

THE RESPONSIBILITY OF LEGAL OFFICERS IN OVERCOMING LEGAL PROBLEMS IN A ROTATING EQUIPMENT REPAIR AND MAINTENANCE SERVICE COMPANY

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Abstract

A Limited Liability Company is a legal entity that is not responsible for the personal property of shareholders, except as regulated in Law No. 40 of 2007 and Law No. 6 of 2023 concerning Job Creation. This study aims to analyze the responsibilities and positions of Legal Officers at PT Japa Indotama and PT Langgang Buana Perkasa using normative juridical methods. The normative approach is carried out by discussing regulatory aspects and case studies. Data were obtained through interviews and included primary, secondary, and tertiary legal materials, which were analyzed descriptively analytically. The results show that Legal Officers have an important role and require a background in legal education, but there is no special arrangement other than referring to Article 103 of Law No. 40 of 2007. It is recommended to establish special regulations to clarify the position, professionalism, and competency standards of Legal Officers.

Keywords: *Responsibility, Legal Officer, and Limited Liability Company*

Abstrak

Perseroan Terbatas merupakan badan hukum yang tidak bertanggung jawab atas harta pribadi pemegang saham, kecuali diatur dalam Undang-Undang No. 40 Tahun 2007 dan Undang-Undang No. 6 Tahun 2023 tentang Cipta Kerja. Penelitian ini bertujuan menganalisis tanggung jawab dan kedudukan Legal Officer di PT Japa Indotama dan PT Langgang Buana Perkasa menggunakan metode yuridis normatif. Pendekatan normatif dilakukan dengan membahas aspek peraturan dan studi kasus. Data diperoleh melalui wawancara dan mencakup bahan hukum primer, sekunder, dan tersier, yang dianalisis secara deskriptif analitis. Hasil menunjukkan bahwa Legal Officer memiliki peran penting dan memerlukan latar belakang pendidikan hukum, namun belum ada pengaturan khusus selain merujuk Pasal 103 UU No. 40 Tahun 2007. Disarankan untuk membentuk peraturan khusus guna memperjelas kedudukan, profesionalisme, dan standar kompetensi Legal Officer.

Kata Kunci: *Tanggung Jawab, Legal Officer, dan Perseroan Terbatas*

A. Introduction

The term "Company" emerged as a result of developments in the business world, which were then accommodated in the Commercial Law (KUHD). Although

these terms are not as clearly defined as the terms "Trader" and "Acts of Commerce," the notion of a company is allowed to evolve in line with the dynamics of the business world. Some legal experts provide views that can be used as references. Soekardono stated that the company is an economic concept that is also included in the realm of Civil Law, especially Commercial Law. Through the *Staatblad* 1938/276, this term began to be used in the context of the Commercial Law, replacing the terms merchant and commercial acts.¹

Corporate Law is a branch of law that regulates various aspects related to the legal form of a company. This is a development of several chapters in the Civil Code and the Commercial Law Code (KUHD), as well as covering other laws and regulations related to companies, including written laws that have not been codified. Along with the development of the current trading world, part of the company law consists of new regulations. If commercial law functions as a special law (*lex specialis*) against civil law (*lex generalis*), then corporate law also acts as a special law that regulates certain aspects of commercial law.²

Companies engaged in the repair and maintenance of rotating equipment are generally Limited Liability Companies and are included in the category of service companies. Rotating Equipment is a category of equipment that functions in a rotating manner, which allows the to move objects or perform a variety of other functions. This equipment is essential in various industrial processes. Examples of this rotating equipment include pumps, turbo compressors, generators, and steam turbines. Here are some implementations of rotating equipment in daily industry: (a) Oil and Gas Industry, In this sector, pumps are used to flow crude oil, compressors play a role in natural gas processing, and turbine engines are used to drive power plants; (b) Food and Beverage Industry, Pumps are applied in food processing processes, while compressors are used in food product packaging; (c) Power Generation Generators are an important component in power plants, both those based on fossil fuels and those that use renewable energy sources. This

¹ Dwi Tatak Subagiyo, Shanti Wulandari, Fries Melia Salviana, *Corporate Law*, Surabaya: PT Revka Petra Media, 2017, p. 1.

² Dhoni Martien, *Corporate Law*, Depok: PT RajaGrafindo Persada, 2023, p. 2.

equipment not only supports operational efficiency but is also a key element in maintaining a smooth production process in various industrial sectors.³

The legal arrangements regarding companies in Indonesia were first regulated in Articles 36 to 56 of the Commercial Code. In 1995, Indonesia introduced Law Number 1 of 1995 concerning Limited Liability Companies. However, since August 16, 2007, Law Number 40 of 2007 concerning Limited Liability Companies has been enforced, with Article 1, number 1 as the legal basis for limited liability companies. Any changes in this law reflected the needs and interests of the community at that time. Limited Liability Company Law Number 40 of 2007 brought a new spirit and norms, including an emphasis on corporate social responsibility. This shows that the company is not only responsible to shareholders, but also to the wider stakeholders, so the emergence of regulations regarding Corporate Social Responsibility is very relevant.⁴

Currently, the regulations related to limited liability companies refer to Article 109 of Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulations in place of Law Number 2 of 2022 concerning Job Creation into Law⁵, which several provisions in Law Number 40 of 2007 concerning Limited Liability Companies (Statute Book of the Republic of Indonesia Number 40 of 2007, Supplement to Statute Book of the Republic of Indonesia Number 4756) are amended as follows: Article 1 (1) is amended so that it reads as follows: "Limited Liability Company, hereinafter referred to as the Company, is a legal entity that is a capital partnership, established based on an agreement, carrying out business activities with authorized capital that is entirely divided into shares or individual Legal Entities that meet the criteria of Micro and Small Businesses as stipulated in the laws and regulations concerning Micro and Small Enterprises".⁶

³ "Rotating Equipment Dalam Industri: Jenis, Fungsi, Dan Aplikasinya" [https:// www.pt-stu.co.id/ rotating-equipment-dalam-industri-jenis-fungsi-dan-aplikasinya/](https://www.pt-stu.co.id/rotating-equipment-dalam-industri-jenis-fungsi-dan-aplikasinya/), diakses pada tanggal 10 Oktober 2024 pukul 00:42 WIB.

⁴ M. Teguh Pangestu, Nurul Aulia, "Hukum Perseroan Terbatas Dan Perkembangannya Di Indonesia," *Jurnal Bussiness Law Review*, Vol. 1, No. 3, April 2017.

⁵ Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation into Law, Article 109.

⁶ *Ibid.*, Article 1 Number 1.

The position of Legal Officer in a Limited Liability Company is growing along with the growth and strengthening of the company. The need for Legal Officers, which is a professionals in the legal field, is increasing. Legal Officers do not only function as subordinates to the company owner, because the PT is state-owned and has a Board of Directors appointed to manage it. The Board of Directors and Legal Officers work together synergistically to advance the company. The Legal Officer profession in a Limited Liability Company requires an in-depth understanding of the various legal issues that the company may face. Examples of such issues include a cooperation contract, where the Legal Officer must understand the basic principles of the agreement.

The Legal Officer is responsible for document management, company licensing, and handling legal issues that arise. They provide legal advice to the company's leadership based on the analysis conducted. However, the Legal Officer must not be a public lawyer. According to Jimmy Joses Sembiring in his book on Legal Officer, this position not only deals with internal company issues but also with external issues. In general, a Legal Officer acts as a legal consultant who represents the company in dealing with legal issues and managing the legality of documents owned by the company.

Regulations regarding Legal Officers do not yet exist, this is because a special law that regulates them has not been made. The rules regarding Legal Officers are only regulated in the company's internal regulations. Legal Officers serve as a protector of the company from various threats that may come from outside parties. The rules regarding Legal Officers are only contained in the company's own regulations, which are supported by Article 103 of the Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies.⁷ The article states that: "The Board of Directors may give a written power of attorney to 1 (one) or more employees of the Company or to another person for and on behalf of the Company to perform certain legal acts as described in the power of attorney". This

⁷ Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies, Article 103.

article shows that functionally, the Legal Officer is positioned as an expert staff member for the Board of Directors.⁸

PT Japa Indotama is a leading company specializing in the field of rotary equipment, turbines, pumps, and related services. PT Japa Indotama offers a comprehensive range of services, including design, installation, maintenance, and repair, tailored to meet the specific needs of clients. The Legal Officer profession at PT Japa Indotama is responsible for taking care of company licensing documents, conducting risk management, overcoming various legal problems, specifically the Legal Officer at PT Japa Indotama is responsible for reviewing several types and contents of contracts with all potential risks that may occur before the contract is signed by the board of directors. An example of a case that is handled by a Legal Officer at PT Japa Indotama is a collection that is stuck by the customer; the Legal Officer has the responsibility to send a summons to the customer, which is signed by the Legal Officer of PT Japa Indotama itself.⁹

At PT Langgang Buana Perkasa for comparison, a company engaged in ground handling (ground guard services), operating since 2008 until now, the Legal Officer at PT Langgang Buana Perkasa has the responsibility to overcome legal problems whose scope of responsibility is similar to that of the Legal Officer at PT Japa Indotama such as conducting reviews Several types and contents of contracts with all potential risks that may occur before being signed by the Board of Directors, as well as other responsibilities such as reviewing company regulations. From the above case, the scope of Legal Officers' responsibilities at PT Japa Indotama and PT Langgang Buana Perkasa have similarities and have handled everything in the company. However, there are no specific regulations that support clarity related to the Legal Officer profession in these companies. Based on the background description of this research, the author raised this journal intending to discuss the responsibilities of legal officers at PT Japa Indotama as a rotating

⁸ Asriyani Basri, Hamsir, "The Role and Responsibilities of Legal Officers," *Alauddin Law Development Journal*, Vol. 2, No. 3, November 2020, doi: <https://doi.org/10.24252/aldev.v2i3.14431>.

⁹ "PT Japa Indotama Company Profile", <https://www.japa.co.id/company-profile>, accessed on November 8, 2024 at 01.58 WIB.

equipment repair and maintenance service company compared to PT Langgang Buana Perkasa in carrying out its responsibilities such as reviewing the type and content of contracts, assisting directors in overcoming legal problems, ensuring the legality of the company update and still valid, as well as a reference in the future so that special regulations related to the Legal Officer profession can be formed.

B. Method

The research method used is normative juridical, which focuses on the analysis of legal regulations that are relevant to the problem being studied. This approach involves the study of legal norms and case studies related to the Legal Officer profession.¹⁰ The research was conducted by discussing relevant aspects of laws, theories, and legal doctrines. Interviews are also used as a tool to deepen the analysis in this study, so as to provide a comprehensive understanding of the issues being researched.

This research adopts Responsibility Theory, Legal Certainty, and Risk Management Theory to discuss the management of legal risks by Officials. The integration of these three theories provides a comprehensive framework for understanding the role of Legal Officers in minimizing risk and ensuring legal compliance.¹¹

C. Results and Discussion

Responsibilities and Implementation of Legal Officer Positions in the Company

The Company is limited as a legal entity that is not responsible for the personal property of shareholders, unless otherwise specified by applicable laws or regulations. Based on Law Number 40 of 2007 concerning Limited Liability Companies (UUPT) and Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation into Law, a company has organs regulated by law, namely the General Meeting of Shareholders (GMS), the Board of Directors, and

¹⁰ Edwards, H., 1992. The Growing Disjunction Between Legal Education and the Legal Profession. *Michigan Law Review*, 91, pp. 34-78. <https://doi.org/10.2307/1289788>.

¹¹ Ramesh, S., 2022. Risk Management and Legal Liability: Mitigating Business Risks in the Corporate Environment. *Journal of Legal Subjects*. <https://doi.org/10.55529/jls.22.29.33>.

the Board of Commissioners. In addition, the company also has various divisions in its membership structure, including the personnel division, accounting, marketing, maintenance, public relations, and legal divisions. The division that is closely related to the legal aspect is the legal division, where the individual who works in it is referred to as the Legal Officer. The role of legal officers in companies is very diverse, ranging from supervision, monitoring, problem solving, to providing legal opinions. In general, the role of a legal officer can be divided into two categories: internal and external.

- a. Internally, legal officers have a significant function because their positions are usually directly under the board of directors, making it easier for them to coordinate with other divisions within the company, such as personnel, marketing, and finance.
- b. Externally, legal officers function as a liaison in cooperation between companies and external parties, both government and private.

To ensure that all company permits are met, the legal officer is responsible for compiling a list of licenses and preparing submission documents to government agencies. In addition, when collaborating with private parties, such as business partners or vendors, legal officers must prepare cooperation contracts and supervise them. This external task requires almost all the legal skills that a legal officer possesses, including drafting letters, contracts, and legal opinions.

In large companies, the duties of a legal officer can be divided into several parts. For example, there are legal officers who are responsible for overseeing documents and permits, as well as legal officers who focus on managing legal issues, both civil and criminal. Meanwhile, in a mid-sized company, a legal officer usually handles all aspects, including paperwork and overall legal issues.¹²

PT Japa Indotama which is located at Block F2 De Prima Terra Industrial Park, Jl. Raya Sapan No.12, Tegalluar, Kec. Gedebage, Bandung Regency, West Java 40292 is a leading company specializing in the field of rotary equipment,

¹² I Made Yuda Suarmagita, Ni Luh Made Mahendrawati & I Gusti Ketut Sri Astiti, "The Position of Legal Officer in Guaranteeing the Activities of a Limited Liability Company," *Journal of Legal Analogy*, Vol. 3, No.2, September 2021. doi: <https://doi.org/10.22225/ah.3.2.2021.210-214>.

turbines, pumps, and related services. PT Japa Indotama offers a comprehensive range of services, including design, installation, maintenance, and repair, tailored to meet the specific needs of clients. The legal officer of PT Japa Indotama in the corporate organizational structure is placed in the Human Resource & General Affairs (HR & GA) department where this department is directly under the supervision of the President Director. The Legal Officer at PT Japa Indotama is responsible for overcoming all legal problems in the company. The description of the responsibilities of a legal officer was obtained from the results of an interview with Mr. Dendi Benhardi as a legal officer at PT Japa Indotama stated that the responsibility of the legal officer's responsibilities ensure that the company's legality is updated and applicable. if specifically described the responsibilities are:

1. Ensure the company's legality is updated and still valid
2. Ensure that the company implements applicable laws
3. If there is a legal problem with a third party, generally, the Legal officer will conduct deliberation first by finding a solution related to the problem being faced
4. Review several types and contents of contracts with all potential risks that may occur before the contract is signed by the board of directors.

The implementation of the responsibilities of the Legal Officer duties at PT Japa Indotama has a great impact on the company, considering that PT Japa Indotama is a middle-class company where legal problems sometimes arise. The responsibility of the Legal Officer at PT Japa Indotama is certainly very real, such as being a protector for the company if it stumbles into legal problems, taking care of all the completeness of documents, providing legal opinions to the Board of Directors so that they can be taken into consideration.

The case that has been faced by the legal officer at PT Japa Indotama as a form of responsibility and duty in assisting the directors in overcoming the company's legal problems is related to the arrears of payments by customers in 2017 where the company received a work contract for the repair of turbine engines at PT Capital Turbin Indonesia (PT CTI), in the Galangbatang area. This collaboration has several payment terms that must be made by PT Capital Turbin Indonesia to PT Japa Indotama with a payment obligation of Rp 659,143,635 (six hundred and fifty

nine million one hundred and forty-three thousand six hundred and thirty-five rupiah), but after the work carried out by PT Japa Indotama is completed, PT CTI postpones the final payment with various excuses such as incompatibility with the work and others. However, based on the results of the data from the Engineering side of PT Japa Indotama, when the minutes of the handover have been made, everything runs normally and there are no complaints. Nevertheless, PT CTI has signed the minutes of handover, which in the contract there is a work warranty. The obligation to pay the last term must still be carried out by PT CTI, and cannot make various reasons to delay payment to PT Japa Indotama.

The legal officer at PT Japa Indotama took legal steps by providing a summons letter twice with evidence that at the time of handover everything was running smoothly and had been signed by PT CTI, which then the legal officer reprimanded PT CTI to immediately pay off the payment. However, the first summons letter was not responded to by PT CTI and was only responded to after the legal officer sent a second summons letter with answers to various reasons why they delayed payment.

The legal officer at PT Japa Indotama took legal steps by providing a summons letter twice with evidence that at the time of handover everything was running smoothly and had been signed by PT CTI, which then the legal officer reprimanded PT CTI to immediately pay off the payment. However, the first summons letter was not responded to by PT CTI and was only responded to after the legal officer sent a second summons letter with answers to various reasons why they delayed payment.

PT CTI remains with the decision to postpone/not pay their obligations to PT Japa Indotama. Then the legal officer of PT Japa Indotama wants to take further legal steps by bringing this case to the Jakarta District Court because the location of the office is in Jakarta. However, with some considerations, this is not done by PT Japa Indotama in order to maintain good relations with other vendors.¹³

¹³ The results of an interview with Dendi Benhardi, *Legal Officer* of PT Japa Indotama in Bandung on November 28, 2024.

The Legal Officer at PT Japa Indotama is functionally appointed directly by the Board of Directors. The main duties of the Legal Officer include managing the legality of company documents so that they remain updated and still valid, managing company licensing, and regulating legal steps that must be taken in the event of legal problems, both civil and criminal. Legal Officer at PT Japa Indotama is a profession in the field of law that is needed by the Company. The legal relationship between the Legal Officer and PT Japa Indotama is established through an employment relationship based on an employment agreement. As when referring to article 103 of the State Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies,¹⁴ that the board of directors can give a written power of attorney to 1 employee of the company to perform certain legal acts, then the Legal officer at PT Japa Indotama is appointed directly by the board of directors.

The Legal Officer at PT Japa Indotama is placed in the Human Resource & General Affair department (hereinafter abbreviated as HR & GA) where this department is directly under the supervision of the President Director. Initially, all management of the company's licensing documents was managed by Human Resource Development (hereinafter abbreviated as HRD) in the Human Resource & General Affairs department, but as time went by and the company's legal aspects became more complex, along with the legal problems that came to the company such as one example of the chronology of the case of PT Capital Turbin Indonesia that has been discussed above, the President Director appointed one of the company's employees to acted as Legal officer on behalf of PT Japa Indotama and was placed in the Human Resource & General Affair Department.

At PT Langgang Buana Perkasa which is located at Jl. Batu Angus Sultan Babullah Airport Complex, Ternate, North Ternate District, North Maluku 97728, is a company engaged in ground handling (ground guard services), operating since 2008 until now. This company is competent in handling the needs of service users for passenger services, cargo and other related needs in each airport operating area,

¹⁴ Law Number 40 of 2007 concerning Limited Liability Companies, Article 103

this company has experience in handling aircraft, both commercial aircraft, cargo aircraft, private jet aircraft and charter aircraft.

Legal Officer at PT Langgang Buana Perkasa is appointed by the board of directors to manage the company's legal aspects, especially when there are legal problems in the company, legal officers at PT Langgang Buana Perkasa do not handle all aspects of the company's law, legal officers only handle legal aspects related to the company's interests. The description of the responsibilities of a legal officer was obtained from the results of an interview with Mrs. Susan as the Admin and Finance Station at PT Langgang Buana Perkasa who acted as an intermediary to convey information related to the responsibilities of legal officers. Mrs. Susan stated that the responsibilities of the legal officer at PT Langgang Buana Perkasa such as reviewing employment contracts, legal consultations, which, if specifically described, are the responsibilities of the legal officer at PT Langgang Buana Perkasa, namely:

1. Legal Consultation
2. As a legal corporate
3. Conduct an employment contract review
4. Manage the formal legal certificate of the company
5. Managing the legality of the company's assets

One of the cases that has been faced by *legal officers* at PT Langgang Buana Perkasa as a form of responsibility and duties in assisting the directors in overcoming corporate legal problems is employment problems. An employee of PT Langgang Buana Perkasa stopped working while he still had official ties. An official bond is an agreement between the company and an employee where the company has provided licensed education and training, where the entire cost of education is borne by the company.

For the company's sacrifice, employees are required to continue working at PT Langgang Buana Perkasa until the service bond period is over. For the employee's non-compliance with the service bond agreement. The company's legal attorney or legal officer has filed a summons to the employee to return to work or pay compensation for education fees that have been incurred by the company. In

the end, the employee compensates the company by returning the full tuition fees. PT Langgang Buana Perkasa in resolving legal problems in the company by doing two ways, namely, family settlement and formal legal settlement, namely through the court.¹⁵

The legal officer at PT Langgang Buana Perkasa is appointed by the board of directors to manage the legal aspects of the company, as when referring to article 103 of the State Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies¹⁶, that the board of directors can give a written power of attorney to 1 employee of the company to perform certain legal acts, then the Legal officer at PT Langgang Buana Perkasa is appointed by the board of directors to manage the legal aspects of the company, especially if There are legal problems.

The legal relationship between the Legal Officer and PT Langgang Buana Perkasa is established through an employment relationship based on an employment agreement, but the position of the legal officer is not permanent or with a specific employment contract so that it is not part of the company's standard organizational structure. In this case, it means that the position of legal officer is based on a certain Time Work Agreement as stipulated in Article 56 paragraph (2) and paragraph (3) of Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation into Law,¹⁷ in Chapter IV concerning Manpower. In the Labor Law, employment agreements are divided into two categories, namely Fixed-Time Work Agreements and Indefinite Time Work Agreements. PKWT is used to establish a working relationship for a certain time or for a certain type of work, while PKWTT refers to a permanent employment relationship. Although both types of agreements are legally recognized, the implementation of PKWT is more common and effective for employers in managing their costs and labor.¹⁸

¹⁵ Hasil wawancara dengan Susanti Abd Mutalib, *Admin dan Finance Station* PT Langgang Buana Perkasa di Ternate pada tanggal 11 Desember 2024.

¹⁶Law Number 40 of 2007 concerning Limited Liability Companies, Article 103.

¹⁷ Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation into Law. Article 56 paragraph (2) and paragraph (3).

¹⁸ Christine Octavia S, Gunardi Lie, "A Juridical Review of Continuously Employed Pkwt Workers," *Journal of Social Humanities Sigli (JSH)* Vol. 6, No. 2, December 2023. Doi: <https://doi.org/10.47647/jsh.v6i2.2032>.

Legal Officer's Responsibilities in Assisting the Board of Directors to Overcome Legal Problems at PT Japa Indotama Compared to PT Langgang Buana Perkasa

Referring to Article 103 of Law Number 40 of 2007 concerning Limited Liability Companies,¹⁹ the scope of duties of a Legal Officer is determined by a Special Power of Attorney (SKK) given by the leadership. If a Legal Officer acts outside the provisions stated in the Special Power of Attorney (SKK), then the Legal Officer will be responsible for his actions. The main responsibility of a Legal Officer is to assist the Board of Directors in running the Company.²⁰ However, according to the author, in a medium-scale company such as PT Japa Indotama, Legal Officers do not always rely on a Special Power of Attorney (SKK) for each task, although in certain cases such as summonses to PT Capital Turbin Indonesia Special Power of Attorney is used. The responsibility of the Legal Officer has become part of his routine duties, such as ensuring that the company's legality remains up-to-date and under applicable laws, as well as assisting the board of directors in overcoming legal problems. If there are legal problems that occur, such as cases of breach of business contracts with third parties, the Legal Officer can take technical steps such as sending a summons.

The responsibilities of the Legal Officer can be regulated in the Company's Regulations. Regarding the Company Regulation itself, it is regulated in Article 1 Number (20) of Law Number 13 of 2003 concerning Manpower.²¹ which defines company regulations as written rules for working conditions and rules. However, according to the author, in a medium-scale company such as PT Japa Indotama, the Legal Officer's responsibilities are often implied from the employment contract or the director's instructions, not always listed in the company's regulations, such as ensuring the company's up-to-date legality, ensuring that the company implements applicable laws, conducting deliberations to resolve disputes in the event of legal problems with third parties and reviewing employment contracts, without any

¹⁹ Law Number 40 of 2007 concerning Limited Liability Companies, Article 103.

²⁰ Asriyani Basri, Hamsir, *Loc. Cit.*

²¹ Law Number 13 of 2003 concerning Manpower, Article 1 paragraph (20).

special provisions in the company's regulations. Meanwhile, at PT Langgang Buana Perkasa, tasks such as legal advice, as a corporate legal, review of employment contracts, formal legal management of company certificates and management of asset legality also appear to be part of the implied authority of the employment contract, which shows that in medium-sized companies, company regulations rarely regulate the responsibilities of Legal Officers in detail, more often relying on employment contracts or instructions of the board of directors.

Legal Officers at PT Japa Indotama and PT Langgang Buana Perkasa in addition to acting as Legal Consultants must also understand the basics of various problems that may be faced by the company. One example of such a problem is a cooperation contract, where the Legal Officer needs to understand what the basis of the agreement is. The definition of an agreement contained in Article 1313 of the Civil Code²² explains in a "simple" manner the meaning of an agreement, which describes the existence of two parties who are bound by each other. Although this understanding is not entirely complete, it is clear in this sense that in the agreement there is a binding party to the other.²³ Article 1320 of the Civil Code stipulates that in order for an agreement to be considered valid, it must meet four conditions, namely:²⁴

1. There is an agreement between the parties;
2. Ability to make a deal;
3. The agreement must be about a specific matter and
4. There must be a legal cause that is halal.

PT Japa Indotama's Legal Officer is responsible for ensuring that the company implements applicable laws due to the continuous development of the times to encourage to update regulations in Indonesia to be more relevant and in accordance with the needs of the community and the dynamics of the changing

²² Civil Code, Article 1313.

²³ Eko Rial Nugroho, *Preparation of Conventional and Sharia Contracts Under Hand*, Depok: PT RajaGrafindo Persada, 2021, p. 2.

²⁴ Civil Code, Article 1320.

business environment.²⁵ He is also responsible for ensuring that the company's legality is still updated and still valid by referring to existing laws and regulations, as stipulated in Law Number 40 of 2007 concerning Limited Liability Companies, along with Law of the Republic of Indonesia Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation into Law. The Legal Officer conducts deliberation first to resolve disputes if there is a legal problem with a third party and reviews the employment contract before it is signed by the board of directors although not all employment contracts fully involve legal officers, but this shows the responsibility of the legal officer's duties in assisting the directors.

The cases faced by legal officers are related to contracts. Contracts, which in English are called contracts and in Dutch are called *overeenkomsten*, are commonly known as agreements. A contract is an event in which two or more people promise each other to do or not to do a certain act. The parties who have agreed (*consensus*) to bind themselves in an agreement on the matters agreed upon must abide by the content of the agreement (not breach the promise), because the agreement creates a legal relationship. Contracts or agreements made will give rise to rights and obligations for the parties involved. Thus, the legal contract made becomes a formal legal source for the parties.

Contract law is a legal rule that has a very important role in business legal relationships, especially for business actors. Today, almost all business activities that involve entrepreneurs in the exchange of their interests are based on contracts. Therefore, contracts have a wide range, encompassing various relationships in society, especially between entrepreneurs, which give rise to rights and obligations in order to provide legal certainty during the business process and achieve the main goal, which is to make a profit.²⁶

Dispute resolution in the field of business contracts carried out by parties outside of court is increasingly becoming a popular choice among the public.

²⁵ Dira Putri Widyari, Rizka, "Comparative Juridical Analysis of the Provisions for the Establishment of Limited Liability Companies in the Job Creation Law and the Limited Liability Company Law in Indonesia," *Scientific Journal of Law Enforcement*, Vol. 11, No. 1, June 2024. doi: 10.31289/jiph.v11i1.11266.

²⁶ Ramziati, Sulaiman, Jumadiah, *Business Contracts*, Lhokseumawe: Unimal Press, 2019, p. 1.

Disputes in business activities are very likely to occur, although they are undesirable because they can result in losses for all parties involved, both right and wrong. Therefore, it is important to avoid business disputes in order to maintain a good reputation and relationship in the future. However, often disputes are unavoidable due to differences in perception, violations of laws, defaults, conflicts of interest, and other factors.²⁷

The dispute that occurred between PT Japa Indotama and PT Capital Turbin Indonesia was included in the category of breach of cooperation contract or business contract carried out by PT Capital Turbin Indonesia. Default is a term in civil law that means breach of promise or non-fulfillment of obligations, and is regulated in Book III of the BW. The default must be based on the existence of an agreement, whether made orally or in writing, including an agreement under hand or an authentic deed. A person cannot be considered a default if he is not bound by a contractual relationship. Contracts contain promises, and those promises give rise to obligations. Parties who are aggrieved by the non-fulfillment of an achievement have the right to file a civil lawsuit. Related to contracts, it does not always lead to default; If the contract is made with deceptive words or uses deception, it can result in fraud.²⁸ According to Subekti, default (negligence or forgetfulness) committed by a debtor can be categorized into four types, namely:

- a. Not doing what has been agreed to be done;
- b. Carrying out what was promised, but not by the promised provisions;
- c. Doing what was promised, but with delay;
- d. Doing something that is prohibited by the agreement

According to M. Yahya Harahap, default is generally defined as "the implementation of obligations that are not timely or carried out inappropriately." A debtor is considered to be in a state of default if he is negligent in carrying out the performance that has been agreed in the agreement, so that he is delayed from the specified schedule, or if the performance is not carried out properly. In the

²⁷ Ibid., p. 123.

²⁸ Yahman, *Characteristics of Default and Fraud Crimes Born from Contractual Relationships*, Jakarta: Prenadamedia Group, 2014, p. 23.

discussion of "default," we cannot ignore the concepts of "negligent statement" (*ingebrekke stelling*) and "negligence" (*verzuim*). The consequence of a default is the obligation for the debtor to pay damages, and if one party defaults, the other party has the right to demand the cancellation of the contract or agreement.²⁹

The legal problems faced by the legal officer of PT Langgang Buana Perkasa are in the category of Default of service bonds. An official bond agreement is a type of civil agreement that generally refers to the provisions of the agreement in the *Burgerlijke Wetboek* (BW), specifically Article 1320.³⁰ Article 1338,³¹ and Article 1603.³² This means that the service bond agreement is under the provisions of the Civil Code (BW) and is not bound by the provisions of Law Number 13 of 2003 concerning Manpower, as stipulated in the provisions of Chapter I, which includes Article 50³³ to Article 67.³⁴

Thus, it is clearer the legal position of the service bond agreement concerning the labor law, that this agreement does not stand outside the realm of labor law. In other words, its position is in the field of civil agreement law in general. Therefore, the settlement of disputes arising from disputes over service bond agreements is the absolute authority of the district court, not the industrial relations court.³⁵ So that the settlement that can be done by the Legal Officer of PT Langgang Buana Perkasa is correct by giving a summons to the employee to return to work or pay compensation for education fees that have been incurred by the company when referring to the provisions of the Civil Code.

The dispute settlement at PT Japa Indotama was carried out by not continuing the legal process in order to maintain good relations with other vendors, reflecting the deliberation approach after the Legal Officer sent a summons based on a Special Power of Attorney (SKK) in the case of a business contract default with PT Capital Turbin Indonesia. Meanwhile, at PT Langgang Buana Perkasa, the Legal Officer

²⁹ *Ibid.*, pp. 82-83.

³⁰ Civil Code, Article 1320.

³¹ *Ibid.*, Article 1338.

³² *Ibid.*, Article 1603.

³³ Law Number 13 of 2003 concerning Manpower, Article 50.

³⁴ *Ibid.*, Article 67.

³⁵ Mawar Sitohang, "The Legal Position of Service Bond Agreements in the Manpower Law," *Legal Journal*, Vol. 5, No. 3, December 2019. doi: <https://doi.org/10.33541/JtVol5Iss2pp102>.

faces a default of official bonds when an employee stops working while still having an official bond, even though the company has borne the cost of licensed education. The Legal Officer sends a summons to the employee to return to work or pay for the tuition fees, which are eventually paid in full, resolving the dispute without a trial. This comparison shows that the Legal Officer of PT Japa Indotama prioritizes external relations with a peaceful approach, while the Legal Officer of PT Langgang Buana Perkasa enforces the internal obligations of employees until a settlement is reached, even though both start with a summons.

Problems of Special Regulations for the Legal Officer Profession and the Implementation of Legal Officer Positions at PT Japa Indotama Compared to PT Langgang Buana Perkasa

1. Legal Officer Regulation in the UUPT

The dynamic development of business in Indonesia, together with both domestic and foreign investment interactions, encourages the formation of regulations that can accommodate and legitimize more modern business activities. Prior to the establishment of Law Number 40 of 2007 concerning Limited Liability Companies, Law Number 1 of 1995 concerning Limited Liability Companies was enacted which was not considered sufficient to regulate in accordance with these developments. Therefore, on August 16, 2007, the government and the House of Representatives agreed to replace the law with Law Number 40 of 2007 concerning Limited Liability Companies. As a new law that replaces the old one, Law Number 40 of 2007 aims to fill the existing shortcomings, accommodate the dynamics of business activities, provide flexibility in various aspects, and maintain previous regulations that are still relevant to Limited Liability Companies and their activities.³⁶

Regulations regarding Legal Officers do not yet exist, this is because a special law that regulates them has not been made, as this profession is usually regulated in the company's internal regulations. The rules regarding legal officers contained

³⁶ Syahrullah & Nasrullah, "The History of the Development of Limited Liability Companies in Indonesia," *Fundamental: Legal Scientific Journal*, Vol. 9, No. 1, June 2020. doi: <https://doi.org/10.34304/fundamental.v1i1.14>.

in the company's regulations are supported by the provisions in Article 103 of the Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies. The article states that: "The Board of Directors may give a written power of attorney to 1 (one) or more employees of the Company or to another person for and on behalf of the Company to perform certain legal acts as described in the power of attorney."³⁷ From this article, it can be concluded that the legal officer is an expert staff member for the Board of Directors in the company.³⁸

2. Legal Officer Professional Regulations in the Manpower Law

The position of Legal Officer in a company has a very important role. Functionally, the Legal Officer is under the Board of Directors. The main duties of the Legal Officer include the management of various legal affairs of the company, including documents, permits, and legal steps that must be taken in the event of legal issues, both civil and criminal. Legal Officer can be considered a profession. However, this profession is more appropriately categorized as a general profession. The legal relationship between the Legal Officer and the company is established through an employment relationship based on an employment agreement.³⁹ This is based on the provisions of Law Number 13 of 2003 concerning Manpower, Article 1 paragraph (2), which reads: "Labor is every person who can do work to produce goods and/or services both to meet their own needs and for the community."⁴⁰

Any individual who can perform work that produces goods and/or services, either to meet personal needs or for society, including those who work by receiving wages or other forms of rewards, as well as those who work independently without remuneration. The workforce consists of civil servants, formal workers, informal workers, and people who have not worked or are unemployed. Thus, the definition of labor is broader than the terms worker or laborer.⁴¹

³⁷ Law of the Republic of Indonesia Number 40 of 2007 concerning Limited Liability Companies, Article 103.

³⁸ Asriyani Basri & Hamsir, *Loc. Cit.*

³⁹ I Made Yuda Suarmagita, Ni Luh Made Mahendrawati & I Gusti Ketut Sri Astiti, *Loc. Cit.*

⁴⁰ Law of the Republic of Indonesia Number 13 of 2003 concerning Manpower, Article 1 Paragraph (2).

⁴¹ San Mikael Sinambela, dkk, "Perkembangan dan Dinamika Hukum Ketenagakerjaan di Indonesia," *Jurnal Ilmu Hukum dan Sosial*, Vol. 2, No. 1, Februari 2024. Doi: <https://doi.org/10.51903/hakim.v2i1.1539>.

The author's idea in raising regulatory issues related to legal officers refers to article 103 of Law Number 40 of 2007 concerning Limited Liability Companies.⁴² Legal Officer can be considered a profession. However, this profession can also be categorized as a general profession. The legal relationship between the Legal Officer and the company is established through an employment relationship based on an employment agreement.⁴³ However, Legal officer is a profession that requires qualifications from graduates of the Faculty of Law. A background in legal education is an absolute requirement to carry out his profession.

Professions related to the field of law are known as legal profession groups. The existence of this profession has a closely related impact on people's lives. According to Harold Titus, "legal scholars organized civilization for all of us," which suggests that the progress or decline of human civilization was greatly influenced by the contributions of legal scholars. Article 103 of Law Number 40 of 2007 concerning Limited Liability Companies⁴⁴ does not provide for any regulation on the responsibilities of legal officers. So in this case, the author proposes the existence of Article 103 letter A related to the need for legal officer responsibility in terms of an agreement so that there are no errors in writing standard clauses, or the responsibility of the legal officer in the event that if he commits negligence, what sanctions can be given, either civil sanctions or criminal sanctions.

The legal relationship between the Legal Officer and PT Japa Indotama is established through an employment relationship based on an employment agreement. The President Director appoints or authorizes one of the company's employees to act as a Legal officer on behalf of PT Japa Indotama and is placed in the Human Resource & General Affair Department. The granting of power of attorney must pay attention to the provisions contained in Article 1320 of the Criminal Code,⁴⁵ which regulates the validity of an agreement. The phrase "for and on behalf of" is always included in the power of attorney agreement, which indicates that in the grant of power of attorney there appears a representative

⁴² Law Number 40 of 2007 concerning Limited Liability Companies, Article 103.

⁴³ I Made Yuda Suarmagita, Ni Luh Made Mahendrawati & I Gusti Ketut Sri Astiti, *Loc. Cit.*

⁴⁴ Law Number 40 of 2007 concerning Limited Liability Companies, Article 103.

⁴⁵ Civil Code, Article 1320.

function of the power of attorney to the power of attorney. This representation does not only come from the granting of power of attorney or agreement, but can also be sourced from the provisions of the Law.⁴⁶

While the legal relationship between the Legal Officer and PT Langgang Buana Perkasa is established through an employment relationship based on an employment agreement, but the position of the legal officer is not permanent or with a certain employment contract so that it is not part of the company's standard organizational structure. With the emergence of the concept of omnibus law through Law Number 6 of 2023 concerning the Stipulation of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation into Law (called the Job Creation Law), regulations regarding Fixed-Time Work Agreements (PKWT) have also changed. In the Manpower Law, PKWT is regulated from Article 56⁴⁷ to Article 61,⁴⁸ while in the Job Creation Law, PKWT is regulated in Chapter IV of Manpower. Government Regulation Number 35 of 2021 concerning Fixed-Time Work Agreements, Outsourcing, Working Time and Rest Time, and Termination of Employment also regulates Fixed-Time Work Agreements (PKWT), in Article 6. The Legal Officer of PT Langgang Buana Perkasa handles legal consultation, asset legality management, employment contract review, and default of service bonds based on the Fixed-Time Work Agreement (PKWT), showing a flexible but vulnerable position due to the temporary nature of the contract and the absence of a permanent position in the company's organizational structure.

An employment agreement is a derivative of an agreement in general, where each agreement has specific characteristics that distinguish it from other types of agreements. Nonetheless, all types of agreements have universally shared general provisions, including legal principles, the validity of the agreement, and the subject and object of the agreement. The terms and conditions in the agreement formed by

⁴⁶ Rifardi Raihan Dafa, Isis Ikhwanasyah and Deviana Yuanitasari, "The Legal Position of Branch Office Leaders in Representing Limited Liability Companies in Court is Associated with Law Number 40 of 2007 concerning Limited Liability Companies," *Jurnal Iblam*, Vol. 02, No. 03, September 2022. doi: <https://doi.org/10.52249/ilr.v2i3.97>.

⁴⁷ Law Number 13 of 2003 concerning Manpower, Article 56.

⁴⁸ *Ibid.*, Article 61.

the parties include the rights and obligations of each party that must be fulfilled. In this case, there is the principle of "freedom of contract", which indicates the extent to which the parties can make agreements, what types of relationships are established between them in the agreement, and the extent to which the law regulates the relationship between the parties. Furthermore, the meaning of the Employment Agreement is regulated in Article 1, Number 14⁴⁹ of the Manpower Law, PKWT is designed to protect workers, with the consideration that the appointment of labor through the PKWT agreement may not be carried out for work that is continuous or permanent in a business entity.

Article 59, paragraph 1 of the Employment Law stipulates⁵⁰ that the categories of work for a Fixed Time Work Agreement (hereinafter referred to as PKWT) are as follows:

1. One-time or temporary work
2. The work is expected to be completed in a short time, with a maximum limit of three years
3. Jobs that have a seasonal nature; or
4. Work related to new products, new activities, or additional products that are still in the experimental stage.

The employment agreement contains the points related to the agreed work, and must be in accordance with regulations, decency, and public order. The content of the employment agreement includes the rights and obligations of workers and employers in the implementation of work and wage payments. One party's obligations are often related to the rights of the other party. The employment relationship between employers and workers is formed after an agreement in the employment agreement.⁵¹

⁴⁹ Law Number 13 of 2003 concerning Manpower, Article 1 Paragraph (14).

⁵⁰ *Ibid.*, Article 59 Paragraph (1)

⁵¹ Yudith Iela, Adonia Ivonne Laturette, Sarah Selfina Kuahaty, "The Application of the Fixed-Time Work Agreement System in the Perspective of Indonesian Positive Law," *Pattimura Journal of Master's Law Review*, Vol. 4, No. 2, July 2024. doi: 10.47268/pamali.v4i2.2144.

D. Conclusion

The scope of a Legal Officer's duties is determined by a Special Power of Attorney from the leadership, and they are liable if they act outside of those provisions. Their main responsibility is to help with the direction of running the company, which varies according to the size of the company. In mid-range companies such as PT Japa Indotama and PT Langgang Buana Perkasa, the responsibilities of the Legal Officer include understanding legal issues, reviewing contracts, and ensuring compliance with regulations. Legal Officers at PT Japa Indotama are placed in the HR & GA department, while at PT Langgang Buana Perkasa, their positions are contractual and non-permanent. All legal affairs are left to them to ensure an efficient process.

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Interview

Hasil wawancara dengan Dendi Benhardi, Legal Officer PT Japa Indotama di Bandung pada tanggal 28 November 2024.

Hasil wawancara dengan Susanti Abd Mutalib, Admin dan Finance Station PT Langgang Buana Perkasa di Ternate pada tanggal 11 Desember 2024.



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