



CHAPTER 47.

An Act to incorporate the Nicola, Kamloops, and Similkameen Coal and Railway Company.

[20th April, 1891.]

WHEREAS the construction of a Railway on the line hereinafter Preamble. set forth would open up and develop large sections of the Province of British Columbia now difficult of access, and would conduce to the general advantage of the Province:

And whereas the persons hereinafter mentioned have by petition prayed that they may be incorporated for the constructing and operating such railway:

And whereas it is expedient to grant the prayer of their petition:

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:—

1 John Fall Allison, of Princeton, in the Province of British Columbia, gentleman; A. E. Howse, of the town of Nicola, in the Province of British Columbia, merchant; R. H. Lee, of the town of Kamloops, in the said Province of British Columbia, civil engineer; William Mara, of the city of Toronto, Province of Ontario: William Hamilton Merritt, of the city of Toronto, in the Province of Ontario, mining engineer, Sandford H. Fleming, of the city of Ottawa, in the said Province of Ontario, contractor, Frank A. Fleming, of the said city of Toronto, gentleman; Charles H. Keefer, of the said city of Toronto, civil engineer; George F. Harman, of the said city of Toronto, barrister; and C. N. Shanly, of the said city of Toronto, financial agent; together with all such persons and corporations as shall become shareholders in the company hereby incorporated, shall be and are hereby constituted a body corporate and politic by the name of "The Nicola, Kamloops, and Similkameen Coal and Railway Company," hereinafter called "the Company."

Application of B.C.
Railway Act.

2. The clauses of the "British Columbia Railway Act" with respect to "interpretation," "incorporation," "powers," "plans and surveys," "lands and their valuation," "arbitration," "mines," "highways and bridges," "fences," "tolls," "general meetings," "president and directors," "calls," "dividends," "shares and their transfer," "shareholders," "municipalities taking stock," "by-laws," "notices, &c.," "working of the railway," "action for indemnity, and fines and penalties, and their prosecution," shall be incorporated with this Act.

Power to construct
a railway.

3. The said Railway Company, their agents and servants, shall have full power and authority to survey, lay out, construct, complete, lease, purchase and operate a single or double line of railway, of a gauge of four feet eight and one-half inches, from a point at or near the western extremity of Nicola Lake, where the terminus of the Nicola Valley Railway Company shall be located; thence to the town of Princeton, and thence by way of Similkameen River, as far as may be deemed advisable in a southerly direction to Osoyoos Lake; also from a point near the junction of the Company's railway with the Nicola Valley Railway Company's terminus at Nicola, in a northerly direction past Nicola and Stump Lake to the South Thompson River, at some point to the eastward of Kamloops, and thence to the town of Kamloops.

Provisional directors

4. The persons named in section 1 of this Act, with power to add to their number, shall be and are hereby constituted a board of provisional directors of the said Company, of whom a majority shall be a quorum, and shall hold office as such until the first election of directors under this Act

Power to own steam
or other vessels.

5. The Company shall have power to construct, purchase, sell, charter, own, and use scows, boats, and steam or other vessels on the lakes, rivers, and navigable waters of the Province in connection with the railway.

Power to purchase
lands.

6. The Company shall have power to purchase, lease, or acquire at any point where their railway touches or approaches within two miles of any navigable waters sufficient land for the uses of the Company, their railway or vessels run or navigated in connection with the said railway and the Company, and to erect warehouses, elevators, docks wharves, stations, work-shops, smelting works, coal shutes, and such other buildings as may be necessary for the purposes of the Company, and may acquire lands for mining purposes, and operate coal mines or other mines, and may sell and convey such lands as may be found superfluous for any such purposes.

Power to build
bridges.

7. The Company may construct, maintain, use, and operate all necessary bridges over any rivers or streams or waters that may be

necessary upon this line of road, or for the purposes of the said railway or works, so far as the Legislature has authority to confer such power; and the Company shall have power to construct, own, and operate lines of telegraph or telephone along the line of the said railway, or to connect with its warehouses, elevators, docks, wharves, stations, workshops, smelting works, coal shutes, coal or other mines, and such other buildings as may be erected for the purposes of the Company. Telegraph or telephone lines.

8. The said board of provisional directors shall have power forthwith to open stock books and procure subscriptions of stock for the undertaking, and to allot the stock, and to receive payments on account of stock subscribed, and to make calls upon subscribers in respect to their stock, and to sue for and recover the same, and to cause plans and surveys to be made, and to receive for the Company any grant, loan, bonus, or gift made to it, and to enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the railway, and with all powers as under the said the "British Columbia Railway Act" as interpreted by this Act, are vested in ordinary directors. The said directors, or a majority of them, or the board of directors to be elected as hereinafter mentioned, may, in their discretion, exclude anyone from subscribing for stock, who, in their judgment, would hinder, delay or prevent the Company from proceeding with and completing their undertaking under this Act; and if at any time a portion or more than the whole stock shall have been subscribed, the said provisional directors or board of directors shall allocate and apportion it amongst the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking; and in such allocation the said directors may, in their discretion, exclude any one or more of the said subscribers, if, in their judgment, such exclusion will best secure the carrying out of such undertaking; and all meetings of the provisional board of directors shall be held at the head office, which shall be at the city of Victoria, or such other place in the Province of British Columbia as may best suit the interest of the said Company. Allotment of stock.

9. Conveyances of lands to the Company for the purposes of and powers given by this Act, made in the form set forth in Schedule "A" to this Act, or to the like effect, shall be sufficient conveyance to the said Company, their successors and assigns, of the estate or interest therein mentioned, respectively, of all persons executing the same, and such conveyances shall be registered in such manner and upon such proof of execution as is required under the registry laws of British Columbia. Conveyance of lands.

10. No subscription for stock in the capital of the Company shall be binding on the said Company unless it shall be approved by resolu- Ten per cent. required to be paid.

tion of the directors, and unless ten per centum of the amount subscribed has been actually paid thereon within one month after subscription.

Company may receive bonuses, &c.

11. The said Company may receive from any Government, or from any persons or bodies corporate, municipal or politic, who may have power to make or grant the same, bonuses, percentages, loans or gifts of money or securities for money, in aid of the construction, equipment or maintenance of the said railway, upon such terms and conditions as may be agreed upon.

Capital stock.

12. The capital stock of the Company hereby incorporated shall be one million dollars, to be divided into ten thousand shares of one hundred dollars each, and shall be raised by the persons or corporations who may become shareholders in such Company, and the moneys so raised shall be applied in the first place to the payment of all fees, expenses, and disbursements of and incidental to the passing of this Act, and for making the surveys, plans, and estimates connected with the works hereby authorized, and the remainder of said money shall be applied in the equipping, making, completing and maintaining of the said railway, and to the erection of warehouses, elevators, docks, wharves, stations, workshops, smelting works, coal shutes, and other buildings as aforesaid, and to the other purposes of this Act.

First general meeting.

13. When and as soon as shares to the amount of one hundred thousand dollars in the capital stock of the said Company shall have been subscribed, and ten per centum paid thereon into some chartered bank of the Dominion having an office in the Province of British Columbia, to the credit of the Company, and which shall on no account be withdrawn therefrom, unless for the services of the Company, the said provisional directors, or a majority of them, shall call a general meeting of the shareholders, for the purpose of electing directors of the said Company, giving at least four weeks' notice by advertising in the British Columbia Gazette, and in a daily newspaper published in Victoria, B. C. and in one or more newspapers published in the said city of Toronto, in the Province of Ontario.

Election of directors.

14. At such general meeting the shareholders present who shall have paid up ten per centum on their shares, with such proxies as may be present, shall elect not less than five and not more than ten persons, as hereinafter mentioned, to be directors of the said Company, and may pass such rules, regulations, and by-laws as may be deemed expedient, provided that they be not inconsistent with this Act and the said the "British Columbia Railway Act," as interpreted by this Act.

Qualification of directors.

15. No person shall be qualified to be elected as such director by the shareholders unless he be a shareholder holding at least ten shares

of stock in the said Company, and unless he has paid up all calls thereon. No person shall be disqualified to be a director by reason of his receiving any salary or remuneration for attending to the affairs of the Company as managing director, agent, or solicitor.

16. Directors may, from time to time, make calls as they may think fit, provided that no call shall be made at any one time of more than ten per centum of the amount subscribed by each shareholder, and one month's notice shall be given of each call. No call to exceed 10 per centum.

17. The provisional directors, or the elected directors, may pay or agree to pay in paid up stock, or in the bonds of the said Company, such sums as they may deem expedient, to engineers or contractors, or for right of way, or material, plant, or rolling stock, and also, when sanctioned by a vote of the shareholders at any general meeting, for the services of the promoters or other persons who may be employed by the directors in furthering the undertaking, or for the purchase of right of way, material, plant, or rolling stock, whether such promoters or other persons be provisional or elected directors or not, and any agreement so made shall be binding on the Company. Power to pay certain charges in stock.

18. Thereafter the general annual meeting of shareholders of said Company shall be held in such place in the said city of Victoria, or in such other place and on such days and such hours as may be directed by the by-laws of the Company, and public notice thereof shall be given one month previously in the British Columbia Gazette, and in a daily newspaper published in British Columbia, and once a week in one daily newspaper published in the city of Toronto during the four weeks preceding the week in which such meeting is to be held. General annual meetings.

19. Special general meetings of shareholders of said Company may be held at such place, and at such times, and in such manner, and for such purposes as may be provided by the by-laws of said Company, and upon such notice as is required in the last preceding section. Special meetings.

20. Aliens and companies incorporated abroad, as well as British subjects, may be shareholders in the said Company, and all such shareholders, whether resident in this Province or elsewhere, shall be entitled to vote on their shares equally with British subjects, and shall also be eligible to office as directors in the said Company. Aliens and others to be shareholders.

21. At all meetings of the board of directors, whether of provisional directors or of those elected by the shareholders, a majority of the directors, either personally present or by proxy, as provided in the next succeeding section, shall form a quorum for the transaction of business. Quorum.

Proxies.

22. Notwithstanding the provisions contained in section 34 of the "British Columbia Railway Act," as interpreted by this Act, the directors may vote and act by proxy, such proxy to be held by a director only; but no director shall hold more than one proxy, and no meeting of directors shall be competent to transact business unless at least two directors are present thereat in person, the remaining number of directors required to form a quorum being represented by proxies:

(2.) No appointment of a proxy to vote at a meeting of the directors shall be valid for that purpose unless it has been made or renewed in writing within one year next preceding the time of such meeting.

Bills of exchange

23. The Company shall have power and authority to become parties to promissory notes and bills of exchange, for sums not less than one hundred dollars, and any such promissory note or bill of exchange made, accepted, or endorsed by the president or vice-president of the Company, and countersigned by the secretary of the said Company, and under the authority of a quorum of the directors, shall be binding on the Company; and every such promissory note or bill of exchange so made shall be presumed to have been made with proper authority until the contrary be shown; and in no case shall it be necessary to have the seal of the Company affixed to such promissory note or bill of exchange, nor shall the persons signing the same be individually responsible for the same, unless the said promissory note or bill of exchange have been issued without the sanction and authority of the directors as herein provided and enacted: Provided, however, that nothing in this section shall be construed to authorize the Company to issue any note or bill of exchange payable to bearer or intended to be circulated as money or as the notes or bills of a bank.

Power to enter into
agreements with
other companies.

24. It shall be lawful for the Company to enter into any agreement with any other railway company, if lawfully empowered to enter into such agreement, for leasing or selling to them the said railway or property of the corporation or any part thereof; and it shall further be lawful for the Company to enter into any agreement with the said companies, or either of them if so lawfully authorized, for the working of the said railway, or for running power over the same, on such terms and conditions as the directors of the several companies may agree on, or for leasing and hiring from such other contracting company or companies, any portion of their railway or the use thereof, and generally to make any agreement or agreements with the said companies, if so lawfully authorized, touching the use by one or the other or by both companies of the railway, or the rolling stock of either or both, or any part thereof, or touching any service to be rendered by one company or the other, and the compensation therefor, and any such agreement shall be valid and binding, according to the terms and tenor thereof,



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and the company or companies leasing or entering into such agreement for using the said line, may and are hereby authorized to work the said railway in the same manner and in all respects as if incorporated with its own line, and to exercise, so far as the same are applicable, all the rights, powers, privileges, and franchises by this Act conferred: Provided that every such sale, lease, or agreement shall first be sanctioned at a special general meeting called for the purpose of considering the same according to the by-laws of the Company and the provisions of this Act, by the vote of two-thirds in value of the shareholders present in person or by proxy at such meeting.

25. Any municipality through which the said railway may pass, is empowered to grant, by way of gift to the said Company, any lands belonging to such municipality or over which it may have control, which may be required for right of way, station grounds, or other purposes connected with the running or traffic of the said railway; and the said Railway Company shall have power to accept gifts of land from any Government, or any person or body politic or corporate, and shall have power to sell or otherwise dispose of the same for the benefit of the said Company.

Power to accept lands.

26. Whenever it shall be necessary for the purpose of procuring sufficient land for stations or gravel pits, or for constructing, maintaining, and using the said railway, and in case by purchasing the whole of any lot or parcel of land over which the railway is to run, the Company can obtain the same at a more reasonable price or to greater advantage than by purchasing the railway line only, the Company may purchase, hold, use, and enjoy such lands and also the right of way thereto, if the same be separated from their railway, and may sell and convey the same, or any part thereof, from time to time as they may deem expedient; but the compulsory clauses of the "British Columbia Railway Act" shall not apply to this section.

Power to acquire gravel lands.

27. When stone, gravel, earth, or sand is or are required for the construction or maintenance of said railway, or any part thereof, the Company may, in case they cannot agree with the owner of the lands on which the same are situate for the purchase thereof, cause a provincial land surveyor to make a map and description of the property so required, and they shall serve a copy thereof with their notice of arbitration, as in the case of acquiring the roadway and the notice of arbitration, the award and tender of the compensation shall have the same effect as in case of arbitration for the roadway, and all the provisions of the "British Columbia Railway Act" and of this Act, as to the service of the said notice, arbitration, compensation, deeds, payment of money into Court, the right to sell, the right to convey, and the parties from whom lands may be taken, or who may sell, shall

Arbitration and compensation.

apply to the subject matter of this section as to the obtaining materials as aforesaid; and such proceedings may be had by the said Company either for the right to the fee simple in the land from which said materials shall be taken, or for the right to take materials for any time they shall think necessary; the notice of arbitration, in case arbitration is resorted to, to state the interest required.

Power to receive
back charges.

28. The said Company shall have power to collect and receive all charges subject to which goods or commodities may come into their possession, and on payment of such back charges and without any formal transfer, shall have the same lien for the amount thereof upon such goods and commodities as the person to whom such charges were originally due, and shall be subrogated by such payment in all the rights and remedies of such persons for such charges.

Commencement and
completion.

29. The said railway shall be commenced within two years and completed within five years from the passing of this Act.

Railway not to ex-
tend outside the
Province.

30. Nothing in this Act shall authorize the Company to connect by its works or undertakings the Province of British Columbia with any other or others of the Provinces of Canada, or to extend their said works or undertakings beyond the limits of the Province of British Columbia.

Short Title.

31. This Act shall be cited as the "Nicola, Kamloops and Similkameen Coal and Railway Company Act, 1891."

SCHEDULE A.

SECTION II.

KNOW all men by these presents that I (or we) [*insert the names of the vendors*] in consideration of the sum of dollars paid to me (or us) by the Nicola, Kamloops, and Similkameen Coal and Railway Company, the receipt of which is hereby acknowledged, do grant and convey unto the said Company, and I (or we) [*insert the name of any other party or parties*] in consideration of dollars paid to me (or us) by said Company, the receipt whereof is hereby acknowledged, do grant and release all that certain parcel of land [*describing the same*], to hold with the appurtenances unto the said Nicola, Kamloops, and Similkameen Coal and Railway Company, their successors and assigns.

As witness my (or our) hand and seal (or hands and seals) this
day of , A. D. 18 .

Signed, sealed, and delivered }
in the presence of }

VICTORIA, B. C.:

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