
Warwick Bridge Corn Mill Ltd
COMMUNITY SHARE OFFER
To secure the future of Warwick Bridge Corn Mill

TIME-LIMITED OFFER: from 12 November 2019 to 10 January 2020

Fundraising target: £90,000 to £120,000

Minimum investment: £100 – maximum £12,000

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

SUMMARY

This public share offer is a time limited opportunity for you, your family and friends, local groups and organisations, local businesses and other community supporters to invest in a once-in-a-generation chance to manage the Corn Mill at the heart of our community.

But this is not just about running the mill, it's about preserving the history and heritage of the village and investing in the future of the area and its people. To create a Community Mill, run by the Community.

To lease and finish the fitting out of the Mill and Bakery will cost £120,000. We can raise that money by selling shares in Warwick Bridge Corn Mill Limited – and everyone who buys a share becomes a member of the Society. We are looking to the people of the Warwick Bridge and wider area for support – as well as relatives, friends, and others far and wide.

We have to raise a lot of money in about eight weeks, so we're asking for a minimum of £100 (that's 1 share). Groups, organisations, and businesses can also invest. However, no one shareholder or organisation can buy more than 120 shares (£12,000).

The offer is available from 12th November until 10th January 2020 or when the maximum target is reached, whichever is sooner. The Board reserves the right to extend the offer beyond this initial period if they believe doing so would be of benefit.

Please invest to help the Corn Mill but before you do so, it is very important that you read this share offer document. It provides you with information about the share issue, the Society, and how the Corn Mill will do business in future.

Warwick Bridge Corn Mill Limited is a Community Benefit Society registered with the FCA under the Co-operative and Community Benefit Societies Act 2014, registration number 8229.

www.warwickbridgecornmill.co.uk Registered Office: The Corn mill, little Corby Rd, Warwick Bridge, Carlisle, CA4 8RE



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 Standard Mark and the Unit go to: www.communityshares.org.uk

This offer is not covered by the Financial Services Compensation Scheme and investors have no recourse to an ombudsman. You could lose some or all of the money you invest. You may also want to read the Business Plan and Society Rules. These are available along with other relevant documents to read or download from the Societies website www.warwickbridgecornmill.co.uk

ABOUT WARWICK BRIDGE CORN MILL.

Warwick Bridge Corn Mill sits on the site of the medieval manorial mill dating from the 13th Century. Drawing its water from the Cairn Beck, the majority of the structure present today dates from the 19th Century with major alterations in 1803, 1839 and 1845. The mill was sold into private hands in 1882 and passed through a number of owners until the final working owner, Bob Willis finally closed the door on a working corn mill in 1989. The mill and surrounding land was sold in 1991 and housing was built on the fields. The property changed hands again and there were a number of attempts to obtain planning permission to convert the mill into a dwelling. During this period the structure of the mill deteriorated and the building was put on the Heritage at Risk Register in 2000.

Carlisle Council managed to get the owner to re-roof the main building but the corn drying kiln was left without a roof. The North of England Civic Trust (now called Cultura Trust) took an interest in the possible purchase and restoration of the premises and eventually in 2015 with grants from a number of organisations they purchased the property and started a restoration programme.

Today the structure of the mill has been restored and the historic machinery has been returned to working order to allow corn to be milled at the mill again.

The future of the mill is envisaged as a working corn mill producing a range of stone ground flours for sale both locally and nationally. A miller, Karen Mason has been employed to oversee the milling operations and the running of the mill. The role of the WBCM will be to publicise the mill and to promote the history of both the mill and the surrounding area and to explain the process of milling and uses of the milled products.

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There is the plan to fit out the old cart shed as a bakery to allow the production of breads and also the running of courses in various forms of bakery. This will be organised and run in an arrangement with the preferred colleagues Breadshare.

It is hoped that along with courses in milling the economic future of the mill will be secured. It is envisaged that the mill will form a focus for the village with chances for people to volunteer in various aspects of the activities carried out at the mill and the mill itself will become a venue for activities for the community.

WHAT IS A COMMUNITY SHARE OFFER?

Community shares are a way of raising investment capital from communities. Local people are encouraged to buy shares in the enterprise and become part-owners. As shareholders they are more likely to do everything they can to ensure the success of the business by becoming volunteers and supporters of the enterprise. Community shares have been used to finance shops, pubs, community buildings, local food schemes, football clubs and even renewable energy initiatives. Most community share offers are made by enterprises registered under the Co-operative and Community Benefit Societies Act 2014. This legal form provides limited liability status, just like company law. But unlike companies, shares in these Societies are non-speculative, but democratic.

Warwick Bridge Corn Mill Limited has been set up to lease the Mill on behalf of the community of Warwick Bridge and surrounding area. So if you buy shares in WBCM you will become a member of the Society, with an equal vote regardless of the size of your shareholding. Your involvement can be as much or as little as you wish. You can vote at Member Meetings, stand for election to the Board, volunteer skills for the running of the mill, help run community events or activities.

WHAT'S IN IT FOR ME?

But this is not just about leasing a mill, it's about preserving the history and heritage of our village and investing in the future of Warwick Bridge and surrounding villages and their people.

You can have a say in how the mill is run.

A summary of the financial forecasts is available in this document and there's more detail in the Business Plan. If these forecasts are accurate it is hoped that the Society will be able to start paying interest on the shares after 3 years.

HOW MUCH MONEY DO WE NEED TO RAISE?

We have set a target of £120,000. We need this to fit out the bakery and finish the setting up of the mill as a commercial mill capable of milling and producing flour for sale.

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HOW DO I BUY SHARES?

You need to be over 18 years to invest. Shares cost £100 each with a minimum investment of £100. You can buy as many as you want up to 120 (£12,000 in value).

People can buy

- as an individual
- shares as a present for someone else
- as a business, organisation, or other body

Please fill in the application form at the back of this document or at www.warwickbridgecornmill.co.uk

If we meet our target, we will issue share certificates; if not, we will refund your money.

WHAT GUARANTEES DO I HAVE WHEN BUYING SHARES?

This is a long-term investment for the benefit of the community. Community Shares do not change in value and cannot be traded.

In the unlikely event of the Society being wound up shareholders would get back no more than the value of their investment, even if the Society's assets are worth more than the share capital. Any excess (after paying any debts) must be transferred to another community organisation having similar community benefit aims. This is known as an asset lock which prevents any private gain if the Society dissolves.

Similarly, shareholders have no liability beyond the value of the shares they buy – that's the very most you could lose.

CAN I SELL MY SHARES?

No, shares cannot be sold or transferred; but we will ask investors, in the event of their death, to nominate someone to inherit their shares.

As explained above, we expect to allow share 'withdrawals' after three years. This is to guarantee the business an initial period of financial stability.

The WBCM Board will decide how many shares can be cashed in; and have the right to refuse or suspend withdrawals if there is insufficient liquidity in the business.

WHAT HAPPENS IF WE DON'T RAISE ENOUGH MONEY?

If we don't reach the minimum of £120,000 by the 10th January 2020, we have three options:

1. We access other funding streams – for example the Community Shares Booster Programme (run by Power to Change and Co-operatives UK) may contribute towards our target through an investment in shares, that will be held by Coops UK on the same terms as all other investors' shares and / or
2. We could extend the period of the share offer; or
3. We close it and refund everyone's money. Of course, we won't be able to lease the Mill and will probably have to disband the Society.

We are very confident that this is achievable. We have drawn up business models and forecasts. These detailed forecasts are in the Business Plan, but the key aspects are

- £120,000 will ensure that we can fit out the bakery and mill for commercial production.
- Sufficient cash to run the business. A small loss in year 1, but profit from year 2 onwards

From the market research we have carried out, there is evidence that our vision has struck a chord with the wider community:

HOWEVER, ALL COMMERCIAL ACTIVITIES CARRY RISK and any share investment is not a loan or a deposit and the rates of return are not guaranteed. But we passionately believe this is the only realistic way to run the mill for the future.

If this is a success, it will create an invaluable community asset and help the local economy.

WILL MY INVESTMENT BE ELIGIBLE FOR TAX RELIEF?

We believe that the shares in Warwick Bridge Corn Mill will be eligible for tax relief under SISR tax relief – this is a government-backed scheme designed to encourage investment in social enterprises.

Individual UK based investors in Warwick Bridge Corn Mill can apply for income tax relief after the start of trading. Your personal tax circumstances will affect the amount of tax relief in each case.

The rules for SISR tax relief require the investment to be held for at least 3 years from the start of trading (**not** the date of the investment). Once Warwick Bridge Corn Mill has been accepted by HMRC **you can apply for tax relief**. Remember applications for tax relief are made by **you** the investor to HMRC, not by Warwick Bridge Corn Mill, and so we **cannot** give guarantees. www.gov.uk/guidance/venture-capital-schemes-apply-to-use-social-investment-tax-relief is Government information site; it explains the application procedures but, if you are unsure, please seek professional advice. SISR will enable investment into Warwick Bridge Corn Mill to qualify for 30% tax relief.

WHO ARE THE PEOPLE ORGANISING THIS?

The people organising this share offer are a group of local people who believe passionately in preserving the Corn Mill and creating a community asset. These people are the members of WBCM Board. Collectively, there is a wealth of business, legal, financial and community experience within the Board. We have support from The Plunkett Foundation. We have been advisers to complete our Business plan and Share Offer Document and have been given a grant to help with local fees and advertising costs.

WBCM Board

Lorraine Bearchell-Healy.

Richard Beattie, Treasurer.

Graham Brooks, Secretary.

Gillian Bruce.

Eileen Clark.

Louise Gibson.

Philip Healy, Chairman.

Graeme Monro.

Pen portraits of all of the above are available on the Society's website www.warwickbridgecornmill.co.uk.

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SUPPORTING DOCUMENTS

For further information and support for your investment decision, go to www.warwickbridgecornmill.co.uk where you can read or download

- WBCM Business Plan
- WBCM Rules
- WBCM Board member pen portraits.
- Investing in Community Shares (from the Community Shares Unit <http://communityshares.org.uk>)

APPLICATION PROCEDURE.

Apply online at www.warwickbridgecornmill.co.uk. If you are unable or unwilling to apply online, please read the rules below and complete the appropriate section of the attached application form.

- By completing an application form the applicant offers to subscribe, on the Terms and Conditions contained in the Share Offer Document, for the value of shares specified, or such lesser number as may be accepted.
- Applicants must be 18 years of age or over, and may be requested to provide additional evidence of identity to comply with Money Laundering requirements
- An application may be made as an individual, as a business, organisation, or other incorporated or unincorporated body. An application may also be made to buy shares as a gift for someone else.
- Once an application has been submitted and approved it cannot be withdrawn.
- Multiple subscriptions will be admitted providing that they do not result in a member holding more than the maximum shares allowed of 120 (value £12,000).
- Applicants pay for shares by electronic bank transfer or cheque.
 - Make an electronic bank transfer from your online bank account (*with your name as the reference*) to 'Cultura Trust' Sort Code 60-83-01 Account 20392361;
and either complete the form on line at www.warwickbridgecornmill.co.uk OR post the completed application form to the address below

OR

- Write out a cheque for the necessary amount made payable to 'Cultura Trust' and **post it, with the completed application form to;**

WBCM SHARE OFFER, Fairhurst, Aglionby, Carlisle, Cumbria, CA4 8AQ

Please note that

- All funds will be held in a bank account in the name Warwick Bridge Corn Mill Held by Cultura Trust separate from any other financial activities, until the share offer is complete.
- Applications on incomplete or inaccurate Application Forms may be accepted as if complete and accurate.

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- Results of the Offer will be published on the above website and all applicants will be informed by email or post.
- If the share offer is oversubscribed and / or WBCM is unable to offer any or all of the shares applied for, WBCM will refund the applicant (the whole or the difference).
- An applicant who receives Shares agrees to be bound by the rules of Warwick Bridge Corn Mill Limited. These are available on the above website.

This offer closes on 10th **January 2020** or whenever the maximum amount is subscribed, whichever is soonest. The Board reserves the right to extend this offer.

APPLICATION FORM

Are you applying;

1. For yourself, as an individual? Go to Section 1
2. To buy shares as a gift for someone else? Go to Section 2
3. On behalf of a business, organisation, or other incorporated or unincorporated body? Go to Section 3.

Further forms are available online at www.warwickbridgecornmill.co.uk

Application to become a member of, and an investor in, Warwick Bridge Corn Mill Ltd (WBCM Ltd)

Section 1 – INDIVIDUAL

I wish to become an individual member of WBCM Ltd. In accordance with the Rules of the Society I apply for Shares to the value of £.....
(minimum £100, maximum £12,000)

First name:

Last name:

Address:

Post code:

Email:

Phone no:

I confirm that I am 18 years old or older. I have read the share offer document and understand and accept the terms of the share offer and the Rules of WBCM Ltd. I consent to WBCM Ltd sending me, at the email address given above, formal notices or documents (or links to the Society's website) and information relating to the leasing and management of Warwick Bridge Corn Mill.

Payment (choose one)

- I enclose a cheque made payable to Cultura Trust
- I have paid via electronic bank transfer

Signed:.....

Date:

Data Protection: The data provided by you will be stored on a hard copy and an electronic database. The data will be used for Warwick Bridge Corn Mill Limited purposes and will not be disclosed to any third party.

Section 2 - BUYING SHARES AS A GIFT FOR SOMEONE ELSE

I am applying for shares to give as a gift or gifts to one or more people. I will provide the giftees details to WBCM before they issue Share Certificates. [WBCM will ask you for the details when the offer closes]

In accordance with the Rules of the Society I apply for Shares to the value of £..... (minimum £100, maximum £12,000) as gifts for one or more people.

My details are:

First name:

Last name:

Address:

Post code:

Email:

Phone no:

I confirm that I am 18 years old or older. I have read the share offer document and understand and accept the terms of the share offer and the Rules of WBCM Ltd. I consent to WBCM Ltd sending me, at the email address given above, formal notices or documents (or links to the Society's website) and information relating to the leasing and management of Warwick Bridge Corn Mill.

Payment (choose one)

- I enclose a cheque made payable to Cultura Trust
- I have paid via electronic bank transfer

Signed:.....

Date:.....

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Section 3 – BUSINESS, ORGANISATION, OR OTHER INCORPORATED OR UNINCORPORATED BODY

We wish to become a member of WBCM Ltd. In accordance with the Rules of the Society we apply for Shares to the value of £.....
(minimum £100, maximum £12,000)

Organisation: Incorporated / unincorporated (delete as appropriate)

First name:

Last name:

Address:

Post code:

Email:

Phone no:

I understand that, as a representative of an incorporated organisation or a nominee of an unincorporated organisation (whichever is appropriate), WBCM will require confirmation in writing of my appointment in due course.

I confirm that I am 18 years old or older. I have read the share offer document and, on behalf of my organisation, understand and accept the terms of the share offer and the Rules of WBCM Ltd. I consent to WBCM Ltd sending me, at the email address given above, formal notices or documents (or links to the Society's website) and information relating to the leasing and management of Warwick Bridge Corn Mill

Payment (choose one)

- I enclose a cheque made payable to Cultura Trust
- I have paid via electronic bank transfer

Signed:.....

Date:.....

Data Protection: The data provided by you will be stored on a hard copy and an electronic database. The data will be used for Warwick Bridge Corn Mill Limited purposes and will not be disclosed to any third party.

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