



**REQUEST FOR PROPOSALS**  
COMPANY SECRETARIAL SERVICES FOR MMWCA

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# **PART 1: INSTRUCTIONS AND CONDITIONS TO BIDDERS**

## **1.1. INTRODUCTION**

The Maasai Mara Wildlife Conservancies Association (MMWCA) is a membership organization of all the Mara conservancies, open to any existing or upcoming wildlife conservancy whose land is part of or integral to the greater Maasai Mara ecosystem. The MMWCA is one of the 12 regional associations forming the Kenya Wildlife Conservancies Association (KWCA) as envisaged in the Wildlife Conservation and Management Act 2013.

MMWCA's Mission is: 'conserving the greater Maasai Mara ecosystem for the prosperity of all: biodiversity and wildlife, the regional Maasai population, recreation and tourism for the nation of Kenya'.

The MMWCA has three key objectives:

1. Provide a space for open discussions, a hub for knowledge sharing and coordination driving policy in the interest of conservancies and conservation related issues.
2. Support the creation and development of conservancies and their neighboring areas across the greater Mara ecosystem, as a sustainable form of land-use and to provide mechanisms for equitable and value-based benefit sharing to sustain land under conservation.
3. Lead or/and implement development and conservation programs across member conservancies to facilitate coordination, collaboration and synergetic action.

## **1.2. SUMMARY**

MMWCA invites firms to submit financial and technical proposals for providing company secretarial consultancy services. A detailed description of the requirements can be found in Part 2 of this Request for Proposal (RFP). **PROCUREMENT PROCESS**

The following key dates apply to this procurement process:

- RFP issue date: 19<sup>th</sup> July 2024 2024
- RFP closing date and time: 30<sup>th</sup> July 2024, 17:00 EAT
- Estimated contract award date: 9<sup>th</sup> August 2024

## **1.3. CONDITIONS**

MMWCA is not bound in any way to enter into any contractual or other arrangement with any proposer as a result of issuing this RFP. MMWCA is under no obligation to accept the lowest financials proposal or any proposal. MMWCA reserves the right to terminate the procurement process at any time prior to contract award. By participating in this RFP, proposers accept the conditions set out in this RFP.

#### **1.4. QUERIES AND QUESTIONS DURING THE RFP PERIOD**

Proposers are to direct any questions regarding the RFP to [procurement@maraconservancies.org](mailto:procurement@maraconservancies.org). No other MMWCA personnel are to be contacted in relation to this RFP. Proposers must submit questions no later than 26<sup>th</sup> July 2024, 17:00 EAT.

As far as possible, MMWCA will share the responses to any questions, suitably anonymized, with all invited proposers. If you consider the content of your question confidential, you must state this at the time the question is posed.

#### **1.5. AMENDMENTS TO RFP DOCUMENTS**

MMWCA may amend the RFP document by issuing notices to that effect to all invited proposers and may extend the RFP closing date and time if deemed necessary.

#### **1.6. PROPOSAL LODGEMENT METHODS AND REQUIREMENTS**

Proposers must submit their proposal to MMWCA no later than 30<sup>th</sup> July 2024, 17:00 EAT by email to: [procurement@maraconservancies.org](mailto:procurement@maraconservancies.org). The subject heading of the email should be 'Company Secretarial Services for MMWCA by [organizational name].' Electronic copies are to be submitted in PDF, or MS Word, formats. Proposals must be in English.

#### **1.7. LATE AND INCOMPLETE PROPOSALS**

Any proposal received by MMWCA later than the stipulated RFP closing date and time, and any proposal that is incomplete, will not be considered. There will be no allowance made by MMWCA for any delays in transmission of the proposal from proposer to MMWCA.

#### **1.8. WITHDRAWALS AND CHANGES TO THE PROPOSAL**

Proposals may be withdrawn or changed at any time prior to the RFP closing date and time by written notice to the MMWCA contact. No changes or withdrawals will be accepted after the RFP closing date and time.

#### **1.9. VALIDITY OF PROPOSALS**

Proposals submitted in response to this RFP are to remain valid for a period of 90 calendar days from the RFP closing date.

#### **1.10. EVALUATION OF PROPOSALS**

The evaluation of proposals shall be carried out exclusively with regards to the evaluation criteria and their relative weights specified in Part 3 of this RFP.

#### **1.11. CONFIDENTIALITY**

Any data, documentation or other business information furnished by or disclosed to the contractor shall be deemed the property of MMWCA and must be returned to MMWCA upon request.

#### **1.12. SUBMISSION REQUIREMENTS**

All interested person(s)/firm should submit technical and price proposals by the deadline.

Deadline: 17:00 EAT, July 30<sup>th</sup> 2024

Proposals should be emailed to: [procurement@maraconservancies.org](mailto:procurement@maraconservancies.org) and copy to [contact@maraconservancies.org](mailto:contact@maraconservancies.org)

## **PART 2: REQUIREMENTS**

### **2.1 OBJECTIVES**

Maasai Mara Wildlife Conservancies Association (MMWCA) wishes to appoint a firm or individual (the “Consultant”) to work with MMWCA to provide company secretarial services on a retainer basis to ensure full regulatory compliance and good corporate governance, and to provide administrative support to ensure Board operations function smoothly.

### **2.2 SCOPE OF THE WORK**

The main deliverables under this assignment are to provide company secretarial services pertaining to statutory returns, Board and Board Committee meetings and general meetings of MMWCA.

- a. Be closely involved in preparing the schedule of board and committee meetings for the year and on the advice of the Chairperson and CEO prepare and circulate the agendas for Board and committee meetings
- b. Take accurate, correct and reliable minutes of Board and Board committee meetings and ensure their confirmation and distribution
- c. Organisation and coordination of Annual General Meetings and ensuring that the meetings are held in accordance with the provisions of the Companies Act and the Articles of Association and drafting of the minutes.
- d. Assist the Board, Chairperson and CEO to ensure that Board decisions are effectively implemented.
- e. Ensure that board policies and instructions are communicated to the relevant persons in the Association and that pertinent issues from management are referred back to the board where appropriate.
- f. Play a key role in the induction process of new directors and work with the chairman of the Board to help identify training requirements for directors
- g. Help to ensure ongoing training and development programs to keep the Board and directors well informed on developments in the Association and in respect of matters relevant to their responsibilities generally.
- h. Ensure that the directors and management operate within the delegation of authority framework approved by the board and that these are reviewed and updated from time to time.
- i. Take overall responsibility for preparation and approval by the Board of all statutory reports and requirement ensuring compliance with statutory deadlines, statutory and regulatory disclosures, corporate governance standards and practices.
- j. Ensure safe custody of all Board documents including contracts, agreements and other legal documents approved or brought to the attention of the Board.
- k. Work with the Chairperson, Board and CEO to prepare the agendas and notices, while ensuring that information to and from the Board is appropriate and adequate while ensuring effective communication with all persons entitled to any such information
- l. Act as confidential advisor to the Chairperson, CEO, board and committee chairs on all matters relevant to good corporate governance and compliance.

- m. Help coordinate and support Chairperson /CEO/Management /Board relationships to enhance good corporate governance
- n. Help the Chairperson facilitate board evaluation process ensuring that this includes confidential interviews with directors and the “360” interviews with senior management
- o. Help coordination of director orientation programs
- p. Strengthen senior staff support of the board, prepare and tailor appropriate information packages for, and reports to, the board
- q. Establish effective processes and organizational tools and work plans with the board and committees to organize their activities in a cogent, efficient annual calendar tailored to the specific needs of the board.

### **2.3 DURATION**

The successful bidder shall be engaged by MMWCA for a period of 24 months.

### **2.4 PAYMENT TERMS**

A contract of agreement will be issued between MMWCA and the supplier prior to commencing any job.

### **2.5 RELATIONSHIPS**

The Consultant will be appointed by the Board and will be accountable to the Chairperson of the Board.

### **2.6 APPLICATION REQUIREMENTS**

Based on these Terms of Reference, the consultant is expected to submit:

1. Statutory documents detailing:

#### For Companies

- i. Provide Company Profile with Organogram/Organization Chart
- ii. Provide Certificate of Incorporation, Certificate of Registration
- iii. Provide CR12 certificate
- iv. Provide Valid Tax Compliance Certificate
- v. Copy of Utility Bill or Lease to confirm existence of the business premises
- vi. Describe any conflicts of interest that your company may have in entering into a relationship with MMWCA
- vii. Audited financial reports for the last two years

#### For Sole Proprietors

- A detailed CV and profile of the consultant highlighting experience on similar solutions in the conservation field/NGO sector.
- Individual KRA PIN
- KRA Tax Compliance Certificate
- A business registration or Incorporation certificate

- Business Permit
- Copy of Utility Bill or Lease to confirm existence of the business premises
- Describe any conflicts of interest that your company may have in entering into a relationship with MMWCA
- Financial reports for the past two years

2. Technical proposal highlighting:

- Profile and capability statement of the applicant;
- Experience in carrying similar assignment;
- Applicant understanding of the TORs;
- Qualifications and experience of the applicant;
- Proposed detailed methodology to undertake this assignment;
- Proposed work plan;
- 3 written references on a company letterhead from organizations for which the applicant has delivered similar assignments in the last 5 years.

3. Financial proposal:

The financial proposal should be adequately detailed covering professional fee and all other costs required to undertake the assignment including all taxes as captured below:

<b>Schedule of prices, fixed for 24 months</b>	<b>Frequency</b>	<b>Unit</b>	<b>Cost (KES) Including VAT</b>	<b>Total cost in KES, including VAT</b>
<b>Retainer fee</b>				
<b>Board meeting attendance &amp; minute taking</b>				
<b>Board sub-committee attendance &amp; minute-taking</b>				
<b>General meeting attendance &amp; minute taking</b>				
<b>Filing of statutory notices</b>				
<b>Filing of resolutions</b>				
<b>Filing annual returns</b>				
<b>Board/management training</b>				
<b>Other meetings / inductions</b>				



## PART 3: EVALUATION OF PROPOSALS

Evaluation of submitted proposals will use a merit-point scoring system and be selected based on technical expertise. The evaluation will be carried out exclusively based on the weights specified in the table below:

The primary and sub-criteria for the technical evaluation are:

Criteria	Points
<p><b>Mandatory Documents:</b> <u>For Companies</u></p> <ul style="list-style-type: none"> <li>i. Provide Company Profile with Organogram/Organization Chart – 2 Points</li> <li>ii. Provide Certificate of Incorporation, Certificate of Registration – 1 Point</li> <li>iii. Provide CR12 certificate – 1 Point</li> <li>iv. KRA PIN – 1 Point</li> <li>v. Provide Valid Tax Compliance Certificate – 1 Point</li> <li>vi. Copy of Utility Bill or Lease to confirm existence of the business premises – 1 Point</li> <li>vii. Describe any conflicts of interest that your company may have in entering into a relationship with MMWCA – 1 Point</li> <li>viii. Audited financial reports for the last two years – 2 Points</li> </ul> <p><u>For Sole Proprietors</u></p> <ul style="list-style-type: none"> <li>i. A detailed CV and profile of the consultant highlighting experience on similar solutions – 2 Points</li> <li>ii. Individual KRA PIN – 1 Point</li> <li>iii. KRA Tax Compliance Certificate – 1 Point</li> <li>iv. A business registration or Incorporation certificate – 1 Point</li> <li>v. Business Permit – 1 Point</li> <li>vi. Copy of Utility Bill or Lease to confirm existence of the business premises – 1 Point</li> <li>vii. Describe any conflicts of interest that your company may have in entering into a relationship with MMWCA – 1 Point</li> <li>viii. Financial reports for the past two years – 2 points</li> </ul>	<p>10 Points</p>
<p><b>Technical Proposal</b></p> <ul style="list-style-type: none"> <li>i. Profile and capability statement of the applicant – 5 points</li> <li>ii. Experience in carrying similar assignment – 7.5 points</li> <li>iii. Applicant understanding of the TORs – 5 points</li> <li>iv. Qualifications and experience of the applicant – 15 points</li> <li>v. Proposed detailed methodology to undertake this assignment – 7.5 points</li> <li>vi. Proposed work plan – 5 points</li> <li>vii. 3 written references on a company letterhead from organizations for which the applicant has delivered similar assignments in the last 5 years – 15 points</li> </ul>	<p>60 Points</p>

<p><b>Financial Proposal</b> Detailed financial proposal in <b>Kenya Shillings</b> with itemized expenses.</p> <p>The lowest cost proposal will be awarded 30 points. Other cost proposals will be awarded proportionate points as per formula: <i>Financial Weight = (Lowest Cost/Proposal's Cost) X 15</i></p>	30 Points
<b>Total</b>	<b>100 points</b>