



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
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Circular No: **18-2008**
Date : **June 11, 2008**
Supersedes: **Circular Letter No. 30-2005
dated 26 September 2005**

CIRCULAR LETTER

TO : INSURANCE/REINSURANCE COMPANIES, PROFESSIONAL REINSURERS, INSURANCE AND REINSURANCE BROKERS, GENERAL AGENTS, MUTUAL BENEFIT ASSOCIATIONS AND TRUSTS FOR CHARITABLE USES.

SUBJECT : ACCREDITATION AND REPORTORIAL REQUIREMENTS OF EXTERNAL AUDITORS

SEC. 1. Policy Statement

In order to further strengthen the regulatory framework of the Insurance Commission (IC) and enhance confidence on the audited financial statements, the following policies on the accreditation of external auditors and their reporting requirements are hereby adopted. High ethical and qualification standards and strict reporting obligations for external auditors of entities under its jurisdiction and supervision 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, general agents, mutual benefit associations (MBAs) and trusts for charitable uses (Trusts) 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 client pertains mainly to the expression of opinion on the financial statements. He/She 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 misrepresentations of financial statements. It may involve:

- 4.3 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.
- 4.4 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, general agents, MBAs and trusts shall change/rotate their external auditor/signing partner every five (5) years.

5.1 Qualification Requirements

- a. The external auditor/signing partner shall be duly registered with the Professional Regulation Commission (PRC) and Board of Accountancy (BOA), and entitled to practice as such, under the laws governing the practice of public accounting in the Philippines.
- b. The external auditor/signing partner 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.
- c. The external auditor/signing partner shall conduct an audit in accordance with Philippine Standards on Auditing (PSA).

5.2 Other Requirements

A. Individual External Auditor

- a. At the time of application, the external auditor shall have:
 - i. 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; or
 - ii. auditors with five (5) years experience in regular audit but without experience in the field of insurance, ***attendance/or participation of at least forty (40) hours*** in insurance/reinsurance accounting/auditing seminars conducted by Insurance Institute for Asia and the Pacific (IIAP) and any other organization duly recognized by this Commission may be considered.
- b. The regular audit above refers to experience acquired as an auditor-in-charge, signing partner or their equivalent.

B. Auditing Firm

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

- a. Manipulation, falsification or alteration of records or documents.
 - b. Misappropriation of assets.
 - c. Suppression or omission of the effects of transactions from records or documents.
 - d. Recording of transactions without substance.
 - e. Misapplication of accounting policies.
- 3.4 Error** – means a mistake in the financial statements such as:
- a. Mathematical or clerical mistake in the underlying records and accounting data.
 - b. Oversight or misinterpretation of facts.
 - c. 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 Signing Partner** – the auditor-in-charge/concurring 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 Entities** – shall include all companies under the jurisdiction of the Commission.

SEC. 4. Scope and Limitations of Accreditation

- 4.1 Only an auditing firm duly accredited by this Commission shall be engaged by insurance companies, reinsurance companies and mutual benefit associations covered by this Circular for statutory audits; while an individual external auditor may be engaged by insurance and reinsurance brokers, general agents and trusts for charitable uses.
- 4.2 The accreditation of external auditors does not relieve the client of the responsibility of preparing and presenting the financial statements. The auditor's responsibility is to audit financial statements in order to express an opinion thereon.

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, together with the following documents:
- a. Certified true copy of updated PRC license and Certificate of Registration as a public practitioner issued by the BOA and PRC;
 - b. Sample of an Audit Engagement Letter addressed to an IC regulated entity;
 - c. Certificate of
 - i. work experience from the auditing firm or from the present and previous clients;
 - ii. attendance/or participation in seminars conducted by the IIAP or any other organization or association duly recognized by IC.
 - d. Written undertaking that: (i) 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. (ii) the external auditor has no loan to or from any of the entities specified or to any officer, director or principal stockholder thereof; and (iii) the external auditor is not an employee/officer/director/consultant of any of the regulated entities of the IC and not an appointed conservator/receiver/liquidator by the IC;
 - e. 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;
 - f. Undertaking under Oath that the external auditor 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;
- 6.2 The accreditation may be *renewed* by filing a duly accomplished renewal application form (IC Form A-R) and attaching the following documents:
- a. Certified true copy of updated PRC license and Certificate of Registration as a public practitioner issued by BOA and PRC;
 - b. 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;
 - c. Certificate of attendance/or participation in seminars of at least 36 hours for the last three years conducted by the IIAP or any other organization or association duly recognized by the IC;
 - d. Written undertaking that: (i) 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, (ii) the external auditor has no loan to or from any of the entities specified or to any officer, director or principal stockholders thereof; and (iii) the external auditor is not an employee/officer/director/consultant of any of the regulated entities of the IC and not an appointed conservator/receiver/liquidator by the IC.

6.3 The application for initial or renewal accreditation of an external auditor shall be accompanied by a fee of Two Thousand Pesos (P2,000.00).

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 together with the following documents:

- a. Certified true copy of Privilege Tax Receipt (PTR);
- b. Certified true copy of updated Certificate of Registration as a public practitioner issued by BOA and PRC to the firm;
- c. Certificate of
 - i. work experience from the auditing firm or from the present and previous clients;
 - ii. attendance/or participation in seminars conducted by the IAP or any other organization or association duly recognized by the IC.
- d. Sample of an Audit Engagement Letter addressed to an IC regulated entity;
- e. Written undertaking that: (i) the signing partner and the members of his immediate family have no direct or indirect financial interest with any of the entities specified in this Circular (ii) the signing partner and the members of his immediate family has no loan to or from any of the entities specified or to any officer, director or principal stockholders thereof; (iii) the signing partner and the members of his immediate family is not an employee/officer/director/consultant of any of the regulated entities of the IC and not an appointed conservator/receiver/liquidator by the IC.
- f. Notarized certification from PRC that the signing partner 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;
- g. Written general description of quality assurance policies or procedures adopted by the auditing firm in accordance with PSA No. 220;
- h. Undertaking under Oath that the signing partner 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;
- i. Copy of the audited financial statements of the *applicant firm* for the immediately preceding two (2) years;

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

- a. Certified true copy of the Current PTR;
- b. A certified true copy of the Certificate of Registration with BOA and PRC which is valid and effective;

- c. Notarized certification from PRC that the signing partner 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;
 - d. Written undertaking that (i) the signing partner and the members of his immediate family have no direct or indirect financial interests with any of the entities specified in this Circular; (ii) the signing partner and the members of his immediate family has no loan to or from any of the entities specified or to any officer, director or principal stockholders thereof; and (iii) the signing partner and the members of his immediate family is not an employee/officer/director/consultant of any of the regulated entities of the IC and not an appointed conservator/receiver/liquidator by the IC;
 - e. Certificate of attendance/or participation in seminars by the signing partner of at least **36 hours** for the last three years conducted by the IIAP or any other organization or association duly recognized by the IC;
 - f. Copy of the audited financial statements of the *applicant firm* for the immediately preceding two (2) years.
- 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:
- a. bookkeeping or other services related to the accounting records or financial statements of the audit client;
 - b. information systems design and implementation and assessment;
 - c. appraisal or valuation services;
 - d. actuarial services;
 - e. internal audit functions and/or outsourcing services;
 - f. management functions or human resources;
 - g. insurance underwriting, investment dealer/adviser/manager;
 - h. any other services that the Commission may declare as not permissible.
- 8.2 The firm and/or the external auditor shall comply with the following:
- a. Terms of its engagement letter and its undertaking, in accordance with the submitted documents pursuant to Sections 6 and 7 of this Circular;
 - b. Generally accepted auditing standards (GAAS) in the Philippines;
 - c. International accounting standards (IAS);
 - d. Code of Professional Ethics;
 - e. 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 this 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/signing partner must report to this Commission the following cases:
- a. Any material findings involving fraud or error, as defined under Section 3.3 and 3.4;
 - b. Under-reserving of Incurred But Not Reported (IBNR) losses/policy reserves, the aggregate of which leads to capital deficiency/impairment;
 - c. 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/signing partner 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/signing partner 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 Delisting from the Roll of IC-accredited External Auditors

An external auditor/auditing firm shall be delisted from the roll of accredited auditors after due notice and hearing under any of the following circumstances:

- 10.1 Failure to disclose the findings enumerated under Section 9.1 of this Circular;
- 10.2 Continuous conduct of audit despite non-observance of ethical principles provided for under the Code of Professional Ethics for CPAs;
- 10.3 Any willful misrepresentation done in the filling up of application for accreditation; or in any other reportorial requirements of this Commission;
- 10.4 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;
- 10.5 Refusal for no valid reason, upon lawful order of the Commission, to submit requested documents in connection with an ongoing investigation. The external auditor/signing partner should have been made aware of such investigation;

- 10.6 Commission of fraud and/or error as defined under Sec. 3.3 and Sec. 3.4 of this Circular;
- 10.7 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 and IAS. Such negligence shall be determined by the Commission after proper investigation during which the external auditor shall be given due notice and hearing;
- 10.8 Conduct of any of the non-audit services enumerated under Section 8.1 of this Circular for his statutory audit clients, which could compromise his independence.
- 10.9 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;
- 10.10 The firm or any one of its signing partners has been involved in a major accounting/auditing scam or scandal. The delisting of the said firm/signing partner shall depend on the gravity of the offence or the impact of said scam or scandal on the investing public of the insurance market, as may be determined by the Commission.

All previous provisions, rulings and policies inconsistent herewith shall be deemed superseded.


EDUARDO T. MALINIS
Insurance Commissioner

**INSURANCE COMMISSION
IC FORM A**

**INITIAL APPLICATION FOR ACCREDITATION OF
AN INDIVIDUAL EXTERNAL AUDITOR**

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

- Trusts for Charitable Uses
- Insurance Brokers
- Reinsurance Brokers
- General Agents

1. Name of Applicant:
2. Date of Birth: Place of Birth: Age:
3. Address: Telephone/Fax No.:
4. CPA Certificate/License Number: Date Granted:
5. BOA Registration No.: Date Granted:
6. PRC Registration No.: Date Granted:

7. Education:

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

8. Audit Experience:

<u>Name of Auditing Firm/Clients</u>	<u>Position/Function</u>	<u>Period</u>

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AS ATTACHMENT TO IC FORM A
Initial Application for Accreditation of Individual External Auditor

Exhibits:

- _____ 1. Certified true copy of updated PRC License and Certificate of Registration as a public practitioner issued by the Board of Accountancy (BOA) and Professional Regulation Commission (PRC);
- _____ 2. Certification of work experience from the auditing firm or from the present and previous client/ or certificate of attendance/or participation in seminars conducted by the IAP or any other organization or association duly recognized by the IC;
- _____ 3. 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;
4. Undertaking under oath of the following:
 - _____ a. 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;
 - _____ b. the external auditor has no loan to or from any of the entities specified or to any officer, director or principal stockholder thereof;
 - _____ c. the external auditor is not an employee/officer/director/consultant of any of the regulated entities of the IC and not an appointed conservator/receiver/liquidator by the IC;
 - _____ d. that the external auditor shall preserve his working papers or any other related documents for a period of five (5) years and making them available to the Commission's representative when required;
 - _____ e. that the external auditor shall comply with the Code of Professional Ethics for CPAs and shall conduct the audit in accordance with the Philippine Standards on Auditing (PSA).
- _____ 5. Sample of Audit Engagement Letter

Processing Fee:

This application for accreditation has been submitted along with the payment of a non-refundable processing fee of ₱2,000.00 per OR No. _____ dated _____ upon submission hereof.

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

Signature over Applicant's Printed Name

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**INSURANCE COMMISSION
IC FORM A-R**

**RENEWAL APPLICATION FOR ACCREDITATION OF
AN INDIVIDUAL EXTERNAL AUDITOR**

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

- Trusts for Charitable Uses
- Insurance Brokers
- Reinsurance Brokers
- General Agents

1. Name of Applicant:

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

3. Address: Telephone/Fax No.:

4. CPA Certificate/License Number: Date Granted:

5. BOA Registration No.: Date Granted:

6. PRC Registration No.: Date Granted:

7. IC Accreditation No: Date Granted:

8. Education:

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

9. Audit Experience:

<u>Name of Auditing Firm/Clients</u>	<u>Position/Function</u>	<u>Period</u>

AS ATTACHMENT TO IC FORM A-R
Renewal Application for Accreditation of Individual External Auditor

Exhibits:

- _____ 1. Certified true copy of updated PRC License and Certificate of Registration as a public practitioner issued by the Board of Accountancy (BOA) and Professional Regulation Commission (PRC);
- _____ 2. 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;
- _____ 3. Certificate of attendance/or participation in seminars of at least **36 hours** for the last three years conducted by the IAP/PII or any other organization or association duly recognized by the IC;
- _____ 4. Undertaking under oath of the following:
 - _____ a. 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;
 - _____ b. the external auditor has no loan to or from any of the entities specified or to any officer, director or principal stockholder thereof;
 - _____ c. the external auditor is not an employee/officer/director/consultant of any of the regulated entities of the IC and not an appointed conservator/receiver/liquidator by the IC;
 - _____ d. that the external auditor shall preserve his working papers or any other related documents for a period of five (5) years and making them available to the Commission's representative when required;
 - _____ e. that the external auditor shall comply with the Code of Professional Ethics for CPAs and shall conduct the audit in accordance with the Philippine Standards on Auditing (PSA).

Processing Fee:

This application for accreditation has been submitted along with the payment of a non-refundable processing fee of ₱2,000.00 per OR No. _____ dated _____ upon submission hereof.

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

Signature over Applicant's Printed Name

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**INSURANCE COMMISSION
IC FORM B**

**INITIAL APPLICATION FOR ACCREDITATION OF
AN AUDITING FIRM**

Applying for accreditation to act as external auditor for: (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
- General Agents

1. Name of Firm:
2. SEC Certificate of Registration No. (if a registered partnership):
3. BOA Registration No.: Date Granted:
4. PRC Registration No.: Date Granted:
5. Business Address: Telephone/Fax No.:
6. Information of the Signing Partner/s:

Full Name	Position	CPA Certificate/ License Number	IC Accreditation Number if applicable

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