

THE ROLE OF A NOTARY IN THE ESTABLISHMENT OF A LIMITED LIABILITY COMPANY AFTER THE JOB COPYRIGHT LAW ENACTMENT

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Abstract

This study aims to analyze the role of notaries in the establishment of limited liability companies after the enactment of Law Number 11 of 2020 regarding job copyright law. This research used normative. The results showed that before the ratification of Law Number 11 of 2020, the establishment of a limited liability company must be done through a notary deed. Article 153A, paragraphs (1) and (2), is a new article in Law Number 40 of 2007 after the enactment of Law Number 11 of 2020. The article specifies that a company that meets the criteria for micro and small enterprises can be established by one person electronically to the Minister based on a statement of establishment. Thus, with these changes, the establishment of an individual company that falls into the category of micro and small enterprises no longer requires a notary deed.

Keywords: Job Copyright Law; Limited Liability Company; Notary.

Abstrak

Penelitian ini bertujuan untuk menganalisis peranan Notaris dalam pendirian perseroan terbatas pasca berlakunya Undang-Undang Nomor 11 Tahun 2020 tentang Cipta Kerja. Penelitian ini menggunakan metode normatif. Hasil penelitian menunjukkan bahwa sebelum disahkannya Undang-Undang Nomor 11 Tahun 2020, pendirian perseroan terbatas harus dilakukan melalui akta notaris. Pasal 153A ayat (1) dan (2) merupakan pasal baru dalam Undang-Undang Nomor 40 Tahun 2007 setelah berlakunya Undang-Undang Nomor 11 Tahun 2020. Pasal tersebut mengatur bahwa perusahaan yang memenuhi kriteria usaha mikro dan kecil dapat didirikan oleh satu orang secara elektronik kepada Menteri berdasarkan pernyataan pendirian. Dengan demikian, dengan adanya perubahan tersebut maka pendirian perusahaan perseorangan yang masuk dalam kategori usaha mikro dan kecil tidak lagi memerlukan akta notaris.

Kata Kunci: Cipta Kerja; Pertanggungjawaban perusahaan secara terbatas; Notaris.

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INTRODUCTION

The Indonesian state is currently aggressively improving its economic sector, the Indonesian state is encouraged to form regulations that are able to meet the needs of the rapid development of the times. In social life, law will function to ensure order through legal certainty, as well as to assist and regulate the process of change.¹ Therefore, changes to statutory regulations are very necessary in order to create a conducive business environment to encourage, mobilize and control various business development activities. In connection with these developments, many entrepreneurs choose Limited Liability Companies as a form of business to start their business. In Article 1 paragraph (1) of Law Number 40 of 2007 concerning Limited Liability Companies, a Limited Liability Company itself is a legal entity which is a capital partnership, which has been established based on an agreement to carry out business through authorized capital, which is then divided into shares.

The provisions in the case of Limited Liability Companies are one of the legal materials that are very necessary to support economic development. Therefore, it is hoped that with these provisions, Limited Liability Companies can act as one of the supporting pillars of family-based national economic development in accordance with the basics of economic democracy as an embodiment of Pancasila and also the 1945 Constitution. Apart from being a support for economic development. These regulations are also very important in terms of legal certainty. The company itself acts as one of the pillars of national economic growth which requires a solid and useful legal basis to spur national economic development and also guarantee safe and competitive economic or business activities.²

Before there were conditions governing Limited Liability Companies, the Commercial Law Book regulated companies in their entirety. As time goes by, it is deemed necessary to specifically regulate the Company. Therefore, this was achieved with the issuance of Law Number 1 of 1995 concerning Limited Liability Companies. This provision was later replaced by Law Number 40 of 2007 which is still in use today. Law Number 1 of 1995 requires that it be considered no longer responsive to developments in laws and regulations and the needs of citizens, due to economic conditions and advances in science, technology and data which are increasing rapidly, especially in the era of globalization. In addition, the increasing public demand for fast service, legal certainty, and the need to develop businesses in accordance with the principles of good corporate governance require improvements to the Company Public Relations Law Number 1 of 1995 with companies limited.

After the amendment of Law Number 1 of 1995 to Law Number 40 of 2007 (UUPT), several provisions of the Limited Liability Company Law were changed again with the adoption of Law Number 11 of 2020 concerning Job Copyright. In Article 3 the objectives of drafting Law Number 11 of 2020 concerning Job Copyright are:

- a. Creating and expanding employment opportunities by providing convenience, protection and empowerment for cooperatives, Micro, Small and Medium Enterprises (MSMEs), and industry and international trade in order to improve the national economy;
- b. Guarantee that all Indonesian citizens have jobs, and receive fair wages and are treated fairly and decently in the workplace;

¹ Rusydia Muhammad. "Law and Economic Dynamics in Social Reality in Indonesia (Critical Study of Legal - Economic Policy in Indonesia)". *Rechts Vinding Journal: National Legal Development Media*

² Muhlizi, Arfan Faiz. "Regulatory Arrangement in Supporting National Economic Development". *Rechts Vinding Journal: National Legal Development Media*, Volume 6 No. 3, May 2023



- c. Regulate regulations related to support, empowerment and protection of MSMEs and cooperatives, as well as domestic industry;
- d. Adjustment of regulations related to regulations increasing the improvement of the investment ecosystem, facilitating and accelerating national strategic projects in the national interest.

As for regulations relating to limited liability companies, changes can be seen in the fifth section of Law Number 11 of 2020 concerning Job Copyright, specifically in article 109. The most important change among the regulations relating to companies is the formation of MSME companies. For the establishment of a limited liability company before the promulgation of the Job Copyright Law Number 11 of 2020, it is regulated in Article 7 paragraph (1) of the Limited Liability Company Law which requires 2 (two) or more people to make a Notarial Deed and make it in Indonesian. However, with the promulgation of Law Number 11 of 2020 concerning Job Copyright, these regulations no longer apply to businesses that meet the criteria for micro and small businesses. Apart from that, the establishment of an MSME company is also carried out without providing a convention agreement or Notarial Deed, but only makes and issues a letter of establishment in Indonesian. Then regarding the authorized capital, which was originally regulated in Article 32 paragraph (1) of the Company Law that the establishment of a company must have an authorized capital of at least IDR 50,000,000 (fifty million rupiah). This provision was later revised so that the minimum amount was removed and the authorized capital was determined independently at the discretion of each founder.

Notary itself is a profession that carries out functions as a state official. As an expert or professional in the legal field, a notary plays a very important role in creating legal certainty for the community in the context of law enforcement. Notary Publicity is also a profession that was created indirectly as a result of interactions between communities, then developed by responding to the needs of the community itself.³ In this case, the role of a Notary in preventing legal problems from arising is carried out through the issuance of authentic deeds as written evidence with perfect evidentiary power. This can also create real evidence with very perfect evidentiary power, so that it can make a real contribution to dispute resolution if a dispute arises in the future.⁴ In Indonesia, the position of notary is regulated by special law, namely in Law Number 2 of 2014, Amendment to Law Number 30 of 2004 concerning the Position of Notary (here in after referred to as UUJN).

Basically, Notaries have a very important role in administering Limited Liability Companies. One of the important roles of a Notary is to prepare the deed of establishment of the articles of association and its amendments. Before the promulgation of Law Number 11 of 2020 concerning Job Copyright, the establishment of a limited liability company was carried out by making a deed of establishment by a Notary in Indonesia. The Deed of Establishment contains the articles of association and information regarding the establishment of the Company. The articles of association are prepared as internal practice guidelines so as not to violate community rules and discipline. Based on the explanation above, after the promulgation of Law Number 11 of 2020 concerning Job Copyright, the position of Notaries in establishing companies underwent several changes. Companies that meet the criteria for micro and small businesses no longer need to make a deed of establishment from a Notary except only with a Statement of Establishment, and a Statement of Establishment does not need to be

³ Habib Adjie. (2009). Indonesian Notary Law (Thematic Interpretation of Law Number 30 of 2004 concerning the Position of Notaries). Bandung: PT. Refika Aditama

⁴ Arisaputra, MI (2012). Notary's Obligations in Maintaining the Confidentiality of Deeds in Relation to the Notary's Rejection Rights. Perspectives, 17(3), 173-183



made before a Notary. Therefore, this research aims to further analyze the role of Notaries in establishing companies based on the provisions of the PT UUPT and Law Number 11 of 2020 concerning Job Copyright.

The introduction contains the background for writing an article containing academic anxiety, and can be supplemented with statistical data. Authors should include previous research to show the pioneering and novelty of the research. The author should indicate the advantages and disadvantages of previous research, then indicate what you expect from your work (to solve these limitations) which is formulated in the problem statement and research objectives.

METHOD

The research method used in writing this scientific work is normative juridical research methods. Normative juridical research uses a statutory approach, a conceptual approach and an analytical approach. The legal material search technique uses document study techniques, and study analysis uses qualitative analysis. In this case, normative legal research is carried out by examining applicable laws and regulations, obtained through collecting, reviewing and understanding various documents, including primary legal documents, secondary legal documents and tertiary level legal documents.⁵ This research also uses secondary data in the form of books and articles. Secondary data is data obtained from library research by studying and reviewing literature, as well as regulations relating to a legal issue. Soerjono Soekanto also explained that secondary data in the legal field can be divided into three categories, namely primary legal documents, secondary legal documents and also tertiary legal documents.

This research will use secondary data in the form of literature study as the main source of this research. Then, literature study is a data collection method using written data based on analysis of research objects.⁶ Primary legal materials which include binding laws and regulations. In this research, the primary legal materials used include the following: a) Law Number 11 of 2020 concerning Job Copyright ; b) Law Number 40 of 2007 concerning Limited Liability Companies; c) Civil Code; d) Government Regulation Number 8 of 2021; e) Regulation of the Minister of Law and Human Rights of the Republic of Indonesia Number 21 of 2021. This research obtained and collected secondary materials by researchers from previously existing sources.⁷ The use of secondary materials in this research includes books and journal articles. The analysis method in this article uses a qualitative descriptive method. Description is an activity in determining the content of legal rules as precisely as possible, so that the activity of describing is also an interpretation activity.

RESULT AND DISCUSSION

1. The Role of a Notary in the Establishment of a Limited Liability Company based on the Limited Liability Company Law

The distribution permit is defined based on the Regulation of the Head of the Food and Drug Supervisory Agency of the Republic of Indonesia Number Hk.00.05.1.23.3516 concerning the Distribution Permit for Medicinal Products, Traditional Medicines, Cosmetics, Food Supplements, and

⁵ Soekanto, Soerjono. Introduction to Legal Research. (Jakarta: University of Indonesia, 1986).

⁶ Ibid, p. 78

⁷ M. Iqbal Hasan, Basic Materials of Research Methodology and Applications. (Jakarta: Ghalia Indonesia Publishers, 2002).



Foods Sourced, Containing, From Certain Ingredients And / Or Containing Alcohol. This is a form of registration approval granted by the Food and Drug Administration of the Republic of Indonesia for drugs, traditional medicines, cosmetics, dietary supplements, and food products. This approval is required so that the product can legally circulate within Indonesia. Therefore, cosmetics without a distribution permit can be defined as cosmetic products that have not received registration approval from BPOM and are therefore not allowed to be legally circulated in Indonesia.

The enactment of Law Number 11 of 2020 concerning Job Copyright has introduced the concepts of individual companies, so that in its current development the company has been divided into 2 (two) parts, namely individual companies and capital partnership companies. This has been explained in Article 2 paragraph (1) of the Regulation of the Minister of Law and Human Rights of the Republic of Indonesia Number 21 of 2021 concerning Requirements and Procedures for Registration of Establishment, Changes and Dissolution of Limited Liability Company Legal Entities.

A Limited Liability Company is established based on an agreement, this shows it as an association of people who agree to establish a business entity in the form of a limited liability company. Because the basis for its establishment uses an agreement, the establishment of a Limited Liability Company cannot be separated from the conditions for the validity of an agreement according to the provisions contained in Article 1320 of the Civil Code.⁸

The Limited Liability Company itself is a legal entity which is a capital partnership established based on an agreement, carrying out business activities with authorized capital which is entirely divided into shares and fulfills the requirements stipulated in Law Number 40 of 2007 concerning Limited Liability Companies and its implementation. To become a legal entity, a limited liability company must fulfill the requirements and procedures for ratifying a Limited Liability Company as regulated in the PT UUPT, namely ratification from the Minister of Law and Human Rights of the Republic of Indonesia. These procedures include submitting and examining the name of the Limited Liability Company to be established, preparing the Articles of Association, and ratifying the Articles of Association by the Minister. Limited liability companies as legal entities are supported by various kinds of statutory regulations which are also an indication of government participation or involvement in supporting the world economy as a foundation for the growth and development of a country (Devie, 2011). If we look again at the regulatory provisions regarding Limited Liability Companies contained in the Commercial Code (KUHD), the definition of Limited Liability Companies is not found in the articles, however, according to Sutantya and Sumatoro from Articles 36, 40, 42, and Article 45 KUHD it can be concluded that a Limited Liability Company has the following elements:⁹

- a. The existence of separate assets from the personal assets of each shareholder (shareholder) with the aim of establishing a certain amount of funds as collateral for all company obligations;
- b. There are shareholders or shareholders whose responsibility is limited to the nominal number of shares they own. Meanwhile, all of them in front of the general meeting of shareholders (GMS),

⁸ Prayogo, T. Application of the Principle of Legal Certainty in Supreme Court Regulation Number 1 of 2011 concerning the Right to Material Review and in Constitutional Court Regulation Number 06/Pmk/2005 concerning Procedure Guidelines in Reviewing Laws. *Indonesian Legislation Journal*, 13(2), 191-201

⁹ Pangesti, S. (2021). Strengthening Regulations on Individual Limited Liability Companies for Micro and Small Enterprises to Support Economic Recovery During the Covid-19 Pandemic. *Rechts Vinding Journal: National Legal Development Media*, 10(1), 117



are the highest authority in the company's organization, have the authority to appoint and dismiss directors and commissioners, have the right to determine the outlines of the policy for running the company and determine matters that have not been stipulated in the articles of association and etc;

- c. There are administrators (directors) and supervisors (commissioners) who constitute one unit of management and supervision of the company and whose responsibilities are limited to their duties, which must be in accordance with the articles of association or GMS decisions.

In Article 1 paragraph (1) Number 40 of 2007 concerning Limited Liability Companies or often called UUPT, a company is generally defined as a legal entity which is a capital partnership established on the basis of an agreement to carry out business activities according to its authorized capital which is divided into shares. This is in accordance with the provisions of Article 1 number 1 of the Company Law that "A Limited Liability Company, hereinafter referred to as a company, is a legal entity which is a capital association, established based on an agreement, carrying out business activities with authorized capital which is wholly divided into shares and meets the requirements stipulated in the Law - This law and its implementing regulations." In this case, the important role of a Notary in the establishment of the Company itself is that it plays an important role in making the deed of establishment, articles of association and amendments thereto.

The establishment of the Company is carried out based on an agreement. As an agreement, the establishment of a company must be carried out by more than one person who promises each other to establish the company, and those who promise to invest their capital in the company in the form of shares. The agreement must be made in the form of a notarial deed in Indonesian. The notaries in question are notaries whose work area is in accordance with the company's domicile. In this case, to legally become a legal entity, the notarial deed must be ratified by the Minister of Law and Human Rights of the Republic of Indonesia.

The establishment of a company itself has the requirement that it must be established by a minimum of 2 (two) people or more, and a deed of establishment must be made in Indonesian. This is in accordance with the provisions of Article 7 paragraph (1) of the Company Law that "a company is established by 2 (two) or more people with a notarial deed drawn up in Indonesian". Then referring to Nindyo Pramono's thoughts, it can be understood that in the provisions of Article 7 paragraph (1) of the PT UUPT, there are 2 (two) minimum requirements that must be fulfilled in establishing a PT, namely "1) a minimum of 2 (two) people should be established, including legal entities. and 2) establishment based on a Notarial Deed made in Indonesian".¹⁰ This provision has provided legitimacy for the role of Notaries in making Notarial Deeds related to the establishment of Limited Liability Companies which are authentic deeds.

The deed of establishment is an authentic deed made before a Notary. This is in accordance with Article 1 paragraph (1) UUJN, that a Notary can be defined as a public official who has the authority to make authentic deeds regarding deeds, agreements and stipulations. The definition of an authentic deed itself is based on Article 1868 of the Civil Code, namely a deed whose form is determined by law made by or before an authorized public official. A Notarial Deed is required in establishing a Limited Liability Company, considering that a deed can create legal certainty because of its authentic nature. This can be

¹⁰ Pramono, N. (2013). Go Public PT Law and Capital Markets. ANDI, Yogyakarta.



used as a perfect, strong and complete proof if problems arise related to the deed itself.¹¹ Therefore, the main aim of making an authentic deed is so that it can later be used as strong evidence if one day there is a dispute between the parties or there is a lawsuit from another party.

In Article 8 paragraph (1) and paragraph (2) of the Civil Code, the deed of establishment consists of the articles of association and information relating to the establishment of the Company. The information must contain at least:

- a. Full name, place and date of birth, occupation, residence and nationality of the individual founder, or name, place of domicile and complete address as well as the number and date of the Ministerial Decree regarding legalization of the legal entity of the Company founder;
- b. Full name, place and date of birth, occupation, residence, nationality of members of the Board of Directors and Board of Commissioners;
- c. Name of shareholder, details of number of shares, and nominal value of shares that have been issued and paid up.

Because we already know that a Limited Liability Company is a legal entity, so to run a company a Decree is required from the Minister approving the Ratification of the Company's Legal Entity. Therefore, to obtain approval, the founder must submit an application to the Minister of Law and Human Rights. This application is submitted electronically to the legal entity administration system. In accessing the system to submit the application, until now only a Notary can do it.

The provisions in Article 15 of Law Number 2 of 2014 concerning Amendments to Law Number 30 of 2014 concerning the Position of Notaries have been regulated regarding the authority of Notaries. Then in terms of the provisions of Article 15 paragraph (1) of Law Number 2 of 2014 concerning Amendments to Law Number 30 of 2014 concerning the Position of Notaries it is regulated that:

"The Notary has the authority to make authentic Deeds regarding all deeds, agreements and stipulations which are required by statutory regulations and/or which are desired by interested parties to be stated in authentic Deeds, guarantee the certainty of the date of making the Deed, store the Deed, provide grosses, copies and quotations of the Deed , all of this as long as the making of the Act is not also assigned or excluded to other officials or other people as determined by Law."

In the provisions mentioned above, we can understand that a Notary as a public official has the authority to make authentic deeds, as long as the making of such deeds is not assigned or excluded to other officials or people. Notaries are also authorized to make authentic deeds as long as this is desired by the parties and in accordance with the provisions of applicable laws and regulations. The authority that a Notary has is able to provide legal certainty and legal protection for the community. This is believed to be an effort to prevent or prevent the possibility of problems related to legal issues occurring in the future. The existence of an authentic deed itself can be used as the most perfect evidence before the court.

¹¹ Safitri, AN (2019). Forgery of the Sale and Purchase Deed made after the PPAT died (Case Study of Supreme Court Decision Number 620K/PID/2016). Indonesian Notary, 1(001).



In relation to the establishment of a Limited Liability Company, the Notarial Deed is a very important document, where the deed provides legal certainty and legal protection for shareholders who have contributed capital to the Company. A notary who has the authority as a public official as desired by the shareholders has the authority to write down all deeds, agreements and stipulations desired by the shareholders in the effort to establish a Limited Liability Company by referring to the applicable laws and regulations.¹²

The role of a Notary in establishing a Terabas Company is also required to comply with the provisions of the Notary's position and the regulations relating to the Deed of Establishment of a Limited Liability Company. Notaries also have a big role in examining and reviewing the wishes of the parties so that they can comply with applicable laws and regulations while still adhering to the provisions of the UUJN. This must be done by the Notary as a form of fulfilling the Notary's obligations, namely to convey the requirements for authenticity, validity and the reasons for the invalidity of a deed, and also as a preventative measure for legal defects in the Notarial Deed which have the potential to eliminate the authenticity and invalidation of the Notarial Deed which could cause losses. to interested parties.¹³

Based on the explanation above, we can understand that in accordance with the provisions of the Company Law, the establishment of a Limited Liability Company must be carried out by a minimum of 2 (two) people or legal entities and made based on a Notarial Deed. Notarial Deed is a document that provides legal certainty and legal protection for shareholders who deposit capital into the Company. The role of the Notary himself in establishing a Limited Liability Company also refers to Role Theory which is also called role of theory. This role theory is a theory that analyzes the tasks that must be carried out by certain people or institutions who have a position in society, both formally and informationally (Haryanto, 2014). The notary himself as a public official desired by the shareholders has the authority to write down all deeds, agreements and stipulations desired by the shareholders in the effort to establish a Limited Liability Company by referring to the applicable laws and regulations, one of which is based on the provisions of Article 15 paragraph (1) UUJN.

2. *The Role of Notaries in the Establishment of Limited Liability Companies Based on Law Number 11 of 2020 concerning Job Copyright*

After the enactment of Law Number 11 of 2020 concerning Job Copyright , the definition of a company is a legal entity which includes a capital association established based on an agreement to carry out a business activity in accordance with the authorized capital and all of it is divided into shares, or an individual legal entity that has fulfilled criteria as Micro and Small Enterprises. In this case, we can understand that based on changes to these provisions, the company can be an individual legal entity. Then, based on Implementing Regulation Number 8 of 2021 concerning Company Authorized Capital and Registration of Establishment, Changes and Dissolution of Companies that Meet the Criteria for Micro and Small Enterprises (PP Number 8 of 2021) this provides changes to company law in Indonesia with the concept of Individual Limited Liability Company with criteria Micro and Small Businesses as a form of seriousness by the Government to support micro and small businesses. In this regulation, in

¹² Trisnasari, AH, 2020. Notary's Actions in Making Minutes of the General Meeting of Shareholders Based on a Power of Attorney Which Caused Losses (Study of Decisions of the Central Notary Supervisory Council. Indonesian Notary, 2(1).

¹³ Sari, SFDN (2018). The Role of a Notary in the Process of Making a Deed of Establishment of a Limited Liability Company. Lex Renaissance, 3(2), 407-422



accordance with the provisions in Article 2 paragraph (1) PP Number 8 of 2021, companies that have met the criteria for being an MSE include:

- a. Companies founded by 2 (two) or more people; And
- b. Individual company established by 1 (one) person.

In the case of establishing a Company, a Notary has an important role based on the authority granted by the UUJN, namely carrying out the deed of establishment and providing legal counseling in connection with the making of the deed. However, after the enactment of Law Number 11 of 2020 concerning Job Copyright and its implementing regulations, it was oriented towards providing convenience, protection and empowerment for cooperatives and micro, small and medium enterprises.¹⁴ In PP No. 8 of 2021 concerning the Authorized Capital of Companies and Registration of Establishment, Changes and Dissolution of Companies that Meet the Criteria for Micro and Small Enterprises, the individual establishment process only requires filling out the form provided on the registration website. So, the notary does not have authority in the process of establishing an individual company anymore.

The regulatory provisions that require a company to be established at least or at least by 2 (two) or more people are now no longer valid for companies whose shares are all owned by the state, regionally owned business entities, village-owned business entities, companies that manage stock exchange, and also companies that meet the criteria as MSEs. Changes relating to Companies specified in the Limited Liability Company Law were then amended through Law Number 11 of 2020 concerning Job Copyright. In accordance with the provisions of Article 109 point (1) of Law Number 11 of 2020 concerning Job Copyright, it is determined that "a Limited Liability Company, hereinafter referred to as a Company, is a legal entity which is a capital association, established based on an agreement, carrying out business activities with authorized capital which is wholly divided into in shares or individual Legal Entities that meet the criteria for Micro and Small Enterprises as regulated in the laws and regulations concerning Micro and Small Enterprises." Then in Article 109 point (2) Law Number 11 of 2020 concerning Job Copyright also stipulates that:

"Provisions that require a Company to be established by 2 (two) or more people as intended in paragraph (1), paragraph (5), and paragraph (6) does not apply to e. Companies that meet the criteria for Micro and Small Enterprises".

Implementing Regulation Number 8 of 2021 explains that the establishment of an individual company must be carried out by 1 (one) founder who is an Indonesian citizen and is also required to fill out a Statement of Establishment in Indonesian. The Indonesian citizen referred to in this case must be at least 17 (seventeen) years old and legally competent. In Individual Limited Liability Companies there is no need for a Notarial Deed as the basis for establishing a Limited Liability Company. In Article 6 of Government Regulation Number 8 of 2021 concerning the Authorized Capital of Companies and Registration of Establishment, Changes and Dissolution that Meet the Criteria for Micro and Small Enterprises, Individual Limited Liability Companies only require a Statement of Establishment, namely the form for filling in the establishment of an individual Company founded by 1 (one)) people electronically. Therefore, individual companies obtain status as legal entities after receiving an electronic registration certificate from the Minister. In contrast to Article 7 paragraph (2) of Government Regulation Number 8 of 2021 concerning the Authorized Capital of Companies and Registration of

¹⁴ Tri Nurhayati, Sociological Juridical Study of the Implementation of Law Number 11 of 2020 concerning Job Copyright and Derivative Regulations, article in Kertha Semaya Journal, No. 6. Vol. 9, 2021, p. 1032- 1043



Establishment, Changes and Dissolution that Meet the Criteria for Micro and Small Enterprises, in this case the establishment of a capital partnership company, an individual company simply requires a statement of establishment. registered electronically with the Minister by filling in the form. The purpose of the form is:

- a. name and place of domicile;
- b. period of establishment of the Company;
- c. aims and objectives and business activities;
- d. the amount of authorized capital, issued capital and paid-up capital;
- e. nominal value and number of shares;
- f. Company address;

The full name, place and date of birth, occupation, place of residence, population identification number, and taxpayer identification number of the founder, director and individual shareholder of the Company. The process of filling in the format mentioned above is carried out by the founder himself electronically through the use of the Legal Entity Administration System (SABH). After the form is filled in, the Minister will issue a certificate of incorporation electronically. Based on the amendment to Article 7 paragraph (4) of the Company Law stipulated by Law Number 11 of 2020 concerning Job Copyright, legal entities will only be given status after receiving proof of registration. Prior to this change, the company would obtain legal entity status after obtaining Ministerial approval through a Ministerial Decree.

For individual companies, if they wish to make changes to a statement in the company's founding, they can make changes by filling in the change form in Indonesian. This change can be made more than once and the change format must include things contained in the founding statement such as name and location, period of existence of the company, objectives, etc. In addition, changes to the statement of establishment have the same legal force as the General Meeting of Shareholders.

The provisions contained in Law Number 11 of 2020 concerning Job Copyright introduce a new concept that Limited Liability Companies can now be established by individuals. The establishment of an Individual Limited Liability Company can be realized by fulfilling the criteria for Micro and Small Enterprises, which are explicitly regulated in accordance with Article 153 A paragraph (1) of Law Number 11 of 2020 concerning Job Copyright. The establishment of an Individual Limited Liability Company does not require an agreement or Notarial Deed as the basis for establishment. In accordance with the provisions of Article 153 A paragraph (2) of Law Number 11 of 2020 concerning Job Copyright, "The establishment of a Company for Micro and Small Enterprises as referred to in paragraph (1) is carried out based on a statement of establishment made in Indonesian." The statement of establishment of an Individual Limited Liability Company must contain the aims and objectives, business activities, authorized capital and other information relating to the establishment of the Company, in accordance with Article 153 B paragraph (1) of Law Number 11 of 2020 concerning Job Copyright. According to Article 153 B paragraph (2) of Law Number 11 of 2020 concerning Job Copyright, a statement of establishment can be registered electronically with the Minister by filling in the form for the establishment of an individual company founded by 1 (one) person electronically.

The need for a Notarial Deed arises if changes occur in the Individual Limited Liability Company, so that the Individual Limited Liability Company no longer meets the criteria for being a Micro and Small Business. Therefore, as stipulated in Article 153 H of Law Number 11 of 2020 concerning Job



Copyright. If an Individual Limited Liability Company no longer meets the criteria as a Micro and Small Business, then the Company must change its status to a Company as intended in the provisions of the applicable laws and regulations. The law in question is the PT UUPT. In accordance with the provisions contained in the Company Law, the establishment of a Limited Liability Company must be carried out based on a Notarial Deed. Thus, adjustments to the establishment of a Limited Liability Company must be made by the party who intends to change the status of the Company as specified in the Company Law. In this case, the Notary again plays the role of a public official to make the "Deed of Establishment" including ensuring the subjective requirements for establishing a Limited Liability Company. The provisions contained in the Company Law stipulate that Limited Liability Companies are established based on an authentic deed. In accordance with the provisions of Article 39 paragraph (1) of Law Number 2 of 2014 concerning Amendments to Law Number 30 of 2014 concerning the Position of Notaries, it is determined that:

Factors must meet the following requirements:

- a. The minimum age is 18 (eighteen) years or married; And
- b. Capable of carrying out legal actions.

In relation to the minimum amount of authorized capital required to establish a company, it was previously explained in Article 32 paragraph (1) of the Company Law that the establishment of a company must have authorized capital of at least Rp. 50,000,000- (fifty million rupiah). However, this rule was changed by Government Regulation Number 29 of 2016 concerning Changes to the Authorized Capital of Limited Liability Companies and reaffirmed in Law Number 11 of 2020 concerning Job Copyright so that there is no minimum amount set and the authorized capital can be determined by the founders of the company according to the decision each of them.

After the enactment of Law Number 11 of 2020 concerning Job Copyright, Notaries play an important role in cases where individual companies must change their status to capital partnership companies. This can happen if the number of shareholders becomes more than one and/or the company no longer meets the criteria for being a Micro and Small Business. Before an individual company can change to a capital partnership company, the change in status must be recorded in a Notarial Deed and registered electronically with the Minister. In this case, the Notary is required to ensure that all legal requirements have been fulfilled in accordance with the Civil Code and applicable laws and regulations. Therefore, the role of the Notary is still necessary to ensure and uphold the authenticity, validity and enforceability of the Notarial Deed, as well as as a preventive measure against legal defects that could eliminate the authenticity and enforceability of the Notarial Deed and could be detrimental to the parties involved.

CONCLUSION

The enactment of Law Number 11 of 2020 concerning Job Copyright and its implementing regulations, namely Implementing Regulation Number 8 of 2021 concerning the Authorized Capital of Companies and Registration of Establishment, Changes and Dissolution of Companies that Meet the Criteria for Micro Businesses and Small (here in after PP Number 8 of 2021) provides changes to company law in Indonesia with the concept of Individual Limited Liability Companies with Micro and Small Business criteria. This provides legal certainty for the role of the Notary, who must refer to the Theory of Legal Certainty so that the law can function as a regulation that must be obeyed. Apart from that, the norms or content material of a Limited Liability Company must also contain basic legal principles. In Individual Limited Liability Companies there is no need for a Notarial Deed as the basis



for establishing a Limited Liability Company. In this case, an Individual Limited Liability Company only requires a Statement of Establishment, namely the form for filling in the establishment of an individual Company established by 1 (one) person electronically. The need for a Notarial Deed arises if changes occur in the Individual Limited Liability Company, so that the Individual Limited Liability Company no longer meets the criteria for being a Micro and Small Business, as specified in Article 153 H of Law Number 11 of 2020 concerning Job Copyright.

In its current development, companies consist of 2 (two) types, namely capital partnership companies and individual companies. Notaries still play an important role in the establishment of capital partnership companies, where the deed of establishment must be made before a Notary. Apart from that, Notaries are also involved in creating and amending the company's articles of association. However, after the enactment of Law Number 11 of 2020 concerning Job Copyright, the establishment of an individual company only requires a statement of establishment that is registered electronically with the Minister by filling in the form. The form is filled in electronically by the founder through the Legal Entity Administration System (SABH). After filling in the form, the Minister will issue a certificate of establishment statement electronically. Based on changes in Article 7 paragraph (4) of the Company Law which was amended by Law Number 11 of 2020 concerning Job Copyright, legal entity status is obtained by companies after obtaining proof of registration. Prior to these changes, companies obtained legal entity status after receiving Ministerial approval through a Ministerial Decree.

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