



Request for Proposal (RFP): Provision of Company Secretarial Services

June 2020

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**REQUEST FOR PROPOSAL (RFP):
PROVISION OF COMPANY SECRETARIAL SERVICES**

1. DETAILS OF THE RFP

RFP NO	RFP20200408
RFP FOR	Provision of Company Secretarial Services
SUBMISSION DEADLINE	25 June 2020
RFP SUBMISSION DATE	This RFP should be submitted to john-ross@iisa.co.za before the submission deadline.

2. BACKGROUND INFORMATION

The Insurance Institute of South Africa (IISA) is a national registered professional body by the South African Qualification Authority (SAQA) for awarding professional designations in the short-term insurance industry. Our objective is to advance and promote the pre-eminence of insurance professionals while acting in the interest of the insurance society.

The IISA has four (4) Board sub-committees:

- Audit, Risk Investment & Governance Committee
- Remuneration, Nominations & Human Resources Committee
- Social & Ethics Committee
- Professional Standards Committee

The committees meet prior to the Board meeting.

3. PURPOSE

The purpose of this Request for Proposal (RFP) is to appoint a suitable Secretariat Services Company for a period of 3 years.

4. OBJECTIVE/ SCOPE OF WORK

The IISA is seeking to appoint a highly qualified service provider for the provision of company secretariat services in order to:

4.1 Governance services:

- Guide the Board and its Chairman on their respective responsibilities and duties,
- Advise the Board and Management on compliance with all relevant statutory and regulatory requirements for records and contracts management,
- Raise an awareness of all relevant laws and regulations applicable to the IISA,
- Act as a central source of guidance and advice on matters of ethics and good governance,
- Draft new key policies for approval where relevant, ensuring that they are aligned with the IISA's Memorandum of Incorporation ('MOI') and IISA Governance Framework.

4.2 Company secretarial services:

- Ensure all relevant statutory requirements are fulfilled for all existing and new Board appointments,
- Assist the Management and Chairman in compiling Board meeting agendas,
- Assist with the preparation of Board packs and briefing the Chairman prior to Board meetings,
- Attend all scheduled Board and sub-committee meetings,
- Prepare all scheduled Board and sub-committee meeting minutes,
- Ensure that the IISA's Annual General Meeting ('AGM') is conducted according to the Act and the IISA's MOI,
- Draft all necessary policies, charters, terms of reference (such as Board Charter and Committee Terms of Reference) and other necessary policy documents required in line with good corporate governance,
- Produce accurate minutes.

5. EXPECTED DELIVERABLES

The successful service provider would be required to perform in line with the scope of work as well as perform the following functions with regard to Board and Board Committee functions:

- 5.1 To distribute notice of each meeting, confirming the venue, time and date at least 10 days prior to the meeting,
- 5.2 To distribute minutes, meeting papers and resolutions within 7 working days from date of meetings,
- 5.3 To distribute action items arising from the meeting at least 14 days after the meeting was held,
- 5.4 To follow up on matters arising from meetings and to ensure that responses thereto is obtained and submitted as per agreed upon time frames,
- 5.5 To maintain a resolution register and ensure that all resolutions are communicated with the relevant Executive Managers for execution,
- 5.6 To advise, the Chief Executive Officer in respect of the legal matters, as required,
- 5.7 Assisting and facilitating the annual self-assessments of the Board and Board Committees,
- 5.8 Provide central source of guidance and advice to the Board and within the organisation on compliance matters,
- 5.9 Ensure there is a compliance calendar and yearly work plans for all Committees.

6. PROPOSAL REQUIREMENTS

6.1 No Conflict of Interest

- 6.1.1 The successful service provider must not have a real or apparent conflict of interest regarding its ability to provide its service to IISA,
- 6.1.2 The service provider must disclose to IISA the names of any parties which it believes are, or may be, a real or apparent conflict.

6.2 Executive Summary

The service provider shall provide an executive summary with its proposal in addition to the minimum requirements/expectations as outlined. The executive summary shall briefly summarise the key aspects of the proposal and the primary contact person for the prospective service provider.

6.3 The RFP submissions should:

- 6.3.1 Introduce the Secretarial Services company and team, including the capability of the company and team,
- 6.3.2 Provide a description of the service providers history and experience, especially as it relates to organisations similar to IISA,
- 6.3.3 Identify the person(s) who would be involved in the project, their proposed role on the project, and their experience and qualifications to fulfil that role. Clearly outline if any personnel will be outsourced, and
- 6.3.4 A cost quotation that has all-inclusive costs (Vat inclusive).

7. SUBMISSION MINIMUM REQUIREMENTS

7.1 The Service Provider must supply IISA with the following documentation, failing which the proposal shall be automatically disqualified:

- i. The proposal
- ii. The proposed Fee
- iii. Certification of Registration;
- iv. Valid SARS Tax Clearance Certificate;
- v. Declaration Form to be attached;
- vi. BBBEE Rating Certificate & Company ownership status; and
- vii. Organisational chart for your Company.

7.2 References

The prospective service provider must further supply IISA at most with two (2) contactable references where the bidder has delivered the similar services by simply stating the following:

- Name of client.
- Position.
- Contact telephone numbers.
- Work performed.
- Dates when work performed.

7.3 Experience and Qualifications

- Bidders must attach relevant certified copies of highest qualifications/professional certificate of the board secretariat.
- Certification may not be older than 3 months prior to submission and preferably an LLB. Uncertified qualification/professional certificates will not be accepted as authentic.
- Foreign qualifications are required to be accompanied by a SAQA evaluation certificate.
- The Board Secretariat must submit a CV highlighting experience in Board Secretariat services.

Failure to provide the above may result to the automatic disqualification of the proposal based on non-responsiveness.

8. CONTRACT DURATION

The contract shall be for 3 years. The successful service provider shall directly report to the Chief Executive Officer.

9. EXPERTISE AND CAPACITY

9.1 Knowledge of legislation regulating the IISA.

9.2 Expert knowledge in roles and responsibilities of the Board and Committees.

9.3 Understanding of the Companies Act 71 of 2008 and Regulations.

9.4 Strategic meeting management.

9.4 Understanding of meeting protocols.

9.5 Strong good governance background.

9.6 Strong administrative skills.

9.7 Good command of English, both written and spoken

10. GENERAL PRICING FEE

10.1 The applicant must provide a clear and unambiguous price schedule (quotation),

10.2 All disbursements and related costs shall be provided separately, if any, and may be negotiated during the project implementation period,

10.3 Note that the price must be fixed and will not be subjected to change based on foreign exchange fluctuations.

11. DELIVERY

The delivery of services will be at IISA:

Investment Place
Ground floor, Block B
10 Road, off 2nd Road
Hyde Park
2196

10. CONDITIONS FOR SHORT LISTING

10.1 All proposals shall be subjected to the preliminary evaluation process. Applicants who do not meet the minimum requirements (item 7) set by this RFP shall automatically be disqualified and shall not be evaluated.

10.2 Service providers are required to submit all documents specified on item 6 and 7 of this RFP, otherwise failure to submit all documents shall constitute disqualification.

11. B-BBEE

Consideration shall be given to a level 3 and lower BBBEE service provider.

12. CLOSING DATE AND TIME

12.1 Submissions should be emailed no later than 25 June 2020 to john-ross@iisa.co.za by 12:00pm.

12.2 All correspondences shall be done by e-mail john-ross@iisa.co.za and no telephonic correspondences shall be done before and after the closing of application. Applicants may be informed in writing of the outcome of the bid adjudication process.

13. DISCLAIMER

13.1 IISA reserves the right not to appoint a service provider, to accept and/or award the whole or any portion of the services required and is also not obliged to provide reasons for the rejection.

13.2 IISA will not incur any liability to applicants for such cancellation and rejection.

DECLARATION OF INTEREST

Declaration of Interest

Any legal person, may make an offer or offers in terms of this invitation to bid. In view of possible allegations of favouritism, should the resulting bid, or part thereof, be awarded to persons employed by the IISA, or to persons connected with or related to them, it is required that the bidder or his/her authorised representative declare his/her position in relation to the IISA and/or take an oath declaring his/her interest, where-

the bidder is employed by the IISA; and/or
- the legal person on whose behalf the bidding document is signed, has a relationship with persons/ a person who are/is involved in the evaluation and or adjudication of the bid(s), 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 bid.

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

2.1 Full Name of bidder or his or her representative:

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2.2 Position occupied in the Company (director, shareholder etc):

.....

2.3 Company Registration Number:

.....

2.4 Name of RFP which bidder has submitted a proposal:

.....

2.5 Did you or your spouse, or any of the company's directors / shareholders / members or their spouses conduct business with the IISA in the previous twelve months?

YES / NO

2.5.1 If so, furnish particulars:

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.....

2.6 Do you, or any person connected with the bidder, have any relationship (family, friend, other) with a person employed by the IISA and who may be involved with the evaluation of this bid? **YES / NO**

2.6.1 If so, furnish particulars.

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2.7 Are you, or any person connected with the bidder, aware of any relationship (family, friend, other) between the bidder and any person employed by the IISA who may be involved with the evaluation of this bid? **YES / NO**

2.7.1 If so, furnish particulars.

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I, THE UNDERSIGNED
(NAME).....

CERTIFY THAT THE INFORMATION FURNISHED IN PARAGRAPHS 2.1 TO 2.7 ABOVE IS CORRECT.

I ACCEPT THAT THE IISA MAY ACT AGAINST ME SHOULD THIS DECLARATION PROVE TO BE FALSE.

.....
Signature and Date

.....
Position