

GRAND TRUNK RAILWAY OF CANADA.

A SPECIAL meeting of the bond and stockholders was held at the City Terminus Hotel, on Thursday, August 26:—

Mr. Thomas Baring, M. P., in the absence of Mr. Watkin, in the chair.

The Chairman, in opening the proceedings, said he was sorry to have to announce that Mr. Watkin, while presiding at the half-yearly meeting of the South Eastern which was then being held in another room, had been taken seriously ill, and was at that moment lying very ill in that hotel, and would consequently be unable to be present.

The Secretary then read the advertisement convening the meeting.

The Chairman said that certain queries in relation to the business of the meeting—the supplying of a list of the bond and stockholders to any proprietor asking for the same—had been sent out to the shareholders, and it was now his duty to read a statement of the result. The first question put was, "Shall a list of the proprietors of stocks or of bonds, or both, be printed every year?" To this 416 persons, representing £918,060, said "yes," and 235 persons, representing £965,000, said "no." The second question was, "Shall a list of proprietors be supplied to any bond or shareholder on payment of the cost of copying the same, or of some small sum for covering the expense of printing?" The answers were—426 persons, representing £1,228,784 of stock, said "yes," and 199 persons, representing £428,946, said "no." The third question was, "Shall the Company abide by the board's offer of sending out for any stock or bondholders circulars from the office without supplying any list?" To this 219 persons, representing £643,813, said "yes," and 244 persons, representing £476,555, said "no." In consequence of these answers, he now had the honor to propose the following resolution:—"That a list of proprietors be supplied to any bond or stockholder on payment of the cost of copying the same."

Mr. Henry Wollaston Blake seconded the motion.

Mr. Packer said he did not know what the production of the list would cost, but he thought that a charge of more than half-a-crown would be excessive. He considered that no shareholder ought to be called upon to pay more than a small sum.

The Chairman replied that the cost would be about £3—(Cries of "oh! oh!")

Mr. Packer said it seemed to him that supposing every shareholder wanted a list the cost would be very small.

Mr. Davis thought the financial position of the company was such that they ought not to incur any fresh expense. He considered that any shareholder who wished for a list of his co-proprietors should have one upon paying for it, but taking into account the present financial position of the company, he thought that it ought not to be done at the expense of the company. They must consider the state of their finances.

Mr. H. W. Blake asked to be allowed to call attention to the action which the Great Western had taken on this same matter. About seven years ago that Company came to a resolution embodying the same principle which the directors now recommend, namely, that a list of the proprietors should be supplied to any shareholders on the payment of half-a-crown.

Sir Raymond Jarvis wished to know if it was understood that any shareholder applying for a list should pay the whole expense which might be incurred in the copying out of that list.

The Chairman said that that was the intention or resolution, and that the expense would be, as he had already said, about £3.

Sir Raymond Jarvis said he had understood that, under the circumstances, the shareholders were to be supplied with a list on payment of a moderate sum, but if every individual shareholder wanting a list was required to pay a fee of £3, that was a fresh thing, and seemed to him to be an unnecessary imposition upon the shareholders. (Cheers.) He was one of those persons who considered that the shareholders were entitled by right to a list, and he did not see upon what principle the company had any right to refuse it. It was very true that in the report which the directors had issued, a copy of which he held in his hand, there was a paragraph which appeared to him to be altogether extraordinary, and he very much regretted that Mr. Watkin was not in the chair, because he believed that Mr. Watkin, standing in the position he did, had assumed not merely the character of a chairman, but a much higher character, namely, that of president, and had taken upon himself much responsibility. (Hear, hear.) It seemed to him a very essential thing, in the present awful state of their affairs, that there should be a perfect understanding between the board and the shareholders. He deprecated altogether the idea contained in that part of the directors' report which said that the rights and powers of shareholders in these undertakings were limited and defined by the several acts of Parliament, which gave to the directors only certain powers, and to the shareholders only certain other powers. The powers of shareholders were limited to what? Were not the proprietors persons who were owners of property? Was not every shareholder a *bona fide* holder of the property in question? However these companies might presume to take upon themselves to say that they were beyond the power of the law, he would beg leave to ask whether they were not established on the same principles as joint stock companies? Whatever might be the act of Parliament upon which they were formed, it still came to that one point—were they not a joint stock company? and were not the gentlemen who sat on the other side of the table their representatives and trustees for the management of the property, so as to secure the benefit and good of all who were concerned? Under these circumstances, why should he, as a proprietor, be refused the knowledge of who were connected with him in co-partnership? He was a 4th preference holder, having nearly £5,000 of bonds in the company—not as a speculation, but as

a *bona fide* investment—and in what position did he now stand? What he contended was, and he submitted it to the consideration of those present, that the proprietors were always entitled to a list of their co-partners. He had no doubt that some gentlemen on the other side of the table possessed immense sums in the Company, which they would not like to be known; but what objection could there be to his being known that their honorable chairman, Mr. Baring, a member of Parliament, was on the list of proprietors? He Sir Raymond Jarvis, an independent gentleman, was not ashamed of his name being on the list, and why should any other gentleman be? Why, then, should they not have the list? The disadvantages were nothing, while the advantages were very great. They should have directors with whom they were connected, and have an opportunity of consulting them. While he was speaking he would beg leave to ask another thing appertaining to the question. He observed that Mr. Watkin's name was appended to the report as "President." This might be an honorary title, but the gentleman who assumed the chair on the other side of the table was generally called "the chairman." Did the title of "president" give to Mr. Watkin any greater powers? He had observed that Mr. Watkin at all their meetings had said, "Oh, I take the responsibility upon myself." He would ask what responsibility had Mr. Watkin, and what responsibility had any gentleman sitting on the other side of the table, and under what act had they acquired any responsibility? He would ask them why they were not entitled to have at once every information that could possibly be got. He held in his hand documents which represented things in a most disastrous state, and he believed that they really were in a most disastrous condition. He believed that neither in his lifetime, nor in that of any one present, would the fourth preference stockholders on this side of the water get one single farthing. [A Voice.—Not with the present management.] Of course he meant that. The Grand Trunk was cried up, and it was said that it was a most magnificent property. He remembered Sir Morton Peto coming to one of the meetings and saying he had just been out to Canada and he had gone over the whole line, and that it was a magnificent property, and if they wanted money they could have it directly. Why, within three or four months afterwards he was bankrupt. There was another thing to which he wished to allude. The receipts of the line were £1,300,000 or £1,400,000 a year, but where did the money go to? None of it came this side of the water, but all was left the other side. The line was valuable to the officials in Canada, and if report spoke truly the president in this country received a large amount, but what did the shareholders receive? He believed that their affairs could not be properly conducted as the board was at present constituted. He would assert, and that without fear of contradiction, that their president, Mr. Watkin, was the chairman of something like five different concerns, and was also in receipt of something like £5,000 or £6,000 a year for the services which he rendered to them. Dividing the day of ten hours into five parts, this allowed just two hours for each, but he contended that a concern of that sort required a man to give his sole time in order to work it well. It was not to be expected that the honorable gentleman now in the chair, and others who were largely concerned in mercantile affairs, could give up their whole time. They did all they could, and he believed they meant to act most honorably, but they wanted a practical working man upon the spot, who would be acquainted with every item of everything that was going on—such a practical man in fact, as one of the directors was—he meant Captain Tyler. (Cheers.) It was impossible that one man could attend to the business of five companies. It was altogether beyond human power that one man, however active he might be, could manage five large concerns, besides being a member of Parliament at the same time. Under these circumstances, he begged to move an amendment to the effect that the directors should prepare a list of the proprietors, and that any shareholder or proprietor who might require a copy of it should be supplied with one on the payment of a fee of half-a-crown.

Mr. Packer seconded the amendment.

The Chairman said he wished to remind the meeting that they were assembled for a special purpose, namely, to consider whether a list of stockholders and shareholders should be granted or not. The board, having sent out inquiries on the subject, had proposed a resolution which was in accordance with the decision of the great majority of the shareholders. The board was there merely as the instruments of the shareholders in carrying their wishes into effect. He was not going to answer any questions as to the management of the company, inasmuch as they were quite irrelevant to the object of the meeting. He thought it would be indecorous in him if he were to make any reference to the allusions which had been made to the conduct of Mr. Watkin, who was perfectly able and at all times quite willing to answer for himself. He might say, however, in answer to a point which had been raised, that there was always a "president" of the company, the first being the Hon. John Ross, of Canada, and no alteration had ever taken place in this respect. He might also state that from the very first there had been no authority in the constitution of the company for the granting of the list of shareholders. It was now proposed that the list should be granted, and the resolution he had moved was to that effect. It entirely depended upon the meeting, and the board now submitted the matter to them, whether the list should be granted or not.

Mr. Hodgson, M. P., a director, said that, treating the matter in a practical point of view, he thought it would be an exceedingly difficult thing to supply a list as required. Changes took place in the shareholders every day, and it is a list were published in January it would be of no use whatever in August, inasmuch as it would be most incorrect, and an incorrect list every one would admit would be worse than no list at all. In fact, to be of any use they would re-

quire to have it weekly on account of changes which were constantly taking place.

Mr. Davis thought there would be no difficulty in having a list of proprietors once a year—say on the 31st of December.

Mr. Cyrus Legg said he did not wish to introduce anything which did not strictly belong to the business before the meeting. He believed they had met together to consider three very simple questions. The first was whether they should have a list of proprietors printed and circulated annually; the second was whether they would give a list upon the payment of a certain sum; and the third was whether they should withhold it altogether. He believed that in the railway regulations act there was a proviso that a list of the proprietors was to be printed and published by the directors of English companies once a year. He conceived that although their business was located in Canada, yet they were an English company; and he saw no reason himself why they should not act upon the same system as English companies were at present obliged to do. Talk about the expense of printing the list—why, the commission upon 100 tons of iron, or even upon the acceptances of £3,000 or £4,000 would be considerably more than the whole of it; and when he recollected this he felt that they ought to press upon the directors the production of the list once a year, with the addresses of the proprietors as far as they could be ascertained. The expense would be next to nothing, and he believed it would be a source of great satisfaction to the majority of the shareholders. His own feeling was that if the list of proprietors were withheld by the directors from those who wished it there must be something to conceal, and this being his feeling, he disented entirely from the motion moved by the chairman, and also from the amendment moved by Sir Raymond Jarvis, because he thought that the making of a demand for the list and the paying for it by the shareholders were things which they ought not to be put to the trouble of doing; if, therefore, the amendment were lost he should submit as an amendment to the original motion that a list of the share and bondholders as far as could be ascertained should be printed and circulated once a year with the report. It was all very well for Mr. Hodgson to say that they would be obliged to have a list once a week, but he believed that the alterations would be very few, for most of those who were now in the Grand Trunk were not disposed to get rid of the whole of their stock. Sir Raymond Jarvis had said that they would not in their lifetime receive anything upon the fourth preference stock, but he was of a different opinion, for he thought if they altered the management in Canada it would not be a very great while before they received a dividend. Since he last had the honor of addressing the proprietary he had seen some gentlemen from Canada, and they had said that by all means the company ought to get rid of the present management in Canada, and they could not understand how any set of commercial men in England could be such fools as to allow such a large amount of money to be collected there annually and yet not to get any of it, while the officials of the company were getting rich.

Mr. Creak said he had no doubt that Mr. Legg had spoken with the best possible intentions, but he had started with saying that there were three points to be settled, and one of these points was to get a list immediately, whereas the amendment which he had just read would not compass that end. If they were not to have a list until the report was issued they would be thrown back very considerably. The view of the committee was that they should get a list at the meeting, and therefore the meeting was held in August in order if necessary that they might lay before it certain facts and statements upon which they thought they should be justified in asking for proxies before the meeting to be held in October. Of course, if the list was not to be supplied till the report was issued this could not be done.

Mr. Adams thought it would be very desirable that the board should not withhold from the shareholders that for which they now asked. The object of everything in business was to do it at once. They had postponed this matter for a long time. They might depend upon it that what was said about the company out of doors was not what the chairman heard from his own friends, but everybody was complaining and saying they should think it was quite impossible for such a man as Mr. Baring to refuse information to his partners. The proposition was a very simple one. They only asked the board to give them that which they were allowed to give by law, and that was a complete list of the share and bondholders, in order that they might confer with them. Was not this a perfectly fair and legitimate proposition? He called upon the chairman to act in this matter nobly, straightforwardly, and without hesitation. It could do the directors no harm to supply the list, but, as Mr. Creak had very properly said, it was of no use putting it off till October. Even then some reason might be brought forward for postponing the discussion still further, and therefore now was the time, and he hoped that before the meeting closed the chairman would come forward of his own free will and say—"Gentlemen, here is a complete list for you, and we only charge you the cost of making it out. Of course you must make what use of it you can." He again appealed to the chairman to do this at once.

The Chairman said that as he had before stated, the directors were in the hands of the meeting. They would allow him to say, that so far as he was concerned, he did not believe he was being dragged through the mire so much as the last speaker seemed to suppose. At any rate he should take care of his own character without that honorable gentleman's assistance. The directors were quite ready to give the list if it was thought desirable. In fact it was there ready for them, but they must recollect the directors had taken the opinion of the shareholders, and that the great majority were in favour of the resolution which he had put from the chair.

Sir Raymond Jarvis said he understood that the