

PROPOSED AMALGAMATION

AUSTRALIAN RETAILERS ASSOCIATION (“ARA”) AND NATIONAL RETAIL ASSOCIATION (“NRA”)

WHY YOU SHOULD VOTE YES!

Proposed Amalgamation - Introduction

The governing bodies of the Australian Retailers Association (“ARA”) and the National Retail Association (“NRA”) have agreed that it is in the best interests of both associations and their members to merge, forming a unified body representing and advocating for retailers across Australia.

As both ARA and NRA are organisations of employers registered under the *Fair Work (Registered Organisations) Act 2009 (Cth)*, they can only merge by “amalgamating” into one organisation in accordance with the requirements of that Act (“the RO Act”).

Most importantly, the amalgamation or merger of ARA and NRA can only take place if the members support it by majority vote in a secret postal ballot conducted by the Australian Electoral Commission (“AEC”).

This document is being supplied to each voting member as part of the material you will receive from the AEC for voting on the amalgamation proposal.

Background

ARA and NRA are both major employer and industry associations in the retail sector, playing a vital role in supporting businesses of all sizes.

Originally established in 1903, ARA has been a registered employers’ association for over 100 years, representing the interests of thousands of retailers, from small businesses to major national brands. It has a presence in every state and territory, with a national office based in Melbourne.

NRA was initially established in Queensland in 1921 and has grown to have a presence in every state and territory of Australia. The NRA represents small and large businesses across all sectors of the retail industry and wholly owns an incorporated legal practice, NRA Legal.

There has long been an overlap between the memberships of ARA and NRA, with many retailers engaging with both organisations to address common industry challenges, including industrial relations, workplace compliance, economic policy, digital transformation, and workforce development.

Recently, the ARA and NRA have worked together productively and effectively in many advocacy efforts, including various submissions to government and industry-wide initiatives including retail crime, workplace relations, and the Federal Election agenda.

Recognising the strength in unity, the leadership of both ARA and NRA initiated discussions about merging the two associations. The objective was to create a single, more influential voice for Australian retail, enhancing advocacy, member services, and industry support. Unifying the associations also creates a more efficient model for members and other stakeholders including governments to engage with.

The result of these discussions is now before the members for approval in this ballot.

Central Features of the Proposed Amalgamation

The agreed terms for the amalgamation are detailed in a document entitled “Scheme of Amalgamation,” the full text of which can be accessed via the websites of both ARA and NRA.

The central feature of the amalgamation is the establishment of the **Australian Retail Council** (“ARC”). The ARC will have:

- the responsibility at the national level for representing and advocating on behalf of all retail members throughout Australia;
- its own governing Board, officers, employees, and funds; and
- substantial autonomy, enabling it to determine and implement policies relevant to the retail sector in Australia.

The agreed terms also include:

- all ARA and NRA members automatically becoming members of the new organisation (unless they opt out); and
- all of the assets and liabilities of ARA and NRA becoming the assets and liabilities of the amalgamated organisation, either on the Amalgamation Day or soon thereafter.

For a more detailed summary of all the important features of the amalgamation proposal, please review the Outline of the Scheme included with the material you have received from the AEC.

Why Vote YES?

The leadership of both ARA and NRA strongly recommend that members vote YES for the following reasons:

1. A stronger national voice – The amalgamation will establish one unified, influential voice representing thousands of retailers throughout Australia, maximising lobbying power and industry influence with government and policymakers.
2. Increased industry leadership – The retail sector will be positioned as a key driver of the Australian economy, ensuring retail priorities remain at the forefront of national policy discussions.
3. Elimination of duplication – Amalgamation will eliminate potential division between the who organisations and combining resources will remove inefficiencies.
4. Pooling of expertise – Bringing together experienced personnel from both organisations to jointly serve the one cause in the interests of the combined membership.
5. Enhanced member benefits – Retailers will gain access to expanded services, research, insights, and workforce development initiatives.

6. Greater efficiency – The combined association will operate with improved financial sustainability, reducing duplication of administrative costs. This will assist to drive membership growth and organisational influence.

SAY YES to a New Membership and Governance Structure

The leadership of both associations believe the new membership and governance arrangements for the Australian Retail Council provide a highly effective and efficient model for membership representation and control.

Central to the amalgamation is the establishment of the Australian Retail Council on and from the Amalgamation Day. While there will be an interim Board until inaugural elections are conducted, the ARC will take up its vital national representative role for all the members of ARC from day one.

From the Amalgamation Day, members of both the ARA and NRA will automatically become members of the ARC.

Subject to the transitional arrangements, the ARC Board will consist of representatives elected by and from the membership by secret postal ballot.

Elections will take place every three years, the first such elections to be completed one year after the Amalgamation Day.

The ARC Board will have full control of its finances and its operations. It will employ a Chief Executive who will report to and carry out the directions and policies of the ARC Board. The Board will have full powers under the Rules to advance the interests of ARC members.

The ARC Board will have substantial autonomy in its role of representing all ARC members and setting national policy for the amalgamated body in relation to the retail industry.

The ARC Board will be fully accountable to the ARC members in accordance with the requirements of the RO Act, including by way of detailed yearly financial statements independently audited, lodged with the Fair Work Commission and distributed to all ARC members.

The Constitution (rules) for the ARC have been created using the ARA's existing rules, with necessary changes and is explained in more detail in the Outline of Scheme of Amalgamation. These rules are based on the following fundamental principles agreed by the ARA and NRA, namely:

1. Creating "One Voice" for retailers, small and large, in Australia;
2. Eliminating duplication and improving efficiency;
3. Board comprised exclusively of member representatives ensuring strong representation.

Enjoy increased benefits and services

Members will enjoy increased benefits and services from the new combined association, increasing events, research, collegiate learning, group procurement and much more.

THEREFORE:

- ☒ Vote **“YES”** for one peak industry association representing the retail industry throughout Australia.
- ☒ Vote **“YES”** for a strong, unified and effective voice to represent all of the interests of the retail industry to all levels of Government.
- ☒ Vote **“YES”** to eliminate potential confusion and unnecessary duplication.
- ☒ Vote **“YES”** for improved services, benefits and advocacy.

What do you need to do next?

If you have not already done so, please read the Outline of the Scheme of Amalgamation, which is among the material you have received from the AEC. It provides you with a more detailed explanation of the main aspects of the amalgamation proposal.

If you wish, you can also access the formal “Scheme of Amalgamation” (which is the formal legal document recording all elements of the amalgamation) from the ARA or the NRA websites.

Once you have familiarised yourself with the amalgamation proposals to your satisfaction, please:

- Make sure you validly VOTE in the amalgamation ballot, using the ballot paper and supporting explanatory material from the AEC; and
- VOTE **“YES”**, in the interests of both your business and the retail industry.