



REQUEST FOR PROPOSAL
FOR PROVIDING CORPORATE SERVICES TO
THE VOLUNTARY PRINCIPLES
ON SECURITY AND HUMAN RIGHTS
INITIATIVE and ASSOCIATION
RFP # VPSHR20-1

Issued by
The Secretariat for
The Voluntary Principles on Security and Human Rights Association (VPA)
and
The Voluntary Principles on Security and Human Rights Initiative (VPI)

Revised Version: July 3, 2020

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1.0 Terms, Overview and Purpose

1.1 Terms

NGO:	Non-Governmental Organization
RFP:	Request for Proposal
Secretariat:	Responsible for the day-to-day organizational requirements of the VPI & VPA, contracted to Compass Consulting International Ltd., based in Ottawa, Canada
VPA:	Voluntary Principles Association
VPI:	Voluntary Principles Initiative

1.2 Overview

Established in 2000, the Voluntary Principles on Security and Human Rights Initiative (VPI) is an initiative by Governments, NGOs, and Companies that provides guidance to extractives companies on maintaining the safety and security of their operations within an operating framework that ensures respect for human rights and fundamental freedoms.

The VPI provides a platform for members to engage in dialogue and discussion related to best practice and lessons learned in the area of human rights and the extractive industries. The VPI is governed by a Steering Committee composed of representatives from the three membership Pillars: Governments, NGOs, and Companies. The VPI is governed by the Governance rules and the Steering Committee.

For additional information, please visit: <http://www.voluntaryprinciples.org/>

The Voluntary Principles Association (VPA), with whom the successful bidder will formally enter into a contract, is the formal not-for-profit legal entity, domiciled in the Netherlands, designed to address the basic administrative and financial needs of the Voluntary Principles Initiative (VPI). The VPA is governed by the Articles of Association and the Board of Directors.

The Secretariat, located in Ottawa, Canada, is responsible for the day-to-day business of both the VPI and the VPA and as such will act as a regular point of contact for the Corporate Services provider. The Secretariat services are currently contracted out to Compass Consulting International Ltd. The Secretariat will be administering this request for proposal on behalf of VPA.

1.3 Purpose

The Voluntary Principles Association requests proposals from firms registered in the Netherlands to provide corporate services for a period of 5 years. Requirements for firms are set out in 3.2 – Eligibility. Responsibilities of the corporate services provider are described in Appendix A: Statement of Work. Work is expected to start December 2020.

For legal and practical purposes, the VPA will enter into a service agreement with an independent corporate services provider in the Netherlands, whose responsibilities will include tasks related to the legal, administrative and financial aspects of the VPA and which will act as a liaison on these matters between respective third parties (such as the bank, registration office and auditor), and the VPA Board of Directors and the Secretariat, as needed.

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The VPA Board of Directors is seeking professional corporate services, including but not limited to, providing domicile services within the Netherlands, maintaining official records and archiving original legal documentation of the VPA, assisting with registrations and de-registrations of Board Members, management of bank accounts, receipt of payments, management of service agreements with and payments to 3rd parties, preparation of financial reports, arrange and support annual audit, procurement of Director and Officer insurance, and management of tax status (not-for-profit association). The VPA is a relatively simple organization that typically generates under 100 financial transactions annually.

In addition, the activities of the Secretariat, the Steering Committee and Board of Directors can give rise to needs beyond those indicated above. The Corporate Service provider will be expected to provide necessary assistance as may arise from time to time to support the Secretariat, Steering Committee and Board of Directors, for example, in providing timely legal advice to help ensure that VPA governance structures and decision-making are in compliance with Dutch law. Other examples including advising on amendments to the VPA Articles of Incorporation, filing tax exemptions in other jurisdictions, and providing advice to ensure that tax-exempt status is maintained. For a description of the general nature of the Corporate Services required, please see Appendix A: Scope of Work.

The Secretariat, on behalf of the VPA, hereby invites your formal proposal to become the Corporate Services provider for the VPI and VPA. The contract term will be for 5 years, beginning December 1, 2020, with the provision to extend the engagement, as may be mutually agreed. It is anticipated that there will be a short transition period to help the newly selected Corporate Service provider in assuming their responsibilities.

Proposals should clearly indicate the structures and processes that will ensure the VPI and VPA receive a high level of service while ensuring that assets are being well managed.

1.4 Documents

The documents listed below form part of and are incorporated into this RFP.

- This RFP document
- Appendix A: Statement of Work
- Appendix B: Expression of Interest
- Appendix C: Declarations

2.0 Timeline and Notifications

Publication of RFP	June 11 th , 2020
Deadline for Submission of Expression of Interest	June 24 th , 2020
Deadline for Submission of Questions	June 24 th , 2020
Publication of Answers to Questions on website	June 29 th , 2020
Proposal Due date	July 22 nd , 2020
Review and evaluation	immediately upon receipt
Notification of Shortlisted Bidders	Week of July 30 th , 2020
Shortlisted Bidders Interviews	August 10-21, 2020
Negotiation and Award notification	October- November 2020
Expected starting date of new contract	December 1 st , 2020

Please note that these dates are subject to change at the discretion of the Secretariat.

2.1 Expression of Interest

You are asked to acknowledge receipt of the RFP and indicate your interest no later than June 24, 2020 as outlined in section 2.0. Please return Appendix B: Expression of Interest via email (PDF) as indicated in the cover letter. Expressions of interest are not mandatory for bidders, but strongly encouraged, as they will allow the Secretariat to communicate any further information to prospective bidders.

2.2 Submission of Questions & Publication of Answers

If any omissions from or discrepancies in any of the RFP Documents are found, or if Bidder is in any doubt as to the meaning of anything in the RFP, Bidder should immediately e-mail a written question, before submitting a Proposal. All such requests must be received not later than June 24th, 2020. The originator of any such request is solely responsible for its timely receipt by the Secretariat.

Replies to all such requests will be emailed to each bidder which has submitted an intent to bid, as well as posted on the voluntaryprinciples.org website. The VPA shall not be bound by any other interpretations of the RFP Documents.

Should the Bidder not receive a reply to a question in time to use the reply in writing the Proposal, then the interpretation upon which Bidder relies must be set forth within a cover letter or the Proposal itself.

Additions to the RFP Documents may be issued as written bulletins at any time prior to the Proposal Due Date set forth in Section 2.0 above. All bulletins are to be considered as an integral part of the RFP Documents. Bulletins will be posted to the www.voluntaryprinciples.org website.

Bidders are required to consider all bulletins received during the bid period in preparing their Proposals and to confirm which bulletins have been received.

2.3 Bidder Interviews

The shortlisted bidders may be invited to an interview with the Secretariat and/or Evaluation Team by video conference. Guidelines and location/platform for this interview will be distributed upon shortlist notification.

2.4 Final Decision and Notification

A final decision and notification will entail the following steps:

- Selection of preferred bidder
- Reference checks
- Contract negotiations with successful respondent
- Notification of successful bidder posted to voluntaryprinciples.org website

3.0 General Requirements

3.1 Communications

The Secretariat is the official point of contact for the bid process. Any questions or other communications must be directed to the Head of the Secretariat at:

mora.johnson@voluntaryprinciples.org

Any communication about this RFP with any member of the VPI, VPA or Secretariat not expressly named in this RFP may result in the disqualification of your organization from further consideration.

3.2 Eligibility

Bidders must meet the following eligibility requirement:

- I. Bidders must be legal entities registered in the Netherlands;
- II. Bidders must not be a current VPA member or observer; and
- III. Except as set forth in the next sentence, the bidder must employ at least one individual who is a member in good standing in the NBA (The Royal Netherlands Institute of Chartered Accountants) and one individual who is a member in good standing of the NOvA (The Netherlands Bar), and ensure that these employees are available to support the VPA and VPI. This requirement shall not apply to a bidder that is licenced by the Dutch Central Bank (De Nederlandsche Bank, DNB) as a Registered Trust Office. Bidder must employ individuals who are members in good standing in relevant Accounting and Legal Professional Associations and ensure they are available to support the VPA and VPI.

3.3 Proposal Validity

- I. Bidders are required to present their offers in United States Dollars (USD);
- II. Bidders are required to present their offers based on a full calendar year; and
- III. This RFP and the Scope of Work are for use in the preparation of the Proposal. All such documents remain the intellectual property of the VPA.

3.4 Withdrawal of Bid

A bidder who wishes to withdraw a previously submitted proposal must immediately notify the VPA of the fact. Upon receipt of such notification, the VPA will cease to consider the bidders proposal.

3.5 Reservation of Rights

Certain rights are reserved by the VPA (see section 6.0)

4.0 Required Format and Submission

4.1 Proposal Responses

Proposal responses should be organized and submitted in accordance with the instructions in this section. Responses should be organized as follows:

- I. Cover Letter
- II. Technical Proposal
- III. Financial Proposal
- IV. Signed Declaration (Appendix C)

I. COVER LETTER

A one (1) page covering letter should be submitted and include the following:

- a) A reference to the RFP number and RFP title;
- b) A statement confirming that the signatory has read and understood the instructions contained within this RFP;
- c) The primary contact person with respect to this RFP: the individual's name, address, phone number and email address; and
- d) The letter must be signed by person(s) duly authorized to sign on behalf of the Bidder and bind the Bidder to statements made in response to the RFP.

II. TECHNICAL PROPOSAL

The technical proposal should respond to Appendix A: Statement of Work by describing the following:

- a) Description of the bidder and its qualifications, including information such as its history, industry standing, current profile and activities, reputation for competence integrity, professionalism and reliability of the organization and its staff, and staff credentials (see evaluation table)
- b) Organizational capability to perform the work and relevant experience (see evaluation table for details)
- c) Management structure and key personnel. Each bidder shall include CVs for proposed dedicated staff designated to provide services to the VPA and VPI.
- d) For each of the lettered paragraphs in Appendix A: Scope of Work, bidder will provide either a description of how the bidder plans to carry out the proposed services and any special relevant information; or a statement that the bidder has the qualifications, capacity and experience to carry out the work.

III. FINANCIAL PROPOSAL

The Bidder should provide a separate document relative to the pricing of its proposal.

All proposals must address the following financial requirements:

- a) The Bidder is to state the assumptions underlying its financial proposal.
- b) All prices should be quoted in USD, excluding VAT and other taxes.
- c) Bidders are strongly encouraged to submit proposals on a flat fee basis, but may submit proposals calculated on a different fee basis, such as an hourly or daily rate.
- d) Proposals based on daily or hourly rates must include a detailed breakdown, including the following as applicable:
 - Range of hourly rates applicable to the position types required to do the work
 - Overall estimate of per annum cost
 - Any other costs that may be incurred (office costs, post office box fees, etc.)
- e) The Bidder shall describe its invoicing schedule (monthly, quarterly, etc.) Please note that all contractors based on hourly or daily rates (or other non-flat rate bases) will be required to provide detailed invoices including a description of work performed throughout the duration of the contract.
- f) Any potential increases in price that might arise while the contract is in force must be included, along with proposed amounts and explanations regarding such potential increases.

IV. SIGNED DECLARATION

The Declaration in Appendix C must be signed by a duly authorized representative of the bidder and included in the bid.

4.2 Electronic Submission

Proposals shall be submitted electronically in pdf format to the Secretariat at mora.johnson@voluntaryprinciples.org. Submissions should include the RFP number in the subject line.

Please attach Technical and Financial Proposals as separate pdf documents.

4.3 Receipt by Bid Due Date

The Evaluation Team must receive the Proposal no later than 11:59pm EST on the Proposal Due Date set forth in Section 2.0 of this RFP. Proposals received after this time will be disqualified from the RFP process and ineligible for consideration.

4.4 Other Communication

No other communication is to be sent in which the rates/prices composing the Proposal are disclosed.

4.5 Alternatives

Bidders are encouraged to set forth any commercial and/or technical solutions that could possibly provide cost savings or other efficiencies to the VPI and VPA.

4.6 Bidder Contact Information

Bidder is to enter its correct entity name and full address in their Proposal, followed by the signature and designation of the person authorized to bind the Bidder in this matter, and the date. The name and title of each signatory shall be typed or clearly printed below the signature.

4.7 References

Bidders must supply at least two references from current or recent clients (within the past 36 months) which are able to:

- substantiate claims put forward in the Proposal with regard to previous work completed
- vouch for the quality and scope of previous relevant work completed
- vouch for integrity and trustworthiness of bidder
- confirm bidder's respect for confidentiality

Where a reference is supplied, the following details should be provided:

- the name of the client or partner organization
- the name and contact details of an individual from said organization with direct familiarity of the organization and the relevant project(s)
- a brief overview of the nature of the relevant project(s) to which the reference relates

4.8 Declarations

Each Bidder shall include a signed Declarations form (Annex C) confirming that they meet the eligibility requirements and will comply with VPA expectations regarding proper conduct. To avoid any potential conflicts of interest, any successful bidder must disclose any and all commercial relationship(s) with existing VPI participants and VPA members and propose a plan for mitigation.

5.0 Evaluation Criteria

Proposal evaluation will be weighted equally; 50% technical and 50% financial. Financial proposals will only be scored if the bidder receives a minimum score of 70% upon evaluation of the technical proposal. Proposals not complying with the mandatory requirements will receive no further consideration.

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		Weighting
Technical	Bidder's Qualification and Experience	50%
	Reputation for competence, integrity, professionalism and reliability of the organization and its staff, and staff credentials	25%
	Organizational Capability: <ul style="list-style-type: none"> • previous experience with large accounts • demonstrated expertise in managing the legalities and the statutory requirements of an association registered in the Netherlands • experience in management of not for profit organization • ability to communicate effectively in oral and written English • demonstrated experience handling confidential and sensitive information 	25%
Financial		50%
Total		100%

6.0 Reservation of Rights

During proposal evaluations, the VPA reserves the right to contact or meet with any individual bidder in order to obtain clarification of its submission or to gain insight into the quality and scope of relevant services. A bidder will not be allowed to add, change or delete any information during the process. The VPA is in no way obligated to meet with any or all bidders for this purpose.

The VPA reserves the right to reject any or all responses to this RFP. The VPA reserves the right to cancel in whole or in part the RFP at its sole discretion.

The VPA reserves the right to alter the timeframes published in this RFP, as required to effectively administer the RFP.

This RFP should in no way be construed as an offer of purchase, but rather it is a request for services, products, fees and expenses information to assist the Evaluation Team on behalf of the VPA in selecting a vendor for supplying the scope of services listed in the RFP.

The VPA hereby assumes no financial responsibility, direct or indirect, for the cost of preparing any proposals, or amendments thereto. The VPA has the right to retain all proposals submitted in response to this RFP.

The VPA makes no commitment in or by virtue of this RFP to purchase any services and expressly reserves the right to alter or waive the RFP requirements or to cancel or re-issue the RFP at any time.

7.0 Debriefing

An unsuccessful bidder may request a debriefing within 10 business days of award notification.

Appendix A: Scope of Work

The following outlines a scope of work for a corporate services provider to be used as the basis for a competitive tender process.

General Administration

A. PROVIDE DOMICILE SERVICES

The Corporate services provider will receive mail on behalf of the VPA, will manage incoming and outgoing mail in a timely fashion, and will scan and forward relevant mail to the Secretariat or Board of Directors via email. If applicable, the Corporate Services provider will respond to mail regarding the management of the VPA, at the direction of the Board of Directors.

The Corporate Service Provider will maintain a dedicated email address for the VPA related to the legal management (mail for registration office, bank, auditor, insurance company, etc.)

B. MAINTAIN OFFICIAL RECORDS

The Corporate Services provider will maintain the official records of the VPA, including, but not limited to:

- i. the notarial deed of incorporation
- ii. the Articles of Association
- iii. the insurance policy
- iv. relevant documentation of the bank account, including bank statements
- v. relevant documentation of the Registration Office
- vi. financial reports
- vii. registrations of the Members of the Board of Directors
- viii. Board Resolutions and Resolutions of the General Meeting, and copies of relevant contracts

The internal register, including the names and addresses of all Members specifying the Pillar to which each of them belong, as required by the Articles of Association, will be maintained by the Secretariat.

C. ASSIST with REGISTRATION AND DEREGISTRATION OF BOARD MEMBERS

The Corporate Services provider will assist with registration and deregistration of Board Members under a specific Power of Attorney, under the assumption that the number of Board members is maximized at 24, whereby the Secretariat will arrange for the required documentation and information while the Corporate Services provider deals with preparation and filing of relevant forms.

D. PREPARE REPORTS

The Corporate Services provider will prepare monthly reports regarding their administrative and financial management of the VPA. This will detail time spent and the associated cost.

Financial Administration

A. MANAGE BANK ACCOUNTS

The VPA holds bank accounts within the Netherlands. The Corporate Services provider will execute payments on such bank accounts as necessary in the provision of Services. Payments shall be authorized in advance by two Board Members duly representing the VPA, as has been previously indicated to the Corporate Services in a written communication from the VPA Board. The Corporate Services provider will provide the Secretariat with monthly bank statements. Please note that the VPA is a relatively simple organization that typically generates under 100 financial transactions annually.

B. RECEIPT OF PAYMENTS

The Corporate Services provider will monitor payments made to the VPA against payments expected based on information provided by the Secretariat.

C. MANAGE SERVICE AGREEMENTS WITH and PAYMENTS TO 3rd PARTIES

In accordance with the 3rd party Contracts entered into by the VPA, the Corporate Services Provider, in coordination with the VPA Board of Directors, will approve the transfer of expenditure funds to the Secretariat or other third parties on a monthly basis.

D. PREPARE FINANCIAL REPORTS

The Corporate Services provider will be responsible for preparing the required annual financial reports (balance sheet and income statement) and the statutory annual report.

E. ARRANGE FOR ANNUAL AUDIT

The Corporate Services Provider will arrange for an annual audit by an auditor approved in advance in writing by the VPA Board on the statutory annual report as prepared by it. The Corporate Services provider will support the audit, which includes providing copies of relevant documents via email, providing access to legal and accounting records in a meeting and ultimately, arranging for the signing of an annual representation letter by the VPA Board. Actual audit cost to be regarded as a VPA disbursement and should not be included in proposal cost.

F. PROCURE INSURANCE

The Corporate Services Provider will procure external insurance coverage for Board Members (up to a maximum of 24). The insurance carrier and contract must be approved in advance in writing by the VPA Board. Actual insurance cost to be regarded as a VPA disbursement and should not be included in the proposal cost.

G. MANAGE TAX STATUS

The Corporate Services provider will maintain the non-profit organization status of the VPA as per the Articles of Association, ensuring the continued exemption from Dutch Corporate Income Tax and providing any required filings to the Dutch tax authorities on behalf of the VPA. The Corporate Services provider will inform the VPA and the Secretariat of any relevant changes in Dutch Fiscal law as published by the Dutch Tax Authorities. Personal tax regulations are not relevant as Board of Directors do not receive remuneration for their VPA Board activities.

Appendix B: Expression of Interest

Reference: RFP # VPSHR20-1

Deadline for Submission of Expression of Interest: June 24th, 2020

Proposal Closing Date: July 22, 2020

Dear Secretariat:

We hereby acknowledge that the referenced Request for Proposal issued by the Voluntary Principles Association has been received.

This letter confirms this organization's intent to submit a response to this Request for Proposal.

The Bidder acknowledges that to the best of its knowledge, based on the individual indexes provided in the RFP package, it has received the entire RFP. (Exceptions should be listed below)

Organization Name

Contact Name and Title

Contact Telephone (include country code):

Contact Telephone (include country code)

Contact Email

+

Street Address

City:

State/Province:

Country:

Postal Code:

Mailing Address (if different from Above)

City:

State/Province:

Country:

Postal Code:

PLEASE RETURN PROMPTLY BY EMAIL TO: mora.johnson@voluntaryprinciples.org

Attention: Voluntary Principles Association Secretariat - RFP # VPSHR20-1

Appendix C: Declaration

We, the undersigned, offer to provide the services for [Insert Title of services] in accordance with your Request for Proposal No. [Insert RFP Reference Number] and our Proposal. We are hereby submitting our Proposal, which includes the Technical Proposal and Financial Proposal.

We hereby declare that we meet all eligibility requirements as set out in section 3.2. We declare that we have a corporate sexual harassment policy in place or will have one before entering any contract that may result from this process.

We hereby declare that our firm, its affiliates or subsidiaries, including any joint venture/consortium /association members (as applicable):

- a) will comply with all applicable laws in our jurisdictions of registration and operation, including, without limitation, laws against bribery of foreign officials;
- b) have no conflict of interest and/or any potential conflict has been declared and a plan for mitigating provided;
- c) have not declared bankruptcy, are not currently engaged in bankruptcy or receivership proceedings, and there is no judgment or pending legal action against them that could impair their operations in the foreseeable future;
- d) undertake not to engage in illegal practices, including but not limited to corruption, fraud, coercion, collusion, obstruction, funding of terrorism, or any other practice that exposes the VPA to undue financial, operational, reputational or other risk;
- e) are not under sanction for an offence involving fraud, bribery or corruption imposed by a government or an international organization; and
- f) are not engaged in practices or transactions that would violate the sanctions laws and regulations of the United Nations, the European Union, or the United States.

We declare that all the information provided and statements made by us in this Proposal are true and we accept that any misinterpretation or misrepresentation contained in this Proposal may lead to our disqualification and/or sanctioning by the VPA. We offer to provide services in conformity with the Bidding documents and in accordance with the Statement of Work. Our Proposal shall be valid and remain binding upon us for 120 days upon receipt. We understand that you are not bound to accept any Proposal you receive.

We declare that any supplier or subcontractor to be used in connection with this project shall be contractually required to make representations substantially similar to the declaration set out herein.

I, the undersigned, certify that I am duly authorized to sign this Declaration on behalf of the Bidder.

Name:
Title:
Date:
Signature: