



December 2018

buildingSMART International Limited (bSI)

Bye-Laws

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These Bye-Laws have been adopted pursuant to Article 56 of bSI's Articles of Association by the Board of Directors at a Board Meeting on the 5th December 2018

1 INTERPRETATION

1.1 In these Bye-Laws, unless there is something inconsistent in the subject or context, the following words or expressions shall have the meanings set out respectively below them:

“AGM of the International Council” means the annual general meeting of the Company attended by the Chapter Representatives.

“Articles” means the Articles of Association of bSI dated 21 June 2017 as amended from time to time.

“BIM” means Building Information Modelling.

“Board” means the Board of Directors for the time being of bSI (and **“Director”** has a corresponding meaning).

“bSI” means buildingSMART International Limited.

“BuildingSMART Process” means the process further described in Bye-Law 2.6.

“Bye-Laws” means these Bye-Laws of bSI adopted pursuant to Article 56 of the Articles.

“Chairman” means the person appointed as chair of the Board from time to time in accordance with the Articles.

“Chapter” means a Full Chapter of bSI and as such a Member of bSI as defined in the Companies Act 2006.

“Chapter Representative” means an individual nominated to represent a Chapter in accordance with the Articles.

“Charter” means in relation to the Standards Committee Executive, Rooms and Groups a document which sets out the purpose, focus and term of reference of that group or project, processes and methods of operating.

“Chief Executive” means the person appointed from time to time to act as the chief executive officer of bSI.

“Company” means the company known as bSI or buildingSMART International Limited

“Developing Chapters” means non-voting members (with the exception of one vote on the Standards Committee) who are prospective Chapters, joining as Developing Chapters and are expected to remain as Developing Chapters for a minimum of three years before they are eligible to apply to become a Full Chapter.

“Full Chapters” means the voting members of the International Council who are the company law Members under the Articles.

“International Council” means the body of Full Chapters of bSI.

bSI

“International Council Meeting” means a general meeting of bSI, including the AGM of the International Council attended by the Chapter Representatives.

“International Council Nominations Committee” means a committee of the International Council whose membership is determined in accordance with the International Council Nominations Committee terms of reference made in accordance with the Articles.

“Management Executive” means the executive team of the Company appointed by the Chief Executive

“Member” has the meaning given in section 112 of the Companies Act 2006 and having the right to attend and vote at International Council Meetings of bSI.

“Multinational Member” means one of the categories of Organisational Membership as set out in Bye-Law 6.9.2

“Organisational Membership” means the membership option available to commercial and non-commercial entities, including governmental bodies and institutes, worldwide who are involved in bSI’s initiatives. Organisational members are either Strategic, Standard or Multinational members. **“Organisational Member”** shall have corresponding meaning.

“Programs” or “Core Programs” means the three primary activity streams of bSI; namely the User Program, the Solutions and Standards Program and the Compliance Program as further elaborated on the company’s website.

“Solutions and Standards Program” means the program of activities organised by bSI for the purpose of developing open solutions and standards to support digital ways of working and BIM in the built asset industry.

“Standards Committee” means a committee of the Board set up in exercise of the Board’s powers contained in the Articles to oversee the Solutions and Standards Program and related processes.

“Standards Committee Executive” means a sub-committee of the Standards Committee, appointed by the Standards Committee to have executive oversight of the Solutions and Standards Program.

“Standards Committee Technical Executive” means a sub-committee of the Standards Committee, appointed by the Standards Committee to have technical oversight of the Standards and Compliance Programs.

“Standard Member” means one of the categories of Organisational Membership as set out in Bye-Law 6.9.3

“Strategic Member” means one of the categories of Organisational Membership as set out in Bye-Law 6.9.1

2 GENERAL

- 2.1 bSI shall conduct all its activities in an open, neutral manner and welcome and be open to membership and representation internationally from all countries world-wide. It shall operate as a not-for-profit industry standards organisation.
- 2.2 bSI is a Company Limited by Guarantee registered at Companies House and subject to English company laws. It is a membership organisation and is governed in accordance with its Articles and ultimately owned and controlled by its Chapters who have the right to participate in the governance of the Company.
- 2.3 The Board shall set out and maintain a Vision and Mission for bSI which shall be published on its website.
- 2.4 The Board shall periodically review and set a business strategy for bSI whose objectives shall be to further the Company's objects and secure the Company's financial viability.
- 2.5 The Board shall ensure that bSI has in place a Technical or Product Strategy which takes account of the broad spectrum of data interoperability requirements from third party organisations and sets out a clear policy framework for the development of bSI originated standards in cooperation with other standards bodies.
- 2.6 bSI shall set out and maintain a business process to be called the [buildingSMART Process](#) which will detail the processes by which its solutions, standards and compliance activities shall be developed and governed.
- 2.7 The primary business language for activities and communications shall be English.
- 2.8 In the event of any conflict between these Bye-Laws and the Articles of bSI the Articles shall have precedence. These Bye-Laws shall supersede any pre-existing Bye-Laws or regulations between the Chapters and / or the Organisational Members and bSI.

3 DIRECTORS

3.1 The Role of Directors

- 3.1.1 The Board has all those normal fiduciary duties normally attributed to a Board as set out in the Articles and in UK company law.
- 3.1.2 The Board is expected to meet between 6 and 10 times each year. Two of these meetings will normally be in-person and arranged to coincide with the International Council Meeting and/ or one of our Standards Summits. The other meetings are web-conferences usually at 14.00 UTC (to allow parties from all around the world to participate) for two hours.
- 3.1.3 The Board is expected to attend the International Council Meeting each year and account for the performance of the Company in the year. This is normally done by the Chief Executive and his representatives.

- 3.1.4 Board Members may be asked to participate in a committee of the Board as and when required in accordance with Article 11.
- 3.1.5 The Board also meets twice a year with our Strategic Advisory Committee which comprises senior representatives from our Strategic Members. These meetings are held at the same time as the in-person Board meetings.

3.2 **Responsibilities of Directors**

- 3.2.1 To become familiar with bSI strategy, our Programs and Chapters.
- 3.2.2 To become familiar with BIM and digitisations initiatives in the Director's home territory.
- 3.2.3 To become a proactive and positive advocate of open digital ways of working, open standards and bSI's role and status in driving forward its activities.
- 3.2.4 To act as a rigorous critical friend to challenge the status quo and help support the growth of bSI and ensure it secures a strong future.
- 3.2.5 To actively recruit new Chapters, Organisational Members and other participants into the bSI community.
- 3.2.6 Experience, skills and competencies expected of Director are:
 - (a) C-suite business leadership experience
 - (b) AECO and/ or related Supply Chain sector experience
 - (c) Business transformation and leadership
 - (d) Business Process and digital working information systems experience

3.3 **Disciplinary Proceedings**

bSI has a right to review the performance and leadership of any Director from time to time and may, in respect of a Director in breach of their responsibilities or the spirit and goals of bSI take action in accordance with the Articles and company law.

4 **EXECUTIVE**

4.1 **Delegated Authority for the Chief Executive to run the business**

- 4.1.1 The Chief Executive has delegated power to:
 - (a) run the day to day business of bSI and lead the broad bSI community and specifically the Management Executive body in a manner consistent with the strategies, policies and ambition of the Board.
 - (b) seek to ensure that bSI operations uphold the open, neutral and international values at all times.

- (c) ensure that the financial management of bSI is in good order and that any material financial issues are raised with the Board in a timely manner.
- (d) agree with the Board an annual budget and major variations thereto.
- (e) seek to ensure public relations activities are in place to protect and promote the reputation and public standing of bSI.

4.2 **Issues Requiring Board or Chairman's Approval**

4.2.1 Where issues are material, the Board and/or Chairman should be consulted. For example (but not exclusively):

- (a) Setting up new banking arrangements, appointing financial & legal advisors etc.
- (b) Appointing new members of the Management Executive.
- (c) Signing of MOUs and contracts to be entered into by bSI.
- (d) Matters relating to bSI relationship with Chapter and joint Membership Incentive Scheme.
- (e) Acceptance of new Chapter applications.
- (f) Acceptance of a new Strategic Member

4.3 **The Management Executive role**

4.3.1 The members of the Management Executive shall be responsible for the day to day operations of bSI and for the implementation of strategy and policy approved by the Board. The Management Executive team are led by the Chief Executive.

4.3.2 The Management Executive shall comprise full time and volunteer members. The precise composition may vary from time to time as deemed appropriate by the Chief Executive. Certain volunteer positions shall be drawn from those leading activities within the core programs while Chapters may be asked (from time to time) to nominate candidates for other positions.

4.3.3 The specific arrangements for the Management Executive shall be determined by the Board.

5 **CHAPTERS**

5.1 **General**

5.1.1 Chapters are territorial membership organisations principally concerned with the localised implementation of open digital ways of working for the built asset industry and smarter information sharing within a single country.

- 5.1.2 The role of the Chapter is to take a lead in influencing the industry and/or governmental strategy for the use of open digital ways of working for the built asset industry within their territory for the benefit of the built asset sector as a whole. They are expected to have or to cultivate user engagement across the built asset sector value chain and to provide services that respond to the current needs of users.
- 5.1.3 Individuals and corporate entities whose primary interest is in the use and application of open digital ways of working today primarily in a particular territory are encouraged to join bSI through a Chapter in the territory in which they are based.
- 5.1.4 The members of Chapters are represented in bSI's Programs collectively through Chapter voting rights and nominated Chapter Representatives.
- 5.1.5 Chapters may attend meetings of Solutions and Standards Program Rooms and take a full part in the proceedings. However, organisations wishing to be represented in their own capacity in Standards or Compliance Working Groups and Projects activities are required to have Organisational Membership of bSI.
- 5.1.6 The success of bSI depends on bringing together volunteer and semi-volunteer professional contributors together with the resources provided by members or sponsors to syndicate the work. Chapters are expected to organise a minimum number of relevant participants to play an active role in international Programs and activities.
- 5.1.7 New Chapters normally join as Developing Chapters and are expected to remain as Developing Chapters for a minimum of three years before they are eligible to apply for Full Chapter status.
- 5.1.8 Decisions regarding the admittance of Developing Chapters to the Company and the granting of Full Chapter status are to be determined by the Board.

5.2 Full Chapters

- 5.2.1 Full Chapters are voting Members of the International Council. They have statutory rights under the Companies Act 2006 as the Members of bSI.
- 5.2.2 Full Chapters are also entitled to two representatives/votes within the Standards Committee: one of these votes should be cast to represent the technical views within the Chapter and the other to represent user views within the Chapter.
- 5.2.3 Full Chapters may propose and vote on candidates for the Board.

5.3 Developing Chapters

- 5.3.1 Developing Chapters are not Members of the Company. They are permitted to send observers to the International Council Meeting, but are not permitted to vote at the International Council Meeting. They are permitted one vote on the Standards Committee.

5.3.2 All Developing Chapters are expected to aspire to become Full Chapters. In order to assist new Developing Chapters in the early stages of formation Developing Chapter status enables the Developing Chapter to participate in bSI’s work and the development of the standards without the obligations and responsibilities of Full Chapter status. Developing Chapter status is normally only available for a maximum of three years after which the Developing Chapter is expected to have transitioned into Full Chapter status.

5.3.3 The Board shall admit Developing Chapters as Full Chapters at its sole discretion when satisfied that the Developing Chapter has met the relevant criteria to be a Full Chapter and has prepared a written submission to the Board.

5.4 Chapter fees

The annual membership fee for Full Chapter Membership is decided by the International Council and, for the time being, is €20,000.00 and for Developing Chapter Membership €10,000.00.

Chapter Status	Chapter Rights			Annual Rates
	International Council	Standards Committee	Rooms	
	Votes	Votes	Steering Committee	€ 000
Full	1	2		20
Developing		1		10

5.5 Chapter expectations

5.5.1 Chapters are expected to:

- (a) identify standards or compliance requirements and to participate actively in bSI’s international Programs to deliver them;
- (b) establish an open, neutral and not-for-profit organisation as the bSI Chapter in their country;
- (c) align itself with the Vision and Mission of bSI;
- (d) be bound by the Articles, including status as a limited liability guarantor of bSI;
- (e) acknowledge bSI’s leadership role within the bSI community;
- (f) adopt and follow the policies and decisions of the International Council and the Board;
- (g) work co-operatively with bSI and Chapters in other territories to further the Vision and Mission;
- (h) pay the appropriate bSI annual membership fee;

- (i) acknowledge bSI's right to review the performance and leadership of the Chapter from time to time and ultimately to expel the Chapter if it is in serious breach of either local fiduciary responsibilities or the spirit and goals of bSI or of its specific responsibilities pursuant to membership in accordance with the Articles, and
- (j) make best efforts to identify persons to assume the positions listed in the 'Participation Requirements' table published and as updated by the Board.

5.6 Chapter Representatives

5.6.1 Chapter Representatives must be formally appointed by their host Chapter. In carrying out their engagement with and within bSI they must act on the basis of the interests and views of the members of their Chapter and not those solely of their employer. They must be able to demonstrate an appropriate forum comprised of members of their Chapter with whom they have discussed the relevant topic and that they have formed a collective opinion.

5.6.2 Chapter Representatives are senior level staff within the Chapter that possess comprehensive insight to Chapter operations, activities and strong industry and/or government connections within the respective country. Chapter representative(s) shall be appointed and entrusted by the respective Chapters to cast the Chapter vote(s) during annual buildingSMART International - International Council meetings.

5.6.3 Chapter Representatives may be of two types, either leadership representatives or activity representatives. All Chapter Representatives are expected to fulfil the following duties:

- Chapter Representative(s) shall responsibly Represent buildingSMART International
- Chapter Representative(s) shall responsibly Represent the Chapter
- Chapter Representative(s) shall be familiar with the bSI byelaws
- Chapter Representative(s) shall be familiar with the Chapter byelaws
- Chapter Representative(s) will be held accountable to the bSI byelaws
- Chapter Representative(s) will be held accountable to the Chapter byelaws

5.6.4 In addition, those Chapter Representatives who are leadership representatives shall fulfil the following duties:

- Chapter Representative(s) will participate in the monthly Chapter Leaders teleconferences

- Chapter Representative(s) shall provide an annual Chapter Update (via teleconference)
- Chapter Representative(s) shall attend International Council meetings
- Chapter Representative(s) shall cast vote(s) on behalf of Chapter during International Council meetings

5.6.5 Those Chapter Representatives who are activity representatives shall fulfil the following duties:

- Chapter Representative shall participant in the bSI Process Room, Working Group or steering committee to which they are appointed and contribute based solely on the collective views of the chapter room, working group or committee whom they represent
- Chapter Representatives shall provide regular feedback and updates to their chapter leadership and the chapter room, working group or committee whom they represent.

5.6.6 Appointed Chapter Representatives should be active within their Chapter and retain comprehensive knowledge of Chapter and buildingSMART International byelaws and buildingSMART Process.

5.6.7 bSI has the right to review the appointment of any Chapter Representative and to recommend a Chapter reconsider any such appointment should bSI reasonably consider the appointment inappropriate.

5.6.8 Chapters are also encouraged to appoint a Business Manager to be the point of contact with bSI and Chapters should promptly inform bSI of any newly appointed Business Managers.

5.7 Chapter Hubs

5.7.1 *[This concept is a new development for bSI. bSI is working with buildingSMART Nordic to develop the Chapter Hubs proposals. Changes to this Bye-laws section are foreseen after the International Council Meeting in 2019. A transition period will be provided for the changes needed to existing Chapters.]*

5.7.2 Full Chapters and Developing Chapters may choose to form a regional group or common language group to work together to further the aims of bSI. This can be through the creation of a Chapter Hub. Chapter Hubs are not a separate Chapter but rather a group of individual existing Chapters (which may include Developing Chapters).

5.7.3 Regional or common language Chapter Hubs allow pooling of resources and sharing of expertise and know-how. They can act as a development, learning and coaching

arena for new, prospective or developing Chapters to develop and reach critical mass before becoming Full Chapters.

- 5.7.4 An organisation must be a Chapter prior to joining a Chapter Hub, and a Chapter Hub does not have a separate status within bSI. Chapter Hubs do not have voting rights within bSI at the International Council Meetings or on the Standards Committee and Chapter Membership of bSI and voting rights of Chapters are to be managed in accordance with the Articles and these Bye-Laws.
- 5.7.5 Effective achievement of bSI's Mission and Vision and delivery of its Programs requires a strong local presence in each country (as recognised internationally). This is the primary responsibility of Chapters and not Chapter Hubs.
- 5.7.6 The responsibilities of Chapter Hubs are to:
- (a) encourage and facilitate pooling of resources and sharing of expertise
 - (b) act as a development, learning and coaching arena for new, prospective or developing Chapters;
 - (c) monitor the progress of all Chapters in the Hub and proactively engage to support and critically challenge Developing Chapters to develop into Full Chapters;
 - (d) assist bSI with brand management in accordance with bSI's guidelines.

5.8 Chapter Disciplinary Proceedings

- 5.8.1 bSI has a right to review the performance and leadership of any Full Chapter from time to time and may, where the Chapter is in serious breach of either local fiduciary responsibilities or the spirit and goals of bSI or of its specific responsibilities pursuant to membership in accordance with the Articles, take such action as it considers (in its sole discretion) to be appropriate in the circumstances. Such action may include visiting the Chapter and requesting information or ultimately following the disciplinary procedures (including termination of membership) as set out in the Articles.
- 5.8.2 bSI also has a right to review the performance of any Developing Chapter from time to time and may, in the event that the Developing Chapter is not adhering to the Bye-Laws or has not met the expectations noted above, take such action as it considers (in its sole discretion) to be appropriate in the circumstances. Such action may include visiting the Chapter and requesting information; withdrawal of the Developing Chapter's voting rights; postponing its development to a Full Chapter; and/or refusal to admit the Developing Chapter to Full Chapter status.
- 5.8.3 In the event of non-payment of membership fees by a Chapter, bSI shall have the right to remove the Chapter as Member. Where a Full Chapter has not paid its membership fees that shall also give rise to the rights of bSI to take further disciplinary action in accordance with Bye-Law 5.8.1 above.

6 ORGANISATIONAL MEMBERSHIP

6.1 Organisational Membership of bSI is open to commercial and non-commercial entities, including governmental bodies and institutes, worldwide. There are three classes of Organisational Membership namely:

6.1.1 Strategic

6.1.2 Multinational

6.1.3 Standard

6.2 These types of membership are distinct from the Chapters. They are not the Members of bSI for the purposes of the Companies Act 2006 and have no right to participate in the governance of bSI. Organisational Members are therefore not invited to attend International Council Meetings but those with Strategic Membership may be invited to selected meetings with the Board. Organisations can be both members of a Chapter and have Organisational Membership status in bSI.

6.3 The membership categories and the associated benefits and membership fees are summarised in the table below. Membership is on an annual basis from January to December. Membership is required for those parties wishing to take an active role in the development of solutions to user or technical requirements and involvement in the Solutions and Standards Program.

6.4 Membership fees and categories of membership may be updated and determined by the Board from time to time. The membership fees set out herein are indicative only and are current as at the time of writing. bSI shall have discretion to offer discounts on fees or to change membership fees from time to time, as applicable.

6.5 Applications for memberships of all categories shall be made to the Chief Executive.

6.6 Once an application for membership is approved by the Chief Executive the organisation seeking to join bSI will be requested to complete and sign a membership agreement; pay the applicable membership fee; and notify the Chief Executive of which Chapter(s) they seek to join.

6.7 Organisational Members shall not:

6.7.1 use membership of bSI for commercial benefit;

6.7.2 do anything which impacts or could reasonably be expected to impact the non-for-profit status held by bSI;

6.7.3 misuse the intellectual property of bSI or use such intellectual property other than in accordance with the provisions of these Bye-Laws or any applicable intellectual property license from bSI to the Organisational Member;

6.7.4 bring bSI into disrepute or doing anything which negatively impacts or could reasonably be expected to negatively impact bSI's reputation and standing;

6.7.5 act against the Standards set by bSI or contrary to the aims and intentions of the bSI community; or

6.7.6 breach any bSI Code of Conduct from time to time in force.

6.8 In the event that an Organisational Member is in breach of 6.7 above, bSI has a right to take such action as it considers (in its sole discretion) to be appropriate in the circumstances. Such action may include suspension of the Organisational Member’s involvement in bSI projects and meetings; refusal of renewal of membership; and/or termination of the organisation’s membership. On termination of an organisation’s membership as a result of its breach of 6.6, bSI shall not be required to repay any annual membership fee already paid to bSI.

6.9 Membership Categories and benefits

Member Category	Member Benefits			Rates		
	Memberships		Standards Committee	Rooms	€ 000 / yr	
	SAC	Chapters	Votes	Steering Committee	>250	<250
Strategic		5	2		100	
Multinational		5	1		40	20
Standard		1	1		15	8

6.9.1 Strategic Membership

- (a) Strategic Membership is bSI’s most senior form of Organisational Membership. It is designed to appeal to those leading multinational enterprises who believe that full implementation and adoption of open digital way of working is strategically important to the built asset industry and to their own enterprise and wish to play a strategic role in driving forward its implementation.
- (b) Representatives from entities with Strategic Membership form bSI’s Strategic Advisory Council and have an advisory role in shaping the Company’s strategy and helping to determine priorities and focus. They will have a formal role in semi-annual meetings to advise the Management Executive and/ or Board of bSI on the Company’s Core Programs, managing bSI’s position in

the industry, gaining engagement for standards development and deployment and on the International Chapter strategy.

- (c) Strategic Membership fees are set at €100,000 per annum (as at the date of writing) or as amended from time to time by the Management Executive of bSI in its sole discretion and notified to the Strategic Members.
- (d) Strategic Members are expected to participate actively in our Programs and in our Chapters. Key benefits include full voting membership rights on the Standards Committee and membership rights in up to five bSI Chapters. Strategic Members or their representatives are also entitled to participate in Solutions and Standards Program Room's steering committees.
- (e) The Strategic Advisory Council is expected, when fully established, to comprise 12 to 15 senior representatives of member organizations. Participation is invited from multinational corporations representing owners, contractors, manufacturers, software vendors, operators and consultants representing corporations operating worldwide. Senior government representatives will be invited as guests.

6.9.2 Multinational Membership

- (a) Multinational Membership is designed for corporate entities of all types who are active in multiple countries and want to participate in Chapter activities in a number of countries as well as participating in the Solutions and Standards Program.
- (b) Multinational Members have:
 - (i) Full voting membership rights on the Standards Committee; and
 - (ii) membership rights for up to five Chapters.
- (c) Multinational Membership fees are set at €40,000 per annum for companies with more than 250 staff and €20,000 per annum for others (as at the date of writing). Such Multinational Membership fees may be amended from time to time by the Management Executive of bSI in its sole discretion and notified to the Multinational Members.
- (d) These rights do not include those rights which are considered to follow from local event or project sponsorship. Such sponsorship is welcomed separately.

6.9.3 Standard Membership

- (a) Standard Membership is the normal class of membership for corporate entities wishing to play an active role in the development of standards and solutions to open digital ways of working user needs.
- (b) Standard Membership fees are set at €15,000.00 per annum for companies with more than 250 staff and €8,000.00 per annum for others (as at the date

of writing). Such Standard Membership fees may be amended from time to time by the Executive of bSI in its sole discretion and notified to the members.

- (c) Entities with Standard Membership have:
 - (i) full voting membership rights on the Standards Committee; and
 - (ii) membership rights in one Chapter.

6.10 **Disciplinary Proceedings for Organisational Members**

- 6.10.1 bSI has a right to review the performance of any Organisational Members from time to time and may, in the event that the Organisational Member is not adhering to the Bye-Laws or has not met the expectations noted above, take such action as it considers (in its sole discretion) to be appropriate in the circumstances. Such action may include visiting the Organisational Members and requesting information; withdrawal of the Organisational Member's voting rights;
- 6.10.2 In the event of non-payment of membership fees by an Organisational Members, bSI shall have the right to remove the Organisational Members as member that shall also give rise to the rights of bSI to take further disciplinary action in accordance with Bye-Law 6.12.1 above.

7 **INTERNATIONAL COUNCIL MEETINGS**

- 7.1 The International Council is the meeting of the Chapters of the Company which is hosted on a rotational basis by different Full Chapters in their country. As well as the provisions of the Articles and company law requirements, the following additional rules shall apply:
- 7.2 The International Council shall receive reports as follows:
 - 7.2.1 CEO
 - 7.2.2 User Program
 - 7.2.3 Solutions and Standards Program
 - 7.2.4 Compliance Program
 - 7.2.5 Finance
- 7.3 The International Council will normally be run in conjunction with a Chapter Conference focussing on the development and improvement of bSI's combined and overall performance.
- 7.4 Business to be routinely conducted at the International Council Meeting includes:
 - 7.4.1 appointing members of the International Council Nominations Committee at the AGM of the International Council;

- 7.4.2 considering and deciding on recommendations of appointments to the Board made by the International Council Nominations Committee; and
- 7.4.3 acceptance that the Board has acted in good faith and executed its responsibilities appropriately.

8 COMMITTEES

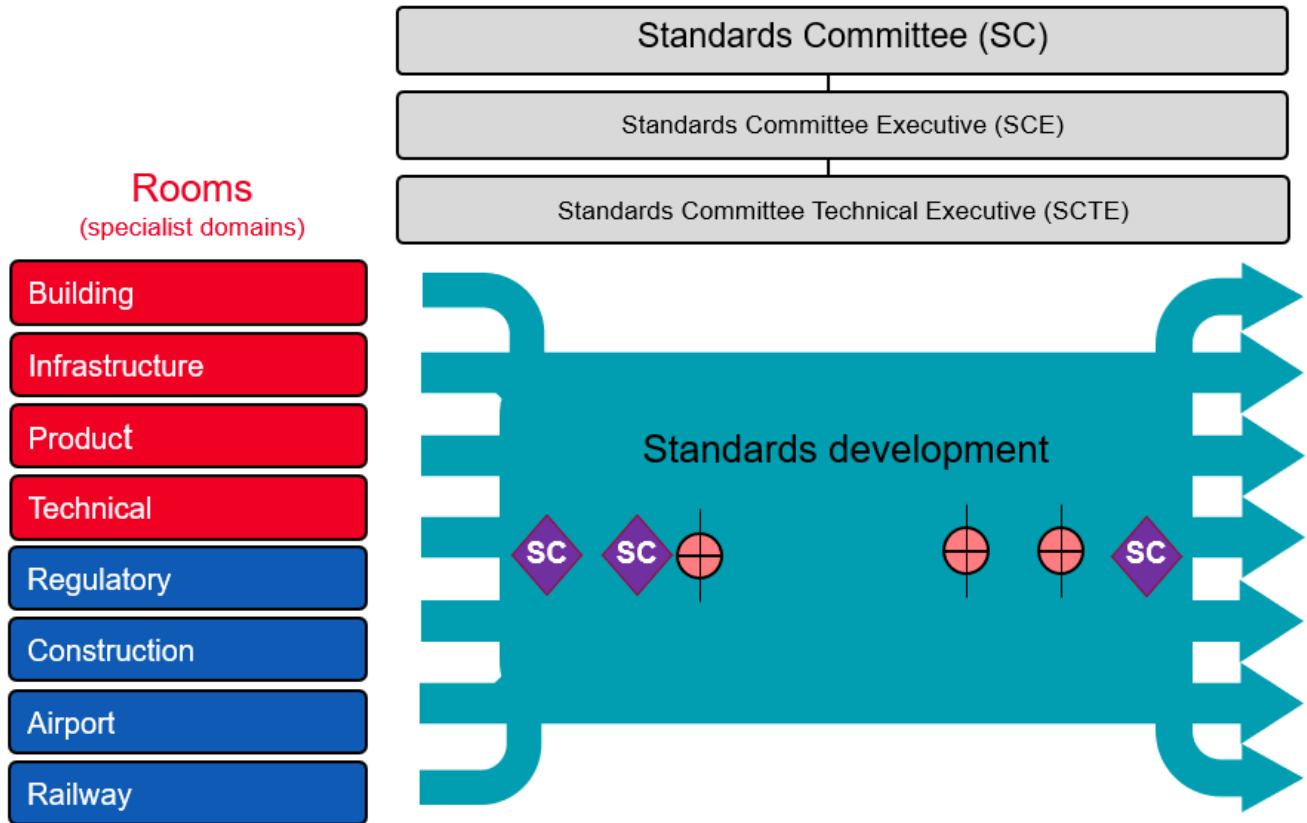
The Board may delegate any of its powers to committees which may include a Director or Directors (or other people they think suitable). Any committee formed by the Board must act within the powers imposed on it by the Board. The meetings and proceedings of any committee shall be governed by the Bye-Laws relating to the regulation of meetings and proceedings of the Board as far as they can apply, unless they are replaced by regulations made by the Board for committees generally or the committee in question.

8.1 International council nominations committee

The International Council Nominations Committee is a committee of the International Council whose membership, duties and authority are determined in accordance with the International Council Nominations Committee Terms of Reference set out at Appendix 1.

8.2 Standards Committee

8.2.1 The diagram below sets out the structure of the Solutions and Standards Program Organisation within which the Standards Committee sits:



- 8.2.2 The Standards Committee is a committee of the Board set up in exercise of the Board's powers contained in the Articles whose membership, duties and authorities are determined in accordance with the Standards Committee Terms of Reference set out at Appendix 2.
- 8.2.3 The Standards Committee has two sub-committees being (i) the Standards Committee Executive; and (ii) the Standards Committee Technical Executive set out in further detail at Bye-Laws 9.3 and 9.3 respectively.
- 8.2.4 Within the Standards Organisation there will also be open fora interest or domain groups referred to as "**Rooms**" as set out in further detail in the buildingSMART Process and focus groups for specific topics or requirements, referred to as "**Groups**" as also set out in further detail in the buildingSMART Process.

8.3 **Standards Committee Executive**

The Standards Committee Executive is comprised of six (6) members appointed by the Standards Committee to have executive oversight of the Solutions and Standards Program. The Standards Committee Executive's membership, duties and authorities are determined in accordance with the Standards Committee Executive Terms of Reference set out at Appendix 3.

8.4 **Standards Committee Technical Executive**

- 8.4.1 The Standards Committee Technical Executive is comprised of two (2) neutral leaders a technical representative from each Room and experts or Chapter Representatives appointed by the Standards Committee Executive to have Technical oversight and governance of the Standards and Compliance Programs.
- 8.4.2 The Standards Committee Technical Executive's membership, duties and authorities are determined in accordance with the Standards Committee Executive Terms of Reference set out at Appendix 4.
- 8.4.3 The Standards Committee Technical Executive is distinct from the Room Technical Leadership and from bSI Technical Management.

8.5 **FellowShip Scheme and FellowShip Committee**

The Fellowship Committee is a committee of the International Council whose membership, duties and authority are determined in accordance with the Fellowship Committee Terms of Reference set out at Appendix 5.

8.6 **Other management & leadership**

- 8.6.1 The Room Leadership has responsibilities which include delivering new solution and standards, current project support and oversight of the Room's Working Groups and Projects as set out in further detail in the buildingSMART Process
- 8.6.2 bSI Business and Technical Management is a core function undertaken by the Management Executive and not within the buildingSMART Process scope. These

responsibilities include: standards maintenance, support tools where they are offered as a service and support services, software implementation activities software and other certification schemes

- 8.6.3 Liaisons with other standards bodies such as ISO, CEN and OGC shall be organised through the Solutions and Standard Program and coordinated by the Standards Committee Executive and Standards Committee Technical Executive.

9 **bSI RESPONSIBILITIES**

9.1 bSI shall:

- 9.1.1 Set up a professional staff team to lead the business growth and transformation of bSI to meet the digital transformation and open digital ways of working needs of the built asset industry.
- 9.1.2 Provide and maintain a web platform suitable for marketing and business development and an intranet collaborative working facility to support the Core Programs and Chapters.
- 9.1.3 Provide leadership and organisation for the initial operation of the Solutions and Standards Program
- 9.1.4 Lead and support an international marketing, communications and senior influencer engagement.
- 9.1.5 Take all reasonable steps to work collectively with the Chapters for the common benefit.
- 9.1.6 Provide leadership and organisation for the effective operation of the three Core Programs.
- 9.1.7 Set up a Chapter services and support organisation and provide operational guidance for Chapters. This is intended to be done as an integral part of the User Program as soon as bSI can secure resources.
- 9.1.8 Operate the international membership incentive and sharing scheme with the objective of supporting the growth of bSI and the Chapters.

10 **CODE OF CONDUCT**

- 10.1 bSI has established and published a [Code of Conduct](#) with regard to Anti-Trust and Competition laws. This shall be maintained in operation and kept up to date.
- 10.2 bSI places great emphasis on the establishment of a friendly culture where cooperation is the norm. In particular:

- 10.2.1 bSI provides an environment where parties who share bSI's goals and ambitions for open digital ways of working can join together for the co-development and implementation of International Standards and compliance regimes.
- 10.2.2 Membership is expected to be a two-way process between bSI and the members. Entities with Organisational Membership of bSI benefit from the collective activities of other Organisational Members nationally, regionally and internationally. Entities with Organisational Membership of bSI are therefore expected to play an active role, not only in identifying issues, but also the development and promotion of solutions and standards.
- 10.3 bSI is a not-for-profit organisation and does not therefore have funds of its own to set up and run independent projects. Projects are therefore co-developed with Chapters and Organisational Members of all categories.
- 10.4 Membership fees are expected to cover core overhead and leadership roles, but do not provide funds to set up and run projects. Projects are developed and funded by members themselves or by obtaining external funding.

11 THE BUILDINGSMART INTERNATIONAL BRAND

- 11.1 Chapters and Organisational Members of bSI acknowledge and agree that all intellectual property protecting the names, logos and other insignia used by bSI and the bSI community (including, without limitation, the name "buildingSMART") (collectively the "**Marks**") remain the property of bSI at all times.
- 11.2 Each of the Chapters and Organisational Members of bSI shall be permitted to use the Marks to indicate their membership provided that:
 - 11.2.1 the Marks are only used in connection with certification programs which bSI has expressly authorised;
 - 11.2.2 the Marks are accompanied by an appropriate designation of the member's affiliation with bSI and its Chapters;
 - 11.2.3 use of the Marks does not weaken or damage and is not detrimental to the Marks or the reputation or goodwill associated with the Marks or bSI;
 - 11.2.4 no Chapter or Organisational Member shall apply for, or obtain, registration of any trade or service mark anywhere in the world, which consists of, or is confusingly similar to, the Marks;
 - 11.2.5 each Chapter or Organisational Member complies with any additional brand guidelines issued by bSI from time to time;
 - 11.2.6 each Chapter or Organisational Member shall give bSI reasonable assistance in the conduct of any claims or proceedings relating to the Marks; and

- 11.2.7 bSI may withdraw the right to use the Marks at any time on notice to the relevant Chapter or Organisational Member if such entity is not using the Marks in accordance with the above terms.

12 MEMBERSHIP INCENTIVE SCHEME

The Membership Incentive Scheme is a fee sharing arrangement between bSI and Chapters to underpin the joint membership arrangements.

12.1 Purpose:

- 12.1.1 The intent is to establish a mutually beneficial win-win incentive to assist both Chapters and bSI to increase membership, increase funding and increase activity.
- 12.1.2 The arrangements are established in the context of bSI's overall strategy to improve its performance by increasing professional leadership, the recognition of the associated overhead investment and the need to ensure financially viable business models.

12.2 Intent of scheme:

The philosophy behind the scheme is one of joint enterprise where chapters and bSI are encouraged to work in aligned ways which assist in the professional presentation of our activities and mutually supported Organisational Membership growth to strengthen both bSI and Chapters.

12.3 Shared Membership and Incentive Arrangements

- 12.3.1 bSI may grant certain membership rights in Chapters to Organisational Members of bSI as benefits to those Organisational Members and in turn compensate Chapters through the fee sharing arrangement set out here.
- 12.3.2 bSI will share 25% of membership funds received with Chapters and Chapters will grant Rights of Membership within their Chapter to Organisational Members nominated by bSI according to the following arrangements.
- 12.3.3 For Strategic and Multinational Organisational Members bSI may grant rights of membership in up to five Chapters and the shared fee shall be divided equally between the receiving Chapters. For Standard Organisational Members bSI may grant rights of membership in one Chapter. '*Rights of Membership*' means the normal full membership category offered by the Chapter according to its arrangements with normal associated rights.
- 12.3.4 The fee sharing continues for each year in which the Organisational Member continues to be a member of bSI.
- 12.3.5 In order to provide sufficient security to for bSI, bSI may 'ring fence' up to six Strategic Membership i.e. require Chapters to grant Rights of Membership in their Chapter at no charge. bSI will seek to minimise the requirement to 'ring fence'.

- 12.3.6 In order to ensure that any financial pain is shared in the circumstances where an existing member of a Chapter converts to a bSI Organisational Member bSI will operate a loss protection arrangement. The loss protection is calculated in aggregate (meaning that all revenue increases due to additional new memberships under the incentive scheme shall be netted off before any loss is calculated). Eligible losses are calculated as the difference between the funds received from the converting member in the year before conversion and the funds due according to the incentive fee sharing arrangements described above. bSI will share this burden with Chapter on an equal basis (i.e. in circumstances where the loss only effect one Chapter and bSI 50:50 and in circumstances where the loss effects more than one Chapter all those chapters effected and bSI will share the burden in equal measure). Any differences between the Chapters local membership rates and the amount of membership fees received for organisational members joining after the inception of this scheme do not count as eligible losses.

13 **RULES AND REGULATIONS**

- 13.1 The Board may from time to time make, alter, add to or repeal such appendices, rules or regulations as they may deem necessary or expedient or convenient for the proper conduct and management of bSI and for the purposes of prescribing categories of and conditions of membership. The Board shall adopt such means as it thinks sufficient to bring to the notice of Chapters and Organisational Members all such rules or regulations, which shall be binding on all Chapters and Organisational Members PROVIDED THAT no rule or regulations shall be inconsistent with, or shall affect or repeal anything contained in, the Articles or the Bye-Laws.

APPENDIX 1

INTERNATIONAL COUNCIL NOMINATIONS COMMITTEE TERMS OF REFERENCE

1 TYPE OF COMMITTEE

The International Council shall appoint an International Council Nominations Committee to recommend Directors for election to the Board. The Nominations Committee will be made up of at least two (2) members of the Board and the Chief Executive, and / or a senior member of bSI community nominated by the Chief Executive. The committee shall operate in line with terms of reference set down by, and at the direction of, the Board.

2 PURPOSE, SCOPE AND AUTHORITY

The Nomination Committee's role and purpose is:

- a) To solicit nominations from the Full Chapters and other organisations (including Developing Chapters and Organisational Members) of status a stature that the Board feel is appropriate of senior persons of appropriate standing to become members of the Board and make recommendations to the International Council for their election.
- b) To work continuously with the Chairman on behalf of the International Council to develop the Board as may be required in the best interests of bSI.
- c) To recommend to the Chief Executive individuals appropriately supported by Chapters who are willing to assume certain roles specified by the Chief Executive within the management team.

3 DUTIES

The Nominations Committee shall:

- a) Take due account of the Articles and ensure that all nominations are fair and proper according to the Articles.
- b) Take due account of any papers submitted to the International Council (and in due course approved) by the Chairman and Chief Executive which relate to governance and management arrangements.
- c) Ensure a fair and open process which is inclusive of all Chapters (according to their status);
- d) Achieve a good and balanced representation reflecting the breadth of our community and ensuring representation from those territories considered strategic to bSI's future and to achieving its vision;
- e) Determine appropriate selection criteria and make such selection with the overriding goal of securing the strongest possible leadership and management team for bSI and the wider bSI community;
- f) Take due account of the views and wishes of the Chairman and Chief Executive, and
- g) Report progress to the Chairman and Chief Executive on a regular basis and make recommendations prior to the International Council meeting.

4 MEMBERSHIP AND QUORUM

The members of the Nominations Committee are as appointed by the International Council at the AGM of the International Council.

5 MEETINGS

The International Council Nomination Committee generally plans a series of online meetings prior to issuing a recommendation to the International Council as to the proposed composition of the Board. The purpose of such meetings is to:

- a) evaluate the Board in its current form;
- b) discuss and evaluate the new candidates who have been nominated by Full Chapters and others in accordance with paragraph 2(a) for a position on the Board; and
- c) agree on recommendations to put to the International Council.

The Committee's recommendation will be sent to the International Council 10 days prior to the relevant International Council Meeting.

APPENDIX 2

STANDARDS COMMITTEE TERMS OF REFERENCE

6 TYPE OF COMMITTEE

The Standards Committee is the committee with delegated power to oversee the BuildingSMART Process.

7 PURPOSE, SCOPE AND AUTHORITY

Responsibilities:

- a) To act as the committee responsible for the development of the Solutions and Standards Program and the buildingSMART Process
- b) To act as a gateway and provide mechanisms and opportunity for the engagement of the entire bSI community to contribute to the development of open digital ways of working for the built assets industry
- c) To ensure bSI sustains and continues to develop its historic expertise in the Industry Foundation Class based standards set and tools as a center of excellence for the built asset industry
- d) Oversee the operation of the Standards Committee Executive and Standards Committee Technical Executive and to publicize and veto on matters appropriately presented by the Standards Committee Executive and / or the Standards Committee Technical Executive

8 DUTIES

8.1 The Standards Committee will

- a) Appoint a Chairperson (which shall be a two (2) year appointment, reappointment will be allowable). The appointment of the Chairperson shall be made by the Chief Executive normally based on a recommendation from the Standards Committee.
- b) Appoint the Standards Committee Executive (with the exception of the bSI permanent staff representatives).
- c) Request and approve the development and implementation of a set of formal business processes for the Solutions and Standards Program and which shall be kept up to date and fit for purpose
- d) Approve the initiation of rooms, groups and standards projects and acceptance of outcomes according to the standards business processes.

9 MEMBERSHIP AND QUORUM

9.1 The Standards Committee will comprise representatives from Members and Chapters according to the following list:

- a) Full Chapters: 2 votes – one user vote and one technical vote
- b) Developing Chapters: 1 vote
- c) Strategic Members: 2 votes

- d) Multinational Members: 1 vote
- e) Standard Members: 1 vote

(This list may be updated from time to time by the bSI Management Executive after appropriate consultation.)

10 **MEETINGS**

The Standards Committee shall be expected to meet in person at the bSI Standards Summits, with web-conference connections when possible, and to arrange such other meetings as are necessary by web-conference

APPENDIX 3

STANDARDS COMMITTEE EXECUTIVE TERMS OF REFERENCE

11 TYPE OF COMMITTEE

The Standards Committee Executive is a subcommittee of the Standards Committee.

12 PURPOSE, SCOPE AND AUTHORITY

12.1 Responsibilities on behalf of the Standards Committee and acting through the Solutions and Standards Program Director:

- (a) to design and keep up to date appropriate business processes (the buildingSMART Process) for the smooth and effective running of the Solutions and Standards Program and Compliance Program.
- (b) to administer the day to day operation of the Solutions and Standards Program and the buildingSMART Process.
- (c) to bring forward matters requiring the decision of the Standards Committee in a timely and effective manner
- (d) to ensure sufficient records are kept and that the working of the buildingSMART Process are sufficiently transparent to secure the confidence of third parties
- (e) to maintain and keep up to date a schedule of activities which shall be known as the Standards and Technical Work Plan.
- (f) to organise and oversee the effective formal liaison arrangements for the Standards Committee with third parties such as International Standards Organisation (ISO), European Committee for Standardisation (CEN), OpenGeospatial Consortium (OGC).
- (g) to cause Rooms to develop road maps for their activities and to ensure appropriate coordination of these road maps

13 DUTIES

13.1 The Standards Committee Executive shall have executive responsibility for:

- (a) establishing and managing the BuildingSMART Process; and
- (b) addressing procedural and programmatic issues.
- (c) establishing management arrangements and leadership teams required for the effective execution of the responsibilities listed above.

14 **MEMBERSHIP**

- 14.1 The Standards Committee Executive shall be comprised of six (6) individuals which shall include both technical and user representation
- 14.2 The initial members of the Standard Committee Executive have been appointed by the Management Executive for an initial two year period.
- 14.3 Members of the Standards Committee Executive (with the exception of the staff member) shall be appointed by the Standards Committee for two year periods
- 14.4 Those appointed to the Standards Committee may be re-elected on a rolling basis.
- 14.5 The Standards Committee Executive shall:
 - (a) include both technical and user representation; and
 - (b) be led (as Chair and Vice Chair respectively) by the chair of the Standards Committee and a full-time staff member.

15 **MEETINGS**

The Standards Committee Executive shall meet monthly by web-conference and additionally as needed to fulfil its duties.

APPENDIX 4

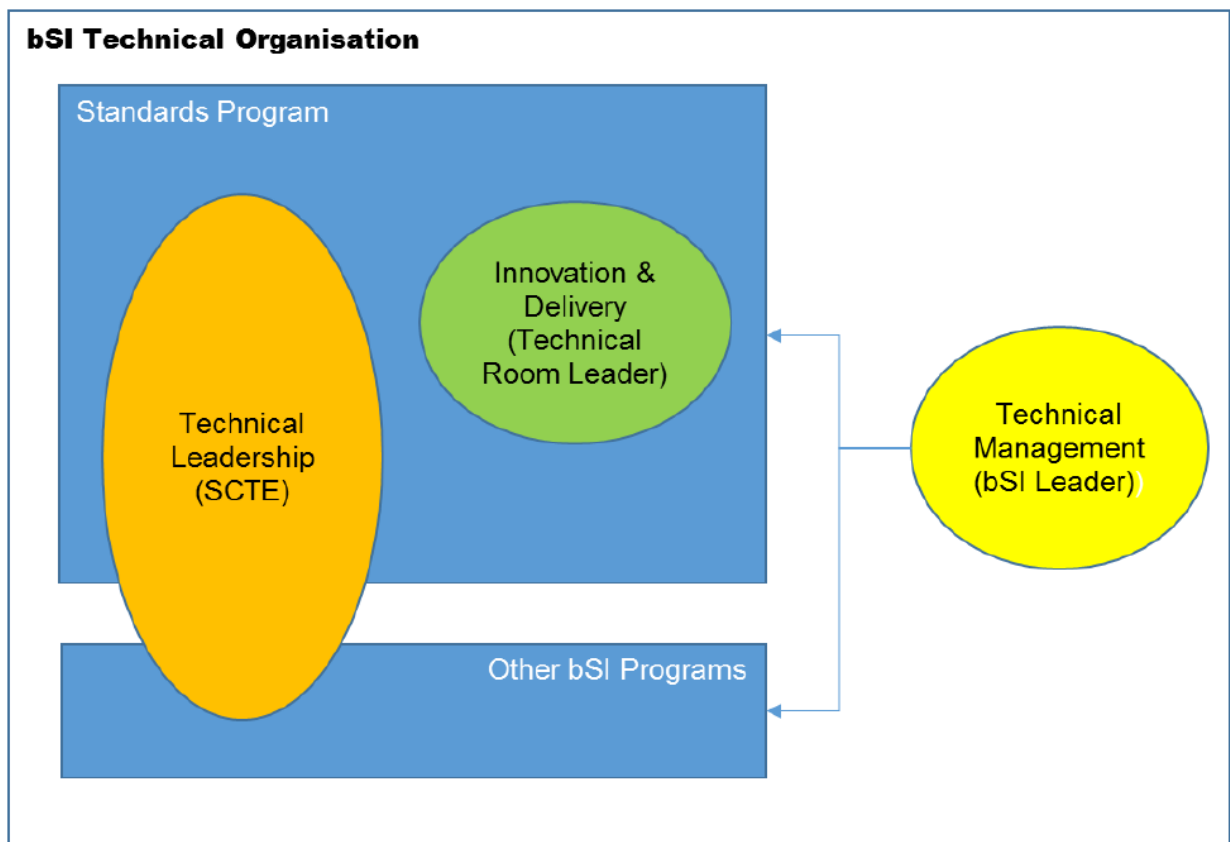
STANDARDS COMMITTEE TECHNICAL EXECUTIVE TERMS OF REFERENCE

16 TYPE OF COMMITTEE

16.1 The Standards Committee Technical Executive is a subcommittee of the Standards Committee.

16.2 Fig. 2 below shows how the Standards Committee Technical Executive fits within the wider Technical Governance of bSI.

17 PURPOSE, SCOPE AND AUTHORITY



17.1 The Standards Committee Technical Executive's role is to provide technical leadership and governance to the Core Programs in such a way as to ensure high confidence in the use and development of bSI's solutions and standards and compliance activities.

17.2 The Standards Committee Technical Executive is responsible for the oversight and will act as the final decision-making body for building SMART Technology Strategy and Road Map.

17.3 The Standards Committee Technical Executive shall also be the body responsible for the formal agreement and publication of bSI solution and standards release plan for new solutions and standards and for their formal release.

18 MEMBERSHIP

- 18.1 The Standards Committee Technical Executive shall be comprised of:
- (a) two (2) neutral leaders; and
 - (b) two (2) representatives from each Room
- 18.2 The initial members have been appointed by the Management Executive for a two year period
- 18.3 Members (with the exception of the Chair and Vice Chair) shall be nominated by their respective Room Leaders for two year periods.
- 18.4 Re-appointment of those appointed to the Standards Committee Technical Executive may occur on a rolling basis.
- 18.5 The Standards Committee Technical Executive shall:
- (a) include technical and user representation;
 - (b) be led as (Chair and Vice Chair respectively) by a Technical Leader appointed by the Management Executive and a full time staff member.

19 DUTIES

- 19.1 The Standards Committee Technical Executive shall have executive responsibility for setting out the technical harmonisation rules across the Rooms and bSI community. The Standards Committee Technical Executive's duties are:
- (a) to review the progress of the various activities being undertaken in relation to the Standards and ensure a consistent technical approach is being maintained from project to project and across Rooms.
 - (b) to liaise with the Standards Committee Executive and provide technical assurance to allow the Standards Committee Executive to make fully informed decisions regarding Activities in the Solutions and Standards Program
 - (c) to liaise with the Compliance Program leadership and provide technical guidance on the certification and capability accreditation approach

20 MEETINGS

The Standards Committee Technical Executive will meet monthly via an online meeting and additionally as needed to fulfil its duties.

APPENDIX 5

FELLOWSHIP COMMITTEE TERMS OF REFERENCE

21 TYPE OF COMMITTEE

bSI has established a Fellowship Scheme to honour long servicing professional contributors who have been the essential life blood of bSI over many years.

22 PURPOSE, SCOPE AND AUTHORITY

The Fellowship Committee shall be responsible for the selection and appointment of new Fellows as and when they feel it is appropriate. New Fellows should be appointed strictly on merit, there is no obligation to appoint annually, for example. A regular process for nominations should be developed and put in place by the Fellowship Committee and it is expected that there will be a small number of regular appointments.

23 DUTIES

23.1 The Fellowship Committee should:

- (a) establish criteria and guidelines for the selection of new Fellows;
- (b) determine a process for seeking nominations of candidates to become Fellows. This should be a secret and confidential process. No candidate should know that he or she was not elected;
- (c) obtain approval from the Board of bSI for the criteria, guidelines and process;
- (d) seek nominations from all Chapters; and
- (e) elect new Fellows.

24 MEMBERSHIP AND QUORUM

The members of the Fellowship Committee shall be open only to existing Fellows who are still active within the bSI community. The size of the Fellowship Committee shall be between 3 and 5 persons selected by existing Fellows. Fellowship Committee members are asked to serve for between 3 and 5 years and to stand down individually by rotation.

25 MEETINGS

25.1 The Fellowship Committee shall meet at least once each year in person at one of the summits at the convenience of the committee

25.2 All proceeding of the Fellowship Committee shall be conducted with the utmost discretion and sensitivity to perverse both the status and regard of the Fellowship and the privacy and to respect for the contributions of all members of the bSI community.

26 ORIGINAL GUIDANCE AND OTHER MATTERS

- 26.1 Definition of a Qualifying Contributor – somebody who has contributed substantial leadership or technical input on an unpaid or concessionary basis. They must have contributed at an international level; i.e. at least two Chapters or for work on international programs or standards. It is open to serving and retired contributors.
- 26.2 Honourable - the contribution must have been substantial and of a quality that brought bSI considerably forward.
- 26.3 Evidence – candidacy is expected to be supported by a justification and explanation.
- 26.4 Nominations of Fellow – Chapters had the opportunity to forward nominations for future Fellows to the Fellowship Committee.