

## IMPLEMENTATION OF LIMITED LIABILITY COMPANY DISSOLUTION REVIEWED FROM LAW NUMBER 40 OF 2007 (Case Study at PT Sumber Berkas Jaya Hidup Baru- Batam City) "

Ricco Fernando<sup>1\*</sup>, Benny Djaja<sup>2</sup>

Master of Notarial Affairs at Tarumanagara University, Jakarta, Indonesia

Email: [ricco2177221064@stu.untar.ac.id](mailto:ricco2177221064@stu.untar.ac.id)<sup>1\*</sup>, [bennyd@fh.untar.ac.id](mailto:bennyd@fh.untar.ac.id)<sup>2</sup>

### ABSTRACT

To anticipate the possibility of dissolving a PT, the legislators also include a number of provisions regarding conditions that must be met if a PT wants to be dissolved, must follow the dissolution procedure based on statutory provisions. The research method used is normative juridical, normative legal research which consists of a method based on the steps of discovering legal principles, legal systematics, and the level of legal synchronization that is being faced. The implementation of the dissolution of the Limited Liability Company is reviewed from Law Number 40 of 2007 concerning Limited Liability Companies. The dissolution of a Limited Liability Company requires stages according to the provisions of Law Number 40 of 2007 concerning Limited Liability Companies.

**Keywords:** Limited Liability Company; Dissolution; Law

### Introduction

In building a business, entrepreneurs need a place to be able to act to do legal acts and interact and the choice of business type depends on the needs and goals of the founders because any activity in the field of economic business, which is established by entrepreneurs aims to seek profit/profit. In the legal dictionary of legal entities, bodies or associations that are in legal traffic are recognized as legal subjects such as; companies; foundations; institutions; and so on (Muhtadin, n.d.). Law is a supporter of rights and obligations, just like a private human being. Rights and obligations are support for doing a business, so that the form of a legal entity has assets that are separate from the personal wealth of the management or founder, all obligations of the company can be fulfilled from the assets owned (Aprilia, 2020). Each company is an Artin legal entity, yes, a body that meets the requirements of the law as a legal subject, supports rights and obligations, can perform legal actions, and has certain goals. To achieve this goal, companies have their own assets, separate from personal assets or their management (Bahari, 2010).

A business form is an organization or business entity that becomes a place to move every type of business activity, called the legal form of the company, as a container to carry out business activities, a limited liability company is supported by organizational

devices and human labor that controls it. In building a business, entrepreneurs need a place to be able to act on legal actions and interact in running their business.

One of the legal business entities is the Limited Company (PT) regulated in Law Undang Republik Indonesia Number 40 of 2007 which is increasingly growing in Indonesia and becoming a pillar of Indonesia's economic development, Law on Republik Indonesia Number 40 of 2007 concerning Perseroan. The limitation that has been promulgated on August 16, 2007, several problems that have not been resolved therefore it is the development of the times that requires the Law on the Republic of Indonesia Number 1 of 1995 concerning Limited Enterprises must be updated.

Limited liability companies (PT) also have several weaknesses that must be known for entrepreneurs who want to establish a limited liability company, namely: The disadvantages of this limited liability company compared to other types of business entities are in the longer mechanism of establishment and ratification of legal entities (Hidayat, 2019). This is due to the many legal acts and complicated procedures that must be passed compared to establishing other forms of business. Moreover, the establishment, ratification of legal entities, to registration of limited liability companies requires costs that are classified as the most expensive compared to other types of business entities. In addition, the amount of authorized capital at the time of establishment and the amount of tax that must be paid to the State also make many new entrepreneurs sometimes choose other forms of business (Indrapradja, 2020).

Although limited liability companies have weaknesses, their establishment is increasing in Indonesia, including one of them in the city of Batam because the city of Batam is a strategic route and close to developed countries and is a city with a good economy, making it suitable for running a business. There are also many foreign nationals who try to invest in Batam by establishing limited liability companies to run various types of business fields.

By establishing a limited liability company, entrepreneurs can assure people who want to join the business that is run will grow and have legal protection. The purpose of a Limited Liability Company established is to run a company with a certain capital divided into shares, in which the shareholders participate in taking one or more shares and carry out legal actions made by the common name, with no responsibility alone for the company's approvals (with responsibility solely limited to the paid-up capital), the company must have a purpose and purpose as well as business activities which does not contradict the provisions of laws and regulations, public order and/or decency (Adhimastha et al., 2023).

Business activities in the form of Limited Liability Companies (PT) are developing very quickly, such as the merger and amalgamation of PT, takeover and separation of PT, then the dissolution and liquidation of PT. The increase in the establishment of a limited

liability company, the competitiveness and constraints faced by entrepreneurs also increase so that there will be many limited liability companies that cannot continue their business and end up with dissolution, to dissolution can not only be done individually but there are laws and regulations and processes that must be passed.

It is ideal if a Limited Liability Company that will and or has been established continues, as it is known that one of the characteristics of a company is that the activities carried out by the company run continuously without stopping, but in reality that often occurs between hopes or ideals with reality or different realities in the field, as well as for PT companies there is almost certainly not the slightest in the minds of the founder of PT that PT will be dissolved immediately after establishment.

To anticipate the possibility of dissolution of a PT, the framer of the law also includes a few provisions about the conditions that must be met if a PT wants to be dissolved, this is certainly one of the consequences that must be passed, in other words when a PT is established there are various requirements that must be met, as well as when a PT is to be dissolved, it must follow the dissolution procedure based on the provisions of the law.

Dissolution of a PT can be grouped into 2 (two) types, namely dissolution accompanied by liquidation and dissolution that is not accompanied by liquidation. To dissolve a limited liability company, a mutual agreement is required between the shareholders and appoints one as a Likudator to settle everything related to the limited liability company and the company cannot take legal action unless it is necessary for the settlement of dissolution.

The process of dissolving a limited liability company in Law on Republic Indonesia Number 40 of 2007 concerning Limited Liability Companies is regulated in Articles 142 to 152. Limited liability companies that will be dissolved no longer have income because their activities have ended but to dissolution requires expensive costs and implementation time that makes many entrepreneurs do not continue to disband completely, if entrepreneurs do not complete the dissolution then the limited liability company that has been established is still a legal entity and having responsibilities as long as the dissolution has not been carried out, and the lack of knowledge of entrepreneurs on how to disband the company is also one of the obstacles in its implementation.

With the increase in the establishment of limited liability companies, it is undeniable that many Limited Liability Companies will be dissolved as well as obstacles in implementation such as slowviolations that occur. Based on this description, the formulation of the problem in this study is How to Implement a Limited Liability Company in terms of Law Number40 of 2007 concerning Limited Liability Companies (Case Study at PT Sumber Berkat Jaya Hidup Baru-Batam City).

Based on the results of a search of various literature and previous research related to the title Implementation of the dissolution of the Terbata Company in terms of Law of the Republic of Indonesia Number 40 of 2007, several studies were found that had similarities with the title studied, but different in the focus of the problem with this study. The paper is used as a reference in this article research.

The first paper, by Researcher Farhan Abel Septian Rachmadani with the research title Court Determination as the Implementation of the Dissolution of the Company, which was published in the Journal of Socio Humanities Science Vol 6 Number 2 December 2022, the focus of the research is on the stages of dissolution of the company by the determination of the district court which focuses on Article 142 or (1) letter c of the Limited Liability Company Law whose absolute competence is the Court State, applications made by parties who have legal standing in the position of the company that want to be dissolved through a court determination, namely the prosecutor's office on the basis of the company's legal actions that result in violations of public interest or the existence of regulations that have been violated by the company. Interested parties and by the Company's own Organs. Dissolution through a court determination does not cause the status of the company's hukum body to be lost, but a liquidation process is required until the accountability of the result of the liquidation is accepted by the GMS or court.

The second research by Niken Oetari Probawat, Abunawas, and Resi Pranata entitled Juridical Analysis of Legal Rules for Limited Liability Company Dissolution and Bankruptcy, published in Justitia Journal, Journal of Law, and Humanities Vol 9 No. 6 of 2022, the focus of research is the conflict over the dissolution of PT due to bankruptcy. The application of Law Number 37 of 2004 concerning Bankruptcy and Law Number 40 of 2007 concerning Limited Liability Companies which has the potential to disrupt the conduciveness of the business world related to legal certainty because it contains rules that contradict each other which can cause the creation of legal benefits so that business actors feel they do not get fair and balanced protection.

The difference between this study and the two previous studies is that ;p there is a study that focuses more on examining how the implementation of a limited liability company is reviewed from the Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies (through the study of a new company at PT Sumber Berkas Jaya Hidup Baru-Batam City) Meanwhile, the previous study first examined the dissolution of the company through a court determination due to causes that were not in accordance with legal provisions until the liquidation stage until the accountability of the final liquidation result was received. Then the second study examines the process of dissolving the company due to bankruptcy where there is a clash of laws / conflicts between the laws governing bankruptcy and the Limited Liability Company law.

### Research Method

This research uses legal research with a normative juridical approach. Normative legal research consisting of a method based on the steps of finding legal principles, legal systematics, and the level of legal synchronization that is being faced related to the implementation of the dissolution of Limited Liability Companies based on Law Number 40 of 2007 concerning Limited Liability Companies, By using primary data from field research and using secondary data, namely data obtained from library materials. This research model is used to find answers, truth values and the best solution to problems that occur while still paying attention to the principles of legal justice.

This research uses two approaches, namely the legislative approach, namely by examining all laws and regulations related to the legal problems faced by the so-called and conceptual approaches, starting from the perspective of viewpoints and doctrines that develop in the field of legal science. By studying doctrines in legal science, so that you will find ideas related to principles, norms, principles or legal doctrines related to the problems faced in compiling legal arguments to solve problems related to the implementation of the dissolution of Limited Liability Companies based on Law Number 40 of 2007 concerning Limited Liability Companies.

### Result And Discussion

Limited Liability Companies were first regulated in the Commercial Law Code (KUHD) which was described in Articles 36 to Article 56 in a concise and very simple manner, along with the development of the Limited Liability Company Era then regulated in its own Law as outlined in Law Number 1 of 1995 effective from the 7th March 1996, but in the end the law was considered no longer in accordance with the development of law and the needs of the community so it was replaced by Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies promulgated on August 16, 2007, which has been announced in the State Gazette of the Republic of Indonesia of 2007 Number 106 and Supplement to the State Gazette of the Republic of Indonesia Number 4756.

Law on RI Number 40 of 2007 concerning Limited Liability Companies in Article 1-point (1) states that: "A limited liability company hereinafter referred to as a company is a legal entity that is a capital partnership, established based on an agreement, conducting business activities with working capital entirely divided into shares and meeting the requirements stipulated in this Law and its implementing regulations" (Indonesia, 2007a). So, a limited liability company as a partnership with the status of a legal entity has the following elements: (Manurung & Sh, 2022)

1. A Limited Liability Company must meet the elements as a legal entity which is a capital partnership,
2. Limited liability company established based on an agreement,
3. Limited liability companies must conduct business activities,
4. Limited liability companies have capital divided into shares,

5. Limited liability companies must meet the requirements set by applicable laws and regulations.

From this understanding, it can be interpreted that a Limited Liability Company is a legal entity, evidenced by the ratification of the minister of Law and Human Rights, so that it becomes an organized organization, has its own wealth in the form of a merger of business capital between its founders in the form of shares, and has its own purpose whose establishment is stated in an agreement usually called the Basic Anggran of Limited Liability Company. In Article 36, Article 40, and Article 45 of the Commercial Law Code, it is explained that a limited liability company does not have a firm, and does not use the name of one or more of the companies, but gets its name only from the purpose of the company (Supriadi & SH, 2021).

The regulation is not only limited to the process and requirements for the establishment of the company, one of the things that is also regulated is related to the dissolution of a Limited Liability Company that is no longer able to operate or carry out its business activities as a result of the dissolution of the Limited Liability Company which will certainly affect the legal status of the dissolved company. Company dissolution is a process of removing the existence of the company's legal status as a legal entity. With the dissolution of the company this means the end of all activities and existence of the company in law.

The Company as a Legal Entity, was born and created based on *a legal process*. Therefore, dissolution must also go through the legal process that applies in accordance with Indonesia. Not only establishing a Limited Liability Company which requires an agreement set forth in an (Rowa, 2017) authentic deed in accordance with the Civil Code Article 1320 for the validity of an agreement, four conditions are needed, namely: (Romli, 2022)

1. Agree those who bind themselves
2. Ability to make an engagement
3. A certain thing
4. A lawful cause

The dissolution of a Limited Liability Company also requires an agreement as contained in Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies Article 142 paragraph (1) is as follows:

1. Based on the decision of the GMS.
2. Because the period of its establishment that has been stipulated in the articles of association has expired.
3. Based on the court's determination.
4. With the suspension of the alliance based on the decision of the commercial court which already has permanent legal force, the company's assets are not enough to pay the cost of the mortgage.

5. Because the company's bankruptcy assets are declared bankrupt in a state of insolvency as stipulated in the bankruptcy law and postponement of debt payment obligations.
6. Due to the revocation of the company's business license, it requires the company to liquidate in accordance with the provisions of laws and regulations. ([Hadrian, 2023](#))

The dissolution of a Limited Liability Company is basically something that is not desired by shareholders, therefore the implementation of the dissolution of a Limited Liability Company as much as possible must be avoided, because the dissolution of a Limited Liability Company will provide large losses for the shareholders of the company and parties directly related to the company. If the dissolution of a Limited Liability Company is inevitable, then the important thing is that every implementation of the dissolution of a Limited Liability Company must be carried out through a legal process, as the company as a legal entity was born and created based on the legal process, in the process of dissolving the company in practice there are many obstacles, especially various problems between organs within the company, conflicts of interest that often occur due to the interests of shares that balanced within the company. ([Yosephin, 2021](#))

The definition of dissolution of the Company according to law is in accordance with the provisions of Article 143 paragraph (1), namely:

- a. Termination of the Company's business activities;
- b. However, the termination of business activities did not result in its legal entity status being "lost";
- c. The dissolved company only loses its legal entity status, until the completion of liquidation, and the liquidator's accountability for the final liquidation process is accepted by the GMS, District Court, or Supervisory Judge.

Dissolution of the Company does not automatically turn off or eliminate its legal entity status. Shareholders still exist. The General Meeting of Shareholders (GMS) still functions to make decisions if it is in accordance with the process of dissolution or liquidation. The Board of Directors and Board of Commissioners also remain valid. The basis for the dissolution of the Company is different in the KUHD, UUPT Number 1 of 1995 and in Law Number 40 of 2007. In the KUHD, the company is dissolved for reasons by law or dissolved for certain legal reasons. Article 47 paragraph (2) of the KUHD states that if a Limited Liability Company suffers a loss of up to seventy-five percent of its capital, it will bring the dissolution of the Company by law. Meanwhile, in Law Number 1 of 1995, PT dissolution can be based on the decision of the General Meeting of Shareholders (GMS), the expiration of the establishment period, or a court determination.

### **Dissolution of the Company Due to the Resolution of the General Meeting of Shareholders (GMS)**

The dissolution of the Company based on the resolution of the General Meeting of Shareholders (GMS), according to Article 144 paragraph (1) of the Law can be carried

out by the Board of Directors, the Board of Commissioners or 1 (one) or more Shareholders representing at least 1/10 (one tenth) of the total shares with voting rights. The Law does not provide firm reasons that can be used as reasons by the Board of Directors, Board of Commissioners and Shareholders to submit a proposal for the dissolution of a Limited Liability Company to the General Meeting of Shareholders (GMS). Based on serious considerations, shareholders can submit a proposal for the formation of a limited liability company if there are the following:

1. The Company is no longer running for a certain period;
2. The Company deviated from its objectives;
3. The Company suffered continuous losses and there was no hope of recovery;
4. The Company commits actions that are very detrimental to the interests of shareholders;
5. The Company commits actions that are contrary to laws and regulations, public order, or decency that harm the interests of the state or public interest. (Nugroho Marsiyanto, 2019)

The General Meeting of Shareholders (GMS) to carry out the dissolution of the Company must be held by the Board of Directors in accordance with the provisions of the Law can be seen in the Article which regulates as follows:

1. To hold a General Meeting of Shareholders (GMS) preceded by a summons made by the Board of Directors;
2. The summons shall be made within a period of no later than 14 (fourteen) days before the date of the General Meeting of Shareholders (GMS).
3. Summons are made by Registered Letter or in the Newspaper stating the agenda of the meeting along with notification of materials to be discussed at the General Meeting of Shareholders (GMS) available at the Company's Office.
4. The quorum requirement is attendance of at least 3/4 (three-quarters) of the total number of shares with voting rights, present or represented at the GMS.
5. The requirement for the validity of the resolution of the General Meeting of Shareholders (GMS), if approved by at least 3/4 (three-quarters) of the number of votes issued at the GMS.
6. The dissolution of the Company is effective from the moment stipulated in the GMS resolution.

### **Dissolution of the Company Due to the End of Establishment Period**

The dissolution of the company occurs due to the law if the period of establishment of the company stipulated in the Articles of Association ends, which is affirmed in Article 145 paragraph (1) of the Law. Furthermore, in Article 145 paragraph (2) of the UUPT, it is stated that within a period of no later than 30 (thirty) days after the company's establishment period ends, the General Meeting of Shareholders (GMS) determines the appointment of liquidators. This means that the period of holding the GMS is no later than 30 (thirty) days after the period of establishment of the Company ends.



Starting from the date the establishment of the Company expires, the Board of Directors may not or is prohibited from taking legal action. Although Article 142 paragraph (6) of the Law states that the dissolution and appointment of liquidators does not mean that members of the Board of Directors and the Board of Commissioners are dismissed, according to article 145 paragraph (3) of the Law, they do not have the capacity and authority to carry out legal acts (*rechtshandeling, legal act*). All legal actions in order to settle the liquidation, transfer entirely to the liquidator.

### **Dissolution of the Company Based on the Determination of the District Court**

The process of dissolution of the company based on the District Court Determination is regulated in the provisions of the Law can be seen in Article 146 which regulates as follows: Article 146 paragraph (1) states: "The District Court may dissolve the Company on:

1. Request for prosecution based on the reason that the Company violates the public interest or the Company commits acts that violate laws and regulations;
2. Application of interested parties based on the reason for a legal defect in the deed of incorporation;
3. Application of shareholders, Board of Directors or Board of Commissioners based on the reason that the Company is impossible to continue".

According to the explanation of Article 146 paragraph (1) point c, what is meant by the reason "the Company is impossible to continue", among others:

1. The Company has not conducted business activities (inactive) for 3 (three) years or more, as evidenced by a notification letter submitted to the "tax authority",
2. If most of the shareholders have "unknown addresses" even though they have been summoned through advertisements in newspapers, so that the GMS cannot be held,
3. If the balance of share ownership in the Company is such that the GMS cannot take a valid decision, for example, 2 (two) camps of shareholders own 50% (fifty percent) of each share, or
4. The Company's wealth has been reduced to such an extent that with the existing wealth, the Company can no longer continue its business activities.

Article 146 paragraph (2) states "In the determination of the Court also stipulated the appointment of liquidators". The determination of the PN that failed to determine the appointment of a liquidator resulted in the determination being unworkable, because no liquidator would act to make a settlement.

If this happens, according to M. Yahya Harahap to overcome the case of the Determination that neglects to determine the appointment of liquidators, perhaps two ways can be taken:

1. Apply the provisions of Article 142 paragraph (3), namely by itself the Board of Directors acting as liquidator, or
2. Apply again, for the PN to appoint a liquidator ([Triatama et al., 2023](#)).

### **Dissolution of the Company Due to the Company's Bankruptcy Assets Not Enough to Pay Bankruptcy Costs**

In Article 142 paragraph (1) letter a of the Law, it reads as follows: "With the revocation of bankruptcy based on the decision of the Commercial Court which has permanent legal force, the company's bankruptcy assets are not sufficient to pay bankruptcy costs". Based on this description, the method of dissolution regulated therein is related to Article 17 paragraph (2) and Article 18 of Law Number 37 of 2004 concerning Bankruptcy and Suspension of Debt Payment Obligations (KPKPU Law).

According to Article 17 paragraph (2) of the KPKPU Law, the panel of judges who cancel the bankruptcy declaration decision also determines the election fee and receivership fee. Furthermore, the Explanation of this article provides guidelines to the Panel of Judges who decide bankruptcy cases, so that bankruptcy costs are determined based on the details submitted by the Curator after hearing the consideration of the Supervising Judge.

Bankruptcy fees and receivership fees according to Article 17 paragraph (3) of the KPKPU Law, are charged to the "applicant party" for the bankruptcy declaration (voluntair petition) or to the bankruptcy applicant (*involuntary petition*) and the Debtor in the ratio determined by the Panel of Judges. And for the implementation of the payment of bankruptcy fees and receivership fees, the Chief Justice of the District Court issues an Order of Execution on the application of the Curator.

If the bankruptcy assets are not sufficient to pay the bankruptcy costs, the Commercial Court on the proposal of the Supervising Judge and after hearing the committee of temporary creditors (if any), and after lawfully summoning or hearing the debtor, may decide on the "revocation of the bankruptcy declaration judgment", and the judgment is pronounced in a hearing open to the public.<sup>88</sup> In this case the Commercial Court simultaneously decides on the dismissal of the receivership by taking into account the provisions in the UUKPKPU ([Triatama et al., 2023](#)).

### **Dissolution of the Company Due to the Company's Bankruptcy Assets that Have Been Declared Bankrupt in a State of Insolvency**

The process of dissolution due to the Company's bankruptcy assets is in a state of insolvency, related to the provisions of Article 187 of Law Number 40 of 2004 concerning Bankruptcy and Suspension of Debt Payment Obligations (KPKPU Law). According to this article, after the insolvency of the property is in a state of insolvency, the Supervising Judge may convene a Meeting of Creditors on the appointed day, hour and place. The purpose of the meeting, to hear them as necessary about how to settle the bankruptcy assets, and if necessary to hold a match for receivables entered after the expiration of the grace period. If someone else submits a bill after exceeding the specified time  
In the determination of the Supervisory Judge, according to Article 187 paragraph (1) of the KPKPU Law, matches can still be made in the Creditors Meeting regarding how to

settle bankruptcy assets held by the Supervisory Judge. Starting from the provisions mentioned above in relation to the provisions of Article 142 paragraph (1) letter e of the Law, starting from the time the Company was declared bankrupt by the Commercial Court, the Company has been in a state of "insolvency". This means that since then there has been a dissolution of the Company in accordance with the provisions of Article 142 paragraph (1) letter e of the Law. Therefore, the General Meeting of Shareholders (GMS) appoints liquidators to carry out liquidation.

### **Dissolution of the Company Due to the Revocation of the Company's Business License**

The occurrence of the dissolution of the Company as stipulated in Article 142 paragraph (1) letter f of the Law is: "Due to the *revocation of the Company's business license, it requires the Company to liquidate in accordance with the provisions of laws and regulations*" ([Indonesia, 2007b](#))

The dissolution of the Company if its business license is revoked is imperative, namely the Company is "obliged" to liquidate. The nature of the imperative depends on the condition, if the license is revoked, it makes it impossible for the Company to do business in other fields. Therefore, if the business license of the Company concerned covers various business fields and one of them is revoked, there will be no dissolution of the Company.

In the event of dissolution of the Company based on the resolution of the GMS, because the period of establishment stipulated in the AD has expired or with the revocation of bankruptcy based on the decision of the Commercial Court which has permanent legal force, the dissolution must be followed by liquidation carried out by the liquidator. If the dissolution occurs because the Company's bankrupt assets that have been declared bankrupt are in a state of insolvency, the Curator who acts to liquidate is the Curator. This is affirmed in the explanation of Article 142 paragraph (2) letter a of the Law which states, what is meant by liquidation carried out by the Curator is liquidation specifically carried out if the Company dissolves based on because the Company's assets that have been declared bankrupt, are in a state of insolvency. The appointment or appointment of liquidators is carried out by:

- a. GMS, If the dissolution of the Company occurs due to the decision of the GMS, because the period of establishment expires or with the revocation of bankruptcy based on the decision of the Commercial Court, the authority to appoint the liquidator is the GMS.<sup>90</sup> In this case, according to Article 142 paragraph (3) of the Law if the GMS does not appoint or appoint a liquidator, the Board of Directors acts as liquidator.

Especially for the appointment of liquidators based on the dissolution of the Company due to the expiration of the establishment period, Article 145 paragraph (2) of the Law determines the period of appointment of liquidators, which must be

appointed by the GMS within a period of at least 30 (thirty) days after the Company's establishment period ends.

- b. District Court, If the dissolution of the Company occurs based on the District Court Determination, the Appointment / Appointment of liquidators is carried out by the Court by the way stated in the Determination.

According to Article 142 paragraph (2) point b of the Law which states "The Company cannot take legal action, unless it is necessary to settle all the Company's affairs in the context of liquidation. If this prohibition is violated by the Company, then based on Article 142 paragraph (5) of the Law, members of the Board of Directors, members of the Board of Commissioners and the Company are jointly responsible for such legal actions.

As mentioned in Article 143 paragraph (1) of the UUPT although the dissolution of the Company does not result in the Company losing its legal entity status during the liquidation or settlement process, according to Article 142 paragraph (2) point b, the Company can no longer carry out legal actions. Violation of members of the Board of Directors or members of the Board of Commissioners against the prohibition, is threatened by assuming responsibility jointly for the act.

Notification of dissolution of Limited Liability Company to Creditors and Ministers is carried out in the manner stipulated in Article 147 of the Law, which states:

1. Within a period of no later than 30 (thirty) days from the date of dissolution of the Company, the liquidator must notify: To all creditors regarding the dissolution of the Company by announcing the dissolution of the Company in the Newspaper and State Gazette of the Republic of Indonesia; and Dissolution of the Company to the Minister to be recorded in the Company's register that the Company is in liquidation ([Widodo et al., 2022](#)).
2. Notification to creditors in the Newspaper and State Gazette of the Republic of Indonesia as referred to in paragraph (1) point a contains: dissolution of the company and its legal basis, name and address of the liquidator; , procedures for submitting bills, bill submission periods.
3. The period for submitting a bill as referred to in paragraph (2) point d shall be 60 (sixty) days from the date of announcement as referred to in paragraph (1).
4. Notification to the Minister as referred to in paragraph (1) point b must be completed with evidence of the legal basis for the dissolution of the Company; and notification to creditors in the Newspaper as referred to in paragraph (1) letter a.

If the notice of dissolution of the Company to creditors and the Minister has not been made by the liquidator, then the dissolution of the Company does not apply to third parties. Likewise, if the liquidator fails to notify creditors and the Minister, the liquidator, and the Company are jointly responsible for losses suffered by third parties, as stipulated in Article 148 of the Law.

After the company's liquidation process is complete, the Liquidator provides an answer to the General Meeting of Shareholders (GMS) or the court that appointed it. Furthermore, the liquidator announces the results of the liquidation process in the Newspaper and notifies the Minister after the General Meeting of Shareholders (GMS) provides repayment and release to the liquidator or after the court accepts the responsibility of the liquidator appointed by him [Article 152 paragraph (1) to paragraph (3) of the Law]. Then the Minister records the expiration of the Company's legal entity status and removes the Company's name from the Company's register. Furthermore, the Minister announced the end of the Company's legal entity status in the State Gazette of the Republic of Indonesia, as stipulated in Article 152 paragraph (5) to paragraph (8) of the Law.

The conditions for dissolution with Legal Entity System Administration (SABH) for the dissolution of a Limited Liability Company that has been established previously must meet the conditions for the dissolution of a Limited Liability Company contained in Law Number 40 of 2007 so that the next process is carried out by dissolution with the Legal Entity System Administration (SABH) where the dissolution of the Limited Liability Company is carried out in the following ways:

1. Announcements in the daily mail feed
2. Daily feed date format (DD-MM-YY) mail
3. Minutes of the GMS or decisions of shareholders outside the GMS
4. Court Decision Letter
5. Description Letter from the liquidator
6. Statement Letter from the Curator
7. Certificate of Agency Revoking Business License
8. Notification of the liquidator regarding accountability for the results of the liquidation processes, dissolution can be said to be legally valid if it has passed the process of legal dissolution and dissolution by the Legal Entity Administration System (SABH).

### Conclusion

Based on the results of the discussion, the author can conclude that the result in this study is the implementation of the dissolution of Limited Liability Companies in terms of Law Number 40 of 2007 concerning Limited Liability Companies.

Between theory and practice in the field in carrying out dissolution, there are many obstacles such as expensive costs, slow time periods and individuals who seek opportunities to benefit from ignorance. Entrepreneurs these things make entrepreneurs not carry out complete dissolution

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