

Death Cafe London

Community Share Offer

*Join us in our quest to provide the
worldwide Death Cafe movement with a
permanent base in London!*

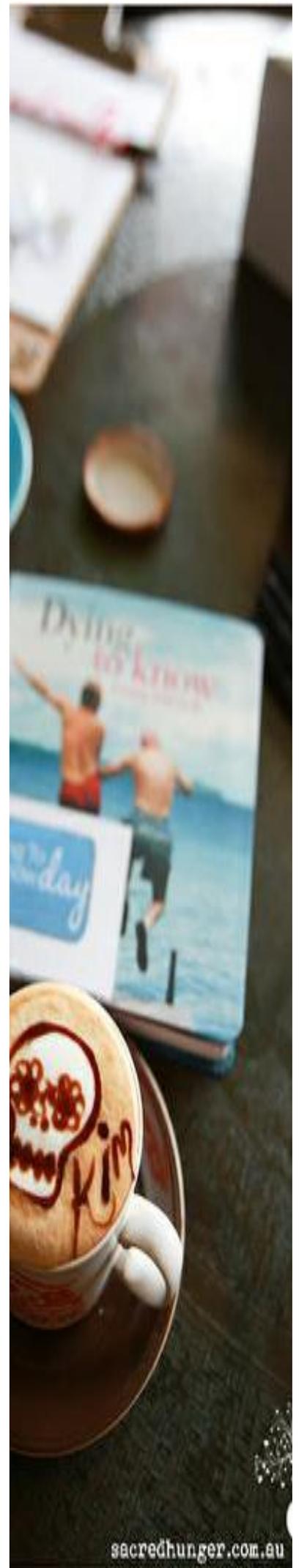
Share Launch: 19th October 2015

Closing Date: 19th December 2015

Funding Target: £350,000

**Minimum subscription £50, maximum subscription £60,000 (per
individual or organisation)**

DEATH CAFÉ LONDON is the trading name of The Inclusive Community Café London Ltd, a Community Benefit Society registered with the Financial Conduct Authority, Registration No 7202, Registered Office: 167 Turners Hill, Cheshunt, Herts EN8 9BH



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Letter from the founder

Over a decade ago I was a volunteer at a London hospice. At my interview the ward sister told me ‘This is a very happy place.’ I couldn’t believe she was talking about somewhere people came to die. But I came to learn that she was right.

The first Death Cafe happened a little over three years ago. With gentle facilitation, and over coffee, herbal tea and sweet treats, a group of six people talked about death. The event felt full of potential, as if new possibilities were now available. It was overwhelmingly positive.

It is amazing what has grown out of this. To date there have been over 2,400 Death Cafe events in 32 countries. The flourishing of this work has been achieved by a unique group of talented, entrepreneurial people (mostly women). Along the way Death Cafe has been discussed in thousands of conversations with prominent stories in the New York Times, Guardian, Washington Post, NPR, BBC and a host of others across the globe.

The factor that has brought us together is a wish, for a couple of hours or more, to talk about death. The spread of Death Cafe across the world is not because we’re doing something really clever. It is because there are lots of people who, once in a while, feel they get something significant from checking in with death.

Steadily over the last two years plans have developed for setting up a ‘real’ (not pop-up) Death Cafe in London. This will be called Death Cafe London.

It is not an overstatement to suggest that Death Cafe London will be a new type of space. In the field of death and dying new types of space don’t appear very often and so the opportunity to be part of creating one is very exciting.

We want as many people as possible to be involved and so we decided to form a society. This document tells you about how you can belong and help. I am delighted to have been joined already by a group of competent and enthusiastic people who have formed the society’s first board, which will oversee the initial funding stage and help us on the way towards a permanent home for Death Cafe London. I hope you will join us on this journey.

Jon Underwood
Secretary, Death Cafe London
Founder, Death Cafe

The background

Death, which affects us all, has turned out to be a real conversation starter. One of several London-based hosts for the free (“pop-up”) Death Cafe meetings, Josefine Speyer, recently told London newspaper *Metro* that:

‘We should talk and think about our own death when we’re healthy, when you can still think and talk and live life with an awareness of your own mortality so you don’t fritter it away.’

'It has a very life-affirming effect on people. They get a sense of perspective and take more risks and feel more confident to talk about it with their friends or family.

'If you don't, you're helpless when someone is faced with a diagnosis of a terminal illness or has died suddenly.'

Death Cafe London will become a permanent base for the Death Cafe movement, which is the brainchild of Jon Underwood, from Hackney in East London. Inspired by eminent Swiss sociologist Bernard Crettaz, Jon set up the Death Cafe website and formalised the concept of free gatherings, hosted by willing individuals under a set of guidelines. The idea quickly took off and since 2011 there have been over 2000 Death Cafes held all over the world, predominantly in Europe, North America and Australia. At each meeting, members gather to discuss death and the many topics that accompany the subject.

There are no restrictions on the Death Cafes by age, occupation, ethnic origin or denomination, and topics can cover anything from specific beliefs, to discussing burial procedures, end-of-life care, assisted dying, the various ways a loved one can be mourned or just to be an outlet for those who want to talk about the death of a loved one and how it affects them.

This is also a forum for death workers themselves (hospice professionals, those working in funeral homes and hospitals, including doctors), and sandwich generation caregivers who are caring for both parents and their children and thinking about the effects of death on those around them. Some will believe death is a joyous occasion where loved ones are finally at peace; others believe there is no joy in death. But talking about it can be a way of facing fears, taking on different perspectives and understanding different views.

Far from being sombre or negative, feedback has proved the Death Cafes to be respectful, supportive occasions, with warmth, laughter and lively discussion throughout.

The need to talk about death

'Once, religion equipped us with the rules and tools to comprehend death. But a broadly secular society has to find new strategies, particularly because soon more of us will be dying than ever before. Just as the birth rate shot up in post-war Britain, so our death rate will rise dramatically over the next 30 years as that generation reaches its life expectancy. Our population is ageing fast: there are 10m over-65s in Britain today, a number that is expected almost to double to 19m by 2050. And it's not just any generation coming of age; it's the baby boomer, a group, says Tony Walter, director of Bath University's Centre for Death and Society, who "value choice" and who have watched their own elderly parents die slowly and miserably in care homes. They won't stand for the status quo.

'As a result, death has become a more prominent subject in the national conversation. In 2009, the National Council for Palliative Care set up Dying Matters, a coalition of NHS, charitable and other related organisations whose express aim was to spur the public into talking about death. The coalition runs campaigns on dealing with grief, and encourages people to engage with their own deaths by expressing funeral wishes and writing living wills. The effort has gradually filtered through: two years ago, the South

Bank Centre held a hugely popular “Death Festival” featuring debates, readings, puppet shows and an international coffin exhibition. Last October, there was the first “London Month of the Dead,” a curated series of events including cemetery walks, catacomb tours and culminating in a “Day of the Dead Ball” in St Pancras. It’s no wonder that *Being Mortal*, the new book by American surgeon-writer (and the BBC’s Reith lecturer in 2014) Atul Gawande, has become a much-discussed bestseller.

‘Gawande was on Radio 4’s *Start the Week* recently, talking about his book. A fellow guest was medical ethicist Deborah Bowman who was introduced by presenter Andrew Marr as someone who was going to talk about a “strange, strange thing”: the death cafe. “I’m not sure I would describe them as strange,” replied Bowman. “They sound strange, but when you go to them... the only brief is that you will talk about death over cups of tea and lots of cake.” ‘

Prospect Magazine, UK. February 2015

Our vision for Death Cafe London

Death Cafe London will be a permanent coffee shop and events venue in Central London, open to anyone who wishes to attend. The environment will be designed to be welcoming, clean and flexible and every effort will be made to ensure it is an accessible, respectful and confidential space.

People will engage with the space by either casual visits, alone or with friends, or by coming for a specific event or something else happening in the space. There will be no intention to lead people to any conclusion, product or course of action. The overall objective of Death Cafe London is that of Death Cafe: *“to increase awareness of death with a view to helping people make the most of their (finite) lives.”*

Death Cafe London also aims to:

- *Help facilitate positive cultural change, both around death and more broadly*
- *Offer people an opportunity to connect with death, however briefly and gently*
- *Inspire and host some incredible events focused on death*
- *Help support Death Cafe to become a sustainable organisation*
- *Establish a prototype ‘physical’ Death Cafe franchise that could be set up elsewhere*
- *Model good practice in terms of inclusion and transparency as a social business*
- *Succeed as an amazing cafe regardless of anything else.*

Death Cafe London is run by a not-for-profit Community Benefit Society. There is an interim board guiding the development of Death Cafe London but ultimately the management board will be democratically elected by and from the shareholders, under the principle of one member one vote.

Funding requirement

The interim board’s working assumption is that at least £400,000 will be needed to purchase a lease on an appropriate venue, purchase equipment and stock, launch the business, cover legal, training and other incidental costs and provide sufficient working capital. (Please see our business plan for more information on the funding requirement and financial forecasts).

Raising the funds

The major proportion of the costs of establishing Death Cafe London and setting it up for success will need to be funded by the sale of community shares issued through this offer. This will enable ordinary people to own a part of this unique endeavour. The remainder will be funded by grant finance and donations.

We have set three separate targets for the raising of share capital. The minimum that we would need for the business to be established as a viable concern is £250,000. Our optimum target for the share offer is £350,000 which would give us a healthy start, including working capital. Our maximum target is £500,000 beyond which applications may be refused or scaled back.

Please note that no funds will be drawn down unless the minimum target is reached.

The business case

We are well aware that Death Cafe is now a well-established, very credible brand with a huge following, from which the venture will benefit by association. It has an exceptionally strong media record to date which gives a high probability of a good amount of ongoing high profile PR. A physical Death Cafe is unique and timely, the first of its type in the world, and this is bound to attract attention.

Death Cafe has an established worldwide network of people who are passionate about our work and will support it. Currently there are more than 14,000 Facebook followers; 6000 Twitter followers; more than 100 Facebook groups, each with their own followers. Internationally at least 2,250 pop-up Death Cafes have been run (every day, somewhere in the world, there will be at least one event – see www.deathcafe.com for the latest posts) and all have their own local networks. There are 400 visits per day to the Death Cafe website. There is also a large number of people in London working on issues around death and dying. So it is reasonable to assume that there will be a strong market for a permanent location regularly hosting death cafe sessions from London-based, national and international visitors.

In addition to regular death cafes, Death Café London will offer a range of other events around death and dying – and life and the living! These might include art, films, music, poetry, photography, lectures, information and support sessions around the theme of death and dying.

We also hope that the venue will be appealing enough to be used occasionally for non-death-related but compatible activities. All of these have revenue implications that can be factored into the business case.

Death Cafe London will be located in an area that:

- *has high footfall*
- *is easy to reach from public transport*
- *is primarily a business or retail district rather than residential*
- *is not undergoing rapid gentrification*
- *has a local community that will be broadly supportive of the idea.*

From the identified market opportunities and our market research within the London area, we have produced financial projections that show the business in strong profit by Year 3 (see our business plan for more detail).

RELATIONSHIP WITH DEATH CAFE

Death Cafe London is a social franchise. It is licensed to use the name Death Cafe and to sell Death Cafe branded merchandise by the Death Cafe organisation. In return there is a requirement to uphold the not-for-profit business model and the commitment to inclusion that is integral to all that the Death Cafe stands for and delivers (Please see Business Plan for our formal inclusion policy.)

HOW THE FUNDS WILL BE USED

We anticipate the finance raised will need to cover:

- *Developing the Death Cafe London branding*
- *Marketing, web development & promotion*
- *Acquisition of premises*
- *Refurbishment, refit*
- *Professional fees and planning*
- *Initial staffing costs (Year 1)*
- *Stock and equipment*
- *Working capital*
- *Fundraising fees (Crowdfunder does charge a small percentage fee to administer funds raised through their site)*

WE NEED YOUR SUPPORT!

We really need your support to make this happen. If you are interested in this exciting concept to create a home for Death Cafe in London, there are three ways in which you can help:

- *By subscribing for shares via this share offer.*
- *By volunteering your time and skills to assist in the Death Cafe London when it opens.*
- *By using Death Cafe London on a regular basis, and encouraging people you know to use it too.*

Terms of the Share Offer

This share issue has been designed to provide anyone interested in Death Cafe's principles and purpose with the chance to contribute financially by purchasing community shares to establish Death Cafe London, the first physical Death Cafe site in the world. It is open to UK and non-UK residents alike. You can buy shares wherever you live in the world through Crowdfunder.co.uk, the crowdfunding platform hosting this offer. However only UK taxpayers may claim tax relief on the shares they purchase.

By purchasing a community share or shares, you become a member of the not-for-profit community benefit society called The Inclusive Community Cafe London Ltd (which is the registered name for DEATH CAFE LONDON).

Individuals (aged 16 years and over) and organisations can apply for membership by buying shares at a cost of £50 per share, with a minimum investment of one share, i.e. £50, and a maximum investment of 1200 shares, i.e. £60,000 per person or organisation.

The share offer opens on 19 October and closes on 19 December 2015.

The shares are anticipated to qualify for 50% or 30% tax relief under the Seed Enterprise Investment Scheme (SEIS/EIS) if approved by HMRC (see below).

The Society will issue an update when assurance is received from HMRC regarding this tax relief.

The shares in a community benefit society are not transferable and cannot be sold. The only way to recover the value of the shares purchased is to withdraw them from the Society. It is important to note that the value of the shares will not increase.

To enable the Society's business (Death Cafe London) to develop, and to be in compliance with EIS/SEIS legislation, the shares purchased through this offer must remain invested for three years. After three years, withdrawals may be made upon application to and at the discretion of the Board, who will judge if the business is trading profitably and has adequate cash reserves to fund withdrawals. Withdrawals must be funded from trading surpluses or new share capital raised by members, all in accordance with the rules of The Inclusive Community Cafe London Limited, which are available to be viewed on the Crowdfunder website.

In the event of the death of a member or bankruptcy, the intention would be to make an earlier payment (if requested), subject to funds being available. The amount to be withdrawn in any financial year is limited to 10% of the total reserves.

This is a social investment and should be regarded principally as a contribution to the development of a sustainable and effective organisation that can deliver its mission. However, it is our aim to protect the capital of our investors and provide rewards ahead of inflation. Interest of up to 3% will be paid on the share capital as determined by the Board and agreed by the members at the Annual General Meeting. Members will be given the opportunity to waive their interest payments for the benefit of the Society.

Community shares may be bought as gifts for other people.

If the minimum target of £250,000 is not reached, then this share offer will be considered to have failed and the funds pledged by shareholders will not be drawn down. Should the share offer achieve between minimum and optimum targets, then the business plan will need to be revisited and scaled down if necessary. However, in that event, if the Board deem that the development of a sustainable Death Cafe is unrealistic they reserve the right under the rules to return funds to investors and cease development of the concept.

If the share offer is over-subscribed, the shares will be allocated in the order in which the applications were received.

Please note: This share offer is exempt from the Financial Services and Markets Act 2000 or subsidiary regulations. This means you have no right of complaint to the Financial Ombudsman, nor can you apply to the Financial Services Compensation Scheme.

Tax relief on shares

These shares are anticipated to qualify under the Seed Enterprise Investment Scheme (SEIS). Introduced in 2012, SEIS offers great tax efficient benefits to investors in return for investment in small and early stage start-up businesses in the UK. SEIS was designed to boost economic growth by promoting new enterprise and entrepreneurship. The tax relief, whereby investors can receive up to 50% tax relief in the tax year the investment is made, regardless of their marginal rate, only applies to UK tax payers, with certain restrictions, such as that investors cannot control the company receiving their capital, and must not hold more than a 30% stake in the company in which they invest.

The relief is given by way of a reduction of tax liability, providing there is sufficient tax liability against which to set it. A claim to relief can be made up to 5 years after the 31 January following the tax year in which the investment was made.

SEIS can only apply to the first £150,000 raised in this share offer. A second tranche of shares may then be issued, eligible for EIS tax relief (30%). ***The first subscribers (who are UK taxpayers) to Death Cafe London may be able to apply for the higher relief: please email jon@deathcafe.com if you are interested in claiming this relief.***

We shall issue an update to all UK-based subscribers when we receive confirmation from HMRC that the share offer is eligible for tax relief. Tax relief cannot be applied for until the business has been trading for four months by which time the Board will have determined it is a sustainable proposition (in order to ensure that no investor claims any relief which subsequent withdrawal of funds renders ineligible).

The Society

DEATH CAFE LONDON is run by the Inclusive Community Cafe London Ltd, a Community Benefit Society, registered with the Financial Conduct Authority (FCA). As such, it gives its members and directors the protection of limited liability (i.e. your liability for the business, should you invest, is always limited to the value of your shares). The model guarantees that the assets of the Society will be used for the benefit of the community and cannot be disposed of for private profit.

The Board of a Community Benefit Society is elected by member vote (on the basis of one member, one vote). The Board will communicate with members via newsletters, the website and at AGMs at which members will be provided with an Annual Report as well as the Accounts, along with an accountants report.

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 deposit protection scheme or dispute resolution scheme. As the whole of your investment could carry a risk, please consider it carefully in the context of the complete share offer document and, if needed, seek independent advice.

The Management Team

The initial Board is composed of seven members, a group of volunteers with a sound mix of expertise and professional skills, who all believe passionately in the Death Cafe concept and the need for its first permanent base. They are investing their time and energy voluntarily without financial reward. The Board

is always accountable to the membership. The initial Board is primarily dedicated to the preliminary funding and development stage of establishing Death Cafe London and will stand down at the first AGM to make way for a new operational Board drawn from the membership. (They are, however, entitled to stand for re-election if they wish.)

The initial Board comprises:

Jon Underwood, secretary & executive director, founder of Death Cafe, 7 years management experience

Zoe Samudzi, social psychologist focusing in critical race theory and gender and structural violences

Jools Barsky, Brand consultant, Barsky Goldberg Brand Strategy

Laura-Jane Smith, Respiratory Registrar working in the NHS in London

Bill Palmer, consultant specialising in coaching and organisational development, Death Cafe organiser

Megan Mooney, hospice social worker, Death Cafe organiser

Lizzy Miles, MA, MSW, LSW, thanatologist, hospice advocate, death cafe host and mentor

For more details on the Board please see our Business Plan. If you have any questions regarding the share issue or would like to get involved in this exciting project in other ways please email jon@deathcafe.com and we will be pleased to help.

How to subscribe for shares

There are two ways you can buy shares:

(1) Crowdfunder - online payment platform. We would encourage you to use our secure online payment platform. This benefits you as it is a rewards based system which offers increasingly attractive benefits the more you pledge. It also benefits us as it reduces the administrative burden on our team of volunteers and maintains a secure database with shareholders details, which will not be passed on to any third parties. The platform we are using is called 'Crowdfunder.co.uk' which is the UK's leading crowdfunding platform. The easiest way to access it is via the Death Cafe website: <http://deathcafe.com> or directly to www.crowdfunder.co.uk/deathcafelondon. Crowdfunder will collect the funds on or around the date the share offer closes in the event of the offer being successful. In the event of the project not proceeding, no funds will be withdrawn.

(2) If you prefer to pay by cheque, you can download our application form from our website <http://deathcafe.com> or request it by email from jon@deathcafe.com. Please complete the application form and send it to our registered office address no later than 19 December 2015. Please provide an email address to receive acknowledgement of receipt.

Organisations can also become members, but they cannot benefit from tax reliefs and will need to identify the organisation plus nominee on the application form.

You can apply for any amount between £50 and £60,000. Shares will not be issued prior to SEIS decision, and if SEIS clearance is not obtained applicants will be given the opportunity to withdraw. Cheques will not be cashed until the minimum fundraising target has been reached. All applications will be considered by the board, and may be refused without explanation. In the event that the share issue is oversubscribed, applications will be accepted on a first come first served basis.

If you have any queries about payment options please email us on jon@deathcafe.com. The share offer will close on 19 December 2015 at 11.59pm, but we reserve the right to extend this offer if necessary. And remember it is 'first come, first served' so don't delay and risk missing out!

Frequently asked questions

Who can become a member of DEATH CAFE LONDON?

Anyone can invest and become a member; there is no requirement to be London or UK-based. Businesses and other organisations can also invest by nominating an individual to become a member on their behalf.

Why should I invest?

DEATH CAFE LONDON is to be run by the community for the community. The funding for the permanent cafe must come from the community it seeks to serve. The success of this enterprise relies on your support.

What happens if the minimum target is not reached by 19 December?

The interim Board will make a decision as to whether it would be prudent to extend the deadline (if the target is very near to being reached) but if the offer is well short of the target on that date, then the project will be considered to have failed and will not be pursued. Please note no funds will be drawn down from Crowdfunder and no funds accepted from any other source until the minimum target is reached.

Who will benefit from this share offer?

The aim of DEATH CAFE LONDON is to increase awareness of death with a view to helping people make the most of their (finite) lives. So the benefit should spread far and wide.

Is there a minimum age for investors?

Anyone aged 16 years or over can become a member of the Society.

How much does it cost to become a member?

The minimum amount to become a member is one share, i.e. £50, but you can buy as many shares as you wish up to the maximum imposed by this share offer.

What is the difference between a member and a shareholder?

There is no difference—all shareholders are members and vice versa.

What is the maximum I can invest?

For the purposes of this share offer, we have set an upper limit of 1,200 shares per individual or organisation, i.e. £60,000.

What is my liability should I invest?

Your liability is limited to the value of your shares.

What voting rights do I have as a Shareholder?

In a Community Benefit Society, the rule is one member, one vote. So no matter how large or small your shareholding, you have an equal voice. Most day to day decisions are taken by the democratically elected board, but major decisions will be put before the entire membership.

Will my investment increase in value?

Shares can go down in value but they cannot increase in value above their original price.

Will I receive any return on my investment?

The Management Board propose a maximum 3% return on shares, and this will be clarified at the next AGM. Under the terms of Society legislation, interest payments are set at the minimum level considered necessary to attract and retain share capital.

In addition if you are a UK taxpayer you may be eligible for substantial tax relief through the government's SEIS/EIS scheme (50%/30% of the value of your shares), which is designed to encourage investment in new enterprise.

Is this a good business proposition?

We believe it is. The community ownership model has been proved to be very robust and it is well established that a community that works together to set up such a venture will support it in the future. We have prepared a business plan which gives further details and financial projections. A copy can be viewed on <http://crowdfunder.co.uk/deathcafelondon>.

Who will run DEATH CAFE LONDON?

As a Registered Society under the Cooperative and Community Benefit Societies Act 2014, Death Cafe London is run by a Management Board which must be selected democratically by member vote at the AGM. The day-to-day business at Death Cafe London will be run by staff appointed by and reporting to the Management Board, supported by volunteers from the community.

What will happen to any profits from the business?

After prudent reinvestment in the business and building of reserves to provide liquidity for eventual share withdrawal, and after honouring any agreed interest payable on share capital, any profits remaining will be distributed for the benefit of the community to worthwhile projects that fall within the remit of the Death Cafe's mission statement. The Board will advise and put to membership vote the likely causes to be supported, at each AGM.

Is the Board competent and do they have a personal financial interest?

The interim Board has considerable relevant experience. They are a group of volunteers who believe passionately in the mission of the organisation. They do not have a personal financial interest in this project beyond the amount they are each investing themselves, and, in the case of the Executive Director heading the staff team, a modest salary agreed by the Board.

What happens if the business fails?

In the unlikely event of the business failing the remaining assets would be sold and after paying all creditors and outstanding bills, the shareholders would be reimbursed up to the value of their shares, with any surplus being put to community use.

Can I sell my shares on?

No these shares cannot be sold. They are a special type of share known as a community share. The only way to recover their value is to apply to withdraw your shares from the venture itself.

How can I get my money back if I need it?

To enable the business to build up sufficient reserves, it will be at least three years before you can apply to withdraw any shares. After that you can apply to the Management Board to withdraw some or all of your shares. Withdrawal will be at the discretion of the Management Board who will consider whether the business has adequate profits and cash reserves to fund the requested withdrawal. However we cannot

guarantee this and if you already anticipate needing to withdraw your investment you should consider carefully whether this is the right investment for you.

Will my investment remain confidential?

We are obliged to keep a Members' Register; the Share Register will be held separately in a password controlled, confidential environment. Under the law governing Community Benefit Societies, members are able to inspect the register, but experience from other societies is that this is extremely rare in reality.

Terms of reference

To avoid confusion, and for the purposes of this document:

- 'Death Cafe' or 'the Death Cafe organisation' refers to the Death Cafe organisation as it stands. This consists of the Death Cafe name, model, website, social media presence and our current work - offering 'pop-up' conversations about death over tea and cake in 31 countries.
- 'Death Cafe London' or 'the 'real/permanent' Death Cafe' refers to the set-up, running and assets of a licensed cafe and events venue in Central London established specifically to facilitate engagement with death.