



## CHAPTER 56.

### An Act to incorporate the Consolidated Railway and Light Company.

[11th April, 1894.]

**W**HEREAS Alfred Graham Ferguson, William Farrell, and William Sully, of the City of Vancouver, have by their petition prayed for an Act of Incorporation for the purpose of acquiring the property, real and personal, and tolls, rights, privileges, and franchises of the "Vancouver Electric Railway and Light Company, Limited Liability," with power to purchase or lease the property and franchises of and amalgamate with any other railway or lighting company, and to sell or mortgage all such property, powers, and franchises as may be acquired; to exercise the powers and carry on the business of all such companies, to issue preference stock, to sell fully paid up stock at a discount, and for all other powers necessary, usual, incidental, or conducive to the foregoing purposes, 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. The said Alfred Graham Ferguson, William Farrell, and William Sully, and such other persons and corporations as shall hereafter become shareholders of the said Company, are hereby constituted a body corporate and politic under the name of "The Consolidated Railway and Light Company," hereinafter called "the Company."

Incorporation.

2. The head office of the Company shall be at the City of Vancouver, in the Province of British Columbia.

Head office.

*Stock.*

**3.** The capital stock of the said Company shall be one million dollars (\$1,000,000), divided into five thousand (5,000) preference shares of one hundred dollars (\$100) each, and five thousand (5,000) ordinary shares of one hundred dollars (\$100) each; and such preference shares shall confer the right to a preferential dividend at the rate of not less than six per cent. (6%) per annum on the capital paid up thereon (such preferential dividend to be cumulative or not at the option of the Company), and shall rank both as to dividends and capital in priority to the ordinary shares.

**4.** The Company in general meeting may from time to time increase its capital stock by the creation of new shares of such amount as may be deemed expedient.

**5.** The new shares shall be issued upon such terms and conditions and with such rights and privileges as the Directors shall determine, and in particular such shares may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company.

**6.** The Directors may from time to time sell and dispose of fully paid up and non-assessable preference or ordinary shares of the Company at such less sum than the face value thereof as may be authorized by a majority in value of the shareholders present or represented by written proxy at any special meeting to be called and held for that purpose. And the purchaser or purchasers of such preference or ordinary shares shall not on that account be in any manner liable or charged with the payment of any debt or demand due by the Company.

*Provisional Directors.*

**7.** The persons named in section 1 of this Act are hereby constituted the Provisional Directors of the Company, and the Board of Directors so constituted shall have all the powers hereby conferred upon the Directors of the Company, and they shall hold office until the first election of Directors under this Act.

*Directors.*

**8.** So soon as \$500,000 (five hundred thousand dollars) of the capital stock shall have 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 advertisement published in the British Columbia Gazette and in one newspaper published in the place where the head office of the Company is situate; in which notice shall be specified the place, and the day, and the hour of the meeting.

**9.** The Board of Directors shall consist of five persons, of whom Quorum. three shall form a quorum, and who shall be elected at the meeting to be called as provided for in the next preceding section, each of whom shall be a shareholder of the Company of not less than ten shares. Such election, and every question to be decided at such election, shall be decided by a majority of the votes of the shareholders present in person at such meeting, or represented by written proxy. Each share to have one vote, and the persons receiving the greatest number of votes shall be the Directors. The Directors so chosen shall immediately Election of President. after the close of such meeting elect one of their number to be President of the Company, which President and Directors shall continue in office for one year and until others shall be chosen in 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 a 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, or such other day as may be fixed by the by-laws or regulations of the Company.

**10.** If the election of Directors be not made on the day appointed by this Act the Company shall not for that reason be dissolved, but it shall be lawful to hold the election on any other day in the manner provided for by any by-law or regulation of the Company; and the Directors shall continue in office until new Directors are elected; and all acts of the Directors in accordance with this Act shall be valid and binding on the Company until their successors are elected. Proceeding in case election not held on day appointed by this Act.

**11.** The Directors shall exercise all the powers of the Company Directors' power to make by-laws, etc. except as hereinafter provided, and shall have full power to pass by-laws or resolutions for the management of the Company, the acquirement, management, or disposition of its stocks, property, and effects, and of its affairs and business; the entering into agreements and contracts; the declaration and payment of dividends out of the profits of the said Company; the form and issuing of share certificates and the transfer of shares; the calling of special and general meetings of the Company; the appointment, and remuneration, and removal of all officers, agents, clerks, workmen and servants of the Company; the rules to be observed by the officers and servants of the Company and all other persons using the tramways, rails, electric lines, electricity, electrical or other lighting, or other appliances or property of the Company whatever; the fares to be received for the carriage of passengers over any of its lines, or any part thereof, and the remuneration for the transfer and delivery of all or any goods, chattels, or effects transferred and delivered through the agency of the said Company, and in general to do all things that may be necessary to carry out the objects and exercise any and all powers incident to the Company.

*Shareholders.*

Shareholders.

**12.** The liability of the shareholders shall be limited to the amount unpaid on their shares, in accordance with and as if the Company had been incorporated under Part I. of the "Companies' Act," and the Act of the Imperial Parliament passed in the 25th and 26th years of the reign of Her Majesty Queen Victoria, chapter 89, intituled the "Companies' Act, 1862," as herein modified, and the provisions contained in table marked "A," in the first schedule to the said Imperial Act (except such parts thereof respectively as refer to the incorporation and registration of companies, or are otherwise inconsistent with this Act), shall apply to the Company; but the Directors of the Company may reject any of the provisions in table "A" aforesaid, and may in lieu thereof adopt any others not inconsistent with this Act.

Proxy.

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

*Bonds.*

Bonds.

**14.** The Directors of the Company may from time to time raise and borrow for the purposes of the Company, such sum or sums of money, 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 five hundred dollars each, and on such terms and credit 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 thereafter 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 payment 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 thereof for a time to be limited by such deed; or to lease or to 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

Power, on default,  
to take, possess, and  
operate.

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.

*Negotiable Instruments.*

**15.** A promissory note or bill of exchange shall be deemed to have been made, accepted, or endorsed on behalf of the Company, under this Act, if made, accepted, or endorsed in the name of the Company by any person acting under the authority of the Company, or if made, accepted, or endorsed by or on behalf or on account of the Company by any person acting under the authority of the Company.

When negotiable instruments deemed made, accepted, or endorsed, etc.

*Powers of the Company.*

**16.** The Company may purchase, lease, hold, or acquire and transfer any real or personal estate.

May hold, etc., real and personal estate.

**17.** The Company shall have the power to purchase, take over, lease, or otherwise acquire the property, both real and personal, rights, privileges, and franchises of "The Vancouver Electric Railway and Light Company, Limited Liability," and of any other tramway or lighting company or companies, under the several Acts, charters, and agreements relating thereto respectively, and such companies, or any of them, and the liquidators or trustees for the bondholders of the same, are hereby authorized and empowered to effect and carry out a sale of the property, real and personal, rights and privileges, franchises and powers belonging thereto, or any part thereof; such power to be exercised subject to the terms and provisions of any trust deed, Order of Court, or article or charter in that behalf, if any.

Power to acquire franchises, etc., of certain other companies.

**18.** The Company, upon acquiring the said property of any of the said companies in the next preceding section mentioned or referred to, shall thereupon have and be invested with all the powers and privileges, rights and franchises of such company or companies, as the case may be, even though not specifically set out or referred to in this Act, so that the same shall be held, exercised, and enjoyed by the Company, as fully as if specially conferred hereby, except where the same are inconsistent with this Act.

Company invested with powers of companies taken over.

**19.** The Company shall have the power to purchase, take over, lease, or otherwise acquire, all or any part of the property, real and personal, rights, privileges, and franchises of any other electric railway or lighting company or companies in the District of New Westminster; and shall have, when the same are acquired, all the powers, privileges, rights and franchises of any such company or companies that may be conferred upon such company or companies under its Charter or Act

Power to acquire franchises of any electric railway companies in New Westminster District.

of Incorporation, so that the same shall be held, exercised and enjoyed by the Company as fully as if specially conferred hereby, except where the same are inconsistent with this Act.

May amalgamate with other electric railway companies.

**20.** The Company may unite, amalgamate and consolidate its stock, property, business and franchises with those of any other Electric Railway or Lighting Company or Companies, and may enter into working engagements with, or may enter into a lease of, or take and hold shares in, or the right to operate the works of any other company which has been or may hereafter be empowered to generate or supply electricity or light in any form or for any purpose; or to construct and operate tramways, within the District of New Westminster, upon such terms and conditions as may be agreed upon by the Board of Directors of the respective companies.

May lease or sell to other companies the franchises of the company.

**21.** The Company shall have the power to enter into and conclude any agreement with any other railway company or any corporation for leasing or selling to them the property, real and personal, rights, privileges, powers and franchises of the Company, or any part thereof, or for the working or managing of any of its lines of railway, or for running powers over the same or any part thereof; provided that such agreement shall be approved of by two-thirds in value of the shareholders at any special meeting called for that purpose.

*Miscellaneous.*

May receive certain gifts and immunities;

**22.** It shall be lawful for any person or corporation, municipal or otherwise, within the legislative authority of the Legislative Assembly of the Province of British Columbia to make grants of land, privileges, bonuses, guarantees of bonds or interest, loans or gifts of money, or securities for money, to the Company, and to subscribe for any number of shares in the said Company or on bonds or debentures of the Company; or exempt the Company from any tax, or impost, or to aid the Company by all or any of such means as may by them be deemed advisable.

And certain donations and aids.

**23.** The Company may receive, take and hold, enjoy, sell, lease or otherwise dispose of, either conditionally or absolutely, or for any limited estate or interest therein, and upon such terms and conditions as the Directors may deem proper, from any government, person, corporation, municipal or otherwise, any land, bonus, donations, loans, gifts of money, bonds, guarantee of bonds, of interest guarantees, exemption from taxes or other impost, or 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 generality of the latter part of this clause is not to be held to be restricted by the specific mention of the foregoing ways and means.

**24.** Any person who shall wilfully or maliciously injure, molest or destroy any of the lines, posts, or other material or property of the Company, or in any way wilfully obstruct or interfere with the working of the said electric plant or property, shall, on conviction thereof before any two Justices of the Peace, or functionary having the power of two Justices of the Peace, be by such Justices or functionary adjudged and condemned to pay a penalty for every such offence, not exceeding one hundred dollars, together with costs ; and such Justices or functionary may, on default of payment, condemn such person to be confined in any common gaol in the Province of British Columbia for a space not exceeding one calendar month, with or without hard labour.

Penalty for injury to company's property.

**25.** Nothing in this Act contained shall in any way be held to affect or prejudice the rights and powers of the City of New Westminster and the City of Vancouver, or either of them, under the contracts entered into between either of the said cities with any of the Companies which the Company by this Act incorporated may take over or acquire, or under any by-laws passed by either of the said cities in reference to the said Companies or any of them.

Not to prejudice contracts made with Cities of New Westminster and Vancouver.

**26.** Nothing in this Act contained shall enlarge, or be construed or held to enlarge or increase the powers of the Westminster and Vancouver Tramway Company, or the Vancouver Electric Railway and Light Company, Limited Liability, or any other Companies ; nor to enlarge or increase the powers of the liquidators or bondholders, or trustees for bondholders, of the said Companies or any of them, to the prejudice of the creditors or shareholders, or any one or more of the said creditors or shareholders, of the said Companies, or any of them. Nor shall anything herein contained in any manner howsoever impair or diminish the rights of the creditors or shareholders of the said Companies, or any of them, but the rights and powers of the creditors and shareholders of the said Companies, or any of them, shall continue and remain as if this Act had not been passed.

Not to enlarge powers of certain companies nor prejudice their creditors, etc.

**27.** This Act may be cited as the "Consolidated Railway and Light Companies' Act, 1894."

Short title.

---

VICTORIA, B. C. :

Printed by RICHARD WOLFENDEN, Printer to the Queen's Most Excellent Majesty