

Ratifikasi atas tindakan hukum direksi yang telah berakhir masa jabatannya (studi kasus pada PT IN) = Ratification to director s legal action who has ended its tenure (case study on PT IN)

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Abstrak

[ASBTRAK

Direksi sebagai organ Perseroan Terbatas yang bertanggung jawab penuh atas pengurusan untuk kepentingan dan tujuan Perseroan serta mewakili perseroan, baik di dalam maupun di luar pengadilan sesuai dengan ketentuan anggaran dasar diangkat oleh para pendiri (sebelum berbadan hukum) dan oleh Rapat Umum Pemegang Saham (setelah berbadan hukum), dimana Pemegang Saham dan UUPT memberikan kewenangan, tugas, kewajiban dan tanggung jawab kepada Direksi. Dalam pelaksanaan perannya Direksi memiliki masa jabatan yang terbatas guna bertindak atas nama Perseroan Terbatas. Masa jabatan Direksi dalam UUPT ditegaskan harus tertentu, namun lamanya masa jabatan tersebut bervariasi sesuai dengan pertimbangan dan kebutuhan masing-masing Perseroan.

Direksi yang telah berakhir masa jabatannya jika tetap menjalankan segala tugas, kewenangan dan pengurusan yang dilakukannya menjadi tidak sah dikarenakan Direksi tersebut tidak berwenang secara hukum mewakili untuk dan atas nama perseroan yang diwakilinya. Akibat hukum yang timbul atas tindakan Direksi yang telah berakhir masa jabatannya akan menyebabkan risiko-risiko hukum di kemudian hari. Apabila dapat dibuktikan tindakan hukum yang dilakukan Direksi yang telah berakhir masa jabatannya karena semata-mata menjalankan tugas dan kewajibannya sebagai pengurus perseroan dengan itikad baik dan penuh tanggung jawab, maka Pemegang Saham dapat melakukan upaya terakhir yang bersifat pemulihan melalui ratifikasi guna mengesahkan atas tindakan hukum dimaksud sehingga tindakan hukum beralih menjadi tanggung jawab perseroan serta mengikat secara hukum ke dalam dan ke luar Perseroan.

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ABSTRACT

Director of Limited Liability Company as an organ that is fully responsible for the management to the interests and objectives of the Company and to represent the company, both inside and outside the court in accordance with the provisions of the articles of association shall be appointed by the founders (before lawfully embodied) and by the General Meeting of Shareholders (after lawfully embodied), where the shareholders and the Company Law gives powers, duties, obligations and responsibilities of the Board of Directors. Role in the implementation of the Board of Directors has a limited tenure to act on behalf of the Limited Liability Company. The term is defined in the Company Law to be certain, but the term varies accordance with the considerations and the needs of each company. Directors whose term of office has expired if it stays running all the duties, authority and management does become invalid because the Board of Directors is not authorized by law to represent for and on behalf of the company it represents. Legal consequences arising from actions that the Board of Directors has ended his term will lead to legal risks in the future. If it can be proven legal action taken Directors has ended his term as merely performing their duties and obligations as a board member company in good faith and full responsibility, then the shareholders can do a last resort recovery through ratification in order to ratify that the above mentioned

legal action which will be switched as the responsibility of the company as well as legally binding in and outside the Company subsequently; Director of Limited Liability Company as an organ that is fully responsible for the management to the interests and objectives of the Company and to represent the company, both inside and outside the court in accordance with the provisions of the articles of association shall be appointed by the founders (before lawfully embodied) and by the General Meeting of Shareholders (after lawfully embodied), where the shareholders and the Company Law gives powers, duties, obligations and responsibilities of the Board of Directors. Role in the implementation of the Board of Directors has a limited tenure to act on behalf of the Limited Liability Company. The term is defined in the Company Law to be certain, but the term varies accordance with the considerations and the needs of each company. Directors whose term of office has expired if it stays running all the duties, authority and management does become invalid because the Board of Directors is not authorized by law to represent for and on behalf of the company it represents. Legal consequences arising from actions that the Board of Directors has ended his term will lead to legal risks in the future. If it can be proven legal action taken Directors has ended his term as merely performing their duties and obligations as a board member company in good faith and full responsibility, then the shareholders can do a last resort recovery through ratification in order to ratify that the above mentioned legal action which will be switched as the responsibility of the company as well as legally binding in and outside the Company subsequently, Director of Limited Liability Company as an organ that is fully responsible for the management to the interests and objectives of the Company and to represent the company, both inside and outside the court in accordance with the provisions of the articles of association shall be appointed by the founders (before lawfully embodied) and by the General Meeting of Shareholders (after lawfully embodied), where the shareholders and the Company Law gives powers, duties, obligations and responsibilities of the Board of Directors. Role in the implementation of the Board of Directors has a limited tenure to act on behalf of the Limited Liability Company. The term is defined in the Company Law to be certain, but the term varies accordance with the considerations and the needs of each company. Directors whose term of office has expired if it stays running all the duties, authority and management does become invalid because the Board of Directors is not authorized by law to represent for and on behalf of the company it represents. Legal consequences arising from actions that the Board of Directors has ended his term will lead to legal risks in the future. If it can be proven legal action taken Directors has ended his term as merely performing their duties and obligations as a board member company in good faith and full responsibility, then the shareholders can do a last resort recovery through ratification in order to ratify that the above mentioned legal action which will be switched as the responsibility of the company as well as legally binding in and outside the Company subsequently]