Financial statements of Association of Professional Engineers of Ontario

December 31, 2018

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Independent Auditor's Report

To the Members of Association of Professional Engineers of Ontario

Opinion

We have audited the accompanying financial statements of the Association of Professional Engineers of Ontario which comprise the balance sheet at December 31, 2018, and the statements of revenue, expenses and changes in net assets and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies (collectively referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association of Professional Engineers of Ontario as at December 31, 2018, 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.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards ("Canadian GAAS"). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Association of Professional Engineers of Ontario in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management and those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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.

In preparing the financial statements, management is responsible for assessing the Association of Professional Engineers of Ontario's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Association of Professional Engineers of Ontario or to cease operations, or has no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Association of Professional Engineers of Ontario's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian GAAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Canadian GAAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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 Association of Professional Engineers of Ontario's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Association of Professional Engineers of Ontario's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Association of Professional Engineers of Ontario to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Doitte LLP

Chartered Professional Accountants Licensed Public Accountants March 22, 2019

Association of Professional Engineers of Ontario

Statement of revenue, expenses and changes in net assets Year ended December 31, 2018

	Notes	2018 \$	2017 \$
Revenue			
P. Eng revenue		15,731,903	15,444,463
Application, registration, examination and other fees		6,966,526	6,450,742
Building operations	4	2,058,844	2,386,379
Advertising income		270,005	269,958
Investment income		64,460	287,341
		25,091,738	24,838,883
Expenses			
Staff salaries and benefits/retiree			
future benefits	9	11,778,442	11,742,284
Building operations	4	2,494,427	2,401,801
Purchased services		1,620,259	1,492,430
Amortization		1,210,440	1,280,598
Legal (corporate, prosecution and tribunal)		1,072,994	913,788
Engineers Canada		982,774	960,080
Computers and telephone		968,239	854,024
Occupancy costs	4	885,083	817,268
Chapters	13	817,850	887,498
Volunteer expenses		726,230	738,032
Transaction fees		544,817	536,201
Postage and courier		529,756	638,415
Contract staff		305,197	189,353
Consultants		235,196	459,679
Recognition, grants and awards Office supplies		141,498 134,263	178,010 132,120
Insurance		127,030	116,481
Printing		102,310	113,406
Advertising		99,268	156,729
Staff expenses		88,055	100,522
Professional development		86,057	120,985
		24,950,185	24,829,704
		,,	,,
Excess of revenue over expenses before			0.475
the undernoted		141,553	9,179
Council discretionary reserve expenses	8	18,472	34,967
Excess (deficiency) of revenue over expenses		123,081	(25,788)
Remeasurement and other items Net assets, beginning of year		934,800 16 004 555	80,755 16,039,588
Net assets, beginning of year Net assets, end of year		16,094,555 17,152,436	16,039,588
NEL ASSELS, EIIU UI YEAI		17,152,430	10,094,000

The accompanying notes are an integral part of the financial statements.

Association of Professional Engineers of Ontario

Balance sheet As at December 31, 2018

		2018	2017
	Notes		
	Notes	\$	\$
Assets			
Current assets			
Cash in interest bearing accounts		2,773,438	2,353,902
Marketable securities, at fair value		6,819,008	6,806,699
Accounts receivable		433,467	426,729
Prepaid expenses and deposits		404,162	389,089
Other assets		456,308	401,256
		10,886,383	10,377,675
Capital assets	3	34,615,613	35,078,815
		45,501,996	45,456,490
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	15	2,215,435	1,787,457
Fees in advance and deposits		9,250,525	9,048,378
Current portion of long-term debt	5	5,607,000	980,000
		17,072,960	11,815,835
Long-term			
Long-term debt	5	-	5,607,000
Employee future benefits	6	11,276,600	11,939,100
		28,349,560	29,361,935
Net assets	7	17,152,436	16,094,555
Total liabilities and net assets		45,501,996	45,456,490
Contingencies	16		

Contingencies

16

The accompanying notes are an integral part of the financial statements.

Approved by the Council

_____ Director

_____ Director

Association of Professional Engineers of Ontario

Statement of cash flows Year ended December 31, 2018

	Notes	2018 \$	2017 \$
Operating activities			
Excess (deficiency) of revenue over expenses Add (deduct) items not affecting cash		123,081	(25,788)
Amortization		2,208,919	2,232,686
Amortization - other assets		77,339	68,852
Employee future benefits expensed Change in unrealized losses (gains) on		1,222,000	1,218,555
marketable securities (Gains) Losses on disposal of marketable		181,017	(190,013)
securities		(24,005)	71,931
		3,788,351	3,376,223
Change in non-cash working capital items	10	608,314	107,844
		4,396,665	3,484,067
Financing activities Repayment of mortgage		(980,000)	(952,000)
Contributions to employee future benefit plans		(949,700)	(1,173,200)
		(1,929,700)	(2,125,200)
Investing activities Net change in marketable securities		(169,321)	(135,971)
Additions to capital assets		(1,745,717)	(249,576)
Additions to other assets		(132,391)	(68,743)
		(2,047,429)	(454,290)
Increase in cash		419,536	904,577
Cash, beginning of year		2,353,902	1,449,325
Cash, end of year		2,773,438	2,353,902

The accompanying notes are an integral part of the financial statements.

1. Nature of operations

The Association of Professional Engineers of Ontario ("PEO") was incorporated by an Act of the Legislature of the Province of Ontario. Its principal activities include regulating the practice of professional engineering, and establishing and maintaining standards of knowledge, skill and ethics among its members in order to protect the public interest. As a not-for-profit professional membership organization, it is exempt from tax under section 149(1) of the Income Tax Act.

2. Significant accounting policies

These financial statements have been prepared in accordance with Canadian accounting standards for not-for-profit organizations and reflect the following accounting policies:

a) Financial instruments

PEO initially recognizes financial instruments at fair value and subsequently measures them at each reporting date, as follows:

<u>Asset/liability</u>	<u>Measurement</u>
Cash and marketable securities	Fair value
Accounts receivable	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Long-term debt	Amortized cost

Financial assets measured at amortized cost are assessed at each reporting date for indications of impairment. If such impairment exists the financial asset shall be written down and the resulting impairment loss shall be recognized in the statement of revenue, expenses and changes in net assets for the period.

Transaction costs are expensed as incurred.

b) Hedge accounting

PEO entered into an interest rate swap in order to reduce the impact of fluctuating interest rates on its long-term debt. The policy of PEO is not to enter into interest rate swap agreements for trading or speculative purposes.

The interest rate swap held by PEO is eligible for hedge accounting. To be eligible for hedge accounting, an instrument must meet certain criteria with respect to identification, designation and documentation. In addition, the critical terms of the derivative financial instrument must match the specific terms and conditions of the hedged item. The fair value of derivative instruments eligible and qualifying for hedge accounting is generally not recognized on the balance sheet. Gains and losses on such instruments are recognized in the statement of revenue, expenses and changes in net assets in the same period as those of the hedged item.

Interest on the hedged item is recognized using the instrument's stated interest rate plus or minus amortization of any initial premium or discount and any financing fees and transaction costs. Net amounts receivable or payable on the interest rate swap are recorded on the accrual basis of accounting and are recognized as an adjustment to interest on the hedged item in the period in which they accrue.

PEO may only discontinue hedge accounting when one of the following situations arises:

- (i) The hedged item or the hedging item ceases to exist other than as designated and documented;
- (ii) The critical terms of the hedging item cease to match those of the hedged item, including, but not limited to, when it becomes probable that an interest-bearing asset or liability hedged with an interest rate swap will be prepaid.

2. Significant accounting policies (continued)

b) Hedge accounting (continued)

When a hedging item ceases to exist, any gain or loss incurred on the termination of the hedging item is recognized as an adjustment of the carrying amount of the hedged item.

When a hedged item ceases to exist, the critical terms of the hedging item cease to match those of the hedged item, or it is no longer probable that an anticipated transaction will occur in the amount designated or within 30 days of the maturity date of the hedging item, any gain or loss is recognized in net income.

c) Revenue recognition

License fee revenue, excluding the portion related to the Building Fund, is recognized as revenue on a monthly basis over the license period. Building Fund revenue is recognized as revenue at the commencement of the license period. Other revenues are recognized when the related services are provided.

d) Donated services

The Association receives substantial donated services from its membership through participation on council and committees and as chapter executives. Donations of services are not recorded in the accounts of the Association.

e) Employee future benefits

Pension plans

The cost of PEO's defined benefit pension plans is determined periodically by independent actuaries using the projected benefit method prorated on service. PEO uses the most recently completed actuarial valuation prepared for funding purposes (but not one prepared using a solvency, wind-up, or similar valuation basis) for measuring its defined benefit pension plan obligations. A funding valuation is prepared in accordance with pension legislation and regulations, generally to determine required cash contributions to the plan.

Other non-pension plan benefits

The cost of PEO's non-pension defined benefit plan is determined periodically by independent actuaries. PEO uses an accounting actuarial valuation performed once every year for measuring its non-pension defined benefit plan obligations. The valuation is based on the projected benefit method prorated on service.

For all defined benefit plans PEO recognizes:

- (i) The defined benefit obligation, net of the fair value of any plan assets, adjusted for any valuation in the statement of changes in net assets;
- (ii) The cost of the plan for the year.

2. Significant accounting policies (continued)

f) Capital assets

Capital assets are recorded at cost. Amortization is calculated on the straight-line basis at the following annual rates.

Building	2%
Building improvements - PEO	5%
Building improvements - common area	3.3% to 10%
Building improvements – non-recoverable	10% to 20%
Computer hardware and software	33%
Furniture, fixtures and telephone equipment	10%
Audio visual	20%

The Association's investment in capital assets is included as part of Net assets on the Balance sheet.

g) 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 assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates. Accounts requiring significant estimates and assumptions include capital assets, accrued liabilities, and employee future benefits.

3. Capital assets

	Cost \$	Accumulated amortization \$	2018 Net book value \$	2017 Net book value \$
Building Building improvements - PEO Building improvements - common area Building improvements - non recoverable Land Computer hardware and	19,414,668 8,939,501 10,556,393 359,676 4,366,303	3,807,780 3,342,895 3,615,416 22,770 —	15,606,888 5,596,606 6,940,977 336,906 4,366,303	15,995,181 6,030,579 6,656,006 – 4,366,303
software Furniture, fixtures and telephone equipment Audio visual Work-in-progress	4,786,864 1,438,058 1,008,316 344,550	3,735,380 1,138,884 935,591 —	1,051,484 299,174 72,725 344,550	1,504,923 411,827 112,913 1,083
	51,214,329	16,598,716	34,615,613	35,078,815

4. Building operations

PEO maintains accounting records for the property located at 40 Sheppard Avenue West, Toronto, ON as a stand-alone operation for internal purposes. The results of the operation of the building, prior to the elimination of recoveries and expenses related to PEO, are as follows:

	2018 \$	2017 \$
	¥	Ψ
Revenue		
Rental	727,943	804,236
Operating cost recoverable - tenants	1,047,173	1,313,369
Parking	143,700	139,259
Miscellaneous	140,028	129,515
	2,058,844	2,386,379
Operating cost recoverable - PEO	812,793	729,089
	2,871,637	3,115,468
Description		
Recoverable expenses Utilities	574,521	534,901
Amortization	587,416	563,795
Property taxes	445,156	442,424
Payroll	253,104	253,104
Janitorial	214,395	190,665
Repairs and maintenance	193,615	159,577
Property management and advisory fees	59,244	86,977
Security	37,372	4,798
Administrative	25,034	23,119
Road and ground	24,227	20,693
Insurance	18,711	18,247
	2,432,795	2,298,300
Other expenses	201 202	240.000
Interest expense on note and loan payable	301,269	348,006
Amortization of building	388,293	388,293
Amortization of deferred costs Amortization of tenant inducements	77,339	68,852
	22,770	- 27 420
Other non-recoverable expenses	<u>84,754</u> 874,425	<u> </u>
	3,307,220	3,130,890
(Deficiency) of revenue over expenses	(435,583)	(15,422)
	(100,000)	(10,122)

For purposes of the statement of revenue, expenses and changes in net assets, the operating costs recoverable from PEO of \$812,793 (2017 - \$729,089) have been eliminated. The portion of costs allocated to PEO is reallocated from Building operations and is included in Occupancy costs on the statement of revenue, expenses and changes in net assets.

4. **Building operations (continued)**

	2018 \$	2017 \$
Building revenue per above Eliminated PEO portion	2,871,637 (812,793)	3,115,468 (729,089)
Building expenses per above Eliminated PEO portion	2,058,844 3,307,220 (812,793) 2,494,427	2,386,379 3,130,890 (729,089) 2,401,801

Building financing 5.

In 2009, the Association financed \$14,100,000 of the cost of its building acquisition with a credit facility from the Bank of Montreal, Capital Markets Division. The facility is secured by a first mortgage on the property located at 40 Sheppard Avenue West, a general security agreement, and a general assignment of tenant leases. The facility is repayable in monthly installments of principal plus interest maturing on March 11, 2019 and bears a floating interest rate based on variable bankers' acceptances. The Association entered into a swap agreement related to this loan, whereby the floating rate debt is swapped for a fixed rate debt with an interest rate of 4.95% and settled on a net basis. The Notional value of the swap is \$14,100,000. The start date of the swap was March 11, 2009 with a maturity date of March 11, 2019.

Effective March 11, 2019 upon maturity, the facility converted to a floating rate loan at prime plus 1% (which is 4.95%). The Association is currently in negotiations with various financial institutions to refinance the debt in a long-term facility. The balance outstanding at December 31, 2018 is \$5,607,000.

6. **Employee future benefits**

The Association's pension plans and post-retirement benefits plan covering participating employees (full time and retirees) are defined benefit plans as defined in Section 3462 of the CPA Canada Handbook and accounted for as per Section 3463. The pension plans provide pension benefits based on length of service and final average earnings. The post-retirement benefits plan provides hospitalization, extended health care and dental benefits to active and retired employees. Participation in the pension plans and benefits plan (for post-retirement benefits) has been closed to all new employees as of May 1, 2006. All employees joining after this date have the option of participating in a self-directed RRSP (registered retirement savings plan). During the year, the Association recorded \$261,634 (2017 - \$254,900) in employer contributions to the self-directed RRSP.

6. Employee future benefits (continued)

The funded status of the Association's pension plans and post-retirement benefit plan using actuarial assumptions as of December 31, 2018 was as follows:

	Basic pension plan \$	Supplemental pension plan \$	Other non-pension benefit plan \$	Total \$
Accrued benefit obligation Plan assets at	(24,698,000)	(1,828,800)	(12,956,000)	(39,482,800)
fair value	26,335,600	1,870,600	-	28,206,200
Funded status - plan surplus (deficit)	1,637,600	41,800	(12,956,000)	(11,276,600)

The funded status of the Association's pension plans and post-retirement benefit plan using actuarial assumptions as of December 31, 2017 was as follows:

	Basic pension plan \$	Supplemental pension plan \$	Other non-pension benefit plan \$	Total \$
Accrued benefit obligation Plan assets at	(24,412,500)	(1,905,800)	(14,241,800)	(40,560,100)
fair value	26,726,400	1,894,600	_	28,621,000
Funded status - plan surplus (deficit)	2,313,900	(11,200)	(14,241,800)	(11,939,100)

PEO measures its defined benefit obligations and the fair value of plan assets related to the basic and supplemental pension plans for accounting purposes as at December 31 each year based on the most recently completed actuarial valuation for funding purposes. The most recently completed actuarial valuation of the pension plans for funding purposes, was as of January 1, 2018. PEO measures its obligations related to its other non-pension benefit plan using an actuarial valuation prepared for accounting purposes. The most recent actuarial valuation for accounting purposes was as of December 31, 2018.

7. Net assets

The net assets of the Association are restricted to be used at the discretion of Council and includes the Association's investment in capital assets of \$29,008,613 (2017 - \$28,491,815).

8. Council discretionary reserve

The Council discretionary reserve is an internal allocation from the operating reserve used at the discretion of Council to fund expenses related to special projects approved by Council. Expenses from the discretionary reserve were as follows. These figures include costs of \$12,445 for salaries and benefits for staff time spent on these projects.

	2018 \$	2017 \$
Emerging Discipline Task Force Governance Working Group Phase 1 30 by 30 Task Force Council Term Limits Task Force Council Composition Task Force	1,110 452 16,910 - - 18,472	1,376 — — 10,506 23,085 34,967

9. Full time salaries and benefits

During the year, the Association incurred a total of \$11,790,887 (2017 - \$11,763,548) for salary and benefits costs for its full-time staff of which \$12,445 (2017 - \$21,264) was directly attributable to special projects approved by Council and disclosed in Note 8.

10. Change in non-cash working capital items

	2018	2017
	\$	\$
Accounts receivable	(6,738)	72,287
Prepaid expenses and deposits	(15,073)	(124,075)
Accounts payable and accrued liabilities	427,978	(26,328)
Fees in advance and deposits	202,147	185,960
	608,314	107,844

11. Custodial account

The Association maintains a separate bank account for the Council of Ontario Deans of Engineering. Cash held in the bank account totaling \$156,437 (2017 - \$142,264) is not reported on the Association's balance sheet, as it is held in trust for the Council of Ontario Deans of Engineering.

12. Commitments

The Association has obligations under non-cancelable operating leases and agreements for various service agreements. The payments to the expiry of the leases and agreements are as follows:

	\$
2019	1,449,493
2020	909,437
2021	69,297
	2,428,227

13. Chapters of the Association

The financial information of the 36 chapters of the Association are individually not material and, therefore, have not been consolidated in these financial statements. Furthermore, management believes that the effort and cost required to prepare financial statements for each chapter for consolidation purposes far exceed the benefits of doing so.

During the year, the Association paid chapter expenses totaling \$817,850 (2017 - \$887,498) including \$524,000 (2017 - \$596,775) in chapter allotments and \$293,850 (2017 - \$290,723) in other disbursements to individual chapters. During the year, the Association also incurred additional costs of \$485,698 (2017 - \$561,332) related to chapter operations including staff salaries and benefits, and for various support activities. These amounts have been included in the various operating expenses reported on the Statement of revenue and expenses and changes in net assets.

14. Financial instruments and risk management

Interest rate risk

PEO is exposed to interest rate risk, which is the risk that the fair values or future cash flows associated with its investments will fluctuate as a result of changes in market interest rates. Management addresses this risk through use of an investment manager to monitor and manage investments.

Liquidity risk

PEO's objective is to have sufficient liquidity to meet its liabilities when due. PEO monitors its cash balances and cash flows generated from operations to meet its requirements. As at December 31, 2018, the most significant financial liabilities are: accounts payable and accrued liabilities, and long-term debt.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. PEO's international and US equity pooled fund investments are denominated in foreign currencies the value of which could fluctuate in part due to changes in foreign exchange rates.

15. Government remittances

Accounts payables and accrued liabilities includes \$307,724 (2017 - \$318,916), with respect to government remittances payable at year end.

16. Contingencies

PEO has been named in litigation matters, the outcome of which is undeterminable and accordingly, no provision has been provided for any potential liability in these financial statements. Should any loss result from these claims, which is not covered by insurance, such loss would be charged to operations in the year of resolution or earlier if the loss is likely and determinable.