



## CHAPTER 69.

### An Act to incorporate the "Victoria Consolidated Hydraulic Mining Company, Limited."

[21st February, 1895.]

**W**HEREAS the Victoria Hydraulic Mining Company, Limited Preamble.  
 Liability (hereinafter called "The Victoria Company"), on the

23rd day of August, 1890, obtained a certificate of incorporation under the provisions of the "Companies' Act, 1890," having the powers conferred under the said Act and with a memorandum and articles of association, and having for its objects, among other things, the acquirement of two parcels of land situate on the South Fork of the Quesnelle River, in the District of Cariboo, and working for gold and other minerals, and the acquirement and working other alluvial deposits and quartz reefs in the Province of British Columbia; also the acquiring of water rights necessary for washing for gold, and the entering into agreements to all or any of the above ends:

And whereas on the 8th day of September, 1894, an agreement was entered into by the said Victoria Company as vendors and the parties named therein as purchasers, whereby the Victoria Company gave and granted to the purchasers the right and privilege to purchase from them, the vendors, on or before the 1st day of November, 1894, all and singular the assets, titles, rights, powers and privileges of the Victoria Company, as is therein set forth:

And whereas the option of purchase was duly exercised on the 16th day of October, 1894:

And whereas, in pursuance of the said agreement of the 8th day of September, 1894, the purchasers mentioned therein paid to the Victoria Company the sum of ten thousand dollars, and requested the Victoria Company to transfer all the agreed assets, being all the property of the Victoria Company, to a trustee, in pursuance of the terms of the said agreement:

And whereas the Victoria Company, in conjunction with all the shareholders, in compliance with the said request, by deed dated the 2nd day of November, 1894, have conveyed all their agreed assets, being all the property of the Victoria Company, to a trustee, to be transferred to a Company to be formed upon the terms in the said deed set forth:

And whereas the trustee in the said deed of the second day of November, 1894, has accepted the said trust, and by the said deed is seised of all the assets and property of the Victoria Company, according to the expressed trusts in the said deed contained, or is intended so to be:

And whereas, as in the said deed of the 2nd day of November, 1894, is set forth, it was, by the purchasers, parties thereto, covenanted and agreed that they would within one year from the date of the agreement of the 8th day of September, 1894, obtain a charter or letters of incorporation and organize a joint stock company to develop and work the said property, and such other powers, rights and privileges as the purchasers think expedient, with a capital stock to be fixed at any amount in their discretion not less than one hundred and twenty-five thousand dollars, to be allotted and issued as in the said agreement and deed is set forth:

And whereas a petition has been presented by William McKenzie, of the City of Toronto, in the Province of Ontario, President of the Toronto Railway Company; George A. Cox, of the said City of Toronto, banker; Donald D. Mann and Thomas G. Holt, both of the City of Montreal, in the Province of Quebec, contractors; William Wilson, of the City of Victoria, in the Province of British Columbia, merchant; and Frank Stillman Barnard, of the said City of Victoria, gentleman; being the purchasers mentioned in the said deed of the 2nd day of November, 1894, and other associates, praying for the incorporation of a Company for the purpose of purchasing, acquiring and taking over by all requisite assignments and deeds of transfer from the Victoria Company, or from any trustee, or other person holding property for the Victoria Company, or for the petitioners to be incorporated as hereinafter mentioned, all or any portion of the property, rights, water privileges and easements, placer mining claims and leases, or other property whatsoever, of the Victoria Company, or for the petitioners to be incorporated as hereinafter mentioned, and consolidating and confirming the same, with all usual and customary powers for carrying on mining operations, and for other purposes as hereinafter set forth:

And whereas the petitioners have already expended large sums of money, and intend expending other large sums of money in the further development of the said properties and such other properties as may hereafter be acquired:

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. The said William McKenzie, George A. Cox, Donald D. Mann, Thomas G. Holt, William Wilson and Frank Stillman Barnard, together with such persons as become shareholders in the Company hereby incorporated, are hereby constituted a body corporate under the name of "The Victoria Consolidated Hydraulic Mining Company, Limited," hereinafter called "the Company."

Constitution of "The Victoria Consolidated Hydraulic Mining Company, Limited."

2. The Company is hereby empowered as follows:—

Powers.

- (a.) To purchase, acquire and take over by all requisite assignments and deeds of transfer from the Victoria Company, and from any Trustee holding property for the Victoria Company, or for the petitioners as aforesaid, all or any portion of the property, rights, water privileges and easements, and placer mining claims and leases, and other properties whatsoever held or acquired by them, respectively: Acquire property of the Victoria Company.
- (b.) To purchase, take on lease, or otherwise acquire, and to sell, dispose of and deal with gold and silver mining rights, and mines of all kinds, and undertakings connected therewith, and metalliferous lands in the Province of British Columbia, and any interest therein, and to explore, work, exercise, develop and turn to account the same: And gold and silver mines, &c.
- (c.) To engage in hydraulic mining for gold, to crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate and prepare for market, gold and silver ore, metal and mineral substances of all kinds, and to carry on any other metallurgical operations which may seem conducive to any of the Company's objects: Engage in hydraulic and other mining.
- (d.) To buy, sell, refine, manufacture and deal in minerals of all kinds, and in particular, gold and silver, and buy and sell plant, machinery, implements, conveniences, provisions and things capable of being used in connection with metallurgical operations, or required by workmen or others employed by the Company: To buy, sell, or deal in minerals.
- (e.) To construct, carry out, maintain, improve, manage, work, control and superintend any roads, ways, bridges, reservoirs, aqueducts, wharves, furnaces, saw-mills, crushing works, hydraulic works, electrical works, factories, warehouses, ships and other works and conveniences which may seem directly or indirectly conducive to any of the objects of the Company, and to contribute, subsidize, and otherwise aid or take part in any such operations: To construct certain works.

- Search and prospect for minerals. (f.) To search for, prospect, examine and explore mines and grounds supposed to contain minerals, and to search for and obtain information in regard to mines, mining districts and localities:
- To acquire concessions, etc. (g.) To acquire any concessions, rights or privileges for any objects or purposes whatsoever granted or to be granted by the Lieutenant-Governor in Council, by demise or otherwise, and by way of consolidating the several placer claims and other properties to be acquired into one, and water privileges appurtenant to the whole or any part thereof:
- Generally to acquire real and personal property. (h.) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire, any real and personal property, and any rights or privileges which the Company may think necessary or convenient for the purposes of its business:
- To sell, dispose of, or otherwise deal with same. (i.) To sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account, or otherwise deal with, all or any part of the property and rights of the Company:
- Borrow on mortgage, &c. (j.) To borrow money on mortgages, bonds, or debentures secured on all or any of its property and uncalled capital:
- Convert paid-up shares into stock. (k.) To convert by special resolution any paid up shares into stock, and when any shares have been so converted into stock, the several holders of such stock may, thenceforth, transfer their respective interests therein, or any part of such interests, in the same manner and subject to the same regulations as and subject to which shares in the Company's capital may be transferred, or as near thereto as circumstances will admit, and subject to such other regulations as the Directors may think fit:
- Draw bills, etc. (l.) To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments; and from time to time for advances of money to pledge any stock, debentures or bonds:
- And do all conducive things. (m.) And to do all such things as are incidental or conducive to the attainment of the above objects or any of them.
- Head office. 3. The head office of the Company shall be at the City of Victoria, in the Province of British Columbia.
- Capital stock. 4. The capital stock of the Company shall be three hundred thousand dollars, divided into three hundred thousand shares of one dollar each, but the capital stock may be further increased by the Company as hereinafter provided.
- May issue paid-up shares to shareholders of Victoria Company and balance to purchasers. 5. Of the capital stock authorized by this Act, the Company may issue paid up stock to the amount of three hundred thousand dollars in three hundred thousand shares, of one dollar per share, and may issue one hundred and thirty-two thousand of the said shares to the present

shareholders of the Victoria Company for the purchase of their property, rights, water privileges and easements, and placer mining claims and leases, and assets and effects whatsoever, in exchange for the shares held by them in the Victoria Company; and may also issue the remaining one hundred and sixty-eight thousand of the said shares to the purchasers as described and provided in the said deed of the second day of November, 1894, for the consideration therein mentioned; and the said shares shall be issued as fully paid up and non-assessable, with no liability thereon, without application or allotment, to the present shareholders of the Victoria Company; and the said purchasers as aforesaid, and the shareholders of the Victoria Company shall thereupon surrender the existing shares in the Victoria Company; and the said purchasers shall release any lien or right to lien on the properties for the amount then laid out and expended as provided in the said deed; any increase of capital shall be at the disposal of the Company to be issued as hereinafter provided from time to time, as it finds expedient for the purposes of the Company.

**6.** The original capital stock of the Company may be increased from time to time to any amount, if such increase is sanctioned by a vote in person, or by proxy, of the shareholders who hold at least two-thirds in amount of the stock of the Company, at a meeting expressly called by the Directors for that purpose by a notice in writing to each shareholder, delivered to him personally or properly directed to him and deposited in the post office at least twenty days previously to such meeting, stating the time, place and object of such meeting, and the amount of the proposed increase; and the proceedings of such meeting shall be entered in the minutes of the proceedings of the Company, and thereupon the capital stock may, with such approval, be increased to the amount sanctioned by such vote. The new shares, being increase of capital stock of the Company, shall be issued upon such terms and conditions and with such rights and privileges as the shareholders at any such meeting shall determine; and, in particular, such shares may be issued with a preferential or qualified right to dividends or at a discount, and may be issued as paid-up or non-assessable shares when issued in consideration for the transfer of any property or mining claims or leases, or for work and services rendered and contracts entered into for and in the examination, development, and working of the said mining premises.

**7.** The liability of the new shareholders upon any increase of capital stock shall be limited to the amount unpaid on their shares, in accordance with and as if the Company had been incorporated under Part I. of the Companies Act, and the Act of the Imperial Parliament passed in the 25th and 26th years of the reign of Her Majesty Queen Victoria, Chapter 89, intituled the "Companies' Act, 1862," as herein modified, and the provisions contained in Table marked "A" in the first Schedule

to the said Imperial Act (except such parts thereof respectively as refer to the incorporation and registration of companies, or are otherwise inconsistent with this Act), shall apply to the Company, but the Directors of the Company may reject any of the provisions in Table "A" aforesaid, and may in lieu thereof adopt any others not inconsistent with this Act.

Provisional Directors.

Quorum.

**8.** The persons named in the first section of this Act, shall be the Provisional Directors of the Company, of whom three shall form a quorum, and shall hold office and have and exercise all the powers hereby conferred upon Directors of the Company until the election of the first Directors of the Company, and all acts of the Provisional Directors in accordance with this Act shall be valid and binding on the Company until their successors are elected.

Annual meeting.

**9.** The annual general meeting of the shareholders shall be held on the third Monday of the month of May, 1895, and thereafter on the third Monday in January in each year.

Election of Directors.

Quorum.

**10.** At such meeting the shareholders present in person, or represented by written proxy, who have paid all calls due on their shares, shall choose six persons to be Directors of the Company, of whom three shall form a quorum, one or more of whom may be paid Directors of the Company; and if such election is not held on the day appointed therefor, the Directors shall cause such election to be held at a special meeting duly called for that purpose within as short a delay as possible after the day so appointed.

Election of Board of Directors.

**11.** The Board of Directors shall be elected at the meeting to be called as provided for in the two next preceding sections, each of whom shall be a shareholder of the Company of not less than one thousand shares; such election and every question to be decided at such election shall be decided by a majority of the votes of the shareholders present in person at such meeting, or represented by written proxy; each share to have one vote, and the six persons receiving the greatest number of votes shall be the Directors. The Directors so chosen shall immediately after the close of such meeting elect one of their number to be President of the Company, and shall also elect a Secretary-Treasurer, who need not be a Director, and the President, Secretary-Treasurer, and Directors shall continue in office for one year, as to those first elected until the third Monday in January, 1896, and until others shall be chosen in their places; and if any vacancy shall at any time happen by death, resignation, or otherwise, during the said year, the remaining Directors shall elect a successor or successors. The election of Directors shall take place annually, either at the annual meeting or such later time as a special meeting shall be called for that purpose.

Election of President.  
Secretary-Treasurer.  
Duration of office.

**12.** The Directors shall exercise all the powers of the Company, Powers of Directors. save as otherwise herein provided, and shall have full power to pass by-laws or resolutions 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 Company, the form of and issuing of share certificates, and the transfer of shares, the calling of special and general meetings of the Company, the appointment, emolument and removal of all officers, agents, clerks, workmen and servants of the Company, the rules to be observed by the officers and servants of the Company, and in general to do all things that may be necessary to carry out the objects and exercise any and all powers incident to the Company. The Directors may act and vote by proxy, such proxy to be held by a Director only, and no Director shall hold more than two such proxies, nor shall any meeting of Directors be competent to transact business unless at least two Directors are present in person.

**13.** The deed of the second day of November, 1894, in part herein- Confirmation of deed of 2nd Nov., 1894. before recited, is hereby confirmed and declared to be operative according to the tenor thereof, save and except paragraph (a) of the first part of the first Schedule thereto, in so far as it conflicts with paragraph (a) of Schedule "A" to this Act.

**14.** The property, rights, water privileges and easements and placer Authorizes grant and assignment of property of the Victoria Company. mining claims and leases, assets and effects whatsoever, of the Victoria Company heretofore held by the Victoria Company and by the said deed of the second day of November, 1894, set forth in Schedule "A" to this Act, are hereby authorized to be granted, assigned and transferred by the Trustee, named therein, to the Company, and shall be held, exercised and enjoyed by the Company, subject to the terms, provisoes and conditions as to the allotment and issue of stock in consideration therefor contained in the said deed.

**15.** The water privileges to be acquired by the Company shall be Water privileges appurtenant. held as appurtenant to the lands hereby authorized to be demised and may be used for any purposes connected with the Company's undertaking.

**16.** It shall be lawful for the Lieutenant-Governor in Council to Lieut.-Governor may lease to Company properties in Schedule A. demise to the Company, and their assigns, for a term of twenty-five years, the several properties set forth and described in Schedule "A" to this Act, and such other mining properties as may be granted to the Company, or be hereafter acquired by the Company, with power to work, extract, remove and retain for their own use all mines and minerals, including the precious metals therein contained, at a yearly Rent, rent, for those properties set out in Schedule "A" to this Act, of one hundred and fifty dollars per annum, granting the Company the

Renewal.

privilege of a renewal for a further term of twenty-five years at a rental to be agreed upon ; and in the event of a failure to agree, then at a rental to be fixed by arbitrators appointed pursuant to the "Arbitration Act, 1893."

Lease to contain a covenant to expend \$5,000 per annum.

**17.** The lease hereby authorized shall contain a covenant to expend on the said mining properties set out in Schedule "A" to this Act, or on any part thereof, the sum of five thousand dollars per annum.

Lieut.-Governor may grant water privileges in Schedule B.

**18.** It shall be lawful for the Lieutenant-Governor in Council to grant to the Company as appurtenant to the lands comprised in any lease granted, and for the use and working of the same or any part thereof, the water privileges set forth in Schedule "B" to this Act or as may be necessary for the purposes of the undertaking, or any of them.

Aliens, &c. may be shareholders.

**19.** Aliens and companies incorporated abroad as well as British subjects and corporations may be shareholders in the Company, whether resident in the Province or elsewhere, and shall be entitled to vote on their shares equally with British subjects, and shall also be eligible to office as Directors in the Company.

Short title.

**20.** This Act may be cited as the "Victoria Consolidated Hydraulic Mining Company (Limited) Act, 1895."

Schedule A.

#### SCHEDULE "A."

(a.) All that piece of mining ground situate on the south side of the South Fork of the Quesnelle River and adjoining the Hop E. Tong Company on Dancing Bill Gulch, commencing at a stake placed about twenty feet north-westerly from the Hop E. Tong Company's tank, where they take the water into their hydraulic pipe; thence extending in a westerly direction one mile; thence northerly one-fourth of a mile; thence easterly one mile; thence southerly one-fourth of a mile to the point of commencement, as indicated by stakes at the four corners, and which piece of ground is particularly shown on the plan attached to the lease thereof, which said premises are held by the vendors under a lease from the Crown, dated the sixth November, 1890, for a term of twenty years from the date of such lease, at the yearly rental of fifty dollars, save and except thereout that mining ground known as the "Loo Quong Ching Tong" hill claims, containing twelve acres, more or less, on Dancing Bill Gulch, and which said ground was demised by the Lieutenant-Governor in Council to the Cariboo Hydraulic Mining Company, Limited Liability, under the authority of chapter 3 of the Statutes of the Province of British Columbia passed in the fifty-seventh year of the reign of Her Majesty Queen Victoria (1894).

(b.) All that piece of mining ground on the north side of the North Fork of the Quesnelle River, commencing at a stake on the river bank just below what is known as Jennings's Meadow, and extending up stream one mile to a



similar stake and back from the river one half mile, as shown upon the plan attached to the lease thereof, which said premises are held by the vendors under a lease from the Crown, dated the ninth day of November, 1891, for a term of twenty years from the date of such lease, at the yearly rental of fifty dollars.

(c.) All that piece of mining ground on the north side of Quesnelle Lake, commencing at a stake placed on the bank of the Coquette Creek about fifteen hundred feet from the shore of said lake, being the south-east corner of land applied for by W. D. McGregor; thence running east one-half mile; thence north one-half mile; thence west one-half mile; and thence south one-half mile to the point of commencement, as shown on the plan attached to the lease thereof, and known in the Land Office at Victoria, B. C., as Lot 121, Group 1, containing one hundred and sixty acres, which said premises are held by the vendors under a lease from the Crown, dated the twenty-ninth day of February, 1892, for the term of twenty years from the date of such lease, at the yearly rental of fifty dollars.

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#### SCHEDULE "B."

Schedule B.

##### WATER RIGHTS.

One hundred inches from the Small Gulch on the left hand side of South Fork of Quesnelle River, formerly held by the Wing Wee Company, recorded fourth July, 1892.

One thousand inches from Spanish Lake for general use of the Victoria Hydraulic Mining Company, Limited Liability, recorded first December, 1892.

One thousand inches from Spanish Lake for use of premises comprised in the first above-mentioned lease, recorded thirteenth November, 1890.

One thousand inches from the North Fork of Quesnelle River to work premises comprised in the secondly above-mentioned lease, recorded fourteenth December, 1891.

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