

**CHAPTER 60.**

An Act to incorporate the Pacific Telephone and
Cable Company.

[12th April, 1893.]

WHEREAS a petition has been presented praying for an Act to Preamble.
incorporate a Company for the purpose of constructing and
operating a line or lines of telephone and cable between the cities of
Victoria, New Westminster, Nanaimo, and Vancouver, or intervening
points as may be desired, and between such other place or places in
or between Vancouver Island and Queen Charlotte Islands and such
other Islands in the Gulf of Georgia as may be desired for establishing
stations therefor, and for all other powers necessary, usual, incidental,
or conducive to the foregoing purposes, or any of them :

And whereas it is expedient to grant the prayer of the said 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. The Right Honourable Bernard Edward Barnaby Fitzpatrick, Incorporation.
Baron Castletown, of Upper Ossory, Queen's County, Ireland; Colonel
Sir Charles Bean Euan-Smith, K. C. B., C. S. I., of London, England ;
John Eustace, Esquire, of London, England; and John Black McKilligan,
of the City of Victoria, British Columbia, Financial Agent, together
with such other persons and corporations as shall, in pursuance of this
Act, become shareholders of the Company hereby incorporated, are
hereby constituted a body corporate and politic by the name of "The
Pacific Telephone and Cable Company."

Capital stock.

2. The capital stock of the Company shall be fifty thousand pounds, divided into fifty thousand shares of one pound each, which shares shall be transferable in such manner and upon such conditions as shall be provided by the by-laws of the Company, and such shares, or any part thereof, may be granted and issued as paid up shares for value received by or service rendered to the Company, either in money at par or at such price and upon such conditions as the Board of Directors may fix, or as part or all of the consideration for any contract made by the Company.

Increase.

3. The capital stock of the Company may be increased from time to time to any amount if such increase be sanctioned by vote in person or by proxy of the shareholders who hold at least two-thirds in amount of the subscribed stock of the Company, at a meeting expressly called by the Directors for that purpose, by a notice in writing to each shareholder delivered to him personally or properly directed to him at his last known place of abode, and deposited in the post office at least sixty days previously to such meeting, stating the time and place and object of such meeting, and the amount of the proposed increase, and the proceedings of such meeting shall be entered in the minutes of the proceedings of the Company, and thereupon the capital stock may be increased to the amount sanctioned by such vote.

Provisional Directors.

4. The persons named in section 1 of this Act are hereby constituted the Provincial Directors of the Company with power to add to their number, but 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 the Directors of the Company, and they shall hold office until the first election of Directors under this Act

Number of Directors.

5. Each of the Directors of the Company hereby appointed or elected shall hold at least one hundred shares of the stock of the Company. But the number of Directors to be hereafter elected by the shareholders shall be such number not exceeding fifteen as shall be fixed by by-law, and subject to the same conditions as the Directors appointed by or under authority of the last preceding section. The number thereof may be hereafter altered from time to time in like manner. The votes for their election to be by ballot.

Qualification of Directors.

6. No Director shall be disqualified from holding office by reason of or on account of his being concerned directly or indirectly, or as partner, in any other company or association, or in any contract with the Company, or on account of his receiving any pay or remuneration for attending to the affairs of the Company.

Quorum.

7. The majority of Directors shall form a quorum of the Board, and until otherwise provided by by-laws, Directors may vote and act

by proxy, such proxy to be held by a Director only, and no meeting of Directors shall be competent to transact business unless three Directors are present thereat in person, the remaining number of Directors required to form a quorum being represented by proxies.

8. The Board of Directors may appoint from out of their number an executive committee composed of at least three Directors for the transaction of the ordinary business of the Company, with such powers and duties as shall be fixed by the by-laws, and the Chairman shall be ex-officio a member of such committee. Executive Committee.

9. The chief place of business of the Company shall be at the City of Victoria, but the Company may from time to time, by by-laws, appoint and fix other places within or beyond the limits of Canada at which the business of the Company may be transacted, and at which the Directors or shareholders may meet when called, as shall be determined by the by-laws. Head office.

10. The first annual meeting of the shareholders of the Company for the appointment of Directors shall be held on the second Wednesday in July, one thousand eight hundred and ninety-three, at the principal office of the Company at Victoria, and the annual general meeting of the shareholders for the election of Directors and the transaction of business generally shall be held on the same day in each year thereafter at the same place, unless otherwise provided by the by-laws. And notice of each such meeting shall be given as shall from time to time be directed by the by-laws. Annual general meetings.

11. 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 be afterwards performed at a meeting called in conformity with the by-laws, or at a meeting called specially for the purpose. Failure to elect Directors.

12. Special general meetings of the shareholders may be convened in such manner as shall be provided by the by-laws, and, except as hereinafter provided, notice of such meeting shall be given in the same manner as notices of annual general meetings; the purpose for which such meeting is called shall be mentioned in the notices thereof, and, except as herein provided, all such meetings shall be held at the chief place of business of the Company. Special general meetings.

13. If at any time before the first annual meeting of the shareholders of the Company it should become expedient that a meeting of the Directors of the Company, or a special general meeting of the shareholders of the Company, should be held before such meeting can conveniently be called and notice thereof given in the manner provided Special meetings before first annual meeting.

by this Act, or by the by-laws, or before by-laws in that behalf have been passed, and at a place other than at the chief place of business of the Company in Victoria, before the enactment of the by-law authorizing the holding of such meeting elsewhere, it shall be lawful for the Chairman, or for any three of the Directors of the Company, to call special meetings either of Directors or of shareholders, or of both, to be held at such times and places respectively as may be determined, such times and places to be stated in the notices to be given of such meetings respectively. And notices of such meetings may be validly given by a circular mailed to the ordinary address of each Director or shareholder, as the case may be, in time to enable him to attend such meeting, stating in general terms the purpose of the intended meeting. And in the case of a meeting of shareholders, the proceedings of such meeting shall be held to be valid and sufficient and to be binding on the Company in all respects if every shareholder of the Company be present thereat, in person or by proxy, notwithstanding that notice of such meeting shall not have been given in the manner required by this Act.

Voting by proxy. **14.** Unless otherwise provided by the by-laws, the person holding the proxy of a shareholder shall be himself a shareholder.

Calls. **15.** No call upon unpaid shares shall be made for more than ten per centum upon the amount thereof, and thirty days shall intervene between each call.

Power to construct telephone lines. **16.** The Company may construct, maintain, and operate a line or lines of telephone or cable, or both, between the Cities of Victoria, New Westminster, Nanaimo, and Vancouver, or any or either of them, or any intervening points, as may be desired by the Company, and between such other place or places in or between Vancouver Island and Queen Charlotte and such other islands in the Gulf of Georgia as may be desired by the Company; may establish stations therefor; may enter upon and use any lands required for the Company's purpose, including highways; may acquire, hold, lease, occupy, and enjoy, sell, or dispose of, absolutely or conditionally, any lands or buildings required by the Company; may amalgamate with or make any arrangement for sharing of profits, union of interests, or otherwise, with any other company or companies having objects altogether or in part similar to those of this Company; may lease and operate any other line or lines of telephone or cable; and may also construct or acquire, by purchase, lease, or otherwise, any line or lines of telephone or cable connecting with the line so to be constructed; and may undertake to transmit any messages for the public by any such line or lines of telephone or cable, and collect tolls for so doing; or may lease such line or lines of telephone or cable, or any portion thereof. And they

may use any improvements that may hereafter be invented (subject to the rights of the patentees) for telephoning or cabling, and any other means of communication that may be deemed expedient by the Company at any time hereafter, and otherwise generally may have, exercise, and enjoy all such powers, rights, and privileges as the Company may deem necessary or conducive to the attainment of the foregoing objects, or any of them ; and the generality of this clause shall not be deemed to be restricted by the specific mention of the foregoing powers, rights, and privileges, or any of them, but shall be deemed and taken in the broadest sense to include any power, right, or privilege which the Company may deem necessary or conducive to the attainment of the Company's purposes, or any of them : Provided, however, that in any case where the Company take lands without the consent of the owner, the provisions of the general Railway Act relating to lands expropriated shall apply to the Company so far as necessary, in order to arrive at the amount of compensation therefor.

17. The "Vancouver Island Telegraph Regulation Act" shall extend and apply to the telephone and cable lines constructed under the authority of this Act. Application of C.A.
1888, c. 112.

18. The Directors may, from time to time, make and prescribe such By-laws. by-laws. as to them appear needful and proper to provide for the remuneration of the Chairman and Directors of the Company, or of any executive committee of such Directors, the transfer of stock and shares, the registration, inscription and transfer of stock, shares and bonds, the payment of dividends and interest, the election of Directors, increasing and decreasing the number of Directors, the procedure at general meetings and meetings of their own bodies, the appointment of committees, and for all other matters by this Act to be regulated by by-laws, and generally for managing the affairs and property of the Company and for carrying out the objects contemplated by this Act not inconsistent with this Act or contrary to law, and may from time to time alter, repeal, amend and re-enact the said by-laws: Provided that the said by-laws so made shall in no case have any force or effect after the next general meeting of shareholders which shall be held after the passage of such by-laws, unless they are approved of by such general meeting.

19. All moneys expended by the Provisional Directors or any of them in furtherance of the undertaking authorized by this Act, either before or after the passing of this Act, may be treated as cash advanced on account of the Company, and at the first meeting of Directors after the passing of this Act a resolution may be passed giving credit to each Provisional Director in the books of the Company for such amount as he or they may have expended.

Power to hold lands,
&c.

20. The Company may receive, take and hold, enjoy, sell, lease, or otherwise dispose, either conditionally or absolutely, or for any limited estate or interest therein, and upon such terms and conditions as the Directors deem proper from any government, person, corporation, municipal or otherwise, any land, bonus, donations, loans, gifts of money, bonds, guarantee of bonds or interest guarantees, exemption from taxes or other impost, or any or all of same, and generally any benefit or advantage to the Company or in aid of the same, of any nature or kind whatsoever, and the generality of the latter part of this clause is not to be held to be restricted by the specific mention of the foregoing ways and means.

Power to receive aid.

21. It shall be lawful for any person or corporation, municipal or otherwise, within the legislative authority of the Legislative Assembly of the Province of British Columbia, to make grants of land, privileges, bonuses, guarantees of bonds or interest, loans or gifts of money, or securities for money, to the Company, and to subscribe for any number of shares in the Company, or on bonds or debentures of the Company, or exempt the Company from any tax or impost, or to aid the Company by all or any of such means as may by them be deemed advisable.

Liability of share-
holder.

22. The stock of the Company shall be personal property, and no shareholder of the Company shall in any manner be liable to or be chargeable or charged with the payment of any debt or demand due by the Company, or any sum beyond the amount unpaid on his, her, or their subscribed shares in the capital stock of the Company.

Power to issue mort-
gage bonds.

23. The Company, under the authority of a special general meeting of the shareholders called for the purpose, may issue mortgage bonds for the purposes of the undertaking authorized by the present Act, which issue shall constitute a first mortgage and privilege upon the property of the Company constructed or acquired and to be thereafter constructed and acquired, and upon its real and personal property acquired and to be thereafter acquired, and upon its tolls and revenues (after deducting from such tolls and revenues the working expenses), and upon the franchises of the Company; the whole as shall be declared and described as so mortgaged in any deed of mortgage as hereinafter provided: Provided that such mortgage and privilege shall not attach upon any property which the Company are hereby authorized to acquire or receive until the same shall have been conveyed to the Company, but shall attach upon such property, if so declared in such deed, as soon as the same shall be conveyed to the Company, and such mortgage and privilege may be evidenced by a deed or deeds of mortgage executed by the Company with the authority of its shareholders, expressed by a resolution passed at such special general

meeting; and any such deed may contain such description of the property mortgaged by such deed, and upon such conditions respecting the payment of the bonds secured thereby, and of the interest thereon, and the remedies which shall be enjoyed by the holders of such bonds, or by any trustee or trustees for them, in default of such payment and the enforcement of such remedies, and may provide for such forfeitures and penalties in default of such payment as may be approved by such meeting, and may also contain, with the approval aforesaid, authority to the trustee or trustees, upon such default, as one of such remedies, to take possession of the property mortgaged, and to hold and run the same for the benefit of the bondholders thereof for a time to be limited by such deed, or to sell the said property after such delay and upon such terms and conditions as may be stated in such deed, and with like approval. Any such deed may contain provisions to the effect that upon such default and upon such other conditions as shall be described in such deed, the right of voting possessed by the shareholders of the Company and by the holders of preferred stock therein, or by either of them, shall cease and determine, and shall thereafter appertain to the bondholders, or to them and to the holders of the whole or any part of the preferred stock of the Company, as shall be declared by such deed; and such deed may also provide for the conditional or absolute cancellation after such sale of all or any of the shares so deprived of voting power, or of any or of all of the preferred stock of the Company or both, and may also, either directly by its terms or indirectly by reference to the by-laws of the Company, provide for the mode of enforcing and exercising the powers and authority to be conferred and defined by such deed under the provisions hereof, and such deed and provisions thereof made under the authority hereof, and such other provisions hereof as shall purport (with like approval) to grant such further and other powers and privileges to such trustee or trustees and to such bondholders as are not contrary to law or to provisions of this Act, shall be valid and binding; but if any change in the ownership or possession of the said property shall at any time take place under the provisions hereof, or of any such deed, or in any other manner, the said property shall continue to be held and operated under the provisions hereof.

24. If it is provided by the mortgage deed executed to secure the issue of bonds that any of the signatures to bonds, or to the coupons thereto appended, may be engraved, stamped or lithographed thereon, such engraved, stamped or lithographed signature shall be valid and binding on the Company. Lithographed signature to be valid.

25. The bonds authorized by this Act to be issued upon the property of the Company may be so issued, in whole or in part, in the denominations of dollars, pounds sterling, or francs, or in any or all of them, Denomination of bonds.

and the coupons may be for payment in denominations similar to those of the bonds to which they are attached, and the whole or any of such bonds may be pledged, negotiated, or sold, upon such conditions and at such price as the Board of Directors shall from time to time determine. And provision may be made by the by-laws of the Company that after the issue of any bond the same may be surrendered to the Company by the holder thereof, and the Company may in exchange therefor issue to such holder inscribed stock of the Company, which inscribed stock may be registered or inscribed at the chief place of business of the Company or elsewhere, in such manner and with such rights, lien, privileges and preferences, at such place and on such conditions as shall be provided for by the by-laws of the Company.

Mortgage, &c., to be filed.

26. It shall not be necessary, in order to preserve the priority lien, charge, mortgage, or privilege purporting to appertain or to be created by any bond issued or mortgage deed executed under the provisions of this Act, that such bond or deed should be registered in any manner or in any place whatever; but a notarial copy of every such mortgage deed shall be deposited in the office of the Registrar-General of Titles, of which deposit notice shall be given in the British Columbia Gazette, and in like manner a notarial copy of any agreement entered into by the Company under section 27 of this Act shall also be deposited in the said office, and a copy of any such mortgage deed or agreement so filed, certified to be a true copy by the Registrar-General of Titles, shall be received as *prima facie* evidence of the original in all Courts of Justice, without proofs of the signatures or seal upon such original.

Company limited to powers contained in mortgage, &c.

27. If at any time an agreement be made by the Company with any person intending to become a bondholder of the Company, or be contained in any mortgage deed executed under the authority of this Act, restricting the issue of bonds by the Company under the powers conferred by this Act, or defining or limiting the mode of exercising such powers, the Company, after the deposit thereof with the Registrar-General of Titles, as hereinbefore provided, shall not act upon such powers otherwise than as defined, restricted and limited by such agreement; and no bond thereafter issued by the Company or by the Board of Directors, contrary to the terms of such agreement, shall be valid and effective.

Power to issue preferred stock.

28 The Company may, from time to time, issue guaranteed or preferred stock, at such price, to such amount, and upon such conditions as to the preferences and privileges thereto, or to different issues or classes thereof, and otherwise, as shall be authorized by the majority in value of the shareholders present in person or represented by proxy at any annual meeting, or at any special general meeting thereof called for the purpose, notice of intention to propose such issue at such meeting being given in the notice calling such meeting, but the guar-

antee or preference to such stock accorded shall not interfere with the lien, mortgage and privilege attaching to bonds issued under the authority of this Act. And the holders of such preferred stock shall have such power of voting at meetings of the shareholders as shall be conferred upon them by the by-laws of the Company.

29. The phrase "working expenses" shall mean and include all expenditures of maintenance of the Company, and the stations, buildings, works and conveniences belonging thereto, and of the buildings, stock and movable and immovable plant used in the working thereof, and also all such tolls, rents, or annual sums as may be paid in respect of the hire of any property let to the Company, also rents, charges or interest on the purchase money of land belonging to the Company, purchased but not paid for, or not fully paid for, and also all expenses of and incidental to operating the Company, including stores and consumable articles; also rates, taxes, insurance and compensation for accident or losses; also all salaries and wages of persons employed in or about the works of the Company, and traffic and all offices and managing expenses, including Directors' fees, agency, legal and other like expenses. "Working expenses."

30. All bonds, preference stock, debentures and other securities hereby authorized, and the coupons and interest warrants thereon respectively, may be made payable to bearer, and shall in that case be transferable by delivery, without regard to any equities between the holder or holders thereof and the Company. Bonds may be made payable to bearer.

31. It shall be lawful for the Company to take, subject to the consent of the Chief Commissioner of Lands and Works, from any public lands adjacent to or near the line of the said telephone and cable, all stone, timber or gravel and other material which may be necessary or useful for the construction of the Company's line or lines of telephone and cable. Consent required to take stone from public lands.

32. The Company may make all such by-laws for the government of the affairs of the Company as may be deemed advisable, in so far as the same are not inconsistent with or repugnant to the provisions of this Act. By-laws for government of affairs.

33. The construction of a line or lines of cables between the Main-land and the Island, as defined in this Act, shall be commenced within two years and completed within five years from the passing of this Act. Commencement and completion of lines.

34. This Act may be cited as the "Pacific Telephone and Cable Act, 1893." Short title.