

APPROVED By Decision No. 1 of the
founders of the Association of Legal
Entities 'Association of Artificial
Intelligence Systems Developers and
Owners' dated May 22, 2024

CHARTER
OF THE ASSOCIATION OF LEGAL
ENTITIES
"ASSOCIATION OF ARTIFICIAL
INTELLIGENCE SYSTEMS
DEVELOPERS AND OWNERS
'AIDA'

Bishkek, 2024

1. General Provisions

1.1. The Association of Legal Entities "Association of Developers and Owners of Artificial Intelligence Systems 'AIDA'" (hereinafter referred to as the Association) is a non-profit organization - a voluntary association of legal entities, based on membership and established by agreement between its founders (hereinafter members) in accordance with the legislation of the Kyrgyz Republic. The Association is a professional association uniting entities engaged in entrepreneurial and professional activities and acts as a self-regulatory body in the field of artificial intelligence, designed to solve relevant tasks in accordance with the legislation in the digital sphere.

1.2. The Association carries out its activities in accordance with the Civil Code of the Kyrgyz Republic, the Law of the Kyrgyz Republic "On Non-Profit Organizations", the founding documents, as well as the legislation of the Kyrgyz Republic and norms of international law.

1.3. The Association is established for an indefinite period on the initiative of legal entities - members of the Association, based on voluntary property contributions in accordance with the Founding Agreement.

1.4. The Association acquires the rights of a legal entity from the moment of its state registration with the justice authorities of the Kyrgyz Republic. The Association has separate property and is liable for its obligations with this property, acquires and exercises property and personal non-property rights and fulfills obligations, and can be a plaintiff and defendant in court.

1.5. The Association has an independent balance sheet, settlement accounts in soms and other currencies in banks of the Kyrgyz Republic and abroad, a corner stamp, a round seal with its name, an emblem, letterheads, and other corporate details.

1.6. To achieve its objectives, the Association independently plans its actions and cooperates with state bodies, non-profit and commercial enterprises, international organizations, and private individuals..

1.7. To carry out economic activities necessary for achieving socially beneficial goals, the Association may establish enterprises with the rights of legal entities, as well as branches and representative offices, both within the territory of the Kyrgyz Republic and abroad.

1.8. The Association is free to choose the subject matter of contracts with counterparties, the obligations of the parties, and other terms of relationships that do not contradict the current legislation of the Kyrgyz Republic.

1.9. Full Name:

in the state language: «АИДА» Жасалма интеллект тутумдарынын ээлик кылуучуларынын жана иштеп чыгуучуларынын ассоциациясы» Юридикалык жактардын бирикмеси;

in the official language: Объединение юридических лиц «Ассоциация разработчиков и владельцев систем искусственного интеллекта «АИДА»;

in English: Association of legal entities «Association of Artificial Intelligence System Proprietors and Developers «AIDA».

1.11. Abbreviated Name:

in the state language: «АИДА» ЖИТЭКИЧА» ЮЖБ;

in the official language: ОЮЛ «АРВСИИ «АИДА»;

in English: ALE «AAISPD «AIDA».

1.12. **Legal Address** (location) of the Association: Kyrgyz Republic, Bishkek city, Sverdlovsky district, 103 Ibraimova St., "Victory" Business Center, 5th floor.

1.13. Matters not regulated by these Articles of Association shall be governed in accordance with the legislation of the Kyrgyz Republic.

1.14. In case of any contradiction between the contents of these Articles of Association and the norms of the legislation of the Kyrgyz Republic, the norms of the legislation shall apply.

2. Subject and Objectives of the Association's Activities

2.1. The main purpose of the Association is to unite efforts aimed at promoting the development of artificial intelligence technologies, supporting and developing the community of developers and researchers in the field of artificial intelligence.

2.2. To carry out its activities, the Association:

- acts as a self-regulatory body in the field of artificial intelligence (hereinafter - AI);
- develops and establishes membership requirements for business entities and professional activities in the field of artificial intelligence in the Association, including requirements for joining the Association;
- conducts periodic inspections for violations of mandatory provisions of the Association's documents by its participants;
- applies disciplinary measures provided for in the internal documents of the Association in relation to its members;
- adopts documents that are mandatory for execution by members of the Association;
- has the right to form appropriate bodies to resolve disputes arising between members of the Association, as well as between them and consumers/users of artificial intelligence systems;
- organizes cooperation with international organizations;
- represents the interests of Association members in state bodies and institutions, as well as in international organizations;
- attracts financial resources, material and intellectual resources to achieve the goals of the Association;
- ensures information transparency about its activities and the activities of its members, publishes necessary information on its website in accordance with the procedure established by the internal documents of the Association;
- establishes its own print media, publishes catalogs, brochures, audio, video and film products related to the goals and objectives of the Association;
- joins other public associations, including international ones;
- for the implementation of statutory goals and objectives, carries out production and economic activities, creates enterprises and organizations with the rights of a legal entity.

2.3. Types of activities of the Association:

- Participation in the development of safety standards for AI systems;
- Development of standards and rules for professional activities, including ethical norms and rules of conduct (code of professional ethics), mandatory for all members of the Association;
- Development of recommendations for the integration of AI into various sectors of the economy and social sphere;
- Development and publication of methodologies and requirements, mandatory for all members of the Association in accordance with legislation in the digital sphere: assessment of AI systems' risks, risk management, design and development of AI systems ensuring compliance with established requirements, digital data management, requirements for AI quality management system;
- Publication on the Association's website of information about membership in the Association, adopted declarations of conformity, violations of mandatory provisions of the Association's documents, as well as the rectification of such violations;
- Conducting research in the field of artificial intelligence development and implementation, including interdisciplinary research;

- Preparation and conducting of educational trainings, seminars, including the development and provision of educational courses and materials on AI;
- Protection of intellectual property in the field of AI, support for patenting, etc.;
- Organization of conferences, seminars, and other events dedicated to AI development;
- Cooperation and interaction with government bodies in the development of legislation regulating AI;
- Monitoring and analysis of the AI technology market, providing informational support to Association members;
- Support for startups and innovative projects in the field of AI, including financing and consulting assistance;
- Interaction with international organizations on issues of AI development and regulation, representation of interests at the international level;
- Carrying out other activities that do not contradict the current legislation of the Kyrgyz Republic and this Charter.

3. Property and Assets of the Association

3.1. The Association may own buildings, structures, land plots, transport, equipment, inventory, cultural and educational property, monetary funds, and other property necessary for the material support of the Association's activities as provided for in this Charter.

3.2. The Association may also own publishing houses and other enterprises created at the expense of the Association's funds in accordance with the goals and objectives specified in this Charter.

3.3. The Association's property is formed from:

- membership fees;
- voluntary contributions and donations;
- proceeds from lectures, conferences, seminars, symposiums, exhibitions, sports and recreational, medical, and other events that do not contradict the goals of the Association and this Charter;
- other sources not prohibited by law.

3.4. The Association does not pursue profit-making goals and does not redistribute profits from its activities among the members of the Association. All funds received are fully directed towards the implementation of the Association's statutory goals and objectives.

3.5. The state, its bodies, and organizations are not liable for the obligations of the Association, and likewise, the Association is not liable for the obligations of the state, its bodies, and organizations.

4. Membership in the Association

4.1. Membership in the Association is voluntary.

4.2. Members of the Association retain their independence and rights as legal entities.

4.3. Admission to the Association is based on a written application and requires a unanimous decision of the General Meeting of Association members.

4.4. Members of the Association may be legal entities and individual entrepreneurs engaged in the development, implementation, application, study, and advancement of artificial intelligence technologies, provided that such legal entities and individual entrepreneurs meet the requirements established by the Association for its members.

4.5. The founders of the Association automatically become members of the Association upon its state registration in accordance with the procedure established by law, which is recorded in the Association's membership registration book.

4.6. The Association maintains a registration book (register) of Association members. The form and procedure for maintaining the register of Association members are established by the General Meeting of Association members.

4.7. Membership in the Association can be full (with the right to a decisive vote) or associate (with the right to an advisory vote). The status of an Association member is recorded in the registration book of its members.

4.8. The status of a full or associate member of the Association is determined by the member submitting a corresponding application to the Board of the Association. The transfer of an Association member from one status to another is also determined based on a written application submitted by the member to the Board of the Association.

4.9. Full members of the Association have the right to participate in managing the Association's activities by participating in the work of management and control bodies, voting at the General Meeting of Association members with the right to a decisive vote.

4.10. Associate members of the Association cannot be elected to the Board of the Association or the audit commission, and when voting at the General Meeting of Association members, they have the right to an advisory vote (not counted when tallying votes at the General Meeting of Association members).

4.11. The decision to admit a new member to the Association is made by the General Meeting of Association members upon the recommendation of the Board of the Association and subject to payment of the admission fee.

4.12. The amount of admission and monthly membership fees for Association members, as well as the payment deadlines, are established no more than once a year by the General Meeting of Association members upon the recommendation of the Board of the Association. The decision to change the amounts of admission and monthly membership fees is made at the annual General Meeting of Association members.

4.13. The assignment or any other form of transfer of membership in the Association, as well as the rights and obligations arising from this membership to third parties, is not permitted under any circumstances.

4.14. Termination of membership in the Association occurs by decision of the General Meeting of Association members in the following cases:

4.14.1. at the initiative of the Association member based on their application;

4.14.2. exclusion of an Association member in cases where the actions of the Association member contradict these Articles of Association, violate the obligations of the Association member specified in these Articles, or damage the public reputation of the Association;

4.14.3. systematic non-payment of membership fees;

4.14.4. liquidation of a legal entity or death of an individual entrepreneur who is a member of the Association.

4.15. A Member of the Association has the right to:

4.15.1. use the services of the Association free of charge in accordance with the Charter of Association;

4.15.2. nominate candidates for the governing and supervisory bodies of the Association;

4.15.3. elect and be elected through their official representatives to the governing and supervisory bodies of the Association in the manner and under the conditions established by the Charter of Association;

- 4.15.4. participate through their authorized representatives in the work of the Association's management and control bodies, including voting with a decisive vote at the General Meeting of Association members on all matters within the competence of this meeting;
 - 4.15.5. add items to the agenda of the General Meeting in the manner and under the conditions provided for in the Charter of Association;
 - 4.15.6. replace their representatives participating on their behalf in the work of the Association's management and control bodies;
 - 4.15.7. participate in determining the main directions of the Association's activities;
 - 4.15.8. submit proposals to the Association's management bodies aimed at protecting the interests of the Association and its members, as well as improving the activities of the Association and its bodies;
 - 4.15.9. offer assistance in solving emerging problems of the Association;
 - 4.15.10. use intellectual, material and technical, and consulting services provided by the Association to its members and third parties;
 - 4.15.11. have access to the Association's documents
 - 4.15.12. request the convening of an extraordinary General Meeting of the Association's members in the manner and under the conditions provided for by the legislation of the Kyrgyz Republic, this Charter, and other local acts of the Association;
 - 4.15.13. receive financial support for solving specific tasks from the Association's funds, if the Association, through its authorized bodies, decides to create such funds;
 - 4.15.14. have the support and assistance of the Association when considering issues with state authorities and administration, as well as in relations with third parties;
 - 4.15.15. simultaneously be a member of other organizations when the activities of the latter do not harm the interests of the Association and its members, based on the objectives of the Association's activities provided for in the Charter;
 - 4.15.16. appeal against the actions of the Association, including decisions of its bodies, in relation to them in the manner prescribed by law;
 - 4.15.17. exit from the Association in the manner and under the conditions provided for by this Charter;
 - 4.15.18. have other rights provided for by the legislation of the Kyrgyz Republic, this Charter, as well as decisions of the General Meeting adopted in accordance with its competence.
- 4.16. An Associate member of the Association has the right to:
- 4.16.1. use the services of the Association in accordance with this Charter;
 - 4.16.2. participate in General Meetings of the Association's members with an advisory vote;
 - 4.16.3. withdraw from the Association in the manner and under the conditions provided for by this Charter.
- 4.17. Members of the Association, regardless of their status, are obliged to:
- 4.15.1. comply with the requirements of the Charter and/or other local acts of the Association approved by its management bodies in accordance with their competence, the principles of the Association's activities, as well as decisions of the Association's management bodies adopted in accordance with their competence;
 - 4.15.2. participate in the realization of the Association's objectives, as well as the tasks facing it, as provided for in this Charter;
 - 4.15.3. contribute to improving the efficiency and quality of the Association's work and its reputation;
 - 4.15.4. provide the Association with information necessary for resolving issues related to its activities, if such information is not confidential for this member;
 - 4.15.5. promptly inform the Association's management and other members about projects, actions, and events undertaken on behalf of the Association;
 - 4.15.6. timely and properly fulfill obligations to the Association regarding the payment of fees, financing of joint projects and activities carried out by mutual consent;

4.15.7. comply with other requirements of the legislation of the Kyrgyz Republic regulating the rights and obligations of members of non-profit organizations of this kind, including maintaining confidentiality on matters related to the Association's activities.

4.18. Suspension of membership in the Association is prohibited.

5. Management and Control Bodies of the Association

5.1. The management bodies of the Association are:

- General Meeting of Association Members (hereinafter - General Meeting);
- Board of the Association;
- Executive Director.

5.2. The body responsible for controlling the financial and economic activities of the Association is the Audit Commission. In addition to the Audit Commission, an external auditor may also conduct an audit of the Association's activities by decision of the General Meeting of Association Members.

5.3. In case of voluntary liquidation of the Association by decision of the General Meeting of Association Members, a liquidation commission is elected in accordance with the procedure provided for in these Articles of Association.

In the event of forced liquidation of the Association, including due to its insolvency, the liquidation commission is appointed in accordance with the procedure determined by the legislation of the Kyrgyz Republic.

6. General Meeting of Association Members

6.1. The exclusive competence of the General Meeting of Association Members includes the resolution of the following matters:

- 6.1.1. determining the priority areas of the Association's activities;
- 6.1.2. approving the Association's Charter, as well as making amendments and additions to it;
- 6.1.3. deciding on the reorganization of the Association;
- 6.1.4. deciding on the liquidation of the Association, appointment of a liquidation commission, and approval of liquidation balance sheets (interim and final);
- 6.1.5. electing the Executive Director upon recommendation of the Association's Board and early termination of their powers;
- 6.1.6. electing the Audit Commission and early termination of its powers;
- 6.1.7. approving documents mandatory for execution by Association members;
- 6.1.8. approving the procedure for conducting the General Meeting of Association members in an online format;
- 6.1.9. approving annual reports, balance sheets, profit and loss accounts;
- 6.1.10. approving the Association's annual work plan;
- 6.1.11. approving the Association's annual budget;
- 6.1.12. approving reports of the Association's management and control bodies;
- 6.1.13. deciding on the admission of new Association members;
- 6.1.14. deciding on the exclusion of an Association member from the Association, except in cases of voluntary withdrawal from the Association;
- 6.1.15. determining the amounts of fees (admission, membership), the procedure for their payment by Association members;
- 6.1.16. deciding on the establishment of branches and opening of representative offices of the Association, as well as their liquidation;
- 6.1.17. determining the procedure for using the Association's property;
- 6.1.18. making decisions on the Association's participation in the activities of other non-profit organizations, determining the form of such participation, including decisions on the creation of subsidiary non-profit legal entities;

- 6.1.19. making decisions on conducting an audit of the Association's activities by an external auditor, establishing the terms of their engagement;
- 6.1.20. adopting the internal regulations of the Association, amendments and additions thereto;
- 6.1.21. approving the procedure for using profits and/or covering losses of the Association;
- 6.1.22. making decisions regarding the conclusion of transactions involving conflicts of interest;
- 6.1.23. making decisions on the Association's entry into business entities as a participant or the creation of business entities by the Association;
- 6.1.24. making decisions on the distribution of remaining assets after the liquidation of the Association;
- 6.1.25. giving consent to the Association's conclusion of a transaction, the amount of which exceeds 1,000,000 (one million) soms or the equivalent of this amount in US dollars or other currency at the exchange rate established by the National Bank of the Kyrgyz Republic on the date of the transaction. At the same time, splitting the value of a transaction, contract, agreement, or arrangement to avoid approval is not permitted.

Issues that are not within the exclusive competence of the General Meeting of Association members, not explicitly specified in the Charter, may be referred by it for consideration to the Board or the Executive Director of the Association.

6.2. The General Meeting of Association members has a quorum if at least two-thirds of the total number of Association members are present. The voting procedure is determined by the General Meeting of Association members. Decisions at the General Meeting are made by a simple majority of the members present at the meeting through their representatives.

6.3. The General Meeting of Association members is held in person and in absentia, that is, in an online format (by organizing a video conference). The procedure for holding the General Meeting of Association members in an online format is determined by a local act and approved by the decision of the General Meeting.

6.4. Decisions made by the General Meeting of Association members are binding on all management bodies of the Association, as well as on the members of the Association, both those who participated and those who did not participate in the meeting, unless otherwise provided by the provisions of this Charter.

6.5. Expenses related to the preparation and conduct of the General Meeting shall be covered by the Association's funds in accordance with the budget approved by the Association's Board.

6.6. The Executive Director shall provide a report on the expenditure of funds for convening, preparing, and conducting the General Meeting to the General Meeting of Association members within five working days after the meeting. This report shall be open for inspection by Association members.

6.7. Association members shall be notified of the General Meeting of Association members at least 10 calendar days prior to the date of such General Meeting by electronic mailing with acknowledgment of receipt of the notice of the General Meeting of Association members, or delivered to Association members by hand.

6.8. The right to participate in the General Meeting shall be exercised by an Association member through their representative. An Association member may at any time replace their authorized representative by terminating the power of attorney of the previous representative in accordance with the procedure established by law.

6.9. The minutes of the General Meeting of Association members shall be drawn up no later than 3 working days after the conclusion of such General Meeting and sent to Association members.

6.10. The minutes of the General Meeting of the Association members shall indicate:

- - the venue and date of the General Meeting;
- - the Chairperson of the meeting and the secretariat;
- - the presence of a quorum;
- - the agenda of the General Meeting;
- - a brief summary of the speeches;

- - the voting results and the decisions adopted.
- 6.11. The minutes of the General Meeting of the Association members shall be mandatorily signed by the elected Chairman of the General Meeting of the Association members and its secretary.

7. Board of the Association

7.1. The Board of the Association is a permanent collegial governing body of the Association, elected for a term of 5 (five) years, consisting of no less than three and no more than six members.

7.2. The Board is formed from among the full members of the Association, as well as independent members. Independent members are considered to be individuals who are not bound by employment relationships with the Association and its members. Independent members must constitute at least one-third of the Association's Board members. Each Board member has one vote when voting.

7.3. The Board's competence includes the following matters:

7.3.1. creation of supervisory and advisory bodies (Supervisory, Expert Council) of the Association, approval of regulations on them and rules for their activities;

7.3.2. presentation to the General Meeting of Association members of a candidate or candidates for appointment to the position of Executive Director of the Association;

7.3.3. election of Deputy Chairmen of the Board from among the members of the Association's Board;

7.3.4. approval of standards and internal documents of the Association, the approval of which is not within the exclusive competence of the General Meeting of Association members;

7.3.5. approval of the budget for expenses related to the preparation and conduct of the General Meeting of Association members;

7.3.6. appointment of an audit of the Association's accounting and financial (accounting) reporting, making decisions on conducting audits of the activities of the Association's Executive Director.

7.4. The Board is headed by the Chairman of the Association's Board. The Chairman of the Board directs the work of the Board, presides over the General Meeting of Association members, controls the implementation of decisions of the General Meeting and the Board, represents the Association in government bodies, and performs other functions assigned to him by the Regulations on the Association's Board.

7.5. The powers of any Board member may be terminated early by decision of the General Meeting. The powers of a Board member also terminate in case of loss of authority as a representative of a legal entity - Board member (termination of power of attorney or employment relations allowing to act on behalf of the Association member without a power of attorney) after 60 days from the occurrence of circumstances leading to the termination of the respective powers.

7.6. Regular meetings of the Board are held quarterly. Extraordinary meetings of the Board are held at the initiative of Board members collectively constituting at least one-third of the total number of Board members, as well as at the initiative of the Executive Director of the Association.

7.7. Board meetings are considered valid if more than half of the Board members are present.

7.8. Decisions on all matters within the Board's competence are made by a simple majority vote of the total number of Association Board members present at the meeting.

7.9. The agenda for Board meetings is formed by the Chairman of the Board, taking into account the opinions of Board members. The Executive Director of the Association also has the right to submit proposals for the Board's agenda.

7.10. The procedure for the Board's activities and decision-making on matters not regulated by this Charter is determined by the Regulations on the Association's Board, approved by the decision of the Association's Board.

8. Executive Director of the Association

8.1. The Executive Director:

8.1.1. develops programs for the Association's activities and submits them for approval to the Board of the Association;

8.1.2. carries out operational management of the Association's activities;

8.1.3. represents the interests of the Association without a power of attorney;

8.1.4. has the right of first signature on the Association's financial documents;

8.1.5. approves the staffing schedule, concludes employment contracts with the Association's employees, applies incentives to the Association's employees and imposes disciplinary measures;

8.1.6. submits the Association's administrative and economic expenses budget for approval to the Board of the Association;

8.1.7. issues powers of attorney on behalf of the Association;

8.1.8. issues orders, directives, and gives instructions that are mandatory for all employees of the Association;

8.1.9. ensures the implementation of decisions of the General Meeting and the Board of the Association and is responsible for the Association's activities to the General Meeting of the Association members and the Board of the Association;

8.1.10. performs other functions necessary to achieve the Association's goals and ensure its normal operation, in accordance with the legislation of the Kyrgyz Republic, this Charter, and other local regulatory acts.

8.2. The Executive Director is elected for a term of 3 (three) years. The term of office of the Executive Director is calculated from the moment of their election until the election of the Executive Director by the next decision of the General Meeting of the Association members.

8.3. The same person may be elected to the position of Executive Director an unlimited number of times.

8.4. Early termination of the Executive Director's powers is carried out in accordance with the requirements of the labor legislation of the Kyrgyz Republic.

9. Audit Commission of the Association

9.1. Control over the financial and economic activities of the Association is carried out by the Audit Commission.

9.2. The Audit Commission (including the Chairman of the Audit Commission) is elected from among the members of the Association, consisting of at least three members, by the General Meeting of Association members for a term of 3 (three) years in the manner prescribed by these Articles of Association.

9.3. The term of office of the Audit Commission is calculated from the moment of its election by the General Meeting of Association members until the election (re-election) of the Audit Commission by the next General Meeting of Association members.

9.4. Activities in the Audit Commission on behalf of the full members of the Association elected to it are carried out by duly authorized representatives of the latter (one representative from each member). A full member of the Association elected to the Audit Commission has the right to replace their representative at any time.

9.5. The powers of individual members or the entire composition of the Audit Commission may be terminated early by decision of an extraordinary General Meeting of Association members.

9.6. Members of the Audit Commission cannot simultaneously be members of the Association's Board.

9.7. An audit (revision) of the financial and economic activities of the Association is carried out by the Audit Commission based on the results of the Association's activities for the year, as well as at any time by decision of the General Meeting of Association members.

9.8. At the request of the Audit Commission, officials of the Association are obliged to provide documents on the financial and economic activities of the Association.

10. Reorganization and Liquidation of the Association

10.1. The Association terminates its activities (reorganizes and liquidates) in accordance with the legislation of the Kyrgyz Republic.

10.2. The Association's activities are terminated by decision of the General Meeting of Association members, judicial bodies, as well as on other grounds provided for by the legislation of the Kyrgyz Republic.

10.3. The date of registration of the termination of the Association's activities is recognized as the date of issuance of the corresponding order by the registering authority.

10.4. Reorganization can be carried out voluntarily or compulsorily, in accordance with the requirements of the legislation of the Kyrgyz Republic.

11. Final Provisions

11.1. If any provision of these Articles of Association becomes invalid, this shall not affect the remaining provisions. The invalid provision shall be replaced by provisions that are legally permissible or similar in meaning.

11.2. Matters not regulated by these Articles of Association shall be governed in accordance with the legislation of the Kyrgyz Republic.

11.3. Documents arising in the course of the Association's activities shall be stored and used in accordance with the Law of the Kyrgyz Republic 'On the National Archival Fund of the Kyrgyz Republic'.