

Document id	Title	Organisation /Author	Date	Status
Bylaws	Bylaws	bS Nordic /Bengt Kalderen	23/08/10	Issued

Bylaws

1. Name and Domicile

The name of the association is buildingSMART Nordic. The place of domicile of the association is the city of Copenhagen, Denmark.

2. Purposes and activities

The buildingSMART Nordic is an independent association, not owned by anybody (the association owns itself).

Contribute to sustainable built environment through SMARTER information sharing and communication using open international standards in the building and construction sector, private and public.

The purposes of buildingSMART Nordic shall be to:

Develop, in cooperation with other buildingSMART chapters, an industry-wide framework to enable and encourage information sharing and interoperability within the building sector;

(b) Develop and administer, in cooperation with other buildingSMART chapters, a certification process to effectuate the goals above;

(c) Further the Nordic tradition for classification and standardisation in the building sector;

(d) Ensure that the development of IFC as far as possible takes into account standards which are already in use within the building sector or are under development, e.g. national and international classification systems;

(e) Provide a forum for members to work together on technical and marketing programs to advance the buildingSMART standards for information sharing.

- Develop and maintain open international standards for Building Information Modeling (Open BIM)
- Accelerate market assimilation of interoperability through successful sustainable projects
- Provide networking opportunities, specifications and written guidance.
- Resolve high cost problems that hinder data sharing.
- Extend buildingSMART processes and technology to the whole built environment, over its lifecycle, and encompassing leadership, production, facilities management and engineering maintenance

To promote the aforesaid purposes, buildingSMART Nordic shall take any appropriate means which are not contrary to the law or inconsistent with these bylaws.

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The association does not pay out any dividend or other goods to its members.

3. Members

Any national or regional association, foundation or other not-for-profit entity sharing the purposes of buildingSMART Nordic and accepting these by-laws can apply to the buildingSMART Nordic Board of Directors to enter into a membership to represent such national region as a national buildingSMART Forum.

The Board of Directors determines, in its sole and absolute discretion, if membership of the new entity as a buildingSMART Nordic Member is in the best interests of buildingSMART Nordic and its Members.

4. Termination of Membership

A Member may terminate its membership by giving a written notice to the Board of Directors at least ninety (90) days prior to the intended termination date.

A membership shall be subject to immediate termination in the event the Member does not pay, on a timely basis, all dues and other financial obligations to buildingSMART Nordic, or when a Member fails to fulfill conditions for the membership stated in these by-laws, or when a Member is acting contrary to the purposes of the buildingSMART Nordic.

Such termination may be effected only by a two-thirds (2/3) vote of the entire Board of Directors at a duly called and convened Board Meeting. Prior to such Board Meeting, the affected Member shall receive a thirty (30) days written notice from buildingSMART Nordic. The decision of the Board of Directors in this regard shall be conclusive.

5. Membership Fees

Each Member will pay an annual fee to the buildingSMART Nordic in an amount to be determined by the buildingSMART Nordic Annual Meeting.

6. Board of Directors

The Board of Directors of buildingSMART Nordic will be comprised of a Chairperson and at least five (5) other members. The term of office of the Board is between the Annual Meetings. The Chairperson and Board Members are elected each year in the buildingSMART Nordic Annual Meeting.

The Board shall elect among itself a Vice Chair, Treasurer/Business Manager and Secretary/Technical Coordinator, and other officers as deemed necessary.

The Nordic Board of Directors shall meet during the fiscal year at such time and place as the Chairperson of the Board, or in his absence the Vice Chair, may designate. Notice and a preliminary agenda of a meeting of the Board of Directors shall be mailed to each Director at least fourteen (14) days prior to the meeting date. Other meetings of the Board of Directors may be called by a majority of the Directors. Such call shall set forth the time, place and purpose of the meeting and shall be mailed to the Board of Directors

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at least thirty (30) days prior to the meeting date.

At all Board of Directors' meetings the majority of directors, including the Chairperson or Vice Chair, either present or represented by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the Directors present at a meeting shall be the act of the Board of Directors unless the vote of a greater number is required by these By-laws. When equal votes are given, the vote of the Chairperson shall decide, except in elections, where a lot will decide.

Directors, not being able to attend a meeting may deliver their votes using proxies. Proxies shall be announced to the board of Directors prior to the start of the meeting.

The board of Directors shall also elect or appoint representatives to international buildingSMART meetings.

7. Signing the name of buildingSMART Nordic

The Chairperson and Treasurer/Business Manager, each alone, may sign the name of buildingSMART Nordic.

8. Fiscal Year and Auditing

The fiscal year of buildingSMART Nordic shall be January 1 through December 31.

The financial statement with accounting records and the annual report shall be given to the Auditors at least three (3) weeks prior to the Annual Meeting. The Auditors shall give a written statement to the Board of Directors at least two (2) weeks prior to the Annual Meeting.

9. Meetings of buildingSMART Nordic

The official annual meeting shall be at such time and place as the Board of Directors decide, but no later than April 30th each year.

Other Meetings of buildingSMART Nordic shall be called by a decision of a buildingSMART Nordic Meeting, or by a decision of the Board of Directors; Meeting of buildingSMART Nordic may be requested by at least one third of the Members, in which case the Meeting shall be held within thirty (30) days of receiving a written request to the Board of Directors.

Notice and a preliminary agenda of a Meeting of buildingSMART Nordic shall be mailed to each Member at least fourteen (14) days prior to the meeting date.

At all Meetings of buildingSMART Nordic, each Member shall have one vote. The majority of all Members, either present or represented by proxy, shall constitute a quorum. If a quorum is present, the affirmative vote of a majority of the members present or represented at a meeting shall be the act of the buildingSMART Nordic, unless the vote of a greater number is required by these By-laws.

Members, not being able to attend a meeting may deliver their votes using proxies. Proxies shall be announced to the Board of Directors prior to the start of the meeting.

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When equal votes are given, the vote of the Chairperson of the Meeting shall decide, except in elections, where a lot will decide.

The Board of Directors can appoint a observatory status for the purpose of attending meetings to any national or regional association, foundation or other not-for-profit entity sharing the purposes of buildingSMART Nordic and accepting these by-laws

10. Annual Meeting

The Annual Meeting of buildingSMART Nordic shall cover at least:

- Presenting financial statement, annual report and auditors' statement.
- Adopting financial statement and approval of the actions.
- Adopting budget and action plan
- Election of the Chairperson of the Board and other Board Members
- Election of two (2) auditors and their two (2) deputies

In case when a Member wants to have an item on the agenda of Annual Meeting, a written request shall be given to the Board of Directors in due time for the item to be included in the notice of the Meeting.

The Annual Meeting shall elect at least two Board Members nominated by each Member, if so requested.

11. Amendments

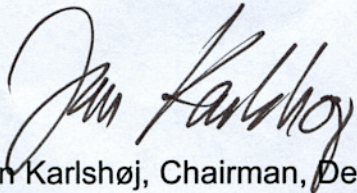
These by-laws may be amended or repealed or new by-laws adopted by a two-thirds (2/3) vote of a Meeting of buildingSMART Nordic at a duly called and convened meeting at which a quorum is present; provided, however, that the proposal for the amendments have been mailed to each member at least thirty (30) days prior to the meeting date.

12. Dissolution or abolishment of buildingSMART Nordic

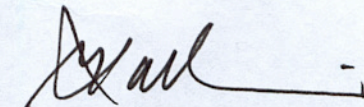
Dissolution of the buildingSMART Nordic shall be decided by a two-thirds (2/3) vote of a Meeting of buildingSMART Nordic at a duly called and convened meeting at which a quorum is present. Upon dissolution or abolishment, the Board of Directors shall call for a termination meeting where decisions on what to do with funds and other assets of buildingSMART Nordic shall be made.

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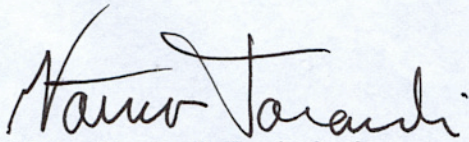
Copenhagen August 23, 2010



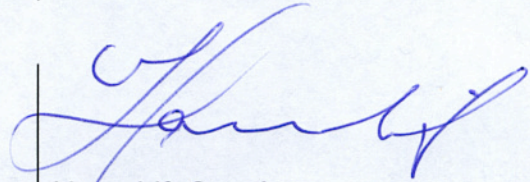
Jan Karlshøj, Chairman, Denmark



Bengt Kalderén, Business Manager,
Denmark



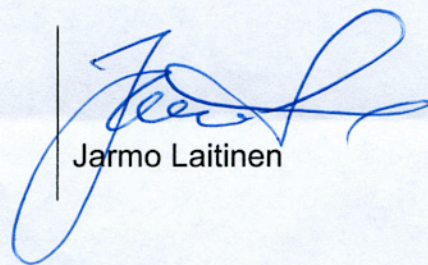
Väino Terandi, Technical
Coordinator, Sweden



Hans Lif, Sweden



Tomi Henttinen, Finland



Jarmo Laitinen