

SUBSTITUTIVE AUTHORITY OF MINORITY SHAREHOLDERS IN THE DISSOLUTION OF A LIMITED LIABILITY COMPANY IN THE EVENT OF A VACUUM OF POWER WITHIN THE BOARD OF DIRECTORS

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Article history: received 12 April 2026; revised 26 April 2026; accepted 25 May 2026

DOI: <https://doi.org/10.33751/jhss.v10i1.118>

Abstrak. In the practice of limited liability companies, situations often arise where the Board of Directors no longer performs its management functions, causing the company's decision-making mechanisms to reach an impasse. This situation places minority shareholders in a vulnerable position, even though Law No. 40 of 2007 on Limited Liability Companies (UUPT) has, in principle, provided them with protections and scope of authority. This study aims to analyze the legal authority of minority shareholders in filing a request to convene an Extraordinary General Meeting of Shareholders (EGMS) with the agenda of dissolving the company, as well as to examine the mechanisms for the dissolution and liquidation of the company when the Board of Directors no longer fulfills its obligations. The method used is a normative legal approach through an examination of legislation, legal doctrine, and court decisions, specifically the Mataram District Court Decision No. 21/Pdt.P/2022/PN Mtr as a case study. The research findings indicate that minority shareholders possess legal authority—both substitutive and procedural—to initiate the convening of an Extraordinary General Meeting of Shareholders (EGMS) through a court order as a means of restoring decision-making mechanisms that have stalled due to the Board of Directors' negligence. The subsequent liquidation mechanism further confirms that executive authority is fully transferred to the liquidator upon appointment, so that the role of minority shareholders is limited to a supervisory function to ensure the accountability of the liquidation process without taking over management functions.

Keywords: Minority shareholders; Legal authority; Dissolution of a corporation; Extraordinary General Meeting of Shareholders; Liquidation; Company Law

I. INTRODUCTION

Limited Liability Companies (PT) occupy a central position in Indonesia's economic system because they serve as a means of raising capital and the primary vehicle for investment activities. The existence of PTs provides legal certainty for business actors through clear regulations regarding legal status, separation of assets, and the responsibilities of the parties involved. From a legal development perspective, as articulated by Mochtar Kusumaatmadja, law functions not only as a means of social control but also as an instrument for societal renewal. This concept is reflected in the enactment of Law No. 40 of 2007 on Limited Liability Companies (UUPT), which was designed as a comprehensive legal framework for the conduct of corporate activities [1].

One of the key attractions of a PT as a business entity lies in the principle of limited liability, which limits shareholders' risk to the value of the shares they hold. Additionally, the flexibility in transferring shares makes a PT a relatively safe and liquid investment vehicle. The status of a PT as an independent legal entity also ensures a clear separation between the interests of the company and the personal interests of its shareholders, thereby providing legal protection for all parties involved.

The Company Law stipulates that the governing bodies of a company consist of the General Meeting of Shareholders (GMS), the Board of Directors, and the Board of Commissioners. These three bodies have distinct yet interrelated responsibilities in managing the company [4]. The General Meeting of Shareholders holds a strategic position as the body with the highest authority, particularly in matters not delegated to the Board of Directors and the Board of Commissioners. Through the General Meeting of Shareholders, shareholders exercise their collective right to determine the direction and continuity of the Company [5].

In practice, the exercise of the General Meeting of Shareholders' authority is not merely a formality; it also determines the legitimacy of the company's decisions. Therefore, the Company Law establishes strict procedures regarding the convening of the General Meeting of Shareholders, the requirement for a quorum, and the decision-making process. These provisions are intended to ensure that every strategic decision of the company is made in a lawful, transparent, and legally accountable manner.

An Extraordinary General Meeting of Shareholders (EGM) has a unique characteristic in that it can be convened at any

time to discuss fundamental issues concerning the company [6]. The agenda of an Extraordinary General Meeting of Shareholders (EGM) typically involves amendments to the articles of association, changes to the company's governing bodies, specific corporate actions, and even the dissolution of the company. In this context, the EGM serves as a crucial forum that determines the existence and survival of a limited liability company (PT).

The Limited Liability Companies Act grants the Board of Directors and the Board of Commissioners the authority to convene an EGM. However, to maintain a balance of power within the company, the law also allows minority shareholders representing at least one-tenth of all voting shares to request the convening of a General Meeting.

This provision indicates that, in principle, Indonesian corporate law recognizes the role and interests of minority shareholders within the company's governance structure.

The dissolution of a corporation is one of the most critical matters that can be decided through an Extraordinary General Meeting of Shareholders (EGMS). Article 142(1) of the Company Law provides that the dissolution of a PT may be carried out based on a resolution of the General Meeting of Shareholders, the expiration of the corporation's term of existence, a court order, the revocation of a business license, or other grounds specified by law. This provision emphasizes that dissolution is not a unilateral act, but rather a legal event that must follow lawful mechanisms and authority. [4], [7].

In addition to internal corporate decisions, the dissolution of a PT is also possible through court intervention. The Company Law grants the court the authority to dissolve a company under certain conditions, particularly when the company's governing bodies are unable to perform their functions effectively. This mechanism is designed as a legal recourse for abnormal situations that cannot be resolved through the company's internal procedures. Article 146(1)(c) of the UUPT specifically grants shareholders the right to file a petition for the dissolution of the company with the court if the company cannot continue. This provision serves as a crucial instrument for minority shareholders in cases of abuse of authority or the paralysis of the company's governing bodies, which results in the stagnation of business operations. [8], [9].

Normatively, the Limited Liability Companies Act grants the Board of Directors the authority to convene a General Meeting of Shareholders. However, to uphold the principle of checks and balances, the law grants substitute authority to minority shareholders. Pursuant to Article 79(2) of the UUPT, shareholders representing at least 1/10 (one-tenth) or 10% of the total number of shares with voting rights have the legal standing to request an Extraordinary General Meeting of Shareholders (EGMS). [43]. This 10% minimum threshold is restrictive, meaning that shareholders holding less than that percentage cannot file a petition on their own, but must join forces with other shareholders.

Furthermore, in circumstances where the company cannot continue to operate, Article 146(1)(c) of the Limited Liability Companies Act grants minority shareholders the right to petition the court for the company's dissolution. However, it should be emphasized that this authority of minority shareholders is theoretically limited to the functions of

initiation and oversight, and does not include executive or management functions (*bestuur*). This is intended to allow minority shareholders to resolve deadlocks within the corporate bodies without violating the principle of separation of powers within the company's organizational structure.

Although the Company Law has, in theory, provided various forms of legal protection for minority shareholders, practical reality reveals a gap between legal provisions and their implementation. The dominance of majority shareholders, particularly when they also serve as members of the Board of Directors, often leaves minority shareholders in a weak position during the decision-making process. This situation reflects a clear discrepancy between what the law is intended to regulate (*das sollen*) and what actually occurs in practice (*das sein*). [10]. This discrepancy becomes particularly problematic in the context of corporate dissolution, as this decision has far-reaching implications not only for shareholders but also for creditors, employees, and other third parties. Therefore, compliance with formal procedures—such as the proper convening of a general meeting of shareholders and the fulfillment of quorum requirements—is crucial to the validity of the corporate dissolution.

The issue becomes even more complex when the Board of Directors, as the managing body, fails to exercise its authority properly. In such circumstances, the Limited Liability Companies Act allows the Board of Commissioners to assume certain authorities. If this mechanism still fails to function, shareholders—including minority shareholders—may petition the court for permission to convene a General Meeting of Shareholders. This framework demonstrates a multi-layered system of protection based on the distribution of legal authority.

The implementation of these powers in practice often faces complex challenges, particularly when the Board of Directors fails to actively fulfill its duties. In practice, such circumstances can render the standard procedures for convening a General Meeting of Shareholders ineffective. This situation indicates a potential shift in resolution from the company's internal mechanisms toward court-ordered mechanisms as a legal recourse. In one concrete case, minority shareholders pursued legal action after the company's internal mechanisms failed to function properly. A petition was filed with the court to obtain permission to hold an Extraordinary General Meeting of Shareholders (EGMS), which was ultimately granted through a judicial order. This event demonstrates how the provisions of Article 146 of the Company Law can be operationalized to resolve deadlocks within corporate bodies without disregarding the principle of the separation of powers within the corporate structure. In that situation, the minority shareholders filed a petition with the Mataram District Court. Through Order No. 21/Pdt.P/2022/PN Mtr, the court granted the petition and authorized the holding of an Extraordinary General Meeting of Shareholders (EGM) with the agenda of dissolving the company. This ruling reflects the court's role as an institution exercising corrective authority when the company's internal governance structure fails to function. The case demonstrates that legal protection for minority shareholders is highly dependent on the effective exercise of authority by the company's governing bodies. When the Board

of Directors fails to fulfill its duties and internal mechanisms break down, minority shareholders risk losing access to their rights, thereby creating legal uncertainty [11], [12].

This is particularly relevant given the still-weak position of minority shareholders in closed corporations in Indonesia. Various academic studies, including those conducted by scholars at the Faculty of Law, Padjadjaran University, highlight the importance of a balance of powers among corporate bodies as a prerequisite for sound corporate governance. [13].

Previous research has addressed the protection of minority shareholders in general, but has not specifically examined the authority of minority shareholders to request the convening of an Extraordinary General Meeting of Shareholders (EGM) for the dissolution of a company suffering from organizational paralysis. Therefore, this study aims to fill this gap by focusing its analysis on the distribution and exercise of legal authority within the framework of the Limited Liability Companies Act.

Based on the above discussion, this study aims to analyze the legal authority of minority shareholders to file a petition with the court to convene an Extraordinary General Meeting of Shareholders (EGM) with the agenda of dissolving the company, as well as to examine the mechanism for dissolving a company when the Board of Directors is not functioning. This analysis is conducted by examining concrete practices of company dissolution through court rulings, while also testing the alignment between existing practices (*das sein*) and applicable legal provisions (*das sollen*).

II. RESEARCH METHOD

This study employs a normative legal approach of a descriptive-analytical nature, focusing on an examination of legislation, legal doctrine, and court decisions to analyze the legal authority of minority shareholders to request the convening of an Extraordinary General Meeting of Shareholders with an agenda for the dissolution of the company, as regulated in Law No. 40 of 2007 on Limited Liability Companies. Data collection was conducted through a literature review of primary, secondary, and tertiary legal sources, including the 1945 Constitution of the Republic of Indonesia, the Civil Code, the Commercial Code, and the Limited Liability Companies Act, The Judicial Power Act, the Notary Public Act, Regulation of the Minister of Law and Human Rights No. 21 of 2021, and relevant court decisions, particularly the Ruling of the Mataram District Court No. 21/Pdt.P/2022/PN Mtr and the Decision of the Jakarta Administrative Court No. 562/G/2023/PTUN. JKT, supplemented by scholarly literature in the form of books and academic journals regarding the authority of corporate bodies and the protection of minority shareholders. Additionally, this study examines legal documents such as meeting minutes and other supporting documents. The data obtained were analyzed qualitatively through a systematic interpretation of the norms governing the authority of the General Meeting of Shareholders (GMS), the Board of Directors, the Board of Commissioners, and minority shareholders, which were then compared with actual practices (*das sein*) to assess their conformity with applicable normative provisions (*das sollen*), thereby yielding

conclusions regarding the effectiveness of the exercise of minority shareholders' legal authority in the corporate dissolution process and its implications for legal certainty [14], [15], [16], [17], [18].

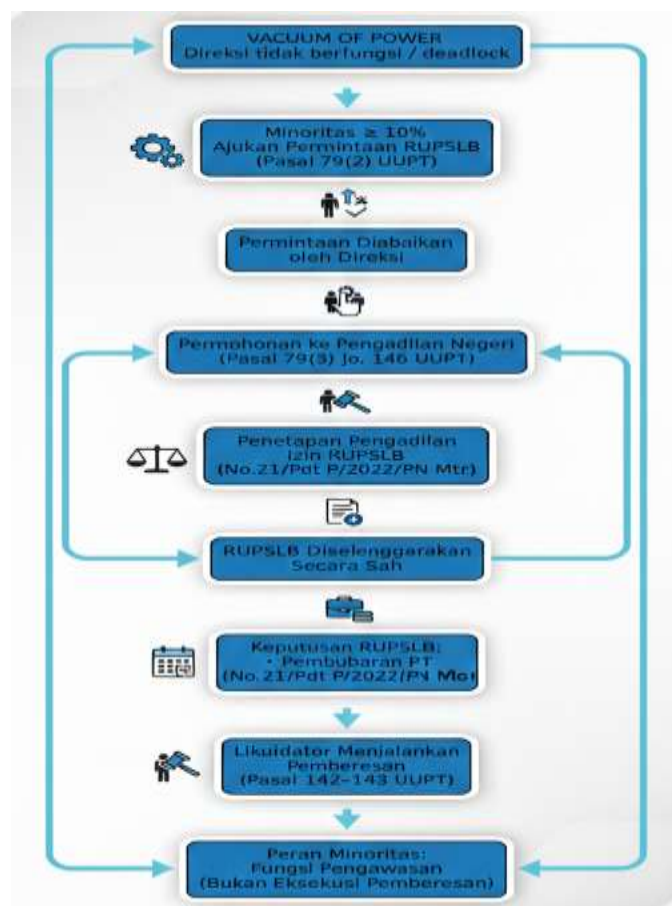
III. RESULT AND DISCUSSION

The Status and Rights of Minority Shareholders in the Dissolution of a Limited Liability Company

The research findings indicate that the authority of minority shareholders in the process of dissolving a corporation through an Extraordinary General Meeting of Shareholders (EGMS) is a legal mechanism explicitly guaranteed by the Company Law, particularly when the corporation's governing bodies are deadlocked or fail to perform their functions. Based on a normative analysis, minority shareholders holding at least 1/10 of the shares are entitled to request the convening of a GMS pursuant to Article 79(2) of the UUPT. However, empirical findings in the case of PT Gusung Duta Tamisa show that this right is often hindered when the Board of Directors intentionally or negligently ignores the call for a GMS submitted by minority shareholders. In this case, the Board of Directors not only failed to attend two summonses to the General Meeting of Shareholders but was also known to have left Indonesia, thereby creating a *de facto* leadership vacuum. This inactivity on the part of the Board of Directors prompted the minority shareholders to pursue a mechanism for the substitution of authority by filing a petition with the Mataram District Court. Through Decision No. 21/Pdt.P/2022/PN Mtr, the court granted permission to the minority shareholders to convene an Extraordinary General Meeting of Shareholders (EGMS), thereby establishing the legal legitimacy for the minority to make a decision on dissolution as clear and legally valid. This finding underscores that judicial mechanisms play a crucial role as a legal remedy when the company's internal organs no longer function as they should. This mechanism is illustrated in Figure 1 below.

The diagram confirms that the authority of minority shareholders is procedural and substitute in nature, and ceases upon the ratification of the EGM's decision and the appointment of a liquidator. Once the liquidation process begins, executive authority is fully transferred to the liquidator in accordance with the provisions of Articles 142–152 of the Company Law.

Following the court's ruling, the study found that minority shareholders have broader scope for action in the context of convening an Extraordinary General Meeting of Shareholders (EGMS). This was identified as a form of "substituted authority"—that is, authority granted by the court to allow minority shareholders to take actions that would normally fall under the Board of Directors' authority in convening and conducting the EGMS. Nevertheless, this authority is limited and covers only actions necessary to convene an EGM. Minority shareholders cannot assume the functions of the Board of Directors or the Board of Commissioners in managing the company, as the principle of separation of corporate bodies (organizational structure) is upheld by the Company Law. Thus, the scope of minority shareholders' authority lies in the realm of restoring corporate governance through the General



Meeting of Shareholders, rather than in the executive or operational spheres of the company. Figure 1. Flowchart of the Request for an Extraordinary General Meeting of Shareholders by Minority Shareholders in a Power Vacuum on the Board of Directors

This finding underscores that the Company Law provides minority shareholders with the means to resolve structural deadlocks while maintaining a balance and ensuring that the roles of the company’s various organs remain clearly defined.

The research findings also provide an in-depth understanding of the mechanism for appointing a liquidator when the Board of Directors and the Board of Commissioners are no longer performing their functions. In a power vacuum, the Board of Directors cannot appoint a liquidator because that body is not functioning; thus, the Extraordinary General Meeting of Shareholders (EGMS) becomes the legitimate forum for approving the liquidator. In the case of PT Gusung Duta Tamisa, the minority shareholders who convened the EGMS based on a court order had a legitimate basis for appointing a liquidator. Normatively, Articles 142–152 of the Company Law affirm that the liquidator is an independent body that replaces the Board of Directors in the context of liquidation. Research confirms that minority shareholders cannot act as liquidators and do not have the authority to carry out liquidation actions directly. The role of the minority at this stage is limited to proposing, electing, and approving the liquidator through an EGM resolution. Thus, the authority of the minority is of a constitutive nature and does not extend into the realm of liquidation execution

Once a liquidator is appointed, all authority regarding the liquidation process is fully transferred to the liquidator. The liquidator’s duties include securing and inventorying assets, collecting receivables, paying off debts, resolving asset disputes, and preparing a liquidation accountability report that must be approved by the General Meeting of Shareholders. Research indicates that minority shareholders possess only oversight authority over the liquidation process, such as holding the liquidator accountable, raising objections, or suing the liquidator in the event of legal violations. However, minority shareholders cannot carry out liquidation actions such as selling assets, collecting receivables, or taking legal action on behalf of the company. This underscores that while minority shareholders play a crucial role in initiating dissolution, the liquidation process remains the domain of the liquidator as the body mandated by law.

Recent findings highlight the limits of legal recourse available to minority shareholders when the Board of Directors and Board of Commissioners are absent or inactive. Minority shareholders may still initiate the entire dissolution process through legal channels, including filing a petition with the court, convening an Extraordinary General Meeting of Shareholders (EGMS) with dissolution on the agenda, approving the appointment of a liquidator, and overseeing the liquidation process. However, minority shareholders are not authorized to replace or perform the functions of the Board of Directors or to take liquidation actions directly.

However, the study also found that there are significant legal risks if minority shareholders attempt to manage or liquidate the company without a valid legal basis. Under the UUPT, the authority to manage and represent the company is attributed to the Board of Directors as stipulated in Article 92(1) of the UUPT, and during the liquidation phase, it transfers to the liquidator pursuant to Articles 142–152 of the UUPT. If a minority shareholder takes legal action on behalf of the company without holding the position of a member of the Board of Directors or a liquidator, such action may be classified as an ultra vires act or an act without authority that is not legally binding on the company.

In addition to potentially being null and void or non-binding on the corporation, such actions may also give rise to personal liability for minority shareholders. Under corporate law doctrine, any party acting beyond their authority may be held civilly liable if their actions cause harm to the corporation or a third party. In fact, under certain conditions, such actions may be classified as unlawful acts as referred to in Article 1365 of the Civil Code. Thus, although the minority has substitute authority in the initiation stage of dissolution, such authority cannot be interpreted as legitimizing the takeover of management functions or the execution of liquidation.

Thus, the study concludes that minority rights serve as a legal protective instrument that enables minority shareholders to ensure that a corporation facing a deadlock can still be dissolved and liquidated in accordance with the law without violating the principles governing the corporation’s organizational structure. This finding clarifies that the Company Law not only provides normative protection to minority shareholders but also offers concrete remedial

mechanisms when the corporation's governing bodies fail to function.

The Status and Rights of Minority Shareholders in the Liquidation of a Corporation When the Board of Directors and Board of Commissioners Are Not Functioning

The findings of this study indicate that the structure of authority under the Limited Liability Companies Act is designed in a layered manner to maintain a balance between minority protection and the stability of the corporate structure. In the context of a vacuum of power, minority authority is not intended as a permanent substitute for the Board of Directors' functions, but rather as a remedial instrument to reactivate stalled legal mechanisms. This demonstrates that the UUPT's normative design is protective but not transformative, as it does not convert the minority into a governing body, but merely provides a space to restore governance through the General Meeting of Shareholders (GMS) forum and the court system. [19], [20].

Conceptually, minority rights in the event of a deadlock can be understood as procedural substitute rights. This substitution applies only at the initiation stage of convening the Extraordinary General Meeting of Shareholders and does not extend to the realm of management or liquidation. This interpretation aligns with the doctrine of minority shareholder protection, which positions the minority as a counterbalance to majority dominance, yet remains within the boundaries of the company's organizational structure [21], [27]. Thus, the mechanism of filing a petition with the court is not a usurpation of power, but rather a corrective measure against the stagnation of internal authority.

The case of PT Gusung Duta Tamisa demonstrates how the provisions of Articles 79 and 146 of the Company Law operate in practice. However, beyond that, this finding indicates that the effectiveness of minority protection depends heavily on the minority's willingness to exercise its rights through litigation. This means that protective provisions are not automatically effective without the active participation of minority shareholders. This highlights the interdependence between legal design and the capacity of legal subjects to utilize it [23], [24].

The case of PT Gusung Duta Tamisa provides a concrete illustration of this power vacuum. The board of directors failed to perform its management duties, ignored calls for a general meeting of shareholders, and left Indonesia, leaving the company without a body authorized to make strategic decisions. Under these circumstances, minority shareholders filed a petition with the Mataram District Court to obtain permission to hold an Extraordinary General Meeting of Shareholders (EGMS) with the agenda of dissolving the company. The court granted the petition through Decision No. 21/Pdt.P/2022/PNMtr, which legally reopened the company's decision-making process that had previously been halted.

The court's ruling indicates that the authority of minority shareholders is of a substitute and procedural nature. The court does not transfer management functions to the minority shareholders, but rather provides legal legitimacy so that the Extraordinary General Meeting of Shareholders (EGMS) mechanism can still be held even if the Board of

Directors fails to fulfill its obligations. This is consistent with Article 79(2) and (6) of the Company Law, which provide shareholders with the right to request the convening of a General Meeting of Shareholders and, if such a request is ignored, to seek a court order. Thus, the authority of minority shareholders in this context is limited to restoring the company's legal mechanisms, not to taking over executive functions. [27], [28].

At an extraordinary general meeting of shareholders convened pursuant to a court order, minority shareholders have the authority to make strategic decisions, including the decision to dissolve the company as referred to in Article 142(1)(a) of the Limited Liability Companies Act. However, such authority must still be understood within the limits of the authority of the general meeting of shareholders as a corporate body [19], [29]. The legal authority to manage and represent the company remains with the Board of Directors, as provided for in Article 92(1) of the Limited Liability Companies Act; therefore, minority shareholders do not have the authority to conduct the day-to-day management of the company.

Once the decision to dissolve the company has been made, the next step is the winding-up or liquidation of the company. The Company Law provides that a liquidator may be appointed by the General Meeting of Shareholders, by the Board of Directors if the General Meeting of Shareholders fails to appoint one, or by the court if the dissolution is carried out by court order. Under normal circumstances, the Board of Directors automatically acts as the liquidator. However, when the Board of Directors absconds and fails to fulfill its obligations, this automatic mechanism cannot be applied, so a valid Extraordinary General Meeting of Shareholders (EGMS) becomes the authorized forum to appoint a liquidator [29], [30]. In corporate practice, shareholders, including minority shareholders, may propose candidates for liquidator at the EGMS and approve their appointment through a meeting resolution. However, the minority's position in voting remains dependent on the shareholding composition. In the case of PT Gusung Duta Tamisa, the deadlock and the de facto absence of the Board of Directors effectively strengthened the minority's position as an active party, allowing the proposal for dissolution and the appointment of a liquidator to be formalized through an EGM convened pursuant to a court order.

As of the date of dissolution, all authority regarding the management and representation of the company has been transferred to the liquidator. The liquidator is responsible for settling the company's assets, including representing the company in legal dealings with third parties. The liquidator's duties include taking inventory of assets, settling debts, collecting receivables, and distributing the remaining assets to shareholders in proportion to their ownership stakes. Thus, the legal authority for liquidation rests entirely with the liquidator, not with minority shareholders [31]. The liquidation process itself is carried out through legally prescribed stages, ranging from the announcement of the dissolution to creditors, verification of claims, realization of assets, to the distribution of remaining assets. The liquidator also has administrative obligations, including reporting the results of the liquidation to the General Meeting of Shareholders and notifying the Minister of Law and Human Rights of the dissolution. Throughout all

these stages, the liquidator acts as the company's lawful legal representative. [32].

In the context of minority shareholders' rights, their role during the liquidation process is best understood as that of a party with oversight rights. Shareholders are entitled to receive information regarding the liquidation process, review the liquidator's report, and raise objections at the General Meeting of Shareholders that approves the liquidation report. These rights form part of a control mechanism designed to ensure that the liquidation is conducted fairly and in good faith [30], [33]. If the liquidator's report does not reflect a fair settlement or results in a loss to minority shareholders, the Company Law grants minority shareholders the right to file a lawsuit under Article 61 of the Company Law. Such a lawsuit may be filed if the actions of the company or its governing bodies are deemed unfair and detrimental to the shareholders [33]. Thus, minority rights during the liquidation phase are exercised through control mechanisms and legal actions, rather than through direct participation in the liquidation process.

The issue becomes more sensitive if the liquidator fails to act independently or sides with the majority shareholders. The literature on corporate law highlights the potential for abuse of authority in the appointment of a liquidator, which can affect asset valuation and the distribution of liquidation proceeds. In such circumstances, minority shareholders still have legal protections through civil litigation or objections to the liquidation report [22], [34], [35]. In the case of PT Gusung Duta Tamisa, the absence of the Board of Directors and the Board of Commissioners underscored the urgency of the role of minority shareholders in restoring the company's legal mechanisms. Through a petition to the court and the convening of an Extraordinary General Meeting of Shareholders (EGMS), the minority shareholders succeeded in pushing for the dissolution of the company and the appointment of a liquidator. However, after the liquidator was appointed, the minority shareholders returned to their position as shareholders overseeing the liquidation process. [25], [36].

The extent to which minority shareholders may act in the event that the Board of Directors absconds can be clearly defined: minority shareholders have the authority to initiate dissolution, push for the appointment of a liquidator, and monitor and file lawsuits in the event of irregularities in the liquidation process. Conversely, minority shareholders do not have the authority to directly perform the functions of managing or winding up the company [21], [27], [37].

Theoretically, the imposition of authority by minority shareholders during the management or liquidation phase can distort the structure of the company's governing bodies. The principle of separation of corporate organs under the Company Law requires a clear demarcation between the powers of the General Meeting of Shareholders, the Board of Directors, and the liquidator. When a minority enters the management sphere without legitimacy as a corporate organ, there is a violation of the limits of attributive and substitutive authority as designed by law. Such a violation not only implies the invalidity of legal actions but also creates legal uncertainty for creditors and third parties.

Legal risks that may arise include the invalidity or non-binding nature of agreements entered into without authority,

claims for damages based on tortious acts, and the possibility of recourse claims from the corporation if such actions result in financial losses. From a corporate governance perspective, actions by the minority that exceed their authority can actually worsen a deadlock and prolong internal conflicts within the company. Therefore, minority authority must be understood as a protective and remedial instrument, not as a transformative authority that turns the minority into a governing body.

Thus, this analysis confirms that the limits on authority are an essential element in maintaining legal certainty and the stability of a corporation's organizational structure. The Company Law provides minority shareholders with avenues to seek legal remedies through the courts and extraordinary general meetings of shareholders, but explicitly restricts them from exercising executive and management functions. These limitations are, in fact, a form of systemic protection designed to prevent conflicts of authority and potential personal legal liability that could harm the minority shareholders themselves.

From a legal liability perspective, negligence in the conduct of liquidation may result in legal consequences for the liquidator and other corporate bodies. In fact, under certain circumstances, the corporation may still be considered to exist as a legal entity if the liquidation is not properly completed. This underscores the importance of shareholder oversight—including that of minority shareholders—in ensuring that the liquidation proceeds in accordance with the law.

Although the Company Law has, in theory, granted minority shareholders various protective rights, in practice these rights often face a formidable barrier of majority dominance and information opacity. Legal actions through the courts, such as the successful case involving PT Gusung Duta Tamisa, serve as an important lesson. This demonstrates that there are concrete avenues for optimizing minority rights when corporate bodies fail to resolve issues internally. [32], [38], [39]. A synthesis of normative analysis and empirical practice confirms that the authority of minority shareholders in the corporate liquidation process is limited, specifically to the initiation stage and oversight functions. This demarcation of authority is essential for maintaining the proper structure of the company's governing bodies and preventing potential conflicts of interest. Nevertheless, the realization of such legal protection ultimately depends heavily on the courage and consistency of minority shareholders in actively exercising their rights.

Theoretically, this study demonstrates that the legal protection of minority shareholders under the Company Law is not merely declaratory but operational through court mechanisms and extraordinary general meetings of shareholders. In practice, these findings imply that minority shareholders must carefully understand the limits of their authority to avoid the risk of legal liability arising from an abuse of authority. Thus, the discourse on minority authority is not merely about rights, but also about limits and responsibilities within the corporate legal framework. [40], [41], [42].

IV. CONCLUSIONS

The legal authority of minority shareholders in the event of a power vacuum on the part of the Board of Directors is exercised through a procedural substitution mechanism, namely by filing a petition for a court order to obtain the legal authority to convene an Extraordinary General Meeting of Shareholders. Through this mechanism, the minority obtains a legal basis to lawfully decide on the dissolution of the company without violating the principle of separation of corporate bodies, so that its authority is of an initiative and procedural nature, not an executive one. During the liquidation phase, the authority to manage and represent the company is fully transferred to the liquidator, as provided for in Articles 142–152 of the Company Law. Therefore, the role of minority shareholders is strictly limited to a supervisory function to ensure the accountability of the liquidation process, without assuming management functions or directly participating in liquidation activities. This demarcation of authority reaffirms that legal protection for minorities is remedial and protective in nature, while also maintaining legal certainty and the orderly structure of the company's governing bodies.

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