



Mechanism of implementation of transfer of rights over land and buildings assets of pt bank syariah Indonesia TBK

Reza Juanda¹, Sanusi², Ria Fitri²

¹ Student, Law Faculty, Master of Notary, Syiah Kuala University, Aceh, Indonesia

² Lecturer, Law Faculty, Syiah Kuala University, Aceh, Indonesia

Abstract

Article 122 paragraph (3) of Law Number 40 of 2007 explains that the legal consequence of a Merger/Consolidation results in the transfer of assets and liabilities of the merging company to the receiving company. In February 2021, the Government officially carried out a merger or consolidation of three state-owned Islamic banks, namely PT Bank Syariah Mandiri Terbuka Tbk, PT Bank BNI Syariah Terbuka Tbk, and PT Bank BRI Syariah Terbuka Tbk. PT Bank Syariah Indonesia Region Office I Aceh implemented the mechanism for the transfer of land and building assets as assets of PT Bank Syariah Indonesia from PT Bank BRI. The research approach used includes two approaches: statutory approach, which is an approach that cannot be separated from the provisions of the Law, and conceptual approach according to Peter Mahmud, which is based on views and doctrines that have developed in legal science. The mechanism carried out involves considering the background needs of PT Bank Syariah Indonesia Tbk, as well as business needs and the addition of fixed assets and performance of PT Bank Syariah Indonesia. The next steps include conducting a study on the existence of offices and the status of office buildings. After completing these steps, the next step is to submit a purchase proposal for the buildings, taking into account the feasibility of the land and the condition of the buildings. The list of offices for which purchases were made includes: 1) BRI Syariah KCP Simpang Surabaya; 2) BRI Syariah KCP Peunayong; 3) BRI Syariah KCP Lampriet (Bandar Baru).

Keywords: merger, consolidation, transfer, bank

Introduction

In February 2021, the Indonesian government officially merged three state-owned Islamic banks, namely PT Bank Syariah Mandiri Terbuka (Tbk), PT Bank BNI Syariah Terbuka (Tbk), and PT Bank BRI Syariah Terbuka (Tbk), into a new entity called PT Bank Syariah Indonesia Terbuka (Tbk). The merger was aimed at increasing efficiency and performance, acquiring new markets or customers from the merged banks, investing in excess and idle financial resources, reducing or impeding competition, and maintaining business continuity.

The government's policy of merging these three BUMN (state-owned) Islamic banks and changing their name to PT Bank Syariah Indonesia Tbk has legal implications, particularly regarding the transfer of assets, especially land, from the previous banks to PT Bank Syariah Indonesia Tbk. Assets are all the wealth sources owned by a company, and without assets, a company cannot function properly as they hold economic benefits in the future. Therefore, companies intending to sell their assets must exercise caution, especially for substantial and important assets.

The legal provisions regarding the transfer of land assets are found in Article 122 paragraph (3) of the Company Law, which states:

“The legal consequences of a merger/consolidation result in the assets and liabilities of the merging company transferring by operation of law to the receiving company.”

In mergers and consolidations, all assets and liabilities automatically transfer to the receiving or resulting company. This includes the transfer of ownership of land and buildings. Furthermore, Article 128 of the Company Law stipulates that mergers or consolidations must be executed through a Merger Deed or Consolidation Deed executed

before a notary. When relating Article 122 paragraph (3) of the Company Law with Article 128, it can be understood that the assets and liabilities of the merging company transfer by operation of law to the receiving or resulting company at the time of signing the Merger Deed or Consolidation Deed.

In line with the implementation of Qanun No. 11 of 2018 regarding Sharia Financial Institutions in Aceh, which requires all financial services in the province to be Sharia-based by January 2022, Bank Mandiri has transferred a significant portion of its assets in Aceh Province to Bank Syariah Indonesia Tercatat. In March 2021, 47 Bank Mandiri branches in Aceh Province were transferred to Bank Syariah Indonesia. The building assets owned by Bank BRI Syariah, including 11 branch offices, 15 sub-branch offices, and 94 BRI units, have also been transferred to Bank Syariah Indonesia. Additionally, 444 ATMs have been used by Bank Syariah Indonesia through this transfer.

Based on the information provided by Respondent Rusmadi, during the transfer of land assets from PT Bank Mandiri Syariah, PT Bank BRI Syariah, and PT Bank BNI to PT Bank Syariah Indonesia, different mechanisms such as sale and purchase, inbreng, and capital contribution were employed for the transfer of land assets.

Given the information above, it is interesting to conduct further research with the title “Mechanisms for the Transfer of Land and Buildings as Assets in PT Bank Syariah Indonesia Tbk.”

Research methodology

The first approach used in this research is the statutory approach, which cannot be separated from legal provisions. The second approach is the conceptual approach according

to Peter Mahmud, which is based on views and doctrines that have developed in legal science.

Research findings

The mechanism of asset transfer can be seen in the "Feasibility Study of Purchasing Fixed Assets in the Form of Land and Buildings for BSI Region Office I Aceh." The background is as follows:

1. In the first quarter of 2021, PT Bank Syariah Indonesia Tbk's performance has shown positive growth, as evidenced by the financial report published on May 7, 2021, with total assets of Rp. 234.42 trillion and total financing of Rp. 112.54 trillion as of March 2021.
2. One of the strategies for maintaining sustainable business growth is by adding assets such as office buildings, which have the following advantages:
 - a. They have high value, which can increase through fixed asset revaluation.
 - b. They have long utilization time and economic lifespan, around 20-30 years.
 - c. They provide cost efficiency in terms of rent, maintenance, and relocation expenses.
1. The addition of fixed assets in the form of office buildings can be done through various methods, such as:
 - a. Inbreng, which involves the contribution or transfer of capital from shareholders.
 - b. Purchase of land or buildings.
2. The current good performance of Bank Syariah Indonesia provides the right momentum for purchasing land and buildings.

The study focuses on the mechanism of transferring land and building assets to BSI, including:

1. Keberadaan Kantor Bank di Masa Depan Dengan kemajuan teknologi, khususnya *fintech* membuat sebagian pihak mempertanyakan pentingnya keberadaan kantor bank secara fisik. Dalam rangka memastikan Kembali pentingnya keberadaan kantor bank, berikut merupakan beberapa pernyataan para ahli luar negeri:
 - a. Jhon Elmore, Vice Chairman of Community Banking and Branch Delivery of U.S. Bancorp, states that:
 1. Proximity is an important factor for customers in choosing a bank's services and maintaining their loyalty.
 2. Online and mobile banking do not replace all transactions at bank branches but complement the customer's transaction experience.
 - a. Andrew Beatty, Head of Strategy Banking at FIS, Toronto, states that bank branches are not dying but being reborn. The bank branches of the future are expected to have:
 1. Attractive and comfortable spaces, such as having a café at the front, where customers are greeted using tablets, and bankers assist them digitally. Personal interactions can take place in more open spaces.
 2. Customers have control over the services they need. There are no teller queues because self-service machines cater to various transaction needs
 3. A paperless environment. Digital signatures are used, and there is no longer a need to fill out and print documents on paper.

- a. Revi Rathi, Fintech researcher, states that bank branches provide convenience for customers to conduct transactions. Additionally, bank branches build trust among customers that their money and data are securely held by the bank, which impacts customer satisfaction.

Office building status

Based on cross-checking the data of BSI's existing Fixed Assets that are Not Movable (ATTB), it is known that the ownership status of the office building is owned by PT Bank BRI and is used through a borrowing scheme.

The priority in purchasing the building is determined by considering the land and building for utilization in the same district within the office's jurisdiction.

After determining that the purchase of the BSI building is a top priority, the organizational structure and office requirements will be adjusted accordingly:

No	Job Level	Description
1	Branch Manager	-
2	Teller dan Customer Service	-
3	Micro Staff	-
4	ADP	-
5	Security	-
6	Service Team	-

Next is the proposal for building purchase based on the suitability of the land and the condition of the building. The following is an example of the proposal:

- a. Suitability of Land and Building,

Land Condition:

Shape: rectangular

- Front width: 8.4 m
- Rear width: 8.4 m
- Left side length: 30.62 m
- Right side length: 30.05 m
- Area: 254 m²
- Ground surface: flat
- Height from road: > 20 cm
- Setback: 10 m

Building Condition

- Building type: Building
- Number of floors: 2 floors
- Building area: 194 m²
- Building shape: 2-story building
- Building facilities:

Electricity: 10,000 watts

Water: PDAM (Water storage well)

Telephone: -

Parking: 60m²

Back space: -

Building condition: Good/Fit

Built in: -

Building layout: According to needs

Based on the above study, the following are the conclusions and proposals:

1. Conclusions

Based on the above study, it can be concluded that:

- a. The current time is appropriate for building purchase.
- b. The purchase of the building for BSI KCP can be a priority in building acquisition. The building is also highly representative and suitable for the operational

- and business needs of Bank Syariah Indonesia in the Region Office I Aceh area.
- c. By purchasing the building, the assets of PT. Bank Syariah Indonesia will increase.

<<https://www.cnnindonesia.com/ekonomi/20210414083604-78-629635/alihkan-ke-bsi-bri-pamit-dari-aceh>> [diakses 16 Januari 2023].

2. Proposals.

Based on the above conclusions, we propose the following:

- a. Proposal Type: Land and Building Purchase
 - b. Office Name: KCP Office
 - c. Building Address: -
 - d. Owner Name: PT. Bank Rakyat Indonesia (Persero) Tbk
 - e. Mode of Ownership: PurchaseDaftar
- List of Assistant Branch Offices involved in the transfer:
 BRI Syariah KCP Jambo Tape
 BRI Syariah KCP Peunayong
 BRI Syariah KCP Lampriet (Bandar Baru).

Conclusion

The mechanism carried out is by considering the background needs of PT. Bank Syariah Indonesia Tbk, as well as business needs strategy, and the addition of fixed assets along with the performance of PT. Bank Syariah Indonesia. The next step is to conduct a study on the existence of the office and the status of the office building. Once this stage is completed, the next step is the proposal for building purchase based on the suitability of the land and the condition of the building. The list of offices involved in the purchase are: 1) BRI Syariah KCP Simpang Surabaya; 2) BRI Syariah KCP Peunayong; 3) BRI Syariah KCP Lampriet (Bandar Baru).

References

Books

1. Abdul R. Saliman, *Esensi Hukum Bisnis Indonesia: Teori & Contoh Kasus*, Jakarta: Kencana, 2005, 109.
2. Gatot Supramono. *Hukum Perseroan Terbatas*, Jakarta: Djambatan, 2009, 234-235.
3. Jhonny Ibrahim. *Teori dan Penelitian Hukum Normatif*, Surabaya: Bayu media, 2005.
4. Zaeni Asyhadie. *Hukum Bisnis; Prinsip dan Pelaksanaannya di Indonesia*, Jakarta: Raja Grafindo Persada, 2012, 134.

Regulations

5. Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas.

Interviews

6. Rusmadi, Staf Bagian Jaringan dan Logistik, Bank Syariah Indonesia *Regional Office I* di Kota Banda Aceh, Interviews, 2022.

Internet

7. Rovita Artha. "Memahami Ketentuan Pengalihan Aset Dan Bisnis Perusahaan", 2021. <<https://www.dhp-lawfirm.com/memahami-ketentuan-pengalihan-aset-dan-bisnis-perusahaan/>> [diakses 20/10/20].
8. Athika Rahma. "Bank Mandiri Juga Alihoperasikan Kantor Cabang Ke BSI", 2021. <<https://www.liputan6.com/bisnis/read/4533569/seperti-bri-bank-mandiri-juga-alihoperasikan-34-kantor-cabang-di-aceh-ke-bsi>> [diakses 16 Januari 2023].
9. CNN Indonesia. "Alihkan ke BSI, BRI pamit dari Aceh", 2021.