



## Corporate law and economic fundamentals

<b>Foundation</b>	<p>Established on September 5, 2019 (date of the articles of association),</p> <p>In addition to the establishment of an entrepreneurial limited liability company as a non-profit, public-benefit purposes corporate entity (gUG), an unincorporated association "Accountable Now Association" was established. The purpose of the association is to exercise the rights of participation of INGO - International NGO - Accountability Charter gUG.</p> <p>The takeover of the business activity of the predecessor company "International NGO Charter of Accountability Ltd." took place on the date of September 21, 2019 and the start of its own business activity, independent of the International Civil Society Centre gGmbH, on the date of January 1, 2020.</p>
<b>Company name</b>	INGO - International NGO - Accountability Charter gUG (Accountable Now)
<b>Company location</b>	c/o Machwerk in der Alten Münze, Am Krögel 2, 10179 Berlin
<b>Articles of association</b>	The Articles of Association / Memorandum to the Articles of Association in its currently valid version are dated September 5, 2019
<b>Commercial register</b>	Commercial register B (HRB), register number 212396, responsible local court Berlin-Charlottenburg



### Subject of the company

The purpose of Accountable Now is the advancement of science and research (according to sec. 52 para. 2 no. 1 German Fiscal Code), the advancement of upbringing, adult education and vocational training including assistance for students (according to sec. 52 para. 2 no. 7 German Fiscal Code), as well as the procurement and forwarding of funds for the promotion of domestic and foreign corporations that pursue one or more of the aforementioned purposes and use the funds exclusively and promptly for these purposes (sponsoring body pursuant to sec. 58 No. 1 German Fiscal Code). The purposes are realized in detail by: The promotion of science and research (sec. 52 para. 2 no. 1 German Fiscal Code) through the development and promotion of the introduction of accountability and transparency standards for charities, non-governmental organizations, and other organizations in the field of international development aid, humanitarian aid, environmental protection, anti-corruption and related areas (the "Accountability Commitments"). The development and enhancement of systems for monitoring compliance with the "Accountability Commitments" and for dealing with non-compliance with the same; the development and further development of systems for measuring, monitoring and accountability concerning the quality and effect ("impact") of the activities of the participating organizations. In doing so, the results obtained are promptly communicated to the public.

The advancement of upbringing, adult education and vocational training (according to sec. 52 para. 2 no. 7 German Fiscal Code) will be served by educating the public in the areas of accountability, transparency and impact ("impact") of the above-mentioned organizations. Furthermore, through education and training of the executives and staff of these organizations, in particular by conducting workshops, trainings, seminars and conferences as well as by organizing and accompanying events and discussions for the elaboration of relevant topics, for international exchange and for the promotion of mutual learning for staff and executives of the above-mentioned organizations as well as relevant partner organizations.

The indirect promotion of these public-benefit purposes (as aforementioned according to sec. 52 (2) Nos. 1 and 7 in conjunction with sec. 58 No. 1 German Fiscal Code) by raising funds for other non-profit corporations or corporations under public law. For this purpose, the Company cooperates with other private and governmental organizations and institutions.



<b>Financial year</b>	January 1, 2021 to December 31, 2021 (calendar year)
<b>Minimum capital</b>	EUR 1.00
<b>Capital structure</b>	<p>The share in the Accountable Now's share capital amounting to EUR 1.00 is held by the shareholder Accountable Now Association, Berlin (Board of Trustees)</p> <p>In addition to the minimum capital of a gUG in the amount of EUR 1.00, allocations to statutory reserves in the amount of EUR 21,298.24 were made in the fiscal year from the provisional net profit for the year. A reserve for other funds which has not to be used in a timely manner in accordance with sec. 62 (3) German Fiscal Code was made from the remaining transfer of bank balances in the amount of EUR 111,146.03</p> <p>From the previous year 2020 a net profit of EUR 54,346.97, of which EUR 21,298.24 was transferred to the statutory reserve and EUR 40,760.23 was carried forward. From the transfer of the assets and activities of the predecessor company in the UK EUR 111,146.03 was transferred to the reserve for other funds which has not to be used in a timely manner according to sec. 62 (3) German Fiscal Code.</p>
<b>Size of the company</b>	The Company is a micro-corporation within the meaning of sec. 267a German Commercial Code.
<b>Managing director</b>	Ms. Moreno Lopez, Rocio, born October 9, 1977, Berlin (Executive Director) was appointed as Managing Director with sole power of representation.



**Shareholders/Board of Trustees** The shareholder is the Accountable Now Association, Berlin.

With the establishment of the UG with date of September 5, 2019, the following members were appointed as members of the Board of Accountable Now Association, Berlin:

- (1) Pia Christina Stavås Meier, Lidingö, Sweden
- (2) Olivier Michel Guth, Saint Jean du Gard, France

As of January 22, 2021, the following members were appointed as members of the Board of Accountalbe Now Association, Berlin:

- (1) Colm Tomás Ó Cuanacháin, St. Albans, United Kingdom (Chairman and Member of Amnesty International)
- (2) Amy Mill Taylor, Johannesburg, South Africa (Vice Chair and member of Civicus).
- (3) Olivier Michel Guth, Saint Jean du Gard, France (Treasurer and member of ADRA)
- (4) Jo Thompson, Mittagong, Australia (independent)
- (5) Alex Sardar, Montreal, Canada and Arlington, USA (independent)
- (6) Betty Su-Chiou Ho, Taichung, Taiwan
- (7) Dumiso Gatsha, Gaborone, Botswana (member of Taiwan Fund for Children and Families)
- (8) Oscar Mushivochi, Nairobi, Kenya (Member of CBM)
- (9) Megan Colnar, New York, USA (independent)

**Board/Committees** Finance and Risk Committee consisting of three members of the Board of Trustees.

Independent Panel Review Member Working Group as an independent review panel with eight members, chaired by Chilufya Chileshe, Lusaka, Zambia

**Proposal for the appropriation of profit** The management will propose to the shareholders' meeting in June 2022, that the preliminary net income for the year reported as of December 31, 2021, amounting to EUR 54,346.97

- (1) to allocate EUR 21,298.24 to the statutory reserve according to sec. 5a GmbHG and
- (2) to carry forward the remaining retained profits in the amount EUR 33,048.73.



**Resolution from the previous year** In addition, at the shareholders' meeting in June 2022

- (1) the annual financial statements as of December 31, 2020, prepared by the management, will be presented and adopted; and
- (2) a resolution is proposed to distribute from the retained earnings reported as of December 31, 2020 EUR 7,711.50 to the statutory reserve according to sec. 5a (3) GmbHG, and to carry forward the remaining retained profits in the amount EUR 13,574.83.

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### Corporate agreements of particular importance

Enter into Grant Agreement with **Restless Development** "UK Aid Connect Co-Creation Phase Grant Agreement" dated September 21, 2018, amended July 5, 2019, with an original contract end date of April 30, 2019 for funding for the project "Civil Society Unleashed: A Model for Youth & Community Driven Change" by the funder "UK Department for International Development (DfID)" effective with incorporation as of November 21, 2019, subsequently concluded on December 10, 2020 as novation deed.

- Extension Grant Agreement of the project, dated August 5, 2019, covering the project period from August 1, 2019 to October 31, 2022 (with a funding allocation of GBP 105,501)

Enter into the Grant Agreement with the funder Swedish International Development Cooperation Agency (SIDA), Stockholm, Sweden, dated April 17, 2015, for the funding of the project "**Global Standard for CSO Accountability**", formerly closed with International Civil Society Centre gGmbH, Berlin (Project Phase I until 2019), effective with incorporation as of November 21, 2019, subsequently concluded on December 10, 2020 as novation deed.

- Second extension of the project (Extension Phase 2019/2020), dated August 21, 2019, covering the period from July 1, 2019 to September 30, 2020 (with a funding allocation of EUR 150,160) and (cost-neutral) extension of the duration of the project to ensure activities for two additional months (original end date September 30, 2020, new end date November 30, 2020); and
- Third Extension Phase of the Sida Program Legitimate and Impactful Civil Society dated January 20, 2021, for the period January 1, 2021, to December 31, 2021 (with a funding allocation of EUR 132,015.40).

Agreement on transfer of assets of the transferor company to the transferee company, effective with incorporation as of November 21, 2019, subsequently concluded on December 10, 2020:

- on a cash donation in the amount of the bank balance with the account-keeping entity, International Civil Society Centre gGmbH,
- on the donation of the operating and office equipment (six computers) to the Acquiring Company.

Assignment of intellectual property rights of International NGO Charter of Accountability Ltd. in favor of gUG over the brand name "GLOBAL



STANDARD FOR CSO ACCOUNTABILITY" and entry into the IP address assignment agreement, effective with incorporation as of November 21, 2019, subsequently concluded on December 10, 2020 as novation deed.

Service agreement with International Civil Society Centre gGmbH, Berlin dated December 19, 2019 for the period from January 1, 2020 to December 31, 2020, terminated on September 29, 2020; for provision of technical support and services, of printers and catering service; as a follow-up agreement to the Service and Cooperation agreement with International Civil Society Centre gGmbH, Berlin, and the transferor company ("Service and Cooperation Contract dated February 23/27, 2017 for the hosting of the operation of Accountable Now's business with administrative management (including acquiring of new members, development of the Global Standard, preparation of the budget and annual plan, financial accounting, etc.).

Outsourcing, tax advisory and consulting agreement with SCHLARMANN von GEYSO Rechtsanwälte Steuerberater Wirtschaftsprüfer Partnerschaft mbB, Hamburg dated December 4, 2019 regarding:

- the provision of tax consulting services in accordance with the StBerG, especially the preparation of tax returns
- the outsourcing of financial accounting and payroll accounting, in particular the preparation of annual financial statements in accordance with the provisions of the German Commercial Code, taking into account the standards of the Institute of Public Auditors in Germany, using the DATEV accounting system.
- the transmission of annual financial statement figures to the Federal Gazette in accordance with sec. 325 German Commercial Code.
- other consulting services (inter alia, in relation to negotiating loan agreements with credit institutions, economic consulting and acting as an expert in the fields of economic management within the meaning of sec. 2 (3) No. 1 and No. 2 German Law Regulating the Profession of Wirtschaftsprüfer).

Sublease agreement with International Civil Society Centre GmbH, Berlin, dated December 19, 2019, for the period from January 1, 2020 to December 31, 2020, terminated on September 29, 2020

Sublease agreement, commencing January 1, 2021, dated October 5, 2020, for six permanent workstations in the office space ("MACHWERK") Alte Münze Berlin with the landlord GoVolunteer e.V., Berlin; for the



provision of tables, chairs, coffee, office supplies and cleaning services, as well as for the shared use of the co-working space and meeting rooms.

Consulting agreement with Nelly Elisa Lopez Alvarado as Accountable Now Program Manager for the coordination of the Global Standard Program of the transition periods of the second to the third project phase Global Standard from July 15 until December 31, 2019 (with close of contract on June 20, 2019), from January 1 until October 15, 2020 (with close of contract on January 1, 2020), extended until December 31, 2020 (amendment effective October 30, 2020).

#### Affiliated and associated companies

The sponsor for the Global Standard for CSO Accountability is the Swedish International Development Cooperation Agency (SIDA). For "The Global Standard for CSO Accountability", Accountable Now holds the Global Standard Secretariat, an initiative of nine civil society accountability networks from around the world who promote activities aiming to strengthen the effectiveness of Civil Society Organisations („CSOs“) worldwide by developing a common standard for CSO accountability.

Global Standard Partners are:

- (1) Australian Council for International Development
- (2) Balkan Civil Society Development Network
- (3) Cooperation Committee for Cambodia (CCC)
- (4) Development Network of Indigenous Voluntary Associations (DENIVA)
- (5) InterAction (as largest alliance of international NGOs and partners in the United States)
- (6) International Civil Society Centre gGmbH, Berlin
- (7) Rendir Cuentas (federation of the Colombian Confederation of NGOs (CCONG) and the Network of NGOs for Transparency (ONGxT) in Colombia and the Institute for Communication and Development (ICD) of Uruguay and CIVICUS (World Alliance for Citizen Participation)
- (8) Vani India
- (9) Viwango (certified organization for CSOs in Kenya).

The International Civil Society Centre gGmbH is also a cooperation partner and service provider for Accountable Now.





Member organisation:

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| (1) Accountability Lab   | (2) ActionAid International                            |
| (3) ADRA (Adventist Development and Relief Agency International) | (4) Amnesty International                              |
| (5) Article 19 Mission   | (6) CARE International Secretariat                     |
| (7) ChildFund Alliance Secretariat                               | (8) ChildFund Australia                                |
| (9) ChildFund New Zealand*                                       | (10) ChildFund International*                          |
| (11) CBM International   | (12) CIVICUS   |
| (13)* Educo  | (14) Greenpeace International                          |
| (15) MIO-ECSDE   | (16) Oxfam International                               |
| (17) Plan International  | (18) Restless Development                              |
| (19) Sightsavers International                                   | (20) SOS Children's Villages International Secretariat |
| (21) Taiwan Fund for Children and Families                       | (22) TECHO   |
| (23) Terre des Hommes International Federation                   | (24) Transparency International                        |
| (25) World Vision International                                  | (26) World Young Women's Christian Association         |

Accountable Now members commit to demonstrating their organization's accountability practices through our reporting process. By reporting annually on our 12 accountability commitments, Accountable Now and the independent review panel assess whether members are meeting these commitments and provide insight into an organization's accountability practices.

Other project partners

- (1) Social Value International (SVI)
- (2) International Aid Transparency Initiative (IATI)
- (3) Bond as a UK network for organizations working in international development.



#### Fiscal aspects

The Company exclusively and directly pursues charitable (i.e., public-benefit) purposes within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code.

According to its articles of association dated September 5, 2019, the corporation (UG) serve public-benefit purposes of the advancement of science and research as defined by sec. 52 (2) sentence 1 no. 1 German Fiscal Code as well as the advancement of upbringing, adult education and vocational training as defined by sec. 52 (2) sentence 1 no. 7 German Fiscal Code.

In a notice dated March 3, 2020 issued in accordance with Section 60 (1) German Fiscal Code, the Berlin Tax Office (Finanzamt für Körperschaften Berlin) determined compliance with the requirements of the Articles of Association pursuant to Sec.'s 51, 59, 60 and 61 German Fiscal Code, which is subject to the verification of the actual requirements for tax relief by July 31, 2021 or until the tax return is submitted by the responsible tax advisor.

There was no external tax audit in the financial year. There is no fiscal unity (for sales tax, trade tax and corporate income tax purposes).

#### Status and change in number of employees

Number of employees 7 employees, of which one employee was on maternity leave since October 2021, additionally one worked only until the end of August 2021