

28 February 2024

Naomi Menon
Director
Competition Exemptions
Australian Competition & Consumer Commission



By email to: exemptions@acc.gov.au

Subject: National Lotteries and Newsagents Association Ltd (NLNA) application for minor variation of authorisation AA1000515 – interested party consultation

I refer to the notification received from the Commission on 12 February 2024 regarding **National Lotteries and Newsagents Association Ltd (NLNA) application for minor variation of authorisation AA1000515 – interested party consultation.**

The Newsagents Association of NSW and ACT Ltd (NANA) is the primary representative body for newsagents and similar businesses in NSW and the ACT.

On 26 February I had a discussion with Rebecca Ryan from the Commission, and she approved an extension for the deadline for our submission on the application until 28 February 2024.

Whilst we accept that the minor variation sought by the applicant is unlikely to involve a material change in the effect of the authorisation, we believe that some information contained in the application requires further examination by the Commission and explanation by the applicant.

Item 1.3 of the application contains a “Description of business activities” wherein certain statements are made in relation to the applicant, shareholdings and membership.

We believe that some of the statements made give rise to concerns which may require further investigation by the Commission and explanation by the applicant.

Statements of Concern

The NLNA's sole shareholder is VANA Limited

NLNA is incorporated as a company limited by guarantee (CLG) under the provisions of the Corporations Act 2001. The most recent version of NLNA's constitution available through ASIC's download service (lodged 9 February 2021) contains no provision which allows for shareholders. The NLNA constitution provides for Members and Associate Members. Consequently, VANA Ltd is unlikely to be a NLNA shareholder and is more likely to be a NLNA Member.

Each member of VANA has automatic membership of the NLNA. The NLNA has 1,261 members nationally.

The NLNA constitution at Clause 6 describes the types of persons that may be members or associate members. Clauses 6.3 and 6.4 refer to Associate Members. Clause 6.4 specifically refers to VANA Ltd members which will automatically be Associate Members of NLNA. Consequently, we believe NLNA may have had a “Membership” of 1 (being VANA Ltd) and a claimed Associate Membership of 1,260 (being VANA Ltd members and possibly N-parcel subscribers and others) but only if the Associate Members were admitted as such in accordance with the NLNA Constitution and only if the VANA Ltd Constitution allows for the automatic admission/conversion of its members to NLNA as Associate Members and only if contractual documents relating to N-parcel participants allows for commercial parties to be converted to Associate Members of NLNA.

When NLNA lodged a Notification of resolution form with ASIC on 10 February 2021 (Rule /Constitution changes relating to Associate Membership) it stated that “it was resolved that the amended constitution provided to the member be adopted.” It should be noted that the statement refers to “member” is the singular form and not an expanded membership beyond VANA Ltd.

VANA Ltd is likely NLNA’s only Member.

Statements Made Elsewhere Regarding NLNAS Membership

VANA Ltd is an organisation registered with the Fair Work Commission under the Fair Work Act 2009. VANA Ltd also appears to be incorporated under the Corporations Act 2001 as a CLG. VANA Ltd may be required to lodge certain financial statements with both the Fair Work Commission and with ASIC.

Financial reports lodged with the Fair Work Commission by VANA Ltd for relevant periods contain the following statements:

Financial reports to 30 June 2020

Current Year Development

NLNA was established on 25/2/2020 of which VANA is its sole member (at c on page 4)

Financial reports to 30 June 2021

National Lotteries News Association - VANA Ltd has ultimate control over the association and VANA Ltd is the sole member of the association. (Note 20 – page 40)

Financial reports to 30 June 2022

National Lotteries News Association - VANA Ltd has ultimate control over the association and VANA Ltd is the sole member of the association. (Note 20 – page 42)

Financial reports to 30 June 2023


National Lotteries News Association - VANA Ltd has ultimate control over the association and VANA Ltd is the sole member of the association. (Note 19 – page 41)

Source: https://regorgs.fwc.gov.au/find-a-registered-organisation/vana/vana-limited?_gl=1*_htf3c*_ga*NDEwNTcyNDQxLjE2NzA4MDI3NzA.*_ga_SDYD1TM2YV*MTcwOTA3NzEyMy42Mi4xLjE3MDkwNzc1NDYuNDYuMC4w

Given that the applicant is controlled by VANA Ltd and that VANA Ltd has consistently stated it is the only member of NLNA, other than VANA Ltd there may not be a membership base that the applicant represents in terms of the Authorised Conduct and any claimed Competition Effect or Net Public Benefit that may arise in the terms alleged by the applicant.

We appreciate the opportunity to make this submission in relation to the application for variation of the existing Authorisation AA1000515. We also appreciate the extension of time in which to lodge this submission granted by Rebecca Ryan.

I may be contacted by email to  or by phone on 1300 113 044 and mobile .



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