

**KEWENANGAN KOMISARIS DALAM KEADAAN TERTENTU  
MELAKUKAN TINDAKAN PENGURUSAN PERSEROAN TERBATAS  
KETIKA DIREKSI TERDAPAT BENTURAN KEPENTINGAN DALAM  
PENGURUSAN ATAU PERWAKILAN PERSEROAN TERBATAS**

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**ABSTRAK**

Perseroan Terbatas selaku badan hukum, pengurusan diselenggarakan oleh direksi wajib dengan itikad baik dan penuh tanggung jawab untuk tujuan perseroan, diawasi oleh dewan komisaris. Tanggung jawab direksi menjadi bias ketika mempunyai benturan kepentingan, Dewan Komisaris dapat melakukan tindakan pengurusan Perseroan dalam keadaan tertentu untuk jangka waktu tertentu. Permasalahannya terkait kewenangan dewan komisaris melakukan pengurusan Perseroan saat direksi diberhentikan karena adanya benturan kepentingan dan tanggung jawab dewan komisaris melakukan pengurusan Perseroan saat direksi diberhentikan karena adanya benturan kepentingan yang merugikan pihak ketiga. Penelitian menggunakan tipe yuridis normatif dengan pendekatan peraturan perundang-undangan dan pendekatan konsep diperoleh kesimpulan: Dewan komisaris melakukan tindakan pengurusan dalam keadaan tertentu untuk jangka waktu tertentu, berlaku semua ketentuan mengenai hak, wewenang, dan kewajiban Direksi terhadap Perseroan dan pihak ketiga. Tanggung jawab dewan komisaris berlaku semua ketentuan mengenai hak, wewenang, dan kewajiban Direksi terhadap Perseroan dan pihak ketiga, seluruhnya diambilalih dari direksi oleh dewan komisaris, maka tanggung jawabnya secara renteng.

**Kata Kunci: Benturan Kepentingan, Kewenangan Direksi, Pengurusan Perseroan.**

**THE AUTHORITY OF THE COMMISSIONER IN CERTAIN  
CIRCUMSTANCES TO TAKE ACTION IN THE MANAGEMENT OF A  
LIMITED LIABILITY COMPANY WHEN THE BOARD OF DIRECTORS  
HAS A CONFLICT OF INTEREST IN THE MANAGEMENT OR  
REPRESENTATIVE OF A LIMITED LIABILITY COMPANY**

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**ABSTRACT**

*Limited Liability Company as a legal entity, management is carried out by directors who must be in good faith and full of responsibility for the goals of the company, supervised by a board of commissioners. The directors' responsibilities become biased when they have a conflict of interest. The Board of Commissioners can take action to manage the Company in certain circumstances for a certain period of time. The problem is related to the authority of the board of commissioners to manage the Company when the directors are dismissed due to a conflict of interest and the responsibility of the board of commissioners to manage the Company when the directors are dismissed due to a conflict of interest that is detrimental to third parties. The research uses a normative juridical type with a statutory regulation approach and a conceptual approach. The conclusion is that the Board of Commissioners carries out management actions in certain circumstances for a certain period of time, all provisions regarding the rights, authority and obligations of the Board of Directors towards the Company and third parties apply. The responsibilities of the board of commissioners apply to all provisions regarding the rights, authority and obligations of the Board of Directors towards the Company and third parties, all of which are taken over from the board of directors by the board of commissioners, so their responsibilities are jointly held.*

***Keywords: Conflict of Interest, Authority of Directors, Company Management.***