

RINGKASAN

Notaris adalah pejabat umum yang berwenang untuk membuat akta otentik. Kebutuhan akan Notaris dalam suatu Perseroan Terbatas terutama dalam proses pendirian, perubahan anggaran dasar dan perubahan data perseroan terbatas merupakan kebutuhan yang sangat mendasar, khususnya pembubaran dalam Perseroan Terbatas Penanaman Modal Asing (PMA). PT XYZ adalah suatu perusahaan penanaman modal asing yang didirikan berdasarkan akta tertanggal 30 September 2011. Dalam penelitian ini terdapat permasalahan mengenai pemegang saham yang berada di luar negeri saat akan dimulainya proses pembubaran melalui RUPS dengan agenda pembubaran Perseroan, sedangkan berdasarkan peraturan perundang-undangan yang bersangkutan diperlukan kehadirannya untuk melakukan RUPS. Dalam Proses pembubaran dan likuidasi minimal diperlukan adanya dua akta yaitu akta RUPS dengan agenda persetujuan pembubaran PT, pengangkatan likuidator dan akta RUPS dengan agenda persetujuan laporan hasil likuidasi oleh likuidator kepada para pemegang saham.

Penelitian ini menganalisis peranan notaris dalam proses pembubaran dan likuidasi Perseroan terbatas Penanaman Modal Asing (PMA) berdasarkan keputusan para pemegang saham. Metode penelitian yang digunakan adalah yuridis normatif, dengan menggunakan data sekunder. Metode Analisis Bahan Hukum ini adalah Normatif Kualitatif.

Berdasarkan Hasil Penelitian ditemukan bahwa Notaris memiliki peranan yang sangat penting dalam proses pembubaran dan likuidasi PT berdasarkan keputusan RUPS (Keputusan Para Pemegang Saham), khususnya PT PMA, peranan Notaris diantaranya, Memberikan penyuluhan hukum sehubungan dengan pembuatan akta Membuat akta Notaris dengan agenda pembubaran PT dan pengangkatan likuidator, Memberitahukan pembubaran PT kepada Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia melalui AHU Online, Membuat akta Notaris dengan agenda menerima laporan pertanggungjawaban likuidator dan membebaskan serta melepaskan likuidator atas setiap tindakan yang terkait dengan proses likuidasi PT, Memberitahukan secara manual hasil akhir likuidasi dan permohonan berakhirnya status badan hukum dengan cara mengirim surat kepada Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia. Perubahan Nama pemegang saham karena pemegang saham ganti nama harus di laporkan ke Kementerian Hukum dan Hak Asasi Manusia Republik Indonesia melalui AHU Online. PT XYZ "dalam likuidasi" perubahan nama pemegang saham PT XYZ tidak dapat dilaporkan melalui AHU Online. Notaris harus menyimpan dokumen perubahan nama pemegang sahamnya itu berupa keputusan instansi terkait mengenai perubahan nama pemegang saham. Notaris yang tidak menjalankan kewajibannya sesuai UUJN dan peraturan terkait lainnya Notaris dapat di kenakan sanksi.

Kata kunci: Peran Notaris, Perseroan Terbatas, Penanaman Modal Asing, Likuidasi.

SUMMARY

A notary is a public official authorized to make authentic deeds. The need for a notary in a limited liability company, especially in the process of establishment, changes to the articles of association, and changes to limited liability company data, is a very basic need, especially during dissolve the company in a limited liability company with foreign investment (PMA). PT XYZ is a foreign investment company that was established based on a deed dated September 30, 2011. In this study, there is a problem regarding shareholders who are abroad when the dissolve the company process is about to start through the General Meeting of Shareholders (GMS) with the agenda of dissolving the company, while based on the relevant laws and regulations, attendance is required to conduct the GMS. In the process of dissolution and liquidation, at least two deeds are required, namely, a deed of the GMS with the agenda for the approval of the dissolution of the PT, and appointing a liquidator and a deed of the GMS with the agenda for the approval of the report on the results of the liquidation by the liquidator to the shareholders.

This study analyzes the role of a notary in the process of dissolving and liquidating a limited liability company for foreign investment (PMA) based on the decisions of the shareholders. The research method used is normative-juridical, using secondary data. This legal material analysis method is normative-qualitative.

Based on the results of the study, it was found that the notary has a very important role in the process of dissolving and liquidating the PT based on the resolution of the GMS (decisions of the shareholders), especially the PT PMA. The role of the notary includes: Provide legal counseling in connection with the making of the deed, making a notarial deed with the agenda of dissolving the PT and appointing a liquidator; Notify the dissolution of the PT to the Ministry of Law and Human Rights of the Republic of Indonesia via AHU Online, Make a notarial deed with the agenda of receiving the liquidator's accountability report and releasing the liquidator for any actions related to the PT liquidation process. Notifying manually the final result of liquidation and the application for termination of legal entity status by sending a letter to the Ministry of Law and Human Rights of the Republic of Indonesia Changes in the name of the shareholder due to the name change of the shareholder must be reported to the Ministry of Law and Human Rights of the Republic of Indonesia via AHU Online. A name change among PT XYZ shareholders who are "in liquidation" cannot be reported through AHU Online. The notary must keep a document on the change of name of the shareholder, namely, a decision of the relevant agency regarding the change of name of the shareholder. Notaries who do not carry out their obligations according to the UUJN and other related regulations can be subject to sanctions.

Keywords: notary role, limited liability company, foreign investment, liquidation.