

OFFICE OF THE CHESAPEAKE & OHIO CANAL Co.

Frederick, December 11th, 1845.

To the Stockholders of the Chesapeake and Ohio Canal Company in adjourned general meeting assembled:

Gentlemen—By the 8th section of the charter of this company, it is provided that “the presence of stockholders, having the major part of the stock at least, shall be necessary to constitute a general meeting of the stockholders, which shall be held on the first Monday of June in every year, at *such convenient town or place, as shall be from time to time appointed by the said general meeting.*”

The first section of the original by-laws and regulations of this company adopted at their meeting, began and held in the city of Washington, on the 20th June, 1828, carried into effect this provision of the charter, and appointed the city of Washington as the place for holding the general meetings.

The by-law thus originally adopted, has since been changed by the stockholders, and finally in general meeting duly assembled on the 4th day of August, 1842, they ordered and declared “that all future general meetings of the stockholders of the Chesapeake and Ohio Canal company, unless otherwise ordered in conformity with the terms of the charter, shall be held *at the office of the company in the city of Frederick.*” This order having been passed by the stockholders on the presentation to them of a memorial from the citizens of Frederick, respectfully remonstrating against the removal of the office from Frederick which was then talked of, has appeared to me to be an expression of their determination that the office shall not be removed from this place till such time as they shall authorize the removal, by a repeal or modification of the order alluded to. A majority of the board of directors however, viewing, it is presumed, the subject in a different light, on the 13th of November last, passed resolutions which may be seen by reference to the journal of proceedings of that day, directing the removal of the office of the company with all its books, papers, furniture, &c., to Cumberland “as soon as it conveniently can be done after the 1st of January next”, and ordering that the first meeting of the board, after that day, shall be held at the company’s office in Cumberland. Under these circumstances a definite expression of the views of the stockholders seems to be demanded in order that they may be conformed to.

It is necessary, also, that it be given on the present occasion, inasmuch as this is the only meeting that will probably be held by them previous to the time designated for carrying into effect the resolutions of the Board of Directors to which I have alluded. Some action is at present certainly required at your hands, for if by possibility, I have misconstrued your order of the 4th of August, 1842, in understanding it to fix the office of the company in Frederick until such time as you shall authorize its removal from this place, it unquestionably does require the general annual meet-