

Two
Queens

Two Queens Community Share Offer



Our Share Offer at a Glance

Key Dates

- Launch: 28th June 2024
- Closing: 30th September

Targets

- Optimum target: £158,500
- Minimum target: £100,000
- Maximum target: £313,000

Subject to performance we're aiming to pay 3% interest on shares from year 3 (2026/27) to attract and retain investors, and for members to be able to withdraw up to 5% of the total value of the Society's share capital from year 4 (2027/28) onwards.

The Board may choose to extend the period of the share offer if they believe that by doing so, they increase the chances of reaching the maximum target.

Share Offer Structure

- Share Value: £1
- Minimum Shareholding: £50 (50 shares)
- Maximum Shareholding: £15,800*

(* Good practice is that no single investor can invest more than 10% of the total capital raised and so this value is ultimately dependent upon the total raised by the share issue, but in any event will not exceed £15,800. This 10% limit does not apply to institutional investors such as Community Shares Booster)

Society Details

Name: Two Queens Leicester Limited
Registered No. 9027 under the Co-operative and Community Benefit Societies Act 2014

Registered office address: 2 Queen Street, Leicester, LE1 1QW

Website: www.2queens.com

Email: info@2queens.com

Community Benefit Societies can also apply for exempt charity status from HMRC. We have made this application, and expect to receive a decision during summer 2024.

To invest see

www.crowdfunder.co.uk/p/twoqueens

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Welcome

Join the people-powered campaign to keep creativity alive in Leicester

Two Queens is a people-powered art gallery and studios. We are an independent, grass-roots champion for freedom of artistic expression and believe in access to art that enriches and brings meaning to our lives; art that is created by and for the community in Leicester's Cultural Quarter and beyond. We believe that art can be both courageous and challenging, whilst also serving a therapeutic purpose for our wellbeing.

As an artist-run space that has endured for over 12 years, Two Queens has become part of the artistic fabric of Leicester, as well as holding significant national influence within the wider Contemporary Art community. Two Queens pushes boundaries, stimulates thought, challenges the status quo and provokes discussion. It moves us forward through new creativity and progressive ideas and brings fresh, bold vibrancy and vitality to its local community.

But all of this is at risk.

In March 2025 our lease at 2 Queen Street will expire. Our landlords will be selling the building at this point, and we have no security of tenure (right to remain as tenants) after this point. Unless we act now, Two Queens will come to an end.

We want to buy our building, to ensure Two Queens can continue its work in the long term. If we owned the building we would also be able to improve it and make it a better public space that meets everyone's needs. To buy it, we are working to raise money through grant funding and through investment from you, our community, inviting those who care about our work to come together and save an important cultural asset at risk.

We need your support to invest in the future of Two Queens. By taking a share in its ownership, you can help to protect and secure Two Queens, to enable it to thrive, flourish and contribute to the local and wider artistic communities, for years to come.

This share offer document sets out our plans, explains what a community share offer is, and details the ways you can get involved. It sits alongside our Business Plan, which contains more detail on Two Queens' operations and financial performance. Please read both documents before deciding whether investment is right for you.

Because access to art should belong to all of us, Two Queens invites members of our community to invest and help us secure our long-term future.

**Signed, the board and staff
Two Queens Leicester Limited**



What you need to know

- We need to raise a minimum of £100,000 for the purchase of 2 Queen Street to go ahead, but our ideal is to raise £158,500 as this makes us more financially sustainable. If possible, we would like to raise up to £313,000 as this would enable us to begin a first phase of capital improvements to our premises.
- We will be making an application to the Government Community Ownership Fund (COF) for a £249,000 capital grant, however if this is unsuccessful, we may be unable to viably purchase our building. Once the outcomes of our share offer and COF application are known, we may need to raise additional funds through loan finance. See page 8 for more information about this.
- We welcome investment from our community, both those who are based in Leicester and support our work, and the wider community of interest for Contemporary Visual Art. In short, there are no restrictions on anyone over the age of 16 becoming a Member.
- Everyone who buys shares will become a Member of Two Queens Community Benefit Society and will have one vote at Society Member Meetings. One Member, one vote, no matter how many shares you hold.
- Each share costs £1. The minimum number of shares you can buy is 50, so the minimum investment is £50. We have set the minimum at this level on the basis of feedback received through our community survey, and a desire to balance affordability with the administrative workload entailed in issuing shares. Donations below £50 can also be made (see below)
- The maximum investment is £15,800 (10% of our target share offer value)
- You can apply as an organisation, but only the named person will be entitled to a vote at the Annual General Meeting.
- Due to the additional administrative workload required, we have chosen not to offer joint share investments, shares as gifts, or share investment on behalf of children at this time.
- You can bequeath your community shares to friends and relatives, or to the Society on your death. You can amend these details at any point in the future by writing and giving clear instruction to the Society Secretary. Note: only the first £5,000 of shares that can be nominated to someone, any more than £5,000 needs to be stated in your will.
- We're aiming to pay 3% interest on shares from 2026/27 (subject to performance) to attract and retain investors.
- Share investments are a medium to long term investment. No withdrawals can be made until 2027/28, and at this point only 5% of the total member shareholding can be withdrawn each year.
- Share Investments of £50-£200 can be made in instalments over a 10 month period. This has been made possible by subscription underwriting finance from Co-operative and Community Finance via Community Shares Booster Flex. See 'Investing by Subscription' below for more details.
- We welcome donations from individuals or organisations. If, having read this document, you would prefer simply to make a donation, please contact us directly at info@2queens.com

This share offer opens on 28th June and closes on 30th September 2024, unless the Board determines that there is benefit to an extension. The share offer may be closed early if we reach our maximum target before the closing date.

See the FAQ section for more details.



The Community Shares Unit has awarded this share offer the Community Shares Standard Mark, which confirms that this share offer meets national standards of good practice:

- 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 business plan for the society
- Nothing in the documents is purposefully incorrect, confusing or misleading.

Two Queens has signed up to a code of practice which gives members of 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

www.uk.coop/start-new-co-op/support/community-shares/standards

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR CAREFUL ATTENTION!

It should be read in its entirety alongside the accompanying business plan and Society rules. If you are in any doubt as to the action you should take, you are recommended to seek your own independent financial advice. Nothing in this document constitutes investment, tax, legal or other advice by Two Queens CBS, or its advisers.

As a Registered Society under the Co-operatives and Community Benefit Societies Act 2014, Two Queens is registered with the Financial Conduct Authority (FCA). However, this share offer itself is not regulated by the FCA.

As this offer is unregulated, there is a risk that you could lose some or all of your investment. You have no right to compensation from the Financial Services Compensation Scheme, nor any right of complaint to the Financial Ombudsman Service.

Please read this document and the accompanying business plan carefully to reach your own conclusion in terms of the financial risks to you of investing in the share offer.

Our Business Plan can be accessed at:
2queens.com/community-share-offer/

Accuracy of Information

The Two Queens CBS Board accepts responsibility for the information contained in this document. We have taken all reasonable care to ensure that the information contained in this document is in accordance with the facts and contains no omission likely to affect its substance.

Addendum - September 2024.

Since we launched our Community Share Offer the following details in our Share Offer Document have changed:

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- Two Queens is a Charitable Community Benefit Society, recognised as an exempt charity by HMRC - HMRC Charities reference number: ZD33350

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- The upper limit on shares by subscription is now £1000. This change has been made to maximise the amount we can raise using the subscription underwriting available to us.

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- No announcement on the future of the Community Ownership Fund (COF) has yet been made. It is hoped that an announcement on the future of COF will be made before the end of 2024, at which time Two Queens will be making a full application for a capital grant of £249,000 and a revenue grant of £50,000.

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- Our community share offer has been offered £50,000 in equity match investment from Co-operatives UK's Community Shares Booster Fund. This means that for every pound the community invests up to £50,000, we'll have another pound in investment from the fund. The Booster Fund's buy-in and confidence in our share offer also demonstrates we are a credible community venture that is worth investing in. The Community Shares Booster Fund is delivered by Co-operatives UK in partnership with Locality, the Plunkett Foundation, Community Shares ICOF and Co-operative and Community Finance. It is funded by Power to Change and Access – the Foundation for Social Investment.

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- 13. Two Queens is recognised as an exempt charity by HMRC and so there is no corporation tax liability and business rate relief is at 80%.

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- Risks: Subscribers do not fulfil payment amount - subscriptions are no longer limited to £200. The risk register has been updated accordingly and can be viewed at: <https://2queens.com/community-benefit-society/>

Page 22 and 24

- The upper limit on subscriptions is now £1000 total per investor, or 10 monthly instalments of £100. We recognise that this investment level is not necessarily accessible to those on low incomes, but continue to offer subscriptions from £5 upwards and encourage those on low incomes to participate via this method.

Background and future plans

Since its origins in 2012 as a collective of recent graduates volunteering their time to fill a gap in the city's cultural landscape, through our evolution into a nationally important supporter of artistic talent, Two Queens has always been a community, and we invite you to join us on this exciting next step, as we work together to secure our long-term future.

Two Queens has been running as an artist-run gallery and studios since March 2012. In this time we have built our provision of accessible and affordable studio workspace facilities for local emerging artists and makers, alongside a regular programme of exhibitions, events and workshops that aim to develop talent and offer cultural experiences that are engaging, enlightening and educational. Starting as a large collective of recent graduates from Loughborough and De Montfort Universities volunteering their time and energy, we have evolved into a professional organisation with a small staff, and have been able to regularly secure grant funding to support our public facing work.

Since making the plans to buy our building public, we have been overwhelmed by the love and support shown for Two Queens by our community. You have told us that Two Queens offers a sense of belonging to the community of artists who use the building regularly, as a space for creative expression with real benefits to individual health and wellbeing. You have told us that Two Queens puts high quality, cutting edge art and culture within easy reach, that would otherwise become exclusive and inaccessible. And you have told us that you value Two Queens' energy and independence, as a non-institutional grassroots community art space that is engaging, challenging but also welcoming to a wide public audience.



In March 2023, we converted our old Not-for-Profit Company Limited by Guarantee into a Community Benefit Society, a step we took in order to place the organisation in community ownership, and allow us to work together to find solutions to secure our long-term future. The next important step on this journey is to buy the freehold of our building when our lease ends in March 2025. This will mean that Two Queens has a secured base for our work, and allow us to grow and expand the reach of our programmes.

With a secured freehold we can strengthen our business model, through reduced outgoing rental costs, allowing us to put more revenue into running the organisation. We could make improvements to our building, becoming a comfortable, warm and accessible public place. We would be able to grow and develop our work, offering more opportunities for you to engage with exhibitions, events and workshops, and bring the benefits of our work in support of education and creative wellbeing to more of our community.

If we meet the maximum target for our community share issue, we will be able to bring forward our plans to improve the building without the need to raise more funding for the early stages. In the future, to complete the work, we may need to raise further investment, for example through grant funding, social loan finance or a further community share issue.

Our community will benefit from this project through a secured cultural asset, an improved public space, and more opportunities to engage with the Art and Culture that they love.

Capital Costs & Financing

To buy our freehold, Two Queens needs to raise £457,500.
This is made up of

Building purchase	390,000
Stamp Duty	9,000
Professional Fees	5,000
Share offer costs	3,500
Working Capital	50,000
Total	£457,500

This capital investment will be focused on securing the asset freehold of 2 Queen Street, LE1 1QW. The property has been valued by a Chartered Surveyor at £390,000 and we are in negotiations with the owners as preferred bidders. Full details of the valuation have been shared with our advisors, but the details remain commercially confidential so are not published here.

The purchase will be funded by a combination of community shares and grants as follows:

Community shares	158,500
Community Ownership Revenue Grant	50,000
Community Ownership Capital Grant	249,000
Total	£457,500

The Community Ownership Fund (COF)

The Community Ownership Fund is a government grant scheme to support community groups to take ownership of assets which are at risk of being lost to the community.

The final application round of the Community Ownership Fund was due to open on the 30th May but due to the General Election being called this has been put on hold. It is hoped that the final round will open in the summer, at which time Two Queens will be making a full application for a capital grant of £249,000 and a revenue grant of £50,000. This grant will be conditional on raising 20% match funds from other sources – in our case community shares, with the possibility of raising further funds through other grants and/or loan finance. If the terms under which you have invested change substantially (share interest payable or withdrawal rate), you will be notified and given the opportunity to withdraw your investment.

In case the final round of the Community Ownership Fund is not held we will be actively seeking other grant funding opportunities and will keep you informed of progress via our website.

We have received support from the Community Ownership Support Programme to develop our application. This included support with preparing the business plan and share offer document.

Community Shares Booster Programme

We are being supported in the promotion of this share offer by the Booster Programme of Co-operatives UK, which is funded by the charity Power to Change and run by the Community Shares Unit.

We have secured a Booster Fund grant of £9,223 for the costs of getting investment ready and launching a share offer which includes activities such as support in finalisation of business plan and share offer document, undertaking the Standard Mark assessment, design of a high-quality share offer document, and contribution to website set up and social media management.

We are applying for investment from the Community Shares Booster Programme (www.communitysharesbooster.org.uk). Under this programme, up to £50,000 is available to match applications for shares from the public. If successful, this would mean that for every pound invested by individuals up to £50,000, another pound will be invested in matched shares. We will communicate the outcome of this application online.

Any matched shares would be held by Co-operatives UK, a partner in the Community Shares Unit, and will be subject to the same terms and conditions as other Two Queens CBS Members, except for Co-operatives UK's right to withdraw share capital, which will be restricted to a pro-rata amount.

GUILD Programme

Early stage research and development work for this project was carried out with seed funding from East Street Arts through their GUILD programme, a network aimed at developing the resilience of artist-run spaces in the UK. £12,215 was secured that allowed for pre-feasibility, research and development time, support in the process of converting to a CBS, and for building surveys to be carried out, leading into the formation and financial modelling of this project.



Financial Performance to Date

Two Queens has been operating our core studio business and public programmes since 2012, and can therefore draw upon over a decade of accounts to demonstrate our financial performance to date. The below tables give headline figures from the last 4 years:

Profit and Loss	Financial Position at year end (30th September)			
	2020	2021	2022	2023
Turnover	68,997	70,986	127,334	124,213
Cost of Sales	(11,992)	(9,047)	(39,903)	(26,946)
Gross Profit	57,005	61,939	87,431	97,267
Profit(loss) for year after tax	10,176	13,290	(1,453)	(7,615)

Balance Sheet	Financial Position at year end (30th September)			
	2020	2021	2022	2023
Fixed Assets	14,411	18,283	15,998	16,831
Net Current Assets	(1,335)	7,920	9,648	1,280
Long term liabilities (debt)	(3,401)	(3,238)	(4,134)	(4,213)
Net Assets	9,675	22,965	21,512	13,898

Note: There is no existing share capital in the society.

It should be noted that the accounts include a combination of core business operations and grant funded public programmes. Two Queens' current biggest outgoing cost is building rent, which currently stands at £28,000 per annum. In 2021, the current freehold owners had a revaluation of the building carried out, which saw the rental value increase by £11,000 per year. This increase has been introduced gradually over a two year period, with Two Queens paying the full amount since autumn 2023, placing strain on the current operating model and absorbing cash that had been held in reserve. A review of studio prices was carried out in late 2023, with core income now breaking even against expenditure.

2020 and 2021 saw an increase in profits due to additional Covid-related grants and a period of half-rent being granted in 2020. Reserves built up during this period have been expended gradually in the years following, as rental and overheads costs have increased, in particular increased energy prices, which represent a challenge to finances, with energy prices in particular having seen a major increase since 2022, and likely to stand at around £10,000 per annum in 2024.

Turnover has also risen during this period due to an increase in grant income, with £83,533 of grant income received in the 22/23 accounting year.

Owning our building will see us relieved of £28,000 per annum rental costs, with a smaller outgoing instead for cost of capital (interest on shares, repayment of shares and potential interest on loan finance). This will allow us to stabilise our finances, direct more revenue towards staffing, increase core staff hours to one full-time equivalent, and in turn bring in more income through associate membership activity.

Proportion of income derived from grant funding and earned income over the same period is as follows

Income Source	2020	2021	2022	2023
Earned Income	36,570	55,637	66,138	61,928
Grant Income	32,427	15,349	61,196	62,285
Total Turnover	68,997	70,986	127,334	124,213

Our annual accounts prior to our conversion to a CBS can be found at find-and-update.company-information.service.gov.uk/company/07791026/filing-history

Our accounts since the conversion can be found at mutuals.fca.org.uk/Search/Society/31381

Financial Forecasts

We have carried out 10 year financial projections to forecast our performance after buying 2 Queen Street, showing a steady growth in income over time. In 2026/27 we intend to reconfigure the building to create a public learning and workshop space. To do this, we will have to reduce the number of studios available to rent by 4, which is shown in the dip in projected studio income from 2027/28, however this is compensated for by a corresponding increase in income from workshops and classes.

We intend to increase the staff capacity to one full time equivalent in 2025/26. This will be split across the two existing roles, Studio Coordinator and, Fundraising and Development Coordinator.

We aim to pay 3% interest on shares from 2026/27 and allow 5% of shares to be withdrawn from 2027/28. Our projections demonstrate an ability to honour these intentions.

At this time, we are not projecting replacing the shares withdrawn each year, although membership will remain open and members will be able to invest at any time. We may hold future share issues to fund any capital developments that we have not been able to raise grant funding for. If we decide to hold future share issues we will consult with members before doing so outlining any impact it may have on our ability to pay interest on shares or their ability to withdraw existing share capital.

The following projections are based on the assumptions that:

1. The grant applications to the Community Ownership Fund are successful.
2. The share offer raises £158,500.
3. £50,000 of working capital is raised to cover cash flow in year 1 as the Community Ownership Fund revenue grant is paid in arrears.
4. Inflation is 3% per year.
5. Increases in prices happen every 3 years.
6. Overheads for 2025, are based on 2024 figures and increase with annual inflation thereafter.
7. A budget of £4,500 has been included for repairs and replacements each year. This is based on the average over the last 5 years.
8. Rent is paid to the current landlord for 6 months in 2025 (£14,000).
9. Share interest is 3% per year from year 3.
10. 5% of shares are withdrawn every year from year 4.
11. The building depreciates at 2% per year.
12. Two Queens is not registered for VAT.
13. Two Queens has applied for exempt charity status from HMRC and so there is no corporation tax liability and business rate relief is at 80%.
14. A capital grant of £100,000 is received and spent during 2027 to create the public learning and workshop space.

We are applying for a revenue grant of £50,000 from the Community Ownership Fund. In 2024/25 our running costs are £57,178. Included in this is £21,000 in staff costs, £10,000 in fuel costs and £14,000 in rent for the first 6 months of the year while the purchase is completed. We will use the grant to cover these items.

By purchasing the building we will no longer have to make rent payments of £28,000. These savings will be used to increase staff capacity and so staff costs in 2025/26 have been increased to a full time equivalent post split between the two members of staff.

The projections below do not include the receipt of any grant income apart from the Community Ownership Fund revenue and capital grant which we expect to apply for over the next 6 months. No other project-related grant income is shown in these projections as this is all expended on the projects for which we receive it. We make a match contribution of approximately £2,500 towards these grants every year and this is included in our expenditure figures.

Due to the delays in the Community Ownership Fund we will not know the outcome of any application before this share offer closes. If our application is unsuccessful we may be unable to viably buy the building. We will communicate the result of the application as soon as we know it and consult with existing subscribers to the share offer as to next steps.

Between now and the outcome of any application being known the Board will continue to explore alternative options.

Profit and Loss - £158,500 shares						
	<i>Projected</i>					
	2023/24	2024/25	2025/26	2026/27	2027/28	2028/29
Gross Profit	65,484	69,296	70,583	74,795	76,883	78,845
Total Overheads	64,921	61,580	61,858	63,654	65,503	67,408
Operating Profit	563	7,716	8,725	11,141	11,379	11,437
Depreciation		8,150	8,150	10,150	10,150	10,150
Share Interest				4,755	4,517	4,291
Capital grants, (released over the lifetime of the building)		4,980	4,980	6,980	6,980	6,980
Revenue grants		50,000				
Profit transferred to reserves	563	54,546	5,555	3,216	3,692	3,975

Cashflow Summary - £158,500 shares						
	2023/24	2024/25	2025/26	2026/27	2027/28	2028/29
Opening Balance	11,331	11,894	69,610	78,335	89,476	96,101
Total cash in	65,484	526,796	70,583	174,795	76,883	78,845
Total cash out	64,921	469,080	61,858	163,654	70,258	79,851
Closing balance	11,894	69,610	78,335	89,476	96,101	95,095

Balance Sheet - £158,500 shares						
	<i>Projected</i>					
	2023/24	2024/25	2025/26	2026/27	2027/28	2028/29
Tangible fixed assets (building)	0	399,350	391,200	481,050	470,900	460,750
Cash in bank	11,894	69,610	78,335	89,476	96,101	95,095
Current Assets	11,894	69,610	78,335	89,476	96,101	95,095
Short term liabilities				4,755	4,517	4,291
Current Liabilites	0	0	0	4,755	4,517	4,291
Net Current Assets	11,894	468,960	469,535	565,771	562,483	551,554
Long term liabilities (grant)	0	244,020	239,040	332,060	325,080	318,100
Long term liabilities	0	244,020	239,040	332,060	325,080	318,100
TOTAL NET ASSETS	11,894	224,940	230,495	233,711	237,403	233,454
represented by:						
Share capital	0	158,500	158,500	158,500	158,500	150,575
Reserves (retained profit)	11,894	66,440	71,995	75,211	78,903	82,879
TOTAL CAPITAL & RESERVES	11,894	224,940	230,495	233,711	237,403	233,454

Different share scenarios

Other financial scenarios have been modelled for if the community share issue raises the minimum of £100,000 and if it raises the maximum of £313,000.

The minimum scenario raises £457,500 in total, but includes a loan of £58,500. The loan repayments mean that our profitability is lower year on year meaning it takes longer for us to reach financial stability.

Based on conversations with Co-op and Community Finance, the £58,500 loan is repayable over ten years and will have a charge on the building. A prudent interest rate of 9% has been assumed to allow some headroom for our projections in the current uncertain economic climate.

In the minimum scenario we still aim to pay 3% interest on shares from year 3 and 5% of shares withdrawn from year 4.

If the share offer raises a figure between the minimum and optimum targets, the level of borrowing will be flexed accordingly. The maximum scenario is based on raising £313,000 of share capital in addition to the £249,000 of capital grant monies. This would bring forward some of the discretionary capital investment and would mean we would not need grant funding to do this. The £50,000 working capital has been retained in this scenario to allow for any unexpected capital expenditure or disruption to trading income.

If Two Queens receives applications for shares in excess of the maximum target the share offer will be closed. If the share offer raises between the optimum and stretch targets, discretionary capital expenditure will be rephased accordingly.

A 10 year profit and loss, cash flow and balance sheet for these scenarios can be found in Appendix E of the business plan.

The Staff

Two Queens is currently run by a core executive staff consisting of:

Studio Coordinator, 2 days/week (14 hours) (Kerry Jackson)

Kerry oversees the day-to-day operations of the building, with particular regard for our studio workspaces. Main responsibilities include; advertising and filling available spaces, inducting building users and issuing contracts, reviewing workspace user risk assessments and COSHH filing, issuing monthly customer balances and invoices, book-keeping across all core operations income and spending, reporting to accountants and board in preparing financial returns, housekeeping, building and equipment checks and maintenance.

Kerry has been Two Queens' studio coordinator since 2015, in that time overseeing the transformation of our processes working with studioholders, building processes to manage customer relationships and ensure Health and Safety compliance on the part of building users. Alongside this role, Kerry brings a wealth of experience from working in Public Libraries for Leicestershire County Council, including in undertaking regular procedures to ensure the safe operation of public buildings, and work on projects to encourage reading and literacy amongst children and young people in Leicestershire.

Fundraising and Development coordinator, 1 day week (7 hours) (Daniel Kelly)

Oversees all revenue generating operations beyond studio workspace business, including associate artist membership scheme, retail, third party hires and non-trading (donation and grant) income. Main Responsibilities include; writing bids, planning, coordinating and evaluating grant funded activity, devising and running associate artist development activity, managing associate member applications and inductions, managing retail stock and sales, coordinating production of new artist edition and publications products with artists and consignment of stock, coordinating and managing third party hires of gallery space and income generating drop-in workshop activity.

Daniel is an arts professional with a wealth of experience across roles in galleries and university settings. Alongside his work with Two Queens, Daniel currently works as a part-time lecturer on the BA Fine Art course at De Montfort University, working with students throughout their degree to develop their critical skills, leading to sustained professional practice upon graduation. Daniel has also worked extensively as an arts fundraiser, including writing arts council funding bids as a support worker for those with access needs, and for other artist run organisations across the UK.

Both staff have been in these roles for a decade, gaining a wealth of skills and experience, and a deep understanding of our community and customer base, making them best-placed to carry out these roles.



Beyond these payrolled hours, staff have historically worked unpaid overtime to ensure smooth operation of the society, and to take on exceptional development projects, a situation which is unsustainable in the long term. In order to safeguard the core operations of the organisation and capitalise on opportunities for growth, we feel the required minimum level of core staffing to run the society's operations should be 1 full time equivalent, proposed as:

Studio Coordinator, 3 days/week (21 hours)

Fundraising and Development coordinator, 2 days/week (14 hours)

These additional hours will allow the society to consolidate and bolster our work, as well as undertaking projects that increase our public-facing community benefit and grow our revenue, allowing us to build financial resilience. At these staffing levels, we feel the society's future is viable. We have budgeted for the increase in staffing levels in 2025/26. We have the confidence that we will have the ability to do this as this is the first full year we will not be paying leasehold rent for our premises.

In addition to the above two core roles, additional staff coverage is required in relation to public programme activity where funding is available, consisting of

Learning coordinator, 1.5 days/week (Abi Morris)

Oversees learning programmes, including planning and delivery of family workshops, arts award projects with young people and school partnership activity such as class visits and school showcase exhibitions. Is responsible for ensuring safeguarding procedures are in place and followed with respect to all work with under 18's. Undertakes marketing activity in support of these programmes.

Abi is an arts learning specialist with a wealth of experience working in gallery and museum settings. Prior to her work with Two Queens, Abi has previously held roles with Ikon Youth Programme, Ikon Gallery Birmingham, and run Arts Award projects as an independent practitioner and qualified Arts Award assessor.

Programme coordinator, 1 day/week (Gino Attwood)

Oversees the planning, production and installation of exhibitions, working closely with artists to form projects, ensuring required fabrication and audio-visual setups can be installed on budget and within the available timescales. Ensuring exhibitions are high quality and safe for public visitors, coordinating freelancers supporting with the installation of exhibitions. Undertaking front-of-house duties during public open hours.

Gino is a curator and artist who holds an MFA in Curation from Goldsmiths College, University of London. Alongside his curatorial work with Two Queens and as an independent practitioner, he is a part-time lecturer on the BA Fine Art course at De Montfort University, with a specialism in teaching Sculpture and has held year-leader duties within the course.

These staff are employed on a zero-hours casual basis, contracted when project funding is available. The Studio coordinator and fundraising/development coordinator undertake an additional 1 day/week each during funded projects to support with administration and project management. We additionally employ freelancers including a graphic designer, learning assistant and exhibition technicians as needed on a project-by-project basis.

The Board

The board of Two Queens is made up of 9 directors drawn from the society membership, representing both of our local community and the community of interest around contemporary visual art. The current board was elected at our AGM in March 2024, with members able to self-nominate and submit an expression of interest, voted through a ballot of the membership as a whole. The current board are:

Benedetta d’Ettorre - Society Secretary

Benedetta was awarded a PhD specializing in organizational theories, management, and small business studies. An embedded researcher and a cultural worker, with a special interest in how people organise and self-organise. Past experience includes curating exhibitions, organising international residencies and evaluating programmes for the National Theatre and the National Association for Gallery Education, and working as project manager/programme producer for East Street Arts and the Thyssen-Bornemisza Foundation.

Antonia Eleftheriou

Antonia brings a wealth of senior level experience from the retail sector, within which she leads a global Learning and Development strategy reaching 600+ leaders, working with multi-million-pound turnover markets on a consultancy basis, supporting them with key actions and strategies to strengthen their business holistically - from people, brand, community, and sales. She is currently pursuing certification as an Executive Coach, and is eager to apply these skills within the board of Two Queens.

Vicky Godfrey - Gallery Panel Chair

Vicky is a long-standing supporter of Two Queens and has been an advisory trustee since 2022. She currently works as an Arts Policy Advisor for DCMS, working with the sector to enhance opportunities and develop solutions to some of the biggest challenges the arts are facing. She is also part of the Arts Council Sponsorship team, has managed multi-million pound Levelling Up Fund capital projects, and worked in senior positions for New Art Exchange and Nottingham Contemporary.

Eliza Gooden

Eliza is an artist and member of Two Queens associate artist programme. She is currently studying for an MFA and is also an elected member of Leicester Society of Artists. She has a background in the private, public and third sectors, most recently as an Area Fundraising Manager for Macmillan Cancer Support, delivering over £2 million in income a year to support people living with and affected by cancer, achieved through research, forecasting, networking and relationship management.

Isaac Simon

Isaac is the Founder and Director of South Parade - a contemporary art gallery in London and previously directed an artist residency in Mexico City. With a financial and business background. Between 2012-18 Isaac worked for a global insurance brokerage placing large complex risks into the London market, advising clients on their risks and mitigation and dealing with a range of senior stakeholders, and now brings his skills in scrutiny of budgets and cashflow to the Two Queens board.

Maia Trotman-Lucas

Maia is a Two Queens studio holder and a passionate advocate for our work. As a member of the LGBTQIA+ community, a person living with a disability and of multicultural heritage they have found Two Queens to be invaluable and hope to enable the space to remain useful for others. They hold a BA in Landscape Architecture, an MA in Art & Educational Practices and experience in both management and leadership positions.

Raisa Watkiss - Board chair

Raisa is an artist and Two Queens studio holder. She previously worked for Leicestershire and Rutland Probation Trust for 14 years, and created the Charnwood Shelter project, the Bridge Housing Advice Service in Loughborough and managed Leicester's first integrated homeless service, with a rough sleeper's budget of £2 million. Raisa has also curated exhibitions across the UK and converted a partly disused retail park in Nuneaton into an active gallery and art workspace.

We keep a Register of Interests and all Board members have declared their current interests. Board members are asked to inform the Chair of any new potential conflicts of interest, and it is a standing agenda item at all Board meetings.

Risks

The society board maintains a risk register as a key element of their oversight of the society's operations and in order to identify and mitigate against risks arising in relation to governance, operations and business risks.

The headline risks and mitigations identified in relation to this project include:

- **Community Ownership Fund is closed or bid fails**

£249k grant funding would be removed from financial modelling, creating a need to raise additional capital through loan finance with a higher interest rate, which may not be affordable and viable

Mitigation: *Work to produce best possible bid to community ownership fund, investigate any options to raise grant capital from other sources - research our options ahead of hearing back from COF*

- **Community Share Offer fails to reach minimum target**

Financial modelling shows purchase may not be viable with less than £100k community share finance

Mitigation: *Seek grant and/or loan finance in addition to COF. Option to extend the share offer to raise more investment*

- **Subscribers do not fulfil payment amount**

Investors who have chosen to pay for community share investment by subscription instalments fail to keep up payments/cancel their subscription plans

Mitigation: *Regular communication and updates to subscribers, implement clear and transparent payment terms and deadlines, using a subscription platform. Unfulfilled payments are chased promptly, have contingency plans in place to address any shortfalls in funds. Limit subscription amount to £200 to limit impact of defaults*

- **Lack of share investors**

Expected level of enthusiasm for share offer amongst community is not realised

Mitigation: *Strong marketing strategy and plan to reach all possible communities and maximise possible shareholding, offer attractive investment incentives or benefits. Explore partnerships or collaborations with other organisations to broaden the investor base.*

- **Alternative bidder offer**

An alternative organisation makes an attempt to buy the building freehold, making a direct competing bid to the landlords, beyond our raised funds

Mitigation: *Preferred bidder status has been secured, maintain a good relationship and communication with landlord/vendor, work to reach mutually agreeable process for sale*

Our full society risk register can be accessed at:
2queens.com/community-benefit-society/

FAQs

What is a Community Benefit Society?

As a Community Benefit Society (CBS), Two Queens is required to deliver specific and tangible benefits to the community. In our case this means both the local community of Leicester and the wider community of interest around Contemporary Visual Art. The CBS ethos involves engaging with a wide range of Members and stakeholders and offering people the opportunity to get involved in running the Society on a democratic basis, in turn increasing the sustainability of the business through community investment, both financially and through the time, skill and oversight that members bring.

Having a membership as a society improves the strength of the business model, as a group of advocates and dedicated audience, participants and customers for our services. The ability to raise capital from members through a share offer will also allow us to reduce premises costs through outgoings for rent, instead allowing us to direct more revenue towards running the organisation.

Community Benefit Societies can also apply for exempt charity status. We are making an application for this, and expect to receive a decision during summer 2024.

Governance

Two Queens registered as a Community Benefit Society (CBS) in March 2023, converting from our previous Not for Profit Company Limited by Guarantee. A CBS is a community owned, democratically managed social enterprise. Membership is open to individuals over the age of 16, corporate bodies and unincorporated associations who support the society objectives. Members own and control the organisation on a one Member, one vote basis. Since becoming a CBS in 2023, Two Queens has attracted over 50 society members, currently composed largely of our existing customers, service users and closest community advocates.

At the Annual General Meeting (AGM), Members elect the Board, hold the Board to account and, provided they are over 16, can stand for election to the Board. They also decide the amount of interest to be paid, limits to share withdrawals and how to disburse or reinvest any profits.

Asset Lock

The Society has an asset lock such that our assets can only be used for community benefit. This means that:

- If the Society has to be dissolved, any residual assets after paying creditors and returning Members' shares must be passed to another organisation with a similar asset lock rather than being distributed amongst the Members.
- Any decision to sell any of the Society's main assets, or to close the Society, is subject to a 75% majority vote in a Members' meeting.

A copy of our rules can be found on our website at 2queens.com/community-benefit-society/



What are Community Shares?

As a community benefit society, Two Queens is able to raise equity capital from its Members - both individuals and organisations - in the form of withdrawable share capital. This form of capital is extremely flexible and is a tried and tested way to fund the purchase and development of all sorts of community assets and co-operative businesses.

Community shares are withdrawable shares in the Society. That means you can withdraw your initial investment and any interest that might have accrued, but only if the organisation is in a financial position for you to do so. These shares are known as community shares because the primary benefit of holding shares is social not financial: the goal is more about the community than it is about making a monetary gain. The real payback from becoming a Member is creating a thriving community and saving an important cultural asset.

Community shares are not like ordinary shares, because:

- no matter how many shares a Member holds, they get only one vote. That means that no-one can buy a large number of shares and take control;
- shares are withdrawable, but not tradeable;
- community shares do not enjoy capital growth.

As this investment is withdrawable share capital, it cannot be transferred, sold, or given to anyone else, except on your death to someone you have nominated and told us about, up to the level of £5,000 of investment (any investment above £5,000 requires your beneficiary to be explicitly named in your will).

This is the first Community Share Offer that Two Queens has run.

The benefits of becoming a Member

If you buy shares, you will become a Member of the Society. As a Member you have the opportunity to shape the Society's strategic direction and to support its aims of sound financial governance and long-term commercial success.

Members own and control the organisation. At the AGM, Members elect the Board, can stand for election to the Board themselves, and can hold the Board to account. They also decide the amount of interest to be paid, limits on share withdrawals and how to disburse or reinvest any profits. It does not matter how many shares a Member owns, they only get one vote.

Interest will be paid annually starting at the end of the third year of trading based on performance of the business. It is our aim to pay 3% interest on shares which have been held for 3 years. Interest will be paid gross to all UK residents and those Members, who are liable to pay income tax, will be responsible for declaring this income to HMRC. Investors residing outside of the UK will be paid interest net of tax, with the society paying any tax direct to HMRC.

Can I sell my shares?

Shares cannot be bought and sold as they could with an investment in a company. Members can request withdrawal of shares from the beginning of the 4th year after the closing date of the offer, if the business is profitable. Withdrawals will be funded from retained surpluses or from new capital raised from Members.

Shares can normally be withdrawn subject to three months' notice to the Board of Directors. It is the intention to allow withdrawals of up to 5% of the total value of the Society's share capital from Year 4 (2027/28) onwards. Withdrawals will only be possible if the Society has sufficient cash to manage the outflow and inflow of funds. Applications for withdrawals will be treated on a first come, first served basis or in accordance with Two Queens CBS' policy on share withdrawals.

Please note that withdrawals are at the discretion of the Board and may be suspended depending on the long-term interests of the Society, the need to maintain adequate reserves, and the commitment to the community.

The Board may exercise its discretion in terms of permitting earlier share withdrawals.

The risks to your investment

An investment in community shares is an at-risk investment in a trading business, not a loan or a deposit, and rates of return are not guaranteed. This investment should be considered as a medium-to-long term investment with a primarily social objective. Your shares may not be readily convertible to cash if you need to withdraw them.

After asset purchase, the majority of the value of the business will be represented by Two Queens' property freehold, and there is a clause in the Society's rules that restricts the ability to sell it without prior consent from the Members. However, if the business became insolvent and couldn't pay its debts, the property would be sold, and creditors paid before any payments were made towards the value of Members' share capital.

What happens if we don't reach our minimum target?

If the share offer raises less than £100,000 minimum, the project will not be able to proceed and we will return share capital to Members, less a small fee to cover any administrative costs.

Making a donation

We understand that some individuals or organisations might prefer to donate, rather than buy shares. Donations can be made directly on our website, via a link on the about page:

2queens.com/about

or you can contact us directly to discuss this in further detail:

info@2queens.com

Please note, however, that you will not have voting rights, nor will your donation be gift aided, as Two Queens is not a charity. Donations will not be refunded if the purchase does not go ahead, but will be used as funding for our public-facing programmes.

How to invest

We are running this share offer through the Crowdfunder website. Once you commit to investing, Crowdfunder will take the money from you via credit or debit card, where it will be held by the Stripe payment platform. If the offer is a success, money will be passed to us so we can buy Two Queens, or be returned to you if the offer fails to reach its minimum target.

Crowdfunder deducts a fee of 2.5% from every investment on the point at which the funds are passed to us to cover the costs charged by Stripe, and their own costs, and so our aim is to leave funds in Crowdfunder – and thus not have any fees deducted – until such time as we can arrange the remainder of our financing and come to an agreement with the vendors.

Should the sale not take place after the point at which funds have been drawn down from Crowdfunder, we will consult with members on the best course of action, including funding the purchase of alternative premises, or returning investments minus the administrative fees already deducted.

www.crowdfunder.co.uk/p/twoqueens



Additional Information



Organisational Membership

Organisations and companies can apply for Membership. A Member which is an organisation, must appoint a representative to attend Members Meetings on its behalf, and otherwise to take part in the affairs of the Society. Such appointment shall be made in writing, signed on behalf of the governing body of the corporate body.

Investing by subscription

We are able to offer a limited number of subscriptions for community members wishing to invest between £50 - £200, who can apply to do so by paying in monthly instalments of £5 - £20. These subscriptions are aimed at those on low incomes, to ensure investment is accessible to as many people in our community as possible.

These subscriptions will be set up and managed outside of Crowdfunder, using Paypal Subscriptions. If you wish to pay by subscription please complete the google form at

forms.gle/WkBEmdKoRrXZfyzg7

We will then contact you with a link to complete your subscription, once we know that our share offer has reached its minimum investment level. If the share offer fails, all subscription arrangements will be cancelled. Subscriptions will be allocated on a first come-first served basis - when this service reaches its limit we will stop taking subscription requests.

Should you fail to pay your instalments and not meet the minimum investment amount of £50 over the payment period, all monies will be refunded, minus any administrative costs incurred, (paypal fees of 2.9% on each transaction)

Investing by cheque, bank transfer or card payment

A paper application form is available for those who are unable to use Crowdfunder to make their investment. This can be found on our website at 2queens.com/community-share-offer/

Investments made by cheque, bank transfer or card payment will be held by Two Queens in a separate bank account to keep them secure and ring-fenced, in the event that our share offer does not reach its minimum, and funds need to be returned.

Please note we are unable to administer subscription payments through this method, and can only do so using the google form linked above.

Joint Memberships, Gifts and Shares for Children

Due to the additional administrative workload required, we have chosen not to offer joint share investments, shares as gifts, or share investment on behalf of children at this time.

Applications from US citizens

US citizens, resident in the US, UK or otherwise are still subject to areas of US legislation. This is commonly understood in terms of their obligation to continue to pay US income tax on any foreign income, regardless of where they reside. This may have implications for US citizen investors in community shares but is ultimately their personal responsibility to declare any interest payments as income.

Nominations

You can nominate a person aged 16 or over to whom you wish your shares to be transferred on your death. Trustees will need to be appointed for a nominee under 16 years old. Two Queens will respect your wish insofar as the law and our rules permit. The maximum amount of any such transfer is £5,000.

Data Protection & Money Laundering

The data provided by you on this form will be stored within a computerised database. This data will be used only for Two Queens purposes and will not be disclosed to any third party.

It is a condition of the offer that to ensure compliance with the Money Laundering Regulations 2008, Two Queens may at its absolute discretion require verification of the identity of any person seeking to invest.

Notices by email

To reduce our administrative costs, we would like to send our Members formal notices by email and refer you (by email) to documents posted on our website. If you are unable to receive communications via email, please contact us.

Declining Applications for Membership

The Society may decline an application for membership from an individual or organisation. This could for example be because the share offer has been fully subscribed and the “stretch” target has been met.

Contact Details

Two Queens can be contacted by:

Email: info@2queens.com

Post: Two Queens,
2 Queen Street,
Leicester, LE1 1QW

Telephone:
0116 251 8976

[www.crowdfunder.co.uk/
p/twoqueens](https://www.crowdfunder.co.uk/p/twoqueens)

Two Queens Community Share Offer Application Form

This form is for those wishing to apply for community shares, through Two Queens' 2024 community share offer.

If you are able to make a share application online, please do so using Crowdfunder.

This form is for those wishing to pay by Cheque, Bank Transfer or in-person card payment. Share investments received in this way will be held by Two Queens in a separate bank account to keep them secure and ring-fenced, in the event that our share offer does not reach its minimum, and funds need to be returned.

As a Registered Society under the Co-operatives and Community Benefit Societies Act 2014, Two Queens is registered with the Financial Conduct Authority (FCA). However, this share offer itself is not regulated by the FCA.

As this offer is unregulated, there is a risk that you could lose some or all of your investment. You have no right to compensation from the Financial Services Compensation Scheme, nor any right of complaint to the Financial Ombudsman Service.

Please read the share offer document and the accompanying business plan found on our website at:
2queens.com/community-share-offer/

Read these documents carefully to reach your own conclusion in terms of the financial risks to you of investing in the share offer.

Investing by subscription

We are able to offer a limited number of subscriptions for community members wishing to invest between £50 - £200, who can apply to do so by paying in monthly instalments of £5 - £20. These subscriptions are aimed at those on low incomes, to ensure investment is accessible to as many people in our community as possible.

These subscriptions are only possible for us to manage with an online system, using Paypal Subscriptions. If you wish to pay by subscription please complete the google form linked below rather than using this paper form

forms.gle/WkBEmdKoRrXZfyzg7

Your Details

First Name	
Surname	
Date of Birth	
Address	
Town/City	
Postcode	
If you have lived at this address for less than 3 years, please provide your previous address	
Telephone	
Email	

If you are applying for shares on behalf of an organisation or company, please supply the following additional information.

Full official company name	
Registered company number	
Name of nominated representative	
Position in organisation	

Data Handling:

Two Queens Community Benefit Society takes seriously the privacy of members' data.

We do not share personal information with third parties. We securely store all information collected from members.

We will only store your email address and phone number with your consent; and we will use it only to reply to your queries, and to advise you with regards to your membership and official society membership matters.

Only the Chair, Deputy Chair, Secretary of the Society and staff members with delegated responsibility for communicating with members will have access to your details. We will not share or sell your data without your prior permission.

Signing below provides consent to store your data and use your email address.

Money Laundering:

It is a condition of the offer that to ensure compliance with the Money Laundering Regulations 2008, Two Queens may at its absolute discretion require verification of the identity of any person seeking to invest.

Society Objects

Community Share investors become members of Two Queens Leicester Limited, a Community Benefit Society.

By joining our membership you are confirming your support of the objects of Two Queens Community Benefit Society and commitment to take an active interest in the operation and development of the Society and its business

Objects:

- *Promote art for the benefit of the public by the establishment and maintenance of an art gallery*
- *Advance education in the arts by the establishment and maintenance of an art gallery*
- *Promote for the benefit of the inhabitants of Leicester and the surrounding area the provision of facilities for recreation or other leisure time occupation of individuals who have need of such facilities by reason of their youth, age, infirmity or disablement, financial hardship or social and economic circumstances or for the public at large in the interests of social welfare and with the object of improving the condition of life of the said inhabitants.*

Your membership is dependant upon holding share capital in the society. If at a future date, you withdraw all of your share capital, your membership will cease.

Terms of Investment

- I have read the Share Offer Document, including the risk factors pertaining to this offer
- I wish to continue or become a member of Two Queens Leicester Limited community benefit society
- I agree to be bound by the Terms and Conditions included in the Share Offer Document and in the Rules of Two Queens (available on our website at 2queens.com/community-benefit-society/).
- I understand that the Board of Directors of Two Queens may reject my application, and are not obliged to tell me why it has been rejected
- I consent to receiving formal notices and documents electronically, by email and as links to the Two Queens website

Investment and agreement of terms

Checklist	Tick box
I agree to the terms and conditions outlined above	
I agree to support the society objects, and wish to become a Member of Two Queens Leicester Limited in accordance with the Rules	
I wish to apply for shares to the value of (enter value in GBP)	£
I enclose a cheque for this amount, made payable to 'Two Queens Leicester Limited' - OR -	
I have made a direct bank payment transfer (BACS) to Two Queens, Co-Operative Bank Account Number - 67311554 Sort Code - 08-92-99 Using the your surname and postcode as the payment reference in the format 'SURNAMEPOSTCODE' (i.e. QUEENSLE11QW) - OR -	
I have made payment for my shares by debit/credit card in person at Two Queens	

Signature	
Print Name	
Date	

(Optional) Nominations of Shares on Your Death

You can nominate a person aged 16 or over to whom you wish your shares to be transferred on your death. Trustees will need to be appointed for a nominee under 16 years old. Two Queens will respect your wish insofar as the law and our Rules permit. The maximum amount of any transfer is £5,000.

I wish to nominate a person to whom I wish my shares to be transferred on my death (tick)		
Nominee's full name		
Address		
Town/City		
Postcode		
Telephone		
Email		
I understand that it may not be possible for Two Queens to action this request. I understand that these instructions can only be revoked or amended by my giving clear written instructions to the Secretary of Two Queens at its Registered Office. I understand that trustees will need to be appointed if my nominee is under 16 years of age. (tick)		

Signed as a deed

	<i>Applicant</i>
Signature	
Print Name	
Date	



Organisation: Two Queens Leicester Limited

Community Benefit Society, registered with the FCA,
society number 9027

Registered office and business address:

2 Queen Street, Leicester, LE1 1QW

Contact:

Daniel Kelly, info@2queens.com