



in the footsteps ...

NELSON MANDELA MUSEUM

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NMM-2024-04

PROVISION OF COMPANY SECRETARIAT SUPPORT SERVICES FOR THE NELSON MANDELA MUSEUM FOR A PERIOD OF THREE (3) YEARS

TERMS OF REFERENCE

➤ BACKGROUND

The Nelson Mandela Museum is a not for profit institution established by South Africa's government as an agency of the National Department of Arts and Culture. It was established as part of a portfolio of legacy projects that seek to transform the heritage landscape from the apartheid past. At the same time, it is a resource for promoting economic development through tourism in an impoverished region. The museum primarily houses collections of gifts given by Nelson Mandela to the museum to share his legacy with the nation.

The mandate of the Nelson Mandela Museum (NMM) is to preserve and promote Nelson Mandela's legacy. One of its main strategic goals is to improve the museum's public profile and access.

➤ PURPOSE

The NMM requires an experienced Board/Company Secretary service provider to support
NMM-2024-04

the Council and oversee the various governance functions of the NMM; to effect; to ensure adherence to and provide guidance on legislation and relevant prescripts; to support the Council towards the achievement of the NMM mandate, strategic goals, and objectives. The successful service provider will be accountable to the Council on functional responsibilities, and, for administrative purposes, to the NMM Chief Executive Officer (CEO).

➤ **SCOPE OF WORK**

The Nelson Mandela Museum (NMM) invited bids from accredited service providers that are registered in the Central Supplier Database (CSD). NMM seeks the services of suitably qualified, professional, experienced and competent service providers to render **Company Secretarial Services** to the **Council and Sub-Committees** for a period of three years (thirty-six months).

The scope of work to be undertaken by the Service Provider upon appointment will include the following items;

1. Provide general legal advice and guidance to the Council Members, on their rights,
2. duties, responsibilities, obligations, and powers in line with Corporate Governance
3. prescripts and good practice

4. The Company Secretary (preferred bidder) ensure that the Council and Council committee charters and terms of reference are kept up to date

5. Develop annual calendar for the Council and its sub-committees in consultation with CEO

6. In consultation with the CEO, prepare meeting agendas, compilation and circulation of council and subcommittee packs in preparation for all meetings within seven days.
7. The Company Secretary (preferred bidder) should ensure that the proceedings of the Council and committee meetings are properly recorded and that minutes of the meetings are circulated to Council Members promptly for review and subsequently submitted to the NMM council within 30 days after meeting held for approval after the approval of the Chairperson of the Council or relevant Council committee.
8. Provide advice and guidance to the Council and Executive Management to ensure
9. compliance with all legislation relevant to the nature of the NMM operations
10. Ensure that minutes, resolutions and actionable items of the council and sub-committees are accurately recorded and followed -up on.
11. Writing Council reports, ensuring Council decisions are communicated to relevant Stakeholders
12. Provide legal advise on company and industry wide legislative compliance (South African constitution and applicable legislation, company's act, electronic communications, and transactions act, king IV , POPIA, etc) and report on compliance and non-compliance to the Council and its sub-Committees.
13. Provide legal services to the council, this includes amongst other representation of the Council in CCMA and all other of the Republic of South Africa
14. Advise Council members on new industry developments
15. Perform ad-hoc duties associated with the company secretariat function on request of the NMM

INFORMATION RELATED TO THE BRIEF

1. NMM Council

NMM MEETING SCHEDULE	ANTICIPATED NUMBER FOR THE CONTRACT DURATION
Planned meetings for the contract period (maximum)	15
Ad-hoc meetings (maximum)	6

2. NMM Sub-Committees

The NMM Council comprises of the five sub-committees.

NMM MEETING SCHEDULE	ANTICIPATED NUMBER FOR THE CONTRACT DURATION
Planned meetings for the contract period (maximum)	63
Ad-hoc meetings (maximum)	15

SECTION 6: PRICING INSTRUCTIONS
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The bidder must provide a proposal that clearly reflects a total price that is inclusive of all services to be performed. The table below must be used in this regard:

<u>Service Description</u>	Rate	Number of meeting	TOTAL
Preparation and circulation of Council & sub-committee meeting packs		78	
Attending Council Meetings – to be charged per actual sitting		15	
Attending Sub-Committee Meetings – to be charged per actual sitting		63	
Preparing Minutes meeting minutes – to be charged per set of minutes approved (for both the Council and its Sub Committees)		78	
Legal Opinion		As and when required.	
Ad-hoc services			
TOTAL EXCL VAT			
VAT AT 15%			
TOTAL INCL VAT			

*This number is based on the estimated maximum number of all meetings to be held (and set of minutes to be prepared) per annum based on planned meetings and past trends. NMM is to be invoiced

based on the actual expenditure incurred (actual meetings attended and minutes prepared and approved) in each instance - relevant to portfolio of evidence to be provided with each invoice.

➤ **TERMS AND CONDITIONS**

- All costs and expenses incurred by the potential service providers relating to their project proposal will be borne by each respective service provider. NMM is not liable to pay such costs and expenses or to reimburse or compensate service providers in the process under any circumstances, including the rejection of any proposal or the cancellation of this project.
- NMM reserves the right to request new or additional information regarding each bidder and any individual or other persons associated with its proposal.
- NMM may require responsive bidders to present and discuss their proposals in person.
- NMM reserves the right not to make any appointment from the proposals submitted.
- Bidders shall not issue any press release or other public announcement pertaining to details of their project proposal without the prior written approval of NMM.
- Bidders are required to declare any conflict of interest they may have in the transaction for which the bid is submitted or any potential conflict of interest. It is important that bidders declare their conflict of interest through completion of relevant attached forms.
- NMM reserves the right not to consider further any bid where such a conflict of interest exists or where such potential conflict of interest may arise.

- Any and all project proposals shall become the property of NMM and shall not be returned.
- The bid offers and proposals should be valid and open for acceptance by NMM for a period of 120 days from the date of submission.
- NMM reserves the right not to award the bid to the bidder that scores the highest points. Disputes that may arise between NMM and a bidder must be settled by means of mutual consultation, mediation (with or without legal representation) or, when unsuccessful, in a South African court of law.
- In addition to adherence to the specific terms and conditions of proposals, provided in this document, the bidder shall be bound by the provisions of the General Conditions of Contract, an original signed copy of which must be submitted together with all other bid documentation.
- All returnable bid documents must be completed in full and submitted together with the bidder's proposal. Should the returnable documents not be completed, the bid will not be considered any further.
- The successful bidder will be subject to supplier clearance process as prescribed by the National Treasury. This process includes, verification of supplier and its shareholders/directors/members' status on the list of defaulters and restricted suppliers.
- After the successful service provider has received the appointment letter, they must be able to deliver in full compliance with South African approved standards and in compliance to the specifications provided.

- No tender shall be awarded to a bidder whose name (or any of its directors or partners or associates and/or attorneys) appears on the Register of Defaulters kept by the Treasury, or who have been placed on the National Treasury's List of Restricted Supplies. The NMM reserves the right to withdraw an award or cancel the Service Level Agreement concluded with the bidder should it be established, at any time, that a bidder has been blacklisted with the National Treasury by any Government Institution
- No tender shall be awarded to a bidder whose tax affairs are not in order. NMM reserves the right to withdraw an award made, or cancel the Service Level Agreement concluded with the successful bidder(s) should it be established that such bidder was in fact not tax compliant at the time of the award, or has submitted a fraudulent Tax Clearance Certificate to the NMM

➤ **ACCOUNTABILITY**

The service provider will be accountable to and under the direction of the CEO of the NMM in the performance of the assignment duties.

➤ **PRICING INSTRUCTION**

The provision of company secretarial services for the NMM, and it must be invoiced on completion;

- The bid and the total price for the provision of company secretarial services may not be exceeded;

- Amounts due to the Service Provider shall be paid by the NMM within thirty (30) days of receipt of the invoice.
- The NMM reserves the right by giving written notice to the service provider to stop the works' progress at any time. Should the client exercise this right, the NMM will pay the service provider for work done and expenses incurred only up to the time that the notice was given.

➤ **VALIDITY PERIOD**

- Bid submissions **must** be valid for a period of 120 days.

➤ **RETURNABLE DOCUMENTS**

Service providers are required to submit all the returnable documents together with their quotations. ***Failure to provide all the Compulsory Returnable Documents at the closing date and time of this RFQ will result in a respondent's disqualification. Respondents are therefore urged to ensure that all these Documents are returned with their Quotations***

Compulsory Returnable Documents

- Duly signed & completed SBD 1: Invitation to Bid
- Duly signed & completed SBD 3.3 Pricing Schedule Firm Prices
- Duly signed & completed SBD 4 Bidder's Disclosure
- Duly signed & completed SBD 6.1 Preference Points Claims
- Duly signed & completed SBD 7.2 Rendering of Service
- Proof of CSD registration
- Registration and good standing with LPC

Supporting Returnable Documents (for functionality scoring)

- Signed reference letters.
- Team Expertise (Proof of qualifications & CVs)
- Project Plan
- Proof of registration CSSA (Chartered Secretaries of Southern Africa)

Essential Supporting Documents

Specific goals verification documents on or before the closing date and time ***(failure to submit on or before the closing date will result in an automatic score of zero for preference***

➤ APPLICABLE PREFERENCE POINT SYSTEM

Points for this shall be awarded for:

- (a) Price; and
- (b) Specific Goals.
- (c) Where 80 points will be allocated for price and 20 points allocated for specific goals

(1) The following specific goals are applicable to all procurements of a transaction value above R2 000 and up to R50 000 000

a. The NMM will utilize the following preference criteria ;

- i. Service providers within the OR Tambo region & Eastern Cape
- ii. Historically Disadvantaged Individuals (Women, Youth and People living with disabilities)
- iii. SMMEs

b.

Category	Sub-categories	Specific goals points	Verification documents

Category		Sub-categories	Specific goals points	Verification documents
Local Supplier	5	OR Tambo supplier	5	CIPC Registration Certificate (CK) or Proof of residence
		Eastern Cape Supplier	4	
		Anywhere in South Africa	3	
		Non-South African	0	
Women-owned supplier	4	Black African Women	4	CIPC Registration Certificate (CK) and CSD Report
		Non-Black African Women	2	
Youth Owned Supplier	4	Youth Owned (< 35-year-old persons)	4	CIPC Registration Certificate (CK) and CSD Report
		Non-Youth Ownership (> 35-year-old persons)	2	
People living with disabilities	3	People living with disabilities	3	CSD Report
Small Micro, Medium & Enterprises	4	SME – Owned by people with disability	4	CSD Report
		SME – Black owned	3	Sworn Affidavit (BBBEE Affidavit)
		SME – Other		

➤ **EVALUATION CRITERIA**

The bid will be evaluated and adjudicated using the 80/20 system (80 for Price and 20 for Specific Goals). Bids will be evaluated on an **80/20 preference points system** as prescribed in the Preferential Procurement Regulations of 2022. Functionality will be scored at a maximum of 100 points whereby the bidder must obtain a **minimum of 70 points** to qualify for the financial evaluation according to the criteria captured in the table below:

CRITERIA FOR EVALUATION	WEIGHT	BREAKDOWN OF POINTS
<p>Company Experience</p> <p>Experience and track record in rendering similar services as evidenced by reference letters (must be on client letterhead, signed, service rendered, the value of the contract, term of engagement and contacts and not older than 5 years) included in response to this bid</p> <p>Each letter will count if it's for a minimum of 1 year (contract duration)</p> <p>NB: Points will only be allocated for reference letters that are accompanied by appointment</p>	<p>30</p>	<p>6 or more reference letters = 30 points</p> <p>5 reference letters = 25 points</p> <p>4 reference letters = 20 points</p> <p>3 reference points = 15 points</p> <p>2 reference letters = 10 points</p> <p>1 reference letter = 5 points</p> <p>Failure to submit = No points allocated</p>

CRITERIA FOR EVALUATION	WEIGHT	BREAKDOWN OF POINTS
letters and/or purchase order.		
<p>Team Leader Qualification</p> <p>Proof of relevant law qualification/ Secretarial qualification or equivalent.</p>	10	<p>Post graduate=10 points</p> <p>Degree=5 points</p> <p>Diploma=3 points</p> <p>Failure to submit =No points allocated</p>
<p>Team Leader Experience</p> <p>Provision of detailed CV of team leader demonstrating the number of years of experience in provision of company secretarial services:</p> <p>Failure to submit a copy of a CV demonstrating number of years of experience will result in nil points being awarded.</p>	20	<p>10 years or more = 20 points</p> <p>5 to 9 years = 15 points</p> <p>3 to 4 years = 10 points</p> <p>2 years = 5 points</p> <p>Less than 1 year = No points allocated</p>
<p>Project plan and methodology</p> <p>A detailed proposed project plan in executing the assignment. (not more than five pages)</p>	20	<p>Excellent =20 points</p> <p>Good =15 points</p> <p>Average =10 points</p>

CRITERIA FOR EVALUATION	WEIGHT	BREAKDOWN OF POINTS
		Poor =5 points
Professional registration Provision of proof of registration with the Chartered Secretaries of Southern Africa (CSSA)	20	Copy of proof of registration with CSSA. Failure to provide copy of professional registration will result in nil points being scored
TOTAL	100	

➤ **SUBMISSION OF TENDERS**

The bid submissions must be returned to the **Nelson Mandela Museum, Bhunga Building, Corner Nelson Mandela Drive & Owen Street, Mthatha.**

- Service providers are requested to furnish the NMM with two copies of their submissions (an original and a copy).
- Submissions are to be deposited in the allocated Tender Box clearly marked with reference and this bid's title.
- NMM will not be responsible for any submissions placed in an incorrect box and submissions left with the security officers or any employee of the NMM, which may lead to the submission not deposited into the tender box by the closing date.
- The appointed service provider will be expected to comply with NMM prescripts.
- **NO LATE, FAXED OR EMAILED QUOTATIONS SHALL BE ACCEPTED.**
- **CLOSING DATE FOR THE SUBMISSION OF PROPOSALS IS**
14 August 2024@ 12:00

➤ **DISCLAIMERS**

The NMM is not committed to any course of action as a result of its issuance of this bid document and/or its receipt of a bid in response to it. Please note that the NMM reserves the right to:

- modify the bid document's service(s) and request Respondents to re-quote on any changes;
- reject any bid submission which does not conform to instructions and specifications which are detailed herein;
- disqualify bids submitted after the stated submission deadline;
- not necessarily accept the lowest priced bid;
- cancel the tender

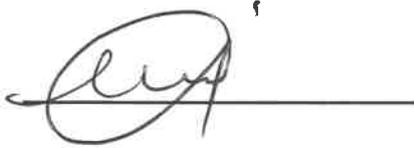
➤ **ENQUIRIES**

All communications and enquiries/requests for clarification relating to this proposal should be directed to the contact person:

FOR BID ADMINISTRATION & SERVICE PROVIDER SPECIFICATIONS
Ms M Mputa
Tel: 047 501 9504
Email: mihlali@nelsonmandelamuseum.org.za
Supply Chain Management Specialist
<i>Technical Enquiries:</i>
Mr M Msongelwa
Tel: 047 501 9507
Email: mandisi@nelsonmandelamuseum.org.za
Chief Finance Officer

All enquiries must be forwarded to the relevant NMM personnel by no later than 5 August 2024 @ 16:30.

Dr Vuyani Boo
Chief Executive Officer

A handwritten signature in black ink, appearing to be 'Vuyani Boo', is written over a horizontal line. The signature is stylized and cursive.