

Sheffield Community
Media Ltd

PIONEER & COMMUNITY SHARE OFFER DOCUMENT



Imagine a TV channel
that **YOU** can be part of...

Invest in Sheffield's local digital TV channel
and support community media in Sheffield

OFFER OPEN: 23 April - 30 June 2014

OFFER SUMMARY



✓ A social investment in community media

✓ Become a co-owner of Sheffield Community Media Ltd

✓ Invest any amount from £100 to £20,000

✓ Option to pay in instalments for those on low income

✓ We aim to pay a modest rate of interest after 3 years

✓ We aim to allow you to “cash in” your shares after 5 years

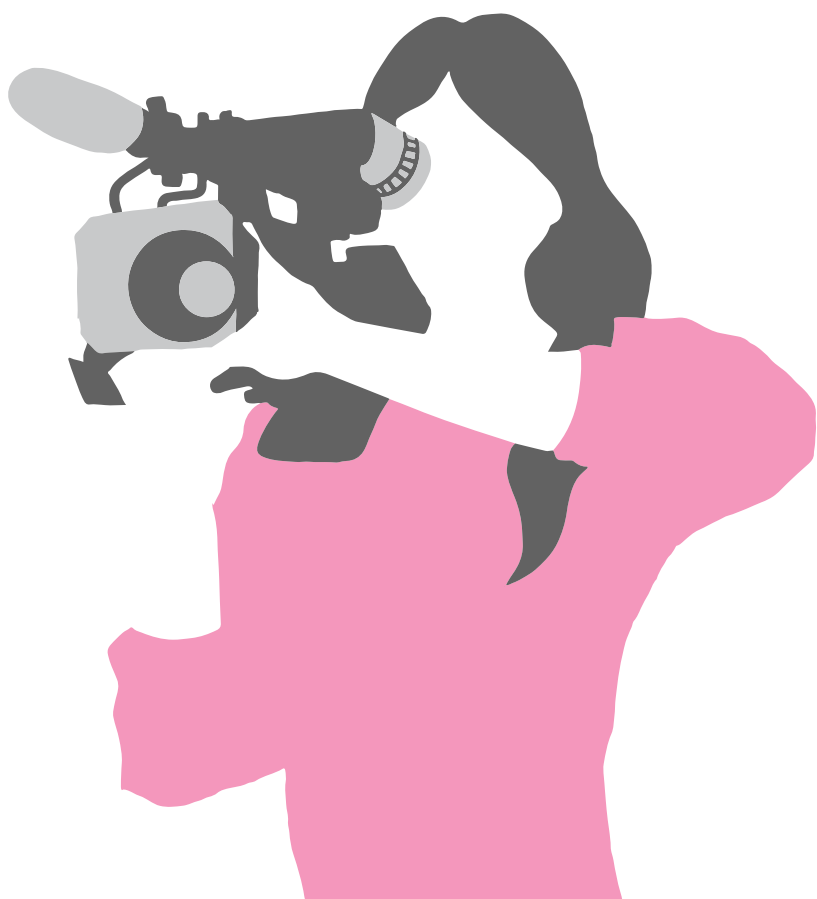
Please see **TERMS OF OFFER** for more details.

Sheffield Community Media Ltd and the Board of Sheffield Community Media Ltd accept responsibility for the information contained in this document. To the best of our knowledge the information contained is in accordance with the facts and contains no omission likely to affect its substance. Prospective investors should read the whole text of this document and should be aware that the intended outcomes of an investment in the Society are speculative and involve significant risk. Prospective investors are advised to read with care the sections of this document headed “Terms of Offer”. This share offer is exempt from the Financial Services and Markets Act 2000 or subsidiary regulations; this means there is no right of complaint to an ombudsman. A society for the benefit of the community is registered with but not authorised by the Financial Conduct Authority. The money paid for shares is not safeguarded by any depositor protection scheme or dispute resolution scheme, so investors may lose some or all of their investment. As the whole of the investment could carry this risk, please consider it carefully in the context of the complete Pioneer and Community Share Offer Document and, if needed, seek independent financial advice.

Sheffield Community Media Ltd is a society for the benefit of the community incorporated under the Industrial and Provident Societies Act 1965. Registered with the Financial Conduct Authority. Registration No: 31727R. Registered address: 15 Paternoster Row, Sheffield, S1 2BX

CONTENTS

Invitation	4
Sheffield Community Media	5
Sheffield Live! TV	6
Our Team and Supporters	8
Advisors to the Offer	9
Business Plan	9
How to Invest	10
Questions and Answers	11
Terms of Offer	12



INVITATION

Imagine a TV channel that covers Sheffield news that matters - events, music, sports and culture - a TV channel that's locally-owned and reflects the interests of Sheffield people and communities; a TV channel that provides a platform for local talent and opportunities for local businesses.

Imagine a TV channel that YOU can be part of.

Sheffield Live TV will be Sheffield's first digital local TV channel - on Freeview, cable and the internet. **Sheffield Live TV** will be part of a new cross-platform media partnership - radio, TV, web and mobile - working with **Sheffield Live 93.2 FM** and a new web and mobile Sheffield news service. **Sheffield Live** is building on our city's history of culture, creativity and innovation.

And YOU can be part of it.

We have a sustainable business model that will create jobs and nurture talent. We'll have income guaranteed from the BBC for our first three years. We'll help local businesses to connect with customers and potential customers through advertising and sponsorship opportunities. And together with other local TV channels we have recruited a national sales agency.

But we need **YOUR** support to make **Sheffield Live TV** happen.

Sheffield Community Media Ltd is a new organisation set up for community benefit. A local media organisation owned by local people to invest in Sheffield's local digital TV channel and to build a new cross-platform media service for Sheffield - on radio, TV, web and mobile.

We would like YOU to become one of its first owners.

This is the **Sheffield Community Media** shares prospectus. It explains how you can get involved in **Sheffield Community Media Ltd** and what, together, we can achieve. Talent, culture, communities, education, sport and local enterprise. Join this exciting new media project - the first of its kind.

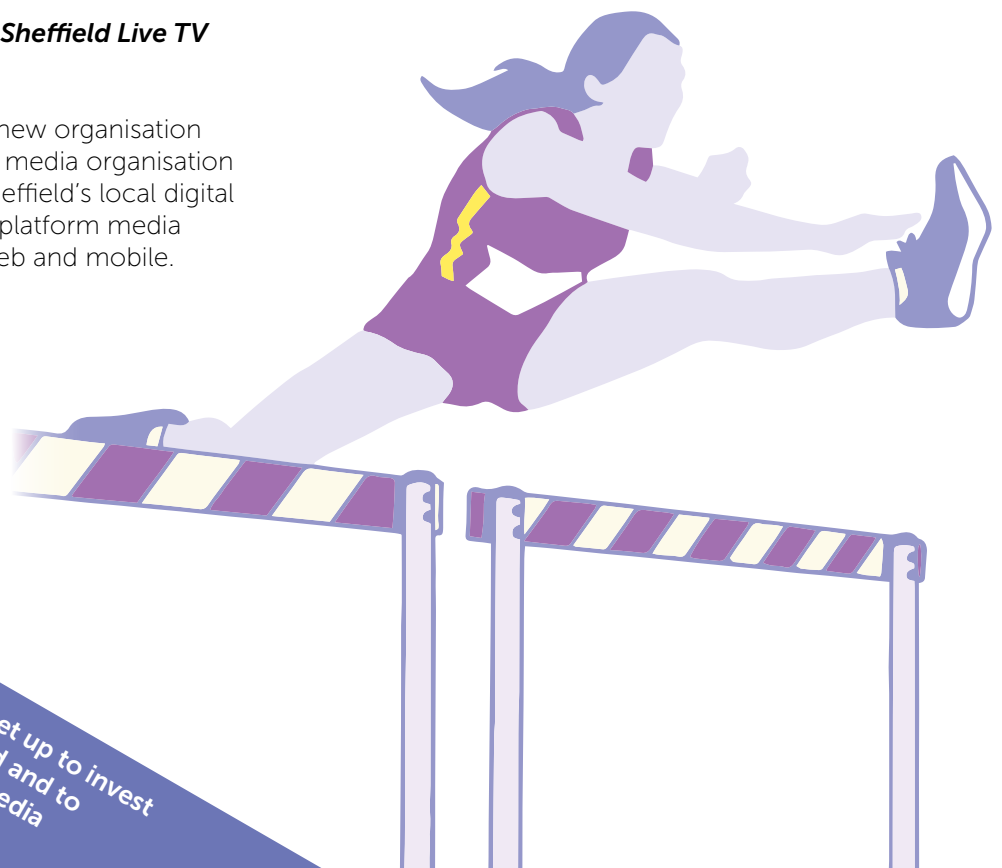
Made in Sheffield, Made by YOU!



Richard Motley, Chair, Sheffield Community Media Ltd



Steve Buckley, Chair, Sheffield Local Television Ltd



Sheffield Community Media Ltd has been set up to invest in the local digital TV channel for Sheffield and to support a new cross-platform community media partnership

SHEFFIELD COMMUNITY MEDIA

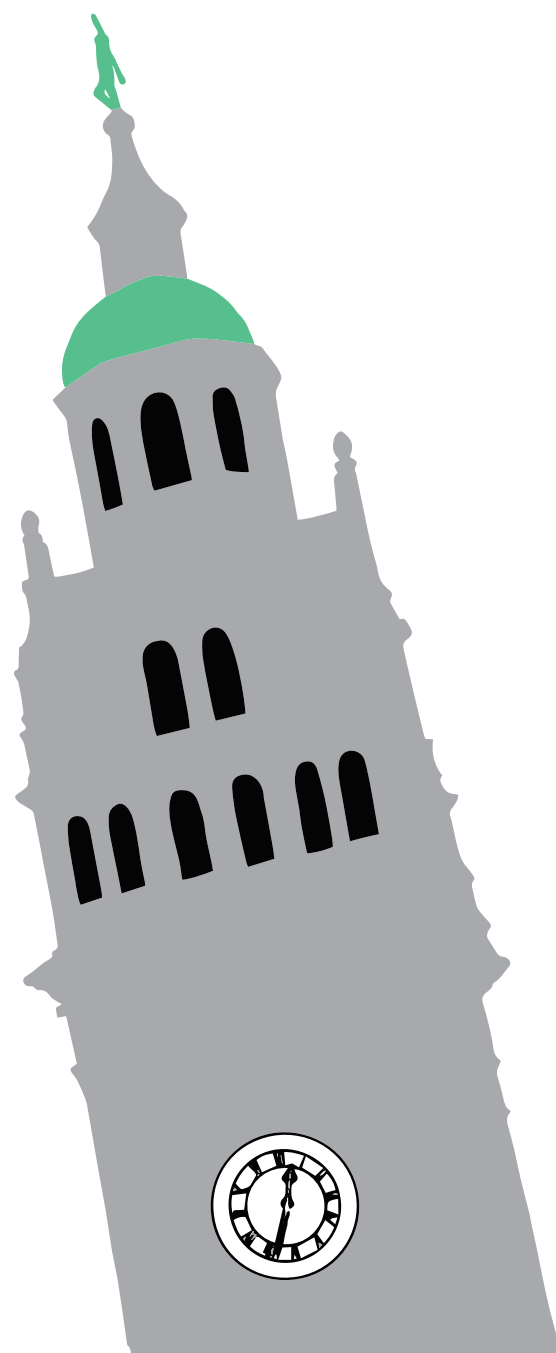
Sheffield Community Media Ltd has been established to support community media development in Sheffield, including the new local digital TV channel that will be launched on Freeview in 2014.

In May 2012, Ofcom, the communications regulator, advertised local digital TV licences for Sheffield and 20 other 'pioneer locations'. **Sheffield Local Television Ltd**, wholly owned by **Sheffield Community Media Ltd**, was the winning applicant for the Sheffield local TV service.

Sheffield Community Media Ltd is a new organisation, registered as a society for the benefit of the community in 2012. It builds on the work of a consortium of Sheffield-based organisations launched in February 2011 and which has been led by **Community Media Solutions Ltd**, a Sheffield-based media development agency, and **Cultural Industries Quarter Agency**, an urban regeneration and economic development agency with a focus on Sheffield's creative and digital industries.

Sheffield Community Media Ltd will work in partnership with **Commedia Sheffield**, which runs local community radio station, **Sheffield Live! 93.2fm**, and the local news and media website **www.sheffieldlive.org**. **Sheffield Live!** has been broadcasting on the internet since 2001 and, in 2006, won the licence to operate Sheffield's first full-time community radio on FM. The licence was recently renewed until 2017. Together we will develop **Sheffield Live!** as the UK's first cross-platform community media service - radio, TV, web and mobile - available anytime, anywhere.

Building on Sheffield's history of culture, creativity and innovation, our goal is to establish a sustainable cross-platform community media service that serves the public interest in local news, information, education and entertainment and encourages local talent and creative expression.



SHEFFIELD LIVE! TV

Our Vision

Our vision for a cross-platform community media service draws on Sheffield's history and culture of creativity and innovation.

In music, art, design and manufacturing Sheffield has authentic stories to tell of a rich and fascinating local heritage, a dynamic current environment full of talent and ambition, and exciting prospects for future development. Our goal is to establish an inclusive and sustainable local media service that shows what is vibrant and distinctive about Sheffield, that meets the public interest in local news and information, and that offers a platform for local opinion and creative expression. **Sheffield Live! TV** will inform, educate and entertain.

Sheffield Live! TV will produce both live and pre-recorded programming, including studio-based chat, discussion and phone-in shows (current affairs, lifestyle, arts, sport, special interest), and music programmes, including live studio sessions and DJs/VJs. It will include live broadcasts and recordings from music and arts venues, festivals and events. It will also include commissioned production (arts, drama and documentary). Original local production will normally be broadcast first at a peak time of day and repeated at other times. It will be diverse in content including a mix of live and pre-recorded formats. It will include music, lifestyle, local talent, arts, sports, outdoors.

Sheffield Live! TV will be supported by a multimedia news operation – radio, TV, web and mobile.

Sheffield Live! TV will carry a daily flagship news programme at 6.30pm as an alternative to the current regional TV news, and will carry at least 6 local news bulletins a day. We will carry live studio-based discussions

which go 'behind the news' with a focus on local opinion and local issues, some with phone-ins or a studio audience, and including culture, politics, sport and community.

"The local television channel will help take the city's creative industries to a new level and play a great part in the city's economic agenda as well as its creative one."

Simon Green, executive director for place at Sheffield City Council

Sheffield Live TV will feature Sheffield's major events such as Tramlines, Cliffhanger, Doc/Fest, Off the Shelf, and MADE: The Entrepreneur Festival. Local news and information will be a core offer. Programming will also target minority interests that are not well catered for by existing services.

Sheffield Live! TV will celebrate Sheffield's rich cultural and industrial heritage, it will contribute to Sheffield's global recognition and its current economic and creative agenda, and it will provide a focus for Sheffield's ambition to be distinctive, successful, inclusive, vibrant and sustainable.

Sheffield Live! TV will provide a platform to showcase local creative and media production, enabling established and emergent media producers to test their ideas, build audience and gain recognition. **Sheffield Live! TV** will work closely, to that end, with independent film and video producers through its links with South Yorkshire Film-makers Network.

Sheffield Live! TV will assist in bringing national and international opportunities to local producers, through networking with other local television channels in the UK and overseas and through partnership with Sheffield International Documentary Film Festival, Doc/Fest.

Programming on **Sheffield Live! TV** will be inclusive of the diversity of Sheffield's communities reflecting and celebrating our rich mix of cultures, and contributing to community cohesion and respect for diversity. It will carry an eclectic range of community-based content engaging volunteer producers and contributors and including programming for minority communities and special

"I'm really looking forward to the launch of Sheffield Live TV. The people of Sheffield have long felt under-represented in local media and this will be a perfect platform to showcase all the great things about Sheffield"

**Dermot Griffiths,
Mercury Taxis**

"It's brilliant for Sheffield College and it's brilliant for Sheffield City"

**Heather MacDonald,
The Sheffield College**



“I think it’s a fantastic opportunity that we’re going to get our own local TV in Sheffield. It’ll enable us to keep our fingers on the pulse of all those local important issues.”

**Jill Davies,
Westfield Health**

interests. While peak time programming will aim to have broad appeal, at other times we will carry programming targeting niche audiences including in languages other than English.

Programming will reflect the diversity of arts, cultural and community

traditions including music, performing

arts, film and exhibitions. **Sheffield Live!**

TV will carry specialist programmes highlighting different music genres and featuring local musicians. It will showcase local filmmaking including shorts, documentaries and features. Current affairs, lifestyle and magazine programming will include productions of broad appeal and others oriented towards particular communities and interests. **Sheffield Live! TV** will be a platform for local and minority sports coverage,

with the latter gaining exposure not generally available on mainstream television. **Sheffield Live! TV** will also carry social action campaigns, normally in short features and promotional spots, for example, on safer neighbourhoods, environmental responsibility, health and wellbeing.

“I’m really excited about the launch of Sheffield Live TV. It’s a fantastic way for us to showcase the expertise and talent right on our doorstep here in Sheffield.”

**Jay Bhayani,
Bhayani Bracewell**

“Sheffield Local Television is an amazing opportunity for the people of Sheffield to do what Sheffield does best - be creative and get inspired. Musically it’s going to be amazing, you’ve got loads of great music programmes on there so I’m excited about that.”

Ed Cosens, Reverend and the Makers



OUR TEAM & SUPPORTERS

Richard Charles Motley (Chair of Sheffield Community Media Ltd and Director of Sheffield Local Television Ltd)

is a leading expert in urban regeneration and economic development with specialist knowledge of the creative and digital industries. He is Managing Director of Cultural Industries Quarter Agency.

Stephen Buckley (Director of Sheffield Community Media Ltd and Chair of Sheffield Local Television Ltd)

is a media development specialist. He is Managing Director of Community Media Solutions Ltd, a Sheffield-based media support agency and he is co-founder and Chair of Commedia Sheffield, which operates community radio station Sheffield Live! 93.2fm.

Paul Gregory (Director of Sheffield Community Media Ltd)

is an audio-visual systems engineer with over 35 years' experience.

Sangita Basudev (Director of Sheffield Local Television Ltd)

is Chief Executive of Commedia Sheffield which operates Sheffield Live! 93.2fm.

Daren Eagles (Director of Sheffield Local Television Ltd)

is Managing Director of Kinematic Media Ltd, a Sheffield-based facilities house.

Robert Speranza (Director of Sheffield Local Television Ltd)

is a film director and Head of Operations for South Yorkshire Film-makers Network.

Jaqui Devereux (Advisor)

is a qualified accountant with experience in the media, charitable and voluntary sectors.

Andrew Moore (Advisor)

is Managing Director of Visualis, a Sheffield based media production company.

Mohammed Nazir (Advisor)

is a Partner with Woskow Brown, one of the leading local firms of solicitors.

Matthew Neale (Advisor)

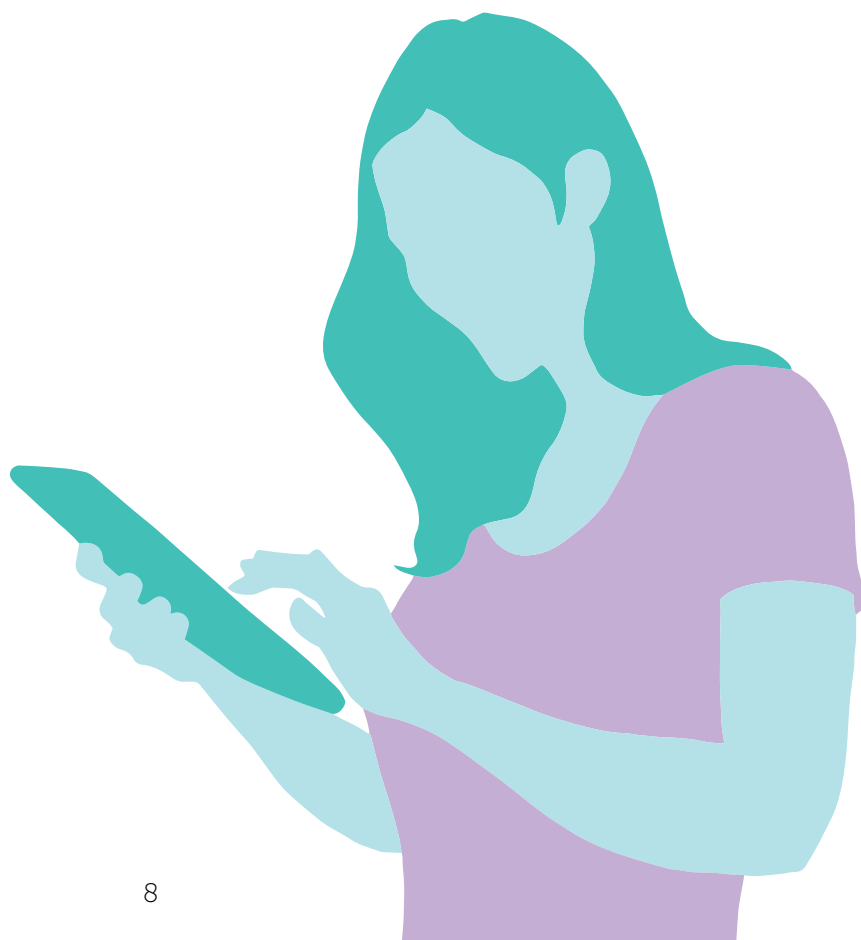
is Head of Media, Journalism and Music at The Sheffield College.

Jamie Veitch (Advisor)

is a Sheffield-based project management and business development consultant.

Organisations who have contributed to the development of Sheffield Community Media Ltd and Sheffield Local Television Ltd include:

Community Media Solutions Ltd, Cultural Industries Quarter Agency, Commedia Sheffield, Kinematic Media Ltd, Sero Consulting, Sheffield Independent Film and Television (SHIFT), South Yorkshire Film-makers Network, Sheffield International Documentary Film Festival, Tramlines Festival, Dearne Media Group, Showroom-Workstation, Visualis, University of Sheffield, Sheffield Hallam University, The Sheffield College and Sheffield City Council.



ADVISORS TO THE OFFER

Wrigleys Solicitors LLP

have provided limited assurance on the legal requirements of the Pioneer and Community Share Offer.

Jaqui Devereux FCCA

has provided advice on the financial forecasts and projections contained in the business plan.



BUSINESS PLAN

The **Sheffield Community Media Ltd** business plan sets out our proposals for the development of a digital local television channel for Sheffield as part of a cross-platform community media offer.

The business plan sets out the programme offer of the TV channel, the production model, based on public access, and an indicative weekly schedule. It describes the extensive consultation and market research that we have conducted into potential audience and business support and it outlines the social, cultural and economic benefits to Sheffield. It sets out our plans for governance and oversight including the legal and membership structure, the board of directors of **Sheffield Community Media Ltd** ("Board") and advisors, the members of the consortium and supporters. It provides an assessment of the main areas of risk and it describes the financial framework, including summary financial projections. The business plan is supported by financial forecasts for the pre-start period and for the first five years of broadcast operations, including income and expenditure, balance sheet projections and cash flow forecasts, accompanied by explanatory notes.

Please note that whilst the financial forecasts and projections contained in the business plan have been prepared on the basis of reasonable assumptions, were fair and were arrived at after careful consideration they act as a guide to the projected or forecasted business plan of **Sheffield Community Media Ltd** only as, given the very nature of forward looking financial information, such forecasts and projections are subject to risks and uncertainties that could cause actual results to differ materially.

The business plan is available online at:
www.sheffieldlive.org/shares



HOW TO INVEST

Minimum investment

The minimum investment is £100. There is a cost to us of administering each investment, so we have set this entry level in order to ensure the efficient use of the funds invested.

Maximum investment

The maximum for the shares which will be issued will be £20,000 per person. We are looking to involve a broad range of investors and the Board may therefore place a lower limit on the amount we will accept from any individual. The nominal value of each share is £1 so you can commit to any amount between 100 and the maximum of 20,000 shares set by the Board. If you are interested in investing more please contact us by writing to shares@sheffieldlive.org.

Applications

Please download our community shares application form at www.sheffieldlive.org/shares - or request a hard copy by calling us on **0114 281 4082** or by writing to shares@sheffieldlive.org.

Pioneer Investors

We welcome Pioneer Investors who wish to volunteer to release some or all of their funds immediately to help us fund our work in the short term towards the launch of **Sheffield Live! TV**. Investors choosing this option would have shares issued immediately and so be exposed to a much higher degree of risk of losing all their money. If you are prepared to consider this option please write to us at shares@sheffieldlive.org or call **0114 281 4082** to request an application form.

Payment plan

For a limited number of investors (other than Pioneer Investors) we will offer a payment plan based on 10 monthly instalments of a minimum of £10 per month. The limit on the number of investors offered a payment plan will be set by the Board. If you wish to request this option please write to us at shares@sheffieldlive.org or call **0114 281 4082** to request an application form.

Level of applications

This offer will not proceed in respect of any shares (other than shares issued to Pioneer Investors) unless subscriptions amounting to our target of £150,000 (including any moneys received from Pioneer Investors) have been received by 5pm on 30 June 2014, or such later date as the Board shall determine (the "Offer Closing Date"). If the level of subscriptions exceeds £150,000 the Board may offer additional shares up to the ceiling of £250,000 (including any moneys received from Pioneer Investors) or such other amount as the Board shall determine to be in the best interests of **Sheffield Community Media Ltd**. If the level of subscriptions for shares does not reach £150,000 the Board may seek to fill the difference with debt finance or will return the subscriptions (less any Pioneer subscriptions) to investors within 28 days of the Offer Closing Date.

Further information

If you are unable to get the information you need online or if you would like to talk to someone about the share offer, please call us on **0114 281 4082** or write to us at shares@sheffieldlive.org.



QUESTIONS & ANSWERS

What are Community Shares?

Community Shares are a form of social investment to raise funds for projects of community benefit. We are not asking for charitable donations. We are asking you to invest in **Sheffield Community Media Ltd** because we want you to support this groundbreaking project. We aim to reward investors with a modest rate of interest and in the future we aim to generate a surplus that will be sufficient to enable us to return money to those investors that wish to withdraw.

How can I be sure my money will be used for community benefit?

Sheffield Community Media Ltd is established as a Community Benefit Society whose community benefit objects are set out in our Rules. If we make a profit it will be used to further our objects, to provide a limited rate of interest to our shareholders or to support other community projects. In the event that the Society is wound up or dissolved and there are assets remaining after all liabilities are satisfied, then these will be transferred to another body with similar objects.

Can I really expect a return on investment?

The Board plans to pay interest on shares after the third year following the share issue provided the community benefit objects are being achieved. The business plan assumes an interest rate of 3% per year after the third year following the share issue but this is subject to financial performance. The actual rate of interest will be determined by the Board. Because this is a social investment, the maximum rate of return is capped at 5%, or 2% above the base lending rate of the Co-operative Bank plc, whichever is the greater.

What are the chances of getting my money back?

This is a social investment and people should only invest what they can afford to be without and should not rely on getting their money back either in interest or withdrawals. The Community Shares will not be traded on a Stock Exchange and cannot generally be transferred. Subject to the Terms of Offer (see below) whether you can withdraw your money will depend on the cash position of **Sheffield Community Media Ltd** at the time and how profitable it has been.

What is the worst that can happen?

There are no guarantees in any line of business. The worst that can happen is you lose all the money invested and receive no interest. The value of Community Shares can fall, and could be lost entirely in the event of the business failing. You will not be liable for any additional money, but you will also have no right to compensation from the Financial Services Compensation Scheme, or recourse to an ombudsman, because Community Shares issued by Community Benefit Societies are not within that scheme.



TERMS OF OFFER

Sheffield Community Media Ltd is issuing 'Community Shares'. The rights of investors buying **Community Shares** in Sheffield Community Media Ltd are those set out in this **Pioneer and Community Shares Offer Document** and in the **Rules of Sheffield Community Media Ltd**. The **Community Shares** on offer are withdrawable shares issued by the **Board** as permitted by these **Terms** and the **Rules** of the **Society**. The **Rules** permit investors to apply to withdraw their shares on three months notice at any time although the **Board** have the right to suspend such withdrawal from time to time. The **Board** has agreed to suspend withdrawal under the **Terms** for a period of five years from the date of issue of shares under this **Pioneer and Community Shares Offer**. The **Board** reserves the right to increase or reduce the period during which withdrawal of shares is suspended. The **Terms** under which the **Community Shares** are offered are as follows:

1. There will be no preferential dividend or other preferential payment rights attached to the share capital. Shares will be issued at a nominal value of £1 on a simple equal rights basis, up to a maximum of £20,000 per investor, with each shareholder member holding one vote regardless of their shareholding. Shares will be issued with a limited rate of return on investment reflecting the not-for-profit nature of the society.
2. The rate of return will be determined by the **Board** from time to time but will at no time exceed 5% per annum or 2% above the Co-operative PLC base lending rate, whichever is the greater.

3. At the sole discretion of the **Board**, shares may be withdrawn. It is the **Board's** current intention that shares will be capable of withdrawal after a period of five years from the closure of the share issue at par value less any reasonable administrative costs, or at a reduced value in the case where:
 - a. the society's auditors certify that the society's liabilities plus the amount of its issued share capital exceed its assets, and
 - b. the **Board** determine to apportion the excess, or part of it, among the investors.

Where there is any such reduction it shall be apportioned in proportion to the nominal value of the shares paid up and held by each investor.

4. The shares are not transferable, except in case of death or bankruptcy (or, in the case where the holder of shares is an unincorporated organisation or partnership, on a change of nominee(s) and only to the new nominee(s)).
5. The **Pioneer and Community Share Offer** will be open until 5pm on 30 June 2014. If, by such time on this date, the offer does not meet its target of £150,000 (including any subscription monies received from **Pioneer Investors**), the **Board** may decide to extend the offer for a further period or fill the difference with debt finance. If not, the offer will be deemed closed in which case subscription monies for shares (other than subscription monies already received from **Pioneer Investors**) will be returned to

investors within 28 days of the offer being deemed closed .

6. In the case of the solvent dissolution or winding up of **Sheffield Community Media Ltd**, 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. Any remaining funds must be used for community benefit.
7. If you wish to cancel your application for shares you should write to the society at **15 Paternoster Row, Sheffield, S1 2BX** within 14 days of submission of the application

The **Rules** of **Sheffield Community Media Ltd** lay out the rights of members and of the **Society** in full and are available at: www.sheffieldlive.org/shares or by post on request.

