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3 January 2005

CIRCULAR LETTER No. 1-2005

TO : ALL INSURANCE/REINSURANCE COMPANIES, PROFESIONAL REINSURERS, INSURANCE AND REINSURANCE BROKERS, INSURANCE AGENTS, MUTUAL BENEFIT ASSOCIATIONS (MBAs) AND TRUSTS FOR CHARITABLE USES DOING BUSINESS IN THE PHILIPPINES

RE : ACCREDITATION OF EXTERNAL AUDITORS

To achieve the objective of further strengthening the regulatory framework of this Commission and enhance confidence on the audited financial statements, attached are the rules and regulations that shall govern the selection and delisting of external auditors for your guidance and compliance. Please note that the effectivity of this circular shall cover audited financial statements with periods beginning January 01, 2004.


BENJAMIN S. SANTOS
Insurance Commissioner



Republic of the Philippines
INSURANCE COMMISSION
1071 United Nations Avenue, Manila

RE: ACCREDITATION AND REPORTORIAL REQUIREMENTS OF EXTERNAL AUDITORS OF INSURANCE/REINSURANCE COMPANIES, PROFESSIONAL REINSURERS, INSURANCE AND REINSURANCE BROKERS, INSURANCE AGENTS, MUTUAL BENEFIT ASSOCIATIONS (MBAs) AND TRUSTS FOR CHARITABLE USES.

SEC. 1. Policy Statement

In order to further strengthen the regulatory framework of this Commission and enhance confidence on the audited financial statements, the Commission hereby adopts a policy on the accreditation of external auditors and their reporting requirements. High ethical and qualification standards and strict reporting obligations for external auditors of entities under the jurisdiction and supervision of this Commission shall be imposed to encourage quality control and disciplined financial environment.

SEC. 2. Coverage

This Circular shall be enforceable upon all insurance/reinsurance companies, professional reinsurers, insurance and reinsurance brokers, insurance agents, mutual benefit associations and trusts for charitable uses and their external auditors, including the auditing firms in which such auditors are co-owners/partners.

SEC. 3. Definition of Terms under this Circular

- 3.1 External Auditor** – is an independent Certified Public Accountant (CPA) whose relationship with his client pertains mainly to the expression of opinion on the financial statements. It maybe a single practitioner or a signing partner in an auditing firm.
- 3.2 Auditing Firm** – means either the partners of a firm providing audit services or a sole practitioner providing audit services, as appropriate.
- 3.3 Fraud** - means an intentional act by one or more individuals among management, employees, or third parties, which results in a misrepresentation of financial statements. It may involve:
- i. Manipulation, falsification or alteration of records or documents.
 - ii. Misappropriation of assets.
 - iii. Suppression or omission of the effects of transactions from records or documents.

- iv. Recording of transactions without substance.
- v. Misapplication of accounting policies

3.4 Error - means an unintentional mistake in financial statements such as:

- i. Mathematical or clerical mistake in the underlying records and accounting data.
- ii. Oversight or misinterpretation of facts.
- iii. Misapplication of accounting policies.

3.5 Gross negligence - means wanton or reckless disregard of the duty of due care in complying with generally accepted auditing standards (GAAP).

3.6 Material information – information whose omission or misstatement could influence the economic decisions of users.

3.7 Audit Engagement Letter – document which confirms the auditor's acceptance of the appointment, the objective and scope of the audit, the extent of the auditor's responsibilities to the client and the form of any reports.

3.8 Associate – any director, officer, manager or any person occupying a similar status or performing similar functions in the audit firm including employees performing supervisory role in the auditing process.

3.9 Lead Partner – the engagement partner/partner-in-charge/managing partner who is responsible for signing the audit report on the consolidated financial statements of the audit client, and where relevant, the individual audit report of any entity whose financial statements form part of the consolidated financial statements.

3.10 Concurring Partner – the partner responsible for reviewing the audit report.

3.11 Auditor-in-Charge – the team leader of the audit engagement.

3.12 Entities – shall include all companies under the jurisdiction

SEC. 4. Scope and Limitations of Accreditation

4.1 Only an external auditor and his auditing firm if applicable, who is accredited by the Commission shall be engaged by entities covered by this Circular for statutory audits.

4.2 The accreditation of an auditing firm shall not cover its signing partners and auditors under its employment. The auditor/signing partner responsible for the engagement must be separately accredited by the Commission.

4.3 The accreditation of external auditors does not relieve the management of the reporting entity of its responsibility. The responsibility of preparing and presenting the financial statements is that of the entity's management. The auditor's responsibility is to audit financial statements in order to express an opinion thereon.

4.4 The Commission shall not be liable for any liability or loss that may arise from the selection of said accredited external auditor and/or auditing firm to be engaged by an entity for regular audit.

4.5 The accreditation of an external auditor and/or auditing firm shall expire or it shall be automatically delisted after a period of three (3) years from date of approval of his accreditation, unless renewed before expiry date.

SEC. 5. General Requirements

All insurance/reinsurance companies, professional reinsurers, insurance/reinsurance brokers, insurance agents, MBAs and Trusts for Charitable Uses which have engaged their respective external auditors for a consecutive period of five (5) years or more (as of date of affectivity of this Circular) shall have a one-year period from the said date within which to change their external auditor or rotate lead and/or concurring partner.

5.1 Qualification Requirements

- i. The external auditor/partner-in-charge shall be duly registered with Professional Regulation Commission (PRC) / Board of Accountancy (BOA), and entitled to practice as such, under the laws governing the practice of public accounting in the Philippines.
- ii. The external auditor/partner-in-charge shall comply with the Code of Professional Ethics for CPAs promulgated by the BOA and approved by the PRC. Ethical principles governing the auditor's professional responsibilities are independence, integrity, objectivity, professional competence and due care, confidentiality, professional behavior and technical standards.
- iii. The external auditor/partner-in-charge should conduct an audit in accordance with Philippine Standards on Auditing (PSA).

5.2. Other Requirements

Individual External Auditor

- i. At the time of application, the external auditor (i.e. single practitioner or signing partner in an auditing firm) shall have at least five (5) years experience in the regular audits, of which no less than two (2) years thereof must have been spent in auditing the type of entity covered under this Circular. Regarding external auditors with five (5) years experience in regular audit but without experience in the field of insurance, the Commission may consider the participation in insurance/reinsurance accounting/auditing seminars conducted by Insurance Institute for Asia and the Pacific, Inc. (IIAP), Philippine Insurance Institute (PII), and any other organization or association duly recognized by this Commission.
- ii. The regular audit above refers to experience acquired as an auditor-in-charge, managing partner or their equivalent.

- iii. An external auditor who meets all the aforementioned qualification requirements and who has the fundamental knowledge of the regulatory requirements on each of the entities covered by this Commission shall be generally accredited, hence qualified to audit all companies covered by this Circular.

Auditing Firm

At the time of application, an auditing firm must have at least one (1) signing practitioner or partner who is already accredited, or who is already qualified and is applying for accreditation by the Commission,

SEC. 6. Application by Individual External Auditors

- 6.1 For *initial* accreditation, a duly accomplished and notarized application form (IC Form A) shall be submitted by the applicant external auditor to the Commission, together with the following documents:
 - i. Copy of updated PRC license and Certificate of Registration as a public practitioner issued by the BOA/PRC;
 - ii. Copy of the proposed Audit Engagement Letter to be duly acknowledged by the client company prepared in accordance with Annex "A" of this Circular, and/or existing engagement contracts with clients;
 - iii. Certification from any professional organization or association duly recognized/accredited by the Commission or by the BOA/PRC that the auditor had attended a complete course in any insurance-related course. Such training shall be in subjects like international accounting standards, international standards of auditing, insurance core principles issued by the International Association of Insurance Supervisors (IAIS), corporate governance, taxation and other topics relevant to his practice;
 - iv. Written undertaking that: (1) the external auditor and the members of his immediate family have no direct or material indirect financial interest with any of the entities specified in this Circular. (2) the external auditor has no loan to or from any of the entities specified or to any officer, director or principal stockholder thereof;
 - v. Notarized certification from PRC that the external auditor has no pending administrative and/or criminal case nor was previously convicted for a crime involving moral turpitude or fraud (as defined in the Revised Penal Code), or declared liable by the Commission or by any court for violation of the Corporation Code or the Insurance Code;
 - vi. Undertaking under Oath that the external auditor/partner in-charge shall preserve his working papers or any other related documents for a period of five (5) years and making them available to the Commissions' representatives when required or directed to do so;
 - vii. In case of an application for general accreditation, notarized certification

that the applicant has fundamental knowledge of the regulatory requirements on each of the entities covered by this Commission.

6.2. The accreditation may be *renewed* by filing a duly accomplished renewal application form (IC Form A-R) and attaching the following documents:

- i. Copy of updated PRC license and Certificate of Registration as a public practitioner issued by BOA/PRC;
- ii. Copy of the proposed Audit Engagement Letter to be duly acknowledged by the clients prepared in accordance with Annex "A" of this Circular, and/or existing contracts with clients;
- iii. Notarized certification from PRC that the external auditor has no pending administrative and/or criminal case nor was previously convicted for a crime involving moral turpitude or fraud (as defined in the Revised Penal Code), or declared liable by the Commission or by any court for violation of the Corporation Code or the Insurance Code;
- iv. Certification from any professional organization or association duly recognized/accredited by the Commission or by the BOA/PRC that the auditor has attended or participated in relevant accounting and auditing or in any other insurance-related courses for at least twelve (12) hours yearly beginning June 01, 2005. Such training shall be in subjects like international accounting standards, international standards of auditing, corporate governance, taxation and other topics relevant to his practice;
- v. Written undertaking that: (1) the external auditor and the members of his immediate family have no direct or material indirect financial interest with any of the entities specified in this Circular, (2) the external auditor has no loan to or from any of the entities specified or to any officer, director or principal stockholders thereof;

6.3. The application for initial or renewal accreditation of an external auditor shall be accompanied by a fee of Two Thousand Pesos (₱2,000.00).

SEC. 7. Application for Accreditation by Auditing Firms

7.1 For *initial* accreditation, a duly accomplished and notarized application form (IC Form B) shall be signed by the managing partner of the auditing firm and shall be submitted to the Commission together with the following documents:

- i. Copy of Privilege Tax Receipt (PTR);
- ii. Copy of updated Certificate of Registration as a public practitioner issued by BOA/PRC to the firm;
- iii. Certification from any professional organization or association duly recognized/accredited by the Commission that the partner-in-charge of the auditing firm had attended insurance related courses particularly on insurance/reinsurance accounting and auditing subjects;

- iv. Copy of the firm's proposed Audit Engagement Letter to be duly acknowledge by the clients prepared in accordance with Annex "A" of this Circular and/or existing engagement contracts with clients;
- v. List of existing contracts/agreements with its audit clients covered by this Circular involving services other than statutory audit of financial statements;
- vi. Written undertaking that the partners, associates, auditor-in-charge of the engagement and the members of their immediate family have no direct or indirect financial interest with any of the entities specified in this Circular and have any loan to or from the entities earlier cited or to any officer, director or principal stockholders thereof;
- vii. Notarized certification from PRC that the lead partner, concurring partner, auditor-in-charge and members of the audit team have no pending administrative and/or criminal case nor were previously convicted for a crime involving moral turpitude or fraud (as defined in the Revised Penal Code), or declared liable by the Commission or by any court for violation of the Corporation Code or the Insurance Code;
- viii. Written general description of quality assurance policies or procedures adopted by the auditing firm in accordance with PSA No. 220;
- ix. Undertaking under Oath that the external auditor/partner-in-charge shall preserve his working papers including any other related documents for a period of five (5) years and making them available to the Commission's representatives when required;
- x. In case of an application for general accreditation, notarized certification that the external auditor/partner-in-charge has fundamental knowledge of the regulatory requirement on each of the entities covered by this Commission based on the number of insurance-related seminars attended;
- xi. Copy of the audited financial statements for the immediately preceding two (2) years;
- xii. At the time of the application, it must have at least one (1) signing practitioner or partner who is already accredited, or who is already qualified and is applying for accreditation by the Commission.

7.2. The accreditation may be *renewed* by filing a duly accomplished renewal application form (IC Form B-R) with the following documents:

- i. Current PTR;
- ii. A certified true copy of the Certificate of Registration with BOA/PRC which is valid and effective;

- iii. Notarized certification from PRC that the lead partner, concurring partner, auditor-in-charge and members of the audit team have no pending administrative and/or criminal case nor were previously convicted for a crime involving moral turpitude or fraud (as defined in the Revised Penal Code), or declared liable by the Commission or by any court for violation of the Corporation Code or the Insurance Code;
- iv. Written undertaking that the partners, associates, auditor-in-charge of the engagement and the members of their immediate family have no direct or indirect financial interests with any of the entities specified in this Circular and have any loan to or from the entities earlier cited or to any officer, director or principal stockholders thereof;
- v. Certification from any professional organization or association duly recognized/accredited by the Commission or BOA/PRC that the lead partner, concurring partner, auditor-in-charge and members of the audit team have attended or participated in relevant accounting and auditing or in any other insurance related courses for at least twelve (12) hours yearly beginning June 01, 2005. Such training shall be in subjects like international accounting standards, international standards of auditing, corporate governance, taxation and other topics relevant to their practice.
- vi. At the time of the application, it must have at least one (1) signing practitioner or partner who is already accredited, or who is already qualified and is applying for accreditation by the Commission.

7.3. The application for initial or renewal accreditation of an auditing firm shall be accompanied by a fee of Five Thousand Pesos (P5,000.00).

SEC.8. Operational Requirements

8.1 The accredited auditing firm or external auditor shall not accept the following non-audit services for his statutory audit clients, which could affect his independence:

- i. bookkeeping or other services related to the accounting records or financial statements of the audit client;
- ii. information systems design and implementation and assessment;
- iii. appraisal or valuation services;
- iv. actuarial services;
- v. internal audit functions and/or outsourcing services;
- vi. management functions or human resources;
- vii. insurance underwriting, investment dealer/adviser/manager and resident agent of foreign unauthorized reinsurers;
- viii. any other services that the Commission may declare as impermissible.

8.2. The firm and/or the external auditor shall comply with the following:

- i. Terms of its engagement letter and its undertakings, in accordance with the submitted documents pursuant to Sections 6 and 7 of this Circular;**
- ii. Generally accepted auditing standards (GAAS) in the Philippines;**
- iii. International accounting standards (IAS);**
- iv. Insurance core principles issued by the International Association of Insurance Supervisors (IAIS) ;**
- v. Code of Professional Ethics;**
- vi. Other pertinent laws, rules and regulations.**

8.3. Written quality control policies and procedures and copy of the engagement letter together with the application for accreditation shall be submitted. Any change or amendment thereto shall be reported to the Commission not less than ten (10) days prior to its effectivity. If the Commission does not comment or object to the said changes within ninety (90) days from date of submission, the same shall be deemed duly noted and shall form part of the records of such accredited firm on file with the Commission.

SEC. 9 Reportorial Requirements

9.1 The external auditor must report to this Commission the following cases:

- i. Any material findings involving fraud or error, as defined under Section 3.2 and 3.3;**
- ii. Under-reserving of Incurred But Not Reported (IBNR) losses/policy reserves, the aggregate of which leads to capital deficiency/impairment**
- iii. Any findings to the effect that the consolidated assets of the company, on a going-concern basis, are no longer adequate to cover the total liabilities.**

9.2. The external auditor shall submit its findings to the client-company's management/internal audit committee. The adverse findings in 9.1 shall be discussed by the external auditor with said client and shall document the management's explanation and the corrective actions taken shall form part of the report.

9.3. The external auditor shall, within thirty (30) business days from the submission of his findings to the client-company, file a duly accomplished form (IC Form C) to this Commission.

9.4. The contract between the company and the external auditor shall contain a provision that the disclosure of information by the external auditor to the Commission shall not be a ground for civil, criminal or disciplinary proceedings against the auditor.

SEC. 10. Grounds for Suspension or Delisting of Accreditation

- 10.1 An external auditor's accreditation shall be suspended or delisted, after due notice and hearing by the Commission, under any of the following circumstances:
- i. Failure to disclose the findings enumerated under Section 9.1 of this Circular;
 - ii. Continuous conduct of audit despite non-observance of ethical principles provided for under the Code of Professional Ethics for CPAs;
 - iii. Any willful misrepresentation done in the filling up of application for accreditation; or in any other reportorial requirements of this Commission;
 - iv. Declaration of conviction by a competent court of a crime involving moral turpitude, fraud (as defined in the Revised Penal Code), or declaration of liability for violation of the Insurance Code or the Corporation Code;
 - v. Refusal for no valid reason, upon lawful order of the Commission, to submit requested documents in connection with an ongoing investigation. The external auditor however should have been made aware of such investigation;
 - vi. Gross negligence in the conduct of audits which would result, among others, in non-compliance with generally accepted auditing standards in the Philippines or issuance of an unqualified opinion which is not supported with full compliance by the auditee with GAAP, IAS and insurance core principles issued by the IAIS. Such negligence shall be determined by the Commission after proper investigation during which the external auditor shall be given due notice and hearing;
 - vii. Conduct of any of the non-audit services enumerated under Section 8.1 of this Circular for his statutory audit clients, which could threaten his independence.
- 10.2. An external auditor who has been suspended by the Commission shall, after serving the suspension period and prior to his acceptance of any assignment, report the matter to the Commission to update his records with the same.
- 10.3. An auditing firm's accreditation shall be suspended or delisted, after due notice and hearing, under the following grounds:
- i. Any misrepresentation which the Commission may find to be willful, in its application form and pertinent attached certifications;
 - ii. Dissolution of the auditing firm/partnership as evidenced by an Affidavit of Dissolution submitted to the Board of Accountancy, or upon findings

by the Commission that the firm/partnership is dissolved. The accreditation of such firm/partnership however shall be reinstated by the Commission upon showing that the said dissolution was solely for the purpose of admitting new partner/s and thereafter shall be reorganized and re-registered;

- iii. There is a showing that the accreditation of the following number or percentage of external auditors, whichever is lesser, have been suspended or delisted for whatever reason, by the Commission:
 - a. At least ten (10) signing partners and currently employed accredited external auditors, taken together; or
 - b. Such number of external auditors constituting fifty percent (50%) or more of the total number of the firm's signing partners and currently accredited auditors, taken together.
- iv. The firm or any one of its auditors has been involved in a major accounting/auditing scam or scandal. The suspension or delisting of the said firm shall depend on the gravity of the offence or the impact of said scam or scandal on the investing public or the insurance market, as may be determined by the Commission;
- v. Refusal for no valid reason, upon order of the Commission, to submit requested documents in connection with an ongoing investigation. The firm however shall be made aware of such investigation.

SEC. 11. Sanctions

11.1 Failure to comply with the foregoing requirements shall subject the auditing firm and the responsible external auditor, after due notice and hearing, to the following scale of fines:


	Auditing Firm	External Auditor
First Offense	P 100,000.00	P 50,000.00
Second Offense	200,000.00	100,000.00
Third Offense	400,000.00	200,000.00

- 11.2. The foregoing penalties shall be without prejudice to other administrative or criminal sanctions that may be imposed by the Commission.
- 11.3. The Commission, upon written request of the responsible auditor/firm, depending on the presence of mitigating circumstances for the violation, may reduce these penalties.
- 11.4. Any company covered by this Circular that knowingly engages the services of an external auditor who is not accredited by the Commission, shall be subject to a penalty of P100,000.00 without prejudice to other administrative sanctions provided in the Insurance Code.

SEC. 12. Effectivity Clause

The effectivity of this Circular shall cover audited financial statements with periods beginning January 1, 2004 and thereafter.

Signed on behalf of the Commission, 29 December 2004, Manila, Philippines.



BENJAMIN S. SANTOS
Insurance Commissioner
INSURANCE COMMISSION

**IC FORM A
INITIAL APPLICATION FOR ACCREDITATION OF
AN INDIVIDUAL EXTERNAL AUDITOR**

Applying for accreditation to act as external auditor of: (Please check appropriate box):

- Life Insurance Companies
- Non-Life Insurance Companies
- Professional Reinsurance Companies
- Mutual Benefit Associations
- Trusts for Charitable Uses
- Insurance Brokers
- Reinsurance Brokers
- All of the above or a General Accreditation

1. Name of Applicant:

2. Date of Birth:Place of Birth:Age:

3. Address: Phone No.:

4. CPA Certificate/License Number: Date Granted:

5. Education:

Course	Name of School	Year Finished/ Honors Received
Accountancy		
Other Collegiate Course/s		
Post Graduate		

6. Audit Experience:

Name of Firm (If Applicable)	Position/Function	Period	List of Corporate Clients (indicated amount of assets)

7. Exhibits

- i. Copy of updated PRC license and Certificate of Registration as a public practitioner issued by the Board of Accountancy (BOA)/Professional Regulation Commission (PRC);
- ii. Copy of the proposed Audit Engagement Letter to be duly acknowledged by the client company and/or existing engagement contracts with clients;
- iii. Certification from any professional organization or association duly recognized/accredited by the Commission or by the BOA/PRC that the auditor has attended a complete course in any insurance-related course. Such training shall include other subjects like international accounting standards, international standards of auditing, insurance core principles issued by the IAIS, corporate governance, taxation and other topics relevant to his practice;
- iv. Written undertaking that: (1) the external auditor and the members of his immediate family have no direct or material indirect financial interest with any of the entities specified in this Circular. (2) the external auditor has no loan to or from any of the entities specified or to any officer, director or principal stockholder thereof;
- v. Notarized certification from PRC that the external auditor has no pending administrative and/or criminal case nor was previously convicted for a crime involving moral turpitude or fraud (as defined in the Revised Penal Code), or declared liable by the Commission or by any court for violation of the Corporation Code or the Insurance Code;
- vi. Undertaking under Oath that the external auditor/partner-in-charge shall preserve his working papers or any other related documents for a period of five (5) years and making them available to the Commissions' representative when required;
- vii. In case of an application for general accreditation, notarized certification that the applicant has fundamental knowledge of the regulatory requirements on each of the entities covered by this Commission.

8. Processing Fee

This application for accreditation has been submitted along with the payment of the prescribed fee in the amount of _____ under O.R. No. _____.

I hereby certify that the foregoing information is true and correct.

APPLICANT SIGNATURE

Date: _____

Place: _____

**INSURANCE COMMISSION
 IC FORM A-R
 RENEWAL APPLICATION FOR ACCREDITATION OF
 AN INDIVIDUAL EXTERNAL AUDITOR**

Applying for accreditation to act as external auditor of: (Please check appropriate box):

- Life Insurance Companies
- Non-Life Insurance Companies
- Professional Reinsurance Companies
- Mutual Benefit Associations
- Trusts for Charitable Uses
- Insurance Brokers
- Reinsurance Brokers
- All of the above or a General Accreditation

1. Name of Applicant: 2. IC Accreditation No:

3. Date of Birth: Place of Birth: Age:

4. Address: Phone No.:

5. CPA Certificate/License Number: Date Granted:

6. Education:

Course	Name of School	Year Finished/ Honors Received
Accountancy		
Other Collegiate Course/s		
Post Graduate		

7. Audit Experience:

Name of Firm (If Applicable)	Position/Function	Period	List of Corporate Clients (indicated amount of assets)