



CCPC tax planning for passive income

March 2023

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Corporations with more than \$50,000 of passive investment income in the previous year will see a reduction, and possible complete loss, of the small business deduction (SBD).¹ This report will review these rules, the potential financial impact of a loss in the SBD on your long term savings, and what you can do about it.

Background

Income from your CCPC can be distributed to you as salary (or bonus) if you are an employee, or dividends as a shareholder. If you receive salary, your corporation will receive a tax deduction for the salary paid so no corporate tax would be payable on the income. You would simply pay personal tax at the graduated personal tax rates on any salary you receive from your corporation.² If you don't take out all your corporation's net income as salary, the net income remaining will be subject to corporate tax and the after-tax income can then be distributed to you as a dividend, either immediately or in the future. You would pay personal income tax on dividends you receive in the year, at your graduated marginal tax rates.

The theory of tax integration looks at how closely the personal income tax you would pay on salary compares to the combined corporate and personal income tax that would be paid on dividends. If there is perfect tax integration, you should be indifferent between earning salary or dividends because the same amount of total tax will be paid either way. That is, with perfect tax integration, there is no tax savings (or tax cost), which refers to the tax that is saved (or additional tax that is paid) if business income is earned in your corporation and distributed to you as a dividend, rather than salary. There may, however, still be a significant tax deferral (or tax prepayment), which refers to the tax that is deferred (or paid in advance) if business income is distributed to you as a dividend in a later year, rather than salary in the current year. This tax deferral (or tax prepayment) could be advantageous (or disadvantageous) if you defer payment of a dividend and the related personal tax to a future year. More information is available in our report, [Bye Bye Bonus](#).³

In 2023, assuming you pay tax at the top marginal tax rate,⁴ there is near-perfect integration for business income in most provinces, so there is little tax savings (or tax cost) if distributions are made as dividends, rather than salary. But as top personal tax rates have increased and corporate tax rates have decreased in recent years, the tax deferral (which is the difference between the personal and corporate tax rates) has become quite significant.

¹ Effective for 2019 and later taxation years.

² Payroll taxes, such as premiums for the Canada/Quebec Pension Plan, Employment Insurance or provincial health taxes, that may be payable when income is distributed as salaries have not been considered.

³ The report "Bye bye bonus" is available online at [cibc.com/content/dam/personal_banking/advice_centre/tax-savings/jg-dividends-bonus-en.pdf](https://www.cibc.com/content/dam/personal_banking/advice_centre/tax-savings/jg-dividends-bonus-en.pdf).

⁴ Throughout this report, it is assumed that you are the shareholder of a CCPC (your corporation) and you pay tax at the highest marginal tax rate on income distributed from your corporation.

Tax deferral

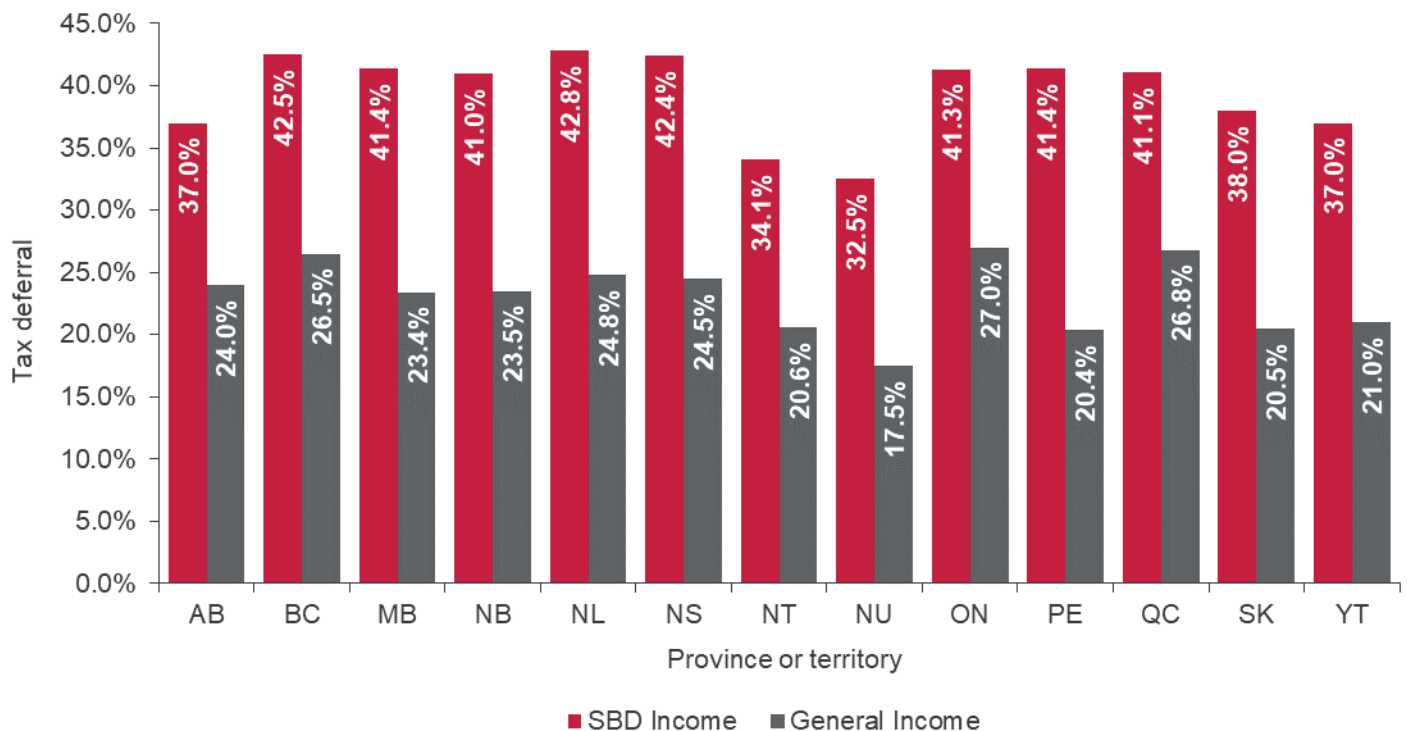
In 2023, the top personal marginal tax rate that you would pay on ordinary income, including salary or bonus, ranges from 44.5% in Nunavut to 54.8% in Newfoundland Labrador.

The SBD is available if your CCPC earns active business income up to the annual small business limit (SBD Limit), which in 2023 is \$500,000 federally and in most provinces and territories.⁵ Income that is eligible for the small business deduction (SBD Income) is taxed inside your corporation at a lower, small business deduction tax rate (SBD Rate) that ranges from 9.0% in Manitoba and Yukon to 12.2% in Ontario and Quebec in 2023 when federal and provincial or territorial taxes are combined. Associated corporations must share the SBD.

In 2023, if your corporation earns General Income, which includes active business income that is not eligible for the SBD, there is a higher, general corporate tax rate that ranges from 23.0% in Alberta to 31.0% in Prince Edward Island when federal and provincial or territorial taxes are combined.

As a result, in 2023 there is significant tax deferral of federal and provincial or territorial taxes, ranging from 32.5% to 42.8% for SBD Income and ranging from 17.5% to 27.0% for General Income as shown in Figure 1.

Figure 1: Combined federal and provincial or territorial tax deferral on SBD Income and General Income left in the corporation in 2023



Source: Tax Templates Inc. as of February 2023.

⁵ For large CCPCs, the federal and provincial SBD Limit is reduced on a straight-line basis for CCPCs that, in the prior tax year, had taxable capital between \$10 million and \$15 million. In Saskatchewan, the SBD Limit is \$600,000.

The rules for passive income

When business income is distributed as salary (or when an unincorporated business owner earns business income personally), the business owner must pay full personal tax in the year the income is earned. When business income is distributed as dividends, the corporate tax on the business income is lower than the personal tax rate on salary, and personal tax on the dividend is only payable when the dividend is paid.

If dividend payments are deferred to a future year, additional funds are available to invest in the corporation in the interim, which may yield more investment income over time compared to a business owner who invests after-tax salary personally.

The government thought that this provided an unfair benefit for owners of CCPCs who chose to defer personal taxes by delaying the payment of dividends and build up significant funds in their corporations. With particularly low SBD Rates, the potential benefit from the large tax deferral with SBD Income (Figure 1) was of most concern. The tax rules regarding availability of the SBD, therefore, limit the potential future benefits from the tax deferral on SBD Income by reducing the SBD Limit when a corporation has significant passive income⁶ in the previous year.

Effective from 2019, the federal \$500,000 SBD Limit is reduced for CCPCs based on levels of passive income in the previous year. The SBD Limit is reduced by \$5 for each \$1 of passive income that exceeds \$50,000 and reaches zero once \$150,000 of passive income is earned in a year. Additional information regarding passive income and the reduction to the SBD Limit is available in our report, [The CCPC tax rules](#).⁷ In practical terms, this means that if your corporation has at least \$50,000 of passive income in 2023, then in 2024 some (or all) of the income that would have qualified as SBD Income will be taxed as General Income.

Just as associated corporations share the SBD Limit, passive income is combined for associated corporations and the \$50,000 threshold is shared between them. You may be surprised to find that another corporation with only a somewhat remote connection may be associated with your corporation. For instance, for the purpose of the new rules you are deemed to personally own shares held by a trust in which you or your minor child is a beneficiary, so your corporation could be associated with another corporation where the only connection is shares held by a family trust.⁸

Impact of losing the SBD

Is losing the SBD a big deal? The short answer is – it depends!

If you are going to take the after-tax business income out of the company in the year it's earned, then you're not deferring tax and the loss of the SBD is likely immaterial. Since there's near-perfect integration for both SBD Income and General Income, the total corporate and personal taxes will be about the same with either dividends or salary. For Ontario and New Brunswick corporations, you may see a very different after-tax result than for the other provinces, as described below.

⁶ In this report, the term "passive income" is used to refer to adjusted aggregate investment income, which includes only certain types of passive income.

⁷ The report "The updated CCPC tax proposals" is available online at cibc.com/content/dam/small_business/day_to_day_banking/advice_centre/pdfs/business_reports/private-corporation-tax-changes-en.pdf.

⁸ For further information see "The Passive Investment Rules and Their Associates", Michael Goldberg, Tax Topics (Wolters Kluwer), No. 2426, September 6, 2018, which is available online at mindengross.com/docs/default-source/publications/tax-notes-the-passive-investment-rules-and-their-associates.

Figure 2 quantifies the after-tax amount that you'll receive if \$500,000 of business income is paid as salary or as dividends, using Alberta 2023 tax rates. You'll see that if you earned business income personally, you would pay tax of 48.00%. If, instead, the business income is earned in your corporation and distributed to you as a dividend, the combined corporate and personal taxes would be only slightly higher and would amount to 48.66% for SBD Income and 49.82% for General Income. As we can see from the bottom line in Figure 2, the difference in total tax between SBD Income and General Income is 1.16%. This means that if your corporation had more than \$150,000 of passive income in 2022 and completely loses the SBD in 2023, it would cost about \$5,800 (\$500,000 times 1.16%) in taxes.

Figure 2: Amount available in Alberta in 2023 when \$500,000 of SBD Income or General Income is earned in a corporation, and after-tax income is distributed as dividends⁹

Description	Salary: SBD Income or General Income	Dividends: SBD Income	Dividends: General Income ¹⁰	Dividends: Difference with General Income rather than SBD Income
Corporate business income	500,000	500,000	500,000	0
Salary or bonus expense	(500,000)	0	0	0
Corporate taxable income	500,000	500,000	500,000	–
Corporate tax	–	(55,000)	(115,000)	60,000
Amount available for salary or dividends	500,000	445,000	385,000	(60,000)
Personal tax	(240,000)	(188,280)	(134,094)	(54,186)
After-tax amount to business owner	260,000	256,720	250,906	(5,814)
Total corporate and personal tax	240,000	243,280	249,094	5,814
Total effective tax rate	48.0%	48.66%	49.82%	1.16%

The real concern with losing the SBD, so that some (or all) of the income that would have qualified as SBD Income is taxed as General Income, is the lower tax deferral (as shown in Figure 1).

The line that is labelled “Amount available for salary or dividends” in Figure 2 shows the amount that can be paid as dividends. If dividends are paid in a future year, this amount can be retained in the corporation and invested for years to come, until dividends are paid. With General Income, there is \$60,000 less to invest than with SBD Income in Alberta in 2023, which can make a big difference with years of investing.

Figure 3 shows the after-tax amount that would be available to you over 40 years, assuming 2023 Alberta tax rates, if \$500,000 of business income is earned and after-tax income is invested to earn 5% of ordinary investment income.

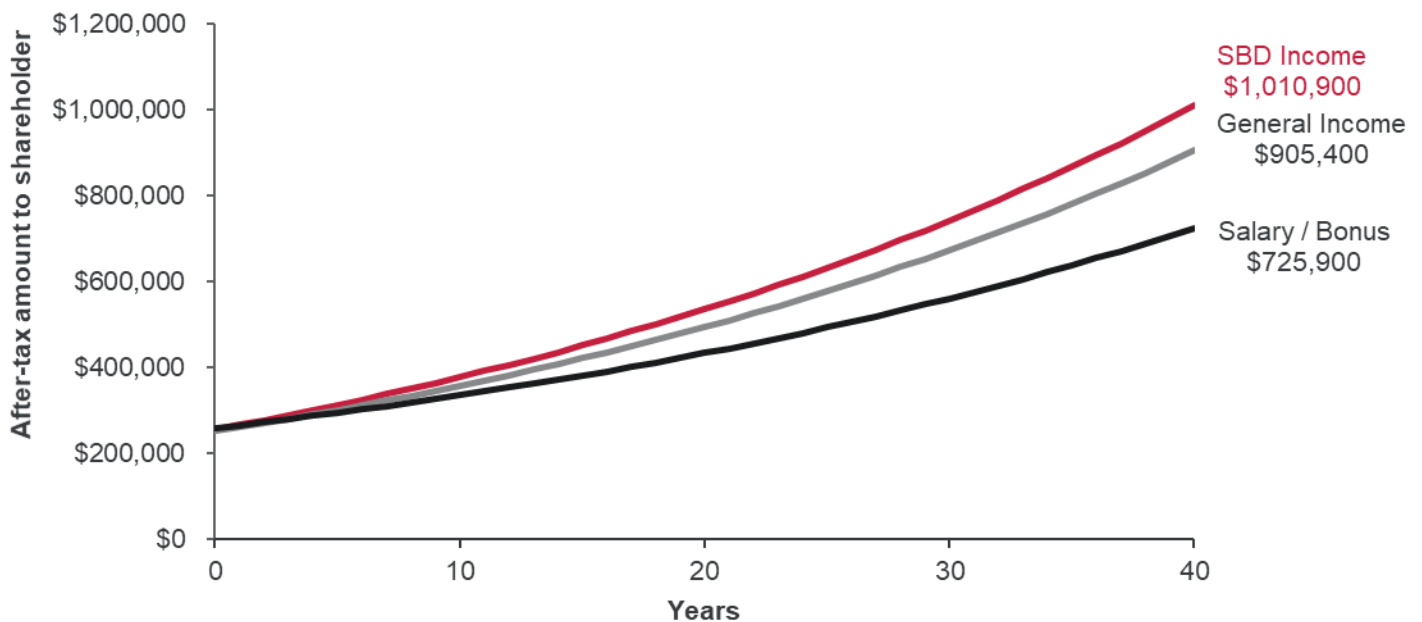
⁹ Amounts in the figures have been rounded to the nearest \$100.

¹⁰ Eligible dividends are assumed to be paid up to General Rate Income Pool generated from the income. The balance is assumed to be paid by other-than-eligible dividends.

The “Salary / Bonus” line in Figure 3 shows what would happen if your corporation distributed \$500,000 of business income to you as salary or bonus in 2023 and you invested your after-tax salary in a non-registered account. In 40 years you would have \$725,900 after-tax.

The two lines for SBD Income and General Income in Figure 3 show what would happen if your corporation earned \$500,000 of SBD Income or General Income in 2023 that was distributed to you as dividends. It is assumed that business income would be taxed in 2023 as either SBD Income or General Income. The after-tax business income would then be invested in your corporation and, at the end of the period, all after-tax corporate income would be distributed to you as a dividend that was taxed in your hands. After 40 years, you would have \$1,010,900 if your corporation invested after-tax SBD Income or \$905,400 if your corporation invested after-tax General Income.

Figure 3: After-tax amount to shareholder over 40 years with \$500,000 of business income and 5% interest earned on investments, with 2023 Alberta tax rates¹¹



Comparing the General Income and SBD Income lines in Figure 3 illustrates the impact of earning at least \$150,000 of passive income in 2022, so that the SBD Limit would be reduced to zero in 2023 (and all income that would have qualified as SBD Income would be taxed as General Income). With General Income, we saw in Figure 2 that the lower tax deferral would leave \$60,000 less to invest in 2023 than with SBD Income, which would translate to \$105,500 (\$1,010,900 minus \$905,400) less cash to you over a 40-year period when investments earn 5% ordinary income.

While this example shows ordinary investment income, taxed annually inside the corporation, the decrease in wealth from losing the SBD is even greater if other types of income such as capital gains or Canadian dividends are earned inside the corporation. And if the SBD is lost in multiple years, the loss in wealth would be multiplied for each of those years.

¹¹ Assuming all after-tax General Income can be distributed as eligible dividends.

Ontario and New Brunswick

Neither the Ontario nor New Brunswick governments are following the federal measures for passive income, so active business income up to \$500,000 continues to qualify for the Ontario and New Brunswick SBD. As a result, the corporate federal and provincial or territorial tax rate is higher and the tax deferral is lower than if the SBD was permitted for both federal and provincial tax purposes. To compensate for the higher corporate tax rate, most of the dividends paid on this income will be treated as eligible dividends, rather than non-eligible dividends. As such, the shareholder will pay a relatively low rate of tax on the dividends, even though the provincial corporate tax was paid at the low, SBD Rate. This can lead to some surprising results.

An example of losing the federal SBD in Ontario in 2023

Suppose you live in Ontario and your corporation earns \$500,000 of active business income in 2023. Figure 4 shows what would happen if your corporation distributed after-tax income to you as dividends in 2023.

In the first column of numbers in Figure 4, when your corporation had less than \$50,000 of passive income in 2022 and can claim both the Ontario SBD and federal SBD in 2023, you would have \$229,400 after corporate and personal taxes are paid. In the second column of numbers in Figure 4, when your corporation had more than \$150,000 of passive income in 2022 and can claim the Ontario SBD but not the federal SBD in 2023, you would have \$244,000 after corporate and personal taxes are paid.

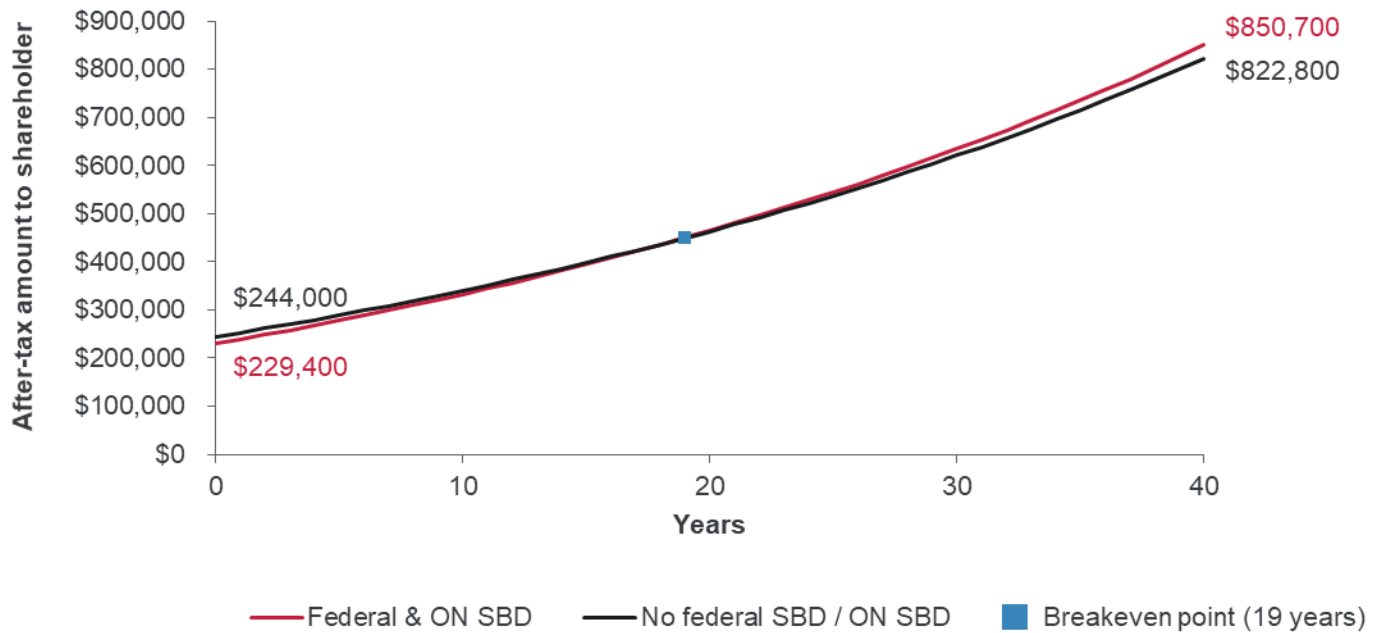
In other words, if your corporation had over \$150,000 of passive income in 2022, you could receive \$14,600 more in 2023. This is quite different from Alberta, where you would receive \$5,814 less (as shown in Figure 2).

Figure 4: Amount available in Ontario in 2023 when \$500,000 of active business income is earned in a corporation, with and without the federal SBD, and after-tax income is distributed as dividends

Description	Passive income less than \$50K in 2022: ON SBD and federal SBD	Passive income more than \$150K in 2022: ON SBD but no federal SBD	Difference with loss of federal SBD
Corporate business income	500,000	500,000	0
Corporate tax	(61,000)	(91,000)	30,000
Amount available for corporate investment or distribution as dividends	439,000	409,000	(30,000)
Personal tax	(209,600)	(165,000)	(44,600)
After-tax amount to business owner	229,400	244,000	14,600
Total corporate and personal tax	270,600	256,000	(14,600)
Total effective tax rate	54.1%	51.2%	(2.9%)

Suppose that your corporation retained its after-tax income for investment and then distributed all after-tax income to you as dividends in a future year (rather than distributing the after-tax income to you as dividends in 2023). Figure 5 shows the after-tax income that you'd receive over 40 years.

Figure 5: After-tax amount you'd receive, after corporate and personal taxes, over 40 years if your corporation earned \$500,000 of business income and 5% interest earned on investments, using 2023 Ontario tax rates



If the federal SBD is not available (because passive income was more than \$150,000 in 2022), Figure 5 shows that, at the beginning, you'd have \$14,600 more after-tax cash (as detailed in Figure 4). Remember, however, that the lower tax deferral would also leave \$30,000 less to invest in your corporation, which would reduce the amount of corporate investment income that could be earned. If 5% ordinary income could be earned on investments, after 19 years (the breakeven point in Figure 5), the reduced investment income would be equal to the original \$14,600 advantage that existed with the loss of the federal SBD. After that point, you'd start to have less after-tax cash if the federal SBD is not available than if the federal SBD had been available. And after 40 years you would have only \$822,800 without the federal SBD in 2023, but you would have \$850,700 if your corporation could have claimed both the federal SBD and Ontario SBD in 2023 and invested a higher amount.

In summary, if your corporation could not claim the federal SBD (because it had more than \$150,000 of passive income in 2022), you'd have \$14,600 more cash in 2023 than if your corporation could claim the federal SBD. On the other hand, if you wanted to leave after-tax income in your corporation, there would be a lower tax deferral and \$30,000 less would be available to invest in your corporation, which would translate to \$27,900 (\$850,700 minus \$822,800) less cash to you over a 40-year period when investments earn 5% ordinary income. This is significantly lower than the difference that would occur in Alberta, as shown in Figure 3.

Some business owners are *not* affected by new passive income rules

The good news is that if you have a CCPC that does not earn *any* business income that could be taxed at the SBD Rate, the new tax rules for passive income will not affect you at all. For example, if you have a holding company (or other CCPC) that earns only passive investment income, you cannot lose access to the SBD because you have no active business income. Also, incorporated professionals in large professional service firms (such as lawyers or accountants) may already have very limited (or no) access to the SBD if there is a group of associated corporations that must share the SBD.

As well, as was shown in the section titled “Impact of losing the SBD,” if you are distributing all business income as dividends in the current year, you won’t be affected as there is no tax deferral to lose. Similarly, if there is only a short time horizon until dividends will be paid, the impact of the rules may be minimal.

Finally, if your corporation, along with associated corporations, does not currently earn more than \$50,000 of passive income in a year, the new passive income rules do not affect you.

Planning ideas to preserve the SBD in 2024

Assuming that a corporation is nearing or exceeding the \$50,000 threshold for passive income, here are some strategies to consider to reduce the impact to the SBD Limit.

Withdrawals to permit RRSP or TFSA contributions

Given current tax rates, where you are a business owner who wants to get the most from your investments over the long run and your portfolio earns a combination of interest, eligible dividends and capital gains, consider withdrawing sufficient corporate funds to maximize your RRSP and TFSA contributions, rather than leaving the funds inside the corporation for investment. Given sufficient time, RRSP and TFSA investing would outperform corporate investing when earnings come from interest, eligible dividends, annual capital gains, or a balanced portfolio. Only corporate investments exclusively earning deferred capital gains would generally outperform RRSPs and TFSAs; however, few investors would be likely to defer 100% of capital gains over a long period of time. These results are further outlined in our reports [RRSPs: A smart choice for business owners](#)¹² and [TFSAs for business owners... a smart choice](#).¹³

Removing funds that would otherwise be invested within the corporation could reduce future passive income. This is another reason to consider withdrawing sufficient salary or dividends from a private corporation to maximize contributions to RRSPs and TFSAs. Receiving salary of at least \$175,333 by December 31, 2023 will allow the maximum RRSP contribution of \$31,560 in 2024. (TFSA contribution room is not dependent on income level.) Reasonable salaries may also be paid to family members who work in the business to generate RRSP contribution room and funds for contributions to RRSPs and TFSAs.

It should be noted, however, that where salary is paid there may also be various associated payroll taxes, such as Canada or Quebec Pension Plan premiums, Employment Insurance premiums and provincial health taxes to consider.

¹² The report “RRSPs: A Smart Choice for Business Owners” is available online at [cibc.com/content/dam/small_business/advice_centre/business-reports/RRSPs-for-business-owners-en.pdf](https://www.cibc.com/content/dam/small_business/advice_centre/business-reports/RRSPs-for-business-owners-en.pdf).

¹³ The report “TFSAs for Business Owners... A Smart Choice” is available online at [cibc.com/content/dam/small_business/day_to_day_banking/advice_centre/pdfs/personal_finances/tfsas-for-business-owners-en.pdf](https://www.cibc.com/content/dam/small_business/day_to_day_banking/advice_centre/pdfs/personal_finances/tfsas-for-business-owners-en.pdf).

Tax-free withdrawals

Consider whether any amounts can be withdrawn from the corporation on a tax-free basis that would otherwise be invested in the corporation. For instance, if a shareholder previously made a loan to the corporation, and those funds are no longer required by the corporation, consider if the shareholder loan can be repaid.

Capital dividends can be paid without being included in the shareholder's income. A capital dividend may be paid at any point in time when there is a positive balance in the Capital Dividend Account (CDA) of a corporation. Certain transactions, such as the realization of capital gains and the tax-free death benefit from a corporately-owned life insurance policy, result in additions to the CDA, while other transactions, such as capital losses, cause a reduction to the CDA.

Investment strategies

Any reduction to the SBD Limit is based on passive income in the previous year. Depending on the level of passive income otherwise earned in a particular year, you may wish to consider investments that lean towards growth rather than annual interest or dividend income, as you may better be able to time the recognition of a capital gain. In addition, since capital gains are only 50% taxable, it would take \$100,000 of realized capital gains to generate \$50,000 of passive income that is counted towards the passive income test.

Consider a "buy and hold" strategy to defer capital gains if a corporation is approaching the \$50,000 passive income threshold in 2023. By deferring some capital gains, the SBD Limit may be maintained in 2024. It may also be possible to stagger dispositions of investments between calendar years. For example, if there will already be more than \$150,000 of passive income in one year, consider triggering additional capital gains in that year, rather than the next, if that might reduce passive income below the threshold in the next year. Conversely, you may wish to trigger capital gains or losses in a specific year because capital losses cannot be carried forward to a future year for purposes of reducing passive income. As a result, you may wish to realize capital losses and gains in the same taxation year.

Some investments, such as certain notes, T-class units of mutual funds and REITs, pay a mixture of income and a return of capital. A return of capital is not included in income in the year received; rather, it reduces the adjusted cost base of the investment and increases the capital gain (or decreases the capital loss) on the future disposition of the investment.

When considering these investment strategies, you should take into account your overall investment plan, as well as passive income expectations for future years.

Individual Pension Plans

An Individual Pension Plan (IPP) is a pension plan created for one person, rather than a large group of employees. An IPP could be a strategy to consider once passive income nears or exceeds the \$50,000 threshold.

An IPP is a defined benefit pension plan, meaning that the pension paid on retirement is set out by a formula so the amount of the pension benefits is predictable. Since the corporation contributes to the IPP and the income earned in the IPP does not belong to the corporation, that income is not passive income.

Another advantage of an IPP is that the corporation may be able to make higher contributions to the IPP than you could have made into an RRSP. This, in turn, may lead to higher tax-deferred accumulation inside the IPP than you could have built up inside an RRSP.

An IPP also allows you to split any pension payments with your spouse or common-law partner any time after age 55,¹⁴ rather than having to wait until age 65 as would be the case for RRIF income.

The tax benefits of an IPP need to be offset against the administrative costs, including actuarial costs, to set up and maintain the plan.

Life insurance

You may choose to invest after-tax income of the corporation into a corporately-owned life insurance policy that insures the life of the business owner, or some other individual. There are numerous reasons to hold life insurance in a corporation, including certain tax benefits. For instance, there is generally a lower after-tax cost of the insurance premiums, which can be paid with funds that are taxed at a lower tax rate inside the corporation than funds that are earned personally. Depending on how long the life insurance is held, the death benefit may flow out to the corporate shareholders on an entirely tax-free, or partially tax-free, basis via the CDA.¹⁵

Now that passive income could impact the SBD Limit, life insurance may offer an additional advantage. As long as the income from the investments underlying the life insurance policy is not included in the corporation's income on an annual basis, it shouldn't be included in passive income. This will be the case for permanent life insurance policies qualifying as "exempt policies."¹⁶ That means, permanent, exempt life insurance may be an alternative investment solution for business owners to consider where there is a life insurance need as well as a concern that the corporation's passive income could limit access to the SBD.

Donations

If you are considering making a charitable donation, consider whether that donation should be made from your private corporation, rather than by you personally. Not only will your corporation receive a deduction for the amount of the donation, making a donation will reduce the funds that may be invested in your corporation to produce passive income.

There could be additional tax benefits if your corporation makes an in-kind donation of publicly-listed securities or mutual funds with unrealized capital gains. First, no tax will apply to the capital gains on the donated securities. Second, the entire capital gain is added to the CDA and capital dividends can be paid to the extent that there is a positive balance in the account, as discussed in the section called "Tax-free withdrawals." You can then receive capital dividends, which are generally tax-free, instead of taxable dividends. Third, capital gains on donated securities are excluded from passive income, so they will not impact the SBD Limit in the following year.

¹⁴ Age 65 for province of Quebec.

¹⁵ The amount of the death benefit, less the adjusted cost base of the insurance policy, is added to the corporation's CDA account. As discussed above, a positive balance in the CDA account may be paid out as a tax-free capital dividend. The adjusted cost base of the insurance policy will decrease over time until it eventually reaches zero.

¹⁶ If a life insurance policy does not qualify as an exempt policy, then the amount included in the corporation's income annually in respect of the policy will be included in passive income.

Conclusion

Since 2023 investment income in your private corporation may reduce the SBD Limit in 2024, you may wish to take steps in 2023 to potentially minimize the reduction of the 2024 SBD Limit. This decision should take into account whether a reduction in the SBD Limit will result in a decline in any tax deferral, with a resultant reduction of future after-tax funds to withdraw from your corporation.

As with all tax planning, be sure to discuss the above strategies with your tax advisor to make sure they are appropriate for you.

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