

Pengunduran diri direksi perseroan terbuka tanpa persetujuan rapat umum pemegang saham : kaitannya dengan SABH dan larangan memangku jabatan rangkap pada perusahaan BUMN = Resignation of member of the board of directors of listing company without approval of the general meeting of shareholders : in relation to SABH and prohibition to hold dual positions in a state owned enterprise / Maria Yosefina Neng

Maria Yosefina Neng, author

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Abstrak

ABSTRAK
Tesis ini membahas tentang pengunduran diri Direksi Perseroan, tanpa persetujuan Rapat

Umum Pemegang Saham. Penelitian ini penting karena terjadi dalam praktek dan jika dikaitkan dengan ketentuan Sistem Administrasi Badan Hukum (SABH) dan larangan memangku jabatan rangkap pada perusahaan Badan Usaha Milik Negara (BUMN), maka akan menimbulkan permasalahan. Dalam penelitian ini menggunakan metode penelitian kepustakaan yang bersifat yuridis normatif dengan tipologi penelitian eksplanatoris. Metode penelitian tersebut dipakai untuk menjawab permasalahan sebagai berikut: pertama, bagaimana prosedur pengunduran diri Direksi Perseroan tanpa persetujuan Rapat Umum Pemegang Saham dan kaitannya dengan Daftar Perseroan di Kementerian Hukum dan HAM RI (Kemenkumham). Kedua, bagaimana pelaksanaan Fiduciary Duty dari Direksi Perseroan terhadap pemberitahuan perubahan Data Perseroan kepada Menteri, untuk menghindari terjadinya rangkap jabatan Direktur di Perusahaan BUMN. Dari hasil penelitian dapat disimpulkan bahwa penerapan ketentuan pengunduran diri Direksi Perseroan tanpa persetujuan Rapat Umum Pemegang Saham tidak dapat diaplikasikan secara mutlak dengan mengenyampingkan ketentuan Daftar Perseroan, karena Direksi wajib memberitahukan perubahan data Perseroan kepada Kemenkumham untuk dicatat dalam Daftar Perseroan. Dan dengan Direksi melaksanakan fiduciary duty, antara lain memberitahukan perubahan Data Perseroan kepada Kemenkumham dapat terhindar adanya rangkap jabatan Direktur di perusahaan BUMN. Semoga penulisan ini tidak hanya berguna dalam tataran pengembangan teoritis tetapi juga bermanfaat bagi Direksi dalam melaksanakan fiduciary duty yang telah dipercayakan kepadanya dengan sebaik mungkin demi kepentingan Perseroan.

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ABSTRACT

This thesis discusses the resignation of member of the Board of Directors without approval of the General Meeting of Shareholders. This study is important because it occurs in practice and if it is connected to the provisions of the Legal Body Administration System (SABH) and prohibition to hold dual positions in a State-Owned Enterprise (BUMN), it will cause problems. This study uses literature research method of juridical normative nature with explanatory research typology.

Such research method is used to address the following issues: first, how is the resignation procedure of member of the Board of Directors of the Company without approval of the General Meeting of Shareholders and its relation to the Company Register with the Ministry of Law and Human Rights of RI (Kemenkumham), second, how is the implementation of Fiduciary Duty of the Board of Directors of the Company to the notification of change of the Company's Data to the Minister, in order to avoid dual positions of member of the Board of Directors in a State-Owned Enterprise. From the research results, it can be concluded that the application of provision on the resignation of member of the Board of Directors of the Company without approval of the General Meeting of Shareholders cannot be applied absolutely by waiving the provision on Company Register, as the Board of Directors shall notify the change of the Company's data to the Ministry of Law and Human Rights of RI to be recorded in the Company Register. And upon the Board of Directors carries out fiduciary duty, among others, by notifying the change of the Company's data to the Ministry of Law and Human Rights of RI, it can avoid dual positions of member of the Board of Directors in a State-Owned Enterprise. Hopefully, this writing is not only useful at theoretical development level but also beneficial to member of the Board of Directors in carrying out fiduciary duty that had been entrusted to him as well as possible for the interest of the Company.