

*To the Honorable, the Legislature of Maryland.*

The undersigned, agents appointed by the Legislature of Maryland to represent the State in all joint stock Companies, in which the State is interested, would respectfully represent to the General Assembly--That in obedience to a notice given by the Treasurer of the Western Shore, we attended a general meeting of the stockholders of the Chesapeake and Ohio Canal Company, in the city of Frederick, on the first day of the present month, when the accompanying proceedings were had, and entered into, all of which we beg leave to submit to your honorable body.

The first question which presented itself to the consideration of the agents, was a doubt which had been started as to the regularity of the call of meeting of the stockholders. This question, after mature deliberation the agents concluded, was not strictly within their province to decide, as they did not feel themselves at liberty to go behind, or question the legality of the proceedings of the Legislature, upon which was based the call by the Treasurer of the State.

Notwithstanding the conclusion above stated, to which the agents arrived, they would respectfully submit that, in their opinion, the doubt has been stated without due investigation.

Section 8th of the charter of this company, provides for the annual meeting of the stockholders, and authorises the President, or a majority of the Directors, to call general meeting at any other time "upon any emergency." Nothing is said in the charter of any other general meetings but they seem to be evidently contemplated by Section 6 providing for the removal of the President and Directors and appointment of successors. This provision is intended for the benefit of the stockholders, and it would not be left to the board to defeat it by refusing to call a meeting under their express power to make the call, which refusal might well be apprehended, when the object of the meeting would be their removal.

This was the view of the stockholders at the organization of the company in 1828, when nearly every stockholder was represented, and among other distinguished lawyers and eminent men, then present, were the Honorable Richard Rush, Secretary of the Treasury of the United States, Genl. Walter Jones, and Richard S. Cox Esquires, who took an active interest in the proceedings—and in accordance with this view, and not doubting their full power, the meeting *unanimously* adopted the Resolution giving power to stockholders to the amount of 250,000 dollars, to call a meeting in the precise mode pursued by the Treasurer of this State in the present instance.

In performance of the further instructions of your honorable body by which we are directed to present in addition to the report of our proceedings "such remarks as may seem to us expedient to