LEGAL IMPLICATIONS OF FOUNDATION AMENDMENT DEEDS ORIGINATING FROM AN ILLEGITIMATE BOARD OF TRUSTEES

Owen Sangga Langi[1], Ahmad Aswar Rowa[2], Rahmia Rachman[3],
Universitas Tadulako, Palu, Indonesia[1,2,3]
Email: owensanggalangi021@gmail.com[1], ahmadaswarrowa@gmail.com[2], rahmiarachman@gmail.com[3]

Abstrak

This study aims to analyze the legal implications of a deed amending a foundation's statutes when such an amendment originates from a Board of Trustees (Pembina) that lacks proper legitimacy. This is a normative legal study employing statutory, conceptual, and case-based approaches. Legal materials comprising primary, secondary, and tertiary sources were gathered through literature re-search. The findings indicate that the validity of a deed amending a foundation's statutes depends on the legitimacy of the Board of Trustees, the validity of the meeting resolutions, and compliance with the procedures stipulated in the foundation's Articles of Association and applicable laws and regulations. A defect in the legitimacy of an amendment deed which serves as the basis for estab-lishing authority can affect the validity of subsequent deeds derived from those initial resolutions. However, the legal consequences for each individual deed must be determined based on the specific legal relationships involved and judicial assessment, rather than occurring automatically. The deci-sion of the Central Sulawesi High Court (Case No. 120/Pdt/2025/PT Pal) declared Deeds No. 12, No. 34, and No. 01 to be valid and binding, illustrating that judicial evaluations regarding the validity of a Board of Trustees' resolutions and a foundation's amendment deeds can vary. Furthermore, a nota-ry is obligated to verify that all formal and procedural requirements are met, without assuming the court's authority to resolve internal disputes within a foundation. Consequently, the authenticity of a deed and its administrative registration do not preclude the possibility of challenging the validity of the underlying resolutions.

Keywords: *Deed of Amendment, Validity, Board of Patrons, Legitimacy Dispute, Foundation.*

Introduction

A legal entity is a subject of law with an independent legal status in establishing legal relationships with other parties. Its existence enables an organization to hold rights and obligations in its own name, independently of the legal status of the individuals who establish or manage its activities. In practice, a legal entity acts through its organs or organizational bodies, which are vested with authority under applicable laws and regulations and internal

organizational provisions.[1] Accordingly, the validity of a legal entity's actions is determined not only by the objectives pursued but also by the authority of the parties representing it and compliance with the procedures governing decision-making.

The separation between a legal entity and the individuals within it underscores that every organizational action must be based on lawful authority. Therefore, a person's status as a founder or manager does not automatically confer the right to make all decisions on behalf of the legal entity.[2] Under Indonesian civil law, a foundation is a legal entity established to pursue social, religious, and humanitarian objectives and does not have members. Consequently, a foundation must be managed through its organs, each of which performs its functions within the limits of its respective authority. Understanding the legal status of a legal entity, the authority of its organs, and its decision-making mechanisms provides the basis for assessing the validity of foundation organs' decisions and the legal consequences of actions undertaken in the foundation's name.

Foundations are recognized as legal entities under the Indonesian legal system pursuant to Law Number 16 of 2001 concerning Foundations, as amended by Law Number 28 of 2004.[3] This status grants a foundation a legal personality separate from that of its founders and the parties responsible for its management. As a legal entity, a foundation may own assets, undertake legal acts, and bear rights and obligations in pursuit of its social, religious, humanitarian, and educational objectives. Recognition of a foundation's legal entity status is obtained upon approval of its deed of establishment by the Minister of Law and Human Rights, as stipulated in Article 11 paragraph (1) of the Foundation Law.

[1] A M Tasmika, "Analisis Yuridis Terhadap Implementasi Prinsip Good Governance Dalam Mewujudkan Akuntabilitas Dan Kepastian Hukum Kehidupan Berbangsa Dan Bernegara Seb," *Media Hukum Indonesia (MHI)* 4, no. 2 (2026): 923–937, https://doi.org/10.5281/zenodo.21735876.

[2] Tedi Sudrajat, *Hukum Birokrasi Pemerintah: Kewenangan Dan Jabatan* (Jakarta: Sinar Grafika, 2022).

[3] Desi Handayani, "Analisis Yuridis Tentang Pendirian Yayasan Pendidikan Setelah Berlakunya Undang-Undang Nomor 28 Tahun 2004 Tentang Perubahan Atas Undang-Undang Nomor 16 Tahun 2001 Tentang Yayasan," *Al-Idarah: Jurnal Kependidikan Islam* 8, no. 1 (2018): 167–77, https://doi.org/10.24042/alidarah.v8i1.3087.

Accordingly, legal entity status not only establishes the foundation's formal existence but also provides the legal basis for various legal acts carried out through its authorized organs.[4]

A foundation has three principal organs: the Board of Trustees, the Management Board, and the Supervisory Board, as stipulated in Article 2 of the Foundation Law. The Board of Trustees is authorized to determine general policies and appoint or dismiss members of the Management Board and the Supervisory Board. However, such authority must be exercised in accordance with applicable laws and regulations and the foundation's Articles of Association, including provisions governing meeting notices and quorum requirements.[5] These requirements are related to the principle of a separate legal entity, which recognizes a foundation as an independent legal subject, and the principle of fiduciary duty, which requires the foundation's organs to act in the foundation's best interests. Actions exceeding the limits of authority (ultra vires) or failing to comply with prescribed procedures may give rise to questions concerning the validity of decisions made by the foundation's organs.[6]

An individual's legal capacity as a subject of law under Article 1329 of the Indonesian Civil Code must be distinguished from that individual's authority to make decisions on behalf of a foundation. Decisions made by the Board of Trustees serve as the basis for the preparation of deeds amending the foundation's Articles of Association or changing the composition of its organs by a notary, as well as for processing such changes through the Legal Entity Administration System (Sistem Administrasi Badan Hukum). Accordingly, the validity of a deed depends not only on its compliance with the formal requirements of an authentic instrument but also on the validity of the underlying decision. Under Article 16 paragraph (1) letter (a) of the Law on the Office of Notary, a notary is required to act in good

[4] Vidiya Indriani Idris and Budi Santoso, "Pengaturan Kepemilikan Hak Atas Tanah Bagi Yayasan Penyelenggara Pendidikan," *USM Law Review* 6, no. 2 (2023): 642–656, https://doi.org/10.26623/julr.v6i2.6334.

[5] Zulfi Diane Zaini and Putri Septia, "Pertanggungjawaban Pengurus Dalam Pengelolaan Badan Hukum Yayasan Di Indonesia," *Justice Voice* 1, no. 1 (2022): 35–44, https://doi.org/10.37893/jv.v1i1.65.

[6] Salsabila Ariatna, "Keabsahan Keputusan Perusahaan Dalam Hal Direksi Yang Mengambil Keputusan Masa Jabatannya Sudah Selesai Berdasarkan Akta Perubahan Anggaran Dasar Terakhir," *AL-MANHAJ: Jurnal Hukum Dan Pranata Sosial Islam* 5, no. 2 (2023): 1249–60, https://doi.org/10.37680/almanhaj.v5i2.2183.

faith, honestly, carefully, independently, and impartially.[7] Although a notary does not have the authority to adjudicate substantive disputes between a foundation's organs, the relevant documentary and procedural requirements must nevertheless be observed. Therefore, procedural defects in the decision-making process of the Board of Trustees may constitute grounds for challenging the validity of a foundation amendment deed through the applicable legal mechanisms.[8]

The internal dispute within the Alkhairaat Sayyid Idrus Bin Salim Aldjufrie Foundation originated from a meeting of the Board of Trustees held on September 12, 2024, which allegedly failed to comply with the Articles of Association concerning the notification of members and the meeting quorum. The meeting, attended only by the Chairperson of the Board of Trustees, resulted in a decision to change the composition of the Board of Trustees. This decision subsequently served as the basis for the execution of Deed Number 12 dated September 12, 2024, Deed Number 34 dated September 24, 2024, and Deed Number 01 dated October 1, 2024, by Farid, S.H., a Notary and Land Deed Official (Pejabat Pembuat Akta Tanah or PPAT). Members who had not been invited subsequently discovered the changes through the Legal Entity Administration System of the Ministry of Law and Human Rights. They then sent a formal legal notice to the notary and submitted a request to block the deeds, but these measures did not produce the expected resolution. The dispute was subsequently brought before the Palu District Court as a tort claim under Case Number 150/Pdt.G/2024/PN Pal. The principal issues concerned the validity of the Board of Trustees' meeting and the binding legal force of the foundation amendment deeds issued on the basis of the meeting's decision.

In Decision Number 150/Pdt.G/2024/PN Pal dated October 30, 2025, the Palu District Court partially granted the claim, declared that the Defendant had committed an unlawful act, and held that the resolutions of the Board of Trustees' meeting and Deeds Number 12,

[7] Yetty Komalasari Dewi, *Analisis Dan Evaluasi Peraturan Perundang-Undangan Tentang Yayasan* (Jakarta: Pusat Perencanaan Pembangunan Hukum Nasional, 2013).

[8] Naflah Lukman Balhmar, "Tinjauan Yuridis Terhadap Perbuatan Melawan Hukum Pembina Yayasan Yang Melakukan Penyalahgunaan Wewenang Dalam Pergantian Organ Yayasan." (UPN Veteran Jawa Timur, 2024).

34, and 01 were not legally binding because they failed to satisfy the requirements concerning meeting notices and quorum. However, Decision Number 120/Pdt/2025/PT Pal dated January 12, 2026, overturned the lower court's decision and dismissed the entire claim. The appellate court reasoned that the Articles of Association did not specifically regulate the notice period or the quorum requirements for a third meeting, and therefore considered the decision made by the sole attending trustee to be valid. The differing outcomes of these two decisions demonstrate divergent interpretations of the Articles of Association, which directly affect the validity of the Board of Trustees' decision and the foundation amendment deeds.

This study aims to analyze the validity of the Board of Trustees' decision in terms of formal procedural requirements and the legitimacy of authority, examine the judges' reasoning in both decisions, and assess the resulting legal consequences for the foundation amendment deeds. The study employs a normative legal research method using statutory, doctrinal, and case-law approaches. It is expected to clarify the relationship between the authority of foundation organs, decision-making procedures, and the validity of amendment deeds, while contributing to the development of foundation law, particularly regarding the legitimacy of organizational organs, legal certainty, and the scope of notaries' obligations in executing foundation amendment deeds.

Previous research by Putra Hutomo Assyauqi, Melvina Aldhia, and Ramlani Lina Sinaulan[9] examined the authority and responsibility of notaries in executing deeds declaring resolutions of foundation meetings that failed to satisfy quorum requirements. Meanwhile, Armitha Viradilla[10] investigated the validity of meetings of a foundation's Board of Trustees when the meeting notice did not comply with the stated agenda and the legal consequences for deeds subsequently executed. Unlike these studies, the present research specifically analyzes Palu District Court Decision Number 150/Pdt.G/2024/PN Pal and Central Sulawesi

[9] Putra Hutomo Assyauqi, Melvina Aldhia, Ramlani Lina Sinaulan, "Kewenangan Dan Tanggung Jawab Notaris Dalam Pembuatan Akta Pernyataan Keputusan Rapat Yayasan," *Journal of Legal Research* 4, no. 2 (2022): 275–286, https://doi.org/10.15408/jlr.v4i2.25411.

[10] Armitha Viradilla, "Pembatalan Akta Pernyataan Keputusan Rapat Akibat Pelaksanaan Rapat Pembina Yayasan Yang Undangannya Tidak Sesuai Dengan Mata Acara Rapat (Studi Putusan Pengadilan Negeri Bandung Nomor 389 / PDT . G / 2019 / PN . BDG) Pembatalan Akta Pernyataan Keputusa," *Indonesian Notary* 4, no. 1 (2022): 7, https://scholarhub.ui.ac.id/notary/vol4/iss1/7.

High Court Decision Number 120/Pdt/2025/PT Pal. The novelty of this study lies in its analysis of the divergent judicial reasoning concerning the validity of a third meeting of the Board of Trustees attended only by its Chairperson, the interpretation of the Articles of Association regarding meeting notices and quorum requirements, and the resulting legal implications for the validity of foundation amendment deeds.

Method

This research employs a normative legal method, namely an approach focused on examining written law (law in books) and applicable legal principles. The research is conducted through a literature review utilizing secondary data consisting of primary, secondary, and tertiary legal materials. These materials are used to examine legal provisions relevant to the research subject.[11] Specifically, this research examines the validity of decisions made by the Board of Trustees in relation to foundation amendments based on applicable legislation, the legal considerations adopted by judges in deciding cases, and the legal consequences for foundation amendment deeds executed on the basis of actions taken by the Board of Trustees without a valid legal basis of authority.

To obtain a comprehensive analysis, this research employs three approaches: the statutory approach, the conceptual approach, and the case approach. The statutory approach is conducted by examining Law Number 16 of 2001 in conjunction with Law Number 28 of 2004 concerning Foundations; Government Regulation Number 63 of 2008 in conjunction with Government Regulation Number 2 of 2013 concerning the Implementation of the Law on Foundations; Law Number 2 of 2014 concerning Amendments to Law Number 30 of 2004 concerning the Office of Notary; and relevant provisions of the Indonesian Civil Code. The conceptual approach is used to examine legal doctrines and expert opinions concerning the authority of legal entity organs, nullity by operation of law, and legal liability. Meanwhile, the case approach is applied through an analysis of Palu District Court Decision Number 150/Pdt.G/2024/PN Pal and High Court Decision Number 120/Pdt/2025/PT Pal. These

[11] Muhammad Siddiq Armia. Penentuan Metode & Pendekatan Penelitian Hukum. (Banda Aceh: Lembaga Kajian Konstitusi Indonesia LKII, 2022).

decisions serve as the primary materials for examining the judges' legal considerations and the legal consequences for the decisions and amendment deeds of the foundation.

Discussion

Legal Implications of Foundation Amendment Deeds Executed Based on Decisions Made by Trustees Lacking Legitimacy

The validity of foundation amendment deeds must be analyzed by considering the relationship between the authority of foundation organs, decision-making procedures, and the responsibilities of a Notary in incorporating such decisions into an authentic deed. In this context, a Notary is not authorized to assume decision-making powers that properly belong to the foundation's organs. The Notary's role is to incorporate the parties' intentions or resolutions into a deed in a neutral and impartial manner. This principle is consistent with the obligation of a Notary to act in a trustworthy, honest, careful, independent, and impartial manner, as stipulated in Article 16 paragraph (1) letter a of Law Number 2 of 2014 concerning Amendments to Law Number 30 of 2004 on the Office of Notary. Accordingly, a deed must reflect decisions genuinely made by authorized parties, rather than decisions independently formulated by the Notary outside the results of a meeting.[12]

The obligation to formalize amendments to a foundation's Articles of Association in an Indonesian-language notarial deed is expressly stipulated in Article 18 paragraph (3) of the Law on Foundations. A deed executed by or before an authorized public official in accordance with applicable laws and regulations qualifies as an authentic deed, as referred to in Article 1868 of the Indonesian Civil Code.[13] An authentic deed possesses evidentiary force encompassing formal, material, and external aspects. Nevertheless, the conclusive evidentiary force attached to an authentic deed must be properly understood. The authenticity of a deed does not automatically render its entire contents or the decisions recorded therein

[12] Wahyuni Sri, "Kewenangan Notaris Dalam Membuat Akta Pernyataan Terkait Rapat Umum Pemegang Saham (RUPS) Dan Pertanggungjawaban Pidananya (Studi Kasus: Putusan Pengadilan Tinggi Banten Nomor 9/PID/2019/PT. BTN).," *Otentik's: Jurnal Hukum Kenotariatan* 3, no. 2 (2021): 182–204.

[13] Suarlan, Rahmia Rachman, Erlan Ardiansyah, and Fidyah Faramita Utami. "Urgensi Penerapan Cyber Notary Pada Akta Pengikatan Jual Beli Tanah Di Masa Pandemi Covid-19." *ACTADIURNAL Jurnal Ilmu Hukum Kenotariatan* 6, no. 1 (2022): 1–14. https://doi.org/10.23920/acta.v6i1.849.

immune from potential legal defects. Therefore, a distinction must be drawn between the authenticity of the deed's form and the validity of the decision underlying its execution.[14] The preparation of such a deed does not merely fulfill administrative requirements but also provides evidentiary force for decisions adopted through the appropriate mechanisms.

In performing their duties, Notaries are not authorized to adjudicate or resolve internal disputes among a foundation's organs. However, this limitation does not eliminate their obligation to examine the completeness of formal and procedural requirements before incorporating a decision into a deed. Such examination includes the validity of meeting notices, the status of the parties attending the meeting, and compliance with the quorum requirements stipulated in the foundation's Articles of Association. This examination forms part of the duty of care required in the performance of a Notary's office, without assuming the court's authority to determine the substantive merits of the dispute.[15]

Furthermore, the registration of foundation amendments through the Legal Entity Administration System (*Sistem Administrasi Badan Hukum*) under the Ministry of Law must be distinguished from judicial review of the validity of the underlying decisions. The administrative process does not, in itself, establish that all decision-making procedures have been lawfully conducted. In other words, the existence of a deed in the legal entity administration system does not automatically preclude challenges to the basis of its execution where there are allegations of violations of applicable legislation or the foundation's Articles of Association.

This issue is reflected in the dispute concerning three amendment deeds of the Foundation executed by Notary/Land Deed Official Farid, S.H., namely Deed Number 12 dated September 12, 2024, Deed Number 34 dated September 24, 2024, and Deed Number 01 dated October 1, 2024. These three deeds became the subject of the dispute because they concerned changes to the composition of the foundation's organs based on resolutions adopted at a meeting of the Board of Trustees. Therefore, the legal issue concerns not only

[14] A Keramat K Kholidah, PH Hasibuan, MR Alamsyah, AF Ramadani, *Notaris Dan PPAT Di Indonesia: Aplikasi Teori Dan Praktik Dalam Pembuatan Akta* (Yoyakarta: Semesta Aksara, 2024).

[15] Siti Aisyah, "Pernyataan Keputusan Rapat Atas Pemberhentian Ketua Yayasan Am Pada Rapat Pembina Yang Cacat Hukum Berdasarkan Putusan Nomor 643 / PDT . P / 2019 / PN . DPS," *Indonesian Notary* 4, no. 2 (2022): 6, https://scholarhub.ui.ac.id/notary/vol4/iss2/6.

the legitimacy of the Board of Trustees in making decisions but also the legal consequences of those decisions for the subsequent amendment deeds.

The relationship among the three deeds can be examined by tracing the source of the authority underlying their execution. Deed Number 12 served as the basis for changing the composition of the Board of Trustees, while the meetings resulting in Deed Number 34 and Deed Number 01 were conducted by a Board of Trustees whose authority derived from the preceding amendment. Although the two subsequent deeds were supported by separate meeting minutes, their legal status must still be examined by considering the validity of the source of authority relied upon. Accordingly, the completeness of the documents for each meeting cannot be assessed in isolation without considering the legal relationship between the initial amendment and the subsequent actions derived from it.

Based on this framework, the possibility of cascading legal consequences arises if a deed that serves as the basis for establishing authority is declared invalid. If Deed Number 12 loses its legal validity, the authority of the Board of Trustees constituted under that deed must be reassessed. Such reassessment may subsequently affect the validity of legal acts performed by that organizational structure, including the resolutions underlying the execution of Deed Number 34 and Deed Number 01. However, the legal consequences for each subsequent deed must still be determined in accordance with applicable law and the court's assessment of the relationship between the respective decisions, rather than on the assumption that every subsequent deed automatically becomes invalid.

Differences in the assessment of this relationship are evident in the decisions rendered at the two judicial levels. The Palu District Court held that Deed Number 12, Deed Number 34, and Deed Number 01 had no binding legal force because they were based on resolutions of the Board of Trustees that were considered legally defective. This reasoning demonstrates that the court of first instance linked the validity of the amendment deeds to the validity of the underlying meeting resolutions. Under this approach, compliance with the formal requirements for executing a deed cannot be separated from the question of whether the decisions recorded therein were adopted by an authorized organ through the appropriate procedures.

Conversely, at the appellate level, the Appellants, namely Defendant I and the Notary/Land Deed Official as Defendant II, argued that the three deeds had been executed on the basis of meeting minutes and supporting documents deemed complete, including the Mandate of the Supreme Chair of Alkhairaat (*Amanat Ketua Utama Alkhairaat*). They also relied on the verification and approval processes undertaken by the Ministry of Law. On this basis, the Appellants maintained that the formal requirements for executing the deeds had been satisfied. The Central Sulawesi High Court subsequently accepted this approach and, through Decision Number 120/Pdt/2025/PT Pal, declared the three amendment deeds valid and binding.

These differing judicial considerations demonstrate that the validity of foundation amendment deeds cannot be analyzed solely in terms of their form and documentary completeness. The assessment must also address the validity of the underlying authority used to adopt the relevant decisions. In the author's view, administrative approval or registration by the Ministry of Law cannot automatically be equated with a judicial determination of the substantive validity of a decision. Therefore, the authenticity of the deed, compliance with meeting procedures, and the legitimacy of the organ adopting the decision must be treated as interconnected legal issues, while retaining their respective areas of assessment.

In addition to the validity of the Board of Trustees' resolutions, the Notary's responsibilities in preparing the deeds also constitute an important aspect of this dispute. The Respondents, who were originally the Plaintiffs, argued that the Notary had received a formal legal demand before Deed Number 34 and Deed Number 01 were executed. In their view, notification of the foundation's internal dispute should have prompted the Notary to exercise greater caution, including reconsidering the preparation of deeds based on decisions that were being challenged. This argument was linked to the Notary's duty to act carefully, as stipulated in Article 16 paragraph (1) letter a of the Law on the Office of Notary.

On the other hand, the Appellants maintained that the Notary's responsibility primarily concerned the formal aspects of deed execution. They asserted that, before executing the three deeds, the Notary had examined the meeting minutes, the Mandate of the Supreme Chair, and other supporting documents. They also relied on the verification and

approval processes conducted by the Ministry of Law to argue that the deeds had been prepared in accordance with applicable regulations. These two positions reveal differing understandings of the extent of the examination that a Notary must undertake when submitted documents concern resolutions of a foundation's organs that are subject to an ongoing dispute.

In notarial legal literature, a Notary's responsibility for the formal aspects of a deed is distinguished from responsibility for the substantive truth of statements made by the appearing parties.[16] In principle, a Notary records the statements and decisions presented by the parties in the form of a deed and is therefore not automatically responsible for the substantive truth of every statement contained therein. Nevertheless, the obligation to examine the completeness of documents and exercise due care remains an integral part of the Notary's professional duties.[17] Consistent with this view, a Notary's responsibility generally concerns the formal aspects of the statements recorded in the deed, rather than an obligation to investigate comprehensively every substantive fact presented by the appearing parties.[18]

This distinction does not mean that a Notary may disregard procedural requirements when preparing a deed based on a meeting resolution of a legal entity's organ. In this context, the examination should cover the legality of the meeting, the status and position of those in attendance, the number of members entitled to vote, the procedures for issuing meeting notices, compliance with quorum requirements, and the consistency between the meeting agenda and the resolutions to be incorporated into the deed. Examining these elements relates to the formal and procedural compliance that must be considered before a deed is executed. Accordingly, a distinction must be drawn between the obligation to examine meeting requirements that can be verified through documents and applicable provisions, and the authority to resolve substantive disputes that fall within the jurisdiction of the courts.

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[16] Erlan Ardiansyah, Rahmia Rachman, and Mohammad Saleh, "Batasan Tanggungjawab Notaris Terhadap Akta Autentik Yang Dibuatnya," *Recital Review* 4, no. 2 (2022): 432–451, https://doi.org/10.22437/rr.v4i2.18867.

[17] Muhammad Naufal Darmawan, "Pertanggungjawaban Notaris Dalam Membuat Akta Pernyataan Keputusan Rapat Atas Rups Fiktif (Studi Kasus Putusan Nomor 214/Pdt. G/2021/Pn. Jkt. Utr).," *Jurnal Hukum Egalitaire* 2, no. 3 (2025): 530–545.

[18] Oemar Moechthar, *Hukum Kenotariatan: Teknik Pembuatan Akta Notaris Dan PPAT* (Jakarta: Prenada Media, 2024).

In the author's view, the authority to determine whether resolutions of the Board of Trustees in an internal foundation dispute are valid rests with the courts. Meanwhile, a Notary is obligated to ensure that the formal and procedural requirements for preparing a deed have been satisfied in accordance with applicable legislation. Therefore, any demand that a Notary independently determine the substantive truth of every aspect of an internal foundation dispute must be limited to the scope of the Notary's authority. However, the argument that administrative approval by the Ministry of Law, by itself, proves that all of the Notary's examination obligations have been fulfilled must also be critically assessed. The administrative process does not automatically establish that the Notary has examined every procedural aspect of the meeting, including the appropriateness of the notice and compliance with quorum requirements. Both aspects must still be evaluated on the basis of the relevant documents, the Articles of Association, and the Notary's professional obligations.

Based on the operative part of Central Sulawesi High Court Decision Number 120/Pdt/2025/PT Pal, the first-instance decision was overturned and the Plaintiffs' claims were dismissed in their entirety. Accordingly, under the appellate decision, Deed Number 12, Deed Number 34, and Deed Number 01 were declared valid and binding. The changes to the composition of the foundation's organs recorded in these deeds therefore remain effective pursuant to the operative part of that decision. Nevertheless, this status must be considered in light of any subsequent legal remedies and whether the decision has become final and legally binding (*inkracht van gewijsde*). Certainty regarding the current status of the case must be based on official information concerning the history of legal remedies, rather than solely on the fact that an appellate decision has been issued.

Nevertheless, the author considers that the High Court's interpretation of the provisions governing the third meeting of the Board of Trustees remains open to criticism, particularly regarding whether the absence of specific provisions can be interpreted as eliminating the requirements for meeting notices and quorum.[19] If the interpretation adopted by the Palu District Court is considered more consistent with the Articles of Association, the

[19] Owen Sangga Langi, Ahmad Aswar Rowa and Rahmia Rachman, "Keabsahan Keputusan Pembina Dalam Perubahan Yayasan Dan Implikasi Hukumnya Terhadap Akta Perubahan Yayasan" Skripsi Universitas Tadulako (2026).

potential legal consequence would be the loss of the legal basis for Deed Number 12, followed by a reassessment of Deed Number 34 and Deed Number 01, whose authority derives from that amendment. Under such circumstances, the restoration of the situation to its previous state (*restitutio in integrum*) may be considered a legal consequence proposed in the research argument, subject to applicable law and the protection of third parties acting in good faith.

On this basis, the author argues that the composition of the foundation's organs that should serve as the point of reference if the amendments are declared invalid is the composition recorded in Deed Number 008 dated January 9, 2023.[20] Management actions undertaken under the new composition must subsequently be assessed according to their respective sources of authority and cannot automatically be considered valid if the underlying authority is proven to be legally defective. However, the protection of third parties acting in good faith must still be considered when determining the resulting legal consequences. Accordingly, resolving the dispute requires consideration of the relationship between the legitimacy of the Board of Trustees, the validity of meeting resolutions, the legal force of authentic deeds, the Notary's obligations, and legal certainty for parties with interests in the foundation.

Conclusion

Based on the results and discussion, it can be concluded that the validity of a foundation amendment deed largely depends on the validity of the Board of Trustees' resolution serving as the basis for its execution. Although a notarial deed has the status of an authentic deed, its authenticity does not automatically guarantee the substantive validity of the resolution incorporated therein. If the Board of Trustees' resolution fails to satisfy the requirements concerning authority and procedures established under the Articles of Association and applicable laws and regulations, changes to the composition of the foundation's organs based on that resolution may lose their valid legal basis. In the cases of

[20] Dita Maharani, Nurul Miqat and Dewi Kemala Sari. "Tinjauan Hukum Wasiat Yang Dibuat Tanpa Akta Notaris Berdasarkan Kitab Undang-Undang Hukum Perdata," *Jurnal Ilmu Hukum Toposantaro* 3, no. 1 (2026), https://jurnal.fh.untad.ac.id/index.php/TPS/article/view/2888.

Deed Number 12 dated September 12, 2024, Deed Number 34 dated September 24, 2024, and Deed Number 01 dated October 1, 2024, the validity of the first deed is related to the legitimacy of the Board of Trustees, which serves as the basis for the execution of the subsequent deeds. Therefore, the validity of each deed must be assessed by examining the underlying resolution and the allocation of authority among the foundation's organs.

Notaries are required to act diligently, honestly, neutrally, and impartially, and to ensure compliance with the formal and procedural requirements for executing deeds, including verifying the legal standing of the parties appearing before them, the procedures for convening meetings, and the fulfillment of quorum requirements. Although notaries are not authorized to adjudicate substantive internal disputes within a foundation, administrative registration or approval by the Ministry of Law does not automatically establish the validity of the decision underlying a deed. The differing rulings of the Palu District Court and the Central Sulawesi High Court reflect divergent assessments of the validity of the Board of Trustees' decision and the foundation amendment deeds. Pursuant to Decision Number 120/Pdt/2025/PT Pal, all three deeds were declared valid and legally binding in accordance with the operative part of the appellate judgment. Accordingly, an assessment of the legal implications of foundation amendment deeds must take into account the validity of the underlying decisions of the foundation's organs, compliance with the foundation's internal procedures, the notary's responsibilities, and legal certainty for all interested parties.

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