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| <p>perundang-undangan yang berlaku.</p> <p>8. Dalam jangka waktu paling lambat 2 (dua) hari kerja terhitung sejak diketahui pengangkatan anggota Dewan Komisaris tidak memenuhi persyaratan, anggota Dewan Komisaris lainnya, harus mengumumkan batalnya pengangkatan anggota Dewan Komisaris yang bersangkutan dalam media pengumuman, dan paling lambat 7 (tujuh) hari memberitahukannya kepada Menteri di bidang Hukum untuk dicatat sesuai Peraturan Perundang-undangan.</p> <p>9. Perbuatan hukum yang telah dilakukan untuk dan atas nama Perseroan oleh anggota Dewan Komisaris yang tidak memenuhi persyaratan sebelum batalnya pengangkatan anggota Dewan Komisaris tetap mengikat dan menjadi tanggung jawab Perseroan.</p> <p>10. Perbuatan hukum yang dilakukan untuk dan atas nama Perseroan oleh anggota Dewan Komisaris yang tidak memenuhi persyaratan setelah batalnya pengangkatan anggota Dewan Komisaris adalah tidak sah dan menjadi tanggung jawab pribadi anggota Dewan Komisaris yang bersangkutan.</p> <p>11. Selain memenuhi kriteria sebagaimana dimaksud pada ayat (3) dan ayat (4), pengangkatan anggota Dewan Komisaris dilakukan dengan mempertimbangkan integritas, dedikasi, pemahaman mengenai masalah-masalah manajemen perusahaan yang berkaitan dengan salah satu fungsi manajemen, memiliki pengetahuan yang memadai di bidang usaha Perseroan, dan dapat menyediakan waktu yang cukup untuk melaksanakan tugasnya serta persyaratan lain berdasarkan peraturan perundang-undangan.</p> <p>12. Para anggota Dewan Komisaris diangkat dan diberhentikan oleh RUPS, dimana dalam RUPS tersebut dihadiri oleh pemegang saham Seri A Dwiwarna dan keputusan Rapat tersebut harus disetujui oleh pemegang saham Seri A Dwiwarna. Para anggota Dewan Komisaris diangkat oleh RUPS dari calon yang diajukan oleh pemegang saham seri A Dwiwarna, pencalonan mana mengikat bagi RUPS.</p> <p>13. Keputusan RUPS mengenai pengangkatan dan pemberhentian anggota Dewan Komisaris juga menetapkan saat mulai berlakunya pengangkatan dan pemberhentian tersebut. Dalam hal RUPS tidak menetapkan, maka pengangkatan dan pemberhentian anggota Dewan Komisaris tersebut mulai berlaku sejak penutupan RUPS.</p> <p>14. a. Para anggota Dewan Komisaris diangkat untuk jangka waktu terhitung sejak tanggal I yang ditetapkan oleh RUPS yang mengangkatnya dan berakhir pada penutupan RUPS Tahunan yang ke-5 (lima) setelah tanggal pengangkatannya, dengan syarat tidak boleh melebihi jangka waktu 5 (lima) tahun, dengan memperhatikan peraturan perundang-</p> | <p><i>of the Directors shall be notified, in writing, by observing the law and regulation.</i></p> <p>8. <i>Within a period of not later than 2 (two) business days from the date when the appointment of ineligible member of the Board of Commissioners, other member of the Board of Commissioners shall announce the annulled appointment of the concerned member of the Board of Commissioners in an announcement and, not later than 7 (seven) days thereafter, notify the Minister of Law, in order to be recorded in accordance with the law and regulation.</i></p> <p>9. <i>Any legal action which was taken, for and on behalf of the Company, by the ineligible member of the Board of Commissioners prior to the date of annulled appointment of such member of the Board of Commissioners shall remain be binding and, shall be liability of the Company.</i></p> <p>10. <i>Any legal action which is taken, for and on behalf of the Company, by the ineligible member of the Board of Commissioners after the date of annulled appointment of member of the Board of Commissioners shall be illegal and personal liability of the concerned member of the Board of Commissioners.</i></p> <p>11. <i>Other than meeting the criteria as set forth in paragraph (3) and paragraph (4), the appointment of members of the Board of Commissioners shall be performed by considering integrity, dedication, comprehension on managerial issues of the company which are relating to one of functions of management, having adequate knowledge concerning the line of business of the Company and, may provide sufficient time for fulfilling their duties and, other requirements, pursuant to the law and regulation.</i></p> <p>12. <i>Members of the Board of Commissioners shall be appointed and dismissed by the GMS which is attended by the holders of Series A Dwiwarna Share and, the resolution of Meeting shall be approved by the holders of Series A Dwiwarna Share. Members of the Board of Commissioners shall be appointed by the GMS from candidates nominated by the holders of Series A Dwiwarna Share, the nomination of which shall be binding upon the GMS.</i></p> <p>13. <i>A resolution of the GMS concerning appointment and dismissal of members of the Board of Commissioners shall also specify the effective date of such appointment and dismissal. If the GMS does no specify, then the appointment and dismissal of members of the Board of Commissioners shall be effective as of the date of closure of GMS.</i></p> <p>14. a. <i>Members of the Board of Commissioners shall be appointed for a period which is effective as of the date of appointment by the GMS and shall expire on the date of closure of the 5th (fifth) Annual GMS from the date of their appointment, provided that it must not exceed the period of 5 (five) years, by observing</i></p> |
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