

DAFTAR PUSTAKA

Buku

- Ali, M, 2013, *Asas-asas hukum pidana korporasi*. PT RajaGrafindo Persada, Depok.
- American Law Institute, 1994, *Principles of Corporate governance: Analysis and Recommendations*. St. Paul: American Law Institute Publishers.
- Anggriani, J, 2012, *Hukum Administrasi Negara*. Graha Ilmu, Yogyakarta
- Asikin, Z., & Suhartana, W. P, 2016, *Pengantar hukum perusahaan*. Prenadamedia Group, Jakarta.
- Asikin, Zainal. 2016, *Hukum Perusahaan*, Kencana Prenada Media Group, Jakarta
- Asshiddiqie, J, 2005, *Konstitusi & konstitusionalisme Indonesia* (Edisi revisi), Konstitusi Press, Jakarta
- Atmadja, I. D. G, 2012, *Ilmu negara: Sejarah, konsep negara dan kajian kenegaraan*. Setara Press, Malang.
- Bainbridge, Stephen M, 2018, *Corporate Law*. New York: Foundation Press,
- Berle, Adolf A., dan Gardiner C. Means. 1932, *The Modern Corporation and Private Property*. New York: Harcourt, Brace & World,
- Bertens, K, 2003, *Etika dan Moralitas*. Gramedia Pustaka Utama, Jakarta.
- Birds, John, 2016, *Modern Law of Company Directors*. Bristol: Jordan Publishing,.
- Black, H.C, 2000, *Black's Law Dictionary*. St. Paul: West Group.
- Block, Dennis J., et al. 2013, *The Business Judgment Rule: Fiduciary Duties of Corporate Directors*. New York: Aspen Publishers,.
- Bussani, Mauro, dan Anthony J. Sebok (eds.), 2015, *Comparative Tort Law: Global Perspectives*. Cheltenham: Edward Elgar Publishing,.
- Campbell, David, 2007, *Corporate Responsibility and the Law*. Cambridge: Cambridge University Press.
- Choper, Jesse H., et al, 2017, *Cases and Materials on Corporations*. New York: Aspen Publishers.
- Coase, Ronald H. 1988, *The Firm, the Market, and the Law*. Chicago: University of Chicago Press.
- Daniri, Mas Achmad, 2014, *Good Corporate Governance: Konsep dan Penerapannya dalam Konteks Indonesia*. Jakarta: Ray Indonesia.
- David, R, 1968, *Major legal systems in the world today*. The Free Press Collier–Macmillan.

- Davies, Paul L, 2016, *Company Law*. Oxford: Oxford University Press.
- De Cruz, P, 2010, *Perbandingan sistem hukum common law, civil law, and socialist law*. Nusa Media, Bandung.
- Deakin, Simon, 2019, *Directors' Duties and Corporate governance*. Cambridge: Cambridge University Press.
- DeMott, Deborah A, 2015, *Agency Law in the Corporate Context*. New York: Aspen Publishers.
- Deva, Surya, 2013, *Corporate Law and Human Rights*. London: Routledge.
- Easterbrook, Frank H., dan Daniel R. Fischel, 1991, *The Economic Structure of Corporate Law*. Cambridge: Harvard University Press.
- Enriques, Luca, et al, 2017, *Comparative Corporate governance*. Cambridge: Cambridge University Press.
- Ferrán, Eilís, 2014, *Corporate governance and Directors' Duties*. Oxford: Oxford University Press.
- Finn, Paul, 1977 *Fiduciary Obligations*. Sydney: Law Book Company.
- Fisse, Brent, 1991, *Corporate Criminal Liability*. Cambridge: Cambridge University Press.
- Fleming, John G, 1998, *The Law of Torts*. Sydney: Law Book Company.
- Friedman, L.M, 2000, *Law and Society*, Englewood Cliffs, Prentice Hall.
- Fuady, Munir, 2017, *Hukum Bisnis dalam Teori dan Praktik*, Citra Aditya Bakti, Bandung.
- Fuady, Munir, 2018, *Hukum Kontrak*, Citra Aditya Bakti, Bandung.
- Fuady, Munir. 2019, *Hukum Perseroan Terbatas*, Citra Aditya Bakti, Bandung.
- Fuller, L. L, 1969, *The Morality of law*. New Haven , Yale University Press.
- Fuller; R Subekti, 2018, *Pokok-Pokok Hukum Perdata*, Intermasa, Jakarta
- Fungkong, V, 1989, *Hukum perusahaan dan bentuk-bentuk perusahaan. Makalah Konferensi Direktur Perusahaan Indonesia*, Centre for Management Technology, Jakarta.
- Gautama, Sudargo, 1995, *Hukum Perdata Internasional Indonesia*, Alumni, Bandung.
- Gierke, O. v, 2005, *Aspek hukum perkreditan pada bank* (dalam Sutarno, Ed.; Cetakan ketiga). Alfabeta, Bandung.
- Gierke, Otto von, 1900, *Political Theories of the Middle Age*. Cambridge: Cambridge University Press.

- Goldberg, J. C. P. & Zipursky, B, 2016, *The Strict liability in Fault and the Fault in Strict liability*. Fordham Law Review.
- Gordon, Jeffrey N, 2018, *Corporate Law and Economic Analysis*. New York: Columbia University Press.
- Gower, L.C.B., dan Paul Davies, 2016, *Principles of Modern Company Law*. London: Sweet & Maxwell,
- Hadi, Z, 2011, *Karakteristik Tanggung Jawab Pribadi Pemegang Saham Komisaris dan Direksi dalam Perseroan Terbatas*. Universitas Brawijaya Press.
- Hadjon, P. M, 1994, *Pengantar hukum administrasi Indonesia*. Gadjah Mada University Press.
- Hamilton, Robert W. 2015. *The Law of Corporations*. St. Paul: West Publishing.
- Harahap, M. Yahya. 2016. *Hukum Perseroan Terbatas*. Sinar Grafika, Jakarta
- Hill, Jennifer. 2015, *Accountability in Corporate Law*. Oxford: Oxford University Press.
- Hopt, Klaus J., et al. 2012, *Comparative Company Law*. Oxford: Oxford University Press.
- Hutauruk, R. H. 2013. *Penanggulangan kejahatan korporasi melalui pendekatan restoratif: Suatu terobosan hukum*. Sinar Grafika. Jakarta.
- Irwansyah. 2021. *Penelitian hukum: Pilihan metode dan praktik penulisan artikel (Edisi revisi)*. Mirra Buana Media. Depok
- Kansil, C.S.T. 2009. *Hukum Perseroan Indonesia*. Pradnya Paramita. Jakarta
- Kelsen, H. 2008. *Pure Theory of Law* (R. Muttaqien, Trans.). Nusa Media. Bandung
- Khairandy, Ridwan. 2014. *Hukum Korporasi*. Yogyakarta: FH UII Press.
- Khairandy, Ridwan. 2017. *Tanggung Jawab Direksi dan Komisaris*. Yogyakarta: FH UII Press,.
- Khairrunisa. 2008. *Kedudukan, peran, dan tanggung jawab hukum direksi*. Pascasarjana USU Medan.
- Kraakman, Reinier, et al. 2017. *The Anatomy of Corporate Law*. Oxford: Oxford University Press,.
- Lowry, John. 2018. *Directors' Duties and Shareholder Litigation*. Oxford: Oxford University Press,
- Mahfud, M. M. 2016. *Modul pendidikan negara hukum dan demokrasi*. Pusat Pendidikan Pancasila dan Konstitusi Mahkamah Konstitusi.
- Mas, M. 2004. *Pengantar ilmu hukum*. Ghalia Indonesia. Bogor.

- Merryman, John Henry. 2007, *The Civil Law Tradition*. Stanford: Stanford University Press,.
- Muhammad, A. 1991. *Pengantar hukum perusahaan Indonesia*. Citra Aditya Bakti. Bandung.
- Muhammad, Abdulkadir. 2010. *Hukum Perusahaan Indonesia*. Citra Aditya Bakti, Bandung
- Misnar Syam, 2023, *Pembalikan Beban Pembuktian dalam Penyelesaian Sengketa Konsumen*, PT. RajaGrafindo Persada, Depok.
- Nasarudin, M. Irsan. 2014. *Aspek Hukum Good Corporate Governance*. Kencana, Jakarta.
- Neyers, Jason. 2019, *Civil Liability for Economic Loss*. Oxford: Hart Publishing.
- OECD. OECD. 2015. *Principles of Corporate governance*. Paris: OECD Publishing,
- Pennington, R. R. 2001. *Company law* (8th ed.). Butterworths.
- Plato. 2002. *The Statesman and The Law*. Oxford University Press
- Polano, Z.E. 1986. *The Legal Personality of Corporations*. Springer.
- Posner; Lucian A Bebchuk and Jesse M Fried, 2004, *Pay Without Performance: The Unfulfilled Promise of Executive Compensation*, Cambridge, MA: Harvard University Press.
- Purbacaraka. 2010. *Perihal kaedah hukum*. Citra Aditya. Bandung
- Ranawijaya, U. 1983. *Hukum tata negara dasar-dasarnya*. Ghalia Indonesia. Bogor.
- Reksodiputro, M. 1989. *Pertanggungjawaban pidana korporasi dalam tindak pidana korporasi*. FH UNDIP.
- Reuschlein, Harold G., dan William A. Gregory. 2016. *Agency and Partnership*. New York: Foundation Press.
- Reinier Kraakman et al., 2017, *The Anatomy of Corporate Law: A Comparative and Functional Approach*, 3rd ed, Oxford: Oxford University Press.
- Ridho, A. 1986. *Badan hukum dan kedudukan hukum perseroan dan perkumpulan koperasi*. Yayasan Wakaf . Alumni. Bandung
- Ridwan, H. R. 2006. *Hukum administrasi negara* (Edisi revisi). PT RajaGrafindo Persada. Depok
- Richard A Posner, 2014, *Economic Analysis of Law*, 9th ed, New York: Wolters Kluwer Law & Business.
- Safitri, Indra. 2013, *Business Judgment Rule*. Pradnya Paramita. Jakarta
- Scalatta, P. J. 1990. *Foundation of business law* (2nd ed.). Irwin.

- Setiawan, R. 2008. *Pokok-Pokok Hukum Perikatan*. Binacipta. Bandung
- Shofie, Y. 2011. *Tanggung jawab pidana korporasi dalam hukum perlindungan konsumen di Indonesia*. Citra Aditya Bakti. Bandung
- Siems, Mathias. 2018. *Comparative Company Law*. Cambridge: Cambridge University Press,.
- Sjahdeini, S. R. 2007. *Pertanggungjawaban pidana korporasi*. Grafiti Pers. Jakarta
- Sjawie, H. F., & SH, L. M. 2017. *Direksi perseroan terbatas serta pertanggungjawaban pidana korporasi*. Prenada Media. Jakarta
- Smith, Lionel. 2014. *The Concept of Fiduciary Law*. Oxford: Oxford University Press,
- Soekanto, S., & Mamuji, S. 2013. *Penelitian hukum normatif: Suatu tinjauan singkat*. Raja Grafindo Persada. Depok.
- Soekardono, R. 2011. *Hukum Dagang Indonesia*. Rajawali Pers, Jakarta.
- Subekti. 2008. *Pengantar Hukum*. Pradnya Paramita. Jakarta
- Subekti. 2005. *Hukum Perjanjian*. Intermasa, Jakarta
- Subekti. 2007. *Pokok-Pokok Hukum Perdata*. Intermasa, Jakarta
- Sudarto. 1986. *Kapita selekta hukum pidana*. Alumni. Bandung
- Sunarso. 2020. *Pendidikan Hak Asasi Manusia*. CV Indotama. Solo
- Sutan Remy Sjahdeini. 2012. *Hukum Perusahaan Modern*. Grafiti. Jakarta
- Sutarno. 2005. *Aspek hukum perkreditan pada bank*. Alfabeta. Bandung.
- Syafiie, I. K. 2003. *Sistem Administrasi Negara Republik Indonesia (SANRI)*. Bumi Aksara. Jakarta.
- Tomasic, Roman, dan Stephen Bottomley. 2014, *Corporate governance Failures*. Sydney: Federation Press.
- Otto von Gierke, 1913, *Political Theories of the Middle Age*, ed. Frederic William Maitland, Cambridge: Cambridge University Press.
- Wacks, R. 2015. *Understanding jurisprudence (4th ed.)*. Oxford University Press.
- Weinrib, Ernest J. 2012, *The Idea of Private Law*. Oxford: Oxford University Press.
- Widjaja, I. G. R. 2000. *Hukum perusahaan*. Megapoin. Jakarta
- Wilamarta, M. 2002. *Hak pemegang saham minoritas dalam rangka Good Corporate Governance*. Pascasarjana FH UI.
- Winfield, Percy H., dan Jolowicz. 2016, *Law of Tort*. London: Sweet & Maxwell,.
- Wyatt, Mark, dan Eric Herz. 2011, *Directors and Officers Liability Insurance*. London: Sweet & Maxwell,.

Zarman, H. 2011. *Karakteristik tanggung jawab pribadi pemegang saham, komisaris, dan direksi dalam perseroan terbatas*. UB Press

Zimmermann, Reinhard, 2015. *Comparative Private Law*. Oxford: Oxford University Press,.

Peraturan Perundang-Undangan

Undang-Undang Dasar Negara Republik Indonesia Tahun 1945.

Undang-Undang Republik Indonesia Nomor 37 Tahun 2004 Tentang Kepailitan Dan Penundaan Kewajiban Pembayaran Utang.

Undang-Undang Republik Indonesia Nomor 40 Tahun 2007 tentang Perseroan Terbatas.

Undang-Undang Republik Indonesia Nomor 16 tahun 2025 tentang Badan Usaha Milik Negara.

Kitab Undang-Undang Hukum Dagang.

Undang-Undang Republik Indonesia Nomor 8 Tahun 1995 tentang Pasar Modal.

Undang-Undang Dasar Negara Republik Indonesia Tahun 1945.

Kitab Undang-undang Hukum Perdata (KUH Perdata). In *Staatsblad Tahun 1847 Nomor 23*.

Otoritas Jasa Keuangan. (2019). *Peraturan Otoritas Jasa Keuangan fraud*. Otoritas Jasa Keuangan.

Dikko, M. U., Hussaini, U., Alkali, Z. A., Bandiya, M. A. M., & Abdullahi, M. (24 C.E.). The Moderating Effect of *Corporate governance* in the Relationship Women Owned Enterprises: A Proposed Conceptual Framework. In *Fudma Journal of Manag2Ement Sciences*.

Putusan, D., Agung, M., Indonesia, R., Louis, S., Wouters, M., Ntb, K. M., Koperasi, J., San, J., & Falcon, M. (1965). *Putusan MA. No 47/2021*.

Putusan, D., Agung, M., & Indonesia, R. (2019). *Putusan MA. No 34/2019*.

Putusan, D., Agung, M., Indonesia, R., & Kaja, U. (2017). *Putusan MA No 915 K/Pdt/2017*.

MKN. (1945). *Pembukaan Undang-Undang Dasar (UUD) Tahun 1945*.

Provisions, G. (2020). *Civil Code of the People 's Republic of China Book One General Part. 2020, 1–229*.

Barrister. (1824). *The Frenh Civil Code Napoleon*.

Thailaws. (2022). *The Thailand Civil and Commercial Code*.

The National Asembly. (2015). *Vietnam Civil Code. November, 1–190*.

Ari, P. (2016). *Dasar-dasar hukum perdata internasional*. Pusat Pengkajian Hukum dan Pembangunan (PPHP).

Adams v. Cape Industries plc, Court of Appeal of England and Wales (1990).

Aronson v. Lewis, 473 Atlantic Reporter, Second Series 805 (1984).

Cheff v. Mathes, 199 Atlantic Reporter, Second Series 548 (1964).

In re Caremark International Inc. Derivative Litigation, 698 Delaware Court of Chancery 959 (1996).

In re Citigroup Inc. Shareholder Derivative Litigation, 964 Delaware Court of Chancery 106 (2009).

Smith v. Van Gorkom, 488 Atlantic Reporter, Second Series 858 (1985).

Stone v. Ritter, 911 Delaware Supreme Court 362 (2006).

Weinberger v. UOP, Inc., 457 Delaware Supreme Court 701 (1983).

Jurnal

Aca Surya Putra Zai et al., “Pertanggungjawaban Pidana Direktur Perseroan Terbatas (Pt) Atas Tindak Pidana Perusakan Lingkungan Hidup,” *USU Law Journal* 6, no. 3, 1–10. 2018

Adhisti Kinanti et al., “Tanggung Jawab Direksi Dalam Tindakan Ultra Vires Menurut Uu Nomor 40 Tahun 2007 Tentang Perseroan Terbatas,” *DIPONEGORO LAW JOURNAL* 5, no. 3: 1–13. 2016

Adul Rokhim, “Batas-Batas Wewenang Direksi Dalam Mengurus Perseroan,” *Dinamika Hukum* 12, no. 1, 67–78. 2023.

Afrizal Rachmat Nugroho, Deasy Soeikromo, and Mercy M. M. Setlight, “Pengawasan Komisaris Badan Usaha Milik Negara (BUMN) Persero Terhadap Direksi Dalam Rangka Pencegahan Tindak Pidana Korupsi,” *Lex Administratum* 9, no. 1, 114–23, 2022.

Aljbour, K. S. B., & Alqudah, M. S. M.. The liability of company board members: A comparative study on civil, criminal, and disciplinary aspects. *Pakistan Journal of Criminology*, 16(2), 1005–1018. 2024. <https://doi.org/10.62271/pjc.16.2.1005.1018>

Alperen A. Gözlügül, Climate Risk and Corporate Rescues, *European Business Organization Law Review*, vol. 26 (Springer International Publishing.), 2025, <https://doi.org/10.1007/s40804-025-00349-6>.

Ahmad Mahyin, “Tanggung Jawab Pidana Direksi BUMN Yang Merugi,” *Jurnal Hukum Bisnis Bonum Commune* 2, no. 1, 1–10. , 2019.

- Ahmed Eldakak et al., "Civil Liability for the Actions of Autonomous AI in Healthcare: An Invitation to Further Contemplation," *Humanities and Social Sciences Communications* 11, no. 1, 1–8, 2024, <https://doi.org/10.1057/s41599-024-02806-y>.
- Anjelina, F. M. Implikasi hukum terhadap tanggung jawab direksi dalam perseroan terbatas. *Nomos: Jurnal Penelitian Ilmu Hukum*, 4(3). 2024
- Antonius Faebudodo Gea, Hirsanuddin Hirsanuddin, and Djumardin Djumardin, "Tanggung Jawab Direksi Atas Terjadinya Pailit Perseroan Terbatas," *JESS (Journal of Education on Social Science)* 4, no. 1, 83. 2020.
- Andrew S Gold, "Decision Theory Approach To the Business Judgment Rule: Reflections on Disney, Good Faith, and Judicial Uncertainty," *Good Faith, and Judicial Uncertainty* 398, no. 2 (2007): 398–474.
- Antony Mair, "Ultra Vires and Aveling Barford plus ca Change," *International Company and Commercial Law Review* 32, no. 3: 167–86, 2021
- Ari, P. Dasar-dasar hukum perdata internasional. *Pusat Pengkajian Hukum dan Pembangunan (PPHP)*. 2016
- Arman Hanafi, "Analisis Yuridis Pertanggung Jawaban Direksi Dalam Melakukan Perbuatan Melawan Hukum Atas Dasar Kelalaian Dalam Pengurusan Perseroan Terbatas," *Khazanah Hukum* 3, no. 3, 116–20, 2021.
- Barrister. (1824). *The French Civil Code Napoleon*.
- Belenzon, S., Lee, H., & Pataconi, A. Managing risk in corporate groups: Limited liability, asset partitioning, and risk compartmentalization. *Strategic Management Journal*, 44(12), 2888–2921. 2023, <https://doi.org/10.1002/smj.3531>
- Bainbridge, *Corporate Law*; Otto von Gierke, *Deutsches Privatrecht*, vol. 1–3 (Leipzig: Duncker & Humblot, 1895).
- Bitė, V., Mogenytė, V., & Mulevičienė, S. Civil liability of a company director in the vicinity of insolvency: The Lithuanian approach. *European Business Organization Law Review*, 23(2), 455–479. 2022, <https://doi.org/10.1007/s40804-022-00240-8>
- Bottomley, D., & Thaldar, D 2023. Liability for harm caused by AI in healthcare: An overview of the core legal concepts. *Frontiers in Pharmacology*, 14, 1–9. 2023. <https://doi.org/10.3389/fphar.2023.1297353>
- Bueno, N., & Bright, C.. Implementing human rights due diligence through corporate civil liability. *International and Comparative Law Quarterly*, 69(4), 789–818. 2020. <https://doi.org/10.1017/S0020589320000305>
- Buskerud Margrethe, C. Liability for shareholders and directors of limited liability companies for CSR-related breaches. *Oslo Law Review Special*, 10, 1–7. 2024.

- Cestonaro, C., Delicati, A., Marcante, B., Caenazzo, L., & Tozzo, P. Defining medical liability when artificial intelligence is applied on diagnostic algorithms: A systematic review. *Frontiers in Medicine*, 10. 2023. <https://doi.org/10.3389/fmed.2023.1305756>
- Dainow, J. The civil law and the common law: Some points of comparison. *The American Journal of Comparative Law*, 15(3). 1967.
- Dan Wei and Ângelo Patrício Rafael, "Influencing Companies' Green Governance Through the System of Legal Liability for Environmental Infractions in China and Brazil: Lighting the Way Toward Brics Cooperation," *BRICS Law Journal* 10, no. 2 (): 37–67, , 2023. <https://doi.org/10.21684/2412-2343-2023-10-2-37-67>.
- Darmawan, A. B. Batasan perlindungan hukum perseroan terbatas dalam perspektif piercing the corporate veil. *Rewang Rencang: Jurnal Hukum Lex Generalis*, 6(4). 2025.
- Daromes, F. E., & Jao, R. Peran mediasi kinerja keuangan pada hubungan dewan direksi dengan reaksi investor. *Jurnal Akuntansi*, 1. 2020.
- Daniel Martin Katz et al., "Law on the Market? Abnormal Stock Returns and Supreme Court Decision-Making," *Northwestern University Law Review* 109, no. 1 (2015): 1–48.
- Deny Panjaitan, H. Panjaitan, & P. Saragi. Legal consequences and liability of actions by directors and commissioners after term expiry. *International Journal of Law, Crime and Justice*, 2(2), 54–62. 2025. <https://doi.org/10.62951/ijlcj.v2i2.568>
- Dicey, A. V. Introduction to the study of the law of the constitution. *Oxford Journal of Legal Studies*, 2(1), 45–78. 1915.
- Dore, I. Sahkah hukum yang buruk secara moral? *Honeste Vivere Journal*, 33(2). 2023.
- Eldakak, A., Alremeithi, A., Dahiyat, E., El-Gheriani, M., Mohamed, H., & Abdulrahim Abdulla, M. I. Civil liability for the actions of autonomous AI in healthcare. *Humanities and Social Sciences Communications*, 11(1), 1–8. 2024. <https://doi.org/10.1057/s41599-024-02806-y>
- Endrikat, J., De Villiers, C., Guenther, T. W., & Guenther, E. M. Board characteristics and corporate social responsibility. *Business and Society*, 60(8), 2099–2135. 2021. <https://doi.org/10.1177/0007650320930638>
- Endang Siti Arbaina, "Penerapan Good Corporate Governance Pada Perbankan Di Indonesia," *Jurnal Akuntansi AKUNESA* 1, 1–19. 2012
- Erwinsyahbana, T., & Melinda, M. Kewenangan dan tanggung jawab notaris pengganti. *Lentera Hukum*, 5(2). 2018.
- Erikson Sihotang, "Pertanggungjawaban Direksi Atas Tindakan Komisaris Melampaui Wewenang," *Ilmu Raad Kertha* 4, no. 2, 1–10. 2021

- Faisal Rahendra Lubis, "Pertanggungjawaban Direksi Disuatu Perseroan Terbatas Ketika Terjadi Kepailitan Pada Umumnya Dan Menurut Doktrin Hukum Perusahaan & Undang- Undang No. 40 Tahun 2007," *Jurnal Hukum Kaidah* 1, no. 1, 25–47. 2007
- Fink, M. The action for damages as a fundamental rights remedy. *German Law Journal*, 21(3), 532–548. 2020. <https://doi.org/10.1017/glj.2020.20>
- Fon, V., & Parisi, F. Judicial precedents in civil law systems. *International Review of Law and Economics*, 26(4). 2006.
- Fransisko, R. E. Pertanggungjawaban direksi dalam kepailitan perseroan terbatas. *Recital Review*, 7, 266–280. 2019.
- Frank H Easterbrook and Daniel R Fischel, 1991, *The Economic Structure of Corporate Law*, Cambridge: Harvard University Press.
- Fuller, *The Morality of Law*; Rendra Edwar Fransisko, "Pertanggungjawaban Direksi Dalam Kepailitan Perseroan Terbatas Menurut Hukum Positif Indonesia," *Recital Review* 7 (2019): 266–80.
- F. T. Poole, "Social Security Benefits.," *Occupational Health* 27, no. 1, 28–31, 1975. https://doi.org/10.1007/978-0-387-33754-8_408.
- Gözlügöl, A. A. Climate risk and corporate rescues. *European Business Organization Law Review*, 26(2). 2025. <https://doi.org/10.1007/s40804-025-00349-6>
- Gorata Paltie Sihil Ohilo and Maidin Gultom, "Analisis Yuridis Pertanggungjawaban Pidana Direksi Dalam Tindak Pidana Korupsi Dikaitkan Dengan Doktrin Pertanggungjawaban Organ Perusahaan (BUSINESS JUDGMENT RULE) (Putusan No. 130.PK/PID.SUS/2013)," *Jurnal Prointegrita* 5, no. 3, 96–106. 2021.
- Goldberg, John C P, and Benjamin Zipursky, "The Strict Liability in Fault and the Fault in Strict Liability." *Fordham Law Review*, 2016.
- Hadi, S., Suryamah, A., & Afriana, A. Prinsip *Business Judgment Rule* dalam pertanggungjawaban hukum direksi BUMN. *ACTA DIURNAL*, 2. 2021.
- Hanuring Ayu, Muhammad Aziz Zaelani, and Yulian Dwi Nurwanti, "Valuasi Kerugian BUMN Sebagai Kerugian Negara Dalam Perspektif Obyek Pertanggung Jawaban Tindak Pidana Ekonomi," *Semarang Law Review (SLR)* 2, no. 2, 215–30, 2022. <https://doi.org/10.26623/slr.v2i2.4318>.
- Harris, R. A new understanding of the history of limited liability. *Journal of Institutional Economics*, 16(5), 643–664. 2020. <https://doi.org/10.1017/S1744137420000181>
- Hendrawan, D., Dewi, E. F., Sukarno, S., & Mirzanti, I. R. Application of the principles of business judgment. *Academic Journal of Interdisciplinary Studies*, 9(3), 93–99. 2020. <https://doi.org/10.36941/ajis-2020-0044>

- Hmaidan, R., Al-Billeh, T., Al-Hammouri, A., & Al Kalbani, H. Creditors in *insolvency* proceedings. *Intereulaweast*, 12(1), 287–315. 2025. <https://doi.org/10.22598/iele.2025.12.1.11>
- Henry Donald Lumban Toruan, “Tindak Pidana Korupsi Direksi Perseroan BUMN Yang Menimbulkan Kerugian Keuangan Negara,” *Jurnal Hukum Tô-Râ* 1, no. 1, 29–40, 2015. <https://doi.org/10.33541/tora.v1i1.1092>.
- Indriyani Kusumawati and Yeti Sumiyati, “Penerapan Prinsip Business Judgment Rule Terhadap Direksi Atas Perbuatan Melawan Hukum Karyawan Karena Menetapkan Diskon Pembelian Emas Antam Secara Sepihak,” *Dialogia Iuridica: Jurnal Hukum Bisnis Dan Investasi* 13, no. 97–112. 2021.
- Intan Putri Nilasari and Budi Hermono, “Analisis Yuridis Tanggung Jawab Direksi Terhadap Kerugian Keuangan Di Badan Usaha Milik Negara Persero (Studi Kasus Terhadap Putusan MK Nomor 48/PUU-XI/2013 Tentang Keuangan Negara),” *Novum: Jurnal Hukum* 3, no. 48, 69–77. 2016.
- Jack Anderson, “The Evolution of the Ultra Vires Rule in Irish Company Law,” *Irish Jurist*, 263–84. 2003.
- Jakšić, T., & Ceronja, P. Procedure for the shareholder’s exclusion. *Intereulaweast*, 12(1), 33–69. 2025. <https://doi.org/10.22598/iele.2025.12.1.2>
- Jan Endrikat et al. “Board Characteristics and Corporate Social Responsibility: A Meta-Analytic Investigation,” *Business and Society* 60, no. 8, 2099–2135, 2021.
- John Quinn and Rónán Condon, “Beyond the Individual-Company: From Corporate Social Responsibilities to Corporate Social Liability,” *Transnational Legal Theory* 16, no. 1–2 (2025): 226–53, <https://doi.org/10.1080/20414005.2025.2479318>.
- John C P Goldberg and Benjamin Zipursky, “The *Strict liability* in Fault and the Fault in *Strict liability*,” *Fordham Law Review*, 2016; A Sudiro, “Konsep Keadilan Dan Sistem Tanggung Jawab Perdata Dalam Hukum Udara,” *Iustum Law Review*, 2021.
- Jovenco, A. G., et al. Tanggung jawab direksi terhadap kerugian perseroan terbatas. 6(1), 167–186. 2025.
- Kisswani, N., & Farah, A. Personal and joint liability of partner in LLC. *Heliyon*, 8(8), e10322. 2022. <https://doi.org/10.1016/j.heliyon.2022.e10322>
- Kryger, M. Law as tradition. *Journal of Law and Philosophy*, 5(2). 1986.
- Liu, Z. The de facto director system under China’s new company law. *Law and Humanities*, 1(2). 2025. <https://doi.org/10.63313/lh.9011>
- Luthan, S. Dialektika hukum dan moral. *Ius Quia Iustum*, 16(4). 2012.
- Mahendrawati, N. L., Setyarini, D. M., & Arini, D. G. D. Pertanggungjawaban direksi perseroan terbatas. *Jurnal Analogi Hukum*, 2(1). 2020.

- Mardikasari, D. Tanggung jawab direksi perseroan terbatas atas PMH. *Jurnal Lex Renaissance*, 6(1). 2021. <https://doi.org/10.20885/jlr.vol6.iss1.art8>
- Marlina, S. Tanggung jawab direksi perseroan terbatas dalam kasus kerugian perusahaan. *Jurnal Hukum Perdata dan Bisnis*, 1(1), 14–20. 2025.
- Maroni. Eksistensi nilai moral dan nilai hukum. *Jurnal Masalah-Masalah Hukum*, 41(2). 2012.
- Munawarah, I. Y. Kajian teori *stakeholders*. *The Juris*, 1(1). 2017.
- Muhammad Gary Gagarin Akbar, “Business Judgement Rule Sebagai Perlindungan Hukum Bagi Direksi Perseroan Dalam Melakukan Transaksi Bisnis,” *Justisi Jurnal Ilmu Hukum* 1, no. 1 (2016): 1–15, 2016. <https://doi.org/10.36805/jjih.v1i1.77>.
- M Siregar J Sipayung, B Nasution, , “Tinjauan Yuridis Holdingisasi BUMN Dalam Rangka Peningkatan Kinerja Menurut Perspektif Hukum Perusahaan,” *Jurnal Hukum Ekonomi* 1, 2–8. 2013.
- M Rusydi, “Hukum Dan Moral,” *Al Wasath* 2, no. 1, 2021.
- Nazzal Kisswani and Ahmad Farah, “Personal and Joint Liability of Partner in Limited Liability Company in UAE Federal Corporate Law No. 32 of 2021,” *Heliyon* 8, no. 8. 2022
- Paul R Dobbyn and Paula Reid, “Ireland - Company Law: Ultra Vires,” *Journal of International Banking Law* 9, no. 1: 11–13. 2022
- Pigome, M. Implementasi prinsip demokrasi dan nomokrasi. *Jurnal Dinamika Hukum*, 11(2). 2011.
- Putra, N. R. Analisis hukum tanggung jawab direksi atas tindakan *ultra vires*. *Jurnal Hukum Lex Generalis*, 6(4), 1–20. 2025.
- Putu Anantha Pramagitha and A. A. Ketut Sukranatha, “Prinsip Business Judgment Rule Sebagai Upaya Perlindungan Terhadap Keputusan Bisnis Direksi BUMN,” *Journal Ilmu Hukum* 7, no. 12, 1–14. 2019
- P Utamy, P., Kartikasari, & Wahjuni, S, Pertanggungjawaban Direksi Perseroan Terbatas Dan Notaris Terhadap Surat Kuasa Direksi Tentang Pembangunan Infrastruktur Pemerintah. *Jurnal Bina Mulia Hukum*, 4(2), 196–208. 2020.
- Quinn, J., & Condon, R Beyond the individual-company. *Transnational Legal Theory*, 16(1–2), 226–253.2025. <https://doi.org/10.1080/20414005.2025.2479318>
- Rissy, Y. Y. W. Ketentuan dan pelaksanaan *Business Judgment Rule*. *Jurnal Masalah-Masalah Hukum*, 2. 2020.
- Roberta Romano, “The Sarbanes-Oxley Act and the Making of Quack Corporate Governance,” *The Yale Law Journal* 114, no. 7 (2005): 1521–1611.

Robert J Rhee, "The Tort Foundation of Duty of Care and Business Judgment," *Notre Dame Law Review* 88, no. 3 (2013): 1139–98.

R Sihombing et al., "Pertanggungjawaban Hukum Direksi PT. Bank Jawa Barat & Banten Atas Pembelian Gedung Kantor Pada Putusan Mahkamah Agung RI No. 2301K/PID. SUS ...," *USU Law Journal* 7, no. 5, 132–51, 2019

Russel Kinsela, "Directors' Duties to Insolvent Company," *Insolvency Intelligence* 1, no. 5, 1–2. 2023.

Sandra Dewi, "Mengenal Doktrin Dan Prinsip Piercing The Corporate Veil Dalam Hukum Perusahaan," *Soumatara Law Review* 1, 380–99. 2018.

Sharon Belenzon, Honggi Lee, and Andrea Patacconi, "Managing Risk in Corporate Groups: Limited Liability, Asset Partitioning, and Risk Compartmentalization," *Strategic Management Journal* 44, no. 12, 2888–2921, 2023

Siagian, F. S., Saragih, G. M., & Silaban, F. M. Implementation of *strict liability*. *JUSTICES*, 3(3), 197–203. 2024.

Si Hapsah Isfardiyana, "Tanggung Jawab Direksi Perseroan Terbatas Dalam Pelanggaran Fiduciary Duty," *Padjadjaran Jurnal Ilmu Hukum Jurnal Ilmu Hukum* 2, no. 1, 168–91. 2015

Siahaan, G. P., et al. Akibat hukum kepailitan perseroan terbatas. *Locus Journal of Academic Literature Review*, 3(3), 251–265. 2024. <https://doi.org/10.56128/ljoalr.v3i3.292>

Stanford Law School, "Fiduciary Duties of the Board of Directors" (Stanford Law School, 2023).

Strohmaier, N., et al. Hindsight bias in judging directors' liability. *Journal of Applied Social Psychology*, 51(3), 141–158. 2021. <https://doi.org/10.1111/jasp.12722>

Soraya Syafrida, Pieter E. Latumeten, and Widodo Suryandono, "Benturan Kepentingan Oleh Pemegang Saham Mayoritas Yang Diangkat Sebagai Direktur Utama Perseroan Terbatas Tertutup (Analisa Akta Anggaran Dasar PT ARS)," *Jurnal Notary* 1, no. 1 1–27. 2019.

Sudiro, A. Konsep keadilan dan sistem tanggung jawab perdata dalam hukum udara. *Iustum Law Review*. 2021.

Shigeko Hadi, Aam Suryamah, and Anita Afriana, "Prinsip Business Judgement Rule Dalam Pertanggungjawaban Hukum Direksi Bumh Yang Melakukan Tindakan Investasi Yang Mengakibatkan Kerugian," *Acta Diurnal Jurnal Ilmu Hukum Kenotariatan Dan Ke-PPAT-An* 4, no. 2 (2021); A. D. Woosley and Lon L. Fuller, *The Morality of Law*, *The Philosophical Quarterly*, vol. 16 (Yale University Press, 1966).

- Sukma, M. K., et al. Prinsip *ultra vires* terhadap pertanggungjawaban hukum direksi. *Jurnal Ilmiah Nusantara*, 1(6), 289–296. 2024.
- Thailaws. *The Thailand Civil and Commercial Code*. 2022.
- The National Assembly. *Vietnam Civil Code*. 2015.
- Tami Rusli, “Tanggung Jawab Organ BUMN Dalam Pengelolaan Kekayaan BUMN Dikaitkan Dengan Hak Negara Sebagai Pemegang Saham,” *Pranata Hukum* 14, no. 1, 1–14. 2019.
- Tasya Nailul Fikriya, "Tanggung Jawab Direksi Pada Perseroan Terbatas Milik Badan Usaha Milik Negara," *Jurnal Lex Renaissance* 5, no. 3, 592–606, 2020. <https://doi.org/10.20885/jlr.vol5.iss3.art6>.
- Tri Widiyoni. Peran direksi dalam perseroan terbatas. *Jurnal Analogi Hukum*, 2(1). 2020.
- Utamy, P., & Wahjuni, S. Pertanggungjawaban direksi dan notaris. *Jurnal Bina Mulia Hukum*, 4(2). 2020.
- Wahyono, & Cahyo. Pertanggungjawaban direksi dalam UU No. 40 Tahun 2007. *Iblam Law Review*, 5. 2025.
- Wardani, D. SPelindungan direksi terhadap keputusan bisnis. *Dharmasisya*, 2. . 2023.
- Wei, D., & Rafael, Â. P. Legal liability for environmental infractions. *BRICS Law Journal*, 10(2), 37–67. 2023. <https://doi.org/10.21684/2412-2343-2023-10-2-37-67>
- Weber, R. H., & Hösli, A. Climate change liability. *Climate Law*, 10(2). 2020. <https://doi.org/10.1163/18786561-01002002>
- Yafet Yosafet Wilben Rissy, “Ketentuan Dan Pelaksanaan Business Judgement Rule Di Amerika, Australia Dan Indonesia,” *Masalah-Masalah Hukum* 49, no. 2 (2020): 160–71.
- Yuanitasari, D. A comparison study of *strict liability* principles. *Civil Law Journal*, 5. 2023.
- Zhenmeng Liu, “The ‘De Facto Director’ System Under China’s New Company Law: Criteria for Determination and Assumption of Responsibility,” *Law and Humanities* 1, no. 2 (2025): 9, <https://doi.org/10.63313/lh.9011>.

Website

<https://www.tempo.co/hukum/begini-perjalanan-kasus-karen-agustiawan-eks-dirut-pertamina-yang-divonis-9-tahun-penjara-46192>, dikunjungi pada tanggal 17 Januari 2025 jam 01.15 wib

<https://law.stanford.edu/wp-content/uploads/2023/01/Fiduciary-Duties-of-the-Board-of-Directors.pdf> dikunjungi pada tanggal 09 juni 2026 jam 09.22 wib

<https://www.cnbcindonesia.com/market/20240917124907-17-572355/kronologi-kasus-mega-korupsi-jiwasraya-hingga-kena-sanksi-pku>, dikunjungi pada tanggal 17 Januari 2025 jam 01.42 wib

<https://www.detik.com/sumbagsel/hukum-dan-kriminal/d-7232765/peran-eks-dirops-pt-timah-dalam-kasus-korupsi-rp-271-t>. dikunjungi pada tanggal 4 agustus 2024 jam 02.20 wib

<https://www.tempo.co/hukum/hakim-pn-pangkalpinang-vonis-eks-pejabat-pt-timah-alwin-albar-3-tahun-penjara-lebih-rendah-dari-tuntutan-jaksa-1176619>. dikunjungi pada tanggal 27 Januari 2025 jam 23.12 wib

<https://www.detik.com/sumbagsel/hukum-dan-kriminal/d-7232765/peran-eks-dirops-pt-timah-dalam-kasus-korupsi-rp-271-t>. dikunjungi pada tanggal 4 agustus 2024 jam 02.20 wib

<https://news.detik.com/berita/d-7408753/tentang-karen-agustiawan-divonis-bui-tapi-tak-dihukum-uang-pengganti>, di akses tanggal 28 Januari 2025 pukul 20.51 wib

<https://www.kpk.go.id/id/ruang-informasi/berita/kerugian-negara-rp21-triliun-kpk-tetapkan-tersangka-korupsi-pengadaan-lng-di-pertamina>, di akses tanggal 28 Januari 2025 pukul 23.31 wib

<https://www.hukumonline.com/berita/a/kpk-apresiasi-vonis-9-tahun-penjara-terhadap-karen-agustiawan-lt667bb2a0e3189/?page=2>, di akses tanggal 28 Januari 2025 pukul 23.55 wib

<https://news.detik.com/berita/d-7408753/tentang-karen-agustiawan-divonis-bui-tapi-tak-dihukum-uang-pengganti>, di akses tanggal 28 Januari 2026 pukul 20.51 wib