

Adaptation of the Notary Profession in Substantive Examination of Changes in the Structure of Limited Liability Companies

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Abstract. *This study aims to analyze the adaptation of the Notary profession in facing technology-based legal administration, particularly in the substantive examination of changes in the structure of Limited Liability Companies. The study uses normative legal methods with statutory, conceptual, and analytical approaches. Primary legal materials are in the form of laws and regulations, while secondary legal materials are in the form of books, doctrines, and scientific journals. The results of the study indicate that changes in the structure of Limited Liability Companies place Notaries as a crucial link between the will of the parties, authentic deeds, and the administration of the legal entity. The Online AHU system improves the efficiency and transparency of services, but has not completely eliminated the problem of the boundaries between administrative and substantive examinations. The burden of verifying data accuracy in practice remains very high for Notaries. This condition demands multidimensional adaptation in the form of increasing technological competence, strengthening due diligence, implementing know-your-client, strengthening professional ethics, audit documentation, and legal risk management. This study emphasizes the need for harmonization between Notary authorities and digital administrative mechanisms so that technological efficiency does not reduce legal certainty and protection for Notaries or parties.*

Keywords; *Company; Diligence; Examination; Liability; Structural.*

1. Introduction

The world of notaries is undergoing fundamental changes with the integration of information technology into legal administration. Notaries no longer deal solely with physical documents and conventional procedures, but also with electronic systems that connect deeds, company data, and government services. While the notary's position as a public official remains focused on providing legal certainty through authentic deeds, the methods for conveying and administering data are undergoing transformation. These changes require the notary profession to

uphold the principle of prudence while mastering the technology that is part of the legal service process.¹

A Limited Liability Company (LLC) is a form of business entity that requires certainty regarding its status, organs, capital, shareholders, and articles of association. Any changes affecting this structure have consequences for the company's internal relationships and its standing with third parties. Therefore, changes to the company's structure should not be viewed simply as administrative changes, but rather as legal actions that must be supported by a valid decision, outlined in an appropriate deed, and communicated through the legal entity's administrative mechanisms.

The digitalization of services through AHU Online essentially offers benefits in the form of accelerated service delivery, transparency, and ease of access. The official AHU service currently includes Limited Liability Companies as one of its business entity services and provides a mechanism for amendments through a notary's application to the Minister, including the submission of amendment deeds and beneficial owner data.² Thus, technology functions as an administrative tool that accelerates the relationship between Notaries and the government, not as a substitute for the legal function of Notaries.

Problems arise when there is a discrepancy between the administrative audit within the system and the substantive truth of the legal act that forms the basis for the company's change. This thesis demonstrates a gap between the formal audit conducted by the AHU system and the burden of substantive audit, which in practice is placed on Notaries. This situation is crucial because the public may perceive administrative products, such as approval or receipt of notification, as comprehensive legitimacy, even though the system audit is not identical to the audit of all material truth.³

Changes to the structure of a Limited Liability Company may involve changes to the composition of the Board of Directors, Board of Commissioners, shareholder composition, capital, or articles of association. In this context, a Notary must ensure that the parties' intentions are legally based, that the GMS resolutions comply with the provisions, that the parties' identities and capacities are correct, and that the data entered into the system conforms to the deed. This obligation

¹Habib Adjie, 2015, *Indonesian Notary Law: Thematic Interpretation of the Notary Law*, Bandung: Refika Aditama, pp. 23–25.

²Directorate General of General Legal Administration, "Limited Liability Companies," AHU Online Services, information regarding applications for changes to articles of association and company data.

³Bismar Nasution, 2012, "Legal Certainty in Amendments to the Articles of Association of Limited Liability Companies," *IUS QUIA IUSTUM Law Journal*, Vol. 19 No. 3 pp. 414–416.

makes a Notary function as the first filter or gatekeeper before data is received into the legal entity's administration system.⁴

This issue demonstrates the need to clearly differentiate between the functions of administrative technology and the functions of legal examination. Digital systems can perform validation based on specified parameters, but system validation does not automatically prove the truth of every fact provided by the parties. Conversely, notaries cannot delegate all verification functions to systems because the obligation to act with integrity, honesty, thoroughness, independence, and impartiality remains inherent.

The Limited Liability Company Law stipulates the obligation to approve or notify the Minister of certain changes. However, as analyzed in this thesis, this norm does not provide detailed boundaries regarding the scope of substantive examinations conducted through the legal entity administration or the division of responsibility if defects in the basis for the changes are subsequently discovered. This ambiguity can create uncertainty regarding the legal weight of the administrative product and the position of the Notary in the event of a dispute after the changes are accepted by the system.

Previous research on online Limited Liability Company registration indicates that notaries continue to play a crucial role in data entry and are responsible for the accuracy of the data entered. Other research also indicates that while digitizing legal entity registration aims to increase efficiency, it still presents challenges that notaries must address. These findings reinforce the need to view professional adaptation not simply as the ability to use applications, but also as changes in work standards, audit documentation, and risk management.⁵

Based on the gap between the demands of digital legal administration and the substantive responsibilities of Notaries, this research is crucial to formulate a professional adaptation that can maintain the quality of legal examinations while utilizing technological efficiency. This study aims to analyze the adaptation of the Notary profession in substantive examinations of changes to the structure of Limited Liability Companies through technology-based legal administration.

2. Research Methods

This research is normative legal research, or doctrinal legal research, that positions law as a norm and principle within a positive legal system. The research is descriptive-analytical in nature, describing regulations regarding changes to the structure of Limited Liability Companies and technology-based legal

⁴Erina Permatasari and Lathifah Hanim, 2017, "The Role and Responsibilities of Notaries in the Implementation of Limited Liability Company Legal Entity Registration through an Online System," *Jurnal Akta*, Vol. 4 No. 3 pp. 401–406.

⁵Reza Mulya Arum, 2024, "Legal Study of the Establishment of Limited Liability Companies through the Online General Legal Administration System (AHU)," *Kabillah*, Vol. 8 No. 2

administration, then analyzing issues of authority, responsibility, and adaptation of the notary profession.⁶ The approaches used include a statutory approach, a conceptual approach, and an analytical approach. The statutory approach is used to examine provisions regarding the position of notary, limited liability companies, and legal entity administration mechanisms. The conceptual approach is used to examine the concepts of authority, responsibility, substantive examination, legal certainty, and professional adaptation. The analytical approach is used to connect norms with legal problems that arise in the use of the AHU Online system. The primary legal materials consist of the Notary Law and regulations concerning Limited Liability Companies and their implementing regulations. Secondary legal materials include books, doctrines, and journal articles discussing notaries, Limited Liability Companies, the digitalization of legal administration, and notary responsibilities. The analysis was conducted qualitatively and prescriptively, linking legal provisions and theoretical concepts to formulate adaptations that can strengthen legal certainty.

3. Results and Discussion

3.1. Changes to the Structure of a Limited Liability Company as a Legal Act

Changes to the structure of a Limited Liability Company must be understood as changes to the essential elements that define the company's identity and governance. This structure relates to, among other things, the company's organs, shareholders, capital, and the provisions of the articles of association. Changes to these elements can alter who is authorized to represent the company, how ownership is structured, and how corporate decisions are made.

The legal framework for a Limited Liability Company (LLC) establishes legitimacy through two layers. First, internal legitimacy stems from decisions by company organs, particularly the General Meeting of Shareholders (GMS), regarding changes within its jurisdiction. Second, external legitimacy relates to approval or notification to the Minister, depending on the type of change. Therefore, the administrative process through the AHU (Limited Liability Company) does not stand alone but rather is a continuation of legal actions already undertaken within the company.

At this stage, the notary public holds a strategic position. The notary must ensure that the deed reflects the decisions actually made by the company's organs and that the procedures preceding it comply with the law. Therefore, the deed is not simply a document required to meet system requirements, but rather an evidentiary instrument that authenticates the legal actions of the parties.

This view aligns with research on the role and responsibilities of notaries in online legal entity registration, which indicates that data entered into the system must

⁶Peter Mahmud Marzuki, 2017, *Legal Research* (Jakarta: Kencana Prenada Media Group, pp. 35–37.

comply with the resolutions of the General Meeting of Shareholders (GMS) as outlined in the deed. Input errors during the registration stage can require corrective action and result in liability for notaries.⁷

3.2. Limits of Administrative Examination and Substantive Examination

Administrative audits primarily address completeness, format conformity, and compliance with system-verifiable requirements. Substantive audits differ in that they address the material validity of legal acts. In corporate structural changes, substantive audits may include the validity of GMS decisions, the authority of the decision-makers, the identity and capacity of the parties, and the consistency between legal facts, supporting documents, and submitted data.

Official AHU information indicates that amendments to the articles of association are submitted through a notary to the minister and supported by a deed of amendment and specific data. The system guide also indicates that the electronic process requires the notary to enter various company data and upload documents. This demonstrates that technology plays a role as a service channel and administrative validation, while the quality of material accuracy remains dependent on the legal process undertaken before the data is entered.⁸

Legal certainty issues arise when the public interprets approval or receipt of notification as proof that the entire contents of the change have been substantively reviewed by the government. From the perspective of the theory of authority, every administrative action must have a clear basis for authority. Therefore, the line between administrative review by government bodies and substantive review conducted by a notary public must be understood proportionally.⁹

Research on the registration of amendments to articles of association through AHU Online shows that notaries play a role in entering data according to the notarized GMS minutes and checking the data to avoid errors. This research reinforces the view that the online system does not eliminate notaries' professional responsibilities, but rather alters their responsibilities, as errors can occur during the digital input stage.¹⁰

⁷Erina Permatasari and Lathifah Hanim, Loc-Cit., pp. 401–406.

⁸Directorate General of General Legal Administration, "Limited Liability Companies," and the AHU Online Guide, Limited Liability Company Change Service Section.

⁹Philipus M. Hadjon, 2011, Introduction to Indonesian Administrative Law, Yogyakarta: Gadjah Mada University Press, pp. 73–79.

¹⁰Fenny Yulianingsih and Dedi Dedi, "The Role and Responsibilities of Notaries in Registering Amendments to a Company's Articles of Association on the AHU Online System." Jurnal Pena Hukum.

3.3. Notaries as the First Filter in Digital Legal Administration

Notaries in the AHU Online ecosystem can be positioned as the first filter between the parties' legal facts and the legal entity's administrative database. This position does not imply that notaries are taking over government authority, but rather emphasizes that data entering the system must first undergo a professional review process. This thesis demonstrates that notaries not only create deeds but also play a crucial role in determining the quality of the electronic data submitted.

As a first line of defense, notaries need to establish verifiable audit procedures. Audits should not stop at identity verification, but should also include tracing the basis for authority, examining company documents, verifying the suitability of decisions made by organs, and verifying the consistency of old and new data. For changes in shareholders, for example, notaries need to consider the basis for the transfer of rights and its consequences for the shareholder register. For changes in directors or commissioners, the basis for appointment, dismissal, and the authority of the decision-making body must be ascertained.

This role makes inspection documentation crucial. In the event of a dispute, evidence that a notary has conducted a thorough inspection can demonstrate the professional standards applied. Therefore, digital adaptation should produce an electronic due diligence file containing supporting documents, verification results, important communications, and evidence that the data entered into the AHU has been compared with legal sources.

The preventive role of a notary is also consistent with the nature of his or her position as a public official. The Notary Law positions notaries as officials who provide legal services and produce authentic evidence. Digitalization doesn't change that nature; it changes the way administrative work is performed.

3.4. Forms of Adaptation of the Notary Profession

1) Strengthening Technological Competence

The first adaptation is technological competence. Notaries need to understand the AHU system flow, the types of data required, the documents required to be uploaded, the correction mechanisms, and account security risks. This competence is not merely technical, as errors in the digital stage can have legal implications for company data.

Digital transformation also requires notaries to understand that systems can have limitations. Electronic templates cannot always reflect the full complexity of legal acts. Therefore, notaries must be able to distinguish between what is validated by the system and what remains to be verified professionally.

2) Increased Due Diligence and Know Your Client

Due diligence should become a more structured standard of work. The examination can be conducted through a checklist that at a minimum covers the identity and authority of the parties, the founding documents and previous amendments, GMS resolutions, shareholder structure, company organs, capital, and data to be entered into the AHU. For high-risk transactions, notaries need to expand their examinations according to the nature of the legal act.

The "know your client" principle is also crucial to prevent the notary from using their position as a means of entering false data. Identification of parties is not merely an administrative process; it must be accompanied by an understanding of the capacity and purpose of the legal action being requested. This step is a form of preventive prudence.

Strengthening due diligence also provides protection for notaries. In the event of a dispute, notaries have a track record of conducting the examination according to standards. Therefore, adapting the profession not only expedites service delivery but also reduces the risk of legal liability.

3) Strengthening Ethics and Independence

Pressure to complete services quickly can be a risk of digitalization. A fast system can create an expectation that all processes must be completed immediately. In such circumstances, notaries must maintain their independence and not sacrifice legal examinations to meet client time demands.

Professional ethics serve as a safeguard when there is a conflict between the importance of speedy service and the obligation to exercise due care. Notaries must be willing to delay applications if documents are incomplete or if there is doubt about the party's authority. Such actions are not an act of inefficiency, but rather part of the office's preventive function.

Literature on the binding force of notarial deeds emphasizes the importance of understanding the deed's function as a means of proof. Therefore, the quality of the inspection before the deed and electronic data are submitted must be maintained to ensure that digital transformation does not diminish trust in notarial products.¹¹

4) Legal Risk and Cyber Risk Management

Digitalization expands the types of risks that notaries must manage. In addition to the risk of legal errors, there are risks of input errors, data loss, credential misuse, unauthorized data changes, and system disruptions. Therefore, notary offices need to have standard operating procedures (SOPs) regarding account use, filing

¹¹Christin Sasauw, 2015, "Juridical Review of the Binding Power of a Notarial Deed," *Lex Privatum*, Vol. III No. 1, p. 100.

evidence storage, electronic document management, data backup, and employee access restrictions.

Risk management must also distinguish between system failure and professional negligence. If the system experiences a disruption, the notary must retain evidence of the disruption and proof that the application was submitted or processed. Conversely, if the error stems from data entered without adequate verification, the risk cannot be transferred to the system.

Strengthening the audit trail is crucial. An AHU system with a comprehensive audit trail will help determine who performed an action, when it was performed, and what changes occurred. This not only improves security but also supports legal certainty in the event of a dispute.

3.5. Legal Implications for Notary Responsibilities

A notary's legal responsibility is a consequence of his or her official authority. This thesis discusses this responsibility in administrative, civil, and criminal terms. These three responsibilities do not arise automatically simply because of a problem with company data; responsibility must be linked to actions, errors, breached obligations, and a causal relationship, in accordance with the applicable legal regime.

The issue becomes more complicated when changes have been accepted by the AHU system, but then disputes arise regarding their material accuracy. In such circumstances, administrative acceptance should not be interpreted as automatically absolving the notary of professional responsibility. Conversely, such acceptance should not be interpreted as proof that all material has been reviewed by the government.

The theory of legal responsibility helps assign the burden of accountability based on the actions of each subject. Notaries are responsible for carrying out their professional obligations, while administrative bodies are responsible for government actions within the limits of their legally granted authority. This division requires clearer norms and mechanisms to prevent the entire risk from shifting to notaries.

Research on notary responsibilities in online registration shows that data entry errors can result in mandatory corrections. This study suggests that the digital phase should be treated as part of a professional workload, not as administrative work separate from job responsibilities.¹²

3.6. Legal Certainty and the Need for Harmonization

The theory of legal certainty requires clear and predictable norms. In the context of changes to the structure of a Limited Liability Company, legal certainty requires

¹²Erina Permatasari and Lathifah Hanim, Loc. cit.

clarity regarding the type of change, the obligation to approve or notify, the scope of the audit, and the legal consequences of accepting or rejecting the system. When these boundaries are blurred, it is difficult for Notaries and the parties to predict the legal consequences of an action.

The Limited Liability Company Law is the primary basis for regulating changes to a company's articles of association and data. The Supreme Audit Agency (BPK) regulatory database notes that Law 40 of 2007 has been amended, including through Law 6 of 2023. Therefore, every notarial article and practice must consider the legal status of the regulations in effect at the time the action is taken.

Harmonization does not mean making the government the auditor of all deeds. Harmonization is necessary to establish clear boundaries: what the system verifies, what the notary's obligations are, what the parties' authority is, and how system errors or disruptions can be proven. This division allows for technological efficiency without compromising the principle of prudence.

Recommendations that can be formulated include strengthening notary standard operating procedures (SOPs), developing cross-institutional data validation, improving audit trails, providing notification to stakeholders, and enhancing system security. These recommendations align with the thesis findings, which emphasize the need for multidimensional adaptation and strengthening legal protection.

3.7. The Ideal Model for Adapting the Notary Profession

The adaptation model for the notary profession in digital legal administration can be built through five layers. The first layer is legal verification, which examines the basis for the authority and validity of legal acts. The second layer is documentary verification, which examines supporting documents. The third layer is data verification, which matches the deed data with the data to be entered into the system. The fourth layer is digital submission control, which controls the submission process and storage of electronic evidence. The fifth layer is risk monitoring, which monitors post-submission to ensure there are no outstanding issues.

This model demonstrates that technology should be positioned as a tool, not as the sole arbiter of legal truth. Notaries remain professionals who assess facts and norms. The AHU system serves as a means of state administration that provides efficiency and standardization, while legal certainty is achieved through a combination of clear norms, professional audits, and auditable digital systems.

Adaptation must also occur at the office organizational level. Notaries need a clear division of duties between legal audits and administrative input, but final responsibility for submitted data must remain with the notary, in accordance with applicable regulations. Every employee action related to AHU data should have multiple layers of control and verification.

Ultimately, the success of digitalization is measured not only by the speed of issuing approvals or receiving notifications. A more important measure is whether the system can produce legal entity data that is accurate, traceable, secure, and provides certainty for the company and third parties. From this perspective, the adaptation of the notary profession is part of a broader digital legal governance framework.

4. Conclusion

Conclusion. Adapting the notary profession to substantive audits of changes to the structure of a Limited Liability Company is a necessity arising from changes in the way legal administration is conducted through electronic systems. Notaries continue to play a crucial role in ensuring the validity and accuracy of legal acts outlined in deeds, while the AHU serves as a government administrative tool for submitting and recording changes. The gap between administrative validation and substantive audits places notaries in a strategic yet vulnerable position. Therefore, adaptation must be realized through increased technological competence, due diligence, know-your-client skills, ethics, audit documentation, and risk management. **Recommendation.** Harmonization of regulations and legal entity administrative practices is needed to clarify the boundaries of authority and responsibility of Notaries and the administration of the AHU (Authorized Legal Entity Administration). Notaries need to develop standard operating procedures (SOPs) for digital audits and submissions, maintain electronic records, and continuously update their technological competencies. The government needs to develop cross-agency data validation, audit trails, notifications, and system security so that digitalization not only accelerates services but also increases legal certainty and protection for all parties.

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