

	<b>STOCK CORPORATION</b>	<b>NON-STOCK CORPORATION</b>	<b>COOPERATIVE</b>	<b>WORKERS' ASSOCIATION</b>	<b>PARTNERSHIP (Except Gen. Prof. Partnership)</b>	<b>PROPRIETORSHIP</b>
<b>Creation</b>	<p>Artificial person. Corporation Code, Sec. 2. Civil Code, Art. 44(3).</p> <p>Created to provide private economic benefits to stockholders. See Corporation Code, Sec. 3. Civil Code, Art. 44(3).</p> <p>Stock corporation authorized to distribute dividends to stockholders. Corporation Code, Sec. 3.</p> <p>5-15 incorporators. Corporation Code, Sec. 10.</p>	<p>Artificial person. Corporation Code, Sec. 2. Civil Code, Art. 44(3).</p> <p>Created to provide private non-economic benefits to members. See Corporation Code, Sec. 88. Civil Code, Art. 44(3).</p> <p>Non-stock corporation not authorized to distribute dividends to members. Corporation Code, Secs. 3 &amp; 87 par. 1.</p> <p>5-15 incorporators. Corporation Code, Sec.10.</p>	<p>Artificial person. Cooperative Code, Art. 16. Civil Code, Art. 44(3).</p> <p>Created to provide private economic benefits to cooperators. Cooperative Code, Art. 7. Civil Code, Art. 44(3).</p> <p>Cooperative authorized to distribute dividends to cooperators. See Cooperative Code, Art. 76.</p> <p>Minimum of 15 cooperators. Cooperative, Arts. 6 &amp; 10.</p>	<p>Artificial person. Labor Code, Art. 234.</p> <p>Created for mutual aid or protection. Labor Code, Art. 243.</p> <p>No minimum number of members.</p>	<p>Artificial person. Civil Code, Arts. 1767-1768, 1772</p> <p>Created to provide Private economic benefits to partners. Civil Code, Art. 1767.</p> <p>Minimum of 2 persons.</p>	<p>Natural person. Registered business name. Administrative Code, Sec. 10(1).</p> <p>Created to engage in business or economic undertaking.</p> <p>1 person.</p>
<b>Powers</b>	Corporate powers. Corporation Code, Sec. 36.	Corporate powers. Corporation Code, Secs. 36 and 87 par. 2.	Corporate powers. Cooperative Code, Art. 9.	Corporate powers. Labor Code, Art. 242.	Corporate powers. Civil Code, Art. 1768.	NA

<p><b>Organization</b></p>	<p>Policy making and management powers vested in the board. Corporation Code, Sec. 23.</p> <p>5-15 directors. Corporation Code, Secs. 23 &amp; 14(6).</p> <p>Voting power based on share capital. Cumulative voting for directors. Corporation Code, Sec. 24.</p> <p>Stockholders elect the directors. Corporation Code, Sec. 24. Directors elect the officers. Corporation Code, Sec. 25.</p>	<p>Policy making and management powers vested in the board. Corporation Code, Secs. 23 and 87 par. 2.</p> <p>Generally 5-15 trustees. Corporation Code, Secs. 23, 14(6), 87 par. 2 and 92.</p> <p>Voting power based on membership. One vote per member. Corporation Code, Sec. 89.</p> <p>Cumulative voting for trustees, if provided in the articles of incorporation or by-laws. Corporation Code, Secs. 24 &amp; 87 par. 2.</p> <p>Members elect the trustees. Corporation Code, Sec. 24. Trustees elect the officers. Corporation Code, Sec. 25.</p>	<p>Policy making powers vested in the general assembly of cooperators. Corporation Code, Arts. 33 &amp; 34.</p> <p>Policy making and management powers vested in the board of directors. Cooperative Code, Arts. 38 &amp; 39.</p> <p>5-15 directors. Cooperative Code, Art. 38.</p> <p>Voting power based on membership. One vote per member. Cooperative Code, Arts. 37 &amp; 4(2).</p> <p>Members elect the directors. Cooperative Code, Art. 38. Directors elect the officers. Cooperative Code, Art. 43.</p>	<p>Policy making and management powers vested in the board. See Labor Code, Art. 241(d).</p> <p>Major policy making powers vested in the general assembly of workers, unless impractical. Labor Code, Art. 241(d).</p> <p>Members elect the directors and officers. Labor Code, Art. 241(c).</p>	<p>Policy making and management powers vested in the partnership. Civil Code, Art. 1810(3).</p> <p>Minimum 2 partners. Civil Code, Art. 1767.</p> <p>Voting power generally based on membership, except in case of a tie where the matter is decided by partners owning controlling interest. Civil Code, Art. 1801.</p>	<p>NA</p>
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<p><b>Capital</b></p>	<p>Capital stock with dividend entitlements. Corporation Code, Sec. 3.</p> <p>25% of authorized capital stock must be subscribed, and 25% of subscribed capital stock must be paid-up. Minimum paid-up capital of P5,000.00. Corporation Code, Secs. 13 &amp; 14 par. 2.</p> <p>Generally no limit on capital stock per stockholder.</p>	<p>No capital stock with dividend entitlements. Corporation Code, Sec. 3.</p>	<p>Share capital with dividend entitlements. Cooperative Code, Arts. 73(1) &amp; 76.</p> <p>25% of share capital must be subscribed, and 25% of subscribed share capital must be paid up. Minimum paid-up share capital of P2,000.00. Cooperative Code, Art. 14(5).</p> <p>20% limit on share capital per cooperator. Cooperative Code, Art. 74.</p>	<p>No minimum capital requirement.</p> <p>No limit on capital per member.</p>	<p>Share capital with dividend entitlements. Civil Code, Arts. 1772, 1767.</p> <p>No limit on capital per member.</p>	<p>No minimum capital requirement.</p>
<p><b>Assignment of shares/Transfer of Ownership</b></p>	<p>Shares of stocks generally transferable. Corporation Code, Sec. 63.</p>	<p>Membership generally non-transferable. Corporation Code, Sec. 90.</p>	<p>Shares capital generally non-transferable. Cooperative Code, Art. 75.</p> <p>Membership non-transferable. See Cooperative Code, Arts. 26 &amp; 29.</p>	<p>Membership non-transferable.</p>	<p>Membership generally non-transferable, except a limited partner's interest. Civil Code, Arts. 1859.</p>	<p>NA</p>

<b>Involuntary Dissolution</b>	Involuntary dissolution by the Securities and Exchange Commission. Corporation Code, Sec. 121  Involuntary dissolution by the court. Pres. Dec. No. 902—A, Sec. 5(b). Securities Regulation Code, Sec. 5.2.	Involuntary dissolution by the Securities and Exchange Commission Corporation Code, Secs. 121 and 87 par. 2.  Involuntary dissolution by the court. Pres. Dec. No. 902—A, Sec. 5(b). Securities Regulation Code, Sec. 5.2.	Involuntary dissolution by the court. Cooperative Code, Art. 67  Involuntary dissolution by the Cooperative Development Authority Cooperative Code, Art. 68	Involuntary dissolution by the Department of Labor and Employment Labor Code, Art. 238.	Involuntary cancellation of registration by the Securities and Exchange Commission.	Involuntary cancellation of registration by the Department of Trade & Industry. Administrative Code, Sec. 10(1).
<b>Taxation</b>						
<b>Income Tax</b>	Subject 32%. National Internal Revenue Code (NIRC), Sec. 27.	Exempt NIRC, Sec. 30	Exempt provided that its accumulated reserves and undivided net savings are not more than P10 Million Cooperative Code, Arts. 61 & 62	Exempt Labor Code, Art. 242, NIRC, Sec. 30(A).	Subject 32%, NIRC, Secs. 27 & 22(B).	Subject 5%-32%. NIRC, Sec. 24
<b>Creditable Withholding Tax</b>	Subject	Exempt BIR Revenue Regulation 2-98, Sec. 2.57.5	Exempt BIR Revenue Regulation 2-98, Sec.2.57.5	Exempt BIR Revenue Regulation 2-98, Sec. 2.57.5	Subject	Subject
<b>Creditable Withholding Tax on Purchase</b>	Subject	Subject	Subject	Subject	Subject	Subject

<b>Final Withholding Tax</b>	Subject	Subject	Subject	Subject	Subject	Subject
<b>Final Withholding Tax on Purchase</b>	Subject	Subject	Subject	Subject	Subject	Subject
<b>Withholding Tax on Wages</b>	Subject	Subject	Subject	Subject	Subject	Subject
<b>Income Tax on Dividends / Share in partnership profits</b>	Exempt on dividends due to domestic corporations; 10% final tax on dividends due Filipino Citizens and Resident alien individual stockholders. NIRC, Sec. 24(B)(2)	NA	Subject 5%-32% on dividends due individual members. NIRC, Sec. 24	Subject 5%-32% on member's share in net income. NIRC, Sec. 24	Subject 10% final tax on partner's share in net income. NIRC, Sec. 24(B)(2)	NA
<b>Withholding Tax on Dividends / Share in partnership profits</b>	Subject	NA	Subject	Subject	Subject	NA
<b>VAT on Sale of Goods or Service</b>	Generally subject 12% of gross sales or receipts Exempt if annual sales or receipts do not exceed P1,500,000.00 National Internal Revenue Code, Secs. 108 and 109	Exempt, if not in the course of business National Internal Revenue Code, Sec. 105.	Exempt, provided share capital contribution of each owner-member does not exceed P15K NIRC, Sec. 109 (1) (L), (M), (N)	Subject, if in the course of business 12% of gross sales or receipts Exempt if annual sales or receipts do not exceed P1,500,000.00. National Internal	Generally subject 12% of gross sales or receipts Exempt if annual sales or receipts do not exceed P1,500,000.00. National Internal	Generally subject 12% of gross sales or receipts Exempt if annual sales or receipts do not exceed P1,500,000.00. National Internal

	(1) (V).			Revenue Code, Secs. 105, 108 and 109 (1) (V).	Revenue Code, Secs. 108 and 109 (1) (V).	Revenue Code, Secs. 108 and 109 (1) (V).
<b>VAT Purchase</b>	Subject 12% of gross selling price	Subject 12% of gross selling price	Subject 12% of gross selling price	Subject 12% of gross selling price	Subject 12% of gross selling price	Subject 12% of gross selling price
<b>VAT Importation</b>	Subject 12% of transaction value	Subject 12% of transaction value	Exempt Cooperative Code Art. 62 (1)	Exempt Labor Code, Art. 242.	Subject 12% of of transaction value	Subject 12% of of transaction value
<b>Percentage Tax</b>	Subject, if exempt from VAT due to its annual sales or receipts not exceeding P1,500,000.00  3% of gross receipts NIRC, Sec. 116	Exempt, if not in the course of business. National Internal Revenue Code, Secs. 105 & 116	Exempt National Internal Revenue Code, Sec. 116	Subject, if in the course of business but is exempt from VAT due to its annual sales or receipts not exceeding P1,500,000  3% of gross receipts NIRC, Secs. 105 & 116.	Subject, if exempt from VAT due to its annual sales or receipts not exceeding P1,500,000.00  3% of gross receipts NIRC, Sec. 116	Subject, if exempt from VAT due to its annual sales or receipts not exceeding P1,500,000  3% of gross receipts NIRC, Sec. 116
<b>Customs Duties</b>	Subject	Subject	Exempt Cooperative Code Art. 62(1)	Exempt Labor Code, Art. 242.	Subject	Subject
<b>Documentary Stamp Tax</b>	Subject	Subject	Exempt Cooperative Code, Arts. 61 & 62	Subject	Subject	Subject

<b>Local Business Tax</b>	Subject	Subject	Exempt Cooperative Code, Art. 62(3) Local Government Code, Sec. 133(n)	Subject	Subject	Subject
<b>Real Property Tax</b>	Subject	Generally subject. Exempt, if actually, directly and exclusively used for religious, charitable or educational purposes. Local Government Code, Sec. 234(b)	Exempt Local Government Code, Sec. 234(d)	Exempt Labor Code, Art. 242.	Subject	Subject