



CHAPTER 63.

An Act to Incorporate the Comox Logging and Railway Company.

[10th March, 1910.]

WHEREAS a petition has been presented praying for the Preamble.
incorporation of a company to engage in and carry on a general logging business and works incidental thereto by donkey engines or other machinery, or mechanical means operated by steam or other power, and with power to construct, equip, and maintain any railway or tramway of standard or other gauge, to be operated by steam, electricity, or other motive power, for the conveyance of passengers and freight from a point on the foreshore of Comox Harbour, Comox District, Vancouver Island, situate about seven hundred and fifty feet east from the south-easterly corner of Lot 82; thence running in a general north-westerly direction for a distance of about twenty miles to a point on the south-easterly end of Campbell Lake, in the said district; with power to construct, equip, maintain, and operate branch lines connected with the said railway or tramway, and to construct, operate, and maintain all necessary bridges, roads, ways, and ferries, and to build, acquire, own, and maintain wharves and docks in connection therewith; and to build, acquire, own, equip, and maintain steam and other vessels and boats, and operate same in any navigable waters; with power to build, acquire, own, operate, and maintain telegraph and telephone lines in connection with the said railway and branches, and to transmit messages for commercial purposes, and to charge tolls therefor; and to generate and sell electricity for the supply of light, heat, and power; and to exercise such powers as a power company may exercise by virtue of the "Water Act"; and with power to expropriate lands for the purposes of the company, and to acquire lands, timber limits,

timber, and other property necessary or convenient for or incidental to the purposes of the company; and to acquire loans, money, bonuses, privileges, or other aids from any Government, municipal corporation, or other persons or bodies; to levy and collect tolls from all persons passing over such roads, railways, tramways, ferries, wharves, and vessels built or operated by the company; and with power to connect with and make traffic or other arrangements with or acquire running powers over any railway, tramway, steamboat, or other companies, and with such other powers and privileges usual or incidental to all or any of the aforesaid purposes; and it is expedient to grant the prayer of the petition, except that the said railway shall not extend in a north-westerly direction beyond a point on Lower Campbell Lake, and shall be operated only as a private logging railway of the company, without the power to carry on a general express, freight, or passenger business:

Therefore, His Majesty, by and with the advice and consent of the Legislative Assembly of the Province of British Columbia, enacts as follows:—

Incorporation.

1. Alexander D. McRae and Randolph J. McRae, of the City of Vancouver, together with such persons as become shareholders in the company hereby incorporated, are hereby constituted a body corporate under the name of “Comox Logging and Railway Company” (hereinafter called “the Company”).

Head office.

2. The head office of the Company shall be situate at Fraser Mills, British Columbia, but may be changed to such other place in British Columbia as is fixed by by-law passed at an annual general meeting or at any special meeting.

Capital stock.

3. The capital of the Company shall be two hundred and fifty thousand dollars, divided into two thousand five hundred shares of one hundred dollars each, with power to increase the same from time to time as the directors of the Company may determine, and to divide the shares in the capital for the time being, whether original or increased, into several classes, and to attach thereto respectively any preferential, deferred, qualified, or special rights, privileges, or conditions, and such portion thereof as may be necessary shall be applied in payment of the costs and expenses of and incidental to the incorporation of the Company, and any expenses that may be incurred by the provisional directors.

Liability on shares.

4. The stock of the Company shall be personal property. No shareholders of the Company shall be in any manner liable to or be chargeable or charged with the payment of any debt or demand due by the Company for any sum beyond the amount unpaid on his, her, or their subscribed shares in the capital stock of the Company.

5. The said Alexander D. McRae and Randolph J. McRae shall be and are hereby constituted the provisional directors of the Company, and shall hold office until other directors shall be appointed or elected under this Act, and shall have power to open a share-book and procure subscriptions of shares for the undertaking.

Provisional
directors.

6. The first annual general meeting shall be held at the offices of the Company on the eleventh day of May, 1910, and a general meeting of shareholders shall be held thereafter once at least in every year, at such time and place as may be determined by the Company in general meeting.

First annual meet-
ing.

7. The Company shall have power, exercisable by the directors after being authorised in the premises under a resolution passed by a majority vote of the shareholders, to borrow money for the purpose of carrying out the objects of its incorporation, and to execute mortgages and pledges of its real and personal property, rights, and powers; to issue debentures and bonds or other evidences of indebtedness secured by mortgage or pledge or otherwise; to sign bills, notes, contracts, and other evidences of or securities for money borrowed or to be borrowed for the purposes aforesaid, and to pledge or deposit bonds or debentures as security for money owing by the Company or to be advanced on the security of such bonds or debentures.

Borrowing powers.

8. The Company is hereby granted the following rights, powers, and privileges, namely:—

Other powers.

- (a.) To carry on and engage in a general logging and lumbering business and works incidental thereto, and to use and employ in connection with its operations and works donkey engines and other plant, machinery, and mechanical appliances operated by steam, electricity, or other motive power:
- (b.) To build, purchase, own, maintain, and operate sawmills, shingle-mills, pulp-mills, factories, and other works, and to buy, sell, prepare for market, 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:
- (c.) To hold, lease, purchase, or otherwise acquire, improve, and operate lands, buildings, machinery, mills, factories, timber leases, timber licences, timber limits, timber, and other lands and works, and to dispose of the same or any interest therein by sale or otherwise:
- (d.) To enter into contracts with any person, persons, or body corporate for the logging or clearing of any timber or lands by any of the modes or methods hereby authorised, and upon such terms as the Company may think fit:

- (e.) To stake, apply for, purchase, or otherwise acquire water and water records, and to enjoy and exercise all the rights, powers, and privileges of a power company under Part IX. of the "Water Act," or any statutory modification thereof:
- (f.) To apply for, purchase, lease, or otherwise acquire, build, construct, operate, use, and work foreshore lands and lands under water, booms, booming grounds, rafting privileges, and other works incidental thereto; and to charge and collect from persons whom the Company may permit to use the same reasonable tolls therefor:
- (g.) To purchase, own, construct, charter, equip, navigate, work, and sell steamboats, tug-boats, rafts, scows, barges, and other boats and vessels on the waters of British Columbia:
- (h.) To purchase, construct, own, lease, use, and sell docks, wharves, warehouses, and other works convenient or incidental to the business of the Company, and to charge and collect from persons whom the Company may permit to use the same reasonable tolls therefor:
- (i.) To lay out, construct, and operate a railway of standard or other gauge, to be operated by steam electricity, or other motive power, from a point on the foreshore of Comox Harbour, Comox District, Vancouver Island, situate about seven hundred and fifty feet east from the south-easterly corner of Lot Eighty-two (82) in the said district; thence running in a general north-westerly direction or by the most feasible route to a point on the south side of Lower Campbell Lake, in the said district, but so that neither the said railway, nor any branches thereof, shall enter upon Lot Forty-eight (48), Sayward District; with power to lay out, construct, equip, operate, and maintain branch lines not exceeding ten miles in a direct line from the main line of railway, and all necessary bridges, tunnels, roads, ways, and ferries: Provided, however, that notwithstanding anything to the contrary hereinbefore stated, the Company shall have the right to lay out, construct, and operate branch lines of such length as they may desire so long as any excess over ten miles in length of such branch line shall be wholly within the property owned by the Company:
- (j.) To purchase, lease, or otherwise acquire and operate the whole or any part of the assets, property, and rights of the Comox and Campbell Lake Tramway Company, which Company is hereby authorised and empowered to contract with the Company for any of the purposes aforesaid:
- (k.) To enter into any agreement or arrangement with any other railway or tramway company for obtaining running

powers over the lines of any such railway or tramway company, and with power to connect with and make traffic or other arrangements with any such company:

- (l.) To acquire lands, moneys, bonuses, privileges, or other aids from any Government, municipal corporation, or other persons or bodies, and to sell and dispose of the same:
- (m.) To build, acquire, own, operate, and maintain telegraph and telephone lines in connection with the said railway and branches, and to transmit messages for commercial purposes, and to charge tolls therefor:
- (n.) To take or otherwise acquire shares in any other company having objects similar in whole or in part to those of this Company:
- (o.) Generally to purchase, take on lease or in exchange, hire, or otherwise acquire any real and personal property and any rights or privileges which the Company may think necessary or convenient for the purposes of its business:
- (p.) To draw, make, accept, indorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, and other negotiable or transferable instruments:
- (q.) To sell or dispose of the undertaking of the Company or any part thereof for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any other company having objects altogether or in part similar to those of the Company.

9. The railway shall be used only as a private railway of the Company, in conjunction with its general logging, lumbering, and manufacturing business, and the Company shall have no power to carry on a general public express, freight, or passenger business.

Railway to be private road.

10. The clauses or sections of the "British Columbia Railway Act," and all future amendments thereto, shall apply to this Company in relation to its railway, 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 clauses of this Act and the clauses or sections of the "British Columbia Act" so made a part of this Act, the clauses of this Act shall prevail over and override the clauses or sections of the "British Columbia Railway Act" so incorporated herewith to the extent of any such conflict, inconsistency, or repugnancy; and save and except, further, that in laying out, maintaining, constructing, and operating any branch lines as hereinbefore provided, running exclusively through the Company's lands or through lands over which the Company has acquired the right-of-way, or through lands

"B. C. Railway Act," shall apply.

in respect of which the Company has contracts for logging or clearing, it shall not be necessary to comply with the provisions of the "Railway Act" with respect to the filing of plans, books of reference, and giving of notices.

Company may take stone, etc., from public lands.

11. It shall be lawful for the Company, in relation to its railway, with the consent of the Chief Commissioner of Lands, to take from any public lands adjacent to or near the line of the said railway or branches all stone, timber, or gravel, and other material which may be necessary or useful for the construction of the railway, and also to fill in upon any public lands.

May promote other companies.

12. The Company shall have power to promote any other company or corporation or association of persons for any purpose which may seem, directly or indirectly, calculated to benefit the Company, and for that purpose to obtain any Act of Parliament which may seem expedient, and to oppose any proceedings or applications which may seem calculated, directly or indirectly, to prejudice the Company's interest.

By-laws, etc.

13. The regulations contained in Table A of the "Companies Act, 1897," shall apply to and govern the Company, except in so far as the same are altered, modified, or excluded by the Articles contained in the Schedule hereto, and shall have the same force and validity as if incorporated in this Act; but the Company may, by special resolution, as defined in the "Companies Act, 1897," alter or modify all or any of the by-laws or regulations contained in the said Table A or in the said Schedule, or make new by-laws or regulations to the exclusion of, or in substitution for, or in addition to all or any of the by-laws or regulations of the Company, and any by-laws or regulations so made by special resolution shall be deemed to be the by-laws or regulations of the Company, and of the same validity as if they had been originally contained in this Act, and shall be subject in like manner to be altered, modified, added to, or substituted by special resolution.

Failure to elect directors.

14. No failure to elect directors or 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; and the vacating directors or such of them as have not had their places filled up shall continue in office until their successors are appointed.

Directors may vote by proxy.

15. 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.

16. The Company shall, within six months after the coming into force of this Act, deposit with the Minister of Finance and Agriculture the sum of five thousand dollars, either in cash or securities approved by said Minister, as security that the Company will expend not less than ten thousand dollars in surveys or construction of the railway hereby authorised to be built, before the thirty-first day of December, 1911, and in default of such expenditure the aforesaid deposit of money or securities shall be forfeited to and become the property of the Government; and should such security not be deposited as aforesaid, or should such expenditure not be made within such time, all the rights and privileges conferred by this Act shall be null and void.

Deposits to secure expenditure of \$10,000 in construction before 31st December, 1911.

17. Any Act hereafter passed for the purpose of controlling, regulating, or affecting companies incorporated by the Legislature of British Columbia with regard to any matter or thing dealt with by this Act shall apply to the Company from the time such Act goes into effect, and this section shall not be construed to imply that such Act would not apply to the Company without the enactment of this section.

Future legislation to apply.

18. This Act may be cited as the "Comox Logging and Railway Company Act."

Short title.

SCHEDULE.

1. Subject as hereinafter provided, the regulations contained in the table marked "A" in the First Schedule of the above-mentioned Act (hereinafter called "Table A") shall be the regulations for management of the Company.

2. The shares shall be under the control of the directors, who may allot or otherwise dispose of the same to such persons and on such terms and conditions and at such times as the directors think fit.

3. If by the conditions of allotment of any share the whole or any part thereof shall be payable by instalments, every such instalment, when due, shall be paid to the Company by the holder of the share, and the word "call," when used in Articles 6, 7, 18, 19, 21, and 22 of Table A, shall be deemed to include an instalment.

4. The directors may refuse to register any transfer of a share—

- (a.) Where the Company has a lien on the share:
- (b.) Where it is proved to their satisfaction that the proposed transferee is not a responsible person:
- (c.) Where the directors are all of the opinion that the proposed transferee (not being already a member) is not a desirable person to admit to membership.

5. Articles 29 and 30 of Table A are hereby entirely excluded.

6. Article 31 of the said Table A is hereby amended by adding thereto the following: "All meetings, whether ordinary or extraordinary, shall be held at such places, in British Columbia, as the directors may from time to time determine."

7. A quorum of a general meeting shall be three members present in person or represented by proxy, and Article 37 of Table A shall be modified accordingly.

8. The words "by at least five members" in Article 42 of Table A and the words "by five or more members" in Article 43 of Table A shall be deemed to be cancelled, and the words "and either at once or after an interval or adjournment" shall be deemed to be inserted in said Article 43 after the word "manner."

9. Every share shall confer one vote, and Article 44 of Table A shall not apply.

10. No member shall be entitled to vote at any general meeting unless all calls due from him have been paid, and no member shall be entitled to vote in respect of any share that he has acquired by transfer at any meeting, unless he has been possessed of the share in respect of which he claims to vote, and registered as a shareholder, for at least fifteen days previously to the time of holding the meeting at which he proposes to vote, and Article 47 of Table A shall not apply.

11. Articles 50 and 78 of Table A are hereby amended by striking out the word "registered" where the same occurs in the said articles, and inserting the word "head" in lieu thereof.

12. An instrument appointing a proxy may appoint several persons in the alternative, and Article 51 of Table A shall be modified accordingly.

13. Article 52 of Table A shall not apply, and the following shall be substituted therefor: "The number of the directors shall be determined by the shareholders at the first annual general meeting."

14. Article 53 of Table A is hereby excluded.

15. Article 55 of Table A is hereby amended by striking out the word "foregoing" where the same occurs in the said article, and by substituting therefor the word "this."

16. The directors may at any time and from time to time appoint any person or persons to be directors, but so that the total number of the directors for the time being shall not exceed the maximum number fixed by these articles or by resolution of a general meeting of the Company.

17. A meeting of the directors for the time being, at which a quorum is present, shall be competent to exercise all or any of the authorities, powers, and discretions by or under the regulations of the Company for the time being exercisable by the directors generally.

18. Article 57 of Table A shall not apply to the Company, but the office of a director shall be vacated—

(a.) If he become a bankrupt, suspend payment, assign for the benefit of his creditors, or compound with his creditors, or take the benefit of any Act for the time being in force for the relief of insolvent debtors:

(b.) If he be found a lunatic or become of unsound mind:

(c.) If he ceases to be a shareholder.

19. Any director, either individually or as a member of a partnership or a shareholder or a director of a company or corporation, may, notwithstanding any rule of law or equity to the contrary, be appointed to any office under the directors, with or without remuneration, or may contract with the company, either as vendor, purchaser, or otherwise, or act as agent for the Company, or be interested in any operation, undertaking, or business undertaken or assisted by the Company, or in which the Company is interested, and no such contract or arrangement shall be avoided, nor shall any director so contracting or being so interested be liable to account to the Company for

any profit realised by any such contract or arrangement by reason of such director holding that office or of the fiduciary relation thereby established; but it is declared that the nature and extent of his interest must be disclosed by him at the meeting of the directors at which the contract, arrangement, or undertaking is determined, if his interest then exists, or, in any other case, at the first meeting of directors after the acquisition of his interest, and that no director shall, as a director, vote in respect of any such contract or arrangement in which he is so interested as aforesaid, but this declaration may at any time or times be suspended or relaxed to any extent by a general meeting.

20. Article 58 of the said Table A is hereby modified so that the said Article 58 shall read as follows: "At the first annual general meeting the whole of the directors shall retire from office, and at the ordinary meeting in every subsequent year the whole of the directors shall retire from office."

21. Article 59 of the said Table A is hereby entirely excluded.

22. A resolution assented to and adopted by writing under the hands of all the members, though not passed at a general meeting, shall be of the same force as if it had been duly passed at a general meeting duly convened, and a resolution assented to and adopted by writing under the hands of all the directors, though not passed at a directors' meeting, shall be of the same force as if it had been duly passed at a directors' meeting.

23. The following article is added after Article 95 of said Table A:—

"(95a.) Every shareholder of the Company shall notify in writing to the Company an address within the Province of British Columbia, which address shall be deemed to be his or her registered place of abode within the meaning of the previous article. In case any shareholder of the Company does not notify the Company in writing of an address in British Columbia as aforesaid, to be taken as and deemed to be his or her registered place of abode, the registered place of abode of such shareholder or shareholders shall be deemed to be at the City of Vancouver, British Columbia, and all notices addressed and posted to such shareholder or shareholders at Vancouver aforesaid shall be deemed to be well and sufficiently served on such shareholder or shareholders."

24. Any notice if sent by post shall be deemed to have been served on the third day following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into the post-office.

25. When a given number of days' notice, or a notice extending over any other period, is required to be given, the day of service shall, unless it is otherwise provided, be counted in such number of days or other period.

26. Article 97 of Table A is hereby excluded.

VICTORIA, B. C. :

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