

General Counsel and Company Secretary

About Out for Australia

Our Organisation

Out for Australia (**OFA**) is an organisation that seeks to support and mentor young professionals as they navigate their way through the early stages of their career. We aim to bring the community together, to offer a supportive and nurturing environment for which people can network, build relationships and assist each other in their professional journeys.

Our People

The OFA team are all volunteers, working tirelessly to improve the lives and circumstances of aspiring LGBTQIA+ professionals across Australia. We are a diverse mix of university students, young professionals and established professionals, from a broad range of career and academic backgrounds. Anyone who is willing to work hard and make a contribution to OFA is welcome on our team, including allies. We provide a unique opportunity for people to take up leadership positions to support the LGBTQIA+ community.

Position Description

Title:	General Counsel and Company Secretary		
Team:	Dual direct report to 1. CEO 2. Chairperson of the Board (and the Board more broadly)		
Location:	Online and in-person meetings (various locations)	Term:	Determined by the Chair and Board (typically minimum 2 years)
Reporting to:	Dual reporting lines of CEO (as General Counsel) and Chairperson of the Board (as Company Secretary)	Direct Reports:	None
Time required:	At least 4 hours per week, with more time commitment required in the period leading up to, and including, Board meetings.		

Purpose

OFA is volunteer run and funded by strategic corporate partners, so it is imperative that our legal and governance structures are rigorous, tightly managed and in compliance with all legislative obligations.

The General Counsel is responsible for managing OFA's legal, governance and compliance obligations, and overseeing our risk management framework. The General Counsel is also

responsible for managing our relationship with our external legal service providers. The General Counsel reports directly to the CEO.

The Company Secretary supports the OFA Board by facilitating the company's corporate governance processes, and being primarily responsible for ensuring that the board processes run efficiently and effectively. This includes organising and coordinating the Board's business, and advising the Board on governance and compliance matters. The Company Secretary reports to the Chairperson of the Board.

Please note that while OFA's preference is for candidates to apply for the dual-hatted role of General Counsel and Company Secretary, an applicant may apply for one role or the other.

Responsibilities

Managing governance and compliance issues (60%)

- Ensuring OFA's reporting obligations to the Australian Charities and Not-for-profits Commission (**ACNC**), the Australian Taxation Office and any relevant state and territory regulators (as required) are met.
- Providing advice on routine governance and company secretarial issues that arise in the day-to-day conduct of OFA's work.
- Primary point of contact with OFA's pro bono legal services providers, work with other OFA volunteers to identify whether or not legal advice is required, and if so, provide instructions to our pro bono partners. The General Counsel may be asked to prepare briefs to our legal counsel on issues such as:
 - Our reporting or other obligations as a charity or corporation;
 - Our contracts with our corporate partners; and
 - Our privacy and data obligations to do with our mentoring program.
- Working from a template contract provided by our pro bono partner, assist the partnerships team to populate a schedule to those contracts.
- Where legal advice is received from our pro bono partners, make sure the advice is delivered to and understood by the relevant team within OFA.
- Oversee the establishment and socialisation of OFA's internal policies (with legal questions referred to our pro bono external counsel).
- Report to the OFA Board and/or the National Executive on OFA's reporting obligations and governance risk issues, and what the organisation is doing to appropriately manage those issues (with legal questions referred to our pro bono external counsel).
- Development, implementation, communication and maintenance of compliance policies, processes and procedures, including those relating to the Board.

Company Secretarial issues (30%)

- Maintaining the company's statutory registers and records.
- Updating the records held by the ACNC and the Australian Securities and Investments Commission, including the filing of the company's annual reports with the ACNC.
- Advising the Board of Directors on their legal and corporate responsibilities and matters of corporate governance, in line with the constitution.
- Organising the company's Board meetings (every six weeks) and the annual general meeting, including preparation of papers for meetings.

- Attending and minuting Board meetings - drafting and agreeing with the Chairperson before distribution wider.
- Any other services the Chairperson or the Board requires.

General volunteer expectations (10%)

- Participate in National Executive meetings (every six weeks).
- Undertake an OFA volunteer induction and role onboarding.
- Understand and implement OFA's strategy, vision and mission.
- Uphold our volunteer code of conduct.
- Assist with initiatives as required.

Key skills and experience

The ideal candidate will have most or all of the following skills and experience:

- A law degree and/or experience within the legal industry (ideally at least 4 years in a commercial law firm or in house environment).
- Strong legal compliance knowledge, including required knowledge of corporate governance (including the *Corporations Act 2001* (Cth) and charity law (including the *Australian Charities and Not-for-profits Commission Act 2012* (Cth)), and applicable state and territory fundraising laws.
- Experience in managing legal and governance issues in a corporate or commercial context, especially in relation to contract law and employment law.
- Highly developed interpersonal and communication skills, required for communicating with OFA's external lawyers, and reporting to the CEO and the Board.
- Experience in advising Boards and executives on legal and/or governance issues.
- The ability to work independently with minimal supervision.
- A dedication to empowering LGBTIQ aspiring professionals.
- Role model Out for Australia's values, vision, mission and ethics.

How to apply

To apply, you should email recruitment@outforaustralia.org expressing your interest in the role, attaching:

- A short cover letter (200 words) outlining your interest; and
- Your CV.

Please use the Email Subject: Application – General Counsel and Company Secretary (Your Name)

If you have any accessibility or other needs, we invite you to get in touch so that we can discuss the best way for you to submit an application. Please also let us know your preferred method of communication – we will default to email unless we hear otherwise.

Applications accepted on a rolling basis until the position is filled.