THE RAILWAYMEN SUPPORTERS SOCIETY
COMMUNITY SHARE BROCHURE
OCTOBER 2019

THE RAILWAYMEN SUPPORTERS SOCIETY (SOCIETY REGISTRATION NUMBER 8156) IS REGISTERED IN ENGLAND AND WALES AS AN INDUSTRY AND PROVIDENT SOCIETY WITH THE FINANCIAL SERVICES AUTHORITY.
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OFFER SUMMARY:

The Railwaymen Supporters Society are undertaking a share issue to raise capital to purchase shares in Crewe Alexandra Football Club to ensure supporters voices are heard at the heart of the club.

- Opening date: 18th October 2019
- Closing date: 28th February 2020

*The board of the society may choose to extend the period of the share offer by up to four weeks if they believe that by doing so they increase the chances of reaching the minimum target*

- Minimum target to be raised: £250,000
- Minimum share subscription per person: £250
- Maximum share subscription per person: £25,000
- Maximum share subscription per organisation (which is a not a society): £100,000
- Maximum target to be raised: £1,000,000

THE RAILWAYMEN SUPPORTERS SOCIETY

The Railwaymen Supporters Society Limited is a Community Benefit Society registered on 8th July 2019 under the Co-operative and Community Benefit Societies Act with the Financial Conduct Authority (registration number 8156). The registered address is 137 Wistaston Road, Willaston, Nantwich, Cheshire, CW5 6QS

By subscribing for shares issued by the society in this share offer you will become a member of it thus co-owner of the society and its assets. Our rules and other supporting documents are available on our website: www.railwaymen.co.uk

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 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.

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. Please don’t invest any money you can’t afford to lose.
WHY SHOULD I INVEST?

This is a share issue to bring about a first for Crewe Alexandra FC – the organised voice of supporters involved in the club’s key decision-making forum, the board of Directors, backed by the same supporters owning a piece of the club through a democratic structure.

This will be a new source of pride and energy in our club, bringing back a “feel good factor” to the Alex.

The new ownership model, proposed and enabled by supporters’ investment, will bring more stability by ensuring that there are a number of new shareholders, with no-one holding a majority stake.

We will be a big step closer to realising our ambition to be a club for the whole community – something that the chairman wants, the board wants, the club wants and the supporters want.
WHERE WILL THE MONEY GO?

£250,000 goes towards buying the controlling interest in Crewe Alexandra from Gresty Holdings (Crewe) Limited, along with several other investors. Anything we raise above that, we can invest according to the democratic decisions of our members, be that in the playing budget or in community activities.

WHY IS CREWE’S OWNERSHIP CHANGING NOW?

The current owner has agreed to sell his shareholding to enable the football club to move forward and bring in new blood. Most fans of Crewe Alexandra would, we think, agree that it is time for a change, and that it is better that those shares are sold to Crewe Alexandra supporters with the skills and experience to help the club thrive in future.

WHAT WILL THE NEW CONSORTIUM DO DIFFERENTLY? WHAT WILL THEY PRESERVE?

The other new investors will bring additional financial support, knowledge, skill and commercial experience to help the club achieve higher levels of success, whilst preserving the ethos of a community football club. We’ve been talking to them for some time now, and have been impressed firstly at their vision for the club (which we share) and their willingness to involve us in their plans.

WHAT RIGHTS WILL THE SOCIETY GET IN RETURN?

The society will be a shareholder in the new consortium company. We will effectively own 6.87% of the Football Club, stadium and the car park. We will have a position on the board of the new company and the Football Club, where one director will have one vote, irrespective of how many shares they control.

That gives us parity with all the other members of the consortium and means that our voice is equal with every other Director of the club. Other fans’ groups have been hampered in the past by being one Director and shareholder in a club in which an individual has a majority stake and so they’ve been unable to have much influence, but with this structure, that won’t happen. Our influence will be as good as our ideas are, and as good as the ability of our representative to present them in the boardroom.
WHAT RIGHTS WILL SOCIETY MEMBERS HAVE, AND WHAT BENEFITS WILL THEY RECEIVE?

Members will be welcome to make any suggestions to our board with regards to new or ongoing initiatives that will help us achieve the objectives set out in our Model Rules. These can be found on our website.

In addition;

Anyone Investing £250 will receive:

- Share certificate.
- Founder member pin badge.
- Name on Founder Member Board to be displayed at the club ground.
- Two years membership to the Society.

Anyone investing £1000 or more will receive:

- Share certificate.
- Founder member pin badge.
- Name on Founder Member Board to be displayed at the club ground.
- Exclusive reception for major shareholders.
- Entry into draws for VIP club experiences.
- Reduced entry to Railwaymen Society events.
- Lifetime membership to the Society.
WHAT HAPPENS IF SHAREHOLDERS DECIDE TO INCREASE THEIR INVESTMENT INTO THE CLUB, AND WE CAN’T? CAN WE CONTINUE TO RECEIVE SHARES FOR NEW INVESTMENT WE MAKE AS A SOCIETY?

Any new investment in the club is likely to be funded as a loan from the other consortium members. The society will not be obliged to contribute any further monies, unless the board of the society thought it was appropriate and we had the funds available.

WHAT HAPPENS IF SOMEONE MAKES AN OFFER FOR EVERYONE’S SHARES? CAN CONSORTIUM MEMBERS VETO WHO OTHER CONSORTIUM MEMBERS CAN SELL THEIR SHARES TO?

This will be governed by the rules of the consortium board, but it is likely that it would require approval by 80% of the board for any offer to be accepted.


This matter is already being dealt with by the club’s insurers. The money we raise will only ever be used for purposes that our board considers will be for the benefit of the community.

WHAT IF WE FAIL?

If we fail to raise the £250,000, the supporters won’t be able to buy a stake in the club. We don’t know whether the consortium will then be able to go ahead with the sale, meaning that the uncertainty that has beset the club under current ownership could well continue, which in turn makes it hard to plan for the future.

Even if the consortium succeeds, there will be no democratic representation of the supporters on any board - it could be decades before a chance like this comes along again – we have to seize it now!

If we do fail, then your investment will be returned to you.
ABOUT THE SHARE ISSUE

Your investment will buy you shares in the supporters’ society, and we will then use that money to purchase shares in the club held in the name of the society. You will not own shares in the club directly.

Whilst we’re legally able to pay interest on your investment, we’re unlikely to ever do so because we won’t have regular revenues to pay that interest on your shares, and such money that we do generate will very likely be ploughed back into the football club. We also have the legal power to pay your investment back to you - known as allowing you to withdraw your shares - out of our post-tax profits, but since those are likely to be very small, and so the society board will indefinitely suspend the right of members to make withdrawals.

The only way we’ll ever have any funds to enable people to have their investment returned to them is under these circumstances:

We have a new share offer in the future to raise new funds where we can use some of the new money to enable existing investors to have their money returned to them.

Whilst we envisage our shareholding being a permanent part of the ownership base of the club, there are legal circumstances where the club can be sold and all shareholders receive a fixed price per share, so if we ever were forced by law to relinquish our shareholding, we might get a windfall payment which we would then use to give investors their original investment back.

WHO ARE WE?

The supporters’ organisation pushing this forward is The Railwaymen Supporters Society Limited (TRSS), which was created earlier this year as a Community Benefit Society (CBS), for this purpose. As a CBS, the Supporters Society is legally committed to open and democratic membership. If this goes ahead, any fan that wants to join and have their say can do so – it will be a democratic vehicle for supporters, with an elected board and regular meetings.

The actual team behind TRSS and the community share offer campaign are a group of long-term supporters with a range of skills and experience. They are working purely on a volunteer basis without remuneration. We are receiving advice and assistance from the Football Supporters Association and the Community Shares Company.
WHO RUNS THE SOCIETY?

The steering group who created the Society are the founding Directors, but they will all resign at the first AGM of the society, due to be held by the end of 2019 to enable a board to be elected with the confidence and legitimacy of being democratically elected by all our members. Existing Directors can stand for re-election, as can any member who can be nominated. Voting in elections, like all votes in the Society, is on a one-member, one-vote basis, so regardless of how much you invest, every member is united in their ability to influence what we do.

Whilst the Board are legally empowered by our rules to make decisions on behalf of the Society and its members, members also have the opportunity to set our strategy at our General Meetings. We have one Annual General Meeting each year, but the Board may call more meetings to get members’ views, and 5% of our members may also call a special meeting at any time.
THE FOUNDING BOARD:

Mark Beavan – Chairman
I have been a Crewe supporter for over 50 years. I’m a Chartered Tax Adviser and passionate about the local community.

Linda Flevill – Vice Chairman
I am an Inventory Manager in the pottery industry and have been following the Alex home and away for 30 years. I am also an active Football Supporters’ Association member.

Scott Kynnersley – Secretary
I follow Crewe home and away and help organise unofficial away travel for Sandbach Travelling Alex. I helped organise Neil Baker’s testimonial along with other fundraising activities connected to the club.

Colin Higginson – Treasurer
I have supported Crewe since 1984 when my first game was against Swindon, winning 3-2. I am a qualified accountant, being a partner in an accountancy practice in Congleton.

Tim Tantram – Joint Head of Media & Press
I am a Stafford based Crewe Alex fan and have been following the club for over 20 years. Season ticket holder in the Main Stand, attending games with my wife and 6-year-old son. I am an IT Support Manager.

Tom Kural - Joint Head of Media & Press
I attended my first Crewe game aged 6 and have been an avid supporter since. I am proud to be playing a role that will ensure the club remains part of the community.

David Tomlinson – FSA Rep
I have been watching Crewe Alex home and away for nearly 40 years and you will find me in the Gresty Road end. Also watch England all over the world as part of the FSA Freelions Fan Embassy Team. I am a train driver and trade union representative.

Richard Benson – Campaign Officer
I am a retired Maths teacher and have been an Alex fan since the mid 1970’s. I am treasurer of Stockport Athletic club and was a union rep covering three schools. I live in Stockport where I travel from with my daughter who has been a season ticket holder for 10 years.

Matthew Owen
I am a Transition Manager and lifelong Crewe Alexandra fan, going home and away for the last 30 years. I love visiting new grounds all over the world. Also, an active FSA member.

Ian Affleck – Assistant Secretary
I work locally at Bentley Motors and first attended the Alex with my dad in 1979. I am assistant manager at Faddiley FC where I also enjoyed success as manager.

Co-opted:

David Slack
I am a semi-retired quality auditor have followed the Alex for over 45 years. Ex committee member of both the Supporters’ Association and the CASI. I now help run the badge and programme shop.
QUESTIONS ABOUT THE SHARE ISSUE....

HOW CAN I INVEST?

You can invest by using the application form which is attached to this document.

WHAT IS THE MINIMUM AND MAXIMUM INVESTMENT?

The minimum investment is £250. The maximum is £25,000.

WHO CAN INVEST?

Anyone can invest (but only people aged 16 or above can serve as directors, or vote in meetings).

WHAT HAPPENS IF I DON’T RENEW MY ANNUAL MEMBERSHIP?

As all community shareholders must be ordinary members, the community share offer will include the first two years annual subscription for members purchasing at least 250 community shares. Thereafter, if community shareholders do not renew their membership, the society have the right to cancel that member’s ordinary share registered in that name. This will be decided by the board so as to be fair to every member.

Anyone buying £1,000 or more will receive their annual subscription for life.

CAN ORGANISATIONS AND BUSINESSES SUBSCRIBE FOR COMMUNITY SHARES?

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

CAN PEOPLE CLUB TOGETHER TO BUY SHARES?

Yes, but you’ll have to nominate a member of your group to be the named shareholder in our share register.

WHAT IF THE SOCIETY GOES BUST?

We don’t consider this to be likely, as we have no plans to conduct business which would put us in danger of this. If we ever did become insolvent, the ability of investors to recoup the funds they have invested would depend on firstly the value we (or the appointed insolvency practitioners) could get for the assets of the society and secondly, the value of our debts at that point. The major asset will be our shares in Crewe Alexandra, but we cannot make any guarantees about how much or how little our shareholding would be worth at this point.

In the event of our insolvency or orderly winding-up, the proceeds from the sale of those assets and our cash would firstly pay off all our creditors, and if there were any funds left at that point, would be used to pay back shareholders as much of their investment as they have outstanding as possible on a pro-rata basis.

As we are a society with a statutory asset lock, should there be any surplus after returning funds to investors this would have to be given to another organisation with similar aims and a similar asset lock. This cannot be changed by members and is enforced by law.
WHAT IF THE CLUB WENT INTO ADMINISTRATION OR WORSE?

If the club ever went into administration, we believe we would be unlikely to ever receive the full value, if anything at all, for the value of our shares, as most football club administrations are geared around identifying new owners who can bring new investment into a club to pay down the debts at that point, and so payments to existing shareholders very, very rarely happens.

WHAT HAPPENS IF I DIDN’T GET ALL MY INVESTMENT BACK?

Although we are registered as a society with The Financial Conduct Authority (FCA), the sale of withdrawable shares in the society is not regulated by the FCA. Like many investments, these community shares are at risk and you could lose some or all of the money you invest. Unlike deposits with high street banks, community shares are not covered by the Financial Services Compensation Scheme, nor is there any right of complaint to the Financial Ombudsman Service. If you are considering investing a significant amount then you may wish to seek independent financial advice before doing so.

CAN MY INVESTMENT BE GIFT AIDED?

No, because we aren’t a charity.

CAN I SELL MY SHARES?

No. This investment is in withdrawable share capital which 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 £5000 of investment (any investment above £5000 requires your beneficiary to be explicitly named in your will).

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.

WILL I GET A SHARE CERTIFICATE?

Everyone who invests will receive a community share certificate.

WHAT WILL YOU DO WITH MY PERSONAL DETAILS AND DATA?

Your personal details as submitted on the application form will be held by the society and used in accordance with the provisions of the rules and of the 2014 Co-operative and Community Benefit Societies Act. Only members can inspect the members’ register and view members’ names and addresses (but not how much they have invested) but the society will not share, sell or provide my details to any other individual or organisation and will ensure compliance with the GDPR regulation in accordance with its responsibility as a data controller.

HOW CAN I CONTACT YOU WITH ANY QUESTIONS?

The Railwaymen Supporters Society can be contacted at info@railwaymen.co.uk with any questions that you have.
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