



CONSTITUTION OF THE INCORPORATED SYNOD OF THE DIOCESE OF HURON

MEMBERSHIP

1. The voting membership of The Incorporated Synod of the Diocese of Huron (hereinafter called "Synod") shall consist of the Bishop of the Diocese, (hereinafter "Bishop" will refer to the Diocesan Bishop unless otherwise specified), who shall be president of the Synod; all coadjutor and suffragan bishop(s) of Huron; all clerics holding licences from the Bishop (hereinafter referred to as "clerics"); the Chancellor of the Diocese; the Vice-Chancellor of the Diocese; the Synod Solicitor; Chancellor(s) Emeritus; and the lay representatives and Youth Members elected in accordance with the Constitution and Canons of Synod. The Principals of Canterbury College, Huron University College and Renison University College, if they are communicant members of the Anglican Church of Canada (or a Church which is in full communion with the Anglican Church of Canada), shall also be voting members of Synod. The Diocesan President of the Anglican Church Women and the Diocesan President of the Brotherhood of Anglican Churchmen, as elected or appointed according to their respective Constitutions, and while holding such positions (or their alternate, while holding such position), shall also be voting members of Synod. The Secretary-Treasurer of Synod (hereinafter called the "Secretary-Treasurer"), the Director, Human Resources and the Executive Officer, Bishops' Office (or Executive Archdeacon, Bishops' Office), if they are communicant members of The Anglican Church of Canada (or a Church which is in full communion with the Anglican Church of Canada), shall also be voting members of Synod while holding such positions.
2. Superannuated clerics who do not hold a licence for continuing active service and clerics on leave of absence from the Diocese shall be non-voting honorary members of Synod. They are free to express their opinion in Synod debate, but have no vote. At the discretion of the Bishop, clerics who have retired but are later appointed by the Bishop to a Parish may become voting members of Synod.
3. The lay representatives shall be communicants of The Anglican Church of Canada (or a Church which is in full communion with the Anglican Church of Canada) of at least one year's standing and of the full age of 16 years by December 31st of the year in which Synod is held and shall be elected annually



by the Vestry of each Parish from among its own members at a duly held Vestry meeting in accordance with the Canons of the Diocese. So long as duly qualified, each Representative shall continue in office until their successor is elected at a Vestry meeting.

4. The number of lay representatives shall be as follows:
 - (a) for every Parish - one;
 - (b) when the eligible members of a Vestry exceed 124 - two;
 - (c) when the eligible members of a Vestry exceed 299 - three; and
 - (d) when the eligible members of a Vestry exceed 499 - four.
5. The Vestry of every Parish shall, subject to the provisions of section 3, elect one substitute for every lay representative to which it is entitled, and where more than one substitute is elected, they shall be arranged in order of their election as first, second, third and fourth substitutes.
6. If a vacancy occurs by reason of the death, removal or resignation of any lay representative, the substitute first in order of election shall forthwith become for all purposes the lay representative until the next annual meeting of Vestry and the Incumbent shall forthwith file with the Secretary-Treasurer a certificate stating the name of such lay representative, the cause of the vacancy and the name and contact information for the substitute who has become the lay representative.
7. Whenever a lay representative is unable to attend Synod, a substitute shall be summoned in order of election who shall serve as lay representative until the next annual meeting of Vestry. The Incumbent in every such case shall file a certificate with the Secretary-Treasurer setting out the name of such lay representative who is unable to attend Synod and the name and contact information for the substitute so summoned.
8. In the case of a lay representative wilfully refusing or being unable to perform their duties as a lay representative to Synod, including, without limitation, failing to attend Deanery Council meetings or Synod meetings or ceasing to be a member of the Parish they represent, they may be requested in writing by the Bishop or the Bishop's designate to resume the performance of their duties or rectify the default. If the lay representative refuses to do so or the non-performance of their duties should continue, the Bishop or the Bishop's designate may notify the Incumbent and Churchwardens of the particular Parish represented by the lay representative of the continuing default. Following receipt of notice of the continuing default, the Parish Council of the



Parish represented by the lay representative may at the request of the Incumbent and/or the Churchwardens, enact a resolution by majority vote removing such lay representative from their office. The lay representative shall have the opportunity to be heard at the Parish Council meeting considering the resolution. In the event of the removal of a lay representative, a successor shall be substituted in accordance with paragraph 6 above. Should there be no substitute lay representative elected or willing to act as the replacement lay representative, the provisions of section 10 below shall apply.

9. It shall be the duty of the Secretary-Treasurer, not later than the first week of January in each year, to forward to each Parish a certificate requesting the following information:
 - (a) the name of the Parish;
 - (b) the number of eligible members of the Vestry;
 - (c) the date of the annual Vestry meeting;
 - (d) contact information of the Churchwardens, lay representatives to Synod and the substitute lay representatives (in order of election) duly elected at the Vestry meeting; and
 - (e) such other information as may be reasonably requested. Such certificate shall be returned completed to the Secretary-Treasurer by February 28th of such year.
10. Subject to the provisions of section 4, if a vacancy occurs by reason of the death, removal, resignation, ordination, or promotion of a substitute to lay representative, of any lay representative or substitute, the Incumbent shall proceed to call a special meeting of the Vestry as soon as practicable to fill the vacancy or vacancies in accordance with the Canons of the Diocese and provide promptly to the Secretary-Treasurer the contact information of each person so elected. Should there be insufficient time before Synod to hold a special meeting of Vestry to elect a replacement lay representative, the Incumbent and the Churchwardens shall appoint a replacement to act as lay representative until the next annual or special meeting of Vestry of the Parish.
11. Each Deanery Council shall annually elect or appoint not fewer than one and not more than two persons who are Youth members from the Parishes in the Deanery to be Youth members of Synod in accordance with the Canons. "Youth" shall be defined as reaching the full age of 16 years of age by December 31st of the year of their election or appointment and not more than 25 years of age as of December 31st of the year of their election or



appointment . In the event of a vacancy or vacancies in the position of a Youth member of Synod during the year, such vacancy shall be filled by appointment by the chair and co-chair of the Deanery Council from amongst the Youth members elected or appointed from Parishes in that Deanery. The chair of the Deanery Council shall promptly advise the Secretary- Treasurer in writing of the name and contact information for each Youth member of Synod and of any person elected or appointed to fill a vacancy in the position of Youth member of Synod from the Deanery Council. Youth members of Synod shall have full voting privileges as members of the laity at all meetings of Synod and shall be eligible for election to committees by Synod.

MEETINGS OF SYNOD

12. The Synod shall meet annually and at such time(s) as may be deemed expedient by the Bishop. Notice of such meeting shall be given in writing or by electronic means to all of the members of Synod not less than 14 days before the date of the meeting.
13. The Bishop shall have the discretion when the Bishop determines that circumstances warrant, to hold a Synod meeting in person, by video conference or other electronic means, or a combination thereof; provided that participants attending the meeting are able to hear each other and have the opportunity to be heard and when applicable, to vote. Persons participating in meetings which are held partially or completely by electronic means shall be counted for the purposes of quorum in paragraph 15.
14. If at any time during any session of Synod the Bishop is not present, the Bishop shall appoint a deputy to preside.
15. A quorum of the Synod shall consist of the Bishop, or the Bishop's designate, or the Diocesan Administrator, if any, and 25% of eligible clerics and 25% of eligible lay representatives, except when electing a bishop, when the quorum shall consist of the Bishop, or the Bishop's designate, or the Diocesan Administrator, if any, and a minimum of 60% of eligible clerics and 60% of eligible lay representatives, respectively.. There shall be no participation by proxy at any annual or special Synod meeting.
16. No business which requires a vote of Synod may take place in the absence of a quorum. Whenever the Bishop or the Bishop's designate or the Diocesan Administrator, if any, determines that a quorum is not present, they may declare the Synod adjourned to the next ordinary hour for assembling or until a new session of Synod is summoned by the Bishop or the Bishop's designate or the Diocesan Administrator, if any .



HONORARY SECRETARIES OF SYNOD

17. An Honorary Clerical and an Honorary Lay Secretary shall be elected annually by the Synod from among the members thereof, and such persons shall remain in office until the next annual meeting of the Synod. Their duty shall be to take, or cause to be taken, minutes of the proceedings of the Synod and to prepare the same for printing in the annual journal, and within a reasonable time after the close of the session of Synod, to deposit with the Secretary-Treasurer for safekeeping, all books and papers relating to the Synod which may be in their possession; to transmit to their proper destination all memorials, resolutions, etc., passed by the Synod; to attest the public acts of the Synod; to issue, after notification by the Bishop of the time and place of meeting, the circular convening the meetings of the Synod; and, in case of a vacancy in the See, to summon the Synod for the election of a Bishop.

ELECTION OF BISHOPS

18. In the case of a vacancy in the See, it shall be the duty of the Honorary Secretaries of the Synod, within ten days of such vacancy, to give notice thereof to every member of the Synod summoning a meeting of the Synod (the "Electoral Synod") to be held in London within 180 days of such vacancy for the election of the Bishop, and to give at least 30 days' notice thereof. The Chair of the Electoral Synod shall be the Metropolitan of the Ecclesiastical Province of Ontario or their delegated representative, who shall not be entitled to have a vote unless a member of Synod. The clerics and lay representatives present shall vote by ballot separately by orders. The election shall be conducted as hereinafter provided.
19. Diocesan Council shall form the Nominating Committee for the election of a Bishop, a coadjutor bishop or a suffragan bishop, and at a suitable meeting prior to the Electoral Synod, or by deposit with the Secretary-Treasurer prior to such meeting, each member shall nominate by secret written ballot up to three eligible persons. To these may be added the names of up to three persons who are nominated by the Provincial House of Bishops, through the Metropolitan, if requested by Diocesan Council. These (up to three), in addition to those who receive the highest number of nominations from Diocesan Council balloting, to the aggregate total of not more than ten (plus ties) (provided that none of the nominees of Diocesan Council shall have received fewer than five votes) shall be the nominees of the Committee.
20. In case of a resolution being passed by the Synod or Diocesan Council accepting the Bishop's request that a coadjutor bishop or suffragan bishop is



necessary, it shall be the duty of the Honorary Secretaries of the Synod, upon instructions of Diocesan Council, to give notice thereof to every member of Synod, and at the same time to summon a meeting of the Synod to be held in London, for the election of such coadjutor bishop or suffragan bishop at such time, upon such date and upon such notice thereof (being not less than sixty (60) days' notice) as determined by Diocesan Council. At such Synod, such coadjutor bishop or suffragan bishop shall be elected in the same manner and subject to the same conditions as are contained herein for the election of a Bishop, excepting that the chair shall be the Bishop.

21. Immediately upon such notice being given of a vacancy in the See or upon notice being given of a resolution being passed by the Synod, or Diocesan Council, approving the Bishop's proposal that a coadjutor bishop or suffragan bishop is necessary, an Electoral Procedures Committee shall be named and convened by the Vice-Chancellor or, in their absence, by the Synod Solicitor, consisting of two other members of the laity and three clerics, such members to be appointed by the Vice-Chancellor or the Synod Solicitor as the case may be. The Electoral Procedures Committee shall secure from the nominees their willingness to stand, and shall provide the list of nominees in alphabetical order to all members of Synod, along with a recent photograph of each nominee, and biographical information about the nominees, including their educational background, work experience outside the Church, date of Ordination, appointments and record of service in the Church. Such nominations, pictures, and biographical material shall be mailed, or transmitted by electronic means, to the Synod members as early as possible, and not later than 20 days prior to the Electoral Synod. The Electoral Procedures Committee shall also gather, as soon as practicable, questions from each Deanery Council of the Diocese which the Deanery Councils wish the nominees for bishop to address. The questions shall be reviewed by the Electoral Procedures Committee and the Electoral Procedures Committee shall decide, in its sole discretion, which of the questions, if any, will be put to the nominees. The same question or questions, if any, shall be put to each nominee and the written answers of each nominee along with the nominee's picture shall be published in the Huron Church News and/or on the Diocesan website not later than seven days prior to the Electoral Synod.
22. Additional nominees may be nominated by five members of Synod by forwarding the nominations (with the written consent of each nominee) in writing to the chair of the Electoral Procedures Committee in care of the Synod office. Nominations shall be closed ten clear days before the Electoral Synod, at which time the biographical material, a recent picture, and written answers to the questions selected by the Electoral Procedures Committee shall be distributed to members of Synod on registration, and posted on the Diocesan



website.

23. The procedure for introducing the candidates shall be determined by the Electoral Procedures Committee with the concurrence of Diocesan Council.
24. The Electoral Procedures Committee shall have responsibility for appointing in advance a sufficient number of scrutineers to complete the tabulation of votes.
25. Balloting shall continue by orders, during which time the names of the nominees shall be posted at the front of the assembly. When any nominee receives more than half of all votes cast on a ballot by both orders, voting separately, that nominee shall be declared elected. All members of Synod who are in Episcopal orders (other than the Bishop) shall vote with the order of clerics.
26. The Honorary Secretaries of Synod, in consultation with Diocesan Council and the chair of the Electoral Synod, shall have the discretion when they determine that circumstances warrant, to hold the Electoral Synod meeting in person, by video conference or other electronic means, or a combination thereof; provided that participants attending the meeting are able to hear each other and have the opportunity to be heard and when applicable, to vote. Persons participating in meetings which are held partially or completely by electronic means shall be counted for the purposes of quorum in paragraph 15 hereof.

DIOCESAN ADMINISTRATOR

27. In the event of a vacancy in the See caused by the death, resignation, retirement, or removal of the Bishop, or in the event of the Bishop's mental incapacity, whether temporary or permanent, certified by two qualified medical practitioners, Diocesan Council shall, by resolution passed at a meeting called forthwith for such purpose, appoint an Administrator of the Diocese (the "Diocesan Administrator"). The Diocesan Administrator shall hold office until the Bishop has recovered from such incapacity, as certified by two qualified medical practitioners, or until a successor to the Bishop has been duly elected and installed. The Diocesan Administrator shall have all the powers regarding the administration of the Diocese, including the execution of deeds and documents, as are generally possessed by a Bishop's Commissary, not exceeding the order of ministry of the particular Diocesan Administrator so appointed. Certified copies of the medical certificates shall be forwarded to the Metropolitan of the Province, or in the case of a vacancy in the office of the Metropolitan, to the Senior Bishop of the Province.



28. The production of a copy of the resolution of Diocesan Council appointing the Diocesan Administrator, certified by the Chancellor of the Diocese and by the Secretary/Treasurer shall be sufficient evidence of power to execute deeds and documents of the Synod, and to perform such other duties as may be required.
29. In the event of mental incapacity of a Diocesan Administrator or the Diocesan Administrator acting in a way detrimental to the welfare of the Diocese, the Chancellor, or in their absence, the Vice-Chancellor shall consult forthwith with the Metropolitan of the Province, or in the case of a vacancy in the office of the Metropolitan, the Senior Bishop of the Province, to determine an appropriate course of action.

SECRETARY-TREASURER OF THE DIOCESE

30. A Secretary-Treasurer shall be appointed by vote of Synod, whose duty it shall be to attend to all business of the Diocese including, except as otherwise provided by Synod, the receipt and custody of all monies belonging to the Diocese, under the direction of the Bishop and Diocesan Council, and to be the custodian and guardian of all papers and documents relating to the affairs of the Diocese. The Secretary-Treasurer may, but need not be, also referred to as the "Director, Administrative Services" or such other title as may be approved by resolution of Diocesan Council from time to time and such reference shall be deemed to be a reference to the Secretary-Treasurer.
31. If any vacancy shall occur by death, removal or resignation of the Secretary-Treasurer, the Bishop shall appoint a successor to act until the next meeting of Synod and notice of such vacancy and appointment shall be given to the next meeting of Diocesan Council.
32. All payments, including without limitation, cheques, written authorizations or written directions, shall be signed or authorized by any two of the Bishop, the coadjutor bishop, the suffragan bishop(s), assistant bishop(s), the Diocesan Administrator the Secretary-Treasurer, the Director of Finance for the Diocese of Huron or a person so designated by Diocesan Council.
33. The Secretary-Treasurer is hereby authorized and empowered to execute all discharges of mortgages, cessations of charges and agreements for extension of mortgages, which from time to time may be required to be executed on behalf of the Diocese, provided that all deeds and other documents requiring the seal of the Diocese shall be executed as specified in paragraph 35.



34. The Diocese shall have a corporate seal of which the Secretary-Treasurer shall have the care and custody.
35. All legal documents executed under corporate seal, if required, shall be normally signed by the Bishop and the Secretary-Treasurer but in their absence by any two of the Bishop, any one of the coadjutor bishop, the suffragan bishop(s), the assistant bishop(s), the Diocesan Administrator or the Director of Finance for the Diocese of Huron, or a person so designated by Diocesan Council.
36. Notwithstanding section 32, the Bishop and Secretary-Treasurer are hereby authorized and empowered on behalf of the Diocese to execute all powers of attorney to transfer, and/or letters of transmittal as may be necessary effectually to assign and transfer under the corporate seal of the Diocese any stocks, bonds and other securities held by the Diocese from time to time; and without further authorization to make good and valid delivery of all such documents and stocks, bonds, and other securities on behalf of the Diocese upon the sale thereof.
37. There shall be annually appointed by the Synod a firm of independent certified public accountants as auditors whose duty shall be to examine all accounts of the Diocese and to report on them to the Synod.

DIOCESAN COUNCIL

38. There shall be a Diocesan Council consisting of:
 - (i) the Bishop;
 - (ii) the Coadjutor, Suffragan and Assistant Bishop(s), if any;
 - (iii) the Dean of Huron;
 - (iv) the Chancellor;
 - (v) the Vice-Chancellor(s), if any;
 - (vi) the Synod Solicitor, if any;
 - (vii) the Registrar;
 - (viii) the Secretary-Treasurer;
 - (ix) two Youth members, as elected by Youth Synod;
 - (x) two members from the native congregations of Huron, as appointed by



L.A.I.C. (Lenni Lenape Algonkian Iroquoian Council which is the Aboriginal Council for the Diocese);

- (xi) one cleric and one lay member of the Synod from each Deanery in the Diocese to be nominated or elected annually by the clerics and laity respectively of the Deanery Council of each Deanery and to be confirmed by the Synod;
- (xii) the Territorial Archdeacons;
- (xiii) other active Archdeacons of the Diocese as may be invited, without vote, from time to time by the Bishop;
- (xiv) The Bishop shall appoint up to five (5) lay members from throughout the Diocese provided that they are communicant members of the Diocese.

39. No person who has been elected to Diocesan Council for five consecutive years shall be re-elected to Diocesan Council until the expiration of one year following the completion of their fifth consecutive year as a member of Diocesan Council.

40. Each Deanery Council shall nominate annually a substitute clerical and a substitute lay member of Synod from each Deanery and shall notify the Secretary-Treasurer of the names and contact information for such substitutes.

41. In the event that a vacancy occurs for any reason among those members of Diocesan Council nominated annually by the clerics and laity respectively at a meeting of the Deanery Council of each Deanery and confirmed by Synod, the Secretary-Treasurer, upon becoming aware of such vacancy, shall immediately notify the appropriate substitute clerical or lay member of Synod, as the case may be, from the Deanery who had nominated the person who caused the vacancy and such substitute shall fill the vacancy and become a member of Diocesan Council for the remainder of the term of the person who caused the vacancy. In the event that there is no such substitute clerical or lay member of Synod, as the case may be, the Secretary-Treasurer shall immediately notify the appropriate Regional Dean, who shall arrange for the election of a new clerical or lay representative and substitute, as the case may be.

42. The Bishop shall preside at all meetings of Diocesan Council. In the Bishop's absence, the Bishop may appoint a member of Diocesan Council to act as their designate, and, failing such an appointment, Diocesan Council shall elect a chair for the session from the members present.



43. The Bishop shall have the discretion when the Bishop determines that circumstances warrant, to hold a Diocesan Council meeting in person, by video conference or other electronic means, or a combination thereof; provided that participants attending the meeting are able to be recorded for attendance, hear each other, and have the opportunity to be heard instantaneously and simultaneously and when applicable, to vote. Persons participating in meetings which are held partially or completely by electronic means shall be counted for the purposes of quorum in paragraph 44.
44. It shall be the duty of Diocesan Council to manage and administer all the funds, lands and property of the Diocese and generally to exercise all the powers and functions of the Synod between sessions of the Synod in accordance with the Constitution and Canons thereof, except enacting, amending or repealing the Canons or the Constitution.
45. The Diocesan Council, of which a quorum shall consist of ten members, shall meet not fewer than three times in each calendar year, provided, however, that the Bishop shall have the power to call the Diocesan Council together at any time. There shall be no participation by proxy at any Diocesan Council or Diocesan Sub-Council meeting.

Diocesan Sub-Council

46. There shall be a Diocesan Sub-Council which shall consist of the Bishop or the Diocesan Administrator, if any, who shall be chair, the coadjutor and/or suffragan bishop(s), who shall be vice-chairs, the Chancellor, the Vice-Chancellor, the Synod Solicitor, and the Secretary-Treasurer, who shall be voting members *ex officio*, together with six clerics and six members of the laity, who shall be members of Synod and who shall be elected and/or appointed in the manner following:
 - (a) The Diocesan Council shall annually elect at its organizational meeting, held as soon as practicable following the annual session of Synod, from its members, by ballot taken separately by orders, six clerics and six members of the laity. Archdeacons may be invited to the sub-council meeting but shall have no vote (unless elected to sub-council.)
 - (b) In the event of a vacancy on the Diocesan Sub-Council at any time during the year, the Bishop, acting upon the advice of the Diocesan Council, shall appoint from the members of the Diocesan Council and/or Synod, a cleric or a member of the laity, as the case may, be to fill such vacancy.



47. The Diocesan Sub-Council shall have all of the powers of the Diocesan Council to act between meetings of the Diocesan Council.
48. The Secretary-Treasurer shall be secretary of the Diocesan Sub-Council and in their absence from any meeting the chair of such meeting shall appoint a person to act as secretary, and the actions of each meeting shall be reported through the Secretary-Treasurer to the Diocesan Council at its next meeting.
49. The Diocesan Sub-Council shall meet at the call of the Bishop at such place and time as they shall designate and a quorum shall consist of the chair or, in their absence, a vice-chair, together with four other members. Meetings of the Diocesan Sub-Council may be held, and decisions may be made by means of video conference, conference telephone or other electronic means.

BUDGET AND APPORTIONMENT

50. In order to provide sufficient means to carry on the work of the Diocese, each Parish shall be required to contribute to the funds of the Diocese such a sum as shall be apportioned to such Parish by the terms of Canon 28. Each Vestry shall raise its contributions to the Diocese in the way best suited to the Parishes.
51. All contributions collected for special purposes sanctioned by the Diocese as well as one-twelfth of the Diocesan budget apportionment shall be forwarded to the Secretary-Treasurer at the end of every month.

VOTING

52. No act or resolution of Synod shall become effective without the consent of the Bishop and a majority of the clerics and laity present; provided that, ordinarily, the votes of the whole Synod shall be taken collectively; but that at the direction of the Bishop or at the written request of not fewer than five members of the Synod, the votes of each of the orders shall be taken separately, in which case a majority of each order shall be necessary. All members of Synod who are in Episcopal orders (other than the Bishop) shall vote with the order of clerics.

AMENDMENTS

53. A motion for the enactment, amendment, or repeal of any part of the Constitution or Canons may be forwarded by any two members of the Synod, at any time not less than 90 days before the next annual meeting of the Synod, to the Secretary-Treasurer who shall forthwith refer the same to the



Committee on Revision of Constitution and Canons, which committee shall assist the mover and seconder to frame a properly worded motion to present to Synod. Such motions shall be included in the convening circular of the next annual meeting of the Synod.

54. The Committee on Revision of Constitution and Canons may at any time submit to the Synod through the Secretary-Treasurer its recommendations for any enactment, amendment or repeal of any part or provision of the Constitution or Canons.
55. No such motion for the enactment, amendment, or repeal of any part of the Constitution or Canons shall be adopted unless it receives the consent of the Bishop and two-thirds of the clerics and lay representatives respectively voting by orders at Synod. Such motion if adopted shall become effective at once, unless the motion specifies another effective date.

GENERAL

56. The proceedings of the Synod, printed under the direction of the Honorary Secretaries, shall be accepted as the official record of such proceedings, subject to the approval of the next succeeding meeting of the Synod, and such proceedings shall be preserved in the Diocesan Archives as the authentic minutes of the Synod.
57. All section headings have been inserted herein for convenience of reference only and shall not form part of the contents hereof.
58. For the purposes of the interpretation of the Canons, all terms with initial capitals contained in the Canons which are not otherwise expressly defined therein shall be deemed to have the respective meanings ascribed thereto in the Constitution or in the Canon Definitions Glossary which may be authorized from time to time, unless the context otherwise requires.
59. All statutory references referred to in the Constitution and Canons shall include such statutes as may be amended or replaced from time to time.