



CHAPTER 79.

An Act to Incorporate the Victoria and Seymour Narrows Railway Company.

[21st June, 1902.]

WHEREAS a petition has been presented praying for the Preamble.
incorporation of a company to construct and operate railways
as hereinafter set forth, and it is expedient to grant the prayer of
their petition :

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

1. James N. Greenshields, T. G. Holt, Harold B. Robertson and Incorporation.
James Mitchell, together with such persons as become shareholders in
the Company hereby incorporated, are hereby constituted a body
corporate, under the name of "The Victoria and Seymour Narrows
Railway Company," hereinafter called "the Company."

2. The head office of the Company shall be in the City of Victoria, Head office.
in the Province of British Columbia.

3. The Company may lay out, construct and operate a railway of Line of railway.
the gauge of four feet eight and one-half inches, from the said City of
Victoria; thence by way of Nanaimo City and the Townsite of Alberni
to a point in the vicinity of Seymour Narrows or Elk Bay, in the said
Province of British Columbia.

4. The capital stock of the Company shall be three million dollars, Capital stock.
divided into thirty thousand shares of one hundred dollars each, and
may be called up by the directors from time to time as they deem
necessary.

First general meeting.

5. So soon as one hundred thousand dollars of the capital stock shall have been subscribed and allotted, and ten per cent. of the amount shall have been paid into some chartered bank in Canada, the provisional directors shall call a meeting of the shareholders of the Company at the place where the head office is situate, at such time as they shall think proper, giving the notice prescribed by section 6 of this Act, at which meeting the shareholders who have paid ten per cent. on the amount of stock subscribed by them shall, from the shareholders, elect not less than five directors (of whom a majority shall form a quorum for the transaction of business), who shall hold office until others are elected.

Notice of first general meeting.

6. Public notice of the first meeting of the shareholders of the Company shall be given by advertisement published for at least thirty days in the British Columbia Gazette, and one newspaper published in the place where the head office is situate, and by a twenty days' notice in writing to each shareholder, delivered to him personally or mailed, properly directed to him at his last known place of abode, in which notice shall be specified the place and the day and the hour of meeting. All such notices shall be published at least weekly, and a copy of such Gazette and newspaper containing such notice shall, on production thereof, be evidence of the sufficiency of such notice.

Provisional Directors.

7. The persons named in the first section of this Act shall be and are hereby constituted Provisional Directors of the Company—a majority of whom shall form a quorum—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.

Annual general meeting.

8. The first annual general meeting of the Company shall be held at such time as the directors of the Company may determine, and all subsequent annual general meetings shall be held at such time as may be prescribed by the Company in general meeting; and if no other time is prescribed, the annual general meeting shall be held on the third Wednesday of October in each year, at which annual general meetings a board of not less than five directors (of whom a majority shall form a quorum for the transaction of business) for the management of the Company's affairs shall be elected.

Directors not disqualified from holding office on account of being concerned in other companies, etc.

9. 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 contracts with the Company, or on account of his receiving any pay or remuneration from the Company as such director or otherwise.

10. 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 specially for the purpose.

Failure to elect directors not to operate as dissolution.

11. The Company shall have power to promote any other company or incorporation or association of persons for any purposes which may seem directly or indirectly calculated to benefit the Company, and for that purpose to obtain any Act of Parliament which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interests.

Power to promote other companies.

12. 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.

Pledges of stock.

13. The Company may issue bonds, debentures or other securities to the extent of thirty thousand dollars per mile of the railway and branches, and such bonds, debentures or other securities may be issued only in proportion to the length of railway constructed or under contract to be constructed: Provided, however, that no such bonds, debentures or other securities shall be issued unless the directors have been authorised so to do by a resolution passed by a two-thirds majority at any general or special meeting for that purpose, among others, called, at which meeting shareholders representing at least two-thirds in value of the subscribed stock of the Company are present or are represented by proxy.

Bonding powers.

Proviso.

14. The bonds authorised by this Act to be issued upon the railway and upon any land that may be granted to the Company, or both, may be so issued, in whole or in part, in the denominations of dollars, pounds sterling or francs, or in any or all of them, and the coupons may be for payment in denomination similar to those of the bonds to which they are attached, and the whole or any of such bonds may be pledged, negotiated or sold upon such conditions and at such price as the board of directors shall from time to time determine. And provisions may be made by the by-laws of the Company that after the issue of any bond the same may be surrendered to the Company by the holder thereof, and the Company may in exchange therefor issue to such holder inscribed stock of the Company, which inscribed stock may be registered or inscribed at the chief place of business of the Company or elsewhere, in such manner and with such rights, lien privileges and preferences, at such place and on such conditions as shall be provided for by the by-laws of the Company. It shall not be necessary, in order to preserve the priority lien charge, mortgage or

Manner of issue of bonds.

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 duplicate original of every such mortgage deed shall be deposited in the office of the Registrar-General of Titles, and a copy of such mortgage deed filed, certified to be a true copy by the Registrar-General of Titles, shall be received as *prima facie* evidence of the original in all courts of justice, without proof of the signatures or seals upon such original.

Guaranteed or preferred stock.

15. The Company may, from time to time, issue guaranteed or preferred stock, at such price and to such amount and upon such conditions as to the preferences and privileges thereof, or to different issues or classes thereof and otherwise, as shall be authorised by the majority in value of the shareholders present in person or by proxy at any annual meeting or at any special general meeting thereof called for that purpose, of which notice shall have been given in accordance with provisions of this Act, and at which meeting shareholders representing two-thirds in value of the subscribed capital stock of the Company are present in person or represented by proxy: Provided always, that guarantee or preference to such stock accorded shall not interfere with the lien mortgage and privileges attaching to bonds issued under the authority of this Act, and the holders of such preferred stock shall have such power of voting at the meetings of the shareholders as shall be conferred upon them by the by-laws of the Company.

Bonds, etc., may be payable to bearer.

16. All bonds, preference stock, debentures, and other securities hereby authorised, and the coupons or 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 the holders thereof and the Company.

Signatures to bonds.

17. The signatures to the coupons attached to the bonds of the Company may be engraved, stamped or lithographed thereon, and such engraved, stamped or lithographed signature shall be valid and binding on the Company.

Powers of company.

18. The Company shall have (in addition to the powers conferred by the "British Columbia Railway Act") the following powers:—

- (a.) To construct wharves, docks, elevators, dockyards, slips and piers, warehouses, stores and such other buildings as may be found requisite to carry on the business of the Company:
- (b.) The Company may construct, establish, maintain and continuously operate a railway-ferry steamship service, for the purpose of transferring for reward passengers and passenger

and freight cars from any point in the vicinity of Seymour Narrows or Elk Bay, Vancouver Island, to any point on the Mainland of the Province of British Columbia :

- (c.) To build branch lines not exceeding fifteen miles in length from any point on the main line of the said railway to any point in Vancouver Island, British Columbia.

19. 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 to alienate, sell or dispose of the same. Powers to acquire lands by bonus.

20. The Company may purchase, build, charter or otherwise acquire, maintain, sell and dispose of, navigate and work steamers and other vessels in and upon the inland waters of Vancouver Island and coast waters of British Columbia in connection with said undertaking. Steamboats.

21. All moneys expended or services rendered by the Provisional Directors, or any of them, in the carrying out and the construction of the undertakings authorised by this Act, either before or after the passage of this Act, may be treated as cash advanced on account of the Company, and at the first meeting of directors after the passing of this Act such advances may be provided for accordingly. Remuneration of Provisional Directors.

22. No calls shall be made at any time for more than twenty per cent. of the whole amount of the subscribed stock, nor shall a greater amount than fifty per cent. of the amount subscribed be called up in any one year. Calls.

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

24. 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 telephone business.

25. 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 other 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 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.

(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 *primâ facie* evidence of the requirements of this Act having been complied with.

“Companies Clauses Consolidation Act, 1897,” to apply.

26. The provisions of the “Companies Clauses Consolidation 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 such provisions are repugnant to or inconsistent with the provisions of this Act, or the said “British Columbia Railway Act,” as incorporated into this Act, in which case the provisions of this Act or of the said Railway Act as so incorporated herein, as the case may be, shall, to the extent of such repugnancy or inconsistency govern.

Stone, timber, etc., required for construction.

27. The Company may, with the consent of the Chief Commissioner of Lands and Works, 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 to fill in upon any public lands.

Collection of charges.

28. 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.

B. C. Railway Act to apply.

29. The clauses or sections of the “British Columbia Railway Act,” and all future amendments thereto, shall apply to this Company, in the same manner and to the extent as if the same had been set forth clause by clause in this Act.

Deposit.

30. The Company shall, within six months after this Act is assented to, deposit with the Minister of Finance and Agriculture the sum of five thousand dollars, either in cash or securities approved by said

Minister, as security that the Company will expend not less than ten thousand dollars in surveys or construction of the railway hereby authorised to be built, before the first September, 1903, and in default of such expenditure the aforesaid deposit of money or securities shall be forfeited to and become the property of the Government; and should such security not be deposited as aforesaid, or should such expenditure not be made within such time, all the rights and privileges conferred by this Act shall be null and void.

31. Any Act hereafter passed for the purpose of controlling, regulating or affecting companies incorporated by the Legislature of British Columbia, with regard to any matter or thing dealt with by this Act, shall apply to the Company from the time such Act goes into effect, and this section shall not be construed to imply that such Act would not apply to the Company without the enactment of this section. Future legislation.

32. Notwithstanding anything contained in the said Act, the Company shall not have the right to purchase, lease or use any lands belonging to the Province until it has entered into a contract with the Lieutenant-Governor in Council with respect to the employment of labour in the construction and operation of the railway. Labour contract.

33. This Act shall not come into force or effect until such time as the Company shall give security to the satisfaction of the Lieutenant-Governor in Council— When Act takes effect.

- (1.) That the Lieutenant-Governor in Council shall have the right from time to time to fix maximum rates for freight and passenger traffic, and the Company shall not charge rates higher than those so fixed;
- (2.) That in the event of Dominion legislation bringing this railway company under the exclusive jurisdiction of the Parliament of Canada, the foregoing conditions shall be carried out by the Company so incorporated, as a contract and obligation of said Company prior to any other charge thereon.

34. This Act may be cited as the “Victoria and Seymour Narrows Railway Company Act, 1902.” Short title.