



JURIDICAL ANALYSIS OF THE POSITION OF THE DEED OF ESTABLISHMENT OF A LIMITED LIABILITY COMPANY IN RELATION TO THE LEGALITY OF LEGAL ACTIONS OF A SHIPPING COMPANY (CASE STUDY OF PT BIAS DELTA PRATAMA)

Hetti Sitorus*, Erniyanti, Titik Aminah, Markus Gunawan, Mania

Universitas Batam, Batam, Indonesia

E-mail: owen_lexy@yahoo.com*, erniyanti@univbatam.ac.id, ghavaro_adista@yahoo.com,
markusgunawan@hotmail.com, niaafachriza@gmail.com

Received: 03/07/2026 | Revised: 10/07/2026 | Accepted: 29/07/2026 | Published: 31/08/2026

Abstract

The deed of establishment of a limited liability company is an authentic instrument recording the founders' agreement and the articles of association, while legal-entity status arises upon ministerial approval. In the company's subsequent development, the deed of establishment must be read together with amendments to the articles of association and deeds recording changes in company data. For PT Bias Delta Pratama, the empirical documents examined include the history of Deed of Establishment Number 183 dated 26 September 1992 and Deed Number 55 dated 28 February 2018, which records the minutes of an Extraordinary General Meeting of Shareholders and is therefore a subsequent corporate deed. This study analyzes the position of that documentary chain in determining the authority of the company's organs and the binding effect of legal acts performed in the company's name. This study employs a normative-empirical legal research method using the statute approach, conceptual approach, and empirical approach. The research data consists of primary data obtained through interviews with respondents and informants, as well as secondary data obtained through a literature study of legislation, books, journals, and relevant legal documents. The data are analyzed qualitatively through the processes of reduction, presentation, and conclusion drawing. The results show that the deed of establishment is the documentary basis for forming the company, whereas legal-entity status arises through ministerial approval. After incorporation, representative authority is determined by company law, the articles of association and their amendments, shareholders' resolutions appointing directors, the recording of changes in company data, and valid powers of attorney. Deed Number 55 of 2018 is not the deed of establishment; it is a deed recording an Extraordinary General Meeting of Shareholders and is used to trace post-incorporation corporate decisions and data. At PT Bias Delta Pratama, internal operational titles do not automatically confer authority to represent the company. Accordingly, amendments to the articles or updates to company data must be made according to the legal nature of each change.

Keywords: Deed of Establishment of Limited Liability Company, Validity of Legal Actions, PT Bias Delta Pratama.

INTRODUCTION

The legal existence and operation of a limited liability company are closely connected with the certainty of its corporate documents and the authority of its organs. A company carries out economic activities through organs and officials whose functions and powers must have a recognizable legal basis. In Indonesian company law, the deed of establishment is an authentic instrument containing the initial articles of association and other information required for incorporation. After establishment, however, the legal position of the company cannot be determined from the original deed alone because the company may undergo amendments to its articles of association, changes in directors or commissioners, and other changes in corporate data. Legal certainty becomes particularly important when a company performs legal actions with third parties. Contracts, financing arrangements, operational cooperation, procurement, shipping services, and other transactions may create significant legal and economic consequences. If

the person signing or making a decision on behalf of the company does not possess representative authority, questions may arise concerning legal standing, the binding force of the transaction, and the responsibility of the person who acted. Accordingly, the conformity between the company's juridical structure and its operational structure is not merely an administrative issue but also a matter of legal validity.

The problem is relevant to shipping companies in Batam because their activities involve complex commercial relationships and frequent legal transactions. PT Bias Delta Pratama provides an empirical setting in which the juridical structure recorded in corporate deeds exists alongside a broader internal operational structure. The corporate documents examined in this study include Deed Number 183 dated 26 September 1992, which records the establishment of the company, and Deed Number 55 dated 28 February 2018, which records the minutes of an Extraordinary General Meeting of Shareholders. The latter is a subsequent corporate deed and must therefore be distinguished from the original deed of establishment.

The research problem concerns three related questions: (1) how the law regulates the position of a limited liability company's deed of establishment in relation to the validity of corporate legal actions; (2) how that position is implemented at PT Bias Delta Pratama; and (3) what legal consequences and implications arise from the position of the deed in determining the validity of corporate legal actions. The study aims to analyze those questions by combining normative legal analysis with empirical examination of corporate documents and practices. The significance of the study lies in clarifying that corporate legal validity requires more than the existence of an authentic deed. The authority of the acting organ, the procedure through which authority is obtained, the applicable articles of association, the recording of corporate changes, and the existence of a valid power of attorney must also be examined. This perspective is consistent with the thesis finding that the validity of corporate action should be assessed through a layered verification process rather than through the name or formal label of a document alone.

LITERATURE REVIEW

The study is grounded in three interconnected theoretical perspectives. First, Gustav Radbruch's theory of legal certainty emphasizes clarity, predictability, and the ability of legal rules to provide identifiable rights, obligations, and powers. In the corporate context, legal certainty requires that parties can determine who is authorized to act for a company and on what legal basis. The theory is therefore relevant to the problem of discrepancies between the structure recorded in corporate documents and the structure used in daily operations (Ali, 2022; Mertokusumo, 2022). Second, Otto von Gierke's organ theory explains the relationship between a legal entity and the organs through which it expresses its will. A limited liability company, as a legal entity, cannot act physically by itself; it acts through its legally recognized organs. This perspective supports the proposition that an internal managerial title does not automatically create external representative authority. The legal authority to represent the company must be traced to the organs and powers recognized by company law and the articles of association (Salim HS & Nurbani, 2022).

Third, the theory of authentic deeds is used as an applied theory. An authentic deed has evidentiary significance because it is made by or before an authorized public official in the form prescribed by law. In corporate matters, the deed of establishment and subsequent corporate deeds provide documentary evidence concerning incorporation, articles of association, shareholder resolutions, and corporate changes. Nevertheless, the evidentiary and documentary function of an authentic deed must be distinguished from the separate question of whether a particular person possessed authority to perform a specific legal act (Soeroso, 2020; Widnyana, 2023).

The relevant legal framework includes the Civil Code, Law Number 40 of 2007 concerning Limited Liability Companies, Law Number 2 of 2014 concerning amendments to the Notary Law, and Minister of Law and Human Rights Regulation Number 21 of 2021 concerning the registration of establishment, amendment, and dissolution of limited liability companies. Under the Limited Liability Company Law, the company is represented by its directors, subject to the statutory and articles-of-association framework. Consequently, the authority of a person acting for the company must be verified against the applicable corporate documents and the source of the person's authority.

Previous studies identified in the thesis generally discuss the role of notaries in changing corporate structures, the validity of agreements signed by persons not registered as company organs, amendments to articles of association, directors' responsibility, and directors' authority in agreements with third parties. The present study differs because it connects those issues within a shipping-company case and examines the empirical relationship between the juridical corporate structure and the operational structure of PT Bias Delta Pratama. The gap addressed is therefore not simply the absence of a deed, but the potential gap between documentary authority and practical organizational functions.

The study's novelty is the formulation of a layered validity perspective. Under this perspective, legal action is evaluated through at least four connected layers: the validity of the corporate document, the status and authority of the acting organ, the procedure used to make the corporate decision, and the conformity of the action with the articles of association and applicable company law. This approach allows the analysis to distinguish the validity of a deed as a document from the validity and binding force of an action undertaken on the basis of that document.

METHOD

This study uses normative-empirical legal research. The normative component examines legislation, legal doctrines, theories, and literature concerning limited liability companies, authentic deeds, corporate organs, and the validity of legal actions. The empirical component examines how those rules operate in practice at PT Bias Delta Pratama and in the shipping-company environment in Batam. The combination is intended to identify both the legal norm (*das sollen*) and its practical implementation (*das sein*).

Three approaches are applied. The statutory approach examines the relevant provisions of the Civil Code, the Limited Liability Company Law, the Notary Law, and related regulations. The conceptual approach examines concepts such as legal certainty, legal entities, corporate organs, authentic deeds, representative authority, and legal validity. The empirical approach uses field information obtained from respondents and informants who have knowledge of corporate and notarial practice.

The research was conducted in Batam, Riau Islands, with PT Bias Delta Pratama as the principal case. The data consist of primary and secondary materials. Primary data were obtained through interviews with relevant parties, including notaries, company management or corporate legal personnel, practitioners, and related officials. Secondary materials consist of legislation, books, journals, previous research, and corporate documents. The corporate documents examined include the history of the company's establishment, subsequent corporate deeds, and organizational documents.

Data collection employed document study and semi-structured interviews. Document study was used to trace the chronology and legal status of corporate deeds and changes. Interviews were used to clarify how corporate authority and organizational functions operate in practice. The data were analyzed qualitatively through reduction, presentation, and conclusion drawing. The analysis compared the legal requirements with the empirical facts and assessed the consequences of any discrepancy on a case-by-case basis.

RESULTS AND DISCUSSION

1. Legal Position of the Deed of Establishment

The research confirms that a limited liability company's deed of establishment has a fundamental documentary position because it contains the initial articles of association and information concerning the founders and the company. The company's legal-entity status, however, arises through the required ministerial approval. Therefore, the deed of establishment should be understood as part of a broader corporate legal history rather than as the sole document determining the company's current legal condition.

After incorporation, subsequent corporate events must be reflected in the appropriate corporate documents. Amendments to substantive articles of association are treated according to the legal mechanism for amendments, while changes in the composition of directors or commissioners are treated as changes in corporate data according to the applicable administrative framework. This distinction is important because not every organizational change constitutes an amendment to the articles of association.

The research also confirms the representative role of directors under the Limited Liability Company Law. The company's legal action is attributed through an organ that possesses authority under the law, the articles of association, shareholder resolutions, and valid delegation. Thus, the existence of a managerial position within an internal organization chart does not, by itself, establish authority to bind the company externally.

2. Implementation at PT Bias Delta Pratama

The empirical analysis identifies Deed Number 183 dated 26 September 1992 as the deed of establishment of PT Bias Delta Pratama. Deed Number 55 dated 28 February 2018 is not the deed of establishment; it is a deed recording the minutes of an Extraordinary General Meeting of Shareholders and is used to trace subsequent corporate decisions and data. The distinction is legally significant because the two deeds evidence different corporate events.

Deed Number 55 of 2018 recorded Lisa Yulia as President Director and Didik Darmadi as Director. At the operational level, however, the company also used a broader organizational structure containing positions such as Chairman, Chief Executive Officer, and Marketing and Operation Director. The research finds that the existence of this operational structure does not automatically constitute a legal violation. The critical issue is whether an operational official exercises external representative authority without a valid source of authority.

Interviews and document examination did not reveal strategic external legal actions by operational officials without a valid appointment or power of attorney. The empirical evidence therefore shows a functional separation between managerial operations and juridical representation. Operational positions may support the management of the business, while representation of the company in legal transactions remains connected to the directors or to persons who receive valid authority.

The case nevertheless demonstrates a potential legal risk. If a third party interprets an internal title as equivalent to the statutory office of director, uncertainty may arise regarding the authority of the person signing or making the decision. The appropriate response is not necessarily to eliminate the operational structure, but to establish clear job descriptions, authority matrices, and written powers of attorney where representation is delegated.

3. Legal Consequences and Implications

The legal consequences of an act undertaken without representative authority cannot be determined solely by the absence of the person's name from the deed. The analysis must consider the source of authority, the applicable articles of association, the timing and validity of shareholder decisions, recorded company data, any valid power of attorney, subsequent ratification, and the good faith of the third party. For this reason, a lack of authority does not automatically mean that every resulting contract is void by operation of law.

Where a person acts under a valid power of attorney, the action may bind the company within the limits of the delegated authority. Conversely, an action performed without sufficient authority may fail to bind the company and may expose the acting person to responsibility depending on the circumstances. This issue should also be distinguished from ultra vires acts, because a defect in representation and an act exceeding the company's objects or powers are conceptually different legal problems.

The research indicates that the main practical implications concern legal certainty, evidentiary verification, and corporate governance. In a dispute, examination should extend beyond the original deed of establishment to the ministerial approval, the latest articles of association, shareholder resolutions, recorded company data, and powers of attorney applicable at the time of the transaction. This layered verification provides stronger protection for both the company and third parties.

Another implication concerns the preventive role of notaries. Notaries should ensure the proper classification of corporate deeds and distinguish amendments to the articles of association from changes in corporate data. Companies should maintain a chronological matrix of corporate documents and a matrix of authority that identifies which persons may perform which legal actions. Government administration should also maintain reliable and up-to-date corporate data that can be verified by companies, notaries, licensing institutions, and third parties.

Table 1. Key Findings of the Study

Aspect	Finding	Implication
Deed of establishment	Deed No. 183/1992 is the establishment deed.	Provides the initial documentary basis of the company.
Subsequent deed	Deed No. 55/2018 records an Extraordinary General Meeting.	Used to verify subsequent corporate decisions and data.
Operational structure	Internal titles are broader than statutory company organs.	Does not itself create external representative authority.
Legal action	Authority must be traced to directors or valid delegation.	Actions are assessed according to the concrete source and limits of authority.
Governance	No strategic external action by an unauthorized operational official was found.	Risk remains potential and should be prevented through authority matrices and document updates.

CONCLUSION

The study concludes that the deed of establishment is an authentic instrument containing the initial articles of association and the documentary foundation of a limited liability company, while legal-entity status arises through ministerial approval. After incorporation, the company's legal position must be assessed through the continuing chain of corporate documents, including amendments to the articles of association, shareholder resolutions, changes in corporate data, and valid powers of attorney.

At PT Bias Delta Pratama, Deed Number 183 dated 26 September 1992 is the deed of establishment, while Deed Number 55 dated 28 February 2018 is a subsequent deed recording an Extraordinary General Meeting of Shareholders. The difference between juridical positions such as President Director/Director and operational positions such as Chief Executive Officer or Marketing and Operation Director does not, by itself, create an unlawful condition, provided that external representation remains exercised by authorized directors or validly authorized persons.

The legal validity and binding force of corporate actions therefore depend on layered verification of the document, the authority of the acting organ, the decision-making procedure, and conformity with the articles of association and company law. The research found no strategic external legal action by PT Bias Delta Pratama's operational officials without a valid authority basis. To strengthen certainty, the company and other shipping companies should maintain corporate-document and authority matrices; notaries should ensure correct deed classification and notification; and government administration should provide reliable and current corporate data.

REFERENCES

- Abdulkadir Muhammad. (2023). *Hukum perusahaan Indonesia*. Citra Aditya Bakti.
- Achmad Ali. (2022). *Menguak teori hukum (legal theory) dan teori peradilan (judicialprudence)*. Kencana.
- Agus Yudha Hernoko. (2024). *Hukum perjanjian: Asas proporsionalitas dalam kontrak komersial*. Kencana.
- Ahmad Yani, & Gunawan Widjaja. (2020). *Seri hukum bisnis perseroan terbatas*. RajaGrafindo Persada.
- Amiruddin, & Zainal Asikin. (2020). *Pengantar metode penelitian hukum*. RajaGrafindo Persada.
- Bambang Sunggono. (2024). *Metodologi penelitian hukum*. RajaGrafindo Persada.
- Bismar Nasution. (2024). *Hukum kegiatan ekonomi I*. Books Terrace & Library.
- Erniyanti, dkk. (2023). Analisis yuridis perlindungan hukum terhadap notaris sebagai pejabat umum dalam sistem peradilan pidana terkait kewenangan membuat akta otentik (studi penelitian di Kota Batam). *UNES Law Review*, 6(1), 3731–3742.
- Habib Adjie. (2020). *Hukum notaris Indonesia: Tafsir tematik terhadap UU Jabatan Notaris*. Refika Aditama.
- Herlien Budiono. (2023). *Kumpulan tulisan hukum perdata di bidang kenotariatan*. Citra Aditya Bakti.
- I Made Pasek Diantha. (2024). *Metodologi penelitian hukum normatif*. Kencana.
- I Made Widnyana. (2023). *Hukum pembuktian perdata*. Fikahati Aneska.
- M. Yahya Harahap. (2024). *Hukum perseroan terbatas*. Sinar Grafika.
- Mukti Fajar ND, & Yulianto Achmad. (2023). *Dualisme penelitian hukum normatif dan empiris*. Pustaka Pelajar.
- Munir Fuady. (2023). *Hukum perusahaan dalam paradigma hukum bisnis*. Citra Aditya Bakti.
- Nindyo Pramono. (2022). *Hukum perseroan terbatas*. Kencana.
- Peter Mahmud Marzuki. (2023). *Pengantar ilmu hukum*. Prenadamedia Group.
- Ridwan Khairandy. (2020). *Pokok-pokok hukum perseroan terbatas*. FH UII Press.
- Salim HS, & Erlies Septiana Nurbani. (2022). *Penerapan teori hukum pada penelitian tesis dan disertasi*. RajaGrafindo Persada.
- Satjipto Rahardjo. (2023). *Ilmu hukum*. Citra Aditya Bakti.
- Soerjono Soekanto, & Sri Mamudji. (2022). *Penelitian hukum normatif: Suatu tinjauan singkat*. RajaGrafindo Persada.
- Sudikno Mertokusumo. (2022). *Penemuan hukum: Sebuah pengantar*. Liberty.
- Sugiyono. (2020). *Metode penelitian kualitatif untuk penelitian hukum*. Alfabeta.
- Tan Thong Kie. (2023). *Studi notariat: Serba serbi praktik notaris*. Ichtiar Baru Van Hoeve.
- Titik Aminah. (2023). *Perlindungan hukum atas hak penggunaan bangunan di atas hak pengelolaan lahan di Kota Batam*. *LITERASI: Jurnal Ilmiah Internasional bidang Sosial, Pendidikan, dan Humaniora*, 2(1), 172–182.
- Undang-Undang Dasar Negara Republik Indonesia Tahun 1945.
- Undang-Undang Republik Indonesia Nomor 40 Tahun 2007 tentang Perseroan Terbatas.

JURIDICAL ANALYSIS OF THE POSITION OF THE DEED OF ESTABLISHMENT OF A LIMITED LIABILITY COMPANY IN RELATION TO THE LEGALITY OF LEGAL ACTIONS OF A SHIPPING COMPANY (CASE STUDY OF PT BIAS DELTA PRATAMA)

Hetti Sitorus et al

Undang-Undang Republik Indonesia Nomor 2 Tahun 2014 tentang Perubahan atas Undang-Undang Nomor 30 Tahun 2004 tentang Jabatan Notaris.

Peraturan Menteri Hukum dan Hak Asasi Manusia Nomor 21 Tahun 2021 tentang Syarat dan Tata Cara Pendaftaran Pendirian, Perubahan, dan Pembubaran Badan Hukum Perseroan Terbatas.