(2) A limited liability partnership is a body corporate (with legal personality separate from that of its members) which is formed by being incorporated under this Act; andâ€”(a) in the following provisions of this Act (except in the phrase â€œoversea limited liability partnershipâ€), and. (b) in any other enactment (except where provision is made to the contrary or the context otherwise requires) Limited liability partnerships are relatively new in comparison to limited partnerships. LLPs became popular in the 1990s, around the same time that limited liability companies became a popular formation choice among business owners. Structure of Limited Partnerships and LLPs. Income and Tax Considerations. In a limited partnership, the general partner must pay self-employment taxes on money received from the company, while limited partners are not required to pay self-employment taxes. This is in contrast to an LLP, where each partner must pay self-employment taxes on her share of the company's profits and losses. Furthermore, limited partners receive proceeds from the business after the general partners have received their share of company profits. - limits some of its owner liability (everyone is trying to limit their personal liability). Consists of ONE general partner and ONE or MORE limited partners. - limited partners have rights of access to the partnership's books and to information regarding partnerships business. - on a Dissolution of the partnership, limited partners are entitled to a return of their contributions in accordance with the partnership certificate. - limited partners can sue an outside party on behalf of the firm if the general partners with authority to do so have refused to file suit. Dissociation and Dissolution. - General partner has the power to voluntarily dissociate, withdraw from a limited partnership unless the partnership agreement specifies otherwise.