

ABSTRAK

Arman Hanafi: *Pertanggungjawaban Perdata Bagi Direksi Perseroan Terbatas Atas Perbuatan Melawan Hukum (Onrechtmatige Daad) Dari Kelalaiannya Dalam Pengurusan Perseroan Terbatas Yang Merugikan Pihak Ketiga.*

Penelitian ini bertujuan untuk menganalisis pertanggungjawaban direksi perseroan terbatas (PT) atas pelanggaran fiduciary duty yang mengakibatkan perbuatan melawan hukum (*onrechtmatige daad*) serta implikasinya terhadap perlindungan pihak ketiga yang dirugikan. Penelitian dilatarbelakangi oleh kasus sengketa antara para penggugat dengan PT Agung Abadi Jaya dan July Adwikarta selaku Direktur Utama, sebagaimana tertuang dalam putusan Pengadilan Negeri Garut Nomor 33/Pdt.G/2018/PN Grt. Dalam kasus ini, July Adwikarta melakukan perjanjian kerja sama tanpa persetujuan Rapat Umum Pemegang Saham (RUPS), menggunakan uang titipan para penggugat untuk kepentingan pribadi, dan tidak memenuhi janji pengiriman gas LPG 3 kg sesuai perjanjian, sehingga menimbulkan kerugian materiil dan imateriil bagi para penggugat sebagai pihak ketiga. Kasus ini menunjukkan adanya potensi pelanggaran fiduciary duty oleh direksi, yang berimplikasi pada tanggung jawab hukum secara pribadi.

Penelitian ini menggunakan metode yuridis normatif dan empiris. Pendekatan yuridis normatif menganalisis aspek hukum terkait tanggung jawab direksi PT atas pelanggaran fiduciary duty. Pendekatan empiris mengumpulkan data primer melalui wawancara dan pengamatan implementasi hukum dalam praktik bisnis.

Teori yang digunakan mencakup teori Negara Hukum sebagai grand theory untuk *rule of law*, teori Perbuatan Melawan Hukum untuk menganalisis pelanggaran direksi, dan teori Tanggung Jawab Hukum untuk memahami kewajiban direksi dalam menyelesaikan kerugian akibat kelalaian *fiduciary duty*.

Direksi memiliki tanggung jawab penuh atas pengurusan perseroan sesuai dengan Pasal 92 UUP. Jika terjadi pelanggaran fiduciary duty, seperti penggunaan uang titipan pihak ketiga untuk kepentingan pribadi, direksi dapat dimintai pertanggungjawaban secara pribadi. Bentuk pertanggungjawaban dalam hukum perdata meliputi pembayaran ganti kerugian materiil (kerugian langsung) dan immateriil (kerugian tidak langsung seperti tekanan psikologis). Tindakan direksi yang melampaui kewenangan atau bertentangan dengan anggaran dasar perseroan dapat dikategorikan sebagai perbuatan melawan hukum. Dalam kasus ini, July Adwikarta selaku Direktur Utama PT Agung Abadi Jaya dianggap melakukan wanprestasi karena tidak memenuhi janji pengiriman gas LPG 3 kg kepada para penggugat, sehingga wajib mengembalikan uang titipan yang diterima. Pihak ketiga yang dirugikan berhak memperoleh perlindungan hukum berdasarkan prinsip keadilan dan kepastian hukum. Putusan PN Garut No. 33/Pdt.G/2018 menegaskan bahwa direksi dapat dimintai pertanggungjawaban secara pribadi jika tindakannya menyebabkan kerugian bagi pihak ketiga, terutama jika perjanjian dilakukan tanpa persetujuan Rapat Umum Pemegang Saham (RUPS).

Kata Kunci: Perseroan Terbatas; Perbuatan Melawan Hukum; Tanggung Jawab Hukum

ABSTRACT

Arman Hanafi: Civil Liability for the Board of Directors of a Limited Liability Company for Unlawful Acts (Onrechtmatige Daad) From His Negligence in Managing a Limited Liability Company That Is Harmful to Third Parties.

This study aims to analyze the accountability of the board of directors of a limited liability company (LLC) for violations of fiduciary duty that result in unlawful acts (onrechtmatige daad) and its implications for the protection of third parties who have been harmed. The research is motivated by a dispute case involving the plaintiffs and PT Agung Abadi Jaya, along with July Adwikarta as the President Director, as outlined in the Garut District Court Decision No. 33/Pdt.G/2018/PN Grt. In this case, July Adwikarta entered into an agreement without the approval of the General Meeting of Shareholders (GMS), used the plaintiffs' deposited funds for personal interests, and failed to fulfill the agreed-upon delivery of 3 kg LPG gas, causing both material and immaterial losses to the plaintiffs as third parties. This case highlights the potential breach of fiduciary duty by the board of directors, which has legal implications for personal liability.

The study employs a normative juridical and empirical method. The normative juridical approach analyzes the legal aspects related to the accountability of the LLC's board of directors for breaches of fiduciary duty. The empirical approach collects primary data through interviews and observations of the implementation of law in business practices.

The theories used in this study include the Rule of Law as the grand theory to establish the principle of rule of law, the theory of Unlawful Acts to analyze violations by the board of directors, and the theory of Legal Liability to understand the obligations of directors in addressing losses caused by negligence of fiduciary duty.

The board of directors holds full responsibility for managing the company according to Article 92 of the Indonesian Company Law (UUPT). If there is a breach of fiduciary duty, such as using third-party deposits for personal gain, the director can be held personally accountable. Forms of civil liability include compensation for material damages (direct losses) and immaterial damages (indirect losses such as psychological distress). Actions by directors that exceed their authority or conflict with the company's articles of association can be categorized as unlawful acts. In this case, July Adwikarta, as the President Director of PT Agung Abadi Jaya, was deemed to have committed a breach of contract (wanprestasi) by failing to deliver the promised 3 kg LPG gas to the plaintiffs, thereby obligating him to return the deposited funds. Harmed third parties are entitled to legal protection based on principles of justice and legal certainty. The Garut District Court Decision No. 33/Pdt.G/2018 emphasizes that directors can be held personally liable if their actions cause harm to third parties, especially when agreements are made without the approval of the General Meeting of Shareholders (GMS).

Keywords: Limited Liability Company; Act against the law; Legal Liability