

REQUEST FOR PROPOSAL

**PROVISIONING OF COMPANY SECRETARIAL SERVICES TO THE .ZA DOMAIN
NAME AUTHORITY**

Date of Issue: 20 October 2021

Submission Deadline: 05 November 2021

Compulsory briefing: None

Reference Number: RFPZA2021/08

1. BACKGROUND

The ZA Domain Name Authority (ZADNA) requires the services of a Company Secretary to ensure effective management of governance processes in the organisation. The current contract is coming to an end, and there is a need to acquire services of a suitably qualified and registered firm specialising in Company Secretariat and Corporate Governance matters to provide Company Secretary Services in this regard.

2. SCOPE OF WORK

Interested service providers must make submissions in line with the Terms of Reference (TOR) and demonstrate knowledge and experience in the following requirements:

2.1. Manages Board and Committees

- a) Develop the Board Annual Work Plan;
- b) Prepare and issue notices of meetings timeously;
- c) Prepare the agenda and supporting documents for meetings;
- d) Coordinate the submission of reports to the Board and committees;
- e) Manages requests from the Board;
- f) Ensures actions requested by the Board are undertaken by the responsible executives and reported back to the Board;
- g) Formulates accurate minutes and resolutions;
- h) Communicates the Board and Committee resolutions to relevant parties and prepares action sheets to this effect; and
- i) Provides advice to the Board on the Companies Act, Electronic Communications and Transactions Act, King IV, and corporate governance compliance issues to ensure the Board's effective functioning.

2.2. Legal advice and updating corporate governance policies to ensure company-wide legislative compliance

- a) Ensure to review/amend governance documents and contracts
- b) Provide general advice on legal, governance and compliance advice to the Board and Chairperson;
- c) Liaise with ZADNA legal advisors and internal line managers on legal work required, litigation and other legal processes to advise the Board;
- d) Develops and updates a Corporate Governance Policy Framework which includes e.g. Delegation of Authority, Whistleblowing Policy, Fraud Prevention Policy, Code of Conduct for Board and Staff, Board Charter, Committee Terms of Reference, Legislative Compliance Matrix, etc;
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- e) Oversees overall company-wide legislative compliance requirements (Companies Act, Electronic Communications and Transactions Act, King IV) and reports on compliance/non-compliance to Board and shareholders as required;
- f) Assist the CEO to develop overall company-wide legislative compliance matrix and provide information to Board and relevant stakeholders/governance structures; and
- g) Manages compliance with the Company's Act and Electronic Communications and Transactions Act regarding the meeting documentation.

2.3. Maintains statutory registers for ZDNA

- a) The register of Board and Board Committee members and index thereof;
- b) Minutes;
- c) Proxy register for ZADNA members;
- d) Resolution Register
- e) Oversees lodging of the necessary Company forms with the Registrar of Companies, e.g. annual returns, change of name/address, the resignation of Board members; and
- f) Retains and maintains the statutory registers for the company.

2.4. Board Training, Information Sessions and Induction

- a) Arranges skills training and induction of the Board, Committee and directors where necessary
- b) Coordinates and provides training to board members on their fiduciary duties, corporate governance and relevant legislation.

2.5. Financial management of board activities

- a) Manages the budget of the Board and committees continuously in consultation with the Board Chairperson and the CEO
- b) Manages the budget inclusive of:
 - i) Facilitation of board payments
 - ii) Drawing up a budget for the Board related expenditure
 - iii) Accountable for all board expenses in terms of the approved budget
 - iv) Coordinating the board's financial planning and budget
 - v) Managing expenditure against the budget
 - vi) Allocating the necessary resources appropriately.

2.6. Task Condition

- a) The appointed service provider must be able to respond to adhoc tasks as and when required.
- b) Attend status meetings/progress update meetings/Management meetings to report on work done and work in harmony with the executive management team of ZADNA.
- c) Functionally report to the CEO and is accountable to the Board.

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3. MINIMUM REQUIREMENTS

3.1. The prospective service provider must assign resources or staff who have the following experience and possess the following qualification:

- a) An LLB degree or a Chartered Secretaries Southern Africa accredited Company Secretarial and Governance Practice tertiary qualification
- b) Five (5) years of Board management experience, knowledge and understanding related to the field

3.2. The prospective service provider must assign resources or staff who have the following behavioural attributes

- a) Good written, verbal communication and presentations
- b) Policy development
- c) Report writing
- d) Confidentiality and integrity
- e) Good understanding of administrative functions and meeting procedures
- f) Ability to operate at the Executive Management level
- g) Ability to work under pressure and meet strict deadlines
- h) Computer Literacy
- i) Good interpersonal skills and relationship-building skills
- j) Tolerant, motivated, enthusiastic, energetic and assertive.

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4. PREFERENTIAL PROCUREMENT REFORM

- 4.1. ZADNA supports Broad Black Based Economic Empowerment as an essential ingredient of its business. Following its policies, ZADNA insists that the private sector demonstrates its commitment and track record to BBBEE in ownership (shareholding), skills transfer, employment equity and procurement practices (SMME Development) etc.

5. LANGUAGE

- 5.1. Responses shall be submitted in English.

6. EVALUATION CRITERIA

The RFP will be evaluated with the preference point 80/20 evaluation as per the ZADNA'S procurement policy.

6.1.

Total Point for price and Functionality awarded 80	Total HDI awarded points 20
Price 50 Points Functionality 30 Points	Promotion for Female owned, Youth, People living with disabilities and designated groups :20 Points

7. ADMINISTRATIVE REQUIREMENTS

- 7.1. It is required that each Bidder must submit a response documentation pack –that the submission has to be in portable document format (PDF);
- 7.2. That is delivered at the correct email address within the stipulated date and time as specified,
- 7.3. all supporting documents and fully and correctly filled forms must be submitted.
- 7.4. CIPC Registration documents.
- 7.5. Tax clearance Information/Certificate.
- 7.6. B-EEE Certificate.
- 7.7. Fully completed annexure forms are attached herein.
- 7.8. Detailed Company profile.
- 7.9. Professional body affiliation confirmation.
- 7.10. Three contactable references in the same scope of work.
- 7.11. Pricing Schedule
- 7.12. Declaration of Interest for key Management in the organisation.

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8. CONFLICTS OF INTEREST

8.1 The Bidder must comment on any potential conflicts of interest arising out of other assignments or a conflicting involvement in other assignments that may impair their independence.

9. CONFIDENTIALITY

9.1. The Bidder agrees to keep confidential all information that they receive, directly or indirectly, from the Authority or any other stakeholder, as well as all copies or analyses that they make, or have been made by third parties, based on such information (collectively, the Material).

9.2. The Bidder shall use the Material exclusively to prepare deliverables relevant to this assignment.

9.3. The Bidder shall only permit access to the Material to persons within their organisations on a need-to-know basis.

9.4. The Bidder shall explicitly inform such persons of the confidential nature of the Material and, before providing them with the Material, subject them to the confidentiality obligations contained in this Terms of Reference.

9.5. The Bidder agrees that the Material will remain the property of ZADNA and cannot be used anywhere outside this assignment's scope.

10. INSTRUCTIONS FOR SUBMISSION OF THE RFP

10.1. Bidders shall submit information responses in accordance with the prescribed manner of submissions as specified.

10.2. The Bidders must respond to annexures in detail and provide a written proposal.

10.3. All responses in this regard shall only be accepted if they have been sent to the provided email before or on the closing date and stipulated time.

10.4. No information shall be accepted by ZADNA if submitted in any manner other than as prescribed above.

10.5. ZADNA will disqualify any Bidder for purposes of this Request for Proposal if their response is submitted after the deadline.

10.6. All Bidders must submit their response no later than 12h00 (South African Standard Time) on Friday the 5th November 2021. They must be submitted to zadnafinance@zadna.org.za and to Info@zadna.org.za .

10.7. If a submission is made by secured cloud storage, the Bidders must grant ZADNA access to the Request for Proposal for the provisioning of the company Secretarial services.

platform for a period of 12 months after the submission closure date.

- 10.8. Any request for further information relating to this RFP must be directed to the email mentioned above address and addressed to **Mr German Moutlaneng (Financial Manager)**

ANNEXURE A: INVITATION TO THE RFP

BIDDERS INFORMATION				
NAME OF BIDDERS				
POSTAL ADDRESS				
STREET ADDRESS				
TELEPHONE NUMBER	CODE		NUMBER	
CELLPHONE NUMBER				
FACSIMILE NUMBER	CODE		NUMBER	
EMAIL ADDRESS				
COMPANY REGISTRATION NUMBER				
DATE OF REGISTRATION				
VAT REGISTRATION NUMBER				
		TCS PIN:		OR CSD No:
B-BBEE STATUS LEVEL VERIFICATION CERTIFICATE [TICK APPLICABLE BOX]		<input type="checkbox"/> Yes		B-BBEE STATUS LEVEL SWORN AFFIDAVIT
		<input type="checkbox"/> No		<input type="checkbox"/> Yes
				<input type="checkbox"/> No
IF YES, WHO WAS THE CERTIFICATE ISSUED BY?				
AN ACCOUNTING OFFICER AS CONTEMPLATED IN THE CLOSE CORPORATION ACT (CCA) AND NAME THE APPLICABLE IN THE TICK BOX	<input type="checkbox"/>	AN ACCOUNTING OFFICER AS CONTEMPLATED IN THE CLOSE CORPORATION ACT (CCA)		
	<input type="checkbox"/>	A VERIFICATION AGENCY ACCREDITED BY THE SOUTH AFRICAN ACCREDITATION SYSTEM (SANAS)		
	<input type="checkbox"/>	A REGISTERED AUDITOR		
NAME:				
[A B-BBEE STATUS LEVEL VERIFICATION CERTIFICATE/SWORN AFFIDAVIT(FOR EMEs & QSEs) MUST BE SUBMITTED IN ORDER TO QUALIFY FOR PREFERENCE POINTS FOR B-BBEE]				
ARE YOU THE ACCREDITED REPRESENTATIVE IN SOUTH AFRICA FOR THE GOODS /SERVICES /WORKS OFFERED?	<input type="checkbox"/> Yes	<input type="checkbox"/> No		<input type="checkbox"/> Yes <input type="checkbox"/> No
	[IF YES ENCLOSE PROOF AS SCHEDULE 1B]			[IF YES ANSWER PART B:3 BELOW]
SIGNATURE OF Bidders		DATE	
CAPACITY UNDER WHICH THIS BID IS SIGNED (Attach proof of authority to sign this bid; e.g. resolution of directors, etc.)				

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PART B: TERMS AND CONDITIONS FOR THE RFP

1. RESPONSE SUBMISSION:
1.1. RESPONSE MUST BE DELIVERED BY THE STIPULATED TIME TO THE CORRECT EMAIL ADDRESS. LATE SUBMISSIONS WILL NOT BE ACCEPTED FOR CONSIDERATION.
1.2. SUBMISSION OF TAX COMPLIANCE CERTIFICATE; AND BANKING INFORMATION FOR VERIFICATION PURPOSES, B-BBEE CERTIFICATE, CIPC REGISTRATION.
1.3. THIS SUBMISSION IS SUBJECT TO THE ZADNA PROCUREMENT POLICY, AND ANY OTHER LEGISLATION OR SPECIAL CONDITIONS OF CONTRACT.
2. TAX COMPLIANCE REQUIREMENTS:
2.1 BIDDERS MUST ENSURE COMPLIANCE WITH THEIR TAX OBLIGATIONS.
2.2 BIDDERS ARE REQUIRED TO SUBMIT THEIR UNIQUE PERSONAL IDENTIFICATION NUMBER (PIN) ISSUED BY SARS TO ENABLE ZADNA TO VIEW THE TAXPAYER'S PROFILE AND TAX STATUS.
2.3 APPLICATION FOR TAX COMPLIANCE STATUS (TCS) OR PIN MAY ALSO BE MADE VIA E-FILING. IN ORDER TO USE THIS PROVISION, TAXPAYERS WILL NEED TO REGISTER WITH SARS AS E-FILERS THROUGH THE WEBSITE WWW.SARS.GOV.ZA.
2.4 IN CASES WHERE CONSORTIA / JOINT VENTURES ARE INVOLVED, EACH PARTY MUST SUBMIT A SEPARATE PROOF OF TCS / PIN / CSD NUMBER.
2.5 SUBMISSIONS FROM STRUCTURES OTHER THAN THE ABOVE STRUCTURES ARE PROHIBITED.e.g sub contracting.
3. QUESTIONNAIRE TO DETERMINE LOCATION
3.1. IS THE BIDDER A RESIDENT OF THE REPUBLIC OF SOUTH AFRICA (RSA)? <input type="checkbox"/> YES <input type="checkbox"/> NO
3.2. DOES THE BIDDER HAVE A BRANCH IN THE RSA? <input type="checkbox"/> YES <input type="checkbox"/> NO
3.3. DOES THE BIDDER HAVE A PERMANENT ESTABLISHMENT IN THE RSA? <input type="checkbox"/> YES <input type="checkbox"/> NO

NB: FAILURE TO PROVIDE ANY OF THE ABOVE PARTICULARS MAY RENDER THE BID INVALID.

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ANNEXURE B: DECLARATION OF INTEREST

1. Any legal person, includes persons employed by the Department of Communication and Digital Technologies (State), or persons having a relation with persons employed by ZADNA. Persons are related if:
 - i. are married, or live together in a relationship similar to a marriage; or
 - ii. are separated by no more than two degrees of natural or adopted consanguinity or affinity.

These persons may make an offer or offers in terms of this request for information. In view of possible allegations of favouritism, should the resulting bid, be awarded to persons employed by the State, or to persons connected with or related to persons employed by ZADNA as defined above, it is required that the Bidder or his/her authorised representative declare his/her position in relation to the evaluating/adjudicating authority where:

- 1.1. the Bidders is employed by the State; and/or
- 1.2. the legal person on whose behalf the response document is signed, has a relationship with persons/a person who are/is involved in the evaluation and/or adjudication of the response, or where it is known that such a relationship exists between the person or persons for or on whose behalf the declarant acts and persons who are involved with the evaluation and/or adjudication of the RFP.

1.3. In order to give effect to the above, the following questionnaire must be completed and submitted with the Bid.

1.3.1. Full name of Bidder or his or her representative: _____

1.3.2. Identity number: _____

1.3.3. Position occupied in the company (director, shareholder)_____

1.3.4. Company registration number: _____

1.3.5. Tax reference number: _____

1.3.6. VAT registration number: _____

- 1.3.6.1. The names of all directors / trustees / shareholders / members, their individual identity numbers, tax reference numbers and, if applicable, employee / persal numbers must be indicated in paragraph 3 below.

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1.3.7. Are you or any person connected with the Bidder presently employed by the State?
YES / NO

1.3.8. **If YES in 1.3.7., furnish the following particulars:**

1.3.8.1.1. Name of person / director / trustee / shareholder/ member:

1.3.8.1.2. Name of state institution at which you or the person connected to the Bidder is employed: _____

1.3.8.1.3. Position occupied in the State institution: _____

1.3.8.1.4. Any other particulars: _____

1.3.9. If you are presently employed by the State, did you obtain the appropriate authority to undertake remunerative work outside employment in the public sector? **YES / NO**

1.3.10. If yes, did you attach proof of such authority to the Bid document? **YES / NO**

(Failure to submit proof of such authority, where applicable, shall result in the disqualification of the RFP.)

1.3.11. If not, furnish reasons for non-submission of such proof:

1.3.12. Did you or your spouse, or any of the company's directors / trustees / shareholders / members or their spouses conduct business with ZADNA in the previous twelve months?
YES / NO

1.3.13. If so, furnish other particulars :

1.3.14. Do you, or any person connected with the Bidder, have any relationship (family, friend, other) with a person employed by the ZADNA and who may be involved with the evaluation and or adjudication of this RFP? **YES / NO**

1.3.15. If so, furnish other particulars:

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1.3.16. Are you, or any person connected with the Bidder, aware of any relationship (family, friend, other) between any other Bidder and any person employed by the ZADNA who may be involved with the evaluation and/or adjudication of this RFP? **YES/NO**

1.3.17. If so, furnish other particulars:

1.3.18. Do you or any of the directors / trustees / shareholders / members of the company have any interest in any other related companies whether or not they are bidding for this contract? **YES/NO**

1.3.19. If so, furnish other particulars:

2. Full details of directors / trustees / members / shareholders

Full name	Identity number	Personal tax reference number	employee number / Personal number

3. Declaration

I, the undersigned (name) _____ certify that the information furnished in paragraphs 2 and 3 above is correct.

I accept that the ZADNA may reject the RFP or act against me should this declaration prove to be false.

Signature

Date

Position

Name of Bidders

ANNEXURE C: BIDDERS' DETAILS AND CONDITIONS

2.1 Bidding structure

Indicate the type of bidding structure by marking with an 'X':	
Individual Bidder	
Joint Venture	
Consortium	
Other	
If the bid is submitted as a Consortium or Joint Venture Arrangement list the members of such Consortium or Joint Venture below:	
1.	
2.	
3.	
4.	

2.2 Bidder's Information (includes bids submitted Individual or as a Consortium or Joint Venture)

Supplier size type (Large or QSE or EME)	
Last financial year revenue (R)	
Financial year-end date	
First time business with ZADNA (Y/N)	
Number of existing running contract and total value	
Total number of employees	

2.3 Entity ownership

Ownership category	% of ownership
Black or historically disadvantage individuals owned	
Black women-owned	
Black youth owned	
People living with disability	
Other ownership	
Total (100%)	

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ANNEXURE D: CONDITIONS OF BID

3.1 The Bidder shall provide full and accurate answers to all (including mandatory) questions posed in this document and are required to explicitly indicate either "Comply/Accept (with a ✓)" or "Do not comply/Do not accept (with an X)" regarding compliance with the requirements. Where necessary, the Bidder shall substantiate their response to a specific question. The Bidder must complete or answer this part fully; otherwise, their Response shall be treated as incomplete and shall not be considered.

3.2

The preparation of response shall be made without obligation to acquire any of the items included in any Bidder's RFP or to select any RFP or to discuss the reasons why such vendor's or any other RFP was accepted or rejected.	Accept	Do not accept

3.3

ZADNA may request written clarification regarding any aspect of this RFP. The Bidder must supply the requested information in writing within the specified time frames after the request has been made; otherwise, the RFP shall be disqualified.	Accept	Do not accept

3.4

In the case of a Consortium, or Joint Venture, the Bidder is required to provide copies of signed agreements stipulating the work split and rand value.	Accept	Do not accept

3.5

Where applicable, ZADNA reserves the right to conduct benchmarks on product/services offered during and after the evaluation.	Accept	Do not accept

3.6

Should the Bidder withdraw the RFP before the proposal validity period expires, ZADNA reserves the right to recover any additional expense incurred by ZADNA having to accept any less favourable response or the additional expenditure incurred by ZADNA in the preparation of a new RFP and by the subsequent acceptance of any less favourable submission.	Accept	Do not accept

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3.7

In the case of a consortium or Joint Venture, each of the authorised entity's members and/or partners of the different entities must co-sign this document.	Accept	Do not accept

3.8

Any amendment or change of any nature made to this document shall only be of force and effect if it is in writing, signed by ZADNA signatory and added to this document as an addendum.	Accept	Do not accept

3.9

All services proposed in accordance with this RFP must be certified to all legal requirements as per South African law.	Accept	Do not accept

3.10

The Bidder shall respond to the whole RFP, and failure to do so will result in the submission not being considered	Accept	Do not accept

3.11

Should the Bidder change any wording or phrase in this document, the RFP shall be evaluated as though no change has been affected and the original wording or phrasing shall be used.	Accept	Do not accept

3.12

The onus is on the Bidder to continuously check the ZADNA website for any communication and changes on the RFP document. ZADNA will not be held responsible for any failure by the Bidder to check updates on the RFPs on the advert.	Accept	Do not accept

3.13

ZADNA reserves the right to withdraw , desist from making an award or to award the whole or in part, the award of the RFP at any given point of this process.	Accept	Do not accept

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