

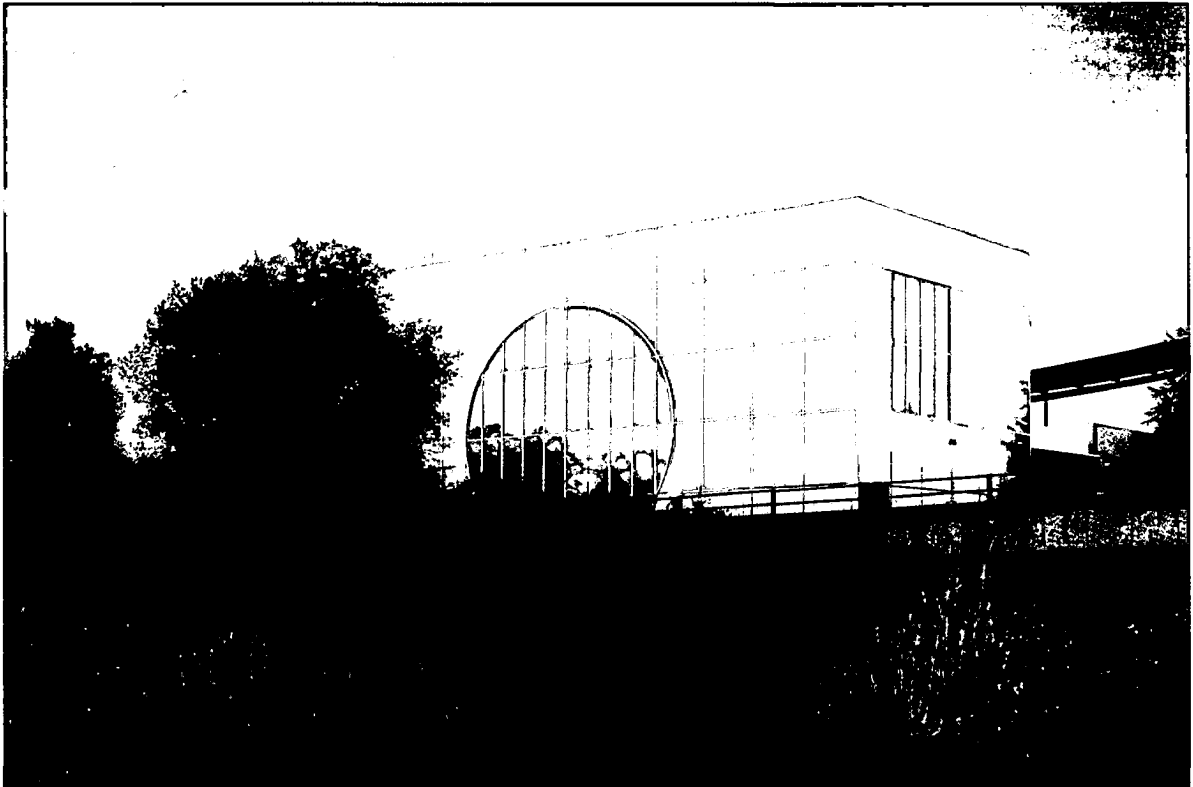
COMPANY REGISTRATION NO: 02422890
REGISTERED CHARITY NO: 1059678

REPORT & CONSOLIDATED FINANCIAL STATEMENTS

MK GALLERY

(A COMPANY LIMITED BY GUARANTEE)

FOR THE YEAR ENDED 31 MARCH 2023



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MK GALLERY

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MK GALLERY

TRUSTEES' REPORT

The Trustees, who are also Directors of the charity for the purposes of the Companies Act 2006, are pleased to present their annual report and the audited consolidated financial statements of the charity for the year ending 31 March 2023 which are prepared to meet the requirements for a Directors' report and accounts for Companies Act purposes.

The financial statements comply with the Charities Act 2011, the Companies Act 2006, the Memorandum and Articles of Association, and Accounting and 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 Republic of Ireland (FRS 102).

Objects of the charity and public benefit

In consideration of strategies and policies of the charity, the Trustees have due regard for the public benefit in accordance with the Charities Act 2011.

The Charity's objects as set out in its Articles of Association are:

1. 'to promote, maintain, improve and advance the education and understanding of the public, particularly through the production and presentation of and engagement with the arts, visual culture and related areas of creative practice, and to formulate, prepare and establish projects and schemes therefore provided that all objects of the Company shall be of a charitable nature'

and

2. 'to present, promote, organise, provide, manage, and produce a balanced programme of artistic activity and endeavour, whether on any premises of the Company or elsewhere, as are conducive to the promotion, maintenance, improvement, and advancement of education and understanding of the public, and encouragement of the arts, visual culture, and related areas of creative practice.'

Charitable Purpose

MK Gallery's principal charitable purpose is to promote, maintain, improve, and advance the education and understanding of the public, particularly by the production and presentation of and engagement with the arts, visual culture, and related areas of creative practice.

Its vision is to be one of the UK's leading centres for the arts with a national and international reputation for artistic excellence and innovation and to be a cultural beacon for the city.

Mission

The Gallery's mission is:

To provide access to high quality, innovative and thought-provoking art from around the world and through its programme, stimulate participation and debate, and build relationships between artists and audiences.

TRUSTEES' REPORT (CONTINUED)

Objectives

In order to achieve the principal charitable purpose, in line with the vision and mission, the Trustees set out a set of objectives:

1. Build, diversify and increase visitors to the building and create opportunities for artistic/cultural engagement for everyone in the community
 - a. Deliver a broad range of onsite and digital programmes that enable everyone to enjoy, and take part in cultural activity
 - b. Develop an audience strategy that achieves 50,000+ footfall across all programmes from a range of visitors that reflects the demographic of the catchment area
 - c. Develop new programmes and activities for children and young people that build confidence and encourage creativity and critical thinking
 - d. Create opportunities for artists and creatives to develop and share their work and reignite their careers post-Covid
2. Be ambitious and seek partnerships to deliver quality programmes and activities that change lives.
 - a. Work in partnership to develop and strengthen cultural opportunities in Milton Keynes and the South East
 - b. Create opportunities for diverse local communities to develop a sense of ownership and connection with the Gallery and to animate spaces and exchanges with their creative voices, vision, imagination, and curiosity
 - c. Pursue programmes that deliver against the health and wellbeing agenda and impact positively on people's lives
3. Be flexible, dynamic, and creative in the approach to improving financial sustainability and diversity among our workers.
 - a. Build a strong sustainable financial base to enable innovation and risk-taking in the longer term
 - b. Support apprenticeships and paid/unpaid work experience opportunities to incubate and grow the creative talent pool
 - c. Maximise onsite and digital commercial opportunities that appeal to a diverse audience
4. Consider the Gallery's commitment to environmental responsibility and how to embed this in the organisation.
 - a. Understand MK Gallery's environmental impact and develop a strategy to mitigate that impact
 - b. Consider how MK Gallery's programmes can contribute and influence current debate at a local and regional level

Public Benefit

The Trustees confirm that they have referred to the Charitable Commission guidance on public benefit when reviewing the Charity's aims and objectives as well as future planning of activities.

Through the delivery of world class exhibitions, engaging public programmes, and inclusive volunteering activity, the Charity has promoted, maintained, improved, and advanced the education and understanding of the public, connecting audiences and participants to current and relevant local and global social concerns including race, gender, Britishness, and immigration.

The Charity's priorities are aligned to its major public funders, Milton Keynes City Council and Arts Council England.

Activities and achievements during the year

Exhibitions:

MK Gallery attracted 114,533 visitors to the gallery in 2022/23, which is up on the previous year, however in 2021/2022 when the Gallery was still experiencing some lockdown closures (88,697). Visitors came from across the country, with a small number of visitors attending from overseas.

The 2022/23 exhibitions programme included the end of 'Ingrid Pollard, Carbon Slowly Turning'; the full run of 'Vivian Maier: Anthology' and 'Larry Achiampong: Wayfinder'; and the beginning of 'Trickster Figures: Sculpture and the Body'.

The programme overall attracted significant critical acclaim, with extensive and high-profile media coverage, especially for Ingrid Pollard, which was nominated for the Turner Prize and Vivian Maier, which was one of the Guardian's top 5 shows of the year.

MK Gallery commissioned important new work and worked with many national partners, including Turner Contemporary, Margate and the Baltic, Gateshead. The exhibitions also presented a very diverse programme, supporting artists from minority backgrounds, including Black British and non-binary, addressing pressing social issues, and engaging with hard-to-reach audiences and partners.

A high-profile conference and three major publications were also produced.

'Vivian Maier: Anthology' attracted good audience numbers while the more experimental exhibitions proved less popular. Anecdotal feedback suggests that the rise in the cost of living, uncertainty about the value of contemporary art and changes in audience behaviour post-covid were contributory factors. At the same time, these more contemporary programmes did have an important impact through social media and wider engagement with the cultural sector and arts industry.

TRUSTEES' REPORT (CONTINUED)

Activities and achievements during the year (continued)

Public programmes:

Public programmes continued to build and diversify audiences, creating entry points and pathways into the exhibitions; exploring and celebrating the creativity of the community; and providing commissioning, showcasing and development opportunities for artists.

Outcomes of community partnerships included a 'mini festival' exploring Muslimness in the Arts; a project with young people leaving care and unaccompanied young refugees; and Project Space exhibitions with MK Hindu Association, the Middle Eastern Cultural Group, and the YMCA amongst others.

The families programme included 6 themed family activity days; during the holidays the team delivered the national Holiday Activity and Food (HAF) programme; family artist-led activities for May Day and Love Nature Day and participated in Milton Keynes Heritage Open Days; free Explore visitor guides encouraged children to explore the exhibitions; and the Young Artist competition received over 100 entries; theatre activities introduced families to productions aligned to exhibition themes.

The youth offer included projects that supported young people facing a range of social and emotional challenges: The team delivered: ARTiculation in partnership with the National Gallery; 12 different schools visited the Gallery, indicating an improved confidence to learn outside the classroom; music, film, fashion, projects with students from MK College.

The Inclusive Practice in the Arts programme included: weekly family 'Art & Us' workshops for families with children with complex and additional needs: Sensory Boxes a and a monthly Supported Studio programme: half-term artist-led 'Art Together' family workshops; and Artist-led Sensory Tours which won a Fantastic for Families award. The public programme team also worked with a group of learning-disabled adults to co-design and deliver tours for local neurodiverse adult audiences and partnered with Phoenix Rising, MacIntyre, MK Snap, Camphill and Art Unlimited on a Project Space exhibition for Autism Acceptance month.

The Gallery offers networking and development opportunities to support the Associate Artists who deliver the Gallery programmes. Emerging artists were supported through Project Space exhibitions and artist commissions including a new interactive commission for Margaret Powell Square, and a colourful new mural on the Sky Room staircase landing. The team also participated in the nationwide project We Are Visible which supported new work by 30 disabled artists. The music programme ranged from folk to neo soul to opera and featured partnerships with MK Festival Fringe, tmr and Glyndebourne.

MK GALLERY

TRUSTEES' REPORT (CONTINUED)

Activities and achievements during the year (continued)

Volunteering:

Bucking the national trend, that suggests volunteering has decreased as a result of covid, the Gallery recorded 200 volunteers with 191 volunteers giving 7100 hours of their time to support the charity's activities in 2022/23. On average 80-90 volunteers gave time each month carrying out such activities as invigilating exhibitions, supporting family and adult creative workshops, cinema usher, outreach activity. There were 2289 volunteer opportunities offered.

Trading:

MK Gallery's sustainable finance strategy includes the success of the trading subsidiary, MK Gallery Enterprise Ltd. The subsidiary runs the Sky Room Cinema, the Café, the Shop and Private Hires. In addition, the Gallery made the decision to increase revenue potential by charging admission for all exhibitions and non-educational events.

Overall secondary spend was impacted by the lower-than-expected footfall and it became a key focus to build a customer base outside of visitors to the programmed activity.

The Gallery worked with the Chamber of Commerce and Destinations MK to profile the shift to local products. In the shop products were sourced from local artist makers and in the café local producers and suppliers featured in the narrative that was posted through partners' social media. The impact of this work started to be seen in Q3 for the cafe and is gradually building.

Event hire and catering hosted 239 events ranging from company event days, weddings, conference, and networking forums. Utilising the skills sets of an internal chef gave the Gallery a USP in the quality of catering at a reasonable point. September was the most successful month, and the team supported the charitable activity by providing meals for 300 children through the national Holiday Activity and Food (HAF) programme.

The Sky Room Cinema exponentially outperformed expectations. Due to national data regarding indoor leisure uptake the Gallery had pessimistically profiled income for the Cinema. The family film programme and NT Live screenings were the best performing shows. Occupancy remains low.

A student collaboration with the Ba Graphic Branding & Identity Course of the University of the Arts London, created a new Sky Room branding in line with MK Gallery's brand identity. This has raised the profile of the Sky Room Cinema.

In addition, the Gallery further increased income potential by starting to exit from the Culture Exemption scheme, a move that will enable the Gallery to increase the amount of reclaimed VAT.

MK GALLERY

TRUSTEES' REPORT (CONTINUED)

Future Developments

The Gallery's first year of operation was a period of significant programme and audience development with footfall figures exceeding all expectations. The impact of Covid 19 and the closure of the building in March 2020 presented numerous challenges for the Board and executive across all areas of the business including cash-flow, long-term revenue fundraising and public exhibitions and education programmes.

The Gallery has used 2021-2022 to build back programme, audiences and create more suitable resilience within its trading subsidiary and while visitor numbers are not at pre-covid levels (phenomena experienced across the sector), great inroads have been made to re-establish MK Gallery as an outstanding venue for visual art programming that is socially engaged, locally relevant and an asset to MK Council.

In 2022/23, The Gallery will redefine its business model based on the feedback received from our visitors, our work with our Partners (Arts Council England, MK Council) to ensure we are financially resilient while delivering the charitable Mission to a high standard synonymous with the MK Gallery Brand.

Finance Review

The financial performance for 2022/23 and the financial position on the balance sheet are set out in this report. In particular the Statement of Financial Activity (SOFA), which includes both unrestricted and restricted, shows the performance of the group during 2022/23.

The principal Charity income for the year is made up of unrestricted annual subsidies from Milton Keynes Council totalling £286,936 (2022: £280,146), and unrestricted funding from Arts Council England of £390,360 (2022: £395,807).

Further funds were raised through income generation of £583,706 from; exhibition admissions; exhibition hire fees; sales of limited-edition artworks; and exhibition catalogues. The Gallery moved to charging admission to all exhibitions to increase revenue with additional access day such as £1 residential Tuesdays and pay what you can Sundays.

Total expenditure for the group was £2,216,574 (2022: £2,393,019) of which £2,032,245 (2022: £2,202,738) was spent on the charitable activities i.e., operation of the art gallery. This included; £927,690 (2022: £888,522) of staff costs; £376,637 (2022: £398,656) of exhibition and education and event programme costs; £230,464 (2022: £234,004) of premises costs; and £279,245 of depreciation (2022: £278,710).

The cost of governance activities was £18,000 (2022: £18,000). Direct governance costs have been included in accordance with the SORP 2019 and include audit fees, legal fees, and Trustee expenses.

MK Gallery Enterprises Limited, reported a loss of £17,809 (2022: loss of £14,857) which is a better than the budget forecast position. MK Gallery Enterprises Limited operates all commercial trading operations carried out on the Gallery premises. The operations in the subsidiary continued to be reorganised during the year ending in a better than budgeted position. Further plans to increase yield in each area will support the continued growth of the subsidiary.

The Trustees are fully aware of the need to protect the Charity's funds beyond the period of committed support from Milton Keynes Council whilst ensuring that the charity can fulfil the key charitable objectives in the short and medium term.

MK GALLERY

TRUSTEES' REPORT (CONTINUED)

The Charity's financial forecasts and strategies were examined while preparing the Forward Plan 2023 - 2026; those continue to be monitored and tested through its financial controls and reporting systems.

Financial Summary

The year-end financial position for the charitable group (to the nearest thousand) was as follows:

	£
Unrestricted funds carried forward	
General surplus	195,000
Capital fund	10,974,000
Designated funds carried forward	
Capital construction fund	(3,000)
Capital renewal fund	600,000
Programme fund	120,000
Restricted funds	283,000
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Net assets	£12,169,000
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Going concern

The financial statements have been prepared on an on-going concern basis. Trustees consider that there is reasonable expectation that the charitable company and group have sufficient resources to continue in operational existence for the foreseeable future and for this reason they have adopted the going concern basis in preparing the financial statement.

Reserves policy

The trustees have considered the level of reserves required to maintain sufficient working capacity to operate the Gallery in the most efficient manner and to meet unforeseen liabilities that may arise. The Trustees have therefore established a reserves policy that aims to protect the charity's activities from risk of disruption at short notice due to lack of funds.

They take the view that the nature of MK Gallery's consolidated cash flows is such that they have set as a medium-term objective to maintain an unrestricted reserve, excluding benefit pension liabilities, at a level of 6 months operation or £500,000.

At March 2023, restricted funds stand at £282,993, and unrestricted funds as £296,364 and designated funds at £717,248. Free reserves as of 31st March 2023 were £195,328.

MK GALLERY

TRUSTEES' REPORT (CONTINUED)

Reserves policy (continued)

At 31 March 2023 the building contract retention remains outstanding. The final contract sum has been agreed between Bowmer & Kirkland and MK Gallery but due to Covid-19 and closure the rectification period has been extended.

At its meeting on 23 March 2021 the Board agreed changes to the charity's designated funds. The designated capital fund and Patrons/Donations fund was reallocated to the unrestricted capital fund at the amount required to depreciate the capital asset in full. Any remaining reserves in the fund were allocated to the general income fund.

The designated development fund was reallocated to a new £360,000 designated programme fund (£120,000 per annum to be drawn down annually to support programming costs) and a new £600,000 designated capital renewal fund. Any remaining reserves in this fund were allocated to the general income fund.

To regain the level of reserves necessary the Gallery will undergo a review of income, expenditure, and investment in 2023/2024.

In the view of the Trustees the free reserves are sufficient at the current time as the decision can be taken to reverse any designations in the event the funds are needed for general purposes.

Investment Policy

Trustees have the power to invest funds not immediately required from operational purposes such as securities or properties as they see fit. The underlying investment policy is to accept only a low-level risk, therefore available funds are invested through a charitable investment portfolio with Ruffer LLP.

MK Gallery operates a policy of investing a minimum sum of £1,000,000 (plus accumulated value) relating to the current Development Fund long-term with an investment manager.

MK Gallery assets are invested in line with its aims, in such a way that enables the trust to achieve its goals in both the short and long term. The Trustees do not wish to adopt an exclusionary policy, but individual investments may be excluded if perceived to conflict with the trust's purpose. Such instructions may be issued to the Investment Manager on behalf of the trust by the Finance and Operations Committee.

MK GALLERY

TRUSTEES' REPORT (CONTINUED)

Assets

In the opinion of the Trustees, the charitable company's assets are sufficient to fulfil the obligations of the Charity.

Trustee Liability Insurance

Liability Insurance exists for the benefit of all Trustee Directors.

Legal and Administrative Details

The Charity is MK Gallery (registered number 1059678) and is constituted as a private limited company limited by guarantee (registered number 02422890) incorporated in the UK. The principal and registered address is MK Gallery, 3 Theatre Walk, Central Milton Keynes, MK9 3PX. All current Trustees stand as guarantors to the company in the sum of £1 each.

Trustees

The directors of the charitable company are its Trustees for the purposes of charity law. The Trustees and Officers serving during the year were as follows:

Chair	Elizabeth Gifford Asase Amoah Cllr Carole Baume (resigned 11 September 2022) Robin Bradburn (appointed 17 November 2022) Susan Carbert (appointed 11 September 2022) David Danskin (resigned 7 November 2023) Cllr David Hopkins David King Shanika Mahendran (appointed 17 November 2023) Cllr Pete Marland (resigned 7 November 2023) Roselyn Mascarenhas Fidele Mutwarasibo Neil Smith Anthony Spira (appointed 20 September 2022) Sarah Westacott Sunita Yeomans
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Company Secretary	David Danskin (resigned 7 November 2023)
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Gallery Director	Anthony Spira
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Deputy Director	Francis Ranford
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All current Trustees stand as guarantors to the company in the sum of £1 each.

The trading subsidiary of MK Gallery is MK Gallery Enterprises Ltd. The Directors of the subsidiary company who served during this year and up to the date of this report were:

Chair	David Danskin (resigned 17 November 2023) David King Susan Carbert Anthony Spira
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MK GALLERY

TRUSTEES' REPORT (CONTINUED)

Advisers

The following acted as advisers to the charity during the year:

Bankers

Nationwide Building Society
Nationwide House
Pipers Way
Swindon
SN38 1NW

Bankers

METRO Bank
One Southampton Row
London
WC1B 5HA

Auditor

HW East Midlands Audit LLP
Woburn Court
2 Railton Road
Kempston
Bedford MK42 7PN

HR Consultants

ARC HR Solutions
44 Blanchland Circle
Monkston
Milton Keynes
MK10 9GP

Solicitors

HCR Hewitsons
50-60 Station Road
Cambridge
CB1 2JH

Accountants

Monico Tunley Ltd
19 Goldington Road
Bedford
MK40 3JY

Structure, Governance and Management

MK Gallery, established in 1999 as Milton Keynes Theatre and Gallery Company, is a company limited by guarantee and a registered charity governed by its Memorandum and Articles of Association which were formally adopted on 20 February 2014.

The Board of Trustees has responsibility for the ongoing strategic direction of MK Gallery and its subsidiary MK Gallery Enterprise Ltd, overseeing finances and approving the budget, working with the Gallery Director and Deputy Director in the development and implementation of policy to meet the Gallery's objects and to ensure it meets its statutory duties. The Board meet at least four times a year and a Finance and Operations Committee meets on a quarterly basis.

Day to day management is delegated to the Gallery Director, Anthony Spira, the Deputy Director Francis Ranford, and the Senior Leadership Team: Niki Braithwaite, Head of Public Programmes, Fay Blanchard, Head of Exhibitions, Sam Matthews, Head of Marketing and Audience Development and Andrew Papworth, Head of Catering and Events.

Trustee (Director) recruitment

The Articles provide that two directors shall be appointed who are members of Milton Keynes City Council in accordance with the nomination of the city council. Other directors may not be members or officers of the City Council and may be appointed after recommendation of the Directors after they have considered:

- Making such a recommendation after the advertisement of the vacancy and the response to an advertisement.
- Aiming for a board of Directors with a range of skills, experience, and abilities relevant to the objectives and activities; and
- Aiming for a board of Directors that is representative of Milton Keynes.

Each Trustee serves for a three-year term from the date of his or her appointment. The Trustees may resolve to re-appoint a Trustee for a further term. The exceptions to this rule are Trustees nominated by Milton Keynes Council, who are appointed on an annual basis and the Gallery Director, who has been appointed as company Director as per the amendments to the Articles in 2022.

MK GALLERY

TRUSTEES' REPORT (CONTINUED)

New Trustees receive induction and training through meetings with the Chair, Director, and staff of the Charity and through receipt of the Charity Commission's *The Essential Trustee*, a copy of the charity's Articles of Association and other key internal documents including the most recent Business Plan and Board papers.

As the charitable company is limited by guarantee, not having any share capital, none of the Trustees hold any interest in the charitable company or hold any right to subscribe to shares.

Remuneration of Key Management Personnel

Remuneration of management personnel is set by comparison internally with similar posts and, when possible, benchmarking with similar organisations through peer networks such as Plus Tate.

Inclusive employer

MK Gallery is committed to being an inclusive employer, ensuring barriers to employment are removed and that the working environment is an open, safe place to work. This year (2023) the Gallery has achieved Disability Confident Employer status and plan to apply to level 2 next year.

Related parties

None of the Trustees receive remuneration or other benefit from their work with the charity. Any connection between a Trustee or senior manager of the charity with an artist, contractor, performer or other supplier must be disclosed to the full Board in the same way as any other contractual relationship with a related party.

The charity's wholly owned subsidiary, MK Gallery Trading Limited, was established in 2002 to undertake some or all of the commercial activities of MK Gallery.

The Board authorised the set-up of a new trading company, MK Gallery Enterprises Limited, in October 2018 for all the Gallery's trading activities. The Board started meeting regularly from 2019 to review the Gallery's commercial activities.

Risk Management

The Trustees actively and regularly review the major risks to which MK Gallery is exposed and have implemented procedures to manage and minimise any impact should any of the identified risks materialise. A Risk Management policy, supported by an organisational risk register, is maintained setting out an assessment of the likelihood and impact of risk with required actions identified to manage risk, which is monitored no less than quarterly.

The Trustees are satisfied that there are clear lines of delegation and authority to teams regarding risk management and that the team are aware of the need to address risk in their area.

Key risks are:

- Threat to financial stability with stand still core funding, a more competitive fundraising landscape, an unstable financial market, rising costs of goods and services and the impact to cost of living on our customers and teams.
- A reduced capacity team leading to more mental health risks as individuals take on more work in order to maintain a quality cultural service.
- Unstable political climate in which the arts are not prioritised as a leading economic sector in the UK.
- A need to refurbish and refresh IT services, and integral capital items such as Air Handling Units, boilers, etc.

Fundraising activities

MK Gallery actively pursues funding from grant makers (trusts, foundations, and public funders), corporate sponsorships and individuals to fund charitable activities. Mk Gallery works with others to increase the fundraising opportunities including academic partners, specialist sector organisations, charities that align with the purpose and community partners.

The Gallery offers the option to gift aid admission charges, and to make donations online or onsite at one of the donation stations.

MK Gallery does not employ the services of professional or commercial fundraisers. MK Gallery does not take street collections or telephone campaigns. Where Mk Gallery collects personal information, this is managed in line with our Data Protect Policy.

MK GALLERY

TRUSTEES' REPORT (CONTINUED)

Statement of Disclosure of Information to Auditor

In so far as the Trustees are aware:

- (a) there is no relevant information of which the group's auditor is unaware, and
- (b) the Trustees 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 auditor is aware of that information.

Auditor

A resolution to reappoint HW East Midlands Audit LLP as auditor to the Charity and to authorise the Trustees to fix their remuneration will be proposed at the next General Meeting.

This report has been prepared under the special provisions of Part 15 of the Companies Act 2006 relating to small entities.

Approved by the Board and signed on its behalf by



E Gifford
Chairman

Date: 21/12/2023

STATEMENT OF TRUSTEES' RESPONSIBILITIES

The Trustees (who are also the directors of MK Gallery for the purposes of company law) are responsible for preparing the Trustees' 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 the affairs of the charitable company and the group and of the incoming resources and application of resources, including the income and expenditure, of the charitable company and the group 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 2019 (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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in operation.

The trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the charitable company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MK GALLERY

Opinion

We have audited the financial statements of MK Gallery (the 'parent charitable company') and its subsidiaries (the 'group') for the year ended 31 March 2023 which comprise of the Consolidated Statement of Financial Activities, the Consolidated and Charitable Company Balance Sheets, the Consolidated Statement of Cash Flows and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the group's and of the parent charitable company's affairs as at 31 March 2023 and of the group's income and expenditure 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the charity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the trustees' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent charitable company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the trustees with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Trustees Report, other than the financial statements and our auditor's report thereon. The trustees are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MK GALLERY

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Trustees' Report, which includes the Directors' Report prepared for the purposes of company law, for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report included within the Trustees' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the group and the parent charity and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' Report included within the Trustees' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate and proper accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent charity financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specific by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Trustees were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Trustees' Report and from the requirement to prepare a Strategic Report.

Responsibilities of Trustees

As explained more fully in the Statement of Trustees' Responsibilities set out on page 15, the Trustees (who are also the directors of the parent charity for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the trustees are responsible for assessing the group's and the parent charity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the trustees either intend to liquidate the charity or to cease operations, or have no realistic alternative but to do so.

Auditor responsibilities for the audit of the financial statements

We have been appointed auditor under the Companies Act 2006 and report in accordance with this Act.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MK GALLERY

Auditor responsibilities for the audit of the financial statements (continued)

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The specific procedures for this engagement and the extent to which these are capable of detecting irregularities, including fraud, is detailed below:

- We obtained an understanding of the nature of the sector in which the charitable company group operates, including the legal and regulatory framework applicable to the charitable company group. We consider that the most significant are the Charities Statement of Recommended Practice, the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities Act 2011 and the parent charitable company's Memorandum and Articles of Association.
- We obtained an understanding of how the charitable company group complies with these requirements by discussions with those charged with governance and reviewing the minutes of Trustee meetings.
- We assessed the risk of material misstatement of the financial statements, including the risk of material misstatement due to fraud and how it might occur, by holding discussions with those charged with governance.
- We inquired of those charged with governance about their own identification and assessment of the risk of irregularities, including any known actual, suspected or alleged instances of fraud.
- We discussed matters about non-compliance with laws and regulations and how fraud might occur including assessment of how and where the financial statements may be susceptible to irregularities or fraud.
- Based on this understanding, we designed specific appropriate audit procedures to identify instances of non-compliance with laws and regulations. This included making enquiries of management and those charged with governance and obtaining additional corroborative evidence as required.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities is available on the FRC's website at:

<https://www.frc.org.uk/auditors/audit-assurance/auditor-s-responsibilities-for-the-audit-of-the-fi/description-of-the-auditor%E2%80%99s-responsibilities-for>. This description forms part of our auditor's report.

MK GALLERY

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MK GALLERY

Use of the audit report

This report is made solely to the charitable 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 an auditor's 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 group and the group's members as a body for our audit work, for this report, or for the opinions we have formed.

HW East Midlands Audit LLP

Alberto Di Lorenzo (Senior Statutory Auditor)

for and on behalf of HW East Midlands Audit LLP

Accountants and Statutory Auditor
Woburn Court
2 Railton Court
Kempston
Bedford
MK42 7PN

Date: 21/12/2023

HW East Midlands Audit LLP is eligible to act as an auditor in terms of section 1212 of the Companies Act 2006.

MK GALLERY

CONSOLIDATED STATEMENT OF FINANCIAL ACTIVITIES (INCLUDING CONSOLIDATED INCOME AND EXPENDITURE ACCOUNT) FOR THE YEAR ENDED 31 MARCH 2023

		Unrestricted funds £	Restricted funds £	Total 2023 £	As restated Total 2022 £
	Notes				
Income:					
<i>Income from charitable activities:</i>					
Grants and donations	5	866,761	224,507	1,091,268	1,695,992
Other income		58,543	-	58,543	43,856
<i>Income from other trading activities:</i>					
Commercial trading operations		419,502	-	419,502	378,868
Investment income	6	58	-	58	8
Total income		1,344,864	224,507	1,569,371	2,118,724
Expenditure:					
Raising funds	7	184,329	-	184,329	190,281
<i>Expenditure on charitable activities:</i>					
Operation of art gallery	8	1,760,308	271,937	2,032,245	2,202,738
Total expenditure		1,944,637	271,937	2,216,574	2,393,019
Unrealised gain/(loss) on investments	6	279	-	279	110,136
Net income/(expenditure)		(599,494)	(47,430)	(646,924)	(164,159)
Transfers between funds		69,523	(69,523)	-	-
Net movement in funds for the year		(529,971)	(116,953)	(646,924)	(164,159)
Reconciliation of funds:					
Total funds brought forward		12,416,322	399,946	12,816,268	12,980,427
Total funds carried forward	21, 22	11,886,351	282,993	12,169,344	12,816,268

The notes on pages 23 to 45 also form part of these financial statements.

MK GALLERY

CONSOLIDATED AND CHARITABLE COMPANY BALANCE SHEETS (COMPANY NUMBER 02422890) AS AT 31 MARCH 2023

	Notes	Group		Charitable company	
		2023	As restated 2022	2023	As restated 2022
		£	£	£	£
Fixed assets:					
Tangible assets	16	10,747,200	11,068,284	10,747,200	11,068,284
Investments	17	1,444,925	1,756,413	1,445,125	1,756,613
Total fixed assets		12,192,125	12,824,697	12,192,325	12,824,897
Current assets:					
Stock		27,916	35,569	10,528	10,239
Debtors	18	212,551	143,878	333,255	313,614
Cash at bank and in hand		61,371	151,206	48,898	68,016
Total current assets		301,838	330,653	392,681	391,869
Liabilities:					
Creditors falling due within one year	19	(324,619)	(339,082)	(314,626)	(317,271)
Net current assets / (liabilities)		(22,781)	(8,429)	78,055	74,598
Total assets less current liabilities		12,169,344	12,816,268	12,270,380	12,899,495
Net assets		12,169,344	12,816,268	12,270,380	12,899,495
The funds of the charity:					
Unrestricted funds					
General income fund	21	195,328	362,406	296,364	445,633
General capital fund	21	10,973,775	11,216,661	10,973,775	11,216,661
Designated funds	21	717,248	837,255	717,248	837,255
Total unrestricted funds		11,886,351	12,416,322	11,987,387	12,499,549
Restricted funds					
Restricted income funds	21	282,993	399,946	282,993	399,946
Total restricted funds		282,993	399,946	282,993	399,946
Total charity funds	22	12,169,344	12,816,268	12,270,380	12,899,495

The notes on pages 23 to 45 also form part of these financial statements.

MK GALLERY

**CONSOLIDATED AND CHARITABLE COMPANY BALANCE SHEETS
(COMPANY NUMBER 02422890)
AS AT 31 MARCH 2023 (CONTINUED)**

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

Approved by the board, authorised for issue and signed on its behalf by

A handwritten signature in black ink, appearing to read 'E Gifford', is written over the printed name.

**E Gifford
Chairman**

Date: 21/12/2023

**CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2023**

	Group		Charitable company	
	2023	As restated 2022	2023	As restated 2022
	£	£	£	£
Cash flows from operating activities:				
Net movement in funds	(646,924)	(164,159)	(629,115)	(149,178)
Less interest income shown in investing activities	(58)	(8)	(58)	(8)
Add depreciation	279,245	278,710	279,245	278,710
Less unrealised gain/add unrealised loss	(279)	(110,136)	(279)	(110,136)
(Increase)/Decrease in stock	7,653	12,048	(289)	13,858
Decrease in debtors	(68,673)	(51,557)	(19,641)	(112,120)
Increase/(Decrease) in creditors	(14,463)	(367,086)	(2,645)	(386,778)
Add investment management fees paid from fixed asset portfolio	17,767	18,336	17,767	18,336
Net cash used in operating activities	(425,732)	(383,852)	(355,015)	(447,316)
Cash flows from investing activities:				
Interest received	58	8	58	8
Net disposals of listed investments	294,000	-	294,000	-
Adjustment to previous fixed asset additions	42,954	-	42,954	-
Purchase of tangible fixed assets	(1,115)	(174,049)	(1,115)	(174,049)
Net cash provided by/(used in) investing activities:	335,897	(174,041)	335,897	(174,041)
Change in cash and cash equivalents in the year	(89,835)	(557,893)	(19,118)	(621,357)
Cash and cash equivalents at the beginning of the year	151,206	709,099	68,016	689,373
Total cash and cash equivalents at the end of the year	61,371	151,206	48,898	68,016

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

1 Accounting policies

a) Basis of preparation

The financial statements have been prepared in accordance with Accounting and 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 Republic of Ireland (FRS 102) (effective 1 January 2019) – (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

MK Gallery constitutes a public benefit entity as defined by FRS 102.

Going concern

The financial statements have been prepared on a going concern basis under the historical cost convention, modified to include certain items at fair value. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy note.

The Trustees consider the going concern basis to be appropriate due to the current level of reserves and the fact the charity raised all necessary funds needed for the capital project which, at the end of the year, was complete.

b) Group financial statements and basis of consolidation

These financial statements consolidate the results of the charity and its wholly owned subsidiaries, MK Gallery Enterprises Limited and MK Gallery Trading Limited, on a line-by-line basis. A separate statement of financial activities and income and expenditure account for the charity itself has not been presented itself because the charity has taken advantage of the exemption afforded by section 408 of the Companies Act 2006.

c) Volunteers and donated services and facilities

The value of services provided by volunteers is not incorporated into these financial statements. Further details of the contribution made by volunteers can be found in the trustees' annual report.

d) Short term employee benefits

When employees have rendered service to the charity, short-term employee benefits to which the employees are entitled are recognised at the undiscounted amount expected to be paid in exchange for that service. The charity operates a defined contribution pension scheme. Contributions payable to the charity's pension scheme are charged to the statement of financial activities in the period to which they relate.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

e) Income

Voluntary income including donations, gifts and legacies and grants that provide core funding or are of general nature are recognised where there is entitlement, certainty of receipt and the amount can be measured with sufficient reliability. Such income is only deferred when:

- The donor specifies that the grant or donation must only be used in future accounting periods; or
- The donor has imposed conditions which must be met before the charity has unconditional entitlement.

Grants and donations for capital purposes are recognised on a receivable basis.

Income from commercial trading activities is recognised as earned as the related goods and services are provided.

Investment income is recognised on a receivable basis.

Income from charitable activities includes income received under contract or where entitlement to grant funding is subject to specific performance conditions and is recognised as earned as the related services are provided. Grant income included in this category provides funding to support performance activities and is recognised where there is entitlement, certainty of receipt and the amount can be measured with sufficient reliability. Income is deferred when performance related grants are received in advance of the exhibitions or education programmes to which they relate.

f) Expenditure

Expenditure is recognised when a liability is incurred. Contractual arrangements and performance related grants are recognised as goods or services are supplied. Other grant payments are recognised when a constructive obligation arises that results in the payment being unavoidable.

Costs of generating funds are those costs incurred in attracting voluntary income and those incurred in trading activities that raise funds.

Expenditure on capital items is capitalised and included within fixed assets when it becomes payable.

Charitable activities include expenditure related to the overall administration and development of the art gallery complex in Milton Keynes. It includes both the direct costs and support costs relating to these activities.

Governance costs include those incurred in the governance of the charity and its assets and are primarily associated with constitutional and statutory requirements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

1 Accounting policies (continued)

f) Expenditure (continued)

Expenditure is classified under activity headings relating to the exhibition programme, the education programme and the events programme of the charity. Expenditure that is not directly attributable to each activity is apportioned between the activities of the charity according to criteria appropriate to the nature of the expenditure. Expenditure is allocated to support costs using the bases stated in note 9.

g) Irrecoverable VAT

All expenditure is classified under activity headings that aggregate all costs related to the category. Irrecoverable VAT on revenue expenditure is included within support costs and irrecoverable VAT on capital costs is capitalised as part of the cost of the fixed asset.

h) Fixed assets and depreciation

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is provided to write off the cost of tangible fixed assets over their estimated useful economic lives as follows:

Property Improvements under the course of construction	Not depreciated
Capital constructions	1.25% on cost per annum
Furniture, fittings and equipment	20% on cost per annum
Computer equipment	33% on cost per annum

i) Fixed asset investments

Investment income is accounted for when due.

Realised gains and losses are accounted for by reference to the sale proceeds and either the last balance sheet valuation, or the cost of the purchase if later. Unrealised gains and losses are calculated by comparing the previous balance sheet valuation, or cost of purchase if later, to the valuation at the year end.

j) Financial instruments

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the statement of financial activities in support costs.

Cash at bank and in hand consists of cash and amounts held in bank accounts.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

1 Accounting policies (continued)

k) Funds

The company has the following funds:

Unrestricted funds: These represent funds which can be expended as the Trustees see fit, in accordance with the charitable objects of the company.

Designated funds: These are funds set aside by the Trustees out of unrestricted general funds for specific future purposes or projects.

Restricted income funds: These represent income received, which can only be expended for the purpose specified by the donor.

Unrestricted capital funds: The charity's restricted capital funds are those raised for the capital project. Annual depreciation is charged against the fund. The closing balance represents funds held in the restricted capital project fixed asset and equates to the net book value of the associated restricted fixed asset.

2 Key areas of judgement and estimate

In applying the accounting policies, the Trustees have made critical accounting judgments, estimates and assumptions. These estimates and assumptions are based on historical experience and are reviewed on a continual basis. Actual results may differ from the estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

The total cost of the capital project has been broken down using component accounting to include the shorter life assets within the category of furniture, fittings and equipment rather than capital constructions. The assets have been categorised according to their useful lives which have been chosen to reflect the expected life of the asset and are then depreciated accordingly. There are no indications of impairment of the capital constructions.

3 Limited liability

The company is limited by guarantee and therefore has no share capital. The liability of the members is limited by guarantee to £1 each.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

4 Comparative Statement of Financial Activities

The Consolidated Statement of Financial Activities for the year ended 31 March 2022 is presented for illustrative purposes.

	Notes	Unrestricted funds £	Restricted funds £	As Restated Total £
Income:				
<i>Income from charitable activities:</i>				
Grants and donations		1,086,552	609,440	1,695,992
Other income		43,856	-	43,856
<i>Income from other trading activities:</i>				
Commercial trading operations		378,868	-	378,868
Investment income		8	-	8
Total income		1,509,284	609,440	2,118,724
Expenditure:				
Raising funds		190,281	-	190,281
<i>Expenditure on charitable activities:</i>				
Operation of art gallery		1,869,382	333,356	2,202,738
Total expenditure		2,059,663	333,356	2,393,019
Unrealised (loss)/gain on investments		110,136	-	110,136
Net income/(expenditure)		(440,243)	276,084	(164,159)
Transfers between funds		100,774	(100,774)	-
Net movement in funds for the year		(339,469)	175,310	(164,159)
Reconciliation of funds:				
Total funds brought forward		12,755,791	224,636	12,980,427
Total funds carried forward		12,416,322	399,946	12,816,268

The unrestricted funds balance of £12,416,322 is made up of £11,579,067 income and capital funds and £837,255 designated funds.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**
5 Voluntary income
2023 (Group)

	Unrestricted 2023 £	Restricted 2023 £	Restricted Capital 2023 £	Total 2023 £
Grants receivable:				
Milton Keynes Council:				
Deed of Variation	206,936	-	-	206,936
Gallery subsidy	80,000	-	-	80,000
Other grants	-	-	-	-
Trusts and foundations	-	142,922	-	142,922
Public grants	-	33,500	-	33,500
Arts Council England	390,360	7,053	-	397,413
Total grants receivable	677,296	183,475	-	860,771
Donations	189,465	41,032	-	230,497
	<u>866,761</u>	<u>224,507</u>	<u>-</u>	<u>1,091,268</u>

2022 (Group)

	Unrestricted 2022 £	Restricted 2022 £	Restricted Capital 2022 £	Total 2022 £
Grants receivable:				
Milton Keynes Council:				
Deed of Variation	195,146	-	-	195,146
Gallery subsidy	85,000	-	-	85,000
Other grants	-	-	-	-
Trusts and foundations	20,000	383,500	-	403,500
Public grants	120,437	139,130	-	259,567
Arts Council England	395,807	74,500	-	470,307
Total grants receivable	816,390	597,130	-	1,413,520
Donations	270,162	12,310	-	282,472
	<u>1,086,552</u>	<u>609,440</u>	<u>-</u>	<u>1,695,992</u>

Under a historic agreement with Milton Keynes Council, the Council undertook to provide the company with an annual subsidy of £100,000 towards the gallery's operational costs. As at 31 March 2023, a total of £2,369,998 (2022: £2,369,998) has been received since 1998. Of this, £80,000 is included in this year's financial statements which is lower than the previous year (2022: £85,000) due to a reduction in funding. A further agreement with Milton Keynes Council commenced in November 2011 to provide an index-linked grant of £150,000 per annum under a Deed of Variation. £206,936 has been included as income in the year ended 31 March 2023 (2022: £195,146).

Under its NPO scheme ACE provided the company with a grant of £390,360 towards gallery operational costs for the year ended 31 March 2023 (2022: £395,807). There were several public grants received during the year toward the costs of charitable activities including grants for the capital project from ACE and Milton Keynes Council.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

6 Investment income from current assets

	Group	
	2023	2022
	£	£
Deposit interest receivable	-	-
Bank interest receivable	58	8
	<u>58</u>	<u>8</u>

Investment income from fixed asset investments

	Group	
	2023	2022
	£	£
Unrealised gains/(losses) on listed investments portfolio	279	110,136
	<u>279</u>	<u>110,136</u>

7 Costs of generating funds

	Unrestricted	Restricted	Group	Group
	2023	2023	2023	2022
	£	£	£	£
Commercial trading operations	167,289	-	167,289	171,945
Investment management fees	17,040	-	17,040	18,336
	<u>184,329</u>	<u>-</u>	<u>184,329</u>	<u>190,281</u>

All figures for 2022 relate to unrestricted funds.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

8 Analysis of expenditure on charitable activities

	Exhibitions and running the Gallery £	Education and events programme £	Total 2023 £
Exhibition costs	376,464	-	376,464
Event costs	-	173	173
Education delivery costs	-	-	-
Premises costs	92,186	69,139	161,325
Marketing and development costs	51,620	38,714	90,334
Travel costs	628	470	1,098
Depreciation	139,622	111,698	251,320
Staff costs	565,788	139,409	705,197
Other staff costs	-	-	-
Support costs (see note 9)	153,026	275,307	428,333
Governance costs (see note 9)	10,800	7,200	18,000
Total expenditure on charitable activities	1,390,134	642,110	2,032,244

Expenditure on charitable activities was £2,032,244 (2022: £2,202,738) of which £184,077 (2022: £180,473) was restricted in respect of exhibition costs, £68,032 was restricted in respect of education and event costs (2022: £70,061), £11,980 was restricted in respect of development costs (2022: £60,412), £4,800 was restricted in respect of premises costs (2022: £3,690) and £5,196 was restricted in respect of support costs (2022: £18,720). The remaining amount of £1,760,308 (2022: £1,869,382) was unrestricted. 100% of support costs are allocated to expenditure on charitable activities.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

9 Analysis of support and governance costs

2023	Support costs £	Governance costs £	Total 2023 £	Basis of apportionment
Salary costs	101,159	5,000	106,159	Time spent
Other staff costs	16,518	-	16,518	Invoiced cost
Travel costs	470	-	470	Invoiced cost
Marketing and development costs	38,714	-	38,714	Invoiced cost
Premises costs	69,139	-	69,139	Office space
Accountancy – accounts preparation services	-	3,500	3,500	Governance
Accountancy – general support services	11,918	-	11,918	Invoiced cost
Audit fees	-	9,500	9,500	Governance
Professional fees	21,712	-	21,712	Invoiced cost
Memberships/subscriptions	8,141	-	8,141	Invoiced cost
Trustee insurance	1,436	-	1,436	Governance
Bank charges	9,654	-	9,654	Total cost
Depreciation	27,925	-	27,925	Office space
Irrecoverable VAT	33,087	-	33,087	Total cost
Sundry costs	323	-	323	Invoiced cost
IT and telephone costs	81,909	-	81,909	Invoiced cost
Printing and postage costs	6,228	-	6,228	Invoiced cost
Total	428,333	18,000	446,333	

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

9 Analysis of support and governance costs (continued)

2022	Support costs £	Governance costs £	Total 2022 £	Basis of apportionment
Salary costs	97,852	5,000	102,852	Time spent
Other staff costs	7,764	-	7,764	Invoiced cost
Travel costs	189	-	189	Invoiced cost
Marketing and development costs	55,969	-	55,969	Invoiced cost
Premises costs	70,201	-	70,201	Office space
Accountancy – accounts preparation services	-	3,500	3,500	Governance
Accountancy – general support services	10,530	-	10,530	Invoiced cost
Audit fees	-	9,500	9,500	Governance
Professional fees	44,053	-	44,053	Invoiced cost
Memberships/subscriptions	5,542	-	5,542	Invoiced cost
Trustee insurance	1,036	-	1,036	Governance
Bank charges	11,028	-	11,028	Total cost
Depreciation	27,871	-	27,871	Office space
Irrecoverable VAT	98,590	-	98,590	Total cost
Sundry costs	9,030	-	9,030	Invoiced cost
IT and telephone costs	81,326	-	81,326	Invoiced cost
Printing and postage costs	6,515	-	6,515	Invoiced cost
Total	527,496	18,000	545,496	

10 Net income/(expenditure) for the year

This is stated after charging:

	Group 2023 £	2022 £
Auditors' remuneration for audit services	9,500	9,500
Auditors' remuneration for non-audit services	-	-
Depreciation	279,245	278,710

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

11 Staff costs

	Group	
	2023	2022
	£	£
Wages and salaries	802,399	768,348
Social security costs	63,537	58,788
Other pension costs	61,754	61,386
	<hr/>	<hr/>
	927,690	888,522
	<hr/>	<hr/>

One employee received remuneration in the band £75,000 to £85,000 during the year (2022: one in the band £70,000 to £80,000). Pension costs in the year for the provision of a defined contribution scheme in respect of this employee amounted to £7,282 (2022: £6,976).

The charity trustees were not paid any remuneration in the year (2022: £nil), neither were they reimbursed expenses during the year (2022: £nil).

The key management personnel of the parent charity and the group comprise the Trustees, the Gallery Director, the Deputy Director, and the Head of Development and Communications. For the previous year, the key management personnel were the Trustees, the Gallery Director, the Deputy Director and the Head of Development and Communications. The total employee benefits of the key management personnel of the charity were £122,080 (2022: £115,021).

The average number of persons employed by the group during the year was 43 (2022: 42).

12 Pension costs

The company and its subsidiary make contributions into a group of personal pensions on behalf of their employees. The assets of the scheme are held separately from those of the company. The pension cost charge for the period represented contributions payable by the company and its subsidiary and amounted to £61,754 (2022: £61,386). At the year end there were contributions outstanding of £6,332 which are included in other creditors (2022: £6,300). Pension costs are allocated to restricted funds when such costs are covered by restricted funding.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

13 Taxation

As a registered charity, the company is not in normal circumstances subject to corporation tax. As a result, the Trustees are of the opinion that no material corporation tax liability will arise on the activities undertaken during this year.

The following relates to the trading subsidiary's corporation tax charge:

	Group	
	2023	2022
	£	£
Domestic current year tax		
UK corporation tax	-	-
	<hr/>	<hr/>
Current tax charge	-	-
	<hr/>	<hr/>
	2023	2022
	£	£
Factors affecting the tax charge for the year		
Profit on ordinary activities before taxation	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation multiplied by the standard rate of U.K. corporation tax of 19.00% (2022: 19.00%)	-	-
Effects of:		
Gift Aid donations	-	-
Capital allowances in excess of depreciation	-	-
Depreciation in excess of capital allowances	-	-
	<hr/>	<hr/>
Current tax charge	-	-
	<hr/>	<hr/>

The subsidiary MK Gallery Trading Limited's result for the year gives rise to a current tax charge of £nil for the year ended 31 March 2023 (2022: £nil).

The subsidiary MK Gallery Enterprises Limited's result for the year gives rise to a current tax charge of £nil for the year ended 31 March 2023 (2022: £nil).

MK GALLERY

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

14 Financial activities of the charity

The financial activities shown in the consolidated statement includes those of the charity's wholly owned subsidiaries, Mk Gallery Enterprises Limited and MK Gallery Trading Limited.

A summary of the financial activities by the charity is set out below:

	2023	As restated 2022
	£	£
Gross income	1,150,148	1,849,992
Total expenditure	(1,779,263)	(1,999,170)
Net income	(629,115)	(149,178)
Total funds brought forward	12,899,495	13,048,673
Total funds carried forward	12,270,380	12,899,495
Represented by:		
Restricted income funds	282,993	399,946
Designated funds	717,248	837,255
Unrestricted income funds	296,364	445,633
Unrestricted capital funds	10,973,775	11,216,661
	12,270,380	12,899,495

15 Financial activities of the trading companies

The wholly owned trading subsidiaries MK Gallery Trading Limited (MKGT) and MK Gallery Enterprises Limited (MKGE), which are incorporated in the United Kingdom, usually pay all taxable profits to the charity by gift aid. No Gift Aid payment was made in the year so that funds were retained in the subsidiary for use in the following year. The trading subsidiaries operate the art gallery and all commercial trading operations carried on at the art gallery premises. The charity owns the entire share capital of 100 ordinary shares of £1 each in each company. A summary of the trading results is shown below.

	MKGE 2023	MKGE 2022	MKGT 2023	MKGT 2022
	£	£	£	£
Turnover	419,502	378,868	-	-
Cost of sales & administration costs	(437,311)	(393,725)	-	(124)
Net loss	(17,809)	(14,857)	-	(124)
Amount gift aided to the charity	-	-	-	-
Taken to reserves in subsidiary	(17,809)	(14,857)	-	(124)
The assets and liabilities of the subsidiary were:				
Current assets	44,566	120,548	9,384	9,384
Current liabilities	(153,746)	(211,919)	(1,140)	(1,140)
Total net (liabilities)/assets	(109,180)	(91,371)	8,244	8,244
Aggregate share capital and reserves	(109,180)	(91,371)	8,244	8,244

MK GALLERY

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

16 Tangible fixed assets

	Group	Group	Group	Group
	Capital construc- tions £	Furniture, fittings and equipment £	Computer equipment £	Total £
Cost				
As at 1 April 2022 – as restated	11,094,066	819,576	42,010	11,955,652
Additions	-	1,115	-	1,115
Adjustment	(42,954)	-	-	(42,954)
At 31 March 2023	11,051,112	820,691	42,010	11,913,813
Depreciation				
At 1 April 2022 – as restated	419,302	443,340	24,726	887,368
Charge for the year	135,412	135,200	10,244	280,856
Adjustment	(1,611)	-	-	(1,611)
At 31 March 2023	553,103	578,540	34,970	1,166,613
Net book value				
At 31 March 2023	10,498,009	242,151	7,040	10,747,200
At 31 March 2022 – as restated	10,674,764	376,236	17,284	11,068,284
	Company	Company	Company	Company
	Capital construc- tions £	Furniture, fittings and equipment £	Computer equipment £	Total £
Cost				
As at 1 April 2022 – as restated	11,094,066	810,165	42,010	11,946,241
Additions	-	1,115	-	1,115
Adjustment	(42,954)	-	-	(42,954)
At 31 March 2023	11,051,112	811,280	42,010	11,904,402
Depreciation				
At 1 April 2022 – as restated	419,302	433,929	24,726	877,957
Charge for the year	135,412	135,200	10,244	280,856
Adjustment	(1,611)	-	-	(1,611)
At 31 March 2023	553,103	569,129	34,970	1,157,202
Net book value				
At 31 March 2023	10,498,009	242,151	7,040	10,747,200
At 31 March 2022 – as restated	10,674,764	376,236	17,284	11,068,284

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

16 Tangible fixed assets (continued)

The fixed assets figure has been adjusted to reflect a reduction in the cost of the capital project which was included as fixed asset additions in a previous year.

All assets are held for direct charitable purposes.

17 Investments

Listed investments are held at market value and were valued by Ruffer LLP on the basis of their open market value as at 31 March 2023. The historical cost of the investments as at 31 March 2023 is £556,000 (2022: £850,000). All investments are held for charitable activities.

Group	Shares in subsidiary £	Listed investments £	Total £
At 1 April 2022	-	1,756,413	1,756,413
Change in market value	-	279	279
Sold in the year	-	(294,000)	(294,000)
Gross investment management fees paid	-	(17,767)	(17,767)
At 31 March 2023	-	1,444,925	1,444,925

Company	Shares in subsidiary (cost) £	Listed investments (market value) £	Total £
At 1 April 2022	200	1,756,413	1,756,613
Change in market value	-	279	279
Sold in the year	-	(294,000)	(294,000)
Gross investment management fees paid	-	(17,767)	(17,767)
At 31 March 2023	200	1,444,925	1,445,125

MK Gallery owns all the shares of MK Gallery Trading Limited, a company registered in England under company number 04469234. Unaudited accounts have been signed and have been filed with the Registrar of Companies. A summary of trading results is shown in note 15.

MK Gallery also owns all the shares of MK Gallery Enterprises Limited, a company registered in England under company number 11597873. Unaudited accounts have been signed and have been filed with the Registrar of Companies. A summary of trading results is shown in note 15.

The change in market value represents the net gains and losses arising within the portfolio managed by Ruffer LLP.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

18 Debtors

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Trade debtors	15,122	27,258	1,780	17,233
Prepayments	82,480	61,825	82,480	61,825
Accrued income	536	216	536	-
Amounts owed by group undertakings	-	-	135,220	181,476
Other debtors	114,413	54,579	113,239	53,080
	<u>212,551</u>	<u>143,878</u>	<u>333,255</u>	<u>313,614</u>

19 Creditors: amounts falling due within one year

	Group		Company	
	2023	As restated 2022	2023	As restated 2022
	£	£	£	£
Trade creditors	59,502	84,358	53,635	72,767
Deferred income (note 20)	75,237	2,000	67,138	-
Taxation and social security	18,888	28,875	18,888	18,628
Accruals	164,660	217,549	159,250	210,192
Amounts owed to group undertakings	-	-	9,384	9,384
Other creditors	6,332	6,300	6,332	6,300
	<u>324,619</u>	<u>339,082</u>	<u>314,626</u>	<u>317,271</u>

Amounts owed by and to group undertakings are unsecured, interest free and repayable on demand.

20 Deferred income

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Balance at 1 April 2022	2,000	279,500	-	279,500
Amount received in the year	75,237	2,000	67,138	-
Amount released in the year	(2,000)	(279,500)	-	(279,500)
	<u>75,237</u>	<u>2,000</u>	<u>67,138</u>	<u>-</u>

Income is deferred where it relates to a future accounting period.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

21 Analysis of charitable funds

	As restated At 1 April 2022 £	Income £	Expenditure £	Transfers £	At 31 March 2023 £
Group					
Unrestricted fund movements:					
Designated funds:					
Capital construction fund	(2,745)	-	-	-	(2,745)
Capital renewal fund	600,000	-	-	-	600,000
Programme fund	240,000	-	(7)	(120,000)	119,993
General income fund	445,633	925,641	(1,264,433)	189,523	296,364
General capital fund	11,216,661	-	(242,886)	-	10,973,775
Trading Subsidiaries:					
MKGT	8,244	-	-	-	8,244
MKGE	(91,471)	419,502	(437,311)	-	(109,280)
Total unrestricted funds	12,416,322	1,345,143	(1,944,637)	69,523	11,886,351
Restricted funds (see below)	399,946	224,507	(271,937)	(69,523)	282,993
Total funds	12,816,268	1,569,650	(2,216,574)	-	12,169,344
Company					
Designated funds:					
Capital construction fund	(2,745)	-	-	-	(2,745)
Capital renewal fund	600,000	-	-	-	600,000
Programme fund	240,000	-	(7)	(120,000)	119,993
General income fund	445,633	925,641	(1,264,433)	189,523	296,364
General capital fund	11,216,661	-	(242,886)	-	10,973,775
Total unrestricted funds	12,499,549	925,641	(1,507,326)	69,523	11,987,387
Restricted funds (see below)	399,946	224,507	(271,937)	(69,523)	282,993
Total funds	12,899,495	1,150,148	(1,779,263)	-	12,270,380

MK GALLERY

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

21 Analysis of charitable funds (continued)

	As restated At 1 April 2022 £	Income £	Expenditure £	Transfers £	At 31 March 2023 £
Restricted funds					
Group and Company					
Paul Hamlyn Foundation	75,871	135,734	(108,627)	-	102,978
MK Council Porte Cocheres	4,818	-	-	(4,818)	-
HAF	-	8,000	(8,000)	-	-
Kirkland Foundation	125,000	-	-	-	125,000
Artwork SE Bridge Support	1,581	-	-	(1,581)	-
Austin Hope Pilkington	-	5,000	-	-	5,000
AAH	-	500	(500)	-	-
Children in Need	6,541	10,500	(9,148)	-	7,893
Freelands – Ingrid Pollard	3,763	-	(3,763)	-	-
Artwork MKCEP	2,490	-	-	(2,490)	-
Garfield Weston 2021	132,444	-	(96,255)	(36,189)	-
AHA	1,553	-	-	(1,553)	-
Arts Council England CRF	10,629	7,053	-	(17,682)	-
MK Council Street Art	17,375	-	(6,504)	-	10,871
Capital Construction	1	-	-	-	1
Boyd & Evans Catalogue	-	-	(1,350)	-	(1,350)
MK Council Shutter Project	6,675	23,325	(19,188)	(5,210)	5,602
PHF Emergency Fund 2	11,796	185	(11,981)	-	-
PAW Supported Studio	(591)	22,960	(5,549)	-	16,820
Bagri Foundation Grant	-	-	(127)	-	(127)
South Asian Miniatures	-	-	(945)	-	(945)
Trickster Figures	-	1,250	-	-	1,250
Henry Moore Foundation	-	10,000	-	-	10,000
Total Restricted funds	399,946	224,507	(271,937)	(69,523)	282,993

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

21 Analysis of charitable funds (continued)

Milton Keynes Council has confirmed that for the purposes of managing and reporting on their annual grants, that the Council do not consider or treat those as restricted. The Company must report regularly on the grant released as a result of new management arrangements, and comply with annual Council reporting needs.

Name of fund	Description, nature and purpose of fund
Restricted Funds	
Paul Hamlyn Foundation	To fund a 3 year programme of inclusive arts practice for children with complex needs and their families
MK Council Porte Cochères	To support the Porte Cochères project
HAF	To support the costs of the Holiday Activities and Food programme
Kirkland Foundation	To support the cost of exhibition programmes
Artwork SE Bridge Support	To support educational workshops
Austin Hope Pilkington	To support the costs of exhibition programmes
AAH	To support the costs of exhibitions
Children in Need	To fund a 3 year facilitated artists programme of activity for young people with low level mental health relates issues
Freelands	To support the costs of the Ingrid Pollard exhibition
Artwork MKCEP	To project manage an education and arts sector partnership programme on behalf of AHA MK to engage children from 10 schools including CPD for teachers and artists
Garfield Weston 2021	To support the Covid-19 recovery period through delivery of a programme of activities to re-engage and build new audiences, and to make improvements to physical and digital infrastructure to support income generation and audience development
AHA	To support public learning programmes
Arts Council CRF	To support the charity in its covid recovery activities
MK Council Street Art	To support the costs of the street art project
Boyd & Evans Catalogue	To support the costs of the catalogue production
MK Council Shutter Project	To support the costs of the shutter project

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

21 Analysis of charitable funds (continued)

Name of fund	Description, nature and purpose of fund
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Restricted Funds

PHF Emergency Fund 2	To assist with the costs of the recovery from the pandemic
PAW Supported Studio	To support the costs of the supported studio
Trickster Figures	To support the costs of exhibition and catalogues
Henry Moore Foundation	To support the costs of exhibition programmes

There were further funds for Bagri Foundation and South Asian Miniatures. These funds are in deficit at the end of the year but the deficit balances will be cleared with funding in the following financial year.

Designated Funds

The designated development fund was reallocated to a new £360,000 designated programme fund (£120,000 per annum to be drawn down annually to support programming costs) and a new £600,000 designated capital renewal fund. Any remaining reserves in this fund were allocated to the general income fund.

Unrestricted Funds

The general income fund represents those funds that are unrestricted and not designated for other purposes.

The general capital fund represents those funds that are unrestricted but represented by capital assets and are therefore not available reserves.

Transfers between funds

A transfer of £120,000 was made from the Programme fund designated fund to the general fund to represent to annual drawdown to support programming costs.

Various transfers were made from restricted funds to unrestricted funds. These relate to expenditure in previous years that had been allocated to unrestricted funds instead of the restricted funds from which the amounts had been expended. These transfers total £69,523.

MK GALLERY

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

22 Analysis of net assets between funds

Group:

	Unrestricted Funds	Restricted Funds	2023 Total	As restated 2022 Total
	£	£	£	£
Fixed assets	10,747,200	-	10,747,200	11,068,284
Investments	1,444,925	-	1,444,925	1,756,413
Current assets	18,845	282,993	301,838	330,653
Current liabilities	(324,619)	-	(324,619)	(339,082)
	<u>11,886,351</u>	<u>282,993</u>	<u>12,169,344</u>	<u>12,816,268</u>

Company:

	Unrestricted Funds	Restricted Funds	2023 Total	As restated 2022 Total
	£	£	£	£
Fixed assets	10,747,200	-	10,747,200	11,068,284
Investments	1,445,125	-	1,445,125	1,756,613
Current assets	109,688	282,993	392,681	391,869
Current liabilities	(314,626)	-	(314,626)	(317,271)
	<u>11,987,387</u>	<u>282,993</u>	<u>12,270,380</u>	<u>12,899,495</u>

23 Commitments

There is a 99 year lease on the Theatre, Art Gallery and Theatre Square. A nominal rent of £1 each per annum is payable. This lease expires in more than 5 years.

Changes to the lease arrangements between Milton Keynes Council, Ambassador Theatre Group and MK Gallery mean the three parties are all now signatory to management arrangements that are enshrined in a long lease of 99 years from 18 December 2001.

Capital commitments

The charity has undertaken a capital development project which is complete apart from the final balance due to the contractor. At the year end the final balance due for the project was unknown but the charity is holding sufficient reserves to cover the balance due.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2023**

24 Related party transactions

During the year donations of £nil were received from Trustees (2022: £nil). There are no other related party transactions during the period that require disclosure. The charitable company has taken advantage of the exemption available in accordance with Section 33 of FRS 102 'Related Party Disclosures' not to disclose transactions entered into between two or more members of the group that are wholly owned.

25 Provisions and contingent liabilities

The company has indemnified the purchaser of a lease against any claw back of £800,000 VAT by HMRC. This is only ever likely to arise if the building was not to be used as a commercial theatre within 10 years from November 2011. The Trustees consider the likelihood of this occurring to be remote and consequently no provision for this liability is considered appropriate.

26 Prior year adjustment

An adjustment was made to the figures for the year ended 31 March 2020 in relation to the following accounting issues in the years ended 31 March 2018, 31 March 2019 and 31 March 2020:

- VAT return errors arose which resulted in £134,205 being payable to HMRC. This meant creditors were understated by this amount in the figures originally reported.
- Fixed asset cost was overstated by £68,700 as a result of irrecoverable VAT being capitalised in error (relating to the VAT return errors).
- Accruals and fixed asset costs were both overstated by £197,560 in relation to an accrual for fixed asset additions that was not necessary.

The relevant values in the comparative figures have now been adjusted. The effect of this adjustment is:

	Group £	Company £
Opening reserves at 1 April 2020 (as previously stated)	12,806,667	12,858,710
Prior year adjustment	(190,843)	(190,843)
	<hr/>	<hr/>
Opening reserves at 1 April 2020 (as restated)	12,615,824	12,667,867
	<hr/>	<hr/>

MILTON KEYNES THEATRE & GALLERY COMPANY

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2023

27 Notes to the Statement of Cash Flows

Cash and cash equivalents

Year ended 31 March 2023

	Group		Company	
	2023	2022	2023	2022
	£	£	£	£
Cash and cash equivalents	61,371	151,206	48,898	68,016

Year ended 31 March 2022

	Group		Company	
	2022	2021	2022	2021
	£	£	£	£
Cash and cash equivalents	151,206	709,099	68,016	689,373

Analysis of changes in net funds - Group

	2022	Cash flow	2023
	£	£	£
Cash at bank and in hand	151,206	(89,836)	61,371
	151,206	(89,836)	61,371
	151,206	(89,836)	61,371

Analysis of changes in net funds - Company

	2022	Cash flow	2023
	£	£	£
Cash at bank and in hand	709,099	(557,893)	151,206
	709,099	(557,893)	151,206
	709,099	(557,893)	151,206