Running a Limited Company

A guide to help you run your business
(Figures for the 2024/25 tax year)

Honey Barrett
Chartered Accountants

Your Corporate Teams (by office)

The Bexhill team

Amy
Director

Claire
Client Director

Maria
Client Manager

Rebecca
Accounts Drafter

Tony
Accounts Drafter

The Eastbourne team

Paul
Director

Louise
Director

Jon
Client Manager

Beth
Audit Manager

Daniel
Client Manager

Josh
Client Manager

The Wadhurst team

Denny
Director

Avtar
Director

Julie G
Tax Manager

Julie C
Client Director

Mike
Senior Accountant

Karolina
Senior Accountant

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Company Formations

When forming your limited company, there are various aspects to consider so we have included some useful information for you below.

If Honey Barrett are forming your company for you then we will collect the information required and liaise with you on the shareholding structure.

We will then complete the relevant incorporation documents, before sending this to you for approval and then submitting it to Companies House on your behalf.

Once submitted, the company is normally formed within 24-48 hours.

Company Formations

Registering at Companies House

The company will be registered at Companies House. Our clients will often choose our Honey Barrett address as the registered office since this is shown on the public record.

Details of directors will also need to be provided – this includes the residential addresses, but those are not publicly available if you chose an alternative location as the service address (again, this would normally be Honey Barrett).

Appointment of a secretary is now optional rather than compulsory.

Shareholdings

The initial shareholdings will need to be decided prior to the Company's formation. Shareholders do not need to be directors of the company and sometimes clients will issue shares to their spouses for tax planning purposes.

Most SMEs (small and medium enterprises) set up their structure with "ordinary" shares only. However, if varying rights are required there is also the option to issue different classes of shares such as alphabet shares, if appropriate.

When dividends are paid out on a class of share then anyone owning that class of share will be entitled to a slice of the dividend payout, in proportion to their holding.

Standard "ordinary" shareholders will share in the proceeds of the company in the event that it is sold or wound up.

In many instances it is important to get a shareholders agreement in place.

(Shareholdings can be altered in the future but you may incur accountancy fees for this time and it may create a tax liability.)

Company Bank Account

It is essential that the company has its own bank account. The bank will require a copy of the "Certificate of Incorporation" for the account to be set up – your bank may also require a note of the company's UTR which will be received via post from HMRC shortly after the company has been formed. You may also wish to open a savings or reserve account to set aside funds in anticipation of the company's tax liabilities.

Disclosure

Your limited company is required to display its full name and registration details on all company documents, order forms and websites. The registration details include the registered office, the company number and the part of the UK in which your company is registered.

Visit HMRC for more details: https://www.gov.uk/running-a-limited-company/signs-stationery-and-promotional-material

If you have not done so already, contact us for details of our fees for forming the Company for you. We can assist with setting the company up, registering it with HMRC, setting up a PAYE scheme, issuing the initial share certificates and providing you with a system for determining and recording dividends.

Things to be aware of once your company is formed

Congratulations your company has been formed!

Here we briefly summarise things to look out for when you running your business in terms of your HMRC obligations.

We will explore these in detail further on, but you must be aware of these and where relevant inform us if you think any will apply.

Record keeping

Sufficient records must be kept and for the right amount of time. We can assist you with bookkeeping or training. Click here for more details.

VAT registration

You will need to register for VAT if the taxable turnover of your company exceeds the VAT registration threshold (£90,000 for 2024/25) in any 12 month rolling period. You will also need to sign up for Making Tax Digital.

Accounts deadlines

The deadline for the accounts to be submitted to Companies House is 9 months after the company's year end. (Please ensure you provide us with your records as soon after your year end as possible.)

Auto-enrolment and RTI

If you intend to pay a salary to an employee/director, you must ensure that a PAYE system is set up in advance. Late submissions of PAYE can come with high penalties.
Please make sure you liaise with us regarding your plans for payroll so we can ensure the appropriate systems are put in place.

P11d benefits in kind

If you plan to provide benefits to company directors/employees then please ensure you talk to us about this in advance as there may be unintended tax consequences.
Potential benefits include providing a company car which is available to an employee/director to use personally, providing medical/health insurance, gifts or entertainment provided to employees for special occasions worth over £50 for each employee.

Insurance

There are several types of insurance you need to consider, including:

Employers Liability Insurance

This is compulsory if you have any employees other than yourself and covers the employer against claims by an employee for injury etc.

Public Liability Insurance

This helps cover the cost of compensation and/or legal fees if third parties claim to have suffered in connection to your business activities.

Professional Indemnity Insurance

This covers you against compensation claims if you are sued by a third party as a result of your advice or actions.
For medical clients, this will be your MDU/MDDUS.
Do make sure that you have the right level of cover and review this on a regular basis.

Premises and Contents Insurance

This will help cover the cost of damage or loss to the company's assets.

Business Interruption Insurance

This covers the loss of business income suffered as a result of a disaster such as a fire, flood or major theft.

Other Insurance

Other types of insurance that your company may wish to consider include:

- key man insurance
- income protection insurance
- product liability insurance
- vehicle insurance

Please note this is not an exhaustive list.

Honey Barrett also offer a Tax Investigation Service subscription. This scheme protects you from the costs that occur in dealing with any HMRC enquiry that may arise (subject to T&Cs). We will send you details of this service as part of our welcome pack.

Employment, PAYE and NIC

Registration

A Pay As You Earn (PAYE) scheme must be set up with HMRC (see here) if the business will be paying a salary to yourself or others. HMRC will issue a reference number to the company for the scheme.

This must be done in advance of the first payments to employees falling due – there are potentially large penalties for late submission of payrolls.

We can arrange this for you. Please enquire with your main point of contact at Honey Barrett, who will collect the relevant information and let you know the related costs for this work.

Paying Yourself

If you are paying yourself a salary, then you are required to run this through the PAYE scheme. Normally the optimum salary for a director is paying an amount equivalent to the National Insurance secondary threshold (£9,096 for 2024/25) however if the company is entitled to the Employment Allowance then a higher salary may be beneficial.

At this level, no national insurance is payable but you receive a qualifying year for your national insurance record. You may also wish to consider paying dividends from the business – please read the dividends section for more information on this.

We will of course advise you on the best mix of salary and dividends when you are setting up your company, and we include basic annual tax planning (salary vs dividends) as part of our service so we will review this on an ongoing basis.

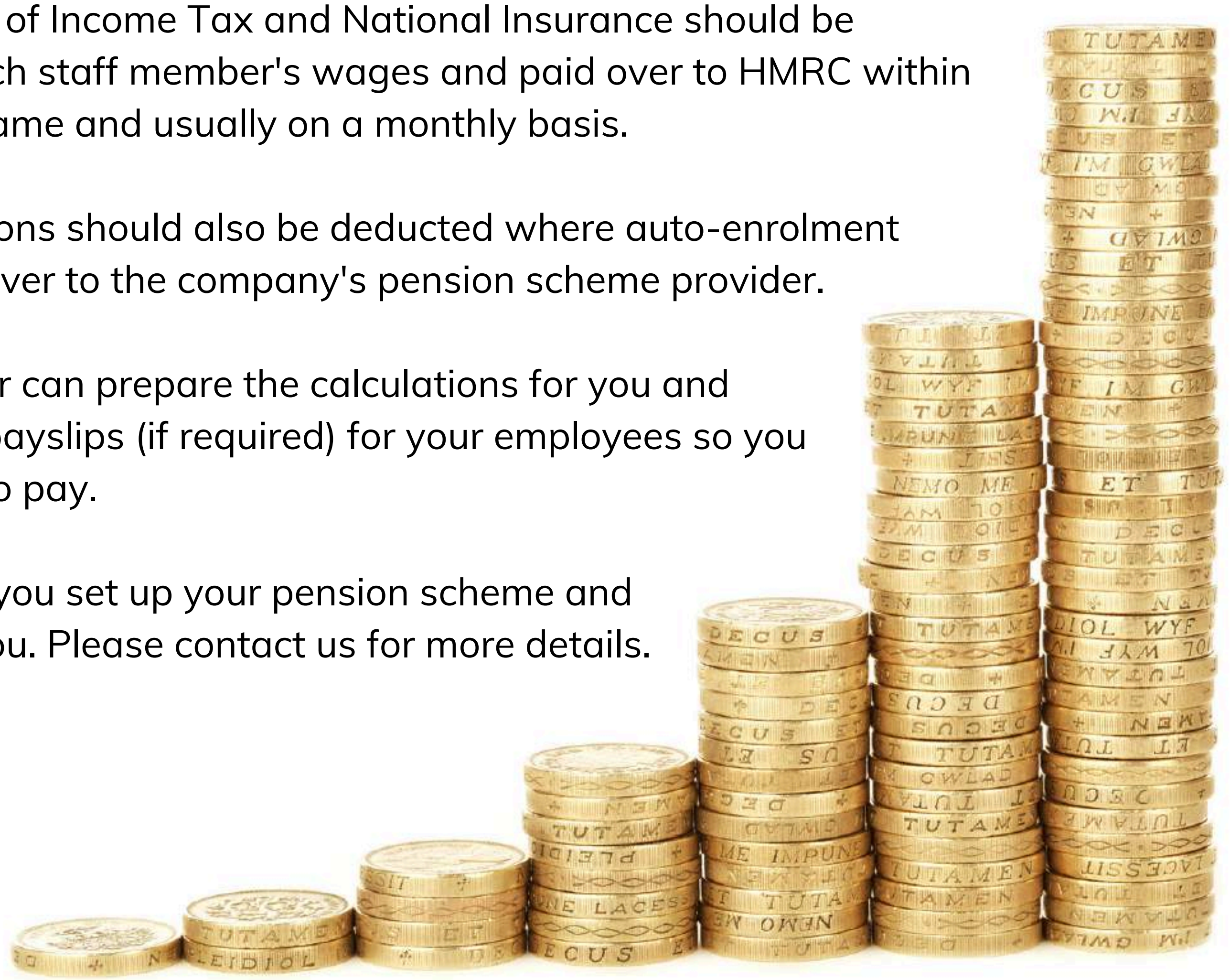
Paying Staff

The relevant rates of Income Tax and National Insurance should be deducted from each staff member's wages and paid over to HMRC within the correct time frame and usually on a monthly basis.

Pension contributions should also be deducted where auto-enrolment applies and paid over to the company's pension scheme provider.

Our payroll partner can prepare the calculations for you and provide you with payslips (if required) for your employees so you know how much to pay.

We can also help you set up your pension scheme and manage this for you. Please contact us for more details.



Employment, PAYE and NIC

Benefits in Kind

If the company provides your staff (including directors) with any benefits that are not payrolled, then you are required to complete a form P11D for each staff member and report the benefits to HMRC by filing a P11D(b) employers' declaration form each tax year.

If you make us aware of the benefit in kind, we can prepare and submit these forms for you. These must be submitted by 6 July following the end of the tax year in which the costs were incurred.

Benefits in kind include; provision of medical insurance, company cars and fuel, company vans and gym or health club membership. In terms of tax, each tax year the company has to pay Employers' Class 1A NIC on the value of the benefits and the employee will pay Income Tax on their benefits.

If you pay yourself or your staff a mileage allowance for qualifying business miles, this is not a benefit in kind provided it is under the statutory limits. Currently, the statutory mileage allowances per tax year for individuals using their personal car for business journeys are:

- 45 pence per mile for the first 10,000 miles
- 25 pence per mile for miles in excess of 10,000

Pension Contributions

Under the Auto Enrolment rules, all employers have to contribute to a pension for all their qualifying workers (and set up a pension scheme accordingly).

Employers must contribute three percent of the employee's salary and employees make a personal contribution of five percent. Each employee is able to opt-out if they wish, but employers still need to initially enrol them and re-opt them in on a regular basis.

In some cases, directors may be exempt from duties under automatic enrolment, even if they have an employment contract. This is because in these cases the director is not classed as a worker.

Employment Contracts

You should issue formal contracts of employment to your staff members and these should set out the standard terms and conditions of their employment.

However, if you are the sole director of the company and you do not have a contract of employment then you may have the flexibility to decide how much you pay yourself by way of dividends and by way of salary. We can advise you on the tax effects of this.

Value Added Tax (VAT)

VAT is charged on most goods and services provided by UK VAT-registered businesses. It is also charged on goods and some services that are imported from other countries.

VAT Registration

You will need to register for VAT if the annual taxable turnover of your company exceeds the VAT registration threshold (currently £90,000). However, there can be benefits for businesses in registering voluntarily, depending on the amount of VAT expenditure in your business and whether your customers can recoup the VAT charged.

You can register online or you can appoint Honey Barrett to do this for you (for a small additional fee). If you are unsure whether you should be registered then speak to us at Honey Barrett and we can advise you accordingly.

As a registered trader, you are required to charge “output” VAT on your taxable sales at the relevant rate, effectively collecting this VAT on HMRC's behalf. The VAT which you incur on your costs is known as “input” VAT.

Invoice or Cash Accounting

If your business turnover is less than the cash accounting threshold (currently £1.35 million), then you have the choice of how you account for your VAT - at the point you invoice your customers or at the point your customers pay you.

The cash accounting scheme may be beneficial by helping to match the VAT payments to the business’s cash flow.

To help save for your VAT liability it may be advisable for you to transfer the output VAT element of your sales receipts into a bank reserve account, unless your business incurs a high level of input VAT which can be offset to lower the liability.

VAT Returns

Each VAT period (normally quarterly) you must prepare a VAT return by deducting the input VAT incurred on your costs from the output VAT you have charged on to your customers.

You must then file your VAT return electronically and pay the net balance to HMRC (either by Direct Debit or bank transfer) each quarter.

The VAT returns must be submitted and the liability paid 1 calendar month and 7 days after the end of the VAT return period e.g. a VAT return for the quarter ending 31 March is due by 7 May.

We can prepare your VAT return or undertake a VAT review for you – please get in touch if this is something you would like help with and we will let you know our fees.

Value Added Tax (VAT)

Making Tax Digital

Making Tax Digital (MTD) is mandatory for all VAT registered businesses.

If Making Tax Digital applies to your company then you must keep digital records and submit VAT returns digitally using HMRC-recognised software. It is also necessary to 'sign up' for MTD in advance of your return falling due.

MTD is expected to be rolled out to all businesses (regardless of turnover) in coming years and so we recommend wherever possible that digital software is used in preparation for this.

Honey Barrett will of course be pleased to assist you with this and help you through the steps to becoming MTD compliant. Please do speak to us for more information.

Medical Related Businesses

For medical related businesses, it is not always clear cut as to whether the income is subject to VAT. Not all work will be covered by the Healthcare Exemption.

Establishing whether the company is providing a taxable supply of labour or an exempt medical service can be tricky, and we will be able to talk this through with you to help you decide.

Corporation Tax

Registration

HMRC will be advised that your company exists as soon as your limited company has been registered with Companies House i.e. incorporated.

HMRC will then send out a form CT41(G) and ask that the start date of trading is confirmed – please do therefore let us know your start date of trading. This form should come to us if we are registered office.

The company's ten digit Unique Tax Reference (UTR) will be provided on this form, in addition to the company's allocated HMRC Tax Office.

Calculating and Paying Corporation Tax

The limited company must pay corporation tax on its net profits after deducting allowable expenses and capital allowances (but before deduction of dividends).

Corporation Tax is always calculated based on a maximum 12 month accounting period. Where the accounting period is more than 12 months (as is often the case in the first year of trading), you will need two tax returns to cover the period.

The Corporation Tax rate will be at a rate of between 19% to 25% (2024/25) depending on the level of profits and number of 'associated companies'.

The corporation tax rates for a company with no associated companies will be as follows:

1. Profits up to £50,000 = 19%
2. Profits on the next slice between £50,000 and £250,000 = 26.5%
3. Profits on the slice over £250,000 = 25%

(And therefore the effective rate of tax is between 19% to 25%.)

The Corporation Tax payment is due to HMRC nine months and one day after the accounting period.

Tax Planning for the Company

Since the tax is not payable until nine months after the end of the accounting period, it may be sensible to put aside funds on a regular basis throughout the year in readiness for the liability.

Prior to the end of the tax year, the company may wish to consider investing in qualifying assets for the company as a way of reducing the tax liability. Capital allowances can be claimed on some items of office equipment, fixtures and fittings and plant and equipment. If you are looking to invest in assets with significant value then please do speak to us first as the timing of your investment may be essential to the tax saving made.

There are currently tax incentives for companies purchasing fully electric cars. If this is something you are interested in then please do contact us for more details.

Dividends

Paying Dividends

Dividends can be paid out of the post-tax profits of a limited company to its shareholders.

It is illegal to pay out dividends from the company in excess of post-tax profits - retained profits from previous periods should also be taken into account when determining the profits available for distribution.

If the company has varying classes of shares, then you may be able to pay dividends on the different classes of shares but these must be paid out in accordance with the relevant number of shares held by each individual of that particular class.

If the company only has one class of ordinary shares in issue, then dividends must be paid to all shareholders in proportion to their shareholding.

Before extracting profits from your company, please consult with us so we can advise on the most tax efficient method of extraction, considering both your business and personal circumstances.

Each time a dividend is declared, dividend vouchers and dividend minutes should be raised in advance of the dividend payment. It is important that the paperwork is not issued after the dividend payment has taken place. We can provide you with templates for these, at your request (or we can raise these for you on request but there may be a small cost for our time). If we form the company for you, then we will automatically send the templates to you once the company is formed.

How do I decide how much to pay as a dividend?

Normally shareholders of owner managed businesses will draw a regular dividend each month and then at the end of the tax year, consider whether there are any excess profits that can be drawn as an additional dividend. We can undertake tax planning at the end of each tax year, we can estimate what the reserves in the company are and look at whether there is scope to draw further dividends without incurring unfavourable rates of tax, advising you accordingly.

To decide what your regular monthly dividend might be, you would need to consider what you need to live on – and then ensure the company will have enough retained profit to pay it.

For example, say you required a monthly dividend of £5,000 and the company was expected to make an annual taxable profit of £100,000, the corporation tax on this would be £22,750 (£50,000 x 19% + £50,000 x 26.5%) leaving £77,250 available for distribution. Per month this would be roughly £6,400 so there should be sufficient profits to cover dividends totalling £5,000 per month.

Example of Profit Extraction

(for a sole director of an owner-managed business)

Company turnover	200,000
Expenses	(100,000)
Net profit	100,000
Add back: disallowable expenses	
- Depreciation	5,000
- Disallowable entertainment	1,000
Deduct: capital allowances	(10,000)
Taxable profit	96,000
Corporation tax payable *	21,690
Net profit	100,000
Less: corporation tax	(21,690)
Profits available for distribution	78,310

* 50,000 x 19% + 46,000 x 26.5% (assuming no associated companies)

If the director does not intend to reinvest the profits in the company, and the profits are expected to stay in the region of £78k per year, then the director may wish to pay an amount under this level as dividends, spread equally over 12 months.

The amount distributed as dividends should not exceed the distributable reserves (so if there were negative retained earnings brought forward these should be offset first and the balance should then be considered for distribution as dividends).

Some other things to consider:

- Does the company have enough cash to pay the dividends?
- Does the shareholder want to avoid higher rates of tax?
- Has the dividend allowance been used?
- Is the intention to build profits up in the company?
- Could taking the dividend mean the shareholder is pushed into a tax bracket at which they start to lose the personal allowance? Or Tax-Free childcare?
- If taking the dividend pushes your income over £200,000 this may reduce your pension allowance. This will particularly apply to doctors and people in defined benefit pension schemes.

IR35

What is IR35?

IR35 is an anti-avoidance legislation that was introduced in April 2000 to tackle “disguised employment”. This is where HMRC believes that a worker is avoiding tax by providing their services to clients via an artificial limited company structure, but who would be an employee of the client if the company was not used.

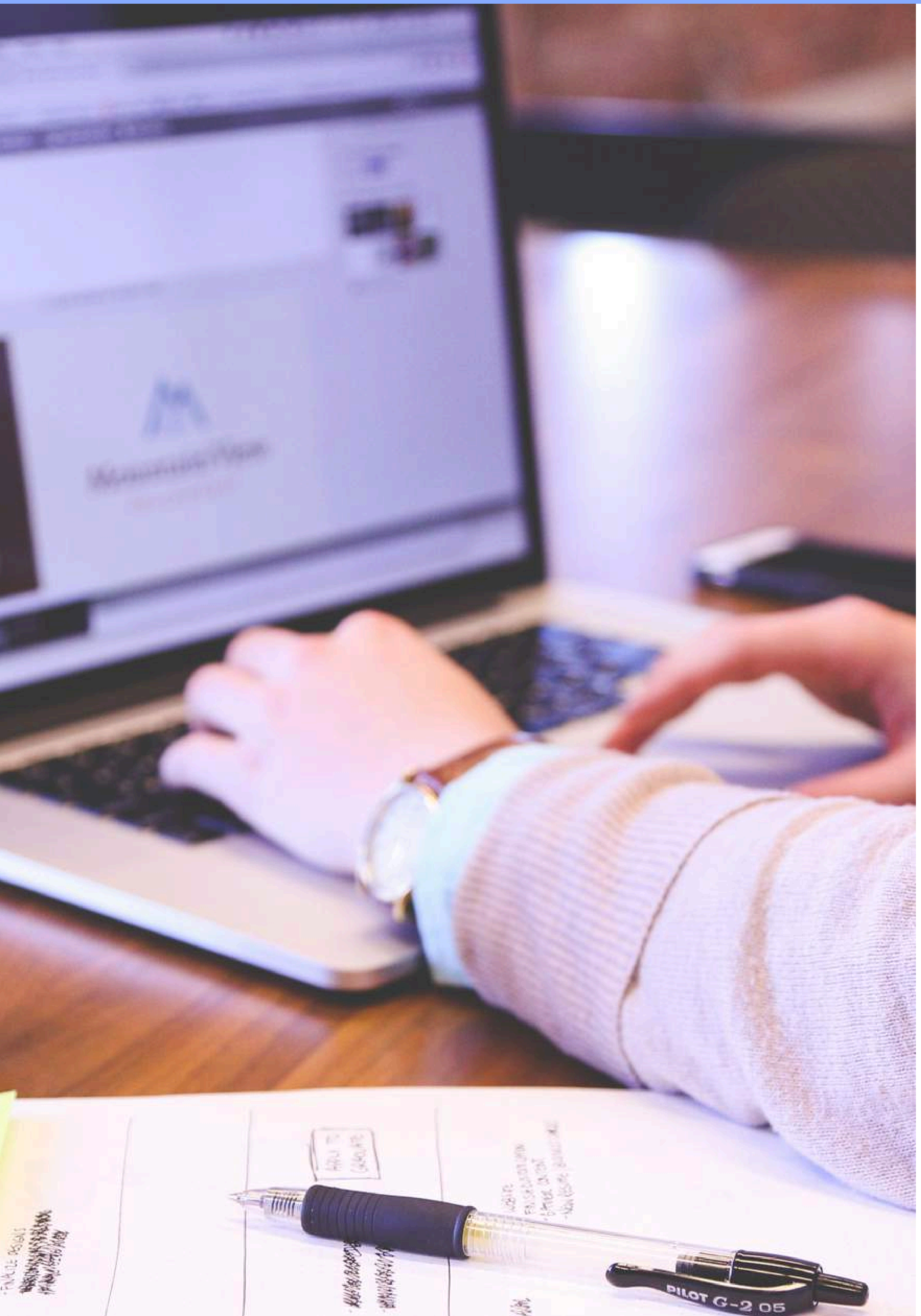
If, on examination of the terms of an engagement between a limited company and it's client, IR35 is deemed to apply, HMRC would seek to tax the company’s profits in the same way as a salary.

From April 2021, where work is done for public sector organisations or medium and large businesses within the private sector, the obligation falls on the ‘fee-payer’ to decide whether IR35 applies. If the fee-payer decides that the worker is not subject to IR35 and the decision is later found to be incorrect, then it is the fee-payer whom is subject to the tax and national insurance that had not been correctly deducted.

From April 2021, it will continue to be the worker's responsibility to determine the IR35 status for any work done for small businesses in the private sector. This needs to be done on a contract by contract basis.

IR35 is an inherently tricky area and at Honey Barrett we can assist you in this regard; whether you need help in determining whose obligation the status determination is, the status determination itself, helping with IR35-related status questionnaires issued by fee payers, discussing the use of umbrella companies and much more.

Please do get in touch if you need any help in this regard.



Personal Taxation

Directors' Obligations

Directors meeting the self assessment criteria (see here) should complete a self assessment tax return. A notice to complete a tax return should be issued by HMRC in April of each year following the tax year end. If you have met the self assessment criteria for the first time, then you will need to register into the self assessment system. We can do this for you.

Self Assessment Tax Returns

Individuals must prepare and file their tax return under what is known as the self assessment system. You are responsible for ensuring that income from all worldwide sources including salaries, dividends, bank interest and rental income, are included on your tax return. You should also include pension contributions and gift aid donations on your tax return, in order to obtain higher rate tax relief on these.

Please note that capital gains relating to disposals of residential properties will need to be disclosed on your return but from 27 October 2021 you only have a 60 day window from completion to pay the gains tax.

The deadline for filing your tax return is 31st January, following the 5th April tax year end.

Tax Payments

Any outstanding tax liabilities are also due to be paid by 31st January following the end of the tax year. If you have a significant regular tax liability, you may be required to make payments on account during the tax year in advance of the balancing payment deadline.

If your taxable income is expected to drop so that the payments on account are too high, then we can calculate a prudent reduction to your payments on account for you. There would be an extra charge for this work.

We strongly advise that you provide your tax information on a timely basis to ensure we can help you plan for your tax liabilities effectively and warn you in advance of any payments due in January.

Record Keeping

Accounting Records

You are obligated to keep financial and accounting records for the company. HMRC do not specify how these records should be maintained but they should be adequate for the size and complexity of the business.

Accounting records you should keep, include:

- Copies of sales invoices sent to your customers.
- Purchase invoices for supplier costs incurred.
- Details of the stock take undertaken to determine year end closing stock.
- Details of assets owned by the company.
- Expenses claim forms for items reclaimed from the business by any directors or employees (including details of journeys for any mileage claims).
- Petty cash expense receipts.
- Bank account statements for the company account.
- Statements for any company credit cards.
- Copies of any loan / finance / hire purchase / credit accounts the company has with any third parties.

Generally, you are required to retain the records for 6 years from the end of the last company financial year they relate to.

Accounts Systems / Software

There are many bookkeeping software packages to choose from with varying abilities. To help you decide which system is most appropriate, consider the following:

1. What level of functionality is required? E.g. stock control facility? Ability to process foreign currencies? Linking to a retail system?
2. Some software packages are "cloud-based" and others will store the data internally on your computer or server. Do you have a preference?
3. Consider who will be doing the bookeeping and whether a user-friendly accounts software would be more appropriate.
4. How best can you protect the data from security breaches or computer failure?
5. Determine how much the packages cost - are there upfront fees and/or ongoing subscription costs? How does this fit with the budget?

At Honey Barrett we are experienced in a wide range of bookkeeping software, including Xero, Sage and Quickbooks. We have a specialist team in-house to provide system setup, training and support, at an hourly charge out rate if required.

Also, keep an eye out for our free Xero and Quickbooks drop-in events and workshops.

Online accounting is a great tool for business owners who are on the go and want to access their key data at any time, and with Making Tax Digital expected to come in to force for all businesses in the future (it is already applicable to all VAT registered businesses) then you will already be using a software that will be compatible with Making Tax Digital.

Invoicing

When providing goods or services, you should issue your customers with a sales invoice. This is a legal requirement and must include the following:

1. Full company name (as it appears on the certificate of incorporation) and registration number.

2. Registered office (note that the trading address should also be displayed if this is not where the payment should be sent to).

3. Invoice date.

4. Invoice number (you should use a sequential numbering system for your invoices and avoid duplicate invoice numbers).

5. VAT registration number (if you are a VAT registered business).

6. A breakdown of the amount being charged for the goods or service including the relevant rate charged, the VAT amount and the VAT inclusive total.

These invoices can be issued and retained in either a paper or electronic format.

Expenses

New business owners frequently ask what expenses they can claim for and the answer is for anything which is "wholly and exclusively" for the purpose of the business.

The list below should provide you with an idea of expenses that can generally be claimed:

- Purchases for re-sale (there will be a deduction for unsold stock at the accounting period end)
- Wages, salaries and other staff costs
- Employer pension contributions
- Use of home as office and office accommodation if separate to the home.
- Accommodation and subsistence costs whilst working away on business
- Business travel (including mileage and public transport) but this should be for adhoc journeys only – not those that would be seen as regular commuting. You should keep a mileage log showing the business mileage undertaken
- Clothing costs - these must not be part of an 'everyday wardrobe' e.g. logo'd uniforms, certain protective clothing (work boots, hard hats, overalls etc)
- Advertising and marketing costs
- Mobile phone, telephone and broadband costs (the contract and equipment should be in the company's name)
- Computer equipment and software
- Business-related training costs
- Professional subscriptions (not claimed elsewhere)
- Business entertaining (although no tax relief will be given on this cost)
- Staff entertaining (subject to maximum limits – be careful not to exceed these otherwise benefits in kind will arise)
- Accountancy fees
- Equipment, machinery and business vehicles but tax relief is claimed by what is known as capital allowances for these items

For more details of expenses that can be claimed, please click through to our handy expenses guide

Filing Requirements

Annual Accounts

As a UK limited company, you are required to file accounts (made up to the company's accounting year end) with the Registrar at Companies House. The company's accounting year end is initially set as the month in which it was incorporated.

It is possible to change your company's year end, but you cannot extend an accounting period so it is more than 18 months. There are also restrictions on extending the year end more than once in five years.

The annual accounts must comply with the Companies Act 2006 and FRS, including the format and notes to the accounts. Smaller businesses are able to file 'filleted' accounts, meaning their profit and loss account will not be publicly available.

The accounts must be filed with Companies House within nine months of the accounting period end. Failure to do so will result in penalties for late submission, enforced by the Registrar.

Corporation Tax Return

A Corporation Tax return and tax computations must be filed with HMRC within 12 months of the accounting period end.

Where the accounting period is more than 12 months, two Corporation Tax returns will need to be prepared and submitted.

The Corporation Tax return and the associated computations, together with the accounts, must be submitted electronically to HMRC. These accounts need to be in "iXBRL" format, which is a computer code to allow the accounts to be read electronically by the HMRC system.

Confirmation Statement

Every limited company is required to file a confirmation statement form with the Registrar. The form asks office holders to verify that the publicly available company data held at Companies House is accurate and up to date. Companies House charge a filing fee for this each year.

At Honey Barrett, we will prepare the confirmation statement for you and send it to you for approval prior to submission, unless requested otherwise.

A person of significant control is normally someone who owns 25% more of the voting shares in a company. If there are any changes to the details of a person of significant control (including address, name, % holding) then these must be notified to Companies House within 14 days. The statutory records must also be updated within 14 days for any changes involving the company or its officers (i.e. directors or company secretary). Therefore please do inform us of any relevant changes as soon as the change takes place in order that the relevant forms can be filed.

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