

Implikasi hukum terhadap rups tahunan dan rups lainnya yang diselenggarakan pemegang saham minoritas = Law implication to annual shareholder meeting and other shareholder meeting conducted by the minority shareholder / Nadia Fransiska

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Abstrak

[Penelitian ini bertujuan untuk menganalisa mengenai implikasi hukum terhadap RUPS Tahunan dan RUPS lainnya yang diselenggarakan oleh pemegang saham minoritas dalam hal telah lewat jangka waktu yang ditentukan apabila ditinjau dari Undang-Undang No.40 tahun 2007 tentang Perseroan Terbatas. Penulisan ini berdasarkan fakta ataupun persoalan-persoalan yang sering dialami oleh masyarakat bisnis, baik sebagai seorang pemegang saham, komisaris maupun direksi yang sering mengalami permasalahan dalam menjalankan perusahaannya. Metode penelitian yang digunakan adalah metode yuridis normative, yaitu suatu penelitian yang melakukan analisa pada suatu permasalahan hukum dengan norma-norma hukum yang ada dan berlaku dengan tujuan untuk mendapatkan gambaran yang utuh atas permasalahan yang diteliti. Studi kepustakaan terhadap peraturan perundang-undangan terkait perseroan terbatas yaitu Undang-Undang No.40 tahun 2007, Kitab Undang-Undang Hukum Dagang dan peraturan lainnya. Undang-Undang No.40 Tahun 2007 tentang Perseroan Terbatas mengatur mengenai perlindungan terhadap pemegang saham minoritas yang mutlak diperlukan dalam membangun hubungan intern perusahaan yang pada dasarnya adalah hubungan antar organ perusahaan yang akan mempengaruhi hubungan perusahaan dengan stakeholder lainnya. Adanya kecenderungan pemegang saham mayoritas memanfaatkan kedudukannya secara tidak bertanggung jawab dapat terjadi dalam pelaksanaan RUPS, dalam hal pengendalian perngurusan perusahaan, dominasi melalui direksi, dimana kebijakan direksi berpindah kepada pihak-pihak yang pro pada pemegang saham mayoritas yang dapat menyebabkan perusahaan hanya sebagai alter ego atau sarana bagi pemegang saham mayoritas dan pihak-pihak yang tidak beritikad baik. Pemegang saham minoritaspun perlu mengetahui kebijakan yang dilakukan oleh perusahaan maupun mengenai kondisi perusahaan yang sebenarnya. Oleh karena itu sebagai pemegang saham minoritas haruslah mengerti mengenai hak dan kewajiban dalam suatu perusahaan juga pengetahuan mengenai aturan-aturan yang berlaku dalam perusahaan.];The purpose of this research is to analyze the law implication to the Annual Shareholder meeting and Other Shareholder meeting conducted by minority shareholder, with overdue deadline condition as per Regulation no.40 2007 on limited Corperation. This writing is based on factual and case studies that are often experienced by business community, as shareholder, commissioner or even board of Director in running the day-to-day business. Research method used is Normative Juridical Method, which analyze a law case using existing law norm and with the purpose of getting clearer and more complete picture of the identified problem. Reference book study about the regulation on limited corporation is only governed in Trade Law regulation no.40, 2007.Regulation no.40, 2007 regarding limited corporation governs the minority shareholder's protection which is required in building company's internal relation, including relation among department that affect the relationship between the company and its stakeholder. Tendency of Majority Shareholder make use of their power irresponsibly may happen during the Shareholder meeting, such as controlling the company management, domination through its executive,

whereby decisions can be swayed toward the Major Shareholders' interest as a matter of ego or other subjective purpose. Minority Shareholder also needs to be aware of the decisions taken by the company and the real condition of it. Therefore, as the minority shareholders, they must comprehend about the right and obligation in one company, including rules & regulation in limited corporation., The purpose of this research is to analyze the law implication to the Annual Shareholder meeting and Other Shareholder meeting conducted by minority shareholder, with overdue deadline condition as per Regulation no.40 2007 on limited Corporation. This writing is based on factual and case studies that are often experienced by business community, as shareholder, commissioner or even board of Director in running the day-to-day business. Research method used is Normative Juridical Method, which analyze a law case using existing law norm and with the purpose of getting clearer and more complete picture of the identified problem. Reference book study about the regulation on limited corporation is only governed in Trade Law regulation no.40, 2007.Regulation no.40, 2007 regarding limited corporation governs the minority shareholder's protection which is required in building company's internal relation, including relation among department that affect the relationship between the company and its stakeholder. Tendency of Majority Shareholder make use of their power irresponsibly may happen during the Shareholder meeting, such as controlling the company management, domination through its executive, whereby decisions can be swayed toward the Major Shareholders' interest as a matter of ego or other subjective purpose. Minority Shareholder also needs to be aware of the decisions taken by the company and the real condition of it. Therefore, as the minority shareholders, they must comprehend about the right and obligation in one company, including rules & regulation in limited corporation]