.

Basis of accounting

The financial statements are prepared in accordance with United Kingdom Accounting Standards, including the Financial Reporting Standard 102, 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' (FRS 102), the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102)", the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended).

The principal accounting policies applied in the preparation of these financial statements are noted below. These policies have been applied consistently to all the years presented, in dealing with items which are considered material in relation to the charity's financial statements unless otherwise stated.

The Dark Sky Observatory meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transition value unless otherwise stated in the relevant accounting policy.

The preparation of financial statements requires the use of certain critical accounting estimates. It also requires directors to exercise their judgement in the process of applying the accounting policies. Use of available information and application of judgement are inherent in the formation of estimates. Actual outcomes in the future could differ from such estimates.

Going concern

The trustees have considered a period of at least 12 months from the date of signing the financial statements. The trustees believe that the company will continue to meet its obligations as they fall due for the foreseeable future and on this basis, believe that it is appropriate to adopt the going concern basis of accounting in preparing the financial statements.

Report of the Trustees For the year ended 31 May 2019

1. Accounting policies (continued)

Income

Income is included in the Statement of Financial Activities when the charity is entitled to the income and the amount can be quantified with reasonable accuracy. The following specific policies are applied to particular categories of income:

Donations and legacies

Donations, grants and gifts are included in full in the Statement of Financial Activities when receivable. Grants, where entitlement is not conditional on the delivery of a specific performance by the charity, are recognised when the charity becomes unconditionally entitled to the grant. Grant income, where related to performance and specific deliverables, is accounted for as the charity earns the right to consideration by its performance.

Income from charitable activities

Income raised from contractual payments from government or public authorities and other parties which fund the provision of particular goods or services. Also income raised from performance-related grants where income is conditional on delivering certain levels or volumes of a service or supply of goods.

Expenditure

Expenditure is recognised when a legal or constructive obligation arises.

Expenditure incurred, which relates directly to any one cost category, is allocated directly to that category. Expenditure common to more than one cost category is apportioned on a reasonable and consistent basis to the categories involved, in accordance with the Financial Reporting standard 102, as issued by the Financial Reporting Council (effective 1 January 2015) and the Statement of Recommended Practice (SORP) "Accounting and Reporting by Charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102)".

Charitable activities

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

Governance and support costs

Governance costs include those costs associated with meeting the constitutional and statutory requirements of the charity and include the independent reporting accountants' fees, and costs linked to the strategic management of the charity.

Tangible fixed assets and depreciation

All fixed assets are included at cost. Depreciation of fixed assets is calculated to write off their cost or valuation less any residual value over their estimated useful lives as follows:

Land and buildings	2%	straight line
Plant and machinery	20%	reducing balance
Fixtures and fittings	20%	reducing balance
Computer equipment	33%	straight line

Report of the Trustees For the year ended 31 May 2019

1. Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

Debtors

Trade and other debtors are recognised at the settlement amount due after any trade discount offered. Prepayments are valued at the amount prepaid after taking account of any trade discounts due.

Cash at bank and in hand

Cash at bank and in hand includes cash and short-term highly liquid investments with a short-term maturity of three months or less from the date of acquisition or opening of the deposit or similar accounts.

Creditors

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

Financial instruments

The company only has financial assets and financial liabilities of a kind that qualify as basic financial instruments. With the exception of concessionary loans, discussed overleaf, basic financial instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Concessionary loans

Concessionary loans consist of those loans which are granted to the charitable company to further its purposes with any interest charged at below the prevailing market rates. Concessionary loans are initially measured at the amount received. The carrying amount is adjusted for any repayments, and any accrued interest is included within accruals.

Funds

Restricted funds

Restricted funds are funds subject to specific conditions imposed on them by the funder. They may only be expended on items specified within the terms of the agreement on the basis they were awarded.

Where restricted funds fall into deficit, an amount needed to break even is transferred from the unrestricted funds.

Report of the Trustees For the year ended 31 May 2019

1. Accounting policies (continued)

Unrestricted and designated funds

Unrestricted funds are expendable at the discretion of the trustees in the furtherance of the charity's objectives.

The trustees may designate funds for specific purposes to ensure that funds are available to meet future commitments.

Value added tax and corporation tax

The company is registered for VAT and income and expenditure is shown net of VAT as appropriate.

The company has charitable status in terms of the Corporation Tax Act 2010 and is exempt from corporation tax on its activities.

2.	Donations ~~	Unrestricted Funds	2019	2018
		3	3	£
	General donations	2,931	2,931	3,226
		2,931	2,931	3,226
	All income in 2018 and 2019 is unrestricted			
3.	Income from charitable activities	Unrestricted Funds £	2019 £	2018 £
	Entrance fees, planetarium hire and souvenirs	72,462	72,462	58,530
		72,462	72,462	58,530

All income in 2018 and 2019 is unrestricted.

Notes to the Financial Statements For the year ended 31 May 2019

4.	Expenditure	Unrestricted Funds £	2019 £	2018 £
	Cost of sales – merchandise and commissions	6,628	6,628	4,917
	Wages and salaries	31,131	31,131	27,282
	General administration costs	2,489	2,489	969
	Heating costs	311	311	1,146
	Telephone	710	710	<i>763</i>
	Equipment and repairs	2,346	2,346	4,917
	Bank charges	2,215	2,215	1,976
	Insurance	3,727	3,727	3,459
	Travel costs	594	594	662
	Depreciation and loss on disposal	22,029	22,029	23,829
	Security costs	1,929	1,929	1,307
	Professional fees	373	373	709
	Loan interest	2,500	2,500	2,500
	Independent examiner's fee (governance)	2,500	2,500	2,500
		79,482	79,482	76,936
	All expenditure in 2019and 2018 is unrestricted			
5.	Staff numbers and costs		2019 £	2018 £
	Gross wages and salaries		30,792	27,102
	Employer's Pension		339	180
	•	=	31,131	27,282
			No	No
	The average number of employees during the ye	ar was as follows:		2 2

No employee received remuneration in excess of £60,000.

6. Trustees

No trustees received any remuneration during the year (2018: nil) nor were reimbursed with any expenditure that they had paid on behalf of the company (2018: £nil).

7. Taxation

There is no charge to taxation as the company is regarded as being established for charitable purposes in terms of the Corporation Tax Act 2010 and so is exempt from corporation tax

Notes to the Financial Statements For the year ended 31 May 2019

8.	Tangible fixed assets	Land & buildings £	Plant & machinery £	Fixtures & fittings £	Computer equipment £	Total £
	Cost					
	As at 1 June 2018 Additions	708,827 -	125,919 -	14,545 -	4,014	853,305 -
	Disposals	(9)	(73)	(458)	(349)	(889)
	As at 31 May 2019	708,818	125,846	14,087	3,665	852,416
	Depreciation					
	As at 1 June 2018	66,872	92,785	9,082	4,014	172,753
	Charge for the year	14,180	6,623	1,066	-	21,869
	Depreciation on disposals	(1)	(54)	(324)	(349)	(728)
	As at 31 May 2019	81,051	99,354	9,824	3,665	193,894
	Net book value					
	As at 31 May 2019	627,767	26,492	4,263		658,522
	As at 31 May 2018	641,955	33,134	5,463	-	680,552
9.	Debtors				2019 £	2018 £
	Totale debters				000	540
	Trade debtors				283	540 568
	Prepayments and accrued income				932	
					1,215 ———	1,108
10.	Creditors				2019	2018
	•				£	£
	Trade creditors				616	1,311°
	Loan - Craigengillan Estate				16,121	16,121
	Loan - East Ayrshire Council				50,000	50,000
	Other taxation and social security				2,405	1,235
	Accruals				20,583	17,264
	Pension creditor				97 	57
					89,822	85,988
	Secured creditors				50,000	50,000

At 31 May 2019, the charitable company had received £66,121 (2018: £66,121) of concessionary loans, all of which is due within one year. This is made up of the Craigengillan Estate loan (for terms, see note 14) and the East Ayrshire Council loan.

The loan from East Ayrshire Council bears interest at 5% p.a. and is secured by a personal guarantee provided by J M Gibson, trustee/director.

Report of the Trustees For the year ended 31 May 2019

11. Liability of members

The company is limited by guarantee and has no share capital. The liability of each member in the event of a winding-up is limited to $\mathfrak{L}1$. As at 31 May 2019, there were 6 members.

12.	Analysis of reserves	Balance at 31 May 2018 £	Incoming Resources £	Resources expended £	Balance at 31 May 2019 £
	Unrestricted funds				
	Designated	<i>629,779</i>	-	(22,029)	607,750
	General	33,606	75,425	(57,453)	51,578
		663,385	75,425	(79,482)	659,328
	Total	663,385	75,425	(79,482)	659,328

The development of the permanent planetarium was originally a restricted fund. The amount was transferred to designated funds once the initial restriction of the funds had been met.

Comparative figures:

Analysis of reserves	Balance at 31 May 2017 £	Incoming Resources £	Resources expended £	Balance at 31 May 2018 £
Unrestricted funds				
Designated	653,608	-	(23,829)	629,779
General	24,935	61,778	(53,107)	33,606
	678,543	61,778	(76,936)	663,385
Total	678,543	61,778	(76,936)	663,385

Report of the Trustees For the year ended 31 May 2019

13.	Analysis of net assets among funds	Unrestricted			
		Designated funds	General funds	Total funds	
	·	£	£	£	
	Tangible fixed assets	607,750	50,772	658,522	
	Current assets		90,628	90,628	
	Current liabilities	-	(89,822)	(89,822)	
		607,750	51,578	659,328	
	Comparative figures:				
	Analysis of net assets among funds	Unrest	ricted		
	, c	Designated	General	Total	
		funds	funds	funds	
		£	£	£	
	Tangible fixed assets	629,779	50,773	680,552	
	Current assets	-	68,821	68,821	
	Current liabilities	-	(85,988)	(85,988)	
		629,779	33,606	663,385	

14. Related parties

J M Gibson, trustee and director, has provided a personal guarantee to the value of £70,000 in favour of East Ayrshire Council, in respect of its loan to the company. At 31 May 2019, the company's loan liability to East Ayrshire Council was £50,000 (*2018*: £50,000).

At 31 May 2019, the company owed £16,121 *(2018: £16,121)* to the Craigengillan Estate, operated by J M Gibson. The loan is unsecured, interest free and has no fixed terms of repayment.