



Takeover
Regulation
Panel

a member of the dtic group

BID NO: TRP 01/09/25

**THE APPOINTMENT OF A PANEL OF LEGAL
PRACTITIONERS FOR THE PROVISION OF
LEGAL SERVICES TO THE TAKEOVER
REGULATION PANEL (the Panel) FOR A
PERIOD OF THREE (3) YEARS**

01 SEPTEMBER 2025

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1. ENQUIRIES

- 1.1. Bidding procedure enquiries may be directed to:
Khuthadzo Tshivhilinge: e-mail to khuthadzot@trpanel.co.za
- 1.2. Technical enquiries may be directed to:
Margaret Motsoahae: e-mail to margaretm@trpanel.co.za

There will be no briefing session.

2. BID VALIDITY PERIOD

Responses received from bidders will be valid for a period of **120** calendar days counted from the bid closing date.

3. INSTRUCTION ON SUBMISSION OF BIDS

- 3.1. Proposals must be submitted in both hard copy and electronic format to the Takeover Regulation Panel, 1st Floor Block 2, Freestone Park, 135 Patricia Road, Atholl, 2196; admin@trpanel.co.za
- 3.2. Bids must be delivered between **08h30 and 16h00, Mondays to Fridays**, prior to the closing date, and between **08h30 and 11h00 on the closing date**.
- 3.3. The closing date for submission of bids is **30 September 2025 not later than 11h00**. No late bids will be considered.

Should the bidder have a reason to believe that the functional requirements are not open/fair, the bidder must notify the Panel within five (5) days of the publication of the RFP.

4. THE PANEL'S RIGHTS

- 4.1. The Panel reserves the right not to accept the lowest bid, nor shall it be responsible for any expenses or losses which may be incurred by the bidder in the preparation and delivery of the bid submission. The Panel also reserves the right to cancel or withdraw the bid at any stage.
- 4.2. The Panel reserves the right to consider the guidelines and prescribed hourly rates for consultants as provided in the National Treasury Instruction on cost containment measures, where relevant.

5. CONDITIONS OF THE LEGAL PANEL

- 5.1. Only legal firms that reach minimum thresholds as set out in the evaluation criteria and weightings will be eligible to participate as and when required.
- 5.2. Legal firms on the panel are not guaranteed any specific work assignments during the tenure of this contract; work will be allocated on a competitive basis (RFQ) among the appointed panel members.

6. ABOUT THE PANEL

- 6.1. The Takeover Regulation Panel (the Panel) is established in terms of section 196 of the Companies Act No 71 of 2008 (the Act) as a juristic person. 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 of public service.
- 6.2. The mandate of the Panel is to regulate takeovers (referred to as affected transactions in the Act), ensure market integrity with the primary focus on the protection of shareholders' interests.
- 6.3. The Panel is listed as a Schedule 3A public entity in the Public Finance Management Act, 1999 (Act 1 of 1999).

7. PURPOSE AND OBJECTIVES OF THIS TENDER

The Panel invites legal practitioners to submit proposals for the appointment to its panel of legal practitioners for a period of three (3) years.

8. SCOPE OF SERVICE

The Panel intends to appoint a panel of legal practitioners to provide legal services as contained below, based on the Panel's needs.

- 8.1. Without limitation, bidders will be required to render legal services to the Panel pertaining including but not limited to:
 - 8.1.1. The Companies Act 71 of 2008;
 - 8.1.2. Public Finance Management Act 1 of 1999, Treasury Regulations and Directives;
 - 8.1.3. Labour and Employment Law; and
 - 8.1.4. Any other laws that may affect the Panel at such given time.

Area of Work	Scope of Work	Skills Required
Company Law	<ul style="list-style-type: none"> • Litigation. • Providing advisory opinions. • Briefing advocates. • Settlement of cases. 	<ul style="list-style-type: none"> • Experience in Takeover laws. • Understanding of the regulatory framework governing the application of Takeover laws.
Opinion on legislations	<ul style="list-style-type: none"> • Provide legal opinion on prescript relating to the Panel as public entity. • Provide legal opinion to the Accounting Officer and/or Accounting Authority as and when required. 	<ul style="list-style-type: none"> • Extensive experience in the provision of legal opinion in the public sector, Accounting Officer and Authority.
Labour and Employment Law	<ul style="list-style-type: none"> • Provide legal opinions on labour employment benefits and employment law-related matters. • Assist in disciplinary hearings, arbitration and other dispute resolutions. • Provide advice on contracts of employment and related matters. 	<ul style="list-style-type: none"> • Experience in labour and employment law litigation. • Understand the regulatory framework. • Understanding of labour law and employment law jurisprudence for the purpose of providing legal opinions.

9. CATERGORY OF FIRMS

It is recommended that law firms specializing/expertise on the areas of law listed below submit their bids. Mark with X on your core function (s).

PRACTICE AREA	MARK "X"
Company Law specifically corporate law focused on takeovers	
Public Finance Management Act & Public Procurement Act	

Labour and Employment Law	

10. EVALUATION CRITERIA AND WEIGHTINGS

Bids shall be evaluated in terms of the following process:

Pre-qualification Criteria (Stage 1)	Technical Evaluation Criteria (Stage 2)	Price Evaluation (Stage 3)
Bidders must submit all documents as outlined in paragraph 10.1. below. Only bidders that comply with ALL these criteria will proceed to Stage 2.	Bidder(s) are required to achieve a minimum of 70 points out of 100 points to proceed to Stage 3 (Price).	Bidder(s) will be evaluated on price and preference points Stage 3 will only apply to bidder(s) who have met and exceeded the threshold of 70 points from the technical criteria.

10.1. Phase 1: Compliance with minimum requirements

10.1.1. Certified copies of Original Company Registration Documentation.

10.1.2. Valid Tax clearance certificate.

10.1.3. Valid B-BBEE Certificate.

10.1.4. Proof of Registration on Central Supplier Database (CSD).

10.1.5. The attached forms are to be completed by the bidder (where applicable):

SBD 4 – Declaration of Interest.

SBD 6.1 – Preference Points claim

10.1.6. Bidders must be law firms, and the Lead Legal Practitioner (Director / Partner) must be registered with the Legal Practice Council. Bidders must submit a certified copy (not older than 6 months from closing of the bid) of Fidelity Fund Certificate issued

to the relevant Lead Legal Practitioner (Partner/Director) by the Legal Practice Council.

10.1.7. Bidders must submit a Certificate of Good Standing. The Certificate must be issued by the Legal Practice Council or relevant Law Society issued to the relevant Lead Legal Practitioner (Partner/Director) or to the law firm by the Legal Practice Council.

10.1.8. Lead Legal Practitioner (Director/Partner) must submit an admission certificate from the High Court of South Africa.

10.1.9. Lead Legal Practitioner (Director/Partner) must submit a certified copy of qualifications.

Note: Failure to comply with the requirements assessed in Phase 1 (compliance), may lead to disqualification of bids.

10.2. Phase 2: Technical/Functionality Evaluation

The tender submission will be functionally evaluated out of a **minimum of 70 points – any bidder who scores less than 70** will not be considered for further evaluation. **The maximum score is 100.** The evaluation is based on functionality, which will be evaluated using the following criteria and points:

Technical and Functionality

	Description	Weight %
1.	Company profile The company profile should indicate the following: <ul style="list-style-type: none">• The experience of the company in the field/area of expertise.• Proof from the relevant legal practice council the date must not be older than 10 years. Number of years Points will be allocated as follows:	15

	<ul style="list-style-type: none"> • More than 20 years of experience = 15 points • 15 to 20 years of experience = 12 points • 10 to 15 years of experience = 9 points • 5 to 10 years of experience = 6 points • 5 years of experience = 3 points 	
2.	<p>Experience of the leading Partner/Director</p> <p>The bidder must provide a comprehensive CV of the Lead Partner/Director outlining work experience in the field/area of expertise. The bidder must attach copies of qualifications.</p> <p>Partner/Director must submit a comprehensive CV with 3 contactable references, proof of admission with the High Court of South Africa, registration with the LPC and a letter of good standing with the LPC.</p> <p>Points will be allocated as follows:</p> <ul style="list-style-type: none"> • More than 20 years of experience = 30 points • 15 to 20 years of experience = 20 points • 10 to 15 years of experience = 15 points • 5 to 10 years of experience = 10 points • 5 years of experience = 5 points 	30
3.	<p>Experience of team members (1 x Senior Associate and 1 x Associate)</p> <p>The bidder must provide a comprehensive CV of the Senior Associate and Associate outlining work experience in the field/area of expertise. The bidder must attach copies of qualifications.</p> <p>Points will be allocated as follows:</p> <ul style="list-style-type: none"> • 10 and above years of post-admission experience = 15 points • 7-9 years of post-admission experience = 10 points • 4 to 6 years of post-admission experience = 5 points 	15

	<ul style="list-style-type: none"> • 1 to 3 years of post-admission experience = 2 points 	
4.	<p>The bidder's reference letters/testimonials</p> <p>Bidder must submit minimum of three (3) reference letters/testimonial of similar service rendered from current and previous clients with contact details. (on referrer's company letterhead).</p> <p>Points will be allocated as follows:</p> <ul style="list-style-type: none"> • 3 signed positive reference letters/testimonials = 10 points • Less than 3 signed positive reference letters/testimonials signed positive reference letters/testimonials = 0 points <p><i>The Panel reserves the right to validate the above information with the individual client organisations as part of due diligence process.</i></p>	10
5.	<p>Approach and Methodology: Demonstration of understanding of the requirement as per paragraph 8 above</p> <p>The bidders must submit a detailed approach and methodology describing:</p> <ul style="list-style-type: none"> • how the bidder will render the legal services • the types of similar cases handled by the bidders in their area of expertise • their ability to meet deadlines, especially on a short-time frame. <p>Points will be allocated as follows:</p> <p>The bidders methodology and approach demonstrated all the 3 above activities = 30 points</p> <p>The bidders methodology and approach demonstrated in 2 above activities = 20 points</p> <p>The bidders methodology and approach demonstrated in 1 above activity = 10 points</p>	30
Total		100

10.3. Phase 3: Preference Point system

All bids that achieve the minimum qualifying score for Functionality (acceptable bids) will be evaluated further in terms of the applicable preference point system, as follows:

CRITERIA	POINTS
Price	80
B-BBEE	20
TOTAL	100

SECTION 3: FINANCIAL PROPOSAL

Request for Proposal No: _____

Name of Company: _____

1. **NOTE: All prices must be VAT inclusive (where applicable) and must be quoted in South African Rand (ZAR).**

PROPOSED FEES

Resource(s)	Hourly Rate per resource	Total Cost (VAT Excl.)	Total Cost (VAT Incl.)
Other Fees			
Sub – Total Fees Year 1 (VAT Excl.)			
Sub – Total Fees Year 2 (VAT Excl.)			
Sub – Total Fees Year 3 (VAT Excl.)			

ACCEPTANCE OF BID CONDITIONS AND BIDDER DETAILS

Request for Proposal No: _____

Name of Bidder: _____

CENTRAL SUPPLIER DATABASE (CSD) INFORMATION

Supplier Number	
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SUPPLIER INFORMATION

Name of Company				
Registration Number				
VAT Number				
Contract Person				
Telephone Number	Code		Number	
Cell Number				
E-mail Address				
Street Address				

Attach Company Profile

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

Signature _____ Date _____

Designation _____

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 interest¹ 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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¹ 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

- 2.3.1. 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 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 consortium² 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.

² 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.

- 3.6. 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.
- 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.

Signature	
Date	
Designation	

Form: SBD 6.1.

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

This preference form must form part of all the 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 points 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 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-BBEE Status Level of Contributor	Number of points (80/20 system)
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.

Signature	
Date	
Designation	