

Taking Wythenshawe AFC into a new era

Invest in Wythenshawe AFC

Invest in making Hollyhedge Park the best facility in the area

Invest in South Manchester's future

“We will create the best sports facilities in Wythenshawe and the South Manchester area, here at Hollyhedge Park. This is an exciting time for everyone connected with the Club, and myself and the Club committee are determined to achieve the dream.”

Carl Barratt, Chairman Wythenshawe AFC

Offer Summary

Wythenshawe AFC is issuing a Community Shares offer to raise capital to fund various investments in the club's facilities at Hollyhedge Park.

- Share offer opening date: 1st October 2020
- Share offer closing date: 31st December 2020

(The board of Wythenshawe AFC may choose to extend the period of the share offer by up to 6 months if they believe that by doing so they increase the chances of reaching the maximum target)

Minimum target to be raised: £53,000

Optimum target to be raised: £188,000

Maximum target to be raised: £218,000

Minimum share subscription per person: £100

Maximum share subscription per person: £10,000

Wythenshawe AFC

Wythenshawe Amateurs Football Club (“the Club”) is a community benefit society registered in 2015 under the Co-operative and Community Benefit Societies Act with the Financial Conduct Authority (registration number 7250).

The Society is a community-owned social enterprise and by subscribing for shares issued by the Club in this share offer you will become a Member and owner of the Club.

Our business plan and rules and other supporting documents are available on our website:
www.pitchero.com/clubs/wythenshaweamateursfc

What are Community Shares?

Community shares are withdrawable shares that cannot be sold, traded or transferred between Members, unlike shares in a typical company. All Members are entitled to one vote – regardless of how many shares they hold.

Members can be paid interest on their shares if the Board of the Club believe it would be sensible to do so, and can also withdraw their shareholding, along with any interest accrued, again subject to the approval of the board.

What is the Community Shares Standard Mark?

The Community Shares Standard Mark is awarded by the Community Shares Unit to offers that meet national standards of good practice. These standards ensure that:

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

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

Community shares are fully at risk

You could lose some or all of the money you subscribe. You have no right to compensation from the Financial Services Compensation Scheme, nor any right of complaint to the Financial Ombudsman Service.

Our journey to community ownership

The Club has recently celebrated the opening of the new community facility at Hollyhedge Park and the 70th anniversary of the foundation of the Club. These two significant events mark the beginning of a new chapter in the history for our football club. We've also been rooted in the community, and we've made it official by converting into a Community Benefit Society (CBS) Wythenshawe AFC is joining the growing number of football clubs that are owned by their supporters.

Apart from Champions League big-names such as Bayern Munich and Barcelona there are a significant number of community owned clubs in the UK: Exeter City FC, AFC Wimbledon, Chester FC, Wrexham FC, FC United of Manchester plus a host of clubs in the North West Counties: Congleton Town, Runcorn Linnets and City of Liverpool.

Each of these clubs use the distinct advantage of being "community owned". Community ownership opens the Club up to supporters to share in both the responsibility of owning their own football club and the successes and sense of achievement that this ownership brings.

Building on Success

Formed in 1946 as Wythenshawe Amateurs Football Club, early honours include the Lancashire & Cheshire League Division 2 title in 1955, Division One title in 1957 and Premier Division title in 1962. The Club has played in the Premier Division of the Manchester Football League since 1988, winning the league title in 1989/90 and 1992/3 and finishing in the runners-up spot on seven occasions, most recently in 2009/10. Further trophy successes include three Lancashire Amateur Cup successes in 1976, 1990 and 1996.

The Club is firmly established in amateur football, fielding five senior male teams, two senior women's team, a mixed gender walking football team and 26 junior teams at every level from under 19s' to the under 5s "mini football both boys and girls. The Club provides an enviable community footballing infrastructure, enabling local talented players to progress through to professional clubs via relationships with clubs in the Football League.

The improved playing facilities at the new community sports facility and clubhouse at Hollyhedge Park will help cement the Club's place at the heart of the Wythenshawe community. The improved playing facilities will support an advancement into a higher level of semi-professional football, inspiring local players to achieve their potential. Our Club structure as a CBS means that membership is open to all who subscribe to the goals of the Club and provides an accountable and democratic legal form for community ownership.

Why we need to raise money

We have achieved a major milestone opening our own facilities in September 2017, but we remain ambitious, we don't want to stand still. We now want to invest funds in improving the pitches and facilities for our junior and women's' sides as well as our senior men's' teams.

The financial benefits of the community ownership model have allowed us to attract the significant support of the City Council and grant funders. The Club board would now like Club members and others who would like to see improved facilities and opportunities that football can bring to support the **first ever** community share offer in the South Manchester area.

What will the money be used for?

The overall outcome will make Hollyhedge Park one of the best facilities for football in Manchester and a Community hub to allow Wythenshawe AFC to fulfil our ambitions of increasing the number of teams and providing a sustainable club infrastructure for Wythenshawe and South Manchester residents.

Our 34 teams currently play from different locations across Wythenshawe but our ambition is for **all** our teams to play from one site that we can call home and if the investment was secured into Hollyhedge Park then this vision would be a step closer to becoming a reality.

When we planned this share issue, we imagined this funding

- Clubhouse Extension
- Club Infrastructure
- Car Park Improvements
- Improved pitches

Clubhouse Extension

The board originally planned on funding the extension to the current clubhouse through the share issue, but due to the Covid crisis, the share issue was put on ice. Even so, the work still needed to be completed by the start of the playing season in 2020, so the club have accessed borrowing from the Government's Bounce back Loan scheme and borrowed from its Directors to start this work over the summer, and it was completed by the end of September.

This will would like to extend the current clubhouse by building a Multi-Use Community room adjacent to the main function room. This Community room will be separate to the current function room and will be able to service the current demand experienced by local Community and Charity groups along as assisting with the boards vision and planned activities. This new room would enable us to hire out the main function room on Saturday evenings which we are currently unable to do so due to football matches.

That leaves the remaining elements to be funded, along with repaying those Directors' Loans of c £20,000 and at least £20,000 of the Bounce Back Loan. In the case of the latter, the club can afford to service the full £50,000 over a 5-year period, but the costs of paying that loan down impact on the club's cashflow and profitability, so the intention is to firstly bring it to more manageable levels, and if possible, pay it off in full before June 2020, when it started accruing interest and repayments start.

Other Infrastructure

The clubhouse facility is working well but after operating for just over 2 years there are some further improvements which we've only been able to identify since we've been opened:

- upgrading the car park with additional drainage and improving the tarmac surface
- better outdoor lighting to improve safety around the building
- Tidying up the entrance areas
- Creating a continuous surface for emergency vehicles and pedestrians to access pitch side.
- Additional Storage Creation and Catering Facilities
- Providing a children's play area

Pitches

- Football has been played at Hollyhedge Park for many decades. However, in recent years, the pitches have not received the required annual investment and they have fallen into disrepair. As the quality of the pitches deteriorated more games were postponed with the result that less affiliated football could be played at the site.
- Our grant funding has paid for the initial groundwork but more funds are now needed for improved drainage work.
- This will increase the ability of the pitches to cope with the amount of rain that Manchester receives during the autumn and winter months and will result in 6 better quality pitches: two 11 a-side pitch, one 9 v 9 pitch and three 7 v 7 pitches, which will be utilised by Wythenshawe AFC junior and adult teams.

Because of this wider community benefit and our Club and company structure we can access support for a Community Share offer. The Community Share offer itself will be just one element of the funding but crucially, the funds we raise from the shares will help unlock additional funding support from grant funders in the game of football through the Stadium Improvement Fund (FSIF) and the mutual sector through the Power to Change Booster fund.

Priority	Amounts	Min £53K	Opt £188K	Max £218K
1. Car Park, Container and Play Area	£53,000			
2. Directors' Loans	£15,000			
3. Middle Pitch Drainage	£30,000			
4. Bounceback Tranche 1	£20,000			
5. Junior Pitch Drainage 2	£30,000			
6. Junior Pitch Drainage 3	£40,000			
7. Bounceback Tranche 2	£30,000			

Should we not only achieve the minimum target, the club would look to secure other social investment and grants to cover the works needed to be undertaken over the next couple of years instead of a larger one-off investment, lengthening the amount of time it will take to bring the improvements required.

In addition to benefitting the Club, anyone using the facilities will benefit, be they people in the community using the clubhouse for an event or kids playing on the pitches. But because we want to maximise the benefit we bring to the community, we will aim that the money spent by the Club helps sustain other local businesses (within a 20-mile radius of the club), the jobs we have created are adding economic benefit in a direct way.

What's Next? The future at Hollyhedge Park

Wythenshawe AFC has ambitious plans to expand the number of teams that we offer for local young people to become active in competitive and recreational sport. It is our intention that the development of facilities for first team football at Step 5 and 6 at Hollyhedge Park will act as an inspiration for young players to progress and play for 'their club', in 'their area'. The additional investment in the junior pitches will we believe create the best junior pitches in South Manchester. The revenue generated from the clubhouse will be used to maintain the pitches for generations to come.

The Club is working closely with Manchester City Council to increase participation from 27 teams on opening Hollyhedge Park, to 42 teams over the next 5 years through the development of Hollyhedge Park. This will increase active sporting participation in Wythenshawe and will also support the transition from youth to adult football.

There are currently over 11,000 people aged 14+ participating in football within 5km of Hollyhedge Park and a further 2,248 people who would like to play if they had the opportunity. The demand for Junior football is particularly strong and Wythenshawe AFC currently have more young people playing for their teams than ever before, the demand is so high that the Club currently does not have the capacity and pitch space to meet it.

With all other local facilities at capacity, we are struggling to expand the number of teams we currently field. The investment we are seeking to raise is a key if we are to grow sport in South Manchester and take advantage of the benefits that improved physical activity brings in health and the financial benefit that increased economic activity in our area brings.

Projected financial performance season 2019/20 and beyond

Moving into our new clubhouse part way through last season presented some challenges but the response from the local community was tremendous with crowds in excess of 300 attending some games. The Board of Directors has targeted a breakeven budget for the 2019/20 season. With much of the expenditure being based on figures from the previous season with what the Board believes to be realistic and achievable income targets.

The club's business plan has been impacted by the closure of our facility and cessation of our activities due to the global Covid 19 pandemic, the reduced figures are reflected for a forecasted 3-month period of expected closure. A detailed account of how the Club has managed the Covid 19 pandemic is in the business plan.

We believe that the community ownership model gives us a business advantage which we hope will increase our income opportunities. In welcoming new members from the local neighbourhood, we believe that the business model transparently demonstrates mutual ownership equals mutual benefit. This is something other community owned clubs have been able to achieve.

Whilst we will always welcome additional help, the club benefits from a great deal of in-house experience in marketing and PR. Our work around the Budweiser campaign demonstrated how we were able to attract significant support within the local community and in the local media to back our efforts to achieve a winning outcome. In the coming months and years, we will adopt a similar approach in terms of marketing the Hollyhedge Park facility. We have many communications channels that we can deploy, including our website and social media presence. We already have thousands visiting and 'liking' our Facebook page and we have plans to increase our social media presence. We also plan to use more traditional marketing methods as well including posters flyers in community centres and in schools to raise awareness and promote community engagement.

The business plan for the site will ensure that Wythenshawe AFC facilitates access to football and physical activity for all residents, ensuring that the site becomes a sustainable facility, delivering access to high quality football and sports provision at one location. The investment will significantly increase usage of the currently redundant pitches and enable us, one of the largest Charter Standard Community Clubs in Manchester, to grow participation opportunities even more for Wythenshawe residents.

We project that surpluses will be generated from 2019:

	2018/19	2019/20	2020/21	2021/22	2022/23	2023/24
Clubhouse Income	£175,348	£149,937	£217,671	£293,576	£316,328	£340,866
Kit Sales	£46	£93	£10,954	£9,800	£10,780	£11,858
Sponsorship	£11,646	£8,850	£65,230	£79,830	£83,689	£87,736
Subscriptions	£2,507	£2,355	£3,973	£5,760	£6,048	£6,350
Misc Income	£98,944	£93,939	£132,498	£157,644	£165,192	£173,199
Grants	£8,604	£40,031	£52,494	£9,879	£13,987	£14,407
Total Income	£297,094	£295,205	£482,820	£556,489	£596,024	£634,416
Cost of Sales	£101,427	£81,148	£141,502	£203,267	£219,749	£235,319
Salaries	£52,175	£60,242	£95,514	£102,660	£105,740	£108,912
Playing staff	£4,432	£6,531	£24,060	£23,000	£26,450	£30,418
Maintenance	£25,897	£31,114	£29,065	£31,100	£32,655	£34,288
Pitch hire	£31,442	£23,692	£46,347	£49,472	£51,946	£54,543
Coaching fees	£9,213	£7,930	£12,238	£12,600	£13,230	£13,892
League Fees	£17,412	£16,871	£21,705	£22,350	£23,215	£24,115
Misc Expenditure	£62,404	£66,976	£83,803	£101,445	£104,894	£108,495
Total Expenditure	£304,403	£294,503	£454,234	£545,894	£577,877	£609,980
Surplus(Deficit)	(£7,308)	£701	£28,586	£10,595	£18,147	£24,436

Contingencies and Risks

The board of the Club believe that the statements made in this document represent a fair assessment of the future plans and prospects for the club but they are subject to a number of factors, many of which are beyond the control of the Board and the Club. As a result, there can be no assurance that actual results will not differ materially from those described in this document.

Our share offer is exempt from the Financial Services and Markets Act 2000 or subsidiary regulations; this means you have no right of complaint to an ombudsman. A community benefit society is registered with but not authorised by the Financial Services Authority and therefore the money you pay for your shares is not safeguarded by any depositor protection scheme or dispute resolution scheme. As the whole of what you pay could carry a risk, please consider it carefully in the context of the complete share offer document, and if needed seek independent advice.

On the dissolution or insolvency of Wythenshawe AFC Limited the society's assets will be used to repay any creditors in full. If there are still funds remaining after this, holders of the shares will have no financial entitlement beyond payment of outstanding interest approved by the Board and repayment of paid-up share capital. Should the funds not be available to return these investments in full, they will be returned on a pro-rata basis.

A Community Owned Club

As a community owned club Wythenshawe AFC is in the ownership of its community - supporters of Wythenshawe AFC and members of the local community who share our values and ambition and who are interested in the success of the Club. A small subscription fee will be paid annually which will give each person an equal vote.

We aim to encourage those who share our vision and enthusiasm for sport and South Manchester to join the club and help us build a long-standing legacy for the area.

Members' powers

The Club members ultimately own the Club on an equal basis. The Club is run by an elected Board of Directors. Each of the Junior and Senior sections are delegated authority by the Club Board to administer the teams. During the year members will receive updates on how the Club is progressing and at the end of the year there are elections to the Board.

Our club is still largely run by our volunteers and we are always looking for new people to come forward and assist. We have now also employed a Steward, local professional licensee Rachel Greenwood to run the clubhouse and Rachel is supported by a team of enthusiastic bar staff.

The Board

The members of the CBS will elect the Club Board who will be responsible for the overall performance of the Club and will exercise all the powers of the Club apart from those that they may choose to delegate (to individuals or sub groups, such as the management of the facility or Senior or Junior football sections) or are reserved to the members under the Club's rules.

The Governing Board represent and are responsible to, the membership of the Club at all times and will report back to the membership but will need active help from the members to make the Club a success.

Club Board

The Wythenshawe AFC Club Board of Directors includes former players and club volunteers plus others who bring additional outside experience. We believe the current board has the requisite skills and experience to ensure the successful delivery of the project.

Chair and Treasurer: Carl Barratt

Carl has been part of Wythenshawe AFC for 16 years, initially starting as a junior team manager. He has been Junior Section Chair for 9 years and under his leadership, the juniors have expanded from 3 teams to the current 31 teams. Carl became Club Chair in 2019 following the resignation of former Chair Bas Kabbani. He is a wholesale consultant within the fashion industry with well over 25 years' experience of implementing and driving successful sales and marketing strategies. Carl sits on the board of a multi-million pound UK based Fashion brand.

Vice Chair and Commercial Director: Martin Howe

After refereeing football for 18 years, Martin chose to get involved with 'the Ammies' after several visits to Hollyhedge. Martin loves his sport, as well as being Vice Chairman of the Club, he captains a

darts team on a Wednesday night and from April to September umpires in the Cheshire County Cricket League. In 2018, Martin was invited to join the board after running a beer festival that raised valuable money for the club. Martin is a Commercial Finance Broker with a number of contacts, you will see him running around the club doing golden goals, man of the match presentations, generally turning his hand to anything that needs doing.

Facilities Director: Pete Andrews

Retired Engineer- Peter has been associated with Wythenshawe Amateurs since 1993, and was the club's Lancashire FA representative for over 25 years, dealing with administration matters from affiliation requirements to discipline, Peter is responsible for ground development and improvement to facilities he has overseen the project to get the ground ready to meet the grading needed for promotion to the North West Counties Football League.

Facilities Director: Stephen Hall

Steve is a retired HR manager who spent over 30 years in the Brewing industry and has been with the Ammies for 43 years joining as a player in 1977 and serving on the committee in numerous positions, joining the board at its inception at the start of the Hollyhedge project.

Senior Section Director: Ray Gibson

Ray is Senior Section Chair, having spent over 40 years at the club, he has had many roles starting as a player and running teams at all ages from the juniors to the senior sides. He has been the clubs league secretary dealing with both the Manchester and Altrincham leagues for The Gibson family are embedded into the fabric of the club.

Legislation Director: John Cotton

John has been a committee member of Wythenshawe AFC for over 10 years and is Junior Section Secretary along with First Team Secretary.

John, a LLB Bachelor of Law, is a Legal Advisor in the Courts Service and has been in the Court Service for 45 years, Married to Janet and has one daughter Sola.

John responsibility on the board is to ensure the club adheres to all Corporate, Legal and Football legislation.

Junior Section Commercial Director: Neil Owen

Neil has been with Wythenshawe Amateurs for the past 8 years running a junior team for 6 years. Neil became manager of the first all-girls junior team in 2018. He has been a board member for 4 years. Neil is an account manager within the motor industry and has been in the trade for 30 years.

Questions & Answers about the share offer

Why are you doing a Community Share issue? Can't you just get more grants?

There is only so much that any organisation can expect to raise from grants, donations and fundraising. Whilst we could approach lenders, relying on debt finance changes how much money we have to generate to remain sustainable, and puts us on the hook to whoever has lent the money to us.

We think that flies in the face of the kind of club we want to be. The better – and cheaper – option is to fund these developments through support from the people of Wythenshawe and further across South Manchester who believe in what we're trying to do and will benefit from our success.

That makes us accountable to the right people, and, because instead of borrowing money at 7%, we have share investment able to pay 2% return means it's great for the local people who provide that money to us and also cheaper for us. Everyone benefits (apart from the banks).

Can I get a return?

We are legally allowed to pay interest of up to 2% per year above Bank of England clearing bank base at the discretion of the Club Board, who make a decision about the level of interest to pay after considering the long-term interests of Wythenshawe AFC, the need to maintain prudent reserves and the club's legal requirement to provide community benefit.

The Board expect to be able to support annual interest payments in the region of 2% above bank base rates per year from August 2021 onwards which may be paid in the form of vouchers to be redeemed at the club, or in cash on request.

How do I get my money back?

From the start of the 4th financial year after share issue we will be hopefully in position to enable people to start getting their money back, known as 'withdrawing' their investment. Each year when withdrawal will be possible, the Board will recommend to members at the AGM that year the amount of capital they propose to make available for investors to get back. That will be based on the Board's assessment of the long-term interests of Wythenshawe AFC, the need to maintain prudent reserves and the society's primary commitment to community benefit, and will never be greater than 10% of the total value of the shares issued to be redeemed in any financial year.

Investors should note that as we will have matching investment from the Power to Change Booster Fund, we would allocate 50% of the capital to be withdrawn in any given year to Power to Change.

Applications for withdrawal will be invited for one month from the remaining 50%, and these will be paid on a pro-rata basis (ie, if there is £5,000 available for return to investors and we receive applications for £20,000, every applicant will get 25% of their requested investment returned).

Can I get Tax Relief?

This share offer received advance confirmation that investment will be eligible for the government's Social Investment Tax Relief, meaning that investors can reclaim 30% of what they invest against their income tax return in either the tax year the investment is made, or backdated to the previous tax year before the investment was made.

What's more, should they use a capital gain to make the investment, they will reduce the capital gains tax due by 30%, in addition to claiming 30% relief against their income tax, making a total saving of 38% off your total tax due.

So, if you invested £1000 of capital gains, you'd reduce your CGT liability from £280 to £196, and reduce your income tax liability by £300. That together means a net saving of £384.

Even if this investment is eligible, whether or not investors are actually able to claim depends on their personal circumstances and so anyone relying on securing tax relief before committing their funds should seek advice from their accountant or other qualified professional.

Can Shares increase in value?

Shares cannot rise in value, so there will never be a capital gain. They may be reduced in value if our auditors instruct us to do so if they believe that the value of our assets has fallen.

Can I sell my shares?

Only in the event of your death. Outside of that, they cannot be sold, given or transferred to anyone else.

How much of a say do I get as a owner of the club?

No matter how much you invest, you have one vote. It is critical for the ongoing business model of the Club that the whole community takes joint responsibility for the Club and that it is bigger than any individual – no matter how generous they are.

How much will community shares cost?

£1 shares will be issued. The minimum investment will be £100, the maximum is £10,000.

Can anyone buy community shares?

Anyone over the age of 16 can invest. They can be bought individually, or as a group (such as a family) but under joint memberships, the shares are legally registered in the name of one person who is the person we will contact to send annual accounts, interest payments and so on, and it is that person's responsibility to communicate that information to the other members of their group.

Can organisations and businesses subscribe for Community Shares?

Yes. A representative of that organisation will need to become a member of the CBS as nominee for their organisation/business.

Membership

In addition to the money you invest in this community share issue, an annual membership fee will be payable, which is set at a low level to encourage a large, diverse membership – this will initially be £25.

The following points relevant to the community share offer are drawn to your attention:

- In the event that a member fails to renew their annual membership, and they have invested in the share issue, these funds will remain invested in the scheme until a request to withdraw is made in line with the process outlined for members;

- By not renewing your annual membership fee, you may cease to be entitled to member benefits which include your equal voting share in the club.

Share certificates

Everyone who purchases £100 or more Community Shares will receive a community share certificate.

So, what will happen to my money?

When we receive your money for Community Shares, we will send you an acknowledgement within 5 working days.

Your money will be placed into a separate bank account operated by the society and will only be used in the event of the share offer achieving its minimum target.

If we are successful in raising our minimum target or above, we will consider your investment to have been made and will notify you. Your money will then be used in line with the purpose laid out in this offer document.

If we are unsuccessful, all funds will be returned within 30 days of the offer closing unsuccessfully.

Further Information

Further information relating to this share issue is available from the society on request to accounts@wythenshawefc.com. Investors and interested parties can also visit our website where you can find copies of our governing Rules our business plan.