



## REQUEST FOR PROPOSAL (RFP)

Supplier Name:

Goods	Service
	√

<b>Request for Proposal number</b>	RFQ0024
<b>Date Issued</b>	18 November 2024
<b>Project Name/ Description of Goods/Services</b>	Legal Services
<b>Description</b>	Appointment of a Legal Representation in High Court Litigation
<b>Closing date</b>	25 November 2024
<b>Closing time</b>	11h00 No late bids will be considered
<b>Proposals must be submitted to</b>	Takeover Regulation Panel, Freestone Park, 1 <sup>st</sup> Floor Block 2, 135 Patricia Road, Atholl, Sandton 2196
<b>Instruction on submission of Bids</b>	Only bids submitted directly to the Panel on/before the closing date as indicated above shall be accepted <b>(no faxes or emailed bids will be accepted)</b>
<b>For more information (Supply Chain Management)</b>	Khuthadzo Tshivhilinge at 011 784 0035 / <a href="mailto:khuthadzot@trpanel.co.za">khuthadzot@trpanel.co.za</a>
<b>For more information (Technical)</b>	Margaret Motsoahae at 011 784 0035 / <a href="mailto:margaretm@trpanel.co.za">margaretm@trpanel.co.za</a>

## 1. THE FOLLOWING CONDITIONS WILL APPLY

- 1.1. Where quotation/proposal is R2 000.00 or more, Preferential Procurement System will apply 80/20.
- 1.2. Price(s) quoted must be valid for **120 days** from the closing date.
- 1.3. Price(s) quoted must be exclusive of VAT.
- 1.4. Valid Tax clearance certificate.
- 1.5. Valid B - BBEE Certificate.
- 1.6. Strict compliance with the invitation requirements and evaluation criteria will be adhered to.
- 1.7. The bidder should provide CSD Summary Report ([www.csd.gov.za](http://www.csd.gov.za))
- 1.8. The attached forms are to be completed by the bidder (where applicable):
  - 1.8.1. **Annexure A: SBD 4 – Declaration of Interest**
  - 1.8.2. **Annexure B: SBD 6.1 – Preference Points claim**
- 1.9. This request for a formal quotation/proposal is subject to the Preferential Procurement Policy Framework Act and The Preferential Procurement Regulations, 2022, The General Conditions of Contract (GCC) and, if applicable, any other special Conditions of Contract.
- 1.10. No late proposals will be accepted.

## 2. Evaluation Process

### 2.1. Compliance with minimum requirements

#### 2.1.1. Evaluation of proposals

The Panel will make use of the Central Supplier Database (CSD) to access key information, which is required to conduct supplier vetting, including Company Registration status, Tax compliance status and any other relevant checks conducted on CSD.

#### 2.1.2. Preference points system

The 80/20 preference point system will be used where 80 points will be dedicated to price and 20 points to B-BBEE status. If all bids received exceed R1 000 000.00, the proposal will be cancelled and re-issued.

## 2.2. Technical and Functionality Evaluation

The bids shall first be evaluated for functionality. A **minimum score of 70%** must be obtained on functionality before a proposal is considered for further evaluation.

	Description	Weight %
1.	Company profile The company profile should indicate the following: <ul style="list-style-type: none"><li>• Services rendered of similar request;</li><li>• Bidder's years of experience; and</li><li>• Team structure.</li></ul>	30
2.	Experience of the team Curriculum Vitae(s) and qualifications of each team member	60
3.	Reference where similar work was done. Three contactable references where similar services were rendered in the past three years.	10
<b>Total</b>		<b>100</b>

## 3. ABOUT THE PANEL

3.1. The Takeover Regulation Panel (the Panel) is established as a juristic person in terms of section 196 of the Companies Act No 71 of 2008 (the Act). The Panel reports to the Minister of the Department of Trade, Industry and Competition (the dtic). It functions as an organ of state within the public administration but as an institution outside the public service.

3.2. The Panel is listed as a Schedule 3A public entity in the Public Finance Management Act, 1999 (Act 1 of 1999).

## 4. INVITATION

The Takeover Regulation Panel invites qualifying service providers to submit a proposal in response to this Request for Quotation for legal representation in a litigation proceeding in the High Court of South Africa (Eastern Cape Division, East London Circuit Court).

A list of parties involved is provided in Annexure A.

This matter constitutes urgent court proceedings initiated against the Panel, necessitating prompt legal action.

## 5. **BACKGROUND**

The Panel requires legal representation in a High Court matter.

## 6. **SCOPE OF WORK**

The selected law firm will be responsible for all aspects of the litigation, including but not limited to:

- 6.1. Developing and implementing a comprehensive litigation strategy.
- 6.2. Drafting and filing all necessary court documents.
- 6.3. Representing the Panel in court hearings .
- 6.4. Advising the Panel on all legal matters related to the case .

## 7. **LEGAL TEAM**

The Panel requests a core legal team comprising:

- 7.1. One Litigation Partner;
- 7.2. One Corporate Partner;
- 7.3. Up to two Associates/Senior Associates,
- 7.4. **Please note:** The Panel anticipates engaging a separate counsel team (one junior counsel and one silk) and will not cover costs for additional legal resources beyond the core team specified above.

## 8. **KNOWLEDGE AND EXPERTISE REQUIRED**

Demonstrated expertise in High Court litigation, with preference given to firms with experience in administrative law and company law. Experience in public M&A transactions will be an advantage.

## 9. **TIMELINES**

The matter constitutes urgent court proceedings initiated against the Panel, necessitating prompt legal action.

10. **SUPPLIER'S RESPONSE**

<b>SUPPLIER INFORMATION</b>	
Name of Company	
Registration Number	
VAT Number	
Contact Person	
Contact Number	
E-mail Address	
Street Address	

11. **ADMINISTRATIVE COMPLIANCE RETURNABLE DOCUMENTS**

<b>Mandatory); (O – Optional)</b>	<b>Submitted</b>	
Bidder disclosure (SBD 4) signed and completed	<b>M</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No
Preference Points claimed (SBD 6.1), signed and completed with B-BBEE certificate or affidavit	<b>M</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>(M – Mandatory); (O – Optional)</b>	<b>Submitted</b>	
Pricing completed	<b>M</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No
<b>EVALUATION DOCUMENTS</b> <b>Note: Compulsory to submit all returnable documents (where applicable)</b>	<b>Submitted</b>	
Comprehensive firm profile highlighting relevant experience	<b>M</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No
Experience of the team	<b>M</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No
Curriculum Vitae(s) and qualifications of each team member.		
Three reference letters for similar work. The reference letter must include names and contact details.	<b>M</b>	<input type="checkbox"/> Yes <input type="checkbox"/> No

12. **TERMS OF CONTRACT**

The successful bidder will be required to enter into a Service Level Agreement (SLA) with the Panel.

13. **PRICING SCHEDULE**

	<b>Item Description</b>	<b>Hourly rates excluding VAT</b>
1.	1 x Litigation Partner	
2.	1 x Corporate Partner	
3.	Up to two (2) Associates/Senior Associates	
4.	Estimated total cost for the initial phase of the litigation, including anticipated time commitments for key tasks (e.g. review of case materials, drafting of initial pleadings, first court appearance).	
<b>Total amount</b>		
<b>VAT</b>		
<b>Total Amount (including VAT)</b>		

**Form: SBD 4**

**BIDDERS DISCLOSURE**

1. PURPOSE OF THE FORM

- 1.1. Any person (natural or juristic) may make an offer or offers in terms of this invitation to bid. In line with the principles of transparency, accountability, impartiality, and ethics as enshrined in the Constitution of the Republic of South Africa and further expressed in various pieces of legislation, the bidder is required to make this declaration in respect of the details required hereunder.
- 1.2. Where a person/s are listed in the Register for Tender Defaulters and / or the List of Restricted Suppliers, that person will automatically be disqualified from the bid process.

2. Bidder's declaration

- 2.1. Is the bidder, or any of its directors/trustees/shareholders/members/partners or any person having a controlling interest<sup>1</sup> in the enterprise employed by the state?

**YES/NO**

- 2.1.1. If so, furnish particulars of the names, individual identity numbers, and, if applicable, state employee numbers of sole proprietor/directors/trustees/shareholders/members/ partners or any person having a controlling interest in the enterprise, in the table below.

Full Name	Identity Number	Name of State Institution

- 2.2. Do you, or any person connected with the bidder, have a relationship with any person who is employed by the procuring institution?

**YES/NO**

- 2.2.1. If so, furnish particulars:


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<sup>1</sup> the power, by one person or a group of persons holding the majority of the equity of an enterprise, alternatively, the person/s having the deciding vote or power to influence or to direct the course and decisions of the enterprise

2.3 Does the bidder or any of its directors/trustees/shareholders/members/partners or any person having a controlling interest in the enterprise have any interest in any other related enterprise whether or not they are bidding for this contract?

**YES/NO**

2.2.2. If so, furnish particulars:


**3. DECLARATION**

I, the undersigned, \_\_\_\_\_ in submitting the accompanying bid, do hereby make the following statements that I certify to be true and complete in every respect.

- 3.1. I have read and I understand the contents of this disclosure.
- 3.2. I understand that the accompanying bid will be disqualified if this disclosure is found not to be true and complete in every respect.
- 3.3. The bidder has arrived at the accompanying bid independently from, and without consultation, communication, agreement or arrangement with any competitor. However, communication between partners in a joint venture or consortium<sup>2</sup> will not be construed as collusive bidding.
- 3.4. In addition, there have been no consultations, communications, agreements or arrangements with any competitor regarding the quality, quantity, specifications, prices, including methods, factors or formulas used to calculate prices, market allocation, the intention or decision to submit or not to submit the bid, bidding with the intention not to win the bid and conditions or delivery particulars of the products or services to which this bid invitation relates.
- 3.5. The terms of the accompanying bid have not been, and will not be, disclosed by the bidder, directly or indirectly, to any competitor, prior to the date and time of the official bid opening or of the awarding of the contract.
- 3.6. There have been no consultations, communications, agreements or arrangements made by the bidder with any official of the procuring institution in relation to this procurement process prior to and during the bidding process except to provide clarification on the bid submitted where so required by the institution; and the bidder was not involved in the drafting of the specifications or terms of reference for this bid.

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<sup>2</sup> Joint venture or Consortium means an association of persons for the purpose of combining their expertise, property, capital, efforts, skill and knowledge in an activity for the execution of a contract.

- 3.7. I am aware that, in addition and without prejudice to any other remedy provided to combat any restrictive practices related to bids and contracts, bids that are suspicious will be reported to the Competition Commission for investigation and possible imposition of administrative penalties in terms of section 59 of the Competition Act No 89 of 1998 and or may be reported to the National Prosecuting Authority (NPA) for criminal investigation and or may be restricted from conducting business with the public sector for a period not exceeding ten (10) years in terms of the Prevention and Combating of Corrupt Activities Act No 12 of 2004 or any other applicable legislation.
- 3.8. I certify that the information furnished in paragraphs 1, 2 and 3 above is correct.
- 3.9. I accept that the Panel may reject the bid or act against me in terms of paragraph 6 of PFMA SCM Instruction No. 03 of 2021/22 on preventing and combating abuse in the Supply Chain Management system should this declaration prove to be false.

I, the undersigned, \_\_\_\_\_, certify that the information furnished above is true and correct.

<b>Signature</b>	
<b>Date</b>	
<b>Designation</b>	

Form: SBD 6.1.

**PREFERENCE POINTS CLAIM FORM IN TERMS OF THE PREFERENTIAL PROCUREMENT REGULATIONS 2022**

This preference form must form part of all tenders invited. It contains general information and serves as a claim form for preference points for specific goals.

**NB: BEFORE COMPLETING THIS FORM, TENDERERS MUST STUDY THE GENERAL CONDITIONS, DEFINITIONS AND DIRECTIVES APPLICABLE IN RESPECT OF THE TENDER AND PREFERENTIAL PROCUREMENT REGULATIONS, 2022**

**1. GENERAL CONDITIONS**

1.1. The following preference point systems apply to invitations to tender:

1.1.1. the 80/20 system for requirements with a Rand value of up to R50 000 000 (all applicable taxes included); and

1.1.2. the 90/10 system for requirements with a Rand value above R50 000 000 (all applicable taxes included).

**1.2. To be completed by the organ of state**

The applicable preference point system for this tender is the **80/20** preference point system.

1.3. Points for this tender (even in the case of a tender for income-generating contracts) shall be awarded for:

1.3.1. Price; and

1.3.2. Specific Goals.

**1.4. To be completed by the organ of state:**

The maximum points for this tender are allocated as follows:

	Points
Price	80
Specific Goals	20
Total Points for Price and Specific Goals	100

1.5. Failure on the part of a tenderer to submit proof or documentation required in terms of this tender to claim points for specific goals with the tender will be interpreted to mean that preference points for specific goals are not claimed.

1.6. The organ of state reserves the right to require of a tenderer, either before a tender is adjudicated or at any time subsequently, to substantiate any claim regarding preferences, in any manner required by the organ of state.

## 2. DEFINITIONS

- 2.1. “**tender**” means a written offer in the form determined by an organ of state in response to an invitation to provide goods or services through price quotations, competitive tendering process or any other method envisaged in legislation;
- 2.2. “**price**” means an amount of money tendered for goods or services, and includes all applicable taxes less all unconditional discounts
- 2.3. “**rand value**” means the total estimated value of a contract in Rand, calculated at the time of bid invitation, and includes all applicable taxes;
- 2.4. “**tender for income-generating contracts**” means a written offer in the form determined by an organ of state in response to an invitation for the origination of income-generating contracts through any method envisaged in legislation that will result in a legal agreement between the organ of state and a third party that produces revenue for the organ of state, and includes, but is not limited to, leasing and disposal of assets and concession contracts, excluding direct sales and disposal of assets through public auctions; and
- 2.5. “**the Act**” means the Preferential Procurement Policy Framework Act, 2000 (Act No. 5 of 2000).

## 3. FORMULA FOR PROCUREMENT OF GOODS AND SERVICES

### 3.1. POINTS AWARDED FOR PRICE

#### 3.1.1. THE 80/20 OR 90/10 PREFERENCE POINT SYSTEMS

A maximum of 80 points is allocated for price on the following basis:

**80/20:**

$$P_s = 80 \left( 1 - \frac{P_t - P_{\min}}{P_{\min}} \right)$$

Where:

$P_s$  = Points scored for price of bid under consideration

$P_t$  = Price of bid under consideration

$P_{\min}$  = Price of lowest acceptable bid

**4. POINTS AWARDED FOR B-BBEE STATUS LEVEL OF CONTRIBUTOR**

4.1. In terms of Regulation 6 (2) and 7 (2) of the Preferential Procurement Regulations, reference points must be awarded to a bidder for attaining the B-BBEE status level of contribution in accordance with the table below:

<b>B-BBEE Status Level of Contributor</b>	<b>Number of points (80/20 system)</b>
1	20
2	18
3	14
4	12
5	8
6	6
7	4
8	2
Non-compliant contributor	0

**5. DECLARATION WITH REGARD TO COMPANY/FIRM**

Name of company	
VAT Registration Number	
Company Registration Number	

**5.1. TYPE OF COMPANY/ FIRM**

<input type="checkbox"/>	Partnership/Joint Venture / Consortium
<input type="checkbox"/>	One person business/sole propriety
<input type="checkbox"/>	Close corporation
<input type="checkbox"/>	State Owned Company

[Tick applicable box]

I, the undersigned, who is duly authorised to do so on behalf of the company/firm, certify that the points claimed, based on the specific goals as advised in the tender, qualifies the company/ firm for the preference(s) shown and I acknowledge that:

5.1.1. The information furnished is true and correct;

5.1.2. The preference points claimed are in accordance with the General Conditions as indicated in paragraph 1 of this form;

- 5.1.3. In the event of a contract being awarded as a result of points claimed as shown in paragraphs 1.4 and 4.2, the contractor may be required to furnish documentary proof to the satisfaction of the organ of state that the claims are correct;
- 5.1.4. If the specific goals have been claimed or obtained on a fraudulent basis or any of the conditions of contract have not been fulfilled, the organ of state may, in addition to any other remedy it may have:
  - 5.1.4.1. disqualify the person from the tendering process;
  - 5.1.4.2. recover costs, losses or damages it has incurred or suffered as a result of that person's conduct;
  - 5.1.4.3. cancel the contract and claim any damages which it has suffered as a result of having to make less favourable arrangements due to such cancellation;
  - 5.1.4.4. recommend that the tenderer or contractor, its shareholders and directors, or only the shareholders and directors who acted on a fraudulent basis, be restricted from obtaining business from any organ of state for a period not exceeding 10 years after the *audi alteram partem* (hear the other side) rule has been applied; and
  - 5.1.4.5. forward the matter for criminal prosecution, if deemed necessary.

I, the undersigned, \_\_\_\_\_, certify that the information furnished above is true and correct.

<b>Signature</b>	
<b>Date</b>	
<b>Designation</b>	

IN THE HIGH COURT OF SOUTH AFRICA  
(EASTERN CAPE DIVISION, EAST LONDON CIRCUIT COURT)

CASE NO: *EC2024* /2024

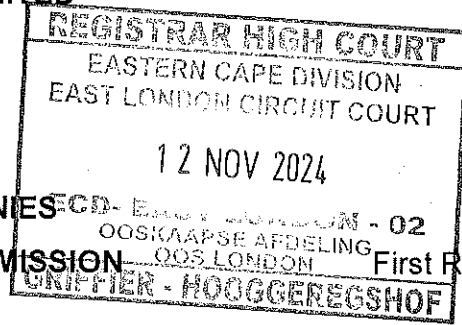
In the matter between:

UMTIZA FARMERS CORPORATION LIMITED

Applicant

and

THE COMMISSIONER OF THE COMPANIES  
AND INTELLECTUAL PROPERTY COMMISSION



First Respondent

THE TAKEOVER REGULATION PANEL

Second Respondent

In Re:

*Directions for and Publication of Notice to the Minority Shareholders in the Applicant*

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NOTICE OF MOTION

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TAKE NOTICE THAT applicant will apply to the above Honourable Court on 26 NOVEMBER 2024 at 09:30, or as soon thereafter as counsel may be heard, for orders in the following terms:

1. That a rule *nisi* do hereby issue, calling upon all interested parties to show cause, if any, on the return date on **10 DECEMBER 2024**, why an order in the following terms should not be confirmed and made final:

1.1. authorising the applicant to give notice –

1.1.1. to the minority shareholders in the applicant, being the persons named in the list attached to the founding affidavit as Annexure FA2 (hereafter “**the Minority Shareholders**”), which list is to be attached to the Order as **Annexure A**;

1.1.2. of the Order, with inclusion of the notice of a meeting of the shareholders of applicant to be held on a date still to be authorised by the Honourable Court on the return date, in the form annexed as Annexure FA3 to the founding affidavit (“**the Meeting Notice**”), which notice is to be attached to the Order as **Annexure B**;

1.1.3. by publication and display of the Order and the Meeting Notice, at a prominent place at each of the business premises of applicant as listed in Annexure FA5 to the founding affidavit, which list is to be attached to the Order as **Annexure C**;

1.2. declaring that the above publication and notice constitute proper service and delivery of the Meeting Notice to the Minority Shareholders, as contemplated

in section 62(1) of the Companies Act, No. 71 of 2008, as amended ("**the Companies Act**") read with regulation 7 of the Regulations made under the Companies Act ("**the Regulations**"), as well as article 35 of the articles of association of the applicant;

- 1.3. declaring that in this Order, "**Business Day**" means a day which is not a Saturday, Sunday or public holiday in the Republic of South Africa;
- 1.4. declaring that, to the extent that publication and display of the Meeting Notice as provided for in 1.1 above is effected less than 21 (twenty-one) calendar days or 15 (fifteen) Business Days before the date of the intended meeting of shareholders to be set as per paragraph 1.1.2 above, such non-compliance with the requirements of the period of notice provided for in section 62(1)(a) of the Companies Act or article 35 of the articles of association of the applicant, be condoned; alternatively, constitutes substantial compliance in terms of section 6 of the Companies Act or article 35 of the articles of association of the applicant;
- 1.5. directing that, in respect of the sale of the whole of the business of applicant to Sentraal-Suid Co-Operative Limited and its wholly owned subsidiary Tuinroete Agri Proprietary Limited in terms of a written agreement amended and re-executed on 28 August 2024, together with amendments thereto ("**the Sale**"), no offer circular as contemplated in terms of regulation 106 of the Regulations is required to be published to shareholders of the applicant;

- 1.6. directing that, to the extent that it may be said that the Companies Act and the Regulations require the appointment of an independent board where a company disposes of the whole or substantially the whole of its assets or undertaking, the appointment of such independent board be dispensed with in respect of the Sale;
- 1.7. directing that, in respect of the Sale, no compliance certificate as contemplated in section 119(4)(b) of the Companies Act is required to be issued by second respondent; alternatively, directing that second respondent issues a compliance certificate as contemplated in section 119(4)(b) of the Companies Act forthwith after the confirmation of the Order on the return date;
2. directing that a copy of the rule *nisi* shall be served by publication and display at a prominent place at each of the business premises of applicant as listed in as listed in Annexure FA3 to the founding affidavit, to become **Annexure C** to the Order;
3. granting leave to any Minority Shareholder, or its lawful successor in title, to on the return date of this order intervene in and oppose the application if it believes it has reasonable grounds to do so;
4. directing that such further and/or alternative relief be granted to applicant as may be deemed just and equitable;

- 5. directing that any of first respondent or the second respondent or Minority Shareholders who unsuccessfully oppose this application be ordered to pay the costs thereof, jointly and severally to the extent applicable.

**FURTHER TAKE NOTICE THAT** the attached founding affidavit of Rikus Christiaan Vorster and supporting affidavits of Alan Pietrucci and Lindinkosi Dumisani Fadana will be used in support of this application.

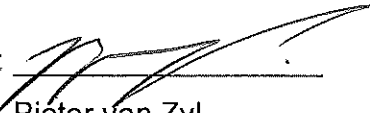
**KINDLY ENROL THE MATTER FOR HEARING ACCORDINGLY.**

**DATED at EAST LONDON on this 11<sup>th</sup> DAY of NOVEMBER 2024.**

**VANDERSPUY CAPE TOWN**

Attorneys for the Applicant  
 Ref : PC Neethling/DIE18/0001  
 1<sup>st</sup> Floor, 56 Shortmarket Street  
 CAPE TOWN  
 c/o

**BATE CHUBB & DICKSON**

Per:   
 Ref. Pieter van Zyl  
 Suite 3, Novia House  
 34 Western Avenue,  
 Vincent  
 EAST LONDON

**TO: THE REGISTRAR**  
High Court  
EAST LONDON CIRCUIT COURT

**AND TO: FIRST RESPONDENT**  
The Commissioner  
The Companies And Intellectual Property Commission  
Block F, the DITC Campus  
77 Meintjies Street  
Sunnyside  
PRETORIA

**AND TO: SECOND RESPONDENT**  
The Takeover Regulation Panel  
Freestone Park, First Floor Block 2  
135 Patricia Road, Atholl  
**JOHANNESBURG**