HALLÉ CONCERTS SOCIETY

(A Charitable Company Limited by Guarantee)

Annual Report and Summary Financial Statements for the year ended 31 March 2012

Company Number 62753 Charity Number 223882

TRUSTEES' REPORT AND SUMMARY FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012

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The full set of audited accounts of which these accounts are a summary version, was approved by the Board of Directors on 11 September 2012 and signed on their behalf by David McKeith and Bernard Knight CBE. The Independent Auditor's Statement was not qualified in any respect. Copies will be filed with the Charity Commissioners and the Registrar of Companies in due course. The full set is available on written request from the Company's registered office.

The Hallé Concerts Society gratefully acknowledges the financial assistance of Arts Council England, Manchester City Council, the Association of Greater Manchester Authorities and Musicians Benevolent Fund.







Supported using public funding by ARTS COUNCIL ENGLAND

REFERENCE AND ADMINISTRATIVE DETAILS

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PATRON	HRH The Countess of Wessex
MUSIC DIRECTOR	Sir Mark Elder CBE
MEMBERS OF THE BOARD	Elected David McKeith Chairman # A. Martin McMillan obe Deputy Chairman * Richard Bailey (resigned 24 October 2011) # \$ Carole Baume # Mike Blackburn (resigned 1 December 2011) Heejae Chae (appointed 5 July 2012) Christine Gaskell MBE (appointed 5 July 2012) Jane Hampson Bernard Knight cbe # * Brandon Leigh (appointed 1 December 2011) * Kathryn Stott David Wertheim (resigned 24 October 2011) * Kerry Wright # Nominated by Manchester City Council Fran Toms Nominated by AGMA Theresa Grant (appointed 25 April 2012) Councillor John Merry cbe (resigned 29 June 2012) Joyce Redfearn cbe (resigned 22 March 2011) Lord Smith of Leigh (appointed 29 June 2012)
	* Member of the Audit Committee # Member of the Nominations & Remuneration Committee \$ Member of the Investment Committee
EXECUTIVE TEAM	John Summers <i>Chief Executive and Company Secretary</i> Valerie Hawkin <i>Finance Director</i>
ORCHESTRAL NOMINEE	Ronald Marlowe
PRESIDENT	Sebastian de Ferranti
VICE PRESIDENT	Edward Pysden
AUDITORS	KPMG LLP, Chartered Accountants, St James' Square, Manchester M2 6DS
SOLICITORS	George Davies and Co LLP, 68 Fountain Street, Manchester M2 2FB
BANKERS	The Royal Bank of Scotland plc, St Ann Street, Manchester M60 2SS
INVESTMENT ADVISERS	Cazenove Capital Management Limited, 12 Moorgate, London EC2R 6DA
COMPANY REGISTRATION NO	

CHARITY REGISTRATION NO. 223882

CHAIRMAN'S REPORT

In writing my third Chairman's report I reflect that the Society is doing At our board strategy day in the spring this year I reflected that, for the first time in over three years since I became Chairman, we now have some certainty over our funding for the next three years.

Following the credit crunch in 2008 we saw an immediate reduction in financial support from many businesses and then consecutive reviews and real reductions in funding from the Arts Council England ("ACE") and more recently the Association of Greater Manchester Authorities ("AGMA"). We recognise that some reductions were inevitable in these tough economic times and we are hugely grateful to those organisations for their continued support. Critically both AGMA and ACE have now committed to our funding levels through to 2015. This is essential for an organisation like the Hallé to be able to plan our activities. The diaries for international artists such as Sir Mark Elder and Markus Stenz and our other conductors and soloists are typically booked up two or three years ahead.

This new level of public funding is below the previous level and so we have had to work hard to control costs and to increase our revenues where possible. This has put a huge and arguably unfair pressure on members of the orchestra and our staff and I am again grateful to them for the supportive and pragmatic way they have approached these discussions.

This pressure on costs has re-emphasised the importance of external fund raising and of building up a more substantial endowment of funds that we can retain to generate income for the Society. So we are very pleased to have been successful in an application to ACE's Catalyst Endowment funding programme. Under this scheme, if we can raise £1m towards increasing our capital endowment over the next three years, then ACE will match that amount. This would increase our capital endowment funds from £3.5m to £5.5m and help to secure the future of the Hallé Orchestra, our ensembles and our education activity.

I am delighted to report that the level of our sponsorship support from the business community for 2011/12 has returned to the level it was in total before the credit crunch in 2008. We are very grateful to all our sponsors and in particular our principal sponsors, Manchester Airport Group, and main sponsors Brother, PZ Cussons and Siemens.

In spite of the difficult economic climate, audiences have continued to support us in increasing numbers this year, both in our home at the Bridgewater Hall and our visits to cities across the UK. Our international reputation is also on a high with tours last year to Cuenca, Madrid and Valencia in Spain and to the Bregenz Festival in Austria. In summer 2012 we visited Spain again and will shortly visit China. The latter involves the Hallé as one of the highlights of the Beijing Festival and we are working closely with the British Council and UKTI on the development of a trade mission to Beijing built around our visit.

Last year we reported on our plans to convert St Peter's church in Ancoats into a permanent rehearsal space for the orchestra and a home for our ensembles. We have had generous support in our fundraising from a number of organisations – notably Viridor Credits and a number of major national trusts. As a result we are confident of being able to raise the full £1.5m required and work begins on the conversion in September. We expect to open the new facility in March next year. However that is only the first phase of what we hope will be a project to create a unique resource for education and ensemble development in a new building alongside the church. We are currently investigating that project and have applied to ACE to support it.

This has of course been a year of fantastic concerts – notably the Beethoven series in Manchester and our performance of Die Walkure in the Manchester International Festival. However the highlight for me was our collaboration with The Royal Exchange Theatre and The Lowry to create a new production of Bernstein's Wonderful Town with the full Hallé Orchestra in the pit every night for a fortnight. It was a "wonderful" production but the dialogue (which changed every night) between the cast on stage and Sir Mark Elder in the pit was alone worth the price of admission.

Our Education programme has reached new heights in the past year. Our 67 education projects during the year had around 38,000 participants, of which over 33,000 were young people. One of the most inspiring recurring programmes is called Hallé4Brass and involves working with inmates at Thorn Cross Young Offenders Institution through the year. A special presentation of the project took place at the European Prison Education Conference and received a standing ovation.

In all these projects the enthusiasm and commitment of our musicians and staff is outstanding. I would like to express my thanks to all of them and to Sir Mark Elder, John Summers and the Board and other trustees for leading the organisation through a challenging but successful year. But most of all, thanks to our members and audience for your continuing support.

Finally, I am very sad to report the recent death of Lord Alf Morris of Manchester. Lord Morris was a long standing trustee of the Hallé Endowment Trust and a committed and regular supporter of the Hallé, who was always keen to offer his assistance wherever possible. His contribution will be sorely missed.

David McKeith Chairman

CHIEF EXECUTIVE'S REVIEW OF THE YEAR

The year began with two concerts at the Cuenca Festival in Spain shortly followed, in a separate tour, by concerts in Valencia and Madrid. The Madrid concert being in the most prestigious series in Spain, with our Mahler symphony being part of a cycle shared with, among others, the Lucerne Festival, Vienna Philharmonic and San Francisco orchestras.

The 10/11 season continued its focus on young international artists which included pianists Martin Helmchen, Polina Leschenko, Sofia Gulyak and Sunwook Kim, violinist Sophia Jaffé, and British violist Lawrence Power.

Engagements in the UK away from Bridgewater Hall held up well in difficult circumstances; and the Hallé's presence remains strong in its resident Cities and in many other series new successes included Perth, Reading and Bath. The Hallé Artistic Planning team took on the programming for Blackburn as well as Sheffield, and we have seen rises in attendances in both venues.

It was difficult to follow the achievement, two years ago, of *Götterdämmerung*, but *Die Walküre*, presented with the substantial financial support of the Manchester International Festival, succeeded. The performances, conducted by Mark Elder, took place over two evenings, preceded by a performance, specially commissioned by the Festival, of a kind of spoken prologue to *The Ring* with orchestral commentary. The BBC broadcast the performance in September and a CD was released at the beginning of this year.

The Hallé gave some of the most successful schools concerts in its history, to packed houses in Nottingham as well as the Bridgewater Hall, bringing the total audience for this kind of event to 16,500 over the season. These concerts are now becoming a regular feature of our year and make a good financial contribution to our income.

Other notable highlights in 10/11 were the Orchestra's visit to the Isle

of Man in July and the appearance at the BBC Proms which, once more, was televised on BBC Four. The season ended with two concerts at the Bregenz Festival in Austria.

For a combination of artistic and financial reasons the 2011/12 season was built around a cycle of Beethoven Symphonies – in composition order with one in each concert. We pointed up the modernism and adventure of Beethoven by accompanying each symphony with a major work written in the last hundred years, and the first featured Stravinsky's iconic *Rite of Spring*. Our targeting of the student population coincided with the end of 'freshers week' and helped to bring in more than 500 students to this concert.

Helen Grime started her tenure as Associate Composer, to succeed Colin Matthews, who now has the title of 'Composer Emeritus'. Further work with the Hallé and the Youth ensembles follows; we have scheduled two new works for coming seasons with development workshops at the beginning of next year.

One significant highlight of the year was a joint concert in the Bridgewater Hall which bought together players from the Orchestra and Hallé Youth Orchestra in a side by side performance of Shostakovich's Fifth Symphony. Many of the principal parts were played by the young players, who all performed astonishingly well.

The end of the financial year saw the major collaboration with the Royal Exchange and Lowry Theatres on Leonard Bernstein's musical *Wonderful Town*, which enjoyed a hugely successful run at the Lowry and glowing reviews. As I write the production has just finished a three-month national tour.

The Hallé was delighted to receive a double *Gramophone* award for Elgar's *The Kingdom* and a CD of Harrison Birtwistle – following last



years double success – as far as we are aware no other orchestra has ever done this.

Education

The most important new development in the year is the Hallé's involvement in the successful bids for the two Greater Manchester Music Hubs – we look forward with great excitement to seeing them develop over the coming years.

Over and above this new development the education programme saw one of its busiest years – with a wide range of projects reaching in excess of 44,000 people.

Particular highlights were:

- a major community arts initiative in the Derbyshire village of Clowne which involved the Hallé working with a variety of villagers from young children to pensioners as part of the celebrations which opened the new Heritage High School school in the village. For this work and for many other education contributions to the Hallé and as Union Steward, Bea Schirmer was awarded the new Salomon Award from the Royal Philharmonic Society and the Association of British Orchestras.
- a new early years programme called Farmer Duck, based on the popular young children's book by Martin Waddell and Helen Oxenbury. This programme supported by the Cooperative has been delivered in nursery settings across the North West region from Alsager to Grasmere, from Bury to Merseyside.
- Hallé4Brass and the Thorn Cross Gamelan performed at the European Prison Education Association Conference which this year was held at the Midland Hotel in Manchester.

Ensembles

The Hallé Youth Orchestra continues its valuable work led by the outstanding young conductor Andrew Gourlay. Apart from the side-byside concert covered above, the orchestra gave a number of concerts – both at The Bridgewater Hall and elsewhere and undertook its annual tour to the Cornwall. The orchestra is continuing its very productive relationship with the Royal Opera House in a new work, which culminated in summer 2012 in a performance in Covent Garden.

The Hallé choirs for young people all experienced excellent recruitment, both in terms of numbers and quality, giving a number of outstanding concerts through the year – with the Orchestra, the other youth ensembles and on their own. Particular highlights were the performance late last spring of Britten's *Spring* Symphony, the Christmas concerts, Holst's *Hymn of Jesus* and *The Apostles* – which has been released on CD this summer. The Hallé Youth Choir continued its close relationship with Elbow, performing live in Manchester Cathedral for a live Radio 2 broadcast.

All of this activity is free to the youngsters involved and we are very grateful for our sponsors, both individual and corporate, who have provided the support to make the Youth Ensembles so very successful.

The Hallé Choir continues to grow in size and our thanks go to Frances Cooke and the rest of the team for their hugely accomplished leadership of the Choir, which is a very important adjunct to the Orchestra and enables a wide range of repertoire to be undertaken at relatively low cost. My special thanks go to the individual members of the Choir, who give so much of their time and expertise to the Hallé.



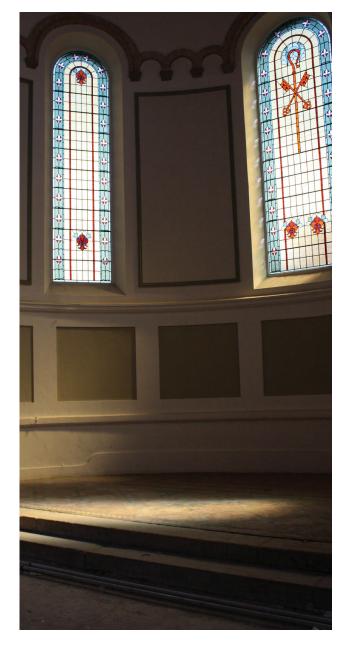
The delivery of St Peter's will make a very significant difference to all of the ensembles – which will finally have a home of their own. The second phase of the project in particular will give them the facilities they need to take maximum advantage of the expertise we are able to offer them through their membership.

Other key developments

There has been a significant increase in digital activity this year. We have engaged a full time media manager who is working across the organisation to develop new stream of output. One of the earliest manifestations of this is the new website, which went live during the year.

We are moving significantly forward with the first phase of St Peter's – agreeing leasehold arrangements and developing capital and business plans and assembling the significant funding needed to allow the project to move forward.

We have set up a Young People's group to participate in the Board's deliberations – with at least one member attending each Board meeting.



The Orchestra

As ever my grateful thanks go to all of our players, who have given so many outstanding performances throughout the year, both on the concert platform and through our educational programme. This year we have welcomed Anya Muston and Peter Liang to the first violins, Ben Hudson to the bassoons and Katy Jones as Principal Trombone. Sadly, after many years of outstanding service, Graham Salvage, stood down as Principal Bassoon this year. We wish him all the best in his future endeavours.

St Peter's, Ancoats

The Hallé has moved forward significantly with the development of St Peter's as a permanent rehearsal space for the Orchestra and its ensembles, which will also offer a valuable facility to other Manchester musical organisations and community groups. It exists at the heart of the Ancoats regeneration area and will provide a real focus for it. Significant funding has been raised for the project and construction is due to begin in September 2012 with the facility due to open early next year. This will mark a significant new phase in the Hallé's development and we believe it will put us on a firmer financial footing in the long term.

Sponsorship and Fundraising

Corporate sponsorship has enjoyed a good year following hard work by the Development Team, with income again increasing from the previous year. We continue to receive significant support from our Principal Sponsor, Manchester Airport, and our Major Sponsors, Brother, Siemens and PZ Cussons and we welcomed new sponsors easyJet, Etihad, Scapa, Individual Restaurant Company and ITC Classics during the last financial year. We launched a very successful capital campaign to raise the income necessary for the refurbishment of St Peter's and achieved significant pledges of support from a number of major national trusts and the Landfill Operator, Viridor Credits. Individual fundraising has remained steady and we are working towards a major public appeal in Autumn 2012. The campaign will be linked to the development of our education programme at St Peters. We continue to develop our work around Arts Based Training and we have been working with Siemens to help them create a company choir.

Our thanks go to all our supporters at every level.

Our Funders

As last year we remain indebted to our funders who themselves faced great challenges with significant reductions in funding from central government. We are hugely grateful for the continued support of the Arts Council, AGMA and Manchester City Council.

The Administration, Board and Trustees

This year presented some very significant challenges to the Board and Administration, particularly as public funding decreased and the economy toughened, and I would like to thank every one of them for the work they have undertaken on the Hallé's behalf. I am particularly grateful for the guidance and support of David McKeith, who has unsparing in his time and expertise as Chairman, and Martin McMillan oBE, Deputy Chairman, who has worked tirelessly to help us raise funds for St Peter's in particular. We were particularly delighted to see his work recognised in the recent birthday honours list.

John Simular 1-

John Summers Chief Executive

TRUSTEES' REPORT

The trustees, who are also directors of the charity for the purposes of the Companies Act, present their annual report and the audited financial statements for the year ended 31 March 2012, in compliance with current statutory requirements, the governing documents and the Statement of Recommended Practice (SORP) - Accounting and Reporting by Charities issued in March 2005.

Reference and administrative details

Details of the registered office, trustees, principal officers and other relevant information are given on page 2.

The Hallé Concerts Society is a company limited by guarantee governed by its Articles of Association as amended and adopted by Special Resolution on 26 October 2009. It is registered as a charity with the Charity Commission.

Structure, governance and management

The Society's Board of Trustees is responsible for its affairs and the Chief Executive reports to the Board on behalf of the Management and Staff. The Board consists of a maximum of 13 members appointed as follows:

Elected:

Nominated by ten members of the Society, unless recommended by the Board

Nominated:

Nominated by Manchester City Council (1) and AGMA (2), appointed by the Board

The Board meets approximately 10 times a year to review strategy and operational performance and to set operating plans and budgets. Day to day management is delegated to the Chief Executive.

The Board has three standing committees with specific areas of responsibility and which make recommendations to the Board:

•Audit Committee – responsible for overseeing the Society's financial reporting, external audit and reviewing the Society's internal control and risk management systems;

- Nominations and Remuneration Committee responsible for reviewing the structure, size and composition of the Board and the trustee bodies of the Society's related trusts, having regard to the balance and mix of skills required, and making recommendations to the Board about any adjustments deemed necessary. Also for setting procedure for recruitment of Board members and other senior appointments, for recommending appointments to the Board and setting the framework for remuneration of senior appointments; and
- Investment Committee responsible for overseeing the investment portfolio of the Society and its related entities.

Other ad hoc committees may also be formed to oversee special projects, including the St Peter's Steering Committee, and their terms of operation are agreed in advance by the Board.

The members of the three standing committees are

Audit Committee

Bernard Knight (Chairman) * Brandon Leigh * Martin McMillan * William Smith (co-optee)

Nominations and Remuneration Committee

Carole Baume (Chairman) * Bernard Knight * David McKeith * Kerry Wright *

Investment Committee

Richard Bailey (Chairman) \$ Val Hawkin Christopher Hirst \$ Edward Pysden \$ Colin Smith \$ Stephen Wood \$

* Member of Hallé Board \$ Trustee of Hallé Endowment Trust

Full terms of reference for the standing committees and short CVs of Board Members are available on the Hallé website www.halle.co.uk

Trustees

All trustees are members of the Society, with the exception of the Nominated trustees, and all trustees have an equal vote and have the statutory duties and obligations of trustees.

All trustees who are members of the Society are guarantors of the Society with a maximum liability of $\pounds 5$.

At each Annual General Meeting the two longest-serving elected Trustees retire from office. If a trustee directly replaces another, that trustee retires at the meeting at which the outgoing trustee would have retired. In accordance with the Articles of Association the following trustees retire by rotation and being eligible offer themselves for re-election:

Bernard Knight

In addition, one trustee, Carole Baume, intends to retire at the AGM and will not offer herself for re-election.

Jane Hampson

The Company Secretary ensures that appropriate induction and training is given to all Board members, for example updates on new charity regulations are provided at trustee meetings. Each new trustee is provided with a pack of information about the Hallé and their responsibilities as trustees and is given an opportunity for personal meetings with the Chairman and senior management of the Society.

Structure of the Group

The Hallé Concerts Society Group consists of the Hallé Concerts Society, its subsidiary Hallé Promotions Limited and three related trusts: the Hallé Endowment Trust; the Charles Hallé Foundation and the Hallé Concerts Society Sickness and Benevolent Fund, which are aggregated on the basis that they represent branches of the Society.

The Society also has a connected charity, the Terence Judd Trust Fund, which was set up in memory of the pianist, Terence Judd, by his family, who still have an active interest in its activities. The trust funds periodic piano competitions and recitals. This connected charity is not consolidated or aggregated, in accordance with SORP (2005).

Risk management and internal control

The trustees are responsible for ensuring that an effective system of internal financial control is maintained and operated by the Society.

The system can provide only reasonable, and not absolute, assurance that assets are safeguarded, transactions authorised and properly recorded, and that material errors or irregularities are either prevented or detected within a timely period.

The system of internal financial control is based on a framework of regular management information; administrative procedures, including the segregation of duties; and a system of delegation and accountability.

In particular it includes:

• A comprehensive budgeting system, with a strategic plan and an annual

budget, which is reviewed and agreed by the trustees;

- Regular reviews by the trustees of periodic and annual financial reports, which indicate financial performance against approved budget and forecast;
- · Clearly defined capital expenditure control guidelines;
- A review by the Audit Committee of the comments made by the external auditors in their management letter and other reports; and
- Procedures for monitoring progress against the strategic plan.

As part of the monitoring process, the trustees have implemented a risk management strategy, which comprises:

- Regular review by Management and an annual review by the Board of the risks which the Society may face and actions taken to mitigate identified risks (last review completed in May 2012);
- The establishment of systems and procedures to mitigate those risks identified; and
- The implementation of procedures designed to minimise any potential impact on the charity should any of those risks materialise.

The trustees consider the major risks facing the Society are:

- Uncertainty created by the current economic climate;
- Continued pressure on public funding;
- An inability to maintain artistic momentum;
- The threat of reduced income from box office, engagements and donors;
- Underfunding of the Hallé Concerts Society Retirement Benefit Scheme, which was closed to future benefit accrual in July 2006; and
- Those related to the St Peter's project: cost overruns, failure to raise sufficient funding and diversion of focus from core business. The Project Steering Committee is overseeing the risk management of this major initiative.

Objectives and activities of the Society

The object of the Society, as stated in its Articles, is to promote the study, practice and knowledge of the art of music in the United Kingdom and elsewhere by the giving and arrangement of concerts, and other such means as is thought fit including, without limitation, performances of the Hallé Orchestra at the Bridgewater Hall, Manchester for the benefit of the public generally. Its mission is to be one of the World's most important symphony orchestras and to make a distinctive contribution to promoting Manchester as a significant European cultural centre.

The Society's strategy to achieve its charitable objectives is to undertake the following major activities:

- Promoting concerts by the Orchestra and by other artists and ensembles in Manchester as the principal resident orchestra at the Bridgewater Hall, performing a wide range of music for diverse audiences including concerts for schools and family concerts;
- Performing concerts throughout the United Kingdom including residencies in Nottingham and Sheffield, appearances at major arts festivals such as the BBC Proms and Edinburgh together with regular engagements in Leeds, Bradford, Derby, Hanley, Lincoln and others;
- Concert performances overseas in association with local promoters, acting as a cultural ambassador for the Manchester City region;
- The production of highly acclaimed recordings issued on the Hallé's own label;
- Regular broadcasts for radio, television, the internet and other digital media;
- An extensive and award-winning education programme in Greater Manchester and elsewhere working with over 30,000 children and young people; and
- Running the Hallé Choir, an unpaid chorus of around 150 singers, together with the Hallé Youth Orchestra and Choir and Hallé Children's

Choir which all perform both individually to combined audiences of around 20,000 people as well as with the Hallé Orchestra and other ensembles.

Public Benefit

In shaping the objectives for the year and planning the Society's activities, the trustees have considered the Charity Commission's guidance on public benefit, including the guidance on public benefit and fee charging. The Society relies on grants, donations, sponsorship, engagement fees and income from sale of tickets to cover its operating costs. In setting the level of ticket prices and concessions, the trustees give careful consideration to the accessibility of the Hallé to those on low incomes and with special needs. A special scheme for students provides them with access to heavily discounted tickets.

Schemes are in place to encourage attendance from those who would not ordinarily have access to concerts. The Hallé offers free tickets and programmes, as well as advice and support to diverse groups including homeless young people and those supported by Manchester City Council's Valuing Older People initiative.

Charges for Education and Outreach work also have regard to ensuring those activities are accessible to the widest possible community, whatever their means. Membership of the youth and children's ensembles is free and, with the generous aid of our supporters, bursaries are available to help the less well-off members. The extent of our outreach work is described in more detail in the Chief Executive's Review of the Year and on the Hallé website. The website also makes video and audio content available, free of charge, to users across the world.

Achievements, performance and financial review

The Group's accounts have been prepared in accordance with Statement of Recommended Practice (SORP) issued in March 2005.

The Statements of Financial Activities for the Group and the Society are set out on pages 18 and 19 and the consolidated and aggregated summary income and expenditure of the Group is given on page 17. A full review of the Society's activities and achievements is set out in the Chairman's Statement and the Chief Executive's Review of the Year, which has been approved by the trustees.

Overall financial review

In an uncertain economic climate the Hallé did well to generate a net surplus of £123,000 (2011: £302,000 deficit before exceptional VAT refund and pension scheme past service credit) despite a reduction in Arts Council funding and standstill funding from AGMA and Manchester City Council. The Board had anticipated the impact of both these cuts and increased costs through higher rates of VAT and National Insurance and a thorough review of the operation led to a planned reduction in core operating costs. Box office income held up well and engagements continue to be a very significant contributor to the bottom line.

The balance on all the group's funds before the pension scheme liability stood at \pounds .1m (2011: £5.5m).

The Society's key financial objective is to ensure financial stability and continued solvency year on year so it can pursue its artistic aims and objectives. As described in more detail below, the confirmation of our revenue grants for the next three years from our most significant funders gives more certainty to our revenue projections. The Society's forecasts and projections show that, taking account of reasonably possible changes in income, the Society will be able to meet all its liabilities as they fall due and the deficit on unrestricted funds of the Society is not a cause for concern for the short to medium term. This situation is underpinned by the commitment of the Custodians of the Hallé 2058 Foundation, that while they have the assets to do so, they will endeavour to ensure the Society is a going concern.

After making enquiries, and having considered current cash resources and the availability of reserves within the Society, as well as modelling different potential future funding scenarios, the trustees have a reasonable expectation that the Society and the Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Income

Box office income at the Bridgewater Hall amounted to £1,597,000 (2011: £1,595,000). The Society's pricing policy reflects its commitment to make its work accessible to all members of the community, whatever their means, and offers concessions and discounts to appropriate groups. During the year a number of schemes have been run to offer free or heavily discounted tickets to disadvantaged groups who would not normally attend concerts.

Engagement income increased by almost $\pounds400,000$ as a result of the Hallé's involvement in Manchester International Festival and the significant increase in 'Come & Play' concerts for children.

Following significant cuts to its own budget and a comprehensive review of its funded organisations, in common with other comparable National Portfolio organisations, the Hallé's grant was reduced by 6.9 percent from £2,225,000 to £2,072,000 for the year with modest increases due for the next two years. AGMA also undertook a comprehensive review of its portfolio and eventually confirmed its funding at a standstill level of £821,000 for the next three years. Manchester City Council's grant was also frozen at the same level as last year.

Fundraising particularly through donations and similar continued to grow from $\pounds 655,000$ in 2011 to $\pounds 1,134,000$ this year.

Total incoming resources amounted to £8.4m (2011: £8.8m including £1.1m exceptional VAT refund).

Expenditure

A full analysis of expenditure on charitable activity is given in note 6. Total resources expended before FRS 17 pension charges amounted to £7.8m (2011: £7.8m).

Subsidiary and Branches

The Society's wholly owned subsidiary, Hallé Promotions Limited, did not trade during the year.

The Hallé Concerts Society Sickness and Benevolent Fund, which is a charity linked by a Charity Commission Uniting Direction, holds investments, which, at the discretion of the Society, may be applied to assist employees of the Society who are in temporary distress through poverty or sickness. The income from this fund has traditionally been used to meet the costs of physiotherapy treatment and similar expenses. In the year this Fund received investment income and bank interest of £14,400 (2011: £16,000) and paid beneficiaries £14,000 (2011: £13,000). Funds from the Sickness and Benevolent Fund are treated as restricted funds for the purposes of the aggregated Statement of Financial Activities.

Fundraising

A brief review of the activities of the Charles Hallé Foundation and the Hallé Endowment Trust, which raise funds in support of the Society's activities, and which are both separately constituted charities with their own trustee bodies, is set out below.

The Charles Hallé Foundation holds funds raised from public donation,

legacies and fundraising events. These funds are applied, at the discretion of the Foundation trustees, to fund projects by the Society, which would not otherwise be funded from core grant income. In the year the Charles Hallé Foundation received £322,000 in donations and legacies (2011: £230,000), raised £32,000 (2011: £31,000) net through fundraising events and received £500 (2011: £1,000) bank interest. Funds of £349,000 (2011: £264,000) were transferred to the Society to support educational and other projects. Total funds at 5 April 2012 were £41,000 (2011: £40,000).

The Hallé Endowment Trust holds long-term investments, the income from which is available to the Society, at the discretion of the Endowment trustees, to further the education of the general public in the study, appreciation and practice of music and the allied arts through supporting the activities of the Society.

During the year the Hallé Endowment Trust received restricted income of £170,000 (2011: £176,000), and £160,000 was transferred to the Society (2011: £170,000). In addition the Trust received donations and legacies of £121,000 (2011: £5,000), which were added to the capital of the Endowment which stood at £3,521,000 at 31 December 2011 (2010: £3,150,000). Following the trust's year end a significant legacy of £150,000 was received from the late Geoffrey Robinson for the Catalyst Endowment Fund (explained in more detail in Plans for future periods on page 14).

The Hallé 2058 Foundation funds are administered by a panel of Custodians and are treated as restricted funds for the purposes of the Statement of Financial Activities. The fund includes monies raised by the Hallé Appeal and supplements the core funding of the Society by supporting the following objectives.

The fund will strive to support the Society's artistic and educational programmes and initiatives such as the Hallé's Youth and outreach activities including, inter alia, the Hallé Youth Orchestra, Hallé Youth and children's Choirs and the Hallé Assistant Conductor programmes together with any new initiatives and developments in this area.

It also aims to:

- support both the Hallé international touring and its recording programmes thus furthering the Hallé's worldwide reputation;
- · commission the writing of new work;
- assist in the purchase of musical instruments or other specialist equipment; and
- support any collaborative projects with other artistic institutions in the field of promotion of education and music.

During the year the fund received donations of £170,000 (2011: £234,000) and total fund balances at 31 March 2012 were £1,294,000 (2011: £1,132,000).

Significant changes in fixed assets

The musical instrument held by the Hallé Endowment Trust was professionally revalued on an open market basis at 30 November 2011, representing an increase of £215,000 on the net book value at that date. Leasehold additions of £99,000 were incurred on the St Peter's project.

Investment Policy

An Investment sub-committee reviews the investment strategy and performance of the Society and its related entities. The management of the group's investment portfolios is vested in Cazenove Capital Management Ltd. and the following investment policies and strategic asset allocations have been adopted by the trustees of the individual trusts. Cazenove have discretion to act within certain benchmark ranges. The investment policy for the Hallé Endowment Trust is to maximise income. The policy of the other funds is to balance income with capital growth. During the year, Cazenove began a diversification of the portfolios to reduce the exposure of the Endowment Trust to corporate bonds and permanent interest bearing securities and to diversify holdings in common investment funds for all portfolios.

It was agreed following a review of the strategy that the long-term strategic asset allocations, parameters and benchmarks would be as follows.:

Hallé Endowment Trust

Sti	rategic		
allo	ocation	Range	Benchmark
Bonds	50%	40%-70%	FTSE All Stocks Index
UK Equities	20%	10%-30%	FTSE All Share Index
International equities	15%	5%-25%	FTSE World ex UK
Property and alternatives	10%	0%-20%	IPD Balanced PUT Index
Cash	5%	0%-20%	7 Day LIBID

Other portfolios

S	trategic		
al	location	Range	Benchmark
Bonds	40%	30%-50%	FTSE All Stocks Index
UK Equities	30%	20%-40%	FTSE All Share Index
International equities	20%	10%-30%	FTSE World ex UK
Property and alternative	s 5%	0%-20%	IPD Balanced PUT Index
Cash	5%	0%-20%	7 Day LIBID

There are no restrictions on the trustees' power to invest and the trustees have not adopted an ethical investment policy in order that their flexibility to invest is not restricted.

Property investments are in the Cazenove Charities Property Fund and alternatives are in Ruffer Portfolio Funds.

Reserves

The trustees have reviewed the reserves of the Group and of the Society, which are detailed in notes 17 to 19 and in the light of difficult economic circumstances and cuts in public funding agreed the following policy which is predicated on the basis that significant additional contributions are not required by the defined benefit pension scheme over the next four years.

It was acknowledged that the reserves held in the 2058 Foundation had been given for specific purposes to support developmental activity and were overseen by a panel of Custodians.

It was agreed that the annual operating deficit, before any investment from restricted reserves held by the Hallé 2058 Foundation, should be no more than £250k and the level of those reserves should not fall below £1 million over the period of the plan, equivalent to 4 year's investment. At 31 March 2012 those reserves amounted to £1,295,000 (2011: £1,132,000). It was further agreed that provided outcomes were not worse than target, any surplus in excess of the minimum balance could be invested in artistic projects.

The policy will be in place for the period of the Society's current business plan and will be revisited at the end of that four-year period.

As reported in previous years, the recognition of the defined benefit scheme pension liability under FRS 17 clearly has a major impact on the reported unrestricted reserves of the Group and the Society. This liability is updated annually to reflect market conditions and other actuarial assumptions. The liability at 31 March 2012 was calculated as

£5,236,000 (2011: £5,620,000). Although this is significant, it does not mean that an immediate liability for this amount crystallises, and does not have an immediate cash flow impact on the charity.

The most recent actuarial valuation was carried out as of 31 March 2011. Valuations are undertaken every three years and the next triennial actuarial valuation will be as of 31 March 2014. Following the latest valuation, in negotiation with the trustees of the pension fund and following professional advice, the Society has agreed a recovery plan with the trustees to eliminate the Scheme deficit by October 2031 and to ensure the benefits accrued by members of the Scheme are secure.

Unrestricted fund balances at 31 March 2012, excluding the pension liability, showed an accumulated surplus of £400,000 (2011: surplus of £647,000). The restricted funds of £2,003,000 (2011: £1,664,000) were given for specific purposes and are unable to contribute to the pension fund deficit. Although the trustees are content that taking account of the level of grants receivable and the requirement each year to match income and expenditure and avoid accumulating a deficit, the future cash flow projections enable the Group to meets its obligations as they fall due, the trustees consider it important that a higher level of free reserves be built up. Last year's one-off VAT refund has been invaluable in helping the Society cope with income uncertainties arising from the current economic climate but the Trustees are resolved that the Society must balance its income and expenditure on an ongoing basis longer-term and cost cutting measures have been implemented, where possible without compromising artistic quality.

Plans for future periods

A major concern for the trustees continues to be the Society's ongoing financial sustainability given the current uncertain economic climate and significant cuts to public funding. In May 2011 the trustees adopted a new four-year business plan to cover the period through to 2014/15. This sets out the key activities and priorities for the Society and the trustees will measure progress against this over the period. The confirmation of revenue grants from both the Arts Council and AGMA through to 2014/15 has removed a great source of uncertainty.

The 2012/13 season is varied and ambitious while recognising the financial constraints under which the Hallé must operate. Wagner's centenary will be celebrated with the third act of 'Die Meistersinger' involving musicians and singers not just from the Hallé and its ensembles but also young singers from the Royal Northern College of Music, Chetham's School of Music and the University of Manchester. A full programme of concerts is planned at the Bridgewater Hall and touring engagements in the UK and overseas including a planned visit to Brisbane Festival.

Having appointed a new Associate Composer, Helen Grime, last year, we are looking forward to performing a newly commissioned work.

Our education programme will continue to work closely with Greater Manchester's music services and with individual schools and community groups to reach children, young people and disadvantaged groups across the region. The Hallé is a strategic partner in the newly formed GM Music Hub and a delivery partner in the Manchester Hub. In addition we will further develop the Hallé youth and children's ensembles and the work of the Hallé Choir described in more detail in the Chief Executive's review of the year.

As reported elsewhere, St Peter's, Ancoats, will be open as a rehearsal and recording venue and home for the Hallé ensembles and for use by community and other groups early in 2013. We plan to develop a second phase for this project to deliver a new build extension to the existing church to house education and workshop facilities with a focus on a

TRUSTEES' REPORT

centre for the voice and will develop plans and a business case to support this.

We will continue to develop our use of new digital media to give wider access to our activities, develop deeper engagement with our current supporters and to reach new ones.

We have been successful in our application to the Arts Council's Catalyst Endowment scheme, a scheme supported by the Arts Council, the DCMS and the National Lottery to support philanthropic giving. The Hallé Endowment trust will be the recipient of the Catalyst Endowment Fund and will hold that fund as a separate endowment fund within its accounts. The income of the Catalyst endowment Fund will be used to support the Society's educational activity at St Peter's, Ancoats and its undertaking of more ambitious large-scale artistic projects not funded by other funding agreements.

The Arts Council will make a grant of a maximum of £1million to the Catalyst Endowment fund over the three years to July 2015, providing the Society raises equivalent match funding for the fund.

Statement of responsibilities of the Trustees of the Hallé Concerts Society in respect of the Trustees' annual report and the financial statements

The trustees are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the trustees to prepare financial statements for each financial year. Under that law they are required to prepare the group and parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and charitable company and of the group's excess of income over expenditure for that period. In preparing each of the group and charitable company financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the charitable company will continue its activities.

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.

The trustees are responsible for the maintenance and integrity of the corporate and financial information included on the charitable company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to independent auditors

The trustees who held office at the date of approval of this trustees' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each trustee has taken all the steps that they ought to have taken as a trustee to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

In accordance with Section 485 of the Companies Act 2006, a resolution for the reappointment of KPMG LLP as auditors of the Charitable Company will be proposed at the Annual General Meeting, together with a resolution empowering the trustees to fix their remuneration.

By Order of the Board David McKeith Chairman and Trustee 11 September 2012



We have examined the summary financial statement of Hallé Concerts Society for the year ended 31 March 2012 set out on pages 17 to 29.

This statement is made solely to the charitable company's members, as a body, in accordance with section 427 of the Companies Act 2006. Our work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in such a statement and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company and the charitable company's members as a body, for our work, for this statement, or for the opinions we have formed.

Respective responsibilities of trustees and auditor

The board of trustees, who are also the directors of Hallé Concerts Society for the purposes of company law, are responsible for preparing the Summary Financial Statements in accordance with applicable United Kingdom law.

Our responsibility is to report to you our opinion on the consistency of the summary financial statement within the Summary Financial Statements with the full annual financial statements and the trustees' annual report and its compliance with the relevant requirements of section 427 of the Companies Act 2006 and the regulations made there under. We also read the other information contained in the Summary Financial Statements and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the summary financial statement.

Basis of opinion

We conducted our work in accordance with Bulletin 2008/3 The auditor's statement on the summary financial statement in the United Kingdom issued by the Auditing Practices Board. Our report on the charitable group's full annual financial statements describes the basis of our opinion on those financial statements and the trustees' annual report.

Opinion on summary financial statements

In our opinion the summary financial statement is consistent with the full annual financial statements and the trustees' annual report of Hallé Concerts Society for the year ended 31 March 2011 and complies with the applicable requirements of section 427 of the Companies Act 2006 and the regulations made there under.

Stephen Dunn (Senior Statutory Auditor) for and on behalf of KPMG LLP, Statutory Auditor Chartered Accountants St James' Square Manchester M2 6DS

11 September 2012

CONSOLIDATED AND AGGREGATED SUMMARY INCOME AND EXPENDITURE ACCOUNT FOR THE YEAR ENDED 31 MARCH 2012

		Before exceptional items	Exceptional items	Total
	2012 £'000	2011 £'000	2011 £'000	2011 £'000
Gross income from charitable operations VAT refund	8.301	7,695 -	- 1,092	7,695 1,092
Total income from continuing operations Total expenditure for continuing operations (excluding FRS 17 pension costs)	8.301 (7.814)	7,695 (7,769)	1,092 -	8,787 (7,769)
FRS 17 past service credit	-	-	1,351	1,351
Surplus on ordinary activities for the year before transfers and asset disposals	487	(74)	2,443	2,369
Profit on disposal of fixed assets	2	-	-	-
Profit on disposal of investments	27	-	-	-
Net income before interest and charges	516	(74)	2,443	2,369
Finance cost of defined benefit pension scheme	(222)	(231)	-	(231)
Net income after interest and charges	294	(305)	2,443	2,138
Transfer from endowment funds	(171)	3	-	3
Net surplus for the year	123	(302)	2,443	2,141
Dealt with by: The Society Subsidiary company and related trusts	119 4	(283) (19)	2,443	2,160 (19)
	123	(302)	2,443	2,141

• Total income comprises £7,696k for unrestricted funds and £605k for restricted funds. A detailed analysis of income and expenditure is provided in the Statement of Financial Activities on page 15.

- Income and expenditure totals are shown after eliminating inter-group transactions.
- Exceptional items comprise the VAT refund for overpaid VAT arising from the Society's claim for cultural exemption from VAT and the FRS 17 pension past service credit which are both non-recurring items.
- A detailed analysis of expenditure is provided in the Statement of Financial Activities and notes 4 and 5.
- The Group had no recognised gains or losses other than the surplus in both the current and preceding years and the movements in other recognised gains and losses as shown in the Statement of Financial Activities.
- In both the current and preceding years the surplus calculated on an historical cost basis is not materially different from the reported results as above.
- The Summary Income and Expenditure Account is derived from the Statement of Financial Activities on page 15 which, together with the notes to the accounts on pages 19 to 24, provides full information on the movements during the year on all funds of the Group.

• During the year, the Group has neither discontinued any of its operations nor acquired any new ones.

The notes on pages 19 to 24 form part of these accounts.

CONSOLIDATED AND AGGREGATED STATEMENT OF FINANCIAL ACTIVITIES FOR THE YEAR ENDED 31 MARCH 2012

	Note	Unrestricted Funds 2012 £'000	Restricted Funds 2012 £'000	Endowment Funds 2012 £'000	Total 2012 £'000	Total 2011 £'000
Incoming resources		2000	2 000	2,000	2000	2000
Incoming resources from generated funds:						
Voluntary income Activities for generating funds	1 2	3,884 481	415	122	4,421 481	4,153 470
Investment income	L	9	190	-	199	206
Incoming resources from charitable activities:					0.000	0.070
Orchestral activity and education VAT refund	3	3,322	-	-	3,322	2,870 1,092
Other incoming resources:						1,072
Gain on disposal of fixed assets	2	-	-	2	-	
Total incoming resources		7,698	605	122	8,425	8,791
Resources expended Costs of generating funds:						
Costs of generating voluntary income	4	338	-	-	338	361
Investment management expenses		-	8	-	8	7
Charitable activities	5	7,307	104	-	7,411	7,212
Governance costs		51	5	-	56	188
Other resources expended						
Pension finance costs		222	-	-	222	231 (1,351)
Pension past service credit		-		-		.,
Total resources expended		7,918	117	-	8,035	6,648
Net incoming resources before transfers		(220)	488	122	390	2,143
Transfers between funds	8	10	(181)	171	-	-
Net incoming resources before other recognised gains and losses		(210)	307	293	390	2,143
Other recognised gains and losses Gains on revaluation of fixed assets		-	-	219	219	65
Gains on investment assets		1	32	8	41	125
Actuarial gain/(loss) on defined benefit pension scheme		346	-	-	346	(1,337)
Net movement of funds		137	339	520	996	996
Reconciliation of funds						
Total funds brought forward at 1 April		(4,973)	1,664	3,176	(133)	(1,129)
Total funds carried forward at 31 March		(4,836)	2,003	3,696	863	(133)

All incoming and outgoing resources derive from continuing operations. The Group has no gains and losses other than those recognised in this Statement of Financial Activities.

The accompanying notes form part of these financial statements.

CHARITABLE COMPANY STATEMENT OF FINANCIAL ACTIVITIES FOR THE YEAR ENDED 31 MARCH 2012

	Note	Unrestricted Funds 2012 £'000	Restricted funds 2012 £'000	Endowment Funds 2012 £'000	Total 2012 £'000	Total restated 2011 £'000
Incoming resources Incoming resources from generated funds: Voluntary income Activities for generating funds Investment income	1 2	4,071 413 9	415 - 6	-	4,486 413 15	4,351 405 14
Incoming resources from charitable activities: Orchestral activity and education VAT refund	3	3,322	-		3,322	2,870 1,902
Other incoming resources: Gain on disposal of fixed assets	2	-	-	2	-	
Total incoming resources		7,817	421	-	8,238	8,732
Resources expended Costs of generating funds: Costs of generating voluntary income	4	303	-	-	303	315
Charitable activities	5	7,452	90	-	7,542	7,189
Governance costs		51	2	-	53	185
Other resources expended Pension finance costs Pension past service credit		222	-	-	222	231 (1,351)
Total resources expended		8,028	92	-	8,120	6,569
Net incoming resources before other recognised gains and losses		(211)	329	-	118	2,163
Other recognised gains and losses						
Gains on investment assets		1	-	-	1	2
Actuarial gain/(loss) on defined benefit pension scheme		346	-	-	346	(1,337)
Net movement of funds		136	329	-	465	828
Reconciliation of funds						
Total funds brought forward at 1 April		(5,013)	1,318	42	(3,653)	(4,481)
Total funds carried forward at 31 March		(4,877)	1,647	42	(3,188)	(3,653)

All incoming and outgoing resources derive from continuing operations. The charitable company has no gains and losses other than those recognised in this Statement of Financial Activities.

The accompanying notes form part of these financial statements.

CONSOLIDATED AND AGGREGATED AND CHARITABLE COMPANY BALANCE SHEETS AT 31 MARCH 2012

Fixed assets	Notes	Group 2012 £'000	Group 2011 £'000	Company 2012 £'000	Company 2011 £'000
Tangible assets Investments		678 3,498	391 3,369	279 83	209 71
		4,176	3,760	362	280
Current assets Stocks Debtors Cash at bank and in hand		3 900 2,305	3 835 2,219	3 1,331 1,766	3 1,514 1,490
		3,208	3,057	3,100	3,007
Liabilities: Creditors: amounts falling due within one year		(1,285)	(1,330)	(1,414)	(1,320)
Net current assets		1,923	1,727	1,686	1,687
Total assets less liabilities excluding pension liability		6,099	5,487	2,048	1,967
Pension liability	10	(5,236)	(5,620)	(5,236)	(5,620)
Total assets less liabilities including pension liability		863	(133)	(3,188)	(3,653)
Capital funds Endowments	8	3,696	3,176	42	42
Income funds Restricted funds	9	2,003	1,664	1,647	1,318
Unrestricted funds: Non-charitable funds Other charitable funds Pension reserve		5 395 (5,236)	5 642 (5,620)	- 359 (5,236)	- 607 (5,620)
	10	(4,836)	(4,973)	(4,877)	(5,013)
Total Funds		863	(133)	(3,188)	(3,653)

These financial statements were approved by the Board of Trustees on 11 September 2012 and signed on its behalf by

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David McKeith Chairman

Bernard Knight Chairman of Audit Committee

CONSOLIDATED AND AGGREGATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2012

	2012 £'000		2011 £'000
Cash inflow from operating activities	89		943
Return on investments and servicing of finance	199		206
Capital expenditure and financial investment	(202)		(170)
Increase in cash in the year	86		979
	2012		2011
Notes to the group cash flow statement	2012 £'000		£'000
Reconciliation of net incoming resources to net cash inflow from operating activities	2,000		2000
Net incoming resources	390		2,143
Depreciation charge	46		37
(Increase)/decrease in debtors	(65)		442
(Decrease) in creditors	(45)		(98)
(Decrease) in pension fund liability	(38)		(1,375)
Interest received	(9)		(8)
Investment income	(190)		(198)
Net cash inflow from operating activities	89		943
Return on investments and servicing of finance			
Interest received	9		8
Dividends received	190		198
Net cash inflow from returns on investments	199		206
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets	(114)		(122)
Receipts from sales of tangible fixed assets	2		
Payments to acquire fixed asset investments	(1,521)		(48)
Receipts from sales of fixed asset investments	1,433		-
Net cash outflow from capital expenditure and financial investment	(202)		(170)
Reconciliation of net cash flows to movement in net funds			
Increase in cash in the year	86		979
Net funds at 1 April	2,219		1,240
Net funds at 31 March	2,305		2,219
Analysis of changes in net funds	At 1 April	Cash flow	At 31 March
	2011	C'000	2012
	£'000	£'000	£'000
Cash in hand and at bank	2,219	86	2,305

NOTES TO THE ACCOUNTS

(forming part of the financial statements)

1. Voluntary income

Grants receivable	Group 2012 £'000	Group 2011 £'000	Company 2012 £'000	Company 2011 £'000
Revenue grants receivable:				
Arts Council England	2,072	2,225	2,072	2,225
Association of Greater Manchester Authorities	821	821	821	821
Manchester City Council	394	394	394	394
	3,287	3,440	3,287	3,440
Project grants receivable				
Sing Up Area Leader	-	58	-	58
Total grants receivable	3,287	3,498	3,287	3,498
Donations and similar income				
Hallé Endowment Trust	122	5	160	170
Charles Hallé Foundation	322	230	349	263
Terence Judd Trust Fund	3	3	3	3
Fundraising donations and legacies	462	123	462	123
Hallé Appeal/2058 Foundation	170	234	170	234
Membership subscriptions	55	60	55	60
Total donations and similar income	1,134	655	1,199	854
	4,421	4,153		

2. Activities for generating funds

	Group 2012 £'000	Group 2011 £'000	Company 2012 £'000	Company 2011 £'000
Sponsorship and other income				
Corporate sponsorship	336	323	336	323
Fundraising events	68	65	-	-
Other income	77	82	77	82
Total activities for generating funds	481	470	413	405

3. Incoming resources from charitable activities

	Company	Company
	2012	2011
	£'000	£'000
Orchestral concerts and related work		
Box office income (Manchester promotions)	1,597	1,595
Engagement income	1,155	764
Overseas touring	204	83
Broadcasts, recordings and other income	146	 233
	3,102	2,675
Education and Outreach	220	195
	3,322	2,870

Group and

Group and

NOTES TO THE ACCOUNTS

(forming part of the financial statements)

4 Costs of generating voluntary income - fundraising

	Group	Group	Company	Company
	2012	2011	2012	2011
	£'000	£'000	£'000	£'000
Fundraising salary & administration costs	249	262	249	262
Campaign & event costs	34	45	-	-
Allocated support costs	55	54	54	53
	338	361	303	315

5 Costs of charitable activity

5 Costs of charitable activity					
	Unrestricted	Restricted	Endowment	Total	Total
	funds	funds	funds		
	2012	2012	2012	2012	2011
Group	£'000	£'000	£'000	£'000	£'000
Orchestral concerts and related work					
Orchestra, related staff and other costs	3,820	-	-	3,820	3,853
Conductors and soloists	705	-	-	705	682
Augmenting extra players	140	-	-	140	118
Overseas tours	193	-	-	193	66
Travel and subsistence	153	-	-	153	133
Hall hire	611	-	-	611	615
Sundry concert costs	162	-	-	162	72
Music and instrument hire	65	-	-	65	52
Recording costs	45	-	-	45	38
Marketing	362	12	-	374	410
Box office charges	140	-	-	140	142
Programme costs	53	-	-	53	57
Depreciation	11	35	-	46	37
Support costs	410	-	-	410	406
	6,870	47	-	6,917	6,681
Education and Outreach					
Direct Education costs	221	3	-	224	215
Special projects	-	-	-	-	74
Choir, Youth Orchestra, Youth Choir & Children's Choir	162	40	-	202	147
Harmony Youth Orchestra	-	-	-	-	28
Support costs	54	-	-	54	54
	437	43	-	480	518
Payments to beneficiaries	-	14	-	14	13
Total charitable expenditure	7,307	104	-	7,411	7,212

Special Education and Outreach projects in 2011 comprised Sing Up projects funded by Youth Music through Sing Up, which finished at the end of March 2011.

Company charitable expenditure is analysed overleaf.

5 Costs of charitable activity (continued)

	Unrestricted funds	Restricted funds	Endowment funds	Total	Total
	2012	2012	2012	2012	2011
Company	£'000	£'000	£'000	£'000	£'000
Orchestral concerts and related work					
Orchestra, related staff and other costs	3,820	-	-	3,820	3,853
Conductors and soloists	705	-	-	705	682
Augmenting extra players	140	-	-	140	118
Overseas tours	193	-	-	193	66
Travel and subsistence	153	-	-	153	133
Hall hire	611	-	-	611	615
Sundry concert costs	162	-	-	162	72
Music and instrument hire	65	-	-	65	52
Recording costs	45	-	-	45	38
Marketing	362	12	-	374	410
Box office charges	140	-	-	140	142
Programme costs	53	-	-	53	57
Depreciation	11	35	-	46	32
Support costs	405	-	-	405	403
	6,865	47	-	6,912	6,673
Education and Outreach					
Direct Education costs	221	3	-	224	215
Special projects	-	-	-	-	74
Choir, Youth Orchestra, Youth Choir and Children's Choir	162	40	-	202	147
Harmony Youth Orchestra	-	-	-	-	28
Support costs	54	-	-	54	52
	437	43	-	480	516
Legacy transfer to Hallé Endowment Trust Catalyst Endowment Fund	150	-	-	150	-
Total charitable expenditure	7,452	90	-	7,542	7,189

6 Analysis of support costs

	Orchestral work 2012 £'000	Education 2012 £'000	Fundraising 2012 £'000	Governance 2012 £'000	Total 2012 £'000	Total 2011 £'000
Group						
Management and Finance	217	29	29	15	290	293
Office and sundry operational costs	193	25	26	12	256	248
Professional and consultancy fees	-	-	-	28	28	161
	410	54	55	55	574	702
Company						
Management and Finance	217	29	29	15	290	293
Office and sundry operational costs	188	25	25	12	250	243
Professional and consultancy fees	-	-	-	25	25	158
	405	54	54	52	565	694

Professional and consultancy fees in 2011 include fees in connection with the one-off VAT refund.

NOTES TO THE ACCOUNTS

(forming part of the financial statements)

7 (a) Staff numbers and costs

The average number of full-time equivalent employees during the year, analysed by category, was as follows:

	Group and Company	Group and Company
	2012 Number	2011 Number
Orchestral musicians	75	76
Administrative and other non-playing personnel	31	31
	106	107
The aggregate payroll costs of these persons were as follows:		

Group and Group and Company Company 2012 2011 £'000 £'000 Salaries and fees 3,217 3,356 Employers' National Insurance contributions 337 341 Employers' stakeholder pension contributions 263 212 3,817 3,909

7 (b) Remuneration of trustees and employees

The Trustees receive no remuneration nor reimbursement of expenses and derive no financial benefit from their services to the Society.

The number of employees whose emoluments (salaries, benefits in kind and pension contributions) amounted to more than £60,000 during the year was as follows:

	2012	2011
	Number	Number
£60,000-£70,000	1	1
£90,000-£100,000	1	1

The employers' contribution to the Hallé stakeholder pension plan for the above employees was £13,000 (2011: £9,000).

8 Analysis of Endowment Funds

	Group £'000	Company £'000
As at 1 April 2011	3,176	42
Incoming resources	122	-
Gain on revaluation of fixed assets	219	-
Net gain on investments	8	-
Transfers from restricted funds	21	-
Transfers from unrestricted funds	150	-
As at 31 March 2012	3,696	42

Endowments amounting to £42,000 (2011: £42,000) represent the amounts received from members under Article 10 of the Articles of Association.

Funds held in the Hallé Endowment Trust are in respect of public donations received. All endowment funds are in respect of permanent endowments. The transfer of £150,000 from the unrestricted funds of the Society relates to a legacy for the Catalyst Endowment Fund (described in more detail on page 13).

9 Analysis of restricted funds

	At 31 March 2011 £'000	Income £'000	Expenditure £'000	Investment £'000	Transfers £'000	At 31 March 201 £'000
Group						
Fixed asset reserves	179	-	(35)	-	-	144
Education and outreach	5	27	(27)	-	-	5
Warburg Artistic Fund	-	50	-	-	-	50
St Peter's capital fund	-	151	-	-	-	151
Hallé 2058 Foundation	1,132	176	(13)	-	-	1,295
Sickness & Benevolent Fund	325	14	(14)	9	-	334
Charles Hallé Restricted Funds	6	17	(17)	-	-	6
Hallé Endowment Trust	17	170	(11)	23	(181)	18
	1,664	605	(117)	32	(181)	2,003
Company						
Fixed asset reserves	181	-	(35)	-	-	146
Education & outreach	5	44	(44)	-	-	5
Warburg Artistic Fund	-	50	-	-	-	50
St Peter's capital fund	-	151	-	-	-	151
Hallé 2058 Foundation	1,132	176	(13)	-	-	1,295
	1,318	421	(92)	-	-	1,647

All restricted funds are used in line with the original restrictions imposed by the donors.

The fixed asset reserves represent monies provided for capital expenditure which are transferred to the income and expenditure account over the useful life of the assets purchased.

The Education and outreach funds represent funds received in support of specific educational and outreach projects.

The Warburg Artistic Fund represents monies received from the Sir Siegmund Warburg Voluntary Settlement in respect of forthcoming artistic projects. The St Peter's Capital Fund represent monies received to support the conversion of St Peter's, Ancoats into a rehearsal centre and home for the Hallé ensembles.

The Hallé 2058 Foundation Funds represents monies received in support of the fundraising effort for the Hallé's 150th birthday combined with the funds raised by the earlier Hallé Public Appeal. The funds are administered by an independent panel of Custodians and support was given to a number of education and outreach initiatives during the year.

The Sickness and Benevolent Fund and Hallé Endowment Trust funds represents donations and investments held for the restricted distributable purposes of those trusts.

The Charles Hallé Foundation restricted funds represent funds received from a variety of donors for specific educational and outreach projects. Funds include gifts of shares in companies listed on the Alternative Investment Market. Those funds are disclosed in the accounts of the Charles Hallé Foundation.

The following transfers were made in the year from restricted funds:	£'000
Transfer to Society from Hallé Endowment Trust restricted funds Transfer from restricted funds to the capital of the Hallé Endowment Trust	160 21
	181

NOTES TO THE ACCOUNTS

(forming part of the financial statements)

10 Analysis of unrestricted funds

	Group £'000	Company £'000
General funds (excluding pension liability)	£ 000	£ 000
At 1 April 2011	647	607
Income	7,698	7,817
Expenditure before FRS 17 pension charges	(7,696)	(7,656)
Surplus on unrestricted reserves pre FRS 17 pension charges and transfers	2	161
Transfer to Endowment funds	(150)	(150)
Transfer from restricted funds plus gains	161	1
Pension deficit contribution	(260)	(260)
Movement for the year	(247)	(248)
General funds at 31 March 2012	400	359
Pension Liability		
At 1 April 2011	(5,620)	(5,620)
Pension deficit contribution	260	260
FRS 17 pension finance cost	(222)	(222)
Actuarial gains	346	 346
Movement for the year	384	384
At 31 March 2012	5,236	5,236
Total unrestricted funds		
At 1 April 2011	(4,973)	(5,013)
Surplus for the year	137	136
At 31 March 2012	(4,836)	(4,877)

11 Pensions

During the year the Society contributed to a contributory defined contribution (Stakeholder) scheme for its employees which is operated by Standard Life. Employees joining the stakeholder pension contract directly with Standard Life. The Society makes an employer contribution of 5.75% of salary to this scheme (reduced from 7% from 1 November 2011) and just acts as agent in collecting and paying over employee pension contributions.

The Company also paid deficit removal contributions to the closed defined benefit pension scheme detailed below. The following information relates to the group and the company.

Defined benefit pension scheme

The Society's defined benefit pension scheme (the Hallé Concerts Society Retirement Benefits Scheme) which provided benefits based on final pensionable salary, was closed to future accrual of benefits from 1 July 2006. The assets of the Scheme are held separately from those of the Society in a trustee-administered fund. The full actuarial valuation at 31 March 2011 showed a deficit of £4.5m on the Trustees' funding basis.

To make good the deficit the Trustees agreed with the Society a plan to pay off the shortfall requiring the Society to make payments from 1 April 2012 to 31 October 2031 of £265,200 increasing annually in line with the increase in the index of Average Weekly Earnings (non-seasonally adjusted, excluding bonuses) with the first increase applying from 1 April 2013.

From 1 April 2009 to 1 April 2012 employer contributions were at a rate of \pounds 250,000 per annum increasing on 1 April each year in line with the increase in the Average Weekly Earnings Index, until 2033. The Society contributed \pounds 260,000 to the Scheme in the 2011/12 financial year.

12 Post Balance Sheet Event

In August 2012, the Society entered into a contract with City Build worth £837,000 to undertake the development of St Peter's, Ancoats into a rehearsal centre and home for the Hallé ensembles. The work is expected to be completed by March 2013.

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PLAYERS AND ORCHESTRAL CHAIR ENDOWMENTS AT SEPTEMBER 2012

FIRST VIOLINS

Lyn Fletcher Leader Paul Barritt Permanent Guest Leader Sarah Ewins Associate Leader Tiberiu Buta Ian Watson Zoe Colman Peter Liang Alison Hunt † Helen Bridges † Nicola Clark † John Gralak Victor Hayes Michelle Marsh Anya Muston Steven Proctor

SECOND VIOLINS

Catherine Yates Section Leader Philippa Heys Paulette Bayley Julia Hanson Caroline Abbott † Christine Davey † Grania Royce † Elizabeth Bosworth John Purton Hannah Smith

VIOLAS

Timothy Pooley † *Section Leader* Julian Mottram † Tom Beer Piero Gasparini † Robert Criswell † Sue Voysey † Gemma Dunne Sue Baker Chris Emerson Anna Smith

CELLOS

Nicholas Trygstad *Section Leader* Simon Turner Dale Culliford David Petri † Jane Hallett Clare Rowe Julie-Anne Manning Rebecca Harney #

DOUBLE BASSES

Roberto Carrillo-Garcia Section Leader Daniel Storer Yi Xin Han † Beatrice Schirmer Natasha Armstrong Rachel Meerloo

FLUTES Katherine Baker Section Leader Joanne Boddington

PICCOLO

Ronald Marlowe †

0B0ES

Stéphane Rancourt Section Leader Hugh McKenna † Virginia Shaw

COR ANGLAIS Thomas Davey †

CLARINETS Lynsey Marsh Section Leader Rosa Campos-Fernandez

BASS CLARINET James Muirhead †

BASSOON Ben Hudson

CONTRABASSOON Steven Magee

HORNS Laurence Rogers Section Leader Tom Redmond Julian Plummer † Richard Bourn Andrew Maher

TRUMPETS

Gareth Small Section Leader Kenneth Brown † Tom Osborne

TROMBONE Katy Jones Section Leader Roz Davies

BASS TROMBONE Adrian Morris

TUBA Ewan Easton мве

TIMPANI John Abendstern

PERCUSSION David Hext † Section Leader Riccardo Lorenzo Parmigiani Erika Öhman

HARP Marie Leenhardt

KEYBOARD Janet Simpson †

= Associate Member
+ = 20 years' Service Medal

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Sir Mark Elder CBE Mr Martin McMillan OBE and Mrs Pat McMillan

Lyn Fletcher *Terry and Penny Moore*

PERMANENT GUEST LEADER Paul Barritt *In memory of Geoffrey Robinson*

PRINCIPAL GUEST CONDUCTOR Markus Stenz Martin and Jacqueline West

ASSISTANT CONDUCTOR Jamie Phillips *Musicians Benevolent Fund*

PZ Cussons Sir Mark and Lady Elder

FIRST VIOLINS Sarah Ewins Elaine and Neville

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Victor Hayes *Mr M. F. Sheppard*

Catherine Yates Lynne and Bob Spencer Caroline Abbott A. T. Anonymous Paulette Bayley Anonymous on behalf of The Manchester Grammar School Elizabeth Bosworth Mr Peter Copping Robert Taylor Wistaston Opus Group Grania Royce Mr Peter Fairclough Christine Davey Lois and Sidney Risley John Purton In loving memory of Michael Hall

VIOLAS

Robert Criswell *Mrs Ann McLoughlin* Piero Gasparini *Mrs Jane Fairclough* Sue Voysey *Bolton Opus One Group* Chris Emerson *Lisa Sherlock* Tom Beer *Mrs B J Chartres* Anna Smith *John Nickson and Simon Rew* Sue Baker *Patricia in memory of Dr Roger Gillet* **CELLOS**

Nicholas Trygstad Martin and Sandra Stone Simon Turner In memory of Mrs G. E. Whitehead Julie-Anne Manning Anonymous on behalf of The Manchester Grammar School Jane Hallett Professor Sir Netar and Lady Mallick Claire Rowe In loving memory of Dorothy Hall

DOUBLE BASSES

Roberto Carrillo-Garcia Edmundson Electrical I td Beatrice Schirmer In memory of Joyce Tennant Yi Xin Han Stella and the late Harold Millington Natasha Armstrong John and Pat Garside FLUTES Katherine Baker Mr Peter Heath Joanne Boddington Michael and Joyce Kennedy OBOE Hugh McKenna Endowed by the late Lady Evelyn Barbirolli to commemorate the career of her

husband Sir John Barbirolli COR ANGLAIS

Thomas Davey In loving memory of Douglas Crawford

CLARINETS

Rosa Campos-Fernandez *Miss Carol Jackson*

BASS CLARINET James Muirhead Anonymous

CONTRABASSOON Steven Magee Anonymous on behalf of The Manchester Grammar School

HORNS

HORN SECTION IN MEMORY OF ARTHUR BEVAN AND ENID ROPER Laurence Rogers IN MEMORY OF C K Andrews Esq Tom Redmond Ian Simpson and . Io Farrell Julian Plummer Sir John Manduell CBF Richard Bourn Shared Trust TRUMPET Gareth Small Shared Trust TENOR TROMBONE Roz Davies A Dean-Smith Esq BASS TROMBONE Adrian Morris Dr Leo Caprio TUBA Ewan Easton MBE Anonymous on behalf of The Manchester Grammar School

TIMPANI John Abendstern In memory of Alan Glass

PERCUSSION

David Hext Rosemary Whitesman Riccardo Lorenzo Parmigiani Hallé Choir Erika Öhman Mrs R. Russell in loving memory of her husband, Jim Russell RBA HARP

Marie Leenhardt Martin and Jacqueline West

KEYBOARD

Janet Simpson *The Gladys Jones Charitable Trust*

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Val Hawkin * Adrian Goldstone Matthew Wyatt

ARTISTIC PLANNING

Geoffrey Owen * Andrea Stafford

ENSEMBLES

Naomi Benn * Jane Bulpin [PT] Vicki Forrester Jo Pink [PT]

CONCERTS

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EDUCATION

Steve Pickett * Jacqui Dawber † Claire Mattison Carolyn Davis [PT]

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Andy Ryans * Peter Naish [PT] Harriet Hall Elizabeth Barras

ARCHIVE

Eleanor Roberts [PT] Stuart Robinson † [PT]

* = Head of Department † = 20 years' Service Medal PT = Part time

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