

**ARTICLES OF ASSOCIATION (ARTICLES)**  
**EXECUTIVES INTERNATIONAL**

**1. Name, Registered Office, Articles and Notices**

- 1.1 Executives International is a non-profit making association in accordance with articles 60 to 79 of the Swiss Civil Code (the **Association**). The Association is an independent legal entity with legal capacity. It is governed by Swiss law. Its duration is unlimited.
- 1.2 The Association is domiciled in the Canton of Vaud.
- 1.3 The official language of the Association is English.
- 1.4 The Articles include the Annexes.
- 1.5 Notices shall be in writing including by email. For sending notices to the Association, please see the contact details contained in the Association's website.

**2. Purpose**

- 2.1 The purpose of the Association, a non-profit organization, is:
  - 2.1.1 to provide professionals and business executives primarily in the Lake Geneva region with an English-language networking environment;
  - 2.1.2 to organize events for its members, including seminars, dinners, speaker events, training workshops and social events; and
  - 2.1.3 to provide personal development opportunities for its members.
- 2.2 The Association may engage in all activities and take all actions necessary and appropriate to carry out the above purposes.

**3. Corporate Bodies**

- 3.1 The corporate bodies of the Association are:
  - 3.1.1 the general assembly of members (**General Assembly**) as further described in Clause 8; and
  - 3.1.2 the board of directors (**Committee**) as further described in Clause 10.
- 3.2 The General Assembly and the Committee are presided over by the Association's president (**President**).

**4. Resources**

The Association derives its resources from:

- 4.1.1 membership fees;
- 4.1.2 fees charged for events;

4.1.3 sponsorships;

4.1.4 donations, grants, and other contributions; and

4.1.5 its assets.

## 5. Liability

The Association's financial obligations can be satisfied only from its assets. The members of the Association shall not be personally liable for the obligations or debts of the Association.

## 6. Membership

6.1 Membership of the Association is open to all persons (natural and legal persons) engaged or interested in a business or professional activity.

6.2 The Association has full membership and associate membership. The criteria for each class of membership is determined by the Committee. Full members (**Full Members**) shall have the right to vote in the General Assembly and are entitled to be on the Committee or sub-committees and participate in all events and activities. Associate members (**Associate Members**) shall have no right to vote in the General Assembly or to take part in elections and shall not be entitled to be on the Committee, however they may be an observer at a General Meeting, they may be appointed to sub-committees, and they shall have access to events and activities for associate membership as determined by the Committee. Reference to **member** in these Articles and any derivatives thereof means either a Full Member or Associate Member as applicable.

6.3 To become a member of the Association an applicant must complete a membership application form and have their application approved by the Committee. The Committee shall determine whether or not an applicant is granted membership and for what class. The Committee has the right to refuse an application for membership without giving reasons.

6.4 Membership commences upon notification by or behalf of the Committee that an applicant has been accepted as a member of the Association and payment of the applicable membership fee by the applicant (**Commencement Date**).

6.5 The initial membership period is for twelve months from the Commencement Date. Membership is automatically renewed for successive twelve (12) month periods at the end of the then current membership period, unless the member has given notice of membership termination, thirty (30) days before the end of their then current membership period.

6.6 Each member must pay an annual membership fee unless specified otherwise in these Articles. The membership fee for Full Members and Associate Members will be determined by the Committee.

6.7 The membership fee is due on the Commencement Date and each anniversary thereof upon renewal of membership. Membership fees must be paid within thirty (30) days of the due date.

6.8 Only after payment of the membership fee, may a member enjoy the benefits granted to members.

6.9 Membership ceases:

- 6.9.1 on the date on which a member resigns pursuant to Clause 6.10;
  - 6.9.2 in the event of non-payment of the membership fee, sixty (60) days following the due date for payment; or
  - 6.9.3 in the event membership is revoked pursuant to Clause 6.11, on the date the membership is revoked.
- 6.10 Members may resign from the Association at any time by notifying the Committee in writing. A resigning member is not entitled to any refund of their membership fee.
- 6.11 The Committee has the right to revoke membership to the Association of any member by notice for important reasons.
- 6.12 Members whose membership has been revoked pursuant to Clause 6.11 shall have a right of appeal to the Committee. The appeal must be submitted to the President within fourteen (14) days of notice of revocation of their membership. For any membership that is revoked the membership fee will be reimbursed to the affected former member on a pro-rata basis for the remainder of that membership year.
- 6.13 Membership is not transferable.
- 6.14 A member whose membership has ceased does not have any rights against or to the assets of the Association.

## **7. Non-Solicitation/Harassment**

Members are not permitted to use the Association and its events as a platform for directly soliciting business from other members. Members must not harass other members.

## **8. The General Assembly**

### **8.1 Constitution**

The General Assembly consists of the Full Members of the Association.

### **8.2 Powers**

The General Assembly shall have the following powers:

- 8.2.1 to adopt and amend the Articles;
- 8.2.2 to create and dissolve the Committee, sub-committees and other bodies of the Association;
- 8.2.3 to elect the President from amongst its Full Members;
- 8.2.4 to hold the President to account for the performance of her/his duties;
- 8.2.5 to dismiss the President;
- 8.2.6 to hold other Directors of the Committee to account for the performance of their duties;

- 8.2.7 to dismiss other Directors of the Committee;
- 8.2.8 subject to the maximum number of Directors permitted under Clause 10.1 and the Presidents prerogative to appoint Directors pursuant to Clause 9.3, elect Directors for any vacancy on the Committee;
- 8.2.9 to approve or disapprove the Committee's decision concerning auditors pursuant to Clause 10.6.14. The General Assembly reserves the right to appoint auditors;
- 8.2.10 to approve or disapprove the annual report and the accounts of the Association;
- 8.2.11 to adopt, after approval of the annual report and accounts issued pursuant to Clause 8.2.10 resolutions discharging the members of the Committee from all liabilities; and
- 8.2.12 to pass resolutions on matters which are by law or by the Articles reserved to the General Assembly or validly submitted to it by the Committee.

### 8.3 Meetings of the General Assembly

- 8.3.1 The General Assembly will take place upon invitation by the President of the Association, or by the request of at least twenty percent (20%) of Full Members. The notice shall state the place and time of the meeting, the items of the agenda as well as the resolutions for consideration, if any. Meetings must be called at least twenty (20) days in advance. Meetings may be held in person or through electronic communication or other means determined by the Committee.
- 8.3.2 No later than twenty (20) days prior to the day of the ordinary General Assembly, the Committee's annual report and the auditors' report, if applicable, shall be made available to Full Members for inspection at the registered office of the Association and/or provided to Full Members through electronic communication or other means. Each Full Member may request a copy of such documents to be sent to her/him without delay. Reference thereto is to be made in the notice calling the General Assembly.
- 8.3.3 If no objection is raised, the Full Members may hold a General Assembly without observing the prescribed formalities of calling the meeting. As long as the majority of all Full Members is present in person or by other permitted means, all items within the powers of the General Assembly may validly be discussed and decided upon at such a meeting.
- 8.3.4 The General Assembly will be chaired by the President or, in the case of her/his inability, the Vice-President, or otherwise if neither is available or willing to chair the meeting, another Director elected by the Directors present shall chair the General Assembly. If no Director is present and willing to chair the meeting within fifteen (15) minutes of the time appointed for the meeting, the Full Members present shall choose one of their number to chair the meeting.
- 8.3.5 A quorum for meetings of the General Assembly shall be established by the participation in the meeting of at least ten (10) Full Members. Valid proxy votes (in accordance with Annex 2) shall be counted in the quorum. No business shall be transacted by the General Assembly unless a quorum is present.

8.3.6 If within thirty (30) minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the chair shall determine.

#### 8.4 Voting Rights

8.4.1 Each Full Member has one (1) vote at the General Assembly.

8.4.2 Votes are not transferable to another Full Member or a third person.

8.4.3 The rules for voting and proxy votes are described in Annex 1.

#### 8.5 Resolutions

8.5.1 Unless provided otherwise by mandatory provisions of the law or by the Articles, resolutions shall be passed, and election and any dismissal of the President or a Director, shall be made by a majority of all votes represented at the General Assembly.

8.5.2 In the case of an election of a President or a Director where there is no majority in the first round of voting and there is more than two candidates for the applicable office, the two highest polling candidates shall contest a further round of voting and the candidate who obtains the most votes in such round shall be declared the winner.

8.5.3 The chairperson of the meeting will have the casting vote, except for any resolution where the chairperson has a conflict of interest, or in the case where the resolution concerns the election or dismissal of the chairperson from office as President or Director.

### 9. **President**

9.1 The President is elected by Full Members at the General Assembly pursuant to Clause 8.2.3. The President shall serve for a three-year term following her/his election. The President may be re-elected for one additional three-year term in the same position and hold office as President for a maximum period of six (6) years in total.

9.2 The President is in charge of the management and leadership of the Association including the Committee.

9.3 The President shall appoint all Directors to the Committee. In making such appointments the President shall consult with the then other Directors of the Committee.

9.4 The President shall administer the affairs of the Association and represent the Association vis-à-vis third parties.

9.5 The President shall be ordinarily present at all meetings of the General Assembly and Committee. The President is responsible to prepare the agenda, chair and prepare the minutes for all meetings of the General Assembly and Committee.

9.6 The President shall have the authority to sign contracts on behalf of the Association.

9.7 The President may delegate the exercise of her/his powers to other Directors as she/he thinks fit.

- 9.8 If the President resigns, or is dismissed from office by the General Assembly:
- 9.8.1 The General Assembly shall hold elections for a new President within three (3) months of the dismissal or resignation of the President;
  - 9.8.2 the Vice-President shall temporarily hold the office of President as interim President until such time a new President is elected by the General Assembly; and
  - 9.8.3 if there is no Vice-President, or the Vice-President is not able to take office as interim President under Clause 9.8.2 for any reason, then the Committee shall appoint another person to act as interim President until such time a new President is elected by the General Assembly.

## 10. Committee

- 10.1 The Committee will be composed of a minimum of three (3) Directors consisting of the President, a treasurer and one other Director. Other Director positions determined by the President may be added to the Committee up to a maximum number of nine (9) Directors (including the President and the treasurer). Additionally, the President may appoint non-Director advisors to advise the Committee and to attend Committee meetings as and when required.
- 10.2 Only Full Members are eligible to be Directors.
- 10.3 The maximum time period a person may be a Director is twelve (12) years except:
- 10.3.1 A person who serves as President may also be appointed as an ordinary Director (not being the President) for up to an additional twelve (12) years (before and after her/his term as President) for a maximum of eighteen (18) years in total on the Committee; or
  - 10.3.2 where at least two-thirds of Full Members at a General Assembly resolve to extend the term for a named Director for an additional period of one (1) year. Such extension of term may be done more than once.
- 10.4 The Directors of the Committee (including the President) act voluntarily and will not receive any compensation for such voluntary office. However:
- 10.4.1 Directors will be reimbursed for any out-of-pocket expenses pre-approved by the treasurer reasonably incurred in performance of their duties;
  - 10.4.2 the Association shall take out adequate insurance for the activities of the Association;
  - 10.4.3 following one years' service as Director, the Director's membership fee as a Full Member will be paid for by the Association, whilst they continue to act as a Director.
- 10.5 The President may dismiss Directors from their duties at any time for any reason.
- 10.6 Powers
- The Committee shall have responsibility for amongst other things, the following functions and activities:

- 10.6.1 Develop an annual program of activities and budget for the Association;
- 10.6.2 Decide upon membership applications, revocations and appeals pursuant to Clause 6;
- 10.6.3 Decide upon the criteria for each class of membership i.e. for Full Members and Associate Members respectively;
- 10.6.4 Decide upon the membership fee for Full Members and Associate Members;
- 10.6.5 Decide upon membership entitlements for Full Members and Associate Members;
- 10.6.6 Decide upon the entry fees for the events and activities of the Association;
- 10.6.7 Day to day management of the Association and other tasks for the running of the Association and performance of its activities;
- 10.6.8 Administer and operate the Association's bank accounts by designated Directors;
- 10.6.9 Enter into contracts, including the hiring of consultants, on behalf of the Association by designated Directors;
- 10.6.10 Establishment of, and appointment to, sub-committees, including roles and positions within, subject to paragraph 8 of Annex 2;
- 10.6.11 Establishment and amendment of by-laws for operation of the Committee and sub-committees;
- 10.6.12 Appointment of other advisors to the Association;
- 10.6.13 Represent the interests of the Association to third parties; and
- 10.6.14 Subject to the approval of the General Assembly pursuant to Clause 8.2.9, the Committee may, for each financial year;
  - (a) engage auditors to audit the financial books and records of the Association; or
  - (b) decide not to appoint auditors.

#### 10.7 Administrative Procedures

- 10.7.1 The Committee shall make an annual report on its activities and those of the Association.
- 10.7.2 The Directors of the Committee may adopt procedures to implement internal administrative functions of the Association.
- 10.7.3 The proceedings of the Directors are regulated in accordance with Annex 2.

#### 10.8 Minutes

The Directors shall cause the Association to keep the following records in writing and in permanent form:

- 10.8.1 minutes of proceedings at the General Assembly;

10.8.2 minutes of meetings of the Directors and of sub-committees of the Directors, including the names of the Directors present at each such meeting;

10.8.3 copies of resolutions of the Association and of decisions of the Directors, including those passed otherwise than at the General Assembly or at meetings of the Directors; and

10.8.4 particulars of appointments of Directors made by the President.

## **11. Auditors**

### Election, term of office

11.1.1 The Committee in accordance with Clause 10.6.14 may appoint auditors. Such appointment is subject to approval or disapproval by the General Assembly and the right of the General Assembly to appoint auditors each pursuant to Clause 8.2.9. The auditor's term of office shall be one (1) year. After expiry of their term they may be re-appointed by the Committee subject to approval or disapproval by the General Assembly pursuant to Clause 8.2.9.

11.1.2 Auditors may only be professional accounting firms.

11.1.3 The auditors shall audit the accounts and examine the books of the Association in accordance with applicable Swiss law. They are entitled to require such evidence as they deem appropriate. The auditors' report shall be submitted by the Committee to the General Assembly for approval within three (3) months of closure of the applicable financial year.

## **12. Financial Year**

The financial year for the accounts of the Association will be for the period of 1 January to 31 December (inclusive) for each calendar year.

## **13. Dissolution and Liquidation**

13.1 The Association will be dissolved

13.1.1 by vote of the members according to Clause 8.5; and

13.1.2 in the circumstances provided for by applicable law.

13.2 In case of dissolution of the Association, the Committee must proceed to its liquidation. The Committee shall distribute the assets of the Association, after payment of all debts of the Association, in equal shares to the then Full Members.

## **14. Entry into Force**

The Association has adopted the present Articles by way of resolution of the General Assembly with effect from 1 January 2021.

[• Place & Date] On behalf of the Full Members:

[• Signature] [• Signature]

**ANNEX 1:  
General Assembly Proceedings**

**1. Voting at the General Assembly**

- 1.1 A vote on a resolution proposed at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is demanded.
- 1.2 On a show of hands or on a poll, every Full Member shall have one (1) vote.
- 1.3 Any objection to the qualification of any voter must be raised at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any such objection must be referred to the chair of the meeting whose decision is final.
- 1.4 Unless a poll is demanded, the declaration of the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact and the number or proportion of votes cast in favour or against need not be recorded.
- 1.5 A poll may be demanded by:
  - (a) the chair of the meeting;
  - (b) the Directors; or
  - (c) two (2) or more persons having the right to vote on the resolution.
- 1.6 A demand for a poll may be withdrawn if:
  - (a) the poll has not yet been taken, and
  - (b) the chair of the meeting consents to the withdrawal.
- 1.7 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 1.8 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within thirty (30) days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 1.9 Subject to paragraph 2 of this Annex 1, the poll shall be conducted in such manner as the chair directs and the chair may fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 1.10 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

## **2. Election/Dismissal of President/Directors**

- 2.1 Pursuant to Clause 8.2, the process for election and dismissal of the President, or a Director, shall be as follows.
- 2.2 Any candidate for election as President, or a Director, must be nominated and seconded by at least one Full Member (with the nominator and seconder being a different Full Member in each case).
- 2.3 The vote on the election, or a resolution to dismiss, the President or any Director, shall each be made by secret ballot. The result of each shall be obtained pursuant to Clause 8.5.

## **3. Proxies**

- 3.1 A Full Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the General Assembly.
- 3.2 Proxies may only be validly appointed by a notice (a **proxy notice**) which:
- (a) states the name and address of the Full Member appointing the proxy;
  - (b) identifies the person appointed to be that Full Member's proxy and the General Assembly in relation to which that person is appointed;
  - (c) is signed by or on behalf of the Full Member appointing the proxy, or is authenticated in such manner as the Directors may determine;
  - (d) if the Directors specify that a particular form of proxy be used, follows such form; and
  - (e) is notified to the Committee not less than twenty-four (24) hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the General Assembly (or any adjourned meeting) to which they relate.
- 3.3 A proxy notice which is not delivered in the manner described in paragraph 3.2 shall be invalid.
- 3.4 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 3.5 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) appointing that person as a proxy in relation to any adjournment of the General Assembly to which it relates, as well as the meeting itself.
- 3.6 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a General Assembly remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person. A member may revoke their valid proxy by attending the applicable General Assembly and voting on the relevant resolution covered by the proxy.

- 3.7 An appointment under a proxy notice may be revoked by delivering to the Association a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 3.8 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 3.9 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **ANNEX 2: Directors Proceedings**

### **1. Proceedings of Directors**

Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

### **2. Calling a Directors' meeting**

- 2.1 The President may call a meeting of the Directors by giving notice of the meeting to the Directors or by authorising another person to give such notice. Additionally, two (2) or more Directors may also call a meeting of the Directors by giving notice of the meeting.
- 2.2 Notice of a meeting of the Directors must be given to each Director but need not be in writing. The notice must specify:
  - (a) the time, date and place of the meeting;
  - (b) the general particulars of the business to be considered at the meeting; and
  - (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

### **3. Participation in Directors' meetings**

- 3.1 Any Director may participate in a meeting of the Directors in person or through electronic communication or other means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants.
- 3.2 If all the Directors participating in the meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

### **4. Quorum for Directors' meetings**

- 4.1 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, provided it shall not be less than two (2) and, unless otherwise fixed, it is two (2).
- 4.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

4.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:

- (a) by the President to appoint further Directors; or
- (b) by the Directors to call a general meeting so as to enable the Full Members to appoint Directors for any vacancy on the Committee.

## **5. Chairing Directors' meetings**

5.1 The President shall chair the meeting.

5.2 If the President is not present, or is unwilling to act as chair, the Directors shall appoint one of their number as chair of the meeting.

## **6. Decision-making by Directors**

6.1 Except for the appointment or dismissal of Directors by the President, the general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with paragraph 7 of this Annex 2.

6.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote.

## **7. Unanimous decisions by Directors**

7.1 A decision of the Directors is taken in accordance with this paragraph 7 when all eligible Directors indicate to each other by any means that they share a common view on a matter.

7.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

7.3 References in this paragraph to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

7.4 A decision may not be taken in accordance with this paragraph if the eligible Directors would not have formed a quorum at such a meeting.

## **8. Delegation by Directors**

8.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any sub-committee comprising two (2) or more Directors.

8.2 The Directors may delegate, the implementation of their decisions or day-to-day management of the affairs of the Association to any person or sub-committee.

8.3 The terms of reference of a sub-committee may include conditions imposed by the Directors, including that:

- (a) the relevant powers are to be exercised exclusively by the sub-committee to whom the Directors delegate; and

- (b) no expenditure or liability may be incurred on behalf of the Association except where approved by the Directors or in accordance with a budget previously agreed by the Directors.

8.4 Persons who are not Directors may be appointed as members of a sub-committee, subject to the approval of the Directors.

8.5 Every sub-committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, sub-committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

8.6 The terms of any delegation to a sub-committee shall be recorded in the minute book.

8.7 The Directors may revoke or alter a delegation.

8.8 All acts and proceedings of any sub-committee shall be fully and promptly reported to the Directors.

## **9. Conflicts of interests**

9.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with the Association or in any transaction or arrangement entered into by the Association which has not previously been declared.

9.2 A Director must absent themselves from any discussions of the Directors in which it is possible that a conflict will arise between their duty to act solely in the interests of the Association and any personal interest (including, but not limited to, any personal financial interest).

9.3 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- (c) the unconflicted Directors consider it is in the interests of the Association to authorise the conflict of interests in the circumstances applying.

9.4 In this paragraph 9 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

## **10. Secretary**

10.1 The Directors may appoint any person who is willing to act as the secretary on a voluntary basis for such term as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

