ABSTRACT

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Board of Directors Working Agreement Related to the Position as an Organ in a Limited Liability Company

(xii + 61 pages + 1 attachment)

Based on Article 1 Point 5 of Law Number 40 Year 2007 regarding Limited Liability Company ("UUPT"), it is mentioned that the board of directors are the organ of the company authorized and fully responsible for the management of the company in accordance with the intent and purpose of the company and representing the company, or outside the court in accordance with the provisions stipulated in the articles of association. Thus, UUPT also regulates the procedure for appointing members of the board of directors, which is conducted through the General Meeting of Shareholders ("RUPS"). However, in the case number 287/Pdt.G/2016/PN.Jkt.Sel, the plaintiff argues himself based on the employment agreement. As based on Article 1 number 14 of Law Number 20 of 2013 on Manpower, the employment agreement is an agreement between the employer and the worker/laborer. This raises the vagueness of the legal status of the members of the board of directors themselves, whether the board of directors is the organ of the company or the workers/laborers appointed by the employment agreement? Therefore, based on the results of research from the researcher, referring to the provisions in UUPT, the board of directors cannot be appointed based on the work agreement because the status of the board of directors is the organ of the company, which is appointed and dismissed through RUPS, and not the worker/laborer. The provisions concerning salaries, allowances, duties, working periods of members of the board of directors and other matters concerning members of the board of directors should be incorporated into the articles of association of the company.

Keywords: Company Law, Procedure of Appointment of Members of the Board of Directors, Legal Status of Members of the Board of Directors