



correctional services

**Department:
Correctional Services
REPUBLIC OF SOUTH AFRICA**

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DEPARTMENT OF CORRECTIONAL SERVICES : FACILITIES FUND

REQUEST FOR PROPOSALS (RFP)

RFP NUMBER: FF/LEGAL/2026/01

APPOINTMENT OF A LEGAL SERVICES PROVIDER FOR THE REVIEW OF TIMESHARE CONTRACTS, DEVELOPMENT AND IMPLEMENTATION OF A TIMESHARE BUY-BACK PROGRAMME, MERGER OF WIDOWS & ORPHANS FUNDS, AND ESTABLISHMENT AND REGISTRATION OF THE DCS FACILITIES FUND TRUST

Issue Date: 11 September 2026

Closing Date: 02 October 2026

Closing Time: 11h00

Briefing : 21 September 2026 at 10AM, Poynton Building, 124 Dr. WF Nkomo Street, Pretoria

Bid Submission Address:

Department of Correctional Services
Poynton Building
124 Dr. WF Nkomo Street
Pretoria, 0001

Bid documents must be deposited in the official Bid Box situated at the reception area of the Poynton Building before the closing date and time. Late submissions will not be accepted.

BID ENQUIRIES

Technical Enquiries

Department of Correctional Services

Facilities Fund

Email: Ntsako.khosa@dcs.gov.za / felicia.nthangeni@dcs.gov.za

Telephone: (012) 305 8091 / (012) 307 2722

1. INVITATION TO BID

The Department of Correctional Services Facilities Fund ("the Fund") hereby invites proposals from suitably qualified and experienced legal firms, consortiums, or incorporated legal practices to provide comprehensive legal advisory and implementation services in respect of strategic legal and governance matters affecting the Facilities Fund.

The successful bidder shall be required to provide specialised legal services relating to:

- 1) Review and rationalisation of existing timeshare agreements and related assets;
- 2) Development and implementation of a legally compliant Timeshare Buy-Back Programme;
- 3) Legal merger and consolidation of Widows & Orphans Fund A, Widows & Orphans Fund B, and Widows & Orphans Fund New;
- 4) Establishment and registration of the Facilities Fund Trust with the Master of the High Court;
- 5) Development of governance frameworks, compliance structures, and related legal instruments required to support the Fund's future business and investment activities.

The appointment is intended to ensure legal certainty, regulatory compliance, improved governance, and long-term sustainability of the Facilities Fund and related entities.

2. INTRODUCTION AND BACKGROUND

The Facilities Fund was established to manage and administer assets and benefits for the benefit of qualifying members and beneficiaries.

Over the years, the Fund has accumulated various assets, contractual arrangements and benefit structures that require review and restructuring to ensure that they remain legally compliant, financially sustainable and aligned with modern governance practices.

The Board of Trustees has identified several strategic priorities that require specialist legal intervention, including:

2.1 Review of historical timeshare agreements held by the Fund;

2.2 Development of a legally compliant framework for the voluntary buy-back of timeshare interests from pensioners and beneficiaries;

2.3 Consolidation and merger of multiple Widows & Orphans Funds into a single efficient structure;

2.4 Establishment of an appropriate Trust structure through which the Facilities Fund may lawfully hold assets, undertake investments and pursue revenue-generating activities;

2.5 Development of governance frameworks consistent with the principles of King IV and applicable South African legislation.

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Accordingly, the Facilities Fund seeks to appoint a suitably qualified legal services provider with proven expertise in trust law, commercial law, pension and benefit fund structures, property law, governance and regulatory compliance.

3. PURPOSE OF THE APPOINTMENT

The purpose of this appointment is to obtain professional legal services to:

- 3.1 Conduct legal due diligence investigations.
- 3.2 Review all timeshare contracts and related agreements.
- 3.3 Identify legal, financial and governance risks.
- 3.4 Develop lawful exit and buy-back mechanisms.
- 3.5 Facilitate negotiations with affected parties.
- 3.6 Develop merger strategies and legal frameworks for the consolidation of the Widows & Orphans Funds.
- 3.7 Establish and register the Facilities Fund Trust.
- 3.8 Draft all legal documentation required for implementation.
- 3.9 Provide legal support until all processes have been fully concluded.

4. LEGISLATIVE AND REGULATORY FRAMEWORK

The successful bidder shall ensure compliance with all applicable legislation, regulations and governance standards, including but not limited to:

- Constitution of the Republic of South Africa, 1996;
- Correctional Services Act 111 of 1998;
- Trust Property Control Act 57 of 1988;
- Companies Act 71 of 2008;
- Financial Sector Regulation Act 9 of 2017;
- Protection of Personal Information Act 4 of 2013;
- Promotion of Administrative Justice Act 3 of 2000;
- Promotion of Access to Information Act 2 of 2000;
- Income Tax Act 58 of 1962;
- Prevention and Combating of Corrupt Activities Act 12 of 2004;
- Public Finance Management Act 1 of 1999;
- King IV Report on Corporate Governance;
- Any other legislation relevant to the assignment.

5. DURATION OF THE CONTRACT

The appointment shall be for a period of twelve (12) months from the date of signing the Service Level Agreement, subject to satisfactory performance and completion of all deliverables.

6. SCOPE OF WORK

The successful bidder shall provide comprehensive legal, governance, regulatory and transaction advisory services to the Facilities Fund in relation to the review of timeshare assets, implementation of a timeshare buy-back programme, merger of the Widows and Orphans Funds, and the establishment and registration of the Facilities Fund Trust.

The project shall be implemented in four (4) phases as outlined below.

PHASE 1: LEGAL DUE DILIGENCE AND REVIEW

The purpose of this phase is to establish the legal, regulatory, governance and commercial position of all relevant assets, liabilities, agreements and structures that may be affected by the proposed transactions.

The successful bidder shall:

6.1 Legal and Governance Review

6.1.1 Review all legal, governance and operational documents relating to the Facilities Fund and associated entities.

6.1.2 Review constitutions, trust deeds, founding documents, policies, governance frameworks, Board Charters, Committee Charters and Delegations of Authority.

6.1.3 Assess compliance with applicable legislation, regulations, governance standards and internal policies.

6.2 Timeshare Legal Review

6.2.1 Review all existing timeshare agreements, membership agreements and related contractual arrangements.

6.2.2 Analyse contractual rights, obligations, restrictions and liabilities arising from the agreements.

6.2.3 Identify contractual risks, potential disputes and legal exposures.

6.3 Property and Asset Verification

6.3.1 Review all title deeds, ownership records and property registration documents.

6.3.2 Verify ownership structures and identify any encumbrances, servitudes, bonds, restrictions or third-party rights.

6.3.3 Confirm the legal status of all immovable and movable assets associated with the project.

6.4 Governance and Decision-Making Review

6.4.1 Review all Board, Committee and management resolutions relevant to the timeshare assets and related transactions.

6.4.2 Assess whether all historical decisions were properly authorised and documented.

6.4.3 Identify governance deficiencies requiring remedial action.

6.5 Due Diligence Investigation

6.5.1 Conduct a comprehensive legal due diligence investigation on all relevant assets, liabilities, contracts and obligations.

6.5.2 Identify actual and contingent liabilities.

6.5.3 Assess compliance with statutory, regulatory and contractual requirements.

6.6 Risk Assessment

6.6.1 Identify legal, regulatory, governance and operational risks.

6.6.2 Assess existing and potential litigation risks.

6.6.3 Identify contingent liabilities and possible future claims.

6.6.4 Recommend risk mitigation measures and corrective actions.

Deliverable

The successful bidder shall submit a:

Comprehensive Legal Due Diligence and Risk Assessment Report, including:

- Executive Summary;
- Findings and Observations;
- Legal Risk Register;
- Governance Assessment;
- Litigation Risk Assessment;
- Contingent Liability Assessment;
- Recommendations and Implementation Plan.

PHASE 2: TIMESHARE REVIEW AND BUY-BACK PROGRAMME

The purpose of this phase is to develop and implement a legally compliant strategy for the acquisition, cancellation or restructuring of existing timeshare rights and obligations.

The successful bidder shall:

6.7 Contractual Review

- 6.7.1 Analyse all existing timeshare agreements and membership contracts.
- 6.7.2 Assess the validity, enforceability and legal implications of each agreement.
- 6.7.3 Identify contractual obligations, restrictions and termination provisions.

6.8 Legal Opinion

- 6.8.1 Provide a comprehensive legal opinion regarding the rights and obligations of all affected parties.
- 6.8.2 Advise on available legal mechanisms for the buy-back, termination, transfer or cancellation of timeshare interests.

6.9 Buy-Back Strategy Development

- 6.9.1 Develop a legally compliant buy-back framework.
- 6.9.2 Develop eligibility criteria and valuation methodologies.
- 6.9.3 Propose implementation options and funding mechanisms.
- 6.9.4 Develop stakeholder engagement and communication strategies.

6.10 Drafting of Legal Instruments

6.10.1 Draft settlement agreements.

6.10.2 Draft transfer agreements.

6.10.3 Draft release and waiver agreements.

6.10.4 Draft consent forms and stakeholder communication notices.

6.11 Stakeholder Consultation

6.11.1 Facilitate consultations with timeshare holders and affected stakeholders.

6.11.2 Address legal concerns and provide advisory support during negotiations.

6.12 Programme Implementation

6.12.1 Provide legal support during implementation of the approved buy-back programme.

6.12.2 Monitor compliance with legal and regulatory requirements.

6.12.3 Ensure that pensioners, widows, beneficiaries and vulnerable stakeholders are adequately protected throughout the process.

Deliverables

The successful bidder shall provide:

- Comprehensive Legal Opinion;
- Timeshare Buy-Back Strategy;
- Buy-Back Implementation Plan;
- Draft Settlement Agreements;
- Draft Transfer Agreements;
- Stakeholder Engagement Framework;
- Final Buy-Back Implementation Report.

PHASE 3: MERGER OF THE WIDOWS AND ORPHANS FUNDS

The purpose of this phase is to legally and operationally consolidate the existing Widows and Orphans Funds into a single sustainable structure.

The successful bidder shall:

6.13 Due Diligence Review

6.13.1 Conduct legal, financial and governance due diligence on all funds.

6.13.2 Review founding documents, governance structures and operational arrangements.

6.13.3 Identify legal and regulatory implications of the proposed merger.

6.14 Governance Assessment

6.14.1 Review governance frameworks and operational procedures of all funds.

6.14.2 Assess compliance with applicable legislation and governance standards.

6.14.3 Identify areas requiring harmonisation.

6.15 Merger Design and Strategy

6.15.1 Develop merger options and alternative structures.

6.15.2 Assess advantages, disadvantages and risks associated with each option.

6.15.3 Recommend the preferred merger model.

6.15.4 Develop a detailed merger implementation roadmap.

6.16 Drafting and Transaction Support

6.16.1 Draft merger agreements.

6.16.2 Draft asset and liability transfer agreements.

6.16.3 Draft beneficiary protection measures.

6.16.4 Draft governance transition arrangements.

6.17 Regulatory Approvals

6.17.1 Facilitate stakeholder approvals.

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6.17.2 Facilitate registrations, notifications and regulatory submissions where required.

6.17.3 Provide legal support during implementation.

6.18 Merger Implementation

6.18.1 Implement the approved merger strategy.

6.18.2 Manage legal transition activities.

6.18.3 Ensure continuity of benefits and protection of beneficiaries.

Deliverables

The successful bidder shall provide:

- Merger Due Diligence Report;
- Governance Assessment Report;
- Merger Options Analysis;
- Recommended Merger Strategy;
- Draft Merger Agreements;
- Draft Transfer Agreements;
- Regulatory Approval Plan;
- Final Merger Implementation Report.

PHASE 4: ESTABLISHMENT AND REGISTRATION OF THE FACILITIES FUND TRUST

The purpose of this phase is to establish an independent Trust structure that will provide sound governance, sustainability and long-term stewardship of Facilities Fund assets and programmes.

The successful bidder shall:

6.19 Trust Establishment

6.19.1 Develop the legal structure for the Facilities Fund Trust.

6.19.2 Advise on trustee composition, governance arrangements and fiduciary responsibilities.

6.20 Drafting of Founding Documents

6.20.1 Draft a comprehensive Trust Deed.

6.20.2 Draft a Trustee Charter.

6.20.3 Draft a Governance Framework.

6.20.4 Draft a Delegations of Authority Framework.

6.20.5 Draft Trustee Codes of Conduct and Conflict of Interest policies.

6.21 Registration Process

6.21.1 Register the Trust with the Master of the High Court.

6.21.2 Prepare and submit all registration documentation.

6.21.3 Facilitate the issuance of Letters of Authority.

6.22 Governance Systems

6.22.1 Develop governance and compliance systems.

6.22.2 Establish statutory and governance compliance registers.

6.22.3 Develop reporting templates and governance procedures.

6.23 Trustee Capacity Building

6.23.1 Provide governance, fiduciary and legal compliance training to Trustees.

6.23.2 Conduct induction workshops for Trustees and key stakeholders.

Deliverables

The successful bidder shall provide:

- Registered Facilities Fund Trust;
- Approved Trust Deed;
- Trustee Charter;
- Governance Framework;
- Delegations of Authority Framework;
- Trustee Code of Conduct;
- Compliance Register;
- Letters of Authority;
- Trustee Training Material;
- Trustee Training Report;
- Final Trust Establishment and Registration Report.

7. COMPULSORY RETURNABLE DOCUMENTS

The following documents must accompany the proposal:

- Company Registration Documents;
- Valid Tax Compliance Status PIN;
- CSD Registration Report;
- Fidelity Fund Certificate;
- Letter of Good Standing;
- Professional Indemnity Insurance Certificate;
- Company Profile;
- Detailed Methodology;
- CVs of Key Personnel;
- Reference Letters for Similar Projects;
- Signed Declaration of Interest;
- Signed Bidder Declaration.

Failure to submit mandatory documents may result in disqualification.

8. EVALUATION CRITERIA

Stage 1: Administrative Compliance

Stage 2: Functionality Evaluation

Minimum Threshold: 70 points out of 100.

Functionality Criteria

- Experience of Firm – 30 Points
- Trust Law Experience – 20 Points
- Fund Restructuring and Mergers – 20 Points
- Timeshare and Property Law Experience – 20 Points
- Qualifications of Proposed Team – 10 Points

Only bidders achieving the minimum threshold will proceed to the final evaluation stage.

9. REPORTING REQUIREMENTS

The service provider shall submit:

- Monthly Progress Reports;
- Quarterly Status Reports;
- Steering Committee Presentations;
- Final Close-Out Report.

10. CONFIDENTIALITY

The successful bidder shall maintain strict confidentiality regarding all information obtained during the assignment and shall comply fully with POPIA requirements.

11. SERVICE LEVEL AGREEMENT

The successful bidder shall enter into a Service Level Agreement with the Facilities Fund within fourteen (14) days of award.

12. ENQUIRIES

All enquiries relating to this bid shall be submitted in writing to the Facilities Fund SCM Office no later than seven (7) working days before the closing date.

13. SUBMISSION OF BIDS

Bids must be submitted in a sealed envelope clearly marked:

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14. DETAILED FUNCTIONALITY EVALUATION CRITERIA

The functionality evaluation will be conducted out of a maximum of one hundred (100) points.

Only bidders scoring a minimum of seventy (70) points shall be considered responsive and proceed to the Price and Preference Points evaluation stage.

14.1 FUNCTIONALITY EVALUATION MATRIX

A. COMPANY EXPERIENCE IN LEGAL ADVISORY SERVICES (30 POINTS)

The bidder must demonstrate experience in providing legal advisory services relating to trusts, governance, restructuring, mergers, pension or benefit funds, commercial transactions, property law, or public sector entities.

Evidence Required:

- Company profile;
- Appointment letters;
- Completion certificates;
- Reference letters.

Scoring:

10 years or more relevant experience: 30 points

7 to 9 years relevant experience: 20 points

5 to 6 years relevant experience: 10 points

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Less than 5 years: 0 points

B. EXPERIENCE IN TRUST FORMATION AND REGISTRATION (20 POINTS)

Evidence Required:

- Reference letters;
- Appointment letters;
- Trust registration certificates.

Scoring:

Five (5) or more completed trust registrations: 20 points

Three (3) to Four (4) completed trust registrations: 15 points

One (1) to Two (2) completed trust registrations: 10 points

No evidence submitted: 0 points

C. EXPERIENCE IN FUND RESTRUCTURING AND MERGERS (20 POINTS)

Evidence Required:

- Client reference letters;
- Completion reports;
- Appointment letters.

Scoring:

Five (5) or more completed assignments: 20 points

Three (3) to Four (4): 15 points

One (1) to Two (2): 10 points

No experience: 0 points

D. EXPERIENCE IN PROPERTY LAW AND TIMESHARE RELATED MATTERS (20 POINTS)

Evidence Required:

- Client references;
- Court matters;
- Conveyancing transactions;
- Contractual restructuring projects.

Scoring:

Five (5) or more projects: 20 points

Three (3) to Four (4) projects: 15 points

One (1) to Two (2) projects: 10 points

No evidence submitted: 0 points

E. QUALIFICATIONS AND EXPERIENCE OF KEY PERSONNEL (10 POINTS)

Lead Partner / Team Leader:

Admitted Attorney with minimum 10 years post-admission experience.

Trust Specialist.

Corporate and Commercial Law Specialist.

Property Law Specialist.

Scoring:

All required specialists and qualifications submitted: 10 points

Partial compliance: 5 points

Limited compliance: 2 points

No compliance: 0 points

15. PRICE AND PREFERENCE POINT SYSTEM

The bid shall be evaluated using the 80/20 Preference Point System.

Price: 80 Points

Specific Goals / Preference Points: 20 Points

Total: 100 Points

Preference points shall be allocated in accordance with applicable procurement legislation and Facilities Fund Supply Chain Management policies.

16. CONDITIONS OF BID

16.1 The Facilities Fund reserves the right to:

- Accept or reject any proposal;
- Accept the whole or any part of a proposal;
- Cancel the procurement process;
- Negotiate with the preferred bidder;
- Verify information provided;
- Conduct due diligence investigations.

16.2 The Facilities Fund shall not be liable for any costs incurred by bidders in preparing proposals.

16.3 The Facilities Fund is not obliged to appoint the lowest priced bidder.

16.4 The Facilities Fund may request presentations from shortlisted bidders.

16.5 The Facilities Fund may verify all information submitted.

17. SPECIAL CONDITIONS OF CONTRACT

17.1 PROFESSIONAL CONDUCT

The service provider shall:

- Exercise due skill, care and diligence;

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- Comply with all applicable legislation;
- Act honestly and ethically;
- Avoid conflicts of interest;
- Protect confidential information.

17.2 INDEPENDENCE

The appointed legal firm shall remain independent throughout the duration of the contract and shall immediately disclose any actual or potential conflict of interest.

17.3 PROFESSIONAL INDEMNITY INSURANCE

The successful bidder shall maintain professional indemnity insurance throughout the duration of the contract.

Minimum cover required: R20 Million.

Proof of cover shall be submitted before contract commencement.

17.4 CONFIDENTIALITY

The service provider shall:

- Keep all records confidential;
- Not disclose information without written approval;
- Comply fully with POPIA;
- Sign a Non-Disclosure Agreement.

17.5 OWNERSHIP OF DOCUMENTS

All documents, reports, opinions, studies, governance frameworks, templates and work products developed during the project shall become the exclusive property of the Facilities Fund.

17.6 SUB-CONTRACTING

Sub-contracting shall not exceed applicable legislative thresholds and shall require prior written approval by the Facilities Fund.

18. SERVICE LEVEL AGREEMENT

18.1 OBJECTIVE

The purpose of the SLA is to establish measurable performance standards and deliverables for the appointed legal services provider.

18.2 CONTRACT PERIOD

The agreement shall commence on the date of signature and remain in force for twelve (12) months.

18.3 PERFORMANCE INDICATORS

KPI 1:

Submission of Inception Report.

Target:

Within 30 calendar days.

KPI 2:

Completion of Due Diligence Report.

Target:

Within 60 calendar days.

KPI 3:

Submission of Timeshare Legal Opinion.

Target:

Within 90 calendar days.

KPI 4:

Submission of Buy-Back Framework.

Target:

Within 120 calendar days.

KPI 5:

Submission of Fund Merger Strategy.

Target:

Within 150 calendar days.

KPI 6:

Registration of Facilities Fund Trust.

Target:

Within 180 calendar days.

KPI 7:

Project Completion Report.

Target:

Within 12 months.

18.4 REPORTING REQUIREMENTS

The service provider shall submit:

- Monthly progress reports;
- Quarterly project reports;
- Final project report.

18.5 MEETINGS

The service provider shall attend:

- Monthly Project Steering Committee meetings;
- Ad hoc meetings;
- Board presentations when required.

18.6 PAYMENT TERMS

Payment shall be milestone-based.

Milestone 1:

Inception Report.

15%

Milestone 2:

Due Diligence Report.

20%

Milestone 3:

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Timeshare Legal Opinion and Buy-Back Strategy.

20%

Milestone 4:

Fund Merger Strategy and Agreements.

20%

Milestone 5:

Trust Registration and Governance Framework.

20%

Milestone 6:

Project Close-Out Report.

5%

Payments shall be made within thirty (30) days of receipt of a valid invoice and acceptance of deliverables.

19. PRICING SCHEDULE

Bidders must complete the pricing schedule below.

PHASE 1 – DUE DILIGENCE

Professional Fees: R_____

Disbursements: R_____

Subtotal: R_____

PHASE 2 – TIMESHARE REVIEW AND BUY-BACK PROGRAMME

Professional Fees: R_____

Disbursements: R_____

Subtotal: R_____

PHASE 3 – MERGER OF WIDOWS & ORPHANS FUNDS

Professional Fees: R_____

Disbursements: R_____

Subtotal: R_____

PHASE 4 – TRUST REGISTRATION

Professional Fees: R_____

Disbursements: R_____

Subtotal: R_____

VAT: R_____

TOTAL BID PRICE (INCLUDING VAT)

R_____

20. DECLARATION OF INTEREST (SBD 4)

I, the undersigned, certify that:

- I have read and understood the contents of this declaration;
- I have disclosed all relationships that may constitute a conflict of interest;
- Neither I nor any director, shareholder, partner, trustee or employee of the bidder has an undisclosed relationship with any official of the Facilities Fund or Department of Correctional Services.

Company Name: _____

Name of Representative: _____

Position: _____

Signature: _____

Date: _____

21. DECLARATION OF BIDDER'S PAST SCM PRACTICES (SBD 8)

The bidder hereby declares that:

- ☐ The bidder is not listed on National Treasury's Database of Restricted Suppliers.
- ☐ The bidder has not been convicted of fraud or corruption during the past five years.
- ☐ The bidder has not failed to perform on any government contract during the past five years.

Company Name: _____

Signature: _____

Date: _____

22. CERTIFICATE OF INDEPENDENT BID DETERMINATION (SBD 9)

I certify that:

- This proposal has been independently prepared;
- No consultation, communication or agreement has taken place with competitors;
- No anti-competitive conduct has occurred;
- The information submitted is true and correct.

Company Name: _____

Authorised Representative: _____

Signature: _____

Date: _____

23. BIDDER DECLARATION

I/We, the undersigned, declare that:

- All information supplied is true and correct;
- We have examined the bid documentation;
- We accept all conditions contained herein;
- We undertake to enter into a formal agreement if successful.

Company Name: _____

Registration Number: _____

Physical Address: _____

Telephone Number: _____

Email Address: _____

Authorised Representative: _____

Designation: _____

Signature: _____

Date: _____

24. BID SUBMISSION CHECKLIST

The following documents must be submitted:

- ☐ Bid Proposal
- ☐ Company Profile
- ☐ Company Registration Documents
- ☐ Tax Compliance Status PIN
- ☐ CSD Registration Report
- ☐ Fidelity Fund Certificate
- ☐ Professional Indemnity Insurance
- ☐ Proof of Office Address
- ☐ Methodology
- ☐ Project Plan
- ☐ CVs of Key Personnel
- ☐ Certified Qualifications
- ☐ Reference Letters
- ☐ Pricing Schedule
- ☐ SBD 4

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- ☐ SBD 8
- ☐ SBD 9
- ☐ Signed Bidder Declaration

END OF BID DOCUMENT