

## Transfer of Share Ownership and Change of Position of Director of a Limited Liability Company Due to Misuse of GLA Online Accounts

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### ABSTRACT

The misuse of General Legal Administration (GLA) Online accounts, a system developed to streamline public services for notaries, has caused significant issues, including unauthorized transfers of share ownership and changes in director positions within Limited Liability Companies. This research aims to analyze the legal mechanisms surrounding these corporate actions, investigate the challenges posed by account misuse, and propose effective legal remedies for affected parties. Employing a doctrinal research method, the research relies on literature analysis, interviews with experts, and a case research of the Cibinong District Court Decision Number 9/Pdt.G/2024/PN.Cbi. Primary legal materials include laws and court decisions, while secondary materials encompass books, journals, and credible online sources. The findings reveal that both the transfer of shares and the replacement of directors, as a result of account misuse, violate the Company Law and corporate governance principles. To mitigate these issues, the Directorate General of GLA suggests procedural remedies, including police reports, Regional Supervisory Council investigations, and State Administrative Court filings. This research highlights the need for enhanced digital security measures, such as face recognition, and emphasizes stricter notary accountability. Future research can explore the broader implications of digital platform governance in corporate law, aiming to improve legal frameworks and prevent similar misuse.

**Keywords:** Account Abuse, Transfer of Share Ownership, Change of Director Position.

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### INTRODUCTION

General Legal Administration (GLA) online is a public service system under the auspices of the Directorate General of General Legal Administration (DGGLA), which is a government agency that focuses on systems in terms of public services, especially those used by Notaries which are implemented in a website called GLA online which was inaugurated on March 25, 2014, by Mr. Amir Syamsuddin who at that time was the Minister of Law and Human Rights of the Republic of Indonesia (Amiruddin, 2018). GLA online makes it easy for Notaries to obtain fiduciary guarantee registration services, social agency attestation services and will register services, including attestation and amendment services for Limited Liability Companies (Primananda et al., 2021).

In the case of Limited Liability Companies, GLA online can provide information regarding Limited Liability Company activities that can be accessed anywhere and anytime.

Problems also occur with the convenience of GLA online. As in the 57th discussion session organized by Kelompencapir on October 24, 2024, with the title "Behind the Mushrooming of the Notarial Service Bureau" with the resource person Mr. Constantinus Kristomo, S.S., M.H. who at that time still served as Director of Civil Affairs at the Directorate General of General Legal Administration explained that until now there are 133 (one hundred and thirty-three) GLA online accounts belonging to Notaries controlled by 1 (one) service bureau. The problem can be caused by notaries who do not change their account passwords regularly, so other parties can hack and use their online GLA accounts.

After an examination by the Regional Supervisory Council (RSC) and the Central Supervisory Council (CSC) of 133 (one hundred and thirty-three) Notaries whose online GLA accounts were misused by the service bureau, the Notary concerned stated that he had never given access to his online GLA account to anyone. Misuse service bureaus can do by taking vouchers that have not been used in the Notary's online GLA accounts. And until now, there have been 67 (sixty-seven) Decrees and Notification Letters from the Ministry of Law and Human Rights that have been cancelled due to misuse of GLA Online accounts (Kristomo, 2024).

In the case that the author examines, the Notary's online GLA account was misused by another party, which resulted in the transfer of ownership of some shares and the change of position as director of the Limited Liability Company. The plaintiff was previously the Director of the Company and also a Shareholder at PT CHM with the number of shares in ownership, which initially amounted to 4,639 (four thousand six hundred thirty-nine) shares with a total nominal value of Rp. 2,319,500,000, - which suddenly lost 3,609 (three thousand six hundred nine) shares with a nominal value of Rp. 1,803,500,000 (one billion eight hundred three million five hundred thousand rupiah).

This occurred as a result of the Deed of Statement of the Circular Resolution of the Shareholders (Substitute for the Extraordinary General Meeting of Shareholders) Statement of Amendment to the Deed of Limited Liability Company of PT CHM Number: 09, dated May 17, 2022 and Deed of Statement of Resolution of the Meeting of Shareholders of PT CHM Number: 11 dated May 19, 2022 which seemed to be made by the Defendant as a Notary. These deeds have obtained Approval Letter Number: GLA-AH.01.09-0013820. The year 2022, dated May 19, 2022, and Approval Letter Number: GLA-AH-01.09-0014379. Year 2022, dated May 21, 2022, from the Ministry of Law and Human Rights of the Republic of Indonesia.

However, Defendant stated that he never issued the deeds because the deeds were never recorded in his register book, and Defendant never accessed the changes in the names of the shareholders, so Defendant stated that another unknown party had misused his online GLA account. After the examination of the Notary protocol by the RSC of Bogor Regency as stated in

the Minutes of Notary Protocol Examination Number: 230/002/RSC/VI/2022 of 2022 dated June 23, 2022.

Based on the background above, this research aims to analyze the legal mechanisms for transferring share ownership and changing the position of directors in Limited Liability Companies in accordance with Company Law and Articles of Association, identify issues arising from the misuse of GLA Online accounts, and explore legal remedies for affected parties, including cancellation requests through the Directorate General of GLA supported by State Administrative Court decisions. The research is expected to contribute to the academic understanding of corporate law and digital governance, provide practical insights for Notaries and stakeholders to prevent account misuse, and propose policy recommendations to improve the security and accountability of GLA Online services.

## **RESEARCH METHOD**

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The research method used in this research is doctrinal research, which involves identifying and analyzing legal sources to interpret and evaluate the issues studied. Informants in this research include experts and practitioners relevant to the topic, such as notaries and legal professionals familiar with GLA Online. The sampling technique employed is purposive sampling, selecting informants based on their expertise and involvement in the issues being analyzed. The research criteria focus on the legal framework governing the transfer of share ownership and the change of director positions, particularly concerning the misuse of GLA Online accounts.

Data collection is conducted through a literature research, which includes analyzing laws and regulations, court decisions, books, journals, and other relevant sources. Interviews are also carried out to gather insights from informants. The legal materials used are divided into primary legal materials, such as laws and court decisions, and secondary legal materials, including books, journals, and credible internet sources (Soekanto, 2017).

Data analysis is conducted qualitatively, where the information obtained is interpreted based on the author's understanding and synthesized to address the research questions. This research uses a case research approach, focusing on the Cibinong District Court Decision Number 9/Pdt.G/2024/PN.Cbi as a central reference for the analysis and discussion. The findings are then outlined and summarized in the conclusion section.

## **RESULT AND DISCUSSION**

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### **Transfer of Share Ownership in a Limited Liability Company**

Shares are a sign of capital participation provided by shareholders in a Limited Liability Company, which is used as proof of ownership rights (Karissa & Tobing, 2022). Shares in a Limited Liability Company are issued in the owner's name.

Shareholders in a Limited Liability Company can be individuals or legal entities (Listyowati, 2015). Capital investment from shareholders can obtain profits from the Limited Liability Company in the form of dividends in proportion to what is invested in the Limited Liability Company (Setiawati, 2024). Ownership of shares in a Limited Liability Company gives rights to shareholders, which can be in the form of:

- a. attend and vote in the General Meeting of Shareholders (GMS);
- b. receive dividend payments and the remaining assets from liquidation;
- c. exercise its rights under Law No. 40 of 2007 concerning Limited Liability Companies

There are 2 (two) ways of transferring rights to shares, namely:

- a. Transfer of rights to shares due to legal events;

It can be a legal event of the death of a person (heir) that will result in the transfer of ownership of shares from the heir's property to the property of his heirs.

- b. transfer of rights to shares due to legal action;

It can take the form of legal actions from shareholders,, such as buying and selling, or legal actions from the ,company's directors, such as mergers, acquisitions, and consolidations.

Regarding how to transfer rights to shares, it can be determined in the articles of association of the Limited Liability Company by considering the provisions stipulated in the Company Law. Therefore, the articles of association of the Limited Liability Company and the Company Law are very important to determine all legal actions in the Limited Liability Company (Dewi, 2019). The form and manner of transfer of rights to shares is regulated in Article 56 of the Company Law, namely:

- a. Done by deed of transfer of rights

In the explanation of Article 56 paragraph (1), the deed of transfer of rights can be in the form of a deed made before a Notary or a deed under hand. So, the form of a deed can be made in an authentic deed or based on the agreement of the parties in the form of a deed under hand.

- b. The deed or a copy of the deed of rights transfer shall be submitted in writing to the Company. Concerning a deed of transfer of rights, which may be in the form of a Notarial deed or a deed under hand, a copy of the Notarial deed or the original of the deed under hand shall be delivered to the Company. Such submission may be made by the party transferring the right or by the party receiving the right.

- c. The Board of Directors shall record and notify the transfer of rights to shares.

Obligations of the Board of Directors in terms of taking action:

- 1) The Company's Board of Directors shall record the transfer of rights to shares. Such record shall be made in the Register of Shareholders or Special Register, including the date and day of the rights transfer.
- 2) The Board of Directors shall notify the Minister of the change in the composition of shareholders by notifying them of the change in composition, including the change in composition of shareholders mentioned due to inheritance, acquisition, or separation.

Furthermore, the Minister will record the transfer of rights over such shares in the Register of Companies by 30 (thirty) days from the date of recording the transfer of rights. The articles of association of Limited Liability Companies also regulate the terms or conditions for the transfer of rights to shares, namely:

- a. The requirement to offer in advance to shareholders with a certain classification or other shareholders;
- b. The requirement to obtain prior approval from the Company's Organs;
- c. Requirement to obtain prior approval from the authorized agency by the provisions of laws and regulations

Provisions regarding the transfer of shares, apart from being regulated in the Company Law, can also be regulated in the articles of association of a Limited Liability Company. Suppose the articles of association require shareholders who wish to sell their shares to first offer their shares to shareholders of a certain classification or other shareholders within 30 (thirty) days from the date the offer is made. In that case, it turns out that the shareholders do not buy, then the shareholders who will sell their shares can offer or sell their shares to third parties.

In addition, in the case of granting approval or refusal regarding the transfer of rights over shares that requires approval from the Company's Organs, which must be given within a maximum period of 90 (ninety) days after the Company's Organs receive a request for approval of the transfer of rights over the shares. And if, within the specified period, there is no written statement, then the Company's Organs are deemed to approve the transfer of rights over the shares.

The approval of the Company's Organs (GMS, Board of Directors and Board of Commissioners) required to transfer the rights over the shares is given depending on the provisions in the Company's articles of association (PAHLEFI, n.d.). The Company Law does not specifically determine which Company Organ must approve, so the articles of association can determine which Company Organ can approve first (Harahap, 2011). It may be determined in the articles of association that transferring share ownership requires the approval of the GMS only, or it may also require the approval of the GMS and the approval of the Board of Commissioners.

Shareholders can be either individuals or legal entities. If a natural person owns the shareholding, then it must be seen in terms of the deed of transfer of share rights whether it requires the consent of the other party or not (Sekarningdyah, 2024). For example, if the shareholder who wants to transfer his share ownership is a married individual without making a marriage agreement, then in the deed of transfer of rights to shares, he needs the consent of his husband or wife. However, if the shareholder is not married or has married his/her spouse by making a marriage agreement, then he/she does not need the consent of anyone in the deed of transfer of share rights (Mario et al., 2020).

Meanwhile, suppose the shareholder who wants to transfer its share ownership is a legal entity. In that case, it must be seen from the provisions of the articles of association of the legal

entity. Usually, the articles of association stipulate that the transfer of share ownership requires the approval of the GMS or the approval of the Board of Commissioners, or it may require the approval of both (Kuswiratmo & SH, 2016).

In the court decision that the author researched, there was a case of partial ownership transfer of shares due to misuse of the online GLA account. The transfer of partial ownership of the shares as a result of a deed registered in the Notary's online GLA account in the form of a Deed of Resolution of the Circular Meeting of Shareholders (Substitute for the Extraordinary General Meeting of Shareholders) Statement of Amendment to the Deed of PT CHM Number: 09, dated May 17, 2022 which seemed to be a deed made by the Defendant as a Notary who had obtained Approval from the Ministry of Law and Human Rights of the Republic of Indonesia, as per Approval Letter Number: GLA-0034339.AH.01.02.Year 2022, dated May 21, 2022.

The transfer of ownership of some of the shares owned by the Plaintiff occurred without the necessity to offer in advance to certain classified shareholders or other shareholders, was not based on the approval of the Company's Organ and was carried out without a deed of transfer of share rights. Therefore, the transfer of share ownership was not carried out by the provisions required by the Company Law regarding the transfer of share ownership (Sriwati, 2020).

#### **Change of Director Position in a Limited Liability Company**

The Board of Directors is one of the Company Organs that has the authority to manage a Limited Liability Company, which is a collection of several Directors. According to Munir Fuady, what is meant by directors or directors in a Limited Liability Company is a Company Organ other than the Company Organ in the form of GMS and the Board of Commissioners, who have duties in terms of management and responsibility for the running of the Company to achieve company goals and are entitled to represent and act for and on behalf of the Company both inside and outside the court by the Company Law and the Company's articles of association (Fuady, 2017).

Article 94 of the Company Law stipulates that the GMS is the authority to appoint members of the Board of Directors. The authority of the GMS to appoint members of the Board of Directors cannot be given to other organs of the Company. Therefore, the GMS fully owns the authority and cannot be transferred to the Board of Directors or the Board of Commissioners, including other parties outside the Company Organs, such as the authorities or the Court (Harahap, 2011). There is an exception in the case of the establishment of a Limited Liability Company for the first time, namely the appointment of members of the board of directors, which is carried out by the founders. However, to make subsequent appointments, the authority moves from the founders to the GMS.

In addition, the articles of association may regulate the procedures for the appointment, replacement, and dismissal of members of the Board of Directors, as well as the procedures for the nomination of members of the Board of Directors. In the case of appointment, replacement and dismissal of members of the board of directors through the GMS, it must also be determined

when the appointment, replacement and dismissal take effect. If it is not determined in the GMS, the appointment, replacement, and dismissal shall take effect at the closing of the GMS.

The Company Law does not regulate the method of election or replacement of members of the board of directors. So that it can be used by a majority vote in the GMS. The provisions regarding the majority vote in the GMS are with an attendance quorum of more than 1/2 (one-half) of the total number of shares with voting rights present or represented. And with a decision-making quorum of more than 1/2 (one-half) of the total number of votes cast in the GMS. In addition, the articles of association can also determine the election or replacement of members of the board of directors with the provisions of more than 1/2 (one-half) part; it can also be determined by 2/3 (two-thirds) part or 3/4 (three-quarters) part of the votes cast in the GMS.

In addition, there is an alternative in terms of the implementation of the GMS through decision-making outside the GMS, which can also be called a circular resolution, namely by circulating the proposed decision to the shareholders. With this circular method, shareholders can make decisions without face-to-face meetings. Decision-making is carried out by circulating the shareholders' decision document to all shareholders in a Limited Liability Company to be signed as a form of giving written approval on the condition that all shareholders must approve and then the results of the shareholders' decision must be stated in the Deed of Statement of the Shareholders' Decision (Can & Putra, 2024).

In the case that the author examines, there was a change of director without being preceded by a GMS or through a circular decision caused by the Deed of Resolution of the Meeting of Shareholders of PT CHM Number: 11 dated May 19, 2022, which seemed to be made by the Defendant as a Notary whose online GLA account was misused which had received approval from the Ministry of Law and Human Rights of the Republic of Indonesia through Approval Letter Number: GLA-0034339.AH.01.02.TGLAn 2022 dated May 21, 2022. The replacement of director positions without the approval of the GMS and without a circular decision violates the rules determined by the Company Law.

In the presentation given by Mr Constantinus Kristomo in the 57th Kelompencapir Discussion with the title "Behind the Mushrooming of the Kenotariatan Service Bureau", problems related to the misuse of online GLA accounts occur due to the lack of caution of Notaries in maintaining online GLA accounts. The security of the Notary's account is crucial. Therefore, Notaries must be careful in maintaining their online GLA accounts by not giving access to their online GLA accounts to any party and changing account passwords regularly to minimize data misuse or unwanted things because the security and confidentiality of online GLA accounts are the responsibility of Notaries.

Currently, the Directorate General of GLA is preparing face recognition, which can later be used by Notaries when logging into their online GLA account or what can be called the facial recognition feature. This is still being pursued by the Directorate General of GLA so that it can be implemented immediately. With the face recognition feature, it is hoped that it will reduce the

abuse of online GLA accounts because later, being able to enter the online GLA account requires the recognition of the face of the notary concerned (Kristomo, 2024).

As a solution provided by the Ministry of Law of the Republic of Indonesia against the misuse of the GLA Online Notary account, which causes a transfer of share ownership and a change of director position in a Limited Liability Company, according to Prof. Dr. Philipus M. Hadjon, S.H. the Contrarius Actus Principle applies which means that when a state agency or official issues a decision by itself, the state agency or official concerned has the authority to cancel or revoke the decision (GLA, 2018).

Based on the results of the research interview with Ms. Fira as the GLA Online Call Center Agent, the Decree and/or Notification Receipt Letter of the Ministry of Law and Human Rights of the Republic of Indonesia born as a result of misuse of the GLA Online account can be canceled by making a police report and a report to the RSC in the District / City Notary concerned. Furthermore, on the basis of the Police Investigation Report and RSC Investigation Report, it can be used as the basis for filing a lawsuit to the Minister of Law and Human Rights of the Republic of Indonesia through the State Administrative Court (PTUN) regarding the cancellation of the Decree and/or Notification Receipt Letter. Furthermore, the concerned Notary can make a letter of request for the cancellation of the Decree and/or Notification Receipt Letter addressed to the Director of Business Entities Subdirector of Legal Entities of the Directorate General of General Legal Administration by attaching the PTUN Decision on the cancellation of the Decree and/or Notification Receipt Letter by the Minister of Law and Human Rights of the Republic of Indonesia.

## **CONCLUSION**

The conclusion of this study shows that the provisions regarding the transfer of share ownership and changes in director positions in Limited Liability Companies are clearly regulated in the Limited Liability Company Law (UUPT) and the company's articles of association. For the validity of the transfer of share ownership, certain requirements must be met, including the making of a deed of transfer of rights, prior offer to other shareholders, as well as approval from company organs and authorized institutions. Similarly, changes in director positions must be approved by the General Meeting of Shareholders (GMS) because the authority to appoint or replace directors rests entirely with the GMS. This research also reveals that the misuse of the GLA Online account by the Notary, which led to the transfer of shares and changes in director positions without legal procedures, violated the Company Law and the principles of good corporate governance.

This research makes an important contribution in understanding the legal mechanisms related to share transfers and director changes, and provides recommendations to prevent misuse of GLA Online accounts. Legal practitioners and notaries are advised to increase surveillance with digital security measures, such as regular password updates and the use of facial recognition technology. The Directorate General of GLA is expected to accelerate the

implementation of biometric-based security technology to prevent account misuse. In addition, further research is recommended to explore the regulation and governance of digital platforms in the context of corporate law, including the legal implications of misuse of digital systems. The findings are expected to serve as the basis for policies that support more secure, transparent and accountable digital governance.

## REFERENCES

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- AHU, H. (2018). *Ahli Hukum Administrasi: Badan Hukum HTI Dicabut Sesuai Asas Contrarius Actus*. Portal.Ahu.Go.Id. <https://portal.ahu.go.id/id/detail/75-berita-lainnya/1840-ahli-hukum-administrasi-badan-hukum-hti-dicabut-sesuai-asas-contrarius-actus>
- Amiruddin, M. A. (2018). *Implementasi cisco wireless controller pada jaringan direktorat jenderal administrasi hukum umum kemenkumham ri*. Fakultas Sains dan Teknologi UIN Syarif Hidayatullah Jakarta.
- Can, T. L., & Putra, M. F. M. (2024). Kedudukan Notaris Dalam Pembuatan Akta Pernyataan Keputusan Sirkuler Berkaitan Dengan Penggantian Direksi Perseroan Terbatas. *PALAR (Pakuan Law Review)*, 9(4), 18–29.
- Dewi, I. K. (2019). Pemindahan hak atas saham tanpa persetujuan organ perseroan terbatas. *Sapientiae Tv Irtus*, 4(2).
- Fuady, M. (2017). *Perseroan Terbatas Paradigma Baru*. Citra Aditya Bakti.
- Harahap, M. Y. (2011). *Hukum Perseroan Terbatas, Sinar Grafika*. Jakarta.
- Karissa, N. R., & Tobing, D. M. L. (2022). Status dan Peralihan Hak atas Saham Perseroan Terbatas Milik Pemegang Saham yang Meninggal Dunia. *JISIP (Jurnal Ilmu Sosial Dan Pendidikan)*, 6(4).
- Kristomo, C. (2024). *Dibalik Menjamurnya Biro Jasa Kenotariatan - Diskusi Kelompokcapir Ke 57*. Wwww.Youtube.Com. <https://www.youtube.com/watch?v=wSkAwfs02Zw>
- Kuswiratmo, B. A., & SH, M. H. (2016). *Keuntungan & Risiko Menjadi Direktur, Komisaris, dan Pemegang Saham*. Visimedia.
- Listyowati, N. (2015). Tanggung Jawab Hukum Perseroan Terbatas Yang Belum Berstatus Badan Hukum. *E-Jurnal Spirit Pro Patria*, 1(2).
- Mario, D., Hirsanuddi, H., & Muhaimin, M. (2020). Keabsahan Pengalihan saham TanPa melalui Perjanjian jual beli. *JATISWARA*, 35(2).
- PAHLEFI, P. (n.d.). Eksistensi RUPS sebagai Organ Perseroan Terkait Dengan Pasal 91 Undang-Undang Perseroan Terbatas. *Fakultas Hukum Universitas Jambi*.
- Primananda, E., Ragil, W., & Simatupang, D. P. (2021). Analisis Penerapan Sistem Ahu Online Pada Ditjen Ahu, Kemenkumham Republik Indonesia: Suatu Kajian Yuridis Normatif. *Jurnal Meta-Yuridis*, 4(1).
- Sekarningdyah, A. H. R. (2024). *Keabsahan Peralihan Hak Atas Saham (Studi Kasus Pada Putusan Nomor 138/pdt/2016/pt. dki)*. Universitas Islam Indonesia.
- Setiawati, Y. (2024). Perlindungan Hukum Terhadap Pemegang Saham Perseroan Terbatas Hasil Konsolidasi. *Commerce Law*, 4(1).
- Soekanto, S. (2017). *Penelitian hukum normatif: Suatu tinjauan singkat*.

Sriwati, S. (2020). Pengalihan Kekayaan Perseroan Yang Lebih Dari Lima Puluh Persen Jumlah Kekayaan Bersih Perseroan Melalui Rapat Umum Pemegang Saham Luar Biasa Yang Tidak Mencapai Kuorum Menurut Undang-Undang Perseroan Terbatas. *Jurnal Education and Development*, 8(4), 72–76.

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