

RINGKASAN

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**Tanggung Jawab Direksi Atas Kerugian
Perseroan Akibat Wanprestasi (Studi Putusan
Nomor 47/Pdt.G/2021/PN.Mtr)**
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Tanggung jawab direksi terhadap wanprestasi diatur oleh Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas dimana pemegang saham hanya bertanggung jawab sesuai dengan jumlah saham yang dimilikinya. Dalam Putusan Nomor 47/PDT.G/2021/PN.Mtr, direksi melakukan kelalaian dan perbuatan tersebut merugikan perusahaan secara langsung. Hakim memberikan pertimbangan untuk memutus direksi bertanggung jawab secara pribadi apabila direksi telah wanprestasi disebabkan karena kelalaian direksi dan dianggap melanggar Pasal 3 UUPt. Tujuan penelitian untuk mengetahui tanggung jawab direksi atas kerugian perseroan akibat wanprestasi berdasarkan Putusan Nomor 47/PDT.G/2021/PN.Mtr) dan untuk mengetahui pertimbangan hakim dalam menentukan Perkara wanprestasi pada Putusan Nomor 47/Pdt.G/2021/PN.Mtr.

Penelitian ini bersifat kualitatif. Sumber data dalam penelitian ini terdiri dari sumber data primer yaitu Putusan Nomor 47/Pdt.G/2021/PN.Mtr dan Undang-Undang Nomor 40 Tahun 2007 Tentang Perseroan Terbatas. Teknik pengumpulan data dilakukan dengan mengkaji Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas. Analisis data terdiri dari tahap pengumpulan data, penyajian data, dan penarikan kesimpulan guna mencapai kesimpulan yang tepat.

Direksi perusahaan bertanggung jawab untuk mengelola perusahaan dengan itikad baik dan penuh tanggung jawab demi kepentingan pemegang saham, sesuai Pasal 97 Ayat (5) UU Perseroan Terbatas (UUPt). Mereka tidak bertanggung jawab secara pribadi atas kerugian perusahaan jika keputusan diambil dengan hati-hati dan tanpa benturan kepentingan. Namun, mereka dapat bertanggung jawab secara pribadi jika melanggar hukum atau perjanjian, kecuali dapat membuktikan itikad baik dan kepatuhan terhadap hukum. Hakim dalam memutuskan perkara harus mempertimbangkan keadilan, kepastian hukum, dan kemanfaatan. Dalam kasus perjanjian konstruksi, hakim menilai bahwa perjanjian yang sah menurut Pasal 1320 KUHPdata mengikat para pihak secara hukum, dan wanprestasi hanya dapat dibebankan pada entitas hukum (seperti PT Amanah Group Internasional) berdasarkan Pasal 98 UU No. 40 Tahun 2007. Dengan demikian, Tergugat 2 dan Tergugat 3 tidak bertanggung jawab secara pribadi.

Saran dalam penelitian ini Direksi harus memperkuat sistem tata kelola dan pengawasan internal untuk mencegah terjadinya kelalaian yang dapat merugikan perusahaan. Ini termasuk penyusunan SOP yang lebih ketat dan pelatihan berkala bagi anggota direksi.

Kata Kunci : Tanggung Jawab, Direksi, Wanprestasi, dan Ganti Rugi.

SUMMARY

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***Directors' Responsibility for Company Losses
Due to Default (Decision Study Number
47/Pdt.G/2021/PN.Mtr)***
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The responsibility of directors for default is regulated by Law Number 40 of 2007 concerning Limited Liability Companies where shareholders are only responsible according to the number of shares they own. In Decision Number 47/PDT.G/2021/PN.Mtr, the directors were negligent and these actions directly harmed the company. The judge gives consideration to deciding that the directors are personally responsible if the directors have defaulted due to the directors' negligence and are deemed to have violated Article 3 of the Company Law. The aim of the research is to determine the responsibility of directors for company losses due to default based on Decision Number 47/PDT.G/2021/PN.Mtr) and to find out the judge's considerations in determining cases of default in Decision Number 47/Pdt.G/2021/PN.Mtr .

This research is qualitative in nature. The data sources in this research consist of primary data sources, namely Decision Number 47/Pdt.G/2021/PN.Mtr and Law Number 40 of 2007 concerning Limited Liability Companies. The data collection technique was carried out by reviewing Law Number 40 of 2007 concerning Limited Liability Companies. Data analysis consists of the stages of data collection, data presentation, and drawing conclusions in order to reach the right conclusions.

The company's directors are responsible for managing the company in good faith and with full responsibility for the interests of shareholders, in accordance with Article 97 Paragraph (5) of the Limited Liability Company Law (UUPT). They are not personally responsible for company losses if decisions are taken carefully and without conflict of interest. However, they can be held personally liable if they violate the law or an agreement, unless they can prove good faith and compliance with the law. Judges in deciding cases must consider justice, legal certainty and expediency. In the case of a construction agreement, the judge considered that a valid agreement according to Article 1320 of the Civil Code is legally binding on the parties, and default can only be imposed on legal entities (such as PT Amanah Group Internasional) based on Article 98 of Law no. 40 of 2007. Thus, Defendant 2 and Defendant 3 are not personally liable.

The suggestions in this research are that the Board of Directors must strengthen the internal governance and supervision system to prevent negligence that could be detrimental to the company. This includes the preparation of stricter SOPs and regular training for board members

Keywords : *Responsibility, Directors, Default, and Compensation.*