

B I L L

No. _____ 1921.

AN ACT TO INCORPORATE THE IMPERIAL PIPELINE COMPANY.

(Assented to _____ 1921.)

WHEREAS a Petition has been presented praying for an Act to incorporate a Company with the rights, powers and privileges hereinafter set forth;

AND WHEREAS it is expedient to grant the prayer of the said Petition;

T H E R E F O R E HIS MAJESTY, by and with the advice and consent of the Legislative Assembly of the Province of Alberta, enacts as follows:-

1. CHARLES E. TAYLOR, Engineer, JOSEPH CARR, Accountant, both of the City of Edmonton and WALKER LEWIS TAYLOR of the City of Calgary, in the Province of Alberta, together with such other persons, companies and corporations as under the Provisions of this Act become shareholders of the Company hereby incorporated, are hereby constituted a body corporate and politic by the name of IMPERIAL PIPELINE COMPANY, hereinafter called "the Company".

2. The Head Office of the Company shall be at the City of Edmonton, in the Province of Alberta.

3. The persons above-named are hereby constituted the provisional directors of the Company, and of them a majority shall constitute a quorum and they shall hold office until the first election of directors.

4. The capital stock of the Company shall be \$10,000.00 divided into shares of \$100.00 each.

Provided that the Company may from time to time increase its capital by a resolution of the directors sanctioned by a three-quarters vote of a general meeting of shareholders, duly called as provided by section 120 of The Companies Ordinance, for the purpose of considering the same.

5. The first meeting of the shareholders shall be called by the provisional directors giving at least fourteen days' notice thereof, by publication once in the Alberta Gazette and once a week for two successive weeks in a newspaper published in the said City of Edmonton.

6. The Directors shall have power from time to time to make by-laws for the regulation of the business of the Company, its officers and servants, consistent with this Act, and the laws in force in the Province of Alberta, and from time to time to vary or repeal the same.

7. Each shareholder shall be entitled to a number of votes proportionate to the number of shares held by him and may vote either in person or by proxy.

8. In the event of the property and assets of the company being insufficient to liquidate its debts and liabilities, the shareholders shall be liable for such debts and liabilities to the extent of the amount then remaining unpaid on their respective shares but for no greater amount;

Provided, however, that no action may be brought against any shareholder in respect of any debt or liability of the Company, until executions against the goods and lands of the Company have been returned unsatisfied in whole or in part and provided further that any shareholder may plead by way of defence to any such action, any defence or set-off which he could plead or set up against the Company, except in respect of unpaid dividends or salary or allowances due such shareholder as an officer or director of the Company.

9. The Company shall not be bound to see to the execution of any trust, whether expressed, implied or constructive to which any share or security issued by it is subject, whether or not the Company has had notice of the trust.

10. In this Act the following words shall be construed in the manner hereinafter mentioned, unless a contrary intention appears:-

(1) "Minister" means the Minister of the Department of Public Works of the Government of the Province of Alberta, or of such department of the said Government as for the time being has jurisdiction or control over the public highways of the Province.

(2) "Court" and "Judge" respectively mean such Superior Court as may be exercising jurisdiction within the Province of Alberta, and a Judge thereof sitting in Chambers.

(3) "Province" means the Province of Alberta.

(4) "Company" means the Company by this Act incorporated.

11. The Company shall have the following powers:-

(1) To lay out, construct, own, operate and maintain pipelines anywhere with the Province of Alberta, for the transmission of petroleum, natural gas, oil, and all other mineral products capable of being transported by pipeline;

(2) To acquire, lease, own, build, use and operate, deal in or contract with reference to boats, ships or vessels of any description, wharves and docks and their facilities, including warehouses;

(3) To acquire, lease, own, build, and operate, sawmills and to deal in and contract with reference to timber lands, timber licenses and timber rights and to cut, render merchantable, handle or manufacture timber, lumber and railway ties of all kinds and the products thereof;

(4) To acquire patent rights, letters patent of invention, or any interest therein, processes, options, water and other rights and privileges and such other real and such personal property and again dispose thereof;

(5) To search for, recover and win from the earth petroleum, natural gas, oil, salt, metals, minerals and mineral substances of all kinds, and to that end to explore, prospect, bore, mine and quarry, sink wells, construct works and otherwise proceed as may be necessary;

(6) To produce, acquire, refine, smelt, store, distribute, deal in and sell petroleum, natural gas, oil, salt chemicals, metals and mineral substances or all kinds and all products of any of the same;

(7) To acquire, lease, construct, improve, own, use and operate works for the development of power, light and heat, to use, purchase, sell, supply, lease or otherwise deal in or contract with reference to power, light and heat, subject always to all local laws or regulations in that behalf.

12. The Company may with the view of laying out and constructing such pipelines and generally for the purposes of the Company:-

(1) Enter into and upon the lands of His Majesty in the right of the Province, as well as the lands of any person or corporation whomsoever lying in the intended route or line of the Company's pipeline and make surveys, examinations and other necessary arrangements on such lands for the purpose of fixing the site of the pipeline and set out and ascertain such parts of the lands as are necessary and proper for the pipeline;

(2) Receive, hold and take all voluntary grants and donations of land, or other property, or any bonus of money or debentures or other benefit of any sort made to it to aid in the construction, maintenance, accommodation and use of the pipeline; but the same shall be held or used for the purpose of such grants or donations only.

(3) Acquire, lease, purchase, hold and take of and from His Majesty, or any person or corporation, any land or other property necessary for the construction, maintenance, accommodation and use of the Company, and also to alienate, sell or dispose of any lands or property of the Company which for any reason have become unnecessary for the purposes of the Company;

(4) Make, carry or place the pipeline across, upon or under the lands of any person or corporation on the located pipeline;

(5) Subject to the provisions of the laws in force in that behalf, lay a pipeline under any tramway or railway;

(6) Make, construct and maintain all necessary and convenient roads, buildings and distributing stations, wharves, docks and other structures;

(7) Fell or remove any tree on either side of the pipeline which may fall across or otherwise endanger or damage said pipeline.

(8) Make or construct in, upon, across, under or over any roadway, tramway, river, stream, water-course, canal, highway or street which it intersects or touches, temporary or permanent, tunnels, embankments, bridges, roads, passages, conduits, ways, drains, piers, arches and cuttings;

(9) From time to time alter, repair, or discontinue the before mentioned works or any of them and substitute others in their stead;

(10) To do all other acts necessary for the construction, maintenance or operation of the pipeline.

(11) The Company shall also have power for the purposes of its undertaking to construct or acquire and operate an electric telegraph or telephone line or lines along the said pipeline;

Provided, however, that nothing contained in this Act shall

or will be construed as conferring on the Company any right or power to operate a telegraph or telephone line, other than for the purposes of the Company's internal business, or any right or power to transact a public telephone business without express power or permission having first been obtained from the Minister of Railways and Telephones.

The Company shall in the exercise of the powers by this Act granted, do as little damage as possible, and shall make full compensation to all persons interested for all damage by them sustained by reason of the exercise of such powers.

13. The Company may, without the consent of the owner of any lands, take or use for the right-of-way of its pipeline, a strip not exceeding 100 feet in width, except where the nature of the land may require a greater width, when such additional width may be taken as shall be sufficient under the circumstances.

(2) For pumping stations, terminals, depots and yards with all matters incidental thereto, a strip not exceeding one thousand feet in length by five hundred feet in width including the width of the right-of-way.

Provided, that with the approval of the Lieutenant-Governor in Council, such further land may be taken as may be deemed proper, subject to such conditions as the Lieutenant-Governor in Council may impose.

14. The Company may unite with any Company or Companies in building, working, managing, maintaining and using the said pipeline and may make agreements with any such Company or Companies respecting the construction, maintenance, management and use of the said pipeline and may make arrangements with any such Company or Companies for conveying or leasing the said pipeline in whole or in part, or any rights or powers acquired by it, as also the franchise, surveys, plans, plant, machinery and other property to it belonging or for an amalgamation with any such Company on such terms and conditions as are agreed upon and subject to such restrictions as the directors deem fit; Provided that such agreement has been first approved by three-quarters of the votes at a special general meeting of the shareholders, duly called for the purpose of considering it, at which meeting shareholders representing at least three-quarters in value of the subscribed stock of the Company are present, or represented by proxy; and certified copies of such agreement shall be filed forthwith in the office of the Registrar of Joint Stock Companies.

15. Upon such amalgamation under the last preceding section, the companies, parties to such agreement shall 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, powers, rights, privileges, franchises and properties, real, personal and mixed, belonging to, possessed by, or vested in the companies parties to such agreement, or either of them, or to which they or either of them may be or become entitled, and shall be liable for all claims, debts, obligations, works, contracts, agreements or duties, to as full an extent as the said companies were or either of them was at the time the said amalgamation took effect.

16. Any company or companies in Canada or elsewhere may agree either jointly or severally with the Company, or with the amalgamated company, for the loan of its credit to, or may subscribe to or become owner of shares of the capital stock of, the Company hereby created or the amalgamated company, in the same manner and with like rights as individuals, and may guarantee either jointly or severally bonds, debentures and other securities of the company or of the amalgamated Company.

17. The directors may if authorized by by-law, sanction by a vote of not less than three-quarters in value of the subscribed stock of the Company represented, at a Special General Meeting duly called for the considering of the by-law:-

- (a) Borrow money upon the credit of the Company;
- (b) Limit or increase the amount to be borrowed;
- (c) Issue bonds, debenture stock or other securities of the Company and pledge or sell the same for such sums and at such prices as may be deemed expedient;
- (d) Hypothecate, mortgage or pledge the real or personal property of the Company, or both, to secure any such bonds, debentures, debenture stock or other securities and any money borrowed for the purposes of the Company.

Nothing in this clause contained shall limit or restrict the borrowing of money by the Company on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Company.

18. Sections 72 to 81 both inclusive and sections 85 to 120, both inclusive of ~~The~~ Railway Act of Alberta and all amendments and alterations thereto shall be and the same are hereby incorporated with and shall be deemed to be a part of this Act; and wherever in ~~The~~ Railway Act of Alberta the word "Company" occurs, it shall mean the Company hereby incorporated"; and wherever the word "railway" occurs it shall (unless the context otherwise requires) and in so far as it applies to the Provisions of this Act, mean the "works, pipelines, cables or other works authorized by this Act to be constructed." Wherever in the said sections of the Railway Act of Alberta the word "land" occurs, it shall be held to include any privilege or easement required by the Company for constructing the works authorized by this Act or any portion thereof and over or along any land without the necessity of acquiring a title in fee simple thereto. Wherever in the Railway Act of Alberta the words "Minister of Railways and Telephones" occur, they shall mean the "Minister of Public Works," or the "Minister" as in this Act defined.