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Norm Conflict in the Examination of Amendments to Articles of Association and Company Data within Legislation Hierarchy on Limited Liability Company

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ABSTRACT

The regulation of examinations concerning amendments to articles of association and changes to Company data through a ministerial-level implementing regulation raises concerns regarding legal certainty for limited liability companies. Law Number 40 of 2007 distinguishes between amendments requiring Ministerial Approval and amendments that merely require notification to the Minister. However, Article 13 of the Minister of Law Regulation Number 49 of 2025 subjects applications for amendments to articles of association and changes to Company data to an administrative examination within a maximum period of fourteen working days. This study analyzes whether the subject matter of the examination provision conforms to the legal construction governing approval, notification, registration, and announcement under Law Number 40 of 2007. This study employs normative legal research using a statute approach and a conceptual approach. The analysis applies prescriptive-qualitative reasoning through systematic interpretation, review based on the hierarchy of legislation, and a systematic comparison of the normative elements of the relevant provisions. The findings demonstrate that a uniformly imposed time-bound administrative examination may delay the legal consequences arising from receipt of a notification of amendments that do not require approval under the Law. This construction is inconsistent with the requirement that registration occur on the same date as the receipt of notification and creates uncertainty regarding the function of the announcement period prescribed by Article 30 section (2) of Law Number 40 of 2007. Furthermore, the notary's responsibility through an electronic statement in the Legal Entity Administration System limits the Ministry's examination to data conformity, document completeness, and registration consistency. This study concludes that Article 13 of the Minister of Law Regulation Number 49 of 2025 should be reconstructed so that a time-bound examination does not apply to applications concerning amendments that merely require notification to the Minister.

Keywords: *Administrative Examination; Hierarchy of Legislation; Limited Liability Company; Norm Conflict; Principle of Legality.*

INTRODUCTION

A limited liability company occupies an important position in business activities because its existence depends on the certainty of its legal identity, management organs, shareholder composition, address, and legal entity status. Company data provides the basis for internal parties, creditors, business partners, and third parties to assess the validity of civil-law acts performed by the Company. Changes to Company data are directly associated with orderly legal entity administration, which is necessary to ensure certainty in legal relationships arising from business activities (Lany, 2015). Accordingly, every amendment to the articles of association and every change to Company data must be registered through the official registration system administered by the Minister.

Orderly legal entity administration cannot be separated from the limits of governmental administrative authority. The exercise of governmental authority is governed by the principle of legality. Every governmental authority must originate from a legal norm and be exercised within the limits prescribed by that norm (Hadjon et al., 1993). Under administrative law, the authority of administrative officials to issue decrees, receive notifications, or register changes to Company data must remain within the scope of authority conferred by legislation (Hadjon, 1997).

Therefore, administrative procedures governing legal entity services for limited liability companies must comply with both formal and material legality to prevent an expansion of authority not granted by law (Susanto, 2020).

The Legal Entity Administration System is implemented through ministerial regulations that function as technical guidelines. Minister of Law Regulation Number 49 of 2025 is an implementing regulation governing the requirements and procedures for the establishment, amendment, and dissolution of limited liability companies. As an implementing regulation, it must comply with the principles of proper legislative drafting and remain subordinate to the regulatory framework established by law (Busthami, 2022). Consequently, the Minister's authority to regulate ratification, approval, receipt of notification, administrative examination, and the administration of Company data must remain within the limits established by Law Number 40 of 2007¹.

Implementing regulations within the legal system is subject to the hierarchy of legislation. The validity of a legal norm depends on the authority of the norm-making body and the norm's conformity with higher-level legislation (Kelsen, 2007). This hierarchical structure requires lower-level legislation to contain subject matter consistent with the type, function, and scope of authority prescribed by higher-level legislation (Indrati, 2020). Hierarchical relations among legislative instruments ensure that technical regulations do not deviate from, expand, or reduce the legal arrangements established by law.

The Indonesian legislative system further requires each type of regulation to contain subject matter appropriate to its regulatory function (Anggono, 2018). Although a ministerial regulation is recognized as a legally binding legislative instrument, its status and subject matter remain limited by the legal basis of the Minister's authority to issue it (Pratama et al., 2022). A ministerial regulation may not create new authority that is not prescribed by law or alter civil-law consequences already established by law (Huda, 2021). The administrative examination of Company amendments must therefore be assessed against the legal distinctions established by Law Number 40 of 2007, particularly the distinction between amendments requiring Ministerial Approval and amendments that merely require notification to the Minister.

Previous studies on limited liability companies have extensively examined legal certainty in Company establishment through the Legal Entity Administration System, the notary's role in preparing deeds, the status of the General Meeting of Shareholders, and orderly registration of Company data (Lany, 2015; Diantari, 2018; Fitri & Mahmudah, 2023). Separately, legal scholarship has examined the hierarchy of legislation, the limits of governmental authority, and the status of ministerial regulations within administrative law and legislative studies (Anggono, 2018; Susanto,

¹Law Number 5 of 1999, as amended by Law Number 6 of 2023 on Enactment of Government Regulation in Lieu of Law Number 2 of 2022 Into Law.

2020; Huda, 2021; Pratama et al., 2022). However, these studies have not specifically examined whether Article 13 of Minister of Law Regulation Number 49 of 2025 conforms to the legal construction governing amendments to articles of association and changes to Company data under Law Number 40 of 2007.

This research gap is significant because Article 13 of the Minister of Law Regulation Number 49 of 2025 subjects applications for amendments to articles of association and changes to Company data to a single administrative examination mechanism. By contrast, Law Number 40 of 2007 distinguishes among amendments requiring Ministerial Approval, amendments that merely require notification to the Minister, and changes to Company data that do not constitute amendments to the articles of association. These distinctions affect the time at which an amendment takes effect, its registration in the Company Register, and its announcement in the Supplement to the State Gazette of the Republic of Indonesia. Accordingly, the application of the same examination mechanism to several categories of applications must be assessed to determine whether it alters or delays the legal consequences of amendments that merely require notification to the Minister.

This study analyzes whether the subject matter governing the examination of applications under Minister of Law Regulation Number 49 of 2025 conforms to the legal construction governing amendments to articles of association and changes to Company data under Law Number 40 of 2007. The analysis addresses the relationship among the application examination procedure, Ministerial Approval, receipt of notification, registration in the Company Register, and announcement procedures. More specifically, the study explains the legal distinction between amendments that require approval and those that merely require notification. This distinction provides the basis for determining whether an administrative examination subject to a prescribed period may be applied uniformly to all applications for Company amendments. The study also considers the notary's responsibility within the Legal Entity Administration System as a supporting element in determining the limits of the Ministry's administrative examination. It thereby develops a normative argument concerning the limits of the subject matter of a ministerial regulation based on the principle of legality and the hierarchy of legislation.

METHOD

This study constitutes normative or doctrinal legal research because its objects of analysis are legal norms, the legal basis of authority, the scope of administrative examination, and the limits of the subject matter of an implementing regulation (Qamar & Rezah, 2020). It does not examine the Ministry's factual practices in processing applications for Company amendments. Instead, the analysis focuses on the normative relationship between Law Number 40 of 2007 and Minister of Law Regulation Number

49 of 2025. The statute approach is employed as the principal approach for examining whether the subject matter of the ministerial regulation conforms to the Law. The conceptual approach supports the analysis of the principle of legality, governmental authority, the hierarchy of legislation, legal entity administration, and the notary's position within the Legal Entity Administration System.

The legal materials employed in this study consist of primary and secondary legal materials (Sampara & Husen, 2016). The primary legal materials comprise Law Number 40 of 2007 and Minister of Law Regulation Number 49 of 2025. Their examination focuses on the provisions governing the approval of amendments to the articles of association, the receipt of notifications, registration in the Company Register, the announcement, and the examination of applications for amendments to the Company. Secondary legal materials provide the doctrinal basis for explaining governmental authority, the hierarchy of legislation, the limits of the subject matter of ministerial regulations, the Legal Entity Administration System, and the notary's responsibility.

The legal materials were collected through library research. The collection process involved legal source searches, comprehensive reading, identification of relevant provisions, and classification of norms according to their regulatory functions. The primary legal materials were classified into provisions concerning approval, notification, registration, announcement, and administrative examination. The secondary legal materials were classified according to their contribution to the theoretical framework, including the hierarchy of norms, the principle of legality, governmental authority, the status of ministerial regulations, and Company administration. This classification ensured that each source was used according to its academic function and not beyond the scope of its subject matter.

The study applies prescriptive-qualitative analysis (Irwansyah, 2020). Systematic interpretation is employed to examine the relationship among the relevant provisions of Law Number 40 of 2007 and Minister of Law Regulation Number 49 of 2025. Review based on the hierarchy of legislation is conducted by systematically comparing the normative elements in the relevant provisions. The review primarily compares the time-bound examination established by the ministerial regulation with the rules governing notification, registration, and announcement under the Law. The analysis also classifies legal acts into amendments to articles of association requiring Ministerial Approval, amendments to articles of association that merely require notification to the Minister, and changes to Company data that do not constitute amendments to articles of association. The entire analysis is governed by the principle that higher-level legislation prevails over lower-level legislation (*lex superior derogat legi inferiori*). This principle is applied to determine whether the subject matter of the ministerial regulation remains within the limits of authority established by law.

RESULTS AND DISCUSSION

A. Normative Construction of Approval, Notification, Registration, and Announcement of Company Amendments

A limited liability company is a legal entity whose existence depends on the certainty of its identity and Company data. These data include the Company's name and domicile, purposes and objectives, business activities, capital structure, composition of shareholders, members of the Board of Directors, members of the Board of Commissioners, address, dissolution, and termination of legal entity status. The accuracy of Company data is essential because internal parties, creditors, business partners, and third parties require legally valid and accountable information to assess the validity of Company actions ([Hariyadi, 2020](#)). Company law therefore regulates not only the internal relationships among Company organs but also the administrative system necessary to ensure the reliability of information about legal entities.

Amendments to articles of association and changes to Company data cannot be understood merely as technical administrative activities. These amendments and changes affect the Company's legal position, the authority of its organs, its ownership structure, and its legal relationships with other parties. Every alteration to the structure of Company organs or Company data must be processed through the appropriate legal mechanism to preserve certainty in civil-law relationships ([Utama & Yudiantara, 2025](#)). Company amendment administration thus serves as the mechanism by which civil-law acts are linked to registration in the Company Register.

Law Number 40 of 2007 distinguishes between amendments to articles of association that require Ministerial Approval and those that merely require notification to the Minister. Article 21 section (1) and section (2) of Law Number 40 of 2007 provide that certain amendments to articles of association must obtain Ministerial Approval. These amendments include changes to the Company's name or domicile, purposes and objectives and business activities, period of establishment, amount of authorized capital, reduction of issued and paid-up capital, and status from a private company to a public company or vice versa. These categories fall within the approval mechanism because their effectiveness requires a Ministerial Decree.

By contrast, Article 21 section (3) of Law Number 40 of 2007 provides that amendments to articles of association other than those specified in Article 21 section (2) merely require notification to the Minister. This construction confirms that not every amendment to the articles of association requires administrative approval. For amendments that merely require notification, the Ministry's authority cannot be equated with its authority over amendments requiring approval. The

Ministry is authorized to receive notifications and perform registration, but it is not authorized to assess the material truth of the parties' intentions, resolve share ownership disputes, or review the substantive validity of decisions adopted by Company organs (Bustari, 2025). This distinction is also consistent with the notary's position, which is limited to incorporating Company decisions into a deed without assuming the decision-making authority of the relevant Company organ (Fitri & Mahmudah, 2023; Sakti et al., 2025).

The legal consequences of amendments that merely require notification are prescribed by Article 23 section (2) of Law Number 40 of 2007. This provision stipulates that amendments to articles of association as referred to in Article 21 section (3) take effect on the date the Minister issues the Notification Receipt Letter for the amendment. Accordingly, the time at which an amendment takes effect is determined by the issuance of the Notification Receipt Letter rather than by an approval decree. This provision establishes a clear distinction between legal acts requiring approval and those that merely require notification. Within electronic administration, the Legal Entity Administration System serves as the means through which notifications are received and Company data are registered according to the categories of amendments prescribed by law (Windyani et al., 2023; Bachtiar et al., 2026).

Registration of Company data is further governed by Article 29 of Law Number 40 of 2007. Article 29 section (1) designates the Minister as the administrator of the Company Register. The Company Register contains the data prescribed by law concerning the Company's identity, deed of establishment, decree ratifying its legal entity status, amendments to articles of association, Ministerial Approval, receipt of notification, composition of shareholders, members of the Board of Directors, members of the Board of Commissioners, dissolution, and termination of legal entity status. The Company Register therefore serves as an official instrument to ensure the accessibility of information about the Company's status and data to interested parties.

Article 29 section (3) letter b and letter c of Law Number 40 of 2007 govern the timing of Company data registration. Company data must be entered in the Company Register on the same date as the receipt of notification concerning an amendment to the articles of association that does not require approval or the receipt of notification concerning a change to Company data that does not constitute an amendment to the articles of association. This provision establishes synchronization between the receipt of notification and registration. It demonstrates that the registration of Company data for amendments that merely require notification must remain directly connected to the receipt of notification. The administrative notification required after an internal Company act is therefore directly associated with orderly official registration (Sinaga & Maulisa, 2022).

The announcement of Company amendments is governed by Article 30 of Law Number 40 of 2007. Article 30 section (1) letter c provides that the Minister must announce a deed of amendment to the articles of association for which notification has been received in the Supplement to the State Gazette of the Republic of Indonesia. Article 30 section (2) provides that the announcement must be made no later than fourteen days after the issuance of the relevant Ministerial Decree for ratification or approval, or after receipt of notification for amendments that merely require notification. Thus, the fourteen-day period under Article 30 section (2) governs the announcement process rather than the examination of an application. This distinction is essential because the announcement provision cannot serve as a legal basis for imposing a fourteen-working-day examination period on an amendment that merely requires notification under the Law.

The legal construction governing approval, notification, registration, and announcement under Law Number 40 of 2007 establishes a clear distinction among administrative functions. Amendments requiring approval are processed through a Ministerial Decree, whereas amendments that merely require notification are processed through receipt of notification and registration. This distinction constitutes the principal normative standard for reviewing an implementing regulation governing the examination of Company amendment applications. Consequently, every technical regulation issued at the ministerial level must conform to the limits of authority and legal consequences established by law.

B. Administrative Examination of Amendments to Articles of Association and Company Data under Minister of Law Regulation Number 49 of 2025

Minister of Law Regulation Number 49 of 2025 provides technical guidelines governing the requirements and procedures for the establishment, amendment, and dissolution of limited liability companies. This study limits its analysis to the provisions governing amendments to articles of association and changes to Company data. This limitation is necessary because the initial establishment and dissolution involve legal constructs that differ from amendments to Company data or articles of association made after the Company has obtained legal entity status. Accordingly, Minister of Law Regulation Number 49 of 2025 is examined only insofar as it governs applications, examinations, and the issuance of Ministerial Decrees or Notification Receipt Letters concerning Company amendments.

Article 13 of the Minister of Law Regulation Number 49 of 2025 constitutes the principal provision examined in this study. Article 13 section (1) regulates the examination of applications for amendments to articles of association and changes to the data of capital-based companies. The provision places two objects of amendment within a single administrative examination mechanism. This integration is significant because Law Number 40 of 2007 distinguishes several categories of amendments with different legal consequences. Certain amendments

to articles of association require approval, other amendments merely require notification, and changes to Company data that do not constitute amendments to articles of association are registered upon receipt of notification. The examination established by the ministerial regulation must therefore be interpreted carefully to prevent the different legal consequences prescribed by the Law from being treated uniformly.

Article 13 section (3) of Minister of Law Regulation Number 49 of 2025 provides that the examination must be completed within a maximum period of fourteen working days from the date the application is received by the Minister. This provision establishes an administrative examination stage before the issuance of either a Ministerial Decree or a Notification Receipt Letter. On the one hand, an administrative examination may function to ensure data conformity, document completeness, and registration consistency. On the other hand, imposing the same examination period on all categories of applications creates a legal concern when applied to amendments that merely require notification under the Law. The concern arises because amendments requiring only notification produce legal consequences different from those requiring Ministerial Approval.

The object of examination under Article 13 must be interpreted as a formal-administrative examination rather than a substantive assessment of the material validity of the Company's legal acts. The examination concerns the conformity between the data entered in the electronic form and the deed of amendment, the minutes of the General Meeting of Shareholders, decisions adopted by shareholders outside the General Meeting of Shareholders, supporting documents, and the most recent data contained in the Legal Entity Administration System. The legally permissible scope of examination must therefore remain limited to data conformity, document completeness, and registration consistency within the system ([Hafiza, 2024](#)). It may not be expanded to determine the validity of the parties' intentions, adjudicate disputes regarding share ownership, or assess the material truth of decisions adopted by Company organs.

Before an application is examined by the Ministry, the Minister of Law Regulation Number 49 of 2025 assigns the notary an initial role in the administrative process. Article 10 section (2) to section (4) provides that the notary must complete the electronic amendment form and upload the copy of the deed of amendment and other supporting documents. These provisions demonstrate that an application for a Company amendment is not filed directly by a member of the public but through an official authorized to prepare deeds and administer the Company's legal documents. The notary's role thus connects the Company's internal legal act to its administrative registration by the Ministry.

Article 10 section (5) of Minister of Law Regulation Number 49 of 2025 provides that the notary must declare that the amendment form and uploaded

documents are complete and comply with legislation and must assume full responsibility for the uploaded documents. This electronic statement places initial responsibility on the notary for the document's completeness and conformity. Scholarship on the notary's role in the Legal Entity Administration System similarly emphasizes the notary's responsibility for data entry, document uploading, and the fulfillment of administrative requirements within Company procedures ([Diantari, 2018](#); [Nariswari & Landra, 2020](#); [Salim, 2020](#)). The notary's responsibility must therefore be considered when determining the limits of the Ministry's examination.

The notary's responsibility does not eliminate the Ministry's authority to conduct an administrative examination. It does, however, require the examination to remain within administrative limits. The Ministry's examination should ensure data conformity and document completeness, rather than reassessing the validity of a deed or a decision adopted by a Company organ. The notary bears formal responsibility for the submitted documents, while the Minister administers registration in the Company Register within the authority conferred by law ([Sari, 2018](#)). The central issue is therefore not the existence of an administrative examination but the imposition of a prescribed examination period that may delay the legal consequences of an amendment that merely requires notification to the Minister.

Minister of Law Regulation Number 49 of 2025 also prescribes the consequences of an application's failure to satisfy administrative requirements. Article 14 permits the application to be returned to the notary when the information entered is inconsistent or the required documents are incomplete. The required corrections are subject to a specified period, and failure to complete them may result in rejection. This return-and-rejection mechanism confirms that the Ministry possesses administrative authority over applications that do not satisfy formal requirements. Nevertheless, this authority must distinguish applications requiring approval from those that merely require notification because the two categories have different legal consequences under Law Number 40 of 2007 ([Juanito, 2024](#)).

Article 15 of the Minister of Law Regulation Number 49 of 2025 governs the issuance of an administrative instrument after the application has satisfied the examination requirements. The instrument may take the form of either a Ministerial Decree or a Notification Receipt Letter. This formulation indicates that the administrative examination may result in two distinct legal instruments. A Ministerial Decree applies to amendments requiring approval, whereas a Notification Receipt Letter applies to amendments that merely require notification. The integrated examination of all applications must therefore be examined critically because it places the Notification Receipt Letter within the same examination mechanism as the Ministerial Decree. A failure to distinguish

these two administrative instruments may create normative inconsistency with the legal construction established by Law Number 40 of 2007 (Sarah et al., 2022; Sastraatmaja et al., 2026).

Based on this construction, Article 13 of the Minister of Law Regulation Number 49 of 2025 cannot be interpreted merely as a technical provision without legal consequences. It affects processing time, the issuance of a Ministerial Decree or Notification Receipt Letter, and registration in the Legal Entity Administration System. An administrative examination remains consistent with orderly administration insofar as it is limited to data conformity, document completeness, and registration consistency. However, when a time-bound examination is applied uniformly to amendments that merely require notification, the provision may delay the legal consequences that arise upon receipt of notification as established by law. This concern provides the basis for the norm-conflict analysis in the following section.

C. Subject-Matter Conformity of Administrative Examination of Company Amendments within the Legislation Hierarchy

The norm conflict examined in this study arises from the different legal constructions established by Law Number 40 of 2007 and Minister of Law Regulation Number 49 of 2025. Law Number 40 of 2007 distinguishes among amendments requiring Ministerial Approval, amendments that merely require notification to the Minister, and changes to Company data that do not constitute amendments to articles of association. Article 13 of the Minister of Law Regulation Number 49 of 2025, by contrast, places applications for amendments to articles of association and changes to Company data within a single time-bound administrative examination mechanism. The legal issue does not concern the existence of administrative examination itself, but rather its uniform application without distinguishing among the legal consequences of each category of amendment.

The first normative comparison concerns the relationship between Article 13 section (3) of Minister of Law Regulation Number 49 of 2025 and Article 23 section (2) of Law Number 40 of 2007. Article 13 section (3) provides that an examination may be conducted within a maximum period of fourteen working days from the date the application is received by the Minister. Article 23 section (2), however, provides that an amendment to the articles of association that merely requires notification takes effect on the date the Minister issues the Notification Receipt Letter. When the fourteen-working-day examination is uniformly applied to applications that merely require notification, the examination may delay the issuance of the Notification Receipt Letter. Under these circumstances, the implementing regulation may delay the legal consequences attached to the notification mechanism by the Law, which serves as the basis for the amendment's effectiveness.

The second normative comparison concerns the relationship between Article 13 of Minister of Law Regulation Number 49 of 2025 and Article 29 section (3) letter b and letter c of Law Number 40 of 2007. Article 29 section (3) letter b and letter c provide that Company data must be entered in the Company Register on the same date as the receipt of notification concerning an amendment to articles of association that does not require approval or the receipt of notification concerning a change to Company data that does not constitute an amendment to articles of association. These provisions require synchronization between the receipt of the notification and the registration. A time-bound administrative examination conducted before the issuance of the Notification Receipt Letter may delay registration that should occur on the same date as the receipt of notification. Article 13 must therefore be limited to avoid altering the synchronization requirement established by the Law ([Bachtiar et al., 2026](#)).

The third normative comparison concerns Article 30 section (1) letter c and section (2) of Law Number 40 of 2007. Article 30 section (2) establishes a maximum fourteen-day period for announcement following either the issuance of a Ministerial Decree or the receipt of notification. The period, however, applies to the announcement stage and not to the examination of an application. Therefore, the fourteen-day period prescribed by Article 30 section (2) cannot provide the legal basis for imposing a fourteen-working-day examination before a Notification Receipt Letter is issued. The distinction between examination and announcement must be maintained so that an implementing regulation does not use the announcement period as the legal basis for examining an application.

The norm conflict becomes more apparent when Company amendments are classified according to the relevant legal acts. The first category concerns changes to the capital structure and share ownership. Article 15 section (1) letter e of Law Number 40 of 2007 governs provisions in the articles of association concerning the number and classifications of shares, the rights attached to shares, and their nominal value. Regarding transfers of rights over shares, Article 56 of Law Number 40 of 2007 provides that the transfer must be effected by deed of transfer of rights, registered by the Board of Directors in the register of shareholders or the special register, and notified to the Minister for registration in the Company Register. This legal construction demonstrates that a transfer of rights over shares occurs within the sphere of civil law and is followed by administrative notification. The Ministry does not possess the authority to approve the ownership transaction but receives the notification for data registration purposes.

The second category concerns changes to the composition of the Company's management organs. Article 15 section (1) letter h of Law Number 40 of 2007 governs the procedures for the appointment, replacement, and dismissal of members of the Board of Directors and Board of Commissioners as part of the

articles of association. Article 94 and Article 111 of Law Number 40 of 2007 place the appointment, replacement, and dismissal of members of the Board of Directors and Board of Commissioners within the authority of the General Meeting of Shareholders. After the relevant Company organ adopts its decision, the resulting administrative obligation is to notify the Minister so that the change can be entered in the Company Register. Administrative examination of a change in the composition of Company organs therefore cannot constitute a reassessment of the material validity of a decision adopted by the General Meeting of Shareholders.

The third category concerns Company restructuring through mergers and acquisitions. Article 129 and Article 131 of Law Number 40 of 2007 demonstrate that a merger or acquisition not accompanied by certain amendments to the articles of association merely requires notification to the Minister. A copy of the deed of merger or acquisition serves as the documentary basis for notification and registration. Accordingly, not every Company restructuring transaction requires Ministerial Approval. If all such transactions are subjected to the same time-bound administrative examination as applications requiring approval, the ministerial regulation may create uncertainty regarding the distinction among the categories of amendments established by the Law.

The notary's position within the Legal Entity Administration System further supports the need to limit the scope of the Ministry's examination. Article 10 of the Minister of Law Regulation Number 49 of 2025 requires the notary to complete the amendment form, upload a copy of the deed and supporting documents, and declare electronically that the documents are complete and conform to the applicable requirements. This responsibility demonstrates that the initial confirmation of a document's completeness has been assigned to the notary, a public official exercising authority under legislation. The Ministry's examination should therefore not exceed the scope of a formal-administrative examination. An examination that expands into a substantive assessment of deeds, the parties' intentions, or the validity of decisions adopted by Company organs has no legal basis under the relevant construction of administrative authority ([Lany, 2015](#); [Pratama et al., 2024](#)).

The validity of the subject matter of a ministerial regulation must be reviewed within the hierarchy of norms. [Kelsen \(2007\)](#) argues that the binding force of a norm depends on its conformity with a higher-level norm. [Indrati \(2020\)](#) similarly emphasizes that an implementing regulation must remain within the type, function, and limits of subject matter authorized by higher-level legislation. In the present context, Minister of Law Regulation Number 49 of 2025 functions as a technical guideline. It may therefore not deviate from the principal legal arrangements governing approval, notification, registration, and announcement established by Law Number 40 of 2007.

The principle of legality also limits the Ministry's exercise of administrative authority. [Hadjon et al. \(1993\)](#) identify the principle of legality as requiring governmental action to possess a legal basis and remain within legally prescribed limits. [Hadjon \(1997\)](#) further explains that governmental authority encompasses only actions authorized by legal norms and cannot be derived solely from an administrative official's discretion. [Susanto \(2020\)](#) demonstrates that limits on governmental authority concern not only the substance of a decree but also the manner and timing of its exercise. Accordingly, a time-bound administrative examination applied to notification-based applications must be assessed to determine whether it remains within the scope of technical implementation or instead alters the legal consequences established by law.

Under the principle that higher-level legislation prevails over lower-level legislation (*lex superior derogat legi inferiori*), a ministerial regulation cannot be applied when its subject matter conflicts with a law. The hierarchy of legislation must be enforced to prevent an implementing regulation from expanding its technical implementation function into authority to alter the principal legal arrangements established by law ([Anggono, 2018](#)). [Pratama et al. \(2022\)](#) affirm that a ministerial regulation possesses binding force as a central-level regulation but may not deviate from statutory provisions. [Huda \(2021\)](#) similarly places ministerial regulations within the limits of delegated normative authority and rejects the imposition of legal obligations not established by law. Therefore, the administrative examination under Article 13 must be interpreted restrictively so as not to alter the legal consequences of amendments that merely require notification to the Minister.

Based on these normative comparisons, Article 13 of the Minister of Law Regulation Number 49 of 2025 should be revised so that it does not apply uniformly to all categories of Company amendment applications. Administrative examination may be retained insofar as it concerns data conformity, document completeness, and registration consistency. For applications concerning amendments that merely require notification to the Minister, however, the examination may not delay the issuance of a Notification Receipt Letter or registration on the same date as required by Law Number 40 of 2007. Accordingly, the study concludes that the subject matter of Article 13 of the Minister of Law Regulation Number 49 of 2025 does not fully conform to Law Number 40 of 2007 when the fourteen-working-day examination is applied without exception to applications that merely require notification to the Minister.

CONCLUSIONS AND SUGGESTIONS

Article 13 of the Minister of Law Regulation Number 49 of 2025 raises a subject-matter conformity issue when the maximum fourteen-working-day administrative

examination is uniformly applied to amendments to articles of association and changes to Company data. Law Number 40 of 2007 distinguishes amendments requiring Ministerial Approval from amendments that merely require notification to the Minister. This distinction affects the issuance of a Notification Receipt Letter, registration in the Company Register on the same date as the receipt of notification, and announcement in the Supplement to the State Gazette of the Republic of Indonesia. The fourteen-day period under Article 30 section (2) of Law Number 40 of 2007 governs the announcement rather than the examination of an application. Therefore, the examination period prescribed by the ministerial regulation may not be used to alter the legal consequences of amendments that merely require notification to the Minister.

The notary's responsibility within the Legal Entity Administration System also confirms the need to limit the scope of the Ministry's examination. The notary's electronic statement concerning the completeness and conformity of documents does not eliminate the Ministry's administrative examination authority. It does, however, require the examination to remain formal and administrative. The Ministry's examination should be limited to data conformity, document completeness, and registration consistency rather than the material validity of a deed, the parties' intentions, decisions adopted by Company organs, or disputes concerning share ownership. The subject matter of Article 13 of the Minister of Law Regulation Number 49 of 2025 must therefore align with the principles of legality, the hierarchy of legislation, and the limits of authority established by Law Number 40 of 2007.

The regulatory authority should reconstruct the examination mechanism for amendments to articles of association and changes to Company data by clearly distinguishing applications requiring Ministerial Approval from those that merely require notification to the Minister. A time-bound examination may continue to apply to applications requiring a Ministerial Decree, provided that it remains within the authority granted by law. By contrast, applications concerning amendments that merely require notification to the Minister should be exempted from a time-bound examination that may delay the issuance of a Notification Receipt Letter and the registration of Company data. The technical regulation should also expressly limit the Ministry's examination to data conformity, document completeness, and system consistency without extending to the material validity of the Company's legal acts.

Aligning Minister of Law Regulation Number 49 of 2025 with Law Number 40 of 2007 would strengthen legal certainty for limited liability companies and preserve the proportional exercise of governmental administrative authority. A clear distinction among administrative examination, receipt of notification, registration, and announcement would prevent the Ministry from exercising authority beyond the legal basis provided by law. Orderly legal entity administration ultimately depends not only on complete electronic procedures within the Legal Entity Administration

System but also on the conformity of implementing regulations with their subject-matter limits and the hierarchy of legislation.

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