

Settle Area Swimming Pool



Community Loan Offer – Debt Investment Loan Prospectus

Spring 2022

Community Loan Offer – Debt Investment

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Foreword

Settle Area Swimming Pool has been in operation since 1974 when it was built by local subscription responding to concerns about the need for children to learn to swim. It has operated since then as a charity managed by trustees and sustained by strong local fundraising and support.

It has served the local community well: thousands of children have learned to swim here; we have trained rookie lifeguards; hosted clubs such as the Stingrays, Silver Swimmers, and the Disabled Swimmers; but most important we continue to provide the opportunity for healthy water-based exercise for all ages and abilities.

However, after more than 40 years continuous use, by the mid-2010s it was clear the building needed a substantial revamp.

We looked at a number of options: a complete rebuild that would cost millions was out of our reach; just making the minimal repairs necessary would store up problems for the future; and so, we decided to retain the pool itself, which is estimated to have a further 35 years or more useful life but to add a new multi-use dry space; modernise the changing rooms and create a larger and more welcoming entrance and viewing area.

Thanks to the foresight of our predecessors, who recognised that their fund raising must not stop with the building of the pool, the pool trustees and the associated Friends of Settle Swimming Pool have, over the years, built up substantial reserves ready for the time when redevelopment was needed.

By working together with Sport England, Craven District Council, and North Yorkshire County Council we have been able to secure major grants and additional loans and grants from other funding bodies. To complete the current work, which began in September 2021, and to ensure the long-term future of the pool we need to continue our local fund-raising efforts.

On the night of November 26, Storm Arwen caused substantial damage across the North of England. Settle Pool was among the buildings affected. A section of the roof was severely damaged, and it became necessary to close the pool, which we had hoped to keep open for most of the redevelopment work. An insurance claim was made, and agreement has now been reached with our insurers to meet both the cost of damage and loss of business. As a result of this unforeseen event, we have been able to make some positive changes to the design – such as the installation of solar panels on the new roof.

We are grateful to local people and organisations for their continuing support through regular donations. As a result of the government's extension of the Social Investment Tax Relief Scheme until 2023 we are now able to offer an opportunity for our supporters to make loans to us for a three-year period, on which they can claim tax relief, offering real financial benefits to yourself as well as the pool.

The purpose of this prospectus is to provide background information for anyone considering making an unsecured loan to Settle Area Swimming Pool to support the re-development project and explain how it is being financed to provide potential lenders with the information they need before committing funds.

Pat Taylor

Chair of Trustees

Community Loan Offer – Debt Investment

You are invited to invest in Settle Area Swimming Pool for the benefit of our community.

Why do we need to borrow from our community?

Settle Area Swimming Pool has already successfully raised the £891,000 needed to build the new facility. The loan offer is the last piece in the jigsaw, providing us with working capital as the new development becomes established. By lending us money:

- It will benefit the charity by providing less expensive borrowing than other options
- It will benefit the community by allowing us to reinvest our resources in our activities
- And it will benefit you

By borrowing from our own community, and by being eligible for the Social Investment Tax Relief, we can enable individual supporters to share in our success.

The development of the Health and Well-being Hub started in September 2021 and is supported by a wide variety of organisations. However, the pandemic placed considerable strain on our reserves as the pool was closed for several months during 2020 and 2021.

We are seeking to raise £100,000 of working capital to sustain the pool over a 3-year period whilst the Health and Well-being Hub gets established and becomes financially sustainable.

The purpose of this document is to explain to supporters of the Settle Area Swimming Pool the benefits of making a loan to the pool and the tax advantages for the individual lender available through the government's Social Investment Tax Relief Scheme.

Social Investment Tax Relief (SITR) was introduced by the government in 2014 to encourage investment into social enterprises, charities and community businesses that are committed to achieving a high impact social mission. The scheme was extended in 2021 until 2023 and we have received assurance from HMRC that Settle Area Swimming Pool is eligible to participate in the scheme.

SITR offers tax advantages to individual investors who lend to social enterprises, charities, or community organisations. It drives down the cost of capital for the social enterprise that needs funding, and at the same time reduces the risk for investors, as they receive a 30% return up front through the tax relief. These loans are not secured but the tax relief means that returns are potentially far greater than could be achieved through most other forms of deposit.

Who is leading the project?

In 2017 Settle Area Swimming Pool became a Charitable Incorporated Organisation and is governed by a board of trustees who have a legal responsibility for the management of the charity and its resources. They are held to account by the membership although the trustees individually or collectively are not liable for any debts incurred by the pool.

The Trustees of Settle Area Swimming Pool (SASP) are a group of local residents elected by the membership to deliver the aims of the charity; the present trustees are shown in Appendix B.

Between us we have a broad range of relevant experience in areas including business start-up, community development, social research, financial management, project management, retailing, property management, research, and rural businesses. We are all volunteers and are supported by many others in the community who have helped us

The trustees consider they have developed a credible and realistic development plan which will ensure a long-term sustainable future for the swimming pool and so give potential investors confidence that the plans are deliverable.

About the pool

Our Charitable Objective

'To promote for the benefit of the inhabitants of Settle 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'.

Our Mission

Helping our community lead active, fun, and sociable lives by working with partners to provide a local health and wellbeing hub that people love.

Current and Future Facilities

SASP runs an indoor heated swimming pool which is 20m x 7m with a varying water depth of 0.9m graduating to a maximum depth of 2m, it is in the picturesque town of Settle, in the Yorkshire Dales National Park. Alongside the pool, SASP operates a charity shop in Settle which raises additional funding to support the annual running costs. In partnership with the pool, a separate charity 'The Friends of Settle Pool' organises fund raising and other event to support swimming in North Craven. This charity is currently being closed and the funds transferred to the CIO.

To deliver our mission going forward, SASP have agreed plans to upgrade the pool and upgrade the facilities from summer 2022 by creating:

- Improved access to the 20m x 7m Swimming Pool,
- Multi-purpose Health & Wellbeing Studio,
- Reception with Catering facilities,
- Meeting Room and event space,
- Increased capacity Village style Changing Rooms.

Programme and Activity Development

The target date for completion of the proposed capital works is summer 2022 and following completion of the extension an initial programme of activities is planned. We anticipate the new facility will be a local focus for the community.

Impact of Storm Arwen, November 2021

Storm Arwen caused considerable damage to the pool roof and necessitated the closure of the pool, which we had hoped to keep open on a limited basis throughout the redevelopment work. The damage and loss of business income is covered by insurance. Consequently, it is our intention to reopen the whole facility at the same time in July/August when the new development and the replacement roof are completed.

For more information about current activities and progress on the development see our website

<https://www.settleswimmingpool.co.uk>

Health and Well-being Hub Capital Costs

We have worked with our partners over the last 2 years to deliver our vision for the future. In 2020, SASP secured funding from Sport England's Community Asset Fund to provide additional capital to build the extension and new changing rooms for the swimming pool. In 2021, following the granting of planning permission, Craven District Council agreed to provide additional funding and working capital to support the development.

The capital costs for the scheme are summarised in table 1.

Table 1 – Capital Costs

Building	816,000
Fees and other costs	<u>75,000</u>
Total	<u>891,000</u>

The capital costs total of £891,000 excludes VAT which can only be partially recovered.

The construction cost is being financed by a combination of reserves, grant and loan funding which has already been secured, as illustrated in Table 2.

Table 2 – Capital Funding

Grants	
Sport England - Community Asset Fund	125000
Friends of Settle Pool	153000
Craven District Council	150000
Bernard Sunley Foundation	10000
Power for Change	30000
Tarmac Landfill	<u>50000</u>
	518000
Loans	
Craven District Council	135000
KeyFund	<u>120000</u>
	255000
SASP Reserves	<u>118000</u>
<u>Total</u>	<u>891,000</u>

SASP has cash reserves generated from trading activities and has a policy of maintaining a minimum level of £46k in line with charity commission guidelines.

Financial Overview

The detailed financial implications for our proposed changes to services were developed for the Sport England business case in 2020 and this was updated for Craven District Council in 2021. Both organisations were satisfied with the financial projections and the ability of SASP to service the loans; further details are provided in Appendix A – Financial Model.

The health and wellbeing building extension to the pool which will increase the opportunities available for local people to become mentally and physically fitter and provide a long-term sustainable solution for the building rather than reliance on the charity shop income, as at present.

The proposed delivery method assumed in our business plan is that front line services will be delivered as now through our dedicated staff and volunteers. However we will also explore several innovative partnerships and collaborations, some of these will be managed under formal service level agreements however we will also adopt a more flexible approach to partnerships in the delivery of programmes and services in the future. The financial implications for SASP are provided in the Sport England Business Plan.

Community Loan Offer – Questions and Answers

You are invited to invest in Settle Area Swimming Pool for the benefit of our community however, you may be concerned that the money will be used for the purposes intended.

Is the business viable?

All the evidence suggests that it will be. We have prepared a business plan with advice from Sport England and Craven District Council with detailed financial information and reasoning behind our income forecasts.

How does the loan offer work?

We are a Charitable Incorporated Organisation which is a legal form that allows us to trade, borrow, and enter contracts.

In 2021 the Chancellor extended the availability of Social Investment Tax Relief for charities until 2023. This has given us a new focus to improve our short-term reserves to support the capital development. Settle Area Swimming Pool is now launching a Loan Scheme for Individual and the loans are structured to qualify for Social Investment Tax Relief (SITR). This means that subject to your own personal circumstances individuals that loan money to the charity for a minimum of 3 years can claim back 30% of their investment from their income tax liability for the year in which the investment is made.

The aim is to raise a minimum of £100,000 from this scheme. The debt investment will be offered to investors as follows:

- A minimum investment of £1,000
- A maximum individual investment of £50,000
- An optional annual interest rate payment of 2%
- Full repayment of capital invested after 3 years – 2024 (whether, or not, you opt to take the optional 2%)

Settle Area Swimming Pool will pay interest on the loan at 2% annually but investors can choose not to take the interest if they believe that the personal tax benefits are sufficient. Settle Area Swimming Pool are inviting individuals to lend money to the charity to assist this development and help contribute to the long-term sustainability of the pool for the benefit of future generations.

Tax benefits for investors

As Settle Area Swimming Pool CIO is a social business and investors are eligible for Social Investment Tax Relief. The Trustees have obtained advance assurance from HMRC that lenders will be eligible for tax relief at 30% of their investment under SITR; see Appendix D.

The scheme applies to the first £150,000 of investment and this is above our target level. The Trustees will issue each eligible investor with the appropriate form to enable them to claim tax relief. It is the responsibility of each prospective investor to make their own enquiries as to their eligibility for this tax relief.

Individuals making an eligible investment before 2023 can deduct 30% of the cost of their investment from their income tax liability for the tax year.

- The minimum period of investment is 3 years.
- Your ability to claim SISR will be down to your own personal circumstances and Settle Area Swimming Pool cannot comment on your eligibility

Further information about SISR is available at

<https://www.gov.uk/government/publications/social-investment-tax-relief-factsheet>

How does the scheme work in practice?

For example, if you are an eligible taxpayer and invest £10,000 on 31 December 2021:

- You will receive a tax refund from HMRC of 30% - £3,000
- Over 3 years you will accumulate 2% compound interest - £612
- In January 2024 your loan will be repaid, including interest - £10,612

Your total return over 3 years on your £10,000 investment is £3,612.

What other loans does SASP have?

SASP has obtained the following unsecured loans to support the development:

- Covid Bounce Back Loan (COOP Bank) £50k @ 2.5% 10 Years
- Key Fund Loan £120k @ 3.95% 10 Years
- Craven District Council Loan £135k @ 6.0% 4 Years

The quarterly repayment of capital and interest is c£14k and this cost is affordable and factored into our financial model.

Is my investment at risk?

The Trustees accept responsibility for the information contained in this document. To the best of our knowledge, we have taken all reasonable care to ensure that such is the case and the information contained in this document is in accordance with the facts and contains no omission likely to affect its substance.

This document contains some forward-looking statements that are subject to certain risks and uncertainties. Prospective investors should read the whole text of this document and should be aware that the intended outcomes of an investment in the organisation is not guaranteed and could involve the loss of capital.

Our 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. Our Charity is not authorised by the Financial Conduct Authority and therefore the money you lend to the organisation is not safeguarded by any depositor protection scheme or dispute resolution scheme. As the whole of your investment could carry a risk, please consider it carefully in the context of this offer document, and in view of the potential risks you may wish to take independent advice.

How do you apply?

We are offering two tranches of community loans to allow people to take advantage of applying in the tax year which most closely reflects your personal circumstances. However, the total amount we will borrow over the two tranches will not exceed £100,000.

To benefit from this opportunity, you simply need to fill in the attached Application Form.

- For any questions or clarifications contact the secretary – ianorton5@gmail.com
- You can offer between a minimum of £1,000 and a maximum of £50,000.
- Applications must be received by the launch date – 1 April or 1 September 2022
- The loan will be repaid to you, the lender, in full when it falls due after 3 years from the date the debt investment scheme is launched.

You need to be aware that Settle Area Swimming Pool is not taking money on deposit. The loan is not regulated nor guaranteed by the government.

Financial Implications and Resources

1. The Business Plan uses the base operating position and we have applied the new service model both from an income and expenditure perspective. This represents the net cost of the business going forward.
2. Table A below provides the five-year financial plan for the Health and Well-being Hub with the following assumptions having been used in its development:
 - The financial plan covers five years which considers the initial year operation before the pool closure in June 2021 and opening of the new facilities in 2022 (swimming pool changing and extension with multi-purpose studio and larger flexible café area).
 - All prices are at 1st April 2020, and no inflation is used in the model.
 - Building and equipment lifecycle costs will be ringfenced by the charity for future reinvestment.

Table A - Summary of Five-Year Projected Operating Position

All £	Settle SP Base Position 19/20	Year 1	Year 2	Year 3	Year 4	Year 5
Total Income	176,964	182,788	192,468	290,486	290,486	290,486
Total Expenditure	239,676	241,536	235,544	271,405	271,405	271,405
Net Operator Cost before Charity Shop Income	(62,712)	(58,748)	(43,076)	19,081	19,081	19,081

3. Overall, Year 1 of the business plan provides a similar position to the current operation with a loss of circa £59,000 on pool-based trading activities before support from the Charity Shop. This deficit decreases to circa £43,000 in Year 2 as the new facilities begin to operate from 2022 onwards (6 months of operation).
4. By Year 3, the facility is projected to be trading at a sustainable level without support from the Charity Shop trading income, generating a circa £19,000 surplus.

Charity Shop and Depreciation

5. The current charity shop is important to supporting the finances at the Centre, currently providing a circa £63,000 surplus towards the operation once rent has been considered.
6. In terms of depreciation, the Charity have identified a need to include notional depreciation of £55,000 per annum from Year 3 onwards for the facilities.

7. To be prudent we have assumed this level of income has remained for the five years of operation and Table B below outlines the impact of this income on the P&L.

Table B – Summary of the Financial Plan including the Charity Shop

All £	Settle SP Base Position 19/20	Year 1	Year 2	Year 3	Year 4	Year 5
Total Income	176,964	182,788	192,468	290,486	290,486	290,486
Total Expenditure	239,676	237,381	233,467	271,405	271,405	271,405
Net Operator Cost before Charity Shop Income	(62,712)	(54,593)	(40,999)	19,081	19,081	19,081
<i>Charity Shop</i>						
Retail	72,380	72,380	72,380	72,380	72,380	72,380
Rent	(9,333)	(9,333)	(9,333)	(9,333)	(9,333)	(9,333)
Net Operator Cost after Charity Shop Income	334	8,453	22,048	82,127	82,127	82,127
Depreciation		-	-	(55,000)	(55,000)	(55,000)
Net Operator Position	334	8,453	22,048	27,127	27,127	27,127

8. Year 1 produces a small surplus of circa £8,000, but this increases to a surplus in Year 2 of circa £22,000 before increasing further to circa £27,000 per annum from Year 3 onwards as the depreciation is also considered.
9. The projected surplus is sufficient to service the loans and generate funds to repay the debt investment at the end of the 3-year loan period.

Use of the Centre

10. Table C provides a breakdown of the proposed users for the centre over the five-year period.

Table C – Annual Use Projections

USAGE	Base Position	Year 1	Year 2	Year 3	Year 4	Year 5
Health and Fitness Studios	0	0	6,098	12,026	12,026	12,026
Swimming	0	50,167	36,049	51,391	51,391	51,391
Special Events and Meetings	0	0	1,950	3,900	3,900	3,900
Total Visits	0	50,167	45,347	69,817	69,817	69,817

11. The development is projected to increase use by over 19,000 visits per annum.

Summary

12. The business plan has been fully evaluated and reflects the proposed management of the Swimming Pool and proposed Health Hub extension and village changing room improvements to March 2025.

Appendix B

Details of the Trustees of Settle Area Swimming Pool as of November 2021

Name	Address	DOB
Robert Iain Crossley	The Old Manor House, Clapham, Lancaster, LA2 8EH	23.12.55
Patricia Anne Taylor	20 Albert Hill, Settle BD24 9HE	15.5.48
Katharine Anne Galloway	Foxdale, 8, Park Avenue, Hellifield, Skipton, BD23 4EZ	13.4.51
George Ian James Orton	35 Kings Mill Lane, Settle, BD24 9FD	29.11.47
Rosemary Sanderson	35 Kings Mill Lane, Settle, BD24 9FD	19.10.57
Bryan David Atkinson	1 East View, Hellifield, Skipton, BD23 4EU	8.11.79
Christopher Hirst	Illingworths Barn, Greenhead Lane, Settle, BD24 9HG	19.11.58
Michael John Smith	12 The Green, Settle, BD24 9HL	06.11.48
Robert Anthony Brown	11 Pye Busk Close, Bentham, LA2 8AT	17.10.72
Kathleen Mason	Rowan Crest, 1 Falcon Close, Settle, BD24 9AZ	22.10.43
Colin Coleman	Craven Ridge House, Craven Ridge Lane, Giggleswick, BD24 0DY	20.4.46

Settle Area Swimming Pool CIO - Loan Agreement

THIS LOAN AGREEMENT (this “Agreement”) dated this 1st day of March 2022 BETWEEN:
[.....] (the “Lender”)

OF THE FIRST PART

AND

Settle Area Swimming Pool CIO of Kendal Road, Giggleswick, Giggleswick, Settle BD24 0BU (the “Borrower”)

OF THE SECOND PART

IN CONSIDERATION OF the Lender loaning certain monies (the “Loan”) to the Borrower, and the Borrower repaying the Loan to the Lender, both parties agree to keep, perform, and fulfil the promises and conditions set out in this Agreement:

Loan Amount & Interest

1. The Lender promises to loan £00,000.00 GBP to the Borrower and the Borrower promises to repay this principal amount to the Lender, with interest payable on the unpaid principal at the rate of 0.00 per cent fixed rate, calculated in advance over a 3-year period from the date (xxx agreed). The loan is unsecured.

Payment

2. Interest will be paid monthly on the fourteenth day of each month in the sum of £0.00 per month on the first day of each month commencing on March 1st, 2022 and continuing until March 1st, 2025.
3. From March 1st, 2025, the principal then owing under this Agreement will be paid in twelve equal consecutive monthly instalments of principal only on the first day each month until February 1st, 2025.

Subordination in a Winding Up

4. The Lender agrees that in the event of a winding up of the Borrower (and insofar as the law allows) the Loan is postponed and subordinated in right of payment to the debts of any other creditor of the Borrower save for any other debt in respect of which the lender shall have claimed Social Investment Tax Relief under part 5B of the Income Tax Act 2007 and any other unsecured debentures of the Borrower which rank equally. The Lender shall not take any steps to seek repayment of the Loan or to enforce this agreement as against the Borrower in contravention of this clause 5.

Governing Law

5. This Agreement will be construed in accordance with and governed by the laws

of England.

Costs

6. All costs, expenses and expenditures including, without limitation, the complete legal costs incurred by enforcing this Agreement as a result of any default by the Borrower, will be added to the principal then outstanding and will immediately be paid by the Borrower.

Binding Effect

7. This Agreement will pass to the benefit of and be binding upon the respective heirs, executors, administrators, successors and permitted assigns of the Borrower and Lender. The Borrower waives presentment for payment, notice of no payment, protest, and notice of protest.

Amendments

8. This Agreement may only be amended or modified by a written instrument executed by both the Borrower and the Lender.

Severability

9. The clauses and paragraphs contained in this Agreement are intended to be read and construed independently of each other. If any term, covenant, condition or provision of this Agreement is held by a court of competent jurisdiction to be invalid, void, or unenforceable, it is the parties' intent that such provision be reduced in scope by the court only to the extent deemed necessary by that court to render the provision reasonable and enforceable and the remainder of the provisions of this Agreement will in no way be affected, impaired, or invalidated as a result.

General Provisions

10. Headings are inserted for the convenience of the parties only and are not to be considered when interpreting this Agreement. Words in the singular mean and include the plural and vice versa. Words in the masculine mean and include the feminine and vice versa.

Entire Agreement

11. This Agreement constitutes the entire agreement between the parties and there are no further items or provisions, either oral or otherwise.

12. The Borrower acknowledges that it has received the principal sum from the Lender on the date the agreement is made.

SIGNED, SEALED AND DELIVERED

WITNESS - address:	WITNESS - address:
Settle Area Swimming Pool CIO per:	(SEAL)

Settle Area Swimming Pool CIO – Advance Clearance



Our Ref WMBC/IGR/56590 00793/VCRT
Your Ref

Request for advance assurance – Settle Area Swimming Pool CIO

Dear Sir/Madam

Thank you for your correspondence dated 25 June 2021. You have asked for us to give you an assurance based on your application.

Social Investment Tax Relief (SITR)

We believe we will be able to authorise the Social Enterprise to issue compliance certificates under Section 257PC (1) of the Income Tax Act (ITA) 2007.

This is based on the information in your application. These certificates would relate to the debt investment you issue.

We give this assurance based on the legislation which is in place on the date of this letter.

If the legislation changes and takes effect on or before the date which the shares or debt investment are issued, the assurance we have given may not continue to apply.

We can't guarantee that any particular subscriber will get relief under the scheme. For more information about this, go to www.gov.uk and search 'tax relief for investors'.

2.2 What happens next

Once your shares have been issued, you must complete and send us a compliance statement.

Please note, you must obtain the latest version of the compliance statement from our website, old versions are no longer accepted.

Go to **gov.uk** and enter Sitr in the search option. Select the first result and read the section 'How to apply'

Please read the instructions on the form carefully and make sure you send it to us within the time limits.

****Select one of the following 2 options about state aid:**


The proposed investment(s) would be made under Section 257MNC ITA 2007 and constitute de minimis State aid within the meaning of Article 3 of Commission Regulations (EC) No 1407/2013

For more information on State aid go **www.gov.uk** and search 'state-aid'.

Please note that you will only receive this email copy. You will not receive a copy by post or pdf.

Yours faithfully

Venture Capital Reliefs Team
HM Revenue and Customs

 HM Revenue & Customs	Venture Capital Reliefs Team Wealthy/Mid-sized Business Compliance HM Revenue and Customs BX9 1BN Email: enterprisecentre@hmrc.gov.uk
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Community Loan Offer – Debt Investment Application Form

Tranche 1: Launch Date: 1 April 2022

Opening date for applications: 1 March 2022
Closing date for applications: 31 March 2022

Tranche 2: Launch Date: 1 September 2022

Opening date for applications: 1 May 2022
Closing date for applications: 31 August 2022

I would like to be considered to make a loan to the Settle Area Swimming Pool CIO – please indicate which Tranche you prefer.

Name:

Address:

.....Postcode:

Email:

Telephone:

Your contact details will only be used to communicate with you on Settle Area Swimming Pool matters. We will not pass your details on to third parties.

☐ I wish to make a loan to the value of £..... (min. £1,000 max. £50,000).

☐ I enclose a cheque made payable to Settle Area Swimming Pool or will make a bank transfer.

☐ I intend to apply for Social Investment Tax Relief.

☐ I confirm that I have read and understood the Community Loan Offer Document.

☐ I confirm that I am over 18 years of age.

Signature

**Please return to: Rosie Sanderson, Treasurer, Settle Area Swimming Pool CIO, 35
Kings Mill Lane, BD24 9FD - treasurer@settlewimmingpool.co.uk**