

# **AMALGAMATION OF THE AUSTRALIAN RETAILERS ASSOCIATION AND THE NATIONAL RETAIL ASSOCIATION LIMITED**

## **SCHEME OF AMALGAMATION**

### **1. PARTIES TO THE AMALGAMATION**

1.1. The parties to the amalgamation are the:

- a) Australian Retailers Association, of Level 18, 1 Nicholson Street, East Melbourne in the state of Victoria, an organisation of employers registered under the *Fair Work (Registered Organisations) Act 2009* (Cth) ("**ARA**"); and
- b) National Retail Association Limited, Union of Employers, of Level 3, 67 St Pauls Terrace, Spring Hill in the state of Queensland also an organisation of employers registered under the said Act ("**NRA**").

(A reference to "the parties" hereafter is a reference to ARA and NRA.)

### **2. NATURE OF THE AMALGAMATION**

2.1. The proposed amalgamation is intended to be a merger of ARA and NRA, pursuant to Part 2 in Chapter 3 of the *Fair Work (Registered Organisations) Act 2009* (Cth) such that they become upon completion of the amalgamation one amalgamated organisation under that Act ("**the RO Act**")

2.2. To facilitate that intention in as simple a manner as is possible ARA is proposed by the parties to be the amalgamated organisation and NRA is proposed to be the deregistered organisation. This arrangement is proposed by the parties for convenience, rather than utilising the alternative of forming a new association and deregistering both ARA and NRA.

2.3. The parties recognise and accept that the ultimate outcome of this amalgamation process (if approved by the members) will be that ARA and NRA are replaced by one registered organisation of employers, which will be the Amalgamated Organisation.

### **3. PROPOSED NAME FOR THE AMALGAMATED ORGANISATION**

3.1. The name of the proposed Amalgamated Organisation will be "Australian Retail Council."

### **4. PROPOSED ELIGIBILITY RULE OF THE AMALGAMATED ORGANISATION**

4.1. The parties agree that the eligibility rule of the proposed Amalgamated Organisation will be limited to the precise terms of Rules 6 and 7 of the Rules of the ARA so that the membership coverage of the Amalgamated Organisation will be the same as the previous separate coverage of the parties.

**a) The current eligibility rules of the ARA (Rules 6 and 7 ) provide as follows:**

**Rule 6**

*Any person, firm or company which is an employer or other person carrying on business in the retail trading industry, which includes any trade, business or undertaking in or allied with the business of shopkeepers, storekeepers or sellers by retail of articles, goods, materials or provisions of any kind, within the Commonwealth of Australia and its territories shall be eligible for membership.*

*Provided that in New South Wales and the Australian Capital Territory the retail trading industry includes the business of shopkeepers or retail storekeepers, and where carried on by a person principally engaged in such business or by a subsidiary or related company of that person, any other trade, business or undertaking carried on in connection therewith but the industry shall not include the industry of:*

*1. manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:*

*(i) is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:*

*(a) is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or a subsidiary or related company in or from those premises, or*

*(b) is ancillary or incidental to the said principal business, and is carried on for the sole purpose of retail sale of or in respect to use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or a subsidiary or related company wholly or predominantly as retail trading premises, or*

*(ii) consists of footwear repairing carried on by a person principally engaged in footwear repairing;*

*2. dry-cleaning where carried on by a person whose principal business is the provision of dry-cleaning services;*

*3. the slaughtering of live-stock; or*

*4. the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them.***Rule 7**

- 7.1 *The Association shall not enrol or represent a person, firm or company which operates only in a State or territory in respect of which the Association has formed no Division.*
- 7.2 *In New South Wales and the Australian Capital Territory the Association shall not enrol or represent any member in respect of any of the following industries carried on by him/her:*
1. *manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:*
    - (i) *is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:*
      - (a) *is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from those premises, or*
      - (b) *is ancillary or incidental to the said principal business and is carried on for the sole purpose of the retail sale of or in respect to or use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises, or*
    - (ii) *consists of footwear repairing carried on by a person principally engaged in footwear repairing;*
  2. *the provision of dry-cleaning services and retail sales incidental or ancillary thereto where provided by a person whose principal business is the provision of dry-cleaning services;*
  3. *the slaughtering of live-stock; or*
  4. *the retail selling of uncooked meat and/or the processing of uncooked and/or the production of manufactured meat products by a person whose principal business is the slaughtering of live-stock, and/or the processing and/or selling of uncooked meat and/or the production of manufactured meat products; or*
  5. *the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them; or*
  6. *the sale by wholesale or retail of:*

- (a) *milk from vehicles;*
- (b) *alcoholic and other drinks in or from a hotel or tourist hotel licensed under the Liquor Act 1912, or in or from a liquor store in or situated close to such hotel or tourist hotel and which is conducted by that licensee or owner under the hotel or tourist hotel license concerned, as varied or extended;*
- (c) *articles on premises conducted as squash courts by a person principally engaged in the management of squash courts;*
- (d) *articles other than bread and timber, by a person, principally engaged in manufacturing on or from premises conducted by him wholly or predominantly as a manufacturing establishment where the articles concerned are manufactured by that person;*
- (e) *bread in or from an establishment conducted by a person predominantly engaged in the business of baking and selling bread where the bread is baked on that establishment; or*
- (f) *timber and other articles in or from an establishment which is principally a timber merchant establishment.*

*Provided further that the Association shall not enrol a person engaged in the Australian Capital Territory in the industry as defined in Rule 6 unless that person (or a subsidiary company or related company of that person) is principally engaged in the business of a shopkeeper or retail storekeeper and is engaged in retail selling from retail trading premises in New South Wales.*

*Provided further that despite anything elsewhere contained in these Rules the Association shall also consist of an unlimited number of ordinary members who as at 18th July 1978 were persons firms partnerships companies corporations and unincorporated bodies engaged or employing any employee within the State of New South Wales and the Australian Capital Territory in the Retail Trading Industry which includes the business of shop keepers and store keepers and any other trade business or undertaking in or substantially connected with the sale by retail of articles, goods materials, produce or provisions of all kinds and who as at that date were members of the Association in accordance with the then Rules of the Association and nothing in the foregoing provisos shall render any such person firm etc. ineligible in whole or in part for membership of or representation by the Association.*

**b) The current eligibility rule of NRA (Rule 7) provides as follows:**

*Any person, firm or company which is an employer or other person carrying on business in the retail trading industry, which includes any trade, business or undertaking in or allied*

*with the business of shopkeepers, storekeepers or sellers by retail of articles, goods, materials, services or provisions of any kind, including quick sale items, shall be eligible for membership.*

*Provided that the Association is eligible to represent members only within the State in which it had been registered as a State-registered association immediately before its recognition as a transitionally recognised association (i.e. Queensland).*

**c) The proposed Rules 6 and 7 of the Rules of the Amalgamated Organisation provide as follows:**

**Rule 6**

*Any person, firm or company which is an employer or other person carrying on business in the retail trading industry, which includes any trade, business or undertaking in or allied with the business of shopkeepers, storekeepers or sellers by retail of articles, goods, materials or provisions of any kind, within the Commonwealth of Australia and its territories shall be eligible for membership.*

*Provided that in New South Wales and the Australian Capital Territory the retail trading industry includes the business of shopkeepers or retail storekeepers, and where carried on by a person principally engaged in such business or by a subsidiary or related company of that person, any other trade, business or undertaking carried on in connection therewith but the industry shall not include the industry of:*

*1. manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:*

*(i) is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:*

*(a) is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or a subsidiary or related company in or from those premises, or*

*(b) is ancillary or incidental to the said principal business, and is carried on for the sole purpose of retail sale of or in respect to use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or a subsidiary or related company wholly or predominantly as retail trading premises, or*

*(ii) consists of footwear repairing carried on by a person principally engaged in footwear repairing;*

- 2. dry-cleaning where carried on by a person whose principal business is the provision of dry-cleaning services;*
- 3. the slaughtering of live-stock; or*
- 4. the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them.*

**Rule 7**

*7.1 The Association shall not enrol or represent a person, firm or company which operates only in a State or territory in respect of which the Association has formed no Division.*

*7.2 In New South Wales and the Australian Capital Territory the Association shall not enrol or represent any member in respect of any of the following industries carried on by him/her:*

- 1. manufacturing (including altering, assembling, making, processing and repairing) except where the manufacturing:*
  - (i) is carried on by a person whose principal business is that of a retail trader or by a subsidiary or related company of that retail trader and the manufacturing:*
    - (a) is carried on in premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises and for the sole purpose of the retail sale of or in respect to or the use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from those premises, or*
    - (b) is ancillary or incidental to the said principal business and is carried on for the sole purpose of the retail sale of or in respect to or use of the manufactured articles or goods by that retail trader or by a subsidiary or related company in or from premises conducted by that retail trader or by a subsidiary or related company wholly or predominantly as retail trading premises, or*
  - (ii) consists of footwear repairing carried on by a person principally engaged in footwear repairing;*
- 2. the provision of dry-cleaning services and retail sales incidental or ancillary thereto where provided by a person whose principal business is the provision of dry-cleaning services;*

3. *the slaughtering of live-stock; or*
4. *the retail selling of uncooked meat and/or the processing of uncooked and/or the production of manufactured meat products by a person whose principal business is the slaughtering of live-stock, and/or the processing and/or selling of uncooked meat and/or the production of manufactured meat products; or*
5. *the selling, distributing, repairing, maintaining, towing, wrecking, servicing and/or parking of motor vehicles (of all kinds), caravans, trailers, boats or boat trailer combinations or the like and the equipment or parts of components thereof or the supply of the running requirements for any such vehicles or items or the rental of motor vehicles where the said activities or any of them are carried on by a person whose principal undertaking is the carrying on of such activities or any of them; or*
6. *the sale by wholesale or retail of:*
  - (a) *milk from vehicles;*
  - (b) *alcoholic and other drinks in or from a hotel or tourist hotel licensed under the Liquor Act 1912, or in or from a liquor store in or situated close to such hotel or tourist hotel and which is conducted by that licensee or owner under the hotel or tourist hotel license concerned, as varied or extended;*
  - (c) *articles on premises conducted as squash courts by a person principally engaged in the management of squash courts;*
  - (d) *articles other than bread and timber, by a person, principally engaged in manufacturing on or from premises conducted by him wholly or predominantly as a manufacturing establishment where the articles concerned are manufactured by that person;*
  - (e) *bread in or from an establishment conducted by a person predominantly engaged in the business of baking and selling bread where the bread is baked on that establishment; or*
  - (f) *timber and other articles in or from an establishment which is principally a timber merchant establishment.*

*Provided further that the Association shall not enrol a person engaged in the Australian Capital Territory in the industry as defined in Rule 6 unless that person (or a subsidiary company or related company of that person) is principally engaged in the business of a shopkeeper or retail storekeeper and is engaged in retail selling from retail trading premises in New South Wales.*

*Provided further that despite anything elsewhere contained in these Rules the Association shall also consist of an unlimited number of ordinary members who as at 18th July 1978 were persons firms partnerships companies corporations and unincorporated bodies engaged or employing any employee within the State of New South Wales and the Australian Capital Territory in the Retail Trading Industry which includes the business of shop keepers and store keepers and any other trade business or undertaking in or substantially connected with the sale by retail of articles, goods materials, produce or provisions of all kinds and who as at that date were members of the Association in accordance with the then Rules of the Association and nothing in the foregoing provisos shall render any such person firm etc. ineligible in whole or in part for membership of or representation by the Association.*

- 4.2. Thus proposed Rules 6 and 7 of the Rules of the proposed Amalgamated Organisation provide eligibility coverage as wide as but no wider than the combined effect of the eligibility rules of ARA and NRA.

**5. PROPOSED OTHER RULES OF THE AMALGAMATED ORGANISATION**

- 5.1. The Rules of the proposed Amalgamated Organisation (including the eligibility rule) are Attachment “**ARA/NRA 1**” to this Scheme of Amalgamation.

**6. PROPOSED MEMBERSHIP ARRANGEMENTS**

- 6.1. Subject to the rights of members of organisations under the RO Act, upon the Amalgamation Day all members of the respective parties shall become members of the Amalgamated Organisation without payment of entrance fee.

**7. PROPOSED INTERIM OFFICERS OF THE AMALGAMATED ORGANISATION**

- 7.1. Any person who held office in the ARA or the NRA immediately prior to the Amalgamation Day shall cease to hold that office on the Amalgamation Day.
- 7.2. The interim office holders of the proposed Amalgamated Organisation from the Amalgamation Day are as follows:

Name	Constituent organisation (ARA or NRA)	Office/offices
Nicole Sheffield	ARA	Chair and Board Member
Antony Moore	NRA	Vice Chair and Board Member



Dorothy (Alice) Barbery	NRA	Board Member
Sharon Beaumont	ARA	Board Member
Shane Bracken	NRA	Board Member
Krista Diez-Simson	ARA	Board Member
Drew Meads	ARA	Board Member
Anthony Wilson	NRA	Board Member

**8. PROPOSED ARRANGEMENTS IN RELATION TO PROPERTY AND ASSETS**

- 8.1. On the Amalgamation Day all of the property and assets of the parties (including without limitation all Business Names) shall become the property and assets of the proposed Amalgamated Organisation, and that Organisation will take such steps as it may be advised to perfect such transfers as may be required.

**9. PROPOSED STAFF ARRANGEMENTS**

- 9.1. While the employment of staff by the proposed Amalgamated Organisation is a matter for it to decide after the Amalgamation Day, it is intended by the parties that all members of staff of either ARA or NRA on that date would become employees of the proposed Amalgamated Organisation from the Amalgamation Day.

**10. INTERPRETATION**

In this Scheme:

**"Amalgamation Day"** means the day fixed by the Fair Work Commission pursuant to Section 70 of the RO Act as the day upon which the amalgamation of the parties the subject of this Scheme takes effect.

DATE:

For and on behalf of the **Australian Retailers Association**

.....  
Nicole Sheffield  
President

.....  
Drew Meads  
Treasurer

For and on behalf of the **National Retail Association Limited, Union of Employers**

.....  
Antony Moore  
Chairperson

.....  
Dorothy (Alice) Barbary  
Vice-Chairperson