

REGISTERED COMPANY NUMBER: 08363016 (England and Wales)
REGISTERED CHARITY NUMBER: 1154359

Report of the Trustees and
Unaudited Financial Statements for the Year Ended 31 January 2023
for
Rugby Theatre

Cottons Accountants LLP
Chestnut Field House
Chestnut Field
Rugby
Warwickshire
CV21 2PD

Rugby Theatre

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For The Year Ended 31 January 2023

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Rugby Theatre

Report of the Trustees **For The Year Ended 31 January 2023**

The trustees who are also directors of the charity for the purposes of the Companies Act 2006, present their report with the financial statements of the charity for the year ended 31 January 2023. The trustees have adopted the provisions of 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 (FRS102 1A) (effective 1 January 2019).

REFERENCE AND ADMINISTRATIVE DETAILS

Registered Company number

08363016 (England and Wales)

Registered Charity number

1154359

Registered office

Henry Street
Rugby
Warwickshire
CV21 2QA

Trustees

E L Bright	
M J P Craddock	
R P Grain FCA	
A M Gyles	Resigned 2 April 2022
D Hibberd [Chair]	
P Kettle	
P A Leonard	
D F Ratcliffe	
M A P Tolchard	
M L Upjohn	Resigned 17 July 2022

Company Secretary

R P Grain

Independent examiner

Mark Palmer
FCA
Cottons Accountants LLP
Chestnut Field House
Chestnut Field
Rugby
Warwickshire
CV21 2PD

Solicitors

Brethertons
Montague House
2 Clifton Road
Rugby
CV21 3PX

Bankers

Lloyds Bank plc
14 Church Street
Rugby
CV21 3PL

Rugby Theatre

Report of the Trustees **For The Year Ended 31 January 2023**

STRUCTURE, GOVERNANCE AND MANAGEMENT

Governing document

The Organisation is a Charitable Company limited by guarantee, incorporated 16 January 2013 and registered as a charity on 28 October 2013. The Company was established under a Memorandum of Association which established the objects and powers of the Charitable Company and is governed by its Articles of Association.

Organisational structure

The ultimate governing body of the Theatre is the Board of Trustees.

The Board comprises four trustees elected by the membership, up to five executive trustees which are appointees to Theatre Director posts and up to a further six trustees will be co-opted to complement the skillset of the Board of Trustees.

The five executive trustees, which are all volunteer roles, are:

- the Artistic Director
- the Estates Director
- the Finance Director
- the Marketing Director
- the Safeguarding Director

New trustees undergo an induction process where they are given a briefing on their legal obligations under charity and company law, the content of the Memorandum and Articles of Association, the committee and decision-making process, the business plan and recent financial performance of the charity. New trustees are given opportunities to meet other trustees prior to their attendance at the first applicable board meeting and also meet with key members of the Director team.

There are three sub-committees of the Board, being:

- Creative Management
- Finance and Estates
- Safeguarding

Each sub-committee is made up of 2 or 3 trustees, relevant Directors, Managers and relevant group leaders.

The Creative Management sub-committee is the primary decision-making sub-committee of the Theatre: of necessity, this is a large committee essential to ensure that members have a voice in what is primarily a membership organisation.

The Finance & Estates and Safeguarding sub-committees work along-side Creative Management with specialist expertise carrying out detailed work to support decision making by Creative Management.

Key role requirements of the Theatre Directors and Theatre Managers serving on each sub-committee are an integral part of this structure. This is to ensure that the Trustees can both support and challenge those in post on the performance of their roles.

The trustees elected by the membership are:

E L Bright

D Hibberd

M A P Tolchard

The executive trustees appointed with effect from 3 May 2020 are:

- the Estates Director P Kettle
- the Finance Director R P Grain FCA
- the Safeguarding Director A M Gyles, resigned 2 April 2022

The role of Artistic Director is vacant and in the interim is being covered by E L Bright, M A P Tolchard and the Show Directors Group Leader.

Following the resignation of A M Gyles, in the interim, the role of Safeguarding Director is being covered by D Hibberd.

The role of Marketing Director is vacant.

Rugby Theatre

Report of the Trustees
For The Year Ended 31 January 2023

STRUCTURE, GOVERNANCE AND MANAGEMENT [continued]

The co-opted trustees are:

M J P Craddock

P A Leonard

D F Radcliffe

Risk management

The trustees have a duty to identify and review the risks to which the charity is exposed and to ensure appropriate controls are in place to provide reasonable assurance against fraud and error.

A risk register is maintained and reviewed regularly to ensure that systems are in place to mitigate exposure.

Rugby Theatre

Report of the Trustees **For The Year Ended 31 January 2023**

OBJECTIVES AND ACTIVITIES

Objectives and aims

The objects of the Theatre (as declared in the Theatre's Memorandum and Articles of Association) are to study Operatic, Dramatic and other works and to give performances of such works for educational purposes and for the promotion of dramatic art.

Mission

To be the best we can be.

Vision

- To enhance the experience of our members.
- To give visitors a theatrical experience to remember through their whole theatre journey, from ticket purchase and what our theatre has to offer, to how they experience shows.
- To captivate and capture the imagination of the audience with quality live shows that are diverse and highly engaging.

Values

- Professional
- Enthralling
- Warm and welcoming
- Captivating
- Involving

The charity gives careful consideration to the Charity Commission's general guidance on public benefit when setting objectives and planning activities.

Achievement and Performance

The Theatre's activities focus on the provision of a regular theatre experience for the people of Rugby and its surrounding areas.

In recent years prior to the Covid-19 pandemic, the Theatre has presented a core programme of ten shows each year - a total of 80 performances attracting an audience of over 12,000 people. This programme is supported by music hall, studio productions, poetry readings and film screenings.

The Theatre re-opened on 5 March 2022 but has, like many voluntary organisations, suffered from reduced volunteer members in the post-pandemic period. The programme is therefore being limited to six shows each year. In 2022, there was insufficient student interest to stage a summer Youth Project but it is hoped that the Youth Project will return in 2023. The reduced programme delivered 53 performances attracting over 9,600 people.

Membership of the Theatre provides opportunities to participate in all aspects of theatre; acting, backstage support, front of house and maintenance to name a few. The Theatre continues to train and develop members in a variety of skills and has been particularly successful in training new show directors.

Rugby Theatre
Report of the Trustees
For The Year Ended 31 January 2023

FINANCIAL REVIEW

The Theatre has been fortunate in having had substantial reserves to enable it to survive a significant period of closure. The Theatre was closed from 16 March 2020 until 5 March 2022.

The costs incurred during closure amounted to around £160,000 but have been mitigated by receipt of the Local Restrictions Support Grant amounting to £45,571. These costs were met from unrestricted reserves.

Prior to reopening, the trustees decided to apply a substantial proportion of the Infrastructure Projects Fund to two projects: firstly, enlarging and modernising the bar together with provision of improved toilet facilities in Central Hall and, secondly, improving toilet facilities in the theatre serving the auditorium and the backstage areas. These projects were completed in time for reopening of the theatre.

The year has been challenging: due to uncertainties regarding the return of volunteer support and the return of audiences, the Theatre decided to stage a reduced programme of six productions. Like many organisations reliant upon volunteer services, the Theatre has experienced a reduction in volunteer support, around one third lower than pre-pandemic levels of support. Audience support has been strong, particularly in respect of the annual pantomime. As a result, the Theatre achieved its production income target, with the exception of the 2022 Youth Project which was cancelled due to insufficient student interest. Film revenue was disappointing, although not entirely unexpected due to reduced releases as a result of the impact of the pandemic on the film production industry. The investment in the enhanced bar facilities has been reflected in considerably improved revenue and contribution. This, together with prudent financial management together with close cost control has delivered a modest increase in funds.

Reserves policy

The trustees consider that the charity should maintain sufficient reserves to ensure that the charity is able to maintain the level of services to the members and the public for the foreseeable future.

Unrestricted Funds:

Rugby Theatre operates a rolling 12-month programme of activities. To support this Rugby Theatre maintains unrestricted funds at least equal to the annual running costs of the theatre which are currently c£75,000. These unrestricted funds are therefore held to mitigate any unforeseen events that could prevent the Theatre from staging shows and therefore not generate income. At 31 January 2023, unrestricted funds are c£110,000.

Designated Funds:

The Infrastructure Project Fund holds designated funds from legacies received from past active members. The legacies were received without restriction but the trustees designated the funds in accordance with the donors' wishes to support major infrastructure projects in the theatre.

The Cyclical Maintenance Fund holds designated funds set aside to fund major cyclical repairs. The fund was established in 2019 and is funded at £20,000 per annum. The purpose of the fund is to support the higher maintenance costs associated with operating from older buildings. At 31 January 2023, the Cyclical Maintenance Funds stands at £80,906.

Investment policy

The trustees have a cautious approach to investment. Monies are held on deposit with UK banks together with a modest investment in an income bond.

Rugby Theatre

Report of the Trustees
For The Year Ended 31 January 2023

STATEMENT OF TRUSTEES RESPONSIBILITIES

The trustees (who are also the directors of Rugby Theatre for the purposes of company law) are responsible for preparing the Report of the Trustees 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 those financial statements, the trustees are required to

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charity SORP;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in business.

The trustees are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the charitable company and to 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 hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by order of the board of trustees on 4 June 2023 and signed on its behalf by:

D Hibberd - Trustee

Independent Examiner's Report to the Trustees of
Rugby Theatre

Independent Examiner's Report to the trustees of Rugby Theatre

I report to the charity trustees on my examination of the accounts of Rugby Theatre for the year ended 31 January 2023 which comprise the Statement of Financial Activities, the Summary Income and Expenditure Account, the Balance Sheet and the related notes.

Responsibilities and basis of report

As the trustees of the charity (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 charity 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 I have completed my examination.

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

- accounting records were not kept in accordance with section 386 of the 2006 Act ; or
- the accounts do not accord with those records; or
- the accounts do not comply with the accounting requirements under 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
- the accounts have not been prepared in accordance with the Charities SORP (FRS 102). 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.

Mark Palmer
FCA
Cottons Accountants LLP
Chestnut Field House
Chestnut Field
Rugby
Warwickshire
CV21 2PD

7 June 2023

Rugby Theatre

Statement of Financial Activities
For The Year Ended 31 January 2023

				Year ended 31/1/23	Year ended 31/1/22
	Notes	General fund £	Designated funds £	Total funds £	Total funds £
INCOMING RESOURCES					
Incoming resources from generated funds					
Voluntary income		93	-	93	5,225
Investment income	2	104	-	104	12
Local Restrictions Support Grant		-	-	-	14,357
Incoming resources from charitable activities					
Operation of theatre		193,122	-	193,122	1,050
Other incoming resources		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total incoming resources		<u>193,319</u>	<u>-</u>	<u>193,319</u>	<u>20,644</u>
RESOURCES EXPENDED					
Charitable activities					
Operation of theatre		176,370	-	176,370	77,212
Governance costs		<u>2,074</u>	<u>-</u>	<u>2,074</u>	<u>1,500</u>
Total resources expended		<u>178,444</u>	<u>-</u>	<u>178,444</u>	<u>78,712</u>
NET (OUTGOING) / INCOMING RESOURCES		14,875	-	14,875	(58,068)
Transfers to/(from) Designated Funds		<u>94,689</u>	<u>(94,689)</u>	<u>-</u>	<u>-</u>
NET MOVEMENT IN FUNDS		<u>109,564</u>	<u>(94,689)</u>	<u>14,875</u>	<u>(58,068)</u>
RECONCILIATION OF FUNDS					
Total funds brought forward		972,077	317,234	1,289,311	1,347,379
TOTAL FUNDS CARRIED FORWARD		1,081,641	222,545	1,304,186	1,289,311

Rugby Theatre

Balance Sheet
At 31 January 2023

				31/1/23	31/1/22
		General fund	Designated	Total funds	Total funds
	Notes	£	fund	£	£
			£		
FIXED ASSETS					
Tangible assets	5	958,216	-	958,216	880,701
CURRENT ASSETS					
Stocks		3,686	-	3,686	-
Debtors	6	11,762	-	11,762	32,727
Investments	7	10,000	-	10,000	10,000
Cash at bank		<u>132,866</u>	<u>222,545</u>	<u>355,411</u>	<u>396,692</u>
		158,314	222,545	380,859	439,419
CREDITORS					
Amounts falling due within one year	8	(32,336)	-	(32,336)	(18,201)
		<u>125,978</u>	<u>222,545</u>	<u>348,523</u>	<u>421,218</u>
NET CURRENT ASSETS					
TOTAL ASSETS LESS CURRENT LIABILITIES		1,084,194	222,545	1,306,739	1,301,919
CREDITORS					
Amounts falling due after more than one year	9	(2,553)	-	(2,553)	(12,608)
		<u>1,081,641</u>	<u>222,545</u>	<u>1,304,186</u>	<u>1,289,311</u>
NET ASSETS					
FUNDS	12				
Unrestricted funds				<u>1,304,186</u>	<u>1,289,311</u>
TOTAL FUNDS				<u>1,304,186</u>	<u>1,289,311</u>

Rugby Theatre

Balance Sheet - continued

At 31 January 2023

The charitable company is entitled to exemption from audit under Section 477 of the Companies Act 2006 for the year ended 31 January 2023.

The members have not required the charitable company to obtain an audit of its financial statements for the year ended 31 January 2023 in accordance with Section 476 of the Companies Act 2006.

The trustees acknowledge their responsibilities for

- (a) ensuring that the charitable company keeps accounting records that comply with Sections 386 and 387 of the Companies Act 2006 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the charitable company as at the end of each financial year and of its surplus or deficit for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the charitable company.

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

The financial statements were approved by the Board of Trustees on 4 June 2023 and were signed on its behalf by:

D Hibberd - Trustee

R P Grain - Trustee

Rugby Theatre

Notes to the Financial Statements **For The Year Ended 31 January 2023**

1. ACCOUNTING POLICIES

Accounting convention

The financial statements of the charitable company, which is a public benefit entity under FRS 102, have been prepared in accordance with the Charities SORP (FRS 102) '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)', Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

Incoming resources

All incoming resources are included on the Statement of Financial Activities when the charity is legally entitled to the income and the amount can be quantified with reasonable accuracy.

Income generated from show performances including refreshments income is accounted for on the accruals basis.

Grants and donations are accounted for in the period to which they relate.

Resources expended

Expenditure is accounted for on an accruals basis and has been classified under headings that aggregate all cost related to the category. Where costs cannot be directly attributed to particular headings they have been allocated to activities on a basis consistent with the use of resources.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Land and buildings	- 2% on cost
Fixtures and Fittings etc	- 20% on reducing balance and 10% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Taxation

The charity is exempt from corporation tax on its charitable activities.

Fund accounting

Unrestricted funds can be used in accordance with the charitable objectives at the discretion of the trustees.

Restricted funds can only be used for particular restricted purposes within the objects of the charity. Restrictions arise when specified by the donor or when funds are raised for particular restricted purposes.

VAT

The theatre is registered for VAT and is subject to the partial exemption rules. It is therefore able to recover a proportion of the input tax incurred. The irrecoverable VAT is included in the accounts as an expense.

2. INVESTMENT INCOME

	Year ended 31/1/23 £	Year ended 31/1/22 £
Investment income	104	12
Miscellaneous income	-	-
	<u>104</u>	<u>12</u>

Rugby Theatre

Notes to the Financial Statements - continued
For The Year Ended 31 January 2023

3. NET INCOMING/(OUTGOING) RESOURCES

Net resources are stated after charging/(crediting):

	Year ended 31/1/23 £	Year ended 31/1/22 £
Depreciation - owned assets	50,166	33,528
Independent examination	1,735	1,500
Other services	<u>-</u>	<u>-</u>

4. TRUSTEES' REMUNERATION AND BENEFITS

There were no trustees' remuneration or other benefits or the year ended 31 January 2023 nor for the year ended 31 January 2022

Trustees' expenses

There were no trustees' expenses paid for the year ended 31 January 2023 nor for the year ended 31 January 2022.

5. TANGIBLE FIXED ASSETS

	Freehold property £	Fixtures and fittings £	Totals £
COST			
At 1 February 2022	876,840	465,029	1,341,869
Additions	114,689	15,057	129,746
Disposals	<u>-</u>	<u>(7,315)</u>	<u>(7,315)</u>
At 31 January 2023	<u>991,529</u>	<u>472,771</u>	<u>1,464,300</u>
 DEPRECIATION			
At 1 February 2022	119,541	341,627	461,168
Charge for year	26,926	23,240	50,166
Disposals	<u>-</u>	<u>(5,250)</u>	<u>(5,250)</u>
At 31 January 2023	<u>146,467</u>	<u>359,617</u>	<u>506,084</u>
 NET BOOK VALUE			
At 31 January 2023	<u>845,062</u>	<u>113,154</u>	<u>958,216</u>
At 31 January 2022	<u>757,299</u>	<u>123,402</u>	<u>880,701</u>

6. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31/1/23 £	31/1/22 £
Other debtors	<u>11,762</u>	<u>32,727</u>

Rugby Theatre

Notes to the Financial Statements - continued
For The Year Ended 31 January 2023

7. CURRENT ASSET INVESTMENTS

	31/1/23	31/1/22
	£	£
Unlisted investments	<u>10,000</u>	<u>10,000</u>

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31/1/23	31/1/22
	£	£
Bank loans and overdrafts	9,850	9,850
Trade creditors	10,358	2,784
Taxation and social security	-	-
Other creditors	<u>12,128</u>	<u>5,567</u>
	<u>32,336</u>	<u>18,201</u>

9. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31/1/23	31/1/22
	£	£
Bank loans	2,553	12,608
Other creditors	<u>-</u>	<u>-</u>
	<u>2,553</u>	<u>12,608</u>

10. SECURED DEBTS

The following secured debts are included within creditors:

	31/1/23	31/1/22
	£	£
Bank loans	<u>10,103</u>	<u>22,458</u>

The bank loan is repayable over 10 years commencing in March 2014. Interest is charged at 3.79% above the base rate. The loan is secured by a legal mortgage on the property at 2 Henry Street, Rugby.

Rugby Theatre

Notes to the Financial Statements - continued For The Year Ended 31 January 2023

11. ANALYSIS OF NET ASSETS BETWEEN FUNDS

		Designated	31/1/23	31/1/22
	General fund	funds	Total funds	Total funds
	£	£	£	£
Fixed assets	958,216	-	958,216	880,701
Current assets	158,314	222,545	380,859	439,419
Current liabilities	(32,336)	-	(32,336)	(18,201)
Long term liabilities	(2,553)	-	(2,553)	(12,608)
	<u>1,081,641</u>	<u>222,545</u>	<u>1,304,186</u>	<u>1,289,311</u>

12. MOVEMENT IN FUNDS

	At 1/2/22	Net movement	At 31/1/23
	£	in funds	£
		£	
Unrestricted funds			
General fund	972,077	109,564	1,081,641
Designated funds			
Infrastructure Projects Fund	256,328	(114,689)	141,639
Cyclical Maintenance Fund	<u>60,906</u>	<u>20,000</u>	<u>80,906</u>
Total Designated funds	<u>317,234</u>	<u>(94,689)</u>	<u>222,545</u>
TOTAL FUNDS	<u>1,289,311</u>	<u>14,875</u>	<u>1,304,186</u>

Net movement on funds, included in the above are as follows:

	Incoming	Resources	Transfers	Movement in
	resources	expended		funds
	£	£	£	£
Unrestricted funds				
General fund	193,319	(178,444)	94,689	109,564
Designated funds	—	—	<u>(94,689)</u>	<u>(94,689)</u>
	<u>193,319</u>	<u>(178,444)</u>	<u>—</u>	<u>14,875</u>

Designated Funds

The Infrastructure Projects fund was established in 2014 with the legacy received from Michael Dawes Hill who was, for many years, the theatre's Chief Electrician and Head of Lighting Group. Subsequently, designations have been made in respect of the legacy from Richard [Dick] Walsingham who, for many years, contributed hugely to lighting, sound and special effects and from Paul Gibbs, a life-long member of the theatre, who was active in many aspects of theatre life.

The Cyclical Maintenance fund was established in 2019 to provide for major cyclical repairs. Currently, £20,000 per annum will be transferred to the fund.

13. ULTIMATE CONTROLLING PARTY

The company is controlled by the Board of Trustees.

14. COMPANY LIMITED BY GUARANTEE

The company is limited by guarantee and therefore has no share capital. The liability of each member in the event of wind up is limited to £10.