

Share Offer

For The Greyhound, Marsh Gibbon



*Share Offer for the community acquisition of the
lease for The Greyhound, Marsh Gibbon*

Offer opens: 27th November 2021

Offer closes: 1st March 2022

Min. Target to reopen pub:	£160,000
Desired Target to open pub and café:	£200,000
Max. target to include extra contingency:	£220,000

Minimum Investment:	£250
Maximum Investment:	£10,000

**WE FACE A ONCE IN A GENERATION
OPPORTUNITY**

Not only to save our pub, but to make it the
community hub of the village and with your
support we can make it happen

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Disclaimer

This document contains forward-looking statements, including forecasts relating to the financial position of the Society. The Management Committee believes that the forecasts reflected in these statements are reasonable but will involve unknown risks, uncertainties and other factors which may cause the actual results, financial condition, performance, or achievements of the Society, to be materially different from any future results, performance or achievements expressed or implied by those forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in section 12 (Risks) set out in this document. Given these uncertainties, prospective investors are cautioned not to place any undue reliance on those forward-looking statements. The forward-looking statements contained in this document are made on the date of this document, and the Society and the Management Committee is not under any obligation to update these forward-looking statements in this document to reflect actual future events or developments.

Investors cannot apply to the Financial Services Compensation Scheme (FSCS) and have no right of complaint to the Financial Ombudsman. Before deciding to invest, you may want to seek independent advice.

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 go to: communityshares.org.uk



Key Points

Our Aim is to make The Greyhound the hub for the village, a pub and café providing facilities and services that bring the community together. The society proposes to raise funds to

- Transfer the leasehold of The Greyhound Inn into community ownership
- Carry out necessary reparation works to satisfy the terms of the lease
- Develop main pub building, gardens and extensive outbuildings to provide as much benefit as possible for the community
- Provide start-up working capital to run The Greyhound Inn

You are invited to invest in a community enterprise set up to secure the long term future of The Greyhound Inn as a pub, café and community hub.

1. The Greyhound (Marsh Gibbon) Community Benefit Society Limited is a Community Benefit Society and registered with the Financial Conduct Authority. It has been setup with the aim of transferring the lease for The Greyhound into the ownership of the society so that the pub can be revived for the benefit of the community, the people that live and work in the area or visitors that pass through
2. The Greyhound Inn is owned by The Ewelme Trust, and purchasing the freehold from them is not an option. Therefore, ownership of the lease by the community, for the community, has been identified as the best route to prevent further decline and to return the pub to providing a very important service for the village of Marsh Gibbon and the surrounding area.
3. An initial steering group was setup to tackle the not insignificant task of getting this project off the group and performing all the due diligence necessary to prove that the community ownership approach was viable. Now that the Community Benefit Society has been formed a number of these steering group members have become the first Management Committee of The Greyhound (Marsh Gibbon) Community Benefit Society Limited
4. The Management Committee are now seeking investors who wish to become members of the Society to help us reach our minimum target of raising £160,000 for the pub and £40,000 for the Café. We believe that this amount will give sufficient capital to:
 - a. take on the leasehold of the pub
 - b. carry out the work necessary to satisfy the terms of the lease and reopen the pub as an exciting and attractive proposition for both staff and customers
 - c. repurpose the pub outbuildings to provide a café offering and space for community events
 - d. provide sufficient working capital to enable cash positive trading
 - e. establish a contingency fund to meet unforeseen costs.
5. The minimum share funding level that is required to enable the pub to proceed will be £160,000. This is referred to as Phase One. A Phase Two requires at least £40,000 in order for the Café to be developed and a further £20,000 will ideally be raised to be used as extra working capital and incremental 10% contingency to cover further inflationary rises. If



Phase Two is not fully funded during this share offer this could be funded through further share offers, match funding from available funds or profit being reinvested over time in order enable the café to become a reality.

6. To become a member of The Greyhound (Marsh Gibbon) Community Benefit Society Limited individuals are invited to invest between £250 and £10,000 each. Individual share value will be £50 and therefore the minimum investment will require the purchase of Five shares. Each member will have an equal vote in the Society irrespective of their shareholding, following the key Society principle of 'one Member, one Vote'
7. To allow the business to become fully established interest will not be paid for the first 3 years of business trading and any interest payable in subsequent years will be at the discretion of the Management Committee. It is however the intention, subject to an appropriate surplus being available and with agreement from the Society's members, to eventually pay shareholders an annual interest of up to 2% above the Bank of England base rate or a maximum of 5%, whichever is the lower, paid gross of tax.
8. The Society has applied for advance approval for the Government's Social Investment Tax Relief scheme (SITR). The scheme provides 30% tax relief to investors. This means that 30% of the sum invested could be offset against income tax liabilities in the year the Society starts trading. To qualify for this scheme, the society must not allow shares to be withdrawn for minimum of 3 years.

Important: We cannot advise you on your own financial or tax position or decision on whether to invest in The Greyhound (Marsh Gibbon) Community Benefit Society Limited. Please seek your own independent financial and/or tax advice when deciding whether to invest in this share offer.

9. A Community Benefit Society named The Greyhound (Marsh Gibbon) Community Benefit Society Limited (Registration Number 8701) whose registered address is at Dentons, The Pinnacle, 170 Midsummer Blvd, Milton Keynes MK9 1FE has been established to take over the lease and trade The Greyhound Inn.
10. The Greyhound Inn will provide a much needed service to the village of Marsh Gibbon and surrounding areas. As a pub it will serve good quality beer and freshly prepared locally sourced food (where possible), and as a café it will provide quality hot drinks, cakes, and pastries, all in a friendly atmosphere that welcomes the whole community. It is the intention to make the pub the village hub offering social and cultural activities, with the potential to offer multiple services of value to the community. Financially it will benefit the entire community by providing employment opportunities, releasing profits when possible, to the benefit of other community assets or projects and making Marsh Gibbon an even more desirable place to live with benefits to house prices.
11. We will look for a Pub Manager, Chef and potentially Café Manager, who can work closely with the aims of the Society and provide a pub, café and community hub that meets our requirements. The Pub Manager will be responsible for how the business is run on a day-to-day basis and will be financially incentivised to make the pub a success.
12. The five key roles on the Management Committee have been allocated to members of the initial steering group for continuity reasons, but 2 additional committee member vacancies



are available, and members might be co-opted to make up the balance. The Management Committee will oversee the performance of the business and measure it against the targets set down in the business plan.

13. All seven members of the initial Management Committee will retire at the first AGM in accordance with the society's rules (but may offer themselves for re-election). Thereafter, members of the Management Committee will hold office for a period of three years but may retire in a phased way over this period in accordance with the Rules of the Society. All new Management Committee members will be elected by the Society's members. Members will be entitled to attend the AGM and stand for election to the Management Committee.
14. After careful and open negotiations with the landlords of The Greyhound Inn, the Ewelme Trust, it has been agreed that the current lease agreement with Suwana Lau and Richard Kaim will be terminated, and a new 25-year lease will be offered with a rent-free period of one year and rent reviews on a five yearly basis. A pub lease will usually have a value, but it has been agreed that the society will not pay for this lease in return for taking on the liabilities and commitment to rebuild the business.
15. The value of the lease for The Greyhound Inn, will increase significantly over time as the building is repaired and the business returns to an on-going concern. The value of the lease will then belong to the Community Benefit Society and its members.
16. We firmly believe that there is a strong future for The Greyhound Inn when run by an experienced and professional manager and chef with strong track records of success, who both seek the highest standards in quality and operate with the wellbeing and objective of the community at the forefront of their strategy.
17. The closing date of the share offer is set at 1st March 2022 to enable us to complete the transfer of the lease and undertake essential reparations works in time for an anticipated reopening in May, 2022.
18. A copy of the full business plan and financial projections may be downloaded at <https://www.marshgibboncommunitypub.com>

This is a great opportunity to be a part owner of a vital community asset that can become the hub of the community

Locality

The Greyhound has been at the heart of the Marsh Gibbon community since the 17th Century. As such, it is one of the oldest properties, or 'monuments', in the village.

Marsh Gibbon is located only 2 miles from the A41 which links the towns of Aylesbury and Bicester and the M40 motorway. The rapidly growing market town of Bicester is 6 miles away, with Buckingham 10 miles and Aylesbury 15 miles.

The village has a vibrant community made up of approximately 450 households but with close ties to neighbouring villages of Blackthorn, Charndon, Calvert Green, Edgcott who all utilise the community facilities in Marsh Gibbon and importantly do not have a pub of their own.

Marsh Gibbon has a Church of England church, a village hall, a primary school and numerous sports clubs. The Greyhound Inn is also home to The Marsh Gibbon Friendly Society which, founded in 1788, is one of the oldest friendly societies in the country. Also known in the village as "The Club", this society was formed to provide support to families in the village before the NHS or Life Insurance existed by providing supplementary income during times of sickness and death benefits to the wife or mother if a member died.

There are numerous access roads and walking and cycling routes leading to The Greyhound Inn, all of which strengthen the business case and long-term viability of the pub.

Current Scenario

The village has two pubs which have been in decline for a number of years and neither of which are currently operational.

- The Plough has been acquired and is in the process of being transformed into a restaurant offering high end food. This is of significant benefit to the village but will not create the village / community pub that is so much needed.
- The Greyhound has been run by the current tenants for 33+ years and, although for many of these years the pub was very successful, in the past decade it has gradually declined to a position where it is no longer being opened for the community to use.

In 2020 a group from the village therefore began to investigate whether the lease for The Greyhound might become available. Subsequently, what would be involved in trying to take over that lease and the resulting responsibilities for the restoration of the pub. The intention being to run The Greyhound as a community pub which would be a going concern to serve the needs of the community.

This initial steering group has worked hard over a long period of time, with both the current tenants and the Ewelme Trust who own the building, to get to a position where this community pub proposition is not only viable, but that all necessary agreements and legal entities have been put in place to enable it to proceed.

It is believed that under community ownership and with the support of the community, a manager can be found who would share our aims and have a financial interest in developing the business for



the long term. Along with the appointment of a chef, and in time a café manager, this would bring The Greyhound back to its rightful place as a hub for the community where locals can meet, and where passing travellers, walkers and cyclists can refresh themselves, thus sustaining its future for decades to come.

Strategic Plan and Benefits to the Community

Our belief is that the pub and the site it occupies are vital amenities, and historic assets, for Marsh Gibbon and nearby villages. The best interest of the community will be served by taking over the lease as a limited liability Community Benefit Society (CBS). This legal structure is explained in detail later in this document.

The CBS proposes to raise funds in order to acquire a 25 year lease for The Greyhound, carry out extensive reparation works and provide initial working capital to reopen the pub as a 'hub' for the benefit of the community. It will recruit a professional manager who will be responsible for the day-to-day operation and growth of the pub, a chef to deliver a much-needed food offering for the village and in time a Café manager.

Our plan is to finance the business setup and initial round of reparations works that are necessary to reopen the pub and satisfy the terms of the lease, through an initial community share offer. Other sources of funding are being actively pursued and this initiative will continue, but timescales for grant funding are notoriously uncertain, inevitably long, and have therefore been excluded from the plan phase one plan for this reason. Any grants awarded post share offer and opening of the pub would be used to enable further phases of development to be delivered sooner and therefore release any profits to possibly be used for other community causes or to ensure the sustainability of the business.

To become a true hub for the village it is proposed that extensive outbuildings at The Greyhound would be redeveloped to create a separate café that could provide an environment better suited to many members of the community, a place for cultural activities, music or cinema and even additional dining space in the evening for larger groups or parties. This initiative is being seen as Phase Two development and, if the share offer does not raise enough capital in the first round, it could be funded through further share offers, match funding from available funds or profit being reinvested over time in order for that to become a reality.

Subsequent share offers are possible, either for new members to join the society or for existing members to buy additional shares, and the community would be consulted before any such share offer was made.

The pub will work to build on the social cohesion of the community, to minimise social isolation and help to bridge gaps between social groups and different generations. It will be a place where informal networking can take place, helping to shape the economic future of business in the community, and will be a comfortable place to be for everyone. These benefits are also widely recognised with the housing market with evidence showing that having a successful pub in the village adds 5-10% to the house prices, as indicated in the following articles:

- <https://www.pettyson.co.uk/about-us/our-blog/271-affect-property-value>
- <https://thepropertygroupsite.com/2020/02/25/new-study-reveals-how-pubs-impact-on-house-prices/>
- <https://www.dailymail.co.uk/property/article-8507483/Could-decent-local-pub-boost-house-prices-near-you.html>

Importantly, by establishing a community owned pub and café, The Greyhound would remain safe from further decline or potentially even change of use for as long as the community wants that to be the case, and as it will run with the needs of the local community in mind, it is more likely to have local support and therefore be successful in the longer term.

This represents a fantastic opportunity for Marsh Gibbon and nearby villages to continue to strengthen the vibrancy, inclusivity, and sustainability of our community. Taking over The Greyhound would have many benefits, including:

- Maintaining a place to meet friends and neighbours
- Providing a hub to strengthen the sense of community
- Providing additional services and facilities not currently available in the village, in particular provision of food and a separate café
- Securing the future of the pub for the community
- Allowing improvements to the premises
- Creating opportunities for employment
- Injecting money into the local economy
- Providing a hospitality venue for local groups and clubs, passing trade and special events
- Working closely with other community facilities to ensure that opportunities are shared, and passed between us to maximum benefit of our community
- Helping to sustain, or even increase, property prices

Business Model and Finances

A detailed business plan has been produced for your information and is available for you download from the community pub website <https://www.marshgibboncommunitypub.com> or a soft or hardcopy can be obtained by emailing marshgibboncp@gmail.com. The business plan has been built using the best knowledge, information and estimates to date, however it will continue to evolve as we gather more information and advice from experts and advisors and have full access to The Greyhound site to enable detailed inspection and planning of certain elements of the project.

It is important that you read the full business plan when considering whether to invest in shares.

Key factors contributing to the success of a community run Greyhound are:

- By taking over the lease of the pub as a community we will be in control of creating the pub and café offering that best serves the needs of the community
- Appointing professional and experienced staff to the roles of manager, chef and café manager so that they become part of the community and share in the success of the pub
- Providing appropriate facilities to offer ALL members of the community a reason to use the pub



- Taking on the lease and responsibility for running the pub through The Greyhound (Marsh Gibbon) Community Benefit Society Limited will ensure community buy in, and input to, the future success of the pub
- Improving the pub in phases to provide improved facilities and increased financial returns whilst ensuring positive business trading throughout.

Staffing

Finding the right manager is key to the success of the pub. We will be looking for a manager who reflects our philosophy for the pub and community values and who will be happy to work with members to make The Greyhound a thriving community pub. It is this relationship between the community and manager that will be key to the future of the pub. The Management Committee and members will not be involved in the day-to-day running of the business (other than as customers) once it is established. However, a structured business review and feedback mechanism will be established with the manager.

The Greyhound (Marsh Gibbon) Community Benefit Society Limited will recruit a manager who will be paid a salary and provided with accommodation above the pub, plus a share of the business profit as an incentive. Depending on further investigation into accommodation layout options the recruitment of a chef may also include accommodation as part of the package offered, but recruitment of a café manager will not.

Funding

The minimum funds required to complete Phase One work, as laid out in the business plan, is £160,000 and will be used to:

- Cover costs already incurred to setup the Society, bank account and share offer.
- Cover costs of setting up a new lease agreement with the Ewelme Trust, primarily legal costs.
- Carry out essential works to get the pub ready to be reopened
- Carry out further reparation works to satisfy the schedule of dilapidations as laid out in the lease agreement
- Provide sufficient working capital to enable early-stage cash positive trading
- Recruit for a manager and chef

If a further £40,000 can be raised, bringing the total to £200,000, then the following Phase Two work, as laid out in the business plan, will be possible:

- Convert the outbuildings at The Greyhound into a fully functioning café, whilst leaving the 'Club Room' at the end of these buildings available to The Marsh Gibbon Friendly Society.
- Café manager recruitment

Any additional funds above £200,000, and up to the maximum of £220,000 will be used as extra working capital for the first few years of trading and as extra incremental 10% contingency to cover further inflationary rises.

The details of these costs are included in the Business Plan.

If the minimum target of £160,000 has not been met by the end of the share offer period, then all funds received from potential members will be returned (after payment of any outstanding costs or fees). If the share offer exceeds this minimum target and reaches £220,000 before the deadline then it will close early.

Financial

The financial headlines of years 1-3 of the business plan, **assuming pub and café** are open from the outset, are as follows. Further detail is available in the Full Business Plan.

£ GBP	Year 1	Year 2	Year 3
Sales (net of VAT)	315,616	446,732	457,900
Gross Profit	181,162	256,422	262,833
% of Sales	57.4%	57.4%	57.4%
Operating Profit	1,906	5,864	6,479
% of Sales	0.6%	1.3%	1.4%
Cash Generated / (Used)	(185,314)	7,678	6,783
Closing Cash Position	14,686	22,365	29,148

Revenue and cost guidance for the Pub have been taken from the British Beer and Pub Association following the recommendation from The Plunkett Foundation. Additional operating cost guidance has been provided by The Plunkett Foundation plus other sources

Assumption that The Greyhound will have a 60:40 split between Wet and Food sales. Each revenue number based on the prudent lower end estimate from the British Beer and Pub Association. Operating costs in the above financial projection are higher as a % of sales than the British Beer and Pub Association, reflecting a prudent approach.

Revenue insight for the Café has been taken from local café providers and, as per the pub, have been included on a prudent basis.

Within the P&L we have included significant expenditure on maintenance. This is intent to cover repairs and replacements over time of furniture, fixture and fittings to keep them at their initial purchase value. Therefore no depreciation has been included on fixtures and fittings. The leasehold is a fixed term lease with a statutory right to renew – therefore no amortization of the intangible asset applied.

Monthly phasing has been taken into account based on information provided by The Plunkett Foundation. This has been applied to both the Pub and Café. May to Sept and December being the highest revenue months, with Jan to Mar being the lowest. Opening in late spring/early summer represents the best time to help The Greyhound to succeed in the difficult first few months of a new business.

Year 1 financials are based on the following assumptions:

- For the purpose of financial modelling, month 1 is assumed to be March
- Month 1 and 2 assume no trading to allow for reparation work and opening preparations
- Month 3 assumes an opening month “bounce” in trading and reflects expected future trading level
- Months 4 to 12 shows a steady increase in trading, from 70 to 90%, as reputation recovers
- Year 1 is rent free, as per negotiations with the landlord

Year 2 financials assumes the Pub and Café is now operating at 100% trading levels. Rent is now at the annual amount of £26,000 which is fixed for the first 5 years

Year 3 financials assume the same trading activity as Year 2 with the addition of 2.5% inflation

Year 1 cashflow reduces to ~£9,000 in month 4 based on the significant initial expenditure required to get the pub into a position to trade, combined with the adverse timing impact of VAT payments.

In summary, the financial projection above represents a prudent approach to revenue and cost for both the Pub and Café. **It therefore means that there are opportunities to improve revenues and cost assumptions.**

Profit

Any profit generated from the business will be used to cover the following fixed and discretionary items:

- Any corporation tax liabilities
- Maintenance of the premises
- Enhancement and development of facilities to provide further services to the community
- Funding for other community ventures
- Interest on share capital
- Facilitate the withdrawal of shares subject to the society rules

For prudence we aim to build a modest reserve fund to cover unexpected costs connected with the land and buildings or the trading business of The Greyhound.

We believe that the business will be profitable, but if it is not then the Society will still own an asset of considerable value once the reparation work has been done and the business setup to be operational, in the form of the lease that they own. Whilst this lease is not being transferred to us for a fee, it will certainly gain and have a value after the community has worked to improve the building, the site, and the operational standing of The Greyhound. This lease could therefore be sold in the future, if necessary, to return funds to investors after the repayment of any debts or other liabilities.

This is a great opportunity to invest in a worthwhile community enterprise that will provide a valuable service to its members, customers, and future generations.

Share Offer

This share offer has been designed to give you an opportunity to contribute financially, on a long-term basis, to The Greyhound (Marsh Gibbon) Community Benefit Society Limited (Community Benefit Society Reg. No. 8701). Please see the Society's rules of incorporation at <https://www.marshgibboncommunitypub.com>. The rules follow the Model Rules recommended by The Plunkett Foundation and are approved by the Financial Conduct Authority (FCA)

Individuals (aged 18 year and over) and organisations can apply for membership by buying shares at a cost of £50 per share, with the minimum investment of £250 per person and a maximum investment of £10,000 per person.

You can choose from two options to apply for and pay for shares:

- Paper application form (included at the back of this offer document) and bank transfer to the Society's bank account (details included at the back of this offer document)
- Paper application form (included at the back of this offer document) and by cheque made payable to 'The Greyhound (Marsh Gibbon) Community Benefit Society Limited'.

The maximum value of shares that can be issued in this offer is £220,000. Once this amount has been reached the Management Committee reserve the right to close the share offer early. Unsuccessful applicants will be contacted with a view to be added onto a waiting list.

Funds will only be used to pay for share transfer of a new lease to the Society proceeds and it is only at this time that the share certificates will be produced. It is important that funds are not drawn down in advance as the rules of the society prevent share withdrawal during the first 3 years.

After these first 3 years, interest may be payable on shareholdings at a rate proposed by the Management Committee, based on the performance of the Society during the previous 12 months' trading, and put to a vote at the Annual General Meeting. Priority will be given to the business becoming established and sustainable. Once sufficiently profitable, the Society aims to pay an annual interest of up to 2% above the Bank of England base rate or a maximum rate of 5%, whichever is lower.

It is important to note that the value of shares will not increase. The benefits for member are the social benefit of retaining this important community facility and any interest paid annually on their shareholding, should the Society be able to do so, and the members agreed that it is in the best interest of the Society to do so.

Shares are not transferable (except on death or bankruptcy) and cannot be sold. The only way to recover the value of the shares purchased is to give three months' notice of withdrawal to the Management Committee and the shareholder will then receive the amount they paid for the shares. Shares cannot be withdrawn until at least three years have elapsed from the date of the share issue and then only at the discretion of the Management Committee, who will at all times prioritise the ongoing financial sustainability of The Greyhound (Marsh Gibbon) Community Benefit Society Limited.

The amount available to be withdrawn by shareholders in any one financial year will be set by the Management Committee and limited to a maximum percentage of the total shares outstanding (as determined by the Management Committee from time to time) with withdrawals funded from



trading surplus or new share capital. The Management Committee will have the authority to refuse a withdrawal request if it would endanger the business. The full details of share ownership and terms of withdrawal can be found in the Society Rules which are located on our website <https://www.marshgibboncommunitypub.com>

In the event that the lease for The Greyhound is sold at any time after it is acquired by the Society, the shareholders would be repaid their investment after repayment of any outstanding debts. Any surplus will be paid to a charitable or community body which benefits the local community.

As The Greyhound (Marsh Gibbon) Community Benefit Society Limited confers limited liability, the most you could lose due to business failure would be the price you have paid for your shares.

The Society has applied for advance approval for the Government's Social Investment Tax Relief scheme (SITR). The scheme provides 30% tax relief to investors. This means that 30% of the sum invested could be offset against income tax liabilities in the year the Society starts trading. To qualify for this scheme, the society must not allow shares to be withdrawn for minimum of 3 years.

Your investment in shares in the Society may qualify for 'business relief' under inheritance tax rules.

Important: We cannot advise you on your own financial or tax position or decision on whether to invest in The Greyhound (Marsh Gibbon) Community Benefit Society Limited. Please seek your own independent financial and/or tax advice when deciding whether to invest in this share offer. Your capital is entirely at risk.

Donations

Donations, whether monetary or of items that will help with the setup of the business, are also very welcome. Please do contact us if you would like to invest in ways other than through the share offer.

Legal Model

The model we have chosen for our society is a Community Benefit Society registered under The Plunkett Foundation's Model Rules. The model gives its members and directors the protection of limited liability. The model provides a guarantee that the assets of the society will be used for the benefit of the community and cannot be disposed of for private profit. Details of The Greyhound (Marsh Gibbon) Community Benefit Society Limited Rules are located on our website <https://www.marshgibboncommunitypub.com>.

Shares will be valued at £50 each, with a minimum investment of £250 per member and a maximum investment of £10,000 per member. You must be 18 years old or over to become a member of the society. Each member will receive one vote at Members' Meetings, regardless of the number of shares held by that member.

All shareholdings of £250 or more will be eligible to receive interest although it is likely that no interest will be paid during the first year of trading. Interest will be paid gross and is taxable. You will be responsible for declaring this income to HMRC. Interest will be payable at the discretion of the Management Committee.



Shares will not be transferable except on death or bankruptcy. Members may request the return of the amount invested through a withdrawal request to the Society. No withdrawal requests may be made in the first three years and thereafter, will be paid at the discretion of the Management Committee having regard to the financial requirements of the Society. The Management Committee may set a maximum percentage of share capital which may be withdrawn in any one financial year.

The value of shares cannot increase and their value may be reduced if the business fails and its liabilities exceed its assets.

The initial Management Committee will comprise of five members of the campaign Steering Group plus two additional individuals with appropriate skills as co-opted members.

None of these individuals will ever have a personal financial interest in the project above and beyond their own personal investment in community shares, declared loans which will be provided on no less favourable terms than any other private lender. Charges made by their businesses may be considered but these will have to be approved by the Management Committee and the individual will have to declare their interest in the business concerned prior to any approval and will not take part in any relating decision or approval.

The Management Committee is accountable to members and will be elected by members' votes at the AGM which will occur within six months of the end of the financial year.

The Management Committee will also ensure that members of the Society are fully involved with the setup and continued development of The Greyhound as a pub, café and community hub.

Annual AGM meetings will be an opportunity to vote on key decisions and to re-elect Management Committee members when this is necessary. Outside of these annual meetings the members will also be informed and invited to provide feedback through:

- Monthly comms (via email) during the setup period, with updates on the acquisition and development works
- Specific communication on key milestones reached (e.g. grant of the lease etc)
- Regular quarterly communications once the business is established
- Half-yearly members meeting in addition to the AGM

Methods and frequency of communication and meetings to encourage feedback and help inform decision making will be regularly reviewed to ensure that the members of the society are as informed and involved as possible.



The Management Committee

The Management Committee has formed as a subset of the original steering group who came together in order to get this project off the ground and will continue to be active members of the society, committed to making it a success. It is made up of volunteers, all of whom live in the village. They come from a variety of backgrounds and have a range of relevant experience and skills.

James Dodd – Chairman

Day Job: Head of Library Systems, The Bodleian Libraries, Oxford University

I moved to Marsh Gibbon in Nov 2012 with our children already having started at the school. Marsh Gibbon was not only a beautiful village but we had come to realise that the strong sense of community was exactly what we were looking for. I feel that this project secures the future of a vital part of that community and I therefore had no hesitations in jumping at the opportunity to see if I could help to make it a success.

Jerry Taylor – Vice Chairman

Day Job: Managing Director, WSA Communications Agency, Milton Keynes

I moved to the village in August 2015 with my wife Lesley, after falling in love with our house and the village at first sight. I have been overwhelmed by the friendliness and welcoming nature of the whole community in Marsh Gibbon, and I am a proud new member of the Friendly Society. Most weekends I can be found out and about on one of a variety of two wheeled forms of transportation.

I have worked in the advertising and media industry for over 25 years and currently run an advertising agency in Milton Keynes and I can't wait to add my skills in delivering advertising, marketing, and communications solutions to the community pub venture and be able to enjoy a pint of Guinness watching the rugby surrounded by friends.

Chris Colclough - Secretary

Day Job: Partner, Dentons Global Legal Practice, Milton Keynes Office.

I moved to the village in January 2020, but have been connected to Marsh Gibbon for nearly eight years whilst my children attended childcare, nursery and now school here I am a partner at an international law firm, specialising in the acquisition of businesses, and I bring legal expertise to the establishment of the community benefit society and the acquisition of the pub site and preparation for trading. I am looking forward to a family-friendly community pub serving food and a decent ale.



Richard Cross - Treasurer

Day Job: EMEA Business Improvement Director, McCormick Inc.

I am a certified chartered management accountant with 20 years in various finance roles. I was born and raised in Marsh Gibbon and still love living in the village with my wife and daughter. I recently became a parish councillor and have been a member on various other committees over the past 10 years. I am also in the Marsh Gibbon Friendly Society. Over the last 20+ years I have spent many hours in both pubs and working with the community I want to make sure that the Pub is there for all the village to enjoy!

Dave Ellis – Funding and Advisors

Day Job: Pilot, British Airways

I moved to Marsh Gibbon in April 2019 from Lincolnshire. I was leaving the RAF, starting a new career with British Airways, and my wife Trish was pregnant with our second daughter. After the initial viewing of our potential new home, I went to the pub, and got chatting with some of the regulars. I was made to feel welcome, and I immediately sensed the strong community here. This is particularly important to me, as I spend a lot of time away with work, and I want Trish to feel that she can rely on the support of the community when I am away.

I believe a village pub, now more than ever, should be more than a drinking venue, and I'm excited by what the future of this project holds for Marsh Gibbon and its community.



The importance of Volunteers

All the work detailed in the Business Plan will only be possible with the community's help.

Investment via the Share Offer, and creating a membership for the Society, is vitally important but beyond that there is an enormous amount of work to do, and our initial community survey suggested that we have an army of volunteers out there willing to help us to get through it.

We know some of you have very relevant skills to offer that can help us make the right decisions, plan work effectively, find advisors or suppliers and help us to reach our vision as efficiently and economically as possible.

Others might be willing to give up time to just turn up and be given a job to do. Whether that be demolition, site clearance, gardening, decorating, labouring, cleaning...the list goes on and we'll need as many of you as possible to get stuck in.

And lastly, although we plan to operate with employed staff, for the first couple of years of business, we will need the support of volunteers who are willing to work shifts, or be on call for emergency cover, in order to ensure that the bar, restaurant or café are open and available for our community.

The Management Committee will be reaching out soon to all of you who have already indicated that you'd be willing to help but do email marshgibboncp@gmail.com if you haven't yet offered or would just like to renew your pledge to volunteer.

Risks

Prospective investors should read the whole text of this document and should be aware that an investment in the Society involves a degree of risk and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial and/or tax advisor.

Insufficient Monies Raised to Finance the Proposal

If the required funds cannot be raised, we would abandon the project and risk that ultimately The Greyhound may not reopen as a village pub and could eventually be considered for alternative use.

Insufficient Revenue

During business planning, every effort has been made to provide robust and credible financial projections for The Greyhound. The base business case, which sees the operation making a small profit, is based on the accounts of similar businesses alongside industry averages from the British Beer and Pub Association. The figures are purposefully based on the slightly conservative side but will still require quick and significant take up of the pub's services after opening in order for revenue targets to be hit

Staffing

Securing the necessary professional skills and personalities will be a challenging task in the current climate. We are fortunate to have access to recruitment professionals on our team and advice and guidance is available from experts within the local hospitality and licensed trade, some of whom are residents in Marsh Gibbon. In order to partially mitigate this risk an alternative plan has been created that will need to be triggered in the event that staff cannot be recruited quickly, but this plan does result in a slimmer profit margin in the crucial first two years of business.

Another national lockdown

This cannot currently be written off as a risk. Cases of COVID 19 continue to be high in the UK and there is potential that at some point a further lockdown might be required, although with the successful vaccination programme now starting to prove itself it is unlikely that this lockdown would be a prolonged and severe as the previous ones.

Reparations costs are higher than expected

Although every effort has been made to ensure that estimates are realistic and accurate there is a danger that rising prices of labour and materials could result in the necessary reparation work exceeding the funds available. Essential work will be prioritised in order that there is not a risk to opening the pub for business, even if all work is not completed

The Plough changes its proposed offering

As described previously, The Plough is currently set to become a high-level restaurant but were this plan to change for any reason and any shift towards a traditional village pub being created at The Plough would create a significant risk for the funding and operational success of The Greyhound as a community pub.

Key points for Investment

1. This is a social investment not an investment designed to generate large profits and should be regarded as a long-term social investment in your community.
2. The return on your investment will be through a 'social dividend' i.e. the preservation of a local asset servicing the community and through modest interest on your shareholding, at the discretion of the Management Committee and voted on at AGMs.
3. All shareholdings of £250 or more will be eligible to receive interest although it is likely that no interest will be paid during the first year of trading. Interest will be paid gross and is taxable. You will be responsible for declaring this income to HMRC.
4. The Management Committee can suspend interest payments if the business performance does not justify paying interest. Therefore, you should not invest in the expectation of direct financial return, as this is not a conventional investment.
5. The minimum investment is £250 (5 shares). The maximum investment is £10,000 per person or organisation.
6. You must be aged 18 or over to become a member.
7. You cannot sell your shares, except back to the Society itself.
8. The value of shares cannot increase and their value may be reduced if the business fails and its liabilities exceed its assets.
9. The only way to recover the sum you initially invested (or any reduced value) is to give three months' notice of your investment withdrawal to the Management Committee. You cannot do so for the first three years after the date of this share issue.
10. All withdrawals will be at the discretion of the Management Committee and must be funded out of either trading surpluses or new share capital.
11. Total withdrawals in any year will be limited to a maximum percentage of the total shares outstanding (as determined by the Management Committee from time to time).
12. All funds invested in this Community Share Offer will be restricted funds held in a separate account until the purchase is completed and thereafter will be used only for the purpose of acquiring and refurbishing and owning The Greyhound lease. In the event that the purchase does not proceed, all contributions will be repaid.
13. Any trading surplus, after payment of interest to shareholders and repayment of share capital, must be reinvested in the business or used for community purposes. The Society is registered with but not regulated by the Financial Conduct Authority (FCA, previously the Financial Services Authority), so members cannot apply to the Financial Services Compensation Scheme (FSCS) and have no right of complaint to the Financial Ombudsman. Before deciding to invest, you may want to seek independent advice.

Questions regarding buying Shares

How can I find out more about the project?

You can find the Rules for our Society and the full business plan at <https://www.marshgibboncommunitypub.com> or a hardcopy can be obtained from marshgibboncp@gmail.com Each member of the Management Committee will also be happy to answer any questions you may have.

Why should I buy community shares?

Your investment is vital in helping us return The Greyhound to its former glory and to create the community hub that is much needed. Without sufficient investment from the community, we will be unable to take on the lease for The Greyhound and establish the trading business and the more money we can raise from the community the less reliant we are on other sources of funds.

Who will benefit from this project?

The residents of Marsh Gibbon and the surrounding village communities will benefit directly by preserving this vital village pub. By making an investment you will be ensuring that The Greyhound re-establishes itself as the hub of the village helping to provide essential services and building a vibrant community facility which can be enjoyed by both current and future generations.

Is this a good business proposition?

We expect and will require the business to be a profitable venture. We have carefully evaluated its strengths and weaknesses and our projections show we can establish it as a successful business. It is well proven that communities that work together to set up such an enterprise will support it in the future.

Will we be paying a fair price for The Greyhound?

You can be assured that we negotiated to achieve the best possible arrangement with the Ewelme trust and one that meets the assumptions in our business plan.

Who are the people behind this project? Do they have a personal interest?

The Management Committee and steering group consists of a group of local residents who care passionately about saving The Greyhound and ensuring its position as the community hub of Marsh Gibbon. They have voluntarily contributed a large amount of time to the project and resources and will continue to do so. They will have no personal financial interest in the project above and beyond their own investment in community shares or charges made by their businesses which will have to be approved by the Management Committee. The individual will have to declare their interest in the business concerned prior to any approval. Their personal profiles have been outlined in this document.

What advice has the Steering Group taken on running a community pub?

The Management Committee and initial steering group have taken advice and received support from multiple sources including Plunkett Foundation, Pub is the Hub, professional advisers from many disciplines, other community pubs, CAMRA and of course the community itself.

Who will run the pub and make the day-to-day decisions about the business?

We intend to recruit a professional Manager to run the day-to-day business. The Management Committee will oversee the performance of the business and ensure it meets the targets set down in the business plan.

Who are the Management Committee?

Only Members (ie. shareholders in The Greyhound (Marsh Gibbon) Community Benefit Society Limited) may be elected to serve on the Management Committee. Members of the Management Committee, elected by the Members, shall hold office (unless vacated beforehand) until the conclusion of the third AGM after their appointment. The Management Committee is elected each year by and from the Members at the AGM. The Management Committee may co-opt other Members onto the Management Committee, but these appointments are only valid until the next AGM.

The initial Management Committee will comprise the five members of the campaign Steering Group plus two additional individuals with appropriate skills to complement the skills. All members of the initial Management Committee will retire at the first AGM in accordance with the Society's Rules (but may offer themselves for re-election). Thereafter, members of the Management Committee will retire in a phased way over the following three years in accordance with the Rules of the Society. Further information regarding the composition of the Management Committee, the appointment of its members and the regulation of its meetings etc, is set out in the Rules which can be found on our website <https://www.marshgibboncommunitypub.com>.

How do I buy shares?

You can choose one of two options to purchase shares:

- Paper application form with payment by BACS
- Paper application form with payment by cheque

The share application form plus details of payment methods can be found on our website <https://www.marshgibboncommunitypub.com>

Funds will only be drawn down (or cheques banked) if the society has raised sufficient funds and is therefore in a position to proceed with the transfer of the lease. **It is only at this time that share certificates will be produced.** It is important that funds are not drawn down or banked and share certificates produced in advance as the rules of the Society prevent share withdrawal for the first 3 years. The funds will be drawn down and cheques cashed in order to demonstrate our financial viability for taking on the lease once agreements have been drawn up and are ready to sign.

What happens if I have already made a pledge to the project?

If you have already made a pledge to invest we will need to convert your pledge into community shares under the terms of this Share Offer. The application form can be found within this offer.

Why is the minimum investment £250?

A minimum investment level of £250 was set to give as many individuals as possible the opportunity to invest whilst being high enough to limit the ongoing member administration workload for the Society. It also reflects the size of the community, the survey results and the capital sum required.

Do my shares give me voting rights?

Yes, this is a democratic structure based on one member one vote, regardless of the size of your investment.

How do I get my money back?

You will not be able to withdraw your money during the first three years. After that, you will need to give at least three months' notice. You cannot sell or transfer your shares, and withdrawals must be funded from surpluses or new capital raised from members. The Management Committee may suspend withdrawals depending on the long-term interests of the Society, the need to maintain adequate reserves, and the commitment to the community.

Can I transfer my shares to someone else?

No, unless you die or become bankrupt.

Will I get my investment back if The Greyhound fails?

All the business' assets, including the assignable leasehold of the building, would be sold and the proceeds of the sale (after paying any costs) divided between the shareholders up to the value of their shares. The Society would have the right to transfer the lease to new tenants for an agreed fee but would have to apply to the landlords, the Ewelme Trust, for a license to do so. You might receive the full value of your share back or you might receive less than this.

What is my liability should I invest?

Your liability does not exceed the price of your shares.

What redress do I have if the business fails and I lose the value of my shares?

The share offer is exempt from the Financial Services and Markets Act 2000 or subsidiary regulations, which means there is no right of complaint to the Financial Ombudsman, nor can you apply to the FSCS.

Will I receive interest on my shares?

We aim to pay interest on the shares, but this will be subject to the provisions and limits specified within the society's Rules and will reflect the performance of the business, and is at the discretion of the Management Committee.

IMPORTANT: Please consider carefully the terms above and take independent advice.

SITR Investment Guide

Comparison between gross investment cost and actual net cost to investors.

INVESTMENT	SITR TAX RELIEF @ 30%	NET COST
£250 (min)	£75	£175
£350	£105	£245
£700	£210	£490
£1,450	£425	£1,015
£2,850	£855	£1,995
£7,150	£2,145	£5,005
£10,000	£3,000	£7,000



Application to join The Greyhound (Marsh Gibbon) Community Benefit Society Limited

To become a member of The Greyhound (Marsh Gibbon) Community Benefit Society Limited and invest in our venture, you need to complete this application form and send it to the address below, accompanied either with a cheque made payable to 'The Greyhound (Marsh Gibbon) CBS Ltd' or with payment by bank transfer to the following bank account:

The Greyhound (Marsh Gibbon) CBS Ltd

Sort Code: 60-83-01

Account Number: 20450546

Please make sure you include your name as the reference

Please complete this form and return with cheque if applicable, made payable to The Greyhound (Marsh Gibbon) Community Benefit Society Limited to: Richard Cross (Treasurer), Fleur De Lys, West Edge, Marsh Gibbon OX27 0HA

Each individual must complete a separate form.

Shares are available at £50 each with a minimum of 5 shares.

Above this minimum you may buy as many as you like to a maximum of £10,000

I am 18 years of age or over

Please note: you must be 18 years of age or over to be eligible to become a member.

I wish to purchase shares (min 5, max 200) at £50 each to the value of £ _____

NAME: _____

ADDRESS: _____

_____ **POSTCODE:** _____

TEL NO: _____

EMAIL: _____

I request and authorise you to apply the amount paid by me in connection with the application to subscribe for shares in The Greyhound (Marsh Gibbon) Community Benefit Society Limited. I further authorise you upon the allotment of shares in The Greyhound (Marsh Gibbon) Community Benefit Society Limited to me to enter my name in the register of members and to send me a share certificate in respect of shares issued pursuant to this application.

I confirm that I have read the Share Offer document, including the 'Key Points for Investment' on Page 17.

Signature: _____

Date: _____

By requesting that I become a member of The Greyhound (Marsh Gibbon) Community Benefit Society Limited, I agree to my name, address, phone number, email address and the number shares I wish to purchase being held in a database. This information will only be used for the purpose of maintaining a register of members and for posting notices regarding the activities of The Greyhound (Marsh Gibbon) Community Benefit Society Limited. This information will not be passed to third parties.

If you would like any interest on your shares paid direct into your bank account, please enter your bank details below. Please consider doing this as it will make the Society's administration considerably easier.

Bank/Building Society: _____

Sort Code: _____ **Account Number:** _____

If you have any questions, please email: marshgibboncp@gmail.com