



**LIGHTHOUSE  
DEMENTIA  
SUPPORT**

# **LIGHTHOUSE DEMENTIA SUPPORT CONSTITUTION**

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# 1. Introduction

**Lighthouse Dementia Support** is a charitable incorporated organisation (CIO) established to support and educate family members, friends, and unpaid carers of people living with dementia, particularly those being cared for in their own homes.

This constitution is based on the Charity Commission's Foundation Model Constitution for CIOs

While many dementia-related charities focus on research and prevention, Lighthouse Dementia Support addresses a gap in practical education and hands-on support, providing information, training, and resources that improve understanding of dementia, reduce carer isolation, and enhance the quality of life for both people living with dementia and their support network.

The charity is a Charitable Incorporated Organisation (CIO) registered in **England and Wales**.

Date of constitution (last amended) (**insert date following registration**).

Registered with the Charity Commission for England and Wales. Charity number: (**insert once registered**).

## 1a. Activities include:

- Delivering educational workshops, awareness sessions, and experiential training (such as the Virtual Dementia Tour).
- Providing practical strategies to help carers manage day-to-day challenges.
- Facilitating peer support and community connections.
- Promoting empathy, understanding, and dignity in dementia care.

The charity operates in accordance with this constitution and upholds the highest standards of transparency, accountability, and ethical practice.

## 2. Charitable Objectives

The objectives of Lighthouse Dementia Support are:

1. To provide education, training, and resources to family members, friends, and unpaid carers of people living with dementia.
2. To reduce social isolation and improve emotional wellbeing for carers through peer support and community engagement.
3. To promote understanding, empathy, and dignity in dementia care.
4. To develop and share practical strategies that enhance the quality of life for people living with dementia and their carers.
5. To undertake any other activities that further the charity's purposes in accordance with applicable law.

**Public benefit statement:**

This constitution follows the form set out in Schedule 1 of the Charities (Charitable Incorporated Organisations) (Constitutions) Regulations 2023. The charity is established for the public benefit, and its purposes are exclusively charitable within the meaning of section 7 of the Charities Act 2022.

## 3. Trustees

### 3a. Trustees Overview

The trustees are responsible for the governance and strategic oversight of the Charity. The Chief Executive Officer (CEO) shall be responsible for day-to-day operations, reporting to the trustees, and may attend trustee meetings. The CEO may also serve as a trustee, subject to the governance safeguards outlined in clause 3i.

### 3b. Trustee Powers and Duties

Area	Powers	Duties / Responsibilities
Governance	Make decisions on running the charity, adopt policies, approve budgets	Ensure compliance with charity law and the constitution
Finance	Raise funds, accept donations, invest money, pay staff/expenses	Keep proper accounts, safeguard assets, spend only on charity purposes
Operations	Hire staff, engage volunteers, run activities	Ensure activities advance charitable purposes, manage risk
Property & Assets	Buy, sell, lease, or manage assets	Protect assets, ensure lawful use
Meetings & Decisions	Call trustee meetings, make decisions by majority	Attend meetings, act in the charity's best interests, declare conflicts
Legal	Enter contracts, borrow money, take legal action if needed	Stay within powers granted by law and constitution
Reporting	Submit annual returns and accounts to Charity Commission	Ensure accuracy and timeliness

### 3c. Trustee Composition and Appointment

The CIO shall have a board of charity trustees. Every appointment of a charity trustee must be made by a resolution passed at a properly convened meeting. The validity of any appointment shall not be affected by any technical defect in the appointment process.

- The charity shall have a minimum of 3 trustees and a maximum of 12 trustees.
- Trustees serve a term of three (3) years, renewable indefinitely.
- One trustee shall retire on rotation at the end of their term. Retiring trustees may be reappointed or replaced by a vote of the remaining trustees.
- Trustees may resign at any time by giving written notice (electronic signatures are acceptable).

- New trustees may be appointed by a resolution of the existing trustees, subject to eligibility criteria and a majority vote. The validity of any appointment shall not be affected by any technical defect in the appointment process.

### **3d. Trustee Eligibility**

- Must be at least 18 years old.
- Must not be disqualified under the Charities Act 2011 or any statutory provision from acting as a trustee.
- Must act voluntarily to further the charity's purposes (please see the role of the CEO as the only exception).

### **3e. Trustee Roles and Responsibilities**

Trustees are responsible for:

- Ensuring the charity complies with its governing document, charity law, and other relevant regulations.
- Acting in the best interests of the charity and its beneficiaries.
- Safeguarding the charity's assets and ensuring proper financial management.
- Attending trustee meetings regularly and participating in decision-making.
- Promoting the charity's objectives and supporting its activities.
- Receiving induction and access to training to understand their legal responsibilities and the charity's operations.

### **3f. Trustee Decision-Making and Quorum**

- Trustees manage the charity and its property.
- Trustees may authorise payments, but any single payment over £500 requires approval from at least two trustees.
- Trustees may delegate duties but remain legally responsible.
- The quorum for trustee meetings shall be two trustees or one-third of the total number, whichever is greater.

- The CIO has power to do anything which furthers its objects or is conducive / incidental to doing so, including:
  - Borrowing money and mortgaging land (subject to Charities Act 2011 compliance).
  - Acquiring, maintaining and disposing of property.
  - Employing and remunerating staff (including trustees, where permitted).
  - Investing funds and appointing fund managers or nominees.

### **3g. Trustee Access to Information**

Members may review reports on charity activities and financial performance.

### **3h. Trustee Benefits and Payments**

No charity trustee or connected person may:

- Buy or receive goods or services from the CIO on preferential terms.
- Sell goods/services or any interest in land to the CIO.
- Be employed by, or receive any remuneration from, the CIO.
- Receive any other financial benefit from the CIO.

Unless:

- The payment or benefit is permitted by this clause or authorised by the court or Charity Commission.
- The CEO may be remunerated for services provided to the CIO, provided that such remuneration is reasonable, approved by a majority of unpaid trustees, and complies with sections 185–188 of the Charities Act 2011.

Permitted benefits include:

- Receiving services as a beneficiary (if a majority of trustees do not benefit).
- Entering into contracts for goods/services (with proper safeguards).
- Receiving interest on loans (not exceeding Bank of England base rate).
- Receiving rent for premises (with reasonable terms and withdrawal from related decisions).
- Participating in normal trading/fundraising activities on public terms.

Definitions:

- “Connected person” includes anyone defined in clause 3f (Interpretation).
- “The CIO” includes any company controlled by the CIO.

### **3i. Conflicts of Interest**

- Trustees must declare any personal interest in matters discussed at meetings.
- Trustees with conflicts may be asked to leave discussions and voting on relevant matters.

### **3j. Dual Role of CEO as Trustee**

The Chief Executive Officer (CEO) may also serve as a trustee of the Charity. In such cases:

- The CEO shall not participate in any trustee decisions relating to her own remuneration, performance review, or employment terms.
- The CEO shall withdraw from any meeting or part of a meeting where such matters are discussed.
- A majority of the trustees shall remain unpaid to preserve independent oversight.
- All decisions involving the CEO’s remuneration or employment shall be documented in trustee resolutions and disclosed in the Charity’s annual accounts and reports to the Charity Commission.

### **3k. Trustee Removal**

Trustees may be removed by a majority decision of the other trustees for good cause, including breach of duty or conduct detrimental to the charity.

## **4. Membership of the CIO**

- Members are the charity trustees for the time being.
- Only charity trustees are eligible to be members; membership cannot be transferred.
- Any member who ceases to be a trustee automatically ceases to be a member.

### **4a. Associate Membership**

- Trustees may create associate or other non-voting membership, defining rights, obligations, fees, and admission/termination conditions.
- Non-voting members are not considered members under the Charities Act, General Regulations, or Dissolution Regulations.

### **4b. Decisions Reserved for Members**

Decisions reserved for members include:

- Amending the constitution.
- Amalgamating or transferring the CIO's undertaking to another CIO.
- Winding up or dissolving the CIO.

Decisions may be made by:

- Resolution at a general meeting (minimum 75% majority), or
- Unanimous written agreement

Where the CEO is also a trustee and therefore a member of the CIO, they shall not vote on any matter relating to their own remuneration, appointment, or employment terms. Their presence shall not count toward quorum for such decisions.

## 4c. General Meetings

- General meetings may be called quarterly and are mandatory.
- The charity trustees must keep minutes of all meetings, where:
  - Appointments of officer roles are defined by the charity trustees
  - Proceedings at general meetings of the CIO
  - Meetings of the charity trustees and committees of charity trustees including:
    - The names of the trustees present at the meeting
    - The decisions made at the meetings
    - Where appropriate the reasons for the decisions
    - Decisions made by the charity trustees otherwise than in meetings.
  - Accounting records, accounts, annual reports and returns, register maintenance
    - The charity trustees must comply with the requirements of the Charities Act 2011 with regard to the keeping of accounting records, to the preparation and scrutiny of statements of account, and to the preparation of annual reports and returns. The statements of account, reports and returns must be sent to the Charity Commission, regardless of the income of the CIO, within 10 months of the financial year end.
    - The charity trustees must comply with their obligation to inform the Commission within 28 days of any change in the particulars of the CIO entered on the Central Register of Charities.
- Minimum notice: 14 days (shorter notice allowed if agreed by majority).
- Electronic communications and signatures are acceptable.
- Quorum for general meetings: **2 members** and the CEO of the charity.
- In general meetings where decisions relate to the CEO's remuneration or employment, the CEO shall not be counted toward quorum and shall not vote. These decisions must be made solely by the remaining trustees.

## 5. Finance and Accounts

- Proper accounting records must be kept in accordance with the Charities Act 2011.
- Financial year-end: 6 April.
- Annual accounts must be approved by trustees and submitted to the Charity Commission.
- All funds shall be applied solely in furtherance of the charity's objects. Application of income and property
- The income and property of the CIO must be applied solely towards the promotion of the objects.
  - (a) A charity trustee is entitled to be reimbursed from the property of the CIO or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the CIO.
  - (b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the CIO's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
- None of the income or property of the CIO may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the CIO.
- Nothing in this clause shall prevent a charity trustee or connected person receiving any benefit or payment which is authorised by Clause 6.

## 6. Liability and Indemnity

- Liability of members is limited to £1 in the event of winding up.
- Trustees may be indemnified from the CIO's assets against any liability incurred in proper execution of their duties.
- Trustees are entitled to reimbursement of reasonable out-of-pocket expenses.

## 7. Amendment of Constitution

Any provision of this constitution may be amended by a resolution of the members of the CIO. A copy of every resolution amending the constitution, together with a copy of the CIO's constitution as amended, must be sent to the Charity Commission by the end of the period of 15 days beginning with the date of passing of the resolution. No amendment may make the CIO cease to be a charity at law.

- Regulated Amendments

An amendment is regulated if it would:

- (a) alter the CIO's charitable purposes;
- (b) alter the CIO's name;
- (c) alter any provision that the constitution states may only be amended by a regulated amendment;
- (d) provide authorisation for benefits to trustees or connected persons.

## **8. Voluntary Winding Up or Dissolution**

- Dissolution requires a resolution of members in accordance with clause 4b.
- Remaining assets after debts and liabilities must be applied to another charity or charities with similar objectives.

## **9. General Provisions**

- The CIO shall operate in accordance with this constitution and applicable law.
- Trustees may adopt policies and procedures to ensure good governance and compliance with charity law.
- The constitution cannot be amended except as stated in clause 7.
- The trustees shall adopt and regularly review safeguarding and risk management policies to protect beneficiaries, staff, and volunteers.
- The CIO shall comply with data protection legislation, including the UK GDPR, and ensure confidentiality of personal data.