

Credit Union Central of Manitoba Limited

Consolidated Financial Statements December 31, 2019

(in thousands of Canadian dollars)



Independent auditor's report

To the Members of Credit Union Central of Manitoba Limited

Our opinion

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Credit Union Central of Manitoba Limited and its subsidiary (together, the Organization) as at December 31, 2019 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRS).

What we have audited

The Organization's consolidated financial statements comprise:

- the consolidated statement of financial position as at December 31, 2019;
 - the consolidated statement of operations and comprehensive income (loss) for the year then ended;
 - the consolidated statement of members' equity for the year then ended;
 - the consolidated statement of cash flows for the year then ended; and
 - the notes to the consolidated financial statements, which include a summary of significant accounting policies.
-

Basis for opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the consolidated financial statements* section of our report.

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

Independence

We are independent of the Organization in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada. We have fulfilled our other ethical responsibilities in accordance with these requirements.

Other information

Management is responsible for the other information. The other information obtained prior to the date of this auditor's report comprises the Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Organization'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 Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organization's financial reporting process.

Auditor's responsibilities for the audit of the consolidated financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 generally accepted auditing standards 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 consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated 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 Organization'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 Organization'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 consolidated 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 Organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Organization to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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.

PricewaterhouseCoopers LLP

Chartered Professional Accountants

Winnipeg, Manitoba
February 27, 2020

Credit Union Central of Manitoba Limited

Consolidated Statement of Financial Position

As at December 31

(in thousands of Canadian dollars)

	2019	2018
Assets		
Liquidity pool (note 4)	5,375,982	3,801,997
Derivative instruments (note 5)	7,006	9,712
Income taxes recoverable (note 6)	-	6,763
Intermediation pool (note 7)	47,585	63,008
Property and equipment (note 8)	14,058	14,752
Other assets	3,158	339
Deferred income taxes (note 6)	-	6,885
	5,447,789	3,903,456
Liabilities		
Accounts payable	26,197	7,800
Income taxes payable (note 6)	1,324	-
Members' deposits	4,808,467	3,318,656
Obligations under repurchase agreements	27,787	201,906
Derivative instruments (note 5)	156,748	91,396
Deferred income taxes (note 6)	4,293	-
	5,024,816	3,619,758
Members' equity		
Share capital (note 9)	333,166	231,666
Accumulated other comprehensive income	38	-
Retained earnings	89,769	52,032
	422,973	283,698
	5,447,789	3,903,456

Approved by the Board of Directors



Director



Director

Credit Union Central of Manitoba Limited

Consolidated Statement of Operations and Comprehensive Income (Loss)

For the year ended December 31

(in thousands of Canadian dollars)

	2019	2018
Financial revenue		
Liquidity pool - other interest income	143,919	105,156
Intermediation pool - interest income	340	1,069
Intermediation pool - dividend income	175	180
	<u>144,434</u>	<u>106,405</u>
Cost of funds	<u>80,407</u>	<u>56,204</u>
	64,027	50,201
Unrealized gains (losses) on non-derivative instruments (note 10)	82,570	(14,292)
Unrealized losses on derivative instruments (note 10)	(33,472)	(18,358)
Net cost of derivative instruments (note 10)	<u>(14,909)</u>	<u>(15,038)</u>
	<u>34,189</u>	<u>(47,688)</u>
Financial margin	98,216	2,513
Other income		
Share of Celero's income (note 3 g) iii) & note 21)	2,777	2,145
Share of CCWH's income (note 3 g) iii) & note 22)	644	134
Share of NEI's income (note 3 g) iii))	-	119
Rental income – net (note 3 f) & note 12)	693	569
Net operating (expense) recovery (note 11)	(243)	191
	<u>3,871</u>	<u>3,158</u>
Income before credit union patronage distributions	<u>102,087</u>	<u>5,671</u>
Credit union distributions		
Financial margin distribution	(40,629)	(29,773)
Distribution of Celero's income (note 3 g) iii) & note 21)	(2,777)	(2,145)
Distribution of NEI's income (note 3 g) iii))	-	(119)
	<u>(43,406)</u>	<u>(32,037)</u>
Income (loss) before income taxes	58,681	(26,366)
Income tax expense (recovery) (note 6)	<u>12,496</u>	<u>(8,565)</u>
Net income (loss) for the year	<u>46,185</u>	<u>(17,801)</u>
Other comprehensive income		
Equity accounted investments	<u>38</u>	<u>-</u>
Comprehensive income (loss)	<u>46,223</u>	<u>(17,801)</u>

Credit Union Central of Manitoba Limited

Consolidated Statement of Members' Equity

For the year ended December 31

(in thousands of Canadian dollars)

	Share Capital	Accumulated Other Comprehensive Income	Retained Earnings	Total
Balance at December 31, 2017	223,184	15,005	60,255	298,444
Changes in initial application of IFRS 9	-	(15,005)	15,005	-
Restated balance at January 1, 2018	223,184	-	75,260	298,444
Net loss for the year	-	-	(17,801)	(17,801)
Dividends to members	-	-	(5,427)	(5,427)
Members' shares issued (note 9)	8,482	-	-	8,482
Balance at December 31, 2018	231,666	-	52,032	283,698
Balance at December 31, 2018	231,666	-	52,032	283,698
Net income for the year	-	38	46,185	46,223
Dividends to members	-	-	(8,448)	(8,448)
Members' shares issued (note 9)	101,500	-	-	101,500
Balance at December 31, 2019	333,166	38	89,769	422,973

Credit Union Central of Manitoba Limited

Consolidated Statement of Cash Flows

For the year ended December 31

(in thousands of Canadian dollars)

	2019	2018
Cash provided by (used in)		
Operating activities		
Net income (loss) for the year	46,185	(17,801)
Items not affecting cash		
Unrealized losses (gains) on FVTPL financial instruments	(49,098)	32,650
Depreciation of property and equipment (note 8)	985	1,277
Loss on disposal of property and equipment (note 8)	-	55
Deferred income tax expense (recovery)	11,179	(8,671)
Increase in liquidity pool assets	(1,455,649)	(136,623)
Net change in derivative instruments	34,586	556
Decrease in intermediation pool assets	15,148	106,477
Increase (decrease) in members' deposits	1,489,393	(75,312)
(Decrease) increase in obligations under repurchase agreements	(174,127)	33,197
Net change in other assets and accounts payable	23,703	(8,745)
	<u>(57,695)</u>	<u>(72,940)</u>
Investing activities		
Acquisition of property and equipment (note 8)	(291)	(1,054)
	<u>(291)</u>	<u>(1,054)</u>
Financing activities		
Members' shares issued (note 9)	101,500	8,482
Dividends to members	(8,448)	(5,427)
	<u>93,052</u>	<u>3,055</u>
Increase (decrease) in cash	35,066	(70,939)
(Overdraft) cash - Beginning of year	<u>(62,886)</u>	8,053
Overdraft - End of year	<u>(27,820)</u>	<u>(62,886)</u>
Supplementary cash flow information		
Income tax paid	1,341	11,766
Income tax received	8,112	17

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Credit Union Central of Manitoba Limited

Notes to Consolidated Financial Statements

December 31, 2019

(in thousands of Canadian dollars)

1 General information

Credit Union Central of Manitoba Limited (the "Organization") is incorporated under *The Credit Unions And Caisses Populaires Act* ("CUCP Act") of Manitoba and is domiciled in Canada. The address of its registered office is 317 Donald St., Winnipeg, Manitoba, Canada. The Organization is the trade association and is a service provider to Manitoba credit unions. The Organization manages liquidity reserves, monitors credit granting procedures and provides trade services in areas such as corporate governance, government relations, representation, and advocacy. The Organization also provides payment and settlement services, banking, treasury, human resources, market research, communications, marketing, planning, lending, product/service research and development, and business consulting services to Manitoba credit unions. Manitoba credit unions jointly own the Organization and the Organization's operations are financed through assessments and fee income.

2 Basis of preparation

The Organization prepares its consolidated financial statements in accordance with Canadian generally accepted accounting principles as defined in Part 1 of the CPA Canada Handbook - Accounting (International Financial Reporting Standards ("IFRS")), except as otherwise specified by the Financial Institutions Regulation Branch of Manitoba ("FIRB"). There were no modifications specified by FIRB in the preparation of the consolidated financial statements. The significant accounting policies used in the preparation of the consolidated financial statements are summarized below.

These consolidated financial statements were approved by the Board of Directors for issue on February 27, 2020.

3 Summary of significant accounting policies

The significant accounting policies used in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

a) Changes in accounting policies

IAS 12 Amendment

An amendment was made to clarify that an entity shall recognize the income tax consequences when it recognizes a liability to pay a dividend and such consequences are recognized in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events. The amendment did not have a material impact to the financial statements.

IFRS 16 Leases

The Organization adopted IFRS 16 on January 1, 2019. The standard had a nominal impact to the financial statements.

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Notes to Consolidated Financial Statements

December 31, 2019

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b) Basis of measurement

The consolidated financial statements have been prepared using amortized cost, except for certain investments in liquidity pool assets, intermediation pool assets, members' deposits, obligations under repurchase agreements, and derivative instruments, which are all measured at fair value through profit or loss ("FVTPL").

c) Consolidation

The financial statements consolidate the accounts of the Organization and its wholly owned subsidiary, 317 Donald Inc. Subsidiaries are those entities which the Organization controls by having the power to govern the financial and operating policies. Subsidiaries are fully consolidated from the date on which control is obtained and are de-consolidated from the date that control ceases. Intercompany transactions, balances, income and expenses, and profits and losses are eliminated.

d) Investments in associates

Associates are entities over which the Organization exercises significant influence, but not control. The Organization accounts for its investment in associates using the equity method. The Organization's share of profits or losses of associates is recognized in the consolidated statement of operations.

Unrealized gains on transactions between the Organization and its associates are eliminated to the extent of the Organization's interest in the associates. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Dilution gains and losses arising from changes in interests of the Organization in associates are recognized in the consolidated statement of operations.

For investments in associates, a significant or prolonged decline in fair value of the investment below its carrying value is evidence that the investment is impaired. The impairment loss is the difference between the carrying value and its recoverable amount at the measurement date. The recoverable amount is the higher of an investment's fair value less costs of disposal and its value in use.

e) Recoveries from members

Recoveries from members are recognized on an accrual basis of accounting.

f) Rental income

Third-party rental income related to the operations of 317 Donald Inc. are disclosed separately in the consolidated statement of operations and comprehensive income (loss). Rental income from operating lease payments is recognized as income on either a straight line basis or another systematic basis when earned.

Credit Union Central of Manitoba Limited

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December 31, 2019

(in thousands of Canadian dollars)

g) Financial instruments

Financial Assets

The Organization has applied IFRS 9 and classifies its financial assets using the following measurement categories:

- FVTPL;
- Fair value through other comprehensive income ("FVOCI"); or
- Amortized cost.

The classification requirements for debt and equity instruments are described below:

Debt instruments

Debt instruments are those instruments that meet the definition of a financial liability from the issuer's perspective, such as loans, government and corporate bonds and trade receivables purchased from clients in factoring arrangements without recourse. Classification and subsequent measurement of debt instruments depend on the Organization's business model for managing the asset and the cash flow characteristics of the asset. Based on these factors the Organization classifies its debt instruments into one of the following three measurement categories:

Amortized cost – Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest, and that are not designated as FVTPL, are measured at amortized cost. The carrying amount of these assets is adjusted by any expected credit loss allowance recognized.

FVOCI – Financial assets that are held for collection of contractual cash flows and for selling the assets, where the assets' cash flows represent solely payments of principal and interest, and that are not designated as FVTPL, are measured at FVOCI. Changes in the carrying amount are recorded through other comprehensive income ("OCI"), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses on the instrument's amortized cost which are recognized in profit or loss. When the financial asset is de-recognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss.

FVTPL – Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss.

Business model – The business model reflects how the Organization manages its assets in order to generate cash flows. That is, whether the Organization's objective is solely to collect the contractual cash flows from the assets or is to collect both the contractual cash flows and cash flows arising from the sale of assets. If neither of these is applicable, then the financial assets

Credit Union Central of Manitoba Limited

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(in thousands of Canadian dollars)

are classified as part of “other” business model and measured at FVTPL. Factors considered by the Organization include past experience on how the cash flows for such assets were collected, how the asset’s performance is evaluated and reported to key management personnel, how risks are assessed and managed, and how managers are compensated. Securities held for trading are held principally for the purpose of selling in the near term or are part of a portfolio of financial instruments that are managed together and for which there is evidence of a recent actual pattern of short term profit taking.

Where the business model is to hold assets to collect contractual cash flows or to collect contractual cash flows and sell, the Organization assesses whether the cash flows represent solely payments of principal and interest. Where the contractual terms introduce exposure to risk or volatility that are inconsistent with a basic lending arrangement, the related financial asset is classified and measured at FVTPL. Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payments of principal and interest.

The Organization reclassifies debt investments only when its business model for managing those assets changes. The reclassification takes place from the start of the first reporting period following the change. Such changes are expected to be very infrequent and none occurred during the period.

Equity instruments

Equity instruments are instruments that meet the definition of equity from the issuer’s perspective; that is, instruments that do not contain a contractual obligation to pay cash and have evidence of a residual interest in the issuer’s net assets. The Organization subsequently measures all equity investments at FVTPL, except where the Organization’s management has elected, at initial recognition, to irrevocably designate an equity investment at FVOCI. Fair value gains and losses for those investments are recognized in OCI and are not subsequently reclassified to profit or loss, including upon disposal. Impairment losses (and reversal of impairment losses) are not reported separately from other changes in fair value. Dividends, when representing a return on such investments, continue to be recognized in profit or loss when the Organization’s right to receive payment is established. No equity instruments were designated as FVOCI.

Impairment

The Organization assesses on a forward-looking basis the expected credit loss (“ECL”) associated with its debt instrument assets carried at amortized cost and FVOCI and with the exposure arising from loan commitments and financial guarantee contracts. The Organization recognizes a loss allowance for such losses at each reporting date.

Derecognition

Financial assets are derecognized when the contractual rights to receive the cash flows from the assets have expired, or when they have been transferred and either the Organization has

Credit Union Central of Manitoba Limited

Notes to Consolidated Financial Statements

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(in thousands of Canadian dollars)

transferred substantially all of the risk and rewards of ownership or the Organization neither transfers nor retains substantially all the risk and rewards of ownership and the Organization has not retained control. Collateral furnished by the Organization under standard repurchase agreements and securities lending and borrowing transactions are not derecognized because the Organization retains substantially all of the risks and rewards due to the predetermined repurchase price.

Financial liabilities

Financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities classified as FVTPL. This classification is applied to derivative instruments and members' deposits designated as such at initial recognition. Gains or losses on financial liabilities designated as FVTPL are presented partially in other comprehensive income (the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability, which is determined as the amount that is not attributable to changes in market conditions that give rise to market risk) and partially in profit or loss (the remaining amount of change in the fair value of the liability). This is unless such a presentation would create, or enlarge, an accounting mismatch, in which case the gains and losses attributable to the changes in the credit risk of the liability are also presented in profit or loss. Financial liabilities are derecognized when they are extinguished (i.e. when the obligation specified in the contract is discharged, cancelled or expired).

Financial instruments, other than those required to be classified as held for trading, may be classified on a voluntary and irrevocable basis as FVTPL provided that such classification eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise from recognizing the related gains and losses on different bases.

Financial instruments are categorized as follows:

i. Liquidity pool

Investments held for trading

Financial instruments are classified as held for trading if they are a derivative or acquired principally for selling or repurchasing in the near term or managed together for which there is evidence of a recent pattern of short term profit taking. The Organization's derivative instruments are the only investments required to be classified as held for trading (note 3 g) ii).

Investments classified as FVTPL

These investments are recorded at their fair value initially using the trade date for recognizing transactions and thereafter. Interest income earned is included in *Financial revenue - liquidity pool - other interest income* using the effective interest method. Gains and losses arising from subsequent market valuations are recognized in the consolidated statement of operations and comprehensive income (loss) in *Unrealized gains (losses) on non-derivative instruments*.

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(in thousands of Canadian dollars)

Cash and cash equivalents

Cash and cash equivalents consists of cash, deposits and overdrafts with financial institutions are classified as amortized cost. Bank overdrafts are included as a component of cash as they represent an integral part of the Organization's cash management. Cash and cash equivalents are classified as amortized cost, which is equivalent to fair value.

Transaction costs

All transaction costs are expensed as incurred for assets and liabilities classified as held for trading and classified as FVTPL. Transaction costs for all other financial assets are included in the initial carrying amount.

ii. Derivative instruments

Interest rate swap agreements

The Organization enters into interest rate swap agreements in order to manage its exposure to changes in interest rates.

Additionally, the Organization, in its role as a financial intermediary, enters into interest rate swap agreements with and at the direction of its members. Concurrently, the Organization enters into a mirroring counter agreement with a third party financial institution.

These agreements are recorded at their fair value based on a discounted cash flow methodology using observable market inputs. Cash flows on both the receiving and paying leg of the interest rate swap agreements are included in net cost of derivative financial instruments used to manage interest rate risk (note 17 c)). The fair value of interest rate swap agreements is recorded in derivative instruments assets or liabilities, as appropriate, on the consolidated statement of financial position with the corresponding gain or loss included in *Unrealized gains (losses) on derivative instruments*.

Foreign exchange forward rate agreements

The Organization enters into foreign exchange forward rate agreements in order to manage its exposure to changes in foreign exchange rates.

Additionally, the Organization, in its role as a financial intermediary, also enters into foreign exchange forward rate agreements with and at the direction of its members. Concurrently, the Organization may enter into a mirroring counter agreement with a third party financial institution.

Foreign exchange forward rate agreements are recorded at their fair value based on a discounted cash flow methodology using observable market inputs. The fair value of foreign exchange forward rate agreements is recorded in derivative instruments assets or liabilities, as appropriate, on the consolidated statement of financial position with the corresponding gain or loss included in *Financial revenue - liquidity pool - other interest income*.

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Embedded derivatives

An embedded derivative is a component of a hybrid contract that also includes a non-derivative host — with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. If a hybrid contract contains a host that is an asset the Organization applies its classification criteria to the entire hybrid contract. Embedded derivatives contained within a host that is not an asset are treated as separate derivative instruments when their economic characteristics and risks are not closely related to those of the host instrument, the terms of the embedded derivatives are the same as those of a stand-alone derivative instrument, and the combined contract is not classified as held for trading or FVTPL. Embedded derivatives would be accounted for at fair value on the consolidated statement of financial position and changes in fair value would be recorded on the consolidated statement of operations and comprehensive income (loss). The Organization determined that no embedded derivatives require separation from the host instrument for the periods presented.

iii. Intermediation pool

Equity instruments are classified as FVTPL and are initially recognized at fair value using the trade date for recognizing transactions.

All other instruments are classified as amortized cost using the effective interest method. Interest income earned is included in *Financial revenue - intermediation pool - interest income* using the effective interest method. Dividends are recorded when declared and are included in *Financial revenue - intermediation pool - dividend income*.

Investment in Celero Solutions (“Celero”)

Celero is an unincorporated operation domiciled in Canada that provides information technology services to the Organization, credit unions and other organizations. Pursuant to its agreement with the other investees, the Organization has a 33 $\frac{1}{3}$ % ownership interest in Celero. The Organization accounts for its investment in Celero using the equity method.

Member credit unions that receive services through Celero are the beneficial owners of the Organization’s interest therein. Accordingly, the Organization records an offsetting expense and an amount distributable to member credit unions equal to its share of Celero’s net income. Conversely, should Celero incur a net loss from operations, the Organization records an offsetting contribution and an amount recoverable from its member credit unions.

Investment in Northwest & Ethical Investments L.P. (“NEI”)

NEI was an incorporated mutual fund company domiciled in Canada. The Organization had a 4.96% ownership interest in NEI. On March 31, 2018, the owners of NEI merged the businesses of NEI, Credential Financial Inc. (“CFI”), and Qtrade Canada Inc. (“Qtrade”) to form Aviso Wealth Inc. The Organization exchanged its ownership interest in NEI and CFI for an ownership interest in CU CUMIS Wealth Holdings Limited Partnership.

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(in thousands of Canadian dollars)

Investment in CU CUMIS Wealth Holdings Limited Partnership (“CCWH”)

CCWH is an investment limited partnership domiciled in Canada formed to hold the partners' interest in Aviso Wealth Inc. The partners of CCWH are the Organization, Central 1 Credit Union, Credit Union Central of Alberta, Credit Union Central of Saskatchewan, Atlantic Central, and The CUMIS Group. The Organization has a 6.61% ownership interest in CCWH and accounts for its investment using the equity method due to the attributes associated with the partnership agreement.

iv. Members' deposits

Members' deposits are designated as FVTPL and recorded at their fair value initially using the trade date for recognizing transactions. Members' deposits are redeemable at the option of the member and are recorded at the amount payable on demand. The amount payable on demand is computed by discounting contractual cash flows as follows:

- for terms less than 13 months, using prevailing banker's acceptance rates offered by the Organization; and
- for terms greater than 13 months, using the corresponding market yield on Schedule 1 bank senior debt.

Interest expense is included in cost of funds using the equivalent to the effective interest method. Gains and losses arising from subsequent market valuations are recognized as *Unrealized gains (losses) on non-derivative instruments*.

v. Offsetting of financial instruments

Financial assets and liabilities are offset and the net amount reported in the consolidated statement of financial position where the Organization currently has a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. In the normal course of business, the Organization enters into various master netting agreements or other similar agreements that do not meet the criteria for offsetting in the consolidated statement of financial position but still allow for the related amounts to be offset in certain circumstances, such as bankruptcy or the termination of the contracts (note 19).

vi. Obligations under repurchase agreements

The Organization enters into short-term sales of securities under agreements to repurchase at predetermined prices and dates. The corresponding securities under these agreements continue to be recorded in liquidity pool assets on the consolidated statement of financial position. The obligations are classified as FVTPL and are recorded at fair value initially and thereafter using the trade date for recognizing transactions. These agreements are treated as collateralized borrowing transactions. Interest incurred on the obligation is reported in cost of funds using the effective interest method.

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h) Income taxes

The asset and liability method is used to account for deferred income taxes. Under this method, deferred income tax assets and liabilities are recognized for the estimated future tax consequences attributable to differences between the financial statement carrying amounts and the tax bases of assets and liabilities. Deferred income tax assets and liabilities are measured using substantively enacted tax rates in effect for the year in which those temporary differences are expected to be recovered or settled. The effect of a change in tax rates on deferred income tax assets and liabilities is recognized in the consolidated statement of operations and comprehensive income (loss) in the period that includes the substantive enactment date. Deferred income tax assets are recognized to the extent that realization is considered probable. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

i) Property and equipment

Property and equipment is initially recorded at cost and subsequently measured at cost less accumulated depreciation, with the exception of land which is not depreciated, and any accumulated impairment losses. Depreciation is recognized by the Organization at rates and on bases determined to charge the cost of property and equipment over its estimated useful life using the straight-line method as follows:

Technology	3 to 10 years
Furniture and equipment	5 to 10 years
Leasehold improvements	remaining term of the lease
Building	50 years

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if necessary. Costs for property and equipment under development include direct development costs. Capitalization of costs ceases and depreciation commences when the property and equipment is available for use.

j) Foreign currency translation

At the transaction date, each asset, liability, revenue and expense denominated in a foreign currency is translated into Canadian dollars by the use of the exchange rate in effect at that date. At the year-end date, unsettled monetary assets and liabilities are translated into Canadian dollars by using the exchange rate in effect at the year-end date and the related translation differences are recognized in financial margin.

k) Leased assets

IFRS 16

Leases are recognized as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use and are initially measured on a present value basis. Lease liabilities include the net present value of fixed lease payments. The lease payments are discounted using the interest rate implicit in the lease or if that rate cannot be determined, the lessee's incremental borrowing rate being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar

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economic environment with similar terms and conditions. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant period rate of interest on the remaining balance of the liability for each period. The right-of-use asset is depreciated over the shorter of the the asset's useful life and the lease term on a straight-line basis.

Payments associated with short term leases and leases of low value assets are recognized on a straight line basis as an expense in profit or loss. Short-term leases are leases with a lease term of twelve months or less. Low-value assets comprise small items of equipment.

Each lease payment is allocated between the liability and finance cost.

IAS 17

Where substantially all of the risks and rewards incidental to ownership are not transferred to the Organization (an "operating lease") the total rentals payable under the lease are charged on a straight line basis to the consolidated statement of operations and comprehensive income (loss) over the lease term.

l) Intangible assets

Intangible assets consist of computer software which is not integral to the computer hardware owned by the Organization. Intangible assets are classified within technology assets (note 8) based on materiality.

Software is initially recorded at cost and subsequently measured at cost less accumulated amortization and any accumulated impairment losses. Software is amortized on a straight-line basis over its estimated useful life (typically 5 years). Amortization methods, useful lives and residual values are reviewed annually and adjusted if necessary.

m) Provisions

Provisions are recognized for liabilities of uncertain timing or amount that have arisen as a result of past transactions, including legal or constructive obligations. The provision is measured at the best estimate of the expenditure required to settle the obligation at the reporting date.

n) Critical accounting estimates and judgements

The Organization makes estimates and assumptions that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting judgement – Financial instrument classifications

The classification of financial instruments into the various measurement categories requires management judgement. The classification of financial instruments as either amortized cost, FVTPL, or FVOCI requires management to exercise judgement. In addition, determining whether the requirements for designating certain assets and liabilities as FVTPL are met requires judgement. Management has determined that these requirements have been met in the case of members' deposits. Members' deposit

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share interest rate risk with the financial assets in the liquidity pool which are classified as FVTPL. Accordingly, members' deposits are designated as FVTPL as the changes in fair value tend to offset those of the liquidity pool thereby reducing the accounting mismatch that would otherwise arise. The designation of members' deposit as FVTPL thus results in more relevant information. The designation of liquidity pool assets and members' deposits as FVTPL results in the recognition of gains and losses being recognized in the statement of income along with the Organization's derivatives.

Critical accounting estimates

Members' deposits classified as FVTPL

The fair values of members' deposits with a carrying value of \$4,808,467 (2018 - \$3,318,656) are not quoted in an active market and are therefore determined by using a discounted cash flow model. The fair value of members' deposits with a demand feature is not less than the amount payable on demand, discounted from the first date that the amount could be required to be paid. The discounted cash flow model used to determine fair values is validated and periodically reviewed by experienced personnel. The inputs in the discounted cash flow model are based on observable data, such as market based discount rates that approximate the redemption features. Changes in assumptions about these factors could affect the reported fair value of members' deposits. A 25 basis point reduction in the discount rate would increase members' deposits and decrease financial margin by \$1,380. A 25 basis point increase in the discount rate would decrease members' deposits and increase financial margin by \$1,378.

Fair value of derivative instruments

The fair values of derivative instruments are not quoted in an active market and are therefore determined by using a discounted cash flow model (note 5). The discounted cash flow model used to determine fair values is validated and periodically reviewed by experienced personnel. The inputs in the discounted cash flow model are based on observable data, such as yield curves associated with interest rates and foreign exchange rates. Changes in assumptions about these factors could affect the reported fair value of derivative instruments.

Intermediation pool assets classified as FVTPL

The Organization holds certain intermediation pool assets as FVTPL. Fair values for certain FVTPL assets are considered to approximate their par value based on the terms of those shares. The Organization continues to monitor these shares for any indication that a new measure of fair value is available and any change in the resulting fair value would be recognized in profit or loss.

o) Accounting standards and amendments issued but not yet adopted

Accounting standards that have been issued but are not yet effective are listed below.

Interest Rate Benchmark Reform

In September 2019, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures (Amendments) which modify certain hedge accounting requirements to provide

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relief from the potential effect of uncertainty caused by the Interest Rate Benchmark Reform, prior to the transition to alternative interest rates. The amendments will be effective for us on November 1, 2020, with earlier adoption permitted. Although, the Organization does not hedge account, the Organization will be assessing the overall impact on the business and processes resulting from interest rate benchmark reform and is currently assessing the impact of adoption on the Consolidated Financial Statements.

Conceptual Framework for Financial Reporting (Conceptual Framework)

In March 2018, the IASB issued its revised Conceptual Framework. This replaces the previous version of the Conceptual Framework issued in 2010. The revised Conceptual Framework will be effective on November 1, 2020 and the Organization is currently assessing the impact of adoption on the Consolidated Financial Statements.

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4 Liquidity pool

	2019		
	Amortized cost	FVTPL	Total
Debt instruments			
Governments	-	1,023,024	1,023,024
Banks or trust companies	-	4,067,919	4,067,919
Corporate	-	312,859	312,859
	-	5,403,802	5,403,802
Overdraft	(27,820)	-	(27,820)
	(27,820)	5,403,802	5,375,982

	2018		
	Amortized cost	FVTPL	Total
Debt instruments			
Governments	-	898,009	898,009
Banks or trust companies	-	2,525,499	2,525,499
Corporate	-	441,375	441,375
	-	3,864,883	3,864,883
Overdraft	(62,886)	-	(62,886)
	(62,886)	3,864,883	3,801,997

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5 Derivative instruments

Derivative instruments are financial contracts whose value is derived from an underlying interest rate, foreign exchange rate, equity instrument, or index. Derivative contracts are expressed in notional amounts. The notional amounts, which are off-balance sheet, do not represent amounts exchanged and, thus, are not a measure of the Organization's exposure through the use of derivatives. The notional amount is the reference amount used to determine the payment required by contract and is a common measure of business volume. All derivatives are traded over-the-counter.

	2019				December 31, 2019	
	Notional amount by term to maturity				Fair value	
	1 year or less	1 to 5 years	Over 5 years	Total	Asset	Liability
Interest rate contracts						
Swap contracts	865,266	3,792,217	994,298	5,651,781	7,006	116,187
Foreign exchange contracts						
Forward contracts	1,161	783	-	1,944	-	18
Swap contracts	-	221,690	87,759	309,449	-	40,543
	1,161	222,473	87,759	311,393	-	40,561
Fair value					7,006	156,748
2018						
	Notional amount by term to maturity				December 31, 2018	
	1 year or less	1 to 5 years	Over 5 years	Total	Asset	Liability
Interest rate contracts						
Swap contracts	941,230	1,916,421	1,246,487	4,104,138	9,697	84,639
Foreign exchange contracts						
Forward contracts	3,549	-	-	3,549	15	-
Swap contracts	-	102,383	-	102,383	-	6,757
	3,549	102,383	-	105,932	15	6,757
Fair value					9,712	91,396

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6 Income taxes

Significant components of the provision for income taxes included in the consolidated statement of operations and comprehensive income (loss) are:

	2019	2018
Current income taxes		
Based on current year taxable income	1,325	27
Adjustment recognized for current tax of prior periods	(8)	79
Total current income taxes	<u>1,317</u>	<u>106</u>
Deferred income taxes		
Origination and reversal of temporary differences	8,242	(5,902)
Increase (reduction) in tax rates	3,133	(2,779)
Adjustment recognized for deferred taxes of prior periods	(196)	10
Total deferred income taxes	<u>11,179</u>	<u>(8,671)</u>
Income tax expense (recovery)	<u>12,496</u>	<u>(8,565)</u>

The Organization provides for income taxes at statutory rates as determined below:

	2019	2018
shown as %		
Federal base rate	38.00	38.00
Federal abatement	(10.00)	(10.00)
General rate reduction ^(a)	(13.00)	(13.00)
Blended net federal tax rate	<u>15.00</u>	<u>15.00</u>
Provincial tax rate	<u>4.40</u>	<u>4.05</u>
	<u>19.40</u>	<u>19.05</u>

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Differences between the income tax expense for the year and the expected income taxes based on the statutory rate of 19.40% (2018 – 19.05%) are:

	2019	2018
Income (loss) before income taxes	58,681	(26,366)
Expected provision for income taxes at statutory rates	11,384	(5,023)
Non-deductible portion of expenses (non-taxable income)	(235)	(211)
Impact of change in deferred tax rates	3,133	(2,386)
Higher tax rate applicable to subsidiary	38	-
Adjustment recognized for tax of prior periods	(204)	88
Tax savings on dividend	(1,639)	(1,034)
Other	19	1
Income tax expense (recovery)	12,496	(8,565)

Based on the *Income Tax Act*, credit unions are entitled to a deduction from taxable income related to payments in respect of share capital and therefore any dividends paid or payable by the Organization would result in tax savings. Distributions to members are charged against retained earnings however the tax savings are recognized in the consolidated statement of operations and comprehensive income (loss).

Components of the deferred tax assets and liabilities are:

	2019	2018
Deferred tax assets		
Provisions for expenditures currently not deductible for income tax purposes	346	343
Non-capital losses	-	10,247
Other	88	39
	434	10,629
Deferred tax liabilities		
Intermediation pool assets	(3,203)	(3,094)
Capital cost allowance in excess of depreciation	(1,339)	(352)
Members' deposits	(185)	(298)
	(4,727)	(3,744)
Net deferred tax (liability) asset	(4,293)	6,885

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The Organization has no material unrecognized temporary differences related to its wholly-owned subsidiary or its investment in associates.

	2019	2018
Income taxes payable		
Current income taxes (payable) recoverable	(1,324)	6,763
	<u> </u>	<u> </u>
Deferred income tax		
Deferred tax assets		
Deferred tax assets to be recovered within 12 months	346	343
Deferred tax assets to be recovered after more than 12 months	88	10,286
	<u>434</u>	<u>10,629</u>
Deferred tax liabilities		
Deferred tax liabilities to be recovered within 12 months	-	-
Deferred tax liabilities to be recovered after more than 12 months	(4,727)	(3,744)
	<u>(4,727)</u>	<u>(3,744)</u>
Net deferred tax (liability) asset	<u>(4,293)</u>	<u>6,885</u>

The movement in deferred tax assets (liabilities) is recognized in the consolidated statement of operations and comprehensive income (loss) for the year.

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7 Intermediation pool

	2019	2018
Amortized cost		
Member loans		
Co-operatives	7,311	7,308
Credit unions	500	17,995
Mortgages	1,923	1,272
	<u>9,734</u>	<u>26,575</u>
Fair value through profit or loss		
189286 Canada Inc.	5,828	4,991
Concentra Bank	3,817	3,817
Other equity investments	476	976
	<u>10,121</u>	<u>9,784</u>
Equity accounted investments		
Investment in Celero (note 21)	9,705	8,686
Investment in CCWH (note 22)	18,025	17,963
	<u>27,730</u>	<u>26,649</u>
	<u>47,585</u>	<u>63,008</u>

The FVTPL investments do not have quoted market prices in an active market. For certain shares, fair value is considered to approximate par value based on the terms of those shares. The Organization continues to monitor these shares for any indication that a new measure of fair value is available.

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8 Property and equipment

	Land	Building	Technology	Furniture and equipment	Leasehold improvements	Total
Year ended December 31, 2018						
Opening net book value	1,379	10,789	2,263	30	569	15,030
Additions	-	-	1,054	-	-	1,054
Disposals	-	-	(55)	-	-	(55)
Depreciation	-	(276)	(809)	(15)	(177)	(1,277)
Reclassification	-	-	(26)	26	-	-
Closing net book value	1,379	10,513	2,427	41	392	14,752
At December 31, 2018						
Cost	1,379	13,817	10,425	2,550	3,894	32,065
Accumulated depreciation	-	(3,304)	(7,998)	(2,509)	(3,502)	(17,313)
Net book value	1,379	10,513	2,427	41	392	14,752
Year ended December 31, 2019						
Opening net book value	1,379	10,513	2,427	41	392	14,752
Additions	-	2	266	4	19	291
Depreciation	-	(276)	(591)	(17)	(101)	(985)
Closing net book value	1,379	10,239	2,102	28	310	14,058
At December 31, 2019						
Cost	1,379	13,820	6,549	2,550	3,732	28,030
Accumulated depreciation	-	(3,581)	(4,447)	(2,522)	(3,422)	(13,972)
Net book value	1,379	10,239	2,102	28	310	14,058

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9 Share capital

Authorized

Share capital consists of an unlimited number of Class 1 and 2 shares, to be issued and redeemed at \$5 each.

Membership

Pursuant to the Organization's by-laws, member credit unions maintain investments in both classes of shares proportionate to their statutory (Class 1) and excess (Class 2) liquidity deposits held by the Organization.

Rights and privileges

At the discretion of the Organization's directors, dividends may be declared and paid to either or both classes of shares. On dissolution, the holders of Class 2 shares have a preferential claim on the Organization's assets.

Issued and outstanding	2019	2018
Class 1		
Member credit unions	163,004	134,639
32,600,724 shares (2018 – 26,927,765)		
Co-operatives	1,210	1,210
241,975 shares (2018 – 241,975)		
Class 2		
Member credit unions	156,042	80,748
31,208,446 shares (2018 – 16,149,612)		
Co-operatives	12,910	15,069
2,582,000 shares (2018 – 3,013,800)		
	333,166	231,666

During the year, a net total of \$101,500 of shares were issued (2018 - a net total of \$8,482 of shares were issued).

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10 Net cost and unrealized gains (losses) on financial instruments

	2019	2018
Liquidity pool investments	83,270	(20,195)
Intermediation pool investments - FVTPL	110	5,540
Intermediation pool investments - equity accounted	(385)	-
Members' deposits	(418)	396
Obligations under repurchase agreements	(7)	(33)
	<hr/>	<hr/>
Unrealized gains (losses) on non-derivative instruments classified as FVTPL	82,570	(14,292)
	<hr/>	<hr/>
Unrealized losses on derivative instruments used to manage interest rate risk (note 17 c))	(33,472)	(18,358)
Net cost of derivative instruments used to manage interest rate risk (note 17 c))	(14,909)	(15,038)
	<hr/>	<hr/>
Net cost and unrealized losses on derivative instruments	(48,381)	(33,396)

Derivative instruments are economic hedges used to manage interest rate risk associated with the Organization's investment in long term debt instruments matched to short term members' deposits. Such derivative financial instruments have the economic effect of converting a long term fixed interest rate debt instrument to a synthetic floating rate instrument, however hedge accounting is not applied.

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11 Net operating (expense) recovery

	2019	2018
Recoveries		
Clearing fees and other financial charges	8,317	7,656
Basic assessment	7,781	7,482
Liquidity management assessment	2,095	2,129
Fees for service	1,916	2,353
Other recoveries	229	229
	<hr/>	<hr/>
	20,338	19,849
	<hr/>	<hr/>
Operating expenses		
Personnel	9,351	8,974
National shared costs	2,492	2,482
Settlement costs	2,331	1,535
General	1,537	898
Hardware and software maintenance	1,018	1,155
Depreciation and leasing	989	1,165
Professional services	648	1,060
Co-operative democracy	595	693
Occupancy costs	527	583
Dues, grants and memberships	391	371
Insurance and bonding	237	229
Telephone and computer telecommunications	188	196
Travel	153	180
Printing and supplies	152	144
Net expense to Celero (note 12)	23	46
Capitalized costs	(51)	(53)
	<hr/>	<hr/>
	20,581	19,658
	<hr/>	<hr/>
Net operating (expense) recovery	(243)	191

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12 Related party transactions

The Organization and Celero provide various services to each other in the normal course of operations. During the year, the Organization's charges to Celero aggregated to \$1,706 (2018 - \$1,609) and Celero's charges to the Organization aggregated to \$1,127 (2018 - \$1,072). The net recovery from Celero of \$579 (2018 - \$537) is classified in two areas: Rental income - net \$602 (2018 - \$583) and net operating expense \$23 (2018 - expense of \$46) (note 11). Interest charges to Celero on loans receivable were \$107 (2018 - \$98). Accounts payables include \$51 due to Celero (2018 - \$66); there is no amount due from Celero (2018 - no amount due from Celero).

The Organization provides administrative services to CCWH. During the year, the Organization's charges to CCWH aggregated to \$76 (2018 - \$64). Interest charges to CCWH on a line of credit provided to CCWH were nominal.

Compensation of key management personnel

Key management personnel is comprised of the Organization's executive management group and the board of directors. The summary of compensation for key management personnel is as follows:

	2019	2018
Salaries and other short-term employee benefits	2,055	1,974
Other long-term benefits	40	42
Defined contribution pension plan (note 13)	54	54
	2,149	2,070

Included in the compensation of key management personnel is board of directors' remuneration of \$347 (2018 - \$343).

13 Pension plan

The Organization has a defined contribution pension plan for qualifying employees. The contributions are held in trust by the Cooperative Superannuation Society Limited. The Organization matches employee contributions at the rate of 6% of the employee salary. The expense and payments for the year ended December 31, 2019 totaled \$354 (2018 - \$344). As a defined contribution pension plan, the Organization has no further liability or obligation for future contributions to fund benefits to plan members.

14 Commitments

The Organization has entered into agreements for the provision of a treasury management system, the provision of a banking system, and the provision of technology services. The agreements have various terms, clauses, and renewal rights.

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Commitments in each of the next five years are as follows:

2020	1,671
2021	1,310
2022	420
2023	35
2024	-

In December 2019, Credit Union Central Alberta Limited, Credit Union Central of Saskatchewan, and the Organization (“Prairie Centrals”) executed agreements to outsource certain payments processing capabilities currently performed within the Prairie Centrals. The Prairie Centrals will administer the payments processing capabilities through a new three-way joint venture structure commencing January 1, 2020, with each Prairie Central having a one-third interest. The Organization is liable for its ownership interest in the joint venture for the joint venture’s covenants and obligations.

15 Assets pledged as collateral

The Organization pledges assets primarily for collateral purposes for accessing the Bank of Canada’s large value transfer system. The Organization participates in an arrangement with Credit Union Central of Saskatchewan, Credit Union Central of Alberta Limited, and Central 1 Credit Union (the “Group Clearing Agreement”) whereby Central 1 Credit Union, on behalf of the participants, acts as the Group Clearer with Payments Canada.

The Organization also pledges assets for margining purposes for over-the-counter derivative liabilities, for collateral purposes for issuing Letters of Credit on behalf of its members, and for collateral purposes for obligations under repurchase agreements.

The carrying value of the Organization’s assets pledged totaled \$334,647 (2018 - \$414,901). The assets pledged are included in the liquidity pool (note 4). In addition, counterparties have pledged assets to the Organization with a carrying value of \$1,395 (2018 - \$4,140).

16 Indemnifications

The Organization has agreed to indemnify its current and former directors and officers to the extent permitted by law against any and all charges, costs, expenses, amounts paid in settlement and damages incurred by the directors and officers as a result of any lawsuit or any other judicial administrative or investigative proceeding in which the directors and officers are sued as a result of their service. These indemnification claims will be subject to any statutory or other legal limitation period. The nature of such indemnification prevents the Organization from making a reasonable estimate of the maximum potential amount it could be required to pay to counterparties. The Organization maintains liability insurance coverage for directors and officers.

Under the Group Clearing Agreement, the Organization guarantees and indemnifies the Group Clearer and each member of the Group Clearing Agreement against any losses arising from the payment obligation for settlement drawn on or payable by the Organization and its member credit unions.

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17 Risk management

The Organization's primary financial objective is to manage the liquidity deposits of Manitoba's credit unions. A certain amount of financial risk is inherent in the Organization's operations. The purpose of sound risk management is to provide reasonable assurance that incurred risks do not exceed acceptable thresholds and that risk-taking contributes to the creation of member value. The Organization manages and mitigates risk through the development of risk management policies. For the Organization this means striking a balance between risk and return.

In the normal course of business, the Organization is primarily exposed to the financial risks described below:

Credit risk - risk of a financial loss if an obligor does not fully honour its contractual commitments to the Organization. Obligors may include issuers of securities, counterparties or borrowers;

Liquidity risk - risk that the Organization will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset; and

Market risk, comprised of:

Interest rate risk - risk of a change in income resulting from changes in interest rates;

Foreign exchange risk - risk of a change in income resulting from changes in foreign exchange rates; and

Other price risk - risk that the fair value of a financial instrument will fluctuate due to changes in market prices.

The Organization's risk management framework includes policies designed to identify and analyze risks, to set appropriate risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date information systems. The Organization's risk management framework involves identifying particular events or circumstances relevant to objectives, assessing them in terms of probability and magnitude, determining a response strategy, and monitoring progress. The Organization regularly reviews its risk management policies and systems to account for changes in its objectives, markets, products, and emerging best practice.

Risk management is carried out by a number of delegated committees reporting to the Board of Directors. Risk tolerance and overall risk management are documented within the Organization's enterprise risk management framework and its risk management policies which are approved by the Board. Management regularly reports to the Board on compliance with those policies. In addition, the Organization maintains an Internal Audit function which is partly responsible for review of risk management and the Organization's control environment.

Financial instruments comprise the vast majority of the Organization's assets and liabilities. The Organization accepts demand deposits and term deposits from members at floating and fixed rates respectively and invests those funds in floating and fixed rate securities and derivatives to earn interest rate margin.

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The following describes the significant financial instrument activities undertaken by the Organization, the exposure to risks associated with such activities and the objectives, policies and processes used in managing those risks.

Financial instrument activity	Risks	Risk management
Derivative instruments	Liquidity risk, interest rate risk, credit risk, foreign exchange risk and other price risk	Asset-liability matching, credit risk monitoring, and pledging of collateral.
Debt instruments	Liquidity risk, interest rate risk, credit risk, foreign exchange risk and other price risk	Asset-liability matching, credit risk monitoring and use of derivative financial instruments
Intermediation pool investments	Liquidity risk, interest rate risk and credit risk	Asset-liability matching and credit risk monitoring
Members' deposits	Liquidity risk, interest rate risk, foreign exchange risk and other price risk	Asset-liability matching and use of derivative financial instruments
Obligations under repurchase agreements	Liquidity risk, interest rate risk and credit risk	Asset-liability matching, credit risk monitoring, and pledging of collateral.

a) Credit risk

The Organization is exposed to credit risk primarily through its liquidity pool investments, intermediation pool investments, and derivative financial instruments. The financial assets recognized in the consolidated statement of financial position represent the Organization's maximum exposure to credit risk as at the consolidated statement of financial position date. The Organization does not hold any credit derivatives or similar instruments that mitigate the credit risk.

In managing credit risk, the Organization primarily relies on external rating agencies for liquidity pool investments and derivative financial instruments. All liquidity pool investments must be rated by at least two recognized rating agencies. The Organization defines its own Internal Credit Rating ("ICR") based on external rating agencies which is monitored daily to ensure compliance with policy.

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Liquidity pool investments by credit rating and term to maturity are:

	2019			
	1 year or less	1 to 5 years	Over 5 years	Total
AAA / R1 (High)	320,332	-	-	320,332
AA / R1 (Middle)	2,513	883,459	808,306	1,694,278
A / R1 (Low)	1,059,716	2,046,465	283,011	3,389,192
	<u>1,382,561</u>	<u>2,929,924</u>	<u>1,091,317</u>	<u>5,403,802</u>
	2018			
	1 year or less	1 to 5 years	Over 5 years	Total
AAA / R1 (High)	431,001	-	-	431,001
AA / R1 (Middle)	12,066	859,161	893,916	1,765,143
A / R1 (Low)	738,341	592,196	338,202	1,668,739
	<u>1,181,408</u>	<u>1,451,357</u>	<u>1,232,118</u>	<u>3,864,883</u>

The change in fair value of investments classified as FVTPL is primarily due to changes in market risk.

The Organization recognized a nominal ECL related to financial assets carried at amortized cost.

Intermediation pool investments:

- The Organization is committed to investing in the Canadian Credit Union Association and Central 1 Credit Union as required.
- Investments in associates, Celero, CCWH, and mortgages and loans require a credit risk assessment and approval by the Board of Directors.
- Loans and overdrafts to member credit unions are secured by a *Global Loan Agreement* which specifies that the Organization holds a security interest in all book debts and accounts. In the event of default, the Organization is authorized to realize on all security and apply the proceeds therefrom to its amount receivable. Due to the nature of such security, the ECL associated with such loans and overdrafts is nominal.

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Accordingly, the Organization establishes policy limits approved by the Board of Directors on the level of interest rate re-pricing risk that may be undertaken, which is monitored by the Organization's management.

Interest-sensitive assets and interest-sensitive liabilities are matched by amount and interest rate re-pricing terms so as to minimize income fluctuations should market interest rates change. The Organization sets policy limits on the maximum amount of mismatch as follows:

Interest-sensitive liabilities with term over 13 months

- All financial assets and liabilities (liquidity pool investments and members' deposits, respectively) maturing beyond 13 months must be matched.

Interest-sensitive liabilities with term of 6 to 13 months

- Unmatched financial instruments maturing within 10 to 13 months and 6 to 10 months are permitted to a maximum of 2% and 4%, respectively, of the assets net of the derivative liabilities.

Interest-sensitive liabilities with term of less than 6 months

- The weighted average terms of these assets and liabilities is calculated and monitored daily. The difference between the two may not exceed 30 days.

The following summarized schedules shows the Organization's sensitivity to interest rate changes based on the notional value of assets and liabilities:

2019					
Interest re-pricing period	Interest sensitive	Non-interest sensitive	Notional Derivative receiving	Notional Derivative paying	Net asset/liability mis-match
0 to 6 months	(4,134,795)	(245,181)	5,210,161	(1,059,960)	(229,775)
6 to 13 months	1,151,404	(44,790)	22,076	(806,077)	322,613
13 months to 2 years	342,916	(11,250)	146,579	(581,999)	(103,754)
2 to 3 years	370,591	-	105,750	(472,268)	4,073
3 to 4 years	655,921	(10,000)	262,000	(933,835)	(25,914)
4 to 5 years	1,025,233	-	117,000	(1,111,300)	30,933
Over 5 years	899,951	-	87,277	(985,404)	1,824
	<u>311,221</u>	<u>(311,221)</u>	<u>5,950,843</u>	<u>(5,950,843)</u>	<u>-</u>

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	2018				
Interest re-pricing period	Interest sensitive	Non-interest sensitive	Notional Derivative receiving	Notional Derivative paying	Net asset/liability mis-match
0 to 6 months	(2,990,120)	(160,906)	3,805,942	(643,752)	11,164
6 to 13 months	733,241	(12,774)	5,000	(718,707)	6,760
13 months to 2 years	178,717	(10,000)	13,651	(197,096)	(14,728)
2 to 3 years	391,250	(11,250)	78,300	(443,294)	15,006
3 to 4 years	349,882	-	64,250	(413,602)	530
4 to 5 years	450,735	(10,000)	180,000	(619,801)	934
Over 5 years	1,091,225	-	70,280	(1,181,171)	(19,666)
	204,930	(204,930)	4,217,423	(4,217,423)	-

Investments and deposits may be sold or redeemed before maturity; however no projections or adjustments have been made for potential sales or redemptions. Assets and liabilities that are non-interest sensitive have been categorized in re-pricing periods that correspond to the Organization's asset/liability deployment policies and investment strategies.

The Organization enters into interest rate swap agreements and cross-currency interest rate swap agreements (collectively "swaps") for the purpose of managing interest rate risk, the notional amounts of which are reflected in the table above. A swap is a contractual agreement between the Organization and a counterparty involving the exchange of fixed rate and floating rate payments structured in a manner to reduce the extent of the Organization's interest rate risk to a level which management believes is reasonable. The contracted terms of the swaps are specifically matched to specific terms of the Organization's assets. The Organization does not enter into swaps for speculative purposes.

Additionally, the Organization, in its role as a financial intermediary, enters into swaps on behalf of its members. The credit risk associated with these swaps is the responsibility of the members and security is held by the Organization through Assignments of Book Debts.

At December 31, 2019 derivatives recorded included cross-currency swaps outstanding with a total notional value of \$309,449 (USD \$238,295) swapped for CAD dollars with a notional value of \$315,652 (2018 – cross-currency swaps outstanding had a total notional value of \$102,383 (USD \$75,000) swapped for CAD dollars with a notional value of \$98,410)

Including the effect of the derivative financial instruments, the weighted average effective return for interest-sensitive assets is 5.51% (2018 – 4.75%) and the weighted average effective cost for interest-sensitive liabilities is 4.99% (2018 – 4.24%).

Sensitivity analysis is used to assess the change in reported value of the Organization's financial instruments against a range of incremental basis point changes in interest rates. Based on the characteristics of the

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Organization's financial instruments as at December 31, 2019, the Organization estimates that an immediate and sustained 25 basis point decrease in interest rates would generate unrealized gains of \$36,870 on non-derivative financial instruments and unrealized losses of \$36,225 on derivative financial instruments while an immediate and sustained 25 basis point increase in interest rates would generate unrealized losses of \$36,411 on non-derivative financial instruments and unrealized gains of \$35,760 on derivative financial instruments.

d) Foreign exchange risk

The Organization manages foreign exchange risk to minimize the risk of financial loss due to fluctuations in currency exchange rates. This is done by implementing a policy framework approved by the Board of Directors. The Organization enters into foreign exchange forward rate agreements with derivative counterparties to provide a financial intermediary role for member credit unions, to offset future contractual obligations of the Organization, and for cash management purposes. A foreign exchange forward rate agreement is a contractual arrangement between the Organization and a counterparty involving the commitment of a purchase or sale of US dollar funds to settle on a future date at a predetermined exchange rate. The Organization does not enter into foreign exchange forward rate agreements for speculative purposes.

The Organization also enters into cross-currency interest rate swap agreements with derivative counterparties to manage its interest rate risk (note 17 c)) and foreign exchange risk where asset (liability) matching involves mixed currencies. A cross-currency interest rate swap agreement is an interest rate swap agreement involving the exchange of US dollar funds and Canadian dollar funds between the counterparties at the outset, the exact amount of which are reversed on maturity, and under which the fixed and floating interest payments are of different currencies.

The net US dollar asset (liability) mismatch as of December 31, 2019 was USD (\$209) (2018 - USD \$(51)).

As at December 31, 2019, the Organization has entered into foreign exchange forward rate agreements to buy US dollars aggregating USD \$1,147 and to sell US dollars aggregating USD \$329, inclusive of transactions with member credit unions (2018 - buy US dollars aggregating USD \$1,401 and to sell US dollars aggregating USD \$1,271, inclusive of transactions with member credit unions). The credit risk associated with these agreements is the responsibility of the Organization.

As at December 31, 2019, if the Canadian dollar had strengthened or weakened by 1% relative to the US dollar, with all other variables held constant, income before income taxes for the year would have increased or decreased by a nominal amount, respectively (2018 - impact was nominal).

18 Fair value measurements

IFRS 7 specifies a hierarchy of valuation techniques based on whether the inputs to those valuation techniques are observable or unobservable. Observable inputs reflect market data obtained from independent sources; unobservable inputs reflect the Organization's market assumptions. The fair value hierarchy gives the highest priority to unadjusted quoted prices in active markets and the lowest priority to unobservable inputs. Fair values established based on this hierarchy require the use of observable market data whenever available. Financial instruments and are classified pursuant to the following fair value hierarchy:

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- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

This hierarchy requires the use of observable market data when available. The Organization considers relevant and observable market prices in its valuations where possible.

The Organization's policy is to recognize transfers into and transfers out of the fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. During the year the Organization had no transfers between fair value hierarchy levels.

The tables below summarize by class of asset or liability and by level according to the hierarchy of the inputs used in determining the measurements, the fair value measurements recognized in the consolidated statement of financial position and disclosed in the Organization's notes to the consolidated financial statements.

Recurring measurements				2019
	Level 1	Level 2	Level 3	Total Carrying Amount
Financial assets				
Governments	-	1,023,024	-	1,023,024
Banks and trust companies	-	4,067,919	-	4,067,919
Corporate	-	312,859	-	312,859
Derivatives	-	7,006	-	7,006
Equity investments	-	-	10,121	10,121
Total financial assets	-	5,410,808	10,121	5,420,929
Financial liabilities				
Members' deposits	-	4,808,467	-	4,808,467
Obligations under repurchase agreements	-	27,787	-	27,787
Derivatives	-	156,748	-	156,748
Total financial liabilities	-	4,993,002	-	4,993,002

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Recurring measurements				2018
	Level 1	Level 2	Level 3	Total Carrying Amount
Financial assets				
Governments	-	898,009	-	898,009
Banks and trust companies	-	2,525,499	-	2,525,499
Corporate	-	441,375	-	441,375
Derivatives	-	9,712	-	9,712
Equity investments	-	-	9,784	9,784
Total financial assets	-	3,874,595	9,784	3,884,379
Financial liabilities				
Members' deposits	-	3,318,656	-	3,318,656
Obligations under repurchase agreements	-	201,906	-	201,906
Derivatives	-	91,396	-	91,396
Total financial liabilities	-	3,611,958	-	3,611,958

The Organization uses the following techniques to determine the fair value measurements categorized in Level 2:

- The fair value of debt instrument assets is determined using quoted market prices, executable dealer quotes for identical or similar instruments in active markets, or other inputs that are observable or can be corroborated by observable market data. On the basis of its analysis of the nature, characteristics and risks of debt instruments, the Organization has determined that presenting them by sector is appropriate.
- The fair value of derivatives is determined using observable market inputs, including forward exchange rates and interest rates as applicable, at the measurement date with the resulting value discounted back to present values. The calculated values are compared to statements received from counterparties.
- The fair value of members' deposits is determined by discounting future contractual cash flows at the measurement date using observable market inputs such as banker's acceptance rates and corresponding composite market yield curves on Schedule 1 bank senior debt.

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The following table summarizes the changes in intermediation pool assets that are measured based on level 3 inputs to the fair value hierarchy:

	2019	2018
Opening	9,784	20,616
FVTPL (note 10)	110	5,540
Purchase of investments	727	1
Disposals ¹	(500)	(16,373)
	10,121	9,784
Closing		

¹ amount in 2018 includes investments in CFI and NEI that were disposed of for the Organization's investment in CCWH.

Non-recurring measurements:

The fair values of cash, other receivables and accounts payable approximate their carrying values due to their short term nature.

The fair value of intermediation pool assets carried at amortized cost was \$9,734 (2018 - \$26,575) and are classified as level 3 within the fair value hierarchy.

19 Offsetting of financial instruments

The following tables present the recognized financial instruments that are offset, or subject to enforceable master netting arrangements or other similar agreements but not offset, and the net impact on the Organization's consolidated statement of financial position had all offset rights been exercised.

The Organization is subject to an enforceable master netting arrangement in the form of an International Swap and Derivatives Association ("ISDA") agreement with the majority, by dollar amount, of its derivative counterparties. Under the terms of the agreement, offsetting of derivative contracts is permitted only in the event of a bankruptcy or default of either party to the agreement.

The Organization receives and gives collateral in the form of cash and marketable securities as a part of interest rate swap, cross-currency swap, and repurchase agreement transactions. Such collateral is subject to the standard industry terms of ISDA's Credit Support Annex. This means that securities received/given as collateral can be pledged or sold during the term of the transaction but must be returned on maturity of the transaction. The terms also give each counterparty the right to terminate the related transaction on the counterparty's failure to post collateral.

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							2019
Financial assets	Amounts offset			Amounts not offset		Net	
	Gross assets	Gross liabilities offset	Net amounts presented	Financial instruments	Cash collateral pledged		
Derivative assets	11,319	(4,313)	7,006	-	(1,395)	5,611	
	<u>11,319</u>	<u>(4,313)</u>	<u>7,006</u>	<u>-</u>	<u>(1,395)</u>	<u>5,611</u>	
Financial liabilities	Amounts offset			Amounts not offset		Net	
	Gross liabilities	Gross assets offset	Net amounts presented	Financial instruments	Cash collateral pledged		
Obligations under repurchase agreements	27,787	-	27,787	-	(27,820)	(33)	
Derivative liabilities	184,094	(27,346)	156,748	-	(172,556)	(15,808)	
	<u>211,881</u>	<u>(27,346)</u>	<u>184,535</u>	<u>-</u>	<u>(200,376)</u>	<u>(15,841)</u>	

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							2018
Financial assets	Amounts offset			Amounts not offset		Net	
	Gross assets	Gross liabilities offset	Net amounts presented	Financial instruments	Cash collateral pledged		
Derivative assets	12,602	(2,890)	9,712	-	(4,140)	5,572	
	12,602	(2,890)	9,712	-	(4,140)	5,572	

Financial liabilities	Amounts offset			Amounts not offset		Net
	Gross liabilities	Gross assets offset	Net amounts presented	Financial instruments	Cash collateral pledged	
Obligations under repurchase agreements	201,915	(9)	201,906	-	(200,221)	1,685
Derivative liabilities	133,005	(41,609)	91,396	-	(89,894)	1,502
	334,920	(41,618)	293,302	-	(290,115)	3,187

20 Capital management

Capital is managed in accordance with the CUCP Act and with policies established by the Board of Directors.

Pursuant to the regulations of the CUCP Act, the Organization is required to maintain a level of capital that is not less than 5% of the book value of its assets. The Organization's internally established target is 5.26% of the book value of its assets.

The Organization has a capital adequacy assessment process through which management regularly forecasts future capital requirements in order to adhere to its internal target. All of the Organization's capital requirements are monitored throughout the year. The Organization has a clear and unencumbered process to access required capital from its members to attain certain capital ratios through same day notification capital calls and corresponding immediate reduction in members' deposits. The Organization also makes periodic capital and dividend transactions within the context of its overall capital management plan.

The Organization is in compliance with its required level of capital under the CUCP Act. At December 31, 2019, the Organization's level of capital was 7.43% (2018 – 6.78%) of the book value of its assets.

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21 Investment in Celero

The information below reflects the amounts presented in the financial statements of Celero adjusted for differences in accounting policies between the Organization and Celero, as applicable.

Aggregated financial information of Celero, accounted for using the equity method, is as follows:

	2019	2018
Assets	58,911	39,850
Liabilities	38,400	23,070
Revenues	86,860	80,427
Net Income	8,127	6,659
% interest held by the Organization	33 ¹ / ₃ %	33 ¹ / ₃ %

There were no published prices for the investment in Celero. Furthermore, there are no significant restrictions on the ability of Celero to transfer funds to the Organization in the form of either cash dividends or repayments of loans/advances.

The Organization is liable in proportion to its 33¹/₃% ownership interest in Celero for all of Celero's covenants and obligations. The Organization's commitments related to Celero for the next five years total \$7,407 (2018 - \$9,295).

22 Investment in CU CUMIS Wealth Holdings Limited Partnership ("CCWH")

The information below reflects the amounts presented in the financial statements of CCWH adjusted for differences in accounting policies between the Organization and CCWH, as applicable.

Aggregated financial information of CCWH, accounted for using the equity method, is as follows:

	2019	2018
Assets	124,274	107,223
Liabilities	8,323	427
Revenues	20,008	4,625
Net Income	18,013	4,208
OCI	78	165
% interest held by the Organization	6.61%	6.61%

There were no published prices for the investment in CCWH. Furthermore, there are no significant restrictions on the ability of CCWH to transfer funds to the Organization in the form of either cash dividends or repayments of advances.

The Organization is liable in proportion to its 6.61% ownership interest in CCWH for all of CCWH's covenants and obligations. The Organization's commitments related to CCWH for the next five years is nil (2018 - nil).

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23 Comparative figures

Certain comparative amounts have been reclassified to conform to the current year's presentation.