

ABSTRAK

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Judul : Peranan Notaris dalam RUPS yang berkaitan Pemberhentian Anggota Dewan Komisaris Perseroan (*Studi Kasus dalam Proses Pengadilan Negeri Jakarta Selatan*)

Undang-undang Perseroan Terbatas Nomor 40 Tahun 2009, Pasal 119 mengatur mengenai pemberhentian anggota Dewan Komisaris. Dalam pasal tersebut diatur bahwa perseroan dapat melakukan pemberhentian anggota Dewan Komisaris dengan memenuhi syarat yaitu Dewan Komisaris yang bersangkutan diberi kesempatan untuk membela diri dan perseroan yang bersangkutan juga menyampaikan alasan pemberhentian tersebut. Pada kasus yang terjadi dalam PT. X, anggota Dewan Komisaris yang diangkat oleh perseroan dan menjadi syarat penentu dari diberikannya kredit oleh bank sindikasi, Dewan Komisaris tersebut tidak boleh diberhentikan tanpa persetujuan dari bank sindikasi, ternyata diberhentikan oleh perseroan tanpa memenuhi persyaratan yang telah ditentukan oleh Undang-undang Perseroan Terbatas. Atas tindakan pemberhentian tersebut, telah diangkat anggota Dewan Komisaris yang baru di Perseroan tersebut. Dari kasus ini ada beberapa pokok permasalahan yang akan dibahas, mengenai status Dewan Komisaris yang diberhentikan dan status Dewan Komisaris yang baru, mengenai peranan Notaris dalam pembuatan berita acara rapat atau pernyataan keputusan rapat berkaitan dengan pemberhentian anggota Dewan Komisaris tersebut serta mengenai peranan Notaris dalam pembuatan akta-akta yang merupakan anggota Dewan Komisaris perseroan. Penulisan dalam tesis ini menggunakan metode yuridis normatif. Dari hasil penelitian yang telah dilakukan oleh peneliti, maka pemberhentian anggota Dewan Komisaris tersebut tetap dianggap sah karena prosedur dalam penyelenggaraan RUPS telah terpenuhi dan kuorum dalam kehadiran dan pengambilan keputusan juga telah terpenuhi. Sedangkan pengangkatan anggota Dewan Komisaris yang baru juga dianggap sah apabila dalam proses pengangkatan telah memenuhi prosedur yang di tentukan oleh Undang-undang. Peranan Notaris dalam pembuatan akta selalu berkaitan dengan dipenuhinya prosedur yang ditetapkan oleh Undang-undang dan apabila ada hal yang menyimpang terhadap hal tersebut, Notaris wajib memberikan penyuluhan kepada pihak-pihak yang terkait.

Kata Kunci :
Pemberhentian, Dewan Komisaris, Perseroan

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Title : Role of Notary within General Meeting of Share Holder in the Dismissal of a Member of the Board of Commissioners of a Limited Liability Company
(*A Case Study in the Proceedings at the District Court of South Jakarta*)

Limited Liability Company Number 40 of the Year 2009, Article 119 stipulates regarding the dismissal of members of the Board of Commissioners. In the articles is stipulated that a company may dismiss the members of the Board of Commissioners by fulfilling the requirement that the relevant member of Board of Commissioners is given the opportunity to defend himself/herself and the relevant company also presents the ground for the dismissal. In the case taking place in PT. X, a member of the Board of Commissioners is appointed by the company and becomes the deciding requirement for the granting of loan from a syndicated bank, the relevant member of the Board of Commissioners who cannot be dismissed without the approval of the syndicated bank, is apparently dismissed by the company without fulfilling the requirement which has been stipulated by the Limited Liability Company Law. Upon such act of dismissal, has been appointed a new member of the Board of Commissioners in the Company. From this case, there are several subject matters which can be discussed, regarding the status of the dismissed member of the Board of Commissioners and the status of the new member of the Board of Commissioners, regarding the role of Notary in the drawing up of minutes of meeting or statement of resolution of the meeting related to the dismissal of the member of the Board of Commissioners, as well as, regarding the role of Notary in the drawing up of deeds which constitute incorporate the members of the Board of Commissioners. The writing of this thesis uses the juridical normative method. From the result of research which has been carried out by the researcher, the dismissal of the member of the Board of Commissioners will remain to be deemed of being valid because the procedure in the convening of the General Meeting of Shareholders has been complied with and the quorums for attendance and adoption of resolution have also been complied with. Whereas the appointment of new member of the Board of Commissioners is also deemed valid if the appointment process has complied with the procedure stipulated by the Law. The role of Notary in the drawing up of deed is always related to the fulfillment of procedure stipulated by the Law and if there is any deviation from such matter, the Notary will be obliged to provide counseling to the related parties.

Keywords:

Dismissal, Board of Commissioners, Company
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