

ABSTRAK

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(B) Judul Tesis : Tanggung Jawab Direksi Atas Pelanggaran Prinsip *Good Corporate Governance* Dalam Pengelolaan Suatu Perseroan Terbatas
(C) Halaman : ix + 158 halaman + 2021
(D) Kata Kunci : Tanggung Jawab, Direksi, *Good Corporate Governance*.
(E) Isi :

Good Corporate Governance secara definitif merupakan sistem yang mengatur dalam mengendalikan perusahaan untuk menciptakan nilai tambah (*value added*) untuk semua *stakeholder*. Konsep GCG di Indonesia dapat diartikan sebagai konsep pengelolaan perusahaan yang baik. Direksi dalam melaksanakan tugas dan wewenangnya, harus memperhatikan tata kelola perusahaan yang baik atau prinsip GCG. Prinsip tersebut tentu sangat berhubungan erat dengan unsur itikad baik (*good faith*) dari direksi. Dalam UUPT ditentukan kepengurusan perseroan dilakukan oleh Direksi yang diangkat oleh RUPS. Namun ketentuan Pasal-Pasal dari UUPT, tidak terdapat ketentuan yang mengatur secara detail dan jelas tentang penerapan prinsip-prinsip GCG tersebut, oleh karena hanya menentukan bahwa perseroan berkewajiban untuk mentaati segala asas-asas yang baik dalam berkorporasi, namun tidak diatur mengenai bagaimana bentuk-bentuk dari prinsip GCG itu sendiri, tata cara pelaksanaan GCG, bagaimana pula tanggung jawab dari seorang Direksi bila prinsip tersebut dilanggar dan apa sanksi yang wajib diberikan bagi yang melanggar tersebut. Sehingga terjadi kekosongan norma dalam pengaturan kewajiban Direksi dalam pengelolaan PT, kekosongan norma ini tentu dapat menimbulkan ketidakpastian hukum. Rumuskan masalah sebagai berikut: Bagaimana tanggung jawab direksi dalam pengelolaan PT? Bagaimana tanggung jawab direksi atas pelanggaran prinsip GCG dalam pengelolaan PT? Teori yang akan digunakan adalah Teori Tanggung Jawab dan Teori Kepastian Hukum. Metode penelitian yang digunakan oleh peneliti adalah metode penelitian hukum normatif atau yuridis normatif. Tanggung jawab direksi meliputi beberapa hal yaitu sebagai berikut: Tanggung Jawab Direksi Pada PT; Tanggung Jawab Direksi Pada Perseroan dan Pemegang Saham; Tanggung Jawab Renteng Antar Sesama Anggota Direksi Perseroan; Tanggung Jawab Direksi Pada Pihak Ketiga. Prinsip-prinsip GCG adalah: keadilan (*fairness*), transparansi (*transparency*), akuntabilitas (*accountability*) dan tanggung jawab (*responsibility*). Tanggung jawab direksi apabila terjadi pelanggaran prinsip-prinsip GCG dalam pengelolaan PT dapat berupa tanggung jawab perdata dan tanggung jawab pidana.

- (F) Acuan : 63 (1983-2016), 3 Peraturan Perundang-undangan, 5 Kamus, 2 Karya Terjemahan dan 27 Artikel/Jurnal
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ABSTRACT

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(J) Thesis Title : *Responsibilities of the Board of Directors for Violations of Good Corporate Governance Principles in the Management of a Limited Liability Company*
(K) Page : *ix + 158 page + 2021*
(L) Keyword : *Responsibility, Directors, Good Corporate Governance.*
(M) Content :

Good Corporate Governance is definitively a system that regulates the control of the company to create value added for all stakeholders. The concept of GCG in Indonesia can be interpreted as the concept of good corporate management. The Board of Directors in carrying out their duties and authorities must pay attention to good corporate governance or GCG principles. This principle is of course very closely related to the good faith element of the board of directors. In the Company Law, it is determined that the management of the company is carried out by the Board of Directors appointed by the RUPS. However, the provisions of the Articles of the Company Law, there are no provisions that regulate in detail and clearly regarding the application of the GCG principles, because they only stipulate that the company is obliged to comply with all good principles in being a corporation, but it does not regulate how the forms of corporate governance are carried out. the form of the GCG principle itself, the procedures for implementing GCG, what are the responsibilities of a Board of Directors if the principle is violated and what sanctions must be given to those who violate it. So that there is a norm vacuum in regulating the obligations of the Board of Directors in managing PT, this norm void can certainly cause legal uncertainty. Formulate the problem as follows: What is the responsibility of the board of directors in managing PT? What is the responsibility of the board of directors for violations of GCG principles in the management of PT? The theory that will be used is the theory of responsibility and the theory of legal certainty. The research method used by the researcher is a normative legal or normative juridical research method. The responsibilities of the board of directors include the following: Responsibilities of the Board of Directors at PT; Responsibilities of the Board of Directors to the Company and Shareholders; Joint Responsibilities Among Members of the Company's Board of Directors; Responsibilities of Directors to Third Parties. The principles of GCG are: fairness, transparency, accountability, and responsibility. The responsibility of the board of directors in the event of a violation of the principles of GCG in the management of PT can be in the form of civil liability and criminal liability.

- (N) Reference : *63 (1983-2016), 3 Regulations, 5 Dictionary, 2 Translatiton Work and 27 Article/Journal*
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