

CANADIAN SWEDISH IRON INC. OBJECTIVES

Objectives:

1. Promoting social and recreational activities among the members of the Corporation.
2. Promoting interest in Volvo cars and related Volvo memorabilia.
3. Providing an opportunity to display Volvo cars.
4. Providing an opportunity to inform and educate about the history of Volvo cars and their repair.
5. Such other purposes not inconsistent with these objects.

CANADIAN SWEDISH IRON INC. BY-LAWS

By-Law 1 A by-law relating to the transaction of the affairs of the Corporation

Article 1 Name

- 1.1 The name of the corporation shall be **Canadian Swedish Iron Inc.**

Article 2 Seal

- 2.1 The seal, an impression of which is stamped at the end of these by-laws, shall be the corporate seal of the corporation.

Article 3 Head Office

- 3.1 Until changed in accordance with the Act, the head office of the corporation shall be in the Township of Middlesex Centre, County of Middlesex, in the Province of Ontario.

Article 4 Purpose

- 4.1 The purpose of the corporation shall be to promote the ownership, maintenance, recognition, preservation and restoration of all models of Volvo; to act as a source of technical information; to promote camaraderie among the owners of Volvos throughout Canada, the U.S. and elsewhere.

Article 5 Membership

- 5.1 Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation. Anyone whose application for admission as a member has received the approval of the board of directors of the corporation, and has paid the membership fee as set by the board of directors, shall be deemed a member in good standing.
- 5.2 Ownership of a Volvo is not a prerequisite of membership.
- 5.3 Any member may withdraw from the corporation by delivering a written resignation to the secretary of the corporation.
- 5.4 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.
- 5.5 Members in good standing receive an annual membership card, club newsletters, and are entitled to voting privileges. Membership includes spouse and minor children. Members will be notified by mail when renewals are due.

- 5.6 The amount of annual dues for members shall be determined by the Board of Directors and are at the Board's discretion. Dues are payable on January 1 of each year. Dues not received by March 31 of each year may result in revocation of membership and privileges.
- 5.7 Members who join after July 31st will receive membership for the following year, and any future mailings in the current year.
- 5.8 Honorary Memberships for meritorious service shall be designated by the Directors of the Corporation, and will be given for a designated period of time. Criteria for honorary membership may be revised by a majority vote of the Directors.
- 5.9 Anyone who joins in the current year, before the official charter is signed, will be considered a "Charter Member". If a Charter Member does not renew, they will remain as one of the club's "Charter Members", but will lose all rights and voting privileges. Once the Charter is signed, a membership list will be compiled, and will be considered the official list of Charter Members.
- 5.10 No member of Canadian Swedish Iron Inc. has the right to file a suit against the Corporation of Canadian Swedish Iron Inc.

Article 6 Meetings

- 6.1 The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the board of directors may determine, and on such day as the said directors shall appoint. The members may resolve that a particular meeting of members be held outside of Canada. Notification of all meetings will be announced in the newsletter or by other forms of communication with fourteen (14) days' notice to each voting member. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the members to form a reasoned judgement on the decision to be taken.
- 6.2 The Board of Directors or the President or Vice-President shall have power to call a general meeting of the members of the corporation. A quorum of members may request, in writing, that the Board of Directors call a special general meeting, giving reason for said special meeting. The Board will arrange a suitable date, time, and location and send notice to all members, giving no less than fourteen (14) days notice. Notice will include reason(s) for special meeting and no other business will be transacted at that time.
- 6.3 There shall be one (1) Annual Meeting each year (normally in November), for
- a. the reporting of the previous year's activities;
 - b. the reporting of the financial statement and the report of the auditor committee;
 - c. considering and transacting any special or general business;
 - d. the appointment of an auditor committee for the following year;
 - e. the election of Directors.

At the Annual General Meeting, or any general meeting of the Corporation, a quorum will consist of a majority of the members of the Board of Directors, plus two (2) or more persons from the general membership.

- 6.4 No error or omission in giving notice of any annual or general meeting, or any adjourned meeting, whether annual or general, of the members of the corporation, shall invalidate such meeting or make void any proceedings taken thereat, and any member may, at any time, waive notice of any such meeting and may ratify, approve, and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the corporation.
- 6.5 Subject to the provisions, if any, contained in the Letters of Patent of the corporation, each member of the corporation shall, at all meetings of members, be entitled to one (1) vote. No member shall be entitled to vote at meetings of the corporation unless he has paid all dues or fees, if any, then payable by him. Honorary members shall not be entitled to vote.
- 6.6 For the election of Directors at the Annual Meeting, votes can be made in person, by mail or e-mail, or by proxy to another paid-up member. Recording and counting of votes for any election will be the responsibility of the Nominating/Appointments Committee.
- 6.7 For voting on a specific motion for which notification and wording has been given in advance of the vote, a member may submit their vote in person, by mail or e-mail, or by proxy to another paid-up member. Any attending member can have his own vote and one (1) signed and dated proxy.
- 6.8 Meetings held by electronic means must permit all members participating in the meeting to communicate adequately with each other. Each member must consent in advance to the method of communication chosen, and each must have equal access. A majority of those eligible to participate in the meeting must give approval for holding such a meeting. Quorum for a meeting held by electronic means will be agreed upon by those eligible to participate, and in no case will be less than 50%. The recording of votes and any security issues will be the responsibility of the Secretary, or in the absence of the Secretary, a member designated by the President. Votes sent electronically will be acknowledged by the person designated to receive them. All electronic voting will be recorded and the results will be filed with the Secretary until a motion to destroy them has been passed.
- 6.9 At all meetings of members, every question shall be decided by the vote of the majority of the members then entitled to vote, present in person, by mail or e-mail, or proxy. Every question shall be decided, in the first instance, by a show of hands, unless a secret ballot be requested by any member. A declaration that a resolution has been carried or not carried and an entry to that effect in the minutes of the corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. In case of an equality of votes at any general meeting the President shall be entitled to a second or deciding vote.
- 6.10 The Board of Directors may, at any time during a meeting, decide to go 'in camera' in order to conduct a private discussion. Prior to going 'in camera' it shall be decided what type (if any) of minutes shall be taken and distributed.
- 6.11 All meetings shall be conducted in accordance with the basic principles of Canadian Parliamentary Procedure. In any situation requiring declaration of order, Roberts' Rules of Order shall be consulted and applied.

Article 7 Board of Directors

- 7.1 The property and business of the corporation shall be managed by a Board of no less than 3 Directors.
- 7.2 The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of members, the board of directors then elected shall replace the provisional directors named in the Letters Patent of the corporation.
- 7.3 The initial number of Directors to be elected will be 6. A change in the number of Directors will be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of determining the number of directors to be elected to the Board of Directors. The Board of Directors includes the President and Vice-President. Directors shall serve a term of three (3) years. The immediate Past President shall be an ad hoc member of the Board of Directors, with no voting privileges unless a current Director.
- 7.4 The Board of Directors shall consist of members of the corporation, minimum of 18 years of age, with power under law to contract. The office of director shall be automatically vacated:
- a) if at a special general meeting of members, a resolution is passed by a majority of the members present at the meeting that the director be removed from office;
 - b) if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
 - c) if the director is found by a court to be of unsound mind;
 - d) on death;
 - e) if the director is absent from three (3) or more consecutive meetings without just cause, at the discretion of a majority vote of Directors.
- 7.5 Retiring Directors shall be replaced at the expiry of their term by a vote of members at the Annual Meeting. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected. Any vacancy on the Board of Directors may be filled by a vote of the remaining Directors. The incoming Director, so elected, will serve the unexpired term of his predecessor.
- 7.6 Members making up the Board of Directors shall not receive any stated salary or financial compensation for their services, other than complimentary membership. By a majority vote of Directors, a Director may be reimbursed for reasonable personal expenses incurred in the performance of his duties.
- 7.7 No more than two (2) members of the same immediate family shall serve at the same time as Directors of the corporation.
- 7.8 The Directors of Canadian Swedish Iron Inc. may administer the affairs of the corporation in all things and make or cause to be made for the corporation in its name, any kind of contract which the corporation may lawfully enter into and save as is hereinafter provided, or save as may be provided by the by-laws of the corporation from time to time, may exercise all such other powers and do all such other acts and things as the corporation is, by its Charter or otherwise authorized to exercise and do.

- 7.9 The Directors may, on behalf of the corporation:
- a) borrow money on the credit of the corporation; or
 - b) issue, sell, or pledge securities of the corporation; or
 - c) charge, mortgage, or pledge all or any of the real or personal property of the corporation, including book debts, rights, powers, franchises, and undertakings, to secure any securities, or any money borrowed, or other debt, or any obligation or liabilities of the corporation.
- 7.10 The Directors may authorize any Director, officer, or employee of the corporation or any other member to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, as to the securities to be given therefore, with the power to vary or modify such arrangements for any moneys borrowed or remaining due by the corporation as the Directors may authorize and generally manage, transact, and settle the borrowing of money by the corporation.

Article 8 Directors' Meetings

- 8.1 Meetings of the board of directors may be held at any time and place to be determined by the directors, provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
- 8.2 A majority of the Directors shall form a quorum for the transaction of business. Meetings may be formally called by the President or Vice-President, or by the Secretary, on direction of the President or Vice-President, or by the Secretary, on direction, in writing, by two (2) Directors.
- 8.3 Decisions required at any meeting of the Directors shall be decided by a majority vote. Each director is authorized to exercise one (1) vote. In the event of a tie vote the President, or person acting in his position, shall have a second or deciding vote.

Article 9 Indemnities to Directors and Others

- 9.1 Every Director of the corporation and their heirs, executors and administrator, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;
- a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;
 - b) all other costs, charges and expenses which such director sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Article 10 Officers of the Corporation

- 10.1 There shall be a President, Vice-President, Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person, and may or may not be members of the Board of Directors. Additional offices may be created by the Board of Directors as the need arises. The President and Vice-President of the corporation shall be elected by the Board of Directors from among their members at the first meeting of the Board after the annual election of such board members. The Secretary and Treasurer of the corporation shall be elected by the Board of Directors at the first meeting of the Board after the annual election of such board members. In default of such election, the then incumbents shall hold office until their successors are elected.
- 10.2 Any Director or Officer may resign his office at any time, such resignation to be made in writing and to take effect from the time of its receipt by the corporation, unless some other time may be fixed in the resignation, and then from that date.
- 10.3 At the volition of a majority of the Directors, a Director or Officer may be ousted for behaviour not in keeping with the best interests of the club. Written notice of the upcoming vote to censor would be sent to the offender. A mail-in vote would be allowed if it is in writing and signed. Notice concerning the matter would be given ten days prior to any meeting.

Article 11 Duties of Officers and Board Members

- 11.1 The **President** shall preside at all meetings of the Board of Directors and members of the corporation. The President shall also be charged with the general management and supervision of the affairs and operations of the corporation. The President, with the Secretary or other officer appointed by the board for the purpose, shall sign all by-laws and other official documents, securities, or undertakings. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or Past-President, or such other Director as the Board may from time to time appoint for the purpose.
- 11.2 The **Vice-President** shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. The Vice-President shall, in the absence of the President, or in the event of his inability or refusal to act, perform all stated duties of the office of President and when so acting, shall have all powers of and be subject to all restrictions placed on the office of President.
- 11.3 The **Secretary**, if not a Director, shall be an ex-officio clerk of the Board of Directors, without voting privileges. The Secretary shall attend meetings of the Board of Directors and record all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to members and to Directors. The Secretary shall be the custodian of the seal of the corporation, and of all books, papers, records, correspondence, contracts, and other documents belonging to the corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so, and to such person or persons as may be named in the resolution, and he shall perform such other duties as may, from time to time, be determined by the Board of Directors.
- 11.4 The **Treasurer**, if not a Director, shall be an ex-officio member of the Board of Directors, without voting privileges. The Treasurer shall attend meetings of the Board of Directors. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in proper books of account and

shall deposit all money or other valuable effects in the name and to the credit of the corporation in such bank or banks as, from time to time, may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation under the direction of the Board of Directors, taking proper vouchers therefore, and shall render to the Board of Directors, at the regular meetings thereof, or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the corporation. The Treasurer shall also perform such other duties as may, from time to time, be determined by the Board of Directors.

- 11.5 The **Past-President** shall perform such duties as from time to time may be assigned by the President or by the Board of Directors.
- 11.6 The duties of all other Officers of the corporation, if any, shall be such as the Board of Directors requires of them.
- 11.7 It is expected that a member of the Board of Directors is willing to accept responsibility for heading up at least one or more committees and/or holding a position of responsibility in running the affairs of the Corporation.

Article 12 Records, Books, Documents

- 12.1 Deeds, transfers, licenses, contracts, and engagements on behalf of the corporation shall be signed by any two (2) of the President, Vice-President, and Secretary, and the Secretary shall affix the seal of the corporation to such instruments as require the same. Contracts in the ordinary course of the corporation's operations may be entered into on behalf of the corporation by any officer of the corporation or by any person authorized by the Board of Directors.
- 12.2 The President, Vice-President, Secretary, Treasurer, or the Directors, or any one of them, or any person or persons from time to time designated by a majority vote of the Board of Directors, may transfer any and all shares, bonds, or other securities, from time to time, standing in the name of the corporation, in its individual or any other capacity, or as a trustee or otherwise, and may accept in the name and on behalf of the corporation, transfers of shares or other securities from time to time transferred to the corporation and may affix the corporate seal to any such transfers or acceptances of transfers and may make, execute, and deliver under the corporate seal, any and all instruments in writing, necessary or proper for such purposes, including the appointment of an attorney or attorneys, to make or accept transfers of shares, bonds, or other securities on the books of any company or corporation.
- 12.3 Notwithstanding any provisions to the contrary contained in these by-laws of the corporation, the Board of Directors may, at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligation of the corporation may or shall be executed.

Article 13 Other Positions of Responsibility

13.1 Membership Chair

The Membership Chair is appointed by the Board of Directors, from within the Board of Directors or from the general membership.

The Membership Chair shall be responsible for keeping records of new and renewing memberships, and ensuring that members receive a membership card as a receipt for payment of annual dues, plus appropriate copies of the newsletters. Money collected will be recorded and forwarded to the Treasurer.

Each year the Membership Chair will compile a list of current memberships as of the deadline for accepting renewals.

The Membership Chair will be responsible for ensuring that new memberships can be purchased at club events or by other means as determined by the Board of Directors.

13.2 **Newsletter Editor**

The Newsletter Editor is appointed by the Board of Directors, from within the Board of Directors or from the general membership. The Editor shall be responsible for the editing and production of the club's newsletter, and any other club publication as required and directed by the Board of Directors.

As a "voice" of Canadian Swedish Iron Inc., this is not a position to be undertaken without a firm commitment to the club and an understanding of the importance of this job. It is the responsibility of the Editor to produce a quality publication, delivered in a timely manner to the general membership, within a determined price range and in sufficient quantities. The Editor should immediately report to the President any problems that arise in achieving these goals.

The club newsletter should at all times reflect the club's objectives, and endeavour to present reports, news and information that is interesting and timely to all members. The Editor should attempt to acknowledge any and all contributions and ensure that any submitted items are returned if so requested. The Editor shall use discretion to edit out any slanderous, biased or unfair statements that may be contained in submissions to the newsletter. If doubt arises as to the appropriateness of a submission or statement, the Editor shall consult the President and together make a decision. The 'Disclaimer of Responsibility' for content and advertising shall appear in each and every issue. A complete and up-to-date listing of the Board of Directors and Officers and their positions shall be included in each issue, along with contact information (phone and/or e-mail address). The club's year end financial report shall be published annually in the newsletter.

13.3 **Webmaster**

The Webmaster is appointed by the Board of Directors. The Webmaster shall create, develop, coordinate and administer the Canadian Swedish Iron Inc. site (www.canadianvolvoclub.org), including links to any associated sites that may be appropriate for the club. It is imperative that the Webmaster work in very close association with the Board of Directors.

The Webmaster will attempt at all times to have the Website reflect a fair and suitable image of Canadian Swedish Iron Inc. As a "voice" of Canadian Swedish Iron Inc., this is not a position to be undertaken without a firm commitment to the club and an understanding of the importance of this job. It is the responsibility of the Webmaster to produce a quality web site, updated in a timely manner for the general membership (minimum quarterly), including upcoming events, photos from club events, and any other information requested by a member of the Board of Directors. The Webmaster should work closely with the Newsletter Editor, using the club's newsletters or communications from the Editor to ensure that important information is included on the club's web site. The Webmaster shall use discretion to edit out any slanderous, biased or unfair statements that may be contained in submissions to the web site. If doubt arises as to the

appropriateness of a submission or statement, the Editor shall consult the President and together make a decision. A 'Disclaimer of Responsibility' for content shall appear on the club's web site. A complete and up-to-date listing of the Board of Directors and Officers and their positions shall be included, along with contact information (club e-mail addresses). The Webmaster should immediately report to the President any problems that arise in achieving these goals.

13.4 **Nominating/Appointments Committee**

The Nominating/Appointments Committee will be comprised of the Past President, plus any two (2) members in good standing. The Past President will serve as the Chairperson, and will be responsible for the election proceedings at the Annual Meeting by:

- ensuring an election notice is published in the newsletter at least 10 days prior to the elections
- bringing a list of nominees to the Annual Meeting (the Chairperson will provide written agreement from those being nominated if they are unable to attend the Annual Meeting to accept in person);
- calling for nominations from the floor;
- providing ballots if needed;
- overseeing the collection and counting ballots, and destroying them after the election is complete.

13.5 **Auditing Committee**

The Auditing Committee will consist of a minimum of two (2) members in good standing, chosen by the membership. Directors and Officers are not eligible to serve as Auditors. They will jointly audit the financial accounts of the Corporation for the current fiscal year and will submit an audited statement of accounts for the fiscal year ended October 31st past. The Auditors will hold office until the Annual Meeting, when they will be replaced or re-appointed by a majority vote. The directors may fill any casual vacancy in the office of the auditor. Any remuneration of the auditor shall be fixed by the board of directors.

13.6 **Other Committees**

The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix by resolution, any remuneration to be paid.

13.7 **Caretakers of Club Assets**

At any one time throughout all levels of the club there are many physical assets belonging to the club being used or stored by members. Any member having possession of such items should endeavour to use due diligence for the safe care and maintenance of said property. Club members will not be held responsible in the event of loss of club materials through fire, theft or damage while such are in their care, custody and control.

Article 14 Fiscal Year End

14.1 The official fiscal year end of the corporation shall be October 31st of each year.

Article 15 Books and Records

15.1 The directors shall see that all necessary books and records of the corporation required by the by-laws of the corporation or by any applicable statute or law are regularly and properly kept.

Article 16 Cheques, Securities, and Notices

- 16.1 All cheques, bills of exchange, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors and any one of such officers or agents may alone endorse notes and drafts for collection on account of the corporation through its bankers, and endorse notes and cheques for deposit with the corporation's bankers for the credit of the corporation.- Any one of such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the corporation and the corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.
- 16.2 The securities of the corporation shall be deposited, for safekeeping, with one or more bankers, trust companies, or other financial institutions, to be approved by the Board of Directors. Any and all securities to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the corporation signed by such officer or officers, agent or agents of the corporation, and in such manner, as shall, from time to time, be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall, in no event, be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
- 16.3 All cash received is to be turned over to the Treasurer, and an invoice is required for payment of each bill. All bills shall be paid by cheque.
- 16.4 The club will charge a fee for any NSF cheque received, to cover the costs to the club.
- 16.5 Except for expenses relating to the club newsletter, all expenses over \$500 must be approved by the Board of Directors. No one may obligate the club for any amount over \$500 without prior approval of the Board of Directors.
- 16.6 Whenever under the provisions of the by-laws of the corporation, notice is required to be given, such notice may be given either personally or by depositing same in a post office or a public letter box, in a prepaid, sealed wrapper, addressed to the director, officer, or member at his address as the same appears on the books of the corporation. A notice or other document so sent by post shall be held to be sent at the time when the same was deposited in the post office or public letter box as aforesaid. For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of the corporation.

Article 17 Archives

- 17.1 Destruction of Records – Minutes of meetings shall be kept indefinitely as an ongoing history of the club. Financial Records – Final year end statements shall be kept indefinitely as an ongoing history of the club. Supporting receipts, cancelled cheques, bank statements etc. may be destroyed after seven (7) years have passed.
- 17.2 One set of newsletters will be kept for the archives.

Article 18 Amendment Procedure

- 19.1 These By-Laws of the Corporation may be repealed or amended by a motion passed by the membership at any general meeting. Such change(s) shall have force and effect only until the next Annual Meeting of the members of the Corporation, when the motion(s) shall be confirmed. By-law amendments must be published in the newsletter at least 10 days prior to the meeting at which the vote is taken. No repeal or amendment shall be enforced or acted upon until it has received the approval of the Minister of Industry.

Article 19 Interpretation

- 20.1 In these by-laws and in any or all other by-laws of the corporation, hereafter passed, unless the context otherwise requires, words importing the singular numbers or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

Passed by the Board of Directors and sealed with the corporate seal

this 13th day of month of June, in the year 2005.

Rick Guy

President

Bev Hughes

Secretary