

ing of the stockholders, to be held "at the office of the company in the city of Frederick," and it is perfectly manifest that if the office be removed from Frederick in January, the by-law will be inapplicable.

I therefore, in obedience to your call and through a sense of duty, respectfully invite your attention to the subject, in order that you may take such action thereon, as in your judgment may be most proper to remove the difficulty arising from the incompatibility between the resolutions of the board and your order of the 4th of August, 1842, and thereby prevent future embarrassment.

Respectfully submitted,

JAMES M. COALE,

*President of the Ches. and Ohio Canal Company.*

The communication having been read, the journal of proceedings of the Board of President and Directors of 13th of November last, was called for, and having been read and considered, on motion of Allen Bowie Davis, Esquire, the following preamble and resolutions were unanimously adopted:

*Whereas*, The President and Directors of the Chesapeake and Ohio Canal Company, have by their resolutions passed on the 13th day of November last, directed the removal of the office of the company from its present location to the town of Cumberland, as soon as it conveniently can be done, after the first of January next;—*And, whereas*, there does not appear to the stockholders in general meeting now assembled, any reasonable ground for such removal either as regards the greater facility in the transaction of the business of the company, or the promotion of any interest thereof;—*And, whereas*, the aforesaid order of the President and Directors is in direct contravention of an order of the stockholders passed in general meeting on the 4th day of August, 1842, pursuant to the 8th section of the charter, declaring that "the 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*; therefore,

*1st. Resolved*, That the resolutions adopted by the Board of President and Directors on the 13th day of November last, in regard to the removal of the office of this company from Frederick, are inconsistent, and in conflict with the order adopted by the stockholders in general meeting assembled on the 4th day of August, 1842, and are therefore void and of no effect, and shall be so held and considered.

*2nd. Resolved*, That the location of the office of the Chesapeake and Ohio Canal Company, shall at no time hereafter be changed except by the order or direction of the stockholders in general meeting duly assembled.

*3rd. Resolved*, That in the opinion of this meeting no change in the location of the office is at this time called for by the interest of the company.