



**REQUEST FOR PROPOSALS
FOR COMPANY SECRETARIAL
SERVICES**

BID DETAILS

Bid Title: Company Secretarial Services

Description of Goods and Services: Company Secretarial Services

Date of Bid: 31 March 2021

Date of Bid Closing: 30 April 2021

CONTACT INFORMATION

Any enquiries regarding the bidding procedure may be directed to:

Ms Jermina Mokoena

E-mail: info@hulisani.co.za

1. Notice and Invitation to submit Proposals

Hulisani Limited (“**Hulisani**”) invites suitably qualified and experienced service providers to submit priced proposals for the supply of services indicated in the Scope of Works herein.

Only respondents who submit priced proposals incorporating all the relevant elements of the Scope of Work will be eligible to have their submissions evaluated.

Submissions should be returned to Hulisani by means of electronic submissions via e-mail. The submission e-mail address designated is: info@hulisani.co.za.

2. Scope of works

2.1 Project Brief

The purpose of this bid is for the appointment of a service provider to render secretariat services to the Hulisani Board and its subcommittees for a 12-month period commencing on 1 June 2021. The contract is extendable for another period of 12 months at the Board’s discretion.

The service provider must have the requisite knowledge and experience in the relevant laws and regulations pertaining to the JSE-listed companies and privately held local companies.

The service provider must be a South African registered entity.

2.2 Scope of Work

Qualification Criteria:

The service provider must be a South African registered entity and should also ideally also comply with the following criteria:

- Broad-Based Black Economic Empowerment (“BBBEE”): The service provider’s BBBEE status level should be no lower than Level 4. The service provider must provide documentary evidence reflecting its BBBEE Status Level of Contribution.
- Professional Qualification: The key person / people assigned to Hulisani should possess any of the following qualifications: LLB / BCom Accounting / CIS, business management degree or equivalent. The service provider should provide the CV(s) of the person / people assigned to Hulisani.
- Track record: The service provider should have a track record of rendering the same or similar services to those set out in the Scope of Work below to reputable companies (including listed companies). The service provider should provide at least one letter of recommendation from a listed client to whom similar services to those described in the Scope of Work were provided.
- Capacity and availability: The service provider should have sufficient capacity (i.e. time and/or human resources) to deliver the secretarial duties.

Responsibilities of the Company Secretary

The service provider must be able to fulfil, amongst other things, the following key statutory functions in terms of the Companies Act, No. 71 of 2008 (**Companies Act**), the King Code on Corporate Governance (**King Code**), the JSE Listings Requirements (**JSE LR**) and other relevant legislation (as amended from time to time):

- to be accountable to the Hulisani Board for the fulfilment of its functions;
- to provide Hulisani Board members with guidance as to their duties, responsibilities and powers;
- to report to the Hulisani Board on any failure on the part of the Hulisani or Board(s) member(s) to comply with the policies, procedures and laws governing the Hulisani;
- to ensure that a copy of the Hulisani's annual financial statements is sent to every person who is entitled to it;
- to administer the proper induction, orientation, ongoing training and education of Board members, including assessing the specific training needs of Board members and executive management in their fiduciary and other governance responsibilities;
- assist the Board with the drafting of policy documents and terms of reference for additional technical expertise where such are not available on the Board;
- ensure all the relevant governance disclosures under the King Code, JSE LR and the Companies Act are included in the Integrated Annual Report.

Company Secretarial Services

The services to be rendered by the company secretary to Hulisani will include but shall not be limited to the following –

- prepare and review Board / Board committee annual calendars and work plans;
- undertake an annual review and update of Board charters and Board committee terms of reference;
- prepare, review and update delegations of authority and Board policies and procedures;
- coordinate annual performance evaluations of the Board, Board committee and individual directors;
- co-ordinate the induction of new Board and Board committee members and identify ongoing training requirements;
- draft appointment letters for new Board members;
- coordinate the annual evaluation of the Audit and Risk Committee members;
- contribute to the compilation of the Integrated Annual Report;
- liaise with Hulisani's sponsors, as and when required;
- coordinate unscheduled meetings related to Board and Board committee matters;
- undertake the following Board / Board committee meeting administration:
 - arrange and call for meetings;
 - prepare agendas in consultation with the Board/Board committee chairpersons and management;
 - prepare and distribute meetings packs;
 - prepare and maintain attendance registers;
 - compile, distribute and maintain a declaration of interests register for Board/Board committee members;
 - take minutes of meetings and maintain a matters arising list;

- prepare for the company's annual general meeting and attend to all administration related thereto;
- attend to statutory filing and administration of Board documentation;
- update and maintain group company records;
- facilitate Board approvals via round robin;
- attend to filings at the Company and Intellectual Property Commission.

Company Secretarial Personal Attributes

- Superior communication skills
- Ability to work in a dynamic and fast-paced environment

3. The Proposal

The proposal must demonstrate the service provider's experience rendering the same or similar services to a company in South Africa. The proposal must at a minimum, include:

- documentary evidence reflecting the service provider's BBBEE Status level of Contribution;
- indications of additional value to be derived from the services, the firm and team composition;
- details regarding the internal capacity and experience of the service provider to meet the needs of Hulisani in an efficient and reliable manner;
- staff numbers and expertise within the firm;
- IT security measures and physical security measures used by the service provider to safeguard confidential information;
- the number of people assigned to Hulisani;
- the education, qualifications and years of experience of the people to be assigned to Hulisani;
- indicative pricing for the provisions of the services; and
- the ability to retain these levels of expertise when staff changes to avoid interruptions in services etc.

4. Hulisani determination

Bidders who are able to demonstrate fulfilment of the Scope of Work to the satisfaction of Hulisani will be invited to present their proposal to a special committee of the Board. The date of the presentation will be communicated to the short-listed candidates.