

**Association for Responsible and Trustworthy AI: Z-
Inspection®**

BYLAWS

Adopted at the Constituent Meeting, 20 February 2026

Article 1 Name, Nature, and Domicile

§ 1.1 Name

Association for Responsible and Trustworthy AI: Z-Inspection® (hereinafter referred to as "the Association").

§ 1.2 Nature

The Association is a non-profit, science promoting, non-partisan, and non-denominational organization.

§ 1.3 Domicile

The Association's registered office shall be in Stockholm, Sweden.

§ 1.4 Association Language

The primary operative language of the Association is English.

§ 1.5 Financial Year

The financial year of the Association shall be the calendar year (January 1 to December 31). The first full financial year ends on December 31, 2026.

Article 2 Mission and Objectives

§ 2.1 Mission

The purpose of the association is to promote and strengthen development, evaluation, research, and education in trustworthy, responsible, and conscious AI use, including the protection of fundamental rights, in the context of AI systems and AI applications. To develop and maintain the Z-Inspection® process, a process for assessing trustworthy AI in practice. To provide education and professional development in trustworthy AI, as well as to perform research developing scientific knowledge in the field.

Article 3 Membership

§ 3.1 Eligibility

Membership is open to any individual or organization that supports the mission and objectives of the Association and agrees to abide by its bylaws. Corporate members are non-voting.

§ 3.2 Application

Application for membership shall be submitted to the Board of Directors. The Board shall decide on granting membership applications.

§ 3.3 Membership Dues

The Annual General Meeting shall determine the amount for the annual membership fee. Membership fees are due within 30 days of the AGM decision or, for new members, within 30 days of acceptance. Board members and Board appointed leads are exempt from paying membership fees during their service.

§ 3.4 Termination of Membership

Membership may be terminated by:

- a) Voluntary resignation, submitted in writing to the Board.
- b) Failure to pay the annual membership fee within 60 days of the due date.
- c) Expulsion by the Board for actions deemed detrimental to the Association, including but not limited to violations of the bylaws, unethical conduct, or behavior harmful to the Association's reputation or mission. The member in question has the right to be heard before a final decision is made.

§ 3.5 Appeal of Expulsion

A member who has been expelled has the right to appeal the decision to the next General Meeting. The appeal must be submitted in writing to the Board within 30 days of the expulsion notice. The General Meeting shall make a final decision on the appeal by simple majority vote.

§ 3.6 Voting Rights

Each individual member in good standing has one (1) vote at General Meetings. Corporate members do not have voting rights but may participate in discussions. Members may not vote by proxy. Voting at General Meetings shall be conducted digitally by a show of hands as determined by the meeting chair.

Article 4 Board of Directors and Governance

§ 4.1 The Board

The Association shall be governed by a Board of Directors consisting of four (4) to five (5) members, elected by the Annual General Meeting. The Board's primary objectives are:

- Manage undertakings and finances to ensure the Association is considered a partner in good standing
- Decide on the association's annual operational plan to fulfill the objectives and budget
- Coordinate the continuous development, refinement, and standardization of the Z-Inspection® process and supporting tools
- Appoint and remove the individuals who lead the work of the Executive Committees.

§ 4.2 Board Composition and Structure

The Board shall be structured as follows:

Chairperson

Presides over Board meetings and GMs, represents the Association, oversees the overall strategy and operations, and holds signatory rights.

Vice-Chairperson

Assists the Chairperson and assumes their duties in their absence, and holds signatory rights.

Treasurer

Manages the Association's finances, prepares the budget, presents financial reports, and holds signatory rights.

Secretary

Prepares Board meetings, takes minutes during board and general meetings, distributes and archives minutes, maintains the membership register, drafts the operational report for the past year, which is presented at the annual general meeting, and holds signatory rights.

Board Member

Contributes to strategic initiatives and supports the work of Executive Committees as determined by the Board, and holds signatory rights.

§ 4.3 Term of Office

Board members are elected for a term of two (2) to three (3) years. Members may be re-elected.

§ 4.4 Election of the Board

All individual members of the Association in good standing have the right to vote for Board members at the Annual General Meeting. Corporate members are non-voting.

§ 4.5 Vacancies

If a Board member resigns mid-term, the Board may appoint a replacement to serve until the next AGM.

§ 4.6 Board Members Responsibilities

Each board member agrees to fulfill their roles and responsibilities to the best of their abilities. Board members' actions will be reviewed at each scheduled board meeting.

A board member may be removed for cause, including, but not limited to, willful neglect of assigned responsibilities and duties, failure to perform required tasks, or prolonged, unexcused absence from meetings, by resolution of the Board at a meeting at which a quorum is present. The member shall be given at least 7 days' written notice of the proposed removal and the reasons for it, and shall have an opportunity to be heard. Removal requires the affirmative vote of the other members then in office. The removal shall be effective on the date the resolution is adopted, or on such a later date as the resolution specifies.

Article 5 Board Operations and Decision-Making

§ 5.1 Meetings

The Board shall meet at least four (4) times per year. Meetings can be held physically or digitally. The Chairperson is responsible for convening meetings.

§ 5.2 Quorum

A quorum is reached when at least three (3) members of the Board are present. Decisions may not be made unless a quorum is present.

§ 5.3 Decision-Making Process

a) Operational Decisions

Decisions are made by a simple majority vote (more than 50%) of the board members present. In the event of a tie, the Chairperson shall have the casting vote.

b) Financial Decisions

Decisions involving investments exceeding 100,000 SEK must be approved by Board vote.

c) Strategic Decisions

Major decisions, such as amendments to the bylaws or the dissolution of the Association, require approval according to the procedures outlined in Articles 7 and 8.

§ 5.4 Minutes

Minutes shall be recorded for all Board meetings, documenting the decisions made and the votes cast. The minutes shall be signed by the Chairperson and one other board member appointed at the meeting.

§ 5.5 Conflict of Interests

Board members regularly review the Association's policies regarding potential Conflicts of Interests. Board members must notify the Board immediately if they have a conflict of interest regarding any matter before the Board. A conflict of interest exists when a Board member has a personal, financial, or professional interest that could influence their judgment on Association matters. When a conflict of interest exists, the affected Board member shall recuse themselves from influencing and voting on that matter. Another Board member shall assume decision-making responsibility for that specific issue.

§ 5.6 Signatory Rights

The Association shall be represented by two Board members acting jointly. The Board may delegate limited signatory rights to non-Board members for specific purposes and time periods, which must be documented in Board minutes. Investments and commitments that entail binding costs exceeding SEK 100,000, require Board approval. Ordinary operating expenses resulting from planned budgeted means (including travel, meeting, and service costs) may be approved operationally.

§ 5.7 Engagement of Services

The Association's activities shall be conducted through:

- a) Volunteer efforts by members and board members
- b) Independent contractor and supplier agreements for specialized services and projects
- c) Collaborative partnerships with other organizations

The Board does not have the authority to enter into employment contracts.

All independent contractor engagements must:

- Be with contractors approved for Swedish F-tax (for Swedish tax residents) or operating through a registered business entity, or with appropriate tax residency documentation (for non-Swedish residents)
- Be structured as project-based or result-oriented assignments with clear deliverables
- Comply with Swedish and EU legal requirements regarding contractor classification, as well as applicable international tax treaties
- Be invoiced monthly or per agreed milestones

The Board shall ensure that all contractor relationships meet the legal criteria for independent contractor status and do not constitute employment relationships.

§ 5.8 Board-Managed Functions

The Board may directly manage functions that support the Association's mission and operations. These may include, but are not limited to:

- a) External Advisory Board Coordination

The Board may establish and coordinate an Advisory Board to provide strategic guidance and external expertise.

- b) Fundraising and Resource Development

The Board oversees the Association's financial sustainability and manages fundraising activities.

Article 6 General Meetings

§ 6.1 Annual General Meeting

The Annual General Meeting (AGM) is the Association's highest decision-making body and must be held within four months of the end of the financial year.

§ 6.2 Powers of the AGM

The AGM shall:

- a) Elect a nomination committee for the following year's board election.
- b) Approve the annual report and financial statements.
- c) Grant discharge of liability to the Board.
- d) Set the annual membership fee.
- e) Address motions from the Board and members.
- f) Decide on amendments to the bylaws (see Article 7).
- g) Appoint an independent auditor to review the Association's accounts and the board's management.

§ 6.3 Extraordinary General Meeting

An Extraordinary General Meeting may be convened by the Board or when requested in writing by at least 20% of the Association's members. Extraordinary General Meetings convened following the AGM rules have the same powers as the AGM, including the authority to approve bylaw amendments.

§ 6.4 Notice of Meetings

Members shall be notified at least four (4) weeks but no more than six (6) weeks before a General Meeting via email to the address registered with the Association. The notice shall include:

- a) Date, time, and instructions for digital access to the meeting.
- b) The proposed agenda.
- c) Any motions to be considered, including proposed bylaw amendments or other major decisions.
- d) Any documents necessary for informed decision-making (e.g., financial statements, annual report).

§ 6.5 Meeting Format

General Meetings shall be held virtually as the primary format.

§ 6.6 Quorum for General Meetings

A General Meeting is quorate when at least 10% of individual members in good standing are present.

§ 6.7 Voting at General Meetings

Decisions at General Meetings are made by simple majority vote (more than 50%) of members present and voting, except where these bylaws specify otherwise. A valid vote must be cast during the meeting. Each individual member in good standing has one vote. Corporate members may participate in discussions but do not have voting rights.

§ 6.8 Submission of Motions

Members wishing to submit motions for consideration at a General Meeting must do so in writing to the Board at least six weeks before the scheduled meeting to allow for inclusion in the meeting notice.

§ 6.9 Expression of Interest for Board Positions

A member who wishes to express interest in a Board position shall submit a written notice to the Board, including a CV, in good time before the general meeting in order to be included.

Article 7 Amendment of Bylaws

§ 7.1 Proposal

Amendments to these bylaws may be proposed by:

- a) The Board of Directors, or
- b) At least 20% of the Association's individual members in good standing through a written motion.

§ 7.2 Approval Process

Amendments to the bylaws must be approved by:

- a) A two-thirds (2/3) majority vote of the Board of Directors, and
- b) A simple majority vote (more than 50%) of members present and voting at either an Annual General Meeting or an Extraordinary General Meeting.

Article 8 Dissolution

§ 8.1 Dissolution

A decision to dissolve the Association must be made by:

- a) A two-thirds (2/3) majority vote of the Board of Directors, and
- b) A two-thirds (2/3) majority vote of members present and voting at a General Meeting.

§ 8.2 Disposal of Assets

In the event of dissolution, any remaining assets of the Association shall be transferred in accordance with Swedish law and as decided by the final General Meeting. Assets shall be directed toward purposes aligned with the Association's mission, such as educational institutions, research organizations, research groups, or other non-profit organizations working in the field of trustworthy AI.