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Newsletter

Two months: the real deadline to challenge a defective shareholders' meeting

If a shareholders' meeting was held without proper notice, without a quorum, or away from the company's registered domicile, affected shareholders in Colombia have two months to sue. Not five years. The Superintendence of Companies has just enforced that deadline.

In an expedited ruling dated 31 August 2026 (case 2026-800-00061), the regulator dismissed a shareholder's challenge to the conversion of his company into a simplified stock corporation, approved at a family gathering with no notice. The resolution was recorded with the chamber of commerce on 2 September 2024, so the window closed that 2 November. The claim was filed in February 2026, fifteen months late.

For years the Superintendence accepted such claims for up to five years. The Bogotá Court of Appeals and the Supreme Court disagreed, and the regulator now follows them, while stating it does not necessarily share that view. Its position has shifted more than once in 2026, so watch this one.

The clock runs from the meeting or, for resolutions filed with the registry, from registration, whether or not the shareholder knew. For controlling shareholders, decisions become final fast. For minority investors, monitoring is no longer optional.

Our advice: Review your companies' good standing certificates regularly and ask your chamber of commerce about registry alerts. If something looks irregular, act within weeks, not years.

Questions about a resolution adopted at your meeting? Contact us while the clock is still running.

Contact us

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