

**REGULATION OF THE GOVERNMENT OF THE REPUBLIC OF INDONESIA
NUMBER 43 OF 2011
ON
PROCEDURES FOR THE APPLICATION AND USE OF A LIMITED LIABILITY COMPANY NAME**

BY THE GRACE OF GOD ALMIGHTY

THE PRESIDENT OF THE REPUBLIC OF INDONESIA,

Considering:

that in order to implement the provisions of Article 9 paragraph (4) and Article 16 paragraph (4) of Law Number 40 of 2007 on Limited Liability Companies, it has been deemed necessary to establish Regulation of the Government on Procedures for the Application and Use of a Limited Liability Company Name.

Observing:

1. Article 5 paragraph (2) of the 1945 Constitution of the Republic of Indonesia;
2. Law Number 40 of 2007 on Limited Liability Companies (State Gazette of the Republic of Indonesia of 2007 Number 106, Supplement to the State Gazette of the Republic of Indonesia Number 4756).

HAS DECIDED:

To establish:

REGULATION OF THE GOVERNMENT ON PROCEDURES FOR THE APPLICATION AND USE OF A LIMITED LIABILITY COMPANY NAME.

**CHAPTER I
GENERAL PROVISIONS**

Article 1

Under this Government Regulation, the following definitions are employed:

1. Limited Liability Company, from this point onwards is referred to as a Company, is a legal entity which is a capital partnership, established based on an agreement, operating business activities with authorized capital which is entirely divided into shares and fulfills the requirements as set out under the Law on Limited Liability Companies as well as its implementing regulations.
2. Company Name is the name used as the identity of a Company in order to differentiate it from other Companies.
3. Applicant is co-founders, directors of a Company that has obtained legal entity status, or their proxies.

4. Minister is the minister who organizes government affairs in the field of law and human rights.

Article 2

- (1) Every Company must have a Company Name.
- (2) Company Name may solely be used after obtaining approval from the Minister.
- (3) Company Name which has obtained approval from the Minister as referred to in paragraph (2) shall be contained in the articles of association of the Company.

CHAPTER II

PROCEDURES FOR THE APPLICATION OF A COMPANY NAME

Article 3

- (1) Application of a Company Name shall be submitted by the Applicant to the Minister before the Company is established or prior to the amendment to the articles of association regarding the Company Name is conducted.
- (2) The proposed Company Name as referred to in paragraph (1) may be accompanied by the abbreviation of the Company Name.
- (3) The application of a Company Name as referred to in paragraph (1) shall be conducted through the electronic service of legal entity administration system information.
- (4) For certain regions for which there is no electronic network or the electronic network cannot be used, the application of a Company Name may be submitted in writing through a registered mail.
- (5) Further provisions regarding the electronic application of a Company Name as referred to in paragraph (3) and the written application of a Company Name as referred to in paragraph (4) shall be regulated under a Regulation of the Minister.

Article 4

- (1) The use of information technology services as referred to in Article 3 paragraph (3) shall be conducted by filling out the format for application of a Company Name.
- (2) The format for application of a Company Name as referred to in paragraph (1) shall consist of a Company Name which will be used to establish a Company or a Company Name which will be used to replace the previous Company Name.

Article 5

- (1) The proposed Company name shall fulfill the following requirements:
 - a. written in Latin letters;
 - b. have not been used legally by other Companies or are not substantially the same as another Company Name;
 - c. does not conflict with public order and/or decency;
 - d. not similar or not the same as the name of a state agency, a government agency, or an international

- agency, unless a license is obtained from the relevant agency;
- e. does not consist of numbers or a series of numbers, letters or a series of letters that do not form words;
 - f. has no meaning as a Company, a legal entity, or a civil partnership;
 - g. not solely using the purposes and objectives as well as business activities as the Company Name; and
 - h. in accordance with the purposes and objectives as well as the business activities of the Company, in the event that the purposes and objectives as well as the business activities will be used as part of the Company Name.
- (2) In the event that the proposed Company Name is accompanied by an abbreviation, the use of abbreviation shall fulfill the requirements as referred to in paragraph (1) except for letter e.
- (3) The abbreviation of a Company Name as referred to in paragraph (2) shall be in the form of:
- a. an abbreviation consisting of the first letter of the Company Name; or
 - b. an abbreviation which is an acronym of the Company Name.

Article 6

- (1) The Minister may grant approval or rejection upon the application of a Company Name submitted by the Applicant as referred to in Article 3 paragraph (1).
- (2) The approval of the Minister as referred to in paragraph (1) shall be submitted electronically to the Applicant by no later than 3 (three) business days from the date of receiving a complete application.
- (3) In the event that the Minister rejects the application of the Company Name as referred to in paragraph (1), the rejection shall be submitted electronically to the Applicant within a period of no later than 3 (three) business days from the date of receiving the application along with the reasons for rejection.

Article 7

- (1) The Company Name that has obtained approval from the Minister as referred to in Article 6 paragraph (2) must be stated in:
 - a. the Deed of establishment which contains the articles of association of the Company; or
 - b. Deed of amendment to the articles of association of the Company.
- (2) The Company Name must be stated in the deed as referred to in paragraph (1), within a maximum period of 60 (sixty) days from the date of approval of the Minister upon the application of the Company Name as referred to in Article 6 paragraph (2).
- (3) In the event that the period as referred to in paragraph (2) has elapsed, the approval of the Minister as referred to in Article 6 paragraph (2) is null and void by law.

CHAPTER III

PROCEDURES FOR THE USE OF A COMPANY NAME

Article 8

- (1) The use of a Company Name shall be preceded by the phrase "Perseroan Terbatas" or "PT" for short.
- (2) For Public Companies, aside from the applicable provisions as referred to in paragraph (1), the abbreviation "Tbk" is added at the end of the Company's name.
- (3) For Limited Liability Companies, in addition to the applicable provisions as referred to in paragraph (1), the writing of the word "Persero" is added.

Article 9

- (1) The abbreviation "Tbk" as referred to in Article 8 paragraph (2) may solely be used in correspondence as of the date of:
 - a. the effectiveness of the Registration Statement that is submitted to the supervisory agency in the capital market sector for Public Companies; or
 - b. implementation of a Public Offering for Companies that submit a Registration Statement to the supervisory agency in the capital market sector to conduct a Public Offering of shares in accordance with provisions of Laws and Regulations in the capital market sector.
- (2) In the event that the Company Registration Statement as referred to in paragraph (1) letter fails to become effective or the Company as referred to in paragraph (1) letter b fails to carry out the Public Offering of shares, the Company shall revise its articles of association and remove the abbreviation "Tbk" in its name within a period of 6 (six) months after the date of approval from the Minister.

Article 10

Any Public Company which no longer fulfills the requirements as a Public Company as regulated under laws and regulations in the capital market sector:

- a. in conducting correspondence, it is prohibited to include the abbreviation "Tbk" at the end of the Company Name, effective from the date of issuance of the statement letter from the supervisory agency in the capital market sector regarding the non-fulfillment of the criteria for Public Companies; and
- b. must conduct amendment to the articles of association within 6 (six) months at the latest from the date of issuance of the statement letter from the supervisory agency in the capital market sector regarding the non-fulfillment of the criteria for Public Companies.

Article 11

Companies whose shares are wholly owned by Indonesian citizens or Indonesian legal entities must use a Company Name in the Indonesian language.

CHAPTER IV

CLOSING PROVISIONS

Article 12

Upon the effective enforcement of this Regulation of the Government, Regulation of the Government Number 26 of 1998 on the Use of a Limited Liability Company Name (State Gazette of the Republic of Indonesia of 1998 Number 39, Supplement to the State Gazette of the Republic of Indonesia Number 3740), shall be repealed and declared invalid.

Article 13

This Regulation of the Government comes into force from the date of its promulgation.

For public cognizance, it is hereby ordered that this Regulation of the Government be promulgated in the State Gazette of the Republic of Indonesia.

Established in Jakarta,

On 4 October 2011

THE PRESIDENT OF THE REPUBLIC OF INDONESIA,

Signed.

DR. H. SUSILO BAMBANG YUDHOYONO

Promulgated In Jakarta,

On 4 October 2011

THE MINISTER OF LAW AND HUMAN RIGHTS OF THE REPUBLIC OF INDONESIA,

Signed.

PATRIALIS AKBAR

STATE GAZETTE OF THE REPUBLIC OF INDONESIA OF 2011 NUMBER 96

**ELUCIDATION OF
REGULATION OF THE GOVERNMENT OF THE REPUBLIC OF INDONESIA
NUMBER 43 OF 2011
ON
PROCEDURES FOR THE APPLICATION AND USE OF A LIMITED LIABILITY COMPANY NAME**

I. GENERAL

The replacement of Law Number 1 of 1995 on Limited Liability Companies with Law Number 40 of 2007 on Limited Liability Companies has brought juridical consequences to several implementing regulations of Law Number 1 of 1995 to be adjusted to the provisions of Law Number 40 of 2007. One of the implementing regulations that has to be adjusted is Regulation of the Government Number 26 of 1998 on the Use of a Limited-Liability Company Name.

Article 9 paragraph (4) and Article 16 paragraph (4) of Law Number 40 of 2007 on Limited Liability Companies mandate that the procedures for the application and use of a Limited Liability Company Name shall be regulated under a Regulation of the Government. This is intended so that there is conformity and harmony between laws and regulations in the Company sector.

Optimization of performance in accelerating the service for the validation of application and use of a Company name is the most basic substance in the arrangement of this Regulation of the Government, in line with Law Number 40 of 2007.

This Regulation of the Government regulates that the procedures for the application and use of a Company Name is conducted by utilizing information technology services for the administration system of legal entities electronically. In addition, it is also regulated under certain circumstances that the application and use of a Company Name may be conducted in writing through a registered letter. Certain conditions are conditions in which an area does not yet have an electronic network or an existing electronic network does not function so that it cannot be used.

In addition to the abovementioned reasons, the re-regulation on the use of a Company Name in this Regulation of the Government is also intended to provide legal protection to any user of a Company Name in good faith who has used said name as a Company Name by officially including them in the deed of establishment or the deed of amendment to the articles of association of a Company which has been ratified or approved by the Minister of Law and Human Rights or to any party who has first submitted the application of a Company Name to the Minister of Law and Human Rights.

II. CHAPTER BY ARTICLE

Article 1

Self-explanatory.

Article 2

Self-explanatory.

Article 3

Paragraph (1)

Self-explanatory.

Paragraph (2)

Self-explanatory.

Paragraph (3)

Self-explanatory.

Paragraph (4)

"Registered mail" is a letter which is addressed to the recipient and may be proven with a receipt from the recipient which is signed by mentioning the date of receipt.

Paragraph (5)

Self-explanatory.

Article 4

Self-explanatory.

Article 5

Paragraph (1)

Letter a

Self-explanatory.

Letter b

"Substantially the same as another Company Name" is the similarities caused by the prominent elements between the Name of one Company and the Name of another Company which may give rise to the impression of similarities regarding the writing method or similarities of the speech sound contained in the Company Name, although the owner is the same.

For example, PT BHAYANGKARA and PT BAYANGKARA, PT SAMPURNA and PT SAMPOERNA, PT BUMI PERTIWI and PT BUMI PRATIWI, PT HIGH-DESERT and PT HIGH DESERT, PT JAYA DAN MAKMUR and PT DJAJA & MAKMUR.

Letter c

Self-explanatory.

Letter d

Self-explanatory.

Letter e

Consisting numbers or a series of numbers in this provisions, for example: PT3, PT 99, PT 007.

Consisting letters or a series of letters that do not form words in this provision, for example: PT. S, PT. A, PT. ABC.

Letter f

Has the meaning as a Company, a legal entity, or a civil partnership in this provisions for example:

Ltd, Gmbh, SDN, Sdn, Bhd, PTE, Co., & Co., Inc., NV, or BV, Usaha Dagang (UD), Koperasi Usaha Dagang (KUD), Inc., Associate, Association, SA, SARL, AG.

Letter g

Solely use the purposes and objectives as well as business activities as a Company Name in this provisions, for example "PT Pembobong dan Pengangkutan"

Letter h

In accordance with the purposes and objectives as well as the business activities of a Company in this provision, for example, PT Pelayaran Andalan whose purposes and objectives as well as its activities must be in the shipping sector, PT. Abdul Construction which purposes and objectives as well as its activities must be in the construction sector.

Paragraph (2)

Self-explanatory.

Paragraph (3)

Letter a

The abbreviation of the first letter of a Company Name in this provisions is for example: PT Kustodian Sentral Efek Indonesia abbreviated as PT KSEI, PT Kereta Api Indonesia abbreviated as PT KAI.

Letter b

"Acronym" is an abbreviation in the form of a combination of letters or syllables or other parts which are written and pronounced as natural words.

For example, PT SAHABAT FINANSIAL SEJAHTERA is abbreviated as PT SAFIRA, PT TABUNGAN ASURANSI PEGAWAI NEGERI is abbreviated as PT TASPEN, PT ASURANSI KESEHATAN is abbreviated as PT ASKES, PT PELABUHAN INDONESIA is abbreviated as PT PELINDO.

Article 6

Self-explanatory.

Article 7

Self-explanatory.

Article 8

Paragraph (1)

Self-explanatory.

Paragraph (2)

"Public company" is a Public Company or a Company which conducts a public offering of shares, in accordance with provisions of laws and regulations in the capital market sector.

Paragraph (3)

Self-explanatory.

Article 9

Paragraph (1)

Self-explanatory.

Paragraph (2)

"Approval from the Minister" is the approval of the Minister on the amendment to all provisions of the articles of association on the status of a private Company into a Public Company.

Article 10

Letter a

Self-explanatory.

Letter b

"Conduct amendment to the articles of association" is referred to that the company's name is changed again so that it does not use the word Tbk behind the company's name and changes the provisions in the articles of association in relation to the company's status as a public company.

Article 11

Self-explanatory.

Article 12

Self-explanatory.

Article 13

Self-explanatory.

SUPPLEMENT TO THE STATE GAZETTE OF THE REPUBLIC OF INDONESIA NUMBER 5244

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