



Case Report

Giraffe Conservation Foundation

About the charity

The Giraffe Conservation Foundation registered as a charity in April 2009. Its objects were the conservation, for the benefit of the public, of all species of giraffe, and to advance education and to promote research for the benefit of the public into techniques to improve the welfare of such animals. It operated principally in Namibia, but also in Uganda, Kenya, Zambia, South Africa and Niger.

Why the Charity Commission got involved

We received complaints that a former trustee of the charity, who had been appointed as its executive director, was assuming a dominant position within the charity and overruling decisions of the trustees. It was alleged that the executive director was seeking to go against the wishes of the trustees in closing the charity in the United Kingdom and transferring its assets and operations to Namibia. It was also alleged that a number of trustees had resigned, leaving fewer than the minimum number required by charity's constitution. Trustees must always retain ultimate control of their charity, and must make decisions collectively. So we needed to get involved to scrutinise these claims to ensure the trustees were fulfilling their legal duties and responsibilities.

The action we took

Our research revealed a discrepancy between the charity's record of its trustees, and the information that was recorded on the register of charities. We also identified concerns about the governance of the charity arising from a dispute among the trustees as to which of them was legitimately appointed. It is not in the Commission's remit to resolve disputes within charities, or to mediate between groups of trustees. However, where a dispute about trusteeship puts a charity at risk, we may need to get involved. Our first action was to clarify who was actually acting as a trustee, by writing to all those listed either in our records or the charity's own records. This allowed us to direct our action to resolve the charity's problems effectively.

We notified the trustees of our concerns about the governance of the charity and required them to provide documents relating to the operation of the charity. As a result of our involvement, the trustees were able to agree the constitution of the trustee board in accordance with the charity's constitution, and were then able to agree their future plans for the charity - in this case that it should close and transfer its operation to Namibia. We advised the trustees as to the actions they needed to take to formally close the charity in the UK, and explained what information we would need about the operation in Namibia to be satisfied that the trustees were acting in accordance with their charity's governing document, and with charity law.

These included:

- holding a meeting to formally take the closure decision and to agree the actions that were required to achieve closure
- providing us with details of the charity in Namibia, so that we could be sure its objects were similar to those of the charity
- agreeing proper control of the charity's bank accounts, and of what would happen to the charity's contingency fund and non-monetary assets when the charity closed
- contacting the charity's major donors to ensure they were aware of the proposed move, and to advise that if the donors did not consent to the move their donations could be returned to them
- publicising the proposed transfer to Namibia on the charity's website and through social media so as to make the general public aware of what was to happen
- ensuring that the information about the charity that was recorded on the register of charity's was accurate and up-to-date
- keeping us informed of their progress towards closure of the charity

The trustees co-operated fully with us throughout its involvement, and over the course of several months fulfilled the action plan we had set. The charity was closed, and its assets transferred to the new Namibian charity, in October 2016. The charity was subsequently removed from the register of charities.

The impact of our involvement

By intervening quickly, and bringing the trustees together we were able to find a resolution to the issues, avoiding the dispute becoming entrenched and paralysing the charity. Our continued monitoring enabled us to ensure that the charity operated effectively until its closure, and that the charitable funds it had raised were protected and were passed to the new charity to be put to proper use.