



# The Baldons and Nuneham Community Society Limited Open Share Offer

**An opportunity to support a community  
enterprise which owns the Seven Stars pub  
in Marsh Baldon.**

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The Baldons and Nuneham Community Society Limited (“BNCS”) is a Community Benefit Society established and managed by the community for the benefit of the community of the Baldons and Nuneham Courtenay.

BNCS purchased the Seven Stars in March 2013 with the assistance of money raised by a closed share offer.

The purpose of this new share offer is to:

- (a) enable people who move into the village or who wish to increase their investment to buy shares;**
- (b) provide liquidity in the long term; and**
- (c) raise further funds to carry out further necessary works.**

You can join the society by becoming a member. This is an open offer.

This document:

- Outlines the project and its benefits for members and the community;
- Explains about the society and how the share offer would work; and
- Invites you to help us realise this project.

## **1 Invest to maintain our community pub**

If you invest in this scheme you will essentially be investing in a property. The property (The Seven Stars) has been let to a tenant and BNCS charges rent sufficient to repay the mortgage, pay ordinary running costs and pay you interest.

Following the closure of The Seven Stars in November 2012, we had an opportunity for a community owned entity to buy the pub and let it to a tenant making it a long-term viable community facility. The previous owner agreed to sell it for a very fair price and gave BNCS a very favourable loan. Capital raised in the first offer permitted us to carry out initial refurbishment works, and with the assistance of grants from the South Oxfordshire LEADER fund, and the South Oxfordshire Community Investment Fund (both of which are gratefully acknowledged) former storage and dining space has been converted to provide a dining room and associated fixtures and fittings have been purchased.

We now need to carry out essential works to extend and modernise the kitchen facilities. At present we are operating with a number of temporary structures, and extended kitchen space is essential, as is replacement of the extraction system in the kitchen. This has always been part of the plan. The work is intended to take place starting in March 2014. Thereafter, we will need to improve the toilets in the bar, and provide a disabled toilet. We would like to do this by the end of 2014, funds permitting. Finally, the intention is to provide a playground, improve the garden and possibly include a shop. Funds raised by this share offer will help to carry out these works in the next 12-24 months.

BNCS also encourages new members of the community and customers to buy shares so that they are also part of the venture to maintain the Seven Stars as a pub which serves the community. Existing members may increase their holding if they wish. The continuing open share offer will also provide liquidity to enable people who are leaving the community to redeem their shares.

## 2 How do we propose to save the pub in the long term?

Our Mission:

*“To secure the long term future of the Seven Stars as a flourishing pub for the benefit of the community, by vesting ownership in a society controlled by the community and by running the pub profitably”*

Historically the pub has come unstuck for a variety of reasons. At some times it has suffered from high rents and high beer prices due to a pub tie. At other times it has suffered from inexperienced tenants with no financial incentive to maximise profits. As a result cost control and revenue generation suffered.

We have taken steps to make the Seven Stars viable by:

- Having affordable rents and no beer ties by purchasing the freehold of the pub.
- Letting the Seven Stars to a professional and experienced tenant who knows how to control costs and maximise revenue.
- Forming BNCS, a community owned and run society to ensure community buy in and input to the future success of the pub.
- Carrying out phases 1 and 2 of the refurbishment of the pub to provide improved facilities, particularly a dining area.

The next steps are to carry out the kitchen refurbishment, improve the toilet facilities, do some minor works to the garden, provide a children’s playground, and possibly include a shop. We are conscious that Nuneham is planning a shop and so will see how that develops before taking the shop idea forward.

## 3 What do the financials look like?

BNCS owns the pub and has let it to Matt Ford.

The core economics of the venture therefore revolve around interest and capital repayment outgoings vs. rental income. In addition, we need to build a reserve to pay members back their capital in the longer term and provide for developing the property further as appropriate.

Pub economics are important to us, because the overall income of the pub affects the rental income BNCS will receive to cover its outgoings. This is reflected below in predicted profit and loss (P&L) and cash flow statement for BNCS. It goes without saying, that these predictions are our best estimates at the current time on the basis of conservative assumptions.

In the short term, there is also a need for further refurbishment.

### 3.1 Outgoings

We need to repay the purchase loan and pay interest over a 20 year period. The repayment profile is shown on the next page.

**Vendor loan repayment £k**

Year	Principle	Interest	Capital	Total	Assumed Base Rate
1	247.5	5.3	12.4	17.7	0.50%
2	235.1	4.6	12.4	17.0	0.50%
3	222.8	4.1	12.4	16.5	1.00%
4	210.4	3.1	12.4	15.5	1.50%
5	198.0	2.9	12.4	15.3	2.00%
6	185.6	2.7	12.4	15.1	2.50%
7	173.3	2.5	12.4	14.9	3.00%
8	160.9	2.3	12.4	14.7	3.50%
9	148.5	2.2	12.4	14.5	4.00%
10	136.1	2.0	12.4	14.3	4.50%
11	123.8	1.8	12.4	14.2	5.00%
12	111.4	1.6	12.4	14.0	5.00%
13	99.0	1.4	12.4	13.8	5.00%
14	86.6	1.2	12.4	13.6	5.00%
15	74.3	1.0	12.4	13.4	5.00%
16	61.9	0.9	12.4	13.2	5.00%
17	49.5	0.7	12.4	13.0	5.00%
18	37.1	0.5	12.4	12.9	5.00%
19	24.8	0.3	12.4	12.7	5.00%
20	12.4	0.1	12.4	12.5	5.00%

For clarity:

- The principal is the amount we owe – the size of the debt at any one time.
- Interest is the rate we pay the vendor on the debt. This has been agreed at the favourable rate of 1.5% above base rate.
- Capital is the amount of the principal we repay in any one year.
- Total is the combined interest and capital we pay out in any one year.

The loan repayments are not equal each year because we have assumed that there will be inflation in the base rate in the first 10 years which feeds through into higher future interest payments. As can be seen from the table, this is a 20 year loan i.e. it is written down completely after 20 years.

In addition, we have to pay interest to members. Our current shares amount to £158,500 and we intend to pay interest at 1.5% over base rate for the foreseeable future. We have conservatively forecast raising a further £15,000 over the next 2 years under this share offer.

We also envisage that some shares will be withdrawn, but over a longer period. Hence, we need to build a share redemption reserve over time. To this end we have decided it will be prudent to put aside out of the rent received a sum which equals 3.3% of the members' subscription, to repay those members who leave the village or withdraw funds for other reasons. This is reflected in the profit and loss forecast on the next page. The financial model in fact allows us to repay all shares over 20 years if shareholders so wish.

### 3.2 Rental Income

The rent agreed is 10% of revenue net of VAT. In the first 6 months and 1 week of trading, turnover was approximately £310,000. This is already considerably better than the projections for the whole year on which we based the initial offer. We have therefore re-forecast for a

turnover of £435,000 for the year. We have then conservatively provided for a 15% increase in the next financial year, to take into account the effect of the new dining room and patio, then a 10% increase in the following year, 5% in the following year then assuming 2.5% each year for inflation.

Because of the way in which the lease is structured, some of the rent payable in relation to turnover in year 1 is not payable until the first quarter of year 2, and so on. This is because the final rent can only be calculated after the end of the year. This does not affect the profit and loss account, but it affects the cashflow. Do not therefore be surprised that the figure for rent shown in the cashflow is different from the figure shown in the profit and loss account.

Tenant revenue and implied rent are shown in the table below:

	Turnover	Rent
Year 1	£435,000	£43,500
Year 2	£500,000	£50,000
Year 3	£550,000	£55,000
Year 4	£575,000	£57,500
Year 5	£589,000	£58,900

### 3.3 BNCS P&L

Putting together these income and expenditure figures we can begin to map out a profit and loss statement for BNCS's first few years. In doing so, we have made conservative assumptions about taxation.

	Year	1	2	3	4	5
<b>Income</b>						
Grants & Other Income (non int bearing)		4.50	0.00	0.00	0.00	0.00
Rent Income Receivable		43.50	50.00	55.00	57.50	58.94
<b>Total Income</b>		<b>48.00</b>	<b>50.00</b>	<b>55.00</b>	<b>57.50</b>	<b>58.94</b>
<b>Expenditure</b>						
Interest Payment		5.28	7.77	8.93	10.56	11.92
Repairs & Maintenance		1.00	5.00	5.00	0.00	0.00
Professional Fees		1.75	2.50	2.55	2.60	2.65
Start Up Costs		19.09	0.00	0.00	0.00	0.00
Other Expenses		3.74	1.00	1.05	1.10	1.15
<b>Total Expenditure</b>		<b>30.86</b>	<b>16.27</b>	<b>17.53</b>	<b>14.26</b>	<b>15.72</b>
<b>Net Profit / Loss</b>		<b>17.14</b>	<b>33.73</b>	<b>37.47</b>	<b>43.24</b>	<b>43.22</b>
Corporation Tax	20%	3.43	6.75	7.49	8.65	8.64
<b>Profit / Loss after Tax</b>		<b>13.71</b>	<b>26.98</b>	<b>29.98</b>	<b>34.59</b>	<b>34.57</b>

### 3.4 BNCS Cashflow

BNCS cashflow represents available cash for the organisation. Our forecast for BNCS cash flow are shown in the table on the next page:

**BNCS Cash Flow**

	13/14 Total	14/15 Total	15/16 Total	16/17 Total	17/18 Total
<b>£k</b>					
<b>Opening Balance</b>	0.0	79.6	44.9	68.3	102.4
<b>INFLOWS</b>					
<b>Loans</b>					
Village	173.50	1.0	1.0	1.0	1.1
DH	0.00	0.0	0.0	0.0	0.0
Other	0.00	0.0	0.0	0.0	0.0
<b>Rent</b>					
Quarterly income	22.00	34.0	38.0	55.0	57.5
Annual adjustment	0.00	21.5	16.0	17.0	2.5
<b>Other</b>					
Grants - Capital	43.70	0.9	0.0	0.0	0.0
Grants - Revenue	4.50				
Other	5.00	5.00	5.00	0.00	0.00
<b>Total Inflows</b>	248.70	62.4	60.0	73.0	61.1
<b>OUTFLOWS</b>					
<b>Loan interest</b>					
Village interest	0.00	3.17	3.49	4.39	5.15
DH interest	5.28	4.60	5.44	6.17	6.77
Other loan interest	0.00	0.00	0.00	0.00	0.00
<b>Loan capital repayment</b>					
Village share redemption	0.00	0.00	0.00	4.79	4.79
DH capital repayment	12.38	12.38	12.38	12.38	12.38
<b>Expenditure</b>					
capex	88.51	65.00	0.00	0.00	0.00
repairs & maintenance	1.00	5.00	5.00	0.00	0.00
prof fees	1.75	2.50	2.55	2.60	2.65
Start up costs	56.46	0.00	0.00	0.00	0.00
Other	3.74	1.00	1.05	1.10	1.15
<b>Corp tax</b>		3.43	6.75	7.49	8.65
<b>Total outflows</b>	169.11	97.08	36.65	38.91	41.53
<b>PERIOD CASHFLOW</b>	79.59	(34.66)	23.35	34.11	19.52
<b>Closing Balance</b>	79.59	44.93	68.28	102.39	121.91

The figures included for capital expenditure are actual for quarters 1-3 in year 1, and projected, but on the basis of estimates and quotes already received, for the kitchen extension which is anticipated in quarter 1 of year 2 (i.e. March-June 2014)

We have not yet included outgoings for the toilets, garden and playground as we are not sufficiently advanced in our planning. We are investigating grants which may be available for these aspects.

We have conservatively assumed only £15,000 to be raised in response to this share offer. We believe it likely that this figure will be exceeded. If more shares are purchased that will enable us to bring forward upgrading the toilets and providing a disabled toilet.

Our cashflow has been considerably helped by a number of grants, for which we are very grateful:

Plunkett Foundation Bursary	£2,000
Baldons Parish Council Grant	£1,000
Baldons Events Committee Grant	£1,000
Baldons Jubilee Fund Grant	£500
Oxfordshire LEADER Fund	£3,709
Community Investment Fund	£40,000 (approximate figure, not yet settled)

## 4 What is BNCS?

### 4.1 A Community Benefit Society

After taking advice from The Pub is the Hub, The Plunkett Foundation (who support community enterprises) and several community pubs around the country, BNCS was registered with the Financial Services Authority ("FSA") on 10 December 2012. BNCS is a Community Benefit Society, a modern form of the historic Industrial and Provident Society. It has withdrawable shares and legal personality, and members have limited liability.

The objectives of BNCS, as articulated in the Rules of BNCS, are to carry on any business for the benefit of the community and in particular by acquiring the freehold premises of the Seven Stars, to provide a venue for the community which:

- Promotes social gathering and employment and tourism;
- Provides facilities and services for the community
- Provides event facilities

The Rules of BNCS define its structure, management and operation. They are available on the website at [www.savethesevenstars.com](http://www.savethesevenstars.com). Copies of the Rules are available from any member of the committee. If you have any question about the Rules, please raise them with any member of the committee.

**The Rules are important. They define your rights as member; please read them if you wish to invest.**

### 4.2 Who runs BNCS?

The BNCS has a Management Committee. The initial Committee is set out below and will act for the first 3 years but will stand down at the third AGM. Thereafter the Management Committee is elected by the members and members have to stand for re-election in rotation. The initial 3 year term is to ensure continuity of management in the start-up period.

The initial Committee is as follows

- **Liz Jones (Chair)** is a Queen's Counsel practising in the fields of commercial and chancery law, with experience in the law relating to companies, financial regulation, property, banking, insolvency and the duties of Management Committees. She is also a commercial mediator. Liz is also chair of trustees of a small educational charity promoting Philosophy for Children called SAPERE. As well as having three children, two of whom who went to Marsh Baldon School, she has produced the last few Baldon Players productions



- **Phil Collins (Vice Chair)** has enjoyed extensive Board level experience as CEO, Managing Director and Commercial Director across a range of food and non-food business, including Mars, Bulmer's, Golden Wonder, Chemtek and Henkel. Phil has also been involved in Corporate, MBO, MBI and Owner managed business sales and purchases and is currently a partner in a Consultancy business with a number of clients in the FMCG industry. Phil is an active member of the Baldon Events Committee.
- **John Simpson (Treasurer and Membership Secretary)** is a qualified Chartered Accountant with long experience of a wide range of businesses, and for the 22 years up to his retirement at the end of 2010 had been Finance Director then CFO of a media business which he and his fellow Directors built into a global number one in its field, forming a joint venture with and eventually selling out to the WPP Group. He has extensive experience of buying and selling companies in particular in relation to the negotiation and documentation of the legal and taxation elements of them.
- **Laurence Attewill** has lived in the village for 23 years. He is a retired international water resources engineer. He is a member of the Parish Council. He is a bell ringer, boat builder and real ale enthusiast.
- **Philip Gardner** has 15 years of hotel industry experience currently working for InterContinental Hotels Group and previously for Marriott International. He specialises in revenue generation, planning and strategy, responsible for this area of the business across Continental Europe. Having grown up in Oxfordshire, he currently lives in Marsh Baldon and has long standing family connections with the Baldons and Nuneham Courtenay.
- **Dave Greenaway** Born, bred and lives in Toot Baldon with wife Sandy and teenage daughters Samantha and Victoria. Attended local primary school. Worked for Oxford City Council, Oxford Water Board and latterly Thames Water Utilities as a Works Manager. Retired after serving 46 years in the wastewater industry and now pursues a career of working with horses at the family yard. Other interests include Country sports, dining out, social events and keeping the village pub open!
- **Jacque Lake** has lived in the village for 14 years and runs a spirits imports company with her husband that they started 20 years ago. Before that she worked for several multi-national companies including Nat West Bank and 3M and ran the credit control department at Vodafone. She has 2 grown up children and is heavily involved with the Baldons Events Committee.
- **Tom Saw** is a local GP and sports medicine doctor and has lived in Toot Baldon for 10 years. He is currently moving his sports medicine partnership to Oxford. He has two boys of 3 and 4, one at Marsh Baldon School of which he has previously been a governor. He has starred in the Baldon Players, is an active member of the local church and his interests include triathlon, field sports and skiing.
- **Sonja van Dijk** has lived in Toot Baldon all of her life. She has worked in the pharmaceutical industry for 20 years and practices as an Equine Physiotherapist in her own business. Mother of 2 teenage children, she is also the Vice Chair of the Baldons Events Committee.

### 4.3 What does the Management Committee do?

The Management Committee is responsible for managing the affairs of BNCS in exactly the same way as the board of directors is responsible for managing the affairs of a limited company. The Management Committee has:

- Organised and supervised the purchase and the refurbishment works
- Appointed the tenant

- Monitored and managed the Society's financial affairs for the benefit of the Community.
- Overseen the lease and managed the relationship between BNCS and the tenant

The business model adopted is to lease the business to a tenant, who runs the pub and pays rent to BNCS. The Management Committee has set the broad policy direction for the business and agreed key targets with the tenant, including certain aspects which community feedback has shown to be important. Beyond that, however, the tenant is left to manage and operate the business as they see fit. The Management Committee does not intend to interfere with the day to day running of the business or attempt to micro-manage the pub.

In the future, if there are free funds the Management Committee will decide what other community projects those funds should be spent on.

#### **4.4 What will Members do?**

The Community Benefit structure allows any person who buys the minimum number of shares to become a member of the Society.

Each member then has one vote to exercise at the Annual General Meeting regardless of how many shares they hold.

Members can be elected onto the Management Committee.

At and after the third AGM the members elect the Management Committee.

All members will be provided with an Annual Report, which will set out details of the operation of the Society and how it has developed its activities over the previous year and which will include a copy of the audited accounts.

The Rules also provide for a number of other ways in which the membership may hold the Management Committee accountable for the running of the Society, including the calling of a special general meeting if required.

Corporate bodies can also be members.

### **5 What do I get out of it?**

The main reason for investing is to get a sustainable pub. In addition you will earn interest and your liability will be limited. What you won't get is windfall profits, any share value increase or government backed guarantees.

#### **5.1 The social return - A pub**

The main point of the exercise is to create a viable community pub. We all want a place to meet friends, have a drink, take our families and socialise. Fortunately, with the assistance of all the existing members of BNCS, we now have that facility, which now also benefits from the beautiful new dining room.

This is not an exercise in generating large profits for the members. It is all about putting the pub on a viable, long term, sustainable footing. The primary return on your investment will therefore be the existence of an open and functioning village pub.

The Society's Rules say that any surplus earnings made by the Society after it has paid interest to its shareholders and repaid any capital which is withdrawn must either be reinvested in the business or used for the benefit of the local community or for another charitable or community cause. Directors and members are forbidden from benefiting in any other form from the activities of the Society. If the pub becomes very successful, and members are happy to leave their money invested, then the surplus earnings could be used for other community purposes in the Baldons and Nuneham Courtenay – some suggestions have been a shop, a post office, even fibre optic broadband. Those will however be long term possibilities and depend on how successful the pub is.

## 5.2 Interest

The Management Committee has resolved to pay interest on all investments from day 1.

The initial rate of return will be 2%. It will not exceed the rate of interest payable to the current owner under the mortgage so long as the mortgage exists, namely 1.5% above base rate. Thereafter it will be at such rate as is required to keep people invested in BNCS (so far as necessary).

This interest will be paid gross and is taxable. It is the members' responsibility to declare any such earnings to HMRC as required by law.

## 5.3 Limited Liability

This is a limited liability entity. The most you could lose is your initial investment (though we believe that this is highly unlikely). You will not be liable for activities of the tenant – for example, if they run up huge bills and then disappear.

The most likely financial outcome from this venture is that you get your original investment back after some time, with interest each year you are a Member. The intended community benefit is that the community has a pub.

## 5.4 What you won't get

### 5.4.1 Windfall redevelopment returns

In the event that the pub ceases trading and is say, redeveloped for residential use, any surplus (after paying creditors and repaying share capital) must be used for the benefit of the community. Any investment should therefore be considered an opportunity for individuals to contribute financially to the community, with the specific goal of helping to keep the pub open, rather than receiving a substantial financial reward.

### 5.4.2 Increase in the value of the shares

The value of the shares stays constant. They cannot be sold but can only be withdrawn. This will not be an investment which will increase in value.

### 5.4.3 Investment Guarantees

Our share offer is exempt from the Financial Services and Markets Act 2000 and subsidiary regulations. This means that there is **no right of complaint to an ombudsman**. A community benefit society is registered with, but not authorised by, the Financial Services Authority and therefore the money paid for shares is not safeguarded by any depositor protection scheme or dispute resolution scheme. As the whole of your investment could carry a risk, please consider it carefully and, if necessary seek independent financial advice.

## 6 What are the potential risks?

Although it is not possible to foresee all possible adverse outcomes there are a number which it is reasonable for the Management Committee to guard against.

### 6.1 A risk that you could lose part or all of your investment

The management committee believes that it is unlikely that you will lose your capital investment. This will only happen if BNCS's liabilities exceed its assets. For example, the pub closes, we have no rental income, yet we still have loan payments. It might be that if BNCS eventually sells the pub there is no surplus after repaying creditors. BNCS could not in those circumstances repay your share capital. Your liability, however, is limited to the value of your shares.

We think this extreme situation is very unlikely because:

- The Management committee obtained a valuation and a building survey and engaged experienced solicitors to satisfy ourselves that we paid an appropriate price and have good title to the pub.
- Our projections and our experience so far all tell us that the pub can be profitable. The anticipated returns over the 20 year period of the mortgage will not only exceed the anticipated outgoings, they will also allow all share capital to be repaid over the same period (if members wanted to withdraw their capital).
- BNCS will not be trading the pub so that there will not be trading losses from the pub business. BNCS will own the property.
- If even a community benefit society could make the pub successful then BNCS would seek to sell for residential development. BNCS would only consider this if there is no prospect of running the pub viably. So long as the pub can be run viably it is the intention of the management committee that the building should operate as a pub. If BNCS could not find a tenant to run the pub, then in those circumstances we believe that the relevant planning permission would be available. The likely value with residential permission would substantially outweigh the mortgage remaining and the repayment of shares. Even if no residential planning permission were available, the alteration to provide the dining room has provided a substantial increase in covers so that the value of the pub would increase. The current trading history already means that we are confident that the value of the pub has significantly increased.
- Both of these are highly unlikely scenarios, but for the reasons set out above the management committee believes that there is not a substantial risk if the pub cannot be run viably.
- Nonetheless you must understand that there is a risk that you may not get all your money back and you should take that into account in deciding whether to invest.

## **6.2 Not be able to withdraw shares**

The Rules permit withdrawals only in certain circumstances, and only after 3 years. Thereafter, if many people want to withdraw their money in a particular year, then not everyone will be able to withdraw their money in that year. In those circumstances, the repayments will be made in the order in which notice to withdraw was received. In addition, shares cannot be withdrawn at any time during which there is a default on the repayments to the vendor under the mortgage.

## **6.3 Financial fraud**

The risks here are very low. The management committee does not intend BNCS to trade as a pub. 3 signatories are required for any transaction, and BNCS will take out appropriate insurance against inappropriate actions by any member of the Management Committee.

## **6.4 See no returns**

Another possible, albeit unlikely, outcome, is that there is no scope to pay interest on the investment for several years. This does not currently appear to be a likely scenario.

## **7 Important Notice regarding the Share Issue**

- i. The minimum shareholding is 300 shares. Each share has a value of £1. The maximum number of shares that can be purchased is 20,000 shares. Members must be over 16 and shares must be paid for in full on application.

- ii. Shares are not transferable except on death or bankruptcy and they cannot be sold. They may be withdrawn on application to the society itself for the original value of £1 per share.
- iii. The value of each share cannot increase beyond its nominal value of £1. You should be aware that the value of shares may be reduced if the value of the business's assets falls substantially.
- iv. As an investor your liability is restricted to the value of your shares. In the very unlikely event that the business fails you would have no further liability.
- v. Currently the society plans to pay interest on shares but the shareholding should be viewed as a social investment. The rules of the society would allow for interest payments to be suspended if the financial performance of the society did not justify such payment.
- vi. The only way in which investments can be recovered (whether the initial sum or any reduced value) is on liquidation of the society or by giving the society notice of withdrawal. **YOU SHOULD THEREFORE VIEW THIS AS A LONG TERM INVESTMENT AND REVIEW YOUR FINANCES ACCORDINGLY.** Notice of withdrawal **may not be made during the first three years** after the closing date of this share issue.
- vii. The specific conditions for withdrawal include:
  - a. Withdrawals must be funded from trading surpluses or new share capital and are discretionary, being subject to the Management Committee's satisfaction that withdrawal is consistent with the long term interests of the society;
  - b. The total repayable each year is limited to a sum which bears the same proportion to the capital repayment made to the mortgagee as the current shareholding bears to the capital outstanding to the mortgagee at the start of the relevant year, (so we will not be paying capital to shareholders any quicker than we are paying capital to the mortgagee under the terms of the mortgage);
  - c. 3 months' notice is given.
- viii. All funds invested in this Community Share Offer will be used only for the purpose of acquiring and refurbishing and owning the Seven Stars.
- ix. The Baldons and Nuneham Community Society Limited is registered with the Financial Services Authority. However, as community shareholders, investors are deemed to invest for social returns and not for financial gain. The sale of community shares is not regulated by the FSA. There is no right of complaint to the Financial Ombudsman Service and nor can investors apply to the Financial Services Compensation Scheme.
- x. Shares are available at any time under this share offer unless the Management Committee causes the share offer to be withdrawn.

## 8 How do I subscribe now?

You must be 16 or older to become a member. There is no residential requirement, just a desire to support the cause. If you know of anyone who may wish to invest please let them know! This includes corporations.

When considering taking part, it is vital to realise this is an investment in our community – creating a unique asset for us all, and helping to make the Baldons, Nuneham and the surrounding area a more vibrant, thriving and sustainable place. It is not a conventional financial investment with an expectation of direct financial returns. The full details are set out in the Rules of the Association. Copies of The Rules are available on [www.savethesevenstars.com](http://www.savethesevenstars.com).

Please fill in the form on the last page and become a member of BNCS.

For further information please contact any member of the committee.

Further information on community benefit societies is available at <http://www.communityshares.org.uk>, and in particular there is a guide to investing in community shares on their resources page.

**This share offer is authorised by the Management Committee**

**17 December 2013**

Society Membership Share Application Form

If you would like to become a member of The Baldons and Nuneham Community Society Limited please complete the form below, tear it out and return it together with your cheque for the total subscription amount to the address below. You can also pay by direct bank transfer using the account details below...please ensure you use your full name as the reference.

Paying by cheque :

Baldons & Nuneham Community Society Ltd.
c/o Mr John Simpson
Membership Secretary
Durham Leys Barn
Marsh Baldon.
OX44 9LP

Paying by Bank Transfer:

Account Name : BNCS Ltd
Sort Code : 08-92-99
Account Number : 65629633
Reference : Full Name

Name: [text box]

Address including postcode; [text box]

Email address: [text box]

Phone numbers:

Home [text box]

Mobile [text box]

Your Bank details:

Sort code: [text box]

A/c No: [text box]

The number of shares you wish to subscribe for (minimum £300, maximum £20,000)

[text box] Shares cost £1 each Value of the shares applied for: £ [text box]

I request that I become a member of The Baldons and Nuneham Community Society Limited. I agree to my name, address, phone numbers, email address and the number of shares that I am purchasing being held on a computer database. I understand that this information will be used solely for the purpose of maintaining a register of members and potential members as required by the rules of the Society, and for communicating with members and will not be passed to any third party. I confirm that I have read the Share Offer and agree with the terms and conditions which it states.

If you would like interest on your shares paid direct to your bank account please enter your bank details above: please consider doing this as it will make administration considerably easier.

Signed:.....

Dated.....