



CHAPTER 51.

An Act to Incorporate the Rock Bay and Salmon River Railway Company.

[31st August, 1900.]

WHEREAS a petition has been presented praying for the passage Preamble.

of an Act to incorporate a company with power to construct, equip, operate and maintain a standard or narrow gauge railway from some point on Johnstone Strait, Vancouver Island, a short distance west of Chatham Point; thence in a southerly direction by the most feasible route to a point on or near Upper Campbell Lake, on the said Island, and a further line of railway from a point on said Johnstone Strait a short distance east of Bear River; thence in a southerly direction by the most feasible route to a point on or near the north end of Bear Lake, and with power to construct, equip, operate and maintain necessary branch lines, and to build and operate tramways in connection therewith, with power to construct, operate and maintain all necessary roads, bridges, ways, ferries and other works, and to build, own and maintain wharves and docks in connection therewith, and with power to build, construct, acquire, own, equip and maintain ships, steamers, barges, and other boats and vessels, and to operate the same on any navigable waters within the Province, and with power to build, equip, operate and maintain telegraph and telephone lines in connection with the said railway and branches, and with power to build and operate all kinds of plant for the purpose of supplying light, heat, electricity and any kind of motive power, and with power to acquire water rights and construct dams and flumes for improving and increasing any water rights or water privileges acquired, and to build, own and maintain saw-mills and wood pulp mills, and to expropriate lands for the construction of the railway only of the Company, and to acquire lands, bonuses, privileges or other aids from any Government, municipal corporations, or other persons or bodies, and to levy and collect

tolls from all parties using, and on all freight passing over, any of such railways, tramways, ferries, wharves and vessels owned and operated by the Company, and with power to make traffic or other arrangements with railway, steamboat or other companies, and for all other usual, necessary or incidental powers, rights and privileges :

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 :—

- Incorporation.** **1.** John Hendry and Richard Henry Alexander, of the City of Vancouver, in the Province of British Columbia, lumber merchants, together with such other persons, firms and corporations as shall, in pursuance of this Act, become shareholders or Provisional Directors of the Company hereby incorporated, are hereby constituted a body corporate and politic, under the name of “The Rock Bay and Salmon River Railway Company.”
- Corporate name.**
- Head office.** **2.** The head office of the Company shall be at the City of Vancouver, or at such other place in the Province of British Columbia as may from time to time be fixed by the by-laws of the Company.
- Capital stock.** **3.** The capital stock of the Company shall be five hundred thousand dollars (\$500,000), divided into five thousand shares of one hundred dollars (\$100) each, which shares shall be transferable in such manner and upon such conditions as shall be provided by the by-laws of the Company (and such shares or any part thereof may be granted and issued as paid-up shares for value received or services rendered to 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 ; and such capital stock may be increased with the approval of the Lieutenant-Governor in Council from time to time to any amount, by the creation of new shares of such amount as may be deemed expedient, if such increase be sanctioned by a majority in value of the subscribed capital stock of the Company, represented in person or by proxy, such sanction to be given at a meeting called expressly by the Directors for that purpose, by a notice published in the British Columbia Gazette, and by a notice in writing to each shareholder delivered to him personally, or properly directed to him at his last known place of abode, and deposited in the post office at least thirty days previously to such meeting, stating the time and place and object of such meeting and the amount of the proposed increase ; and the proceedings of such meeting shall be entered on the minutes of the proceedings of the Company, and thereupon the capital stock may be increased to the amount sanctioned by such vote ; and such shares may be issued with

a preferential or qualified right to dividends and in the distribution of the assets of the Company, and with a special or without any right of voting.

4. The persons named in the first section of this Act and Charles McCulloch Beecher, of Vancouver, aforesaid, lumber merchant, shall be and are hereby constituted the Provisional Directors of the Company, of whom a majority shall form a quorum for the transaction of business, and they shall hold office until the first election of Directors to be had pursuant to this Act, and have power to open stock-books and procure subscriptions of stock for the undertaking, and to 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 shall have power to cause plans and surveys to be made, and to construct and carry on any of the railways and works, and to do any or all of the acts or businesses authorised by this Act to be constructed, carried on or done by the Company, and to receive for the Company any grants, loans, bonuses or gifts made to it, and to enter into, on behalf of the Company, any agreement respecting the conditions or dispositions of any gift or bonus in aid of the undertaking of the Company, and in addition shall have all such powers, rights and privileges as, under the "British Columbia Railway Act," are vested in ordinary Directors; and such Provisional Directors may, in their discretion, exclude anyone from subscribing for stock who, in their judgment, 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 apportion such stock among the subscribers as they shall deem most advantageous and conducive to the furtherance of the undertaking, and in such allocation the Directors may exclude any one or more of such subscribers.

5. Each of the Directors of the Company hereafter elected shall hold at least ten shares of the stock of the Company. The number of Directors may be hereafter altered from time to time, in accordance with the by-laws of the Company. The votes for the election of the Directors shall be by ballot.

6. Directors may vote and act by proxy, such proxy to be held by a Director only, but no meeting of Directors shall be competent to transact business unless two Directors are present thereat in person.

7. The Board of Directors may appoint from out of their number an Executive Committee, composed of at least one Director, for the transaction of the ordinary business of the Company, with such powers and duties as shall be fixed by the by-laws.

First meeting for election of Directors.

8. When and so soon as shares to the amount of one hundred thousand dollars in the capital stock of the said Company shall have been subscribed and allotted, and ten per centum paid thereon, the Provisional Directors shall call a general meeting of the shareholders of the said capital stock, in the City of Vancouver, for the purpose of electing Directors of the said Company, giving at least thirty days' notice by advertisement in the British Columbia Gazette, and by written notice to each shareholder addressed to him at his last known address, and deposited in the post office, of the time, place and purpose of the said meeting.

Directors, how to be chosen.

9. At such meeting the subscribers for the capital stock assembled, who have paid all calls due on their shares, shall choose three persons to be Directors of the Company, one or more of whom may be paid Directors of the Company; and two of such Directors shall constitute a quorum for the transaction of business.

Paid Directors.
Quorum.

Time and place of general meeting.

10. Thereafter the annual general meeting of the shareholders of the said Company shall be held at the head office of the Company, and on such days and at such hours as may be directed by the by-laws of the Company, and public notice thereof shall be given in like manner as provided for in section 8 of this Act.

Special general meeting.

11. Special general meetings of the shareholders may be convened in such manner as shall be provided by the by-laws, and, except as hereinafter provided, notice of such meetings shall be given in the same manner and in the same form as notices of annual general meetings, and, except as herein provided, all such meetings shall be held at the chief place of business of the Company.

Failure to elect Directors.

12. 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, in the same manner and with the same notice as in the case of the annual general meeting.

Proxy to be held by shareholder.

13. Unless otherwise provided by the by-laws, the person holding the proxy of a shareholder shall be himself a shareholder.

Call.

14. No call upon unpaid shares shall be made at one time for more than ten per cent. upon the amount thereof, and at least thirty days shall intervene between each call.

Powers of Company, construction, route, etc., of line.

15. The Company may lay out, construct, build, equip, operate and maintain a line of railway of standard or any other gauge, as the Company may determine, from a point on Johnstone Strait, Vancouver Island, a short distance west of Chatham Point, in a southerly direction by the most feasible route to a point on or near Upper

Campbell Lake, and a further line of railway from a point on said Johnstone Strait a short distance east of Bear River, thence in a southerly direction by the most feasible route to a point on or near the north end of Bear Lake, with power to lay out, construct, equip, operate and maintain branch lines not exceeding twenty miles in a direct line from the main lines of railway, and all necessary bridges, roads, ways and ferries; and the Company may lay out, construct, equip, maintain and operate tramways in connection with the said lines of railway and its branches, and in connection with the navigation of any waters between and including Johnstone Strait, Salmon River and Upper Campbell Lake, with the power in operating the railways or any of its branches to use steam, electricity, or any other motive power, but the provisions of the Railway Act as to the length of branch lines shall not apply to this section, notwithstanding anything contained in this Act:

- (a.) Before the said Company shall exercise any of the powers aforesaid in respect of any proposed tramway, it shall give notice, as provided by section 4 of the "Tramway Company Incorporation Act," stating the points between which it is proposed to build such tramway and the general route of the same:
- (b.) Any person who would be entitled, under section 5 of the "Tramway Company Incorporation Act," to object to the incorporation of a company under said Act for the building of such tramway, may give the same notice of objection as would be required in the case of such company, and none of the powers aforesaid shall, in respect of the tramway so objected to, be exercised by the company until such objections have been heard and disposed of, as provided in the case of a company applying for incorporation under said Act for the purpose of building such tramway, and then only to the extent authorised and under the conditions imposed by the Lieutenant-Governor in Council:
- (c.) The Company shall have the same powers and be subject to the same obligations in respect to any such tramway as a company specially incorporated under the "Tramway Company Incorporation Act" for the building of such tramway.

16. The Company may construct, maintain, protect and work telegraph and telephone lines through and along the whole or any portion or portions of the line or lines of railway authorised by this Act to be built, or any of the branches thereof, and may also acquire by purchase, lease, or otherwise, any line or lines of telegraph connecting with the lines so to be constructed along the line or part of the line of the said railway; and may undertake to transmit any messages for the public upon such terms and conditions as it may deem advisable by any of such line or lines of telegraph or telephone, or any portion

Telephone and telegraph lines.

thereof, and may make such charges for the transmission of such messages as shall be from time to time fixed by the Directors, and they may use any improvements that may hereafter be invented (subject to the rights of the patentees) for telegraphing or telephoning, or any other means of communication that may be deemed expedient by the Company at any time hereafter; provided that no Act of this Legislature requiring the Company to carry its telegraph, telephone or electric wires underground, and abrogating the right given by this Act to continue carrying lines on poles, shall be deemed an infringement of the privileges granted by this Act.

Steamboats, etc.

17. The Company may purchase, own, construct, charter, equip, navigate and sell steamboats, barges and other boats and vessels upon all waters of the straits, rivers, lakes and streams along the line of the railway or any part or parts thereof or branch thereof, and upon other rivers, lakes and waters tributary thereto, and on any navigable waters west of the Cascade Range of Mountains, and may build, purchase, own, maintain and operate saw-mills and wood pulp mills along or in the vicinity of the said railway or any of its branches, or upon or adjacent to the tidal waters of the Province of British Columbia, or on the rivers or streams flowing into the same, and may purchase, construct, own, lease, use and sell docks, warehouses, elevators and other works for facilitating transportation upon the railway and upon the said rivers, lakes, streams or navigable waters, or any of them.

Director may hold office in other company.

18. The Directors shall exercise all the powers of the Company save as herein provided, and as provided by the by-laws of the Company; provided that no Director shall be disqualified from holding office by reason of or on account of his being concerned, directly or indirectly, or as a partner or shareholder in any other company or association having any contract with the Company, or on account of his acting as Managing Director or General Manager, or any other officer of the Company, and receiving a salary, pay or remuneration for attending to the affairs of the Company.

Moneys expended by Provisional Directors to be provided for at first general meeting.

19. All moneys expended by the Provisional Directors, or any of them, in the carrying out and the construction 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 such advances shall be provided for accordingly.

Company to have privileges of "Power Company" under Part IV. of "Water Clauses Consolidation Act, 1897."

20. The Company shall be deemed to be a "power company" within Part IV. of the "Water Clauses Consolidation Act, 1897," incorporated for the purposes mentioned in sections 79, 80, 82 and 83 in said Act, and shall have all the rights, powers and privileges

granted to such "power company" thereunder, and be subject to the restrictions placed on same (where not inconsistent with this Act), but only when and so long as the Company shall exercise such powers, rights and privileges thereunder.

21. The Company is hereby authorised and empowered to receive, take, hold, enjoy or lease from any government, person, corporation, municipal or otherwise, grants of land, bonuses, privileges, donations, loans, gifts of money, guarantees of bonds of interest, bonds or securities for money, exemptions from taxes or other imposts, subscriptions for shares in the Company, or for bonds or debentures of the Company, or for 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 Company may sell, lease, or otherwise dispose of the same, either conditionally or absolutely, or for any limited estate or interest therein, and upon such terms and conditions as the Directors may deem proper, and the generality of the latter part of this section is not to be held to be restricted by the specific mention of the foregoing ways and means.

Power to receive grants, etc.

22. The Company, under the authority of a majority vote of the issued capital stock of the Company, at a special general meeting of the shareholders called for the purpose, may from time to time raise and borrow for the purposes of the Company such sums of money not exceeding fifteen thousand dollars per mile of the Rock Bay and Salmon River Railway, upon such terms and in such manner as they may consider expedient, and may issue bonds or debentures of the Company in sums of not less than one thousand dollars each, and on such terms and credits and at such prices as they may think proper, and may pledge or mortgage all the tolls, incomes, franchises, uncalled capital, and property, both real and personal (whether then acquired or that may hereafter be acquired) of the Company, or any part thereof, for the repayment of the moneys so raised or borrowed and the interest thereon; and any such mortgage deed may contain such description of the property, tolls, incomes, franchises, uncalled capital, and property, real and personal (acquired or to be acquired), mortgaged by such deed, and upon such conditions respecting the repayment of the bonds or debentures secured thereby, and of the interest thereon, and the remedies which shall be enjoyed by the holder of such bonds, or by any Trustee or Trustees for them, in default of such payment, and the enforcement of such remedies; and may provide for such forfeitures and penalties in default of such payment as may be approved of by the Directors; and may also contain, with the approval aforesaid, authority to the Trustee or Trustees upon such default, as one of such remedies, to take possession of the said property so mortgaged, and to hold and run the same for the benefit of the bondholders

May issue bonds, debentures, etc., for purpose of raising or borrowing money not to exceed \$15,000.

Bonds not to be less than \$1,000 each.

thereof for a time to be limited by such deed; or to lease or sell the said property so mortgaged after such delay and upon such terms and conditions as may be stated in such deed; and in case of any such lease or sale, the lessee or purchaser shall have the right to exercise all the powers and franchises by this Act conferred upon the Company, and the said property shall continue to be held and operated under the provisions of this Act, and such lessee or purchaser shall have the same rights, powers, privileges and franchises, and shall stand in the same position as regards the said tolls, incomes, franchises, powers, uncalled capital and property, real and personal, as the Company itself under this Act.

Land bonds.

23. The Company may issue mortgage bonds on any land granted in aid of the said railway, and of the undertaking authorised by this Act, such issue to be made only on similar authority to that required by this Act for the issue of bonds upon the railway, and when so made such bonds shall constitute a first mortgage upon such lands, and shall attach upon them when they shall be granted, if they are not actually granted at the time of the issue of such bonds, and any such mortgage may be evidenced by a deed or deeds of mortgages to be executed under like authority to the deeds securing the issue of bonds on the railway, and such deed or deeds under like authority may contain similar conditions, and may confer upon the Trustee or Trustees named thereunder, and upon the holders of the bonds secured thereby, remedies or authorities, powers and privileges, and may provide for forfeitures and penalties similar to those that may be inserted in and provided for under the provisions of this Act in any deed securing the issue of the bonds on the railway, together with such other provisions and conditions, not inconsistent with law or this Act, as shall be so authorised. And such bonds may be styled Land Grant Bonds.

Signatures to bonds may be stamped, etc.

24. If it is provided by the mortgage deed, executed, to secure the issue of bonds, that any of the signatures to bonds or to the coupons thereto appended may be engraved, stamped or lithographed thereon, such engraved, stamped or lithographed signature shall be valid and binding on the Company.

Denomination of bonds.

25. The bonds authorised by this Act to be issued upon the undertaking and upon any land that may be granted to the Company, or upon both, may be so issued in whole or in part in the denomination 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 such bonds may be pledged, negotiated, or sold upon such conditions and at such prices as the Board of Directors shall from time to time determine. And provision 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, liens, privileges, and preferences, at such place and on such conditions as shall be provided for by the by-laws of the Company; provided that no such right, lien, privilege, or preference shall affect any part of the property of the Company other than the railway, except subject to the provisions of the Land Registry Act and the Bills of Sale Act, or any other Act requiring registration or filing.

26. It shall not be necessary, in order to preserve the priority, lien, charge, mortgage, or privilege purporting to appertain to 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 filed in the office of the Registrar-General of Titles, and in a like manner a duplicate original of any agreement entered into by the Company under section 27 of this Act shall also be filed in the said office, and a copy of any such mortgage deed or agreement so 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 proofs of the signatures or seals upon such original. This section shall apply to liens, charges, mortgages or privileges affecting the railway authorised by this Act, and no other part of the undertaking of the Company.

As to registration of bonds, etc.

27. If at any time an agreement be made by the Company with any person intending to become a bondholder of the Company, or be contained in any mortgage deed executed under the authority of this Act restricting the issue of bonds by the Company under the powers conferred by this Act defining or limiting the mode of exercising such powers, the Company, after the deposit thereof with the Registrar-General of Titles, as hereinbefore provided, shall not act upon such powers otherwise than as defined, restricted and limited by such agreement, and no bond thereafter issued by the Company, and no order, resolution or proceeding thereafter made, passed or had by the Company or by the Board of Directors contrary to the terms of such agreement shall be valid and effective.

Agreement restricting the issue of bonds.

28. The Company may, from time to time, issue guaranteed or preferred stock at such prices, to such amount not exceeding five thousand dollars per mile, and upon such conditions as to the preferences or privileges thereto, 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 represented by proxy at any annual meeting, or

Guaranteed and preferred stock.

any special general meeting thereof called for the purpose, notice of intention to propose such issue at such meeting being stated in the notice calling such meeting; but the guarantee or preference to such stock accorded shall not interfere with the lien, mortgage or privilege attaching to bonds issued under the authority of this Act. And the holders of such preferred stock shall have such power of voting at meetings of the shareholders as shall be conferred upon them by the by-laws of the Company.

Trusts of land for sale.

29. The lands acquired by the Company and held for sale for the purpose thereof may be conveyed to the Trustees to be held and conveyed by them upon the trusts and for the purposes herein declared in reference to such lands, and all moneys arising from the sale of such lands shall be held and applied in trust for the purposes following, that is to say:—First, in payment of the expenses connected with acquisition, survey, management and sale of the said lands; secondly, in payment of the interest on bonds secured by such lands from time to time; thirdly, in payment and redemption of the said bonds when and as they become due; and fourthly, for the general purposes of the Company.

Lands sold discharged from liens.

30. All lands sold and conveyed by the Company and the said Trustees, after a conveyance thereof to them upon the trusts aforesaid, and which have been paid for in cash, shall be forever released and discharged from all mortgages, liens and charges of any kind or nature by this Act or by the Company created, and the purchase money arising from the sale of such land shall be applied in accordance with the trusts in the last preceding section declared.

Bonds and debentures, how payable.

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

Taking of stone and gravel, etc.

32. It shall be lawful for the Company, with the consent of the Chief Commissioner of Lands and Works, to take from any public lands adjacent to or near the line of the said railway all stone, timber or gravel or 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.

“B. C. Railway Act” to apply.

33. 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 same extent as if the same had been set forth clause by clause in this Act; save and except in case of any conflict, inconsistency or repugnancy between the other clauses of this Act, and the clauses or sections of the “British Columbia Railway

Act," so made a part of this Act, the other clauses of this Act shall prevail and override any clause or section of the "British Columbia Railway Act" so incorporated herewith, to the extent of any such conflict, inconsistency or repugnancy.

34. The stock of the Company shall be personal property. No Liability on shares. 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.

35. The Company may purchase, build, charter, or otherwise Power to own and operate steam and other vessels. acquire, maintain, sell and dispose of, navigate and work steamers, ferries and other vessels in and upon the 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; 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.

36. The Company may enter into an agreement with any railway, Power to sell or lease rights to other company. navigation or canal company for conveying or leasing to any such company the railway of the Company hereby incorporated, in whole or in part, or any rights or powers acquired under this Act, as also the surveys, plans, works, plant, material, or for an amalgamation with any such railway, canal or navigation company on such terms or conditions as are agreed upon, and subject to such restrictions as to the directors may seem fit; provided that 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 be assented to by the Lieutenant-Governor in Council.

37. The Company may enter into any agreement with any railway May acquire rights of other companies. company for leasing the property of any such company and operating the same, subject to the assent of the Lieutenant-Governor in Council, and may also enter into any agreement with any navigation, canal, power or manufacturing company for purchasing or leasing or otherwise acquiring the whole or any part of the property of any such company.

38. It is hereby declared that all powers of expropriation conferred Powers of expropriation to whom to apply. under this Act shall only apply to the railway hereby authorised.

Carry Government
employees without
charge.

39. The Company shall be bound to carry over its line of railway, without charge, all persons whose transportation would otherwise be a charge against the Government of the Province, and also all members of the Legislature.

Commencement and
completion of rail-
way.

40. The main lines of said railway shall be commenced within one year from the passing of this Act, and shall be completed within five years of the passage of this Act; but failure to complete any portion of the said railway within the time limit in this section shall not prejudice the rights and privileges of the Company in respect of so much of the said railway as is constructed within the time hereinbefore limited.

Short title.

41. This Act may be cited as the "Rock Bay and Salmon River Railway Company Act, 1900."

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