



Solicitors
Regulation
Authority

Legal Services Act
New forms of practice and regulation

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Introduction

This paper takes a high level look at the changes to the structure and regulation of legal practices that will be enabled by the Legal Services Act (“the Act”).

The Act will allow new kinds of legal practices to be developed in which solicitors may join with other kinds of lawyers and non-lawyers to form practices (legal disciplinary practices, or LDPs). In the longer term, alternative business structures (ABSs) will allow lawyers to go into multidisciplinary practices with other kinds of professionals, and allow non-lawyers to own firms which provide legal services.

These changes have been introduced by the Government to improve competition, flexibility, and choice for consumers. The job of the Solicitors Regulation Authority (SRA) is to introduce them in such a way that the public interest and, in particular, solicitors’ clients are properly protected.

This paper sets out in broad terms the way in which the SRA envisages changing the rules that apply to solicitors’ firms—to allow for new forms of practice and to move towards regulating the firms through which solicitors practise.

Much of this paper concerns an increased emphasis on regulating firms: the SRA’s view is that it is often more effective—and less burdensome—to regulate the organisations providing legal services than to attempt to do this through each solicitor in a firm. But we consider it essential for each solicitor to remain individually accountable to the SRA for their own professional behaviour.

This paper sets out the likely timescale for change and invites views on the broad strategy we propose to adopt. Your comments will inform the development of consultations on changes to rules, regulations and procedures.

The Act has only just received Royal Assent and was subject to significant change at a late stage. There will be huge interest in developing the new forms of practice that the Act will enable. In order to assist the business planning activities of everyone who is currently working in legal services or may wish to do so in the future, we want to set out and invite comments on our intentions and a possible timetable, at this early stage.

The paper is aimed at

- all those with an interest in the delivery of legal services, including consumers and bodies representing consumers,
- all those working or wishing to work in legal practices, and
- those who procure legal services.

1. Changes enabled by the Act—an overview

What new forms of practice will be allowed?

- 1.1 **The Act will permit two new forms of practice: legal disciplinary practices (LDPs) and alternative business structures (ABSs).** Many of the commentaries in the press focus on provisions of the Act that allow for the development of ABSs—multidisciplinary practices and external ownership of solicitors' firms, whether by flotation of law firms on the Stock Exchange or by the setting-up or acquisition of law firms by commercial companies, among many other possibilities.
- 1.2 The Act sets up a Legal Services Board (LSB) to oversee the regulation of legal services. The changes to allow for ABSs are dependent on the setting-up and empowerment of the LSB, which has first to establish the requirements under which it will authorise regulatory bodies, such as the SRA, to become "licensing authorities" for the purpose of ABSs.
- 1.3 ***The SRA aspires to become a licensing authority for ABSs, but the ABS regime is unlikely to be available until at least 2011 or, more likely, 2012.***
- 1.4 The Act also provides for LDPs. The Act provides for LDPs by amending, where necessary, the statutory powers of existing front-line regulators (such as the SRA, as the regulatory organisation of the Law Society, and the Council for Licensed Conveyancers) so that they can authorise firms to be owned and managed by a combination of different types of lawyers, including a minority of non-lawyers if the firm wishes.
- 1.5 The introduction of LDPs will not depend on the existence and empowerment of the LSB. Therefore, changes to enable LDPs can be made as soon as the relevant front-line regulators have completed the necessary consultations, changed regulations and rules, and put appropriate processes and procedures in place.
- 1.6 The Act provides that some LDPs may have a choice of regulator and, so, introduces the prospect of some competition among regulators. Therefore, anyone considering establishing an LDP should be aware of the requirements of other legal regulators, so as to understand what choices may be available to them. Some approved regulators will only be able to regulate firms providing a particular and, in some cases, limited range of legal services, depending on the scope of the regulators' authority. The enabling of different forms of LDPs will depend on changes made by other legal regulators such as the Bar Standards Board (BSB) and the Council for Licensed Conveyancers (CLC). For example:
 - The BSB could change the rules that apply to barristers to enable them to become partners etc. in an LDP regulated by the SRA or the CLC.
 - The BSB may in future change its rules to allow barristers to go into partnership with solicitors in an LDP regulated by the BSB.
 - The CLC will be able to regulate firms including licensed conveyancers, solicitors and others—if the firms provide the kind of legal services that licensed conveyancers may provide.
- 1.7 Firm-based regulation means that the relevant regulator's rules will apply to the activities of all the lawyers and others in the firm. This is to provide clarity for

consumers and to avoid conflict. For example, a licensed conveyancer partner in an SRA-regulated firm will need to comply with SRA rules on conflicts in conveyancing, and a solicitor in a CLC-regulated firm must comply with CLC rules. The firm's regulator will be able to apply its regulatory powers to all in the firm, but it is only the individual lawyer's regulator that will be able to take action to remove that individual's right to practise.

- 1.8 ***The SRA expects that the process of introducing the regulatory regime for LDPs will take between 15 months and 18 months from Royal Assent, but intends to prioritise the work and so permit LDPs as soon as the changes can properly be made. We will keep all those with an interest informed as detailed plans develop, including information on the likely timescale.***
- 1.9 The original Bill defined the distinction between an ABS and an LDP as being that the existence of a non-lawyer as a partner, member, director or shareowner would require a practice to be regulated as an ABS.
- 1.10 However, late changes to the Bill adopted the view taken by Sir David Clementi that LDPs can safely include a minority of non-lawyer managers, if the practice is providing legal services and the non-lawyers are part of the delivery of such services (and so are subject to the same type of regulation as lawyers) and are not simply external investors. It now permits up to 25 per cent of managers (as defined in some detail) to be non-lawyers. This is for a transitional period only. When the ABS licensing scheme is in place, an LDP with any non-lawyer managers will need to become licensed as an ABS.

New ways of regulating the firms through which solicitors practise

- 1.11 Much of the existing regulatory framework governing most types of lawyers is based on the qualification, regulation and discipline of individual lawyers. However, the development of both LDPs and ABSs requires regulators to have the power to apply regulation to the firm that is providing services, as well as to individuals. The basis of the Act is that both the entities and the individuals providing reserved legal services must be authorised.
- 1.12 Therefore, schedules to the Act include a number of amendments to other statutes, giving regulators powers so that they can develop firm-based regulation in a way that also allows for the regulation of LDPs.
- 1.13 Firm-based regulation is not new. The Financial Services Authority's regulation is based on the authorisation of firms, and there are other examples. For historical reasons, this approach is not well developed in the regulation of professionals, but it is generally accepted as a more effective and proportionate method of regulation. Modern legal practices are increasingly complex organisations, in which standards of service and client protection can be regulated better at the level of the organisation, rather than through each solicitor in the firm.
- 1.14 Significant amendments will be made through the Act (Schedule 16) to the Solicitors Act 1974 and the Administration of Justice Act 1985, so that the SRA can regulate firms as well as individual solicitors.

2. What principles will drive the SRA's development of its new regulatory framework

Strategic principles

2.1 The Act requires the SRA to

“act in a way which is compatible with the regulatory objectives”.

The regulatory objectives are as follows:

- protecting and promoting the public interest,
- supporting the constitutional principle of the rule of law,
- improving access to justice,
- protecting and promoting the interests of consumers,
- promoting competition in the provision of legal services,
- encouraging an independent, strong, diverse and effective legal profession,
- increasing public understanding of the citizen's legal rights and duties,
- promoting and maintaining adherence to professional principles.

Regulatory activities should also be transparent, accountable, proportionate, consistent and targeted.

2.2 The SRA's own strategy reflects the regulatory objectives and principles of good regulation. It contains the following key objectives that are relevant to the design of this new framework for practice:

- To set standards for organisations offering legal services
- To promote choice, innovation and accessibility in the provision of legal services through different types of business structure

2.3 Relevant strategic outcomes include

- ensuring that the resources required for the regulation of the profession are secured efficiently and fairly, and
- ensuring that there are no unnecessary barriers to competition, and that the requirements on practitioners and organisations, and any restrictions on the way in which legal services are provided, are only those necessary and proportionate to secure the regulatory objectives.

2.4 Key to the SRA's desire to become a more efficient and effective regulator is developing its ability to target regulatory action according to risk. Firm-based regulation provides the opportunity for us to gain relevant information about the firms that we regulate and so enables us to assess risk and target resources accordingly.

Design principles

2.5 From this, we have adopted some broad principles to drive our approach to the changes. We invite your views on whether these are appropriate and sufficient:

- We will adapt our regulations to enable the new forms of practice provided for in legislation, and will only impose restrictions, over and above those provided for in the Act, when necessary in the consumer and public interest.
- We recognise that the changes have the potential for a significant impact on business planning in firms. We will be as open as possible in planning for the changes and will consult with all interested parties.
- We will seek to introduce the changes in an evolutionary way, minimising unnecessary bureaucracy or burdens on the regulated community. If appropriate, "passporting" procedures will be used.
- If the new regulatory framework appears to create new burdens on firms, we will show why each new requirement is necessary and supports the development of risk-based regulation. We will, whenever possible, offset any increases in the regulatory burden in some areas with decreases in others.
- While seeking to make the necessary changes as soon as possible, we will only commit to timescales that we believe are achievable.
- We will develop simple and clear rules and regulations; processes and procedures will be streamlined and delivered by the effective use of IT with online processes.
- We will develop appropriate working relationships with other regulatory bodies, including information sharing, to provide the appropriate level of consumer protection.

3. What does “firm-based” regulation mean in practice, and how will the changes be made?

3.1 In summary, the new legislation, when fully implemented by the SRA, will mean that

- any new firm (including that of a sole practitioner) wishing to provide legal services to the public will be required to apply to the SRA for authorisation before commencing business;
- all existing practices, including sole practitioners, will be regulated as firms;
- all firms will be required to provide information to the SRA on a regular basis;
- all firms will pay practising fees;
- increasingly, rules and regulations will be applied to firms (including LDPs);
- rules and sanctions which apply to an individual within a firm (including an LDP) will apply to all individuals within the firm, including non-solicitor partners and non-solicitor employees;
- solicitors will remain individually accountable to the SRA, and will still need practising certificates, but the mechanisms for delivering regulation (and, therefore, the regulatory burden) are likely to shift increasingly towards the organisation.

In-house practice

3.2 Firm-based regulation is not likely to affect lawyers working in local or central government or in-house lawyers who provide legal services mainly to their employer. Other in-house lawyers who currently provide services to the public as permitted in rule 13 of the Solicitors Code of Conduct 2007 may be affected, but not until the advent of the licensing regime for ABSs, when they may need to seek a licence and be regulated as an ABS.

Overseas practice

3.3 The SRA’s existing recognised bodies regime does not extend to purely overseas practices, and there are no plans at present to extend the new firm-based regulation to overseas practice. This may change in the future, and we would welcome any general comments.

How does the Act provide for the changes?

3.4 The Act amends the “recognised body” regime in the Administration of Justice Act 1985 (AJA). Any solicitors’ practice incorporated as a company or as a limited liability partnership is already a recognised body and, thus, is regulated as an entity. However, currently, the regulation of recognised bodies is fairly nominal, providing little by way of quality assurance or consumer protection.

3.5 The Act amends the AJA by providing that all “**legal services bodies**” must be recognised bodies. The definition of a legal services body will cover all firms currently practising as “recognised bodies”, but will also include solicitors’ **partnerships** and LDPs. Other conditions are that a legal services body will have to include at least one

solicitor, registered European lawyer or qualifying body (very broadly, any body which could be a recognised body).

- 3.6 A legal services body can have other “authorised persons” (other lawyers) as partners, members, directors or shareowners, and so may include barristers, notaries, licensed conveyancers, legal executives, notaries, patent and trademark agents, and law costs draftsmen in those roles. It can also have bodies in these roles, such as a CLC-recognised body, managed and controlled by licensed conveyancers.
- 3.7 The Act also provides that a legal services body may include up to 25 per cent non-lawyers as “managers” (partners, members or directors), provided that they have been approved as suitable by the SRA. A legal services body must only provide “solicitor services and other relevant legal services”.
- 3.8 **Therefore**, before any existing practice can take the benefit of the new provisions allowing it to have partners etc. who are either other authorised persons or are non-lawyers, it must first be, or must apply to the SRA to become, a recognised body.
- 3.9 To enable the introduction of the new LDP regime as soon as practical and to avoid unnecessary regulatory burdens, our current intention is to “passport” all existing partnerships into the recognised body regime rather than require all existing partnerships to make initial applications. However, we might introduce a requirement under which passported partnerships would be required, within a set period after passporting, to supply information that would have been required on an initial application.
- 3.10 All that those firms wishing to take on non-lawyer partners etc. will need to apply to register such persons and demonstrate that they are fit and proper before the application can be accepted. It may be unnecessary to apply such a process to other lawyers (authorised persons) who have already demonstrated that they are fit and proper to other approved legal regulators. We will consult on more-detailed proposals for the suitability requirements for non-lawyers and the extent to which other lawyers might need to meet any requirements. We would welcome any initial views.

Likely timetable for LDPs

- 3.11 It will not be possible to develop, consult on and make the necessary changes to rules, regulations and processes until some time between **December 2008 and March 2009**. That timetable will depend on the SRA having the necessary resources to implement the changes.

Sole practitioners and firm-based regulation

- 3.12 The Act provides for the firm-based regulation of unincorporated sole practitioner firms in a different way from that provided for “legal services bodies”.
- 3.13 The Act provides in future that a sole practitioner will need to have his or her practising certificate endorsed with a “sole solicitor endorsement”. In this way, sole practitioners (and sole registered European lawyers) will be regulated in broadly the same way as recognised bodies. New sole practitioners will be required to apply, pay fees and provide information in the same way as recognised bodies. We are likely, in rules, to refer to those with such endorsements as “recognised sole practitioners”.

- 3.14 As with partnerships and the recognised body regime, we are considering whether we can “passport” existing sole practitioners into the new endorsement regime, rather than requiring all to make initial applications at a particular time. However, there may be a timescale within which passported sole practitioners will be required to supply information that would have been required on such an application.

Likely timetable for “sole practitioner endorsements”

- 3.15 We propose to prioritise the delivery of a framework to permit LDPs before introducing changes to the regulation of sole practitioners. However, it is likely that the requirement for sole practitioners to apply for a sole solicitor endorsement will be introduced **during 2009**.

What will happen to the current practising certificate exercise and the recognised bodies renewal process?

- 3.16 Currently, the SRA uses the practising certificate exercise to gather information annually about individuals and firms. The 1,500 or so existing “recognised bodies” also are required to apply for renewal of recognition every three years. The changes to enable LDPs and firm-based regulation are likely to mean that there will be one annual process for all firms, probably from 2009. It may be that the information required from firms will increase to enable the SRA to improve its ability to regulate according to risk. By moving away from cumbersome paper-based processes to online data collection, and by using improved information to concentrate our resources upon identified risks, we will be able to lessen the burden upon well-regulated firms.
- 3.17 This will also have an impact on the annual practising certificate exercise. That began as an individual exercise, but developed into a firm-based exercise for most firms—meaning that few solicitors ever see their practising certificate application, and also that firms are required to certify information about individuals. We are considering making the practising certificate exercise an individual one. We would aim to keep it simple, delivered mainly online, and not use it, as we do now, to collect information about the activities of firms or to ask firms, in effect, to certify information about individual solicitors.
- 3.18 These annual exercises for firms and individuals are also important for fee collection. There is likely to be an early consultation on how we will re-engineer these exercises. The re-engineering may involve changing the renewal date of some recognised bodies to bring all into line for what will be a new annual process for recognised bodies. In making changes, we will seek to make the procedures simple, efficient and not onerous; although that will require investment in IT processes, in particular to allow for online delivery.

Full entity-based regulation?

- 3.19 The SRA considers that a firm-based regulation system based on risk will provide a more effective regulatory regime. It also allows for a review of how the cost of regulation is apportioned. Currently, most of the cost is imposed on individual

solicitors with practising certificates. Most firm-based regulators apportion the cost between the firms they regulate, with some costs borne by individuals.

- 3.20 It is likely that the development of an appropriate and fair system of fee allocation and collection will take some time and be an important issue for consultation. The SRA's proposal to make these changes in an evolutionary way, where possible, means that it is unlikely to implement significant changes to the fee structure before 2010.
- 3.21 Any change in the way cost is allocated will not of itself increase the cost of regulation, but the Legal Services Act may increase the overall cost of regulation. The overall cost of regulation must be borne by the profession—whatever method of allocation is adopted. The Act provides for the setting-up of two new bodies, the Legal Services Board and the Office for Legal Complaints. The legal profession as a whole will bear the set-up costs of these organisations and their continuing costs. These will be collected by way of a levy from front-line regulators, who will in turn collect the levy from the regulated community. The Government estimates that the continuing costs should not be significantly higher than current costs.
- 3.22 Changes will also be needed in relation to the collection of contributions to the Compensation Fund. While that can also be developed on the basis of firms rather than individuals over a longer timescale, we will consider whether change should be required in line with the timetable for the introduction of LDPs, if it is felt that the contributions to the Compensation Fund from recognised bodies should not be dependent on the number of solicitors holding practising certificates but should take into account partners etc. who are other lawyers or non-lawyers. On the other hand, the cost of providing for an interim change for one year only may outweigh the benefit.
- 3.23 We are likely to develop and introduce new information requirements over a similar timescale, perhaps eventually moving to the concept of firms (and sole solicitors) producing a form of annual report, although better regulation principles of proportionality and targeting may require some firms to provide more information than others.
- 3.24 The detail of all these changes will be of huge interest to the profession and others seeking to work with solicitors in an SRA-regulated environment. There is much detailed work still to be done, but we think that it is important to share our thinking, at this very early stage, on the shape of change and likely timescale—to ensure that the profession and others are aware of when the changes are likely to take place and can comment and plan accordingly.

4. Full ABS regime

- 4.1 Predicting the timetable for the delivery of the new licensing regime to permit ABSs is more difficult and may depend on the priorities set by the LSB. Currently, the LSB is unlikely to be empowered before spring 2010, but the Board members will be appointed and able to do some preliminary work before then. However, ABSs may not be possible until 2011 or 2012.
- 4.2 The definition of an ABS (“licensable body”) is broad. It is any body which provides reserved legal services to “the public or a section of the public” (to be defined in rules) and which has a “non-authorised person” (non-lawyer) as a manager (partner, director or member of an LLP) or with an interest in the body. A person has an interest in a body if they hold shares or exercise or control the exercise of voting rights in the body.
- 4.3 This allows for a wide range of different types of ABS, such as multidisciplinary professional partnerships—providing a mixed range of professional services including reserved legal services. It also permits equity ownership, in whole or part, by non-lawyers, such as investors, and commercial organisations setting up or acquiring a legal practice.
- 4.4 Schedule 13 of the Act contains detailed provisions about the ownership of licensed bodies. In particular, it provides that non-lawyers who have a material or controlled interest in an ABS may be subject to special approval requirements. The approval requirements, to be set out in rules, are that the person with the interest must not compromise the regulatory objectives, is fit and proper, and must comply with any other matter specified in licensing rules.
- 4.5 On the whole, it will be for regulators, such as the SRA, to set out these requirements in rules when applying to the LSB to become a licensing authority. The requirements will be subject to consultation, and we do not know yet what view the LSB will take on such a key issue. Therefore, it is difficult to predict with certainty whether and what limitations may be placed on ownership.
- 4.6 Also, regulators, such as the SRA, will need to consider, and consult on, whether certain types of commercial entities have a conflict and, thus, are not able to provide particular descriptions of legal services. That may result in some commercial bodies which are currently expressing an interest in becoming ABSs not being able to do so, or in their only being able to provide a more limited range of services.
- 4.7 It is clear that the Act is of interest to many commercial organisations and investment groups who would want to own or invest in law firms. Some are making preliminary soundings of existing firms, and others are, we believe, making firm proposals. Except for the limited transitional provision allowing up to 25 per cent non-lawyer managers in an LDP, nothing will change in law or regulation to allow further change until permitted through the ABS licensing regime. The public policy underlying the Act is that only when an appropriate and detailed regulatory regime is in place is it in the public interest and consumers’ interests to allow such external interests in the provision of legal services.
- 4.8 Until the new regime is in place, solicitors must take care to comply with the Code of Conduct, in particular the core duties, rule 12 (Framework of practice) and rule 8 (Fee sharing). Rule 8 (Fee sharing) was changed in 2004 to allow solicitors’ firms to

access a wider range of investment. However, the core duties and rule 8 still require solicitors' firms to be independent—and the purpose of any fee sharing arrangement must be solely to facilitate the introduction of capital and/or the provision of services to your firm. The SRA's view is that contractual arrangements which include provision for the future sale of an ownership interest in a firm, in return for investment or services now, could breach the fee sharing rule and compromise independence.

The SRA would therefore urge solicitors to be particularly cautious if approached by others with a view to committing to changes in business structures predicated on assumptions that have not yet been established about what type of ABSs will be permitted in the future.

Invitation to comment

Changes in regulation are required by the Legal Services Act in order to allow for new forms of legal practice. We have described the way we plan to approach the changes.

We encourage you to comment on our current thinking—so that upcoming consultations can address all of the key issues. Please tell us if you have any initial concerns about the matters below.

- Proposed timescale for the introduction of LDPs ([para 1.8](#))
- Design principles ([para 2.5](#))
- Proposal to passport existing partnerships and sole practitioners to firm-based regulation ([para 3.9](#) and [para 3.4](#))
- “Fit and proper” test for non-lawyers, and whether there should be any requirements for other authorised persons ([para 3.10](#))
- Moving to an annual process for all recognised bodies ([para 3.16](#))
- Moving to an individual process for the issue of practising certificates ([para 3.17](#))
- Apportionment of regulatory costs between firms and individuals ([para 3.19](#))

We also ask that you give us early warning of any potential equality and diversity impact of our proposed approach to the changes in regulation required by the Act.

A comprehensive glossary of terms is available at our website—please visit sra.org.uk/LSA and select **Glossary of terms**.

For guidance on how to submit your comments to us, please refer to the next section—[How to respond](#).

How to respond

You can comment in a variety of ways on the matters we have addressed.

Submit your comments online

The quickest way to submit your comments is to use our online form. You'll need to complete the form in a single session. We recommend this option if you are an individual respondent with well-formed views and can express your views concisely.

1. Go to consultations.sra.org.uk.
2. Select **Legal Services Act**.
3. Click **Submit comments**, and follow the on-screen instructions.

Download and complete an electronic form

Alternatively, download a comments form, which can be completed offline, at your convenience, using MS Word. We recommend this option to anyone who plans to deliberate over their comments at length or needs to discuss their views with colleagues.

1. Go to consultations.sra.org.uk.
2. Select **Legal Services Act**.
3. Click **Submit comments** and, then, **Download comments form now**.
4. Save the file locally—before and after completing it.
5. Return your completed form as an email attachment to lsa@sra.org.uk.

Download and submit a printed form

If you wish to submit your comments by post, please follow steps 1 to 4 described immediately above. Then, print your completed form and send it to

Susan Perry
Solicitors Regulation Authority
Berrington Close
Ipsley Court
Redditch
Worc B98 0TD

or

Susan Perry
Solicitors Regulation Authority
DX 19114 Redditch

Send us an email or letter

If you prefer not to use one of our forms, simply detail your main comments or concerns in an email or letter. Send your email to lsa@sra.org.uk, or post your letter to the address provided above.

Please ensure that, in your email or letter, you

- identify yourself, and
- if you wish us to treat your response as confidential, state this clearly.

Deadline for receipt of comments

The deadline for receipt of comments is **14 December 2007**.

Confidentiality

- We may publish a list of respondents with a report on responses. Partial attributed responses may be published.
- If you prefer your response to be treated as confidential, please ensure that you advise us accordingly. Our online and downloadable forms include a question that asks you to state your preference.

What happens next?

- We will take your comments into account as we are developing rules, regulations and new procedures.
- Detailed, upcoming consultations may refer to the fact that development work has been influenced by your comments.

How we will communicate with you

- We are unable to acknowledge individual responses. We take this opportunity to thank you, in advance, for your comments.
- We encourage you to visit our website. Please bookmark sra.org.uk/LSA for the latest information on regulatory changes required by the Legal Services Act.
- SRA Update (update.sra.org.uk), our e-newsletter for regulated individuals, includes news about our plans, progress and regulatory changes. If you are a working solicitor, trainee solicitor, registered European lawyer or a law student with an SRA student number, we send you SRA Update as a matter of course—provided you have supplied us with a contact email address and have not previously unsubscribed. To ensure that the SRA has your current contact email address on record, please email recordchanges@sra.org.uk, asking us to note your current email address.
- To stay informed about our consultations on regulatory changes required by the Legal Services Act, please subscribe to SRA consultation alerts. Go to consultations.sra.org.uk, select **Subscribe to alerts** and follow the on-screen instructions