



CHAPTER 68.

An Act to Incorporate the Pend d'Oreille Power
and Light Company.

[8th May, 1897.]

WHEREAS John A. Finch, George Turner Patrick Clark, Frank C. Loring and W. S. Norman, all of the Town of Rossland, Province of British Columbia, have by their petition prayed for an Act to incorporate a Company, to be known as the British Columbia Power and Light Company, for the purpose of acquiring, appropriating and developing a water-power or water-powers on the Pend d'Oreille River, in British Columbia; to construct, maintain and operate electric generating stations; to build and maintain pole-lines and mains, for the purpose of supplying electric light and power in and to the mines, cities, towns and villages in West Kootenay, more particularly to Rossland and Trail, and the mines in the vicinity thereof; to construct or maintain a dam or dams on the Pend d'Oreille River, and to divert and use by such dam or dams, a maximum of two hundred thousand miners' inches; to construct and maintain in connection therewith, the necessary flume-ways, race-ways, and all the necessary appliances thereto appertaining; to obtain rights of condemnation and appropriation for all powers, rights and privileges, for the purpose of carrying out the object aforesaid; and

Preamble.
Whereas it is desirable to grant the prayer of said petition in part, and also to confer upon the petitioners the powers and privileges hereinafter contained :

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows :—

Therefore, Her Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows :—

1. That said John A. Finch, George Turner Patrick Clark, Frank C. Loring, W. S. Norman, and William Archer, George Archer, John

Incorporation.

Dawson, Stuart W. Cowan and Harrison H. Crane, and such other persons and corporations as shall in pursuance of this Act become shareholders, are hereby constituted a body corporate and politic, by the name of the "Pend d'Oreille Power and Light Company, Limited."

Capital stock. **2.** The capital of the Company shall be one million dollars (\$1,000,000), divided into ten thousand shares of the value of one hundred dollars (\$100) each.

Head office. **3.** The head office of the Company shall be at the City of Rossland, or at such other place in British Columbia as the Company shall in general meeting determine.

Provisional Directors. **4.** The following persons, namely:—George Turner, Frank C. Loring, William S. Norman, William Archer, Harrison H. Crane, John Dawson and Stuart W. Cowan, shall be and are hereby constituted Provisional Directors of the Company, of whom four shall form a quorum for the transaction of business, and they shall hold office until the first election of Directors under this Act, and shall have power to open stock books, and procure subscriptions of stock for the undertaking, and to allot the stock, and to receive payments on account of stock subscribed, and to make calls upon subscribers in respect of their stock, and to sue for and recover the same.

Power to hold, etc., lands, works, etc. **5.** For the purpose of this Act, the Company may purchase, hold, lease, rent, surrender and sell such lands, works, buildings and tenements as may be necessary.

Company may— **6.** The Company, with the sanction of the vote of the majority in value of the issued shares obtained at any meeting specially called for that purpose, may exercise any of the following powers:—

Issue new ordinary shares, etc. **(a.)** Raise any additional sum or sums by the issue of new ordinary shares, or by the issue of new ordinary stock, or (at the option of the Company) by either of those modes, or by the issue of new preference shares, or by the issue of new preference stock, or (at the option of the Company) by either of those modes, and such preference shares or preference stock may bear interest, not exceeding the rate of twelve per cent per annum:

Borrow. **(b.)** Borrow from time to time on mortgage or bond, such sums of money as the Company shall think fit, not exceeding in the whole the sum of one hundred thousand dollars: Provided, however, the Directors may from time to time, at their discretion, raise or borrow, without the sanction of a general meeting, any sum or sums of money for the purposes of the Company, but so that the amount at any one time owing in respect of the moneys raised or borrowed without the sanction of a general

meeting, shall not exceed the sum of twenty thousand dollars. Nevertheless, no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is observed :

- (c.) Create and issue debenture stock, and may attach to the stock Debenture stock. so created a fixed or perpetual preferential interest, not exceeding the rate of twelve per cent. per annum, payable half-yearly or otherwise, and commencing at once or in future time or times, when, and as the debenture is issued, or otherwise, as the Company thinks fit.

7. No calls shall be made at any one time for more than twenty per Calls. cent. of the amount subscribed by any one shareholder, nor shall a greater amount than eighty per cent. of the amount subscribed be called up in any one year. Calls shall not be made at a less interval than one month from the previous call.

8. The liability of the shareholders shall be limited to the amount Liability of shareholders. unpaid on their shares : Provided, that all shares issued as paid up shares, under the authority of a general meeting of shareholders, are hereby declared to be fully paid up and non-assessable for any cause whatsoever, and shareholders holding the same shall be subject to no liability thereon.

Where the words following occur in this Act, they shall be construed Interpretation. in the manner hereinafter mentioned, unless the contrary intention appears :—

- (1.) "The Company" shall mean the "Pend d'Oreille Power and Light Company" : "Company."
- (2.) "The undertaking" shall mean the electric or power works of "Undertaking." whatever description authorised by the "Water Clauses Consolidation Act, 1897," or by this Act, to be executed or purchased, taken over or otherwise acquired by the Company :
- (3.) "Lands" shall include all real estate, messuages, lands, tene- "Lands." ments and hereditaments of any tenure.

9. The first general meeting shall be held at such time (not being First general meeting. more than four months after the passing of this Act) and at such place as the Directors may determine. Subsequent ordinary general meetings shall be held thereafter once in each year, on the third Wednesday in July.

10. The business of an ordinary meeting shall be to receive and Ordinary meetings. consider the profit and loss account and balance sheet, the reports of the Directors and the Auditors, to elect Directors and other officers in place of those retiring, to declare dividends and to transact any other business which, under the "Companies Clauses Act, 1897," ought to be

transacted at an ordinary meeting, and any business which is brought under consideration by the report of the Directors, issued with the notice convening such meeting.

Extraordinary
meeting

11. The Directors shall, upon a requisition made in writing by two or more shareholders, holding in the aggregate one-third of the issued capital, convene an extraordinary meeting of the Company.

How many persons
to be present at meet-
ings.

12. In order to constitute a meeting (whether ordinary or extraordinary) there shall be present either personally or by proxy, three shareholders holding in the aggregate not less than one-fourth of the subscribed capital of the Company.

Voting.

13. At all general meetings of the Company, every shareholder shall be entitled to have one vote for every share held by him; provided always that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him.

Number of Direct-
ors.

14. Until otherwise determined by a general meeting, the number of Directors shall be seven, but the Company may increase or reduce the number of Directors, so that the number of Directors shall not be more than ten nor less than three.

Election of
Directors.

15. At the first ordinary general meeting, and at every succeeding ordinary general meeting, the whole of the Directors shall retire from office, and the Company shall, at every such meeting, fill up the vacated offices, by electing a like number of duly qualified members as Directors. The retiring Directors shall be eligible for re-election.

"Companies Clauses
Act, 1897."

16. The provisions of the "Companies Clauses Act, 1897," shall apply to the Company and to the undertaking authorised hereby, save so far as they are expressly varied or excepted by this Act, or as any of the provisions hereof are repugnant to or inconsistent with the provisions of the said Act, in which case the provisions of this Act shall, to the extent of such repugnancy or inconsistency, govern.

Objects of the
Company.

17. The objects and powers of the Company shall include the acquisition of water, as by this Act authorised, and also by the acquisition under the "Water Clauses Consolidation Act, 1897," of water and water-power by records of unrecorded water, or the purchase of water records or water privileges for, and the application of such water and water-power to all or any of the purposes, and in any of the manners and methods following, that is to say :—

- (a.) For rendering water and water-power available for use, application and distribution by erecting dams, increasing the head of water in any existing body of water, or extending the area

thereof, diverting the waters of any stream, pond or lake, into any other channel or channels, laying or erecting any line of flume, pipe, or wire, constructing any race-way, reservoir, aqueduct, weir, wheel, building, or other erection or work which may be required in connection with the improvement and use of the said water and water-power, or by altering, renewing, extending, improving, repairing, or maintaining any such works, or any part thereof :

- (b.) The use of water or water-power for hydraulic mining purposes, and for milling, manufacturing, industrial and mechanical purposes, other than the generation of electricity :
- (c.) The use of water or water-power for producing and generating electricity, for the purposes of light, heat, and power ; and for
- (d.) Constructing, operating, and maintaining electric works, power houses, generating plant, and such other appliances and conveniences as are necessary and proper for the generating of electricity or electric power, and for transmitting the same to be used by the Company, or by persons or companies contracting with the Company therefor, as a motive power for the operation of motors, machinery or electric lighting or other works, or to be supplied by the Company to consumers for heating, or as a motive power for propelling tramways, or for driving, hauling, lifting, pumping, lighting, crushing, smelting, drilling and milling, or for any other operations to which it may be adapted, or to be used or supplied for or in connection with any other purposes for which electricity or electric power may be applied or required :
- (e.) Placing, sinking, laying, fitting, maintaining and repairing electric lines, accumulators, storage batteries, electric cables, mains, wires, pipes, switches, connections, branches, electric motors, dynamos, engines, machines, or other apparatus or devices, cuts, drains, water-courses, pipes, poles, buildings and other erections and works ; and erecting and placing any electric line, cable, main, wire, or other electric apparatus above or below ground :
- (f.) Constructing, equipping, operating and maintaining electric, cable, or other tramways, or street railways for the conveyance of passengers and freight :
- (g.) Constructing, equipping, operating and maintaining telegraph and telephone systems and lines :
- (h.) Supplying of compressed air, electricity and electric power to consumers for any purposes to or for which compressed air or electric power may be applied or required.

Diversion of water
for electricity.

18. Subject to and upon obtaining authority under the "Water Clauses Consolidation Act, 1897," the Company is authorised and empowered to take and divert from the Pend d'Oreille River at such point or points, and to appropriate and use for the purpose of generating power and electricity, so much of the water of the said river as may be authorised, with power to the Company to construct all works that may be necessary for making such water-power available, and from time to time to improve such water-power privilege by erecting dams, diverting the waters of the said river into any channel or channels, provided the water shall again be returned to its natural channel, constructing any race-ways, or other works, which may from time to time be required in connection with the improvement or maintenance of the said water-power; and for the purposes aforesaid, the Company, its workmen, servants and agents, are empowered and authorised to enter into and upon any lands in the vicinity of the authorised point of diversion on the said river, of any person or persons, bodies politic or corporate, to survey, set out, ascertain and take, expropriate, hold and acquire such parts thereof as it may require for the purpose of obtaining the said water-power, or for the construction of any dam, race-way, flume, channel, or other appliances for the purpose of increasing the water-power, or for the erection of a power house and generating plant, subject, however, to making compensation therefor in manner hereinafter mentioned.

(a.) The Company may also, by its workmen, servants or agents, enter into and upon any lands adjoining the works of the Company, or any line or lines of pipe, fluming or wire laid or erected by the Company in connection with any of the purposes referred to in this Act, and clear the said lands of timber and underwood to such a width on each side of the said works, or such line or lines of pipe, fluming or wire as aforesaid, as the Company may deem necessary for the proper protection of the same, subject, however, to making compensation for such clearing in manner hereinafter mentioned.

Electrical works.

19. The Company is hereby authorised and empowered to erect, construct, operate and maintain electric works, power houses, generating plant, and all such other appliances and conveniences necessary and proper for the generating of electricity or other power, and for transmitting the same to any part of the Mining Recording Divisions of Nelson, Trail and Goat River (hereinafter called the said area), to be used by the Company as a motive power for the works by this Act authorised, or to be supplied by the Company as a motive power for hauling, pumping, lighting, smelting, drilling, or any other operations to which it may be adapted, or to be used or supplied for or in connection with any other purpose for which electricity or power may be applied or required. And for any of the above purposes the

Company is hereby authorised and empowered, by its servants, agents, contractors and workmen, from time to time, to make and erect such electric works or other power works, and to sink, lay, place, fit, maintain, and repair such electric lines, accumulators, storage batteries, electric cables, mains, wires, switches, connection branches, electric meters, dynamos, engines, machines, cuts, pipes, conduits, drains, wheels, water-courses, pipes, buildings, and other devices as may be deemed necessary. And to erect and place any electric line, cable, main, wire, or other apparatus for the transmission of power or light above or below ground, along, over or across any street in the said area, and to erect poles for the purpose of placing the same in such manner as the said Company shall think fit, necessary or proper for the purpose of carrying out the operations of the said Company in respect of and incidental to the making, generating, or supplying of electricity, and transmitting power and light. And also for all such purposes to open and break up the soil and pavement of the streets or bridges within the said area, and to open and break up any sewers, drains or tunnels within or under such streets and bridges, and to erect pipes, conduits, poles, pillars, posts, lamp globe or other apparatus in or upon the said streets and bridges, or against any wall or walls erected on the same, or adjoining thereto, and to dig and sink trenches and drains, and to lay electric lines, cables and mains, air pipes and conduits, and to put electric lines, wires, switches and connection branches from such electric lines, cables and mains, in, under, across, or along such streets and bridges, and from time to time to cut, remove, alter, repair, and relay such air pipes and conduits, electric lines, cables, mains, wires, switches, and connection branches, or other apparatus: Provided, however, that in any municipality the powers hereby conferred shall be subject to the assent of the council of such municipality, and to such regulations as it may appoint, and in any unincorporated portion of the said area, to the assent of the Chief Commissioner of Lands and Works, and to such regulations as he may appoint.

20. It shall be lawful for the Company to purchase and acquire the power or electrical system, property, rights and privileges of any person or persons, or corporations established or to be established on the said river, or engaged in supplying with electricity the present cities of Trail and Rossland, or other towns or cities in West Kootenay, or to amalgamate with any such person or persons as aforesaid, and after such purchase or amalgamation, to maintain, operate and extend such power system or electrical works connected therewith in the same way as if such works had been originally constructed under the authority of this Act: Provided, that the powers under section 20 of this Act conferred, shall not be exercised until the said section shall have been declared to be in force by proclamation of the Lieutenant-Governor in

Purchase of other
systems, amalgam-
ation, etc.

Council; and such proclamation shall not be issued until all wages due to employees for work performed previous to the passage of this Act, on the properties intended to be operated by the Company hereby incorporated, shall have been paid in full.

Entry on Crown
lands.

21. It shall be lawful for the said Company, its agents, servants, and workmen from time to time, and at all such times hereafter as it shall see fit, and it is hereby authorised and empowered to enter into and upon the lands of the Crown (subject to the consent and supervision of the Chief Commissioner of Lands and Works) and to survey, set out and ascertain such parts thereof as it may require for the purposes of the Company's works, or the construction of any dam, race-way, flume or other appliances for the purpose of diverting or carrying water.

Part IV. of "Water
Clauses Consolida-
tion Act, 1897."

22. For the purpose of carrying out such undertaking the Company shall (except as in this Act provided) be in the position of a Company duly incorporated in compliance with Part IV. of the "Water Clauses Consolidation Act, 1897," and with the like rights, powers, privileges and priorities, and subject, except as aforesaid, to the like conditions and restrictions, and all the provisions relating to a Power Company of Part IV. of the said Act (except such as relate to the incorporation of the Company, or as are herein excepted, altered or varied), and all the provisions of Part V. of the said Act shall apply to the Company.

Property of Com-
pany, how vested.

23. The lands, rights and privileges which shall be ascertained, purchased or acquired, set out or appropriated by the said Company for the purposes aforesaid, shall, so long as the said Company use the same for the purposes of this Act, be vested in the said Company.

Priority of water
records.

24. Upon the Company, at any time within one month from the date of the "Water Clauses Consolidation Act, 1897," coming into force, giving notice of its intention to apply for a record in pursuance of the said Act, of the waters of the Pend d'Oreille River, in the vicinity of Seven Mile Point, it shall, as to such waters, have priority over all notices of applications and applications for records at any such point made since the twelfth day of November, 1896, and not completed by record prior to the passage of this Act.

Commencement of
construction.

25. The construction of the said works shall be commenced within six months after the passage of this Act, and shall be completed, so far as the delivery of power to Rossland and Trail, within two years.

Future amendments
to "Water Clauses
Consolidation Act,
1897."

26. If by any public Act hereafter passed, any of the sections of the "Water Clauses Consolidation Act, 1897," corresponding to any of the sections or sub-sections of this Act, be repealed, extended, varied

or otherwise amended, the provisions of such amending Act shall thereafter apply to such sections or sub-sections as corresponds to the section of the "Water Clauses Consolidation Act, 1897," amended, but such amendment shall not deprive the Company of the right to exercise or use or complete any power or privilege exercised or in use or commenced by the Company prior to or at the time of the passage of such amending Act.

27. This Act may be cited as the "Pend d'Oreille Power and Light Short title. Company Act, 1897."

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