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No. 7.

4th Session, 8th Parliament, 62 Victoria, 1899

BILL.

An Act to incorporate the Northern
Telegraph Company.

First reading, March 29th, 1899.

(PRIVATE BILL.)

Mr. BOSTOCK.

OTTAWA

Printed by S. E. DAWSON
Printer to the Queen's most Excellent Majesty
1899

An Act to incorporate the Northern Telegraph
Company (Limited).

WHEREAS a petition has been presented praying that it
be enacted as hereinafter set forth, and it is expedient to
grant the prayer of the said petition : Therefore Her Majesty,
by and with the advice and consent of the Senate and House
of Commons of Canada, enacts as follows :—

Preamble

1. Daniel Chase Corbin, of Spokane, United States, John
Dean, of Rossland, and Duncan Ross, of Greenwood, both in
the province of British Columbia, together with such per-
sons as become shareholders in the company, are hereby
10 incorporated under the name of "The Northern Telegraph
Company, Limited," hereinafter called "the Company."

Incorporation.

Corporate name.

2. The persons named in section 1 of this Act are hereby
constituted the first or provisional directors of the Company,
a majority of whom shall be a quorum ; and they may forth-
15 with open stock-books, and procure subscriptions of stock for
the undertaking, and receive payments on account of stock
subscribed, and carry on the business of the Company.

Provisional directors

3. The capital stock of the Company shall be fifty thousand
dollars, divided into shares of one hundred dollars each.

Capital stock

2. No one call shall exceed ten per cent on the shares sub-
scribed.

Calls.

3. The directors may, after the whole capital stock has been
subscribed for, and fifty per cent paid in thereon in cash,
increase the amount of the capital stock, from time to time, to
25 an amount not exceeding two hundred thousand dollars, but
the stock shall not be so increased until the resolution of the
board of directors, authorizing such increase, has first been
submitted to and confirmed by two-thirds in value of the
shareholders present, or represented by proxy, at a special
30 general meeting of the shareholders, duly called for that
purpose.

Increase of capital.

Confirmation by shareholders.

4. The head office of the Company shall be in the city of
Greenwood, in the district of Yale, in the province of British
Columbia, or at such other place in the said province as the
35 directors from time to time determine by by-law.

Head office.

5. When and so soon as twenty-five per cent of the capital
stock has been subscribed, and ten per cent of that amount
has been paid into some chartered bank in Canada, the provi-
sional directors shall call a meeting of the shareholders of the
40 Company at some time and place to be named by the provi-
sional directors, at which meeting the shareholders present, or

First general meeting

Election of directors.	represented by proxy, who have paid not less than ten per cent on the amount of shares subscribed for by them, shall elect a board of three directors.	5
Shareholders only may hold proxies.	2. Only shareholders eligible to vote may act as proxies at any meeting of the Company.	
Notice of meeting.	3. Notice of such meeting shall be sufficiently given by mailing the same, postage prepaid, to the last known post office address of each shareholder, at least ten days previous to the date of such meeting.	
Annual general meeting.	6. The annual general meeting of the shareholders shall be held on the third Monday in September in each year, or on such other day in each year as the directors, from time to time, determine by by-law.	10
Election of directors.	2. At such meeting the shareholders present, or represented by proxy, who have paid all calls due on their shares, shall choose three persons to be directors, one or more of whom may be paid directors, and a majority of whom shall be a quorum.	15
Powers of Company. Telegraph and telephone lines.	7. The Company may— (a.) construct and operate lines of electric telegraph and telephone, with the necessary connections, for the transmission of messages between such points as the Company may deem expedient in the districts of Yale, West Kootenay and East Kootenay, in the province of British Columbia, in, under, upon and across any water, and the shore or bed thereof, and upon, along, across or under any highway or public place or over Crown lands in the said districts; provided that such lines shall be constructed and maintained so as not to interfere with the public use of such highways, nor injuriously interrupt the navigation of any navigable water;	20
Proviso.	25	
Connecting lines.	(b.) construct, acquire and operate any line of telegraph or telephone to connect the Company's lines with any other lines of telegraph and telephone in Canada or the United States;	30
Branches and extensions.	(c.) construct and operate branch lines and extensions of its electric telegraph and telephone lines; provided that no such branch or extension shall exceed twenty miles in length in any one case;	35
Construction of works and apparatus.	(d.) acquire, manufacture, construct, and operate all such works, structures, apparatus, motors, poles, wires, appliances, materials, supplies and machinery as are or may be used in any way in connection with the business of the production, manufacture, supply and utilization of electricity, and dispose of the same;	40
Acquisition of rights.	(e) acquire, use, license, and dispose of any property, water power or other powers, rights, easements and privileges in connection with the production, manufacture, supply and utilization of electricity for any purpose for which the same may be used, and also acquire, use and dispose of any inventions, letters patent of invention, or the right to use any inventions in any way connected with or pertaining to the business of the Company;	45
Patent rights.	50	
Shares in other companies.	(f.) acquire shares in the capital stock, debentures and securities of other companies possessing any powers similar to those of the Company, as the consideration for goods, wares or merchandise sold, or services rendered, to such other companies in the ordinary course of business;	50

- (g.) establish offices for the transmission of messages for the public, transmit such messages, and collect tolls for so doing ; Transmission of messages.
- 5 (h.) enter into arrangements with any other telegraph or telephone company for the exchange and transmission of messages, or for the working, in whole or in part, of the lines of the Company ; Arrangements with other companies.
- 10 (i.) receive from any government or person, in aid of the construction, equipment or maintenance of any of its works, grants of land, gifts of money or securities for money, and may dispose of such property as is not required for the purposes of the Company ; Aid may be received.
- 15 (j.) acquire and hold such lands as may be necessary for the purposes of its undertaking. Lands may be acquired.
- 18 **9.** The Company may enter upon the lands of Her Majesty, or of any person, and survey the same, and set out and ascertain such parts thereof as it thinks necessary and proper for the construction of its lines of telegraph or telephone, and take
- 20 possession of and use the said lands for such purposes, and, when the said lines pass through any wood, may cut down the trees and underwood for the space of fifty feet on each side of the said lines, doing as little damage as possible in the execution of the several powers hereby granted ; and the Company shall
- 25 make compensation and satisfaction, whenever required so to do, to the owners or occupiers of, or the persons interested in, the lands so entered upon, for all damage by them sustained resulting from the execution of any of the powers granted by this Act ; Compensation.
- 30 **2.** If the Company cannot agree with the owner or occupier of any lands which it may take for the purposes aforesaid, with respect to any damage done thereto by constructing its lines, the Company and such owner or occupier shall each choose an arbitrator, and the said arbitrators shall choose a
- 35 third, and the decision on the matter in difference of any two of such arbitrators, in writing, shall be final ; and if the said owner or occupier, or the Company, neglects or refuses to choose an arbitrator within four days after notice in writing, and upon proof of personal service of such notice, or if such
- 40 two arbitrators, when duly chosen, disagree in the choice of a third arbitrator, then, and in any such case, the Minister of Public Works may appoint any such arbitrator, or such third arbitrator, as the case may be, and the arbitrator so appointed shall possess the same power as if chosen in the manner above
- 45 provided. Proceedings when parties cannot agree.
- 9.** No rates or charges shall be demanded or taken from any person for the transmission of any message by telegraph or telephone, or for leasing or using the telegraphs or telephones of the Company, until such rates or charges have
- 50 been approved by the Governor in Council. Rates to be approved.
- 10.** The Company may connect any of its lines with the lines of the Spokane Northern Telegraph Company, or of any other telegraph or telephone company in the United States, or with the lines of any telegraph or telephone company which is
- 55 now or hereafter may be empowered to carry on business in Connection with other lines.

the said districts of Yale, West Kootenay, East Kootenay, or in any other district or part of the province of British Columbia; and the Company may also sell or lease the Company's lines, or any part thereof, to the said Spokane Northern Telegraph Company, or to any other telegraph or telephone company in the United States, or to any other telegraph or telephone company which is now or may hereafter be empowered to carry on business in the province of British Columbia, or may amalgamate the undertaking of the Company with that of any other such telegraph or telephone company in British Columbia, or in the United States, and the Company may, from time to time, enter into such contracts, or arrangements for the transmission and exchange of messages and distribution of rates or charges with any other telegraph or telephone company in the province of British Columbia, or in the United States, as the Company deems necessary or expedient for the purposes of its undertaking.

Approval of
shareholders
and Governor
in Council.

2. Any such agreement for the sale, lease or amalgamation of the Company's undertaking to, or with, that of any other such telegraph or telephone company, shall first be approved of by two-thirds of the votes of the shareholders of the Company at a special general meeting of its shareholders duly called for the purpose of considering it,—at which meeting shareholders representing at least two-thirds in value of the stock are present, or represented by proxy—and such agreement shall also receive the sanction of the Governor in Council.

Notice of
application
for sanction.

3. Such sanction shall not be signified until after notice of the proposed application therefor has been published for two weeks in the *Canada Gazette* and in one newspaper in the district in which the Company is carrying on operations for the time being.

Borrowing
powers.

11. The Company may borrow such sums of money as may be necessary for carrying out any of its objects or purposes; and the directors may also, whenever authorized by by-law for that purpose, approved by the votes of the holders of at least two-thirds in value of the subscribed stock of the Company present or represented by proxy at a special general meeting of the Company called for the purpose of considering such by-law, borrow such sums of money, not exceeding in amount seventy-five per cent of the paid-up capital stock of the Company, as the shareholders deem necessary, and may issue bonds or debentures therefor in sums of not less than one hundred dollars each, at such rate of interest, and payable at such times and places, and secured in such manner, by mortgage or otherwise, as a first-charge upon the whole or any portion of the undertaking, property and assets of the Company as may be prescribed by such by-law, or be decided upon by the directors under the authority thereof, and the Company may make such provision respecting the redemption of such securities as may be deemed proper.

Debentures.

Issue of paid-
up stock for
franchise, etc.

12. The directors may make and issue, as paid-up stock, shares of the capital stock of the Company in payment for any franchise, right of way, undertaking, property, right, power, privilege, letters patent, contract, real estate, stock, materials assets or other property which it may lawfully acquire by

virtue of this Act, and may allot and hand over such shares to any person, or corporation, or to its shareholders; and such stock shall not be assessable for calls, nor shall the holders thereof be liable in any way thereon, and the Company may
5 pay for any such property wholly or partly in paid-up shares, or wholly or partly in bonds, as to the directors seems proper.

13. Sections 18 and 39 of *The Companies Clauses Act* shall R.S.C., c. 118. not apply to the Company.

14. *The Electric Telegraph Companies Act* shall apply to R.S.C., c. 132.
10 the Company.

15. Subsection 2 of section 90 of *The Railway Act* shall 1888, c. 29. apply to the Company.