



CHAPTER 53.

An Act to Incorporate the Goat River Water Power and Light Company, Limited.

[12th March, 1909.]

WHEREAS, Ernest Victor Bodwell, of the City of Victoria, British Columbia, Barrister-at-Law; James Hill Lawson, Junior, of the same place, Barrister-at-Law; and Henry Graham Lawson, of the same place, Barrister-at-Law, have, by their petition, applied to be incorporated as a Company with power to build, equip, maintain and operate a line or lines of railway of standard gauge to be operated by steam or electricity within a radius of ten miles of Goat River Canyon, in the District of Kootenay, for the development and economic operation and marketing of agricultural and other products of the said area, and the carrying of passengers and freight from place to place therein, and to connect with the line of railway from Creston to Kootenay Landing operated by the Canadian Pacific Railway Company; with power to construct and operate telegraph and telephone lines for the purpose of its business and for the public; with power to own, use and operate water powers convenient to the road or railway, agricultural and irrigation purposes; and with power to supply electric light, heat and power to the residents of the said area; and with power to construct and operate electric and other works, canneries, saw-mills and other industries; and with power to exercise such powers as are granted by the Water Clauses Consolidation Act and Amendments, the Land Clauses Consolidation Act and Amendments, and the British Columbia Railway Act, and the Companies Clauses Act; and to acquire and receive from any Government, corporation or persons, grants of lands, rights-of-way, money bonuses, privileges, or other assistance in aid of the construction of the Company's undertaking, and to connect and enter into traffic or other arrangements with

railway, steamboat, electric, water or other companies for all rights, powers and privileges necessary, usual or incidental to all or any of the aforesaid purposes:

And whereas it is expedient to grant the prayer of such petition, and also 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:—

Incorporation.

1. The said Ernest Victor Bodwell, James Hill Lawson, Junior, and Henry Graham Lawson, and such other person or persons, corporation or corporations, as shall, in pursuance of this Act, become shareholders in the Company, are hereby constituted a body corporate by the name of the “Goat River Water Power and Light Company, Limited,” and hereinafter called the “Company.”

Head office.

2. The head office of the Company shall be at the Town of Creston, or at such other place in the Province of British Columbia as may be thereafter determined by the Directors of the Company.

Capital stock.

3. The capital stock of the Company shall be one million dollars, divided into ten thousand shares of one hundred dollars each.

Liabilities of shareholders.

4. The shareholders of the Company shall not as such be held responsible for any act, default or liability whatsoever of the Company, or for any engagement, claim, payment, loss, injury, transaction, matter or thing whatsoever, relating to or connected with the Company, beyond the unpaid amount of their respective shares in the capital stock thereof.

First Directors.

5. The said Ernest Victor Bodwell, James Hill Lawson, Junior, and Henry Graham Lawson shall be the first Directors of the Company.

Number of Directors.

6. Until otherwise determined by a general meeting, the number of Directors shall be five, 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.

First general meeting.

7. The first general meeting shall be held at such time (not being 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 at such period or periods in each year as may be determined upon by order of a general meeting.

Notice of meetings.

8. Notice of every meeting of the shareholders of the Company, whether ordinary or extraordinary, shall be given by posting to

every shareholder at least seven days before the meeting, a notice thereof in a prepaid letter, addressed to the registered place of abode or business of such member. Every such notice shall state the place, day and hour of the meeting, and, in case of an extraordinary meeting, the general nature of the business, but the non-receipt of such notice by any shareholder shall not invalidate the proceedings at any such meeting.

9. The business of an ordinary meeting shall be to receive and 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.

Business of an ordinary meeting.

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

Extraordinary meetings.

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

Number to be present to constitute a meeting.

12. 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.

Shareholders' rights to vote on share.

13. The Company, with the sanction 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:—

Company's powers to—

- (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 these 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 both of these modes, and such preference shares or preference stock may bear interest not exceeding the rate of twelve per cent. per annum:
- (b.) Borrow from time to time on mortgage or bond such sum or sums as the Company shall think fit:
- (c.) Create and issue debenture stock, and may attach to the stock so created a fixed or perpetual preferential interest not exceeding the rate of twelve per cent. per annum,

Issue new, ordinary or preference shares or stock.

Borrow on mortgage or bond.

Debenture stock.

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.

Application of
"Companies Clauses
Act, 1897."

14. The provisions of the "Companies Clauses Act, 1897," shall apply to the Company and to the undertakings 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.

Power to promote
companies.

15. The Company may promote any company or companies for the purpose of acquiring all or any of the property and liabilities of this Company, or for any other purpose which may seem, directly or indirectly, calculated to benefit this Company.

Remuneration of
persons, etc.

16. The Company may pay out of the funds of the Company, or by the issue of stock in the Company, all expenses of or incidental to the formation and incorporation of the Company, and to remunerate any person or company for services rendered, or to be rendered, in placing or assisting to place, or the guaranteeing the placing of, any shares in the Company's capital, or any debentures or other securities of the Company, or in or about the formation or promotion of the Company, or the conduct of its business.

Power to sell prop-
erties of Company.

17. The Company may sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property, rights, assets and undertaking of the Company.

Disqualification of
Directors.

18. 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; but it is declared that the nature of his interest must be disclosed by him at the meeting of the Directors at which the contract or arrangement is determined on, if his interest then exists, or in any other case at the first meeting of the Directors after the acquisition of his interest, and that no Director shall, as a Director, vote in respect of any contract or arrangement in which he is so interested as aforesaid, and if he do so vote his vote shall not be counted.

Power to acquire
water records.

19. The Company shall have power to acquire water and water power by records of unrecorded water, or by 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 in the District of Kootenay, within a radius of ten miles of Goat River Canyon, situate about five miles east of the Town of Creston, hereinafter called the "said area," and in any of the manners and methods following:—

- (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 raceway, 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; Dams, flumes, etc.
- (b.) The use of water or water power within the said area for milling, manufacturing, industrial, mechanical, domestic, agricultural, irrigation or other purposes. Water for industrial and other purposes.

20. The Company shall have power to use water or water power for producing and generating electricity and compressed air within the said area for the purposes of light, heat and power, and for: Use of water for generating electricity.

- (a.) 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, or any other form of developed power, and 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 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; Construction of electrical works, motors, tramways, etc.
- (b.) Placing, sinking, laying, fitting, maintaining and repairing electric lines, accumulators, storage batteries, 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 Lines, batteries, machines, etc.

erecting and placing any electric line, cable, main, wire, or apparatus above or below ground:

Tramways and street railways.

(c.) Constructing, equipping, operating and maintaining electric, cable or other tramways or street railways for the conveyance of passengers and freight:

Telegraph and telephone.

(d.) Constructing, equipping, operating and maintaining telegraph and telephone systems and lines.

Supplying consumers with electricity and gas.

21. The Company shall have power within the said area of supplying water, compressed air, electricity, electric power and gas to consumers for any purpose to or for which water, compressed air, electricity, electric power or gas may be applied or required, and to make charges therefor.

Parts III. and IV. of the "Water Clauses Consolidation Act, 1897."

22. For the purpose of carrying out such undertakings the Company shall (except as in this Act provided) be entitled to hold, have, exercise and enjoy all the rights, powers, privileges and priorities of a Company duly incorporated in compliance with Parts III. and IV. of the "Water Clauses Consolidation Act, 1897," and amendments.

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

23. All the provisions of Part V. of the "Water Clauses Consolidation Act, 1897," shall apply to the Company.

Any amendments to the "Water Clauses Consolidation Act, 1897," to apply.

24. If by any Public Act hereafter passed any of the sections of the "Water Clauses Consolidation Act, 1897," be repealed, extended, varied or otherwise amended, the provisions of such amended Act shall thereafter apply to such preceding sections or sub-sections as correspond to the section or sub-section of the "Water Clauses Consolidation Act, 1897," amended.

"Land Clauses Consolidation Act," and the "B. C. Railway Act," to apply.

25. The Company shall be entitled to have, hold, exercise and enjoy all the powers, rights and privileges granted by the "Land Clauses Consolidation Act" and amendments, and the "British Columbia Railway Act" and amendments.

Power to operate lines of railway.

26. The Company may lay out, construct and operate a line or lines of railway within the said area of standard or narrow gauge, with necessary branches, stations and turnouts, to be operated by steam or electricity, for the carrying of freight and passengers from place to place therein, and to connect with other lines of railway now or hereafter to be constructed therein, and shall have power to collect and receive charges, subject to which goods or commodities may come into its possession, and to make rates for the carrying of passengers.

Pledges of stock, etc.

27. 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.

28. The Company may enter into any agreement for conveying or leasing to 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 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: 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 issued stock are present in person or represented by proxy; and provided also, that each such agreement shall be assented to by the Lieutenant-Governor in Council.

Traffic arrangements
with other com-
panies.

(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.

29. The Company may undertake to transmit messages for the public by its line of telegraph or telephone and collect tolls for so doing.

Telegraph and tele-
phone business.

30. The Company may carry on a general express business, either as a separate undertaking or in connection with its railway.

Express business.

31. 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.

Powers to acquire
lands by bonus.

32. The Company may, with the consent of the Chief Commissioner of Lands, 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 may fill in upon any public lands.

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

Collection of charges
on goods.

33. 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.

Assistance from any
other company.

34. The Company may acquire and receive from any Government, municipality, corporation or person any rights-of-way, money, bonuses, privileges or other assistance in aid of the construction of the Company's undertaking.

Laying of pipes,
wires, etc., on
streets, roads,
bridges, etc.

35. The Company may, subject to the consent of the Chief Commissioner of Lands, or of the proper authority having control of the streets, roads, highways and bridges, open and break up the soil and pavement, and any sewers, drains or tunnels within or under such streets, roads, highways and bridges, and lay down and place within the said limits its tracks, pipes, wires and poles, and from time to time repair, alter and remove the same, and for the purposes aforesaid, may remove and raise all earth and materials in and under such streets, highways and bridges, and do all other acts which the Company shall, from time to time, deem necessary for the purpose of running its line or lines of railway and tramways and supplying water, compressed air and electricity and maintaining a telephone or telegraph service as hereinbefore more fully specified, doing as little damage as may be in the execution of the powers hereby granted, and making compensation for any damage which may be done in the execution of such powers.

Irrigation purposes.

36. The Company shall be entitled to hold, have, exercise and enjoy all the rights, powers, privileges and priorities which may now or hereafter be granted to persons, companies or corporations for the purpose of irrigation, including the right to collect tolls and charges therefor.

Limitation of time
for commencement
of actions against
the Company.

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

Enter upon lands
and cut trees to
keep line clear.

38. When any of the undertakings authorised by this Act shall pass through any wood, the Company may cut down the trees or

underwood for a space of seventy-five feet on each side of the line where said work may be constructed or about to be constructed, doing as little damage as may be in the exercise of the power to them hereby granted: Provided always, in the event of the Company exercising the right or power conferred by this section, the Company shall make compensation, whenever required so to do, to the owners and proprietors of, or the persons interested in, the lands so entered upon by the Company, for all damage by them sustained from the exercise of the power granted by this section. In case of disagreement arising between the Company and any owner or occupier of the lands upon which the Company may have cut down trees, in respect to any damage done to the same, the Company and each owner or occupier shall each choose an arbitrator, which two arbitrators shall choose a third, and the decision on the matter in difference of any two of them in writing shall be final; and if the said owner or occupier or the Company refuses or neglects to choose an arbitrator within four days after notice in writing and upon proof of personal service of such notice, or if such two arbitrators, when duly chosen, disagree in the choice of the third arbitrator, in any such case the Chief Commissioner of Lands of the Province of British Columbia may nominate any such arbitrator or such third arbitrator, as the case may be, who shall possess the same power as if chosen in the manner above provided. The provisions of the "Arbitration Act" shall apply to all arbitrations under this Act, except where the provisions thereof are inconsistent with this Act.

Arbitration.

39. This Act may be cited as the "Goat River Water, Power and Light Company, Limited, Act, 1909." Short title.

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