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Digitalization of Corporate Administration and the Limits of Ministerial Authority: A Normative Hierarchy Perspective

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Original Article

Abstract

The digitalization of legal entity administration through the Legal Entity Administration System (Sistem Administrasi Badan Hukum or SABH) has facilitated substantive reviews of amendments to Limited Liability Company (LLC) corporate data. However, this development raises questions regarding the scope of the Ministry of Law's authority and its consistency with the Limited Liability Company Law. This study examines the Minister's authority in processing amendments to corporate data and analyzes the normative relationship between Minister of Law Regulation No. 49 of 2025 and Law No. 40 of 2007 on Limited Liability Companies. This study employs a normative legal research method using statutory, conceptual, and analytical approaches. The legal materials are analyzed qualitatively through grammatical, systematic, and teleological interpretation. The findings demonstrate that although substantive reviews may be justified as a mechanism of administrative oversight, their implementation must remain within the scope of authority conferred by statute. Minister of Law Regulation No. 49 of 2025 must therefore conform to the hierarchy of legal norms and the principle of legality to safeguard legal certainty, protect shareholders' rights, and ensure orderly corporate administration.

Keywords: *Limited Liability Company, Ministerial Authority, Substantive Review, Legal Certainty*

Abstrak

Digitalisasi administrasi badan hukum melalui Sistem Administrasi Badan Hukum (SABH) mendorong penerapan pemeriksaan substantif terhadap perubahan data Perseroan Terbatas, tetapi menimbulkan persoalan mengenai batas kewenangan Kementerian Hukum dan kesesuaiannya dengan Undang-Undang Perseroan Terbatas. Penelitian ini bertujuan menganalisis kewenangan Menteri dalam memproses perubahan data perseroan serta hubungan normatif Peraturan Menteri Hukum Nomor 49 Tahun 2025 dengan Undang-Undang Nomor 40 Tahun 2007. Penelitian menggunakan metode hukum normatif dengan pendekatan perundang-undangan, konseptual, dan analitis. Bahan hukum dianalisis secara kualitatif melalui interpretasi gramatikal, sistematis, dan teleologis. Hasil penelitian menunjukkan bahwa pemeriksaan substantif dapat dibenarkan sebagai pengendalian administratif, tetapi tidak boleh melampaui kewenangan yang diberikan undang-undang. Permenkum 49/2025 harus tunduk pada hierarki norma dan prinsip legalitas guna menjamin kepastian hukum, perlindungan pemegang saham, serta tertib administrasi perseroan.

Kata kunci: *Perseroan Terbatas, Kewenangan Menteri, Pemeriksaan Substantif, Kepastian Hukum*

1. INTRODUCTION

A Perseroan Terbatas (PT), or limited liability company (LLC), is a legal business entity that plays a significant role in economic activity by facilitating capital accumulation, the allocation of business risks, and the separation of corporate assets from the personal assets of shareholders. Pursuant to Article 1(1) of Law No. 40 of 2007 on Limited Liability Companies (hereinafter the "Company Law"), a limited liability company is a legal entity established pursuant to an agreement, engaged in business activities, and having authorized capital divided entirely into shares, in accordance with the requirements prescribed by applicable laws and regulations. Harahap argues that the defining characteristic of a limited liability company lies in its organizational structure as a capital-based association established through an agreement and recognized as a legal entity.[1] This characteristic demonstrates that a company's legal existence depends not only on the mutual consent of its founders but also on compliance with statutory requirements that confer legal legitimacy on its corporate status and business activities.

Changes in business operations may necessitate amendments to a company's articles of association and updates to its corporate administrative records. Such changes may include modifications to the company's purposes and objectives, capital structure, composition of the board of directors and board of commissioners, and shareholder structure.[2] The Company Law distinguishes between amendments to the articles of association that require approval from the Minister of Law and other corporate changes that are subject only to notification to the Minister for registration in the legal entity administration system. This distinction reflects the different legal characteristics of state administrative actions, ranging from the formal approval of amendments to the acknowledgment and recording of notifications concerning changes in corporate data. These administrative mechanisms should not be regarded merely as technical procedures; rather, they constitute legal instruments for ensuring legal certainty, protecting shareholders' rights, and maintaining the orderly administration of legal entities.

The development of corporate administration through the Legal Entity Administration System (Sistem Administrasi Badan Hukum or SABH) has accelerated the digitalization of corporate legal services. Nevertheless, the implementation of substantive reviews by the Directorate General of General Legal Administration (Direktorat Jenderal Administrasi Hukum Umum or Ditjen AHU) raises questions about the limits of state administrative authority, particularly in relation to changes in corporate data that, under the applicable legal framework, are subject only to

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1 Yahya Harahap, *Hukum Perseroan Terbatas* (Sinar Grafika, 2021).

2 Julia Fitri Yani et al., "Akibat Hukum Terhadap Perseroan Terbatas Atas Akta Perubahan Anggaran Dasar Yang Tidak Dilaporkan Pada Kementerian Hukum Dan HAM RI," *Jurnal Hukum, Politik Dan Ilmu Sosial* 1, no. 4 (2022): 147–68, https://doi.org/10.55606/jhpis.v1i4.716.

notification. In principle, substantive reviews are intended to ensure that corporate documents and data comply with applicable legal requirements.[3] However, a distinction must be drawn between administrative verification, which concerns the completeness and consistency of submitted documents, and substantive assessment, which may extend to examining the legal validity of corporate actions.

This issue has become increasingly significant following the enactment of Minister of Law Regulation No. 49 of 2025 on the Requirements and Procedures for the Establishment, Amendment, and Dissolution of Limited Liability Companies (hereinafter "Minister of Law Regulation No. 49/2025"). The implementation of this regulation warrants an examination of its conformity with the legal framework established under the Company Law, particularly with respect to the Minister's authority to process amendments to corporate data. The central issue, therefore, concerns not merely the effectiveness of substantive reviews as an administrative mechanism but, more fundamentally, the normative legitimacy of such authority within the hierarchy of laws and regulations.

Academic discussions on the administration of legal entities and the government's authority to manage corporate data have evolved alongside the digitalization of public legal services. In their study of the transformation of legal administration through the AHU system, Trisno et al. examine the consistency of substantive review policies concerning amendments to corporate data with the Company Law. Although substantive reviews may be understood as an administrative quality-control mechanism intended to maintain the validity and integrity of legal entity data, their implementation also indicates a shift from administrative registration toward substantive regulatory oversight. Such a shift may have implications for the duration of administrative processing and create legal uncertainty regarding the status of directors, commissioners, and shareholders.[4]

Consistent with the focus of this study, Malicha examines the shift in the verification mechanism for amendments to corporate data from a "trust-based" to a "risk-based" approach, as introduced under Minister of Law and Human Rights Regulation No. 49 of 2025 (hereinafter "Minister of Law Regulation No. 49/2025"). The study argues that verifying the consistency of corporate data with supporting documents can strengthen notaries' duty of care and the framework for preventive legal protection. It further emphasizes that administrative review should not extend to determining the legal validity of a notarial deed. These findings underscore the importance of clearly delineating the scope of authority exercised by the Directorate

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[3] Alexandra Kyra Trisno et al., "Implikasi Yuridis Verifikasi Substantif Dalam System AHU Terhadap Keefektifan Perubahan Data Perseroan Terbatas," *Jurnal Ilmu Hukum Sui Generis* 5, no. 4 (2025): 1–9.

[4] Trisno et al., "Implikasi Yuridis Verifikasi Substantif Dalam System AHU Terhadap Keefektifan Perubahan Data Perseroan Terbatas."

General of General Legal Administration (Direktorat Jenderal Administrasi Hukum Umum or Ditjen AHU) in conducting substantive reviews.[5]

Earlier, Aliandu examined the role of the Legal Entity Administration System (SABH) as an instrument of state supervision over corporations. The study identified limitations in an electronic service model that relies exclusively on automated processes without adequate manual oversight, particularly in ensuring legal certainty when unlawful acts occur.[6] Meanwhile, Suar et al. investigated the importance of updating corporate data, including the disclosure of beneficial ownership information, and the administrative consequences of noncompliance.[7] These studies demonstrate that the integrity of corporate data is fundamental to transparency, accountability, and the sustainability of business operations.

Other studies have focused on notaries' responsibilities in ensuring the legal validity of corporate actions. Nelwan et al. examine notaries' responsibilities concerning the disclosure of beneficial ownership information,[8] whereas Rizky et al. analyze notarial liability in relation to deeds challenged in disputes arising from noncompliance with the requirements governing General Meetings of Shareholders (GMS).[9] Both studies emphasize the importance of notaries exercising due diligence to ensure that corporate documents and procedures are consistent with applicable legal requirements. However, their analytical focus differs from the present study's examination of ministerial administrative authority. Other relevant research, including Ramadhan HRP on corporate acquisitions and business competition,[10] Mentari et al. on the liability of parent companies,[11] and Andini et al. on the verification of amendments to foundation data, provides additional perspectives on the administrative supervision of legal

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5 Diena Marwa Malicha, "Pergeseran Paradigma Verifikasi Perubahan Data Perseroan Terbatas: Penguatan Prinsip Kehati-Hatian Notaris Melalui Pemeriksaan Substantif AHU," *Jurnal QOSIM: Jurnal Pendidikan Sosial & Humaniora* 4, no. 4 (2026): 8497–510, https://doi.org/10.61104/jq.v4i4.11731.

6 FX Denny Satria Aliandu, "Analisis Hukum Pelayanan Perseroan Terbatas Pada Sistem Administrasi Badan Hukum Di Direktorat Jenderal Administrasi Hukum Umum Kementerian Hukum Dan Hak Asasi Manusia Republik Indonesia Dalam Hal Terjadinya Perbuatan Melawan Hukum," *Dharmasisya: Jurnal Program Magister Hukum Fakultas Hukum Universitas Indonesia* 1, no. 4 (2021): 1837–44.

7 Ni Made Elly Pradnya Suar et al., "Urgensi Penyesuaian Perubahan Data Perseroan Terbatas Dalam Sistem Administrasi Badan Hukum," *Eksekusi: Jurnal Ilmu Hukum Dan Administrasi Negara* 4, no. 1 (2026): 362–72, https://doi.org/10.55606/eksekusi.v4i1.2588.

8 Patricia Melania Nelwan et al., "Tinjauan Yuridis Mengenai Pertanggungjawaban Notaris Yang Tidak Mencantumkan Beneficial Owner Dalam Pembuatan Akta Perusahaan," *Lex Privatum* 15, no. 4 (2025): 1–13.

9 Teuku Muhammad Rizky et al., "Perlindungan Hukum Bagi Pemegang Saham Yang Berasal Dari Keputusan Rapat Umum Pemegang Saham: Studi Kasus Putusan Mahkamah Agung Nomor 4812 K/Pdt/2024," *Jurnal Hukum Lex Generalis* 6, no. 4 (2025): 1–18, https://doi.org/10.56370/jhlg.v6i4.2377.

10 Muhammad Syahrul Ramadhan HRP, "Tinjauan Yuridis Akuisisi Perseroan Terbatas Dalam Perspektif Hukum Persaingan Usaha" (Universitas Muhammadiyah Supatera Utara, 2019).

11 Fazrina Mentari et al., "Pertanggungjawaban Holding Company Terhadap Subholding Company Yang Mengalami Kepailitan Dalam Perspektif Hukum Perusahaandi Indonesia," *Jurnal Tana Mana* 6, no. 1 (2026): 427–49, https://doi.org/10.33648/jtm.v7i1.1574.

entities.[12] Although these studies highlight the importance of data validity and administrative oversight, they do not specifically examine the normative relationship between the Company Law and Minister of Law Regulation No. 49/2025 as the basis for determining the limits of ministerial authority over amendments to corporate data.

To date, the relationship between the Ministry of Law's authority to process amendments to corporate data through the SABH and the normative position of Minister of Law Regulation No. 49/2025 within the statutory framework established by the Company Law has not been comprehensively examined. This study addresses this gap by analyzing the limits of ministerial administrative authority, particularly in relation to the notification mechanism for amendments to corporate data, and by assessing whether the technical provisions governing substantive reviews are consistent with the principles of the hierarchy of legal norms and legal certainty. Its novelty lies in integrating an examination of administrative authority with an analysis of regulatory hierarchy to determine the extent to which subordinate regulations may establish substantive review mechanisms without exceeding the authority conferred by statute.

This study aims to examine the authority of the Ministry of Law of the Republic of Indonesia in processing applications for amendments to limited liability company data submitted through notaries under the Company Law and Minister of Law Regulation No. 49/2025. The analysis focuses on the legal construction of ministerial authority within the mechanisms for approving and receiving notifications of amendments to corporate data, including the permissible scope of substantive reviews conducted through the SABH. Furthermore, this study examines the normative status of and the relationship between Minister of Law Regulation No. 49/2025 and the Company Law from the perspective of the hierarchy of laws and regulations. Particular attention is given to whether the technical provisions governing substantive reviews are consistent with statutory requirements, especially those concerning legal certainty, orderly corporate administration, and the protection of shareholders' rights. Ultimately, the study seeks to identify an appropriate balance between the effectiveness of administrative services and the exercise of state supervisory authority.

2. RESEARCH METHODOLOGY

This study employs a normative legal research method to examine positive legal norms, the scope of administrative authority, and the hierarchical relationships among laws and regulations governing amendments to limited liability company (LLC) data through the Legal Entity Administration System (Sistem Administrasi Badan Hukum or SABH). The research focuses on the authority of the Ministry of Law of the Republic of

[12] Riris Cahaya Andini et al., "Analisis Yuridis Kebijakan Baru Ditjen AHU Terkait Dokumen Tambahan Dalam Pendaftaran Perubahan Yayasan Oleh Notaris," *Jurnal Riset Rumpun Ilmu Sosial, Politik Dan Humaniora* 5, no. 4 (2026): 861–68, https://doi.org/10.55606/jurrish.v5i4.9805.

Indonesia and the conformity of Minister of Law Regulation No. 49 of 2025 with Law No. 40 of 2007 on Limited Liability Companies (hereinafter the "Company Law").

The study adopts three legal research approaches: the statutory approach, the conceptual approach, and the analytical approach. The legal materials comprise primary legal sources, including relevant laws and regulations; secondary legal sources, including books, scholarly journal articles, and expert opinions; and tertiary legal sources, including legal dictionaries and other legal reference materials. These materials were collected through library research and a systematic review of relevant legal documents.

The collected legal materials were analyzed qualitatively using grammatical, systematic, and teleological methods of legal interpretation. The analysis involved examining and comparing the provisions of the Company Law and Minister of Law Regulation No. 49 of 2025, guided by the principle of *lex superior derogat legi inferiori* (a higher-ranking legal norm prevails over a lower-ranking norm), the principle of legality, particularly in relation to the exercise of administrative authority, and the principle of legal certainty. The results of this analysis provide the basis for developing prescriptive legal arguments concerning the limits of ministerial authority in conducting substantive reviews and the normative position of Minister of Law Regulation No. 49 of 2025 within the legal framework governing limited liability companies.

3. RESEARCH RESULT AND DISCUSSION

3.1. The Authority of the Ministry of Law of the Republic of Indonesia in Processing Amendments to Legal Entity Data under the Company Law and Minister of Law Regulation No. 49/2025

The Minister's authority in administering amendments to limited liability company (LLC) data varies according to the nature of the proposed changes. This distinction is reflected in the different administrative mechanisms governing amendments to a company's articles of association and notifications of changes to corporate data. Although both procedures are conducted through the Legal Entity Administration System (Sistem Administrasi Badan Hukum or SABH), the distinction between them determines the scope of administrative review, the legal nature of the resulting administrative action, and the limits of the Ministry of Law's authority in examining submissions made by notaries.

Article 21 of the Company Law distinguishes between amendments to the articles of association that require the Minister's approval and those that are subject only to notification to the Minister. This distinction demonstrates that the Minister's authority cannot be interpreted as a general power to confer uniform legal recognition on all types of corporate changes. For amendments requiring approval, the Minister has the administrative authority to examine the application before issuing the relevant approval. By contrast, for changes subject to the notification mechanism, the Minister's role

primarily involves receiving and recording the reported changes in the legal entity administration system. This distinction follows from the statutory framework governing limited liability companies, which expressly differentiates administrative procedures according to the legal nature of the changes concerned.

The SABH provides the administrative infrastructure through which this authority is exercised. Notaries occupy a strategic position as public officials authorized to execute authentic deeds and submit applications for amendments to corporate data through the electronic system. The involvement of a notary does not transfer the Minister's administrative authority to the notary, nor does the Minister's authority displace the notary's professional responsibilities in preparing authentic deeds. Their respective roles are distinct but interconnected within the administrative process for updating legal entity data. Notaries are responsible for the formal preparation and execution of deeds, as well as compliance with the legal and procedural requirements falling within their professional responsibilities. Meanwhile, the Ministry of Law is responsible for administering legal entities within the scope of authority conferred by applicable laws and regulations.

Substantive review is particularly relevant to amendments concerning the composition of a company's board of directors, board of commissioners, and shareholders. With respect to changes in the composition of the board of directors or board of commissioners, such review may involve verifying whether the supporting documentation concerning appointments, dismissals, or replacements complies with the Company Law and the company's articles of association. It may also include checking compliance with applicable corporate decision-making procedures, including the requirements governing General Meetings of Shareholders (GMSs), where applicable. Regarding changes in share ownership, the review may encompass the accuracy of ownership information, the completeness of share transfer documentation, and compliance with the requirements established under the Company Law and the company's articles of association. These procedures indicate that substantive review may function as an administrative mechanism for maintaining the consistency and integrity of legal entity data, particularly where changes affect corporate control and governance.

Substantive review cannot be construed as an unrestricted administrative power. The exercise of governmental authority must be grounded in the principle of legality; accordingly, every administrative examination must have a valid legal basis and a clearly defined scope.[13] Verifying documentary completeness, data consistency, and compliance with corporate procedures falls within the scope of administrative functions, provided that such verification is conducted in accordance with applicable laws and regulations. When substantive review extends to determining the material validity of a deed,

[13] Nurul Qamar and Farah Syah Rezah, "Wewenang Sebagai Instrumen Penyelenggararaan Pemerintahan Dalam Sistem Negara Hukum," *Asas Wa Tandhim: Jurnal Hukum, Pendidikan Dan Sosial Keagamaan* 2, no. 2 (2023): 201–22, https://doi.org/10.47200/awtjhpsa.v2i2.1781.

resolving disputes over share ownership, or adjudicating the validity of contested GMS resolutions, it risks exceeding the limits of administrative authority. The determination of the legal validity of corporate actions must therefore be distinguished from administrative verification and addressed through the appropriate legal procedures and dispute resolution mechanisms.

Minister of Law Regulation No. 49 of 2025 must be understood as an implementing regulation of the Company Law rather than as a legal instrument that may expand the Minister's authority beyond the limits established by statute. Under the principle of *lex superior derogat legi inferiori*, a lower-ranking legal norm cannot conflict with a higher-ranking norm. Accordingly, the technical provisions governing the examination of applications through the Legal Entity Administration System (SABH) must be interpreted systematically in conjunction with the Company Law, particularly with respect to the distinction between ministerial "approval" and "notification." Although substantive review may be justified as an administrative quality-control mechanism, it must not effectively convert a notification procedure into an approval requirement or establish new administrative powers without a statutory basis. This interpretation is consistent with the principle of legal certainty, which requires companies and notaries to have a clear understanding of the applicable requirements, the scope of administrative review, and the legal consequences of applications to amend corporate data.[14]

The findings of this study corroborate and extend the research conducted by Trisno et al., which identified a shift in legal entity administration from routine administrative registration toward substantive oversight through the Legal Entity Administration (AHU) system.[15] Their study acknowledges that although substantive review may enhance the integrity of corporate data, it may also result in administrative delays and legal uncertainty. Similarly, Malicha argues that Minister of Law Regulation No. 49/2025 introduces a shift toward risk-based verification and reinforces the duty of care imposed on notaries.[16] The present study adopts a distinct analytical perspective by examining the limits of ministerial authority and the normative relationship between the Company Law and Minister of Law Regulation No. 49/2025 as the legal basis for assessing the legitimacy of substantive reviews. The expansion of administrative oversight must therefore be accompanied by strict adherence to the statutory limits governing the exercise of such authority.

The Ministry of Law's authority to process amendments to corporate data constitutes an administrative function derived from the Company Law and exercised

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[14] Tia Sanitra Gumilang, "Pertanggungjawaban Notaris Dan Akibat Hukum Pengesahan Pendirian Perseroan Terbatas Melalui Sistem Administrasi Badan Hukum," *Jurnal Lex Renaissance* 4, no. 1 (2019): 146–63, https://doi.org/10.20885/JLR.vol4.iss1.art8.

[15] Trisno et al., "Implikasi Yuridis Verifikasi Substantif Dalam System AHU Terhadap Keefektifan Perubahan Data Perseroan Terbatas."

[16] Malicha, "Pergeseran Paradigma Verifikasi Perubahan Data Perseroan Terbatas."

through the SABH, with its technical procedures further regulated by Minister of Law Regulation No. 49/2025. Although substantive review may serve to ensure the accuracy, consistency, and administrative integrity of corporate data, its implementation must remain within the scope of authority conferred by applicable laws and regulations. These limitations are essential to maintaining an appropriate balance among state administrative oversight, notarial responsibilities, corporate autonomy, and the protection of shareholders' rights. Accordingly, the legitimacy of substantive review must be assessed not solely on the basis of its administrative objectives but also in terms of its conformity with the Company Law, the principle of legality, and the principle of legal certainty.

3.2. The Status and Normative Relationship between Minister of Law Regulation No. 49/2025 and the Company Law from the Perspective of the Hierarchy of Legal Norms

Minister of Law Regulation No. 49 of 2025 (hereinafter "Minister of Law Regulation No. 49/2025") serves as an implementing regulation intended to operationalize the administration of legal entities through the Legal Entity Administration System (Sistem Administrasi Badan Hukum or SABH). However, the implementation of this regulatory framework must remain within the scope of authority established by the Company Law and other higher-ranking legal provisions. Accordingly, the central normative issue does not concern the legitimacy of administrative review itself but rather the extent to which such review may develop into substantive examination without an adequate statutory basis.

The legal status of Minister of Law Regulation No. 49/2025 must be assessed in light of Law No. 12 of 2011 on the Formation of Laws and Regulations, as amended. Article 7(1) establishes the hierarchy of laws and regulations, while Article 8 recognizes the legal validity of regulations issued by ministers, provided that they are mandated by higher-ranking legislation or issued pursuant to legally recognized authority. This framework indicates that a ministerial regulation cannot be treated as an autonomous source of regulatory authority. Rather, its validity and enforceability must be grounded in a legitimate legal basis and remain consistent with higher-ranking legal norms. Accordingly, Minister of Law Regulation No. 49/2025 possesses normative legitimacy only to the extent that its provisions regulate corporate administration within the scope of authority conferred by the Company Law and other relevant statutory provisions.

The Company Law distinguishes between procedures requiring ministerial approval and those requiring only notification to the Minister in relation to amendments to a company's articles of association and changes to its corporate data. This distinction has direct implications for the scope of administrative action that the Ministry of Law may undertake. Under the approval mechanism, administrative examination precedes

the issuance of an approval decision. By contrast, under the notification mechanism, the Minister's role is primarily limited to receiving and recording information concerning changes to corporate data. Accordingly, the technical provisions established under Minister of Law Regulation No. 49/2025 must preserve the legal distinction between these two mechanisms. If substantive review is imposed on changes that are legally subject only to notification, thereby producing consequences equivalent to those of an approval procedure, the regulation may create a normative inconsistency with the statutory framework governing ministerial authority under the Company Law.

Substantive review must be differentiated according to its object and purpose. Verification of documentary completeness, data consistency, and compliance with administrative requirements may be regarded as a legitimate instrument for maintaining the administrative quality and integrity of legal entities.[17] Such verification serves an important function in preventing inconsistencies in corporate data, protecting shareholders' interests, and maintaining the reliability of corporate information. Nevertheless, any examination extending beyond administrative verification to determine the substantive legal validity of corporate actions requires a clear statutory basis. For example, the Ministry may examine documents relating to the appointment of directors or the transfer of shares to verify compliance with applicable legal requirements. Such examination, however, does not confer authority on the Ministry to resolve disputes over share ownership or determine the validity of contested General Meeting of Shareholders (GMS) resolutions.

The validity of a lower-ranking legal norm depends on its conformity with the higher-ranking norm from which its authority is derived.[18] As a ministerial regulation, Minister of Law Regulation No. 49/2025 must remain subordinate to the Company Law and cannot amend, expand, or override statutory provisions. The principle of lex superior derogat legi inferiori requires a higher-ranking legal norm to prevail whenever a conflict arises with a lower-ranking norm.[19] The absence of an express provision in the Company Law does not automatically render every technical provision of a ministerial regulation inconsistent with the statute. Such provisions may remain legally justified where they are supported by a valid delegation of authority or another legitimate legal basis, serve an operational or implementing function, and do not alter or expand the substantive authority established by statute. Therefore, the conformity of Minister of Law Regulation No. 49/2025 with the Company Law must be assessed systematically

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[17] Muhammad Afdhal Arrazak et al., "Hukum Administrasi Negara Sebagai Instrumen Pengawasan Dan Peningkatan Kinerja Pemerintah," *Gudang Jurnal Multidisiplin Ilmu* 2, no. 12 (2024): 927–30, https://doi.org/10.59435/gjmi.v2i12.1158.

[18] Hans Kelsen, *Pure Theory of Law* (University of California Press, 1967).

[19] Sri Wijayanti et al., "Norm Clash in Lex Superior Derogate Legi Inferiori Principle's Implementation on Circular Letters and Laws," *Reformasi Hukum* 28, no. 3 (2024): 234–50, https://doi.org/10.46257/jrh.v28i3.732.

by examining its legal basis, substantive provisions, and practical consequences for the exercise of administrative authority.

The findings of this study are consistent with those of Trisno et al., who demonstrate that the implementation of substantive reviews through the General Legal Administration (AHU) system has shifted legal entity administration from routine administrative registration toward substantive oversight.[20] Their study highlights that although this transformation may strengthen the integrity of corporate data, it may also result in delays in administrative services and create legal uncertainty. Similarly, Malicha examines the shift in verification mechanisms introduced by Minister of Law Regulation No. 49/2025, from a trust-based approach to a risk-based approach, emphasizing that administrative review should not extend to determining the legal validity of a deed.[21] The present study builds upon these findings by situating substantive review within the broader framework of regulatory harmonization and the hierarchy of legal norms. Accordingly, the effectiveness of administrative oversight should be assessed not only in terms of its capacity to prevent inconsistencies in corporate data but also in terms of its conformity with the principle of legality and the statutory limits of administrative authority.

The normative relationship between Minister of Law Regulation No. 49/2025 and the Company Law must be structured in accordance with the principles of normative hierarchy and regulatory harmonization. Minister of Law Regulation No. 49/2025 serves an important function in promoting orderly legal entity administration, ensuring the reliability of corporate data, and protecting shareholders' rights. However, the exercise of this regulatory function must not transform the notification mechanism into a de facto approval procedure or extend the scope of substantive review beyond the limits of legally conferred authority. Accordingly, an appropriate balance between effective administrative services and state oversight can be achieved only when substantive reviews are conducted proportionately, transparently, and predictably. This analysis demonstrates that legal certainty in corporate administration depends not merely on the accuracy of corporate data but also on compliance with the hierarchy of legal norms, adherence to the statutory limits of administrative authority, and the protection of shareholders' rights.

4. CONCLUSION

The Minister's authority in administering amendments to limited liability company data is administrative in nature and is exercised through the Legal Entity Administration System (SABH), which distinguishes between approval and notification mechanisms.

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[20] Trisno et al., "Implikasi Yuridis Verifikasi Substantif Dalam System AHU Terhadap Keefektifan Perubahan Data Perseroan Terbatas."

[21] Malicha, "Pergeseran Paradigma Verifikasi Perubahan Data Perseroan Terbatas."

Substantive review may legitimately be conducted to verify the consistency of corporate data and compliance with administrative requirements; however, its implementation must remain within the scope of authority conferred by statute. As an implementing regulation, Minister of Law Regulation No. 49/2025 must conform to the hierarchy of legal norms, the principle of legality, and the principle of legal certainty. Accordingly, enhanced administrative oversight must be accompanied by proportionate limitations on the exercise of ministerial authority. This study contributes to the development of legal scholarship by providing a normative framework for regulatory harmonization and the protection of shareholders' rights.

The principal limitation of this study lies in its normative legal research approach, which does not include empirical examination of the implementation of the SABH. Accordingly, further policy evaluation is necessary to clarify the permissible scope of substantive review, establish consistent verification standards, and develop accessible mechanisms for filing objections to administrative actions. Future research should examine the practical implementation of the SABH through empirical methods to assess administrative service effectiveness, the realization of legal certainty, and the implications of substantive review for notarial liability and shareholder protection.

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