US Case Study in Business Registration

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Legal Foundations of Commerce

A functioning Commercial Law Framework is supported by four pillars:

- Property
- Contract
- Business (Legal Personality)
- Dispute Resolution (Courts)
Relationship of Commercial Law to Doing Business

<table>
<thead>
<tr>
<th>CLIR Topics</th>
<th>Doing Business 2008</th>
</tr>
</thead>
<tbody>
<tr>
<td>Real Property &amp; Mortgage</td>
<td>Starting a Business</td>
</tr>
<tr>
<td>Collateral</td>
<td>Dealing with Licenses</td>
</tr>
<tr>
<td>Intellectual Property</td>
<td>Employing Workers</td>
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<tr>
<td>Foreign Direct Investment</td>
<td>Registering Property</td>
</tr>
<tr>
<td>International Trade</td>
<td>Getting Credit</td>
</tr>
<tr>
<td>Flows of Goods &amp; Services</td>
<td>Protecting Investors</td>
</tr>
<tr>
<td>Contract Law</td>
<td>Paying Taxes</td>
</tr>
<tr>
<td>Competition Policy</td>
<td>Trading Across Borders</td>
</tr>
<tr>
<td>Bankruptcy</td>
<td>Enforcing Contracts</td>
</tr>
<tr>
<td>Company Law</td>
<td>Closing a Business</td>
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<td>Courts &amp; Dispute Resolution</td>
<td>Gender</td>
</tr>
<tr>
<td>Infrastructure</td>
<td>Using Infrastructure</td>
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US Federalism: States Handle Company Formation

• American States continued to have great power following the adoption of the US Constitution…

US State Business Registration

• Utah
• Delaware
• Tennessee
• New York
Utah: Recent Reform in One-Stop Business Registration
https://secure.utah.gov/osbr-user/user/welcome.html

Welcome to the State of Utah's OneStop Online Business Registration System. By using this system you will be able to register your business with the Utah State Tax Commission, the Utah Labor Commission, the Utah Department of Commerce, the Utah Department of Workforce Services and the Utah Department of Environmental Quality. After completing the online registration process, you will receive all of the necessary licenses and account numbers for your business.

In addition, you will receive all of the information necessary to go to your local municipality to apply for a business license.

Before beginning the registration process, please review the guides to the left, particularly the list of who can use the online system.

Delaware: Gold Standard in Business Services
https://onestop.delaware.gov/osbrlpublic/Home.jsp

Welcome to the State of Delaware’s One Stop Business Registration and Licensing System. Here, you will be able to register your business with the Division of Revenue, the Division of Corporations to assure incorporation forms and receive a legal entity name. Lastly, by taking it a step further and registering with the Internal Revenue Service, you will be able to receive your Federal Employer Identification Number (EIN). If your registration with the Division of Revenue includes obtaining a Delaware business license, a temporary license will be produced upon the successful completion of this online registration. Effective 01/01/2008 the license fee for each location is $15.00 for each location to fund the prosecution of retail crime. The Division of Unemployment Insurance will review your application and mail a letter of liability determination and if applicable, a registration permit.

Before you begin the registration process you will need a credit card to purchase your business license, your Workers Compensation Insurance Policy, the number of employees and their payroll for the last five years if applicable. Motor vehicle dealers and non-resident contractors may be required to supply a surety bond. Please select “Applicants here or on the link under Information for a complete list of the people that will help..."
Tennessee: They Even Have a Demo!
http://www.tennesseeanytime.org/osbr/demo/index.html

APEC Business Registration Workshop—March 2010

New York: Doing Business Benchmark

- Not as easy as other U.S. states!
- Contains web-based portal; difficult to find.
New York: Early Innovator

- Uses proprietary, standardized forms (available at stationeries)
- Numerous advocacy groups provide do-it-yourself guides (some for a fee).

New York: Business Registration Portal
Doing Business often shows just the tip of the iceberg

<table>
<thead>
<tr>
<th>Indicator</th>
<th>Underlying Issue</th>
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<tbody>
<tr>
<td>Registering a Business</td>
<td>Disadvantaged groups; Post-registration burdens (e.g. permits)</td>
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<tr>
<td>Dealing with Licenses</td>
<td>Inefficient municipal government, corruption</td>
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<td>Paying Taxes</td>
<td>Poor fiscal policy</td>
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<tr>
<td>Enforcing Contracts</td>
<td>Lack of judicial independence</td>
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<td>Registering Property</td>
<td>Clash of Customary Law and Statutory Law</td>
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</tbody>
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Systems Approach:
BizCLIR Four Dimensional Diagnostic

- Black Letter Law
- Implementing Institutions
- Supporting Institutions
- Social Dynamic
Business Enabling Environment

The Deep Dive: The CLIR Methodology
ありがとうございました!
Thank you! Спасибо!
Salamat! Terima kasih!
Gracias! 谢谢您！

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