

NICHOLAS FINANCIAL INC
Form DEF 14A
July 03, 2001

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NICHOLAS FINANCIAL, INC.
Building C. #501B
2454 McMullen Booth Road
Clearwater, FL 33759-1340
(727) 726-0763

NOTICE OF ANNUAL GENERAL MEETING

To the Members of Nicholas Financial, Inc:

NOTICE IS HEREBY GIVEN that the 2001 Annual General Meeting of the Members (the "Meeting") of Nicholas Financial, Inc. (hereinafter called the "Company") will be held at the Company's Corporate Office, located at 2454 McMullen Booth Road, Building C, Suite 501B, Clearwater, Florida on Tuesday August 7, 2001.

at the hour of 9:00AM for the following purposes:

1. to receive the Report of the Directors;
2. to receive the financial statements of the Company for its fiscal year ended March 31, 2001 and the report of the Auditors thereon;
3. to elect two directors to hold office until the 2004 Annual General Meeting of Members and until each of their respective successors is duly elected and qualified;
4. to appoint Auditors for the ensuing year and to authorize the Directors to fix their remuneration.
5. to transact such other business as may properly come before the Meeting.

Accompanying this Notice are a Proxy Statement and Information Circular and Form of Proxy.

Members of record as of the close of business on June 28, 2001 will be entitled to attend and vote at the Meeting, or any adjournment or postponement thereof. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy holder to attend and vote in his stead.

Your vote is important. If you are unable to attend the Meeting (or any adjournment or postponement thereof) in person, please read the Notes accompanying the Form of Proxy enclosed herewith and then complete and return the Proxy within the time set out in the Notes.

The enclosed Form of Proxy is solicited by the Board of Directors of the Company but, as set out in the Notes accompanying the Form of Proxy, you may amend it if you so desire by striking out the names listed therein and inserting in the space provided the name of the person you wish to represent you at the Meeting.

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DATED at Clearwater, Florida, July 02, 2001.

BY ORDER OF THE BOARD OF DIRECTORS

Peter L. Vosotas
President

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Supplemental Mailing List
Return Form

Dear Shareholder:

If you wish to have your name put on the Supplemental Mailing List of Nicholas Financial, Inc. (the "Company"), such that you shall be mailed copies of the Company's interim financial statements in respect of the present fiscal year, then complete this form and return it to the Company's registrar and transfer agent, Computershare Trust Company, whose address is 510 Burrard Street, 4th Floor, Vancouver, BC Canada V6C 3B9 or at the Corporate Headquarters of the Company, 2454 McMullen Booth Road, Building C Suite 501B, Clearwater, FL 33759-1340.

Name: _____ (Please _____ Print)

Address: _____

Phone Number: _____

Number and Class of
Voting Securities Held: _____

Signature: _____

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CLEARWATER, FL 33759
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PROXY STATEMENT AND INFORMATION CIRCULAR AS AT AND DATED JULY 2, 2001

This Proxy Statement and Information Circular accompanies the Notice of the 2001 Annual General Meeting of Members (the "Meeting") of Nicholas Financial, Inc. (hereinafter called the "Company") to be held on Tuesday, August 7, 2001, at 9:00 a.m. (Clearwater, Florida time), at the Company's Corporate Office, located at 2454 McMullen Booth Road, Building C, Suite 501B, Clearwater, Florida, and is furnished in connection with a solicitation of proxies on behalf of the Board of Directors of the Company for use at that Meeting and at any adjournment thereof.

The Company's Annual Report on Form 10-KSB for the fiscal year ended March 31, 2001, together with this Proxy Statement and Information Circular and the accompanying proxy form ("Proxy"), are first being mailed on or about July 3, 2001 to members entitled to vote at the Meeting.

REVOCABILITY OF PROXY

If the accompanying Proxy is completed, signed and returned, the shares represented thereby will be voted at the Meeting. The giving of the Proxy does not affect the right to vote in person should the member be able to attend the Meeting. The member may revoke the Proxy at any time prior to the voting thereof.

In addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the member or his attorney authorized in writing, or if the member is a corporation, by a duly authorized officer or attorney thereof, and deposited either at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, or, as to any matter in respect of which a vote shall not already have been cast pursuant to such proxy, with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof, and upon either of such deposits the proxy is revoked.

PERSONS MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY THE BOARD OF DIRECTORS OF THE COMPANY

Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse members' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation of proxies on behalf of the Board of Directors will be borne by the Company.

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VOTING SHARES AND OWNERSHIP OF MANAGEMENT AND PRINCIPAL HOLDERS

The Company is authorized to issue 50,000,000 Common shares without par value and 5,000,000 Preference shares without par value. As of the close of business on June 28, 2001, the record date for determining members entitled to notice of and to vote at the Meeting, there were issued and outstanding 2,322,775 Common shares and no Preference shares. At a General Meeting of the Company, on a show of hands, every member present in person and entitled to vote shall have one vote, and on a poll, every member present in person or represented by proxy and entitled to vote shall have one vote for each share of which such member is the registered holder. Shares represented by proxy will only be voted on a poll.

The following table sets forth certain information regarding the beneficial ownership of Common shares as of June 28, 2001 regarding (i) each of the Company's directors, (ii) each of the Company's executive officers, (iii) all directors and officers as a group, and (iv) each person known by the Company to beneficially own, directly or indirectly, more than 5% of the outstanding Common shares. Except as otherwise indicated, each of the persons listed below has sole voting and investment power over the shares beneficially owned.

| Name | Number of Shares | Percentage Owned |
|---|------------------|------------------|
| ----- | ----- | ----- |
| Peter L. Vosotas (1) (2) | 792,902 | 32.6% |
| Dr. Ellis P. Hyman (3) (4) | 66,083 | 2.7% |
| Stephen Bragin (5) (6) | 32,569 | 1.3% |
| Melvin S. Cutler (7) (8) | 133,800 | 5.5% |
| Alton R. Neal (9) (10) | 1,667 | * |
| Ralph T. Finkenbrink (11) (12) | 39,335 | 1.6% |
| | ----- | ----- |
| All directors and officers as a group (6 persons) (13) | 1,066,356 | 43.9% |
| | ===== | ===== |