

**CHAPTER 70.**An Act to Incorporate the Northern British
Columbia Telephone Company.

[10th March, 1910.]

WHEREAS E. C. Charleson, John H. Gray, A. R. McDonell, Preamble.

C. G. Harvey, all of Skeena District, B. C.; and George Henry Barnard and Harold B. Robertson, both of Victoria, B. C., have by their petition represented that they are desirous of being incorporated as a company, under the name of "Northern British Columbia Telephone Company," and have prayed that there may be granted to them the right and powers necessary to construct and maintain a line or lines of telephone in and throughout that portion of British Columbia lying north of the fifty-first parallel of latitude, except those portions of Lillooet, Kamloops, Revelstoke, and Columbia Electoral District lying north of said parallel:

And whereas it is expedient to grant the prayer of 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 E. C. Charleson, John H. Gray, A. R. McDonell, Incorporation.
C. G. Harvey, George Henry Barnard, and Harold B. Robertson, together with such other persons as under the provisions of this Act become members of the company hereby incorporated, are hereby constituted a body corporate and politic by the name of the "Northern British Columbia Telephone Company."

2. The head office of the said Company (hereinafter called "the Head office.
Company") shall be in the City of Victoria 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.

Capital stock.

3. The capital of the Company shall be fifty thousand dollars, divided into five thousand shares of ten dollars each: Provided, always, that the Company may increase its capital from time to time to such sum as shall be determined in general meeting.

Transfer of shares.

4. The shares of the Company shall be personal estate, and shall not be of the nature of real estate, and each share shall be distinguished by its appropriate number.

Provisional directors.

5. The said E. C. Charleson, John H. Gray, A. R. McDonell, C. G. Harvey, George Henry Barnard, and Harold B. Robertson, with power to add three others to their number, are hereby constituted provisional directors of the Company, any three of whom shall be a quorum; and the said provisional directors shall hold office as such until the first election of directors under this Act, and may forthwith open books, and allot shares, and receive payments on account of shares allotted, and deposit in any chartered or other bank in British Columbia moneys received by them on account of shares allotted, which moneys shall not be withdrawn for any cause whatever, except for the purposes of the Company, or upon the dissolution thereof.

Powers of Company to make certain works, etc.

6. 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 north of the fifty-first parallel of latitude, except as to those portions of Lillooet, Kamloops, Revelstoke, and Columbia Electoral Districts lying north of the said parallel (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 for the erection of poles, or for carrying the wires underground, without having first obtained the consent of the Chief Commissioner of Lands:
- (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 Chief Commissioner of Lands:
- (d.) In any municipality such powers shall be exercised only with the consent of the Council by by-law, which by-law shall contain such conditions and terms respecting the exercise of such powers as to the Council shall seem proper. The Company shall not have the right to operate a telephone exchange within the boundaries of any municipality in which a telephone line, exchange, or system is owned and operated by the municipality, or which has the power to own and operate such telephone line, exchange, or system, except so far as such municipality may by by-law consent thereto:
- (e.) Whereas the locality known as Prince Rupert is about to become incorporated and is now seeking incorporation as a city: Therefore, the Company and its operations shall, within the area which shall be included within such City of Prince Rupert, be subject to the provisions of the Act, whether special or general, incorporating such city, as fully and to the same extent as though such city had become incorporated prior to the passing of this Act; and in case such Prince Rupert Incorporation Act contains provision for the owning and operating by such city of a telephone line, exchange, or system, then the said Company shall not have the right to operate a telephone exchange within the boundaries of such City of Prince Rupert, except so far as said municipality may by by-law consent thereto:

The assent of the electors of such municipality shall, in manner provided by the Prince Rupert Incorporation Acts for voting on money by-laws, be and is hereby declared to be necessary to the validity of any by-law to be passed under the provisions of this subsection:

- (f.) 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 the Chief Engineer or any other officer in charge of the Fire Brigade shall not entitle the Company to demand or to claim compensation for any damage thereby incurred:

- (g.) In the event of a municipality (other than Prince Rupert) being hereafter created within the territory defined in the sixth section hereof and in a locality where the Company is then carrying on business, then the City Council of such municipality so to be created shall have power thereafter to regulate operations of such Company and the future erection, operation, and maintenance of its line or lines of telephone as fully and in the same manner as in the case of a municipality heretofore incorporated.

Power to acquire
land.

7. The Company may, for the purpose of this Act, purchase, acquire, or lease, and hold, and may sell, dispose of, or surrender, lands, buildings, or tenements within the area aforesaid, and may purchase or lease, for any term of years, any telephone line established in British Columbia connecting, or to be connected, with the lines which the Company is authorised to construct, or may purchase or lease for any term of years the right of any company to construct and maintain 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 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.

8. 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."

9. The first general meeting of the Company will be held at such time, not being more than four months after the passing of this Act, and at such place as the provisional directors may determine, at which meeting the whole of the provisional directors shall retire from office; and a Board of seven directors (of whom three shall be a quorum) shall be elected, and likewise at each subsequent annual meeting seven directors shall be elected, and the directors so elected, and all the directors afterwards elected or appointed, shall hold office until the annual general meeting of the Company next after their respective election or appointment.

First general meeting.

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 City of Victoria 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 October in each year, at such time and place in the said City of Victoria as may be determined by the directors.

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, 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 every general meeting of the Company, specifying the day, place, and hour of meeting (and in case of special business, the general nature of such business), shall be given to the members in such manner as may be prescribed by the Company in general meeting; and unless and until it is otherwise so prescribed twenty days' notice at least of every such general meeting shall be given to each member by sending through the post-office in a prepaid registered letter, addressed to each member at his registered place of abode or business; but non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

Notice of meetings.

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

Removal of directors.

One share, one
vote.

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

Power to make
by-laws.

15. The Company shall have power in general meeting to make—

- (a.) By-laws for the regulating of its own proceedings and business; and
- (b.) By-laws, rules, and regulations to be observed by the officers and servants of the Company, and by all other persons using the instruments, wires, and appliances of the Company: Provided, always, that such by-laws are not in conflict with any of the provisions of this Act.

Failure to elect
directors.

16. The failure to elect directors or to hold any general meeting shall not operate as a dissolution of the Company; but anything omitted to be done may afterwards be done at any general meeting of the Company held in conformity with this Act and the regulations of the Company.

Qualification of
directors.

17. No person shall be qualified to be a director of the Company who is not the holder in his own right of at least one share in the Company, and has paid up all calls made thereon and then due. 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.

Tariff of charges.

18. The Company may by its by-laws 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.

19. The directors may, when authorised 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, 1897.”

20. The provisions of the “Companies Clauses 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 and so far as they are not repugnant or inconsistent with the provisions of this Act.

21. The liability of the members of the Company shall be limited Limited liability. to the amount (if any) unpaid on the shares respectively held by them.

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

23. The Company shall, within twelve months after the coming into force of this Act, deposit with the Minister of Finance the sum of two thousand five hundred dollars (\$2,500), either in cash or securities approved by the said Minister, as security that the Company will expend not less than ten thousand dollars (\$10,000) in the construction of new lines of telephone within its district as above defined on or before the thirty-first day of December, 1911; and if such security shall not be deposited as aforesaid this Act shall be null and void, or if after such deposit the said sum of ten thousand dollars (\$10,000) shall not be expended within the period mentioned, the aforesaid deposit shall be forfeited to and become the property of the Government: Deposit to secure expenditure of \$10,000 on construction before 31st December, 1911.

Provided, always, that the Lieutenant-Governor in Council shall have power to extend the time for deposit and construction respectively as aforesaid, but such extension shall not be for a longer period than one year.

24. 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.

25. This Act may be cited as the "Northern British Columbia Short title. Telephone Company Act, 1910."