Legal Structuring Trainer

Request for Proposal

1 INTRODUCTION

1.1 CONTEXT

Accelerating Impact Finance Luxembourg SARL-SIS (hereafter referred to as "**Accelerating Impact**" or the "**Company**") seeks to advance impact finance by empowering the impact finance leaders of tomorrow, and does this through the implementation of its accelerator programmes, the International Climate Finance Accelerator (the "**ICFA**") and the International Social Finance Accelerator (the "**ISFA**"). Both accelerators are unique multi-year programmes that support emerging fund managers who specialise in impact finance, thereby increasing the number of impact finance funds and the assets invested in impact. Accelerating Impact fund managers receive access to a range of technical and financial support, including trainings on a wide range of topics.

1.2 OBJECTIVE

Accelerating Impact is currently requesting proposals from training providers to deliver a highly practical, applied training module for our emerging impact fund managers, focusing on the legal, regulatory, governance, and commercial implications of different structures.

The training should equip fund managers with the knowledge and tools to:

- Understand the legal building blocks of institutional investment funds and the roles of the fund vehicle, general partner, management company, investment manager, and other key entities;
- Evaluate alternative fund structures and domiciles based on investor requirements, investment strategy, taxation, regulatory considerations, and operational efficiency;
- Understand the advantages and limitations of common fund vehicles used in Luxembourg and other major jurisdictions;
- Select an appropriate legal structure aligned with the fund's strategy, target investors, fundraising ambitions, and long-term growth plans;
- Understand the key legal agreements underpinning institutional funds, including Limited Partnership Agreements (LPAs), subscription agreements, side letters, management agreements, advisory agreements, and service provider contracts;

- Understand institutional governance requirements, including investment committees, conflicts of interest, fiduciary duties, key-person provisions, advisory committees, valuation governance, and decision-making processes;
- Recognise the legal and commercial implications of fund economics, including management fees, carried interest, GP commitments, waterfall structures, recycling provisions, and expense allocations;
- Understand regulatory considerations relevant to fund managers, including licensing requirements, marketing rules, anti-money laundering (AML), know-your-customer (KYC), sanctions, beneficial ownership, and data protection;
- Understand how legal structuring interacts with fundraising, including institutional LP expectations, DFI requirements, tax considerations, and cross-border fundraising.
- Identify common legal pitfalls encountered by first-time fund managers and implement practical governance and documentation practices that enhance institutional credibility.
- Engage effectively with legal counsel and service providers by understanding key legal concepts, asking the right questions, and making informed structuring decisions throughout the fund formation process.

The training should be grounded in real-world application, using practical tools, case studies, and hands-on exercises relevant to early-stage fund managers primarily (but not exclusively) operating in developing and emerging markets. It should support managers in taking action with imperfect information, provide templates or reference tools, and address common pitfalls in Legal Structuring for small and early-stage funds.

2 Scope of Work

The selected provider will be expected to:

1. Design and deliver a training module between one and three hours (to be determined based on the trainer's proposal) that will be recorded and made available on Accelerating Impact's Knowledge Hub, including :
    - An engaging presentation with practical examples
    - Use comparative case studies, applying a fund lifecycle approach with examples of LP expectations, negotiation points, and common legal mistakes
    - Breakout case studies (optional)
    - Supplementary materials (slides, tools, checklists, reading list)
2. Cover the following core topics (non-exhaustive):
    - Fund structuring fundamentals: Legal entities, roles, and institutional fund architecture
    - Fund domiciles: Comparing jurisdictions, vehicles, and structuring considerations

- Fund governance: Committees, fiduciary duties, conflicts, and decision-making
- Core legal documentation: LPAs, side letters, subscriptions, and management agreements
- Fund economics: Fees, carry, waterfalls, and GP commitments
- Regulatory compliance: Licensing, AML/KYC, sanctions, and marketing rules
- Institutional fundraising: Legal structuring for LP and DFI requirements
- Cross-border considerations: Tax, regulatory, and operational structuring implications
- Common legal pitfalls: Avoiding structuring, governance, and documentation mistakes

3. Provide practical tools/templates, this may be in the form of the following or in any other format as proposed by the trainer:
    - A framework to compare domiciles and legal structures against fundraising objectives
    - A checklist of core legal documents and formation milestones
    - Relevant resources and databases
4. Tailor examples and delivery to early-stage fund managers with:
    - Limited internal resources
    - Diverse sectoral and geographic portfolios
    - Need to report to multiple stakeholders

3 Expected Deliverables

The selected trainer will be required to travel to Luxembourg to record the training session, and the recording equipment, staff, and editing will all be handled by Accelerating Impact. In addition, the trainer is expected to deliver:

- A summary slide deck for participants
- A curated list of tools, templates, and resources

4 Profiles of Qualified Application Reviewers

The selected trainer (individual or team) should demonstrate a strong combination of technical expertise, practical experience, and training ability. Specifically, the ideal profile includes:

Essential Qualifications

- Demonstrated expertise in private investment fund structuring and formation

- Extensive experience advising institutional private equity or venture capital funds
- Strong knowledge of cross-border fund domiciles and legal vehicles
- Proven experience drafting and negotiating institutional fund documentation
- Familiarity with regulatory requirements affecting investment fund managers
- Experience delivering training or capacity-building for investment professionals
- Familiarity with emerging market contexts, especially cross-border fundraising, limited resources, evolving regulatory environments, DFI requirements

Preferred Qualifications

- Experience supporting early-stage or small fund managers, particularly those working in impact investing or blended finance
- Expertise across multiple fund domiciles (e.g. Luxembourg, Mauritius, Singapore, etc)
- Experience supporting fundraising from EU and global DFIs and institutional LPs
- Familiarity with ESG and sustainability considerations in fund structuring
- Ability to translate technical content into clear, actionable steps for non-specialist audiences
- Prior delivery of interactive, adult-learning-based training, including group work and hands-on exercises

Language and Delivery Skills

- Excellent communication skills in English (verbal and written)
- Comfort facilitating virtual sessions and with video recording
- Ability to create and share training materials, tools, and templates that participants can use beyond the session

5 TIMELINE

- RfP Launch Date: 29 July 2026
- Deadline for Proposals: 14 August 2026
- Selection of Provider: 21 August 2026
- Delivery of Training: [Q3 2026]

6 Proposal Requirements

Interested providers should submit a proposal including the following:

- Brief description of your organisation/team and relevant expertise in Legal Structuring, training, and climate/impact finance
- Proposed approach and methodology for delivering the training
- Proposed training content/agenda
- Experience working with early-stage or impact fund managers, particularly in emerging markets
- Estimated budget, including fees and any anticipated expenses
- References or case examples of similar trainings conducted

7 Evaluation and Criteria

Proposals will be evaluated based on the following criteria:

- Technical expertise and experience (especially Legal Structuring in climate/impact finance)
- Relevance and practicality of the proposed training approach
- Track record in delivering training to similar audiences
- Budget and value for money
- Ability to tailor to the ICFA/ISFA context

8 Submission Instructions

Proposals must be submitted by email to Morgana Bourggraff at contact@acceleratingimpact.org no later than 14 August 2026, at midnight CET. Questions may be directed to Ms Bourggraff at the same address.