

RINGKASAN

Pelaksanaan Rapat Umum Pemegang Saham Luar Biasa (RUPS-LB) berdasarkan Penetapan Nomor 138/Pdt.P/2018/PN Kdi dengan salah satu agenda yaitu pemberhentian Direksi dan Dewan Komisaris seharusnya diambil melalui musyawarah untuk mufakat sesuai Pasal 87 Ayat (1) Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas, namun ketua rapat tidak mengindahkan kehadiran kuasa dari Direksi dan Dewan Komisaris sehingga tidak dapat membela diri dan tidak ditemukan alasan pemberhentian. Kemudian keduanya merasa dirugikan dan mengajukan gugatan dalam Putusan Nomor 1787 K/PDT/2021. Tujuan penelitian pertama, menganalisis pelaksanaan RUPS-LB menurut Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas pada Penetapan Nomor 138/Pdt.P/2018/PN Kdi dalam Putusan Nomor 1787 K/PDT/2021. Tujuan kedua, menganalisis akibat hukum terhadap kedudukan Direksi dan Dewan Komisaris yang dirugikan atas keputusan RUPS-LB dalam Putusan Nomor 1787 K/PDT/2021.

Penelitian ini termasuk dalam kategori yuridis normatif, yang menggunakan pendekatan berbasis perundang-undangan, analisis kasus, dan konseptual. Spesifikasi penelitian ini bersifat preskriptif, dengan memanfaatkan bahan hukum primer dan sekunder, di mana pengumpulan data dilakukan melalui studi kepustakaan. Pengolahan bahan hukum melibatkan proses *editing*, klasifikasi, serta sistematisasi, sehingga analisis yang diterapkan bersifat kualitatif normatif.

Hasil penelitian pertama, pelaksanaan RUPS-LB PT. Duta Tambang Gunung Perkasa tidak sesuai dengan Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas, karena tidak terpenuhinya kuorum pengambilan keputusan sesuai Pasal 88 Ayat (1) UUPT yaitu paling sedikit 2/3 (dua pertiga) bagian dari jumlah seluruh saham dengan hak suara yang hadir. Salah satu agenda dalam RUPS-LB yaitu pemberhentian Direksi dan Dewan Komisaris namun tidak temukan alasan atas pemberhentian tersebut sehingga tidak sesuai Pasal 105 Ayat (1) UUPT. Adanya penolakan kuasa oleh ketua rapat, Direksi dan Dewan Komisaris yang akan diberhentikan dianggap tidak hadir hal ini tidak sesuai Pasal 80 Ayat (3) huruf b UUPT dan perintah yang tercantum pada Penetapan 138/Pdt.P/2018/PN Kdi, dan keputusan RUPS-LB yang diambil tidak berdasarkan musyawarah untuk mufakat seperti yang tercantum dalam Pasal 87 Ayat (1) UUPT yang kemudian keputusan RUPS-LB tersebut menjadi tidak sah. Hasil penelitian kedua, Akibat hukum yang timbul karena keputusan RUPS-LB yaitu hilangnya kedudukan Direksi dan Dewan Komisaris yang menjabat. Putusan 1787 K/PDT/2021 menerangkan adanya pelanggaran hak subjektif sebagai perbuatan melawan hukum menjadi tidak sah karena pelaksanaan yang tidak sesuai dengan Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas dengan begitu Direksi dan Dewan Komisaris yang dirugikan dapat memulikan kedudukannya untuk tetap menjabat penuh dan menjaga kontinuitas perseroan dengan melakukan pemanggilan RUPS-LB kembali berdasarkan Pasal 86 Ayat (2) Undang-Undang Perseroan Terbatas.

Kata kunci : RUPS-LB, Perseroan Terbatas, Akibat Hukum.

SUMMARY

The implementation of the Extraordinary General Meeting of Shareholders (EGMS) based on Determination Number 138/Pdt.P/2018/PN Kdi with one of the agendas, namely the dismissal of the Board of Directors and the Board of Commissioners should be taken through deliberation for consensus in accordance with Article 87 Paragraph (1) of Law Number 40 of 2007 concerning Limited Liability Companies, but the chairman of the meeting did not heed the presence of power of attorney from the Board of Directors and the Board of Commissioners so that he could not defend himself and no reason for dismissal was found. Then both of them felt aggrieved and filed a lawsuit in Decision Number 1787 K/PDT/2021. The first purpose of the research is to analyze the implementation of the EGMS according to Law Number 40 of 2007 concerning Limited Liability Companies in the Determination of Number 138/Pdt.P/2018/PN Kdi in Decision Number 1787 K/PDT/2021. The second objective is to analyze the legal consequences of the position of the Board of Directors and the Board of Commissioners who were harmed by the decision of the EGMS in Decision Number 1787 K/PDT/2021.

This research is included in the normative juridical category, which uses a legislative, case analysis, and conceptual approach. The specification of this research is prescriptive, utilizing primary and secondary legal materials, where data collection is carried out through literature studies. The processing of legal materials involves the process of editing, classification, and systematization, so that the analysis applied is normative qualitative.

The results of the first research, the implementation of the GMS-LB of PT. Duta Tambang Gunung Perkasa is not in accordance with Law Number 40 of 2007 concerning Limited Liability Companies, because the decision-making quorum in accordance with Article 88 Paragraph (1) of the UUPT is not fulfilled, which is at least 2/3 (two-thirds) of the total number of shares with voting rights present. One of the agendas in the GMS-LB is the dismissal of the Board of Directors and Board of Commissioners but no reason was found for the resignation so that it is not in accordance with Article 105 Paragraph (1) of the Constitution. The refusal of power of attorney by the chairman of the meeting, the Board of Directors and the Board of Commissioners who will be dismissed are considered absent, this is not in accordance with Article 80 Paragraph (3) b of the UUPT and the order contained in Determination 138/Pdt.P/2018/PN Kdi, and the decision of the GMS-LB taken is not based on deliberation for consensus as stated in Article 87 Paragraph (1) of the UUPT which then makes the decision of the EGMS invalid. The second research result, the legal consequences arising from the decision of the EGMS are the loss of the position of the incumbent Directors and Board of Commissioners. Decision 1787 K/PDT/2021 explains that the violation of subjective rights as an unlawful act is invalid because the implementation is not in accordance with Law Number 40 of 2007 concerning Limited Liability Companies, so that the Directors and Board of Commissioners who are harmed can restore their position to remain in full office and maintain the continuity of the company by calling another EGMS based on Article 86 Paragraph (2) of the Limited Liability Company Law.

Keywords : EGMS, Limited Liability Company, Legal Consequences.