

Share Offer

Nudge Community Builders
Share offer
Launching on 19 July
Closing on 15 September or sooner!
www.nudge.community

Nudge





Share offer summary

You are invited to invest in Nudge Community Builders and come with us on our exciting journey to make a difference in our community. We are bringing empty buildings back in to use along Union Street. We have bought The Clipper and are turning it in to a community market and homes for local people. We are testing out a process of bringing buildings back into use and plan to learn from this and use it as a model to buy more problem buildings in our community.

We are local residents living in Stonehouse, Plymouth. We bring buildings and spaces back in to use in our community by:

- Listening to our community - taking their lead in developing a 'nudge', making it happen and learning about its impact.
- Collaborating with other organisations and groups to make the most effective impact in our community.
- Keeping residents central to our organisation and the main beneficiaries of a nudge.
- Taking fun and creative approaches to difficult issues to create an alternative way.

Share offer summary

Details of the share offer

If you are new to the idea of community shares it's a great way to support things to happen in your community, invest your money in a social enterprise that will put your money to good use, and get a return on your investment for you as well as a social return to the local community. We are budgeting to pay 3.6% on investments from November 2019 but this will be subject to how well the Clipper is doing. This will be decided by the board each year and voted on by our members at our Annual General Meeting. We want it to be a great investment for you as well as for the community.

Minimum target for the share offer £120,000

This is how much we bought the Clipper for and would refinance the short term bridging loans we took on to secure the building.

Optimum target for the share offer is £200,000

This is what we need to make the Clipper fly and really contribute locally, this covers all the basic renovation costs – let's do this!

Maximum target for the share offer £220,000

This would sort out the Clipper with all the lovely bits that will make it an extra special destination and place to spend time. It would help make sure we can resource long opening times and keep it sparkly and really well run for the first year too as we establish the venue.

This offer will run for 8 weeks from date of launch. If we haven't reached our minimum target, or are just short of our maximum target, the Directors reserve the right to extend the offer period for a short time.

How much can you invest?

The minimum value of individual/joint shares that you can apply for is **£50**.

The maximum value of individual shares that you can apply for is **£22,000** by our members

Time table

15 July 2018 —
Share offer opens

19 July 2018 —
The ground floor of the building starts being used two days a week.

1 August 2018 —
Work starts on the two homes for local people

15 September 2018 —
Share offer closes

30 October 2018 —
We pay back the loan we have taken to buy the Clipper

December 2018 —
The homes are ready to move in to and the ground floor is in full use 6 days a week.

Who can buy a share?

You must be 16 to buy a share.

You can buy shares for a young person. They will not be able to withdraw these shares until they are 16.

You can buy shares as a group of friends or a family.

You can buy a share over 10 monthly payments – so from as a little as £5 per month.

Nudge Community Builders have the right to refuse any application.

Funders invest alongside you too!

Nudge has applied for support from the Community Shares Booster Programme. Under this programme, up to £100,000 is available to match applications for shares from the public. Nudge is in negotiations to secure an equity investment from the Booster Programme for this offer. If successful, it would mean that for every pound invested by individuals up to £100,000, another pound will be invested in match shares. The money comes from Power to Change, the decision is made by the Community Share Unit, a partnership between Co-operative UK and Locality communitysharesbooster.org.uk

Help a local person buy a share

We have a dedicated group of volunteers that have been helping at the Clipper and at Union Corner. If you would like to thank them for their contribution you can add an extra share as a gift for a local person.

I'm in! How do I buy a share?

You can apply for and pay for joint, individual on-line here: www.nudge.community. This site is secure and there is a choice of payment methods available. As much as possible we need people to go through the website.

You can buy shares by post and cheque but your share will not be allocated until the cheque has cleared.

If you want a payment plan please complete the standing order at the end of the application forms. Shares will not be allocated until all the payments have been received. If the payment plan is not completed we will treat any payments made as a donation.

Please contact us if you need help buying shares – we'll be happy to help.

Shares will be allocated on a first come first served basis.

Please only invest what you can afford, take your time to read all the information we have available, take independent financial advice and please ask us any questions you need to.

This offer is being promoted by Nudge Community Builders, Union Corner, 96 Union Street, Plymouth, a Community Benefit Society, registered with, but not regulated by the Financial Conduct Authority (Registration No. 7632)

The Financial Services Compensation Scheme does not cover this offer and investors have no recourse to an ombudsman. Any money you pay for shares is not safeguarded by any depositor protection or dispute resolution scheme. You could lose some or all the money you invest.

Our story

Nudge is a community benefit society that owns, creates and runs activity in disused, underused or unusual urban spaces. Leading to lasting positive change and community led regeneration.

Our Story

We are local residents living in Stonehouse, Plymouth – making things happen in our community.

We **bring buildings into community ownership and back into use** in collaborative and creative ways, celebrating their history and opening up opportunities for local people. We use social investment as bridging finance followed by a community share offer so local people can benefit from and connect with the improvement in their area and other investors can support a community that is making change happen.

We have enormous **support from our community**, local organisations and investors. As two professional people with backgrounds in housing, planning and regeneration, coupled with a passion for our community we are well placed to deliver this change and are scaling rapidly. This is evidenced by the amount of support and investment we have managed to secure over the last year to get this venture off the ground and move from volunteers to paid workers.

Nudge is now a strong resilient unit of skilled professionals that are able to own buildings and provide leadership, contributing time and resources to each building to ensure it contributes to our community. We have core funding secured and are taking on consultancy work to enable us to create mini nudges that are visible and build community involvement.

These ‘nudges’ unlock unused or underused spaces and enable local people to benefit and build confidence that we can take control of regeneration in our community.

We do this by owning buildings that we care about as a community and bringing them back into use in a way that uses our skills, resources and partners to find a way to invest in our community every step of the way; local spend, local skills and local love.

We are passionate about making a difference in our community that is not led by gentrification but works with the communities in our local area to create real direct benefit for existing communities and lasting change for them and the local area.

The process of bringing life into these buildings is really important to us. We are very open and collaborative in our approach, encouraging volunteering, new ideas and exploring what uses are needed and would add value. We involve local people in fun and accessible ways throughout everything we do. We prioritise our spend to within one mile of our buildings so that we invest and support local people and businesses.

You can read our detailed business plan, constitution and our story so far at nudge.community

What's the plan?

We are transforming a closed down pub, the Clipper, 65 Union Street, to create two residential flats and a quirky market full of small units on the ground floor. The market will connect pedestrians in our community to where the Council led Bath Street regeneration development is happening.

Our plan is to convert the first, second and third floor into two 1 bedroom flats rented as social housing and developed to meet local need. We are particularly interested in providing homes that meet the needs of single parents who have their children to stay, these parents find that the housing they can access as a single person means that their children do not have a private space when they stay

Working in partnership with Plymouth Energy Community we will provide good quality energy efficient accommodation and develop a model that could also encourage private landlords to do the same.

The ground floor and spaces at the back will create a market area and space for small start-up businesses in partnership with Plymouth Culture, Plymouth College of Art, Plymouth School of Creative Arts and other. Creating an unusual place to go that contributes to developments happening along Bath Street, and acts as a short cut or different route on to Union Street.



Learning from Union Corner we will ensure the ground floor remains accessible for local people in all ways. An important part of this is about showing a different way, we are therefore planning a surprising and fun feel to this space where local people can contribute and take a lead. Many local people are having a really tough time and that their options are limited, creating a space that feels great and has a range of opportunities and ways of access is very important.

Throughout the process we are aiming to spend 70% of our spending with Plymouth based businesses and 45% within a mile of the building supporting local inclusive growth.

Benefits to the Community include:

- Developing the Clipper as a long-term asset for the community.
- Alternative model of social housing meeting local need and challenges current offers
- Volunteering opportunities that increase connectivity and employability
- New pedestrian route for local people connecting to a major regeneration area
- Providing unique selling space for local people, student, start-ups and experienced sellers keeping it affordable and accessible
- Offer a safe, welcoming, curious space for local people
- Positive visual impact that benefits the street
- Testing this model as an alternative model of regeneration/bringing a building back in to use that can be replicated
- Invest as much as possible back into local area – spending money locally with businesses and supporting local people

What will we spend the share money on?

To buy The Clipper we borrowed £85,000 from Plymouth City Council for a year. This meant we could buy the building and gave us time to make sure we had plans and grant funding in place before publishing this share offer. We wanted people looking to invest to feel really confident about what we are doing and that the project will happen.

This loan has first charge on the property and we need to pay it back by November 2018. We will use the share capital to do this.

The building needs lots of work done to it. This is already underway thanks to a 5 year 0% loan from the Plymouth Social Enterprise Investment Fund and grants from the Reach Access Fund and the Rank Foundation. This friendly finance has enabled to get this far and make a really strong start on the Clipper. The share capital will be used to pay the loans back and cover our building costs. Our board will choose when to pay these loans back. They can decide to do this straight away or use some as an investment towards our next building.

How Nudge is structured and works

Nudge Community Builders Ltd is a Community Benefit Society. This structure is particularly appropriate because it is:

- Democratic and accountable to the community members who elect the Directors.
- The legal vehicle that is ideal for community shares.
- Able to keep a building in an asset lock, which ensures that the Nudge and its assets can only ever be used for community benefit rather than private profit.

These are our formal objects from our governing document – they guide what we do and how we do it:

Nudge is formed for the benefit of the community in the city of Plymouth and the surrounding area.

The Objects of the Society are to further the social, economic and/or environmental interests of people who have lived and or have worked, or who now live and/or work, or who want to live and/or work, in the area of benefit by some or all of the following means:

- Promoting, facilitating, supporting and developing community-led initiatives aimed at regenerating the area of benefit, including but not limited to housing, property development, community facilities, community businesses and renewable energy
- Providing information, advice, assistance, training, support, facilities, amenities and services incidental to the provision and promotion of community-led regeneration initiatives
- Promoting arts and culture in the area of benefit
- Relieving poverty and hardship in whatever ways the directors think fit; and
- Carrying out any other activity that the directors consider would further the social, economic and environmental interests of the area of benefit.

The board are 6-9 individuals collectively responsible for ensuring Nudge operates for community benefit. The strategic oversight of Nudge is delegated by the membership to the Board of Directors.

Copies of the constitution of Nudge Community Builders can be found on our website www.nudge.community

How Nudge is structured and works

The people

Wendy Hart - Wendy is a local resident with professional experience in housing and community development. For many years she was a senior manager for a housing association leading on housing improvements in key regeneration areas in the city, and most recently worked for Plymouth Octopus Project. She has an amazing ability to connect with communities and supporting local people who want to make things happen. She is a powerhouse of passion for the local area, has fantastic links with local businesses and was key to raising the finance for Union Corner. This year she has been leading on the finance, booking and management of Union Corner as volunteer which has been key to making the space work.

Hannah Sloggett - Hannah is a local resident who is nationally recognised for innovation and community engagement she has managed at Plymouth City Council. She has led on creating the long term strategic plan for the city in a way that has developed unprecedented consensus and buy in.

She has also supported communities to influence some of the most controversial and large scale developments the city has seen in decades. Previously she led on major audience development programmes at Plymouth City Museum, the Ragged School Museum and the Science Museum in London. She loves finding creative ways forward with tricky challenges, she is passionate about communities finding their own solutions and is well regarded at a strategic level across the city.

Wendy and Hannah are founding Directors and are also paid staff line managing employees and volunteers, as well as the buildings.

The Nudge shadow board is an eclectic mix of local business people, experts in renovating and building major buildings and passionate local people - they make sure that Nudge Community Builders sticks to its values, keeps on track and achieves great things.

Doc Price - Doc owns a Tattoo shop on Union Street. As the oldest living tattoo artist in the world he has been living and working in the local area for over 50 years and has amazing local knowledge.

Andrew Downey - Andrew is growing a very successful Escape Room business which is now across three local buildings in and around Union Street. He has a background in the construction industry and is passionate about improving the local area.

Sue Johns - Sue is a local residents with a background in energy efficient construction. She created a local garden in her community and brings a brilliant mix of professional regeneration experience alongside an understanding of the challenges in creating sustainable projects in our community

Lizzie Guest - Lizzie is a local resident that has amazing life experience and a real zest for life. She brings energy and compassion to her role as director as well as hands on support at volunteer sessions. She is a trained physiotherapist and has many years experience working with local community projects in London and worldwide. She has experience of private property development.

Milos Erben - Milos is a local resident who is passionate about sustainability and very knowledgeable about architecture, local food and ways to reduce our impact on the world. He volunteers for lots of local projects and can see the potential for community led businesses, he has strong opinions about the impact empty buildings are having in our community.

Patrick Knight - Patrick has a long track record in Economic Development at Plymouth City Council including being key to the success of the City Centre and Waterfront Business Improvement Districts. Working within a mile of Union Street, he is passionate about inclusive growth and is making huge strides in transforming how systems work to benefit communities.

Your role as member and shareholder

Once you buy shares you become a member of Nudge Community Builders Limited. You will have the right to attend and vote at general meetings, stand for election to the Board, and to inspect the share register of the Society.

But being a member is so much more than that – as a shareholder you share the responsibility to make our community business a success.

You could:

- Encourage your friends and family to visit the market regularly
- Help to attract market stall holders or even be one yourself
- Connect us to opportunities to get exciting things happening on the ground floor – events, pop up activity...we want it to feel like a place to come back to
- Volunteer – this could be helping the place run, mentoring a start up, or promotion – all help is welcome!

So being a member means being part of making something really great happen in our area as well as looking after your investment.

In return we will do lots of lovely things to keep you up to date, to give you reasons to pop in and to feel like your investment is being treated with the love and care it deserves.

There is one vote per member. Joint shareholders count as one member.

Membership is open to all individuals who agree with the aims and objectives of the Society. The minimum age for members is 16.

The board will all step down at the first Annual General Meeting to be held by the end of March 2019. Any member can stand for election to the board. Thereafter, each year, three members will stand down and be eligible to stand in the election alongside any other member.

Project finances

For the purpose of this share document we have pulled out the relevant costs around the Clipper.

Nudge is a growing organisation that also runs Union Corner, local events and is looking to take on more buildings. Our approach with this share offer is to make sure that it stacks up in relation to the costs and income on the Clipper. You can see our full cashflow as part of the Business Plan.

These are the high level assumptions for the share offer:

Paying up to 3.6% dividend on share investments from November 2019 the end of year 1.

Repaying share capital back after year 3 from November 2020 and at a rate of 10% each year until it is repaid at the end of Year 13. We are underway with the Clipper.

If we only reach our minimum target we will use the Plymouth City Council Social Enterprise Investment Funding that we have secured to deliver the vision.

Our optimum share offer enables us to pay back the loans we have used to acquire the building and be able to pay back the Social Enterprise Investment Fund Loan more quickly or supports us to progress to a second building.

Our maximum share offer would mean we can provide pay back the PCC Social Enterprise Investment Fund Loan or use it to support us to progress to a second building as well as well as resource extra special additions to the Clipper and have longer opening times.

We have budgeted £10,000 to run the share offer including Crowdfunder fees, printing and administration costs.

We have a risk assessment in our business plan that you may find useful.

Investment requirements	Minimum share offer	Optimum share offer	Maximum share offer
Purchase of building (bridging loans)	£120,000	£120,000	£120,000
Refurbishment costs	£70,000	£70,000	£70,000
Added value refurbishment and business support for Clipper market tenants	£10,000	£10,000	£30,000
Total	£200,000	£200,000	£220,000
Source of funds			
Share offer	£60,000	£100,000	£120,000
Booster match shares	£60,000	£100,000	£100,000
PCC Loan/grant	£80,000		
Total	£200,000	£200,000	£220,000

We have calculated our profit and loss on each scenario based on income and expenditure for the Nudge Community Builders. For the detail of Nudge finances please see our cash flow and further details of our financial model in our business plan.

Profit and Loss for Optimum Share offer - £200,000

	2018	2019	2020	2021	2022	2023
Trading income		£14,610	£37,392	£49,046	£49,250	£49,610
Consultancy	£19,200	£35,000	£45,000	£55,000	£75,000	£75,000
Grants	£75,093	£78,872	£60,500	£37,000	£10,000	£10,000
Other income	£75,093	£17,256				
TOTAL	£94,293	£128,482	£142,892	£141,046	£134,250	£134,610
Admin costs (inc loan and share payments)	£8,944	£61,728	£34,580	£45,860	£40,140	£39,420
Salaries and expenses	£32,293	£76,800	£76,800	£76,800	£76,800	£76,800
Maintenance budget			£6,000	£6,000	£6,000	£6,000
TOTAL	£41,238	£138,528	£117,380	£128,660	£122,940	£122,220
Net profit	£53,054	£6,872	£25,512	£12,386	£11,310	£12,390

Profit and Loss for Stretch Target - £220,000

	2018	2019	2020	2021	2022	2023
Trading income		£14,610	£37,392	£49,046	£49,250	£49,610
Consultancy	£19,200	£35,000	£45,000	£55,000	£75,000	£75,000
Grants	£75,093	£78,872	£60,500	£37,000	£10,000	£10,000
Other income		£17,256				
TOTAL	£94,293	£128,482	£142,892	£141,046	£134,250	£134,610
Admin costs (inc loan and share payments)	£8,944	£61,728	£35,300	£46,508	£40,716	£39,924
Salaries and expenses	£32,293	£76,800	£76,800	£76,800	£76,800	£76,800
Maintenance budget			£6,000	£6,000	£6,000	£6,000
TOTAL	£41,238	£138,528	£118,100	£128,660	£123,516	£122,724
Net profit	£53,054	£6,872	£24,792	£11,738	£10,734	£11,886

Profit and Loss for Minimum Target - £120,000

	2018	2019	2020	2021	2022	2023
Trading income		£14,610	£37,392	£49,046	£49,250	£49,610
Consultancy	£19,200	£35,000	£45,000	£55,000	£75,000	£75,000
Grants	£75,093	£78,872	£60,500	£37,000	£10,000	£10,000
Other income		£17,256				
TOTAL	£94,293	£128,482	£142,892	£141,046	£134,250	£134,610
Admin costs (inc loan and share payments)	£8,944	£61,728	£31,610	£43,268	£37,836	£37,404
Salaries and expenses	£32,293	£76,800	£76,800	£76,800	£76,800	£76,800
Maintenance budget			£6,000	£6,000	£6,000	£6,000
TOTAL	£41,238	£138,528	£114,410	£126,068	£120,636	£120,204
Net profit	£53,054	£6,872	£28,482	£14,978	£13,614	£14,406

Approach to investments

For each building we take on we will run a community share offer. This is because we would prefer to pay interest and create benefit for local people and those who support what we are trying to do, rather than other long term finance where possible.

We treat each of our buildings as a separate investment and we expect each building to function independently. So if you invest in a building then the money generated from that share offer will be used to pay the loans we have taken on for that building and/or the renovation costs. The uses from that building will be expected to produce the return that pays the interest and repayments to these shareholders. If the business doesn't work out and we sell the building the shareholders that invested in that building would have as much of their investment returned as possible.

In this business plan, our cash flow and profit and loss modelling have put all of Nudge Community Builders costs and income from the Clipper together. When we take on another building we will begin to manage these separately.

Any surplus from a building will be used to support wider nudge activity at Union Corner and along Union Street, this is supported by consultancy income and core cost funding. Surplus may be used to acquire another building or to support the wider Stonehouse community.

Should the board decide to sell a given property, it will seek to ensure that proceeds are returned to investors as much as is possible. Should the society become insolvent, the assets will be treated as the common property of every investor. Investors should keep in mind that in the event of the Clipper being sold to clear operating debts, those debt would take priority over the return of funds to investors.

Thank you

Nudge would like to thank all the people who have helped us to get this far. From our very first investors who provided bridging finance to buy the Clipper (you know who you are!), to Plymouth City Council, Real Ideas Organisation, the Rank Foundation, School of Social Entrepreneurs, Power to Change, the Reach Access Fund we have had amazing support and encouragement every step of the way.

To get to this point our board has had to settle in quickly and their belief in Nudge is fantastic, we have made change happen in the building thanks to some amazing local volunteers, Laura our Time to Shine Intern, Bailey Partnership and a range of local businesses and trades people.

We are looking forward to shareholders joining us on the next stage of this journey.

Data protection

The data provided by you to apply for share will be stored on an electronic database in compliance with EU General Data Protection Regulations (GDPR). The data will only be used for the Nudge Community Builders purposes and will not be disclosed to any third party except for anybody having a statutory right of inspection.



Frequently asked questions

Frequently asked questions

What are Community Shares?

Community shares are a type of share capital available only to organisations incorporated as Registered Societies. They are non-transferable which means that unlike shares in traditional profit-making companies you cannot buy and sell these shares.

Investors can receive some interest on the sums they invest and may withdraw their investment (get their money back). Community shares cannot increase in value. This share issue has been designed to give you an opportunity to contribute financially, on a long-term basis.

What happens if the Clipper fails?

In the event of the Clipper failing, Nudge Community Builders would sell the Clipper building. The proceeds of the sale after the settlement of any debts would be divided up between the shareholders up to the value of their shares. You might receive the full value of your shares back, or you might lose part or all your investment. If there were any surplus after paying back shareholders, it would pass to another organisation with similar aims, a similar asset lock and the inability to distribute surpluses.

For a full copy of our Rules please visit our website www.nudge.community

What happens to my shares if I die?

As part of your application, you will be asked to nominate a beneficiary to receive your shares upon death. If the beneficiary wishes to become a member and the Directors approve their membership your shares will be transferred to them. Otherwise Nudge will pay them the full value of your share-holding or if funds do not allow this, issue them with loan stock of an equivalent value to be payable within 3 years.

You can also nominate the Nudge Community Builders Ltd as your beneficiary, up to the amount allowed in law at the time of your death (currently £5000). Any shares held above this will be transferred to your estate and go through probate in the usual fashion.

If you are part of a joint shareholding, your shares will automatically pass to the rest of the joint shareholders.

What happens if you sell the building?

The Clipper is in an asset lock. If Nudge Community Builders ever sells the Clipper, and made a profit, investors would receive their original investment back, and the profit would go to the community.

What if I need to withdraw my share?

We hope that people will buy shares in Nudge as a long term investment. However, your financial circumstances might change and they may wish to withdraw their funds.

To make sure the Clipper gets a good start, shareholders will not be able to withdraw capital within the first three years, except in exceptional circumstances.

You will be able to apply in writing according to the Rules of the Society. The board will also have the right to set a cap on how many shares can be withdrawn each year. For example, the current plan is for 5% of share capital to be withdrawn per financial year (from Year 3 onwards). The Booster equity would be withdrawn on the same terms, so if 5% is withdrawn the Booster equity will also withdraw 5%.

The Board will consider all withdrawal requests in the order in which they are submitted, but they are obliged to consider the financial security of the Society. If withdrawing shares would leave the Society unable to meet its financial commitments, and result in inadequate level of financial reserves, the Board will have to suspend withdrawal of shares.

This does not preclude the possibility of future applications succeeding, when more cash has become available.

How risky is my investment?

As with any financial investment there may be risks, but they are low and will be mitigated where possible. With a secure asset now worth £120,000 and increasing in value as we improve the building. Once work is done we expect it to be worth £200,000.

We believe this to be an ethical way to invest money in the long term and at the same time contribute to the well-being of the local community. We commit to keeping you informed so you can see how things are going so there are no surprises.

Whilst you may decide to invest purely based on the information in this document, we would also encourage you to download our Business Plan and the Rules of the Society, which are both available on our website www.nudge.community

We would also advise you to seek independent financial advice from your own financial advisor. Advice on investing in community shares is available online from: <http://www.communityshares.org.uk/sites/default/files/resources/investingincommunityshares.pdf>.

Community Shares Standard Mark

To help Societies make great community share offers the government has funded the Community Shares Unit. It works with societies and community share practitioners to develop national standards of good practice. These standards are set out in the Community Shares Handbook and form the basis of the Community Shares Standard Mark.

Further information for investors can be found here: communityshares.org.uk



To ensure that this offer conforms to best practice around community investment, we have been awarded the Community Shares Standard Mark. The 'Community Shares Standard Mark' is awarded by the Community Shares Unit to share offers that meet national standards of good practice. These standards ensure that:

- The offer document and application form are easy to understand
- You are provided with all the facts you need to make an informed decision
- The facts are supported by the annual accounts and/or business plan for the society
- Nothing in the documents is purposefully incorrect, confusing or misleading. Societies are asked to sign a Code of Practice requiring them, among other things, to give the public a right of complaint to the Community Shares Unit.

For more information about community shares, the Community Shares Standard Mark and the Community Shares Unit go to: communityshares.org.uk





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**Nudge Community Builders is a
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