



## Juridical Review of the Legalization of the Deed of Establishment of a Limited Liability Company on-Line through the Sisminbakum

**Emmy Butarbutar**

Faculty of Law, University of North Sumatra, Medan, Email: [emmybutarbutar@gmail.com](mailto:emmybutarbutar@gmail.com)

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### ABSTRACT

Limited Liability Company (PT) is a form of legal entity in Indonesia. A company obtains the status of a legal entity after the deed of establishment is approved by the Minister of Law and Human Rights. To obtain the legalization of a legal entity, a notary as the power of attorney submits an application for legalization of the establishment of a PT through information technology services for the Legal Entity Administration System (Sisminbakum) electronically to the Minister of Law and Human Rights by filling out the Model I Form. The online legal entity legalization service through Sisminbakum is an issue new in Law no. 40 of 2007 concerning Limited Liability Companies, but in reality the Sisminbakum has been in effect since 2001, while UUPT No 1 of 1995 does not regulate the process of ratifying the deed of establishment of a PT whether it is done manually or electronically. The problem in this thesis is regarding the procedure for establishing a PT based on UUPT No 40 of 2007, the legal basis for the ratification of the deed of establishment of a PT online through Sisminbakum, the procedure for ratifying the deed of establishment of a PT online and the legal certainty of the SK legalization of the legal entity PT which is signed electronically. Sisminbakum is an official website which is a computerized system in ratifying the establishment of a legal entity owned by the Directorate General of General Legal Administration (Dirjen AHU). The application for legalization of the company's deed of establishment is submitted by a notary through the Sisminbakum by filling out the Model I Form I (FIAN I). The steps that must be taken in the FIAN I application through this Sisminbakum are: checking the name, then filling out the Pre FIAN I Supporting Documents (FIAN I Prerequisites) then filling in the data in the FIAN I process then correcting and ending the sending of Physical Documents. If the physical documents are complete and meet the requirements, the Decree will be signed electronically by the Minister of Law and Human Rights and then sent to the notary who requests it. The decision letter for ratification of this PT has strong legal force.

### 1. Introduction

The general target of Indonesia's development is directed at increasing the prosperity of the people who are more evenly distributed. To realize the welfare of the community, it is hoped that Limited Liability Companies (PT) can become one of the pillars of national economic development, because Limited Liability Companies are important business entities and are widely available in the world, including Indonesia. The presence of PT as a business vehicle contributes to almost all areas of human life. The Limited Liability Company has created jobs, improved the welfare of the community and made significant contributions to economic and social development.

Limited Liability Company is one of the relatively dominant business entities in Indonesia's economic activities, because it has characteristics and characteristics and privileges that are not

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possessed by other forms of business entities, namely: it is a form of partnership that is a legal entity, is a collection of capital or shares, has assets that are separate from the assets of the shareholders, shareholders have limited responsibility, there is a separation of functions between shareholders and management or directors, has commissioners who function as supervisors, the highest power is at the General Meeting of Shareholders (GMS).[1], [2].

Limited Liability Companies are dominantly used by business actors to develop their business, because PT has several advantages that make it so attractive. In Indonesia itself the form of Limited Liability Company is more widely used or preferred. There are several reasons why the form of Limited Liability Company is preferred, among others, because the Limited Liability Company as a business entity with legal entity status has limited liability for its owners or shareholders, then the shareholders do not have to concentrate on managing one particular company, but simply submit the management. day-to-day operations to professional managers, while shareholders or shareholders may take up positions as Commissioners or on the Board of Commissioners of the company concerned.[3].

Whereas in addition, by taking the form of a Limited Liability Company which has its own assets (separately), then the management, capital owners, or shareholders and the directors and commissioners of the company will feel safe, where their personal assets will not be contested in connection with their actions. on behalf of the Limited Liability Company concerned, as long as and all the management of the Limited Liability Company running the helm of the company are still within the limits permitted by applicable law.

This opinion is based on the fact that a Limited Liability Company has the ability to develop itself and has the potential to provide benefits for its own agency as well as for shareholders. We can see this in the reality that exists in our midst, the economic organization (business entity) owned by a conglomerate that controls several economic sectors in the form of a Limited Liability Company. At first as a mediocre (small) company, it gradually developed into a giant company, it has the ability to develop itself to provide benefits for the institution and its shareholders. own legal identity and separate from the legal identity of its shareholders, directors and other organs. A company obtains the status of a legal entity after the deed of establishment is approved by the Minister of Law and Human Rights, as stipulated in Article 7 paragraph (4) of the Company Law. So if a company has not been legalized, then the company is not yet a legal entity[4], [5].

In order for the company to be officially recognized as a legal entity, the deed of establishment in the form of a notarial deed must be submitted jointly by the founders through an application to obtain a decision of the Minister (Minister of Law and Human Rights) regarding the legalization of a legal entity. To obtain a Ministerial Decree regarding the ratification of the deed of establishment or legalization of a legal entity as referred to in Article 7 paragraph (4) of the Company Law, a notary as the proxy of the founder submits an application for the legalization of the establishment of a PT through electronic information technology services for the legal entity administration system to the Minister of Law and Human Rights. by filling in the model I form.

In Law no. 40 of 2007 concerning Limited Liability Companies, hereinafter referred to as UUPT, there are additional new issues, including the adoption of the principles of social and environmental responsibility or corporate social responsibility, hereinafter referred to as (CSR). In addition, the Company Law also recognizes the principles of Islamic economics which have developed rapidly in recent years. Article 109 of the Company Law recognizes sharia economic principles by requiring the existence of a Sharia Supervisory Board in companies that run Sharia-based businesses. And besides that, the Company Law also regulates the buy back of shares by buy back companies. In addition, the prohibition of cross-holding cross holding (Article 36 UUPT), and the issue of business judgment rule (Article 135 UUPT). With regard to the process of establishing a PT or submitting an application and granting legalization of legal entity status, The UUPT has fulfilled the demands of the community to obtain fast services which are carried out through the electronic information technology service of Sisminbakum. This issue is a service

for establishing a Limited Liability Company legal entity which is carried out electronically.[6], [7].

The service for establishing a Limited Liability Company electronically is very helpful in facilitating the process of establishing a PT, one of which is to facilitate the process of ratifying the deed of establishment of PT. With the advancement of internet technology, the ratification of the deed of establishment and approval of the deed of amendment to the articles of association of the Limited Liability Company is carried out electronically where the Ministry of Law and Human Rights in collaboration with the private sector organizes a legal entity administration system carried out using internet media, known as the Administrative System. Legal Entity (sisminbakum).

Sisminbakum is an official website owned by the Directorate General of General Legal Administration, Ministry of Law and Human Rights of the Republic of Indonesia, hereinafter referred to as the Director General of AHU. Sisminbakum is made based on the needs of the community and the growing business world so that it requires services, especially in fast and accurate legalization or changes in legal entities.[8], [9].

Prior to 2001, the legal entity ratification process was carried out manually which would take a long time. From the notary's point of view, the ratification process, which is all based in Jakarta, takes quite a long time. From the employee side of the Director General of AHU, it can cause many applications that are delayed for completion because the documents that come in are not proportional to the number of existing employees. In this case, Human Error cannot be avoided so that the existing data is inaccurate and manual implementation also causes corruption and collusion among the employees of the Director General of AHU, especially if a notary requires quick approval of the legal entity being managed.

To overcome the obstacles above, by using technology, an online system was created through the internet network that can be accessed by every notary registered with the sisminbakum from all over Indonesia. For notaries with this system, notaries throughout Indonesia can access directly from their respective regions so as to shorten the time and distance traveled. Company data that is entered is stored properly and accurately in the database. With this system, KKN which has been entrenched so far can be avoided because everything is regulated through the system.

Provisions that provide the basis and further details regarding the legalization of companies electronically through information technology services for legal entity administration systems are regulated in Articles 9 and 10 of the Company Law No. 40 of 2007. Meanwhile, since 2001, electronic legalization of companies through information technology services of legal entity administration systems It is already done. Whereas in UUPT No. I of 1995 regarding how to ratify a deed of establishment of a PT, there is absolutely no article that regulates it, it is not explained whether it is done conventionally or electronically.[10], [11].

Technological services are currently a double-edged sword because apart from contributing to the improvement of welfare, progress, for example, in terms of legalization of legal entities, and human civilization, is also an effective means of violating the law. Activities in cyber space are virtual activities that have a very real impact even though the evidence is electronic. Therefore, the use of the internet must be regulated legally and given a legal umbrella[12], [13].

Article 164 HIR and Article 1866 of the Civil Code regulate the evidence that can be submitted in the trial process, namely written evidence, witness evidence, suspicions, confessions and oaths. Based on this article, there are no rules that clearly confirm electronic data and electronic signatures

## 2. Method

To complete the writing of this thesis with the aim of making it more focused and scientifically justifiable, the writing methods used include:

### a. Types of research

In the preparation of this thesis, a descriptive normative legal research method was used. Normative legal research is research by only processing and using secondary data. While the descriptive nature means that the research is sometimes carried out by conducting a survey to the field to obtain information that can support the existing theory.

### b. Data source

Primary Data Namely: data obtained directly in the field through interviews with informants from the Notary Office of Mr. Jonas Simarmata which is located at Jl. Jamin Ginting Comp. Citra Garden Blok A7 No.11 Medan. Secondary Data The secondary data includes: Primary legal materials, namely: binding legal materials in the form of laws and regulations that apply in Indonesia. Secondary legal materials, namely: legal materials that provide an explanation of the primary legal entity, such as research results or opinions of legal experts. tertiary legal materials or supporting materials, which include other literature outside the scope of primary legal materials and secondary legal materials used to provide additional explanations to complement research data.

### c. Data collection technique

The collection technique is carried out by: Library research, namely research conducted by examining library materials or what is called secondary data. The secondary data used in writing this thesis, among others, comes from books, articles from both print and electronic media, government documents, including laws and regulations. Field research (Fields research), which is a collection of data by going into the field in order to obtain the necessary data, the data obtained is called primary data. In this study conducted interviews (interviews). An interview is a face-to-face interpersonal role situation.

### d. Data analysis

The secondary data that has been systematically compiled are then analyzed from a perspective using deductive and inductive methods. The deductive method is done by reading, interpreting and comparing. While the inductive method is carried out by translating various sources related to the topic in this thesis, so that conclusions are obtained in accordance with the research that has been formulated.

## 3. Analysis and Results

### 3.1 Overview of the Legal Entity Administration System (Sisminbakum)

#### a. Internet as a Media in Sisminbakum

Science and technology is a very important element of the progress of human civilization because through advances in science and technology or what is called science and technology, humans can utilize wealth and the environment to support welfare and improve the quality of their lives. Advances in science and technology also encourage the globalization of human life because humans are increasingly able to overcome the dimensions of distance and time in their lives.

The presence of the information society, which is believed to be one of the important agendas of the world community in the era of globalization, is marked by the increasingly widespread use of the internet in various activities of human life, not only in developed countries but also in developing countries including Indonesia. . Utilization of information technology and electronic transactions is carried out with the aim of:

1. meducate the nation's life as part of the world's information society;
2. mdevelop trade and national economy in order to improve people's welfare;
3. mimprove the effectiveness and efficiency of public services;
4. meopen the widest possible opportunity for everyone to advance their thinking and abilities in the field of optimal and responsible use and utilization of information technology; and
5. meprovide a sense of security, justice and legal certainty for users and providers of information technology

Activities through the media of electronic systems, which are also known as cyber space, even though they are virtual, can be categorized as real legal actions or actions. Activities through the electronic system are real activities even though the evidence is electronic. Juridically, activities in cyberspace cannot be approached with conventional legal standards and qualifications, because if this method is taken, there will be too many difficulties and things that escape law enforcement.<sup>65</sup>

Thus, the subject of the perpetrator must also be qualified as a person who has actually committed a legal act. In e-commerce activities, among others, it is known that there are electronic documents whose position is equal to documents made on paper. With the presence of the internet, it is possible to have a work system that is "online" or can be done or accessed whenever needed and wherever the internet user or the user is located.

The internet is a very practical and interesting medium so that its development exceeds the level of development of other communication media such as telephone, telex, facsimile, because if it is connected to the internet, various internet facilities can be used for various purposes, one of which is very popular is communicating with e-mail. mail (Electronic Mail) and teleconference.

The internet is synonymous with cyberspace or cyberspace. Dysson provides a definition of cyberspace, where cyberspace is a bioelectronic ecosystem in all places that have telephones, coaxial cables, fiber optics, or electromagnetic waves. This means that no one knows for sure about the physical size of the internet.

It is undeniable that efforts in building a telecommunications network system have resulted in the marginalization of conventional communication patterns with the creation of the internet world with its unique community.

Like mushrooms that appear in the rainy season, the development of the internet is beyond expectations. I never imagined that now various transactions can be carried out in cyberspace (cyber). For example, in the case of legalization of the deed of establishment of a PT which is carried out online by a notary. Ideally transactions are held in such a practical way.

A notary is the only public official who is authorized to make authentic deeds of various deeds, agreements, stipulations required by a general regulation, including the authentic deed of establishment of a company. Where in the process of ratifying a company into a legal entity by a notary at the Indonesian Human Rights Law Department, it can be done online through the Legal Entity Administration System (Sisminbakum). Notary who has been registered, has an ID number and password, the date of entry to the Sisminbakum website.

After internet users are connected to the internet, internet users can directly open the address of a destination website. Where in the registration process of this Limited Liability Company the website is [Http://www.sisminbakum.com](http://www.sisminbakum.com) and now it has been replaced with <http://www.sisminbakum.go.id>. by accessing this information will be obtained about the administrative system of legal entities provided by the Directorate General of General Legal Administration, Ministry of Law and Human Rights of the Republic of Indonesia.

Business activities require the support of facilities and other means to achieve business goals. One of these facilities is the availability of notary professional services to fulfill the need for authentic deeds.

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Notaries by law are given the authority to make authentic deeds regarding all legal actions, agreements and provisions required by a statutory regulation or by interested parties wanting to be included or regulated in an authentic deed.

### **3.2 Flow of Legalization of Pt's Deed of Establishment Online Through Sisminbakum and Legal Assurance of Pt Sk Pt which is signed electronically as evidence**

#### **a. Online Legalization of the Deed of Establishment of PT through Sisminbakum**

In the manual system or the old system, all work is done manually, starting from receiving files from the notary which includes checking completeness and names, payments and making control cards. The documents in this manual process are all still in the form of report papers, including the establishment, approval and report.

Furthermore, the corrector who is in charge of checking the completeness of these documents which is a letter of application for approval of the company along with the completeness of other documents submitted by the founders or their proxies in this case is a notary. Furthermore, these documents will be re-examined by the Head of the technical section (Kasi), and the Head of the Sub-Directorate (Kasubdit) of legal entities which will later be clarified again by the Director of Civil Affairs, followed by printing of the Decree which will be signed by the Directorate General, lastly a notary will take the Company's Decree and The notarial deed will be documented in the Administration section.

To overcome this very long process, by utilizing increasingly developing technology, an online system was created that can be accessed by Notaries throughout Indonesia, namely through Sisminbakum.

Through Sisminbakum the entire manufacturing process is carried out online which can be accessed by notaries who follow the sisminbakum from all over Indonesia. Each notary registered with Sisminbakum will be given a User ID and Password for security during processing. Notaries can carry out direct supervision through the internet network 24 hours so that they can find out the progress of processing and if there are errors can be corrected directly as well as communication between the Director General of AHU and the notary via e-mail.

The application for legalization of the company's legal entity is carried out by a notary as the proxy of the founder. An application to obtain a Ministerial Decree regarding the legalization of a legal entity must be submitted to the Minister no later than 60 (sixty) days from the date the deed is signed. In the event that the application to obtain a Ministerial Decree is not submitted within 60 (sixty) days from the date the deed of establishment is signed, the deed of establishment is void after the expiration of that period and the company which has not obtained the status of a legal entity is dissolved by law and the settlement is carried out by the founder. .

The application for legalization of the company's deed of establishment is submitted by a notary through the Sisminbakum by filling out the Model I Form I (FIAN I). Fian model I is a format for filling out a notary deed that functions in the case of the establishment of a Limited Liability Company to obtain approval from the Minister of Law and Human Rights where the notary must fill in, among others:

- a. the name of the company and the position of the company
- b. period of establishment of the Limited Liability Company
- c. the purpose and objectives of the Company's business activities
- d. the amount of authorized capital, issued capital, and paid-up capital e. full address of the company.

The steps that must be taken in applying for FIAN I through the Sisminbakum must go through several stages, namely:

#### **1. Name check**

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To start making a transaction through Sisminbakum, whether it be establishment, change or reporting, the notary must fill in the user id and password of the notary concerned in the log in menu. The login menu is the first step to enter the menus intended for notaries. While the log out menu is a menu provided for notaries when they are about to finish or will leave the Sisminbakum transaction process for the security of the data that has been filled in so that it cannot be seen or changed by unwanted people.

After logging in to the Sisminbakum application, the first thing to do is check the name of the company to be registered. In accordance with the Government Regulation of the Republic of Indonesia Number 26 of 1998 concerning the Use of the Name of a Limited Liability Company which is basically made to regulate the procedure for submitting an application for approval of the use of a company name as well as guidelines for refusing an application for approval of the use of a company name, every use of the name of a company must obtain the approval of the Minister of Law. and human rights of the Republic of Indonesia. 101 To check whether a company's name has been registered with Sisminbakum, the first step is to click the name check menu on the left side of the Sisminbakum page and then type the name of the company you want to check without using the word PT in front of it and the characters rejected by the system such as : " ^ # % ?. Type a name in the column provided. After typing the name of the PT name to be checked, then click the submit button to save, if the name is already registered then the name will be rejected automatically in the system directly without having to wait long. 102 If the proposed company name has not been registered, then what must be done is to place an order for the name of the Company to be registered. Automatically by the system, ordering the name of the Company is subject to an access fee of Rp. 350,000, - (three hundred and fifty thousand rupiah) and 10% VAT and deposited by a notary into the account of PT. Dynamics Rekatama Means. if the name is already registered, the name will be rejected automatically in the system directly without having to wait long. 102 If the name of the proposed company has not been registered, then what must be done is to place an order for the name of the company to be registered. Automatically by the system, ordering the name of the Company is subject to an access fee of Rp. 350,000, - (three hundred and fifty thousand rupiah) and 10% VAT and deposited by a notary into the account of PT. Dynamics Rekatama Means. if the name is already registered, the name will be rejected automatically in the system directly without having to wait long. 102 If the name of the proposed company has not been registered, then what must be done is to place an order for the name of the company to be registered. Automatically by the system, ordering the name of the Company is subject to an access fee of Rp. 350,000, - (three hundred and fifty thousand rupiah) and 10% VAT and deposited by a notary into the account of PT. Dynamics Rekatama Means. Automatically by the system, ordering the name of the Company is subject to an access fee of Rp. 350,000, - (three hundred and fifty thousand rupiah) and 10% VAT and deposited by a notary into the account of PT. Dynamics Rekatama Means. Automatically by the system, ordering the name of the Company is subject to an access fee of Rp. 350,000, - (three hundred and fifty thousand rupiah) and 10% VAT and deposited by a notary into the account of PT. Dynamics Rekatama Means.

To order a name, select the FIAN I Registration menu by clicking on the sentence "Ordering a company name for the establishment of a PT". the next step is to fill in the data in accordance with the company to be established by choosing one of the answers that have been provided, such as the type of company and the domicile of the company and the abbreviation of the company. If the data entered is in accordance with the data of the company whose name will be ordered, then you can then click the submit button. After the data entered has been sent, the next step is to monitor the process of checking the name of the company by the Director General of AHU of the Civil Directorate, starting from the inspection stage by the corrector, Section Head and Head of Sub-Directorate (KasubDit) of legal entities along with the date, time of examination and description of the process.

The Director General of AHU will reject the name ordered if it is contrary to the provisions of Article 5 paragraph (1) and (2) Government Regulation no. 26 of 1998, namely if:

1. The name of the company has been used legally by another company or is similar to the name of another company.
2. Contrary to public order and decency
3. The name of the company is the same or similar to the name of the company whose application for approval for use has been received in advance, including the similar meaning is the similarity in writing, meaning or pronunciation, for example PT BHAYANGKARA with PT BAYANGKARA, PT SEMPURNA and PT SAMPOERNA.
4. The name of the company is the same as or similar to a well-known brand as referred to in Law no. 19 of 1992 concerning marks and amendments thereto, unless there is permission from the person concerned.
5. The company name only consists of numbers or a series of letters and numbers. For example PT3, PT5. The name of the company only consists of letters or a series of letters that do not form words, for example, PT S or PT ABC
6. The name of the company indicates the purpose and objectives of the company unless there are other additions, such as PT Import Export
7. The name of the company is not in accordance with the aims and objectives as well as the company's business activities. For example PT Andalan Fluid system which is engaged in general chartering, PT Dirgantara Teknik whose business activities are in the printing sector.
8. The company name is only the name of a place, for example PT Jakarta, PT Singapore
9. The name of the company plus words and/or abbreviations that have the meaning as a limited liability company, legal entity, or civil partnership.

If the name order is accepted, the next step is to submit a name or register for a name. The opportunity to use the registered PT name is for 7 days but can be extended to 60 days. If the name order made is rejected by the Director General of AHU, the monitoring menu will have a picture of an envelope, where the Director General of AHU notifies the reason for the rejection of the company name order, then the company name must be changed.<sup>103</sup> The steps that must be taken for changing the name are the same as when will place an order for the company name that has been described previously, click the check name menu then type the name of the new company that will replace the rejected company name after that you can click the submit button. On the name ordering page, you are required to choose point 4, namely the replacement of the company name order by clicking on it, this is done so that the control number is the same and the billing (proof of payment) on behalf of the company is not billed again. Next, select the name of the company to be renamed by clicking on the name of the company in question, then re-check the company data and readjust it as before. When finished, click the submit button.

If the name of the company that has been corrected is approved, then only then can submit the name of the company. Submission of a company name is a step that must be done to continue the process of ordering a company name that has been received before the 60 (sixty) day deadline since the company name is received. The name of the company will be deleted automatically by the system if it has passed its validity period. The steps that must be taken in submitting a company name are first selecting the name check menu then selecting the company name submission after that enter the company name for which the process will be submitted. date of PNBP payment in the column provided.

## 2. Filling out Pre FIAN I Supporting Documents (FIAN I Prerequisites)

Pre Fian I is a follow-up process that must be passed after submitting the name of the company and before the Fian I stage. At this stage, you are required to put a "Yes" mark on the documents that must be submitted when submitting physical documents. The steps that must be taken in filling out the Pre Fian I are first selecting the Pre Fian I menu, then selecting the name of the company that will be submitted in the Fian I process, at this stage the documents that must be completed are classified into three parts, namely:

- a. Mandatory Prerequisites

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- 1) Taxpayer Identification Number (NPWP) on behalf of the Company
  - 2) Proof of Payment for Additional State Gazette (TBN)
  - 3) Proof of PNPB Payment
  - 4) PMA Approval Letter from BKPM/BKPMMD/ Bonded Zone (only for PMA type of company)
  - 5) PMDN Approval Letter from BKPM/BKPMMD/ Bonded Zone (only for the type of PMDN Company).
  - 6) Government Regulations which are the basis for the establishment of the Company, and Ministerial Decrees that foster SOEs regarding the determination of the company's capital and Ministerial Decrees regarding the appointment of members of the Board of Directors and Commissioners. (only for state-owned companies)
  - 7) Bank Indonesia Operational License (only for the type of Banking Company)
- b. Conditional Prerequisites
- 1) proof of deposit of Capital from the Bank: becomes mandatory for all founders of PT except for upgrading from CV to PT
  - 2) the company's final balance sheet: if the increase from CV to PT
  - 3) deposit of capital and shares in the form of goods, appraisal and announcements in two mass media (if the deposit of capital and shares is in the form of goods other than money)
- c. Optional Prerequisite
1. Foundation Recommendation Letter: if one of the founders of the company is a Foundation
  2. Recommendation of the Department of Cooperatives: if one of the founders of a Cooperative Company
  3. Shareholder's Receivable Compensation Agreement:
    - (1) If the Company has received money or delivered tangible or intangible objects that can be valued in money
    - (2) If the Company becomes a guarantor or guarantor of debt from a party, where the company has received benefits that can be valued in money
    - (3) If the party who is the guarantor or guarantor of the debt of the company has fulfilled its obligation to pay the company's money in full
  4. Business Merger Plan (Merger): in the event of a merger of two or more PTs, by maintaining the establishment of one PT and dissolving the other PT without liquidating it first
  5. Bank Indonesia operational license (for the type of Non-Banking Financial Institution Company)
  6. Special business license: if the company's activities must have a special business license from the relevant agency or institution (for the type of special business company).

For mandatory prerequisites, you are required to complete all the requirements by putting a "yes" mark on the documents which must be submitted when sending physical documents. After completing the Pre-Fian I stage, it then enters the Fian I process which is the last stage for filling in company data. If the data entered are in accordance with the Director General of AHU, then it is only necessary to enter physical documents or send physical documents of the company to the Ministry of Law and Human Rights of the Republic of Indonesia and just wait for the clarification process of the data that has been entered with physical documents.

### 3. Fill in the data in the Fian I . process

At the time of entering Fian I, namely filling in the basic data, an access fee of Rp. 1000.000,- (one million rupiah) and 10% VAT. The main data that must be filled in on this Fian I page are as follows:

- a. The main data, namely: 1) Company address 2) No. TIN 3) Term by specifying limited or unlimited 4) Year period, if the period is limited
- b. Deed of the Company, the data that must be filled are: 1) The domicile of the Company which will be printed on the Decree 2) Deed of establishment, the Notary must fill in No. the

deed, the date of the deed, while the name of the notary of establishment, the substitute notary and the maker of the deed can be ignored if the maker of the deed and the submitter of the deed are the same notary 3) The name of the founding notary is filled in if the maker of the deed is not a notary logged in but a deed of amendment must be made. 4) Name of the substitute notary, to be filled in if the maker of the deed is a substitute notary. 5) Deed of amendment. If the deed submitted is only one deed, then this amendment deed can be left blank, if there are two deeds, the last deed is filled in. 6) Deed of repair. To be filled in if there is a correction or need for improvement that comes from the Ministry of Law and Human Rights 7) Submission of deed, that is, who submits the deed, namely notary log in or notary substitute. 8) Decree of the stipulation of a substitute Notary, if in one of the above deed there is a deed maker or the deed submitter is a substitute notary.

- c. Capital and Shares, the data that must be filled in are data that are in accordance with the amount of capital specified in the articles of association, namely: 1) The authorized capital of the Company, at least Rp. 50,000,000,- (fifty million rupiahs) 2) Issued capital is the issued capital of the shareholders of the Company, the minimum amount is 25% of the authorized capital 3) Paid-up capital is the total paid-up capital by the shareholders of the company, a minimum amount of 25% of the authorized capital. 4) Total paid-up, which has the same value as the paid-up capital 5) Total number of shares, namely the total number of shares owned by the shareholders of the company 6) Number of issued shares, namely the number of shares that have been issued by the shareholders 7) The nominal value of shares is the price or value from a share.
- d. Establishment of the Company 1) Shareholders of the Company, namely individuals or legal entities that have a role in establishing the Company by owning shares in the Company or depositing a number of funds for the establishment of the Company. 2) The management of the Company, has at least one board of directors and one Commissioner 3) Shares, namely the number of shares per share owned by the shareholder 4) Different values of shares, are inputted if the shares have different values, this question can be left blank if there is no difference in share value 5) Classification of shares, to be inputted if the shares have a different classification of shares, for example the number of shares of series S 100 and the number of shares of series B 50 and so on.

#### 4. Correction

In the process of entering data into the Sisminbakum database or data bank, an error may occur because it is not in accordance with the provisions or laws and regulations. Several stages of inspection will be carried out by the Director General of AHU to approve or accept transactions that have been made. To find out whether there are corrections or errors made in data input can be seen on the monitoring menu. 108 If the data that has been entered is corrected or something needs to be corrected, it can be seen in detail the error through the monitoring menu.

#### 5. Physical Document Delivery

The stage of sending physical documents is the last process that must be fulfilled to complete the entire series of legalization processes for the company's legal entity from ordering names, Pra Fian, filling in Fian to submitting physical documents.

Within a period of no later than 30 (thirty) days from the date of the statement of no objection to the Minister of Law and Human Rights of the Republic of Indonesia, the notary concerned must physically submit an application for ratification of the deed of establishment along with supporting documents, which include: a. a copy of the deed of establishment of the Company and a copy of the deed of change of establishment of the company, if any; b. a copy of the deed of consolidation in the event that the establishment of the Company is carried out for the purpose of consolidation; c. proof of payment for: 1) approval of name usage; 2) ratification of the company's legal entity; 3) announcement in the Supplement to the State Gazette of the Republic of Indonesia d. proof of paid-up capital of the Company in the form of: 1) a deposit slip or bank statement in the name of the Company or a joint account in the name of the founders or participants who have deposited the company's capital signed by all members of the Board of

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Directors together with all the founders and all members of the Board of Commissioners of the Company, if the paid-in capital is in the form of money; 2) an assessment statement from an unaffiliated expert or proof of purchase of goods if the capital deposit is in a form other than money accompanied by an announcement in the newspaper if the deposit is in the form of immovable property;

**b. Legal Certainty Decision letter ratifying PT which is signed electronically as evidence**

Regarding evidence recognized in civil proceedings, it is regulated enumeratively in Article 1866 of the Civil Code, Article 164 HIR, which consists of written evidence, evidence with witnesses, suspicions, confessions, oaths.

Evidence submitted outside of what is stipulated by law: is not valid as evidence, therefore it does not have the value of evidentiary power to corroborate the truth of the arguments or rebuttals put forward.

Written evidence is placed in the first order. This is in accordance with the fact that the type of letter or deed in civil cases plays an important role. Judging from the law of written evidence (including a decree) or a deed, it has several functions, namely:

1. serves as a causal formality

This means that the letter or deed serves as a condition for the validity of a legal action taken. If the legal action taken is not in accordance with the letter or deed, the action according to the law is not valid, because it does not fulfill the formality of causality (causa).

2. serves as evidence

3. Probationis causa function

This means that the letter or deed in question is the only evidence that can and legally prove a thing or event. So the need or function of the deed is the basis for proving a certain thing or event. One of the important requirements so that the writing can be used as evidence is that the writing must be signed by the parties involved in its manufacture. A letter or writing that contains a clear and clear statement or agreement, but is not signed in terms of the law of proof, is not perfect as a letter or deed so that it is not valid to be used as written evidence. The function of the signature (hand signing, signature) in a letter is nothing but ensuring identification or determining the correctness of the signer's characteristics.

At the present time a new form of transaction is developing called E-Commerce or electronic commerce. The form of electronic commerce transactions is carried out via the internet so that this type of transaction is called a transaction in cyberspace, and the signature listed is called a digital signature or digital signature, in the form of electronic data (electronic data).

In contrast to transactions in the real world that use paper or paper-based transactions. Every letter or document issued by the parties or each party is signed in his own handwriting by the person concerned in accordance with the provisions of Article 1874 of the Civil Code. If the reference is based on Article 1874 of the Civil Code, the digital signature is unknown. Therefore, its validity has not been recognized.

Electronic signatures or digital signatures contain principles related to guarantees that someone who processes through Sisminbakum is really the party who has the right and is responsible for it. Legal problems that may arise in this electronic signature are related to the function and can it be used as evidence in the trial in the event of a dispute.

The electronic signature in determining the legality of the establishment of a PT has strong legal force. This is because based on the explanation of Article 10 paragraph (6) of the Company Law, it is stated that an electronic signature is a signature that is attached or attached to electronic data by an authorized official who proves the authenticity of the data in the form of an electronic image of the authorized official's signature made through computer media.

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This is in accordance with Article 11 of Law Number 11 of 2008 concerning the Internet and Electronic Transactions (better known as the ITE Law) which confirms that electronic signatures have legal force and legal consequences as long as they meet the following requirements:

- 2 related electronic signature creation data only to the signer;
- 3 the electronic signature creation data at the time of the electronic signing process is only in the power of the signer;
- 4 any changes to the electronic signature that occur after the time of signing can be known;
- 5 any changes to the electronic information related to the electronic signature after the time of signing can be known;
- 6 there are certain methods used to identify who the signatories are; and
- 7 there are certain ways to show that the signer gives consent to the associated electronic information.

Electronic signatures have the same legal force as conventional signatures that use wet ink and stamped. The legislation that so far guarantees the validity or legal certainty of this Limited Liability Company Decree is Law Number 8 of 1997 concerning Company Documents (UUDP). Article 1 number (2) of the UUDP states that company documents are data or records and or information made and or received in the context of carrying out their activities, either written on paper or other means or recorded in any form that can be seen, read, or heard. In the article it is known that the company's documents are not only data, records, or information received by the company concerned. Furthermore, Article 12 paragraph (1) of the UUDP stipulates that company documents can be transferred to microfilm or other media. Meanwhile, Article 15 paragraph (1) of the UUDP stipulates that company documents that have been published in micro-film or other media as referred to in Article 12 paragraph (1) and/or their printouts are legal evidence. So documents from a company (including deed of establishment) produced using electronic means are legal evidence.

Article 15 paragraph (1) of the UUDP is in accordance with Article 5 paragraph (2) of the ITE Law which states that electronic information and/or electronic documents and/or their printed results are an extension of legal evidence in accordance with procedural law in force in Indonesia.

With the existence of Law No. 11 of 2008 the legal system of evidence adopted is currently developing towards open evidence, namely by incorporating modern evidence produced by scientific developments, such as electronic evidence (electronic evidence), including electronic data (electronic data), electronic files (electronic files), as well as all forms of computer systems that can be read (computer system readable form).

#### 4. Conclusion

Based on the descriptions in the previous chapters, it can be concluded that in order to establish a company, it is necessary to fulfill the requirements and procedures stipulated by the Company Law. The procedure for establishing a PT is the making of a Limited Liability Company Deed of Establishment, Ratification, Registration, Announcement of a Limited Liability Company. Since 2001, the legalization of the deed of establishment of PT has been carried out through information technology services for the legal entity administration system (SISMINBAKUM). Sisminbakum which was enforced based on the Decree of the Minister of Justice and Human Rights of the Republic of Indonesia No. M-01.HT.01.01. of 2000 concerning the Enforcement of the Legal Entity Administration System at the Directorate General of General Legal Administration, Ministry of Justice and Human Rights of the Republic of Indonesia, has been strengthened by Law Number 40 of 2007 concerning Limited Liability Companies as the legal basis so that in the process of establishing a PT there are no deviations. While the technical instructions for the implementation of the Sisminbakum are further regulated in the Regulation of the Minister of Law and Human Rights of the Republic of Indonesia Number M-01.HT.01.10 of 2007 concerning Procedures for Submitting Applications for Legal Entity and Approval of Amendments to the Articles of

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Association, Submission of Notification of Amendments to Articles of Association and Changes in Company Data .

Sisminbakum is a Legal Entity Administration System using an online system through the internet network in terms of the settlement of legal entities including requests for legalization of the deed of establishment of PT (Fian 1), and applications for approval (Fian 2), as well as submission of reports on the deed of amendment to the articles of association of PT (Fian 3).

The ratification of the deed of establishment through the sisminbakum provides considerable benefits to the Director General of AHU as well as to the notary. As for the advantages of the sisminbakum, namely the improvement of services to the community to be more effective and efficient, accurate, fast and transparent. Meanwhile, a common obstacle that is often experienced by users of this system is the length of loading. The application for legalization of the company's deed of establishment is submitted by a notary through the Sisminbakum by filling out the Model I Form I (FIAN I). Fian model I is a format for filling out a notary deed that functions in the case of the establishment of a Limited Liability Company to obtain approval from the Minister of Law and Human Rights.

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