

# Juridical analysis of notaries' role in drafting and ratifying deeds of amendment to limited liability companies' articles of association for shareholders' legal certainty

Dahlia Munthe<sup>1</sup>, H.M. Soerya Respationo<sup>2</sup>, Erniyanti Erniyanti<sup>3</sup>

Batam University, Batam, Kepulauan Riau, Indonesia<sup>1,2,3</sup>

[erniyanti@univbatam.ac.id](mailto:erniyanti@univbatam.ac.id)<sup>3</sup>



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## Abstract

**Purpose:** This study aims to analyze the legal framework regulating the role of notaries in drafting and ratifying deeds of amendment to the Articles of Association of a Limited Liability Company (PT), to examine the implementation of this role from the perspective of legal certainty for shareholders, and to identify obstacles along with their legal solutions.

**Methodology:** This study applies normative and empirical juridical methods through a statute and socio-legal approach. Data were gathered from literature and field research, including interviews with notaries and stakeholders, and qualitatively analyzed using theories of positive law, legal system, and legal certainty.

**Results:** The findings indicate that the notary's role in amendments to articles of association is legally regulated under UUNJ, UUPT, and related implementing regulations. However, practical challenges remain, such as nonconformity of deeds with regulations, technical barriers in the SABH system, and insufficient transparency and participation of shareholders.

**Conclusion:** Although the regulatory framework governing notarial authority is comprehensive, its implementation still encounters juridical, administrative, and substantive obstacles. This undermines the assurance of legal certainty for shareholders and highlights the need for reform in practice.

**Limitation:** The study is limited by its reliance on qualitative interviews with selected notaries and stakeholders in specific regions, which may not fully represent diverse practices nationwide.

**Contribution:** This research contributes to the development of corporate law by providing insights into harmonizing regulations, strengthening notarial capacity through training and legal technology, and promoting shareholder legal literacy to enhance legal certainty and minimize disputes.

**Keywords:** *Deed of Amendment to the Articles of Association, Legal Certainty, Limited Liability Company, Notary, Shareholders*

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## 1. Introduction

Notaries play a crucial role in Indonesia's legal system, particularly regarding the legality of documents related to legal entities, including limited liability companies (PT). In their role, notaries not only act as public officials authorized to create authentic deeds but also guarantee legal certainty in every

transaction and change within a company (Kalsum, Safitri, Atiyatna, & Audrey, 2025; Ulfa & Wisnaeni). One example of a change that requires a notary's intervention is the amendment of the PT's Articles of Association, which may involve changes to the company name, authorized capital, shareholding structure, and even the company's internal organs (Andayani, 2016). Given that the Articles of Association are a fundamental document governing corporate governance, any amendments must follow strict legal procedures to protect shareholder rights and avoid potential future disputes (Susantijo, Pangesti, & Halim, 2021; Zulvacar & Gunadi, 2025).

Although the notary's role in drafting and validating changes to the Articles of Association is regulated under Law No. 40 of 2007 on Limited Liability Companies and other related regulations, challenges persist in practice (Salsabila, Ikhwanisyah, & Prayitno, 2023). One key issue is how notaries can ensure that these changes are made legally, ensuring that no shareholders are harmed, especially in situations involving changes in shareholder composition or ownership transfers. Notaries are public officials authorized to create authentic deeds and possess other powers under Law No. 2 of 2014, which amends Law No. 30 of 2004 regarding the Position of Notary. In Indonesia's legal system, notaries serve as enforcers of legal order in the creation of legal documents, particularly those related to civil matters and businesses (Anuddin & Siswanto, 2024). The presence of notaries aims to provide certainty, protection, and justice to the public in various legal transactions, including the establishment and modification of a PT's Articles of Association. The authentic deeds created by notaries carry full evidentiary value in court, making them essential in avoiding legal disputes that may arise in the future (Ghani, Firdaus, & Al Ansari, 2025).

In addition to their role as deed creators, notaries act as legal advisors for parties wishing to enter into an agreement or take other legal actions (N. Oktavia, 2025). In corporate law, notaries ensure that any changes made by a company comply with relevant regulations, covering aspects of legal validity, procedural correctness, and guaranteeing legal certainty for all shareholders (Utama & Indratirini, 2024). As businesses evolve, amending the Articles of Association is a common practice for Limited Liability Companies to adapt to internal company needs or changing regulations. Common reasons for such amendments include changes in authorized or paid-up capital, alterations in the shareholding structure, business expansion, or corporate restructuring (Aji, Prananingtyas, & Prasetyo, 2020). Any changes must be approved by the General Meeting of Shareholders (GMS) and documented in a notarial deed before receiving approval from the Minister of Law and Human Rights (Yadi, Fadlan, Parameshwara, Respationo, & Nurkhotijah, 2025).

Changes to the Articles of Association not only impact the company internally but also affect external parties, such as investors, creditors, and business partners. Legal certainty regarding these changes is vital to avoid uncertainties or abuse of power by the company's organs (Zulvacar & Gunadi, 2025). For instance, changes in share ownership, if not carried out in compliance with legal procedures, can lead to disputes between old and new shareholders, potentially diminishing investor confidence in the company (Sjahdeini, 2021). Moreover, changes to the articles are often made as part of a business strategy to enhance efficiency and competitiveness. For example, a company may alter its capital structure or expand its business scope to respond to emerging market opportunities. These changes must be made legally and transparently to avoid legal uncertainties for shareholders and third parties such as creditors or business partners (Soschinski, Ames, & Beuren, 2024). Therefore, a clear legal mechanism is needed during the amendment process to protect shareholders' rights and prevent future disputes (Rahmawati, Nasution, Suhaidi, & Siregar, 2021).

Additionally, administrative issues in the approval process by the Ministry of Law and Human Rights often pose challenges in implementing changes to the Articles of Association. The approval process requires document completeness and adherence to procedures set by the government (Putra, 2020). In some cases, amendments are rejected because of document discrepancies or procedural errors, delaying the agreed-upon changes and potentially hindering the company's operations. Another common issue is shareholder disputes arising from a lack of transparency or ignorance regarding the amendment process (Pratama, 2024). Minority shareholders often feel disadvantaged when changes are made without their full involvement in decision making. A lack of transparency in communicating amendments can foster

mistrust among shareholders, leading to prolonged legal disputes (Yani, Martien, & Martanti, 2022). Based on these issues, the author is interested in developing a thesis titled "Legal Analysis of the Role of Notaries in the Drafting and Approval of Deeds of Amendment to the Articles of Association of a Limited Liability Company from the Perspective of Legal Certainty for Shareholders."

## **2. Literature review**

### **2.1. Conceptual Framework**

#### **2.1.1. Basic Concept of a Limited Liability Company (PT)**

The conceptual framework serves as an operational guide for developing a concept. In the research process, both normative and empirical legal research allow the creation of such a framework, alongside defining certain terms to serve as operational guidelines in data collection, processing, analysis, and construction (Mamudji, 2015). Law No. 40 of 2007 concerning Limited Liability Companies (UUPT) defines a Limited Liability Company (PT) as a legal entity, a partnership of capital, established by agreement, conducting business with capital divided entirely into shares, and fulfilling the requirements stipulated in this law and its implementing regulations.

This definition emphasizes that a PT is a legal entity distinct from its founders, with capital divided into shares. As a capital partnership, PT is established by two or more individuals through a notarial deed in the Indonesian language and must be approved by the Minister of Law and Human Rights to acquire legal entity status in Indonesia. Moreover, the separation of assets allows PT to continue operating even when changes in share ownership or shareholders occur. This is because the existence of PT as a legal entity does not rely on individual shareholders, providing continuity to business activities. However, this separation requires PT to maintain a clear and separate accounting system between the company's assets and the shareholders' personal assets, ensuring accountability and transparency in the management of the company's finances.

Shareholders in a Limited Liability Company (PT) have several rights and obligations regulated by Law No. 40 of 2007. Shareholders' rights include voting rights in the General Meeting of Shareholders (GMS), the right to receive dividends, and the right to regular information on company activities. These rights ensure that shareholders can participate in important company decisions and benefit from the company's profits. This differential treatment reflects the principle of proportionality in corporate regulations. Untung argues that changes that significantly affect a company's legal existence must undergo strict supervision, while technical changes can be more flexibly regulated (Untung, 2017). Thus, the authority of the Ministry of Law and Human Rights acts as a legal control to ensure business certainty. Therefore, a clear understanding of which types of changes require full approval from authorities and which only require notification is crucial for good corporate governance. This also ensures that all changes in the company are executed transparently and responsibly in line with the best interests of all involved parties.

**2.1.2. The Role of Notaries in Drafting and Approving Amendments to the PT's Articles of Association**  
Indonesia has a legal framework for notary services that aligns with current legal developments and societal needs, namely, Law No. 2 of 2014 on Amendments to Law No. 30 of 2004 on the Position of Notaries (UUJN), which remains in force today. This law replaced the "Notarial Position Regulation" (Notaris Reglement – Stbl. 1860-3), which was in effect from the Dutch colonial era until October 2003, and had its roots in the "Notariswet" from the Netherlands (Ned.Stbl. no. 20). Law No. 2 of 2014 on Amendments to Law No. 30 of 2004 concerning the Position of Notaries (UUJN) improves upon the colonial-era law and serves to unify most regulations concerning notarial positions, which no longer align with current legal developments and societal needs. Notaries are public officials, and the position of notary is a public office because notaries are appointed and dismissed by the government and perform state duties. The deeds they create and minutes are considered state documents. Therefore, the primary duty of a notary is to create authentic deeds at the request of the public.

Notaries are authorized to create authentic deeds, as long as these deeds are not specifically delegated to other officials or individuals (Betarqi & Yunanto, 2024). The delegation of authority to other officials or agencies, such as Civil Registry Offices, does not qualify them as public officials when creating

deeds designated by law, and their positions remain that of civil servants. For example, deeds created by Civil Registry Offices are also authentic. Notaries are classified as public officials, but the qualification of notaries as public officials extends not only to notaries but also to positions such as the Land Deed Official (PPAT) and Auction Officials. The qualification as a public official granted to other officials beyond notaries contradicts the essence of public officials, as positions like PPAT are limited to creating certain deeds related to land matters, while Auction Officials are only involved in auctions. According to D. M. Oktavia (2021), a notary is the only public official authorized to create authentic deeds concerning all acts, agreements, and determinations required by public regulations or desired by the parties involved to be stated in an authentic deed, guaranteeing the date, storing the deed, and providing copies, excerpts, or certified copies, unless the law assigns this task to other officials or individuals.

### *2.1.3. Notary's Authority in Forming and Amending Articles of Association*

In Indonesia, notaries are public officials with the authority to create authentic deeds concerning various legal acts, including amendments to the Articles of Association of Limited Liability Companies (PT). This authority is regulated under Law No. 30 of 2004 concerning the Position of Notaries (UUJN), which was later amended by Law No. 2 of 2014. Article 15, paragraph (1) of the UUJN states that notaries are authorized to create authentic deeds for all legal acts, agreements, and determinations required by law and/or requested by the parties involved to be declared in an authentic deed. Amendments to the Articles of Association of a PT are one such legal act requiring an authentic deed created by a notary public. This aligns with the provisions of Law No. 40 of 2007 concerning Limited Liability Companies (UUPT), which stipulates that every amendment to the Articles of Association must be declared in a notarial deed in the Indonesian language. Therefore, notaries play a critical role in ensuring that these amendments are legally valid and meet the formal requirements set by law.

Additionally, notaries are responsible for ensuring that the deed of amendment complies with applicable procedures and regulations. This includes ensuring that the decision to amend the Articles of Association was approved in a valid General Meeting of Shareholders (GMS) and that the required quorum was met. Therefore, notaries are not only deed creators but also overseers of legal compliance during the amendment process of the Articles of Association of a PT (Wahyuni, 2021). Notaries must also ensure that the notice and implementation of the GMS are in accordance with the applicable regulations, including notifying shareholders within the stipulated timeframe and providing relevant information regarding the meeting's agenda. This is crucial for ensuring that decisions made in the GMS have valid legal force and are binding on the parties. Once the amendment is approved, the notary prepares a notarial deed containing the amendment. The deed must then be submitted to the Ministry of Law.

## **2.2. Research Assumptions**

In the context of the thesis titled *"Legal Analysis of the Role of Notaries in Drafting and Approving Amendments to the Articles of Association of Limited Liability Companies from the Perspective of Legal Certainty for Shareholders,"* several relevant assumptions regarding the formulation of the problem can be outlined as follows.

1. Legal regulations concerning the role of notaries in drafting and approving amendments to the Articles of Association of Limited Liability Companies from the perspective of legal certainty for shareholders are clearly outlined in applicable laws and regulations. This assumption is based on Law No. 2 of 2014 on the Position of Notaries (UUJN) and Law No. 40 of 2007 on Limited Liability Companies (UUPT), which regulate the authority and responsibilities of notaries in creating authentic deeds, including amendments to PT's Articles of Association. However, in practice, there are still potential discrepancies or differing interpretations in its implementation, which could affect legal certainty for shareholders.
2. The implementation of the notary's role in drafting and approving amendments to the Articles of Association of a Limited Liability Company from the perspective of legal certainty for shareholders can provide legal certainty for shareholders if carried out according to applicable legal procedures. This assumption stems from the principle of legal certainty, which emphasizes that every

amendment to the Articles of Association must be conducted in accordance with the formal provisions established by the law. If notaries perform their duties professionally and in line with applicable laws, shareholders' interests, particularly regarding transparency and legal protection, can be guaranteed. However, if there are deviations or noncompliance with the procedures for amending the Articles, legal certainty for shareholders may be compromised.

3. Notaries face various challenges in drafting and approving amendments to the Articles of Association of Limited Liability Companies, both in administrative, regulatory, and practical aspects, which require legal solutions to overcome these challenges. This assumption is based on the fact that, in practice, notaries often face challenges such as document discrepancies, delays in approval by the Ministry of Law and Human Rights, and potential disputes among shareholders due to a lack of transparency in the amendment process. Therefore, legal solutions are needed to enhance the effectiveness of the notary's role in ensuring legal certainty for shareholders, such as improving regulations, increasing oversight, and optimizing electronic administration systems, such as the Corporate Legal Entity Administration System (Rahman, Munandar, Fitriani, Karlina, & Yumriani).

### **3. Methodology**

#### **3.1. Type of Research**

This research is classified as normative legal research, focusing on the legal analysis of the role of notaries in drafting and approving amendments to the Articles of Association of Limited Liability Companies (PT) from the perspective of legal certainty for shareholders. This research is descriptive-analytical, systematically and comprehensively describing the laws and regulations governing the notary's authority in the amendment process and analyzing how the notary's role can ensure legal certainty for shareholders in a limited liability company. Thus, this study examines applicable legal norms and analyzes their implementation in corporate legal practice (Suhartono, 2019). This study also includes an analysis of the legal and administrative obstacles faced by notaries in the process of drafting and approving amendments to the Articles of Association of PT. Therefore, this research not only focuses on normative aspects but also identifies obstacles to implementing regulations and offers legal solutions to enhance legal certainty for shareholders. By combining doctrinal analysis with a limited empirical approach (in the form of interviews with notaries or shareholders), this study is expected to contribute to the development of corporate law and notarial practice in Indonesia.

#### **3.2. Research Approach**

This research uses a normative legal approach, focusing on examining the laws and regulations that govern the role of notaries in drafting and approving amendments to the Articles of Association of Limited Liability Companies (PT). This approach was used to analyze the applicable legal provisions, including Law No. 40 of 2007 on Limited Liability Companies (UUPT), Law No. 2 of 2014 on the Position of Notaries (UUJN), and their implementing regulations. Thus, this study analyzes how legal provisions regulate the authority and responsibilities of notaries to ensure legal certainty for shareholders in the amendment process of PT's Articles of Association. To enrich the analysis, this study also uses a case approach by examining court decisions related to disputes over amendments to PT's Articles of Association that involve the role of notaries. Through this case study, the research identifies legal issues commonly encountered in practice, particularly regarding the validity of the amendment deed, the notary's role in protecting shareholder interests, and administrative obstacles in the approval process by the Ministry of Law and Human Rights. By combining normative, conceptual, and case study approaches, this research is expected to provide a comprehensive overview of the effectiveness of notaries in ensuring legal certainty for shareholders in the amendment of a PT's Articles of Association.

#### **3.3. Research Location and Data Sources**

The research will be conducted in the Riau Islands Province, specifically Batam City. This location was chosen based on the data that served as the object of the research for this study. Primary data are obtained from the object being researched by individuals or organizations conducting the research. Examples of primary data include direct interview results, surveys, and questionnaires.

### **3.4. Data Collection Techniques**

In this thesis research titled "Legal Analysis of the Role of Notaries in Drafting and Approving Amendments to the Articles of Association of Limited Liability Companies from the Perspective of Legal Certainty for Shareholders," the main data collection method used is library research. This technique involves reviewing, identifying, and analyzing relevant primary and secondary legal sources, such as legislation (including Law No. 40 of 2007 on Limited Liability Companies and Law No. 2 of 2014 on the Position of Notaries), legal literature, doctrines from legal experts, scholarly journal articles, and relevant court rulings. This library research provides the normative and theoretical foundation to explain and evaluate the notary's role and authority in drafting and approving amendments to the Articles of Association and analyzes the legal certainty aspects for shareholders.

In addition to library research, this study includes interviews as an empirical data collection technique. Semi-structured interviews will be conducted with notary practitioners, corporate law academics, and officials from the Ministry of Law and Human Rights responsible for legal entity approvals to obtain factual information about the notary's role in practice, the challenges faced, and their implications for legal certainty in Indonesia. This technique aims to gain an in-depth understanding and enrich normative data with practical perspectives, as well as test the relevance of theories with real-world situations. The combination of normative and empirical data is expected to provide a comprehensive and thorough understanding of the legal issues under study.

### **3.5. Data Analysis**

In this study, data analysis was conducted qualitatively by describing the research, followed by a comparative analysis between data and legal theories, experts, and regulations. The analysis began with data collection, followed by data processing and concluded with data presentation. The conclusions will be drawn using the deductive method, where general data, statements and opinions are analyzed to reach a specific conclusion.

## **4. Result and discussion**

### **4.1. Legal Framework of the Notary's Role in Drafting and Approving Amendments to the Articles of Association of Limited Liability Companies from the Perspective of Legal Certainty for Shareholders**

Law No. 40 of 2007 on Limited Liability Companies (UUPT) is the primary legal basis governing the process of amending the Articles of Association, including the notary's involvement. Article 21(1) of the UUPT explicitly states that every amendment must be declared in a notarial deed in the Indonesian language, positioning notaries as officials authorized to draft authentic deeds as legal instruments for changes to the Articles of Association. Furthermore, Article 21(4) UUPT requires that certain amendments to the Articles of Association be approved by the Minister of Law and Human Rights only after the notarial deed is made. This not only establishes the need for an authentic deed but also legitimizes the strategic role of notaries in ensuring the validity of these documents.

The UUPT also outlines which aspects of the articles can and cannot be amended without ministerial approval. Article 21(2) lists changes requiring approval, such as company name, business purpose, and capital, confirming the notary's role in safeguarding the legality of the amendments. This role is further solidified by Law No. 2 of 2014 on Amendments to Law No. 30 of 2004 on the Position of Notaries (UUJN), which grants notaries the authority to create authentic deeds for all legal acts, agreements, and determinations required by law or requested by the parties. Additionally, POJK No. Regulation 28/POJK.05/2014 regulates company licensing and financing institutions, requiring amendments to the Articles of Association related to capital, business activities, or ownership to be approved by the OJK before taking effect. The OJK's involvement strengthens the notary's role, ensuring that the amendment complies with the OJK's requirements for administrative and legal validity.

By analyzing these regulations, it is clear that the integration of Ministerial Regulation No. 21 of 2021 and POJK No. 28/POJK.05/2014, which creates a complementary legal system. While the Ministerial Regulation handles the formal aspects of registration with the Ministry of Law and Human Rights, POJK focuses on changes related to licensing and regulatory aspects under the OJK's supervision.

Notaries ensure that both legal regimes are followed, ensuring that the amendments are legally sound and operationally effective. The legal certainty for shareholders is reflected in the synchronization of these regulations, with notaries ensuring compliance with both the Ministerial Regulation and POJK, guaranteeing that amendments are legally valid and do not pose any administrative risks. Therefore, notaries play a key strategic role in maintaining legal certainty and operational continuity. The notary's authority to draft authentic deeds is explicitly stated in Article 15(1) of Law No. 2 of 2014 on the Position of Notaries (UUJN), which empowers notaries to create authentic deeds for all legal acts, agreements, and determinations required by law or desired by the parties.

In the context of amendments to the Articles of Association of PT, this authority is inherent and cannot be delegated. This aligns with Article 21(1) of the UUPT, which requires amendments to be declared in a notarial deed in Indonesian. As creators of authentic deeds, notaries are responsible for ensuring the formal validity of the deed, including the proper signing procedure, document completeness, and compliance with the requirements of the General Meeting of Shareholders (RUPS), as stipulated in Articles 75-78 of the UUPT. Formal validity means that notaries ensure the process follows legal procedures, including verifying that the representatives are authorized and that decision-making follows quorum rules. In addition to formal responsibility, notaries are responsible for the material truth of the data in the deed. According to Article 16(1)(a) UUJN, notaries must act honestly, diligently, independently, and impartially, and protect the interests of the parties involved. Material truth means that the notary must ensure that the deed reflects the parties' true intent and complies with supporting documents, such as shareholder lists, financial statements, or business licenses. Although the UUJN limits the notary's material responsibility to the data provided by the parties, notaries must still verify that the deed does not contain misleading or unlawful information.

The relationship between notarial authority and shareholder protection is reflected in the notary's role as a corporate gatekeeper. By following the UUPT and UUJN, notaries ensure that amendments do not violate shareholder protection principles, especially those of minority shareholders, as outlined in Articles 52 and 62 of the UUPT. For example, if an amendment to the Articles of Association involves special rights or restrictions on the rights of certain shareholders, the notary must ensure that the change has been approved according to legal procedures to avoid any unilateral harm. A statute-based approach shows that the authority and responsibility of notaries to amend the Articles of Association fall within an integrated legal framework. The UUPT sets the substance and procedure for changes, while the UUJN outlines how to create deeds and the ethical standards for notaries. Ministerial Regulation No. 21 of 2021 strengthens the administrative aspect by regulating the registration process via SABH, which can only be performed by a notary as the official representative of the company. Thus, any violation of formal or material obligations by a notary can result in the invalidation of the deed or legal, civil, and criminal liabilities for the notary.

The principle of legality is also reflected in the provisions of Ministerial Regulation No. 21 of 2021, which governs the registration procedure for amendments to the Articles of Association through the Corporate Legal Entity Administration System (Rahman et al.). This registration is not merely an administrative formality but a state recognition of the amendment. With rigid regulations in place, both majority and minority shareholders can predict the process and legal consequences of amendments, thus aligning with the principle of positive law theory that law must provide certainty and be consistently enforceable. In positive law, notaries are direct implementers of regulations in their capacity as public officials authorized to create authentic deeds. According to Article 15(1) of the UUJN, notaries have a legal mandate to ensure that every deed amending the Articles of Association complies with the UUPT and its implementing regulations. Therefore, notaries serve as a link between the will of the parties in the General Meeting of Shareholders (RUPS) and the formal legal requirements stipulated by law.

By integrating positive law theory and the theory of legal certainty, it can be concluded that the role of notaries in amending the Articles of Association goes beyond administrative duties and ensures legal predictability and the protection of shareholders' rights. The application of the legality principle ensures that all actions have a legal foundation, whereas the principle of legal certainty guarantees that the process and outcome are reliable, dependable, and binding. This ultimately creates stability in the legal

relationship among shareholders and strengthens corporate legitimacy in the eyes of the law and of third parties.

#### ***4.1.2. The Implementation of Notary's Role in Drafting and Approving Amendments to the Articles of Association of Limited Liability Companies from the Perspective of Legal Certainty for Shareholders***

B Based on interviews with several notaries in Batam City, the process of drafting the deed for amendments to the Articles of Association of a Limited Liability Company starts with document preparation and data verification. The notary receives documents from the company, including the latest copy of the Articles of Association, minutes of the General Meeting of Shareholders (RUPS) deciding on the amendments, shareholder lists, identification documents of the directors and commissioners, and relevant business licenses. At this stage, the notary verifies the documents to ensure their validity and authenticity, including checking the company's data through the Corporate Legal Entity Administration System (Rahman et al.). Field findings show that in some cases, obstacles arise because the company's data in SABH are not up to date, requiring additional confirmation from the Ministry of Law and Human Rights before the deed drafting process can continue. The notary's data verification is not just administrative but also involves checking whether the RUPS decision complies with Articles 86 and 87 of the UUPT concerning quorum and decision-making procedures. In interviews, a notary explained that if the RUPS minutes do not meet these requirements, the deed preparation must be postponed until the company conducts another RUPS according to the procedure. This approach demonstrates that the notary acts as a legal gatekeeper, ensuring that the amendment process follows the correct procedures and preventing future disputes. The next step is to draft the deed's wording. Based on field observations, notaries prepare the deed draft in accordance with the UUPT, UUJN, Ministerial Regulation No. 21 of 2021, and other relevant regulations depending on the type of amendment, such as changes to the authorized capital or company objectives.

The draft must include the company's identity, RUPS decisions, details of amendments to the Articles, and confirmation that the changes will be registered with the Ministry of Law and Human Rights (MLHR). The notary also ensures that the language used complies with positive law, using proper and clear Indonesian and avoiding ambiguity. Based on field research in several notary offices in Batam City, the submission of the amendment deed to the Ministry of Law and Human Rights is done via the Corporate Legal Entity Administration System (Rahman et al.), as regulated by Ministerial Regulation No. 21 of 2021. After the deed is signed, the notary uploads the deed, RUPS minutes, and supporting documents to SABH using the notary's official account. Interviews with notaries revealed that document completeness is a determining factor in the speed of the approval process, as the SABH system automatically rejects applications that do not meet formal requirements.

The verification process by the SABH is twofold. The first stage is system verification, which automatically checks the format and completeness of documents. The second stage involves officials at the Directorate General of General Legal Administration (Ditjen AHU) at the Ministry of Law and Human Rights, who check the deed's compliance with the UUPT and Ministerial Regulation provisions. Field observations show that obstacles often occur when there are discrepancies between the uploaded deed and the company's data in the system, such as differences in address or un-updated director information. Once the documents are complete and in compliance, the Ministry of Law and Human Rights issues a Decree (SK) of Approval or a Notification of Receipt of the Amendment. According to interviews with officials from the Ministry of Law and Human Rights, this decree is usually issued within 1–3 business days for simple applications. However, for documents requiring clarification or revision, the process may take up to 14 days. This decree serves as legal proof that the amendment has been recognized and is officially registered.

The notary's role in this process does not end with document submission. According to the interviews, notaries also act as intermediaries between the company and the Ministry of Law and Human Rights. If the Ministry provides feedback or requires corrections, the notary is responsible for informing the client and assisting in completing or correcting the requested documents. Several notaries stated that good communication with ministry officials could expedite the clarification process and prevent delays

in approval. The sociological approach shows that in practice, the success of the approval process depends not only on compliance with legal procedures but also on the notary's ability to understand administrative dynamics and SABH technology. For example, one notary in Batam mentioned that technical issues, such as SABH system disruptions or data input errors, often require immediate handling to prevent delays in the company's business agenda. This demonstrates that the notary's role is adaptable to the real-world conditions.

From the perspective of legal certainty, the Ministry of Law and Human Rights' approval through a notary ensures that shareholders have legal assurance that the amendment has been carried out in compliance with legal provisions and is recognized by the state. This process also ensures that the company's information recorded in the state database is accurate and accessible to third parties, such as investors, creditors, and other government agencies. Therefore, the notary's function as an intermediary is not just administrative but also strategic in maintaining the credibility and legal continuity of an Limited Liability Company. Based on interviews with several notaries in Batam City, the best practices for drafting and approving amendments to the Articles of Association of Limited Liability Companies include three main steps: thorough document verification, drafting the deed in strict adherence to the UUPT, UUJN, and Permenkumham provisions, and managing effective communication with the Ministry of Law and Human Rights through SABH. A senior notary stated that the success of the process is heavily influenced by the preparedness of the RUPS documents and the company's data before drafting the deed. With this approach, approval can be obtained quickly, without repeated revisions.

The integration of the three elements in Friedman's legal theory structure, substance, and legal culture forms an effective framework for the notary's role in practice. The legal structure provides institutional infrastructure, legal substance provides clear rules, and legal culture determines the level of compliance and legal awareness among the parties. Field studies in Batam demonstrate that notaries' best practices successfully maintain legal certainty for shareholders while minimizing the risk of future disputes through a combination of procedural compliance, clear substance, and good legal culture.

#### ***4.1.3. Obstacles and Solutions for Notary's Role in Drafting and Approving Amendments to the Articles of Association of Limited Liability Companies from the Perspective of Legal Certainty for Shareholders***

Based on interviews with several notaries in Batam City, the most common legal obstacle in drafting and approving amendments to the Articles of Association of Limited Liability Companies is discrepancies between the deed and legal regulations. These discrepancies may include clauses that contradict Law No. 40 of 2007 on Limited Liability Companies, Law No. 2 of 2014 on Amendments to the Notary Law, or Ministerial Regulation No. 21 of 2021. Some notaries indicated that the cause is often regulatory changes not fully tracked by the company or the notary, resulting in the use of outdated formats or wording. Field findings also revealed obstacles arising from differing legal interpretations between notaries and verification officials at the Ministry of Law and Human Rights (MLHR). For instance, in one case, the notary believed that a change in the board of directors could be decided by the RUPS and directly included in the deed, while the Ministry officials requested additional approval from the relevant technical agency. This difference in interpretation caused delays in the approval process, and the company had to adjust, resulting in additional time and costs.

A sociological analysis shows that these differences in interpretation are not only due to differing readings of legal texts but are also influenced by the legal culture and internal policies of each agency. Interviews revealed that verification officials tend to apply stricter caution standards to avoid future legal violations, while notaries focus on ensuring a smooth process for their clients. This difference in orientation often leads to delays in the approval process. Another obstacle is the lack of detailed technical regulations in corporate and notarial laws. According to notaries, existing regulations do not comprehensively address all variations and complexities involved in amending the Articles of Association. For example, changes that combine clauses from the articles with shareholder agreement provisions or multi-phase amendments involving several aspects of the company's structure require

subjective interpretation by notaries. This lack of clarity increases the risk of differing perceptions of the Ministry during the approval process.

In practice, this limitation forces notaries to engage in informal communication with ministry officials before uploading the deed to the Corporate Legal Entity Administration System (Rahman et al.). Although this strategy often effectively reduces the risk of rejection, it also highlights the gap between normative regulations and practical needs. Some notaries stated that the approval process would be faster and face fewer administrative hurdles if more detailed technical guidance were available. In addition to technical limitations and administrative delays, another obstacle is the lack of coordination between notaries, shareholders, and the company. Interviews showed that, in some cases, supporting documents from the company were submitted late, or the information on the amendment was not fully communicated to the notary. This led to multiple revisions, which delayed the approval process and reduced the legal certainty for shareholders.

From a legal certainty perspective, these administrative obstacles indicate that even with a legal framework in place, technical factors and coordination between parties remain significant challenges. A sociological approach reveals that the success of the approval process depends not only on regulations but also on effective communication, technical expertise, and the responsiveness of the country's administrative system. Therefore, the recommended improvements include enhancing SABH infrastructure, providing periodic technical training, enforcing approval timelines by the Ministry, and creating integrated coordination mechanisms between notaries, companies, and shareholders. Field research in Batam shows that one of the main substantive obstacles is shareholders' lack of understanding of amendments to the Articles of Association. Many shareholders do not understand the substance of changes, such as the legal implications of business scope expansion, changes in the authorized capital, or changes to the board of directors.

This leads to RUPS approval often being a formality, without an in-depth discussion that considers the legal risks and consequences. From a legal certainty perspective, this could lead to problems later if the parties feel aggrieved. A sociological approach shows that this lack of understanding is often influenced by low legal literacy among shareholders, especially in closed companies with shareholders from family or small business groups. Notaries interviewed for the research mentioned that, despite providing explanations before the RUPS, many shareholders tend to ignore detailed information because they see changes to the Articles as merely administrative requirements. Another identified obstacle is the potential for disputes between shareholders due to a lack of transparency in the amendment process itself. Based on primary data, disputes often arise when one party feels excluded from decision-making or when amendment information is not openly shared before the RUPS meeting. In some cases, minority shareholders file objections after changes are approved, leading to legal challenges or requests to cancel the changes.

When analyzed through Lawrence M. Friedman's legal system theory, the transparency issue relates to the legal culture element, which has not fully supported the principle of openness in Indonesia. Research findings show that in many companies, the corporate management culture is still closed and informal, where key decisions are often made by majority shareholders without adequate consultation with others. This weakens the notary's role in ensuring legal certainty, as the formal processes they create are not always supported by transparent, substantive processes. Other sociological obstacles include the legal culture factor that affects notaries' roles. Locally, there is a tendency to rely on personal relationships and trust in corporate decision-making; therefore, formal procedures drafted by notaries are often viewed as mere formalities. The notaries interviewed stated that this makes their efforts to educate on legal matters and ensure procedural compliance less acknowledged, as companies prioritize informal agreements outside official documents.

From a legal certainty perspective, these substantive and sociological obstacles show that the success of the Articles amendment process is not only determined by compliance with regulations but also by legal understanding, transparency, and the evolving legal culture within the company. The sociological approach helps identify that the root cause is often not the legal text but the behavior and communication

patterns among shareholders. Therefore, the suggested solutions include enhancing legal literacy for shareholders, applying an open consultation mechanism before the RUPS, and strengthening the notary's role as a mediator bridging the interests of all parties to achieve long-term legal certainty.

Field research in Batam suggests that one of the main solutions to overcoming the obstacles in the notary's role is to harmonize regulations related to drafting and approving amendments to the Articles of Association. Many notaries revealed that the differences in interpretation between Law No. 2 of 2014 on the Position of Notaries (UUJN), Law No. 40 of 2007 on Limited Liability Companies (UUPT), and technical regulations from the Ministry of Law and Human Rights often create uncertainty in practice. Therefore, regulatory improvements are needed to ensure that technical provisions in ministerial regulations align with the UUJN and UUPT, including clarifying approval timelines and standardizing document requirements. The third solution is to encourage transparency and shareholder participation in amending the Articles of Association. The interview results indicate that shareholder disputes often arise from a lack of information access before the GMS. Notaries can play a role as facilitators by ensuring that draft amendments are shared with all shareholders well before the GMS and providing written explanations of the legal implications. This aligns with the principle of transparency in corporate governance.

Overall, the application of these legal and practical solutions is expected to strengthen legal certainty for shareholders while enhancing notaries' professionalism in their role. The empirical legal approach reveals that the effectiveness of these solutions depends not only on regulatory revisions but also on changes in the behavior of the involved parties, from shareholders' legal understanding to notaries' willingness to leverage technology. Therefore, a combined strategy of regulatory harmonization, capacity building, and transparency enhancement can address the substantive, administrative, and sociological obstacles faced by the industry.

## **5. Conclusion**

### **5.1. Conclusion**

Based on the discussion in the previous chapters, the following conclusions can be drawn.

1. Legal regulations on the notary's role in drafting and approving amendments to the Articles of Association of Limited Liability Companies are clearly outlined in Law No. 2 of 2014 on the Position of Notaries (UUJN), Law No. 40 of 2007 on Limited Liability Companies (UUPT), and relevant implementing regulations, which emphasize the notary's authority to create authentic deeds and ensure compliance with the legal provisions. This regulation reflects the application of the principle of legality as part of positive law theory and the principle of legal certainty, as explained by Sudikno Mertokusumo, where notaries serve as protectors of formalities and the legality of the amendment process, thus safeguarding shareholders' legal rights.
2. The implementation of the notary's role in drafting and approving amendments to the Articles of Association shows that notaries perform verification, draft the deed in compliance with regulations, and submit it electronically to the Ministry of Law and Human Rights through the Corporate Legal Entity Administration System (Rahman et al.). Based on field research, this process generally follows the procedure, but its effectiveness is heavily influenced by the completeness of the documents from the company, coordination with shareholders, and the smooth operation of the administrative system. Here, the notary's role is not just administrative but also bridges the legal interests of all shareholders to ensure that the amendments provide legal certainty and avoid potential disputes.
3. Obstacles in the notary's role include legal issues such as discrepancies between the deed and legal regulations, administrative issues such as delays in SABH and approval processes, and substantive and sociological issues such as shareholders' lack of understanding and transparency. To address these obstacles, proposed solutions include harmonizing regulations between the UUJN, UUPT, and implementing regulations; enhancing notary capacity through training and utilizing legal technology; and promoting transparency and active participation from shareholders in the amendment process. Implementing these solutions is expected to strengthen legal certainty, increase professionalism, and foster good corporate governance.

## 5.2. Recommendations

1. There is a need to develop and harmonize regulations between the UUJN, UUPT, and technical regulations from the Ministry of Law and Human Rights, as well as provide more detailed operational guidelines for drafting and approving amendments to the Articles of Association, so that notaries have clear and consistent references in performing their duties.
2. The government should enhance digital capacity and infrastructure, such as the Corporate Legal Entity Administration System (Rahman et al.), so that the deed approval process can be swift, secure, and transparent, while also providing regular training for notaries and related officials to keep up with regulatory and legal technological developments.
3. Shareholders should improve their corporate legal literacy by attending socialization or educational sessions facilitated by notaries or relevant institutions so that they can actively participate, understand the implications of amendments to the Articles of Association, and avoid future internal disputes.

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