



ROSE & CROWN INN COMMUNITY SHARE OFFER



www.nympsfieldcommunitypub.co.uk



nympsfield.community.pub@gmail.com

Share offer opens: 7 September 2024

Share offer closes: 6 November 2024

Target: £400,000 (minimum) £450,000 (maximum)

Investment limits: Minimum £50, Maximum £40,000



**Community
Shares**
STANDARD

Nympsfield Community Pub Limited

Reg No: 9270

Registered Office: Court Farmhouse, Old Court Farm, Church
Street, Nympsfield, GL10 3UB

Help save the pub at the heart of our village. This document explains how you can become a member of Nympsfield Community Pub Limited to purchase the village's last remaining pub and develop this vital asset for the benefit of our community.

Summary

The Rose & Crown Inn, a much-loved pub in the village of Nympsfield, Gloucestershire, has been at the heart of the community since the mid-1800s. Following a sustained period of chronic under-investment in its beautiful Grade II listed building, the pub sadly closed in March 2023, and the fabric of the building has continued to deteriorate rapidly, leaving it in a critical state of disrepair. We must act now, or this historic community asset could be lost forever.

To prevent this, Nympsfield Community Pub Limited (the "Society"), was set up by a group of Nympsfield residents earlier this year and registered with the Financial Conduct Authority as a community benefit society on 12 April 2024.

Our vision is to recreate a welcoming pub at the heart of the village, owned by and run for the benefit of the community. As well as a pub serving good quality, locally sourced and reasonably priced food and drink to the 25,000 people living within 5km of Nympsfield, the Rose & Crown Inn will be a space to meet and connect with others and will provide services such as a café and shop to the community. The day-to-day operations of the pub will be managed by a tenant, who will work closely with a management committee elected by, and acting on behalf of, the community.

This community share offer is aiming to raise between £400,000 and £450,000, and will be key to the success of the Society. This prospectus outlines why your investment is essential to the future of the Rose & Crown Inn and what it means to be a community shareholder (or "member").

Full details of the project can be found in our comprehensive business plan which can be downloaded from our website:



www.nympsfieldcommunitypub.co.uk

To make an enquiry, please contact:

applications@nympsfieldcommunitypub.co.uk

Can the Rose & Crown Inn become a viable business once again?

The simple answer is yes! We received an independent valuation report on the pub in May which, as well as valuing the property, analysed the business potential and concluded that the pub can be run as a sustainable business.

The Rose & Crown Inn is a registered Asset of Community Value with a long history of being commercially successful. In addition to a historically strong local customer base, the Rose & Crown Inn also benefits from frequent tourists to the Cotswold Area of Outstanding Natural Beauty and other local attractions. Its current inability to secure a buyer is due to the poor state of the fabric and infrastructure of the building as a consequence of long-term underinvestment.

After an initial period to re-establish the pub, well informed financial projections indicate that the business will be profitable, with any surplus available to be reinvested in the community.

Additionally, the long-term success rate for community businesses supported by Plunkett stands at 92% ('Community ownership: A Better form of Business', Plunkett Foundation 2023)



However, raising the capital required will not be easy. The building freehold will cost in the region of £350,000 to purchase, with repairs and renovations estimated to cost about the same.

What is “Nympsfield Community Pub Limited”?

A society formed by a group of people from within the local community, with a diverse range of skills and experience, registered as a community benefit society in April 2024, enabling capital to be raised through grants and community shares, in order to save the Rose & Crown Inn.

An interim management committee, made up of experienced local residents, is currently in place.

The interim management committee members are:



Matthew Burke – Chair

Matthew is an experienced engineer, investor and board director. He is a Chartered Engineer and currently leads venture capital operations for a global green technology, energy and metals company. He and his family have lived in Nympsfield since 2015.



Jon Gazzard - Vice-Chair

Jon is a Chartered Quantity Surveyor with over 25 years' experience across a number of sectors including Commercial, Hotel and Leisure, MoD and Housing. He is currently working as a project manager for a number of Housing Associations in the South West. Jon has lived in Nympsfield for 35 years.



Mike Hair – Treasurer

Mike's early career was in commercial banking and project managing e-commerce solutions in the construction sector. Since 2006, he has operated his own business supplying the construction/landscaping trade. Mike has lived in Nympsfield with his family since 2008.



Dan Stewart – Secretary

Dan runs a successful architectural practice of 25 years from his self-built home only a stone's throw from the Rose & Crown Inn. He and his family have lived in Nympsfield since 2010.



The interim management committee are supported by five working groups, also made up of local residents, with a broad set of relevant skills and experience.



Upon completion of this share offer, the current members of the interim management committee will resign to allow members to elect who sits on the management committee to take the project forward. N.B. Members of the interim management committee intend to stand for election to oversee the purchase and renovation phases of the project. There will be on-going opportunities for any member to be co-opted by the management committee and/or working groups in line with the Society's rules.

At each Annual Members' Meeting the members of the Society will elect the management committee from within the membership. The members will be elected for a period of three years, except for the start-up period where they will serve for one year initially. The management committee shall comprise not less than three and not more than nine members, who shall mainly be elected by and from the members.

Full details around elections to the management committee can be found in the Society's rules which are stored in the [documents area on our website](#).

Our work to date

- We conducted an initial local survey and held two well attended public meetings to gauge public opinion and establish our five working groups of volunteers.
- Comprehensive professional surveys of the buildings and facilities have been carried out to confirm the capital required to purchase and refurbish the pub.
- We have been in regular contact with the current owner, who is willing to sell the pub to the Society. Based on the current listed selling price, and an independent valuation (completed by Dabro & Associates Ltd), the cost to purchase the pub is in the region of £372,000 (including fees).
- We have held successful pop-up-pub and open gardens fundraising events, attended by hundreds of people, with other events planned for later in 2024.
- We have published a comprehensive business plan on our website and developed this community share offer in line with other successful community pub projects.
- We have begun the process of applying for grant funding, with two applications already successfully securing funding and more currently underway.

What is a Community Benefit Society?

The legal structure of the Society is a community benefit society registered under the Cooperative and Community Benefit Societies Act 2014. It is registered, but not regulated, by the Financial Conduct Authority. One of the most important features of a community benefit society is that profits are not distributed among members. Instead, profits will be used to maintain reserves and on expenditure to carry out the Society's objectives, for example to reinvest in the pub, and be available for other community initiatives.

Society Name	Nympsfield Community Pub Limited
Registered Number	9270
Date Society Registered	12 April 2024
Name of Model Rules	"The model rules for community ownership" Plunkett Foundation, Version 6, December 2021
Type of Society	Community Benefit Society

Why have we opted to form a Community Benefit Society?

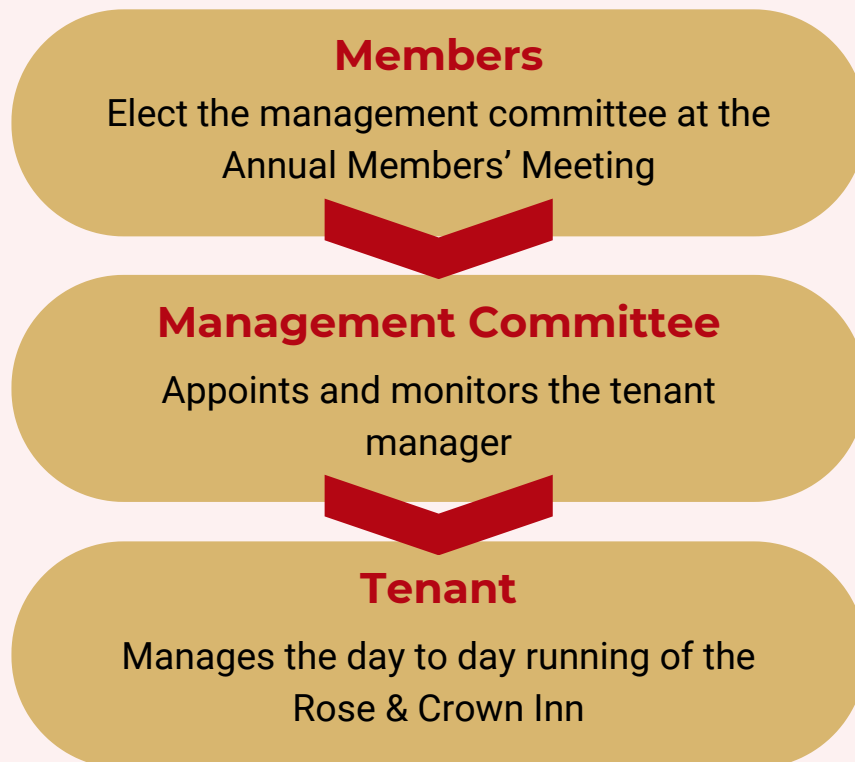
A community benefit society is a form of co-operative whose purpose is to benefit the wider community. The key features of a community benefit society include:

- Withdrawable shares - meaning you can get your money out after the minimum period of three years, subject to management committee discretion.
- An asset lock to safeguard the Rose & Crown Inn for the future. In the unfortunate event that the Society dissolves, members are repaid up to the value of their investment after any debts and any remaining assets are transferred to a charitable or community body.
- A £50 minimum shareholding, to make it as accessible as possible to the whole community.
- A "one member, one vote" approach - to be as democratic as possible.
- In addition to individual memberships, corporate memberships are allowed.
- Members can attend annual and special meetings. They can speak, submit matters to be considered and propose resolutions, and vote for and stand for election to the management committee.

How does it work?

By purchasing shares in the Society, everyone who takes part in this share offer gets the same voice on key decisions under the 'one member, one vote' principle, regardless of the number of shares they hold. This means that every member can play an important part in the Society by purchasing just 50 shares.

The most important decision that members will be able to take part in, is the election of the management committee, who will make day-to-day decisions on behalf of all members.



We think it is important that no individual member holds a very significant proportion of the shares in the Society. As a result, we have set the maximum that any one member can purchase at 10% of the total amount raised under this offer. Based on our target of £400,000, the maximum investment would be £40,000 or 40,000 shares. We will contact you if the amount you wish to invest ends up being higher than 10% of the total amount raised after this offer closes.

You must be over 16 years of age to buy shares in the Society. You do not have to live in Nympsfield to purchase shares, and we welcome members from outside of the village. You can also purchase shares to gift to family and friends.

The nature of a community benefit society is that a member cannot be liable for any amount over and above the value of their shareholding. This means that, if the Society gets into financial difficulty, a member cannot be asked to contribute more money to the Society than they have already paid. This is called 'limited liability' of members. You should take independent financial advice if you would like to understand this better.

When the pub is operating again, any surplus funds generated by the Society, minus any running costs such as maintenance and interest paid to members, can be used for causes that benefit the local community. This means that, instead of taking a profit, the Society will be able to donate these funds to other community initiatives.

Funding and Finance

The property was surveyed by Dabro & Associates Ltd on 8 April 2024 and the valuation report was published on 26 May 2024. The report confirmed that there is a sustainable business case for the pub. The market value of the property in its current closed state is £350,000 and as a fully equipped operational entity the market value is £500,000.

The Society benefits from having both an architect and a quantity surveyor on the interim management committee. They estimate full renovation and associated initial overheads costs of £394,740 (including VAT) of which £136,000 is needed for the roof repairs.

The target for the community share offer is £400,000 to £450,000. This will allow the Society to purchase the pub and secure the asset for the community. The additional funding required to fully renovate the pub is planned to come from capital and revenue grant applications. The Society may also consider long-term financing options such as the Public Works Loans Board (PWLb).

Initial Costs

The total initial purchase and setup costs are summarised below:

The Society's Capital Costs and Funding	
Inflows	Year 0
Shares issued	£400,000
Rental income (incl. VAT)	-
Capital Grants	£280,000
Revenue Grant	£50,000
VAT Repayment	£60,978
Total Inflows	£790,978
Outflows	Year 0
Property Purchase	£357,000
Legal Fees on Purchase (incl. VAT)	£15,000
Refurbishment Costs (incl. VAT)	£366,500
Overheads (incl. VAT)	£28,240
Total Outflows	£766,740
Closing Balance	£24,238

Note: The remaining funds of £24,238 will provide a project timing contingency for the Society. The Society will be able to reclaim the VAT back from the government..

Capital Grants

Our target for capital grants is £280,000. To maximise the likelihood of achieving this, we are applying to a number of large capital grant providers including the UK Government's Community Ownership Fund (COF), National Lottery Heritage Fund and National Lottery Reaching Communities Fund.

In June 2024 we received a positive response following a project enquiry for a £250,000 grant from the National Lottery Heritage Fund. They have advised us to make a full application after the community share offer or once we have acquired the freehold.

Unfortunately, COF was suspended by the Government when the general election was called in May 2024 and, at the time of writing, we do not know if COF will be reinstated. However, we are encouraged that an early day motion that supports the continuation of COF has been tabled by Claire Hanna MP. N.B. Should the Society be awarded a COF grant, the Government may take out a charge for seven years on the pub, which means that if the business fails the Government will be first in line to recover its investment before members.

We have submitted an interim grant application of £190k to the National Lottery Reaching Communities Fund. This application is focused on funding for the disabled accessibility and environmental elements of the plan.

We have also applied for smaller grants to secure funding to support specific short-term objectives. In May 2024, the Society was awarded a £500 grant from Nympsfield Parish Council for upfront costs for fundraising events like the "Pop-Up Pub" and in June 2024 we received a £10,000 'investment readiness' grant from the Reach Fund. Further details about all of the grants applied for can be found in the business plan which is stored in [the documents area of our website](#).

Five Year Financial Plan

Turnover projections have been prepared based on guidance from previous Rose & Crown Inn managers, as well as management from the Hog at Horsley and our own market research (including from the [British Beer and Pub Association](#)).

The projections suggest that the primary sources of income are expected to be from the restaurant and 'wet sales' (the sale of drinks). In particular, Sunday lunches are expected to be very popular, with past performance in the region of 100 covers on average. The pub will also generate revenue from the café service, shop and accommodation offerings.

The tables below detail the projected profitability for the tenant and the Society. The tenant's rent will be charged at £10,000 a year plus 5% of turnover.

Tenant Summary Projections					
	Y1	Y2	Y3	Y4	Y5
Accommodation	£17,411	£19,439	£21,725	£23,245	£24,895
Wet Sales	£155,914	£174,078	£194,549	£208,158	£222,937
Restaurant	£194,026	£216,630	£242,106	£259,041	£277,433
Café	£10,683	£11,927	£13,330	£14,262	£15,275
Takeaway	£12,560	£14,023	£15,672	£16,769	£17,959
Shop	£7,128	£7,958	£8,894	£9,516	£10,192
Total Income	£397,721	£444,056	£496,277	£530,991	£568,692
Direct Costs	£152,754	£170,550	£190,606	£203,939	£218,419
Staff Costs	£154,590	£159,568	£164,706	£170,009	£175,483
Other Costs	£77,124	£99,375	£103,362	£106,532	£109,958
Total Costs	£384,468	£429,492	£458,674	£480,480	£503,861
Net Profit	£13,254	£14,563	£37,602	£50,511	£64,831

Initially, the Society's main sources of income are expected to be the fundraising events, initial grants and the community share offer. Once the infrastructure work has been completed and a tenant appointed, the Society will benefit from the ongoing rental income.

Projected Society Cash Flow						
	Y0	Y1	Y2	Y3	Y4	Y5
Opening balance	-	£24,238	£29,589	£53,449	£75,780	£95,166
Inflows						
Shares issued	£400,000	-	-	-	-	-
Rental income (incl. VAT)	-	£17,932	£43,126	£46,260	£48,342	£50,604
Capital grants	£280,000	-	-	-	-	-
Revenue grant	£50,000	-	-	-	-	-
VAT repayment	£60,978	£5,430	-	-	-	-
Total inflows	£790,978	£23,362	£43,126	£46,260	£48,342	£50,604
Outflows						
Property purchase	£357,000	-	-	-	-	-
Legal fees on purchase (incl. VAT)	£15,000	-	-	-	-	-
Refurbishment costs (incl. VAT)	£366,500	-	-	-	-	-
Overheads (incl. VAT)	£28,240	£13,140	£13,337	£13,550	£13,808	£14,084
VAT paid	-	-	£5,219	£5,709	£6,018	£6,355
Corporation tax	-	£4,870	£711	£4,668	£5,130	£3,913
Interest paid on shares	-	-	-	-	-	£7,920
Share withdrawals paid	-	-	-	-	£4,000	£4,000
Charitable contributions	-	-	-	-	-	£2,500
Total outflows	£766,740	£18,010	£19,267	£23,928	£28,956	£38,772
Closing balance	£24,238	£29,589	£53,449	£75,780	£95,166	£106,998

Our Community Share Offer

You are invited to invest in Nympsfield Community Pub Limited, a community benefit society, which has been established to purchase, refurbish and reopen the Rose & Crown Inn, Nympsfield for the benefit of the community. If you are interested in purchasing shares, please complete the share application form and send your payment through by 6 November 2024 at the latest.

This share offer is not subject to the Financial Services and Markets Act 2023, nor is it covered by the Financial Services Compensation Scheme and investors will have no recourse to the Financial Ombudsman.

Please note this share offer is unregulated.

Purchase of shares through this offer should be viewed as an investment in the community. You should be aware that the value of your investment could fall, and the amount returned could be lower than your investment.

- This share offer will provide funds towards the purchase of the Rose & Crown Inn, currently on the market for £350,000.
- Nympsfield Community Pub Limited is seeking to raise up to £450,000 from this share offer.
- Shares have a nominal value of £1 each. The minimum investment is 50 shares (£50), with the maximum individual investment to be 10% of the share issue, i.e. £40,000 for a £400,000 capital raise.
- These shares are known as community shares because purchasers' primary return for holding shares is intended to be a social one to ensure a thriving, sustainable community-owned business is established, not driven by an overarching desire for a financial return.
- Share purchases are open to individuals over 16 years of age and organisations.
- This share offer is time limited. It will open on 7 September 2024 and close on 6 November 2024. This short window is to encourage investment quickly to secure the Rose & Crown Inn for the community.
- The closing date for the share offer may be extended by the Society's interim management committee up to a maximum of three additional months.
- The shares are not transferable, except in case of death or bankruptcy. The shares are withdrawable from the Society only after three years and are subject to withdrawal requests made three months in advance to the management committee.
- If the Society determines there is a need for additional capital in the future, members will be consulted about plans that may require additional capital including any future share offers.

- The Society's rules and business plan are available on the [documents area of the our website](#).
- We would always recommend seeking independent financial advice before making any investment.
- This share offer has been awarded the Community Shares Standard Mark. The Community Shares Standard Mark is awarded by the Community Shares Unit to offers that meet national standards of good practice. For more information about community shares, the Community Shares Standard Mark and the Community Shares Unit please go to: communityshares.org.uk.



The digital version of our community share application form is available on our website:
nymphsfieldcommunitypub.co.uk

Frequently Asked Questions

Do I need to seek independent financial advice?

Whilst this share offer document provides information in relation to the risks associated with buying shares, we recommend that you seek independent financial advice in relation to this offer.

Why should I buy community shares?

We need your investment to purchase the Rose & Crown Inn. Without sufficient investment we will be unable to buy and refurbish the building and the opportunity to create a worthwhile community facility would be lost.

How much can I invest?

The minimum investment is £50 and the maximum investment is £40,000. N.B. Although the minimum investment is £50, to achieve our goal and bring the pub back into community use, we would ask everyone to invest what they can afford in order to help us achieve the £400,000 needed.

Why do we need to do this quickly?

The pub is up for sale and is in a general state of disrepair with a badly leaking roof. The sooner we can secure the asset the sooner we can begin to remediate the building works and so restore the general fabric of the building and therefore save the Rose & Crown Inn for the community.

Who will benefit from this project?

The local and wider community will benefit directly from having a vital amenity preserved for future generations. The Rose & Crown Inn will play a part in building a stronger, more vibrant, and cohesive community.

How can I get involved with the pub?

By becoming a member, you can stand for election to the management committee. You can also volunteer to be part of any of the working groups.

How will the management committee get feedback about how the pub is being run?

A feedback mechanism will be put in place by the Society, to allow everyone's views and feedback to be considered.

Frequently Asked Questions

Is this share offer eligible for tax relief?

This share offer is not eligible for Enterprise Investment Scheme (EIS) tax relief but may qualify for 100% relief from inheritance tax through Business Property Relief (BPR). Please seek independent financial advice.

Who will run the Rose & Crown Inn and make the day-to-day decisions about the business?

The management committee will oversee the business and ensure that it meets the goals set down in the vision statement. We intend to attract a tenant to oversee the day-to-day running of the pub business. There will be governance and reporting arrangements in place to monitor financial and other performance. We will ensure that there is an 'open book' approach to sharing feedback and other information between the Society and the tenant.

What is the process if the share offer is oversubscribed?

In the case that significantly excessive funds come in, individual amounts will be pared back on a pro-rata basis (to be not less than the minimum £50 holding). For example, if the share offer raises 20% more than is desirable, everyone's shareholding will be reduced by 20%. This means someone who wants an investment of, say, £5,000 will be offered £4,000 and the £1,000 will be returned. Preference will however be afforded to those who wish to (or can) only invest in a small number of shares. Their investments will be pared back less, perhaps not at all. This is the most equitable way of dealing with the situation.

What contingency arrangements are in place if the share offer falls short of the minimum share target level or if we don't raise enough funds to complete the purchase of the pub?

A number of funding sources, other than the share offer, have been identified to raise funds to save the Rose & Crown Inn. This includes grants and community fundraising events, or potentially shareholder loans and community loans.

If the share offer falls short, the management committee may decide to hold share application money for up to six months to apply for more funding to make up the shortfall but will keep applicants updated as to the situation.

Frequently Asked Questions

What if the combined cost of purchase and refurbishment of the pub is beyond economic viability?

The Society has reviewed all the costs associated with the purchase, refurbishment and operation of the pub, along with projections of income. This information is included in the business plan.

What happens if we do not manage to buy the Rose & Crown Inn for the community?

In the event that we are not able to raise the amount of money required to save the Rose & Crown Inn, or we are unable to secure a sale from the current owner, your money will be returned to you subject to payment of any and all professional fees and costs incurred to date and the share offer will be deemed to have failed. This could mean that you will receive back less than you have paid in.

What happens if we fail to secure grant funding to cover the total cost to acquire and refurbish the pub?

The Society's grant applications team is working on a variety of grant applications. We have been successful to date with two grant applications raising a total of £10,500. Whilst there is no guarantee the Society will be successful with all our grant applications, we do have significant expertise within the wider team to maximise our chances of success.

What happens if we can't identify contractors to carry out the required refurbishment works within the available budget?

The Society has obtained quotations for a significant proportion of the proposed refurbishment, which are accounted for in the business plan.

What if we fail to identify and enter into an agreement with a tenant to run the pub on suitable terms and in line with the Society's vision and objectives?

The Society has already been approached by a number of tenants who would be interested in running the Rose & Crown Inn subject to the building work being completed. This supports our view that the pub will be a viable proposition.

Frequently Asked Questions

What does 'limited liability of members' mean?

Members' liability is limited to the value of their shareholding under the share offer. Members may buy more shares after the initial investment and therefore their liability increases as their shareholding increases. Members cannot be required to contribute any more than their total investment.

What return on my money will I get?

The Society's rules allow us to pay interest at up to 5% per annum or 2% above base rate, whichever is higher. There is no guarantee that interest will be paid, and no interest will be paid in the first three years of ownership of shares. Profits can also be reinvested into the business or given to other community organisations.

What happens if I want to withdraw my shares?

We hope that you will want to retain your shares for many years to come, however withdrawal requests may be made to the management committee in writing after the initial three-year period. Thereafter, the management committee will consider all requests, subject to the conditions specified in the Society's rules, which are available in [the documents area of our website](#). They will have the authority to refuse a withdrawal request if it would endanger the viability of the Society.

What happens to my shares if I die?

Your shares become part of your estate and can be dealt with by your executor, identical to any other assets you hold.

How will just the residents of Nympsfield keep the pub going?

As well as catering for the 460 residents, there is a population of more than 25,000 within a 5km radius of the village along with a strong history of visitors to the area. Further details of potential customers can be found in our business plan which is available in [the documents area of our website](#).

Where can I find all the supporting information?

You can find all information relating to the share offer in the [documents area of our website](#). This includes our detailed business plan and financial forecast, the share application form, the Society's rules, and more information about how to contact us if you have any further questions.