

## ABSTRAK

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Perbankan adalah segala sesuatu yang menyangkut tentang bank, mencakup kelembagaan, kegiatan usaha serta cara dan proses dalam melaksanakan kegiatannya. Salah satu usaha perbankan dalam mengatasi krisis ekonomi nasional yang menimpa perekonomian perbankan nasional pada tahun 1997 yang mengakibatkan bank-bank pada saat itu mengalami *colleps* dan likuidasi. Upaya untuk mengatasi dampak tersebut perlu dilakukan penyehatan perbankan antara lain melalui merger, konsolidasi dan akuisisi antara beberapa bank. Pelaksanaan merger, konsolidasi dan akuisisi perbankan diharapkan dapat terciptanya bank yang kuat dan dapat bersaing. Dalam pelaksanaannya, Undang-Undang No.10 Tahun 1998 tentang Perbankan dan Peraturan Pelaksananya Peraturan Pemerintah No.28 Tahun 1999 tentang Merger, Konsolidasi dan Akuisisi Bank dan Surat Keputusan Direksi Bank Indonesia No.32/51/KEP/DIR tanggal 14 Mei 1999 tentang Persyaratan dan Tata Cara Merger, Konsolidasi dan Akuisisi Bank Umum menjadi aturan yang bersifat khusus (*lex specialis*). Sedangkan Undang-Undang No.40 Tahun 2007 tentang Perseroan Terbatas dan Peraturan Pemerintah No.27 Tahun 1998 tentang Penggabungan, Peleburan dan Pengambilalihan Perseroan Terbatas menjadi aturan yang bersifat umum (*lex generalis*) karena perbankan yang berbentuk badan hukum perseroan terbatas harus tunduk pada peraturan yang bersifat umum. Pelaksanaan merger harus juga memperhatikan kepentingan pihak ketiga. Yaitu, para pemegang saham minoritas, karyawan dan nasabah karena dalam pelaksanaan merger, konsolidasi dan akuisisi tidak boleh merugikan pemegang saham minoritas, karyawan dan nasabah. Hal tersebut sudah diatur dalam Undang-Undang Perseroan Terbatas.

Kata kunci : Merger, Bank, Perlindungan Hukum

## ABSTARCT

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Banking is all that concerned about the bank, including institutional, business activities and processes as well as the way in carrying out its activities. One of the banking business in the national economic crisis that hit the economy of national banks in 1997 that resulted in the banks at that time had collops and liquidation. Attempts to overcome the impact of restructuring the banking system needs to be done among others through mergers, consolidations and acquisitions between banks. Implementation of the merger, consolidation and acquisition of banks is expected to create a strong bank and be competitive. In implementation, the Act No.10 of 1998 on the executive of Banking and Regulation Government Regulation No.28 Year 1999 about Merger, Consolidation and Acquisition of Banks and Bank Indonesia Board Decree dated May 14, 1999 No.32/51/KEP/DIR about requirements and Procedures of Merger, Consolidation and Acquisition of Commercial Banks into the special rules (*lex specialis*). While the Act No.40 of 2007 on Limited Liability Companies and Government Regulation No.27 Year 1998 about Merger, Consolidation and Acquisition Company Limited became the general rule (*lex generalis*) because the banks are limited liability legal entities should be subject to regulations general nature. Implementation of the merger should also pay attention to the interests of third parties. Namely, the minority shareholders, employees and customers because in the implementation of mergers, consolidations and acquisitions should not be detrimental to minority shareholders, employees and customers. It is set in a Limited Liability Company Act.

Keywords: Merger, Bank, legal protection