



CHAPTER 72.

An Act to incorporate “North-west Telephone Company.”

[Assented to 20th March, 1929.]

WHEREAS a petition has been presented praying for the incor- Preamble.
poration of a company to provide and maintain telephone
services as hereinafter set forth:

And whereas it is expedient to grant the prayer of the petition:

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

1. The Honourable George Henry Barnard, George Henry Halse, Incorporation.
Gordon Farrell, Lewis Griffith McPhillips, and James Hamilton,
together with such persons as shall hereafter become shareholders
in the company hereby incorporated, are hereby constituted a body
corporate under the name of “North-west Telephone Company”
(hereinafter called the “Company”):

2. The head office of the Company shall be in the City of Van- Head office.
couver, in the Province of British Columbia, or at such other place
in the said Province as the directors may hereafter determine.

3. The persons named in section 1 of this Act shall be the first or Provisional
directors.
provisional directors of the Company, a majority of whom shall be
a quorum; and they may forthwith open stock-books and procure
subscriptions for shares and receive payments on account of shares,
and may make calls upon the subscribers, and may call the first
general meeting of the ordinary shareholders, and may carry on the
business of the Company.

4. (1.) The Company is authorized to issue one hundred thou- Authorized
capital.
sand shares without nominal or par value. Each share in the

capital of the Company without nominal or par value shall be equal to every other share in such capital, subject to the preferences, restrictions, or other conditions attached to any preference shares that may be issued pursuant to section 8 of this Act. The capital of the Company shall consist of not less than the aggregate amount of the consideration for the issue and allotment of the shares without nominal or par value from time to time outstanding, and in addition thereto the total amount paid up on all other issued and outstanding shares in the capital of the Company.

(2.) Every certificate of shares without nominal or par value shall have plainly written or printed upon its face the number of such shares which it represents and the number of such shares which the Company is authorized to issue, and no such certificate shall express any nominal or par value of such shares.

(3.) The issue and allotment of shares without nominal or par value may be made from time to time for such consideration as may be fixed by the directors, and any such share shall, when the consideration so fixed has been paid or otherwise satisfied, be deemed to be fully paid, and the holder of such share shall not be liable to the Company or to its creditors in respect thereof.

(4.) Notwithstanding that the consideration for the issue of a share without nominal or par value may be a consideration other than cash, the consideration for any such share shall be expressed in terms of money and so recorded in the proceedings of the directors or of the Company at the time when the share is authorized to be issued.

Increase in number
of shares.

5. The directors, if previously authorized by resolution passed by the ordinary shareholders at any annual meeting, or at any special meeting duly called for that purpose, may increase the authorized number of shares from time to time by such number of shares as the directors may deem it necessary to issue for the proper extension of the undertaking of the Company.

First general
meeting and
election of
directors.

6. (1.) So soon as the sum of fifty thousand dollars has been paid up on account of the capital of the Company the provisional directors shall call a meeting of the ordinary shareholders for the election of directors and for the transaction of such other business as may be transacted at an annual meeting of the Company.

(2.) Notice of such meeting shall be sufficiently given by mailing the notice, by registered letter, at least seven days previous to the date of such meeting to the last-known post-office address of each ordinary shareholder.

Number of
directors.

7. The number of the directors shall be not less than three nor more than twelve, one or more of whom may be paid directors, and a majority of whom shall be a quorum.

8. (1.) The Company, if previously authorized by resolution passed by the ordinary shareholders at any annual meeting, or at any special meeting duly called for that purpose, at which meeting shareholders representing at least two-thirds of the subscribed ordinary shares of the Company are present in person or by proxy, may from time to time issue any of its shares, whether part of the number originally authorized or any increase thereof, as preference shares, and preference shares so issued shall carry the right to dividends at such yearly rate and shall have such preference and priority as regards dividends, capital, or otherwise over ordinary shares, or such qualified rights, as is declared by the resolution creating the same and by this Act. Preference shares.

(2.) The preference shares issued pursuant to subsection (1) hereof shall have a preference as to principal, and the resolution authorizing the issue of the same shall state the amount of each such share, which shall be five dollars or some multiple of five dollars, but not more than one hundred dollars.

(3.) Holders of preference shares shall not have any right of voting at meetings of the Company except the right to attend and vote at general meetings on any question directly affecting any of the rights and privileges attached to such shares, and then there shall be one vote per share, but no variation in the rights or privileges so attached shall be made unless the holders of two-thirds of the preference shares agree to the same, and such shares shall not qualify any person to be a director of the Company.

9. (1.) For the purposes of the Company, the directors may from time to time:— Borrowing-powers.

- (a.) Borrow money upon the credit of the Company:
- (b.) Issue bonds, debentures, debenture stock, or other securities of the Company for sums not less than one hundred dollars each, and pledge or sell the same for such sums and at such prices as may be deemed expedient:
- (c.) Hypothecate, mortgage, or pledge the undertaking or the whole or any part of the property of the Company (both present and future), including its uncalled capital for the time being, to secure any such bonds, debentures, debenture stock, or other securities and any money borrowed for the purposes of the Company:

Provided that the amount for the time being remaining undischarged of moneys so borrowed or raised by the directors (otherwise than by the issue of shares) shall not at any time exceed the paid-up capital of the Company without the sanction of the Company in general meeting.

(2.) Nothing in this section contained shall limit or restrict the borrowing of money by the Company on bills of exchange or promis-

sory notes made, drawn, accepted, or endorsed by or on behalf of the Company.

Redeemable
stock.

10. (1.) The Company may issue any preference shares or any debentures or debenture stock which it is authorized to issue so as to be redeemable on such terms and conditions as may be specified in the resolution authorizing the issue of the same.

(2.) If it is so provided in the resolution, the Company may from time to time:—

- (a.) Call in and pay off such shares, debentures, or debenture stock, or any part thereof, at not less than the par value thereof:
- (b.) Redeem such shares, debentures, or debenture stock, or any part thereof, either by paying off the same or by issuing to the holder of any such shares, debentures, or debenture stock, subject to his consent, other shares, debentures, or debenture stock in substitution therefor, and may, for the purpose of providing money for paying off the same or providing substituted shares, debentures, or debenture stock, create and issue new preference shares or debentures or debenture stock (redeemable or irredeemable) or reissue shares, debentures, or debenture stock originally issued as aforesaid; so, however, that the creation and issue for that purpose of any particular class of preference shares, debentures, or debenture stock does not make the total nominal amount of such shares, debentures, or debenture stock exceed the amount of that class of shares, debentures, or debenture stock which the Company is for the time being authorized to issue, except during the necessary interval between the creation and issue of the new shares, debentures, or debenture stock and the redemption of the old shares, debentures, or debenture stock.

Save as aforesaid, the Company shall not use any moneys for the purposes of clauses (a) and (b) excepting moneys which would otherwise be available for the payment of dividends in cash.

Powers of
Company.

11. The Company shall have power to carry on the business of a telephone company in all its branches, and without limiting the generality of such power:—

- (a.) To operate telephone, wireless telephone, and radio-telephone services:
- (b.) To operate services for the transmission of sound, pictures, writing, or signals by means of any device, apparatus, system, or method of whatsoever nature, whether now in existence or which may be discovered or developed in the future:

- (c.) For the purposes of the Company's undertaking, to acquire by any lawful means and hold, sell, lease, mortgage, and otherwise dispose of lands, tenements, and hereditaments of any description:
- (d.) To construct, manufacture, purchase, lease, or otherwise acquire, lay, erect, maintain, repair, use, and operate all such towers, cables, wires, poles, cross-arms, guys, anchors, manholes, conduits, works, structures, buildings, plants, instruments, switchboards, machinery, apparatus, appliances, implements, materials and supplies, and such other things of whatsoever nature as may be necessary for the purposes of the Company's undertaking or may appertain to its business, and to move, remove, or dispose of the same in whole or in part:
- (e.) To establish offices and exchanges for the purposes of its business:
- (f.) For the purposes of the Company's undertaking, to construct, purchase, lease, or otherwise acquire, charter, maintain, and operate steamships and other vessels:
- (g.) To conduct any experiments or researches which the Company may deem advisable for the improvement or development of its services:
- (h.) To acquire and use any privilege granted by any Federal, Provincial, or municipal authority, and to acquire, use, and dispose of any invention, letters patent of invention, or the right to use any inventions in any way connected with or appertaining to its business:
- (i.) To advance money to any corporation, company, or person, upon such security as may be deemed necessary, to provide, build, or operate any telephone system or systems:
- (j.) To do anything as contractor for any other corporation, company, or person which it might do for its own purposes:
- (k.) To invest and deal with any of the moneys of the Company not immediately required, including any moneys held by it to the credit of any of its sinking funds, in such manner as it may deem fit, and from time to time to vary or realize such investments:
- (l.) To carry out such other things as are incidental or conducive to the attainment of the objects of the Company.

12. The Company may construct, erect, operate, and maintain a line or lines of telephone along the sides of, and across, or under any highways, streets, public bridges, watercourses, rivers and lakes, or any such places as the Company from time to time determines, including lands belonging to the Company; and the Company may, by its servants, agents, or workmen, enter upon any highway, street,

Construction of
telephone-lines.

public bridge, watercourse, river and lake, or any such place for the purpose of erecting, operating, and maintaining its line or lines of telephone along the sides of, or across, or under the same, and may install, construct, erect, maintain, move, or remove such and so many poles, guys, anchors, cross-arms, conduits, ducts, manholes, boxes, and other works and devices of whatsoever nature as the Company deems necessary for making, completing, supporting, using, working, operating, and maintaining the system of communication by telephone, 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:—

Submarine
cables.

(a.) The powers conferred shall, with regard to any river, lake, or body of water to which the “Navigable Waters Protection Act” (being an Act of the Dominion of Canada) applies, be subject to consent being obtained under that Act to the exercise of such powers, and on obtaining consent under that Act the Company shall also have power to construct, lay, and operate submarine telephone cable or cables from any point or points on the mainland of the Province of British Columbia to any point or points on Vancouver Island or the other islands of British Columbia, and between such islands, and shall have power to construct cables and branch lines on land or under or over water to any point or island, in British Columbia, and to touch and land for the purposes and uses of the Company or for the purpose of opening and maintaining stations thereon at all such point or points, place or places:

Water crossings.

(b.) The powers conferred shall, with regard to any watercourse, river, or lake to which the “Water Act” applies, be subject to the written permission of the Minister of Lands:

Town lines.

(c.) In municipalities the breaking-up and opening of streets, for the erection of poles or for carrying the wires underground, shall be subject to the “Municipal Act”:

Country lines.

(d.) In unorganized territory the exercise of the powers conferred shall be subject to the “Highway Act.”

Lines passing
through woods.

13. In the exercise of the powers granted by this Act, and for the purpose of preventing interference with the giving of satisfactory telephone service, the Company may, when its line or lines pass through any forest or woodland, cut down trees or underwood standing within one hundred feet of such line or lines, and may also trim any trees standing on or extending over any public road, street, bridge, or other highway. In the case of Crown lands the consent

and approval of the Minister of Lands shall first be obtained. The Company shall make compensation, if required to do so, for any damage done by it in pursuance of the powers granted by this section, and in case of disagreement arising in respect of such compensation the dispute shall be decided by arbitration under the "Arbitration Act."

14. The Company may enter into an agreement with any other company which has been incorporated by or under any Act of the Legislature of the Province having objects in whole or in part similar to those of the Company for selling, conveying, or leasing to such other company the business, property, and assets of the Company in whole or in part, or for purchasing or leasing from such other company the business, property, and assets of such other company in whole or in part, or for amalgamation, and any such other company is authorized and empowered to enter into such an agreement: Provided that the intended terms of such agreement shall be first approved by two-thirds of the votes of the ordinary shareholders of each company, party thereto, at an annual general meeting or at a special general meeting of each company called for the purpose of considering such agreement, at each of which meetings shareholders representing at least two-thirds in value of the issued ordinary share capital of each company are present or represented by proxy.

Purchase, sale,
and amalgamation.

15. (1.) No agreement for amalgamation shall take effect except with the sanction of the Lieutenant-Governor in Council and upon such terms and conditions as he may impose, and upon any such agreement for amalgamation coming into effect, the companies, parties to such agreement, shall be deemed to be amalgamated and shall form one company under the name and upon the terms and conditions in such agreement provided; and the amalgamated company shall possess and be vested with the undertakings, and all other the powers, rights, privileges, franchises, assets, effects, and properties, real, personal, and mixed, belonging to, possessed by, or vested in any or either of the companies, parties to such agreement, or to which they, or any or either of them, may be or become entitled, but nothing herein contained shall be deemed to enlarge or extend the area or territory in which the said powers, rights, privileges, or franchises could have been exercised or enjoyed prior to such amalgamation; and the amalgamated company shall be liable for all claims, demands, rights, securities, causes of action, complaints, debts, obligations, works, contracts, agreements, or duties to as full an extent as any or either of such companies was at or before the time when the amalgamation agreement came into effect.

Taking effect of
amalgamation
agreement
and powers of
amalgamated
company.

(2.) Nothing herein contained shall exempt the amalgamated company from compliance with the provisions of the "Land Registry Act."

Connection with
other systems.

16. The Company may enter into and carry out agreements or arrangements with the owner, lessee, or operator of any other telephone system or lines for the purpose of connecting the Company's system or lines with such other system or lines.

Agreements with
other companies.

17. It shall be lawful for the Company, for such consideration as may be agreed upon, to enter into, and carry out to completion, any agreement in the nature of assuming or guaranteeing the payment of principal and interest, or either, on bonds, debenture stock, or debentures, issued or to be issued, or assuming the obligations of, or guaranteeing the carrying-out of, any obligation, or any part thereof, created by any person or company selling, leasing, or conveying to the Company, or whose system or lines are connected with those of the Company under the powers conferred.

Expropriation.

18. The Company may expropriate land necessary for its undertaking under the provisions of the "Land Clauses Act," which is incorporated with this Act, and all the clauses and provisions of the "Land Clauses Act" shall apply to the Company, and all claims arising by reason of the occupancy of any land by the telephone-lines and other works of the Company heretofore or hereafter erected shall be determined under the provisions of the "Land Clauses Act."

Management and
administration.

19. (1.) The directors may from time to time make by-laws not contrary to law for:—

- (a.) Regulating the allotment of shares, the making of calls thereon, and the payment thereof:
- (b.) The declaration and payment of dividends:
- (c.) The number of the directors, their term of service, and the amount of their share qualification:
- (d.) The appointment, functions, duties, and removal of all agents, officers, and servants of the Company, the security (if any) to be given by them to the Company, and their remuneration:
- (e.) The time and place for the holding of the annual meeting of the Company, the calling of meetings, regular and special, of the Board of Directors and of the Company, the quorum at meetings of the Company, the votes of members, the requirements as to proxies, and the procedure in all things at such meetings:
- (f.) The service of notices on shareholders:
- (g.) The imposition and recovery of all penalties and forfeitures admitting of regulation by by-law; and

(h.) The conduct, in all other particulars, of the affairs of the Company.

(2.) The directors may from time to time repeal, amend, or re-enact any such by-law, but every such by-law, repeal, amendment, or re-enactment, unless in the meantime confirmed at a general meeting of the Company duly called for that purpose, shall only have force until the next annual meeting of the Company, and in default of confirmation thereat shall from the time of such default cease to have force or effect.

20. The Company shall have power from time to time to make charges for every service which it may be in a position to render, and in particular to fix a tariff of charges for the use of its wires and telephones and for the transmission and reception of messages. Such tariff may be reviewed, modified, or altered in any way from time to time by the Lieutenant-Governor in Council. Tariff of charges.

21. The provisions of the "Companies Act" relating to change of name shall apply to the Company. "Companies Act."

22. The "Companies Clauses Act," with the exception of the provisions of sections 46, 103 to 111, 116 to 122, 166, and 167 thereof, is incorporated with this Act. "Companies Clauses Act."

23. Nothing in this Act contained shall be deemed or construed to give the Company any exclusive rights or franchise of any nature whatsoever. Exclusive charter not granted.

24. This Act may be cited as the "North-west Telephone Company's Act, 1929." Short title.

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