

# SEED CO-OPERATIVE

The UK's community owned seed company

OPEN POLLINATED ORGANIC AND BIODYNAMIC SEED

## COMMUNITY SHARE OFFER



“The availability of organic open pollinated seed has been in decline for many years. The Seed Co-operative plans to help reverse this decline and is of particular significance as they aim to combine the established experience of Stormy Hall Seeds with a community of growers in a social enterprise.”

Ben Raskin, Head of Horticulture, Soil Association



Gosberton Bank Nursery  
Gosberton, Spalding, PE11 4PB  
[www.seedcooperative.org.uk](http://www.seedcooperative.org.uk)

# COMMUNITY SHARE OFFER

---

## THE PROSPECTUS

### THE OFFER SUMMARY

#### **For a sustainable food system we need open pollinated seed:**

- It naturally adapts to the environment in which it is grown
- It secures biodiversity within our food crops, an essential ingredient for ecological sustainability
- It is the open source software of food, owned by no-one and everyone
- Open pollinated seed connects the past with the future for a sustainable economy.

#### **Actions we are taking:**

- Purchasing a small farm where we can produce, process, sell and distribute seed.
- Developing a network of seed growers across the UK, to increase the proportion of UK produced open pollinated seed sold in the UK, supplied through our processing hub.
- Sharing the knowledge and skills needed for seed production
- Breeding new varieties of open pollinated seed, and improving existing varieties.

#### **Join us:**

- To see UK farmers producing organic and biodynamic vegetables with UK produced seed that is adapting to our changing environment, resilient for the future
- To demonstrate an alternative ownership model for our food system; in the hands of our community rather than a few global corporations
- To ensure that the open pollinated seeds we have inherited from past generations are passed on to future generations; we need to use them or we lose them.

### WHAT IS THE SEED CO-OPERATIVE ABOUT?

We grow seeds for everyone, and for the health and well being of people and planet. We are a community-owned seed company, and we're not interested in tricky seed biotechnology, or dominating the world's seed supply. Instead, we believe passionately in breeding open pollinated seeds that everyone can grow, everyone can save for the next year, and everyone can afford. All our sustainable futures depend on protecting their genetic biodiversity.

We have been founded as one of the first of a new wave of collaborative and effective, ecologically orientated, seed producers for the UK. We have the expertise and over 20 years growing experience – and the will and determination – to grow better seeds for better food in a natural way that is resilient and safer for all.

Our food system depends on viable, living seeds, capable of reproducing themselves. Sadly, few people realise how threatened the availability of open pollinated seeds is, or the manifold ways in which agri-business has taken ownership of seed production, resulting in the domination of fewer and ever-larger multi-national corporations, and the death of local and small scale producers.

As a Community Benefit Society we need to be financially viable but our main driver is not commercial, it is in providing benefit to the community; our community could be defined as people who eat food! We seek to work with farmers, growers, gardeners, chefs, nutritionists, herbalists, scientists and the whole community of people working towards improving access to healthy food produced on a healthy planet.

Seed Co-operative is entering a new working arrangement with Stormy Hall Seeds. Based at Botton Village in North Yorkshire, and a trading activity of Camphill Village Trust, Stormy Hall Seeds has an established customer base of 3000 commercial growers and gardeners. The mechanised processing, sales and distribution activities of Stormy Hall Seeds are now to be taken on by Seed Co-operative at Gosberton, and expanded over the years. Seeds will continue to be grown at Stormy Hall, and supplied to the Seed Co-operative, and hand processing will be undertaken under contract during the winter, providing activities for those with special needs who are supported by Camphill Village Trust.

## **PURPOSE OF THE SHARE OFFER**

After growing on a 4 acre field of a small organic farm in Laxfield, Suffolk during 2015 we moved to Gosberton Bank Nursery in February 2016. Half way between Spalding and Boston in south Lincolnshire, Gosberton is situated in the middle of an area that is dotted with seed companies. The Grade 1 soil here is ideally suited to vegetable growing and the climate is relatively dry making it easier to harvest seed crops in the autumn than in other parts of the country.

On a total site of 24 acres we are fortunate to have 2½ acres of glasshouses with a rainwater fed reservoir for irrigation. With buildings for seed processing, machinery maintenance and storage, and a size-able house for staff accommodation and offices we have everything we need here to bring our plans to fruition.

Not only does the site provide us the facilities for our own seed production and sales, plant breeding and knowledge sharing activities, it also will allow us to create a hub for processing seed produced by a network of small organic or biodynamic growers around the UK.

Gosberton Bank Nursery was bought using a mix of share capital and short-term loans. This share offer will allow us to pay off the short-term loans used to purchase Gosberton Bank Nursery, and establish our operations here. With the established customer base taken on from Stormy Hall Seeds the share offer will enable us to be self-supporting in the future.

## **BUSINESS PLAN**

We have a comprehensive business plan that can be downloaded from our web site that sets out our plans in detail and gives financial forecasts.

## **CAPITAL REQUIREMENTS AND FUNDRAISING TARGETS**

The total fundraising target for Seed Co-operative over the period of its first two financial years is set at £750,000; this is the period October 2014 to March 2017. This target is to cover the following costs:

## ITEM

£

---

the purchase of Gosberton Bank Nursery	480,000
buildings repairs and upgrade	20,000
capital equipment	110,000
office, administrative and seed sales set-up	20,000
wages and running costs	120,000

---

## TOTAL

750,000



In our 1st financial year we raised £250,000 through grants, donations, a legacy and shares, and so our current target is £500,000.

Since March 2016 we have had a small trading income through seed sales through a web shop and these sales are set to rise markedly through autumn 2016 and spring 2017. We have taken this income into account in our cash flow analysis but this is not included in this fundraising target figure.

## OFFER PERIOD AND TIMETABLE

We formally launch our community share offer on 17 September 2016 at the Biodynamic Association Conference, held at Garden Organic. We hope to have raised our total target by 31 March 2017.

---

## TARGET UPDATE

As of 17 Sept 2016 we have raised £110,150 towards our £500,000 target

---

Our Board of Directors are keeping our progress towards our target under constant review. In the event of not meeting our target by 31 March 2017 we will consider a possible extension to the deadline. If it is considered that the target is unlikely to be reached by September 2017 we will reluctantly consider putting Gosberton Bank Nursery on the market. We are determined to make sure this does not happen, but want to assure all parties that should the unforeseen happen we have made contingency plans in the interest of all concerned. We believe the work undertaken under our ownership will make the property considerably more attractive than when we purchased it, and with the sale we will be able to settle all our debts, and consider our next move. PLEASE help ensure that this sale not necessary by promoting this offer and securing the long-term future of Seed Co-operative, and our work, at Gosberton Bank Nursery.

## INVESTMENT LIMITS

For membership the minimum investment is £100. The maximum investment is £100,000.

## FINANCIAL RETURNS TO SHAREHOLDERS

Dividends are not paid, but the Board of Directors could decide to pay interest on the share value in future. No interest is currently paid; the return on the investment goes back into the business, and thus to the wider community.

## TRACK RECORD

As a relatively new Community Benefit Society, established in October 2014, we have only completed one financial year. Our accounts / audit report and Annual Report are available from our web site. Our board members were all re-elected or re-appointed at our first Annual General Meeting on 3 Sept, and profiles are included in our Annual Report.

## OUR KEY PERSONNEL

**Hans Steenbergen** established, and managed Stormy Hall Seeds at Botton Village in N Yorkshire for 20 years. Over this time Stormy Hall Seeds won an unrivaled reputation for the quality of the seed sold, and has been the biggest producer of organic vegetable, herb and flower seeds in the UK for many years. Hans is providing us with invaluable advice as we take on the seed sales and mechanised processing operations that have previously been undertaken through Stormy Hall Seeds. Hans will also be working with seed growers as we expand our network of growers across the UK.

**David Price** is our Managing Director, living and working at Gosberton Bank Nursery. David has previously undertaken a range of mainly self-employed roles, as a contractor on wildlife sites, project manager and designer on large-scale habitat creation and restoration projects, and Monitor / Expert Adviser for Heritage Lottery Fund. David's role includes Society Secretary, responsible for the administration of the Community Benefit Society, as well as overall responsibility for the operations at Gosberton Bank Nursery.

**Kate Ayre** is our Farm and Home Co-ordinator, living and working at Gosberton Bank Nursery. Kate grew up on a small farm / horticultural unit and has been a keen organic gardener before taking on this role with the Seed Co-operative. Kate's wide ranging role includes growing, particularly plant raising and glasshouse crops, running the web shop, hosting and working with volunteers, and, day-to-day management of the livestock.

**Peter Brown** is Chair of our Board of Directors, and Director of the Biodynamic Association. With previous experience of establishing Tablehurst Farm as a community owned farm with 600 members Peter provides us with inestimable experience and help in raising funds and farm management.



## BACKGROUND INFORMATION

### COMMUNITY BENEFIT SOCIETY; OUR GOVERNING DOCUMENT

Seed Co-operative is a Community Benefit Society, registered with the Financial Conduct Authority under the full name of Biodynamic and Organic Plant Breeding and Seeds Limited (registration number 7013) with a specific set of governing documents or Rules for the society, which can be downloaded from our web site. These Rules set out how the co-operative is to run; identifying the objectives of the society; financial arrangements; membership terms; requirements for meetings and how the Board, with Officers, will be established and operated; dispute resolution; procedures for regulations; application of profits; asset lock; amalgamation or conversions; dissolution; and administrative matters.

### HOW OUR RULES ARE APPLIED

Within our rules the Board of Directors can vary and determine a number of factors. The Board of Directors have set out below the details of our arrangements, to clarify how the rules are currently applied:

- Minimum number of shares for membership (para 22). The minimum number of shares required for membership is 100, maximum number of shares that can be held is 100,000. Each member is entitled to one vote regardless of number of shares held.
- Withdrawal of share capital. The ability to withdraw share capital (return your shares and withdraw the value) is suspended (para 27d) until September 2020, whilst we establish our new venture.
- Subscriptions. No subscriptions are currently charged.
- Application of profits (para 95). Profits will be applied to the continuation and development of the Community Benefit Society, or for making payment for social or community purposes within the community of interest served by the Community Benefit Society, and not currently in paying interest on issued share capital.

Any changes to these will be notified to all shareholders with immediate effect and this notice on the website will be updated.

## FINANCIAL RISK

It is only fair that we make it clear that anyone buying community shares could lose some or all of the money they invest, without the protection of the government's Financial Services Compensation Scheme, and without recourse to the Financial Ombudsman Service.

## SHARE CAPITAL

Our shares cannot be traded on a stock exchange. They are what are technically known as 'withdrawable shares'; the only way to withdraw your money is to sell your shares back to the society. Three months notice has to be given of the intention to withdraw share capital, and Board members may have the right to refuse requests for withdrawal. The value of shares does not change, although there is provision within the Rules to reduce the value of shares should our Auditor and Board agree it is necessary due to the aggregate of the Society's liabilities plus the amount of its issued share capital exceeding the asset value. Full details are in para 31 of the Rules. (Please note the ability to withdraw share capital is suspended until September 2020.

## DEMOCRATIC RIGHTS

Membership entitles active participation through general meetings on the basis of one member one vote, regardless of the number of shares held.

## ELIGIBILITY FOR MEMBERSHIP

People wishing to join need to:

- Be a minimum of 16 years old
- Support the objectives of the Society
- Have their application approved by the Board of Directors

Corporate bodies wishing to join need to:

- Appoint a representative by resolution of their governing body, who will act on behalf of the corporate body, and notify the Society of their choice in writing
- Have their application approved by the Board of Directors

## BENEFITS OF MEMBERSHIP

Buying shares to become a member enables you to get involved and influence the future of the Seed Co-operative. This includes participation in general meetings and taking an active interest in the operation and development of the Community Benefit Society. Other benefits of being a share owning member include:

- active engagement with the Seed Co-operative, casting votes at AGM's and receiving annual reports
- you can be part of a network of seed producers
- the chance to take part in trials and breeding programmes
- first hand access to information on breeding programmes and variety trials
- first access to newly developed varieties.

**“Open pollinated seed is essential to a sustainable food system. The Seed Co-operative provides a community based solution from which growers and the whole food supply chain will be able to benefit.”**

**Shane Holland, Board Chair, Slow Food UK**

# SEED CO-OPERATIVE

## COMMUNITY SHARE OFFER

### APPLICATION FORM

I would like to apply to purchase shares in Biodynamic and Organic Plant Breeding and Seeds Limited, Community Benefit Society no 7013. Shares are £1 each. A minimum of 100 are required for membership.

First name .....

Surname .....

Address .....

Post code .....

Telephone .....

Email .....

I would like to apply for ..... £1 shares

Bank details:

Triodos Bank; sort code 16-58-10; account number 20576153. Cheques payable to:  
Seed Co-operative

I have made my payment by:  cheque  online payment

I will make my payment by:  cheque  online payment

Signed: ..... Dated: .....

Please send this form to the address below



### SEED CO-OPERATIVE

Gosberton Bank Nursery, Gosberton, Spalding, PE11 4PB  
www.seedcooperative.org.uk  
secretary@seedcooperative.org.uk  
Tel: 01775 840592



Biodynamic and Organic Plant Breeding and Seeds Limited, trading as Seed Co-operative  
Registered under the Co-operative and Community Benefit Societies Act 2014 as a  
Community Benefit Society, registration number 7013.