

AMBERLEY SHOP ON THE COMMON



Working together to
create a new community-run shop,
café and post office to act as a focal point
of village life in Amberley, Gloucestershire

Share Offer



Amberley Shop on the Common Share Offer



This is an invitation to invest and become a member of Amberley Shop on the Common Ltd, a community benefit society (the Society) that will build, own and run a community shop, post office and café in the village.

Amberley Shop on the Common will be in Holy Trinity Church, in the centre of the village. It will be owned and run by its members for the benefit of the community. Please join us as a member by making an investment and helping us to bring a shop back to Amberley.



Holy Trinity Church, Amberley

This document is issued by the Management Committee of Amberley Shop on the Common Limited (the Society). The Society is a community benefit society registered under the law as a society for the benefit of the community with the Financial Conduct Authority. Registered on 16th April 2018. Registration Number is 7754 Registered Address is: Knole House, Amberley, Gloucestershire GL55AB

Our Vision

Establishing a Community Hub

When Amberley's village shop closed in 2017, a group of local residents saw an opportunity to create a new community-run shop. They consulted the community and, finding there was a high level of support, set out to bring their ambition to life.

With the vision to create a community hub that acts as a focal point of village life, we found a good venue in part of Holy Trinity Church in the centre of the village. It is a generous and beautiful space for a shop, café, and post office. Many other community shops have opened in churches across the UK, and the plan fits with the Church of England's policy of opening its buildings to the wider community. We thank the church for making this space available to us.

Central to the plan is a commitment to running a sustainable enterprise with eco credentials that provides responsibly sourced products, cuts food miles, reduces packaging, supports local businesses, meets local needs, and provides a social hub for the village.

The Covid-19 pandemic has reinforced the importance of local services and strong communities, underpinning the need for a shop in Amberley.



Amberley Shop on the Common will be:

- A community shop selling a range of local produce, dairy products, baked goods, meat, wine, and beer, as well as essential provisions and newspapers.
- A post office providing local businesses and individuals with all the usual services, including the ability to take out cash.
- A café serving coffee, tea, cakes, and soft drinks – a place to meet with friends or sit and read the paper.

The shop will be run by a full-time member of staff and a team of volunteers.

Our detailed proposals can be found on our website, www.amberleyshoponthecommon.co.uk

This includes our business plan which provides a lot of detail including:

- How community shops work in practice
- How we have consulted with the community
- The design of the shop and its integration within the church
- The proposed services and how the shop will fit with the church's activities
- Our profit and cost projections, and how the enterprise will be run for the benefit of all

We want to fund the build and start-up costs by offering shares in the Society to the local community. This will be supplemented by donations, grants, and loans.



The Shop Committee

Our shared goal is to deliver what Amberley needs and wants

The Management Committee of Amberley Shop on the Common is a group of village residents who have been working to bring a shop back to the village since 2017. The committee is supported by a wider group of volunteers who bring additional skills and expertise to the table.

All members of the committee are volunteers and between them have a broad range of experience in areas such as business start-up and development, financial services, project management, marketing and retail.

The current Management Committee is as follows:

- Neil Truphet (Chair)
- Anne Neal (Secretary)
- Sarah Goodwin (Treasurer)
- Danny Roff (Commercial)
- Rachel Postlethwaite (Marketing and communications)
- Rosemary Bailey (Fund raising coordinator)
- Alison Truphet (Volunteer coordinator)
- Jane Cox
- Clare Bassett
- Helen Demuth (Membership secretary)



From left to right: Phil Doble, Alison Truphet, Neil Truphet, Sarah Goodwin, Church Warden Simon Barker, Clare Bassett, Rosemary Bailey

Additional members to the Management Committee are welcome.



How much will this cost and how will funds be raised?

We need to raise £160,000. You can find a more detailed breakdown of these costs in our business plan, but the headline funding figures are set out below. We have worked closely with The Plunkett Foundation, which specialises in advice to community organisations. We have also instructed an architect to draw up plans for the shop and a quantity surveyor to review our detailed cost plan.

The Costs

• Construction work including fees, contractor overheads and contingency	£129,000
• Purchase of equipment necessary for running a shop	£15,000
• Purchase of Initial Stock	£9,000
• Administration costs before we open	£5,000
• Initial cash reserve	£2,000
TOTAL	£160,000

The church plans to carry out its own improvements to the church building soon and these will also benefit visitors to the shop and café.

Raising Funds

There are four main ways we plan to raise funds:

- **Sale of £10 shares through this Shop Membership Share Offer**
- **Fund raising events** such as the quiz night in the Parish rooms
- **Grants and loans from charitable trusts and foundations**
- **One off donations and bequests** from people or companies who wish to donate without becoming Society members

We are already well on our way! Our fundraising has already raised over **£8,000** which has allowed us to start the planning and consultation. In addition, the Church Council of Amberley Methodists have generously offered **£40,000** to the project, and The David Thomas Charitable Trust, based in Minchinhampton, has provisionally pledged **£25,000**. We will be applying to The Lottery's Communities Fund 'Power to Change' as well as other funding bodies.

Many bodies base their funding on the amount raised by the local community so the more we raise locally the more access we get to external funding.

We have set a target of **£60,000** to be raised from this Share Offer. If we did exceed this target, we would continue to issue shares to allow us to reduce the amount of funding we need to secure from other sources.

Some questions you may have

How does a share issue work?

Each share costs £10. Ownership of any number of shares will give the owner membership of Amberley's community benefit society (the Society).

Share ownership gives you the right to vote at the Annual General Meeting and to have a say in how the shop is run. All members/shareholders will have a single vote, irrespective of the number of shares owned.

Why do a share issue?

It offers local people an opportunity to contribute to a community shop and hub, with the expectation of receiving a social dividend rather than a financial one.

This social dividend may manifest itself in several different ways including:

- The reintroduction of a community hub
- Increased sustainability
- Greater social inclusion
- The availability of high quality and local produce in the village
 - ~ reducing car journeys to supermarkets
 - ~ offering support to producers and suppliers
- Making Amberley a more desirable place to live and, perhaps, increasing property values

How many shares can I buy?

We encourage you to buy as many shares as you can to help us meet our fundraising target. Other community shop projects show average investment amounts of £100-£300* and that it is not unusual for investments to exceed £1,000. But even buying just one share will help us.

*the Plunkett Foundation 'A Better Form of Business' 2019
[https://plunkett.co.uk/wp-content/uploads/PF_BB_SHOPS19_web-version-1.pdf]

Are there tax benefits?

We have been given advance assurance by HMRC that this share offer should qualify for the Social Investment Tax Relief scheme. In essence this allows UK taxpayers to claim 30% tax relief on any investment made (i.e. buying £1000 worth of shares would attract income tax relief of £300). Shares must be held for a minimum of 3 years to qualify for the relief and the relief will only become available once the shop has been trading for four months. Our apologies, but because of the administration involved, we will only be able to process claims for tax relief on share purchases of £100 or more.

Who can become a shareholder?

Anyone aged 16 years or over can invest and become a member of the Society. You don't need to be a resident of Amberley.

How do I know if the business will be viable?

This is always a hard question to answer but our research gives us confidence that the business will be viable.

- We believe that a well-run shop that meets the needs of the community will be supported by the community.
- Our overheads will be low, helped by only having to pay a nominal rent for our premises and through encouraging the participation of volunteers to help staff the business.
- Community owned shops across the UK have proved to be resilient. There are around 360 community shops operating across the UK and, according to the Plunkett Foundation's 'A Better Form of Business 2019', the long-term survival rate is currently 94%.

The Management Committee has taken a cautious approach to revenues and costs and will continue to do so.

What happens to surplus revenues, if there are any?

The Society is a 'not for profit' body. Whenever we generate surplus revenues, these will be applied to good causes within the local community. This process will be managed by an independent body.

It is important to note that there will be no dividends or interest paid to shareholders.

We hope that many of you will find reward in a social (as opposed to financial) dividend gained by the presence of the shop, post office and café.

What if the business fails?

If the business fails any surplus and profits from the sale of assets (after paying creditors and repaying share capital) will be used to assist local good causes in the village.

This does mean that you could potentially lose some or all of the value of your shares if the business did fail but, importantly, you would not have any further liability. However, we would not be launching this initiative unless we believed that the shop is viable.

Can I sell my shares or get my money back if I need it?

Under the rules of the Society, shares are not transferable, however in some circumstances and if funds permit, shares may be sold back to the Society at its discretion.

The shares in the Society are a special type of share (known as a Community Share). The only way to recover their value is to apply to the Society to withdraw your shares from the community venture itself.

To give the business the chance to build up reserves, the Society will not be able to accept applications for withdrawal for at least three years after trading begins. After this time, the Management Committee will consider withdrawal applications dependent on profits and reserves. Policies for withdrawal will be voted on by members at AGMs.

How can I stop receiving future communications? We have sent this share offer document to every household in the village because we thought you would want to know about the plan. If at any stage you would like to stop receiving information about the proposed shop, please let us know by emailing info@amberleyshoponthecommon.co.uk or by writing to 'The Chairperson, Amberley Shop on the Common Ltd c/o Knole House, Amberley, GL55AB'.

How can I help?

If you would like to support this venture:

- Fill in the accompanying membership form (or complete a form on our website) to become a member of Amberley Shop on the Common Ltd.
- Offer your support by volunteering - please look at our website www.amberleyshoponthecommon.co.uk for details
- Join our mailing list by registering through our website
- Importantly, make the shop, café, and post office part of your daily life once it is open!

What if I still have questions?

We would love to help with any questions you may have! Please send an e-mail with your questions to info@amberleyshoponthecommon.co.uk. We will then ask whichever member of the Management Committee is best placed to answer your question, to reply. If you would prefer us to phone you, just let us know and include your telephone number in the message. If you don't have e-mail or internet access please feel free to ring our Chair, Neil, on 07753 902769.

*Our success now depends on securing the support of the community.
We have an opportunity to do something amazing in Amberley, something
that will serve not just this generation, but generations to come.
We hope that you will support this exciting project.*



The small print

We hope you will want to invest in this great community venture and buy shares in Amberley Shop on the Common Ltd (we are calling it 'the Society' for ease of reference). We want you to buy shares now and, by doing so, help us to achieve our target.

Funds raised by selling shares will greatly assist us to secure matched funding from external funders. The funds will be kept in a separate bank account and the management team will not start to use funds until it is considered safe to proceed. When you buy shares, you will become a member of the Society and will be bound by its rules.

This share offer is open NOW and will close on 31st January 2021.

The Society is a community benefit society registered with the Financial Conduct Authority on 16th April 2018. Its registration number is 7754. Its members and management committee are bound by the "Model Rules for Community Ownership" which can be viewed here (mutuals.fca.org.uk/Search/Society/6655) on the FCA Mutuals Public Register:

1. The minimum shareholding is one share. Each share has a value of £10. Shares must be paid for in full on application.
2. Membership is open to anyone who is over 16 years of age, supports the Society's purpose and pays for at least one share in the Society.
3. There will be no annual membership fee to pay.
4. Shares are not transferable (except on death or bankruptcy) – you cannot sell these shares except to the Society itself for their original value of £10 per share.
5. The value of shares cannot increase beyond their nominal value of £10. The value may be reduced if liabilities exceed assets (i.e. if the business fails).
6. Your liability is restricted to the value of your shares. In the unlikely event that the business should fail, you would have no further liability.
7. The only way to recover the sum initially invested (or any reduced value) is to give notice of withdrawal. This cannot happen for the first three years after trading begins. In line with the Society's rules and after three years, the specific conditions for withdrawal include:
 - a. Three months' notice to be given
 - b. The total repayable in any year is limited to a maximum total of 10% of the net assets of the Society.
 - c. Withdrawals must be funded from trading surpluses or new share capital – and are discretionary (i.e. subject to policy and the Management Committee being satisfied this is consistent with the long-term interests of the Society).
8. Profits can only be used to maintain prudent reserves, or to make payments in furtherance of the Society's objectives. Profits shall not be distributed among members as interest or dividend payments.
9. The Social Investment Tax Relief scheme is expected to be available, offering tax-paying investors 30% tax relief on their investment. HMRC will only confirm this after trading has commenced.

All monies invested in this Community Share Offer will go towards the building, the fit out, the stocking of the shop, café, and post office, and any shared cost of improvements at the church.



Amberley Shop on the Common Ltd share offer is exempt from the Financial Services and Markets Act 2000 or subsidiary regulations; this means you have no right of complaint to an ombudsman. A Registered Society is registered with, but not authorised by, the Financial Conduct Authority and therefore the money you pay for your shares is not safeguarded by any depositor protection scheme or dispute resolution scheme. **As the whole of your investment could carry risk, please consider it in the context of the complete share offer document and if necessary, seek independent advice.**

Amberley Shop on the Common Membership Application Form

Only one person to apply per form please. Additional forms can be downloaded to print from our website or digital copies can be completed and sent online; www.amberleyshoponthecommon.co.uk

This share offer is now open and will close on 31st January 2021.

**I would like to become a member of Amberley Shop on the Common Ltd
by purchasing shares in the Society**

Name

Email

Address

Phone

Your contact details will be held securely with the Society and will only be used to communicate with you about Amberley Community Shop news, events and opportunities. We will never pass on your details to third parties.

- I agree
- I would prefer not to be contacted other than for matters connected with my membership

Please tick as appropriate.

- I apply for shares at £10 per share and have made payment by bank transfer to **Amberley Shop on the Common Ltd, Lloyds Bank, sort code 30 90 89, account number 63926160.**
Please be sure to include your name as the reference so that we can identify the payment.
- I enclose a cheque payable to 'Amberley Shop on the Common Ltd' to buy shares at £10 per share.

I intend to apply for Social Investment tax relief (share purchases of £100 or more).'

I can confirm that I am over 16 years of age

I have read the Amberley Shop on the Common Share Offer document including the 'Small Print' page

Signature Date

Please return completed membership forms to our Membership Secretary, **Helen Demuth, The Old Bakery, Littleworth, Amberley, Stroud, GL5 5AL**, or complete and send the form to us online.

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Photograph by Chris Railston Brown