



CHAPTER 75.

An Act to Incorporate the Vancouver, Victoria and
Eastern Railway and Navigation Company.

[8th May, 1897.]

WHEREAS a petition has been presented praying for the incorporation of a Company for the purpose of constructing, equipping, maintaining and operating a line of railway from some point on Burrard Inlet or English Bay, at or near the City of Vancouver, in the Province of British Columbia, to the City of New Westminster; thence eastward through the valley of the Fraser River and the southern part of British Columbia by the most feasible route to the City of Rossland, with power to amalgamate with, lease, purchase, or otherwise acquire the Burrard Inlet and Fraser Valley Railway Company, or any railway or portion of a railway, either as a branch of or part of such main line; to build a branch line or lines from the City of New Westminster to some point on the coast line between the International Boundary Line and Point Garry, and such other branch lines as may be deemed advisable; to construct and maintain steamers, ferries, wharves and docks; to make traffic and operating arrangements with other railway lines, and to construct, maintain and operate telegraph and telephone lines for other than railway purposes: Preamble.

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 British Columbia, enacts as follows:—

1. William Templeton and William L. Nicol, of the City of Vancouver, George L. Milne and John T. Bethune, of the City of Victoria, and Alexander Ewen, of the City of New Westminster, together with such other persons and corporations as shall, in pursuance of this Act, become shareholders of the Company hereby incorporated, are hereby

constituted a body corporate under the name of the "Vancouver, Victoria and Eastern Railway and Navigation Company," hereinafter called "the Company."

- Head office. **2.** The head office of the Company shall be at the City of Vancouver, in the Province of British Columbia.
- Capital stock. **3.** The capital stock of the Company shall be ten million dollars, divided into one hundred thousand shares of one hundred dollars each, and such shares, or any part thereof, may be granted and issued as paid up shares for value received by the Company, either in money at par or at such price and upon such conditions as the Board of Directors may fix, or as part or all of the consideration for any contract made by the Company, or for services rendered to the Company.
- Election of Directors. **4.** So soon as one million dollars of the capital stock shall have been subscribed and allotted, and five per cent. of the amount subscribed shall have been paid in to 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 five per cent. on the amount of stock subscribed by them shall, from the shareholders possessing the qualifications hereinafter mentioned, elect five Directors, who shall hold office until others are elected.
- Failure to elect Directors, etc., not to operate as a dissolution. **5.** 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 be afterwards performed at a meeting called in conformity with the by-laws, or at a meeting called specially for the purpose.
- Notice of first meeting. **6.** At least two weeks' public notice of the first meeting of the shareholders of the Company shall be given by advertisement published in the British Columbia Gazette, and in at least one newspaper published in each of the Cities of Vancouver and Victoria, which notice shall specify 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 such newspaper, published at least two weeks before the date of such meeting and 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, 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 allot the stock and to receive payments on account of stock subscribed, and to make calls upon subscribers in respect of their stock, and to sue for and recover the same, and to cause plans and surveys to be made, and to receive for the Company any grant, loan, bonus or gift made to it, and to enter into any agreement respecting the conditions or disposition of any gift or bonus in aid of the railway; and shall have and exercise all such powers as under the "British Columbia Railway Act" are vested in ordinary Directors to be elected as hereinbefore mentioned, and may, in their discretion, exclude anyone from subscribing for stock, who, in their opinion, would hinder, delay, or prevent the Company from proceeding with and completing the undertaking under the provisions of this Act; and if at any time a portion or more than the whole stock shall have been subscribed the said Provisional Directors or Board of Directors shall allocate and portion it amongst the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking, and in such allocation the said Directors may, in their discretion, exclude any one or more of the said subscribers.

8. The annual general meeting of the shareholders shall be held on the first Wednesday in September in each year, at which meeting a Board of seven Directors (of whom four shall be a quorum for the transaction of business) for the management of the Company's affairs, shall be elected. Annual general meetings.

9. It shall be lawful for the Company from time to time to make such by-laws as they may think fit for the purpose of regulating the conduct of the officers and servants of the Company, and for providing for the due management of the affairs of the Company in all respects whatsoever, and from time to time to alter and repeal any such by-laws and make others; provided such by-laws be not repugnant to the provisions of this Act or the "British Columbia Railway Act." By-laws.

10. The Company shall be entitled to borrow money on mortgage and bond, or either. Borrowing money.

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

- (a.) To construct and operate telegraph and telephone lines for purposes other than its undertaking, and the Company may acquire, by purchase, lease or otherwise, any other line or lines of telegraph or telephone connecting with the lines so to be constructed along the line of the said railway; and may undertake to transmit any messages for the public by any such line or lines of telegraph or telephone, and collect tolls for so doing: Telegraph and telephone lines.

Wharves, ware-
houses, etc.

(b.) To construct wharves, docks, elevators, dockyards, slips, and piers, warehouses and such other buildings as may be found requisite to carry on the business of the Company :

Steam and other
vessels.

(c.) To build, acquire, own, charter, equip and maintain steam or other vessels for the purpose of carrying cars, freight and passengers on any of the coast and inland waters of British Columbia, or for such other purposes as the Company may determine :

Hold land and other
property.

(d.) To purchase, hold, receive or take land or other property, and also to alienate, sell or otherwise dispose of the same.

Directors' qualifica-
tion.

12. No person shall be eligible as a Director of the Company unless he is the owner and holder of at least fifty shares in the capital stock of the Company, and qualified to vote for Directors at the election at which he is chosen. No Director shall be disqualified from holding office by reason of or on account of his being connected, directly or indirectly, as partner, shareholder or member in any other company or association having any contract with the Company, or on account of his receiving any pay or remuneration for attending to the affairs of the Company.

Bonds.

13. The Directors of the Company, by authority of the shareholders, to them given by resolution at any general or special meeting for that purpose called, at which meeting shareholders representing at least two-thirds in value of the subscribed stock of the Company are present or represented by proxy, may issue bonds not exceeding thirty-five thousand dollars per mile of railway, under the seal of the Company, signed by the President or other presiding officer, and countersigned by the Secretary or Treasurer, and such bonds may be payable at such time and in such manner and in such place or places in Canada or elsewhere, and shall bear such rate of interest, not exceeding eight per cent. per annum, as the Directors may think proper ; and the Directors shall have power to issue and sell all or any part of the said bonds at the best price and upon the best terms and conditions which at the time they are able to obtain, for the purpose of raising money for prosecuting the undertaking of the Company.

Denomination of
bonds.

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 denominations 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 privilege purporting to appertain or 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 a *prima facie* evidence of the original in all Courts of Justice without proof of the signature or seals upon such original. Registration.

15. The Company may from time to time, for advances of money, pledge its stock, debentures or bonds, which under the powers of this Act may be issued for the construction of the railway hereby authorised, or other purposes of the Company. Pledging of stock,
etc.

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

17. 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 the provisions of section 25 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. Guaranteed or pro-
ferred stock.

Bonds, etc., how payable and transferable.

18. 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.

Railway route.

19. The Company may lay out, construct and operate a railway, of the gauge of four feet eight and one-half inches, from a point on Burrard Inlet or English Bay, at or near the City of Vancouver, in the Province of British Columbia; thence to the City of New Westminster; thence in a southerly direction, crossing the Fraser River at the City of New Westminster; thence in an easterly direction through the Hope Mountains by the most direct feasible route, south of the main line of the Canadian Pacific Railway to the Columbia River and City of Rossland, with power to build a branch line from some suitable point on the main line in a northerly direction to the City of Kamloops, and also a branch line from a point on the main line south of the City of New Westminster to some point on the coast line between the International Boundary Line and the Fraser River.

Branch lines.

20. The Company may and are hereby authorised at any time, before or after or during the construction of the main line of railway, to lay out, construct, maintain and operate such branch line or lines of railway as the Company may deem advisable or advantageous, from any point or points on its main line to any town, city, mine, smelter or mill, or to any other mining, milling, manufacturing or industrial works or undertaking, within twenty miles in a direct line by the most feasible and advantageous route of the said main line of railway, and all the rights, powers, franchises and privileges by this Act granted in respect of the main line of railway hereby authorised shall be deemed to apply and shall apply to all such branch line and lines: Provided, however, that the said limit of twenty miles shall not apply to or prevent the Company from laying out, constructing and operating, from any point on its main line between the Columbia River and the Okanagan River, a branch line to the 49th parallel of north latitude.

Undertaking not to be disposed of without consent of shareholders and Lieutenant-Governor.

21. The Company shall not sell, lease or otherwise dispose of or part with the undertaking hereby authorised, or any part thereof, unless it shall have first obtained the consent of its shareholders representing at least two-thirds in value of the subscribed capital of the Company expressed by resolution in an annual or special general meeting thereof called for such purpose, nor unless nor until all the terms, conditions and considerations of such sale, lease or other disposal have been submitted to the Lieutenant-Governor in Council, duly approved, and the consent thereof expressed by Order in Council.

22. The Company may acquire by purchase, lease or otherwise, or Amalgamation. amalgamate with any line or lines of railway connected with, or which may be connected with, its main line or any branch thereof; and may make agreements and arrangements, reciprocal or otherwise, for the running and transportation of its passenger and freight cars or trains, or the transportation of its passengers and freight over the line or lines of any other railway company either within or without the Province of British Columbia.

23. The Company shall have power to collect and receive all charges Charges, etc., collection of. subject to which goods or commodities may come into their possession, and on payment of such back charges, and without any formal transfer, shall have the same lien for the amount thereof upon such goods and commodities as the person or corporation to whom such charges were originally due, and shall be subrogated by such payment in all rights and remedies of such persons or corporations for such charges.

24. The Company may receive, take and hold, enjoy, sell, lease or Bonus, guarantees, exemptions, etc. otherwise dispose of, either conditionally or absolutely, or for any limited estate or interest therein, and upon such terms and conditions as the Directors may deem proper, from any Government, person, corporation, municipal or otherwise, any land, bonus, or interest guarantees, exemption from taxes or other impost, or 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 generality of the latter part of this clause is not to be held to be restricted by the specific mention of the foregoing ways and means.

25. The capital stock of the Company may be increased from time Increase of capital stock. to time to any amount, if such increase be sanctioned by a majority vote, in person or by proxy, of the shareholders who hold at least two-thirds of the subscribed stock of the Company, at a meeting expressly called by the Directors for that purpose, by a notice stating the object of such meeting and the amount of the proposed increase. A copy of such notice shall be sent to each shareholder by mail, post paid, to the last known address of such shareholder, at least thirty days before such meeting, and published in the British Columbia Gazette for at least two weeks before the date of such meeting, and the proceedings of such meetings shall be entered in the minutes of the proceedings of the Company, and thereupon the capital stock may be increased to the amount sanctioned by such vote.

26. It shall be lawful for the Company, with the consent of the Taking from public lands of stone, timber, etc. Chief Commissioner of Lands and Works, to take from any public lands adjacent to or near the line of the said railway, its branches or extensions, all stone, timber, or gravel and other material which may

be necessary or useful for the construction of the railway, and also where necessary, to fill in upon any public lands.

Liability of share-
holder.

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

Steamers.

28. The Company may purchase, build, charter or otherwise acquire, maintain, sell and dispose of, navigate and work steamers, ferries, and other vessels in and upon the inland and coast waters of British Columbia in connection with the said undertaking, and generally do all acts and things necessary, usual, or incidental in and to the exercise of the powers, rights, and privileges granted by this Act in so far as the Legislature of this Province has power to grant the same; and the generality of the latter part of this clause is not to be deemed to be restricted by the specific mention of any of the rights and privileges by this Act conferred, or to impair or derogate from the same, and shall be deemed and taken to include any right and privilege required by the Company incidental to the exercise of the powers by this Act granted.

Lithographed signa-
tures.

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

Moneys advanced
before passage of
Act.

30. All moneys expended by the Provisional Directors, or any of them, or any other person or persons, in furtherance of the undertaking authorised by this Act, either before or after the passage of this Act, shall be treated as cash advanced on account of the Company, and at the first meeting of Directors after the passing of this Act a resolution shall be passed giving credit to each Provisional Director, or such other person or persons, in the books of the Company for such amount as he or they may have expended, and may be repaid either in cash or stock or bonds of the Company.

Division of under-
taking into sections,
and time of com-
mencement and com-
pletion.

31. The Company may divide its undertaking into four sections or divisions, and such sections or divisions shall respectively be known as the first, second, third and fourth sections or divisions, as shown in Schedule hereto annexed. The Company shall complete the first section within two years, and the second section within three years, and the third and fourth sections within four years from the date of the passing of this Act; nevertheless, failure to complete any one or more of the said sections, or portions of any section within the time so limited for the completion of the same respectively, shall not prejudice

the rights, powers or privileges of the Company in respect of such part or parts (if any) of the sections as to which such failure shall be made as shall, at the expiration of such limited time, be made and completed, or in respect of any section or sections as to which the period so limited for the completion thereof shall not have been determined.

32. The “Vancouver Island Telegraph Regulation Act” shall “V. I. Telegraph Regulation Act.” extend and apply to the telegraph and telephone lines constructed under the authority of this Act. No Act of this Legislature requiring Wires under ground. the Company, in case efficient means are devised for carrying telegraph or telephone wires under ground, to adopt such means, and abrogating the rights given by this Act to continue carrying lines on poles through cities, towns or incorporated villages, shall be deemed an infringement of the privileges granted by this Act.

33. The clauses of the “British Columbia Railway Act,” and all “B. C. Railway Act.” Acts in amendment thereof, with respect to “interpretation,” “incorporation,” “powers,” “plans and surveys,” “lands and their valuation,” “arbitration,” “mines,” “highways and bridges,” “fences,” “tolls,” “general meetings,” “president and directors,” “calls,” “dividends,” “shares and their transfer,” “shareholders,” “municipalities taking stock,” “by-laws, notices, etc.,” “working of the railway,” “actions for indemnity and fines and penalties and their prosecution,” except so far as they are inconsistent with or repugnant to the express provisions hereof, shall be incorporated with this Act.

34. This Act may be cited as the “Vancouver, Victoria and Eastern Short title. Railway and Navigation Company Act, 1897.”

SCHEDULE

REFERRED TO IN SECTION 31 OF THIS ACT.

The first section shall consist of that portion of the line extending from the point of commencement, at or near the City of Vancouver, to a point at or near the Town of Chilliwack, including the branch to the coast line.

The second section shall consist of that portion of the line from the terminus of the first section, in an easterly direction, to a point at or near the City of Grand Forks, and the equipment, maintenance and operation of steamers or ferries from the coast terminus of section one to any one or more points on Vancouver Island.

The third section shall consist of that portion of the line from a point, at or near the City of Grand Forks, to a point on the west bank of the Columbia River, as nearly opposite Robson as may be reached.

The fourth section shall consist of that portion of the line from the terminus of the last mentioned section, or some convenient point on such section, to the City of Rossland.

VICTORIA, B. C. :

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