

RINGKASAN

Pelaksanaan Rapat Umum Pemegang Saham (RUPS) menjadi tugas Direksi dengan pemanggilan pemegang saham sesuai Pasal 82 ayat (1) UU No 40 Tahun 2007 tentang Perseroan Terbatas yaitu paling lambat 14 hari sebelum RUPS diadakan dengan tidak memperhitungkan tanggal pemanggilan dan tanggal RUPS. Pemegang saham yang merasa dirugikan atas keputusan RUPS berhak mengajukan gugatan. Penyelenggaraan Rapat Umum Pemegang Saham Luar Biasa (RUPSLB) dengan pemberhentian komisaris oleh direksi, komisaris merasa dirugikan dan mengajukan gugatan dalam Putusan Nomor 2115 K/Pdt/2022. Tujuan penelitian pertama, untuk menganalisis keabsahan akta RUPSLB terhadap status pemberhentian dan pengangkatan komisaris oleh direksi. Kedua, untuk menganalisis akibat hukum terhadap status pemberhentian dan pengangkatan komisaris oleh direksi atas penyelenggaraan RUPSLB, serta ketiga untuk menganalisis pertanggungjawaban hukum para tergugat atas penyelenggaraan RUPSLB terhadap pemberhentian dan pengangkatan komisaris.

Jenis penelitian yuridis normatif dengan pendekatan perundang-undangan, kasus, dan konseptual. Spesifikasi penelitian yaitu penelitian preskriptif dengan bahan hukum primer dan sekunder serta pengumpulan bahan hukum diperoleh melalui studi kepustakaan dengan pengolahan bahan hukum melalui langkah *editing*, klasifikasi dan sistematisasi sehingga analisis yang dilakukan menggunakan normatif kualitatif.

Hasil penelitian pertama, notaris menuangkan Berita Acara RUPSLB menjadi sebuah akta otentik dan disebut sebagai akta relaas. Berdasarkan Pasal 1870 KUHPdata, RUPSLB tidak memenuhi syarat formil Pasal 82 ayat (1) UU PT yaitu prosedur pemanggilan dalam jangka waktu 13 hari yang semestinya 14 hari, namun pemanggilan tidak sesuai ketentuan akta RUPSLB batal demi hukum. Hasil penelitian kedua, dalam melaksanakan RUPSLB timbul akibat hukum berupa kerugian bagi para penggugat. Pemanggilan RUPSLB tidak sesuai syarat formil sehingga para penggugat mengajukan gugatan. Direksi dalam menyelenggarakan RUPSLB tanpa melihat kedudukan komisaris dan hasil RUPSLB komisaris diberhentikan dari jabatannya. Amar putusan PN menyatakan perbuatan direksi cacat yuridis dan merugikan para penggugat. Berita Acara RUPSLB tertanggal 23 April 2020 tidak sah dan tidak mempunyai kekuatan hukum mengikat sehingga setiap dokumen yang diterbitkan setelah tanggal tersebut menjadi tidak sah. Keputusan pemberhentian komisaris tidak berlaku, komisaris yang diangkat didalam RUPSLB tidak dapat menjalankan jabatannya, serta segala sesuatu yang berhubungan dengan RUPSLB dikembalikan ke keadaan semula. Hasil penelitian ketiga, dalam melaksanakan RUPSLB bertentangan dengan hukum sehingga para penggugat mengajukan gugatan ke PN untuk mendapatkan pertanggungjawaban dan majelis hakim menyatakan RUPSLB cacat yuridis dan merugikan para penggugat. Perbuatan para penggugat melaksanakan RUPSLB tidak sesuai ketentuan diajukan pertanggungjawaban kolektif dengan wujud ganti rugi berupa uang terhadap adanya penderitaan atas tercemar nama baik sebagai komisaris dalam pemberhentiannya dan majelis hakim mengabulkan pertanggungjawaban tersebut.

SUMMARY

The implementation of the General Meeting of Shareholders (GMS) is the responsibility of the Board of Directors by summoning shareholders in accordance with Article 82 paragraph (1) of Law No. 40 of 2007 concerning Limited Liability Companies, namely no later than 14 days before the GMS is held without taking into account the date of the summons and the date of the GMS. Shareholders who feel aggrieved by the decision of the GMS have the right to file a lawsuit. The holding of the Extraordinary General Meeting of Shareholders (EGMS) with the dismissal of commissioners by the board of directors, the commissioners feel aggrieved and file a lawsuit in Decision Number 2115 K/Pdt/2022. The first research objective is to analyze the validity of the deed of the EGMS against the status of dismissal and appointment of commissioners by the board of directors. Second, to analyze the legal consequences of the status of dismissal and appointment of commissioners by the board of directors for the holding of the EGMS, and third to analyze the legal responsibility of the defendants for the holding of the EGMS against the dismissal and appointment of commissioners.

Type of normative legal research with a statutory, case, and conceptual approach. The research specification is prescriptive research with primary and secondary legal materials and the collection of legal materials obtained through literature studies with the processing of legal materials through editing, classification and systematization steps so that the analysis carried out uses qualitative normative.

The results of the first study, the notary poured the Minutes of the EGMS into an authentic deed and referred to as a release deed. Based on Article 1870 of the Civil Code, the EGMS did not meet the formal requirements of Article 82 paragraph (1) of the PT Law, namely the summons procedure within a period of 13 days which should be 14 days, but the summons did not comply with the provisions of the EGMS deed and was null and void by law. The second research result, in implementing the EGMS, there were legal consequences in the form of losses for the plaintiffs. The summons for the EGMS did not comply with formal requirements so that the plaintiffs filed a lawsuit. The board of directors in holding the EGMS without considering the position of the commissioner and the results of the EGMS, the commissioner was dismissed from his position. The PN's decision stated that the board of directors' actions were legally flawed and detrimental to the plaintiffs. The Minutes of the EGMS dated April 23, 2020 were invalid and had no binding legal force so that any documents issued after that date were invalid. The decision to dismiss the commissioner was invalid, the commissioner appointed in the EGMS could not carry out his position, and everything related to the EGMS was returned to its original state. The third research result, in implementing the RUPSLB is contrary to the law so that the plaintiffs filed a lawsuit to the District Court to obtain accountability and the panel of judges stated that the RUPSLB was legally flawed and detrimental to the plaintiffs. The actions of the plaintiffs in implementing the RUPSLB are not in accordance with the provisions submitted for collective liability in the form of compensation in the form of money for the suffering due to the tarnished name as a commissioner in his dismissal and the panel of judges granted the liability.