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# Analysis of the Prosecutor's Authority Regarding the Dissolution of a Limited Liability Company: A Problem Regarding *Persona Standi in Judicio*

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**Abstract**

*In the existing laws and regulations, it is understood that the Prosecutor has the authority to dissolve a Limited Liability Company, but the reasons for the dissolution have not been comprehensively regulated. This will of course have the potential to affect the legal standing of the Prosecutor in submitting the application. Based on this, the formulation of the problem in this article is First, the authority to dissolve a limited liability company by the prosecutor and Second, the judge's legal considerations (ratio decedendi) regarding the authority to dissolve a limited liability company by the prosecutor. This research is a legal research using statutory approach, conceptual approach, and the case approach. Based on the results of the research in this article, it was found that First, the Prosecutor has the authority to dissolve a Limited Liability Company which has been clearly regulated, both in the PT Law, the Prosecutor's Law, and other laws and regulations, but it is related to the reasons for the dissolution of a Limited Liability Company. By the Prosecutor's Office has not been regulated in detail, especially for reasons of public interest. Second, from the 2 (two) existing decisions, namely the Supreme Court Decision Number 3099 K/Pdt/2017 and the Supreme Court Decision Number 2640 K/Pdt/2019 it can be understood that there are things that must be considered regarding the prosecutor's authority in submitting a request for dissolution limited company.*

Keywords
prosecutor's office; authority; legal standing; dissolution of limited liability company

## I. Introduction

In Article 138 paragraph (1) of Law Number 40 of 2007 concerning Limited Liability Companies, as amended by Article 109 of Law Number 11 of 2020 concerning Job Creation (hereinafter referred to as Law 40/2007), it is regulated that: "(1) An examination of the Company may be carried out with the aim of obtaining data or information in the event that there is an allegation that: a. The Company commits an unlawful act that is detrimental to shareholders or third parties; or b. a member of the Board of Directors or the Board of Commissioners commits an unlawful act that is detrimental to the Company or its shareholders or third parties." Furthermore, in Article 13 paragraph (2) of Law 40/2007, it is regulated that: "The examination as referred to in paragraph (1) is carried out by submitting a written application along with the reasons to the district court whose jurisdiction covers the domicile of the Company." From these 2 (two) provisions, it is understood that in order to obtain data/information from a Limited Liability Company, legal remedies that can be taken are submitting an application for

examination of the company to a district court whose jurisdiction covers the domicile of the Company (Mentari, 2021) .

Amar Roopanad Mahadew elaborates (Mahadew, 2016) : "It can be argued that the requirement of legal standing is important to save the precious time of the court and prevent frivolous cases being entered by individuals or group of individuals for their own publicity or benefit." From this description, it can be understood that legal standing has an important role in the law so that not just anyone can file legal remedies which incidentally actually interferes with the creation of justice. Therefore, in law, the concept of procedural justice is known which basically explains that to obtain substantive justice, certain conditions and procedures as formal requirements must be met (Setiawan et al., 2021) .

The importance of legal standing as a form of procedural justice makes legislators also regulate the existence of legal standing on requests for examination of the company with the aim that not just anyone submits an application to the court which of course is not only detrimental to the company, because they have to "deal" with requests that are not clear, of course. It is very troublesome for the court, which has so many cases with things that are not clear (Syaifuddin, 2011) . In relation to parties with legal standing, Article 138 paragraph (3) of Law 40/2007 stipulates: "The application as referred to in paragraph (2) can be submitted by: a. 1 (one) shareholder or more representing at least 1/10 (one tenth) of the total number of shares with voting rights; b. other parties who based on laws and regulations, the articles of association of the Company or an agreement with the Company are authorized to submit an application for examination; or c. public prosecutor's office." From these provisions, it can be understood that there are 3 (three) entities that have legal standing:

a. 1 (one) shareholder or more representing at least 1/10 (one tenth) of the total shares with voting rights;
b. other parties based on laws and regulations, articles of association Company or an agreement with the Company is authorized to apply for examination request; or
c. public prosecutor's office.

Of the 3 (three) parties who have legal standing, only one party is required to prove the existence of a special reason, namely the prosecutor's office (Setyarini et al., 2020) . The Prosecutor's Office to be able to apply for a Limited Liability Company examination must be able to prove that the Prosecutor's Office has a public interest. After the prosecutor can prove that it has a public interest, the prosecutor can obtain data or information regarding the Limited Liability Company.

By obtaining data or information related to a Limited Liability Company, this is certainly very helpful for the prosecutor in the case of a Limited Liability Company, a member of the Board of Directors or the Board of Commissioners is suspected of committing acts that violate the public interest or laws and regulations. When later from the data obtained, the Prosecutor's Office finds a violation of public interest or laws and regulations, the Prosecutor may even file for the dissolution of the Limited Liability Company (Prayoga & Rofii, 2020a) . This, as regulated in Article 136 of Law 40/2007: "1) The district court may dissolve the Company on: a. the prosecutor's application is based on the reason that the Company violates the public interest or the Company commits an act that violates the laws and regulations; b. a request from an interested party based on the reasons for the existence of a legal defect in the deed of establishment; c. the request of the shareholders, the Board of Directors or the Board of Commissioners based on the reasons for the Company is not possible to proceed." Regarding this arrangement, it is also emphasized in Appendix Chapter III letter A of the Prosecutor's Office Regulation Number

7 of 2021 concerning Guidelines for Implementing Law Enforcement, Legal Aid , Other Legal Actions, and Legal Services in the Civil and State Administration Sector, which basically outlines that the request for examination and dissolution the company can in the event that there is an interest in civil liability to a person or corporation.

The problem that arises is that there is no clear explanation regarding the meaning of "violating the laws and regulations", let alone the meaning of "violating the public interest", even though the clarity of the reasons for submitting an application by the Prosecutor's Office is very important. Because, if the reasons are ambiguous, the application for dissolution of the company may not be accepted by the court ( *niet ). ontvankelijke verklaard* ). As the legal adage *cum adsunt testimoniala rerum, quid opus est verbist* (there is a free translation; "when the evidence and facts are there, then the words are useless.") (Hartono et al., 2021) , so an example of this ambiguity regarding legal standing can be seen in the Supreme Court Decision Number 2640 K/ Pdt/2019 dated October 7, 2019.

In the Supreme Court Decision Number 2640 K/Pdt/2019 dated October 7, 2019, the sole judge Arief Wibowo stated that the application for the dissolution of the company was unacceptable. The judge in his legal deliberations explained that the application for dissolution was premature because there was no evidence of the application for execution of the Supreme Court's decision punishing environmental improvements. This shows the importance of the description regarding the attorney's *persona standi in judicio* in the application for the dissolution of the limited liability company, although there is no regulation regarding the meaning of "violating the laws and regulations", let alone the meaning of "violating the public interest" which is clear in the laws and regulations. In fact, legal certainty ( *rechtszekerheit* ) is one of the essences of the teachings of legal ideals (i *dee des rech* t ), in addition to justice ( *gerechtigkeit* ), and expediency ( *zweckmäßigkeit* ) (Sari et al., 2019) . The importance of this legal certainty, even makes Aurelien Portuese, Orla Gough, and Joseph Tanega in their articles describe; "**Thus, the principle of legal certainty is said to be 'one of the most important general principles recognized by the European Court**". The principle of legal certainty is not interpreted by the Court in a formalistic whereby this principle would enjoy an absolute and categorical imperative but rather in a pragmatic fashion whereby the practical effects of the lack of predictability are considered from a consequentialist perspective (thickening by author)."

Based on this background, it is necessary to further analyze the position of the prosecutor in the dissolution of a limited liability company. This is done so that there is legal certainty in the decisions (determinations) of judges regarding the application for the dissolution of a limited liability company by the prosecutor, which incidentally has a central position in a democratic legal state (*democratie). rechtstaat*) (Abrianto et al., 2018)

The formulation of the problem in this article is **first** , the authority to dissolve a limited liability company by the prosecutor's office and **second** , the judge's legal considerations (*ratio decedendi*) regarding the authority to dissolve a limited liability company by the prosecutor. The purpose of this article is **first** , to analyze the authority to dissolve a limited liability company by the prosecutor's office and **second to** analyze the judge's legal opinion (*ratio* decedendi) regarding the authority to dissolve a limited liability company by the attorney *general 's office.*

## II. Research Method

The research is legal research. According to Jonaedi Effendi and Johnny Ibrahim, legal research is (Effendi & Ibrahim, 2020): "a scientific activity based on certain methods, systematics, and thoughts that aim to study one or several certain legal phenomena by analyzing them, except that, then an in-depth examination of the legal facts is also held to then seek a solution to the problems that arise in the phenomenon concerned". In this article, legal phenomena will be described, related to the authority to dissolve a limited liability company by the attorney general's office and its application in court. The arguments that will be used as part of the analysis are legal arguments (Nugraha et al., 2019).

The legal research, the approach used is the statutory approach, conceptual approach, and the case approach. The three approaches are used to produce comprehensive legal articles related to the authority to dissolve a limited liability company by the attorney general's office.

Regarding sources of legal research, Peter Mahmud Marzuki argues that (Marzuki, 2013): "legal research sources can be divided into research sources in the form of primary legal materials and secondary legal materials". In this research, the primary legal materials consist of statutory regulations, official records/minutes in the making of legislation and court decisions/decision relating to the prosecutor's authority to dissolve a limited liability company and its application in court. The secondary legal materials used in this research are all publications on law that are not official documents, in the form of legal writings and opinions of scholars, both in the form of books, journals, legal dictionaries, as well as articles published in print and electronic media, which are related to the legal issues studied in this article. In this paper, primary legal materials and secondary legal materials that exist are then analyzed and processed, then its conclusions are drawn by the author.

## III. Results and Discussion

### 3.1 Authority for the Dissolution of a Limited Liability Company by the Attorney General's Office

In state administrative law, there is a legal principle known as the principle of legality (legality). *beginsel / wetmatigheid van bestuur* ) which means (Parikesit, 2021): "meaning that every government action must have a legal basis in a statutory regulation." This principle has a deep meaning, that every action of state institutions must have a legal basis in carrying out this authority. As for the juridical consequence of not regulating the authority of the official in the legislation, the action of the official can be declared invalid, due to a defect in authority (Putra, 2020). Therefore, in the context of the authority to dissolve a Limited Liability Company by the Prosecutor's Office, the first thing to look at is the provisions in the laws and regulations. This parallels the legal adage (Dirgantara et al., 2020): "*Primo executienda est verbi vis, ne sermonis vitio obstrueture oratio , sive lex sine argumentis.*" (free translation: "The force of a word is to be first examined, lest by the fault of diction the sentence be destroyed, or the law be without arguments.")

The parties who have the authority or rights related to the dissolution of this Limited Liability Company can be seen in Article 146 of Law 40/2007 (Agung, 2020):

### a. Prosecutor

The law gives legal standing or legitimacy persona standi in judicio to the prosecutor's office to file for dissolution on the grounds that the company violates the public interest or the company commits an act that violates the laws and regulations.

### b. Interested Parties

This law does not specify who or which parties are classified as interested parties. However, the reason for the application for dissolution can be submitted by an interested party only to the extent of the deed of establishment where a legal defect is found in the deed of establishment such as an error in the articles of association of the company's establishment which makes the establishment legally invalid, shareholders, members of the board of directors or the board of commissioners or creditors.

### c. Shareholders, Directors or Board of Commissioners

In addition to the prosecutor's office and interested parties, Article 146 paragraph (1) letter c of the Limited Liability Company Law provides legal standing capacity for shareholders, directors and commissioners to apply for the dissolution of the company to the District Court. The rationale for the application that they can submit is only limited to the reason "the company is not possible to continue". As for what is meant by "reasons for the Company not being able to continue" in the explanation of Article 146 paragraph (1) letter c of the Company Law:

1. The Company has not carried out business activities (non-active) for 3 (three) years or more, as evidenced by a notification letter submitted to the tax agency;
2. in the event that most of the shareholders' addresses are unknown even though they have been summoned through advertisements in the newspapers so that a GMS cannot be held;
3. in the event that the balance of share ownership in the Company is such that the GMS cannot make valid decisions, for example 2 (two) camps of shareholders each own 50% (fifty percent) of the shares; or
4. The Company's assets have been reduced to such an extent that with the existing assets it is no longer possible for the Company to continue its business activities.

For the record, the parties who can apply for the dissolution of the Limited Liability Company are alternative. This means, not all of these parties have to apply for the dissolution of the Limited Liability Company. Just one party. The reason for the submission is also alternative (according to the party authorized to submit) (Lendrawati & Sonyatan, 2014). This means, only 1 (one) reason is fulfilled, then the Limited Liability Company can be dissolved. Both actions (against the law and abuse of authority) are important to distinguish the boundaries of corruption and are also interesting to talk about (Purba and Syahrin, 2019).

Regarding the authority of the Prosecutor's Office in carrying out the act of dissolving a Limited Liability Company, it has actually also been regulated in Article 32 of Law Number 16 of 2004 concerning the Prosecutor's Office, as amended by Law Number 11 of 2021 (hereinafter referred to as the Prosecutor's Law) which stipulates: and authority in this Law, the Prosecutor's Office may be assigned other duties and authorities based on the Act". This is also emphasized in the Prosecutor's Office Regulation Number 7 of 2021 concerning Guidelines for Implementing Law Enforcement, Legal Aid, Legal Considerations, Other Legal Actions and Legal Services in the Civil and Administrative Sector (hereinafter referred to as Perja 7/2021). In the Appendix to Perja 7/2021, it is

described: " The State Attorney filed an application for the dissolution of a limited liability company with the following reasons: following; (l) The company violates the public interest or commits acts that violate the laws and regulations (*vide* Article 146 paragraph (1) letter a of the Company Law. (2) In a maximum period of 6 (six) months, obtain legal defense status, the shareholders become less than 2 (two) people *according to* Article 7 paragraph (6) of the Law on PT. (3) A company that does not adjust its basic budget within 1 (one) year after the enactment of Law Number 40 of 2007 concerning Limited Liability Companies (*see* Article 157 paragraph (4) of the Limited Liability Company Law". From these provisions, it can be understood that there has been a strong legal basis regarding the authority of the Prosecutor in dissolving a Limited Liability Company.

In the context of the prosecutor's authority as regulated in the Limited Liability Company Law, one can look at Muhammad Fardan's opinion regarding the duties and functions of the prosecutor's office in the Limited Liability Company Law (Prayoga & Rofii, 2020a):

a) Submit an application to the District Court for an examination of the company to obtain data or information that the company has committed an act that violates the public interest.
b) Submit an application to the District Court so that the company is dissolved based on the reason that the company violates the public interest or the company commits an act that violates the legislation.
c) Apply for the appointment of a new liquidator and dismiss the old liquidator if it can be proven that the liquidator is not carrying out his duties properly or the debt of the company or company exceeds the company's assets

From this description, it can also be seen that based on expert opinion, the Attorney General's Office has the authority to dissolve a Limited Liability Company.

One of the things that need to be considered regarding the dissolution of the Limited Liability Company by the Prosecutor's Office is related to the formal requirements that must be met like a normal application is submitted. For example, regarding a special power of attorney which is actually based on Article 30 paragraph (2) of the Prosecutor's Law which stipulates: "(2) In the civil and state administration fields, the prosecutor with special powers can act both inside and outside the court for and on behalf of the public. state or government." As for the special power of attorney, it must be explicitly regulated (express) *verbis*) related to represent in what case the prosecutor is acting. Not only with general power. Therefore, in relation to the dissolution of the Limited Liability Company, the specificity in the power of attorney according to the author must be specific regarding the dissolution of the Limited Liability Company that will be dissolved. As for the consequence of the absence of this special power of attorney, the Respondent may file an exception regarding *persona standi in judicio* and the request for the dissolution of the company is unacceptable ( *niet ontvankelijke verklaard* ) (Okman et al., 2020). If this is analogous to the special power of attorney used by a lawyer, it does not cause the object in detail which in fact makes the power of attorney invalid, so that the lawsuit filed and signed by the invalid power of attorney is unacceptable, as Jurisprudence Number 3412 K/Pdt/1983 (Harahap, 2017).

Apart from the existence of clear regulations related to the prosecutor's authority in applying for the dissolution of the Limited Liability Company, there are still problems related to this, namely the **ambiguity regarding the reason "the company violates the public interest or the company commits an act that violates the laws and regulations", so that it can be dissolved by the prosecutor's office,** particularly in relation to "violating

the public interest." from Article 35 letter c of the Prosecutor's Law, public interest is the interest of the nation and state and/or the interest of the wider community. A more specific definition was later clarified in the Letter of the Deputy Attorney General for Civil and State Administration of the Attorney General of the Republic of Indonesia Number B-014/G/4/1999, namely as the interests of the nation, state, government, national development or the wider community. So that the orientation of the public interest in the perspective of the prosecutor's office is as a basis for acting to protect the interests of the government as the ruler in the field of law enforcement. This has the potential to make the "public interest reasons" the prosecutor's absolute domain in interpreting. This is parallel with the opinion of Andhika Prayoga & Muhammad Sya'roni Rofii (Prayoga & Rofii, 2020b): "Violations against the public interest are part of the government's interest, so that the interpretation of this condition is entirely on the government side as the authority to give the attorney general's office a request for dissolution. Because in essence, in exercising this authority, the Prosecutor's Office is carrying out the interests of the state in implementing its political policies at a practical level through a judicial mechanism ."

Regarding the reasons for violating the laws and regulations, then in Perja 7/2021, there are two classifications, namely violations of: (i) laws and regulations that carry a criminal threat or (ii) laws and regulations that do not have a criminal threat. In the event that the submission of an application for the dissolution of a limited company on the grounds of violating the laws and regulations that carry a criminal threat, it is stated that there is a a decision that is legally binding stating that the limited liability company violates the applicable laws and regulations. In the event that the application for the dissolution of a limited liability company is filed on the grounds of violating the laws and regulations that do not have a criminal penalty, a decision from the competent authority and/or a court decision with a permanent legal status stating that the limited liability company violates the applicable laws and regulations is required.

If we compare the reasons for "violating the public interest" with the reasons for "violating the laws and regulations", then of course it can be understood that the criteria for violating the laws and regulations are still clearer than violating the public interest. Although, in truth, when violating laws and regulations, of course, it can also be said to violate the public interest, because of course the law was formed in the public interest ( society at large) (Nugraha et al., 2021).

Apart from the absence of a comprehensive arrangement related to the reasons for the dissolution of the Limited Liability Company by the Prosecutor's Office, this does not mean that for any reason it becomes a "public interest" argument, so that the Prosecutor's Office can disband. The clarity of the reasons for submitting the application by the Prosecutor's Office is still very important. Because, if the reasons are ambiguous, the application for the dissolution of the company may not be accepted by the court.

### 3.2 Judge's Legal Considerations (*Ratio Decedendi*) Regarding the Authority to Disband a Limited Liability Company by the Attorney General's Office

*Judex set lex laguens* (there is a free translation: "the judge is the law that speaks") is a term used in ancient times to describe judges in earlier civil law countries who were identical only with deciding strictly according to the laws and regulations (Pananjung et al., 2017). This is no longer relevant, because countries in civil law are no longer absolutely based on laws and regulations, but also justice (*gerechtigkeit*) and expediency (*zweckmäßigkeit*) in making decisions. In fact, it is not uncommon for judges today to make legal discoveries (*rechtsvinding*) in order to fill the legal vacuum (Hakim, 2016). Therefore, to understand the application of a rule of law, the thing that can be done is to

analyze the judge's decisions. On this basis, the author will describe the judge's decisions related to the dissolution of the Limited Liability Company by the Prosecutor to understand the judge's considerations regarding the reasons for the petition for the dissolution of the Limited Liability Company by the Prosecutor.

### a. Supreme Court Decision Number 3099 K/Pdt/2017

One example of a case where the prosecutor's office may dissolve a Limited Liability Company is in the determination of the Bengukulu District Court Number 144/ Pdt.P /2016/PN Bgl. In this case, the Respondent (PT Wijaya Cipta Perdana) has lent / submitted company documents to Titi Sumanti to participate in and win the Plywood Machinery Procurement Activity at the Cooperative, SME Industry and Trade Office of Kepahiang Regency , so that the Respondent has been proven to be used as a tool or a means to commit a criminal act and brother Titi Sumanti together with brother Andi Wijaya as the President Director of PT Wijaya Cipta Perdana have been proven to have committed a criminal act of corruption in accordance with the decision of the Corruption Court at the Bengkulu District Court which has permanent legal force (inkracht) in the Act Corruption Crime Number: 51 / Pid.B / TIPIKOR / 2013 / PN Bgl , so that the judge then considered determining the dissolution of the Limited Liability Company which was requested by the Attorney General's Office. In his judgment, the judge also explained: "Considering that Law Number 40 of 2007 concerning Limited Liability Companies does not explain in detail the definition of the Public Interest, however, the Petitioner filed for the dissolution of the Limited Liability Company on the grounds that the Limited Liability Company has violated the Public Interest or violated the provisions of the Law. -invitation (*Vide* Article 146 paragraph 1a of Law Number 40 of 2007 concerning Limited Liability Companies); The judge then interprets the public interest in accordance with the explanation of Article 49 of Law Number 6 of 1986 concerning State Administrative Courts (hereinafter referred to as Law 6/1986), namely Public Interest is the interest of the nation and the State and or the interests of the community together and or development interests in accordance with the Laws and Regulations. - applicable invitation. This means interpreting that violating the laws and regulations also violates the public interest. The decision was then filed for cassation, but was rejected and upheld by the Supreme Court in Supreme Court Decision Number 3099 K/Pdt/2017.

### b. Supreme Court Decision Number 2640 K/Pdt/2019

This case began with the determination of the Balige District Court Number 8/ Pdt.P /2018/PN. This case began when the Balige District Attorney submitted a request for the dissolution of PT GDS, which is located in Hariara Pintu Village, Samosir Regency , Sumatra in May 2018. Steps to the Supreme Court's decision to punish the company for repairing environmental damage belongs to the company. Blg As for one of the judge's legal considerations: " "It turns out that from all the evidence submitted by the Petitioner, there is no evidence that the Petitioner as the agency/institution that oversees the function of the prosecutor as the executor (execution) has carried out the additional criminal execution by submitting the minutes of additional criminal executions. the. So from this the judge is of the opinion that the material for the applicant's application is considered premature. Therefore, it is materially reasonable according to the law to state that the Petitioner's petition cannot be accepted.” The Supreme Court, through decision No. 2640 K/Pdt/2019 dated October 7, 2019, has rejected the Balige District Attorney's application. According to the Supreme Court, the posita of the Petitioner's petition does not support the petition concerning the demand to implement a decision in the phrase 'execute a purely

regarding the dissolution of a limited liability company. If second, there is no evidence showing in the Petitioner's posita that the Respondent has had bad intentions to voluntarily implement the verdict of a criminal case. Thus , the phrase violating the public interest or the company committing an unlawful act must be seriously proven by the team of prosecutors. state attorney. In addition, in a case that reminds of the importance of a power of attorney as a basis for legal standing to apply for the dissolution of a Limited Liability Company : "that from the description of the considerations the Judge also believes that the power of attorney granted in representing the capacity and position of the Respondent in court or facing this case, is not by or on the competent authority, because it was not made by a person who does not have the capacity of *persona standi in judicio* . So the Judge concluded that the Respondent also did not have the legal standing and legal capacity to represent his interests in the Court of this case." Thus, it can also be said that without a special power of attorney regarding the dissolution of the Limited Liability Company, then it can be said that the prosecutor's office does not have *a persona standi in judicio* .

From the 2 (two) decisions, it is understood that there are things that must be considered regarding the authority of the prosecutor in submitting an application for the dissolution of a Limited Liability Company:

1. 6/1986 which basically one of the forms of violating the public interest is violating the laws and regulations ;
2. The importance of additional minutes of criminal execution before dissolving the company when going to carry out the execution of a decision that has permanent legal force;
3. Prosecutors still need to have a special power of attorney related to disbanding a Limited Liability Company.

## IV. Conclusion

The prosecutor has the authority to dissolve a Limited Liability Company which has been clearly regulated, both in the Limited Liability Company Law, the Prosecutor's Law, and other laws and regulations, but it is true that the reasons for the dissolution of a Limited Liability Company by the Prosecutor's Office have not been regulated in detail, especially related to reasons of public interest. Of the 2 (two) existing decisions, namely the Supreme Court Decision Number 3099 K/Pdt/2017 and the Supreme Court Decision Number 2640 K/Pdt/2019 it can be understood that there are things that must be considered regarding the prosecutor's authority in applying for the dissolution of a Limited Liability Company: 1. The judge considers that although there is no definition of public interest, it can refer to the definition of Law 6/1986 which basically one of the forms of violating the public interest is violating the laws and regulations ; 2. The importance of the minutes of additional criminal executions before dissolving the company when going to carry out the execution of a decision that has permanent legal force; 3. Prosecutors still need to have a special power of attorney related to disbanding a Limited Liability Company.

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