



doi DOI: 10.46924/jihk.v8i1.452

## The Annulment of a General Meeting of Shareholders (GMS) Deed on Procedural Grounds: Who Protects the Board of Directors and Board of Commissioners?

Dinada Rindu Asmara Dailapasa<sup>1\*</sup>, Agung Iriantoro<sup>2</sup>, & Luh Rina Apriani<sup>3</sup>

<sup>1,2,3</sup>Universitas Pancasila Jakarta, Indonesia

### Correspondence

Dinada Rindu Asmara Dailapasa, Universitas Pancasila Jakarta, Indonesia, Jl. Lenteng Agung Raya No.56, RT.1/RW.3, Srengseng Sawah, Kec. Jagakarsa, Kota Jakarta Selatan, Daerah Khusus Ibukota Jakarta 12630, e-mail:

### How to cite

Dailapasa, Dinada Rindu Asmara., Iriantoro, Agung., & Apriani, Luh Rina. 2026. The Annulment of a General Meeting of Shareholders (GMS) Deed on Procedural Grounds: Who Protects the Board of Directors and Board of Commissioners? *Jurnal Ilmu Hukum Kyadiren* 8(1), 86-97.  
<https://doi.org/10.46924/jihk.v8i1.452>

*Original Article*

### Abstract

The dismissal of directors and commissioners through a procedurally defective General Meeting of Shareholders (GMS) generates legal uncertainty and creates opportunities for the abuse of authority within limited liability companies. This study aims to examine the legal consequences arising from the annulment of GMS minutes that are procedurally flawed and to analyze the effectiveness of legal protection afforded to corporate organs. The research employs a normative juridical method, utilizing a statutory approach and a case study of Decision Number 214/Pdt.G/2021/PN.Jkt.Utr. The findings indicate that a procedurally defective GMS deed is deemed null and void and, therefore, lacks binding legal force, resulting in the restoration of the positions of the directors and commissioners. In conclusion, legal protection has been relatively effective through civil and corporate law mechanisms; however, enhanced oversight and stricter procedural compliance remain necessary.

**Keywords:** *Procedural Defects, Legal Protection, Directors And Commissioners, Annulment of Deed*

### Abstrak

Pemberhentian direksi dan komisaris melalui RUPS yang mengandung cacat prosedur menimbulkan ketidakpastian hukum dan potensi penyalahgunaan kewenangan dalam perseroan terbatas. Penelitian ini bertujuan untuk mengkaji akibat hukum pembatalan akta berita acara RUPS yang cacat prosedur serta menganalisis efektivitas perlindungan hukum terhadap organ perseroan. Metode penelitian yang digunakan adalah yuridis normatif dengan pendekatan perundang-undangan dan studi kasus terhadap Putusan Nomor 214/Pdt.G/2021/PN.Jkt.Utr. Hasil penelitian menunjukkan bahwa akta RUPS yang cacat prosedur dinyatakan batal demi hukum dan tidak memiliki kekuatan mengikat, serta kedudukan direksi dan komisaris dipulihkan. Kesimpulannya, perlindungan hukum telah berjalan efektif melalui mekanisme perdata dan hukum perseroan, meskipun masih diperlukan penguatan pengawasan dan kepatuhan prosedural.

**Kata kunci:** *Cacat Prosedur, Perlindungan Hukum, Direksi Dan Komisaris, Pembatalan Akta*

## 1. INTRODUCTION

Indonesia's increasingly dynamic economic development has intensified legal activities involving both natural persons and legal entities. Among the various forms of legal entities, the limited liability company has emerged as the most dominant in modern economic practice, being legally recognized as a separate legal entity with rights and obligations distinct from those of its founders and managers. In conducting its business activities, a limited liability company functions not only as an economic actor but also as a legal subject that undertakes various legal acts, including strategic decision-making through the General Meeting of Shareholders (GMS).

As the highest organ within the corporate structure, the GMS possesses fundamental authority to determine the company's policy direction, including the appointment and dismissal of directors and commissioners, amendments to the articles of association, and the transfer of shares.<sup>1</sup> Accordingly, all resolutions adopted at a GMS must comply with the principles of legality, transparency, and accountability, and must be implemented in accordance with applicable statutory provisions, particularly the Company Law. To ensure legal certainty, such resolutions must be documented in written form with full evidentiary value, namely through an authentic deed executed by a notary as a public official.

The role of the notary is therefore pivotal, as it serves to uphold legal certainty, order, and protection through the issuance of authentic deeds.<sup>2</sup> Notarial deeds, including the Deed of Minutes of a GMS, possess strong evidentiary force and are presumed valid unless proven otherwise. Consequently, notaries are required to exercise their authority in a professional, independent, and prudent manner, as mandated by the Notary Law. In this context, the notary's function extends beyond administrative formalities to a preventive role, ensuring that deeds are both formally and materially valid in order to minimize the risk of legal disputes.

In practice, however, GMS proceedings do not always comply with applicable legal procedures. Irregularities such as the absence of a valid notice, failure to meet quorum requirements, or improper documentation of meeting minutes frequently occur. Such deficiencies may give rise to legal defects in the resulting deed, potentially leading to the annulment of GMS resolutions. Procedural defects not only affect the validity of the deed but may also result in significant losses for affected parties, particularly directors and commissioners who are dismissed based on invalid resolutions.

---

<sup>1</sup> Habib Adjie, *Majelis Pengawas Notaris*, 2nd ed. (Refika Aditama, 2015), <https://refika.co.id/60-majelis-pengawas-notaris.html>; Habib Adjie and Aep Gunarsa, *Hukum Notaris Indonesia: Tafsir Tematik Terhadap UU No. 30 Tahun 2004 Tentang Jabatan Notaris*, 5th ed. (Refika Aditama, 2018).

<sup>2</sup> Samsaimun Samsaimun, *Peraturan Jabatan PPAT*, 1st ed. (Pustaka Reka Cipta, 2018).

This issue becomes more complex when a procedurally defective GMS deed is nevertheless submitted and obtains administrative approval from the competent authority, thereby creating a dichotomy between administrative recognition and legal validity. In such circumstances, disputes are often resolved through litigation, which may ultimately result in a judicial declaration that the deed is null and void. Such judicial determinations affect not only the evidentiary status of the deed but also the legal standing of corporate organs impacted by the contested resolutions.

A pertinent example is reflected in Decision Number 214/Pdt.G/2021/PN.Jkt.Utr, in which the deeds of an Extraordinary General Meeting of Shareholders (EGMS) were declared invalid due to non-compliance with statutory procedures. The court found that the absence of valid notices, attendance records, and properly documented minutes rendered the resolutions legally defective and unlawful. This case underscores the critical importance of procedural compliance in determining the validity of notarial deeds.

The annulment of a procedurally defective GMS deed raises fundamental legal questions concerning its consequences, both for the deed itself and for the parties involved. It also highlights the issue of legal protection for directors and commissioners dismissed on the basis of invalid GMS resolutions. Within a rule-of-law framework, the principle of legal protection necessitates safeguards for the rights of individuals and legal entities against actions that contravene the law.

Previous studies on the role and responsibilities of notaries in the preparation of authentic deeds, particularly the Deed of Minutes of GMS, have been widely conducted from various legal perspectives. In general, such studies position notaries as public officials vested with strategic authority to ensure legal certainty through authentic deeds endowed with full evidentiary force.

Research by Sarah confirms that notaries, in performing their duties, are required to adhere to the principle of prudence as mandated by the Notary Law (UUJN). Violations of this principle, such as incorporating false information into the Deed of Minutes of a General Meeting of Shareholders (GMS), may give rise to criminal liability. This finding indicates that the validity of a notarial deed is determined not only by its formal compliance but also by the integrity and professionalism of the notary as the drafting authority.<sup>3</sup>

Furthermore, Inma examines the implications of the annulment of GMS minutes in the context of share grants. The study finds that notaries are not directly responsible for the substantive content of a deed that is subsequently annulled, provided that they have acted in accordance with applicable legal procedures. Nevertheless, notaries remain subject to administrative obligations to adjust the deed in accordance with the

---

<sup>3</sup> Sarah Sarah, "Akibat Hukum Bagi Notaris Dan Akta Yang Dibuatnya Terkait Adanya Keterangan Palsu Dalam Akta Berita Acara Rapat Umum Pemegang Saham Yang Berkaitan Dengan Pengalihan Saham Perseroan" (Universitas Sumatera Utara, 2019), <http://repositori.usu.ac.id/handle/123456789/27087>.

legal consequences of a court decision. This underscores the distinction between formal and material aspects of notarial responsibility.<sup>4</sup>

Saphira analyzes the role of notaries in share purchase and sale transactions, emphasizing that notarial responsibility is limited to the legal formalization of the deed, while any breach of contract by the parties falls outside the notary's liability. However, inaccuracies in drafting contractual clauses may still result in administrative legal consequences for the notary.<sup>5</sup>

Meanwhile, Malela et al. demonstrate that a GMS deed declared null and void by a court undergoes a degradation of evidentiary status, shifting from an authentic deed to a private deed. The study further establishes that notaries may incur civil, criminal, and administrative liability if they are proven to have committed violations in the drafting process.<sup>6</sup> Fauzan et al. support this conclusion by asserting that a notary's failure to fulfill formal and material requirements may result in the loss of the deed's authenticity. Consequently, a legally defective GMS deed no longer possesses full evidentiary force and may cause losses to the parties, thereby giving rise to civil liability under Article 1365 of the Civil Code.<sup>7</sup>

In addition, Hanako et al. highlight the importance of notarial neutrality in drafting both party deeds and GMS deeds. A failure to maintain neutrality or to accurately reflect the intentions of the parties may constitute an unlawful act. This finding illustrates that the notary's role extends beyond administrative functions to include a substantive responsibility to ensure a fair balance of interests among the parties.<sup>8</sup>

Megawati further emphasizes that a GMS deed originating from an unlawful act loses its status as an authentic deed. In such cases, notarial liability depends on the presence of negligence or violations of the UUJN, including failures in identity verification, party attendance, and compliance with the deed reading procedure.<sup>9</sup> Finally, Salma examines judicial considerations in qualifying notarial conduct as an unlawful act in the drafting of GMS deeds. The study concludes that notaries may be

---

<sup>4</sup> Clara Venesia Inma, "Implikasi Pembatalan Akta Berita Acara Rapat Umum Pemegang Saham Tentang Hibah Saham," *Jurnal Officium Notarium* 1, no. 2 (2021): 241–47, <https://doi.org/10.20885/JON.vol1.iss2.art4>.

<sup>5</sup> Riva Mahfuzhah Saphira, "Implikasi Hukum Pembatalan Akta Jual Beli Saham Akibat Pembeli Cidera Janji: Analisis Kasus Pada Putusan No. 105/ Pdt.G/2021/Pn Jkt.Sel," *Indonesian Notary* 7, no. 2 (2025): 246–66, <https://doi.org/10.21143/notary.vol7.no2.246>.

<sup>6</sup> Gita Regina Malela et al., "Akta Berita Acara Rapat Yang Tidak Sesuai Tata Cara Rapat Umum Pemegang Saham: Studi Putusan Mahkamah Agung Nomor 773 PK/Pdt/2019," *Jurnal Media Akademik* 2, no. 4 (2024), <https://doi.org/10.62281/v2i4.267>.

<sup>7</sup> Muhammad Iqbal Fauzan et al., "Keabsahan Berita Acara Rapat Umum Pemegang Saham Yang Dibuat Oleh Notaris Dalam Kaitannya Dengan Pewarisan Saham Perseroan Terbatas," *Acta Diurnal: Jurnal Ilmu Hukum Kenotariatan* 3, no. 2 (2020): 305–20.

<sup>8</sup> Gusnia Hanako et al., "Perbuatan Melawan Hukum Notaris Terhadap Akta Partij Rapat Umum Pemegang Saham (RUPS) Dan Akta Partij Putusan Sirkuler Pemegang Saham Perseroan Terbatas: Studi Putusan Nomor 46/PDT.G/2023/PN CBI Jo. 236/Pdt.G/2019/PN.Bdg Jo. 141/Pdt.G/2018/PN Blb," *Jurnal Hukum Lex Generalis* 6, no. 4 (2025): 1–24, <https://doi.org/10.56370/jhlg.v6i4.1434>.

<sup>9</sup> Megawati Megawati, "Tanggungjawab Notaris Terhadap Akta Autentik Terkait Rapat Umum Pemegang Saham Yang Dinyatakan Batal Demi Hukum Oleh Pengadilan Karena Perbuatan Melawan Hukum," *Jurnal Cendekia Ilmiah* 4, no. 6 (2025): 2045–60, <https://doi.org/10.56799/jceki.v4i6.11495>.

held liable when their actions result in actual harm to other parties, including obligations for compensation and restoration to the original condition (*restitutio in integrum*).<sup>10</sup>

Previous studies have predominantly focused on notarial responsibility and the general validity of GMS deeds; however, they have not specifically addressed the legal consequences of the annulment of procedurally defective GMS deeds in relation to the legal protection of directors and commissioners. This study offers a novel contribution by providing a comprehensive analysis of Decision Number 214/Pdt.G/2021/PN.Jkt.Utr to elucidate both the legal implications and the scope of legal protection afforded to corporate organs.

This study aims to systematically and comprehensively analyze the legal implications of the annulment of procedurally defective Deeds of Minutes of General Meetings of Shareholders (GMS) within the practice of limited liability company law in Indonesia. Specifically, the objectives of this study are:

- 1) to examine and analyze the legal consequences of the annulment of a procedurally defective GMS deed based on Decision Number 214/Pdt.G/2021/PN.Jkt.Utr, including its impact on the legal status of the deed and the validity of corporate resolutions; and
- 2) to analyze the forms and effectiveness of legal protection available to directors and commissioners dismissed on the basis of such defective GMS deeds, from the perspectives of civil law, company law, and the principles of legal protection within a rule-of-law framework.

## 2. RESEARCH METHODOLOGY

This study employs a normative legal research method focusing on the examination of legal norms governing the validity of the Deed of Minutes of a General Meeting of Shareholders (GMS), the legal consequences of its annulment, and the legal protection afforded to corporate organs. The approach emphasizes the analysis of statutory regulations, legal principles, and judicial decisions. The methodologies applied include a statutory approach, through the examination of the Notary Law, the Limited Liability Company Law, and the Civil Code; a case approach, through an analysis of Decision Number 214/Pdt.G/2021/PN.Jkt.Utr; and a conceptual approach, aimed at exploring the doctrines of legal certainty, legal protection, notarial liability, and the validity of authentic deeds.

The legal materials utilized consist of primary legal sources, including statutes and court decisions; secondary legal sources, such as books, academic journals, and scholarly opinions; and tertiary legal sources, including legal dictionaries and encyclopedias.

---

<sup>10</sup> Ta'tiana Salma, "Perbuatan Melawan Hukum Oleh Notaris Dalam Pembuatan Akta Rapat Umum Pemegang Saham Perseroan Terbatas: Studi Putusan Nomor 10/Pdt.G.S/2023/Pn.Pdg," "182–191," *Jurnal Penelitian Serambi Hukum* 19, no. 1 (2025), <https://doi.org/10.59582/sh.v19i01.1418>.

These materials were collected through a comprehensive literature review involving the identification and examination of relevant legal sources. The analysis was conducted qualitatively using a normative and descriptive-analytical method, systematically interpreting and elucidating applicable legal norms. Conclusions were drawn through a deductive reasoning process, moving from general legal principles to specific legal issues. This methodological framework is expected to provide a comprehensive analysis and contribute to the development of notarial and corporate law.

### **3. RESEARCH RESULT AND DISCUSSION**

#### **3.1. Legal Consequences of the Annulment of the Deed of Minutes of the General Meeting of Shareholders (GMS) Due to Procedural Defects**

This study aims to examine and analyze the legal consequences arising from the annulment of the Deed of Minutes of a General Meeting of Shareholders (GMS) containing procedural defects, with particular reference to Decision Number 214/Pdt.G/2021/PN.Jkt.Utr. It further seeks to identify changes in the legal status of the deed and to assess their implications for the validity of corporate resolutions. In addition, this study provides a comprehensive analysis of how courts evaluate the procedural validity of a GMS as the basis for the legitimacy of notarial deeds, as well as the legal consequences that arise from procedural non-compliance.

Procedural defects in the conduct of a GMS—particularly those related to the proper summoning of shareholders and the attendance of relevant parties—constitute primary factors leading to the loss of legal force of the GMS minutes. In the case under review, the panel of judges explicitly held that the absence of a valid notice to all shareholders, as required under Articles 81 and 82 of the Limited Liability Company Law, rendered the Extraordinary General Meeting of Shareholders (EGMS) invalid. Consequently, all legal acts arising from the meeting, including the notarial deed of amendment, were declared null and void.

The annulment of the GMS minutes has significant implications for the legal status of the deed. A deed that initially possesses the status of an authentic instrument with full evidentiary value becomes legally ineffective. This is consistent with the principle that the authenticity of a deed is determined not only by its formal requirements but also by the validity of the underlying legal event upon which it is based. In this context, the notarial deed loses its legal legitimacy due to its foundation in a procedurally invalid GMS.

Moreover, the annulment directly affects the validity of corporate decisions. All resolutions adopted in a procedurally defective GMS are deemed null and void and, therefore, produce no legal effect. In the *a quo* case, amendments concerning the composition of the board of directors, the board of commissioners, and share ownership, as reflected in the 2020 deeds, were declared invalid and non-binding. As a

result, the company's legal status was restored to its prior condition (*status quo ante*), based on the last valid deed, namely Deed Number 23 of 2018.

The court emphasized the principle of shareholder protection as a central consideration in assessing the validity of the GMS. The failure to properly summon shareholders was regarded as a serious violation of their fundamental rights, thereby undermining the legitimacy of the entire corporate decision-making process. This reflects the application of good corporate governance principles, particularly transparency and fairness, within Indonesian judicial practice.

From the perspective of legal liability, the annulment of the deed affects not only the parties within the company but also the notary as the public official responsible for drafting the deed. In this case, the notary was deemed to have committed an unlawful act by failing to verify the procedural validity of the GMS and by refusing to provide copies of the deed to interested parties. This finding underscores that notarial responsibility extends beyond formal administrative functions to include a duty of prudence in ensuring the material validity of the legal events recorded in the deed.

These findings are consistent with scholarly opinions asserting that procedural irregularities in GMS proceedings constitute a primary ground for the annulment of corporate resolutions. Prior studies have also demonstrated that non-compliance with statutory requirements concerning the summoning of a GMS may render the resulting resolutions invalid.<sup>11</sup> However, this study contributes further by elaborating on the implications of such annulment for the legal status of notarial deeds and the corresponding responsibilities of relevant parties, including notaries and administrative authorities.

In addition, this study expands the analysis of the role of the Ministry of Law and Human Rights, particularly the Directorate General of General Legal Administration (AHU), in the context of the annulment of corporate deeds. Although the Ministry primarily performs an administrative function, judicial decisions confirm that registrations based on invalid deeds likewise lose their legal effect. Accordingly, the Ministry is required to update corporate records in accordance with court rulings, thereby illustrating the close interrelationship between administrative processes and substantive legal validity within the Indonesian corporate law system.

The annulment of a GMS deed has far-reaching implications for legal stability and business certainty. Changes in management and share ownership implemented without adherence to proper procedures may give rise to internal conflicts and erode the trust of third parties in the company.<sup>12</sup> Accordingly, strict compliance with statutory

---

<sup>11</sup> Malela et al., "Akta Berita Acara Rapat Yang Tidak Sesuai Tata Cara Rapat Umum Pemegang Saham: Studi Putusan Mahkamah Agung Nomor 773 PK/Pdt/2019."

<sup>12</sup> Azizah Azizah, *Hukum Perseroan Terbatas* (Intimedia, 2015); Ahmad Yani and Gunawan Widjaya, *Seri Hukum Bisnis Perseroan Terbatas* (Sinar Grafika, 2003).

procedures in convening a GMS is essential to preserving corporate integrity and ensuring business sustainability.

This study demonstrates that the procedural validity of a GMS constitutes the primary foundation for the legitimacy of both notarial deeds and corporate resolutions. The annulment of a procedurally defective GMS deed not only extinguishes the legal force of the deed but also nullifies all legal consequences arising therefrom. Consequently, any violation of GMS procedures must be regarded as a serious legal breach with potentially extensive implications for all parties involved.

Judicial practice consistently reflects the application of the rule of law in assessing the validity of corporate actions. The decision under review establishes an important precedent in Indonesian corporate law by affirming that procedural requirements are not merely administrative formalities but essential elements for the validity of legal acts. Therefore, shareholders, directors, commissioners, and notaries must ensure that every GMS is conducted in strict compliance with applicable legal provisions to mitigate the risk of annulment and its attendant legal consequences.

The annulment of a procedurally defective GMS deed gives rise to several legal consequences, including the loss of the deed's binding legal force, the invalidation of corporate resolutions, the restoration of the prior legal status (*status quo ante*), and the imposition of legal liability upon the parties concerned. These findings underscore the importance of adherence to corporate law principles and highlight the critical role of notaries in safeguarding the validity of every deed they execute.

### **3.2. Forms and Effectiveness of Legal Protection for Directors and Commissioners Dismissed on the Basis of a Procedurally Defective Deed of the General Meeting of Shareholders (GMS)**

This study aims to analyze the forms and effectiveness of legal protection afforded to directors and commissioners dismissed on the basis of a procedurally defective Deed of the General Meeting of Shareholders (GMS), with reference to Decision Number 214/Pdt.G/2021/PN.Jkt.Utr. The analysis is conducted from the perspectives of civil law, limited liability company law, and the principles of legal protection within a rule-of-law framework, in order to assess the extent to which existing legal instruments ensure justice and legal certainty for affected corporate organs.

Legal protection for directors and commissioners in the *a quo* case is provided through several principal mechanisms: the annulment of the procedurally defective GMS deed, the restoration of legal standing (*restitutio in integrum*), the recognition of an unlawful act, and the implementation of administrative measures, including the blocking and correction of company data within the General Legal Administration (AHU) system. In this case, the court unequivocally held that the dismissal of directors and commissioners without proper notice and the presence of relevant parties

constitutes a violation of the mandatory provisions of the Company Law and, therefore, lacks binding legal force.

The primary form of protection is repressive legal protection through judicial intervention, namely a court decision annulling all deeds forming the basis for changes in the company's management structure. Such annulment affects not only the notarial deed as a formal instrument but also all legal consequences arising therefrom, including the dismissal of directors and commissioners. Accordingly, the legal status of the plaintiffs as directors and commissioners is restored to the status quo ante, based on the previously valid deed.

Legal protection is further reinforced through the recognition of an unlawful act (*perbuatan melawan hukum*). The elements of such an act, as stipulated in Article 1365 of the Civil Code, are deemed to have been satisfied, including the existence of an unlawful act (the improper conduct of the GMS), actual harm (loss of position and reputation), and a causal relationship between the act and the harm incurred. This recognition provides the affected directors and commissioners with a legitimate legal basis to seek the restoration of their rights.

The dismissal of directors and commissioners must be carried out through a valid GMS mechanism in accordance with the Company Law. Provisions concerning the summoning of shareholders, quorum requirements, and voting procedures are mandatory and non-derogable. In the present case, non-compliance with the summons requirement constituted the primary ground for declaring the GMS resolution invalid. This finding indicates that, although legal protection for corporate organs is normatively guaranteed under the Company Law, its effectiveness depends significantly on compliance with procedural requirements by the parties involved.

An additional form of protection is reflected in the court's order to block company data within the AHU system. This administrative measure is intended to prevent further harm arising from unauthorized actions, such as strategic decision-making or transactions conducted on behalf of the company by illegitimate parties. Such measures demonstrate that the legal system operates not only to resolve disputes but also to prevent further legal and economic harm.

These findings reinforce the view that legal protection for directors and commissioners in cases of unlawful dismissal is generally realized through the annulment of GMS resolutions and reinstatement to their prior positions. However, this study offers a broader contribution by demonstrating that such protection also encompasses administrative measures and extends to the accountability of notaries as public officials. While previous studies tend to conceptualize the role of notaries as

primarily formal in nature<sup>13</sup>, the present case illustrates that notaries may also be held accountable for failing to properly discharge their professional obligations.

The effectiveness of legal protection is significantly influenced by the judiciary's willingness to consistently uphold legal principles.<sup>14</sup> The decision under review reflects the application of the rule-of-law principle (*rechtsstaat*), whereby all actions must be grounded in law and all violations must be subject to appropriate sanctions. In this context, the court functions not merely as a dispute resolution body but also as a guardian of the rule of law and a protector of individual rights, including those of directors and commissioners as corporate organs.

However, the effectiveness of such legal protection remains subject to certain limitations, particularly with respect to the evidentiary burden in proving damages. In the present case, the claim for non-material damages was not fully granted due to the plaintiff's inability to substantiate the extent of the alleged harm. This indicates that, although legal protection is normatively available, its practical realization depends largely on the injured party's capacity to demonstrate actual losses.

Legal protection for directors and commissioners forms part of the broader framework of human rights protection within private legal relationships. The positions of directors and commissioners entail not only functional roles within the company but also individual rights that must be safeguarded against arbitrary actions. Accordingly, any dismissal carried out in violation of procedural requirements must be regarded as contrary to the principles of justice and legal certainty.

The findings of this study demonstrate that Decision Number 214/Pdt.G/2021/PN.Jkt.Utr constitutes a comprehensive and effective form of legal protection for directors and commissioners who have been unlawfully dismissed. Such protection encompasses the annulment of the deed, the restoration of legal standing, the recognition of an unlawful act, and the implementation of administrative measures aimed at preventing further harm. Moreover, the decision conveys a strong normative message that all corporate actions must be conducted in strict compliance with applicable legal procedures.

Legal protection for directors and commissioners dismissed on the basis of a procedurally defective GMS deed has been effectively implemented in this case, notwithstanding certain limitations in evidentiary matters. These findings underscore the importance of procedural compliance in the conduct of GMSs and highlight the

---

<sup>13</sup> Hanako et al., "Perbuatan Melawan Hukum Notaris Terhadap Akta Partij Rapat Umum Pemegang Saham (RUPS) Dan Akta Partij Putusan Sirkuler Pemegang Saham Perseroan Terbatas: Studi Putusan Nomor 46/PDT.G/2023/PN CBI Jo. 236/Pdt.G/2019/PN.Bdg Jo. 141/Pdt.G/2018/PN Blb"; Malela et al., "Akta Berita Acara Rapat Yang Tidak Sesuai Tata Cara Rapat Umum Pemegang Saham: Studi Putusan Mahkamah Agung Nomor 773 PK/Pdt/2019"; Megawati, "Tanggungjawab Notaris Terhadap Akta Autentik Terkait Rapat Umum Pemegang Saham Yang Dinyatakan Batal Demi Hukum Oleh Pengadilan Karena Perbuatan Melawan Hukum."

<sup>14</sup> Erik Claes et al., eds., *Facing the Limits of the Law* (Springer, 2009); Chairul Huda, *Dari Tiada Pidana Tanpa Kesalahan Menuju Kepada Tiada Pertanggungjawaban Pidana Tanpa Kesalahan* (Kencana, 2015).

critical role of the judiciary in upholding the principles of justice and legal certainty. Accordingly, this study contributes to the development of corporate law in Indonesia, particularly in strengthening the protection of corporate organs against unlawful and arbitrary actions.

#### 4. CONCLUSION

This study aims to examine the legal consequences arising from the annulment of procedurally defective minutes of a General Meeting of Shareholders (GMS) and to analyze the form and effectiveness of legal protection afforded to directors and commissioners who are unlawfully dismissed, as reflected in Decision Number 214/Pdt.G/2021/PN.Jkt.Utr. The findings indicate that a GMS deed that fails to satisfy formal requirements—particularly with respect to notice, attendance, and quorum—is null and void, thereby rendering all corporate resolutions derived from such a deed legally non-binding. The annulment further results in the restoration of the legal standing of directors and commissioners to their original condition (*status quo ante*).

The results confirm that legal protection for corporate organs has been effectively realized through civil law mechanisms (unlawful act claims), the application of limited liability company law (UUPT provisions), and the principle of the rule of law, which ensures justice and legal certainty. This study contributes both theoretically and practically to the strengthening of corporate governance and the protection of corporate organs.

However, this study is limited by its reliance on a single judicial decision and, therefore, does not fully capture the breadth of judicial practice. Accordingly, it is recommended that greater oversight be exercised in the conduct of GMS procedures and in the performance of notarial duties. Future research should adopt comparative and multi-case approaches to enhance the depth of analysis and the generalizability of findings.

#### REFERENCES

##### Journals

- Fauzan, Muhammad Iqbal, Isis Ikhwanasyah, and Nanda A. Lubis. “Keabsahan Berita Acara Rapat Umum Pemegang Saham Yang Dibuat Oleh Notaris Dalam Kaitannya Dengan Pewarisan Saham Perseroan Terbatas.” *Acta Diurnal: Jurnal Ilmu Hukum Kenotariatan* 3, no. 2 (2020): 305–20.
- Hanako, Gusnia, Hasim Purba, and Mahmud Siregar. “Perbuatan Melawan Hukum Notaris Terhadap Akta Partij Rapat Umum Pemegang Saham (RUPS) Dan Akta Partij Putusan Sirkuler Pemegang Saham Perseroan Terbatas: Studi Putusan Nomor 46/PDT.G/2023/PN CBI Jo. 236/Pdt.G/2019/PN.Bdg Jo. 141/Pdt.G/2018/PN Blb.” *Jurnal Hukum Lex Generalis* 6, no. 4 (2025): 1–24. <https://doi.org/10.56370/jhlg.v6i4.1434>.

- Inma, Clara Venesia. “Implikasi Pembatalan Akta Berita Acara Rapat Umum Pemegang Saham Tentang Hibah Saham.” *Jurnal Officium Notarium* 1, no. 2 (2021): 241–47. <https://doi.org/10.20885/JON.vol1.iss2.art4>.
- Malela, Gita Regina, Hasim Purba, Rudi Haposan Siahaan, and Suprayitno Suprayitno. “Akta Berita Acara Rapat Yang Tidak Sesuai Tata Cara Rapat Umum Pemegang Saham: Studi Putusan Mahkamah Agung Nomor 773 PK/Pdt/2019.” *Jurnal Media Akademik* 2, no. 4 (2024). <https://doi.org/10.62281/v2i4.267>.
- Megawati, Megawati. “Tanggungjawab Notaris Terhadap Akta Autentik Terkait Rapat Umum Pemegang Saham Yang Dinyatakan Batal Demi Hukum Oleh Pengadilan Karena Perbuatan Melawan Hukum.” *Jurnal Cendekia Ilmiah* 4, no. 6 (2025): 2045–60. <https://doi.org/10.56799/jceki.v4i6.11495>.
- Salma, Ta'tiana. “Perbuatan Melawan Hukum Oleh Notaris Dalam Pembuatan Akta Rapat Umum Pemegang Saham Perseroan Terbatas: Studi Putusan Nomor 10/Pdt.G.S/2023/Pn.Pdg.” “182–191.” *Jurnal Penelitian Serambi Hukum* 19, no. 1 (2025). <https://doi.org/10.59582/sh.v19i01.1418>.
- Saphira, Riva Mahfuzhah. “Implikasi Hukum Pembatalan Akta Jual Beli Saham Akibat Pembeli Cidera Janji: Analisis Kasus Pada Putusan No. 105/ Pdt.G/2021/Pn Jkt.Sel.” *Indonesian Notary* 7, no. 2 (2025): 246–66. <https://doi.org/10.21143/notary.vol7.no2.246>.

## Thesis

- Sarah, Sarah. “Akibat Hukum Bagi Notaris Dan Akta Yang Dibuatnya Terkait Adanya Keterangan Palsu Dalam Akta Berita Acara Rapat Umum Pemegang Saham Yang Berkaitan Dengan Pengalihan Saham Perseroan.” Universitas Sumatera Utara, 2019. <http://repositori.usu.ac.id/handle/123456789/27087>.

## Books

- Azizah, Azizah. *Hukum Perseroan Terbatas*. Intimedia, 2015.
- Claes, Erik, Wouter Devroe, and Bert Keirsbilck, eds. *Facing the Limits of the Law*. Springer, 2009.
- Habib Adjie. *Majelis Pengawas Notaris*. 2nd ed. Refika Aditama, 2015. <https://refika.co.id/60-majelis-pengawas-notaris.html>.
- Habib Adjie and Aep Gunarsa. *Hukum Notaris Indonesia: Tafsir Tematik Terhadap UU No. 30 Tahun 2004 Tentang Jabatan Notaris*. 5th ed. Refika Aditama, 2018.
- Huda, Chairul. *Dari Tiada Pidana Tanpa Kesalahan Menuju Kepada Tiada Pertanggungjawaban Pidana Tanpa Kesalahan*. Kencana, 2015.
- Samsaimun Samsaimun. *Peraturan Jabatan PPAT*. 1st ed. Pustaka Reka Cipta, 2018.
- Yani, Ahmad, and Gunawan Widjaya. *Seri Hukum Bisnis Perseroan Terbatas*. Sinar Grafika, 2003.