

Do you have the personality of an entrepreneur?

Are you:

- ✓ Resilient
- ✓ Passionate
- ✓ Self- ambitious
- ✓ Self-disciplined
- ✓ Self-motivated
- ✓ Self-believer
- ✓ Visionary

If so, and you are planning to start a business, this reference guide should be of assistance by enabling you to successfully handle many of the problems encountered in starting and running a business. With foresight and good planning, you will become a successful business person. When in doubt, remember to seek professional advice from qualified legal counsel and a CPA. The benefits will far outweigh the cost.

DECIDING THE LEGAL STRUCTURE FOR YOUR BUSINESS

As you start your new business, one of the first major decisions you will have to make is its legal structure. This decision may be dictated by the way you have organized your operations and whether you intend to work on your own or in conjunction with others.

There are three basic legal structures of a business organization. Each has its own benefits and drawbacks and is treated differently for legal and tax pros and cons.

SOLE PROPRIETORSHIP / NON-REGISTERED

Features

- ❖ Owned and operated by one individual
- ❖ Owner has possession of the business assets and is directly responsible for the debts and other liabilities incurred by the business
- ❖ No limitation on extent of liability and court prosecutions
- ❖ No annual paperwork for business compliance
- ❖ No specific tax benefits available
- ❖ Income or loss is included on Personal Tax Return and is combined with the other earnings of the individual for income tax purposes.

PARTNERSHIP

Features (General)

- ❖ Two or more individuals join to run the business
- ❖ Individual partners have ownership of company assets, responsibility for liabilities, and authority in running the business
- ❖ Authority of the partners, and the way in which profits or losses are to be shared, can be modified by the partnership agreement
- ❖ Responsibility for liabilities can also be modified by an agreement among the partners.
- ❖ A legal entity recognized under the law and as such it has rights and responsibilities in and of itself
- ❖ Ability to sign contracts, obtain trade credit and borrow money. When a limited partnership is small, most creditors require a personal guarantee from the general partners.
- ❖ Financial statements are combined with the personal income of the partner on a T1 Personal Tax Return to determine the individual's tax liability.

Features (Limited)

- ❖ Comprised of one or more general partners who are personally liable for partnership debts and one or more limited partners who contribute capital and share in the profits or losses of the business
- ❖ Limited partners do not take a part in running the business and are not liable for the debts of the partnership

REGISTERING WITH THE TAX AUTHORITIES

CORPORATION

Features

- ❖ A separate legal entity, which exists under the authority granted by provincial or federal law
- ❖ Separate legal obligations for shareholders and the business itself.
- ❖ Files income tax returns and pays taxes on income it derives from its operations
- ❖ Legal protection afforded the owners can far outweigh the additional expense of starting and administering a corporation.
- ❖ In Ontario, must file an annual harmonized federal/provincial income tax return with the CRA and other provinces in which it does business.

Advantages

- ❖ Ease of acquiring additional capital through the sale of equity
- ❖ Allows an individual to sell or transfer their interest in the business
- ❖ Provides for business continuity when the original owners choose to retire or sell their interest

A significant task for the new business owner is ensuring that the business is properly registered with all appropriate government agencies. In addition, the business complies with the extensive tax and information filing requirements imposed by the various agencies. Penalties are commonly assessed if the required forms or returns are not filed on a timely basis or are not properly prepared. The following, while not an all-inclusive list, summarizes the most common registrations and requirements for most business:

i) Canada Revenue Agency (CRA) - www.cra-arc.gc.ca (1-800-959-5525)

The CRA is the Federal agency responsible for all tax administration in Canada. The following are some instances where registration with the CRA is required:

- Partnerships with over five members and all corporations are required to register and are assigned identifying numbers by CRA.
- Any business with employee deductions, regardless of the legal form, must also apply for an employee remittance account number.
- Businesses carrying on commercial activities with annual sales in excess of \$30,000 must register for HST and receive a registration number. In certain situations, it may be advantageous for a business to register even if they are not required to do so.

ii) Ministry of Finance – Ontario – www.fin.gov.on.ca

Potential registration includes:

Employer Health Tax (1-866-668-8297)

The Ontario Employer Health Tax (EHT) is assessed on all employee wages exceeding a certain limit.

iii) Workplace Safety and Insurance Board (WSIB) – www.wsib.on.ca (1-800-387-0750)

Employers are required to register with WSIB and report wages and in certain situations also amounts paid to sub-contractors and to pay the appropriate assessments on the reported amounts.

The following summarizes some of the more significant tax filing requirements:

Income Tax

(Unincorporated)

Proprietorship and Partnership income is included in the personal income tax return on a calendar year basis. The personal tax return for self-employed individuals or partnerships has a June 15, filing deadline with any income tax amounts due April 30. Instalments must be remitted quarterly (March, June, September, December) where required.

(Corporations)

Generally, corporations must remit taxes in monthly instalments and pay the final amount within two or three months of the fiscal period end depending on their size. The return must be filed within six months of the fiscal year end.

Harmonized Sales Tax (HST)

Dependent on size, monthly, quarterly or annual filings, Annual (HST) filers may be required to pay instalments on a quarterly basis. The return and payment are usually due the month after your filing period ends.

Ontario Employer Health Tax (EHT)

Instalments on a monthly, quarterly or annual basis and an annual filing of an information return is required. Certain exemptions may apply for corporations having annual wages less than \$450,000 annually.

Ontario Workplace Safety and Insurance Board (WSIB)

Monthly, quarterly or annual filings are required based on insurable earnings. In addition, a reconciliation form is required if you pay your premiums monthly and for all employers closing an account.

Employee Withholdings (Tax Source deductions)

Along with the employer portion for Canada Pension Plan (CPP) deductions (Tax, CPP and EI) and Employment Insurance (EI) deductions, of the employee are remitted to CRA by the 15th day of the following month. For larger employers, the remittance dates are advanced to as frequently as four times a month. An annual information return (T4) has a deadline of the last day of February, following the calendar year in which the wages were paid.

When the legal structure of the company is changed, it is necessary for the T4 slips and summaries to be completed within 30 days of the change.

ACCOUNTING AND BOOKKEEPING

While many business owners dislike keeping accounting records. A company's books and financial statements represent a balance sheet which demonstrates progress and function as a warning system when a business may be going insolvent.

Financial statements and the underlying records will provide the basis for many decisions made by other entities such as banks, landlords, potential investors and trade creditors, as well as taxing authorities and other governing bodies. In addition, the CRA requires that you keep records and invoices for six years. One of the greatest mistakes made by small business owners is not keeping good financial records and making improper or poor business decisions based on inadequate information.

Quality financial information does not necessarily translate into complicated bookkeeping or accounting systems. Far too often, business owners become overwhelmed by their accounting system. An accounting or bookkeeping system needs to be sophisticated enough to provide the information you need to operate your business and simple enough for you to run it (or supervise the bookkeeper). Questions you should ask in developing an accounting and financial reporting system are:

1. Who will be the users of the financial information?
2. What questions do I need answered to manage the business?
3. What questions should be answered for government or regulatory taxing authorities?

As your business grows, you should work closely with your accountant to ensure that your accounting system is providing you with the appropriate information.

Chart of Accounts

The basic road map into any accounting system is the chart of accounts (Appendix B). This chart helps establish the information that will be captured by your accounting system. This tool, like the rest of the accounting systems, needs to be dynamic and should grow as the size and needs of your business change.

To help establish a good working chart of accounts, you need to answer some questions in conjunction with how your business will operate and what is important to you. Some of these considerations might be:

1. Will your business have inventory to account for? If so, will it be purchased in final form or will there be production process and costs?
2. Are fixed assets a significant portion of your business?
3. Will you sell only one type of product or service or will there be several types?
4. Will you have accounts receivable from customers, which you will have to

track?

5. Are you going to sell from only one location or will you do business in several provinces?
6. Will the products or services you sell be subject to sales tax (GST, PST, HST)?
7. Do you need to track costs by department/location?
8. What type of government controls or regulatory reporting are you subject to?

Each answer has an impact on how the chart of accounts is structured. It may seem that developing a chart of accounts is not particularly high on your list of things to do as you start a new business. However, the amount of time and money that a well-organized accounting system may save you can be significant as the need to generate information for various purposes increases.

Cash or Accrual Accounting

As you start a business, you must decide whether to keep your records on a cash or accrual basis of accounting. The cash basis of accounting has the advantage of simplicity in which sales are recorded when you receive the money and account for expenses when you pay the bills. The increase in your cash balance at the end of the month is how much you made.

Unfortunately, the business world is not always so easy. Sales are made to customers and you must sometimes extend credit. Your business will incur liabilities which are due even though you may not have received the invoice or have the cash available to pay them.

Most users of financial statements such as bankers and investors are accustomed to the accrual basis and expect to see them prepared using this method. Once you become familiar with the accrual basis, you will find it provides a much better measuring device for your business operations than cash basis statements.

For certain taxpayers, it may be possible to keep books for income tax purposes on a different basis than for financial statements. It may be more advantageous (less tax) for you to do so. Your Chartered Professional Accountant can advise you on the advantages and feasibility of doing this in your circumstance.

Accounting Records and Record Keeping

Who will keep the books of the business? Often the owners of a business decide to keep the books themselves underestimating the commitment they have made to other phases of the operation and the time required to maintain a good set of financial records and books of account. As a consequence, the record keeping is often low priority and must be caught up later. This approach can require a substantial expenditure of time and money. While it is important for the owners of a small business to maintain control and stay involved in the financial operations of the enterprise, this can be achieved by maintaining close control over the cheque signing function and by scrutinizing certain records. Your enterprise's Chartered Professional Accountant can help develop a good program of record keeping duties for you, your employees, and any outside bookkeepers you may engage.

The Importance of Computers

The computer is probably the single most valuable invention for bookkeeping and accounting.

Your Chartered Professional Accountant can take much of the confusion out of the

selection process by assisting you in the purchase and installation of your computer software needs.

There are several very good, easy-to-use accounting software packages. However, if you want to use accounting software, it is imperative that you generate accurate information to be entered into the system.

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The real value of a computer becomes apparent once it is running smoothly in your business. Your Chartered Professional Accountant can then function in the capacity for which he or she was trained, not as a “number cruncher” but as your business advisor, consultant, and strategist. Both of you can focus not on producing reports for various regulatory agencies but on analyzing your business to make it more profitable.

HIRING OF STAFF



As a business grows, decisions about hiring staff must be made. In Ontario, employment practices regarding occupational health and safety, minimum wages, working hours and the like are regulated by the Ontario Ministry of Labour.

A summary of important labour issues are administered by the Ontario Ministry of Labour - Employment Standards Branch which can respond to queries on a few matters. (www.labour.gov.on.ca)

Minimum Wages

The provincial government periodically establishes and revises a minimum hourly wage, which must be paid by employers. There are number of special categories such as students and liquor servers. The Employment Standards Branch can provide a list of the current minimum wage by employment category.

Vacation Pay

Vacation pay benefits apply to full-time, part-time and student labour. Generally, new employees receive a vacation pay entitlement of 4% of total wages. Employers and employees each have certain rights regarding timing of the vacation allotment.

Other Issues

- Public holidays
- Termination pay
- Overtime pay
- Pay equity
- Special rules for agricultural and transportation workers

Workplace Safety and Insurance

Within 10 days of hiring a non-shareholder employee, most new businesses are required to register with the Workplace Safety & Insurance Board (WSIB). Certain industries are exempt.

Employer Health Tax (EHT)

The tax is applied to all wages paid in Ontario in excess of \$450,000 in a year for the company and all associated companies. The program is administered by the Employer Health Tax division of the Ministry of Finance.

Employee Source Deductions - Tax, EI, CPP, etc.

In addition to the above, the employer must obtain an employee payroll source deduction account as part of obtaining a Business Number from the CRA.

FINANCING MATTERS AND THE BUSINESS PLAN

Unincorporated Businesses

Although a non-calendar fiscal year end can be adopted for accounting purposes, individuals and partnerships with one or more individual members must report income for income tax purposes on a calendar-year basis. The easiest way to accomplish this is to adopt a December 31, year-end. The implications of choosing a non-calendar fiscal year end should be reviewed with your tax advisor before proceeding.

Incorporated Businesses

Incorporated businesses are not required to report income on a calendar year basis and as a result are free to choose a non-December 31 year end, provided it does not exceed 53 weeks from the date of incorporation. The fiscal period needs not be established at time the business commences. It may be established when the first tax return is filed for the business.

There are potential tax advantages to choosing one fiscal year end date over another for an incorporated business. Choosing a fiscal period ending after July 31 can provide an opportunity for tax deferral for an owner-managed business.

The Annual Business Cycle

Choosing a fiscal period when the business is at the lowest point in its business cycle can reduce the amount of accounting for inventory, accounts receivable, accounts payable, etc. This can make the year-end accounting easier for all concerned.

Related Businesses

If there are other related businesses, there may be some economies realized in having a common fiscal period for these businesses. On the other hand, tax advantages may be realized by having different fiscal periods. All aspects should be considered when selecting the appropriate year end for the business.

The business plan is critical to the new business. This plan is the blueprint to financial viability of the planned enterprise. Your accountant can assist in drafting the projected financial results and perhaps in establishing a budget.

The importance of controlling and having adequate cash flow will quickly become apparent when drafting the plan. Suppliers wish to be paid within the time allowed. Should the business be continually late in payment or unable to pay because of excessive investments in inventory, equipment etc., the continued existence of the business could be threatened. With the use of computerized spreadsheets, cash flow forecasting using various assumptions is not a difficult task.

One of the first sources of financing a new business is the capital of the owner, friends and relatives. Other sources of external financing include most commonly the chartered banks, credit unions, trust companies and the Business Development Corporation (BDC). Venture capital loan corporations will typically take an ownership position in the company.

Leasing is a form of financing normally associated with the acquisition of capital assets.

Your Chartered Professional Accountant can often introduce you to these financial institutions, and in many cases, be familiar with the lending policies of the institution.



INSURANCE



Business insurance is an often-overlooked cost of a new business. Insurance, like any other service or commodity, must be measured on a cost-benefit basis. Your Chartered Professional Accountant and insurance agent can assist in making that determination. Co-insurance in which the insurance company and the insured share the risk may be the most cost-effective alternative.

In addition to conventional types of insurance against loss due to fire, theft, and product liability, other types to consider are:

Business Interruption Insurance

Should the business be unable to operate for a period, without business interruption insurance the cash flow harm could imperil the continuation of the business.

Employee Bonding

This is important to businesses with employees who have access to significant cash. In some cases, regulatory bodies will require this type of insurance.

Umbrella Coverage

This type of insurance covers losses exceeding the normal coverage and usually pertains to liability of various sorts to protect the net worth of the owner or the business.

Wage Loss Replacement

In many situations, owner-managers may wish to consider wage loss replacement coverage other than Workplace Safety and Insurance to ensure adequate coverage at reasonable cost.

APPENDIX A

GOVERNMENT AGENCIES

CRA Tax Services – 1-800-959-5525

St. Catharines, ON
32 Church Street
P.O. Box 3038

St. Catharines, ON L2R 3B9

St. John's, NF
Tax Centre
290 Empire Avenue
St. John's, NL A1B 3Z1

Sudbury, ON
1050 Notre Dame Avenue
Sudbury, ON P3A 5C1
Business Enq. & Registration

Employer Health Tax Regional Offices

Ministry of Finance
Employer Health Tax
77 City Centre Drive, 1st Floor
Mississauga, ON L5B 1M5
Tel: (905) 273-9490
Tel: 1-800-265-9969
Fax: (905) 949-3389

Ministry of Finance
Employer Health Tax
33 King Street West
Oshawa, ON L1H 8H5
Tel: (905) 436-4561
Tel: 1-800-265-9005
Fax: (905) 436-4474

Offices and Tax Centres

Hamilton, ON
55 Bay Street N.
P.O. Box 2220
Hamilton, ON L8N 3E1

Summerside, PEI
Tax Centre
275 Pope Road
Summerside, PE C1N 6A2

Employment Standards

Ontario Ministry of Labour
Main Office
400 University Avenue, 14th Floor
Toronto, ON M7A 1T7
Tel: (416) 326-7160
Tel: 1-800-531-5551
Fax: (416) 326-6546

Business Registration

Ministry of Government Services
Companies Branch
99 Wellesley Street West, Suite 4320
Toronto, ON M7A 1W3
Tel: (416)-326-1234
Fax: (416)-327-3790

District Offices

Niagara District Office
301 St. Paul Street, 8th Floor
St. Catharines, ON L2R 7R4
Tel: (905) 704-3994
Tel: 1-800-263-7260
Fax: (905) 704-3011

Hamilton/Halton/Brant District Office
119 King Street West
Hamilton, ON L8P 4Y7
Tel: (905) 577-6221
Tel: 1-800-263-6906
Fax: (905) 577-1200

REGISTRATION AND REGULATORY BODIES

The government, in the interest of protecting public safety, restricts the creation of certain businesses by requiring regulatory licenses or certification. Examples include the regulations and certification requirements of those involved in automotive sales, restaurants, servicing and repairs. The Ministry of Government Services (www.mgs.gov.on.ca) can advise of these regulations, if any, and can be reached at 1-800-268-1142.

Municipal restrictions should also be addressed. Through their licensing, zoning and bylaw regulations, restrictions can be placed on locations in which a business is allowed to operate. The clerk's office in the municipality can advise on these matters.

Workplace Safety & Insurance Board

Head Office

Simcoe Place
200 Front Street West
Toronto, ON M5V 3J1
Tel: (416) 344-1000
Tel: 1-800-387-0750
Fax: (416) 344-4684
Fax: 1-888-313-7373

Local Offices

Lake-Carlton Plaza
301 St. Paul Street, 8th Floor
St. Catharines, ON L2R 7R4
Tel: (905) 687-8622
Tel: 1-800-263-2484
Fax: (905) 687-7117

Standard Life Building
Plaza Level
120 King Street West
P.O. Box 2099, Station LCD 1
Hamilton, ON L8N 4C5
Tel: (905) 523-1800
Tel: 1-800-268-0929
Fax: (905) 521-4203

Important Websites

Canada Revenue Agency (CRA)

www.cra-arc.gc.ca

Business Number Registration

www.businessregistration.gc.ca/

Ministry of Finance – Ontario

<http://www.fin.gov.on.ca>

Ontario Ministry of Labour – Employment Standards Board

<http://www.labour.gov.on.ca/index.html>

The Ministry of Government Services

www.mgs.gov.on.ca

Workplace Safety and Insurance Board

www.wsib.on.ca

CRA Checklist for Small Businesses

<http://www.cra-arc.gc.ca/tx/bsnss/sm/chcklst-eng.html>

APPENDIX B

ILLUSTRATIVE CHART OF ACCOUNTS

Current Assets:

1110	Cash
1120	Temporary Investments
1130	Accounts Receivable
1135	Allowance for Doubtful Accounts
1140	Notes Receivables
1150	Interest Receivable
1170	Inventory
1180	Prepaid Rent
1190	Prepaid Insurance

Long Term Assets:

1210	Land
1220	Investment in Securities/Shares/Bonds

Property, Plant and Equipment:

1310	Parking Lot
1315	Accumulated Depreciation - Parking Lot
1320	Building
1325	Accumulated Depreciation - Building
1330	Store Equipment
1335	Accumulated Depreciation - Store Equipment
1340	Computer Equipment
1345	Accumulated Depreciation - Computer Equipment
1350	Computer Software
1355	Accumulated Depreciation – Computer Software

Intangible Assets:

1410	Patents
1420	Goodwill
1430	Organizational Cost

Current Liabilities:

2110	Bank Loans Payable
2130	Accounts Payable
2140	Accrued Charges
2150	Interest Payable
2155	Salaries Payable
2160	Income Tax Payable
2180	Withholding Tax, EI and CPP Payable
2190	Harmonized Tax Payable
2195	Advances from Customers

Other Liabilities:

2410 Mortgage Payable
2450 Shareholder Loans

Shareholder's Equity:

3510 Capital Stock
3610 Dividends
3650 Retained Earnings

Sales and Related Accounts:

4000 Sales
4010 Sales Returns and Allowances
5170 Purchases
5178 Purchase Returns and Allowances
5179 Purchase Discounts
5200 Transportation In

Operating Expenses:

6005 Rent
6010 Advertising
6040 Meals and Entertainment
6050 Travel Expense
6060 Repairs and Maintenance
6070 Other Delivery Expense
6075 Transportation Out
6080 Salesperson's Commissions
6090 Miscellaneous Selling Expense
6110 Depreciation Expense - Parking Lot
6120 Depreciation Expense - Building
6130 Depreciation Expense - Store Fixtures
6140 Depreciation Expense - Computer Equipment
6150 Depreciation Expense - Computer Software
6500 Office Expense
6510 Taxes, Municipal and Business Taxes
6535 Bad Debts Expense
6550 Office Salaries and Benefits
6580 Insurance Expense

Other Revenue:

7050 Interest Revenue

Other Expenses:

7150 Interest Expense

Income Tax:

9000 Income Tax

CHECKLIST FOR NEW BUSINESSES

Business Organization

- Determine Form of Organization - Partnership, Proprietorship or Corporation.

Legal Matters

- Lawyer to be consulted regarding legal issues in addition to form of organization.

Accountant

- Consult accountant regarding business plan and computer hardware and accounting software decisions
- Establish reporting requirements
- Establish a fiscal period

Financing Matters

- Business Plan
- Meeting with bankers to arrange line of credit and other required financing matters.
- Agreements regarding leases of real property, vehicles and equipment.

Registration and Regulatory Considerations

- Business Name
- Harmonized Sales Tax

- Employers - Source Deductions
- Workplace Safety and Insurance
- Employer Health Tax

- Municipal - Business Licenses
- Zoning and Bylaw Regulations
- Building Permits
- Fire and Liquor Regulations

- Various Federal and Provincial Regulations
- Licensing requirements in regulated industries
- Food and Drug Act
- Insurance