

**LEGAL STUDY OF COLLECTIVE LABOR AGREEMENTS BY  
COMPANIES CONDUCTING COMPANY MERGER IN  
IMPROVING WORKFORCE WELFARE  
(Study of the Merger of PT Pelabuhan Indonesia (Persero))**

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**ABSTRACT**

The development of the Indonesian economy has also colored the pattern of Indonesian business development. This is indicated by the increasing number of companies in the trade and service sectors that carry out mergers. Where the merger of PT Pelabuhan Indonesia (Persero) or Pelindo, which is a merger of state-owned ports that officially merged on October 1, 2021. The consequences of the merger action on the welfare of the workforce in each of the previous companies must be the responsibility of the company resulting from the merger. This research method uses this type of research is a type of empirical juridical legal research using a statutory approach to the Legal Study of Collective Labor Agreements by Companies Merging Companies in Improving Labor Welfare (Study of the Merger of PT Pelabuhan Indonesia (Persero)). as for what is meant by empirical juridical legal research is research conducted by analyzing problems by combining legal materials (which are secondary data) with primary data obtained in the field. Based on the research conducted, the reason for the merger or merger of PT Pelabuhan Indonesia or Pelindo is an important step to increase the effectiveness and efficiency of national ports. Based on the agreement of the collective labor agreement between PT Pelabuhan Indonesia (Pelindo) and SPPIB 2023-2025, it was agreed to continue using the PKB from each region. The obstacles experienced by the merged company in an effort to improve the welfare of the workforce regarding employee benefits contained in PSAK24 where equalization cannot be made to all regional sub-holdings of PT Pelabuhan Indonesia (Persero) or Pelindo. The company provides legal assistance in order to improve the welfare of the workforce as a form of corporate responsibility to fulfill its obligations in the ongoing employment relationship between the company and the workforce.

**Keywords: Collective Labor Agreement, Merger, Welfare, Labor.**

**A. Introduction**

The developing economy in Indonesian society increases business development and national development in Indonesia, this cannot be separated from the development and progress of science and technology in the current era of globalization. One of the visible impacts is the increasing number of companies in the

trade and services sectors which are coloring the Indonesian economy. Meanwhile, a company that is growing and developing can diversify or expand its business reach, namely by increasing internal and external factors. Internal improvement can be done by building a business from scratch which requires quite long stages, for example market research, construction of production facilities and so on. others, while externally it can be done by restructuring the company.<sup>1</sup>

The development of the Indonesian economy has also colored the pattern of Indonesian business development. This is marked by the increasing number of companies in the trade and services sector carrying out mergers. A company that is growing and developing can diversify or expand its business reach by increasing internally and externally. From a business perspective, company mergers have certain objectives, including guaranteeing sources of raw materials or components (spare parts), controlling distribution channels, increasing the types of goods or services that can be sold (business diversification). The merger of companies aims to reduce production costs and improve product quality, in order to improve company performance.<sup>2</sup>

According to Article 1 number 9 of Law Number 40 of 2007 concerning Limited Liability Companies, it provides an authentic understanding of the theme of merger, which is a legal act carried out by one or more companies to merge with another existing company which results in the assets and liabilities of the company. The merging company is transferred by law to the company that accepts the merger and then the legal entity status of the merging company ends by law. so that the impact caused by the merger must be a concern for each company that will carry out the merger.

In the end, it is not uncommon that as a result of the merger, many new

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<sup>1</sup> Alexander Lay, B.N Marbun, Soy M. Pardede, Murman Budijanto. 2010. *Efektifitas Regulasi Merger dan Akuisisi Dalam Kerangka Hukum Persaingan Usaha*, Jakarta: Sinar Pustaka Harapan, halaman 131.

<sup>2</sup> Frans Budianto Wicaksono. 2009. *Tanggung Jawab Pemegang Saham Direksi dan Komisaris Perseroan Terbatas (PT)*. Jakarta: Visimedia, halaman 2.

problems arise which give rise to legal consequences. Mergers cause problems regarding the status of the workers and/or workers of each company, related to their rights, status as workers, fulfillment of contract clauses by each company for these workers and also regarding the welfare of workers in the companies carrying out the merger. Not infrequently, companies that carry out mergers often leave problems regarding employee welfare and ensuring the status of their workers in the new company. In fact, the welfare of a worker should be important because it is clearly protected by the regulations contained in Law Number 13 of 2003 concerning Employment (hereinafter referred to as UUKK). So the consequences of mergers have often resulted in contractual violations or violations of workers' rights, causing huge losses to the workers.

The development paradigm in the field of employment really needs to be renewed, where workers only tend to be seen as factors of production or part of a commodity that must be changed to workers as complete Indonesian human beings or as subjects or actors in the production process in development with all their dignity and worth.<sup>3</sup>

A means of renewal in the context of development can be interpreted as channeling human activities that lead to development. So, society has direction for the distribution of development in the field of employment in order to realize national development which will be aimed at supervising, developing and regulating all activities in the world of employment so that justice is achieved. This supervision is based on appropriate labor legislation and adjustments to the very rapid development growth and development occurring in order to anticipate pressures on labor supply, and the level of protection for workers.

One of the backgrounds to the birth of the UUKK was because several laws and regulations in force so far were less favorable for the workforce and were no

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<sup>3</sup> Achmad Aminullah, Yusuf M. Said, Gunawan Nachrawi, 2022, "Cipta Kerja Kluster Ketenagakerjaan dalam Peningkatan Kesejahteraan Pekerja di Indonesia yang Berbasis Nilai Keadilan Sosial", Jurnal Kewarganegaraan, Vol.6 No.2, halaman 3791.

longer in line with current needs and future demands. The birth of the UUKK is expected to enforce the issue of protection and guarantees for workers, implement various international instruments on labor rights that have been ratified.

Based on Article 100 UUKK, the provision of welfare facilities is carried out by looking at the needs of workers/labor and the size of the company's capabilities. Article 101 UUKK determines that these needs and measures will be further regulated by Law Number 6 of 2023 concerning the Determination of Government Regulations in Lieu of Law Number 2 of 2022 concerning Job Creation into Law.

This research will specifically discuss the law of collective work agreements by companies that carry out mergers in improving the welfare of workers, such as the rights and protection obtained in companies that carry out mergers based on UUKK and the Job Creation Law.

However, not everything went smoothly as stipulated by the UUKK. Many companies that merge often ignore existing provisions. For this reason, the UUKK exists and was created to provide protection, empower and provide employment opportunities to workers, be they workers, laborers and employees in order to realize what is the right of workers, realize welfare for workers, and realize the company's obligations to entrepreneurs. and workers must understand the UUKK that has been regulated.

## **B. Research Methods**

A research cannot be said to be research if it does not have a research method.<sup>4</sup> Research methods are one of the factors of a problem that will be discussed.<sup>5</sup> The study was carried out using secondary data which was analyzed qualitatively using the Desk Research Method. The literature materials used in writing this research are several references originating from the results of research, studies and reviews of several papers which are then summarized into a work of scientific.

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<sup>4</sup> Ismail Koto, "Perlindungan Hukum Terhadap Korban Tindak Pidana Terorisme", *Proceeding Seminar Nasional Kewirausahaan*, 2.1, (2021): 1052-1059.

<sup>5</sup> Ida Hanifah, Ismail Koto, "Problema Hukum Seputar Tunjangan Hari Raya Di Masa Pandemi COVID-19", *Jurnal Yuridis* 8.1, (2021): 23-42.

## **C. Analysis And Discussion**

### **1. Causes of Company Mergers at PT Pelabuhan Indonesia**

A merger of company business entities (Business combination) is a form of enlargement or expansion activity for a company through ownership or unification of several companies into one ownership. In practice, the merger of business entities is often carried out in business activities and is even more prominent after the capital market in Indonesia was reactivated in 1987. Of course, the merger of business entities is based on several interests which are economically more efficient and profitable.

In Law Number 40 of 2007 concerning Limited Liability Companies, a merger is a legal act carried out by one or more companies to merge with another existing company which results in the assets and liabilities of the merging company being transferred by law to the company receiving the merger. and then the legal entity status of the merged Company ends due to law.

According to one employee of PT Pelabuhan Indonesia, the merger of PT Pelabuhan Indonesia (Persero) or Pelindo on October 1 2021 was an important step to increase the effectiveness and efficiency of national ports. One of Pelindo's main focuses after the merger is operational transformation through standardization and port systemization supported by increasing HR capabilities and transforming business processes. The results of this transformation began to be seen after one year of the merger. There has been an increase in performance and productivity at a number of ports.

Pelindo has made significant contributions to society within one year after the merger. Many ports are seeing the first signs of improved performance and productivity as a result of standardization and digitalization, supported by improved HR skills and business process transformation. Boxes per ship (BSH) parameters and port stay reduction, also known as ship berthing time at port, are used to measure improvements in loading and unloading productivity. This achievement cannot be separated from efforts to improve SPTP, including standardization and digitization of work processes,

increasing the reliability of equipment supporting terminal activities, working hours for loading and unloading workers (TKBM).<sup>6</sup>

Pelindo's role in reducing logistics costs in Indonesia by increasing loading and unloading productivity and reducing the number of ships calling and mooring at ports is necessary to reduce costs. The port business is a planned business, so everything must go according to plan.

Another advantage after the Pelindo merger is the ease of the acceleration process, where the company does not need to invest in equipment because it can use other property. For example, in Pelindo IV there is a shortage of equipment, while in Pelindo II there are several tools that are still good but are no longer used. During the merger, if you need them, those tools can be used. Improving business processes is very important because ports are a sector that has an important role in supporting the Indonesian economy.

Cost effectiveness and increased business opportunities can benefit shipping lines and cargo owners. Future business and service standardization is expected to help gradually reduce logistics costs. Ultimately, the cost effectiveness of these logistics can contribute to economic growth across the country.

## **2. Implementation of Collective Labor Agreements between Merger Companies and Workers to Improve Worker Welfare at PT Pelabuhan Indonesia**

Work agreements are not the only protection for workers/employees and entrepreneurs because there are other forms of protection, namely collective work agreements and company regulations. A collective work agreement is an agreement between a labor union or several labor unions and an entrepreneur or employers' organization, and company regulations are regulations made unilaterally by the employer. The PKB also regulates basic matters in the form of working conditions related to various important aspects of the lives of workers and entrepreneurs inside

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<sup>6</sup> Nuralamsyah dkk, Analisa Dampak Kinerja Pt. Pelindo Pasca Di-Merger, SENSISTEK, Vol. 5, No. 2, November 2022, halaman 95

and outside the company as well as the survival of the company itself such as working hours, work leave and holidays, and work wages which are the main supporting capacity for quality. Work. Moreover, it is also able to improve employee-employer relations, and to some extent resolve disputes between employee-employers.

In the interview, it was explained that based on the legal basis of labor law, the PKB used should be the best PKB, but problems arose that they would not be able to use the best PKB, so the company made a joint agreement with the labor union to use the PKB for each regional sub-holding area. So, the implementation of the PKB itself takes into account the division of sub-holdings based on regions, the PKB used is based on sub-holdings from that region while still paying attention to the regulations contained in the agreement made by PT. Pelindo I, II, III and IV with labor unions.

Based on the collective work agreement between PT Indonesian Ports (Pelindo) and the United Indonesian Port Workers Union (SPPIB) 2023-2025, they agreed to continue using the PKB from each region. Like Pelindo Regional 1, it continues to use the PKB from Regional 1 and so on, while still considering the welfare of the workforce.

Regarding worker welfare, this has been stated in the PKB which has been approved by SPPBI. Namely in terms of social security, education, compensation (work accidents), rest/leave time, health services, salaries/wages and allowances, pensions, legal protection and assistance and others. This is stated in the PKB that has just been agreed, namely the PKB between PT Indonesian Ports and SPPBI for 2023-2025 which was signed by Pelindo and SPPI Bersatu on November 10 2023 in Yogyakarta.

So it can be concluded that there are no changes to the PKB and its implementation is because based on the agreement between Pelindo and the labor union (SPPBI) it continues to use the PKB for each regional sub-regional holding.

### **3. Obstacles and Legal Efforts to Implement Collective Labor Agreements on Merger Companies to Improve Worker Welfare at PT Pelabuhan Indonesia**

According to Law Number 40 of 2007 concerning Limited Liability Companies, it is stated that a merger is a legal act carried out by one or more companies which results in the assets and passives of the merging companies being transferred by law to the company receiving the merger and the legal entity status of the merging companies. ended by law.

A merger occurs when 2 (two) or more companies merge where an existing company merges with another company. The company that merges with another company continues to exist while the company that is merged disappears. In Indonesia, this is called a merger.

On the one hand, mergers continue to increase in intensity as a strategic choice in the business/business activities of limited liability companies, on the other hand, uncontrolled mergers can be detrimental to certain parties who are classified as weak/small whose positions become risky as a result of the merger. Therefore, it is the duty of the legal sector to protect these weak parties. The weak party if the merger occurs.

One of them is those who are structurally weak, for example the position of workers in limited liability companies, is weaker than the position of other parties, such as shareholders, directors and commissioners.

Mergers of companies must take into account the interests of minority shareholders, company employees, as well as the interests of society and healthy competition in conducting business. And this does not reduce the rights of minority shareholders to sell shares at a fair price.

As one of the driving factors of the company's business, workers/laborers are the parties affected and feel the direct consequences of the merger. Mergers of companies whose aim is to produce efficiency will become the existence of workers/laborers as the main concern for the management (directors) of companies that will carry out mergers of companies, namely by carrying out mergers of companies

resulting in termination. employment relations (PHK) for workers/laborers of companies carrying out a merger.

The merger or amalgamation of companies is regulated in Government Regulation Number 35 of 2021 concerning Specific Time Work Agreements, Outsourcing, Working Time and Rest Time and Termination of Employment Relations. The regulation states that employees have the right to receive severance pay, long service awards and compensation for rights.

Company mergers carried out by business actors must take into account the interests of workers considering that workers are assets of the company. This is because before a merger of two or more companies occurs, in the event that each company has a collective work agreement between the labor union and the entrepreneur, then when the company merges there will be a conflict due to the existence of two or more collective work agreements in that company.

To protect the interests of workers, as in the provisions of Article 131 paragraph (2) UUKK emphasizes that: "in the event of a merger of companies and each company has a collective work agreement, the collective work agreement that applies is the more profitable collective work agreement. worker/laborer".

In merger activities, there are 3 (three) things that should be considered, namely the value generated from the merger activity and who the parties will benefit most from this activity. With the merger, it is hoped that it will produce synergies so that company value will increase and ultimately improve company performance.

Merger decisions have a big influence in improving the condition and performance of companies, because by joining two or more companies they can support business activities, so that the profits generated are also greater than if they were done individually. Basically, every company is founded for the same goal, namely to make a profit, so with the same goal like this, every company competes with each other both in an effort to create attractive products that suit everyone's needs and by improving performance in terms of providing services to everyone who needs it.

Based on the definition of a company in the provisions of this law, it can be seen that the aim of the company, apart from seeking profit, is also to have business activities of a social nature which of course has a social purpose. Companies that are established can be companies with legal entities and non-legal entities. To obtain legal entity status, a company must obtain approval from the government through the relevant minister.

The definition of a company in the UUKK provisions emphasizes a company as a form of business that employs workers/laborers by paying wages or other forms of remuneration as agreed as a reward for the work done by the workers/laborers. In carrying out business competition, companies must be supported by an adequate workforce that is skilled or appropriate in their field.

The merger carried out by Pelindo was because it was still using the PKB that had previously been in effect for each Pelindo, so the guarantees that workers received after the merger were still the same as before the merger, because they were still using the same PKB. The guarantees you get are: social security, health insurance, work accident and death insurance, and old age insurance for all workers. In the pattern of providing health insurance, workers including their families receive these health facilities, which the company does by including all workers in the BPJS Health and BPJS Employment programs.

Based on the results of the interview, it turns out that efforts to improve the welfare of workers experienced several obstacles in the form of obstacles that occurred during this merger for workers at Pelindo contained in PSAK 24, namely regarding employee benefits in the company after the merger. 76 PSAK 24 is employee benefits, namely all a form of compensation provided by the Company for services provided by its Workers/Employees.

Seeing that the problems above are the problems faced by PT Pelabuhan Indonesia or Pelindo after the merger was implemented with the aim of improving the

welfare of the workforce, the company is trying to deal with the problems that create obstacles in improving the welfare of the workforce.

In this case, the efforts made by PT Pelabuhan Indonesia or Pelindo to improve the welfare of the workforce are aimed at as regulated in the PKB between the company and SPPIB, the welfare of the workforce is the fulfillment of physical and spiritual needs and/or requirements, both internally and externally. outside the work relationship, which directly or indirectly can increase work productivity in a safe and healthy work environment.

In the end, various forms of efforts made by the Company must be realized as a form of responsibility for the company's obligations in improving the welfare of its workforce when the company merges. Regarding the problems faced by PT Pelabuhan Indonesia or Pelindo, although in this case the efforts made must be carried out to ensure that the workforce has been carried out well and fulfilled, referring to other possibilities related to this merger event can be used as a lesson and guide. The most important thing to pay attention to is how to improve the welfare of workers who are part of the company and the company's obligation to protect and fulfill the basic needs of these workers in accordance with the work agreement that has been entered into.

This is to avoid incidents that happen to workers as a result of company actions that do not comply with the provisions of applicable legal regulations regarding employment relations and often ignore several points stated in the employment agreement. This also includes actions that occur as a result of the merger of several companies. So that in the future the function of law as a forum, weapon and tool to protect society can be realized and useful for the implementation of legal objectives that are just, beneficial and certain.

#### **D. Conclusion**

The basic background of the merger is that PT Pelabuhan Indonesia (Persero) or Pelindo on October 1 2021 was an important step to increase the effectiveness and efficiency of national ports. One of Pelindo's main focuses after the merger is

operational transformation through standardization and port systemization supported by increasing HR capabilities and transforming business processes. The results of this transformation began to be seen after one year of the merger. With the government's target to improve Indonesia's logistics costs which have ballooned by 23%, from the benchmark average of 12%.

Based on the collective work agreement between PT Pelabuhan Indonesia (Pelindo) and SPPIB 2023-2025, they have agreed to continue using the PKB from each region. Regarding worker welfare, this has been stated in the PKB which has been approved by SPPBI. Namely in terms of social security, education, compensation (work accidents), rest/leave time, health services, salaries/wages and allowances, pensions, legal protection and assistance and others. This is stated in the PKB that has just been agreed, namely the PKB between PT Pelabuhan Indonesia and SPPBI for 2023-2025 which was signed by Pelindo and SPPI Bersatu on November 10 2023 in Yogyakarta.

The obstacles and efforts faced by PT Pelabuhan Indonesia or Pelindo in implementing the collective work agreement to improve the welfare of the workforce experienced several obstacles in the form of obstacles that occurred during this merger for the workforce at Pelindo contained in PSAK 24, namely regarding employee benefits in companies that have been merged after the merger. This cannot be done evenly across regional sub-holdings I, II, III and IV at PT Pelabuhan Indonesia (Persero) or Pelindo because each regional sub-holding still uses the respective regional PKB. As explained by Helmi M.Si as the source the author interviewed. In this case the company is experiencing the problems described above, so the company is trying to provide legal assistance to workers and former workers, including: avoiding layoffs by transferring distribution to sub-holdings, subsidiaries, affiliated companies, joint operations and pension funds, guaranteeing freedom trade unions, guaranteeing every industrial relations dispute through deliberation and resolution efforts in accordance with applicable provisions, namely through PKB negotiations, deliberations and

biparties, guaranteeing efforts to improve workers' welfare according to the company's capabilities on an ongoing basis.

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