



CHAPTER 75.

An Act to Incorporate the "Granby Consolidated Mining, Smelting and Power Company, Limited."

[May 11th, 1901.]

WHEREAS Stephen Henderson Campbell Miner, of Granby, in the Province of Quebec, Manufacturer; James Henry McKechnie, of the same place, Manufacturer; William Hezekiah Robinson, of the same place, Banker; Alfred Cornelius Flumerfelt, of Grand Forks, in the Province of British Columbia, Assistant Mine Manager; Fayette Brown, of the City of Montreal, in the Province of Quebec, Insurance Agent; Aubrey Lee White, of the same place, Mining Broker; and Jay P. Graves, of Spokane, in the State of Washington, Mine Manager, have by their petition, applied to be incorporated as a Company for the purpose of carrying on the business of mining, smelting and the generation, application and supply of power and light in all its branches, and for the acquisition of water for water-works and other purposes, with power to explore for, acquire, make, maintain and develop mines, mineral claims, rights, franchises, and other privileges; to purchase or otherwise acquire real and personal property, of every kind and nature; to subdivide, improve, sell, lease, market or otherwise deal with the same; to carry on the business of smelters, refiners, founders, assayers, dealers in ores, bullion, metal and the products of mines and smelters, refineries and other industries of like nature; to purchase, erect, or otherwise acquire smelters, refineries, plant, machinery, patents of inventions, mills, factories and appliances pertaining to or which may be useful in carrying on the said business or any branch thereof; to acquire, equip, own and operate water, power and light systems, plant, machinery and other appliances, and for such purposes to have all or any of the powers, rights and privileges which specially incorporated companies may acquire under Parts III. and IV.

of the "Water Clauses Consolidation Act, 1897"; to expropriate, take over and otherwise acquire water and water records and privileges for all the purposes mentioned in said Parts III. and IV. of the "Water Clauses Consolidation Act, 1897"; with power to construct, equip, own and operate docks, wharves, slips, boats, ferries and other means of conveyance; to make traffic arrangements incidental thereto; to own, acquire, erect, construct and maintain buildings, dams, ditches, flumes, raceways or other works for the purpose of carrying out the objects mentioned in this Act and in the said Parts III. and IV. of the "Water Clauses Consolidation Act, 1897;" to erect, lay, construct and maintain poles, wires and other appliances incidental to the carrying out of pipes, said objects; to acquire the undertaking and business, property, rights, franchises and assets of any other company or companies either for cash or for shares in this Company, or partly for cash and partly for such shares, or for any other consideration; to sell, exchange, mortgage, lease or otherwise dispose of the said property, franchises, rights, privileges and assets, or any part thereof, either for cash or for any other consideration; to issue the shares of the Company, either as fully paid up or as assessable, or as partly paid up and partly assessable, or otherwise, with power to do all such other things as are incidental or conducive to the attainment of the above objects or any of them:

And whereas it is expedient to grant the prayer of such petition and to confer upon the petitioners the powers and privileges hereinafter contained:

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

Short title.

1. This Act may be cited as the "Granby Consolidated Mining, Smelting and Power Company Act, 1901."

Incorporation.

2. The said Stephen Henderson Campbell Miner, James Henry McKechnie, William Hezekiah Robinson, Alfred Cornelius Flumerfelt, Fayette Brown, Aubrey Lee White and Jay P. Graves, 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 Granby Consolidated Mining, Smelting and Power Company, Limited," hereinafter called "the Company."

Head office.

3. The head office of the Company shall be at the City of Montreal, in the Province of Quebec, and the registered office of the Company shall be at the City of Grand Forks, in the Province of British Columbia, but the Company shall have power by by-law from time to time to change the place of either of the said offices and to establish branch offices; and any and all business which the Company may

lawfully transact at the registered office of the Company, and all meetings of the Company which may be held at the registered office of the Company may be transacted and held at the head office, or any branch office, as the Directors of the Company may determine.

4. The capital stock of the Company shall be fifteen million dollars Capital stock. (\$15,000,000), divided into one million five hundred thousand shares of ten dollars (\$10.00) each, and it shall not be necessary to number said shares, nor to specify in the certificates issued to shareholders the number or numbers of the share or shares to which such certificate relates, and such certificate may be in the form approved of by the Directors, and the shares shall be transferable in such manner and upon such conditions as shall by by-law of the Company or by resolution of the Board of Directors be provided, and such shares or any part thereof may be allotted and issued as fully paid-up shares, either for a cash consideration or for other valuable consideration, or for services rendered to the Company, and such shares, or any part thereof, may be issued at a discount, at par, or at a premium, and no liability shall attach to the shares beyond the amount which may be agreed to be paid by the purchaser or purchasers thereof to the Company, or which shall be fixed by the Directors in the conditions of allotment.

5. The capital stock of the Company may be increased from time Increase of capital stock. to time with the approval of the Lieutenant-Governor in Council, by the creation of new shares of such amount as may be deemed expedient, provided that such increase shall be sanctioned by a general meeting of the Company.

6. The said Stephen Henderson Campbell Miner, James Henry Provisional Directors. McKechie, William Hezekiah Robinson, Alfred Cornelius Flumerfelt, Fayette Brown, Aubrey Lee White, and Jay P. Graves shall be and are hereby constituted the Provisional Directors of the Company, of whom three 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 fix the conditions of allotment, and allot and receive the consideration therefor, and to make calls upon subscribers in respect of their shares, and to sue for and recover the same; and the said Provisional Directors, and their successors in office, shall also have power to purchase, take over and otherwise acquire the assets, undertaking, franchises, business, rights, powers and privileges, and to assume obligations and exercise and enjoy any or all of the powers, rights and privileges of any other company or companies, corporation or corporations, having objects in whole or in part similar to the objects for which this Company is incorporated, or

any of them, and particularly the assets, undertaking, franchises, business, rights, powers and privileges and obligations of the following companies, namely: "The Granby Consolidated Mining and Smelting Company, Limited"; "The Grand Forks Water Power and Light Company, Limited Liability"; "The Old Ironsides Mining Company," (Foreign); "The Knob Hill Gold Mining Company of British Columbia, Limited," and "The Grey Eagle Gold Mining Company, Limited," (Non-Personal Liability), and to allot and issue to the said companies respectively, or to the shareholders of the said companies respectively, or any one or more of them, shares in the capital stock of the Company in payment in whole or in part of the said assets, undertaking, franchises, business, rights, powers and privileges of said companies respectively, and to so allot and issue said shares as fully paid up or as partly paid up, as shall be agreed between the Company and the said vendors, or any one or more of them.

Provisional Directors to carry out undertakings.

7. The said Provisional Directors and their successors in office shall have power to construct and carry out any of the works and undertakings mentioned in this Act, and particularly to cause plans and surveys to be made, to construct and carry on any of the tramway, telephone, telegraph, water, power and light works mentioned in this Act, and to receive for the Company any grants, loans, bonus or gifts made to it, and to enter into on behalf of the Company any agreement respecting the conditions of any gift or bonus in aid of the undertaking of the Company, and in addition shall have all such powers, rights and privileges as under Part III. and Part IV. of the "Water Clauses Consolidation Act, 1897," are vested in ordinary directors.

First general meeting.

8. The first general meeting of the Company shall be held at such time, not being more than four months after the passing of this Act, and at such office of the Company as the Directors may determine. Subsequent ordinary general meetings shall be held thereafter at least once in each year at such time and place as shall be determined by the Directors of the Company.

Election of Directors.

9. At the first 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.

Number of Directors.

10. Until otherwise determined by a general meeting the number of Directors shall be seven, but the Company may by by-law from time to time increase or diminish the number of Directors, provided that the number of Directors shall not be less than three.

11. No shareholder shall be disqualified for the office of Director by reason of his being manager, assistant manager or other employee of the Company. Shareholder not disqualified for office of Director by holding office in Company.

12. The Board of Directors may appoint out of their number an Executive Committee, composed of at least one of the Directors, for the transaction of the ordinary business of the Company, with such powers and duties as shall be fixed by the by-laws. Directors may appoint Executive Committee.

13. The business of an ordinary general meeting shall be to receive and consider the profit and loss account and balance sheet, the reports of Directors and Auditors, the election of Directors and other officers in place of those retiring, the declaring of dividends, the passing of by-laws, and the transaction of such other business as under the "Companies Clauses Act, 1897," ought to be transacted at an ordinary general meeting, and any business which is brought under consideration by the report of the Directors issued with the notice convening such meeting. Business of an ordinary general meeting.

14. 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 general meeting of the Company. Extraordinary general meeting.

15. In order to constitute a meeting, whether ordinary or extraordinary, there shall be present three or more shareholders holding either personally or by proxy in the aggregate not less than one-fourth of the issued capital of the Company. Number of shareholders to be present at meeting.

16. 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 his shares. Shareholder entitled to one vote for every share.

17. No failure to elect Directors or to hold the first or any ordinary or other general meeting shall operate as a dissolution of the Company, but anything omitted to be done may be afterwards performed by a meeting called in conformity with the by-laws, or at a meeting called specially for the purpose in the same manner and with the same notice as in the case of an ordinary general meeting. Failure to elect Directors not to operate as dissolution.

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

19. The Directors, with the sanction of a special resolution passed in accordance with the provisions in that behalf of the "Companies' Act, 1897," may borrow from time to time any sum or sums of money not exceeding in the aggregate the authorised capital of the Company, Borrowing powers.

and may secure the same in any manner provided by the resolution authorising such borrowing, and may raise any additional sum or sums of money by the issue of new ordinary shares or stock, or by the issue of new preference shares or stock, and such preference shares or preference stock may bear interest at such rate as shall be determined at such meeting of the Company.

Amount borrowed
not to exceed
\$1,000,000.

20. The Directors may from time to time at their discretion raise or borrow 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 moneys so raised or borrowed shall not, without the sanction of a general meeting of the Company, exceed the sum of one million dollars (\$1,000,000.00) and may from time to time secure repayment thereof by bill of lading, hypothecation, lien or pledge of the product, or products of the mines, smelters, refineries, or other works of the Company. Nevertheless, no lender or other person dealing with the Company shall be concerned to see or inquire whether this limit is or is not observed.

Pledge of stock,
etc.

21. The Directors may with the sanction of a general meeting raise or secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the issue of debentures or debenture stock, charged upon all or any of the property of the Company, both present and future, including its uncalled capital for the time being, and by mortgage upon the property and assets of the Company, and such debentures, bonds or other securities may be issued at a discount, premium or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Company, appointment of Directors and otherwise, as the Directors or the Company may determine.

Company may carry
on mining.

22. The Company shall have power to purchase, explore for, acquire, make, maintain and develop mines, mineral claims and all rights, franchises and other privileges appertaining thereto; to purchase or otherwise acquire real and personal property of every nature and kind; to subdivide, improve, sell, lease, market or otherwise deal with the same; to carry on the business of smelters, refiners, founders, assayers, purchasers and dealers in ores, bullion, and all metals, precious and base, and the products of mines, smelters, refineries and other industries of like nature; to purchase, erect or otherwise acquire smelters, refineries, plant, machinery, patents of invention, mills, saw-mills, factories in any way appertaining to or which may be useful in carrying on any business authorised to be carried on by the Company under this Act.

Company may
acquire water
rights.

23. The Company shall have power to acquire water and water-power by acquiring records of unrecorded water, or by the purchase

of water records or water privileges or by the exercise of the powers of a specially incorporated Company as provided by Part III. of the "Water Clauses Consolidation Act, 1897," and to use and apply such water and water-power for any and all of the purposes and in any or all of the modes and methods following, and to construct, equip, operate and maintain all such works, plant, machinery and appliances as may be necessary therefor:

- (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 another channel or channels, laying or erecting any line of flume, ditch, pipe or weir, constructing any race-way, reservoir, aqueduct, weir, wheel, building or other erection or work, which may be necessary or required in connection with the improvement and use of the said water or water-power, or by altering, extending, improving, repairing or maintaining any such works or any part thereof:
- (b.) For using and applying the said water and water-power for any of the purposes of the Company, and for effectuating any of the objects of the Company authorised by this Act and by distributing the same or the power or other agency generated by the same to any of the works and undertakings of the Company wherever the same may be situated.

24. The Company shall have power to use water and water-power for producing and generating electricity and compressed air for the purpose of light, heat and power, and shall have power to construct, operate and maintain electrical works, power-houses, generating plant, and other appliances for transmitting the same, to be used by the Company, or by persons, companies or corporations contracting with the Company therefor as a motive power; for electric lighting or for other purposes or to be used by the Company or to be supplied to consumers for heating, or as a motive power for propelling tramways, or for driving, hauling, lifting, pumping, lighting, crushing, drilling, 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, and to place, sink, lay, fit, maintain and repair electric lines, accumulators, storage and other batteries, cables, mains, wires, pipes, switches, connections, branches, electric motors, dynamos, engines, machines, cars or other apparatus or device, cuts, drains, water-courses, poles, buildings and other erections and works, and to erect and place any electric cable, main, wire or apparatus above or below ground, to construct, equip, operate and maintain electric, cable, steam or other tramways

Company may generate electricity and operate electrical works.

or street railways for the conveyance of passengers and freight, and to acquire, construct, equip, operate and maintain telegraph and telephone systems and lines.

Company may construct tramways, telegraph and telephone lines.

25. The Company shall have power to acquire, construct, equip, operate and maintain electric works, power-houses, generating plant, electric, cable, steam or other tramways or street railways, telegraph and telephone systems and lines, roads, trails and all such appliances and conveniences in connection therewith as are mentioned in the preceding section, and all other appliances and conveniences whatsoever necessary and proper for the construction, equipment, operation and maintenance of the same.

Company may supply electricity and charge tolls therefor.

26. The Company shall have power to supply to persons, companies and corporations compressed air, electricity and electric power, and to charge such rates and tolls therefor as the Directors shall see fit.

Part IV. of the "Water Clauses Consolidation Act, 1897," to apply.

27. For the purposes of carrying out such undertakings the Company shall (except as in this Act is provided) be in the position of a Company specially incorporated in compliance with the provisions of Part IV. of the "Water Clauses Consolidation Act, 1897," and with like objects, rights, powers, privileges and priorities, and subject (except as aforesaid), to the like conditions and restrictions; and all the provisions of said Part IV., except such as relate to the incorporation of the Company, or as are herein excepted, altered, varied, or are repugnant to or inconsistent with the provisions of this Act, shall apply to the Company, in so far as its objects, powers and privileges with regard to the construction and operation of power and light plant or plants and the construction and operation of tramways are concerned, to the same extent (save as aforesaid) as if the said Part IV. had been set forth clause by clause in this Act.

Part III. of the "Water Clauses Consolidation Act, 1897," to apply.

28. The Company shall, in addition to the powers hereinbefore mentioned, have the right to apply for one or more records of unrecorded water of any rivers, streams or lakes, and to purchase or otherwise acquire any water records or water privileges, rights or franchises as a source or sources of supply for a water-works system or systems, or branch of a water-works system, or to augment any existing system or systems, or branch of such system or systems for the conveyance and supply of water for mining, smelting, manufacturing, milling and industrial purposes and for the supply of the inhabitants of any and all localities wherein or adjacent to which the Company may or shall carry on its business or any portion thereof, with water for domestic or agricultural purposes, or both, and for purposes of fire protection, and for the purpose of carrying out such undertaking, the Company shall (except as is in this Act provided) be in the position of a Company specially incorporated in compliance with the provisions of Part III.

of the "Water Clauses Consolidation Act, 1897," and with like objects, rights, powers, privileges, and priorities, and subject, save as aforesaid, to like conditions and restrictions and all the provisions of the said Part III. relating to a water company, except such as relate to the incorporation of a company, or as are in this Act excepted, altered or varied, or as are inconsistent with or repugnant to the provisions of this Act, shall apply to the Company, in so far as its objects, powers and privileges with regard to a waterworks system or systems are concerned, to the same extent (save as aforesaid) as if the said Part III. had been set forth clause by clause in this Act.

29. All the provisions of Part V. of the "Water Clauses Consolidation Act, 1897," shall apply to the operations of the Company falling within the provisions respectively of said Parts III. and IV. of said Act, except such as are by this Act excepted, altered or varied, or as are inconsistent with or repugnant to the provisions of this Act in that behalf.

Part V. of the
"Water Clauses
Consolidation Act,
1897," to apply.

30. The Company is authorised and empowered to receive, take, hold, enjoy, or lease from any Government, person or corporation, municipal or otherwise, grants of land, bonuses, privileges, franchises, donations, lands, gifts of money, guarantees of bonds, of interest, bonds or securities for money, exemptions from taxes or other imposts, subscriptions for shares in the Company or for bonds or debentures of the Company, or for any or all of the same, and generally any benefit or advantage to the Company, or in aid of the same, of any nature or kind whatsoever, and the Company may sell, lease or otherwise dispose of the same either conditionally or absolutely or for any limited estate therein and upon such terms and conditions as the Directors may deem proper, and the generality of the latter part of this section is not to be restricted to the foregoing ways and means.

Company may
receive bonuses,
etc.

31. It shall be lawful for the Company, with the consent of the Chief Commissioner of Lands and Works, to take from any public lands adjacent to or near the works and undertaking of the Company all stone, timber or gravel or other material which may be necessary or useful for the construction of the works and undertaking, and also when necessary to fill in upon any public lands.

Stone, timber, etc.,
required for con-
struction.

32. The Company may enter into any agreement or agreements with any tramway, navigation or transportation company for the conveying or leasing to any such company the tramway or tramways of the Company in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant and material, or for an amalgamation of any such navigation, tramway or transportation company, on such terms or conditions as may be agreed upon and subject to such restrictions as to the Directors may seem fit, pro-

Company may enter
into agreements, etc.

vided that such agreement has been first sanctioned by the shareholders at a special general meeting thereof duly called for that purpose, at which meeting shareholders representing at least two-thirds in value of the stock shall be present in person or by proxy: Provided that each such agreement with any tramway, navigation or transportation company for conveying or leasing the tramway or tramways, or for an amalgamation of any such navigation, tramway or transportation company 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 Provincial Gazette, and also in one newspaper circulating in the district in which the tramway 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 Provincial Gazette, and the production of the Provincial Gazette containing such notice shall be *primâ facie* evidence of the requirements of this Act having been complied with.

Company may purchase any tramway company.

33. The Company may enter into any agreement with any tramway company for acquiring by purchase or lease the property of any such company or any part thereof and operating the same.

Limitation of action.

34. All actions or suits for damage or injury sustained by reason of the works or operation of the Company shall be commenced within twelve months next after the time such injury is sustained, or if there is continuance of damage, within twelve months after the doing or committing of such damage ceases, and not afterwards, and the defendants may plead the general issue and give this Act and the special matter in evidence at any trial to be had thereon, and may prove that the same was done in pursuance of and by authority of this Act.

"Companies Clauses Act, 1897," to apply.

35. The provisions of the "Companies Clauses Act, 1897," shall apply to the Company and to the undertaking authorised hereby, save in so far as they are expressly excepted or varied, or as any of such provisions are repugnant to or inconsistent with the provisions of this Act, and in case of any conflict between the provisions of the said "Companies Clauses Act, 1897," and the provisions of this Act, the provisions of this Act shall prevail to the extent of such difference or inconsistency.

Stock of the Company to be personal property.

36. The stock of the Company shall be personal property. No shareholder of the Company shall in any manner be liable to or

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 according to the conditions of allotment.

37. The Company shall also have power to do any or all of the following things:— Powers of the Company.

- (a.) To acquire or carry on any part of the business or property and to undertake the liabilities of any person, firm, association or company possessed of property suitable for the purposes of this Company, or carrying on any business which this Company is authorised to carry on :
- (b.) To enter into partnership or any arrangements for sharing profits with any person or company carrying on or about to carry on any business which this Company is authorised to carry on or capable of being conducted so as to directly or indirectly benefit this Company, and to lend money to, guarantee the contracts of, or otherwise assist any such person or company :
- (c.) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures or securities of any other company having objects altogether or in part similar to those of this Company :
- (d.) To promote any other company or companies for the purpose of acquiring all or any of the property and undertaking, or assuming any or all of the liabilities of the Company or for any other purpose which may seem directly or indirectly calculated to benefit this Company :
- (e.) To enter into any arrangements with the Government, Dominion or Provincial, or any authority, municipal or local or otherwise, that may seem conducive to the Company's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions :
- (f.) To obtain any Act of Parliament for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution, or for any other purpose, or to oppose any proceedings or applications calculated to prejudice the Company's interests :
- (g.) To take or otherwise acquire and hold shares in any other Company having objects altogether or in part similar to those of the Company :
- (h.) To distribute any of the property of the Company among the members of the Company in specie :

- (i.) To procure the Company to be registered in any place or country;
- (j.) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Powers hereby conferred not to override municipal rights.

38. Nothing in this Act shall be construed so as to give the Company power to override or interfere with any right, privilege or franchise held by any municipality, or to exercise any of its powers within the limits of any municipality in such a way as to interfere with or prejudice any right, privilege or franchise of such municipality without the consent of such municipality being first had and obtained.

VICTORIA, B.C.:

Printed by RICHARD WOLFENDEN, Printer to the King's Most Excellent Majesty.
1901.