

# Code of Ethics

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## 1. Foreword

The purpose of the Code of Ethics is to set out the statutes of the SBA association and cannot replace the latter.

## 2. Aim and tasks

The Smart Buildings Alliance for Smart Cities – SBA – aims to pool the various approaches (BMS, energy/infrastructure and IT) by working on, promoting and developing technical solutions within the context of the market for the active management of buildings and real estate properties for customers and the downstream sector.

The objectives of this association are generally to:

- **Offer** solutions and not methods for the active management of buildings or real-estate properties,
- **Promote and communicate the work** of the SBA and its members to instructing parties and public or private users such as local authorities and key private or parapublic customers,
- **Federate** the players of the SBA and organise the convergence of the three divisions (BMS, Energy/Infrastructure and IT),
- **Offer the best “standard” architectures** (specifications) for technical building systems depending on the various types of buildings: make it possible to federate several heterogeneous systems, while providing greater comfort to users and improved management for operators, in addition to achieving the energy savings expected in the new Grenelle 2 Act,
- **Design optimised architectures** for a connected building thereby providing the best energy management and eventually the ability for smooth integration within an eco-district and in general for the production of service-generating data,
- **Carry out a technology watch** through working groups which rely on commissions,
- **Offer reference frameworks** and descriptions which can be incorporated into specifications or which may lead to **labels** accredited and validated by certifying bodies, via innovative architectures acknowledged in France and in Europe.

It is expressly specified that all clauses of this Code of Ethics are intended, in accordance with the association’s aims, to establish technical reference frameworks for optimum and quick use of the entire technical information regarding the buildings and real-estate properties. These reference frameworks will be offered to any economic operator wishing to use them. The association and its members would like to promote these reference frameworks for economic operators as well as political players (such as representatives of the government, local authorities and administrations), with a view to their possible labelling by said players.

It is expressly reminded that the aims and objective of the association and its members are not economic in nature.

### **3. Commitment principles**

In connection with their membership of the SBA, members shall advocate and defend **the interoperability of the offered solutions**. Members accept to promote the **Ready2Services reference framework** developed by the SBA, with both its internal and external contacts (e.g. customers, subcontractors and service providers). Members accept in particular to draw on the Ready2Services reference framework for the construction of their own solutions by wholly or partly incorporating elements thereof, as long as they are compatible with the members' specific policy.

**In accordance with Article 2**, technical **work and collaborative projects** are central to the SBA approach. As a result, each member

- accepts to work in a consortium with the other members insofar as a technical project is a collaborative one,
- shall appoint a dedicated representative for face-to-face meetings, especially for ordinary and extraordinary General Meetings of the association,
- undertakes to assign one or more technical contact person(s) to work in at least one of the SBA's commissions,
- agrees to take part in the commissions or collaborative working groups in which it is registered.

### **4. Operating guidelines**

#### *General organisation of the association*

The general organisation of the SBA follows the decision-making rules laid down in the statutes of the association, which specify the role, powers and operational procedures of the various bodies of the SBA, i.e. the ordinary and extraordinary General Meetings, the Board of Directors and the Executive Committee.

The running of the association is organised around several thematic commissions:

- Marketing and communication commission,
- Ready2Services commission,
- Ready2Grid commission,
- Building as a Service commission,
- Smart Data commission,
- BIM commission,
- Asset valuation commission,
- Smart Buildings for Smart Cities commission,
- Trades commission,

- Institutions commission.

Each commission has a specific roadmap with the goal of providing regular feedback.

A quarterly meeting allows each commission to present the result of its work to all members as well as guests.

#### *Scheme and procedure for contribution by members*

Each member of the SBA shall do its best to take part in at least one thematic commission or one collaborative working group. Any member of the SBA can submit a proposal to the Board of Directors for a new commission, a new project or collaborative working group. The proposal shall be admissible as long as it brings together at least 4 members of the association.

The commissions and collaborative working groups shall be headed by a lead member selected from amongst its members. This lead member shall be tasked with reporting to the Board of Directors at least once per year. The secretary for the commission meetings and work group meetings shall be selected from amongst the representatives of the association in order to assist the lead member in his or her responsibilities and share the work load. The minutes of the meetings and/or the statements of the decisions drawn up by the representatives of the association shall be transmitted to the Board of Directors as the work progresses.

In order to guarantee the involvement of each member and so as not to overburden the members of the association's Executive Committee, an Executive Committee member cannot be the lead member of a commission or a working group. The Executive Committee member shall naturally take part in the work on behalf of his or her company or organisation.

Any participating member who represents the SBA in an external working group, such as in a professional organisation or any other official body, shall inform the SBA about the work of the group by transmitting reports to the Board of Directors within the timeframe of two weeks following the meeting.

#### *Management and control of promotion and communication*

The promotion and communication of the SBA shall be led by the Marketing and Communication Commission. The Commission can appoint a member to represent the SBA and communicate on specific themes during events.

The member representing the SBA shall only speak on behalf of the association and may only mention the name of its company or member organisation in a presentation of its professional identity and on a CV. The presentation and communication material must comply with the SBA graphical charter and shall only bear the association's logo. Its communication shall also be signed as a member and representative of the SBA.

Any member representing the SBA at an event shall prepare and transmit within weeks of the event a report of its involvement and/or participation for the Commission, which shall then decide and manage the access and/or dissemination to all SBA members.

#### **5. Trademark and reference frameworks**

The SBA trademark and its reference frameworks – Ready2Service, etc. – are the property of the SBA association.

The SBA trademark is separate from the reference frameworks drawn up by the SBA, the acquisition of which, related to the characteristics of a proposed solution or product offering, is therefore independent from the status of a member of the association.

The trademark may be used by all SBA members which have paid their fees on any type of communication material (letter, brochure, business card, website, etc.) provided that the logo is conforming. The use by its members of the SBA logo indicates that this member belongs to the association but does not reflect the SBA's positions. The assignment of intellectual property rights in the trademark shall be officially recorded by separate deeds for each member of the association.

#### **6. Confidentiality**

The members of the Smart Buildings Alliance for Smart Cities association are bound by the utmost secrecy and confidentiality regarding all information that comes to their knowledge in connection with their duties or tasks within the association. This duty of confidentiality shall also apply to reports of the work carried out by the commissions before disclosure or publication by the SBA.

#### **7. Industrial property**

The work of the members within the SBA's Commissions shall not result in any transfer of ownership or any assignment of rights or granting of an operating or use license in relation to the transmitted information. Members who receive information shall not be entitled to claim any right of former personal possession thereon as stipulated in Article L 613-7 of the French Intellectual Property Code.

The ownership and use of the results obtained from the work of the SBA members, either individually or on a partnership basis, shall, where necessary, be settled on a case-by-case basis by a special agreement negotiated and entered into between the members involved. Said agreement shall promote a broad use of the technologies and results obtained further to jointly performed work.

The SBA association is also bound by these confidentiality obligations. The SBA shall refrain from making any disclosures pertaining to the work of its members without their written consent.

## 8. Competition law

The companies and organisations which are members of the SBA are subject to competition laws and rules and must therefore comply therewith in their activities within the association. The meetings held within the association must not be used as opportunities to address issues that do not comply with competition law or to enter into anti-competition agreements.

To this end, the representatives of the association and its members undertake to not exchange any confidential and/or strategic information, including (but not limited to) economic information concerning prices, price reductions, volumes, costs; individual information; technical information considered strategic due to its nature and/or confidentiality. These commitments shall be fulfilled during meetings within the association and more generally, in connection with its operation.

The representatives of the association and its members undertake to comply with the rules reminded below (non-exhaustive list) and shall refrain from any action which intentionally or unintentionally breaches said rules. Therefore, it is reminded that Article L. 420-1 of the French Commercial Code stipulates that:

*“Common actions, agreements, express or tacit undertakings or coalitions, particularly when they are intended to:*

*1° Limit access to the market of free exercise of competition by other businesses;*

*2° Prevent price fixing by market forces by artificially encouraging the increase or reduction of prices;*

*3° Limit or control production, opportunities, investments or technical progress;*

*4° Share out the markets or sources supply,*

*shall be prohibited even through the direct or indirect intermediation of a company in the group established outside of France, when they have the aim or may have the effect of preventing, restricting or distorting free competition in a market.*

It is expressly reminded that each member is responsible for its own sales policy and shall be entirely free to carry out said policy.

The association shall not give any directive and/or instruction to its members in any way.

Moreover, during its meetings, the association undertakes to:

- Draw up an agenda
- Not address sensitive topics and, more generally, to immediately stop any initiative to address such a topic
- Have all participants sign the attendance roll (including its own representatives)
- Systematically and all things considered ensure that one of its representatives attends each meeting
- Prepare a report of each meeting and keep all the documents distributed in whatever way (slides, paper, other, etc.).

If there is the slightest doubt, the representatives of the association and their members agree to call on their legal departments and/or usual legal counsels.

**9. Amendment of the Code of Ethics**

This Code of Ethics may be supplemented or amended by decision of the Executive Committee. These modifications must be approved by a simple majority of the members present or represented, in an ordinary or extraordinary General meeting.

Date  
Company/organisation

Signature  
Name