

Company Registration Number 07285741

Registered Charity Number 1146907

ECLIPSE THEATRE COMPANY LIMITED
(A COMPANY LIMITED BY GUARANTEE)

REPORT AND ACCOUNTS
For the year ending 31 March 2025

ECLIPSE THEATRE COMPANY LIMITED
(A COMPANY LIMITED BY GUARANTEE)
TRUSTEES' REPORT
For the year ended 31 March 2025

The Trustees, who are also Directors for the purposes of company law, present their report and the unaudited financial statements of the charity for the year ended 31 March 2025.

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Charity Name	Eclipse Theatre Company Limited
Charity registration number	1146907
Company registration number	07285741
Registered office	Fortuna House Suite 104, 88 Queen Street, Sheffield S1 2FW

Trustees

For the purposes of the Companies Act 2006, the Board of Trustees is the Board of Directors of the charitable company and is referred to as the Trustees throughout this report.

The Trustees of Eclipse Theatre Company Limited during the period and to the date of signing this report are as follows:

Nicholas Ahad	
Robert Alderson (Interim Chair)	
Benjamin Cooper-Melchior	Resigned 3 May 2024
Fiona Joseph	Resigned 31 May 2024
Simone Kelly	Resigned 7 August 2024
Maxwell Mutanda	
Sophia Parker	

Company Secretary	The company has taken advantage of the provisions available to not appoint a Company Secretary
Independent Examiner	Pete O'Hara FCA, Chartered Accountant, 26 La Sagesse, Jesmond, Newcastle upon Tyne NE3 2AF
Solicitors	Bates Wells, 10 Queen Street Place, London, EC4R 1BE

ECLIPSE THEATRE COMPANY LIMITED
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TRUSTEES' REPORT
For the year ended 31 March 2025

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing Documents

Eclipse Theatre Company Ltd is a charitable company limited by guarantee, incorporated on 16 June 2010, registered in England and Wales under company number 07285741 and governed by its memorandum and articles of association. The charity was registered with the Charity Commission on 17 April 2012 under charity number 1146907.

The Directors of the company are also Trustees of the charity.

Eligibility for membership of the charity, and membership of the Board of Trustees, is governed by the Articles of Association. There are no restrictions in the governing document on the operation of the charity other than those imposed by general charity law.

Charitable Purpose

Eclipse Theatre Company Limited's charitable objects are to advance the arts for the public benefit through the promotion of, in particular, but not exclusively, the art of drama.

Eclipse Theatre Company's mission is as follows: *"Eclipse Theatre will influence and instigate change that leads to a more diverse and equitable theatrical landscape"*.

Structure and Governance

The charity currently has a Board of four non-executive Trustees.

The Board meets a minimum of four times per year.

Recruitment and Appointment of Board of Trustees

Trustees are elected to the Board based on discussions and recommendations offered by Trustees and outside advisors to the organisation, as well as through a range of advertising channels.

Trustee Induction and Training

New Trustees are inducted by the Chair of the Board and Director and are provided with a range of resources and publications to support their understanding of Eclipse Theatre Company Limited activities, including the latest annual report and accounts, a full role description and information on current and past productions. They also have the opportunity to see productions and are kept informed on an ongoing basis around developments in both the theatre and wider charity sectors.

Reserves Policy

The Trustees have reviewed the charity's needs for reserves in line with the guidance issued by the Charity Commission. The charity's 'free reserves' at 31 March 2025, defined as non-designated unrestricted funds, net of the value of Fixed Assets, are £383,444.

Grant Making Policy

The charity does not engage in grant-making activity.

ECLIPSE THEATRE COMPANY LIMITED
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For the year ended 31 March 2025

STRUCTURE, GOVERNANCE AND MANAGEMENT (CONTINUED)

The Contribution of Volunteers

The charity does not use volunteers within its productions or to support its activities.

Public Benefit

The Trustees understand and have discussed the implications of the provisions of the Charities Act 2006, which state that all charities must demonstrate that they are established for public benefit and have had due regard to the public benefit guidance issued by the Charity Commission. The Trustees believe that the charity meets both of the key principles.

In developing the objectives for the year, and in planning activities, the Trustees have considered the Charity Commission guidance on public benefit.

In line with our mission, we contribute towards the creation of an environment in which the experiences of Black British people are articulated in arts forms and media nationally where we are a beacon for the work of Black artists.

Risk Management

The Trustees of the charity review the major governance, operational and financial risks which the charity faces as part of its annual business planning process and confirm that systems have been established to mitigate these risks.

Eclipse Theatre Company Limited has a risk management strategy in place which comprises:

- an annual review of the strategic risks the charity may face via the business plan
- the establishment of systems and procedures to mitigate those risks identified
- the implementation of procedures designed to minimise any potential impact on the charity should those risks materialise.

The Trustees are satisfied that appropriate financial systems and controls and employment policies and practices are in place.

The Trustees have considered the key risks facing the charity:

- Artistic ambition:
- Financial sustainability:

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For the year ended 31 March 2025

ACHIEVEMENTS AND PERFORMANCE

Summary of the main achievements of the charity during the year

In May 2024, after a period of change which created significant challenges for the organisation, the Trustees took the decision to close Eclipse. This decision was not taken lightly and the Trustees appreciate that the loss of Eclipse will be keenly felt in the UK theatre community. As a result, minimal activity has taken place at Eclipse during the year.

In February 2025, one grant of £2,500 was made to Yolanda Mercy for the development of the play Failure Project, which was to embark on a tour in 2025.

The charity has continued to provide for ten projects to be available to the public via Digital Theatre in furtherance of its charitable purposes and mission of advancing the arts in a more diverse landscape.

The Trustees have also been working on preserving the legacy of Eclipse and its work. The Trustees have taken steps to understand the charity's IP and other assets with the intention of donating these to an organisation that will preserve and further the charity's mission and charitable purposes.

In the last financial year, the Trustees have continued to take legal advice and a full and managed closure of the company will take place, with any remaining assets distributed in line with Eclipse's governing document.

Financial Review

The out-turn for the year is an unrestricted deficit of £(24,020) (2024: Surplus £124,788). The deficit is deducted from Unrestricted Reserves, leaving a total balance on Unrestricted Funds at 31 March 2025 of £383,444 (2024: £407,464).

At 31 March 2025, the charity had positive "free" reserves, defined as unrestricted funds less fixed assets, of £383,444 (2024: £400,060).

Investments Policy

Under the Memorandum and Articles of Association, the charitable company has the power to make any investment that the trustees see fit.

PLANS FOR FUTURE PERIODS

Following a decision in May 2024 for the charity to close, the charity is putting plans in place to distribute any remaining assets, including IP, held in accordance with its governing document (and in furtherance of its charitable purposes).

When the charity is able, the trustees will proceed to strike-off from Companies House and the Charity Commission. Therefore, there are no plans for future projects.

ECLIPSE THEATRE COMPANY LIMITED
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TRUSTEES' REPORT
For the year ended 31 March 2025

RESPONSIBILITIES OF THE TRUSTEES

The Trustees (who are also the Directors of Eclipse Theatre Company Limited 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;
- 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 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 Trustees 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.

In preparing this report, the Trustees have taken advantage of the small companies exemptions provided by Section 415A of the Companies Act 2006.

Signed by order of the Trustees



Robert Alderson
Trustee/Interim Chair
Company Registration Number 06764666

5 March 2026

INDEPENDENT EXAMINER'S REPORT TO THE MEMBERS ON THE UNAUDITED ACCOUNTS OF ECLIPSE THEATRE COMPANY LIMITED YEAR ENDED 31 MARCH 2025

I hereby report to the Trustees/Members of Eclipse Theatre Company Limited (Charity Registration Number 1146907) on the accounts for the year ended 31 March 2025 set out on pages 8 to 17.

Responsibilities and basis of report

As the charity's Trustees (and also its directors for the purposes of company law), you are responsible for the preparation of the accounts in accordance with the requirements of the Companies Act 2006 ('the 2006 Act').

Having satisfied myself that the accounts of the Company are not required to be audited under Part 16 of the 2006 Act and are eligible for independent examination, I report in respect of my examination of your charity's accounts as carried out under section 145 of the Charities Act 2011 ('the 2011 Act'). In carrying out my examination I have followed the Directions given by the Charity Commission under section 145(5) (b) of the 2011 Act.


Independent Examiner's Statement

Since the Company's gross income exceeded £250,000, your examiner must be a member of a body listed in section 145 of the 2011 Act. I confirm that I am qualified to undertake the examination because I am a member of the Institute of Chartered Accountant in England and Wales, which is one of the listed bodies.

I have completed my examination. I confirm that no matters have come to my attention in connection with the examination giving me cause to believe:

1. accounting records were not kept in respect of the Company as required by section 386 of the 2006 Act; or
2. the accounts do not accord with those records; or
3. the accounts do not comply with the accounting requirements of section 396 of the 2006 Act other than any requirement that the accounts give a 'true and fair view' which is not a matter considered as part of an independent examination; or
4. the accounts have not been prepared in accordance with the methods or principles of the Statement of Recommended Practice for accounting and reporting by charities (applicable to charities preparing their accounts in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS102)).

I have no concerns and have come across no other matters in connection with the examination to which attention should be drawn in this report in order to enable a proper understanding of the accounts to be reached.



Pete O'Hara, FCA, Chartered Accountant
Fellow of the Institute of Chartered Accountants in England & Wales

26 La Sageesse, Jesmond, Newcastle upon Tyne NE2 3AF

5 March 2026

ECLIPSE THEATRE COMPANY LIMITED
(A COMPANY LIMITED BY GUARANTEE)
STATEMENT OF FINANCIAL ACTIVITIES
FOR THE YEAR ENDED 31 MARCH 2025

	Note	Unrestricted Funds £	Restricted Funds £	Total 2025 £	Total 2024 £
Income					
Income from Investments	3	1,392	-	1,392	990
Income from Donations, Grants & Legacies	4	140,973	-	140,973	563,544
Income from Charitable Activities	5	666	-	666	7,363
Total Income		143,031	-	143,031	571,897
Expenditure					
Expenditure on Raising Funds	6	-	-	-	450
Expenditure on Charitable Activities	7	167,051	-	167,051	446,659
Total Expenditure		167,051	-	167,051	447,109
Net Income/(Expenditure)		(24,020)	-	(24,020)	124,788
Balance brought forward at 1 April		407,464	-	407,464	282,676
Balance carried forward at 31 March	14	£383,444	£-	£383,444	£407,464

The notes on pages 10 to 17 form part of the financial statements.

All of the activities of the company are classed as continuing.

The Statement of Financial Activities includes all gains and losses in the year and therefore a statement of total recognised gains and losses has not been prepared.

ECLIPSE THEATRE COMPANY LIMITED
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STATEMENT OF FINANCIAL POSITION/BALANCE SHEET
AS AT 31 MARCH 2025

	Notes	2025 £	2024 £
Fixed Assets			
Tangible Fixed Assets	10	2,761	7,404
Current Assets			
Debtors	11	8,332	6,980
Cash At Bank & In Hand		396,782	435,242
		<u>405,114</u>	<u>442,222</u>
Creditors – Amounts Falling Due Within 1 Year	12	(24,431)	(42,162)
Net Current Assets/(Liabilities)		<u>380,683</u>	<u>400,060</u>
Total Net Assets	13	<u>£383,444</u>	<u>£407,464</u>
Represented by:			
Unrestricted Funds	14	383,444	407,464
Restricted Funds	14	-	-
		<u>£383,444</u>	<u>£407,464</u>

The notes on pages 10 to 17 form part of the financial statements.

The Trustees are satisfied that for the year ended 31 March 2025 the charity was entitled to exemption under section 477(2) of the Companies Act 2006.

The Trustees also confirm that the Members have not required the charity to obtain an audit in accordance with section 476 of the Companies Act 2006

The Trustees acknowledge their responsibilities for:

(i) ensuring that the charity keeps adequate accounting records which comply with section 386 of the Act, and

(ii) preparing financial statements which give a true and fair view of the state of affairs of the charity as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 393, and which otherwise comply with the requirements of the Act relating to financial statements, so far as applicable to the charity.

These financial statements were approved and signed by a Member of the Board of Trustees on 5 March 2026.



Robert Alderson
Trustee/Interim Chair
Company Registration Number 07285741

ECLIPSE THEATRE COMPANY LIMITED
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NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2025

1. Accounting Policies

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 2015) - (Charities SORP (FRS 102)), the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) and the Companies Act 2006.

Eclipse Theatre Company Ltd meets the definition of a public benefit entity under FRS 102. Assets and liabilities are initially recognised at historical cost or transaction value unless otherwise stated in the relevant accounting policy.

Income

All income is included in the Statement of Financial Activities (SOFA) when there is entitlement, certainty of receipt and the amount can be measured with sufficient reliability.

Such income is only deferred when the donor or funder has specified that the grant or donation can only be used in future accounting periods or where the donor or funder has imposed conditions which must be met before the charity has unconditional entitlement.

Investment income, including interest on funds held on deposit, is recognised on a receivable basis.

Expenditure

All expenditure is accounted for on an accruals basis and is recognised when a liability is incurred.

- Expenditure on raising funds are those costs of seeking potential funders and applying for funding
- Charitable activities include expenditure associated with the planning and delivery of artistic productions and associated activities. This includes both the direct costs and support costs relating to these activities.
- Support or Indirect costs are those costs incurred in support of the charitable objectives. These have been allocated to the resources expended on a consistent basis that fairly reflects the true use of those resources within the organisation, such as allocating staff costs by time spent and other costs by their usage.
- Governance costs are those incurred in the governance of the charity and its assets and are primarily associated with the constitutional and statutory requirements.

Irrecoverable VAT

All resources expended are classified under activity headings that aggregate all costs related to the category. Irrecoverable VAT is charged against the category of resources expended for which it was incurred.

ECLIPSE THEATRE COMPANY LIMITED
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NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2025

1. Accounting Policies (Continued)

Tangible Fixed Assets and Depreciation

Depreciation is provided on any fixed assets at rates calculated to write off the assets over their remaining useful lives as follows:

IT & Office Equipment - 33% per annum straight line

A full year's depreciation charge is applied in the year of acquisition and no charge is made in the year of disposal.

Financial Instruments

The charity only has financial assets and liabilities of a kind which qualify as basic financial instruments. Such instruments are initially recognised at transaction value and subsequently measured at their settlement value.

Fund Accounting

General Funds are unrestricted funds which are available for use at the discretion of the Trustees in furtherance of the general objectives of the charity.

Designated Funds comprise unrestricted funds set aside by the Trustees for a specific purpose.

Restricted Funds reflect income received which a funder or donor requires must be spent on a particular purpose or where funds have been raised for a specific purpose. Such income and associated expenditure are shown as Restricted in the Statement of Financial Activities, whilst any unspent balances at the year-end are carried forward as Restricted Funds.

Taxation

Eclipse Theatre Company Limited meets the definition required of a charitable company for UK Corporation Tax purposes. Consequently, the company is potentially exempt from taxation in respect of income or capital gains to the extent that such income or gains are applied exclusively for charitable purposes.

2. Going Concern

The Trustees have reviewed the circumstances of the charity. Whilst adequate resources continue to be available to fund the activities of the charity, following a decision in May 2024 for the charity to close, the charity is putting plans in place to distribute any remaining assets, including IP, held in accordance with its governing document (and in furtherance of its charitable purposes).

When the charity is able, the trustees will proceed to strike-off from Companies House and the Charity Commission. Therefore, there are no plans for future projects.

ECLIPSE THEATRE COMPANY LIMITED
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NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2025

3. Income from Investments

	Unrestricted Funds	Restricted Funds	2025	2024
	£	£	£	£
Bank Interest Receivable	1,392	-	1,392	990
	£1,392	£-	£1,392	£990

The 2024 total of £990 was wholly attributable to Unrestricted Funds.

4. Income from Donations, Grants & Legacies

	Unrestricted Funds	Restricted Funds	2025	2024
	£	£	£	£
Donations	104	-	104	70
Grant Income				
Arts Council England – National Portfolio Organisation	140,869	-	140,869	563,474
	£140,973	£-	£140,973	£563,544

The 2024 total of £563,544 was wholly attributable to Unrestricted Funds.

5. Income from Charitable Activities

	Unrestricted Funds	Restricted Funds	2025	2024
	£	£	£	£
Box Office & Other Production Income	-	-	-	3,080
Theatre Tax Relief	-	-	-	3,259
Income from Royalties, Scripts & Digital	666	-	666	1,024
	£666	£-	£666	£7,363

The 2024 total of £7,363 was wholly attributable to Unrestricted Funds.

ECLIPSE THEATRE COMPANY LIMITED
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NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2025

6. Expenditure on Raising Funds

	Unrestricted Funds	Restricted Funds	2025	2024
	£	£	£	£
Fundraising Consultancy Fees	-	-	-	450
	£-	£-	£-	£450

The 2024 total of £450 was wholly attributable to Unrestricted Funds.

7. Expenditure on Charitable Activities

	Unrestricted Funds	Restricted Funds	Total 2025	Total 2024
	£	£	£	£
Artistic Production/Project Costs				
Production Costs/Artistic Programme	3,130	-	3,130	179,730
Marketing, Press & PR	9,762	-	9,762	20,207
Salaries & On Costs	48,741	-	48,741	150,199
	61,633	-	61,633	350,136
Support Costs				
Rent & Office Expenses	32,051	-	32,051	34,184
Recruitment & Training Costs	1,374	-	1,374	10,013
	33,424	-	33,424	44,197
Governance Costs				
Independent Examiner's Fees	1,800	-	1,800	1,800
Legal & Professional Fees	52,890	-	52,890	29,883
Book-keeping & Other Accountancy Fees	12,650	-	12,650	14,840
Governance Meeting Costs & Expenses	11	-	11	1,010
Depreciation	4,643	-	4,643	4,793
	71,994	-	71,994	52,326
	£167,051	£-	£167,051	£446,659

The 2024 total of £446,659 was wholly attributable to Unrestricted Funds.

8. Net Income/(Expenditure)

Net income/(expenditure) is stated after charging/(crediting):	2025	2024
	£	£
Independent Examiner's Fees – current year	1,800	1,800
Independent Examiner – other services – current year	-	350
Depreciation of owned Tangible Fixed Assets	4,643	4,793

ECLIPSE THEATRE COMPANY LIMITED
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NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2025

9. Staff Costs & Trustees' Remuneration

	2025	2024
	£	£
Gross Salary Costs	38,910	101,844
Freelance Contracts	9,765	40,080
Employer's National Insurance	-	5,921
Employer's Pension Contributions	66	2,354
	£48,741	£150,199

No employee received remuneration of more than £60,000 during the year (2024 - Nil).

The average number of staff employed during the year, calculated as full-time equivalents, was as follows:

	2025	2024
	No	No
Artistic Production and Support	1	3

Key Management Personnel are defined by the organisation as the Trustees.

No remuneration has been paid to any Trustees/Directors in the year (2024: £Nil).

Reimbursement has been made in the year of £11 to 1 Trustee for Travel and Subsistence expenses incurred in respect of their work on behalf of the charity (2024: £1,010 to 1 Trustee).

ECLIPSE THEATRE COMPANY LIMITED
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NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 31 MARCH 2025

10. Tangible Fixed Assets

	IT, Office & Technical Equipment £	Total £
Cost		
At 1 April 2024	21,353	21,353
Additions in year	-	-
Disposals	-	-
At 31 March 2025	<u>21,353</u>	<u>21,353</u>
Accumulated Depreciation		
At 1 April 2024	13,949	13,949
Charge for year	4,643	4,643
Disposals	-	-
At 31 March 2025	<u>18,592</u>	<u>18,592</u>
Net Book Value		
At 31 March 2025	<u>£2,761</u>	<u>£2,761</u>
At 1 April 2024	<u>£7,404</u>	<u>£7,404</u>

11. Debtors

	2025 £	2024 £
Trade Debtors	-	-
Other Taxes & Social Security Costs - VAT	6,420	3,942
Prepayments	1,745	1,774
Accrued Income	167	1,264
	<u>£8,332</u>	<u>£6,980</u>

12. Creditors – Amounts Falling Due Within 1 Year

	2025 £	2024 £
Trade Creditors	22,301	10,007
Other Creditors	-	13,291
Other Taxes & Social Security Costs – PAYE/NI	-	11,919
Accruals	2,130	6,945
	<u>£24,431</u>	<u>£42,162</u>

ECLIPSE THEATRE COMPANY LIMITED
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NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 MARCH 2025

13. Analysis of Net Assets between Funds

	Unrestricted Funds	Restricted Funds	Total 2025	Total 2024
	£	£	£	£
Fixed Assets	2,761	-	2,761	7,404
Debtors	8,332	-	8,332	6,980
Cash at Bank and In Hand	396,782	-	396,782	435,242
Creditors – Amounts Due Within 1 Year	(24,431)	-	(24,431)	(42,162)
	£383,444	£-	£383,444	£407,464

14. Analysis of Charitable Funds

	Fund at 1 April 2024	Incoming Resources in Year	Resources Expended in Year	Fund at 31 March 2025
	£	£	£	£
Unrestricted Funds				
General Funds	407,464	143,031	(167,051)	383,444
Restricted Funds	-	-	-	-
Total Funds	£407,464	£143,031	£(167,051)	£383,444

15. Related Party Transactions

The charity has a close working relationship with Arts Council England which is a registered charity and has provided significant project funding which enables the charity to carry out its charitable objectives. In total, grant funding of £140,869 (2024: £563,474) from Arts Council England was recognised in the year.

At 31 March 2025, £Nil was owing to Eclipse Theatre Company Limited from Arts Council England (31 March 2024: £Nil).

16. Taxation

The company is a registered charity and no provision is considered necessary for taxation.

17. Financial Commitments

No material financial commitments have been made in respect of future financial periods.

**ECLIPSE THEATRE COMPANY LIMITED
(A COMPANY LIMITED BY GUARANTEE)**

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31 MARCH 2025

18. Contingent Liability

The accounts are approved by the Board noting that there is one outstanding claim against the charitable company being brought by a former employee.

The claim is for unfair dismissal and discrimination. The Board has received specialist legal advice on the potential success and financial award of the claim. It is considered the likelihood of success of the claim is remote.

If it were successful, the potential size of the claim would not be capped but it should not be material to the charitable company's financial statements.

The Trustees have not therefore included provision in the financial statements for the claims on the basis that its success is remote.

19. Company Limited by Guarantee

The charity is incorporated under the Companies Act 1985 and is limited by guarantee, each member having undertaken to contribute such amounts not exceeding £1 as may be required in the event of the company being wound up whilst he or she is still a member or within one year thereafter.

There are currently 4 members of the company (2024 - 5 members).