



Baby Wearers Western Australia Incorporated Annual General Meeting Minutes

Date:	Sunday 31 st October 2020
Time:	2pm
Place:	Zoom Meeting ID: 925 8275 6055 Passcode: 7x2WAj https://zoom.us/j/92582756055?pwd=Wkt5U1h5RkR4Q1ZIM2tVcWdpL1BOZz09



2019/20 Committee Members Present

Natalie Pitaro	Alyce Mostert	Antje Buettner
Miranda Potter	Charmaine Dennis	Kylie Woodings

Members Present

Joanna Ng	Samantha Thomas	Sabrina Ulmi
Victoria Faber		

Apologies & proxy vote nominations

	<i>Natalie Pitaro</i>	<i>Alyce Mostert</i>	<i>Miranda Potter</i>	<i>Sabrina Ulmi</i>
1	Molly Tebo	Emma Blacklock	Norlina Mohidu-Kunyalee	Anne-Sophie Saelen
2	Tash Ewart		Kylie Broomfield	
3	Nicole Shirazee			
4	Nikki Dallimore			
5	Erin Jennings			



Natalie explained that operational roles are currently lacking in attention, specifically the website and social media coordinator roles. She also highlighted the difficulty in finding a large and committed committee. Whilst we are all passionate and want to help, the current committee now recognises that we are time poor and struggling to make it work within the small group of people running an ever-growing organisation. Babywearing knowledge is not essential as a prerequisite for a committee position, as the Community Leadership Group can assist with this. At present the Committee and the Community Leadership Group are made up of the same people which doubles the workload for those people. Ideally we would like to have a separate Committee to run the organisation in the background, whilst the Community Leadership Group can be responsible for running meets and outreach programs within organisations like Australian Breastfeeding Association and Community Midwifery Program.

Discussion then moved on to committee elections and hence the future of Baby Wearers Western Australia Incorporated as an organisation in the current volunteer climate. There was an extensive discussion surrounding the large amount of work behind keeping a well organised incorporation with adequate communication, management of memberships, library maintenance and insurance liability becoming increasingly important and difficult to manage within such a small group of volunteers.

When Natalie became chairperson in October 2018 it quickly became apparent that there was a significant lack of accountability in the organisation's administrative paperwork, access to bank accounts and money, communication between committee members and general members, maintenance of library carriers, inadequate paper trails of carrier origins and poor record keeping. BWWA was started as a group of friends who were passionate about babywearing, and wanted to share that love with the wider community. Unfortunately, administration had not been prioritised throughout that journey. We've played catch up trying to ensure that we are adequately insured and accountable for our actions.

Natalie then discussed the possibility of a committee not being formed due to the lack of nominations prior to and during the meeting elections. The organisation will need to be dissolved. This does not mean the end of our current Committee and Community Leadership Group's involvement in babywearing and babywearing education but it will change the presentation of this information. Many of these volunteers have made huge investments in their own babywearing education and qualifications in terms of babywearing retail, education and exercise. It is difficult to accept that the amount of effort that the Committee has made over all the years to grow the organisation to where it is now could all lead to the end of our increasingly popular meets, library and chatter group. The importance of community, babywearing safety and optimal babywearing were mentioned as massive benefits of the organisation as an affordable not-for-profit service.



Natalie offered to stay on the committee in a Returning Officer role to answer questions and help pass on knowledge to the new committee.

The discussion then changed to frequency of meets. Antje suggested we could cut back to monthly meets, but Alyce raised concerns about this due to large numbers of attendees at recent meets due to limitations in meet locations post-covid. Natalie also mentioned that the administration side of running meets includes social media procedures (creating events, updating the website, advertising, monthly meets calendar, etc), ensuring carrier loans are returned, arranging courier returns via Sendle where required, liaising with venues regarding bookings and their current rules/requirements, and ensuring paperwork and library cases and their contents are maintained and prepared. This is a simple and small (ish) job if this is your only role, but it becomes a large job when it is added to multiple other roles held by a small committee. The Committee of the last 2 years has streamlined many of these processes and made communication around these procedures much clearer and easier.

Committee election discussion then resumed. Tori stated that she would not be willing to stand for Chairperson, but would possibly be willing to consider the Secretary role or something of slightly less legal responsibility. Natalie highlighted that the physical workload and time commitment behind the Secretarial role was significantly greater than the Chairperson role, however the Chairperson has to be available to assist all other roles within the Committee and pick up slack if someone else is unavailable to pursue their role for a period of time.

Antje asked how it would work with changing to a paid Committee if we are unable to find volunteers. Natalie stated that the legal structure of the organisation would need to be changed to allow for payment of administrative roles as this is outside the legal rules of an incorporated not-for-profit organisation. Committee members and Community Leadership volunteers have never been reimbursed for their time and/or resources in the past. In hindsight this would have possibly led to less strain on those that run the organisation, particularly for resources like fuel for Community Leaders travelling to meets outside of their local area. Unfortunately this does not extend as far as a paid Committee as it is not a reimbursement of a physical purchase/expense. We would need to go down the track of dissolving BWWA Incorporated as we know it and reintroducing it under a different legal NFP structure to allow for a paid Committee, akin to organisations like HBF. This is a large administrative, time, legal and financial commitment. The membership structure would also need to change and membership prices would likely need to increase as a result. Natalie highlighted the fact that BWWA's fundamental mission has always been community outreach accessibility, without any barriers like



social, racial, educational and financial differences within the community. It has not always been this clear cut, and meets have had to be mediated to reduce exclusivity at times but the core value of the organisation has always been public babywearing education. Now that we have developed a greater professional reputation within local medical and family support networks we would ideally like this to continue on as an accessible and inclusive service within our community.

Natalie went on to discuss the legal ramifications of poor paper trails within the organisation and the insurance pitfalls that this creates within the organisation. Many of the baby carriers within the library have no evidence of purchase or donation receipts, which results in a lack of retailer or wholesale insurance responsibility in the case of an accident, damage or misuse, and therefore our insurance is inadequate for the way the organisation currently runs. Alyce stated that part of the issue potentially stems from the lack of understanding of what the organisation does at the insurer level and therefore more research needs to be done with an insurer that understands the babywearing industry, businesses, consultants and public education services to find out where we stand with our current library contents and organisation structures. It may be possible to continue on with our current facilities and services with greater insurance representation, but this is something that would need to be discussed with someone with industry knowledge who could give us a greater understanding of where we stand and whether a full library overhaul needs to be done. This requires a volunteer to chase this up, which we have not had access to due to other administrative and life commitments of the current Committee. Another issue is that the library cataloguing system was only introduced in January 2020, which means that there is no record of exactly which carrier was purchased or received through any specific retailer (aside from those purchased during the 2020 calendar year), and therefore even if there is a receipt or multiple receipts from different retailers/distributors, if there is more than one of that particular carrier across the entire library collection then there is no proof that any specific carrier was the legal responsibility of any one specific retailer.

Miranda also suggested we could continue to run meets as “picnics in the park” like they used to be in the early days of the organisation, and Antje suggested that this could be something that the local babywearing consultants could provide as public information sessions under their own business services rather than within BWWA specifically. Natalie highlighted the fact that both of these comments is correct, but it won't be possible to run these events under BWWA Inc without a managing committee. Miranda stated the meets could return to a social gathering rather than a legal organisation.

Discussion turned back to the future of the organisation, specifically whether the Facebook Chatter Group would continue on with or without BWWA as an overriding entity. Alyce suggested that the current BWWA Facebook Chatter Group would also need to be



archived and a new West Australian babywearing group started because so much of the current group represents BWWA as a legal organisation (photos, videos, meet information, infographics, documents/files, previous advice, publications).

The future of the organisation again became the topic of discussion, including what procedures we need to follow in order to dissolve the organisation. Charmaine stated that in a Strata committee AGM, when elections begin the Chairperson stands down so if no new Chairperson is elected the meeting ends because you cannot continue the meeting without a Chairperson. Antje highlighted the need for a financial audit prior to final closure of the organisation. Charmaine suggested that Natalie could choose to adjourn the resolution and close meeting now to allow for the current committee to sort out the financial and legal closure of the organisation and hold an SGM once everything is sorted out to formally propose the resolution of permanent closure. Charmaine mentioned that if a committee cannot be elected during a Strata Committee AGM then the organisation continues to run in administration, whereby insurance continues to be renewed and treasury and secretarial roles continue but no new business is done until the next AGM or request for SGM.

Kylie shared a website link [<https://www.nfplaw.org.au/windingup>] within the Zoom chat from the Not-For-Profit Law website which discusses dissolution of a community organisation. Kylie and Natalie both commented that this document highlights that there is a lot of work to be done in order to arrange to close the organisation and Alyce mentioned that this document has been sighted by the current Committee during previous discussions of lack of nominations for Committee roles. It was decided that a committee still needed to be elected in order to follow the steps in this document. Antje recommended we elect a committee and place the organisation under voluntary administration (stop accepting new memberships immediately, request all carriers to be returned and hold a library stocktake). Antje also offered to speak with an accountant about financial closure. Natalie noted that we would need to create a distribution plan that needs to be approved by the not for profit commissioner to redistribute all assets, which also needs to be approved by special resolution.

Alyce suggested we go ahead with electing a committee, following these procedures and hosting a SGM in January. Natalie offered to renominate as Chairperson solely for the purpose of ending the organisation. Antje also offered to renominate as Treasurer to assist in this process. Charmaine offered to continue on within the committee as well, but not in the Chairperson role, prior to leaving the meeting before elections commenced. Miranda again offered to renominate for a Committee role, and Samantha offered to come onboard despite her lack of experience in NFP organisations. Kylie also offered to renominate as Website Coordinator in order to make website administration and closure easier. Alyce agreed to remain onboard in her Secretarial role for



the purpose of closing the organisation. Natalie reiterated that all renominations were being offered on the basis of wrapping up and ending the organisation. Kylie also asked if we can share a post across our social media and email marketing platforms stating “Unless somebody comes forward to take over our organisation is folding. An SGM will be held in a month or two to either nominate a new committee (upon resignation of current committee members) or vote to formally close the organisation”. Alyce stated that this would be included within the announcement of the results of the AGM via email, social media and our website. Natalie recognised that the lack of attendance and poor RSVP to the current AGM meant that the likelihood of forming a new committee could be limited but it was certainly worth a try. She is hopeful that the “do or die” situation means that we may be more likely to encourage new volunteers. Miranda specified that it was important to highlight the fact that we specifically need administrative support, and not babywearing support, because a lack of experience in babywearing has nothing to do with administratively running the organisation provided there is adequate babywearing knowledge represented somewhere within the committee. Previous experience in business management and not for profit organisations would be greatly beneficial to keep everything running in the background. Natalie also noted that we have great representation of current babywearing knowledge within the chatter group and at meets.

After the elections a final question was presented by Miranda regarding hosting meets prior to Christmas whilst the organisation is in administration. Antje suggested we hold meets for the purpose of library carrier returns. Natalie highlighted the need for someone to be involved in creating social media events and posts to facilitate these meets. Alyce asked if new members should receive reimbursement of their membership fee. Natalie suggested that we go through the carrier spreadsheet to work out where we stand in terms of receipts and accountability, and only allow those particular carriers to be borrowed at the November meets with the option to buy the carrier. Antje suggested we give first preference of carrier purchases to meet leaders for their personal use. Natalie stated that there are a lot of carriers that will need to be sold (in the range of 300 carriers and accessories), and we can't be seen to give preference to any particular party within the organisation. Antje suggested that current library carriers should not be sold until the final decision has been made and the organisation is finally dissolved. Natalie expressed concern that we need people to keep having access to carriers, and Miranda cannot physically continue to run all the meets to facilitate this. Antje suggested that we reimburse all new memberships from the last month, as everyone else has had ample opportunity to loan carriers for the last two months which is still great value for two months. Kylie stressed the importance of our legal responsibilities in terms of accountability and avoiding any preferential treatment to any particular volunteer or member from a financial perspective as we dissolve the organisation. Natalie reiterated that we need to submit an asset distribution plan to be approved prior to making final decisions on redistribution of assets and finances. Alyce suggested that at this stage it would be best not to offer sales of any current loan carriers whilst we finalise the dissolution plans. Antje stated that she read in the NFP Law “Winding Up” document that



	we can donate any remaining finances to a similar organisation within our organisation. Alyce highlighted the fact that there aren't really any other organisations like ours in Australia, aside from the newly forming Australian Babywearing Association. The current priority needs to be following the "Wrapping Up" document and arranging an SGM to finalise dissolution (or a new committee).		
8	Proposed resolutions		
	Proposed resolution	Moved by	Passed
	Permanent closure of BWWA Incorporated	Natalie Pitaro	Alyce Mostert
9	Acceptance of financial statements		
	<i>Proposed resolution: That the financial statements tabled at the annual general meeting be accepted.</i>		
	Moved: Natalie Pitaro	Seconded: Alyce Mostert	Passed/Not passed
10	Acceptance of annual report		
	<i>Proposed resolution: That the annual report tabled at the annual general meeting be accepted.</i>		
	Moved: Natalie Pitaro	Seconded: Alyce Mostert	Passed/Not passed
11	Appointment of an auditor		



	<p><i>To be arranged by Antje Buettner.</i></p> <p>Moved: Natalie Pitaro</p> <p>Seconded: Alyce Mostert</p> <p style="text-align: right;">Passed/Not passed</p>
12	<p>Results of the general election: Chairperson: Natalie Pitaro Treasurer: Antje Buettner Secretary: Alyce Mostert Website Coordinator: Kylie Woodings Asset Manager: Miranda Potter General Committee Members: Samantha Thomas, Joanna Ng, Victoria Faber, Sabrina Ulmi</p> <p>2019-20 Committee resignations: Charmaine Dennis: former vice chairperson and social media coordinator Sarah Keeble: former Community Leadership and Outreach Coordinator Erin Jennings: former General Committee Member</p>
13	<p>Actions:</p> <ul style="list-style-type: none">• Antje to call NFPLaw to enquire about our next steps and get clarification on resolution of the organisation. This could also be extended to a registered accountant for further clarification and advice.• Antje to arrange an independent audit of the financial documents.• Alyce to email all members with an update of the current plan for dissolution.• Alyce to add new committee members to the appropriate BWWA administrative Facebook groups.• Kylie to hide/remove the memberships form and sales listings from the website, and update the current membership page to reflect that no new memberships are currently being accepted. Alyce will assist in arranging the social media sharing of this information as well.



	<ul style="list-style-type: none">• All committee members to read the document shared by Kylie in the Zoom discussion, and a thread will be started within the committee group to address steps suggested in this document:<ul style="list-style-type: none">◦ https://www.nfplaw.org.au/sites/default/files/media/Ending_an_organisation_FAQs.pdf• Committee to divide roles amongst the group in order to reduce strain on individuals.• Committee to decide on a date for a Special General Meeting to finalise resolution of the organisation- ideally on or before 17th January 2021.
14	<p>Meeting close 15:50 Natalie Pitaro closed the meeting with the final words: “Thank you very much for everybody’s input today. I hoped that this would have ended differently today, but it is what it is. So thank you very much and I look forward to our future conversations about winding up and babywearing forward. Thank you.”</p>

Minute taker: Alyce Mostert

Signed:

Name:

Date:



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Appendix A

Baby Wearers Western Australia Incorporated

AGM 2020

Chairperson's Report

My report last year began with the word wow. I'd like to begin this year's report by saying that was an inappropriate use of the word wow. The financial year 2019/2020 has been one of absolutely unprecedented circumstances. The global pandemic Covid-19 saw challenges that all but brought our organisation, along with life as we knew it, to a halt. In practical terms this meant the signature face to face outreach of BWWA ceased. The pandemic highlighted our vulnerability as a volunteer human resource based business. Our volunteers experienced increased workloads as frontline workers, decreased incomes due to redundancies, increased isolation due to immunocompromisation, lifestyle relocations and pregnancy/births in isolation. The resilience and diversity of our volunteers has once again been the backbone of the organisation and there is absolutely no doubt that our Committee and Community Leaders truly are our greatest asset. Thank you very much to the BWWA humans that I am personally blessed to call friends that have weathered the storm that was 2019/2020.

Prior to the existence of social distancing, the focus for 2019/2020 was streamlining. Three key aspects to our business were identified:

- Community and Meet Leader training
In October 2019 we saw the Babywearing Ambassador collaboration with The Babywearing School of Australia. This 2 day course provided unprecedented training to 20 community leaders and professional development to the members of the wider community. Having in person access to industry professionals provided an invaluable takeaway for attendees and gave a world class calibre of knowledge and consistency across our organisation.



- **Carrier Libraries**
We have invested in an electronic library and membership system to be rolled out over 2020/2021. After a long road of physically cataloguing and tagging over 300 carriers and accessories, thanks to a few days of solid village parenting and of course, babywearing we were ready to commit. The partnering with national toy library software provider SETLs will see both library membership and borrowing evolve to a paperless system. This is the most significant change to library membership since the inception of a paid membership many years ago and we are excited to see the benefits of this process for all stakeholders.
- **Meet locations**
Through continued partnerships with public Libraries across the state we were able to provide consistent meet venues with accessible facilities that aligned with the core BWWA values. Even through the Covid-19 restrictions WA Libraries supported BWWA all the way and we thank them for their ongoing generosity and community focus.

In unanticipated achievements, we embraced delivery of online content. Meet Leaders stepped up to deliver their incredible knowledge with the same in-person passion that they're known for. Using the platforms of Facebook Live and Zoom we were able to economically connect with our virtual audience. The diversification was inspiring and gave hope to many that rely on our meets for support and knowledge. The faces of some community leaders became known to the 10,000 plus Facebook chatter group members whom may never have attended a meet and we can only assume that this contributed to the success of our post Covid-19 meets.

To our organisation's credit, the 'Return to Meets' was highly anticipated. Understanding what our roles and responsibilities were as far as Covid-19 was challenging to say the least. Forced consolidation of libraries back to four lending locations across the state was something we hadn't done since the organisation's inception back in 2012. As for Meet Leaders, the Perth Metro area was down to one permanent attendee for both NOR and SOR, with a handful of other Community Leaders filling in whenever possible. This one Meet Leader also holds



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both libraries of which there are three to circulate as per our Covid Safe Plan. What we have seen is that these meets are epic in attendance. Memberships per month across metro and the two regional meets have in fact continued to steadily increase despite the reduction in meet locations and frequency.

An event on the calendar of many baby wearers is International Babywearing Week. The hopeful theme for 2020 was 'Embracing the Future'. Following the trend of online delivery and consolidated meets, we celebrated IBW as per our new normal. Library membership and Ex-library carrier giveaways within our Facebook chatter group and pop up meets were certainly highlights. I must lament that the resourcing for IBW 2020 provided by the organisers of IBW was notably diminished in comparison to previous years. Not unlike BWWA Inc., I can't help but deduce that this is likely due to the lack of volunteer workforce driving the cause.

2020 has raised many questions as to how an organisation such as BWWA Inc. can remain sustainable in the future. With the operations of the organisation being entirely reliant on a volunteer workforce and income sourced primarily on library memberships only useful where meets exist, I believe something must change. We know that the need for baby wearing education has not diminished and in a society of detachment, community babywearing education is paramount. Going forward it is my heartfelt hope that the Western Australian community will continue to have access to an amazing resource such as Baby Wearers Western Australia.

Natalie Pitaro

Chairperson 2019/2020



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Appendix B

Baby Wearers Western Australia Incorporated

AGM 2020

Treasurer's Report – prepared by Antje Buettner

Introduction

Baby Wearers Western Australia Inc. (BWVA) had a very interesting and complicated year. In January the Committee and its amazing volunteers were able to do a stock take and label all the existing library carriers. Memberships were on a steady rise in the first 6 months, and due to selling a large amount of ex library carriers BWVA was able to purchase 9 brand new carriers optimal carriers and some more second hand carriers. Unfortunately in March, BWVA was affected by Covid 19 and was forced to stop all meets and put all memberships on hold. The purchase of new memberships ceased for almost 5 months, and upon resuming operation it was decided that all active memberships should be extended by 6 months as compensation.

Our Members have been very understanding and supportive through the entire process and we would like to thank them.

Finances

Opening Bank balances at as 30 June 2019

NAB: \$ 429

PayPal: \$ 1389

Total Cash at Bank: \$ 1818

Closing Bank Balances as at 30 June 2020



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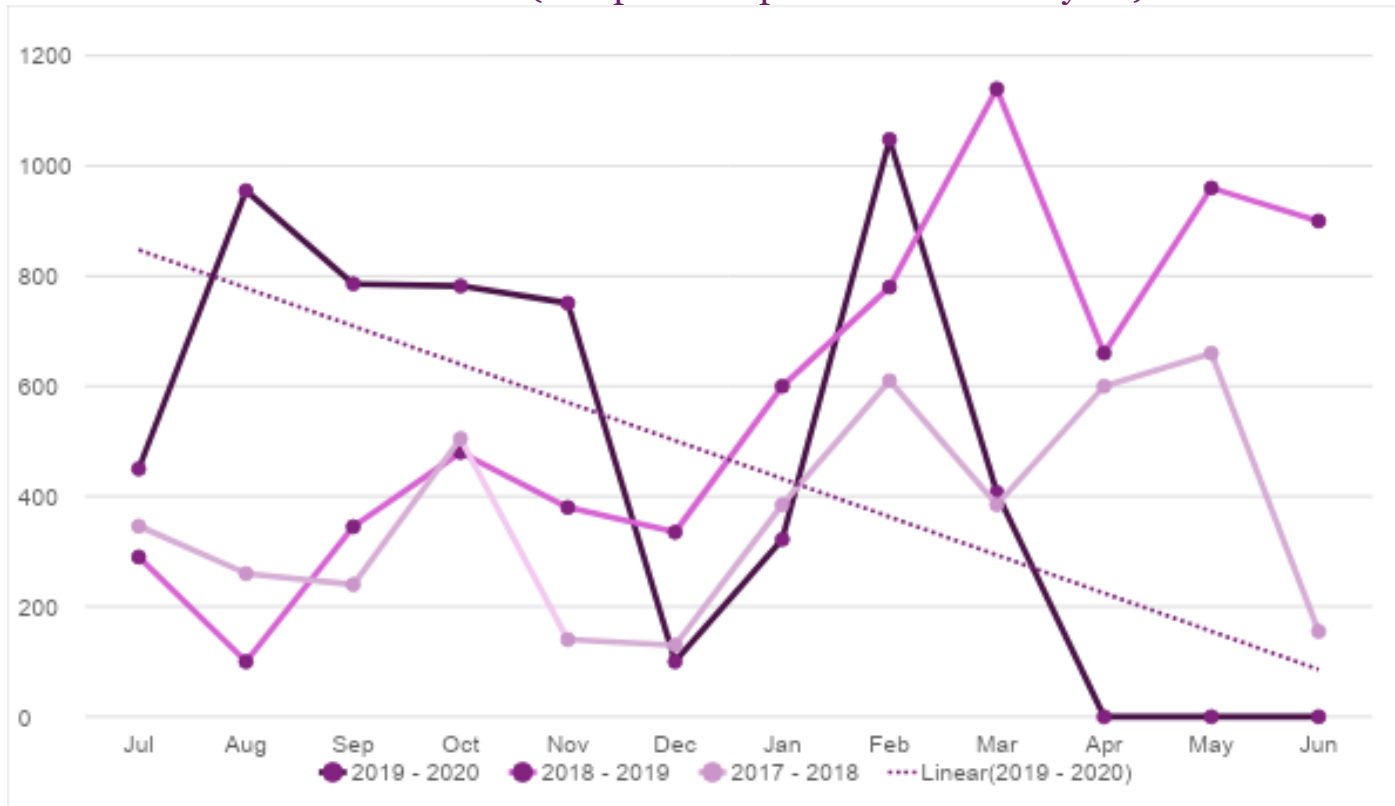
NAB: \$ 631.91
PayPal: \$ 971.23
Total Cash at Bank: \$ 1603.14

Main revenue sources

1. Memberships
 - o Total for previous financial year: \$ 6,970
 - o Total for this financial year: \$ 5,600
 - o decreased by nearly 20% or \$ 1370 due to Covid 19



Memberships by Month (\$)
(compared to previous financial year)





2. Gift Vouchers

- \$ 205 (7 x vouchers sold)
- \$ 30 (1x voucher) sold previous year

3. Ex-library carrier sales

- \$ 5,557 (95x carriers sold)
- \$ 2,532 (34x carriers sold previous year)

4. First six weeks program (created 2019 financial year)

- \$ 551 (16x sold including 7 memberships discontinued)
- \$ 250 (10x sold previous year)

Main expenses

1. Purchasing carriers

- Purchased: 41 x new carriers plus 4 demo dolls and accessories
- Costing: \$ 5,308
- Considerable decrease from previous year by \$ 4,174 due to insufficient funds and meets

2. Insurance

- Country Wide Insurance \$ 880
\$10 increase compared to last year. Natalie reviewed with insurance broker and discovered that we need proof of purchase for all our loan carriers. This is a concern as a large majority of our current library carriers have been purchased through Facebook Marketplace and we do not hold a receipt from an authorised retailer. The incoming committee will need to review this with the insurance provider and discuss whether the library needs to be completely overhauled.

3. Fees

- NAB: \$ 14.46



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- PayPal: \$ 274.72
- Squarespace fees: \$ 91.20
- Website: \$ 2,385.65
- Banking fees did not vary a lot from last year even though we only had memberships coming through for 6 months. However we have sold nearly twice the amount of carriers than last year.
- Website fees increased (from \$ 443 last year) due to the initial purchase of \$1775 and upgrade of Squarespace however going forward fees will decrease to \$560 a year

4. Postage

- Sendle and AusPost: \$ 484.85
- Increased (from \$52 the previous year) in line with selling more ex-library carriers

5. Printing and Advertising

- Due to this year's Covid 19 closure, the printing and advertising costs have remained low. Compared to last year it slightly decreased by \$30.
- From \$298 last year to \$268.22 this year.
- With the recent introduction of the digital library system members will no longer be sent out a physical membership card which will decrease costs in this area in the future.
- The incoming committee will need to decide whether new members still receive BWWA business cards in the post.

Assets

The Treasury continued to work with the Committee this year to overhaul the BWWA asset management system. A huge success was achieved by labelling and recording all library carriers by BWWA volunteers in early January. This was necessary to ensure that the organisation can account for all carriers and ensure stock take can be completed within a timely manner. The Ex Library spreadsheet still needed development but has now been completed. More ex library carriers have been sold this year which was a huge effort.

Budget

The Treasury developed a budget for this financial year, however due to Covid 19 everything was put on hold and came to a standstill. Depending on the future of BWWA, a budget will be created for each financial year going forward.

Looking forward to 2020/2021

Future of BWWA

The committee is uncertain if there will be enough volunteers to keep BWWA going. Discussion about changing the structure and having a paid committee will be assessed during this year's AGM.

Depending on the outcome of the AGM, BWWA will either dissolve, change its structure or continue the way it has since its inception.

In conjunction with this, there will be a review of all finances and ongoing review of expenditure, including reviewing banking fees, website fees, postage costs and a yearly review of the insurance policy. Careful consideration will be given to future purchases of carriers, training of volunteers, advertising and events, which may incur a considerable cost, but may be deemed beneficial to advance our mission.

Thank you

The Treasury and Committee as a whole are dedicated to continuing to improve BWWA's accounting practices and transparency, with plans to have all future financial documents audited by an external auditor yearly, develop an annual budget yearly, have procedures in place and continue to improve our asset management systems.

I would like to thank our Committee this year for all their hard work, without whom, the Treasury could not have achieved so much. I would also like to welcome the new Committee members.

Antje Buettner, 2019/20 Treasurer, Baby Wearers Western Australia Incorporated