

REQUEST FOR PROPOSAL (RFP)

PROVISION OF COMPANY SECRETARIAL SERVICES TO THE ZA DOMAIN NAME AUTHORITY

RFP Number	RFPZA2024/05
Issue Date	07 JUNE 2024
RFP Scope	PROVISION OF COMPANY SECRETARIAL SERVICES TO THE ZA DOMAIN NAME AUTHORITY
Non-compulsory Briefing Session	N/A
Closing date for submission	15 JUNE 2024
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.ZA Domain Name Authority NPC - Registration no. 2003/021150/08

Directors: Ms. P Legoze – Chairperson, Prof D Mashao, Prof K Moodaliyar, Ms. M Malapane,
Mr. N Msibi, Ms. S Mzizi, Ms. V Motloutsi, Mr. M Wesi (CEO)

Company Secretary: First Corporate Secretaries

REQUEST FOR PROPOSAL (RFP) TERMS OF REFERENCE

FOR THE

PROVISIONING OF COMPANY SECRETARIAL SERVICES TO THE ZA DOMAIN NAME AUTHORITY

1. BACKGROUND

The ZA Domain Name Authority (ZADNA) requires the services of a Company Secretary to ensure the effective management of governance processes in the organisation. The current contract is coming to an end, and a suitably qualified and registered firm specialising in Company Secretariat and Corporate Governance matters will be needed 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) Develops the Board's 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) The appointed service provider must understand enterprise risk management;
- i) Communicates the Board and Committee resolutions to relevant parties and prepares action sheets to this effect; and
- j) 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;
- 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) Develops overall company-wide legislative compliance matrix and provides reports 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, 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.

3. MINIMUM REQUIREMENTS

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

- a) An LLB degree or a 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, and 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.

4. REQUESTED DOCUMENTS

- 4.1. CIPC registration documents.
- 4.2. Tax Compliance certificate/Pin.
- 4.3. BEE Certificate / Affidavit.
- 4.4. Detailed Company profile.
- 4.5. Three contactable references in the same scope of work.
- 4.6. Pricing Schedule
- 4.7. Declaration of Interest for Key Management in the organization.

5. EVALUATION

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

Total Points for Price and Functionality awarded 80	Total HDI Points 20
<ul style="list-style-type: none"> • Price 50 Points • Functionality 30 Points 	9 Upliftment of communities (BBBEE) 10 Promotion of SMMEs 11 Promotion of female-owned
Total = 100	

6. CONFLICTS OF INTEREST

- 6.1. The professional service providers must comment on any potential conflicts of interest arising from other assignments or a conflicting involvement in other assignments that may impair their independence.

7. CONFIDENTIALITY

- 7.1. The Consultant 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);
- 7.2 The Consultant shall use the Material exclusively to prepare deliverables relevant to this assignment. Confidentiality obligations shall not apply to information in the public domain.
 - 7.3 The Consultant shall only permit access to the Material to persons within their organizations on a need-to-know basis.
 - 7.4 The Consultant 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.
 - 7.5 The Consultant agrees that the Material will remain the property of ZADNA and cannot be used anywhere outside this project's scope.

Submissions should be emailed to zadnafinance@zadna.org.za no later than Saturday, June 15th, 2024. Submitted documents should be bound together electronically and in PDF format. No late submissions will be considered.

Inquiries should be directed to Ms Kedibone Mpholeng (Executive Manager: Finance) at telephone number 010 020 3910 or the email addresses.