



CHAPTER 56.

An Act to Incorporate the Western Telephone and
Telegraph Company.

[31st August, 1900.]

WHEREAS John B. Donald, William B. Davey and Alexander Miller have by their petition prayed for an Act of Incorporation for the purpose of constructing, equipping, operating and maintaining telephone and telegraph lines within and throughout the Mainland of the Province of British Columbia, and to construct, erect and maintain poles and other works and devices necessary for making, completing, working and maintaining communication by telephone and telegraph within and throughout the Mainland of the said Province, and to open or break up any part of the highways or streets within the Mainland of the said Province, to purchase, acquire or lease and hold and dispose of lands or buildings within the Mainland of the Province, and to purchase or lease for any term of years any telephone or telegraph line established or to be established in British Columbia, connected or to be connected with the line which the Company may construct, and to amalgamate with or lease its line or lines, or any portion or portions thereof, to any company possessing, as proprietor, any line of telephone or telegraph communication connecting, or to be connected, with the Company's line or lines, and with all other usual, necessary or incidental rights, powers or privileges as may be necessary or incidental to the attainment of the above objects or any of them:

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 the Province of British Columbia, enacts as follows:—

1. John B. Donald, William B. Davey and Alexander Miller, and such other persons and such corporation or corporations as shall here-
Certain persons incorporated.

Corporate name.	after become shareholders in the said Company, are hereby constituted a body corporate and politic, under the name of the "Western Telephone and Telegraph Company," hereinafter called "the Company."
Head office and branches.	2. The head office of the said Company shall be in the City of Vancouver, in the Province of British Columbia, until the Company determines otherwise in general meeting, and thenceforth shall be at such place as the Company from time to time so determines, but the Board of Directors may establish one or more office or offices elsewhere in British Columbia.
Capital stock.	3. The capital stock of the Company shall be five hundred thousand dollars, but the capital may be increased by the Directors as hereinafter provided.
Power to increase stock.	4. The Directors may from time to time increase the capital stock of the said Company for such amount or amounts as occasion may require, and also raise or borrow for the purpose of the Company any sum or sums of money not exceeding in the whole seventy-five per cent. of the subscribed capital stock, by the issue of bonds or debentures, promissory notes, bills of exchange or other securities, on such terms and credit as they may think proper, and may pledge or mortgage all the property, tolls and incomes of the Company, or any part thereof (as may be expressed upon the face of any bond or debenture), for the repayment of the money so borrowed and the interest thereon:
Proviso.	Provided always, that the consent of the holders of a majority in value of the stock of the Company present or represented by written proxy at a special meeting to be called and held for either or both of the purposes aforesaid shall be first had and obtained:
Company not authorised to issue promissory notes, etc.	(a.) Provided, however, that nothing herein contained shall be construed to authorise the Company to issue any promissory note or bill of exchange payable to bearer, or intended to be circulated as money or as the notes or bills of a bank.
Members' liability limited.	5. The liability of the members of the Company shall be limited to the amount (if any) unpaid on the shares respectively held by them.
Stock to be personal estate and transferable.	6. The stock of the Company shall be deemed personal estate, and shall be transferable in such a way as the Directors shall by by-law direct.
Grants and privileges of erecting telephone and telegraph lines.	7. The Company may purchase, acquire and hold, sell and deal in any patents of invention covering any electrical device or apparatus, and may, subject to the provisions hereinafter contained, build, construct and operate any line or lines, with the necessary connections, for the transmission of messages by telephone and telegraph in all the cities, towns, municipalities and districts of the Mainland of the

Province of British Columbia, and the Company may, for the purposes of this Act, purchase, acquire or lease and hold, and may sell and dispose of or surrender lands, buildings or tenements in all the cities, towns, municipalities and districts of the Mainland of the Province of British Columbia, and may purchase or lease for any term of years any telephone line established or to be established in British Columbia connecting or to be connected with the lines which the Company is authorised to construct, or may purchase or lease, for any term of years, the right of any company to construct and maintain any such telephone line, and may, subject to the approval of and on such terms that may be imposed by the Lieutenant-Governor in Council, amalgamate with or lease its line or lines, or any portion or portions thereof, to any company possessing, as proprietor, any line of telegraphic or telephonic communication connecting or to be connected with the Company's line or lines, and the Company may enter into an arrangement with any company possessing, as proprietor, any line of telegraph or telephone communication, or any power or right to use such communication, upon such terms and in such manner as the Board of Directors may from time to time deem expedient or advisable, or may become a shareholder in any such Company: Power to lease other lines. Provided that the Company shall not construct or operate any telephone line, exchange, or system in the cities of Vancouver or New Westminster, respectively, until the Company shall have constructed and placed in actual operation a line or lines of telephone within the Province connecting the said cities, respectively, with the telephone system of the Company in the Districts of Kootenay or Yale. Proviso.

8. The Company may construct, erect, operate, and maintain a line or lines of telephone or telegraph, or both, along the sides of, and across, or under any highway, streets, public bridges, or any such places in and throughout all the cities, towns, municipalities, and districts of the Mainland of the Province of British Columbia, as the Company from time to time determines; and the Company may, by its servants, agents, or workmen, enter upon any highway, street, public bridge, or any such place as aforesaid, for the purpose of erecting, operating, and maintaining its line or lines of telephone or telegraph, or both, along the sides of, or across, or under the same; and may construct, erect, and maintain such and so many poles and other works and devices as the Company deems necessary for making, completing, supporting, using, working, operating, and maintaining the system of communication by telephone or telegraph, or both, and may stretch wires thereon, and from time to time, as often as the Company, its agents, officers, or workmen think proper, break up and open any part or parts of the said highways or streets, subject, however, to the following provisions, that is to say : Powers of Company to construct, etc. To enter on highway. To break open highways and streets.

Company may not interfere with public right of travel.

In municipalities powers to be exercised on consent of Council by by-law.

Power to break up, etc., any highway granted by Chief Commissioner of Lands and Works.

Wires or poles may be cut in case of fire.

May cut passage through trees.

Proviso.

Damage settled by arbitration.

(a.) The Company shall not interfere with the public right of travelling on or using such highways or streets:

(b.) In any municipality, such powers shall be exercised only with the consent of the Council by by-law or resolution, which by-law or resolution shall contain such conditions and terms respecting the exercise of such powers as to the Council shall seem proper. The Company shall not have the right to operate a telephone exchange within the boundaries of any municipality in which a telephone line exchange or system is owned and operated by the municipality, except so far as said municipality may consent thereto:

(c.) The Company shall not break up or open any part or parts of any highway, not being in a municipality, without having first obtained the consent of the Chief Commissioner of Lands and Works for the time being:

(d.) Whenever, in case of fire, it becomes necessary for its extinction or the preservation of property that the poles or wires should be cut, the cutting, under such circumstances, of the poles or any of the wires of the Company, under the direction of the Chief Engineer or other officer in charge of the Fire Brigade, shall not entitle the Company to demand or to claim compensation for any damage thereby incurred.

9. The Company, when the said line or lines shall pass through any wood, may cut down the trees and underwood for a space of one hundred feet on each side of the said lines, doing as little damage as possible in the exercise of the powers to it hereby granted: Provided, always, in the event of the Company exercising the right or power conferred by this section, the Company shall make compensation, whenever required so to do, to the owners and proprietors of or the persons interested in the lands so entered upon by the Company, for all damage by them sustained in the exercise of the power granted by this section.

10. In case of disagreement arising between the Company and any owner or occupier of the lands upon which the Company may have cut down trees, in respect to any damage done to the same, the Company and each owner or occupier shall each choose an arbitrator, which two arbitrators shall choose a third, and the decision on the matter in difference, of any two of them, in writing, shall be final, and if the said owner or occupier or the Company neglect or refuse to choose an arbitrator within ten days after notice in writing, and upon proof of personal service of such notice, or if such two arbitrators, when duly chosen, disagree in the choice of a third arbitrator, in any such case the Chief Commissioner of Lands and Works of the

Province of British Columbia may nominate any such arbitrator, or such third arbitrator, as the case may be, who shall possess the same power as if chosen in the manner above provided.

11. John B. Donald, William B. Davey, and Alexander Miller shall be the Provisional Directors of the said Company, with power to obtain subscriptions for stock and to organize the said Company, and shall hold office until the election of Directors as hereinafter provided for. Provisional Directors.

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

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

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

15. The Directors shall have full power to make all by-laws for the management of the Company, the acquirement, management, and disposition of its stocks, property and effects, and of its affairs and business, the entering into agreements and contracts, the declaration Powers of Directors.

and payment of dividends out of the profits of the said Company, the forming and issuing of share certificates and the transfer of shares, the calling of special and general meetings of the Company, the appointment, removal and remuneration of all officers, agents, clerks, workmen and servants of the Company, and in general to do all things that may be necessary to carry out the objects and exercise any powers incident to the Company.

Directors may convene extraordinary general meeting.

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

Notice of such meeting specifying time, place and object to be sent to members.

17. Notice of every such general meeting of the Company, specifying the place, day and hour of meeting, and in case of special business the general nature of such business, shall be given to the members, and in such a manner as may be prescribed by the Company in general meeting; and unless it is otherwise so prescribed, twenty-one days' notice at the least of every such general meeting shall be given to each member, by sending it through the post office in a pre-paid registered letter, addressed to such member at his registered place of abode or business; but the non-receipt of such notice by any member shall not invalidate the proceedings at any general meeting.

How sent.

Non-receipt, effect of.

Number of votes for each member.

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

Directors may be removed from office.

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

Company may fix tariff of charges.

20. The Company may, by its by-laws, fix from time to time a tariff of charges for the erection, connection, and use of its wires and telephones and transmission of messages, and shall have full power to collect and sue for and recover the charges to which it becomes entitled, but such rates and charges may be revised and altered at any time by the Lieutenant-Governor in Council.

Subject to revision.

Company's property not liable to distress for rent, etc.

21. Where any electric lines, telephone instruments or other property or apparatus belonging to the Company are placed in or upon any premises not being in the possession of the Company, for the purpose for which the Company is established, such electric lines, telephone instruments or other property or apparatus shall not be subject to distress for rent for the premises where the same may be in

or upon, or be taken in execution under any process of a court of law or equity against the person in whose possession the same may be.

22. If any corporation, company or person neglects to pay any charge properly due to the Company, the Company may cut or disconnect any such telephone line or other work through which electricity may be supplied, and remove such instruments, articles and works above mentioned as were lent for hire to such corporation, company or person.

Power of Company to deal with persons neglecting to pay any charges properly due.

23. It shall be lawful for the Lieutenant-Governor in Council to grant to the Company, on such terms as may be deemed expedient, a right of way for that portion of the telephone or telegraph lines, or both, that traverse, or may hereafter in the exercise of its corporate powers traverse, lands of the Crown, and Crown lands to be granted for such right of way to be limited to such quantity as the Lieutenant-Governor in Council shall consider reasonably necessary for the purposes of the Company.

Lieut.-Governor in Council may grant right of way.

24. The Company may expropriate land necessary for its undertaking under the provisions of the "Lands Clauses Consolidation Act, 1897," which, in respect to expropriation of land, is hereby made a part of this Act. And all claims arising by reason of any occupancy of any lands by the telephone or telegraph lines of the Company shall be determined under the provisions of the "Lands Clauses Consolidation Act, 1897."

"Lands Clauses Consolidation Act, 1897," to apply.

25. The Company shall within six months after the coming into force of this Act deposit with the Minister of Finance the sum of two thousand five hundred dollars, either in cash or securities approved by said Minister, as security that the Company will expend not less than ten thousand dollars in the constructing of new lines of telephone on the Mainland of the Province of British Columbia on or before the first day of December, 1891, and if such security shall not be deposited as aforesaid this Act shall be null and void, or if, after such deposit, the said sum of ten thousand dollars shall not be expended within the period herein mentioned, the aforesaid deposit of moneys or securities, if made, shall be forfeited to and become the property of the Government: Provided always, that the Lieutenant-Governor in Council shall have power to extend the time for deposit and construction respectively as aforesaid, but such extension shall not be for a longer period than one year.

Certain sum to be deposited with Minister of Finance as security.

Proviso for extension of time.

26. This Act shall be cited as the "Western Telephone and Telegraph Company Act."

Short title.