



CHAPTER 81.

An Act to Incorporate the “Big Bend Transportation Company, Limited.”

[27th February, 1899.]

WHEREAS a petition has been presented praying for the incorporation of a Company with power to build, own, purchase, equip and maintain steam and other vessels and boats, and to operate the same from some point at or near Revelstoke on the Columbia River, in a northerly direction, to the junction of the Canoe River with the said Columbia River, and thence along the said Canoe River northwards to the 53rd parallel of latitude, and with power to construct and operate tramways in connection therewith, and with power to construct, operate and maintain branch lines and all necessary bridges, roads, ways and ferries, and to build, own and maintain wharves and docks in connection therewith, and with power to build, equip, operate and maintain telegraph and telephone lines along the routes traversed by the said steamers and in connection with the said tramways and branches, and to generate electricity for the supplying of light, heat and power as well for their own use as to sell and supply to the public, and with power to carry on the business of a mining, smelting and refining company, and to construct, equip, operate or turn to account, sell or otherwise dispose of mines, smelters and refineries, and with power to expropriate lands for the purposes of the Company, and to acquire lands, bonuses, privileges and other aids from any government, municipal corporation, or other persons or bodies, and to levy and collect tolls from all parties using, and on all freight passing over any of such lines of steamers, tramways, ferries, wharves and properties of the Company, and with power to make traffic or other arrangements with railway, steamboat and other companies and for all other necessary or incidental rights, powers and privileges in that behalf:

Preamble.

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. John Dinham Molson, Banker, Arthur Richard Babington Hearn, Banker, Gustavus Schiller Flindt, Clerk, George Smith McCarter, Barrister-at-Law, all of Revelstoke, British Columbia, and Ernest Charles Erbsloh, of London, England, Gentleman, 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 "Big Bend Transportation Company, Limited," or such other name as the Lieutenant-Governor in Council, upon the request of the Company, may approve of.

Capital stock.

2. The capital stock of the Company shall be five hundred thousand dollars, divided into shares of one dollar 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 in money at par or at such price and upon such conditions as the Directors may fix, or as part or all of the consideration for any contract or services rendered by or on behalf of or for the benefit of the Company.

Increase of capital stock.

3. The capital stock of the Company may be increased from time to time to any amount if such increase be sanctioned by a vote in person or by proxy of the shareholders present at a meeting called expressly by the Directors for that purpose by a publication in the British Columbia Gazette, and for at least one week in a newspaper published nearest the place of meeting, and 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 thirty days previous to such meeting, stating the time and place and object of such meeting, and the amount of the proposed increase, at which meeting shareholders representing at least a majority in value of the subscribed capital of the Company are present, or represented by proxy, 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 the first section of this Act are hereby constituted the Provisional Directors of the Company, with power to add to the 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.

5. Each of the Directors 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 the by-laws 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. Qualification and number of Directors.

6. No Director shall be disqualified from holding office by reason of or on account of his being concerned directly or indirectly 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 from the Company. Certain things not to disqualify Directors.

7. The majority of the Directors shall form a quorum of the Board and until otherwise provided by by-law, 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, and the remaining number of Directors required to form a quorum are represented by proxies. Quorum of Directors.

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

9. The chief place of business of the Company shall be at such place as the Directors may determine, and the Directors may from time to time, by by-law appoint and fix other places within the limits of British Columbia, 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 at such time and place as the Provisional Directors may determine, 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, unless otherwise provided by the by-laws; and notice of such meeting shall be given by such means as shall from time to time be directed by the by-laws. First general annual meeting.

Company not dissolved by failure to elect Directors.

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

Special general meetings.

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 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 chief place of business of the Company.

Special general meeting or meeting of Directors before first general annual meeting.

13. If at any time before the first annual meeting of the shareholders of the Company it become expedient that a meeting of the Directors of the Company, or a special general meeting of the shareholders of the Company, be held before such first annual meeting can be conveniently called, and notice thereof given in the manner provided by this Act, or by the by-laws or before the by-laws in that behalf have been passed, and at a place other than the chief place of business of the Company, before the enactment of the by-law authorising the holding of such meeting, it shall be lawful for the chairman, or any three directors of the Company, to call special meetings either of the directors or 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 publication in the British Columbia Gazette and for at least one week in a local newspaper published nearest the place of meeting, and by a circular mailed to the ordinary address of each director or shareholder, as the case may be, stating in general terms the purpose of the intending meeting.

Proxies.

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

Calls.

15. Calls upon unpaid shares may be made for such per centum upon the amount thereof as the Directors may determine.

Line of steamers on Columbia and Canoe Rivers.

16. The Company shall have power to establish and to maintain and operate a line of steam and other vessels from some point at or near Revelstoke, on the Columbia River, in a northerly direction to the junction of the Canoe River with the Columbia River, and thence along the Canoe River northwards to the 53rd parallel of latitude.

General powers of Company.

17. The Company shall have in addition to all other powers by this Act conferred the powers following, that is to say:—

- (a.) To purchase, build, charter or otherwise acquire, equip, operate, maintain, sell and dispose of, navigate and work steamboats

and steam or other vessels and ferries in and upon the waters of the Columbia River and its tributaries, for such purposes as the Company may determine:

- (b.) To locate, record, purchase, lease or otherwise acquire and operate mines, mining rights and mining interests, and to transport, crush, smelt, reduce and amalgamate ores and minerals for itself and others:
- (c.) To construct, maintain and operate wharves, docks, landing places, dockyards, elevators, slips, piers, warehouses, smelters, mining machinery and buildings:
- (d.) To purchase, lease, erect, use, manage and operate lines of telegraph and telephone, and also buildings, works, machinery and plant for the generation and transmission of electric light, heat and power, and for the generation and transmission of water-power, and to acquire, by purchase or otherwise, the right to use and to use and employ power procured, stored or generated by others, and whether the same be in the form of electrical power, compressed air or otherwise:
- (e.) To carry on the business of carriers of freight and passengers by land and water for hire, forwarders and transportation agents and other business incident thereto, also of wharfingers, shippers and vessel owners, and to purchase, vend and generally deal in merchandise of all kinds, and ores and mineral products:
- (f.) To procure, construct, purchase, maintain and operate tramways, stage coaches and stage lines and any other means for the carriage of passengers and freight by land; and
- (g.) For all or any of the purposes above mentioned to purchase, lease or otherwise acquire patent rights, letters patent and other property, real or personal, of any class or description, and to sell, lease, mortgage, or otherwise dispose thereof.

18. The Company shall be deemed to be a "power company" within Part IV. of the "Water Clauses Consolidation Act, 1897," incorporated for the purposes mentioned in sections 79, 80, 82 and 83 of the said Act, and shall have all the rights, powers and privileges granted to such "power company" thereunder, and be subject to the restrictions placed on same (where not inconsistent with this Act), but only when and so long as the Company shall exercise such powers, rights and privileges thereunder.

19. 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 Chairman and Directors of the Company, or any of the Executive Committee; the transfer of stocks and shares, the registration, inscription and transfer of stock, shares and bonds,

Remuneration of
Directors.

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 the carrying out of 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: Provided that the said by-laws so made shall in no case have any force or effect after the next general meeting of the shareholders which shall be held after the passage of the by-laws, unless approved of by such general meeting.

Acts of Provisional
Directors to bind
Company.

20. All contracts made and all moneys lawfully expended by the Provisional Directors in connection with the Company or upon its behalf, either before or after the passing of this Act, shall be treated as cash advanced or engagements made on account and on behalf of the Company, and at the first meeting of the Directors after the passing of this Act resolutions may be passed confirming and giving credit for same.

Lands.

21. The Company may receive, take, hold, enjoy, sell, lease or otherwise dispose of either conditionally or absolutely, or for any limited estate or interest therein, and upon such terms and conditions as the Directors may 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.

Aids to Company.

22. It shall be lawful for any person or corporation, municipal or otherwise, within the legislative authority of the Legislature of the Province of British Columbia, to make grants of any interest in 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 bonds and debentures of the Company, or to 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.

Mortgaging Com-
pany's undertaking.

23. The Company, under the authority of a special general meeting of the shareholders called for the purpose, at which meeting shareholders representing at least a majority in value of the subscribed capital of the Company are present, or represented by proxy, may dispose of or mortgage the undertakings, lands and properties, assets,

credits and franchises (including the uncalled capital) of the Company, in whole or in part, and may issue mortgage bonds in connection with any such mortgage and secured thereby.

24. 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 signatures shall be valid and binding on the Company. Engraved signatures to bonds, etc.

25. The shares of the Company may, at the option of the Company, to be exercised by resolution passed at any general or special meeting of the shareholders, be issued in whole or in part in pounds sterling; or at the option of the Company, similarly exercised, may, after issue, be converted and exchanged, in whole or in part, into shares of equal value in pounds sterling. Shares may be issued in pounds sterling.

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 filed in the office of the Registrar-General of Titles. Priority of bonds.

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 preferences and privileges thereto, or to different issues or classes thereof, and otherwise, as shall be authorised at an annual meeting, or at any special general meeting called for the purpose, at which meeting shareholders representing at least a majority in value of the subscribed capital of the Company are present, or represented 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. Preferred stock.

28. The phrase "working expenses" shall mean and include all expenditures of maintenance of the undertaking, and the buildings, works and conveniences belonging thereto, and of the rolling and other stock and movable plant used in the working thereof, and all such tolls, rents or annual sums as may be paid in respect of hire of machinery, engines, carriages or waggons let to the Company, also all rents, charges or interest on the purchase money of land belonging to the Company purchased but not paid for, and also all expenses of and incidental to working, undertaking and traffic thereon, including stores Working expenses.

and consumable articles. Also rates, taxes, insurance and compensation for accidents or losses, also all salaries and wages of persons employed in or about the working of the undertaking and traffic, and all offices and managing expenses, including Directors' fees, agency, legal and other like expenses.

Execution of contracts, etc.

29. Every contract, agreement, engagement, script certificate, or bargain made, and every bill of exchange drawn, accepted or indorsed, and every promissory note and cheque made, drawn or indorsed on behalf of the Company, by any agent, officer or servant of the Company, in general accordance with his powers as such, under the by-laws of the Company, shall be binding upon the Company, and in no case shall it be necessary to have the seal of the Company affixed to any such bill, note, cheque, contract, agreement, engagement, bargain or script certificate, or prove that the same was drawn, made, accepted or indorsed, as the case may be, in pursuance of any by-law or special vote or order, nor shall the parties so acting as agents, officer or servant of the Company be subject individually to any liability whatsoever to any third party therefor: Provided always, that the Company is not to be deemed to be debarred from proving that the same was not issued by authority of the Company, and that nothing in this Act shall be construed to authorise the Company to issue any note payable to bearer thereof, or any promissory note intended to be circulated as money or as a note of a bank or to engage in the business of banking and insurance.

Trusts that may be created respecting lands.

30. Any lands acquired by the Company and held for sale for the purposes 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: (first), 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 when and as they become due; and (fourthly), for the general purposes of the Company.

Sale of said lands.

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

Bonds, etc., may be made payable to bearer.

32. 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.

33. It shall be lawful for the Company to take from any public lands adjacent to or near the undertaking of the Company, all stone, timber or gravel, and other material which may be necessary or useful for the construction of the tramway or undertaking, and also to fill in upon any public lands.

Stone, timber, etc.,
required for construction.

34. It shall be lawful for the Company, its servants, agents or workmen, from time to time and at all times hereafter, as they shall see fit, and they are hereby authorised and empowered to enter into and upon the lands of the Crown, or the land of any person or persons, bodies politic and corporate, and to set out and ascertain, take, appropriate, hold and enjoy such part or parts thereof as it may require for the purposes of the undertakings by this Act authorised, or any one or more of them, and to contract with the owners or occupiers of lands for the purchase thereof, or any part thereof, or of any right, easement or privilege that may be required for the purposes of the Company, and for the right to take all timber, stone, gravel, sand and other materials from the same for the use and construction of the said works of the Company :

Powers of entry and
expropriation.

(a.) The powers conferred by this section shall be subject to and shall be exercised under and in conformity with the provisions of the "Lands Clauses Consolidation Act," chapter 112 of the Revised Statutes of British Columbia, 1897.

35. The Company shall be deemed to have committed an act of expropriation when it shall have entered upon the land or lands of any person or persons, bodies politic and corporate, and shall have set out the ground in the following manner:—Stakes similar in size to those required by the "Mineral Act" shall be placed every three hundred yards, approximately, along the centre line of the tract of land proposed to be acquired, and a notice to the owner shall be posted on one stake on the land or lands so expropriated, defining approximately the amount of the land so required; when wooded, the Company shall have the proposed line blazed between the stakes.

Acts of expropria-
tion.

36. The Company shall make a tender in writing to the owner of the amount proposed to be paid for the land.

Tender for land.

37. The stock of the Company shall be personal property. 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.

Stock deemed per-
sonalty.

Liability of share-
holders.

38. In the event of the name of the Company being changed under authority of section 1 hereof, this Act shall be deemed thereby to be amended so as to conform herewith in all respects, and the name so

Provisions in case of
change of name.

approved and substituted shall thereby be deemed to be inserted in lieu and place of the name the "Big Bend Transportation Company, Limited," wherever the same occurs in this Act.

Penalty for employ-
ing Chinese or
Japanese.

39. No Chinese or Japanese person shall be employed in the construction of the undertakings hereby authorised, under a penalty of five dollars per day for each and every Chinese or Japanese person employed in contravention of this section, to be recovered on complaint of any person under the provisions of the "Summary Convictions Act."

Traffic arrange-
ments.

40. The Company may make traffic or other arrangements with any other railroad, steamboat or navigation company or companies whose line of railway or undertaking communicates with or is contiguous to that of the Company, and which may be of mutual benefit to each other, and may enter into an agreement with such other company or companies for conveying or leasing to such company the undertakings, or any of them, of the Company hereby incorporated, in whole or in part, or any rights or powers acquired hereunder and any assets of the Company, or for amalgamating with such company, upon such terms and conditions as may be agreed upon.

Transportation of
Government
employees.

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

Short title.

42. This Act may be cited as the "Big Bend Transportation Company, Limited, Incorporation Act, 1899."

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