Financial Statements of

THE LAW SOCIETY OF MANITOBA

March 31, 2016



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INDEPENDENT AUDITOR'S REPORT

To the Members of The Law Society of Manitoba

We have audited the accompanying financial statements of The Law Society of Manitoba, which comprise the statement of financial position as at March 31, 2016, and the statements of operations and changes in equity of the General Fund, Reimbursement Fund, Professional Liability Claims Fund, Education and Competence Program Fund, and Endowment and Trust Funds and cash flows for the year then ended and the notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion the financial statements present fairly, in all material respects, the financial position of The Law Society of Manitoba as at March 31, 2016, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Chartered Accountants

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June 30, 2016 Winnipeg, Manitoba

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THE LAW SOCIETY OF MANITOBA Statement of Financial Position As at March 31, 2016

						201	6							
	Professional Education Liability Competer		Education and Endowment Competence and Program Trust			and Trust	nt Total			2015 Total				
ASSETS														
Cash and term deposits	\$	2,888,173	\$	-	\$	-	\$	-	\$	-	\$	2,888,173	\$	2,863,799
Funds held in trust		551,585		-		-				-		551,585		539,474
Accounts and accrued interest receivable		305,282		889		43,532		1,448		-		351,151		303,764
Due from The Manitoba Law Library Inc.		954,479						<u>-</u>		-		954,479		1,223,261
Prepaid expenses		41,988		48,436		250,363		6,550		<u>-</u>		347,337		443,481
Investments (Note 4)		984,346		334,135		16,361,310		544,328		5,000		18,229,119		17,841,697
Deferred charge - pension plan (Note 9)		3,479,000		-		-		-		-		3,479,000		3,830,979
Capital assets (Note 5)		198,207		-		-						198,207		190,693
	\$	9,403,060	\$	383,460	\$	16,655,205	\$	552,326	\$	5,000	\$	26,999,051	\$	27,237,148
LIABILITIES AND FUND EQUITY														
Accounts payable and accrued liabilities	\$	386,012	\$	84	\$	4,133	\$	137	\$	-	\$	390,366	\$	415,928
Funds held in trust	•	551,585	•	_	·	-	•	_	·	-	·	551,585	·	539,474
Fees and assessments paid in advance		1,838,738		488,750		558,698		338,112		-		3,224,298		2,924,563
Reserve for outstanding professional liability		, ,		•		•		,				, ,		
claims and associated costs (Note 6)		-		-		6,882,000		-		-		6,882,000		6,882,000
Due to (from) other funds		3,613,578		(1,464,220)		(1,838,966)		(307,474)		(2,918)		, , , <u>.</u>		
		6,389,913		(975,386)		5,605,865		30,775		(2,918)		11,048,249		10,761,965
Fund equity														
General Fund		3,013,147		_		_		-		-		3,013,147		3,542,007
Reimbursement Fund (Note 7)		-		1,358,846		-		-		-		1,358,846		979,416
Professional Liability Claims Fund (Note 6)		_		-		11,049,340		-		-		11,049,340		11,474,012
Education and Competence Program Fund		_		-		•		521,551		-		521,551		471,875
Endowment and Trust Funds								-				•		•
Billinkoff Loan Fund		-		-		-		-		2,188		2,188		2,188
Crawford Scholarship and Prize Fund		-		-		-		-		5,730		5,730		5,685
		3,013,147		1,358,846		11,049,340		521,551		7,918		15,950,802		16,475,183
	\$	9,403,060	\$	383,460	\$	16,655,205	\$	552,326	\$	5,000	\$	26,999,051	\$	27,237,148

ON BEHALF OF THE BENCHERS

THE LAW SOCIETY OF MANITOBA

Statement of General Fund Operations and Changes in Equity

	2016	2015
REVENUE	2010	2013
Annual fee		
Practicing	\$ 3,411,585	\$ 3,296,595
Non-Practicing	28,100	27,600
Administration fees	85,637	82,611
Costs recovered	39,825	67,119
Investment income	66,240	167,124
Other income	151,126	119,115
	3,782,513	3,760,164
EVDENOGO		
EXPENSES Resilding appration and maintenance	444 240	120 474
Building operation and maintenance	144,210	129,474
Catering Custodial fees	77,650 76,824	51,815 100,279
Depreciation	6,523	17,444
Honoraria	10,531	13,890
Library grant	650,000	500,000
Miscellaneous	1,376	1,271
Office and sundry	55,959	66,749
Other grants and prizes	222,387	223,272
Other services	16,608	15,220
Professional development and training	16,786	15,614
Professional fees	155,068	146,737
Prosecution and investigation	33,965	41,685
Publications	13,017	39,542
Salaries and benefits	2,482,946	2,809,241
Service fees	3,379	4,316
Technology	34,974	41,115
Telecommunications	13,610	14,981
Travel	118,581	160,063
Recovery of administrative charges	(525,000)	(825,000)
	3,609,394	3,567,708
EXCESS OF REVENUE OVER EXPENSES BEFORE UNDERNOTED	173,119	192,456
WRITEDOWN OF AMOUNT DUE FROM MANITOBA LAW LIBRARY	(350,000)	-
(DEFICIENCY) EXCESS OF REVENUE OVER EXPENSES	(176,881)	192,456
FUND EQUITY, BEGINNING OF YEAR	3,542,007	2,420,275
PENSION REMEASUREMENT	(351,979)	929,276
FUND EQUITY, END OF YEAR	\$ 3,013,147	\$ 3,542,007

THE LAW SOCIETY OF MANITOBA Statement of Reimbursement Fund Operations and Changes in Equity

	2016		2015
REVENUE			
Annual assessments	\$ 1,003,564	\$	699,277
CLIA Surplus Rebate	71,645	•	-
Grant from Manitoba Law Foundation	167,692		192,362
Investment Income	7,179		43,570
	1,250,080		935,209
EXPENSES	400.000		0.000
Claims	129,330		9,800
Insurance	174,321		171,365
Miscellaneous	2,829		983
Professional development and training	5,267		5,634
Professional fees	1,317		1,383
Other services	2,893		-
Prosecution and investigation	14,181		13,037
Rent	37,200		37,200
Salaries and benefits	465,841		470,637
Technology	1,259		2,264
Telecommunications	2,296		2,292
Travel	8,916		15,817
Administrative expenses	25,000		175,000
	870,650		905,412
EXCESS OF REVENUE OVER EXPENSES	379,430		29,797
FUND EQUITY, BEGINNING OF YEAR	979,416		949,619
FUND EQUITY, END OF YEAR	\$ 1,358,846	\$	979,416

THE LAW SOCIETY OF MANITOBA Statement of Professional Liability Claims Fund Operations and Changes in Equity

	 2016	2015
REVENUE		
Insurance premiums paid by members	\$ 2,245,828	\$ 2,248,509
CLIA Surplus Rebate	551,993	395,724
Investment income	352,134	2,014,044
	3,149,955	4,658,277
EXPENSES		
Administrative expenses	475,000	475,000
Claims paid (Note 8)	910,494	800,525
Counsel fees (Note 8)	559,972	511,531
Insurance	970,213	998,594
Library grant	24,000	30,000
Miscellaneous	1,853	3,578
Office and sundry	10,066	2,386
Professional fees	137,086	136,790
Publications	2,110	2,039
Salaries and benefits	478,978	435,416
Travel	4,855	1,806
	3,574,627	3,397,665
(DEFICIENCY) EXCESS OF REVENUE OVER EXPENSES	(424,672)	1,260,612
FUND EQUITY, BEGINNING OF YEAR	11,474,012	10,213,400
FUND EQUITY, END OF YEAR	\$ 11,049,340	\$ 11,474,012

THE LAW SOCIETY OF MANITOBA Statement of Education and Competence Program Fund Operations and Changes in Equity

		2016		2015
REVENUE				
Legal education assessment	\$	602,085	\$	549,432
Student admission fees	•	5,567	*	5,800
Call fee		58,650		51,175
Legal education programs		343,187		424,248
CPLED fees		225,075		223,370
Grant from Manitoba Law Foundation		167,692		192,362
Investment income		11,695		70,979
Material sales		30,031		33,806
Other Income		3,640		6,048
		1,447,622		1,557,220
		_		
EXPENSES				
Administrative expenses	\$	25,000	\$	175,000
Call ceremony		9,604		8,442
Catering		39,543		30,153
Curriculum development		59,354		54,053
Honoraria		64,840		68,996
Miscellaneous expense		887		1,746
Office and sundry		33,607		22,084
Professional development and training		6,049		5,111
Professional fees		42,115		85,096
Publications		25,558		50,057
Rent		3,426		2,400
Salaries and benefits		998,819		880,887
Service fees		14,008		10,541
Technology		12,080		9,862
Telecommunications		2,307		2,744
Travel		60,749		56,257
		1,397,946		1,463,429
EXCESS OF REVENUE OVER EXPENSES		49,676		93,791
FUND EQUITY, BEGINNING OF YEAR		471,875		378,084
FUND EQUITY, END OF YEAR	\$	521,551	\$	471,875

THE LAW SOCIETY OF MANITOBA Statement of Endowment and Trust Funds Operations and Changes in Equity

	 2016	2015
FRANK BILLINKOFF LOAN FUND		
FUND EQUITY, BEGINNING OF YEAR	\$ 2,188	\$ 2,188
FUND EQUITY, END OF YEAR	\$ 2,188	\$ 2,188
MARGARET HYPATIA CRAWFORD SCHOLARSHIP Investment income	\$ 45	\$ 65
EXCESS OF REVENUE OVER EXPENSES	45	65
FUND EQUITY, BEGINNING OF YEAR	5,685	5,620
FUND EQUITY, END OF YEAR	\$ 5,730	\$ 5,685

THE LAW SOCIETY OF MANITOBA

Statement of Cash Flows

	2016	 2015
OPERATING ACTIVITIES		
Excess (deficiency) of revenue over expenses:		
General Fund	\$ (176,881)	192,456
Reimbursement Fund	379,430	29,797
Professional Liability Claims Fund	(424,672)	1,260,612
General Education and Competence Program Fund	49,676	93,791
Endowment and Trust Funds	45	65
Items not affecting cash:		
Depreciation	6,523	17,444
Current year net investment income	(387,422)	(2,230,568)
Net change in non-cash working capital	591,712	179,026
	38,411	(457,377)
INVESTING ACTIVITIES		
Sales of investments	-	1,000,000
Purchases of capital assets	(14,037)	(8,364)
	(14,037)	991,636
INCREASE IN CASH AND TERM DEPOSITS	24,374	534,259
CASH AND TERM DEPOSITS, BEGINNING OF YEAR	2,863,799	2,329,540
CASH AND TERM DEPOSITS, END OF YEAR	\$ 2,888,173	\$ 2,863,799

1. PURPOSE OF THE ORGANIZATION

The Law Society of Manitoba (the "Society") is a not-for-profit organization incorporated by a special act of the Manitoba Legislature. Its purpose is to uphold and protect the public interest in the delivery of legal services with competence, integrity and independence.

2. NATURE OF FUND BALANCES

The Law Society of Manitoba follows the restricted fund method of accounting and has established separate special purpose funds for the administration of specific programs.

General Fund

The purpose of the General Fund is to account for the general operations of the Society, including all property and equipment owned by the Society. Subsection 2(2) of The Legal Profession Act provides that in pursuing its purpose and carrying out its duties, the Society has all the powers and capacity of a natural person.

Reimbursement Fund

The Reimbursement Fund is continued under subsection 46(1) of The Legal Profession Act. The purpose of the Reimbursement Fund is to compensate claimants who have sustained pecuniary losses because of a member's or law corporation's misappropriation or wrongful conversion of the claimant's money or property.

Professional Liability Claims Fund

The Professional Liability Claims Fund is continued under subsection 45(2) of The Legal Profession Act. The purpose of the Claims Fund is to pay professional liability claims in accordance with the Act and the Law Society Rules.

Education and Competence Program Fund

The Education and Competence Program Fund was established for the purpose of regulating the admission of persons as students and their service under articles, providing instruction in law and regulating the call of persons to the Bar and the admission of solicitors. Subsection 3(2)(a) of The Legal Profession Act states that in pursuing its purpose, the Society must establish standards for the education, professional responsibility and competence of persons practicing or seeking the right to practice law in the province of Manitoba.

Endowment and Trust Funds

a) Frank Billinkoff Loan Fund

The Frank Billinkoff Loan Fund was established in 1957 by the late Frank Billinkoff as a revolving loan fund to be lent to deserving law students, without interest, to permit them to continue their studies in law.

2. NATURE OF FUND BALANCES (continued)

Endowment and Trust Funds (continued)

b) Margaret Hypatia Crawford Scholarship and Prize Fund

The Crawford Scholarship is a scholarship to the student with the highest standing in the final year at the Faculty of Law, University of Manitoba, and also awards prizes to the students with the second, third and fourth highest standings in the final year.

3. SIGNIFICANT ACCOUNTING POLICIES

The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies

a) Revenue recognition

Externally restricted contributions are deferred and recognized as revenue of the appropriate fund in the year which the related expenses are incurred.

Unrestricted contributions are recognized as revenue of the General Fund when received or receivable, if the amount to be received can be reasonably estimated and collection is reasonably assured.

Investment income is recognized as revenue of the appropriate fund when earned.

b) Capital assets

Capital assets are recorded at cost less accumulated depreciation, with the exception of the library and lockers, which are recorded at a nominal value and are not being depreciated. Depreciation on other assets is provided on a straight-line basis using the following rates:

Building 20 years Computer equipment and software 3 years Furniture and equipment 5 years

c) Foreign currency translation

All investments maintained in foreign currencies have been translated into Canadian dollars at the exchange rate in effect at March 31, 2016. Income from investments maintained in foreign currencies is translated at the month end spot rate for the month in which it is earned.

3. SIGNIFICANT ACCOUNTING POLICIES (continued)

d) Pension plan

The cost of the Society's defined benefit pension plan is determined periodically by independent actuaries. The actuarial valuation is based on the projected benefit method prorated on service (which incorporates management's best estimate of future salary levels, other cost escalation, retirement ages of employees and other actuarial factors). For the purpose of calculating the expected return on plan assets, those assets are valued at fair value. The Society recognizes:

- a) the defined benefit obligation, net of the fair value of any plan assets, adjusted for any valuation allowance on the balance sheet;
- b) the cost of the plan for the year; and
- c) remeasurements and other items directly in equity.

e) Financial instruments

Financial assets and financial liabilities are initially recognized at fair value when The Society becomes a party to the contractual provisions of the financial instrument. Subsequently, all financial instruments except investments are measured at amortized cost. Investments are measured at fair value.

Transaction costs related to financial instruments measured at fair value are expensed as incurred. Transaction costs related to the other financial instruments are added to the carrying value of the asset or netted against the carrying value of the liability and are then recognized over the expected life of the instrument using the straight-line method. Any premium or discount related to an instrument measured at amortized cost is amortized over the expected life of the item using the straight-line method and recognized in the statement of operations.

With respect to financial assets measured at cost or amortized cost, the Society recognizes in the statement of operations of the respective fund, an impairment loss, if any, when it determines that a significant adverse change has occurred during the period in the expected timing or amount of future cash flows. When the extent of impairment of a previously written-down asset decreases and the decrease can be related to an event occurring after the impairment was recognized, the previously recognized impairment loss shall be reversed in the statement of operations of the respective fund in the period the reversal occurs.

f) Use of estimates

The preparation of financial statements in conformity with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of the accrued pension benefit asset and obligation, and the reserve for outstanding professional liability claims and associated costs at the date of the financial statements. Actual results could differ from these estimates.

4. INVESTMENTS

Investments consist of certain guaranteed investments, stocks, and bonds, and are recorded at fair value. Certain of these investments and related earnings have been aggregated in one pool and are allocated amongst the funds. The year-end allocations are as follows:

	2016				2015	5
General Fund	\$	984,346	5.40%	\$	963,420	5.40%
Reimbursement Fund		334,135	1.83%		327,032	1.83%
Professional Liability Claims Fund	1	6,361,310	89.75%	1	6,013,488	89.75%
Education and Competence						
Program Fund		544,328	2.99%		532,757	2.99%
Endowment and Trust Funds		5,000	.03%		5,000	.03%
	\$1	8,229,119	100.00%	\$1	7,841,697	100.00%

5. CAPITAL ASSETS

_	2016							2015
_		Cost	Accumulated t Depreciation		N	et Book Value	N	et Book Value
Land	\$	186,000	\$	-	\$	186,000	\$	186,000
Building		917,135		(917,135)		-		-
Computer equipment and								
software		261,029		(254,893)		6,136		2,247
Furniture and equipment		198,777		(192,708)		6,069		2,444
Library and lockers		2		-		2		2
	\$	1,562,943	\$	(1,364,736)	\$	198,207	\$	190,693

6. PROFESSIONAL LIABILITY CLAIMS FUND CONTINGENT LIABILITY

The Society records claims of the Professional Liability Claims Fund by accruing a reserve for outstanding claims and associated costs at March 31, 2016. Management has set aside the sum of \$6,882,000 (2015 - \$6,882,000) as an offset against incurred liability reserves on reported claims. Investments with a market value of \$16,361,310 (2015 - \$16,013,488) are available to pay claims and expenses.

7. REIMBURSEMENT FUND CONTINGENT LIABILITY

Payment out of the fund is at the discretion of the governing body, the Reimbursement Fund Committee, or Society staff, within guidelines set by the governing body. Any claim payments which may occur will be accounted for in the year payment is approved.

8. CLAIMS PAID AND COUNSEL FEES

The claims paid and counsel fees reported in the Statement of Professional Liability Claims Fund are reported net of amounts recovered. The gross amounts are as follows:

	<u> 2016</u>	<u>2015</u>
Claims paid		
Total expenses	\$ 1,773,594	\$ 964,295
Recoveries	(863,100)	(163,770)
	\$ 910,494	\$ 800,525
Counsel fees		
Total expenses	\$ 580,841	\$ 550,688
Recoveries	(20,869)	(39,157)
	\$ 559,972	\$ 511,531

9. PENSION PLAN

The Society has a defined benefit pension plan, which covers substantially all employees. Pension benefits are based on length of service and final average earnings, and are partially indexed for inflation after retirement.

The Society measures its accrued benefit obligations and the fair value of plan assets for accounting purposes as at March 31 of each year. The most recent actuarial valuation of the pension plan for funding purposes was as of December 31, 2013 and these financial statements reflect the extrapolation of information to March 31, 2016. The next required valuation will be as of December 31, 2016.

Information about the Society's defined benefit plans is as follows:

	<u>2016</u>	<u>2015</u>
Change in fair value of plan assets:		
Balance at beginning of year	\$ 17,552,323	\$ 14,568,268
Employer contributions	637,561	918,718
Employee contributions	219,090	237,284
Actual return on plan assets	380,153	2,315,522
Benefits paid	(408,622)	(487,469)
Fair value, end of year	\$ 18,380,505	\$17,552,323

9. PENSION PLAN (continued)

Change in accrued benefit obligation:		<u>2016</u>		<u>2015</u>
Balance at beginning of year	\$	13,721,344		\$11,666,565
Current service cost	•	710,040		577,990
Interest cost on benefit obligation		720,371		612,495
Employee contributions		219,090		237,284
Benefits paid		(408,622)		(487,469)
Actuarial loss (gain) on accrued benefit obligation		(60,718)		1,114,479
Benefit obligation, end of year	\$	14,901,505		\$ 13,721,344
Funded status: Market value of plan assets, end of year Defined benefit obligation, end of year		18,380,505 14,901,505		\$ 17,552,323 13,721,344
Accrued benefit asset	\$	3,479,000		\$ 3,830,979
		(Percentaç 2016	ge c	of plan assets) 2015
Canadian equities		16%		17%
Foreign equities		44%		45%
Fixed income		34%		31%
Short term investments		6%		7%
Total		100%	,	100%
				004
		<u>2016</u>		<u>2015</u>
Defined benefit costs:				
Current service cost	\$	710,040	\$	577,990
Finance costs		(201,126)		(152,339)
Costs arising in the period	\$	508,914	\$	425,651
The significant assumptions used are as follows (weight	nted ave	erage):		
At beginning of period		<u>2016</u>		<u>2015</u>
Discount rate		5.25%		5.25%
Rate of compensation increase		4.50%		4.50%
Benefit costs for the year ended March 31				
Discount rate		5.25%		5.25%
Rate of compensation increase		4.50%		4.50%

10. MARKET, INTEREST RATE, CREDIT AND FOREIGN CURRENCY RISK

Market risk

Market risk is the risk of loss that results from fluctuations in equity prices, interest and exchange rates. The Society is exposed to market risk from its investing activities. The level of risk to which the Society is exposed varies depending on market conditions and the composition of the asset mix.

Interest rate risk

Interest rate risk refers to the adverse consequences of interest rate changes in the Society's cash flows, financial position, and income. This risk arises from differences in the timing and amount of cash flows related to the Society's assets and liabilities. The value of the Society's assets is affected by short-term changes in nominal interest rates and equity markets.

In accordance with the asset mix strategy updated in 2013, the Society has invested approximately 60% (2015 - 57%) of its investment assets in fixed income securities and 40% (2015 - 43%) in equities as at March 31, 2016. The returns on fixed income securities are particularly sensitive to changes in nominal interest rates. The effective interest rate earned by the Society on bonds and debentures for the current period ending March 31, 2016 was 3.55% (2015 - 3.36%).

The term to maturity and related market values of investments in short-term deposits, bonds and debentures held by the Society at March 31, 2016 are as follows:

	2016 Market <u>Value</u>	2015 Market <u>Value</u>
Less than one year	\$ -	\$ -
One to five years	1,092,614	1,752,861
Five to ten years	2,192,261	2,526,408
Greater than ten years	2,035,391	2,360,095
	\$ 5,320,266	\$ 6,639,364

Credit risk

Credit risk arises from the potential for an investee to fail or to default on its contractual obligations to the Society. At March 31, 2016 the Society's maximum credit risk exposure is equal to the market value of investments in short-term deposits, bonds and debentures. The Society's concentration of credit risk as at March 31, 2016 related to bonds and debentures is categorized among the following types of issuers.

10. MARKET, INTEREST RATE, CREDIT AND FOREIGN CURRENCY RISK (continued)

Type of Issuer	2016 Market <u>Value</u>	2015 Market <u>Value</u>
Government of Canada and Government of Canada guaranteed	\$ 1,735,748	\$ 2,180,069
Provincial and Provincial guaranteed	1,677,971	1,706,584
Municipal and Municipal guaranteed	-	288,081
Corporations	1,906,547	2,464,630
	\$ 5,320,266	\$ 6,639,364

The Society limits interest rate risk and credit risk by investing in bonds and debentures of investees that are considered to be high quality credits and by utilizing an internal Investment Policy Guideline monitoring process that requires the weighted average credit rating of bonds held in the portfolio to be rated A or better.

Foreign currency risk

Foreign currency exposure arises from the Society's holdings of investments denominated in foreign currencies. As at March 31, 2016 the Society's foreign currency exposure was \$5,325,334 (2015 - \$5,378,251). The Society does not use derivative instruments to reduce its exposure to foreign currency risk.