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CANADA COMPANY.

COPY OF THE MINUTES

OF THE

**Intended Arrangements between Earl BATHURST,
His Majesty's Secretary of State, and the proposed
CANADA COMPANY.**

Ordered to be printed 25th May 1825.

CANADA COMPANY.

C O P Y

OF THE

MINUTES OF THE INTENDED ARRANGEMENTS

BETWEEN

Earl BATHURST, His Majesty's Secretary of State, and the proposed
CANADA COMPANY.

THE Merchants and others, who have united together to establish a Company for purchasing, improving, settling, and disposing of lands and other property in Upper Canada, and especially for purchasing and settling certain lands in the province of Upper Canada, which have been reserved for certain public purposes, and for the support of a Protestant clergy, and which are known by the name of "The Crown Reserves," and "The Clergy Reserves," and which merchants and others, for that purpose, have subscribed a capital of One Million sterling;—having applied to Earl Bathurst, His Majesty's Principal Secretary of State having the Department of the Colonies, to advise His Majesty to grant to them a charter of incorporation, and to grant and convey to them, for certain valuable considerations, the said reserved lands in the province of Upper Canada;—the following arrangement has been concluded between the committee or court of Directors, appointed by those persons, and acting for the general body, on the one part, and Lord Bathurst on the other part.

1st.—IT being necessary that the consent of Parliament should be obtained, before His Majesty can grant that part of the lands proposed to be conveyed to the company, which have been reserved for the support of a Protestant Clergy, Lord Bathurst will, at an early period of the next Session of Parliament, take the necessary measures for introducing a Bill for this purpose.

2nd.—As it may be expedient to invest the proposed company with certain powers and privileges, which His Majesty, by the mere exercise of His royal prerogative could not confer, Lord Bathurst will introduce into the Bill to be submitted to Parliament the necessary clauses for investing the proposed company with those powers and privileges.

3rd.—Subjoined to the present minute is a Memorandum, containing the heads of the Bill which Lord Bathurst proposes thus to lay before Parliament, for its consideration. His Lordship must be distinctly understood, as not binding himself to support any particular parts of this Bill, which, in the course of the Parliamentary discussion of the subject, it may appear to him right or expedient to abandon. The subjoined Memorandum must therefore be regarded only as containing those provisions which, upon his present consideration of the subject, Lord Bathurst thinks it would be proper to suggest to Parliament for its adoption.

4th.—Lord Bathurst will move the Lords of the Privy Council to advise His Majesty to issue, under the great seal, a royal charter for the incorporation of the proposed company. By this charter would be granted such powers and privileges as it is competent to the Crown, by virtue of its prerogative, to confer, without the

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CANADA COMPANY—MINUTES OF

aid of Parliament. Subjoined to the present minute is a Memorandum, containing the heads of the charter which it is proposed thus to grant. It is however to be clearly and distinctly understood, that notwithstanding the present arrangement, the Lords of the Privy Council (as the constitutional advisers of the Crown on subjects of this nature), and the Lord Chancellor (as keeper of the great seal) will exercise their judgment both as to the propriety of issuing such a charter, and as to any particular clauses in it, which may appear to them illegal or objectionable.

5th.—When the company shall have been actually incorporated, Lord Bathurst will further advise His Majesty to convey to them, upon the terms and conditions subsequently mentioned, the lands in the province of Upper Canada, which are subsequently described.

6th.—That part of the province of Upper Canada, which has hitherto been occupied by His Majesty's subjects, is at present divided into districts, which are subdivided into counties, and in each of the counties various townships have been laid out. In pursuance of the statute 31st G. 3. c. 31. one-seventh of the land comprised in these townships has been reserved for the maintenance of a Protestant Clergy. These lands are called "The Clergy Reserves." One other seventh part of the lands included in these townships has been reserved by His Majesty for public purposes, and are known by the name of "The Crown Reserves." In the district of Niagara, no reserves have been made for the Crown. But the deficiency has been supplied by a large reservation in the adjoining district of Gore. Various grants in fee simple have already been made of parts both of the "Clergy Reserves" and of the "Crown Reserves." Some parts of these lands have been demised for terms of years; other parts have been occupied either with the written licence of the colonial government, or on the faith of verbal promises made by that government, that the occupants should receive grants on leases of the lands in their occupation. There are other parts of these lands which, without any legal conveyance, or even any actual promise or licence, have been appropriated to purposes of a public nature, or for the convenience or advantage of the clergy of the province; other portions which have not hitherto been actually so appropriated, are yet, from their peculiar local advantages, or from other circumstances, so situated as that the occupation of them may be peculiarly convenient or necessary for the public service within the province, or for the erection of churches, school-houses or parsonage-houses, with small adjoining pieces of land to be used as burying grounds, yards or gardens. Finally, there are within the Clergy and Crown Reserves, various parcels of land which have been occupied for ten years and upwards, by persons who have resided upon them, not only without any grant, but without any pretence of legal title, and who, in America, are usually designated by the appellation of "Squatters," but who, notwithstanding, have not been disturbed in that occupation. When the company shall actually have been incorporated, Lord Bathurst will advise His Majesty to convey to them, upon the conditions subsequently stated, the whole of the Crown Reserves, and one-half of the Clergy Reserves, in those townships which, on or before the first day of March 1824, were actually laid out in the several districts before mentioned, in the province of Upper Canada; it being understood that the several portions of the Crown and Clergy Reserves which, as above mentioned, have been granted or demised on lease, or occupied on the licence or promise of the government, or appropriated to public or clerical purposes, or occupied without disturbance for ten years, or which may be peculiarly convenient or necessary either for the public service or the ecclesiastical objects already mentioned, are to be wholly excepted; so that there will be conveyed to the company one-half of that part only of the Clergy Reserves which will remain, after deducting these excepted lands from the entire quantity originally reserved, and the whole of the Crown Reserves which will remain after making the corresponding deduction of the excepted lands from them.

7th.—In order that the exceptions mentioned in the preceding paragraph may not operate more extensively than is at present contemplated, Lord Bathurst will immediately instruct the lieutenant governor of Upper Canada to adopt all necessary measures for preventing any new grants or leases being made, or licences of occupation given, of any part either of the Clergy or Crown Reserves. But as until the proposed charter of incorporation shall be granted, the corporation already existing in

in Upper Canada, for the management of the Clergy Reserves, will in point of law be invested with the power of granting leases of those lands, His Majesty's government is not to be held responsible to the company, if any intermediate leases shall actually be granted; a contingency, however, which it may be presumed is highly improbable. To obviate any danger of misconception upon so important a subject, it is to be most distinctly understood, that the present arrangement is not in any degree whatever to affect the right of the clergy of the province, or of the corporation established for the management of the clergy estates, or of the King as head of the church in Canada, to manage, cultivate, and settle that portion of the Clergy Reserves which is not to be included in the sales to the company; but that when the portion of the Clergy Reserves which is still to be reserved to the clergy, shall be ascertained and set apart, as is subsequently mentioned, every restriction upon the corporation, in respect of granting leases or otherwise, relating to the management of such portion of the Clergy Reserves, shall be at an end.

8th.—The lands to be granted to the company when incorporated will be conveyed to them in fee simple, to be held in free and common soccage.

9th.—The company will have no claim to become purchasers of any lands which may be reserved for the Crown or for the clergy, in any townships which may be laid out in any part of the province subsequently to the 1st day of March 1824.

10th.—It is arranged, that so soon as the proposed charter of incorporation shall have passed the great seal (and sooner, if the company should think fit), five commissioners shall be appointed, who shall proceed to Upper Canada, with power to ascertain the quantity and to determine the price to be paid by the company, for the said reserved lands.

11th.—Of the five commissioners, two will be nominated by Lord Bathurst, and two by the committee or court of directors of the proposed company. These nominations being made, the court of directors shall then name three other persons as candidates for the office of fifth commissioner. If any two of the four first named commissioners concur in objecting to any one or more of the three candidates, the name or names of the person or persons so objected to shall be withdrawn, and other names substituted by the court of directors, until three candidates shall be named, to no one of whom any two of the four first named commissioners concur in objecting; of these three candidates, Lord Bathurst will select one, who will be the fifth commissioner.

12th.—The decision of the commissioners in every case will be guided by the majority in number of votes. The senior commissioner appointed by the Crown will be the permanent chairman of the commission.

13th.—In the event of a vacancy occurring, by the death, resignation, incapacity, or permanent sickness of any commissioner, the vacancy is to be supplied by the same party and in the same method as the commissioner creating the vacancy was himself appointed; but until the successor can be nominated in England, a provisional appointment may be made in the province, either by the lieutenant-governor, if the commissioner creating the vacancy was appointed by the Crown, or by the surviving or continuing commissioner of the company, if the commissioner creating the vacancy was appointed by the company, or in the mode prescribed in the preceding paragraph, No. 11, if the commissioner should create the vacancy; the lieutenant-governor will in that case have the right of selection from the three candidates presented to him. A secretary will be attached to the commission, to be appointed by the commissioners themselves, with a salary not exceeding £500.

14th.—The remuneration of the two commissioners nominated by Lord Bathurst will be provided for by his Majesty's government; the company will remunerate the commissioners appointed by themselves. The remuneration of the fifth commissioner and of the secretary, and all the expenses which may be reasonably incurred by the commissioners in travelling or otherwise, by reason and in the execution of the commission with which they are to be charged, will be equally divided between His Majesty's government and the company.

15th.—The five commissioners thus nominated will receive a commission under the great seal of the province; for their guidance in the execution of the duties to be committed to them, they will receive written instructions from Lord Bathurst. If in the progress of the commission it should be necessary to issue further instructions, they will be given by Lord Bathurst in concert and communication with the court of directors; subjoined to this minute is a copy of the commission which it is proposed to grant, and of the instructions which will immediately issue for the guidance of the commissioners.

16th.—Upon their arrival in Upper Canada, the commissioners, assisted by every means which the local government can command, will proceed to ascertain what is the price to be paid by the company to His Majesty's government, for the lands proposed to be granted to them. In fixing that price they will be governed by the principles and rules subsequently laid down.

17th.—The commissioners will first inquire what sales of land have been effected in each district of Upper Canada, for ready money, during the period of the last five years preceding the first day of March 1824. By the expression "Sales effected for ready money," will be understood not only sales in which, upon the conveyance of the land, the money was actually paid to the seller in cash, but also sales in which the purchase money was paid by bills of exchange, whether home or foreign, at the usual sights. In such inquiry reference shall not be had to sales of single lots of not more than 200 acres, or smaller parcels of land, or to sales of lands which at the time of such sale were cleared or cultivated; all the lands so as aforesaid to be granted to the said proposed company, being uncleared and unoccupied, and the arrangement between the parties and the intent and meaning of this agreement being that the most recent transactions and the largest sales which shall be found to have taken place, previous to the said 1st day of March 1824, shall be the criterion or standard by which the commissioners shall be principally regulated in the prices which they are to ascertain and determine. Having ascertained, as far as possible, the most recent, and the largest classes of the ready money sales thus effected during the before-mentioned period, in all of the districts in Upper Canada, the commissioners will proceed to strike an average ready money price for each district, upon equitable principles, regulated by the facts so to be ascertained, and by every other information, in conformity with the terms and spirit of the arrangement made between the parties.

18th.—As it may happen that the value of lands in different parts of the same districts may be materially different, sales effected in one part of such a district would afford no criterion of the value of lands in another part of that district; for the purpose of the intended average valuation, the existing division of the territory into districts, which was adopted for political purposes merely, may perhaps be found entirely inapplicable. Adjoining parts of different districts may bear so strong a resemblance to each other, in those circumstances which constitute the value of lands, that a fair average would be most effectually obtained by classing together lands which lie in different political divisions of the province. If these suppositions should prove to be consistent with the fact, it will be in the discretion of the commissioners, if they shall think fit, in forming the general average, to observe the following rules:—They will ascertain the population of each township in the province, according to the latest census; they will then consider, without reference to the existing division of the province into districts, what townships most nearly resemble each other in population, in advantages or disadvantages of locality, and in natural fertility of soil. They will place together in one class as many townships, whether lying in the same or in separate districts, as may appear to them sufficiently to resemble each other in the three particulars already mentioned, of population, locality, and fertility.

19th.—In fixing the price to be paid by the company, for the lands to be granted to them, the commissioners will have regard to the ready money price of lands in each district, when thus ascertained and averaged. These averages will be regarded as the first and most important, but not as the single criterion, by which the price to be paid by the company to His Majesty's Government is to be determined. To correct any misconception as to the valuation which might arise from having regard to

to this single test of value, the commissioners will also have regard to the extent of the purchase to be made by the company, and to the advantages to the colony, with which the introduction of so large a capital may be attended; and they will be at liberty to take into their consideration every fact of a distinct and specific kind, which may enable them to draw a more sound and satisfactory conclusion upon the question of value; it being however understood, that the criterion derived from ready money sales actually effected is always to be adopted, unless reasonable ground may exist for supposing, that in any particular case it would lead to conclusions substantially and materially erroneous.

20th.—In order to obviate any doubt as to which part of the Clergy Reserves is to be granted to the proposed company, the commissioners will cause an exact transcript to be made of the public or government charts of each township, in order that on such transcript they may mark the lots which are to be granted to the company, and the lots which are still to be retained for the maintenance of a Protestant clergy. For this purpose after marking the various lots in the transcripts of the chart of each township, falling within any of the Exceptions enumerated in the preceding paragraph numbered 6, with the word “*excepted*” the commissioners will, upon the same transcript of the public chart, affix a numerical mark upon each of the remaining lots of the Clergy Reserves, proceeding in order from No. 1. to the highest number corresponding with the number of lots thus to be divided. The commissioners marks will be made in red ink, to distinguish them from the numerical marks of the government offices. Those lots of the Clergy Reserves which shall thus appear upon the transcript of the government chart, bearing in red ink the alternate numbers 1, 3, 5, &c. shall still be retained for the support of a Protestant clergy. Those other lots of the Clergy Reserves which shall then appear upon the same transcript, bearing in red ink the alternate numbers 2, 4, 6, &c. shall be those which the company are to purchase from His Majesty.

21st.—During a period of fifteen years, to commence and be computed from the 1st day of January 1826, the company shall in each year enter into possession of so much of the lands to be conveyed to them as, according to the valuation to be made by the commissioners, shall be of the value of 20,000*l.* sterling.

The company will, nevertheless, be at liberty during the year 1825, and in any one of the years during the said period of fifteen years, to take possession of a larger quantity of such lands, if they shall think proper so to do.

22d.—On the Monday next following the 25th day of March, the 24th day of June, the 29th day of September, and the 25th day of December in each year during the before-mentioned period of 15 years, the company shall pay to such civil or military officer connected with the receipt of His Majesty’s revenues in the province, as His Majesty shall from time to time appoint, the sum of 5,000*l.* sterling at the least. On each of the days last mentioned, the company, or their agents, duly authorized in that behalf in the province, are to deliver to the lieutenant-governor or other person administering the government, a return, stating particularly and minutely the several lots of land which, during the last preceding quarter of a year, have been occupied by or on behalf of the company, or by or on behalf of any persons claiming by virtue of any grant or lease from them. If it shall appear that, during any such quarter of a year, the company or their agents, grantees or lessees, have entered into possession of lands which, according to the commissioners valuation, shall exceed in value the sum of 5,000*l.* sterling, the excess of value is to be paid to such civil or military officer as aforesaid, in addition to the quarterly payment of 5,000*l.*

23d.—If the company, their agents or grantees, shall in any year enter into the possession of any lots of land not included in any of the quarterly returns of that year, the lands so entered upon, with all their improvements, shall be forfeited to and resumable by the Crown at pleasure.

24th.—The company will be bound, in each quarter of a year, to take possession of the lands to be granted to them, in the proportion of one lot of the Clergy Reserves, for every two lots upon which they may enter of the Crown Reserves, so long as a sufficient quantity of lands of both descriptions remains unoccupied.

25th.—Subject to the preceding conditions, the company will have the right of deciding which of the lands included in the proposed grants to them shall be occupied by them, their agents, grantees or lessees, at any particular time; and His Majesty will not control the power of the company to select such districts or townships as to them may at any particular period appear best adapted for effecting settlements.

26th.—A receipt, under the hand and seal of the civil or military officer who may be appointed to receive from the company the quarterly payments before mentioned, such signature being attested by one credible witness, shall be a good and sufficient discharge to the company, for every sum of money acknowledged in any such receipt to have been received by the officer granting the same; and for obviating any doubt as to the proper officer into whose hand such money is to be paid, notices will from time to time be transmitted to the office of the company in London, from the Secretary of State, signifying what officer in the colony has been appointed to discharge this duty and grant the proper receipts.

27th.—Upon producing to the lieutenant governor, or person administering the government of the province, a receipt signed, sealed, and attested in manner before mentioned, a grant will be issued to the company under the great seal of the province, of all the lands occupied by them, their agents, grantees or lessees in the preceding quarter of a year. Four such grants, therefore, and no more, will be issued in each year. It is to be understood, that the quarterly payment of the money due, and the delivery of the receipts and conveyances, are to be strictly contemporaneous acts, and that such arrangements as may be necessary for that purpose, will be made in the government offices of the colony. The company will execute under their common seal, or otherwise, grants or leases to their own grantees or lessees.

28th.—The successive grants of land will be made to the company gratuitously, that is, without any fee of office, demand, or duty being due or payable to any public officer in the province, for preparing, expediting, sealing or issuing the same.

29th.—Persons claiming lands in Upper Canada, under any grant, lease, licence of occupation or other conveyance from the company, will hold such lands under and subject to all the laws and regulations which may be then in force within the province, in reference to the grantees or lessees of the Crown.

30th.—The company will, in each year, during the before mentioned period of 15 years, place one-half at least of the lands, which during that year may have been occupied and purchased by them, in the possession of settlers, either as grantees or as lessees under them, in the proportion of one head of a family, or one adult unmarried settler for every 200 acres of such lands; and a proof of such actual settlement of one-half of the lands so to be occupied and purchased by the company shall be admitted and received by the provincial government, as an equivalent for the performance of the partial clearing and improvements usually required, under the name of "Settlement Duties;" it being agreed, that such actual settlement of one-half of the lands, or such expenditure in compensation for the same, as is hereinafter provided for, shall acquit the company from the performance of any settlement duties on the remaining or unsettled half of the said lands purchased by them. On the Monday next following the 25th day of December in each year, the company or their agents will deliver to the lieutenant-governor, or person administering the government of the province, a return of the names of all settlers placed on such lands during the then current year, with a description of the lands upon which they have been so placed. If it shall upon any such return appear that more than one-half of the lands delivered during the then current year into the company's possession remain unsettled, then for every lot of 200 acres so remaining unsettled, over and above the said one-half of the whole which may remain unsettled and in compensation for the performance of settlement duties as aforesaid, on the whole of the lands purchased in such year, the company shall, within six calendar months next after the expiration of the year in which such settlement duties ought to have been performed, expend and lay out for each such lot the sum of thirty-five dollars, in opening, constructing or improving public roads and bridges, in some one or more of the different townships in which the lands purchased by the company shall be situated, such expenditure to be made in the discretion of the company's

company's agents, and the fact of the money being so expended in such public improvements, to be certified to the satisfaction of His Majesty's surveyor general for the time being, or any other officer whom the executive government of the province may appoint for that purpose [or the company shall become liable to pay to His Majesty the sum of 25 dollars for each such lot, which sum will by his Majesty be expended during the next succeeding year, in opening, constructing, or improving the public land or water communications of some one or more of the townships in which the lands purchased by the company shall be situated.]

31st.—Any lands which, in pursuance of this arrangement may be granted to the company, or which the company may grant or demise or lease to any person or persons, shall be resumable by His Majesty, in case the same should be required for canals, roads, the erection of forts, hospitals, arsenals, or any other purpose connected with the defence or security of the province, such requisition to be made either by an act of the provincial legislature, or by the executive government of the province; and in any such event, one arbitrator shall be named by His Majesty, and another arbitrator by the company, or their grantees or lessees, as the case may be, who shall concur in choosing a third; and the price to be paid to the company, their grantees or lessees, for any lands so resumed, shall be decided by the majority in number of such three arbitrators.

32d.—If within the lands to be sold and conveyed to the company, any persons shall be found, who, without any legal title, have been, or are, in the actual occupation of any particular lands, the company will have the option either of declining to proceed with the purchase of any lot in which such illegal settlements have been made, or of accepting a grant thereof upon the conditions already stated, with the power of proceeding in due course of law, at their own expense, to dispossess the persons who may be found in any such unlawful occupation. It will be understood, that this provision does not apply to the case of persons, who, without any legal title, have held the quiet and undisturbed possession of lands for ten years, such persons being included within the excepted cases enumerated in the preceding paragraph, numbered 6.

33d.—His Majesty's government will recommend to the legislature of the province of Upper Canada, the adoption of any laws which it may be thought expedient to pass there, for carrying into full and perfect effect the arrangement between His Majesty and the Company, as explained in this minute.

34th.—In case the charter which may ultimately be offered to the company by His Majesty's government, or the bill which may ultimately pass through every stage, except the last reading in the two Houses of Parliament, should be considered by the company insufficient to give full effect to the present agreement; and if they should, therefore, by a notification made to Lord Bathurst, through their chairman, deputy chairman, secretary, or solicitor, decline to accept such charter, on the ground of an essential variance from the terms of this agreement, or having accepted it, should, within seven days before the last reading of the proposed bill in Parliament, by a notification made as aforesaid, signify their desire, that on such grounds as aforesaid, such bill should not pass into a law; and if by reason of such alleged variation, the company should claim to be relieved from the payment of their share of the expense incurred by the commission; the following process shall be observed: Lord Bathurst will nominate one person, being either a serjeant at law, or one of His Majesty's counsel, and the company will nominate another person, holding such rank as before-mentioned, in the profession of the law, which two persons will be arbitrators, with power to nominate an umpire, holding the same professional rank; and such arbitrators, or in the event of their disagreement, such umpire shall, within one calendar month next after the reference to them, give their opinion in writing, in answer to the following question: viz. "Whether the charter offered by His Majesty's government, or the bill which may ultimately pass through every stage, except the last reading in the two Houses of Parliament (according as the objection of the company may be taken, either to the charter or the bill), is or is not such as to give full and fair effect to the agreement contained in the present minutes, and especially to the memoranda subjoined, of the heads of the proposed charter and bill, according to the fair and reasonable construction of those instru-

"ments,

The company have, by their letter of 29 December 1824, decided on expending the sum of 35 Dollars in improvements.

“ments, and without reference to variations not affecting their substance and “spirit?” According to the decision pronounced by the arbitrators or their umpire, the expense of the commission will be divided between his Majesty’s government, and the company, or will be borne wholly by His Majesty’s government. If, however, the company should think proper to proceed without an Act of Parliament, they will, of course, bear the whole of their share of the expense of the commission.

35th.—If any event should occur, which should render it impossible for His Majesty’s government to execute their part of the agreement, by granting and delivering possession of the lands, this arrangement is to be considered suspended during such inability on the part of the government, and the period of such suspension not to be calculated as any part of the 15 years before-mentioned; but the same portion of the 15 years as remained at the time of such suspension is to continue and remain at the time of the removal of such suspension; and in the mean time it is not to be considered, that any debt has been contracted by the company to His Majesty, in respect of the payments which would have become due, but for such suspension.

36th.—It is understood, that until the proposed company shall be legally constituted, the individual subscribers do not by the present arrangement incur any personal pecuniary responsibility; but by this stipulation, the individual subscribers do not intend to deny their liability (subject to the preceding condition, N^o 34) to defray their moiety of the expense of the commission.

A MEMORANDUM, containing the Heads of the Provisions to be introduced into the Charter to be granted to the CANADA COMPANY.

1st.—THE objects with a view to which the company is established will be stated in the charter, by way of preamble, in the same or in similar terms with those employed in the preamble, or introductory paragraphs of the preceding minutes.

2d.—It will be recited as a matter of fact, that a capital of One Million sterling has actually been subscribed towards the undertaking, and that of this capital a certain part has actually been paid up by the subscribers.

3dly.—The charter will then grant to such gentlemen, being shareholders, as the company shall nominate, and to all the other shareholders, whether present or future, a corporate character, and the stile of the corporation will be “The Canada Company.”

4thly.—Perpetual succession, the power of suing and being sued, and the power to use a common seal will be granted to the company.

5thly.—The specific object of the company thus created will be declared to be that of purchasing waste and uncleared lands in the province of Upper Canada, and of settling, clearing, and disposing of such lands.

6thly.—It will further be declared, that the company is established with the view of carrying into effect all such other lawful objects as it may be necessary to pursue, in order to the efficient accomplishment of the primary object designated in the preceding paragraph. Among these subsidiary purposes will be enumerated, in express terms, the making advances of capital to settlers, the opening and improving of roads, and other internal communications, and the promoting the cultivation of such articles as can advantageously be exported from the province.

7thly.—The charter will then recite the conditions upon which His Majesty will grant, and subject to which the company are to hold, the lands to be conveyed to them in Upper Canada, so far as such conditions are specified in the preceding minutes.

8thly.—

8thly.—It will immediately be declared, that the company are to have, for the management of their concerns, a chairman, a deputy chairman, eighteen directors, four auditors, and a secretary.

9thly.—The names of the first chairman, deputy chairman, directors, and auditors, will be mentioned in the charter; and it will be declared, that the persons thus named shall continue in office until the 25th of March 1829, and until successors in their respective offices have been elected; with a proviso, that any intermediate vacancy, arising from the death, resignation, or disqualification of any of these officers, shall be filled up by the election of a successor.

10th.—A power will be granted, to enable the court of directors to appoint two or more commissioners, resident in Upper Canada, to conduct the affairs of the company in that province, with power to contract for and bind the company to such extent, and subject to such restrictions, as the directors may see fit to direct and impose. It will, however, be provided, that any restrictions as to the power of contracting for and binding the company, which may be imposed upon the commissioners, shall be made publicly known in the province, to the intent that all persons with whom they deal may know the extent and limits of their authority.

11th.—Provision will be made for holding annual general courts of the company, for the election of the directors and auditors.

12th.—That at all general courts, the shareholders are to vote according to the following rules:—A person holding five shares and less than ten, to have one vote. If holding ten shares and less than twenty, he will have two votes. If holding twenty shares and less than twenty-five, he will have three votes. If holding twenty-five shares or more, he will have four votes, that being the largest number of votes which any person is to have.

13th.—At each annual court which may be holden after the 25th of March 1829, six directors and one auditor at the least must retire from office, and an equal number of persons be chosen in their stead to fill the vacancies thus created.

14th.—It will be determined by rotation, which of the directors and auditors are to vacate their offices at each successive annual court; but in the year 1829, and in each of the two following years, this question will be decided by casting lots, there being no seniority of appointment, as between the original officers of the company, by which, in those years, the rotation could be determined.

15th.—Directors and auditors vacating their offices shall be capable of being re-elected if otherwise properly qualified.

16th.—Every director must be a holder of twenty-five shares at the least of the capital stock of the company in his own right; and every auditor must possess a similar qualification. Every director or auditor diminishing such qualification shall forthwith vacate such his office, and a person shall be elected in his stead to serve for the remainder of the year.

17th.—A power will be given to the general court to grant such salaries and allowances to all or any of the officers of the company as may be deemed expedient; provided that circular notices, convening any such general court, shall issue at least one month before the meeting of it, and shall contain a distinct statement that a motion will be then made for the grant of such salaries and allowances.

18th.—Two general courts at the least will be held in each year, when the half yearly dividends shall be declared.

19th.—Special general courts may be held, which the directors will be bound to convene, on the requisition of any two or more proprietors, and in default of the directors issuing the necessary summons, such proprietors may themselves convene such special general courts by advertisement under their hand, in the London Gazette.

20th.—General courts, or special general courts, will be invested with the power of making or confirming bye-laws, and making all resolutions relative to the affairs of the company, such bye-laws and resolutions not being repugnant to the charter or to the laws of England. The bye-laws must be duly recorded in a book, to be kept for that purpose, to which all members of the company may have access.

21st.—Notice is to be given in the Gazette, and by circular letters, addressed to all members of the company in England, whose residence is known, of all general and special general courts; and such notices must state the particular objects or business, with a view to which such courts may be so convened.

22d.—The directors are annually to choose, from among their own number, a chairman, and deputy chairman, within fourteen days next after the annual election of directors. In the absence of the chairman and deputy chairman, the court of directors, or the general court of proprietors, as the case may be, may elect a person to act on that occasion for and to represent the chairman.

23d.—The chairman, or deputy chairman, or the director acting as chairman for the day, and presiding at any court of directors, or general court of proprietors, may vote on the question under discussion, and may also give a casting vote.

24th.—The company will be authorized to raise an additional capital, amounting to £1,000,000 sterling, or other smaller amount, in pursuance of any resolution adopted at one, and confirmed at another general or special general court; and the new subscribers will be entitled to all the privileges and advantages of the old.

25th.—Power will be granted to the company to cultivate, settle, clear, hold, and dispose of such waste lands, as they may purchase from His Majesty, in the province of Upper Canada, with powers to make loans of money to the settlers on any such lands, upon mortgage or other security.

26th.—Power will also be granted to the company to purchase, hold, and dispose of lands situate in any other part of His Majesty's dominions, which it may be necessary for them to acquire, in order to the carrying the purposes of this charter into more complete effect; provided that the lands so purchased in England be not altogether of more than the annual value of £2,000; and also provided, that any such purchases as aforesaid be made in conformity to the local laws and statutes in force in those parts of His Majesty's foreign dominions in which the land so to be purchased may be situated.

27th.—A power will be granted to the company to purchase, and send to the province of Upper Canada, all such matters and things as may be necessary or convenient for the cultivation, clearing, or improvement of the lands which may be purchased by them therein; and they will also be empowered to receive, and to sell and dispose of, all goods and merchandize which may be consigned or remitted to them from such their lands, in payment and satisfaction of any rent or purchase money arising from the occupation or sale of any such lands; and they will further be empowered to receive and negotiate in England, bills of exchange, notes, or other negotiable securities for money, which may be remitted to them on account of any such rent or purchase money.

28th.—The company will be empowered to make loans to the Upper Canadian government, in case any loan bill should receive the royal assent.

29th.—The appointment of secretaries, solicitors, and agents, the fixing their salaries, and the power of displacing them, the general conduct of the business of the company, and the nomination of sub-committees, will be intrusted exclusively to the court of directors.

30th.—The corporate seal must never be affixed to any instruments, except in pursuance of a written resolution of the court of directors, and in the presence of at least two directors.

31st.—No person holding the office of chairman, deputy chairman, director, secretary, or auditor, may, in his own personal and individual character, enter into any contract with the company.

32d.—No dividend may ever be declared, by which the capital stock of the company will be diminished; but this not to affect the right of paying interest not exceeding four per cent. per annum.

A MEMORANDUM, containing the Heads of the Provisions of the Bill which Lord Bathurst proposes to bring into Parliament.

1st.—THE Bill will contain a clause enabling the King to sell and convey to the Canada Company that proportion of the Clergy Reserves which is mentioned in the preceding Minutes.

2d.—The Bill will prescribe a simple form for the registration and transfer of the shares of individual proprietors of the company.

3d.—It will be declared, that the shares of the company are to be regarded as personal estate.

4th.—Provision will be made for the forfeiture to the company of the shares of persons who, after a certain period, shall fail to comply with calls for paying up their subscriptions; and such persons will in the meantime be declared incompetent to sell their shares, or vote or act as members of the corporation.

5th.—A short and simple form of conveyance of lands from the company to individuals will be prescribed and declared effectual in the law, to all intents and purposes.

6th.—Power will be given to the company to purchase and hold lands in England, which it may be expedient for them to acquire, in order to their carrying the purposes of their incorporation into more complete effect, and to dispose of such as may not be required for such purposes; provided that the lands so purchased and held be not of more than the annual value of £2,000.

COMMISSION to be granted to the Commissioners appointed to value the Lands in UPPER CANADA.

GEORGE THE FOURTH, by the grace of God of the United Kingdom of Great Britain and Ireland, King, defender of the Faith, and so forth; To our trusty and well beloved Francis Cockburn, lieutenant-colonel in our army, Simon M^cGillivray, esquire, Sir John Harvey, K.C.H. lieutenant-colonel in our army, John Galt, esquire, and John Davidson, esquire, greeting: WHEREAS we have deemed it expedient to cause an inspection and valuation to be made of the lands which have been reserved to the use of us, our heirs and successors, in the townships which were laid out previous to the 1st day of March 1824, in the several districts of our province of Upper Canada, and which are usually known by the name and description of the Crown Reserves; and we have also deemed it expedient, that a similar inspection and valuation should be made of one moiety of the lands reserved, within the several townships aforesaid of our said province, for the support of a Protestant clergy: Now know ye, That we, being well assured of the loyalty, integrity, and skilfulness of you, the said Lieutenant-Colonel Francis Cockburn, Simon M^cGillivray, esquire, Sir John Harvey, K.C.H. John Galt, esquire, and John Davidson, esquire, Have nominated and appointed, and Do hereby nominate and appoint you to be our Commissioners for making the valuation aforesaid; and we do hereby appoint you, the said Lieutenant-Colonel Francis Cockburn, to be our senior or chief commissioner for the purposes hereinafter mentioned: And we do hereby give and grant to you, and each of you, full power and authority to inspect and value the several lands aforesaid: And for the better carrying into execution and effect the objects aforesaid, we do further give and grant to you, and each of you, full power and authority to summon, and by all lawful ways and means to compel the attendance before you, of all our officers, civil and military, within our said province, when it may appear to you necessary or expedient to examine in or for the execution of this our commission: And we do further grant to you, as such commissioners as aforesaid, full licence, power, and authority to inspect, and to cause to

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be brought before you, all public maps, plans, charts, or other official and public papers and documents, of what nature or kind soever, which may be necessary or expedient for you to peruse, inspect, or examine, as such commissioners as aforesaid; and in the execution of the duties hereby committed to you, it is our will and pleasure, that you shall and do, in all things, conform to such orders and instructions as shall or may be given to you, in that behalf, by our principal Secretary of State having the department of the Colonies: And we do charge and command you, when and so soon as you shall have completed such your valuation of the lands aforesaid, to make a report thereof in writing to us, under your hands and seals at arms: And we do hereby command and require all our officers, civil and military, and all other our loving subjects within our said province, to be aiding and assisting you in the execution of this our commission, as they will answer the contrary thereof at their peril. Witness, Sir Peregrine Maitland [*add his proper titles and designation*] at York Town, in the province of Upper Canada, this _____ day of _____ 1824, in the fifth year of our reign.

By His Majesty's command.

(signed) *Peregrine Maitland* (L.S.)

INSTRUCTIONS to the Commissioners appointed to value the Lands in
UPPER CANADA.

Gentlemen,

Downing-street, 29th Dec^r 1824.

I ENCLOSE for your perusal a copy of a document which, on the 26th ultimo, I communicated to the merchants and others who have associated themselves together as a company for settling certain lands in the province of Upper Canada. From this document you will learn what are the nature of the arrangements into which I have entered with the proposed company. Especially, you will perceive that it has been determined to appoint five commissioners who are to proceed to the province, there to make a valuation of the lands which the company are to purchase. You have been selected to be commissioners for this purpose, and therefore, in pursuance of the arrangement with the proposed company, I proceed to give you such instructions as appear necessary for your guidance in the execution of the trust committed to you.

1st.—You will proceed with all convenient dispatch to the province of Upper Canada, and on your reaching the town of York, you will report your arrival to the lieutenant-governor, or officer administering the government.

2d.—You will receive from the lieutenant-governor a commission under the great seal of the province, authorizing you to execute the duties of your office; and so soon as you have received that commission, you will enter upon the discharge of those duties.

3rd.—You will also receive from the lieutenant-governor, commissions to act throughout the province as justices of the peace; you will however distinctly understand, that you are to be invested with that character merely with the view of promoting the objects of your commission, and therefore you will entirely abstain from exercising your powers as magistrates, except when it may be necessary to make those powers subservient to the due execution of your office as commissioners.

4th.—You will receive from the lieutenant-governor, and all His Majesty's civil and military officers in the province, such co-operation and assistance as they may be able to render. Especially, directions will be given to the proper departments of the colonial government, to lay before you all public maps, charts, surveys, or admeasurements of the several districts and townships in the province, with all other documents in the charge of any of those departments from which any useful information can be derived,

derived, respecting the topography of the province; the natural or artificial divisions of it; the value of lands throughout the several districts; or respecting any other subject which it may be necessary for you, in your character of commissioners, to investigate.

5th.—You will be allowed to take copies of any of the maps, charts, surveys or documents mentioned in the preceding paragraph; but you will consider yourselves as receiving such copies under a strict obligation not to communicate them to any persons, nor to permit transcripts to be made from them, either for the use of others or for your own use, after your public duties have terminated. Before the commission is actually closed, you will return all documents of this nature in your possession, to the various public departments from which you may have received them. You will, however, consider yourself at liberty, in making the report subsequently mentioned, to annex to it any copies of or extracts from any of the said documents above-mentioned, which may seem to you necessary to elucidate such your report.

6th.—His Majesty's civil and military officers in the province, will further be required to communicate to you all such information connected with the object of the mission, as their personal knowledge may enable them to afford, with the exception only of such matters as they may consider themselves bound under any obligation of official confidence and secrecy to conceal. Whatever official communication may take place between yourselves and any of the public departments of the province, will pass through the medium of the lieutenant-governor, whom you will, in every such instance, request to transmit your inquiries to the subordinate officers of government, and through whom answers to such inquiries will be communicated to you.

7th.—In the execution of the duties of your commission, you will understand that you are not separately and individually to represent the particular party by whom you are appointed, so as to consider yourselves as agents deputed to protect and promote the interest of either party as opposed to that of the other; but you will all regard yourselves as impartial arbitrators, and as bound without affection or favour to make an equal and impartial award upon the questions submitted to your decision.

8th.—For maintaining order and regularity in the performance of your duties, and to obviate doubts and misconception as to the effect and nature of your proceedings, you will, from the day on which you receive your commission, keep a regular journal of all your public transactions. In this journal will be entered,—1st, a minute of all deliberations held, and of all resolutions adopted at any meeting of the commissioners. 2d. A minute of every material occurrence which may happen in the execution of your duties. 3d. If any one or more of the commissioners shall dissent from any resolution of the majority, and shall conceive that the subject in controversy is of adequate importance, he will be permitted to enter upon the journal a minute containing the grounds and reasons of his dissent.

9th.—A meeting of the commissioners will be held once at the least in every two weeks, when the minutes of the proceedings at their last meeting, and of all subsequent transactions, will be read over and confirmed or corrected, as may be necessary; all the commissioners will subscribe their names to the minutes when ultimately confirmed, to obviate any dispute respecting their authenticity.

10th.—You will correspond officially with this department only. Every such communication will, by this department, be transmitted to the office of the company in London, for the information of the directors, and all official communications which I may have occasion to make to you, will also be previously communicated to the directors. All official communications from you to this department, must be made in the name and on behalf of the commissioners in general, and signed by the senior commissioner. If any one or more of the commissioners should think it right to make any official communication in which the rest refuse to concur, he will be at liberty to do so; upon condition, however, that before it is actually transmitted to England, it be entered upon the journals, for the perusal and consideration of the other members. No attention will be paid to any official communication which may be transmitted to this department, in violation of this regulation. All official communications from this department must be entered at length upon the journal.

11th.—In the event of the illness of any commissioner, or any other occurrence which for a time may prevent his attending to the duties of his office, the rest of the body will proceed in the execution of the commission, postponing, however, the adoption of any formal resolutions until the whole body can re-assemble and act together. The commissioners at large will not be considered as assenting to or bound by any act or resolution, which is not done or entered into, or subsequently approved, at a meeting at which you shall all be present, nor unless at such meeting, three at least of the commissioners concur in the vote for doing, entering into, or approving such act or resolution.

12th.—At every meeting of the commissioners, the senior commissioner will preside as chairman. The secretary to the commission will be charged with the duty of giving to the commissioners a written notice of the time and place at which every meeting is to be held.

13th.—The written arrangement between this department and the proposed company, has defined the nature of the duties which you are to perform, and has settled, as accurately as possible, the principles by which you are to be guided in performing them. Upon that subject, therefore, I have only to refer you for your guidance to that document.

14th.—When you have completed your valuation of the lands to be purchased by the company, you will draw up a written report, stating with all practicable precision, what are the particular lands in each township which are to be sold to the company, and stating the average price which such lands are to bear; such average being calculated in the manner and upon the principles mentioned in the annexed minutes of the arrangement with the Canada company; any such report being approved by the majority of your members, at a meeting at which you are all present, must be adopted by you all; and you will then cause three copies of it to be engrossed on parchment, and signed and sealed by each of you. One copy of this report, together with your original journal, you will transmit to this department; another copy of your report will be sent to the office of the company in London, and the third to the lieutenant-governor of the province. You will make this report, before you quit Upper Canada, and having made it, you will consider your commission as closed.

(Signed) (L.s.) BATHURST.

To

Lieutenant-Colonel Francis Cockburn,
Simon M'Gillivray, Esquire,
Lieutenant-Colonel Sir John Harvey, K.C.H.C.B.
John Galt, Esquire, and
John Davidson, Esquire.

Colonial Department, Downing Street,
20th May 1825.

R. W. HORTON.