

# Keabsahan Rapat Umum Pemegang Saham yang melibatkan Direksi yang telah berakhir masa jabatannya (studi kasus Majelis Pengawas Pusat Notaris dalam perkara Simon PP, SH. Melawan Doddy Radjasa Waluyo SH) = The Validity of General Meeting of Shareholders involving a Director whose Term of Office has Expired

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## Abstrak

Dalam menjalankan kegiatan usahanya, Perseroan Terbatas memerlukan organ perseroan. Salah satu organ perseroan adalah Rapat Umum Pemegang Saham (RUPS) yang fungsinya antara lain melakukan pemberhentian dan pengangkatan Direksi Perseroan Terbatas. Direksi yang telah berakhir masa jabatannya, dapat diangkat kembali melalui RUPS dengan syarat persetujuan pemegang saham dan semuanya setuju dengan suara bulat. Tindakan pergantian Direksi dapat dilakukan sewaktu-waktu oleh pemegang saham melalui RUPSLB. Direksi yang diberhentikan melalui RUPSLB maupun melalui RUPS Tahunan maka tidak lagi berwenang mewakili perseroan untuk melakukan perbuatan hukum dan melakukan pengurusan perseroan. Tindakan-tindakan hukum yang dilakukan oleh Direksi yang telah berakhir masa jabatannya, maka tindakan hukum Direksi tersebut adalah Batal Demi Hukum, tidak sah, dan tidak mengikat bagi perseroan.

<hr>A limited liability company needs representative organ to do its business activities. One of the representative organs is the General Meeting of Shareholders which has many functionalities including to appoint and dismiss Board of Directors of a limited liability company. Members of Board of Directors whose term of office has expired can be re-appointed by the General Meeting of Shareholders subject to approval from all shareholders. The General Meetings of Shareholders has the right to dismiss the members of Board of Directors before the term of office expires by conducting an Extraordinary General Meeting of Shareholders and will be effective upon the adjournment of the General Meeting of Shareholders resolving the dismissal. The Director whose term of office has expired is not entitled to represent the company and to take all legal acts concerning the management of the company. The legal acts done by the directors as referred as above are considered void at law, invalid and shall not bind the company with the other parties.