

THE CORPORATION OF THE COUNTY OF MIDDLESEX

BY-LAW #7234

A BY-LAW to create a municipal service board body corporate for the provision of land ambulance 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. 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;
- E. 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;
- F. Commencing on October 11, 2011 and pursuant to By-law #6351, the County commenced the delivery of Land Ambulance Services in the Service Delivery Area through a municipal service board body corporate and local board named the Middlesex-London Emergency Medical Services Authority (“**MLEMSA**”), which operated as a Committee of Middlesex County Council;
- G. Commencing on October 13, 2020 and pursuant to By-law #7072 which replaced By-law #6351 in its entirety, the County continued the delivery of Land Ambulance Services to the Service Delivery Area through the MLEMSA municipal service board body corporate, local board, and Committee of Middlesex County Council, however, amended MLEMSA’s corporate name to Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service. The County added the “operating as Middlesex-London Paramedic Service” to the MLEMSA name because doing so clearly established a better understanding of the general public in the Service Delivery Area that a paramedic service was being provided;
- H. From October 13, 2020 through June 20, 2023 and moving forward, MLEMSA, operating as the Middlesex-London Paramedic Service has used and continues to use the Middlesex-London Paramedic Service identifying logo exclusively on all of its identifying materials and ambulances; and
- I. Through this By-law, which replaces By-law #7072, MLEMSA operating as the Middlesex-London Paramedic Service continues to deliver Land Ambulance Services in the Service Delivery Area on behalf of the Corporation of the County of Middlesex as a Committee of Middlesex County Council and as a municipal service board body corporate using the corporate name Middlesex-London Emergency Medical Services Authority, operating as the Middlesex-London Paramedic Service (hereinafter, “**MLPS**”).

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

CONTINUANCE AND CORPORATE NAME CHANGE

- 1. 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 (hereinafter, “**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 Committee of County Council and municipal service board body corporate of the Corporation of the County of Middlesex in accordance with section 196 of the *Municipal Act*, which to manage and deliver land ambulance 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 land ambulance services by the MLPS on behalf of the County for the purpose of ensuring the efficient and effective delivery of the 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 5(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/Executive Chair 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/Executive Chair and/or Chief of Paramedic Services shall report all action taken or decisions made in accordance with subsection 3.2 above to the MLPS Board either at the MLPS Board's next regularly scheduled meeting or at an emergency meeting convened by the Chair and cause Middlesex County Council to be informed of all such actions or decisions, as appropriate.

Employees

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

MLPS Directors and Officers

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 6.6 and 9.6 (appointments) and subsection 6.7 (removal) of the Middlesex County Council approved By-law #1 - MLPS Terms of Reference.
12. The Chief Executive Officer/Executive Chair and/or the Chief of Paramedic Services are approved by County Council to be signing officers of the MLPS.

Reporting

13. MLPS Directors and Officers shall report to the MLPS Board and the MLPS Board and Chief of Paramedic Services shall report to Middlesex County Council as set out in section 4 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 Services and hereby retains the power to deal with any real and personal property in connection with the 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 supplies and equipment necessary to respond to calls across the Service Delivery Area.
16. Procurement Policy – When purchasing supplies and equipment necessary to respond to calls across the Service Delivery Area, MLPS shall follow the in force Procurement of Goods and Services Policy of the County.

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.

AUTHORITY BOARD MEMBERSHIP

20. The Authority’s Board shall be comprised of members (hereinafter, the “**Board Members**”). The rules for composition of the Board are as follows:
 - (a) Number – The Board shall be comprised of the number of Board Members determined from time to time by County Council, provided that the Board shall not be comprised of less than two (2) voting Board Members and not more than five (5) voting Board Members. The number 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 years; (ii) the date of resignation or removal of such Board Member; or (iii) the date of the death of any such Board Member; provided, however, that Board Members may be appointed for multiple terms of office. Pursuant to sections 196(4) and 264 of the *Municipal Act*, a person appointed or elected to fill a vacancy shall only hold office for the remainder of the term of the person they replaced.
 - (c) Remuneration – The remuneration of Board Members shall be established by the County.
 - (d) Appointment – The MLPS Board shall be comprised of Board Members appointed by the County. The Appointment of Board Members shall be made by the County Council in its sole and absolute discretion. Board Members may be designated as voting or non-voting, or may be appointed on any other terms as may be deemed appropriate in the sole and absolute discretion of Middlesex County Council.
 - (e) Removal – Board Members may be removed at any time by County Council in the sole and unfettered discretion of County Council.
 - (f) Vacancies – The office of a Board Member becomes vacant if the Board Member:
 - (i) is absent from the meetings of the Board Members for the lesser of three successive months or three successive meetings, without being authorized to do so by a resolution of Board Members;
 - (ii) resigns from his or her office and such resignation is effective under Section 260 of the *Municipal Act*;
 - (iii) is appointed or elected to fill any vacancy in any other office on the

same Board;

(iv) has his or her office declared vacant in any judicial proceeding;

(v) forfeits his or her office under the Act or any other act; or

(vi) 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.

(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 and open manner. Without limiting the above, MLPS shall conduct all business in accordance with Sections 239 through 246 of the *Municipal Act*.

REVOCATION 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 effect the forgoing By-Law.

EFFECTIVE DATE

- 28. This By-Law shall come into force and take effect immediately upon its passing.
- 29. By-law #7072 is revoked upon the passing of this By-law.

PASSED IN COUNCIL this 20th day of June, 2023.

Cathy Burghardt-Jesson, Warden

Paul Shipway, Acting Clerk