Bermuda Zoological Society

Financial Statements and Independent Auditors' Report

March 31, 2019



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INDEPENDENT AUDITORS' REPORT

To the Members of Bermuda Zoological Society

Qualified Opinion

We have audited the financial statements of the Bermuda Zoological Society (the "Society"), which comprise the statement of financial position as at March 31, 2019, and the statements of operations, changes in fund balances 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, except for the possible effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of the Society as at March 31, 2019, and the results of its operations for the year then ended in accordance with Canadian and Bermudian accounting standards for not-for-profit organizations.

Basis for Qualified Opinion

In common with many not-for-profit organizations, the Society derives revenue from donations and fundraising projects, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, our verification of these revenues was limited to the amounts recorded in the records of the Society and we were not able to determine whether any adjustments might be necessary to revenues and the excess of revenues over expenditures for the years ended March 31, 2019 and 2018, or assets and fund balances as at March 31, 2019 and 2018. Our audit opinion on the financial statements for the year ended March 31, 2018 was modified accordingly because of the possible effects of this scope limitation.

We conducted our audit in accordance with Canadian and Bermudian generally accepted auditing standards ("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 Society in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and Bermuda, 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 qualified 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 and Bermudian 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 Society'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 Society or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Society'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 and Bermudian 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 and Bermudian 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 Society'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 Society'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 Society 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.

Dubite Ud.

June 27, 2019

BERMUDA ZOOLOGICAL SOCIETY STATEMENT OF FINANCIAL POSITION

As at March 31, 2019 (Expressed in Bermuda dollars)

		2019		<u>2018</u>
	General Fund	Restricted Funds	Total	Total
ASSETS Cash and investments Cash float Current accounts Time deposits Investments (Note 4) Inventory Accounts receivable Deposits Due from General Fund (Note 6) Total current assets Trunk Island (Note 5) TOTAL ASSETS	\$ 8,250 433,264 27,337 2,592,392 160,790 12,286 (997,204) 2,237,115	\$ 1,344,789 41,120 2,185,464 - - 997,204 - - 1,864,098 - 6,432,675	\$ 8,250 1,778,053 68,457 4,777,856 160,790 12,286 ————————————————————————————————————	\$ 7,800 1,562,371 42,561 4,875,171 150,549 3,536 8,090 — 6,650,078 1,864,098 8,514,176
LIABILITIES Accounts payable Loan payable (Note 7) Promissory note payable (Note 5) Total current liabilities	\$ 25,325 - - 25,325	\$ 	\$ 25,325 - - 25,325	\$ 19,772 496,173 100,000 ———————————————————————————————
Promissory note payable (Note 5) TOTAL LIABILITIES	25,325		25,325	615,945
FUND BALANCES Restricted Funds Unrestricted Funds TOTAL FUND BALANCES	2,211,790 2,211,790	6,432,675	6,432,675 2,211,790 8,644,465	5,188,769 2,709,462 7,898,231
TOTAL LIABILITIES AND FUND BALANCES	\$ 2,237,115	\$ 6,432,675	\$ 8,669,790	\$ 8,514,176

SIGNED ON BEHALF OF THE SOCIETY:	A .
O President	Morden Treasure

BERMUDA ZOOLOGICAL SOCIETY STATEMENT OF OPERATIONS

Year ended March 31, 2019 (Expressed in Bermuda dollars)

		Gener	al F	und
		2019		2018
REVENUES Membership dues Education Gift shop and concessions Major gifts and donations (Note 8) Change in fair value of investments Boat hire and tours Investment income	\$	370,803 495,357 272,132 353,022 100,871 46,015 1,561	\$	368,379 531,056 262,621 244,456 162,545 118,104 19
		1,639,761		1,687,180
			10-	
EXPENDITURES		577,334		531,765
Membership and development		498,636		496,467
Education		153,950		141,884
Boat hire and tours		296,332		276,153 89,783
Gift shop and concessions		94,925		68,106
Volunteers Professional fees (Note 8)		59,239		08,100
Trunk Island operations		35,292		18,165
Bank interest and charges		21,031 694		4,247
Executive		054		.,,
Executive		1,737,433		1,626,570
(DEFICIT)/EXCESS OF REVENUES OVER EXPENDITURES	9	(97,672)	\$	60,610

BERMUDA ZOOLOGICAL SOCIETY STATEMENT OF CHANGES IN FUND BALANCES

Year ended March 31, 2019 (Expressed in Bermuda dollars)

		-				2019				
RESTRICTED FUNDS		Fund Balances, Beginning of year		Revenues	E	Expenditures		Inter-fund Transfers		Fund Balances, End of year
Animal Research Fund	\$	12,275	\$		\$	75	\$		Φ	10 000
BAMZ Fund	Ψ	87,274	φ	14,950	Φ	5,814	Ф	_	\$	12,200
Capital Campaign Fund		1,342,078		868,178		312,250		_		96,410
Conservation Research Fund		82,438		369,486		196,349				1,898,006 255,575
Darwin Grant & Research Fund		3,849		103,293		97,588				9,554
Education Endowment Fund (Note 9)		1,893,491		69,568		77,560		_		1,963,059
Exhibit Fund		48,202		20,000		24,265		-		43,937
Lecture Fund		5,853		4,308		310		_		9,851
Lionfish Project Fund		149		31,116		5,163		1		26,102
Madagascar Exhibit Fund		1,133		2,123		-		(-)		3,256
Moorings Fund		18,260		10,000		21,187		_		7,073
Nonsuch Fund		18,956		6,445		6,155		_		19,246
Publication Fund		48,629		4,036		4,015		-		48,650
Reefwatch Fund		26,500		17,690		2,500		_		41,690
Steinhoff Scholarship Fund		155,173		16,259		17,875		_		153,557
Trunk Island Fund		1,441,881		9 <u>444</u>		_		-		1,441,881
Trunk Island Endowment Fund		1-0		-		-		400,000		400,000
Youth Fund		2,628		-				 0		2,628
		5,188,769		1,537,452		693,546		400,000		6,432,675
General Fund – Unrestricted		2,709,462		1,639,761		1,737,433		(400,000)		2,211,790
TOTAL FUNDS	\$	7,898,231	\$	3,177,213	\$	2,430,979	\$		\$	8,644,465

BERMUDA ZOOLOGICAL SOCIETY STATEMENT OF CHANGES IN FUND BALANCES

Year ended March 31, 2019 (Expressed in Bermuda dollars)

					2018	 		
	В	Fund alances, eginning of year	Revenues	Exp	penditures	 nter-fund Fransfers	F	Fund Balances, End of year
RESTRICTED FUNDS Animal Research Fund BAMZ Fund Capital Campaign Fund Conservation Research Fund	\$	30,029 86,331 2,680,361 153,826	\$ 15,000 1,074,475 84,771	\$	14,057 438,132 156,159	\$ - - (1,974,626) -	\$	12,275 87,274 1,342,078 82,438 3,849
Darwin Grant & Research Fund Education Fund Education Endowment Fund (Note 9) Exhibit Fund		130,750 1,993,820 52,467	100,840 59,671 		96,991 - - 4,265 4,523	(130,750) (160,000) - 4,523		1,893,491 48,202
Front Entrance Renewal Fund (Note 3(f)) Lecture Fund Lionfish Project Fund Madagascar Exhibit Fund		3,016 2,373 - (29)	2,837 20,500 1,133		22,724	- - 29		5,853 149 1,133
Marine Species Recovery Fund Moorings Fund Nonsuch Fund Project Nature Fund		13,548 12,497 1,856 44,868	10,000 27,209 - 3,709		5,288 20,750 - 1,804	- (1,856) 1,856		18,260 18,956 48,629 26,500
Publication Fund Reefwatch Fund Steinhoff Scholarship Fund Trunk Island Fund Youth Fund		(935) 185,024 1,441,881 2,646	58,784 15,149 —		31,349 10,000 - 18	(35,000)	•	155,173 1,441,881 2,628
Youth Fund		6,834,329	1,474,328		824,064	2,295,824)	5,188,179 2,709,462
General Fund – Unrestricted TOTAL FUNDS	\$	353,028 7,187,357	\$ 3,161,508	\$	2,450,634	\$	9	7,898,231

March 31, 2019 (Expressed in Bermuda dollars)

DESCRIPTION OF BUSINESS

The Bermuda Zoological Society (the "Society") is a non-profit support organization set up primarily to provide assistance in maintaining the Bermuda Aquarium Museum and Zoo ("BAMZ") located at Flatts Village, 40 North Shore Road, Hamilton Parish. The Society is a Bermuda registered charity and body corporate incorporated by Private Act of Parliament known as the Bermuda Zoological Society Act 1999. The Society's aim is to inspire appreciation and care for Bermuda's island environment through education, conservation, animal care and family fun. The Society also operates a gift shop and restaurant located at BAMZ.

FUND ACCOUNTING

The Society follows the restricted fund method of accounting for contributions.

General Fund

The General Fund accounts for all transactions resulting from the operations of the Society. This fund records transactions that do not fall under the focus of the Restricted Funds as defined below.

Restricted Funds

Restricted contributions and funds internally restricted for specific projects are recorded in the Restricted Fund. Restricted funds also include internally restricted Education Endowment and Trunk Island Endowment Funds and the Steinhoff Scholarship Fund whose purpose is to provide long-term support for the Society's educational programmes (Note 9). Restricted funds also include donated land and Capital Campaign donations related to the purchase of land located at Trunk Island (Note 5).

SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared in accordance with accounting standards for not-for-profit organizations generally accepted in Bermuda and Canada as set out in Part III of the Chartered Professional Accountants of Canada Handbook – Accounting, except that they are prepared on a cash basis instead of on the accrual basis, and with the exception of land the Society has not recorded capital assets and related depreciation. A statement of cash flows has not been included because the financial statements are presented on a cash basis, and the information on the Society's cash flows is readily obtainable from the other primary statements.

(b) Revenue recognition

Revenue from the gift shop and concessions is recognized at the point of sale. The Society earns commission from restaurant sales which are recognized when received.

March 31, 2019

(Expressed in Bermuda dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(b) Revenue recognition (cont'd)

Membership revenue is recognized when received. Annual memberships expire on December 31, each year.

Revenue from boat hire and tours and education programs is recognized when received.

(c) Allocation of expenses

The Society's expenses are presented in the Statement of Operations on a functional basis. Certain expenses incurred are attributed to more than one function and are directly related to the output of the applicable function. These expenses are therefore considered direct programme expenses and not indirect allocated expenses. Direct programme expenses include certain salaries and benefits that are attributed to functions based on estimated time spent.

(d) Donated services

The Society records donated services at their fair value at the date of contribution when fair value can be reasonably estimated, and the services are normally purchased and would be paid for if not donated.

Volunteers contribute a significant amount of time each year to assist the Society in carrying out its programs and services. Because of the difficulty in determining their fair value contributed services are not recognized in these financial statements.

(e) Inventory

Gift shop and wholesale inventory is carried at the lower of cost and net realizable value, with cost being determined on the first-in, first-out basis. Provision is made where unnecessary for obsolete and slow moving inventory. Inventory is stated net of a provision for slow-moving items of \$23,271 (2018; \$Nil).

March 31, 2019 (Expressed in Bermuda dollars)

3. SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(f) Capital assets

Capital assets are expensed in the year of purchase with the exception of land which is carried at its estimated fair value at the date of donation or cost of purchase. During the years ended March 31, 2019 and 2018, capital asset purchases have been included as expenses in the Statement of Changes in Fund Balances as follows:

	\$ 21,805	\$_	61,560
General Fund - Unrestricted Capital Campaign Fund Front Entrance Renewal Fund	\$ 21,805	\$	23,053 34,014 4,493
	2019		2018

During the year ended March 31, 2016, construction commenced on a new front entrance and gift shop at BAMZ which was completed in 2017. Capital expenditure of \$nil was incurred during the year ended March 31, 2019 and included as expenditure of the General Fund (2018: \$4,523 included as expenditure of the Front Entrance Renewal Fund). The Society has no outstanding contractual commitments as at March 31, 2019 (2018: \$Nil).

(g) Financial instruments

Financial assets consist of cash and investments in money market funds, equity securities, corporate bonds, fixed income securities and alternative investments (Note 4).

Financial liabilities consist of a loan payable and promissory note payable which are carried at amortized cost, and were repaid during the year ended March 31, 2019.

Investments quoted in an active market are carried at fair value. The net change in fair value for unrestricted investments is included in the General Fund statement of operations. Changes in fair value for investments restricted for the Education Endowment Fund and the Steinhoff Scholarship Fund are included in revenues and expenditures of the respective Fund. The fair value of the marketable securities is based on quoted market values. Transaction costs are recognized in net income of the appropriate fund in the period incurred.

Alternative investments are valued at fair value with the change in fair value included in the statement of operations. In determining fair value, the Society utilizes the net asset valuations of the underlying investment funds which are drawn from their most recent financial statements which value securities and other financial instruments on a mark-to-market basis of accounting or investor statements.

Purchases and sales of marketable securities are accounted for at the transaction date.

March 31, 2019 (Expressed in Bermuda dollars)

SIGNIFICANT ACCOUNTING POLICIES (Cont'd)

(g) Financial instruments (cont'd)

Financial assets are tested for impairment when there are indicators of impairment. The amount of the write-down is recognized as an expense of the respective Fund. Any previously recognized impairment loss may be reversed to the extent of the improvement, directly or by adjusting the allowance account, provided it is no greater than the amount that would have been reported at the date of the reversal had the impairment not been recognized previously. The amount of the reversal is recognized as revenue of the respective Fund.

(h) Use of estimates

The preparation of financial statements in conformity with accounting standards for not-for-profit organizations generally accepted in Bermuda and Canada requires management to makes estimates and assumptions that affect the reported amounts of asset and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. While management believes that the amounts included in the financial statements reflect the Society's best estimates and assumptions, actual results could differ from those estimates.

4. INVESTMENTS

INVESTIVILIVIS	March 31, 2019	March 31, 2018
Money market funds Equity securities Corporate bonds and fixed income securities	\$ 63,867 1,245,800 2,552,560 915,629	\$ 62,675 1,119,400 2,576,527 1,116,569
Alternative investments	\$ 4,777,856	\$ 4,875,171

Certain of the Society's investments with a fair value of \$2,842,536 as at March 31, 2018 were secured against the loan payable (Note 7). The loan was repaid during the year ended March 31, 2019.

March 31, 2019 (Expressed in Bermuda dollars)

TRUNK ISLAND 5.

The Society owns land located at Trunk Island on Harrington Sound, Hamilton Parish, Bermuda which is used to support the Society's education and conservation and research programs. In March 2007, the Society was donated a one-third undivided interest in 4.15 of the 6.67 acres of land on Trunk Island. This donated asset is carried at its estimated fair value of \$670,500 at the date of donation.

In March 2015, the Society purchased outright 2.52 acres on Trunk Island for total consideration of \$1,192,750 plus legal and other associated costs. As at March 31, 2015, the Society had capitalized the consideration and costs paid to date of \$793,598 of which \$600,000 was funded by a loan from UBS AG (Note 7). The remaining consideration of \$400,000 was payable by way of a non-interest bearing promissory note in four equal installments of \$100,000 annually on the anniversary of the date of completion of which \$100,000 was paid during the year ended March 31, 2019 to bring the cumulative amount repaid to \$400,000. The final promissory note payment of \$100,000 was paid on March 15, 2019. The carrying value of land of \$1,864,098 comprises the original donated amount of \$670,500, consideration paid during the current and previous years of \$1,193,598.

DUE (TO) FROM FUND BALANCES 6.

At March 31, 2019, the amount due from the General Fund to the Restricted Fund represents the net amounts owing for donations and investment income. Interfund amounts receivable bear no interest and are not governed by terms of repayment.

During the year ended March 31, 2019, the following inter-fund transfers as reflected in the Statement of Changes in Fund Balances was made to transfer funds the Society's newly established Trunk Island Endowment fund:

Transfer from General Fund of \$400,000 to Trunk Island Endowment Fund. (i)

During the year ended March 31, 2018, the following inter-fund transfers as reflected in the Statement of Changes in Fund Balances were carried out to fund the Society's education programmes and to reimburse the General Fund:

- Transfer from Education Endowment Fund of \$160,000 to General Fund.
- Transfer from Capital Campaign Fund of \$1,974,626 to General Fund. (i) (ii)
- Transfer from Education Fund of \$130,750 to General Fund. (iii)
- Transfer to Marine Species Recovery Fund from General Fund of \$29. Transfer from Project Nature Fund to Publications Fund of \$1,856. (iv)
- Transfer from Steinhoff Scholarship Fund to General Fund of \$35,000. (v)
- Transfer to Front Entrance Renewal Fund from General Fund of \$4,523. (vi) (vii)

March 31, 2019

(Expressed in Bermuda dollars)

7. LOAN PAYABLE

On March 11, 2015, the Society entered into a one-month rolling fixed term loan with UBS AG in an amount of \$600,000. Interest was payable on maturity at a rate of 3.57% per annum. The loan had as security certain investments in the Society's investment portfolio with a fair value of \$2,842,536 as at March 31, 2018. The loan was repaid in full in June 2018.

8. DONATIONS

Audit fees for the year ended March 31, 2019 are recorded at their fair value of \$25,000 (2018: \$25,000). The actual amount charged for the audit is \$5,000 (2018: \$5,000) with the difference of \$20,000 (2018: \$20,000) being recorded as a donation to the General Fund.

EDUCATION ENDOWMENT FUND

In 1998, the Society set up through a deed of charitable trust, The Bermuda Zoological Society Education Endowment Fund (the "BZS EEF"). The BZS EEF was established to provide funding for the Society's educational programmes. The Trustees of the BZS EEF had its own Trustees and prior to the year ended March 31, 2012, the net assets of the BZS EEF were not recognized in the Society's financial statements.

During the year ended March 31, 2012 new Trustees were appointed to the BZS EEF and control of the BZS EEF was transferred to the Society. Accordingly the net assets of the BZS EEF of \$1,963,059 (2018: \$1,893,491) are recognized in the Education Endowment Fund.

10. FINANCIAL INSTRUMENTS

(a) Fair value

The Society measures its financial instruments at fair value with the changes in fair value included in the Statement of Operations or the appropriate restricted fund. The fair value of the Society's financial instruments approximates their carrying value due to their relative short term nature.

The estimates of fair values presented herein are subjective in nature and are not necessarily indicative of the amounts that the Society would actually realize in a current market exchange. Certain items such as land and inventory are excluded from fair value disclosure. Thus, the total fair value amounts cannot be aggregated to determine the underlying economic value of the Society.

(b) Credit risk

Credit risk is the risk that counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Society. To manage the level of credit risk, the Society deals with counterparties of good credit standing. There are no significant concentrations of credit risk. The Society's maximum exposure to credit risk is represented by the carrying values of its cash and investment balances. Management considers credit risk to be minimal.

March 31, 2019 (Expressed in Bermuda dollars)

10. FINANCIAL INSTRUMENTS (Cont'd)

(c) Liquidity risk

The Society is dependent on major gifts and donations, membership dues, and government grants to maintain operational cash flows. The Society was exposed to liquidity risk mainly with respect to its loan payable (Note 7) and promissory note payable (Note 5) which were repaid during the year.

(d) Market risk

The Society is exposed to the risk that donations may decrease due to changes in market factors and general economic declines which will likely have a negative effect on the Society's ability to generate donation revenues, the majority of which are derived from Bermuda-based corporate and individual members and donors.

The Society is also exposed to market price risk on its investment portfolio.

Cash and cash equivalents, fixed income securities and loan payable are subject to interest rate risk as interest is earned or incurred at fluctuating market rates.

(e) Changes in risk

There have been no changes in the Society's risk exposures from the 2018 fiscal year.

11. RELATED PARTY TRANSACTIONS

During the year, the Society paid \$12,000 (2018: \$12,000) as an honorarium to a member of the Executive Committee. This transaction was carried out in the normal course of operations and is recorded at the exchange value.