

## ABSTRAK

Materi pokok penelitian Akibat Hukum Pemberhentian Direksi Dari Jabatannya Didasarkan Atas Usul Keputusan Yang Diedarkan (*Circular Resolution*), dengan permasalahan Apakah *Circular Resolution* sebagai bentuk pembatasan ruang lingkup dan Apakah *Ratio Decidendi* putusan Hakim yang terkait dengan pemberhentian Direksi didasarkan *Circular Resolution*. Diperoleh kesimpulan sebagai berikut : *Circular Resolution* sebagai bentuk pembatasan ruang lingkup dan perlindungan hukum terhadap Direksi, karena meskipun kesepakatan pemegang saham diambil diluar RUPS dan keputusan tersebut mempunyai kekuatan hukum sebagaimana keputusan RUPS, tetapi terkait dengan penggantian presiden direktur, pengambilan keputusan seharusnya menggunakan RUPS-LB dan wajib memberikan kesempatan kepada Direksi untuk mengajukan keberatan sebagai bentuk pembelaan berdasarkan ketentuan Pasal 105 ayat (3) Undang-Undang No. 40 Tahun 2007 tentang Perseroan Terbatas yang sebelumnya harus dilakukan pemberitahuan sebelum ditetapkannya *Circular Resolution* dan penggunaan *Circular Resolution* yang tidak dilaksanakan dengan iktikad tidak baik dan serta merta untuk kepentingan Subyektif, justru akan menimbulkan ketidakadilan dan mencederai (melanggar) ketentuan undang-undang khususnya bagi Direksi yang terhadapnya diberlakukan ketentuan ini. Mengingat, bahwasannya dalam anggaran dasar telah diatur mengenai pengambilan keputusan menggunakan RUPS, tetapi tidak dilaksanakan dalam melakukan pemberhentian presiden direktur dari PT. Indopipe. *Ratio Decidendi* putusan Hakim tentang pemberhentian Direksi didasarkan *Circular Resolution*, hanya mendasarkan penolakan gugatan pemberhentian direktur karena tidak dipenuhinya prosedur gugatan (*Formalitas*) mengenai salah pihak dengan mengabaikan materi gugatan. Tindakan penghentian Anton Hendra Kusumajaya sebagai President Direktur PT. Indopipe telah melanggar hak yang tidak didasarkan pada ketentuan Pasal 91 Juncto Pasal 105 Undang-Undang No. 40 tahun 2007.

**Kata Kunci:** Akibat Hukum, Direksi, *Circular Resolution*

## **ABSTRACT**

*The main research of legal effect of dismissing directors from their position based on the proposed Circular Resolution, with the issue of whether Circular Resolution is a form of limitation of scope and is the ratio decidendi of judge's decisions related to dismissal of directors based on Circular Resolution. The conclusions are obtained: Circular Resolution as a form of scope coverage and legal protection for the Directors, because even though the shareholder agreement is taken beyond the GMS (RUPS) and the decision has legal force as determined by the GMS, but should use the RUPS-LB in making decisions to replace the Directors (president director) and must provide an opportunity for the Directors to submit objections as a form of defense as stipulated in Article 105 paragraph (3) of Law No. 40 of 2007 concerning Limited Liability Companies that previously had to be notified before the stipulation of Circular Resolution and the use of Circular Resolution in which not implemented in good faith and which is intended for subjective purposes, would actually cause injustice and infringe the provisions of the law for the Directors in which provision applies. Considering of the fact that in the articles of association has been regulated regarding decision making using the GMS, but this was not applied in the dismissal of the president director of PT. Indopipe. Ratio Decidendi of the Judge's decision related to the dismissal of the Directors is based on Circular Resolution, that the refusal of dismissal director lawsuit is disqualification in person (error in persona) and the main material of the lawsuit has not been discussed. The act of dismissing the president director infringe the rights of Anton Hendra Kusumajaya as the president director of PT. Indopipe, because it is not implemented in accordance with the correct procedure as stated in Article 91 jo Article 105 of Law No. 40 of 2007.*

**Keywords: Legal Effects, Directors, Circular Resolution**