

THE WILLIAM SYSON FOUNDATION
(A Charitable Company Limited by Guarantee)

TRUSTEES' ANNUAL REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2022

CT:

THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT

For the period ended 31 December 2022

Legal and administrative information

Trustees

I Arnot
H Cockburn
R Doyle
J E Holloway
M S Morrison
E J Ryder
J W T Syson

Foundation Manager

A E S Syson (until 31 March 2023)

Grant Manager

B Davies

Principal Address

5 Atholl Crescent
Edinburgh
EH3 8EJ

Accountants & Auditors

CT
Chartered Accountants and Statutory Auditor
61 Dublin Street
Edinburgh
EH3 6NL

Legal Advisers

Gillespie Macandrew
5 Atholl Crescent
Edinburgh
EH3 8EJ

Bankers

Handelsbanken
18 Charlotte Square
Edinburgh
EH2 4DF

Investment Managers

abrdrn Capital Ltd
1 George Street
Edinburgh
EH2 2LL

J M Finn
4 Coleman Street
London
EC2R 5TA

THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT

For the year ended 31 December 2022

The Trustees hereby submit their annual report and financial statements for the year ended 31 December 2022. The financial statements have been prepared in accordance with the Charities and Trustee Investment (Scotland) Act 2005, the Charities Accounts (Scotland) Regulations 2006 (as amended) and Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland issued in October 2019.

Objectives and Activities

The William Syson Foundation (the "Charity" or the "Company") is a charity registered in Scotland and a Company Limited by Guarantee.

The Charity's objects are:

- (a) the advancement of the arts, heritage and culture, including (but not restricted to) promoting, developing and ensuring the practice and enjoyment of the arts, including music, the visual arts, theatre and literature as the directors in their absolute and uncontrolled discretion think fit; and
- (b) without prejudice to the forgoing generality, the Charity will have a particular (but not exclusive) focus on Scottish organisations and individuals resident in Scotland.

The Charity fulfils its charitable purpose by:

- i) awarding grants to eligible organisations and individuals for projects and activities that promote the Charity's objects, and monitoring the use of these grants; and
- ii) holding the annual Beatrice Huntington Award for Cellists, with awards in Junior (aged 12-17 years) and Senior (aged 18-22 years) categories.

The Charity funds its grant-making activities from its own resources. The Charity does not undertake fundraising.

Guidelines and application forms for making a grant application to the Charity, can be found on the Charity's website (www.williamsysonfoundation.org.uk).

Grants made by the Charity are subject to terms and conditions (which are available to view on the website), and the Charity reviews the activities of the beneficiaries it supports. Successful applicants must supply a written report of the project or activity supported by the Charity within twelve months of the grant being awarded, including any specific monitoring requests contained in that beneficiary's grant award letter.

THE WILLIAM SYSON FOUNDATION

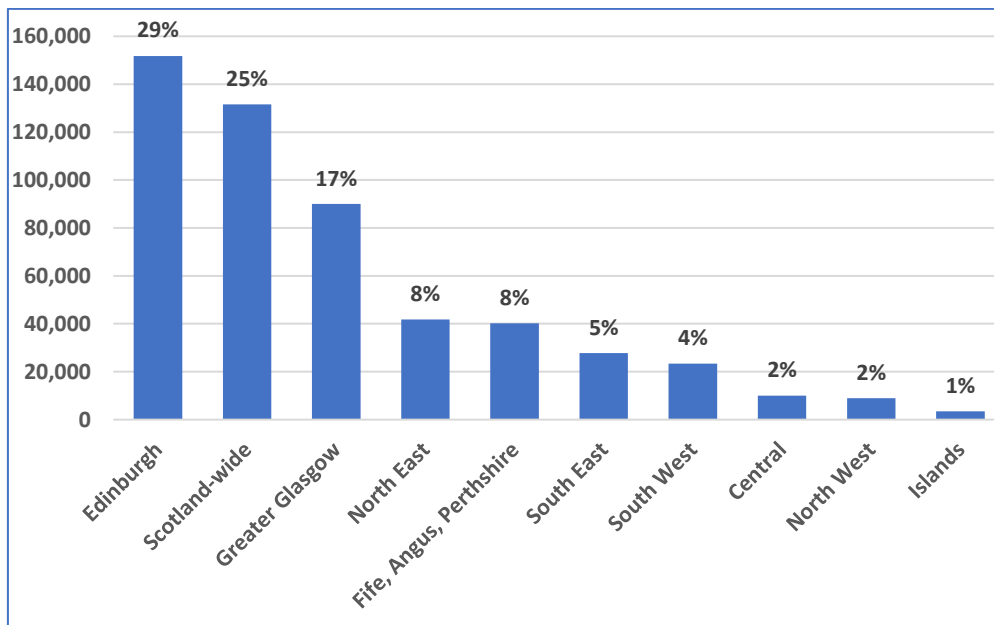
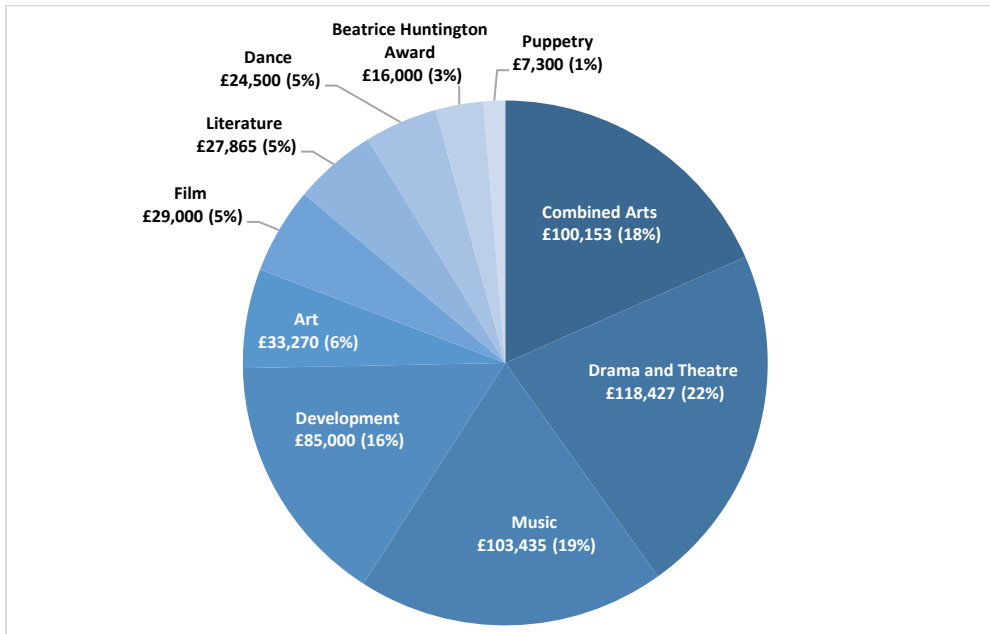
TRUSTEES' ANNUAL REPORT *(cont'd)*

For the year ended 31 December 2022

Achievements and Performance

Review of Grant-Making in 2022:

During 2022 the Charity awarded £544,950 in grants, comprising £528,950 to 93 organisations / individual applicants and £16,000 to prize winners in the Beatrice Huntington Awards for Cellists. A list of recipients can be found in Note 6 to the financial statements.



THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT *(cont'd)*

For the year ended 31 December 2022

Review of Grant-Making in 2022 *(cont'd)*:

In **March** the investment outlook was worsening due to rising inflation and the outbreak of war in Ukraine, while the pipeline of incoming grant applications was extending daily with aggregate quantum of grants requested already exceeding the agreed budget. As a result of these factors the decision was taken to close temporarily to new applications.

In total, **57** awards were made in respect of applications received prior to closure, totalling £346,300, a success rate of **74%**. These included unrestricted funding, project funding and capital (development) funding. The average grant size was **£6,500**. Key reasons for a lack of success include not meeting the published criteria, unclear public benefit, and a lack of clarity in the application.

In **October** the trustees authorised the payment of a further £154,500 as additional assistance to a selection of previous recipients, following significant increases in energy prices through the summer. Recipients were regretfully limited to organisations with staff and premises who were offering ongoing arts activities, and whose last reported income was less than £1,000,000.

The Charity is committed to being transparent as a funder and is now publishing details of awarded grants using the 360giving Data Standard, alongside those of over 150 other funders. Grants awarded in 2022 can now be viewed on 360giving's GrantNav website, which allows for searching, filtering and downloading of funding data. Grants made by the Charity during 2020 and 2021 will be added during 2023.

Recipients of funding are required to report on the use of funds after twelve months or when the project or activity is completed (whichever is sooner). The Charity is interested to see feedback from users, statistics, budgeting, photos, and outlook for future plans. The Charity uses this information to ensure as best as possible that its charitable purposes were fulfilled by the grants awarded and to consider how to direct funds in future years under the new Core Support Programme (see next page).

The annual level of grant-making by the Charity is determined by the financial performance achieved by the Charity's investments. The Trustees aim to award as much of the total return as possible while building reserves against leaner years. The performance of the Charity's investment portfolios depends on the performance of stock and other financial markets and of its appointed investment managers.

THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT *(cont'd)*

For the year ended 31 December 2022

Plans for Future Periods

The Charity will continue to fulfil its charitable purposes by awarding grants to eligible organisations and individuals for projects and activities that promote the Charity's objectives, and by holding the annual Beatrice Huntington Award for Cellists.

Following a review of its grant-making strategy and processes, the Charity opened in January 2023 with a new programme:

- The **Small Grant Programme** will open three times during the year to accept applications for grants up to £5,000. Non-profit organisations whose core purpose is to provide arts activity are encouraged to apply for unrestricted funding. Other non-profit organisations are welcome to apply for support with arts-focused projects, as are individuals running arts activities in schools and their communities.
- The Charity will run a **Core Support Programme** for which applications will not be accepted. Trustees will consider where they wish to target support, whether in particular sectors of the arts, regions of Scotland, or other themes, and will provide multi-year core funding to selected organisations working in these fields.
- The Charity is mindful of the pressures faced by non-profit organisations at all times and particularly during times of economic hardship, and will no longer be requesting tailored monitoring reports from recipients of Small Grants. However, the Charity has an obligation to ensure that its charitable purposes are fulfilled by the grants awarded, and will be requesting recipients to send published annual reports or reports prepared for other funders in the first instance. The Charity remains interested in feedback from users, statistics, budgeting, photos, and outlook for future plans and would encourage recipients to include this in such reports.

Alice Syson steps down from the role of Foundation Manager in March 2023. Alice has steered the Charity from inception in 2019, setting up the legal and financial structure and working with the Grant Manager to implement the grant programmes. The Trustees would like to take this opportunity to thank Alice for all her contributions and express their sincere gratitude for her work. A new Foundation Manager has been appointed who will start in June 2023.

THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT *(cont'd)*

For the year ended 31 December 2022

Financial Review

Summary

The Trustees are satisfied with the financial position of the Charity. As of 31 December 2022 the Charity had funds amounting to £12,454,625 (2021: £14,504,365)

During the financial period grants totaling £544,950 (2021: £441,921) were made. Total expenditure for the financial period amounted to £690,289 (2021: £601,600), leaving a deficit of £287,612 (2021: £278,810) before net losses on investments of £1,762,128 (2021: net surplus of £1,352,039).

This resulted in reserves (all of which were unrestricted and undesignated) of £12,454,625 (2021: £14,504,365) at 31 December 2022.

Investment Policy

The Charity is reliant on its own resources, principally in the form of its investments, to fund its activities.

As the Charity's activities do not have a finite life or fixed end date, the Trustees are able to take a long-term approach to investment. Therefore, other than maintaining sufficient cash at bank to cover anticipated near-term grant-making and operating expenses, the Trustees believe the assets of the Charity should otherwise be invested to achieve a balance between income and capital growth.

At 31 December 2022 the Charity's principal investments comprised:

- liquid investments in the form of direct holdings of stocks and shares, and holdings in investments funds and other collective investment schemes; and
- property investments.

The investments are divided across three separate portfolios, each with the aim of generating a return from both income and capital growth. In order to achieve a spread of risk the Trustees have mandated two separate Investment Managers, JM Finn and abrdn Capital Ltd, to run actively managed accounts. A different approach is taken with the third portfolio which consists of passive, index tracking funds and a cautiously managed investment trust that historically has exhibited significantly less volatility than the wider market. The Trustees use the MSCI PIFMA Balanced Index and the ARC Charity (Sterling Steady Growth) Index as comparators for the investment performance of the appointed managers. The third portfolio also acts as a useful point of reference.

Following on from a very strong performance in 2021 we have seen a very different investment environment in 2022. While short-term volatility in markets is not uncommon, our portfolio managers faced an unprecedented set of circumstances early in the year, with the ongoing effects of the Coronavirus pandemic, rapidly rising inflation and subsequent interest rate increases, and increasing geopolitical risk due to the war in Ukraine. As the year progressed these factors continued to impact investment performance, with the unwelcome additions of significant increases in wholesale energy prices and the reaction of UK financial markets to a badly received mini-budget in September 2022.

All three investment accounts saw negative returns in 2022. At the end of 2022 the managed accounts had fallen by 14.9% at JM Finn and 10.1% at abrdn Capital, while the third passively managed portfolio fell by 6.6%. The benchmarks of MSCI PIMFA Balanced Index and the ARC Charity (Sterling Steady Growth) Index returned -8.1% and -9.6% respectively.

The investment environment in early 2023 continues to present considerable challenges (notably continued high inflation and the impact of interest rate rises by central banks globally), but the Trustees remain confident that the current allocation and diversification of assets remains a suitable balance.

The Charity's investments and investment policy are kept under regular review.

THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT *(cont'd)*

For the year ended 31 December 2022

Reserves Policy

The Charity does not have a formal reserves policy. The Trustees consider such a policy unnecessary given the Charity's significant reserves (all of which are unrestricted and undesignated) and minimal level of contractual commitments and other liabilities.

In addition, most of the Charity's reserves comprise cash or other liquid investments, which can be accessed with little or no notice if required.

However, this will be monitored on an annual basis.

The Trustees can confirm that having taken into account the high levels of reserves of the Charity and its existing levels of grant and other cost commitments, they are satisfied that it remains a going concern.

Principal Risks and Uncertainties

The principal risks faced by the Charity are:

Investment Risk: The Trustees consider variability of investment returns to constitute the Charity's major financial risk and have set up a sub-committee tasked with oversight of this.

For the investment portfolios, the risk is mitigated by ensuring the involvement of Trustees with investment knowledge, agreeing a clear investment policy, appointing established investment managers, ensuring diversified investment portfolios, and close monitoring of performance. For the commercial property portfolio, this is mitigated by the appointment of an experienced commercial property manager to maintain regular communication with tenants and ensure compliance with rental obligations.

Objectives Risk: The Charity's funds must be used to meet its charitable objectives, so the Charity assesses applications rigorously and monitors the use of the grants it awards to reduce the risk of fraudulent or ineffective use of funds.

Governance Risk: The Board is comprised of experienced professionals with a wide range of skills and experience committed to ensuring good governance of, and a clear direction for, the Charity.

Operational Risk: The Charity is reliant on two key persons to carry out its day-to-day activities. All processes are documented to allow the Trustees to ensure continuance of activity if one (or both) of these should become unavailable. All electronic data is backed up to ensure that IT system failure or loss of assets would not impede activity. A sub-committee of the Board is responsible for ensuring the Charity meets its obligations to its employees.

Data Risk: Due to the nature of its activities the Charity is the Controller (for the purposes of the UK General Data Protection Regulation ("UK GDPR")) of the personal data of applicants. All recommended measures have been taken to ensure security of electronic and paper records.

Compliance Risk: The possibility of failing to comply with relevant legal and regulatory requirements is reduced by careful adherence to said requirements, with appropriate professional advice sought where necessary.

Finance Risk: The Trustees agree an annual budget and review the financial position of the Charity on a quarterly basis. Appropriate controls are in place for authorisation of expenditure as well as payments made by way of bank transfer.

THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT *(cont'd)*

For the year ended 31 December 2022

Structure, Governance and Management

Constitution and Governing Document

The William Syson Foundation is a Company Limited by Guarantee with charitable status. The Company was incorporated on 20 September 2019 and is governed by its Articles of Association. It was registered as a charity with the Office of the Scottish Charity Regulator on 23 September 2019.

The structure of the Company consists of the Members and the Directors. In practice these are the same persons, as the Members of the Company are also the Directors of the Company. No person may be appointed a Director of the Company without also becoming a Member.

The Members and Directors of the Company for the purposes of company law are the Trustees of the Charity for the purposes of charity law.

Recruitment and Appointment of New Trustees

The Trustees have been selected due to their interest in the activities of the Charity, and for the relevant skills and abilities they possess. The Company's Articles of Association contain typical provisions for the election, retiral, re-election and removal of Trustees.

The Trustees during the period and up to and including the date of approval of the financial statements are listed on page 1.

Induction and Training of New Trustees

New Trustees are provided with information relating to the work of the Charity and charity governance in order to familiarise themselves with the role of a Trustee. In addition, relevant training is provided to Trustees as required.

Organisational Structure

The Trustees of the Charity comprise a Board of Trustees. The Board meets quarterly to consider relevant matters and the financial position of the Charity. The Board has delegated some decision-making to sub-committees, which meet as required.

The day-to-day operational management of the Charity has been delegated by the Board to the Foundation Manager, who is employed by the Charity. A Grant Manager was appointed in 2021. The Foundation Manager and Grant Manager report to the Board. Together, the Trustees, and the Foundation Manager and the Grant Manager are considered to be the Charity's key management personnel.

The Foundation Manager's and Grant Manager's remuneration have been set based on similar roles at grant-making charities both in Scotland and elsewhere in the United Kingdom. Their remuneration is assessed annually.

THE WILLIAM SYSON FOUNDATION

TRUSTEES' ANNUAL REPORT (cont'd)

For the year ended 31 December 2022

Relationships with Related Parties and Related Party Transactions

All Trustees give of their time freely. Under the Charity's Articles of Association no Trustee is permitted to receive payment for the work they do for the Charity. Details of Trustee expenses and related party transactions are disclosed in note 9 to the financial statements.

Trustees are required to disclose all relevant interests in the Register of Interests maintained by the Charity. In accordance with the Charity's Articles of Association and its Conflicts of Interest policy, a Trustee must withdraw and not participate in decision-making regarding matters where her or she has a conflict of interest.

Trustees' Responsibilities Statement

The Trustees (who are also the Directors of the Company for the purposes of company law) are responsible for preparing the Trustees' Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

- select suitable accounting policies and then apply them consistently;
- observe the methods and principles in the Charities SORP (FRS102) (second edition – October 2019);
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue in operation.

The Trustees are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended). They are also responsible for safeguarding the assets of the charitable company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the Trustees are aware:

- there is no relevant audit information of which the charitable company's auditor is unaware; and
- the Trustees have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

In preparing this report advantage has been taken of the small companies' exemption.

This report has been prepared in accordance with the special provision of Part 15 of The Companies Act 2006 relating to small entities.

Approved by the Trustees on 24th May 2023 and signed on their behalf by:



.....
Jonathan Syson, Trustee

**INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF
THE WILLIAM SYSON FOUNDATION**

CT:

Opinion on financial statements

We have audited the financial statements of The William Syson Foundation for the year ended 31 December 2022 which comprise the Statement of Financial Activities, the Balance Sheet, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 December 2022, and of its incoming resources and application of resources, including its income and expenditure, for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005 and regulation 8 of the Charities Accounts (Scotland) Regulations 2006 (as amended).

Basis for opinion

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

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Trustees' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Trustees have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the charitable company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Trustees are responsible for the other information. The other information comprises the information included in the Trustees' Annual Report other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

**INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF
THE WILLIAM SYSON FOUNDATION (continued)**

CT:

Opinion on other matters prescribed by the Companies Act 2006

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

- the information given in the Trustees' Annual Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Trustees' Annual Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the charitable company and its environment obtained in the course of the audit, we have not identified material misstatements in the Trustees' Annual Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 and the Charities Accounts (Scotland) Regulations 2006 (as amended) requires us to report to you if, in our opinion:

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

Responsibilities of Trustees

As explained more fully in the statement of Trustees' responsibilities set out on page 10, the Trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Trustees determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial statements

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

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

We gained an understanding of the legal and regulatory framework applicable to the charitable company and the sector in which it operates and considered the risk of acts by the charitable company which were contrary to applicable laws and regulations, including fraud. These included but were not limited to the Companies Act 2006, the Charities and Trustee Investment (Scotland) Act 2005, and the Charities Accounts (Scotland) Regulations 2006 (as amended).

**INDEPENDENT AUDITOR'S REPORT TO THE TRUSTEES OF
THE WILLIAM SYSON FOUNDATION (continued)**

CT:

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

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion.

We focused on laws and regulations that could give rise to a material misstatement in the charitable company's financial statements. Our tests included, but were not limited to:

- agreement of the financial statement disclosures to underlying supporting documentation;
- enquiries of the Foundation Manager and the Trustees;
- review of minutes of board meetings throughout the period;
- review of legal correspondence or invoices, and
- obtaining an understanding of the control environment in monitoring compliance with laws and regulations.

There are inherent limitations in an audit of financial statements and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we would become aware of it. We also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, and to the charitable company's Trustees, as a body, in accordance with section 44(1) (c) of the Charities and Trustee Investment (Scotland) Act 2005 and regulation 10 of the Charities Accounts (Scotland) Regulations 2006 (as amended). Our audit work has been undertaken so that we might state to the members and the charitable company's Trustees those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company, its members as a body, and its Directors as a body, for our audit work, for this report, or for the opinions we have formed.



Jeremy Chittleburgh BSc CA (Senior Statutory Auditor)
For and on behalf of
CT
Chartered Accountants and Statutory Auditor
61 Dublin Street
Edinburgh, EH3 6NL

05 June 2023

CT is eligible to act as an auditor in terms of section 1212 of the Companies Act 2006

THE WILLIAM SYSON FOUNDATION
STATEMENT OF FINANCIAL ACTIVITIES
For the year ended 31 December 2022

	Notes	Year to 31 December 2022 £	Year to 31 December 2021 £
Income and endowments from:			
Investment income	3	402,677	322,790
		-----	-----
Total income		402,677	322,790
		-----	-----
Expenditure on:			
Raising funds	4	70,897	93,200
Charitable activities	5	619,392	508,400
		-----	-----
Total expenditure		690,289	601,600
		-----	-----
Net (expenditure) before (losses)/gains on investments		(287,612)	(278,810)
Net (losses)/gains on investments	11	(1,762,128)	1,352,039
		-----	-----
Net (expenditure)/income and net movement in funds		(2,049,740)	1,073,229
Reconciliation of funds			
Total funds brought forward	16	14,504,365	13,431,136
		-----	-----
Total funds carried forward	16	12,454,625	14,504,365
		=====	=====

The Charity has no recognised gains or losses other than those included in the Statement of Financial Activities.

All income and expenditure derive from continuing activities.

All funds are unrestricted.

The notes on pages 17 to 27 form part of these financial statements.

THE WILLIAM SYSON FOUNDATION**BALANCE SHEET****As at 31 December 2022**

	Notes	As at 31 December 2022		As at 31 December 2021	
		£	£	£	£
Fixed Assets					
Tangible fixed assets	10		-		265
Investments	11		12,329,553		14,439,572
			-----		-----
			12,329,553		14,439,837
Current Assets					
Debtors	12	12,806		13,351	
Cash at Bank and in hand		133,403		109,429	
		-----		-----	
		146,209		122,780	
Liabilities					
Creditors falling due within one year	13	21,137		53,252	
		-----		-----	
Net Current Assets			125,072		69,528
Long term liabilities	14		-		(5,000)
			-----		-----
Net Assets	15		12,454,625		14,504,365
			=====		=====
Represented by:					
Unrestricted reserves	16		12,454,625		14,504,365
			=====		=====

Approved by the Trustees on 24th May 2023 and signed on their behalf by:

.....
Jonathan Syson, Trustee

THE WILLIAM SYSON FOUNDATION**STATEMENT OF CASHFLOWS****For the year ended 31 December 2022**

	Notes	2022	2021
		£	£
Cash (used in) operating activities	17	(726,594)	(552,124)
		-----	-----
Cash flows from investing activities			
Investment income		402,677	322,790
Proceeds from sale of investments		1,939,861	1,754,137
Purchase of investments		(1,498,311)	(2,047,937)
Purchase of fixed assets		-	-
Movement in cash held as part of investment portfolio		(93,659)	540,047
		-----	-----
Cash provided by investing activities		750,568	569,037
		-----	-----
Increase in cash and cash equivalents in the year		23,974	16,913
		-----	-----
Cash and cash equivalents at the end of the year		133,403	109,429
		=====	=====
Analysis of cash and cash equivalents			
Cash at bank – current account		93,986	69,315
Cash at bank – property manager client accounts		39,417	40,114
		-----	-----
		133,403	109,429
		=====	=====

Analysis of Changes in Net Debt	2021	Cash	2022
	£	flows	£
		£	
Cash and cash equivalents	109,429	23,974	133,403
	-----	-----	-----
Total net debt	109,429	23,974	133,403
	=====	=====	=====

The notes on pages 17 to 27 form part of these financial statements.

THE WILLIAM SYSON FOUNDATION**NOTES TO THE FINANCIAL STATEMENTS****For the year ended 31 December 2022****1. General Information**

The William Syson Foundation is a company limited by guarantee incorporated and domiciled in Scotland with registered company number SC642184. The registered office is 5 Atholl Crescent, Edinburgh, EH3 8EJ. The financial statements have been presented in Pounds Sterling as this is the functional and presentational currency of the charitable company

2. Accounting Policies**Statement of compliance**

The Charity constitutes a public benefit entity as defined by FRS 102. The financial statements have been prepared in accordance with Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (second edition – October 2019), the Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland (FRS 102), the Charities and Trustee Investment (Scotland) Act 2005 and the Charities Accounts (Scotland) Regulations 2006 (as amended).

Basis of preparation

The financial statements are prepared under the historical cost convention, as modified by the revaluation of certain fixed assets, in accordance with the Companies Act 2006, Accounting and Reporting by Charities: Statement of Recommended Practice applicable to charities preparing their financial statements in accordance with the Financial Reporting Standard applicable in the UK and Republic of Ireland (FRS 102) (effective 1 January 2019) - (Charities SORP (FRS 102)) and the Companies Act 2006, and with the Articles of Association.

Going concern

The financial statements have been prepared on a going concern basis. The Trustees have assessed the charitable company's ability to continue as a going concern, including the impact of ongoing economic challenges, and have adequate expectation that the charitable company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the financial statements.

Income

All income is included in the Statement of Financial Activities when entitlement has passed to the Charity, it is probable that the economic benefits associated with the transaction will flow to the Charity, and the amount can be reliably measured.

Donations and legacies are recognised in the period in which the Charity becomes entitled to them and the value can be measured reliably.

Rental income is credited to the Statement of Financial Activities in the year in which it is receivable.

Dividends are recognised once the dividend has been declared and notification has been received of the dividend due.

Expenditure

Liabilities are recognised as expenditure as soon as there is a legal or constructive obligation committing the Charity to that expenditure, it is probable that settlement will be required, and the amount of the obligation can be measured reliably. All expenditure is accounted for on an accruals basis and all expenses are allocated to the applicable expenditure headings. Irrecoverable VAT is charged to the Statement of Financial Activities as incurred.

Governance costs are included within charitable activities. These are the costs of general governance of the Charity as opposed to direct management inherent in meeting charitable objectives and are those costs associated with strategic, constitutional and statutory requirements.

THE WILLIAM SYSON FOUNDATION**NOTES TO THE FINANCIAL STATEMENTS** (continued)**For the year ended 31 December 2022****2. Accounting Policies** (continued)**Costs of raising funds**

The costs of raising funds consist of investment management fees and costs of maintaining the investment property.

Charitable activities

Costs of charitable activities include grants and governance costs as detailed in note 6.

Tangible fixed assets

All assets with an initial cost of more than £500 and lasting more than three years are capitalised and valued at historic cost. Depreciation is charged at 33.33% on a straight-line basis.

Investments

Investments are a form of basic financial instrument and are initially recognised at their transaction value and subsequently at fair value as at the balance sheet date. The Statement of Financial Activities includes the net gains and losses arising on revaluation and disposals throughout the year.

All gains and losses are taken to the Statement of Financial Activities as they arise. Realised gains and losses on investments are calculated as the difference between sales proceeds and their opening carrying value or their purchase value if acquired subsequent to the first day of the financial year. Unrealised gains and losses are calculated as the difference between the fair value at the year end and their carrying value. Realised and unrealised investment gains and losses are combined in the Statement of Financial Activities.

Investment property

Investment property was initially included in the balance sheet at fair value based on the probate values applied to the estate from which it was transferred as part of legacies received in December 2019. The investment property portfolio was revalued in December 2022. The next revaluation will be in five years or sooner if the Trustees consider that it is warranted.

Investments in listed shares and securities

These investments are initially recognised at their transaction value and subsequently measured at their fair value as at the balance sheet date using the closing quoted market price. The Statement of Financial Activities includes the net gains and losses arising on revaluation and disposals throughout the year.

The Charity does not acquire put options, derivatives or other complex financial instruments. The main form of financial risk faced by the Charity is that of volatility in equity markets and investment markets due to wider economic conditions, the attitude of investors to investment risk, and changes in sentiment concerning equities, both generally and within particular sectors or sub-sectors.

Investments in unquoted shares, funds, and art

These investments were received as part of the original legacies and were initially recognised at probate value. It is the Trustees' intention to dispose of them when opportunity arises. Investments not disposed of at the balance sheet date are adjusted to fair value based on an assessment by the Trustees taking into account considerations of market demand and anticipated future returns. Unrealised and realised gains or losses are included in the Statement of Financial Activities.

Financial instruments

A financial asset or financial liability is recognised only when the Charity becomes a party to the contractual provisions of the financial instrument.

Basic financial assets, which include cash at bank and other debtors, are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future receipts discounted at the market rate of interest for a similar debt instrument.

THE WILLIAM SYSON FOUNDATION**NOTES to the FINANCIAL STATEMENTS** (continued)**For the year ended 31 December 2022****2. Accounting Policies** (continued)**Financial instruments** (continued)

Basic financial liabilities, which include committed donations and other creditors, are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future receipts discounted at the market rate of interest for a similar debt instrument.

At each reporting date the Foundation assesses whether there is objective evidence that any financial asset has been impaired. A provision for impairment is established when there is objective evidence that the Foundation will not be able to collect all amounts due. The amount of the provision is recognised immediately in profit or loss.

Funds

All funds of the Foundation are considered by the Trustees to be unrestricted and free to use in accordance with the charitable objects.

Pension contributions

The Foundation makes contributions to a defined contribution personal pension scheme on behalf of its employees and these are accounted for when due.

3. Investment Income	2022	2021
	£	£
Rental income	128,500	99,760
Dividends received	274,123	223,030
Interest received	54	-
	-----	-----
	402,677	322,790
	=====	=====
4. Raising funds	2022	2021
	£	£
Investment management fees	57,436	63,035
Investment property disposal costs	-	17,956
Property management and maintenance charges	9,737	7,744
Art Collection maintenance costs	3,724	4,465
	-----	-----
	70,897	93,200
	=====	=====
5. Charitable activities expenditure	2022	2021
	£	£
Grant making (note 6)	544,950	441,921
Support costs (note 7)	74,442	66,479
	-----	-----
	619,392	508,400
	=====	=====

THE WILLIAM SYSON FOUNDATION

NOTES to the FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2022

6. Grant making activities	£	2022 £	£	2021 £
<u>Art</u>				
Project Ability Ltd	2,500		5,000	
Edinburgh Art Festival	7,500		-	
Supporting Our Community	4,300		-	
The Pearce Institute	7,470		-	
Outspoken Arts	-		4,900	
Beatroute Arts	2,500		5,000	
Erskine	-		3,000	
Cample Line	1,500		5,000	
National Galleries of Scotland	-		25,000	
Design Dundee Limited	-		5,000	
Women's Aid South Lanarkshire & East Renfrewshire	-		2,000	
Culture and Sport Glasgow	2,500		5,000	
Cryptic Glasgow	2,500		5,000	
Midlothian Young People's Advice Service (MYPAS)	2,500		5,000	
The Wasps Trust	-		5,000	
	-----		-----	
		33,270		74,900
<u>Music</u>				
Children's Music Foundation in Scotland	8,500		-	
Crieff Choral Group	1,025		-	
East Neuk Festival	2,500		7,500	
East Ayrshire Pipe Band	6,560		-	
Feis Fhiort	7,000		-	
The Inspiration Orchestra	7,500		-	
Melrose Music Festival	2,500		-	
Music 4 U	10,000		-	
New Music Scotland	3,000		-	
Chamber Music Tours Scotland	1,250		-	
Royal Scottish National Orchestra Society	5,000		2,500	
Whitburn Band	11,500		-	
Scottish Schools Orchestra Trust	3,000		-	
Dads Rock	2,500		2,700	
Sonic Bothy	2,500		16,500	
The Night With...	-		5,000	
Eric Liddell Centre	-		5,000	
Sound Festival	2,500		2,000	
Flutes Unlimited	600		1,500	
Carnyx & Co	-		5,000	
Scottish Chamber Orchestra	-		1,000	
Clydesdale Community Concert Band	1,000		4,000	
The Music Education Partnership Group	-		15,000	
Kelso Music Society	1,500		1,310	
	-----		-----	
Carried over	79,935		69,010	

THE WILLIAM SYSON FOUNDATION

NOTES to the FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2022

6. Grant making activities (continued)	£	2022 £	£	2021 £
Brought over	79,935		69,010	
<u>Music (continued)</u>				
Sistema Scotland	-		10,000	
Tunnell Trust	-		2,000	
National Youth Choirs of Scotland	10,000		5,000	
Benedetti Foundation	2,500		15,000	
Grants to individuals	-		3,594	
Perthshire Musical (Competitive)				
Festival Association	2,500		2,500	
Tarland Development Group	1,000		-	
Scottish Schools Pipes and Drums Trust	7,500		-	
	-----	103,435	-----	107,104
<u>Dance</u>				
Dance North Scotland	7,500		-	
All Or Nothing Dance & Aerial Theatre	9,500		-	
Scottish Ballet	-		5,000	
What Moves You	-		2,000	
Citymoves Dance Agency	7,500		-	
	-----	24,500	-----	7,000
<u>Drama, Playwriting, Theatre</u>				
Citadel Arts Group	9,200		-	
Citizen's Theatre	10,000		-	
DunsPlayFest	1,000		-	
PACE Theatre Company	12,500		-	
Krazy Kat Theatre Company	3,500		4,000	
Shazam Theatre Company	3,000		-	
Dirliebane Theatre Company	3,500		-	
Take Me Somewhere	7,500		-	
The Alive and Kicking Project	5,340		-	
Imaginate	5,800		-	
The Village Storytelling Centre	7,500		-	
Pleasance Theatre Trust	-		10,124	
National Theatre of Scotland	-		20,000	
Traverse Theatre	-		5,000	
Wonder Fools	1,500		5,000	
Toonspeak Young People's Theatre	2,500		7,500	
Strange Town Theatre	2,500		5,000	
Blank Script	-		2,000	
Townsend Theatre Productions	-		2,000	
Horsecross Arts	-		9,556	
The Academy Project	-		2,500	
Loop Theatre	1,500		3,960	
Eastgate Theatre	2,500		4,900	
Grants to individuals	1,000		(2,000)	
Tron Theatre	5,587		-	
Byre Theatre, St Andrews	2,500		-	
Visible Fictions	22,500		-	
Youth Theatre Arts Scotland	7,500		-	
	-----	118,427	-----	79,540
Carried over		----- 279,632 -----		----- 268,544 -----

THE WILLIAM SYSON FOUNDATION

NOTES to the FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2022

6. Grant making activities (continued)	£	2022	£	2021	£
Brought over		279,632			268,544
<u>Film</u>					
Scottish Documentary Institute	12,500		-		
Centre for the Moving Image	-		5,000		
Aberdeen Association of Social Service	-		5,000		
Deafblind Scotland	6,500		-		
Glasgow Gallery of Photography	3,000		-		
Grassmarket Community Project	7,000		-		
	-----		-----		
		29,000			10,000
<u>Writing (Literature and poetry)</u>					
Craigmillar Literacy Trust	5,221		-		
Super Power Agency	5,000		-		
Read For good	6,500		-		
Edinburgh World City of Literature Trust	1,500		5,000		
Tain & District Development Trust	-		500		
West Lothian Council	-		2,000		
Scottish Book Trust	-		3,000		
The Book Whisperers	7,000		-		
The Hosking House Trust	2,644		-		
	-----		-----		
		27,865			10,500
<u>Combined Arts Activities</u>					
Bethany Christian Trust	-		5,000		
Millport Town Hall	2,500		28,800		
Edinburgh Children's Hospital Charity	-		5,000		
Fire Station Creative	-		3,600		
Rowanbank Environmental Arts & Education	1,500		2,000		
WHALE, The Arts Agency	2,500		10,000		
Articulate Cultural Trust	2,500		10,000		
Haddo Arts	1,500		5,000		
Hot Chocolate Trust	2,500		5,000		
Ochil Youths Community Improvement	1,500		4,000		
GSA Covid-19 Graduates	-		3,644		
Crieff Museum	650		1,500		
Autumn Voices	1,000		4,500		
Duncan Mackinnon Music and Arts Trust	2,500		3,000		
Dundee Contemporary Arts Centre	-		10,000		
Peace & Justice (Scotland)	-		2,500		
West Barns Village Hall	1,000		3,833		
Art Walk Projects CIC	4,000		-		
Craft Scotland	12,500		-		
Edinburgh Sacred Arts Foundation	3,500		-		
Eric Liddell Centre	2,500		-		
Feeling Strong	5,975		-		
	-----		-----		
Carried over	48,125		107,377		

THE WILLIAM SYSON FOUNDATION

NOTES to the FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2022

6. Grant making activities (continued)	£	2022 £	£	2021 £
Brought over	48,125		107,377	
<u>Combined Arts Activities (continued)</u>				
Feis Rois	8,928		-	
Grampian Hospital Arts Trust	7,500		-	
Greenock Arts Guild	10,000		-	
Imaginate	2,500		-	
North Edinburgh Arts	2,500		-	
Prince & Princess of Wales Hospice	4,000		-	
Upward Mobility	6,600		-	
Impact Arts	10,000		-	
	-----		-----	
		100,153		107,377
<u>Development</u>				
Dundee Rep and Scottish Dance Theatre	15,000		-	
Harmeny Education Trust	20,000		-	
North Edinburgh Arts	50,000		-	
	-----		-----	
		85,000		-
<u>Sculpture</u>				
Scottish Sculpture Workshop	-		20,000	
Lanark Community Development Trust	-		3,000	
Welcome Ullapool	-		2,500	
	-----		-----	
				25,500
<u>Other</u>				
Vision Mechanics	7,300		-	
	-----		-----	
		7,300		-
<u>Beatrice Huntington Award</u>		16,000		20,000
		-----		-----
		544,950		441,921
		=====		=====

Prizes of 2 x £5,000 (1st place Junior Award) and 6 x £1,000 (runners-up) were awarded to 8 participants in the 2022 Beatrice Huntington Awards, totaling £16,000.

THE WILLIAM SYSON FOUNDATION**NOTES to the FINANCIAL STATEMENTS** (continued)**For the year ended 31 December 2022**

7. Analysis of support costs	2022	2021
	£	£
General Support		
Staff costs (note 8)	48,229	27,921
Grant assessment	-	14,228
Website development and charges	889	643
Bank charges	860	823
IT costs	5,237	6,347
Communications	553	1,677
Accounting and payroll	3,669	5,364
Legal expenses	-	480
Insurance	795	776
Miscellaneous	2,830	875
Depreciation	265	265
Governance costs		
Meeting costs	3,135	-
Auditor remuneration – audit fees	4,980	4,320
Auditor remuneration – statutory accounts and taxation compliance	3,000	2,760
	-----	-----
	74,442	66,479
	=====	=====

Included in Accounting and payroll costs are further fees paid to the auditor for the provision of accounting support in the year amounting to £3,018 (2021: £4,186).

8. Analysis of staff costs	2022	2021
	£	£
Salaries and wages	43,440	25,378
Social security costs	-	-
Pension costs	4,788	2,544
	-----	-----
	48,229	27,922
	=====	=====

The total number of employees during the period was two (2021: two).

The key management personnel remuneration during the period amounted to £48,229 (2021: £27,922).

9. Related party transactions and Trustees' remuneration

The Trustees received no remuneration for their services during the period. Two trustees were reimbursed expenses totaling £358 for travelling and subsistence during the period. In addition, one trustee purchased two paintings from the Charity for a total of £650 during the period.

During the period, the investment managers JM Finn received management fees totaling £37,940. Howard Cockburn (Trustee) is an investment manager employed by JM Finn and is responsible for the portfolio managed by JM Finn. Fees payable to JM Finn are charged at market rates with the agreement of the other Trustees.

THE WILLIAM SYSON FOUNDATION

NOTES to the FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2022

10. Fixed Assets

	Computer Equipment 2022 £
Cost	
At 1 January 2022 and 31 December 2022	796

Depreciation	
At 1 January 2022	530
Charge for the year	265

At 31 December 2022	796

Net book value	
At 31 December 2022	-
	=====
Net book value	
At 31 December 2021	265
	=====

11. Investments	Listed	Unlisted	2022	2021
	£	£	Total £	Total £
Market value at 1 January 2022	12,135,666	1,875,599	14,011,265	12,365,426
Additions	1,498,311	-	1,498,311	2,047,937
Disposal proceeds	(1,921,688)	(18,173)	(1,939,861)	(1,754,137)
Unrealised gain/(loss)	(1,237,684)	-	(1,237,684)	1,307,704
Realised gain/(loss)	(427,417)	(97,027)	(524,444)	44,335
	-----	-----	-----	-----
	10,047,188	1,760,399	11,807,587	14,011,265
Cash held	521,966	-	521,966	428,307
	-----	-----	-----	-----
Market value at 31 December 2022	10,569,154	1,760,399	12,329,553	14,439,572
	=====	=====	=====	=====
Cost at 31 December 2022	9,534,655	1,857,156	11,391,811	12,367,055
	=====	=====	=====	=====

Holdings comprising of more than 5% of the market value of the listed investment portfolio at 31 December 2022 were as noted below:

	2022	2021
	£	£
Personal Assets Trust plc	920,433	1,119,460
	=====	=====

THE WILLIAM SYSON FOUNDATION**NOTES to the FINANCIAL STATEMENTS** (continued)**For the year ended 31 December 2022****11. Investments (continued)**

Unlisted investments	Investment Properties £	Other Investments £	Art £	2022 Total £	2021 Total £
Market value at 1 January 2022	1,825,000	9,429	41,170	1,875,599	2,596,713
Disposal	-	-	(18,173)	(18,173)	(721,114)
Unrealised gain/(loss)	(100,000)	-	2,973	(97,027)	-
	-----	-----	-----	-----	-----
Fair value at 31 December 2022	1,725,000	9,429	25,970	1,760,399	1,875,599
	=====	=====	=====	=====	=====
Cost at 31 December 2022	1,725,000	106,186	25,970	1,857,156	1,972,356
	=====	=====	=====	=====	=====

The significance of financial instruments to the ongoing financial sustainability of the Charity is considered in the financial review and investment policy sections of the Trustees' Annual Report.

The main risk to the Charity from financial instruments lies in the continuing uncertainty regarding world economic prospects leading to changeable investment markets and volatility in capital values and yields. The Charity manages these risks by appointing investment managers and operating an investment policy geared towards a balanced return between capital growth and income.

12. Debtors	2022	2021
	£	£
Other debtors	-	2,936
Prepayments and accrued income	12,806	10,415
	-----	-----
	12,806	13,351
	=====	=====
13. Creditors falling due within one-year	2022	2021
	£	£
Other creditors and accruals	13,762	13,563
Grants payable	6,250	37,800
PAYE and pension costs	1,125	1,889
	-----	-----
	21,137	53,252
	=====	=====
14. Creditors falling due after one year	2022	2021
	£	£
Grants payable	-	5,000
	-----	-----
	-	5,000
	=====	=====

THE WILLIAM SYSON FOUNDATION**NOTES to the FINANCIAL STATEMENTS** *(continued)***For the year ended 31 December 2022****15. Analysis of net assets between funds**

	Investments £	Net Assets £	2022 Total £
Unrestricted reserves	12,329,553 =====	125,072 =====	12,454,625 =====
	Investments £	Net Assets £	2021 Total £
Unrestricted reserves	14,439,837 =====	64,528 =====	14,504,365 =====

16. Analysis of charitable funds

	At 31 Dec 2021 £	Income £	Expend-iture £	Gains and Losses £	At 31 Dec 2022 £
Unrestricted	14,504,365 =====	402,677 =====	(690,289) =====	(1,762,128) =====	12,454,625 =====
	At 31 Dec 2020 £	Income £	Expend-iture £	Gains and Losses £	At 31 Dec 2021 £
Unrestricted	13,431,136 =====	322,790 =====	(601,600) =====	1,352,039 =====	14,504,365 =====

17. Reconciliation of net movement in funds to net cash flow from operating activities

	2022 £	2021 £
Net movement in funds	(2,049,740)	1,073,229
Add back depreciation charge	265	265
Deduct income from investing activities	(402,677)	(322,790)
Losses/(gains) on investments	1,762,128	(1,352,039)
Decrease in debtors	545	50,750
(Decrease) in creditors	(37,115)	(1,540)
Net cash (used in) operating activities	(726,594) =====	(552,124) =====