

## DAFTAR PUSTAKA

### I. BUKU

- Ali, Achmad. *Menguak Tabir Hukum: Suatu Kajian Filosofis dan Sosiologis*. Jakarta: Gunung Agung. 2002.
- Ali, Chidir. *Badan Hukum*. Bandung: Alumni. 1999.
- Baker, Anton dan Achmad Zubair. *Metode Penelitian Filsafat*. Yogyakarta: Kanisius. 1990.
- Budiarto, Agus. *Seri Hukum Perusahaan: Kedudukan Hukum dan Tanggung Jawab Pendiri Perseroan Terbatas*. Jakarta: Ghalia Indonesia. 2002.
- Black, Henry Campbell. *Black's Law Dictionary*. 6<sup>th</sup>, Ed. St. Paul: West Publishing. 1990.
- Boen, Hendra Setiawan. *Bianglala Business Judgement Rule*. Cet. 1. Jakarta: Tatanusa. 2008.
- Clark, Robert Charles. *Corporate Law*, New York: Aspen Publisher. 1986.
- Easterbrook, Frank H. and Daniel R. Fischel. *The Economics Structure of Corporate Law*. Cambridge: Harvard University Press. 1991.
- Freeman, MDA and Lord Lloyd. *Introduction to Jurisprudence*. 7<sup>th</sup> Ed.. London: Sweet and Maxwell Ltd. 2001.
- Friedman, Milton. *Capitalism and Freedom*. Chicago: University of Chicago Press. 1962.
- Fuady, Munir. *Doktrin-doktrin Modern Dalam Corporate Law dan Eksistensinya dalam Hukum Indonesia*. Cet. 1. Bandung: Citra Aditya Bakti. 2002.
- Gower, L.C.B. *Gower's Principles of Modern Company Law*. 4<sup>th</sup> ed. 1979.
- Ginting, Jamin. *Hukum Perseroan Terbatas (UU No. 40 Tahun 2007)*. Bandung: Citra Aditya Bakti. 2007.

- Hunt, B. C. *The Development of the Business Corporation in England 1800-1867*. 1936.
- Jenkins, Iredel. *Social Order and The Limit of Law: A Theoretical Essay*. New Jersey: Princeton University Press. 1980.
- Kelsen, Hans. *Teori Umum tentang Hukum dan Negara* Terjemahan oleh Raisul Muttaqien. Nuansa dan Nusa Media. 2006.
- Kimborough, Robert T. *Summary of American Law. The Hand Book of Asset Backed Securities*. Cleveland Ohio. 1974.
- Lipton, Philip and Abraham Herzberg. *Understanding Company Law*. Brisbane: The Law Book Company. 1992
- Mahkamah Agung. *Intermanual Himpunan Putusan Mahkamah Agung RI tentang Perseroan Terbatas, Mahkamah Agung RI Proyek Yurisprudensi*. Jakarta. 1990.
- Muhammad, Abdul Kadir. *Hukum Perusahaan Indonesia*. Bandung: Citra Aditya Bakti. 1999.
- ND, Mukti Fajar. *Tanggung Jawab Sosial Perusahaan di Indonesia: Mandatory vs Voluntary*. Yogyakarta: Pustaka Pelajar. 2009.
- Packer, Herbert L. *The Limit of The Criminal Sanction*. Standford, California: Stanford University Press. 1968.
- Prasetya, Rudi. *Kedudukan Mandiri dan Pertanggungjawaban dari Perseroan Terbatas*. Surabaya: Airlangga Press. 1983.
- Purwosutjipto, HMN. *Pengertian Pokok Hukum Dagang Indonesia : Bentuk-Bentuk Perusahaan*. Jakarta: Djambatan. 2007.
- Rajagukguk, Erman. *Hukum dalam Pembangunan*. Jakarta: Ghalia Indonesia. 1982.
- Reynold, F.M.B. *Bowstead and Reynold on Agency*. 18<sup>th</sup> ed.. Sweet & Maxwell, London. 2006.
- Rusli, Hardijan. *Perseroan Terbatas dan Aspek Hukumnya*. Cet. 1. Jakarta: Pustaka Sinar Harapan. 1996.

- Skene, Donna W. McKenzie. *The Directors Duty The Creditors of a Financially Distressed Company: A Persective From Across The Pond*. St. Paul Mint: West Group. 1998.
- Soekanto, Soerjono dan Sri Mamudji. *Penelitian Hukum Normatif, Suatu Tinjauan Singkat*. Jakarta: Rajawali Press. 2004.
- Stiglitz, Joseph. *Making Globalization Work: Menyiasati Globalisasi menuju Dunia yang Lebih Adil*. diterjemahkan oleh Edrijani Azwardi. Bandung: Mizan Pustaka. 2006.
- Supramono, Gatot. *Hukum Perseroan Terbatas Yang Baru*. Jakarta: Djambatan. 1996.
- Syahrani, Riduan. *Seluk-Beluk dan Asas-Asas Hukum Perdata*. Bandung: Alumni. 2000.
- Usman, Rachmadi. *Dimensi Hukum Perusahaan Perseroan Terbatas*. Bandung: Alumni. 2004.
- Widjaja, I.G. Ray. *Hukum Perusahaan*. Cet. 1. Jakarta: Kasaint Blanc. 2000.
- Widjaja, Gunawan. *Tanggung Jawab Direksi atas Kepailitan Perseroan*. Jakarta: Rajagrafindo. 2003
- Wignjosoebroto, Soetandyo. *Hukum dalam Masyarakat: Perkembangan dan Masalah*. Cet. 2. .Malang: Bayu Media. 2008.
- Wilamarta, Misahardi. *Doktrin-doktrin Fiduciary Duty dan Business Judgement Rule dalam Pengelolaan Perseroan Terbatas*. Cet. 1. Depok: Center for Education and Legal Studies (CELS). 2007.

## **II. ARTIKEL**

- A.C. G. *The Fiduciary Duties of Loyalty and Care Associated with the Directors and Trustee of Charitable Organization*. Virginia Law Review. Vol. 64. No. 3 1978.
- Ais, Chatamarrasjid. *Pengaruh Doktrin Piercing The Corporate Veil dalam Hukum Perseroan Indonesia*. Jakarta: Jurnal Hukum Bisnis. 2003

- Allot, Antony. The Effectiveness of Law. Valaraiso University Law Review. Vol. 15. Number 2. 1981.
- Ali, Fachry dan Ihsan Ali Fauz, Kontrak Sosial Dunia Usaha dan Politik Nasional, Majalah Usahawan. No. 12 TH XXVII. Desember 1998.
- Bainbridge, Stephen M. Limited Liability Companies: A Primer on Value Creation through Choice of Form, Coporation and Economics. Foundation Press. 2001.
- \_\_\_\_\_, Stephen M. Director Primacy and Shareholder Disempowerment. Harvard Law Review. Vol. 199. 2006.
- Berle, Adolph A. Corporate Powers as Powers in Trust, 44 Harvard Law Review. 1049.1931.
- Bishop, Carter G. The Uniform Limited Liability Company Act: Summary and Analysis. Business Lawyer. 1995. Westlaw. 51 Bus. Law. 51.
- Black, Bernard S. The Principles Fiduciary Duties of Board of Directors, 3<sup>rd</sup> Asian Roundtable on Corporate Governance. Singapore April 2001.
- Blair, Margaret M. dan Lynn A Stout. A Team Production Theory of Corporate Law. Vol. 85. Vanderbilt Law Review. 1999.
- Boatright, John R. Fiduciary Duties and The Shareholder- Management Relation: or, What's so Special about Shareholders?. Business Ethics Quarterly. Volume 4. Issue 4. 1994.
- Botchway, Francis N. Good Governance: The Old, The New, The Principles and The Element. Florida Journal on International Right.
- Branson, Douglas M. The Rule That Isn't a Rule- The Business Judgement Rule. Valparaiso University Law Review. Vol. 36. 2002.
- Dodd, E. Merrick. For Whom Are Corporate Managers Trustees?, Harvard Law Review. Vol. 45. 1932.

- Drutman, Lee. The History of Corporation, Citizen Work Corporate Power Discussion Group. Diunduh dari <http://www.citizenworks.org/corp/dg/s2r1.pdf>.
- Friedman, Milton. The Social Responsibility of Business is to Increase its profit', The New York Times Magazine. 13 September 1970. diunduh dari [http://www.colorado.edu/studentgroups/libertarians /issues/friedman-soc-resp-business.html](http://www.colorado.edu/studentgroups/libertarians/issues/friedman-soc-resp-business.html).
- Goodpaster , Kenneth E. Business Ethics and Stakeholder Analysis. Business Ethics. Vol. 1. 1991.
- Harahap, M. Yahya. Separate Entity, Limited Liability dan Piercing the Corporate Veil. Jurnal Hukum Bisnis. Volume 26. No. 3. 2007.
- Harris, Jason. Relief From Liability for Caompany Directors: Recent Developments and Their Implication. UWS Law Review. Forthcoming.
- Ibrahim, Darian M. Individual or Collective Liability for Corporate Director. Iowa Law Review. Vol. 93. 2008.
- Junior, J. Robert Brown. Disloyalty Without Limit: Independent Directors and the Elemination of the Duty of Loyalty. Kentucky Law Journal. Vol. 95. 2006.
- Jensen Michael C. & William H. Meckling. Theory of the Firm: Managerial Behavior, Agency Costs and Ownership Structure. 3 J. Financial Economic. 1976.
- Kaufman, Allen. Managers' Double Fiduciary Duty: To Stakeholder and to Freedom. Business Ethics Quarterly. Vol. 12. No. 2. 2002.
- Kelly, Marjorie. The Divine of Capital, Citizen Work Corporate Power Discussion Group. Diunduh dari <http://www.citizenworks.org/corp/dg/s2r1.pdf>.
- Kleinberger, Daniel S. and Carter G. Bishop. The Next Generation: The Revised Uniform Limited Liability Company Act. The Business Lawyer. Vol. 62. 2007.

- Koh, Pearlle. Once a Director, Always a Fiduciary?. *The Cambridge Law Journal*. Vol. 62. No. 2. 2003.
- Lee, Ian B. Corporate Law, Profit Maximization, and The Responsible Shareholder. *Stanford Journal of Law, Business and Finance*. 10. Spring. 2005.
- Lopez, Frank R. Corporation Social Responsibility In A Global Economy After September 11: Profit, Freedom and Human Right. *Mercer Law Review*. Vol. 55. 2004.
- Manik, Yunus Edward. Permasalahan Yuridis akan Status Hak Kepemilikan Pemegang Unit Penyertaan Kontrak Investasi Kolektif Efek Beragun Aset (*Asset-Backed Securities*) Apabila Dikaitkan dengan Kepailitan. *Buletin Hukum Perbankan*. Vol. 3. No. 3. 2006.
- Maroef, Taufik M.E. Mekanisme/Praktek Fiduciary Duty dari Direksi dan Komisaris Perseroan Terbatas. Makalah Diskusi Panel Hubungan antara Pemegang Saham, Direksi dan Komisaris: Hak, Wewenang dan Tanggung Jawab. Jakarta. 12-13 Juni 1995.
- Pickering, Murray A. The Company As A Separate Legal Entity. *The Modern Law Review*. Vol. 31. No. 5. September 1968.
- Pramono, Nindyo. Tanggung Jawab dan Kewajiban Pengurus PT (BANK) Menurut UU No. 40 Tahun 2007 Tentang Perseroan Terbatas. *Buletin Hukum Perbankan dan Kebanksentralan*. Vol. 5 No. 3. Desember 2007.
- Prasetya, Rudhy Dasar-dasar Perseroan Terbatas, dalam Prosiding Perseroan Terbatas dan Good Corporate Governance. Rangkaian Lokakarya Terbatas. Masalah-masalah kepailitan dan Wawasan Hukum Bisnis Lainnya. Jakarta: Pusat Pengkajian Hukum, 2004.
- Ramsay, Ian M. Liability of Directors for Breach of Duty and the Scope of Indemnification and Insurance. *Company and Securities Law Journal*. 1987.

- Ribstein, Larry E. An Analysis of The Revised Uniform Limited Liability Company Act. *Virginia Law & Business Review*. Vol. 3 Number 1. 2008.
- Riley, CA. Directors Duties and The Intererst of Creditors. *10 Company Lawyer* 87. 1989.
- Rothschild, Donald P. and David W. Carrol. *Consumer Protection Reporting Service*. Vol. 1. Maryland: National Publishing Corporation. 1986.
- Salim, Mohammad Rizal. Corporate Insolvency Separate Legal Personality And Directors Duties to Creditors. *Universiti Teknologi MARA Law Review*. 90. 2004.
- Sealy, L. S. The Director as Trustee. *The Cambridge Law Journal*. Vol. 25. No. 1. Apr. 1967.
- Sheehy, Benedict. Scrooge-The Reluctant Shareholder: Theoretical Problems In the Shareholder-Stakeholder Debate. *University of Miami Law Review*. Vol. 14. 2005.
- Sihombing, Jonker. Implikasi dan Konsekuensi Hukum atas Perseroan Terbatas yang Tidak Menyesuaikan Anggaran Dasarnya sesuai UU No. 40 Tahun 2007, *Jurnal Hukum Bisnis*. Vol. 28. No. 3. Tahun 2009.
- Stout, Lynn A. Bad and Not-So-Bad Argument for Shareholder Primacy. *Southern California Law Review*. Vol. 75: 1189. 2002.
- Teele, R. The Necessary Reformulation of the Classic Fiduciary Duty to Avoid a Conflict of Interest of Duties. *Australian Business Law Review*. 22. 1994.
- Trebilcock, M.J. The Liability of Company Directors for Negligence. *Modern Law Review*. Vol. 32. 1969.
- Tumbuan, Fred B.G. Hakikat dan Wewenang Organ Perseroan Terbatas Menurut Undang-Undang Tentang Perseroan Terbatas no. 40/2007. Makalah disampaikan pada Program Sertifikasi Hakim Pengadilan Niaga di Bogor, tanggal 3-13 2008.

\_\_\_\_\_, Fred B.G. Keberadaan dan Kemandirian Perseroan Terbatas Sebagai Badan Usaha Tunggal dan Sebagai Anggota Grup, Tidak Diterbitkan, Jakarta, Agustus 1998.

Valsan, Remus D. & Moin A. Yahya. Shareholders, Creditors, and Directors' Fiduciary Duties: A Law and Finance Approach. Faculty of Law University of Alberta. Canada.

### **III. HASIL PENELITIAN**

Bainbridge, Stephen M. The Business Judgement Rule as Abstention Doctrine. Law & Economics Research Paper Series. University of California. Los Angeles School of Law. 2003.

\_\_\_\_\_, Stephen M. Director Primacy: The Means and Ends of Corporate Governance, University of California. Los Angeles. School Of Law Research Paper Series, Research paper No. 02-06. 2002.

Dent, George W. Academics in Wonderland: The Team Production and Director Primacy Model of Corporate Governance. Case Research Paper Series in Legal Studies. Working Paper 07-21. June 2007.

Garvey, Niamh and Peter Newell. Corporate Accountability to the poor?: Assesing the effectiveness of community-based Strategies. IDS Working Paper 227. Institute of Development Studies Brighton. 2004.

Grantham, Ross. The Limited Liability of Company Director, The University of Queensland. TC Beirne School of Law. Legal Studies Research Paper Series. Research Paper No. 07-03.2007.

Makarim, Edmon. Tanggung Jawab Penyelenggara Terhadap Tata Kelola Yang Baik Dalam Penyelenggaraan Sistem Elektronik. Ringkasan Disertasi, Universitas Indonesia. Fakultas Hukum. 2009.



#### IV. PERATURAN PERUNDANG-UNDANGAN

Australian Corporation Act 2001 (Cth)

Indonesia. Undang-Undang Tentang Perseroan Terbatas Nomor 40 Tahun 2007. LN. 106. TLN. 4756.

\_\_\_\_\_. Peraturan Menteri Hukum dan HAM RI No. M-01-HT.01.10 Tahun 2007 tentang Tata Cara Pengajuan Permohonan Pengesahan Badan Hukum dan Persetujuan Perubahan Anggaran Dasar, Penyampaian Pemberitahuan Perubahan Anggaran dan Perubahan Data Perseroan.

\_\_\_\_\_. Surat Keputusan Menteri PAN No.63/Kep/M.PAN/7/2003 tentang Pedoman Penyelenggaraan Pelayanan Publik

Indonesia. Surat Edaran Menteri PAN No.SE/10/M.PAN/07/2005 tentang Prioritas Peningkatan Pelayanan Publik

\_\_\_\_\_. Keputusan Ketua Badan Pengawas Pasar Modal dan Lembaga Keuangan No. KEP-521/BL/2008, Peraturan No. IX.E.1 tentang Transaksi Afiliasi dan Benturan Kepentingan Transaksi Tertentu.

The United Kingdom Insolvency Act 1986

USA Revised Uniform Limited Liability Company Act (RULLCA) 2006

USA Uniform Limited Liability Company Act (ULLCA) 1996

#### V. KASUS-KASUS

Berman v. Physical Med. Assocs. 225 F.3d 429, 12 (4<sup>th</sup> Cir. 2000),

Bray v. Ford [1896] A.C. 44, 50.,

Cuker v. Mikalauskas, 692 A.2d 1042, 1045-46 (Pa. 1997)

Daimler Co. Ltd. V. Continental Tire & Ruber Co. (G.B.) Ltd. [1916] 2 A.C. 307.

Dodge v Ford Motor Co. 170 N.W. 668

- Guttman v. Huang, 823 A.2d 492, 506 (Del. Ch. 2003)
- Graham v. Allis-Chalmers Mfg. Co., 188 A2d 125, 130 (Del. 1963)
- Hoog Raad Putusan W. 11837 T., N.J. 1928 B1. 730 E.M.M., tertanggal 23 Maret 1928,
- Harlowe's Nominees Pty Ltd v. Woodside (Lakes Entrance) Oil Co. N.L.121 C.L.R. 483*
- Kuwait Asia Bank EC v National Mutual Life Nominees Ltd (1991) 1 AC 187;(1990) 3 A11 ER 404
- Multinational Gas and Petrochemical Co Ltd v Multinational Gas and Petrochemical Service Ltd (1983) Ch 258: (1983) 2 A11 ER 563.
- NV Sendiko. Pengadilan Negeri Semarang No. 224/1950 Perdata tertanggal 17 Maret 1951,
- Omni v. United S. Bank, 607 So. 2d 76, 85 (miss.1992)
- Re City Equitable Fire Insurance Co. (1925)*
- Re Halt Garage Ltd (1982) 3 A11 ER 1016
- Re Horsley & Weight Ltd (1982) 3 A11 ER 1045
- Re Emerging Communication, Inc. Shareholders Litigation, No. Civ.A 16415, 2004 WL 1305745 (Del. Ch. May 3, 2004)
- Rosenfield v. Metals Selling Corp., 643 A.2d 1253, 1261 (Conn. 1994)
- Salomon v. A Salomon & Co. Ltd AC 22. (1897)
- Shlensky v. Wrigley 273 N.E.2d 776 (III. App. 1968)
- Smith v. Van Gorkom, 488 A.2d 858 (Del. 1985)
- Smith and Fawcett Ltd [1942] 1 A11 ER. 542,
- Teck Corporation Ltd. V. Millar (1973) 33 DLR (3d) 288
- Walker v Wimborne, (1976) 137 CLR 1.

Wallersteiner V. Moir (1975)

Winkworth v Edward Baron Development Co. Ltd (1987) 1 A11 ER 114

