

THE CORPORATION OF THE COUNTY OF MIDDLESEX

BY-LAW #7293

A BY-LAW to confirm and regulate the creation of a municipal service board body corporate for the provision of paramedic services.

WHEREAS:

- A. The Corporation of the County of Middlesex (the “**County**”), pursuant to Ministerial Order under the *Ambulance Act*, R.S.O. 1990, c. A.19, as amended or replaced (the “**Ambulance Act**”), dated January 5, 2000, is the designated delivery agent (manager) of land ambulance services in the designated geographic service area of the County of Middlesex and the City of London (the “**Service Delivery Area**”);
- B. The County exercises powers pursuant to resolution and by-law of County Council, in accordance with section 5 of the *Municipal Act, 2001*, S.O. 2001, c.25 (the “**Municipal Act**”);
- C. Section 196 of the *Municipal Act* permits the creation municipal service board bodies corporate, which are also local boards in accordance with the *Municipal Act*;
- D. The County delivers paramedic services required in the Service Delivery Area, including without limitation, land ambulance services, a range of medical emergency responses, trauma response events, and community paramedicine programs through the Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service (“**MLPS**”), being a municipal services board and body corporate;
- E. Pursuant to sections 197(1) and (4) of the *Municipal Act*, the *Corporations Act* and the *Corporate Information Act* do not apply to municipal service board bodies corporate;
- F. Part V of the *Municipal Act* affords wide discretion relating to the terms of the creation of municipal service board body corporates and the terms of the delegation of powers by Ontario municipalities to such municipal service board body corporates;
- G. Commencing on October 11, 2011 and pursuant to By-law #6351 (hereinafter referred to as the “**Inaugural Creation By-law**”), the County commenced the delivery of paramedic services in the Service Delivery Area through a municipal service board body corporate named the Middlesex-London Emergency Medical Services Authority (“**MLEMSA**”);
- H. Commencing on October 13, 2020 and continuing through present, the MLEMSA body corporate continued its operations and amended its corporate name by by-law to Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service (“**MLPS**”), the County adding “operating as Middlesex-London Paramedic Service” because doing so clearly established a better understanding of the general public in the Service Delivery Area that paramedic services are being provided;
- I. Commencing on October 13, 2020 and continuing through present, MLPS has used and continues to use the Middlesex-London Paramedic Service (MLPS) identifying logo exclusively on all of its identifying materials and ambulances; and
- J. Between October 13, 2020 and continuing through present, each of Middlesex County by-laws #7072, #7234, and this By-law #7293 have replaced the Inaugural Creation By-law and each subsequent and amended in force

MLEMSA/MLPS Creation By-law in their respective entirety, to address the service needs of the Service Delivery Area and advancement of the MLPS body corporate.

NOW THEREFORE the Council of The Corporation of the County of Middlesex does hereby enact as follows:

CONTINUANCE AND CORPORATE NAME CHANGE

1. The above recitals of this By-law are hereby incorporated by reference into and form a part of this By-law and the Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service hereby continues its municipal service board and body corporate status under the corporate name, Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service.
2. In the above-noted continuance, the Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service assigns and the Middlesex-London Paramedic Service (“**MLPS**”) assumes all rights, obligations, contracts, and liabilities of the Middlesex-London Emergency Medical Services Authority.

CREATION OF A LAND AMBULANCE MUNICIPAL SERVICES BOARD

3. The County hereby confirms its creation of MLPS, a municipal service board body corporate of the Corporation of the County of Middlesex in accordance with section 196 of the *Municipal Act*, to manage and deliver paramedic services as defined by the *Ambulance Act* within the geographic boundary of the Service Delivery Area (hereinafter, the “**Services**”) subject to the terms, conditions and limits set out in this By-law and MLPS By-law #1 Terms of Reference.
4. The Services include all services provided by an ambulance service in connection with the transportation of persons by land, including without limitation, a wide range of medical emergencies and trauma events in addition to the provision of community paramedicine programs.

EXPRESS TERMS AND LIMITATIONS

Middlesex County Council Authority

5. Notwithstanding any other provision in this Creation By-law or any by-law passed by the MLPS, MLPS is required to follow all rules, procedures and policies established by the County at all times.

Delegated Authority

6. Subject to section 7 and the provisos set out in this section 6 below, Middlesex County Council hereby delegates to the MLPS the authority to:
 - (a) exercise general control and management of the affairs of the delivery of paramedic services by the MLPS on behalf of the County for the purpose of ensuring the efficient and effective delivery of the paramedic services, subject to the MLPS’ adherence to the Annual Budget and any amendments thereto;
 - (b) exercise all powers and duties of a municipal services board body corporate, including natural person powers necessary to enable it to effectively discharge the responsibilities, duties, decisions and directions bestowed upon the MLPS by Middlesex County Council, subject to the MLPS’ adherence to the Annual Budget and any amendments thereto;
 - (c) perform such administrative functions in accordance with subsection

23.1 of the *Municipal Act*; and

- (d) perform legislative powers of a minor nature within the meaning of subsection 23.2(4) of the *Municipal Act* and its interpretive jurisprudence;

each of section 6(a through d inclusive) being subject to contrary direction from Middlesex County Council at any time.

- 7. Middlesex County Council has and retains ultimate authority for the expenditures of the MLPS through the authorization of the Annual Budget or by specific resolution. Where MLPS acts with the delegated authority set out in subsection 6(a-d above), the MLPS is the Municipal Decision Maker for the purposes of this by-law. Where Middlesex County Council does not provide MLPS with delegated authority, Middlesex County Council shall be the Municipal Decision Maker for the purposes of this by-law. In the event of conflict between an MLPS Board or staff opinion concerning section 23 of the *Municipal Act* and a Middlesex County Council determination concerning section 23 of the *Municipal Act*, the determination of Middlesex County Council prevails.
- 8. In the case of an emergency only, where it is necessary in the best interests of the Service Delivery Area, the County, the MLPS Board, and in the public interest that an action be taken or a decision made when it is impractical for an MLPS Board meeting to be convened for the purpose, the MLPS Chief Executive Officer and the Chief of Paramedic Services (positions described in MLPS' Terms of Reference – By-law #1), in consultation with each other, are delegated all powers and duties of the County as delivery agent of land ambulance services in the Service Delivery Area for the purposes of taking such action or making such decision. For the purposes of this subsection, "emergency" shall have the same meaning as in section 1 of the *Emergency Management and Civil Protection Act*, R.S.O. 1990, c. E.9 as amended or replaced, and shall also include a situation or an impending situation that constitutes a risk of major proportions of serious harm to the financial interests of the Service Delivery Area or any part thereof.
- 9. The Chief Executive Officer-and/or Chief of Paramedic Services shall report all action taken or decisions made in accordance with section 8 above to the MLPS Board either at the MLPS Board's next regularly scheduled meeting or at a Special Meeting convened by the CEO or Meeting Chair (pursuant to subsection 7.2 of the MLPS Terms of Reference – By-law No. 1, as amended or replaced) and cause Middlesex County Council to be updated with respect to all such actions or decisions, as appropriate.

Employees

- 10. Without limiting subsection 6(b) of this Creation By-law, the MLPS Board may enter into employment contracts necessary to provide the Services.

MLPS Directors

- 11. Middlesex County Council shall appoint and remove corporate Directors of the MLPS Board at its 100% discretion and authority. The MLPS Board shall cause the MLPS body corporate to adopt County Middlesex County Council's appointments and removals, as set out in subsections 6.4-6.6 (number, composition, term, and appointment) and subsection 6.7 (removal) of the Middlesex County Council approved By-law #1 - MLPS Terms of Reference.

Signing Authority

- 12. The Chief Executive Officer and/or the Chief of Paramedic Services provided for in MLPS Board's Terms of Reference – By-Law No 1 are signing officers of the MLPS.

Reporting

13. The MLPS Board shall require a representative of MLPS to report to Middlesex County Council as set out in subsection 4.3 of the Middlesex County Council approved By-law #1 - MLPS Terms of Reference.

Property, Equipment & Supplies

14. The Corporation of the County of Middlesex is and remains the owner of all property rights, equipment, and supplies obtained and used by the MLPS when it provides Services. Without limiting any right of Middlesex County Council set out in section 5, 7, and 17 herein, the County expressly retains the power to finance the capital and operating costs for providing the paramedic services and hereby retains the power to deal with any real and personal property in connection with the paramedic services. The MLPS shall have no right to finance the Services otherwise than by fees and charges established under and in accordance with Part XII of the *Municipal Act*, such fees and charges being subject to ratification by Middlesex County Council.
15. Without limiting the rights of Middlesex County Council under paragraphs 5, 7, 14, and 17 herein, and subject to section 16 below, the MLPS may enter into contracts necessary to purchase the property, supplies and equipment necessary to respond to calls across the Service Delivery Area.
16. Procurement Policy – When purchasing, MLPS shall follow form and provisions of the in-force Procurement of Goods and Services Policy of the County, with any limited and necessary contextual application to MLPS.

Further Limits as Necessary

17. From time to time, Middlesex County Council may impose, at its sole and absolute discretion, any further or other limits as it may see fit on the MLPS.

BUDGET PROCEDURE AND APPROVALS / RESERVES AND RESERVE FUNDS

18. The annual budget of the MLPS shall be approved by County Council. The procedure for approval of the annual budget shall be as follows:
 - (a) The MLPS shall submit budget estimates to the County no later than November 30 of the preceding fiscal year, which outline the proposed budget for the upcoming fiscal year but do not include funding allocation (the “**Budget Estimates**”).
 - (b) County Council shall review the Budget Estimates as part of County Council’s regular budget review process.
19. The reserves and reserve funds of the MLPS shall at all times be the property of the County.

BOARD MEMBERSHIP

20. The MLPS Board shall be comprised of members (hereinafter, the “**Board Members**”). The rules for composition of the Board are as follows:
 - (a) Number and Composition - The MLPS Board shall be comprised of the number of Board Members appointed by Middlesex County Council at County Council’s sole discretion and determination, subject to the following:
 - (i) The MLPS Board shall not be comprised of less than four (4) voting Board Members and not more than five (5) voting Board Members;
 - (ii) The MLPS Board shall at all times, have no less than four (4) active duly elected County Councillors appointed as voting

Board Members *ex officio*; and

- (iii) County Councillor Board Member Rule – Where a County Councillor is occupying an *ex officio* position on the MLPS Board and he/she ceases to be an active duly elected County Councillor any reason, his/her position on the MLPS Board shall be immediately deemed void and the vacancy of any required *ex officio* Board Members shall be replaced by individuals meeting the requirements of subsection 20(a)(i-iii) of this By-law at a Special Meeting called by the CEO or Meeting Chair of the MLPS Board.

The number and composition of Board Members approved by County Council at any given time shall be set out in a Terms of Reference document approved by County Council, which once approved by County Council, shall be adopted by the Authority as its Terms of Reference – By-law #1.

- (b) Term - The term of office for Board Members shall be the lesser of:
 - (i) Four (4) years;
 - (ii) the date of resignation or removal of such Board Member;
 - (iii) the date of the death of any such Board Member; or
 - (iv) the date where a County Councillor is occupying an *ex officio* position on the Board and he/she ceases to be an active duly elected County Councillor;

provided, however, that pursuant to sections 196(4) and 264 of the *Municipal Act*, a person appointed or elected to fill a vacancy outside of a regular four (4) year appointment shall only hold office for the remainder of the term of the person he or she replaced.

- (c) Remuneration – The remuneration of Board Members shall be established by County Council.
- (d) Appointment – The MLPS Board shall be comprised of Board Members appointed by the Middlesex County Council and may be appointed on any terms that may be deemed appropriate in the sole and absolute discretion of Middlesex County Council, subject to section 20(a)(i-iii) above and subsections 6.4-6-6 of the MLPS Terms of Reference - By-law #1, Board Members may be designated as voting or non-voting in accordance with the MLPS Board's Terms of Reference – By-law No. 1 approved by County Council. Following the appointment of any MLPS Board Member by Middlesex County Council, the MLPS Board shall cause the MLPS body corporate to adopt the appointment.
- (e) Removal – MLPS Board Members may be removed at any time by Middlesex County Council in its sole and unfettered discretion. Following the removal of any MLPS Board Member or MLPS Officer by Middlesex County Council, the MLPS Board shall cause the MLPS body corporate to adopt the removal.
- (f) Vacancies – The office of a Board Member becomes vacant if the Board Member:
 - (i) is absent from the meetings of the MLPS Board for the lesser of three successive months or three successive meetings, without being authorized to do so by a resolution of the MLPS Board;
 - (ii) resigns from their office and such resignation is effective under Section 260 of the *Municipal Act*;
 - (iii) is a County Councillor occupying an *ex officio* position on the Board and he/she ceases to be an active duly elected County

Councillor;

- (iv) is appointed or elected to fill any vacancy in any other office of MLPS;
 - (v) has their office declared vacant in any judicial proceeding;
 - (vi) forfeits their office under the *Municipal Act* or any other act; or
 - (vii) dies.
- (g) Voting – Each Board Member who is a voting Board Member shall be entitled to one vote at any meeting of the Board. Non-voting Board Members shall not be entitled to vote at any meeting of the Board.
- (h) Eligibility – Each Board Member must: (i) be eighteen years of age or more, (ii) have the capacity to contract under the law, (iii) not be of unsound mind, and have not been so found by a Court in Canada or elsewhere; (iv) be an individual; and (v) not be an undischarged bankrupt. The composition of the Board at all times must meet the requirements set out in section 20(a)(i-iii) above and subsections 6.4-6-6 of the MLPS Terms of Reference - By-law #1.
- (i) Quorum – is equal to a majority of voting Board Members appointed by County Council.
21. Middlesex County Council shall approve a MLPS Board Code of Conduct, which shall be adopted by the MLPS Board as its Code of Conduct – By-law #3. The MLPS Board Members shall abide by the Code of Conduct at all times.

ACTIONS TAKEN AND MANNER OF BUSINESS CONDUCTED BY THE MLPS

22. MLPS shall take action by resolution and by-law and the delegated administrative and staff authority conferred by subsections 23.1 and 23.2(4) of the *Municipal Act*, subject to section 7 of this Creation By-law and section 3.1 of the Middlesex County approved Terms of Reference – By-law #1.
23. The Authority shall implement:
- (a) a Terms of Reference – By-law #1 approved by County Council, which shall include the MLPS' procedural rules;
 - (b) an OMERS By-law #2 authorizing participation in the OMERS primary plan by MLPS employees; and
 - (c) an MLPS Board Code of Conduct – By-law #3 approved by Middlesex County Council.
24. MLPS shall conduct all business in a fair manner that is responsible to the public. Without limiting the above, MLPS shall conduct all business in accordance with Sections 239 through 246 of the *Municipal Act*. Where MLPS has *in camera* meetings, such meetings will be conducted in accordance with 239(2) and (6).

REVOCAION OF POWERS / DISSOLUTION OF MLPS

25. The function assigned to the MLPS pursuant to this By-law may be revoked at any time in the sole and absolute discretion of Middlesex County Council without notice.
26. If Middlesex County Council revokes all powers of the Authority, the County may take any and all necessary steps to dissolve the MLPS pursuant to Section 216 of the *Municipal Act*.
27. The Warden and the Clerk are hereby authorized to sign any necessary

documents, and to take such other actions that may be required to affect the forgoing By-Law.

CONFLICT WITH CREATION BY-LAW

28. In the event any provisions of the MLPS Terms of Reference – By-law No. 1 or any other resolution or by-law passed by the MLPS Board conflict with this Creation By-law, the Creation By-law and the intention of County Council prevails over any contrary provision or by-law passed by the MLPS Board.

EFFECTIVE DATE

29. This By-Law shall come into force and take effect immediately upon its passing, replacing By-law #7234 in its entirety.
30. By-law #7234 is revoked upon the passing of this By-law.

PASSED IN COUNCIL this 16th day of July, 2024.

Aina DeViet, Warden

Paul Shipway, County Clerk