



Memorandum of Understanding

Between

Inaudaya Ltd. (trading as FieldWorks, referred to as the '**Company**'), represented by
Federico Motka and Christiano Man (referred to as '**Co-founders**')

and

FieldWorks Member Organisations

(local civil society organisations represented on the FieldWorks platform, referred to as
'Members')

and

FieldWorks Partner Organisations

(funders and service providers engaged on the FieldWorks platform, referred to as
'Partners')

and

Investors

(hereby collectively referred to as '**Shareholders**')

WHEREAS, the Company is limited by shares with standard articles of association provided by Companies House; and

WHEREAS, the Co-founders herein desire to enter into a Memorandum of Understanding publicly setting forth their commitment to the social mission and values upon which the Company was founded;

NOW, THEREFORE, it is hereby agreed by and between the Co-founders to enter into this Memorandum of Understanding (MoU) as a commitment to the Company's Members, Partners and Shareholders of the following Purposes and Social Mission of Inaudaya Ltd. registered with Companies House in London, United Kingdom under Company number **10340355**.

Purposes

The goals of the Company are to promote the success of the Company for the benefit of its Members as a whole and, through its business and operations, to have a materially positive impact on society and the environment.

The Company and its Co-founders set the following goals, to be achieved by 2020 in the most practical manner possible:

1. Distribute no less than 30% of our post-tax profits directly to our Member organisations, and prioritise the re-investment of the remaining profits into the Company, our Staff and the pursuit of innovative solutions that advance the Company's vision and mission;
2. Ensure that one-third of our board of directors are selected from, and represent, our Member community;
3. Give our Members, according eligibility criteria to be established, the opportunity to secure a legal share in the Company;
4. Ensure that in the event the Company winds up, Members are paid in priority from any sale of assets;
5. Give our Members and Partners registered on the FieldWorks platform control and ownership rights of their data in technologically feasible ways;
6. Adhere to the vision, mission, values and purpose of the Company, including in particular to being:
 - a. Non-discriminatory;
 - b. Apolitical; and
 - c. Non-proselytizing.
7. Change the Company's articles of association such that they reflect these commitments.

In return we ask of our Members, Partners, and Shareholders to:

- A. Work, above all, collectively and collaboratively in the pursuit of the reduction of inequality around the world
- B. Hold the Company collectively to account via their representation channels;
- C. Help build and maintain a strong and trusted network of dedicated Members and Partners;
- D. Commit to the continuous improvement of their abilities and infrastructure to deliver on their missions;
- E. Work with the Company towards the reduction of inefficiencies in the grant partnerships;
- F. Work with the Company towards developing and implementing a fair and independent social accountability system; and
- G. Protect the trust of the network and the Members and Partners within it.

Social Mission

The Company seeks to achieve social impact in three areas:

1. **Empower local community organisations:** Our holistic approach tackles the challenges limiting local non-profits and helps them to maximise their impact by shifting the narrative of engagement towards mission-driven support, to stabilise funding fluctuations, allow for operational investments, and give Member organisations the ability to adopt long-term strategies;
2. **Reduce inefficiencies that dilute funding capital:** Our tools and services reduce the significant inefficiencies that both grant-making and grantee partners experience in seeking and forming trust-based relationships. Addressing the imbalance of power in these relationships will allow for operational efficiencies that lead to greater social impact overall;
3. **Share locally-led social innovations:** In a sector where the availability of publicly available data is scarce, knowledge is siloed and benefits only a tiny proportion of actors and stakeholders. Our open ecosystem model captures the knowledge and experiences of diverse actors and creates tangible opportunities for collaboration amongst Members and Partners.


Duration

This MoU is at-will and may be modified by mutual consent of the Co-founders. This MoU shall become effective upon signature by the Co-founders and will remain in effect until modified or terminated by any one of the Co-founders by mutual consent.

General

Members, Partners and Shareholders may sign onto the commitments and principles of this MoU at any time via their accounts on the FieldWorks platform.

We, the undersigned have read and agree with this MoU.



(Co-founder signature)

Christiano Man

Date: [London, 05 July 2018](#)



(Co-founder signature)

Federico Motka

Date: [London, 05 July 2018](#)