Agreement between buildingSMART International and Chapters

(Version 5.2 22/04/2016)

1 Where As

1.1 BuildingSMART is the worldwide Authority leading and promoting transformation of the built asset economy through the creation and adoption of open, international digital data standards. (Unless otherwise stated buildingSMART means buildingSMART International and its Chapters.)

1.2 BuildingSMART is an open, neutral and international not-for-profit industry standards organization.

1.3 BuildingSMART International Ltd is a membership organization operated in accordance with its Memorandum & Articles of Association and governed by its Chapters.

1.4 BuildingSMART International Ltd is implementing a new operating and membership model which is intended to increase the level of activity internationally and within Chapters' territories and will require a partnership based on closer alignment between buildingSMART International and the Chapters in order to be successful.

1.5 This agreement provides the basis for this closer alignment.

2 The Parties

2.1 BuildingSMART International Limited (bSI)

2.2 The Chapter is the body already admitted as a buildingSMART Chapter in the Designated Territory (as defined below).

3 Membership of buildingSMART International

3.1 BuildingSMART International is made up of Chapters and Organizational Members.

1. Chapters are territorial membership organizations principally concerned with the localized implementation of open BIM within a country or designated territory.

2. Organizational Membership of buildingSMART International Limited is open to commercial and non-commercial entities, including governmental bodies and institutes, worldwide. There are a number of classes of Organizational Membership namely; Strategic or SAC, International, Standard and Associate. Organizational membership of bSI is distinct from membership of chapters although organizations can be members of both.

3.2 BuildingSMART provides an environment where parties who share our goals and ambitions for open BIM can join together for the co-development, consensus building and implementation of international standard and compliance regimes.

3.3 Membership is expected to be a two way process between bSI and the members. Members benefit from the collective activities of other members nationally, regionally and internationally. Members are therefore expected to play an active role, not only in identifying issues, but also the development and promotion of solutions and standards.

3.4 BuildingSMART International is a not-for-profit organization and highly dependent on volunteers. Membership fees are expected to cover core overhead and leadership roles, but do not include funds to set up and run projects. Projects are developed and funded by members themselves or by obtaining external funding.

3.5 Strong chapters depend on a strong centre and a strong centre depends on strong chapters. It is important that international memberships strengthen the Chapters too.

3.6 The high level guidance document 'Roles Framework for bSI and Chapters' in Annex 1 sets out the complementary nature of the roles and the broad expectation of how they operate and work with each other.

4   Chapters of buildingSMART International

4.1 Chapters are national or pan-national (regional) membership entities whose purpose is to lead and promote the active use of open BIM in a particular territorial area, defined as the 'Designated Territory'. The role of the chapter is to take a lead in influencing the industry and/or governmental strategy for the use of open BIM 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.

4.2 Chapters are expected to identify standards or compliance requirements and to participate actively in our international programs to deliver them.

4.3 Individuals and corporate entities whose primary interest is in the use and application of open BIM today primarily in a particular territory are encouraged join the Chapter in the territory in which they are domiciled.

4.4 The members of Chapters are represented in buildingSMART International's programs collectively through Chapter voting rights and nominated Chapter Representatives. A chapter member may attend meetings of bSI Standards Program Rooms and take a full part in the proceedings. However, organizations wishing to be represented in their own capacity in Standards or Compliance Working Groups and Projects activities are required to become an Organizational Member of buildingSMART International.

4.5 The success of buildingSMART International depends on bringing together volunteer and semi-volunteer resources to syndicate the work. Chapters are

expected to organize a minimum number of relevant participants to play an active role in international projects and activities.

5 Chapter Rights and Responsibilities

5.1 Full Chapters are voting members of the BuildingSMART International Council which is the senior governing body of buildingSMART. Full Chapters are 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 Full Chapters may propose and vote on candidates for the Board of Directors

5.3 Developing Chapters are able to send observers to the International Council meeting and allowed one vote on the Standards Committee.

5.4 All chapters are expected to aspire to become 'full' chapters. In order to assist new chapters in the early stages of formation a chapter may initially join as a 'developing' chapter. This status is normally only available for a maximum of three years.

5.5 The annual rate for Full Chapter Membership is decided by the International Council and, for the time being (2015-2016), is €20,000.00 and for Developing Chapter Membership €10,000.00.

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

6. BuildingSMART International Commitments:

6.1 The BuildingSMART International Ltd agrees to:

a) Develop and implement a business strategy for buildingSMART as a whole with the objective of achieving the Vision and Goals.
b) Set up a professional staff team to lead the business growth and transformation of buildingSMART to meet the openBIM® needs of the built asset industry.
c) 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.
d) Provide leadership and organisation for the initial operation of the Standards program
e) Lead and support an international marketing, communications and senior influencer engagement.

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    f) Establish a membership framework and rules appropriate to bSI and Chapter requirements.

    g) Take all reasonable steps to work collectively with the Chapters for the common benefit.

And as soon as financially possible:

    h) Provide leadership and organisation for the effective operation of the three core programs: Standards, Compliance and User.

    i) Set up a Chapter Services organization and provide operational guidance for Chapters

    j) Introduce an international membership incentive / sharing scheme with the objective of supporting the growth of bSI and the Chapters. The scheme will be recurring and become a formal policy of bSI once finalised.

    k) Develop a bSI Operations Manual.

7. Chapter Commitments

7.1 The Chapter agrees to:

    a) establish an open, neutral and not-for-profit organization as the buildingSMART Chapter in the designated territory;

    b) align itself with the Vision and Mission of bSI;

    c) be bound by the Memorandum and Articles of Association of bSI, including status as a limited liability guarantor of bSI;

    d) acknowledge bSI's leadership role within the buildingSMART community;

    e) adopt and follow the policies and decisions of the International Council and the bSI Board;

    f) work co-operatively with bSI and Chapters in other territories to further the Vision and Mission;

    g) pay the appropriate bSI annual membership fee;

    h) acknowledge that the Intellectual Property and Copyright ownership to the names and logos in common usage by bSI and the buildingSMART community rests solely with bSI and assist in the protection of the buildingSMART brand within its territory;

    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 buildingSMART or of its specific responsibilities pursuant to membership in accordance with the Articles of Association, and

    j) make best efforts to identify persons to assume the positions listed in the 'Participation Requirements' table in Annex 2 and as updated by the Board in due course.

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8 General Terms

8.1 This agreement is governed by English Law.

8.2 This Agreement will remain in effect until either party gives formal notice in accordance with the provisions of the Articles.

8.3 Membership fees are non-refundable and membership is non-transferable.

8.4 BuildingSMART International and the Chapter agree that the Chapter's Membership will be renewed annually under the terms of this agreement.

8.5 In all cases of interpretation the bSI Articles of Association will have precedence over this document.

9 Signature

buildingSMART Chapter Name: _____

Designated Territory: _____

_____	_____
Signature	Signature
Date: _____	Date: _____
Name: _____	Name: _____
Title: _____	Title: _____

Registered Address: _____

_____

_____

Postal Address: _____

(if different) _____

_____

Authorized Contact: _____

Phone: _____   Email: _____

_____   _____

buildingSMART International Signature   Date

Name: _____

Title: _____

Annex 1: Roles Framework for bSI and Chapters

Introduction

The demand challenge associated with the growth in use of open Building Information Management (BIM) worldwide is placing increased demand on buildingSMART International (bSI) and on Chapters. There is an expectation from members, potential members and client entities that bSI and Chapters will act in a well-coordinated way and seek to leverage the benefits of the overall community.

This document is intended to provide a framework for bSI and Chapters to facilitate well-coordinated activities.

Activity and Influencing Requirements

BuildingSMART (International and Chapters) unique value proposition has at its core three essential elements:
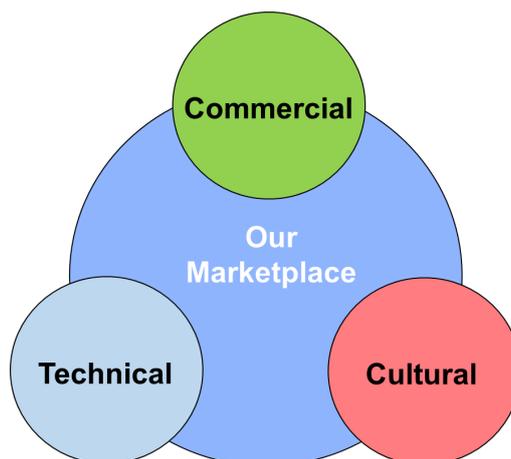
- Values of openness, neutrality and not for profit
- International reach
- Built assets industry technical expert community for data standards.

This creates a strong mandate centred on our technical expertise and track record. However with the increased demands for open BIM , the complexity of new solutions and the size of the industry we wish to impact mean that buildingSMART (as a whole) must extend its activities and influence to achieve our Vision and Goals.

As well as our internal Standards and Compliance focussed activities buildingSMART must have strong engagement activities with users and industry leaders. We need to influence, shape and assist the cultural and commercial changes needed if open BIM is to be adopted widely in our industries around the world.

bSI must provide well run core programs which sustain and maintain our technical standing and coordination. Chapters must have strong credibility with users and leaders in their territory in relation to current needs and change requirements.

The required increase in our overall sphere of influence is illustrated in the diagram below. Influencing the cultural and commercial environment is seen as largely an in-territory (therefore Chapter) activity. However bSI will have a supporting role.

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In considering the roles of bSI and Chapters we also need to organise ourselves in a way which ensures Chapters have a strong mandate from their user community for serving their <u>current</u> needs while working on <u>future</u> needs with bSI.

Role of bSI:

BuildingSMART International's role is to:

- Develop and implement a business strategy for buildingSMART as a whole with the objective of achieving the Vision and Goals.
- Set up a team of professional staff to lead the business growth and transformation of buildingSMART to meet the open BIM needs of the built asset industry.
- Provide leadership and organisation for the operation of the three core programs: Standards, Compliance and User.
- Set up a Chapter Services organization and provide operational guidance for Chapters
- 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.
- Lead and support an international marketing, communications and senior influencer engagement.
- Establish a membership framework and rules appropriate to bSI and chapter requirements.

Chapters

Chapters are expected to support and actively participate in the core programs and to take a series of in territory initiatives. A list of potential activities is shown below.

The manner in which each Chapter responds will be determined by the specific circumstances of the Chapter's territory. It is not anticipated that there will be a uniform approach.

Leadership
- Take responsibility for a country or language area.
- Support advanced implementation of cultural, commercial and technical processes to enable benefits for the built asset economy.
- Generate support at the highest level of government, academic and business leadership.

Engagement and Deployment
- Develop and maintain a dynamic set of user forums.
- Ensure relevance of our activities and engagement with real users today, whatever their stage of open BIM expertise or implementation.
- Provide active channels to feed issues into and disseminate solutions from buildingSMART International's programs.
- Encourage and develop a positive and growing momentum to support open BIM.
- Work with other organisations who share our objectives.

Localisation
- Develop territory specific best practice guides
- Identify technical functionality requirements for today's needs and promote these within the bSI Standards and/or Compliance programs.
- ...similarly for education and training needs
- ...similarly for certification and verification needs
- Deploy within the geography new standards developed internationally and required locally, taking care to adapt such standards so that they are fit for purpose within the local industry.

Advanced Solutions & International Harmonisation

Participate as a consumer and leader in buildingSMART International programs.

Standards Program
- To encourage appropriate technical and commercial experts and companies to commit resources into the International Standards program for the development of advanced solutions and new standards.
- To elevate from those leading technical and commercial organisations and activities such advanced open BIM needs.

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- To engage the appropriate persons and national organisations such that new standards advanced to bSI for ISO or CEN receive the necessary support from the international community.
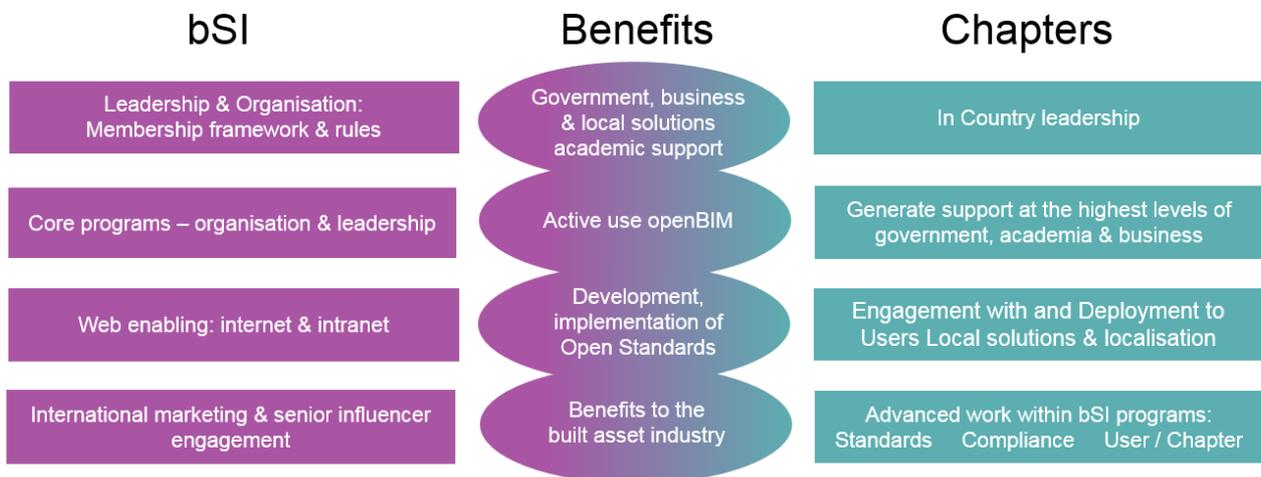
Compliance Program
- Encourage appropriate technical and commercial experts and companies to commit resources into the International Standards program for the development of compliance benchmarks and minimum requirements.
- Elevate from those leading technical and commercial organisations and activities such advanced open BIM compliance benchmarks and minimum requirements needs.
- Respect bSI role as the assurance body for the bSI Compliance program schemes and promote their use.

User / Chapter Program
- Engage in knowledge and best practice sharing covering technical, commercial and cultural change and leadership requirements.
- Participate formally in international forums for the successful development and running of buildingSMART.

In Summary

Coordinated roles:
Accelerating Benefits

bSI	Benefits	Chapters
Leadership & Organisation: Membership framework & rules	Government, business & local solutions academic support	In Country leadership
Core programs – organisation & leadership	Active use openBIM	Generate support at the highest levels of government, academia & business
Web enabling: internet & intranet	Development, implementation of Open Standards	Engagement with and Deployment to Users Local solutions & localisation
International marketing & senior influencer engagement	Benefits to the built asset industry	Advanced work within bSI programs: Standards Compliance User / Chapter

Annex 2: Chapter Agreement
Tables below outline role options / expectations of Chapters

In Country Leadership

Entity	Description	Developing Chapter Role	Full Chapter Role	Details
Engage industry & government	Speaking Writing Teaching	Optional	Expected Reflect country interests	Influence industry Influence academia Influence government
User Forums	Engage users Forums twice yearly	Expected Reflect country interests	Expected Reflect country interests	Industry experts Interested users Fundraising for chapter Example: BIMForum USA
In Country Solutions	Develop Best Practice Guides Reflect in country practice	Expected Reflect country interests	Expected Reflect country interests	Work with universities Work with industry associations Coordinate with bSI
In Country Compliance	Develop local compliance stds Future: compliance testing	Expected Reflect country interests	Expected Reflect country interests	In country compliance stds Future revenue to chapter Example: LEED USA

International Leadership

Entity	Description	Developing Chapter Role	Full Chapter Role	Details
International Council	bSI governing body Meets yearly	Chair, 2nd Observer status	Chair, 2nd 1 vote	Review bSI activity Approve bSI Strategy Nominate & elect Board
Board	bSI Leadership between IC meetings Meets quarterly	Not eligible	Eligible	Up to 9 members Nominated by full chapters Elected by IC
Management Executive	Support bSI CEO Meets weekly	Optional	Expected Support 1 nominee	Extend reach of CEO Support daily bSI work
Chapter Leader Forum	Virtual meeting with CEO Chapter Chairs & 2nds Meets quarterly	Chair, 2nd	Chair, 2nd	CEO briefing Chapter discussion
Chapter Services	Working level contact bSI to Chapters Meets as needed	Expected 1 representative	Expected 1 representative	Coordinate meetings Coordinate activities

International Standards

Entity	Description	Developing Chapter Role	Full Chapter Role	Details
Standards Committee	Standards Governance Meets quarterly	Expected 1 member	Expected 2 members	Oversee standards process Direct SCE Vote to accept projects Vote to approve projects
Rooms	Broad interest groups Shared desire to improve Meets virtually & in person	Optional 1 member Reflect chapter interests	Expected 4 members minimum Rooms or Working Groups	Exchange information Identify improvements Sponsor Working Groups
Working Groups	Created by Rooms Address specific issues Meets virtually & in person	Optional 1 member Reflect chapter interests	Expected 1 member each in minimum of 4 Rooms or Working Groups	Undertake Standards projects Deliver problem solutions
Technical Room	Standards Program support Compliance Program support Meets virtually & in person	Expected 1 member	Expected 1 member	Support standards development Advise Standards Committee
Room & Working Group Steering Committees	Standards, Compliance & User Programs Meets virtually & in person	Optional 1 member Reflect chapter interests	Expected 2 members minimum Steering Committees Rooms or Working Groups	Organize discussions Identify common problems Organize projects Identify project sponsors

International Users

Entity	Description	Developing Chapter Role	Full Chapter Role	Details
International User Group	Organize User Forums In-country & international Meets virtually & in person	Optional 1 member Reflect chapter interests	Expected 1 member	Listen to users Develop problem solutions Attract new members

International Compliance

Entity	Description	Developing Chapter Role	Full Chapter Role	Details
Compliance Program Committee	Develop Compliance strategy Meets virtually & in person	Optional 1 member Reflect chapter interests	Expected 1 member	Continue software compliance Develop BIM compliance Develop people compliance