



# Share Offer Prospectus

Opening: 14th February 2024

Closing: 31st March 2024

Your chance to help us buy back and run  
**The New Clarence**  
as Hull's first Community Owned pub



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# 1. Share Offer Summary

## Overview

You are invited to invest in the Hull Community Pub Society LTD, a not-for-profit co-operative that is raising funds to buy and renovate The New Clarence pub which is on Charles Street in the City Centre in Kingston upon Hull.

## Goal

We are seeking to raise £520k in order to be in a position to bid to buy and then renovate the pub. We are aiming to raise a minimum of **£150k** and a maximum of **£250k** via the share issue and have plans to raise the remaining funds from donations, match funding and grants available to help communities retain their assets.

The reason for having a minimum and maximum is because at this stage we do not have confirmation of the amounts that will be generated from grant applications and donations. The closer we get to the maximum via share issue the less we have to raise via other sources. It would also enable us to maximise the number of people from the community who are involved.

**Dates:** The share issue will be open from **14th February to 31st March 2024**. Note that if we are close to target on the closing the Management Committee may decide to extend the deadline by up to a month.

## Member Rights

If you buy a share you will become a member of the Hull Community Pub Society and, if we succeed, you will be a part owner of The New Clarence pub. Each member gets one vote (regardless of how many shares you own). Once the pub is profitable you may be entitled to interest on your share. But the primary reason for investment is to support a community venture, not to make money.

## Minimum and Maximum Share Purchase (£1 shares)

If you live in an HU postcode the minimum investment will be £100 and the maximum is £15,000.

If you live in a non-HU postcode the minimum is £250 and the maximum is £15,000.

If you are a corporate investor the minimum is £1k and the maximum is £100,000.

**How to Buy a Share:** Shares can be bought from <https://www.crowdfunder.co.uk/p/hull-community-pub> or using the attached application form.

If we do not reach the minimum target of £150k your money will be returned to you by the site.

# 2. The New Clarence

## Background

The New Clarence on Charles Street, Hull sadly closed its doors on 30th June 2023 after being put up for sale. The pub was added to the list of Hull's assets of community value by the Hull City Council in August 2023, and is the only pub on that list. The Planning Committee refused an application for change of use to a 29 bedroom house in multiple occupation in September 2023.

The owners have notified the council of their intention to dispose of the building. The community now has until **24th April 2024** to raise funds and make a bid to buy the pub and preserve it for community use (this time is known as the ACV moratorium period).

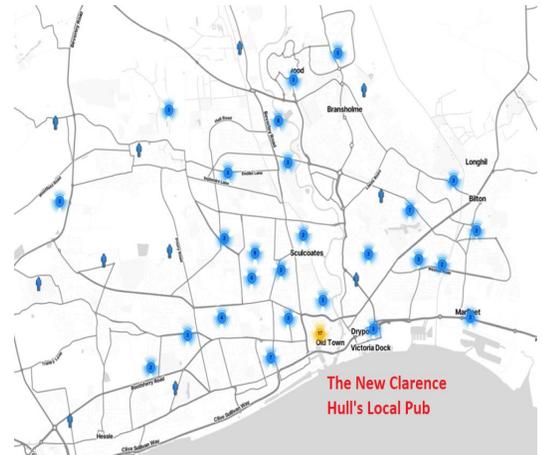
## Why The New Clarence is Unique

There are a number of features of The New Clarence which make it unique and the ideal candidate to become **Hull's first Community owned pub** it:

- is located in the City Centre near the Bond Street and Albion Square bus stops and the Hull Interchange (bus and train station), so people can travel inexpensively and safely to and from it.
- the bar area is wheelchair accessible and we plan to make the whole building accessible
- has a function room that is used by community groups to hold meetings and events as well as for private functions
- has a friendly and quirky atmosphere and people from all walks of life are made welcome
- is very close to the Hull New Theatre - ideal for a pre or post theatre drink!



An artist's impression of what the renovated pub could look like



Map showing that New Clarence regulars come from all over Hull

# 3. Support Received



## CO-OPERATIVES UK

### Community Involvement

The New Clarence was nominated to be an Asset of Community Value by a group of 111 former regulars in July 2023. In September, a survey about the future of the pub was undertaken which received 190 responses. Our recently launched Facebook page has over 500 followers, and that community is growing. A number of meetings of the 'Save The New Clarence' campaign have been held and we plan to hold a public meeting to coincide with the launch of the share issue.

The Save The New Clarence campaign has the support of the local ward councillors, the Kingston Square Association and the landlords of neighbouring pubs.

The pub used to host over 40 community groups and events. We hope to attract even more groups when we reopen and will work with Sector Connect to provide meeting space for the Hull community, voluntary and social enterprise sector.



### Business Development Support

The Hull Community Pub Society has been incredibly fortunate to have been supported by Co-Operatives UK Business Support, which provided 5.5 days of business development support via the Plunkett Foundation when we were setting out in October 2023. The Co-operatives UK Community Share Booster fund awarded an additional £10k in December 2023 which has enabled us to get set up as a Community Benefit Society and prepare for our community share issue.

### Potential Social Investment

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.

# 4. Community Pub Model

## Why are so many pubs closing?

There have been a number of reports in the media recently about the rate at which pubs are closing. There are many reasons for this including the effects of the pandemic, the cost-of-living crisis, high business rates, and tenants being 'tied' into buying their products with a mark up from the brewery or pub company that owns the building.

## Community owned pubs are a more sustainable model

There are now over 170 community owned pubs in the UK. Community owned pubs are more sustainable than commercially run pubs because they are cheaper to run and the primary purposes not profit-making. They often qualify for 80% reduction in business rates and they are free to buy their products from any suppliers. They may make modest interest payments to their members but any profits are either put back into the business or go towards community activities.



Other benefits of the Community pub model are that costs are reduced because of volunteer contributions and that members are more likely to visit the pub and encourage others to do so because of the increased sense of ownership.

# 5. Our Vision

The New Clarence will be a true Public House where everyone from the community is welcomed whilst they quench their thirst or fill their bellies at affordable prices.

The primary purpose of The New Clarence will not be to make a profit selling booze, but to bring people together. From rebuilding the pub so that it is fully accessible, to adopting the co-operative principles, to the diversity of our offering, to the community events that are held there, all will be designed to reduce inequality and improve community cohesion.

Our community hub will exist to bring together different parts of the local community. Whilst housed in a pub, serving traditional pub food and drinks, the aim is to act as a meeting point to build relationships and support for different groups who otherwise would not interact or be widely recognised in our thriving city.



# 6. The Plan for The New Clarence

## Overview of the Plan to Re-open The New Clarence

The plan to re-open The New Clarence will be delivered in 3 phases.

### Phase 1: Buying the Pub (in scope for share issue)

The first priority is to raise sufficient funds by 24th April (the end of the ACV moratorium period) so that a bid can be made to buy the pub. The immediate focus is therefore on the share issue and other fundraising.

### Phase 2: Renovating the Pub (in scope for share issue)

Once we have acquired the pub, substantial work will be required to make the building secure and reinstate internal features such as the kitchen and function room which may have been removed. The toilet facilities will be adapted to make them more accessible. Work will also be required to the exterior to make it an attractive and welcoming destination.

### Phase 3: B&B and Full Accessibility (out of scope)

Phase 3 will involve installing a lift to make the whole building accessible and creating a small number of bed and breakfast rooms on the top floor. This will be funded at a later stage via profits, a further share offer and grants.

## Business Operating Model

The pub will be owned by the Hull Community Pub Society LTD. The members of the group will elect a Management Committee and the Management Committee will hire a bar manager who will recruit and manage the bar staff

**The Business Plan** The full business plan for The New Clarence can be downloaded here  
<https://www.hullcommunitypub.com/society-information/>

## Services Offered

The pub will offer the following services:

- Regular bar offer, including a focus on real ales and local produce
- Pub food
- Community events, cultural activities and meeting space for clubs and societies
- Eventually, a B&B offer.

The New Clarence will be the only pub in this area of the city to offer this range of services with a high level of accessibility.

# 7. Financials – Capital Plan

## Assumptions regarding the cost of the purchase and renovation of The New Clarence (Phases 1 and 2)

The full details of the capital plan are included in Section 12 of the Business Plan. The costings are based on a survey of the building, estimates from suppliers and the advice of experts with significant experience of projects such as this.

Note The figures do not include VAT but VAT is included in the full projections.

## Sources of Capital Funding

The following table contains indicative amounts that could be raised from different sources. In addition to these sources of funding, we will seek to reduce costs by buying discounted equipment and taking up offers of help as indicated in our community survey. We have identified a number of other sources of funding including Donations, Co-Ops UK Community Share Booster Fund are being explored. We have submitted a £250k bid to COF.

Item	Cost
Buying the pub	£250k
Renovation of the pub	£209k
Reinstate the kitchen	£26k
Installation of bar and cellar equipment	£35k
<b>Phase 1 and 2 costs</b>	<b>£520k</b>

Source	Amount
Shares	£150k-£250k
Donations	£25k
Co-op UK Booster match funding	£75k
Community Ownership fund	£250k
Donation of pub and cellar equipment	£30k
<b>Total Potential Capital</b>	<b>£530k-£630k</b>

# 8. Financials – Revenue Projections

Details of the revenue assumptions and forecasts are included in section 14 of the Business Plan.

The assumptions feeding into these projections are based on a professional valuation report, expert advice, market information and the experience of the former landlord of the pub. They show the pub generating a decent profit in its first year of operation and that it is sustainable thereafter.

Profit & Loss	Year 0 2024	Year 1 2025	Year 2 2026	Year 3 2027	Year 4 2028
Total Sales	0	202,061	242,289	260,975	281,106
Less Cost of Sales	0	(78,798)	(95,112)	(102,512)	(110,489)
Gross profit	0	123,263	147,177	158,463	170,617
Overheads	9,375	(104,011)	(115,178)	(118,439)	(121,798)
Profit before Interest and Tax	9,375	19,252	31,999	40,024	48,819
Total interest	1,618	316	655	(5,701)	(4,213)
Profit before Tax	10,993	19,568	32,654	34,323	44,606
Tax	0	0	0	0	0
Profit after Tax	10,993	19,568	32,654	34,323	44,606
Retained profit/(loss)	10,993	30,561	63,215	97,538	142,144

Note that the reason for overheads being a positive figure in year 0 is because we are forecasting to have more grant income than spend in our set up year.

## Notes on the Financials:

- Year 0 is when the building will be purchased and renovated. It will not begin trading until February 2025.
- £19.6k (9%) surplus generated in year one rising to £44k (15.8%) in year 4.
- Interest projected to become payable to members in Year 3, (this is at the discretion of the Management Committee)
- Year 4 includes an assumption that some share capital may be withdrawn.

# 9. Community Benefit Society

**Community Benefit Society (CBS):** A CBS is a type of not-for-profit organisation that is registered with the Financial Conduct Authority (FCA) with the specific intention that it must benefit the community. The Hull Community Pub Society Ltd was registered with the FCA on 25 January 2024.

**One member, one vote:** A key rule of being a CBS is that each member has one vote, regardless of how many shares they own.

**Rules of the CBS:** The Hull Community Pub Society LTD has adopted the Co-Operatives UK Model Rules. These can be found on our website  
<https://www.hullcommunitypub.com/society-information/>

**Governance of the CBS:** Members can stand for and elect Directors who will form a Management Committee/Board of Directors. The Management Committee will be responsible for the governance of the CBS and the management of the Pub, via a Pub Manager.

**Directors:** The initial Directors (see next section) of the CBS will stand down at the first Annual General Meeting (AGM) of the Society. They may offer themselves for re-election when the permanent Management Committee is established. Directors will serve terms of 3 years and may stand for re-election. Individuals who are not members can be co-opted to serve alongside the Directors on the Management Committee in order to provide specific skills and experience.

**Community Involvement:** Members of the Society will be involved in running the pub in the following ways

- Attendance at AGM and EGM meetings
- Join sub-committees e.g. events, finance, HR
- Providing feedback to Management Committee members or via Facebook page
- Volunteering in the pub

# 10. Management Team

**Simon Berry, PLY (Chair)**, Simon is a former Paralympian with experience of running charities, large capital projects and leading national sport societies. He was formerly the EDI rep for UCU in Hull

**Jeff Clarkson (Treasurer)**. Jeff has over 25 years experience working as a business strategy consultant. He previously worked as an audit manager for two respected Hull chartered accountants. He has strong financial management experience and regularly works on six figure projects. Previously a member of the Hull public-private Small Business Forum and volunteer mentor to unemployed adults through the University of Hull.

**Nathan Elliot (Community Rep)**. Nathan is a committed former regular of The New Clarence with experience of volunteering, working in pubs and DJing.

**Claire Eagan (Vice Chair)**. Claire has significant experience as a bar manager and running kitchens in large pubs. She is passionate about The New Clarence having been a former regular and more recently having worked there.

**Catherine Murray (Secretary)**. Catherine has worked in the university sector for 25 years. She has experience in senior leadership and board level roles in the education and property sectors. Her main areas of focus are governance, risk management, strategic planning and data and analytics.

**Ian Ibbetson (Community Liaison)**. Ian was the Landlord of The New Clarence until June 2023. He has experience of running pubs and also runs chilli sauce and design businesses.

**Chris Robertson (Legal)**. Chris worked in the legal team at Hull City Council for 21 years. He also has many years of experience as Chair of the Cricket Umpires Association for 6 years and is a keen CAMRA member and a New Clarence regular for 35 years.

# 11. Share Offer Details

**Share Offer Target:** minimum £150k, maximum £250k

**Price of Share:** £1

## **Minimum and Maximum Share Purchases:**

If you live in an HU postcode the minimum investment will be £100 and the maximum is £15,000.

If you live in a non-HU postcode the minimum is £250 and the maximum is £15,000.

If you are a corporate investor the minimum is £1,000 and the maximum is £100,000.

**Target Interest rate:** 3% per annum after 3 years of operation, at the discretion of the Management Committee

**Membership Rights:** 1 vote per member

**Retention of Funds:** If the owners initially refuse to sell the pub the Society will hold the funds in a bank account for a period of time while negotiations are underway. We will consult with the community on when to return funds, minus Crowdfunder platform fees.

If the minimum target is not met the full amount will be returned and no Crowdfunder fees will be taken. If the owners initially refuse to sell the pub, the Society will hold the funds in a bank account for a period of time while negotiations are underway. We will consult with the community on when to return the funds, minus Crowdfunder platform fees.

**Dates of Share Issue:** 14th February – 31st March 2024

Note that if we are close to target on the closing the Management Committee may decide to extend the deadline by up to a month.

## **Eligibility:**

- Individuals, unincorporated associations (UAs) and incorporated organisations
- Minimum age for membership is 16
- Members must act in the interests of the Society

## **How to Apply for Shares:**

Visit <https://www.crowdfunder.co.uk/p/hull-community-pub>

or complete the application form.

**Acceptance of Share Applications:** We hope to be able to accept all applications for shares but if demand exceeds supply we will prioritise applications from individuals and UAs in HU postcodes and following that we will accept applications from incorporated organisations and individuals in order of the size of the application (largest applications being accepted first).

**If you are unsure of whether to invest in shares,  
we recommend you speak to an independent  
financial adviser.**

# 12. Frequently Asked Questions

## 1. How much will shares cost?

Shares cost £1 per share. Persons and unincorporated associations residing in HU postcodes must buy a minimum of 100 shares (£100). An individual in a HU postcode can purchase a maximum of 15,000 shares. Persons and unincorporated associations living in non-HU postcodes must buy a minimum of 250 shares (£250) and can purchase a maximum of 15,000 shares. Corporate investors can buy a minimum of 1,000 shares and a maximum 100,000.

## 2. What if I can't afford to spend £100?

Two people can club together to buy 100 shares as an unincorporated association (UA). This will only give one vote though, so only one person is named on the membership register. Please use the unincorporated associations application or get in touch with us if you are in this position.

## 3. How much money are you aiming to raise?

We are aiming to raise £150k-£250k via the share issue. Other sources of potential funding include Donations, the Community Ownership Fund, Co-Ops UK Community Share Booster Fund, in kind support from our volunteers and other grant sources. We are in the process of finalising plans for alternative capital funding at the time of writing this offer document.

## 4. What happens if the Society can't raise the funds it needs?

When the share offer goes live this will be managed through Crowdfunder, an accredited fundraising portal. If we don't hit the minimum target of £150k, all payments are refunded by Crowdfunder, the project won't go ahead and you lose nothing. Once we reach the minimum target the Society will hold money in an account as described under question 13.

### **5. If I buy shares in the pub, will I receive dividends?**

A Community Benefit Society (CBS) does not pay dividends, but it is able to pay interest on the investment. Our rules state that we can pay up to 3% above the Bank of England base rate, or 5%, whichever is greatest. There are unlikely to be any interest payments made in the first few years of operation and typically members decline to accept these interest payments so that the pub can retain the funds and invest them in building maintenance and improvements. However, once the pub is profitable, and if you want to take any interest offered as an investor, you can.

### **6. Who will own and make decisions about the pub?**

Anyone who purchases a share (regardless of the amount of shares) will have a vote. One member = one vote. The members will appoint a committee who will manage the project. The pub itself will be run by a full time paid pub manager and there will be paid staff.

### **7. What happens if own a share and I die?**

If you die the shares become part of your estate. The people inheriting your estate can either decide to remain as investors in the pub or can request that the shares be withdrawn at the price you paid for them. It will be for the Management Committee to decide if and when the shares can be withdrawn based on the financial performance of the pub. This only applies in the case of individual investors (not corporate).

### **8. If I buy shares in the pub, can I sell them?**

You cannot sell or transfer them to another person, but you can apply to the CBS to withdraw them. The CBS Management Team can allow or refuse this, depending on whether or not sufficient funds are available in the business to be able to buy back your shares. The buy back price is the same price you paid for the shares.

## 9. Will the Society buy back my Shares if I want to Sell?

Share withdrawals must be funded from surpluses or new capital raised from members. You will need to give at least 3 months' notice of your wish to withdraw; however, it is important to note that we do not anticipate being able to allow any withdrawals until year 4 at the earliest. When it is possible to consider share repurchase, the Management Committee will set out appropriate criteria and annual limits. It is important to understand that the Committee may suspend withdrawals depending on the long-term interests of the Society, the need to maintain adequate reserves, and the commitment to the community

## 10. Interest Payments.

We expect to start offering interest payments at 3% p.a. once the pub is profitable and at the discretion of the Management Committee

## 11. What would happen if the pub failed?

If the pub fails to operate successfully it will be wound up. Any creditors would be paid first. Then the members would receive what they put in and any interest owed. Any remaining capital would be donated to a qualifying not-for-profit organisation (see Asset lock question).

## 12. What is the asset lock?

The Society's Rules include a legally binding asset lock. This ensures that any surplus earnings remaining after it has paid interest to its members and repaid any capital which is withdrawn must either be reinvested in the business, or used for the benefit of the local community or for another charitable cause. If the business closes any residual assets, after all members' share capital has been refunded according to the rules of the Society, must be transferred to one or more of the following: another prescribed community benefit society, a community interest company, a charity, a charitable community benefit society or a registered social landlord (subject to conditions).

### 13. What Happens if the Owner Refuses to sell the Pub?

The experience of other community pubs is that owners are sometimes reluctant to sell their properties to the community. There are a number of examples where this happened, and the owner did eventually decide to sell to the community.

If the seller refuses to sell to the community this leaves them with the options of either holding on to the property or trying to sell it to another party. In the case of The New Clarence, it is unlikely that the pub will be attractive to other buyers if the planning usage remains as a pub.

If we cannot reach a quick agreement with the owners on a purchase price for the building, we may hold your investment for a period of time to enable longer negotiations to take place. In the event of a purchase not being agreed, we will return your money to you, minus the Crowdfunder platform fees.

### 14. Who Is the Regulator of the CBS?

While the CBS is registered with the Financial Conduct Authority it is not regulated by it. **It 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.**

# 13. 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.

For more information about the community shares, the Community Shares Standard Mark and the Community Shares Unit please visit

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.

[www.communityshares.org.uk](http://www.communityshares.org.uk)



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

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

# 14. Please Read before Investing

- 1. 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.**
2. This is not an exercise in generating large profits but should be regarded as a long-term investment in your community.
3. The main return on your investment will be through a 'social dividend', namely the preservation of an asset of community value. You may choose to take modest interest payments on the shares you buy, but you can also choose not to take the interest and leave it as an investment in the pub. The target interest rate is 3% after 3 years, at the discretion of the Management Committee.
4. The minimum investment for people and UAs who live in HU postcodes is £100 and the maximum is £15,000. The minimum investment for people and UAs who live in non-HU postcodes is £250 and the maximum is £15,000. The minimum investment for corporate investors is £1,000 and the maximum is £100,000.
5. If the minimum target is not met your investment will be returned in full.
6. You must be 16 years old or over to be a member.
7. You cannot sell your shares, except back to the Society (and this is at the discretion of the Management Committee).
8. The value of shares cannot increase but their value may reduce if the business fails, and its liabilities exceed its assets.
9. The only way to recover the sum you initially invested (or any reduced value) is to give notice of your intention to withdraw to the Management Committee. No withdrawals are permitted in the first four years after the share issue.
10. All withdrawals are at the discretion of the Management Committee and must be funded out of either trading surpluses or new share issues.
11. Once we reach the minimum target of £150k all monies invested in this community share offer will be held in trust by the Society in a separate account and will not be spent prior to completion of the purchase of the property. If we cannot reach a quick agreement with the owners on a purchase price for the building, we may hold your investment for a period of time to enable longer negotiations to take place. The period of time will be determined by the Management Committee, who will keep investors informed. In the event of a purchase not being agreed, we will return your investment will be repaid minus the Crowdfunder platform fees.
12. The investment will be used to purchase, renovate and run The New Clarence pub for the benefit of the Community. If the business is not successful and assets exceed liabilities your investment, your investment, or a proportion of it, will be returned to you. The Asset lock means that if the business closes any residual assets, after all members' share capital has been refunded according to the rules of the Society, must be transferred to one or more of the following: another prescribed community benefit society, a community interest company, a charity, a charitable community benefit society or a registered social landlord (subject to conditions).
13. Any trading surplus, after payment of interest to members and repayment of share capital, must be reinvested in the business or used for community purposes.
14. The Society is registered with, but is not regulated by, the Financial Conduct Authority.

# Contact

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Website: <https://www.hullcommunitypub.com/>

Facebook:

<https://www.facebook.com/hullcommunitypub/>

Buy Shares:

