



## **SHARE OFFER PROSPECTUS**

**YOU'VE SEEN THE VISION, NOW HELP MAKE IT HAPPEN!**

# Oakley Village Stores





## OFFER SUMMARY

- You are being invited to invest in the **Oakley Village Stores** project through the purchase of community shares;
- Oakley Village Stores Limited (“OVSL”) a Community Benefit Society (“CBS”), has been established to set up, construct and operate **Oakley Village Stores** (“the Shop”);
- OVSL’s vision is for the Shop to be a community hub in Oakley serving the needs of the local and wider community, through the provision of a wide range of services;
- The Management Committee of OVSL (“the Management Committee”) is seeking to raise a minimum of £30,000 from this share offer and hope to raise between £40,000 and £50,000. The overall start-up costs of the project are estimated at £80,000;
- Community shares will have a nominal value of **£25 each**. The minimum investment under this share issue is 1 share (£25) and the maximum is 200 shares (£5,000);
- The share offer is open to individuals aged 16 and above, companies and other corporate organisations such as charities;
- The share offer will open on 01st November 2021 and it will close at midnight on 30th November 2021 or such or later date as the Management Committee may determine should they form the view that an extension is required;
- A detailed business plan setting out the proposal in full (including financial projections) along with a “Frequently Asked Questions” page relating to the share issue can be viewed on our website [www.oakleyvillagestores.co.uk](http://www.oakleyvillagestores.co.uk). This Prospectus should be read in conjunction with the Business Plan;
- This share offer is not subject to the Financial Services and Markets Act 2000, nor covered by the Financial Services Compensation Scheme. Investors will have no recourse to the Financial Ombudsman.
- You should be aware the value of your investment could fall, and the amount returned could be lower than your investment.

*If you are unsure whether to invest or not it is recommended that you consult a professional advisor.*



## WHAT ARE WE DOING AND HOW CAN YOU HELP?

You are being invited to invest in the **Oakley Village Stores** project through the purchase of community shares. ***This share issue is the centre piece of our efforts to raise funds for the new proposed Shop adjacent to the Village Hall.*** The consultations and plans have been met with great enthusiasm in the village and now this is your chance to help make it happen by purchasing shares in the newly formed entity that will run the shop.

The share issue has been designed to provide local people with the chance to contribute financially to the community shop, primarily in the hope of seeing a “social dividend” rather than receiving a personal financial return. It is a crucial part of our fund-raising process for the project. We are aiming to raise around £40,000 of the estimated £80,000 needed for the project from the share issue with the balance funded from available grant funding opportunities.

The “social dividend” will mean different things to different people: for some it will be the convenience of being able to buy a newspaper or a loaf of bread nearby; for others, a place to meet friends have coffee and cake and socialise while their children play in the play area or on the sports field; for children it will be somewhere to spend pocket-money. The key point is that your support will help to make this project happen, in the process acquiring a small stake in the shop! Quite apart from anything else, shareholders will be likely to use and value a shop they own. This makes the long-term success of the venture more likely.

The following pages explain how you can invest in the project and play your part in making the shop happen.<sup>1</sup>

Supported by the:



<sup>1</sup> For further information and to look at the design and location for the Village Stores please click on the link to our website or have a look on the **Oakley Village Notice Boards**. A copy of the full Business Plan for the project is also available on the website **[www.oakleyvillagestore.co.uk](http://www.oakleyvillagestore.co.uk)** or on request from James Smith/Pat Pointer (07488 248738).





## WHAT AM I BUYING SHARES IN?

We are asking people to help fund the project by purchasing shares in Oakley Village Stores Limited (“OVSL”) the entity that has been set up to oversee the running and management of the Shop. OVSL is a Community Benefit Society (“CBS”) and is registered with the Financial Conduct Authority (FCA Registration Number 8634). It has been set up by the Community Shop Project Steering Group as the vehicle to establish and operate the proposed shop in Oakley for the benefit of that community. The shop will be known as ‘**Oakley Village Stores**’.

The Steering Group for the project is now the also the inaugural Management Committee for OVSL and comprises nine local volunteers who between them have a range of backgrounds and skills and have been working on this project since November 2020.

Chairman: **James Smith**

Company Secretary: **Neil Walters**

The other members of the Management Committee are **Anne Staff, Pat Pointer, Sarah Dollah, Janet Salter, Richard Gee, Marc Ellsworth** and **Stewart Bates**

The purpose of the Steering Group and now the founding Management Committee is to get the shop up and running. Once the Shop is established and operational, an Annual General Meeting of the CBS will be held at which a new Management Committee will be elected. Some members of the present Management Committee may stand for re-election, but the outcome will be in the hands of all the shareholders present and any shareholder can put themselves forward for election should they wish to.

The CBS operates in accordance with a set of rules known as its Model Rules. A copy of the current Model Rules for the CBS can be made available on request or alternatively can be viewed at [www.oakleyvillagestores.co.uk](http://www.oakleyvillagestores.co.uk). If you want more information, please contact [oakleyvillagestores@gmail.com](mailto:oakleyvillagestores@gmail.com) or speak to any member of the Management Committee.



## MEMBERSHIP SHARE OFFER

Issued by Oakley Village Stores Limited – registered with the Financial Conduct Authority (FCA) Number: 8634

Registered Address: 6 Pearce Courtyard, Oakley, Bucks, HP18 9WY

### How does the share issue work?

The share offer is open from **9am on 1st November 2021 until midnight on 30th November 2021**.

Shares in Oakley Village Stores Limited cost **£25 each**. Anyone over the age of 16 who wants to support this venture can apply to be a member and buy as many shares as they like up to a maximum value of £5000. We welcome investments of all sizes, but we hope that many people will be prepared invest more than the minimum and buy multiple shares of £25!

Every shareholder becomes a member of Oakley Village Stores Limited. Every member of the CBS has one vote, however many shares they have bought, and the CBS is controlled by its members. Members have no liability for any debts incurred by the society beyond the value of their investment.

### You should note that:

- The shares are non-profit shares. This means that they cannot be traded or transferred to anyone else except in the case of the death (where the shares can be passed on as part of the estate) or bankruptcy of the shareholder and the value of a share cannot increase beyond the original £25 (but it can go down).
- Any profits made by the CBS are likely to be re-invested into the shop or will be invested in other community projects in the village. The Management Committee, elected annually by the shareholders at the AGM, will make these decisions.
- Whilst the CBS has the ability to pay interest to shareholders (at a rate of up to 2% above base rate or 5% per annum (whichever is the higher)) any such payments are entirely at the discretion of the Management Committee and are only allowed where the CBS has made sufficient profit and holds enough reserves to cover ongoing trading and commitments. Whilst the possibility of interest payments in future years is therefore not ruled out (and may be something to aspire to) investors should note that it is not expected to be possible during the early years of operation of the Shop;
- Shares cannot be withdrawn in the first three years of operation and only thereafter with written advance notice and at the discretion of the Management Committee whose priority will always be the interests of **Oakley Village Stores** and ensuring that the business has sufficient ongoing capital;



- The Financial Conduct Authority does not regulate the sale of community shares and you cannot complain to the Financial Ombudsman;
- Companies may purchase shares through a named nominated member. Please see share issue FAQs on the website for further details.

Potential investors should therefore recognise that this is an opportunity to contribute financially to the community and be a part of this village project with the expectation of a social dividend rather than for financial reward. Whilst it may be that interest payments on shares can be made in future years, you should see your investment primarily as an investment in the community and a means of helping to deliver a much-needed facility for the village or to put it another way, a “**donation with benefits!**”

**You should never invest more than you can afford to lose!**

## HOW DO I INVEST?

If you do wish to invest, please apply online via the “**How to Apply**” link at [www.oakleyvillagestores.co.uk](http://www.oakleyvillagestores.co.uk) OR complete and return the enclosed membership and share application form at the back of this booklet and make the necessary payment via one of the mechanisms stated, by **30th November 2021**.





## WHAT HAPPENS IF THE SHARE ISSUE DOESN'T RAISE ENOUGH MONEY OR THE PROJECT DOES NOT PROCEED?

In the event that at the close of the share offer we are close to the target but have not quite got there, the Management Committee may extend the share offer for a limited period.

All monies invested by shareholders will be held in the **Oakley Village Stores** bank account, accounted for in the CBS accounts and only spent on items relating to the shop project.

In the event that by 31st August 2022 at least £50,000 for the project has not been raised from various sources (thus enabling construction of the shop to commence) shareholders will be written to by the Management Committee with an offer of a refund of their investment (less a proportion attributed to minor admin expenses reasonably incurred in relation to the project between now and then).

For further information and answers to regularly asked questions, please visit the share issue FAQs section on the website at [www.oakleyvillagestores.co.uk](http://www.oakleyvillagestores.co.uk)







## MIGHT THERE BE ANY TAX BENEFITS AS WELL AS SOCIAL DIVIDEND?

There are a number of tax relief schemes available to members of the community benefit societies, all designed to encourage investment in community projects and/or start-up businesses. The Management Committee intends to make an application to HMRC for qualification for the Seed Enterprise Investment Scheme (SEIS). If successful, then under this scheme, investors would be able to claim the following tax benefits:

- Investors can obtain 50% relief for income tax on the cost of shares, on a maximum annual investment of £100,000. This is regardless of the rate of tax they pay, providing they have paid sufficient tax to cover the amount being reclaimed;
- Loss relief – Should the company go bankrupt, Investors may claim loss relief on their investment and can choose to set the loss amount, less any income tax relief already given, against their income;
- 100% inheritance tax relief (provided the investments have been held for at least two years at time of death).

This will include both tax paid in the year in which the investment is made and the preceding year.

**The business has to trade for four months before a formal application for qualification for the relief can be made by the business.** If our application is successful, the relevant form will be provided enabling you to make the appropriate claim to HMRC for tax relief at that time.

### **This means for example:**

- You invest £1000, you may be able to claim £500 tax relief in the year you made the investment. Therefore, your net investment cost is £500.
- Your tax liability for the year is £10,000 (tax that you actually pay) and you invest £10,000 your tax liability reduces to £5000 therefore, your net investment is £5000.

For investments in the CBS to qualify for tax relief, all shares have to be held in the CBS for a minimum of 3 years. This very generous support by the government to investors in small start-up business recognises the risk involved.

**NB The above details are believed to be correct at the date of going to print but is subject to our application to HMRC and investors who may wish to seek any such tax relief should obtain their own, independent tax advice regarding eligibility.**

**IT IS THE RESPONSIBILITY OF EACH INVESTOR TO MAKE THEIR OWN ENQUIRIES AND TO SATISFY THEMSELVES AS TO THEIR ELIGIBILITY FOR SUCH TAX RELIEF.**



## WHAT ARE THE OTHER BENEFITS FOR BECOMING A MEMBER?

- The knowledge that you helped make the Shop happen!
- The right to stand for election to the Management Committee and to vote on the running of the CBS at the AGM;
- A **Member Loyalty Card** which entitles the member to<sup>1</sup>:
  - Access to limited time store offers and special promotions; and
  - Every 10th hot drink is complimentary.

OR

- For anyone investing **£100 or more**, a **Gold Member Loyalty Card** which entitles the member to:
  - Access to limited time store offers and special promotions; and
  - Every 5th hot drink is complimentary;
  - Access to store events such as wine tasting evenings and cooking demonstrations;
  - A free **Oakley Village Stores Bag For Life** after your first £50 spent in the store.

## I WANT TO HELP BUT DON'T WISH TO BUY SHARES - HOW ELSE CAN I GET INVOLVED?

We very much hope that most people who are in favour of the project will be willing to invest. However, there are a variety of alternative ways you can help with the project even if you don't wish to purchase shares. Full details can be found on the website, but these include:

- Contact us to find out how you can make a further **donation** to the project via **[oakleyvillagestores@gmail.com](mailto:oakleyvillagestores@gmail.com)**
- If you are a local professional or business who are prepared to provide help with the design or construction of the project through "works in kind" either on a pro-bono basis or in return for future advertising opportunities then please contact us at **[oakleyvillagestores@gmail.com](mailto:oakleyvillagestores@gmail.com)** to let us know how you think you can help?
- If you are prepared to volunteer to work in the shop or help in any other way with its operation once it is up and running, please contact Janet Salter via **[janetls@btinternet.com](mailto:janetls@btinternet.com)**

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<sup>1</sup> Note – member offers will be reviewed periodically but these drinks offers will apply for at least the first 2 years of operation

# MEMBERSHIP & SHARE APPLICATION FORM

(Unless applying online please complete and return as specified below when purchasing shares)

## OAKLEY VILLAGE STORES LIMITED

Only one person can apply per form. To apply online please see the "How to Apply" link at [www.oakleyvillagestores.co.uk](http://www.oakleyvillagestores.co.uk). If you need additional forms, please email: [oakleyvillagestores@gmail.com](mailto:oakleyvillagestores@gmail.com), download forms from our website <http://www.oakleyvillagestores.co.uk> or call **07488 248738**

You must be over 16 to apply for membership.

I would like to apply to become a member of and purchase shares in **Oakley Village Stores Limited**

**Full Name:** .....

**Address:** .....

.....

**Email:** .....

**Tel/Mobile number:** .....

*Your contact details will only be used to communicate with you on matters regarding the business.*

*We will not pass your details on to third parties.*

I wish to buy .....shares at **£25** each **TOTAL PAYMENT:** .....

### **Note:**

There is a maximum individual shareholding of £5,000 (200 shares). If you wish to invest in excess of this amount, please consider a donation to the shop in addition to purchasing shares.

Please contact Pat Pointer at [oakleyvillagestores@gmail.co.uk](mailto:oakleyvillagestores@gmail.co.uk) or on **07488 248738** if you would like to make an additional donation.

### **FOR PLEASE TICK ONE:**

I enclose a cheque made payable to Oakley Village Stores Limited ..... [ ]

I enclose cash in the sum of ..... [ ]

I have made an online bank transfer to the account details below in the sum of ..... [ ]

I confirm that I am over 16 and have read the Oakley Village Stores Community Share Offer Prospectus.

**Signature:** .....

Please return this form together with (where applicable) your cheque or cash to:  
*Neil Walters, Company Secretary, Oakley Village Stores Limited, 6 Pearce Courtyard,  
Oakley, Aylesbury, Bucks, HP18 9WY*

If making an online Bank Transfer scanned copies of the form can also be emailed to [oakleyvillagestores@gmail.co.uk](mailto:oakleyvillagestores@gmail.co.uk) marked for the attention of the Company Secretary.

If you wish to pay by Bank Transfer, please use the following details:

**Bank: Unity Trust Bank**

**Account No: 20449528**

**Sort Code: 60 83 01**

Please ensure you use your name as the reference number for your transfer so we can trace your payment into our bank account.





# OAKLEY VILLAGE STORES

[www.oakleyvillagestores.co.uk](http://www.oakleyvillagestores.co.uk)