



Clifton Community Arts Centre Limited

Community Share Booklet

Revision 2 | July 2016



Proposed Share Offer

**The Clifton Community Arts Centre
Community Share Offer**

500,000 Shares at £1 each

Launch Date 10th December 2013

Relaunch Date 22nd July 2016

If you are considering buying shares, it is important that you read this whole document

The Clifton Community Arts Centre Ltd
A Community Benefit Society incorporated under the
Co-operative and Community Benefit Societies Act 2014

Registered Office: The Clifton Community Arts Centre Ltd,
c/o Wellington Town Council, Civic Centre, Larkin Way,
Wellington, TF1 1LX

Registered in England with the
Financial Conduct Authority No. 32224R

Approved as a Charity by HM Revenue & Customs

The Clifton Community Arts Centre Ltd (the “Society”) was established as a Community Benefit Society on 17th October 2013 and on 10th December 2013 we launched a time limited community share offer with a view of attracting members to the Society who would purchase shares in the society that would be used solely for the purpose of acquiring and, if sufficient, contributing towards the redevelopment of the site known as 1 & 2 Bridge Road, Wellington, Telford, TF1 1LD as a Community Arts Centre (the “Buildings”).



The Buildings were the sites of the old Clifton Cinema in the town and a former supermarket that were acquired by the home furnishing group, Dunelm, in the 1990's. In August 2012, both Buildings became vacant upon Dunelm's relocation and were put up for sale on the open market.

The time limit for the Share Offer was originally set at 10th June 2014 and subsequently extended to 31st December 2014 and then to 31st December 2019. However, in July 2015 a sold sign first appeared on the Clifton cinema building and was then removed. In view of this, the directors took the view that it was appropriate to suspend the share offer pending obtaining clarity from the owners of their intentions with regard to the Buildings.



At the time of the suspension, the Society had some 600 members and issued and paid for share capital amounted to just short of £32,000.

At the Annual General Meeting of the Society on 22nd July 2016, the directors reported to the members the current state of affairs with regard to the Buildings and certain proposals were put forward for the views of members.

The current ownership of the buildings remained uncertain and the directors were of the opinion that if the project was to progress it was necessary, while

“Jump in and save The Clifton”
By Paul Janczykowski
www.pauljanczykowskiart.com

still seeking to acquire the Buildings, to explore the possibility of acquiring an alternative site or sites within the town as a community arts centre. If members were happy with this proposal the directors were of the view that the share offer could be revised and relaunched. The members voted in favour of the proposal to explore the possibility of acquiring an alternative site or sites within the town.

On that basis, the directors also took the opportunity to review the terms of a relaunched share offer based on previous experiences and as it stands the view remains that, disregarding redevelopment, acquisition finance will remain in the region of £500,000. The share offer prior to this revision contemplated the acquisition of the Buildings through share capital and if insufficient share capital was subscribed

for during the offer period the acquisition would not proceed and the subscription money would be returned to the members without interest either at the expiry of the time limit or when the directors came to the opinion that there was no reasonable prospect of the acquisition taking place whichever was the earlier.

Past subscription history would indicate that the relaunch of the share offer with a time limit would not in itself generate sufficient share capital on its own to enable a property acquisition but that such an acquisition could proceed and still be viable in accordance with our business plan with the addition of a mixture of external finance and acquisition grant funding. The directors therefore proposed at the AGM that

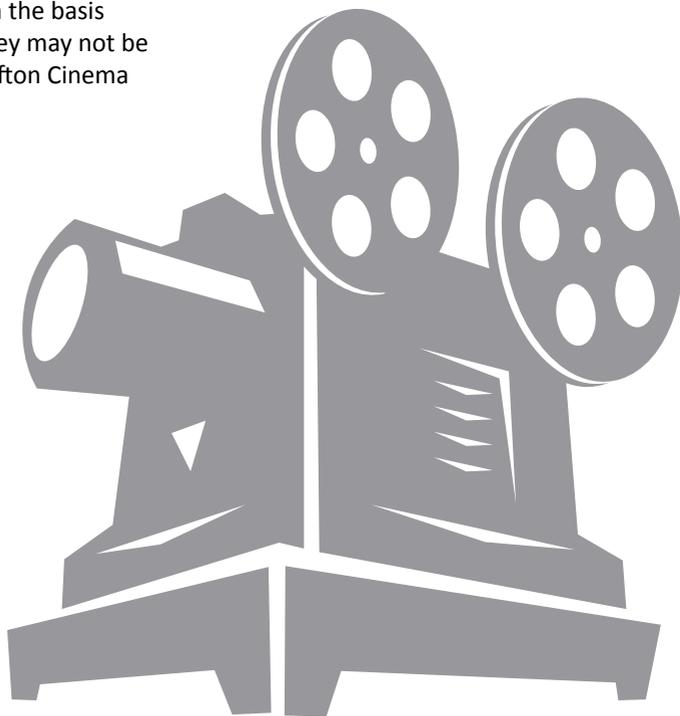


there should be a relaunched share offer that was not time limited and that the application for shares should be opened up to new members. The members agreed to this proposal.

In addition, the terms of the offer as it stood were that the shares may not be withdrawn in the initial five year period from the original time limit, i.e. before 6th June 2019. The directors considered that it was unreasonable to continue on that basis if there were members who had subscribed solely for the purpose of saving the old cinema building and may be reluctant for the Society to retain their monies if they are to be utilized in the acquisition of another premises. Hence the directors proposed that the relaunched share offer should go ahead on the basis that if any member wished to withdraw their shares within three months of the relaunch on the basis that the subscription money may not be used to acquire the old Clifton Cinema

building the directors would accede to that request but after that withdrawals will always be at the directors' discretion and can be suspended by them if felt to be in the interests of the Society. The members also agreed to that proposal.

Hence, the relaunched share offer is an open offer to current and potentially new members alike to fund the acquisition or part acquisition of a community arts centre or centres in Wellington.



What is a Community Share Offer?

A Community Share Offer provides the opportunity for people and businesses to buy an asset for the community where the motivation and payback is not financial but social. It helps to ensure a truly local enterprise, accountable to the community.

Community Share Offers have been very successful in raising large sums of money through lots of people giving small amounts to purchase community assets such as the local village shop, local pub, an organic farm and even a football club. The shares you buy will make you an owner and a member, with an equal vote regardless of your shareholding. Your involvement in the Clifton project can be as much or as little as you wish. You can vote at Annual General Meetings, stand for election to the Board of Directors, raise funds, volunteer or just come along to any of the activities that the Clifton will offer.



There is no financial reward – this is about investing in the community and ensuring that Wellington has an exciting and vibrant Arts Centre. By purchasing shares you will help to build and sustain a community asset reaching from Wellington to all parts of the surrounding area.

We want to support the regeneration of the area and provide a safe environment for all sections of the community to come together and share their love of the Arts whether this is simply viewing exhibitions of work by local artists over coffee, seeing a local band or rehearsing for ‘the next big thing’.

A Community Asset

We want to buy the Clifton or alternative premises so it becomes an asset owned by and enjoyed by the community. We want to run it as an enterprise for the good of the area so that any profit can be reinvested into activities or services that benefit the community.

We aim to offer apprenticeships for young people which will provide practical training and support them in obtaining employment and we will actively encourage people from all walks of life to contribute towards helping us to provide a unique range of services tailored to the needs of the community.

The project will support the continuing regeneration of the area and provide a safe, welcoming environment for all sections of the community to come together to share their love of the arts in all their guises and to develop their creative skills.

There are currently no buildings in the heart of the borough council area fully accessible to the community at large seven days a week. Council-owned premises can only operate for very limited hours, schools must give priority to pupil activities and existing social venues are almost without exception variations on public houses. This deficit is significantly reducing social activity and engagement throughout the community and especially across different cultural backgrounds,

The Arts provide a focus through which people can interact as they wish – by observing, participating, commenting or creating. As such, they transcend all barriers and are a fundamental catalyst for social integration.

There are rules that detail governance, the nature of the shares and the management and constitution of the Society. You can read them in full at www.theclifton.org or request a printed copy. There is also a summary of the legal notes on the share offer at the end of this document.

How Much Money Do We Need To Raise?

We need to raise at least £500,000 towards the cost of purchasing premises. We will also be seeking further funding and grants to complete the purchase and redevelop the building.



How Do I Buy Shares?

Shares will be sold at £1 each with a minimum investment of £10 but please buy as many as you can.

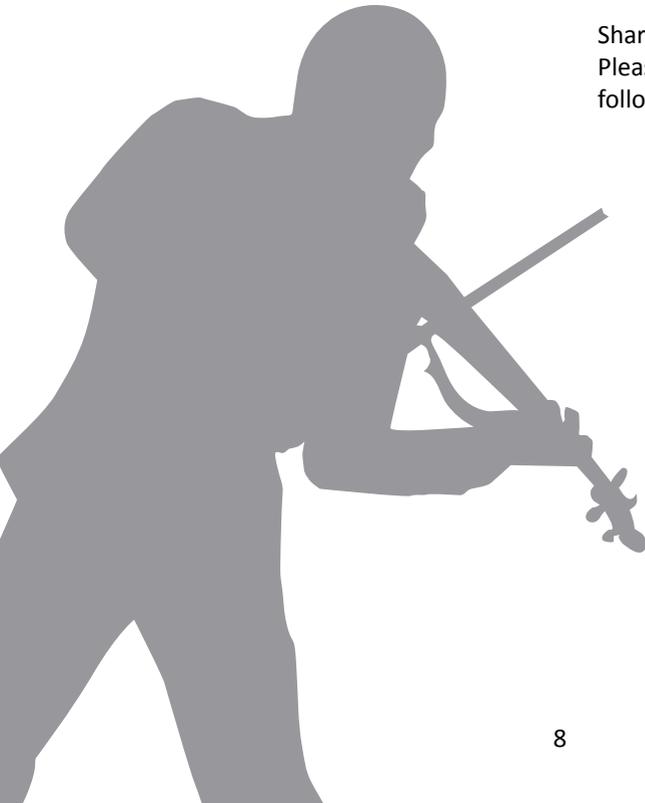
We are in ongoing discussion to obtain advance clearance from HM Revenue & Customs that provided that the share offer complies with the terms of the clearance application, the subscription will be eligible for Social Investment Tax Relief (SITR). If you are a UK resident individual and are tax paying this could be beneficial to both you and the Society. Once these are completed we will attach a separate sheet to this offer and if we are successful we will provide further guidance by way of Frequently

Asked Questions on our website but show below a working example of SITR.

David is a UK resident taxpayer and has an income tax liability of £5,000 in the 2016/17 tax year. He wishes to subscribe for 1,050 £1 shares. Without SITR his tax liability remains at £5,000. Alternatively, David decides to take advantage of SITR. He therefore increases his subscription to 1,500 shares and under SITR claims a reduction of 30% being £450 in his tax liability. As a result, the issued share capital in the Society increases by £450 while the tax collected by the Exchequer decreases by the same amount. David's position is cash neutral as under SITR his net cash outlay remains at £1,050.

In addition, it is possible to loan the Society money under SITR and that will be explained further in the FAQ's on our website.

Shareholders must be aged 16 or over. Please fill in the Application Form and follow the instructions.



Application Form For Shares In The Clifton Community Arts Centre Ltd

**PULL ME
OUT**

I wish to become a member of Clifton Community Arts Centre Ltd in accordance with its Rules and apply for withdrawable shares to the value of:

(Please state in wording. Pound Sterling only).

For this offer the minimum number of shares to be subscribed for is £10.

I'm paying for the shares by the following method (please tick the following boxes as appropriate):

Cash

Enclosed cheque/postal order
(made payable to "The Clifton - Share Offer")

Paypal
(Through Society's Website)

Bank Transfer
(details offered below)

Bank Transfer Details

Account Name: The Clifton - Share Offer

Bank: The Co-operative Bank p.l.c

Sort Code: 08-92-99

Account Number: 65696048

IMPORTANT: As the payment reference for a Bank Transfer please use your initials from your name and your full surname, for example, if your name is **John Paul Jones** your reference will be **JPJones**.

Your Details *(Please use capital letters)*

First Name(s) in Full	
Surname	
Address	
Town/City	
Postcode	
Telephone	
Email*	

**Please supply us with an email address and update us on any changes as this saves postage costs.*

Gifting Shares

If these shares are a gift and the donee is aged 16 or over, please insert here the full details below as follows. You cannot gift shares to a person under 16 years of age, but you can nominate them to have the shares upon your death. See page 12.

First Name(s) in Full	
Surname	
Address	
Town/City	
Postcode	
Telephone	
Email*	

**Please supply us with an email address and update us on any changes as this saves postage costs.*

Purchasing for a Company/Organisation

If you are applying on behalf of a company or organisation, please provide us with the below details.

Name of Company/Organisation

Registered company, charity, Co-Operative or Community Benefit Society number

SITR Tax Relief

It is our hope that the share offer will be approved for Social Investment Tax Relief. If it is so approved, the maximum available for relief will be the sterling equivalent of €344,827. This will be allocated on a first come/first served basis to applicants who have declared themselves to be eligible as taxpayers.

* Delete as appropriate

I **would*/would not*** like my investment to qualify for SITR.
I **am*/am not*** a UK taxpayer.

Agreement And Confirmations

- I have read the Share Offer document, including the risk factors
- I understand that the shares are not transferable except on death or bankruptcy
- I agree that the Directors may at their discretion suspend withdrawals
- I wish to become a member of Clifton Community Arts Centre Ltd
- I agree to be bound by the Terms and Conditions included in this Share Offer Document and the Rules of Clifton Community Arts Centre Ltd
- I understand that the Directors of Clifton Community Arts Centre Ltd may reject my application and are not obliged to tell me why it has been rejected
- I consent to receiving formal notices by e-mail and links to formal documents on the Society's website as well as by post
- I confirm that all details on this form are correct to the best of my knowledge
- I am aware it is open to me to seek advice from someone who specialises in advising on investments

Signature: _____

Name in Print: _____

Date: _____

If applying by post, please return this form to:

Clifton Community Arts Centre Ltd
c/o Wellington Town Council
Larkin Way
Wellington
TF1 1LX

If you wish to nominate a person to whom you wish your shares to be transferred on your death, please complete the form on the reverse of this page.

Data Protection And Money Laundering

The data provided by you on this form will be stored within a computerised database. This data will be used by Clifton Community Arts Centre Ltd and will not be disclosed to any third party. It is a condition of the Offer to ensure compliance with the Money Laundering Regulations that Clifton Community Arts Centre Ltd may at its absolute discretion may require verification of identity of any person wishing to invest.

Clifton Community Arts Centre Ltd – Community Benefit Society number 3224R

Nomination of Shares on Your Death

You can nominate a person aged 16 or over to whom you wish your shares to be transferred on your death. Trustees will need to be appointed for a nominee under 16 years old. Clifton Community Arts Centre Ltd will respect your wishes so far as the law and our rules permit.

Personal Details of Your Nominee

First Name(s) in Full	
Surname	
Date of Birth	
Address (if different from application)	
Town/City	
Postcode	

I understand that it may not be possible for Clifton Community Arts Centre Ltd to action this request and I and my heirs will not hold the Society responsible for its actions. I understand that these instructions can only be revoked or amended by my giving clear written instructions to the Secretary of Clifton Community Arts Centre Ltd at its Registered Office.

I understand that trustees will need to be appointed if my nominee is under 16 years of age.

Signature:	Date:
Name in Print:	
Signature of Witness:	Date:
Name in Print:	

For Office Use Only

Application Received _____ Share Certificate Number _____

Issue Date _____

Are There Any Other Benefits?

There will be a range of concessions and other special offers for members geared to the level of your investment. The more you put in, the more you will get back. We are also considering recognitions for significant donors such as named elements or advertising within the buildings.

How Does The Share Issue Work and What Guarantees Do I Have When Buying Shares?

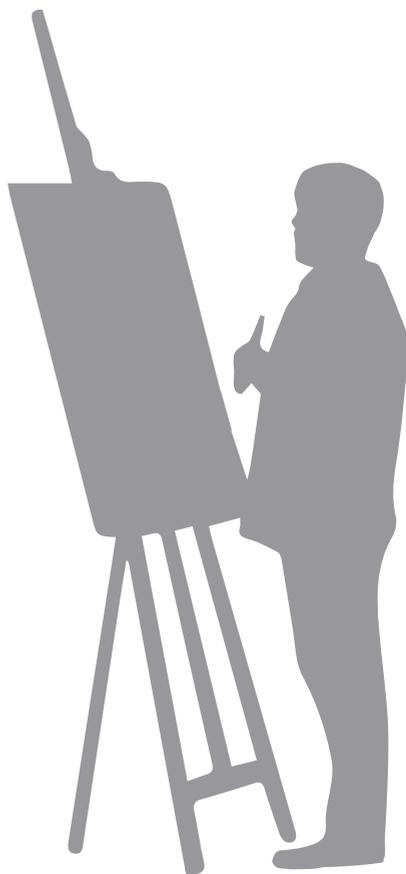
Buying shares in the Clifton Community Arts Centre is a long term investment for the benefit of the community and it is not like investment 'for profit' where investors get paid dividends and make a profit when they sell the shares. The purchase of shares in the Clifton is an opportunity for people to contribute financially to the community with the expectation of a social dividend rather than financial reward. All shareholdings will be classed as 'Member Investors' and become owners of the Clifton Community Arts Centre.

Shares in the Clifton cannot increase beyond the value of £1 and may be reduced if liabilities exceed assets.

However, as the shares are issued by a corporate body the member has no liability beyond the value of the shares that he buys. If The Clifton Community Arts Centre Limited was to be wound up

or dissolved, members would have no right to any of the proceeds or assets beyond the amount of money they have invested. We will not pay interest or dividends on shares. Any profits will go back into The Clifton and be used to support community activities.

The monies raised through the share offer will be held in a separate account and will not be drawn upon until the purchase of premises has been completed.



Can I Transfer Or Sell My Shares?

Shares can only be transferred in the case of death or bankruptcy as set out in the rules.

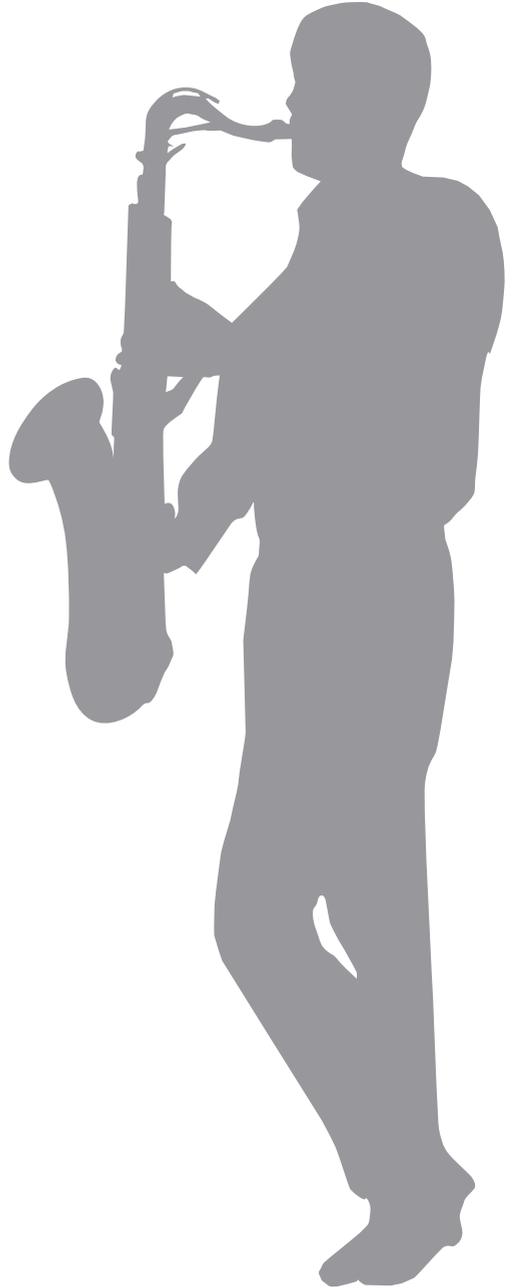
If you are purchasing any shares for somebody else as a gift, please be sure to read the application form with care taking particular note of the instructions. If a Member wants to withdraw their shares they need to apply to the Directors who will judge if there are enough funds to make this possible. Share subscription monies will only be returned to members pending the completion of the acquisition of premises at the Directors discretion.

What happens If We Don't Raise Enough Money?

If we do not raise enough money through this share issue and alternative external funding and/or grants to proceed with a purchase, you will be refunded your share money in its entirety. Funds raised via the share issue will be held in a deposit account until sufficient capital has been raised for the purchase to proceed.

If the Directors decide that there is no reasonable prospect of the purchase being made and our aims being met, refunds will be made at that point. We will also seek other forms of capital such as grants, donations and matched funding in order to proceed with the purchase.

Progress reports will be issued on the website.



What Are My Risks If The Purchase Goes Ahead?

This document and the Business Plan contain certain predictions that are subject to risks and uncertainties, in particular regarding the plans, goals and prospects including future income generation. The Clifton Community Arts Centre's actual results and operations could differ materially from those anticipated. The predictions and assumptions that underlie them are based on the current expectations of the Directors and are subject to a number of factors, many of which are beyond their control. As a result, there can be no assurance that actual results will not differ materially from those described in these documents. The underlying assumptions and particular risks which the Directors have considered are set out in full in the Business Plan available on the website.

You are advised to read the legal points section later in this booklet.

Like all similar offers, this share offer is exempt from the Financial Services and Markets Act 2000 or subsidiary regulations; this means that you have no right of complaint to an ombudsman. A Community Benefit Society is registered with but not authorised by the Financial Conduct Authority and therefore the money you pay for your shares is not safeguarded by any depositor protection scheme or dispute resolution scheme.

The Directors have taken legal advice on the form of the offer document, the duties of the Directors and the steps

to be taken by the Directors to ensure that the document does not contain any untrue or misleading statements. The Directors have acted on that advice. Responsibility for the content of the document rests with the Directors and not our legal advisers.

Will It Work Financially?

Once we've raised sufficient funds to acquire premises and make it fit for purpose we are confident that we will be able to run it at a profit. If we can do this, we can keep it running for all the community for generations to come.



About Us

The Clifton Community Arts Centre Ltd, like all Community Benefits Societies, is required through the Co-operative and Community Benefit Societies Act to have rules. The rules are published on the Society's website www.theclifton.org and set out the powers and responsibilities of the Directors. At the time of the relaunch, the Board of Directors is composed of the following.

Bill Graham

Chair

Bill gained 15 years professional experience in senior roles in theatre, working for both the Royal Shakespeare Company and the Royal Opera House as well as in London's West End. He then moved across into the conference and major events industry with involvement in events as diverse as high profile business seminars, car launches, rock concerts, party political conferences, trade fairs, Eurovision and the Royal Tournament. He is a former Technical Director of the ICC, NIA and Symphony Hall in Birmingham where he was closely involved in the final design, installations and commissioning of all three venues. He was latterly part of the NEC Group's specialist international consultancy division, advising on major public venue projects across Europe, the Middle East and Asia.

Ray Hughes

Finance

Ray was co-opted on to the Board in April 2016 as an independent director with responsibility for financial matters. He retired in 2013 from HM Revenue & Customs after 37 years' service. His last three appointments were three and a half years as District Inspector in Oswestry, six and a half years in Special Compliance Office undertaking high risk investigation work with particular emphasis on the sport and entertainment industry and finally over eight years in the Large Business Section in Birmingham as a Customer Relationship Manager being the prime point of contact and leading a team of specialists across the whole raft of taxes for initially major businesses in the Chemicals Healthcare and Pharmaceutical Sector and latterly in the Utilities Sector.



Lee Dargue

Outreach & Youth

Lee has wide-ranging experience in projects for public campaigns. He has professional backgrounds in social psychology, teaching and training, occupational health and environmental management. Lee is very active in helping to improve mental health services and reduce stigma of those with mental ill health, including helping to change the law in these areas. Improving mental health and well-being is a proven area where arts and culture centres can help the community. Lee is very active in coaching and mentoring young people, both within the arts and wider community projects. Music and acting are Lee's personal favourite art forms, however he loves to hear about new ideas and new ways of doing things!

Fiona Hunter

PR & Media

Fiona has worked for over 50 years in theatre arts and television media. In her formative years she undertook training in ballet and modern dance and became involved in the West London dance and amateur theatre scene. She first worked professionally at the Theatre Royal, Drury Lane subsequently moving to the BBC to work in television production.



www.theclifton.org



enquiries@theclifton.org



[/SavetheClifton](https://www.facebook.com/SavetheClifton)



[@telfordclifton](https://twitter.com/telfordclifton)

Legal Points

Please read this formal summary with care and if you are in any way unsure about any aspect you should contact either a professional financial adviser or the Society.

1. **Directors' declarations:**

The directors have done everything possible to ensure that all due care and diligence has been carried out in preparing this offer and, to the best of their knowledge, the information presented is fair and accurate.

2. **Rights:**

All subscribers to share automatically become members of the Society and have the right to attend at Annual (or Special) General Meetings of the Society, to vote for members of the Board and any other elected officers and to inspect the share register; accounts and any other formal documents of the Society. All members will have one vote, regardless of how much they have invested.

3. **Risks:**

Your investment is at risk, but in the specific case of the Clifton Community Arts Centre Ltd, the following will apply:

a) Should we fail to raise sufficient funds or otherwise fail to acquire a site or sites then we anticipate your investment would be returned in full.

b) Should we acquire a site or sites but fail to raise sufficient funds to carry out the redevelopment then the site or sites will be disposed of commercially and your investment refunded in proportion from the proceeds after cost.

c) Following completion, or part completion, of the redevelopment so that the Society has achieved its objective of running a Community Arts Centre, should the Society, at any point in the future, be wound up its residual assets will be disposed of to either another charitable organization or Community Benefit Society within the immediate area having the same or similar objectives.

4. **Minimum and maximum investment:**

The minimum investment is £10 and the maximum allowed by law is £100,000. You are welcome to make more than one application at any time either personally or for another person as a gift.

5. **Purpose and use of capital:**

The funds raised shall be solely used for the acquisition or part acquisition of a site or sites in the town of Wellington to be used as a Community Arts Centre. Any trading profit is to be retained and employed in furthering the aims and objectives of the Society.

6. **Purpose of the Society**

To acquire a site or sites as detailed in (5) above, to redevelop as a Community Arts Centre in stages over a defined programme and to oversee its operation thereafter for the general and widest possible benefit of all sections of the community throughout the Borough of Telford & Wrekin and its environs. The achievement of these objectives will be reported to the members through regular bulletins and at annual or special General Meetings of the Society at which members will have the opportunity to propose new community projects for the Society to undertake.

7. **Withdrawals**

Any request to withdraw all or part of your investment will be considered by the Board in the circumstances applying at the time. The Directors have a right to refuse or postpone a withdrawal should it threaten the financial security of the Society. Your attention is drawn to the withdrawal policy up to the completion of a building in the main body of the offer above.

8. Value of shares:

The shares only have their face value and cannot be traded or speculated. In special circumstances, the Directors may decide to write down the face value to preserve financial stability but this will only be done following a Special General Meeting of the Society called to approve such an action.

9. Interest on shares:

No interest will be paid on the shares. Any future trading profits on the Society's activities shall be invested to further and develop the aims of the Society.

10. Benefits:

All members of the Society will receive discount privileges as individuals on admission prices to public events presented on the Society's premises. However, such privileges will not be available as of right to any organisations of which the member is an owner, officer or member or to individual Society members in terms of commercial rentals of spaces within the Society's premises.

11. Complaints:

This form of share offer is exempt from regulation and you therefore have no rights of complaint to the Financial Conduct Authority, the Financial Ombudsman or the Financial Services Compensation Scheme.

12. Assets:

The disposal of any or all of the Society's assets shall be in accordance with the principles set out at (3) above, except where items of equipment or similar assets owned by the Society or any of its subsidiaries are replaced and therefore disposed of at the end of their useful life. Any such disposals shall accrue to the benefit of the Society or the appropriate trading subsidiary.

13. Subsidiaries:

We propose to have two subsidiaries although we may have to change this to get SITR. If so we'll advise you separately. Any profits of the subsidiaries will be distributed up to the Society.

Upon successful acquisition of a site, the Society will create a wholly owned subsidiary company which will undertake the redevelopment work and be responsible for the specification, placing and management of all construction and service contracts, including the engagement of professional architectural, design and engineering teams.

Upon reaching a set point in the redevelopment, the Society will create a second wholly owned subsidiary which will form the trading company for the operation of the buildings. A copy of the current Business Plan for the operating company can be downloaded from the website www.theclifton.org

The directors of these two companies will not receive any fees, except where they fulfil an executive role in discharging any duties within these companies and those contracts of engagement or employment will be open to inspection by any member of the Society at any time.

14. Money Laundering Regulations 2007:

The Directors of the Clifton Community Arts Centre Ltd reserve the right to take all legally authorized steps to verify the identity of anyone wishing to invest in the Clifton Community Arts Centre Ltd.

If you are making a single investment of up to £10,000 then a cheque drawn or a direct bank transfer from an account in your name held with a British bank will be sufficient evidence of your identity. If you are making a larger investment (of over £10,000 and up to a maximum of £100,000) or several smaller investments, then we will use electronic means to verify your identity or we will ask to see one document to confirm your identity and one document to confirm your home address.



The Clifton Community Arts Centre Limited
is a Registered Society, number 32224R under the Co-Operative Community
Benefits Societies Act 2014



Save the Clifton



@TelfordClifton

Registered Office:

Clifton Community Arts Centre Ltd
c/o Wellington Town Council,
Civic Centre,
Wellington,
TF1 1XL



Directors:

W Graham, L Dargue, R Hughes, F D Hunter

Wellington Town Council
Charity of The Year 2015



Clifton Community Arts Centre Ltd would like to thank
Tranter Lowe Chartered Accountants
23 Tan Bank, Wellington, TF1 1HJ | 01952 245371 | www.tranterlowe.co.uk
for their support.