

Clifford S. Goldfarb

Counsel

Get in touch

 https://www.linkedin.com/in/chris-besant-56621b14/	 cgoldfarb@grllp.com
 https://grllp.com/cgoldfarb	 416.865.6616  416.865.6636



Executive summary

Cliff brings deep experience in not-for-profit and charitable organizations, and corporate governance, offering clients the benefit of his broad and practical legal insight. He advises Boards of Directors on meeting conduct, procedural issues, taxation, shareholder and member disputes, and regulatory compliance. He regularly works with charitable donors and their advisors. Cliff acts for a wide range of charities and non-profit organizations, supporting them through every stage of their operations and activities.

EDUCATION

London School of Economics, LLM, 1973
University of Toronto, JD, 1969
University of Toronto, BA, 1966

BAR ADMISSION

Ontario, 1971

Expertise

Non-Profit & Charities
Corporate Governance

Representative work

- Advice to national religious organization on application of *Canada Not-for-Profit Corporations Act* to its special legislation
- Acting for environmental non-profit for off-balance sheet financing for energy retrofits of publicly and privately owned commercial and residential buildings
- Establishment of trust structure to hold private company shares for benefit of public charitable foundation
- Assisting numerous share capital social clubs on continuance under the *Ontario Not-for-Profit Corporations Act, 2010*
- Advising board on dissident shareholder activities
- Acting as independent court-ordered chair at members' meetings

Insights

Gardiner Roberts

Bay Adelaide Centre — East Tower
22 Adelaide Street West, Suite 3600
Toronto, ON M5H 4E3

Phone: 416.865.6600
Fax: 416.865.6636
contactGR@grllp.com

Publications

Special Act, Statutory and Common Law Corporations: Law & Practice (book in preparation)

Social Clubs with Share Capital and the ONCA – 21 June 2018

Now in Effect: Amendments to Ontario Charities and Not-For-Profit Laws – December 19, 2017

Registering a Charity in Canada – 28 August 2017

Lexis Nexis Practice Advisor, Canada Not-for-profit Corporations Act and *Ontario Not-for-Profit Corporations Act, 2010*, author

Nathan & Goldfarb's Company Meetings for Share Capital, Non-Share Capital and Condominium Corporations (13th ed.), 2024, co-author, LexisNexis

“Special Challenges of Special Act Corporations” (Canadian Bar Association, 2013)

Presentations

Changes to the Rules on Gifts and Exports of Cultural Property, Registered Charities and Political Advocacy – 23 May 2019

Charities Carrying on Activities Through an Agent or Intermediary – 16 September 2016

Dealing With Corporate Disputes – Planning To Avoid Disputes – 23 February 2016

Directors’ Duties to the Corporation: Focus on Dual Loyalty – 12 November 2015

Ontario Postpones implementation of new Not-for-Profit Corporations Act – 22 September 2015

Update on Ontario Not-for-Profit Corporations Act, 2010 – 4 July 2013

Dual Loyalty on Non-Profit Boards: Serving Two Masters – 6 May 2011

Gardiner Roberts

Bay Adelaide Centre — East Tower
22 Adelaide Street West, Suite 3600
Toronto, ON M5H 4E3

Phone: 416.865.6600
Fax: 416.865.6636
contactGR@grllp.com

Blogs

Share Capital Social Companies Dissolved for Failing to Continue by October 19, 2026

2 October 2026

Resolving Statutory Ambiguity Regarding By-law Amendments Under the Not-for-Profit Corporations Act, 2010 (Chifor et al. v. Windsor/Essex County Humane Society)

22 July 2026

Delfino v. Intercounty Baseball League: the Governance of Non-Profit Sports Organisations and Resulting Intervention by the Courts

22 August 2025

President of not-for-profit corporation reinstated following oppression application (Carr v. O'Reilly)

22 August 2024

Court Finds Not-for-Profit Unfairly Terminated Co-President's Membership

27 May 2024

Bill 139 Receives Royal Assent: Fewer Non-Profit Filings, Easier Social Company Continuances

8 December 2023

Changes to Corporations Act Will Make it Easier for Social Clubs with Share Capital to Continue Under Separate Legislation

2 November 2023

Ontario Business Registry: Moving Businesses Online

14 October 2021

SPECIAL RELEASE Re Proclamation of Not-For-Profit Corporations Act, 2010 (Ontario) (the

19 August 2021

Preparing for the ONCA Thursday

12 November 2020

Social Clubs with Share Capital and the ONCA

21 June 2018

Now in Effect: Amendments to Ontario Charities and Not-For-Profit Laws

19 December 2017

Registering a Charity in Canada

Gardiner Roberts

Bay Adelaide Centre — East Tower
22 Adelaide Street West, Suite 3600
Toronto, ON M5H 4E3

Phone: 416.865.6600
Fax: 416.865.6636
contactGR@grllp.com

28 August 2017

News

Three Gardiner Roberts lawyers recognized in the Charities/Non-profits Legal Rankings in the latest edition of Chambers Canada

30 September 2022

Memberships and recognition

Professional memberships

- Past Chair of the Charity & Not-for-Profit Law Section of the Ontario Bar Association, 2018-2019, current ONCA Working Group Chair
 - Law Society of Ontario
 - Canadian Bar Association, Charities and Not-for-Profit Section, current CNCA Working Group Chair
-

Recognition

- Chambers and Partners, recognized for Charities/Non-Profits Nationwide Canada
 - Martindale-Hubbell: Distinguished Peer-rated for High Professional Achievement
 - Lexpert consistently recommended for Charities/Not For Profit Law
 - Best Lawyers in Canada for Charities / Non-Profit Law
 - Recognized by Best Lawyers in Toronto
 - Recipient of the 2012 AMS/John Hodgson Award of the Ontario Bar Association Charity & Not-for-Profit Section for excellence in the sector
-

Community engagement

- Friends of the Arthur Conan Doyle Collection at the Toronto Reference Library (Chairman)
 - International Churchill Society Canada (Director)
 - The World Remembers 1914-1918 (Director)
 - Canadian Institute for Mediterranean Studies (Director)
 - The Bootmakers of Toronto: Canada's Sherlock Holmes Society (Honorary Solicitor)
 - Toronto Lawn Tennis Club, former board member and Co-Chair of Social Club Continuance Task Force
 - Ontario Volunteer Service Award, 17 June 2008, for service to Toronto Public Library
-

Gardiner Roberts

Bay Adelaide Centre — East Tower
22 Adelaide Street West, Suite 3600
Toronto, ON M5H 4E3

Phone: 416.865.6600
Fax: 416.865.6636
contactGR@grllp.com