

E-Proxy Implementation in General Meeting of Shareholders for Public Companies in the Pandemic Era Covid-19

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Abstract--*The Financial Services Authority (FSA) has issued a policy for public companies that will hold a General Meeting of Shareholders (GMS). This was done as an impact on Covid-19 Pandemic in terms of e-proxy or electronic authorization. The FSA policy addresses problems for shareholders that cannot attend the meeting due to the State's policy on social and physical distancing. In the concept of general civil law, the Power of Attorney may be verbal, such as requesting people to sign their name on a document, or it may be done in writing. In its development, this authorization was carried out electronically conducted, including in a GMS called e-proxy. Therefore, this paper aims to review and address legal issues relating to the application of e-proxy in the GMS using the normative judicial method. It described the basis of the statutory approach as stated in article 1792 of the Civil Code: "Power of Attorney is written authorization to represent or act on another's behalf in private affairs, business or some other legal matter". One of the matters in public company activities is the General Meeting of Shareholders. Those entitled to attend are shareholder, or the representatives.*

Keywords- *E-Proxy Implementation; General Meeting of Shareholders; Public Companies; Pandemic Era Covid-19.*

I. INTRODUCTION

Based on Government Regulation Number 21 of 2020 concerning Large-Scale Social Restrictions in the Context of Accelerating Handling of Corona Virus Disease 2019 (Covid-19). The determination of the status of Large-Scale Social Restrictions further reinforces the prohibition of the community from carrying out activities that involve large numbers of people. In company law, such restrictions have an impact on the holding of company shareholders' meetings. The holding of a General Meeting of Shareholders (GMS), let alone an public company allows hundreds of shareholders to attend. The government's policy regarding the existence of social distancing and physical distancing does not make it possible for public company to hold a GMS conventionally and for shareholders to attend a conventional GMS, as referred to in Article 76 of Law Number 40 of 2007 concerning Limited Liability Companies.

Based on Article 77 paragraph (1) of the Law Number 40 of 2007 concerning Limited Liability Companies, which states that "Apart from organizing a GMS as referred to in Article 76, a GMS can also be conducted through teleconferencing, video conferencing, or other electronic media facilities that allow all GMS participants to see and hear one another directly. and participate in meetings". In connection with the GMS electronically, a notary's role is also needed in preparing the minutes, because the legal force in the GMS minutes is determined by the existence of a deed. The power of the Minutes of the GMS has juridical power, when the resolution of the GMS is written by a notary in the form of a deed, either in the form of deed of relaas or in the form of deed of party. [1]

Apart from that, the presence of shareholders at the GMS is very important, because it will determine the validity of the GMS quorum, both electronically and conventionally. According to M. Yahya Harahap; the word 'possible' in Article 77 of the Law Number 40 of 2007 concerning Limited Liability Companies is imperative, meaning that it cannot be ruled out or violated.[2] attendance quorum of participants must be fulfilled. As for the quorum size for attendance and decision making in this online GMS, it is no different from an ordinary GMS (not online), which refers to Article 86, Article 88 and Article 89 of the Law Number 40 of 2007 concerning Limited Liability Companies. Shareholders who are unable to attend the GMS may represent other parties. Pursuant to Article 85 (1) Of the Law Number 40 of 2007 concerning Limited Liability Companies, Company Law Shareholders, either individually or represented based on a power of attorney, are entitled to attend the GMS and exercise their voting rights in accordance with the number of shares they own. During the Covid-19 pandemic, the power of attorney mechanism, which has been carried out conventionally, will make it difficult for shareholders to implement it.

Based on Financial Services Authority Regulation Number 15/ FSAR /04/2020 and Financial Services Authority Regulation Number 16/ FSAR /04/2020, the GMS of Public Companies

can be held through a mechanism called e-proxy. Does holding a GMS through an e-proxy system mean the same as holding an online GMS via teleconference or video conference as referred to in the Law Number 40 of 2007 concerning Limited Liability Companies? Basically, e-proxy is only to facilitate shareholders to represent other parties electronically in the GMS, so that the formal requirements for implementing this e-GMS are that all GMS participants must be able to see and hear directly and be able to participate directly in meetings, can be fulfilled.

According to the draft Financial Services Authority Regulation Financial Services Authority Regulation on the Second Amendment to FSA Regulation Number 32/FSAR.04/2014 Concerning Plans and Implementation of General Meeting of Shareholders of Public Companies, E-Proxy Platform is a platform for delegation of power and voting rights from Shareholders to Electronic Proxy for the purposes of the General Meeting of Shareholders.

Article 23 paragraph (1) of the Financial Services Authority Regulation Number 15/FSAR/.04/2020 Shareholders, either alone or represented by power of attorney, are entitled to attend the GMS. Furthermore, according to Article 27 of the Financial Services Authority Regulation Number 15/FSAR/.04/2020 Public Companies are required to provide an alternative authorization electronically for shareholders to attend and vote at the GMS. Authorization can be done by shareholders electronically through the e-GMS provided by the e-GMS Provider or the system provided by the Public Company.

II. PROBLEMS

Based on the background as mentioned above, the following problems can be formulated; how is the implementation of the e-proxy in the GMS electronically and to what extent is the legal validity of the e-proxy in determining the Company's policy through the e-GMS.

III. RESEARCH METHOD

This research is a normative (doctrinal) law research, which focuses on secondary data. Using a statutory approach (statute approach), namely an approach using legislation and regulations[3] and a conceptual approach[4]. This study aims to determine how the implementation of the e-proxy in the GMS electronically and to what extent the legal validity of the e-proxy in determining the Company's policy through the e-GMS.

IV. DISCUSSION

A. Implementation of E-Proxy at the GMS of Public Limited Company.

According to Article 77 paragraph (1) of the Company Law, "Apart from organizing the GMS as referred to in Article 76, the GMS can also be conducted through teleconferencing media, video conferences or other electronic media means that allow all GMS participants to see and hear one another directly and participate in meetings." The provisions regarding changes in the mechanism of the GMS are a form of change in the legal culture in the business sector, including corporate activities. The definition of electronic media is video conferencing, more specifically it is Video Conference. "Teleconference: meeting conducted by use of telephones or cell phones without requiring attendees to be physically present in the same physical area. Teleconference are usually of a business nature and may require a facilitator or party leader to lead the meeting, They are useful for companies operating in multiple locations or in various countries where not all members can be physically present in the same location".[5]

A teleconference can be defined as a meeting held using a fixed telephone or cellular telephone which does not require participants to be physically present at the same meeting place. Teleconferences are commonly used in business matters and use a facilitator or meeting leader. This teleconference is very useful for companies operating in several places in various countries where not all participants can physically attend the same place.[6]

According to Financial Services Authority Regulation Number 15/.4/FSAR/2020, the Electronic GMS Organizing System, hereinafter referred to as e-GMS, is an electronic system or means used to support the provision of information, implementation and reporting of the GMS of Public Companies. The presence of shareholders is important in the GMS, both conventionally and electronically (on line). The majority of shareholders in PT. Open is a foreign investor, so an institution granting power of attorney in the GMS mechanism is needed. According to Article 85 (1) Company Law, Shareholders, either individually or represented by virtue of a power of attorney, are entitled to attend the GMS and exercise their voting rights in accordance with the number of shares they own.

The concept of power of attorney adopted in this Company Law is based on the power of attorney derived from the term *Lastgeving* which is regulated in the Civil Code. According to R Subekti and R Tjitrosudibio, the term *lastgeving* as referred to in Article 1792 of the Civil Code, is translated by the

term "power of attorney ", which is an agreement whereby one person gives power to another, who receives it for and on his behalf, carries out an affair.

The word "agreement" indicates that the power of attorney adheres to the concept of agreement (lastgeving), in which the provisions of the legal terms of an agreement and fundamental legal principles, such as: the principle of consensualism, the principle of freedom of contract and the principle of binding force, apply to the agreement of power of attorney. The word "for and on behalf of" is interpreted that in the agreement of power of attorney always gives birth to representatives, which has the result that the lastgeving provisions apply to the power of attorney to give birth to representatives (volmacht). In implementative manner, the power of attorney (lastgeving) at the GMS is further regulated in the Financial Services Authority Regulation.[7]

Based on Article 27 of Regulation of the Financial Services Authority Number 15/4/FSAR/2020, Public Companies are required to provide an alternative authorization electronically for shareholders to attend and vote at the GMS. Furthermore, Article 28 of the Financial Services Authority Regulation Number 15/4/FSAR/2020, stipulates that shareholders can authorize other parties to represent them to attend and / or vote at the GMS in accordance with the provisions of laws and regulations. The power of attorney can be done electronically through the e-GMS provided by the e-GMS Provider or by a system provided by a Public Company, which must be done no later than 1 (one) working day prior to the holding of the GMS. Shareholders can include their voting choices on each agenda in giving power of attorney electronically.

According to IDX Evaluation Director I Gede Nyoman Yetna, electronic GMS (e-GMS) is followed by electronic proxy (e-proxy) and electronic voting (e-voting). Through e-proxy, shareholders can authorize a third party electronically to represent them at the GMS. "So, there are several parties that can be given the power specified in this regulation. They replace the position of shareholders,".[8]

In order to support the implementation of government policies related to Large-Scale Social Restrictions in the face of the Covid-19 pandemic and social distancing policies, Indonesia Central Securities Depository (ICSD) has accelerated the realization of the use of an electronic proxy (e-Proxy) platform called eASY.ICSD since April 20 2020. eASY.ICSD is a system used by shareholders to grant power electronically to other parties to attend the General Meeting of Shareholders (GMS). As of May 18, 2020, 13 GMS and 4 EGMS from 13

Issuers have been held using eASY.ICSD which are running well.[9]

To implement the Electronic Shareholders General Meeting Implementation System (e-GMS), FSA has determined that one of the providers of the e-GMS organizing system is the Indonesia Central Securities Depository (ICSD). Shareholders can authorize their representatives to attend the GMS to several parties, including the independent power of attorney provided by the Issuer, the Participant's attorney who is a Securities Company or Custodian Bank administering the Securities Accounts of shareholders or individual proxies, namely parties appointed by themselves. shareholders.

Nailin Ni'mah,[11] explained that the e-GMS implementation system is an electronic system or means used to support the provision of information, implementation and reporting of the GMS of a public company. There are two parts to the implementation of e-GMS, namely e-proxy and e-voting.[10]

Based on Financial Services Authority Regulation Number 15/4/FSAR/2020, e-GMS can be implemented using a system provided by an e-GMS provider or a public company. The e-GMS provider is a depository and settlement institution appointed by FSA and other parties approved by FSA with the conditions that it must be a legal entity in Indonesia and domiciled in the territory of Indonesia. The obligations of the e-GMS provider are to register as an organizer of an electronic system, provide access rights to e-GMS users to be able to access e-GMS, have and establish standard operating procedures for implementing e-GMS electronically, ensure the implementation of e-GMS electronically, ensure security and reliability of e-GMS, informing users when there are changes or system developments including the addition of e-GMS service features.

The e-GMS provider must provide an audit trail record of all data processing at the e-GMS for the purposes of supervision, law enforcement, dispute resolution, verification and testing. E-GMS providers are required to have and place replacement facilities for data centers and disaster recovery centers related to the implementation of e-GMS in the territory of Indonesia in a safe place and separate from the main data center. E-GMS providers are required to meet the minimum standards for information technology systems, information technology security, system disruptions and failures, and transfer of information technology system management. The e-GMS provider is required to store every data on the implementation of the GMS electronically. And, the e-GMS provider is responsible for all losses arising from errors and omissions in providing and managing e-GMS.

Representative of the Securities Administration Bureau (SAB), Ester Agung Setiawati, said that for a public company that wants to organize itself, the system must have features that display the rules and regulations, GMS materials, the agenda of the GMS required to make decisions. Then, the e-GMS system also allows all GMS participants to participate and interact in the GMS. Then, there is also the GMS attendance quorum counting feature, vote counting including if there is more than 1 share classification, recording all interactions in the GMS in the form of audio, visual, audio-visual or non-visual electronic recording, and an electronic power of attorney feature.

One of the e-GMS providers is a depository and settlement institution appointed by the FSA, in this case ICSD. To implement e-proxy, ICSD issues eASY.ICSD which can be accessed by shareholders and individual representatives by logging in through the ICSD AKSes website (<https://akses.KSEI.co.id>).

By logging into the ICSD AKSes website, shareholders can access eASY.ICSD on the available menu without having to re-login to eASY.ICSD. For now, the use of eASY.ICSD is specifically for domestic individual investors. Other eASY.ICSD users include Issuers, Securities Administration Agencies, Securities Companies, and Custodian Banks. They take advantage of eASY.ICSD in interacting on an integrated platform to operate the GMS activities, starting from announcements and summons of the GMS by the Issuer, granting power of attorney from shareholders or through Securities Companies and Custodian Banks, the registration process before holding the GMS by Issuers assisted by BAE, calculation of voting results, up to the summary report of the GMS which will be uploaded by the Issuer. ICSD President Director Uriep Budhi Prasetyo said, "The implementation of eASY.ICSD is expected to be able to increase participation in the GMS, especially in Indonesia as an archipelagic country with investors domiciled in several regions, both domestic and overseas.[11] Technically, eASY.ICSD is used in 4 (four) stages, namely:

First; In the GMS Announcement stage, the Issuer can input activity data, information on the GMS agenda and other supporting documents. On the announcement date, the Issuer can send an announcement via automatic email to the list of names of recipients of the GMS information according to the Shareholders Register on a predetermined date. Issuer can appoint parties to be the recipient of an independent representative. When the announcement of the GMS, based on Article 14 of the Financial Services Authority Regulation Number 15/4/FSAR/2020, the Public Company must announce the GMS to shareholders no later than 14 (fourteen) days before the invitation to the

GMS, excluding the announcement date and date. summons.

Second: Summons to the GMS, according to Article 17 of FSA Regulation Number 15 / .4 / FSAR / 2020, the Public Company is obliged to call the shareholders no later than 21 (twenty one) days before the date of the GMS, excluding the date of the invitation and the date of holding of the GMS. At the Summons to the GMS stage, the Issuer may call through the platform and must upload the meeting agenda in 2 (two) languages, Indonesian and English. Automatic email can be sent back to the list of shareholders who have email and are registered in ICSD AKSes.

Article 27 of the Financial Services Authority Regulation Number 15 / .4 / FSAR / 2020, Public Companies are required to provide an alternative to granting power of attorney electronically for shareholders to attend and vote at the GMS. Authorization may be granted by shareholders electronically through the e-GMS provided by the e-GMS Provider or a system provided by the Public Company, in the event that the Public Company uses the system provided by the Public Company.

After the summons, shareholders can give their proxies and votes to other parties, such as individual proxies who must log into the ICSD AKSes website, to Securities Companies and Custodian Banks as ICSD participants or to independent proxies appointed by the Issuer. Authorization to ICSD participants can be done either through the platform or through direct notification to ICSD participants outside the platform. ICSD participants will update the distribution of power of attorney outside the platform through the eASY.ICSD platform. If a ICSD participant who has obtained the power of attorney from the shareholder is unable to attend, the ICSD participant can provide substitution power through the platform to an independent power recipient.

Third: Implementation of the GMS, Prior to the implementation of the GMS, the physical attendance registration process for the GMS is also carried out through eASY.ICSD. Based on this attendance data, the Issuer, assisted by the Registrar, can calculate the attendance quorum for the GMS participants. During the GMS, the Issuer can update all GMS activities at eASY.ICSD so that it can be monitored by FSA.

Fourth: Resolutions and Reporting of the GMS. This stage is stipulated in Article 40 of the Financial Services Authority Regulation Number 15 / .4 / FSAR / 2020, which states that the GMS decisions are taken based on deliberation to reach consensus. And if not achieved, decisions are made by voting. Decision making by voting must be made with due

observance of the attendance quorum and resolution quorum provisions of the GMS.

Furthermore, the end of the implementation of the GMS is the preparation of the minutes of the GMS and the reporting of the results of the GMS, according to Article 49 of the Financial Services Authority Regulation Number 15 / .4 / FSAR / 2020, Public Companies are required to prepare GMS minutes and summaries of GMS minutes. Minutes of the GMS must be prepared and signed by the chairman of the meeting and at least 1 (one) shareholder appointed by the GMS participants. Signatures are not required if the minutes of the GMS are made in the form of deeds of GMS minutes drawn up by notaries registered with the Financial Services Authority. In the event that the GMS is a GMS attended only by Independent Shareholders, the minutes of the GMS must be made in the form of a deed of GMS minutes prepared by a notary registered with the Financial Services Authority. Then the results of the GMS must be submitted to both shareholders and the FSA. According to Article 50 of the Financial Services Authority Regulation Number 15/4/FSAR/ 2020, the minutes of the GMS must be submitted to the Financial Services Authority no later than 30 (thirty) days after the GMS was held.

B. Legal Legality of E-Proxy in E-GMS.

Shareholder meeting are often the forum for the most important decisions made regarding the future of the corporation.[12] According to Article 1 number 4 of the Company Law, the General Meeting of Shareholders, hereinafter referred to as the GMS, is a Company organ that has the authority not granted to the Board of Directors or the Board of Commissioners within the limits stipulated in this Law and / or the articles of association. The authority of the GMS is further regulated in Article 75 paragraph (1) of the Company Law, which states that the GMS has powers that are not granted to the Board of Directors or the Board of Commissioners, within the limits stipulated in this Law and / or the articles of association.

So what authority is not given to the Board of Directors and / or the Commissioner is the authority of the GMS, therefore the GMS is the highest organ of the company. However, this is not exactly the case, because basically the three organs of the company are equal and side by side in accordance with the separation of power as regulated in the Law and Articles of Association. According to Rudy Prasetyo, the positions of the three organs, namely the Board of Directors, Commissioners and the GMS, are not under geordned, but the positions of the three organs are "equal" (neben), meaning that one is not higher than the other. Each of them has their own duties and authorities according to the

articles of association and laws. It means that there is a check and balance, as the creation of good corporate governance.[13]

According to the Law, GMS can be held conventionally and electronically. The holding of an electronic GMS is regulated in article 77 of the Company Law, which states that:

- (1) Apart from organizing a GMS as referred to in Article 76, a GMS may also be conducted through teleconferencing, video conferencing, or other electronic media that allows all GMS participants to see and hear one another directly and participate in meetings.
- (2) The quorum requirements and decision-making requirements are requirements as regulated in this Law and / or as stipulated in the Company's articles of association.
- (3) The requirements as referred to in paragraph (2) shall be calculated based on the participation of the GMS participants as referred to in paragraph (1).
- (4) For every GMS held as referred to in paragraph (1), minutes of the meeting shall be made approved and signed by all GMS participants.

The formal requirements for an electronic GMS are that it must enable all GMS participants: first; can see and hear directly, second; can participate directly in the meeting. Quorum requirements, according to the agenda of the meeting. According to Article 86 of the Company Law for an ordinary agenda, a GMS can be held if at the GMS more than 1/2 (one half) of the total shares with voting rights are present or represented, unless the Law and / or articles of association determine the number of quorums that are more. big. Furthermore, Article 87 paragraph (2) of the Company Law, the decision is valid if it is approved more than 1/2 (one half) of the number of votes cast.

For the agenda of amendments to the articles of association, according to Article 88 (1) Company Law, a GMS to amend the articles of association can be held if at the meeting at least 2/3 (two thirds) of the total shares with voting rights are present or represented in the GMS and the decision is valid if it is approved at least 2/3 (two thirds) of the number of votes cast, unless the articles of association determine a quorum of attendance and / or provisions concerning a larger GMS decision.

For the agenda of a merger, consolidation and takeover or separation, submission of applications for the Company to be declared bankrupt, extension

of the period of its establishment, and dissolution of the company, Article 89 of the Company Law stipulates that it can be held if at the meeting at least 3/4 (three quarters) of the total amount. shares with voting rights are present or represented in the GMS and the decision is valid if it is approved at least 3/4 (three quarters) of the number of votes cast, unless the articles of association determine the quorum of attendance and / or provisions regarding the requirements for a larger GMS decision.

The concept of representation for shareholders who do not attend the GMS is realized when the shareholders have agreed to give power to their representatives. The power of attorney and representation has 2 (two) different meanings in each legal relationship. Achmad Ichsan said, there were 3 (three) legal circumstances related to the legal relationship of granting power and authority to represent, namely (a) power of attorney accompanied by the authority to represent, which gave birth to representatives based on the agreement (lastgeving and volmacht); (b) power of attorney without the authority to represent, not giving birth to representatives (lastgeving) and (c) the authority to represent without power of attorney (volmacht).[14] Wirjono Prodjodikoro, as quoted by Achmad Ichsan, said that power of attorney without the authority to represent, also includes the meaning referred to in Article 1792 of the Civil Code. Herlien Budiono said, in the power of attorney, it can also be given the authority to represent, which gives birth to representatives because of the agreement (contractuele vertegenwoordiging).[15] In the GMS, shareholders who cannot attend can be represented by another party by providing a power of attorney, so this concept includes representation with power of attorney. Technically, the concept of power of attorney at the GMS can be done electronically (e-proxy).

The legal validity of the e-proxy, according to the Financial Services Authority Regulation Number 15/4/FSAR/2020, Concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies are as follows:

1. Article 27, a publicly listed company is obliged to provide an alternative power of attorney electronically for shareholders to attend and cast their votes at the GMS.
2. Article 28 Shareholders may authorize other parties to represent them to attend and / or vote at the GMS in accordance with the provisions of laws and regulations. The power of attorney can be done electronically through the e-GMS provided by the e-GMS Provider or a system provided by the Public Company, in the event that the Public Company uses the system provided by the

Public Company. Power of attorney of attorney must be made no later than 1 (one) working day prior to the holding of the GMS. Shareholders can include their voting choices on each agenda in giving power of attorney electronically.

3. Article 29, Shareholders may change their powers including voting choices as referred to in Article 28 paragraph (2) if the shareholders include voting choices. Changes in power, including voting choices, can be made no later than 1 (one) working day prior to the holding of the GMS.
4. Article 30 Parties that may become Proxy electronically include: Participants administering shareholder sub-accounts; parties provided by the Public Company; or parties appointed by the shareholders. The Public Company is obliged to provide the Authorized Person electronically. The Power of Attorney must:
 - a. legally competent; and
 - b. not a member of the Board of Directors, members of the Board of Commissioners and employees of a Public Company.

The Power of Attorney must have been registered in the e-GMS system or the system provided by the Public Company, in the event that the Public Company uses the system provided by the Public Company. In the event that the Power of Attorney attends the GMS in person, the power of the Proxy to cast votes on behalf of the power of attorney is declared null and void.

5. Article 33 The Power of Attorney is responsible for the power of attorney received from the shareholders and must exercise the power of attorney in good faith and does not violate the provisions of laws and regulations.

C. Legal Legality of e-GMS Minutes

The end of the implementation of the GMS is the preparation of GMS Minutes as a legal document in the management of the company. The GMS held conventionally does not cause problems in terms of preparing the minutes of the GMS, in contrast to electronic GMS. The implementation of the GMS by teleconference of Limited Liability Company is made into the Deed of Meeting Decision Statement (partij akten), then the preparation of the Meeting Decision Deed is carried out by authorizing one of those present at the meeting to prepare and restate the minutes of the meeting before a notary public. The validity of the minutes of the GMS

conventionally prepared by a Notary is regulated by Law Number 2 of 2014 concerning the Position of a Notary.[16] Article 38 of the Law Number 2 of 2014 concerning the Position of a Notary states that at the end of the deed, a description of the reading of the deed must be stated as well as a description of the signing and place of signing, so that the minutes of the GMS conducted electronically must be clearly stated at the end of the deed regarding electronic signing and the place of signing. The validity of the GMS Teleconference must be implemented in accordance with the provisions in Article 39 of the Law on Notary Position, as follows:

- (1) Entrepreneurs must meet the following requirements: at least 18 (eighteen) years of age or already married; and capable of doing legal actions.
- (2) Tappers must be recognized by the Notary or introduced to him by 2 (two) identifying witnesses who are at least 18 (eighteen) years of age or married and capable of taking legal actions or introduced by 2 (two) other tappers.
- (3) The introduction as referred to in paragraph (2) is expressly stated in the Deed. "

Further provisions related to the validity of the teleconference GMS are also stated in article 40 of the Law on Notary Position which states:

- (1) Every Deed read out by a Notary is attended by at least 2 (two) witnesses, unless the laws and regulations stipulate otherwise.
- (2) Witnesses must meet the requirements at least 18 years of age or have previously been married; capable of doing legal actions; understand the language used in the Deed; can sign and initials; and does not have a marital relationship or blood relationship in a straight line up or down without limitation of degrees and lines sideways up to the third degree with a notary or the parties.
- (3) Witnesses as referred to in paragraph (1) must be recognized by the Notary or introduced to the Notary or explained about their identity and authority to the Notary by the tappers.
- (4) The introduction or statement regarding the identity and authority of the witness is clearly stated in the Deed.

The validity of the e-GMS according to article 77 paragraph (4) of the Company Law, is a minutes must also be made meetings approved and signed by all GMS participants. In an ordinary or conventional

GMS, the minutes of GMS are signed by the audience in front of a notary directly or signed physically. In the GMS by means of a video teleconference, a direct signing may be replaced by an electronic signature.

Legality according to Law number 16 of 2019 concerning Amendments to Law Number 21 of 2008 concerning Electronic Information and Transactions. Signing of the attendance list of the GMS to prove that it is true that the shareholders are present can be done by:

- (1) First; conventional (direct), namely if the shareholders have returned to the Company's premises within a period not exceeding 30 (thirty days),
- (2) Secondly, it can be signed directly at the shareholders' location by means of a circular resolution, if it has been signed by all shareholders, it can serve as evidence of having held a teleconference GMS. Circular resolution itself is made under hand and then brought to the notary for a notary deed to be made into the Deed of Meeting Decision Statement.[17] Although circular resolution as an underhanded deed is legal and binding for the parties involved in it, in case of denial it is necessary to prove it again. Therefore, it is necessary to make a notary deed to support the circular resolution.

V. CONCLUSION

Based on the analysis and discussion as mentioned above, a conclusion can be drawn as follows;

1. The implementation of e-Proxy at the General Meeting of Shareholders has been carried out based on the Financial Services Authority Regulation Number 15/4/FSAR/2020, Concerning the Plan and Implementation of the General Meeting of Shareholders of Public Companies, through the electronic power of attorney mechanism provided by the Depository Agency and Settlement (ICSD) known as eASY.ICSD. In principle, e-Proxy is a legal development of the lastgeving provisions stipulated in Article 1792 of the Civil Code.
2. In accordance with Representative Theory, the legal validity of e-Proxy in the General Meeting of Shareholders, creates representatives who have rights and obligations to be transferred to shareholders. In addition, in the GMS, minutes of meeting are also drawn up with authentic deeds made by a Notary, and the signing of shareholders / parties in the minutes of the GMS is carried

out electronically, in accordance with Article 77 paragraph (4) of Company Law, Law Number 2 of 2014 concerning Notary Position and Law Number 16 of 2019 concerning Amendments to Law Number 21 of 2008 concerning Electronic Information and Transactions.

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