



CHAPTER 91.

An Act to incorporate the Northern Telephone Company.

[4th March, 1914.]

WHEREAS J. M. MacCormick, merchant, of Hazelton; Francis B. Chettleburgh, merchant, of Telkwa; Alexander Roderick Macdonald, publisher, of Smithers; and Merrick Harvey, miner, of Telkwa, have by their petition prayed for an Act of incorporation for the purpose of constructing, equipping, and operating a telephone system within and throughout the Skeena and Cariboo Electoral Districts, and for that purpose to construct, erect, and maintain poles, wires, and other works and devices as may be necessary for making, completing, operating, and maintaining communication by telephone within and throughout the said electoral districts; to enter upon, open, and break up highways and streets within and throughout the said electoral districts; to acquire, hold, lease, and dispose of lands; to purchase or lease any other telephone system or part thereof; to connect with other telephone lines and systems; to sell or lease the Company's system or any part thereof; or to amalgamate with any other line or system operating within the Province of British Columbia:

Preamble.

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

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

1. The said J. M. MacCormick, merchant, of Hazelton; Francis B. Chettleburgh, merchant, of Telkwa; Alexander Roderick Macdonald, publisher, of Smithers; and Merrick Harvey, miner, of Telkwa, together with such other persons as shall hereafter become shareholders therein, are hereby constituted a body politic and corporate

Incorporation.

under the name of the "Northern Telephone Company" (hereinafter called "the Company").

Head office.

2. The head office of the Company shall be in the Town of Smithers until the Company determines otherwise in general meeting, and thenceforth will be at such place in British Columbia as the Company from time to time so determines, but the Board of Directors may establish one or more office or offices elsewhere in British Columbia. Notice of any change in the location of the head office of the Company shall be given forthwith to the Registrar of Joint-stock Companies.

Capital.

3. The capital of the Company shall be fifty thousand dollars, divided into five thousand shares of ten dollars each, with power to increase by the issuance of new shares or stock, as the Company may determine, upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof may direct, and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company, and with a special or without any right of voting: Provided that no such increase of capital shall take effect until notice of the same is given to the Registrar of Joint-stock Companies, accompanied by the payment to him of the like fees as would be payable in respect of such increase in case a private Act of the Legislature was sought to be obtained for the purpose of so increasing the capital of the Company.

Proviso.

Limit of liability
of members.

4. The liability of the shareholders shall be limited to the amount (if any) unpaid on the shares respectively held by them.

Nature of shares
and transfer of.

5. The shares of the Company shall be personal estate, capable of being transferred in manner provided by the regulations of the Company, and shall not be of the nature of real estate; and each share shall be distinguished by its appropriate number.

Board of Directors.

6. The business and affairs of the Company shall be managed by a Board of not less than three or more than six directors, of whom a majority shall form a quorum.

Provisional
directors.

7. The several persons mentioned by name in the preamble and first section of this Act are hereby constituted provisional directors of the Company, and shall hold office as such until the first general meeting of the Company, and may forthwith open books and allot shares and receive payments on account of the shares allotted.

First general
meeting.

8. The directors shall, within six months after the passing of this Act, call a general meeting of the Company at the Town of Smithers

aforesaid, at which meeting a Board of Directors, limited in number as aforesaid, shall be elected; and such last-named directors, and all directors afterwards elected or appointed, shall, unless sooner removed as hereinafter provided, hold office until the annual general meeting of the Company next after their respective election or appointment, or until their successors are elected or appointed.

Election of
directors.

9. No person shall hereafter be qualified to be a director of the Company who is not the holder, in his own right, of at least five shares in the Company; but no person shall be disqualified to be a director by reason of his entering into any contract with the Company, or of his receiving any salary or remuneration for attending to the business or affairs of the Company as managing director, agent, solicitor, or otherwise: Provided that no director of the Company shall vote in respect of any contract with the Company entered into by him or by any partnership of which he is a member, or in respect of any contract in which he is otherwise interested, and the nature of his interest must be disclosed by him at the meeting of the directors at which the contract is determined on if his interest then exists, or, in any other case, at the first meeting of the directors after the acquisition of his interest.

Qualifications
of directors.

Proviso.

10. An annual general meeting of the Company for the election of directors and other general purposes shall be held at such time and place in the town where the head office of the Company is situated as may be prescribed by the Company in general meeting; and if no other time or place is prescribed, the annual general meeting shall be held on the first Monday in the month of November in each year, at such hour and place in the same town as the Board of Directors determine.

Annual general
meeting.

11. The directors may, whenever they think fit, and shall upon a requisition made in writing by the members of the Company, not less in number than one-fifth of the whole, and holding not less than one-fifth of all the share capital issued, such requisition expressing the object of the meeting proposed to be held, and being left at the head office of the Company, convene an extraordinary general meeting.

Extraordinary
general meeting.

12. Notice of each general meeting of the Company, specifying the place, day, and hour of the meeting, and, in case of special business, the general nature of such business, shall be given to the members, and in such manner as may be prescribed by the Company in general meeting; and unless and until it is otherwise prescribed, ten days' notice at least of every general meeting shall be given to each member by sending it through the post-office in a prepaid

Notice of general
meeting.

registered letter addressed to such member at his registered address in the Company's books, but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

Votes of members.

13. At all general meetings of the Company each member shall have one vote for every share held by him.

Removal of directors.

14. The Company may, at any extraordinary general meeting called for that purpose, remove from office all or any of the directors and appoint others in their places respectively.

Failure to elect directors or hold general meeting.

15. No failure to elect directors or to hold any general meeting shall operate as a dissolution of the Company; but anything omitted to be done at any general meeting may be afterwards done at a general meeting held in conformity with this Act and the regulations of the Company.

Powers of Company to make certain works, etc.

16. The Company may construct, erect, and maintain a line or lines of telephone along the sides of and across or under any highways, streets, public bridges, or any such places in that portion of the Province of British Columbia lying within the Electoral Districts of Skeena and Cariboo (hereinafter called "the said area") as the Company may deem proper, and also along the sides of any public roads or trails in the said area, and over any unoccupied Crown lands in the said area as the Company may from time to time determine; and the Company may, by its servants, agents, or workmen, enter upon any highway, street, public bridge, or any such place in the area aforesaid, or such other place or places as aforesaid, or between them, or any of them, for the purpose of erecting and maintaining its line or lines of telephone along the sides of or across or under the same, and may construct, erect, and maintain such and so many poles and other works and devices as the Company shall deem necessary for making, completing, supporting, using, working, and maintaining the system of communication by telephone, and may stretch wires thereon, and from time to time, as often as the Company, its agents, officers, or workmen, think proper, break up and open any part or parts of said highways or streets, subject, however, to the following provisions, that is to say:—

- (a.) The Company shall not interfere with the public right of travelling on or using such highways and streets; and
- (b.) The Company shall not break up or open any part or parts of any highway being outside of a municipality or enter upon any Crown lands for the erection of poles, or for carrying the wires underground, without having first obtained the consent of the Minister of Public Works:
- (c.) In districts outside of municipalities such powers shall not be exercised until a map or plan showing the proposed

route of such telephone trunk line or lines has been submitted to and approved of by the Minister of Public Works:

- (d.) In the event of a municipality being hereafter created within the territory defined in the sixteenth section hereof, and in a locality where the Company is then carrying on business, then the Council of such municipality so created shall have power thereafter to regulate operations of such Company and the future erection, operation, and maintenance of the line or lines of telephone as fully and in the same manner as in the case of a municipality heretofore incorporated:
- (e.) Whenever in case of fire it becomes necessary for its extinction or the preservation of property that the poles or wires should be cut, the cutting under such circumstances of the poles or any wires of the Company under the direction of any officer of the fire brigade shall not entitle the Company to demand or claim compensation for any damage thereby incurred:
- (f.) The Company shall not have any right to enter upon any of the land within the boundaries of the City of Prince Rupert without the consent of the City of Prince Rupert by by-law consented to as money by-laws, or upon any of the land within the limits of Kaien Island, outside the boundaries of the City of Prince Rupert, without the consent of the Lieutenant-Governor in Council.

17. The Company may, for the purpose of this Act, purchase, acquire, lease, or mortgage, and hold, and may sell, dispose of, or surrender, lands, buildings, or tenements within the area aforesaid, and may purchase or lease for any terms of years any telephone-line established in British Columbia, connecting, or to be connected, with the lines which the Company is authorized to construct, or may purchase or lease for any term of years the right of any company to construct and maintain any such telephone-line, and may amalgamate with or lease its line or lines, or any portion or portions thereof, to any company possessing as proprietor any line of telegraphic or telephonic communication connected, or to be connected, with the Company's line or lines; and the Company may enter into any arrangement with any company possessing as proprietor any line of telegraphic or telephonic communication, or any power or right to use communication by means of the telephone, upon such terms and in such manner as the Board of Directors from time to time may deem expedient or advisable, or may become a shareholder in any such company; and may manufacture cables, wires, and telephone instruments, and other electrical or magnetic apparatus or

Power to
acquire land.

instruments connected therewith, and their appurtenances, and may acquire by purchase, lease, or otherwise the same and all rights relating thereto.

Power to
cut timber.

18. The Company, when the said line or lines shall pass through any wood, may cut down the trees or underwood for a space of one hundred feet on each side of the said lines, doing as little damage as may be in exercise of the power to them hereby granted: Provided always, in the event of the Company exercising the right or power conferred by this section, the Company shall make compensation, whenever required so to do, to the owners and proprietors of or the persons interested in the lands so entered upon by the Company for all damage by them sustained from the exercise of the power granted by this section. In case of disagreement arising between the Company and any owner or occupier of the lands upon which the Company may have cut down trees, in respect of any damage done to the same, the same shall be determined under the provisions of the "Arbitration Act": Provided that nothing in this section shall authorize entry upon any orchard, garden, or the curtilage of any dwelling-house.

Tariff of
charges.

19. The Company may by its by-laws, approved by the Lieutenant-Governor in Council, fix from time to time a tariff of charges for the erection, connection, and use of its wires and telephones and the transmission of messages, and shall have full power to collect and sue for and recover the charges to which it becomes entitled. Such rates and charges may be revised and altered from time to time by the Lieutenant-Governor in Council.

Power to
issue bonds.

20. The directors may, when authorized by a by-law for that purpose, passed and approved of by the Company in general meeting, borrow money upon the credit of the Company, and issue bonds, debentures, promissory notes, bills of exchange, or other securities for any sums so borrowed, at such rate of interest and generally on such terms as are deemed necessary or expedient, and may mortgage, hypothecate, or pledge the real or personal property of the Company to secure any sums so borrowed and the interest thereon; but the amount borrowed shall not at any time be greater than fifty per cent. of the actual paid-up capital of the Company.

"Companies Clauses
Act."

21. The provisions of the "Companies Clauses Act" shall apply to the Company and to the undertaking authorized hereby, save so far as they are expressly varied or excepted by this Act, and so far as they are not repugnant to or inconsistent with the provisions of this Act.

22. The Company may construct, purchase, manage, maintain, and operate a system of wireless telegraphy or wireless telephones, or both. Wireless.

23. Where any of the Company's property has for the Company's purposes passed into the possession of another, such property shall not be subject to distress for rent, or be liable to be taken in execution under any process of any Court against the person in whose possession the said property may be. Exemption from distress and execution.

24. If any person neglects or refuses to pay any fee, money, or charge due to the Company, the Company may cut or disconnect their line or works through which any service may be supplied, and enter upon any premises where any of their property may be and remove all their instruments, wires, and works. Power to enter and recover property.

25. The Lieutenant-Governor in Council may from time to time order and direct that the Company shall connect their local long-distance line of telephone with local exchanges of other owners and operators of telephone-lines, and shall connect their local exchanges with local long-distance lines of other owners and operators of telephone-lines, on such terms and conditions and subject to such rules and regulations as the Lieutenant-Governor in Council may direct. Telephone connections.

26. 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 two thousand five hundred dollars, either in cash or securities approved by the Minister, as security that the Company will acquire or construct and own not less than seventy-five miles of telephone-lines within its district completed ready for operation within one year from the passing of this Act, and if such security shall not be deposited as aforesaid this Act shall be null and void, or if such deposit be made and the Company fails to acquire or construct and own seventy-five miles of telephone lines within its district completed ready for operation within the period mentioned, the deposit shall be forfeited to and become the property of the Government: Provided the Lieutenant-Governor in Council shall have power to extend the time for the deposit and acquisition or construction of telephone-lines as aforesaid. Deposit to secure construction.

27. Nothing in this Act shall in any way abridge or take away any rights or powers conferred by the "Municipal Act" upon any municipality now or hereafter incorporated, but the rights and powers hereby reserved to municipalities shall be in addition to all rights and powers so conferred. Proviso.

28. Any Act hereafter passed for the purpose of controlling, regulating, or affecting companies incorporated by the Legislature Rights of municipalities preserved. Subsequent legislation affecting companies to apply.

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 enactment of this section.

Short title.

29. This Act may be cited as the “Northern Telephone Company Act, 1914.”

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