

Pembatalan Hak Suara Pemegang Saham Minoritas oleh Rapat Umum Pemegang Saham Berdasarkan Hukum Perusahaan Indonesia dan Australia: Putusan Pengadilan Lili Soemantri Melawan PT Cabot Indonesia = Cancellation of Minority Shareholder Voting Rights by General Meeting of Shareholders According to Indonesian and Australian Company Law: Court Decision Lili Soemantri Versus Cabot Indonesia Limited Liability Company

Bramastyasa Tarliman, author

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Abstrak

Skripsi ini menganalisis sah tidaknya rapat umum pemegang saham luar biasa yang memutuskan untuk menerbitkan klasifikasi saham baru dengan membatalkan hak suara pemegang saham minoritas yang ada berdasarkan Undang-Undang Perseroan Terbatas di Indonesia dan Australian Corporations Act di Australia serta menilai apakah putusan pengadilan yang mempersyaratkan persetujuan dari tuan Lili Soemantri atas keputusan rapat umum pemegang saham luar biasa Perseroan Terbatas Cabot Indonesia, yang membatalkan klasifikasi saham tuan Lili Someantri sehingga mengakibatkan hilangnya hak suara, sesuai dengan Undang-Undang Perseroan Terbatas di Indonesia dan Australian Corporations Act di Australia. Dengan menerapkan penelitian yuridisnormatif dengan pendekatan perundang-undangan, kasus, dan komparatif, maka skripsi ini menyimpulkan: pertama, berdasarkan Undang-Undang Perseroan Terbatas di Indonesia dan Australian Corporations Act di Australia, keputusan rapat umum pemegang saham luar biasa untuk menerbitkan klasifikasi saham baru dengan membatalkan hak suara pemegang saham minoritas yang ada adalah sah sepanjang memenuhi ketentuan kuorum kehadiran dan jumlah suara minimum yang menyetujui keputusan untuk menjadi sah dengan agenda perubahan anggaran dasar berdasarkan Undang-Undang Perseroan Terbatas di Indonesia dan agenda memvariasi dan membatalkan hak-hak pada klasifikasi saham berdasarkan Australian Corporations Act di Australia; kedua, putusan pengadilan yang mempersyaratkan persetujuan dari tuan Lili Soemantri atas keputusan rapat umum pemegang saham luar biasa Perseroan Terbatas Cabot Indonesia, yang membatalkan klasifikasi saham tuan Lili Someantri sehingga mengakibatkan hilangnya hak suara, bertentangan dengan Undang Undang Perseroan Terbatas di Indonesia, tetapi telah sesuai dengan Australian Corporations Act.

.....This thesis analyzes whether the extraordinary general meeting of shareholders, which decides to issue a new classification of shares by cancelling the existing minority shareholder voting rights, is valid based on the Indonesian Limited Liability Company Law and Australian Corporations Act and evaluates whether the court decision that declares the approval requirement from mister Lili Soemantri on the extraordinary general meeting of shareholder resolution of Cabot Indonesia Limited Liability Company, which cancels mister Lili Someantri's classification of shares resulting in the loss of voting rights, complies with the Indonesian Limited Liability Company Law and Australian Corporations Act. By applying juridical-normative research with statutory, cases, and comparative approaches, this thesis concludes that: as follows: first, based on both Indonesian Limited Liability Company Law and Australian Corporations Act, the resolution to issue a new classification of shares by cancelling the existing minority shareholder voting rights has to be done through an extraordinary general meeting of shareholders which fulfil the provision of

attendance quorum and the minimum vote approving for the resolution to be valid with agenda amendment of articles of association under Indonesian Limited Company Law and agenda varying and cancelling class rights under Australian Corporations Act; second, the court decision that declares the approval requirement from mister Lili Soemantri on the extraordinary general meeting of shareholder resolution of Cabot Indonesia Limited Liability Company, which cancels mister Lili Someantri's classification of shares resulting in the loss of voting rights, contradicts with the Limited Liability Company Law in Indonesia, but comply with the Australian Corporations Act since it requires approval from mister Lili Soemantri.