



CHAPTER 69.

An Act to Incorporate the Menzies Bay Railway Company.

[10th March, 1910.]

WHEREAS a petition has been presented praying for the incorporation of a company to construct and operate railways as hereinafter set forth, and it is expedient to grant the prayer of the petition :

Preamble.

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

1. John Haley McDonald, Alexander Charleson, and Joseph Theodore de Pencier, together with such persons as become shareholders in the company hereby incorporated, are hereby constituted a body corporate under the name of the “Menzies Bay Railway Company” (hereinafter called “the Company”).

Incorporation.

2. The head office of the Company shall be at Barnet, British Columbia, but may be changed to such other place in British Columbia as is fixed by by-law passed at an annual general meeting or at any special meeting.

Head office.

3. The Company may lay out, construct, maintain, and operate by steam, electricity, or any other motive power a railway of the gauge of four feet eight and one-half inches from Menzies Bay, Vancouver Island, by the most convenient route, either north or south of Trout Lake, approximately to the junction of Salmon River and Memekay River, and from the said Menzies Bay by the most convenient route to the point approximately where the Quinsan River touches the south-east corner of Lot Eighty-one (81) near the fiftieth parallel of north latitude.

Line of railway.

Capital stock.

4. The capital stock of the Company shall be one hundred thousand dollars, divided into one thousand shares of one hundred dollars each, and may be called up by the directors from time to time as they deem necessary.

First general meeting.

5. So soon as one hundred thousand dollars of the capital stock shall have been subscribed and allotted, and ten per cent. of the amount shall have been paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at a place where the head office is situate, at such time as they shall think proper, giving the notice prescribed by section 6 of this Act, at which meeting the shareholders who have paid ten per cent. on the amount of stock subscribed by them shall, from the shareholders, elect not less than five directors (of whom a majority shall form a quorum for the transaction of business), who shall hold office until others are elected.

Notice of first general meeting.

6. Public notice of the first meeting of the shareholders of the Company shall be given by advertisement published for at least thirty days in the British Columbia Gazette, and in one newspaper published in the place where the head office is situate, and by a twenty days' notice in writing to each shareholder, delivered to him personally or mailed, properly directed, to him at his last-known place of abode, in which notice shall be specified the place and the day and the hour of meeting. All such notices shall be published at least weekly, and a copy of such Gazette and newspaper containing such notice shall, on production thereof, be evidence of the sufficiency of such notice.

Provisional directors.

7. The persons named in the first section of this Act shall be and are hereby constituted provisional directors of the Company (a majority of whom shall form a quorum), with power to add to the number, so that the directors shall not in all exceed fifteen in number. The Board of Directors, so constituted, shall have all the powers hereby conferred upon directors of the Company, and they shall hold office until the first election of directors under this Act.

Annual general meetings.

8. The first annual general meeting of the Company shall be held at such time as the directors of the Company may determine, and all subsequent annual general meetings shall be held at such time as may be prescribed by the Company in general meeting; and if no other time is prescribed, the annual general meeting shall be held on the third Wednesday of October in each year, at which annual general meetings a Board of not less than five directors (of whom a majority shall form a quorum for the transaction of business) for the management of the Company's affairs shall be elected.

Directors not disqualified by holding office.

9. No director shall be disqualified from holding office by reason of or on account of his being concerned, directly or indirectly, in

any other company or association, or in any contracts with the Company, or on account of his receiving any pay or remuneration from the Company as such director or otherwise.

10. No failure to elect directors or to hold the first or any annual meeting shall operate as a dissolution of the Company; but anything omitted to be done may afterwards be performed at a meeting called in conformity to the by-laws specially for the purpose.

Failure to elect officers not to operate as dissolution.

11. The Company may issue bonds, debentures, or other securities to the extent of fifteen thousand dollars per mile of railway and branches, and such bonds, debentures, or other securities may be issued only in proportion to the length of railway constructed or under contract to be constructed: Provided, however, that no such bonds, debentures, or other securities shall be issued unless the directors have been authorised so to do by a resolution passed by a two-thirds majority at any general or special meeting for that purpose among others called, at which meeting shareholders representing at least two-thirds in value of the subscribed stock of the Company are present or are represented by proxy.

Bonding powers.

Proviso.

12. The Company shall have power to promote any other company or incorporation or association of persons for any purpose which may seem, directly or indirectly, calculated to benefit the Company, and for that purpose to obtain any Act of Parliament which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

Power to promote other companies.

13. The Company may from time to time, for advances of money, pledge any stock, debentures, or bonds which under the powers of this Act can be issued for the construction of the railway, or other purposes of the Company hereby authorised.

Pledges of stock, etc.

14. The Company may enter into any agreement for conveying or leasing to any other railway, steamship, transportation, telegraph, or telephone company, in whole or in part, the lines of railway or branches, telegraph or telephone lines, which the Company by this Act is empowered to construct and operate, or for an amalgamation with any other such company if lawfully empowered to enter into such agreement, or for forming any traffic or other arrangements with any railway or steamboat or transportation company, the whole upon such terms and conditions as may be agreed upon by the contracting parties: Provided that each such agreement has been first sanctioned by two-thirds of the votes at a special general meeting of the shareholders duly called for the purpose of considering the same, at which meeting shareholders representing at least two-

Traffic arrangements with other companies.

thirds in value of the stock are present in person or represented by proxy; and provided also that each agreement shall be assented to by the Lieutenant-Governor in Council:

- (1.) Such assent shall not be signified until after notice of the proposed application therefor has been published for thirty days in the British Columbia Gazette, and also in one newspaper circulating in the district in which the railway of the Company runs:
- (2.) A duplicate of each agreement referred to in this section shall, within thirty days after its execution, be filed in the office of the Provincial Secretary, and notice thereof shall be given by the Company in the British Columbia Gazette, and the production of the British Columbia Gazette containing such notice shall be *prima facie* evidence of the requirements of this Act having been complied with.

Telegraph and
telephone
business.

15. The Company may undertake to transmit messages for the public by its line of telegraph or telephone and collect tolls for so doing.

Express
business.

16. The Company may carry on a general express business, either as a separate undertaking or in connection with its railway.

Powers to
acquire lands,
etc., required.

17. The Company may acquire and hold lands by way of bonus, privilege, concession, or grant from any Government, or from any municipal or other corporation, or from any person, and may alienate, sell, or dispose of the same.

Stone, timber, etc.,
required for
construction.

18. The Company may, with the consent of the Chief Commissioner of Lands, take from any public lands adjacent to or near the line of the said railway, or branches, all stone, timber, or gravel and other material which may be necessary or useful for the construction of the railway, and also to fill in upon any public lands.

Collection of
charges on goods.

19. The 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 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.

"B. C. Railway
Act" to apply.

20. The clauses or sections of the "British Columbia Railway Act," and all future amendments thereto, shall apply to this Company, in the same manner and to the extent as if the same had been set forth clause by clause in this Act.

21. The Company shall have (in addition to the powers conferred by the "British Columbia Railway Act") the following powers, namely:—

Additional powers.

- (a.) To construct and operate along its line of railway, telegraph and telephone lines, for purposes other than its undertaking, and the Company may acquire by purchase, lease, or otherwise, any other line or lines of telegraph or telephone connection with the lines so to be constructed along the line of the said railway; and may undertake to transmit any messages for the public by any such line or lines of telegraph or telephone, and collect tolls for so doing:
- (b.) To build, acquire, own, charter, equip, and maintain steam or other vessels for the purpose of carrying cars, freight, and passengers on the inland waters of British Columbia in connection with the business of the Company:
- (c.) The provisions of the "Companies Clauses Consolidation Act, 1897," shall apply to the Company and to the undertaking authorised hereby, save so far as they are expressly varied or excepted by this Act, or as any of such provisions are repugnant to or inconsistent with the provisions of this Act, or the said "British Columbia Railway Act," as incorporated into this Act, in which case the provisions of this Act or of the said Railway Act as so incorporated herein, as the case may be, shall, to the extent of such repugnancy or inconsistency, govern.

22. The Company may lease its line of railway or any part thereof, and may acquire by purchase, lease, or otherwise, or amalgamate with any line or lines of railways connected with, or which may be connected with, its main line or any branch thereof; and may make agreements and arrangements, reciprocal or otherwise, for the running and transportation of its passengers and freight over the line or lines of any other railway company, either within or without the Province of British Columbia.

Company may lease line of railway, etc.

23. All contracts made and all moneys expended or engaged so to be by the provisional directors in connection with the Company or its undertakings, either before or after the passing of this Act, shall be treated as for the benefit of the Company, and the Company shall be liable therefor.

Contracts, etc., entered into by provisional directors.

24. The provisional or elected directors of the Company may, in their discretion, exclude any one from subscribing for stock in the Company, or rescind the subscription and return the deposit of any person, if they are of the opinion that such person would hinder, delay, or prevent the Company from proceeding with and completing their undertaking under the provisions of this Act; and if at any

Power to exclude proposed purchasers of shares.

time more than the whole stock shall have been subscribed, the said 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, this will best secure the building of the said railway.

Deposit to secure
expenditure of
\$10,000 on
construction.

25. The Company shall, within six months after the coming into force of this Act, deposit with the Minister of Finance and Agriculture the sum of five thousand dollars, either in cash or securities approved by said Minister, as security that the Company will expend not less than ten thousand dollars in surveys or construction of the railway hereby authorised to be built, before the thirty-first day of December, 1911, and in default of such expenditure the aforesaid deposit of money or securities shall be forfeited to and become the property of the Government; and should such security not be deposited as aforesaid, or should such expenditure not be made within such time, all the rights and privileges conferred by this Act shall be null and void.

Future legislation
to apply.

26. Any Act hereafter passed for the purpose of controlling, regulating, or affecting companies incorporated by the Legislature of British Columbia with regard to any matter or thing dealt with by this Act shall apply to the Company from the time such Act goes into effect, and this section shall not be construed to imply that such Act would not apply to the Company without the enactment of this section.

Not common
carriers.

Proviso.

27. Nothing herein contained shall oblige the Company to carry passengers or subject them to the obligations of common carriers: Provided, however, that it shall be lawful for the Lieutenant-Governor in Council, from time to time, to pass Orders in Council requiring the Company to carry passengers and freight on any of its lines, in which case the Company shall as to such railway or railways carry passengers and freight as required by the provisions of the Railway Act.

Right-of-way
over Crown lands.

28. It shall be lawful for the Company, after first having received the consent of the Lieutenant-Governor in Council, to take, use, and occupy for their right-of-way, but not alienate the interest of the Crown in, a strip of land ninety-nine feet in width.

Short title.

29. This Act may be cited as the "Menzies Bay Railway Act, 1910."

VICTORIA, B. C.:

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