



CHAPTER 89.

An Act to Incorporate the "Vancouver, Northern
and Yukon Railway Company."

[27th February, 1899]

WHEREAS a petition has been presented praying for the incor- Preamble.
poration of a Company under the name of the "Vancouver,
Northern and Yukon Railway Company," for the purpose of con-
structing, equipping, operating and maintaining a standard or narrow
gauge railway from some point at the City of Vancouver, or some
other convenient point on the shore of Burrard Inlet, thence running
in a northerly direction by way of Seymour Creek, or the most feasible
route, to the Squamish Valley: thence by the most feasible route
through the Pemberton Meadows to Lillooet; thence northerly to
Quesnelle; thence north-westerly to Hazelton, or some other point on
the Skeena River; and thence northerly to the northern boundary of
the Province, with power to build a branch line from or near Hazelton
along the valley of the Black River to the northern boundary of the
Province: with power to build branch lines from said railway to Fort
St. John; with power also to build branch lines east and west from the
main line along the north shore of Burrard Inlet to Howe Sound and
the west shore of the North Arm of said Inlet; with power also to
build and operate branch lines from time to time to groups of mines,
and to farming lands from any point on the main line or any of its
branches; with power, in operating the railway and its branches, to
use steam, electricity or other motive power; with power to build
telegraph and telephone lines for the purposes of the Company and
for transmission of messages for the public and commercial purposes;
with power to build all necessary bridges and roadways, and to build,
operate and maintain wharves, docks and saw-mills, and own and
operate ferries, and with power to equip and maintain steam and

other vessels, and operate the same, in connection with the railway and its branches, on any navigable waters along or near the line of railway and its branches; with power to acquire water rights and to construct dams, flumes, etc., for improving and increasing the water privileges, and to generate electricity for operating the railway and any of its branches; and to erect and maintain all necessary works for the generation and transmission of electricity or power within the area of the operation of the said Company, and for the supply of light and heat and other power; and with power to expropriate lands for the purpose of the Company; and to acquire lands, bonuses, privileges or other aids, from any government, municipal corporation, or persons or bodies corporate, and to levy and collect tolls from all persons using and on all freight passing over any of such roads, ferries and wharves, and carried on any of the vessels used, built or operated by the Company; and with power to lease, make traffic or other arrangements with railway, steamboat or other companies, and for all other usual, necessary or incidental rights, powers and privileges in any way conducive to the attainment of the aforesaid objects:

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:—

Incorporation.

1. Alfred R. C. Selwyn, C. M. G., F. R. S.; Isaac Oppenheimer, Merchant; Michael Costello, Canneryman; John Hendry, President of B. C. L. T. & T. Co.; William Farrell, Capitalist; Adolphus Williams, Barrister; Gordon Drysdale, Merchant; Charles O. Wickenden, Architect; C. A. Lett, Agent; A. E. McCartney, Engineer; Walter Moberly, Engineer; Robt. B. Skinner, Merchant; E. Odium, Gentleman, and Chas. Windsor, Canneryman, all of the City of Vancouver, and 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 "Vancouver, Northern and Yukon Railway Company."

**Construction, route,
etc.**

2. The Company may lay out, construct, equip, operate and maintain a line of standard or narrow gauge railway, with one or more tracks, from some point at the City of Vancouver, or some other convenient point on the shore of Burrard Inlet: thence running in a northerly direction by way of Seymour Creek, or the most feasible route, to the Squamish Valley; thence by the most feasible route through the Pemberton Meadows to Lillooet; thence northerly to Quesnelle; thence north-westerly to Hazelton, or some other point on the Skeena River; and thence northerly to the northern boundary of the Province; with power to build a branch line from or near Hazel-

ton along the valley of the Black River to the northern boundary of the Province; with power to build branch lines from said railway to Fort St. John; with power also to build branch lines east and west from the main line along the north shore of Burrard Inlet to Howe Sound and the west shore of the North Arm of the said Inlet: with power also to build and operate branch lines from time to time to groups of mines and to farming lands from any point on the main line or any of its branches; but no such branch line shall be built to a point more than twenty miles from main line of railway: with power, in operating the railway and its branches, to use steam, electricity or other motive power.

3. The Company may purchase, build, charter or otherwise maintain, sell, lease and dispose of, navigate and work steamers, ferries and other vessels in and upon the inland and coast waters of British Columbia, in connection with the said undertakings. Steamers, etc.

4. The Company may erect, maintain or work docks, dockyards, wharves, ships, piers, elevators, depôts, saw-mills, and buildings necessary or convenient for the purposes of the Company, and also build all necessary bridges and roadways. Docks, etc.

5. The Company shall have power to purchase and hold such land as may be required for the purpose of building thereon warehouses, storehouses, engine-houses, saw-mills and other erections, for the use of the Company, and the same, or portions thereof, in their discretion, to sell or re-convey, and also to acquire and make use of for the purposes of said railway, any stream or water-course at or near which the railway passes, subject to the provisions of the "Water Clauses Consolidation Act, 1897." Land.

6. The Company shall have power to agree for connections and make running arrangements with any railway company, or steamboat company, if lawfully empowered to enter into such agreement, upon terms to be approved by two-thirds in value of the shareholders at a special general meeting to be held for that purpose: and it shall also be lawful for the Company to enter into any agreement with any railway company, if lawfully authorised to enter into such agreement, for the sale, or leasing, or hiring of their railway, or of any portion of their railway, or the use thereof, or for the sale or lease or hiring of any locomotives, tenders, plant or rolling stock, or other property, or either or of both, or of any part thereof, or touching any service to be rendered by the one company to the other, and the compensation therefor, if the arrangements and agreement shall be approved of by two-thirds in value of the shareholders voting in person or by proxy at a special general meeting to be called for that purpose, and every such agreement shall be valid and binding according to the terms and Running arrangements.

tenor thereof, and the company or companies purchasing, leasing or entering into such an agreement for using the said railway may, and are hereby authorised to. work the said railway in the same manner as if incorporated with their own line.

Leasing railway, etc. **7.** The Company shall have power to enter into and conclude any agreement with any other railway company, if lawfully authorised to enter into such agreement, for leasing to them the railway herein authorised, or other undertaking of the Company, or any part thereof, or for the working of the said railway, or for running powers over the same, or for leasing and acquiring running powers over lines of other railway companies, or for leasing or for hiring any rolling stock or other property, for any services to be rendered by one company to the other, provided that such agreement shall be approved of by a majority of all the issued stock of the Company at any special meeting called for that purpose.

Telegraph and telephone lines. **8.** The Company may construct, maintain and work continuous telegraph and telephone lines throughout and along the whole line of the said railway, or any part thereof, and along any branch lines, and may also construct or acquire, by purchase, lease, or otherwise, any line or lines of telegraph or telephone connecting with the line 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, or may lease such line or lines of telegraph or telephone, or any portion thereof, and they may use any improvements that may hereafter be invented (subject to the rights of the patentees) for telegraphing or telephoning, and any other means of communication that may be deemed expedient by the Company at any time hereafter :

(a.) No Act of this Legislature requiring the Company, in case efficient means are devised for carrying telegraph, telephone or electric wires under-ground, to adopt such means, and abrogating the right given by this Act to continue carrying lines on poles, shall be deemed an infringement of the privileges granted by this Act.

“B. C. Railway Act” to apply.

9. 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 the same extent as if the same had been set forth clause by clause in this Act.

Capital stock.

10. The capital stock of the Company shall be two million dollars, divided into shares of one hundred dollars 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 by the Company, either at par or at such price and upon such conditions as the Directors may fix.

11. The said Alfred R. C. Selwyn, Isaac Oppenheimer, Michael Costello, John Hendry, William Farrell, Adolphus Williams, Gordon Drysdale, Charles O. Wickenden, C. A. Lett, A. E. McCartney, Walter Moberly, Robt. B. Skinner, E. Odium and Chas. Windsor, whose names are set forth in section 1 (one) of this Act, are hereby constituted the Provisional Directors of the Company, but so that the Elected Directors shall not exceed ten 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.

12. It shall be lawful for the Directors, in procuring subscriptions for stock, to allot such stock in such amounts, and subject to the payment of such calls, of such amount, and at such times, and at such discounts as they may think fit, and to stipulate for the payment of the purchase money at the time of subscription or by instalments; and the amount of every such instalment, as and when payable, shall be deemed to be money due in respect of a call made in accordance with the provisions contained in section 35 of the "British Columbia Railway Act"; and non-payment of any such instalment shall carry with it all the rights, incidents and consequence as mentioned in the said Act, as in the case of a call due by a shareholder on a share.

13. 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 that purpose.

14. No Director shall be disqualified from holding office by reason of or on account of his being concerned, directly or indirectly, or as a partner in a firm, or in any other company or association having business dealings with the Company, or contracts with the Company, or concerned in any way, by contract or otherwise, with the Company, or holding office thereunder, or on account of his receiving any salary or remuneration from the Company.

15. The majority of the Directors shall form a quorum of the Board, who shall be competent to transact the business of the Company.

16. The Board of Directors may appoint from out of their number an Executive Committee for the transaction of the ordinary business

Provisional
Directors.

Allotment of stock.

Company not dis-
solved by failure to
elect Directors.

Certain things not to
disqualify Directors.

Quorum of Direc-
tors.

Executive Commit-
tee of Directors.

of the Company, with such powers and duties as may be fixed by the by-laws, and the President shall be ex-officio a member of such Committee.

Head office.

17. The chief place of business and head office of the Company shall be at the City of Vancouver, British Columbia, and the Company may from time to time by by-law appoint and fix other places 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.

Annual general meetings.

18. The first annual meeting of the shareholders of the Company for the appointment of Directors shall be held at the head office of the Company on the third Wednesday of November, 1899, and the annual 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, unless otherwise provided by the by-laws.

Special general meetings.

19. 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 meetings 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 head office of the Company.

Proxies.

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

By-laws of Directors.

21. The Directors may from time to time make and prescribe such by-laws as to them appear needful and proper to provide for the remuneration of the President and the Directors of the Company, or any of the Executive Committee; 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; 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 from time to time to repeal, amend and re-enact the said by-laws.

Bonds.

22. The Company may dispose of or issue mortgage bonds upon any lands granted for any estate therein in aid of the said railway, and of the undertaking authorised by this Act, such mortgage bond issues to be made only upon similar authority to that required by this Act for the issue of bonds upon the railway, and when so made such

bonds shall constitute a first mortgage upon such lands, and shall attach upon them when they shall be granted, if they are not actually granted at the time of the issue of such bonds, and such mortgage may be evidenced by a deed or deeds of mortgage, to be executed under like authority to the deed securing the issue of bonds on the railway, and such deed or deeds under like authority may contain similar conditions and may confer upon the trustee or trustees named thereunder, and upon the holders of the bonds secured thereby, remedies or authorities, powers and privileges, and may provide for forfeitures and penalties similar to those that may be inserted and provided for under the provisions of this Act, in any deed securing the issue of bonds on the railway, together with such other provisions and conditions, not inconsistent with law or this Act, as shall be so authorised; and such bonds may be styled "Land Bonds."

23. If it is provided by the mortgage 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. Engraved signatures to bonds.

24. The bonds authorised by this Act to be issued upon the railway and upon any land that may be granted to the Company, or both, 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, 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 provisions 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 head office of the Company, or elsewhere, in such manner, 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. Denominations of bonds.

25. 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 and filed in the office of the Registrar-General of Titles, of which deposit and filing notice shall be given in the Deposit of copy of mortgage to secure bonds with Registrar-General of Titles.

British Columbia Gazette, and in like manner a notarial copy of any agreement entered into by the Company under section 22 of this Act shall also be deposited and filed 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 in all Courts of Justice, without proofs of the signature or seal upon such original.

Restricting bond
issue.

26. If at any time an agreement be made by the Company with any person 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, 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, and no order, resolution or proceeding thereafter made, passed, or had by the Company, or by the Board of Directors, contrary to the terms of such agreement, shall be valid and effective.

Preferred or guaran-
teed stock.

27. 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 authorised by the majority in value of the shareholders, such authority to be given at an annual meeting or at any special general meeting thereof called for the purpose, at which meeting shareholders representing at least two-thirds in value of the subscribed capital of the Company shall be present in person or by proxy, notice of intention to propose such issue at such meeting being given in the notice calling such meeting; but the guarantee 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.

Trusts that may be
created respecting
lands.

28. Any lands acquired by the Company and held for sale for the purpose thereof may be conveyed to trustees, to be held or conveyed by them upon the trusts and for the purposes herein declared in reference to such lands, and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say: (firstly) in payment of the expenses connected with acquisition, survey, management and sale of said lands; (secondly) in payment of the interest on bonds secured by such lands from time to time; (thirdly) in payment and redemption of the said bonds as they become due; and (fourthly) for the general purposes of the Company.

29. All lands sold and conveyed by the Company and the said trustees, after a conveyance thereof to them upon the trusts aforesaid, shall be forever released and discharged from all mortgages, liens and charges of any kind or nature by this Act or by the Company created.

Lands sold released
from mortgages,
liens, etc.

30. All bonds, preference stock, debentures and other securities hereby authorised, 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, etc., may be
made payable to
bearer.

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

Expropriating
gravel pits, etc.

32 When said gravel, stone or other material shall be taken under the preceding section of this Act, at a distance from the line of the railway, the Company may lay down the necessary sidings and tracks over any lands which may intervene between the railway and the lands on which the said material shall be found, whatever the distance may be, and all the provisions of the "British Columbia Railway Act," and of this Act, shall apply and may be used and exercised to obtain the right-of-way from the railway to the land on which such materials are situated; and such right may be so acquired for a term of years or permanently, as the Company may think proper; and the powers in this and the preceding section may at all times be exercised and used in all respects after a railway is constructed, for the purpose of repairing and maintaining the said railway.

Tracks to gravel
pits.

33. Whenever it shall be necessary for the purpose of procuring sufficient lands for stations, or gravel pits, or for constructing, main-

Purchasing lands.

taining 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 mortgage, 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.

Collection of charges.

34. The Company shall have power to collect and receive all charges subject to which goods or commodities shall come into their possession, and on payment of such back charges, and without their 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 person for such charges.

Water.

35. The Company shall have power to take and use water for generating electricity to be used as motive power in the operation of the railway, or the production of any power for the operation of the railway, and for the purpose of the supplying of light, heat and power, and the carrying on the undertaking of the Company; and the Company in being empowered to apply for and exercise water privileges, shall be deemed and considered to be a specially incorporated Company, under the provisions of Part IV. of the "Water Clauses Consolidation Act, 1897," and to have and to exercise all the powers and privileges of a company specially incorporated for the purpose of applying for, obtaining, exercising and using water power privileges.

Transportation of Government employees.

36. The Company shall be bound to carry over its line of railway, without charge, all persons whose transportation would otherwise be a charge against the Government of the Province, and also all Members of the Legislature.

Chinese or Japanese not to be employed.

37. No Chinese or Japanese persons shall be employed in the construction of the undertaking or the working of the railway.

Effect of preceding two sections.

38. The preceding two sections are hereby declared to be conditions upon which this Act is passed, and shall be binding upon bondholders and all other persons in any way interested in the said Company or its property. In case either of said preceding two sections are violated, such violation shall work a forfeiture of all powers and privileges granted by this Act; but no such forfeiture shall operate except upon proceedings instituted in the Supreme Court of British Columbia by the Attorney-General.

39. In case at any time the said railway is declared by the Parliament of Canada to be a work for the general advantage of Canada, then all powers and privileges granted by this Act, or by the "British Columbia Railway Act," shall thereupon cease and determine.

Effect of declaration
that work for general
advantage of Canada.

40. 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 first day of August, 1900, 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, all the rights and privileges conferred by this Act shall be null and void.

Deposit to secure
expenditure of
\$10,000 before 1st
August, 1900.

41. The said railway shall be divided into four sections, and the first section, from Vancouver to Lillooet, shall be completed within three years; the second section, from Lillooet to Quesnelle, shall be completed within five years; the third section, from Quesnelle to Omineca, shall be completed within seven years, and the fourth section, from Omineca to the northern boundary of the Province, shall be completed within nine years from the passing of this Act. Nevertheless, failure to complete the said railway, or any section or portion thereof, within the time so limited for the completion of the same, shall not prejudice the rights, powers or privileges of the Company in respect of such part or portion of section, if any, so completed.

Sections.

42. This Act may be cited as the "Vancouver, Northern and Yukon Railway Company Act, 1899."

VICTORIA, B. C. :

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