International Journal of Multicultural and Multireligious Understanding

http://ijmmu.com
editor@ijmmu.com
ISSN 2364-5369
Volume 11, Issue 2
February, 2024
Pages: 33-42

Business Judgment Rules Regulations by Directors in Indonesia

Dedi Suwasono; Siti Mahmudah

Master of Law, Hukum, Universitas Diponegoro, Semarang, Indonesia

http://dx.doi.org/10.18415/ijmmu.v11i2.5478

Abstract

This writing aims to analyze further implementation the Business Judgment Rule (BJR) principles in Indonesia and apply the BJR principles to the decisions made by directors that result in losses for a Limited Liability Company. This research employs a normative legal research method with a statutory approach. The research findings indicate that the BJR has been regulated in Article 97 paragraph (5) of the Indonesian Company Law. Article 104 paragraph (4) of the Limited Liability Company Law. This principle provides an exception to the liability of directors whose decisions result in losses for the Limited Liability Company, provided that the decision is made in good faith and full responsibility, as it constitutes an inherent fiduciary duty of the directors. An example of applying the Business Judgment Rule (BJR) is in a case decided by the Supreme Court of the Republic of Indonesia No. 121 K/Pid.Sus/2020, where the defendant in that decision was acquitted of all legal charges. However, in the judgments of the lower court and the appellate court, the defendant was found to have been proven guilty of committing corruption offenses. The Supreme Court argued that the defendant's actions to develop the company did not fall outside the scope of the BJR, as there were no elements of fraud, conflicts of interest, and intentional unlawful acts.

Keywords: *Board of Directors; Responsibility; Business Judgment Rule*

Introduction

A Limited Liability Company (LLC) is the most common legal entity in the business world in Indonesia. In fact, it is often said that an LLC is the predominant form of company. This dominance is not only evident in Indonesia but also in the United States and other countries. In connection with this, Cheesman states "*Corporations are the most dominant from of business organization in the United States, generating over 85 percent of the country's gross business receipts"*. This is evident in the fact that Limited Liability Companies (LLCs) attract the interest of investors to invest their capital. With significant dominance not only in any country but especially in Indonesia, LLCs contribute to improving the standard of living for the Indonesian people. (Sutedi, 2015:8).

The provisions regarding Limited Liability Companies (LLCs) in Indonesia have been comprehensively regulated in Law Number 40 of 2007 concerning Limited Liability Companies (hereinafter referred to as the Company Law of 2007), which has replaced Law Number 1 of 1995 concerning Limited Liability Companies. Based on Article 1 paragraph (1) of the Company Law of 2007, it is stated that an LLC is a legal entity that constitutes a capital alliance, established based on an agreement, engages in business activities with a fully divided basic capital in shares, and complies with the requirements stipulated in this Law and its implementing regulations. This article signifies that an LLC is a legal entity with rights and obligations similar to other legal entities. (Jaya, 2018: 34).

As a legal entity forming a capital alliance, a Limited Liability Company (LLC or PT) must fulfill the legal entity elements as stipulated in the Company Law of 2007. These elements include having an organized structure, possessing its own assets, engaging in legal relationships, and having its own objectives. Unlike individual legal entities, an LLC is one form of company and legal entity that requires organs to operate. These organs include the Rapat Umum Pemegang Saham (hereinafter referred to as "RUPS"), the Board of Directors, and the Board of Commissioners. Although these organs have equal status, each possesses its own authority and responsibilities. However, it is important to note that these organs themselves are legal fiction. To make them tangible entities, these organs are equipped with members who are individuals with their own will. (Sitaraman, 2021: 21), Those who will manage the Limited Liability Company (LLC or PT) in accordance with the purpose and objectives stated in the Articles of Association and Company Bylaws (AD ART PT).

One of the organs of the Limited Liability Company (LLC or PT) is the Board of Directors, which is the corporate organ authorized and fully responsible for managing the Company for the benefit of the Company, in accordance with the purpose and objectives of the Company. The Board of Directors represents the Company, both within and outside the court, in accordance with the provisions of the articles of association. The above clarification indicates that the main task or function of the Board of Directors is to carry out and execute the "management" (*beheer, administration or management*) Limited Liability Company. So, the Company is managed by the Board of Directors (Harahap, 2021:345). The general understanding of the management of the Board of Directors in the context of a company encompasses the tasks or functions of exercising the authority for the administration and preservation of the company's assets. In other words, it involves carrying out the management or handling of the company's business in accordance with the purpose, objectives, and activities of the company within the limits of the authority or capacity granted by the law and the Articles of Association (AD).

In principle, there are two main functions of the Board of Directors of a Limited Liability Company (LLC), namely as follows (Fuady, 2002: 32) The first function is the management function, where the Board of Directors performs the task of leading the company. This management function in German law is referred to as *Geschaftsfuhrungsbefugnis* and the second is the representation function, where the Board of Directors represents the company both inside and outside the court. The principle of representing the company outside the court means that the Limited Liability Company (LLC) as a legal entity will be bound by transactions or contracts made by the Board of Directors on behalf and for the benefit of the LLC. This representation function in German law is referred to as "Vetretungsmacht."

The Board of Directors, in carrying out its entrusted duties, has a *fiduciary* obligation *(fiduciary duty).* Someone is said to have a *fiduciary duty* if the business they transact or the money they handle is not their own or for their own benefit, but rather belongs to someone else and is for the benefit of that other person, where the other person places significant trust in them. Therefore, a member of the Board of Directors is required to have a high degree of good faith in carrying out their duties (Hendriyani, 2019: 240). The responsibility of the members of the Board of Directors in managing the company is not merely performed for the benefit of the company in accordance with the purposes and objectives set forth in the Articles of Association. However, this management must be carried out by each member of the Board of Directors with "good faith" (*goeder trouw, good faith*) and full responsibility (Harahap, 2021: 373). The obligations that must be possessed by the Board of Directors are essentially mandated by Article 97 paragraphs (1) and (2) of the Company Law of 2007. Therefore, the management by the Board of Directors in a company based on good faith will be protected by the law, as long as their actions can be proven to be free from actions that benefit the personal interests of the Directors when making significant decisions for the company (Panjaitan, Anggusti, & Nababan, 2021:3). This is because the company and its management constitute an interdependent unity, leading the management to be entrusted with responsibilities to work and act within its authority for the benefit of the company above personal interests (Octavianisa, 2019: 184).

However, on the other hand, the business environment tends to change rapidly. Therefore, the Board of Directors is given the authority to take steps in managing the company, one of which is making business decisions. Often, the Board of Directors must be able to make decisions quickly based on careful considerations. However, if in carrying out their duties, the Board of Directors is always overshadowed by the fear of personal liability if the Limited Liability Company they lead incurs losses due to a wrong decision or if they have to seek approval from the General Meeting of Shareholders (RUPS), it can be almost certain that the company will operate with difficulties (Boen, 2008: 53). If, in making decisions regarding the company, the Board of Directors has done so carefully, in good faith, and with full responsibility, then the business decisions made by the Board of Directors can be protected. The Board of Directors remains immune from personal liability due to the existence of the *business judgment rule*, even if the decision has caused losses to the company (Panjaitan, Anggusti, & Nababan, 2021:3-4). This research will focus on addressing two issues: first, how is the regulation of the *business judgment rule* principle in Indonesia structured? Second, how is the application of the *business judgment rule* principle to the Board of Directors regarding decisions that result in losses for a Limited Liability Company?

Research Methodology

This research employs a normative legal research method, which is a legal study that examines positive legal norms as its object of study (Sonata , 2014:16). The approach used by the author in this normative legal research is the *statutory approach*, which involves examining all legal regulations and regulations related to the legal issues being discussed (researched) (Muhaimin, 2020: 56). The research specification used is descriptive-analytical, aimed at providing both a description and analysis of the implementation of provisions in regulations based on applicable legal provisions. This allows for analysis to draw general conclusions. This study employs secondary data, sourced from primary legal materials, secondary legal materials, and tertiary legal materials. The data collection technique used is *Bibliography Study*, which involves the examination of written legal information from various sources that are widely published and needed in normative legal research.

Discussion

1.The Regulation of the *Business Judgment Rule* Principle in Indonesia

In the development of legal science, the *business judgment rule* has emerged from judicial practices in common law countries. This principle states that if directors make decisions after careful and thorough business considerations, they will be granted immunity and cannot be held personally accountable even if the decisions turn out to be unfavorable for the company (Sulistiowati, Nurhasan Ismail, Paripurna, 2016: 23). The substance of decisions made by the board of directors will be protected, except when taken irrationally, and the decision-making process will also be shielded, as long as there is no *gross negligence (*Sjawie,2017: 229).

In connection with the above, *Black's Law Dictionary* provides the definition of the *business judgment rule*, which is: *“a rule that immunizes management from liability in corporate transaction undertaken within both power of the corporation and authority of management where there is reasonable basis to indicate that a transcation was made with due care and in good faith”.(Black, 1990:200).* Based on the definition provided by *Black's Law Dictionary*, it can be interpreted in Indonesian as follows: the *business judgment rule* is a rule that protects management from responsibility in corporate transactions conducted within the scope of corporate authority and management authority, provided there is a reasonable basis to indicate that the transaction is conducted with due care and good faith.

The *BJR* principle in the United States is based on the emergence of the *absentio doctrine*, with the understanding that judges do not have sufficient knowledge in the business field, making it inappropriate for them to scrutinize the decisions of the board of directors. Therefore, lawsuits against directors regarding their business decisions, alleging errors in their decisions, are often dismissed by the courts based on this business judgment doctrine, even though directors bear *fiduciary duties* that impose significant responsibilities. Highlighting the presentation above, it can be said that directors are the most competent parties to manage and make business decisions, and as such, no one else is authorized to make decisions about the company's business (Lestari, 2015: 307).

The *BJR* principle also emerged from the Supreme Court decision in Delaware, United States, in the case of Solomon vs. Salomon & Co. Ltd (1897), which later became known as the Salomon Theory. The concept aims to protect the interests of board members with their good intentions in making decisions that may cause losses to the company. (Juliani, 2016:300). The background for the implementation of the *business judgment rule* is rooted in the consideration that the board of directors is the most authorized and professional party to decide matters related to the company. This is related to Article 1 paragraph 5 of the Company Law of 2007, which stipulates that the board of directors is the organ of the company authorized and fully responsible for managing the company for the benefit of the company, in accordance with the purposes and objectives of the company. The board of directors represents the company, both within and outside the court, in accordance with the provisions of the articles of association.

BJR in the national legal system is accommodated in Article 97 paragraph (5) of the Company Law of 2007, which states that members of the Board of Directors cannot be held accountable for losses as referred to in paragraph (3) if they can prove; the loss is not due to their error or negligence; they have managed with good faith and prudence for the interests and in accordance with the purposes and objectives of the Company; they do not have any direct or indirect conflicts of interest regarding management actions that result in losses; and they have taken actions to prevent the occurrence or continuation of such losses.

Furthermore, the principle of the *business judgment rule* can be observed in Article 104 paragraph (4) of the Company Law of 2007, which stipulates that members of the board of directors are not responsible for the bankruptcy of the company as referred to in paragraph (2) if they can prove; the bankruptcy is not due to their error or negligence; they have managed with good faith, prudence, and full responsibility for the interests of the company and in accordance with the purposes and objectives of the company; they do not have any direct or indirect conflicts of interest regarding management actions taken; and they have taken actions to prevent the occurrence of bankruptcy.

The above-mentioned articles are widely regarded by legal experts as implementations of the *business judgment rule*. This is related to the previous discussion where it was mentioned that the principle is that the board of directors must carry out the management of the company with honesty, good faith, and full responsibility. In the Company Law of 2007, this has been explicitly stated, especially in Article 97 paragraph (1), which states that the board of directors is responsible for the management of the company as referred to in Article 92 paragraph (1). Then, Article 97 paragraph (2) states that the management as referred to in paragraph (1) must be carried out by each member of the board of directors with good faith and full responsibility. The concept of good faith means that directors must be transparent, independent, impartial, and their only allegiance should be to the interests of the company. Meanwhile, the concept of full responsibility has been explained in the elucidation of Article 97 paragraph (2) of the Company Law of 2003, stating that "full responsibility" means paying careful and diligent attention to the company. Therefore, understanding the implementation of the *business judgment rule* cannot be separated from the *fiduciary duty* inherent in the members of the board of directors as the most important organ of the company, which is obliged to have good faith and full responsibility in managing the company as mandated by the Company Law of 2007.

The legal protection for a director who makes decisions prioritizing their personal interests cannot be categorized as the *business judgment rule*. According to the *business judgment rule* in the prevailing Limited Liability Company Law in Indonesia, there are three bases used to justify a business decision, namely a business decision made with (Paryoko, 2015:75), Good faith, Responsible business decisions, Business decisions free from *conflicts of interest*.

Indonesia adheres to the *Civil Law* legal system where the legal sources are based on legislation as the highest hierarchy. Therefore, it is only natural for the judiciary to have the task of interpreting the principles related to the *business judgment rule*. This is because there is currently no comprehensive, clear, and specific regulation regarding this principle. This aligns with the opinion of Hendra Setiawan Boen, who stated that the *business judgment rule* in the Indonesian Limited Liability Company Law is not a complete *business judgment rule* as it lacks one significant element (Boen, 2008: 205). Subsequently, even though the *business judgment rule* provides protection to directors to be exempt from responsibility for losses that occur, there are still limitations in management, namely in accordance with the "interests" of the company and in line with the "purposes and objectives" of the establishment of the company.

2. The Application of the *Business Judgment Rule* Principle to Directors for Decisions Resulting in Losses for a Limited Liability Company

The quality of the board of directors in a company is crucial for the sustainability and success of the business. Directors are expected to advance the company for its growth and competitiveness, ensuring its endurance, excellence, and quality. This objective can only be achieved if the directors are capable of making appropriate policies and daring to take risks. As the saying goes, *"high risk, high return"* meaning that high risks can lead to high returns. The board of directors will only be accountable if the losses incurred result from the mistakes or negligence of the directors.

The *business judgment rule* principle can serve as an appropriate legal umbrella for the directors in achieving the purposes and objectives of a company, provided that the decisions made by the board of directors are based on good faith and full responsibility, even if these decisions ultimately result in losses for the company. As expressed by Yahya Harahap, every member of the board of directors is "obliged to be trusted" in carrying out the company's responsibilities. This means that every member of the board of directors must always act in “good faith” (*must always bonafide*) and must always be “honest” (*must always be honested*). Regarding the meaning of good faith and the obligation to be trustworthy, as well as the perpetual obligation to be honest in shouldering responsibility for the management of the company, MC Oliver and EA Marshall stated: *"...a director is permitted to be very stupid so long as he is honest."* Although this statement contains a legal assertion, it does not imply approval of appointing a foolish director. What the statement aims for is to appoint a competent and honest director, rather than someone intelligent but not honest and trustworthy. (Harahap, 2021: 374).

The *business judgment rule* principle serves as an exception for directors who find themselves in a vulnerable position. This kind of legal protection is a solution to address the concerns of every director who wishes to innovate and seize opportunities amid the uncertainty of the business climate but is worried about the risk of legal claims. If every director could be personally held responsible for any business losses without being provided a defense, there might be a reluctance among directors to make bold business decisions. Consequently, this would hinder the company's growth and result in stagnation. The broader impact would be the hindrance of the national economic movement.

In Indonesia, according to the author, there is still no uniform understanding among law enforcers regarding the application of the business judgment rule doctrine. Although Article 97 paragraph (5) of

Law No. 40 of 2007 on Limited Liability Companies (UUPT 2007) has set the conditions for the application of the business judgment rule, it does not specify the benchmarks for meeting each provision of that article. In this regard, the law will be determined based on the facts revealed during the trial. As an example, in the court decision for case No. 15/Pid.Sus/Tpk/2019/PN.Jkt.Pst dated June 10, 2019, jo. No. 34/pid.Sus-TPK/2019/PT.DKI dated September 24, 2019, the former Chief Executive Officer of PT. Pertamina (Persero) was found guilty of committing corruption in an investment project due to business decisions that caused losses to the state. Briefly, in this case, the CEO of PT. Pertamina (Persero) made an investment in *Participating Interest* (hereinafter referred to as PI) in the BMG Australia Block without prior discussion or study and approved the PI in the BMG Block without *Due Diligence* and Risk Analysis, followed by the signing of the *Sale Purchase Agreement* (SPA) without approval from the Legal Department and the Board of Commissioners of PT. Pertamina. This resulted in unjust enrichment for Roc Oil Company Limited (ROC, Ltd) Australia, causing financial losses to the state or the national economy amounting to IDR 568,066,000,000., - (five hundred sixty-eight billion sixty-six million Indonesian Rupiah).

Then, at the cassation level as in the Decision of the Supreme Court of Indonesia No. 121 K/Pid.Sus/2020 dated March 9, 2020, the panel of judges in the *a quo* case ruled that the former President Director of Pertamina (Persero) as the Appellant in Cassation/Defendant was proven to have committed acts as charged by the Public Prosecutor, but those acts were not considered a criminal offense, and the Defendant was acquitted of all legal charges (*ontslag van alle rechtsvervolging)*.

The Supreme Court stated regarding the reasons for the cassation submitted by the Defendant that what was done by the Defendant and the board of directors of PT. Pertamina was solely for the purpose of developing PT. Pertamina, namely, an effort to increase oil and gas reserves. Therefore, the actions taken by the Defendant as the President Director of PT. Pertamina and the President Commissioner of PT. Pertamina Hulu Energi did not go beyond the scope of the *Business Judgment Rule*, marked by the absence of elements of *fraud, conflict of interest*, illegal acts, and intentional wrongdoing.

The case above shows that the Board of Directors, in taking steps and decisions deemed beneficial for the company's development, has been done with good faith and full responsibility. Therefore, the defendant in this case (in this case, the President Director of PT. Pertamina (Persero)) can seek protection under the *Business Judgment Rule*, which arises as a result of the fulfillment of *fiduciary duty* by a director, namely the principle of *duty of skill and care*. Consequently, any errors arising after the implementation of this principle result in the director being exempted from personal liability for mistakes in their decisions.

According to Munir Fuadi, *the business judgment rule* is a legal principle derived from the *common law system* and is a derivative of U.S. corporate law to protect Directors in every decision-making process conducted with care, good faith, and full responsibility, preventing them from being held legally accountable, either criminally or civilly (Fuadi, 2008:9).

According to Sutan Remi Syahdeni, the *business judgment rule* is interpreted as a principle to protect directors from the duties and responsibilities they bear. If the director is entitled to legal protection, the court has no right to interfere with the decisions made. Conversely, if not entitled to legal protection for the decisions made, the court must examine whether there is fundamental honesty and good faith towards the company and minority shareholders. It should be done without *self fialing*, not for personal gain, and with good faith. (Syahdeni, 2011:78).

In connection with *a quo* case, the *business judgment rule* is used as a criterion to measure the responsibility of each member of the board of directors. This means that a director is considered not liable if they perform their duties by observing the principles of *fiduciary duties*, along with having various *reasonable* considerations for the decisions made. However, directors cannot seek refuge under the business judgment rule if the decisions made involve elements of *fraud, conflict of interest, illegality, and gross negligence* (Krismen, 2014: 27).

In relation to the opinion of the Supreme Court in the aforementioned case applying the *business judgment rule*, it implies that in making corporate decisions, the board of directors has at least acted in accordance with the four prerequisites of the *business judgment rule*, which must be fulfilled or preexist. Only then can the substance or quality of the board's decision be considered or reviewed, as follows: A decision must be made. For instance, if the board neglects to conduct necessary research or commits other simple omissions, it renders the board ineligible for protection based on this doctrine. The board must acquire and gather all necessary information related to the decision-making process to strengthen its *reasonable* and rational conviction. Decisions must be reached with the foundation of good faith, a condition that will not be fulfilled if, for example, the board is aware that the decision to be made violates the law. The board must not have personal interests, including financial interests, related to the decision made.

Then there are at least 3 (three) reasons for providing protection to the board of directors based on this *business judgment rule*, namely: *first*, the board of directors is entitled to manage and represent the company, so only the board of directors is eligible for protection, not the shareholders. *Second*, the court is not an institution with expertise in business, so the court cannot be involved in giving opinions on decisions made by the board of directors. *Third*, because the court has no intention of instilling fear in the directors to not making decisions and take healthy business risks.

To ensure the avoidance of errors and negligence and to guarantee the fulfillment of prudence in making decisions regarding the operation of the company, a director must (Nasution, 2019:103).

Obtaining sufficient information regarding management policies or decisions to be made; Agendas and supporting documents regarding management and business decision aspects should be available in the decision-making process; Expressing impartial statements in the decision-making process; Creating records and documents of their participation in the decision-making process; Establishing a committee to ensure critical issues related to decisions are examined by experts in matters that are not understandable and handled by *management.*

Overall, the *business judgment rule* protects directors who make decisions that ultimately prove to threaten their companies, as long as the *conditions precedent* are met. If not, strict legal standards for conducting investigations will be applied *"because the business judgment rule"* is not *magic* that allows directors to override, justify, or make claims disappear (Nadapdap, 2020: 150). Therefore, if the actions of the directors lack prudence in managing the company, it can result in losses for the company. These losses are evident from the failure to maintain a cautious nature in running the company. In such cases, the concerned director must bear or be responsible for the company's losses (Sinaga, 2018:109). If the board of directors consists of several members, then the members of the board of directors collectively must be responsible for compensating the losses suffered by the limited liability company.

Meanwhile, according to expert opinions, the *business judgment rule* is not interpreted as a doctrine that ensures the board of directors guarantees that the decisions they make will bring success to the company because, if so, the directors would be very conservative in decision-making. On the contrary, the *business judgment rule* is intended to encourage directors to be more courageous in making decisions. This doctrine protects directors from personal liability claims by the company for *good-faith business mistakes* they make when deciding based on well-considered considerations.

Conclusion

The principle of the *business judgment rule* is based on the consideration that the board of directors is the most authorized and professional party in deciding matters related to the company, as stipulated in Article 1 paragraph 5 of the Company Law No. 40 of 2007. The *business judgment rule* in the national legal system is accommodated in Article 97 paragraph (5) and Article 104 paragraph (4) of the Company Law No. 40 of 2007, which provides an exception to the personal liability of board members for losses or bankruptcy if they can prove that the loss is not due to their fault or negligence, and they have managed the company in good faith and full responsibility. These articles are widely considered by legal experts as the implementation of the *business judgment rule*. This is related to the principle that the board of directors must carry out the duties or management of the company with honesty, *good faith*, and full responsibility, as mandated in Article 97 paragraphs (1) and (2) of the Company Law No. 40 of 2007. Therefore, understanding the implementation of the *business judgment rule* cannot be separated from the *fiduciary duty* inherent in the board members as the most essential organ of the company, which is obliged to act in good faith and full responsibility in managing the company according to the Company Law No. 40 of 2007.

The application of the *business judgment rule* to the board of directors for decisions that result in losses for a limited liability company can indeed serve as an appropriate legal shield for the directors to achieve the purposes and goals of a company, provided that the decisions made by the Board are based on good faith and full responsibility, even if these decisions ultimately lead to losses for the company. Furthermore, board members must be able to prove the matters as stipulated in Article 7 paragraph (5) of the Company Law No. 40 of 2007 to exempt the directors from personal liability for the losses incurred by the Limited Liability Company. As evidenced by the Supreme Court Decision No. 121 K/Pid.Sus/2020, where the CEO in *a quo* as the defendant was released from all legal claims. Even though in the previous court decision, the defendant was found guilty of committing corruption. This is because in the cassation decision, the Supreme Court argued that the steps taken by the defendant to develop the company did not go beyond the scope of the *business judgment rule*, where there were no elements of fraud, conflict of interest, and intentional wrongdoing. The Supreme Court concluded that the *business judgment rule* is now clearly regulated in the Company Law No. 40 of 2007. However, it cannot be ascertained whether this principle has been understood or applied by the parties involved. This is because, in the cassation decision, the Supreme Court argued that the steps taken by the defendant to develop the company did not go beyond the scope of the *business judgment rule*, where there were no elements of fraud, conflict of interest, and intentional wrongdoing. Although the business judgment rule is now clearly regulated in the Company Law No. 40 of 2007, it cannot be ascertained whether this principle has been understood or applied by the parties involved. Therefore, according to the author, there is a need for socialization to the general public, limited liability company entities, legal practitioners, law enforcement officials, academics, and law students. Additionally, there is a need for improvements to the legislation related to the *business judgment rule* as it is still limitative.

References

Books

Black, Henry Campbell, 1990, *Black's Law Dictionary,* 6th Ed., West Publishing Company, Minnesota.

Boen, Hendra Setiawan, 2008, *Bianglala Business Judgment Rule, Cet. I,* Tatanusa, Jakarta.

Fuady, Munir, 2002, *Doktrin-Doktrin Modern Dalam Corporate Law dan Eksistensinya Dalam Hukum Indonesia*, *Cet. I*, Citra Aditya Bakti, Bandung.

__________, 2008, *Prinsip Bussines Judgment Rule,* Pustaka Yustisia, Jakarta.

Harahap, Yahya, 2021, *Hukum Perseroan Terbatas, Cet. 8,* Sinar Grafika, Jakarta.

Muhaimin, 2020, *Metode Penelitian Hukum*, Mataram University Press, Mataram.

Nadapdap, Binoto, 2020, *Hukum Perseroan Terbatas Berdasarkan Undang-Undang No. 40 Tahun 2007,* Jala Permata Aksara, Jakarta.

Nasution, Bismar, 2019, *Diktat Kuliah hukum Untuk Pembangunan Ekonomi,* USU Press, Medan.

Paryoko, Robert, 2015, *Doktrin Business Judgement Rule Aplikasinya Dalam Hukum Perusahaan Modern,* Graha Ilmu, Yogyakarta.

Sutedi, Adrian, *2015, Buku Pintar Hukum Perseroan Terbatas*, Raih Asa Sukses, Jakarta.

Sjawie, Hasbullah F., 2017, *Direksi Perseroan Terbatas Serta Pertanggungjawaban Pidana Korporasi*, Kencana, Jakarta.

Syahdeni, Sutan Remi, 2011, *Tanggung Jawab Direksi dan Komisaris*, Pustaka Yustisia, Jakarta.

Jaya, Nyoman Serikat Putra. 2018. *Hukum Dan Hukum Pidana Di Bidang Ekonomi*. Semarang: Badan Penerbit Universitas Diponegoro, Semarang.

Journal

Bewani Octavianisa, "Konsep Itikad Baik Dalam Penerapan *Business Judgment Rule* Berdasarkan Sistem hukum Perseroan Indonesia dan Malaysia", *Jurnal Ilmu Sosial dan Pendidikan*, Vol. 3 (3) November 2019, p. 183-191.

Robin, Martono Anggusti, Roida Nababan, "Penerapan Prinsip Business Judgment Rule Terhadap Direksi Yang Melakukan Kebijakan Yang Merugikan Perusahaan", *Jurnal Hukum*, Vol. 10 (01) April 2021, p. 1-14.

Sartika Nanda Lestari, "*Business Judgment Rule* sebagai *Immunity Doctrine* Bagi Direksi Badan usaha Milik Negara Di Indonesia", *Notarius,* Ed. 08 No. 2 September 2015, p. 302-315.

Chandra Hendriyani, Sam'un Jaja Raharja. 2019. "Business Agility Strategy: Peer-to-Peer Lending of Fintech Startup in the Era of Digital Finance in Indonesia." Review of Integrative Business and Economics Research 8(4): 239–46.

Depri Liber Sonata. 2014. "Metode Penelitian Hukum Normatif Dan Empiris Karakteristik Khas Dari Metode Meneliti Hukum." Fiat Justisia Jurnal Ilmu Hukum 8(1): 15–35.

Ganesh Sitaraman. 2021. "The Political Economy of the Removal Power." Harvard Law Review 134(398): 398–441.

Henny Juliani. 2016. "Pertanggungjawaban Direksi BUMN Terhadap Perbuatan Yang Mengakibatkan Kerugian Keuangan Negara." Jurnal Masalah-Masalah Hukum 45(4): 299–306. https://ejournal.undip.ac.id/index.php/mmh/article/view/13739.

Krismen, Yudi. 2014. "Pertanggungjawaban Pidana Korporasi Dalam Kejahatan Ekonomi." Jurnal Ilmu Hukum 4(1): 23–41.

Sinaga, Niru Anita. 2018. "Peranan Asas-Asas Hukum Perjanjian Dalam." Binamulia Hukum 7(2): 107–20.

Sulistiowati, Nurhasan Ismail, Paripurna, Sulastriyono. 2016. "The Values Of Pancasila In Business Activities In Indonesia (Case Studies Of Limited Liability Company And Cooperation)." Mimbar Hukum 28(1): 107–22.

Rules

Law Number 40 of 2007 concerning Limited Liability Companies.

Copyrights