



CHAPTER 63.

An Act to Incorporate the South-East Kootenay Railway Company.

[12th March, 1906.]

WHEREAS, a petition has been presented praying for the incorpora- Preamble.
tion of a Company to construct and operate railways and tram-
ways, as hereinafter set forth, and it is expedient to grant the prayer
of the 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. Thomas Davis, Alfred Farmer and C. Bampfylde Daniell, together Incorporation.
with such persons as become shareholders in the Company hereby
incorporated, are hereby constituted a body corporate under the name
of the “South-East Kootenay Railway Company,” hereafter called the
“Company.”

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

3. The Company may lay out, construct and operate a railway of Line of railway and
branch lines.
the gauge of four feet eight and one-half inches from a point on or
near the Flathead River, at or near the International Boundary Line,
in the District of South-East Kootenay, in the Province of British
Columbia ; thence north by the most feasible route to a point at or
near McGillivray, British Columbia, on the Crow's Nest Pass section
of the Canadian Pacific Railway Company, with power to construct,
equip, maintain and operate branch lines from any point or points
along the said railway not exceeding twenty miles from the main line
of railway.

Capital stock.

4. The capital stock of the Company shall be five million dollars, divided into five hundred thousand shares of ten dollars each, and may be called up by the Directors from time to time as they deem necessary; and such shares or any part thereof may be granted and issued as fully paid-up shares for value received or services rendered to the Company, or as part or all of the consideration for any contract made by the Company.

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 the 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—with power to add to the number—but so that the Directors shall not in all exceed five in number. The Provisional Directors 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.

Annual general meeting.

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.

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 business dealings with the Company, or in any contracts with the Company, or by reason of his holding some office under the Company in addition to that of Director, or on account of his receiving any pay or remuneration from the Company as such Director or otherwise.

Directors not disqualified by reason of being concerned in business dealings with the Company.

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, or at a meeting called specially for that purpose.

Failure to elect Directors not to operate as dissolution.

11. The Company may issue bonds, debentures or other securities to the extent of thirty-five thousand dollars per mile of the 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.

12. The Company shall have power to promote any other company or incorporation or association of persons for any purposes 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 an agreement for conveying or leasing 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:

Traffic arrangements with other companies.

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-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 construct, maintain and operate telegraph and telephone lines through and along the whole or any portion of the line or lines of its railway as authorised by this Act to be built, and may acquire by purchase or lease, or otherwise, any line or lines of telegraph or telephone connecting with the lines so constructed along the line of said railway; and 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 land by bonus.

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 and Works, 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 tolls.

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.

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. "B. C. Railway Act" to apply.

21. 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 November, 1908, 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. Deposit to secure expenditure of \$10,000 on or before November 1st, 1908.

22. 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. Future legislation to apply.

23. The Company may, within the District of South-East Kootenay, acquire by purchase coal and oil lands, or interests therein, and sell or otherwise dispose of the same. Company may carry on mining business.

24. The Company may take or otherwise acquire and hold shares in any other company having objects altogether or in part similar to those of the Company. Company may hold shares in other companies.

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

26. The Provisional Directors or elected Directors may pay, or agree to pay, in paid-up stock or in bonds of the Company, or in both stock and bonds, such sums as they may deem expedient, to engineers or contractors, or for right-of-way or material, plant or rolling stock, and also may, when sanctioned by a vote of the shareholders at any

general or special meeting, for the service of promoters or other persons who may be employed by the Directors for the purpose of assisting the Directors in the furtherance of the undertaking or purchase of the right-of-way, material, plant or rolling stock, whether such promoters or other persons be Provisional or elected Directors or not, and any agreements so made shall be binding on the Company,

• Short title.

27. This Act may be cited as the “South-East Kootenay Railway Company Act, 1906.”

VICTORIA, B. C.:

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