



CHAPTER 67.

An Act to Incorporate the Vernon and Nelson Telephone Company.

[20th April, 1891.]

WHEREAS J. C. Armstrong, J. M. Lefevre, J. Wulffsohn, Frederick Preamble.

C. Innes, and Frank S. Barnard, have by their petition prayed for an Act of incorporation for the purpose of constructing, equipping, operating and maintaining lines of telephone within and throughout the townsites of Sproat's Landing and Nelson, and in the district between said townsites and also within and throughout the townsite of Vernon and surrounding district, as may hereafter from time to time be determined upon by such corporation :

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 :—

1. Joseph C. Armstrong, John M. Lefevre, Johann Wulffsohn, Fred- Incorporation.
erick C. Innes and Frank S. Barnard, and such other persons, and such corporation or corporations as shall hereinafter become shareholders in the said Company, are hereby constituted a body corporate and politic under the name of "The Vernon and Nelson Telephone Company," hereinafter called "the Company."

2. The head office of the said Company shall be in the Town of Head office.
Vernon, until the Company determine otherwise in general meeting, and thenceforth shall be at such place as the Company from time to time so determines ; but the Board of Directors may establish one or more office or offices elsewhere in British Columbia.

3. The capital of the said Company shall be fifty thousand dollars, Capital stock.
but the capital may be increased by the Directors as hereinafter provided.

Power to increase
capital stock.

4. (1.) The Directors may from time to time increase the capital stock of the said Company for such amount or amounts as occasion may require, and also raise or borrow for the purpose of the Company any sum or sums of money not exceeding in the whole fifty per cent. of the subscribed capital stock, by the issue of bonds or debentures, promissory notes, bills of exchange, or other securities, on such terms and credit as they may think proper, and may pledge or mortgage all the property, tolls, and incomes of the Company, or any part thereof (as may be expressed upon the face of any bond or debenture), for the re-payment of the moneys so raised or borrowed, and the interest thereon: Provided, always, that the consent of the holders of a majority in value of the stock of the Company present, or represented by written proxy, at a special meeting to be called and held for either or both of the purposes aforesaid shall be first had and obtained:

(2.) Provided, however, that nothing herein contained shall be construed to authorize the Company to issue any promissory note or bill of exchange payable to bearer, or intended to be circulated as money, or as the notes or bills of a bank.

Limited liability.

5. The liability of the members of the Company shall be limited to the amount (if any) unpaid on the shares respectively held by them.

Stock to be deemed
personal estate.

6. The stock of the said Company shall be deemed personal estate, and shall be transferable in such way as the Directors shall by by-law direct.

Power to erect tele-
phone lines.

7. The Company may construct, erect, operate and maintain a line or lines of telephone along the sides of, and across, or under any highway, streets, public bridges, or any such places in and throughout the town of Vernon and surrounding district, and in and throughout the towns of Nelson and Sproat's Landing, and in and throughout the district between said towns, as the Company from time to time determines; and the Company may, by its servants, agents, or workmen, enter upon any highway, street, public bridge, or any such place in the towns of Nelson and Sproat's Landing, or such other places as aforesaid, or between them or any of them, for the purpose of erecting, operating, and maintaining its line or lines of telephone along the sides of, or across, or under the same, and may construct, erect, and maintain such and so many poles and other works and devices as the Company deems necessary for making, completing, supporting, using, working, operating, and maintaining the system of communication by telephone, and may stretch wires thereon, and from time to time, as often as the Company, its agents, officers, or workmen think proper, break up and open any part or parts of the said highways or streets, subject, however, to the following provisions, that is to say:—

- (a.) The Company shall not interfere with the public right of travelling on or using such highways or streets:
- (b.) And in municipalities the breaking up and opening of streets for the erection of poles or for carrying the wires underground, shall be subject to the approval of the Municipal Council of such municipalities :
- (c.) The Company shall not break up or open any part or parts of any highway, not being in a municipality, without having first obtained the consent of the Chief Commissioner of Lands and Works for the time being.

8. The Company may, for the purposes of this Act, purchase, acquire, Power to acquire lands. or lease and hold, and may sell, dispose of, or surrender lands, buildings, or tenements within the limits aforesaid, and may purchase or lease, for any term of years, any telephone line established or to be established in British Columbia, connecting or to be connected with the lines which the Company is authorized to construct, or may purchase, or lease for any term of years, the right of any company to construct and maintain any such telephone line, and may amalgamate with, or lease its line or lines, or any portion or portions thereof, to any company possessing as proprietor any line of telegraphic or telephonic communication, connecting or to be connected with the Company's line or lines; and the Company may enter into an arrangement with any company possessing as proprietor any line of telegraph or telephone communication, or any power or right to use such communication, upon such terms and in such manner as the Board of Directors from time to time deems expedient or advisable, or may become a shareholder in any such company.

9. The said J. C. Armstrong, J. M. Lefevre, J. Wulffsohn, Frederick Provisional Directors. C. Innes, and Frank S. Barnard, shall be the Provisional Directors of the said Company, with power to obtain subscriptions for stock and to organize the said Company, and shall hold office until the election of Directors as hereinafter provided for.

10. So soon as ten thousand dollars of the capital stock has been Election of Directors subscribed, the shareholders shall proceed to the election of a Board of Directors for the said Company, and the Provisional Directors, or a majority of them, shall call a meeting of the shareholders for that purpose, first giving two weeks' notice thereof to the shareholders, by personally serving them with such notice or by advertising the same for at least three weeks in some newspaper published in the district, and for the like period in the British Columbia Gazette.

11. The Board of Directors shall consist of five shareholders, who Qualification of Directors. shall be elected at the meeting to be called as provided for in the pre-

ceding section, each of whom shall be a shareholder of not less than five shares; such election, and every question to be decided at such election, shall be decided by a plurality of the votes of the stockholders present in person or represented by written proxy; each share to have one vote. The Directors so chosen shall immediately elect one of their own number to be President, which President and Directors shall continue in office for one year, and until such others shall be chosen to fill their places; and if any vacancy shall at any time happen by death, resignation, or otherwise, during the said year in the office of President or Directors, the remaining Directors shall elect some qualified person to fill such vacancy for the remainder of the year; and the election of Directors shall take place annually, either on the anniversary of the day of the first election of Directors, or such other day as may be fixed by by-law as hereinafter provided.

Case of non-election
of directors on day
appointed.

12. If the election of Directors be not made on the day of appointment by this Act, the Company shall not for that reason be dissolved, but the shareholders may hold the election on any other day in the manner provided for by any by-law passed for that purpose, and all acts of Directors, until their successors are elected, shall be valid and binding upon the Company.

Power to make by-
laws.

13. The Directors shall have full power to make all by-laws for the management of the Company, the acquirement, management, and disposition of its stocks, property and effects, and of its affairs and business, the entering into agreements and contracts, the declaration and payment of dividends out of the profits of the said Company, the forming and issuing of share certificates and the transfer of shares, the calling of special and general meetings of the Company, the appointment, removal, and remuneration of all officers, agents, clerks, workmen and servants of the Company, and in general to do all things that may be necessary to carry out the objects and exercise any powers incident to the Company.

Extraordinary
meetings.

14. The Directors may, whenever they think fit, and shall, upon a requisition made in writing by members of the Company, not less in number than one-fifth of the whole, and holding not less than one-fifth of all the share capital, such requisition expressing the object of the meeting proposed to be held, and being left at the head office of the Company, convene an extraordinary general meeting.

Notice of meeting.

15. Notice of every such general meeting of the Company, specifying the place, day, and hour of meeting, and in case of special business, the general nature of such business, shall be given to the members, and in such a manner as may be prescribed by the Company in general meeting; and unless it is otherwise so prescribed, twenty-one days'

notice at the least of every such general meeting shall be given to each member, by sending it through the post office in a pre-paid registered letter addressed to such member at his registered place of abode or business; but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

16. At all general meetings of the Company every member shall One share one vote. have one vote for every share held by him.

17. The Company may, at any extraordinary meeting called for Removal of Directors that purpose, or for that purpose together with any other, remove from office all or any of the Directors and appoint others in their places, respectively.

18. The Company may keep open an office in the towns of Vernon, Office hours. Nelson, and Sproat's Landing, for the receipt and transmission of messages between the hours of nine in the morning and seven in the evening on every day, and may keep open an office for the like purpose at any other place or places to which their line extends.

19. The Company, when the said line or lines shall pass through Power to cut timber, &c. any wood, may cut down the trees or underwood for a space of one hundred feet on each side of the said lines, doing as little damage as may be in 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 Arbitration. any owner or occupier of the lands upon which the Company may have cut down trees, in respect of 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, neglects or refuses 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 a third arbitrator, in any such case the Chief Commissioner of Lands and Works 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.

20. The Company may by its by-laws fix, from time to time, a Tariff of charges. tariff of charges for the erection, connection, and use of its wires and

telephones and the transmission of messages, not exceeding the charges set forth in the Schedule hereto, and shall have full power to collect and sue for and recover the charges to which it becomes entitled.

Short title.

21. This Act shall be cited as the "Vernon and Nelson Telephone Company Act, 1891."

SCHEDULE.

Rent of telephone per month	\$5 00
Erection of wires and connection within limits of townsites . . .	5 00
" " without " " per mile	10 00
For every message for a person not being a monthly tenant, and not exceeding 25 words	25
For every written message for every person over a territorial line to any place more than six miles from Company's ex- change office, and not exceeding 25 words	30
Every additional 10 words	05
All deliveries within a half-mile radius of office	50
Beyond the above distance per mile, one way	50

For all conversations not exceeding three minutes, calculated from the time the connection is completed, over all trunk lines, at the rate of one cent per mile, with a minimum charge of twenty-five cents.