ABSTRACT

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JURIDICAL ANALYSIS ON TORT DUE TO BREACH OF FIDUCIARY DUTY OF A DIRECTOR IN LIMITED LIABILITY COMPANY

(x+85 pages)

Limited Liability Company as legal personality is merely personification. All activities undertaken by Limited Liability Company is for the interests and the benefit of men (humans). Classification of legal subject into two types (person and legal entity) is a legal theory used to distinguish personal actions and actions on the basis of interests for and on behalf of the company, which in this case relates to directors. Duties of directors are divided into two, which are representation and management. There is a relationship that arises between the company and directors, namely fiduciary relationship. This fiduciary relationship gives directors fiduciary duties. Fiduciary duty is a legal obligation to act for and on behalf of another party, where the person who is trusted (trustee) representing the interests of others. In principle of fiduciary duty, a director must perform their duties in good faith, with proper purpose, unfettered discretion and not having conflict of duty and interest. A director, as trustee, must not violate those principles above. Directors who violate the fiduciary duty may be associated with tort (unlawful deeds) as defined in Article 1365 of the Civil Code. because of those explanations above, the author is interested to study and learn more deeply about whether a violation of fiduciary duties performed by the directors can be categorized as an act against the law (tort) or not, and the relationship between the forms of accountability of directors that are regulated in Law Number 40 of 2007 concerning Limited Liability Company and responsibility set out in article 1365 of the Civil Code.

References : 26 (1979-2015)