

The tax and legal aspects of business

At the end of this unit, candidates should be able to demonstrate an understanding of:

- the main legal forms of business and how they are set up and managed;
- the consequences of bankruptcy or insolvency;
- business accounts and financial controls;
- the taxation of each type of business entity, its owners and employees;
- the main legal responsibilities businesses have to employees.

Summary of learning outcomes

1. Understand the main legal forms of business in the UK;
2. Understand the main principles of business accounting and the interpretation of accounts for each of the main legal forms of business;
3. Understand the main internal and external options for financing a business;
4. Understand the principles and application of the following taxes and allowances in the business context:
 - Income Tax;
 - National Insurance contributions;
 - Corporation Tax;
 - Capital allowances;
 - Value Added Tax;
 - Capital Gains Tax;
 - Inheritance Tax;
5. Understand the impact of employment law on business;
6. Understand the main principles of business protection insurance.

Important notes

- This syllabus will be examined in the October 2012 and April 2013 sessions. Candidates will be examined on the basis of English law and practice in the tax year 2012/2013 unless otherwise stated.
- The general rule is that the exams are based on the English legislative position three months before the date of the exams.
- Candidates should refer to the CII update website www.cii.co.uk/updates for the latest information on changes to law and practice and when they will be examined.

1. Understand the main legal forms of business in the UK Sole traders

Sole trader

- 1.1 The business and the business owner;
- 1.2 Personal liability;
- 1.3 Responsibilities of sole traders;
- 1.4 Business names and passing off, Business Names Act 2002;
- 1.5 Bankruptcy – causes of, procedures before and after the bankruptcy order, the effects of bankruptcy, discharge, transactions voidable by the court, individual voluntary arrangements.

Partnerships

- 1.6 The role of the Partnership Act 1890 in providing the basic code for partnerships, the significance of partnership agreements;
- 1.7 Creating an ordinary partnership – the consequences for the partners. Creation of partnerships by implication and expressly;
- 1.8 Existence and cessation of a partnership – numbers of partners, business names, duration, ceasing to be a partner;
- 1.9 The relationship between partners – duty of good faith, accountability, competing, right to indemnity, partners' capital, profit and loss sharing, loans, capital and interest thereon, partnership property;
- 1.10 Partners' relations with third parties – agency and authority, holding out, liability;
- 1.11 Changes in the composition of partnerships – expulsion, retirement and novation, death, bankruptcy;
- 1.12 Dissolution of a partnership – when it occurs, the realisation of partnership assets.

Limited liability partnerships

- 1.13 Limited liability partnerships (LLPs) – relationships between partners, property, designated members, company related requirements, features that LLPs have in common with limited liability companies and how they differ from limited liability companies.

Limited companies

- 1.14 The Companies Act 2006 – the main provisions;
- 1.15 The company as a separate legal person from the shareholders, the main features of a company, responsibilities and duties of directors, shareholders and share capital;
- 1.16 Company formation and documents – the promoters and pre-incorporation contracts, incorporation and the main documents of the company, the main contents and functions of a company's memorandum and articles of association;
- 1.17 Company management – the relationship between the shareholders and the board, the powers and duties of the directors, the appointment and removal of directors, the role and responsibility of auditors, rights of minority shareholders;
- 1.18 Corporate insolvency – the differences between compulsory liquidation and voluntary winding up, distribution of assets, duties of liquidators, transactions defrauding creditors, personal liability of directors, the main alternatives to liquidation, administration, voluntary arrangements, Insolvency Act 1986, Enterprise Act 2002, the Company Directors Disqualification Act 1985, wrongful trading and fraudulent trading.

2. Understand the main principles of business accounting and the interpretation of accounts for each of the main legal forms of business

- 2.1 Basic accounting principles – accruals basis, the netting principle, the going concern basis, consistency and comparability, prudence, substance of transactions and individual determination;
- 2.2 Interpreting accounts – use of key ratios for measuring performance, the importance of the directors' and auditors' reports, the profit and loss and balance sheet;
- 2.3 The Companies Act 2006 and accounts – accounting standards, audits for limited companies, small companies;
- 2.4 The use of budgets and budgetary control in business;
- 2.5 How businesses make investment decisions – payback periods, net present value calculations, measuring internal rates of return, deciding whether to lease or purchase assets.

3. Understand the main internal and external options for financing a business

- 3.1 Capital structures of partnerships – partnership capital, profit sharing ratios, loans by partners, loans by third parties;
- 3.2 Company share structures – ordinary, special classes, voting and non-voting, and preference shares;
- 3.3 Fixed interest securities – priorities, interest rates, security, debentures, difference in the tax position of dividends and interest payments;
- 3.4 The loan of assets to a company or partnership by business owners;
- 3.5 Reinvestment of company profits;
- 3.6 Banking and financing practices – company security, fixed and floating charges, personal guarantees and personal assets used as security;
- 3.7 Tax relief on qualifying loans to individuals for the purchase of shares and partnership interests, for the purchase or improvement of property used in a business, refinancing partnership capital and directors' loan accounts;
- 3.8 Ownership of business assets and financing of businesses by pension schemes.

4. Understand the principles and application of the following taxes and allowances in the business context

Income Tax – self-employed and partners

- 4.1 Taxable profits – registering a business with HMRC, determining whether a trade is being carried on, the treatment of stock and capital, capital allowances, allowable expenses, the treatment of losses, private assets used in a business, employment of spouse or civil partner;
- 4.2 The basis of assessment – the current year basis, opening and closing years of a business and overlap profits, choosing an accounting date, the self assessment tax return, tax payment dates, HMRC enquiries into returns, IR35 impact on partnerships.

Income Tax – employees and directors

- 4.3 Employee taxation – employed or self employed, the PAYE system of collecting tax, taxable payments, termination payments, tax treatment of expenses, IR35 impact on shareholder directors;
- 4.4 Share option and incentive schemes – savings related schemes, share option schemes, enterprise management incentives, profit sharing schemes, share incentive schemes, employee share ownership trusts;
- 4.5 Taxation of employee benefits – P11D and other employees, general principles of taxing benefits on P11D and other employees, company cars and fuel for private use, mileage allowances, beneficial loans, living accommodation, medical insurance.

National Insurance (NI) Contributions

- 4.6 NI contributions for the self employed – who is self-employed, class 2 NI and class 4 NI contributions, link of NI contribution records to benefit entitlements, collection of NI contributions;
- 4.7 NI contributions for employees and directors – employments and offices, earnings subject to NI contributions, class 1 NI contributions, class 1A NI contributions on benefits, rates of NI contributions, special position of directors, collection of NI contributions.

Corporation Tax

- 4.8 The basic principles of Corporation Tax – rates of tax, accounting periods, treatment of capital gains and losses, associated companies;
- 4.9 Taxation of corporate profits – computation of profits, accounts basis of profits, research and development expenditure, purchase of goodwill and other intangible assets, disposal of substantial shareholdings;
- 4.10 Self assessment for companies – payment of Corporation Tax, self assessment tax return;
- 4.11 Dividends – the position of the company and the shareholder, company year end tax planning and choosing between dividends and bonuses for owner directors;
- 4.12 Aspects of Corporation Tax – trading losses, groups of companies, close companies and close investment companies, company residence, companies buying their own shares.

Capital allowances

- 4.13 General principles – allowable expenditure, who can claim, date of expenditure, first year allowance, writing down allowances, qualifying expenditure, how allowances are calculated.

Value Added Tax (VAT)

- 4.14 Basic outline of VAT – registration, VAT system, taxable, exempt and partially exempt supplies, zero rated supplies, collection of VAT.

Capital Taxes (Capital Gains Tax (CGT) and Inheritance Tax (IHT))

- 4.15 Basic principles of CGT – disposals, exemptions, valuation, calculating gains, losses, identification rules, calculating the tax liability, holdover, rollover, reinvestment and entrepreneur's reliefs;
- 4.16 Basic principles of IHT – exempt, potentially exempt, chargeable lifetime and death transfers, business property and agricultural property reliefs, gifts with reservation and pre-owned assets tax, valuation of transfers.

5. Understand the impact of employment law on business

- 5.1 Contract of employment – the main provisions, rights and duties of employers and employees;
- 5.2 Employers' duties – statutory sick pay, maternity and paternity pay, allowances and leave, maternity leave, pension rights regarding stakeholder pensions and National Employment Savings Trust (NEST);
- 5.3 Employer's liability for injuries to employees, health and safety at work;
- 5.4 Equality Act 2010 – sex, marital status, sexual orientation, disability, laws on age;
- 5.5 Terminating a contract of employment – unfair dismissal, grounds for dismissal, redundancy, other methods of terminating a service contract, TUPE.

6. Understand the main principles of business protection insurance

- 6.1 Key person insurance – identifying key people, calculating amounts of life and health cover needed, the tax rules, the main types of suitable insurance policies;
- 6.2 Share protection insurance – the provisions in companies' articles of association, shareholders' agreements, main types of life cover used, how policies are written, calculating the level of cover needed, tax and legal implications, retirement, ill-health;
- 6.3 Partnership protection insurance – the Partnership Act 1890, main types of partnership agreements and succession planning, capital accounts, main types of life cover used, how policies are written, calculating the level of cover needed, tax and legal implications, retirement and ill health, limited liability partnerships.

Reading list

The following list provides details of various publications which may assist with your studies.

These will help candidates keep up-to-date with developments and will provide a wider coverage of syllabus topics.

Note: The examination will test the syllabus alone.

The reading list is provided for guidance only and is not in itself the subject of the examination.

CII/Personal Finance Society members can borrow most of the additional study materials below from Knowledge Services.

CII study texts can be consulted from within the library. For further information on the lending service, please go to www.cii.co.uk/knowledge/resources.

CII study texts

The tax and legal aspects of business. London: CII. Study text J03.

Additional reading

Additional reading materials are available through the library or on the Knowledge services website.

New materials are added frequently – for information about new books and articles in your area of interest, please visit www.cii.co.uk/knowledge or email knowledge@cii.co.uk.

Books (and ebooks)

Accounting for non-accounting students. J R Dyson. 8th ed. Harlow, Essex: Pearson Education, 2010.

Accounting for non-accountants: a manual for managers and students. Graham Mott. Kogan Page, 2008. Available via www.cii.co.uk/knowledge/resources (CII/Personal Finance Society members only).

Accounting and finance for non-specialists. 7th ed. Peter Atrill and Eddie McLaney. Harlow, Essex: Pearson Education Ltd, 2010.

Business law. Denis Keenan, Sarah Riches. 8th ed. Harlow: Longman, 2007. Available via www.cii.co.uk/knowledge/resources (CII/Personal Finance Society members only).

Pensions law handbook. 10th ed. Pensions Department of Nabarro Nathanson. Haywards Heath, West Sussex: Tottel, 2011.

Core tax annuals, 6v (Capital Gains Tax; Corporation Tax; Income Tax; Inheritance Tax; Trusts and estates; Value Added Tax). Various authors. Haywards Heath, West Sussex: Bloomsbury Professional. Annual. Available online via www.cii.co.uk/knowledge/resources (CII/Personal Finance Society members only).

Partnership law. Geoffrey Morse. 7th ed. London: Blackstone, 2010.

Essential accounting for the taxation technician. [New ed]. London: Association of Taxation Technicians, 2008.

Financial management for the small business. Colin Barrow. 6th rev ed. London: Kogan Page, 2006.

The Financial Times guide to using and interpreting company accounts. Wendy McKenzie. 4th ed. Harlow, Essex: Pearson Education, 2009. Available via www.cii.co.uk/knowledge/resources (CII/Personal Finance Society members only).

Frank Wood's business accounting. Frank Wood and Alan Sangster. 11th ed. Harlow, Essex: Pearson Education, 2008. Available via www.cii.co.uk/knowledge/resources (CII/Personal Finance Society members only).

International financial reporting standards: a practical guide. Hennie Van Greuning, Darrel Scott and Simonet Terblanche. World Bank Publications, 2011.

The Financial Times guide to using the financial pages. Romesh Vaitilingam. Prentice Hall/Financial Times, 2006. Available via www.cii.co.uk/knowledge/resources (CII/Personal Finance Society members only).

Tax planning. Sonia Gable (ed.). London: Taxbriefs. Annual.

Essential law for your business: a practical guide to all legal and financial requirements. Patricia Clayton. 13th ed. London: Kogan Page, 2009.

Business protection simplified. Tony Granger. Kemble, Gloucestershire: Management Books, 2008.

The employer's handbook. Barry Cushway. London: Kogan Page, 2010.

Employment law. Gillian Phillips and Karen Scott. Guildford, Surrey: College of Law, 2009.

Palmer's limited liability partnership law. 2nd ed. Geoffrey Morse (ed). London: Sweet & Maxwell, 2011.

Factfiles

Further articles and technical bulletins are available at www.cii.co.uk/knowledge/resources (CII and Personal Finance Society members only).

Journals and magazines

Financial Adviser. London: FT Business. Weekly. Also available online at www.ftadviser.com.

Financial Solutions. London: Personal Finance Society. Six issues a year. Also available online at www.cii.co.uk/knowledge/resources (CII/PFS members only).

Financial Times. London: Financial Times. Daily. Also available online at www.ft.com.

Money Management. London: FT Business. Monthly.

Money Marketing. London: Centaur Communications. Weekly. Also available online at www.moneymarketing.co.uk.

Reference materials

International Financial Reporting Standards. IFRS Foundation. London: IFRS Foundation. Annual.

Lamont's financial glossary: the definitive plain English money and investment dictionary. Barclay W Lamont. 10th ed. London: Taxbriefs, 2009. Available online via www.cii.co.uk/knowledge/resources (CII/Personal Finance Society members only).

Manual of accounting. 4v. PriceWaterhouseCoopers. Haywards Heath: Bloomsbury Professional. Annual.

St James's Place tax guide. Walter Sinclair. Basingstoke, Hampshire: Palgrave Macmillan. Annual.

Tolley's tax guide. Arnold Homer, Rita Burrows. London: LexisNexis Butterworths. Annual.

Tolley's tax planning. London: LexisNexis. Annual.

Zurich tax handbook. A Foreman, G Mowles. Harlow [Essex]: Pearson Education. Annual.

Websites

HM Revenue and Customs – www.hmrc.gov.uk/index.htm

YouGov – www.yougov.co.uk

Business Link – www.businesslink.gov.uk

Companies House – www.companieshouse.gov.uk

Examination guides

Guides are produced for each sitting of written answer examinations. These include the exam questions, examiners' comments on candidates' performance and key points for inclusion in answers.

You are strongly advised to study guides for the last two sittings. Please visit www.cii.co.uk to buy online or contact CII Customer Service for further information on +44 (0)20 8989 8464.

Older examination guides are available (for members only) via www.cii.co.uk/knowledge/resources.

Exam technique/study skills

There are many modestly priced guides available in bookshops. You should choose one which suits your requirements.