



CHAPTER 49.

An Act to Incorporate the Kitimaat Caledonia Company, Limited.

[31st August, 1900.]

WHEREAS William G. Conrad, Capitalist; Berners B. Kelly, Merchant; Herbert H. Matteson, Banker; Edward W. Kelly, Merchant; Lewis Roalswick and Andrew Roalswick, Merchants, all of the City of Great Falls, in the State of Montana, United States of America; James G. Anthony, of Sand Coulee, in said State, Banker; Arthur Morrow, of Stockett, in said State, Doctor of Medicine; Thales H. Givens, Accountant, and Henry Burrell, Mining Engineer, both of the City of Butte, in said State, and Beaumont Boggs, of the City of Victoria, British Columbia, Broker, have by their petition prayed for an Act to incorporate a company with power to build, maintain and operate a waggon road from the head of Kitimaat Arm to Hazelton, in the Province of British Columbia, and branch roads in connection with the said waggon road, which may be of convenience to the public and facilitate the Company's business; to construct, maintain, own and operate on, over and along the said waggon road and the branches thereof, automobile or other vehicles, whether propelled by power or drawn by animals, for the carrying of passengers and freight, and to do a general transportation business; to construct and maintain wharves and bridges and saw-mill plants at any convenient points, and to engage in the lumber business; to own and operate steamers carrying passengers and freight on inland waters, particularly Gardner's Inlet and neighbouring inlets, arms or passages; to buy, sell and deal in all kinds of general merchandise, fish and farm produce, and to carry on business as general traders; to own and deal in cattle, horses and sheep and all kinds of live stock; to prospect, locate, acquire and operate and dispose of mines and smelters; to acquire, enjoy and sell lands of any description, including timber, agricultural

and grazing lands; to acquire or lease Crown lands of any description; to construct, maintain and operate telephone and telegraph lines between Kitimaat Arm and Hazelton, and to points within a radius of fifty miles of the said waggon road, and to do all such other things as may be conducive to the attainment of the above objects or any of them:

And whereas it is desirable to grant the prayer of the said petition, and also to confer upon the petitioners the powers and privileges hereinafter contained:

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.** The said William G. Conrad, Berners B. Kelly, Herbert H. Matteson, Edward W. Kelly, Lewis Roalswick, Andrew Roalswick, James G. Anthony, Arthur Morrow, Thales H. Givens, Henry Burrell, and Beaumont Boggs, and such other persons and corporations as shall, in pursuance of this Act, become shareholders, are hereby constituted a body corporate and politic, by the name of the Kitimaat Caledonia Company, Limited, and hereinafter called “the Company.”
- Corporate name.**
- Head office.** **2.** The head office of the Company shall be at the City of Victoria, or such other place in British Columbia as may be determined upon by the Directors of the Company.
- Capital stock.** **3.** The capital of the Company shall be two hundred and fifty thousand dollars, divided into twenty-five thousand shares of ten dollars each.
- Calls on stock limited.** **4.** No calls shall be made at any one time for more than twenty per cent. of the amount subscribed by any one shareholder, nor shall a greater amount than eighty per cent. of the amount subscribed be called up in any one year. Calls shall not be made at a less interval than one month from the previous call.
- Liability of shareholders limited.** **5.** The liability of the shareholders shall be limited to the amount unpaid on their shares: Provided that all shares issued as paid-up shares, under the authority of a general meeting of shareholders, are hereby declared to be fully paid up and non-assessable for any cause whatsoever, and shareholders holding the same shall be subject to no liability thereon.
- Proviso.**
- Provisional Directors.** **6.** The said William G. Conrad, Berners B. Kelly, Herbert H. Matteson, Edward W. Kelly, Lewis Roalswick, Andrew Roalswick, James G. Anthony, Arthur Morrow, Thales H. Givens, Henry Burrell and Beaumont Boggs shall be and are hereby constituted the first or provisional Directors of the Company, of whom three shall form a
- Quorum.**

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 undertakings, and to allot stock and to receive payments on account of stock subscribed, and to make calls upon subscribers in respect to their stock, and to sue for and recover the same, and may enter into contracts on behalf of the Company and cause surveys and estimates to be made. Powers and duties.

7. Until otherwise determined by a general meeting, the number of Directors shall be ten, but the Company may increase or reduce the number of Directors, so that the number of Directors shall not be more than twelve nor less than three. Number of Directors.

8. At the first ordinary general meeting, and at every succeeding ordinary general meeting, the whole of the Directors shall retire from office, and the Company shall, at every such meeting, fill up the vacated offices by electing a like number of duly qualified members as Directors. The retiring Directors shall be eligible for re-election. Election of Directors.

9. No failure to elect Directors or to hold the first or any annual meeting shall operate as a dissolution of the Company; but anything omitted to be done may afterwards be performed at a meeting called in conformity to the by-laws specially for the purpose. Failure to elect Directors not to act as dissolution.

10. The first general meeting shall be held at such time (not being more than six months after the passage of this Act) and at such place as the Directors may determine. Subsequent ordinary general meetings shall be held at such period or periods in each year as may be determined upon by order of a general meeting. First general meeting, time and place.

11. The business of an ordinary meeting shall be to receive and consider the profit and loss account and balance sheet, the reports of the Directors and the auditor, to elect Directors and other officers in place of those retiring, to declare dividends, and to transact any other business which, under the "Companies Clauses Act, 1897," ought to be transacted at an ordinary meeting, and any business which is brought under consideration by the report of the Directors. Business of meetings.

12. The Directors shall, upon a requisition made in writing by two or more shareholders holding in the aggregate one-third of the issued capital, convene an extraordinary meeting of the Company. Directors to convene extraordinary meeting.

13. In order to constitute a meeting (whether ordinary or extraordinary) there shall be present, either personally or by proxy, three or more shareholders holding in the aggregate not less than one-fourth of the subscribed capital stock of the Company. Three shareholders to constitute meeting.

14. At all general meetings of the Company every shareholder shall be entitled to have one vote for every share held by him: One vote for each share.

vided, always, that no shareholder shall be entitled to vote at any meeting unless he shall have paid all the calls then due upon the shares held by him.

Powers of Company. **15.** The Company, with the sanction of the vote of the majority in value of the issued shares obtained at any meeting specially called for that purpose, may exercise any of the following powers:—

Raising money. (a.) Raise any additional sum or sums by the issue of new ordinary shares, or by the issue of new ordinary stock, or by the issue of new preference shares, or by the issue of new preference stock, and such preference shares or preference stock may bear interest not exceeding the rate of twelve per cent. per annum:

May borrow on mortgage. (b.) Borrow from time to time, on mortgage or bond, such sums of money as the Company shall think fit: Provided, however, the Directors may from time to time, at their discretion, raise or borrow, without the sanction of a general meeting, any sum or sums of money for the purposes of the Company, but so that the amount at any one time owing in respect of the moneys raised or borrowed without the sanction of the general meeting shall not exceed the sum of \$20,000. Nevertheless, no lender or other person dealing with the Company shall be concerned to see or require whether this limit is observed:

May create and issue debenture stock. (c.) Create and issue debenture stock, and may attach to the stock so created a fixed or perpetual preferential interest not exceeding the rate of twelve per cent. per annum, payable half-yearly or otherwise, and commencing at once or in future time or times when and as the debenture is issued, or otherwise, as the Company thinks fit.

“Companies Clauses Act, 1897,” to apply. **16.** The provisions of the “Companies’ Clauses Act, 1897,” shall apply to the Company and to the undertakings authorised hereby, save so far as they are expressly varied or excepted by this Act, or as any of the provisions hereof are repugnant to or inconsistent with the provisions of the said Act, in which case the provisions of this Act shall, to the extent of such repugnancy or inconsistency, govern.

Company may purchase, hold, lease, etc. **17.** For the purposes of this Act the Company may purchase, hold, lease, rent, surrender and sell such lands, works, buildings and tenements as may be necessary.

Line of road to be constructed. **18.** The Company is hereby authorised and empowered, subject to the consent and approval of the Lieutenant-Governor in Council, to build, construct, maintain and operate a waggon road from the head of Kitimaat Arm to Hazelton, in the Province of British Columbia, over the most convenient route to be selected by the Company, and may also build, construct and maintain from time to time such branch roads in connection with the said waggon road which may be of

convenience to the public and facilitate the Company's business : Provided that the Company shall, before commencing the construction of the said waggon road, define and project, in a manner satisfactory to the Chief Commissioner of Lands and Works, upon a plan the line of the said waggon road, and thereupon it shall be lawful for the Lieutenant-Governor in Council to issue Crown grants in favour of the Company for such roadway not exceeding sixty-six feet in width, under such terms and conditions as may be advisable.

Proviso, Company shall define on a plan the line of road.

Crown grants to issue.

19. It shall be lawful for the Company to construct, equip, maintain, own and operate on, over and along the said waggon road and branches thereof, automobile or other vehicles of any nature or kind whatsoever, whether propelled by power or drawn by animals.

Power to have automobile or other vehicles.

20. It shall and may be lawful for the Company to take, transport, carry and convey persons and ores, minerals, goods, and other freight, to regulate and fix the fares, rates and compensation to be paid therefor, and carry on a general transportation business, and to demand and receive, sue for and recover such fares, rates and compensation.

May carry passengers and freight.

21. It shall and may be lawful for the Company, subject to the consent and approval of the Chief Commissioner of Lands and Works, at any time, to change the line of the said waggon road, or any branches thereof, at any point or points, for the purpose of lessening a curve, reducing a gradient, or otherwise benefiting such lines of road or branches, or for any other purpose of public advantage, but the Company shall not have any right to extend its line of road beyond the termini hereinbefore mentioned.

Power to change waggon road.

22. The Company is hereby authorised and empowered to construct, carry out, maintain, improve, operate and manage bridges, wharves, smelting, concentrating and crushing works, hydraulic works, factories, warehouses, steamers, ships, and other works and conveniences which may seem directly or indirectly conducive to the Company's business, and to contribute, subsidize or otherwise take part in any such operations.

Powers of Company to equip, operate, manage, build, etc.

23. It shall and may be lawful for the Company to carry on business as timber merchants, saw-mill proprietors, and timber growers, and to buy, sell, grow, prepare for market, manipulate, import, export and deal in timber and wood of all kinds, and to manufacture and deal in articles of all kinds, in the manufacture of which timber or wood is used.

May carry on business as timber merchants, etc.

24. The Company is hereby authorised and empowered to own and operate steamers carrying passengers and freight on the waters of the Province of British Columbia, particularly Gardner's Inlet and neigh-

Power to own and operate steamers, carry passengers, etc.

bouring inlets, arms and passages, and to demand, receive, sue for and recover such fares, tolls and compensation, and to carry on business as general carriers.

May carry on business as merchants, and deal in other business.

25. It shall and may be lawful for the Company to carry on business as manufacturers, importers and wholesale and retail dealers of and in general merchandise, fish and farm produce, and to do a general trading and outfitting business, and to own and deal in cattle, horses and sheep and all kinds of live stock.

Power to mine, etc.

26. The Company shall have power to engage in all kinds of mining operations, to crush, win, get, quarry, calcine, refine, dress, amalgamate, manipulate and prepare for market gold and silver ore, metal and mineral substances of all kinds, and to carry on all and any metallurgical operations, and to acquire by location, purchase, or otherwise, mining properties and claims, and work the same :

May acquire, sell or lease gold and silver properties.

(a.) 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 any interest therein, and to explore, work, exercise, develop and turn to account the same :

May deal in minerals of all kinds.

(b.) 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 the workmen employed by the Company.

May purchase timber, grazing and other lands.

27. It shall and may be lawful for the Company to purchase, take on lease or otherwise acquire, enjoy and dispose of timber, grazing and agricultural lands and other lands of any nature or kind whatsoever, including Crown lands.

Telephone and telegraph lines.

28. The Company may construct, erect and maintain a line or lines of telegraph and telephone between the said Kitimaat Arm and Hazelton and to points within a radius of fifty miles of the said waggon road and along the sides of and across any highways, streets, bridges, and the Company may, by its servants, workmen or agents, enter upon any highway, street, bridge, or such other places as aforesaid, for the purpose of erecting and maintaining its line or lines of telegraph and telephone along the sides of or across the same, subject to the consent and approval of the Lieutenant-Governor in Council, or the proper authority having control of such highways, streets and bridges, and may construct, erect, and maintain such and so many poles and all works and devices as the Company deems necessary for making, completing, supporting, using, working and maintaining the system of communication by telegraph or telephone. The Company may, by its by-laws, fix, from time to time, a tariff of charges for the

Tariff of charges.

connection and use of its wires, instruments and telephones and the transmission of messages, and shall have full power to collect, sue for and recover the charges to which it becomes entitled.

29. The Company may unite, amalgamate and consolidate its stock, property, business and franchises with any other company incorporated for all or any of the purposes which this Company is formed to carry on, and may sell, lease or otherwise dispose of any or all of its franchises, powers, rights, privileges and undertakings to any other company, person or persons, and may enter into working engagements with or may enter into a lease of or take and hold shares in or acquire the right to work the undertakings or business of any other company which has been or may hereafter be empowered to carry on undertakings altogether or in part similar to those of this Company.

Power to unite, amalgamate and consolidate with other companies incorporated for any of the purposes of this Company.

30. It shall be lawful for the Company, its servants, agents or workmen, from time to time, and at all times hereafter, as they shall see fit, and they are hereby authorised and empowered to enter into and upon the land of any person or persons, bodies politic or corporate, set out and ascertain, take, expropriate, hold and enjoy such part or parts thereof as it may require for the purposes of the undertakings by this Act authorised, or any one or more of them, and to contract with the owners or occupiers of the lands for the purchase thereof, or any part thereof, or of any right, easement, or privilege that may be required, for the purposes of the Company, and for the right to take all timber, stone, gravel, sand and other materials from the same for the use and construction of the said works of the Company.

Powers of Company to enter on land of other persons.

(a.) The provisions of the "Lands Clauses Consolidation Act" shall apply to the Company and to the undertakings authorised hereby in so far as they are applicable, and save so far as they are expressly varied or excepted by this Act or as any of the provisions hereof are repugnant to or inconsistent with the provisions of the said Act, in which case the provisions of this Act shall, to the extent of such repugnancy or inconsistency, govern.

"Lands Clauses Consolidation Act," to apply.

31. It shall and may be lawful for the Company to receive, hold and take all voluntary grants and donations of land or other property made to it to aid in the construction, maintenance and accommodation of the said waggon road or the branches thereof or otherwise.

Company may receive donations.

32. All actions or suits for indemnity for and damage or injury sustained by reason of the works or operations of the Company shall be commenced within twelve months next after the time when such supposed injury is sustained, or if there is continuance of damage, within twelve months next after the doing or committing of such damage ceases, and not afterwards, and the defendant may plead the general issue, and give this Act and the special matter in evidence at

Limitation of actions.

any trial to be had thereupon, and may prove that the same was done in pursuance of and by authority of this Act.

Time for construction.

33. The Company shall begin the construction of the said waggon road within two years from the passage of this Act and shall have the same completed within four years from the passage of this Act.

Short title.

34. This Act may be cited as the “Kitimaat Caledonia Company, Limited, Act, 1900.”

VICTORIA, B. C. :

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